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À "QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934À For the quarterly period ended JuneÀ 30, 2024À ORÀ "TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934À À For the transition period from _____ to _____

À Commission File Number 1-12709 À À Tompkins Financial Corporation(Exact name of registrant as specified in its charter)New YorkÀ 16-1482357(State or other jurisdiction of incorporation or organization)À (I.R.S. Employer Identification No.) P.O. Box 460, Ithaca, NY (Address of principal executive offices)14851 (Zip Code)À RegistrantÀ "s telephone number, including area code: (888) 503-5753 Former name, former address, and former fiscal year, if changed since last report: NÀIndicate the number of shares of the RegistrantÀ "s Common Stock outstanding as of the latest practicable date:Title of each classTrading Symbol(s)Name of each exchange on which registeredCommon Stock, \$0.10 par valueTMPNYSE American, LLCÀ Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes À " No À ". À Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes À " No À ". À Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):Large Accelerated FilerÀ "Accelerated FilerÀ "Non-Accelerated FilerÀ "Smaller Reporting CompanyÀ "Emerging Growth CompanyÀ "À If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of Exchange Act.À "Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.) Yes À " No À ". À Indicate the number of shares of the Registrant's Common Stock outstanding as of the latest practicable date: 14,396,247 shares as of August 2, 2024.TOMPKINS FINANCIAL CORPORATIONÀ FORM 10-QÀ INDEXPART I -FINANCIAL INFORMATIONÀ À À PAGEÀ Item 1 À "Financial StatementsConsolidated Statements of Condition as of June 30, 2024 (Unaudited) and December 31, 2023 (Audited)1À À Consolidated Statements of Income for the three and six months ended June 30, 2024 and 2023 (Unaudited)2À À Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2024 and 2023 (Unaudited)3À À Consolidated Statements of Cash Flows for the six months ended June 30, 2024 and 2023 (Unaudited)4À À Consolidated Statements of Changes in ShareholdersÀ " Equity for the three and six months ended June 30, 2024 and 2023 (Unaudited)6À À Notes to Unaudited Consolidated Financial Statements8À Item 2 -ManagementÀ "s Discussion and Analysis of Financial Condition and Results of Operations48À Item 3 -Quantitative and Qualitative Disclosures About Market Risk67À Item 4 -Controls and Procedures68PART II - OTHER INFORMATIONÀ À Item 1 À "Legal Proceedings68À Item 1A À " Risk Factors68À Item 2 À "Unregistered Sales of Equity Securities, and Use of Proceeds69À Item 3 -Defaults Upon Senior Securities69À Item 4 -Mine Safety Disclosures69À Item 5 -Other Information69À Item 6 -Exhibits70SIGNATURES71Item 1. Financial StatementsTOMPKINS FINANCIAL CORPORATIONCONSOLIDATED STATEMENTS OF CONDITION(In thousands, except share and per share data) (Unaudited)As ofAs ofASSETS06/30/20241/31/2023À (unaudited)(audited)Cash and noninterest bearing balances due from banks\$60,337À \$67,212À Interest bearing balances due from banks10,578À 12,330À Cash and Cash Equivalents70,915À 79,542À Available-for-sale debt securities, at fair value (amortized cost of \$1,463,965 at JuneÀ 30, 2024 and \$1,548,482 at December 31, 2023)1,317,458À 1,416,650À Held-to-maturity debt securities, at amortized cost (fair value of \$264,588 at JuneÀ 30, 2024 and \$267,455 December 31, 2023)312,430À 312,401À Equity securities, at fair value (amortized cost \$766 at JuneÀ 30, 2024 and \$787 at December 31, 2023)766À 787À Total loans and leases, net of unearned income and deferred costs and fees5,761,864À 5,605,935À Less: Allowance for credit losses\$3,059À \$1,584À Net Loans and Leases\$7,088,805À 5,554,351À Federal Home Loan Bank and other stock41,382À 33,719À Bank premises and equipment, net77,279À 79,687À Corporate owned life insurance75,453À 67,884À Goodwill92,602À 92,602À Other intangible assets, net2,193À 2,327À Accrued interest and other assets170,239À 179,799À Total Assets\$7,869,522À 7,819,749À LIABILITIESDeposits:Interest bearing:Checking, savings and money market\$3,453,049À 3,484,878À Time979,292À 998,013À Noninterest bearing1,853,555À 1,916,956À Total Deposits\$6,285,896À 6,399,847À Federal funds purchased and securities sold under agreements to repurchase\$3,989À 50,996À Other borrowings\$73,627À 602,100À Other liabilities97,917À 96,872À Total Liabilities\$7,193,429À 7,149,815À EQUITYTompkins Financial Corporation shareholders' equity:Common Stock - par value \$0.10 per share: Authorized 25,000,000 shares; Issued: 14,429,124 at JuneÀ 30, 2024; and 14,441,830 at December 31, 20231,443À 1,444À Additional paid-in capital298,647À 297,183À Retained earnings\$5,566À 501,510À Accumulated other comprehensive loss(135,670)(125,005)Treasury stock, at cost À " 126,420 shares at JuneÀ 30, 2024, and 132,097 shares at December 31, 2023(6,356)(6,161)Total Tompkins Financial Corporation ShareholdersÀ " Equity676,630À 668,522À Noncontrolling interests1,463À 1,412À Total Equity\$766,093À 669,934À Total Liabilities and Equity\$7,869,522À \$7,819,749À À See notes to unaudited consolidated financial statements.1 TOMPKINS FINANCIAL CORPORATIONÀ CONSOLIDATED STATEMENTS OF INCOMEÀ Three Months EndedSix Months Ended(In thousands, except per share data) (Unaudited)06/30/202406/30/202306/30/202406/30/2023INTEREST AND DIVIDEND INCOMELOANS\$73,646À \$63,527À \$145,245À \$124,369À Due from banks184À 183À 338À 322À Available-for-sale debt securities9,371À 6,181À 18,982À 13,361À Held-to-maturity debt securities1,219À 1,219À 2,437À 2,437À Federal Home Loan Bank and other stock820À 323À 1,421À 623À Total Interest and Dividend Income85,240À 71,870À 168,423À 141,108À INTEREST EXPENSETime certificates of deposits of \$250,000 or moreÀ 0,048À 2,526À 8,058À 4,313À Other deposits21,236À 13,119À 41,660À 23,513À Federal funds purchased and securities sold under agreements to repurchase11À 15À 24À 29À Other borrowings8,992À 4,314À 17,603À 7,111À Total Interest Expense\$34,287À 19,974À 66,795À 34,966À Net Interest Income\$50,953À 51,896À 101,628À 106,142À Less: Provision for credit loss expense2,172À 2,253À 3,026À 1,428À Net Interest Income After Provision for Credit Loss Expense48,781À 49,643À 98,602À 104,714À NONINTEREST INCOMEInsurance commissions and fees9,087À 8,672À 19,346À 18,181À Wealth management fees4,849À 4,678À 9,786À 9,187À Service charges on deposit accounts1,766À 1,640À 3,562À 3,386À Card services income3,278À 3,087À 6,217À 5,769À Other income2,802À 1,603À 5,022À 3,544À Net loss on securities transactions(6)(7,065)(20)(7,052)Total Noninterest Income21,776À 12,615À 43,913À 33,015À NONINTEREST EXPENSESalaries and wages24,919À 25,337À 49,616À 49,849À Other employee benefits6,545À 6,647À 12,956À 13,388À Net occupancy expense of premises3,139À 3,327À 6,696À 6,626À Furniture and fixture expense1,910À 2,105À 4,035À 4,159À Amortization of intangible assets80À 84À 156À 167À Other operating expense13,349À 14,468À 26,340À 27,937À Total Noninterest Expenses49,942À 51,968À 99,799À 102,126À Income Before Income Tax Expense20,615À 10,290À 42,716À 35,603À Income Tax Expense4,902À 1,784À 10,100À 7,685À Net Income Attributable to Noncontrolling Interests and Tompkins Financial Corporation15,713À 8,506À 32,616À 27,918À Less: Net Income Attributable to Noncontrolling Interests31À 31À 62À 62À Net Income Attributable to Tompkins Financial Corporation\$15,682À \$8,475À \$32,554À \$27,856À Basic Earnings Per Share\$1.10À \$0.59À \$2.29À \$1.94À Diluted Earnings Per Share\$1.10À \$0.59À \$2.29À \$1.94À À See notes to unaudited consolidated financial statements.2 TOMPKINS FINANCIAL CORPORATIONÀ CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOMEÀ Three Months Ended(In thousands) (Unaudited)06/30/202406/30/2023Net income attributable to noncontrolling interests and Tompkins Financial Corporation\$15,713À 8,506À Other comprehensive (loss) income, net of tax:Available-for-sale debt securities:Change in net unrealized loss during the period(1,051)(13,237)Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income0À 5,325À Employee benefit plans:Amortization of net retirement plan actuarial loss162À 197À Amortization of net retirement plan prior service cost35À 41À Other comprehensive loss(854)(7,674)Subtotal comprehensive income attributable to noncontrolling interests and Tompkins Financial Corporation14,828À \$801À Six Months Ended(In thousands) (Unaudited)06/30/202406/30/2023Net income attributable to noncontrolling interests and Tompkins Financial Corporation\$32,616À \$27,918À Other comprehensive income, net of tax:Available-for-sale debt securities:Change in net unrealized loss during the period(11,079)7,341À Reclassification adjustment for net realized loss (gain) on sale of available-for-sale debt securities included in net income0À 5,325À Employee benefit plans:Amortization of net retirement plan actuarial loss345À 421À Amortization of net retirement plan prior service cost69À 82À Other comprehensive (loss) income(10,665)13,169À Subtotal comprehensive income attributable to noncontrolling interests and Tompkins Financial Corporation21,951À 41,087À Less: Net income attributable to noncontrolling interests(62)(62)Total comprehensive income attributable to Tompkins Financial Corporation\$21,889À \$41,025À À See notes to unaudited consolidated financial statements.3 TOMPKINS FINANCIAL CORPORATIONÀ CONSOLIDATED STATEMENTS OF CASH FLOWSÀ Six Months Ended(In thousands) (Unaudited)06/30/202406/30/2023OPERATING ACTIVITIESNet income attributable to Tompkins Financial Corporation\$32,554À \$27,856À Provision for credit loss expense3,026À 1,428À Depreciation and amortization of premises, equipment, and software5,610À 5,418À Amortization of intangible assets156À 167À Earnings from corporate owned life insurance(1,777)(1,169)Net amortization on securities(604)1,856À Amortization/accretion related to purchase accounting(462)(369)Net loss on securities transactions20À 7,052À Net gain on sale of loans originated for sale(314)(65)Proceeds from sale of loans originated for sale8,528À 2,174À Loans originated for sale(8,764)(2,495)Net gain on sale of bank premises and equipment(189)(54)Net excess tax (expense) benefit from stock based compensation(186)131À Stock-based compensation expense1,715À 2,155À (Increase) decrease in accrued interest receivable(3,517)718À Increase in accrued interest payable1,029À 742À Other, net13,698À (678)Net Cash Provided by Operating Activities50,523À 44,749À INVESTING ACTIVITIESProceeds from maturities, calls and principal paydowns of available-for-sale debt securities91,068À 79,018À Proceeds from sales of available-for-sale debt securities0À 73,832À Purchases of available-for-sale debt securities(5,976)(18,044)Net increase in loans(157,027)(84,989)Proceeds from sale/redemptions of Federal Home Loan Bank stock48,290À 54,747À Purchases of Federal Home Loan Bank and other stock(55,953)(60,676)Proceeds from sale of bank premises and equipment265À 98À Purchases of bank premises, equipment and software(2,368)(3,344)Purchase of corporate owned life insurance(5,746)0À Redemption of corporate owned life insurance 3,115À 20À Other, net(413)(138)Net Cash (Used in) Provided by Investing Activities(84,745)40,524À FINANCING ACTIVITIESNet decrease in demand, money market, and savings deposits(95,230)(286,827)Net (decrease) increase in time deposits(18,445)139,452À Net decrease in Federal funds purchased and securities sold under agreements to repurchase(15,007)(5,795)Increase in other borrowings351,027À 145,100À Repayment of other borrowings(179,500)(49,300)Cash dividends(17,226)(17,423)Common stock issued81À 0À Repurchase of common stock0À (6,378)Net shares issued related to restricted stock awards(105)(207)Net proceeds from exercise of stock options0À (118)Net Cash Provided by (Used in) Financing Activities25,595À (81,496)Net (Decrease) Increase in Cash and Cash Equivalents(8,627)3,777À Cash and cash equivalents at beginning of period79,542À 77,837À Total Cash and Cash Equivalents at End of Period\$70,915À \$81,614À À See notes to unaudited consolidated financial statements.4 TOMPKINS FINANCIAL CORPORATIONÀ CONSOLIDATED STATEMENTS OF CASH FLOWSÀ Six Months Ended(In thousands) (Unaudited)06/30/202406/30/2023Supplemental Information:Cash paid during the year forÀ - Interest\$66,042À \$34,493À Cash paid during the year forÀ - Taxes2,560À 7,999À Transfer of loans to other real estate owned80À 0À Right-of-use assets obtained in exchange for new lease liabilities181À 422À À See notes to unaudited consolidated financial statements.À 5 TOMPKINS FINANCIAL CORPORATIONÀ CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERSÀ " EQUITY(Unaudited)(In thousands except share and per share data) (Unaudited)CommonStockAdditional Paid-in CapitalRetainedEarningsAccumulated Other Comprehensive (Loss) IncomeTreasuryStockNon-controlling InterestsTotalBalances at April 1, 2023\$1,456À \$303,357À \$537,331À \$(187,846)À \$(5,976)À \$1,443À \$649,765À Net income attributable to noncontrolling interests and Tompkins Financial Corporation8,475À 31À 8,506À Other comprehensive loss(7,674)(7,674)Total Comprehensive Income832À Cash dividends (\$0.60 per share)(8,711)(8,711)Net exercise of stock options (315 shares)À (10)(10)Common stock repurchased and returned to unissued status (108,219 shares)(11)(6,367)(6,378)Stock-based compensation expense1,110À 1,110À Directors deferred compensation plan (3,386 shares)209À (209)0À Restricted stock activity (6,341 shares)(1)(166)(167)Balances at June 30, 2023\$1,444À \$298,133À \$537,095À \$(195,520)À \$(6,185)À \$1,474À \$636,441À Balances at April 1, 2024\$1,444À \$297,790À \$509,668À \$(134,816)À \$(6,180)À \$1,432À \$669,338À Net income attributable to noncontrolling interests and Tompkins Financial Corporation15,682À 31À 15,713À Other comprehensive loss(854)(854)Total Comprehensive Income14,859À Cash dividends (\$0.61 per share)(8,784)(8,784)Treasury stock activity (1,090 shares)40À 14À 54À Stock-based compensation expense731À 731À Directors deferred compensation plan (3,933 shares)190À (190)0À Restricted stock activity (10,905 shares)(1)(104)(105)Balances at June 30, 2024\$1,443À \$298,647À \$516,566À \$(135,670)À \$(6,356)À \$1,463À \$676,093À 6 (In thousands except share and per share data)(Unaudited)CommonStockAdditional Paid-in CapitalRetainedEarningsAccumulated Other Comprehensive (Loss) IncomeTreasuryStockNon-controlling InterestsTotalBalances at January 1, 2023\$1,456À \$302,763À \$526,727À \$(208,689)À \$(6,279)À \$1,412À \$617,390À Net income attributable to noncontrolling interests and Tompkins Financial Corporation27,856À 62À 27,918À Other comprehensive income13,169À 13,169À Total Comprehensive Income41,087À Cash dividends (\$1.20 per share)(17,423)(17,423)Net exercise of stock options (1,824 shares)À (118)(118)Common stock repurchased and returned to unissued status (108,219 shares)(11)(6,367)(6,378)Stock-based compensation expense2,155À 2,155À Directors deferred compensation plan (4,484 shares)(94)94À 0À Restricted stock activity (7,933 shares)(1)(206)(207)Adoption of Accounting Guidance ASU 2022-02(65)(65)Balances at June 30, 2023\$1,444À \$298,133À \$537,095À \$(195,520)À \$(6,185)À \$1,474À \$636,441À Balances at January 1, 2024\$1,444À \$297,183À \$501,510À \$(125,005)À \$(6,101)À \$1,412À \$669,934À Net income attributable to noncontrolling interests and Tompkins Financial Corporation32,554À 62À 32,616À Other comprehensive loss(10,665)(10,665)Total Comprehensive Income21,951À Cash dividends (\$1.21 per share)(17,427)(17,427)Treasury stock issued (1,990 shares)81À 26107À Stock-based compensation expense1,715À 1,715À Directors deferred compensation plan (3,687)

shares)(228)228401A Restricted stock activity (12,706 shares)(1)(104)(105)Adjustment due to the adoption of ASU 2023-02(71)(71)Partial repurchase of noncontrolling interest(11)(11)Balances at June 30, 2024\$1,443A \$298,647A \$516,566A \$(135,670)\$(6,356)\$1,463A \$676,093A Â See notes to unaudited consolidated financial statements7 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS1. BusinessÂ Tompkins Financial Corporation ("Tompkins" or the "Company") is headquartered in Ithaca, New York and is registered as a Financial Holding Company with the Federal Reserve Board under the Bank Holding Company Act of 1956, as amended. The Company is a locally oriented, community-based financial services organization that offers a full array of products and services, including commercial and consumer banking, leasing, trust and investment management, financial planning and wealth management, and insurance services. At JuneÂ 30, 2024, the Company had one wholly-owned banking subsidiary, Tompkins Community Bank. Tompkins Community Bank provides a full array of trust and wealth management services under the Tompkins Financial Advisors brand, including investment management, trust and estate, financial and tax planning as well as life, disability and long-term care insurance services. The Company also has a wholly-owned insurance agency subsidiary, Tompkins Insurance Agencies, Inc. ("Tompkins Insurance"). The Company's principal offices are located at 118 E. Seneca Street, Ithaca, New York, 14850, and its telephone number is (888) 503-5753. The Company's common stock is traded on the NYSE American under the symbol "TMP."As a registered financial holding company, the Company is regulated under the Bank Holding Company Act of 1956 ("BHC Act"), as amended and is subject to examination and comprehensive regulation by the Federal Reserve Board ("FRB"). The Company is also subject to the jurisdiction of the Securities and Exchange Commission ("SEC") and is subject to disclosure and regulatory requirements under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. The Company is subject to the rules of the NYSE American for listed companies.Tompkins Community Bank is subject to examination and comprehensive regulation by various regulatory authorities, including the Federal Deposit Insurance Corporation ("FDIC") and the New York State Department of Financial Services ("NYSDFS"). Each of these agencies issues regulations and requires the filing of reports describing the activities and financial condition of the entities under its jurisdiction. Likewise, such agencies conduct examinations on a recurring basis to evaluate the safety and soundness of the institutions, and to test compliance with various regulatory requirements, including: consumer protection, privacy, fair lending, the Community Reinvestment Act, the Bank Secrecy Act, sales of non-deposit investments, electronic data processing, and trust department activities. These agencies also examine and regulate the trust business of Tompkins Community Bank. Tompkins Insurance is subject to examination and regulation by the NYSDFS and the Pennsylvania Insurance Department.2. Basis of PresentationÂ The unaudited consolidated financial statements included in this quarterly report do not include all of the information and footnotes required by U.S. Generally Accepted Accounting Principles ("GAAP") for a full year presentation and certain disclosures have been condensed or omitted in accordance with rules and regulations of the SEC. In the application of certain accounting policies, management is required to make assumptions regarding the effect of matters that are inherently uncertain. These estimates and assumptions affect the reported amounts of certain assets, liabilities, revenues, and expenses in the unaudited consolidated financial statements. Different amounts could be reported under different conditions, or if different assumptions were used in the application of these accounting policies. The accounting policy that management considers critical in this respect is the determination of the allowance for credit losses.Â In management's opinion, the unaudited consolidated financial statements reflect all adjustments of a normal recurring nature. The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for the full year ended June 31, 2024. The unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.Cash and cash equivalents in the consolidated statements of cash flow include cash and noninterest bearing balances due from banks, interest-bearing balances due from banks, and money market funds. Management regularly evaluates the credit risk associated with the counterparties to these transactions and believes that the Company is not exposed to any significant credit risk on cash and cash equivalents.The Company has evaluated subsequent events for potential recognition and/or disclosure, and determined that no further disclosures were required.Â 8 The consolidated financial information included herein combines the results of operations, the assets, liabilities, and shareholders' equity of the Company and its subsidiaries. Amounts in the prior periods's unaudited consolidated financial statements are reclassified when necessary to conform to the current periods' presentation. All significant intercompany balances and transactions are eliminated in consolidation.Newly Adopted Accounting StandardsASU No. 2023-02, "Investments - Equity Method and Joint Ventures (Topic 323):Â Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method."Â This update will allow reporting entities to consistently account for equity investments made primarily for the purpose of receiving income tax credits or other income tax benefits. This update applies this to all reporting entities that hold (1) tax equity investments that meet the conditions for and elect to account for them using the proportional amortization method or (2) an investment in a low income housing tax credit ("LIHTC") structure through a limited liability entity that is not accounted for using the proportional amortization method and to which certain LIHTC specific guidance removed from Subtopic 323-740 has been applied. Additionally, the disclosure requirements apply to investments that generate income tax credits and other income tax benefits from a tax credit program for which the entity has elected to apply the proportional amortization method (including investments within that elected program that do not meet the conditions to apply the proportional amortization method). The amendments in this Update permit reporting entities to elect to account for their tax equity investments, regardless of the tax credit program from which the income tax credits are received, using the proportional amortization method if certain conditions are met. ASU 2023-02 is effective for fiscal years beginning after December 15, 2023 and interim periods in those years. The adoption of ASU 2023-02 on January 1, 2024 did not have a material effect on the Company's financial statements.Transition for existing tax credits that qualify must be recognized using either a modified retrospective transition or a retrospective transition for all existing tax investments still expected to provide tax benefits and elected under ASU 2023-02 to apply the proportional amortization method. The Company has elected to treat all existing tax credit investments requiring adjustment under ASU 2023-02 using the modified retrospective method approach.The Company currently has recorded investments in 2 separate LIHTC structures as of June 30, 2024 totaling \$2.2Â million already using proportional amortization with a \$32,000 benefit recorded to income tax expense in the six months ending June 30, 2024 and \$27,000 benefit for the six months ending June 30, 2023. In addition, the Company has a historic rehabilitation tax credit that was previously recorded using the equity investment accounting method and had no residual book value or financial impact in either the current or prior year. The ASU 2023-02 day 1 adoption entry for this tax credit included the recording of a \$40,000 investment and the write-off of a \$444,000 gross timing difference (tax effective at \$111,000) with a corresponding \$71,000 reduction to retained earnings.The Company has also elected to treat the following categories of tax credit investments under the proportional amortization method:Â LIHTC - Low Income Housing Tax CreditsÂ New Market Tax CreditsÂ Historic Rehabilitation Tax CreditÂ Renewable Energy Tax CreditÂ State Specific Tax CreditsAccounting Standards Pending AdoptionASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." The amendments in this Update improve financial reporting by requiring disclosure of incremental segment information on an annual and interim basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2024 and interim periods in those years, and its adoption is not expected to have a significant effect on our financial statements or disclosures.ASU No. 2023-09, "Income Taxes (Topic 740) - Improvements to Income Tax Disclosures." The amendments in this Update related to the rate reconciliation and income taxes paid disclosures improve the transparency of income tax disclosures by requiring (1) consistent categories and greater disaggregation of information in the rate reconciliation and (2) income taxes paid disaggregated by jurisdiction. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 and interim periods in those years. Tompkins is currently evaluating the potential impact of ASU 2023-09 on our consolidated financial statements.The Company reviews new accounting standards as issued. Management has not identified any other new standards that it believes will have a significant impact on the Company's financial statements.9 3. Securities Available-for-Sale Debt SecuritiesThe following tables summarize available-for-sale debt securities held by the Company at JuneÂ 30, 2024 and December 31, 2023:Available-for-Sale Debt SecuritiesJune 30, 2024AmortizedCostGrossUnrealizedGainsGrossUnrealizedLossesFair Value(In thousands)U.S. Treasuries\$114,808A \$60A \$4,982A \$109,886A Obligations of U.S. Government sponsored entities\$42,952A 2,937A 23,212A 422,677A Obligations of U.S. states and political subdivisions\$88,563A 1A 10,088A 78,476A Mortgage-backed securities Â residential, issued byÂ U.S. Government agencies\$45,419A 4A \$5,311A 40,112A Â U.S. Government sponsored entities\$769,723A 1,108A 106,891A 663,940A U.S. corporate debt securities\$2,500A 0A 133A 2,367A Total available-for-sale debt securities\$1,463,965A \$4,110A \$150,617A \$1,317,458A Â Available-for-Sale Debt SecuritiesDecember 31, 2023AmortizedCostGrossUnrealizedGainsGrossUnrealizedLossesFair Value(In thousands)U.S. Treasuries\$114,418A \$495A \$5,009A \$109,904A Obligations of U.S. Government sponsored entities\$72,286A 6,449A 22,277A 456,458A Obligations of U.S. states and political subdivisions\$89,999A 2A 8,077A 81,924A Mortgage-backed securities Â residential, issued byÂ U.S. Government agencies\$49,976A 8A \$4,744A 45,240A U.S. Government sponsored entities\$19,303A 2,422A 100,895A 720,830A U.S. corporate debt securities\$2,500A 0A 206A 2,294A Total available-for-sale debt securities\$1,548,482A \$9,376A \$141,208A \$1,416,650A Held-to-Maturity Debt SecuritiesThe following tables summarize held-to-maturity debt securities held by the Company at JuneÂ 30, 2024 and December 31, 2023:Held-to-Maturity Debt SecuritiesJune 30, 2024AmortizedCostGrossUnrealizedGainsGrossUnrealizedLossesFair Value(In thousands)U.S. Treasuries\$86,157A 0A \$12,181A \$73,976A Obligations of U.S. Government sponsored entities\$226,273A 0A \$35,661A 190,612A Total held-to-maturity debt securities\$312,430A 0A \$47,842A \$264,588A 10 Held-to-Maturity Debt SecuritiesDecember 31, 2023AmortizedCostGrossUnrealizedGainsGrossUnrealizedLossesFair Value(In thousands)U.S. Treasuries\$86,266A 0A \$11,051A \$75,215A Obligations of U.S. Government sponsored entities\$226,135A 0A \$33,895A 192,240A Total held-to-maturity debt securities\$312,401A 0A \$44,946A \$267,455A The Company may from time to time sell debt securities from its available-for-sale portfolio. Realized gains on sales of available-for-sale debt securities were \$0 for both the three and six months ended JuneÂ 30, 2024 and June 30, 2023. Realized losses on sales of available-for-sale debt securities were \$0 for the three and six months ended JuneÂ 30, 2024, and \$7.1 million for both the three and six months ended June 30, 2023. There were no sales of available-for-sale debt securities during the three and six months ended June 30, 2024, compared to \$80.9 million of available-for-sale debt securities sold during the three and six months ended June 30, 2023. Sales of available-for-sale debt securities were the result of general investment portfolio, interest rate risk and balance sheet management. Proceeds from the sale of available-for-sale debt securities were \$0 for the three and six months ended JuneÂ 30, 2024 and \$73.8Â million for the three and six months ended June 30, 2023. The Company's investment portfolio includes callable securities that may be called prior to maturity. There were no realized gains or losses on called available-for-sale debt securities for both the three and six months ended JuneÂ 30, 2024 and June 30, 2023. The Company also recognized net losses of \$6,100 and \$20,400 for the three and six months ended JuneÂ 30, 2024, respectively, compared to net losses of \$12,000 and net gains of \$1,000 for the three and six months ended June 30, 2023, respectively, on equity securities, reflecting the change in fair value.The following table summarizes available-for-sale debt securities that had unrealized losses at JuneÂ 30, 2024, and December 31, 2023:June 30, 2024Less than 12 Months12 Months or LongerTotal(In thousands)Fair ValueUnrealized LossesFair ValueUnrealized LossesFair ValueUnrealized LossesU.S. Treasuries\$19,876A \$2A \$65,756A \$4,980A \$85,632A \$4,982A Obligations of U.S. Government sponsored entities\$29,993A 1A 214,490A 23,198A 244,483A 23,212A Obligations of U.S. states and political subdivisions\$2,236A 8A \$76,125A 10,080A 78,361A 10,088A Mortgage-backed securities Â residential, issued byU.S. Government agencies0A 0A 39,801A 5,311A 39,801A 5,311A U.S. Government sponsored entities\$14,318A 257A 559,593A 106,634A 573,911A 106,891A U.S. corporate debt securities0A 0A 2,367A 133A 2,367A 133A Total available-for-sale debt securities\$66,423A \$281A \$958,132A \$150,336A \$1,024,555A \$150,617A 11 December 31, 2023Less than 12 Months12 Months or LongerTotal(In thousands)Fair ValueUnrealized LossesFair ValueUnrealized LossesFair ValueUnrealized LossesU.S. Treasuries\$0A \$0A \$65,663A \$5,009A \$65,663A \$5,009A Obligations of U.S. Government sponsored entities\$14,453A 110A 220,913A 22,167A 235,366A 22,277A Obligations of U.S. states and political subdivisions\$10,572A 106A 69,601A 9,771A 80,173A 8,077A Mortgage-backed securities Â residential, issued byU.S. Government agencies1,454A 3,764A 7,404A 9,094,744U.S. Government sponsored entities\$5,659,660A 9,456,100,82,961,511,100,895U.S. corporate debt securities0A 0A 2,294A 206A 2,294A 206A Total available-for-sale debt securities\$31,829A \$286A \$1,011,691A \$140,922A \$1,043,520A \$141,208A The following table summarizes held-to-maturity debt securities that had unrealized losses at JuneÂ 30, 2024 and December 31, 2023:June 30, 2024Less than 12 Months12 Months or LongerTotal(In thousands)Fair ValueUnrealized LossesFair ValueUnrealized LossesFair ValueUnrealized LossesU.S. Treasuries\$0A \$0A \$73,976A \$12,181A \$73,976A \$12,181A Obligations of U.S. Government sponsored entities0A 0A 190,612A 35,661A 190,612A 35,661A Total held-to-maturity debt securities\$0A \$0A \$264,588A \$47,842A \$264,588A \$47,842A December 31, 2023Less than 12 Months12 Months or LongerTotal(In thousands)Fair ValueUnrealized LossesFair ValueUnrealized LossesFair ValueUnrealized LossesU.S. Treasuries\$0A \$0A \$75,215A \$11,051A \$75,215A \$11,051A Obligations of U.S. Government sponsored entities0A 0A 192,240A 33,895A 192,240A 33,895A Total held-to-maturity debt securities\$0A \$0A \$267,455A \$44,946A \$267,455A \$44,946A The Company evaluates available-for-sale debt securities for expected credit losses ("ECL") in unrealized loss positions at each measurement date to determine whether the decline in the fair value below the amortized cost basis (impairment) is due to credit-related factors or noncredit-related factors.Factors that may be indicative of ECL include, but are not limited to, the following:Â Extent to which the fair value is less than the amortized cost basis.Â Adverse conditions specifically related to the security, an industry, or geographic area (changes in technology, business practice).Â Payment structure of the debt security with respect to underlying issuer or obligor.Â Failure of the issuer to make scheduled payment of principal and/or interest.Â Changes to the rating of a security or issuer by a nationally recognized statistical rating organization.Â Changes in tax or regulatory guidelines that impact a security or underlying issuer.For available-for-sale debt securities in an unrealized loss position, the Company evaluates the securities to determine whether the decline in the fair value below the amortized cost basis (technical impairment) is the result of changes in interest rates or reflects a fundamental change in the credit worthiness of the underlying issuer. Any impairment that is not credit related is recognized in other comprehensive income (loss), net of applicable taxes. Credit-related impairment is recognized as an allowance for credit losses ("ACL") on the Consolidated Statements of Condition, limited to the amount by which the amortized 12 cost basis exceeds the fair value, with a corresponding adjustment to earnings. Both the ACL and the adjustment to net income may be reversed if conditions change.Management measures expected credit losses on held-to-maturity debt securities on a collective basis by major security type with each type sharing similar risk characteristics and considers historical credit loss information that is adjusted for current conditions and reasonable and supportable forecasts. Management has made the accounting policy election to exclude accrued interest receivable on held-to-maturity debt securities from the estimate of credit losses. As of JuneÂ 30, 2024, the held-to-maturity portfolio consisted of U.S. Treasury securities and securities issued by U.S. government-sponsored enterprises, including the Federal National Mortgage Agency, the Federal Home Loan Bank ("FHLB") and the Federal Farm Credit Banks Funding Corporation. U.S. Treasury securities are backed by the full faith and credit of and/or guaranteed by the U.S. government, and it is expected that the securities will not be settled at prices less than the amortized cost bases of the securities. Securities issued by U.S. government agencies or U.S. government-sponsored enterprises carry the explicit and/or implicit guarantee of the U.S. government, are widely recognized as "risk-free," and have a long history of zero credit loss. As such, the Company did not record an allowance for credit losses for these securities as of JuneÂ 30, 2024 or December 31, 2023. The gross unrealized losses reported for residential mortgage-backed securities relate to investment securities issued by U.S. government sponsored entities such as Federal National Mortgage Association, Federal Home Loan Mortgage Corporation, and U.S. government agencies such as Government National Mortgage Association. The total gross unrealized losses, shown in the tables above, were primarily attributable to changes in interest rates and levels of market liquidity, relative to when the investment securities were purchased, and not due to the credit-related quality of the investment securities. The Company does not have the intent to sell these securities and does not believe it is more likely than not that the Company will be required to sell these securities before a recovery of amortized cost.The amortized cost and estimated fair value of debt securities by contractual maturity are shown in the following table. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. Mortgage-backed securities are shown separately since they are not due at a single maturity date.June 30, 2024(In thousands)Amortized CostFair ValueAvailable-for-sale debt securities:Due in one year or less\$145,289A \$143,154A Due after one year through five years\$246,804A 234,188A Due after five years through ten years\$234,401A 218,769A Due after ten years\$22,329A 17,295A Total\$648,823A 613,406A Mortgage-backed securities\$1,424A 704,052A Total available-for-sale debt securities\$1,463,965A 1,317,458A December 31, 2023(In thousands)Amortized CostFair ValueAvailable-for-sale debt securities:Due in one year or less\$99,242A \$98,650A Due after one year through five years\$307,093A 296,279A Due after five years through ten years\$245,617A 233,569A Due after ten years\$27,251A 22,082A Total\$679,203A 650,580A Mortgage-backed securities\$869,279A 766,070A Total available-for-sale debt securities\$1,548,482A \$1,416,650A 13 June 30, 2024(In thousands)Amortized CostFair ValueHeld-to-maturity debt securities:Due after five years through ten years\$312,430A \$264,588A Total

helo-to-maturity debt securities\$312,430Å \$264,588Å December 31, 2023(In thousands)Amortized CostFair ValueHelo-to-maturity debt securities:Due after five years through ten years\$312,401Å \$267,455Å Total helo-to-maturity debt securities\$312,401Å \$267,455Å The Company also holds non-marketable Federal Home Loan Bank of New York ("FHLBNY") stock and non-marketable Atlantic Commercial Bankers Bank ("ACBB") stock, all of which are required to be held for regulatory purposes and for borrowing availability. The required investment in FHLB stock is tied to the Companyâ€™s borrowing levels with the FHLB. Holdings of FHLBNY stock and ACBB stock totaled \$41.3 million and \$95,000, respectively, at JuneÅ 30, 2024. These securities are carried at par, which is also cost. The FHLBNY continues to pay dividends and repurchase stock. Quarterly, we evaluate our investment in the FHLB for impairment. We evaluate recent and long-term operating performance, liquidity, funding and capital positions, stock repurchase history, dividend history and impact of legislative and regulatory changes. Based on our most recent evaluation, as of JuneÅ 30, 2024, we determined that no impairment write-downs were required.4. Loans and LeasesLoans and leases at JuneÅ 30, 2024 and December 31, 2023 were as follows:(In thousands)06/30/202412/31/2023Commercial and industrialAgriculture\$92,965Å \$101,211Å Commercial and industrial other773,767Å 721,890Å PPP loans254Å 404Å Subtotal commercial and industrial866,986Å 823,505Å Commercial real estateConstruction337,361Å 303,406Å Agriculture210,168Å 221,670Å Commercial real estate other2,664,214Å 2,587,591Å Subtotal commercial real estate3,211,743Å 3,112,667Å Residential real estateHome equity194,096Å 188,316Å Mortgages1,377,376Å 1,373,275Å Subtotal residential real estate1,571,472Å 1,561,591Å Consumer and otherIndirect461Å 841Å Consumer and other102,591Å 96,942Å Subtotal consumer and other103,052Å 97,783Å Leases13,429Å 15,383Å Total loans and leases5,766,682Å 5,610,929Å Less: unearned income and deferred costs and fees(4,818)Å (4,994)Å Total loans and leases, net of unearned income and deferred costs and fees\$5,761,864Å \$5,605,935Å 14 The Company has adopted comprehensive lending policies, underwriting standards and loan review procedures. Management reviews these policies and procedures on a regular basis. The Company discussed its lending policies and underwriting guidelines for its various lending portfolios in Note 3 â€œ "Loans and Leases" in the Notes to Consolidated Financial Statements contained in the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023. There have been no significant changes in these policies and guidelines since the date of that report. As such, these policies are reflective of new originations as well as those balances held at December 31, 2023. The Companyâ€™s Board of Directors approves the lending policies at least annually. The Company recognizes that exceptions to policy guidelines may occasionally occur and has established procedures for approving exceptions to these policy guidelines. Management has also implemented reporting systems to monitor loan origination, loan quality, concentrations of credit, loan delinquencies and nonperforming loans and potential problem loans.Å Loans are considered past due if the required principal and interest payments have not been received as of the date such payments are due. Generally loans are placed on nonaccrual status if principal or interest payments become 90 days or more past due and/or management deems the collectability of the principal and/or interest to be in question as well as when required by regulatory agencies. When interest accrual is discontinued, all unpaid accrued interest is reversed. Payments received on loans on nonaccrual are generally applied to reduce the principal balance of the loan. Loans are generally returned to accrual status when all the principal and interest amounts due are brought current, the borrower has established a payment history, and future payments are reasonably assured. When management determines that the collection of principal in full is not probable, management will charge-off a partial amount or full amount of the loan balance. Management considers specific facts and circumstances relative to each individual credit in making such a determination. For residential and consumer loans, management uses specific regulatory guidance and thresholds for determining charge-offs.Å The below tables are an age analysis of past due loans, segregated by class of loans, as of JuneÅ 30, 2024 and December 31, 2023:(In thousands)30-59 Days60-89 Days90 Days or MoreTotal Past DueCurrent LoansTotal LoansLoans and LeasesCommercial and industrialAgriculture\$0Å \$0Å \$0Å \$0Å \$0Å \$92,965Å \$92,965Å Commercial and industrial other562Å 95Å 2,116Å 2,773Å 770,994Å 773,767Å PPP loans0Å 0Å 0Å 0Å 254Å 254Å Subtotal commercial and industrial562Å 95Å 2,116Å 2,773Å 864,213Å 866,986Å Commercial real estateConstruction0Å 0Å 0Å 0Å 337,361Å 337,361Å Agriculture88Å 0Å 0Å 88Å 210,080Å 210,168Å Commercial real estate other1,101Å 93Å 41,589Å 42,783Å 2,621,431Å 2,664,214Å Subtotal commercial real estate1,189Å 93Å 41,589Å 42,781Å 3,168,872Å 3,211,743Å Residential real estateHome equity694Å 72Å 1,833Å 2,599Å 191,497Å 194,096Å Mortgages1,602Å 444Å 7,060Å 9,106Å 1,368,270Å 1,377,376Å Subtotal residential real estate2,296Å 516Å 8,893Å 11,705Å 1,559,767Å 1,571,472Å Consumer and otherIndirect5Å 11Å 29Å 81Å 461Å Consumer and other350Å 169Å 326Å 845Å 101,746Å 102,591Å Subtotal consumer and other355Å 180Å 332Å 867Å 102,185Å 103,052Å Leases0Å 0Å 0Å 0Å 13,429Å 13,429Å Total loans and leases4,402Å 884Å 52,930Å 58,216Å 5,708,466Å 5,766,682Å Less: unearned income and deferred costs and fees(0Å 0Å 0Å (4,818)Å (4,818)Å Total loans and leases, net of unearned income and deferred costs and fees\$4,402Å \$884Å \$52,930Å \$58,216Å \$5,703,648Å \$5,761,864Å 15 December 31, 2023(In thousands)30-59 Days60-89 Days90 Days or MoreTotal Past DueCurrent LoansTotal LoansLoans and LeasesCommercial and industrialAgriculture\$0Å \$0Å \$0Å \$0Å \$0Å \$101,211Å \$101,211Å Commercial and industrial other389Å 887Å 2,124Å 3,400Å 718,490Å 721,890Å PPP loans0Å 0Å 0Å 0Å 404Å 404Å Subtotal commercial and industrial389Å 887Å 2,124Å 3,400Å 820,105Å 823,505Å Commercial real estateConstruction0Å 0Å 0Å 0Å 303,406Å 303,406Å Agriculture61Å 0Å 0Å 61Å 221,609Å 221,670Å Commercial real estate other290Å 0Å 25,056Å 25,346Å 2,562,245Å 2,587,591Å Subtotal commercial real estate351Å 0Å 25,056Å 25,407Å 3,087,260Å 3,112,667Å Residential real estateHome equity466Å 211Å 1,968Å 2,645Å 185,671Å 188,316Å Mortgages1,353Å 111Å 6,916Å 8,380Å 1,364,895Å 1,373,275Å Subtotal residential real estate1,819Å 322Å 8,884Å 11,025Å 1,550,566Å 1,561,591Å Consumer and otherIndirect7Å 11Å 11Å 29Å 812Å 841Å Consumer and other302Å 122Å 270Å 694Å 96,248Å 96,942Å Subtotal consumer and other309Å 133Å 281Å 723Å 97,060Å 97,783Å Leases0Å 0Å 0Å 0Å 15,383Å 15,383Å Total loans and leases2,868Å 1,342Å 36,345Å 40,555Å 5,570,374Å 5,610,929Å Less: unearned income and deferred costs and fees\$2,868Å \$1,342Å \$36,345Å 40,555Å \$5,565,380Å \$5,605,935Å 16 The following tables present the amortized cost basis of loans on nonaccrual status and the amortized cost basis of loans on nonaccrual status for which there was no related allowance for credit losses. The below tables are an age analysis of nonaccrual loans segregated by class of loans, as of JuneÅ 30, 2024 and December 31, 2023:June 30, 2024(In thousands)Nonaccrual Loans and Leases with no ACLNonaccrual Loans and LeasesPast Due Over 89 Days and AccruingLoans and LeasesCommercial and industrialCommercial and industrial other\$44Å \$92,212Å 0Å Subtotal commercial and industrial44Å 2,921Å 0Å Commercial real estateAgriculture0Å 137Å 0Å Commercial real estate other40,406Å 43,967Å 0Å Subtotal commercial real estate40,406Å 44,104Å 0Å Residential real estateHome equity0Å 3,470Å 0Å Mortgages0Å 11,541Å 0Å Subtotal residential real estate0Å 15,011Å 0Å Consumer and otherIndirect0Å 22Å 0Å Consumer and other0Å 195Å 215Å Subtotal consumer and other0Å 217Å 215Å Total loans and leases\$40,450Å \$62,253Å \$215Å December 31, 2023(In thousands)Nonaccrual Loans and Leases with no ACLNonaccrual Loans and LeasesPast Due Over 89 Days and AccruingLoans and LeasesCommercial and industrialCommercial and industrial other\$0Å \$2,253Å 0Å Subtotal commercial and industrial0Å 2,273Å 0Å Commercial real estateAgriculture0Å 170Å 0Å Commercial real estate other42,038Å 44,280Å 0Å Subtotal commercial real estate42,038Å 44,450Å 0Å Residential real estateHome equity0Å 3,230Å 0Å Mortgages0Å 11,942Å 0Å Subtotal residential real estate0Å 15,172Å 0Å Consumer and otherIndirect0Å 40Å 0Å Consumer and other0Å 230Å 101Å Subtotal consumer and other0Å 270Å 101Å Total loans and leases\$42,038Å \$62,165Å \$101Å 17 The Company recognized \$0 of interest income on nonaccrual loans during the three and six months ended JuneÅ 30, 2024 and 2023. 5. Allowance for Credit LossesÅ Management reviews the appropriateness of the ACL on a regular basis. Management considers the accounting policy relating to the allowance to be a critical accounting policy, given the inherent uncertainty in evaluating the levels of the allowance required to cover credit losses in the portfolio and the material effect that assumptions could have on the Companyâ€™s results of operations. The Company has developed a methodology to measure the amount of estimated credit loss exposure inherent in the loan portfolio to assure that an appropriate allowance is maintained. The Companyâ€™s methodology is based upon guidance provided in SEC Staff Accounting Bulletin No. 119, Measurement of Credit Losses on Financial Instruments ("CECL"), and Financial Instruments - Credit Losses and ASC Topic 326, Financial Instruments - Credit Losses.The Company uses a Discounted Cash Flow ("DCF") method to estimate expected credit losses for all loan segments excluding the leasing segment. For each of these loan segments, the Company generates cash flow projections at the instrument level wherein payment expectations are adjusted for estimated prepayment speed, curtailments, recovery lag, probability of default, and loss given default. The modeling of expected prepayment speeds, curtailment rates, and time to recovery are based on internal historical data. The Company uses regression analysis of historical internal and peer data to determine suitable loss drivers to utilize when modeling lifetime probability of default and loss given default. This analysis also determines how expected probability of default and loss given default will react to forecasted levels of the loss drivers. For all loans utilizing the DCF method, management utilizes forecasts of national unemployment and a one year percentage change in national gross domestic product as loss drivers in the model.For all DCF models, management has determined that four quarters represents a reasonable and supportable forecast period and reverts back to a historical loss rate over eight quarters on a straight-line basis. Management leverages economic projections from a reputable and independent third party to inform its loss driver forecasts over the four-quarter forecast period. Other internal and external indicators of economic forecasts, and scenario weightings, are also considered by management when developing the forecast metrics. Due to the size and characteristics of the leasing portfolio, the Company uses the remaining life method, using the historical loss rate of the commercial and industrial segment, to determine the allowance for credit losses.The combination of adjustments for credit expectations and timing expectations produces an expected cash flow stream at the instrument level. Instrument effective yield is calculated, net of the impacts of prepayment assumptions, and the instrument expected cash flows are then discounted at that effective yield to produce a net present value of expected cash flows ("NPV"). An ACL is established for the difference between the NPV and amortized cost basis.Since the methodology is based upon historical experience and trends, current conditions, and reasonable and supportable forecasts, as well as managementâ€™s judgment, factors may arise that result in different estimates. While managementâ€™s evaluation of the allowance as of JuneÅ 30, 2024 considers the allowance to be appropriate, under certain conditions or assumptions, the Company would need to increase or decrease the allowance. In addition, various federal and State regulatory agencies, as part of their examination process, review the Company's allowance and may require the Company to recognize additions to the allowance based on their judgements and information available to them at the time of their examinations.Loan Commitments and Allowance for Credit Losses on Off-Balance Sheet Credit ExposuresFinancial instruments include off-balance sheet credit instruments, such as commitments to make loans, and commercial letters of credit. The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for off-balance sheet loan commitments is represented by the contractual amount of those instruments. Such financial instruments are recorded when they are funded. The Company records an allowance for credit losses on off-balance sheet credit exposures, unless the commitments to extend credit are unconditionally cancellable, through a charge to credit loss expense for off-balance sheet credit exposures included in provision expense in the Company's consolidated statements of income. 18 The following tables detail activity in the allowance for credit losses on loans for the three and six months ended JuneÅ 30, 2024 and 2023. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.Three Months Ended June 30, 2024(In thousands)CommercialÅ IndustrialCommercialReal EstateResidentialReal EstateConsumerand OtherFinanceLeasesTotalAllowance for credit losses:Beginning balance\$7,586Å \$31,467Å \$11,181Å \$1,396Å \$74Å \$51,704Å Charge-offs(30)0Å (626)0Å (656)Recoveries11Å 1Å 5Å 130Å 0Å 147Å Provision (credit) for credit loss expense(155)1,091Å 383Å 551Å (61),864Å Ending Balance\$7,412Å \$32,559Å \$11,569Å \$1,451Å \$68Å \$53,059Å Three Months Ended June 30, 2023(In thousands)CommercialÅ IndustrialCommercialReal EstateResidentialReal EstateConsumerand OtherFinanceLeasesTotalAllowance for credit losses:Beginning balance\$6,316Å \$27,186Å \$10,858Å \$1,628Å \$111Å \$46,099Å Charge-offs0Å 0Å 0Å (169)0Å (169)Recoveries13Å (9)114Å 78Å 0Å 196Å Provision (credit) for credit loss expense356Å 1,791Å 139Å 143Å (10)2,419Å Ending Balance\$6,685Å \$28,968Å \$11,111Å \$1,680Å \$101Å \$48,545Å Six Months Ended June 30, 2024(In thousands)CommercialÅ IndustrialCommercialReal EstateResidentialReal EstateConsumerand OtherFinanceLeasesTotalAllowance for credit losses:Beginning balance\$6,667Å \$31,581Å \$11,700Å \$1,557Å \$79Å \$51,584Å Charge-offs(30)0Å 0Å (1,071)0Å (1,101)Recoveries18Å 3Å 125Å 218Å 0Å 364Å Provision (credit) for credit loss expense757Å 975Å (256)747Å (11)2,212Å Ending Balance\$7,412Å \$32,559Å \$11,569Å \$1,451Å \$68Å \$53,059Å Six Months Ended June 30, 2023(In thousands)CommercialÅ IndustrialCommercialReal EstateResidentialReal EstateConsumerand OtherFinanceLeasesTotalAllowance for credit losses:Beginning balance\$6,039Å \$27,287Å \$11,154Å \$1,358Å \$96Å \$45,934Å Impact of adopting ASU 2016-132Å 16Å 46Å 0Å 0Å 64Å Charge-offs0Å 0Å (2)(275)0Å (277)Recoveries59Å 1,237Å 178Å 111Å 0Å 1,585Å Provision for credit loss expense585Å 428Å (265)486Å 5Å 1,239Å Ending Balance\$6,685Å \$28,968Å \$11,111Å \$1,680Å \$101Å \$48,545Å 19 The following tables detail activity in the liabilities for off-balance sheet credit exposures for the three and six months ended JuneÅ 30, 2024 and 2023:Three Months Ended June 30,(In thousands)20242023Liabilities for off-balance sheet credit exposures at beginning of period\$2,776Å \$3,151Å (Credit) provision for credit loss expense related to off-balance sheet credit exposures308Å (166)Liabilities for off-balance sheet credit exposures at end of period\$3,084Å \$2,985Å Six Months Ended June 30,(In thousands)20242023Liabilities for off-balance sheet credit exposures at beginning of period\$2,270Å \$2,796Å Provision for credit loss expense related to off-balance sheet credit exposures814Å 189Å Liabilities for off-balance sheet credit exposures at end of period\$3,084Å \$2,985Å The following tables present the amortized cost basis of collateral dependent loans, which are individually evaluated to determine expected credit losses, and the related allowance for credit losses allocated to these loans:(In thousands)Real EstateBusiness AssetsOtherTotalACL AllocationJune 30, 2024Commercial and Industrial\$337Å \$0Å \$0Å \$337Å \$243Å Commercial Real Estate42,594Å 0Å 0Å 42,594Å 1,391Å Total Loans and Leases\$42,931Å \$0Å \$0Å \$42,931Å \$1,634Å (In thousands)Real EstateBusiness AssetsOtherTotalACL AllocationDecember 31, 2023Commercial and Industrial\$2,035Å \$0Å \$0Å \$2,035Å \$0Å Commercial Real Estate42,333Å 0Å 0Å 42,333Å 1,082Å Total Loans and Leases\$44,368Å \$0Å \$0Å \$44,368Å \$1,082Å Loan Modifications to Borrowers Experiencing Financial DifficultyThe Company adopted ASU 2022-02 Financial Instruments - Credit Losses (Topic 326) effective January 1, 2023. This standard eliminated the previous trouble debt restructuring accounting model and replaced it with guidance and disclosure requirements for identifying modifications to loans to borrowers experiencing financial difficulty. Modifications to borrowers experiencing financial difficulty may include interest rate reductions, principal or interest forgiveness, forbearances, term extensions, and other actions intended to minimize economic loss and to avoid foreclosure or repossession of collateral.20 The following table shows the amortized cost basis at JuneÅ 30, 2024 of the loans modified to borrowers experiencing financial difficulty during the six months ended JuneÅ 30, 2024, disaggregated by class of financing receivable and type of concession granted.(In thousands)Term ExtensionInterest Rate ReductionPayment Delay and Term ExtensionTerm Extension and Interest Rate ReductionPayment DelayTotal% of Total Class of Loans and LeasesCommercial and IndustrialCommercial and Industrial Other15Å 497Å \$0Å \$0Å \$512Å 0.07Å %Total Commercial and Industrial15Å 497Å 0Å 0Å 0Å 0.06Å %Commercial Real EstateCommercial Real Estate Other0Å 3,054Å 0Å 0Å 0Å 3,054Å 0.11Å %Total Commercial Real Estate0Å 3,054Å 0Å 0Å 0Å 3,054Å 0.10Å %Residential Mortgages0Å 0Å 0Å 0Å 490Å 490Å 0.04Å %Total Residential0Å 0Å 0Å 0Å 490Å 490Å 0.03Å %ConsumerConsumer and Other22Å 0Å 0Å 0Å 22Å 0.02Å %Total Consumer22Å 0Å 0Å 0Å 22Å 0.02Å %Total Loans and Leases\$37Å \$3,551Å \$0Å \$0Å \$490Å \$4,078Å 0.07Å %There were no loan modifications made to borrowers experiencing financial difficulty that defaulted during the three and six months ended June 30, 2024.The following table shows the aging analysis of loan modifications made to borrowers experiencing financial difficulty as of June 30, 2024:June 30, 2024Payment Status (Amortized Cost Basis)(In thousands)Current30-59 Days Past Due60-89 Days Past Due90+ Days Past DueNon-AccrualTotalCommercial and IndustrialCommercial and industrial others497Å \$0Å \$0Å \$0Å \$15Å \$512Å Total Commercial and Industrial497Å 0Å 0Å 0Å 15Å 512Å Commercial Real EstateCommercial real estate other3,054Å 0Å 0Å 0Å 3,054Å Total Commercial Real Estate3,054Å 0Å 0Å 0Å 334Å 490Å Total Residential Real Estate156Å 0Å 0Å 0Å 334Å 490Å Consumer and OtherConsumer and other0Å 0Å 0Å 0Å 22Å 22Å Total Consumer and Other0Å 0Å 0Å 0Å 22Å 22Å Total\$3,707Å \$0Å \$0Å \$0Å \$371Å \$4,078Å 21 The following tables present credit quality indicators by total loans on an amortized cost basis by origination year as of JuneÅ 30, 2024 and December 31, 2023:(In thousands)20242023202220212020PriorRevolving Loans Amortized Cost BasisRevolving Loans Converted to TermTotal LoansCommercial and Industrial - Other:Pass\$80,048Å \$127,286Å \$93,453Å \$60,832Å \$23,139Å \$161,290Å \$215,166Å \$6,842Å \$768,056Å Special Mention993Å 801Å 171Å 766Å 170Å 323Å 20Å 3,244Å Substandard450Å 0Å 0Å 60Å 159Å 896Å 902Å 0Å 2,467Å Total Commercial and Industrial -

Other\$81,491A \$128,087A \$93,624A \$61,658A \$2,468A \$162,509A \$316,088A \$6,842A \$773,767A Current-period gross writeoffs\$0A \$0A \$0A \$0A \$0A \$30A \$0A \$0A \$0A \$0A \$0A Commercial and Industrial - PPP:Pass\$0A \$0A \$0A \$0A \$0A \$201A \$53A \$0A \$0A \$0A \$254A Special Mention00000000Substandard00000000Total Commercial and Industrial - PPP\$0A \$0A \$0A \$0A \$0A \$53A \$0A \$0A \$0A \$254A Current-period gross writeoffs\$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A Commercial and Industrial - Agriculture:Pass\$6,835A \$27,390A \$10,935A \$2,545A \$2,136A \$7,098A \$34,149A \$1,787A \$92,875A Special Mention0A 0A 41A 0A 0A 0A 41A Substandard0A 0A 0A 0A 49A 0A 0A 0A 49A Total Commercial and Industrial - Agriculture\$6,835A \$27,390A \$10,935A \$2,586A \$2,185A \$7,098A \$34,149A \$1,787A \$92,965A Current-period gross writeoffs\$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A Commercial Real Estate:Pass\$149,918A \$251,108A \$333,784A \$365,517A \$285,878A \$1,142,016A \$18,752A \$12,895A \$2,559,868A Special Mention0A 992A 720A 0A 16,891A 20,931A 0A 0A 39,534A Substandard0A 0A 15,017A 2,126A 0A 46,539A 1,130A 0A 64,812A Total Commercial Real Estate\$149,918A \$252,100A \$349,521A \$367,643A \$302,769A \$1,209,486A \$19,882A \$12,895A \$2,664,214A Current-period gross writeoffs\$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A Commercial Real Estate - Agriculture:Pass\$5,578A \$12,843A \$38,280A \$22,226A \$20,484A \$105,468A \$3,067A \$697A \$208,643A Special Mention0A 0A 0A 0A 1,344A 0A 0A 1,344A Substandard0A 0A 0A 0A 181A 0A 0A 181A Total Commercial Real Estate - Agriculture\$5,578A \$12,843A \$38,280A \$22,226A \$20,484A \$106,993A \$3,067A \$697A \$210,168A Current-period gross writeoffs\$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A 22 (In thousands)20242023202220212020PriorRevolving Loans Amortized Cost BasisRevolving Loans Converted to TermTotal LoansCommercial Real Estate - ConstructionPass\$536A \$0A \$688A \$8,774A \$2,034A \$299A \$314,428A \$6,053A \$332,812A Special Mention0A 0A 0A 0A 4,549A 0A 4,549A Substandard0A 0A 0A 0A 0A 0A 0A 0A 0A Total Commercial Real Estate - Construction\$536A \$0A \$688A \$8,774A \$2,034A \$299A \$314,428A \$6,053A \$337,361A Current-period gross writeoffs\$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A Residential - Home EquityPerforming\$12,141A \$2,455A \$2,310A \$989A \$550A \$13,454A \$157,852A \$875A \$190,626A Nonperforming0A 0A 0A 0A 774A 2,696A 0A 3,470A Total Residential - Home Equity\$12,141A \$2,455A \$2,310A \$989A \$550A \$14,228A \$160,548A \$875A \$194,096A Current-period gross writeoffs\$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A Residential - MortgagesPerforming\$55,120A \$136,213A \$179,776A \$247,638A \$212,882A \$534,206A \$0A \$0A \$1,365,835A Nonperforming0A 137A 390A 421A 1,098A 9,495A 0A 0A 11,541A Total Residential - Mortgages\$55,120A \$136,350A \$180,166A \$248,059A \$213,980A \$543,701A \$0A \$0A \$1,377,376A Current-period gross writeoffs\$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A Consumer - DirectPerforming\$40,561A \$20,522A \$11,577A \$10,053A \$4,540A \$12,574A \$2,569A \$0A \$102,396A Nonperforming2A 0A 3A 0A 1A 165A 24A 0A 195A Total Consumer - Direct\$40,563A \$20,522A \$11,580A \$10,053A \$4,541A \$12,739A \$2,593A \$0A \$102,591A Current-period gross writeoffs\$943A \$13A \$2A \$32A \$4A \$74A \$0A \$0A \$1,068A Consumer - IndirectPerforming\$0A \$0A \$0A \$73A \$41A \$325A \$0A \$0A \$439A Nonperforming0A 0A 0A 0A 22A 0A 0A 22A Total Consumer - Indirect\$0A \$0A \$0A \$73A \$41A \$347A \$0A \$0A \$461A Current-period gross writeoffs\$0A \$0A \$0A \$0A \$0A \$3A \$0A \$3A \$23 December 31, 2023(In thousands)2023202220212020PriorRevolving Loans Amortized Cost BasisRevolving Loans Converted to TermTotal LoansCommercial and Industrial - Other:Pass\$130,993A \$92,335A \$68,030A \$28,237A \$33,618A \$141,758A \$212,349A \$5,063A \$712,383A Special Mention915A 196A 222A 242A 79A 1,287A 682A 0A 3,623A Substandard0A 46A 78A 329A 18A 2,833A 2,580A 0A 5,884A Total Commercial and Industrial - Other\$131,908A \$92,577A \$68,330A \$28,808A \$33,715A \$145,878A \$215,611A \$5,063A \$721,890A Current-period gross writeoffs\$6A \$0A \$0A \$0A \$0A \$29A \$0A \$0A \$35A Commercial and Industrial - Agriculture:Pass\$24,924A \$11,935A \$3,341A \$3,114A \$3,268A \$16,759A \$6,728A \$1,030A \$101,099A Special Mention0A 47A 0A 0A 0A 0A 47A Substandard0A 0A 0A 56A 0A 8A 1A 0A 65A Total Commercial and Industrial - Agriculture\$24,924A \$11,935A \$3,388A \$3,170A \$3,268A \$16,767A \$6,729A \$1,030A \$101,211A Current-period gross writeoffs\$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A Commercial and Industrial - PPP:Pass\$0A \$0A \$264A \$140A \$0A \$0A \$0A \$0A \$404A Special Mention0A 0A 0A 0A 0A 0A 0A 0A 0A Substandard0A 0A 0A 0A 0A 0A 0A 0A 0A Total Commercial and Industrial - PPP\$0A \$0A \$264A \$140A \$0A \$0A \$0A \$0A \$404A Current-period gross writeoffs\$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A Commercial Real Estate:Pass\$246,016A \$317,583A \$365,975A \$292,960A \$272,722A \$921,201A \$34,346A \$24,949A \$2,475,752A Special Mention0A 632A 0A 17,133A 11,422A 16,100A 0A 45,287A Substandard0A 15,300A 2,128A 0A 2,059A 45,709A 1,356A 0A 66,552A Total Commercial Real Estate\$246,016A \$333,515A \$368,103A \$310,093A \$286,203A \$983,010A \$35,702A \$24,949A \$2,587,591A Current-period gross writeoffs\$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A Commercial Real Estate - Agriculture:Pass\$14,668A \$37,256A \$22,813A \$21,001A \$23,794A \$93,890A \$257A \$6,364A \$220,043A Special Mention0A 0A 0A 378A 1,033A 0A 0A 1,411A Substandard0A 0A 0A 0A 170A 46A 0A 0A 216A Total Commercial Real Estate - Agriculture\$14,668A \$37,256A \$22,813A \$21,001A \$24,342A \$94,969A \$257A \$6,364A \$221,670A Current-period gross writeoffs\$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A 24 (In thousands)2023202220212020PriorRevolving Loans Amortized Cost BasisRevolving Loans Converted to TermTotal LoansCommercial Real Estate - ConstructionPass\$9,265A \$2,793A \$8,068A \$2,501A \$357A \$596A \$274,224A \$5,602A \$303,406A Special Mention0A 0A 0A 0A 0A 0A 0A 0A 0A Substandard0A 0A 0A 0A 0A 0A 0A 0A 0A Total Commercial Real Estate - Construction\$9,265A \$2,793A \$8,068A \$2,501A \$357A \$596A \$274,224A \$5,602A \$303,406A Current-period gross writeoffs\$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A Residential - Home EquityPerforming\$2,378A \$2,237A \$890A \$529A \$832A \$8,515A \$167,098A \$5,837A \$188,316A Current-period gross writeoffs\$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A Residential - MortgagesPerforming\$131,004A \$186,401A \$256,127A \$221,945A \$109,594A \$456,167A \$0A \$0A \$1,361,238A Nonperforming0A 393A 329A 986A 883A 9,446A 0A 0A 12,037A Total Residential - Mortgages\$131,004A \$186,794A \$256,456A \$222,931A \$110,477A \$465,613A \$0A \$0A \$1,373,275A Current-period gross writeoffs\$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A \$0A Consumer - DirectPerforming\$50,295A \$13,327A \$11,316A \$5,1

loss25294 274Å (14)(13)0Å OÅ Amortization of net retirement plan prior service (credit) cost0Å 0Å (10)(15)57Å 69Å Net periodic benefit (income) cost\$(351)\$ (107)\$63Å \$61Å \$341Å \$351Å Pension BenefitsLife and HealthSERP BenefitsSix Months EndedSix Months Ended(In thousands)6/30/20246/30/20236/30/20246/30/20236/30/20246/30/2023Service cost\$0Å \$0Å \$13Å \$16Å \$29Å \$21Å Interest cost1,594Å 1,637Å 171Å 177Å 565Å 574Å Expected return on plan assets (2,573)(2,394)0Å 0Å 0Å 0Å Amortization of net retirement plan actuarial loss488Å 578Å (31)(20)0Å 0Å Amortization of net retirement plan prior service cost (credit)0Å 0Å (21) (30)113Å 139Å Net periodic benefit (income) cost\$(491)\$ (179)\$132Å \$143Å \$707Å \$734Å The service component of net periodic benefit cost for the Company's benefit plans is recorded as a part of salaries and wages in the consolidated statements of income. All other components are recorded as part of other operating expenses in the consolidated statements of income.Å The Company realized approximately \$414,000 and \$503,000, net of tax, as amortization of amounts previously recognized in accumulated other comprehensive (loss) income, for the six months ended JuneÅ 30, 2024 and 2023, respectively.Å The Company is not required to contribute to the pension plan, but it may make voluntary contributions. The Company did not contribute to the pension plan in the first six months of 2024 and 2023. 31 9.Å Other Income and Operating ExpenseÅ Other income and operating expense totals are presented in the table below.Å Components of these totals exceeding 1% of the aggregate of total noninterest income and total noninterest expenses for any of the periods presented below are stated separately.Å Three Months EndedSix Months Ended(In thousands)6/30/20246/30/20236/30/20246/30/2023Noninterest IncomeOther service charges\$665Å \$649Å \$1,321Å \$1,264Å Earnings from corporate owned life insurance1,227Å 554Å 1,777Å 1,169Å Net gains on the sale of loans originated for sale240Å 27Å 314Å 65Å Other income670Å 373Å 1,610Å 1,046Å Total other income\$2,802Å \$1,603Å \$5,022Å \$3,544Å Noninterest ExpensesMarketing expense\$1,094Å \$1,688Å \$2,069Å \$2,792Å Professional fees1,667Å 2,124Å 3,367Å 3,928Å Legal fees327Å 635Å 550Å 1,054Å Technology expense4,044Å 3,656Å 8,110Å 7,663Å FDIC insurance1,495Å 779Å 2,904Å 1,833Å Cardholder expense1,038Å 1,116Å 2,098Å 2,133Å Other expenses3,684Å 4,470Å 7,242Å 8,534Å Total other operating expense\$13,349Å \$14,468Å \$26,340Å \$27,937Å Å 10. Revenue RecognitionÅs stated in Note 1 - "Summary of Significant Accounting Policies," in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, the Company adopted adopted ASU No. 2021-08, Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers on January 1, 2022. The update relates to the previous adoption of ASC 606, "Revenue from Contracts with Customers" and all subsequent ASUs that modified ASC 606, and will be applied to future acquisitions. As there were no acquisitions during the current year, the adoption of ASU No. 2021-08 had no effect on the financial statements for the current fiscal year. Generally, this guidance strives to improve the accounting for acquired revenue contracts with customers in a business combination by addressing diversity and inconsistency amongst entities in measuring contract assets and liabilities. The update requires that an entity (acquirer) recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with Topic 606 as if it had originated the contract. Changes in the acquiree's balance of contract asset and contract liabilities identified as necessary to conform to the acquirer's accounting policies would result in a reallocation of the purchase price. ASC 606 does not apply to revenue associated with financial instruments, including revenue from loans and securities. In addition, certain noninterest income streams such as fees associated with mortgage servicing rights, financial guarantees, derivatives, and certain credit card fees are also not in scope of ASC 606. ASC 606 is applicable to noninterest revenue streams such as trust and asset management income, deposit related fees, interchange fees, merchant income, and annuity and insurance commissions. However, the recognition of these revenue streams did not change significantly upon adoption of ASC 606. Insurance Commissions and Fees Insurance commissions and fees from insurance product sales are typically earned upon the effective date of bound coverage, as no significant performance obligation remains after coverage is bound. Commission revenue on policies billed in installments is now accrued based upon the completion of the performance obligation creating a current asset for the unbilled revenue until such time as an invoice is generated, typically not to exceed twelve months. The impact of these changes was not significant, but it will result in slight variances from quarter to quarter. Contingent commissions are estimated based upon management's expectations for the year with an appropriate constraint applied and accrued relative to the recognition of the corresponding core commissions. 32 Trust & Asset Management Trust and asset management income is primarily comprised of fees earned from the management and administration of trusts and other customer assets. The Company's performance obligation is generally satisfied over time and the resulting fees are recognized monthly, based upon the month-end market value of the assets under management and the applicable fee rate. Payment is generally received a few days after month end through a direct charge to customers' accounts. The Company does not earn performance-based incentives. Optional services such as real estate sales and tax return preparation services are also available to existing trust and asset management customers. The Company's performance obligation for these transactional-based services is generally satisfied, and related revenue recognized, at a point in time (i.e., as incurred). Payment is received shortly after services are rendered. Mutual Fund & Investment Income The Company also earns transaction fees and commissions related to product sales that represent the Company's share of transaction fees resulting from investment services and programs provided through an agent relationship with a third-party broker-dealer. Those fees are collected and recognized on a monthly basis. Trailing fees are based upon fair values and are assessed, collected and recognized on a quarterly basis. Tompkins Community Bank acts as an agent in arranging the relationship between the customer and the third-party provider and does not control the services rendered; therefore, investment product sales commissions and fees are reported net of related costs. Service Charges on Deposit Accounts Service charges on deposit accounts consist of account analysis fees (i.e., net fees earned on analyzed business and public checking accounts), monthly service fees, check orders, and other deposit account related fees. The Company's performance obligation for account analysis fees and monthly service fees is generally satisfied, and the related revenue recognized, over the period in which the service is provided. Check orders and other deposit account related fees are largely transactional based, and therefore, the Company's performance obligation is satisfied and related revenue recognized, at a point in time. Payment for service charges on deposit accounts is primarily received immediately or in the following month through a direct charge to customers' accounts. Card Services Income Fees, exchange, and other service charges are primarily comprised of debit and credit card income, ATM fees, merchant services income, and other service charges. Debit and credit card income is primarily comprised of interchange fees earned whenever the Company's debit and credit cards are processed through card payment networks such as MasterCard. ATM fees are primarily generated when a Company cardholder uses a non-Company ATM or a non-Company cardholder uses a Company ATM. Merchant services income mainly represents fees charged to merchants to process their debit and credit card transactions, in addition to account management fees. The Company's performance obligation for fees and exchange are largely satisfied, and related revenue recognized, when the services are rendered or upon completion. Payment is typically received immediately or in the following month. Other Other service charges include revenue from processing wire and ACH transfers, lock box service and safe deposit box rental. Payment on these revenue streams is received primarily through a direct charge to the customer's account, immediately or in the following month, and therefore, the Company's performance obligation is satisfied, and related revenue recognized, at a point in time. 33 The following tables present noninterest income, segregated by revenue streams in-scope and out-of-scope of ASC 606, for the three and six months ended JuneÅ 30, 2024 and 2023: Three Months Ended (In Å thousands) 06/30/2024 06/30/2023 Noninterest Income In-scope of Topic 606: Commissions and Fees \$8,472Å \$7,979Å Installment Billing (59)(42) Refund of Commissions 38Å 113Å Contract Liabilities/Deferred Revenue (285)(295) Contingent Commissions 921Å 917Å Subtotal Insurance Revenues 9,087Å 8,672Å Trust and Asset Management 4,411Å 3,637Å Mutual Fund & Investment Income 408Å 1,041Å Subtotal Investment Service Income 4,849Å 4,678Å Service Charges on Deposit Accounts 1,766Å 1,640Å Card Services Income 3,278Å 3,087Å Other 305Å 325Å Noninterest Income (in-scope of ASC 606) 19,285Å 18,402Å Noninterest Income (out-of-scope of ASC 606) 2,491Å (5,787) Total Noninterest Income \$21,776Å \$12,615Å Six Months Ended (In Å thousands) 06/30/2024 06/30/2023 Noninterest Income In-scope of Topic 606: Commissions and Fees \$17,394Å \$16,495Å Installment Billing (59)(40) Refund of Commissions 73Å 172Å Contract Liabilities/Deferred Revenue (289)(298) Contingent Commissions 2,271Å 1,852Å Subtotal Insurance Revenues 19,346Å 18,181Å Trust and Asset Management 8,909Å 7,072Å Mutual Fund & Investment Income 877Å 2,115Å Subtotal Investment Service Income 9,786Å 9,187Å Service Charges on Deposit Accounts 3,562Å 3,386Å Card Services Income 6,217Å 5,769Å Other 625Å 674Å Noninterest Income (in-scope of ASC 606) 39,536Å 37,197Å Noninterest Income (out-of-scope of ASC 606) 4,377Å (4,182) Total Noninterest Income \$43,913Å \$33,015Å Contract Balances A contract asset balance occurs when an entity performs a service for a customer before the customer pays consideration or before payment is due, which would result in contract receivables or assets, respectively. A contract liability balance is an entity's obligation to transfer a service to a customer for which the entity has already received payment or for which payment is due from the customer. The Company's noninterest revenue streams, excluding some insurance commissions and fees, are largely based on transactional activity, or standard month-end revenue accruals such as asset management fees based on month-end market values. Receivables primarily consist of amounts due for insurance and wealth management services performed for 34 which the Company's performance obligations have been fully satisfied. Receivables for the insurance and wealth management services segments amounted to \$4.5 million and \$3.5 million, respectively, at JuneÅ 30, 2024, compared to \$5.7 million and \$3.0 million, respectively, at December 31, 2023. Included in those amounts are contract assets related to contingent income of \$1.3 million and \$2.8 million, respectively, at JuneÅ 30, 2024 and December 31, 2023. Contract Acquisition Costs The Company is required to capitalize, and subsequently amortize into expense, certain incremental costs of obtaining a contract with a customer if these costs are expected to be recovered. The incremental costs of obtaining a contract are those costs that an entity incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained (for example, sales commission). The Company utilizes the practical expedient which allows entities to immediately expense contract acquisition costs when the asset that would have resulted from capitalizing these costs would have been amortized in one year or less. 11. Financial Guarantees Å The Company currently does not issue any guarantees that would require liability recognition or disclosure, other than standby letters of credit. The Company extends standby letters of credit to its customers in the normal course of business. The standby letters of credit are generally short-term. As of JuneÅ 30, 2024, the Company's maximum potential obligation under standby letters of credit was \$31.6 million compared to \$39.1 million at December 31, 2023. Management uses the same credit policies to extend standby letters of credit that it uses for on-balance sheet lending decisions and may require collateral to support standby letters of credit based upon its evaluation of the counterparty. Management does not anticipate any significant losses as a result of these transactions, and has determined that the fair value of standby letters of credit is not significant. Å 12. Segment and Related Information Å The Company manages its operations through three reportable business segments in accordance with the standards set forth in FASB ASC 280, "Segment Reporting": (i) banking ("Banking"), (ii) insurance ("Tompkins Insurance") and (iii) wealth management ("Tompkins Financial Advisors"). The Company's insurance services and wealth management services, other than trust services, are managed separately from the Banking segment. Å Banking Tompkins Community Bank has twelve banking offices located in Ithaca, NY and surrounding communities; fifteen banking offices located in the Genesee Valley region of New York State, which includes Monroe County; twelve banking offices located in the counties north of New York City; and sixteen banking offices headquartered and operating in the areas surrounding southeastern Pennsylvania. Å Insurance The Company provides property and casualty insurance services and employee benefits consulting through Tompkins Insurance Agencies, Inc., a 100% wholly-owned subsidiary of the Company, headquartered in Batavia, New York. Tompkins Insurance is an independent insurance agency, representing many major insurance carriers and provides employee benefit consulting to employers in Western and Central New York and Southeastern Pennsylvania, assisting them with their medical, group life insurance and group disability insurance. Tompkins Insurance has four stand-alone offices in Western New York. Å Wealth Management The Wealth Management segment is generally organized under the Tompkins Financial Advisors brand. Tompkins Financial Advisors offers a comprehensive suite of financial services to customers, including trust and estate services, investment management and financial and insurance planning for individuals, corporate executives, small business owners and high net worth individuals. Tompkins Financial Advisors has offices in each of the Company's regional markets. Summarized financial information concerning the Company's reportable segments and the reconciliation to the Company's consolidated results is shown in the following tables. Investment in subsidiaries is netted out of the presentations below. The Intercompany column identifies the intercompany activities of revenues, expenses and other assets between the banking, insurance and wealth management services segments. The Company accounts for intercompany fees and services at an estimated fair value according to regulatory requirements for the services provided. Intercompany items relate primarily to the use of human resources, information systems, accounting and marketing services provided by the bank and the holding company. All other accounting policies are the same as those described in the summary of significant accounting policies in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. Å 35 Three Months Ended June 30, 2024 (In thousands) Banking Insurance Wealth Management Intercompany Consolidated Interest income \$85,240Å \$1Å \$0Å \$(1)\$85,240Å Interest expense \$34,288Å \$0Å 0Å (1)(34,287)Å Net interest income \$50,952Å \$1Å 0Å 0Å \$0,953Å Provision for credit loss expense 2,172Å 0Å 0Å 0Å 2,172Å Noninterest income 7,822Å 9,220Å \$5,261Å (527)Å 21,776Å Noninterest expense 39,662Å 7,086Å 3,721Å (527)Å 49,422Å Income before income tax expense 16,940Å 2,135Å 1,540Å 0Å 20,615Å Income tax expense 3,938Å 582Å 382Å 0Å 4,902Å Net Income attributable to noncontrolling interests 0Å 0Å 0Å 0Å 0Å Net Income attributable to Tompkins Financial Corporation 13,002Å 1,553Å 1,158Å 0Å 15,713Å Less: Å Net income attributable to noncontrolling interests 31Å 0Å 0Å 0Å 31Å Net Income attributable to Tompkins Financial Corporation 12,971Å \$1,553Å \$1,158Å 0Å \$0 15,682Å Depreciation and amortization 2,522Å \$41Å \$41Å \$0Å \$2,604Å Assets 7,810,792Å 48,840Å 29,404Å (19,514)Å 7,869,522Å Goodwill 64,525Å 19,866Å 8,211Å 0Å 92,602Å Other intangibles, net 978Å 1,186Å 29Å 0Å 2,193Å Net loans and leases 5,708,805Å 0Å 0Å 0Å 5,708,805Å Deposits 6,312,911Å 0Å 0Å (27,015)Å 6,285,896Å Total Equity 605,109Å 37,055Å 33,929Å 0Å 676,093Å 36 Three Months Ended June 30, 2023 (In thousands) Banking Insurance Wealth Management Intercompany Consolidated Interest income \$71,870Å \$1Å \$0Å \$(1)\$71,870Å Interest expense 19,975Å 0Å 0Å (1)19,974Å Net interest income \$51,895Å \$1Å 0Å 0Å 51,896Å (Credit) provision for credit loss expense 2,253Å 0Å 0Å 0Å 2,253Å Noninterest income (378)Å 798Å 4,736Å (541)Å 12,615Å Noninterest expense 41,385Å 7,201Å 3,922Å (540)Å 51,968Å Income before income tax expense 7,879Å 1,598Å 814Å (1)10,290Å Income tax expense 1,474Å 437Å 200Å 0Å 1,784Å Net Income attributable to noncontrolling interests and Tompkins Financial Corporation 6,732Å 1,161Å 614Å (1)8,506Å Less: Å Net income attributable to noncontrolling interests 31Å 0Å 0Å 0Å 31Å Net Income attributable to Tompkins Financial Corporation 6,701Å \$1,161Å \$614Å \$(1)\$8,475Å Depreciation and amortization 2,652Å \$44Å \$44Å \$0Å \$2,740Å Assets 7,569,195Å 44,640Å 28,896Å (16,493)Å 7,626,238Å Goodwill 64,655Å 19,866Å 8,081Å 0Å 92,602Å Other intangibles, net 975Å 1,496Å 42Å 0Å 2,513Å Net loans and leases 5,303,820Å 0Å 0Å 0Å 5,303,820Å Deposits 6,481,556Å 0Å (1,019)Å (15,886)Å 6,451Å Total Equity 565,505Å 35,070Å 35,866Å 0Å 636,441Å Six Months Ended June 30, 2024 (In thousands) Banking Insurance Wealth Management Intercompany Consolidated Interest income \$168,423Å \$2Å \$0Å \$(2)\$168,423Å Interest expense 66,797Å 0Å 0Å (2)66,795Å Net interest income 101,626Å 2Å 0Å 0Å 101,628Å Provision for credit loss expense 3,026Å 0Å 0Å 0Å 3,026Å Noninterest income 14,933Å 19,746Å 10,300Å (1,066)Å 43,913Å Noninterest expense 79,025Å 14,313Å 7,527Å (1,066)Å 99,799Å Income before income tax expense 34,508Å 5,435Å 2,773Å 0Å 42,716Å Income tax expense 7,924Å 1,489Å 687Å 0Å 10,100Å Net Income attributable to noncontrolling interests and Tompkins Financial Corporation 26,584Å 3,946Å 2,086Å 0Å 32,616Å Less: Å Net income attributable to noncontrolling interests 62Å 0Å 0Å 0Å 62Å Net Income attributable to Tompkins Financial Å Corporation 26,522Å \$3,946Å \$2,086Å \$0Å \$32,554Å Depreciation and amortization \$5,444Å \$84Å \$82Å \$0Å \$5,610Å 37 Six Months Ended June 30, 2023 (In thousands) Banking Insurance Wealth Management Intercompany Consolidated Interest income \$141,108Å \$2Å \$0Å \$(2)\$141,108Å Interest expense 34,968Å 0Å 0Å (2)34,966Å Net interest income 106,140Å 2Å 0Å 0Å 106,142Å Provision for credit loss expense 1,428Å 0Å 0Å 0Å 1,428Å Noninterest income 6,321Å 18,433Å 9,357Å (1,096)Å 33,015Å Noninterest expense 81,233Å 14,417Å 7,572Å (1,096)Å 102,126Å Income before income tax expense 29,800Å 4,018Å 1,785Å 0Å 35,603Å Income tax expense 6,136Å 1,110Å 439Å 0Å 7,685Å Net Income attributable to noncontrolling interests and Tompkins Financial Corporation 23,664Å 2,908Å 1,346Å 0Å 27,918Å Less: Å Net income attributable to noncontrolling interests 62Å 0Å 0Å 0Å 62Å Net Income attributable to Tompkins Financial Corporation 23,602Å \$2,908Å \$1,346Å \$0Å \$27,856Å Depreciation and amortization \$5,241Å \$88Å \$89Å \$0Å \$5,418Å 13. Fair Value Measurements FASB ASC Topic 820, Fair Value Measurements and Disclosures (ASC 820), defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosures about fair value measurements. ASC 820 also establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Transfers between levels, when determined to be appropriate, are recognized at the end of each reporting period. Å The three levels of the fair value hierarchy under ASC 820 are: Å Level 1 Å "

Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;Â Level 2 â€” Quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;Â Level 3 â€” Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).Â 38 The following tables summarize financial assets and financial liabilities measured at fair value on a recurring basis as of June 30, 2024 and December 31, 2023, segregated by the level of valuation inputs within the fair value hierarchy used to measure fair value:Â Recurring Fair Value MeasurementsJune 30, 2024(In thousands)Total(Level 1)(Level 2)(Level 3)AssetsAvailable-for-sale debt securitiesU.S. Treasuries\$109,886Â \$0Â \$109,886Â \$0Â Obligations of U.S. Government sponsored entities422,677Â 0Â 422,677Â 0Â Obligations of U.S. states and political subdivisions78,476Â 0Â 78,476Â 0Â Mortgage-backed securities â€” residential, issued by:U.S. Government agencies40,112Â 0Â 40,112Â 0Â U.S. Government sponsored entities663,940Â 0Â 663,940Â 0Â U.S. corporate debt securities2,367Â 0Â 2,367Â 0Â Total Available-for-sale debt securities\$1,317,458Â \$0Â \$1,317,458Â \$0Â Equity securities, at fair value766Â 0Â 766Â 0Â Derivatives designated as hedging instruments2,487Â 0Â 2,487Â 0Â Derivatives not designated as hedging instruments851Â 0Â 851Â 0Â LiabilitiesDerivatives not designated as hedging instruments\$1,001Â \$0Â \$1,001Â \$0Â Recurring Fair Value MeasurementsDecember 31, 2023(In thousands)Total(Level 1)(Level 2)(Level 3)AssetsAvailable-for-sale debt securitiesU.S. Treasuries\$109,904Â \$0Â \$109,904Â \$0Â Obligations of U.S. Government sponsored entities456,458Â 0Â 456,458Â 0Â Obligations of U.S. states and political subdivisions81,924Â 0Â 81,924Â 0Â Mortgage-backed securities â€” residential, issued by:U.S. Government agencies45,240Â 0Â 45,240Â 0Â U.S. Government sponsored entities720,830Â 0Â 720,830Â 0Â U.S. corporate debt securities2,294Â 0Â 2,294Â 0Â Total Available-for-sale debt securities\$1,416,650Â \$0Â \$1,416,650Â \$0Â Equity securities, at fair value787Â 0Â 787Â 0Â Derivatives designated as hedging instruments1,503Â 0Â 1,503Â 0Â Derivatives not designated as hedging instruments1,610Â 0Â 1,610Â 0Â LiabilitiesDerivatives not designated as hedging instruments\$1,826Â 0Â \$1,826Â 0Â Securities: Fair values for U.S. Treasury securities are based on quoted market prices. Fair values for obligations of U.S. government sponsored entities, mortgage-backed securities-residential, obligations of U.S. states and political subdivisions, and U.S. corporate debt securities are based on quoted market prices, where available, as provided by third party pricing vendors. If quoted market prices were not available, fair values are based on quoted market prices of comparable instruments in active markets and/or based upon a matrix pricing methodology, which uses comprehensive interest rate tables to determine market price, movement and yield relationships. These securities are reviewed periodically to determine if there are any events or changes in circumstances that would adversely affect their value.39 The change in the fair value of equity securities valued using significant unobservable inputs (level 3), for the periods ended June 30, 2024 and December 31, 2023, was immaterial.Â There were no transfers between Levels 1, 2 and 3 for the six months ended June 30, 2024.Â The Company determines fair value for its available-for-sale debt securities using an independent bond pricing service for identical assets or very similar securities.Â The Company determines fair value for its equity securities based on the underlying equity fundâ€™s pricing and valuation procedures which consider recent sales price, market quotations from a pricing service, or market quotes from an independent broker-dealer. The Company has reviewed the pricing sources, including methodologies used, and finds them to be fairly stated.Derivatives: The Company has contracted with a third party vendor to provide periodic valuations for its interest rate derivatives to determine the fair value of its interest rate contracts. The vendor utilizes standard valuation methodologies applicable to interest rate derivatives such as discounted cash flow analysis. Such valuations are based upon readily observable market data and are therefore considered Level 2 valuations by the Company.Certain assets are measured at fair value on a nonrecurring basis. For the Company, these include loans held for sale, individually evaluated loans, and other real estate owned (“OREO”). For the three and six months ended June 30, 2024, certain individually evaluated loans were remeasured and reported at fair value through a specific valuation allowance and/or partial charge-offs for credit losses based upon the fair value of the underlying collateral. Collateral values are estimated using Level 3 inputs based upon customized discounting criteria. In addition to collateral dependent evaluated loans, certain other real estate owned was remeasured and reported at fair value based upon the fair value of the underlying collateral. The fair values of other real estate owned are estimated using Level 2 inputs based on observable market data or Level 3 inputs based on customized discounting criteria. In general, the fair values of other real estate owned are based upon appraisals, with discounts made to reflect estimated costs to sell the real estate. Upon initial recognition, fair value write-downs are taken through a charge-off to the allowance for credit losses. Subsequent fair value write-downs on other real estate owned are reported in other noninterest expense.Three months ended June 30, 2024(In thousands)Fair value measurements at reportingdate using:Gain (losses)from fairvalue changesAssets:As of 06/30/2024Quoted prices inactive markets foridentical assets(Level 1)Significant otherobservable inputs(Level 2)Significantunobservable inputs(Level 3)Three months ended 06/30/2024Individually evaluated loans\$2,254Â \$0Â \$0Â \$2,254Â \$0Â Other real estate owned80Â 0Â 80Â 0Â Three months ended June 30, 2023(In thousands)Fair value measurements at reportingdate using:Gain (losses)from fairvalue changesAssets:As of 06/30/2023Quoted prices inactive markets foridentical assets(Level 1)Significant otherobservable inputs(Level 2)Significantunobservable inputs(Level 3)Three months ended 6/30/2023Individually evaluated loans\$8,822Â \$0Â \$0Â \$8,822Â \$0Â Other real estate owned0Â 0Â 0Â 0Â Six months ended June 30, 2024(In thousands)Fair value measurements at reportingdate using:Gain (losses)from fairvalue changesAssets:As of 06/30/2024Quoted prices inactive markets foridentical assets(Level 1)Significant otherobservable inputs(Level 2)Significantunobservable inputs(Level 3)Six months ended 06/30/2024Individually evaluated loans\$3,501Â \$0Â \$0Â \$3,501Â \$0Â Other real estate owned80Â 0Â 80Â 0Â Six months ended June 30, 2023(In thousands)Fair value measurements at reportingdate using:Gain (losses)from fairvalue changesAssets:As of 06/30/2023Quoted prices inactive markets foridentical assets(Level 1)Significant otherobservable inputs(Level 2)Significantunobservable inputs(Level 3)Six months ended 06/30/2023Individually evaluated loans\$8,822Â \$0Â \$0Â \$8,822Â \$826Â Other real estate owned36Â 0Â 36Â 22Â The fair value estimates, methods and assumptions set forth below for the Company’s financial instruments, including those financial instruments carried at cost, are made solely to comply with disclosures required by GAAP and should be read in conjunction with the financial statements and notes included in this Report.For loans where the Company has determined that foreclosure of the collateral is probable, or where the borrower is experiencing financial difficulty and the Company expects repayment of the loan to be provided substantially through the operation or sale of the collateral, the ACL is measured based on the difference between the fair value of the collateral and the amortized cost basis of the loan as of the measurement date. For real estate loans, fair value of the loanâ€™s collateral is determined by third party appraisals, which are then adjusted for the estimated selling and closing costs related to liquidation of the collateral. For this asset class, the actual valuation methods (income, sales comparable, or cost) vary based on the status of the project or property. For example, land is generally based on the sales comparable method while construction is based on the income and/or sales comparable methods. The unobservable inputs may vary depending on the individual assets with no one of the three methods being the predominant approach. The Company reviews the third party appraisal for appropriateness and adjusts the value downward to consider selling and closing costs, which typically range from 5% to 8% of the appraised value. For non-real estate loans, fair value of the loanâ€™s collateral may be determined using an appraisal, net book value per the borrowerâ€™s financial statements, or aging reports, adjusted or discounted based on managementâ€™s historical knowledge, changes in market conditions from the time of the valuation, and managementâ€™s expertise and knowledge of the client and clientâ€™s business.Â The following tables present the carrying amounts and estimated fair values of the Companyâ€™s financial instruments at June 30, 2024 and December 31, 2023. The carrying amounts shown in the tables are included in the Consolidated Statements of Condition under the indicated captions.41 Estimated Fair Value of Financial InstrumentsJune 30, 2024(In thousands)CarryingAmountFair Value(Level 1)(Level 2)(Level 3)Financial Assets:Cash and cash equivalents\$70,915Â \$70,915Â \$0Â \$0Â Securities - held-to-maturity312,430Â 264,588Â 0Â 264,588Â 0Â FHLB stock and other stock41,382Â 41,382Â 0Â 41,382Â 0Â Accrued interest receivable29,624Â 29,624Â 0Â 29,624Â 0Â Loans/leases, net15,708,805Â 5,275,879Â 0Â 5,275,879Â 0Â Financial Liabilities:Time deposits\$979,292Â \$972,110Â \$0Â \$972,110Â \$0Â Other deposits5,306,604Â 5,306,604Â 0Â 5,306,604Â 0Â Fed funds purchased and securities soldunder agreements to repurchase35,989Â 35,989Â 0Â 35,989Â 0Â Other borrowings773,627Â 772,332Â 0Â 772,332Â 0Â Accrued interest payable4,503Â 4,503Â 0Â 4,503Â 0Â Â Estimated Fair Value of Financial InstrumentsDecember 31, 2023(In thousands)CarryingAmountFair Value(Level 1)(Level 2)(Level 3)Financial Assets:Cash and cash equivalents\$79,542Â \$79,542Â \$0Â \$0Â Securities - held to maturity321,401Â 267,455Â 0Â 267,455Â 0Â FHLB stock and other stock33,719Â 33,719Â 0Â 33,719Â 0Â Accrued interest receivable26,107Â 26,107Â 0Â 26,107Â 0Â Loans/leases, net15,554,351Â 5,126,679Â 0Â 5,126,679Â 0Â Financial Liabilities:Time deposits\$998,013Â \$990,933Â 0Â \$990,933Â 0Â Other deposits5,401,834Â 5,401,834Â 0Â 5,401,834Â 0Â Fed funds purchased and securities soldunder agreements to repurchase50,996Â 50,996Â 0Â 50,996Â 0Â Other borrowings602,100Â 600,814Â 0Â 600,814Â 0Â Accrued interest payable3,474Â 3,474Â 0Â 3,474Â 0Â 1Â Lease receivables, although excluded from the scope of ASC Topic 825, are included in the estimated fair value amounts at their carrying value.Â The following methods and assumptions were used in estimating fair value disclosures for financial instruments:Â Cash and Cash Equivalents: The carrying amounts reported in the Consolidated Statements of Condition for cash, noninterest-bearing deposits, money market funds, and Federal funds sold approximate the fair value of those assets.42 Securities - Held-to-Maturity: Fair values for U.S. Treasury securities are based on quoted market prices. Fair values for obligations of U.S. government sponsored entities and mortgage-backed securities-residential are based on quoted market prices, where available, as provided by third party pricing vendors. If quoted market prices were not available, fair values are based on quoted market prices of comparable instruments in active markets and/or based upon a matrix pricing methodology, which uses comprehensive interest rate tables to determine market price, movement and yield relationships. These securities are reviewed periodically to determine if there are any events or changes in circumstances that would adversely affect their value.FHLB Stock and Other Stock: The carrying amount of FHLB stock approximates fair value. If the stock is redeemed, the Company will receive an amount equal to the par value of the stock. For miscellaneous equity securities, carrying value is cost.Â Loans and Leases: Fair value for loans are calculated using an exit price notion. The Company’s valuation methodology takes into account factors such as estimated cash flows, including contractual cash flow and assumptions for prepayments; liquidity risk; and credit risk. The fair values of residential loans were estimated using discounted cash flow analyses, based upon available market benchmarks for rates and prepayment assumptions. The fair values of commercial and consumer loans were estimated using discounted cash flow analyses, based upon interest rates currently offered for loans and leases with similar terms and credit quality. The fair values of loans held for sale were determined based upon contractual prices for loans with similar characteristics.Â Accrued Interest Receivable and Accrued Interest Payable: The carrying amount of these short term instruments approximate fair value.Â Deposits: The fair values disclosed for noninterest bearing accounts and accounts with no stated maturities are equal to the amount payable on demand at the reporting date. The fair value of time deposits is based upon discounted cash flow analyses using rates offered for FHLB advances, which is the Companyâ€™s primary alternative source of funds.Fed Funds Purchased and Securities Sold Under Agreements to Repurchase: The carrying amount of these instruments approximate fair value because the instruments have short-term maturities.Other borrowings: The fair value of other borrowings is based upon discounted cash flow analyses using current rates offered for FHLB advances, with similar terms.14. Derivatives and Hedging ActivitiesRisk Management Objective of Using DerivativesThe Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of its assets and liabilities and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company also enters into interest rate derivatives to accommodate the business requirements of certain qualifying customers. All derivatives are recognized as other assets or other liabilities on the Company’s Consolidated Statements of Condition at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative and resulting designation.Derivatives Designated as Hedging InstrumentsFair Value Hedges of Interest Rate RiskThe Company is exposed to changes in the fair value of certain of its fixed-rate assets due to changes in benchmark interest rates. The Company uses interest rate swaps to manage its exposure to changes in fair value on these instruments attributable to changes in the designated benchmark interest rate. Interest rate swaps designated as fair value hedges involve the payment of fixed-rate amounts to a counterparty in exchange for the Company receiving variable-rate payments over the life of the agreements without the exchange of the underlying notional amount. As of June 30, 2024, the Company had interest rate swaps with a total notional amount of \$150.0Â million hedging fixed-rate residential mortgage loans.For derivatives designated and that qualify as fair value hedges, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in interest income. 43 As of June 30, 2024 and December 31, 2023, the following amounts were recorded on the balance sheet related to cumulative basis adjustment for fair value hedges. Line Item in the Statement of Financial Position in Which the Hedged Item is IncludedCarrying Amount of the Hedged Assets/(Liabilities)Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount of the Hedged Assets/(Liabilities) Carrying Amount of the Hedged Assets/(Liabilities)Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount of the Hedged Assets/(Liabilities)June 30, 2024June 30, 2024December 31, 2023December 31, 2023Fixed Rate Loans\$147,620\$(2,380)\$148,633\$(1,367)Total\$147,620\$(2,380)\$148,633\$(1,367)1 These amounts include the amortized cost basis of closed portfolios of fixed rate loans used to designate hedging relationships in which the hedged item is the stated amount of assets in the closed portfolio anticipated to be outstanding for the designated hedged period. At June 30, 2024 and December 31, 2023, the amortized cost basis of the closed portfolios used in these hedging relationships was \$736.1 million and \$763.4 million respectively; the cumulative basis adjustments associated with these hedging relationships was \$2.4 million and \$1.4 million, respectively; and the amounts of the designated hedged items were \$150.0 million for both periods.Derivatives Not Designated as Hedging Instruments The Company enters into interest rate swaps to help commercial loan borrowers manage their interest rate risk. These interest rate swap contracts allow borrowers to convert variable-rate loan payments to fixed-rate loan payments. When the Company enters into an interest rate derivative contract with a commercial loan borrower, it simultaneously enters into a â€œmirrorâ€ interest rate contract with a third party. For interest rate swaps, the third party exchanges the clientâ€™s fixed-rate loan payments for variable-rate loan payments. The Company’s credit policies with respect to interest rate contracts with commercial borrowers are similar to those used for loans. The Company retains the risk that is associated with the potential failure of counterparties and the risk inherent in originating loans. The interest rate contracts with counterparties are generally subject to bilateral collateralization terms. These derivatives are not designated as hedges and therefore, changes in fair value are recognized in earnings.The Company has entered into risk participation agreements with other banks in commercial loan arrangements. Participating banks guarantee the performance on borrower-related interest rate swap contracts. These derivatives are not designated as hedges and therefore, changes in fair value are recognized in earnings.Under a risk participation-out agreement, a derivative asset, the Company participates out a portion of the credit risk associated with the interest rate swap position executed with the commercial borrower for a fee paid to the participating bank. Under a risk participation-in agreement, a derivative liability, the Company assumes, or participates in, a portion of the credit risk associated with the interest rate swap position with the commercial borrower for a fee received from the other bank.Tabular Disclosure of Fair Values of Derivative Instruments on the Consolidated Statements of ConditionThe tables below present the fair value of the Companyâ€™s derivative financial instruments as well as their classification on the consolidated statements of condition as of June 30, 2024 and December 31, 2023. Amounts below are presented on a net basis in accordance with applicable accounting guidance.44 Derivative AssetsJune 30, 2024(In thousands)Notional AmountBalance Sheet LocationFair ValueDerivatives designated as hedging instrumentsInterest Rate Products\$150,000Â 0Â Other Assets \$2,487Â 0Â Total derivatives designated as hedging instruments\$2,487Â Derivatives not designated as hedging instrumentsInterest Rate Products\$69,452Â 0Â Other Assets\$851Â 1Â Risk Participation Agreement0Â 0Â Other Assets0Â 0Â Total derivatives not designated as hedging instruments\$851Â Derivative AssetsDecember 31, 2023(In thousands)Notional AmountBalance Sheet LocationFair ValueDerivatives designated as hedging instrumentsInterest Rate Products\$150,000Â 0Â Other Assets\$1,503Â 0Â Total derivatives not designated as hedging instruments\$1,503Â Derivatives not designated as hedging instrumentsInterest Rate Products\$34,930Â 0Â Other Assets \$1,610Â 0Â Risk Participation Agreement0Â 0Â Other Assets 0Â Total derivatives not designated as hedging instruments\$1,610Â 0Â Derivative LiabilitiesJune 30, 2024(In thousands)Notional AmountBalance Sheet LocationFair ValueDerivatives not designated as hedging instrumentsInterest Rate Products\$69,452Â 0Â Other Liabilities \$982Â 1Â Risk Participation Agreement17,221Â 0Â Other Liabilities 19Â 0Â Total derivatives not designated as hedging instruments\$1,001Â 0Â Derivative LiabilitiesDecember 31, 2023(In thousands)Notional AmountBalance Sheet LocationFair ValueDerivatives not designated as hedging instrumentsInterest Rate Products\$34,930Â 0Â Other Liabilities \$1,778Â 1Â Risk Participation Agreement7,542Â 0Â Other Liabilities 48Â 0Â Total derivatives not designated as hedging instruments\$1,826Â 45 Tabular Disclosure of the Effect of Fair Value and Cash Flow Hedge Accounting on the Consolidated Statements of IncomeThe tables below present the effect of the Companyâ€™s

derivative financial instruments on the consolidated statements of income for the three and six months ended JuneA 30, 2024 and 2023:The Effect of Fair Value and Cash Flow Hedge Accounting on the Consolidated Statements of IncomeLocation of Gain or (Loss) Recognized in Income on DerivativeThree Months Ended June 30, 2024Three Months Ended June 30, 2023(In thousands)Interest IncomeTotal amounts of income and expense line items presented in the statement of financial performance in which the effects of fair value or cash flow hedges are recorded\$673A \$305A The effects of fair value and cash flow hedging:Gain or (loss) on fair value hedging relationships in Subtopic 815-20Interest contractsHedged items153A (3,320)Derivatives designated as hedging instruments520A 3,625A The Effect of Fair Value and Cash Flow Hedge Accounting on the Consolidated Statements of IncomeLocation of Gain or (Loss) Recognized in Income on DerivativeSix Months Ended June 30, 2024Six Months Ended June 30, 2023(In thousands)Interest IncomeTotal amounts of income and expense line items presented in the statement of financial performance in which the effects of fair value or cash flow hedges are recorded\$1,335A \$305A The effects of fair value and cash flow hedging:Gain or (loss) on fair value hedging relationships in Subtopic 815-20Interest contractsHedged items1,013(3,320)Derivatives designated as hedging instruments2,348A 3,625A 46 Tabular Disclosure of the Effect of Derivatives Not Designated as Hedging Instruments on the Consolidated Statements of IncomeThe tables below present the effect of the Companyâ€™s derivative financial instruments that are not designated as hedging instruments on the consolidated statements of income for the three and six months ended JuneA 30, 2024 and 2023:Effect of Derivatives Not Designated as Hedging Instruments on the Consolidated Statements of IncomeDerivatives Not Designated as Hedging Instruments under Subtopic 815-20 Location of Gain or (Loss) Recognized in Income on DerivativeAmount of Gain or (Loss) Recognized in Income on DerivativeAmount of Gain or (Loss) Recognized in Income on DerivativeThree Months Ended(In thousands)June 30, 2024June 30, 2023Interest Rate ProductsOther Income\$0A \$0A Risk Participation AgreementOther Income68A 8A Totals\$6A \$8A Fee Income Other income \$144A \$0A Effect of Derivatives Not Designated as Hedging Instruments on the Consolidated Statements of IncomeDerivatives Not Designated as Hedging Instruments under Subtopic 815-20 Location of Gain or (Loss) Recognized in Income on DerivativeAmount of Gain or (Loss) Recognized in Income on DerivativeAmount of Gain or (Loss) Recognized in Income on DerivativeSix Months Ended(In thousands)June 30, 2024June 30, 2023Interest Rate ProductsOther Income\$37A \$0A Risk Participation AgreementOther Income78A 2A Totals\$115A \$2A Fee IncomeOther income \$383A \$0A Credit-risk-related Contingent FeaturesApplicable for OTC derivatives with dealersThe Company has agreements with each of its derivative counterparties that contain a provision where if the Company defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations.As of JuneA 30, 2024 and DecemberA 31, 2023, the fair value of derivatives in a net liability position, which includes accrued interest but excludes any adjustment for nonperformance risk, related to these agreements was \$1.0A million and \$1.8A million, respectively. As of JuneA 30, 2024 and DecemberA 31, 2023, the Company has posted \$790,000 and \$1.5A million, respectively, in collateral related to these agreements. The interest rate hedge counterparty has posted \$2.2A million and \$1.5A million of collateral in proportion to potential losses in the derivative position at JuneA 30, 2024 and December 31, 2023, respectively.47 Item 2.A Managementâ€™s Discussion and Analysis of Financial Condition and Results of OperationsBUSINESSA Tompkins Financial Corporation (“Tompkins” or the “Company”) is headquartered in Ithaca, New York and is registered as a Financial Holding Company with the Federal Reserve Board under the Bank Holding Company Act of 1956, as amended. The Company is a locally-oriented, community-based financial services organization that offers a full array of products and services, including commercial and consumer banking, leasing, trust and investment management, financial planning and wealth management, and insurance services. At JuneA 30, 2024, the Company had one wholly-owned banking subsidiary, Tompkins Community Bank. Tompkins Community Bank provides a full array of wealth management services under the Tompkins Financial Advisors brand, including investment management, trust and estate, financial and tax planning as well as life, disability and long-term care insurance services. The Company also has a wholly-owned insurance agency subsidiary, Tompkins Insurance Agencies, Inc. (“Tompkins Insurance”). The Companyâ€™s principal offices are located at 118 E. Seneca Street, P.O. Box 460, Ithaca, NY, 14850, and its telephone number is (888) 503-5753. The Companyâ€™s common stock is traded on the NYSE American under the Symbol “TMP.”The Tompkins’ strategy centers around our core values and a commitment to delivering long-term value to our clients, communities, and shareholders. A key strategic initiative for the Company is a focus on responsible and sustainable growth, including initiatives to grow organically through our current businesses, as well as through possible acquisitions of financial institutions, branches, and financial services businesses. As such, the Company has acquired, and from time to time considers acquiring, banks, thrift institutions, branch offices of banks or thrift institutions, or other businesses that would complement the Companyâ€™s business or its geographic reach. The Company generally targets merger or acquisition partners that are culturally similar and have experienced management and possess either significant market presence or have potential for improved profitability through financial management, economies of scale and expanded services. Business SegmentsBanking services consist primarily of attracting deposits from the areas served by Tompkins Community Bank, which has 55 banking offices (39 offices in New York and 16 offices in Pennsylvania) and using those deposits to originate a variety of commercial loans, agricultural loans, consumer loans, real estate loans, and leases. The Companyâ€™s lending function is managed within the guidelines of a comprehensive Board-approved lending policy. Reporting systems are in place to provide management with ongoing information related to loan production, loan quality, concentrations of credit, loan delinquencies, and nonperforming and potential problem loans. Banking services also include a full suite of products such as debit cards, credit cards, remote deposit, electronic banking, mobile banking, cash management, and safe deposit services.Â Wealth management services consist of investment management, trust and estate, financial and tax planning as well as life, disability and long-term care insurance services. Wealth management services are provided under the trade name Tompkins Financial Advisors. Tompkins Financial Advisors offers services to customers of Tompkins Community Bank and shares offices in each of the banking markets.Â Insurance services include property and casualty insurance, employee benefit consulting, and life, long-term care and disability insurance. Tompkins Insurance is headquartered in Batavia, New York. Over the years, Tompkins Insurance has acquired smaller insurance agencies in the market areas serviced by the Companyâ€™s banking subsidiaries and successfully consolidated them into Tompkins Insurance. Tompkins Insurance offers services to customers of Tompkins Community Bank and shares offices in each of the banking markets. In addition to these shared offices, Tompkins Insurance has five stand-alone offices in Western New York, and one stand-alone office in Tompkins County, New York.Â The Companyâ€™s principal expenses are interest on deposits, interest on borrowings, and operating and general administrative expenses, as well as provisions for credit losses. Funding sources, other than deposits, include borrowings, securities sold under agreements to repurchase, and cash flow from lending and investing activities.Â CompetitionCompetition for commercial banking and other financial services is strong in the Companyâ€™s market areas. In one or more aspects of its business, the Companyâ€™s subsidiaries compete with other commercial banks, savings and loan associations, credit unions, finance companies, Internet-based financial services companies, mutual funds, insurance companies, brokerage and investment banking companies, and other financial intermediaries. Some of these competitors have substantially greater resources and lending capabilities and may offer services that the Company does not currently provide. In addition, many of the Companyâ€™s non-bank competitors are not subject to the same extensive Federal regulations that govern financial holding companies and Federally-insured banks.Â 48 Competition among financial institutions is based upon interest rates offered on deposit accounts, interest rates charged on loans and other credit and service charges, the quality and scope of the services rendered, the convenience of facilities and services, and, in the case of loans to commercial borrowers, relative lending limits. Management believes that a community-based financial organization is better positioned to establish personalized financial relationships with both commercial customers and individual households. The Companyâ€™s community commitment and involvement in its primary market areas, as well as its commitment to quality and personalized financial services, are factors that contribute to the Companyâ€™s competitiveness. Management believes that the Companyâ€™s subsidiary bank can compete successfully in its primary market areas by making prudent lending decisions quickly and more efficiently than its competitors, without compromising asset quality or profitability. In addition, the Company focuses on providing unparalleled customer service, which includes offering a strong suite of products and services, including products that are accessible to our customers through digital means. Although management feels that this business model has caused the Company to grow its customer base in recent years and allows it to compete effectively in the markets it serves, we cannot assure you that such factors will result in future success.RegulationBanking, insurance services and wealth management are highly regulated. As a financial holding company including a community bank, a registered investment adviser, and an insurance agency subsidiary, the Company and its subsidiaries are subject to examination and regulation by the Federal Reserve Board (“FRB”), Securities and Exchange Commission (“SEC”), the Federal Deposit Insurance Corporation (“FDIC”), the New York State Department of Financial Services, the Financial Industry Regulatory Authority, and the Pennsylvania Insurance Department.OTHER IMPORTANT INFORMATIONÂ The following discussion is intended to provide an understanding of the consolidated financial condition and results of operations of the Company for the three and six months ended JuneA 30, 2024. It should be read in conjunction with the Companyâ€™s Audited Consolidated Financial Statements and the notes thereto included in the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023, and the Unaudited Consolidated Financial Statements and notes thereto included in Part I of this Quarterly Report on Form 10-Q.Â This Report includes comparisons of the Companyâ€™s performance to that of a peer group, which is comprised of the group of 193 domestic bank holding companies with \$3 billion to \$10 billion in total assets as defined in the Federal Reserveâ€™s “Bank Holding Company Performance Report” for March 31, 2024 (the most recent report available). Although the peer group data is presented based upon financial information that is one fiscal quarter behind the financial information included in this report, the Company believes that it is relevant to include certain peer group information for comparison to current quarter numbers. Forward-Looking StatementsThis Quarterly Report on Form 10-Q contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. The statements contained in this Report that are not statements of historical fact may include forward-looking statements that involve a number of risks and uncertainties. Forward-looking statements may be identified by use of such words as “may”, “will”, “estimate”, “intend”, “continue”, “believe”, “expect”, “plan”, or “anticipate”, and other similar words. Examples of forward-looking statements may include statements regarding the asset quality of the Company's loan portfolios; the level of the Company's allowance for credit losses; the sufficiency of liquidity sources; the Company's exposure to changes in interest rates, and to new, changed, or extended government/regulatory expectations; the need to sell securities before recovery of amortized cost; the impact of changes in accounting standards; and trends, plans, prospects, growth and strategies. Forward-looking statements are made based on managementâ€™s expectations and beliefs concerning future events impacting the Company and are subject to certain uncertainties and factors relating to the Companyâ€™s operations and economic environment, all of which are difficult to predict and many of which are beyond the control of the Company, that could cause actual results of the Company to differ materially from those expressed and/or implied by forward-looking statements and historical performance. The following factors, in addition to those listed as Risk Factors in Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2023, are among those that could cause actual results to differ materially from the forward-looking statements and historical performance: changes in general economic, market and regulatory conditions; our ability to attract and retain deposits and other sources of liquidity; gross domestic product growth and inflation trends; the impact of the interest rate and inflationary environment on the Company's business, financial condition and results of operations; other income or cash flow anticipated from the Company's operations, investment and/or lending activities; changes in laws and regulations affecting banks, bank holding companies and/or financial holding companies, including the Dodd-Frank Act, and state and local government mandates; the impact of any change in the FDIC insurance assessment rate or the rules and regulations related to the calculation of the FDIC insurance assessment amount; technological developments and changes; cybersecurity incidents and threats; the ability to continue to introduce competitive new products and services on a timely, cost-effective basis; governmental and public policy changes, including environmental regulation; reliance on large customers; the ability to access financial resources in the amounts, at the times, and on the terms 49 required to support the Company's future businesses; and the economic impact of national and global events, including the response to recent bank failures, war and geopolitical matters (including the war in Israel and potential for broader regional conflict and the war in Ukraine), widespread protests, civil unrest, political uncertainty, and pandemics or other public health crises.Critical Accounting PoliciesThe accounting and reporting policies followed by the Company conform, in all material respects, to U.S. generally accepted accounting principles (“GAAP”) and to general practices within the financial services industry. In the course of normal business activity, management must select and apply many accounting policies and methodologies and make estimates and assumptions that lead to the financial results presented in the Companyâ€™s consolidated financial statements and accompanying notes. There are uncertainties inherent in making these estimates and assumptions, which could materially affect the Companyâ€™s results of operations and financial position.Management considers accounting estimates to be critical to reported financial results if (i) the accounting estimates require management to make assumptions about matters that are highly uncertain, and (ii) different estimates that management reasonably could have used for the accounting estimate in the current period, or changes in the accounting estimate that are reasonably likely to occur from period to period, could have a material impact on the Companyâ€™s financial statements. Management considers the accounting policy relating to the allowance for credit losses (“allowance”, or “ACL”) to be a critical accounting policy because of the uncertainty and subjectivity involved in this policy and the material effect that estimates related to this area can have on the Companyâ€™s results of operations.The Companyâ€™s methodology for estimating the allowance considers available relevant information about the collectability of cash flows, including information about past events, current conditions, and reasonable and supportable forecasts.Â Refer to “Allowance for Credit Losses” below, Note 5 - “Allowance for Credit Losses”, and Note 1 â€” “Summary of Significant Accounting Policies” in the Notes to Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. For information on the Company's significant accounting policies and to gain a greater understanding of how the Companyâ€™s financial performance is reported, refer to Note 1 â€” “Summary of Significant Accounting Policies” in the Notes to Consolidated Financial Statements contained in the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023. Refer to “Recently Issued Accounting Standards” in Management's Discussion and Analysis in this Quarterly Report on Form 10-Q for a discussion of recent accounting updates.Critical Accounting EstimatesThe Company's significant accounting policies conform with GAAP and are described in Note 1 “Summary of Significant Accounting Policies” in the Notes to Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. In applying those accounting policies, management of the Company is required to exercise judgment in determining many of the methodologies, assumptions and estimates to be utilized. Certain critical accounting estimates are more dependent on such judgment and in some cases may contribute to volatility in the Company's reported financial performance should the assumptions and estimates used change over time due to changes in circumstances. The more significant areas in which management of the Company applies critical assumptions and estimates includes the following:â€¢Accounting for credit losses - The Company accounts for the allowance for credit losses using the current expected credit loss model. Under this model, the allowance for credit losses represents a valuation account that is deducted from the amortized cost basis of certain financial assets, including loans and leases, to present the net amount expected to be collected at the balance sheet date. A provision for credit losses is recorded to adjust the level of the allowance as deemed necessary by management. In estimating expected losses in the loan and lease portfolio, borrower-specific financial data and macro-economic assumptions are utilized to project losses over a reasonable and supportable forecast period. For certain loan pools that share similar risk characteristics, the Company utilizes statistically developed models to estimate amounts and timing of expected future cash flows, collateral values and other factors used to determine the borrowers' abilities to repay obligations. Such models consider historical correlations of credit losses with various macroeconomic assumptions including unemployment and gross domestic product. These forecasts may be adjusted for inherent limitations or biases of the models. Subsequent to the forecast period, the Company utilizes longer-term historical loss experience to estimate losses over the remaining contractual life of the loans. Changes in the circumstances considered when determining management's estimates and assumptions could result in changes in those estimates and assumptions, which could result in adjustment of the allowance for credit losses in future periods. A discussion of facts and circumstances considered by management in determining the allowance for 50 credit losses is included herein in Note 5 - “Allowance for Credit Losses” in the Notes to the Unaudited Consolidated Financial Statements.RESULTS OF OPERATIONSÂ Performance SummaryNet income for the second quarter of 2024 was \$15.7 million, or \$1.10 diluted earnings per share, compared to \$8.5 million, or \$0.59 diluted earnings per share for the second quarter of 2023. Net income for the first six months of 2024 was \$32.6 million, or \$2.29 diluted earnings per share compared to \$27.9 million, or \$1.94 diluted earnings per share for the first six months of 2023. The increase in net income and diluted earnings per share for both the three and six month periods in 2024 as compared to the same periods in 2023 was primarily due to the Company's sale of \$80.9 million available-for-sale debt securities during the second quarter of 2023, which resulted in a pre-tax loss of \$7.1 million, or \$0.37 per share. Return on average assets (“ROA”) for the quarter ended JuneA 30, 2024 was 0.81%, compared to 0.45% for the quarter ended JuneA 30, 2023. Return on average shareholdersâ€™ equity (“ROE”) for the second quarter of 2024 was 9.51%, compared to 5.22% for the second quarter of 2023.

For the year-to-date period ended June30, 2024, ROA and ROE totaled 0.84% and 9.85%, respectively, compared to 0.74% and 8.76%, for the same period in 2023. Segment ReportingThe Company operates in the following three business segments: banking, insurance, and wealth management. Insurance is comprised of property and casualty insurance services and employee benefit consulting operated under the Tompkins Insurance Agencies, Inc. subsidiary. Wealth management activities include the results of the Company’s trust, financial planning, and wealth management services, organized under the Tompkins Financial Advisors brand. All other activities are considered banking.Â Banking SegmentThe banking segment reported net income of \$13.0 million for the second quarter of 2024, an increase of \$6.3 million, or 93.6% from net income of \$6.7 million for the second quarter of 2023. For the six months ended June 30, 2024, the banking segment reported net income of \$26.5 million, up \$2.9 million, or 12.4% from the same period in 2023. The increase in net income for the three months and six months ended June 30, 2024 compared to the same periods in 2023 was due to higher noninterest income and lower operating expenses, partially offset by lower net interest income. Net interest income of \$51.0 million for the second quarter of 2024 was down \$943,000, or 1.8% from the same period in 2023. For the six months ended June 30, 2024, net interest income of \$101.6 million was down \$4.5 million, or 4.3% compared to the first six months of 2023. The decrease in net interest income compared to prior year was due primarily to the increase in average interest rates on interest-bearing liabilities outpacing increases on interest earning asset yields. The average yield on interest-earning assets benefited from higher market interest rates as well as a shift in the composition of average earning assets with growth in average loan balances and changes to the mix of securities. The increase in funding costs reflects the impact of higher market interest rates as well as the mix of funding sources, with an increase in average time deposits and other borrowings. The provision for credit losses was \$2.2 million for the three months ended June30, 2024, compared to \$2.3 million for the same period in 2023. For the six months ended June30, 2024, the provision for credit losses was \$3.0 million compared to \$1.4 million for the same period in 2023. The increase in provision for credit losses for the six month period is mainly driven by loan growth, as well as additional reserves for off-balance sheet credit exposures resulting from an increase in the commercial pipeline. For additional information, see the section titled "The Allowance for Credit Losses" below. Noninterest income was \$7.8 million for the three months ended June30, 2024, compared to noninterest loss of \$378,000 for the same period in 2023. For the six months ended June 30, 2024, noninterest income was \$14.9 million compared to noninterest income of \$6.3Â million for the six months ended June 30, 2023. The increase in quarterly and year-to-date noninterest income compared to the same periods in 2023 was mainly due to a \$7.1 million loss on the sale of available-for-sale debt securities noted above. For the three and six months ended June 30, 2024, card services income was up \$191,000, or 6.2% and \$448,000, or 7.8%, respectively, over the same periods in 2023, and service charges on deposit accounts were up \$126,000, or 7.7% and \$176,000, or 5.2%, respectively, over the same periods in 2023. Other income also benefited from increases in earnings on bank owned life insurance, (up \$673,000 and \$608,000), derivatives related income (up \$142,000 and \$496,000) and gains on sales of residential mortgage loans (up \$213,000 and \$249,000) for the three and six months ended June 30, 204 over the same periods in 2023.51 Noninterest expense of \$39.7 million and \$79.0 million for the three and six months ended June30, 2024, respectively, was down \$1.7 million, or 4.2% and \$2.2 million, or 2.7%, respectively, over the same periods in 2023. The decreases in noninterest expense for the three and six months ended June 30, 2024 over the same period in 2023, are mainly attributable to salaries and employee benefits down \$374,000 and \$840,000 and marketing expenses down \$554,000 and \$660,000, respectively.Insurance SegmentThe insurance segment reported net income of \$1.6 million for the three months ended June30, 2024, which was up \$392,000, or 33.8% compared to the second quarter of 2023. Total noninterest revenue was up \$422,000, or 4.8% for the second quarter of 2024 compared to the same quarter in the prior year, primarily due to growth in personal lines and commercial lines. The growth in property and casualty commission revenue is attributed to new business and premium increases related to change in general market conditions.For the six months ended June 30, 2024, net income was up \$1.0 million or 35.7% from the same period in the prior year. Total revenue for the year-to-date period ended June30, 2024 was up \$1.3 million, or 7.1% compared to the same period in the prior year. The increase in total revenues for the six months ended June30, 2024 compared to the prior year period includes growth in overall commission revenue of \$807,000, or 4.9%, with increases in personal lines (up \$295,000, or 5.8%), and commercial lines (up \$581,000, or 7.8%); as well as contingency revenues, which were up \$374,500 or 20.2%. Revenue growth was driven by new business along with rate increases related to current market conditions.Noninterest expenses for the three months ended June30, 2024 were down \$115,000, or 1.6% compared to the three months ended June30, 2023. Year-to-date noninterest expenses were down \$104,000, or 0.7% compared to the six months ended June30, 2023. The decrease in noninterest expenses for the three and six months ended June 30, 2024, respectively, was mainly due to decreases in travel and business meetings along with other marketing expenses. Increases in salaries and wages reflecting annual merit increases were partially offset by decreases in commission and incentive accruals.Wealth Management SegmentThe wealth management segment reported net income of \$1.2 million for the three months ended June30, 2024, which was up \$544,000, or 88.6% compared to the second quarter of 2023. Revenue for the three months ended June 30, 2024 was up \$525,000, or 11.1% compared to the three months ended June 30, 2023, primarily due to a gain of \$322,000 on the sale of certain customer accounts, as well as higher assets under management and favorable market conditions during the second quarter of 2024. Total expense for the three months ended June30, 2024 was down \$201,000, or 5.1% compared to the same period in 2023, which was primarily attributable to a decrease in salaries and employee benefits.For the six months ended June 30, 2024, net income of \$2.1 million was up \$740,000, or 55.0% compared to the same period in the prior year. Total revenue for the six months ended June 30, 2024 was up \$943,000, or 10.1% compared to the same period in the prior year, due to gains on sales of certain customer accounts as well as higher assets under management and favorable market conditions in 2024. Noninterest expense for the six months ended June 30, 2024 was in line compared to the same period in the prior year. Increases in technology expenses were offset by decreases in professional fees and travel and meetings expense.52 Net Interest IncomeThe following tables show average interest-earning assets and interest-bearing liabilities, and the corresponding yield or cost associated with the prior quarter of 2023 and for each of the three and six month periods ended June30, 2024 and 2023:Average Consolidated Statements of Condition and Net Interest Analysis (Unaudited)Quarter EndedQuarter EndedJune 30, 2024March 31, 2024AverageBalanceAverageBalanceAverage(Dollar amounts in thousands)(QTD)InterestYield/Rate(QTD)InterestYield/RateASSETSInterest-earning assetsInterest-bearing balances due from banks\$11,707A \$184A 6.33A %\$12,202A \$154A 5.08A %Securities (1)U.S. Government securities1,717,975A 10,067A 2.36A %1,756,122A 10,303A 2.36A %State and municipal (2)89,518A 566A 2.55A %899,886A 570A 2.55A %Other securities3,260A 59A 7.32A %3,278A 60A 7.32A %Total securities1,810,753A 10,692A 2.38A 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6.29A %Total loans and leases, net of unearned income (2)(3)5,654,576A 145,616A 5.18A %5,278,145A 124,744A 4.77A %Total interest-earning assets7,532,698A 169,001A 4.51A %7,410,131A 141,715A 3.86A %Other assets272,895A 224,671A Total assets7,805,593A \$7,634,802A LIABILITIES & EQUITYDepositsInterest-bearing depositsInterest-bearing checking, savings, & money market3,522,481A 30,790A 1.76A %3,767,032A 19,230A 1.03A %Time deposits988,119A 18,928A 3.85A %710,119A 8,596A 2.44A %Total interest-bearing deposits4,510,600A 49,718A 2.22A %4,477,151A 27,826A 1.25A %Federal funds purchased & securities sold under agreements to repurchase44,538A 24A 0.11A %56,799A 29A 0.10A %Other borrowings655,781A 17,053A 5.23A %325,052A 7,111A 4.41A %Total interest-bearing liabilities5,210,919A 66,795A 2.58A %4,859,002A 34,966A 1.45A %Noninterest bearing deposits1,834,284A 2,034,961A Accrued expenses and other liabilities95,529A 99,905A Total liabilities7,140,732A 6,993,868A Tompkins Financial Corporation Shareholders’ equity663,428A 639,494A Noncontrolling interest1,433A 1,440A Total equity664,861A 640,934A Total liabilities and equity\$7,805,593A \$7,634,802A Interest rate spread1.93A %2.41A %Net interest income (TE)/margin on earning assets102,066A 2.73A %106,749A 2.90A %Tax Equivalent Adjustment(578)(607)Net interest income\$101,628A \$106,142A 1A Average balances and yields on available-for-sale debt securities are based on historical amortized cost.2A Interest income includes the tax effects of taxable-equivalent adjustments using an effective income tax rate of 21% in 2024 and 2023 to increase tax exempt interest income to taxable-equivalent basis.3A Nonaccrual loans are included in the average asset totals presented above.A Payments received on nonaccrual loans have been recognized as disclosed in Note 1 of the Company’s consolidated financial statements included in Part 1 of the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023.Net Interest IncomeA Net interest income is the Company’s largest source of revenue, and is dependent on the volume and composition of interest earning assets and interest-bearing liabilities and the level of market interest rates. The above tables show average interest-earning assets and interest-bearing liabilities, and the corresponding yield or cost associated with each.Net interest income for the three and six months ended June30, 2024, was down \$943,000 or 1.8%, and \$4.5 million, or 4.3%, respectively, from the same periods in 2023.55 Net interest margin for the three months ended June30, 2024 was 2.73% compared to 2.83% for the same period in 2023. Net interest margin for the six months ended June30, 2024 was 2.73% compared to 2.90% for the same period in 2023. The decrease in net interest margin for the three and six months ended June30, 2024 compared to the same periods in 2023 was due to the impact of higher interest rates on funding, including customer migration to higher yielding deposit products, as well as higher average borrowings, partially offset by higher yields on average interest-earning assets and higher average loan balances. The quarterly net interest margin of 2.73% for the second quarter of 2024 was unchanged from the quarterly net interest margin for the first quarter of 2024. The average cost of interest-bearing liabilities for the second quarter of 2024 was 2.64% compared to 2.51% for the first quarter of 2024, while the average yield on interest-earning assets was 4.56% and 4.47%, respectively, for the same periods in 2023.Interest income for the three and six months ended June30, 2024 was \$51.0 million and \$101.6 million, down 1.8% and 4.3%, respectively, compared to the same periods in 2023. For both the three and six months ended June30, 2024 average yield on interest-earning assets increased 65 basis points over the same periods in 2023. Average interest-earning assets for the three and six months ended June30, 2024, increased \$138.0 million, or 1.9% and \$122.6 million, or 1.7%, respectively, compared to the same periods in 2023. Interest income on loans for the three and six months ended June30, 2024, was up \$10.1 million, or 15.9%, and \$20.9 million, or 16.7% compared to the same periods in 2023, driven by higher average yields and higher average balances. The average yields on loans for the three and six months ended June30, 2024 of 5.22% and 5.18% respectively, were up 40 and 41 basis points from the same periods in 2023. The increase in loan yields was a result of market-related increases in interest rates on new loans, a significant increase in variable and adjustable rate loan yields driven by rising market interest rates, including the prime rate, and new loan originations. For the three and six months ended June30, 2024 average loan balances were up \$382.8 million, or 7.2% and \$376.4 million, or 7.1%, respectively, over the same periods of 2023. Interest income on securities for the three and six months ended June30, 2024, was up \$2.8 million, or 35.1%, and \$5.6 million or 35.6%, respectively, as compared to the same periods in 2023. The average yield on total securities for both the three and six months ended June30, 2024, was up 84 basis points, respectively, over the same periods in 2023, while average balances for securities were down \$257.4 million, or 12.4% and \$268.8 million, or 12.8%, respectively, over the same periods in 2023. The increase in securities yields was driven by market interest rate increases and the repositioning of the investment portfolio through the sale of approximately \$510.5 million of available-for-sale investment securities in the second and third quarters of 2023. The securities sold had an average yield of 0.86%, while the proceeds of the sale were largely reinvested into securities with an estimated average yield of approximately 5.09%.Interest expense for the three months ended June30, 2024 increased \$14.3 million, or 71.7%, and increased \$31.8 million, or 91.0% for the six month period ended June30, 2024 compared to the same periods in 2023. The increase reflects higher average costs of funds and a shift in funding mix. The average cost of interest-bearing deposits for the three and six months ended June30, 2024 was 2.27% and 2.22%, respectively, up 86 and 97 basis points, respectively, as compared to the same periods in 2023. Average interest-bearing deposits for the three and six months ended June30, 2024, were up \$38.9 million, or 0.9%, and \$33.4 million, or 0.8%, respectively, from the same periods in 2023. Average noninterest bearing deposits were down \$167.2 million, or 8.3% for the three months ended June30, 2024 compared to the same period in 2023, and for the six months ended June30, 2024 were down \$200.7 million, or 9.9% compared to the same period in 2023. The average rate paid on other borrowings for the three and six months ended June30, 2024 was up 69 basis points and 82 basis points, respectively, over the same periods in 2023. The increase in the cost of average borrowings was primarily the result of the greater utilization of comparatively higher rate overnight borrowings to support loan growth. Average other borrowings for the three and six months ended June30, 2024 were up \$308.9 million, or 81.3%, and up \$330.7 million, or 101.8%, respectively, compared to the same periods in 2023. Provision for Credit LossesA The provision for credit losses represents management’s estimate of the amount necessary to maintain the allowance for credit losses ("ACL") at an appropriate level. Provision for credit losses in the second quarter of 2024 was \$2.2 million compared to \$2.3 million for the second quarter of 2023. Provision for credit losses for the six months ended June30, 2024 was \$3.0 million compared to \$1.4 million for the six months ended June 30, 2023. The provision for credit losses for the three and six months ended June30, 2024 included a provision expense of \$308,000 and \$814,000, respectively, related to off-balance sheet credit exposures compared to a credit of \$166,000 and an expense of \$189,000, respectively, for the same periods in 2023. The increase in provision for credit losses for the six month period is mainly driven by loan growth, and increases in off-balance sheet reserves as a result of increase in commercial loan pipeline. The section captioned "Financial Condition â€” The Allowance for Credit Losses" below has further details on the allowance for credit losses and asset quality metrics.56 A Noninterest IncomeA Noninterest income of \$21.8 million and \$43.9 million for the three and six months ended June30, 2024, were up \$9.2 million or 72.6% and \$10.9 million or 33.0%, respectively, from the same periods in 2023. Noninterest income for the three and six months ended June 30, 2023, included a pre-tax loss on the sale of securities of \$7.1

million.Â Insurance commissions and fees, the largest component of noninterest income, were \$9.1 million for the second quarter of 2024, an increase of 4.8% from the same period for the prior year. The increase in insurance commissions and fees in the second quarter of 2024 over the same period in 2023 was mainly due to property and casualty commission revenue attributed to new business, along with premium increases related to the change in general market conditions. For the first six months of 2024, insurance commissions and fees were up \$1.2 million, or 6.4% compared to the same period in 2023. The increase in revenues for the six months ended JuneÂ 30, 2024 compared to the same period in 2023 was mainly in personal lines, commercial lines, and contingency revenue driven by new business rate increases related to current market conditions and improved ratios as they relate to carrier profit sharing calculations.Wealth management fees of \$4.8 million in the second quarter of 2024 were up \$171,000 or 3.7% compared to the second quarter of 2023. For the first six months of 2024, wealth management fees were up \$599,000, or 6.5% compared to the same period in 2023. Wealth management fees include trust services, financial planning, wealth management services, and brokerage related services. The fair value of assets managed by, or in custody of, Tompkins was \$3.1 billion at JuneÂ 30, 2024, up \$61.4 million or 2.0% from JuneÂ 30, 2023. The increase in assets from prior year was mainly a result of positive market performance.Â Service charges on deposits accounts for the three and six months ended June 30, 2024 are up \$126,000 or 7.7% and \$176,000 or 5.2% over the same periods in 2023. The increase was in service fees on personal and business accounts and net overdraft fees.Card services income in the second quarter of 2024 was up \$191,000, or 6.2% over the same three month period in 2023, and up \$448,000, or 7.8% for the six months ended June 30, 2024 compared to the same period in 2023. The increase in the first six months of 2024 included a \$255,000 sign-on bonus related to the renewal of a card services contract.Other income of \$2.8 million in the second quarter of 2024 was up \$1.2 million or 74.8% compared to the same period in 2023. For the first six months of 2024, other income of \$5.0 million was up \$1.5 million, or 41.7% compared to the same period in 2023. The increase for the three and six months ended JuneÂ 30, 2024 compared to the same period in 2023 was mainly due to higher earnings on bank owned life insurance (up \$673,000 and \$608,000), derivatives related income (up \$142,000 and \$496,000), and gains on sale of residential loans (up \$213,000 and \$249,000). The three and six months ended June 30, 2024 also included gains of \$322,000 and \$352,000, respectively, on the sale of certain customer accounts within the wealth management business.Noninterest ExpenseÂ Noninterest expense of \$49.9 million for the second quarter of 2024 and \$99.8 million for the first six months of 2024 were down \$2.0 million or 3.9% and \$2.3 million, or 2.3%, respectively, compared to the same periods in 2023. Noninterest expense as a percentage of total revenue for the three and six months ended JuneÂ 30, 2024 were 68.7% and 68.6% compared to 80.6% and 73.4% for the same period in 2023.Â Expenses associated with compensation and benefits comprise the largest component of noninterest expense, representing 63.0% and 62.7% of total noninterest expense for the three and six months ended JuneÂ 30, 2024, respectively. Total salaries, wages and benefits for the three and six months ended JuneÂ 30, 2024, were down \$520,000, or 1.6% and \$665,000 or 1.1% from the same periods in 2023. The decrease was driven by a decrease in average full time equivalents as well as decreases in healthcare and incentive expense in the second quarter of 2024, partially offset by normal merit adjustments.Other expense categories, not related to compensation and benefits, for the three and six months ended JuneÂ 30, 2024 were down \$1.5 million, or 7.5%, and \$1.7 million, or 4.3%, respectively, from the same periods in 2023. Contributing to the decrease in other operating expenses for the three and six months ended JuneÂ 30, 2024, compared to the same period in 2023 were the following: legal, down \$308,000 or 48.5% and \$504,000 or 47.8% respectively, travel and meetings, down \$220,000 or 46.3% and \$374,000 or 45.8% respectively; marketing expenses, down \$594,000 or 35.2% and \$723,000 or 25.9% respectively; and professional fees and consulting down \$457,000 or 21.5% and \$561,000 or 14.3% when compared to 2023. Offset by increases in FDIC insurance expense up \$716,000 or 91.9% and \$1.1 million or 58.4% respectively over the same period in 2023, driven by an increase in assessment rates.57 Income Tax ExpenseÂ The provision for income taxes was \$4.9Â million for an effective rate of 23.8% for the second quarter of 2024, compared to tax expense of \$1.8Â million and an effective rate of 17.3% for the same quarter in 2023. For the first six months of 2024, the provision for income taxes was \$10.1Â million for an effective rate of 23.6% compared to tax expense of \$7.7Â million and an effective rate of 21.6% for the same period in 2023. The increase in the effective tax rate for the three and six months ended June 30, 2024, compared to the same periods in 2023 is largely due to an increase in pre-tax income, driven primarily by the realized losses on the sale of certain available-for-sale debt securities recognized in the second quarter of 2023 and the anticipated retention of certain New York State tax benefits in 2023. The effective rates differ from the U.S. and state statutory rates primarily due to the effect of tax-exempt income from loans, securities and life insurance assets, and the income tax effects associated with stock based compensation. The Company's banking subsidiary has an investment in a real estate investment trust that provides certain benefits on its New York State tax return for qualifying entities. A condition to claim the benefit is that the consolidated company has average assets of no more than \$8.0 billion for the taxable year. The Company expects average assets to exceed the \$8.0 billion threshold for the 2024 tax year. The Company will continue to monitor the consolidated average assets during 2024 to determine future eligibility.FINANCIAL CONDITIONÂ Total assets were \$7.9 billion at JuneÂ 30, 2024, up \$49.8 million, or 0.6% from December 31, 2023. Total loans were up \$155.9 million, or 2.8%, cash and cash equivalents were down \$8.6 million, or 10.8% and total securities were down \$99.2 million or 5.7% compared to December 31, 2023. Total deposits at JuneÂ 30, 2024 were down \$114.0 million, or 1.8% from December 31, 2023.SecuritiesAs of JuneÂ 30, 2024, the Companyâ€™s securities portfolio was \$1.6 billion, or 20.7% of total assets compared to \$1.7 billion, or 22.1% of total assets at year end 2023. The decrease in total securities was mainly due to principal runoff and maturities of debt securities during the first six months of 2024. The following tables detail the composition of the securities portfolio:Available-for-Sale Debt SecuritiesJune 30, 2024December 31, 2023(In thousands)Amortized CostFair ValueAmortized CostFair ValueU.S. Treasuries\$114,808Â \$109,886Â \$114,418Â \$109,904Â Obligations of U.S. Government sponsored entities442,952Â 422,677Â 472,286Â 456,458Â Obligations of U.S. states and political subdivisions88,563Â 78,476Â 89,999Â 81,924Â Mortgage-backed securities - residential, issued by U.S. Government agencies45,419Â 40,112Â 49,976Â 45,240Â U.S. Government sponsored entities769,723Â 663,940Â 819,303Â 720,830Â U.S. corporate debt securities2,500Â 2,367Â 2,500Â 2,294Â Total available-for-sale debt securities\$1,463,965Â \$1,317,458Â \$1,548,482Â \$1,416,650Â Â Held-to-Maturity Debt SecuritiesJune 30, 2024December 31, 2023(In thousands)Amortized CostFair ValueU.S. Treasuries\$86,157Â \$73,976Â \$86,266Â \$75,215Â Obligations of U.S. Government sponsored entities226,273Â 190,612Â 226,135Â 192,240Â Total held-to-maturity debt securities\$312,430Â \$264,588Â \$312,401Â \$267,455Â As of JuneÂ 30, 2024, the available-for-sale debt securities portfolio had not unrealized losses, which reflects the amount that the amortized cost exceeds fair value, of \$146.5 million compared to net unrealized losses of \$131.8 million at December 31, 2023. The increase in unrealized losses related to the available-for-sale debt securities portfolio reflects interest rate volatility in the 58 market, the volume and rates associated with the securities purchases and maturities in 2024. Managementâ€™s policy is to purchase investment grade securities that on average have relatively short duration, which helps mitigate interest rate risk and provides sources of liquidity without significant risk to capital.Â The Company evaluates available-for-sale and held-to-maturity debt securities in an unrealized loss position to determine whether the decline in the fair value below the amortized cost basis (impairment) is the result of changes in interest rates or reflects a fundamental change in the credit worthiness of the underlying issuer. Any impairment that is not credit related is recognized in other comprehensive income (loss), net of applicable taxes. Credit-related impairment is recognized as an ACL on the Statement of Condition, limited to the amount by which the amortized cost basis exceeds the fair value, with a corresponding adjustment to earnings. Both the ACL and the adjustment to net income may be reversed if conditions change.The Company determined that at JuneÂ 30, 2024, all impaired available-for-sale and held-to-maturity debt securities were impaired because of changes in interest rates and levels of market liquidity, relative to when the investment securities were purchased, and not due to the credit worthiness of the underlying issuers. The Company does not have the intent to sell these securities and does not believe it is more likely than not that the Company will be required to sell these securities before a recovery of amortized cost. Therefore, the Company carried no ACL at JuneÂ 30, 2024 and there was no credit loss expense recognized by the Company with respect to the securities portfolio during the three and six months ended JuneÂ 30, 2024.Loans and LeasesLoans and leases as of the end of the second quarter and prior year-end period were as follows:(In thousands)06/30/202412/31/2023Commercial and industrialAgriculture\$92,965Â \$101,211Â Commercial and industrial other773,767Â 721,890Â PPP loans254Â 404Â Subtotal commercial and industrial866,986Â 823,505Â Commercial real estateConstruction337,361Â 303,406Â Agriculture210,168Â 221,670Â Commercial real estate other2,664,214Â 2,587,591Â Subtotal commercial real estate3,211,743Â 3,112,667Â Residential real estateHome equity194,096Â 188,316Â Mortgages1,377,376Â 1,373,275Â Subtotal residential real estate1,571,472Â 1,561,591Â Consumer and otherIndirect461Â 841Â Consumer and other1,02,591Â 96,942Â Subtotal consumer and other103,052Â 97,783Â Leases13,429Â 15,383Â Total loans and leases5,766,682Â 5,610,929Â Less: unearned income and deferred costs and fees(4,818)(4,994)Total loans and leases, net of unearned income and deferred costs and fees\$5,761,864Â \$5,605,935Â 59 The below table shows a more detailed break-out of commercial real estate ("CRE") loans as of JuneÂ 30, 2024 and December 31, 2023.Â 06/30/202412/31/2023Â (In thousands)Balance% CREBalance% CREConstruction\$337,361Â 10.50Â %\$303,406Â 9.75Â %Multi-family/Single family real estate620,244Â 19.31Â %\$603,118Â 19.38Â %Agriculture210,168Â 6.54Â %\$221,670Â 7.12Â %Retail1429,950Â 13.39Â %\$425,871Â 13.68Â %Hotels/motels185,355Â 5.77Â %\$167,408Â 5.38Â %Office space2234,337Â 7.30Â %\$236,721Â 7.61Â %Industrial1322,201Â 6.22Â %\$215,459Â 6.92Â %Mixed Use361,452Â 11.25Â %\$349,985Â 11.24Â %Medical135,963Â 4.93Â %\$138,057Â 4.44Â %Other474,712Â 14.79Â %\$450,972Â 14.49Â %Total\$3,211,743Â 100.00Â %\$3,112,667Â 100.00Â %1Retail includes 2.77% and 2.88%, respectively, of owner occupied real estate at June 30, 2024 and December 31, 2023.2Office space includes 1.39% and 1.42%, respectively, of owner occupied real estate at June 30, 2024 and December 31, 2023.3Industrial includes 2.04% and 2.16%, respectively, of owner occupied real estate at June 30, 2024 and December 31, 2023.4Medical includes 2.54% and 2.69%, respectively, of owner occupied real estate at June 30, 2024 and December 31, 2023.Â Total loans and leases of \$5.8 billion at JuneÂ 30, 2024 were up \$155.9 million, or 2.8% from December 31, 2023, mainly in the commercial real estate and commercial and industrial loan portfolios. As of JuneÂ 30, 2024, total loans and leases represented 73.2% of total assets compared to 71.7% of total assets at December 31, 2023.Residential real estate loans, including home equity loans, were \$1.6 billion at JuneÂ 30, 2024, up \$9.9 million, or 0.6% compared to December 31, 2023, and comprised 27.3% of total loans and leases at JuneÂ 30, 2024. Â The Company may sell residential real estate loans in the secondary market based on interest rate considerations. The Company's Asset/Liability Committee meets regularly and establishes standards for selling and retaining residential real estate mortgage originations. These residential real estate loans are generally sold to Federal Home Loan Mortgage Corporation ("FHLMC") or State of New York Mortgage Agency ("SONYMA") without recourse in accordance with standard secondary market loan sale agreements. These residential real estate loans also are subject to customary representations and warranties made by the Company, including representations and warranties related to gross incompetence and fraud. The Company has not had to repurchase any loans as a result of these representations and warranties.Â During the first six months of 2024 and 2023, the Company sold residential loans totaling \$8.2 million and \$2.1 million, respectively, recognizing gains of \$314,000 and \$65,000, respectively. These residential real estate loans were sold without recourse in accordance with standard secondary market loan sale agreements. When residential mortgage loans are sold, the Company typically retains all servicing rights, which provides the Company with a source of fee income. Mortgage servicing rights totaled \$949,000 at JuneÂ 30, 2024, and \$927,000 at December 31, 2023.Â Commercial real estate loans and commercial and industrial loans totaled \$3.2 billion and \$867.0 million, respectively, and represented 55.7% and 15.0%, respectively, of total loans and leases as of JuneÂ 30, 2024. The commercial real estate portfolio was up \$99.1 million, or 3.2% compared to December 31, 2023, while commercial and industrial loans were up \$43.5 million, or 5.3% compared to December 31, 2023.60 As of JuneÂ 30, 2024, agriculturally-related loans totaled \$303.1 million, or 5.3% of total loans and leases, compared to \$322.9 million, or 5.8% of total loans and leases at December 31, 2023. Agriculturally-related loans include loans to dairy farms and crop farms. Agriculturally-related loans are primarily made based on identified cash flows of the borrower with consideration given to underlying collateral, personal guarantees, and government related guarantees. Agriculturally-related loans are generally secured by the assets or property being financed or other business assets such as accounts receivable, livestock, equipment or commodities/crops. The Company has adopted comprehensive lending policies, underwriting standards and loan review procedures. Management reviews these policies and procedures on a regular basis. The Company discussed its lending policies and underwriting guidelines for its various lending portfolios in Note 4 â€” "Loans and Leases" in the Notes to Consolidated Financial Statements contained in the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023. There have been no significant changes in these policies and guidelines since the date of that report. The Companyâ€™s Board of Directors approves the lending policies at least annually. The Company recognizes that exceptions to policy guidelines may occasionally occur and has established procedures for approving exceptions to these policy guidelines. Management has also implemented reporting systems to monitor loan originations, loan quality, concentrations of credit, loan delinquencies and nonperforming loans and potential problem loans.Â The Companyâ€™s loan and lease customers are located primarily in the New York and Pennsylvania communities served by its subsidiary bank. Although operating in numerous communities in New York and Pennsylvania, the Company is still dependent on the general economic conditions of these states and the local economic conditions of the communities within those states in which the Company does business. The Allowance for Credit LossesThe below table represents the allowance for credit losses as of June 30, 2024 and December 31, 2023. The table provides, as of the dates indicated, an allocation of the allowance for credit losses for inherent loan losses by type. The allocation is neither indicative of the specific amounts or the loan categories in which future charge-offs may occur, nor is it an indicator of future loss trends. The allocation of the allowance for credit losses to each category does not restrict the use of the allowance to absorb losses in any category.(In thousands)6/30/202412/31/2023Allowance for credit lossesCommercial and industrial\$7,412Â \$6,667Â Commercial real estate\$32,559Â 31,581Â Residential real estate\$1,569Â 1,700Â Consumer and other1,451Â 1,557Â Finance leases68Â 79Â Total\$53,059Â \$51,584Â As of June 30, 2024, the total allowance for credit losses was \$53.1 million, up \$1.5 million, or 2.9% compared to December 31, 2023. The allowance for credit losses as a percentage of total loans measured 0.92% at June 30, 2024 and December 31, 2023. The increase in the allowance for credit losses from year-end 2023 reflects loan growth, mainly in commercial real estate and commercial loans, and changes in asset quality. Additional reserves totaling approximately \$553,000 were added for two commercial relationships that were individually evaluated for impairment.Asset quality measures at JuneÂ 30, 2024 were generally favorable compared with December 31, 2023. Loans internally-classified Special Mention or Substandard were down \$6.9 million, or 5.6% compared to December 31, 2023. Nonperforming loans and leases were in line with year end 2023 and represented 1.08% of total loans at JuneÂ 30, 2024 compared to 1.11% at December 31, 2023. The allowance for credit losses covered 84.94% of nonperforming loans and leases at JuneÂ 30, 2024, compared to 82.84% at December 31, 2023. 61 Activity in the Companyâ€™s allowance for credit losses during the first six months of 2024 and 2023 is illustrated in the table below:Analysis of the Allowance for Credit Losses(In thousands)6/30/20246/30/2023Average loans outstanding during period\$5,654,576Â \$5,278,145Â Allowance at beginning of year, prior to adoption of ASU 2016-1351,584Â 45,934Â Impact of adopting ASU 2016-1300Â 64Â Balance of allowance at beginning of year51,584Â 45,998Â LOANS CHARGED-OFF:Commercial and industrial30Â 0Â Residential real estate0Â 2Â Consumer and other1,071Â 275Â Total loans charged-off1,101Â 277Â RECOVERIES OF LOANS PREVIOUSLY CHARGED-OFF:Commercial and industrial18Â 59Â Commercial real estate3Â 1,237Â Residential real estate125Â 178Â Consumer and other218Â 111Â Total loans recovered\$364Â \$1,585Â Net loans charged-off (recovered)737Â (1,308)Provision for credit losses related to loans2,212Â 1,239Â Balance of allowance at end of period\$53,059Â \$48,545Â Allowance for credit losses as a percentage of total loans and leases0.92Â %0.91Â %Annualized net charge-offs (recoveries) on loans to average total loans and leases during the period0.03Â %0.05)Â As of JuneÂ 30, 2024, the allowance for credit losses was \$53.1 million and 0.92% of total loans and leases, compared to \$51.6 million and 0.92% of total loans and leases at December 31, 2023 and \$48.5 million and 0.91% of total loans and leases at June 30, 2023. The provision for credit losses for loans was \$1.9 million for the three months ended JuneÂ 30, 2024, compared to \$2.4 million for the same period in 2023. For the six month period ended JuneÂ 30, 2024, the provision for credit losses for loans was \$2.2 million compared to \$1.2 million for the same period in 2023. The provision expense for credit losses for loans is based upon the Company's quarterly evaluation of the appropriateness of the allowance for credit losses. The increase in provision for credit losses for the six month period ended JuneÂ 30, 2024 is mainly driven by loan growth, increases in off-balance sheet reserves as a result of increase in commercial loan pipeline, and the additional reserves for two commercial relationships that were individually evaluated for impairment.Net loan and lease charge-offs for the six months ended JuneÂ 30, 2024 were \$737,000 compared to net recoveries of \$1.3 million for the same period in 2023. The recoveries in the first six months of 2023 were largely related to one commercial relationship.Allowance for Credit Losses on Off-Balance Sheet Credit ExposuresFinancial instruments include off-balance sheet credit instruments, such as commitments to make loans, and commercial letters of credit. The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for off-balance sheet loan commitments is represented by the contractual amount of those instruments. Such financial instruments are recorded when they are funded. The Company records an allowance for credit losses on off-balance

sheet credit exposures, unless the commitments to extend credit are unconditionally cancellable, through a charge to credit loss expense for off-balance sheet credit exposures included in provision for credit loss expense in the Company's consolidated statements of income.⁶² For the three months ended June 30, 2024, the provision for credit losses for off-balance sheet credit exposures was \$308,000 compared to provision credit of \$166,000 for the same period in 2023. For the six month period ended June 30, 2024, the provision for credit losses for off-balance sheet credit exposures was \$814,000 compared to \$189,000 for the same period in 2023. The increase in 2024 over 2023 was largely driven by an increase in commercial loan pipeline. Analysis of Past Due and Nonperforming Loans (In thousands) 6/30/2024 12/31/2023 6/30/2023 Loans 90 days past due and accruing Commercial and industrial \$0.0A \$0.0A Commercial real estate 0.0A 0.0A Residential real estate 0.0A 7.0A Consumer and other 215.1 101.4 27.0 Total loans 90 days past due and accruing \$215.1 \$101.4 \$34.0 Nonaccrual loans Commercial and industrial \$2,921.4 \$2,273.4 \$3,146.4 Commercial real estate 44,104.4 44,450.4 11,655.4 Residential real estate 15,011.4 15,172.4 16,209.4 Consumer and other 217.4 270.4 323.4 Total nonaccrual loans \$62,253.4 \$62,165.4 \$31,333.4 Total nonperforming loans and leases \$62,468.4 \$62,266.4 \$31,367.4 Other real estate owned 80.4 131.4 36.4 Total nonperforming assets \$62,548.4 \$62,397.4 \$31,403.4 Allowance as a percentage of nonperforming loans and leases 84.94% 82.84% 82.84% % Total nonperforming loans and leases as percentage of total loans and leases 1.08% 1.11% 0.59% % Total nonperforming assets as percentage of total assets 0.79% 0.80% 0.41% % Nonperforming assets include loans past due 90 days and accruing, nonaccrual loans, and foreclosed real estate/other real estate owned. Total nonperforming assets of \$62.5 million at June 30, 2024 were down \$151,000, or 0.2% compared to December 31, 2023, and up \$31.1 million, or 99.2% compared to June 30, 2023. The increase in nonperforming loans for the six month period in 2024 compared to the same period in 2023 was mainly due to the addition of one relationship with two commercial real estate properties totaling approximately \$33.3 million included in the office space and mixed use properties portion of the commercial real estate portfolio during the fourth quarter of 2023. Nonperforming assets represented 0.79% of total assets at June 30, 2024, down from 0.80% at December 31, 2023, and up from 0.41% at June 30, 2023. Our peer group's average ratio of nonperforming assets to total assets was 0.42% at March 31, 2024. The Company adopted ASU 2022-02 Financial Instruments - Credit Losses (Topic 326), effective January 1, 2023. This standard eliminated the previous trouble debt restructuring accounting model and replaced it with guidance and disclosure requirements for identifying modifications to loans to borrowers experiencing financial difficulty. Modifications to borrowers experiencing financial difficulty may include interest rate reductions, principal or interest forgiveness, forbearances, term extensions, and other actions intended to minimize economic loss and to avoid foreclosure or repossession of collateral. At June 30, 2024, the Company had \$4.1 million of modifications to borrowers experiencing financial difficulty. In general, the Company places a loan on nonaccrual status if principal or interest payments become 90 days or more past due and/or management deems the collectability of the principal and/or interest to be in question, as well as when required by applicable regulations. Although in nonaccrual status, the Company may continue to receive payments on these loans. These payments are generally recorded as a reduction to principal, and interest income is recorded only after principal recovery is reasonably assured. The ratio of the allowance to nonperforming loans and leases (loans past due 90 days and accruing, nonaccrual loans and restructured troubled debt) was 84.94% at June 30, 2024, compared to 82.84% at December 31, 2023, and 154.76% at June 30, 2023. The Company's nonperforming loans and leases are mostly comprised of collateral dependent loans with limited exposure or loans that require limited specific reserve due to the level of collateral available with respect to these loans and/or previous charge-offs.⁶³ A The Company, through its internal loan review function, identified 15 commercial relationships from the loan portfolio totaling \$23.3 million at June 30, 2024, that were potential problem loans. At December 31, 2023, the Company had identified 17 relationships totaling \$26.0 million that were potential problem loans. Of the 15 relationships at June 30, 2024 that were Substandard, there were 3 relationships that equaled or exceeded \$1.0 million, which in aggregate totaled \$19.9 million, the largest of which was \$16.4 million. The Company continues to monitor these potential problem relationships; however, management cannot predict the extent to which changing economic conditions or other factors may further impact borrowers. These loans remain in a performing status due to a variety of factors, including payment history, the value of collateral supporting the credits, and personal or government guarantees. These factors, when considered in the aggregate, give management reason to believe that the current risk exposure on these loans does not warrant accounting for these loans as nonperforming. However, these loans do exhibit certain risk factors, which have the potential to cause them to become nonperforming. Accordingly, management's attention is focused on these credits, which are reviewed on at least a quarterly basis. Capital Total equity was \$676.1 million at June 30, 2024, an increase of \$6.2 million, or 0.9% from December 31, 2023. A Additional paid-in capital increased by \$1.5 million, or 0.5%, from \$297.2 million at December 31, 2023, to \$298.6 million at June 30, 2024. The increase was primarily attributable to \$1.7 million related to stock-based compensation; partially offset by \$228,000 of deferred director compensation. Retained earnings increased by \$15.1 million, or 3.0% from \$501.5 million at December 31, 2023, to \$516.6 million at June 30, 2024, mainly reflecting a net income of \$32.6 million for the year-to-date period ended June 30, 2024 and dividends of \$17.4 million. Accumulated other comprehensive loss increased from a net loss of \$125.0 million at December 31, 2023, to a net loss of \$135.7 million at June 30, 2024, reflecting a \$11.1 million increase in unrealized losses on available-for-sale debt securities due to changes in market interest rates; and a \$414,000 decrease related to post-retirement benefit plan. Cash dividends paid in the first six months of 2024 totaled approximately \$17.4 million, or \$1.21 per common share, representing 53.5% of year to date 2024 earnings through June 30, 2024, flat compared to cash dividends of \$17.4 million, or \$1.20 per common share paid in the first six months of 2023. Cash dividends per share during the first six months of 2024 were up 0.8% over the same period in 2023. A The Company and its subsidiary bank are subject to various regulatory capital requirements administered by Federal bank regulatory agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material adverse effect on the Company's business, results of operation and financial condition. Under capital adequacy guidelines and the regulatory framework for prompt corrective action (PCA), banks must meet specific guidelines that involve quantitative measures of assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. Capital amounts and classifications of the Company and its subsidiary banks are also subject to qualitative judgments by regulators concerning components, risk weightings, and other factors. Quantitative measures established by regulation to ensure capital adequacy require the maintenance of minimum amounts and ratios of common equity Tier 1 capital, Total capital and Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets. Management believes that the Company and its subsidiary bank meet all capital adequacy requirements to which they are subject.⁶⁴ The following table provides a summary of the Company's capital ratios as of June 30, 2024. A Regulatory Capital Analysis June 30, 2024 Actual Minimum Capital Required - Basel III Fully Phased-In Well Capitalized Requirement (dollar amounts in thousands) Amount Ratio Amount Ratio Amount Ratio Total Capital (to risk weighted assets) \$774,060.4 13.26% \$613,166.4 10.50% % \$613,166.4 10.00% % Tier 1 Capital (to risk weighted assets) 716,453.4 12.27% 496,372.4 8.50% 467,174.4 8.00% % Tier 1 Common Equity (to risk weighted assets) 716,453.4 12.27% 408,777.4 7.00% 379,579.4 6.50% % Tier 1 Capital (to average assets) 716,453.4 9.15% 313,107.4 4.00% 391,384.4 5.00% % As of June 30, 2024, the Company's capital ratios exceeded the minimum required capital ratios plus the fully phased-in capital conservation buffer, and the minimum required capital ratios for well capitalized institutions. The capital levels required to be considered well capitalized, presented in the above table, are based upon prompt corrective action regulations, as amended to reflect the changes under Basel III Capital Rules. Total capital as a percent of risk weighted assets decreased to 13.3% at June 30, 2024, compared with 13.4% at December 31, 2023. Tier 1 capital as a percent of risk weighted assets declined to 12.3% at June 30, 2024 compared to 12.4% at December 31, 2023. Tier 1 capital as a percent of average assets was 9.2% at June 30, 2024, up from 9.1% as of December 31, 2023. Common equity Tier 1 capital was 12.3% at June 30, 2024, down from 12.4% at December 31, 2023. As of June 30, 2024, the capital ratios for the Company's subsidiary bank also exceeded the minimum required capital ratios for well capitalized institutions, plus the fully phased-in capital conservation buffer. In 2020, U.S. Federal regulatory authorities issued an interim final rule that provides banking organizations that adopted CECL during the 2020 calendar year with the option to delay for two years the estimated impact of CECL on regulatory capital relative to regulatory capital determined under the prior incurred loss methodology, followed by a three-year transition period to phase out the aggregate amount of the capital benefit provided during the initial two-year delay (i.e., a five-year transition in total). In connection with our adoption of CECL on January 1, 2020, we elected to utilize the five-year CECL transition. A Deposits and Other Liabilities Total deposits of \$63.3 billion at June 30, 2024 were down \$114.0 million or 1.8% compared to December 31, 2023, and were down \$168.8 million, or 2.6% from June 30, 2023. The decrease from year-end 2023 was in noninterest-bearing deposits, which were down \$63.4 million or 3.3%; money market and savings, which were down \$31.8 million or 0.9%; and time deposits, which were down \$18.7 million, or 1.9%. The most significant source of funding for the Company is core deposits. The Company defines core deposits as total deposits less time deposits of \$250,000 or more, brokered deposits, municipal money market deposits, and reciprocal deposit relationships with municipalities. Core deposits decreased by \$67.2 million, or 1.3% from year-end 2023, to \$5.1 billion at June 30, 2024. Core deposits at June 30, 2024 were down \$161.3 million, or 3.1% from June 30, 2023. Core deposits represented 81.5% of total deposits at June 30, 2024, compared to 81.1% of total deposits at December 31, 2023 and 81.9% at June 30, 2023. A The Company uses both retail and wholesale repurchase agreements. Retail repurchase agreements are arrangements with local customers of the Company, in which the Company agrees to sell securities to the customer with an agreement to repurchase those securities at a specified later date. Retail repurchase agreements totaled \$36.0A million at June 30, 2024, and \$51.0A million at December 31, 2023. Management generally views retail repurchase agreements as an alternative to large time deposits. A The Company's other borrowings totaled \$773.6 million at June 30, 2024, up \$171.5 million, or 28.5% from \$602.1 million at December 31, 2023. Borrowings at June 30, 2024 consisted of \$454.3 million in overnight FHLB advances and \$319.3 million of FHLB term advances, compared to \$477.1 million in FHLB overnight advances and \$125.0 million of FHLB term advances at year end 2023. Of the \$319.3 million in FHLB term advances at June 30, 2024, \$254.3 million is due to mature in less than one year and \$65.0 million is due to mature in over one year.⁶⁵ Liquidity The objective of liquidity management is to ensure the availability of adequate funding sources to satisfy the demand for credit, deposit withdrawals, and business investment opportunities. The Company's large, stable core deposit base and strong capital position are the foundation for the Company's liquidity position. The Company uses a variety of resources to meet its liquidity needs, which include deposits, cash and cash equivalents, short-term investments, cash flow from lending and investing activities, repurchase agreements, and borrowings. The Company's Asset/Liability Management Committee monitors asset and liability positions of the Company's subsidiary bank individually and on a combined basis. The Committee reviews periodic reports on liquidity and interest rate sensitivity positions. Comparisons with industry and peer groups are also monitored. The Company's strong reputation in the communities it serves, along with its strong financial condition, provides access to numerous sources of liquidity as described below. Management believes these diverse liquidity sources provide sufficient means to meet all demands on the Company's liquidity that are reasonably likely to occur. Management measures liquidity, including the level of cash, unencumbered securities, and the availability of dependable borrowing sources. The Board has set a policy limit stating that reliable sources of liquidity should remain in excess of 6% of total assets. The ratio was 17.3% at June 30, 2024 compared to 18.3% of assets at December 31, 2023. A Core deposits, discussed above under "Deposits and Other Liabilities", are a primary and low cost funding source obtained primarily through the Company's branch network. In addition to core deposits, the Company uses non-core funding sources to support asset growth. These non-core funding sources include time deposits of \$250,000 or more, municipal money market deposits, reciprocal deposits, bank borrowings, securities sold under agreements to repurchase and overnight and term advances from the FHLB. Rates and terms are the primary determinants of the mix of these funding sources. Non-core funding sources of \$2.0 billion at June 30, 2024 increased \$109.8 million, or 5.9% as compared to December 31, 2023. Non-core funding sources, as a percentage of total liabilities, were 27.4% at June 30, 2024, compared to 26.1% at December 31, 2023. A Non-core funding sources may require securities to be pledged against the underlying liability. Securities held with a carrying value of \$1.1 billion at June 30, 2024 and \$1.0 billion at December 31, 2023, were either pledged or sold under agreements to repurchase. Pledged securities represented 59.1% of total securities at June 30, 2024, compared to 54.8% of total securities at December 31, 2023. A Cash and cash equivalents totaled \$70.9 million as of June 30, 2024 which decreased from \$79.5 million at December 31, 2023. Short-term investments, consisting of securities due in one year or less, increased from \$98.7 million at December 31, 2023, to \$143.2 million at June 30, 2024. A Cash flow from the loan and investment portfolios provides a significant source of liquidity. These assets may have stated maturities in excess of one year, but have monthly principal reductions. Total mortgage-backed securities, at fair value, were \$704.1 million at June 30, 2024 compared with \$766.1 million at December 31, 2023. Outstanding principal balances of residential mortgage loans, consumer loans, and leases totaled approximately \$1.7 billion at June 30, 2024, up \$13.2 million, or 0.8% compared with December 31, 2023. Aggregate amortization from monthly payments on these assets provides significant additional cash flow to the Company. The Company's liquidity is enhanced by ready access to national and regional wholesale funding sources including Federal funds purchased, repurchase agreements, brokered deposits, and FHLB advances. Through its subsidiary bank, the Company has borrowing relationships with the FHLB and correspondent banks, which provide secured and unsecured borrowing capacity. As members of the FHLB, the Company can use certain unencumbered mortgage-related assets and securities to secure borrowings from the FHLB. At June 30, 2024, the established borrowing capacity with the FHLB was \$1.4 billion, or 17.3% of total assets, with available unencumbered mortgage-related assets of \$661.8 million. Additional assets may also qualify as collateral for FHLB advances, upon approval of the FHLB. Through various programs at the Federal Reserve Bank, the Company has the ability to use certain unencumbered mortgage-related assets and securities to secure borrowings from the Federal Reserve Bank's Discount Window. At June 30, 2024 the available borrowing capacity with the Federal Reserve Bank was \$137.7 million, secured by loans. In addition to the available borrowing lines at the FHLB and Federal Reserve Bank, the Company maintains \$553.3 million of unencumbered securities which could be pledged to further enhance secured borrowing capacity. Non-GAAP Disclosure The following table includes disclosure of non-GAAP financial measures. Tangible common equity, a non-GAAP financial measure, is total stockholders' equity less intangible assets. Tangible book value per share, a non-GAAP financial measure, is tangible equity divided by total shares issued and outstanding. These measures adjust common equity per share to exclude the effects of goodwill and intangible amortization expense on earnings, equity, and capital. The Company believes the non-GAAP measures provide meaningful comparisons of our underlying operational performance and facilitate management's and investors' assessments of business and performance trends in comparison to others in the financial services industry. These non-66 GAAP financial measures should be considered as supplemental in nature and not as a substitute for the related financial information prepared in accordance with GAAP. Tangible book value per share as presented herein may be different from non-GAAP financial measures used by other companies, and may not be comparable to similarly titled measures reported by other companies. Reconciliation of Tangible Book Value Per Share (Non-GAAP) to Common Equity Book Value Per Share (GAAP) Quarter-Ended Year-ended (In thousands, except share and per share data) 06/30/2024 12/31/2023 Total common equity \$674,630.4 \$668,522.4 Less: Goodwill and intangibles 93,847.94,003.4 Tangible common equity (Non-GAAP) \$580,783.54,519.4 Ending shares outstanding 14,395,204.4 14,405,920.4 Common equity per share \$46.86 \$46.41 A Tangible book value per share (Non-GAAP) \$40.35 \$39.88 A Item 3. Quantitative and Qualitative Disclosure About Market Risk A Interest rate risk is the primary market risk category associated with the Company's operations. Interest rate risk refers to the volatility of earnings caused by changes in interest rates. The Company manages interest rate risk using income simulation to measure interest rate risk inherent in its on-balance sheet and off-balance sheet financial instruments at a given point in time. The simulation models are used to estimate the potential effect of interest rate shifts on net interest income for future periods. Each quarter the Company's Asset/Liability Management Committee reviews the simulation results to determine whether the exposure of net interest income to changes in interest rates remains within Board-approved levels. The Committee also considers strategies to manage this exposure and incorporates these strategies into the investment and funding decisions of the Company. The Company uses derivatives to manage various risks and to accommodate the business requirements of its customers. Additional information on derivatives is available in "Note 14 Derivatives and Hedging Activities" in the Notes to Consolidated Financial Statements in Part I, "Financial Statements" of this Report on Form 10-Q. The Company's Board of Directors has set a policy that interest rate risk exposure will remain within a range whereby net interest income will not decline by more than 10% in one year as a result of a 100 basis point parallel change in rates. Based upon the most recent simulation analysis performed as of May 31, 2024, a 200 basis point parallel upward change in interest rates over a one-year time frame would result in a one-year decrease in net interest income from the base case of approximately 5.6%, while a 200 basis point parallel decline in interest rates over a one-year period would result in a one year increase in net interest income of 5.6% from the base case. This simulation assumes no balance sheet growth, no changes in balance sheet mix, deposit rates move in a manner that reflects the historical relationship between deposit rate movement and changes in Federal funds rate, and no management action to address balance sheet mismatches. The decrease in net interest income in the rising rate scenario is a result of the balance sheet showing a more liability sensitive position over a one-year time horizon. As such, in the short-term net interest income is expected to trend slightly below the base assumption, as upward adjustments to rate sensitive deposits and short-term funding outpace increases to asset

yields which are concentrated in intermediate to longer-term products. As intermediate and longer-term assets continue to reprice/adjust into higher rate environment and funding costs stabilize, the simulation shows net interest income is expected to trend upwards.The down 200 basis point scenario increases net income in the first year as a result of the Company's assets repricing downward to a lesser degree than the rates on the Company's interest-bearing liabilities, mainly deposits and overnight borrowings. The model assumes that prepayments accelerate in the down interest rate environment resulting in additional pressure on asset yields as proceeds are reinvested at lower rates.The most recent simulation of a base case scenario, which in addition to the above assumptions, also assumes interest rates remain unchanged from the date of the simulation, reflects net interest income trending higher over the next 24 months, with a 12% increase in net interest income in year two of the simulation as compared to year one.Although the simulation model is useful in identifying potential exposure to interest rate movements, actual results may differ from those modeled as the repricing, maturity, balance sheet mix, and prepayment characteristics of financial instruments may change to a different degree than modeled. In addition, the model does not reflect actions that management may employ to manage the Company's interest rate risk exposure. The Company's current liquidity profile, capital position, and growth 67 prospects, offer a level of flexibility for management to take actions that could offset some of the negative effects of unfavorable movements in interest rates. Management believes the current exposure to changes in interest rates is not significant in relation to the earnings and capital strength of the Company.In addition to the simulation analysis, management uses an interest rate gap measure. The table below is a Condensed Static Gap Report, which illustrates the anticipated repricing intervals of assets and liabilities as of June 30, 2024. The Company's one-year net interest rate gap was a negative \$749.8 million, or 9.53% of total assets at June 30, 2024, compared with a negative \$836.6 million, or 10.70% of total assets at December 31, 2023. A negative gap position exists when the amount of interest-bearing liabilities maturing or repricing exceeds the amount of interest-earning assets maturing or repricing within a particular time period. This analysis suggests that the Company's net interest income contains a higher degree of risk in a rising rate environment over the next 12 months. An interest rate gap measure could be affected by external factors such as a rise or decline in interest rates, loan or securities prepayments, and deposit withdrawals.Condensed Static Gap - June 30, 2024Repricing Interval (In thousands)Total0-3 months3-6 months6-12 monthsCumulative 12 monthsInterest-earning assets\$17,590,985A \$1,261,139A \$339,435A \$623,907A \$2,224,481A Interest-bearing liabilities5,241,957A 2,442,785A 249,776A 281,729A 2,974,290A Net gap position\$(1,181,646)\$89,659A \$342,178A \$(749,809)Net gap position as a percentage of total assets(15.02)%1.14A %4.35A %(9.53)%A 1A Balances of available securities are shown at amortized costA Item 4. Controls and ProceduresA Evaluation of Disclosure Controls and ProceduresThe Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of June 30, 2024. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this Report on Form 10-Q, the Company's disclosure controls and procedures were effective.Changes in Internal Control Over Financial ReportingThere were no changes in the Company's internal control over financial reporting that occurred during the quarter ended June 30, 2024, that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.PART II - OTHER INFORMATIONItem 1. Legal ProceedingsA The Company is subject to various claims and legal actions that arise in the ordinary course of conducting business. As of June 30, 2024, management, after consultation with legal counsel, does not anticipate that the aggregate ultimate liability arising out of litigation pending or threatened against the Company or its subsidiaries will be material to the Company's consolidated financial position. On at least a quarterly basis, the Company assesses its liabilities and contingencies in connection with such legal proceedings. Although the Company does not believe that the outcome of pending litigation will be material to the Company's consolidated financial position, it cannot rule out the possibility that such outcomes will be material to the consolidated results of operations for a particular reporting period in the future.A Item 1A. Risk FactorsA There have been no material changes in the risk factors previously disclosed under Item 1A. in the Company's Annual Report on Form 10-K, for the fiscal year ended December 31, 2023.68 Item 2. Unregistered Sales of Equity Securities and Use of ProceedsA Issuer Purchases of Equity SecuritiesTotal Number of Shares PurchasedAverage Price Paid Per ShareTotal Number of Shares Purchased as Part of Publicly Announced Plans or ProgramsMaximum NumberA of Shares that May Yet Be Purchased under the Plans or Programs(a)(b)(c)(d)April 1, 2024 through April 30, 20242,817A \$47.77A 0A 400,000A May 1, 2024 through May 31, 20243,043A 48.89A 0A 400,000A June 1, 2024 through June 30, 2024252A 45.36A 0A 400,000A Total6,112A \$48.23A 0A 400,000A Included in the table above are 2,817 shares purchased in April 2024, at an average cost of \$47.77, and 1,115 shares purchased in May 2024, at an average cost of \$49.97, by the trustee of the rabbi trust established by the Company under the Company's Stock Retainer Plan For Eligible Directors of Tompkins Financial Corporation and Participating Subsidiaries, which were part of the director deferred compensation under that plan. In addition, the table includes 1,928 shares delivered to the Company in May 2024 and 252 shares in June 2024 at an average cost of \$48.26 and \$45.36, respectively to satisfy mandatory tax withholding requirements upon vesting of restricted stock under the Company's 2019 Equity Plan.On July 20, 2023, the Company's Board of Directors authorized a share repurchase plan (the 2023 Repurchase Plan) under which the Company may repurchase up to 400,000 shares of the Company's common stock over the 24 months following adoption of the plan. Shares may be repurchased from time to time under the 2023 Repurchase Plan in open market transactions at prevailing market prices, in privately negotiated transactions, or by other means in accordance with federal securities laws, and the repurchase program may be suspended, modified or terminated by the Board of Directors at any time for any reason. As of June 30, 2024, no shares have been repurchased under the 2023 Repurchase Plan.Recent Sales of Unregistered SecuritiesA On April 4, 2024, we issued an aggregate of 1,090 shares of our common stock to non-employee members of our Board of Directors who elected to receive all or a portion of their quarterly director retainer fees in Company stock pursuant to the Company's Second Amended and Restated Retainer Plan For Eligible Directors of Tompkins Financial Corporation and Its Wholly-Owned Subsidiaries (the "Director Retainer Plan"). These shares were valued based on the closing market price per share of our common stock of \$47.45 on April 4, 2024, for an aggregate value of \$51,721. The shares were issued to our non-employee directors in private transactions exempt from registration pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended.A Item 3. Defaults Upon Senior SecuritiesA NoneA Item 4. Mine Safety DisclosuresA Not applicableItem 5. Other InformationA (a)NoneA (c)None69 Item 6. ExhibitsA EXHIBIT INDEXA Exhibit NumberDescription3.1Amended and Restated Certificate of Incorporation of the Company, incorporated herein by reference to Exhibit 3(i) to the Company's Form 10-Q, filed with the Commission on August 11, 2008.3.2Second Amended and Restated Bylaws of the Company, incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Commission on January 31, 2011.4.1Form of Specimen Common Stock Certificate of the Company, incorporated herein by reference to Exhibit 4 to the Company's Registration Statement on Form 8-A (No. 0-27514), filed with the Commission on December 29, 1995.10.1Supplemental Executive Retirement Agreement, dated May 7, 2024, between Tompkins Financial Corporation and David M. DeMilia (filed herewith).31.1Certification of Principal Executive Officer as required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended (filed herewith).32.1Certification of Principal Executive Officer as required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, 18 U.S.C. Section 1350 (filed herewith).32.2Certification of Principal Financial Officer as required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, 18 U.S.C. Section 1350A (filed herewith).101INS**The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document101 SCH**Inline XBRL Taxonomy Extension Schema Document101 CAL**Inline XBRL Taxonomy Extension Calculation Linkbase Document101 DEF**Inline XBRL Taxonomy Extension Definition Linkbase Document101 LAB**Inline XBRL Taxonomy Extension Label Linkbase Document101 PRE**Inline XBRL Taxonomy Extension Presentation Linkbase Document104Cover Page Interactive Data File - the cover page interactive data file does not appear in the interactive data file because its XBRL tags are embedded with the inline XBRL document.* Denotes management contract or compensatory plan or arrangement** Attached as Exhibit 101 to this report are the following formatted in Inline XBRL (eXtensible Business Reporting Language): (i) Consolidated Statements of Condition as of June 30, 2024 and December 31, 2023; (ii) Consolidated Statements of Income for the three and six months ended June 30, 2024 and 2023; (iii) Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2024 and 2023; (iv) Consolidated Statements of Cash Flows for the six months ended June 30, 2024 and 2023; (v) Consolidated Statements of Changes in Shareholders' Equity for the three and six months ended June 30, 2024 and 2023; and (vi) Notes to Unaudited Consolidated Financial Statements.70 SIGNATURES A 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.A Date: August 08, 2024 A TOMPKINS FINANCIAL CORPORATIONA By: /s/ Stephen S. RomaineA A Stephen S. RomaineA A President and Chief Executive OfficerA A (Principal Executive Officer)A A By: /s/ Matthew D. TomazinA A Matthew D. TomazinA A Executive Vice President, Chief Financial Officer, and TreasurerA (Principal Financial Officer)A A 71 EX-10.1 2 tmp2-04-06x30ex101.htm EX-10.1 DocumentExhibit 10.1SUPPLEMENTAL EXECUTIVE RETIREMENT AGREEMENTThis Supplemental Executive Retirement Agreement (the "Agreement") is entered into effective,2024 by Tompkins Financial Corporation, with offices at 118 E. Seneca St., Ithaca, New York 14850, and David M. DeMilia, residing at [address] (the "Executive"). The Executive and the Company are sometimes referred to herein individually as a Party and together as the Parties.A PREAMBLEThe principal objective of this Agreement is to ensure the payment of competitive levels of retirement income to the Executive, who has been determined to be a key executive of Tompkins Financial Corporation and its subsidiaries, in order to retain and motivate such Executive, on the terms and conditions described herein. Therefore, for good and valuable consideration, including without limitation the supplementary benefits under this Agreement, the receipt and sufficiency of which is acknowledged, the Parties desire to enter into this Agreement.SECTION I. DEFINITIONS1.1. Board of Directors means the Board of Directors of Tompkins Financial Corporation.1.2. Cause means (a) the conviction of the Executive by a court of competent jurisdiction of a crime which constitutes a felony under any state or federal law, (b) an act by the Executive which in the reasonable opinion of the Board of Directors constitutes an intentional theft of property of the Company or its subsidiaries, (c) the willful and continued failure or refusal of the Executive to perform his duties, or (d) gross negligence or willful misconduct on the part of the Executive (as determined by the Board of Directors in its reasonable discretion).1.3. Code means the Internal Revenue Code of 1986, as amended.11.4. Committee means the Compensation Committee of the Board of Directors, which has been given authority by the Board of Directors to administer this Agreement.1.5. Company means Tompkins Financial Corporation.1.6. Compensation has the meaning set forth in Section 7.1(b).1.7. Disabled means that by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than twelve (12) months, the Executive is unable to engage in any substantial gainful activity.1.8. Intentionally Omitted.1.9. Earnings means the Executive's annual base salary (which excludes, among other things, any bonuses/incentive payments, profit sharing, benefits, fringe or other supplemental income).1.10. Excise Tax has the meaning set forth in Section 7.1(c).1.11. Good Reason exists in the event of (i) a material diminution in the Executive's base compensation, authority, duties or responsibilities; (ii) a material change in the geographic location at which the Executive is required to perform the duties of the Executive's position; or (iii) a material breach of this Agreement by the Company or its successor, or of any other agreement pursuant to which the Executive provides services for the Company or its successor, provided the Executive gives written notice to the Company or its successor, as applicable, within ninety (90) days of the initial existence of the condition described in (i), (ii) or (iii), above, and the Company or its successor fails to remedy such condition within thirty (30) days after receipt of such notice. For the avoidance of doubt, for purposes of this Agreement, a resignation by the Executive for Good Reason shall be treated as an involuntary termination of the Executive's employment.21.12. Interest Rate means the Prime Rate as published in The Wall Street Journal on the first business day of the calendar year in which the interest is accrued; in the event that The Wall Street Journal does not publish a Prime Rate, the Committee is authorized to select a comparable rate or method of interest calculation, which rate or method shall be adopted by the Committee in its sole discretion.1.13. Prohibited Activity is an activity in which the Executive, directly or indirectly (a) comes to own, manage, operate, control, provide services to, be employed by or participate in the ownership, management, operation or control of, or be connected in any other manner with, any financial services business (but which shall exclude Executive's ownership of less than 1% of any class of equity or debt security of a publicly-traded financial services business), (b) solicits customers of the Company or any of its subsidiaries to reduce or stop doing business with the Company or any of its subsidiaries, or initiates any customer contact, for any reason, except for social contact with customers with whom Executive has a long-standing social or familial relationship, and such contact leads to the Company's loss of business or business opportunities, or (c) solicits employees of the Company or any of its subsidiaries to leave such employment, or offers employment to employees of the Company or any of its subsidiaries, or initiates any employee contact, for any reason, except for social contact with employees with whom Executive has a long-standing social or familial relationship, and such contact leads to the Company's loss of such employee's services.1.14. Qualifying Disability has the meaning set forth in Section 6.1.15. Qualifying Termination has the meaning set forth in Section 4.2.1.16. Release has the meaning set forth in Section 8.11.17. Release Date has the meaning set forth in Section 8.11.18. Restricted Area means located within, or actively directing marketing efforts within, twenty-five (25) miles of any location of the Company or any of its subsidiaries.31.19. Retirement Age has the meaning set forth in Section 2.2.1.20. Retirement Benefit Freeze has the meaning set forth in Section 2.1.21. Retirement Date has the meaning set forth in Section 2.2.1.22. Senior Leadership Team means the group of employees of the Company consisting of officers of the Company within the meaning of Section 16(a) of the Securities Exchange Act of 1934, as amended, and 17 C.F.R. A 240.16a-2.1.23. SERP Account or the Account means an account maintained under this Agreement on or after the effective date.1.24. Vested means the Executive is eligible to receive a retirement benefit hereunder because he has attained age 63 while still under the employment of the Company.SECTION II. ELIGIBILITY FOR BENEFITS2.1. Eligibility. The Executive is eligible to participate in this Agreement by designation of the Board of Directors, in its sole discretion. The Board of Directors may determine, in its sole discretion, that the Executive should cease to continue accruing retirement benefits under this Agreement (a Retirement Benefit Freeze), and, in such event, the Board of Directors shall notify the Executive in writing of such determination. Such determination shall not reduce the then-accrued retirement benefit of the Executive under this Agreement, as follows. The Executive will remain entitled to receive, in accordance with Section 3.1, the balance of his SERP Account, determined as of the date of the Retirement Benefit Freeze, which shall continue to be credited with the addition of interest until the date the balance of his SERP Account has been completely distributed. A Retirement Benefit Freeze will not impair Executive's rights under Section 7 (Change in Control) except as expressly set forth herein.2.2. Retirement Date. The Executive is eligible to retire under this Agreement and receive a benefit under Section 3.1 beginning on his Retirement Date which is the later of: (a) the first day of the month following the month in which the Executive becomes Vested and reaches age sixty-three (63) (which age is referred to as the Retirement Age herein), or (b) the first day of the month following the month in which the Executive terminates employment with the Company, so long as he is Vested on such date; for clarity, failure to satisfy the Vesting requirement means that no Retirement Date shall have occurred hereunder and Executive shall not be entitled to a retirement benefit hereunder, unless the Qualifying Termination provisions of Section 4.2 or the Qualifying Disability provisions of Section 6.1 apply. Payments shall commence on the first day of the year following such Retirement Date. Immediately prior to the first payment following Retirement Date, the value of Executive's SERP Account shall be recalculated by multiplying the balance by an adjustment factor according to the following schedule: Attained Age at Time of Retirement Date Adjustment Factor 6380% 6490% 65 and later 100% 2.3. Termination; Prohibited Activity. (a) Involuntary Termination. Anything herein to the contrary notwithstanding, (i) if within two (2) years after involuntary termination (including resignation with Good Reason), the Executive engages in a Prohibited Activity in the Restricted Area (without prior authorization given by the Committee in writing), or (ii) if the Executive is discharged by the Company or its subsidiaries for Cause, then in either case payments otherwise payable under this Agreement to the Executive or the Executive's beneficiary or beneficiaries will, in the sole discretion of the Committee, be forfeited and the Company will have no further obligation under this Agreement to the Executive or the Executive's beneficiary or beneficiaries. (b) Voluntary Termination. Anything herein to the contrary notwithstanding, no benefits are payable under this Agreement if the Executive engages in a Prohibited Activity at any time before, during or after his voluntary resignation (unless otherwise expressly authorized by the Committee in writing, and except in the case of Prohibited Activity that begins more than two (2) years after a resignation with Good Reason). (c) Executive Choice. Executive acknowledges and agrees that following his termination, he has a choice of either: Engaging in a Prohibited Activity and forfeiting the post-employment benefits payable under this Agreement; or, Accepting the post-employment benefits payable under this Agreement and not engaging in Prohibited Activities. Executive further agrees that as a key senior leader of the Company, Executive provides services to the Company which are unique, special, or extraordinary; and that Company makes strategic business decisions, as well as decisions regarding

business succession planning and recruitment, in reliance on Executive's commitment to provide his services exclusively to Company. In light of all of these factors, Executive agrees that the restrictions (and associated forfeiture provisions) of this Section 2.3 are reasonable and justified to protect the Company's business interests. (For clarity, no post-employment benefits are payable following termination for Cause, nor following involuntary termination without Cause before Executive attains the age of fifty-eight (58); therefore, this Agreement does not restrict Executive's ability to engage in Prohibited Activities following such events.)

SECTION III. AMOUNT AND FORM OF RETIREMENT BENEFIT

3.1.SERP Benefit. The Executive's SERP Account will be credited annually with a sum equal to 16% of Earnings as of the annual contribution date. The first credit to the Executive's SERP Account will be made on the date this agreement is executed. For years thereafter, the annual contribution date will occur on each February 6th that the Executive remains a member of the Senior Leadership Team of Tompkins Financial Corporation (or is otherwise determined to be a key executive by the Committee in its sole discretion), and the annual credit amount will be credited to the Executive's SERP Account as a cash amount in United States Dollars. Executive will be notified in writing by the Committee if it makes a determination that the Executive has not satisfied the above-referenced key executive standard in a given year. No contributions described in this paragraph will be credited to the Executive's SERP Account after the Executive has attained age 65. The SERP Account will be credited with the addition of interest, to be accrued during each quarter and to be credited to such Account on the first business day following the end of such quarter, on the basis of the day weighted average balance in such Account during each quarter, at an annual rate equal to the Interest Rate. Interest credited to the SERP Account shall be compounded quarterly. Any amounts payable to Executive under this Agreement will be deducted from the SERP Account and shall be paid in annual installments by the Company on the first business day of each calendar year following the Executive's Retirement Date. Such payments shall be paid, pursuant to the Executive's election, in at least five (5) annual installments, but no more than twenty (20) annual installments (election must be in whole years only). The Executive's election shall be made in writing upon execution of this Agreement, and such election is irrevocable. In the absence of a duly executed and delivered written election by the Executive at the time of execution of this Agreement, payments of the SERP Account shall be made in five (5) annual installments. The amount of each payment shall be determined by dividing the value of the SERP Account immediately prior to such payment by the number of payments remaining to be paid. The final installment payment shall be equal to the balance of the SERP Account on such date. Notwithstanding the above, in the event the Executive is determined to be a specified employee as such term is defined in Treasury Regulations §1.409A-1(i), then any benefit otherwise payable on or before the date which is six (6) months after the Executive's termination of employment date shall be delayed until the earlier of the Executive's date of death or the first (1st) day of the seventh (7th) month after the Executive's termination of employment date; provided, however, that such delay is only required for benefits constituting nonqualified deferred compensation under Code Section 409A, and the delay will apply only to those benefits that are not exempt from Code Section 409A. The Committee shall have the sole discretion to select the date on which the specified employee's determination is made for purposes of determining specified employee status or effective dates, so long as such date is compliant with Code Section 409A. Payments thereafter will be made as scheduled in accordance with this Section 3.1 assuming there had been no 6-month delay.

3.2. Death Benefit. (a) Upon the death of the Executive after the commencement of the Executive's retirement benefit (that is, the first date on which the Executive receives a payment hereunder), the Executive's named beneficiary or beneficiaries shall be paid the remaining value of the SERP Account in one single lump sum, subject to the reduction described in Section 2.2. (b) If the Executive is Vested at the time of his death, then upon the death of the Executive prior to the commencement of the Executive's retirement benefit (that is, the first date on which the Executive receives a payment hereunder), the Executive's named beneficiary or beneficiaries shall be paid the remaining value of the SERP Account in one single lump sum, subject to the reduction described in Section 2.2. No such payment shall be made if the Executive is not Vested at the time of his death. (c) If Executive's named beneficiary or beneficiaries have predeceased Executive, the benefit under this Section 3.2 will be paid to the Executive's estate. (d) The Executive shall be permitted to designate one or more beneficiaries by completing and delivering a Benefit and Beneficiary Designation Form in the form attached hereto as Exhibit A (Election Form) to the Committee. Any beneficiary designation made on an Election Form shall supersede any beneficiary designation made by any preceding Election Form as may have been delivered by the Executive to the Committee. For the avoidance of doubt, in the event that the Executive delivers an Election Form to the Committee indicating an intent to make a change in the timing or form of payment of any benefit under this Agreement which is not permitted to be made under the terms and conditions of this Agreement, any beneficiary designation made on such Election Form shall be binding, notwithstanding the invalidity of such payment election.

SECTION IV. PAYMENT OF RETIREMENT BENEFITS

4.1. [Reserved.]

4.2. Termination. A A A Notwithstanding any contrary provision herein, if (i) the Executive terminates employment voluntarily before becoming Vested, or (ii) the Executive is terminated by the Company without Cause before Executive attains the age of fifty-eight (58), or (iii) if Executive is terminated by the Company for Cause at any time, then in any such case, the Company shall have no obligation to pay, and the Executive shall have no right to receive, any retirement benefit under this Agreement whatsoever. In the event of the Executive's involuntary termination of employment (other than for Cause) on or after the attainment of age fifty-eight (58), or resignation with Good Reason on or after the attainment of age fifty-eight (58) (each, a Qualifying Termination), the benefit payable to the Executive shall be determined as set forth in Section 3.1 (but discounted as set forth below), and payments shall commence on the first day of the year following such Qualifying Termination. Immediately prior to the first payment following a Qualifying Termination, the value of Executive's SERP Account shall be recalculated by multiplying the balance by an adjustment factor according to the following schedule:

Attained Age at Time of Qualifying Termination	Adjustment Factor
58-59	58.30%
60	59.40%
61	60.50%
62	62.70%
63	63.80%
64	64.90%
65 and later	100%

4.3. Health-Related Leave of Absence. A A A Provided there is a reasonable expectation that the Executive will return to perform services for the Company at the same professional level of performance as existed prior to the leave of absence (an Expected Return), the Committee may determine that the Executive has not separated from service for purposes of this Agreement during a leave of absence of up to twenty-nine (29) months, if such leave of absence is due to any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than six months, and such impairment causes the Executive to be unable to perform the duties of his position or any substantially similar position (a Qualified Impairment). For clarity, even if a Qualified Impairment and Expected Return exist, the Committee is not obligated to defer the Executive's separation from service during this period, and (subject to applicable federal and state law pertaining to medical leaves of absence) the Committee may instead elect to involuntarily terminate the Executive's employment (other than for Cause) under Section 4.2 during this period. The determination as to the existence or absence of such Qualified Impairment will be made by an independent physician identified by the Company, and the determination as to the existence or absence of an Expected Return will be made by the Committee in its sole discretion. For purposes of this Agreement, if the Executive is treated as not having experienced a separation from service with the Company on account of the application of this Section 4.3 during a leave of absence, the Executive will be deemed to have experienced a separation from service, if the Executive has not recommenced employment with the Company or an affiliate of the Company, effective as of the earliest of: (i) the expiration of twenty-nine (29) months after commencement of the leave of absence; (ii) if the Executive retains one or more rights to reemployment under applicable law or by contract during the leave of absence, the expiration or termination of rights; and (iii) the Company ceasing to have a reasonable expectation that the Executive will return to employment with the Company.

SECTION V. DEATH BENEFITS PAYABLE

5.1. Death Benefit. Other than the death benefit under Section 3.2, no death benefits are payable under this Agreement.

SECTION VI. DISABILITY BENEFITS PAYABLE

6.1. Disability Benefit. In the event that the Executive becomes Disabled, as determined by an independent physician identified by the Company, before attaining age fifty-eight (58), the Company shall have no obligation to pay, and the Executive shall have no right to receive, any retirement benefit under this Agreement whatsoever. In the event that the Executive becomes Disabled, as determined by an independent physician identified by the Company (other than at a time when facts and circumstances exist under which the Company could, and does, terminate the Executive's employment for Cause) at any time on or after the attainment of age fifty-eight (58) (a Qualifying Disability), the Executive shall be entitled to the benefit payable to the Executive as set forth in Section 3.1 (but discounted as set forth below), and payments shall commence on the first day of the year following the year in which the Executive attains Social Security normal retirement age. The value of Executive's SERP Account shall be recalculated as of the date the Qualifying Disability began by multiplying the balance on such date by an adjustment factor according to the following schedule:

Attained Age at first day of Qualifying Disability	Adjustment Factor
58-59	58.30%
60	59.40%
61	60.50%
62	62.70%
63	63.80%
64	64.90%
65 and later	100%

SECTION VII. CHANGE IN CONTROL

7.1. Change in Control. (a) In the event of a Change in Control, as defined in Section 7.2, of the Company, the Executive shall be deemed to have completed service to age 65 and shall be 100 percent Vested in the benefit under this Agreement, and the retirement benefit described in Section 3.1 shall commence at the Executive's Retirement Date. The Executive shall not be entitled to the accelerated service completion set forth in this subsection following a Retirement Benefit Freeze, unless the effective date of such Retirement Benefit Freeze occurs within the two-year period 12 months immediately prior to announcement of the Change in Control and, in such event, the Executive shall remain so entitled. (b) In the event of a Change in Control of the Company, if the employment of the Executive is thereafter involuntarily terminated without Cause, or if the Executive voluntarily terminates employment for Good Reason (i) within two (2) years after a Change in Control, or (ii) in anticipation of a Change in Control which then occurs within two (2) years, then the Executive shall receive a benefit, in addition to any benefit under Section 3 of this Agreement, under this Section 7.1(b). The benefit under this Section 7.1(b) shall be the continuation of the Executive's Compensation, as defined below, for a period of three (3) years (payable in accordance with the Company's or its successor's regular payroll procedures for executive employees, but in any event not less frequently than monthly), plus continuation of all employee welfare benefits that the Executive was participating in (health insurance, disability insurance, life insurance and the like) immediately prior to the Change in Control (or cash in an amount equal to the value of the Company's or its successor's contributions for such welfare benefits to the extent that the Executive is no longer eligible to participate in such programs); provided, however, that, for purposes of this Section 7.1(b), the amount of the Executive's Compensation taken into account shall be reduced by (20%) if the Executive has attained age sixty-one (61), by 40% if the Executive has attained age sixty-two (62), by 60% if the Executive has attained age sixty-three (63), by 80% if the Executive has attained age sixty-four (64), and by 100% if the Executive has attained age sixty-five (65), with all such age determinations made as of the date of the Executive's termination of employment. The continuation of the Executive's employee welfare benefits under this Section 7.1(b) shall be on the same terms and conditions (subject to the aforementioned substitution of cash in lieu of benefit plan participation to the extent the Executive is ineligible therefor) as such employee welfare benefits are offered to other similarly situated executive employees of the Company or of its successor, as applicable, and such continuation shall be for a three-year period even if there is no continuation payment of the 13 Executive's Compensation because of the 100% reduction under the preceding sentence. For purposes of this Section VII only, the term "Compensation" shall mean the Executive's base pay (at the rate in effect immediately prior to the Change in Control) plus the Executive's bonus and profit sharing compensation (which for this purpose shall be the average of the Executive's bonus and profit sharing compensation earned for the two (2) most recently completed fiscal years of the Company immediately preceding the Change in Control). (c) In the event it shall be determined that any payment or distribution by the Company to or for the benefit of the Executive under this Section VII (whether paid or payable or distributed or distributable pursuant to the terms of this Agreement or otherwise) would be subject to the excise tax imposed by Section 4999 of the Code, including any successor to such statute of like import (the "Excise Tax"), then the amount of the benefit otherwise payable under Section 7.1(b), if any, shall be reduced, but not below zero, to the maximum amount upon which no such Excise Tax is imposed. (d) For purposes of this Section 7.1, the proper amounts, if any, of the Excise Tax and the adjustment under Section 7.1(c) to eliminate the Excise Tax shall be determined in the first instance by the Company. Within forty-five (45) days of being provided with written notice of any such determination, the Executive may provide written notice to the Committee of any disagreement, in which event the amounts, if any, of the Excise Tax and any adjustment under Section 7.1(c) shall be determined by independent tax counsel selected by the Company's independent auditors. The determination of the Company (or, in the event of disagreement, the tax counsel selected) shall be final.

7.2. For purposes of this Section VII, a Change in Control shall be deemed to have occurred upon the earliest of the following: (i) the date of acquisition by any one person, or more than one person acting as a group (as defined in Treasury Regulations §1.409A-3(i)(5)(v)(B)), of stock of the Company that, together with stock held by such person or group, constitutes more than fifty percent (50%) of the total fair market value or total voting power of the stock of the Company; 14 provided, however, that if any one person, or more than one person acting as a group, is considered to own more than fifty percent (50%) of the total fair market value or total voting power of the stock of the Company, the acquisition of additional stock by the same person or persons shall not be deemed to result in a Change in Control; (ii) the date a majority of members of the Company's Board of Directors is replaced during any twelve-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board of Directors before the date of the appointment or election; or (iii) the date that any one person, or more than one person acting as a group, acquires (or has acquired during the twelve-month period ending on the date of the most recent acquisition by such person or persons) assets from the Company that have a total gross fair market value of more than seventy percent (70%) of the total gross fair market value of all of the assets of the Company immediately before such acquisition or acquisitions; provided, however, that transfers of assets of the Company of any value to a related person or entity as described in Treasury Regulations §1.409A-3(i)(5)(v)(B) shall not be deemed to result in a Change in Control.

SECTION VIII. MISCELLANEOUS

8.1. Termination, Amendment and Subsequent Deferrals. The Committee may, in its sole discretion, terminate, suspend or amend this Agreement at any time or from time to time, in whole or in part; provided, however, that no termination, suspension or amendment of this Agreement will, without the written consent of the Executive or the Executive's beneficiary or beneficiaries (if the Executive is not then living), reduce the Executive's right or the right of the Executive's beneficiary or beneficiaries to receive or continue receiving a benefit accrued at the time of the termination, suspension or amendment in accordance with this Agreement. The Parties agree that a Retirement Benefit Freeze, as described in Section 2.1, shall not be deemed a reduction of rights requiring consent hereunder. A termination or suspension of this Agreement shall not result in the acceleration of any benefit provided pursuant to this Agreement except as 15 permitted in connection with a plan termination satisfying the conditions set forth in Treasury Regulations §1.409A-3(j)(ix), where the Committee decides to accelerate such benefit in accordance with the requirements of such regulation. If the Executive is not, at the effective date of the termination or suspension of this Agreement, entitled to a benefit under this Agreement, the Executive shall not become entitled to any such benefit merely by reason of such termination or suspension.

8.2. Subsequent Deferral Elections. The Executive may make an election to defer the timing of a Retirement Benefit payment after making his initial payment election under Section 3.1 (if any) only if the change complies with Treasury Regulations §1.409A-2(b)(1) (the Subsequent Deferral Rules). In the event that an Executive wishes to elect to defer payment commencement beyond his Retirement Date, he must provide written notice thereof to the Committee (the Deferral Notice) at least one (1) year prior to his Retirement Date, or such longer notice period as may then be required under the Subsequent Deferral Rules. The Deferral Notice shall be irrevocable and shall specify the date on which the Executive wishes to begin receiving payment of the deferred Retirement Benefits, and such deferred payment date must be at least five (5) years later than the date the payment otherwise would have been made, or such other period as may then be required under the Subsequent Deferral Rules. Partial deferrals will not be permitted and the Company may refuse to honor the Deferral Notice if, in the reasonable opinion of the Company's external legal counsel, the Deferral Notice does not comply with the Subsequent Deferral Rules, or is otherwise reasonably likely to adversely affect the Company under the Subsequent Deferral Rules.

8.3. No Employment Agreement; Entire Agreement. Nothing contained herein will confer upon the Executive the right to be retained in the service of the Company or its subsidiaries, nor will it interfere with the right of the Company or its subsidiaries to discharge or otherwise deal with the Executive without regard to the existence of this Agreement. This Agreement (which expressly includes the Preamble), together with those certain agreements expressly referred to 16 herein, constitute the sole and entire agreement of the Parties with respect to the subject matter of this Agreement, and supersedes all prior and contemporaneous understandings, agreements, representations and warranties, both written and oral, with respect to the subject matter.

8.4. Unfunded Arrangement. The benefits under this Agreement are unfunded, and the Company will make benefit payments solely on a current disbursement basis from the Company's general assets. Notwithstanding anything herein to the contrary, the Executive and the Executive's beneficiary or beneficiaries shall have the status of general unsecured creditors of the Company.

8.5. Assignment. To the maximum extent permitted by law, no benefit under this Agreement shall be assignable or made subject by Executive in any manner to alienation, sale, transfer, claims of Executive's creditors, pledge, attachment or encumbrances of any kind.

8.6. Rules. The Committee may adopt rules and regulations to assist it in the administration of this Agreement. This Agreement shall be administered and construed entirely in the discretion of the Committee and the Board of Directors, as applicable.

8.7. Information. The Executive shall receive a copy of this Agreement and the Committee will make available for inspection by the Executive a copy of any rules and regulations used by the Committee in administering this Agreement.

8.8. Construction. The masculine gender, where appearing in this Agreement, will be deemed to include the feminine gender,

and the singular may include the plural, unless the context clearly indicates the contrary. For purposes of complying with Code Section 409A, or any successor to such statute of like import, it is acknowledged that no benefit payments may be made under this Agreement prior to the Executive's termination of employment with the Company, that the payment of benefits pursuant to this Agreement may not be accelerated by the Company or the Executive, and that there are no elections provided under the Agreement to defer compensation or to delay a payment of benefits other than in the case of an election made pursuant to the Subsequent Deferral Rules, as described in Section 8.1.178.9. Controlling Law. This Agreement is established under and will be construed according to the laws of the State of New York, without regard for principles of conflicts of law. Notwithstanding the foregoing, this Agreement shall be construed consistent with the requirements of Code Section 409A, the regulations promulgated thereunder and other official guidance relating thereto such that the operation or terms of this Agreement do not result in the inclusion in income of any amount under such Code provision. For purposes of this Agreement, any term hereunder relating to the Executive's termination of employment, the Executive terminating employment, the Executive being terminated or similar expression shall be deemed to refer to a separation from service, as defined in Treasury Regulations §1.409A-1(h). If an amount is to be paid under this Agreement in two or more installments, each installment shall be treated as a separate payment for purposes of Code Section 409A.8.10. Legal Expenses. A A A If the Executive/Executive's beneficiary or beneficiaries under this Agreement are the substantially prevailing party in a final judicial determination, then the Company shall pay, upon request and documentation thereof (and not later than ninety (90) days after receipt of such request and documentation), all reasonable legal fees and expenses which the Executive/Executive's beneficiary or beneficiaries may incur as a result of the Company contesting the validity or enforceability of any provision of this Agreement or any claim by the Executive/Executive's beneficiary or beneficiaries under this Agreement.8.11. Disputes & Severability. In the event of any dispute after the occurrence of a Change in Control (as defined in Section 7.2) between the Company and the Executive with respect to the Executive's rights to any payment under this Agreement, the Company shall pay all disputed amounts to the Executive in the time and manner otherwise specified by this Agreement, and, if it is finally judicially determined that the Executive was not entitled to all or a portion of such disputed amounts, the Executive shall repay to the Company the amount to which the Executive was not entitled, together with interest thereon at the judgment rate of interest then applicable in New York State. If any term or provision of this Agreement is invalid, illegal or unenforceable in 18any jurisdiction, such invalidity, illegality or unenforceability shall not affect any other term or provision of this Agreement or invalidate or render unenforceable such term or provision in any other jurisdiction. Upon a determination that any term or provision is invalid, illegal or unenforceable, the court may modify this Agreement to effect the original intent of the Parties as closely as possible in order that the transactions contemplated hereby be consummated as originally contemplated to the greatest extent possible.8.12. Release. (a) In connection with Executive's receipt of the retirement benefit described in Section 3.1, the Executive shall execute (and not revoke) a standard, customary form of release agreement (the "Release"), including without limitation the following terms: Pursuant to the Release, the Executive, on behalf of himself and his heirs, shall agree to waive any and all claims he or they have, had, or may have had, in each case as of the date the Executive signs the Release, in connection with his employment by the Company or its affiliates, as against the Company, its affiliates, and its and their directors and employees, other than claims arising out of the Company's breach of its obligations under this Agreement. The Release will not prohibit or restrict the Executive (or Executive's attorney) from initiating communications directly with, or responding to any inquiry from, or providing testimony before, any self-regulatory organization or any state or federal regulatory authority regarding the Company or the facts or circumstances of Executive's employment with the Company. (b) The Release must be given no more than ninety (90) days following the Executive's employment termination, with sufficient time to allow applicable revocation period(s) to expire before the end of such ninety- (90-) day period (the final day of such 90-day period to be the "Release Date"). Except as set forth in Section 8.12(c), should the Executive fail to return to the Company the executed Release on or before the Release Date, the Executive shall forfeit all benefits then unpaid that otherwise would have been payable to the Executive pursuant to this Agreement. If any amount would, under another provision of this Agreement, be payable 19on or prior to the Release Date, notwithstanding such other provision, such benefit shall not be payable until the first business day following the Release Date. (c) If Executive is continuously incapacitated from the date of his separation from service with the Company through the Release Date, the requirements of Section 8.11 shall be waived.8.13. Post-Employment Consulting. A A A Following the Executive's termination, if the Company requests, and Executive agrees, that Executive provide occasional services not exceeding 20% of the average level of services provided by Executive, whether as an employee or independent contractor, prior to his termination over the immediately preceding 36 months (or, if the Executive has been providing services for less than 36 months, over such shorter period), the provision of such limited services shall not extend the date of the Executive's termination for purposes of this Agreement.8.14. Non-Disparagement. The Executive agrees and covenants that he will not at any time make, publish or communicate to any person or entity or in any public forum any defamatory or disparaging remarks, comments, or statements concerning the Company or its businesses, or any of its employees or directors. This Section 8.14 does not, in any way, restrict or impede the Executive from exercising protected rights to the extent that such rights cannot be waived by agreement or from complying with any applicable law or regulation or a valid order of a court of competent jurisdiction or an authorized government agency. This section does not prohibit or restrict the Executive (or Executive's attorney) from initiating communications directly with, or responding to any inquiry from, or providing testimony before, any self-regulatory organization or any state or federal regulatory authority regarding the Company or the facts or circumstances of Executive's employment with the Company. The Company agrees and covenants that it shall cause its officers and directors to refrain from making any defamatory or disparaging remarks, comments, or statements concerning the Executive to any third parties. In the event of the Executive's violation, at any time, of his commitment under this Section 8.14, the Executive will, 20in the discretion of the Committee, forfeit all benefits then unpaid that otherwise would have been payable to the Executive pursuant to this Agreement.8.15. Tax Matters. (a) The Company shall have the right to withhold from any payment made under this Agreement, any federal, state, or local income, payroll, and/or other taxes required by law to be withheld and to take such other action as the Committee may deem advisable to enable the Company to satisfy its obligations for the withholding and remittance of taxes and other tax obligations relating to this Agreement. (b) The Executive hereby irrevocably consents to the Company reporting to the Internal Revenue Service and other governmental authorities of such information about the Executive's participation in this Agreement and the benefits afforded to the Executive under this Agreement, as required by applicable law. (c) Neither the Company nor the Committee has made or hereby makes any representation or warranty to the Executive about the tax treatment of any benefit or other sum described in this Agreement or the application of the Code, the Employee Retirement Income Security Act of 1974 (as amended), or any other provision of applicable law to this Agreement or any such benefit or sum. The Executive has relied exclusively on independent counsel and tax advisers in evaluating such matters and in deciding to enter into this Agreement.8.16. Notices. Any notices, requests, demands, or other communication required or permitted to be given to a Party under this Agreement shall be deemed given if personally delivered or if mailed, postage prepaid, by certified mail, return receipt requested, to the Party at the address listed below, or at such other address as one such Party may by written notice specify to the other.21(a) if to the Company: Tompkins Financial Corporation Attn.: Compensation Committee 118 East Seneca Street, Ithaca, New York 14850 (b) if to the Executive, to the address of the Executive first set forth above. 22IN WITNESS WHEREOF, this Agreement has been executed this 7th day of May, 2024. TOMPKINS FINANCIAL CORPORATION By: /s/ Stephen S. Romaine Name: Stephen S. Romaine A A A Title: President & Chief Executive Officer/s/ David M. DeMilia David M. DeMilia, Individually 23 Exhibit A SUPPLEMENTAL EXECUTIVE RETIREMENT AGREEMENT Form of Benefit and Beneficiary Designation Form As an Executive participating in a Supplemental Executive Retirement Agreement with Tompkins Financial Corporation, I hereby elect the following form of benefit payment for any and all retirement benefits due pursuant to this Agreement: Payment in _____ annual installments (minimum of 5 installments, maximum of 20 installments, no partial installments). As an Executive participating in a Supplemental Executive Retirement Agreement with Tompkins Financial Corporation, I hereby designate the following beneficiary/beneficiaries to receive my death benefits due under the Agreement. Beneficiary: A A A Name: A A A Relationship to Executive: A A A Social Security Number: A A A Date of Birth: A A A Home Address: A A A Executive's Signature: A A A Witness's Signature: A A A Spouse's Signature (if waiving right to benefits under this Agreement): A A A Date: A A A Witness's Signature: A A A 24 EX-31.1 3 tmp2024-06x30ex311.htm EX-31.1 Document Exhibit 31.1A CERTIFICATION A I, Stephen S. Romaine, certify that: A 1. I have reviewed this quarterly report on Form 10-Q of Tompkins Financial Corporation; A 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; A 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; A 4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: A (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; A (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; A (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and A (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's "fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and A 5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions): A (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and A (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting. A Date: August 08, 2024 A A /s/ Stephen S. Romaine A Stephen S. Romaine A President and Chief Executive Officer A (Principal Executive Officer) A A EX-31.2 4 tmp2024-06x30ex312.htm EX-31.2 Document Exhibit 31.2 CERTIFICATION A I, Matthew D. Tomazin, certify that: A 1. I have reviewed this quarterly report on Form 10-Q of Tompkins Financial Corporation; A 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; A 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; A 4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: A (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; A (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; A (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and A (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's "fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and A 5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions): A (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and A (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting. A Date: August 08, 2024 A A /s/ Matthew D. Tomazin A Matthew D. Tomazin A Executive Vice President, Chief Financial Officer, and Treasurer A (Principal Financial Officer) A EX-32.1 5 tmp2024-06x30ex321.htm EX-32.1 Document Exhibit 32.1 CERTIFICATION A In connection with the filing of the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2024 (the "Report") by Tompkins Financial Corporation (the "Company"), the undersigned, as the Chief Executive Officer of the Company, hereby certifies pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge: A The Report fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934; and A The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. A August 08, 2024 A A /s/ Stephen S. Romaine A Stephen S. Romaine A President and Chief Executive Officer A (Principal Executive Officer) A EX-32.2 6 tmp2024-06x30ex322.htm EX-32.2 Document Exhibit 32.2 CERTIFICATION A In connection with the filing of the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2024 (the "Report") by Tompkins Financial Corporation (the "Company"), the undersigned, as the Chief Financial Officer of the Company, hereby certifies pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge: A The Report fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934; and A The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. A August 08, 2024 A A /s/ Matthew D. Tomazin A Matthew D. Tomazin A Executive Vice President, Chief Financial Officer, and Treasurer A (Principal Financial Officer) A EX-101.SCH 7 tmp-20240630.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover Page link: presentationLink link: calculationLink link: definitionLink link: definitionLink 9952151 - Statement - CONSOLIDATED STATEMENTS OF CONDITION link: presentationLink link: calculationLink link: definitionLink 9952152 - Statement - CONSOLIDATED STATEMENTS OF CONDITION (Parenthetical) link: presentationLink link: calculationLink link: definitionLink 9952153 - Statement - CONSOLIDATED STATEMENTS OF INCOME link: presentationLink link: calculationLink link: definitionLink 9952154 - Statement - CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME link: presentationLink link: calculationLink link: definitionLink 9952155 - Statement - CONSOLIDATED STATEMENTS OF CASH FLOWS link: presentationLink link: calculationLink link: definitionLink 9952156 - Statement - CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY link: presentationLink link: calculationLink link: definitionLink 9952157 - Statement - CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (Parenthetical) link: presentationLink link: calculationLink link: definitionLink 9952158 - Disclosure - Business link: presentationLink link: calculationLink link: definitionLink 9952159 - Disclosure - Basis of Presentation link: presentationLink link: calculationLink link: definitionLink 9952160 - Disclosure - Securities link: presentationLink link: calculationLink link: definitionLink 9952161 - Disclosure - Loans and Leases link: presentationLink link: calculationLink link: definitionLink 9952162 - Disclosure - Allowance for Credit Losses link: presentationLink link: calculationLink link: definitionLink 9952163 - Disclosure - Earnings Per Share link: presentationLink link: calculationLink link: definitionLink 9952164 - Disclosure - Other Comprehensive Income (Loss) link: presentationLink link: calculationLink link: definitionLink 9952165 - Disclosure - Employee Benefit Plans link: presentationLink link: calculationLink link: definitionLink 9952166 - Disclosure - Other Income and Operating Expense link: presentationLink link: calculationLink link: definitionLink 9952167 - Disclosure - Revenue Recognition link: presentationLink link: calculationLink link: definitionLink 9952168 - Disclosure - Financial Guarantees link: presentationLink link: calculationLink link: definitionLink 9952169 - Disclosure - Segment and Related Information link: presentationLink link: calculationLink link: definitionLink 9952170 - Disclosure - Fair Value Measurements link: presentationLink link: calculationLink link: definitionLink 9952171 - Disclosure - Derivatives and Hedging Activities link: presentationLink link: calculationLink link: definitionLink 9954471 - Disclosure - Basis of Presentation (Policies) link: presentationLink link: calculationLink link: definitionLink 9954472 - Disclosure - Securities (Tables) link: presentationLink link: calculationLink link: definitionLink

9954473 - Disclosure - Loans and Leases (Tables) link:presentationLink link:calculationLink link:definitionLink 9954474 - Disclosure - Allowance for Credit Losses (Tables) link:presentationLink link:calculationLink link:definitionLink 9954475 - Disclosure - Earnings Per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 9954476 - Disclosure - Other Comprehensive Income (Loss) (Tables) link:presentationLink link:calculationLink link:definitionLink 9954477 - Disclosure - Employee Benefit Plans (Tables) link:presentationLink link:calculationLink link:definitionLink 9954478 - Disclosure - Other Income and Operating Expense (Tables) link:presentationLink link:calculationLink link:definitionLink 9954479 - Disclosure - Revenue Recognition (Tables) link:presentationLink link:calculationLink link:definitionLink 9954480 - Disclosure - Segment and Related Information (Table) link:presentationLink link:calculationLink link:definitionLink 9954481 - Disclosure - Fair Value Measurements (Tables) link:presentationLink link:calculationLink link:definitionLink 9954482 - 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Net (Decrease) Increase in Cash and Cash Equivalents Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect PPP loans PPP Loans [Member] PPP Loans Loan Restructuring Modification [Axis] Loan Restructuring Modification [Axis] Net gain on sale of loans originated for sale Gain (Loss) on Sales of Loans, Net Internal Credit Assessment [Axis] Internal Credit Assessment [Axis] Hedged items Change in Unrealized Gain (Loss) on Hedged Item in Fair Value Hedge Leases Finance Leases Finance Leases Portfolio Segment [Member] Trading Symbol Trading Symbol Segment Reporting Information [Line Items] Segment Reporting Information [Line Items] Fair Value Debt Securities, Held-to-Maturity, Unrealized Loss Position, Fair Value Net gains (losses) on equity securities Equity Securities, FV-NI, Realized Gain (Loss) Subtotal comprehensive income attributable to noncontrolling interests and Tompkins Financial Corporation Total Comprehensive Income Comprehensive Income (Loss), Net of Tax, Including Portion Attributable to Noncontrolling Interest All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Tax (Expense) Benefit OCI, Debt Securities, Available-for-Sale, Gain (Loss), after Adjustment, Tax [Abstract] Employee benefit plans Accumulated Defined Benefit Plans Adjustment Including Portion Attributable to Noncontrolling Interest [Member] Non-NEOs Non-NEOs [Member] Schedule of basic and diluted earnings per share Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Cash dividends (in dollars per share) Common Stock, Dividends, Per Share, Declared Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Cash paid during the year forA - Taxes Income Taxes Paid, Net Weighted average shares outstanding, includingA unvested stock-based compensation awards (in shares) Weighted Average Number of Shares Issued, Basic Pay vs Performance Disclosure [Line Items] Other income Noninterest Income, Other Interest on nonaccrual loans Financing Receivable, Nonaccrual, Interest Income Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Fair Value Debt Securities, Held-to-Maturity, Fair Value, Maturity [Abstract] Business Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] SERP Benefits Supplemental Employee Retirement Plan [Member] Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Restricted stock activity (in shares) Stock Issued During Period, Shares, Restricted Stock Award, Net of Forfeitures Schedule of derivative instruments in statement of financial position, fair value Schedule of Derivative Instruments in Statement of Financial Position, Fair Value [Table Text Block] Fair Value Measurements Fair Value Disclosures [Text Block] Net unrealized losses Other Comprehensive Income (Loss), before Tax Change in net unrealized loss during the period OCI, Debt Securities, Available-for-Sale, Unrealized Holding Gain (Loss), before Adjustment, after Tax Award Timing Disclosures [Line Items] Financial Asset, Aging [Axis] Financial Asset, Aging [Axis] Other, net Increase (Decrease) in Other Operating Assets and Liabilities, Net Other borrowings Other borrowings Other Borrowings Technology expense Technology Expense Represents software licensing and maintenance expenses. Schedule of allowance for loan and lease losses segregated by originated and acquired loan and lease portfolios and by portfolio segment Financing Receivable, Allowance for Credit Loss [Table Text Block] Other Performance Measure, Amount Other Performance Measure, Amount Financing Receivable, Past Due [Table] Financing Receivable, Past Due [Table] Portion at Fair Value Measurement Portion at Fair Value Measurement [Member] Other expenses Other expenses Represents other expenses classified under noninterest expenses. Risk Participation Agreement Risk Participation Agreement [Member] Risk Participation Agreement Debt Securities, Held-to-maturity [Table] Debt Securities, Held-to-Maturity [Table] (Increase) decrease in accrued interest receivable Increase (Decrease) in Interest Payable, Net Net Interest Income Interest Income (Expense), Operating Pass Pass [Member] Indirect Indirect Loans [Member] Indirect Loans [Member] Held-to-maturity debt securities Interest Income, Debt Securities, Held-to-Maturity Accrued interest receivable Interest Receivable Fixed Rate Loans Fixed Rate Loans [Member] Fixed Rate Loans Partial repurchase of noncontrolling interest Noncontrolling Interest, Decrease from Redemptions or Purchase of Interests FINANCING ACTIVITIES Net Cash Provided by (Used in) Financing Activities, Continuing Operations [Abstract] Available-for-sale securities sold Debt Securities, Available-for-Sale, Sold at Par Value Realized losses on available-for-sale debt securities Debt Securities, Available-for-Sale, Realized Loss Revenue from Contract with Customer [Abstract] Revenue from Contract with Customer [Abstract] Service cost Defined Benefit Plan, Service Cost Entity Tax Identification Number Entity Tax Identification Number Prior Financing Receivable, Excluding Accrued Interest, Originated, More than Five Years before Current Fiscal Year Retirement Plan Type [Axis] Retirement Plan Type [Axis] Provision (credit) for credit loss expense Financing Receivable, Credit Loss, Expense (Reversal), Including Off-Balance Sheet Portion Financing Receivable, Credit Loss, Expense (Reversal), Including Off-Balance Sheet Portion Operating Segments Operating Segments [Member] Class of Financing Receivable [Domain] Class of Financing Receivable [Domain] Net Cash Provided by Operating Activities Net Cash Provided by (Used in) Operating Activities Subtotal Insurance Revenues Total Insurance Revenues [Member] Total Insurance Revenues [Member] Treasury Stock Treasury Stock, Common [Member] Selling and closing costs as percentage of appraised value Fair Value Measurements, Selling And Closing Costs As Percentage Of Appraised Value Fair Value Measurements, Selling And Closing Costs As Percentage Of Appraised Value U.S. Treasuries US Treasury Securities [Member] Schedule of activity in accumulated other comprehensive income (loss) and amounts reclassified out of each component of accumulated other comprehensive (loss) income Schedule of Accumulated Other Comprehensive Income (Loss) [Table Text Block] Accounting Standards Update 2022-02 Accounting Standards Update 2022-02 [Member] Intercompany Intersegment Eliminations [Member] Net shares issued related to restricted stock awards Proceeds From Issuance Of Shares Under Incentive And Share Based Compensation Plans Excluding Stock Options, Net Of Tax Withholdings Proceeds From Issuance Of Shares Under Incentive And Share Based Compensation Plans Excluding Stock Options, Net Of Tax Withholdings Equity Components [Axis] Equity Components [Axis] Award Timing Method Award Timing Method [Text Block] Net periodic benefit (income) cost Defined Benefit Plan, Net Periodic Benefit Cost (Credit) Total Debt Securities, Available-for-Sale, Maturity, Allocated and Single Maturity Date, Amortized Cost Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Gain or (loss) on fair value hedging relationships in Subtopic 815-20 Discontinuation of Fair Value Hedge Accounting [Abstract] Available-for-sale securities Debt Securities, Available-for-Sale Measurement Frequency [Axis] Measurement Frequency [Axis] Card services income Fees and Commissions, Credit Cards 1 Fees and Commissions, Credit Cards 1 Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Schedule of Federal Home Loan Bank Advances, by Branch of FHLB Bank [Table] Federal Home Loan Bank, Advance, Branch of FHLBank [Table] Derivative assets, notional amount Derivative Asset, Notional Amount Insider Trading Policies and Procedures [Line Items] Obligations of U.S. states and political subdivisions US States and Political Subdivisions Debt Securities [Member] Fee Income Derivative Instruments, Fee Income Derivative Instruments, Fee Income Adjustment to Compensation, Amount Adjustment to Compensation Amount Additional paid-in capital Additional Paid in Capital, Common Stock Compensation Amount Outstanding Recovery Compensation Amount Diluted Earnings Per Share, Diluted [Abstract] Payment Delay Payment Deferral [Member] Net excess tax (expense) benefit from stock based compensation Net Excess Tax Benefit From Stock Based Compensation Net Excess Tax Benefit From Stock Based Compensation Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Entity Small Business Entity Small Business Company Selected Measure Amount Company Selected Measure Amount Geographical [Axis] Geographical [Axis] Revolving Loans Converted to Term Financing Receivable, Excluding Accrued Interest, Revolving, Converted to Term Loan Proceeds from maturities, calls and principal paydowns of available-for-sale debt securities Proceeds from Maturities, Prepayments and Calls of Debt Securities, Available-for-Sale Tabular List, Table Tabular List [Table Text Block] Level 3 Significant unobservable inputs (Level 3) Fair Value, Inputs, Level 3 [Member] Mortgages Mortgages Residential Mortgage [Member] Common stock repurchased and returned to unissued status Stock Repurchased During Period, Value Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] Insurance Insurance Segment [Member] Information pertaining to the company-identified insurance segment. Debt Securities, Available-for-sale [Line Items] Debt Securities, Available-for-Sale [Line Items] Antidilutive securities excluded from computation of earning per share (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Employee Benefit Plans Compensation and Employee Benefit Plans [Text Block] NONINTEREST EXPENSE Noninterest Expenses Noninterest Expense [Abstract] Consumer and other Consumer and Other Consumer and Other Consumer And Other Portfolio Segment [Member] Consumer And Other Portfolio Segment [Member] Other Income and Operating Expense Other Operating Income and Expense [Text Block] Trust and Asset Management Trust And Asset Management [Member] Trust And Asset Management [Member] Revolving Loans Amortized Cost Basis Financing Receivable, Excluding Accrued Interest, Revolving Fair Value Debt Securities, Available-for-Sale, Unrealized Loss Position Charge-offs Financing Receivable, Allowance for Credit Loss, Writeoff Cash and cash equivalents at beginning of period Total Cash and Cash Equivalents at End of Period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Amortization of net retirement plan actuarial loss Other Comprehensive Income (Loss), Defined Benefit Plan, Gain (Loss), Reclassification Adjustment from AOCI, after Tax Revolving Loans Amortized Cost Basis Financing Receivable, Excluding Accrued Interest, Revolving, Writeoff Schedule of Accounts, Notes, Loans and Financing Receivable [Table] Accounts and Financing Receivables [Table] Commissions and Fees Commissions and Fees [Member] Commissions and Fees [Member] Net amortization on securities Accretion (Amortization) of Discounts and Premiums, Investments Equity securities, at fair value (amortized cost \$766 at JuneÂ 30, 2024 and \$787 at December 31, 2023) Equity securities, at fair value Equity Securities, FV-NI, Current Available-for-sale debt securities Interest And Dividend Income, Debt Securities, Available-for-sale, Operating Interest And Dividend Income, Debt Securities, Available-for-sale, Operating Contract assets related to contingent income Contract With Customer, Asset, Related To Contingent Income Contract With Customer, Asset, Related To Contingent Income Goodwill Goodwill Schedule of Held-to-maturity Securities [Line Items] Schedule of Held-to-Maturity Securities [Line Items] Consolidation Items [Axis] Consolidation Items [Axis] ACL Allocation Financing Receivable, Allowance for Credit Loss, Individually Evaluated Residential real estate Residential Real Estate Residential Real Estate Residential Portfolio Segment [Member] Treasury stock, shares (in shares) Treasury Stock, Common, Shares Derivatives designated as hedging instruments Change in Unrealized Gain (Loss) on Fair Value Hedging Instruments Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Schedule of assets measured at fair value on

[illegible]

[Line Items] Derivative Instruments and Hedging Activities Disclosure [Abstract] Three years before current fiscal year Financing Receivable, Excluding Accrued Interest, Year Four, Originated, Three Years before Current Fiscal Year Holdings of FHLBNY, FHLBPITT and ACBB stock, amount of advances Federal Home Loan Bank, Advance, Branch of FHLBank, Amount Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Financial Instruments [Domain] Financial Instruments [Domain] Financial Instruments [Domain] Accounts, Notes, Loans and Financing Receivable [Line Items] Accounts, Notes, Loans and Financing Receivable [Line Items] Schedule of components of net periodic benefit cost Schedule of Net Benefit Costs [Table Text Block] Prior Financing Receivable, Excluding Accrued Interest, Originated, More than Five Years before Current Fiscal Year, Writetoff Western New York Western New York [Member] Western New York [Member] Construction Construction Construction Loans [Member] Unrealized Losses, 12 Months or Longer Debt Securities, Held-to-Maturity, Continuous Unrealized Loss Position, 12 Months or Longer, Accumulated Loss Minimum Minimum [Member] Restatement Determination Date Restatement Determination Date Fair Value Fair Value Estimate of Fair Value Measurement [Member] Adoption Date Trading Arrangement Adoption Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Interest Rate Products Interest Rate Contract [Member] Financing Receivable, Troubled Debt Restructuring [Line Items] Financing Receivable, Modified [Line Items] Due after five years through ten years Debt Securities, Available-for-Sale, Fair Value, Maturity, Allocated and Single Maturity Date, after Year 5 Through 10 Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Derivative Instruments, Gain (Loss) [Line Items] Derivative Instruments, Gain (Loss) [Line Items] Other Other Collateral [Member] Other Collateral [Member] Segments [Axis] Segments [Axis] Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Derivative Instrument [Axis] Derivative Instrument [Axis] Other Income Other Income [Member] Exercise Price Award Exercise Price Other borrowings Interest Expense, Other Net retirement plan prior service cost Accumulated Defined Benefit Plans Adjustment, Net Prior Service Attributable to Parent [Member] Earnings Per Share Earnings Per Share [Text Block] Arrangement Duration Trading Arrangement Duration Net exercise of stock options Stock Issued During Period, Value, Stock Options Exercised TDRs reported during period Financing Receivable, Modified, Subsequent Default Earnings from corporate owned life insurance Earnings From Corporate Owned Life Insurance Earnings From Corporate Owned Life Insurance Tompkins Financial Corporation shareholders' Equity: Equity, Attributable to Parent [Abstract] Fair Value, Less than 12 Months Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, Less than 12 Months Refund of Commissions Refund Of Commissions [Member] Refund Of Commissions [Member] Investments Investments NONINTEREST INCOME Noninterest Income Noninterest Income [Abstract] Derivative Asset, Statement of Financial Position [Extensible Enumeration] Derivative Asset, Statement of Financial Position [Extensible Enumeration] Loans Interest and Fee Income, Other Loans Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Segments [Domain] Segments [Domain] Net unrealized gains/losses / Other comprehensive (loss) income Other Comprehensive Income (Loss), Tax Term Extension Extended Maturity [Member] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] INTEREST AND DIVIDEND INCOME Interest and Dividend Income, Operating [Abstract] All Individuals All Individuals [Member] Term Extension and Interest Rate Reduction Extended Maturity and Interest Rate Reduction [Member] Depreciation and amortization of premises, equipment, and software Depreciation and amortization Other Depreciation and Amortization PEO PEO [Member] Gross Unrealized Losses Debt Securities, Held-to-Maturity, Accumulated Unrecognized Loss U.S. corporate debt securities Debt Security, Corporate, US [Member] Name Trading Arrangement, Individual Name Net Loans and Leases Net loans and leases Financing Receivable, Excluding Accrued Interest, after Allowance for Credit Loss Life and Health Other Postretirement Benefits Plan [Member] Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Other intangible assets, net Other intangibles, net Intangible Assets, Net (Excluding Goodwill) Federal funds purchased and securities sold under agreements to repurchase Fed funds purchased and securities sold under agreements to repurchase Federal Funds Purchased and Securities Sold under Agreements to Repurchase Fair Values Derivatives, Balance Sheet Location, by Derivative Contract Type [Table] Fair Values Derivatives, Balance Sheet Location, by Derivative Contract Type [Table] Receivables [Abstract] Receivables [Abstract] Reporting threshold for other income and operating expenses (percent, greater than) Reporting Threshold For Other Income And Operating Expenses The percentage of aggregate total noninterest income and total noninterest expense above which items of other income and operating expense are presented. Other operating expense Other operating expense Other operating expense Other Noninterest Expense Gross Unrealized Gains Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Gain, before Tax Accrued interest payable Interest Payable Treasury stock, at cost â€” 126,420 shares at JuneÂ 30, 2024, and 132,097 shares at December 31, 2023 Treasury Stock, Common, Value Accrued interest and other assets Interest Receivable and Other Assets Total amounts of income and expense line items presented in the statement of financial performance in which the effects of fair value or cash flow hedges are recorded Gain (Loss) on Fair Value Hedges Recognized in Earnings Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Assets Assets, Fair Value Disclosure [Abstract] Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Performing Performing Financial Instruments [Member] Cash and cash equivalents Cash and Cash Equivalents, Fair Value Disclosure Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Financing Receivable, Troubled Debt Restructuring [Table] Financing Receivable, Modified [Table] Transfer of loans to other real estate owned Transfer Of Loans To Other Real Estate Owned Value of loans transferred to other real estate owned in noncash transactions during the reporting period. Local Phone Number Local Phone Number Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Contract Liabilities/Deferred Revenue Contract Liabilities and Deferred Revenue [Member] Contract Liabilities and Deferred Revenue [Member] Loans originated for sale Payment for Origination and Purchase, Loan, Held-for-Sale Reclassification Adjustment out of Accumulated Other Comprehensive Income on Derivatives [Line Items] Reclassification Adjustment out of Accumulated Other Comprehensive Income on Derivatives [Line Items] Fair value of derivatives in a net liability position Derivative, Net Liability Position, Aggregate Fair Value Revolving Loans Converted to Term Financing Receivable, Excluding Accrued Interest, Revolving, Converted to Term Loan, Writetoff Common stock repurchased and returned to unissued status (in shares) Stock Repurchased During Period, Shares Four years before current fiscal year Financing Receivable, Excluding Accrued Interest, Year Five, Originated, Four Years before Current Fiscal Year Cumulative Effect, Period of Adoption [Domain] Cumulative Effect, Period of Adoption [Domain] Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount of the Hedged Assets/(Liabilities) Hedged Asset, Fair Value Hedge, Cumulative Increase (Decrease) PEO Total Compensation Amount PEO Total Compensation Amount Interest Income Interest Income [Member] Available-for-sale debt securities: Net of Tax OCI, Debt Securities, Available-for-Sale, Gain (Loss), after Adjustment and Tax [Abstract] Net occupancy expense of premises Occupancy, Net Equity securities, at amortized cost Equity Securities, FV-NI, Cost Available-for-sale debt securities, at fair value (amortized cost of \$1,463,965 at JuneÂ 30, 2024 and \$1,548,482 at December 31, 2023) Fair Value Fair Value Debt Securities, Available-for-Sale, Excluding Accrued Interest Income Statement Location [Axis] Statement of Income Location, Balance [Axis] Obligations of U.S. Government sponsored entities Obligations of U.S. Government sponsored entities US Government-sponsored Enterprises Debt Securities [Member] Treasury stock activity Stock Issued During Period, Value, Treasury Stock Reissued Common Stock Common Stock [Member] Measure: Measure [Axis] Interest bearing: Interest-Bearing Deposit Liabilities [Abstract] Increase in accrued interest payable Increase (Decrease) in Accrued Investment Income Receivable Asset Class [Domain] Asset Class [Domain] Tax effective Investments, Write Off, Tax Investments, Write Off, Tax Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Net unrealized losses AOCI, Accumulated Gain (Loss), Debt Securities, Available-for-Sale, Including Noncontrolling Interest [Member] Emerging Growth Company Entity Emerging Growth Company Banking Banking Segment [Member] Banking Segment Segment Reporting [Abstract] Segment Reporting [Abstract] Entity Central Index Key Entity Central Index Key Directors deferred compensation plan Shares Granted, Value, Share-Based Payment Arrangement, after Forfeiture Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Liabilities for off-balance sheet credit exposures at beginning of period Liabilities for off-balance sheet credit exposures at end of period Off-Balance-Sheet, Credit Loss, Liability Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Reclassification adjustment for net realized gain (loss) on sale of available-for-sale debt securities included in net income (loss) Reclassification from Accumulated Other Comprehensive Income, Current Period, before Tax Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Equity Component [Domain] Equity Component [Domain] Financial Instrument [Axis] Financial Instrument [Axis] Segment and Related Information Segment Reporting Disclosure [Text Block] Accounting Standards Update [Extensible Enumeration] Accounting Standards Update [Extensible Enumeration] Net Interest Income After Provision for Credit Loss Expense Interest Income (Expense), after Provision for Loan Loss Net retirement plan actuarial loss Accumulated Defined Benefit Plans Adjustment, Net Gain (Loss) Attributable to Parent [Member] Total Interest and Dividend Income Interest income Interest and Dividend Income, Operating Net (decrease) increase in time deposits Increase (Decrease) in Time Deposits Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income (loss) Amounts reclassified from accumulated other comprehensive (loss) income Reclassification from Accumulated Other Comprehensive Income, Current Period, Net of Tax Stock-based compensation expense APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Professional fees Professional Fees Entity Shell Company Entity Shell Company Measurement Basis [Axis] Measurement Basis [Axis] Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Loans/leases, net Loans Receivable, Fair Value Disclosure Federal Home Loan Bank and other stock FHLB stock and other stock Federal Home Loan Bank Stock and Federal Reserve Bank Stock 30-59 Days Financial Asset, 30 to 59 Days Past Due [Member] Title Trading Arrangement, Individual Title Statement [Table] Statement [Table] Counterparty Name [Axis] Counterparty Name [Axis] Measurement Frequency [Domain] Measurement Frequency [Domain] Less: Net income attributable to noncontrolling interests Comprehensive Income (Loss), Net of Tax, Attributable to Noncontrolling Interest Consolidation Items [Domain] Consolidation Items [Domain] Real Estate Real Estate [Member] Current fiscal year Financing Receivable, Excluding Accrued Interest, Year One, Originated, Current Fiscal Year, Writetoff City Area Code City Area Code Schedule of cash flow hedging instruments, statements of financial performance and financial position, location Schedule of Cash Flow Hedging Instruments, Statements of Financial Performance and Financial Position, Location [Table Text Block] Treasury stock issued (in shares) Stock Issued During Period, Shares, Treasury Stock Reissued Financing Receivable, Past Due [Line Items] Financing Receivable, Past Due [Line Items] Cash paid during the year forÂ - Interest Interest Paid, Excluding Capitalized Interest, Operating Activities Service Charges on Deposit Accounts Service Charges On Deposit Accounts [Member] Service Charges On Deposit Accounts [Member] Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Level 1 Quoted prices in active markets for identical assets (Level 1) Fair Value, Inputs, Level 1 [Member] Stockholders' Equity Note [Abstract] Stockholders' Equity Note [Abstract] One year before current fiscal year Financing Receivable, Excluding Accrued Interest, Year Two, Originated, Fiscal Year before Current Fiscal Year Net gains on the sale of loans originated for sale Gain (Loss) on Disposition of Assets Unrealized Losses Debt Securities, Held-to-Maturity, Unrealized Loss Position, Accumulated Loss Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Due from banks Interest Income, Deposits with Financial Institutions Total Financing Receivable, Excluding Accrued Interest, Allowance for Credit Loss, Writetoff Repurchase of common stock Payments for Repurchase of Common Stock % of Total Class of Loans and Leases Financing Receivable, Excluding Accrued Interest, Modified in Period, to Total Financing Receivables, Percentage Financial Assets: Financial Instruments, Financial Assets, Balance Sheet Groupings [Abstract] Adjustments for New Accounting Pronouncements [Axis] Accounting Standards Update [Axis] Schedule of Segment Reporting Information, by Segment [Table] Schedule of Segment Reporting Information, by Segment [Table] Accumulated Other Comprehensive Income (Loss) [Table] Accumulated Other Comprehensive Income (Loss) [Table] Due after five years through ten years Debt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, after Year 5 Through 10 Corporate owned life insurance Bank Owned Life Insurance Earnings Per Share [Abstract] Earnings Per Share [Abstract] Non-Accrual Financial Assets, Non-Accrual [Member] Financial Assets, Non-Accrual Fair Value Debt Securities, Available-for-Sale, Fair Value, Fiscal Year Maturity [Abstract] Retained earnings Retained Earnings (Accumulated Deficit) Schedule of reclassifications out of accumulated other comprehensive income (loss) Reclassification out of Accumulated Other Comprehensive Income [Table Text Block] Organization, Consolidation and Presentation of Financial Statements [Abstract] Organization, Consolidation and Presentation of Financial Statements [Abstract] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Net Cash Provided by (Used in) Financing Activities Net Cash Provided by (Used in) Financing Activities Earnings from corporate owned life insurance Bank Owned Life Insurance Income Underlying Securities Award Underlying Securities Amount Defined Benefit Plans and Other Postretirement Benefit Plans Disclosures [Table] Defined Benefit Plans and Other Postretirement Benefit Plans Disclosures [Table] Securities Investments in Debt and Marketable Equity Securities (and Certain Trading Assets) Disclosure [Text Block] Net decrease in Federal funds purchased and securities sold under agreements to repurchase Increase (Decrease) in Federal Funds Purchased and Securities Sold under Agreements to Repurchase, Net Cash dividends Dividends, Common Stock, Cash Legal fees Legal Fees Amendment Flag Amendment Flag Carrying Amount Reported Value Measurement [Member] Entity Registrant Name Entity Registrant Name Net gain on sale of bank premises and equipment Gain (Loss) on Disposition of Property Plant Equipment Purchase of corporate owned life insurance Payment to Acquire Life Insurance Policy, Investing Activities OPERATING ACTIVITIES Net Cash Provided by (Used in) Operating Activities, Continuing Operations [Abstract] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Wealth Management Wealth Management Segment [Member] Information pertaining to the company-identified Wealth Management segment. Reclassification out of Accumulated Other Comprehensive Income [Axis] Reclassification out of Accumulated Other Comprehensive Income [Axis] Fair Value as of Grant Date Award Grant Date Fair Value Berks, Montgomery, Philadelphia, Delaware and Schuylkill, Pennsylvania Berks, Montgomery, Philadelphia, Delaware and Schuylkill, Pennsylvania [Member] Berks, Montgomery, Philadelphia, Delaware and Schuylkill, Pennsylvania [Member] Change in net unrealized (loss) gain during the period Other comprehensive income (loss) before reclassifications Other Comprehensive Income (Loss), before Reclassifications, Net of Tax Substandard Substandard [Member] Level 2 Significant other observable inputs (Level 2) Fair Value, Inputs, Level 2 [Member] Due in one year or less Debt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, Year One Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Collateral [Axis] Collateral Held [Axis] EQUITY Equity, Including Portion Attributable to Noncontrolling Interest [Abstract] Geographical [Domain] Geographical [Domain] Net loss on securities transactions Net loss on securities transactions Debt Securities, Available-for-sale, Realized Gain (Loss) On Transactions Debt Securities, Available-for-sale, Realized Gain (Loss) On Transactions Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Schedule of disaggregation of noninterest income, segregated by revenue streams in-scope and out-of-scope of ASC 606 Disaggregation of Revenue [Table Text Block] Entity Address, Postal Zip Code Entity Address, Postal Zip Code Interest Rate Swap Interest Rate Swap [Member] Amortization of amounts previously recognized in accumulated other comprehensive income (loss) Amortization Of Amounts Previously Recognized In Accumulated Other Comprehensive Income Amount after tax and reclassification adjustments, of (increase) decrease in accumulated other comprehensive (income) loss related to pension and other postretirement defined benefit plans. Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Common Stock - par value \$0.10 per share: Authorized 25,000,000 shares; Issued: 14,429,124 at JuneÂ 30, 2024; and 14,441,830 at December 31, 2023 Common Stock, Value, Issued Total Past Due Financial Asset, Past Due [Member] Individually evaluated for impairment Financing Receivable, Individually Evaluated for Credit Loss Allowance for Loan and Lease Losses (Roll Forward) Allowance for Loan and Lease Losses (Roll Forward) Other employee benefits Other Postretirement Benefits Cost (Reversal of Cost) Cash and Cash Equivalents Cash and Cash Equivalents, at Carrying Value FDIC insurance Federal Deposit Insurance Corporation Premium Expense Change in net unrealized (loss) gain during the period Other Comprehensive Income (Loss), before Reclassifications, before Tax Interest bearing balances due from banks Interest-Bearing Deposits in Banks and Other Financial Institutions Other, net Payments for (Proceeds from) Other Investing Activities Salaries and wages Salary and Wage, NonOfficer, Excluding Cost of Good and Service Sold Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Interest Rate Reduction Contractual Interest Rate Reduction [Member] Less: Provision for credit loss expense Provision for credit loss expense Provision for credit loss expense Financing Receivable, Credit Loss, Expense (Reversal) Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income (loss) Reclassification from AOCI, Current Period, Tax Derivative Instruments and Hedging Activities Disclosures [Line Items] Derivative Instruments and Hedging Activities Disclosures [Line Items] Agriculture Agriculture Loans [Member] Agriculture Loans [Member] Year-end Fair Value of

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KB:MD(=7H:1C9):N9MGXPJQ(=D19M:XA:1N&10Y:12%#K:6B\$-M-7TL:YR&=FE>|>OU6E=%B-T)=0<1/2<W>?>5L>G95!1>15Q9Z:IBZV-M:6-6GHH:Z+NWOU/FZ&A<=<33B5B<8&979R:R-MUK0R9G9V-Z<1L:6&HY-O<3+WK:7203&=D;Z-E0S\$>=9R<22X M>=<#M:5,8R:F\$K,U98<BZ019R>G<F:66AF:E:T22B%?<R-M:9\$>1=1>B1<=<1%K6<298B?P<+JY9-RK<9<R9R6FEF<-7>AA'D\$>B<-67X M:7R78E<Z:F2&T?>7=<=<RI<=<V&S<0>?>YZ?F<1>4199<N5X08<BH M+7B1<BNV15M:BE:TF<6<1657\$>=<=<C1=<161=<1F<=<1>2YH1W<M=OJH8M?>M,B>OYBOYQ?>VET4A<=<?>9W<=<W31Z2ZGZ1<1QU9S<2<S:HS<=D9T9V<C=WIU062>+>YV+E?>B5XKGI<1<1Z8BV,M:7&41<VO<=<?>ZGZ\$J0H M<MZZ>M-IG<U?2<1-2<PH-Q?>F,M9<=<?>IG<=<V#7?>N1<V#7?>N1<MBT=?>#<+H1.9<=>ZGX;QN-D<B<(<N+>H<=<?>M2?>3Z?>1\$SO>Y:1PKFZ<684ZC4:2R6<=>O-M,W63AH5DV&:BS>PV0K+BF:XBB M<Z2H:1>W>1<F:2<2616Q3R1 M>+IV\$C1?>W:M<K<F6B?>5>+<C<4:VY>+<G<=<3?>9Y5<YD?>Kf<=<F&T?>Z<=<VO194L5JF<R,N:R<=<6?>C1<M76&GK+5?2E?>U+H1+>1Y8%JfBB(PQO2ZJ)>V&PSY<M>+R/H\$3?>#J5V<?>4U?>7W<+1V&K0?>IX5<1B?>1Z<2KF1513+>=<2AX M<X\$?>1<MYB1+>=<JMWZ?>F5<?>T1%<F?>T?>H0<N3Z<M1<X<A>=<6RGI>?>42146Y?>@<1EPG<MY<Q&L5+1 M<S1<2+?>B<1ZP<1VZ\$>=A6+H9Z<K?>CHY?>V?>7YD?>1<V?>2V5<=>2&U5M>M>=<6G\$>1?>O6&5CH?>R?>IBJ7?>1<ZS?>Z?>B4?>1F<=<B3+HUF<E:0<?>RP<Q: MOFN<N<B<J&E1<4X&=<C<1SF1<N3C<J5?>3K<?>T?>P?>1?>2?>YR<=<R:XR<M=7V8:OA-D2516&=<S>2%EH>=<6:V\$F?>92?>1?>V<?>Q:YR1U?>Z?>N1?>2?>R?>M?>F6+AZQ&EY<=<A.AGRB<AS+U+>BY<H1Y<VA1<X-NY?>1 M<S<05T<R&O1\$<C<R<LOV1?>AJ<M1Z7?>2Q<XAN4Y:5<Q1O1X<=<HJQ<=<3&=<EOR<MIF<=<AATB?>=<@>5Y<?>J?>=<W?>M<A1J<P<Q1T4&?>L?>12AK?>S?>99<9?>F<4H<=<2?>8<C1?>1?>5<G<=<2?>2 M16.5?>7X?>W?>U?>J?>43%?>76N<?>S?>7<?>F&X&BAK?>?>AH?>?>2BR?>S?>2?>N1X(4 M?>=<0W?>B?>R8C<=<#124R<=<S?>?>0D1P?>=<7829B?>Y?>H?>1?>M<M?>1?>=<J?>=<XVBT?>?>W?>?>?>Z<9?>7U?>7?>24GD0?>=<?>?>GC6G?>2?>2AK M?>B&=<19B<=<C&D28N1C<Y<W<=<BVAIT<ZBDD<L<=<B1QND5?>+A<EQ<ZAM<S<M3V<RA8K&PBR?>0<0B?>PKFY<B<R151ZAFQSU19 M<MAJH4&8A:AWH3<A+>A1AYO28A<@1>)><7BK1U<WGUB9V19PQB1WBFVFAVMX M7U1<B<AFM1YD<+A7H21\$5\$VA)153<=<=<1AAR8<=<P+>JW98B2<=<HCBY?>1<1WLF MAPO<Q<7VS9A1<@<5X2A2Y<CT?>A<M<N<S&F?>Y?>ZC<1@N<1J29B<DE<914UAIN<M5X<O&ALB?>TGT4<=<Y?>T<A6\$>EUA R14L<@U:~>T?>=<JN?>4&+<@>A<HDR9N M<@:R1KALF<CX<CA<=<66F<A+>Z<I+M<M<=<5ES<@<RFO<O1\$>@<GR?>4!>=<J?>MCC?>Y<7F?>U<=<@<R1?>)/A?>N6GX<WA0V4MGCUA?>F2?>FJF<@<S0?>EPW<G&<DTWC M<@=<+&S<=<@4<D1?>=<@<R?>W?>2<@<F?>#>A5?>=<88RA?>FX&AH<8TV1F?>L5 M<P&ENY<=<2214UN<4A:0<X<=<=<2C?>=<B?>J2<=<@<N?>Y1<LA<=<F?>H?>A ZBY7?>0 M<P<V?>1VTE<@A:KUM3<4A<69?>C?>2>=<M?>=<F?>M3M1<Q1Z?>+2?>F<=<J8JP&H?>D MK8<=<A?>E<IG<C<DH1H1V?>2 M<AKX<=<S<NMN51TH9C<=<P1CR<@<BLUS?>1<C81S9T?>BY<1<S<O&GB9V<M4R<=<5AZ?>Y?>F20<A15<O&KDIH1?>SD?>HUB?>OD<9V<Y2LCB5W85?>C&S1X<TE<MBF?>YD<PIB?>UZS2<A?>1B1<A<INXH<=<DE<1Z7WID<QUGG<G&GJ<=<U6AY<1 M<S&E91BMD17D&J91O<OGAW?>J?>B<A<=<121YA<1<8E5D1<S<GHC?>=<H7K<M<CN7N<6.WB16<L57GB?>=<?>TB?>B&1<QSNMAIN<6<1WAJ<1?>2D<V6<7HBM<=<+>MJGR<CDZ?>J6<C<F?>6<DBL<C1E5FB0F&Y?>S<@<AV<=<GSN1A3+7P<C9<1C&4B>+<GF<GB?>N<53KB?>1+8D?>AK2?>13M5A2?>M<R1D<@<H5?>3F<=<F?>G?>YCK<=<F?>C0&8<I&BS<5A6&ZB5Z2D52?>AZ?>FD<=<MAB<H3L9A<=<H21<=<F?>B231?>=<?>X<=<HCD<AGG&M?>C?>LFY BKR<F&9B<=<7 M750TARR3A?>=<A?>F1&3KQA<=<+1?>1<N<ZB40<=<=<S&X1?>H QD6W<3P&3AFQYDD MFH1D<1S1+>E1K5<ME<UN<4.4D<=<MPRS>=<C&J1R?>B?>5VYWB<8B&YZ9?>ZGKIK M<Z0F<1MF6B1&3005QV&F1P<1 KDPWR1W<JD<FXK<=<SC81W<BPD&FV15F&Z?>U?>F?>EFA1?>S<MPD1HMA?>7D1<+<@<M1BMR3<1BU<L&RQ<BA<=<+5A<1<1<W&SFG<1P?>Q?>=<1B&=<O&E3V10&K?>=<OIA06<?>Q2<=<A&=<13G?>2F?>Z<M&SG<ERJ<=<8+DXE<55H<D<N+<#<W&CC?>2&S<MBX&RAC<=<B<=<C?>QOY&E?>#<2-P M&M<=>=>7R1F1V6E7&F

(@)9NIHQGC^6%LVLE7^1^N0ES3;HUPBDYU<7IR/D["(=AU=#,C=)X"^(3 M>YA|4Y\$^871P88229\$QXW>490155VGY;1TPEO<^AV-4VW;1-WOT1L%1+H^M7NEY+H-
8D>1YVZ9V7-5ZD<CV9QD15D=0=1P\$T3 M,F=;#^D<@EDC+<=751"^(^>@A-WH7Z?^Y0Y27^1VW5W8PFK<@)9C<1M9U79-BR1(DR9;2N 3Z U<0^ N3^<=2F BR>=>6N
78V160Z^8%17YF2Z^DQ M88;(D6=79-2^5FZ2^V\$24PA;B^M314^J\$^***=^YB>=>..B1JX\$V69^2 MK<471J1G0086R/1V;8f61UW59V1^4(4NK;U6^0)T<^<@121
M>V^"QHQ 6'R-E8126 F8-W.07UF3=F9^8M^2AEG091^FTMD1;^LCZ^NR1MP#1+^"=>818H^ME^<6FF M>;O163OZ>W5M82_7785R\$221?1W1XBY;T1>17TU<-
EA+W^EWOP;@YHXV>M;1YK/V<^YMEU7<1Y0 4B;=>YR<CO8>5IU^B^O>NOX\$R3F7;A10(8V;6N
MXW1P;WUPC6ZN;8ARV1V1;Y5OE4L<=>1U6D=E=%W#CN=O%>XW2^D>=>5ZVB4/M?O1 H319Q05W;7FD;4X)6VM;W1X V\$O<
<9YR51P<^QZF4+>A1>B4R1U>F8Z/917WBN9YU1&S<1^MVID<=>1E#M;ME KD<=<M<=>MSKV=1TRRIP>1M Y25>WV 1(8S;7?K9>M#K<(<V^ZJG=V^R^"5H>O>1
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BOF<O>?S1M M>RQ7<5R^18>=>=W7WVF+T1=67.3>"M<QV> >19CZ%O>=>@UG#4^7>Q9J1H+ M?&1M3>78MQ;BOB?O^U^R^D<+UY6R;=)ECW^R=8H1H1F;2=J9=UL<=1-
L MZ1P1A0;4+6-H1R\$S=21%TWBQO<=5WZ2+G71=1 MP;1CM19W^8%V75<2-KYX7BQD1+YZZB&1M<1UW1<TQU M-6<2^V5<3&J1J2L>1TQ1>R-3 M?1^2SEQ;5E1
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fZ%LC98=P2\$;BOB>6#%B.B.Z?1P7>L5R2KFU<V.1.V^M.5&35=;T6-(\$OS<7^"14^1<1Z(U#8L=C66&MRO>+>4>E\$2/1F1B6/>@H05 MFFG?>G%99U1L@GM=1
11L@H1A^4D>1P%1E#W1@GKH;#<@%MD2D+>T1R51^C M<@1JW+U&R<@&IUY67+Y1YDD<6>273QO&EWG?OIG5;G&AEL+>@N71FNGU1P1)QGG<+M
1QTD1E0^1W0R\$;@BU1\$>3>BUK1F<@>MYMUS1T^WUOMU12M0 MGD>=>2.MSECSZ9=U1S 1%2GMWWE^E<X9Z.B.E@%&K1E1J>S.91>U1U1P1M>91UP&S>EMV1D

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[illegible]

HX!:@, M.W\$B\$B\$CMX!(@Z@ 6'.H@&A3J2!H.ZG>!.J(@=#J"U"7X!Q@E!.\$')>SSS"7L!M.PEZ/!(>CS "!!PAZ/!(IC<-U!#+!+!OTD+9)"N1@J4\$M\$M*!\$0"=0AXF\$.K)5#-P!10T\$.CD)*80"4@&05D"4T%2!X5J@.#@0&T\$.M@4!T!8!>P>2/X0?2^~"!!H.F0EXZ\$*=T"R"65 PPM70-T+D5P.M!7\$>9V1!\$6=\$2+7)\$E@IP!"(-L!T20\$X\$P.QM!=\$D-!\$70&M%0MK10!+M.T!"\$6&PIK10!1*#!#3P.M5\$*M2!A3P.FTH!1*#!"M2Q<BTPD(-+P"\$3H@4Q#7Y+2P%2U"(>4!8W=\$7P!U268%U!7A02%U3T"4)L-75!"#EM!N0Y.4E(-97M!)!SM@<#578!756!M\$E5C0M050!"H-6%2GH\$E95N!M63

@.0957G(4UY1?5%=B0M0.M798.3EYD#4U=M.Y.7<@.3%WF#DU=IPU.7A.35S.\$#SY<@.P0.7AR50+FS.M."M8P.GV.)C"<@.8@.7&."1A.IN8D+6.2&9C0C9@.860R.M.%YD.P!<9\$.16F1?EAD40)69%=@.5&1.2VH0)C9P508W.3F.Z?S@BA@+I+80+M26-B#ABL@U*0L<1V+D44A@+Q(0?7L2&#."TE@.PM08A+Q+%+5@."1J.M9@.FV8.UF."90=F0+YE<99@.4BY<0+I&H@+!:=24.61%0%EFJ.M.17D.156!5.13@!1E44F3YVE=ISUI9.5+6TK26AXIT=HA.F&."1&8>A.M"=T.GL0Q.94.0FB7B#S)FI00.90@00+0V7.(TF.PM#F20+OUP+%D#E@.MEED.(ELI.H!0<6D&+?1IB;#66T.%EN@=@.17R.57.K.P.0+I.M<#T?41%4Y23.%<@.2G1.TAP8@1&L.VL%1&LUID)0@+@.=HVAJZ?@GUN.MKPHL1&@&[CUM]HJA?60%CYK.PH.1?NF.U!@.@.@.D6T.M(1M.IX.5&X&P!@<560?)US@10=AT.36D.M27A!\$AX20X5?<.%11=7.DJW7P.=V@G=SI@QV?P8Z=HT.7?<.%11=UK0@W.M=<C(7Z?#=#T@W@<X?W+!#=#R.P@W0.3GL%\$H#P!CA@.1GIC\$5+!#@.#4.0H1.M.5&10. @.5P1/0!4.3R.7.(ZVY4".10.S9.2.0T?XH\$G2+!3%J@8P?KTS.M.T!C!H!T&S.0.1C1Z.P8P>0!&1P>@1U?4=AG4.EV-IN.M.P=8WD.#1+/@0.1X0.\$%&#.AO./8@=#R0P1B3.HDX.#M0.WB4@.#26.\$SB6\$1.8EL.2">@.M88<"+(F7RJP1B+H#8C4.M.RF&I@.IA2P\$93.1?3P.OFA!ASG0)YI! ">.@.H"1!H?7.M79\$.5%&#1)B0.08P.#F0I0.U00.Y(7?#20(0DD@.R."Z3.O.M.MDT\$1)*.N44@JE#P*)1G">4"2P>X@Z?IBA0.5XD.M.SV.11@D.#8.#90.GI@?T1="<@.EGE2.1)XJ1 "@.BGCH.M79Y"==2.P?GU4!H@.H2.0.GWP&1!1B2GP.7G6!1)1>2.6MG<@.10.1>2.P5F7V68.(#&X@=(5<+1&CP.4).\$8.M1G.2"NGCIG@*0@+!J0.80H1@ZDA1!0.5JC\$%#HY.M.1J0P.3JT.SJ08.1&K90.0W0.#JN&ZK6JZP.#0!RJWP.ICM.M:CLYH.P-JA.EHH(E.IZC0)\$.&5.14F@.291.#2C.U.MIP.*ZH".N;L%+!+!U@.@.MA.#+86.NV.P.*MB<".80.BV.M.0.MT.IK=1/2W6P.*MVH.K=I"WC@.MZ\$+T"VRP.MN4+70.M"UIP.M?<C!Y\$(&4.IREP.99P.#BA.1!@.0.L.#2.0.LL@.M(14.IX.3.NP.#KT.G.10.#P0T.#1.#1#6P.PAX.(F.#P+P.MPSD.(F.#4.Q%X.50.%#@0.Q94.6H.#0.Q.0.3F.\$\$.M!@.Q.X.A!@.F>@.IKHP.7:D.%N1SLP-18"RY.B0.M!1!@.0.L@.1.S<@.0.0.S18.X=)0!T.M.(X.#41U.10.-5A.5)

Z&ZF!@K04J!\$6XKY0~"111170Q@.S.D.K.M."T-0#7V-H#%#."P.W.X-X3?&0X2\$.J.M.#E@.YT.=3#H9Z7Z-.E.#J6PZXJZJ#PPZL.M\$<@&*0.15M@.1P#GLOLQ@.L@.T.10#90MW0.\$#CY-.#G@0Z0->L#S!A4!-=#S#M!P!C!-@#X5!68/EZ2C@-!X/I/N!1L@!-P!M!A#0#-!D.P<A!>#%-(P!A2P#-%<P!B!A:P#~!M.OH!L@.@#Z@(@-!</>D@K0#10!->0!H@S#0!2!0P!1.N#N.M.#1#1!1.Y@#1Z!#<@-P#H!A#0#-!@.P#H!A.PX8!A#M!0#0!10.P@A!@#<X.P!A!A!P#.#0!>H9P#W!<10W!M!>?2#R(O)!>1!CP#N!0!1!>L.GP#1!Z!>L.M!D!>1!MXP#.#X#@2!W@#1!X.P#<A!>W@0#P#<A!>Q.3!A!\$0#M!A.P!\$!>A!>#<"D.PVA!0#PZ!X!19!/\$0@N&L!1R.H.M!>0#H!1Y!>4BP#D!>X!>6.\$Z#?1W0!H!10#8!>1!0U@M!<W@0#1!T!T#Y!>P#A!\$0#M!T.P#A!\$!>A!\$0#M#T.M!P!2!A!\$0#M!B0.P#X!19!>0\$D.Z@13.<70#D&8X0!M!>#=#M!>L!Y!P!>D!A@#6!<P!U!2!<F#0!>X\$#@>F.P.K#@>+@R#\$\$.8MJP#%#>H.PP#W!<P#1!2!P!>~!P#O!>Q0!>A0!@#=#S.O..M.A!#.#"AX!108!L\$-@#C!T!W!>L\$5P#6!&TPIH!>P#\$.178!MS!1.H#@#@#1!0@OP6.#8%#E#@#19!P!66C.#U!P!>1K!>00!>+L!U!<Z!>M!>D!MPOX!>+P!T#A!M!\$D.O..P!T#A!Q!<\$!A4.#>#@Q!>A!M#@#P#R#A!>A!>P!>A!>#6!\$S!T!>P!>A40#@#M!>H!Q@UB.O!>#@#?#Z!P!UW!M!>+70!\$H!O.Z!>+H.D0?#H!@!MPZ@!>+8!>T!>10!>L!>+!\$0U!>N\$>L!MJQ!>Z!>B2.P!\$H!>10!>?<3.P!>G\$!>1.OH!A!>#X&PZOD!>44!@#E!M!\$X!Y0X?1!>@#(S@CQ!>1!>+12P!>M!\$0!N15!<+59!>U!\$6!>M!M\$!>+3!M!>Q!>G!>X!>K!>X6C!>1!>6!>10!>Q!><+D7!>G&+IAB!>08\$P!>B&N!>GOKW!>T!>P&S!<+!>G!>O..4!>P&S!<+!>O!>T!>1!>P!>D!>K!>1?1?>7!>P!>H!>H!>8?>Y!>G!>+G!>G!>O!>D!>M!>F!>198G!>@#5X!>L!>DR!>+4!>9\$H!>G!>+!>CBBU!>H!>F!>Q!>+!>#1!>B2KR!>H!>80\$!>("C2!>+W!>T!>E!>@!>1!>\$.5\$>36N!>!>U!>O!>5W!>M!>0%#C!>M!>70W!>5T!>1\$>=#?>M!>0W!>P!>T!>1\$Y\$!>A!>1!>#0!>N!>S!>0!>#>D!>GSD!>1HX#@!>4!>AD!>MD!>H!>F!>T!>L!>0!>\$.S!>L!>ASM\$!>0!>13!>~!>U!>1!>@#.#>7XZ8!>1!>F!>+>S!>G!>DZ!>0!>V!>M!>G!>X!>+C!>H!>Z!>D!>P!>1RX!>+3!>K!>16!>1!>N!>P!>N!>1!>3!>H!>F!>T!>L!>0!>@!>9!>A!>#!>S!>1!>P!>1!>M!>P!>5!>L!>A!>XCD!>O!>+!>P!>L!>4!>+5\$!>+!>0P!>E!>1!>#!>P!>O!>4B3A!>M!>+!>0!>#0!>#>?T!>U!>2!>H!>08!>1\$>+416!>7!>70!>U!>V!>Y\$!>M!>Q!>1!>30!>+44!>1!>P!>1!>T!>1!>P!>2!>+74B!>M!>M!>A!>2!>+6!>D!>C!>D!>C!>E!>P!>2!>A!>T!>1!>P!>1!>A!>+!>1!>R!>4!>H!>U\$!>+!>0!>3!>@!>A!>H!>1!>Q!>Z!>P!>Z!>=DP7!>P!>O!>3!>T!>M!>4!>T!>P!>H!>3!>8!>9D!>Q!>61!>4!>P!>B3!>H!>8!>94!>O!>L!>E!>0!>+3!>Q!>U!>5!>L!>B!>99!>M!>4!>5!>T!>R!>C!>A!>53!>9!>54!>S!>15!>104!>53!>154!>U!>9!>P!>963!>A!>S!>S!>+!>Q!>0!>M!>+!>0!>50!>H!>0!>3!>+!>40!>T!>H!>U!>3!>P!>3!>P!>P!>+8!>5!>L!>Q!>U!>H!>2!>U!>M!>M!>+50!>1!>A!>S!>85!>5!>104!>0!>=4%>+7%>?>E!>I09P!>94!>5!>U!>Z!>5!>9!>A!>@!>94!>1!>M4E!>A!>1!>M!>O!>E!>0!>4!>0!>A!>5!>10!>A14!>A4!>~!>U!>P!>9!>13!>~!>R!>4!>L!>+E3!>K!>M!>5!>P!>G!>8!>15!>~%5!>2%!>5!>1!>P!>4!>@!>D!>U!>2!>+A!>4!>0!>E!>S!><8E0Q!>+!>4!>M!>0!>+5\$!>7%>1!>5!>4!>3!>P!>95!>8!>5!>U!>1!>E9490!>45!>X!>S!>4!>E!>1X!>5!>4!>A!>9!>5!>3!>E2!>M!>0!>4K!>P!>A!>5!>0!>U!>3?>+!>Q!>4!>P!>A!>1!>3!>V!>!>I!>U!>3!>P!>9!>4!>+!>Q!>4!>X!>+96!>G!>6!>M!>F!>D!>M!>8!>P!>5!>P!>U!>+5!>1!>5!>1!>5!>8!>9!>E!>+0!>7!>S!>+!>6!>+0!>75!>N!>M!>9!>P!>9!>M63!>1!>5UE!>+9930!>3!>4650!>4!>U!>E!>98!>P!>6!>P!>3!>E!>A!>Y!>S!>Q8!>+!>5!>6!>N!>S!>25!>B!>I!>A!>8!>M!>K!>A!>6!>1!>U!>C!>+!>8!>A!>5!>1!>2!>P!>1!>A!>7!>P!>9!>5!>1!>P!>5!>+!>9!>C!>7!>E!>L!>M!>+!>1!>6!>+2

'A-MB@&HT&!6/#03D!,\$I:!*0(@1D"H\$)\$R!'1.P/D40#I%/V1M7,D6H"Y%ZJ1C0(D)|!Y"S>/R0'C^8!X|TB_(C?|B7,M'MS!O

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[illegible]

[The following text contains extremely dense, non-readable characters and symbols, likely representing corrupted or encrypted data.]

[illegible]

[illegible]

2AQ0\$PIE*(0"9F5&H{H0%47RG1%XJ1!<0"7"G.PI#M#P!<7"7"C@L#%0K34)T"0,PAC\$(M#1*P>2@#M'6G\$IR'1H<<HE&TK1PIK1#>:B0&@M1P1G+4X
92Y5@&N70(C+F4M821N%0!>1>X0"7"2%HOH0%5+!((6#%158P20)5,X152,%4Q,P15M#0152)1"0!L1JW)SH'OW:0-0-#.S@T@JEM#1,8C0>+W'1>73Z
%LX00!>463E0%"47D0K5Z,M#E>X"7"7E7U10504%57"14P8J41#E+1"840A5\$901M48%1A1"1J0.5%516-2%50T6AH,ULB#)#M*PQ6S,+UP1"Y<0P
M73P+!Q6"61876T1P2"0="C6D"V1Z%(UYU#M)1"=T@BZ,(EQ"1"CP621)1%<A5"25@%041F5M7%0151%50U@%0:X70+&"UA#@&K014"1#E"=EB10HMBBX
1V,Y"9C@&EBT<(V-1)"D7A9&D1Y1YDBB<9X)X&V2EJEDMS<8&5"Y"JM@<P<A5"1%<99"6>U@&E81B665@M#1916P/E7%=&Q8P*F8"110"0A@&(H71H1
>R@M'6LP1QK0,1T&FQ,1EL67&4%FQT1LA@3)H\$FRO1#LR@1M1:1SFG1H,P3A&SV2"JE="70=5P&A<1>755P\$M>M'180.60"&GK1@)T1Y1P0.702X1<C
<1NP>?WW#M#1P>10,(EG1X9P.V8&F149P26D#J#M<0M+4"1Y=2%H11"#A@&(1HD*#)P#B10(H,"#PMBRP(LW"+OPBU(M"1<0BXA@&N"LPB=,(CS"(M
1#PA1(C)OM:5%P#M1L#P0G,#AWN>P)8M1V5\$B\$(P,N)9D@)0&5"2%185"7"01M@&N)9,0F4<J6"90:F7T)4"8PJEl@&N"6P#M10)7-MT10

@-W1*%#FB-8T-122M-E@-9D<&H*\$B1-H@P*00"E%11P-P67X\$N"-AP-HT">2EP-0PZ@-MI<@-K*K@*1"P100-L*#T#@M1+8:"X-M-NC\$+1"Z4@-NY4+M1
"ZEP-NK\$+K2-N2ANP-6T+1-G-M-&C#P2@-48L\$05VEP\$T1-B51P@P-6P-M*P@-1"@"@+1#P01-1#%P1Q00T-1#1*&0MS20_XS#A1T@-1N1B1T*0-#1Y1@T?-1-&1
M-17E29H-M2ANNP-6T+1-G-M-NKP-M#P-P,M-M#+S0-X#0T0-056V@-1P-M)?P?PXO<M-BD#G@-Z\$D-E?#T?>ZV0-NO#K\$S1@-5V%>10M10JL2R-FN0-8#1Y1\$Q00-H#-T0
@-#M-WP-#B-Y-8#1ZP-X#01010T-D#M#103-D3/4Y-9P_X/=>M0-L/D#50#1-M/P-1#50#-18-PB+1#P-#L#P1A4@-%L#P1D1A-#M-#P1Z1A#-#M-
(8-P_["XDPA1]@-D"P1A-H10#X<01P#"/B6V#U\$1#1_L-P\$SAXI@-#-P\$801TP#-1#&@-L_P*M-1A#P-1\$P-P-1A#-#8#P11A3-#8-@/12L@Q#Y#T#M1P1T/4
@-#T@1<G-/C0#01010"-P1-G1X-ZX0Z->S0#E-M-D-Y11_L-P#B1A-WP-#-P_P#-1A#0#0-0-P1A-M1-#P-8P1A)1#1#P-U1<1#0\$#1P19-P8#&1<Y-P1N-M-8=
#D-HX@-#AP#>@X-W5-H#G#61@U"-S-"\$PP#1-1MS@#T-P-P#1A-RP#-1_P-P1A-O#-#A@-P1A#1M1IP33-#%M"H-ZU<1<0B\$H-W012-D6#&5\$T@G-
M:0#-S1Z,H@-#(1<Q@%10F#*"\$P-M+XN#1-N@#M-M+D-@X1A-N#-1#P\$1A-L#-1A#-P/D#N4MY0-X#&#8-T@N-1.0#+\$OP1-0.5#1%LOPIA+P9P1
M&T#N01S+<P1@U(S*M"-1@D@P1)LPK#P*M"K-810#D<M/"E1A1H-1#4_P1E1A1H-1#10-H#>T*M-#&@#&#1T@H+L1P#Y#T#M01\$+130/P4K01;"P80P1
&-M1IM<#<M-L\$P1H1A>P3_5_#>#>0Q14+04"180H0X1X\$PP-MEP3)-@02D C0S(H#/"(S_#A#51(4&401#1E<@=>("91-M#P20AT-P?2IGD>F6
->HPIU"K-11:88001U\$&#MPP18<-A&41P1H@IK\$K(11-1#&3PIE\$T913+44P1E#M\$191/-1#&1)L0*^C40BQ1(8-#P#P@A(11M\$1&SAT>10H"84.01T?3H1H1#
89P1P-M&A@-OPC&T-10IK34-1X1&@>11#T1L9112&66B1P(\$821H1A@M@BSX_P-M1010@9CT1P15P4SH11110123T1\$1&801R(1#1M1M-#01#0H041#1
20<05\$14#-#Q19120T-5#-#1CGPU01\$M-S*T#)\$#>R02-D#-#P_S1-1#1-1#>0AT1A1LM008D#M-14/P3C11&K0041\$C1\$#>@1Q01/T0G#Y\$M-P11#<-T4
#1Y1@-Y14X-9#8&0-U1FX-T91-#M#&C0P1H+D\$M1"U&S M1N1+47_Y\$P-N01+D/L*Q#06P1T-T1#1H0P-M7T-#%100P2\$-1%11@1\$ID<-0#(SPZ1P-4DD#A)+
Y-M230-4H1-#1*0P52DP-D1\$1#17P02VL+4MZ-Q1BPJ2YT\$N\$Q->1MR@G2-T1TK-"A)P H21A42-#&11@P78-1#E1@678M1&L1P15@1#1P2P-T#5-
S3A@-DX@-#P35M1-T1X-Y10L4\$@-U12H1A\$@)U1W"50BDA1L(E"0#0R@M1L41)-P.B31T(TW-#M)"20>DD<Q1A2@65H\$1M1D1P28P-M1A_41\$5
"U3101510*E0<("E5)H52P1U4\$M"95/E5P41"09_1660A5F4-U19P1Y6A0<51@&U1LE60095NDM6P7-1M4_P-41-1#1-M"630-4T&A1=305\$T1U-1%1M3P1\$#&93
Q50*U@-9-0C6@1E71H1@P-P?7<-UPN1U1M-P<74&U1H1=8076\$#UUP15@=01479415UV11#P-17><E0-M1P-1P301M%G61111401411194045\$F2
114P.M1#01916Q15X1#P1A-8PP&0011=D&0.69\$#6011E.031M93H\$F\$1\$E4095T1#V5KYEP20-99\$&6E1D019-"VY1QB-M-P81-P61"(U51Z5014116516503E41\$7
160-%P-M"Q2F8@-V41EH3:P4\$&T-YN\$@-AH#&XB-ON*P+CO-M"FX-AN2@-5E<1FYE1N=@-HH&VY?1MM@-78&SSK"P-M1O1VK-(51T6@9EH#Q913602%H1#1=
Y8+T-"9G-M2@&6T1Q-="G<5\$W\$1=O4<1W>1T"TW-M1X0P2>51A>1X>P@-0"91W1E1L7"7P1U-P=1M1-3_Y71N1P79EX#E>17P0FT#EE P1-V1P1P-8-M=\$G<
U1C@-H1#101511(7-#P@-@R@10P-M1P.A\$@117":A.P23(21#@1@14(K11#@@#M1=EL97V-#%D1P1P/\$L#%0H

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L0"7

0X H3 H60 2" T1 H P 24 U M H7 @ 27 V Y6 0 2 H OB JZ @ > 2 L C & U; @ 7 M5UP M 1 7P 6 " MG C P P A I S = P " L M @ (L " % A0L 8) (" \$ P B1D H0 A " + P BS < (O& " + M5 @ BVD (N " F0 BK (G8 " (P BA C & AC ! > 8 46 (M \$ 1 E X 0 + F X " 1 S : > S W T V I & A0 (D - D M) (" 2 E 4) * 7 % @ (O G T) T1 = 3 MG % (H0 F0 FZ L) K) (L F P L C & 51 F 0 26P % UO M P = P) (P P 1 I 2AP (P 21 E D) = H * \$ M " B 1 4 " GIP J0P H 1 " M& KR (" P 000 K0 M * K " NAO KJ5 * Z " MY @ K P S % YQ 1 / = 0GD % 5 - H M A0 8P 2 & " F S T " B 10 " H " N " + \$ 5 M M + 8 " X N @ O P 1 * % P 1 < D _ # _ # 0 Q S D 1 > M # % P 0 Q _ 60 M P 2 P (/ _ 9) P 1 @ _ @ _ H R / @ E M 0 T V C # J0 * Z " R M P 1 + L " P @ 1 # % M 0 @ _ # 2 S O 1 # 2 " UO X - L8 # 2 " P WGH 10 # M : X 0 A # A0 X Z (# T \$ Z 1 - D 1 @ D 6A 8 J 0 M 6 U N + 1 # S R X 1 U 4 # 8 V 0 M T # 2 # X 0 _ 0 G Z P 1 4 # T F 8 0 12 L 7 9 I # W 6 M C (/ F0 # Y J P @ 0 / C A A " P # @ _ P) A # # _ (/ P A M) # # _ (/ P A 2 # _ % (/ P L 8 @ # _ & D P 10 A = 0 # 4 L - " M L B # Y I P 7 4 F S # H 1 @ W 1 R0 M # 8 1 # 1 - L - P # K A M W0 # X P # A P # A 1 # _ P A 10 # T P 5 A 10 # M P P X A 0 P 1 # P 0 14 / < 7 # T & # @ P H / P # N 4 1 H H C M @ # H (D Y P 1 4 H @ E B 0 X " P 2 P # P - P V T 1 - P # 3 A R P # M S P 1 A M P # A # _ P A 8 # H 0 1 D & P # V < M F R 1 / # L \$ 8 Z 1 - 0 5 % # A # P 0 W @ C P # 9 # X U 0 T - > P # 0 M (L S 0 " L D P #) T @ O 0 M P 1 - P P K + X P 1 A 0 0 # + 10 M P 1 N A J P # A # _ P / H R 4 2 @ - 4 % @ O @ # \$ W 0 K M L - @ # 3 # S @ (/ H 3 P # 8 Q 1 < (/ 80 # & < 0 & O I M + P " H V P X 14 > # @ _ P I X A 1 # _ T M 1 # 1 N P 1 # P 1 " B F R 10 1 2 T C 0 4 L 0 " " 8 A N M (O - " " " T 1 # X 20 I 5 1 2 15 H 6 P I Y & S = P H 4 < 0 I T P M < @ (% E 10 & 4 > @ V S T @ E L X P # & L P I K A P # 1 + # M # M K P 1 X " 3 P C < (@ " " % D @ 0 1 0 % P H " > @ (# M , IV # @ = 1 , 1 Q 5 10 < 10 & X 5 @ M T , D H 1 : 0 H 1 < 9 P " M A 1 D @ D 10 # 8 P R " & S R 0 1 > D 8 # 1 & P 1 @ 8 # - 0 " V 50 M H A 1 2 (50 # 1 - P - IY 0 \$ > > 4 4 \$ 0 I S C & X X P I L M 3 , @ (Y & D M 0 1 G T 8 9 6 1 , 4 \$ 4 4 @ C 15 D 8 0 S A % @ ; @ 12 G 0 70 : 1 P # M C P 1 : Y 60 P # < Q @ 16 " > 5 Q K 1 % 4 P 15 0 15 @ K _ 85 % M P F 1 @ M (H 8 1 # P = A 8 " \$ 3 I N S : 0 T % & T 0 10 10 9 P H = & 4) @ (C R X M 8 @ P U & / 1 7 # \$ (7 @ U C / P 3 P 1 # 58 60 U > % @ _ 16 M % 50 Z % C P 1 M H 1 4 Z Q X R 1 - L H 3 1 # 1 \$ T0 P - \$ A 3 1 # + P - E : D A T < > M I W 0 P 0 Q D & F P 9 10 0 M 0 1 B 0 7 Q 10 0 10 2 D 6 A S 0 M % @ 2 1 7 S C X 1 3 8 U 4 1 - 3 90 1 % 3 1 H 1 4 C 1 0 1 P M 10 6 N \$ 85 00 10 0 % @ 1 L 1 < \$ 46 P 1 2 0 1 1 17 + 4 2 " (O B R P 10 M (@ _ \$ & (7 2 0 7 H 1 # 17 @ 10 0 2 50 84 1 46 0 14 R 4 4 A M # \$ 8 M - / K 8 L 3 A E " T 92 1 4 0 E A 18 # @ : 8 @ R F T 1 1 M Z % B0 1 \$ Y H 0 1 N L M # P (@ 1 4 1 S 1 # X < P & 1 / A O " # C 10 0 A B 4 1 0) M S < 10 1 & 8 10 % (S T 0 R 15 @ @ 7 P 1 (6 H R / W T A A P 19 @ 2 S J 1 M R M P W N , R 1 1 H # G (O 0 & M) \$ 2 7 Y # (P R 0 I) R 7 " 4 I " # 2 2 P 1 L 1 D 0 6 R P 4 K M 10 0 3 " @ S H E 1 P 0 1 2 " < (H 0 " H 1 P / R D C # X I P 1 3 " (H Y M # L J 0 Y D @ " M 0 # 8 K 6 U 4 1 4 D R M R # 5 K @ # P + 10 + B R G " P L O K + X M L " S X " P K P M 0 1 + 2 K * \$ L " + 10 > 2 X & L O 1 @ + P 6 " 1 % \$ N 1 , M + @ 2 P \$ 4 K 1 2 P / R P + # T L S 0 1 + 1 D - B X A # D N " W + B 1 - B I V # 40 M / @ T + T 4 R 1 # \$ P 6 P & + C 1 P " P P @ 1 J 1 " 3 E " # , S 10 R R P 3 S # T P 0 M S + 1 3 L " P F 10 1 6 S " 3 5 N " 0 / X P & # @ 10 M 0 5 M C F I S 1 < P 8 A M & S " X W 1 Z - C D X Z 13 1 2 S H 4 2 @ - 3 H # 1 N M / @ 4 " 9 1 0 D P X (D 14 " % " S @ O R R , T J 1 Y # @ < O S H & F T 1 1 \$ M 30 8 1 M D T 1 G 15 S # P 3 1 (H 5 2 2) 1 % L P 0 1 - \$ S R 1 R " P 200 T # M (D I V 9 C T H 1 10 10 2 4 T \$ (I V 0 - C X " 1 J 0 @ M 40) \$ 2 P < P 2 & T D 1 E 1 P 8 2 1 X % T D F 19 1 @ 52 C 8 1 % 1 2 @ 1 M 2 E 8 S # I D 1 2 - 2 H < 4 J 0 - L 2 L H T G L Q C P 1 1 # 42 (C M 10 Q 0 B 9 1 0 14 1 Y 00 D (" M % F 1 P (4 D M 10 1 63 < < U _ D 0 S P 1 4 D S A 10 10 4 1 # 5 # 5 1 U 1 @ + 4 5 S M E 3 E 1 P 4 1 S 15 6 0 1 P 4 4 T H 1 P 3 0 10 D W " U 1 K M 0 7 40 10 S 1 10 T # Q 5 10 10 D < " = A 3 1 1 - 1 M 2 5 , # E * M 8 S * 6 1 4 % @ < = 0) & 6 P 15 @ V - 80 16 S P % A M 18 0 6 P % B 1 17 P 5 1 % E 16 0 5 2 1 # 7 - 9 " F I P M 6 4 @ S 1 " 1 P 0 S < # A (P 2 @ 4 T " 10 < 4 P % E 4 1 % 8 - M 6 P (5 X) 1 7 # @ 70 (10 1 @ P 8 < & P 1 @ P 8 < & 14 1 @ M 0 P 8 9 # + 1 7 H @ 7 1 L # B 1 > @ 7 7 1 V # # 1 A 3 5 4 7 1 9 P 0 0 1 5 2 P T P # K 40 (U 0 10 7 6 6 P \$ 5 X U @ (6 P M F R 16 9 P 1 @ 3 1 H 0 1 3 & S H 1 H - D & L 1 70 M F 1 & P 1 J 0 1 > 8 & C = 1 1 P 9 1 & , & E 1 < 1 4 4 E S 1 M 4 - 5 , " U 6 D 60 5 1 T 19 @ M 0 # < 9 J , @ & 1 M I P - < 0 T (10 1 T = 1 L " 8 C 1 W + = S @ - 9 5 V 1 = F @ M 1 - 9 1 I V E P = 5 3 1 S 10 < 1 + & 6 18 50 12 0 \$ 15 Y M 6 + U L 9 2 - 8 P 6 % 1 1 L # < 1 , IV > @ P 1 M P 2 @ @ 1 % 10 1 @ (" 9 0) A 4 1 (8 1 (30 3 A 15 (5 U M 10 1 C P A D 1 0) " 10 0 2 1 (# 1 1 66 @ 2 5 L # > R 80 M V 8 1 Y K 5 < & 6 4 E Y 12 @ (\$ 5 # B (H " M C O S (X \$ 0 P D 0 1 4 5 & P E R 8) @ M J D " B U " G W 0 1 @ # , % 9 H 1 L < 6 " V B 2 0 10 X 0 Z M D 1 0) - 6 P 3 " G J @ < L M K P 1 5 M 5 M 0 1 # % " Z 0 1 L < # + 0 P 3 + 1 5 " , @ 0 H L M 1 2 H " < R 0 0 > 1 + 5 < \$ Y T 1 > 0 . G 1 " 6 " 9 C @ \$ 1 4 > < M H @ < * " L 1 4 " Y 0 1 T " P 0 , # & M R . H # , @ T 1 - 4 2 # 6 (0 U S 0 A) # 9 8 V G P - J M # M 0 V I D - O R \$ " X B 0 " Y 1 V 0 2 H " J < " N M M + D " @ P @ , @ # + S @ , 1 2 U - 8 # : M W 0 - 1 B Y @ , H * # O S P 1 4 1 (Z S 5 4 0 1 & L 2) # U M 10 1 1 1 7 = 1 1 @ # _ , P % A " P # 1 - P 7 A (@ # " T P Y M A 1 # \$ T P 15 7 4 0 # 0 P 1 1 A < # 1 8 P 1 D @ P # H (M 10 2 1 F P # 8 1 @ S 1 O 1 - 0 Y P # Y 8 P # E A T P # - P " M A N P # A # _ P A 8 # L P 2 1 0 # " @ P S A M @ # 1 # < 1 / 10 5 P 0 % T I @ C P 0

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[The content of this block is extremely repetitive and appears to be a corrupted or placeholder document. It contains no meaningful information.]

[illegible]

[The following text is extremely dense and appears to be a mix of random characters and symbols, possibly representing a corrupted document or a highly stylized code. It contains many alphanumeric strings, punctuation marks, and some recognizable words like "M", "P", "V", "W", "X", "Y", "Z", "A", "B", "C", "D", "E", "F", "G", "H", "I", "J", "K", "L", "M", "N", "O", "P", "Q", "R", "S", "T", "U", "V", "W", "X", "Y", "Z".]

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[illegible][illegible]

#4 X T@%-MG0# J4S "2,D J@#'+@ Q0# ZP# /X OP# +X P V A L #, M *T P# P A #Y I @& L #P P F I D X D -X +P# #D M T P !# 1,3 #,% R0 !,<8 # #&8 P P !K,\$<0 "< O0 !^+L A @#Y M (X M P# +4 H P# +L0# *X X L /<P# "P H A H P# *M P# P /4 #K X0 -8 # #1 L R @> +8 "0# " #, O P I M +L 10 X \$T M @14 +,6 @Q > L I E *X: @& L /JPW #2 P P G (< M I0 "1 *G @& D G @X P) S @# X F0# < "P 6 L E @# ,) P# I M 10 -4 #9 50 ,0 !@& I M P 8 +, @& P K0 Y 20 M @& G S 8 I *4 P @& D G P I> J T 9 " #& F @& P @& =P 6 (E *M J S E0 "Y C0 P (L P P) , B #Y (8 P " & A @# (8 P #S M X P \$ # # % 00 +0 "N L J 2 0 " L @& G G O) H -P M #1 E0 &) (3 " L @& (C P I 8 T C 70 " & B @& H @& <0# & D A " (M C P I) L ? @& I P N P I Z -4 @& R @& P W A =P #< P #G I P T O P M , "X K @& @& P -4 F P , 10 % 0 2 H C @& H L ,0 " #D M A @& (0 1 @& "U P @& 12 1 5 P I T @& P < C H P I X : @& H 0 B I M) 14 < "D X M H L H P #J & H J A @& & H P #S Q A0 +@& 6 M P M0 H (P "6 I P D) (H \$ " % ! @& @ A *X @& H #1 @& 0 Y M < "0 \$ 8 & T 90 K & X 0 I W & @& P I E J S M 8 P 2 " & (K P I @& 0 7 P 2 #) @& I 0 7 @& % X P # O I T +@& "E M P F O P) 7 " +\$ 0 A P X #P I Y I @& (P I O) L 0 S S & L M @& H D B P & & 8 #3 I D P & & 8 P I 9 & & S 8 I 2 I 6 D 7 @& 5 S #P 8 2 P I H T 60 < M # # (K0 I 6 " \$ 50 G A #0 I @& I 4 " 1 5 Q 0 # P +P # M B A "D H > " #E M 4 (A # & P 2 0 0 0 . P I N "O T : @& 4 & 8) O I D B 4 @& H M & +> M "S H 70 M % L I P I : # \$ T 6 Q 4 % < 7 1 5 #60 5 U O %> P I 0 #H H 3 P Z : \$ X , M K L # (3 #C \$ L 0 ^0 I +\$ A 2 Q " \$ L 0 P ") @& L " L " 00 "9 +P C R T M (8 I I) =I X & P 7 I E \$ 0 < 7 P X 0 % P /P I : \$ I 6 I G #80 +@& 14 S #4 M 4 Q I 1 @& 10 @& 10 S 4 < 3 Q % \$ X I 5 P I \$ 2 Q K \$ D 2 > I \$ X 1 A 7 4 4 J 0 I \$ M % X 0 Q 7 2 \$ 6 " 1 % 0 0 0 , \$ 6 P 2 Z P J S 2 " 5 0 B S 0 (S M X I X P R 8 & 10 > @& 5 0 S 500 -04 S I P I 304 C \$ X 5 \$ 6 I #1 #3 208 M \$ 56 I @& I % D 0 10 > , 4 7 5 I \$ 5 I T O A G \$ 8 B 1 & 8 , 0 I 4 " 2 P I @& I \$ H L M O Q : \$ L 3 @& I V A I S # P < P " I J 8 J P Y " I P A S H X W I S M : @& B T & \$ G 19 (0 4 I L) \$ P 9 \$ I *A < 2 I H ? \$ 8 :) @& I % & R T 00 L S \$ (: M @& I ! \$ \$ 0 I O (# X < 4 I 5 D /Y D # L < 0 Y X 1 ^2 #< @& I V (@& 2 I 6 M #4 A I U (0 I -2 " #8 A P "R -I #H) D ^ " /P A 3 I " L I P : M 9 S (# T M I 2 1 3 " #C #8 D @& I #F 00 I 1 " I 2 @& (^ D /2 P 1 P @& @& Z M (3 T 2 4 E # @& B 30 W I R @& -B B #0 C @& S) X , B 2 # \$ E H @& O I B +R 2 I " F M @& O I 0 I , " F P F 0 . H C X J 9 I " O P @& D A I 10 8 S @& M #S I 1 +@& 2 I 0 0 I \$ D # I \$ X : R08 #D D P X) 8 -B0L #4 E P I T 3 H W E # (I 2 @& O U 0 : 5 " H L N 1 + " F " J H J K 0 " K I) D K I I M *1 " B K " L J P I G T (I) \$ " I 1 P @& < 5 % H 0 @& 8 3 T # G 4 " > " H W F 7 2 I 3 C (I D X P Z A & S ? H W M P C I P E F A I 5 " 4 P 2 0 5 3 I F 4 6 D P @& I 10 /4 S M #1 I 0 D 1 3 < " W B , B I L (3 B " X 2 " ? C D X T Y 00 < D I M G I G U N 8 R 9 W 4 /C N 9 I W F 0 4 8 T C S W 6 1 1 7 0 A 1 0 2 6 1 2 1 8 I D @& M 2 R E F A I 5 " 6 < 5 D 6 X P I D E 6 0 I 6 X I 1 0 2 D , D 2 #4 I M C 9 4 , W B , I T @& 0 U @& 0 O B T & # I U I 10 , 5 T @&

%\$!3 M+ - 8 207 \$4\$< !!!EP /O:P #D+\$ Y"YP /O?P\$%> !! P"=4 MDU8 (E: " 70 =EX &Q= :!B6P 5E< \$Q5 !!40 -DX "Q+ C M2 &T4)! =#\$P 5!10 %\$4; !-(% @212D \$44Q -!%:P 01D4
#T9T 9V M7@ -1VT #<= MDDP)IZ< =@<^A^X)1 8 D: M\$ P"=58 D4 L M (= @: !H8 @AP 79P %VR IN IFR @> 2 T &7 L D P "+< 0 G8 V 1P 2P 86L M %5!1< @< :WH "WZ C> 0 7 M
!W P"= P W< !W @< =P @ M -8 V\$!A< 8: !V P< B X 4Z !U P< 58 5H 1T M (= @< !J R O <> D "W! P 1P 0 0 2WT 9: !H 0 6H (\$R M @< P H 0 6F @< P 58 1 # @< P (0 "H C< L M
#<#0 @ 0 6 5 \$> A 4 (OR \$< P M T L @< ""= 0 @HP M (\$B " 00 2 ^ !Y !< P""> >H 0 &R & !> B 4 (H \$!+ U M C 0)X T IN -IC @< "H X " /D 0 !< "2 D @< !< "2 M !P D @< (0 "3% D Q T)OH
"/4 -E \$4) 7 3 PDX (X< P M !M D -D @< S " /P !< AP < (H & & -13D 19, #> 5 IE @< M)< !& 8 7)L "< G * @< H * A MH00 *Q)C #H 0 H *4 = "F @< ICH *4, "E8 17 @< "62 "D M K L D
* /K "B @< ISC @< 9)\$ %5 !F 0 9 P ^> =H \$: \$ M BC 10 < @< "K X " N K @< " P L 0 M + ! "S !> M O T + < 3 "Y @< N 2 X + ! "Z 5 NVH + ! "YH 0 M N L + < < "Y !> !G E 0 6 D \$!> !H 2 + 0 8 1 V H
!U @< !Z P "0 M L 0 " @< X N P + P " !> @< + !> P "0 M #< R :& !> !> \$!> !> 2 -S R #21 @< T U T -1 V 4 D @< U L M :> 7 5 4X @< G 0 3 2 @< #Y V G O K Z !> Q M 0 + @< "I M 0 @< (P R M #< P :S @<
#2 U 0 @< M W P< (L #P P Z O :PD M #M :BD X JG @< P @< P)R M #Q 0 0 #> , P !> A !> D P /> A !> #> 0 P P A !> #< \$ M P !> A 60 #> & 0 !G P :0 #Z > 0 !Y !> P P P V (4 !0) /> E # R
M J T !> G X L P #L 0 2 Z P A H #< #1 A Y P #> -D P #> + A P #> + T M P #> P A #> P A #> #> , P K /X P #2 \$!> @< !> M /> 4 P #P % !> !> A P 2 P #!> & T Z !S < > 0 #E !> X P \$> #> @< #> ?2)
M M @< -L K 8 + L U #1 , !> 0 A S @< #> , P !> A M @< #> + (P -M P A #> 0 /< < #> \$ S !H P F T , 0 #H #L X P !> , M 30 #< %4 V 0 !> -8 0 8 3 < < T O !> L @< #> "R P !> , D A P #>)
QW "M :> 10 #> + 0 @< #> + P Y 0 "Z L N #> +< P M P A J 0 #> #4 P #> M P A X #U !> #4 #0 #2 14 V @< -0 " #> 0 #4 R P @< -0 !> P #M M X P A !> 5 , 6 P #> & \$ 0 !> H +> , X " M @< !X +4 @< "S
@< !> 0 2 "X M G @< !> H J 0 " /> @< U 0 "P #> #> , P A A F P #> @< P #> + M #> E V X " 0 #> !> P @< + X) " /> X M P X + 0 0 "Q @< M K @< !> P 5 " /> H J 0 !> < 90 "E 7 L 0 #> !> @< (< \$
G @< + J P E @< 9 M *E P R)8 O P 3 @< D @< #> \$> "P 0 A C 0 #> (L P #Y Z P T M #> Q @< + P !> U L 5 #> !> H @< 10 "Q "0 2 \$> G 0 !> M 5 3 @< 9 %> , E P 19 18 7 & 4 0 D @< !> < 0 " /> H C
#> (H C P)> P M A @< "J (0 0 ""-P @< #Y (P !> A 2 P #> X P #L V @< D "M M @< X "G P #L 0)P & "8 " (E 0 J)< @< 0 #H C 0 !> !> (M 1 P)> \$ T A P !2 (8 6 5 %> T @< @< !D (\$> P !> , 20 !> L B
!X)4 =@< C M 4 M 0 "J P < 0 #M " P !P A !> #> "P #?10 R @< H +> "Q 0 M J 0 #> , E (!> P #> !L A P D (0 + " /> #> , P Z 2 T 00 !> M < < > 0 !> , < 4 @< !V < #> = !> (P 1 P !> T P !V P @< @< !> (!
!0 =< < M K @< !E , 9 #D & @< !> C A 8 #> #> , P #0 #> O Q !> + 3 "G S @< G 1 M)\$> " /> P B 0 " (#> @< !> 4 @< > 0 " /> 10 !> T < 0 T & !> @< !N \$ M !> < 4 & H 3 H " /> 9 P 18 & 8 7 P D < < 8 @< !Q < >
!> (D 7 3 %> L J 0 9 M + P 6 #< %> @< !> 18 A P #> #> #> P & \$> @< MAH "H " /> E I D (T 4 M "M #P 2 @< D "8: R & R Z D !> "G 0 N & K + 10 "T !> M A "M @< X " P L @< G S @< !0 !> #> @< P
!Y !> (H 8 B)!D !> 10 2 M 1 Q !> \$> @< !> A 1 A D 6 #> @< 2 0 Y \$B -1H !> 0 #> , \$< < A L ^> #> \$> :M 1 P 0 #> + A U "T =9 P L 8 #> A Z (P !> H P Z X)R #> "0 Z @< G !> X "M @< M @< "P T @< G 3 P)> "0
24 0 @< !L @< 7 5 4 8 P !> 3 P M 1 4 #L @< !P V !> @< X Q X 3 #> @< & 0 P B + O X F "X 2 0 M S 0 + !> !> L @< !> 1 M (4X %3 2 #> "T 0)#> !> G P 7 3 H %> V !> 0 0 2 P M #> @< P Q (P P + B (1 "PB #> @< J A T *2 (C
@< C @< G \$>)\$ B O Y (4 E 0 0 D)4 L M R 96 (F 8 P A)W (R> #> !X H E =2 P L & R G #> !L Y @< < 2 L 2 G , !X H P "C M @< F \$> (U " #> 20 > D D !> !> F 6 C !> \$!> !> P /> C #> 4 M M L *D *\$> T F Y :D 20
6 \$0 5 !> 10 /3 @< #> T J M + P 8 !> P " \$!> @< @< "R T)X M 0 =+2 P "X T !N /> + T 8 @< < 2 L

10.DTL M (/E/ "40 =E(&U0 IB3<5DD 5U&50P.S1 #5Z G.0.MS(1 IPRS.A4 &3G.1R(C.7RD.PC.Q 14T.<4 \$0 \$S1/(U7 1 M 6L \$#91 V D0 .J8 #3>| TWW0 -08 #C. HL P"20 D41(=3 M 156P =58 S15 14<4P 54.S1 "120 .4 "YI D 0 "WH M 18X&5.5 1L #C&08 L Y P 2.28 \$3DN L Y P.D#S #M SMZ HIC)Y /D\$ I SRX<1U0 6"/ "3Q. H P"83<CE0 (50 M 16P 6 4U4 \$E2 2 3<0 -5L "1 A1 &S(6#1 M"P 0/Q #C15 X "-0. #S K M. #0XK "4%# =15 &064 1 \$5#Y 0 M.B@ 1091 \$&T I T10 5 4 1) "P 55 C 6#<0 /Y8 M<& 8.09 =1? 45L \$57 Z5 +US "5? <3 %\$H Y1 + M1PX "\$<2 =0<0 &1R 14H.C 0 "2#L \$A 1 R 2P &(&AS 1 R 32 L \$BQ 1'S 1 T 5 71 "P 26<0 B 6 (C 1W 0Y.F8 M 15F 199 3& 1P U6P*ED "U 750 .8% M21P #50T M 5 1 10<0 41T #E 10<0 48#<0 #M 104 4X 0 10<0 P M3Y<0 \$^N 1 R0 3N1 \$W1 L "P 80 AFU ULIT.&T &K #M 13 0 1F<0 10D 08P 1& \$I P 27<0 #P 9K 170 5ND 7 15 P 1.<0 FTT P IR<0 9W<0 L M 6<0 V X M.H P 6H 1 H 2P IV<0 I F P 9D &4 .E M50 914 &0 14 0 12) "X \$G 0Z 1 G1P 8U4 & F 1C>0 & 81 &G 14 M 10 P0 7 8 % Z 1 P."P 3W 0 "AW 1N 8' <0 W 1% P.M 8 "MV.<0 %G. YS <0 / "1 R<0 4 "5 1 Q#<0 M 1 H "CU H 1W P 2P <0 &F# 1A0 388 %<0 (RB0) 1B M /B0 1XH 4 & C T"<0 C (P 1 P.C<0 (T-M 0 0 G1<0 (&B 2 1 P.CC 1U 0 "9 C1L (R5 "1 K<0 BLT M (GO 2) P1A0 .80 %Z 10C0 0H 1 21 F D0 &9. Z4 & ME0 18 "8 F<0 J L P.FP) L G 7%# =M"P GA 17"<0 H#0 1% "60 GW)**>0 L GL<0 WHL M<0 "<0 P 88 1 2 \$E<0 ID -"9G #YT 62 H0 M.* "E J 2 1 J0 *H "K K T M 50 <0 +OY "U30 M50 1 1<0 "SF<0 L 10 &5 "S N1 1DDP 59<0 \$> XGP \$<0 J1D .1<0 1\$<0 "K K0 + M "T M<0 +<0 "X N0 +H "1 00 +1 0 # P P M.* #P RAH LL #.0 S58 Y0 #BP \$S<0 "S #.X<0 18 MFP 2: #JE L10 1\$<0 N<0 L 0 +0 "W N1 +X #M 0 Q<0 <0 #C (R<0 L #.SP<0 #5 Y0 T M #A10 Y1<0 <0 #H<0 Z4<0 .1<0 #K> P ZY<0 .RN #LP<0 #M P 1A #. 8 P -1A 0%# = "P L1A .# .P 1L 4 5 #1 M 1 0<0 /B @>0 #V &X 10 1T 10 >0 #Q<0 (10 "1 CP#M 10<0 ZP 4.D MK0&M T Y08 0 1P #B A X.#. P#S 1A 0 #. 8 P.#. P M 1A #. P 1A 0#P. 10 G.D<0 #U#Y 710 L T 3P K 8 MZ 1<0 .8 8<0 #D &0 XPN 5<0 "L (10)<0 F "E 4 HP T M *RP Z 1 X G0 #. P P 2 9 L #. P #. L H #. MSP<0 <0 N 1 1 NP 7 +(<0 "S H L S T P."I #. IP1) 4 3P C M 14 H 1<0 *7P">0 &4 G0 I K L 1<0 "9 L EP">0 0 2 "I T "L (X MOP) . (BP#2 (D P 1) A 1<0 . P #T Y 0 #. (OP M 4 0 "N 1 J0 2 4 & P 1A "G 0 L 1L "8 P C 10 10 20 2 \$X MD 13 (X 60) "X XBPID (D P 11) A0 H (B 1) 4 2P D T M0 H 1 M 1 0 #Q 0 . P 1W L =P# 4 1 P#E T0 . "X KP <0 M 0 8 F<0 1 4 %0 1 1 X C F (L 0 1<0 #4 A<0 1 (0 0 0 "S <0 -1 M 1 4 1 1 %>0 P 1> D 90 IX &T =<0 Y 1<0 0 10 X (X P.<0 #T K <0 L 0 M.<0 #G &D 0 1 H L #. &D P 5 P P P<0 +8 (K I<0 H<0) L 1 4 M C0 #. (S "# 1 0<0 P<0 P 1) P 1 Z "X =P U 4 P 1 T \$S <0 1 " M3 10 <0 10 8 L 7 P 1 &8 9 P 1 P &4 >P 1 C (8 <0 Y 1 P 1> 1 70 #<0 M 1 P 10 <0 1 6 P #. %L P #) #00 N 1 "P 1 "4 \$E P T (L 1 4 M C0 #. (S "# 1 0<0 W 1

~~\$@&) !'!BH 10~~

SD 5Y IG:0 72T 0H L+ @0QT #L7 M:0 U% A 1 #54% P O% T +AOD P4* @K%3\$ 5A4X "D60 H%DH)Q=4 M "978 D&& (QB "&9DP @& < QF <IXX ?&O @ (K " ,P'C -MF #T (T) "#@ >3T & !F E P 6S (C (M) 1+0 , #@> 0 P4M0H +!@ / "H8% !H & Q ("89) P E&2T)HU " & B&T < (1M2 " < M7@ 'P6P '1U' !< P'W0 9' 8 &A "L> P'A E3T M "30T @> !E & !C / 63 < \$S !E / 2D #4M0M < M QOT "4=5 < C'1 < (T "S=" @ 'BL "QXR IX? P="T4 "11/ HIA7 9 M6H & !T)BDCP 5%0% 'Z L'CW0 4 (4 %2/ '8C P"> / D4\$ (E\$ M L 1 =48 & Q\$!B00 5\$P \$T\$!\$ / # \$K J) @. (R+ C M "A\$ > (14 "4 %L B:0 (:B & B,P !D C. 0\$S < B5- !4E60 4)F @ M\$R9Y !BFW0 1)Z (< ?> X XGU @ 0%0 2D ?\$G P "0 B T\$ (< !L M2D = \$H & D !@ 1 < 54\$ P\$T !# @. :C8 #R\$R @ ("D)L G M4M 9)Q (< 8 !8G P 5"4 %L (M L,H & 2"4 \$BE+ !5J5 P 0" F8 #BGM0 M XKBP)!)! "R"U L5P !+ !#2S, TK P"91 CTD (5, !A3 @ M2P 4T < \$!\$!'0 .3T "X E "3 %18M# 4 M+ ! \$RT5 ! (M' 1+2, "S"TI N,P +CT #2H T050 , < C"ITP DB MB (9P !C&O 8ORP & ,> L !S# @> P P"72 C4T (! 1Z4P < 50 M 2+ =4 44D \$E\$!+ !- 4! "L B. & C00 %C !+ !P + !@ T 3H1 M @!P% P & QX !3L 0!+ @ "5\$ @ 3Q@ !3P !M \$X Q@N !0)< M #RL I00 , < @OX ! P "14 @ B%)< !V 0.75X & = ! M7 3E @ (4 4W0 +4X " + ,20 D8 U\$ @ "OPP E ! 1P M4M 00L \$, C !# P 0\$4 \$!#30 0UL \$ K 20L @Y0 \$Y J M "PP 0 8 \$Y !L 6 AEX "U !S8P !V 0% C !780 M2\$T \$U; R6)U4 !Y3 540 #D! E:0 "30L \$P, !5P M2Q @ \$L2 !+ 2S (\$L !+ 20 2V < \$MG !+> P 2I \$FG !)MP 2.0 \$CX !, P"+7P @V0 !G !Q:0 6H %YH !09 @ 0V0 M #=A L7P (5T !A: 060 "E @ -7P 5PD 08 =1\$5 54 M 20; !4P 5 "Y 0T !Y !410 5% , #1D 13 P 4XT %D !100 M4 (!%X !+ P" (9P 2VL =N !0 < 97 %N =N !+ !6L #!1 M E & F8 !%D 48P !& !B 0 808 & + ! @# @ 7Q (!%7 M 12 @ 7B @%XS !> 7D) %Y2 !> @ < 78 @ %R @ !N0 6M! M #GW !8 P" \$& !+ 5U !X @ =774 \$T !T !

[illegible]

17 M UH 157.5 @ UO 1304 @ 8 % \$ + 11 # @ 4 \$ \$ 16 ' / @ M3R < \$ R / / P 3 T T \$ Y = , , P 3 H 4 \$ V = , M 0 2 / @ \$ K U ! * M _ P " % 90 ? & D ' 1 L ! M ; @ 8 F T % 1 K ! ' : 0 . F < " U E B 9 & & (M ! ! @) 7 P % X ! > 70 . % P (! : # 6 @ ! % H 3 ! 9 & 0 6 2 (M % D M ! 9 . @ 6 4 @ % A 8 ! 8 : P 5 X \$ % > 9 ! 6 L @ 5 = (% 3 T ! 3 P " ! M ; > 7 ' S ! H

[illegible]

@0-5,M-1J70.8ETP=1/6@.0E8.#92J3P(=P-19)1P-1\$0,M-1#00.#1-1P-10X#T1L1&1\$#PK1+P/30,M-#Q3190.WH#J2ZJP.<@.#CMW.P-16@>5X#A4-HM8P.8FO#B1D7@
 %L%1D.D50&5.111*3P4T1.M.2@.#D\$1+1P-8P801&11P.54G#P.14150.M1800.18.#1P-0.8#1L.P1-80#1G.41H.HH.#M76D.\$1F1\$1-9&5#A2=70.5ELM9.6%18.615
 %L%121.40D#.#10S.3Q@.#1B14T1@.3SP.\$1+1.M70.36G\$V1+10.2U#SG1+1P1G@=&P+Y0.D1P.56TM.#=1Y.#1+&D."IG.49H.60#.#B.#6D.#1+7P.M%1=7.0.5%L1P1#0.6Q%L<
 1+6C8#1&196.M66T1%B3%17H.5K%7H.13.#1Y<1?2H1Z10>@.0GH.#1P10>P&H+Y1Y.5.0.D1Y>@.H1Z2>@.1W.M-P<1W.0=P@<1.W&=R8-8V1V20=51.5W.M1(TDP
 HJNLK<PL.TM.XN.HJ0.ZJ+P.#Q0.#R.G+MS.W.2U.76UJG.V1W>W#BX3FY?C1Z\$SM1Q(0Q03U10J7?001.O.M.M-#M\$!
 4L1+2#PF.T#Q\$2\$Q06%Q@.&QP=R.A(B0E)B@?#BLM+B1P.M.C.T.C8%GB8V5F9V1.M.VQN.W.OGQ17H1%1@H.AH>(BHN.CH-0D9.4E9.8F9JOL>1P1?+T1?W?>
 K1/L-1M-1P-1P0%1@.M-1@L-1M-1V1\$1A.4&8&L<1@1(2(D)28H2+2X0.#(S.#8W.D14#T1&8%&!
 M1\$5&1TE2TU.3U124U155UA96U0=7F1A8F.E9F1.FML.F1P<7-T=7-X=7A.M.27Z.#0\$#A8.#B(1+C(Z/D)&3E)66F)E.G1V>GZ&BH22F1ZBHJZRMK1"OLJ2U
 MMKBKYNKNJOK-1PL\$QOL7R1R.A1M.28G*#D1RPM+B1P.3#-4V.S1Y.C1V3.05%*0T11P1D=(241+3\$U.3U1114K
 455976%E.6U@=7E1@86)C9&5F9V1A1.ML6Y0<@.#GR7P1U1P.M2X#1G.H.5A8.#B1#BXR-CH-0D9-3)66EYB9F1H1JF.MK#VNK1"OLK.TM.;WN+FZN1RIOK
 P<+1#Q.7&Q(0)RLO.S<1/T-2T135UW28.M1W-K.W1W>W#AXN.DY1G.GZ.GJZ\$SM1N.P1+SIJ7V1CY-00171.63T.O.M.#2\$+1.0\$#M.P0%1@<1#D1P#P#
 @.10\$1(3%46%Q@.9&AH1?T>R.A(B.D)28G*#D1RPM+B1P.3R.S0U.C-EZ>W01P@<@8#A1G.6&MAXB)BHN.C8Z)D)2DY251E8F9J.G1V>GZ#AHJ.D1F.G1#FJZRMKK"OLK.T
 MM.;WN+FZN1RIOK.P-+1#Q.7&Q(0)RLO.S<1/T-3U.76UJG.V1W>W#BX3FY?C1Z\$SM1Q(0Q03U10J7?001.O.M.M-#M\$!
 M1"0H1.P.#01.#P10\$1+1A.3%10\$A87%Q@.9&H1&OP<1X>R.#(2(B(R0D)M28F9R1T2HK1+TM-B1P.3R.S0U.C7Q@&R.B88N.D)5EYF.G9-AHZ6G1F1LK:<P
 MLK.UMK>YKN1O1.P<+1#Q.7&Q(0)RLO.SW1@X>BX<DY>7FYN?HZ.G1ZNOK1\$M1N1O1#P1?+R1/717V10?W.M<CY>?K1"Sl-7W<1.O10\$#@.#10%1@81P1@("0D*PL.#T-
 @.1V\$11M\$11.01.004%186%Q@<8&1D.&A1<1T>A1@("B(B.D)4F)B9FYV7H.E1ZBJK#VOL+SM.;WN.HO+Y.P-1M1P3%Q1?RKKZ<SL>1N1-P1R1O1SI3U10.W1CX?>
 GZ<1.O1M131.M

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

X_/BGSWB[/^|3R_-EZVW/C#4K5? M&_H652"%Z?ZYIN/|51|2Q-(P_P!<-
;<^RI>T_0&Z'3W)HZIJ8*< M6(!O-
*L8L6NH/J^IX|^'5XUUR(GJ0/VGK#42^"GGGX_9AEFY!(;1GY Y(X| M_3L^G X ^@|C?
KL_UI:^^_?NO=>|_!^4W_93OR_-P#\$|=O?^_!W#|!L_P#; MS?Z<_P'''KD)SO_RN?-W_

\$M+K_J)UN=(?R6ZA_P#\$7I_JY3\$^P^J^M=!C MH4/?O?NO=>|^|^Z^I^U^W^W^KW7O?
O?NO=>|^|^Z^I^U^W^W^KW7O>>EJFAJ:>M
MHJB>CK*.>JH*NEFDIZFEJ:>198*BGG9)8)X)4#(ZD,K \$\$\$>_<,CCU9'>)
MTDC3:M%*>IH
M5M34;==%9XML9A@|37;0J9>=\$4*:IL>S^J6D!2|O3RN;:9AU_1#??O?NO=
M>|T" _P#"AS_LE;IO_P 6!QW_+|GL^V4|Q_81?Z? (>L6?O9?V/R|_TM5_|
M1Y^K4OY2_P#S/#L/_P_135_^|?M3WJ|^P|U@'U?|H|H|U|KWOZ+GP_|WZY^1
M7QXZO|%ZTRM!6XJ;:F"P^8Q%-\$_U=L_&6-V&-O*DT;H<4_8?3KKAR!S/M'-
W*>R|OLTZM 8\$1T!&J*144/\$XX MJR'&>*T9;JP)U%?D!U?N_J/MK>FT=Y4-
535T>=RF0Q|?&XIMP86OKZF?&Y|
M'3D:*JDR,)U\$J28Y0|3A9\$=5,U|>Z&70,^X>0Q|!EJ*IQN4H:/)8ZMA>GK*# M(4T-
915<\$@L|%32U"203PN/JKJ5/I/?B <'ATW+%%/&|,|2O"PH58 @CT(. " M/MZD4M754-
3#645344=732++3U5+-)3U,\$|K)#/'R2Q2?*H5((|DO|"_EN_
M!7M">:JW9|8>K4JJC4:BKVEB*CKJKJ?EYJB|Z|K-K5\$|0YY,C,9"?S|3/96 MK_%
OY8_P4ZCO=O9_P!LMZ9GON2|'Q#Q,2&W)^9,!C)/S.>C%
|3^87RQFIE'/I#56XZFKM_KRD^V?W99_||/|3_GZ"3?=O|H6%PF%VWBZ+!|=
MQ&+P.%QL*TV.P^%H*3%XN@IUN5@HL?0Q04E+"I/'1HJC^GM6_%%|U*%O;6
M|G!';6END5L@HJ(H55'H%4?(&HKN1R61S%;4Y/+5|;E,C62&:KR&1JIZVM
MJIFL#+4U=3)+/(0.69B?;|H|T|U"|H#M#M/KSL;8^>|)|3W;A|D|)VU2-5Y M?/YNI\$%-
"OAI:;)1)59')ULMHJ:DIXY:JF98XHW=@|J|B1*7D8!1T5;UO>
MT\N|;=:QO=_';;:"M7=S0#T '%F)PJ|S&@4\$FG2JV5LC=O8VYL7L|9&:R&Y M-
R9F<4|!BL;"99I#|9)YG)6&DHJ9+O-/R0P1@O(RJ)"1H&?S+_YCVZ/G'ORF
MP>VXLEM;X_|%R-1+L7:56XBR&XLGHEI'WYO"&"22!LW54DCQT=* &DCQE+*|:
M,TLM1+*&+V|:Z>BXA' ?
Y3_JOUS=|Y/=Z|H|T2VLU>#E6VDB3<^>@4Q28FBU).NU|OR
M2HDHQL\$Z*|1,0CULZ*|)'\$B5=^T/4*='8|^|^Z^I^U^W^W^KW7O=L?Q*_E@|R
M|7IL7O|N^?)|>=?U:0UV+VU3HD.^MTT<@62*:5*J*6+:F)JD8%9)XY*R9+Z(
M8T>.8>>X;'FKW+EFVGE20:X|=0!>W*')# BUB89#.K2N/AC166 M7K'SW#|HMMY?
>?:.5DCO-W4E6E,8(CP(%"#*X|PI" |6)!3I(Y?=-,(6IZ\$) M4U
NK2DWIXC^0+&|SC^@((4?U/T|W(U>X?B=| (=EPX>2MV/U+B'@6>+ #T@>NW
MAN9H |2ULM#3+DMX|J|0UT-5,) _' <*TBK:W0Z?=O8C|M7+D>WO<|9L_@5#")
M:O=W^%*@.47Q+NY;R,C!|/LHZQKCL_<+W2W-KE8KK<;BM"Y|88JYTACIAB'G
MI&FO\$ GI&"/+YV&;)&:V| MO>1HIA4">^D\$*5'F((?\$=U/EJFA:G%0<"7MA^|9?
RA)>9.8(X1YQVZF1OL, MCZ54CY(X)">E#2|,E:S5M6D?|8Z=3(W^L9'T*I'^^L/=?
8ARGY;|^>:*L M"EV'CH5|9U@Z"""+5|/#FJUGL33FH8?
VJB1I|NBZ(C_R3|)YNOL3L#?DYJ=|YWA0&H+^3S;IW+F= MP2A^?
4'RM;5L"+_CZ>|?-|YNYKYHD|;F7F;<-QEK6MS<33F0K65VZDC;|FV?
M:5T;5M5M;)Z11)&/_*,GF&FIZ<6@AA'|(HDC'_"8H|H|V'NC+K-H|H|U|
MKWOWOW7NO>_>=>Z|H'SK+Y1?(&IZ>GDZ_|8WAAZ2G9"N#JLD)F|LN%(I,FV
MLZ,E@FU*_.H4X<+|&'N4^2_>WW7|OI8GY4Y|W"WMT(1:0S6YIZV|WB0|,5T
M5IP(Z".^|A|G|R(XWCE^VDD;|84)+^4L>F3|M5/ETWU6*QU;#|Q20NO_W8\$\$
MSLC.T=-3|B;:BJY-K3S,1'&= MQ8.1ZS(X'60=53R55-K8EHJ;)2PZ#^S?
W|MIWF:UV+W>VV/;|QR%6_MPQMF M/?40DO)!7SD1H(ZFK)"@)&-
_W>KRRCFW#DNZ:YA%2;>4@2@?|+?"R?)6" MM089V-.D;D|H21!IL;(TRBY-
*5\$H'U_;D 59A 6(!_Q)|W)XW)X|,X^BRV M'R%%E<5DJ6&MQV3QM5!78^OHZF-
9:>KHJRFDEIZJFGB8,DB,RLI!:(|H#|_|ML|QM+:_V^ZCGL9D#QR1LKHZ,*JR.I*LK U#
D\$9!ZQJG@FMH|>YA:.X1BK*
MP*LK#|!#*:\$'!%1TBV5D9D=61U)5E8%65AP0RFQ!|IS?:GIKKC|H|H|U|KWO
MWOW7NO>_>=>Z|HJ#^1_|T3(=&=|;HZKQ/4V/W5A-E5..Q^7RE;N|HQ&3RE=
M58NAR=7_Y8;/DJ7'P4GWWA7RK4-(T98A=(Y_ ^|WVKOVR|SHY&L.OXK| M;=M>-
)97N6BDE=HTD;P|,4BOJF00-012Q; M3?BUK^S2?'3Y="?(J:EP.*S\$^R_5 5\$V/O-
J6@KLC.1ZH|N92*>3%;A):^ MB*.1*TH"S4ZJ"?@%E>:4>1O2WD!;4_R56\$Q M+&)1T
N<_:FWDQ9+NXMA=:0/|AJRJ/^&*1KC^9(*5P)Z:LEM_(8T&1T\$| M.A=|
V51_S=0C7'_K_*?|?9V/>2/47|,?OWOW7NO>_>=>Z|H|H|U|KWL MF?|, #W;B-H?
\$;N*;+31(^X,'3;2Q%/(5|E=E|Q9&DHJ>&F0_P"+RW\$BHH4>95=4H|C9O+J3/9
M_|KC?3UMV%YLO1! ?VY#,Y_"I&K,2? MZ FP_P!<^|2GWP6ZZ&="|H|
H|U|KWOOWOW7NO>_>=>Z|H|H|U|KWO_3^?| M^=>ZW^/?O?
NO=>|^|^Z^I^U^W^W^KW7O?O?NO=>|^|^Z^I^U^W|\$GX|?(KHO=G0

MW4.X\1VYUR^.K.MJEZQ4;TVY255!5P[>QM/6XS*4E1DHY\=E<;6(\%33RJDLM\$Z,C
-/8PAFB.*A(*4'F.NM/*?-O+-|ROL%Y;|H:>"UG#QFC!4B-058%JJ MRFJLIH000<|:D7;/4?
9V!|1W_AZ_86[UJZ?>&X))AVYF)X*J"3+5DM-6T4\5
M&T570UE.RRPROEDDC8,I((M3|B^7/Q5VC'+)N?Y*|"X/P@ZXLEVYL*FJB1SH
MCHWSPJH?Z(B,Q_I|L:B!|?BG0?F.EMWS|R/8!C>|X|7%3R:Z@!_9KJ3|@*|L
MV(Z\$|RS|HF%Z<|1R?DMIDH|A;|F@_A:|>H7%^"-/|J9@O\ C|HS_G%_.OXB
M=Y_%FLZ@ZH|GP/8/8:|A|-W)28K;>*W-78|H|\$-DH_I4|_RO<;JWE@,<"|S>0>9N2)-
@V+|F**|W;ZN&0+&L MC+I34&/B:/#P&X:ZGR'5F?|_+W^,7?067=|/O_?
7764VIM)M|BP|=F*|"T MM9|UD!1R4|5OV0|80=7A^>=>Z|H|H|U|KWOW
MOW7NO>_>=>Z|H|H|U|KWOWOW7NO>_>=>Z|H|H|U|KWLR_QO^8'R(^)VX&S
MW1W9.9VK!5U.51F|K3.F7V3N4OA8R_M|)+48>MG-.#\$M4L<=;_C'PS1GGV_M#
<36YK\$Y'R|C^70RY0Y_YMY%NS=MV FY6*VYUV22VN..!FMOU(MB?
5HF/B/(DK3'JI+M|^4_NW&2562Z4WQ0;FH!KDAVS04IAL_&@O|HZ;/4,#8
M3*3MQZIH<:|@'Y-N;F>H?
FS|3.^|J0|5_(#K+7^SF4G|<_L.>LAM@|Q^1.9UC_|^|Z|U|VCMZ=B=?|;XMLWV)O
MG9^PL_H|VS_P#"=NM0R;/5-CGR;J.? \$WT|H9=SM8|*Q=OE_G_XOJ%.:|O'^VW+ZR1V
M%)|N=Z."VR|E?|LSZ8|/SC,A'\|1V>K_.6|E.P9*>HSN"OO6.\$E*_|?O6N
M1,F83;R?;;Q7W^76J0'B.K6B5CQK'O7|^5WZ+Y7?(NGR6U|DUMA?>N*|)
Mj:;|I>Y"KEWEE*&6X:GSW8TT5%EV5HV*.F+@Q,,T9*2I("93<;E<3553H3Y
M)YYN6:RVV0;5M#5!2!B964^3W!_?Y\$1B(\$88'JUCHO^71T
M7U%+1YO21VDDD9GDD=B|N|DLSNS\$LS,QN2>2?9=U_9)8DDU)Z/XJBJB*J(BA
M550%55465546"JH%@!|/?'W|K77+W|W|KW7O?O?NO=>|^|^Z|U|WL^?R-?D_
M|3^D>D^PMC=G|S|+ZY|5WCVI5;@FH|H5DFT|5-M2EVSMMW\$|=6'=F:AI-JRRK
MDH>,4'GPZS1^|1SIR+RWRYNV;US%;_M6>^7%|9")CX2F(1QK'25P(B=0D--
=17AYFE;^9ETKWMV5V1M/Z>ILO3LH=9|7V-L^OA9#;SK+29F5"IOP;V|G
EB/"13^8ZRTAYIY9N5_M#V_-=A(OJMQ\$P_DYZJ3K>K>SL;
{8LCUSON@E#%3%6|0W!2R!A|5*3X^-@PM| M+>|>C^?|F.N=T=?|,|
|&WOMW=V;;>|7V?O"FOV|?FHL!1X3;^1VYMF#;S
MXVHJ(>JS4FZJV6&|F|@CI/(ZJK0LY|NTZ,D4*L":U-/V#_#UB?|ZCG+:+W:
MN7>5=LW*&>Y^I-S*(W5P@2-HXPY4D_OXKD+QHM2_"I-LW|JOIG=^\$W7V)VIN
M;;>7P.-&VH-E;?FS6-J|<^5J.EE:/,9F7'15D,4DT&.7!TR22@:;<^A22L@7_M5Y|D?
6%75U_OWOW7NO>_>=>Z|H|H|U|KWOWOW7NO>_>=>Z|H|5.OMXYWKO>MNT.P-
KU1HMR|'W1@=W|?K|J_R7-;;RM+F,7/Z65B|VC1B_1<#W96*,KK|0-M?
V=+MLW"YVG6TZ2QGT>-@ZG|B!TQ|FV|C-W;;W!M3-0_-G0E6*|^Q-^|/0**9
M,TX4/^:G72\$>,|J8|*WN9_-ZXOEO_/XP6>V/N#8_P3-B;RPVX|I05>
(/:W8:8C#S;9@JHWI|G MM#:^&RF>EK?/O36UUM MMUMO(FV7\$=W*I7ZF?
2AC!P6BC1GJ|A9V72^-S| M>R.(Q=33UXV+M)J_(1YF6!UFCH|_F|C18M*?'^1*B"FAF-
1&2HGC^IUB))) M)9'EE=Y997:2221F>221V+J|NO+JL222;D^R/K"|DL2S&K'JZ5\$6-
51%5\$1 M0B(@|JBJ_%55_55_L_/?#W|K77+W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7
MO?O?NO=>|I"7|A/Y3|:=0;R|HZ;|2WK@|D4_9T.SMR;\$R>Z,3_8/&A:5HT8WVF=
(VECD8#50BORZRN^Z|
MSOLVP;AS%R|O>XQ6R7HBDA:1@B&2/6KIJ8A0|JZE02*Z"!4D_U_.S2.C|Y;_M-N|
<|A|(VWD|RR|+DW#A|T46\$HHEE8L/FOX75XW)BAI(Y;J:@QM7CIUG9%_M?Q?*=|
(8;0^6^0'0V|A:ISG=O4>%IT&IY|MV3LW'0J+7NTM9F8446_J?9X_M9HAQE4?
F.LUI^:N5|52|US)81HZM<1*/VEQU2?0=5=HY200XSK??V1E8V6* @ MV?N&LD)_H\$H=
(Q/^PIEUWS_#;?@7UY')GOE)U7D/MU+/%LG,3|DSL1_8B_MAZ|H|T2227XL
2#|>V6O;1.,Z_EG_!7H(|G|R>U^TAC=<|6+T|H7-P?V0"3
MH7=L_#|Y1|M>),7TEOBD|I_5|R8^+9T0!_M)NVHPB(EN;D|CZ>|^_M>79T_
M:794_7E3)6|_GW|O&;8U9-1SXZ;JV?+N'(OMFHEQ|4D=30RS85H&:&15>(DJ
MP!'L*R;=:Z/@J:29Y=&VERVU&ZE,)(*DQ&10#)4T*DI3!R.'6T_M7L5-P|;
(V=%NV%*;=4>U=OO|FIXZB*KC@W_F)I%S,,=7_SPU21Y\$2_2(2K@7_M|L?:
|TZ*NE5|V%_ ^\$ _7<_677/8_R&V7OS>FW-G9CL+;;?760VB=S9B@P5)FG_MV;D-
XQYG&T-9DYZ;EJ;LD6ZJ>:;F5S-)#*ZJ5B9W=2YX87'U63J,BBFGBH6?!RQ
MM,5|;2.BLP+J#M#9'OOHO#Q_-E^Z.A7"G+RY'L79|#\$HM?U25.8B5>.>3H/
M3+\$.JC|QUFK-S3RS;@M/S%8(OJUQ\$A+CJD^CZM|_R#B.@ZZWW72-^F.CVC
MN"I=N;<+CW8|^PWA_,,^#NQ8Y|_|*CL0TZEIJ?;>^<10:N32+E/X=LN
M;|UYFM_8\$9<_T|M->6J9U_(U_P=!K82|5^5_M*|"7M_XF?)?
<|QIBNC^R\$K!8Y|LQMFOVW2M?Z-JWN./%4HC_-J+Z?|_ 'WHL_M?+;>FT.R/E^|A^Q-

@9,YK96_.Y^R-Y;8RYHU^NMG|=S5 *FD MK11Y#"X*AQM13"KH)ZFBJ/"/-
IUQ2.C6X8CGV7GVST\$^A9|^|^Z|U|W|W|KW M7O?O?NO=>|^|^Z|U|W|W|KW7O?
O?NO=>|^|^Z|U|W|W|KW7O>V3_ " ^Z>JM MN?&KMCK;'<5 MW-YM\$DBHQC>"!
RAB*C5\$P)%:&E:5%:(P":GUSOG+|O|\$WCA|H|@S&W9^LL M?
MLY/\$XBOR5)!F.5NK=N2J:.*JFHH)UIHVH|Z+)L.BEM-|+6O S7R6^..VT M:3<7R Z3P\$:
EI,UVKL3%(H%B2S5V>@4_GV:&>%?BF4?F.LD|GG+E"S!-W MS5ML0_IW, *_|>
<=5IXWIOM_L\$Q'579&5=K!5QNQMSUS&_TLM+BY2;^R|;V_MF>?
/8T%2V;^4'6>36)'\$D.S*S)=B23<\$&.%-AXW M,Z_EG_!7H)|E|T>UFV(YN>=;-P/*\$M/7|/
62O0M|;^%GRHW-+"N-Z4WG1&1
ME*R;BIZ/:21W(:1MT5F\6GZF_/^'00#J%A6HG6GX4.P0U2H|GEUM4PF0Q1&90DIC01
MP^_=5ZR>_>=>Z|H|H|U|K|W|O|W|O|W|7NO>_>=>Z|H|H|U|K|W|L|W|PU^9G;7PH5
MI.Q.MZTUV%R#4E#O_K_(5,L>W-^|>AF9VQ^01%E^QRUS)9'Q^1C1HZ&9S820
MR3P3*+:YDMI-:'F/(|#WV|H|P|^|N=|3=MGDU6|T6>|B?#GC!^%N.EA4F.0# M4A/FI96
3Y#_!WV|C|C3|1WA3"FR-()ZG:NZZ2%'S&ULM)&%%72,Q3|F@J M3&BU=&
|'"IC4|C|7/E)U+|N^J<1VQU)FOO<;5%:+<& K3##N39>XH MX8Y:
|:6YL?')+|HD*7R|D=2T%5_R30/)\$ZL13|/'<1B2,X_F#Z'KIOR3SML/M/VQP;|L-
QJA;\$B&@DADI5HY%\$1AY'*LM&4E2#UK\$=V|(|Z"WS7|\$W|COMJR M"|3BLK3"23#
|CQ#R.E-F<+5NB?<4D^@AE(66"4-*JN14&,JO="|H(?94OEY M.|>G/F?
UE4=>=JXC17T0J:09.^|7% F|AYR>)4_B6\$K)%/FHJHQ(M:03;J6
MMC10ZB2.&6)BXM|H|E-\$@SY'S'0&Y^|O>7O<39GVG?+>DJU,,R@>+Y'Q(?,&
M@UH>UP!45"LHZ=_ (7L+XZ|SAW;L:OU4M288-R;8K9)6P6Z,;\$|-|GDJ=&'C
MJ80|&FJH|3TSL2I*-(CZ_ S'^\$G=7PH|/#DV;V?B37;9UCC+1.Q*:W(4,0|5!(K0@9H#5|_-
"ZHW|V|UYUOE=B;6SF M|Y-HGS\8QFW,,5YC*P4>;QM,D.07&4\$4|;/203XS1*|;-
X_*I:RW(V>,G| MV/AQAHVDR7RM^.5/HO>+_35US-4FU|A*2GW'+52\$6_LH?
9X;FV'&X3_>A_GZ MS0F|Q_ ;VW!;W|.T#_J.MR?V"0G^75+-%|_D+D'5*/HOMZ;5:S_Z-
WQPB_T M+3RXA(4!_P 6'L\$-W?S7/Y?.RXYFR?R7V?DY(58B#:. *W?O:2=P/3'#)M+;N
M9IBSG@,TBH|J6 Y|M-?VB|9Q^53_(!T&|_WS|J=N#&;G*W%&X M_G3U/0EX#X+?
_<31BCZ:W!1+(1>3/UVW|MK&I/+R)GLOC|@%) 4L?P">/> ME9|R.R|F|R?,O?
M3KZ>MJ=F;_|W!NC;U1D:&3&UL|E;G|D35%!.3-2R22 MLOT/Z@#R
>/8:N762>61/A+5ZYS^X6|/?S#SOS/OFTLOVZZO)) (RRE258UJ5 M.14UP>MCCX|I-
W#UYTAU?L?=D=-#N/:NS|3A,M#25*5E-%54,/A|<-5&'!_J
M1JHU+P2."1S|+3|8Z!00R>U;L&FBK-|;+D)WCBAJMV|1WCQ|0Z*B"Y9V9;-?
D^_HZ9#O;I#\$Q&?*|R=58R%5+M-D.P|HT<
M2J|JQDJQD98AQD7|HZZ|R|S|M0#5/S#8HOJT|0_P +|: @U)UAV M57N(Z'KS?
-9(3I\$=)M+/U#EC|%"PX|V)_P_/98NW?
YFGP=ZQM QY6MCB9H,324FT:C*TM'65AHV#|,?DOV%E*"X_J3=^!|:R>*,;-
|SQ%9M##T-,|JLM=//GXJ&>HIZ
M="7*TT<|S@6C1VL#H5|A;OJNP=_;XW|70+35N|H|X;FW?64R.9\$IZKWL*.VMW<|22?
V|9E"--!AL=38Z*5D!8(9(Z8\$BYM?VC M_=>B_I0>_>=>Z|H|
|H|U|K|W|O|W|O|W|7NO>_>=>Z|H|H|U|K|W|O|W|O|W|7NO>_>=>Z M|H&?
X^=|@_&CMI9G<_663_A^Z=G9)*I8)6E,,SN*F!|@S.VLY3Q/&U7A,|CW
M>GJ\$;5U5P|;)*B.KD,KP2+(A|A_H|T(N5.:UY-W_;N8MFFT7MN|:&NEU.'C
M<#BCK56"-00P!_==K|7|4|EV#N+KK>E'|WA-PT30-+&\$%9C*Z,^7'YG&2NK
MB#)8NK598FL5)72X9&93|_CXL_);KSY:="|2|HZXJU.-S|**?.8&;HBFRVS=
MU4:1KG=IYQ(PICK\54OZ'*(M53/%4Q@Q31DBV"=+B)94X'^1|.NJG)'6T|I
M|N6',6T2?HRK1T)!:*4?'\$ _|)3P- &4JX|6'6J=W?TWNWH?L;/=<|O@/WF*G
M|N,RD<3OT&X<'4,YOF=QC.6#4M="OJ74S03*|+_N1L_/55TM#33UM=4T|'1
MTL4D|55U4T=/34T\$2EY9IYYF2*&_*_2S,0 !<^WN&3T*G=(D:21PL;BI)- M.)).
@J|@G|J|H|J>FAEJ*B>18H8((WEFFERNP=;,>|/?@W5GL-LK+P|GI-
AJ/9N|L+429+.87|W 4 ME='DLO!\$;-
ZH58+\$^+2C\$\$FZSPR1H&D@+AJXSY'K#|/S_.G*F|Z1;@)72%Q(\$012H=3I5
VIU&@MJ^5->KG?Y7O2O: ^RNP-Y|WCL+<>U-K9 M;8\$N#Q>0W'CY,++D|FA CA
+'03XC|Y7??26|ZG;|74B&'<&W|Q#D|G|OH('9EQ MVZ=NS2)29%!
(XBF4Q5E*79J>:%R6|O07\$MNVN)J'^1^T=" _DWGKF;D+<_WI MRWN)BD-
|9|HI5'X9(SAAQH<.M2493GH.(YNB>LN^|LG:_9.W8X,!52*
U7A,O&C3TSY|9Y|OQX|\$I/5*W<_P#*V|;VC/5Y/J++4'9V #22PXFKEI-
N|RI(02XB>*MGBP67,,7! MDAJ8)9F'IA<#W<|UIW3U!W+C/XQU-V?
L+LC'" -99:G96L.)N/|17L-%?#BJ MVIGQ\ZLVEHYUCD1O2R@|>S))8Y!6-PP^1ZR(V?

F/8.88?J-BWJUO(5)AE22 MG^F"DE3B 1Y15U|RZYW_P!=UO|
#|~;*W3L^L+LD<.Y,%DL/YRM_52R5U-# M%5Q,! =7B9T9>02.?
8F^|1/2+1^1^Z|U|W|W|KW7O:\$W_P!H!14X9|P|G=@ M;+Z|P4:NORV|=SX;,%
WC%V2*IS-;1Q32|@!\$+.Q(!) |U=TC&IW 'S-.BS M==ZV?8|I;K;6EL/Q32)&OY%R
3\AGI3|5V3O'?07\$|+VIN/=N38J|0; MPN1S54-1L&>"4|0|:<FJ54A:R.X?V6S|K!'41
NW|! M_J_U5ZQZYS^|JR9LB2VW*|,FZ|B*@, 8K=3|W8:W|QI&A5O*0<>K#NF/Y8'<
M^|YJ3)=HUE!U5MQF226CF>GSVJJ ^K33XJ|J&QF-J J6JZI9H6|IWL5|Z
MPORH^:R#^8VZDW'W3O.7(8W'U\$TVV=B81)<1L':*S HRX';RSSJ;MHCH>NJ
MY*K(3(LD|JJ@\$<|S-!7&I;:!(2-
KLD2L225+VOT!NAS|~|^Z|U|W|W|KW7O:SZZW9!L+?^RM
M|U.!Q^Z*?:Z<%N2;F5)&.S<>&R5-D&QE8P24+!6"GT\$E)%%|LCK=2(N4-^
MBY6YJY2.2)|2:U*ZAPR*UX@^A!SU@J8344|D:(S121"5/U1ZU*ZE^G(O_M(>
|/.|OYM/;>^|8)J),=1XK!1.6*MF18*B|JN ||U?=#|^?/'-%D=J|O-F78+9UI)<,ZW-
V:1\$QC2* <1J"2
M2|&22,XZ@KE/|O.P;3.+OF6^XRJ:K&%,4(^;@,SR'Y:E3B&5ATEZ#:%) WD
MK936,=#8PIBA%O| 5@,7D\ L0/Z@^Z|W)F_>=>Z|H|H|U|KWOWOW7NO>=>=>Z|H
M|H|U|KWOWOW7NO>=>=>Z|H|,^\$7SKW1|:|1|/WA4Y#6K0N2P|)5UV MRYJJ6|VX-
JHS%EA\$CF2LH%M%4C4Z|9SJ?+7|M7WGM|H|F|SM^7^8)I;SVVN)/ MU(JEGLRQS/;
|4ZI8|VR990LN6ASW2|J+G>TDW+;42'FB->U^"S \$)W+M
MS)T>:P&=Q)EQW.U742RQ2QD,DD;@,K*1Q!!ZP3O+2ZL+JXL;V|HKN)RCHPHRLIH0
M@|!9)')#(|4J,DD;%'1A9E938@C^H/MW|K^DW7#W|W|KW7O?O?NO=>|Z?'S/
MS,>=^5G?M=\$XD2+LSW_"C\$PH38QO|Y!XG_/W0R85#B<>IXO2Q/_ M
-3%|G_17LLR.|K)&S)(C*Z.C%71U(965E(*LI%P1R#|AA69&5T8A@:@C!!
M'F,AP0""""@|.GNR?XZ_S_>|.G(Z#;N^V_TP|&IO' E-N.OE@WEBJ5;(\$Q6|
MC'5SUD4*|B+(Q5?I41QR0K|Q_+|Z?N9|>+|1S0?ZP|LI10MPY6|B48I%=M49G
'9UEP J/&O4)AK=4E/_D4YN;QJ#"Y_VN&X"D_U4K_B#|NDZ:_F!?'&+N.*EIZ+?
M+L7<4J*F7;>4>5|B-*;MDF:PO&I('OHW|= _>M|E?<6."*WY MICVS>&I6VW
K;4^22,QMY23|(CF9SYH":=8R|C(Y8YHTEAD5XF (8\$\$\$@01@@
M^1'49,K(S(ZD.#0@X(S'3(002""""."#P1_KCV&O:GWIMS|G|SPNTL M6B2-3I7U(-)Y26-
=1I<)AJ<397,UA'^ZJ:&5P+D@*"0#>>?<7DGVVVF3>^=>
M8K:PL@#I#M624C|, *UEF?| HQHQ|S0 GH|V#EG?>+:Q;#8MLEN)RI-)155=
(J6|YG)YTCT(/ZNYLB+_B2/>LE|W?F9FOE7N^BL3
M2UNWNJ=HSU!VCMVK=!79*MF4P3|JW\$E)+3G+5-/^W!"KR1T-.S(C,|DTDG%
MW|ROWB=Q|1^8+>"PADM.1;V^EMV(UR.<-U\$!984)56+/(|YS>U MOMI:|@;=+)
<2+-S!<@>-(A51D11U_@'+,0"|4) "J%%#!85,3"S.5DJY@/_ M-(TJHY\$4=^=-)/|H_|
C/O&3J5>G|W|W|KW7O?O?NO=>|^|^Z|U|W|W|K MW7O?_J3Y_P#|H|K?
X|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
MNO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|
MW|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O8P;(^0O?
MG6D<,'7/=W;FPJ>GMX;9W8^|M4J!;604V&S%' 8R!8J5TD<\$6|N+*GP2L
M/L)'0@VWFSFG9E5=HYDO|5|P\$5Q+&V(X'0?|EZFZLWD|DN|NM=@|HEEOY)M
MP|V_F9V)_M&;(X^HEUW^AO<'V8?\$_S_?GMA8Q'1_*?M>95M8Y;T^>DX^EY
M<|19&5O|;DW|O|N|NPG;H60>|GNC; "/G>^(|_FX8|!+7_#/XM9%B|1TA
ML6,F|Q08Z7%KS_1,94T:#_8#V|3_,T_ ^8)4Q^_3Y0;|5= 2|%)M6EDL+|^6
MEV|#+KY_5?4?Z^|_7W?^_P_RZ4-|W>ZSBAYUNJ?(1#^8C!Z;HO@_P#%&%M:
M=*;6)U:K2U&|I:WL+-S_.SYG|QC>#/_ "G|ZJ::4,):*C|0
MW=AZ"96^JS4&%RF/HYE_H&0@?CW1KJY;C_ |3T27ON=|B;@"MUSONC(>(%S*
MBG|51E!_,=+?" '&'XZ;>=9,5TAU=#,EC'45&RL#D*J,CZ&.JR-%5U\$;?XJP)
MJEES&;S6X;^;*9_+Y3.9.H-Y|CF,A5Y.OG-R;S5E;+/42&Y/ZF/U|L\$EC4FI
MZ!EQ+.Q9CH))Z&?'XW'8FECH<5CZ+&447\$5'CZ6"BI8AP+ M1T|-"\$G_
'MK|ZZ9ZF^>=>Z|H|H|U|KWOWOW7NO>=>=>Z|H|H|U|KWO MWOW7NO>=>=>Z|
H|H|U|KWOWOW7NO>=>=>Z|H|H|U|KWOWOW7NO>=>=>Z|H|H|
H|U|KWOWOW7NO>=>=>Z|H|H|U|KWOWOW7NO>=>=>Z|H|H|U|KWOWOW7N
MO>=>=>Z|H|H|U|KWOWOW7NO>=>=>Z|H|H|U|KWOWOW7NO>=>=>Z|H|H|U|
M|KWOWOW7NO>=>=>Z|H|H|U|KWOWOW7NO>=>=>Z|H|H|U|KWOWOW7NO>=>=>
M=>=>=>Z|H|H|U|KWOWOW7NO>=>=>Z|H|H|U|KWOWOW7NO>=>=>Z|H|H|U|KWOW
MOW7NO>=>=>Z|H|H|U|KWOWOW7NO>=>=>Z|H|H|U|KWOWOW7NO>=>=>Z|H|H|
H|U|KWOWOW7NO>S2_\$;Y>|N_#3M2A|ZKRNI"8T|!%O/961FG.U|^|>CF,DF

M&SM)\$WIFBUNU'6Q@5-#,Q>,E6DCD?M|B2VDUQG|1Y'H;A<_:/>:W'O.QS|
MIH)H6)|.->.OP.!YC)1QW(I%Y*2L,U1MK=%%%'<'NG&1N%%9CYG|55'45-(Y|U,|
=&CDL>>K\$/M?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
NO=>|^|^Z|U|W|W|KW7O?O?NO
M=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
M=215_P|L9&,1E5S&6)6Q)|N1RRQ5,06'7'9,5%|V#L3:|J8|<|R8|HV_B|VU|NGS&B?
M(4L|E+Y@@#A"H<:KV|XM_=X=T=K&_:;0908WK\$@7?6-T|L1'#;E,<>>RM
M>D>@_I"@!?:Q;WY9)/CD8_:2>M;IS+S%OG_:W^|N_|FM|)+_Q|FZY|5ZUZ
MYV*+;*V#LO:'I*\$|8VOA,\$S*19@|XNAI6?
4/K|^|^Z|U|W|W|KW7O<|&Y3)X:NI|GA|C78G)4CB6ER&-JZBAKJ:0?22
MGJZ62*>%Q_56|H|(-0<|.PSS6|J36|S1S*:AE)5A|A%".HU914>1H:+(4E
M+74**FVW|L|*2C@|K!05-MO9.Z,WCI=%%@E/CL|DAK8>Y_N)MJJEGSMN:
MOC@IN)'4?8KLRC|AT"6>^,'OUW+(V8Z2ZQGJ)23+54VSL)C:R5C|6EK,924
M=3*_^+.3|%\$?S4/Y@JP&G'R?WYXR-1H|J-/P"O%2VW34@V/UUWOS|?=_K|O_M_?
Y_E_FZ_|7O|=;3H_KK=4^R*O|?#K_/I\$GX/_%\$R>7_0IM?5>|A49T1_M4'_C+""|?
ZGV'NZ?Y@/S=&CGIL/V%N#;-+/&XL|4|-MFL MQ%/- \$X-BK*5(^H|T:
|NFXSM^VG^#HIO?=7W(W!2MSSON>@|0D|D8|VB,H#TK
M<)|5/C9MYTEQG1W68EC8/'-D-IXK-3Q.INKQS9FGKY8W4_1@01|*MF|JG=RY
M";+;CS66S^5J#>HR>;R-9EIE-V)|3'Z^V"2QJ34|>YNK|E_M:>|N9)9SQ9V+;?
M+\$D|#AC<7C,-21T&(QU!BJ&+_#5%C:GH:2+@#|NFI8X MH4X
^@'MHZZ8ZG^>=>Z|H|H|U|KWOWOW7NO>=>=>Z|H|H|U|KWOWOW7N
MO>=>=>Z|H|H|U|KWOWOW7NO>=>=>Z|H|H|U|KWOWOW7NO>=>=>Z|H|H|U
M|KWOWOW7NO>=>=>Z|H|H|U|KWNYG^5=|L:G;6Y(-C9OG)L^V=T5%35=95E9
M*2N#W3*7JH|Z/(-18WSG,UZ3LU| M-MSN<0W)JSVP)X1W.6C%0!<
JH+3DC&CW|HODOK)N=MJ@I?6X N0|<0PLN. M+18#'SCR2!'E%;LQ-EB.3@7|V(!:H?
YR+Z++8?5HOH?H_UO>P3|ZO=8?=>MY|H|H|U|KWMW5N3%
|.VQN/=VDQNC<%;NSI;D|GW|VF|HK<|H0.|HY>'_' +VZEGD_P|/-(TC M?
|:8|=0K"SBV^QL|'"#^Q@B2-?|*BA1_(-#A%&L,4<2_IBC2-?^"HH4?|P/;% M|+.E?
63W|W|KW7O?O?NO=>|J\$;^WUM2)H-K|TW9MN%RQ:';CS&'B8O^LM'
MCJRG0EOS<<^S|:N:>9|B0Q|S?V<9XB"XEB&>.(W49Z+|O:-JW!@|_MEO.P
M|Y(T<|&@>L,E/3RF|L\$,I_K)\$CG_:L|H|>4RV5S=9)DRW%VW%Y'9W/VLQ)/XGI5!;V|K
M\$L-K D<(X*JA5'V #K(J(BA4544?154*H_U@ !|:;3H|KE|H|H|U|KWOWOW
M7NO>=>=>Z|H|H|U|KWOWOW7NO>_|7Y_P#|H|U|K?X|^|^Z|U|W|W|KW7O?O_M?
NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
M|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
M|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
M7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
M|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
MNO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
M|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
M^|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
MO?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
MU|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?N
MO=>|CA|>_D5VU|7>R|VMTWNBIVWN;%D05Z<1Y(X,S@_MHZZ0
M>UOO!R_|E60BB(M>9(TK+;_|@?&C-M4U*
M3;FZVR56T6WMT=,RPJSEFAQ&XZ=-8PV<6,>D\$F"J+0N2)(XK&O:SJ7>BA^M^B
P*L RL"&4@\$6((!!'OW7N.#PZ|!((O!!N"."/H0?P1|H&^;O|E#I M+Y#39?
L#HBHQG1';=:T|=64%)0.>J|X9"34|OE|OX|#/M+(5_-4E0O|BTK?
MTXUS\$Q/%XA3B6C9C7JR;XU_S(-R>IHZ#:O:\$5;VAL.G\$5-3U4|4HWQM^D2R*
MN/RU6WCSU)!?'335S"2P54J8HU">|5WY'_#SY%_%#/M@^|NM,WMBEFJ7H1N
MVFB_C&Q=Q6+F-|%N|'?>#54TD*B0TKR15T*,-!\$QT^R*:VFMS25"/GY|^L M(>:_
&_YNY%NC;6-S4|<*S9#_S/_#|S8B^D,N3P%7XLA!&DAT"=4>FD8'OR..?99?;0,Z&M?
W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO
M=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
MKW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
M^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?
MO?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?

MW[W/KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W.Q>3R&\$R>.S.)
MK*C'97\$5U)D\9D*21HJJAR%!41U5%64TJV.*HIJF)71ARK*#|565|=|>VFX MV%P|
|;R|)'(IHR2(P9'4^3*P!!B.FIX(;J":VN(P|O(A5E.0RL*,"/,\$\$@
M_+KBZJZLC@,CJ593R&5@0P(H0?>WC\2ODSM7Y-|5X?=&.KJ*>F,HZ/'|A| M766-*|!
|BCA\$=15)1ZO+_LS+&T|\$. 4:-C&6|L4J)WZ|A?>?8->CD?;|H| MF-
>8X(TCO|8\$!X;@~C,\$X^#,07A<54J2A/B(ZKSHIP^1MPY&W^YL)HF.V2,6
MMY:=KQUP*|/\$0\$*Z|O>ZFEE)!|+XN7%U;Q,K&|V9J:6QTR1WN!J^GD0&S#^O
M/T(|FC|S=T NFKW3U-.^56%VOL.J^NS M*1 GNX>)ITDE&
66U,2|M0,E,A6"#5|OJ%O+,05UK?ZI\$">?|5:WT/O7B|D
M^LR.A&|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|
MW|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW
M7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW
M|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?
MNO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW
MW|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW
M^|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7
MO?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7
MU|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW
MO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW
M|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW
M|^Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O
M?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O
23"TE/54M0DD,T M;?6Q'! (Y H5A+_|YX.UM^1X/J?YC5>-
V308K3XW\$=V110X|8^Z)K+#" M-|T<")3;)S,|6+U|2C#2LS-(M
J@2'UINB02.YPW|7D?M|A^V=9P>U?WE+' M=!:;,%|@NEMN6%2| "PR'@/&
Q"Y|W'Z1R3X0&:/E7_+3S>UWR>^_CW|6;DV
MW>6LK^MW>2KW+A(^9)#M>HE9YMR8Z(7"TKDY% %"&J9CIV(Z.LI,A24M?055
M/74-=3PUE%6T<|5325E)4QK-3U5+4PL|-13U\$+AT=&*NI!!(/LX!!R.'66D< MDG;DR
MV!W|C*+,X;)TCD%Z7(8O(P5-#6T|D"Z2(RFWT|Z(# JP!'2>|M+2_MYK.^M8
MYK2049)%#HP|&5@5(^1!'3ABLOE<#D:3,8/Y##9:@F6HH,IBJVIQV1HIUN%
MGI*VCEAJ::90>&1E8?U|U(|?R0?A1V_45F8V?AMS|\$,BJGDG;:K/*Q-M::J M>|FJ-
E|D|A|Q|B|*D4\$6@Q38N,6%KW&_M M)<;?;S;7=MFMNWZ9/SAD#J|_1B,8Z/KU?
_J^2&P(J?'|@R.%|/Q\$"K\$(Y4 M+C-QPK;B+
<>'EQ|=45!/UEKEK6Y_UK5I;Q_X3I=ETM3+_H_^2VQL|1DLT(WC ML7/|3J4!-UBE;"9?
>D4I0<&0!-5KZ%08(FV=Z|DP(^8I_GZASO|O_FY;|@IG.V.H-WY2KT'QIGL_A<#3"3|YF
6+&T&) MI(4Q^.;BVU&RQ32U4PD+L92K*JHKVV2UD2-6)JM37|3_)NHB|Y?;O:;3F'
M;MBVW<9KDRV"SR-(%!UM+,E%50-*TC!)8UJ=5" #>?#/Y%;H^3/7FZM|HEV
MYAMLC%|HK|KXBAPKUTT;8^CV_MS*F2LJ^>1JNM%3F75I(XX(|4!-08FN/V
MCZB+HWOOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|
H|U|KWOWOW7NO M>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|
H|U|KWOWOW7NO>_>_=>Z|H|H|U|MKWOWOW7NO>_>_=>Z|H|
H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>M>Z|H|
H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWO
MW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|
M|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWM6;+WWO3KG/4VZ-A;ISVS|PT@9(,OM|
M)U>+K1"Y4RTTLM)+&:BDGT 20R:HI +,I'"L|Y^5M|NMOW:/" MRP2-\$|#Q4E2-2-
3N1JJPPP(Z+|SVG;-ZM'L-WL(KFS;BDBAEKY\$ @T(B*\$>
M1'6&>G@J8S%411S1GZI(@=;_-0"#8C^OU|F:S^P|YB9W#O@Z|O+<4-%)"8
M&FQ&|VGM_+Z-)*|@P.W|GDEM_:%2'_?VV7/N;=K;%= -M8HK6"6G_
#7@@CG!_I"2OSZ UM|O>V|HSO+(G_
%+DD:W^%K>R@UE95Y"KJ:^O|JB|NKJV>6JK*RLG
MEJ:NKJ9W:6>IJ:B9GFGGFE8L|L2S,22;^X N+B>|GFNKJ=Y;F1BSN|F9F-6
M9F))9B34DDDG)ZD:...&-(H8U2)0 % P , <.'3PJA0%4!54 !5 M' X 'N|9ZOUWH
H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z M|H|
H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_P#_U_G_/OW7NM_CW|W
M|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW
M|^Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O
M?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O?O?NO=>|~|~Z|U|W|W|KW7O

M[W/W/KW70?0?NO=>|^|^Z|U|W|W|KW70?0?NO=>|^|^Z|U|W|W|KW70?0?NO
M=>|^|^Z|U|W|W|KW70?0?NO=>|^|^Z|U|W|W|KW70?0?NO=>|^|^Z|U|W|W|
MKW70?0?NO=>|^|^Z|U|W|W|KW70?0?NO=>|^|^Z|U|W|W|KW70?0?NO=>|^|^
M^Z|U|W|W|KW70?0?NO=>|^|^Z|U|W|W|KW70?0?NO=>|^|^Z|U|W|W|KW70?
MO?NO=>|^|^Z|U|W|W|KW70?0?NO=>|^|^Z|U|W|W|KW70?0?NO=>|^|^Z|U|
MW|W|KW70?0?NO=>|^|^Z|U|W|W|KW70?0?NO=>|^|^Z|U|W|W|KW70?0?NO=
M>|^|^Z|U|W|W|KW70?0?NO=>|^|^Z|U|W|W|KW70?0?NO=>|^|^Z|U|W|W|K
MW70?0?NO=>|^|^Z|U|W|W|KW70?0?NO=>|^|^Z|U|W8G\./YG7R: ^&LM'@MK
MY^/?W5\$<^JKZFWW/5U^WZ: *20M4/M+)) %MEUCZW8"DUEM? M3VU
IK'Z')Z=2W|> ^\ .?MZT=M970NMB!S:S\$M&!Y^\$WQ0GC)T\$FK(QZ*/MA?
A:TQ\ATJ.GF\4^U=|/' :#?FV(H*7*S.BZ8ESU&R?8:CIUTJ#|PHJ5C71% M/\$/>T3\7?
YQ7P|^1D..Q&?W601'8=4(HIMH=J5M'B\4UC@!HJO|@WAVME('
MF81PK5OC:Z=S9:7V>0;C;S4!;0_H?| _#!UFKR5|X+V_YN6&WNKHU|LU_8K
MDA4) P""%SXC85P-1C=CP3JD|NS^70|@>HI*NOQ6"/.&TH"IOY_8|/45N1AIU
MN0^6VI^YG**18U+2&!:REB4HZRG@JZ2>&J:F*.HJFGE2>GJOD M\$D4T\$T3-
'++&P964D,#<'VOZG!'21%DC8,C"H(-00>!!'\$HCDT,M/+)!/% M)!/#(4T,R-
'++&Q62.2-PKQR(P(((!!'O-HU;K'HHU|KWMORN5Q>"Q> M1S>;R-#B,-
AZ&KRF6RV3JH**8S&T\$E579"OK:EXZ>DHJ.FB:2661E2-%+, M0??B0
230#IJ>>&U@FN;F98|>-2S,Q"JJ*LS\$T). ,GJ50T;E*VCQ MN-I*G(9'(54%%04-
%)4UE;654JP4U+2TT*O-45%1,ZHB**S,0 "3|^?|_ :
M^35#\LOEQV;VKMZ::;8T%10|^Z|>9)(FFV9M&G_AM#E!#,%F@30?#P'V#_57KE;
|N|YQ<|^;SOEHQ.V K#;UQ6&(:5: MAR/\$;5)0Y&NAR.MJ|XA=,5/1'0FR|CY.../5-\$9(
MRTD|%"74E9#3:@2"/9&_7J-.C,>_>=>ZHHHUIKWOWOW7NO>_>=>MZHH
HUIKWOWOW7NO>_>=>ZHHHUIKWOWOW7NO>_>=>ZHHHUIKWOWOW
M7NO>_>=>ZHHHUIKWOWOW7NO>_>=>ZHHHUIKWOWOW7NO>_>=>ZHH
MHUIKWOWOW7NO>_>=>ZHHHUIKWOWOW7NO>_>=>ZHHHUIKWOWOW7NO>_>=>ZHH
M>=>ZHHHUIKWOWOW7NO>_>=>ZHHHUIKWOWOW7NO>_>=>ZHHHUIKW
MOWOW7NO>_>=>ZHHHUIKWOWOW7NO>_>=>ZHHHUIKWOWOW7NO>_>=>Z
MHHHUIKWOWOW7NO>_>=>ZHHHUIKWOWOW7NO>_>=>ZHHHUIKWOWOW7
MNO>_>=>ZHHHUIKWOWOW7NO>_>=>ZHHHUIKWOWOW7NO>_0^?|^ _=>
MZW^/?O?NO=>|^|^Z|U|W|W|KW70?0?NO=>|^|^Z|U|WM4?%W^1|;|^|^1=5=
MK=D|_M=M|GJ.O>O-D|@+AMJ_W6V7AJ-XL;QFXDQDK5F&W?E.V*CCR/B|L=33 M-
*5UV2^D'T&U00"(AC'4 <4'\$?GUG;R5|V+E#=-AV/?-XWZ_F:|M(9|\$7A0 MH/%C632:I*Q
U4J&6M*XX=4<|V?S/NX-K;^WSL79VP|A86+.:|=R;4.1SG|<
MW%D:AM09BL0#5B"GR. H:>2H>CUZ'AF":M-VMJ|GKQ7\DO\EW8^E2GJ^I-R
MYV9;7KLKVKV3#526%06F\$W+AZ\$7_-IA'M4-LLQ_H9/YGJ38/NW^TL2!)-AF
ME;^)KFX!_P",2(O|NBQ5W|R/Y;5<|30;|PV,C/TL:'8VSI(\$_P""MDL-D*D_
M|&0^W+_AEG^7)_SXX)_^C:|A_P#L|H^=EG_+Z/H3_GZ>_X'3VB_P"F9?|
M|*KO_K=U#_X<:^70_/S:+_T^O|_P"QCW|_(99_ER?|^*R?_HVN?+_+_M?
OW99_|Z|/3_)^O?|#H|?|L_R_&57?_6|KW_#C7R|_P"?FT7_*?7_|
M|C'OW_#+AN3_G063_|1M=P_P#V=^?NRS_-|'H_S|>_X'3VB_P"F9?|
M|*KO_K=U|_AQKY>_|-HO_0#Z_|L8|DH_F&_RZ_P"79|5/B3VMVQA>I*G"
M|ZCQE/M?K.:H|2|2KY)=_P"YZE,:A9:3&9/>M10927"P/4922":.6)J:@E+H
MZ@J4UY9V=O;R2"/NX#)XG|_SZCCW9H:3D?D/?-|M|A:/<<.R=DTJ)M
M7"PM69%)ZVBVY%544>2E6*B22-T<352!64D\$:F/L@ZP3ZO?H=?P2_E+?!SM
MCXP=|Q=B=?|HWMNGL#8>(W%N&/)B|OQ&*8J!)%7I04>SLGMJ2GHA4P-XT
M:61E7AF8|^Q#;|?:R012.A+\$>I_R=9|>V/L1|:|R7RUS!NVU3W-|=VJ22:K
MB5%UG#:1\$T=!48%2?4GJ@WY/_/Y;:\$|H|+Z|VENO!L;PFU-T5^)Q+4>T=OY
M"N./B*24K551N&BS*35)AE&M@BJ3R-/8)?SA/Y/?Q1^_.P_4L)V;T9U32|>;
MLQ?:NUL#6Y&@W)O',#)H=SN'W*E7CJ^#A(_E^?*_O3MOO/);|_
WS/NW!5NQLWE*>CJL/M|'_99?&9##-3 MU=++AL1CI\$!I*B>-HR3\$P<\$KJ52-
8'V1|86|75>Q_ZJJNMZ/L?9=1W!BMQ9K_MJ|_
P8|=|X|:62@Q.YIMMRRB+)2X2MJ:6KIUR-"_FCC=5\$YC\7DBU^5+OZ_Z
M^("8ZYIQIT:|&^SQ|QMS|P032;+XJ^_L3:9#&31BA((U_9_(J:K6H2F^8=
MX5&S|QQ=?UV(QV|FQ-6=L5F>HY:_#1YA(S)1HDJ:&:"4TE1(OC=U8F/(KTOI MT-
NA=5?RD/Y8>YMG|8WWM+J|^R-L|KPN.W#MO=%?VIVE5TN7O&4I8ZNBK8Z?M%
|NP^/83P2@LDE,'C:ZLJL")(|OL6576.JD<:G_#|=|C|A09>|V^RW.PV
M.WEG/&LDWRNS|S@|C5X MG,86EV/LF">@KZ*9X*FF>6NP&0JP8Y\$-F28JPL02"#

[KB_FJ?RAM@=<=:U?R M&^).TJf 8f8]*U3VIU?1Y,Y^C.UX404;VPV:K:2G-#>JC
M6f>83Hf;T1&MUH!Q'Rf1_EZB'WPf@fJVC9L;0f!HH;9:W-L&=QX8XSQ
MZV9P4XRK4KHfP%T-J-f/GYNK=^f;?J;OG/4V5JfRSB'8^fJBDQV*fJ/XW(U
MHMKYH8ZFh>=>ZfHf MfHfUfKWOWOW7NO>fC#^3U_+<^, _RIZ*WMW)WYMO.
fSR-%VOE=AX+TVf=P;8P
ME)B<#M79^;EKICM6OPV6J;_(5^Z)8WUU/C2*G30H+,2<;=903Q)f)U4XTf
MAZ?;UEQfW_V?Y-YXY9W+f'FFSEN)EOF@f!f+)&@5(HG+'PF1BS-(0:M0!109/
M51fP3YA=S='=G;ZfZLS&VY25.Q:'=&3RDV!Q6:R517Y3;f@QJ4T8SE+fD: M&&EI*7"
(ZZ8=3/*VHD #W_ G0_ "?XK_%CHOJf+.=#=#=2X_8&X=Q=J28/*Y6#<> MfJ
<f55N#IMH9RM:@E;=6Y,ZFAJZ."0N_)24'JL2#O_>=>ZfHfHfUfKWOWOW7NO>^f(?)
*8_EVfEf%#2=MR5'6_8&^f\$V)MO=H^PNQ=UT5305V3Qf,^0H9:?
8fFPJfJ2@R/EB5Q_8*A\$ M\$BZHW!(CMfJOLWBCDT\$U_.2?
fE.N@_(fL3f2fSRSLf;+;f=W(Nf6.6DfQ*"K, MH+*1#X"G2U173I8"HJ#UKU= _?/ #Y;f-
f.WfUY%O#;fV6VCNC,8'Rf3VC@fJ&_MfHf*KDBfE)=S)fNfIA;Jf-\$C+Yf1+\$S%6TLf
(=_.5_EK=0_'GKK8_?OQOV/) MLK:f'GHfEfHf;HLMGfWC(#F8B^TMWP'<&2RM7C%-?
2R8ZL"S>&6;JHRL:N97 MD2;E91PHDL*T6M"A!_R?LZB_P"f+!f!RGM&VJ^X-RIN/-
U&+?<>Rf?DCC@fJ_79="IKf>R?K\$CfW3WfWfKW7O?O M?NO=>f^f^ZfUfVMNMJK8-
%O[f9f5VGB<_G>N(=P8QMfXK:V2f1N2LVT:E%RR MX/(55-
5TT&4CI&9X1(@21U"%D#;ULF@.OB_E*YfQIT9;.^UQfKMfHfWf!++LXE M7QEB8)
(8ZfVAB"P&144)%*BM0FfXP;fJ=fJf@V17XO&;PDQ58-M5V;HYG_P"4O_*^WELC:?
8FS>Kf^RfJ MfOPF.W#MOR-DQ24=;22M%+\$M178 M')5+1W75')'4EC(=696!)
OYf7fGfKK9'5M;Wf1f-GUNW&V#12509G5M#DL
MWGZ+);2fHRf;O3;f;KLKE:3*;T)M5U7%L&=PT0XS1ZV9@T8S(M=+)5@%92' M-5f
(OY@.fMRfWINfJ^_#P4V77=-0M-LW>f31XW%5-'GfF"TVW;U_#::AH9Z'+MN=%).8Q-
%5%8G+f!fI@UA?9'UA=U=fHfHfUfKWOWOW7NO>_>=>ZfHfHfUfKWOWOW7NO>_>GfN7XV?
+f^L?MSOQ;^=WC483M&;K_X"DW7G=L8>EI<1Mf; &XZVN
MfJ'VQ6XG+5=772fK2/U50C1(!H6f;?9OMUG#<1O)*";-3C3R;fOMZRQ^fHf1<
MGfHf!\$KQH L4fQ=\$= M@;fV%U;E<7MZ+);)CW7E,Kf@f9FLA/-7YW-8BFIH5S5-
7T\$%*F"9^(2f*_MFP fK;^C+fP_MKR-R1R
MALUYRQL*6Mf+N*QLXDFG=_<&fHfVAOZ
MKW3A,9US79>DQTF&VWBfJ>#+GW7fX+-(GS&-Vf)MO#Y3<&?S59!CLf@f)CZO*Y?*Y
M"JD\$5-0XW&T,4f975E1*P5(HD9W8V)fHf+!\$!4GI^VM;FIN(;2SMWENf&"H MB*6=F.
JHf))D_"3UfR>3QN%Qf9ELQD*+%8K'4M9D,EDJf"AH*&D@40-4U
ME94R14f-3PH"6=V55')N^+XK?R%;f^S*7&fL^2.ZZ?HO;-6L-5'LO%Tf+N?
MM"MI7"R"/((A=M;.>>%P5,TN0K(7f2>CC86fFL&TRO1HFTKZ<3_)A_/fL
MG^1_NNfR;RD-fSA?#;+fJ'P5_DN2/Z6?#BJ/4R.#AHP>JO>f?Yf'6NS)ZS!= M/8*;LW,P-)
VXZV:?"fIYEfU+Kf&,)S.X5BD6Q\$<=)3R*0T=0XfWEf/_H+
MX\$=0Tf*5Z7f>S,S3f@EWfV_DZO?,f<4_LU5MVXARf7W&YV'_fE>fK7'-Sf/-
MGfHfG9<;=fL MfJfK';=/'L,&V=A;5P4,2Kf%CBQ>)f40#f>U2Q1Kf;Cf.f+L^6^7=N5
M4V_8;*!fP\$<\$2_?8%4=%ES/9'8FXfFW#OW>F=ED),DN9W3G,fI(Y/U+O75Tf
M,3_B?;DKfBf)RD309/9VUQ:F;=.QZV55;Q4%'N6"G&fMN M1N;7FJ1FS?C2H-
P7S;1&03_Y#>AR/Vf1_fJf>+f'K>-f@ZfOTY_-
fWOB;JCQG=NTL;NS\$,Z15&YfHPQX3T<)QHfM;)%)CfHfK=7;VZ4f%W?U3V-B!@MfH&S-
1@MQ8M;NC MR\$=-70*D@;"NH)ZBBK*6HY4EBEC=E>-U(^OLCD1HG;-
Q1@>L*=fV3IHf@?;fEGW"WS?++fF6*9X;V21%20Q@DOf;40-1%"*4(Z);_ ^0G9Q
MQZV-L;f;5>'HJS<>Y;_"Y.IRN(BRTD44.+-=2FBCJ9f2Q2:XGU%XY+BU@/S
MLCX_^3M_+GQU#f+1)f=::J,T#PRUN0f&f;KJXF1"AFBEJ-^E+.H-U,*1A6%P
M+^SD;=9@4f'f^9_Sf9@1?=>fHfX8VC'*2M44):XNF/V@F?f!^P#JGJK_f#?+NKJ M4J&
f(D6(D9fC@^fJ&G?NWXML;YWGM6fY M)8-LfLW%M^&68HTTD6&S%9CHWE;f!#
(Z4P+\$<7^GL+N-fLOH3US0W2T6PW/< M;% "2L;fD8)XT1RN?
V=;NULM)GMLf=SDfJHDN9P6(RTB1AA&DF1Qf)/6.L88E@
MBM,0+fVHfW7fT^f^>=>ZfHfHfUfKWOWOW7NO>f9/Y1OQ6^./R^fFWfUEW
MQ1;^Kf\$-91Qf(Y MU?R.f6E?Mf\$-Q*Z2Uf!44_G7J=?87D?E#G_fF+=fFYHCNFFCMA-
\$(GT(0KA)! M)1"U>^,H0Z## U)6A\$?GOWCV_Pf! ==f5WfU?
4;6fJ3(;FDVSN&7.8HY/*05% M?C:C(82HPR39""A)2C%5:U"R4f0Y+Q,NE5>^R%FOY,?
fO>OV7G-K8?f6;N4 MRF*fJZ*@Wf3;^f)RFXfDYH'2CSE%_&MXU^
FJ:"fI*RBGE@;DETZ)(F1B"='; M;J5\$5#ZU-?f67fQfW?VHEVZYL;?
EPPSO&0LPGN&D1B;-7HJ*NIZfJfVY-M;9U%AfG1QRJU1C*G^';?fJR.&

MJA!C,J2B>.^I7# 'WI,IKI:IFZ;L.WYU30*F^TW1UYNS.;1S<:AQ#)6X/(3T M+U=(SA3-
CZ|81/3RCTRP2(ZW# ^PS(C1N|;?S#3KG!ONSWO+V|HL>XHO;2
M=XG|*HQ6HJ5:FI3YJ01@|:(NQ=XX;L/9FUH;=F|^\$W;@L9G|:Y*F1*;)TD5
M4L%0JDB,J16D,4R?5)493R#|W3HJZ5?OWOW7NO>_>=>Z|H|H|U|KWNX'^M3_|
#3HKYE=F|M; <|QH=S9*@V/L; ^X|%0|>W%+MZ&IFKOG
MB|;0^,130E3JN3<6,=NMHKEY%E!H!7CU/_L#|>?5?
W|P'Y\$=G?'C9NP|OUI4X6CJMS;@RN(R=3EL0F6DAC
MIL;%64C44<|JTL4FL2:O)'(&%K 6-|D"B_D|?RZ*#'SX^+X|TTS5%-+3R9"M_M|/%
|8K|@K2Q-\$:F":LWU-'35*7U*8D158 @>SG|W6=*>#_Y^LOH_N_>T<4+
M1+RD"2*:C<73-D4J"9C0_8!GRZI^J?Y@WRZJJN.K?MN;13)*M+3;1V+2TA\$
M;AQ#)'3|9C>:%K68.S\$KP3|T7|VX0;:W7N?;@D>8;?W#FL()9!H>48K)5-)
M'72NEW\$%R+"Q/T|A9AI9AZ'KF;?VWT=|>V8-1%*Z5|=+%?|)ULV8#)';X+"
MY@HL9RN)QV2;:FZH:ZCAJBBFYNJ^6PY/M/>|=).G;W|W|KW7O?O?NO=>|^|^
MZ|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O
M?NO=>|F(Z;^6OR8^/ICCZ;|O|%V'CXI#;:|B|Q5E1M.68OY#+4|/R;5^UJN4 MN3ZI:-
SZB/H3=Z.XGA_LY2!_+|G#H6\O<^77?|J9P+:F<|>Y08U,DC#|K\$%
M!_L_CVL7=;I>.EOM'^:G4M|;|Y|W/L55;J2PO*>I6X(-9XX_P|(&'^4OTW%P-
+OV>@P|G|^HGY\$|X.??>>XFL|ZWC1M9 M-3;PJ(HCY|P%7D.0)'<
@\$4/1L^E_A|T'T15QY?96SEJMT1(T;:NW/5/G|P
MPAET.U#-4*E!AY)\$)5VHJ>F9U8JQ*FWLB?M+U&/1GO?O?NO=>|^|^Z|U|W|W|
M|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^
M|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O
M?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U
M|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO
M=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|
MKW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^
M^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?
MO?NO=>|^|^Y_P#|H|U|K?X|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7 MO?
T3?@Q-Y_A7|2)-9>WOKZ0B+&|P=;:;@*|@\$Z#':_YM|&%K_N;:Z1?|Z
MZU^V;:;GD;UK_NGLQ^RWC'6H_|)J/Q?(IOM=(6_O>P.CL|C;:N; <'<>*V=DZO*|?
Q.XX)<%5;)WQFYJ M>.CS%-54\,K9#!T|"15#@*509C|3|C<2V2/\$;:6I_(|
+W^YYYBY|Y4VG=>_M6KE(KV7<%B8LBR_H89G(HX(!U(N>.*>?0|_
#HOKKO|M;=FU.R|96Y7#8GKV MNW#104.5K|1+'E(-R;:QL_P"" M3|V/^CQ;_P#9-
#_T#U|_(:5^)^O_#QNX?|T-|S?_5_N/+_#N/YA\FK1VK MM6"ZV BZKZ|.DVMK7S|?F.K_
%|C_#W|H|YWG^!^P=4;|R/NR>&^0#|+;#_+ M&>LJ?RV?B4EM6QLY+8W.O?&
|1J%_TGQY6/C_ %K'V3/Y&?,CY)_+*KPU3WYV
MCE=|T^W&J9;!AACL#MS;N(FJU2.IJ3;VUL5A<.|*KV&NNV|G656V\$IHG:DZ_W|^|^Z|
O|^|(EWE_XL7OG_X|JWV(HH_W&;_3G_.NAGW5?|MIV^X?|+>;_JQ;=:|U|G_LI+;O|
XB+;/_O4;W|@W_PHJJ"O3/QRI>=,W9VZ MZ@|"UZ;:L\$8N?U7M5'Z|/|\$?
TC_@Z#WWMF(Y=Y13R-|*?V1#_/T(M?|HV('L3MZ;|Q|+P40^M|39R1SQ|/K
/>IM|(.L%KW/?O?NO=>|^|^Z|U|W M|W|KW7O8_P#Q9Z&SGR;^075?
1V|H4V_=U46/RN0IT\$DF%VM1K)E=W9_2RLC M?P/-
#5U2JW#O\$S^K#V|!\$9YHXAYG^7G_+H5Q|M6M0UU.%9A^"
M;=TK_P"TC5F^9%//H*N|^T<9TQU1OCLO*>)X|K8.IJZ&EE;0N2S=04HR|L|=V?
MC'08C;>U,'B=M|?Q5*"M-C;)@Z M"GQF*Q|.D(AHZ&ECC6Y)TJ/8P50JHJCM
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|AS57+7YC.Y.OS&6KIS>:MR63JL-VN|Y2+ R5-M%5.SM_B?8<_(/IG;GR&Z3|.Z4W6%&&
|&VCE-NO5-\$)GQ.1FB%1@L_3Q,0KUN MW<|3TU?_#QYJ=;A>Z31B;)XFX,*?
ZOLZ*.:^7;3FSEO>N7+|<>|MVCK2NEB M*HX'K&X5U^:CI7=4=B9?J7LC9?
9&"+'(|0S|H#EU@#F: ^CC?Q93%2N+E;?+X
MN6:EEMSXYFM|^Q%6MK5&.RU'#74_>=>Z|H|H|U|KWO?@_E+_|;N_XR_|AK|H
M_P#?B|R|BO;_ /<.#|#_ (3UU'|B/^G2|F?|T9/^TB;K5H^>'_96O<_&N|
M+_|R.WO=B;HDB/'(BR1R*R.CJ&1T8%61U8%65E-B#P1|6=2T0""""*@|%(5F1
ME=&975@RLI*LK*;JRL+\$, ".#|TH/YOW|OL_%#M8=L|985H.@.VM52XVDHH2
M*+KG?4ZS5^4V2XC'BI<+DHTEK<*/2%|UFI56U('D#6XVGT|GB(/T6_D?3_ _ML=|
|B'_">G_LCSM7_ ,65W3_|Z|H/V(MH M_P|Q|A 3G_.N@7W3_ ^G?|Y_P|+F3_M&M>M?A
FR_|E!|'_P#\$_X3_ -|; M?WM*?|*
(IW7XZ=\$4P_1+W553MS;:HC;AC3C_6J6|UWC^QB'|+_)TA^|HQ'* M/+ ">1W\$G|D,G^?

H_E)1J>W>SYO[2=<01CC^S+N;\$LW/^O"/>HU[#_6!/?5]_
MOWOW7NO>Q4Z5Z6!'^0G9FUNI.J=NU&YMZ[NKA1XZAB-.I:2"-3-7YC+UK_PX
MS"8BC1YZNIDL*,*\$\FP+D43S.L<8JOZ/.7.7-WYKWFRV'8[0S;E.U%P.+.
MYX*B"K,QP.D/V/V-M#J?9F;W[OK+0X;;>:HC45=3)ZYIY7(CIPODIFZBCEGJMLM=94-
67V_L6DJ2(95B?|R?*[GFA*KF20TOR)^3?2G05VM%/V)W;O6@VGA-*!-25AHB5
MY"\$L.G\|D_P"?P!W;OKLAA?C+LC:|2;7#S0T6|HY4=#O3L2LB!(@KDQ=1Y|CMI==T-
WI9*?,Z6M4\$7!))IVE8D0*%7U.3_F|^L,^Z=_E5=;8"FLCW/N7)|IS16.2IV_MZHIJ=N;2I
MWL#+2M6Q>+GSZ^:W8%5-5;F^4O>#^=R|M%#@^PM
MP;1PY8DGTx+:-9@|+&%OP%IP%_O:K!KNY?+3M^VG^#J#MQ|TOCR;
<^+/QPVI!;!AND>M%|2Z4JZH_JMW.A\$F>E'7=;!%Y.(P9#ICJ_MFMB(MHJ>O-I3
<:04+X@E&4?0BQ'X|G_ZF_G(?/KJNH?/V!|VAJ=D:3=K
MI=Q6YX*H*>1/N"BBPN|_4O!T951^;7YH(IQNX_|\$U#YY_V?Y|)_&+|PGNE
ML;|JW|7MN/P74:R_:(DW|)1T7|?G|O3XL;YAF|6P9=E9&56"978N7KL++
M2.#%B:E|CMKTGGU4+?T^GNUS:O|PHHV8W7.2EWO|=|SP|N4M(T>'H-JDQ5
M3USFZ_PMH|EE|NU)N::U(9|7IXJ'..\$!>)/"|=X70=4)|3Y"^^%DV
M#-.KY"JSF'KH=WXVE|@U04=;!0"?#9N<17M*|3CUU?|KMI|=9SM7LO=7L-
M|WB^YAWC<|W*0-?W<|RN1@:G8DA1FBBM%'DH|NKF-C;-P_M?7FSML;%VU|_-
@=IX3'8'%12N))S28VFCIHYYJ4*GGJZC09)I+R2LS'D^|S_M/^\$|BCY)=Y17.I^CXY
:;%8M^;75B3|+@RC_:'S39_|:7_2_P"4=9+_3" M/ZXRW4G|W?;^;
(^Q"WMU^Q!UGMU_M09|^:SW?_P_SH|>_2AO_P#|ZO+>P9+_
&LG^F/^'KCOS)_RL6_?|L_5UN_MMQOK7_F76P?_RMJ_|NBH/87^V^B7I:^^>=>Z|
|HHU|KWOWOW7NO>|P?M^0E|8?|_1OT!N?Y%
|BQ_AW5WKDSCMKO416J*+K+9|9545/+#K"S4_P#>?=0K_M)Y%MHGIJ*BE!((|B+:H-
\$+3..Y^V#_?|G6?_W7>2_W/RK>|W7<5+|8|276Q|F5(VZU^?
YI=7)|.U<+U%B*OR8/K&B^|S:Q/>*TWIN"GA_MJ)HY-),PJM|Q|7CE>
|R|2S|63DZ6!+EC'AMR2M(|&P_MW)Q|HUYO91UB=U;|H|
|H|KWOWOW7NO>_>=>Z|HV%O^\$|D@'R\$|ZBN=3|M-8^0+S8B+>^%5B?
Q=3,/|O|_IG_MI?|_2_Y>LL/NEG_D63_/U_M4W_-N0GJ?JV2W"|B5:\$|7!?:618#^O(C/^V|
|<'L0=9Y=4)^_FG|P_|_V^TMO_\$C;W_|Z;)^P7):2?Z8_X>N.G,'_)>WO|
YD)O^KC=;D/7W_'A;(|_|#;7_M_NFH08<^Z=%'2O|?O?NO=>|^|^Z|U|W|W|KW7O?O?
NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
MNO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
MW|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
M^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
MO?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
MU|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
MO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
M|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
MI^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
MX+!>Q?:?|BV_^D'^#KK|/7_|.WY#_P'E1:?!6\$ZU)OE%_P!E)=|^)=|^|+M>HR?NL+_
(4_P#9)'4?_BQF"_|?9|G^T6?|CQ_P"G_PAZA?|VA_RH>P
M?|+=/^T>YZ.I_*8_YGUO|_Q\$63_|H+9?03X|AWK_#K8%|^|^Z|U|W|W|KW7O_M?O?
NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
M/^G4|E_|H_ZNR=:K?SA_P"RKNZO_#HI_P#W18CV6#^?+_V0?_XF/KO_P!Q_M|Q^V-
U_W%_VP_P_O0+^|_|T!|O|_I80?X).A|_E=_P#94\$?_(CW=W_6W\$>|M*KV&NN
MD|)09#*|=;0|_Z=KW|<+9DR8RNBWOLUR-'GR%(N';+45PTDD'WH9@L,*G8N
M+IK9N)(P_H_P_O|>E5MS|!%|G;G|>|BRK*|H%<6C8&OM/C0_-AH|5|_KXE
M315'39DN@:VJ^_.U_D-MV*>JH:'=^?V9V%2KKD&/'UM,^VMQ*#J5).V0%!4
M6*JDOVQ"DR2,!|D'T/U_|)?J#>O2_9>.^_P!K|SQ;T;U\$2QC)8+*PD5&&
MW+A)Y4=:7-8')1QU-.Y!1F31(KQ.Z_|\$D|;1..T_P"JO0IYKY8VKG+8-QY=
MWF'597"4J/B1AE)\$)X.C493PJ*\$%200KZG|0W5TUO_;G8NS:O|7-|=KEJ%B<
MO|GDZ&0&+(X;)|1HRF?&Y2C=X95!#|6U(5=58?/O^3WQRW_|%+NK>72?8U+I
MS&V*W7B|Q#%)%B|V|8K&>7;_LPC2%O)CFG66GEM-#(JA*>%|>5H
MGXC^8|>N5%.G*.Z|C=>Z|H|H|U|KWOT?|C-_IS_M(|UT,^ZK_T|?#^:S_V4EMW_P
1%MG_-ZC>_L\$/^%KJ.J_M/C3\$3ZW|_#WRZBW|F|>)5C?Z<&4>V|X_LX/M/^#H-?
>W(<7)R^9NYOY1K_G

MZ\$K^46A.^_Y'_LKM+;2'7?5Q7C_6C/O5!ID'6#'5ZOOWOW7NO>>=>ZH MI
[HUIKW0:-X3Y &'I:'=F_+3;1!A|AA|A_E_S?MZS7^ZER7HAWGGN\B|GK:VU1^\$4
M:=O|K:(PP_AD7S/5)?!->[J]U9LSH?#U=XZ-8|IT6%^#53I44.U<7.4(¢:
M&F:JJY8FN")J9|7/NRS^9W|V^\$.QNGZ_!QP9#=W8';VUJ<.R02551U;LS
M)XS.=HO2+/JCBJLGCIJ7#QR,+Q*F5""B|HKZZ^E6,CXBP_8./^|^IC|Z/
M<|^VVU@(!@ M<\$=3!:75O?VEM?6DHDMD)HU=&'!D#R|++09:#9&M
MQ64H9QIGH\CCJF6CK:6902%EIZF%D8?@CWJ\$?S|CA_Z-?D3MKY|!Q_AVM
MWSAOMMO!/!%:GI.RMETM%CL@|HC BIO|P|8?'U\$8(#U%33UDA+'40'MV@T3+
M!VN,:/JC_+U@+|Z+DW|S|VV?-I%2RW2.DE!@7\$("M7R'B1Z&'FS+(V<|7|M?
RM^YO|X|1YGJC*U?DS?5V1|V(65|RS|-W'/45E(J:R9)OX3FEJHF(NL4,U.MG
M[H9]E76+_:%:+[H][HUIKWOWOW7NO>>=>ZH|WX/Y2_|V|O^,O|X:^Z M/_?
B|R|BO:_JPX/L/^\$|=1_8C_ITO)G_#1D_P"TB;K5H^>'96O<_|VN|+
M_P"|CM|VL(OEYC-O?//_#K>L)|O/O#J:G9O3^3D"0-D0!? M/5RT&WADZ
D\$E8*Q&8L)5;=W'&MSXH(ZK+&BJK< R4|!?! .O|,7WITGL'Y%=4;TZ;I,Q2Y::&I
M|1+C*Y4|:UV-JU9:C%Y|U\$D:P.2ABJZ272P2>) =2LNI2_+\$DT;1N.TC MH6|SS*XT&X-
M5Z5E,S:VIJR @Q5V+R\$2,AJ:,E*.1X)X|@M%(,\$-8CY^7RN^,V
M_OB/WAN_I3L&\$R5F"J|6;=W!%3R08W>6SZ^29MO|LO(=I!|KDZ>(K+&'D)-6
M134SL9(7|A&X@>WE:)^(_F/7KE5SSR;NG(7,NX_>=>ZH|[HUIKW0<0_X3T_ID>=J-|
MBRNZ??7=1^Q%M'^XTG^GA @'70+|I_3O|_Z7,G_:~|: ^?|-E |#*V/M_P"(PG_
+VV_O:(_P"%\$LA'OGO_AL+2=O9FOG|@Q;,R"@#|6(F/^V|UWC^R MA_TW^3HM^IJ?
^0ORJOK?O_*%O|_2E_E((#VEVK)I-I#_6!_5| OWOW7NO>|W+^3Y|J'XM|\$4':.I<,D?
>G=N&Q^YJ9W/+H/CJ88Y0|+0=-U%, MK2H5^Y<>["?DU|B=A?%;I3>O=O8LI?P3:5
#0XBFECCRfZ=Q5K?;8#:V&60,M&R6:R#K&&*LE/%Y)Y+0Q2,JR>9((FE?@/Y_+J6.
<^;=KY'Y1T!T\$?E)|I.V/EUVQFNV.V,U)65U9)+2|=V|2
MRS+MS8^W%F>2@VQMB@D=EL?2*UY)#>>KG+SSL|KLQ"<||EQ(9)#GR'H/0=<
ML^=N=M|Y|WVYWw?;@M*Q(CC!APQU|8XU|E'F?B9JLO+\$GK:@Z1Z1V+T'L3'
M;\$V)CDIZ6G1)|OEYHXSF-RY@QJE5FLU5(H:HJZAELB"T5/\$%BB58U507+VST
M\$>A>|^|^ZIU|W|W|KW7O?O?NO=>|^|^ZIU|W|W|KW7O>P)_PGA_|*;|M_P#\$
M\$2_^_V;|I-G_MY?|)_E'657W3/^5SYD_P"E6?|J_#U5_-J_YDQUM_XDI/_M_>4W#
[V|O8@ZSXZH(I_-9|O_.9T=O?^)0W_ A O5Y;V#)?|63_\$Q_P|<=
M^9/^5BW|_GMG_P"KK=;C?6O_#+K8A X96U?_= %0>PO|M|\$O2U|^|^ZIU|W
M|W|KW7O8S_'I7<7R+|PZPZ2VJ'7+|B|MON_-8D1G7\$8EG:KW#N">(>IZ3:F
MWZ6JKY@.3%3M:Y|NPQ--*D2|6A_Q?|.A%RERY=|W|G5*TKH7C M)(1Z1H&
<_)3T'7;G8^(ZBZTWKV3G"K4&T<#6944|. (SD*|5\$&)Q,3GA9|OE9
MH:6.GC7,+|> HN|OVKM/JC8&V|F;>@I=O:(Z|VGB|O8B&66.&DQ&VMK8F&@I
M/N*F3QQK'28ZB!EE>P-BS'ZGV,%58T"C"J/Y#KKAM|C8;%M5GMUHJO;;;0+&
M@)H%CC4**GY*,D_:>M1;/YS/:ZW5F-Q9:6?+,EW=GJI+9"2-'DGK|QFZZ2JG
M|,*ZW9YZNI(1%O|_4*/Q|KC_);_/.\$HOFKG_DSA*j2GIZKK_M.NRG7-*(4
MHZBNZ/SK/C=F5,I,566?*T-9@YWR+|B-|A I^H)1V5V+DSCS#8_TOEU\$/M!|
MK1^XUUSE;.0'M+YFMQ2A:S?MA)'SLIIC?(NHZ-|P?BC4_"%=,Y*%998-U
M|'IJ+=|_D:HAINR|8%K-Q0QS79(Z&IHG\$(M(O&M:25A|8Q/SX^-T'RL^*7; M/44-
+%NFKP;|EZFD"!Z7L':MASMA(IWXI4S%33MC:B3DK25TW'/MZ|A^HM
MY(_Q4J/M'#_-T+?=+D|>>>1M|V!4|O6B|2 ^D|7?'GRUD>&Q_@=N@D^+/<,O
M1G>>Q_-23R182#)KA|VQH'S;3SEL=FF>->9VQ|HK(DX|J*:|W|I.>">EGF
MIJF&6GJ::62"HIXWAG@GA*.:&2.:&.)8I8G62*6*10|_M=5ZY^>=>ZH|
[HUIKW08.X3O?|E'=Z?| B\$H/_>[VU|I-G_MI?|+_)>L MK?NE_P#*W|S_
/2M'_5Z/JJ#^;9_S*#K' Q),G_O+YGWMT>Q!UGKU0=|^?:?WM#_S-OM+_,2-O?|
|Z;)^P7):2?Z8_X>N.G.')>WO_)DO^KC=;D/7W_'MA;(-|_
#;7_NFH08<^Z=%'2O|^|^ZIU|W|W|KW7O?O?NO=>|^|^ZIU|W|W|KW M7O?O?
NO=>|^|^ZIU|W|W|KW7O?O?NO=>|^|^ZIU|W|W|KW7O?O?NO=>|^|^Z
M|U|W|W|KW7O?O?NO=>|^|^ZIU|W|W|KW7O?O?NO=>|^|^ZIU|W|W|KW7O?O?
MNO=>|^|^ZIU|W|W|KW7O?O?NO=>|^|^ZIU|W|W|KW7O?O?NO=>|^|^ZIU|W|
MW|KW7O?O?NO=>|^|^ZIU|W|W|KW7O?O?NO=>|^|^ZIU|W|W|KW7O?O?NO=>I
M^|^ZIU|W|W|KW7O?O?NO=>|^|^ZIU|W|W|KW7O?O?NO=>|^|^ZIU|W|W|KW7
MO?O?NO=>|^|^ZIU|W|W|KW7O?O?NO=>|^|^ZIU|W|W|KW7O?O?NO=>|^|^ZI
MU|W|W|KW7O?O?NO=>|^|^ZIU|W|W|KW7O?O?NO=>|^|^ZIU|W|W|KW7O?O?N
MO=>|^|^ZIU|W|W|KW7O?O?NO=>|^|^ZIU|W|W|KW7O?O?NO=>|^|^ZIU|W|W|
M|KW7O?O?NO=>|^|^ZIU|W|W|KW7O?O?NO=>|^|^ZIU|W|W|KW7O?_I/Y_P#|

M|U|K?X|~|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?T1/@;-D2_\$K_M
5SZ=|X+!>Q?:?|BV_ ^D'^#KK/I7_.WY#_P"E1:?!6\$ZU)OE%_P!E)=|_M^)=|!|>HR?
NL+_ (4,_P#9)'4?_BOF" | ?9|G^T6|?|CO_P"G_P_AZA?| MV/|
RH>P?|+=/^T>YZ.I_*8_YGUOI_Q\$63_H+9?O3X|AWK_#K8%|^|^Z|U| MW|W|KW7O?
O?NO=>|^|^Z|U|WOZ?RKOI_MWU|8| PPZW_P!ZO<7L66'^X<'V_M?Y3UU_
|D/^G4|E_|H_ZNR=:K?SA_P"RKNZO_#HI_P#W18CV6#^?+_V0?-_X MF/KO_P!Q|Q^V_
U_W%_VP_P_O0+^|!_T|!O| I80?X).AJ_E=_P#94\$?_ (CW
M=W_6W\$>|*KV&NN|'M|/N^V7#1;A#M|M+&XXJZ33T/
MS^'(-014&H_.K7_Y:F!PF^/B/O':&YL?!EMOYCL'>N_R^-J5)AJL?D=M|5-3
M"2""1BE82KJ5=&LRD, ?>RO|(OE?M7YE?'O9_<6 ^TH<|-%_.Q=L4|ID?:/ M8&*IZ?
CV(TN|S?P^I| |=;CW.V-P=?93SU_M.,CD_BFT4Z:;)JHUQ0U%
M2S,W|H+F*JC|5>'S^7^;Y| OWQ|K8_W8_TZ5C) MPLE,JKN2-
'P9^4U1|=^QUQ>XZR9NJ|U-+0;M@8O)'@:X'PX|>%+"-3*^/U^
M.L5|JFHB3I>2*\$#1FK*.KOU758_(4M30U| #4ST=;15D\$M-5T=732M|4TM533
M*DU/4T|R,CHZAD8\$\$ CV%B*&AX|HEO_"?O_LB7>7_BQ>^?>#ZM|B|/A<9OI.?!
_NAGW5? M^G;|A_TMYO| JO;=:|!UG_LI+;O_B(ML_|O4;W|@3_ ,*+_P#F6/QD_P## M|
|!_IY;_MK>|/@^T_Y.@QH_C_DCI|H(>L&NKT/?O?
NO=>|^|^Z|U|VJMB|+W%V1O7:77VT*|!KNK>^Y,)M M;/F-
CN&K|*I=E11W\$TZ7;9MUWO&XV&U M6\$1>^N9DBC7U>1@JCH&?
+ICW/N\$;/VYGMV9^J6AP>VL/DL|EZQ|::;&XJC_MFKJR:Q(U,E/
Q"_5CP.3|^C)|=NE=N_'3H|K#I+;P1L1UUM+&X_UB1"\$Y?+*
MC5>X=P3Q#A*O<>X*JJKI@.:!+4-.P|C&&(0Q)\$O!1_P_7^WKKERERY:O9.
<+"OW=GJS*"G9S(*) M@9A|B<5\$YY;#8J&&EC)YT1_"O2X_G?)3_9B?FAOJFQ&0^|V-
TPIZAVCX9= M=)45&VJRJ;>>7B"\$P2MD=YU%9"4(2)Z*EICA|5P/RX_SZYU_M^_W./!;?
<35V!6R7|BH5AK|1\$@%D@Q4_M=R2WLWVN?Q+?PR>Y,?EY?
YORZRK^|1SC_6'D/IOW,NK<-HD|+)R8'JT!'^Q:/ M\$!Y+\$/7J|A_F9=?.Z.^?^?
|XVE|.W>W,>VX5,::(MUXPP4.ZJ=+ #F2I:2E_MKY&)NTM<_P"!I-7_#_OCA|I-
A/NS|B8S'_?|XVS1#LKK5(XO+5OO/9E/5_MUD.,HEL;U6Z,'-78A+V:O#\$C3?
V->P>:/NH'<,C|I_GX=#GWDY_-KO|?|UM_M<,6K)9_M|"\$I=W%+!3R5M2;_
8PF3C|HJOJ2*6P^OOO#^G|X(^H|A/KE?UM4^>=>Z_MH|
|H|KWOWOW7NO>|^#^4O_-N|_C+_.&ONC_WXN|O8KV_<.#|/A/74?
MV(_Z=+R9_P_T9A_M(FZU:/GA_V5KW/_-KO"|O(|>|T_SW|O|CZZ^??2_MW8&S;M6;?
W5M|H7KG=&W|CY/%68O/X'M?MB;'UU,QU#RTLM""UF4HWT(N"
M5;J62|B=31@@/ASUB_|>>N|O:/=/EW==NG:*^BVNWDC=>*NEU=%2/LH#Z=6
MB_RO|1B-W?%?L;:FXJ"GRV#RW:6|!)E<75)KIZW%938NQ(ZNFF4:3HG2HD6X_M.H?
4\$&WO8R^""RYVU|S_(|:4|8QAHZ'=M,B|:/VQ32<|9W|BZ: Y:GBA=Y
M)4P^8CECR&.9FLN:/#GVS|Q.4|'?8=*WX_M_3N8Q_H_6-/
MD,YUAE&|5.^>A:-9LSUWDZJ0HGV&YDIU-(K*E)DHX9"Z0O4B1J^M!V;
UCB| #'^&2@TDX20*:A2|1, ^\$G_MRB|_CEV7'#G*FHEZPWI-
28W>M"/)*N+D#F/;NHX%U_|UAFF/W"H"U11M(NE
MI%AZ*>2QN0P^1K|1EJ&KOF5Q5;58W)XVOIY:2OO^0H9Y*6MH:VDG2.>EJZ2
MIB:..2-U5T=2" 1!"I!!((SUS)FAEMYI;>>)DG1BK*P(964T*D'((H0<@|:;
ME'64F0I'6OH*F"MH:ZF@K**LI98ZBEJZ2IB6:Gj::>)FBF@GA<,CJ2K*00;> MX7OW3?
4GW|W|KW7O>XA_PGI_|(|/5_|%E=T_P#OKNH_8BVC_<:3_3G_#K
MH%|T_P#Z=_OG_2YD_P"T:UZU|_YLO_90>Q_!#>\$|>VWH0?_HG_P"9_M%?'O_P
2UGO_'CZKW7>|/*' 3?Y.BS|VO| RK'*G_/>_P#U:/2H_E'_/S_MNV/_
P|7_|T\$'O4K|A_K|#J^3V?;^67|>J7Y+?_,H86:H%R&S<)EINO-^4
MTL8EI*C:VQ(AFY,97QG|=!N/,Q46*E_L=%<>1|?:NRA|>YC0CM!J?L'^JG4H
M^S7*:J17^?|E*W>/>&R_C+A<@XVOU!A*+=^|Z**4B.L|&WI0"KOJUL(+)(=O:&J
M:9Z5S9E.8J5(M8D|/M,6E6_'M45/VG_8_P_/6!/WJ.<9_PYEV|DRVE_Q+;XA_M+*>-
Q,M5J/^%PE2I_X: 5^7|JOIRFV|UIN+N?(TBG-|_P_E4X#_5+H"|/M#_M;E5X*PTTA
9!EMS0S+,O(88^\$W^H|Z^?LHZQ3ZM>|^|^Z|U|W|W|KW7O?O?N
MO=>|^|^Z|U|W|W|KW7O?O?NO=>|H_G_">_LIONW_P_O1+_|#9OLWV?^WE_
MTG^4=95?=_Y7/F3_I5G_J_#U5_-J_YDOUM_P")/3_WE-P^|O+V(L^J"/M?S6>|_|
F=;W_B4_|_O5Y;V#)?|63_3'_|<=^9/^5BW|_GMG_ZNMUN_M|:_|RZV#_P"&5M7_
T5|!"_VWT2|+7W|W|KW7O?O?NO=>|H-' "?/XP_=9+
MLWY::EQ|X<8DO4_6,E1%PV0JHJ/*I_SU*) "KTE|!CH)X|JPJIV(D%6'L|V
MB"I>X8<,#_+_ *OMZS+^ZGR7KFWGGN|A|4K:VU1^(T:=Q|BZ(U8<=4B^1ZIC

[illegible]

M=1_8C_ITO)G_#1D_P"TB;K5H^>'_960<_|VN|+_P"CM[W0I_PH:B4?*_I
MZRK=_P#04#GGE|_|2 MH_9<7'^?JTC^40(QZ*!B_LIVS7R#Z_JDV?M!6_-OI\$/9+?
Y8/S=KOA;|ARWN3)|=R8 ?BA))X\$F,
MNH%6!|C/FK|;*,Y&=35=%BZ:\$=B|.%7G=A5K:\$>HJQ"IR6V9IGTA*/3QE92Y#&Y&DIZ_
MSPU_+4P2*)_+Y_AU57?-/J'"?Y!7STU/W|M|&4|EH|A_|5'C>TJ>FA6P@R4K1T
MF;*@::@PUC*QEK)E(JTM*5N8Q_IA_E_S_M|>L*OO*^U/@O+|C;|;?I.0+Z-1 MP8T"W(
|F-%FI^+3(0=4C"Z_ ^6C|K_NX*;XY;_R7^54L6K9>:BDC5ZB_MLV1--
(F6C16GONJHX1)3@@@1T|;S7LDZPUZN:| ^|^Z|U|WN(?| ">G_+|
M|5_|65W3_P" ^NZC|B+;|/QI|I.?|ZZ!?=/_G?|Y_TN9/^T:UZU|_YLO|_MV4'L?_Q#>\$_H;?
WM!_|*)_ ^9%?'O_Q+6>_|X^J|UWC^RA_TW^3HL^|K_P_J_MQRI_SWO_-6CTJ/Y1_|S_
|MC_PP|7_|T\$'O4K|A_K|;#J^3WLC_|T=AT|;V_M)|F>S|85^ZVULO8.Q*"H9?48-
|YS/;|@RL43?T5^OZ,N|J7V<|E7G?T_|?M^*ZS_ ^Z/M:2;OSEO3+WPV|\$*GY3.
|L!_S@2OY=4|?S==T2TVT>F=EQR'PYG<_M>ZMSU40/
DVUC<7BJ&1U_J5W74|3_@WO:O|_9|UG%U1H^=IYM^5/9?S'^3_M6|JBH-
3'D.Z^P: #&S\$DDX#;NX:W;6VXR23_F=OXBFCCT|<>P?=/KN9V_I'_M_#=BB\$+4G
M6^U*JLC_RN7Q--F,PW_'^>?95/;_0'Z'+W|W|KW7O?O?NO=>|^M|^Z|U|W|W|KW7O?
O?NO=>|^|^Z|U|WL'?|)X?^RF^|?_!!\$O_OP-F^S?9_|M>7_2?Y1UE5|TS_E<^9/^E6?
^K|/54W|VK_F3'6W_(D|/_>4W#|V|O8@ZSXZ_MH(|_9|O_P"9T=O?
^)|0W_P#^|7EO8,E_M9|I,?|_#UQWYD_Y6+?O^>V?_JZW_M6XWUK_S+K8/_ (96U?|
W14'L+_;?1+TM??O?NO=>|ONU|MS>FYM0;/VQCI_M|ON3=>|H9E51W\$TZ56
M5G<|C>6FWV4)DO)Y5CC4<6=V"JH^98@#ILS>9QFW,-EMP9|KBH,/@L97YC*U
MTYTPT6-QE++6UU7*>;1T|+ SM_@/?T60BST-@_C)|?>JNCL#X)8=A;5HL?E<
MA3H8X|UNFL:3*|NSX5E5U&;W-75=4JMRB2JGT4>QC!\$((8XAY#^?G_/KK=R1
MRO;1F;Y_@>76HOW?VCD^Z.U|JF93RD)N
MG.5%50TDK;VQN\$|PE#@,5<\$J3C,+2P0DCAF0M|3|U%_YW?R4_P!-WR_K^NL+
M7_=,*^._-EZ^HDBEUTD^^:R6#(|C9:|N3'54^3CIL/..|JPUQ|;D/G_XMP4_M|4Q^?G_
)ORZP+^|ESC_63G^7;+:75MVTH8:3@9B0UPWVA@L1^<75^|MC|
MS_1KT|2|NR5+X-Q|MUB;LJ6D33/%MFG22DVA2,;#7!-1/-
D(SSZF2K_ OMZ|2H#UAV(|R^6J?=NR*>DH?XE6N_M22U9N7;TM!EI#8_/7\$
6'L66,WCVT;\$|PP?M'^<9ZZG>R_.|'=|;W8|QFEU; ME_OTUQFA6\$!=1^_QWKY^Q
M<<|6NKJ-CU\$,-#V1C4:Q|=+|B(8,Q*>"1A@!|; %GF?R|_|P"7_M02^|AR;_ %FY
FW:VBU;EM+&X6@R82_MPOV!_LI_YI="Y_+;|E_T9=_T>T|E
M5^#;7;5+%M&K61|,\$6Y8D)*K9|8PN-4|M?)+CXQ|/IR))^EQD)^PSUS>ZV2?M?O?
NO=>|^|^Z|U|WL'?|)WO^RCN|/_\$)0?|_O=|;|F^S_P|M+_I?|O65OW2_
M^5OYG_Z5H_ZO1|50?S;|^90=8_|B29/_>7S/O;H|B#K/7J@|W|T_N'_)FW
MVE_XD;>_O39/V"Y|/23_3'_|<=.8/^2|O?_/9_U<;KPY|TZ*.E?H|
|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>M>Z|H|
|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW
MW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|
M|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>
M_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|K
MWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>
MZ|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW
M7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|
M|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_
M>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_5^?|_ ^=>ZW^/_M?
O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|\$3X&_P#9\$OQ*_P#%<^G?
M_>"P7L7VG^XMO_I!_@ZZS^U_3M^0_|I46G_5A.M2;Y1?|_927?/_B7>P?_M
J.G|'3L/JG|H|MW\$4>W^V.MM@JGX"Y&;4&\$|#V=MW>N(H>..0_2(&'S%?
|/0GW;8|DW^".UWW9|6_M|M4?6J3Q1S*&
(#|9%8!J\$C4!6A(K0GH,=I;YWML&OJ,KL3>.Z=E92KHVQ|5
MDML;ARVW*^IH'F@J7H:BLP|71U\$U&|131R&)F*%XU:UU!/?|D)'|A_O\$3X_MP?|
H@NJ?_L3|M_2VW_*_G^|C_-T'_|6VIN_P#I@ME_|C;_K5T(A_LR?R_M*_Y_|W5_Z-
/?/_UH^_V2/X8?|XB?&#_-_%U3_|B?OWTMM_RCI_O(_S=>_U
MMO;O_I@ME_|C;_K5U|_&9/Y%?|_P#>ZO|T:>^?_K|H|_LD?PP_P"|1/C!
M_P"B"ZI_ ^Q|W|Z6V_P"4=A>1_FZ|_K;>W?_3!;+_V0VW_6KKW^S)_ (K_G_M
+W5_P"C3WS_/7WWK=?SV<=|8.LRINLNO=DI/_MR|B:VFH;LK"YVLVMA|?
52#*ZLA6?:3N"D<5/;4*RQ/I)=U\$"&.*.0W\$T_M'V<_I0/O.0|E;+<1_MJX\$-#H;?|B)?

4HROZKQNO07MJE'6*5L7O?T_E7?JN^OC!_X8=;_P"J7N+V M++#_
'#@^S_*>NIOLA_TZGDO_GE/_5V3K5;^RP?MSY?^R#YO_\$OI=-|
N/N/VQNO^XO^V'^7H%>@_Z=@W_2P@_P2=#5_*I_.RH M(_Q'N/O^MN(JZ57L-
=I_*N_P"W?7Q@_P###K?_Jl MQ>Q98?IAP?9_E/74WV0_Z=3R7_SRG_JDUJM_.!'
+*N|J|.BG_/_=%B/>O MC_PH6_|+#ZJ_|5JVO_|H'MSV4;O_+D1_P"D_P
IZO2^|A_R0^Q_|*>/_M)N MNK7_.4U_P|D;_Y_|3'FO_>)V%|H9|E76+_5HOO;)_DA?
S!10f;=|_>VWK
MWKLS%2R=)YS(U%YMT;)_Q<#35>PI9IFUSYK9='&9<>H+&7#HT8510WE/IKN|:
M_32'N'P_>GY?X/LZSK^|9|K?O6SC|OM^N?|V5NG^)NQS)"HJ8"3Q>\$93UB!
M%|X7=1'_#*OBC_=7,5'R\$V%C=V|Q5R)V1C:2+|O";DK95C@W0D<:Z8|=N.
MH<)5D@"/(.')8U5DV\$MR|P_|=O9S:6Z<10Y_6YL1D.#N#!Y2G2JOV7PV6I M:_)8ZNIH
4FI:RDG>-U/U5C|-V4,"K"JD=977EG:|A:7-A?0++9S1LCHPJ K M(P*LK#S!!
(/53N&S&4V|EL9GL'7U6*S.&KZ3*8K)44K05E!D:"=*FCK*:9"&
MCGIZB)74CZ\$>|W^9#|_|H(NIZ|:5)%79#J'?#5^XNH-SU6N9JC!K.GWVU,
MI5VT2;DV=-4QT|2;AJBG>GJM*"H|:|6|M3:RE1_9G(/^3|1UR|H|W_|2Z|MN9 MY;_-6?
8+G5):R'-4KW1,?|^1\$A6_B4H|!KH-HWX??)?%_3K"FS%0|+2;_VT MM+B-
P"%ATQB+)F)OML|0TH|28?<,<+RPBUHI5E@NWB U-7M|1|11T;'WN6|M)^_^R)=Y?
^+%/|Y_|X|JWV(|H_P!QF_TY_P ZZ&?=5_Z=ON'_2WF_P"K%MUK MP?S6?
^RDMN_^(BVS_P"|10?V!|A PHO_.98_&3_|/SL'_WG|O^VMX^"#|3_M_DZ#'WN/^2-
R9_SU3_|5N/H3_Y17_'Z=S_&OM3_P|VV5|Z|LAZP:ZO0|^
M|^Z|U|WSBBDFDCAAC>6:5TBBBBB1D))9)&)"&B L|NQ))|OW6U4L0J|@EB M:
#SZXNZ1H|DCK"&K.|NP5\$1069W9B%5547)/_'OZ"G\NSXR1_\$|XF=8=7U
MM\$E)O2NQYWQV:X51-+V|NZ*GKLQ25#K99FVW2)38>.0:X,W M2,_%O/VG_-
P_+KJQ|2-<>IGE_9P?7PQIB!|Q&#UJC?+ MCNA^|^^-Z;UIJEI|N4U6-L|,4DF--
J8%Y;:'U\$*M.3?&|*)H-KXZLBOZ:O;VS97J MHR!8QY|D<%_|S:G2_"Y/VGA_+_
|8N->KYQ^MWK9^2K66L%DGCS@"C2B
MD:D>L<1+#Y3|6C_RI.G/X+LO>='F5I=%=O.K;:6UI9\$ LZ|:P52)=-/V3|8D=6Z>|U-
4U%'405=)/-2U5+-%4TU33R/#44|1_ZR MPSP31E9(IH|%#*RD%6_(Y|^X9'5D=XW62-
BKJ001|@C((D1UCFABJ(I8)XH MYH)XWAF AE19(I8I%*212QN"CQR(Q#
@@@V/OZ'/P6^1-AIOBMU!W\$U3#-N' M_|:|@P^XHM"FEW_MAFP_|E:G4 TL5?
EJ%ZVGC//VE5"W(8\$B^UF|>".3S(S| MHX|=9;+FU.=^2-@Y@+@W09E+J/X&4^?
6L|F^HY>D_|=|M>B&2/\$X|,R9#;#OJ83|5S0&4P!\$K\$^>2EH*E:>9A_P
I\$,@X((%>A|OXS_Z M6?B_C_|<#C_N-W_'K,OE:|X(M535|;LEH<5NN\$K&!),,-
E8<=D=3\$K3TM/5 ML_-;VDW6#Q(!*!W(?Y'C_GZB;
|SO)O|HY*AYDM8HAM,FIJ#)MY2%E'ST,(-MY/1560^9Z-K_"P>Y?
|B=UUO6V4J_|%@.V<."2IKL')=CHC.1H M9*RCLH#33RP"_I|Z9WL-|
<|NMB'W|W|KW7O?O?NO=>|H|^I?|^|=W_|!E_M|-?
='_OQ=Y>Q7M_^X<'V'">NH_L1_TZ7DS_)HR?H\$W6K1|W/^RM>Y_P#M M=X7_-
Y;WNB#_A0|&H^3_2LHOK?H6FC;GC3'V%O=EL/ZWE/LJWC^WB_TG^4 M|8P_>R
KKRX?A=8_ZOS=6@?RE7)Z5|'3^RO;KC^MWVGML-S_*T8|Z_W MLIZQ6ZM7|
|5O|CW^8+>C#T7PP|=S=|Q;GY>7R^SK_|+|M?NM|; MO^W>_7/^PJ39.Q^-.15K
MX<90YK_9_&5^%S>'R=-%68|*XC*4LM%D<;7TDZO#4T=;1SO%+&X*NC\$ \$6/LY M(#
J14'K+FYMK>|MKBSNX5DM949'1@"K*P(96:P002"#Q!ZJ'QF2R&&R5!F, M36U.-
RN*K:7(XW(44ST|90U|%.E31UE+|&5DAJ*:HB5T=2"K"/>AY_Q^"F
M8^\$G>E3C_-3UU;TIV%+D,_U)N"?RSFGH\$F1LH?*UCZC)GMGRU4<1=F+5=%)
M3U!L|DD<84O;4VLM!_9'A_F_+KF%|R>V5Q|_|S/#;HSX\$@=PH_\$%2DL(NJ(IUP^T?
40|&_HB'_GI_P"R/_U?_%E=T_|OKNH M_8BVC_<:3_3G_
_N@7W3_P#IW^^^?|+F3_M&M>M?/^;+_-E!|'_|0WA/_>VW MH|0?_"B?
F17Q||2UGO_>|JO==X_LH?|_|DZ+/O:_|*LY MNW(JN_W479V_8ZFX*G|A-
U959K@@\$'R|\$>P7+_:2?Z8_P"KCOS(&7F+?E?
MXQ>SU^WQ6KUN.=;O%)UWL)X+>%|E|6>&Q!'B;|T)CL1<\$:"/88^Z=\$O2T|^|
M^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|H_G_GA_P"RF^|?
M_\$ \$2_P#OP-F^S?9_|>7_\$G^4=95?=_Y7/F3_I5G_J_#U5_-J_YDOUM_XD M|A WE-
P^|O+V(L^J"/?S6>|^_9T=O?^)^0W_|^|7EO8,E_M9|_|?/7? MF3_E8M^_Y|9_^KK=;C?
6O_NM@_&5M7_P|T5!|'_P|M|\$O2U|^|^Z|U|W>7 M_(E^,!
|^_2^4|UW#CO|LSX|XV/(8MJB+52U_9NZ(:S|8A42_1SG;^*BKLD S
M(2|-5QT3\$#6H|FFU0>),92.UA)X?LX_LZR7^|'R5^_N3&581GS'59O|_|
|K_N'TU1=8XFK|6XNV*QZ6N6*33/2|+PDE M/5YJ1BA+QC+5STM&P"S0/4

\$Z2/>T\|M^_,7\80CCVWWADS3O-L?:=;4;?H MJD_M9;>.3:/#;P[J":')
[HR%)%*5NR0L[V(4^SVXE\$\$,DIA-/R_GUF|SY MS3!R7RAOW,LU-5M 3&#P:5J)"GV-
(R@^@J?+JC|H7JRM|H?V%UI1"58|RYZ MGARM3"/W*#;U\$'R.XL@IL5\$E%A:2>1;!!
JWN1|^=/FLOE-Q9C+;@SE=493 M-
9W)5V8S&3JY#+5Y'*9.JEK1V_+,3|!Y)8EB|HOY!/R1_N!|@=X_?'U_BV|WC@3E|
MKQ32?LP=B|\$I*W(I!_*QP'/|/DKQ*P.J;:@I8P"2+&VTS:)FA)[6&/M'^QU
ME+|UKG#|U|; MQ=+Y,MUGE!09MXT_>GI&EE* @O*,5N!*4HMK1QU4|W
O?:QRN+QV' M2PF8HJ?)8G,4%9B|CJN-9J2OQV0IY*2MHJJ%KK+3U5-
_R.IX96|B\$@\$\$\$\$8 M/6?;\$\\$_S!-;7\$8>"1"K*'EK*29)Z:IAD7U)-!-&K*1R" ??
SLOFA?,C\6_DMVUTC6I4&@VCNBI;: ME;4ZC)E=Cyi(WLS)M*1HFJ*C;E?
3BH*EE2J66.^I#|!S"8)Y(CP|Q|GE_+ MKDK|@|J3C:AQ'6V_|>NV*/N|H08?9 M-
_TJL_A(5SM-#8+0|EQS/C=Q40C_5'%%%EZ64Q:@ "T#(JK,/99?;'0,Z&?W|
MW|KW70>P=_PG>|*.|T_|0E!_P"|WMKV;|/_ &TO^E_R|96_ =+_Y6_F?_I6C_M_J|'U5!-
_L_YE!UC_P"))D_|Y?,^|NCV(.L|>J#O?S3^X?|_F;?:7_B1M|_ ^M|_D_8+D_M)/L,?|
#UQTY@_Y+V|_|HDW_5QNM'R'K|_CPMD?^&AMK_P!TU%|_|#
MGW3HHZ5_OWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO
MO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|
M|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=
M=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOW
MOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|
H|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=
M>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|
MKWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=
M>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWO
MW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|KWOWOW7NO>_>_=>Z|H|H|U|
MW|KW70?O?NO=>|^|^Z|U|W|W|KW70?T1/@;_-D2_\$K_5SZ=-|X+!>O?:?
M|BV_ ^D'^#KK|/7_|.WY#_P"E1:?!6\$ZU)OE%_P|E)=|^)=|!|^>HR?LB"|
M\3N;MOH_XQ|9;IZ>|W?UKG|EWOAHQ^|KS%OW+7)FS70+^|7%G=|N
MB(SPN48H8+AM)*D\$@E0:>H'IT9_ ^6CUWL+LONC>>\$|VEM_>.+H^L,CE:/&|
MBQU-DZ6GR\$.Z|HTBUT,%2CHE1'3ULD>L"X60C|^|7'_APOYR_P#>6'>_HQ=MQ?|
U9|(_K+K_E(?|O6\$ _P#KL>Y?_3=;I_V42?Y^KM?|E,^,W_/BNL/_ \$\$<M3|4_OW_#A?
SE_|RP|W_P#1B|B_ ^K/?OK+K_E(?|O7O|=CW+_Z;K=/^RB3_M_#|>_P|E,^,W_/BNL|A
T\$<3_P#4_N-5_P_P'YP5M/+2S_+'OX13(4Y4B,C<|;KI|HS)&P9?-
LK!5,=P;C5#442?;!)))))J_M>@/<7\$|W-+&->%5%"@?0>V|WKIGJ9|W|Y5W_;OKXP?^&'
M6_|O5|B|BRP_P|PX/L_RGKJ;|(?|.IY+_YY3_U=DZU6_G#_-E7=U?^'13_M
/NBQ'LL'|^7_L@^;_O,???_+C|C|L;K_N+_MA_EZ!?'WH/^G8_TL(A\$G0_MU?RN_P#LJ"/-
_1|N|_K;B/>E5|_#77;_K8Z|^|^Z|U|W|WOZ?RKO| MWU|8A_MPPZW_P|ZO<7L66'^X<'V?
Y3UU-ID/^G4|E_|H_ZNR=:K?SA_P"RKNZO_#HI
M_P#W18CWKX_|*%O^RP^JO_%:MK_ ^1|<|E&|_P"Y\$?|_I|^*>L4008?|K_L_M?
2GC|2;KJU_P#E-?|_9/V^?_\$QYK_WB=A>Z&?95UB_U:|+|4>S|W|FV|NK; MN^_
F9JNV|NS:69QVX=N9W&R^&NQ.90-5'64%=3269?)!40JUF#(PX8%20;*S
M(RLIHP..EFWW|YM5|;EMUPT_!|(LD;J;KJ;JP^PC|/7'3/N#_8;=6#R^VM
MQ8ZFR^"SV_J|3E|96)Y*6NQ|=|_J54TR7|T2Q2\$7|_#*>000#|WX_Y>?S7VS|
MW>A<7OF%J'&=F;6^SVWV|M&E?3_!=U+3%H|QCZ9W>==L;LAA>KQ|DN\$M-3&1
MY:64^Q79W*W40?|_&,\$?/_>NH_M|ICV?N3RO!N:E4WF"D=U\$/P2T^-1Q|.4_M
LAS3N2I9&ZU9_EG|<_S|_T;L;_@J;W9N;^XS&P<_M_P"(X-I@'Q|7_JK\$ M?
-3XE|)^900^Y^H-V"#'Y>13F^OMW-3^>JV7OJ
M@IYTP^;B"CRRT\$PF>ER\$"D&HH)Y44D)XY\$OV;J6-LAC7)|"54?
C6>EE((AJHD8ADU(WS^^T^L=Z|_B;PZK|%PL_M^W|Z|%SE9@-P8N>Y\$592.-
%12S6"5F-R%,Z5-)4QWBJ:66.6,E'4D)2(T;M& MXHP/7*S>|EW'EW=MPV/|=|=?5#/'Z(+
64|<|22\$ _>_=>Z|H|M7_DI_%_
&8|YA|4R^AKZ=VW1E8PI615H|'K@612&BJ;N%A|WG_8H
MZZ8|:RGNF3N3^2#|;N|>U_-=P|_|=^1U1NWL7<^4W1FOLIS=:Q8^DGR-0TD.
M+Q4-3U75U%/A|/2".DHXD)97BI88T+L5U\$NDVR"61Y'D?4QKQ'^;K'CF'|MG
M)W,^_,|S!NF_|N;|^|F:1Z26X4%CA5!MB0B"BH"20H_J:5ZL2Z|_F5=R=8|'V_MKU|M?
8/4\$.!VCA:+"8|C#;R>KGBHX@LE;720|YIX9LAD*@O/4.L:.*|TC,%4_M&P#3_H'I^G_
#|7Y*_^A3U=_P#;C|M_NBV_WX_|1_FZ)O|_@3;_P#Z/F|_
M|Y+;_MEZ67_#LOR#_P">'Z;_//O;_|/O?O^@>GX>?|_5^2O_H4|7?_&H_M?OW1;?

A?H_S=>_X\$ _V_P#^CYO/_2V_P"V7KW_ [+@_>'Z;_P#)O;_M.S/W8W+_A-UH'
 F;LV!UCOCLW=>UV;EAW;)C^Q82Z;AHVT/I"L4).*.FL*NJM?
 A%*9J4+Y%_)'=GR8W%=@=U;TVULO M!90 X>3
 I5I1HLU1'(XWIR6OI8.13P9'4JRG|5)'0'8'.93;&+JX;ZAJH|;X*J!6'^(|_.:^2G2.>^
 ?/:G2&X+)7I M={OR6\$JFV;/Q-F,\$S)7I8W D=ET0|AVW64E<@L+)4>P=-
 \$899(FX@_15_+K MD;SCRW=YU28G,4|L_Q_+1\$^P/I M=!KH2 ?O?NO=>|H' MI?
 +=W_&7_,-?='_OQ=Y>Q7M_^X<'V_">NH_L1_TZ7DS_FC)_P!H\$W6K MI|/ ^RM>Y_|
 M=X7_P!Y';WNB/ X4/?|E-J)?| B"(O_?@;R|E>|?V|7^D_ MRGK&+|V?_*Y|M_|2K'_%?
 FZL^ _E*_|R8I)_P#\$GO| ^|IM|WK|^RCK%7JU
 MGV^;9W+G|F;CP6|MJ9>NP&Y|L9?9_ ;^U8JP931@>E-E>76W7=K?V-PT5|/#
 (KQNIHR.I#*P/D00".FS-8;% M;BQ&4P&=H*7*X7-
 8^KQ66QE;\$LU)7XZO@>FK*.IB;B2&H@E96'1#|WUOY<7S M@P'S=Z'H-
 TU\$E#CNV|E+0|<|?VO2E8EHIP&G"L\$ MZ5%+JP|QFIR_7^;F#.;C%"51486MGM MH;,
 |>DF6&?Z&6)H|*B8*HP_3XK;%^8O16Z^FM|)'23U!|6V7NE;=:BNV5
 MO?'PSC!;DHE)1Y(X7G>"LA5D-503SP:D|@=7+F!+F)HV_ (^A|>A!|@\$.S14NY-
 M518UEIY"K>"JBCDTMHTGY^O<'4N^>BNS=Z= M1|DX>3!
 |UV)FZG!YNA8L|#R0Z9:7(X^H9(Q6XC+T\$L571U"@)44LT=QV">+DJX@S?;9#'U4;P5\$1
 T/* MGWMC?)Z64_ #|M9;C4/DIN=BM^0K=7|2|21|0&*W^M|/H_W'D_TY_P#K.K
 M|IY'10-|G^ ^)|A M&M>J)?Y|H/^S |&:QTGIS"@&W!*[VWZ2 ?Z@_/|O|OG M_ "B?
 _F17Q|_12UGO_>|JO==X_LH?|_DZ+/O;_|*L4%/N;Y3=?32C|G+8+J_>6.@ M+;(-
 NY#>6\$S;JK|6!DW10!C^+#+^OLZV9NZ=/4_LK_GZS'^Z-N*I>|I;2S=
 M|D5M;H^4;2HY_P"JB=4U?S>-O2RX;I#=#D<9|!DH; >JY0.#+EJ7;N2QT9;Z M
 A,+5\$#|W/A_3WM; >SWK-OJD3W|H^8SUK5=3_+Y-|3J*=Z;&I|7W)O/%Q|
 MFA!A.QIUW_AE@/Z7@AQNY8XU(O| H(|J|A&|3P|J=?Z1|/|<_P"7KE'IN;.^
 MQ>Y7.=@Z\$*;Z29?|)<'QTH|@L@'Y=:87Q\$WC#OOXT=,9Z*59I(=BX?;M:X;4
 MOR6T(CM7(F7K+)689W(/ ^JN."/9*O;J.>C'>_>=>ZHH|U|KWOWOW7NO
 M>_>=>ZHH|U|KWOWOW7NO>|@3_ (3P_P#93?=O_B")?_?@;-|F^S_V|O| M|A
 *.I|JONF?|KGS)_TJS_U?AZJF_FU?R8ZV_|\$GI_|RFX?>WE|'\$6'?5! M'OYK/= _
 #.CM|_O*&_ /W|MI!DO|:R?Z8_X>N;_G_*Q;|_SVS_176ZW M&^M?^9=;|!_|
 #*VK_P"Z*@|A?|;Z)>EK|+|\$*H+;Q_)))@_!R23|H|C M@==@\$@_DD 7)/_ 'U)/X_H_ ' +/^
 ^*/Q\$ZVV'E,>?*?NYZ4|D=G!XQ'5
 M)O3=|-25.N)K!;B?;N\$@HL0UB59Z%G'ZS|!%EE!|;HA'>E4)| ^M5?YE|U'O3OW>&Z**J-
 3M?'S M#9^RRKZX&VY@)IX4KZ(W52|OFI^N-RO+>QCG\$I%NT;EV5650Y
 MDCDJJB0 !W4)K042?QZ^0FY_C=N_);WV?MO9^?SM?@YL!' +N^BS%=#C:*JJ
 MZ6KJY,='B,YA&AJZEJ*-&D=G(BU*+!VO6C_T#T_#S_GZOR5_1"G|H_|4?M%^MZ+;_
 'X_|1_FZAS_ (\$_V_| ^CYO/_2V_|9>CD_|.R_ (A_YX?IO_SR;V_ ^MS|W|_H'I^G_
 #|7Y*_ ^A3U= _P#;C|^ _=%M_OQ_VC_-U|_@3_ ;_ _*/F|_|M.2V_|9>O?|_R_ (/_)X?|O|
 |F|O_L^|KGK+^1|8^H^Q-C|H|+|@^2=#NS MK|=6#W?
 M^HDW/UD|_I@,C3Y*EBK(8NIX7J:"IDI_'40ZU\$T#NA-F/NZ;7!& MZR+(^H&O\$?
 YNC/9?NR|F;#N^V|WMW,&|+?6DZ2H? \$MZ:D8, 0+454THPKD\$C
 MSZ3_|_YF_=_=I;EV3N/K_IRIP6Z|D!E84PN|!E-%E;26CG>GD??LRVQ,S5%
 JH|C,W)74,LKEF=|E2H+!!|D)=W@JL=P!PP?|)UAU|ZWD MWQK/9.>;2+|2\$ _2W!_ _Q+0.?

 DKZT)/\$R(/+JY#^5!W+|GF-|=Y>KM3YB)M
 M|;25|*,I0Q4|!NC'0!B2TM;C4I;I\$6P5;.=C|H|H|U|KWOW M8_ X3O?|E'=Z?^(2@_|>|VU|
 |G_MI?|+ _EZRM^Z7_RM_ _2M'_5Z/J|H^ M;9_S*#K'_P 23)_|R^9|
 |='L0=9Z|4>_FG|P_|,V^TO_\$C;W_|Z;)^P7)_ M;2?Z8_X>N.G;'>)>WO|
 Y|)O^KC=;D/7W_'A;(-|_#;7_NFH08<^Z=%'2O| M?O?NO=>|_|^Z|U|W|W|KW7O?O?
 NO=>|_|^Z|U|W|W|KW7O?O?NO=>|_|^Z|U M|W|W|KW7O?O?
 NO=>|_|^Z|U|W|W|KW7O?O?NO=>|_|^Z|U|W|W|KW7O?O?NO
 M=>|_|^Z|U|W|W|KW7O?O?NO=>|_|^Z|U|W|W|KW7O?O?NO=>|_|^Z|U|W|W|
 MKW7O?O?NO=>|_|^Z|U|W|W|KW7O?O?NO=>|_|^Z|U|W|W|KW7O?O?NO=>|_|^Z|U|W|W|
 MKW7O?O?NO=>|_|^Z|U|W|W|KW7O?O?NO=>|_|^Z|U|W|W|KW7O?O?NO=>|_|^Z|U|W|W|
 M^Z|U|W|W|KW7O?O?NO=>|_|^Z|U|W|W|KW7O?O?NO=>|_|^Z|U|W|W|KW7O?
 MO?NO=>|_|^Z|U|W|W|KW7O?O?NO=>|_|^Z|U|W|W|KW7O?O?NO=>|_|^Z|U|
 MW|W|KW7O?O?NO=>|_|^Z|U|W|W|KW7O?O?NO=>|_|^Z|U|W|W|KW7O?O?NO=
 M>|_|^Z|U|W|W|KW7O?O?NO=>|_|^Z|U|W|W|KW7O?O?NO=>|_|^Z|U|W|W|K
 MW7O?O?NO=>|_|^Z|U|W|W|KW7O?O?NO=>|_|^Z|U|W|W|KW7O?O?NO=>|_|^Z|U|W|W|K
 MZ|U|W|W|KW7O?O?NO=>|_|^Z|U|W_|Y_P#|H|U|K?X|^|_|^Z|U|W|W|KW7O?O M?
 NO=>|_|^Z|U|W|W|KW7O?T1|/@;_ -D2_\$K_5SZ=|X+!>O?;?|BV_ ^D^

M#KK/I7.J.WY#_P"E1:~?I6\$ZU)OE%_P!E)=| ^)=|!|>HR?NLO_(4+?ID>M=5?^+*
I6_P#?7=N>T6I_.XT?^G'^I0U|H#_IW^Q|2YC_.T:ZZ.;*:MI*#WQ_XAO-
^JML'WIW^PIUS|ZV#/?O?NO=>|^|^ZIU|W|W|KW7O?O?NO=>|
MI^G|H_MWU|8/_##K?|WJ|Q>Q98?|AP?9_E/74WV0_Z=3R7_P|I_ZNR=:K M?
SA_!N|J|_#HI_= %B/98/Y|O_&0?-XF/KO_-OIQ^V-U_W%_P!LA00 M+^!|P!_P;_I80?
X).AJ_E=|E01_P#B/=W?|;<1|TJ08:ZYS=;'7OWOW7NO M>|_7^5@"O|OOXOA@0?
|A59L00;-NK<+*?>PRD\$?U'L66'^XD'V?Y3UU-|D,>MU/5?^44_P#5V3K5: ^:_|>)V%
|H9|E76+5HOOWOW7NO>SD?|?YA:Q^%?76W^U_|IWE-J M5GCV_P!G;-AG\$<.
|HD5=3\$|?2QI(Z4)>=Q3H*S&3L5|57\$%V?N!N'MSS1;Y:ZGL6|+F('\$L)(U#TUK|<;>3
|H8\$O/R M;^/VWOD=U=EMCY7P465V7N&2+5)@-RP0NM+.(K2OC*Y6-/61"^N!RRC
MR)&R|_/7'8>SNVMB;3|+Z_S=)N/9>|L'0|AV|F;-B8JS'5|0DC|D;:9:6LIW
MU15\$\$_@6:GGC>*15=&4"Q'61%=#52.NI^T;MM^;78|SM5RLVW7,2R1N.!5A^
MT\$<&4T*L"l((ZU6-W|2W#L/= &=V;NO&SXC<>V|E4XG+XZH%I*>KI7*-H<72
M>GF6TD4J%HYHF5T)5@32#_.X^!4?W5^M/\$M1491XXUO4YWK|&>I5S9Y<29T9G-
/2Q@LW.T|1/'0?J*_,?|'^#K&S|R/MM>.8=G;G?9K:N|V\$?ZZJ,S6RY+?-
X,M7B8M0).A!U95_+9^4;|>;P3H_>F1T M;(WWD0=IU=7*?
#MO>U44BBHE=S: '&;K8+"5Y6.O\$3*)9W+E_P)ZZG7|^-T M*4DEJ?Y+|ME
+\$Z8ZCJJ*H%O2-<#G_!)/OVT?|C/_*<X|THU|Z^WN|M)7(WF7^=M:_YCU#_
|L<.GY"l)G L)>FL"EP+7>'>V_RQ)_|TRJ|/8>PA_X4 M7_|,L?C)_X?G8/_
+S^W_>;|?!!H_R=\$'WN|_DC|XG^3)|7_-/9>OA_@-UYW
M'?:=@=_34G:&XVFB|=92;8J:0P|_U#PU.6G0_I'L4;:;X M-N&(|WS^7E_+/Y|=*ON|7
M6M%_2|K_P!+/R RN#QE7|QM3JN.?96(\$;ZJ>HS4,XDW?DT++Y)H@^X
M<|5PX3)XK(?69O5X2IW?7AM430_9&/GZ=*O>OW8E|L-LV
M@|9:P7&|WDS:4EU:!!%&/U'(1E:NID5<@&K'.FG37|)OB92?*#T/_L4|^_Z'''/E3_P
^: ^/W_GN|&+|M@>_?OB?_??:?MS_S|>_X++G?_*9|:O|>;C_*W|>_X:7Z/_?A|K?
^=>T/_L4|^_Z'''/E3_M_P^: ^/W_GN|&+|M@>_?OB?_??:?S_S|>_X++G?_*9|:O|>;C_
*W|>_X: M7Z/_?A|K?^=>T/_L4|JS87_"A7O:|WOM"FI%ZCZ9H|@5.YL'3|UK=M4._\$
MW#0|5GR5-%GJ|"&NWGD:-H1XQY98\$E@D1Y\$"D6_- =DW>74NN-=%/>V
M+0UU%E*&CR>.JJ>NO^1H:>NH*ZDE2>EK**KA2HI:JFGC+1S4|1!(KHZDJRD\$
M<>S|&HJ.'6=44L_P#A0;9/MRY*>+TKD*2.MS&PLH%R&/FG>RJ*6BB!)91|(|W@S'<*/
+MG^K|L*OO6|F:)|EYZLXNUQ|+<4'XA5X'/VKKC+'AIC7S'5UW|J#N?ST6|NB M_=>Z|
|WX/Y2+V|O^,O|X: ^Z/_?B|R|BO;_|PX/L/^\$|=1_8C_ITO)G_M
#1D_P"TB;K5H^>'_96O<+|VN|+P"CM|W1'_PH>|*|Z2_P#\$\$1?^_WE
M|*|X_MXO|)_E/6,7WL_ ^5SY;_P"E6A|J_-U9|_5_YDQV3_.)/?_WE-O>|M?
OV4=8J|6L^>_=>Z|H-O|)_EOO;X8=|:|=VJ:C(X4,N#|V@M1X:7>FOJZ MH@?+X>0L?
%%DJ8PI5X^=@13UT\$3,&B|D;J+;X:VE61>'F/4=#SVXY|W+V|YH
ML|L:O;?|/6@FA8C6GH&%T;?A=5)J*@@+|D.A=M_(KJ_|!S@B|E8Y/6 MX&B|DVW-
S4T4BT&02PU01S"1H*N(6,M-*X|5|K|_#JSL|9/='7>S^U.NY.N MMV|@V/N_&RXG
@K-!)8+44=7"RS03+=)H9\$D4E6!|TS_S
MK|@5'WQU9)|E.M,+Y>W^G<+^ZZ#^TY:LWYU=0F:LKXC#\$I:KSNQ_) +74I'|
MDM":J#|QQ2HL;N=IXL?CH/U%&?F|CK'C|OOM<.9|D/..S6U=_V^,^*JC;|L
MM2PIYO#EU|RFM61|>P.PA?.S)G_(3QU(?XM=ST>JY@|^KJDIZ?2*OKO840
M;_5>HT1/'""Y|UV?^PE_P!/_D'2|HKUY)YBCKPW4G|MO_AG3U_-IA*|W=
M=5%N)>JZ:\$-SR8-W;H_ %:/3O_*/_YF=VQ_X8>+_P#>@@|ZE?L|/8(= M7R>|//Y/_>U-
T5|Z>KY|M6+0|:|5AR73.X*B201Q)_?9Z)|KF5FM&L7|_<3B
M1(|\$+'\$68GCVNVZ4174=3VMC|O#^=.IH|@>9TY9|S=E:>339WP:T<+|:GA
MU^7CK%4^0J>B6?S_.L9NSOC'O: @IS59C8TE'V)BHE4L|?W;6I7-Z+NTG|U
M|ZO**H)9PHMS|WNO8IZZ=:=P7O6!_P"%_OO6KI:CK|Y=|5QCST,%%2|7=L/2
MQLWV)2KJ*OK_ '+6+&&M#525M5BJBH?2J.M!\$"3("3=X#V7'C'_P"0_P"3
M|G6%OWJN1Y6?>?K&\$F,*+:ZI^), \$A^1JT3,>!)?JZK^5+WC2I%NSH+.5
M|Q5,M3/O;8BS.!JR&@B@W7AJ=F(<@2F@KHHEN64U4G_0^|8?V1|87|73>=>
M_=>Z|H|H|U|KWOWOW7NO>_>=>Z|H|H|U|KWOWOW7NO>|@3_(3P_P#93?=O
M_B")?_?@:_|F^S_V|O|_I|A*_LJONF?KGS)_TJS_U?AZJF_FU?R8ZV_|M\$GI_|RFX?
>WE|\$'6?'5!'OYK/= _#_CM|_Q*&_/_WJ|M|!DO|:R?Z8_X>
MN._G_Q:|_SVS_|76ZW&^M?^9=;:| |#*VK_P"Z*@|A?|Z)>EK|LY_E(%
M_P#V9KYB|H(CS6A_O>O>HO'VQOOS1:Z*KCVY6TW|U-OSZU,\$XSV|9:19J=|
M|CX:H@\$(WM=M|CW*U'8N3^7#^?4S^PW)7|*!_3HEWST|K_T_'S|Z|*Y3'8/%Y+
YBMIL;B_/05F4RF1K)5@I*#'8^GDJZ_MZMJIG(2&FI::%I'8)*JdGV*20_23@==-

!YX;:&:YN) D\$:EF8F@55%22?(MDGTZUBJ&AK,G6T>-Q!-
-65^0JJ>AH:G1H:BJK*N5(*:F@C4%D)IYI%55)8 M@>|3?>?_ H9|BW?NF+873_ \$Q-
L>/<69CV=/N2AWW)N&?:>1J\$P,^=>AW MKCZ(Y>:%B)JCQ011B8L%4"P|D#;O-
J:1&NFN./#|06"NX_>QYI6_05VOE_;C MMHF?PC(O0\$,>HZ"^F91J*T+4 %:T'5|>W?
Y3/5CX#"/NGL'L2/Z_0B?_?:?S_ S|(^"RYW_P"F>VK_ 'FX_P"M_3S_,-+|'_|#|6_P#:
MO:'_BGOW_00Y|J?^?_?'|_ ,|W8W_VP/?OWO/_ +|3^?| GZ|_P67_ P#T MSVU?
|SU|H|H=<;H|*+.;?VE_ \$X|/4;4W!0FHV0GZ M6'-9/*Y!):JNQV1H9U,SJKTBO=?
*%|G8W9ND3S>= MV5N_ "3U_ RV>^R;
(19W%50AS>*GDQU'0TC)#35='/\$WC5F6U4T0FBDB;@P_XK|AZDCFWEVTYMY:WKEN|
LP% MQP?8.92C,C#N!HUR,W+;|O:-QOMJOXBEL;3/(O+QL58?D0>MO#;6X<3N|:
MN"W5@:I:|HDP^SN(K\$ _34XW+4<-13@7.DR4|ZDCZ@|>T0|KTBZ>_>P=P
MG>_[*|T_P#\$)0?^|WMKV;|/_ ;2_Z7_+UE;|TO| Y6_F?_I6C_|J|U5!_ -L_
MYE!UC_XDF3_WE|S|VZ/8@ZSUZH_| -/|A_YFWVE_XD;>_ P#[TV3|@N3^TD_T MQ_P|
<=,8/^2|O?| SV3?|7&ZW(>00^/'V1_X:&VO_=-1>PYITZ*.E?H|H|U|
MKWOWOW7NO>_>_>=>Z|H|H|U|KWOWOW7NO>_>_>=>Z|H|H|U|KWOWOW7NO>_>_>=
M>Z|H|H|U|KWOWOW7NO>_>_>=>Z|H|H|U|KWOWOW7NO>_>_>=>Z|H|H|U|KWOWO
MW7NO>_>_>=>Z|H|H|U|KWOWOW7NO>_>_>=>Z|H|H|U|KWOWOW7NO>_>_>=>Z|H|
M|H|U|KWOWOW7NO>_>_>=>Z|H|H|U|KWOWOW7NO>_>_>=>Z|H|H|U|KWOWOW7NO>_>_>=
M_>_>=>Z|H|H|U|KWOWOW7NO>_>_>=>Z|H|H|U|KWOWOW7NO>_>_>=>Z|H|H|U|K
MWOWOW7NO>_>_>=>Z|H|H|U|KWOWOW7NO>_>_>=>Z|H|H|U|KWOWOW7NO>_>_>=>
MZ|H|H|U|KWOWOW7NO>_>_>=>Z|H|H|U|KWOWOW7NO>_>_>=>Z|H|H|U|KWOWOW
M7NO>_>_>=>Z|H|H|U|KWOWOW7NO>_>_>=>Z|H|H|U|KWOWOW7NO>_>_>=>Z|H|H|
M|H|U|KWOWOW7NO>_>_>=>Z|H|H|U|KWOWOW7NO>_>_>=>Z|H|H|U|KWOWOW7NO>_>_>=
M>_>=>Z|H|H|U|KWOWOW7NO>_>_>=>Z|H|H|U|KWOWOW7NO>_>_>=>Z|H|H|U|
MW|W|W|KW7O?O?NO=>|_1\$^!O| V1+|2O| Q7|TW_W@L%|H_N+;_Z0?X.NL_M M?_T|?
D/_*5%I_U83K4F^47_&4EWS_XEWL'_P!ZC)^ZT?A0I\$&^&G6\$W|
MU1_)09Z6'Z=,05GX:(?Z_M%N_ ^XR?Z;*WF_YB_G; M7?|FZ.3_*
<|_|^Z|U|W|W|KW7O>_I_*N_P"W?7Q@_P####K?_ 'J|Q>Q98?|AP?9_
ME/74WV0_Z=3R7_SRG_|H|U|J_M_.' +*N|J_|BG_ /=%B/98/Y|O_9|W_B8_M^N_
"W'|8W7_<7;#_ "I_O|T'_3L&_P"EA!_@DZ&K^5W_-E01_|B/=WM?|;
<1|T|J08:ZYS=;'7OWOW7NO>|_|^5U_P!N_P#XN_|B.1_|O|_->Q;8_|B_M0?Z7K|C|*?)
3J^20^>/_G|^M53YL?_957=G_AWG_W5X|WKS_|"A;_++#_MZJ_|5JVO_P"_1|<|D^|_
_Y\$?^D_RGK\$|H|V'_*|'_TIX_|M|N|N|K9OY37_9_M/V^?_\$QYK_WB=A>Z&?95UB_U:|H|
|H|U|KWOWOW7NO>|_|P"2O_(_P!"&^J?_MXM|M9SP|1|F9L'_K_
#63J+4G7G8V4E2).?)/_P6BVKOFH98Y;GPTF4,<|H|T|J_M*N7V;:9>>\$_@2'|CCY'_,?
|Y|91_ =S|U_ZM;FG)._7--AO)/T'8X@N&--- M3PBF.#Y+)1L!Y&ZJU_F_-\$|_
\$E;9E|MV'C?)OW9F-(W7C:.*|^|_H4*-(U6
MD48)J2>BUQW9HJ>|WN!R01S1R0S1H+|#*CQ2Q2HLDL_F4,"K_%2*\$'SZU^T=XW22-
VCDC971T8JZ.I#*Z,I#*RL+@_MCD'V27X;_ \$^@^(^7^1^U_HPP4W5W8G<"|K=H-
Q|4PF.S>T?;\$#KBI_M|N9S"2QT=P1_#I*8%WD\$EDUM;BW,RK|#-4?F.'Y=10|>|BQC)?
(7O:J|H|Q_4&A|.?_+|^,M1|M/E7UAA-/2S3;1&3_O=V541:PM)UWM62'(ACDFCN|*
M^=;PXFGELOE7D(B1:_M3:0?43I'3MXGI!_J|U(GM5R8_/?&R|\$R\$V&OO;@C
MR@BHTE3Y:|1*?)I%Z+K|K.YX>A^C_Z|CFCCS_V7| V=\$^DM4;MSBR4F)=(W
M|_RXP>2NE2XU04D@-'O?T(>GIZ.G@I*2"&E|:6&*G|J;GB2&GIZ>!%BA@@A
MC58XH88U"J|@*J@_"WL7<,#AUU<1\$C18XU"HH &_,>0'E|UJ>S32U\$LL|
M|LD|||CS333.TD|TLC%Y)99'+/))(|\$LQ)))N?>A!_)^3O^S2?/_L;=&(R'
MW^P=AS_Z+>MVBE|M'/MO:%760UN;I&4^6#=&YJBOR,4FE7-+4PHW^;'L*7|
M_CW#L#V#_+_#GKES|VHDD+R|=+*#_MPZVE?A'TM_H1^/FT,+7TGVNZMT1?
WWW@'3141YC<\$%)38V<\$:DEPF%BI:21_M+E1-#(P_4?==WM'U\$O1M_?O?
NO=>|_|^Z|U|W|W|KW7O>|_|)9^37^GSX>X/
M9F;R'W>^_C|54_6.:2:775U&T8J9J|KK?+.A+,E+_'>C;%(6):27#RL?J/8G_MVV?Q;
<*3WIC|O+_-^772;|NG:?)_6GV_MMNN9=6Y|4PMW|J|MB8|:U7|QKIC_ \$6?(+)
|BQE|HOM?M>"7>F:---/%GWF\$.|!6L_T_|%G6N_M8_61,@BCZ>SY?*
|H3#?)WX|=K|'9G|>(:ZVK64>\$R%2A>+"|MQ|1Y?9V=8*K_M2>/#
|GH*6>14LTD2,EL?:NXB\$|D1|Q/_R_GU*!/*UOSIREOO+5Q0?50\$(
MOX)*O=\$_ ^TD56-(!'GT5WHOM+(|+=M;%|+QWE?
^|&_'*:1H_Y>/QD5Q8G:NY7'(|E|'WA(AXO|4<'V*|_MO_W#@^P_X3UU(|B01|3M6?
YW,&^6G|Z_?LHZQ5ZM9|_|^Z|U|W|W|KW7O=ZG|F_M+^81_LO?

8>5M%#M7>, @CIZW M5:&EK1#5\$Q1M62.:;>"_@R'D)CCY'_#'_%>?637W===?
^JF|#E#?:FG+ MEI(/"=CBWN&P#4_#%+A7\E?2_:#(36/
#%/B= I8VD_<&Q.9Y.QMCXU_P"-MX^CA04/QVA2!YI8EBC754YW;REYJ:W|D|-
Y(!K<4Z+N0,JLI5@&5@596 *LI M%B"#P01|\$?70@@\$\$\$8ZUZ
2I#*2""""#8@CD\$\$<(@@^R0_\$7XF8WXG;X^36-V M934I%U7VMV-
@^TMAXJF|21:9FS&"EQ^ZIHQ4Z%7AH<+F<=Y*(!!\$F.JJ>(LJ
MQ2D)K>W%NTX7^S9JCY>H_P!7EU&O(7(D/(NY_.^*SO;;73%9N*:..HWQL7:&2V1NBN!
DTJL'G MWF8%9*G)8ZKT5)+%VJX)9"%5T'NKW_A1/_S(KXI_^):SW_O'U7M#O'I E#_IO
M\G4+?>U_Y5CE3_GO?_JT>CK?RC_ ^9G=L?^&'B_|WH(/>I7|#_6'''5\GO-35_M-
11U\$%723S4M72S15-+4T\KPU%/40.LL,|ST;+)%)#(H964AE8 @WI^ZLCO&
MZRL15D4@@@T((R"#YS>1ZQS0Q5\$,M/411SP3QO#-#,BR1312J4DBEC<%)(Y\$
M8AE(((C|WY_Y:OS/Q'S.^6W|S5V0I3VUL:GQ^T.XL*K11U4>Y:6E*4FZXJ M1-
#)AM\4=-.VIE011U/W-,I8TSGV++*Y%S"&K^H,'/?7\^NI/LHB6_N)RC:
M7LDJ_OZV"Q7:8KX@&)0/X)@:-FE VM!70>M63YC_!UR'OU|>RV&IJ2<;"W-M-
59_K|(LK0 ^&GGU5&">H;4&R.VJB84TJEC(A\AF8_3*/9U^P^OIGIK;'W5U MOO|
P='N39FI<)>7;>W'A*Y6,%?C,A"T4R"2-DFIHF\$D203Q,DU/.B2QLLB*P
M4NBR*R.*J1GJ1|VVK;|VR^V?=:99MNN8VCD1N#*PH?F".(84*D @@@HM^T
MMU|@V-N;|IPVKDZC#|BVYDJ;+8C)4Q EI:RDD\$D:%6#1S0R %)8G#1RQLR.K
M*Q:T7?YA'\N3M'X0;YJZU*3)|PZ'W!DY1L/LZE,L5*E0DE+M/?#4T2T^%W
M=1PC2K,(Z;)HAFIK\$304X7N|.2U\$4U!1)0,>2R :D_\$J;-WO/^7NR?
DKMFGIVGHMO|H8JC0|HV M7).\$>9HE5)|MH3.9:B9A'-P8Y9:W?:+J(C@^>=>ZHH
HU M|KWOWOW7NO>_>=>ZHHHU|KWOW8\$ _X3P_|93?=O_B")?|WX&S?9OL_P#;
MR_Z3_*LJONF?|KGS)_TJS_U?AZJF_FU?|R8ZV_|2>G_+REF?>WE|'\$6?'5
M!'OYK/=_,Z.WO| Q*&_ P#WJ|M|DO|K)_IC_AZX|R?|K%O_|SVS_/5U
MNMQOK7_F76P?_*VK_|HJ#V%_MOHEZ6OO=O_)*/Q^?R M|O|/^?
72|N/A/I5N0XMVN H=-Z|L1.U1D0@\$6Z_84)E_P";I!X=:VG|Q_NT M=I|U>T|55^?:04D-
3M*B\$?P1CPP_5|@_SN MOD|_*#?B35|9X'(?:|Z^15;5;#HUA E,=72|_H8J>M|'R*
'U4|7CZFEP TJD M?^|^F_O)?:'4=-!NBH:1-4\$VZJJ2:GV?1L;>F6G
MJX9LBA'T;|@'AO>DH#/7.+K9'"^|^ZIU|W|WKW7O?O?NO=>|V7?RF?DU_L
ML_S*Z_KLOD/LMA=J,.I-^&67QT=/1;KK*1-N9NH,A|%.F W?3T,\U0PO%0FI
M4\$|V|K=OG|"Y2H|&P?SX?SZF3V)YS_J|A|5)<2Z=KOO|5GJ<_2D>&YAHE"
M\$MY)K'F>B;. IC_ \$R_'C==CZ3|G=.QU._=K^-51+4X*GJ&R^-B"CRRME M-
ORU4<<0-GJ?"2"5'O?(|BKKHUJ|^|.S^?3|8_|&7R)V|@|O8|P;4|ZQ)A
MW"'|/%HZ/LS9U+1X_)M*(P(:|^|>VFH*I;:/454%;(=1#'V'=U@T3"8#M?|
MPC_.AO7/S|T/)G|FYMM.:|2*ECND=)*K:_R8E97O-4;,W#/45=&\$+DR3?
PC,BJA:WIA@EIDX%O=# MGLJZO@ZM#H|W_"=|_LH|O3_,OE!_|W>VO9OL_IM+_I?
+O65OW2_P#E;^9_M^E;/^KT?
54|VS_F4'6/_B29/>7S/O:HIB#K/7J@|W|T_N'_F;?:7_B1M|_M
/O39/V''Y/H23_3'_#UQTY@_Y+V|_P#/_9_-U<;K_>=>ZHHHU|KWOWOW7NO>_>=>ZHH
HU|KWOWOW7 MN O>_>=>ZHHHU|KWOWOW7NO>_>=>ZHH
HU|KWOWOW7NO>_>=>ZHH HU|KWOWOW7NO>_>=>ZHH
HU|KWOWOW7NO>_>=>ZHHHU|KWOWOW7NO>_>M_=>ZHH
HU|KWOWOW7NO>_>=>ZHHHU|KWOWOW7NO>_>=>ZHHHU|KWO
MWOW7NO>_>=>ZHHHU|KWOWOW7NO>_>=>ZHHHU|KWOWOW7NO>_>=>ZI
MHUU|KWOWOW7NO>_>=>ZHHHU|KWOWOW7NO>_>=>ZHHHU|KWOWOW7N
MO>_>=>ZHHHU|KWOWOW7NO>_>=>ZHHHU|KWOWOW7NO>_>=>ZHHHU
M|KWOWOW7NO>_>=>ZHHHU|KWOWOW7NO>_>=>ZHHHU|KWOWOW7NO>_>=
M=>ZHHHU|KWOWOW7NO>_>=>ZHHHU|KWOWOW7NO>_>=>ZHHHU|KWOW
MOW7NO>_>=>ZHHHU|KWOWOW7NO>_>=>ZH_1^?A^=>ZW^/?O?NO=>|
M^|^ZIU|W|WKW7O?O?NO=>|^|^ZIU|W|\$3X&_P#9\$OQ*_P#%<^G?>"P7L7V
MG^XMO_I_@ZZS^U_3M^0_|I46G_5A.M2;Y1?|_927?/_B7>P?_'J.G|KG_M_P"%
L'E^\$VRY+-_DOR-V.;\$6&K8/E-=KBY6|1^.,V|H|W_P!QE_TX_P!
MZB3|U2ZO;?;CZ;O"?^J%RA +T;O^5-(C_DCN->/WNH=S1BHDC=.QYN+?0V
MB_/X|Z:?.L.=<|^MA|W|WKW7O?O?NO=>|^|^ZIU|W|WKW7O>_I*N_|=|?&
M#_PPZW_WJ|O>Q98?|AP?9_E/74WV0_Z=3R7_,|I_P"KL G6JW|X?^RKNZO|MPZ*?
_P|T6(|EO_GLP-+||AU(!<4W:G6|
|>DFRM5Y*FOA@_EAR!/E+C5)L9MC|PC7FUR*>CEM;||M1'WI-^PSUSAZV1/?O?
NO=>|_0_EEPO;!!_BRCBO;JO%3_6(I%165||9Y_5_M'(#

I%ME_N)!_I>NJOLRI7VMY(!X_0J?VEBA/6J7\SI%E^4W=[*:@;XKHS/
MU14|+\$\$X)^C(?>NS_P*%O|LL/JK_Q6K:--+|MSV3|O|_ID1_Z3*>L2O_M08?|K_L?
_2GC_P"TFZZMO_E-?|D_Y_|3'FO_>)V%|H9|E76+_5HOOWOW7NO_M>_>=>Z|
I"000;\$<@C@@C|CW|KW7O>Z!_)R_F%+|F>M\$Z(I5SGF|XZHPL"T_M.2R-
1KK>S.O:'PT5%N_S2MY:W<^V|<5)EM6J6H1H*PM(M3XA)MUYXZ>%(?U
M5'11Z_://|O71+|OONP.<|F'+&^7->:+&,49CFX@6@\$E3QDCPLOFPTR5)9|
MNG_)^)|Z8WDW9^Q|X^K|H9&1JFCI(K4VS-V5/DJ:G\$^-!H|+F-+ST-K)\$
MPDH(J0Z|MO9GUDAU6W|UP/^%%_#+'XR?^'YV#_P"|_M_V3:Q|\$'VG_)UB_M%|
|C_DCJ1|(>L&NKT/>X_M_-(4^+G^C7H38|634Q|BJ1L.M?K^:1W;?'M+#|08:K|F"ZOI?
O,Z(GO#5;USM_M-%/+')D|CE_|@6\$:&)#?5'/4U,9_(/|I|AT|Y?|I*W|V.P|QXC(?8|@=@P_Z+
M.N#%+XZR#<&|:2LBR.NKXI=)1:N&!&MY|!4W|_@6|L#WG_M/_I|
|N=|ZD^W^|7=O+IW6|'TU00Y\$DH(9QZ&,,X/#6%!X|N^'\$2O^F|MY!;2Q%?2?
<|4V|_?C=X=-=|+BL#44|T>,G##1(F;S4M-2R)<,:>25A^@^|'_M#V%.N7/6TM|
|H|K|WOWOW7NO>_>=>Z|H|H|U|K|WNU_^3;|F_|9>?F/M7_MYO(?!;!
|VAAZIW.LTNBCIU^W3_M^#Q|_)/_#U.GW>^<_Z|X-C:W;NG:|S_MI*G
=C6!_2HEHE3@)(YZ(MK_,Z8_TM?'K.93&TGW&Z>L))-|84Q|J|J|90THNO&H0&|Y?
V*.NEW6LS|TP?YZ|QB_T_*2E|FV_COMME?(C&S|@J6@BT4M%V5MY_M:/|U|
('J|FJ:HHM5|YR2K+|L.ZF7Z#OW|*.L5>K6??O?NO=>|_|^Z|U|W|W|KW7O>Y-
_)F_F%CY#|>MP_'|+MC.>;NWJW"1C;67R=1JK.R^NL/=C^MFTKRCOMS7F2RC_
_SW8YN+=M: &I^*6+"OYLFE^X^(1KR_S\$?
B:>I=V2=O;\$QOCZVWODG.9Q|'%;GV;NZL+S_M30+\$@TTV"W
X>;EM:."HAD%D4TZM>A|_.LF>JR?>N|_PHG_YD5|>_P#Q+6>_M|X^J|E&|?
V4/^F_R=8F?>U_Y5CE3_GO?_J|T>K;Y1_|S_|MC_PP|7_|T\$'O
M4K|A_K!#J^3W|W|KW7O9G?B3|L>TOAQV_B.VNL*U'DC08S=NTZ^69=O|YVK-
M/%-7|=S<<5V19&B66FJ4!FHZ|S\$E2|F1G|>X>VD\$B?F/4=#3D/GK>_W?|?M_MEDJ0-
_L3\$Z)HB06C>GV55AE&_8>8(+|=|=\$|(^0NP*_8>|:9E5V-
;@<|2I&M,S44|&|=DULFE)\$R&/5P8|Q_J|>NE_('N3RS|B|8M|LEV!>
(H:W<@30G^DOXD)^&1:HW"H8,HUF/D_M|!:_^S?CEN>3!
|WQ3S8;J|J)5VWO+'12R;W)3)J9&I*LK:DR21"|I%,5J(3S9
MHRDCFDW+MC;F|!EMJ|OP&&W1MG/4WMPXVCS&%R|!.)J|8S(0U%%6
MTTEA=)\$921|/;|*K_JP|4|#:|LK/<;6>QO|6.>RE4J|YR;9<-4^\$P,T_M%?
1:L)8Z_P"FD4<%0#|S_IO^:~?V?M*FI,-VUMG|F8Z|4A&X*&>;>|DB4:?
M)6&*EJ,)F7C10_/MZ.5SV<'UIVE3)J:"IV;V'C_M,2|R7.A7I^Q8-CM#4%?U*&=>
|#DH'VJ|7X0K?8?|L.H(W7|LGNA8.PLK:S_MOD|C%.JU_*X\$-#^T?|I'RVK_
#.OBYGX8FS.3WELB9K"6'<.TJRO6-O|167:M_NYA)%?Z&RL1|5'T|@J?Y0AQH3_
&^RU97R\$VU#L+J\$P7Y_P"4H=@&F_X^MNNWMK|W7G^>#^T?Y^@Y_K
^|NK1_4Z2O_->UI^WQZ?SZ\$?|V?|(^9B|W^F
M.@T6O;^Z>_A+_P!2#M3S\$|_33|&C8O|(^>V|)X4W'@>LNL('8>:~?>78V,R
MAA3@L1%UU3|Z,LEOTJ"3|6_Y|N+M5VW\$*OVG_-7H1|9|V3W1OF47EK962^9
MEN%:GY6XFK_JST'.Y_YG7Q;P4_KJ>?:Q-JBC4O<2D@"H@8^?_%=2MM?
MW7N7=ALKK>^>N;)9|.VB:61(%\$*!8U+-JDI*Z7:6OB'U
M*D<>|7*NDI9JVLEH:=J.BEJJB2C|F:H>EI7E=J>G>=@&G:"\$A2Y%V(O^?9\$
M>)IPZPHE*-)T2:8ROH*UH*X%?.@|^KLZ9)XZ:GCJ9EJ*E((D)UC\$2SSK&H
MEF6(\$B-9)2%'O;W?U_PGA_|*|M_|\$\$2_^_V;|I-G_MY?|)_E'64_P|T_MS_E<^9/^E6?
^K|/55O|_J_YDQUM_P")/3_WE_P^|O+V(L^J"/?S:/D)"U_M/WYWA3O?
7!V_V7"|P5_J+>F:1KJ>0;K|#|/8;F_MI?|3'_#UQ|YL4IS3S*A_MXC<+@?LF?
K<0ZFD\$W5G6DJ_IEZ_V;(MB#P^W:PY'|X/L8?@?::SY9_*7J|_M|P5#|9KA!
|8).1^&"/NDR.!8?IJ?XW7H/_E#W)3|M\$=(W|!|L2YJFOYQ&T:>70WW>|B9_
N^3W^S,.,??,F%R'WO7W46OJ7_M8OAEUT55'MJMJO|U9^QDP5_SN|IJQH:AA
/8^*E!)"|I"VX3^/|_|^Z|U|W|W|KW7O?8)4AE)5E((O!!!N"".00??NO<,C_MKH@\$\$\$
@BQ|Y!!^H_(/OZ?M?Y-#Y6?\$|K'L+)5XKM|8"B/779A:0251WQ
MLZ"EHJS)5AOQ4;HQ\$M'F"!PHR&D?IM|%ME/11;HY/>,'1_GX|=4_9|G/^O/_M(.R|M-
+JW.)?_N/7QH@_6/SD0|+_>+GEUJH_,|@|&=_;TVG1THMLY6I&|
MMF|4T0#;6X99ZFGHZ<6%X<)7I48|\$|G|2_YO|Y?S)OC(/E=|1>S>O;0"MWS_M@:
(=A|9|8Q)4G?.SX*JLHL;1W!"S|HQ,M9AP3PHR!8VT@CU|!1;N@>,C|1
M_GX=>|X>3|SSR%O.TPQ:MSB7O|?U|:(\$A1|Y%+Q?|>OEUU_^Z#T7W|LO=M7
M5&FVSE*D|2WGJ;3#_=G<\$L%/4UE18@F+"5R4^0L.2:2WYM|^?TRLC,K*5925
M96!#*P-BK|@@_4>PEURL((-#QZVKP0P#*000""#<\$'D\$<\$>|@W_A_|V4

M=Wl_XA*#_P!JO;7LWV?^VE_TO^7K*WH?_*WlS_!^T?I7H^JH?YMG_.H.L?_M
!);G_O+YGWMT>Q!UGKU0=[U>X_Y#7S\$R.^IzHIVANWHI=&)W%NK<&>QI/_M
'KW3A,U'2Y?+5>0AAKJ/*;)COD-1%'4!6\$=,;MOP?8>DVJX+LRLI!/?W6_M?;/W7_<&;=-
QO;"_P!LG@FGD=1XLB. !%@?Z017R<I7_!>?S0_CY2;7VY
MA,@>R!)7XC!XG%UDDDIJBBW(I9)\$I1\$C731FQ^GL:K M^1S_#!:=BL6Q-
AUH#:0I+V?M1%86)U@5M52/IX (!Y^GMKIUW?I_.:@J_W M:?
=931=LM6^RYB_RD="K#_O^*,H!?=&Z*8D7TS;*SK\$'CTG!>"H6_+K\$C_M !H1?R.?
Y@LFG7L/8<&KZ^7L_:9T?7I7@JYK+(->OW7=_P_:O+IVK MW6-*
I7:Cl:F+_ (3UZ3^9?44U:=T;HEM!/'LK.C5_P_%L\$?^VIO! (A^>
MM8RBHQ04N*#&Q:O!CD5.;7;^%X.);1;G@\$VIV&U79/E_;TJB^I%IH2\$;X;" M/_37'_0*
TUU7!S_.+E."8:S?E<1I%I=H,A;BIAHD:-; CDCW7YAK?BUOI MX?
=JGIWLS/;'SN[X=M87J(LP*2E2I>- M(7B%/4PL)&+%51W\$#VIGAN06I7'45<HDIH?
IY_5>;JVEW 0I(W@.SJH>N ME6+I&0I &(-TLIJ:X;-T7W=M;Y
I&_TA;Q>YL9M^3,Y'#4GIZ:"@QU;728
ML4XJ:ZDAQ^4RT3X _JB=H5=I%I^I^ZIUW|W|KW7O?O?
NO=>I^I^ZIUW|W|KW7O?O?NO=>I^I^ZIUW M|W|KW7O?O?
NO=>I^I^ZIUW|W|KW7O?O?NO=>I^I^ZIUW|W|KW7O?O?NO=>
MI^I^ZIUW|W|KW7O?O?NO=>I^I^ZIUW|W|KW7O?O?NO=>I^I^ZIUW|W|KW
M7O?O?NO=>I^I^ZIUW|W|KW7O?O?NO=>I^I^ZIUW|W|KW7O?O?NO=>I^I^Z
MJU|W|W|KW7O?O?NO=>I^I^ZIUW|W|KW7O?O?NO=>I^I^ZIUW|W|KW7O?O?
MNO=>I^I^ZIUW|W|KW7O?O?NO=>I^I^ZIUW|W|KW7O?O?NO=>I^I^ZIUW|
MW|KW7O?O?NO=>I^I^ZIUW|W|KW7O?O?NO=>I^I^ZIUW|W|KW7O?O?NO=>I
M^I^ZIUW|W|KW7O?O?NO=>I^I^ZIUW|W|KW7O?O?NO=>I^I^ZIUW|W|KW7
MO?O?NO=>I^I^ZIUW|W|KW7O?O?NO=>I^I^ZIUW _I+Y_P#IHU|K?XI^I^Z
MU|W|W|KW7O?O?NO=>I^I^ZIUW|W|KW7O>X+I00YP'P>ZU^*W007N_|?NYI
MN|WZ|ZIV7L;<6-'7F|LNRY3:."H!//IY/#8BOPU31Y|J#SPL*@(Y)%1PR
M@16^XVJ01(ID,% X'RZS_P'0??VUV;D?E?:=UW2:.'MR=1E(HJBBR-?
2Y&&HI15>.0>\$C6A*EEL22#^:J_-!^,ORX^V+Z7Z;I^Q?4:^^?
05R9S/RK!R|R|MV|TMY'-K>,)I1)%(R^O4=8H-%* M5J1BIE?@M!*>Y^A.UJWL7L.7:-
%BY|FYC;B8K%YNHRN9>KR60PU9%*R08P8Q M*2)<8VMONB^HJ I^R-
=GV3I8E=6W^>=>ZH|H|U|KWOWOW7NO>=>=>ZH MVS/@%_-
D^%_2/PZZ7ZK|2WUN;F_M@8*^X|.8*GV#O#.(IKN;-UM%5465PV) MK<3/!6XZKAD
:='1F*LH(Y/I3<+;*VCCD8AP/0^O6=GM7|Z^W?+?MIR|L>H MG-#NMK\$R.@@E?
_1'((9%92"I!X@C@1U1#|J?@C|BNR?D^V+OC9&VSR7LLT3J|1*D0\$ M<@8U+2:ZE00*
(<I2.A0^GP7|QZ3|HPG9V^Y|EX_"8S\$;@Q|5BZ#/563SE1) ME|5445;
(I7\$MB_'#4NCR%JM2%I#^CWK5^R7K#OJX|W|W|KW7O>WK|2?YN/
MP;Z/^)_0G6F|=|I?>FP^JH?W-@L/USO"M:ESU!C(URE%!D9<71X:K|9J M42QU!B?
ZAR.?8AM|PM8K>)&X!BH0T/F&H?7J@7OGX\$?)CLOO;M+>6!VK@UVYNC?
&=RN&R>0W=M^F\$ M^+JJUVHJB6CCKJC(4_DID)T-""7Z%0>=/%?T?YDI'^;?
R.Q7976^"W"@IE| M2ZVP77.G==/0T6ZFA@B^XDD,-LCA'D: M-"N^N5NI@Z A0M,_F?
I+UC+IV>X6V^Y'-I&I;S1;=I9L;IXH4.^F261G* MJS!03+11J)HH)H20+.?
A)|>=R_&SJ"NV;O#)XC)CSV|
MI^I^ZIUW|V(O4G:V^NCNR=G=L|:YN;;^IMC9JFS>"R45VC\$T.J.HH:ZGU*E=B M&H
M9;U-7T-2B3T|R^N&>-'6S*/>[AT?_P^&7973>V.Q=^=Q;+ZGW=48R)-Z==
M;DR%4NX-O;CI8@N5I<901TDV0W#A99U,E#5TTLMMWW3F"VL;H/&MY&.N.0#N"J
6D0G*,H-5(K1JJ-M;/LOX\$_(G908>:VCM?K|<>^L!#6NVW-W8>EA.*RV'F+ZAVIT-
FIQ;M'7>XMUYK-HJ|LY;FVZN M+;XW%8^DIL.NX!CMQ550DM#(TAEQ|00J5=R2
5;E=PW_C6(DZ25)(DG,5I!964-.X(X|E0^?#K&% M-&M/\$!|.HK3C3SI7%:<*I6?
S^8PS?;&(5'BD!G5VA\$V@^(S+&R.T0>VH*02 M/H?>Y'T5_.S_
)?)V!L_9!H^S>E!1LO;.\$VKA|O9W8TV?H,9B!C:7%X^AQ M^0V-
6|FDK*6GI:94266"GDD"ZFC4FWL1Q;G:;!%7N4_4X?YJ|= ">6?O'^U,&U M:?
MOAWNW6|O"D21O"75510JA6A,E0_2JD|2!UKS|G?RW/E?7IJW!N7|C9?
M8N0W'FLEG,AEL9N:/%U5;796LGKJN|HJ38EZ5ZLP-
1C|K29:@GP|^X=T9^:&JW5N|L54E:NEI|H* M.BH:5*\$E\$F6.C>32GG9
5|A=+9R;>U/CTH'WOE(JO-) M05460CO.\$O4H5+MX@QJ>|H.H+Z/9|H|H|K
MWOWOW7NO>=>=>ZH|H|U|KWO-3U\$|)!54LTM-4TTT=13U%/(A,|/"ZR0S
M0S1E9(I8I%#*RD%2+CGW|JR.T;*Z,0ZFH(P01P/(D1UCEBBGBD@GCCFAFC>*
M:&5%DBEBD4I)')&X*/&Z\$@@@@V/OXL=M| M'XK?

>)H[B;GSU)F=PXREBHZ|<>%R.WL97XM10 TB-&K+ID M(U
\$@J25(P"=>CMK^6;WO1=C|FBZNP6%S_7U9EJNNVQ7R|GPN+GOV)K9WJ*;
M\$9*CRU92UIJ1&_@:2-)(YE02 @L44BW|S|^:!,_ES|>LITYL?:G:NX=[46
MX|#NO8F|LIMS";KV|Y|Y3FY>VVQOI=R69)89FC2...-U-&)JY MD(-G33H R#7
Z,Y|*_A1|B.@^V:~+L+N#|)NL0NK?>W_/YL_P@Z%^ (MG1/5V|=-|G&|HC=?
X_\$;DP6'Z|WC7FFS"SU=35TD&2;\$TN&JRDE1_G(ZAHR3 MPQ^OL06VX6L5O\$C.=0&
<'K|V|H0;:E?D+EC9-QW6;JY6UJJ2(D\$K4>I); M2\$/'B&H^J\$OD5|\$/DKVCW|V?
O;:FU<*=M;FW75U^'R>0W=M^E\$V/,4\$%//+ M1BOGR,&I(OT-\$''^I'T|TH?S4?
FIL|YN|^|:WSUC@MRX79&R.NZ#8V.FW=2T
M%#F|W71|@W#GLEF&Q^.R&4@Q^/D.9CAIXVG>9E@,CB,R>)"R_N4NI@R A0*9
MZOOH<.:_F3PV1W)N3=M5N:KCP\$U558W&TSXG\$XNCQXJZRDH9*NK48YY)
M76)8P90BE@FMJR_:+J&NCG>_>=>Z|H|H|U|KWOWOW7NO>UYUAV7O7IOL':/
M:/76R|*06IZVD8ZH:B%KQ5F/KJ=WIZJGD#0U--+)%(K(|* M;QNT;K(AHP/1HLN|
|CR|NMAO>T7+0|E;2!XW'D1Y\$<"K"JLIPRDJ003TE|Z| M-VYV%M3|I)W=C(=H|+;9|!
|'|=V3U%OEL='3|ZZ|W'D*J'+X38/72'E7WZ|O|HY=L|VW? M?
|:PW+12:"1B'20#NT"A:1#Q1EK52 U'#\$*_:3M7X#_ (+9/8V9VGM#8.Y=_;9 M%6|NV-
VXBDADH,EAYWU41R=1Y8J7%9:G1O%4PS&,"5&9-411VI0_G+_S OC? M|M-I=7=
<=#Y|<.|9|C;URVYLSNF?;&2V|MB:FJ<')B(:/&-N),7N"KK/N)2Q M+8^.#QK=9&)
|EFY7<-PJ)\$2:&M:8_GUCC|X;W5Y/Y|L-DV?E>ZEN&MKE|E M;:1QD%-(")ID)J?X
M.:|5C_P#+O^*?WMO#M#%XG;T6YMMT&&QV\$CS M5'ELU' #DTKY*BM&(:MQ5/3^)
|5O+J-B@L3|H#|E/6+'5JGOWOW7NO>_>_ M=>Z|
|5VQ=_|WZPW3BM|]=;LW#LC=^#G^XQ.X|L96LPV7H9+:7\$-;0RPS>&>,
ME)8F)CFC)1U920;(|(P9&(8>8Z7|9NNY;+>P;EM%_+;7|1JLD;%'7|'I|H>! M'
C|!'3|N?:NVMZX2NVUN| XGNQ M|A|AA>.0@%TDR^SJ?>.VX0A_M25J*?QSO|,4W.T?
BY4_?Y|CJ?-F^|?|5|J MJ?4;O/8S^|Q|(/^-Q"6,?FXZOO+^6|JM|J2R_P_:\$WQ1Q\$ _Y?
M#=#&)D5E
M|LK)C|PR|>S\$A;^B4S\$>S6X;Y_?"#.Q)-0_+/X^P(ZZ@,SVKL_ ;DH%@WK@W#
ME<7/&UC|&4&_ 'U|OB|M3PN\$ _!T;:W4|MKI0T?/>U ?T|F*,_LD93T!>1^*
MOR5Q|O3+B:&MB87_()N7D_GE) |L3 U15?+;XY MRQJ+E<9W'L'-3D<_H<-G: ^I<|?
0(3|V;NV'_ \$A|VCIR;W0|MX%+OSYM!'|&
M|@<_L1VANL%%\7ODC7RB*#H;MY'8V!K>O=U8Z+_&V0Q=+"H_Q+>RI=H?
MSI_@%UQ35)OG9N=[3RU.K\$83K/9>>R\$LS"^A8LYN:GVKM*0.P^JY%K#DCZ73
MR;E;)P011?LDZ'39AN3Y4 M|PFA^|V9C-CT\$K ');SW'BZ1(U-M1?&8:7.9Y2H/T-
(+G_8VU_|Y^_SB.RO ME_M+)=/: V@O4/364JJ>3<%()EVS.^-|TU!4)54=#GLE30T6-
P^";KACGDQ| M+;TDL2B2JEBO&2F|W%|A3&BZ8_YGK%;W3^| #O/|A_R_M5A|!R|
| #Q|JUS3 M!34*| !42H#&-022!5V7'5JWQ6_E|;.^/^>H^P=U9|_ .Q**"9,3'E,=MK
M;:\$U5\$T%14XNCFD|S(9002/\$E7.!:HCDI CV<4S^RWK'G|Q#W;1_)|^7'3/Q M"
|_W_NW0'_9;NTMW|45VU;+XW Y7V_QJFSE3C:S*4.
M(|^+?!9K'3RT|7DIJ>C,T%35PG0TB% D+\$E;'8"W)_/4^ F#AEEQ>XNSMY/&
MK%*?;?6N3I9IR!<+SV|ZO:E.&8|#7(@_J1|CNEH.!8_E_GIUE3>?>:|K+96 M:&
|O;@CRCMV!|V>*8A^TCJHC#_ROOE1DY\$2MQ&R|O*Q_::;QHIXXP38EQ@(
M,Y*0OU.E6A_3W|Q|V;SP_8W/*46'W1NK
M*YO&4F2CI*FLI(Z^FHJY\$F\$4TL8D4A7868AR5@|DCKP+\$_M/7/GF3<;?=>^8=
M^W:TC=+6ZO9YD5J;@DDK.H:A(U_:\$BO_GCUL*=;|=R&T.NJA;3RT|+597:
M^R|K;=R=50M,|%4Y#"X.AQM;/1O40T|4LU33,T9>-!\$74&X%GO|I7YS?&W
MX29_L_=R;_W_D=T|A4^"P.(WQM#X/-TVVMKXZ:>OR.(JL77YC"9*&'.99H
M)ZF6G:K:3|*G40KH9F7;?=0VID,BG4?,>0ZFCV(|S.3_&WNMZN.8=NNGO;L
M(B31*CB.-2692K.C_VEF*ZJZ\$&D4J25_/+XR|P_) +%;*Q_7FXMJT>\$VG-E, MI7|:S|7D|:-
F,W61Q4M)7P5M+C|E1228^@\$L4*3")|S*3(=0 M|^4_|XO MM|?P:~+XZ|PW9G>Z-
S;:K=NI,@FV3N3;B;4R6"XA8F0B@QP^?Y=3|SO|>3Y*/F|1|A/+S M%- "T<(;,D?
A,XTF5FY,/EVSM'C)/NX|24&J*FK;:5\$203,L"QTSR,&UA5;3Y)+\$LQ+ M,Q))))-
R23R23|#06_')ZV!0 + # @ #Z #|>^O?NO==^>=>Z|M|H|
|H|U|KWOWOW7NO>_>_=>Z|H|\$_E%?S!|=J?"|L/?_U^X*K,P|+H8_'U%?D, M3CZG-
2;0WKM|HUQ6?.(H!+7SXW*8N|J*2N%)')4,Z4CZ&6\$@&.WW:VSLLE?" M;^1ZR
|A|=Q|NMVW.RY@>051_C|6W2T'!F/V#_/3K*&|^|U|66J%|H+V|N2/*_W8\$_|
_8Q#|H'57.%_MED?G*3)'78;9FVT8V-
1FMY4\$|,8O^IUV|G|GYR/^"HQ|ZAGRAW|UEVE|@^V> MR.G-KYS977.^MWUVZL!M?
<7|-7*XB7.)#D,|!)!AZBKQE%22|BGJY:6F@EDC M|:5XX0S:+D/3NDDTCQJ0A-

:=8#UMZ;(ZHV'L_L+-XW<>[ML8"EP>5S>(^-#7QXUI
M*3&2)+D(H*VIG3\$14Z3S2(C33JA4:K>S!RY_FI4?!.02H&K-KR/RV7NO: MU=LW?
H9::ESKXN:JL,MCLEM^MJRM-#D;F<;"S1S'PU%,|L9*.8Y8WK.Z^
MEE+E;J10I"OVC|R7|LN9GW>2R-QMT!BF12 ^DD,K1DX#*ZC!PREA@T8!3|N
M_C9%|G.L8-H4^;3;NX|%G*;<6V,> M2*94<:E#H^QIM_|G_|PHRJ1#+
|4|IVO,0OF_B.R|HY"E1S^KQ3X/L')5\$L M: U,".?|3|.1NUL>*N/R'^?K+JT^|1|<3@?
46.ZP-YZH8F'Y%)V)_8/LZJ&R MWJKY(4+.K.W&"?'JIN//TD|+^-<>3VI1PQN?
Z"1@/Z^Q/H/YXG|OFL M-10_'UBC_J:_J=TA'%^?X719)>?H?=QNEH?
QG|AZ.HOO*^U,@|HUND_TU MM+_SZ&Z155_+1^5|;1;5VS7?XTN|< @^O|TVU-&?|
>/:TO|Z_ ^76R@GN/M/H2.4;JCM\$LO^!*;3=;_.L3|W^|A WX?V'_-
TH'WCO:0BO|891_U"W^A MUJZ;C_+?^7_)Z|O3?VAOK9-C_B-6=5O|N/>*?
^=G_+MB75'V|N2I/H@Z|M|+5N+<7J=L4ZP9|4_GX?#_:^ULO5=7XKL?M#>2TLJH?
MPTNV7V?@*C(%6^W?-YW.5*5N/QBN+R-3T-7.> L?)96Y-VMU4^&&9OLIT'=|M^|I?
V5E|AI/AH8_"0MY:W%&BHZ;4D=+C|3C('DE>FQ&#Q=-!1T<1=S%2P1J68BY
M#|LC32-(Y|B>L#N8^8-RYJWS<^8=WEU|C=2EW(P|P"JHS1\$4!.\$%315_J>KZN
MN.OMM=5;&VSU|M"D:BV|M7&18S'QR,)*B:S//5UU9*JQK-D,G7325%0X50|T MK,;
+O;?1)TMO?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7 MO?O?
NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|
MU|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?N
MO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|
M|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^
M|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O
M?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U
M|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO
M=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|
MKW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^
M^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?
MO?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|
MW|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=
M>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|K
MW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^
MZ|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O
M?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|
M|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>
M|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW
M7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z
M|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?
MNO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|
MW|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^
M^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7
MO?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|
MU|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?N
MO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|
M|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^
M|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O
M?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U
M|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO
M=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|
MKW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^
M^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?O?NO=>|^|^Z|U|W|W|KW7O?

[+ References](#)

No definition available.

[+ Details](#)

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

[- Definition](#)

Cover page.

[+ References](#)

No definition available.

[+ Details](#)

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

[- Definition](#)

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

[+ References](#)

No definition available.

[+ Details](#)

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

[- Definition](#)

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

[+ References](#)

No definition available.

[+ Details](#)

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

[- Definition](#)

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

[+ References](#)

No definition available.

[+ Details](#)

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

[-Definition](#)

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

[+References](#)

No definition available.

[+Details](#)

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

[-Definition](#)

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

[+References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC-Name Form 10-Q-Number 240-Section 308-Subsection a>

[+Details](#)

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

[-Definition](#)

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

[+References](#)

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

[+Details](#)

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

[-Definition](#)

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

[+References](#)

~~No definition available.~~

~~+ Details~~

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

~~-Definition~~

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

~~+ References~~

~~No definition available.~~

~~+ Details~~

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

~~-Definition~~

~~Name of the City or Town~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

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

~~-Definition~~

~~Code for the postal or zip code~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

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

~~-Definition~~

~~Name of the state or province.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

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

~~-Definition~~

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

~~+ References~~

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

+ Details

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

- Definition

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

+ References

No definition available.

+ Details

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

- Definition

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

+ References

No definition available.

+ Details

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

- Definition

Indicate if registrant meets the emerging growth company criteria.

+ References

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

+ Details

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

- Definition

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

+ References

No definition available.

+ Details

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

- Definition

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

+ References

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

+ Details

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

- Definition

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

+ References

No definition available.

+ Details

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

- Definition

Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-

~~T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).~~

~~+References~~

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

~~+Details~~

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

~~-Definition~~

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

~~+References~~

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

~~+Details~~

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

~~-Definition~~

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

~~+References~~

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

~~+Details~~

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

~~-Definition~~

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

+ References

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

+ Details

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

-Definition

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

+ References

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

+ Details

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

-Definition

Local phone number for entity.

+ References

No definition available.

+ Details

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

-Definition

Title of a 12(b) registered security.

+ References

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

+ Details

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

- Definition

Name of the Exchange on which a security is registered.

+ References

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

+ Details

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

- Definition

Trading symbol of an instrument as listed on an exchange.

+ References

No definition available.

+ Details

Name:dei_TradingSymbol Namespace Prefix:dei_ Data Type:dei:tradingSymbolItemType Balance Type:na Period Type:duration XML 16 R2.htm
IDEA: XBRL DOCUMENT

CONSOLIDATED STATEMENTS OF CONDITION - USD (\$) \$ in Jun. 30, Dec. 31,
Thousands 2024 2023
ASSETS
Cash and noninterest bearing balances due from banks \$ 60,337 \$ 67,212
Interest bearing balances due from banks 10,578 12,330
Cash and Cash Equivalents 70,915 79,542
Available-for-sale debt securities, at fair value (amortized cost of \$1,463,965 at June 30, 2024 and \$1,548,482 at December 31, 2023) 1,317,458
1,416,650
Held-to-maturity debt securities, at amortized cost (fair value of \$264,588 at June 30, 2024 and \$267,455 December 31, 2023) 312,430 312,401
Equity securities, at fair value (amortized cost \$766 at June 30, 2024 and \$787 at December 31, 2023) 766 787
Total loans and leases, net of unearned income and deferred costs and fees 5,761,864 5,605,935
Less: Allowance for credit losses 53,059 51,584
Net Loans and Leases 5,708,805 5,554,351
Federal Home Loan Bank and other stock 41,382 233,719
Bank premises and equipment, net 77,279 79,687
Corporate owned life insurance 75,453 67,884
Goodwill 92,602 92,602
Other intangible assets, net 2,193 2,327
Accrued interest and other assets 170,239 179,799
Total Assets 7,869,522 7,819,749
Interest bearing: Checking, savings and money market 3,453,049 3,484,878
Time 979,292 998,013
Noninterest bearing 1,853,555 1,916,956
Total Deposits 6,285,896 6,399,847
Federal funds purchased and securities sold under agreements to repurchase 35,989 50,996
Other borrowings 773,627 602,100
Other liabilities 97,917 96,872
Total Liabilities 7,193,429 7,149,815
Tompkins Financial Corporation shareholders' equity:

Common Stock - par value \$0.10 per share: Authorized 25,000,000 shares; Issued: 14,429,124 at June 30, 2024, and 14,441,830 at December 31, 2023 1,443,444 Additional paid-in capital 298,647,297,183 Retained earnings 516,566,501,510 Accumulated other comprehensive loss (135,670) (125,005) Treasury stock, at cost - 126,420 shares at June 30, 2024, and 132,097 shares at December 31, 2023 (6,356) (6,610) Total Tompkins Financial Corporation Shareholders' Equity 674,630,668,522 Noncontrolling interests 1,463,412 Total Equity 676,093,669,934 Total Liabilities and Equity \$ 7,869,522 \$ 7,819,749

-Definition

Amount of interest bearing deposits with no stated maturity, which may include passbook and statement savings accounts and money-market deposit accounts (MMDAs).

+References

No definition available.

+Details

Name:tmp_CheckingSavingsAndMoneyMarket Namespace Prefix:tmp_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

-Definition

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

+References

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

+ Details

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

- Definition

Value received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(30\)\(a\)\(1\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(30)(a)(1))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

+ Details

Name:us-gaap_AdditionalPaidInCapitalCommonStock Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of asset recognized for present right to economic benefit.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 48-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-48>
Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 49-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-49>
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1)
Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(ee\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (ee)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)
Reference 5: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)
Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Publisher FASB-URI>

<https://asc.fasb.org/1943274/2147482810/280-10-50-22>Reference 7:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(bb\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (bb)-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147481203/810-10-50-3>Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Subparagraph \(a\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Subparagraph (a)-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147481231/810-10-45-25>Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(g)(1)(ii))-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147480678/235-10-S99-1>Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147481687/323-10-50-3>Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph \(f\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph (f)-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147482907/825-10-50-28>Reference 12: <http://www.xbrl.org/2003/role/exampleRef-Topic 852-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 10-Publisher FASB-URI> <https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 13: <http://www.xbrl.org/2003/role/exampleRef-Topic 946-SubTopic 830-Name Accounting Standards Codification-Section 55-Paragraph 12-Publisher FASB-URI> <https://asc.fasb.org/1943274/2147479168/946-830-55-12>Reference 14: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(12\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(12))-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>Reference 15: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-04\(8\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-04(8))-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 16: [http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(18\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(18))-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 17: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(i\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(i))-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 18: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(ii\)\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(ii))-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 19: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(iii\)\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(iii))-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 20: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(iii\)\(A\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(iii)(A))-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 21: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(iv\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(iv))-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 22: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(5\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(5))-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 23:

[http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(i\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(4)(i))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24:>
[http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(A\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(4)(iii)(A))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25:>
[http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(B\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(4)(iii)(B))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26:>
[http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(iv\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(4)(iv))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27:>
[http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(5\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(5))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28:>
[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 852-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Subparagraph \(a\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 852-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Subparagraph (a)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29:>
[http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 30-Subparagraph \(c\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 30-Subparagraph (c)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 30:>
[http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(11\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(11))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478546/942-210-S99-1>

+ Details

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

-References

No definition available.

+ Details

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

-Definition

**The carrying amount of a life insurance policy on an officer, executive or employee
for which the reporting entity (a bank) is entitled to proceeds from the policy upon
death of the insured or surrender of the insurance policy.**

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(10\)\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(10))-Publisher FASB-URI)

+ Details

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

- Definition

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

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI

<https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2:

<http://www.xbrl.org/2003/role/exampleRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI [https://asc.fasb.org/1943274/2147483467/210-10-45-](https://asc.fasb.org/1943274/2147483467/210-10-45-1)

1Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-4>

+ Details

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

-Definition

For banks and other depository institutions: Includes cash on hand (currency and coin), cash items in process of collection, noninterest bearing deposits due from other financial institutions (including corporate credit unions), and noninterest bearing balances with the Federal Reserve Banks, Federal Home Loan Banks and central banks.

+ References

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

+ Details

Name:us-gaap_CashAndDueFromBanks Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:instant

-Definition

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

+ References

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

[+ Details](#)

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

[- Definition](#)

Amount excluding accrued interest, of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale).

[+ References](#)

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 326-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147479130/326-30-45-1>

[+ Details](#)

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

instant

-Definition

Amount excluding accrued interest, before allowance for credit loss, of investment in debt security measured at amortized cost (held-to-maturity).

+References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147479344/326-20-45-1>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 3B-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147479319/326-20-50-3B>
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(b\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (b)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147479319/326-20-50-5>

+Details

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

-Definition

The aggregate of all deposit liabilities held by the entity, including foreign and domestic, interest and noninterest bearing; may include demand deposits, saving deposits, Negotiable Order of Withdrawal (NOW) and time deposits among others.

+References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(12\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(12))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>

+ Details

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

- Definition

Amount of investment in equity security measured at fair value with change in fair value recognized in net income (FV-NI), classified as current.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(2\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(2))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>
Reference 2: [http://www.xbrl.org/2003/role/exampleRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1-Subparagraph \(f\)-Publisher FASB](http://www.xbrl.org/2003/role/exampleRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1-Subparagraph (f)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147483467/210-10-45-1>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1A-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147482736/825-10-45-1A>

+ Details

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

- Definition

Amount after offset of short term borrowing where a bank borrows, at the federal funds rate, from another bank and securities that an entity sells and agrees to repurchase at a specified date for a specified price.

+ References

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

+ Details

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

- Definition

Amount of Federal Home Loan Bank (FHLB) and Federal Reserve Bank stock.

+ References

No definition available.

+ Details

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

- Definition

Amount excluding accrued interest, of allowance for credit loss on financing receivable. Excludes net investment in lease.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147479344/326-20-45-1>

+ Details

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

- Definition

Amortized cost excluding accrued interest, after allowance for credit loss, of
financing receivable. Excludes net investment in lease.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147479344/326-20-45-1>

+ Details

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

- Definition

Amortized cost excluding accrued interest, before allowance for credit loss, of
financing receivable. Excludes net investment in lease.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147479344/326-20-45-1>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 3B-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-3B>
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-5)

+ Details

Name:us-gaap_FinancingReceivableExcludingAccruedInterestBeforeAllowanceForCre
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:instant

- Definition

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

+ References

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

~~[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 350-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(h\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482573/350-20-50-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 350-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (h)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482573/350-20-50-1)~~
~~Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(10\)\(1\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(10)(1))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1)~~

+ Details

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

- Definition

Sum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 350-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)\(1\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 350-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)(1)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147482665/350-30-50-2>Reference 2:
[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 350-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(b\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 350-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (b)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147482665/350-30-50-2>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 350-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI>
<https://asc.fasb.org/1943274/2147482686/350-30-45-1>

[+ Details](#)

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

[-References](#)

No definition available.

[+ Details](#)

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

[-Definition](#)

For banks and other depository institutions (including Federal Reserve Banks, if applicable): Interest-bearing deposits in other financial institutions for relatively short periods of time including, for example, certificates of deposits, which are presented separately from cash on the balance sheet.

[+ References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(2\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(2))) -Publisher FASB-URI

<https://asc.fasb.org/1943274/2147478546/942-210-S99-1>Reference 2:

<http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 942-SubTopic 210-Section 45-Paragraph 4> -Publisher FASB-URI
<https://asc.fasb.org/1943274/2147477263/942-210-45-4>

+ Details

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

- Definition

Amount of interest receivable and assets classified as other.

+ References

No definition available.

+ Details

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

- Definition

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

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(22\)\) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(20\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(24\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(19\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(25\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 6: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(26\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

<https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 7:
[http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(23\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(23))-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 8: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(21\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(21))-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 9:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147481203/810-10-50-3>Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Subparagraph \(b\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Subparagraph (b)-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147481231/810-10-45-25>Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(bb\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (bb)-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147481203/810-10-50-3>Reference 12:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(g)(1)(ii))-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147480678/235-10-S99-1>Reference 13:
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+ Details

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

- Definition

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

+ References

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Reference 6: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(23\)\)-Publisher FASB](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(23))-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>
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+ Details

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

- Definition

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

+ References

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+ Details

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

- Definition

The aggregate amount of all domestic and foreign noninterest-bearing deposits
liabilities held by the entity.

+ References

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+ Details

Name:us-gaap_NoninterestBearingDepositLiabilities Namespace Prefix:us-gaap_

Data Type:xbri:monetaryItemType **Balance Type:**credit **Period Type:**instant

-Definition

The carrying amount as of the balance sheet date for the aggregate of other miscellaneous borrowings owed by the reporting entity.

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+Details

Name:us-gaap_OtherBorrowings **Namespace Prefix:**us-gaap_ **Data Type:**xbri:monetaryItemType **Balance Type:**credit **Period Type:**instant

-Definition

Amount of liabilities classified as other.

+References

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<https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 5:

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+ Details

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

- Definition

Amount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures.

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[+ Details](#)

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

[- Definition](#)

Amount of accumulated undistributed earnings (deficit).

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+ Details

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

- Definition

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

+ References

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+ Details

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

-References

No definition available.

+ Details

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

-Definition

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

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+ Details

Name:us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInte
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit
Period Type:instant

- Definition

Amount of time deposit liabilities, including certificates of deposit.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 405 -Topic 942 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478353/942-405-50-1>
Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(12)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>

+ Details

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

-Definition

Amount allocated to previously issued common shares repurchased by the issuing entity and held in treasury.

+References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(30\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(30))-Publisher FASB-URI)

<https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2:

<http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 505-SubTopic 30-Section 50-Paragraph 4-Publisher FASB-URI>

<https://asc.fasb.org/1943274/2147481520/505-30-50-4>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 505-SubTopic 30-Section 45-Paragraph 1-Publisher FASB-URI>

<https://asc.fasb.org/1943274/2147481549/505-30-45-1>

+Details

Name:us-gaap_TreasuryStockCommonValue Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:instant XML 17 R3.htm

IDEA: XBRL DOCUMENT

CONSOLIDATED STATEMENTS OF CONDITION (Parenthetical)- Jun. 30, Dec. 31,
USD (\$) \$ in Thousands 2024 2023

Statement of Financial Position [Abstract] Available-for-sale securities, at amortized
cost\$ 1,463,965\$ 1,548,482Securities - held-to-maturity264,588267,455Equity
securities, at amortized cost\$ 766\$ 787Common stock, par value (in dollars per
share)\$ 0.10\$ 0.10Common stock, authorized (in shares)25,000,00025,000,000

[Common stock, issued \(in shares\)](#)14,429,12414,441,830[Treasury stock, shares \(in shares\)](#)126,420132,097

[-Definition](#)

[Face amount or stated value per share of common stock.](#)

[+References](#)

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

[+Details](#)

[Name:us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix:us-gaap_Data Type:dtr-types:perShareItem Type Balance Type:na Period Type:instant](#)

[-Definition](#)

[The maximum number of common shares permitted to be issued by an entity's charter and bylaws.](#)

[+References](#)

[Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](#)[Reference 2: http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-04\(16\)\(a\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1](#)

+ Details

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

- Definition

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

+ References

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

+ Details

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

- Definition

Amortized cost excluding accrued interest, before allowance for credit loss, of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale).

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147479130/326-30-45-1>

+ Details

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

-Definition

Cost of investment in equity security measured at fair value with change in fair value recognized in net income (FV-NI). Excludes equity method investment and investment in equity security without readily determinable fair value.

+References

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

+Details

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

-Definition

Fair value of investment in debt security measured at amortized cost (held-to-maturity).

+References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(b\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2E> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2E>Reference 3: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(aa\)](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (aa)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-5>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(1\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(1))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5A-Subparagraph \(a\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5A-Subparagraph (a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-5A>Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(6\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(6))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>

[+ Details](#)

~~***Name:us-gaap_HeldToMaturitySecuritiesFairValue Namespace Prefix:us-gaap_Data
Type:xbri:monetaryItemType Balance Type:debit Period Type:instant***~~

[- References](#)

No definition available.

+ Details

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

- Definition

Number of previously issued common shares repurchased by the issuing entity and held in treasury.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 505-SubTopic 30-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147481549/505-30-45-1

+ Details

Name:us-gaap_TreasuryStockCommonShares Namespace Prefix:us-gaap_ Data Type:
xbrli:sharesItemType Balance Type:na Period Type:instant XML 18 R4.htm IDEA:
XBRL DOCUMENT

CONSOLIDATED STATEMENTS OF INCOME - USD (\$) \$ 3 Months 6 Months
in Thousands Ended Ended

Jun. 30, 2024

Jun. 30, 2023

Jun. 30, 2024

Jun. 30, 2023

INTEREST AND DIVIDEND INCOME — Loans \$ 73,646 \$ 63,527 \$ 145,245 \$ 124,369

Due from banks 184,183 338,322 Available-for-sale debt securities 9,371 6,618 18,982

13,361 Held-to-maturity debt securities 1,219 1,219 2,437 2,433 Federal Home Loan

Bank and other stock 820 323 1,421 623 Total Interest and Dividend Income 85,240

71,870 168,423 141,108 INTEREST EXPENSE — Time certificates of deposits of

\$250,000 or more 4,048 2,526 8,058 4,313 Other deposits 21,236 13,119 41,660 23,513

Federal funds purchased and securities sold under agreements to repurchase 111 524

29 Other borrowings 8,992 4,314 17,053 7,111 Total Interest Expense 34,287 19,974

66,795 34,966 Net Interest Income 50,953 51,896 101,628 106,142 Less: Provision for

credit loss expense 2,172 2,253 3,026 1,428 Net Interest Income After Provision for

Credit Loss Expense 48,781 49,643 98,602 104,714 NONINTEREST INCOME —

Insurance commissions and fees 9,087 8,672 19,346 18,181 Wealth management fees

4,849 4,678 9,786 9,187 Service charges on deposit accounts 1,766 1,640 3,562 3,386

Card services income 3,278 3,087 6,217 5,769 Other income 2,802 1,603 5,022 3,544 Net

loss on securities transactions (6) (7,065) (20) (7,052) Total Noninterest Income 21,776

12,615 43,913 33,015 NONINTEREST EXPENSE — Salaries and wages 24,919 25,337

49,616 49,849 Other employee benefits 6,545 6,647 12,956 13,388 Net occupancy

expense of premises 3,139 3,327 6,696 6,626 Furniture and fixture expense 1,910 2,105

4,035 4,159 Amortization of intangible assets 808 415 616 7 Other operating expense

13,349 14,468 26,340 27,937 Total Noninterest Expenses 49,942 51,968 99,799 102,126

Income Before Income Tax Expense 20,615 10,290 42,716 35,603 Income Tax Expense

4,902 1,784 10,100 7,685 Net Income Attributable to Noncontrolling Interests and

Tompkins Financial Corporation 15,713 8,506 32,616 27,918 Less: Net Income

~~Attributable to Noncontrolling Interests31316262Net Income Attributable to
Tompkins Financial Corporation\$ 15,682\$ 8,475\$ 32,554\$ 27,856Basic Earnings Per
Share (in dollars per share)\$ 1.10\$ 0.59\$ 2.29\$ 1.94Diluted Earnings Per Share (in
dollars per share)\$ 1.10\$ 0.59\$ 2.29\$ 1.94~~

~~-Definition~~

~~Debt Securities, Available-for-sale, Realized Gain (Loss) On Transactions~~

~~+References~~

~~No definition available.~~

~~+Details~~

~~Name:tmp_DebtSecuritiesAvailableforsaleRealizedGainLossOnTransactions
Namespace Prefix:tmp_ Data Type:xbkli:monetaryItemType Balance Type:credit
Period Type:duration~~

~~-Definition~~

~~Fees and Commissions, Credit Cards 1~~

~~+References~~

~~No definition available.~~

~~+Details~~

~~Name:tmp_FeesandCommissionsCreditCards1 Namespace Prefix:tmp_ Data Type:
xbkli:monetaryItemType Balance Type:credit Period Type:duration~~

~~-Definition~~

~~Fees and Commissions, Depositor Accounts 1~~

~~+References~~

~~No definition available.~~

~~+Details~~

~~Name:tmp_FeesandCommissionsDepositorAccounts1 Namespace Prefix:tmp_ Data
Type:xbkli:monetaryItemType Balance Type:credit Period Type:duration~~

~~-Definition~~

~~Refers to income recognized during the period from federal home loan bank and
Other stock~~

~~+References~~

~~No definition available.~~

~~+Details~~

~~Name:tmp_IncomeFederalHomeLoanBankAndOtherStock Namespace Prefix:tmp_
Data Type:xbkli:monetaryItemType Balance Type:credit Period Type:duration~~

~~-Definition~~

~~Interest And Dividend Income, Debt Securities, Available-for-sale, Operating~~

~~+References~~

~~No definition available.~~

~~+ Details~~

~~Name:tmp_InterestAndDividendIncomeDebtSecuritiesAvailableforsaleOperating
Namespace Prefix:tmp_ Data Type:xbri:monetaryItemType Balance Type:credit
Period Type:duration~~

~~-Definition~~

~~Interest Expense, Time Deposits, \$250,000 or More~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:tmp_InterestExpenseTimeDeposits250000orMore Namespace Prefix:tmp_ Data
Type:xbri:monetaryItemType Balance Type:debit Period Type:duration~~

~~-Definition~~

~~Wealth Management Fees~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:tmp_WealthManagementFees Namespace Prefix:tmp_ Data Type:
xbri:monetaryItemType Balance Type:credit Period Type:duration~~

~~-Definition~~

~~The aggregate expense charged against earnings to allocate the cost of intangible
assets (nonphysical assets not used in production) in a systematic and rational
manner to the periods expected to benefit from such assets. As a noncash expense,
this element is added back to net income when calculating cash provided by or used
in operations using the indirect method.~~

~~+ References~~

~~Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards
Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -
Publisher FASB -URI [https://asc.fasb.org/1943274/2147482740/230-10-45-
28](https://asc.fasb.org/1943274/2147482740/230-10-45-28)Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 350 -SubTopic 30 -
Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB
-URI <https://asc.fasb.org/1943274/2147482640/350-30-55-40>Reference 3:
<http://www.xbrl.org/2003/role/disclosureRef> -Topic 350 -SubTopic 30 -Name
Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -
Publisher FASB -URI [https://asc.fasb.org/1943274/2147482665/350-30-50-
2](https://asc.fasb.org/1943274/2147482665/350-30-50-2)Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 350 -SubTopic 30 -
Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -
URI <https://asc.fasb.org/1943274/2147482686/350-30-45-2>~~

+ Details

Name:us-gaap_AmortizationOfIntangibleAssets Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

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

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>

Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 52-Publisher FASB-URI https://asc.fasb.org/1943274/2147482635/260-10-55-52>

Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(g\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (g)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)

Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(g\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (g)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)

Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-3>

Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name>

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

+ Details

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

- Definition

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

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 52-Publisher FASB-URI https://asc.fasb.org/1943274/2147482635/260-10-55-52>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(g\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (g)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(g\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (g)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-3>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 15-Publisher FASB-URI https://asc.fasb.org/1943274/2147482635/260-10-55-15>Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(e\)\(4\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (e)(4)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(f\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (f)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-7](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-7)Reference 12: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147482689/260-10-45-2>Reference 13: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name>

~~**Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d)-**~~
~~**Publisher FASB -URI [https://asc.fasb.org/1943274/2147482689/260-10-45-](https://asc.fasb.org/1943274/2147482689/260-10-45-60B)**~~
~~**60BReference 14: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic**~~
~~**10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher**~~
~~**FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-4>**~~
~~**Reference 15: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name**~~
~~**Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)-**~~
~~**Publisher FASB -URI [https://asc.fasb.org/1943274/2147482662/260-10-50-](https://asc.fasb.org/1943274/2147482662/260-10-50-1)**~~
~~**1Reference 16: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10**~~
~~**-Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph**~~
~~**(SX 210.5-03(25)) -Publisher FASB -URI**~~
~~**<https://asc.fasb.org/1943274/2147483621/220-10-S99-2>**~~
~~**Reference 17: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 942 -SubTopic 220 -Name**~~
~~**Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX**~~
~~**210.9-04(27)) -Publisher FASB -URI [https://asc.fasb.org/1943274/2147478524/942-](https://asc.fasb.org/1943274/2147478524/942-220-S99-1)**~~
~~**220-S99-1Reference 18: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -**~~
~~**SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1-**~~
~~**Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI**~~
~~**<https://asc.fasb.org/1943274/2147477250/944-220-S99-1>**~~
~~**Reference 19: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name**~~
~~**Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI**~~
~~**<https://asc.fasb.org/1943274/2147482689/260-10-45-7>**~~

[+ Details](#)

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

[- Definition](#)

This element represents equipment expense including depreciation, repairs, rentals, and service contract costs. This item also includes equipment purchases which do not qualify for capitalization in accordance with the entity's accounting policy. This item may also include furniture expenses.

[+ References](#)

No definition available.

[+ Details](#)

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

[- Definition](#)

Amount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest.

[+ References](#)

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic>

10-Name Accounting Standards Codification-Section 50-Paragraph 22-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482810/280-10-50-22>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 48-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-48>Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(f\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (f)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 30-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-30](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 30-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-30)Reference 5: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1)Reference 6: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(ee\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (ee)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 7: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-04\(11\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-04(11))-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 9: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 31-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-31>Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 235-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-05\(b\)\(2\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 235-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-05(b)(2))-Publisher FASB-URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1)Reference 11: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(10\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(10))-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 12: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(15\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(15))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)

+ Details

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

-Definition

Amount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1)
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph>

~~(ee) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-32>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-12>Reference 4: <http://www.xbrl.org/2003/role/exampleRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 231> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482663/740-10-55-231>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 9> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-9>Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SAB Topic 6.I.7\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SAB Topic 6.I.7)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479360/740-10-S99-1>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 8> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-8>Reference 8: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 10> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-10>Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph \(h\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph (h)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-22>Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-04\(9\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-04(9))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Name Accounting Standards Codification-Section 45-Paragraph 2-Subparagraph \(a\)-SubTopic 20-Topic 740-](http://www.xbrl.org/2003/role/disclosureRef-Name Accounting Standards Codification-Section 45-Paragraph 2-Subparagraph (a)-SubTopic 20-Topic 740-) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482659/740-20-45-2>Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(h\)\)-SubTopic 10-Topic 235](http://www.xbrl.org/2003/role/disclosureRef-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(h))-SubTopic 10-Topic 235) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1>~~

+ Details

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

- Definition

Income from agency and brokerage operations (includes sales of annuities and supplemental contracts); service charges, commissions, and fees from the sale of insurance and related services; and management fees from separate accounts, deferred annuities, and universal life products.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(13\)\(d\)\) -Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(13)(d)) -Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478524/942-220-S99-1>
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(13\)\(c\)\) -Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(13)(c)) -Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478524/942-220-S99-1>

+ Details

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

- Definition

Represents the total of interest and dividend income, including any amortization and accretion (as applicable) of discounts and premiums, earned from (1) loans and leases whether held-for-sale or held-in-portfolio; (2) investment securities; (3) federal funds sold; (4) securities purchased under agreements to resell; (5) investments in banker's acceptances, commercial paper, or certificates of deposit; (6) dividend income; or (7) other investments not otherwise specified herein.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(2\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(2))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478524/942-220-S99-1>

Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(5\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(5))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478524/942-220-S99-1>

Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(4\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(4))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478524/942-220-S99-1>

Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(3\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(3))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478524/942-220-S99-1>

Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(1\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(1))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478524/942-220-S99-1>

Reference 6: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 830-Name Accounting Standards Codification-Section 45-Paragraph 39-Publisher FASB-URI>
<https://asc.fasb.org/1943274/2147477346/946-830-45-39>

~~No definition available.~~

~~+ Details~~

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

~~-Definition~~

~~Amount of operating interest income, including amortization and accretion of premiums and discounts, on held-to-maturity securities.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

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

~~-Definition~~

~~Amount of interest and fee income from loans classified as other.~~

~~+ References~~

~~Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(1\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(1))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478524/942-220-S99-1>~~

~~+ Details~~

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

~~-References~~

~~No definition available.~~

~~+ Details~~

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

~~-Definition~~

~~The aggregate expense incurred on federal funds purchased and securities sold under agreements to repurchase. If amounts recognized as payables under repurchase agreements have been offset against amounts recognized as receivables under reverse repurchase agreements and reported as a net amount on the balance sheet, the income and expense from these agreements may be reported on a net~~

~~basis.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_InterestExpenseFederalFundsPurchasedAndSecuritiesSoldUnderAgree
Namespace Prefix:us-gaap_ Data Type:xbli:monetaryItemType Balance Type:debit
Period Type:duration~~

~~-Definition~~

~~Amount of interest expense classified as operating.~~

~~+ References~~

~~Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(2\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(2))-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(9\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(9))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)~~

~~+ Details~~

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

-Definition

Amount of interest expense classified as other.

+References

No definition available.

+Details

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

-Definition

Interest expense incurred on other deposits in domestic offices.

+References

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+Details

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

-Definition

Interest income derived from funds deposited with both domestic and foreign financial institutions including funds in money market and other accounts.

+References

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+ Details

Name:us-gaap_InterestIncomeDepositsWithFinancialInstitutions Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

-Definition

Amount of interest income or expense, including any amortization and accretion (as applicable) of discounts and premiums, including consideration of the provisions for loan, lease, credit, and other related losses.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(12\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(12))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478524/942-220-S99-1>

+ Details

Name:us-gaap_InterestIncomeExpenseAfterProvisionForLoanLoss Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

-Definition

Amount of interest income (expense) classified as operating.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic>

10-Name Accounting Standards Codification-Section 50-Paragraph 22-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482810/280-10-50-22>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(10\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(10))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)

+ Details

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

-Definition

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

+ References

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FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(ii))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A)Reference 24: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(iii\)\(A\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(iii)(A))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A)Reference 25: <http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name>

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+ Details

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

-Definition

Amount of Net Income (Loss) attributable to noncontrolling interest.

+ References

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+ Details

Name:us-gaap_NetIncomeLossAttributableToNoncontrollingInterest Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Total aggregate amount of all noninterest expense.

+ References

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<https://asc.fasb.org/1943274/2147478524/942-220-S99-1>

+ Details

Name:us-gaap_NoninterestExpense Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_NoninterestExpenseAbstract Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

- Definition

The total amount of noninterest income which may be derived from: (1) fees and commissions; (2) premiums earned; (3) insurance policy charges; (4) the sale or disposal of assets; and (5) other sources not otherwise specified.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(13\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(13))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478524/942-220-S99-1>

+ Details

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

-References

No definition available.

+ Details

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

-Definition

Amount of revenue earned, classified as other, excluding interest income.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(13\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(13))) -Publisher FASB -URI

<https://asc.fasb.org/1943274/2147478524/942-220-S99-1>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(1\)\(e\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(1)(e))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>

+ Details

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

-Definition

Amount of net occupancy expense that may include items, such as depreciation of facilities and equipment, lease expenses, property taxes and property and casualty insurance expense.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(6\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(6))) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147483621/220-10-S99-2>
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(14\)\(b\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(14)(b))) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147478524/942-220-S99-1>
Reference 3: <http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 840-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 1> -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147481161/840-30-50-1>

+ Details

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

-Definition

Amount of noninterest expense classified as other.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(14\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(14))) -Publisher FASB -URI

+ Details

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

- Definition

Amount of cost (reversal of cost) for other postretirement benefits. Excludes pension benefits.

+ References

No definition available.

+ Details

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

- Definition

The consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest.

+ References

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

~~(b)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-1>Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(f\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (f)-Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)Reference 10: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 8-Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8>Reference 11: <http://www.xbrl.org/2003/role/exampleRef-Topic 946-SubTopic 830-Name Accounting Standards Codification-Section 55-Paragraph 11-Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11>Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 205-Name Accounting Standards Codification-Section 45-Paragraph 3-Subparagraph \(a\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 205-Name Accounting Standards Codification-Section 45-Paragraph 3-Subparagraph (a)-Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3)Reference 13: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section 45-Paragraph 7-Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7>Reference 14: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-04\(16\)\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-04(16))-Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 15: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-07\(9\)\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-07(9))-Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1)Reference 16: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(1\)\(d\)\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(1)(d))-Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3)Reference 17: <http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 19-Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19>Reference 18: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6>Reference 19: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(i\)\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 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Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(5))-Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A)Reference 24: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(i\)\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(4)(i))-Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B)Reference 25: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(ii\)\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting 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210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI
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210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 27:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name>
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<https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 28:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name>
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210.9-05(b)(2)) -Publisher FASB -URI [https://asc.fasb.org/1943274/2147477314/942-](https://asc.fasb.org/1943274/2147477314/942-235-S99-1)
235-S99-1Reference 30: [http://www.xbrl.org/2003/role/disclosureRef-Topic 205-](http://www.xbrl.org/2003/role/disclosureRef-Topic 205-SubTopic 20-Name)
SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7-
Publisher FASB -URI [https://asc.fasb.org/1943274/2147483499/205-20-50-](https://asc.fasb.org/1943274/2147483499/205-20-50-7)
7Reference 31: [http://www.xbrl.org/2003/role/exampleRef-Topic 810-SubTopic 10-](http://www.xbrl.org/2003/role/exampleRef-Topic 810-SubTopic 10-Name)
Name Accounting Standards Codification -Section 55 -Paragraph 4J -Publisher FASB
-URI <https://asc.fasb.org/1943274/2147481175/810-10-55-4J>Reference 32:
<http://www.xbrl.org/2003/role/exampleRef-Topic 810-SubTopic 10-Name>
Accounting Standards Codification -Section 55 -Paragraph 4K -Publisher FASB -URI
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<http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name>
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Publisher FASB -URI [https://asc.fasb.org/1943274/2147482790/220-10-45-](https://asc.fasb.org/1943274/2147482790/220-10-45-1A)
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10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B-
Subparagraph (a) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147482790/220-10-45-1B>Reference 35:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name>
Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147482740/230-10-45-2>Reference 36:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name>
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Publisher FASB -URI [https://asc.fasb.org/1943274/2147481203/810-10-50-](https://asc.fasb.org/1943274/2147481203/810-10-50-1A)
1AReference 37: [http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic](http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name)
10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A-
Subparagraph (c)(1) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147481203/810-10-50-1A>

[+ Details](#)

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

-Definition

Amount of credit loss expense (reversal of expense) for financing receivable.

+References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-13](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-13)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(11\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(11))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)

+Details

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

-Definition

Amount of expense for salary and wage arising from service rendered by nonofficer employee. Excludes allocated cost, labor-related nonsalary expense, and direct and overhead labor cost included in cost of good and service sold.

+References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(4\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(4))-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)

+ Details

Name:us-gaap_SalariesAndWages Namespace Prefix:us-gaap_ Data Type:
xbri:monetaryItemType Balance Type:debit Period Type:duration XML 19 R5.htm

IDEA: XBRL DOCUMENT

CONSOLIDATED STATEMENTS OF COMPREHENSIVE

3 Months 6 Months

INCOME - USD (\$) \$ in Thousands

Ended

Ended

Jun. 30, 2024

Jun. 30, 2023

Jun. 30, 2024

Jun. 30, 2023

Statement of Comprehensive Income [Abstract] — Net income attributable to
noncontrolling interests and Tompkins Financial Corporation\$ 15,713\$ 8,506
\$ 32,616\$ 27,918Available-for-sale debt securities: — Change in net unrealized loss
during the period(1,051)(13,237)(11,079)7,341Reclassification adjustment for net
realized loss (gain) on sale of available-for-sale debt securities included in net
income05,32505,325Employee benefit plans: — Amortization of net retirement plan
actuarial loss162197345421Amortization of net retirement plan prior service cost35
416982Other comprehensive loss(854)(7,674)(10,665)13,169Subtotal comprehensive
income attributable to noncontrolling interests and Tompkins Financial Corporation
14,85983221,95141,087Less: Net income attributable to noncontrolling interests
(31)(31)(62)(62)Total comprehensive income attributable to Tompkins Financial
Corporation\$ 14,828\$ 801\$ 21,889\$ 41,025

-Definition

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

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(24))-Publisher FASB-URI)
Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph
(SX 210.5-03(24))-Publisher FASB-URI

<https://asc.fasb.org/1943274/2147483621/220-10-S99-2>Reference 2:

[http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(26))-Publisher FASB-URI)
Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX
210.9-04(26))-Publisher FASB-URI [https://asc.fasb.org/1943274/2147478524/942-](https://asc.fasb.org/1943274/2147478524/942-220-S99-1)

220-S99-1Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-04(22))-Publisher FASB-URI)
SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-
Subparagraph (SX 210.7-04(22))-Publisher FASB-URI

<https://asc.fasb.org/1943274/2147477250/944-220-S99-1>Reference 4:

[http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1A-Subparagraph (c)-Publisher FASB-URI)
Accounting Standards Codification-Section 45-Paragraph 1A-Subparagraph (c)-
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1AReference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1B-Subparagraph (b)-Publisher FASB-URI)
Name Accounting Standards Codification-Section 45-Paragraph 1B-Subparagraph
(b)-Publisher FASB-URI [https://asc.fasb.org/1943274/2147482790/220-10-45-](https://asc.fasb.org/1943274/2147482790/220-10-45-1B)

1BReference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-04(20))-Publisher FASB-URI)
220-Name Accounting Standards Codification-Section S99-Paragraph 1-
Subparagraph (SX 210.7-04(20))-Publisher FASB-URI

<https://asc.fasb.org/1943274/2147477250/944-220-S99-1>Reference 7:

[http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 220-SubTopic 10-Section 45-Paragraph 5-Publisher FASB-URI)
Topic 220-SubTopic 10-Section 45-Paragraph 5-Publisher FASB-URI
<https://asc.fasb.org/1943274/2147482790/220-10-45-5>

+ Details

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

- Definition

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

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481231/810-10-45-20>

Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(23)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>

Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(25)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478524/942-220-S99-1>

Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(21)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>

Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 21 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481231/810-10-45-21>

Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-1A>

Reference 7: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-1B>

Reference 8: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(20)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>

Reference 9: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4K -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481175/810-10-55-4K>

+ Details

Name:us-gaap_ComprehensiveIncomeNetOfTaxAttributableToNoncontrollingInterest
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:duration

- Definition

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

+ References

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

+ Details

Name:us-gaap_ComprehensiveIncomeNetOfTaxIncludingPortionAttributableToNonco
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit
Period Type:duration

-References

No definition available.

+ Details

Name:us-gaap_OtherComprehensiveIncomeAvailableForSaleSecuritiesAdjustmentNet
Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period
Type:duration

-References

No definition available.

+ Details

Name:us-gaap_OtherComprehensiveIncomeDefinedBenefitPlansAdjustmentNetOfTax
Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period
Type:duration

-Definition

Amount, after tax, of reclassification adjustment from accumulated other
comprehensive (income) loss for prior service cost (credit) of defined benefit plan.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards
Codification -Section 45 -Paragraph 15 -SubTopic 10 -Topic 220 -Publisher FASB-
URI <https://asc.fasb.org/1943274/2147482790/220-10-45-15>Reference 2:
<http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 220 -SubTopic 10 -Name Accounting
Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147482790/220-10-45-11>Reference 3:
<http://www.xbrl.org/2003/role/disclosureRef> -Topic 715 -SubTopic 20 -Name
Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -
Publisher FASB -URI [https://asc.fasb.org/1943274/2147480506/715-20-50-](https://asc.fasb.org/1943274/2147480506/715-20-50-1)
1Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -
Name Accounting Standards Codification -Section 45 -Paragraph 17A -Publisher
FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-17A>

[+ Details](#)

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

[- Definition](#)

Amount after tax and reclassification adjustments of other comprehensive income (loss).

[+ References](#)

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-6>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481674/830-30-50-1>
Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481694/830-30-45-17>
Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>
Reference 6: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482765/220-10-50->

~~4Reference 7: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147482765/220-10-50-5>~~

~~5Reference 8: <http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20>~~

~~Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(21\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(21))-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)~~

~~Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(23\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(23))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)~~

~~Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1B-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1B-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B)~~

~~Reference 12: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 55-Paragraph 15-SubTopic 10-Topic 220-Publisher FASB-URI https://asc.fasb.org/1943274/2147482739/220-10-55-15>~~

~~Reference 13: [http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1A-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1A-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A)~~

+ Details

Name:us-gaap_OtherComprehensiveIncomeLossNetOfTax Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount after tax of reclassification adjustment from accumulated other comprehensive income for unrealized gain (loss) realized upon the sale of available-for-sale securities.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 45 -Paragraph 15 -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-15>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-9](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-9)Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-17A>

[+ Details](#)

Name:us-gaap_OtherComprehensiveIncomeLossReclassificationAdjustmentFromAOCI
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:duration

[- Definition](#)

Amount, after tax, of reclassification adjustment from accumulated other comprehensive income (loss) for gain (loss) of defined benefit plan.

[+ References](#)

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 15 -SubTopic 10 -Topic 220 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-15>
Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-11>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480506/715-20-50-1>
Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17A -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-17A>

+ Details

Name:us-gaap_OtherComprehensiveIncomeLossReclassificationAdjustmentFromAOCI
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:duration

- Definition

Amount, after tax and before adjustment, of unrealized holding gain (loss) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). Excludes unrealized gain (loss) on investment in debt security measured at amortized cost (held-to-maturity) from transfer to available-for-sale.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 9-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-9](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 9-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-9)
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 10A-Subparagraph \(e\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-10A](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 10A-Subparagraph (e)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-10A)
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 11-Publisher>

+ Details

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

- Definition

The consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 9-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-9>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(g\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (g)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(g\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (g)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(g)(1)(ii))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Topic 323-SubTopic 10-Name>

Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c)-
Publisher FASB -URI [https://asc.fasb.org/1943274/2147481687/323-10-50-](https://asc.fasb.org/1943274/2147481687/323-10-50-3)
3Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 825 -SubTopic 10-](http://www.xbrl.org/2003/role/disclosureRef-Topic 825 -SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28)
Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph
(f) -Publisher FASB -URI [https://asc.fasb.org/1943274/2147482907/825-10-50-](https://asc.fasb.org/1943274/2147482907/825-10-50-28)
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(b)(2) -Publisher FASB -URI [https://asc.fasb.org/1943274/2147483443/250-10-50-](https://asc.fasb.org/1943274/2147483443/250-10-50-1)
1Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 815 -SubTopic 40-](http://www.xbrl.org/2003/role/disclosureRef-Topic 815 -SubTopic 40-Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)
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-Publisher FASB -URI [https://asc.fasb.org/1943274/2147480175/815-40-65-](https://asc.fasb.org/1943274/2147480175/815-40-65-1)
1Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250 -SubTopic 10-](http://www.xbrl.org/2003/role/disclosureRef-Topic 250 -SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8)
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[http://www.xbrl.org/2003/role/exampleRef-Topic 946 -SubTopic 830 -Name](http://www.xbrl.org/2003/role/exampleRef-Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11)
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<https://asc.fasb.org/1943274/2147479168/946-830-55-11>Reference 12:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 205 -Name](http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3)
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19Reference 18: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220 -](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6)
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Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX
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<https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 20:
[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470 -SubTopic 10 -Name](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A)
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<https://asc.fasb.org/1943274/2147483499/205-20-50-7>Reference 31:
<http://www.xbrl.org/2003/role/exampleRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 4J-Publisher FASB-URI>
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[http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph \(c\)\(1\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph (c)(1)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147481203/810-10-50-1A>

+ Details

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

-References

No definition available.

+ Details

Name:us-gaap_StatementOfIncomeAndComprehensiveIncomeAbstract Namespace
Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:
duration XML 20 R6.htm IDEA: XBRL DOCUMENT

CONSOLIDATED STATEMENTS OF CASH FLOWS - USD (\$) \$ in 6 Months
Thousands Ended

Jun. 30, 2024

Jun. 30, 2023

OPERATING ACTIVITIES Net income attributable to Tompkins Financial
Corporation \$ 32,554 \$ 27,856 Provision for credit loss expense 3,026 1,428
Depreciation and amortization of premises, equipment, and software 5,610 5,418
Amortization of intangible assets 156 167 Earnings from corporate owned life
insurance (1,777) (1,169) Net amortization on securities (604) 1,856
Amortization/accretion related to purchase accounting (462) (369) Net loss on
securities transactions 207,052 Net gain on sale of loans originated for sale (314) (65)
Proceeds from sale of loans originated for sale 8,528 2,174 Loans originated for sale
(8,764) (2,495) Net gain on sale of bank premises and equipment (189) (54) Net excess
tax (expense) benefit from stock based compensation (186) 13 Stock-based
compensation expense 1,715 2,155 (Increase) decrease in accrued interest receivable
(3,517) 718 Increase in accrued interest payable 1,029 742 Other, net 13,698 (678) Net
Cash Provided by Operating Activities 50,523 44,749 INVESTING ACTIVITIES
Proceeds from maturities, calls and principal paydowns of available-for-sale debt
securities 91,068 79,018 Proceeds from sales of available-for-sale debt securities 0
73,832 Purchases of available-for-sale debt securities (5,976) (18,044) Net increase in
loans (157,027) (84,989) Proceeds from sale/redemptions of Federal Home Loan Bank
stock 48,290 54,747 Purchases of Federal Home Loan Bank and other stock (55,953)
(60,676) Proceeds from sale of bank premises and equipment 265 98 Purchases of bank
premises, equipment and software (2,368) (3,344) Purchase of corporate owned life
insurance (5,746) 0 Redemption of corporate owned life insurance 3,115 20 Other, net
(413) (138) Net Cash (Used in) Provided by Investing Activities (84,745) 40,524
FINANCING ACTIVITIES Net decrease in demand, money market, and savings
deposits (95,230) (286,827) Net (decrease) increase in time deposits (18,445) 139,452
Net decrease in Federal funds purchased and securities sold under agreements to
repurchase (15,007) (5,795) Increase in other borrowings 351,027 145,100 Repayment
of other borrowings (179,500) (49,300) Cash dividends (17,226) (17,423) Common stock
issued 810 Repurchase of common stock 0 (6,378) Net shares issued related to
restricted stock awards (105) (207) Net proceeds from exercise of stock options 0 (118)
Net Cash Provided by (Used in) Financing Activities 25,595 (81,496) Net (Decrease)
Increase in Cash and Cash Equivalents (8,627) 3,777 Cash and cash equivalents at
beginning of period 79,542 77,837 Total Cash and Cash Equivalents at End of Period
70,915 81,614 Supplemental Information: Cash paid during the year for - Interest
66,042 34,493 Cash paid during the year for - Taxes 2,560 7,999 Transfer of loans to
other real estate owned 800 Right-of-use assets obtained in exchange for new lease
liabilities \$ 181 \$ 422

-Definition

Amortization (Accretion) Related To Purchase Accounting

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:tmp_AmortizationAccretionRelatedToPurchaseAccounting Namespace Prefix:tmp_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

[-Definition](#)

~~Net Excess Tax Benefit From Stock Based Compensation~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:tmp_NetExcessTaxBenefitFromStockBasedCompensation Namespace Prefix:tmp_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

[-Definition](#)

~~Proceeds From Issuance Of Shares Under Incentive And Share Based Compensation Plans Excluding Stock Options, Net Of Tax Withholdings~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:tmp_ProceedsFromIssuanceOfSharesUnderIncentiveAndShareBasedCompensation Namespace Prefix:tmp_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

[-Definition](#)

~~Proceeds From (Outlays For) Stock Options Exercised~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:tmp_ProceedsFromOutlaysForStockOptionsExercised Namespace Prefix:tmp_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

[-Definition](#)

~~Value of loans transferred to other real estate owned in noncash transactions during the reporting period.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:tmp_TransferOfLoansToOtherRealEstateOwned Namespace Prefix:tmp_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

[-Definition](#)

The sum of the periodic adjustments of the differences between securities' face values and purchase prices that are charged against earnings. This is called accretion if the security was purchased at a discount and amortization if it was purchased at premium. As a noncash item, this element is an adjustment to net income when calculating cash provided by or used in operations using the indirect method.

[+ References](#)

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 28> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>

[+ Details](#)

*Name:us-gaap_AccretionAmortizationOfDiscountsAndPremiumsInvestments
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit
Period Type:duration*

[- Definition](#)

The aggregate expense charged against earnings to allocate the cost of intangible assets (nonphysical assets not used in production) in a systematic and rational manner to the periods expected to benefit from such assets. As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method.

[+ References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph \(b\)-SubTopic 10-Topic 230-Publisher FASB](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph (b)-SubTopic 10-Topic 230-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>
Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 350-SubTopic 30-Name Accounting Standards Codification-Section 55-Paragraph 40-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147482640/350-30-55-40>
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 350-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)\(2\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 350-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)(2)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147482665/350-30-50-2>
Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic 350-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147482686/350-30-45-2>

+ Details

Name:us-gaap_AmortizationOfIntangibleAssets Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Earnings on or other increases in the value of the cash surrender value of bank owned life insurance policies.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(13\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(13))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478524/942-220-S99-1>

+ Details

Name:us-gaap_BankOwnedLifeInsuranceIncome Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

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

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 8-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-8>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 24-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-24>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 45-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-4>

+ Details

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

-Definition

Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly

liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 24-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-24>
Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 1-SubTopic 230-Topic 830-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147477401/830-230-45-1>

+ Details

Name:us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPer
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:duration

- Definition

Amount of gain (loss) on sale or disposal of property, plant and equipment assets, including oil and gas property and timber property.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph \(b\)-SubTopic 10-Topic 230-Publisher FASB](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph (b)-SubTopic 10-Topic 230-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>

+ Details

Name:us-gaap_GainLossOnSaleOfPropertyPlantEquipment Namespace Prefix:
us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:

duration

-Definition

The net gain (loss) resulting from a sale of loans, including adjustments to record loans classified as held-for-sale at the lower-of-cost-or-market and fair value adjustments to loan held for investment purposes.

+References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph \(b\)-SubTopic 10-Topic 230-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph (b)-SubTopic 10-Topic 230-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(13\)\(h\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(13)(h))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)

+Details

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

-Definition

Amount, after refund, of cash paid to foreign, federal, state, and local jurisdictions as income tax.

+References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2A-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-2A>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 23-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-23>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-22>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 50-Paragraph 2-Publisher FASB-URI>

[+ Details](#)

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

[- Definition](#)

The increase (decrease) during the reporting period in investment income that has been earned but not yet received in cash.

[+ References](#)

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

+ Details

Name:us-gaap_IncreaseDecreaseInAccruedInvestmentIncomeReceivable Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The net cash inflow or outflow from the fund lent to other financial institution arising from the excess in reserve deposited at Federal Reserve Bank to meet legal requirement. This borrowing is usually contracted on an overnight basis at an agreed rate of interest. Also include cash inflow or outflow from investment sold under the agreement to reacquire such investment.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Topic 230-SubTopic 10-Section 45-Paragraph 9-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-9>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Topic 230-SubTopic 10-Section 45-Paragraph 8-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-8>

+ Details

Name:us-gaap_IncreaseDecreaseInFederalFundsPurchasedAndSecuritiesSoldUnderAg Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The increase (decrease) during the reporting period in interest payable, which represents the amount owed to note holders, bond holders, and other parties for interest earned on loans or credit extended to the reporting entity.

+ References

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

+ Details

Name:us-gaap_IncreaseDecreaseInInterestPayableNet Namespace Prefix:us-gaap_

Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of increase (decrease) in deposit liabilities classified as other.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 8 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-8>

+ Details

Name:us-gaap_IncreaseDecreaseInOtherDeposits Namespace Prefix:us-gaap_ Data

Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of increase (decrease) in operating assets after deduction of operating liabilities classified as other.

+ References

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

+ Details

Name:us-gaap_IncreaseDecreaseInOtherOperatingCapitalNet Namespace Prefix:

us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

-Definition

Net cash inflow (outflow) of time deposits.

+References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 230-Name Accounting Standards Codification-Section 45-Paragraph 1-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479024/942-230-45-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 230-Name Accounting Standards Codification-Section 45-Paragraph 1-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479024/942-230-45-1)

+Details

Name:us-gaap_IncreaseDecreaseInTimeDeposits Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

-Definition

Amount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount.

+References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 17-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-17](http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 17-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-17)
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Subparagraph \(e\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-25](http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Subparagraph (e)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-25)
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-2>

+ Details

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

- Definition

Amount of realized gain (loss) on investment in marketable security.

+ References

No definition available.

+ Details

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

- Definition

Amount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-24-Publisher-FASB> -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-24>

+ Details

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

- References

No definition available.

+ Details

Name:us-gaap_NetCashProvidedByUsedInFinancingActivitiesContinuingOperationsAt
Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period
Type:duration

- Definition

Amount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets.

+ References

Reference 1: [http://www.xbri.org/2003/role/disclosureRef-Topic 230-SubTopic 10-](http://www.xbri.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 24-Publisher FASB)
Name Accounting Standards Codification-Section 45-Paragraph 24-Publisher FASB
-URI <https://asc.fasb.org/1943274/2147482740/230-10-45-24>

+ Details

Name:us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix:
us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:
duration

- References

No definition available.

+ Details

Name:us-gaap_NetCashProvidedByUsedInInvestingActivitiesContinuingOperationsAb
Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period
Type:duration

- Definition

Amount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 28-Publisher FASB)
Name Accounting Standards Codification-Section 45-Paragraph 28-Publisher FASB
-URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 24-Publisher FASB)
Standards Codification-Section 45-Paragraph 24-Publisher FASB-URI
<https://asc.fasb.org/1943274/2147482740/230-10-45-24>
Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Publisher FASB)
Standards Codification-Section 45-Paragraph 25-Publisher FASB-URI
<https://asc.fasb.org/1943274/2147482740/230-10-45-25>

[+ Details](#)

Name:us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix:us-gaap_ Data Type:xbkli:monetaryItemType Balance Type:na Period Type:duration

[-References](#)

No definition available.

[+ Details](#)

Name:us-gaap_NetCashProvidedByUsedInOperatingActivitiesContinuingOperationsAt Namespace Prefix:us-gaap_ Data Type:xbkli:stringItemType Balance Type:na Period Type:duration

[-Definition](#)

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

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 9-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-9>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(g\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (g)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(g\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (g)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph>

(SX 210.5-03(20)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147483621/220-10-S99-2>Reference 6:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name>
 Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX
 210.4-08(g)(1)(ii)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147480678/235-10-S99-1>Reference 7:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 323-SubTopic 10-Name>
 Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c)-
 Publisher FASB -URI <https://asc.fasb.org/1943274/2147481687/323-10-50-3>
 Reference 8: <http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name>
 Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph
 (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482907/825-10-50-28>
 Reference 9: <http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name>
 Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB
 -URI <https://asc.fasb.org/1943274/2147482765/220-10-50-6>
 Reference 10:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name>
 Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147483443/250-10-50-3>
 Reference 11:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name>
 Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2)-
 Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-1>
 Reference 12: <http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name>
 Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph
 (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480175/815-40-65-1>
 Reference 13: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name>
 Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB
 -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-8>
 Reference 14:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name>
 Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a)-
 Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-11>
 Reference 15: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name>
 Accounting Standards Codification -Section 50 -Paragraph 11 -
 Subparagraph (b) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147483443/250-10-50-11>
 Reference 16:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name>
 Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147483443/250-10-50-4>
 Reference 17:
<http://www.xbrl.org/2003/role/exampleRef-Topic 946-SubTopic 830-Name>
 Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147479168/946-830-55-10>
 Reference 18:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name>
 Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147479105/946-220-45-7>
 Reference 19:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name>
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 210.7-04(18)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>
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 Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147479134/946-220-S99-1>
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<http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name>
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 210.6-09(1)(d)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>
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 Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>
 Reference 23:
<http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name>

Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 24:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 470 -SubTopic 10 -Name>
Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 25:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 470 -SubTopic 10 -Name>
Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 26:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 470 -SubTopic 10 -Name>
Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 27:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 470 -SubTopic 10 -Name>
Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 28:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 470 -SubTopic 10 -Name>
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<https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 29:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 470 -SubTopic 10 -Name>
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<https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 30:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 470 -SubTopic 10 -Name>
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<https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 31:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 470 -SubTopic 10 -Name>
Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 32:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 260 -SubTopic 10 -Name>
Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482689/260-10-45-60B>Reference 33:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 205 -SubTopic 20 -Name>
Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-7>Reference 34:
<http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230 -SubTopic 10 -Name>
Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 35:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 220 -SubTopic 10 -Name>
Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-1A>Reference 36:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 220 -SubTopic 10 -Name>
Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147482790/220-10-45-1B>Reference 37:
<http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942 -SubTopic 220 -Name>
Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478524/942-220-S99-1>

+ Details

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

- Definition

Amount of expense charged against earnings to allocate the cost of tangible and intangible assets over their remaining economic lives, classified as other.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph \(b\)-SubTopic 10-Topic 230-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph (b)-SubTopic 10-Topic 230-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(3\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(3))-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 360-SubTopic 10-Section 50-Paragraph 1-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482099/360-10-50-1](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 360-SubTopic 10-Section 50-Paragraph 1-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482099/360-10-50-1)

+ Details

Name:us-gaap_OtherDepreciationAndAmortization Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The aggregate amount of cash outflow for loans purchased and created with the intention to resell them in the near future.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Name Accounting Standards Codification -Section 45 -Paragraph 21 -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-21>

+ Details

Name:us-gaap_PaymentsForOriginationAndPurchasesOfLoansHeldForSale Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The net cash outflow or inflow for the increase (decrease) in the beginning and end of period of loan and lease balances which are not originated or purchased specifically for resale. Includes cash payments and proceeds associated with (a) loans held-for-investment, (b) leases held-for-investment, and (c) both.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 942 -SubTopic 230 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479024/942-230-45-1>

+ Details

Name:us-gaap_PaymentsForProceedsFromLoansAndLeases Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of cash (inflow) outflow from investing activities classified as other.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-13-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147482740/230-10-45-13>Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef-Name-Accounting-Standards-Codification-Section-45-Paragraph-12-SubTopic-10-Topic-230-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147482740/230-10-45-12>

+ Details

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

-Definition

The cash outflow to reacquire common stock during the period.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-15-Subparagraph-\(a\)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147482740/230-10-45-15](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-15-Subparagraph-(a)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147482740/230-10-45-15)

+ Details

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

-Definition

Amount of cash outflow in the form of ordinary dividends to common shareholders of

the parent entity.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 15-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-15](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 15-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-15)

+ Details

Name:us-gaap_PaymentsOfDividendsCommonStock Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of cash outflow to acquire investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale).

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 11-Publisher FASB-URI https://asc.fasb.org/1943274/2147481830/320-10-45-11>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 45-Paragraph 13-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-13](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 45-Paragraph 13-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-13)Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 11-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-11>

+ Details

Name:us-gaap_PaymentsToAcquireAvailableForSaleSecuritiesDebt Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type: duration

-Definition

Amount of cash outflow to acquire Federal Home Loan Bank (FHLB) stock.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-13-Subparagraph-\(b\)-Publisher-FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-13-Subparagraph-(b)-Publisher-FASB-URI) <https://asc.fasb.org/1943274/2147482740/230-10-45-13>

+ Details

Name:us-gaap_PaymentsToAcquireFederalHomeLoanBankStock Namespace Prefix: us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type: duration

-Definition

Amount of cash outflow for payment of premium on corporate-owned life insurance policy, classified as investing activities. Includes, but is not limited to, bank-owned life insurance policy.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-13-Publisher-FASB-URI> <https://asc.fasb.org/1943274/2147482740/230-10-45-13>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-45-Paragraph-21C-SubTopic-10-Topic-230-Publisher-FASB-URI> <https://asc.fasb.org/1943274/2147482740/230-10-45-21C>

+ Details

Name:us-gaap_PaymentsToAcquireLifeInsurancePolicies Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 13-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-13](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 13-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-13)

+ Details

Name:us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The cash inflow from the additional capital contribution to the entity.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 14-Subparagraph \(a\)-SubTopic 10-Topic 230-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-14](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 14-Subparagraph (a)-SubTopic 10-Topic 230-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-14)

+ Details

Name:us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

-Definition

The cash inflow during the period from additional borrowings in aggregate debt. Includes proceeds from short-term and long-term debt.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-14-Subparagraph-\(b\)-Publisher-FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-14-Subparagraph-(b)-Publisher-FASB-URI) <https://asc.fasb.org/1943274/2147482740/230-10-45-14>

+ Details

Name:us-gaap_ProceedsFromIssuanceOfDebt Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

-Definition

Amount of cash inflow for proceeds from settlement of corporate-owned life insurance policy, classified as investing activities. Includes, but is not limited to, bank-owned life insurance policy.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-12-Publisher-FASB-URI> <https://asc.fasb.org/1943274/2147482740/230-10-45-12> Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-45-Paragraph-21C-SubTopic-10-Topic-230-Publisher-FASB-URI> <https://asc.fasb.org/1943274/2147482740/230-10-45-21C>

+ Details

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

- Definition

Amount of cash inflow from maturity, prepayment and call of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale).

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 11-Publisher FASB-URI https://asc.fasb.org/1943274/2147481830/320-10-45-11>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 11-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-11>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 12-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-12](http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 12-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-12)

+ Details

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

- Definition

Amount of cash inflow from sale of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale).

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 11-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147481830/320-10-45-11>
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 9-Subparagraph \(a\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 9-Subparagraph (a)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-9>
Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 45-Paragraph 12-Subparagraph \(a\)-Publisher FASB](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 45-Paragraph 12-Subparagraph (a)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-12>
Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 11-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-11>

+ Details

Name:us-gaap_ProceedsFromSaleOfAvailableForSaleSecuritiesDebt_Namespace

Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type: duration

-Definition

Amount of cash inflow from sale of Federal Home Loan Bank (FHLB) stock.

+References

**Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 12-Subparagraph \(b\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 12-Subparagraph (b)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147482740/230-10-45-12>**

+Details

Name:us-gaap_ProceedsFromSaleOfFederalHomeLoanBankStock Namespace Prefix: us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type: duration

-Definition

The cash inflow resulting from the sale of loans classified as held-for-sale, including proceeds from loans sold through mortgage securitization.

+References

**Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 16-Subparagraph \(a\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 16-Subparagraph (a)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147482740/230-10-45-16>****Reference 2:**
**<http://www.xbrl.org/2009/role/commonPracticeRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 21-Publisher FASB-URI>
<https://asc.fasb.org/1943274/2147482740/230-10-45-21>**

+ Details

Name:us-gaap_ProceedsFromSaleOfLoansHeldForSale Namespace Prefix:us-gaap_
Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The cash inflow from the sale of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 12-Subparagraph \(c\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 12-Subparagraph (c)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-12>

+ Details

Name:us-gaap_ProceedsFromSaleOfPropertyPlantAndEquipment Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of credit loss expense (reversal of expense) for financing receivable.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph \(b\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph (b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479319/326-20-50-13>
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(11\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(11))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478524/942-220-S99-1>

+ Details

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

- Definition

Amount of cash outflow for short-term and long-term debt. Excludes payment of lease obligation.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 15-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-15](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 15-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-15)

+ Details

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

- Definition

Amount of increase in right-of-use asset obtained in exchange for operating lease liability.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 53-Publisher FASB-URI https://asc.fasb.org/1943274/2147479589/842-20-55-53>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph \(g\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-4](http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph (g)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-4)

+ Details

Name:us-gaap_RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability

Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit

Period Type:duration

- Definition

Amount of noncash expense for share-based payment arrangement.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name_Accounting_Standards_Codification-Section_45-Paragraph_28-Subparagraph_\(a\)-SubTopic_10-Topic_230-](http://fasb.org/us-gaap/role/ref/legacyRef-Name_Accounting_Standards_Codification-Section_45-Paragraph_28-Subparagraph_(a)-SubTopic_10-Topic_230-Publisher_FASB-URI_https://asc.fasb.org/1943274/2147482740/230-10-45-28)

Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>

+ Details

Name:us-gaap_ShareBasedCompensation Namespace Prefix:us-gaap_ Data Type:

xbrli:monetaryItemType Balance Type:debit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_SupplementalCashFlowInformationAbstract Namespace Prefix:

us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML

21-R7.htm IDEA: XBRL DOCUMENT

<u>CONSOLIDATED</u>	<u>TotalAdjustmentCommonAdditionalAdditional</u>	<u>RetainedRetained</u>		
<u>STATEMENTS OF</u>	<u>due to the Stock</u>	<u>Paid-in Paid-in</u>	<u>EarningsEarnings</u>	
<u>CHANGES IN</u>	<u>adoption of</u>	<u>Capital Capital</u>	<u>Adjustment</u>	
<u>SHAREHOLDERS'</u>	<u>ASU 2023-</u>	<u>Adjustment</u>	<u>due to the</u>	
<u>EQUITY - USD (\$)</u>	<u>02</u>	<u>due to the</u>	<u>adoption of</u>	
<u>\$ in Thousands</u>		<u>adoption of</u>	<u>ASU 2023-</u>	
		<u>ASU 2023-</u>	<u>02</u>	
		<u>02</u>		
<u>Beginning balances at Dec. 31, 2022</u>	<u>\$ 617,390</u>	<u>\$ 1,456</u>	<u>\$ 302,763</u>	<u>\$ 526,727</u>
<u>\$ (208,689)</u>	<u>\$ (6,279)</u>	<u>\$ 1,412</u>	<u>Beginning balances (Accounting Standards Update 2022-</u>	
<u>02) at Dec. 31, 2022</u>	<u>\$ (65)</u>	<u>\$ (65)</u>	<u>Increase (Decrease) in Stockholders' Equity</u>	
<u>[Roll Forward]</u>	<u>Net income attributable to noncontrolling interests and</u>			
<u>Tompkins Financial Corporation</u>	<u>27,918</u>	<u>27,856</u>	<u>62</u>	<u>Other comprehensive income</u>
<u>(loss)</u>	<u>13,169</u>	<u>13,169</u>	<u>Total Comprehensive Income</u>	<u>41,087</u>
			<u>Cash dividends</u>	

~~(17,423) (17,423) Net exercise of stock options(118) (118) Common stock repurchased and returned to unissued status(6,378) (11)(6,367) Stock-based compensation expense2,155 2,155 Directors deferred compensation plan0 (94) 94 Restricted stock activity(207) (1)(206) Ending balances at Jun. 30, 2023 636,441 1,444298,133 537,095 (195,520)(6,185)1,474Beginning balances at Dec. 31, 2022617,390 1,456302,763 526,727 (208,689)(6,279)1,412Beginning balances (Accounting Standards Update 2022-02) at Dec. 31, 2022 (65) (65) Ending balances at Dec. 31, 2023\$ 669,934 1,444297,183 501,510 (125,005)(6,610)1,412 Ending balances (Accounting Standards Update 2023-02) at Dec. 31, 2023 \$ (71) \$ (71) Increase (Decrease) in Stockholders' Equity [Roll Forward] Accounting Standards Update [Extensible Enumeration]Accounting Standards Update 2023-02 Beginning balances at Mar. 31, 2023\$ 649,765 1,456303,357 537,331 (187,846) (5,976)1,443Increase (Decrease) in Stockholders' Equity [Roll Forward] Net income attributable to noncontrolling interests and Tompkins Financial Corporation 8,506 8,475 31Other comprehensive income (loss)(7,674) (7,674) Total Comprehensive Income832 Cash dividends(8,711) (8,711) Net exercise of stock options(10) (10) Common stock repurchased and returned to unissued status(6,378) (11)(6,367) Stock-based compensation expense1,110 1,110 Directors deferred compensation plan0 209 (209) Restricted stock activity(167) (1)(166) Ending balances at Jun. 30, 2023636,441 1,444298,133 537,095 (195,520)(6,185)1,474Beginning balances at Dec. 31, 2023669,934 1,444297,183 501,510 (125,005)(6,610)1,412Increase (Decrease) in Stockholders' Equity [Roll Forward] Net income attributable to noncontrolling interests and Tompkins Financial Corporation32,616 32,554 62Other comprehensive income (loss) (10,665) (10,665) Total Comprehensive Income21,951 Cash dividends (17,427) (17,427) Treasury stock activity107 81 26 Stock-based compensation expense1,715 1,715 Directors deferred compensation plan0 (228) 228 Restricted stock activity(105) (1)(104) Partial repurchase of noncontrolling interest(11) (11)Ending balances at Jun. 30, 2024676,093 1,443298,647 516,566 (135,670)(6,356)1,463Beginning balances at Mar. 31, 2024669,338 1,444297,790 509,668 (134,816)(6,180)1,432Increase (Decrease) in Stockholders' Equity [Roll Forward] Net income attributable to noncontrolling interests and Tompkins Financial Corporation15,713 15,682 31Other comprehensive income (loss)(854) (854) Total Comprehensive Income14,859 Cash dividends(8,784) (8,784) Treasury stock activity54 40 14 Stock-based compensation expense731 731 Directors deferred compensation plan0 190 (190) Restricted stock activity(105) (1)(104) Ending balances at Jun. 30, 2024\$ 676,093 \$ 1,443\$ 298,647 \$ 516,566 \$ (135,670)\$ (6,356)\$ 1,463~~
-Definition

Indicates amendment to accounting standards.

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[illegible]

[illegible]

+ Details

**Name:us-gaap_AccountingStandardsUpdateExtensibleList Namespace Prefix:
us-gaap_ Data Type:enum2:enumerationSetItemType Balance Type:na Period Type:
duration**

- Definition

**Amount of increase to additional paid-in capital (APIC) for recognition of cost for
award under share-based payment arrangement.**

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+ Details

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

- Definition

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

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~~**Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-**~~
~~**1AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10**~~
~~**-Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph**~~
~~**(b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-**~~
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~~**https://asc.fasb.org/1943274/2147481175/810-10-55-4K**~~

+ Details

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

- Definition

Amount of paid and unpaid common stock dividends declared with the form of
settlement in cash.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-505-SubTopic-10-
Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph
\(SX 210.3-04\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-
10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-505-SubTopic-10-Name-Accounting-Standards-Codification-Section-S99-Paragraph-1-Subparagraph-(SX-210.3-04)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+ Details

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

- Definition

A roll forward is a reconciliation of a concept from the beginning of a period to the
end of a period.

[+ References](#)

No definition available.

[+ Details](#)

*Name:us-gaap_IncreaseDecreaseInStockholdersEquityRollForward Namespace
Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:
duration*

[- Definition](#)

Decrease in noncontrolling interest (for example, but not limited to, redeeming or purchasing the interests of noncontrolling shareholders, issuance of shares (interests) by the non-wholly owned subsidiary to the parent entity for other than cash, and a buyback of shares (interest) by the non-wholly owned subsidiary from the noncontrolling interests).

[+ References](#)

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[+ Details](#)

Name:us-gaap_MinorityInterestDecreaseFromRedemptions Namespace Prefix:

us-gaap_Data Type:xbri:monetaryItemType Balance Type:debit Period Type: duration

-Definition

Amount after tax and reclassification adjustments of other comprehensive income (loss).

+References

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[+ Details](#)

Name:us-gaap_OtherComprehensiveIncomeLossNetOfTax Namespace Prefix:

us-gaap_Data Type:xbri:monetaryItemType Balance Type:credit Period Type: duration

-Definition

The consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest.

+References

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Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 9-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-9>

Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(g\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (g)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)

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Accounting Standards Codification -Section 50-Paragraph 1A-Subparagraph (a)(1)-
Publisher FASB-URI https://asc.fasb.org/1943274/2147481203/810-10-50-
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Subparagraph (c)(1)-Publisher FASB-URI
https://asc.fasb.org/1943274/2147481203/810-10-50-1A~~

+ Details

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

- Definition

Value, after forfeiture, of shares granted under share-based payment arrangement.
Excludes employee stock ownership plan (ESOP).

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+ Details

Name:us-gaap_StockGrantedDuringPeriodValueSharebasedCompensation

Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit

Period Type:duration

- Definition

Value of stock related to Restricted Stock Awards issued during the period, net of the stock value of such awards forfeited.

+ References

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+ Details

Name:us-gaap_StockIssuedDuringPeriodValueRestrictedStockAwardNetOfForfeitures

Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit

Period Type:duration

- Definition

Value of stock issued as a result of the exercise of stock options.

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Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards>

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+ Details

Name:us-gaap_StockIssuedDuringPeriodValueStockOptionsExercised_Namespace

Prefix:us-gaap_Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Value of treasury shares or units reissued. Excludes reissuance of shares or units in treasury for award under share-based payment arrangement.

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+ Details

Name:us-gaap_StockIssuedDuringPeriodValueTreasuryStockReissued Namespace
Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:
duration

- Definition

Equity impact of the value of stock that has been repurchased during the period and has not been retired and is not held in treasury. Some state laws may mandate the circumstances under which an entity may acquire its own stock and prescribe the accounting treatment therefore. This element is used when state law does not recognize treasury stock.

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+ Details

Name:us-gaap_StockRepurchasedDuringPeriodValue Namespace Prefix:us-gaap_
Data Type:xbli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

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

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Reference 36: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 505-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147478448/946-505-50-3>

Reference 37: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-04\(19\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-04(19))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1)

Reference 38: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.6-05\(4\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.6-05(4))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2)

Reference 39: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(4\)\(b\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(4)(b))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3)

Reference 40: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(6\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(6))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3)

Reference 41: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(7\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(7))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3)

Reference 42: [http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

Reference 43: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(g)(1)(ii))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)

Reference 44: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481687/323-10-50-3](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481687/323-10-50-3)

Reference 45: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph \(f\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph (f)-Publisher FASB-URI)

~~<https://asc.fasb.org/1943274/2147482907/825-10-50-28>Reference 46:~~
~~<http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 810-SubTopic 10-Section 45-Paragraph 15-Publisher FASB-URI>~~
~~<https://asc.fasb.org/1943274/2147481231/810-10-45-15>Reference 47:~~
~~<http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 810-SubTopic 10-Section 45-Paragraph 16-Publisher FASB-URI>~~
~~<https://asc.fasb.org/1943274/2147481231/810-10-45-16>Reference 48:~~
~~<http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 810-SubTopic 10-Section 55-Paragraph 4I-Publisher FASB-URI>~~
~~<https://asc.fasb.org/1943274/2147481175/810-10-55-4I>Reference 49:~~
~~[http://www.xbrl.org/2003/role/disclosureRef-Topic 350-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(b\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 350-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (b)-Publisher FASB-URI)~~
~~<https://asc.fasb.org/1943274/2147476166/350-60-65-1>~~

[+ Details](#)

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

[-Details](#)

~~Name:us-gaap_AdjustmentsForNewAccountingPronouncementsAxis=us-gaap_Account
Namespace Prefix: Data Type:na Balance Type: Period Type:~~

[-Details](#)

~~Name:us-gaap_AdjustmentsForNewAccountingPronouncementsAxis=us-gaap_Account
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 22 R8.htm IDEA:
XBRL DOCUMENT~~

~~CONSOLIDATED STATEMENTS OF CHANGES IN~~	~~3 Months~~	~~6 Months~~
~~SHAREHOLDERS' EQUITY (Parenthetical) - \$ / shares~~	~~Ended~~	~~Ended~~
~~Jun. 30, 2024~~		
~~Jun. 30, 2023~~		
~~Jun. 30, 2024~~		
~~Jun. 30, 2023~~		

~~Statement of Stockholders' Equity [Abstract]—Cash dividends (in dollars per share)
\$ 0.61\$ 0.60\$ 1.21\$ 1.20Net exercise of stock options (in shares) 315 1,824Common
stock repurchased and returned to unissued status (in shares) 108,219 108,219
Treasury stock issued (in shares) 1,090 1,990 Directors deferred compensation plan
(in shares) 3,933 3,386(3,687) 4,484Restricted stock activity (in shares) 10,905 6,341
12,706 7,933~~

[-Definition](#)

~~Aggregate dividends declared during the period for each share of common stock
outstanding.~~

[+ References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+ Details

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

-References

No definition available.

+ Details

Name:us-gaap_StatementOfStockholdersEquityAbstract Namespace Prefix:us-gaap_ Data Type:xbtli:stringItemType Balance Type:na Period Type:duration

-Definition

Number of shares issued during the period related to Restricted Stock Awards, net of any shares forfeited.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(28\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(28))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesRestrictedStockAwardNetOfForfeiture
Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period
Type:duration

- Definition

Number, after forfeiture, of shares or units issued under share-based payment arrangement. Excludes shares or units issued under employee stock ownership plan (ESOP).

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(28\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(28))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesShareBasedCompensation

Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period Type:duration

- Definition

Number of share options (or share units) exercised during the current period.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(28\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(29\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iv\)\(02\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 ->

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised Namespace
Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:
duration

-Definition

Number of treasury shares or units reissued. Excludes reissuance of shares or units in treasury for award under share-based payment arrangement.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2>
Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic> 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>
Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic> 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480008/505-10-S99-1>

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesTreasuryStockReissued Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Number of shares that have been repurchased during the period and have not been retired and are not held in treasury. Some state laws may govern the circumstances under which an entity may acquire its own stock and prescribe the accounting treatment therefore. This element is used when state law does not recognize treasury stock.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards

~~Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478448/946-505-50-2>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479886/946-10-S99-3>Reference 7: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480008/505-10-S99-1>~~

[+ Details](#)

~~Name:us-gaap_StockRepurchasedDuringPeriodShares Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration XML 23 R9.htm IDEA: XBRL DOCUMENT Business 6 Months Ended Jun. 30, 2024 Organization, Consolidation and Presentation of Financial Statements [Abstract] BusinessBusiness~~

~~Tompkins Financial Corporation ("Tompkins" or the "Company") is headquartered in Ithaca, New York and is registered as a Financial Holding Company with the Federal Reserve Board under the Bank Holding Company Act of 1956, as amended. The Company is a locally oriented, community-based financial services organization that offers a full array of products and services, including commercial and consumer banking, leasing, trust and investment management, financial planning and wealth management, and insurance services. At June 30, 2024, the Company had one wholly-owned banking subsidiary, Tompkins Community Bank. Tompkins Community Bank provides a full array of trust and wealth management services under the Tompkins Financial Advisors brand, including investment management, trust and estate, financial and tax planning as well as life, disability and long-term care insurance services. The Company also has a wholly-owned insurance agency subsidiary, Tompkins Insurance Agencies, Inc. ("Tompkins Insurance"). The Company's principal offices are located at 118 E. Seneca Street, Ithaca, New York, 14850, and its telephone number is (888) 503-5753. The Company's common stock is traded on the NYSE American under the symbol "TMP."~~

~~As a registered financial holding company, the Company is regulated under the Bank Holding Company Act of 1956 ("BHC Act"), as amended and is subject to examination and comprehensive regulation by the Federal Reserve Board ("FRB"). The Company is also subject to the jurisdiction of the Securities and Exchange Commission ("SEC") and is subject to disclosure and regulatory requirements under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. The Company is subject to the rules of the NYSE American for listed companies.~~

~~Tompkins Community Bank is subject to examination and comprehensive regulation by various regulatory authorities, including the Federal Deposit Insurance Corporation ("FDIC") and the New York State Department of Financial Services ("NYDFS"). Each of these agencies issues regulations and requires the filing of reports describing the activities and financial condition of the entities under its jurisdiction. Likewise, such agencies conduct examinations on a recurring basis to evaluate the safety and soundness of the institutions, and to test compliance with various regulatory requirements, including: consumer protection, privacy, fair lending, the Community Reinvestment Act, the Bank Secrecy Act, sales of non-deposit investments, electronic data processing, and trust department activities. These agencies also examine and regulate the trust business of Tompkins Community Bank.~~

~~Tompkins Insurance is subject to examination and regulation by the NYDFS and the Pennsylvania Insurance Department.~~

[- References](#)

~~No definition available.~~

[+ Details](#)

~~Name:us-gaap_OrganizationConsolidationAndPresentationOffinancialStatementsAbs Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period~~

Type:duration

-Definition

The entire disclosure for organization, consolidation and basis of presentation of financial statements disclosure.

+References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147480424/946-10-50-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147480424/946-10-50-2>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 810-Name Accounting Standards Codification-Publisher FASB-URI https://asc.fasb.org/810/tableOfContent>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 205-Name Accounting Standards Codification-Publisher FASB-URI https://asc.fasb.org/205/tableOfContent>

+Details

Name:us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsDisc Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 24 R10.htm IDEA: XBRL DOCUMENT Basis of Presentation6 Months Ended Jun. 30, 2024 Accounting Policies [Abstract] **Basis of PresentationBasis of Presentation**

The unaudited consolidated financial statements included in this quarterly report do not include all of the information and footnotes required by U.S. Generally Accepted Accounting Principles ("GAAP") for a full year presentation and certain disclosures have been condensed or omitted in accordance with rules and regulations of the SEC. In the application of certain accounting policies, management is required to make assumptions regarding the effect of matters that are inherently uncertain. These estimates and assumptions affect the reported amounts of certain assets, liabilities, revenues, and expenses in the unaudited consolidated financial statements. Different amounts could be reported under different conditions, or if different assumptions were used in the application of these accounting policies. The accounting policy that management considers critical in this respect is the determination of the allowance for credit losses.

In management's opinion, the unaudited consolidated financial statements reflect all adjustments of a normal recurring nature. The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for the full year ended December 31, 2024. The unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

Cash and cash equivalents in the consolidated statements of cash flow include cash and noninterest bearing balances due from banks, interest-bearing balances due from banks, and money market funds. Management regularly evaluates the credit risk associated with the counterparties to these transactions and believes that the Company is not exposed to any significant credit risk on cash and cash equivalents.

The Company has evaluated subsequent events for potential recognition and/or disclosure, and determined that no further disclosures were required.
The consolidated financial information included herein combines the results of operations, the assets, liabilities, and shareholders' equity of the Company and its subsidiaries. Amounts in the prior periods' unaudited consolidated financial statements are reclassified when necessary to conform to the current periods' presentation. All significant intercompany balances and transactions are eliminated in consolidation.

Newly Adopted Accounting Standards

ASU No. 2023-02, "Investments – Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method." This update will allow reporting entities to consistently account for equity investments made primarily for the purpose of receiving income tax credits or other income tax benefits. This update applies this to all reporting entities that hold (1) tax equity investments that meet the conditions for and elect to account for them using the proportional amortization method or (2) an investment in a low income housing tax credit ("LIHTC") structure through a limited liability entity that is not accounted for using the proportional amortization method and to which certain LIHTC specific guidance removed from Subtopic 323-740 has been applied. Additionally, the disclosure requirements apply to investments that generate income tax credits and other income tax benefits from a tax credit program for which the entity has elected to apply the proportional amortization method (including investments within that elected program that do not meet the conditions to apply the proportional amortization method). The amendments in this Update permit reporting entities to elect to account for their tax equity investments, regardless of the tax credit program from which the income tax credits are received, using the proportional amortization method if certain conditions are met. ASU 2023-02 is effective for fiscal years beginning after December 15, 2023 and interim periods in those years. The adoption of ASU 2023-02 on January 1, 2024 did not have a material effect on the Company's financial statements.

Transition for existing tax credits that qualify must be recognized using either a modified retrospective transition or a retrospective transition for all existing tax investments still expected to provide tax benefits and elected under ASU 2023-02 to apply the proportional amortization method. The Company has elected to treat all existing tax credit investments requiring adjustment under ASU 2023-02 using the modified retrospective method approach.

The Company currently has recorded investments in 2 separate LIHTC structures as of June 30, 2024 totaling \$2.2 million already using proportional amortization with a \$32,000 benefit recorded to income tax expense in the six months ending June 30, 2024 and \$27,000 benefit for the six months ending June 30, 2023. In addition, the Company has a historic rehabilitation tax credit that was previously recorded using the equity investment accounting method and had no residual book value or financial impact in either the current or prior year. The ASU 2023-02 day 1 adoption entry for this tax credit included the recording of a \$40,000 investment and the write-off of a \$444,000 gross timing difference (tax effective at \$111,000) with a corresponding \$71,000 reduction to retained earnings.

The Company has also elected to treat the following categories of tax credit investments under the proportional amortization method:

- *LIHTC-Low Income Housing Tax Credits*
- *New Market Tax Credits*
- *Historic Rehabilitation Tax Credit*
- *Renewable Energy Tax Credit*
- *State Specific Tax Credits*

Accounting Standards Pending Adoption

ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." The amendments in this Update improve financial reporting by requiring disclosure of incremental segment information on an annual and interim basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2024 and interim periods in those years, and its adoption is not expected to have a significant effect on our financial statements or disclosures.

ASU No. 2023-09, "Income Taxes (Topic 740) – Improvements to Income Tax Disclosures." The amendments in this Update related to the rate reconciliation and income taxes paid disclosures improve the transparency of income tax disclosures by requiring (1) consistent categories and greater disaggregation of information in the rate reconciliation and (2) income taxes paid disaggregated by jurisdiction. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 and interim periods in those years. Tompkins is currently evaluating the potential impact of ASU 2023-09 on our consolidated financial statements.

The Company reviews new accounting standards as issued. Management has not identified any other new standards that it believes will have a significant impact on the Company's financial statements.

-References

No definition available.

+ Details

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

-Definition

The entire disclosure for the basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS).

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 235-Name Accounting Standards Codification-Publisher FASB-URI https://asc.fasb.org/235/tableOfContent>

+ Details

Name:us-gaap_BasisOfAccounting Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 25 R11.htm IDEA: XBRL DOCUMENT Securities 6 Months Ended Jun. 30, 2024

Investments, Debt and Equity Securities [Abstract] SecuritiesSecurities

Available-for-Sale Debt Securities
The following tables summarize available-for-sale debt securities held by the Company at June 30, 2024 and December 31, 2023:

Available-for-Sale Debt Securities June 30, 2024 Amortized Cost
Gross Unrealized Gains

Gross Unrealized Losses

Fair Value (in thousands) U.S. Treasuries \$114,800 \$60 \$4,982 \$109,886. Obligations of U.S. Government-sponsored entities 442,952 2,937 23,232 422,677. Obligations of U.S. states and political subdivisions 88,563 2 10,089 78,476. Mortgage-backed securities—residential, issued by U.S. Government agencies 45,419 4 5,311 40,112. U.S. Government-sponsored entities 769,723 1,108 106,891 663,940. U.S. corporate debt securities 2,500 0 132 2,367. Total available-for-sale debt securities \$1,463,965 \$4,110 \$150,617 \$1,317,458.

Available-for-Sale Debt Securities December 31, 2023 Amortized Cost
Gross Unrealized Gains

Gross Unrealized Losses

Fair Value (in thousands) U.S. Treasuries \$114,418 \$495 \$5,009 \$109,904. Obligations of U.S. Government-sponsored entities 472,286 6,449 22,277 456,456. Obligations of U.S. states and political subdivisions 89,999 2 8,077 81,924. Mortgage-backed securities—residential, issued by U.S. Government agencies 49,976 0 4,744 45,240. U.S. Government-sponsored entities 619,303 2,422 100,895 720,830. U.S. corporate debt securities 2,500 0 206 2,294. Total available-for-sale debt securities \$1,346,482 \$9,376 \$143,208 \$1,193,650.

Held-to-Maturity Debt Securities
The following tables summarize held-to-maturity debt securities held by the Company at June 30, 2024 and December 31, 2023:

Held-to-Maturity Debt Securities June 30, 2024 Amortized Cost
Gross Unrealized Gains

Gross Unrealized Losses

Fair Value (in thousands) U.S. Treasuries \$86,157 \$0 \$12,181 \$73,976. Obligations of U.S. Government-sponsored entities 226,273 0 35,661 190,612. Total held-to-maturity debt securities \$312,430 \$0 \$47,842 \$264,588.
Held-to-Maturity Debt Securities December 31, 2023 Amortized Cost
Gross Unrealized Gains

Gross Unrealized Losses

Fair Value (in thousands) U.S. Treasuries \$86,266 \$0 \$11,051 \$75,215. Obligations of U.S. Government-sponsored entities 226,135 0 33,895 192,240. Total held-to-maturity debt securities \$312,401 \$0 \$44,946 \$267,455.

The Company may from time to time sell debt securities from its available-for-sale portfolio. Realized gains on sales of available-for-sale debt securities were \$0 for both the three and six months ended June 30, 2024 and June 30, 2023. Realized losses on sales of available-for-sale debt securities were \$0 for the three and six months ended June 30, 2024, and \$7.1 million for both the three and six months ended June 30, 2023. There were no sales of available-for-sale debt securities during the three and six months ended June 30, 2024, compared to \$80.9 million of available-for-sale debt securities sold during the three and six months ended June 30, 2023. Sales of available-for-sale debt securities were the result of general investment portfolio, interest rate risk and balance sheet management. Proceeds from the sale of available-for-sale debt securities were \$0 for the three and six months ended June 30, 2024 and \$73.8 million for the three and six months ended June 30, 2023. The Company's investment portfolio includes callable securities that may be called prior to maturity. There were no realized gains or losses on called available-for-sale debt securities for both the three and six months ended June 30, 2024 and June 30, 2023. The Company also recognized net losses of \$6,100 and \$20,400 for the three and six months ended June 30, 2024, respectively, compared to net losses of \$12,000 and net gains of \$1,000 for the three and six months ended June 30, 2023, respectively, on equity securities, reflecting the change in fair value.

The following table summarizes available-for-sale debt securities that had unrealized losses at June 30, 2024, and December 31, 2023:

June 30, 2024 Less than 12 Months 12 Months or Longer Total (in thousands) Fair Value Unrealized Losses Fair Value Unrealized Losses Fair Value Unrealized Losses U.S. Treasuries \$19,876 \$2 \$65,756 \$4,980 \$85,632 \$4,982. Obligations of U.S. Government-sponsored entities 30,993 14 \$14,490 23,198 244,483 23,212. Obligations of U.S. states and political subdivisions 2,236 0 76,125 10,089 78,361 10,089. Mortgage-backed securities—residential, issued by U.S. Government agencies 0 0 39,801 5,311 39,801 5,311. U.S. Government-sponsored entities 14,318 257 559,593 106,634 573,911 106,891. U.S. corporate debt securities 0 0 2,367 132 2,367 132. Total available-for-sale debt securities \$66,423 \$281 \$958,132 \$150,336. \$1,024,555 \$150,617.

December 31, 2023 Less than 12 Months 12 Months or Longer Total (in thousands) Fair Value Unrealized Losses Fair Value Unrealized Losses Fair Value Unrealized Losses U.S. Treasuries \$0 \$0 \$65,663 \$5,009 \$65,663 \$5,009. Obligations of U.S. Government-sponsored entities 14,453 110 \$20,913 22,167 235,386 22,277. Obligations of U.S. states and political subdivisions 10,572 106 69,601 7,071 80,173 8,077. Mortgage-backed securities—residential, issued by U.S. Government agencies 1,149 4 43,764 4,740 44,909 4,744. U.S. Government-sponsored entities 5,629 66 609,456 100,829 615,115 100,895. U.S. corporate debt securities 0 0 2,294 206 2,294 206. Total available-for-sale debt securities \$31,829 \$286.8 \$1,011,691 \$140,922 \$1,043,520 \$141,208.

The following table summarizes held-to-maturity debt securities that had unrealized losses at June 30, 2024 and December 31, 2023:

June 30, 2024 Less than 12 Months 12 Months or Longer Total (in thousands) Fair Value Unrealized Losses Fair Value Unrealized Losses Fair Value Unrealized Losses U.S. Treasuries \$0 \$0 \$73,976 \$12,181 \$73,976 \$12,181. Obligations of U.S. Government-sponsored entities 0 0 190,612 35,661 190,612 35,661. Total held-to-maturity debt securities \$0 \$0 \$264,588 \$47,842 \$264,588 \$47,842.

December 31, 2023 Less than 12 Months 12 Months or Longer Total (in thousands) Fair Value Unrealized Losses Fair Value Unrealized Losses Fair Value Unrealized Losses U.S. Treasuries \$0 \$0 \$75,215 \$11,051 \$75,215 \$11,051. Obligations of U.S. Government-sponsored entities 0 0 192,240 33,895 192,240 33,895. Total held-to-maturity debt securities \$0 \$0 \$267,455 \$44,946 \$267,455 \$44,946.

The Company evaluates available-for-sale debt securities for expected credit losses ("ECL") in unrealized loss positions at each measurement date to determine whether the decline in the fair value below the amortized cost basis (impairment) is due to credit-related factors or noncredit-related factors.

Factors that may be indicative of ECL include, but are not limited to, the following:

- Extent to which the fair value is less than the amortized cost basis.
- Adverse conditions specifically related to the security, an industry, or geographic area (changes in technology, business practice).
- Payment structure of the debt security with respect to underlying issuer or obligor.
- Failure of the issuer to make scheduled payment of principal and/or interest.
- Changes to the rating of a security or issuer by a nationally recognized statistical rating organization.
- Changes in tax or regulatory guidelines that impact a security or underlying issuer.

For available-for-sale debt securities in an unrealized loss position, the Company evaluates the securities to determine whether the decline in the fair value below the amortized cost basis (technical impairment) is the result of changes in interest rates or reflects a fundamental change in the credit worthiness of the underlying issuer. Any impairment that is not credit-related is recognized in other comprehensive income (loss), net of applicable taxes. Credit-related impairment is recognized as an allowance for credit losses ("ACL") on the Consolidated Statements of Condition, limited to the amount by which the amortized cost basis exceeds the fair value, with a corresponding adjustment to earnings. Both the ACL and the adjustment to net income may be reversed if conditions change.

Management measures expected credit losses on held-to-maturity debt securities on a collective basis by major security type with each type sharing similar risk characteristics and considers historical credit loss information that is adjusted for current conditions and reasonable and supportable forecasts. Management has made the accounting policy election to exclude accrued interest receivable on held-to-maturity debt securities from the estimate of credit losses. As of June 30, 2024, the held-to-maturity portfolio consisted of U.S. Treasury securities and securities issued by U.S. government-sponsored enterprises, including the Federal National Mortgage Agency, the Federal Home Loan Bank ("FHLB") and the Federal Farm Credit Banks Funding Corporation. U.S. Treasury securities are backed by the full faith and credit of and/or guaranteed by the U.S. government, and it is expected that the securities will not be settled at prices less than the amortized cost bases of the securities. Securities issued by U.S. government agencies or U.S. government-sponsored enterprises carry the explicit and/or implicit guarantee of the U.S. government, are widely recognized as "risk-free," and have a long history of zero credit loss. As such, the Company did not record an allowance for credit losses for these securities as of June 30, 2024 or December 31, 2023.

The gross unrealized losses reported for residential mortgage-backed securities relate to investment securities issued by U.S. government sponsored entities such as Federal National Mortgage Association, Federal Home Loan Mortgage Corporation, and U.S. government agencies such as Government National Mortgage Association. The total gross unrealized losses, shown in the tables above, were primarily attributable to changes in interest rates and levels of market liquidity, relative to when the investment securities were purchased, and not due to the credit-related quality of the investment securities. The Company does not have the intent to sell these securities and does not believe it is more likely than not that the Company will be required to sell these securities before a recovery of amortized cost.

The amortized cost and estimated fair value of debt securities by contractual maturity are shown in the following table. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. Mortgage-backed securities are shown separately since they are not due at a single maturity date.

June 30, 2024 (in thousands) Amortized Cost Fair Value Available-for-sale debt securities: Due in one year or less \$145,289 \$143,154. Due after one year through five years 246,804 234,189. Due after five years through ten years 234,401 216,769. Due after ten years 22,329 17,292. Total 648,823 613,406. Mortgage-backed securities \$15,142 704,052. Total available-for-sale debt securities \$1,463,965 \$1,317,458.

December 31, 2023 (in thousands) Amortized Cost Fair Value Available-for-sale debt securities: Due in one year or less \$99,242 \$98,650. Due after one year through five years 307,093 296,279. Due after five years through ten years 245,617 233,569. Due after ten years 27,251 22,062. Total 679,203 650,560. Mortgage-backed securities \$65,279 766,070. Total available-for-sale debt securities \$1,346,482 \$1,193,650.

June 30, 2024 (in thousands) Amortized Cost Fair Value Held-to-maturity debt securities: Due after five years through ten years \$312,430 \$264,588. Total held-to-maturity debt securities \$312,430 \$264,588.

maturity debt securities: Due after five years through ten years \$312,401 \$267,455. Total held-to-maturity debt securities \$312,401 \$267,455.

December 31, 2023 (in thousands) Amortized Cost Fair Value Held-to-

The Company also holds non-marketable Federal Home Loan Bank of New York ("FHLBNY") stock and non-marketable Atlantic Community Bankers Bank ("ACBB") stock, all of which are required to be held for regulatory purposes and for borrowing availability. The required investment in FHLB stock is tied to the Company's borrowing levels with the FHLB. Holdings of FHLBNY stock and ACBB stock totaled \$41.3 million and \$95,000, respectively, at June 30, 2024. These securities are carried at par, which is also cost. The FHLBNY continues to pay dividends and repurchase stock. Quarterly, we evaluate our investment in the FHLB for impairment. We evaluate recent and long-term operating performance, liquidity, funding and capital positions, stock repurchase history, dividend history and impact of legislative and regulatory changes. Based on our most recent evaluation, as of June 30, 2024, we determined that no

impairment write-downs were required.

[-References](#)

[No definition available.](#)

[+Details](#)

[Name:us-gaap_InvestmentsDebtAndEquitySecuritiesAbstract Namespace Prefix:](#)
[us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration](#)

[-Definition](#)

[The entire disclosure for investments in certain debt and equity securities.](#)

[+References](#)

[Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef-Topic 940-SubTopic 320-Name Accounting Standards Codification-Publisher FASB-URI https://asc.fasb.org/940-320/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef-Name Regulation S-K \(SK\)-Number 229-Section 1403-Paragraph b-Publisher SECReference 3: http://www.xbrl.org/2003/role/disclosureRef-Topic 320-Name Accounting Standards Codification-Publisher FASB-URI https://asc.fasb.org/320/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 10-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6B-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6BReference 6: http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6B-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6BReference 7: http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 320-Name Accounting Standards Codification-Publisher FASB-URI https://asc.fasb.org/942-320/tableOfContent](#)

[+ Details](#)

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Period Type:duration XML 26 R12.htm IDEA: XBRL DOCUMENT
Loans and Leases6 Months Ended
Jun. 30, 2024
Receivables [Abstract] Loans and Leases
Loans and LeasesThe Company recognized \$0 of interest income on nonaccrual loans
during the three and six months ended June 30, 2024 and 2023.

Loans and leases at June 30, 2024 and December 31, 2023 were as follows:

— (In thousands) **06/30/2024** 12/31/2023 Commercial and industrial—Agriculture **\$92,965** \$101,211 Commercial and industrial other **773,767** 721,890 PPP loans **254,404** Subtotal commercial and industrial **866,986** 823,505 Commercial real estate—Construction **337,361** 303,406 Agriculture **210,168** 221,670 Commercial real estate other **2,664,214** 2,587,591 Subtotal commercial real estate **3,211,743** 3,112,667 Residential real estate—Home equity **194,096** 180,946 Mortgages **1,377,376** 1,373,275 Subtotal residential real estate **1,571,472** 1,561,591 Consumer and other—Indirect **461,841** Consumer and other **102,591** 96,942 Subtotal consumer and other **102,592** 97,702 Less: **13,420** 15,303 **Total loans and leases** **5,766,682** 5,610,929 Less: unearned income and deferred costs and fees **(4,818)** (4,994) **Total loans and leases, net of unearned income and deferred costs and fees** **\$5,761,864** \$5,605,935

The Company has adopted comprehensive lending policies, underwriting standards and loan review procedures. Management reviews these policies and procedures on a regular basis. The Company discussed its lending policies and underwriting guidelines for its various lending portfolios in Note 3 — "Loans and Leases" in the Notes to Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. There have been no significant changes in these policies and guidelines since the date of that report. As such, these policies are reflective of new originations as well as those balances held at December 31, 2023. The Company's Board of Directors approves the lending policies at least annually. The Company recognizes that exceptions to policy guidelines may occasionally occur and has established procedures for approving exceptions to these policy guidelines. Management has also implemented reporting systems to monitor loan origination, loan quality, concentrations of credit, loan delinquencies and nonperforming loans and potential problem loans.

Loans are considered past due if the required principal and interest payments have not been received as of the date such payments are due. Generally loans are placed on nonaccrual status if principal or interest payments become 90 days or more past due and/or management deems the collectability of the principal and/or interest to be in question as well as when required by regulatory agencies. When interest accrual is discontinued, all unpaid accrued interest is reversed. Payments received on loans on nonaccrual are generally applied to reduce the principal balance of the loan. Loans are generally returned to accrual status when all the principal and interest amounts due are brought current, the borrower has established a payment history, and future payments are reasonably assured. When management determines that the collection of principal in full is not probable, management will charge off a partial amount or full amount of the loan balance. Management considers specific facts and circumstances relative to each individual credit in making such a determination. For residential and consumer loans, management uses specific regulatory guidance and thresholds for determining charge-offs.

The below tables are an age analysis of past due loans, segregated by class of loans, as of June 30, 2024 and December 31, 2023:

June 30, 2024 (in thousands) **30-59 Days 60-89 Days 90 Days or More Total**

Past Due Current Loans Total Loans Loans and Leases	Commercial and industrial	Agriculture	\$0	\$0	\$0	\$0	\$92,965	\$ 92,965																																																																						
254 254 Subtotal commercial and industrial	562 95	2 116	2 773	864 213	866 986	Commercial real estate—Construction	0 0 0	337 361	337 361	Agriculture	88 0 0	88	210 080	210 168	Commercial real estate other	1 101 93	41 589	42 783	2 621 431	2 664 214	Subtotal commercial real estate	1 189 93	41 589	42 871	3 168 872	3 211 743	Residential real estate—Home equity	694 72	1 833	2 599	191 497	194 096	Mortgages	1 602 444	7 060	5 106	1 360 270	1 377 376	Subtotal residential real estate	2 296 516	0 893	11 705	1 559 767	1 571 472	Consumer and other—Indirect	5 11 6	22 438	461	Consumer and other	350 169	326 845	101 746	102 591	Subtotal consumer and other	355 180	332 867	102 105	102 052	Less: unearned income and deferred costs and fees	0 0 0	13 420	13 420	Total loans and leases	4 402 884	52 930	58 216	5 700 466	5 766 682	Less: unearned income and deferred costs and fees	0 0 0	14 010	14 010	Total loans and leases, net of unearned income and deferred costs and fees	\$4 402 884	\$52 930	\$58 216	\$5 703 648	\$5 761 864

December 31, 2023 (in thousands) **30-59 Days 60-89 Days 90 Days or More Total Past Due Current Loans Total Loans Loans and Leases**

Commercial and industrial	Agriculture	\$0	\$0	\$0	\$0	\$101,211	\$101,211																													
Commercial and industrial other	389 887	2 124	3 400	718 490	721 890	PPP loans	0 0 0	404 404	Subtotal commercial and industrial	389 887	2 124	3 400	820 105	823 505	Commercial real estate—Construction	0 0 0	303 406	303 406	Agriculture	61 0 0	61	221 669	221 670	Commercial real estate other	290 0	25 056	25 346	2 562 245	2 587 591	Subtotal commercial real estate	351 0	25 056	25 407	3 087 260	3 112 667	Residential real

estate—Home equity466,211;1,968,264;5,185,671;188,316;Mortgages1,353,111;6,916,838;1,364,895;1,373,275;Subtotal residential real estate1,819,322;8,884,11,025;1,550,566;1,561,591;Consumer and other—Indirect7,111;29,812;841;Consumer and other262,121;270,694;96,248;96,942;Subtotal consumer and other305,123;291,123;97,060;97,782;Leases0;0;0;15,702;15,702;**Total loans and leases2,868,1,342,36,345,40,555,5,570,374,5,610,929;Less: unearned income and deferred costs and fees0;0;0;0;(4,994);(4,994);Total loans and leases, net of unearned income and deferred costs and fees\$2,868,\$1,342,\$36,345,\$40,555,\$5,565,380,\$5,605,935;**
The following tables present the amortized cost basis of loans on nonaccrual status and the amortized cost basis of loans on nonaccrual status for which there was no related allowance for credit losses. The below tables are an age analysis of nonaccrual loans segregated by class of loans, as of June 30, 2024 and December 31, 2023:

June 30, 2024 (In thousands) **Nonaccrual Loans and Leases with no ACL Nonaccrual Loans and Leases Loans and Leases Past Due Over 89 Days and Accruing Loans and Leases** Commercial and industrial Commercial and industrial other \$44,292 \$0 Subtotal commercial and industrial 44,292 0 Commercial real estate—Agriculture 0 137 0 Commercial real estate other 40,406 43,967 0 Subtotal commercial real estate 40,406 44,104 0 Residential real estate—Home equity 0 3,470 0 Mortgages 0 11,541 0 Subtotal residential real estate 0 15,011 0 Consumer and other—Indirect 0 22 0 Consumer and other 0 195 215 Subtotal consumer and other 0 217 215 **Total loans and leases \$40,450 \$62,253 \$215;**

December 31, 2023 (In thousands) **Nonaccrual Loans and Leases with no ACL Nonaccrual Loans and Leases Loans and Leases Past Due Over 89 Days and Accruing Loans and Leases** Commercial and industrial Commercial and industrial other \$0 \$2,253 \$0 Subtotal commercial and industrial 0 2,273 0 Commercial real estate—Agriculture 0 170 0 Commercial real estate other 42,038 44,280 0 Subtotal commercial real estate 42,038 44,450 0 Residential real estate—Home equity 0 3,230 0 Mortgages 0 11,942 0 Subtotal

residential real estate 0 15,172 0 Consumer and other—Indirect 0 40 0 Consumer and other 0 230 101 Subtotal consumer and other 0 270 101 **Total loans and leases \$42,038 \$62,165 \$101;**

-Definition

The entire disclosure for claims held for amounts due a company, excluding disclosure for allowance for credit losses. Examples include, but are not limited to, trade accounts receivables, notes receivables, loans receivables. Also excludes disclosure for financing receivables.

+References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic-310-SubTopic-10-Name-Accounting-Standards-Codification-Publisher-FASB-URI> <https://asc.fasb.org/310-10/tableOfContent>

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-References

No definition available.

+Details

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XBRL DOCUMENT
Allowance for Credit Losses6 Months Ended
Jun. 30, 2024
Receivables [Abstract] Allowance for Credit LossesAllowance for Credit Losses

-
Management reviews the appropriateness of the ACL on a regular basis. Management considers the accounting policy relating to the allowance to be a critical accounting policy, given the inherent uncertainty in evaluating the levels of the allowance required to cover credit losses in the portfolio and the material effect that assumptions could have on the Company's results of operations. The Company has developed a methodology to measure the amount of estimated credit loss exposure inherent in the loan portfolio to assure that an appropriate allowance is maintained. The Company's methodology is based upon guidance provided in SEC Staff Accounting Bulletin No. 119, Measurement of Credit Losses on Financial Instruments ("CECL"), and Financial Instruments—Credit Losses and ASC Topic 326, Financial Instruments—Credit Losses.

The Company uses a Discounted Cash Flow ("DCF") method to estimate expected credit losses for all loan segments excluding the leasing segment. For each of these loan segments, the Company generates cash flow projections at the instrument level wherein payment expectations are adjusted for estimated prepayment speed, curtailments, recovery lag, probability of default, and loss given default. The modeling of expected prepayment speeds, curtailment rates, and time to recovery are based on internal historical data.

The Company uses regression analysis of historical internal and peer data to determine suitable loss drivers to utilize when modeling lifetime probability of default and loss given default. This analysis also determines how expected probability of default and loss given default will react to forecasted levels of the loss drivers. For all loans utilizing the DCF method, management utilizes forecasts of national unemployment and a one year percentage change in national gross domestic product as loss drivers in the model.

For all DCF models, management has determined that four quarters represents a reasonable and supportable forecast period and reverts back to a historical loss rate over eight quarters on a straight-line basis. Management leverages economic projections from a reputable and independent third-party to inform its loss driver forecasts over the four-quarter forecast period. Other internal and external indicators of economic forecasts, and scenario weightings, are also considered by management when developing the forecast metrics.

Due to the size and characteristics of the leasing portfolio, the Company uses the remaining life method, using the historical loss rate of the commercial and industrial segment, to determine the allowance for credit losses.

The combination of adjustments for credit expectations and timing expectations produces an expected cash flow stream at the instrument level. Instrument effective yield is calculated, net of the impacts of prepayment assumptions, and the instrument expected cash flows are then discounted at that effective yield to produce a net present value of expected cash flows ("NPV"). An ACL is established for the difference between the NPV and amortized cost basis.

Since the methodology is based upon historical experience and trends, current conditions, and reasonable and supportable forecasts, as well as management's judgment, factors may arise that result in different estimates. While management's evaluation of the allowance as of June 30, 2024 considers the allowance to be appropriate, under certain conditions or assumptions, the Company would need to increase or decrease the allowance. In addition, various federal and State regulatory agencies, as part of their examination process, review the Company's allowance and may require the Company to recognize additions to the allowance based on their judgements and information available to them at the time of their examinations.

Loan Commitments and Allowance for Credit Losses on Off-Balance Sheet Credit Exposures

The following tables detail activity in the allowance for credit losses on loans for the three and six months ended June 30, 2024 and 2023. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories:

Three Months Ended June 30, 2024 (in thousands): Commercial & Industrial

Three Months Ended June 30, 2023 (In thousands): **Commercial & Industrial**

~~Six Months Ended June 30, 2024 (In thousands): Commercial & Industrial~~

Six Months Ended June 30, 2023 (In thousands): Commercial & Industrial

~~Six Months Ended June 30, (In thousands) 2024 2023~~ Liabilities for off-balance~~Six Months Ended June 30, (In thousands) 2024 2023~~ Liabilities for off-balance

~~es, and the related allowance for credit losses allocated to these loans:~~

(In thousands) Real Estate Business Assets Other Total ACL Allocation June
\$0 \$0 \$42,931 \$1,634

(In thousands) Real Estate Business Assets Other Total ACL Allocation
uses \$44,368 \$0 \$0 \$44,368 \$1,082

The Company adopted ASU 2022-02 Financial Instruments - Credit Losses (Topic 326) effective January 1, 2023. This standard eliminated the previous trouble debt restructuring accounting model and replaced it with guidance and disclosure requirements for identifying modifications to loans to borrowers experiencing financial difficulty. Modifications to borrowers experiencing financial difficulty may include interest rate reductions, principal or interest forgiveness, forbearances, term extensions, and other actions intended to minimize economic loss and to avoid foreclosure or repossession of collateral. The following table shows the amortized cost basis at June 30, 2024 of the loans modified to borrowers experiencing financial difficulty during the six months ended June 30, 2024, disaggregated by class of financing receivable and type of concession granted.

~~(In thousands) Term Extension Interest Rate Reduction Payment Delay and~~

~~The following table shows the aging analysis of loan modifications made to borrowers experiencing financial difficulty as of June 30, 2024.~~

June 30, 2024 Payment Status (Amortized Cost Basis) (In thousands)

June 30, 2024 (In thousands): **2024-2023-2022-2021-2020-Prior Revolving**

(In thousands) **2024** **2023** **2022** **2021** **2020** Prior Revolving Loans Amortized Cost

December 31, 2023 (In thousands) 2023 2022 2021 2020 2019 Prior

(In thousands) ~~2023~~ ~~2022~~ ~~2021~~ ~~2020~~ ~~2019~~ ~~Prior~~ ~~Revolving Loans~~ ~~Amortized Cos~~

-Definition

~~The entire disclosure for allowance for credit losses:~~

[+ References](#)

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 310-Publisher FASB-URI https://asc.fasb.org/310/tableOfContent>

[+ Details](#)

Name:us-gaap-AllowanceForCreditLossesTextBlock **Namespace Prefix:**us-gaap_ **Data Type:**dtr-types:textBlockItemType **Balance Type:**na **Period Type:**duration

[-References](#)

No definition available.

[+ Details](#)

Name:us-gaap_ReceivablesAbstract **Namespace Prefix:**us-gaap_ **Data Type:**xbrli:stringItemType **Balance Type:**na **Period Type:**duration **XML 28 R14.htm IDEA: XBRL DOCUMENT Earnings Per Share6 Months Ended Jun. 30, 2024 Earnings Per Share [Abstract] Earnings Per ShareEarnings Per Share**

Earnings per share in the table below, for the three and six month periods ended June 30, 2024 and 2023 are calculated under the two-class method as required by ASC Topic 260, Earnings Per Share (ASC 260). ASC 260 provides that unvested share-based payment awards that contain nonforfeitable rights to dividends are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. Prior to 2019, the Company issued restricted stock awards that contained such rights and are therefore considered participating securities. Since 2019, the Company has issued restricted stock awards that do not have nonforfeitable rights to dividends and are therefore not considered participating securities. Basic earnings per common share are calculated by dividing net income allocable to common stock by the weighted average number of common shares, excluding participating securities, during the period. Diluted earnings per common share include the dilutive effect of participating securities.

Three Months Ended (in thousands, except share and per share data) **6/30/2024 6/30/2023 Basic** Net income available to common shareholders **\$15,682** \$8,475. **Less:** income attributable to unvested stock-based compensation awards **0** (8) Net earnings allocated to common shareholders **15,682** 8,467. **Weighted average shares outstanding, including unvested stock-based compensation awards** **14,399,291** 14,502,161. **Less:** average unvested stock-based compensation awards **(184,717)** (180,020) **Weighted average shares outstanding - Basic** **14,214,574** 14,322,141. **Diluted** Net earnings allocated to common shareholders **15,682** 8,467. **Weighted average shares outstanding - Basic** **14,214,574** 14,322,141. **Plus:** incremental shares from assumed conversion of stock-based compensation awards **25,052** 32,654. **Weighted average shares outstanding - Diluted** **14,239,626** 14,354,795. **Basic EPS** **\$1.10** \$0.59. **Diluted EPS** **\$1.10** \$0.59.

Stock-based compensation awards representing 88,913 and 60,891 of common shares during the three months ended June 30, 2024 and 2023, respectively, were not included in the computations of diluted earnings per common share because the effect on those periods would have been anti-dilutive.

Six Months Ended (in thousands, except share and per share data) **6/30/2024 6/30/2023 Basic** Net income available to common shareholders **\$32,554** \$27,856. **Less:** income attributable to unvested stock-based compensation awards **0** (26) Net earnings allocated to common shareholders **32,554** 27,830. **Weighted average shares outstanding, including unvested stock-based compensation awards** **14,402,519** 14,511,078. **Less:** unvested stock-based compensation awards **(189,277)** (190,763) **Weighted average shares outstanding - Basic** **14,213,242** 14,320,315. **Diluted** Net earnings allocated to common shareholders **32,554** 27,830. **Weighted average shares outstanding - Basic** **14,213,242** 14,320,315. **Plus:** incremental shares from assumed conversion of stock-based compensation awards **25,750** 47,866. **Weighted average shares outstanding - Diluted** **14,238,992** 14,368,181. **Basic EPS** **\$2.29** \$1.94. **Diluted EPS** **\$2.29** \$1.94.

Stock-based compensation awards representing approximately 39,266 and 32,036 of common shares during the six months ended June 30, 2024 and 2023, respectively were not included in the computations of diluted earnings per common share because the effect on those periods would have been anti-dilutive.

[-References](#)

No definition available.

[+ Details](#)

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

[-Definition](#)

The entire disclosure for earnings per share.

[+ References](#)

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1) **Reference 2:** <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-Name Accounting Standards Codification-Publisher FASB-URI https://asc.fasb.org/260/tableOfContent> **Reference 3:** <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name>

Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI
https://asc.fasb.org/1943274/2147482662/260-10-50-2Reference 4:
http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name
Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI
https://asc.fasb.org/1943274/2147482662/260-10-50-3

+ [Details](#)

Name:us-gaap_EarningsPerShareTextBlock Namespace Prefix:us-gaap_ Data Type:
dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 29 R15.htm
IDEA: XBRL DOCUMENT
Other Comprehensive Income (Loss)6 Months Ended
Jun. 30, 2024
Stockholders' Equity Note [Abstract] [Other Comprehensive Income \(Loss\)](#)
Other Comprehensive Income (Loss)

The following tables present reclassifications out of accumulated other comprehensive income (loss) for the three and six month periods ended June 30, 2024 and 2023:

Three Months Ended June 30, 2024 (in thousands) Before-TaxAmount	
Tax (Expense)Benefit	
Net of Tax Available for sale debt securities:—Change in net unrealized (loss) gain during the period\$(13,391) \$340. \$(1,051) Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income 0. 0. 0. Net unrealized losses (1,391) 340. (1,051) Employee benefit plans: Amortization of net retirement plan actuarial gain (loss) 215. (53) 162. Amortization of net retirement plan prior service cost 47. (12) 35. Employee benefit plans 262. (65) 197. Other comprehensive loss \$(1,129) \$275. \$(854)	
-	
Three Months Ended June 30, 2023 (in thousands) Before-TaxAmount	
Tax (Expense)Benefit	
Net of Tax Available for sale debt securities:—Change in net unrealized gain (loss) during the period\$(14,675) \$3,596. \$(11,079) Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income 7,052. (1,727) 5,325. Net unrealized losses (10,479) 2,567. (7,912) Employee benefit plans: Amortization of net retirement plan actuarial gain (loss) 261. (64) 197. Amortization of net retirement plan prior service cost 24. (13) 41. Employee benefit plans 315. (77) 238. Other comprehensive loss \$(10,164) \$2,490. \$(7,674)	
-	
Six Months Ended June 30, 2024 (in thousands) Before-TaxAmount	
Tax (Expense)Benefit	
Net of Tax Available for sale debt securities:—Change in net unrealized gain (loss) during the period\$(14,675) \$3,596. \$(11,079) Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income 0. 0. 0. Net unrealized losses (14,675) 3,596. (11,079) Employee benefit plans: Amortization of net retirement plan actuarial loss 457. (112) 345. Amortization of net retirement plan prior service cost 92. (23) 69. Employee benefit plans 549. (135) 414. Other comprehensive loss \$(14,126) \$3,461. \$(10,665)	
Six Months Ended June 30, 2023 (in thousands) Before-TaxAmount	
Tax (Expense)Benefit	
Net of Tax Available for sale debt securities:—Change in net unrealized gain (loss) during the period\$9,724. \$(2,383) \$7,341. Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income 7,052. (1,727) 5,325. Net unrealized gains 16,776. (4,110) 12,666. Employee benefit plans: Amortization of net retirement plan actuarial gain 558. (137) 421. Amortization of net retirement plan prior service cost 109. (27) 82. Employee benefit plans 667. (164) 503. Other comprehensive income \$17,443. \$(4,274) \$13,169.	

The following table presents the activity in our accumulated other comprehensive (loss) income for the periods indicated:

Balance at April 1, 2024 \$(109,563) \$(25,253) \$(134,816) Other comprehensive loss before reclassifications (1,051) 0 (1,051) Amounts reclassified from accumulated other comprehensive (loss) income 0 197 197 Net current period other comprehensive (loss) income (1,051) 197 (854) Balance at June 30, 2024 \$(110,614) \$(25,056) \$(135,670) Balance at January 1, 2024 \$(99,535) \$(25,470) \$(125,005) Other comprehensive loss before reclassifications (11,079) 0 (11,079) Amounts reclassified from accumulated other comprehensive (loss) income 0 414 414 Net current period other comprehensive (loss) income (11,079) 414 (10,665) Balance at June 30, 2024 \$(110,614) \$(25,056) \$(135,670)

Balance at April 1, 2023 \$(158,225) \$(29,621) \$(187,846) Other comprehensive income before reclassifications (13,237) 0 (13,237) Amounts reclassified from accumulated other comprehensive (loss) income 5,325 238 5,563 Net current period other comprehensive (loss) income (7,912) 238 (7,674) Balance at June 30, 2023 \$(166,137) \$(29,383) \$(195,520) Balance at January 1, 2023 \$(178,883) \$(29,886) \$(208,689) Other comprehensive income (loss) before reclassifications 7,341 0 7,341 Amounts reclassified from accumulated other comprehensive (loss) income 5,325 503 5,828 Net current period other comprehensive income (loss) 12,666 503 13,169 Balance at June 30, 2023 \$(166,137) \$(29,383) \$(195,520)

The following tables present the amounts reclassified out of each component of accumulated other comprehensive (loss) income for the three and six months ended June 30, 2024 and 2023:

Comprehensive Income (Loss) Components (In thousands)

Amount
Reclassified from
Accumulated
Other
Comprehensive
(Loss) Income³ Affected Line Item in the Statement Where Net Income is Presented

Three Months Ended June 30, 2024 Details about Accumulated other

Available-for-sale debt securities: Unrealized gains and losses on available-for-sale debt securities \$0 Net loss on securities transactions 0 Income tax expense 0 Net of tax Employee benefit plans: Amortization of the following² Net retirement plan actuarial loss (215) Other operating expense Net retirement plan prior service cost (47) Other operating expense (262) Total before tax 65 Income tax expense \$(197) Net of tax -

Three Months Ended June 30, 2023 Details about Accumulated other

Comprehensive Income (Loss) Components (In thousands)
Amount
Reclassified from
Accumulated
Other
Comprehensive
(Loss) Income³ Affected Line Item in the Statement Where Net Income is Presented

Available-for-sale debt securities: Unrealized gains and losses on available-for-sale debt securities \$(7,052) Net loss on securities transactions 1,727 Income tax expense (5,325) Net of tax Employee benefit plans: Amortization of the following² Net retirement plan actuarial loss (261) Other operating expense Net retirement plan prior service cost (54) Other operating expense (315) Total before tax 77 Income tax expense \$(238) Net of tax -

Six Months Ended June 30, 2024 Details about Accumulated other

Comprehensive Income (Loss) Components (In thousands)
Amount Reclassified from Accumulated Other Comprehensive (Loss)³ Affected Line Item in the Statement Where Net Income is Presented

Available-for-sale debt securities: Unrealized gains and losses on available-for-sale debt securities \$0 Net loss on securities transactions 0 Income tax expense 0 Net of tax Employee benefit plans: Amortization of the following² Net retirement plan actuarial loss (457) Other operating expense Net retirement plan prior service cost (52) Other operating expense (549) Total before tax 135 Income tax expense \$(414) Net of tax -

Six Months Ended June 30, 2023 Details about Accumulated other

Comprehensive Income (Loss) Components (In thousands)
Amount Reclassified from Accumulated Other Comprehensive (Loss)³ Affected Line Item in the Statement Where Net Income is Presented

Available-for-sale debt securities: Unrealized gains and losses on available-for-sale debt securities \$(7,052) Net loss on securities transactions 1,727 Income tax expense (5,325) Net of tax Employee benefit plans: Amortization of the following² Net retirement plan actuarial loss (558) Other operating expense Net retirement plan prior service cost (109) Other operating expense (667) Total before tax 164 Income tax expense \$(503) Net of tax -
³ Amounts in parentheses indicated debits in income statement.

² The accumulated other comprehensive (loss) income components are included in the computation of net periodic benefit cost (See Note 8 - "Employee Benefit Plan").

-Definition

The entire disclosure for comprehensive income, which includes, but is not limited to, 1) the amount of income tax expense or benefit allocated to each component of other comprehensive income, including reclassification adjustments, 2) the reclassification adjustments for each classification of other comprehensive income and 3) the ending accumulated balances for each component of comprehensive income.

+References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-04\(19\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-04(19))) - Publisher FASB - URI

<https://asc.fasb.org/1943274/2147477250/944-220-S99-1>Reference 2:

[http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(21\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(21))) - Publisher FASB - URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>Reference 3:

[http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(23\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(23))) - Publisher FASB - URI

<https://asc.fasb.org/1943274/2147478524/942-220-S99-1>Reference 4:

<http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-Name Accounting Standards Codification> - Publisher FASB - URI <https://asc.fasb.org/220/tableOfContent>

+ Details

~~Name:us-gaap_ComprehensiveIncomeNoteTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration~~

- References

~~No definition available.~~

+ Details

~~Name:us-gaap_StockholdersEquityNoteAbstract Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration XML 30 R16.htm IDEA: XBRL DOCUMENT~~

~~Employee Benefit Plans6 Months Ended Jun. 30, 2024~~

~~Retirement Benefits [Abstract]~~ [Employee Benefit Plans](#)
~~Employee Benefit PlansThe Company is not required to contribute to the pension plan, but it may make voluntary contributions. The Company did not contribute to the pension plan in the first six months of 2024 and 2023.~~

The following tables set forth the amount of the net periodic benefit cost recognized by the Company for the Company's pension plan, post-retirement plan (Life and Health), and supplemental employee retirement plans ("SERP") including the following components: service cost; interest cost; expected return on plan assets for the period; amortization of the unrecognized transitional obligation or transition asset, and the amounts of recognized gains and losses; prior service cost recognized; and gain or loss recognized due to settlement or curtailment.

Components of Net Periodic Benefit Cost										Pension Benefits Life and Health SERP Benefits Three Months Ended									
Three Months Ended Three Months Ended (in thousands)										6/30/2024 6/30/2023 6/30/2024 6/30/2023 6/30/2024 6/30/2023 6/30/2024 6/30/2023									
Service cost										\$0 \$0 \$6 \$1 \$12 \$7									
Interest cost										762 814 81 80 267 275									
Expected return on plan assets										(1,342) (1,195) 0 0 0 0									
Amortization of net retirement plan actuarial loss										229 274 (31) (12) 0 0									
Amortization of net retirement plan prior service (credit) cost										0 0 (10) (15) 57 69									
Net periodic benefit (income) cost										\$(351) \$(107) \$63 \$61 \$341 \$351									

Months Ended Six Months Ended (in thousands)										Pension Benefits Life and Health SERP Benefits Six Months Ended Six									
Months Ended Six Months Ended										6/30/2024 6/30/2023 6/30/2024 6/30/2023 6/30/2024 6/30/2023 6/30/2024 6/30/2023									
Service cost										\$0 \$0 \$13 \$16 \$29 \$21									
Interest cost										1,594 1,637 171 177 565 574									
Expected return on plan assets										(2,573) (2,394) 0 0 0 0									
Amortization of net retirement plan actuarial loss										488 578 (31) (20) 0 0									
Amortization of net retirement plan prior service (credit) cost										0 0 (21) (30) 113 139									
Net periodic benefit (income) cost										\$(491) \$(179) \$132 \$143 \$707 \$734									

The service component of net periodic benefit cost for the Company's benefit plans is recorded as a part of salaries and wages in the consolidated statements of income. All other components are recorded as part of other operating expenses in the consolidated statements of income.

The Company realized approximately \$414,000 and \$503,000, net of tax, as amortization of amounts previously recognized in accumulated other comprehensive (loss) income, for the six months ended June 30, 2024 and 2023, respectively.

-Definition

The entire disclosure for an entity's employee compensation and benefit plans, including, but not limited to, postemployment and postretirement benefit plans, defined benefit pension plans, defined contribution plans, non-qualified and supplemental benefit plans, deferred compensation, share-based compensation, life insurance, severance, health care, unemployment and other benefit plans.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 710 -Name Accounting Standards Codification -Publisher FASB -URI>
https://asc.fasb.org/710/tableOfContent
Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 712 -Name Accounting Standards Codification -Publisher FASB -URI>
https://asc.fasb.org/712/tableOfContent
Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 715 -Name Accounting Standards Codification -Publisher FASB -URI>
https://asc.fasb.org/715/tableOfContent
Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI>
https://asc.fasb.org/718/tableOfContent

+Details

Name:us-gaap_CompensationAndEmployeeBenefitPlansTextBlock Namespace Prefix: us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type: duration

-References

No definition available.

+Details

Name:us-gaap_CompensationAndRetirementDisclosureAbstract Namespace Prefix: us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 31 R17.htm IDEA: XBRL DOCUMENT Other Income and Operating Expense6 Months Ended

Jun. 30, 2024

Other Income and Expenses [Abstract] Other Income and Operating Expense

Other Income and Operating Expense

Other income and operating expense totals are presented in the table below. Components of these totals exceeding 1% of the aggregate of total noninterest income and total noninterest expenses for any of the periods presented below are stated separately.

Three Months Ended Six Months Ended (in thousands) 6/30/2024 6/30/2023
6/30/2024 6/30/2023 Noninterest Income Other service charges \$665 \$649 \$1,321 \$1,264 Earnings from corporate owned life insurance 1,227 554 1,777 1,169 Net gains on the sale of loans originated for sale 240 21 314
65 Other income 679 273 1,610 1,046 Total other income \$2,802 \$1,602 \$5,022 \$3,544 Noninterest Expenses Marketing expense \$1,094 \$1,608 \$2,069 \$2,792 Professional fees 1,667 2,124 3,367 3,930 Legal fees
327 632 550 1,054 Technology expense 4,044 3,626 8,110 7,662 FDIC insurance 1,492 779 2,904 1,833 Cardholder expense 1,038 1,116 2,098 2,132 Other expenses 3,684 4,470 7,242 8,534 Total other operating
expense \$13,349 \$14,468 \$26,340 \$27,937

-References

No definition available.

+Details

Name:us-gaap_OtherIncomeAndExpensesAbstract Namespace Prefix:us-gaap_Data

Type:xbri:stringItemType Balance Type:na Period Type:duration

-Definition

The entire disclosure for other operating income and other operating expense items.

+References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-

Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph

(SX 210.6-07(2)(d))-Publisher FASB-URI

https://asc.fasb.org/1943274/2147479134/946-220-S99-1

+Details

Name:us-gaap_OtherOperatingIncomeAndExpenseTextBlock Namespace Prefix:

us-gaap_Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:

duration XML 32 R18.htm IDEA: XBRL DOCUMENT

Revenue Recognition6 Months Ended

Jun. 30, 2024

Revenue from Contract with Customer [Abstract] Revenue Recognition

Revenue RecognitionThe Company is required to capitalize, and subsequently amortize into expense, certain incremental costs of obtaining a contract with a customer if these costs are expected to be recovered. The incremental costs of obtaining a contract are those costs that an entity incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained (for example, sales commission). The Company utilizes the practical expedient which allows entities to immediately expense contract acquisition costs when the asset that would have resulted from capitalizing these costs would have been amortized in one year or less.

As stated in Note 1—"Summary of Significant Accounting Policies," in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, the Company adopted adopted ASU No. 2021-08, Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers on January 1, 2022. The update relates to the previous adoption of ASC 606, "Revenue from Contracts with Customers" and all subsequent ASUs that modified ASC 606, and will be applied to future acquisitions. As there were no acquisitions during the current year, the adoption of ASU No. 2021-08 had no effect on the financial statements for the current fiscal year.

Generally, this guidance strives to improve the accounting for acquired revenue contracts with customers in a business combination by addressing diversity and inconsistency amongst entities in measuring contract assets and liabilities. The update requires that an entity (acquirer) recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with Topic 606 as if it had originated the contract. Changes in the acquirer's balance of contract asset and contract liabilities identified as necessary to conform to the acquirer's accounting policies would result in a reallocation of the purchase price.

ASC 606 does not apply to revenue associated with financial instruments, including revenue from loans and securities. In addition, certain noninterest income streams such as fees associated with mortgage servicing rights, financial guarantees, derivatives, and certain credit card fees are also not in scope of ASC 606. ASC 606 is applicable to noninterest revenue streams such as trust and asset management income, deposit related fees, interchange fees, merchant income, and annuity and insurance commissions. However, the recognition of these revenue streams did not change significantly upon adoption of ASC 606.

Insurance Commissions and Fees

Insurance commissions and fees from insurance product sales are typically earned upon the effective date of bound coverage, as no significant performance obligation remains after coverage is bound. Commission revenue on policies billed in installments is now accrued based upon the completion of the performance obligation creating a current asset for the unbilled revenue until such time as an invoice is generated, typically not to exceed twelve months. The impact of these changes was not significant, but it will result in slight variances from quarter to quarter. Contingent commissions are estimated based upon management's expectations for the year with an appropriate constraint applied and accrued relative to the recognition of the corresponding core commissions.

Trust & Asset Management

Trust and asset management income is primarily comprised of fees earned from the management and administration of trusts and other customer assets. The Company's performance obligation is generally satisfied over time and the resulting fees are recognized monthly, based upon the month-end market value of the assets under management and the applicable fee rate. Payment is generally received a few days after month end through a direct charge to customers' accounts. The Company does not earn performance-based incentives. Optional services such as real estate sales and tax return preparation services are also available to existing trust and asset management customers. The Company's performance obligation for these transactional-based services is generally satisfied, and related revenue recognized, at a point in time (i.e., as incurred). Payment is received shortly after services are rendered.

Mutual Fund & Investment Income

The Company also earns transaction fees and commissions related to product sales that represent the Company's share of transaction fees resulting from investment services and programs provided through an agent relationship with a third-party broker-dealer. These fees are collected and recognized on a monthly basis. Trailing fees are based upon fair values and are assessed, collected and recognized on a quarterly basis. Tompkins Community Bank acts as an agent in arranging the relationship between the customer and the third-party provider and does not control the services rendered; therefore, investment product sales commissions and fees are reported net of related costs.

Service Charges on Deposit Accounts

Service charges on deposit accounts consist of account analysis fees (i.e., net fees earned on analyzed business and public checking accounts), monthly service fees, check orders, and other deposit account related fees. The Company's performance obligation for account analysis fees and monthly service fees is generally satisfied, and the related revenue recognized, over the period in which the service is provided. Check orders and other deposit account related fees are largely transactional based, and therefore, the Company's performance obligation is satisfied and related revenue recognized, at a point in time. Payment for service charges on deposit accounts is primarily received immediately or in the following month through a direct charge to customers' accounts.

Card Services Income

Fees, exchange, and other service charges are primarily comprised of debit and credit card income, ATM fees, merchant services income, and other service charges. Debit and credit card income is primarily comprised of interchange fees earned whenever the Company's debit and credit cards are processed through card payment networks such as MasterCard. ATM fees are primarily generated when a Company cardholder uses a non-Company ATM or a non-Company cardholder uses a Company ATM. Merchant services income mainly represents fees charged to merchants to process their debit and credit card transactions, in addition to account management fees. The Company's performance obligation for fees and exchange are largely satisfied, and related revenue recognized, when the services are rendered or upon completion. Payment is typically received immediately or in the following month.

Other

Other service charges include revenue from processing wire and ACH transfers, lock box service and safe deposit box rental. Payment on these revenue streams is received primarily through a direct charge to the customer's account, immediately or in the following month, and therefore, the Company's performance obligation is satisfied, and related revenue recognized, at a point in time.

The following tables present noninterest income, segregated by revenue streams in scope and out-of-scope of ASC 606, for the three and six months ended June 30, 2024 and 2023.

Three Months Ended (in thousands) **06/30/2024** **06/30/2023** **Noninterest Income** In-scope of Topic 606: Commissions and Fees **\$8,472** \$7,979 Installment Billing **(59)** (42) Refund of Commissions **38** 113 Contract Liabilities/Deferred Revenue **(285)** (295) Contingent Commissions **921** 917 Subtotal Insurance Revenues **9,087** 8,672 Trust and Asset Management **4,441** 3,637 Mutual Fund & Investment Income **408** 1,041 Subtotal Investment Service Income **4,849** 4,678 Service Charges on Deposit Accounts **1,766** 1,640 Card Services Income **3,270** 3,087 Other **305** 325 Noninterest Income (in-scope of ASC 606) **19,285** 18,462 Noninterest Income (out-of-scope of ASC 606) **4,491** (5,787) **Total Noninterest Income** **\$21,776** \$12,675

Six Months Ended (in thousands) **06/30/2024** **06/30/2023** **Noninterest Income** In-scope of Topic 606: Commissions and Fees **\$17,394** \$16,495 Installment Billing **(59)** (40) Refund of Commissions **73** 172 Contract Liabilities/Deferred Revenue **(289)** (290) Contingent Commissions **2,227** 1,052 Subtotal Insurance Revenues **19,346** 18,181 Trust and Asset Management **8,989** 7,672 Mutual Fund & Investment Income **877** 2,115 Subtotal Investment Service Income **9,706** 9,107 Service Charges on Deposit Accounts **3,562** 3,306 Card Services Income **6,217** 5,789 Other **625** 674 Noninterest Income (in-scope of ASC 606) **39,536** 37,197 Noninterest Income (out-of-scope of ASC 606) **4,377** (4,102) **Total Noninterest Income** **\$43,913** \$32,915

Contract Balances

A contract asset balance occurs when an entity performs a service for a customer before the customer pays consideration or before payment is due, which would result in contract receivables or assets, respectively. A contract liability balance is an entity's obligation to transfer a service to a customer for which the entity has already received payment or for which payment is due from the customer. The Company's noninterest revenue streams, excluding some insurance commissions and fees, are largely based on transactional activity, or standard month-end revenue accruals such as asset management fees based on month-end market values. Receivables primarily consist of amounts due for insurance and wealth management services performed for which the Company's performance obligations have been fully satisfied. Receivables for the insurance and wealth management services segments amounted to \$4.5 million and \$3.5 million, respectively, at June 30, 2024, compared to \$5.7 million and \$3.0 million, respectively, at December 31, 2023. Included in those amounts are contract assets related to contingent income of \$1.3 million and \$2.0 million, respectively, at June 30, 2024 and December 31, 2023, and contract liabilities of \$2.0 million and \$1.9 million, respectively, at June 30, 2024 and December 31, 2023.

Contract Acquisition Costs

-References

No definition available.

+ Details

Name:us-gaap_RevenueFromContractWithCustomerAbstract Namespace Prefix:us-gaap_ Data Type:xbrl:stringItemType Balance Type:na Period Type:duration

-Definition

The entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-9>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-10>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-15>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12](http://www.xbrl.org/2003/role/disclosureRef-Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12)Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph>

~~(b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479806/606-10-50-12>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph~~
~~(c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479806/606-10-50-12>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph~~
~~(d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479806/606-10-50-12>Reference 8: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph~~
~~(e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479806/606-10-50-12>Reference 9: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph~~
~~(b)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479806/606-10-50-13>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef> -Name Accounting Standards Codification -Topic 606 -Publisher FASB -URI <https://asc.fasb.org/606/tableOfContent>~~

[+ Details](#)

Name:us-gaap_RevenueFromContractWithCustomerTextBlock Namespace Prefix:
us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:
duration XML 33 R19.htm IDEA: XBRL DOCUMENT
Financial Guarantees6 Months Ended
Jun. 30, 2024
Guarantees [Abstract] [Financial Guarantees](#)Financial Guarantees

- The Company currently does not issue any guarantees that would require liability recognition or disclosure, other than standby letters of credit. The Company extends standby letters of credit to its customers in the normal course of business. The standby letters of credit are generally short-term. As of June 30, 2024, the Company's maximum potential obligation under standby letters of credit was \$31.6 million compared to \$39.1 million at December 31, 2023. Management uses the same credit policies to extend standby letters of credit that it uses for on-balance sheet lending decisions and may require collateral to support standby letters of credit based upon its evaluation of the

counterparty. Management does not anticipate any significant losses as a result of these transactions, and has determined that the fair value of standby letters of credit is not significant.

-References

No definition available.

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

-Definition

The entire disclosure for each guarantee obligation, or each group of similar guarantee obligations, including (a) the nature of the guarantee, including its term, how it arose, and the events or circumstances that would require the guarantor to perform under the guarantee; (b) the maximum potential amount of future payments (undiscounted) the guarantor could be required to make under the guarantee; (c) the current carrying amount of the liability, if any, for the guarantor's obligations under the guarantee; and (d) the nature of any recourse provisions under the guarantee, and any assets held either as collateral or by third parties, and any relevant related party disclosure. Excludes disclosures about product warranties.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 460-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph \(a\)\(4\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482425/460-10-50-4](http://www.xbrl.org/2003/role/disclosureRef-Topic 460-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph (a)(4)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482425/460-10-50-4)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 460-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph \(a\)\(5\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482425/460-10-50-4](http://www.xbrl.org/2003/role/disclosureRef-Topic 460-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph (a)(5)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482425/460-10-50-4)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 460-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482425/460-10-50-4](http://www.xbrl.org/2003/role/disclosureRef-Topic 460-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482425/460-10-50-4)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 460-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph \(e\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482425/460-10-50-4](http://www.xbrl.org/2003/role/disclosureRef-Topic 460-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph (e)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482425/460-10-50-4)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 460-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph \(a\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482425/460-10-50-4](http://www.xbrl.org/2003/role/disclosureRef-Topic 460-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph (a)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482425/460-10-50-4)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 460-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph \(a\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482425/460-10-50-4](http://www.xbrl.org/2003/role/disclosureRef-Topic 460-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph (a)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482425/460-10-50-4)Reference 7: <http://www.xbrl.org/2003/role/disclosureRef-Topic 460-Name Accounting Standards Codification-Publisher FASB-URI https://asc.fasb.org/460/tableOfContent>Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 460-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph \(b\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482425/460-10-50-4](http://www.xbrl.org/2003/role/disclosureRef-Topic 460-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph (b)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482425/460-10-50-4)

[+ Details](#)

Name:us-gaap_GuaranteesTextBlock Namespace Prefix:us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 34 R20.htm IDEA: XBRL DOCUMENT Segment and Related Information6 Months Ended Jun. 30, 2024 Segment Reporting [Abstract] Segment and Related Information

The Company manages its operations through three reportable business segments in accordance with the standards set forth in FASB ASC 280, "Segment Reporting": (i) banking ("Banking"), (iii) insurance ("Tompkins Insurance") and (iii) wealth management ("Tompkins Financial Advisors"). The Company's insurance services and wealth management services, other than trust services, are managed separately from the Banking segment.

Banking
Tompkins Community Bank has twelve banking offices located in Ithaca, NY and surrounding communities; fifteen banking offices located in the Genesee Valley region of New York State, which includes Monroe County; twelve banking offices located in the counties north of New York City; and sixteen banking offices headquartered and operating in the areas surrounding southeastern Pennsylvania.

Insurance
The Company provides property and casualty insurance services and employee benefits consulting through Tompkins Insurance Agencies, Inc., a 100% wholly-owned subsidiary of the Company, headquartered in Batavia, New York. Tompkins Insurance is an independent insurance agency, representing many major insurance carriers and provides employee benefit consulting to employers in Western and Central New York and Southeastern Pennsylvania, assisting them with their medical, group life insurance and group disability insurance. Tompkins Insurance has four stand-alone offices in Western New York.

Wealth Management
The Wealth Management segment is generally organized under the Tompkins Financial Advisors brand. Tompkins Financial Advisors offers a comprehensive suite of financial services to customers, including trust and estate services, investment management and financial and insurance planning for individuals, corporate executives, small business owners and high net worth individuals. Tompkins Financial Advisors has offices in each of the Company's regional markets.

Summarized financial information concerning the Company's reportable segments and the reconciliation to the Company's consolidated results is shown in the following tables. Investment in subsidiaries is netted out of the presentations below. The "Intercompany" column identifies the intercompany activities of revenues, expenses and other assets between the banking, insurance and wealth management services segments. The Company accounts for intercompany fees and services at an estimated fair value according to regulatory requirements for the services provided. Intercompany items relate primarily to the use of human resources, information systems, accounting and marketing services provided by the bank and the holding company. All other accounting policies are the same as those described in the summary of significant accounting policies in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

Three Months Ended June 30, 2024 (in thousands) **Banking Insurance Wealth Management Intercompany Consolidated** Interest income\$85,240 \$1-\$0 \$(1)\$85,240 Interest expense34,288 0 0 (1)34,287 **Net interest income**50,952 1 0 0 50,953 Provision for credit loss expense2,172 0 0 0 2,172 Noninterest income7,822 9,220 5,261 (527)21,776 Noninterest expense39,662 7,086 3,721 (527)49,942 **Income before income tax expense**16,940 2,135 1,540 0 20,615 Income tax expense3,930 582 382 0 4,902 **Net income attributable to noncontrolling interests and Tompkins Financial Corporation**13,002 1,552 1,158 0 15,713 Less: Net income attributable to noncontrolling interests31 0 0 0 31 **Net income attributable to Tompkins Financial Corporation**\$12,971 \$1,552 \$1,158 \$0 \$15,682 Depreciation and amortization\$2,522 \$41 \$41 \$0 \$2,604 Assets7,010 792 48,040 29,404 (19,514)7,069 522 Goodwill64,525 19,866 0 211 0 92,602 Other intangibles, net978 1,186 29 0 2,193 Net loans and leases5,700,805 0 0 0 5,700,805 Deposits6,312,911 0 0 (27,015)6,285,896 Total Equity605,109 37,055 33,929 0 676,093

Three Months Ended June 30, 2023 (in thousands) **Banking Insurance Wealth Management Intercompany Consolidated** Interest income\$71,870 \$1-\$0 \$(1)\$71,870 Interest expense19,975 0 0 (1)19,974 **Net interest income**51,895 1 0 0 51,896 (Credit) provision for credit loss expense2,253 0 0 0 2,253 Noninterest income(378) 0 790 4,736 (541)12,615 Noninterest expense41,385 7,201 3,922 (540)51,968 **Income before income tax expense**7,879 1,598 814 (1)10,290 Income tax expense1,147 427 200 0 1,794 **Net income attributable to noncontrolling interests and Tompkins Financial Corporation**6,732 1,161 614 (1)8,506 Less: Net income attributable to noncontrolling interests31 0 0 0 31 **Net income attributable to Tompkins Financial Corporation**\$6,701 \$1,161 \$614 \$(1)\$8,475 Depreciation and amortization\$2,652 \$44 \$44 \$0 \$2,740 Assets7,569 195 44,640 28,896 (16,493)7,626 238 Goodwill64,655 19,866 0 0 84 92,602 Other intangibles, net975 1,496 42 0 2,513 Net loans and leases5,303,820 0 0 0 5,303,820 Deposits6,481,556 0 (11,619) (15,886)6,454,651 Total Equity565,505 35,070 35,866 0 636,441

Six Months Ended June 30, 2024 (in thousands) **Banking Insurance Wealth Management Intercompany Consolidated** Interest income\$168,423 \$2-\$0 \$(2)\$168,423 Interest expense66,797 0 0 (2)66,795 **Net interest income**101,626 2 0 0 101,628 Provision for credit loss expense3,026 0 0 0 3,026 Noninterest income14,932 19,746 10,300 (1,066)43,912 Noninterest expense74,026 14,313 7,527 (1,066)95,790 **Income before income tax expense**34,508 5,435 2,773 0 42,716 Income tax expense7,324 1,469 687 0 10,100 **Net income attributable to noncontrolling interests and Tompkins Financial Corporation**26,204 3,946 2,086 0 32,616 Less: Net income attributable to noncontrolling interests62 0 0 0 62 **Net income attributable to Tompkins Financial Corporation**\$26,522 \$3,946 \$2,086 \$0 \$32,554 Depreciation and amortization\$5,444 \$84 \$82 \$0 \$5,610

Six Months Ended June 30, 2023 (in thousands) **Banking Insurance Wealth Management Intercompany Consolidated** Interest income\$141,108 \$2-\$0 \$(2)\$141,108 Interest expense34,968 0 0 (2)34,966 **Net interest income**106,140 2 0 0 106,142 Provision for credit loss expense1,420 0 0 0 1,420 Noninterest income6,321 10,433 9,357 (1,096)33,015 Noninterest expense81,233 14,417 7,572 (1,096)102,126 **Income before income tax expense**29,880 4,018 1,785 0 35,693 Income tax expense6,136 1,110 439 0 7,685 **Net income attributable to noncontrolling interests and Tompkins Financial Corporation**23,664 2,908 1,346 0 27,918 Less: Net income attributable to noncontrolling interests62 0 0 0 62 **Net income attributable to Tompkins Financial Corporation**\$23,602 \$2,908 \$1,346 \$0 \$27,856 Depreciation and amortization\$5,241 \$80 \$89 \$0 \$5,410

[-References](#)

No definition available.

[+ Details](#)

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

[-Definition](#)

The entire disclosure for reporting segments including data and tables. Reportable segments include those that meet any of the following quantitative thresholds a) it's reported revenue, including sales to external customers and intersegment sales or transfers is 10 percent or more of the combined revenue, internal and external, of all operating segments b) the absolute amount of its reported profit or loss is 10 percent or more of the greater, in absolute amount of 1) the combined reported profit of all operating segments that did not report a loss or 2) the combined reported loss of all operating segments that did report a loss c) its assets are 10 percent or more of the combined assets of all operating segments.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 48-Publisher FASB>
-URI <https://asc.fasb.org/1943274/2147482785/280-10-55-48>
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(f\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (f)-Publisher FASB)
-URI <https://asc.fasb.org/1943274/2147482810/280-10-50-32>
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(i\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (i)-Publisher FASB)
-URI <https://asc.fasb.org/1943274/2147482964/270-10-50-1>
Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(ee\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (ee)-Publisher FASB)
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Reference 5: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(d\)-Publisher FASB](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (d)-Publisher FASB)
-URI <https://asc.fasb.org/1943274/2147482810/280-10-50-32>
Reference 6: [http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 54-Subparagraph \(d\)-Publisher FASB](http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 54-Subparagraph (d)-Publisher FASB)
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Reference 8: [http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 54-Subparagraph \(a\)-Publisher FASB](http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 54-Subparagraph (a)-Publisher FASB)
-URI <https://asc.fasb.org/1943274/2147482785/280-10-55-54>
Reference 9: [http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 47-Subparagraph \(a\)-Publisher FASB](http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 47-Subparagraph (a)-Publisher FASB)
-URI <https://asc.fasb.org/1943274/2147482785/280-10-55-47>
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-URI <https://asc.fasb.org/1943274/2147482785/280-10-55-47>
Reference 12: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Publisher FASB>
-URI <https://asc.fasb.org/1943274/2147482810/280-10-50-22>
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-URI <https://asc.fasb.org/1943274/2147482810/280-10-50-31>
Reference 14: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 34-Publisher FASB>
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-URI <https://asc.fasb.org/1943274/2147482810/280-10-50-26C>
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Reference 18: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 42-Publisher FASB>
-URI <https://asc.fasb.org/1943274/2147482810/280-10-50-42>
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-URI <https://asc.fasb.org/1943274/2147482810/280-10-50-40>
Reference 20:

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Fair Value Measurements6 Months Ended
Jun. 30, 2024

Fair Value Disclosures [Abstract] Fair Value MeasurementsFair Value Measurements

FASB ASC Topic 820, Fair Value Measurements and Disclosures (ASC 820), defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosures about fair value measurements. ASC 820 also establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Transfers between levels, when determined to be appropriate, are recognized at the end of each reporting period.

The three levels of the fair value hierarchy under ASC 820 are:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 – Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity);

The following tables summarize financial assets and financial liabilities measured at fair value on a recurring basis as of June 30, 2024 and December 31, 2023, segregated by the level of valuation inputs within the fair value hierarchy used to measure fair value:

Recurring Fair Value Measurements June 30, 2024 (In thousands)
Total:
(Level 1) (Level 2) (Level 3) Assets – Available-for-sale debt securities – U.S. Treasuries \$109,886 \$0 \$109,886 \$0 – Obligations of U.S. Government-sponsored entities \$22,677 \$0 \$22,677 \$0 – Obligations of U.S. states and political subdivisions \$8,476 \$0 \$8,476 \$0 – Mortgage-backed securities – residential, issued by: U.S. Government agencies \$40,112 \$0 \$40,112 \$0 – U.S. Government-sponsored entities \$663,940 \$0 \$663,940 \$0 – U.S. corporate debt securities \$2,367 \$0 \$2,367 \$0 – Total Available-for-sale debt securities \$1,317,458 \$0 \$1,317,458 \$0 – Equity securities, at fair value \$66 \$0 \$0 \$0 – Derivatives designated as hedging instruments \$2,487 \$0 \$2,487 \$0 – Derivatives not designated as hedging instruments \$51 \$0 \$51 \$0 – Liabilities – Derivatives not designated as hedging instruments \$1,001 \$0 \$1,001 \$0.

Recurring Fair Value Measurements December 31, 2023 (In thousands)
Total:
(Level 1) (Level 2) (Level 3) Assets – Available-for-sale debt securities – U.S. Treasuries \$109,904 \$0 \$109,904 \$0 – Obligations of U.S. Government-sponsored entities \$56,458 \$0 \$56,458 \$0 – Obligations of U.S. states and political subdivisions \$8,924 \$0 \$8,924 \$0 – Mortgage-backed securities – residential, issued by: U.S. Government agencies \$45,248 \$0 \$45,248 \$0 – U.S. Government-sponsored entities \$726,830 \$0 \$726,830 \$0 – U.S. corporate debt securities \$2,294 \$0 \$2,294 \$0 – Total Available-for-sale debt securities \$1,416,650 \$0 \$1,416,650 \$0 – Equity securities, at fair value \$87 \$0 \$0 \$0 – Derivatives designated as hedging instruments \$1,503 \$0 \$1,503 \$0 – Derivatives not designated as hedging instruments \$1,610 \$0 \$1,610 \$0 – Liabilities – Derivatives not designated as hedging instruments \$1,826 \$0 \$1,826 \$0.

Securities: Fair values for U.S. Treasury securities are based on quoted market prices. Fair values for obligations of U.S. government-sponsored entities, mortgage-backed securities-residential, obligations of U.S. states and political subdivisions, and U.S. corporate debt securities are based on quoted market prices, where available, as provided by third party pricing vendors. If quoted market prices were not available, fair values are based on quoted market prices of comparable instruments in active markets and/or based upon a matrix pricing methodology, which uses comprehensive interest rate tables to determine market price, movement and yield relationships. These securities are reviewed periodically to determine if there are any events or changes in circumstances that would adversely affect their value.

The change in the fair value of equity securities valued using significant unobservable inputs (level 3), for the periods ended June 30, 2024 and December 31, 2023, was immaterial.

There were no transfers between Levels 1, 2 and 3 for the six months ended June 30, 2024.

The Company determines fair value for its available-for-sale debt securities using an independent bond pricing service for identical assets or very similar securities. The Company determines fair value for its equity securities based on the underlying equity fund's pricing and valuation procedures which consider recent sales price, market quotations from a pricing service, or market quotes from an independent broker-dealer. The Company has reviewed the pricing sources, including methodologies used, and finds them to be fairly stated.

Derivatives: The Company has contracted with a third party vendor to provide periodic valuations for its interest rate derivatives to determine the fair value of its interest rate contracts. The vendor utilizes standard valuation methodologies applicable to interest rate derivatives such as discounted cash flow analysis. Such valuations are based upon readily observable market data and are therefore considered Level 2 valuations by the Company.

Certain assets are measured at fair value on a nonrecurring basis. For the Company, these include loans held for sale, individually evaluated loans, and other real estate owned ("OREO"). For the three and six months ended June 30, 2024, certain individually evaluated loans were remeasured and reported at fair value through a specific valuation allowance and/or partial charge-offs for credit losses based upon the fair value of the underlying collateral. Collateral values are estimated using Level 3 inputs based upon customized discounting criteria. In addition to collateral dependent evaluated loans, certain other real estate owned was remeasured and reported at fair value based upon the fair value of the underlying collateral. The fair values of other real estate owned are estimated using Level 2 inputs based on observable market data or Level 3 inputs based on customized discounting criteria. In general, the fair values of other real estate owned are based upon appraisals, with discounts made to reflect estimated costs to sell the real estate. Upon initial recognition, fair value write-downs are taken through a charge-off to the allowance for credit losses. Subsequent fair value write-downs on other real estate owned are reported in other noninterest expense.

Three months ended June 30, 2024 (In thousands): Fair value measurements at reporting date using:
Gain (losses) from fair value changes

Assets: As of 06/30/2024 Quoted prices in active markets for identical assets (Level 1)

Significant other observable inputs (Level 2)

Significant unobservable inputs (Level 3)

~~Three months ended 06/30/2024 Individually evaluated loans \$2,254 \$0 \$0 \$2,254 \$0 Other real estate owned 80 0 0 80 0~~

~~Three months ended June 30, 2023 (in thousands) Fair value measurements at reporting date using: Gain (losses) from fair value changes~~

~~Assets: As of 06/30/2023 Quoted prices in active markets for identical assets (Level 1)~~

~~Significant other observable inputs (Level 2)~~

~~Significant unobservable inputs (Level 3)~~

~~Three months ended 6/30/2023 Individually evaluated loans \$0,822 \$0 \$0 \$0,822 \$0 Other real estate owned 0 0 0 0~~

~~Six months ended June 30, 2024 (in thousands) Fair value measurements at reporting date using: Gain (losses) from fair value changes~~

~~Assets: As of 06/30/2024 Quoted prices in active markets for identical assets (Level 1)~~

~~Significant other observable inputs (Level 2)~~

~~Significant unobservable inputs (Level 3)~~

~~Six months ended 06/30/2024 Individually evaluated loans \$2,501 \$0 \$0 \$2,501 \$0 Other real estate owned 80 0 0 80 42~~

~~Six months ended June 30, 2023 (in thousands) Fair value measurements at reporting date using: Gain (losses) from fair value changes~~

~~Assets: As of 06/30/2023 Quoted prices in active markets for identical assets (Level 1)~~

~~Significant other observable inputs (Level 2)~~

~~Significant unobservable inputs (Level 3)~~

~~Six months ended 06/30/2023 Individually evaluated loans \$0,822 \$0 \$0 \$0,822 \$826 Other real estate owned 36 0 36 22~~

~~The fair value estimates, methods and assumptions set forth below for the Company's financial instruments, including those financial instruments carried at cost, are made solely to comply with disclosures required by GAAP and should be read in conjunction with the financial statements and notes included in this Report.~~

~~For loans where the Company has determined that foreclosure of the collateral is probable, or where the borrower is experiencing financial difficulty and the Company expects repayment of the loan to be provided substantially through the operation or sale of the collateral, the ACL is measured based on the difference between the fair value of the collateral and the amortized cost basis of the loan as of the measurement date. For real estate loans, fair value of the loan's collateral is determined by third party appraisals, which are then adjusted for the estimated selling and closing costs related to liquidation of the collateral. For this asset class, the actual valuation methods (income, sales comparable, or cost) vary based on the status of the project or property. For example, land is generally based on the sales comparable method while construction is based on the income and/or sales comparable methods. The unobservable inputs may vary depending on the individual assets with no one of the three methods being the predominant approach. The Company reviews the third party appraisal for appropriateness and adjusts the value downward to consider selling and closing costs, which typically range from 5% to 8% of the appraised value. For non-real estate loans, fair value of the loan's collateral may be determined using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business.~~

~~The following tables present the carrying amounts and estimated fair values of the Company's financial instruments at June 30, 2024 and December 31, 2023. The carrying amounts shown in the tables are included in the Consolidated Statements of Condition under the indicated captions:~~

~~thousands) Carrying Amount Fair Value (Level 1) (Level 2) (Level 3) Financial Assets: Cash and cash equivalents \$70,915 \$70,915 \$70,915 \$0 \$0 Securities—held-to-maturity 312,430 264,588 0 264,588 0 FHLB stock and other stock 41,382 41,382 0 41,382 0 Accrued interest receivable 29,624 29,624 0 29,624 0~~

~~Loans/leases, net \$ 5,708,895 5,275,879 0 0 5,275,879 Financial Liabilities: Time deposits \$979,292 \$972,110 \$0 \$972,110 \$0 Other deposits 5,306,604 5,306,604 0 5,306,604 0 Fed funds purchased and securities sold under agreements to repurchase 35,989 35,989 0 35,989 0 Other borrowings 773,627 772,332 0 772,332 0 Accrued interest payable 4,503 4,503 0 4,503 0~~

~~Estimated Fair Value of Financial Instruments December 31, 2023 (in thousands) Carrying Amount Fair Value (Level 1) (Level 2) (Level 3) Financial Assets: Cash and cash equivalents \$79,542 \$79,542 \$79,542 \$0 \$0 Securities—held-to-maturity 312,401 267,455 0 267,455 0 FHLB stock and other stock 33,719 33,719 0 33,719 0 Accrued interest receivable 26,107 26,107 0 26,107 0~~

~~Loans/leases, net \$ 5,554,351 5,126,679 0 0 5,126,679 Financial Liabilities: Time deposits \$990,013 \$990,933 \$0 \$990,933 \$0 Other deposits 5,401,834 5,401,834 0 5,401,834 0 Fed funds purchased and securities sold under agreements to repurchase 50,996 50,996 0 50,996 0 Other borrowings 602,100 600,814 0 600,814 0 Accrued interest payable 3,474 3,474 0 3,474 0~~

~~Lease receivables, although excluded from the scope of ASC Topic 825, are included in the estimated fair value amounts at their carrying value.~~

~~The following methods and assumptions were used in estimating fair value disclosures for financial instruments:~~

~~Cash and Cash Equivalents: The carrying amounts reported in the Consolidated Statements of Condition for cash, noninterest-bearing deposits, money market funds, and Federal funds sold approximate the fair value of those assets. Securities—Held-to-Maturity: Fair values for U.S. Treasury securities are based on quoted market prices. Fair values for obligations of U.S. government sponsored entities and mortgage-backed securities residential are based on quoted market prices, where available, as provided by third party pricing vendors. If quoted market prices were not available, fair values are based on quoted market prices of comparable instruments in active markets and/or based upon a matrix pricing methodology, which uses comprehensive interest rate tables to determine market price, movement and yield relationships. These securities are reviewed periodically to determine if there are any events or changes in circumstances that would adversely affect their value.~~

~~FHLB Stock and Other Stock: The carrying amount of FHLB stock approximates fair value. If the stock is redeemed, the Company will receive an amount equal to the par value of the stock. For miscellaneous equity securities, carrying value is cost.~~

~~Loans and Leases: Fair value for loans are calculated using an exit price notion. The Company's valuation methodology takes into account factors such as estimated cash flows, including contractual cash flow and assumptions for prepayments, liquidity risk, and credit risk. The fair values of residential loans were estimated using discounted cash flow analyses, based upon available market benchmarks for rates and prepayment assumptions. The fair values of commercial and consumer loans were estimated using discounted cash flow analyses, based upon interest rates currently offered for loans and leases with similar terms and credit quality. The fair values of loans held for sale were determined based upon contractual prices for loans with similar characteristics.~~

~~Accrued Interest Receivable and Accrued Interest Payable: The carrying amount of these short-term instruments approximate fair value.~~

~~Deposits: The fair values disclosed for noninterest-bearing accounts and accounts with no stated maturities are equal to the amount payable on demand at the reporting date. The fair value of time deposits is based upon discounted cash flow analyses using rates offered for FHLB advances, which is the Company's primary alternative source of funds.~~

~~Fed Funds Purchased and Securities Sold Under Agreements to Repurchase: The carrying amount of these instruments approximate fair value because the instruments have short-term maturities.~~

~~Other borrowings: The fair value of other borrowings is based upon discounted cash flow analyses using current rates offered for FHLB advances, with similar terms.~~

~~—References~~

~~No definition available.~~

~~+Details~~

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-Definition

The entire disclosure for the fair value of financial instruments (as defined), including financial assets and financial liabilities (collectively, as defined), and the measurements of those instruments as well as disclosures related to the fair value of non-financial assets and liabilities. Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 107-Publisher FASB-URI https://asc.fasb.org/1943274/2147482078/820-10-55-107>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 100-Publisher FASB-URI https://asc.fasb.org/1943274/2147482078/820-10-55-100>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A)Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2E-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2E>Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph \(h\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph (h)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph \(f\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph (f)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph \(e\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph (e)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(h\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (h)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

~~**<https://asc.fasb.org/1943274/2147482106/820-10-50-2>**~~**Reference 11:**
~~**<http://www.xbrl.org/2003/role/disclosureRef>**~~**-Topic 820-SubTopic 10-Name**
~~**Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (g)-**~~
~~**Publisher FASB-URI [https://asc.fasb.org/1943274/2147482106/820-10-50-](https://asc.fasb.org/1943274/2147482106/820-10-50-2)**~~
~~**2**~~**Reference 12: <http://www.xbrl.org/2003/role/disclosureRef>****-Topic 940-SubTopic**
~~**820-Name Accounting Standards Codification-Section 50-Paragraph 1-**~~
~~**Subparagraph (a)-Publisher FASB-URI**~~
~~**<https://asc.fasb.org/1943274/2147478119/940-820-50-1>**~~

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Derivatives and Hedging Activities6 Months Ended Jun. 30, 2024 Derivative Instruments and Hedging Activities Disclosure [Abstract] Derivatives and Hedging ActivitiesDerivatives and Hedging Activities

Risk Management Objective of Using Derivatives

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of its assets and liabilities and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company also enters into interest rate derivatives to accommodate the business requirements of certain qualifying customers. All derivatives are recognized as other assets or other liabilities on the Company's Consolidated Statements of Condition at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative and resulting designation.

Derivatives Designated as Hedging Instruments

Fair Value Hedges of Interest Rate Risk

The Company is exposed to changes in the fair value of certain of its fixed-rate assets due to changes in benchmark interest rates. The Company uses interest rate swaps to manage its exposure to changes in fair value on these instruments attributable to changes in the designated benchmark interest rate. Interest rate swaps designated as fair value hedges involve the payment of fixed-rate amounts to a counterparty in exchange for the Company receiving variable rate payments over the life of the agreements without the exchange of the underlying notional amount. As of June 30, 2024, the Company had interest rate swaps with a total notional amount of \$150.0 million hedging fixed-rate residential mortgage loans.

For derivatives designated and that qualify as fair value hedges, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in interest income. As of June 30, 2024 and December 31, 2023, the following amounts were recorded on the balance sheet related to cumulative basis adjustment for fair value hedges:

Line Item in the Statement of Financial Position in Which the Hedged Item is Included		Carrying Amount of the Hedged Assets/(Liabilities)	Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount of the Hedged Assets/(Liabilities)	Carrying Amount of the Hedged Assets/(Liabilities)	Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount of the Hedged Assets/(Liabilities)
		June 30, 2024	June 30, 2024	June 30, 2024	June 30, 2024
		December 31, 2023	December 31, 2023	December 31, 2023	December 31, 2023
Fixed Rate Loans ¹		\$147,620	\$(2,380)	\$148,633	\$(1,367)
Total		\$147,620	\$(2,380)	\$148,633	\$(1,367)

¹ These amounts include the amortized cost basis of closed portfolios of fixed rate loans used to designate hedging relationships in which the hedged item is the stated amount of assets in the closed portfolio anticipated to be outstanding for the designated hedged period. At June 30, 2024 and December 31, 2023, the amortized cost basis of the closed portfolios used in these hedging relationships was \$736.1 million and \$762.4 million respectively; the cumulative basis adjustments associated with these hedging relationships was \$2.4 million and \$1.4 million, respectively; and the amounts of the designated hedged items were \$150.0 million for both periods.

Derivatives Not Designated as Hedging Instruments

The Company enters into interest rate swaps to help commercial loan borrowers manage their interest rate risk. These interest rate swap contracts allow borrowers to convert variable rate loan payments to fixed rate loan payments. When the Company enters into an interest rate derivative contract with a commercial loan borrower, it simultaneously enters into a "mirror" interest rate contract with a third party. For interest rate swaps, the third party exchanges the client's fixed rate loan payments for variable rate loan payments. The Company's credit policies with respect to interest rate contracts with commercial borrowers are similar to those used for loans. The Company retains the risk that is associated with the potential failure of counterparties and the risk inherent in originating loans. The interest rate contracts with counterparties are generally subject to bilateral collateralization terms. These derivatives are not designated as hedges and therefore, changes in fair value are recognized in earnings.

The Company has entered into risk participation agreements with other banks in commercial loan arrangements. Participating banks guarantee the performance on borrower-related interest rate swap contracts. These derivatives are not designated as hedges and therefore, changes in fair value are recognized in earnings.

Under a risk participation-out agreement, a derivative asset, the Company participates out a portion of the credit risk associated with the interest rate swap position executed with the commercial borrower for a fee paid to the participating bank. Under a risk participation-in agreement, a derivative liability, the Company assumes, or participates in, a portion of the credit risk associated with the interest rate swap position with the commercial borrower for a fee received from the other bank.

Tabular Disclosure of Fair Values of Derivative Instruments on the Consolidated Statements of Condition

The tables below present the fair value of the Company's derivative financial instruments as well as their classification on the consolidated statements of condition as of June 30, 2024 and December 31, 2023. Amounts below are presented on a net basis in accordance with applicable accounting guidance.

		Derivative Assets	June 30, 2024 (in thousands)	Notional Amount	Balance
Sheet Location Fair Value Derivatives designated as hedging instruments - Interest Rate Products		\$150,000	-\$2,487	Total derivatives designated as hedging instruments	-\$2,487
Derivatives not designated as hedging instruments - Interest Rate Products		\$69,452	-\$851	Risk Participation Agreement	0
Total derivatives not designated as hedging instruments		-\$851			

		Derivative Assets	December 31, 2023 (in thousands)	Notional Amount	Balance
Balance Sheet Location Fair Value Derivatives designated as hedging instruments - Interest Rate Products		\$150,000	-\$1,503	Total derivatives not designated as hedging instruments	-\$1,503
Derivatives not designated as hedging instruments - Interest Rate Products		\$34,930	-\$1,610	Risk Participation Agreement	0
Total derivatives not designated as hedging instruments		-\$1,610			

		Derivative Liabilities	June 30, 2024 (in thousands)	Notional Amount	Balance
Balance Sheet Location Fair Value Derivatives not designated as hedging instruments - Interest Rate Products		\$69,452	-\$982	Risk Participation Agreement	17,221
Total derivatives not designated as hedging instruments		-\$1,001			

		Derivative Liabilities	December 31, 2023 (in thousands)	Notional Amount	Balance
Balance Sheet Location Fair Value Derivatives not designated as hedging instruments - Interest Rate Products		\$34,930	-\$1,778	Risk Participation Agreement	7,542
Total derivatives not designated as hedging instruments		-\$1,026			

Tabular Disclosure of the Effect of Fair Value and Cash Flow Hedge Accounting on the Consolidated Statements of Income

The tables below present the effect of the Company's derivative financial instruments on the consolidated statements of income for the three and six months ended June 30, 2024 and 2023:

~~The Effect of Fair Value and Cash Flow Hedge Accounting on the Consolidated Statements of Income Location of Gain or (Loss) Recognized in Income on Derivative Three Months Ended June 30, 2024 Three Months Ended June 30, 2023 (in thousands) Interest Income Total amounts of income and expense line items presented in the statement of financial performance in which the effects of fair value or cash flow hedges are recorded \$ 673 \$ 305 The effects of fair value and cash flow hedging: Gain or (loss) on fair value hedging relationships in Subtopic 815-20 Interest contracts Hedged items 152 (2,320) Derivatives designated as hedging instruments 520 3,625~~

~~The Effect of Fair Value and Cash Flow Hedge Accounting on the Consolidated Statements of Income Location of Gain or (Loss) Recognized in Income on Derivative Six Months Ended June 30, 2024 Six Months Ended June 30, 2023 (in thousands) Interest Income Total amounts of income and expense line items presented in the statement of financial performance in which the effects of fair value or cash flow hedges are recorded \$ 1,335 \$ 305 The effects of fair value and cash flow hedging: Gain or (loss) on fair value hedging relationships in Subtopic 815-20 Interest contracts Hedged items 1,013 (3,320) Derivatives designated as hedging instruments 2,348 3,625~~
~~Tabular Disclosure of the Effect of Derivatives Not Designated as Hedging Instruments on the Consolidated Statements of Income~~

~~The tables below present the effect of the Company's derivative financial instruments that are not designated as hedging instruments on the consolidated statements of income for the three and six months ended June 30, 2024 and 2023:~~

~~Effect of Derivatives Not Designated as Hedging Instruments on the Consolidated Statements of Income Derivatives Not Designated as Hedging Instruments under Subtopic 815-20 Location of Gain or (Loss) Recognized in Income on Derivative Amount of Gain or (Loss) Recognized in Income on Derivative Amount of Gain or (Loss) Recognized in Income on Derivative Three Months Ended (in thousands) June 30, 2024 June~~

~~30, 2023 Interest Rate Products Other Income \$ 0 \$ 0 Risk Participation Agreement Other Income 6 8 Total \$ 6 \$ 8 Fee Income Other income \$ 144 \$ 0~~

~~Effect of Derivatives Not Designated as Hedging Instruments on the Consolidated Statements of Income Derivatives Not Designated as Hedging Instruments under Subtopic 815-20 Location of Gain or (Loss) Recognized in Income on Derivative Amount of Gain or (Loss) Recognized in Income on Derivative Amount of Gain or (Loss) Recognized in Income on Derivative Six Months Ended (in thousands) June 30, 2024 June~~

~~30, 2023 Interest Rate Products Other Income \$ 37 \$ 0 Risk Participation Agreement Other Income 70 2 Total \$ 115 \$ 2 Fee Income Other income \$ 382 \$ 0~~

~~Credit-risk-related Contingent Features~~

~~Applicable for OTC derivatives with dealers~~

~~The Company has agreements with each of its derivative counterparties that contain a provision where if the Company defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations.~~

~~As of June 30, 2024 and December 31, 2023, the fair value of derivatives in a net liability position, which includes accrued interest but excludes any adjustment for nonperformance risk, related to these agreements was \$1.0 million and \$1.8 million, respectively. As of June 30, 2024 and December 31, 2023, the Company has posted \$790,000 and \$1.5 million, respectively, in collateral related to these agreements. The interest rate hedge counterparty has posted~~

~~\$2.2 million and \$1.5 million of collateral in proportion to potential losses in the derivative position at June 30, 2024 and December 31, 2023, respectively.~~

~~-References~~

~~No definition available.~~

~~+Details~~

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

~~-Definition~~

~~The entire disclosure for derivative instruments and hedging activities including, but not limited to, risk management strategies, non-hedging derivative instruments, assets, liabilities, revenue and expenses, and methodologies and assumptions used in determining the amounts.~~

~~+References~~

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Pay vs Performance Disclosure - USD (\$) \$ in
Thousands
3 Months
Ended
6 Months
Ended

Jun. 30, 2024

Jun. 30, 2023

Jun. 30, 2024

Jun. 30, 2023

Pay vs Performance Disclosure — [Net income attributable to Tompkins Financial Corporation](#)
\$ 15,682\$ 8,475\$ 32,554\$ 27,856

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+ Details

Name:ecd_PvpTable Namespace Prefix:ecd_ Data Type:xbrli:stringItemType Balance
Type:na Period Type:duration

-Definition

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

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[+ Details](#)

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IDEA: XBRL DOCUMENT

Insider Trading Arrangements3 Months Ended
Jun. 30, 2024

Trading Arrangements, by Individual [Rule 10b5-1 Arrangement Adoptedfalse](#)[Non-](#)
[Rule 10b5-1 Arrangement Adoptedfalse](#)[Rule 10b5-1 Arrangement Terminatedfalse](#)
[Non-Rule 10b5-1 Arrangement Terminatedfalse](#)

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Reference 1: <http://www.xbrl.org/2003/role/presentationRef> -Publisher SEC -Name
Regulation S-K-Number 229-Section 408-Subsection a-Paragraph 1

[+ Details](#)

Name:ecd_NonRule10b51ArrAdoptedFlag Namespace Prefix:ecd_ Data Type:
xbri:booleanItemType Balance Type:na Period Type:duration

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Regulation S-K-Number 229-Section 408-Subsection a-Paragraph 1

[+ Details](#)

Name:ecd_NonRule10b51ArrTrmntdFlag Namespace Prefix:ecd_ Data Type:
xbri:booleanItemType Balance Type:na Period Type:duration

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Reference 1: <http://www.xbrl.org/2003/role/presentationRef> -Publisher SEC -Name

~~Regulation S-K-Number 229-Section 408-Subsection a-Paragraph 1~~

~~+ Details~~

~~Name:ecd_Rule10b51ArrAdoptedFlag Namespace Prefix:ecd_ Data Type: xbrli:booleanItemType Balance Type:na Period Type:duration~~

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~~Reference 1: http://www.xbrl.org/2003/role/presentationRef-Publisher SEC-Name Regulation S-K-Number 229-Section 408-Subsection a-Paragraph 1~~

~~+ Details~~

~~Name:ecd_Rule10b51ArrTrmntdFlag Namespace Prefix:ecd_ Data Type: xbrli:booleanItemType Balance Type:na Period Type:duration~~

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~~Reference 1: http://www.xbrl.org/2003/role/presentationRef-Publisher SEC-Name Regulation S-K-Number 229-Section 408-Subsection a-Paragraph 2-Subparagraph A~~

~~+ Details~~

~~Name:ecd_TradingArrByIndTable Namespace Prefix:ecd_ Data Type: xbrli:stringItemType Balance Type:na Period Type:duration XML 39 R25.htm IDEA: XBRL DOCUMENT Basis of Presentation (Policies)6 Months Ended Jun. 30, 2024~~

~~Accounting Policies [Abstract]~~ [Newly Adopted Accounting Standards](#)

~~Newly Adopted Accounting Standards~~

ASU No. 2023-02, "Investments – Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method." This update will allow reporting entities to consistently account for equity investments made primarily for the purpose of receiving income tax credits or other income tax benefits. This update applies this to all reporting entities that hold (1) tax equity investments that meet the conditions for and elect to account for them using the proportional amortization method or (2) an investment in a low-income housing tax credit ("LIHTC") structure through a limited liability entity that is not accounted for using the proportional amortization method and to which certain LIHTC specific guidance removed from Subtopic 323-740 has been applied. Additionally, the disclosure requirements apply to investments that generate income tax credits and other income tax benefits from a tax credit program for which the entity has elected to apply the proportional amortization method (including investments within that elected program that do not meet the conditions to apply the proportional amortization method). The amendments in this Update permit reporting entities to elect to account for their tax equity investments, regardless of the tax credit program from which the income tax credits are received, using the proportional amortization method if certain conditions are met. ASU 2023-02 is effective for fiscal years beginning after December 15, 2023 and interim periods in those years. The adoption of ASU 2023-02 on January 1, 2024 did not have a material effect on the Company's financial statements.

Transition for existing tax credits that qualify must be recognized using either a modified retrospective transition or a retrospective transition for all existing tax investments still expected to provide tax benefits and elected under ASU 2023-02 to apply the proportional amortization method. The Company has elected to treat all existing tax credit investments requiring adjustment under ASU 2023-02 using the modified retrospective method approach.

The Company currently has recorded investments in 2 separate LIHTC structures as of June 30, 2024 totaling \$2.2 million already using proportional amortization with a \$32,000 benefit recorded to income tax expense in the six months ending June 30, 2024 and \$27,000 benefit for the six months ending June 30, 2023. In addition, the Company has a historic rehabilitation tax credit that was previously recorded using the equity investment accounting method and had

no residual book value or financial impact in either the current or prior year. The ASU 2023-02 day 1 adoption entry for this tax credit included the recording of a \$40,000 investment and the write-off of a \$444,000 gross timing difference (tax effective at \$111,000) with a corresponding \$71,000 reduction to retained earnings.

The Company has also elected to treat the following categories of tax credit investments under the proportional amortization method:

- LHTC-Low Income Housing Tax Credits
- New Market Tax Credits
- Historic Rehabilitation Tax Credit
- Renewable Energy Tax Credit
- State Specific Tax Credits

Accounting Standards Pending Adoption

ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." The amendments in this Update improve financial reporting by requiring disclosure of incremental segment information on an annual and interim basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2024 and interim periods in those years, and its adoption is not expected to have a significant effect on our financial statements or disclosures.

ASU No. 2023-09, "Income Taxes (Topic 740)-Improvements to Income Tax Disclosures." The amendments in this Update related to the rate reconciliation and income taxes paid disclosures improve the transparency of income tax disclosures by requiring (1) consistent categories and greater disaggregation of information in the rate reconciliation and (2) income taxes paid disaggregated by jurisdiction. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 and interim periods in those years. Tompkins is currently evaluating the potential impact of ASU 2023-09 on our consolidated financial statements.

The Company reviews new accounting standards as issued. Management has not identified any other new standards that it believes will have a significant impact on the Company's financial statements.

-References

No definition available.

+Details

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

-Definition

Disclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact.

+References

No definition available.

+Details

Name:us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 40 R26.htm IDEA: XBRL DOCUMENT Securities (Tables)6 Months Ended Jun. 30, 2024 Investments, Debt and Equity Securities [Abstract] Schedule of available-for-sale securities

The following tables summarize available-for-sale debt securities held by the Company at June 30, 2024 and December 31, 2023:

Available-for-Sale Debt Securities June 30, 2024 AmortizedCost

GrossUnrealizedGains

GrossUnrealizedLosses

Fair Value (in thousands) U.S. Treasuries \$114,808 \$60 \$4,982 \$109,886 Obligations of U.S. Government-sponsored entities 442,952 2,937 23,212 422,677 Obligations of U.S. states and political subdivisions 88,563 1 10,089 78,476 Mortgage-backed securities - residential, issued by U.S. Government agencies 45,419 4 5,311 40,112 U.S. Government-sponsored entities 619,303 2,422 100,892 720,830 U.S. corporate debt securities 2,500 0 133 2,367 Total available-for-sale debt securities \$1,463,965 \$4,110 \$150,617 \$1,317,458

Available-for-Sale Debt Securities December 31, 2023 AmortizedCost

GrossUnrealizedGains

GrossUnrealizedLosses

Fair Value (in thousands) U.S. Treasuries \$114,418 \$495 \$5,009 \$109,904 Obligations of U.S. Government-sponsored entities 472,286 6,449 22,277 456,458 Obligations of U.S. states and political subdivisions 89,999 2 8,077 81,924 Mortgage-backed securities - residential, issued by U.S. Government agencies 49,976 0 4,744 45,240 U.S. Government-sponsored entities 619,303 2,422 100,892 720,830 U.S. corporate debt securities 2,500 0 206

2,204 Total available-for-sale debt securities \$1,548,482 \$9,376 \$141,208 \$1,416,650 Schedule of held-to-maturity securities

The following tables summarize held-to-maturity debt securities held by the Company at June 30, 2024 and December 31, 2023:

Held-to-Maturity Debt Securities June 30, 2024 AmortizedCost

GrossUnrealizedGains

GrossUnrealizedLosses

Fair Value (in thousands) U.S. Treasuries \$86,157 \$0 \$12,181 \$73,976 Obligations of U.S. Government-sponsored entities 226,273 0 35,661 190,612 Total held-to-maturity debt securities \$312,430 \$0 \$47,842 \$264,588

Held-to-Maturity Debt Securities December 31, 2023 AmortizedCost

GrossUnrealizedGains

GrossUnrealizedLosses

Fair Value (in thousands) U.S. Treasuries \$86,266 \$0 \$11,051 \$75,215 Obligations of U.S. Government-sponsored entities 226,135 0 33,895 192,240 Total held-to-maturity debt securities \$312,401 \$0 \$44,946 \$267,455

The following table summarizes held-to-maturity debt securities that had unrealized losses at June 30, 2024 and December 31, 2023:

thousands Fair Value Unrealized Losses Fair Value Unrealized Losses Fair Value Unrealized Losses U.S. Treasuries \$0 \$0 \$73,976 \$12,181 \$73,976 \$12,181 Obligations of U.S. Government-sponsored entities 0 0 190,612 25,661 190,612 25,661 Total held-to-maturity debt securities \$0 \$0 \$264,588 \$47,842 \$264,588 \$47,842

June 30, 2024 Less than 12 Months 12 Months or Longer Total (in

December 31, 2023 Less than 12 Months 12 Months or Longer Total (in thousands) Fair Value Unrealized Losses Fair Value Unrealized Losses Fair Value Unrealized Losses U.S. Treasuries \$0 \$0 \$75,215 \$11,051 \$75,215 \$11,051 Obligations of U.S. Government-sponsored entities 0 0 192,240

33,895 192,240 33,895 Total held-to-maturity debt securities \$0 \$0 \$267,455 \$44,946 \$267,455 \$44,946 Schedule of available-for-sale securities with unrealized losses

The following table summarizes available-for-sale debt securities that had unrealized losses at June 30, 2024, and December 31, 2023:

June 30, 2024 Less than 12 Months 12 Months or Longer Total (in thousands) Fair Value Unrealized Losses Fair Value Unrealized Losses Fair Value Unrealized Losses U.S. Treasuries \$10,076 \$2 \$65,756 \$4,980 \$85,632 \$4,982 Obligations of U.S. Government-sponsored entities 29,992 14 214,490 23,198 244,482 23,212 Obligations of U.S. states and political subdivisions 2,236 8 76,125 10,080 78,361 10,088 Mortgage-backed securities - residential issued by U.S. Government agencies 0 0 39,801 5,311 39,801 5,311 U.S. Government-sponsored entities 14,310 237 559,393 106,634 573,911 106,891 U.S. corporate debt securities 0 0 2,367 132 2,367 132 Total available-for-sale debt securities \$66,423 \$261 \$950,132 \$150,336 \$1,016,555 \$150,612

December 31, 2023 Less than 12 Months 12 Months or Longer Total (in thousands) Fair Value Unrealized Losses Fair Value Unrealized Losses Fair Value Unrealized Losses U.S. Treasuries \$0 \$0 \$65,662 \$5,009 \$65,662 \$5,009 Obligations of U.S. Government-sponsored entities 14,453 110 220,913 22,167 235,366 22,277 Obligations of U.S. states and political subdivisions 10,572 106 69,601 7,971 80,173 8,077 Mortgage-backed securities - residential issued by U.S. Government agencies 1,145 4 43,764 4,740 44,909 4,744 U.S. Government-sponsored entities 5,659 66 609,456 100,829 615,115 100,895 U.S. corporate debt securities 0 0 2,294 206 2,294 206 Total available-for-sale debt securities \$31,029 \$286 \$1,011,691 \$140,922 \$1,043,520 \$141,208

Schedule of amortized cost and estimated fair value of debt securities by contractual maturity

June 30, 2024 (in thousands) Amortized Cost Fair Value Available-for-sale debt securities: Due in one year or less \$145,289 \$143,154 Due after one year through five years 246,894 234,180 Due after five years through ten years 234,401 210,769 Due after ten years 22,329 17,295 Total 648,893 613,406 Mortgage-backed securities 915,142 704,052 Total available-for-sale debt securities \$1,463,965 \$1,317,458

December 31, 2023 (in thousands) Amortized Cost Fair Value Available-for-sale debt securities: Due in one year or less \$99,242 \$99,650 Due after one year through five years 307,093 296,279 Due after five years through ten years 245,617 233,569 Due after ten years 27,251 22,082 Total 679,203 650,580 Mortgage-backed securities 869,279 766,070 Total available-for-sale debt securities \$1,548,482 \$1,416,650

securities: Due after five years through ten years \$312,430 \$264,588 Total held-to-maturity debt securities \$312,430 \$264,588

June 30, 2024 (in thousands) Amortized Cost Fair Value Held-to-maturity debt

December 31, 2023 (in thousands) Amortized Cost Fair Value Held-to-

maturity debt securities: Due after five years through ten years \$312,401 \$267,455 Total held-to-maturity debt securities \$312,401 \$267,455

-Definition

Tabular disclosure of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale).

+References

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Reference 2: <https://asc.fasb.org/1943274/2147481800/320-10-50-9>
Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI>
Reference 4: <https://asc.fasb.org/1943274/2147481800/320-10-50-3>

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~~**<https://asc.fasb.org/1943274/2147481800/320-10-50-3>**~~

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

-Definition

Tabular disclosure of fair value of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in unrealized loss position, without allowance for credit loss. Includes beneficial interest in securitized financial asset.

+ References

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+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleUnrealizedLossPositionFairValueTable
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration

- Definition

Tabular disclosure of information about investment in debt security measured at
amortized cost (held-to-maturity).

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Reference 5: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(aaa\)-Publisher FASB](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (aaa)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-5>
Reference 6: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(d\)-Publisher FASB](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (d)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-5>
Reference 7: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(e\)-Publisher FASB](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (e)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-5>
Reference 8: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(f\)\(1\)-Publisher FASB](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (f)(1)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-5>
Reference 9: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(f\)\(2\)-Publisher FASB](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (f)(2)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-5>
Reference 10: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(f\)\(3\)-Publisher FASB](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (f)(3)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-5>
Reference 11: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(f\)\(4\)-Publisher FASB](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (f)(4)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-5>
Reference 12: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5A-Subparagraph \(a\)-Publisher FASB](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5A-Subparagraph (a)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-5>
Reference 13: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name>

Accounting Standards Codification -Section 50 -Paragraph 5A -Subparagraph (b)-
Publisher FASB -URI [https://asc.fasb.org/1943274/2147481800/320-10-50-](https://asc.fasb.org/1943274/2147481800/320-10-50-5A)
5AReference 14: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 5A-Subparagraph (c) -Publisher FASB -URI)
SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5A-
Subparagraph (c) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147481800/320-10-50-5A>Reference 15:
[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 5B-Subparagraph (a)-Publisher FASB -URI)
Accounting Standards Codification -Section 50 -Paragraph 5B-Subparagraph (a)-
Publisher FASB -URI [https://asc.fasb.org/1943274/2147481800/320-10-50-](https://asc.fasb.org/1943274/2147481800/320-10-50-5B)
5BReference 16: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 5B-Subparagraph (b) -Publisher FASB -URI)
SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5B-
Subparagraph (b) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147481800/320-10-50-5B>Reference 17:
[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 5B-Subparagraph (c)-Publisher FASB -URI)
Accounting Standards Codification -Section 50 -Paragraph 5B-Subparagraph (c)-
Publisher FASB -URI [https://asc.fasb.org/1943274/2147481800/320-10-50-](https://asc.fasb.org/1943274/2147481800/320-10-50-5B)
5BReference 18: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 5B-Subparagraph (d) -Publisher FASB -URI)
SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5B-
Subparagraph (d) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147481800/320-10-50-5B>

[+ Details](#)

Name:us-gaap_HeldToMaturitySecuritiesTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

[- Definition](#)

Tabular disclosure of maturities of an entity's investments as well as any other information pertinent to the investments.

[+ References](#)

No definition available.

[+ Details](#)

Name:us-gaap_InvestmentsClassifiedByContractualMaturityDateTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

[- References](#)

No definition available.

[+ Details](#)

Name:us-gaap_InvestmentsDebtAndEquitySecuritiesAbstract Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration XML 41 R27.htm IDEA: XBRL DOCUMENT Loans and Leases (Tables)6 Months Ended Jun. 30, 2024

Receivables [Abstract] Schedule of loans and leases

Loans and leases at June 30, 2024 and December 31, 2023 were as follows:

— (in thousands) **06/30/2024** 12/31/2023 Commercial and industrial — Agriculture **\$92,965** \$101,211 Commercial and industrial other **773,767** 721,890 PPP loans **254,404** Subtotal commercial and industrial **866,986** 823,505 Commercial real estate — Construction **337,361** 303,406 Agriculture **210,168** 221,670 Commercial real estate other **2,664,214** 2,587,591 Subtotal commercial real estate **3,211,743** 3,112,667 Residential real estate — Home equity **194,096** 188,316 Mortgages **1,377,376** 1,373,275 Subtotal residential real estate **1,571,472** 1,561,591 Consumer and other — Indirect **461,841** Consumer and other **102,591** 96,942 Subtotal consumer and other **103,052** 97,783 Leases **13,429** 15,382 **Total loans and leases** **5,766,682** 5,610,929 Less: unearned income and deferred costs and fees **(4,818)** (4,994) **Total loans and leases, net of unearned income and deferred costs and fees** **5,761,864** \$5,605,935

Schedule of age analysis of past due loans

The below tables are an age analysis of past due loans, segregated by class of loans, as of June 30, 2024 and December 31, 2023:

Past Due Current Loans Total Loans Loans and Leases — Commercial and industrial — Agriculture \$0 \$0 \$0 \$92,965 \$ 92,965 **Commercial and industrial other** 562,952 2,116 2,773 770,994 773,767 **PPP loans** 0 0 0 254,404 254,404 **Subtotal commercial and industrial** 562,952 2,116 2,773 864,213 866,986 **Commercial real estate — Construction** 0 0 0 337,361 337,361 **Agriculture** 0 0 0 210,168 210,168 **Commercial real estate other** 4,102 63 41,509 42,762 2,664,214 **Subtotal commercial real estate** 4,102 63 41,509 42,671 3,166,672 **Residential real estate — Home equity** 698 72 1,832 2,599 191,497 194,096 **Mortgages** 1,602 444 7,060 9,106 1,368,270 1,377,376 **Subtotal residential real estate** 2,296 516 8,892 11,705 1,559,767 1,571,472 **Consumer and other — Indirect** 5 11 6 22 439 461 **Consumer and other** 350 169 326 845 101,746 102,591 **Subtotal**

consumer and other 255 180 332 867 102 185 103 052 Leases 0 0 0 0 13 429 13 429 Total loans and leases 4 402 884 52 930 50 216 5 708 466 5 766 682 Less: unearned income and deferred costs and fees 0 0 0 0 14 310 14 310 Total loans and leases, net of unearned income and deferred costs and fees \$4,402 \$884 \$52,930 \$50,216 \$5,708 \$466 \$5,766 \$682

December 31, 2023 (in thousands) 30-59 Days 60-89 Days 90 Days or More Total Past Due Current Loans Total Loans Loans and Leases Commercial and industrial Agriculture \$0 \$0 \$0 \$0 \$101,211 \$101,211 Commercial and industrial other 309 887 2,124 3,496 710 498 721 890 PPP loans 0 0 0 404 484 Subtotal commercial and industrial 189 887 2,124 3,480 820 105 823 505 Commercial real estate Construction 0 0 0 303 406 303 406 Agriculture 61 0 0 61 221 689 221 670 Commercial real estate other 290 0 25 056 25 346 2 562 245 2 587 591 Subtotal commercial real estate 351 0 25 056 25 407 3 087 260 3 112 667 Residential real estate Home equity 466 211 1 968 2 645 185 671 188 316 Mortgages 1 353 111 6 916 8 380 1 364 895 1 373 275 Subtotal residential real estate 1 619 322 8 884 11 025 1 550 566 1 561 591 Consumer and other Indirect 7 11 11 29 812 841 Consumer and other 302 122 270 694 96 248 96 942 Subtotal consumer and other 309 133 281 723 97 060 97 783 Leases 0 0 0 15 383 15 383 Total loans and leases 2 868 1 342 36 345 40 555 5 570 374 5 610 929 Less: unearned income and deferred costs and fees 0 0 0 0 14 994 14 994 Total loans and leases, net of unearned income and deferred costs and fees \$2,868 \$1,342 \$36,345 \$40,555 \$5,565 380 \$5,605 935

Schedule of loans on nonaccrual status

The following tables present the amortized cost basis of loans on nonaccrual status and the amortized cost basis of loans on nonaccrual status for which there was no related allowance for credit losses. The below tables are an age analysis of nonaccrual loans segregated by class of loans, as of June 30, 2024 and December 31, 2023:

June 30, 2024 (in thousands) Nonaccrual Loans and Leases with no ACL Nonaccrual Loans and Leases Loans and Leases Past Due Over 89 Days and Accruing Loans and Leases Commercial and industrial Commercial and industrial other \$44 \$2,921 \$0 Subtotal commercial and industrial 44 2,921 0 Commercial real estate Agriculture 0 137 0 Commercial real estate other 40 406 43 967 0 Subtotal commercial real estate 40 406 44 104 0 Residential real estate Home equity 0 3 470 0 Mortgages 0 11 541 0 Subtotal residential real estate 0 15 011 0 Consumer and other Indirect 0 22 0 Consumer and other 0 195 215 Subtotal consumer and other 0 217 215 Total loans and leases \$40,450 \$62,253 \$215

December 31, 2023 (in thousands) Nonaccrual Loans and Leases with no ACL Nonaccrual Loans and Leases Loans and Leases Past Due Over 89 Days and Accruing Loans and Leases Commercial and industrial Commercial and industrial other \$0 \$2,253 \$0 Subtotal commercial and industrial 0 2,253 0 Commercial real estate Agriculture 0 170 0 Commercial real estate other 42 638 44 280 0 Subtotal commercial real estate 42 638 44 450 0 Residential real estate Home equity 0 3 230 0 Mortgages 0 11 942 0 Subtotal residential real estate 0 15 172 0 Consumer and other Indirect 0 40 0 Consumer and other 0 230 101 Subtotal consumer and other 0 270 101 Total loans and leases \$42,038 \$62,165 \$101

-Definition

Tabular disclosure of aging analysis for financing receivable.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7A-Publisher FASB-URI https://asc.fasb.org/1943274/2147481962/310-10-50-7A>Reference 2: <http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Publisher FASB-URI https://asc.fasb.org/1943274/2147481962/310-10-50-7>Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 14-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-14>Reference 4: <http://www.xbrl.org/2003/role/exampleRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 80-Publisher FASB-URI https://asc.fasb.org/1943274/2147479294/326-20-55-80>

+ Details

Name:us-gaap_PastDueFinancingReceivablesTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

-References

No definition available.

+ Details

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

-Definition

Tabular disclosure of the various types of trade accounts and notes receivable and for each the gross carrying value, allowance, and net carrying value as of the balance sheet date. Presentation is categorized by current, noncurrent and unclassified receivables.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(4\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(4))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(3\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(3))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

+ Details

Name:us-gaap_ScheduleOfAccountsNotesLoansAndFinancingReceivableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na

Period Type:duration

-Definition

Tabular disclosure of financing receivable on nonaccrual status:

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Publisher FASB-URI https://asc.fasb.org/1943274/2147481962/310-10-50-7>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 16-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-16>

+Details

Name:us-gaap_ScheduleOfFinancingReceivablesNonAccrualStatusTableTextBlock
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration XML 42 R28.htm IDEA: XBRL DOCUMENT
Allowance for Credit Losses (Tables)6 Months Ended
Jun. 30, 2024

Receivables [Abstract] Schedule of allowance for loan and lease losses segregated by
originated and acquired loan and lease portfolios and by portfolio segment

The following tables detail activity in the allowance for credit losses on loans for the three and six months ended June 30, 2024 and 2023. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

CommercialReal-Estate Three Months Ended June 30, 2024 (In thousands):Commercial& Industrial
ResidentialReal-Estate
Consumerand-Other
FinanceLeases
Total Allowance for credit losses: Beginning balance\$7,586 \$31,467 \$11,181 \$1,396 \$74 \$51,704 Charge-offs(30) 0 0 (626) 0 (656) Recoveries11 1 5 130 0 147 Provision (credit) for credit loss expense(155) 1,091 382 551 (6) 1,864 Ending Balance\$7,412 \$32,559 \$11,569 \$1,451 \$68 \$53,059

CommercialReal-Estate Three Months Ended June 30, 2023 (In thousands):Commercial& Industrial
ResidentialReal-Estate
Consumerand-Other
FinanceLeases
Total Allowance for credit losses: Beginning balance\$6,316 \$27,186 \$10,858 \$1,628 \$111 \$46,099 Charge-offs0 0 0 (169) 0 (169) Recoveries13 (9) 114 70 0 196 Provision (credit) for credit loss expense356 1,791 139 142 (10) 2,419 Ending Balance\$6,685 \$28,968 \$11,111 \$1,680 \$101 \$48,545

CommercialReal-Estate Six Months Ended June 30, 2024 (In thousands):Commercial& Industrial
ResidentialReal-Estate
Consumerand-Other
FinanceLeases
Total Allowance for credit losses: Beginning balance\$6,667 \$31,581 \$11,700 \$1,557 \$79 \$51,584 Charge-offs(30) 0 0 (1,071) 0 (1,101) Recoveries19 2 125 218 0 364 Provision (credit) for credit loss expense757 975 (256) 747 (11) 2,212 Ending Balance\$7,412 \$32,559 \$11,569 \$1,451 \$68 \$53,059

CommercialReal-Estate Six Months Ended June 30, 2023 (In thousands):Commercial& Industrial
ResidentialReal-Estate
Consumerand-Other
FinanceLeases
Total Allowance for credit losses: Beginning balance\$6,039 \$27,287 \$11,154 \$1,358 \$96 \$45,934 Impact of adopting ASU 2016-132 16 46 0 0 64 Charge-offs0 0 (2) (275) 0 (277) Recoveries59 1,237 178 111 0 1,585 Provision for credit loss expense585 428 (265) 486 5 1,239 Ending Balance\$6,685 \$28,968 \$11,111 \$1,680 \$101 \$48,545
The following tables detail activity in the liabilities for off-balance sheet credit exposures for the three and six months ended June 30, 2024 and 2023:

Three Months Ended June 30, (In thousands): 2024 2023 Liabilities for off-balance sheet credit exposures at beginning of period\$2,776 \$2,151 (Credit) provision for credit loss expense related to off-balance sheet credit exposures 308 (166) Liabilities for off-balance sheet credit exposures at end of period\$3,084 \$2,385

Six Months Ended June 30, (In thousands): 2024 2023 Liabilities for off-balance sheet credit exposures at beginning of period\$2,270 \$2,796 Provision for credit loss expense related to off-balance sheet credit exposures 814 189 Liabilities for off-balance sheet credit exposures at end of period\$3,084 \$3,085

Reference 1: <http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11B-Publisher FASB-URI https://asc.fasb.org/1943274/2147481962/310-10-50-11B>
Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 13-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-13>

+ Details

Name:us-gaap_AllowanceForCreditLossesOnFinancingReceivablesTableTextBlock
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration

- Definition

Tabular disclosure of financing receivables by credit quality indicator. The credit quality indicator is a statistic about the credit quality of financing receivables. Examples include, but not limited to, consumer credit risk scores, credit-rating-agency ratings, an entity's internal credit risk grades, loan-to-value ratios, collateral, collection experience and other internal metrics.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 29-Publisher FASB-URI https://asc.fasb.org/1943274/2147481962/310-10-50-29>
Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-5>

+ Details

Name:us-gaap_FinancingReceivableCreditQualityIndicatorsTableTextBlock
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration

- References

No definition available.

+ Details

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

- Definition

Tabular disclosure of financing receivable modified for debtor experiencing financial

difficulty.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 34>-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481962/310-10-50-34>
Reference 2: <http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 33>-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481962/310-10-50-33>
Reference 3: <http://www.xbrl.org/2003/role/exampleRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 12A>-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481933/310-10-55-12A>
Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 42-Subparagraph \(a\)\(2\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 42-Subparagraph (a)(2))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481962/310-10-50-42>
Reference 5: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 42-Subparagraph \(a\)\(1\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 42-Subparagraph (a)(1))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481962/310-10-50-42>

+ Details

Name:us-gaap_TroubledDebtRestructuringsOnFinancingReceivablesTableTextBlock
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration XML 43 R29.htm IDEA: XBRL DOCUMENT
Earnings Per Share (Tables)6 Months Ended
Jun. 30, 2024

Earnings Per Share [Abstract] Schedule of basic and diluted earnings per share

Earnings per share in the table below, for the three and six month periods ended June 30, 2024 and 2023 are calculated under the two-class method as required by ASC Topic 260, Earnings Per Share (ASC 260). ASC 260 provides that unvested share-based payment awards that contain nonforfeitable rights to dividends are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. Prior to 2019, the Company issued restricted stock awards that contained such rights and are therefore considered participating securities. Since 2019, the Company has issued restricted stock awards that do not have nonforfeitable rights to dividends and are therefore not considered participating securities. Basic earnings per common share are calculated by dividing net income allocable to common stock by the weighted average number of common shares, excluding participating securities, during the period. Diluted earnings per common share include the dilutive effect of participating securities.

Three Months Ended (in thousands, except share and per share data) **6/30/2024 6/30/2023 Basic** Net income available to common shareholders **\$15,682**, \$8,475. Less: income attributable to unvested stock-based compensation awards **0**, (8) Net earnings allocated to common shareholders **15,682**, 8,467. Weighted average shares outstanding, including unvested stock-based compensation awards **14,399,291**, 14,502,161. Less: average unvested stock-based compensation awards **(184,717)**, (188,028) Weighted average shares outstanding - Basic **14,214,574**, 14,314,133. **Diluted** Net earnings allocated to common shareholders **15,682**, 8,467. Weighted average shares outstanding - Basic **14,214,574**, 14,314,133. Plus: incremental shares from assumed conversion of stock-based compensation awards **25,052**, 32,654 Weighted average shares outstanding - Diluted **14,239,626**, 14,346,787. Basic EPS **\$1.10**, \$0.59. Diluted EPS **\$1.10**, \$0.59.

Six Months Ended (in thousands, except share and per share data) **6/30/2024 6/30/2023 Basic** Net income available to common shareholders **\$32,554**, \$27,856. Less: income attributable to unvested stock-based compensation awards **0**, (26) Net earnings allocated to common shareholders **32,554**, 27,830. Weighted average shares outstanding, including unvested stock-based compensation awards **14,402,519**, 14,511,078. Less: unvested stock-based compensation awards **(189,277)**, (190,763) Weighted average shares outstanding - Basic **14,213,242**, 14,320,315. **Diluted** Net earnings allocated to common shareholders **32,554**, 27,830. Weighted average shares outstanding - Basic **14,213,242**, 14,320,315. Plus: incremental shares from assumed conversion of stock-based compensation awards **25,750**, 47,866 Weighted average shares outstanding - Diluted **14,238,992**, 14,368,181. Basic EPS **\$2.29**, \$1.94. Diluted EPS **\$2.29**, \$1.94.

1.94 Diluted EPS \$2.29 \$1.94.

-References

No definition available.

+ Details

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

-Definition

Tabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147482662/260-10-50-1>

+ Details

Name:us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration XML 44 R30.htm IDEA: XBRL DOCUMENT
Other Comprehensive Income (Loss) (Tables)6 Months Ended
Jun. 30, 2024

Stockholders' Equity Note [Abstract] Schedule of activity in accumulated other comprehensive income (loss) and amounts reclassified out of each component of accumulated other comprehensive (loss) income

The following tables present reclassifications out of accumulated other comprehensive income (loss) for the three and six month periods ended June 30, 2024 and 2023:

Three Months Ended June 30, 2024 (in thousands) **Before-Tax****Amount**
Tax (Expense)Benefit
Net of Tax Available-for-sale debt securities:— Change in net unrealized (loss) gain during the period \$(1,391) \$340. \$(1,051) Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income (loss) 0. 0. 0. Net unrealized losses (1,391) 340. (1,051) Employee benefit plans: Amortization of net retirement plan actuarial gain (loss) 215. (53) 162. Amortization of net retirement plan prior service cost 47. (12) 35. Employee benefit plans 262. (65) 197. **Other comprehensive loss \$(1,129) \$275. \$(854).**

Three Months Ended June 30, 2023 (in thousands) **Before-Tax****Amount**
Tax (Expense)Benefit
Net of Tax Available-for-sale debt securities:— Change in net unrealized gain (loss) during the period \$(17,531) \$4,294. \$(13,237) Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income 7,052. (1,727) 5,325. Net unrealized losses (10,479) 2,567. (7,912) Employee benefit plans: Amortization of net retirement plan actuarial gain (loss) 261. (64) 197. Amortization of net retirement plan prior service cost 54. (13) 41. Employee benefit plans 315. (77) 238. **Other comprehensive loss \$(10,164) \$2,490. \$(7,674).**

Six Months Ended June 30, 2024 (in thousands) **Before-Tax****Amount**
Tax (Expense)Benefit
Net of Tax Available-for-sale debt securities:— Change in net unrealized gain (loss) during the period \$(14,675) \$3,596. \$(11,079) Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income 0. 0. 0. Net unrealized losses (14,675) 3,596. (11,079) Employee benefit plans: Amortization of net retirement plan actuarial gain 457. (112) 345. Amortization of net retirement plan prior service cost 92. (23) 69. Employee benefit plans 549. (135) 414. **Other comprehensive loss \$(14,126) \$3,461. \$(10,665)**

Six Months Ended June 30, 2023 (in thousands) **Before-Tax****Amount**
Tax (Expense)Benefit
Net of Tax Available-for-sale debt securities:— Change in net unrealized gain (loss) during the period \$9,724. \$(2,383) \$7,341 Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income 7,052. (1,727) 5,325. Net unrealized gains 16,776. (4,110) 12,666. Employee benefit plans: Amortization of net retirement plan actuarial gain 558. (137) 421. Amortization of net retirement plan prior service cost 109. (27) 82. Employee benefit plans 667. (164) 503. **Other comprehensive income \$(17,443) \$(4,274) \$13,169.**

The following table presents the activity in our accumulated other comprehensive (loss) income for the periods indicated:

	(in thousands) Available-for-Sale Debt Securities	
Employee Benefit Plans		
Accumulated Other Comprehensive (Loss) Income		
Balance at April 1, 2024 \$(109,563) \$(25,253) \$(134,816)	Other comprehensive loss before reclassifications (1,051) 0. (1,051) Amounts reclassified from accumulated other comprehensive (loss) income 0. 197. 197. Net current-period other comprehensive (loss) income (1,051) 197. (854)	
Balance at June 30, 2024 \$(110,614) \$(25,056) \$(135,670)	Balance at January 1, 2024 \$(99,535) \$(25,470) \$(125,005) Other comprehensive loss before reclassifications (11,079) 0. (11,079) Amounts reclassified from accumulated other comprehensive (loss) income 0. 414. 414. Net current-period other comprehensive (loss) income (11,079) 414. (10,665)	
	Balance at June 30, 2024 \$(110,614) \$(25,056) \$(135,670)	

	(in thousands) Available-for-Sale Debit Securities	
Employee Benefit Plans		
Accumulated Other Comprehensive (Loss) Income		
Balance at April 1, 2023 \$(158,225) \$(29,621) \$(187,846)	Other comprehensive income before reclassifications (13,237) 0. (13,237) Amounts reclassified from accumulated other comprehensive (loss) income 5,325. 238. 5,563. Net current-period other comprehensive (loss) income (7,912) 238. (7,674)	
Balance at June 30, 2023 \$(166,137) \$(29,383) \$(195,520)	Balance at January 1, 2023 \$(178,803) \$(29,886) \$(208,689) Other comprehensive income (loss) before reclassifications 7,341. 0. 7,341. Amounts reclassified from accumulated other comprehensive (loss) income 5,325. 503. 5,828. Net current-period other comprehensive income (loss) 12,666. 503. 13,169.	
	Balance at June 30, 2023 \$(166,137) \$(29,383) \$(195,520)	

Schedule of reclassifications out of accumulated other comprehensive income (loss)

The following tables present the amounts reclassified out of each component of accumulated other comprehensive (loss) income for the three and six months ended June 30, 2024 and 2023:

Comprehensive Income (Loss) Components (in thousands)	Three Months Ended June 30, 2024 Details about Accumulated other	
Amount Reclassified from Accumulated Other Comprehensive (Loss) Income ¹ Affected Line Item in the Statement Where Net Income is Presented		

Available-for-sale debt securities: Unrealized gains and losses on available-for-sale debt securities \$0. Net loss on securities transactions 0. Income tax expense 0. Net of tax Employee benefit plans: Amortization of the following² Net retirement plan actuarial loss (215) Other operating expense Net retirement plan prior service cost (47) Other operating expense (262) Total before tax 65. Income tax expense \$(197) Net of tax

Comprehensive Income (Loss) Components (in thousands)	Three Months Ended June 30, 2023 Details about Accumulated other	
Amount Reclassified from Accumulated Other Comprehensive (Loss) Income ¹ Affected Line Item in the Statement Where Net Income is Presented		

Available-for-sale debt securities: Unrealized gains and losses on available-for-sale debt securities \$(7,052) Net loss on securities transactions 1,727. Income tax expense (5,325) Net of tax Employee benefit plans: Amortization of the following² Net retirement plan actuarial loss (261) Other operating expense Net retirement plan prior service cost (54) Other operating expense (315) Total before tax 77. Income tax expense \$(238) Net of tax

Comprehensive Income (Loss) Components (in thousands)	Six Months Ended June 30, 2024 Details about Accumulated other	
Amount Reclassified from Accumulated Other Comprehensive (Loss) ¹ Affected Line Item in the Statement Where Net Income is Presented		

Available-for-sale debt securities: Unrealized gains and losses on available-for-sale debt securities \$0. Net loss on securities transactions 0. Income tax expense 0. Net of tax Employee benefit plans: Amortization of the following² Net retirement plan actuarial loss (457) Other operating expense Net retirement plan prior service cost (92) Other operating expense (549) Total before tax 135. Income tax expense \$(414) Net of tax

Comprehensive Income (Loss) Components (in thousands)	Six Months Ended June 30, 2023 Details about Accumulated other	
Amount Reclassified from Accumulated Other Comprehensive (Loss) ¹ Affected Line Item in the Statement Where Net Income is Presented		

Available-for-sale debt securities: Unrealized gains and losses on available-for-sale debt securities \$(7,052) Net loss on securities transactions 1,727. Income tax expense (5,325) Net of tax Employee benefit plans: Amortization of the following² Net retirement plan actuarial loss (558) Other operating expense Net retirement plan prior service cost (109) Other operating expense (667) Total before tax 164. Income tax expense \$(503) Net of tax

² The accumulated other comprehensive (loss) income components are included in the computation of net periodic benefit cost (See Note 8 – "Employee Benefit Plan").

-Definition

Tabular disclosure of information about items reclassified out of accumulated other comprehensive income (loss).

+ References

No definition available.

+Details

Name:us-gaap_ReclassificationOutOfAccumulatedOtherComprehensiveIncomeTableT
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na

Period Type:duration

-Definition

Tabular disclosure of the components of accumulated other comprehensive income (loss):

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 220-SubTopic 10-Section 45-Paragraph 14A-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-14A>Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147481674/830-30-50-1>Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20>

+Details

**Name:us-gaap_ScheduleOfAccumulatedOtherComprehensiveIncomeLossTableTextBlo
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration**

-References

No definition available:

+Details

**Name:us-gaap_StockholdersEquityNoteAbstract Namespace Prefix:us-gaap_ Data
Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 45 R31.htm
IDEA: XBRL DOCUMENT
Employee Benefit Plans (Tables)6 Months Ended**

Jun. 30, 2024
Retirement Benefits [Abstract] Schedule of components of net periodic benefit cost

										Pension Benefits Life and Health SERP Benefits Three Months Ended																																									
Three Months Ended Three Months Ended (in thousands)										Six Months Ended Six Months Ended (in thousands)																																									
6/30/2024	6/30/2023	6/30/2024	6/30/2023	6/30/2024	6/30/2023	6/30/2024	6/30/2023	6/30/2024	6/30/2023	Service cost	\$0	\$0	\$6	\$1	\$12	\$7	Interest cost	762	814	81	88	267	275	Expected return on plan assets	(1,342)	(1,195)	0	0	0	0	Amortization of net retirement plan actuarial loss	229	274	(13)	(13)	0	0	Amortization of net retirement plan prior service (credit) cost	0	0	(10)	(15)	57	69	Net periodic benefit (income) cost	\$(351)	\$(107)	\$(63)	\$(61)	\$(341)	\$(351)
										Pension Benefits Life and Health SERP Benefits Six Months Ended																																									
Six Months Ended Six Months Ended (in thousands)										Six Months Ended Six Months Ended (in thousands)																																									
6/30/2024	6/30/2023	6/30/2024	6/30/2023	6/30/2024	6/30/2023	6/30/2024	6/30/2023	6/30/2024	6/30/2023	Service cost	\$0	\$0	\$13	\$16	\$29	\$21	Interest cost	1,594	1,627	171	177	565	574	Expected return on plan assets	(2,573)	(2,394)	0	0	0	0	Amortization of net retirement plan actuarial loss	488	578	(33)	(20)	0	0	Amortization of net retirement plan prior service cost (credit)	0	0	(23)	(30)	113	139	Net periodic benefit (income) cost	\$(491)	\$(179)	\$(132)	\$(143)	\$(707)	\$(734)

-References

No definition available.

+Details

Name:us-gaap_CompensationAndRetirementDisclosureAbstract Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

-Definition

Tabular disclosure of the components of net benefit costs for pension plans and/or other employee benefit plans including service cost, interest cost, expected return on plan assets, gain (loss), prior service cost or credit, transition asset or obligation, and gain (loss) recognized due to settlements or curtailments.

+References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef-Topic 715-SubTopic 20-Subparagraph (h)-Name Accounting Standards Codification-Paragraph 1-Section 50-Publisher FASB-URI https://asc.fasb.org/1943274/2147480506/715-20-50-1

+Details

Name:us-gaap_ScheduleOfNetBenefitCostsTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 46 R32.htm IDEA: XBRL DOCUMENT

Other Income and Operating Expense (Tables)6 Months Ended

Jun. 30, 2024

Other Income and Expenses [Abstract] Schedule of other income and operating expense

Other income and operating expense totals are presented in the table below. Components of these totals exceeding 1% of the aggregate of total noninterest income and total noninterest expenses for any of the periods presented below are stated separately.

														Three Months Ended Six Months Ended (in thousands) 6/30/2024 6/30/2023																																																							
6/30/2024 6/30/2023 Noninterest Income														6/30/2024 6/30/2023																																																							
Other service charges														Earnings from corporate owned life insurance																																																							
6/30/2024	6/30/2023	6/30/2024	6/30/2023	6/30/2024	6/30/2023	6/30/2024	6/30/2023	6/30/2024	6/30/2023	1,227	554	1,777	1,169	Net gains on the sale of loans originated for sale	240	27	314	65	Other income	670	373	1,610	1,046	Total other income	2,802	1,603	5,022	3,544	Noninterest Expenses	Marketing expense	1,094	1,688	2,069	2,792	Professional fees	1,667	2,124	3,367	3,928	Legal fees	327	632	550	1,024	Technology expense	4,044	3,656	8,110	7,662	FDIC insurance	1,495	779	2,904	1,833	Cardholder expense	1,038	1,116	2,098	2,123	Other expenses	3,684	4,470	7,242	6,534	Total other operating expense	13,349	14,468	26,340	27,937

-References

No definition available.

+Details

Name:us-gaap_OtherIncomeAndExpensesAbstract Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

-Definition

Tabular disclosure of the components of non-operating income or non-operating expense that may include amounts earned from dividends, interest on securities, gains (losses) on securities sold, equity earnings of unconsolidated affiliates, net gain (loss) on sales of business, interest expense and other miscellaneous income or expense items.

+ References

No definition available.

+ Details

Name:us-gaap_ScheduleOfOtherNonoperatingIncomeExpenseTableTextBlock
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration XML 47 R33.htm IDEA: XBRL DOCUMENT
Revenue Recognition (Tables)6 Months Ended
Jun. 30, 2024
Revenue from Contract with Customer [Abstract] Schedule of disaggregation of
noninterest income, segregated by revenue streams in-scope and out-of-scope of ASC
606

The following tables present noninterest income, segregated by revenue streams in-scope and out-of-scope of ASC 606, for the three and six months ended June 30, 2024 and 2023:

Three Months Ended (in thousands) 06/30/2024 06/30/2023 Noninterest Income In-scope of Topic 606: Commissions and Fees \$8,472 \$7,979 Installment Billing (59) (42) Refund of Commissions 38 113 Contract Liabilities/Deferred Revenue (285) (295) Contingent Commissions 921 917 Subtotal Insurance Revenues 9,087 8,672 Trust and Asset Management 4,441 3,637 Mutual Fund & Investment Income 408 1,041 Subtotal Investment Service Income 4,849 4,678 Service Charges on Deposit Accounts 1,766 1,640 Card Services Income 3,270 3,087 Other 305 325 Noninterest Income (in-scope of ASC 606) 19,285 18,462 Noninterest Income (out-of-scope of ASC 606) 5,491 (5,787) Total Noninterest Income \$24,776 \$12,675

Six Months Ended (in thousands) 06/30/2024 06/30/2023 Noninterest Income In-scope of Topic 606: Commissions and Fees \$17,394 \$16,495 Installment Billing (59) (46) Refund of Commissions 73 172 Contract Liabilities/Deferred Revenue (289) (298) Contingent Commissions 2,227 1,852 Subtotal Insurance Revenues 19,346 18,181 Trust and Asset Management 8,909 7,072 Mutual Fund & Investment Income 877 2,113 Subtotal Investment Service Income 9,706 9,187 Service Charges on Deposit Accounts 3,562 3,386 Card Services Income 6,217 5,769 Other 625 674 Noninterest Income (in-scope of ASC 606) 39,536 37,197 Noninterest Income (out-of-scope of ASC 606) 4,377 (4,182) Total Noninterest Income \$43,913 \$33,015

- Definition

Tabular disclosure of disaggregation of revenue into categories depicting how nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factor.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147479806/606-10-50-5>

+ Details

Name:us-gaap_DisaggregationOfRevenueTableTextBlock **Namespace Prefix:us-gaap_**
Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_RevenueFromContractWithCustomerAbstract **Namespace Prefix:**
us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML
48 R34.htm IDEA: XBRL DOCUMENT
Segment and Related Information (Table)6 Months Ended
Jun. 30, 2024
Segment Reporting [Abstract] Schedule of segment and related information

Three Months Ended June 30, 2024 (in thousands) **Banking Insurance Wealth Management Intercompany Consolidated** Interest income \$85,240 \$1 \$0 \$(1) \$85,240 Interest expense 34,288 0 0 (1) 34,287 **Net interest income** 50,952 1 0 0 50,953 Provision for credit loss expense 1,172 0 0 0 1,172 Noninterest income 7,824 9,260 5,261 (6,271) 21,716 Noninterest expense 20,662 7,086 3,721 (5,271) 49,942 **Income before income tax expense** 16,940 2,135 1,540 0 20,615 **Income tax expense** 3,930 582 382 0 4,902 **Net income attributable to noncontrolling interests and Tompkins Financial Corporation** 13,002 1,553 1,158 0 15,713 **Less: Net income attributable to noncontrolling interests** 31 0 0 0 31 **Net income attributable to Tompkins Financial Corporation** \$12,971 \$1,553 \$1,158 \$0 \$15,682 Depreciation and amortization \$2,522 \$41 \$41 \$0 \$2,604 **Assets** 7,810,792 48,840 29,404 (19,514) 7,869,522 **Goodwill** 64,525 19,866 8,211 0 92,602 **Other intangibles, net** 978 1,186 29 0 2,193 **Net loans and leases** 5,708,805 0 0 0 5,708,805 **Deposits** 6,312,911 0 0 (27,015) 6,285,896 **Total Equity** 605,109 37,855 33,929 0 676,893

Three Months Ended June 30, 2023 (in thousands) **Banking Insurance Wealth Management Intercompany Consolidated** Interest income \$71,870 \$1 \$0 \$(1) \$71,870 Interest expense 19,975 0 0 (1) 19,974 **Net interest income** 51,895 1 0 0 51,896 (Credit) provision for credit loss expense 2,253 0 0 0 2,253 Noninterest income (270) 8,798 4,736 (541) 12,615 Noninterest expense 41,385 7,801 5,922 (540) 51,968 **Income before income tax expense** 7,012 1,598 814 (110) 290 **Income tax expense** 1,147 437 200 0 1,784 **Net income attributable to noncontrolling interests and Tompkins Financial Corporation** 6,732 1,161 614 (11) 8,506 **Less: Net income attributable to noncontrolling interests** 31 0 0 0 31 **Net income attributable to Tompkins Financial Corporation** \$6,701 \$1,161 \$614 \$(1) \$8,475 Depreciation and amortization \$2,652 \$44 \$44 \$0 \$2,740 **Assets** 7,569,195 44,640 28,896 (16,493) 7,626,238 **Goodwill** 64,655 19,866 8,081 0 92,602 **Other intangibles, net** 975 1,496 42 0 2,513 **Net loans and leases** 5,303,820 0 0 0 5,303,820 **Deposits** 6,481,556 0 (11,019) (15,886) 6,454,651 **Total Equity** 565,505 35,070 35,866 0 636,441

Six Months Ended June 30, 2024 (in thousands) **Banking Insurance Wealth Management Intercompany Consolidated** Interest income \$168,423 \$2 \$0 \$(2) \$168,423 Interest expense 66,797 0 0 (2) 66,795 **Net interest income** 101,626 2 0 0 101,628 Provision for credit loss expense 3,026 0 0 0 3,026 Noninterest income 14,933 19,746 10,300 (1,066) 43,913 Noninterest expense 79,025 14,313 7,527 (1,066) 99,799 **Income before income tax expense** 34,508 5,435 2,773 0 42,716 **Income tax expense** 7,924 1,489 687 0 10,100 **Net income attributable to noncontrolling interests and Tompkins Financial Corporation** 26,584 3,946 2,086 0 32,616 **Less: Net income attributable to noncontrolling interests** 62 0 0 0 62 **Net income attributable to Tompkins Financial Corporation** \$26,522 \$3,946 \$2,086 \$0 \$32,554 Depreciation and amortization \$5,444 \$84 \$82 \$0 \$5,610

Six Months Ended June 30, 2023 (in thousands) **Banking Insurance Wealth Management Intercompany Consolidated** Interest income \$141,108 \$2 \$0 \$(2) \$141,108 Interest expense 34,968 0 0 (2) 34,966 **Net interest income** 106,140 2 0 0 106,142 Provision for credit loss expense 1,420 0 0 0 1,420 Noninterest income 6,321 18,433 9,357 (1,056) 32,015 Noninterest expense 81,233 14,417 7,572 (1,096) 102,126 **Income before income tax expense** 29,880 4,018 1,785 0 35,683 **Income tax expense** 6,126 1,310 439 0 7,875 **Net income attributable to noncontrolling interests and Tompkins Financial Corporation** 23,684 2,708 1,346 0 27,738 **Less: Net income attributable to noncontrolling interests** 62 0 0 0 62 **Net income attributable to Tompkins Financial Corporation** \$23,602 \$2,708 \$1,346 \$0 \$27,656 Depreciation and amortization \$5,241 \$88 \$89 \$0 \$5,418

-Definition

Tabular disclosure of the profit or loss and total assets for each reportable segment. An entity discloses certain information on each reportable segment if the amounts (a) are included in the measure of segment profit or loss reviewed by the chief operating decision maker or (b) are otherwise regularly provided to the chief operating decision maker, even if not included in that measure of segment profit or loss.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 280-SubTopic 10-Section 50-Paragraph 25-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-25>
Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 280-SubTopic 10-Section 50-Paragraph 22-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22>
Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 280-SubTopic 10-Section 50-Paragraph 30-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-30>

+Details

Name:us-gaap_ScheduleOfSegmentReportingInformationBySegmentTextBlock

-References

No definition available.

+Details

Name:us-gaap_SegmentReportingAbstract Namespace Prefix:us-gaap_ Data Type:
xbrli:stringItemType Balance Type:na Period Type:duration XML 49 R35.htm IDEA:
XBRL DOCUMENT

Fair Value Measurements (Tables)6 Months Ended

Jun. 30, 2024

Fair Value Disclosures [Abstract] Schedule of financial assets and financial liabilities
measured at fair value on recurring basis

The following tables summarize financial assets and financial liabilities measured at fair value on a recurring basis as of June 30, 2024 and December 31, 2023, segregated by the level of valuation inputs within the fair value hierarchy used to measure fair value:

		Recurring Fair Value Measurements June 30, 2024 (in thousands)		Total
(Level 1)	(Level 2)	(Level 3)	Assets	Available-for-sale debt securities
U.S. Treasuries	\$109,886	\$0	\$109,886	\$0
Obligations of U.S. Government-sponsored entities	422,677	0	422,677	0
Obligations of U.S. states and political subdivisions	70,476	0	70,476	0
Mortgage-backed securities—residential, issued by:				
U.S. Government agencies	40,112	0	40,112	0
U.S. Government-sponsored entities	663,940	0	663,940	0
U.S. corporate debt securities	2,367	0	2,367	0
Total Available-for-sale debt securities	\$1,317,458	\$0	\$1,317,458	\$0
Equity securities, at fair value	766	0	766	0
Derivatives designated as hedging instruments	2,487	0	2,487	0
Derivatives not designated as hedging instruments	851	0	851	0
Liabilities				
Derivatives not designated as hedging instruments	\$1,001	\$0	\$1,001	\$0

		Recurring Fair Value Measurements December 31, 2023 (in thousands)		Total
(Level 1)	(Level 2)	(Level 3)	Assets	Available-for-sale debt securities
U.S. Treasuries	\$109,904	\$0	\$109,904	\$0
Obligations of U.S. Government-sponsored entities	456,458	0	456,458	0
Obligations of U.S. states and political subdivisions	81,924	0	81,924	0
Mortgage-backed securities—residential, issued by:				
U.S. Government agencies	45,240	0	45,240	0
U.S. Government-sponsored entities	720,830	0	720,830	0
U.S. corporate debt securities	2,294	0	2,294	0
Total Available-for-sale debt securities	\$1,416,650	\$0	\$1,416,650	\$0
Equity securities, at fair value	787	0	787	0
Derivatives designated as hedging instruments				

1,503 0 1,503 0 Derivatives not designated as hedging instruments 1,610 0 1,610 0 Liabilities Derivatives not designated as hedging instruments \$1,826 \$0 \$1,826 \$0

Schedule of
assets measured at fair value on nonrecurring basis

Three months ended June 30, 2024 (in thousands): Fair value measurements at reporting date using:
Gain (losses) from fair value changes

Assets: As of 06/30/2024 Quoted prices inactive markets for identical assets (Level 1)

Significant other observable inputs (Level 2)

Significant unobservable inputs (Level 3)

Three months ended 06/30/2024 Individually evaluated loans \$2,254 \$0 \$0 \$2,254 \$0 Other real estate owned 80 0 0 80 0

Three months ended June 30, 2023 (in thousands): Fair value measurements at reporting date using:
Gain (losses) from fair value changes

Assets: As of 06/30/2023 Quoted prices inactive markets for identical assets (Level 1)

Significant other observable inputs (Level 2)

Significant unobservable inputs (Level 3)

Three months ended 6/30/2023 Individually evaluated loans \$8,822 \$0 \$0 \$8,822 \$0 Other real estate owned 0 0 0 0 0

Six months ended June 30, 2024 (in thousands): Fair value measurements at reporting date using:
Gain (losses) from fair value changes

Assets: As of 06/30/2024 Quoted prices inactive markets for identical assets (Level 1)

Significant other observable inputs (Level 2)

Significant unobservable inputs (Level 3)

Six months ended 06/30/2024 Individually evaluated loans \$3,501 \$0 \$0 \$3,501 \$0 Other real estate owned 80 0 0 80 43

Six months ended June 30, 2023 (in thousands): Fair value measurements at reporting date using:
Gain (losses) from fair value changes

Assets: As of 06/30/2023 Quoted prices inactive markets for identical assets (Level 1)

Significant other observable inputs (Level 2)

Significant unobservable inputs (Level 3)

Six months ended 06/30/2023 Individually evaluated loans \$8,822 \$0 \$0 \$8,822 \$826 Other real estate owned 36 0 36 22

Schedule of carrying amount and
estimated fair value of financial instruments

The following tables present the carrying amounts and estimated fair values of the Company's financial instruments at June 30, 2024 and December 31, 2023. The carrying amounts shown in the tables are included in the Consolidated Statements of Condition under the indicated captions:

		Estimated Fair Value of Financial Instruments June 30, 2024 (in thousands)		Carrying Amount
		(Level 1)	(Level 2)	(Level 3)
Financial Assets:				
Cash and cash equivalents	\$70,915	\$70,915	\$70,915	\$0
Securities—held-to-maturity	312,430	264,588	0	264,588
FHLB stock and other stock	41,382	41,382	0	41,382
Accrued interest receivable	29,624	29,624	0	29,624
Loans/leases, net	5,708,805	5,275,879	0	5,275,879
Financial Liabilities:				
Time deposits	\$979,292	\$972,110	\$0	\$972,110
Other deposits	5,306,604	5,306,604	0	5,306,604
Fed funds purchased and securities sold under agreements to repurchase	35,989	35,989	0	35,989
Other borrowings	773,627	772,332	0	772,332
Accrued interest payable	4,503	4,503	0	4,503

Estimated Fair Value of Financial Instruments December 31, 2023 (in thousands) Carrying Amount
 Fair Value (Level 1) (Level 2) (Level 3) Financial Assets: Cash and cash equivalents \$79,542 \$79,542 \$0 \$0 Securities - held to maturity 312,401 267,455 0 267,455 FHLB stock and other stock 33,719 33,719 0 33,719
 Accrued interest receivable 26,107 26,107 0 26,107
 Loans/leases, net¹ 5,554,351 5,126,679 0 5,126,679 Financial Liabilities: Time deposits 990,933 990,933 0 990,933 Other deposits 5,401,834 5,401,834 0 5,401,834
 Fed funds purchased and securities sold under agreements to repurchase 50,996 50,996 0 50,996 Other borrowings 600,814 600,814 0 600,814 Accrued interest payable 3,474 3,474 0 3,474

¹ Lease receivables, although excluded from the scope of ASC Topic 825, are included in the estimated fair value amounts at their carrying value.

-Definition

Tabular disclosure of assets and liabilities by class, including financial instruments measured at fair value that are classified in shareholders' equity, if any, that are measured at fair value on a nonrecurring basis in periods after initial recognition (for example, impaired assets). Disclosures may include, but are not limited to: (a) the fair value measurements recorded and the reasons for the measurements and (b) the level within the fair value hierarchy in which the fair value measurements are categorized in their entirety (levels 1, 2, 3).

+References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(b\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (b)-Publisher FASB-URI)
https://asc.fasb.org/1943274/2147482106/820-10-50-2
Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)-Publisher FASB-URI)
https://asc.fasb.org/1943274/2147482106/820-10-50-2

+Details

Name:us-gaap_FairValueAssetsMeasuredOnNonrecurringBasisTextBlock Namespace
Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

-Definition

Tabular disclosure of the fair value of financial instruments, including financial assets and financial liabilities, and the measurements of those instruments, assets, and liabilities.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 825-SubTopic 10-Section 50-Paragraph 11-Publisher FASB-URI>
https://asc.fasb.org/1943274/2147482907/825-10-50-11

+ Details

Name:us-gaap_FairValueByBalanceSheetGroupingTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

-References

No definition available.

+ Details

Name:us-gaap_FairValueDisclosuresAbstract Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

-Definition

Tabular disclosure of assets and liabilities, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3).

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(b\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (b)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147482106/820-10-50-2>Reference 2:
[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147482106/820-10-50-2>

+ Details

Name:us-gaap_ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasis1
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration XML 50 R36.htm IDEA: XBRL DOCUMENT
Derivatives and Hedging Activities (Tables)6 Months Ended
Jun. 30, 2024

Derivative Instruments and Hedging Activities Disclosure [Abstract] Schedule of fair
value hedging instruments, statements of financial performance and financial
position, location

As of June 30, 2024 and December 31, 2023, the following amounts were recorded on the balance sheet related to cumulative basis adjustment for fair value hedges:

Item is included Carrying Amount of the Hedged Assets/(Liabilities) Cumulative Amount of Fair Value Hedging Adjustment included in the Carrying Amount of the Hedged Assets/(Liabilities) Carrying Amount of the Hedged Assets/(Liabilities) Cumulative Amount of Fair Value Hedging Adjustment included in the Carrying Amount of the Hedged Assets/(Liabilities) June 30, 2024 June 30, 2024 December 31, 2023 December 31, 2023
Fixed Rate Loans¹ \$147,620 \$(2,380) \$140,633 \$(1,367) Total \$147,620 \$(2,380) \$140,633 \$(1,367)
¹ These amounts include the amortized cost basis of closed portfolios of fixed rate loans used to designate hedging relationships in which the hedged item is the stated amount of assets in the closed portfolio anticipated to be outstanding for the designated hedged period. At June 30, 2024 and December 31, 2023, the amortized cost basis of the closed portfolios used in these hedging relationships was \$736.1 million and \$762.4 million respectively; the

cumulative basis adjustments associated with these hedging relationships was \$2.4 million and \$1.4 million, respectively; and the amounts of the designated hedged items were \$150.0 million for both periods. Schedule
of derivative instruments in statement of financial position, fair value

The tables below present the fair value of the Company's derivative financial instruments as well as their classification on the consolidated statements of condition as of June 30, 2024 and December 31, 2023. Amounts below are presented on a net basis in accordance with applicable accounting guidance.

Derivative Assets June 30, 2024 (in thousands) Notional Amount Balance
Sheet Location Fair Value Derivatives designated as hedging instruments Interest Rate Products \$150,000 - Other Assets \$2,487 Total derivatives designated as hedging instruments \$2,487 -

Derivatives not designated as hedging instruments Interest Rate Products \$69,452 - Other Assets \$851 Risk Participation Agreement 0 - Other Assets 0 Total derivatives not designated as hedging instruments \$851 -

Derivative Assets December 31, 2023 (in thousands) Notional Amount
Balance Sheet Location Fair Value Derivatives designated as hedging instruments Interest Rate Products \$150,000 - Other Assets \$1,503 Total derivatives designated as hedging instruments \$1,503 -

Derivatives not designated as hedging instruments Interest Rate Products \$34,930 - Other Assets \$1,610 Risk Participation Agreement 0 - Other Assets 0 Total derivatives not designated as hedging instruments \$1,610 -

Derivative Liabilities June 30, 2024 (in thousands) Notional Amount
Balance Sheet Location Fair Value Derivatives not designated as hedging instruments Interest Rate Products \$69,452 - Other Liabilities \$982 Risk Participation Agreement 17,221 - Other

Liabilities 19 Total derivatives not designated as hedging instruments \$1,001 -

Derivative Liabilities December 31, 2023 (in thousands) Notional Amount
Balance Sheet Location Fair Value Derivatives not designated as hedging instruments Interest Rate Products \$34,930 - Other Liabilities \$1,778 Risk Participation Agreement 7,542 - Other

Liabilities 40 Total derivatives not designated as hedging instruments \$1,826 - Schedule of cash flow hedging instruments,
statements of financial performance and financial position, location

The tables below present the effect of the Company's derivative financial instruments on the consolidated statements of income for the three and six months ended June 30, 2024 and 2023:

The Effect of Fair Value and Cash Flow Hedge Accounting on the Consolidated Statements of Income Location of Gain or (Loss) Recognized in Income on Derivative Three Months Ended June 30, 2024 Three Months Ended June 30, 2023 (in thousands) Interest Income Total amounts of income and expense line items presented in the statement of financial performance in which the effects of fair value or cash flow hedges are recorded \$673 \$305
The effects of fair value and cash flow hedging: Gain or (loss) on fair value hedging relationships in Subtopic 815-20 Interest contracts Hedged items 152 (3,320) Derivatives designated as hedging instruments 520 3,625

The Effect of Fair Value and Cash Flow Hedge Accounting on the Consolidated Statements of Income Location of Gain or (Loss) Recognized in Income on Derivative Six Months Ended June 30, 2024 Six Months Ended June 30, 2023 (in thousands) Interest Income Total amounts of income and expense line items presented in the statement of financial performance in which the effects of fair value or cash flow hedges are recorded \$1,335 \$305
The effects of fair value and cash flow hedging: Gain or (loss) on fair value hedging relationships in Subtopic 815-20 Interest contracts Hedged items (1,013) (3,320) Derivatives designated as hedging instruments 2,348 3,625

Schedule of derivatives and hedging activities, effect of fair value and cash flow
hedge accounting on the statement of financial performance

The tables below present the effect of the Company's derivative financial instruments that are not designated as hedging instruments on the consolidated statements of income for the three and six months ended June 30, 2024 and 2023:

Effect of Derivatives Not Designated as Hedging Instruments on the Consolidated Statements of Income Derivatives Not Designated as Hedging Instruments under Subtopic 815-20 Location of Gain or (Loss) Recognized in Income on Derivative Amount of Gain or (Loss) Recognized in Income on Derivative Amount of Gain or (Loss) Recognized in Income on Derivative Three Months Ended (in thousands) June 30, 2024 June 30, 2023 Interest Rate Products Other Income \$0 \$0 Risk Participation Agreement Other Income 6 0 Total \$6 \$8 - Fee Income Other income \$144 \$0

Effect of Derivatives Not Designated as Hedging Instruments on the Consolidated Statements of Income Derivatives Not Designated as Hedging Instruments under Subtopic 815-20 Location of Gain or (Loss) Recognized in Income on Derivative Amount of Gain or (Loss) Recognized in Income on Derivative Amount of Gain or (Loss) Recognized in Income on Derivative Six Months Ended (in thousands) June 30, 2024 June 30, 2023 Interest Rate Products Other Income \$37 \$0 Risk Participation Agreement Other Income 0 2 Total \$115 \$2 - Fee Income Other income \$382 \$0

- References

No definition available.

+ Details

Name:us-gaap_DerivativeInstrumentsAndHedgingActivitiesDisclosureAbstract
Namespace Prefix:us-gaap_ Data Type:xbtli:stringItemType Balance Type:na Period
Type:duration

- Definition

Tabular disclosure for cash flow hedging instruments of (a) the location and amount

of gains and losses reported in the statement of financial performance and (b) the location and fair value amounts of the instruments reported in the statement of financial position.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4C-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4C](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4C-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4C)

+ Details

Name:us-gaap_ScheduleOfCashFlowHedgingInstrumentsStatementsOfFinancialPerfo
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration

- Definition

Tabular disclosure of the location and amount of derivative instruments and nonderivative instruments designated as hedging instruments reported before netting adjustments, and the amount of gain (loss) on derivative instruments and nonderivative instruments designated and qualified as hedging instruments.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4E-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4E>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 815-SubTopic 10-Section 50-Paragraph 4C-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4C>Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 815-SubTopic 10-Section 50-Paragraph 4A-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 815-SubTopic 10-Section 50-Paragraph 4A-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A)

+ Details

Name:us-gaap_ScheduleOfDerivativeInstrumentsGainLossInStatementOfFinancialPer
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration

-Definition

Tabular disclosure of the location and fair value amounts of derivative instruments (and nonderivative instruments that are designated and qualify as hedging instruments) reported in the statement of financial position.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 815-SubTopic 10-Section 50-Paragraph 4B-Publisher FASB-](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 815-SubTopic 10-Section 50-Paragraph 4B-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4B)
URI <https://asc.fasb.org/1943274/2147480434/815-10-50-4B>

+ Details

Name:us-gaap_ScheduleOfDerivativeInstrumentsInStatementOfFinancialPositionFair
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration

-Definition

Tabular disclosure for fair value hedging instruments of (a) the location and amount of gains and losses reported in the statement of financial performance and (b) the location and fair value amounts of the instruments reported in the statement of financial position.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 815-SubTopic 10-Section 50-Paragraph 4C-Subparagraph \(a\)-Publisher FASB-](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 815-SubTopic 10-Section 50-Paragraph 4C-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4C)
URI <https://asc.fasb.org/1943274/2147480434/815-10-50-4C>

[+ Details](#)

~~Name:us-gaap_ScheduleOfFairValueHedgingInstrumentsStatementsOfFinancialPerfo
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration XML 51 R37.htm IDEA: XBRL DOCUMENT~~

~~Business (Details)6 Months Ended~~

~~Jun. 30, 2024~~

~~subsidiary Bank~~

~~Organization, Consolidation and Presentation of Financial Statements [Abstract]~~

~~Number of wholly owned subsidiaries1~~

[- Definition](#)

~~Nature Of Operations, Number Of Wholly Owned Subsidiaries~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:tmp_NatureOfOperationsNumberOfWhollyOwnedSubsidiaries Namespace
Prefix:tmp_ Data Type:xbrli:integerItemType Balance Type:na Period Type:duration~~

[- References](#)

~~No definition available.~~

[+ Details](#)

~~Name:us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbsl
Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period
Type:duration XML 52 R38.htm IDEA: XBRL DOCUMENT~~

~~Basis of Presentation (Details) \$ in Thousands6 Months Ended~~

~~Jun. 30, 2024~~

~~USD (\$)~~

~~investment~~

~~Jun. 30, 2023~~

~~USD (\$)~~

~~Number of investment / investment2 Investments tax credit\$ 2,200 Tax benefit32~~

~~\$ 27Accounting Standards Update 2023-02 Investments40 Investments, write off444~~

~~-Tax effective111 Adjustment to additional paid in capital, investment\$ 71~~

[- Definition](#)

~~Adjustment to Additional Paid In Capital, Investment~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:tmp_AdjustmentToAdditionalPaidInCapitalInvestment Namespace Prefix:tmp_
Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

[- Definition](#)

~~Investments, Write Off~~

[+ References](#)

~~No definition available.~~

~~+ Details~~

~~Name:tmp_InvestmentsWriteOff Namespace Prefix:tmp_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:instant~~

~~- Definition~~

~~Investments, Write Off, Tax~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:tmp_InvestmentsWriteOffTax Namespace Prefix:tmp_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:instant~~

~~- Definition~~

~~Number Of Investments~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:tmp_NumberOfInvestments Namespace Prefix:tmp_ Data Type:
xbrli:integerItemType Balance Type:na Period Type:instant~~

~~- Definition~~

~~Amount of other income tax benefit generated by investment under tax credit
program elected to be accounted for using proportional amortization method.
Includes, but is not limited to, investment under tax credit program not meeting
condition for accounting under proportional amortization method.~~

~~+ References~~

~~Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-
Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph
\(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478156/740-323-50-1A](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-
Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph
(a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478156/740-323-50-1A)~~

~~+ Details~~

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

~~- Definition~~

~~The amount deducted from an entities' taxes, reflecting a percentage of an amount~~

invested in certain assets spread over the useful life of those assets; includes deferred investment tax credits.

[+ References](#)

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 28> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>

[+ Details](#)

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

[-Definition](#)

Sum of the carrying amounts as of the balance sheet date of all investments.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 944-SubTopic 80-Name Accounting Standards Codification-Section 55-Paragraph 14> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480078/944-80-55-14>
Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 944-SubTopic 80-Name Accounting Standards Codification-Section 55-Paragraph 9> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480078/944-80-55-9>
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(1\)\(h\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(1)(h))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>
Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(1\)\(6\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(1)(6))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>

+ Details

Name:us-gaap_Investments Namespace Prefix:us-gaap_ Data Type:
xbri:monetaryItemType Balance Type:debit Period Type:instant

-Details

Name:us-gaap_AdjustmentsForNewAccountingPronouncementsAxis=us-gaap_Account
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 53 R39.htm IDEA:
XBRL DOCUMENT

Securities - Schedule of Available-for-Sales Securities (Details) - Jun. 30, Dec. 31,
USD (\$) \$ in Thousands 2024 2023
Debt Securities, Available-for-sale [Line Items] Amortized Cost\$ 1,463,965
\$ 1,548,482Gross Unrealized Gains4,1109,376Gross Unrealized Losses150,617
141,208Fair Value1,317,4581,416,650U.S. Treasuries Debt Securities, Available-for-
sale [Line Items] Amortized Cost114,808114,418Gross Unrealized Gains60495Gross
Unrealized Losses4,9825,009Fair Value109,886109,904Obligations of U.S.
Government sponsored entities Debt Securities, Available-for-sale [Line Items]
Amortized Cost442,952472,286Gross Unrealized Gains2,9376,449Gross Unrealized
Losses23,21222,277Fair Value422,677456,458Obligations of U.S. states and political
subdivisions Debt Securities, Available-for-sale [Line Items] Amortized Cost88,563
89,999Gross Unrealized Gains12Gross Unrealized Losses10,0888,077Fair Value
78,47681,924U.S. Government agencies Debt Securities, Available-for-sale [Line
Items] Amortized Cost45,41949,976Gross Unrealized Gains48Gross Unrealized
Losses5,3114,744Fair Value40,11245,240U.S. Government sponsored entities Debt
Securities, Available-for-sale [Line Items] Amortized Cost769,723819,303Gross
Unrealized Gains1,1082,422Gross Unrealized Losses106,891100,895Fair Value
663,940720,830U.S. corporate debt securities Debt Securities, Available-for-sale
[Line Items] Amortized Cost2,5002,500Gross Unrealized Gains00Gross Unrealized
Losses133206Fair Value\$ 2,367\$ 2,294

-Definition

Amount, before tax, of unrealized gain in accumulated other comprehensive income
(AOCl) on investment in debt security measured at fair value with change in fair
value recognized in other comprehensive income (available-for-sale).

+ References

Reference 1: http://www.xbri.org/2003/role/disclosureRef-Topic 320-SubTopic 10-
Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph

~~+ Details~~

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

~~-Definition~~

~~Amount, before tax, of unrealized loss in accumulated other comprehensive income (AOCI) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale).~~

~~+ References~~

~~Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-2>~~

~~+ Details~~

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

~~-Definition~~

~~Amortized cost excluding accrued interest, before allowance for credit loss, of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale).~~

~~+ References~~

~~Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 1> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479130/326-30-45-1>~~

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleAmortizedCostExcludingAccruedIntere
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:instant

- Definition

Amount excluding accrued interest, of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale).

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 326-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147479130/326-30-45-1>

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleExcludingAccruedInterest Namespace
Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:
instant

- Definition

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

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-2>
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-2)
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Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(aaa\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (aaa)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-2)
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~~2Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-3)~~

~~Reference 8: <http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-3>~~

~~Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-3)~~

~~Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-3)~~

~~Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-3)~~

~~Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-3)~~

[+ Details](#)

Name:us-gaap_ScheduleOfAvailableForSaleSecuritiesLineItems Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

[-Details](#)

Name:us-gaap_FinancialInstrumentAxis=us-gaap_USTreasurySecuritiesMember Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancialInstrumentAxis=us-gaap_USGovernmentSponsoredEnterprises Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancialInstrumentAxis=us-gaap_USStatesAndPoliticalSubdivisionsMember Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancialInstrumentAxis=us-gaap_USGovernmentAgenciesDebtSecurities Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancialInstrumentAxis=us-gaap_MortgageBackedSecuritiesIssuedByMember Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancialInstrumentAxis=us-gaap_DomesticCorporateDebtSecuritiesMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 54 R40.htm IDEA: XBRL DOCUMENT

Securities - Schedule of Held-to-Maturity Securities (Details)- Jun. 30, Dec. 31, USD (\$) \$ in Thousands 2024 2023
Schedule of Held-to-maturity Securities [Line Items] Amortized Cost\$ 312,430 \$ 312,401Gross Unrealized Gains00Gross Unrealized Losses47,84244,946Fair Value 264,588267,455U.S. Treasuries Schedule of Held-to-maturity Securities [Line Items] Amortized Cost86,15786,266Gross Unrealized Gains00Gross Unrealized Losses 12,18111,051Fair Value73,97675,215Obligations of U.S. Government sponsored entities Schedule of Held-to-maturity Securities [Line Items] Amortized Cost 226,273226,135Gross Unrealized Gains00Gross Unrealized Losses35,66133,895Fair Value\$ 190,612\$ 192,240

[-Definition](#)

Amount excluding accrued interest, before allowance for credit loss, of investment in

debt security measured at amortized cost (held-to-maturity).

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147479344/326-20-45-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 3B-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-3B>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-5)

+ Details

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

-Definition

Amount of accumulated unrecognized gain on investment in debt security measured at amortized cost (held-to-maturity).

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5A-Subparagraph \(b\)-](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5A-Subparagraph (b)-)

+ Details

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

-Definition

**Amount of accumulated unrealized loss on investment in debt security measured at
amortized cost (held-to-maturity):**

+ References

**Reference 1: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(c\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (c)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147481800/320-10-50-5>Reference 2:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5A-Subparagraph \(c\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5A-Subparagraph (c)-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147481800/320-10-50-5A>**

+ Details

Name:us-gaap_HeldToMaturitySecuritiesAccumulatedUnrecognizedHoldingLoss
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:instant

- Definition

Fair value of investment in debt security measured at amortized cost (held-to-maturity).

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2E-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2E>
Reference 3: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(aa\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (aa)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5)
Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(1\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(1))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1)
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Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(6\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(6))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1)

+ Details

Name:us-gaap_HeldToMaturitySecuritiesFairValue Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:instant

- Definition

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

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5)
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Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(e\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (e)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5)
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~~Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-5>Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph \(f\) \(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (f) (1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph \(f\) \(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (f) (2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph \(f\) \(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (f) (3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph \(f\) \(4\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (f) (4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5A -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5A](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5A)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5A -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5A](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5A -Subparagraph (b) -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147481800/320-10-50-5B](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5B)Reference 15: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5B](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5B)Reference 16: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5B](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5B)Reference 17: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5B](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5B)Reference 18: <http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5>~~

+ Details

Name:us-gaap_ScheduleOfHeldToMaturitySecuritiesLineItems Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

-Details

Name:us-gaap_FinancialInstrumentAxis=us-gaap_USTreasurySecuritiesMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FinancialInstrumentAxis=us-gaap_USGovernmentSponsoredEnterprise

Namespace Prefix: Data Type:na Balance Type: Period Type: XML 55 R41.htm IDEA: XBRL DOCUMENT

Securities - Narrative (Details) - USD (\$) 3 Months Ended 6 Months Ended

Jun. 30, 2024

Jun. 30, 2023

Jun. 30, 2024

Jun. 30, 2023

Federal Home Loan Bank, Advances, Branch of FHLB Bank [Line Items] — Realized gains on available-for-sale debt securities \$ 0 \$ 0 \$ 0 \$ 0 Realized losses on available-for-sale debt securities 0 7,100,000 0 7,100,000 Available-for-sale securities sold 0 80,900,000 0 80,900,000 Proceeds from sales of available-for-sale debt securities 0 73,800,000 0 73,832,000 Realized gains or losses on called available-for-sale debt securities 0 0 0 0 Net gains (losses) on equity securities (6,100) \$ (12,000) (20,400) \$ 1,000 Federal Home Loan Bank New York (FHLBNY) — Federal Home Loan Bank, Advances, Branch of FHLB Bank [Line Items] — Holdings of FHLBNY, FHLBPITT and ACBB stock, amount of advances 41,300,000 41,300,000 Atlantic Central Bankers Bank (ACBB) — Federal Home Loan Bank, Advances, Branch of FHLB Bank [Line Items] — Holdings of FHLBNY, FHLBPITT and ACBB stock, amount of advances \$ 95,000 \$ 95,000
—Definition

Debt Securities, Available For Sale, Called, Realized Gain (Loss)

+References

No definition available.

+Details

Name:tmp_DebtSecuritiesAvailableForSaleCalledRealizedGainLoss Namespace Prefix:tmp_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

—Definition

Amount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with interest rate reset through auction process, sold at par value.

+References

No definition available.

+Details

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

—Definition

Amount of realized gain on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale).

+References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 9-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-9

+ Details

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

- Definition

Amount of realized loss on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale).

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 9-Subparagraph \(a\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 9-Subparagraph (a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-9>

+ Details

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

- Definition

Amount of realized gain (loss) from sale of investment in equity security measured at fair value with change in fair value recognized in net income (FV-NI).

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-04\(3\)\(d\)\(1\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-04(3)(d)(1))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 321-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479536/321-10-50-4>

+ Details

Name:us-gaap_EquitySecuritiesFvNiRealizedGainLoss Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of advance from Federal Home Loan Bank (FHLBank).

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 470-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147478878/942-470-45-1>

+ Details

Name:us-gaap_FederalHomeLoanBankAdvancesBranchOfFHLBBankAmountOfAdvanc Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:instant

- Definition

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

+ References

No definition available.

+ Details

Name:us-gaap_FederalHomeLoanBankAdvancesBranchOfFHLBBankLineItems Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of cash inflow from sale of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale).

[+ References](#)

~~Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 11-Publisher FASB>-URI <https://asc.fasb.org/1943274/2147481830/320-10-45-11>~~
~~Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 9-Subparagraph \(a\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 9-Subparagraph (a)-Publisher FASB)-URI <https://asc.fasb.org/1943274/2147481800/320-10-50-9>~~
~~Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 45-Paragraph 12-Subparagraph \(a\)-Publisher FASB](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 45-Paragraph 12-Subparagraph (a)-Publisher FASB)-URI <https://asc.fasb.org/1943274/2147482740/230-10-45-12>~~
~~Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 11-Publisher FASB>-URI <https://asc.fasb.org/1943274/2147482740/230-10-45-11>~~

[+ Details](#)

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

[-Details](#)

Name:srt_FederalHomeLoanBankAdvancesBranchOffHLBBankAxis=srt_FederalHome
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:srt_FederalHomeLoanBankAdvancesBranchOffHLBBankAxis=srt_FederalHome
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 56 R42.htm IDEA:
XBRL DOCUMENT

Securities - Schedule of Available-for-sale Securities with UnrealizedJun. 30, Dec. 31,
Losses (Details) - USD (\$) \$ in Thousands 2024 2023

Available-for-sale securities Fair Value, Less than 12 Months\$ 66,423\$ 31,829

Unrealized Losses, Less than 12 Months281286Fair Value, 12 Months or Longer

958,1321,011,691Unrealized Losses, 12 Months or Longer150,336140,922Fair Value

1,024,5551,043,520Unrealized Losses150,617141,208U.S. Treasuries Available-for-

sale securities Fair Value, Less than 12 Months19,8760Unrealized Losses, Less than

12 Months20Fair Value, 12 Months or Longer65,75665,663Unrealized Losses, 12

Months or Longer4,9805,009Fair Value85,63265,663Unrealized Losses4,9825,009

Obligations of U.S. Government sponsored entities Available-for-sale securities Fair

Value, Less than 12 Months29,99314,453Unrealized Losses, Less than 12 Months14

110Fair Value, 12 Months or Longer214,490220,913Unrealized Losses, 12 Months or

Longer23,19822,167Fair Value244,483235,366Unrealized Losses23,21222,277

Obligations of U.S. states and political subdivisions Available-for-sale securities Fair

Value, Less than 12 Months2,23610,572Unrealized Losses, Less than 12 Months

8106Fair Value, 12 Months or Longer76,12569,601Unrealized Losses, 12 Months or

Longer10,0807,971Fair Value78,36180,173Unrealized Losses10,0888,077U.S.

Government agencies Available-for-sale securities Fair Value, Less than 12 Months

01,145Unrealized Losses, Less than 12 Months04Fair Value, 12 Months or Longer

39,80143,764Unrealized Losses, 12 Months or Longer5,3114,740Fair Value39,801

44,909Unrealized Losses5,3114,744U.S. Government sponsored entities Available-

for-sale securities Fair Value, Less than 12 Months14,3185,659Unrealized Losses,

Less than 12 Months25766Fair Value, 12 Months or Longer559,593609,456

Unrealized Losses, 12 Months or Longer106,634100,829Fair Value573,911615,115

Unrealized Losses106,891100,895U.S. corporate debt securities Available-for-sale

securities Fair Value, Less than 12 Months00Unrealized Losses, Less than 12

Months00Fair Value, 12 Months or Longer2,3672,294Unrealized Losses, 12 Months

or Longer133206Fair Value2,3672,294Unrealized Losses\$ 133\$ 206

-References

No definition available.

+Details

Name:us-gaap_AvailableForSaleSecuritiesContinuousUnrealizedLossPositionAccumul
Namespace Prefix:us-gaap_ Data Type:xbrl:stringItemType Balance Type:na Period
Type:duration

-Definition

Amount of investment in debt security measured at fair value with change in fair
value recognized in other comprehensive income (available-for-sale), in continuous
unrealized loss position for more than 12 months, without allowance for credit loss.
Includes beneficial interest in securitized financial asset.

+References

Reference 1: http://www.xbrl.org/2003/role/exampleRef-Topic 326-SubTopic 30-
Name Accounting Standards Codification-Section 55-Paragraph 8-Publisher FASB-
URI https://asc.fasb.org/1943274/2147479081/326-30-55-8Reference 2:
http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name
Accounting Standards Codification-Section 50-Paragraph 7-Publisher FASB-URI
https://asc.fasb.org/1943274/2147481800/320-10-50-7Reference 3:

<http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147479106/326-30-50-5>

[+ Details](#)

Name:us-gaap_DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPosition12M
Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit
Period Type:instant

[- Definition](#)

Amount of accumulated unrealized loss on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in continuous unrealized loss position for 12 months or longer, without allowance for credit loss. Includes beneficial interest in securitized financial asset.

[+ References](#)

Reference 1: <http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-7>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147479106/326-30-50-5>

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPosition12M
Namespace Prefix:us-gaap_ Data Type:xbkli:monetaryItemType Balance Type:debit
Period Type:instant

- Definition

Amount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in continuous unrealized loss position for less than 12 months, without allowance for credit loss. Includes beneficial interest in securitized financial asset.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 326-SubTopic 30-Name Accounting Standards Codification-Section 55-Paragraph 8-Publisher FASB-URI https://asc.fasb.org/1943274/2147479081/326-30-55-8>
Reference 2: <http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-7>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147479106/326-30-50-5>

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPositionLess
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:instant

- Definition

Amount of accumulated unrealized loss on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in continuous unrealized loss position for less than 12 months, without allowance for credit loss. Includes beneficial interest in securitized financial asset.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10)
SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7-
Publisher FASB -URI [https://asc.fasb.org/1943274/2147481800/320-10-50-](https://asc.fasb.org/1943274/2147481800/320-10-50-7)
7Reference 2: [http://www.xbri.org/2003/role/disclosureRef-Topic 326-SubTopic 30-](http://www.xbri.org/2003/role/disclosureRef-Topic 326-SubTopic 30)
Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB-
URI <https://asc.fasb.org/1943274/2147479106/326-30-50-5>

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPositionLess
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:instant

- Definition

Amount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in unrealized loss position without allowance for credit loss.

+ References

Reference 1: [http://www.xbri.org/2003/role/exampleRef-Topic 326-SubTopic 30-](http://www.xbri.org/2003/role/exampleRef-Topic 326-SubTopic 30-Name Accounting Standards Codification -Section 55 -Paragraph 8)
Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB-
URI <https://asc.fasb.org/1943274/2147479081/326-30-55-8>
Reference 2: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(1)-Publisher FASB)
Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(1)-
Publisher FASB -URI [https://asc.fasb.org/1943274/2147481800/320-10-50-](https://asc.fasb.org/1943274/2147481800/320-10-50-5)

~~6Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479106/326-30-50-4>~~

+ Details

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

- Definition

~~Amount of accumulated unrealized loss on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in unrealized loss position, without allowance for credit loss. Includes beneficial interest in securitized financial asset.~~

+ References

~~Reference 1: <http://fasb.org/us-gaap/role/ref/otherTransitionRef> -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479106/326-30-50-4>~~

[+ Details](#)

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

[-Details](#)

Name:us-gaap_FinancialInstrumentAxis=us-gaap_USTreasurySecuritiesMember
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancialInstrumentAxis=us-gaap_USGovernmentSponsoredEnterprise
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancialInstrumentAxis=us-gaap_USStatesAndPoliticalSubdivisionsM
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancialInstrumentAxis=us-gaap_USGovernmentAgenciesDebtSecuri
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancialInstrumentAxis=us-gaap_MortgageBackedSecuritiesIssuedBy
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancialInstrumentAxis=us-gaap_DomesticCorporateDebtSecuritiesM
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 57 R43.htm IDEA:
XBRL DOCUMENT

Securities - Schedule of Held-to-maturity Securities with Unrealized Jun. 30, Dec. 31,
Losses (Details) - USD (\$) \$ in Thousands 2024 2023
Schedule of Held-to-maturity Securities [Line Items] Fair Value, Less than 12
Months\$ 0\$ 0Unrealized Losses, Less than 12 Months00Fair Value, 12 Months or
Longer264,588267,455Unrealized Losses, 12 Months or Longer47,84244,946Fair
Value264,588267,455Unrealized Losses47,84244,946U.S. Treasuries - Schedule of
Held-to-maturity Securities [Line Items] Fair Value, Less than 12 Months00
Unrealized Losses, Less than 12 Months00Fair Value, 12 Months or Longer73,976
75,215Unrealized Losses, 12 Months or Longer12,18111,051Fair Value73,97675,215
Unrealized Losses12,18111,051Obligations of U.S. Government sponsored entities -
Schedule of Held-to-maturity Securities [Line Items] Fair Value, Less than 12
Months00Unrealized Losses, Less than 12 Months00Fair Value, 12 Months or Longer
190,612192,240Unrealized Losses, 12 Months or Longer35,66133,895Fair Value
190,612192,240Unrealized Losses\$ 35,661\$ 33,895

[-Definition](#)

Amount of accumulated unrealized loss on investment in debt security measured at
amortized cost (held-to-maturity), in continuous loss position for 12 months or

longer.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7>-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481800/320-10-50-7>
Reference 2: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(a\)\(2\)](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (a)(2))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481800/320-10-50-6>

+ Details

Name:us-gaap_HeldToMaturitySecuritiesContinuousUnrealizedLossPosition12Months
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:instant

- Definition

Amount of accumulated unrealized loss on investment in debt security measured at amortized cost (held-to-maturity), in unrealized loss position.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(a\)\(2\)](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (a)(2))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481800/320-10-50-6>

+ Details

Name:us-gaap_HeldToMaturitySecuritiesContinuousUnrealizedLossPositionAccumula
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit

Period Type:instant

-Definition

Fair value of investment in debt security measured at amortized cost (held-to-maturity), in unrealized loss position.

+References

**Reference 1: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(a\)\(1\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (a)(1)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147481800/320-10-50-6>**

+Details

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

-Definition

Amount of accumulated unrealized loss on investment in debt security measured at amortized cost (held-to-maturity), in continuous loss position for less than 12 months.

+References

**Reference 1: <http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Publisher FASB-URI>
<https://asc.fasb.org/1943274/2147481800/320-10-50-7>
**Reference 2: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(a\)\(2\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (a)(2)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147481800/320-10-50-6>****

+ Details

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

- Definition

Fair value of investment in debt security measured at amortized cost (held-to-maturity), in continuous unrealized loss position for less than 12 months.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7)
SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-7>

+ Details

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

- Definition

Fair value of investment in debt security measured at amortized cost (held-to-maturity), in continuous unrealized loss position for 12 months or longer.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7)
SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-7>

+ Details

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

- Definition

Line items represent financial concepts included in a table. These concepts are used

to disclose reportable information associated with domain members defined in one or many axes to the table.

+References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5)

Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(aaa\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (aaa)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5)

Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5)

Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(e\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (e)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5)

Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(f\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (f)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5)

Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(f\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (f)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5)

Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(f\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (f)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5)

Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(f\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (f)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5)

Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(f\)\(4\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (f)(4)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5)

Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5A-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5A](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5A-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5A)

Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5A-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5A](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5A-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5A)

Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5A-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5A](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5A-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5A)

Reference 13: <http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5B-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5B>

Reference 14: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5B-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5B](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5B-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5B)

Reference 15: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5B-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5B](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5B-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5B)

Reference 16: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5B-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5B](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5B-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5B)

Reference 17: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5B-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5B](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5B-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5B)

~~**<https://asc.fasb.org/1943274/2147481800/320-10-50-5B>**~~**Reference 18:**
~~**<http://www.xbrl.org/2003/role/disclosureRef>**~~**-Topic 320 -SubTopic 10 -Name**
~~**Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI**~~
~~**<https://asc.fasb.org/1943274/2147481800/320-10-50-5>**~~

+ Details

Name:us-gaap_ScheduleOfHeldToMaturitySecuritiesLineItems Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

-Details

Name:us-gaap_FinancialInstrumentAxis=us-gaap_USTreasurySecuritiesMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FinancialInstrumentAxis=us-gaap_USGovernmentSponsoredEnterprise Namespace Prefix: Data Type:na Balance Type: Period Type: XML 58 R44.htm IDEA: XBRL DOCUMENT

Securities - Schedule of Available-for-Sales Securities Amortized Cost Jun. Dec. and Estimated Fair Value (Details) - USD (\$) \$ in Thousands 30, 31, 2024 2023

Amortized Cost Total\$ 648,823\$ 679,203Mortgage-backed securities815,142 869,279Amortized Cost1,463,9651,548,482Fair Value Total613,406650,580 Mortgage-backed securities704,052766,070Fair Value1,317,4581,416,650Available-for-sale securities Amortized Cost Due in one year or less145,28999,242Due after one year through five years246,804307,093Due after five years through ten years 234,401245,617Due after ten years22,32927,251Fair Value Due in one year or less 143,15498,650Due after one year through five years234,188296,279Due after five years through ten years218,769233,569Due after ten years\$ 17,295\$ 22,082

-Definition

Amortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing in sixth through tenth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-3

+ Details

Name:us-gaap_AvailableForSaleSecuritiesDebtMaturitiesAfterFiveThroughTenYearsA Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit

Period Type:instant

-Definition

Fair value of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing in sixth through tenth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-3>
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 320-Name Accounting Standards Codification-Section 50-Paragraph 3A-Subparagraph \(c\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 320-Name Accounting Standards Codification-Section 50-Paragraph 3A-Subparagraph (c)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477268/942-320-50-3A>

+Details

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

-Definition

Amortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing in second through fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(b\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-3>

+ Details

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

- Definition

Fair value of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing in second through fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-3)
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 320-Name Accounting Standards Codification-Section 50-Paragraph 3A-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477268/942-320-50-3A](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 320-Name Accounting Standards Codification-Section 50-Paragraph 3A-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477268/942-320-50-3A)

+ Details

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

- Definition

Amortized cost of investment in debt security measured at fair value with change in

fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing after tenth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

*Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(d\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (d)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147481800/320-10-50-3>*

+ Details

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

- Definition

Fair value of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing after tenth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

*Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(d\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (d)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147481800/320-10-50-3>*
*Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 320-Name Accounting Standards Codification-Section 50-Paragraph 3A-Subparagraph \(d\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 320-Name Accounting Standards Codification-Section 50-Paragraph 3A-Subparagraph (d)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147477268/942-320-50-3A>*

+ Details

Name:us-gaap_AvailableForSaleSecuritiesDebtMaturitiesAfterTenYearsFairValue
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:instant

-References

No definition available.

+ Details

Name:us-gaap_AvailableForSaleSecuritiesDebtMaturitiesAmortizedCostAbstract
Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period
Type:duration

-References

No definition available.

+ Details

Name:us-gaap_AvailableForSaleSecuritiesDebtMaturitiesFairValueAbstract
Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period
Type:duration

-Definition

Fair value of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-3>
Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(d\)-Publisher FASB](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (d)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-2>
Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 942-SubTopic 320-Name Accounting Standards Codification-Section 50-Paragraph 3A-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147477268/942-320-50-3A>

+ Details

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

- Definition

Amortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-3>
Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(d\)-Publisher FASB](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (d)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147481800/320-10-50-2>
Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 942-SubTopic 320-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147477268/942-320-50-3>

+ Details

Name:us-gaap_AvailableForSaleSecuritiesDebtMaturitiesSingleMaturityDateAmortize
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:instant

-Definition

Amortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(a\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (a)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147481800/320-10-50-3>

+ Details

Name:us-gaap_AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearAmortizedCo
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:instant

-Definition

Fair value of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(a\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (a)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147481800/320-10-50-3>
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 320-Name Accounting Standards Codification-Section 50-Paragraph 3A-Subparagraph \(a\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 320-Name Accounting Standards Codification-Section 50-Paragraph 3A-Subparagraph (a)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147477268/942-320-50-3A>

+ Details

~~***Name:us-gaap_AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearFairValue
Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit
Period Type:instant***~~

- Definition

~~***Amortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), without single maturity date and not allocated over maturity grouping.***~~

+ References

~~***Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3>-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481800/320-10-50-3>Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(d\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (d))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481800/320-10-50-2>***~~

+ Details

~~***Name:us-gaap_AvailableForSaleSecuritiesDebtMaturitiesWithoutSingleMaturityDate
Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit***~~

Period Type:instant

-Definition

Fair value of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), without single maturity date and not allocated over maturity grouping.

+References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-3>Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-2)Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 320-Name Accounting Standards Codification-Section 50-Paragraph 3A-Publisher FASB-URI https://asc.fasb.org/1943274/2147477268/942-320-50-3A>

+Details

**Name:us-gaap_AvailableForSaleSecuritiesDebtMaturitiesWithoutSingleMaturityDate1
Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit
Period Type:instant**

-Definition

Amortized cost excluding accrued interest, before allowance for credit loss, of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale).

+References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147479130/326-30-45-1>

+ Details

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

- Definition

Amount excluding accrued interest, of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale).

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 326-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147479130/326-30-45-1>

+ Details

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

- Details

Name:us-gaap_FinancialInstrumentAxis=us-gaap_DebtSecuritiesMember Namespace
Prefix: Data Type:na Balance Type: Period Type: XML 59 R45.htm IDEA: XBRL
DOCUMENT

Securities - Schedule of Held-to-Maturity Securities Amortized Cost Jun. Dec.
and Estimated Fair Value (Details) - USD (\$) \$ in Thousands 30, 31,
2024 2023

Amortized Cost Due after five years through ten years\$ 312,430\$ 312,401Amortized
Cost312,430312,401Fair Value Due after five years through ten years264,588
267,455Total held-to-maturity debt securities\$ 264,588\$ 267,455

- Definition

Amount excluding accrued interest, after allowance for credit loss, of investment in debt security measured at amortized cost (held-to-maturity) with single maturity date and allocated without single maturity date, maturing in sixth through tenth fiscal year following current fiscal year. Excludes interim and annual periods when

interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(f\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (f)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 320-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477268/942-320-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 320-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477268/942-320-50-3)

+ Details

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

- Definition

Amount excluding accrued interest, before allowance for credit loss, of investment in debt security measured at amortized cost (held-to-maturity).

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147479344/326-20-45-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 3B-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-3B>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-5)

+ Details

Name:us-gaap_DebtSecuritiesHeldToMaturityExcludingAccruedInterestBeforeAllowa
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:instant

- Definition

Fair value of investment in debt security measured at amortized cost (held-to-maturity), with single maturity date and allocated without single maturity date, maturing in sixth through tenth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 942-SubTopic 320-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 942-SubTopic 320-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147477268/942-320-50-3>
Reference 2: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(f\)\(3\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (f)(3)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147481800/320-10-50-5>
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5B-Subparagraph \(c\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5B-Subparagraph (c)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147481800/320-10-50-5B>
Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 320-Name Accounting Standards Codification-Section 50-Paragraph 3A-Subparagraph \(c\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 320-Name Accounting Standards Codification-Section 50-Paragraph 3A-Subparagraph (c)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147477268/942-320-50-3A>

+ Details

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

-References

No definition available.

+ Details

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

-References

No definition available.

+ Details

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

-Definition

Fair value of investment in debt security measured at amortized cost (held-to-maturity).

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2E-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2E>

Reference 3: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(aa\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5A](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (aa)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5A)

Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(1\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(1))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1)

Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5A-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5A](http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5A-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5A)

Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(6\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(6))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1)

+ Details

Name:us-gaap_HeldToMaturitySecuritiesFairValue Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant XML 60 R46.htm IDEA: XBRL DOCUMENT

<u>Loans and Leases - Schedule of Loans and Leases (Details)-</u>	<u>Jun. 30,</u>	<u>Dec. 31,</u>
<u>USD (\$) \$ in Thousands</u>	<u>2024</u>	<u>2023</u>
<u>Accounts, Notes, Loans and Financing Receivable [Line Items] Total loans and leases</u>	<u>\$ 5,766,682</u>	<u>\$ 5,610,929</u>
<u>Less: unearned income and deferred costs and fees</u>	<u>(4,818)</u>	<u>(4,994)</u>
<u>Total loans and leases, net of unearned income and deferred costs and fees</u>	<u>5,761,864</u>	<u>5,605,935</u>
<u>Commercial and Industrial Accounts, Notes, Loans and Financing Receivable [Line Items] Total loans and leases</u>	<u>866,986</u>	<u>823,505</u>
<u>Commercial and Industrial / Agriculture Accounts, Notes, Loans and Financing Receivable [Line Items] Total loans and leases</u>	<u>92,965</u>	<u>101,211</u>
<u>Total loans and leases, net of unearned income and deferred costs and fees</u>	<u>92,965</u>	<u>101,211</u>
<u>Commercial and Industrial / Commercial and Industrial, Real Estate Other Accounts, Notes, Loans and Financing Receivable [Line Items] Total loans and leases</u>	<u>773,767</u>	<u>721,890</u>
<u>Total loans and leases, net of unearned income and deferred costs and fees</u>	<u>773,767</u>	<u>721,890</u>
<u>Commercial and Industrial / PPP loans Accounts, Notes, Loans and Financing Receivable [Line Items] Total loans and leases</u>	<u>254</u>	<u>404</u>
<u>Total loans and leases, net of unearned income and deferred costs and fees</u>	<u>254</u>	<u>404</u>
<u>Commercial Real Estate Accounts, Notes, Loans and Financing Receivable [Line Items] Total loans and leases</u>	<u>3,211,743</u>	<u>3,112,667</u>
<u>Commercial Real Estate / Agriculture Accounts, Notes, Loans and Financing Receivable [Line Items] Total loans and leases</u>	<u>210,168</u>	<u>221,670</u>
<u>Total loans and leases, net of unearned income and deferred costs and fees</u>	<u>210,168</u>	<u>221,670</u>
<u>Commercial Real Estate / Commercial and Industrial, Real Estate Other Accounts, Notes, Loans and Financing Receivable [Line Items] Total loans and leases</u>	<u>2,664,214</u>	<u>2,587,591</u>
<u>Total loans and leases, net of unearned income and deferred costs and fees</u>	<u>2,664,214</u>	<u>2,587,591</u>
<u>Commercial Real Estate / Construction Accounts, Notes, Loans and Financing Receivable [Line Items] Total loans and leases</u>	<u>337,361</u>	<u>303,406</u>
<u>Total loans and leases, net of unearned income and deferred costs and fees</u>	<u>337,361</u>	<u>303,406</u>
<u>Residential real estate Accounts, Notes, Loans and Financing Receivable [Line Items] Total loans and leases</u>	<u>1,571,472</u>	<u>1,561,591</u>
<u>Residential real estate / Home equity Accounts, Notes, Loans and Financing Receivable [Line Items] Total loans and leases</u>	<u>194,096</u>	<u>188,316</u>
<u>Total loans and leases, net of unearned income and deferred costs and fees</u>	<u>194,096</u>	<u>188,316</u>

Residential real estate / Mortgages Accounts, Notes, Loans and Financing Receivable [Line Items] **Total loans and leases**1,377,3761,373,275**Total loans and leases, net of unearned income and deferred costs and fees**1,377,3761,373,275
Consumer and other Accounts, Notes, Loans and Financing Receivable [Line Items] **Total loans and leases**103,05297,783**Consumer and other / Commercial and Industrial, Real Estate Other** Accounts, Notes, Loans and Financing Receivable [Line Items] **Total loans and leases**102,59196,942**Consumer and other / Indirect** Accounts, Notes, Loans and Financing Receivable [Line Items] **Total loans and leases**461841**Total loans and leases, net of unearned income and deferred costs and fees**461841**Leases** Accounts, Notes, Loans and Financing Receivable [Line Items] **Total loans and leases**\$ 13,429\$ 15,383

-Definition

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

+References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 310-SubTopic 20-Name Accounting Standards Codification-Section 40-Paragraph 7-Publisher FASB-URI https://asc.fasb.org/1943274/2147481628/310-20-40-7>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147481990/310-10-45-2>

+Details

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

-Definition

Amortized cost, before allowance for credit loss, fee, and loan in process, of financing receivable. Excludes financing receivable covered under loss sharing agreement and net investment in lease.

+References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147481990/310-10-45-2>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name>

**Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147479319/326-20-50-5>
Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 942 -
SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -
Subparagraph (SX 210.9-03(7)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147478546/942-210-S99-1>**

+ Details

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

-Definition

**Amortized cost excluding accrued interest, before allowance for credit loss, of
financing receivable. Excludes net investment in lease.**

+ References

**Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 326 -SubTopic
20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher
FASB -URI <https://asc.fasb.org/1943274/2147479344/326-20-45-1>
Reference 2:
<http://www.xbrl.org/2003/role/disclosureRef> -Topic 326 -SubTopic 20 -Name
Accounting Standards Codification -Section 50 -Paragraph 3B -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147479319/326-20-50-3B>
Reference 3:
<http://www.xbrl.org/2003/role/disclosureRef> -Topic 326 -SubTopic 20 -Name
Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147479319/326-20-50-5>**

+ Details

Name:us-gaap_FinancingReceivableExcludingAccruedInterestBeforeAllowanceForCre
Namespace Prefix:us-gaap_ Data Type:xbrl:monetaryItemType Balance Type:debit
Period Type:instant

- Definition

Amount of unamortized loan commitment, origination, and other costs (fees) and
purchase premium (discount) on financing receivable recognized as adjustment to
yield. Excludes financing receivable covered under loss sharing agreement.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 310-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147481598/310-20-45-1>
Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147481962/310-10-50-4>
Reference 3: <http://www.xbrl.org/2003/role/recommendedDisclosureRef-Name Accounting Standards Codification-Section 50-Paragraph 3-SubTopic 20-Topic 310-Publisher FASB-URI https://asc.fasb.org/1943274/2147481569/310-20-50-3>

[+ Details](#)

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

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=tmp_CommercialAndIndus
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=us-gaap_CommercialRealE
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=us-gaap_ResidentialPortfo
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=tmp_ConsumerAndOtherPe
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=us-gaap_FinanceLeasesPor

<u>Loans and Leases - Schedule of Past Due Loans and Leases</u>	<u>Jun. 30,</u>	<u>Dec. 31,</u>
<u>(Details) - USD (\$) \$ in Thousands</u>	<u>2024</u>	<u>2023</u>
<u>Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>\$ 5,766,682</u>	
<u>\$ 5,610,929</u>		
<u>Less: unearned income and deferred costs and fees</u>	<u>(4,818)(4,994)</u>	
<u>Total loans and leases, net of unearned income and deferred costs and fees</u>	<u>5,761,864</u>	
<u>5,605,935</u>		
<u>30-59 Days - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>4,402,868</u>	
<u>Less: unearned income and deferred costs and fees</u>	<u>00</u>	
<u>Total loans and leases, net of unearned income and deferred costs and fees</u>	<u>4,402,868</u>	
<u>60-89 Days - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>8841,342</u>	
<u>Less: unearned income and deferred costs and fees</u>	<u>00</u>	
<u>Total loans and leases, net of unearned income and deferred costs and fees</u>	<u>8841,342</u>	
<u>90 Days or More - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>52,930</u>	
<u>36,345</u>		
<u>Less: unearned income and deferred costs and fees</u>	<u>00</u>	
<u>Total loans and leases, net of unearned income and deferred costs and fees</u>	<u>52,930</u>	
<u>36,345</u>		
<u>Total Past Due - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>58,216</u>	
<u>40,555</u>		
<u>Less: unearned income and deferred costs and fees</u>	<u>00</u>	
<u>Total loans and leases, net of unearned income and deferred costs and fees</u>	<u>58,216</u>	
<u>40,555</u>		
<u>Current Loans - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>5,708,466</u>	
<u>5,570,374</u>		
<u>Less: unearned income and deferred costs and fees</u>	<u>(4,818)(4,994)</u>	
<u>Total loans and leases, net of unearned income and deferred costs and fees</u>	<u>5,703,648</u>	
<u>5,565,380</u>		
<u>Commercial and Industrial - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>866,986</u>	
<u>823,505</u>		
<u>Commercial and Industrial / 30-59 Days - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>562</u>	
<u>389</u>		
<u>Commercial and Industrial / 60-89 Days - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>95</u>	
<u>887</u>		
<u>Commercial and Industrial / 90 Days or More - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>2,116</u>	
<u>2,124</u>		
<u>Commercial and Industrial / Total Past Due - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>2,773</u>	
<u>3,400</u>		
<u>Commercial and Industrial / Current Loans - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>864,213</u>	
<u>820,105</u>		
<u>Commercial and Industrial / Agriculture - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>92,965</u>	
<u>101,211</u>		
<u>Total loans and leases, net of unearned income and deferred costs and fees</u>	<u>92,965</u>	
<u>101,211</u>		
<u>Commercial and Industrial / Agriculture / 30-59 Days - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>00</u>	
<u>Commercial and Industrial / Agriculture / 60-89 Days - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>00</u>	
<u>Commercial and Industrial / Agriculture / 90 Days or More - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>00</u>	
<u>Commercial and Industrial / Agriculture / Total Past Due - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>00</u>	
<u>Commercial and Industrial / Agriculture / Current Loans - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>92,965</u>	
<u>101,211</u>		
<u>Commercial and Industrial / Other Financing Receivable - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>773,767</u>	
<u>721,890</u>		
<u>Total loans and leases, net of unearned income and deferred costs and fees</u>	<u>773,767</u>	
<u>721,890</u>		
<u>Commercial and Industrial / Other Financing Receivable / 30-59 Days - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>562</u>	
<u>389</u>		
<u>Commercial and Industrial / Other Financing Receivable / 60-89 Days - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>95</u>	
<u>887</u>		
<u>Commercial and Industrial / Other Financing Receivable / 90 Days or More - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>2,116</u>	
<u>2,124</u>		
<u>Commercial and Industrial / Other Financing Receivable / Total Past Due - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>2,773</u>	
<u>3,400</u>		
<u>Commercial and Industrial / Other Financing Receivable / Current Loans - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>770,994</u>	
<u>718,490</u>		
<u>Commercial and Industrial / PPP loans - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>254</u>	
<u>404</u>		
<u>Total loans and leases, net of unearned income and deferred costs and fees</u>	<u>254</u>	
<u>404</u>		
<u>Commercial and Industrial / PPP loans / 30-59 Days - Financing Receivable, Past Due [Line Items] - Total loans and leases</u>	<u>00</u>	
<u>Commercial and Industrial / PPP loans / 60-89 Days - Financing Receivable,</u>		

~~Past Due [Line Items] Total loans and leases00Commercial and Industrial / PPP loans / 90 Days or More Financing Receivable, Past Due [Line Items] Total loans and leases00Commercial and Industrial / PPP loans / Total Past Due Financing Receivable, Past Due [Line Items] Total loans and leases00Commercial and Industrial / PPP loans / Current Loans Financing Receivable, Past Due [Line Items] Total loans and leases254404Commercial Real Estate Financing Receivable, Past Due [Line Items] Total loans and leases3,211,7433,112,667Commercial Real Estate / 30-59 Days Financing Receivable, Past Due [Line Items] Total loans and leases1,189351Commercial Real Estate / 60-89 Days Financing Receivable, Past Due [Line Items] Total loans and leases930Commercial Real Estate / 90 Days or More Financing Receivable, Past Due [Line Items] Total loans and leases41,58925,056Commercial Real Estate / Total Past Due Financing Receivable, Past Due [Line Items] Total loans and leases42,87125,407Commercial Real Estate / Current Loans Financing Receivable, Past Due [Line Items] Total loans and leases3,168,8723,087,260Commercial Real Estate / Agriculture Financing Receivable, Past Due [Line Items] Total loans and leases210,168221,670Total loans and leases, net of unearned income and deferred costs and fees210,168221,670Commercial Real Estate / Agriculture / 30-59 Days Financing Receivable, Past Due [Line Items] Total loans and leases8861Commercial Real Estate / Agriculture / 60-89 Days Financing Receivable, Past Due [Line Items] Total loans and leases00Commercial Real Estate / Agriculture / 90 Days or More Financing Receivable, Past Due [Line Items] Total loans and leases00Commercial Real Estate / Agriculture / Total Past Due Financing Receivable, Past Due [Line Items] Total loans and leases8861Commercial Real Estate / Agriculture / Current Loans Financing Receivable, Past Due [Line Items] Total loans and leases210,080221,609Commercial Real Estate / Other Financing Receivable Financing Receivable, Past Due [Line Items] Total loans and leases2,664,2142,587,591Total loans and leases, net of unearned income and deferred costs and fees2,664,2142,587,591Commercial Real Estate / Other Financing Receivable / 30-59 Days Financing Receivable, Past Due [Line Items] Total loans and leases1,101290Commercial Real Estate / Other Financing Receivable / 60-89 Days Financing Receivable, Past Due [Line Items] Total loans and leases930Commercial Real Estate / Other Financing Receivable / 90 Days or More Financing Receivable, Past Due [Line Items] Total loans and leases41,58925,056Commercial Real Estate / Other Financing Receivable / Total Past Due Financing Receivable, Past Due [Line Items] Total loans and leases42,78325,346Commercial Real Estate / Other Financing Receivable / Current Loans Financing Receivable, Past Due [Line Items] Total loans and leases2,621,4312,562,245Commercial Real Estate / Construction Financing Receivable, Past Due [Line Items] Total loans and leases337,361303,406Total loans and leases, net of unearned income and deferred costs and fees337,361303,406Commercial Real Estate / Construction / 30-59 Days Financing Receivable, Past Due [Line Items] Total loans and leases00Commercial Real Estate / Construction / 60-89 Days Financing Receivable, Past Due [Line Items] Total loans and leases00Commercial Real Estate / Construction / 90 Days or More Financing Receivable, Past Due [Line Items] Total loans and leases00Commercial Real Estate / Construction / Total Past Due Financing Receivable, Past Due [Line Items] Total loans and leases00Commercial Real Estate / Construction / Current Loans Financing Receivable, Past Due [Line Items] Total loans and leases337,361303,406Residential real estate Financing Receivable, Past Due [Line Items] Total loans and leases1,571,4721,561,591Residential real estate / 30-59 Days Financing Receivable, Past Due [Line Items] Total loans and leases2,2961,819Residential real estate / 60-89 Days Financing Receivable, Past Due [Line Items] Total loans and leases516322Residential real estate / 90 Days or More Financing Receivable, Past Due [Line Items] Total loans and leases8,8938,884Residential real estate / Total Past Due Financing Receivable, Past Due [Line Items] Total loans and leases11,70511,025Residential real estate / Current Loans Financing Receivable, Past Due [Line Items] Total loans and leases1,559,7671,550,566Residential real estate / Home equity Financing Receivable, Past Due [Line Items] Total loans and leases194,096188,316Total loans and leases, net of unearned income and deferred costs and fees~~

~~194,096188,316Residential real estate / Home equity / 30-59 Days Financing Receivable, Past Due [Line Items] Total loans and leases694466Residential real estate / Home equity / 60-89 Days Financing Receivable, Past Due [Line Items] Total loans and leases72211Residential real estate / Home equity / 90 Days or More Financing Receivable, Past Due [Line Items] Total loans and leases1,8331,968Residential real estate / Home equity / Total Past Due Financing Receivable, Past Due [Line Items] Total loans and leases2,5992,645Residential real estate / Home equity / Current Loans Financing Receivable, Past Due [Line Items] Total loans and leases191,497185,671Residential real estate / Mortgages Financing Receivable, Past Due [Line Items] Total loans and leases1,377,3761,373,275Total loans and leases, net of unearned income and deferred costs and fees1,377,3761,373,275Residential real estate / Mortgages / 30-59 Days Financing Receivable, Past Due [Line Items] Total loans and leases1,6021,353Residential real estate / Mortgages / 60-89 Days Financing Receivable, Past Due [Line Items] Total loans and leases444111Residential real estate / Mortgages / 90 Days or More Financing Receivable, Past Due [Line Items] Total loans and leases7,0606,916Residential real estate / Mortgages / Total Past Due Financing Receivable, Past Due [Line Items] Total loans and leases9,1068,380Residential real estate / Mortgages / Current Loans Financing Receivable, Past Due [Line Items] Total loans and leases1,368,2701,364,895Consumer and other Financing Receivable, Past Due [Line Items] Total loans and leases103,05297,783Consumer and other / 30-59 Days Financing Receivable, Past Due [Line Items] Total loans and leases355309Consumer and other / 60-89 Days Financing Receivable, Past Due [Line Items] Total loans and leases180133Consumer and other / 90 Days or More Financing Receivable, Past Due [Line Items] Total loans and leases332281Consumer and other / Total Past Due Financing Receivable, Past Due [Line Items] Total loans and leases867723Consumer and other / Current Loans Financing Receivable, Past Due [Line Items] Total loans and leases102,18597,060Consumer and other / Other Financing Receivable Financing Receivable, Past Due [Line Items] Total loans and leases102,59196,942Consumer and other / Other Financing Receivable / 30-59 Days Financing Receivable, Past Due [Line Items] Total loans and leases350302Consumer and other / Other Financing Receivable / 60-89 Days Financing Receivable, Past Due [Line Items] Total loans and leases169122Consumer and other / Other Financing Receivable / 90 Days or More Financing Receivable, Past Due [Line Items] Total loans and leases326270Consumer and other / Other Financing Receivable / Total Past Due Financing Receivable, Past Due [Line Items] Total loans and leases845694Consumer and other / Other Financing Receivable / Current Loans Financing Receivable, Past Due [Line Items] Total loans and leases101,74696,248Consumer and other / Indirect Financing Receivable, Past Due [Line Items] Total loans and leases461841Total loans and leases, net of unearned income and deferred costs and fees461841Consumer and other / Indirect / 30-59 Days Financing Receivable, Past Due [Line Items] Total loans and leases57Consumer and other / Indirect / 60-89 Days Financing Receivable, Past Due [Line Items] Total loans and leases1111Consumer and other / Indirect / 90 Days or More Financing Receivable, Past Due [Line Items] Total loans and leases611Consumer and other / Indirect / Total Past Due Financing Receivable, Past Due [Line Items] Total loans and leases2229Consumer and other / Indirect / Current Loans Financing Receivable, Past Due [Line Items] Total loans and leases439812Leases Financing Receivable, Past Due [Line Items] Total loans and leases13,42915,383Leases / 30-59 Days Financing Receivable, Past Due [Line Items] Total loans and leases00Leases / 60-89 Days Financing Receivable, Past Due [Line Items] Total loans and leases00Leases / 90 Days or More Financing Receivable, Past Due [Line Items] Total loans and leases00Leases / Total Past Due Financing Receivable, Past Due [Line Items] Total loans and leases00Leases / Current Loans Financing Receivable, Past Due [Line Items] Total loans and leases\$ 13,429\$ 15,383~~

-Definition

Amortized cost, before allowance for credit loss, fee, and loan in process, of financing receivable. Excludes financing receivable covered under loss sharing

agreement and net investment in lease.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147481990/310-10-45-2>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-5)Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(7\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(7))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1)

+ Details

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

- Definition

Amortized cost excluding accrued interest, before allowance for credit loss, of financing receivable. Excludes net investment in lease.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147479344/326-20-45-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name>

Accounting Standards Codification -Section 50 -Paragraph 3B -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479319/326-20-50-3B>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479319/326-20-50-5>

+ Details

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

- Definition

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

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479319/326-20-50-14>Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 80 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479294/326-20-55-80>

+ Details

Name:us-gaap_FinancingReceivableRecordedInvestmentPastDueLineItems

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

- Definition

Amount of unamortized loan commitment, origination, and other costs (fees) and purchase premium (discount) on financing receivable recognized as adjustment to yield. Excludes financing receivable covered under loss sharing agreement.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 310-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147481598/310-20-45-1>Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147481962/310-10-50-4>Reference 3: <http://www.xbrl.org/2003/role/recommendedDisclosureRef-Name Accounting Standards Codification-Section 50-Paragraph 3-SubTopic 20-Topic 310-Publisher FASB-URI https://asc.fasb.org/1943274/2147481569/310-20-50-3>

[+ Details](#)

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

[-Details](#)

Name:us-gaap_FinancingReceivablesPeriodPastDueAxis=us-gaap_FinancingReceivabl
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablesPeriodPastDueAxis=us-gaap_FinancingReceivabl
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablesPeriodPastDueAxis=us-gaap_FinancingReceivabl
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablesPeriodPastDueAxis=us-gaap_FinancialAssetPastI
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablesPeriodPastDueAxis=us-gaap_FinancialAssetNotP
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=tmp_CommercialAndIndus
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=us-gaap_CommercialRealE
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=us-gaap_ResidentialPortfo
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=tmp_ConsumerAndOtherPe
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab

Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=us-gaap_FinanceLeasesPor

Namespace Prefix: Data Type:na Balance Type: Period Type: XML 62 R48.htm IDEA:

XBRL DOCUMENT

Loans and Leases - Nonaccrual Loans (Details) - USD 3 Months 6 Months
(\$) Ended Ended

Jun. 30, 2024

Jun. 30, 2023

Jun. 30, 2024

Jun. 30, 2023

Dec. 31, 2023

Accounts, Notes, Loans and Financing Receivable [Line Items] — Nonaccrual Loans

and Leases with no ACL \$ 40,450,000 \$ 40,450,000 \$ 42,038,000 Nonaccrual Loans

and Leases 62,253,000 62,253,000 62,165,000 Loans and Leases Past Due Over 89

Days and Accruing 215,000 215,000 101,000 Interest on nonaccrual loans 0 \$ 00 \$ 0

Commercial and Industrial — Accounts, Notes, Loans and Financing Receivable [Line

Items] — Nonaccrual Loans and Leases with no ACL 44,000 44,000 0 Nonaccrual

Loans and Leases 2,921,000 2,921,000 2,273,000 Loans and Leases Past Due Over 89

Days and Accruing 0 0 0 Commercial and Industrial / Other Financing Receivable —

Accounts, Notes, Loans and Financing Receivable [Line Items] — Nonaccrual Loans

and Leases with no ACL 44,000 44,000 0 Nonaccrual Loans and Leases 2,921,000

2,921,000 2,253,000 Loans and Leases Past Due Over 89 Days and Accruing 0 0 0

Commercial Real Estate — Accounts, Notes, Loans and Financing Receivable [Line

Items] — Nonaccrual Loans and Leases with no ACL 40,406,000 40,406,000

42,038,000 Nonaccrual Loans and Leases 44,104,000 44,104,000 44,450,000 Loans

and Leases Past Due Over 89 Days and Accruing 0 0 0 Commercial Real Estate /

Agriculture — Accounts, Notes, Loans and Financing Receivable [Line Items] —

Nonaccrual Loans and Leases with no ACL 0 0 0 Nonaccrual Loans and Leases 137,000

137,000 170,000 Loans and Leases Past Due Over 89 Days and Accruing 0 0 0

Commercial Real Estate / Other Financing Receivable — Accounts, Notes, Loans and

Financing Receivable [Line Items] — Nonaccrual Loans and Leases with no ACL

40,406,000 40,406,000 42,038,000 Nonaccrual Loans and Leases 43,967,000

43,967,000 44,280,000 Loans and Leases Past Due Over 89 Days and Accruing 0 0 0

Residential real estate — Accounts, Notes, Loans and Financing Receivable [Line

Items] — Nonaccrual Loans and Leases with no ACL 0 0 0 Nonaccrual Loans and

Leases 15,011,000 15,011,000 15,172,000 Loans and Leases Past Due Over 89 Days

and Accruing 0 0 0 Residential real estate / Home equity — Accounts, Notes, Loans

and Financing Receivable [Line Items] — Nonaccrual Loans and Leases with no ACL 0

0 0 Nonaccrual Loans and Leases 3,470,000 3,470,000 3,230,000 Loans and Leases

Past Due Over 89 Days and Accruing 0 0 0 Residential real estate / Mortgages —

Accounts, Notes, Loans and Financing Receivable [Line Items] — Nonaccrual Loans

and Leases with no ACL 0 0 0 Nonaccrual Loans and Leases 11,541,000 11,541,000

11,942,000 Loans and Leases Past Due Over 89 Days and Accruing 0 0 0 Consumer and

other — Accounts, Notes, Loans and Financing Receivable [Line Items] —

Nonaccrual Loans and Leases with no ACL 0 0 0 Nonaccrual Loans and Leases 217,000

217,000 270,000 Loans and Leases Past Due Over 89 Days and Accruing 215,000

215,000 101,000 Consumer and other / Other Financing Receivable — Accounts,

Notes, Loans and Financing Receivable [Line Items] — Nonaccrual Loans and Leases

with no ACL 0 0 0 Nonaccrual Loans and Leases 195,000 195,000 230,000 Loans and

Leases Past Due Over 89 Days and Accruing 215,000 215,000 101,000 Consumer and

other / Indirect — Accounts, Notes, Loans and Financing Receivable [Line Items] —

Nonaccrual Loans and Leases with no ACL 0 0 0 Nonaccrual Loans and Leases 22,000

22,000 40,000 Loans and Leases Past Due Over 89 Days and Accruing \$ 0 \$ 0 \$ 0

-Definition

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

or many axes to the table.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 310-SubTopic 20-Name Accounting Standards Codification-Section 40-Paragraph 7-Publisher FASB-URI https://asc.fasb.org/1943274/2147481628/310-20-40-7>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147481990/310-10-45-2>

+ Details

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

- Definition

Amount of interest income on financing receivable on nonaccrual status.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 16-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-16](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 16-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-16)

+ Details

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

- Definition

Amortized cost of financing receivable on nonaccrual status with no allowance for

credit loss. Excludes net investment in lease.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 16-Subparagraph \(d\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 16-Subparagraph (d)-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147479319/326-20-50-16>

+ Details

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

- Definition

Amortized cost of financing receivable 90 days or more past due and still accruing. Excludes net investment in lease.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Subparagraph \(b\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Subparagraph (b)-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147481962/310-10-50-7>
Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 80-Publisher FASB-URI> <https://asc.fasb.org/1943274/2147479294/326-20-55-80>
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 16-Subparagraph \(c\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 16-Subparagraph (c)-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147479319/326-20-50-16>

+ Details

Name:us-gaap_FinancingReceivableRecordedInvestment90DaysPastDueAndStillAccru
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:instant

- Definition

Amortized cost of financing receivable on nonaccrual status. Excludes net investment in lease.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Subparagraph \(a\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Subparagraph (a)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147481962/310-10-50-7>
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Name Regulation S-K \(SK\)-Number 229-Section 1405-Paragraph a-Subparagraph \(3\)-Publisher SEC](http://www.xbrl.org/2003/role/disclosureRef-Name Regulation S-K (SK)-Number 229-Section 1405-Paragraph a-Subparagraph (3)-Publisher SEC)
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Name Regulation S-K \(SK\)-Number 229-Section 1405-Paragraph a-Subparagraph \(2\)-Publisher SEC](http://www.xbrl.org/2003/role/disclosureRef-Name Regulation S-K (SK)-Number 229-Section 1405-Paragraph a-Subparagraph (2)-Publisher SEC)
Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 16-Subparagraph \(a\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 16-Subparagraph (a)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147479319/326-20-50-16>

[+ Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentNonaccrualStatus

Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit

Period Type:instant

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=tmp_CommercialAndIndus

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=us-gaap_CommercialRealE

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=us-gaap_ResidentialPortfo

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=tmp_ConsumerAndOtherPe

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab

Namespace Prefix: Data Type:na Balance Type: Period Type: XML 63 R49.htm IDEA:

XBRL DOCUMENT

Allowance for Credit Losses - Schedule of Detail in Allowance for
Loan and Lease Losses (Details) - USD (\$) \$ in Thousands

3 6
Months Months
Ended Ended

Jun. 30, 2024

Jun. 30, 2023

Jun. 30, 2024

Jun. 30, 2023

Allowance for Loan and Lease Losses [Roll Forward] — Beginning balance\$ 51,704

\$ 46,099\$ 51,584\$ 45,934Charge-offs(656)(169)(1,101)(277)Recoveries147196364

1,585Provision (credit) for credit loss expense1,8642,4192,2121,239Ending balance

53,05948,54553,05948,545Cumulative Effect, Adjustment — Allowance for Loan and

Lease Losses [Roll Forward] — Beginning balance — 64Commercial & Industrial —

Allowance for Loan and Lease Losses [Roll Forward] — Beginning balance7,5866,316

6,6676,039Charge-offs(30)0(30)0Recoveries11131859Provision (credit) for credit

[loss expense](#)(155)356757585[Ending balance](#)7,4126,6857,4126,685[Commercial & Industrial / Cumulative Effect, Adjustment](#)—[Allowance for Loan and Lease Losses \[Roll Forward\]](#)—[Beginning balance](#)—2[Commercial Real Estate](#)—[Allowance for Loan and Lease Losses \[Roll Forward\]](#)—[Beginning balance](#)31,46727,18631,58127,287[Charge-offs](#)0000[Recoveries](#)(9)—[Recoveries](#)131,237[Provision \(credit\) for credit loss expense](#)1,0911,791975428[Ending balance](#)32,55928,96832,55928,968[Commercial Real Estate / Cumulative Effect, Adjustment](#)—[Allowance for Loan and Lease Losses \[Roll Forward\]](#)—[Beginning balance](#)—16[Residential Real Estate](#)—[Allowance for Loan and Lease Losses \[Roll Forward\]](#)—[Beginning balance](#)11,18110,85811,70011,154[Charge-offs](#)000(2)[Recoveries](#)5114125178[Provision \(credit\) for credit loss expense](#)383139(256)(265)[Ending balance](#)11,56911,11111,56911,111[Residential Real Estate / Cumulative Effect, Adjustment](#)—[Allowance for Loan and Lease Losses \[Roll Forward\]](#)—[Beginning balance](#)—46[Consumer and Other](#)—[Allowance for Loan and Lease Losses \[Roll Forward\]](#)—[Beginning balance](#)1,3961,6281,5571,358[Charge-offs](#)(626)(169)(1,071)(275)[Recoveries](#)13078218111[Provision \(credit\) for credit loss expense](#)551143747486[Ending balance](#)1,4511,6801,4511,680[Consumer and Other / Cumulative Effect, Adjustment](#)—[Allowance for Loan and Lease Losses \[Roll Forward\]](#)—[Beginning balance](#)—0[Finance Leases](#)—[Allowance for Loan and Lease Losses \[Roll Forward\]](#)—[Beginning balance](#)741117996[Charge-offs](#)0000[Recoveries](#)0000[Provision \(credit\) for credit loss expense](#)(6)(10)(11)5[Ending balance](#)\$ 68\$ 101\$ 68101[Finance Leases / Cumulative Effect, Adjustment](#)—[Allowance for Loan and Lease Losses \[Roll Forward\]](#)—[Beginning balance](#)—\$ 0

[-Definition](#)

[Financing Receivable, Allowance For Credit Loss, Recovery, Net Of Adjustments](#)

[+References](#)

[No definition available.](#)

[+Details](#)

[Name:tmp_FinancingReceivableAllowanceForCreditLossRecoveryNetOfAdjustments](#)
[Namespace Prefix:tmp_](#) [Data Type:xbri:monetaryItemType](#) [Balance Type:credit](#)
[Period Type:duration](#)

[-Definition](#)

[Financing Receivable, Credit Loss, Expense \(Reversal\), Including Off-Balance Sheet Portion](#)

[+References](#)

[No definition available.](#)

[+Details](#)

[Name:tmp_FinancingReceivableCreditLossExpenseReversalIncludingOffBalanceSheet](#)
[Namespace Prefix:tmp_](#) [Data Type:xbri:monetaryItemType](#) [Balance Type:debit](#)
[Period Type:duration](#)

[-Definition](#)

[A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period.](#)

[+References](#)

[No definition available.](#)

[+Details](#)

Name:us-gaap_AllowanceForLoanAndLeaseLossesRollForward Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

-Definition

Amount excluding accrued interest, of allowance for credit loss on financing receivable. Excludes net investment in lease.

+References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147479344/326-20-45-1>

+Details

Name:us-gaap_FinancingReceivableAllowanceForCreditLossExcludingAccruedInterest Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:instant

-Definition

Amount of increase in allowance for credit loss on financing receivable from recovery.

+References

Reference 1: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11B-Subparagraph \(c\)\(4\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481962/310-10-50-11B](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11B-Subparagraph (c)(4)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481962/310-10-50-11B)

Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 79-Publisher FASB-URI https://asc.fasb.org/1943274/2147479294/326-20-55-79>

Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph \(e\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-13](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph (e)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-13)

+ Details

Name:us-gaap_FinancingReceivableAllowanceForCreditLossesRecovery Namespace
Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:
duration

- Definition

Amount of writeoff of financing receivable, charged against allowance for credit loss.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11B-Subparagraph (c)(3)-Publisher FASB-URI)
SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11B-
Subparagraph (c)(3)-Publisher FASB-URI
<https://asc.fasb.org/1943274/2147481962/310-10-50-11B>Reference 2:
[http://www.xbrl.org/2003/role/exampleRef-Topic 326-SubTopic 20-Name](http://www.xbrl.org/2003/role/exampleRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 79-Publisher FASB-URI)
Accounting Standards Codification-Section 55-Paragraph 79-Publisher FASB-URI
<https://asc.fasb.org/1943274/2147479294/326-20-55-79>Reference 3:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI)
Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI
<https://asc.fasb.org/1943274/2147479319/326-20-50-6>Reference 4:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph (d)-Publisher FASB-URI)
Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph (d)-
Publisher FASB-URI <https://asc.fasb.org/1943274/2147479319/326-20-50-13>

[+ Details](#)

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

[-Details](#)

Name:srt_CumulativeEffectPeriodOfAdoptionAxis=srt_CumulativeEffectPeriodOfAdop Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=tmp_CommercialAndIndus Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=us-gaap_CommercialRealE Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=us-gaap_ResidentialPortfo Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=tmp_ConsumerAndOtherPe Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=us-gaap_FinanceLeasesPor Namespace Prefix: Data Type:na Balance Type: Period Type: XML 64 R50.htm IDEA: XBRL DOCUMENT

<u>Allowance for Credit Losses - Liabilities for Off-Balance Sheet</u>	<u>3 Months</u>	<u>6 Months</u>
<u>Credit Exposures (Details) - USD (\$) \$ in Thousands</u>	<u>Ended</u>	<u>Ended</u>

Jun. 30, 2024

Jun. 30, 2023

Jun. 30, 2024

Jun. 30, 2023

Off-Balance-Sheet, Credit Loss, Liability [Roll Forward]—Liabilities for off-balance sheet credit exposures at beginning of period\$ 2,776\$ 3,151\$ 2,270\$ 2,796(Credit) provision for credit loss expense related to off-balance sheet credit exposures308 (166)814189Liabilities for off-balance sheet credit exposures at end of period\$ 3,084 \$ 2,985\$ 3,084\$ 2,985

[-Definition](#)

Amount of expected credit loss for credit exposure on off-balance-sheet commitment.

including but not limited to, loan commitment, standby letter of credit, financial guarantee not accounted for as insurance. Excludes off-balance sheet credit exposure accounted for as insurance and instrument accounted for under derivatives and hedging.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147479344/326-20-45-2>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 460-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147482454/460-10-45-1>

+ Details

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

- Definition

Amount of expense (reversal of expense) for expected credit loss for off-balance sheet credit exposure. Excludes off-balance sheet credit exposure accounted for as insurance and instrument accounted for under derivatives and hedging.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-13](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-13)

+ Details

Name:us-gaap_OffBalanceSheetCreditLossLiabilityCreditLossExpenseReversal Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit

Period Type:duration

-Definition

A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period.

+References

No definition available.

+Details

Name:us-gaap_OffBalanceSheetCreditLossLiabilityRollforward Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 65 R51.htm IDEA: XBRL DOCUMENT

Allowance for Credit Losses - Collateral Dependent Loans Jun. 30, Dec. 31,
(Details) - USD (\$) \$ in Thousands 2024 2023

Accounts, Notes, Loans and Financing Receivable [Line Items] Individually
evaluated for impairment\$ 42,931\$ 44,368ACL Allocation1,6341,082Real Estate
Accounts, Notes, Loans and Financing Receivable [Line Items] Individually
evaluated for impairment42,93144,368Business Assets Accounts, Notes, Loans and
Financing Receivable [Line Items] Individually evaluated for impairment00Other
Accounts, Notes, Loans and Financing Receivable [Line Items] Individually
evaluated for impairment00Commercial and Industrial Accounts, Notes, Loans and
Financing Receivable [Line Items] Individually evaluated for impairment3372,035
ACL Allocation2430Commercial and Industrial / Real Estate Accounts, Notes, Loans
and Financing Receivable [Line Items] Individually evaluated for impairment337
2,035Commercial and Industrial / Business Assets Accounts, Notes, Loans and
Financing Receivable [Line Items] Individually evaluated for impairment00
Commercial and Industrial / Other Accounts, Notes, Loans and Financing Receivable
[Line Items] Individually evaluated for impairment00Commercial Real Estate
Accounts, Notes, Loans and Financing Receivable [Line Items] Individually
evaluated for impairment42,59442,333ACL Allocation1,3911,082Commercial Real
Estate / Real Estate Accounts, Notes, Loans and Financing Receivable [Line Items]
Individually evaluated for impairment42,59442,333Commercial Real Estate /
Business Assets Accounts, Notes, Loans and Financing Receivable [Line Items]
Individually evaluated for impairment00Commercial Real Estate / Other Accounts,
Notes, Loans and Financing Receivable [Line Items] Individually evaluated for
impairment\$ 0\$ 0

-Definition

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

+References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 310-SubTopic 20-Name Accounting Standards Codification-Section 40-Paragraph 7-Publisher FASB-URI https://asc.fasb.org/1943274/2147481628/310-20-40-7>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147481990/310-10-45-2>

+ Details

Name:us-gaap_AccountsNotesAndLoansReceivableLineItems Namespace Prefix:us-gaap_ Data Type:xbkli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of allowance for credit loss on financing receivable evaluated on individual basis. Excludes financing receivable evaluated on collective basis.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 4 -Subparagraph (SAB Topic 6.L.5.a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480418/310-10-S99-4>

Reference 2: <http://fasb.org/us-gaap/role/ref/otherTransitionRef> -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11B -Subparagraph (g) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481962/310-10-50-11B>

Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 30 -Paragraph 2 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479391/326-20-30-2>

+ Details

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

- Definition

Amount of financing receivable individually evaluated for credit loss. Excludes
financing receivable collectively evaluated for credit loss.

+ References

Reference 1: [http://www.xbrl.org/2003/role/exampleRef-Topic 310-SubTopic 10-](http://www.xbrl.org/2003/role/exampleRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 4-Subparagraph (SAB Topic 6.L.5.a)-Publisher FASB-URI)
Name Accounting Standards Codification-Section S99-Paragraph 4-Subparagraph
(SAB Topic 6.L.5.a)-Publisher FASB-URI
<https://asc.fasb.org/1943274/2147480418/310-10-S99-4>
Reference 2:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 310-SubTopic 10-Name](http://www.xbrl.org/2003/role/disclosureRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11C-Subparagraph (b)-Publisher FASB-URI)
Accounting Standards Codification-Section 50-Paragraph 11C-Subparagraph (b)-
Publisher FASB-URI <https://asc.fasb.org/1943274/2147481962/310-10-50-11C>

+ Details

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

- Details

Name:us-gaap_CollateralAxis=us-gaap_RealEstateMember Namespace Prefix: Data
Type:na Balance Type: Period Type:

- Details

Name:us-gaap_CollateralAxis=tmp_BusinessAssetsMember Namespace Prefix: Data
Type:na Balance Type: Period Type:

- Details

Name:us-gaap_CollateralAxis=tmp_OtherCollateralMember Namespace Prefix: Data
Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=tmp_CommercialAndIndus

Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=us-gaap_CommercialRealE

Namespace Prefix: Data Type:na Balance Type: Period Type: XML 66 R52.htm IDEA:

XBRL DOCUMENT

Allowance for Credit Losses - Schedule of Loan Modifications with

6 Months

Financial Difficulty (Details) \$ in Thousands

Ended

Jun. 30, 2024

USD (\$)

Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost

basis\$ 4,078% of Total Class of Loans and Leases0.07%Term Extension Financing

Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis\$ 37

Interest Rate Reduction Financing Receivable, Troubled Debt Restructuring [Line

Items] Amortized cost basis3,551Payment Delay and Term Extension Financing

Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Term

Extension and Interest Rate Reduction Financing Receivable, Troubled Debt

Restructuring [Line Items] Amortized cost basis0Payment Delay Financing

Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis490

Commercial and Industrial Financing Receivable, Troubled Debt Restructuring [Line

Items] Amortized cost basis\$ 512% of Total Class of Loans and Leases0.06%

Commercial and Industrial / Term Extension Financing Receivable, Troubled Debt

Restructuring [Line Items] Amortized cost basis\$ 15Commercial and Industrial /

Interest Rate Reduction Financing Receivable, Troubled Debt Restructuring [Line

Items] Amortized cost basis497Commercial and Industrial / Payment Delay and Term

Extension Financing Receivable, Troubled Debt Restructuring [Line Items]

Amortized cost basis0Commercial and Industrial / Term Extension and Interest Rate

Reduction Financing Receivable, Troubled Debt Restructuring [Line Items]

Amortized cost basis0Commercial and Industrial / Payment Delay Financing

Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0

Commercial and Industrial / Other Financing Receivable Financing Receivable,

Troubled Debt Restructuring [Line Items] Amortized cost basis\$ 512% of Total Class

of Loans and Leases0.07%Commercial and Industrial / Other Financing Receivable /

Term Extension Financing Receivable, Troubled Debt Restructuring [Line Items]

Amortized cost basis\$ 15Commercial and Industrial / Other Financing Receivable /

Interest Rate Reduction Financing Receivable, Troubled Debt Restructuring [Line

Items] Amortized cost basis497Commercial and Industrial / Other Financing

Receivable / Payment Delay and Term Extension Financing Receivable, Troubled

Debt Restructuring [Line Items] Amortized cost basis0Commercial and Industrial /

Other Financing Receivable / Term Extension and Interest Rate Reduction Financing

Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0

Commercial and Industrial / Other Financing Receivable / Payment Delay Financing

Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0

Commercial Real Estate Financing Receivable, Troubled Debt Restructuring [Line

Items] Amortized cost basis\$ 3,054% of Total Class of Loans and Leases0.10%

Commercial Real Estate / Term Extension Financing Receivable, Troubled Debt

Restructuring [Line Items] Amortized cost basis\$ 0Commercial Real Estate / Interest

Rate Reduction Financing Receivable, Troubled Debt Restructuring [Line Items]

Amortized cost basis3,054Commercial Real Estate / Payment Delay and Term

Extension Financing Receivable, Troubled Debt Restructuring [Line Items]

Amortized cost basis0Commercial Real Estate / Term Extension and Interest Rate

Reduction Financing Receivable, Troubled Debt Restructuring [Line Items]

Amortized cost basis0Commercial Real Estate / Payment Delay Financing Receivable,

Troubled Debt Restructuring [Line Items] Amortized cost basis0Commercial Real

Estate / Other Financing Receivable Financing Receivable, Troubled Debt

Restructuring [Line Items] Amortized cost basis\$ 3,054% of Total Class of Loans and

Leases0.11%Commercial Real Estate / Other Financing Receivable / Term Extension

~~Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis\$ 0Commercial Real Estate / Other Financing Receivable / Interest Rate Reduction Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis3,054Commercial Real Estate / Other Financing Receivable / Payment Delay and Term Extension Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Commercial Real Estate / Other Financing Receivable / Term Extension and Interest Rate Reduction Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Commercial Real Estate / Other Financing Receivable / Payment Delay Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Residential Real Estate Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis\$ 490% of Total Class of Loans and Leases0.03% Residential Real Estate / Term Extension Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis\$ 0Residential Real Estate / Interest Rate Reduction Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Residential Real Estate / Payment Delay and Term Extension Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Residential Real Estate / Term Extension and Interest Rate Reduction Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Residential Real Estate / Payment Delay Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis490Residential Real Estate / Mortgages Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis\$ 490% of Total Class of Loans and Leases0.04%Residential Real Estate / Mortgages / Term Extension Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis\$ 0Residential Real Estate / Mortgages / Interest Rate Reduction Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Residential Real Estate / Mortgages / Payment Delay and Term Extension Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Residential Real Estate / Mortgages / Term Extension and Interest Rate Reduction Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Residential Real Estate / Mortgages / Payment Delay Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis490Consumer Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis\$ 22% of Total Class of Loans and Leases0.02%Consumer / Term Extension Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis\$ 22Consumer / Interest Rate Reduction Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Consumer / Payment Delay and Term Extension Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Consumer / Term Extension and Interest Rate Reduction Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Consumer / Payment Delay Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Consumer / Other Financing Receivable Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis\$ 22% of Total Class of Loans and Leases0.02%Consumer / Other Financing Receivable / Term Extension Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis\$ 22Consumer / Other Financing Receivable / Interest Rate Reduction Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Consumer / Other Financing Receivable / Payment Delay and Term Extension Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Consumer / Other Financing Receivable / Term Extension and Interest Rate Reduction Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Consumer / Other Financing Receivable / Payment Delay Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis\$ 0~~
~~-Definition~~

~~Amortized cost excluding accrued interest, of financing receivable modified during~~

period for debtor experiencing financial difficulty.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 42-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481962/310-10-50-42](http://www.xbrl.org/2003/role/disclosureRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 42-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481962/310-10-50-42)

+ Details

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

- Definition

Percentage, excluding accrued interest, of financing receivable modified during period for debtor experiencing financial difficulty to total financing receivables.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 42-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481962/310-10-50-42](http://www.xbrl.org/2003/role/disclosureRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 42-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481962/310-10-50-42)

+ Details

*Name:us-gaap_FinancingReceivableModificationToTotalFinancingReceivablesExcludi
Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na
Period Type:duration*

- Definition

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

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 34-Publisher FASB-URI https://asc.fasb.org/1943274/2147481962/310-10-50-34>
Reference 2: <http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 33->

~~**Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-33Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 12A -Publisher FASB -URI https://asc.fasb.org/1943274/2147481933/310-10-55-12AReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-42Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-42**~~

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

[-Details](#)

Name:us-gaap_LoanRestructuringModificationAxis=us-gaap_ExtendedMaturityMemb Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_LoanRestructuringModificationAxis=us-gaap_ContractualInterestRate Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_LoanRestructuringModificationAxis=tmp_ExtendedMaturityAndPayme Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_LoanRestructuringModificationAxis=us-gaap_ExtendedMaturityAndIn Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_LoanRestructuringModificationAxis=us-gaap_PaymentDeferralMembe Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=tmp_CommercialAndIndus Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=us-gaap_CommercialRealE Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=us-gaap_ResidentialPortfo Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=us-gaap_ConsumerPortfoli Namespace Prefix: Data Type:na Balance Type: Period Type: XML 67 R53.htm IDEA: XBRL DOCUMENT

<u>Allowance for Credit Losses - Narrative (Details) - USD</u>	<u>3 Months</u>	<u>6 Months</u>
<u>(\$)</u>	<u>Ended</u>	<u>Ended</u>

Jun. 30, 2024

Jun. 30, 2024

Receivables [Abstract] - TDRs reported during period\$ 0\$ 0

[-Definition](#)

Amortized cost of financing receivable with payment default in current period and modified within previous 12 months preceding payment default for debtor experiencing financial difficulty.

[+References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 34-Subparagraph \(a\)\(2\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 34-Subparagraph (a)(2)-Publisher FASB-URI)

<https://asc.fasb.org/1943274/2147481962/310-10-50-34>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 310-SubTopic 10-Name>

Accounting Standards Codification -Section 55-Paragraph 12A-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481933/310-10-55-12A>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 310-SubTopic 10-Name> Accounting Standards Codification -Section 50-Paragraph 44-Subparagraph (a)(2)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481962/310-10-50-44>

+ Details

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

- References

No definition available.

+ Details

Name:us-gaap_ReceivablesAbstract Namespace Prefix:us-gaap_ Data Type:
xbrli:stringItemType Balance Type:na Period Type:duration XML 68 R54.htm IDEA:
XBRL DOCUMENT

Allowance for Credit Losses - Aging Analysis of Loan Modifications with 6 Months
Financial Difficulty (Details) \$ in Thousands Ended
Jun. 30, 2024
USD (\$)

Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost
basis\$ 4,078Current Loans Financing Receivable, Troubled Debt Restructuring [Line
Items] Amortized cost basis3,70730-59 Days Financing Receivable, Troubled Debt
Restructuring [Line Items] Amortized cost basis060-89 Days Financing Receivable,
Troubled Debt Restructuring [Line Items] Amortized cost basis090 Days or More
Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost
basis0Non-Accrual Financing Receivable, Troubled Debt Restructuring [Line Items]

[illegible]

~~Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Residential Real Estate / Mortgages / 60-89 Days Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Residential Real Estate / Mortgages / 90 Days or More Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Residential Real Estate / Mortgages / Non-Accrual Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis334Consumer and Other Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis22Consumer and Other / Current Loans Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Consumer and Other / 30-59 Days Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Consumer and Other / 60-89 Days Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Consumer and Other / 90 Days or More Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Consumer and Other / Non-Accrual Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis22Consumer and Other / Commercial and Industrial, Real Estate Other Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis22Consumer and Other / Commercial and Industrial, Real Estate Other / Current Loans Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Consumer and Other / Commercial and Industrial, Real Estate Other / 30-59 Days Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Consumer and Other / Commercial and Industrial, Real Estate Other / 60-89 Days Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Consumer and Other / Commercial and Industrial, Real Estate Other / 90 Days or More Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis0Consumer and Other / Commercial and Industrial, Real Estate Other / Non-Accrual Financing Receivable, Troubled Debt Restructuring [Line Items] Amortized cost basis\$ 22~~

~~-Definition~~

~~Amortized cost excluding accrued interest, of financing receivable modified during period for debtor experiencing financial difficulty.~~

~~+References~~

~~Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 42-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481962/310-10-50-42](http://www.xbrl.org/2003/role/disclosureRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 42-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481962/310-10-50-42)~~

~~+Details~~

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

~~-Definition~~

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

+ References

~~Reference 1: <http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 34>-Publisher FASB -URI <https://asc.fasb.org/1943274/2147481962/310-10-50-34>~~
~~Reference 2: <http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 33>-Publisher FASB -URI <https://asc.fasb.org/1943274/2147481962/310-10-50-33>~~
~~Reference 3: <http://www.xbrl.org/2003/role/exampleRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 12A>-Publisher FASB -URI <https://asc.fasb.org/1943274/2147481933/310-10-55-12A>~~
~~Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 42-Subparagraph \(a\)\(2\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 42-Subparagraph (a)(2))-Publisher FASB -URI <https://asc.fasb.org/1943274/2147481962/310-10-50-42>~~
~~Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 42-Subparagraph \(a\)\(1\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 42-Subparagraph (a)(1))-Publisher FASB -URI <https://asc.fasb.org/1943274/2147481962/310-10-50-42>~~

[+ Details](#)

Name:us-gaap_FinancingReceivableModificationsLineItems Namespace Prefix:
us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

[-Details](#)

Name:us-gaap_FinancingReceivablesPeriodPastDueAxis=us-gaap_FinancialAssetNotP
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablesPeriodPastDueAxis=us-gaap_FinancingReceivabl
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablesPeriodPastDueAxis=us-gaap_FinancingReceivabl
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablesPeriodPastDueAxis=us-gaap_FinancingReceivabl
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablesPeriodPastDueAxis=tmp_FinancialAssetsNonAcc
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=tmp_CommercialAndIndus
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=us-gaap_CommercialRealE
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=us-gaap_ResidentialPortfo
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=tmp_ConsumerAndOtherPe
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 69 R55.htm IDEA:

XBRL DOCUMENT

Allowance for Credit Losses - Credit Quality Indicators by
Commercial and Industrial Loans (Details) - USD (\$) \$ in
Thousands

6 12
Months Months
Ended Ended

Jun. 30, 2024

Dec. 31, 2023

Accounts, Notes, Loans and Financing Receivable [Line Items] Total loans and
leases, net of unearned income and deferred costs and fees\$ 5,761,864\$ 5,605,935
Commercial and Industrial / Other Financing Receivable Accounts, Notes, Loans and
Financing Receivable [Line Items] Current fiscal year81,491131,908One year before
current fiscal year128,08792,577Two years before current fiscal year93,62468,330
Three years before current fiscal year61,65828,808Four years before current fiscal

year23,46833,715Prior162,509145,878Revolving Loans Amortized Cost Basis216,088
 215,611Revolving Loans Converted to Term6,8425,063Total loans and leases, net of
 unearned income and deferred costs and fees773,767721,890Current-period gross
 writeoffs Current fiscal year06One year before current fiscal year00Two years
 before current fiscal year300Three years before current fiscal year00Four years
 before current fiscal year00Prior029Revolving Loans Amortized Cost Basis00
 Revolving Loans Converted to Term00Total3035Commercial and Industrial / Other
 Financing Receivable / Pass Accounts, Notes, Loans and Financing Receivable [Line
 Items] Current fiscal year80,048130,993One year before current fiscal year127,286
 92,335Two years before current fiscal year93,45368,030Three years before current
 fiscal year60,83228,237Four years before current fiscal year23,13933,618Prior
 161,290141,758Revolving Loans Amortized Cost Basis215,166212,349Revolving
 Loans Converted to Term6,8425,063Total loans and leases, net of unearned income
 and deferred costs and fees768,056712,383Commercial and Industrial / Other
 Financing Receivable / Special Mention Accounts, Notes, Loans and Financing
 Receivable [Line Items] Current fiscal year993915One year before current fiscal
 year801196Two years before current fiscal year171222Three years before current
 fiscal year766242Four years before current fiscal year17079Prior3231,287Revolving
 Loans Amortized Cost Basis20682Revolving Loans Converted to Term00Total loans
 and leases, net of unearned income and deferred costs and fees3,2443,623
 Commercial and Industrial / Other Financing Receivable / Substandard Accounts,
 Notes, Loans and Financing Receivable [Line Items] Current fiscal year4500One
 year before current fiscal year046Two years before current fiscal year078Three years
 before current fiscal year60329Four years before current fiscal year15918Prior896
 2,833Revolving Loans Amortized Cost Basis9022,580Revolving Loans Converted to
 Term00Total loans and leases, net of unearned income and deferred costs and fees
 2,4675,884Commercial and Industrial / PPP loans Accounts, Notes, Loans and
 Financing Receivable [Line Items] Current fiscal year00One year before current
 fiscal year00Two years before current fiscal year0264Three years before current
 fiscal year201140Four years before current fiscal year530Prior00Revolving Loans
 Amortized Cost Basis00Revolving Loans Converted to Term00Total loans and leases,
 net of unearned income and deferred costs and fees254404Current-period gross
 writeoffs Current fiscal year00One year before current fiscal year00Two years
 before current fiscal year00Three years before current fiscal year00Four years
 before current fiscal year00Prior00Revolving Loans Amortized Cost Basis00
 Revolving Loans Converted to Term00Total00Commercial and Industrial / PPP loans
 / Pass Accounts, Notes, Loans and Financing Receivable [Line Items] Current fiscal
 year00One year before current fiscal year00Two years before current fiscal year0264
 Three years before current fiscal year201140Four years before current fiscal year530
 Prior00Revolving Loans Amortized Cost Basis00Revolving Loans Converted to Term0
 0Total loans and leases, net of unearned income and deferred costs and fees254404
 Commercial and Industrial / PPP loans / Special Mention Accounts, Notes, Loans
 and Financing Receivable [Line Items] Current fiscal year00One year before current
 fiscal year00Two years before current fiscal year00Three years before current fiscal
 year00Four years before current fiscal year00Prior00Revolving Loans Amortized
 Cost Basis00Revolving Loans Converted to Term00Total loans and leases, net of
 unearned income and deferred costs and fees00Commercial and Industrial / PPP
 loans / Substandard Accounts, Notes, Loans and Financing Receivable [Line Items]
 Current fiscal year00One year before current fiscal year00Two years before current
 fiscal year00Three years before current fiscal year00Four years before current fiscal
 year00Prior00Revolving Loans Amortized Cost Basis00Revolving Loans Converted to
 Term00Total loans and leases, net of unearned income and deferred costs and fees00
 Commercial and Industrial / Agriculture Accounts, Notes, Loans and Financing
 Receivable [Line Items] Current fiscal year6,83524,924One year before current
 fiscal year27,39011,935Two years before current fiscal year10,9353,388Three years
 before current fiscal year2,5863,170Four years before current fiscal year2,1853,268
 Prior7,09816,767Revolving Loans Amortized Cost Basis34,14936,729Revolving
 Loans Converted to Term1,7871,030Total loans and leases, net of unearned income

and deferred costs and fees92,965101,211Current-period gross writeoffs Current
fiscal year00One year before current fiscal year00Two years before current fiscal
year00Three years before current fiscal year00Four years before current fiscal year0
Prior00Revolving Loans Amortized Cost Basis00Revolving Loans Converted to Term
00Total00Commercial and Industrial / Agriculture / Pass Accounts, Notes, Loans
and Financing Receivable [Line Items] Current fiscal year6,83524,924One year
before current fiscal year27,39011,935Two years before current fiscal year10,935
3,341Three years before current fiscal year2,5453,114Four years before current
fiscal year2,1363,268Prior7,09816,759Revolving Loans Amortized Cost Basis34,149
36,728Revolving Loans Converted to Term1,7871,030Total loans and leases, net of
unearned income and deferred costs and fees92,875101,099Commercial and
Industrial / Agriculture / Special Mention Accounts, Notes, Loans and Financing
Receivable [Line Items] Current fiscal year00One year before current fiscal year00
Two years before current fiscal year047Three years before current fiscal year410
Four years before current fiscal year00Prior00Revolving Loans Amortized Cost Basis
00Revolving Loans Converted to Term00Total loans and leases, net of unearned
income and deferred costs and fees4147Commercial and Industrial / Agriculture /
Substandard Accounts, Notes, Loans and Financing Receivable [Line Items] Current
fiscal year00One year before current fiscal year00Two years before current
fiscal year00Three years before current fiscal year056Four years before current
fiscal year490Prior08Revolving Loans Amortized Cost Basis01Revolving Loans
Converted to Term00Total loans and leases, net of unearned income and deferred
costs and fees4965Commercial Real Estate / Other Financing Receivable Accounts,
Notes, Loans and Financing Receivable [Line Items] Current fiscal year149,918
246,016One year before current fiscal year252,100333,515Two years before current
fiscal year349,521368,103Three years before current fiscal year367,643310,093Four
years before current fiscal year302,769286,203Prior1,209,486983,010Revolving
Loans Amortized Cost Basis19,88235,702Revolving Loans Converted to Term12,895
24,949Total loans and leases, net of unearned income and deferred costs and fees
2,664,2142,587,591Current-period gross writeoffs Current fiscal year00One year
before current fiscal year00Two years before current fiscal year00Three years before
current fiscal year00Four years before current fiscal year00Prior00Revolving Loans
Amortized Cost Basis00Revolving Loans Converted to Term00Total00Commercial
Real Estate / Other Financing Receivable / Pass Accounts, Notes, Loans and
Financing Receivable [Line Items] Current fiscal year149,918246,016One year
before current fiscal year251,108317,583Two years before current fiscal year333,784
365,975Three years before current fiscal year365,517292,960Four years before
current fiscal year285,878272,722Prior1,142,016921,201Revolving Loans Amortized
Cost Basis18,75234,346Revolving Loans Converted to Term12,89524,949Total loans
and leases, net of unearned income and deferred costs and fees2,559,8682,475,752
Commercial Real Estate / Other Financing Receivable / Special Mention Accounts,
Notes, Loans and Financing Receivable [Line Items] Current fiscal year00One year
before current fiscal year992632Two years before current fiscal year7200Three years
before current fiscal year017,133Four years before current fiscal year16,89111,422
Prior20,93116,100Revolving Loans Amortized Cost Basis00Revolving Loans
Converted to Term00Total loans and leases, net of unearned income and deferred
costs and fees39,53445,287Commercial Real Estate / Other Financing Receivable /
Substandard Accounts, Notes, Loans and Financing Receivable [Line Items] Current
fiscal year00One year before current fiscal year015,300Two years before
current fiscal year15,0172,128Three years before current fiscal year2,1260Four
years before current fiscal year02,059Prior46,53945,709Revolving Loans Amortized
Cost Basis1,1301,356Revolving Loans Converted to Term00Total loans and leases,
net of unearned income and deferred costs and fees64,81266,552Commercial Real
Estate / Agriculture Accounts, Notes, Loans and Financing Receivable [Line Items] Current
fiscal year5,57814,668One year before current fiscal year12,84337,256Two
years before current fiscal year38,28022,813Three years before current fiscal year
22,22621,001Four years before current fiscal year20,48424,342Prior106,99394,969
Revolving Loans Amortized Cost Basis3,067257Revolving Loans Converted to Term

~~6976,364~~~~Total loans and leases, net of unearned income and deferred costs and fees~~
~~210,168~~~~221,670~~~~Current-period gross writeoffs~~ ~~Current fiscal year~~~~00~~~~One year before~~
~~current fiscal year~~~~00~~~~Two years before current fiscal year~~~~00~~~~Three years before~~
~~current fiscal year~~~~00~~~~Four years before current fiscal year~~~~00~~~~Prior~~~~00~~~~Revolving Loans~~
~~Amortized Cost Basis~~~~00~~~~Revolving Loans Converted to Term~~~~00~~~~Total~~~~00~~~~Commercial~~
~~Real Estate / Agriculture / Pass Accounts, Notes, Loans and Financing Receivable~~
~~[Line Items]~~ ~~Current fiscal year~~~~5,578~~~~14,668~~~~One year before current fiscal year~~
~~12,843~~~~37,256~~~~Two years before current fiscal year~~~~38,280~~~~22,813~~~~Three years before~~
~~current fiscal year~~~~22,226~~~~21,001~~~~Four years before current fiscal year~~~~20,484~~~~23,794~~
~~Prior~~~~105,468~~~~93,890~~~~Revolving Loans Amortized Cost Basis~~~~3,067~~~~257~~~~Revolving Loans~~
~~Converted to Term~~~~6976,364~~~~Total loans and leases, net of unearned income and~~
~~deferred costs and fees~~~~208,643~~~~220,043~~~~Commercial Real Estate / Agriculture /~~
~~Special Mention Accounts, Notes, Loans and Financing Receivable [Line Items]~~
~~Current fiscal year~~~~00~~~~One year before current fiscal year~~~~00~~~~Two years before current~~
~~fiscal year~~~~00~~~~Three years before current fiscal year~~~~00~~~~Four years before current fiscal~~
~~year~~~~0378~~~~Prior~~~~1,344~~~~1,033~~~~Revolving Loans Amortized Cost Basis~~~~00~~~~Revolving Loans~~
~~Converted to Term~~~~00~~~~Total loans and leases, net of unearned income and deferred~~
~~costs and fees~~~~1,344~~~~1,411~~~~Commercial Real Estate / Agriculture / Substandard~~
~~Accounts, Notes, Loans and Financing Receivable [Line Items]~~ ~~Current fiscal year~~~~00~~
~~One year before current fiscal year~~~~00~~~~Two years before current fiscal year~~~~00~~~~Three~~
~~years before current fiscal year~~~~00~~~~Four years before current fiscal year~~~~0170~~~~Prior~~~~181~~
~~46~~~~Revolving Loans Amortized Cost Basis~~~~00~~~~Revolving Loans Converted to Term~~~~00~~
~~Total loans and leases, net of unearned income and deferred costs and fees~~~~181~~~~216~~
~~Commercial Real Estate / Construction Accounts, Notes, Loans and Financing~~
~~Receivable [Line Items]~~ ~~Current fiscal year~~~~5369,265~~~~One year before current fiscal~~
~~year~~~~02,793~~~~Two years before current fiscal year~~~~6888,068~~~~Three years before current~~
~~fiscal year~~~~8,774~~~~2,501~~~~Four years before current fiscal year~~~~2,034~~~~357~~~~Prior~~~~299~~~~596~~
~~Revolving Loans Amortized Cost Basis~~~~318,977~~~~274,224~~~~Revolving Loans Converted to~~
~~Term~~~~6,053~~~~5,602~~~~Total loans and leases, net of unearned income and deferred costs~~
~~and fees~~~~337,361~~~~303,406~~~~Current-period gross writeoffs~~ ~~Current fiscal year~~~~00~~~~One~~
~~year before current fiscal year~~~~00~~~~Two years before current fiscal year~~~~00~~~~Three years~~
~~before current fiscal year~~~~00~~~~Four years before current fiscal year~~~~00~~~~Prior~~~~00~~~~Revolving~~
~~Loans Amortized Cost Basis~~~~00~~~~Revolving Loans Converted to Term~~~~00~~~~Total~~~~00~~
~~Commercial Real Estate / Construction / Pass Accounts, Notes, Loans and Financing~~
~~Receivable [Line Items]~~ ~~Current fiscal year~~~~5369,265~~~~One year before current fiscal~~
~~year~~~~02,793~~~~Two years before current fiscal year~~~~6888,068~~~~Three years before current~~
~~fiscal year~~~~8,774~~~~2,501~~~~Four years before current fiscal year~~~~2,034~~~~357~~~~Prior~~~~299~~~~596~~
~~Revolving Loans Amortized Cost Basis~~~~314,428~~~~274,224~~~~Revolving Loans Converted to~~
~~Term~~~~6,053~~~~5,602~~~~Total loans and leases, net of unearned income and deferred costs~~
~~and fees~~~~332,812~~~~303,406~~~~Commercial Real Estate / Construction / Special Mention~~
~~Accounts, Notes, Loans and Financing Receivable [Line Items]~~ ~~Current fiscal year~~~~00~~
~~One year before current fiscal year~~~~00~~~~Two years before current fiscal year~~~~00~~~~Three~~
~~years before current fiscal year~~~~00~~~~Four years before current fiscal year~~~~00~~~~Prior~~~~00~~
~~Revolving Loans Amortized Cost Basis~~~~4,549~~~~0~~~~Revolving Loans Converted to Term~~~~00~~
~~Total loans and leases, net of unearned income and deferred costs and fees~~~~4,549~~
~~Commercial Real Estate / Construction / Substandard Accounts, Notes, Loans and~~
~~Financing Receivable [Line Items]~~ ~~Current fiscal year~~~~00~~~~One year before current~~
~~fiscal year~~~~00~~~~Two years before current fiscal year~~~~00~~~~Three years before current fiscal~~
~~year~~~~00~~~~Four years before current fiscal year~~~~00~~~~Prior~~~~00~~~~Revolving Loans Amortized~~
~~Cost Basis~~~~00~~~~Revolving Loans Converted to Term~~~~00~~~~Total loans and leases, net of~~
~~unearned income and deferred costs and fees~~~~00~~~~Residential Real Estate / Home~~
~~equity Accounts, Notes, Loans and Financing Receivable [Line Items]~~ ~~Current fiscal~~
~~year~~~~12,141~~~~2,378~~~~One year before current fiscal year~~~~2,455~~~~2,237~~~~Two years before~~
~~current fiscal year~~~~2,310~~~~890~~~~Three years before current fiscal year~~~~989~~~~529~~
~~Four years before current fiscal year~~~~550~~~~832~~~~Prior~~~~14,228~~~~8,515~~~~Revolving Loans Amortized Cost~~
~~Basis~~~~160,548~~~~167,098~~~~Revolving Loans Converted to Term~~~~8755,837~~
~~Total loans and~~
~~leases, net of unearned income and deferred costs and fees~~~~194,096~~~~188,316~~
~~Current-~~
~~period gross writeoffs~~ ~~Current fiscal year~~~~00~~~~One year before current fiscal year~~~~00~~

Two years before current fiscal year00Three years before current fiscal year00Four years before current fiscal year00Prior020Revolving Loans Amortized Cost Basis00
Revolving Loans Converted to Term00Total020Residential Real Estate / Home equity / Performing Accounts, Notes, Loans and Financing Receivable [Line Items] - Current fiscal year12,1412,378One year before current fiscal year2,4552,237Two years before current fiscal year2,310890Three years before current fiscal year989529Four years before current fiscal year550832Prior13,4548,178Revolving Loans Amortized Cost Basis157,852164,205Revolving Loans Converted to Term8755,837Total loans and leases, net of unearned income and deferred costs and fees190,626185,086
Residential Real Estate / Home equity / Nonperforming Accounts, Notes, Loans and Financing Receivable [Line Items] - Current fiscal year00One year before current fiscal year00Two years before current fiscal year00Three years before current fiscal year00Four years before current fiscal year00Prior774337Revolving Loans Amortized Cost Basis2,6962,893Revolving Loans Converted to Term00Total loans and leases, net of unearned income and deferred costs and fees3,4703,230
Residential Real Estate / Mortgages Accounts, Notes, Loans and Financing Receivable [Line Items] - Current fiscal year55,120131,004One year before current fiscal year136,350186,794Two years before current fiscal year180,166256,456Three years before current fiscal year248,059222,931Four years before current fiscal year213,980110,477Prior543,701465,613Revolving Loans Amortized Cost Basis00
Revolving Loans Converted to Term00Total loans and leases, net of unearned income and deferred costs and fees1,377,3761,373,275Current-period gross writeoffs - Current fiscal year00One year before current fiscal year00Two years before current fiscal year00Three years before current fiscal year00Four years before current fiscal year00Prior00Revolving Loans Amortized Cost Basis00Revolving Loans Converted to Term00Total00
Residential Real Estate / Mortgages / Performing Accounts, Notes, Loans and Financing Receivable [Line Items] - Current fiscal year55,120131,004One year before current fiscal year136,213186,401Two years before current fiscal year179,776256,127Three years before current fiscal year247,638221,945Four years before current fiscal year212,882109,594Prior534,206456,167Revolving Loans Amortized Cost Basis00
Revolving Loans Converted to Term00Total loans and leases, net of unearned income and deferred costs and fees1,365,8351,361,238Residential Real Estate / Mortgages / Nonperforming Accounts, Notes, Loans and Financing Receivable [Line Items] - Current fiscal year00One year before current fiscal year137393
Two years before current fiscal year390329Three years before current fiscal year421986Four years before current fiscal year1,098883Prior9,4959,446Revolving Loans Amortized Cost Basis00Revolving Loans Converted to Term00Total loans and leases, net of unearned income and deferred costs and fees11,54112,037
Consumer and Other / Direct Accounts, Notes, Loans and Financing Receivable [Line Items] - Current fiscal year40,56350,297One year before current fiscal year20,52213,327Two years before current fiscal year11,58011,316Three years before current fiscal year10,0535,157
Four years before current fiscal year4,5414,107Prior12,73910,014Revolving Loans Amortized Cost Basis2,5932,724Revolving Loans Converted to Term00Total loans and leases, net of unearned income and deferred costs and fees102,59196,942
Current-period gross writeoffs - Current fiscal year943801One year before current fiscal year1329Two years before current fiscal year216Three years before current fiscal year3221Four years before current fiscal year483Prior7428
Revolving Loans Amortized Cost Basis00Revolving Loans Converted to Term00Total1,068978Consumer and Other / Direct / Performing Accounts, Notes, Loans and Financing Receivable [Line Items] - Current fiscal year40,56150,295
One year before current fiscal year20,52213,327Two years before current fiscal year11,57711,316Three years before current fiscal year10,0535,157
Four years before current fiscal year4,5404,037Prior12,5749,857Revolving Loans Amortized Cost Basis2,5692,723Revolving Loans Converted to Term00Total loans and leases, net of unearned income and deferred costs and fees102,39696,712
Consumer and Other / Direct / Nonperforming Accounts, Notes, Loans and Financing Receivable [Line Items] - Current fiscal year22One year before current fiscal year00Two years before current fiscal year30Three years before current fiscal year00Four years before current fiscal year

[year170Prior165157Revolving Loans Amortized Cost Basis241Revolving Loans
 Converted to Term00Total loans and leases, net of unearned income and deferred
 costs and fees195230Consumer and Other / Indirect Accounts, Notes, Loans and
 Financing Receivable \[Line Items\] Current fiscal year00One year before current
 fiscal year00Two years before current fiscal year097Three years before current fiscal
 year7368Four years before current fiscal year41432Prior347244Revolving Loans
 Amortized Cost Basis00Revolving Loans Converted to Term00Total loans and leases,
 net of unearned income and deferred costs and fees461841Current-period gross
 writeoffs Current fiscal year00One year before current fiscal year00Two years
 before current fiscal year00Three years before current fiscal year00Four years
 before current fiscal year053Prior314Revolving Loans Amortized Cost Basis00
 Revolving Loans Converted to Term00Total367Consumer and Other / Indirect /
 Performing Accounts, Notes, Loans and Financing Receivable \[Line Items\] Current
 fiscal year00One year before current fiscal year00Two years before current fiscal
 year097Three years before current fiscal year7368Four years before current fiscal
 year41402Prior325234Revolving Loans Amortized Cost Basis00Revolving Loans
 Converted to Term00Total loans and leases, net of unearned income and deferred
 costs and fees439801Consumer and Other / Indirect / Nonperforming Accounts,
 Notes, Loans and Financing Receivable \[Line Items\] Current fiscal year00One year
 before current fiscal year00Two years before current fiscal year00Three years before
 current fiscal year00Four years before current fiscal year030Prior2210Revolving
 Loans Amortized Cost Basis00Revolving Loans Converted to Term00Total loans and
 leases, net of unearned income and deferred costs and fees\\$ 22\\$ 40
 -Definition](#)

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

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 310-SubTopic 20-Name Accounting Standards Codification-Section 40-Paragraph 7-Publisher FASB-URI https://asc.fasb.org/1943274/2147481628/310-20-40-7>Reference 2:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147481990/310-10-45-2>

+ Details

Name:us-gaap_AccountsNotesAndLoansReceivableLineItems Namespace Prefix:

us-gaap_Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

-Definition

Amount, excluding accrued interest, of decrease in allowance for credit loss on financing receivable from writeoff. Excludes net investment in lease.

+References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-6>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-13](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-13)

+Details

Name:us-gaap_FinancingReceivableExcludingAccruedInterestAllowanceForCreditLoss
Namespace Prefix:us-gaap_Data Type:xbrli:monetaryItemType Balance Type:debit
Period Type:duration

-References

No definition available.

+Details

Name:us-gaap_FinancingReceivableExcludingAccruedInterestAllowanceForCreditLoss
Namespace Prefix:us-gaap_Data Type:xbrli:stringItemType Balance Type:na Period
Type:duration

-Definition

Amortized cost excluding accrued interest, before allowance for credit loss, of financing receivable. Excludes net investment in lease.

+References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147479344/326-20-45-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name>

Accounting Standards Codification -Section 50 -Paragraph 3B -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479319/326-20-50-3B>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479319/326-20-50-5>

+ Details

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

-Definition

Amortized cost excluding accrued interest, of financing receivable originated more than five years prior to current fiscal year. Excludes net investment in lease.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 79 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479294/326-20-55-79>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479319/326-20-50-6>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3B -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479319/326-20-50-3B>

+ Details

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

- Definition

Amount, excluding accrued interest, of writeoff of financing receivable originated more than five years before current fiscal year. Excludes net investment in lease.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-6>

+ Details

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

- Definition

Amortized cost excluding accrued interest, of financing receivable that can be withdrawn, repaid, and redrawn.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 326-SubTopic 20->

Name Accounting Standards Codification -Section 55-Paragraph 79-Publisher FASB
-URI <https://asc.fasb.org/1943274/2147479294/326-20-55-79>Reference 2:
<http://www.xbrl.org/2003/role/disclosureRef> -Topic 326 -SubTopic 20 -Name
Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147479319/326-20-50-6>Reference 3:
<http://www.xbrl.org/2003/role/disclosureRef> -Topic 326 -SubTopic 20 -Name
Accounting Standards Codification -Section 50 -Paragraph 3B -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147479319/326-20-50-3B>

+ Details

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

-Definition

Amortized cost excluding accrued interest, of revolving financing receivable
converted to term loan.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 326 -SubTopic 20 -
Name Accounting Standards Codification -Section 55-Paragraph 79-Publisher FASB
-URI <https://asc.fasb.org/1943274/2147479294/326-20-55-79>Reference 2:
<http://www.xbrl.org/2003/role/disclosureRef> -Topic 326 -SubTopic 20 -Name
Accounting Standards Codification -Section 50 -Paragraph 6A -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147479319/326-20-50-6A>Reference 3:
<http://www.xbrl.org/2003/role/disclosureRef> -Topic 326 -SubTopic 20 -Name
Accounting Standards Codification -Section 50 -Paragraph 3B -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147479319/326-20-50-3B>

+ Details

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

- Definition

Amount, excluding accrued interest, of writeoff of revolving financing receivable converted to term loan.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6A-Publisher FASB)
Name Accounting Standards Codification-Section 50-Paragraph 6A-Publisher FASB
URI <https://asc.fasb.org/1943274/2147479319/326-20-50-6A>

+ Details

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

- Definition

Amount, excluding accrued interest, of writeoff of financing receivable that can be withdrawn, repaid, and redrawn.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-6>

+ Details

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

- Definition

Amortized cost excluding accrued interest, of financing receivable originated four years prior to current fiscal year. Excludes net investment in lease.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 79-Publisher FASB-URI https://asc.fasb.org/1943274/2147479294/326-20-55-79>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-6>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 3B-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-3B>

+ Details

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

- Definition

Amount, excluding accrued interest, of writeoff of financing receivable originated four years before current fiscal year. Excludes net investment in lease.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-6>

+ Details

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

- Definition

Amortized cost excluding accrued interest, of financing receivable originated three years prior to current fiscal year. Excludes net investment in lease.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 79-Publisher FASB-URI https://asc.fasb.org/1943274/2147479294/326-20-55-79>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-6>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 3B-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-3B>

+ Details

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

- Definition

Amount, excluding accrued interest, of writeoff of financing receivable originated
three years before current fiscal year. Excludes net investment in lease.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-6)
Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-
URI <https://asc.fasb.org/1943274/2147479319/326-20-50-6>

+ Details

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

- Definition

Amortized cost excluding accrued interest, of financing receivable originated in
current fiscal year. Excludes net investment in lease.

+ References

Reference 1: [http://www.xbrl.org/2003/role/exampleRef-Topic 326-SubTopic 20-](http://www.xbrl.org/2003/role/exampleRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 79-Publisher FASB-URI https://asc.fasb.org/1943274/2147479294/326-20-55-79)
Name Accounting Standards Codification-Section 55-Paragraph 79-Publisher FASB-
URI <https://asc.fasb.org/1943274/2147479294/326-20-55-79>
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-6)
Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI
<https://asc.fasb.org/1943274/2147479319/326-20-50-6>
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-](http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 3B-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-3B)
Name Accounting Standards Codification-Section 50-Paragraph 3B-Publisher FASB-URI
<https://asc.fasb.org/1943274/2147479319/326-20-50-3B>

+ Details

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

- Definition

Amount, excluding accrued interest, of writeoff of financing receivable originated in current fiscal year. Excludes net investment in lease.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-6>

+ Details

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

- Definition

Amortized cost excluding accrued interest, of financing receivable originated two years prior to current fiscal year. Excludes net investment in lease.

+ References

~~Reference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 79 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479294/326-20-55-79>~~
~~Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479319/326-20-50-6>~~
~~Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3B -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479319/326-20-50-3B>~~

+ Details

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

- Definition

~~Amount, excluding accrued interest, of writeoff of financing receivable originated two years before current fiscal year. Excludes net investment in lease.~~

+ References

~~Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479319/326-20-50-6>~~

+ Details

Name:us-gaap_FinancingReceivableExcludingAccruedInterestYearThreeOriginatedTw
Namespace Prefix:us-gaap_ Data Type:xbkli:monetaryItemType Balance Type:debit
Period Type:duration

- Definition

Amortized cost excluding accrued interest of financing receivable originated in fiscal year prior to current fiscal year. Excludes net investment in lease.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 79-Publisher FASB>-URI <https://asc.fasb.org/1943274/2147479294/326-20-55-79>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB>-URI <https://asc.fasb.org/1943274/2147479319/326-20-50-6>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 3B-Publisher FASB>-URI <https://asc.fasb.org/1943274/2147479319/326-20-50-3B>

+ Details

Name:us-gaap_FinancingReceivableExcludingAccruedInterestYearTwoOriginatedFisc
Namespace Prefix:us-gaap_ Data Type:xbkli:monetaryItemType Balance Type:debit
Period Type:instant

- Definition

Amount, excluding accrued interest, of writeoff of financing receivable originated in

fiscal year before current fiscal year. Excludes net investment in lease.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147479319/326-20-50-6>

+ Details

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

-Details

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=tmp_CommercialAndIndus
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_InternalCreditAssessmentAxis=us-gaap_PassMember Namespace
Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_InternalCreditAssessmentAxis=us-gaap_SpecialMentionMember
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_InternalCreditAssessmentAxis=us-gaap_SubstandardMember
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=us-gaap_CommercialRealE
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=us-gaap_ResidentialPortfo
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_InternalCreditAssessmentAxis=us-gaap_PerformingFinancingReceivab

Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_InternalCreditAssessmentAxis=us-gaap_NonperformingFinancingRece

Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab

Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FinancingReceivablePortfolioSegmentAxis=tmp_ConsumerAndOtherPe

Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab

Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FinancingReceivableRecordedInvestmentByClassOfFinancingReceivab

Namespace Prefix: Data Type:na Balance Type: Period Type: XML 70 R56.htm IDEA:

XBRL DOCUMENT

Earnings Per Share - Schedule of Earnings Per Share (Details) - 3 Months 6 Months

USD (\$) \$ / shares in Units, \$ in Thousands

Ended Ended

Jun. 30, 2024

Jun. 30, 2023

Jun. 30, 2024

Jun. 30, 2023

Basic — Net income available to common shareholders\$ 15,682\$ 8,475\$ 32,554

\$ 27,856Less: income attributable to unvested stock-based compensation awards0(8)

0(26)Net earnings allocated to common shareholders\$ 15,682\$ 8,467\$ 32,554

\$ 27,830Weighted average shares outstanding, including unvested stock-based

compensation awards (in shares)14,399,29114,502,16114,402,51914,511,078

Less: unvested stock-based compensation awards (in shares)(184,717)(188,028)

(189,277)(190,763)Weighted average shares outstanding - Basic (in shares)

14,214,57414,314,13314,213,24214,320,315Diluted — Net earnings allocated to

common shareholders\$ 15,682\$ 8,467\$ 32,554\$ 27,830Weighted average shares

outstanding - Basic (in shares)14,214,57414,314,13314,213,24214,320,315Plus:

Incremental shares from assumed conversion of stock-based compensation awards

(in shares)25,05232,65425,75047,866Weighted average shares outstanding - Diluted

(in shares)14,239,62614,346,78714,238,99214,368,181Basic EPS (in dollars per

share)\$ 1.10\$ 0.59\$ 2.29\$ 1.94Diluted EPS (in dollars per share)\$ 1.10\$ 0.59\$ 2.29

\$ 1.94

-Definition

This element represents the income allocated to unvested restricted stock awards.

+ References

No definition available.

+ Details

Name:tmp_IncomeAllocatedToUnvestedRestrictedStockAwards Namespace Prefix:

tmp_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

-Definition

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

+ References

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Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(g\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (g)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)

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+ Details

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

-References

No definition available.

+ Details

Name:us-gaap_EarningsPerShareBasicAbstract Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

-Definition

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

+ References

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dtr-types:perShareItemType Balance Type:na Period Type:duration

-References

No definition available.

+Details

Name:us-gaap_EarningsPerShareDilutedAbstract Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

-Definition

This element represents nonvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid). Basic and dilutive earnings per share are generally disclosed for such shares using the two-class method.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 45 -Paragraph 68B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-68B>

+Details

Name:us-gaap_IncrementalCommonSharesAttributableToParticipatingNonvestedShare Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period Type:duration

-Definition

Additional shares included in the calculation of diluted EPS as a result of the potentially dilutive effect of share based payment arrangements using the treasury stock method.

+References

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Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1)
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-22>
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[+ Details](#)

Name:us-gaap_IncrementalCommonSharesAttributableToShareBasedPaymentArrang
Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period
Type:duration

[- Definition](#)

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

[+ References](#)

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Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(g)(1)(ii))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)

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+ Details

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

- Definition

Amount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders.

+ References

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Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)
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Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 5-Subparagraph \(SAB Topic 6.B\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 5-Subparagraph (SAB Topic 6.B)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5)
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Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147482689/260-10-45-11>**Reference 10:**
<http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name
Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -
Publisher FASB -URI <https://asc.fasb.org/1943274/2147482689/260-10-45-60B>

+ Details

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

- Definition

Amount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities, and addition from assumption of issuance of common shares for dilutive potential common shares; of income (loss) available to common shareholders.

+ References

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+ Details

Name:us-gaap_NetIncomeLossAvailableToCommonStockholdersDiluted Namespace
Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:
duration

- Definition

The average number of shares or units issued and outstanding that are used in
calculating diluted EPS or earnings per unit (EPU), determined based on the timing

of issuance of shares or units in the period.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1)
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 16-Publisher FASB-URI https://asc.fasb.org/1943274/2147482689/260-10-45-16>

+ Details

Name:us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace
Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:
duration

-Definition

This element represents the weighted average total number of shares issued throughout the period including the first (beginning balance outstanding) and last (ending balance outstanding) day of the period before considering any reductions (for instance, shares held in treasury) to arrive at the weighted average number of shares outstanding. Weighted average relates to the portion of time within a reporting period that common shares have been issued and outstanding to the total time in that period. Such concept is used in determining the weighted average number of shares outstanding for purposes of calculating earnings per share (basic).

+ References

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+ Details

Name:us-gaap_WeightedAverageNumberOfSharesIssuedBasic Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period Type:duration

- Definition

Number of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1)Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 10-Publisher FASB-URI https://asc.fasb.org/1943274/2147482689/260-10-45-10>

+ Details

Name:us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period Type:duration XML 71 R57.htm IDEA: XBRL DOCUMENT

Earnings Per Share - Narrative (Details) - shares3 Months Ended6 Months Ended Jun. 30, 2024

Jun. 30, 2023

Jun. 30, 2024

Jun. 30, 2023

Earnings Per Share [Abstract] — [Antidilutive securities excluded from computation of earning per share \(in shares\)](#) 88,91360,89139,26632,036

— Definition

Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1)

+ Details

Name:us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareA Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

— References

No definition available.

+ Details

Name:us-gaap_EarningsPerShareAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 72 R58.htm IDEA: XBRL DOCUMENT

Other Comprehensive Income (Loss) - Schedule of 3 Months 6 Months
Reclassifications (Details) - USD (\$) \$ in Thousands Ended Ended

Jun. 30, 2024

Jun. 30, 2023

Jun. 30, 2024

Jun. 30, 2023

Before-Tax Amount — [Net unrealized losses](#) \$ (1,129) \$ (10,164) \$ (14,126) \$ 17,443 Tax (Expense) Benefit — [Net unrealized gains/losses / Other comprehensive \(loss\) income](#) 2752,4903,461(4,274) Net of Tax — [Change in net unrealized \(loss\) gain during the period](#) (1,051)(13,237)(11,079)7,341 [Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income \(loss\)](#) 1975,563 4145,828 [Other comprehensive loss](#) (854)(7,674)(10,665)13,169 [Net unrealized losses — Before-Tax Amount — Change in net unrealized \(loss\) gain during the period](#) (1,391)(17,531)(14,675)9,724 [Reclassification adjustment for net realized gain \(loss\) on sale of available-for-sale debt securities included in net income \(loss\)](#) 07,0520 7,052 [Net unrealized losses](#) (1,391)(10,479)(14,675)16,776 Tax (Expense) Benefit — [Change in net unrealized \(loss\) gain during the period](#) 3404,2943,596(2,383) [Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income \(loss\)](#) 0(1,727)0(1,727) [Net unrealized gains/losses /](#)

Other comprehensive (loss) income 3402,5673,596(4,110) Net of Tax — Change in net unrealized (loss) gain during the period (1,051)(13,237)(11,079) 7,341 Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income (loss) 05,32505,325 Other comprehensive loss (1,051)(7,912)(11,079) 12,666 Amortization of net retirement plan actuarial gain (loss) — Before-Tax Amount — Reclassification adjustment for net realized gain (loss) on sale of available-for-sale debt securities included in net income (loss) 215261457 558 Tax (Expense) Benefit — Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income (loss) (53)(64)(112)(137) Net of Tax — Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income (loss) 162197345421 Amortization of net retirement plan prior service cost — Before-Tax Amount — Reclassification adjustment for net realized gain (loss) on sale of available-for-sale debt securities included in net income (loss) 475492109 Tax (Expense) Benefit — Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income (loss) (12)(13)(23)(27) Net of Tax — Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income (loss) 35416982 Employee benefit plans — Before-Tax Amount — Net unrealized losses 262315549667 Tax (Expense) Benefit — Net unrealized gains/losses / Other comprehensive (loss) income (65)(77)(135)(164) Net of Tax — Other comprehensive loss \$ 197\$ 238\$ 414\$ 503

—References

No definition available.

+ Details

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

—References

No definition available.

+ Details

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

—References

No definition available.

+ Details

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

—Definition

Amount before tax and reclassification adjustments of other comprehensive income (loss).

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14A -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-14A> Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name

Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147482765/220-10-50-5>**Reference 3:**
<http://www.xbrl.org/2003/role/disclosureRef-Topic 830 -SubTopic 30 -Name>
Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147481674/830-30-50-1>**Reference 4:**
<http://www.xbrl.org/2003/role/disclosureRef-Topic 830 -SubTopic 30 -Name>
Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147481694/830-30-45-17>**Reference 5:**
<http://www.xbrl.org/2003/role/disclosureRef-Topic 830 -SubTopic 30 -Name>
Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (b) -
Publisher FASB -URI [https://asc.fasb.org/1943274/2147481694/830-30-45-](https://asc.fasb.org/1943274/2147481694/830-30-45-20)
20**Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944 -SubTopic](http://www.xbrl.org/2003/role/disclosureRef-Topic 944 -SubTopic 220 -Name)**
220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -
Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147477250/944-220-S99-1>**Reference 7:**
<http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220 -SubTopic 10 -Name>
Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147482765/220-10-50-4>

+ Details

Name:us-gaap_OtherComprehensiveIncomeLossBeforeReclassificationsBeforeTax
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit
Period Type:duration

- Definition

Amount after tax, before reclassification adjustments of other comprehensive income (loss).

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 220-SubTopic 10-Section 45-Paragraph 14A-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-14A>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147482765/220-10-50-5>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147481674/830-30-50-1>
Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 17-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-17>
Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20](http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20)
Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-04\(19\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-04(19))-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)
Reference 7: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Publisher FASB-URI>

~~<https://asc.fasb.org/1943274/2147482765/220-10-50-4>Reference 8: <http://fasb.org/us-gaap/role/ref/legacyRef>-Name Accounting Standards Codification-Section 55-Paragraph 15-SubTopic 10-Topic 220-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482739/220-10-55-15>~~

+ Details

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

- Definition

Amount of tax expense (benefit) allocated to other comprehensive income (loss)
before reclassification adjustment from accumulated other comprehensive income
(loss).

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards
Codification -Section 45 -Paragraph 12 -SubTopic 10 -Topic 220 -Publisher FASB-
URI <https://asc.fasb.org/1943274/2147482790/220-10-45-12>
Reference 2:
<http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name
Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147482765/220-10-50-4>
Reference 3:
<http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 220 -Name
Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX
210.7-04(19)) -Publisher FASB -URI [https://asc.fasb.org/1943274/2147477250/944-](https://asc.fasb.org/1943274/2147477250/944-220-S99-1)
220-S99-1

+ Details

Name:us-gaap_OtherComprehensiveIncomeLossBeforeReclassificationsTax

Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit

Period Type:duration

- Definition

Amount before tax, after reclassification adjustments of other comprehensive income (loss).

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147481674/830-30-50-1>

Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 17-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-17>

Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-04\(19\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-04(19))-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)

Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147482765/220-10-50-4>

Reference 5: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147482765/220-10-50-5>

Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20>

Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(21\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(21))-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)

Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(23\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(23))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)

+ Details

Name:us-gaap_OtherComprehensiveIncomeLossBeforeTax Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount after tax and reclassification adjustments of other comprehensive income (loss).

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147481674/830-30-50-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 17-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-17>Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-04\(19\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-04(19))-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 6: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147482765/220-10-50-4>Reference 7: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147482765/220-10-50-5>Reference 8: <http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20>Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(21\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(21))-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(23\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(23))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1B-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1B-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B)Reference 12: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 55-Paragraph 15-SubTopic 10-Topic 220-Publisher FASB-URI https://asc.fasb.org/1943274/2147482739/220-10-55-15>Reference 13: <http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1A->

+ Details

Name:us-gaap_OtherComprehensiveIncomeLossNetOfTax Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

-Definition

Amount of tax expense (benefit) allocated to other comprehensive income (loss).

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification -Section 45-Paragraph 12-SubTopic 10-Topic 220-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482790/220-10-45-12>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 220-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 4-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482765/220-10-50-4>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 830-SubTopic 30-Name Accounting Standards Codification -Section 50-Paragraph 1-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481674/830-30-50-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 830-SubTopic 30-Name Accounting Standards Codification -Section 45-Paragraph 17-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481694/830-30-45-17>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 830-SubTopic 30-Name Accounting Standards Codification -Section 45-Paragraph 20-Subparagraph (c)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481694/830-30-45-20>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 944-SubTopic 220-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph (SX 210.7-04(19))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 740-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 10-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482685/740-10-50-10>Reference 8: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 740-SubTopic 20-Name Accounting Standards Codification -Section 45-Paragraph 11-Subparagraph (b)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482659/740-20-45-11>Reference 9: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 220-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 2-Subparagraph (SX 210.5-03(21))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 942-SubTopic 220-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph (SX 210.9-04(23))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147478524/942-220-S99-1>Reference 11: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 740-SubTopic 20-Name Accounting Standards Codification -Section 45-Paragraph 2-Subparagraph (d)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482659/740-20-45-2>

[+ Details](#)

**Name:us-gaap_OtherComprehensiveIncomeLossTax Namespace Prefix:us-gaap_Data
Type:xbri:monetaryItemType Balance Type:debit Period Type:duration**

[- Definition](#)

Amount before tax of reclassification adjustments of other comprehensive income (loss).

[+ References](#)

**Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification -Topic 220-SubTopic 10-Section 45-Paragraph 14A-Publisher FASB-
URI <https://asc.fasb.org/1943274/2147482790/220-10-45-14A>Reference 2:**

<http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147482765/220-10-50-5>Reference 3:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147481674/830-30-50-1>Reference 4:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 17-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-17>Reference 5:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20](http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-04\(19\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-04(19))-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 7:
<http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147482765/220-10-50-4>

+ Details

Name:us-gaap_ReclassificationFromAccumulatedOtherComprehensiveIncomeCurrent
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:duration

- Definition

Amount after tax of reclassification adjustments of other comprehensive income (loss).

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14A -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-14A>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482765/220-10-50-5>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481674/830-30-50-1>
Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481694/830-30-45-17>
Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481694/830-30-45-20>
Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>
Reference 7: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic> 220 -SubTopic 10 -Name

~~**Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI**
https://asc.fasb.org/1943274/2147482765/220-10-50-4**Reference 8: http://fasb.org/us-**
gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 55-
Paragraph 15 -SubTopic 10 -Topic 220 -Publisher FASB -URI
https://asc.fasb.org/1943274/2147482739/220-10-55-15~~

+ Details

Name:us-gaap_ReclassificationFromAccumulatedOtherComprehensiveIncomeCurrent
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:duration

- Definition

Amount of tax expense (benefit) of reclassification adjustment from accumulated other comprehensive income (loss).

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 12 -SubTopic 10 -Topic 220 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-12>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482765/220-10-50-4>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>
Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17A -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-17A>

[+ Details](#)

Name:us-gaap_ReclassificationFromAociCurrentPeriodTax Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

[-Details](#)

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_AccumulatedNetInvestmen Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_AccumulatedDefinedBenef Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_AccumulatedDefinedBenef Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_AccumulatedDefinedBenef Namespace Prefix: Data Type:na Balance Type: Period Type: XML 73 R59.htm IDEA: XBRL DOCUMENT

Other Comprehensive Income (Loss) -- Schedule of Activity 3 Months 6 Months
(Details) - USD (\$) \$ in Thousands Ended Ended

Jun. 30, 2024

Jun. 30, 2023

Jun. 30, 2024

Jun. 30, 2023

AOCI Attributable to Parent, Net of Tax [Roll Forward] — Beginning balances
\$ 669,338\$ 649,765\$ 669,934\$ 617,390Other comprehensive income (loss) before
reclassifications(1,051)(13,237)(11,079)7,341Amounts reclassified from
accumulated other comprehensive (loss) income1975,5634145,828Other
comprehensive loss(854)(7,674)(10,665)13,169Ending balances676,093636,441
676,093636,441Available-for-Sale Debt Securities — AOCI Attributable to Parent,
Net of Tax [Roll Forward] — Beginning balances(109,563)(158,225)(99,535)(178,803)
Other comprehensive income (loss) before reclassifications(1,051)(13,237)(11,079)
7,341Amounts reclassified from accumulated other comprehensive (loss) income0
5,32505,325Other comprehensive loss(1,051)(7,912)(11,079)12,666Ending balances

~~(110,614)(166,137)(110,614)(166,137)Employee Benefit Plans—AOCI Attributable to Parent, Net of Tax [Roll Forward]—Beginning balances(25,253)(29,621)(25,470)(29,886)Other comprehensive income (loss) before reclassifications0000Amounts reclassified from accumulated other comprehensive (loss) income197238414503Other comprehensive loss197238414503Ending balances(25,056)(29,383)(25,056)(29,383)Accumulated Other Comprehensive (Loss) Income—AOCI Attributable to Parent, Net of Tax [Roll Forward]—Beginning balances(134,816)(187,846)(125,005)(208,689)Other comprehensive loss(854)(7,674)(10,665)13,169Ending balances\$ (135,670)\$ (195,520)\$ (135,670)\$ (195,520)~~

~~-Definition~~

~~A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period.~~

~~+References~~

~~No definition available.~~

~~+Details~~

~~Name:us-gaap_AOCIAttributableToParentNetOfTaxRollForward Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration~~

~~-Definition~~

~~Amount after tax, before reclassification adjustments of other comprehensive income (loss).~~

~~+References~~

~~Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14A>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-5>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17>Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20](http://www.xbrl.org/2003/role/disclosureRef-Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-04\(19\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 7: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-4>Reference 8: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 55 -Paragraph 15 -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482739/220-10-55-15>~~

+ Details

Name:us-gaap_OtherComprehensiveIncomeLossBeforeReclassificationsNetOfTax
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit
Period Type:duration

- Definition

Amount after tax and reclassification adjustments of other comprehensive income (loss).

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2>

Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-6>

Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481674/830-30-50-1>

Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481694/830-30-45-17>

Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>

Reference 6: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482765/220-10-50-4>

Reference 7: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482765/220-10-50-5>

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Reference 9: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(21)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>

Reference 10: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(23)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478524/942-220-S99-1>

Reference 11: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-1B>

Reference 12: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting

~~**Standards Codification -Section 55 -Paragraph 15 -SubTopic 10 -Topic 220 -**~~
~~**Publisher FASB -URI [https://asc.fasb.org/1943274/2147482739/220-10-55-](https://asc.fasb.org/1943274/2147482739/220-10-55-15)**~~
~~**15Reference 13: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic**~~
~~**10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -**~~
~~**Subparagraph (b) -Publisher FASB -URI**~~
~~**<https://asc.fasb.org/1943274/2147482790/220-10-45-1A>**~~

+ Details

Name:us-gaap_OtherComprehensiveIncomeLossNetOfTax Namespace Prefix:
us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:
duration

-Definition

Amount after tax of reclassification adjustments of other comprehensive income (loss).

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 220-SubTopic 10-Section 45-Paragraph 14A-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-14A>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147482765/220-10-50-5>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147481674/830-30-50-1>
Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 17-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-17>
Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20](http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20)
Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-04\(19\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-04(19))-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)
Reference 7: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147482765/220-10-50-4>
Reference 8: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 55-Paragraph 15-SubTopic 10-Topic 220-Publisher FASB-URI https://asc.fasb.org/1943274/2147482739/220-10-55-15>

+ Details

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

- Definition

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

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(g\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (g)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(d\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (d)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)
Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(e\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (e)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)
Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(g\)\(4\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (g)(4)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)
Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(d\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (d)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)
Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(d\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (d)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)
Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 848-SubTopic 10-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(a\)\(3\)\(iii\)\(03\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483550/848-10-65-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 848-SubTopic 10-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (a)(3)(iii)(03)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483550/848-10-65-2)
Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 10-Name Accounting Standards Codification-Section 65-Paragraph 8-Subparagraph \(c\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479832/842-10-65-8](http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 10-Name Accounting Standards Codification-Section 65-Paragraph 8-Subparagraph (c)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479832/842-10-65-8)
Reference 10: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 24-Publisher FASB-URI https://asc.fasb.org/1943274/2147483421/250-10-45-24>
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Reference 13: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326-SubTopic 10-Name>

~~Accounting Standards Codification -Section 65 -Paragraph 5 -Subparagraph (e)(2)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147479654/326-10-65->
5Reference 14: <http://www.xbrl.org/2003/role/disclosureRef-Topic 815 -SubTopic 20>
-Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph
(e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480528/815-20-65->
6Reference 15: <http://www.xbrl.org/2003/role/disclosureRef-Topic 815 -SubTopic 20>
-Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph
(h)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480528/815-20-65->
6Reference 16: <http://www.xbrl.org/2003/role/disclosureRef-Topic 815 -SubTopic 20>
-Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph
(h)(1)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480528/815-20-65->
6Reference 17: <http://www.xbrl.org/2003/role/disclosureRef-Topic 815 -SubTopic 20>
-Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph
(h)(1)(iii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480528/815-20-65->
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[+ Details](#)

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

[-Details](#)

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_AccumulatedNetUnrealized
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_AccumulatedDefinedBenef
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_AccumulatedOtherCompre
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 74 R60.htm IDEA:
XBRL DOCUMENT

<u>Other Comprehensive Income (Loss) - Schedule of Amounts</u>	<u>3</u>	<u>6</u>
<u>Reclassified Out of Each Component (Details) - USD (\$) \$ in</u>	<u>Months</u>	<u>Months</u>
<u>Thousands</u>	<u>Ended</u>	<u>Ended</u>

Jun. 30, 2024

Jun. 30, 2023

Jun. 30, 2024

Jun. 30, 2023

Reclassification Adjustment out of Accumulated Other Comprehensive Income on
Derivatives [Line Items] — Net loss on securities transactions\$ (6)\$ (7,065)\$ (20)
\$ (7,052)Income tax expense(4,902)(1,784)(10,100)(7,685)Other operating expense
(13,349)(14,468)(26,340)(27,937)Total before tax20,61510,29042,71635,603Net
income attributable to Tompkins Financial Corporation15,6828,47532,55427,856
Amount Reclassified from Accumulated Other Comprehensive (Loss) Income /
Available-for-sale securities — Reclassification Adjustment out of Accumulated Other
Comprehensive Income on Derivatives [Line Items] — Net loss on securities
transactions0(7,052)0(7,052)Income tax expense01,72701,727Net income
attributable to Tompkins Financial Corporation0(5,325)0(5,325)Amount Reclassified
from Accumulated Other Comprehensive (Loss) Income / Net retirement plan
actuarial loss — Reclassification Adjustment out of Accumulated Other
Comprehensive Income on Derivatives [Line Items] — Other operating expense(215)
(261)(457)(558)Amount Reclassified from Accumulated Other Comprehensive (Loss)
Income / Net retirement plan prior service cost — Reclassification Adjustment out of
Accumulated Other Comprehensive Income on Derivatives [Line Items] — Other
operating expense(47)(54)(92)(109)Amount Reclassified from Accumulated Other
Comprehensive (Loss) Income / Employee benefit plans — Reclassification
Adjustment out of Accumulated Other Comprehensive Income on Derivatives [Line
Items] — Income tax expense6577135164Total before tax(262)(315)(549)(667)Net
income attributable to Tompkins Financial Corporation\$ (197)\$ (238)\$ (414)\$ (503)

-Definition

Debt Securities, Available-for-sale, Realized Gain (Loss) On Transactions

+References

No definition available.

+Details

Name:tmp_DebtSecuritiesAvailableforsaleRealizedGainLossOnTransactions

Namespace Prefix:tmp_ Data Type:xbri:monetaryItemType Balance Type:credit

Period Type:duration

-Definition

Amount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest.

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+ Details

Name:us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordina
Namespace Prefix:us-gaap_ Data Type:xbrl:monetaryItemType Balance Type:credit
Period Type:duration

-Definition

Amount of current income tax expense (benefit) and deferred income tax expense
(benefit) pertaining to continuing operations.

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+ Details

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

- Definition

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

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[+ Details](#)

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

[- Definition](#)

Amount of noninterest expense classified as other.

[+ References](#)

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<https://asc.fasb.org/1943274/2147478524/942-220-S99-1>**

[+ Details](#)

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

[- Definition](#)

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

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+ Details

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

-Details

Name:us-gaap_ReclassificationOutOfAccumulatedOtherComprehensiveIncomeAxis=u
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_AccumulatedNetUnrealized
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_AccumulatedDefinedBenef
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_AccumulatedDefinedBenef
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_AccumulatedDefinedBenef
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 75 R61.htm IDEA:
XBRL DOCUMENT

Employee Benefit Plans - Schedule of Components of Net Periodic 3 Months6 Months
Benefit Cost (Details) - USD (\$) \$ in Thousands Ended Ended

Jun. 30, 2024

Jun. 30, 2023

Jun. 30, 2024

Jun. 30, 2023

Pension Benefits — Components of net periodic benefit cost — Service cost\$ 0\$ 0\$ 0
\$ 0Interest cost7628141,5941,637Expected return on plan assets(1,342)(1,195)
(2,573)(2,394)Amortization of net retirement plan actuarial loss229274488578
Amortization of net retirement plan prior service (credit) cost0000Net periodic
benefit (income) cost(351)(107)(491)(179)Life and Health — Components of net
periodic benefit cost — Service cost611316Interest cost8188171177Expected return
on plan assets0000Amortization of net retirement plan actuarial loss(14)(13)(31)
(20)Amortization of net retirement plan prior service (credit) cost(10)(15)(21)(30)
Net periodic benefit (income) cost6361132143SERP Benefits — Components of net
periodic benefit cost — Service cost1772921Interest cost267275565574Expected
return on plan assets0000Amortization of net retirement plan actuarial loss0000
Amortization of net retirement plan prior service (credit) cost5769113139Net

~~periodic benefit (income) cost~~ \$ 341 \$ 351 \$ 707 \$ 734

~~-Definition~~

~~Amount of gain (loss) recognized in net periodic benefit (cost) credit of defined benefit plan.~~

~~+References~~

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~~Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3A -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480535/715-20-45-3A>~~
~~Reference 3: <http://www.xbrl.org/2003/role/exampleRef> -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 18 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480482/715-20-55-18>~~
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+ Details

Name:us-gaap_DefinedBenefitPlanAmortizationOfGainsLosses Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of prior service cost (credit) recognized in net periodic benefit cost (credit) of defined benefit plan.

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Reference 3: <http://www.xbrl.org/2003/role/exampleRef> -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 18 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480482/715-20-55-18>
Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h)(5) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480506/715-20-50-1>
Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(5) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480506/715-20-50-6>

+ Details

Name:us-gaap_DefinedBenefitPlanAmortizationOfPriorServiceCostCredit Namespace
Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:
duration

- Definition

Amount of expected return (loss) recognized in net periodic benefit (cost) credit,
calculated based on expected long-term rate of return and market-related value of
plan assets of defined benefit plan.

+ References

Reference 1: [http://www.xbrl.org/2003/role/exampleRef-Topic 715-SubTopic 20-](http://www.xbrl.org/2003/role/exampleRef-Topic 715-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 17-Publisher FASB)
Name Accounting Standards Codification-Section 55-Paragraph 17-Publisher FASB
-URI <https://asc.fasb.org/1943274/2147480482/715-20-55-17>
Reference 2:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 715-SubTopic 20-Name](http://www.xbrl.org/2003/role/disclosureRef-Topic 715-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 3A-Subparagraph (b)-Publisher FASB)
Accounting Standards Codification-Section 45-Paragraph 3A-Subparagraph (b)-
Publisher FASB -URI [https://asc.fasb.org/1943274/2147480535/715-20-45-](https://asc.fasb.org/1943274/2147480535/715-20-45-3A)
3A
Reference 3: [http://www.xbrl.org/2003/role/exampleRef-Topic 715-SubTopic 20-](http://www.xbrl.org/2003/role/exampleRef-Topic 715-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 18-Publisher FASB)
Name Accounting Standards Codification-Section 55-Paragraph 18-Publisher FASB
-URI <https://asc.fasb.org/1943274/2147480482/715-20-55-18>
Reference 4:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 715-SubTopic 20-Name](http://www.xbrl.org/2003/role/disclosureRef-Topic 715-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (h)(3)-Publisher FASB)
Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (h)(3)-
Publisher FASB -URI [https://asc.fasb.org/1943274/2147480506/715-20-50-](https://asc.fasb.org/1943274/2147480506/715-20-50-1)
1
Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 715-SubTopic 20-](http://www.xbrl.org/2003/role/disclosureRef-Topic 715-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (a)(3)-Publisher FASB)
Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph
(a)(3)-Publisher FASB -URI <https://asc.fasb.org/1943274/2147480506/715-20-50-6>

+ Details

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

-Definition

Amount of cost recognized for passage of time related to defined benefit plan.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 17 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480482/715-20-55-17>

Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3A -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480535/715-20-45-3A>

Reference 3: <http://www.xbrl.org/2003/role/exampleRef> -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 18 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480482/715-20-55-18>

Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480506/715-20-50-1>

Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480506/715-20-50-1>

Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480506/715-20-50-6>

+ Details

Name:us-gaap_DefinedBenefitPlanInterestCost Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of net periodic benefit cost (credit) for defined benefit plan.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 17 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480482/715-20-55-17>
Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 18 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480482/715-20-55-18>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480506/715-20-50-1>
Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480506/715-20-50-6>

+ Details

Name:us-gaap_DefinedBenefitPlanNetPeriodicBenefitCost Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

-References

No definition available.

+ Details

Name:us-gaap_DefinedBenefitPlanNetPeriodicBenefitCostAbstract Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

-Definition

Amount of cost for actuarial present value of benefits attributed to service rendered by employee for defined benefit plan.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 715-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 17-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147480482/715-20-55-17>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 715-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 18-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147480482/715-20-55-18>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 715-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)\(1\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 715-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)(1)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147480506/715-20-50-1>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 715-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(h\)\(1\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 715-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (h)(1)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147480506/715-20-50-1>Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 715-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(a\)\(1\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 715-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (a)(1)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147480506/715-20-50-6>

[+ Details](#)

~~***Name:us-gaap_DefinedBenefitPlanServiceCost Namespace Prefix:us-gaap_ Data
Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration***~~

[- Details](#)

~~***Name:us-gaap_RetirementPlanTypeAxis=us-gaap_PensionPlansDefinedBenefitMembe
Namespace Prefix: Data Type:na Balance Type: Period Type:***~~

[- Details](#)

~~***Name:us-gaap_RetirementPlanTypeAxis=us-gaap_OtherPostretirementBenefitPlansD
Namespace Prefix: Data Type:na Balance Type: Period Type:***~~

[- Details](#)

Name:us-gaap_RetirementPlanTypeAxis=us-gaap_SupplementalEmployeeRetirementI
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 76 R62.htm IDEA:
XBRL DOCUMENT

Employee Benefit Plans - Narrative (Details) - USD (\$) 6 Months Ended

Jun. 30, 2024

Jun. 30, 2023

Retirement Benefits [Abstract] — Amortization of amounts previously recognized in
accumulated other comprehensive income (loss) \$ 414,000 \$ 503,000 Contribution to
pension plan \$ 0 \$ 0

— Definition

Amount after tax and reclassification adjustments, of (increase) decrease in
accumulated other comprehensive (income) loss related to pension and other
postretirement defined benefit plans.

+ References

No definition available.

+ Details

Name:tmp_AmortizationOfAmountsPreviouslyRecognizedInAccumulatedOtherCompre
Namespace Prefix:tmp_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:duration

— References

No definition available.

+ Details

Name:us-gaap_CompensationAndRetirementDisclosureAbstract Namespace Prefix:
us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

— Definition

Amount of discretionary contributions made by an employer to a defined
contribution plan.

+ References

No definition available.

+ Details

Name:us-gaap_DefinedContributionPlanEmployerDiscretionaryContributionAmount
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:duration XML 77 R63.htm IDEA: XBRL DOCUMENT

Other Income and Operating Expense (Details) - USD (\$) \$ 3 Months 6 Months
in Thousands Ended Ended

Jun. 30, 2024

Jun. 30, 2023

Jun. 30, 2024

Jun. 30, 2023

Other Income and Expenses [Abstract] — Reporting threshold for other income and
operating expenses (percent, greater than) 1.00% Noninterest Income — Other
service charges \$ 665 \$ 649 \$ 1,321 \$ 1,264 Earnings from corporate owned life
insurance 1,227 554 1,777 1,169 Net gains on the sale of loans originated for sale 240 27
314 65 Other income 670 373 1,610 1,046 Total other income 2,802 1,603 5,022 3,544
Noninterest Expenses — Marketing expense 1,094 1,688 2,069 2,792 Professional fees
1,667 2,124 3,367 3,928 Legal fees 327 635 550 1,054 Technology expense 4,044 3,656
8,110 7,663 FDIC insurance 1,495 779 2,904 1,833 Cardholder expense 1,038 1,116 2,098

~~2,133Other expenses3,6844,4707,2428,534Other operating expense\$ 13,349\$ 14,468
\$ 26,340\$ 27,937~~

~~[-Definition](#)~~

~~Amount of expense associated with cardholder.~~

~~[+References](#)~~

~~No definition available.~~

~~[+Details](#)~~

~~Name:tmp_CardholderExpenses Namespace Prefix:tmp_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~[-Definition](#)~~

~~Earnings From Corporate Owned Life Insurance~~

~~[+References](#)~~

~~No definition available.~~

~~[+Details](#)~~

~~Name:tmp_EarningsFromCorporateOwnedLifeInsurance Namespace Prefix:tmp_
Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~[-Definition](#)~~

~~Represents other expenses classified under noninterest expenses.~~

~~[+References](#)~~

~~No definition available.~~

~~[+Details](#)~~

~~Name:tmp_OtherNoninterestExpenseOther Namespace Prefix:tmp_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~[-Definition](#)~~

~~The noninterest income derived from the other service charges.~~

~~[+References](#)~~

~~No definition available.~~

~~[+Details](#)~~

~~Name:tmp_OtherServiceCharges Namespace Prefix:tmp_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~[-Definition](#)~~

~~The percentage of aggregate total noninterest income and total noninterest expense
above which items of other income and operating expense are presented.~~

~~[+References](#)~~

~~No definition available.~~

~~[+Details](#)~~

Name:tmp_ReportingThresholdForOtherIncomeAndOperatingExpenses Namespace Prefix:tmp_ Data Type:dtr-types1:percentItemType Balance Type:na Period Type:duration

-Definition

Represents software licensing and maintenance expenses.

+References

No definition available.

+Details

Name:tmp_TechnologyExpense Namespace Prefix:tmp_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

-Definition

Amount of expense for Federal Deposit Insurance Corporation (FDIC) insurance.

+References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(14\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(14))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)

+Details

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

-Definition

Amount of gain (loss) on sale or disposal of assets, including but not limited to property plant and equipment, intangible assets and equity in securities of subsidiaries or equity method investee.

+References

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

+ Details

Name:us-gaap_GainLossOnDispositionOfAssets1 Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The amount of expense provided in the period for legal costs incurred on or before the balance sheet date pertaining to resolved, pending or threatened litigation, including arbitration and mediation proceedings.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(6\)\)-SubTopic 10-Topic 220-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(6))-SubTopic 10-Topic 220-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147483621/220-10-S99-2>

+ Details

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

- Definition

Expenditures for planning and executing the conception, pricing, promotion, and distribution of ideas, goods, and services. Costs of public relations and corporate promotions are typically considered to be marketing costs.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(4\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(4))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147483621/220-10-S99-2>

+ Details

Name:us-gaap_MarketingExpense Namespace Prefix:us-gaap_ Data Type:

~~xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~-References~~

~~No definition available.~~

~~+Details~~

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

~~-References~~

~~No definition available.~~

~~+Details~~

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

~~-Definition~~

~~Represents the total of noninterest income derived from certain activities and assets including (for example): (1) venture capital investments; (2) bank owned life insurance; (3) foreign currency transactions; and (4) mortgage servicing rights.~~

~~+References~~

~~Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(13\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(13))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478524/942-220-S99-1>~~

~~+Details~~

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

~~-Definition~~

~~Amount of revenue earned, classified as other, excluding interest income.~~

~~+References~~

~~Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(13\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(13))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478524/942-220-S99-1>Reference 2:
[http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(1\)\(e\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(1)(e)))
-Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>~~

[+ Details](#)

Name:us-gaap_NoninterestIncomeOtherOperatingIncome Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

[-References](#)

No definition available.

[+ Details](#)

Name:us-gaap_OtherIncomeAndExpensesAbstract Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

[-Definition](#)

Amount of noninterest expense classified as other.

[+ References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(14\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(14))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)

[+ Details](#)

Name:us-gaap_OtherNoninterestExpense Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

[-Definition](#)

A fee charged for services from professionals such as doctors, lawyers and

accountants. The term is often expanded to include other professions, for example, pharmacists charging to maintain a medicinal profile of a client or customer.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 48-Publisher FASB>-URI <https://asc.fasb.org/1943274/2147482785/280-10-55-48>
Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 946-SubTopic 830-Name Accounting Standards Codification-Section 55-Paragraph 10-Publisher FASB>-URI <https://asc.fasb.org/1943274/2147479168/946-830-55-10>
Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section 45-Paragraph 3-Subparagraph \(k\)-Publisher FASB](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section 45-Paragraph 3-Subparagraph (k)-Publisher FASB)-URI <https://asc.fasb.org/1943274/2147479105/946-220-45-3>
Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-07\(2\)\(b\)\)-Publisher FASB](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-07(2)(b))-Publisher FASB)-URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-1>

+ Details

Name:us-gaap_ProfessionalFees Namespace Prefix:us-gaap_ Data Type:

IDEA: XBRL DOCUMENT

Revenue Recognition - Schedule of Disaggregation (Details)- 3 Months 6 Months

USD (\$) \$ in Thousands

Ended

Ended

Jun. 30, 2024

Jun. 30, 2023

Jun. 30, 2024

Jun. 30, 2023

Disaggregation of Revenue [Line Items] — Noninterest Income (in-scope of ASC 606)

\$ 19,285\$ 18,402\$ 39,536\$ 37,197Noninterest Income (out-of-scope of ASC 606)

2,491(5,787)4,377(4,182)Total Noninterest Income21,77612,61543,91333,015

Commissions and Fees — Disaggregation of Revenue [Line Items] — Noninterest

Income (in-scope of ASC 606)8,4727,97917,39416,495Installment Billing —

Disaggregation of Revenue [Line Items] — Noninterest Income (in-scope of ASC 606)

(59)(42)(59)(40)Refund of Commissions — Disaggregation of Revenue [Line Items] —

Noninterest Income (in-scope of ASC 606)3811373172Contract Liabilities/Deferred

Revenue — Disaggregation of Revenue [Line Items] — Noninterest Income (in-scope

of ASC 606)(285)(295)(289)(298)Contingent Commissions — Disaggregation of

Revenue [Line Items] — Noninterest Income (in-scope of ASC 606)9219172,2271,852

Subtotal Insurance Revenues — Disaggregation of Revenue [Line Items] —

Noninterest Income (in-scope of ASC 606)9,0878,67219,34618,181Trust and Asset

Management — Disaggregation of Revenue [Line Items] — Noninterest Income (in-

scope of ASC 606)4,4413,6378,9097,072Mutual Fund & Investment Income —

Disaggregation of Revenue [Line Items] — Noninterest Income (in-scope of ASC 606)

4081,0418772,115Subtotal Investment Service Income — Disaggregation of Revenue

[Line Items] — Noninterest Income (in-scope of ASC 606)4,8494,6789,7869,187

Service Charges on Deposit Accounts — Disaggregation of Revenue [Line Items] —

Noninterest Income (in-scope of ASC 606)1,7661,6403,5623,386Card Services

Income — Disaggregation of Revenue [Line Items] — Noninterest Income (in-scope of

ASC 606)3,2783,0876,2175,769Other — Disaggregation of Revenue [Line Items] —

Noninterest Income (in-scope of ASC 606)\$ 305\$ 325\$ 625\$ 674

-Definition

Revenue Not from Contract with Customer, Excluding Interest Income, Including

Gain (Loss) On Sale Of Securities

+ References

No definition available.

+ Details

Name:tmp_RevenueNotFromContractWithCustomerExcludingInterestIncomeIncludin

Namespace Prefix:tmp_ Data Type:xbri:monetaryItemType Balance Type:credit

Period Type:duration

-Definition

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

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 606-SubTopic 10-](http://www.xbrl.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147479806/606-10-50-5)

Name Accounting Standards Codification-Section 50-Paragraph 5-Publisher FASB-

URI <https://asc.fasb.org/1943274/2147479806/606-10-50-5>Reference 2:

[http://www.xbrl.org/2003/role/exampleRef-Topic 606-SubTopic 10-Name](http://www.xbrl.org/2003/role/exampleRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 91-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479777/606-10-55-)

Accounting Standards Codification-Section 55-Paragraph 91-Subparagraph (a)-

Publisher FASB-URI <https://asc.fasb.org/1943274/2147479777/606-10-55->

91Reference 3: <http://www.xbrl.org/2003/role/exampleRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479777/606-10-55-91>

91Reference 4: <http://www.xbrl.org/2003/role/exampleRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479777/606-10-55-91>

91Reference 5: <http://www.xbrl.org/2003/role/exampleRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479777/606-10-55-91>

91Reference 6: <http://www.xbrl.org/2003/role/exampleRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479777/606-10-55-91>

91Reference 7: <http://www.xbrl.org/2003/role/exampleRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479777/606-10-55-91>

91Reference 8: <http://www.xbrl.org/2003/role/exampleRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (g) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479777/606-10-55-91>

[+ Details](#)

Name:us-gaap_DisaggregationOfRevenueLineItems Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

[- Definition](#)

The total amount of noninterest income which may be derived from: (1) fees and commissions; (2) premiums earned; (3) insurance policy charges; (4) the sale or disposal of assets; and (5) other sources not otherwise specified.

[+ References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(13\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(13)))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147478524/942-220-S99-1>

+ Details

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

- Definition

Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 41-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-41](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 41-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-41)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(ee\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (ee)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 4: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 5: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 924-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SAB Topic 11.L\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 924-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SAB Topic 11.L)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1)Reference 7: <http://www.xbrl.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147479806/606-10-50-5>Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 30-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-30](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 30-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-30)Reference 9: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 42-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-42>Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22)Reference 11: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 40-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-40>Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph \(a\)-](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph (a)-)

~~**Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-22>**~~
~~**Reference 13: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI**~~
~~**<https://asc.fasb.org/1943274/2147479806/606-10-50-4>**~~

[+ Details](#)

Name:us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax

Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit

Period Type:duration

[-Details](#)

Name:srt_ProductOrServiceAxis=tmp_CommissionsandFeesMember Namespace

Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:srt_ProductOrServiceAxis=tmp_InstallmentBillingMember Namespace Prefix:

Data Type:na Balance Type: Period Type:

[-Details](#)

Name:srt_ProductOrServiceAxis=tmp_RefundOfCommissionsMember Namespace

Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:srt_ProductOrServiceAxis=tmp_ContractLiabilitiesandDeferredRevenueMember

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:srt_ProductOrServiceAxis=tmp_ContingentConsiderationMember Namespace

Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:srt_ProductOrServiceAxis=tmp_TotalInsuranceRevenuesMember Namespace

Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:srt_ProductOrServiceAxis=tmp_TrustAndAssetManagementMember

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:srt_ProductOrServiceAxis=tmp_MutualFundAndInvestmentIncomeMember

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:srt_ProductOrServiceAxis=tmp_SubtotalInvestmentServiceIncomeMember

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:srt_ProductOrServiceAxis=tmp_ServiceChargesOnDepositAccountsMember

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:srt_ProductOrServiceAxis=tmp_CardServicesIncomeMember Namespace

Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:srt_ProductOrServiceAxis=tmp_OtherNonInterestIncomeMember Namespace

Prefix: Data Type:na Balance Type: Period Type: XML 79 R65.htm IDEA: XBRL DOCUMENT

Revenue Recognition - Narrative (Details) - USD (\$) \$ in Millions 6 Months Ended Jun. 30, 2024

Dec. 31, 2023

Disaggregation of Revenue [Line Items] - Contract assets related to contingent income\$ 1.3\$ 2.8Contract with customer, liability\$ 2.81.9Performance obligation, description of timingone year Insurance Disaggregation of Revenue [Line Items] - Contract with customer, asset, net\$ 4.55.7Wealth Management Disaggregation of Revenue [Line Items] - Contract with customer, asset, net\$ 3.5\$ 3.0

-Definition

Contract With Customer, Asset, Related To Contingent Income

+References

No definition available.

+Details

Name:tmp_ContractWithCustomerAssetRelatedToContingentIncome Namespace

Prefix:tmp_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type: instant

-Definition

Amount, after allowance for credit loss, of right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time.

+References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147479837/606-10-45-3>Reference 2:

<http://www.xbrl.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147479837/606-10-45-1>Reference 3:

[http://www.xbrl.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 8-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479806/606-10-50-8](http://www.xbrl.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 8-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479806/606-10-50-8)

+ Details

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

- Definition

Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147479837/606-10-45-1>
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 8-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479806/606-10-50-8](http://www.xbrl.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 8-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479806/606-10-50-8)
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147479837/606-10-45-2>

+ Details

Name:us-gAAP_ContractWithCustomerLiability Namespace Prefix:us-gAAP_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:instant

- Definition

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

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147479806/606-10-50-5>Reference 2: [http://www.xbrl.org/2003/role/exampleRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 91-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479777/606-10-55-91](http://www.xbrl.org/2003/role/exampleRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 91-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479777/606-10-55-91)Reference 3: [http://www.xbrl.org/2003/role/exampleRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 91-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479777/606-10-55-91](http://www.xbrl.org/2003/role/exampleRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 91-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479777/606-10-55-91)Reference 4: [http://www.xbrl.org/2003/role/exampleRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 91-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479777/606-10-55-91](http://www.xbrl.org/2003/role/exampleRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 91-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479777/606-10-55-91)Reference 5: [http://www.xbrl.org/2003/role/exampleRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 91-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479777/606-10-55-91](http://www.xbrl.org/2003/role/exampleRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 91-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479777/606-10-55-91)Reference 6: [http://www.xbrl.org/2003/role/exampleRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 91-Subparagraph \(e\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479777/606-10-55-91](http://www.xbrl.org/2003/role/exampleRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 91-Subparagraph (e)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479777/606-10-55-91)Reference 7: [http://www.xbrl.org/2003/role/exampleRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 91-Subparagraph \(f\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479777/606-10-55-91](http://www.xbrl.org/2003/role/exampleRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 91-Subparagraph (f)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479777/606-10-55-91)Reference 8: [http://www.xbrl.org/2003/role/exampleRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 91-Subparagraph \(g\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479777/606-10-55-91](http://www.xbrl.org/2003/role/exampleRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 91-Subparagraph (g)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479777/606-10-55-91)

+ Details

Name:us-gaap_DisaggregationOfRevenueLineItems Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

- Definition

Description of timing for satisfying performance obligation in contract with customer. Includes, but is not limited to, as services are rendered, and upon shipment, delivery or completion of service.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479806/606-10-50-12](http://www.xbrl.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479806/606-10-50-12)

+ Details

Name:us-gaap_RevenuePerformanceObligationDescriptionOfTiming Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

- Details

Name:us-gaap_StatementBusinessSegmentsAxis=tmp_InsuranceSegmentMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_StatementBusinessSegmentsAxis=tmp_WealthManagementSegmentM Namespace Prefix: Data Type:na Balance Type: Period Type: XML 80 R66.htm IDEA: XBRL DOCUMENT

Financial Guarantees (Details) - USD (\$) \$ in MillionsJun. 30, 2024Dec. 31, 2023 Guarantees [Abstract] [Obligations to extend credit for loan commitments](#)\$ 31.6 \$ 39.1

- Definition

Maximum potential amount of future payments (undiscounted) the guarantor could be required to make under the guarantee or each group of similar guarantees before reduction for potential recoveries under recourse or collateralization provisions.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 460-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph \(b\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482425/460-10-50-4](http://www.xbrl.org/2003/role/disclosureRef-Topic 460-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph (b)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482425/460-10-50-4)

[+ Details](#)

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

[-References](#)

No definition available.

[+ Details](#)

Name:us-gaap_GuaranteesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 81 R67.htm IDEA: XBRL DOCUMENT

Segment and Related Information - Narrative (Details)6 Months Ended Jun. 30, 2024

banking_Office
segment
office

Segment Reporting Information [Line Items] Number of reportable segments / segment3Tompkins Insurance Agencies Inc Segment Reporting Information [Line Items] Noncontrolling interest, ownership percentage by parent100.00%Tompkins, Cayuga, Cortland and Schuyler Counties, New York Segment Reporting Information [Line Items] Nature of operations, number of banking offices12Wyoming, Livingston, Genessee, Orleans and Monroe, New York Segment Reporting Information [Line Items] Nature of operations, number of banking offices15Putnam Country, Dutchess Country and Westchester, New York Segment Reporting Information [Line Items] Nature of operations, number of banking offices12Berks, Montgomery, Philadelphia, Delaware and Schuylkill, Pennsylvania Segment Reporting Information [Line Items] Nature of operations, number of banking offices16Western New York Segment Reporting Information [Line Items] Number of offices / office4

[-Definition](#)

Nature Of Operations, Number of Banking Offices

[+ References](#)

No definition available.

[+ Details](#)

Name:tmp_NatureOfOperationsNumberOfBankingOffices Namespace Prefix:tmp_ Data Type:xbrli:integerItemType Balance Type:na Period Type:duration

[-Definition](#)

Nature Of Operations, Number of Offices

[+ References](#)

No definition available.

[+ Details](#)

Name:tmp_NatureOfOperationsNumberofOffices Namespace Prefix:tmp_ Data Type:xbrli:integerItemType Balance Type:na Period Type:duration

+Definition

The parent entity's interest in net assets of the subsidiary, expressed as a percentage.

+References

No definition available.

+Details

Name:us-gaap_MinorityInterestOwnershipPercentageByParent Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:instant

-Definition

Number of segments reported by the entity. A reportable segment is a component of an entity for which there is an accounting requirement to report separate financial information on that component in the entity's financial statements.

+References

Reference 1: [http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 47-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-47](http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 47-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-47)Reference 2: [http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 54-Subparagraph \(e\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-54](http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 54-Subparagraph (e)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-54)Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 18-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-18>

+ Details

Name:us-gaap_NumberOfReportableSegments Namespace Prefix:us-gaap_ Data Type:xbrli:integerItemType Balance Type:na Period Type:duration

- Definition

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

+ References

No definition available.

+ Details

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

- Details

Name:srt_OwnershipAxis=tmp_TompkinsInsuranceAgenciesIncMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:srt_StatementGeographicalAxis=tmp_TompkinsCayugaCortlandandSchuylerCo Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:srt_StatementGeographicalAxis=tmp_WyomingLivingstonGenesseeOrleansandAlbany Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:srt_StatementGeographicalAxis=tmp_PutnamCountryDutchessCountryandWestchesterCounty Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:srt_StatementGeographicalAxis=tmp_BerksMontgomeryPhiladelphiaDelewareandYorkCounty Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:srt_StatementGeographicalAxis=tmp_WesternNewYorkMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 82 R68.htm IDEA: XBRL DOCUMENT

Segment and Related Information - Schedule of Segment and Related Information (Details) - USD (\$) \$ in Thousands

3 6
Months Months
Ended Ended

Jun. 30, 2024

Jun. 30, 2023

Jun. 30, 2024

Jun. 30, 2023

Mar. 31, 2024

Dec. 31, 2023

Mar. 31, 2023

Dec. 31, 2022

Segment Reporting Information [Line Items] — Interest income\$ 85,240\$ 71,870
\$ 168,423\$ 141,108 — Interest expense34,28719,97466,79534,966 — Net Interest
Income50,95351,896101,628106,142 — Provision for credit loss expense2,1722,253
3,0261,428 — Noninterest income21,77612,61543,91333,015 — Noninterest expense
49,94251,96899,799102,126 — Income Before Income Tax Expense20,61510,290
42,71635,603 — Income tax expense4,9021,78410,1007,685 — Net Income
Attributable to Noncontrolling Interests and Tompkins Financial Corporation15,713
8,50632,61627,918 — Less: Net income attributable to noncontrolling interests3131

6262 Net Income Attributable to Tompkins Financial Corporation 15,682,475
32,554,277,856 Depreciation and amortization 2,604,740,610,418 Assets
7,869,522,626,238 7,869,522,626,238 \$ 7,819,749 Goodwill 92,602,92,602,92,602
92,602 92,602 Other intangibles, net 2,193,2,513,2,193,2,513 2,327 Net loans and
leases 5,708,805,303,820 5,708,805,303,820 5,554,351 Deposits 6,285,896
6,454,651,285,896 6,454,651 6,399,847 Total Equity 676,093,636,441 676,093
636,441 \$ 669,338 \$ 669,934 \$ 649,765 \$ 617,390 Operating Segments / Banking
Segment Reporting Information [Line Items] Interest income 85,240,71,870
168,423,141,108 Interest expense 34,288,19,975 66,797,34,968 Net Interest Income
50,952,51,895 101,626 106,140 Provision for credit loss expense 2,172,2,533,026
1,428 Noninterest income 7,822 (378) 14,933 6,321 Noninterest expense 39,662
41,385 79,025 81,233 Income Before Income Tax Expense 16,940,7,879 34,508 29,800
Income tax expense 3,938,1,147 7,924 6,136 Net Income Attributable to
Noncontrolling Interests and Tompkins Financial Corporation 13,002,6,732 26,584
23,664 Less: Net income attributable to noncontrolling interests 313 162 62 Net
Income Attributable to Tompkins Financial Corporation 12,971,6,701 26,522 23,602
Depreciation and amortization 2,522,2,652 5,444 5,241 Assets 7,810,7,927,569,195
7,810,7,927,569,195 Goodwill 64,525 64,655 64,525 64,655 Other intangibles, net
978 975 978 975 Net loans and leases 5,708,805,303,820 5,708,805,303,820
Deposits 6,312,911 6,481,556 6,312,911 6,481,556 Total Equity 605,109 565,505
605,109 565,505 Operating Segments / Insurance Segment Reporting
Information [Line Items] Interest income 112 Interest expense 000 00 Net
Interest Income 112 Provision for credit loss expense 000 00 Noninterest income
9,220,8,798 19,746 18,433 Noninterest expense 7,086,7,201 14,313 14,417 Income
Before Income Tax Expense 2,135,1,598 5,435 4,018 Income tax expense 582 437 1,489
1,110 Net Income Attributable to Noncontrolling Interests and Tompkins Financial
Corporation 1,553,1,161 3,946 2,908 Less: Net income attributable to noncontrolling
interests 000 00 00 Net Income Attributable to Tompkins Financial Corporation 1,553
1,161 3,946 2,908 Depreciation and amortization 414 484 88 Assets 48,840 44,640
48,840 44,640 Goodwill 19,866 19,866 19,866 19,866 Other intangibles, net 1,186
1,496 1,186 1,496 Net loans and leases 000 Deposits 000 Total Equity 37,055
35,070 37,055 35,070 Operating Segments / Wealth Management Segment
Reporting Information [Line Items] Interest income 000 Interest expense 000 00
Net Interest Income 000 Provision for credit loss expense 000 00 Noninterest
income 5,261,4,736 10,300 9,357 Noninterest expense 3,721,3,922 7,527 7,572
Income Before Income Tax Expense 1,540,814,2,773 1,785 Income tax expense 382
200 687 439 Net Income Attributable to Noncontrolling Interests and Tompkins
Financial Corporation 1,158,614,2,086 1,346 Less: Net income attributable to
noncontrolling interests 000 00 00 Net Income Attributable to Tompkins Financial
Corporation 1,158,614,2,086 1,346 Depreciation and amortization 414 482 89 Assets
29,404 28,896 29,404 28,896 Goodwill 8,211 8,081 8,211 8,081 Other intangibles, net
294 22 942 Net loans and leases 000 Deposits 0 (11,019) 0 (11,019) Total Equity
33,929 35,866 33,929 35,866 Intercompany Segment Reporting Information
[Line Items] Interest income (1) (1) (2) (2) Interest expense (1) (1) (2) (2) Net
Interest Income 000 Provision for credit loss expense 000 00 Noninterest income
(527) (541) (1,066) (1,096) Noninterest expense (527) (540) (1,066) (1,096) Income
Before Income Tax Expense 0 (1) 00 Income tax expense 000 00 Net Income
Attributable to Noncontrolling Interests and Tompkins Financial Corporation 0 (1) 00
Less: Net income attributable to noncontrolling interests 000 00 Net Income
Attributable to Tompkins Financial Corporation 0 (1) 00 Depreciation and
amortization 000 Assets (19,514) (16,493) (19,514) (16,493) Goodwill 000 Other
intangibles, net 000 Net loans and leases 000 Deposits (27,015) (15,886) (27,015)
(15,886) Total Equity \$ 0 \$ 0 \$ 0 \$ 0
-Definition

Amount of asset recognized for present right to economic benefit.

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Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(i\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (i)-Publisher FASB)-URI <https://asc.fasb.org/1943274/2147482964/270-10-50-1>

Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(ee\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (ee)-Publisher FASB)-URI <https://asc.fasb.org/1943274/2147482810/280-10-50-32>

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Reference 12: <http://www.xbrl.org/2003/role/exampleRef-Topic 852-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 10-Publisher FASB>-URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>

Reference 13: <http://www.xbrl.org/2003/role/exampleRef-Topic 946-SubTopic 830-Name Accounting Standards Codification-Section 55-Paragraph 12-Publisher FASB>-URI <https://asc.fasb.org/1943274/2147479168/946-830-55-12>

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[+ Details](#)

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

[- Definition](#)

The aggregate of all deposit liabilities held by the entity, including foreign and domestic, interest and noninterest bearing; may include demand deposits, saving deposits, Negotiable Order of Withdrawal (NOW) and time deposits among others.

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+ Details

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

-Definition

Amortized cost excluding accrued interest, after allowance for credit loss, of financing receivable. Excludes net investment in lease.

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+ Details

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

-Definition

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

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[+ Details](#)

Name:us-gaap_Goodwill Namespace Prefix:us-gaap_ Data Type:

xbri:monetaryItemType Balance Type:debit Period Type:instant

-Definition

Amount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest.

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+ Details

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

- Definition

Amount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations.

+ References

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Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph \(h\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph (h)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22)

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+ Details

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

- Definition

Sum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges.

+ References

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<https://asc.fasb.org/1943274/2147482665/350-30-50-2>Reference 2:
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+ Details

~~**Name:us-gaap_IntangibleAssetsNetExcludingGoodwill Namespace Prefix:us-gaap-Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant**~~

- Definition

~~**Represents the total of interest and dividend income, including any amortization and accretion (as applicable) of discounts and premiums, earned from (1) loans and leases whether held-for-sale or held-in-portfolio; (2) investment securities; (3) federal funds sold; (4) securities purchased under agreements to resell; (5) investments in banker's acceptances, commercial paper, or certificates of deposit; (6) dividend income; or (7) other investments not otherwise specified herein.**~~

+ References

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+ Details

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

- Definition

Amount of interest expense classified as operating and nonoperating. Includes, but is not limited to, cost of borrowing accounted for as interest expense.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22)
Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 48-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-48>
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+ Details

Name:us-gaap_InterestExpense Namespace Prefix:us-gaap Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of interest income (expense) classified as operating.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(10\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(10))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)

+ Details

Name:us-gaap_InterestIncomeExpenseNet Namespace Prefix:us-gaap Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

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

+ References

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~~**220-S99-1**~~

+ Details

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

- Definition

Amount of Net Income (Loss) attributable to noncontrolling interest.

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+ Details

Name:us-gaap_NetIncomeLossAttributableToNoncontrollingInterest Namespace

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

- Definition

Total aggregate amount of all noninterest expense.

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<https://asc.fasb.org/1943274/2147478524/942-220-S99-1>

+ Details

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

- Definition

The total amount of noninterest income which may be derived from: (1) fees and commissions; (2) premiums earned; (3) insurance policy charges; (4) the sale or disposal of assets; and (5) other sources not otherwise specified.

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+ Details

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

- Definition

Amount of expense charged against earnings to allocate the cost of tangible and intangible assets over their remaining economic lives, classified as other.

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+ Details

Name:us-gaap_OtherDepreciationAndAmortization Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest.

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+ Details

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

- Definition

Amount of credit loss expense (reversal of expense) for financing receivable.

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220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -
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+ Details

Name:us-gaap_ProvisionForLoanLossesExpensed Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

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

+ References

No definition available.

+ Details

Name:us-gaap_SegmentReportingInformationLineItems Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

- Definition

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

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http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476166/350-60-65-1

[+ Details](#)

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

[-Details](#)

Name:srt_ConsolidationItemsAxis=us-gaap_OperatingSegmentsMember Namespace
Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_StatementBusinessSegmentsAxis=tmp_BankingSegmentMember
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_StatementBusinessSegmentsAxis=tmp_InsuranceSegmentMember
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_StatementBusinessSegmentsAxis=tmp_WealthManagementSegmentM
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:srt_ConsolidationItemsAxis=us-gaap_IntersegmentEliminationMember

Fair Value Measurements - Schedule of Financial Assets and Financial Liabilities Measured at Fair Value on Recurring Basis (Details) - USD (\$)		Jun. 30, 2024	Dec. 31, 2023
\$ in Thousands			
Assets	Equity securities, at fair value	\$ 766	\$ 787
Derivatives designated as hedging instruments	Assets	Derivative asset	2,487
Derivatives not designated as hedging instruments	Assets	Derivative asset	851
Derivatives not designated as hedging instruments	Liabilities	Derivatives not designated as hedging instruments	1,001
Recurring / Level 1	Assets	Derivative asset	0
Recurring / Level 2	Assets	Derivative asset	1,503
Recurring / Level 3	Assets	Derivative asset	0
Recurring / Fair Value	Assets	Available-for-sale securities	1,317,458
Derivative asset	1,503	Liabilities	Derivatives not designated as hedging instruments
Derivatives not designated as hedging instruments	1,001	Recurring / Fair Value	Derivatives designated as hedging instruments
Assets	Derivative asset	2,487	Recurring / Fair Value
Derivatives not designated as hedging instruments	Assets	Derivative asset	851
Recurring / Fair Value	Level 1	Assets	Available-for-sale securities
Derivatives not designated as hedging instruments	0	Liabilities	Derivatives not designated as hedging instruments
Recurring / Fair Value	Level 1	Derivatives designated as hedging instruments	Assets
Derivative asset	0	Recurring / Fair Value	Level 1
Derivatives not designated as hedging instruments	Assets	Derivative asset	0
Recurring / Fair Value	Level 2	Assets	Available-for-sale securities
1,317,458	1,416,650	Liabilities	Derivatives not designated as hedging instruments
Derivatives not designated as hedging instruments	1,001	Recurring / Fair Value	Level 2
Derivatives designated as hedging instruments	Assets	Derivative asset	2,487
Recurring / Fair Value	Level 2	Derivatives not designated as hedging instruments	Assets
Derivative asset	851	Recurring / Fair Value	Level 3
Assets	Available-for-sale securities	0	Liabilities
Derivatives not designated as hedging instruments	0	Recurring / Fair Value	Level 3
Derivatives designated as hedging instruments	Assets	Derivative asset	0
Recurring / Fair Value	Level 3	Derivatives not designated as hedging instruments	Assets
Derivative asset	0	Recurring / Fair Value	U.S. Treasuries
Assets	Available-for-sale securities	109,886	109,904
Recurring / Fair Value	U.S. Treasuries	Level 1	Assets
Available-for-sale securities	0	Recurring / Fair Value	U.S. Treasuries
Level 2	Assets	Available-for-sale securities	109,886
109,904	Recurring / Fair Value	U.S. Treasuries	Level 3
Assets	Available-for-sale securities	0	Recurring / Fair Value
Obligations of U.S. Government sponsored entities	Assets	Available-for-sale securities	422,677
456,458	Recurring / Fair Value	Obligations of U.S. Government sponsored entities	Level 1
Assets	Available-for-sale securities	0	Recurring / Fair Value
Obligations of U.S. Government sponsored entities	Level 2	Assets	Available-for-sale securities
422,677	456,458	Recurring / Fair Value	Obligations of U.S. Government sponsored entities
Level 3	Assets	Available-for-sale securities	0
Recurring / Fair Value	Obligations of U.S. states and political subdivisions	Assets	Available-for-sale securities
78,476	81,924	Recurring / Fair Value	Obligations of U.S. states and political subdivisions
Level 1	Assets	Available-for-sale securities	0
Recurring / Fair Value	Obligations of U.S. states and political subdivisions	Level 2	Assets
Available-for-sale securities	78,476	81,924	Recurring / Fair Value
Obligations of U.S. states and political subdivisions	Level 3	Assets	Available-for-sale securities
0	Recurring / Fair Value	U.S. Government agencies	Assets
Available-for-sale securities	40,112	45,240	Recurring / Fair Value
U.S. Government agencies	Level 1	Assets	Available-for-sale securities
0	Recurring / Fair Value	U.S. Government agencies	Level 2
Assets	Available-for-sale securities	40,112	45,240
Recurring / Fair Value	U.S. Government agencies	Level 3	Assets
Available-for-sale securities	0	Recurring / Fair Value	U.S. Government sponsored entities
Assets	Available-for-sale securities	663,940	720,830
Recurring / Fair Value	U.S. Government sponsored entities	Level 1	Assets
Available-for-sale securities	0	Recurring / Fair Value	U.S. Government sponsored entities
Level 2	Assets	Available-for-sale securities	663,940
720,830	Recurring / Fair Value	U.S. Government sponsored entities	Level 3
Assets	Available-for-sale securities	0	Recurring / Fair Value
U.S. corporate debt securities	Assets	Available-for-sale securities	2,367
2,294	Recurring / Fair Value	U.S. corporate debt securities	Level 1
Assets	Available-for-sale securities	0	Recurring /

~~Fair Value / U.S. corporate debt securities / Level 2 Assets Available-for-sale securities2,3672,294Recurring / Fair Value / U.S. corporate debt securities / Level 3 Assets Available-for-sale securities00Recurring / Fair Value / Equity securities, at fair value Assets Equity securities, at fair value766787Recurring / Fair Value / Equity securities, at fair value / Level 1 Assets Equity securities, at fair value00Recurring / Fair Value / Equity securities, at fair value / Level 2 Assets Equity securities, at fair value00Recurring / Fair Value / Equity securities, at fair value / Level 3 Assets Equity securities, at fair value\$ 766\$ 787~~
~~-References~~

~~No definition available.~~

~~+ Details~~

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

~~-Definition~~

~~Amount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale).~~

~~+References~~

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+ Details

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

- Definition

Fair value, after the effects of master netting arrangements, of a financial asset or other contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset. Includes assets not subject to a master netting arrangement and not elected to be offset.

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+ Details

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

-Definition

Fair value, after the effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset. Includes liabilities not subject to a master netting arrangement and not elected to be offset.

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+ Details

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

- Definition

Amount of investment in equity security measured at fair value with change in fair value recognized in net income (FV-NI), classified as current.

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[+ Details](#)

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

[-References](#)

No definition available.

[+ Details](#)

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

[-Details](#)

Name:us-gaap_HedgingDesignationAxis=us-gaap_DesignatedAsHedgingInstrumentM Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_HedgingDesignationAxis=us-gaap_NondesignatedMember Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FairValueByMeasurementFrequencyAxis=us-gaap_FairValueMeasurem Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLev Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLev Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLev Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FairValueByMeasurementBasisAxis=us-gaap_EstimateOfFairValueFair Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancialInstrumentAxis=us-gaap_USTreasurySecuritiesMember Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancialInstrumentAxis=us-gaap_USGovernmentSponsoredEnterprise Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancialInstrumentAxis=us-gaap_USStatesAndPoliticalSubdivisionsM Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancialInstrumentAxis=us-gaap_USGovernmentAgenciesDebtSecuri Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FinancialInstrumentAxis=us-gaap_MortgageBackedSecuritiesIssuedBy

Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FinancialInstrumentAxis=us-gaap_DomesticCorporateDebtSecuritiesM

Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FinancialInstrumentAxis=us-gaap_EquitySecuritiesMember

Namespace Prefix: Data Type:na Balance Type: Period Type: XML 84 R70.htm IDEA:

XBRL DOCUMENT

Fair Value Measurements - Schedule of Assets Measured at Fair 3 6

Value on Nonrecurring Basis (Details) - Non-Recurring - USD (\$) \$ in Months Months
Thousands Ended Ended

Jun. 30, 2024

Jun. 30, 2023

Jun. 30, 2024

Jun. 30, 2023

Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis

[Line Items] — Individually evaluated loans\$ 2,254\$ 8,822\$ 3,501\$ 8,822Gain

(losses) from fair value changes on impaired loans000826Other real estate owned80

08036Gain (losses) from fair value changes on other real estate owned004322Quoted

prices in active markets for identical assets (Level 1) — Fair Value, Assets and

Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] —

Individually evaluated loans0000Other real estate owned0000Significant other

observable inputs (Level 2) — Fair Value, Assets and Liabilities Measured on

Recurring and Nonrecurring Basis [Line Items] — Individually evaluated loans0000

Other real estate owned000Significant unobservable inputs (Level 3) — Fair Value,

Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] —

Individually evaluated loans2,2548,8223,5018,822Other real estate owned\$ 80\$ 0

\$ 80\$ 36

-Definition

Refers to gain loss on other real estate owned incurred during the period.

+References

No definition available.

+Details

Name:tmp_GainLossOnOtherRealEstateOwned Namespace Prefix:tmp_ Data Type:

xbri:monetaryItemType Balance Type:credit Period Type:duration

-Definition

Refers to gain loss on collateral dependent impaired loans incurred during the
period.

+References

No definition available.

+Details

Name:tmp_GainLossOnImpairedLoans Namespace Prefix:tmp_ Data Type:

xbri:monetaryItemType Balance Type:credit Period Type:duration

-Definition

Refers to fair value amount of collateral dependent impaired loans as of balance
sheet date.

+ References

No definition available.

+ Details

Name:tmp_ImpairedLoans Namespace Prefix:tmp_ Data Type:
xbkli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Refers to fair value amount of other real estate owned as of balance sheet date.

+ References

No definition available.

+ Details

Name:tmp_OtherRealEstateOwned Namespace Prefix:tmp_ Data Type:
xbkli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

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

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 100-Publisher FASB-URI https://asc.fasb.org/1943274/2147482078/820-10-55-100>
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-3)

[+ Details](#)

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

[-Details](#)

Name:us-gaap_FairValueByMeasurementFrequencyAxis=us-gaap_FairValueMeasurem
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLev
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLev
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLev
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 85 R71.htm IDEA:
XBRL DOCUMENT

Fair Value Measurements - Additional Information (Details)Jun. 30, 2024[Minimum](#)
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis
[Line Items] [Selling and closing costs as percentage of appraised value](#)5.00%
[Maximum](#) Fair Value, Assets and Liabilities Measured on Recurring and
Nonrecurring Basis [Line Items] [Selling and closing costs as percentage of appraised](#)
[value](#)8.00%

[-Definition](#)

Fair Value Measurements, Selling And Closing Costs As Percentage Of Appraised
Value

[+ References](#)

No definition available.

[+ Details](#)

Name:tmp_FairValueMeasurementsSellingAndClosingCostsAsPercentageOfAppraised
Namespace Prefix:tmp_ Data Type:dtr-types1:percentItemType Balance Type:na

Period Type:instant

-Definition

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

+References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 100-Publisher FASB-URI https://asc.fasb.org/1943274/2147482078/820-10-55-100>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-3)

+ Details

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

-Details

Name:srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type:na Balance
Type: Period Type:

-Details

Name:srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type:na
Balance Type: Period Type: XML 86 R72.htm IDEA: XBRL DOCUMENT

Fair Value Measurements - Schedule of Carrying Amount and Jun. Dec.
Estimated Fair Value of Financial Instruments (Details) - USD (\$) \$ in 30, 31,
Thousands 2024 2023

Financial Assets: Securities - held-to-maturity\$ 264,588\$ 267,455FHLB stock and
other stock41,38233,719Financial Liabilities: Time deposits979,292998,013Fed
funds purchased and securities sold under agreements to repurchase35,98950,996
Other borrowings773,627602,100Level 1 Financial Assets: Cash and cash
equivalents70,91579,542Securities - held-to-maturity00FHLB stock and other stock0
Accrued interest receivable00Loans/leases, net00Financial Liabilities: Time
deposits00Other deposits00Fed funds purchased and securities sold under
agreements to repurchase00Other borrowings00Accrued interest payable00Level 2-
Financial Assets: Cash and cash equivalents00Securities - held-to-maturity264,588
267,455FHLB stock and other stock41,38233,719Accrued interest receivable29,624
26,107Loans/leases, net00Financial Liabilities: Time deposits972,110990,933Other
deposits5,306,6045,401,834Fed funds purchased and securities sold under
agreements to repurchase35,98950,996Other borrowings772,332600,814Accrued
interest payable4,5033,474Level 3 Financial Assets: Cash and cash equivalents00
Securities - held-to-maturity00FHLB stock and other stock00Accrued interest
receivable00Loans/leases, net5,275,8795,126,679Financial Liabilities: Time deposits
00Other deposits00Fed funds purchased and securities sold under agreements to
repurchase00Other borrowings00Accrued interest payable00Carrying Amount-
Financial Assets: Cash and cash equivalents70,91579,542Securities - held-to-
maturity312,430312,401FHLB stock and other stock41,38233,719Accrued interest
receivable29,62426,107Loans/leases, net5,708,8055,554,351Financial Liabilities:-
Time deposits979,292998,013Other deposits5,306,6045,401,834Fed funds purchased
and securities sold under agreements to repurchase35,98950,996Other borrowings
773,627602,100Accrued interest payable4,5033,474Fair Value Financial Assets:-
Cash and cash equivalents70,91579,542Securities - held-to-maturity264,588267,455
FHLB stock and other stock41,38233,719Accrued interest receivable29,62426,107
Loans/leases, net5,275,8795,126,679Financial Liabilities: Time deposits972,110
990,933Other deposits5,306,6045,401,834Fed funds purchased and securities sold
under agreements to repurchase35,98950,996Other borrowings772,332600,814
Accrued interest payable\$ 4,503\$ 3,474

-Definition

Represents fair value of other deposits.

+ References

No definition available.

+ Details

Name:tmp_OtherDepositsFairValueDisclosure Namespace Prefix:tmp_ Data Type:

xbri:monetaryItemType Balance Type:credit Period Type:instant

-Definition

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

+References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(b\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (b)-Publisher FASB-URI)

https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2:

http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>

+Details

Name:us-gaap_CashAndCashEquivalentsFairValueDisclosure Namespace Prefix: us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:instant

-Definition

Amount after offset of short term borrowing where a bank borrows, at the federal funds rate, from another bank and securities that an entity sells and agrees to repurchase at a specified date for a specified price.

+References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(13\)\(1\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(13)(1))-Publisher FASB-URI)

<https://asc.fasb.org/1943274/2147478546/942-210-S99-1>

+ Details

Name:us-gaap_FederalFundsPurchasedAndSecuritiesSoldUnderAgreementsToRepurc
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit
Period Type:instant

- Definition

Amount of Federal Home Loan Bank (FHLB) and Federal Reserve Bank stock.

+ References

No definition available.

+ Details

Name:us-gaap_FederalHomeLoanBankStockAndFederalReserveBankStock
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:instant

- References

No definition available.

+ Details

Name:us-gaap_FinancialInstrumentsFinancialAssetsBalanceSheetGroupingsAbstract
Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period
Type:duration

- References

No definition available.

+ Details

Name:us-gaap_FinancialInstrumentsFinancialLiabilitiesBalanceSheetGroupingsAbstr
Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period
Type:duration

- Definition

Fair value of investment in debt security measured at amortized cost (held-to-maturity).

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2E-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2E>
Reference 3: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(aa\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (aa)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5)
Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210>

~~**-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(1))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5A-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-5AReference 6: http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(6))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1**~~

+ Details

Name:us-gaap_HeldToMaturitySecuritiesFairValue Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:instant

-Definition

Amount of interest payable on debt, including, but not limited to, trade payables.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(15\)\(5\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(15)(5))) -Publisher FASB-URI

<https://asc.fasb.org/1943274/2147478546/942-210-S99-1>Reference 2:

[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(15\)\(a\)\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(15)(a))) -Publisher FASB-URI

<https://asc.fasb.org/1943274/2147478777/944-210-S99-1>

+ Details

Name:us-gaap_InterestPayableCurrentAndNoncurrent Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:instant

-Definition

Carrying amount as of the balance sheet date of interest earned but not received. Also called accrued interest or accrued interest receivable.

[+ References](#)

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 310-Name Accounting Standards Codification-Section 45-Paragraph 1-Subparagraph \(a\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 310-Name Accounting Standards Codification-Section 45-Paragraph 1-Subparagraph (a)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147477802/946-310-45-1>
Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(3\)\(a\)\(4\)\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(3)(a)(4))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

[+ Details](#)

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

[- Definition](#)

Fair value portion of loan receivable, including, but not limited to, mortgage loans held for investment, finance receivables held for investment, policy loans on insurance contracts.

[+ References](#)

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 10-Publisher FASB-URI>
<https://asc.fasb.org/1943274/2147482907/825-10-50-10>

[+ Details](#)

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

-Definition

The carrying amount as of the balance sheet date for the aggregate of other miscellaneous borrowings owed by the reporting entity.

+References

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

+Details

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

-Definition

Amount of time deposit liabilities, including certificates of deposit.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 1-SubTopic 405-Topic 942> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478353/942-405-50-1>
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(12\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(12))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>

+ Details

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

-Details

Name:us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLev Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLev Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLev Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FairValueByMeasurementBasisAxis=us-gaap_CarryingReportedAmoun Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FairValueByMeasurementBasisAxis=us-gaap_EstimateOfFairValueFair Namespace Prefix: Data Type:na Balance Type: Period Type: XML 87 R73.htm IDEA: XBRL DOCUMENT

Derivatives and Hedging Activities - Narrative (Details) - USD Jun. 30, Dec. 31, (\$) \$ in Thousands 2024 2023

Derivative Instruments and Hedging Activities Disclosures [Line Items] Fair value of derivatives in a net liability position\$ 1,000\$ 1,800Collateral posted from counterparty7901,500Interest Rate Swap / Fixed Rate Loans / Derivatives designated as hedging instruments Derivative Instruments and Hedging Activities Disclosures [Line Items] Derivative assets, notional amount150,000 Interest Rate Hedge Counterparty Derivative Instruments and Hedging Activities Disclosures [Line Items] Collateral posted from counterparty\$ 2,200\$ 1,500

-Definition

The aggregate fair value of assets that are already posted, at the end of the reporting period, as collateral for derivative instruments with credit-risk-related contingent features.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 815-SubTopic 10-Section 50-Paragraph 4H-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4H

+ Details

Name:us-gaap_CollateralAlreadyPostedAggregateFairValue Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:instant

-Definition

Nominal or face amount used to calculate payments on the derivative asset.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5-Subparagraph \(SX 210.12-13\(Column A\)\)\(Footnote 3\)\) -Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5-Subparagraph (SX 210.12-13(Column A))(Footnote 3)) -Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5>Reference 2:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5C-Subparagraph \(SX 210.12-13C\(Column E\)\) -Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5C-Subparagraph (SX 210.12-13C(Column E)) -Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5C>Reference 3:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5A-Subparagraph \(SX 210.12-13A\(Column D\)\) -Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5A-Subparagraph (SX 210.12-13A(Column D)) -Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5A>Reference 4:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5B-Subparagraph \(SX 210.12-13B\(Column B\)\) -Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5B-Subparagraph (SX 210.12-13B(Column B)) -Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5B>Reference 5:
<http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1B -Publisher FASB-URI>
<https://asc.fasb.org/1943274/2147480434/815-10-50-1B>Reference 6:
[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph \(d\) -Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph (d) -Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147480434/815-10-50-1A>Reference 7: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph \(b\) -Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph (b) -Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147480434/815-10-50-1A>

[+ Details](#)
~~***Name:us-gaap_DerivativeAssetNotionalAmount Namespace Prefix:us-gaap_Data
Type:xbrli:monetaryItemType Balance Type:na Period Type:instant***~~
[- Definition](#)

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

+ References

No definition available.

+ Details

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

- Definition

The aggregate fair value amounts of derivative instruments that contain credit-risk-related contingent features that are in a net liability position at the end of the reporting period. For nonderivative instruments that are designated and qualify as hedging instruments, the fair value amounts are the carrying value of the nonderivative hedging instrument, including the adjustment for the foreign currency transaction gain (loss) on that instrument.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification - Topic 815 - SubTopic 10 - Section 50 - Paragraph 4H - Subparagraph (c) - Publisher FASB - URI <https://asc.fasb.org/1943274/2147480434/815-10-50-4H>

+ Details

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

- Details

Name:us-gaap_DerivativeInstrumentRiskAxis=us-gaap_InterestRateSwapMember
Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_FairValueByAssetClassAxis=tmp_FixedRateLoansMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_HedgingDesignationAxis=us-gaap_DesignatedAsHedgingInstrumentM
Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:srt_CounterpartyNameAxis=tmp_InterestRateHedgeCounterpartyMember
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 88 R74.htm IDEA:
XBRL DOCUMENT

<u>Derivatives and Hedging Activities - Cumulative Basis Adjustment For Jun.</u>	<u>Dec.</u>
<u>Fair Value Hedges (Details) - USD (\$) \$ in Thousands</u>	<u>30.</u>
	<u>31.</u>
	<u>2024</u>
	<u>2023</u>

Derivative Instruments and Hedging Activities Disclosures [Line Items] Carrying Amount of the Hedged Assets/(Liabilities) \$ 147,620 \$ 148,633 **Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount of the Hedged Assets/(Liabilities)** (2,380) (1,367) **Amortized cost basis of the closed portfolios used in these hedging relationships** 736,100 763,400 **Designated hedged items, amount** 150,000 150,000 **Fixed Rate Loans**

Derivative Instruments and Hedging Activities Disclosures [Line Items] Carrying Amount of the Hedged Assets/(Liabilities) 147,620 148,633 **Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount of the Hedged Assets/(Liabilities)** \$ (2,380) \$ (1,367)

Definition

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

+ References

No definition available.

+ Details

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

Definition

Amount of asset hedged in fair value hedging relationship.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 181-Publisher FASB-URI https://asc.fasb.org/1943274/2147480401/815-10-55-181Reference 2: http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4EE-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4EE

+ Details

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

[-Definition](#)

Amount of cumulative increase (decrease) in fair value of hedged asset in fair value hedge, attributable to hedged risk.

[+References](#)

Reference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 181 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480401/815-10-55-181>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4EE -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480434/815-10-50-4EE>

[+Details](#)

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

[-Definition](#)

Amount of asset hedged in portfolio layer hedging relationship, expected to be remaining at end of hedging relationship.

[+References](#)

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4EEE -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480434/815-10-50-4EEE>

[+Details](#)

Name:us-gaap_HedgedAssetFairValueHedgeLastOfLayerAmount Namespace Prefix:us-gaap_ Data Type:xbkli:monetaryItemType Balance Type:debit Period Type:instant

-Definition

Amortized cost of closed portfolio of financial asset used to designate hedging relationship in which hedged item is expected to be outstanding for designated hedged period.

+References

Reference 1: http://www.xbrl.org/2003/role/exampleRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 181-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480401/815-10-55-181Reference 2: http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4EEE-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4EEE

+Details

Name:us-gaap_PrepayableFinancialAssetClosedPortfolioLastOfLayerAmortizedCost Namespace Prefix:us-gaap_ Data Type:xbkli:monetaryItemType Balance Type:debit Period Type:instant

-Details

Name:us-gaap_FairValueByAssetClassAxis=tmp_FixedRateLoansMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 89 R75.htm IDEA: XBRL DOCUMENT

Derivatives and Hedging Activities - Fair Value Hedges of Interest Rate Risk (Details) - USD (\$) \$ in Thousands Jun. 30, Dec. 31, 2024 2023

Derivatives designated as hedging instruments Derivatives, Fair Value [Line Items] Derivative assets, fair value\$ 2,487\$ 1,503Derivatives not designated as hedging instruments Derivatives, Fair Value [Line Items] Derivative assets, fair value851 1,610Derivative liabilities, fair value\$ 1,001\$ 1,826Interest Rate Products Derivatives, Fair Value [Line Items] Derivative Asset, Statement of Financial Position [Extensible Enumeration]Accrued interest and other assets Accrued interest and other assetsDerivative Liability, Statement of Financial Position [Extensible Enumeration]Other liabilitiesOther liabilitiesInterest Rate Products/ Derivatives designated as hedging instruments Derivatives, Fair Value [Line Items]

~~Derivative assets, notional amount~~\$ 150,000\$ 150,000~~Derivative assets, fair value~~
~~2,4871,503Interest Rate Products / Derivatives not designated as hedging~~
~~instruments Derivatives, Fair Value [Line Items] Derivative assets, notional amount~~
~~69,45234,930Derivative assets, fair value~~8511,610~~Derivative liabilities, notional~~
~~amount~~69,45234,930~~Derivative liabilities, fair value~~\$ 982\$ (1,778)~~Risk Participation~~
~~Agreement Derivatives, Fair Value [Line Items] Derivative Asset, Statement of~~
~~Financial Position [Extensible Enumeration]Accrued interest and other assets~~
~~Accrued interest and other assetsDerivative Liability, Statement of Financial Position~~
~~[Extensible Enumeration]Other liabilitiesOther liabilitiesRisk Participation~~
~~Agreement / Derivatives not designated as hedging instruments Derivatives, Fair~~
~~Value [Line Items] Derivative assets, notional amount~~\$ 0\$ 0~~Derivative assets, fair~~
~~value~~00~~Derivative liabilities, notional amount~~17,2217,542~~Derivative liabilities, fair~~
~~value~~\$ 19\$ 48
-Definition

Nominal or face amount used to calculate payments on the derivative asset.

+References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5-Subparagraph \(SX 210.12-13\(Column A\)\)\(Footnote 3\)\) -Publisher FASB -URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5-Subparagraph (SX 210.12-13(Column A))(Footnote 3)) -Publisher FASB -URI)
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5>
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5C-Subparagraph \(SX 210.12-13C\(Column E\)\) -Publisher FASB -URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5C-Subparagraph (SX 210.12-13C(Column E)) -Publisher FASB -URI)
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5C>
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5A-Subparagraph \(SX 210.12-13A\(Column D\)\) -Publisher FASB -URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5A-Subparagraph (SX 210.12-13A(Column D)) -Publisher FASB -URI)
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5A>
Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5B-Subparagraph \(SX 210.12-13B\(Column B\)\) -Publisher FASB -URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5B-Subparagraph (SX 210.12-13B(Column B)) -Publisher FASB -URI)
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5B>
Reference 5: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1B-Publisher FASB -URI>
<https://asc.fasb.org/1943274/2147480434/815-10-50-1B>
Reference 6: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph \(d\)-Publisher FASB -URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph (d)-Publisher FASB -URI)
<https://asc.fasb.org/1943274/2147480434/815-10-50-1A>
Reference 7: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph \(b\)-Publisher FASB -URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph (b)-Publisher FASB -URI)
<https://asc.fasb.org/1943274/2147480434/815-10-50-1A>

[+ Details](#)

Name:us-gaap_DerivativeAssetNotionalAmount Namespace Prefix:us-gaap_Data

Type:xbri:monetaryItemType Balance Type:na Period Type:instant

-Definition

Indicates line item in statement of financial position that includes derivative asset.

+References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4A-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A](http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4A-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A)

+Details

Name:us-gaap_DerivativeAssetStatementOffFinancialPositionExtensibleEnumeration
Namespace Prefix:us-gaap_ Data Type:enum2:enumerationSetItemType Balance
Type:na Period Type:instant

-Definition

Fair value, after the effects of master netting arrangements, of a financial asset or other contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset. Includes assets not subject to a master netting arrangement and not elected to be offset.

+References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 103-Publisher FASB-URI https://asc.fasb.org/1943274/2147482078/820-10-55-103>
Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 100-Publisher FASB-URI https://asc.fasb.org/1943274/2147482078/820-10-55-100>
Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 5: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

~~Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-3>Reference 9: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 210> -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478795/946-210-50-12>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 210> -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478795/946-210-50-6>Reference 11: <http://www.xbrl.org/2003/role/exampleRef-Topic 946 -SubTopic 210> -Name Accounting Standards Codification -Section 55 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477439/946-210-55-1>Reference 12: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 210> -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478795/946-210-50-6>Reference 13: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 210> -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478795/946-210-50-6>Reference 14: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 210> -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(4) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478795/946-210-50-6>Reference 15: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 210> -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478795/946-210-50-1>Reference 16: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 210> -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478795/946-210-50-1>Reference 17: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 210> -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478795/946-210-50-1>Reference 18: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 210> -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478795/946-210-50-1>Reference 19: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 210> -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478795/946-210-50-6>Reference 20: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946 -SubTopic 210> -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(3) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478795/946-210-50-6>Reference 21: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 210> -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(3)(c)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 22: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 320> -Name Accounting Standards Codification -Section S99 -Paragraph 5C -Subparagraph (SX 210.12-13C(Column H)(Footnote 7)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477271/946-320-S99-5C>Reference 23: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 210> -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(3)(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 24: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 320> -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SX 210.12-13(Column A)(Footnote 3)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477271/946-320-S99-5>Reference 25: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 320> -Name~~

Accounting Standards Codification -Section S99 -Paragraph 5C -Subparagraph (SX 210.12-13C(Column H)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5C>Reference 26:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name>
Accounting Standards Codification -Section S99 -Paragraph 5A -Subparagraph (SX 210.12-13A(Column E)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5A>Reference 27:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name>
Accounting Standards Codification -Section S99 -Paragraph 5B -Subparagraph (SX 210.12-13B(Column E)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5B>Reference 28:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name>
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<https://asc.fasb.org/1943274/2147477271/946-320-S99-5B>Reference 29:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 20-Name>
Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c)-
Publisher FASB -URI [https://asc.fasb.org/1943274/2147483466/210-20-50-](https://asc.fasb.org/1943274/2147483466/210-20-50-3)
3Reference 30: [http://www.xbrl.org/2003/role/exampleRef-Topic 210-SubTopic 20-](http://www.xbrl.org/2003/role/exampleRef-Topic 210-SubTopic 20-Name)
Name Accounting Standards Codification -Section 55 -Paragraph 22 -Publisher FASB
-URI <https://asc.fasb.org/1943274/2147483444/210-20-55-22>Reference 31:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 20-Name>
Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147483444/210-20-55-10>Reference 32:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name>
Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147482907/825-10-50-10>

+ Details

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

- Definition

Fair value, after the effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or

both, and the contract can be net settled by means outside the contract or delivery of an asset. Includes liabilities not subject to a master netting arrangement and not elected to be offset.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)\(i\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147482106/820-10-50-2>

Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147482106/820-10-50-2>

Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(1\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(1)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147482106/820-10-50-2>

Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(b\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (b)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147482106/820-10-50-2>

Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147482106/820-10-50-2>

Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(a\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (a)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147482106/820-10-50-3>

Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(e\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (e)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478795/946-210-50-6>

Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(a\)\(1\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (a)(1)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478795/946-210-50-6>

Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(a\)\(2\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (a)(2)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478795/946-210-50-6>

Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(a\)\(4\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (a)(4)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478795/946-210-50-6>

Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)\(1\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)(1)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478795/946-210-50-1>

Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(b\)\(1\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (b)(1)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478795/946-210-50-1>

Reference 13: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(b\)\(2\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (b)(2)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478795/946-210-50-1>

Reference 14: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(c\)\(2\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (c)(2)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478795/946-210-50-1>

Reference 15: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(f\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (f)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478795/946-210-50-6>

Reference 16: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(f\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (f)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478795/946-210-50-6>

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[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-04\(9\)\(e\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-04(9)(e))) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 18:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5C-Subparagraph \(SX 210.12-13C\(Column H\)\(Footnote 7\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5C-Subparagraph (SX 210.12-13C(Column H)(Footnote 7))) -Publisher FASB -URI
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[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-04\(9\)\(b\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-04(9)(b))) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 20:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-04\(9\)\(d\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-04(9)(d))) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 21:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5-Subparagraph \(SX 210.12-13\(Column G\)\(Footnote 8\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5-Subparagraph (SX 210.12-13(Column G)(Footnote 8))) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5>Reference 22:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5C-Subparagraph \(SX 210.12-13C\(Column H\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5C-Subparagraph (SX 210.12-13C(Column H))) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5C>Reference 23:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5-Subparagraph \(SX 210.12-13\(Column G\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5-Subparagraph (SX 210.12-13(Column G))) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5>Reference 24:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5A-Subparagraph \(SX 210.12-13A\(Column E\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5A-Subparagraph (SX 210.12-13A(Column E))) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5A>Reference 25:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5B-Subparagraph \(SX 210.12-13B\(Column E\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5B-Subparagraph (SX 210.12-13B(Column E))) -Publisher FASB -URI
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[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5B-Subparagraph \(SX 210.12-13B\(Column E\)\(Footnote 4\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5B-Subparagraph (SX 210.12-13B(Column E)(Footnote 4))) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5B>Reference 27:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c\)-Publisher FASB -URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)-Publisher FASB -URI)
<https://asc.fasb.org/1943274/2147483466/210-20-50-3>Reference 28:
<http://www.xbrl.org/2003/role/exampleRef-Topic 210-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 22-Publisher FASB -URI>
<https://asc.fasb.org/1943274/2147483444/210-20-55-22>Reference 29:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 10-Publisher FASB -URI>
<https://asc.fasb.org/1943274/2147483444/210-20-55-10>Reference 30:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 10-Publisher FASB -URI>
<https://asc.fasb.org/1943274/2147482907/825-10-50-10>

+ Details

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

- Definition

Nominal or face amount used to calculate payments on the derivative liability.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5C-Subparagraph \(SX 210.12-13C\(Column E\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5C-Subparagraph (SX 210.12-13C(Column E))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5C>

Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5-Subparagraph \(SX 210.12-13\(Column D\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5-Subparagraph (SX 210.12-13(Column D))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5>

Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5A-Subparagraph \(SX 210.12-13A\(Column D\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5A-Subparagraph (SX 210.12-13A(Column D))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5A>

Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5B-Subparagraph \(SX 210.12-13B\(Column A\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 5B-Subparagraph (SX 210.12-13B(Column A))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5B>

Reference 5: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1B-Publisher FASB-URI>
<https://asc.fasb.org/1943274/2147480434/815-10-50-1B>

Reference 6: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph \(d\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph (d)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147480434/815-10-50-1A>

Reference 7: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph \(b\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph (b)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147480434/815-10-50-1A>

+ Details

**Name:us-gaap_DerivativeLiabilityNotionalAmount Namespace Prefix:us-gaap_ Data
Type:xbri:monetaryItemType Balance Type:na Period Type:instant**

- Definition

Indicates line item in statement of financial position that includes derivative liability.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4A-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A](http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4A-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A)

+ Details

Name:us-gaap_DerivativeLiabilityStatementOfFinancialPositionExtensibleEnumeration Namespace Prefix:us-gaap_ Data Type:enum2:enumerationSetItemType Balance Type:na Period Type:instant

-Definition

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

+ References

No definition available.

+ Details

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

-Details

Name:us-gaap_HedgingDesignationAxis=us-gaap_DesignatedAsHedgingInstrumentM Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_HedgingDesignationAxis=us-gaap_NondesignatedMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_DerivativeInstrumentRiskAxis=us-gaap_InterestRateContractMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_DerivativeInstrumentRiskAxis=tmp_RiskParticipationAgreementMeml Namespace Prefix: Data Type:na Balance Type: Period Type: XML 90 R76.htm IDEA: XBRL DOCUMENT

<u>Derivatives and Hedging Activities - Effect of Fair Value and Cash</u>	<u>3</u>	<u>6</u>
<u>Flow Hedge Accounting on the Statement of Financial Performance</u>	<u>Months</u>	<u>Months</u>
<u>(Details) - Interest Rate Products - USD (\$) \$ in Thousands</u>	<u>Ended</u>	<u>Ended</u>
<u>Jun. 30, 2024</u>		
<u>Jun. 30, 2023</u>		
<u>Jun. 30, 2024</u>		
<u>Jun. 30, 2023</u>		

Gain or (loss) on fair value hedging relationships in Subtopic 815-20 — Hedged items
\$ 153\$ (3,320)\$ (1,013)\$ (3,320) Derivatives designated as hedging instruments520
3,6252,3483,625Interest Income — Derivative Instruments and Hedging Activities
Disclosures [Line Items] — Total amounts of income and expense line items
presented in the statement of financial performance in which the effects of fair value

~~or cash flow hedges are recorded\$ 673\$ 305\$ 1,335\$ 305~~

~~-Definition~~

~~*Amount of gain (loss) from the increase (decrease) in fair value of derivative and nonderivative instruments designated as fair value hedging instruments recognized in the income statement.*~~

~~+References~~

~~*Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 815-SubTopic 25-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480238/815-25-50-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 815-SubTopic 25-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480238/815-25-50-1)*~~

~~+Details~~

~~*Name:us-gaap_ChangeInUnrealizedGainLossOnFairValueHedgingInstruments1
Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit
Period Type:duration*~~

~~-Definition~~

~~*Amount of the increase (decrease) in fair value of the hedged item in a fair value hedge recognized in the income statement.*~~

~~+References~~

~~*Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 815-SubTopic 25-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480238/815-25-50-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 815-SubTopic 25-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480238/815-25-50-1)*~~

~~+Details~~

~~*Name:us-gaap_ChangeInUnrealizedGainLossOnHedgedItemInFairValueHedge1
Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit
Period Type:duration*~~

~~-Definition~~

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

~~+References~~

No definition available.

+ Details

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

-References

No definition available.

+ Details

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

-Definition

Total amount of gain (loss) derived from fair value hedges recognized in earnings in
the period.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards
Codification-Topic 815-SubTopic 10-Section 50-Paragraph 4C-Subparagraph (a)-
Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4C

+ Details

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

-Details

Name:us-gaap_DerivativeInstrumentRiskAxis=us-gaap_InterestRateContractMember
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_IncomeStatementLocationAxis=us-gaap_InterestIncomeMember
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 91 R77.htm IDEA:
XBRL DOCUMENT

Derivatives and Hedging Activities - Effect of Derivatives Not 3 6
Designated as Hedging Instruments on the Income Statement MonthsMonths
(Details) - USD (\$) \$ in Thousands Ended Ended

Jun. 30, 2024

Jun. 30, 2023

Jun. 30, 2024

Jun. 30, 2023

Derivative Instruments, Gain (Loss) [Line Items] — Amount of Gain or (Loss)
Recognized in Income on Derivative \$ 6\$ 8\$ 115\$ 2Other Income — Derivative
Instruments, Gain (Loss) [Line Items] — Fee Income14403830Interest Rate Products

~~+ Other Income~~ ~~Derivative Instruments, Gain (Loss) [Line Items]~~ ~~Amount of Gain or (Loss) Recognized in Income on Derivative~~00370~~Risk Participation Agreement / Other Income~~ ~~Derivative Instruments, Gain (Loss) [Line Items]~~ ~~Amount of Gain or (Loss) Recognized in Income on Derivative~~\$ 6\$ 8\$ 78\$ 2
~~-Definition~~

~~Derivative Instruments, Fee Income~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:tmp_DerivativeInstrumentsFeeIncome~~ ~~Namespace Prefix:tmp_~~ ~~Data Type: xbrli:monetaryItemType~~ ~~Balance Type:credit~~ ~~Period Type:duration~~

~~-Definition~~

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

~~+ References~~

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~~+ Details~~

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

~~-Definition~~

~~Amount of realized and unrealized gain (loss) of derivative instruments not designated or qualifying as hedging instruments.~~

~~+ References~~

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+ Details

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

-Details

Name:us-gaap_IncomeStatementLocationAxis=us-gaap_OtherIncomeMember
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_DerivativeInstrumentRiskAxis=us-gaap_InterestRateContractMember
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_DerivativeInstrumentRiskAxis=tmp_RiskParticipationAgreementMeml
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 92 R9999.htm
IDEA: XBRL DOCUMENT

LabelElementValue[Accounting Standards Update \[Extensible Enumeration\]](#)

us- Accounting Standards Update 2022-
gaap_AccountingStandardsUpdateExtensibleList02 [Member]

-Definition

Indicates amendment to accounting standards.

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1Reference 4: http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-
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(d)-Publisher FASB-URI https://asc.fashb.org/1943274/2147482615/740-10-65-
9Reference 5: http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-
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~~-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (b)(2)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147480175/815-40-65-1>Reference 72: <http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40>~~

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+ Details

Name:us-gaap_AccountingStandardsUpdateExtensibleList Namespace Prefix:
us-gaap_ Data Type:enum2:enumerationSetItemType Balance Type:na Period Type:
duration EXCEL 93 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644
Financial_Report.xlsx M4\$L#!0 (%-+"%D'04UB@0 +\$ 0 9&|C4')O<!,O87!P+GAM
M;\$V./0L",1!\$_IQO;=!P4)B0-!2L+(/>QLOD&1#LD)^OCG!CVX>;QA&WPIG
M*N*I#BV&5(_C(I(/!47BK9.7;=N')=HI6-Y
#OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " !32PA9BD!,X.X K @
\$0 &108U!R;W!S+V-O&ULS9+! M2L0P\$(9?17)OIVFE2.CVLN))07!|!1:2V=U@DX9DI-
VW-XV|740?0,@E,W^^ M^0;2*2_4&/
YC!X#&8PWLQU<%,IOV)'("X"HCFAE+%/!"I>9^#%92NH8#>*D^ MY
&AKJH6+)+4DB0LP,*01-9W6@D54-(8SGBM5KS_#\$.&:04XH\$5'\$7C)@?7+
M1'^:APZN@ 5&&&S|+J!>B;GZ)S9W@)V3WT|26O6Q@7 M23J%Z54T@DX>-
^PR^;79WN|>6%|7|6U1W:6SXXVH6\';|7UA|H5V(|:|,T_ M-KX(JAW|^A?J%U!+ P04 "
!32PA9F5R<(Q & "<)>P \$P 'AL+W1H M96UE+W1H96UE,2YX;6SM6EMSVC@4?
N^OT'AG|FT+QC:|MK03621A'^_1S80RY8-[9)-NIL|!"SI^|Y%1^?H.'GS|BYBZ(: (E/X

M8-DOV]:[MR_>X%#BVR]*+ M41B1%G\|@M MNN01.+5)#3(3/PB=AIAJ4!P"!I
DQEJ&&^+3&K!'@\$WVWO@C(WXV(IZMOFCU7
MH5A)VH3X\$8:XIQSYG/1;/L'I4;1JE6\W*.76!4!EQC?-*HU+,76>)7+:V<
M/!T3\$LV4"P9!AI@S M&L%&KQMUAVC2/'K^!?
F<-0HACA*FNVB<5@\$_9Y>PTG;Z(++9OVX?H;5,VPLCO='U!=*Y\FIS_LC0'
MHYI9";V\$5FJ?JH,@H%|;D>/N5Z> HWEL:4*Z">P'_T=HWPJOX@L Y M?RY|SZ7ON?
0|H=*W-R-J9\3BUO>1FY;Q/NN,=K7-"XH8U=RSTS0LS0|=R2^JVE+ZU)CA* M|+!;
<\$X>RPP|9SR2';9WH!TU^_9==N0CI3!3ET.X&D*^ VVZG=PZ.)Z8D;D*
MTU*0;|YZ<5X&N(YV02Y?9A7;>?8T='|Y\%1L*/O/)8=QXCRHB'NH8:8S|-#
MAWE|7YAGE<90-!1M;*PD+\$.W8+C7|2P4X&1@+: '@Z|1 O)256 Q6|8#*Y"B M?
\$R,1>APYY=<7^/1DN;/IF6U;J|I=QEM(E(YPFF8\$V>KRMVEL<%5'<156_*P
MOFH|M!5.S_Y9KF4Q9Z;RWRT,"2Q;B%D2XDU=|=7GFYRN>B)V^I=W
MP6#R_7#)1P_E.^=?|%U#KG|VW>/Z;L|2\$R<><41 71% B.5' 86%S+D4.Z2 MD 83
>LX=SFWJXPD6L_UC6'ODRWSEPVSK> U|F M\$RQ#I!|?
8J*@!&K8KZZKT_Y)9P|M'OQ@2";_--;I/;=X Q\U*M:I60K\$3|+ M!WP?D@9CC%OT-
%^/%&*MIK&MQMHQ#'F 6/.,H68XWX=%FAHSU8NL.8T*;T'5 M0.4_V|0-;/8--
!R1!5XQF;8VH^1."CS<_N|-L,+ \$CN'MB|!4\$!#!!0 (M %-+"%D5.6.)Q04+0>8
>&PO=V|JR:W-H965T&UL MM9EK<^(V%(;_BH9V.NU, \$L&0K8),X1-
VK2;+!O2=M)./PA;@>VY,HR)/^ ^ M1P;L)4/E%F^)+Z=%STZNR2SE=*/V4+
(0QY3F*97306QJ0?VNTL6(B\$9RV5_M"@E09DHGW,"MGK>S5-L>%D%)W&:>UVLG/) *-
P7GQ;*P'YRHW<23%6),L3Q*N M7RY%K%87#=K8/KB/Y@MC'|0'YRF?BXDPOZ5C#7?
M4B6,\$B&S2\$FBQ>RB,:0? M1CZS <47OT=BE;VZ)A9EJM23O;D)+QJ>+9&(16"L!
(=2S\$2<6R5H!S_;\$0; MY6_-P-?76_7K AY@ICP3(Q7_\$85F<='H-
T@H9CR/S;U:_2PV0%VK%Z@X*_Z2 MU?K;3J=|@CPS*MD\$0PF22*|_|^=-1;P*|+V:
+8)8.|-TO^)L OP!=EVS M^L@-'YQKM2+;?@UJJ*HFR(:")ITS@Q&MY&\$&<&
(144FHPA8Z1)L@77(CMO M&Q"VK|O!1N1R+<))J1'KD5DFSR,B5#\$7X-KX-
!2I+Q;;ENF2HX"^Y;.!?.R', M8QU'>49X^#"?MXC'7.%OBN.7E>07>CY:27\IYG1T.
|^=M706J'C5K"=|4.6 MD!<-*"W94(O16/PW3>TY_WHPOM*8F|@.R5L!U,??
%1!#OW4D(>75+A(17#J M_-^XD-"H
Y&Z)5)W/Z0O.==&Z/B%W(M4:>/"PZ6,SEV5,D*C#L3KE7B|_?#&
M0D5IRGN|9,C6'>:28!NKSB&O->)PY\$XF& M'0C8+P'|.*&NI(G,"|F.8D'N\F0JM L,UZ!-
RDZ|,Q<:&G@@VEF)=K8/VKV8 M1W80A23>|<390G&=|Y6D3Y',H)
(DET'\$8S)2.G7AHD('XE*OFF>|?8!O9 #% M4YK;UGI")@;Z)5\$:"IU+HU_@?
^BLA1WJ=X\N8CSH4.175H+N@_S G|E-"/TT MFD5!P8TTYAV2M-
>DG3|SNZ=.7C3X4%Y6|;))>(=A".K9R?:"?+(OR&?ISBLN M.6Y|;I%+|4PZ/<|)C(8?
2ESY((HZC_|0C^P=M.8'M9).6ESNQBOXP)VC!LXSR&|6&5|6%
|V1Z|+@/G#E9@KK1S"-JA|XEK:._#(! @!#+A6M)) M? P#Q"H#Q/8R0).\$QS&YS#-
XG;G;+:Y3N|S&XPIEJWP/V^%|/\$J'GMD?^!%0F M
9X@2;ETYQ17JB<\AM|AE=|AN%W99G AXAC%PV7J|8|A>UCE>QAN6;9#|)M) M?
5+L7Y//N0\$7*^WLZ23^2HYF4P|KM6ZA9@|EF"!_.,>Z|"2=>EBK+P/VVL| M:
1#J0:3=R-#|4Q^%>XTXF*>YU'/Z_:IQZ^|CH|F*T|N(XRZ|(?!|=A;-'
VAURS25G3=RZN|,A#02O# MX^/VI-R9W9;N-J*OX;%SUM@A|X4Y&8|A=OS*|/BX-
7G/6&2SGA 7JM>QV/^ M+V|U;F@G?*"XJ*,!;O<7U\$6#XMCV2'Q4%DN_H?
9Y|R^U|F9%8S"#4:YW" M@*?71Z3K&Z/2X11QJH0127&Y\$#P4VGX |V=*F>V-
_8'RH'KP+U!+ P04 M" !32PA9;+|BA_8' + 'P & 'AL+W=OS+(J*UZH0-9)\ M>38ZQ|<7-
#&#&HN_"OZL#JZ1<>5>B\$=S<|4X&P4&\$2|YKLT4##Z>^ 402S,3 MX/BVG72T?
Z89>'B|F_U3XSPX<|40Q#E_XJ%7IV-TA%:|7;E/JK>/L.MPY%
M9KY7YWWGQ#|= 'EU=W5|@R;HS_DE>G?T&SI"18WN5F*C6+U0IU,- M\$,Q\$TWS|N
_MX|C X_Z|J=|C&HP1"4CH&|A'W|)%Z|^!>QVYN@ \$ ZB
M).W!=E@12@,W|&@/.W|Y)N+C|VQ1,K>:V=.",+01)D..KA=%AE43@0WGB/
M_-;B/'|B1B"JS%B&BU9(1%X "%_QRHA=?\$/ M7Z!%?K32#_*
K3<9@28P3%S*M|+O<%_9LK M,+&|-!0G8=1?0H==B.,X&EC\$9!^B)A\$ACB|3N:
MDCCV^9ZDR=O3(;4K((Y|?CMLTL3M=+9W.O,Z?2U|S) M?O",R1H<+NI<5+PQ
2W!I=P&H1VUY-Q9_)D%.\$IBG,9ASS&'71Q\$&8WB|)T0K,)/R-Q M8"W_HQ>0^N\$?
8K@|LF.4\$ULOJA (& &.P%6@TOO4W"!&=6(!U6E PM? \$4 MV_4YWDN-
|T6O%6+77FUL)V<8|/\$"7"/E:TNNRS)ABJL(U/L9|.66,Z';K(M+,XB8N6
RQ!G23@ \$L; ^G'F;I+|V/G;B|/+GCS9,/VNVUTUA1X?\$3X<7*YX_ M@J=CI-@3?
+9;7R5J_@*|MWQT9S^QB8|"-A*\$_61R&J9A>M"6O ;><2+Q<^)=

M43FW.&)3&R0OR?D)Y+++T@#3 6 '?;? 6_LYM.)T^8QG\$84: +@/U&&88:B+ M>
/H1WG\$3WEM05[RM5"%NR2)S5PO2:,TZ^M0ER&%>(8#>QWI2([X26XG*);:
M>J'0>B/S%M6*2KR"5N53_:02H?G%R M\$/%2[0\?VOVDV5X'I6=-XN\X+T0%A(/FIC-
\$[1FN_:Z*B/[0V78,)#+1M M&
[T2LNFw230.@L#^M3^J\$W2E%*BB8X3#,:SI&)NNV16+GS2:A[\$*|3BE@,:E M=T;=
[DIQ&/9%G]MJ0#S3CJFIGZG/%]"C0D)RJO9L9@4-8!K%2?[@RFE(HB 8
MV\$KHP6'W=JA;<@:MWDO;436;JH':G#^):62MGDM! M.TU_9J@#;XGDC:/QTD<6
VRRR[.@),':."@/Z@(&@RW0,XL5[GN)M/IZ&K M^9P>O*DTKXG_8/+!)&K)ES R>)^
TD)\JK>: +%N7E!>"ZU%U5RN.(/-0;P M^U((O;LQ[T/W/HG_P=02P,\$% @ 4TL(6;A(/#10
P>PD !@ !X M; "JW;W)K#4%I"U M\$VR*;F*LO>U^T0M:&D=\$*-%+4O:F3]^AY
BVHW@W0'UAD=+V/I9!:#15L@G
M50!H\KWDE1I;A=;K*]M660\$E59=B#14^60E94HU=^6BKM02:-Z*2VY[C1'9)
M666EH^;>3*8C46O.*IA)HNJRI/+Y(W"Q'5NN]7+C"WLLM+EAIZ,U?80YZ*_K
MF<2>W;GDK(1*,5\$1":NQ=>U>388FO@GXD\%6L;6)R60IQ)/TW.5CRS%_P'"3
MOH'B90,3X-P8(<:WG:;5#6F\$^T7]HLF=\QE215,;/^+Y;H86XE% M+VZF9+I
R^>;^|6&|_7E>7Q'(&\$4 MCNS-?IX]<6&0!(G7Q1VD\$'0I!"=3F">|. %L+X/E
BP&N>G/SN8^WM0OW.+PH M")/D"+G^1PU?%BZ/HB+@G)HG[<,:-SJ).Q%E MB:L!-
Z?LZ8*LJ20;RFL@9I@9Y)S*A59 YX5!>X;YWW@K7^!^5T*I>W/CU6P^=YG?
\$!.!!^!)/YZ\ YPI5?|8.GG% MX@:|!-W3-1GL W1L8N(G !O2P@QZ>A%
I@9X6JY?,+=LOZ(^SA;QI^]H-
)EGZE|9)4B'%8H="YC=)#M4=]VM%@WI^52:#QIFV;!7T<@ M30 ^7PFA7SKF
Z^M]+ %!+ P04 " !32PA9C)*TR9X) ^+@ & M 'AL+W=05DOJJ-'E
MFZR^UBLA%/I6Y&5|-5HIM;X8C^O92A1I?2|7HM3_6EV)=-XV M*O(Q|3P^+M*L'%U?
ML^>JNM+N5%Y5HJG"M6;HDBK[|NT8- ME1D)ZBQSMT_S|Y_)R@, _3;- \$8_??@9?
4!9B9Y7QNSQWMQYKWCCQY)W]+G_9_W93GB'J_ M.(1!KS/Y/CF%*+SSWI/?KCW V?
07230UAX=L'?_)O|2:;/Z.8A1O'H_ =O MHB^Z((#&NK/&8&O-^G91K|.9N!KI!:P6U:L87?
_|7YA|_X\$=6,7XY?|YUJHSCU27"(BFT49CYA M_B\$L 6"\$41|M8
<,_1U#WDPW@BTJ&2A%_OR*TBU:_ O|QLR@RB\$H09-&T-I M:' \$,(3 !/F.(^<20'E-
LSQ|R<693NIG=9H+G<9>%*K%;_%E*A,@:6Z|2\$0# M;+"V09QC@U)L@W_8A<0@#J
HY1BF'NRH!T|J'T4^/U/R3&?SANKW8X@'JHL0 M'!G\$CP"%-
DB'JQ'|'0BB,,UP1SMTTKX3E\$GHI M5"WC.'O-YD)?W)F@!(QC+T0IH^|
M7DMYQZ70Y,^GY&\$*ILVMB1/ES9-BTH+3F5MC^#9J)2V2*; MI4K42"
[T\$K26=::;ZP_\$|W|O/_)"A6R H-SV|=^J#"/&8OL!\$ 1GQCL 90 MH>;,;0CJD>*!F8E)
[PWBL;9CN_2|TP>I\$IL\$)M04%0_4VPMOP",83|W9-ZC,0JF4^1QJB79,N*R'T#EC'
MA|D)Z"_S>!G05M7U@9F<(XYM.LC&\$F1X",_B">Z\$KN%91<-+|+2+;-R"<<#
ML\,UBHA)TT;I<&4F41N% ||WUV4 %F \(\$-PKS&Q6V0:>2GYMA;EP, ""I"1 M,#!)
X(SB@*+M0WC/(A,90UV&G\$^0+M7GM@M/1^\$ZDD/YU|LBS_?B|RQF4 P
M+26M10Z0DA|FQ%KF(!S7.F6=2|ZL5MU?A)U?8&>*OF:M<4L+;O1K!+S3*0<
MUC42CM\$'Y".K(@'4,1T5PR@J&>FA 1:1<,Z9!>@6*W! 5&'MTL]+WAETGG
MET^-7URSPM:*+ Q":\4#8!%GEF=L6!1RS|R2_#LL6!O:3ET3B|2<>04:0^/ M#SN=-
ES=P\$ZI^|=EVBFMQ2>UEIS*VF\$%KM2,Q"D#K^_+>E.EY4OK-5D46=T\$ M9|WFZ86
|XA;@PG6KT_:S&!S9MOPIL^(:P 0>_<3\$,RL("6P+7|>)%>;A*WW.Q4|H,LL|_6
MG,16?SH> XLV(!)M|91 (S1")N|'P|&J;=G|9|XKSA)<+2@R=C@>O?HE;04|3?.T:F9>
(R+>=&%0IYVM+PF+K%HS|/.I64B. M_9C6OMC*J1!L/XT?4NXU+7%77KLU5A3K7'X7
KV(4BP&RCS\$+GYRW_S;X%0 MG%FL@4(JB7R+-0#3J71@FT-
[Z4C=TK%9<.5LMEEK^?C|?6/75/9T6&DE"8\| MM:4;:HR4YM*=&(Y^|9>.:|W
MU!9T,)FH1U_\$>R92RZ_8AXU*QL0"OL#T4YI"4G=\$O*FD)7*_I>V)TWT<.N\$ MDY;+
|'"77KJAK <<|M>5<: '\$',&91!|!@*^(A\$|^0SG3O |U;:G:S7*Y%I:F7 M2^=8 |5'2JW|
@1CC)L;|!@!&.#5U=0+!@H@.|>X5)'4K2%M9;(L5|\$ #%6V>G,K%E+|/NW=<_K-5: ^A
MML(CGB6;)@!,OW-D|I8 &".!E=H F-Y4>0.5?-K+2NJ6E4=2!B1@9&TB!0. M|!D.EC
J*HM6,## 35)>S5)W?7+KG;7E>R4JK*7C6J.#S0?)?0,F,E253+|MF^G_7N'KA,ZS+-9?
L|)&=UF|V&F9|Q\$5FM9M_+#0|RZ M+X"BQ|9 \$PO\$7A("O2:C|HU7U?U_0?
@8X|/K*;QL5(W,K MQMNTSF8H2;5R*IM+I=+I*|<+Z4U:BN8Z-
M*K1NCFCT3S|&3QZU?40|+OC MW(P._2=^^8W4@!%SHF96L
HX%J!>OE(W/+QSC+-TK Z\$S|'#.L\$&0,VP4 MY
RH0L9X|WSL(6HENU!Y|JU<7N0.3NZ>ZP|TU|O-=X?HLO)AAX'N.+I#O*
MW)OO3E9_3JME,[URL=!>=>>GME5=UBYNU%RW9|&?9%*R:*|7(ET+JH&H/^_
MD%*JWS0=[(Z,7_!|?4\$|L#!|0 (-%+%"FSX;3U P4 # \$4 8>&PO M=V|JR:W-

H965T&ULO5A;;|LV%/XKA%<, +;#4HFZ6L|1 8BMH
MAN:"..T>ACW0\$FUSE4B/D)*VOWZ'DJ-8\$JT\$K,\$72Z* _<|CSG8 ^'EY-'(^H M-:4:?
BT!GC|)%8B5>0YD= _.:28>3P=X|-1PQU9K;1J&DY;-6=\$Y
MU9\VMQ*^AK67E.64*R8XDG1Y.CC#QS'VC4&)^,SHH|HY1R:4A1!?'S,=E>CIP
MS(AH1A-M7!|X/-IS3+C"<;QH;IH.|3&.Z^/WF_*('8!9\$T.G(_F2I7H.
MH@%*Z9(4F;X3CO_H-J# ^\$M\$ILI?|+C%._@.4%\$J+?&L,(A@9KY|DZY:('0/P
M8S=PMP9NV|#?8^!M#;S7JN!O#?S7|A!L#SL_MXAN;W|+B*K^_GZ.8"36^N;N_B
M#-'U_/)SC"ZOX3M&1^C3?(>OGF'WB#&T?U:.(KP5)T,-8S&^!PFVY|/JY|=
M/3U|Z\$IPO58HYBE-+?:S?ONPQWX(+ -14N\$|4G+N|/#O\H^'OD,;|AUW%|RWBF MKS?
W;.:|7. Q#_?>(.K=>&5_KP|_N::: H%02.Q1%.10Q5:F_+P0-\$E3T1.
MT5|G"Z4E3/2_::FOO/MV|Z;Z':L-2>CI!PK*A_H8/+K+SAT?K<1?TAGLT,Z
MBP_DK)\$BOTZ1W^=|<@W+*"MR0;26;%%HLL@HT@)Q>U<2Y&!T0I0FD+_6B&8
MJN@>LOF%<84N&"<|822#!,N-D,24;ELRJW&\$Y3C,RO,PP<\$(@\P>=K/4146!
M\$S9!LR|(3L>|T M19E0"J60'1"O7E.TH9()VUI07G40|"CF"#L!;DG4AO)
<;|02J0V&G=&XI=(N M;.:3YV"|244W%J)>*.YID1"FV9 FI=E+I/I
+*"LQR+8DJ\$G/VQ5L!|A@):2 MAG)-7A2ZJ1M9
<3L_3<,&ZAPWB'G&;@|G/@;F_@|V*AA0:5-V/_?|9SV|S\$U@O*C8-RFL@N+/+=-9!?'DXG%
|MX8TM,|/T6@/C|^G%-R|PY|I\$H=HQ_8"5MY|JB|-I;B->9C90NTC%+X":
MC#P?'G#_J>#^|;+Z>583@)^Y\$9MCBQ'_:?#D663CZ.H4W>Z;%.!9V,PW+D"
MR;EM_+HM|=,M^?1%4_E4LJ*O&9I7HUEE6U
M^CP8E+.ES\$3Y2:UD#M_,59&)"MX6BT&Y*J2(ZXNR=,|+QQD(LE|YZ?U9_?%
M^:E:5VF2R_N"E.LL\$|7/+S)5+V<|VMM^)|LEI7^8!'^NA(+.9'5C|5|>|&MNU'B)))-
YF:B<%)^UKN@G|TVT*U.EG02;F_BLYVE%,I6S M2@|AX-
^S',LTU2:|CK|V@_9VOZDOW'^|'?VZ=AZL\$=B M.1?KM'I0+U_EQJ%
CS=3:5G_)2|;6Z|'9NNR4MGF8E"0)7GS7|QN K%W_8R# M7|V%
|#V|=QQ@;^YP*|=;935;EV*2IR?%N|%%-H:1M,OZMC45X,W2:Y0XZ0J-MX-
L\$KJO.QW>WD|MO-Y<7CU>79/((|Y?W3Y.R-TU&5|,OI+K;W=_3DB?_)A<MD@^_?
22_D20GCTNU+D4>EZ>#"C3HD0:SS>|:7Z|.7XO)-|57BU+
UWGGXC0G1#F,8|H&;|KAX MO+G|G5R,'V_ ^N'F|N9I@46I&X?
@H>NU^+E=B)L|ZL#A+63S+WOF_T5#|S^8 MB|JHL.'^*N3VK!4|^I%*%@|
MH:4T"*G7<@@"70\$)HQP
MK<.=UF&GUBM1Y\$F^*,F4|F9;2:T).HEES%)D|D\$^>6Z@|F/!GEH2>K3*(I:
MPC\$K&HYPZ:|=|-1M7HX47)2RMFZ2*I\$HC\$>V3)"K|T>;2/J7(|4,V#RWCPG M!F(&*
|J2H<4HAWK_+):%|E(!QJ@9E:YQ7<%11(GNT\$#UG+ "-
)A5&#C\$&_K23M;I+ #Z3,MXLSK|GW|>\$ M#8.|?+V1;ULQ&G&'?
@-3VDW3;^|2RNT0#J|0BC1BQOC(%6L#3-I-3&RB3\$7^MM&-/S9L=?E
/:#;VZ7#4=@ "Q"ERA-@2EW0C5|N7K3,+;K,0K^;#!_ \$J(U&|*:-),2*^@YG##|H-T G6F;?
EME50%\$ MCA\$-VG)M*T8#U^0Q\$*7=%/UPDT-&%SK>L6Q>ZB9|.T0@O/69-
>MLJXH|DS@Q4 M63=4|ZJE+\$Y(+M'ER&P&4F!|@._ M|_9|OVJT0Z<-;
E(8)N):E/=G)"92-,F_!*: Z3%;1^L")B))%+C0GQ+))4 MKX|^|*U?PR.6T^I(,^V%!NUW>(
M2>0/?5<,-QF1SK=3=G|3|1C1!Y%;=1A9G3H<0>|F6\$W.|N9"_|U@4>*A1# M0^F#X.
|7KE*XV;#B|0= ?!*+ R M-F(7>F'DZ"^9P3?KQC?
>*KRS@&4VI5G8+J\$0HY\$C&_F&Y'XWR0|NPX'JO2V? MHSL^/H)RYELI%3/S?=JW M-
|D|NR7|-Z7;W:|/K=H;L6(NZ7L;U-W4|BX!?'1N>?4L;BQ*SHKYK3AO"^L?W
MDNL*|,./LBZF/Q|4@C?Y,Y36QVM!'^N+(?59X;7M.-2,KEEM .L'G<7@|WX#6<
G9Q^|R'+QKMT&F#9AXDO<|.5@?D'Q.2*9R^1.*P^));G>@Q7.|M?QK+E2H3?&_71W
|@G*^#3G,C@W#(7-@SC?<|KNYK?WYL'7HXT&U4269|)%9O MHQ?J'FY/0*0#|T?-
F|MA=B5+E<8\$3(#; M8E%(J1%2ZIW60FZO0=W%-
JL#SVO76)A=\$+DVHGO##A&;HYC/ XRV*.)?"I'SVNL!,^0CWRG9
MD)IWD|L.RW&B<|CW)XU N'0=^W#|+T#W>,4 M+I=0,);.*.Z?N>C-K2*9Z7=-H
64EHX)@6"8>NT:6|;Y#-YU' V^>/MF%DT|)%TN&#CR;C@^JDH_=^&*N7;D2G?K-
U%V))"8Q MU&@PTZ!6(#^E*/2Y8/|?8A(<^: 1L.&;1AZUN1#S*"|SF0'!@D!T>0_!;|
MC^(5SV\$|TOX&83L/(U;1..38MPL,KH-N7#_J\$ _HY5&|V.@7U.K029+"0H
MU_"CXI% C9\$MZ%^0/=1MZ!|WTKA_ \$|*MY?UUN'YXA:EJ)*|)HH|ER)?R|D M.98Z\$7|
<&3K|R_T|AYV,.,TSQ|^ET4" W862KG,*3W*8(%|WCG,V;2JWJ M)R*GJH45K|
<2@%MCS:|^=*5=LW^@=V#|6>_Q|02P,\$% @ 4TL(66%- MT2PC#P AZH !@
|X;|W;W)KVTT|GI!T:B;3;2J"6L/GW"TI*:O7 ML*B+))*_%CK(DUFFT:|^;FAZ|
|Y(LF69U<7F|^|+ZXN|G4U MSY;I^T(KUXM%4GQ|D|SQ|LS=O;M%|?9_4-

5_ ^+|ZF*5W*?:. 1S;=MU@<|2 LO2Q?A:JL_*QSS_5/_ 9Y=G>MVC M=)Y.JQJ1BA^I^
T/JDHA^ _JZ|G>|VZX= /7W^C^YLV+_, O*=-Q/O|W-JL> M+L^&9|HLO406| ^HZ?
PS3W1O:="":S|O-O|KC|EC|3)NNRRI?|J+ 'BRRY?;_ MY,MN(XT,)T##8Q= T-
J8!UJ8.X:F%(#9AYH8.T:6%(#PSW0P-XUL*4&|B\$% M9|? D;LT/-# W35PI0:;=#|<-
=@>.PHC78-1G*7|\$,?G|MD|./2>V_ |'W M0;>-
DDV(39JN;HH|D>MJ(7O/K%)DXW|45D91+NY%?_ JZKV|O='>^=HX?/TV|&XT_E:|'5|?
>^&|7R;>|/'^6(A,#=5/OU\$M/:>Z|PLJ|N1S+7W238;B!\$:)ZN;?J/^J2SM>|<@4"M?
MIY4X+: " MSZGVXI>|+ %|J?#G-%RF|CYX)5G'E*M?%UX.!\$:O;O|V7
VV: +ZLBGXN_W8N. M5&F1E|4TMNY|HFZXCMD^S\$=V+AJVH;C&FY;T1J|J|FP-"
MSG#4%HV(XQS#E8Z*J:%EQOZ@5F29^|@R^T;6"Y%I^7I9U;^|J<2I/REFI?9A M-
1.IMPDUUD;XOCXH_I73/L1R;O!C9|1&:(4D)_P_:9148SL5'C\$D*DB(2\$ MQ2!8*VVL?
=I8&|IY(&W\$5:;^7HBKADB"S:N7|61I<^UXR.>SM"C%A.KW=59|
MU7Z|E<\$3=PI/(I\$^B^5)Q8R3Y"P"1+F(6\$^\$A8@82\$2QI&P" F+0;:6^MGI
M|+.55ZVW;272K9|HB>M0560?UU7R<;Z9HI*I>:V'_:34Z2X+K.A-
(-2|K9OSB%A'A+F(V\$! M-
)#>:88(B4Y\$A8A87%W;)P#\$SMGGR*.;D6VMTC3UBW2+F5>S.L|)2K;G4XW
MF,D<:1XZ5@KWC78DS\$/'"0L0,") (P?|9E'2,D8!&OEA;O/"U>9%YN'4M*C M@X//#-
ZXG<&QF#Z4|AG'2L6^"8&\$>4B8CX0%2%B(A'\$D+\$+"8A"LE3?#?*=X;
ME7DS3LH';99|SF;I@8?!PTZN#)AK&=)#G;%2IF^R(&\$>\$N8C8<%Q0QLB-3D2
M%B%A,0C62H/1/@U&S|YYI%_28IJ)F_ |3BOK.WYM^XB;S(H1|= %U|A^4FGUS M
@GSCNF^CU0,D+ 0">-(6(2\$Q2!8*R.8WGB-NOK2L'74MJE0I*MU;7U(RG2V
MN>4NTFI=U#Z1N#=?+|.R7(O79954;H1U+L!YYBNG##J'O7-&\$J4,0X|^+A)@OH67-
QG;)XPB4M'
M_9J|U=@A6P|F&W+@:|4|AWX2)IWU#OPH9H!E!9":1Q*BZ"T&\$5K)TCC9S.U
MH3W)BG1:Y459UTFE12'GR6J>D(|C=|BG(2:|V6KEWAF"TE\$|P6\$ZH"-;
N0+K@1=:##AK9|ZJ5&V+5HEXLU3C|36|\$GEL8Q MPG&C;N/4ZKVCK*M*5;
<11Y'E<="^!80J62 '5>6\$*ETB1QU(U,B1(WRH2(XU
M9BI3NZE_:|F<6KMO_0_K&GK=0CFHI>E^:?.0R%HY:+"8|:50R4C*"U&T=HI
MU|BN3&V|\$G.:IYE!SP6VR%8%LS;F99|EH8ZL*SK^E)S@>Y1QLAEP|Y9&FJ;
M\$JJVSFRFRV=IJ"5*J Z88>NZ+9^EB0,=1^Y=3(|PP;_
T8U\$RM45":#Z4%4%H(I7\$H+8+28A2MO>BK,58-M; &JNGS|YGV
MZO*UNNS96ZX7Z;:&F4S"Y Y0%QOK*;V7C>&FE0F@^E!5!:"*5Q*"V"TF(4
MK9V,C:=KJ#U=^D'3KTFAGCGNJ*U;&&ODRG>.8|5Z|VSJ6K'4,LSN4:9NFK9<
MTP#M6T"HVJ9KFM(<+82J'+M;2=+X_0:;J?W
ML5F|N\$5":#Z4%4%H(I7\$H+8+28A2MG4&-#6^H;?CG%Z\$9 MA\$| |=.5B_K%:IW?>0-
UT*,V'TH+CAC>\$BG(H+8+28A2MG1"-J6ZH3?7>R|\$ MRLGM; @&M=.A.^8-
^!#)0,H+832.)0606DQBM;C:8:P'AFQ3)P69I|K, E MEJ6I>|0|<:AEOW(U-
MVSSK(T;_|"V\$TCB4%D%L,8K6SHC&VC?4BY=/699F M=%<_,|:|8D"->2C-.^H=^%#-
\$H+H30.I4506HRBM?"; QW4^V\$G|HLS>RN M#98S1*W<-T.@-(HOJ%+E=4^5#*
TD(HC4-I\$3&X@|HQB C=N WYK:I-K=| M+4PS*2M5GG&,U8J|Y|2E*9"=+_DA6G0?
@506@BE<2@M@M)B%*T=|XW;-JK7 M'Y^R,,WLKB|E%Z:|H7L'?
E>5*\$8GCB(7ID'|%A"JY,(TJ"HG5.F%:=2!Q,(T M5"K|XZRKBH59=VCR"4/T+X%A"JYY
&J MR@E5>LD#="2"QY(\$^JHGUK'Y,09")M-O&4-H\$2O.@-|I*"Z"TS\$KC
M4%H\$|<4H6CL5&WO7_'_9E-HD%@@;#L+AM3H9U_4',82O.AM(<7MNVY.L-
MU/6%TB(H+28&Y-#VU&;CY9I_P@;5)N\$,MWI5%.KM7N'/M3?A=)|*"V TD(H
MC1_YV4=0U1A%:V=)8_":R.VJ36)-LK@UZMRA0OU=*,V#TGPH+8#20BB-0VD1
ME!;C:T<:HQ@|WNWK C8;+ #<>:8)|7>A-|*|Z&TX,CQ#:&J'\$J+H+0816NG
M1,.\$FVHG>|MAT<|/2?LT|XN=&JYWHD|/7^)-S!D|A,KJ|L+I850&H?2(F)L
M#7FE'\$JQ_45MC:=KJ3W=4XH>K*YGOUPFWV2HA?L&/93F'?4.?*AF*6%4|J'
MTB(H+4;1V@G2>+^6VOL|M>C!ZMJM\$|3|N3H?LE|2D/I M%4|I(93&H;0(2HM1M':-
XZTI7:DWR=%5;L+32UTO63@@#=#|Y@#EBEA=6T2U|%'
M|C>@J:5|9TA7M;41R2|RNT<9HZ%CR>L\$H'T+"%6:;9KO7| M8MT?4R!D\$?
LKVR|K3\$2@/C"4YD%I|I06D;/K# WY>@,U>*T"\$J+B0\$YM*60 MU=BVEMJV/:E
R"*Q4'6821:PWMD9P;4"L72O.@-|I*"Z"TS\$KC4%H\$|<4H6BN'|,8> MMI_YAN)GBX-
L8@%GO7&LE#=#JG;YY Z5Y4)H/I07'#6|(%>506@2EQ2A:R\$: M.|A6V|\$|2H-L8B?G3EI
+6 HS2/Z;F|J|"* 9060FD<2HN(L67RM|&B%-N1 MWOB_MMK_/4RR.|:K:Z|
<_E8K=L|YJ\$;91_S!GRH9 "EA5 :A|(B*"U&T=KI MT=C%MMHN/K4NR.X:?
F0IM4DJ9*KBU5RG_Z:/%/>U035/|T0S_94K*\$5V M_|#_H|F>N'5;ZGM&

<=P33H7)S6^=CJ=?E!-IH MXB1A)_ ^*R#4Q@0GK;82=Y|=O?1:K4:
IQA_%!\$A\$CTE<2HF6B1E=JGK(HA(M@L4%RT@*_ZP93["\$*= H(N,\$AX52\$NN68?
3U!--4FXZ+M7L^';-2)94R>)#0M/SBIXJ/07 :5>P*@6KJ>"\HF!7"O9;+3B5@O-6"[U*
MH0A=+V,OB'.QQ-,Q9SO\$E32@J4'!J\$?-%4Y8DO.?Q+04].YW<+ _^/+C3M;
M>2[R5-"Y|18K'JU110/KV>(7ST|=T7UUOZ/R+OMZ\WJS_1AWO, M22HC(FE
XX_H\$ _H>Z4A\$L"K&N@3GE DJH!RY*AVQ7G'\$1K<,P 3RTI"\$+?IN
MMWZ_0U\4FIFK!=FKJQ.P% _S|+9QD_(BRGQ9_YV|7MMG#^GW7O/UL_(..N
MT|0N|.O7|'R)|8'R(!%:(U^RX#%B<4BX@&SXEE/YC/Z:/0C)X=S_W;:W);K3
MCJYJX:7(<\$ F&A0|0?B6:-,?OC/IQL|MQ)\3S#TGF'6Y_-BV-
R7LH(!5U|V:ESTS;&^W>>|5>A0 MQCV6,2^L!H#7*E3+'\$3>JR/O=4: ^@.N4/!\$>4\$%4?
@J5GXAEEZB8JB2B+4FOT MG=#OS_IK/?G4@L2> *+UGD),MY\$, %5 M'"*B=M'M_I
MJ.D>=-*|@O9.Y/RX(KRB| 27@Q971D;CS';:26^=;+\$X:EKTSF3Q@,=AS>.P
MDT>7G%U19\(?M2:4XWR-3^6 MZMM.H|B|+5#6P&APY!U+?#;9+J/7|WK;A/!-
!:@0L+5Y*LO^I5ZMWRVSHEUO MK%^9EW.S9=V%=T|Y+/D7OGPDW6*^H7"#Q&0-
IHR+ ;C*RX='.9\$L*SKK!R:A M3R^&\$;S5"%<"\^;: ?DR40;JU|_T'U!+ P04 " !32PA9E6B
DTX&"T M#P &'AL+W=O*=\$G*CO?K|QPI2TKC>,6^V!)U=[R7 MYYXC+|?
&/KI<," ^>"J7=59)|O|SH|5R:BX*|KED*C2|S8PON|6H7/;>T@F=!
MJ5"J8;|_UBNXU,GU95B|M|>7IO1*:G%OF2N+@MO-6"BSODH&R7;A02YR3PN|
MZ|LE7XBA|+|M|RW>>K653!9".VDTLV)^E8P&%^,3D@|"OTNQ=JUG1H',C'FD
ME|OL*NF30T*)U),%CK^5F BER!#<^%;93.HM2;|O+5^&V)' +#/NQ,2H/V3F
M|ZOD/&&9F/-2^0>S_BBJ>\$|)7FJ4"|JL7?@1 MA6&E,
Q^QXV"EQ^XY|>7UJR9)6E8HX<0:M"&XJN\$GK|>EPXKSEWV M/*S16B^M-
-=1<_B*YAG|9+3/;O1FZ_?@1>W*<.O*>+C7X,^E|K+C?H<-
M^|.3/?;:Z|".@|WC5^S|:A=X8;^WWT:A, MZ@6K| +|/|@|W8L,6
@|Q,2QL>\$V8R6P%CT9<_WX0GN4>JKDX*?3LT|8"44\$
M.+OL"S2V0I(4";E2FT0ET2=1=9AJ2F*4DN_:(NS|B|H\$B6<_)UB"
#08DOX|+3^7BFM-UDEZ+;A"*MN2T8@K+>1% M|5:7C3Q#
|XFZ|SHAP=MTY3QC!E_7N4'"CLQ:(SF5G^#RF9.9!)UW&C1-MID;
M1>J^|H&RM)*9>)F^)|N87433%:*"P |C;"6=065F"#9K9_Z5+#9;XBNZOYU7
M6O7|J95?A?|(8<>4G\$,VDX|/T+(2%@903@"W N60X-8FGGO5L,#AG-UTV%5JD' 1I,7
Z+|JPP8GYZ?|'"FK O|?X7>8\$'UT6 M,|0+S7=P?
GY^R\$|HOT>G|TZ/= _M#_8\$>P_A+'TD'|(P^9J'M|/O|=7K#1N@7 MF7+= _H+;%#-
_T.3+I_MNPD:4T!;S- 7-*H(XZ|A|HJE0A|A_G&Z1|_'" M*|EAFWNV%
(C:_8V3"%.&B2>_2=X,(G+#BIQ..B"Z:G/Z.-OLH<*#Y/9A_%T|M
|<1FEJHD86_2RM=)M/MJ*.UJ4BQZJ6(+ '7SE.9<+X*I0CH7!|#T9@*J?QD" M_)J
U")|+'RV=@-'K^5TE;3LTE?:|E M(MZ>|X -#K3H7D=5CCB0H2|?
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ZNK#M')P'QZ%LX:|%Q4'GJ96S;3CAT-V K&E!3+Q,MN\$(M7Z-"2SK\$O2N>@H7F7
*2P'4<_!'8%0@?1&MPH1DZ#2FA71#D)JXZ7@%>
M&WV452|J5.%.N!!9HV7*U,1*X)B;^&1'\$ M_\$9+L^UI\$T|H|Q&AP?O^CGO)DA'0=4?
<"ZW=1JW0U|QEM>F,|JXS>*|UDT*=
M%N&^2!@KM8^7JGJUOI*.XDVL\$8_WV4_<+B@B)>90|7??G2;:QCMB?/%F&>YE
M,^-QRPN/=* 6E@3P?6Z D>J%-J@OZM?_E!+ P04 " !32PA9Z.-'%) (+ M !?(&O
'AL+W=O'5-'4XGDZ>'M=3-Z.P5|NR9Z|,YRO=J"LK7%?7TH?J,JL M7H^.1NG!)
|U8>GIP>/:JE0MUK?R7|LKBK|>2JEKU3AM&F'5_/7H_.C%FQ-:
MSPO^T&KELM^"+)D901|J&HE1SV57^DUF|5|&>)R2O,)7C?XM56'N, M\$XO.>5/'S?
B|UDWXX|R+?L@V|)OLV#"-
&Z:L=SB(M7PKO3Q|97=4\$XW%)1K;_%68Y|_>R.==L+,Q9553C5>DJH>'7J(I@6'113S)H
M5'PTC5|Z:XI5;FY_Q J|7I-DUYOIO<* _U8W\$|V1?3R?3D'GG'O9W'+.|X
MA|SSHC!=XW6S\$%>FTH563OSS?;+15|:YO!0=|)=GE4*R|<*POU>M22Y^RM
M&IW|_ /1T|G+>|0|Z;4|N4_ZCT?EQQ C/B^5Z|K9E=JK4A2F<7!(*>F/N6YD M4VA9"8?
%"L7GG=|-476(*GX(OX3 KYVT7ME|C:|LC?6B-*(Q/BT4LJKH4(|S M=|_
P@PNPP0'&>"R%|ZWZVFD+J:U^#*^HM?5;LMJX%8J5:4BA4DF?5HJM8O\$L&7K^|&
(O+AG_+MD5F
MA>/O.ITN!RO:F'K|*.\$&F\$<.%CISAC=XB\$M.7NI+"3"A5T33Q|3N!VV.:^Q(1J2BY=!
(.D.X80:LB:-W885 MSBD/Q2LM9|K2GJVPZE8U"?
TBJ>JN)7^ZD"@/2K*Q>*NA!VG?'PZO54B/3*T. M;:(9ED)\$=1LQ3|/%4,^S=

/F)*SP2G4LI_%VD/+MH2YS8>|^J6>79R\$D^W1)
MP2@L%"I@6RH6Y%O+_M6.3RX58@8PL0Y(XU#L,\$S7 F^T*1TG)
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O1J0P9<7P4^L3XP=CFED.224X/I/D3UF;F6S/H-XWC0=MG|^*(H#B6B(HAG!WWN;
|S'W M>"PNI%L&I*.*?!"*WLHJ@S=LW%.[4L.*F+7.D7H_.19+6F(.#="_.R1GPDQ6
ME*%_.E.TB84V_)T-"B^M//B/*TET;1JU1D+;.&Q#..0H:&?YQ**2 L-1:%"SI
M9'1BJ@FKW0U5MH';R:(^0%R@RK9H3-39X?)0TVCOC9-%1+J&(EUI@%9\$S2PH
M5**4K|@ZXP(2TU.G%XV>(VNIRC,E\$*QBE_-#&B:Y2^EZ8Q"#;N:PE&PEI/2A
M@%ID"P FE)!|B:F%1J;=;_@P@0AI"09T1@XTE*J;30Z!KW46O)*.J(W;J)I
MLZ?,Y7*H9SC*|:J6 \$%;VP-IZY9 @J6I"!UCXK.O_#IA0'(4K=94DW"1+C62
MB>#O/':#F-MT,4FD\$GR'E+ODKU25%-8<:4<6H(+))1:4IPAA!P2LT@0%E*|
MOCDT9QM0\$|"4YPI711\$MZRN"T6\$C):\$-;I;@DKX\$RU@N;^K%3&BTGQ+B*X|
MA(\$7 \$6NOXC?S9@AX6 RW1>CRP89'G'J0+P+W0ZH_-*4K,('_7\$'WC/F?+X M;|H)
(8ZGQWLO|B.H.W-1T.ZSO!_7H0Q-+LB"/CB\$CNYLH:P#*K#ZP@=?OX5
M\$BL=ZU#1@|;.'K@D M-"M)K72;^E2B|NB=& 2-'U'N(Z\$)I!;(E7F4S'JLK4%HDM?;
MW.LR|WH=@HXXMCZ=|D)>=S5171/PG@|J\$*@\3>*.#;OUV^_WP!KNU2M'&@=-UB
M27N1MY25J>;7P?9(CR*>1K5C&W^ SEPK!N6IBV7/0ED=08R*"DTL.AV(NE6U
MN:4SJ-U<=S.?,OK@|&3"\$,R4/T0:.'A>!C_3O!\$;(#.!)H1+|"4>&|J"UX
M8/%J6S*1CNS*6@I5OX0L_6*AR_R%)JX>!*?,9B<.".4-UA&FJCS#+ M\$1TFR^;
(0!D(+J7K0C<-G2OGZ"0#^3MZ\$LA?;)?D&|V+H\$="XG.IX1AXW\ M?#SY(,\$_T?,B?
48-E!QWGI\$E#9B0"Y72S+G!8O_F=DORGZG!!0;#2'T'-_ \$ ME5A
7T%^|1QLL&.>F;C/7S3ILJ,AK?CB)KP)V0F4P M!4IOZ))7!)|RZ|:O,H3Z%B/=9N'V@-
P/H|E"U0:6TCB4.(>TXC_7N.8Q|GB M
:LX3_IA;HMJ0PKO<&4"W19ZRV*YJ5UD0%70D\))DPWW0!C>8"J= P*FL(TP/
M#\$%R/7|H&M5?ZL%.C_A#K4?3|534" "3WHHFL774>+<7F?I+|>AXNC^93%*(
M!N48L?O"CE<3B44Z?4>3"%U8_IGHH\$W5*,Z/IJ<;DA.?N'_O,0_L,K:7_0V" M2|Z3
NCGC45W BT.??3,8E_68JV.%U>"8MQIMEF:_.HF%#*+| \#P/RF(NNB2TEE
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B27GRQ@\$C#;1D%*G+UP^/3B;L|MRB.\$^O+*C&@9G/TJ3\$UZZ0_Y#/C'H M17_|
T+PF*/>XRO|^>CHZ(BV|*74P=%T.6-"\$|^=|ENH5'9A^O?D,H)R*N; M"8RWC':R@0,M
MUM067%-+&\$->)JN4G;AUCKF(UG:<;#'/WSUDS?Q&=W6YQSA|'_D""<_P!'V^|&
|K|WA(J1/ZD@(|@%WX_2FL|M' M|8V|BVC9\$-
#G/*ARTB(WAC\$4A'T/4^NWP1R6/BB(5E4R528!3G@&;E8@P846<=PIR:3;|E(\$)K_ADD
(\$2YO MY&)!# #:1M25JZCX3"| MCR2\$YT|;)>G\$O(FDA=&.9
T"PM#KAQM&OMS84CG)K.UWPEM-V?9)|3#|Z%L#
MA/G3M@LWH>'|;_ ^T_WI^'CX:|#|O#IW&|J_KD\$2U.6%N |?=9+?|!_?|3&PO=V|R:W-
H965T?><|6Y2J:O|_2')&(0X X R-!NCU9P7K!/_F5=VU95'I#T8T
MW7JMS/9*E_7MZS/_K+_Q2|G|GUWZ+Z|B>IX?
^&NA;YO19T&2S.KZ\$UW|. 'H|YA%#NM1Y2Q04_MWH:UV6 M1
AL_.YHG@U;TL+QYY|Z6Y8=LLQ4HZ_K|F_%O%V|/DO/Q%PO5%>VO|2WH|23
M)R9Z>5TV_%??G1Y&"U+OG@6!6Q_PWW8CYO|H
MU:HWKTQ|*PPI|#6KT@47EU6"NJ.@H'UN#;PNL:|H|U'EGBK;0S:N+%O3H|D7N
MUE|9M<\$|:Q/Q4UVUJT;4.WU?'_J|?@8F_EZ9JZ"!PG^N:LF(O2D"+P@>H!> M.
@7.KWP'GH_5C>Z:>%";2/%|WK6"E7-Q0^_=T6|30)Q?|
(BD;.&WWVYH|_|/ONPH/V*>4|>*RQM5_ME&I6ZG.\$|?E'56JKCM\$COZZT6-
0E@K2HEJ*EAQL7JL4_M5!|%|JB,"<*S8|'_ M2I=S,=N*%I2NZ_5&55NA6@&CZL&H;
(#O=:_|7.VU\$Z//=_4I#_.|3N5S7I@5C M<_ \$G4S>_
^_M6%4;|596=%M_+6(&3NFNP8_.M^&WR<2)^1=HJ0_47@C?CV3J MI?B4>/_@3R2P-
Z+:7R31-Q'_/RF*I',THE|8|7^J;|2IR)|\$L|\$7M<' ^N+(_ M1E\$@LS@0^!M.11#*P |\$%
0RF4Z/DFM:U6(=J613ER"2JQ(JG|V+FZ+A)|-4 MODDH?'
EO305TU1&4PH|TRZ1,L|G*O|\$%D9&^_.?TL#WOT.^;(HYL:9**8JF MZ33;YE
_.\$ER9CZ6D9^)^2,0R|'T1>=(|R=(/4TR.0W_H_2A3-|+9)KY(DE"
MF46>)9#79E;R'K'90(9>YIPA!^&^!PF4_%KW4(O)W@;+"4CVB6)V7J^3U;T
M8T|F_I2_#?VIC.+T%-^ZXY%?R+|BG_PKRHC%6'I>YAPL|Z+G.-@TD %<,Y%1 ME
DX5@# 'BN*\$I7RF@X&7#+1\$*CT02WV9(B^AG|A(WAN"DM-HXC<+>C=XV&A
M4S^3H4?N@5""|CSX5RRF?Z')_M7X"7X'&31T_PKCA!OG!7 |C'O)^?
R"3VQ#ODO?.V/O|M;1X^|34NG+KU_WZ+YE8'V7N2Z?5-)%^3 '(X1A(
M/_7Q81JR^9_N|T&0P,U#4 MCF23(A!E%>.,^:CN7D

7<)W01++V8E(2C\^)^E*L.8E!1R>/A9P/'U-"5Y?J\D
M%,,H8251"HW9@W0/6ZNM6)AZ+5HTYZ*M\7 TV>4=NOQ8T3;'X@T1VR(HBGHB
M?M&J9'4N 2(@\$DW7,.)WM,'J U1Q5!V\F93<'H^@A6)0Q\^U*M9P89H_QPX; M4Q
:M>BSSJ%?FH.H-Z-X2)1;O=#Z& S)&:/I4;?.&71%WS J;8^W!G*UA8/IY1*MSRQX;:
(B,E^I;JGA F);1>Z&BMSD6%NSZVJ.Y0Q#X\';K-1<=)4Y2+IW^AMY
M7X>S_ \A\W3#="KU'/Y\8?8*RWM<0Q;C*>% "H1R7\MOU'IRU'S__R"#8 QN1^
MDCJ1));3.'\$0E,IOBDXG# 9,^HQ^@+IZ0+)(! 1",H_0J)^E(D!EC]*P!Z?/
MPPQH+4+JY*>(@R"VT-0C;:HF U#|!"@B"^O@>D.78C'JWL4)6H\$J0N"O-UI M'&
#WQUF%.P.Y,.)O"W*9",+U)/^H E%C9_!6_WI1_% M D YE-,D8M3L<5,)5D(?8)NH-
LX@ZN)Q,N@I<3"YP"W_%CZ?CS Z9AG>#S M#DC3IR?X. R5-B9_=[X-V)-D/F-
JF"T(I%W(&P?>"&D_4F4>Q39/J3'_CRL M'W.->^%XL.=IX<<3^P<##|Y>|R9-
S9LJFC\2,?;CUGY|I'+R_"B'.\U MA07|!|C?73|!#%!;S'QD##+?&S;*F=M'FT=/:=?
V9^D\|D4.48FAVOSG\X?K\ MV;?491Z\$*G)S4UBM(&2URE=BS?IEW'"7FE++0,.\U-
JZ0*S>KC3:5ML8SW5. M+T:(+%WN&EA@%205QJF&@4Y>^_-5%. GP+R%8:V
%,\$C7D7R_2YT:4B&18J M;VO#SE;5U? \$O)_8^|08)Q75'.6&^G"R-
63O(984LPZ5@%\$2M%.LBY:1@;0" M\+GP)=>6(/E._/"Y)3V N=M5D;|.Y03OY1
H\XD|&:A=SN%P#9K^&@O:K1-@ M*!94',NMZ(6CR<|J0(%;ZL|)H\YI#>\$*
W1=+XW:@ "421HEO+(QHV\0Z7U5U M62^W)&T#
Y&9Z15MO=|Q\4%OK^JWI=86W%; \$Z8\$,.=0 ^MIMQ2Q>!:XB?FJ*K-COBB.-R1-
(|R9#U\$P3+5WK>,91U3. YH%K4YPU506I^ M.;+|D&!'|=D)Z?
2#@DILT!|@QR\MM+NA!U"BXIAWVAU0)S4G16-|DIZ*62I MR8_?
W9'TJCX3<.:7':Q4FZU8=N@|* *<|Y%70TG|S-S1%UP6MT\(:RH@|8
MN3>SWF6*D>,45E5?.GC9P5AU!V&|P\$;N>3>N*>Q6F04C*PC%M"0(AH@N\$/#
MC(UM\$KL%\$ROKQLZ=CNCT\$DK8L>/LT7"8.S)|<.'NR!.P5H!'9U_M9:
<3!_C:*.F&A*+_PA(N2|6&:
MON0<75?.L*A'93%GLA^IE^9W|<3%=9|Y"B#|?;JL#4MCMIO?L;3M'W+
M2QOLBMI5BGC:|RI6\W|T;F:%;?0R%>Y"JM^-@3&N;_C|?8>)KTY5;K4;#2G
M0*AJ,4Z#UO 3|=,P|_OK4'-?48.B'BV|=#8%VY2EG4X),RJ3:6?_L:L8
/L4E8<>MW'OJ'7GU^QIA?:6J3XC?M^> M7R& ^TCHGWNKs-KE"7X236YG
^O:H4*N./?+;AO&?RZ%Y6+KBPI;"E6JR\$L M*#_9PKGLX*00<|?<
B0;UVX%>P(P|1Q9YY4#UN"^Q\$.71&M\N6)\IM!+S|9=M= 0G8KZ
MJB\YGU'TGR^,UO*,E;=22"<*+@X|VK#? \$M5_-E./W9^=O^GRU7ZYGA=S5BMM
M8N;:E08WB&|V3*/N!A4IZPZ2L\|D);|O8O3C::0*)NO?|_I4O^<(_SVXK55ARVCO
M'D5*E(OZMNH|W%<00"F-%@IZ7Q!;PK@\$-M'U \T2B1%B8)9LJVQ M_!JP"A^1|_)L(
M076-|8FV>Q\WBN6A,|@,U='7=3#)WZ)?=>)P<6P"GUGH:GWXKP\$|!20|1|/(N<8
M>F3(4?V6G*"XK8!2W%N>XUO---5,A"S%'.S.@NWG+"O-01XC%OO:-A^WR5A^M6
SAJA;?-RQHQCJRQJEE3W_)BZ38 S719V:X@:=4SS8K%,'.5/4+: "I:K
MKNDQEEFV&, #0R5EV,B08R@_H<8&Y+&!SXQ#N>_5_!|C_|J-6+ #&OR! M@>Q.S
8KR85A.P#0G'G9#KB;?\$XQ3H(&2KW3\$W6|DX.<=C!:VAT0N2;KC.9% MEX\BJI?
B^X|!18T-MFAD^#VCI/*Z8TB(X",?4BZ<7!@99*,.9HFB?
2FWG,/SNV.R3TS8MX|TMR_/ %5GXY-@_6SY&8?(M^J7_@J-|:9'XW-9P5.OI1|Z.G?
+B(Q"KNIQ3V:O.;5GG9N>:(%*|I.^%7^O M30|S?OX|@ ::SOR3*^1|9"
|; \$FUND=..ZZXB'HD.%0<'52ZOKZYZ"E)POE^X MF0\$EZ7\$UG5F8YAK\$8?:%5F)3-
ZZ\$VY,BOMB2YARY*/N3*3MZHR8"H4Z2."EH M>E3L!AE.5?
R&;_I=,R+NVB&N68RR0&,"A96\$J+A-LOH9:8>\$=9?|
|B_!|0LVQ/Q%R"7ED9>U\$P.PSY1=^9 I;U*V"2|:=1\$ _&VT MC"!^93L;PB_G-!X4|4:
|22@^|+P"=5N.N\|V%@ZV,.=6FH& 87A|(I^\$1|PX6-MR4&Z
2@Q^K3#4ABLU,NB<8VL%7_P,M<:3^"W-#.B5V|.06\$<\$+9IO_8
MG.%6|P:@#N16|7A0=PL|ZO,YVA;7)??.CGV(Y.+T>^!UMHL^5=/0)\T:K\$_
M#1KN#C^LNK2_)H|;G^5|9,R2SIO5.H%EGJ3:7QF^|7^HJTW_.NB6=VV|9H-
MKK1"BJ "\VBKMO^@C88?F|VYO\ 4\$L#!!0 (%-+ "%E&Y%W8>PL 'DB M 9
>&PO=V|JR:W-H965TS=9MNWDQGS?96E9IRU)M7|V< MV?#&@8|%;M_1@?O-
RDZ|D)|G^97.G\6D^2LF+2M9-H6JAY?+5|_9Y|=HG>B;X M:R&WS>1>D"4+I3|3AW?
YJYE-"LE29BU)2'&YEV|D69(@J/&EESD;ER3&Z?T@
M_0>V';8LTD: ^4>6O1=ZN7\WBFP*2EZFRX?_%UM"ZWDQD
M7=,JHF>&!E51FVOZ6^>^"4-LGV!P>P:7|38+L990TS:|>:G55FBBAC2Z85.9 M&\H5-
07E4ZOQM@!/?>_>I74CTCH7|R6;:U|.6TBE=_LE_#;2'!/2 C%!U6W MZT;|H^CS&1Q
MGRY*V8B_W2Z:5B,5_G\4"/RZ'RN-%LTDS^6J&_&^DOI>SFV^<4+| ^S-;

M^J.6_CGI%P7BK(3C^CT4*_8/2O,@:04\+D>A\NW\%FUD%IX#C_UQ%9J*=)&
M+,%6)0FY>B._>U:)=JZX!??-,|>|X""?N.7/F>J.J2NJL2\$L66\0Y4EK3
MQ\N5+C*43@>Q5R)QK20,<./8CN4ZSAE&U:ZA5Q1Y5A1&(G(=*TYL<7=W)THV
MS0U\X=N^^-0M6M6"(3LI*@Y#*XE#\$.N>%=C!=%\$ 7"EDTZ:MQ...#)V!\$<^+
M+!|TX"|ANWPP\7L2TGC(4+I<+(B7/6.!:8>C#5A\W01Q90>
(N:?"27S+3D+AQ+!E.52QNET!P-^>P@#&XBG,#R\ 79BX?YGB 7 FM M,'9Q%R)
("3C>RP99C,Q/=2TI+3)R&#\$.U*76>):HC5REA)200.MV(F?T35)
M_&ZJ*EOPA;G:V8&ZTRF2-U
MFVOQ(:V1\$=AOV_YM@_(&C(Q2F7O/(6A!/>FJ*U/>&0L(F>J;%PTVL(8<%,?
MZLC2#M1<=4@V_C4"&(\$!N>D@|_*JTYA+[1%E-EC>4=RU:&8X:|_6|"+1|XVXK>L.
M+!|EZ4(^H.8_N?G\3ZPUL>P0=R%I-WR,H^PB0,4Z1=P64M:B5J(I5G6Q++(4
MOL_6:4V%:99_Z/Z)CQJDE>3U<@:5)>Y3BATI=BUN0=%E: ^N1%"R.QH>|HGMF
MJY\$(2A4 MANP-,NA>3E841"BX*G?F1VT\K=,;HS.""Y+V4U=5*4| MH:(LI0Z2I-&'SD
*%1.AV:(LT#P=Y#6%T:A)NAVN,7'F=*6#ZN\$Z+1LEBF13 MAB/(-
V'A:MPU2#:65JFZ@%=,24Y"8)DG7^ "H+=%29E!C.[C X=FP)"B|>E8 MB2^=K,>>A|;&
M6M?B1UE+S=\$J1Z4V)=J:G*H-EJ59IJD\$:2|"-D"YO3Z\$&X_464C&7W0)>;HK
MB*92)'0P#T:,Z>\$^A+GD"*W)'2652KHH*!2#_@<.F\$|71507DHH76C.W+&O
MINV:W=%|<:'KT1,IL!-8FN-W+7XEJE'@8&W1,*"GHJZD[F%%"N!GYNTR V-
MG\$0"Q,!PJ0&^U^)^N\,,8"&AE?'OH4/+T:00^2J_L0_R+H&W78\W>|AX4!I>0 MP&D>
|05IB>:H-I(>Q(X=0H8\T18HEIQU1_5NBLJZ@;("S7\$IE'6P#"E.4(AKCKXK(
M*3P&7LB"*OW,H\$6UFH|F,Q!=T|9WT"/R(D/CQAEV8&Q'K=BHUR3W"4@YETA MNX;
(M2IS@|3#DJ3%WE%|J|&@0P71FMF.8@BW8#5Y|6S|SF30>YKXQM\$0<"|J#AR:)8+
M8|RYD_GNDJDNI"#0#!9|I\$^08_O*H%,2C0/?=-+;5?X/E@L_|1%_K-XZ;/2
M+F;5_2#XU?'/M5R(#A_P: UK2&5,S|_I2#@C|O/AN:D0'(Y T*&5E_",>(3: M"Z!:F
C/Q6I^P.<#D1^.<^Y@=\$+0!|34KA(IHAYG#@8!|F^E(<=&29)&*C;@: MS+@:#.%)%
X*_?A@*GU|(00_@GC#B=+E9TL>E(_CB\$)P\$|'/+:('\$07QCP^
M;QIB1F=.%YX|'5L@=H%%J**GG\$6-J->?11T|DT)9\$0DN?"IE)Q>>3B4&R%\$H
M(5TIG^ 9:&VY?O"4\$ZO .9#CVQ\$,ML'M H2>=HI%U47Q<|!SQ02|A=Q &.< MXR=;
6\$3,,9*&*N|F&\$.8!TGP=/.NV*(, @EP\$/5_!|LUP">#9^\$%QZ#101X M^
MTB1WWU(F8A^)^TL!2!,B%|L+E|24'9)Y-Z(6M('0IQX=E#^2'YR7C6AG M#LS.GYMA?
X*GX2FL|(6X!\$AQ6!T &*T 5|D_TLG:A.|XQ.U_|C)FC'BJC?C M:C#D:C"%4"X(
TZ/AV=OYK2;>L^ ^R>23|=HT_NC)T:O_WJHCL#&5O+XL&H: MW'^*E9KA|;I 'JHR"=
(VI;G"M/\$TZ)"BW\$038=_EZHY!-ZY@6SR.=<2 MU^&-YX)MP/=[^I-8/
5R:E"BTZ1&#:0T;0"^!XB,3F@QY1KH?>P|/N@O@6&"
M;3^BLMV#K4V8&/C.=,E3:,K88S0&|--H:5-G>)0\$ FAD<(*S:\$CM?<14)|"- M<-/J.AI6|
F<<7D7^UT_B_2U>9L-59?E*TVD6,|NS19.4/)ZMKV5Y,R>?&
M|B7).M)3U"Y/5M<|DJRTF5Z:K\$YT(A,GR>K;IY*5EJ<1|BO)&AFJT|EJK.=D
M=8;02L6Q;Y|GDY|8)D5_^B!OMKHZM;|F!|.OZNXM;|G&|;GZ4|2'5JZ*F
M+V"68+6OHV FM/FA@_G0J@W_N&"AVE95?+N6:2XU\$>#|4JEV^\$ +C+|VN?D'
M4\$L#!:0 (-%+%"FFR^A+RQ8 %), 9>&PO=V|R:W-H965T(&., 0PIYM?ON;<;F:|2J.
|7*) V#Z<9_G/AJ>5W=-^U-WHW40OBZK MNGM|M*Q>*^/7RSS MLCYYXJ??6K?
O&K6?576^E,KNO5RF;?W;W75W+T^D2?#@|_EXJ:G|R_>0%KE M" _U%|W|??
6IQ|V)KZO^9M?5|H3_WMYW?4MK.+|C%JU@GWKT.>|K);Y3|/ ^@2NT.GV5I|^ ^>,?
9.S_ M^0B5X4AE>&SUI^KDZ&+|23VR@_B8U_!&^%T/HLE+Q#|C1;Y:M4VJ|, >UWK
MKA/-G|J?7GT0Y%P8NUA7.;M(V5VX|P:N" A6|O,:-LZ|ZL%V+55.7L'C.K
MG_|QHP8B<.#:|R+65OVY2RO=B=|8@&GKGE>6=_HEC9<8V|; Y#Z>SP4^C:O
MUG8'#*OTK:Y&^C>;M?KG=0E)T*ZSYE:WV);E4AFYE&:75=V<^S=B+PN^F@
M04,NE=#S,: &S_>)Y!U@;D7 TV&U=56(F_Q6DZAHRE6S7.7U_1_D"J9_+G#
MWAU0A(D"W+8YS|L0/VZ&8GH'M 'I&%!)DO=WS1%4S6+>Z)XJ?-NW6K#TY*\$
M1(OIKB^)^O,+E1>BOJX8'CQ*SO%5-7CL,8EEB@U)ZV)"
M|XR9.=;CFI<2|LF.FP.M5WMV(|R!(4/7NZKN3,RLI MDOV@/-
(7|&JJ1"Q\$K@LE&*UU>F\$(T%|GU;K8&#O<\$=?VZPN!4"9T|KNQ|M_I
MZ73/-4^Q@*O#&+'7C.B<\$YU0THL1_4K076\@7_C7.*S_J*6N7W_-0PD-M)
ML*>|^!="&S@B'C9&"H :IG0KK0L/\$9 ;@ MQH9BHU6V<8Q+J|;3?95| \$S+(@E%|D
(28,<8,JG&OF8+_DC@BN|9DYE7GT-") M&QB%(H GK(Q4!^: +5)) LR%;T+
S6F:*T2YWQH('L^|LIX.YPX6L WF I#"\$ M67%TXQ:|=,T&"0FO:|U<58VQ "(UAS:UN-
<(9T#C&1YC)3&|R>L%6?MFYJ)E MTHIEV?",N" _6,P+ _J48LO+(B-@PPL?2HFQ!K@-
Z*MS#0.V_6K?AYG;<|+0=S MI4A.WDYQ-^| "UD!D=ZM5P3@?

#JP2TR4P!3Z'B\$=L9\$0>/83 [QK-DLF>K7N1YI+9(LH M,@J:W]^4+JHDSW0QNW!2D?J
M8*H0/ 3X;JV'/*@!PB+B|>#VHU>L MNX&* _7HWF\R:Y1*&7UI104*.:YQ;.*#PID
TS:0(U">AR@ _@%KTNC>00/B8&
MF*#ES)C&"H.Y1/+DN7\$TCLM.=!QC%&C5^?)0>+IP K;-V6!4XK!4R-)*BG75
M#*EL3 _&GUOT@DQ("GAGD< *&D^=Y8T;H|+A+G8F /=O%)A'(:=ZX30_\$;)F% MVQ
UUO4%);5Z\$L:<'4Y/?OCTCY.S"W%9) _&WM;5D77W
MVA9S\$!W\$AB1P5FHC=,)ERWJ)^/ U7PX.#5;@CYRC4?
G;_.*!WSA9IH=|M|66IU3+Y1.O0"E(5TG6N;G MUW8!TXVS>.@,|N.R-
SSCO%YH(Z*O_PGD|=,)W+@&Q63"=YSN^ D&?V34PQ2 MV>L4B39G
6":XJIN:C@RBY9U<,|?-QQ7QW#-T6T/GRRT71:Y|!Y*9WDQH12
M\$XUJ;M2LR4:_VA;8TIE02!|\$XMFWO!%<,JZ6*DP.REC9Y.|S|KUIW6J'8V
M(^6,Q1;FTA!=& E+KAH&O;HUM4GWY/,@\$8@_SNC-"K!S^5E3 M-*E|A&4,
V!E:T^+T?CRL\$Q?BK=Z4=:<\$@YV|5|B|:(TOF<@O3!:<"&E M)U-)%UZ0T3=)B#^1H!
(_%%=L=>08@7|F?/QW&JOXC#|C?'XVI3'8QE)" MBDC(@\$;),!&?1AL|-:2=;9,Y&M^IC*
(ST.!G4@1H(*) (8@-ZDL8AB9 [0@X; MH53\$AO*B*#-L1#%?
>&%\$|,0IL1%X/KY^0!W!;Z>.V LD"5TET)=2-|+HY3Y MB!5_2N(FC"&9;*
(/WRA#QMG9^_DJ USAB92A2%+2|Y3|!'T\$40P2\$FA#!AF4
MB=4D|*|@|VQ7';\$7IQ&QD7I9G%JKDL;JXM1GOIB-
U(O""GEU|^E9T3=)9IPC2@|Y!TPXD48C'IB>ZB05@9 J\$DJ22@)8|A-4DH"" M+
(G\$J2*_2^!?!IU*22A19|0^5#G 5A0:NV\$|8L|+(RX)0 M?;|EFRDVFQ4WD2^_!TLR/@<_J
\$?"V,64|QN.-,I^H, Y*(E:>29*(ZR\$AZ M*DB\$A#>1:~MD\$S#ZC0(/Z8U&A?
#E4Q5C!|N'O%:O|R/GA)|J|*\$L-)VDA^1
M+GOS+'YY%'&WC(EGLI5|>#J)2.^01|A2MUTOB!|+TDXSL%<\$F\$FNK&^M'M06
MGTZ9 NL1^P=^2M +?_PVXBD9=,F&-Z8ADY^EQW#R5Y*A2GPCRTGP>|!118A,
M,LW^(X+;ZQA#)|4>F>VT.KAFPBOZWJ- _MBCM)76W4U)U1B?HQ7PK6+-";MM
M\$AB^_RVR_8W_|R=0E(P@?|_#2&"3A8RJMI+ MRBZEI>(#)|INTOP?J670\$;-!;
()TMQ@< OF G)?A&?M_IF5Y>XUL\$>.,NQWA6 MB#V10|+F_C#701,7-,EDH%4'>\$Z!
&^9'KX8&9R)V)CTU1SLM9/C9'WC9M MV|Q1D?|^Z+61E6_Z#>_.2:L*X"_6^-R3-
2%#8E*G?QJD:>AI^,QZ)G3L/QK M7|JSE\$|6EO;
<"**HB|PMA*Y*;K)H8^|K:A11|ZE'24L=FD)?I%;KM.LRHWK|C8E;%.
|XZ9\$1SO|*&=1(Z M"V(!:6#^#AC_2|X/^@#CF55^)DT_7G0M/AD3Q3>(1#
<|OY;\$|=N#3X|9BV# M_-|Y)K+JX&|'0PZC'^^OS\$ "XPB, PS-S#X7!TIX5_X"0BPNQ|
<"200?%/) MVGDQYAW UP./#3T^I0!1:|!>SUQ?(G?>0X@^0@|7O YIV_"S/S
M#S2'XR;NE#T# V;_ED;C!4G%,*4.\$NQ-)1#OAU|9,R>\$,.1.O"B:!)<,_Z+
M2C4=5460<(@|^E;,<-R"S&5>Z*>Z)!^^V,-
_)KCH8|M*1|\$EP7'#>>5BFLNR*L>TM8={93.MMSL, _1TCY+K_OL Y&TXEP
M|^GV||R_W^VGOS0U.>7LUE+W?&".SJX+EN8YUXUW_9K
M=MN6'FOSV%#@.M_@?D?|==\$U^O|QU|JBQ
M*#1ZIE+;GKN9N6|8N6GB;VLC2.3HJD>K&ELY_RS,%7_^)
(#G;KP#B:^MMQSHX:7Y%0\$DJGO^2&GW=QGHKY!%GAA%%!+ MQO?2@!H*O
D|Z)D+#W%_*IDY*XY|9-&M*@\$YAD;X@N*/PP;9%QD2990%V MD4)"G0EF2!36
8*HQY/S:|\$=_G>,ELM%RT\$*R?DH*&B):U/8;Y"9/B'J9W|"G4+ZE \$? M|WA^1GH-
0D^&IAV<&+M07H\$!V09RDTZ((=*\$VN-%P_+T^A(>K9'4\$|-T:/
M49_%T3.+WHT(5M#8UTU\$#7XF)H!KS|<|
M,O622+\$|>FEF&8PR+X7|H0H^RY1(&"@C6E&>,E-\$<:,S(N"<\$<3 "0?^T-<
MB@)8&&,4=:-F5P<>NF^P.|R.641" _Y1X!GD9+,8N+%8X\$<6!9%3
M|"E0S*F1|E/F|S#&2"| (0^=J|/;0(>OP>50!V|IQ-"9BCT+-#A-P* GFGD\$!
MOZ>P/A4;Y5G<3#(5L;\$ QCRB/.9H!O|+3)O8# _@S(_L-9.B%RD0|GR\$|!"2|
MRK'(\$@)9L_'SB1'F".F/ISKULB294 T C>5SJ-E-C,_%7YJE%N|_7E-F^R|A2SED|*
(T9QR*3;*/%2QC^*-(05/G*1F\$J;U6;5 MC=2(:Z!'1E"&-9)|6?
N4N,=2!#PRI^M(|R)_0.*D&ICOV>7X*84F<@00@*I MC(QB0"0I42:9;M2(: V8"
FYV=4!>@#;:&-G)X .H@X%T&TQ2A3_#\$|#^*3D MP F0:B0S#\$GP+??*
M1:AC+74NWI4M_=|7\$W&&T&8L#2)&BJ,0^&0? 0(:)R%W|8VA1-.KS+FX23P4
MOP8S%25EWM37AQB18R@>PDY;I5W(TF6CF";#GN Z|!A,G,O,6?<7I0%#AU1
M|@A/SC@DL.&8TWY:6=BW>#8J| G|-X0B%|LC/5?4"9/(5^YAR A2#WDKK8S
MM5OX.AL>W"5T*|_P6T\$LF%SOGO?L1|^=P(7\$/OL|)%*5(V6PLS^@P*>)H@ #
MD3_E=Q\$(V84S5@'E++ 2L"SHV1"|(1)O0DW4UA,AGQ:T&*^>1E_ [#DBG
MXY0M'M@<:,6U,*.WB0*5T;LLP*0@X!2=^|= J#V|FX.EJ812,LZ?,V5|)/P% M

W^I3:VJA!M2,ASR:2JZ8WXG8N1/2:2:_L,6\$^Q&)6Y)A,IN?)2H9=Q.0T/M-S5+
/&S270TIA5!EM=0T,|>0:WJE)!MZ64VAE0,=,>[ELM]'JUL!#
MJ/S""U1%KPI*|XHGO>S)>2\$2A(SS&|5U,A,:(.YP:,H4U6\&A&&ZL36*T,2D M,
(FX9MT59!P02F 322?=\$ADT06#%|2/;:L18,A4O?#?P?:Y/Z0TXQ?D#1B9^
MQF|TD2G'*\$%JC!ZM4AT^_1,0@\$0!_L|<4YAE|0|SBM^EJ4HBJ1Q;'.3..=4J;|=H'^X3,T
L:962=AH4T|8V"R-8|*8HLR|*DS%|'^D|<5LQ8&XLC?
M:3K_8JP|6J0^#|V_7JF*,CD#S9U,HX4<2 S'7Z A^FT4+O*YV,P9#AVYH2?
E%|>_27IJZ^91A2IE:|H/ ML0V &AIWCH#V*K&.FW&;6?H9O^|%|^3BV|C-ZJE2I1=?
TQTY!|<)9499)PB M9%|.M3@DJ>>1/%BG3LDS8\$GDA1:.)QK?)\$!=""SC7#F-+(8\$I>
N4ES|1%/EJH M1KZGN#F*PCE0|L5F|'|H.)FSPF9LAI2+<4)\$!SA^45FJLQ9R=
<3Q@\$ZH%(-)\$|<M>VG&_KT(@TN8G>T2SITOU-C+'@.%DH_.,@8N_Z6|/#-QDW^|(
MO7!^YPD\$+OC7K/CW9>K>_.33^'3|P:Q+|SM1F^FU|8^YNVB1%B|J|Q3_8LD
M.A&M^04K<|,W*_|5J.NF|YLE7|H|HO- M#<#WZ;IAQO:8/P9L3?_#U!+ P04 M"
|32PA9VZKDH:0% #K\$0 &0 'AL+W=O+,S2WUXDPU5HJ*+S68
MIBR9OKOD4FW/1|&HGW@OK@M+\$Y/%6),JRUHDD9K M-
""N.FT\$)RI*RLIJ7!6H9Q=OF*Y\$=6U@R36L"J;YV<2B75J=9)V-R|9&^(B- M%-
ZIRA8&WE0YS|_4GR"> 538@|H.GS3X>U.-(?('|/TP?L)>_#@9.701P4|"
M/Q=K8S76Q+_|&W-Q?O-49^X<\$0BN'@|AFX\$M58W(N<&=V 6-
|OAAG9U_IU0M^90LSLD M\$0MLRW3>"6;H#Q(65*I"AS==JX9MJ*3-3,(B(P/&NT ML
)W=?\$IF)08/(@QG)AN*3!/?73)5U8YDC'|4!_G4"ZD;:AB\$VW'%'B,:PQ(AK
M6@|J8.XYH2LTRZH|\$,8TN!D6H-4BM-5G1^T>H:7NTAA2H*&\$* M6183Y<*UW|6C?
1(XPD&55.N M<2|JNYVQ@-^2Z5!|A|_|#|4&.(YPBPVVC>&UD W9?|R3KN:
<5D|2>,0!WVSP MS",8CX?H@^007=Z&H|=4MZHQ&/D6,Z|M'S%,QGW=YGC2'\$,ZB?
R):_Y^%'61 M_W,GB#=#,R(=!)"%.DIA&
Z|@2+QT%N)@YL73!|/|@QIP.ZA;K:=W8WL)|AU,B MN@ZG1L-
K0MMI7<7Y<#0|=D"&X+7Y).5'H'1_\$8ZA8V|D|OF\$O!B8RR& TUZ M7?
@IM@<#"V(OFL^|=33L/WBQ75,?CP,|#,W&&-.06W9IHSVSR|:GGSJD/2+JFKL+
ML;SSD,@Z=GWB"#.T=?XL(:UYQAK3\$E+/0XY6#!_N#UO5R+P|!|:'+'9G4'PG4IHF/L2(
M,4V_A920(^8MRG3F!:/@"U(*Q^'<_=-|?D!*NRLO(B56XZW|5N_.,9('">&
MB)OZ\$*/M1^F3%#6|3+R\$H'XL?MKWBC?9>0\$ON;YVGQD,[MQ4MGT7'V:'+'QD7
M|00\O7C|&>0=T|<"09%|@ZK^>)|J.VNMQ_V!5|5|GU|I:5;IAP1F6.PG@^D8I
MVS_0!L/WG<5_4\$|L#!0 (-%+%"0E&8PO*A< &8A 9>&PO=V|R M:W-
H965TJO:CWHNI2%W==7HL|*R+N:R%/E8+V<="F6IK8>"TO1GK120%U K5
MU9B&83*N1=D,SD_MM;?M^:E:FJLY-
N6Z&5=B_;SI:S4|=D@&G07WI4WG"W\$CKZ7YL'C;PMEXI65:UK+1I6I(*V=G@XOHY)+
ME/J()Z^F9X,0#9*5+ QJ\$/#U25|)JD)%8,8O7N=@-24*;AYWVK^WOH,O\$Z'E
ME:K^4T|_&R0#COD)5VOXGMVYLGY(L=1&U5X8+*C+MQGV+.X_#AD
6|A"@7H!:N|U\$ULKOA!'GIZVZ)2V.!FUX8%VUTF!G8P/3X.!QX55>.I5TA|J\$ M_*@:,|?
D93.5TVWY,9BWL|V-E|200K_O6R.21P&A(:4|=\$7KWR.K;YXA|YK MHXJ/T|T0A3R;
|8 M:ME^DH/S?_XC2L)O|JC,5C:S?=H?%J='JB3OYY+,5-6)6S8WQ(A))36QSC4&
M,K*HA-,EK"P\$)I@FD/-S2#1BF6|K(214Z+L',76*6?H|)S0%TA, @^K91\$ M-
%.BRSM2(X/(0K:EFFHBD4@\$:'|7-+CX2^
2M1BSN"G^'+.ZAP6H|(:VGMQXL7GT19H;|',/9(BTI"JD\T;)8MJ4I MI3XA5W/1W*|H
'|90,UL2I_A=F|9S=0\$LD4AB-VX*|SAKP@PRB(V@\$1S\$+ MW7G(X?S=%X@2,?T?5(
:T4:8<)K5)#@'|@3'6-D3|H,4(?+5\$>+S)VX\$(|=K M;5?
P%DAV%J.|G:4OZT6E/|/R\$|G(66G(HA(-P')1J|:4OSH/P#!GM2E;:1W! M45B+EZ(M1>5
|A:0B),ACT\$@\$IF'/% M_ZG'&2(|(BS:1;T8"9Z"SS3.|E,O#""T!K@7L-S6B#1(4KAR#
<7Q&96ZP^QC M8#>WM2|@>6(O00'F/Y)|-M?Y|RYSMB5J4|!#..L#XUBA;
(EB_*%4RR%|)*% M MR7=1C;.,|0S*_%8Q&#^5<%*CT).|B)= M@C7:%BX>QKVD|J'|(+
J,19CL&|52FVI@U4I D+W-)U=SZEMO.V#'+;LX)E: MM@?
|3<|8/W77;W:|9=E,D19R>O(EG|>YNO;Y8F.^2P&. T+"D O K"*1+|0V
MBW)8M2P/AY0'E+O#*&9!%D'""|4S*B4VDG@:|:|W631C\$"4;-6U;|3 ME=
N?/A!A@*S6X#|R&?68?'.|0%3@^J0-8+97*+L 0'V)6 =,R!;/#(?B&V|+ MB@:
(_'D3UAQ0C7DGS% A5%1R!^&JJ_RX?KPZ7%#|HN?!^+J|4\$-H+|&&R?
MCN,V>2.>|93Z.:1!0B,W798&&=O!<>_GGCX|C1<'SY5/%P5QO:+8VX^,"J^
M#44U75^V(R8.I'0);/5U(FU:1CE8 /=QW69X7CTUL9WTD
":R(F:..S%5W;MV|VYZES27U4%B|9&W|01 M87."ONTCK|G/
Y2:S62!@W|HP>I71M:X:.",8JVD\$/WS9*"SPOE/'NYP9_-,"

M=_JKIFYR[30L8C")4+8F6R@1Y6N;_6B\$&Z|>-JNS&PQC5H5!YX(AC1:K5L*
M\$@1T@6AG19^"GNYL R-+=.H8T@7+U7AF8TA<#|'GA?6L:O\$E'F|X?W/3XFX8'
M:#BT#P.C>Y'1/C#T169H*^OH#Z-E\$CV>EM@+|J1EC,3_BI9IK_-8V>-LR_D#
M>R'/DY3/(@8U_A:+(^)"Z"=E_VY70/^SC+>|@'G?(\^C%LJ^|+O^=:\$Y|#_?Z*
MQ9#S|/%TC.)|_#Q^3).WC8|)V|)'C0|&&^ ^L.'N*Y\$-AOSZ66&UL<&(O2W?>|
MJ39P'8T^!AS>V|V5W|/:%FN>PGQ;&V\$(,MY>FJV-)O<4!;K&#EDKB%J|@UL
M1H|(8!7(2S_H+2_Z&|WWO4<=;|S|KF5|8|_P:U+2+C7X*NKJQ|17+AWY^OA
M|A<(\XKV!BE=R1F(AL&ULM5=M;|LV\$/XKA%IT-J!%|Y:)=)@:2+\$,|K(.1 M=-
N'81|HB;,)4J1&4G'<7|ZB6*EZ;IAL&0*))W#^ ^=Y|.J|T|_CC%+|BLA
MS;FWL|8^#0)3|/%A\$S8FJF82=C=(5M3#5V|#4FM'2,54BB,-P%E242V|YYM96
M>GFF&BNX9"M-3%-55!NF5#|Y*3|@5JZ_M/-J3S12_OI^.%4=-PC')3KEUFK8YY-
MAND|YBW?O(IFX=MGI\$T':=/GT+!|<_B/'WET^#DXXZ1C1*0IEQNB:5KP0PQ_M4!
<@|>V.6-BFE6K_@&KC9A+V.J:Y*GE!UAU6H8R%:"W45O+/K"3K@Z.|4E5-
MY0&QOO.WK^9QE+|U@-/F>0VB^*0&D._U@|=PE4Q^YAL009;D':/"|J: ^FYBF
MKH4CHX*P7K4C9D,FWNWUS,#AV5@_M/_M-V7T-)054@S,:+4DG-:,\$&C&4O+^&@S;?
EGZHI09|E&CBP\$ \$0BZX\$S8H_MH-";SM:/=|JT5N-'SQA\$' \$M84J;|!R-4\$!OP)
(@A'ZDSXB^A4,F/Q9QF!E_MPX\$A5&_&VM2|2%8VVE_NN.J<.R3>D2<|)NN9A
M|^-.@P?'|>2%2Y/W\$HRC&@/09DIF01(&6#Z&K^3%:|=CB|TF8??,X(GPR>&5_MD_?
CR"#Y+";S*(6'S.,ICM\$BF|(H>_B*&PPV8XS_M_BI70S6'L^&B^,%G)@"5(IXR?
3%0(^C9%)H5G(L;5"C\$D4(B*(E^5DMG"N_M_D?
F3R"S5,6FO1GBQ3>LR2'N(G@R4DVR|"4Z5>#(_S'/P(8|)(_U-PI!"2_M63X'KT2(%_|X'
J#1'B@B-&Q_00(S!%E+PT/-)%%Q|Y8NK,&.,|16OFH722\$;O;HK/ZDEA_Z:PV6A|L'
MKQ1IONF|CZ-+%;IOX4HVK6NM|CDT|JTPVZY|6RT(N|SQW|^6\$;_M"6!_HY3M)WC
|'=J^3=02P,\$%_@_4TL(64J(G@#H_P_U@@_!D!X_M;|"JW;W)K&ULG59M;|LV\$/XK|ZT;L"
(7JC7S#:0_MI"F686V#)ML^#/M_2V=)B\$2J)%TG_WY'2E9L,V&?1)X|USS|U(I^5>J@?=
M(|IX|NA5UYCS'#N^|ILL.?Z3_XHZ&8K5<|_57MZT\$AKYQ1W_E1\$*1^SUOA
MK9=.=JO62|DS72OP5H'>|3U73Y?8R?W*"|V#X%-;-18*_|5RX#7>H?E|N%5T
MF>4JNU1Z%8*4+A=>1?A^65L|9W""RWN|= \$>;"0;*1_LX:9:>8\$EA|V6QB)P
M6K|@%7;=|2(:GR=;_W9I#8_W!_1W+G:*9<,U7LGNS|8RS=^23W_MO^
43V+Q2MEH|X3|J,LR#|J=-K*?C(E!WXIQY8|3'HX;|N;|M%D\$#G>HR/'MABTW?
+U4<@_*A.:W;A0G361:X4MRIU1=-N2G5E_-TJN!&E|!&XJ.#C@(|J:
M5M1P_4B5U|CT#?FOVGXY85Z.F-\$W,%-X+X5L-%R+|JM3>Y_XS22C|G+Z%7_M7W?
B#%BP@"B(XE?PV!PT^7PAY1XY=1|>MSK@=>MXLJC|T.C^H+>^H?
OPC3X^17.|R'Z2@>PUR:Z^?C?&Q1*PL:OC|=F|MKA76W*
36#T04K0\$3UL;:>O+_%09?J6D&VX%&@=._M\$6+W=
WC4(|:7&X:Q|/|3>V%#E3A,3_1.D/@M|V|SSCKTH^W#\$=JK_F&M;
MF|9\$*!NN:HK@#:1H8|Q0<|PP:+0K5\$;PS57A%)3F\$KV4\$HU2.42MA?\$K&NW
M2&G2.|4%_9))E\$&2Q+3+LHR>85K_!YH&-7W1J29CR33O7,8|R:U0M74K7&)|L
M*MUE% = 2"RD>)+3#DFS_%C&"#L- WH&<0KWKCKR6.T-
1(L|B%P<:@VI%JP!;:,|6Q11#K|1HTTJC\$)+64*)<@%0NNZQ;(3L9/TT>XXI,HN0)BGD
MBY!BS0B9P;NW-U0-LI^GEVMP%<:|I4/3#BEQ)BU!-ADN7W36Y?E|N7E14W6_M:B-
MWVQ5CE^6IMC(\$G|6JTN|+91,^:9=-CD:#":7&ZGSWMO7?.U3\?:UJF-
^S5%S|KU;JD"Y=O7V_E2MVT|K?MIP)_708IJ=ZH
MW&J3BT(MW_2NAR|OQK2>%_Q=JYUM?1=DR<*8K_3'A_1;-T*J4PE)4F0^_|>
MW:HL(T%0XYN7V0M;THWMH|7TIVP|;%E(JVY-|@^=ENLWO5E/I&HJZS|;-8_
M*6_/ %KN- M6,MWLI1O7Q=F)PI:#6GTA4WENZ&3EVHH_YZE*N_=?
0J&@U:C6ZF9T4N#/5=X7_M2_2H%|H?%)>'*R.65|A.U8N"|L1M|"U!N
=+D6MXRQ*L0_KQ>6K_K\$!. M_OBP?(J|S|YJ6X3A)3Y:7.5^*3R72BE8UZ=&>Y
M5@!ULY7YXY^LN,IS2F;89VN*4F_7BAXQ%'S|52""|. *EM@F6/"I9"\$64\$>|4
MHC8+>"\$>LM-'45NJD*G9DIKU_|=WOT'?/JT<7@QFD;BI+.RUENY8Z%R2>5:<M?
3%;G8C9X.K|95M|TB.PX-I:55HA|2Y|CR1BO;V#9>Y\$/HHS
M;U!QCB4\$|PYOJG|838:3E|95->,A8-7-MM8ES9_,M#LKY-
%BTZJOCBU5/E\$|URG#X|6U39<&;DO=ZM,"02ZO|HMHF?-WA/2'PZI
MQS^S(YA+C0E(DVF%<+(R|UXJ'Q'/E%X%LFT.H%@3,LHE;CA;<\$*"3@O\$#L4D_M|;
<\$4>?:1LBMJK@F8\$C>|TE8NA0M&H@_V7@#|((^SR'|+M;OH801>AG
M+E%1Z\$!;5SDM_X+ '-5">&#VL'IDL."3)4(\$>KNBY5N5>@_MUHU22.;86&):(2
DZ79OD!M(K147+?N:@%,S@?!U4.B*\$WN5_9L-JQ\$N|2/_M,D:Y+C_H|;ES)UV*.2\$=
(6&7E'RYR#?)RV84P>)>%IK,|3XAB_FY+&|_J|KG_M5@-&D|4=YH

3"#V\X:AI0=K\$6,BFZF\$+AOB^JP:++&SS.+X \$H5T89\$PB\$-5)M)'=EZ\$CX5CSWN-
);YW/TTIB!WK%0)G75M-B+R2^<%GZ4F^TKU^&)CTUB M^/).8A!E71!6LXB\A3:++
(>FW,H^?A@0\$F;E@"6FF)2TV1A4)EV=+%HJ,\$* MO88OS<[IOMT-H\XA:2
5,Y\!L:D@YO?%)_GHT&UK#E44G RX ML*'(S)89P76@"8#2"Q.M0)_D#
(+ZAT1!\6*B1&Z-0\77="I6#9%F7S61O3" MF0V'4PMQ3R7U5TZYU)!R%51-
E:\$V@&*!R.L3)FDG'_+VNB<.ONM\X.=X?2 M)^^ESNJJIAY
#>ZCC\,P&/==Q\!QAW0\ZN56)LX<;VE0ZS!_7+FK:V2=WAJ^MX'.F&MZCN1W;ME?
@MF02D\X:Y=6A+GJ&M1M3(0BV"%54.&GV42GJD5L)\$9.O"[G0=.UWOJ<-M24-.D5Z
5^@_%H7YJHJ+;%\$2DE/UE::QJPC HQ&9US^3S:"G))>I(IT#7G:O! MODY6:&6
I=2%BWBG.G,8\,0_4.#T/KZ@M'8"D%^IVE-1KW+JHVYD_E7PS.4J MI;.>>NT"X*[J^;
(#QT*A0BI?RD/B\FG#9*U_T8(I\G\Y/OZN"6FG6OW,"+MT%%1VW]=DAQLJ!QYZ9@#
_2*JW5-L\18RD1W;CL:~0HJWX#IG>|&_7F\$#6N2 M9DW=L=8I3?
C!DG;PUZ"&S!YQT>GB Y&T:%%L8X962%M)-A3)5^Y MW_\$[G4>!+1XJWQSS2LQV
UW_*Z0\;G:~*.WD=MHU'V@-*G4QD@41'DIFK MEJX3U(8;RMU:4Q?7L,2U
2YB:7QM\$'@F \$R1C-Q*\V D\N0"ZK6!#R4?8YW M 4WM_[4W:1H
MX^@X.=GB@D=KW98.##QK@(07ZV7R)/F!T1R\7R/U;~VF(MO*LCUA>|TQ'=,
|<\$;>IN&|\$@7^DBT050OMCA=:\6L\HUU^|H^\$3?%LS88'
MM^TCPH\+/!%9\[@^D=0SOUN\XS=9\JC MM%"
..!'/8P#+,~*P5OUI68)*!-1JFWLG0;S>X7\;DC:~|<_I+:WEZ 6. M("JH?
&0"^HKMDX1#G^MH\33KBSVA0.#IXHC?6Y)!P/A8(4\$U'"=ZLI^4&X+ MJ;RF;BV)Y-
/N*/9\!J/G?._RN%_I\IV)&P4*FG&H 3C>MFGIX\$1@%X5:N4F M^L>G
_87\GR.TUM57ICEQ?Z!713F>P"KO,OT@S^~\|T?JYR%9\[@+1)\B5|"
M7\JE_;A0G'T@7\$UELB\;D,AY<|FWA:RQ^:9GB"|&'O%\$M'\$6_/'PT\;D+
MHO%TA/^GT7PZIZ.R^NQ(W.B,N^&SJ_FY!\N\SL5GM:01!'+;PN*9&[C@P^)
M+M\H\FBKWZ\$/FN(&@|@2S3/:W-PZ*Z:(T71H/Q')^3Z>Q9 M_>PPFDXF^)R;!X!R-
(!FTUPZB0=7(AY='?+RF'4P M.GC;\$?*>BU\$TG@_A|&@ZFYZ#.&3\0\$OQ B&3"?
X,AQ%D^&5N/'_P_\$'4ZC M>#ZF+Q-H?G6*NH-CU)W&\$#-Z/G7G3-
W94>J.HM%H"A?/KD8GZ0LWQ>,)N6DX M&YXB\;R:#^:(S0&T? Z!9\,IE!B25WZ?
P'.X>H+/(?CV'+T=5DA,18=QTD M\1"5A=@T&3N"3P!>2?
3!?,)'^CJW@BXFDTG\$^_C\#C*(U9V/8,SDX'\$<
MS9&P7H@8L0:H@OMOW(.V*Z\W'[2%1W!)4F'*<5U>.>.#HJOCU:F\$.X\XN#.4+
MKH'=07U+!WL\;P*.J/A\$-~|=-9Y)6*O(SV\YSN*"EJ^ZNRIGZ\#2BE5OW@")H
M\+>MJI\5/@;+M&T,"N6Y59*I?#|24B0T9\AT2:=VG&5RXQMV.7RZC';Z<\NU\0FI.?
C8N\!DS+@= MJXWD-QR4S.A!9K-O:(\;6DF\;SBN>6?E<'MFX=-
|:8B")95YXRAJV|=#SU; M(S1A\K&5L\F+2_&_2NOH8S.IS:I>!\$W%
|HNZZ7#QAI>>#-@M;I:M*4##^QP7\KIL096'J%|QNX>4"8&B M>T\$O7 VO-
UZ\|M_J:Y>|=R(^ (53I&S=02MP\ZTZN>>SY?_U&:~; CMS E4@A_
M72,3\8(6X/>E,67\|VT07OI^Q\02P,\$% @ 4TL(67H?*%\$2. P \$P@ M!D
|X;|W;W)K&ULE591;|LV\$/XK\|7H4RK9 MLINFJ6T@2==U P(\$|;H\#N@I+-
\$E")5WBF._V.E*(X0&QL+|%(WGWWW?&|
M8U8\YW\0@|CPT!I+ZZ1A\BZSC,H&6T6IZ\#*R=;Y5K\$L?9U1YU%5T:DU63Z;
MG6>MTC;9K.+>G=^L7,|&6\SS0'W;*K^_1N-VZV2>/&Y\U77#82\;K#I5XS?D
M\|V=EU4VH52Z140:6?"X72=7\OK9;"/!G\JW-!-X1,"N=^A,5OU3J9\4)H ML,2
H.3G'F_0F D-'Z.F,D4,C@>?C^B?XZY2RZ%(KQOYB|=<;-.+A*H<*MZ MPU_=
|@N.^;P+>*4S%/_;K#-|P3*GMBUH\;P:+4=?M7#6(<#AXO9\$8=|+=,@C
M\|R%09/E)L=JLO-N\#|:"%CYBJM%;R&D;+N4;>SG5XL>;SIHJ6VIEX-=>>649
MD589"W(XS\H1Y7I R8^@G,.ML\|P0_&(KK)\H9)HHI4_TKK.3P+^WML4%K,S MR&?
Y\@3>8DIS\$?\$61_">DH._KPIB+VKXYZ4!YCERS"A0RZI4R6N\$VD!0G^/MR>;-
J_GY\;.)DLN)Y/(4^G^~B_~/G\T"#>N\93=BZJ\1\MF#Y63(^L8-%&/ M\$
|K)Q\N%\$M\!;2\0O9:X\@M"JTT;R7G=+55L?;!9CC6S?O+K(Y^~|_M4NA"W?
8M=\$|8V(1LY%9%B5ZJPOMG^4ZZ%;5*CIU\$C>(E+9+< MZE*V0=08SPQ
:5\$)ZR1;Y0\K H.>GCY>OVXL7NV;|H/>2-FQNZJL\>O9INNV M+|/|=;&15:
|FJVL\635M%7>X;9=G^MM*_EV525YS\G\7F5JWIV\;R.X?VW78H75R')&X&?E-
SIR34C3Q9+X%NWBY?SS@9)\$M9=*0A MQ\^MO)9E28I@QJ\YVP\DC9.KP?MWQC?
XL.V%*N\K\|L MWC>|H3S)R)\15-JAY?
MK&S@SUC1ZZZIW&984*G:_N9W+@Z3#2E_9(/O-OC& M;GN0L?)-
WN47K\|FQUJ2AC;Z,*Z:W3!.U924FZ\|%4X5\W<6-
7"/\$"XO%V29,=P.-8A^LWES16\O+EF?@H(S\XD M;_:"G:HY"K/^0*D\G5W9J\GQ'.

{&'&MZYQ=G<> U)B.YD M7N)4ZZ(Y9K+E&U5C@|I+=KF|5;H|6Q^-@W-
EU^DODA>ZLF)%%|5(%ITQD/M MPV./-8A BS#D-
>M:./WD4=Y*MV>)U6V.B,MRSU9M4YFX.7^'^)Z-"Z/EL*_J
M:|7MS2.VR9&NG2QOY1BU9K4R9I9-89*/N+ ^%,47NL1| ^, <;#(R2X7I)TX?0I
MJ5^RE5IU4M9/J2(KOY4 9#Q4UZ6<@^ K E8S8K| -| ^!;S-;CK(>VRW404E MOBCI)=2
2|J&0MS7W?(E)|A-AQ4D#>M8;5 T/>5:D1KCD;H|:O@&G>W7/F|
MV4(C23J80;|1TH0PVE(--H=-F|JMD|6==Z7|
|FM/)8|1\$IKI5UX936RE6I9)9>JR\$N/K1'V M+2O52D|H|@UK|8*ETOE"EFF;U:;BH+E=-
WUHF_"HOFUJ.J)RX<8CYSY91OC|P M"D' LX;JC|DH(P@XP(^L,D=660M53
\$.H,NM"&T\$=(O|R314)#(E9UA0@=.A?5A|/?!C;> MJ|&?
=JX_C;J>C@SE=D)*F1>;CZIL|Z6&K\$9,_(B8&W9AYV:3JX*&.|&=@ MOP
R'\$J/;|R|-=B\$R1F2;25M!CRM)J3CF 8JKJ942T.RJ%<4FB8TZ0UB,|B
M"F32|(P1=)8FZALS!9F18(B9L1EA)'6HO2\$4C@K<2+&@%P;;8R|BG-
|@Z|H|VUV@Z,@O"B7TKZ6PX<#WAF9"O*A/R50|" MN4D|G)J,N*|S\$C'V04
MP0S4X%#0:U.UFOY.4M;|3:X #| #3>TTZO,|,HQ"U<|E'-K#%?@SLB\$-T
MHF&V(O.V"4JT.7DH'D+\$%(?,T.1<3"O\$|+*>0-CT1B*5BT.@X|!TR00M%K7
MP\$>1\$U<AVN&S|6;|+ND9=NT&3P55Z"43?_JO8WCW.F|9M;8E>R,+62U@
M;2#;BTI R:=1>/HRQ/ J(|=7&7;ZELYL>HT@Z/DXMOTZPD,FOY>|ZVE5FB=
M#'\$HV)2=L#3R_)#C0N ?_9Z*^6%YE'=5P(+0|,4@MP(FML\$S::S8)VHCKB7
M13|4DJRY"=@|2JYY4:?(%)@3T)/+|NPYZ/<|D?AF"W?7/S3UQZH3#U7-,@_5 MSF!G+
AIY"=SY@LO2>)|.T:|,R^.?>SD:3*)@B|#BTPRK\$6'@BH@2)R\$M\$P/Z&
MW03")>CW'1P(EP=LDO+Q@ "%X%Z2^2Q.O912E7DA'I^*S(M\$. ">| M.#-
ZOFV:Y4Z|.N(0|TAGAD PA4)Q H"&+!@ (1)ARGUX8SYK9-/.,D/M V, E=
M'V&2TR!)YTA|DJ4HT23 "5%(9OFFL(Q22B|(V)|+*G/@"70XG\$S,XO1Y M)|@\$.DXR*
6>F(K1AX)Z?|6-\$ JB%"0N#!DD5T!Q:?BYB"1&"(A'!"@U=J:E M7L3C/P"-
P#9N682L.S'VC=W*"Y/H\$T@DC@R)A,,2R()R&(DD0@<(0"L/1B
M(I'4X@|T'V8|D4CLHSK!|5,2B;,)B?#T4TB\$FD@ (S:%O|F)1TDDX 'Z'1|) M9+B?
D\$B8\$K?&IJ8\$*"2;XP(\$DL;\$)6%\$%HK|7!+)%\$1(+ \$HD|CCK%#UD/+@FP M
0Q|H^| ^U)|V\$2\$2.//G4(?Z 2?SY9?| E,3"1)8XZY_8V.LHE@@M*|+C
MA;U+|V\$<06/UXP&_YOH(B0@T|JR @ "1A3*4<=<\$J\$QV.\$/P1%B. HDR09-\$:T M/8
\$H.3+! !9Q#|I>B+\$ \$4\$Z(|D)&;8)C-//CYTL(Z5<82L_2Z(9: ^T'6G03-
50S4731=%U3F4OZ;V|9D@ ">KYJF M&V|H@/\$K^<5_ %|+ P04 " !32PA9"R*,XR|2 ^/@
&0 'AL+W=O
MO!?!A%D_.UR(J3UR_YLX_Z|4M55WE6R(|Z*.OU6NC=&YFK|:N3P8G|X%.V M7%7TP?
GKEQNQE+>R^K+YJ'%WWE!)L|4LRDP5@9: +5R=7@|LW(WJ>'_A')K>E M-
PYH)W.E|NCF7?KJ)"* &9"Z3BB@ (7.|EM:WR_|2:O7J9'82I'(AZKSZI+;_2+N?,=%+5%
|RWV!KGHU')T%2EY5: MV|G@8)T5YBJ^63EX\$V;1D0E#.V' (?)N%F,N?
1"5>O|1J&VAZ&M1HP%OEV6 N M*T@IMY7&MOGF5:|O1*:.#?XB|EL\$ '*5R!.CYPGEM
:0VAXA- D M^*"*.E4&;XM4IMWYYV"JX6SH.'LS?)#@?|7%61!'83",AJ,'Z,7-3F.F%S^ ^
MTY^R,LD5;;8, N=J7E8:X/C?OCT;DJ-^DF0PE^5&)/+5"2RBE/I>GKS^ZY|& MD^C%
PR/&H9'#U'_M7|S*'|@YNKV37|U>QU|5ILL"69#"/O8LZ)(.V)|10,P
MXWD0DA% @Q3)8T-Q|FAL&LJS\$;| 3,P-%EJL)9EG #<2K)EP5BR|&4%6!#|?
M77WDA>2W#2YED'H+BCEZT4/R|8;50R6179UQJ/U*5,Z4N|LD?X+|B|JDOX6D,
MR16| MAQ2^UH?EV(|#>8-JA|K15=|&V""9GS4K!P?2?!"HDK2|!%+!%Y(|J2
M/L1G>2;F60|6217OY;W,@T%'(L|9D,0!W.XA VI.: (60FDU;*G&7"C:F15\$N
MI"Z#N:RV4A9|3@ ^68;!=X2:5E=3P2T8RI58PUGHUOE:WD9.&G|
MJ4^SX6#P(OCR=&DS*(AGD>"|,B/Q6)X|J00HM;53A&-(*A&F!7CV|L)P-M&|
|^WF&"";9.LN%/J+H X;#O1UUT?(4>@<|+U1E%PGI<6<1|NL6-S#Q#(+1
M,%)HN,IWYG%W%YK|U'"N OR(/+9+=9Y'A!DG%J9-9^SG1-4W C|H|F>TOUV
MR=QI^;7&V@<*%R&|!AFEP1F#19#|P@@+,419*U|DOKMA_Z&K*<
ML>5X#%,V0W95:_.BR\$HR4&%+0=243=0T7ELF7!D17MT+ !V"/@7L3DL!
|:1R7F&GX, #(|LO9+7DS\$WMP_ ^=@\$%V\$
ML|D\$HVC0|E=\$CR6+@87*4W|6|U(7#))R@R|4Z85LC:F/AL-P,IUB;COJHP)S
MJ*11^4:1ELE2828IP%/RD|9.)I.,+T9? #PELB03^#(;'K!D_8Y&02AQ>C" ^W(YZ6*
WK(+>X+_5A M&\$|
(%NYJ=/H\$=4\$A83R8AJ/QS"FH<_16YHYHULX(|XQD.B'917S|";'E7E0< ME5-)WD
8/QVL9+HD@&8%O'=M0#D,1S/#L|GZL|D_/DYA-AY@GOG|WK/G|Z=\$ MVXZB02,"-
W|!NX'S&L|8#%BJ)KK=YG7:.#) ^.HP99 _|AYL6E\$ M?/T^|QJ\$XRC&3'?|J,8A)-

!Q!3;J5\WL=FP"0/-^+;9^Z4Q,MZXR;)\M/M2
M,BF'H)B(\$&JS,YLAF"3M!(("6ZL'Q\B&@A,'Z*&1/.U#M(-VHB83\W2/>W2?
M7!J0*NVP&)\+410<@SV;=V0:/@-G-\$2[C45.5JN;M9ZAI MD!*5O(-6*VI?
W=,RR'FI#&-AVI0065-3/G68) 7?M GH+I-Y"A^4&TVNLDW)
M268HS6BY7TFMU00<#%%JLUWW74R3KM),?2_V 5P|86I#9*5*);F+D@RG=1K
MRMT3EV!O50TN1 I@EA)4Q6*!3)^ (=;M@0R4XS!FIY-OW*N8KR+8D6?H>F^-
MFMNX9*H+HF\V6E)-"3)/RGZWP&&&9!P2@9\$PTQ"%!590'=2[TT92O.99-PL
M7@(':/UZEG?B...L 8Q-QKP^R2F8B.@/>ZOC8@\$)>:IW-!ZD-)<%6D#11(7 MT'.T:0#-
!9J2L*7V/7P>*K Q-A((E^/YCIBQ3R[P\$4?1Z8NR892DV!8;+F) M3+G)8^PG
<@SJNM1XK-%&0MSC*,G9!I6|>VT&H-NJR3 I>OWL/2/;@G0*WN MI#Y-
)=;074FL@)/&H!AK;@55;-9P69'D==KU IEM%(6NK\$NY\$;2V|1&2*8R'
MG7!ZVD>KRX/(0?N3&)YJL*P1|JE&E=)9*U3;8R^E6W9**[K@%(O2':PZ')
M'DYV;%G@6#|J"A&8&FGD-%A?0UWI2,VFQS()+O&VL<9*VM@09@NH*H+\$D,B
MRE6P0&\$-X8IA|+W++BEQ|P=MQ&'3:=5&34G6B|B45%*BK!2J(9|!A+-F@
M#P10*!7=<|')2K/*0Q0%+AN MQGXJ=%E:JZ<<;^N,V4#DK>8.:OA-J<#+!"!-TEQ!AD-
MI2"46Y>*6_MH/5&M!YIT\$C^FS2W|J*?('^D?E\KGS,*=/QY@Y+K!A5V#@X8@Y0IV|
(GZB@%%^\$=?A MWA8?Y=I\#8;+3)8&66PY'7=8B483=EEP5'0H:*WUT25YMP
F5'.BWOKG 5? M-MQ/RQB^MA|../!3UV!+&SE-P92!7B7N9.&92 M|U)L+>3
#,@M0L)?;T+5 MD474<5B97-+BJ(\$?G%?CK>4W8+;DE(^QW&OL=JUN.D_P0FXA>O.
GXFS#|S M6W%-B\$M<28_1Y#R.SIGTW_?|/^;=>
FEX|C_I8=4C|NXAI_9GJK#'KI<1=>Y_M/2+\$6<0%,E|>D=);^;WDU+|.TBH?
6(D&8HGH>>D-K|8T**FG^W#P:~/Q", M#AA|.HCB<-
ST|J+._,>,@&L4/B^B/A*'C(OIA"%%7YIB08NKTX@|>|(-KQD53 MSX234-
/X0+96KS/HYO:+2%'-T"/_L'X5+V/X:4 M%B<84)24N725.?4*|H"3?NS-
N>;7&WI#D<+U=_AAN65'N*7W M9+/+U-3I61E\8DB8K-F66YEQIK9
KTB,43""D@JNKEO\$T6P!/=8YBQQUF M.TYH!BH0
K+8<;/\$KDVLVU*KZ37MGT*.B\$I/*ZQKLDV;61|NP>025|?OB=\$F
MT>I40<0GMD6!V/4,^E,L3S!N0X):>9S4\$#KL49Z_%|'<|A|!&UWYUF"3QL.%
MZ8NF"N^JQ|/G7D^NDPEO86X+)4ID|8FZ,Y8V%:(,R-7XA N33Y:LJYR?@';R
M#,.!K>3W9>,J\$S|3).M,B\$.9?&JY%(9JDNR"GSE|VB&35|9*8#DEIJ?2@AS'BO152R-
(Z80:1F6G0 M2GGIEEH'!-M\$^@HH!PJ|JW&-
CHU=QZYS3/^"O&9_:5YS<"P(U/7JKSAT_OB M|%^R'Y+Z7/HVU'3IFOV'02&I4:?N+\$T
J^,!&))|+IOA*_C,P@1M*N^=|2GM M-T<:/U%
(98!02\$-8ZJ4YG|@7:&VN4R7@+/7|+5%&*1N2E3;+6.M9NM&\$(WA
MF29#STKLRRM(FA|H%FO,-|<6|L,FXES\$AVP<>3|"7|!KC OXU!,Y4(5WK-V
M<:UU07N%GQD3MOVJ\$LR=TD&V;>Y!Q.5MX=K>EFFAY5ZD)58*1|R?OCL MMHW-
X/3:2=^^U^3,-S%%IC 9RUGPMMFJ=_B+^3?-KMYYNWHPC|YVV_H/7PD MW"
|BLL5KZLJQ1FE_.0N\$;X_6IE%X,1CW#J*|4|;@E+M9J?EDM'@S# M41P%P|DH'_HU+
<=W?SR_@TL125W7L/+W(|&83P;NDO4#JZ21->L"|UA'8S MXTF'%^\$\$ K*7J!V|)
|=PGB|4AY)UCP(QN\$T0FH:C3\$:3L?A;'K!B7|U|K) M.YZ\##Z3-
<%)PY&Q@"ZF%^P8LBC83@8N+S7OS-Y;S-I';1))Q\$(V|4=<8W M9
4UM9XWM8:5E|8WY/7M@<'4PDPLX?P-5KB|X>8\$|3B|F%VX2|0.#\$/&@0\$|
M93"=QA#6%-A&.!N| # XSB<#B|<)6H'#P)|\$@ZBJ;M\$|:-?X/Q M*(S-'!K@R4D#<'?
W5(!?S,)H\$|,(IA-'#N#>W0' (9)P%H^|4=09_TX'X.% MBXF|1.W@."3".881;A&X6Q
++2CHP"/P|%T9/|&S7400"=)>YJAF)X39E&6
MR&|V7#3Q%P%^PQ;@OZH|GN#2U|0;*.D.ZUM8I=W;-L&W&%.C?V^74_+&87
MVGNI)VR|>*>WK#;.->|?'@;6M/E_VAU6|%/CF\$##&YMW)/>?*G/BO__>?
&CY|4/#E6W3:@R|H/O>TV:X|D7W5J|*CN_JGBWL&4Z/961 M(TC)D:=AIQFTS?+
<>E)I9=9 W\$:>+5G)5!|MZ1CFJ8,7,-KH<@4A4367,99&L M:&PXUNWK;6UWT-
M6+Y@V_0OP_"1|-1:@R=Z)X|AJD/ M%2QN|C#3I7%OZY 1E|Z|="L9|:=Z-
M/SQH#9@M_K|TZN/3|X/R2Q6_->YH"- (M>A|%/RJZRA'YU93.?
=VZ'GHLDY@|/^ZCR8R..@7SZ@-*:5V97XETRG,O_/H>
MXB<;RR|A&'S\$2MB__S2Y0'6@FRVXVY=L.X|%\NY2/D4_B5HS ML!+NC%M.S_7R8-
W02YJSS5L&#(+--*CRL<2N%0Z;G;@+3EG9VPF!QNG7 MN)2
(D'@5V_L"TI\$&R<_9YQNW>|+&3;GM)SBTE2%_,S|\$ZZ?:G)MU^1.N/
MJQI:2P2"K&V,M(^OO+U%S2FCIE78V4\$JQX^2|MT +|W_?BU8JWZ"-@|L^JSQ
MOZ+GWF|ZX8F6_,ME"CS@P_R|M_FT^7TE?E-%?",|55:DU#U=20)7T+Y?
**13JH86:'XR_OK_-%!+ P04 M " !32PA9R7;TL T-"C,@&0

'AL+W=09863=4B[/.\$|=9"=M/7':?MC9#Q_)26@H0@% MR^ZOW_<>0!"D#COG9'?
V0V*)!-Y| WJV4?JH60IAVJM+DL MQ*5FIERN+Y|
(7*U>7[4.ZH>O)6+I<4')Z?/UGPAKH3]?7VIX=M)@)+)E2B, M5
7380\Z*SWY,40U|. "/Z38F.@S0TYF2KW'+Z^SYT==)\$CD(K4(@<.:?W\$N M\AP!
1D?/,RC@!(WQ\KZ!?\$_. RXT:Y?:LVKX3G M9X3P4I4;^H\MW-HQ+\$Y+8|7*,P8*5K)P?
_F-ET.T8=K=LZ'O_2);H>(J'S) M+3|JIM6&:5P-T/
#L4JH@3A9H%*NK(:W\$O;9TY="RVN.DC&,%QE|):*%+!;L
M#*4EK13FV8D%/+CZ)/4P7SB8_3TPQ^P75=BE83\5FD!P1OFU(+|ZVP&
MR\&2_KU+*@|H<#=#2)*XG9LU3|?P(W,<(?2V.3G_1H3?N/CW TC"P-#P\$ _1/U
M^+DPV5MIWK-?>' ^BS)DO\W^\$N1G3,W9|P97QU#>+04|5ZLU+VZ9-
\$S\T4*VU+%*YYGE^" |Z#Q:H"2/A\KP8IX.AY@ET#;F%OD?Z #Y\$G\$SW M1-
JE5N5BZ2\$2^|)X:8*;7>'<35I*JB))!/:8!,&M.9EANS+P@J@SC+ +! *6 MRP^E!
90\$Z(HU0*^T" |D\$&*J!|YF'C#NMX"-KU19V(095>I4&+P<9, #<0C<%V0=X-;64S'.C
M&LPW%D>B<#:8IFJU4AF^0M2!22U_15HX\0_1%;4?2H+^2TJVR4+P-A9WG>
M@(PD@R#4HI! _|D<0_!T7:D=9..^Q|H71:R_?QCX5!B52Z0M8U<6_@1JSBN_
M8R#_.9?:R_7MVT,.?H?#(B\$H-TPGE3'BL\B0 M4(E.\X@H\$T8N"C+Q3B, O?
00G!2J@!8G@0LDZ_1B"%|+80!UL:2WJ!D*>@=" MV2\$. *|5YQYO+&Y\$|
(E/PRLA@71/(3!3I\$KSI_4%# |&8EG&9#5_'SA2'O!;.
MF\$@BVXB&1W)KM9R5EL_RJE:GB"#6/=1V:AE&M&4-=41\$+)WH97&M\FOG" |'
M1E)SGNH".!F:T&NN+7HE,.OH)..+HQ%%A6M4/89|9,I\|SA_Y|?"|0#O"N;& M%UIXHH|
(NX02EQX'+Y9"6:J<_+)00F,X<@\$SR1S@GI&A'JF&2>7/-NI140(M'%IE 5H+++(A
|HVZG2Y4B'F.?KCTEAU)"B!'"?@-'A'TKI>T"32)7'),E%+@M MWZOU0CD _J'FIV*
"JF_1BV_4? X&3^|J-F@/P&TD MP" +"#-;UA>H^S7BF|)
(@0DBD\$Q9V")|9>@B6L9J#L08^>#APK?"F#OP/V7E->[VI%18)8LU20.=)_Q2L_RV\$-
FVH^6W+FG8\ MN4"7=(GD#7H?ZX'S#B?)N-|EQP_ZR6#:78A/ILEX,(
GO60PGCQD\CSH.R
MAWG!U*1U9.BJ@:U)2=)%7B'LTU,2SEK6S6!|=,7RH0PZX(0Q0G,,63=(3R\$
M.\$FCX7W4JXI*VR"9<.:+)WK&^M"2Y"YSWU>*6UBP%&MQ/K=.|<,@D=I 4B1
M555%*PEYG%"R2Y6!|JO|>_X^">TBS\$M\$5AESMS0V\$|/.)X-OIQ?,"^(_GHP' MG6%X!-
%J|5JG_/_JP|8_AE#%KB <(+.4&NXDH!_A(O2|^D'2PE|5_94%A7*K M+6!4J@^_
K02\$2J'&S>G-,NP7Y6|1RD6ES?|2^A0Y2Q%OF98/PM-@1)M%FC0 MT\$GC5E|_\$
2,0()H@,(ETO=L |>VDH^D#IFA0@F1GI50*U@6X4\$X0|5!"R+
M\$G'C70=BN&B4V@U6>;&W80AD5;7!/M:AH|3,2# F\BA2I.W<+ ??YCV^|VG M*PD;-
'WI/6WA;2.S2ZG!\$|#2'>20 ?BZTV>FKTB(ELZ M(-Y&'0R-
BN^+U^"A*78R1+\$W<+9E/K5R:5TDQ%K-6%^&7.M2L_(-PXUY|3
MNJR!@72=9L6)81&B:BV,-J&J/>U15@H>" MR;<7WN_8F(#O;LOI\$?
8R058)K&G4|9"D#."E'5B&A**,:% U1;C191#UXC5Y"Q@3KH/"ZMVG|?K+SPW>
<5=9|OE!=%U &|W-/3FU IQC)N M3KDNMG;'??N3>/X M<3(<|=LD3D<|_
ZZ|;*2%L\KG68NH@YV|D>8P|6MT>T&|#O7:B\9=0>?(0:W
M_PMJ=C!;'@|VD#GN=;^9;AVV2+O12.!K.NV7=(J8Y&/V>-H_++W>)(\$^8,?>
MWN//\$F2WV|LGR*_L*U_2#IO|"63R?2P."?):+A+\$\I9TESVA_OR?&8#G^:
MS|&6;X|%, -6=XRG7!>8T&G6QLSH|W9WU7|,|7#*%P'S)Z7|N|.Y&^R&X8|=
M@J")-2-OV,K=/W_1MN)'DWK"='_5044|!\$>_>QGXp>*.&_+91H00UL#)R MC'?
\$47R3HL7)'0NVG"<8=J4_KMHON-%2D?J-VM1&"R""^&G/'7AX|=T)IY/ MUVJ,>Z+&(-
"9A)LL1@6A=D>NG\$HW:(8L,!NE|W1"K;#88.Q!MP0%5/ M:K'G)'95M"?
O.X>75^7,JK5,V;0W>M3OUI*K&^E7|0'L-P)A#Y)!O_OP(Y/S M""
/DG%_1+U;X05XU0%;//CZ?|<2>|E@,|J^;?\$|9-C>X.\$GVF_&4!"\A9Y MC|3R\4/=
|R*|^,LD^X8M;;E\BVST363Z|;#I,'O+"#|OEM1G;=|V|XZ\$V0I, M^|_V!OOJOE?
1>7S'T&3@OX.58&/F%7U'^0Y;" +9A1#52|=25K!|PR%|_|^I
M?/6|6_GLB00*8/*1E@(-1C^82J^!;:A_P%&@TP\$A.*<)Y".<0(:Q-&@?:P=\$ M<2&XI?
MU9_6L"J/8;^_.&QT)S;,RP7,\#VE/X=M3=L\$AT?H;3HT#J|:Y P5A
MS&*H'0|A75U+NNN|P2\$WDXW87MVT)@O&|QZ|!.W,@>|)1=?G?3+/2PMHMM#
M;NY;R,6,!A*9GLCQJ|>|VT=W@#|!R:QH#-T_J@*\$|.O>"%R527|>'\$K+1X M,N??
XHR|>5FE4\$5<2J\$D)?%E%W?V"!L!'CCWHM-@?^|W7W@_-%RB&T/V\$0R
MCB>/W33+HQKM1H6X4Y_J-.L0%|L.TJ@J;%XSBVGH=_IME@,=;@0=\$,98/#5
M:0&@KT|!L3R,K|8%TPDG_R>|QD:0MYUR?PD^N' 2N@%_3S". ;=;PC" T_+
MC#/WPX-ZN?OYQB|<+ _#(,Q=SV-KM3\$9'8"GTDPCW!;("0QA|HQ5*_JX%|S8 MPP7P?
JY OX+(@B_2SG|U!+ P04 " !32PA91K)!G9|" #F!P &0 M 'AL+W=O!X:?

^OPB\!6[JV1B63)^;W9?;IGCFQ++&\$&:>2:Z*B3-R4 XK7%-US;>7T,83 M&;Z,4VF_-
OX1MHYJZ7B9006-R@): [XH;V&WB4JOP\$@N^1<)X:S:SL-
FW;)TOPLP[N5%"GQ*.4D" M/Z*-1 L0JLVQ#%!*9\$:YK 6@K^CN)D6?
3CZC\$T08NBUX+3'+9>PJK6T8W*S5 MF38Z_@LZ;KB3!42S5D.>0\^/8X?'L&
[.N8N<'17^-0_2OBC9J\$D! M*8YN>5G=\$R;1!6&Z6_13--BX@*;YMM7KT9J.*7,Z-
@D@V@X\F-WLU^(YUZYC M"PZ=\$J?.P5^%
(6'70/G70[9*!IV7DU*W+W&58)8VXDA4<9KHK7VUF[H71N
M>_\$3^W0PG@UZI*D>8LW,^4??3, K+-8FA1166LHJ/= -15313I= DH7MFMVN>1* M-V&
[+/0@!F\$<|F\$<[7;&(%NM"= _5!+ P04 " !32PA9\$,+L0\$0" *M!@&0
'AL+W=OGVO\$)3X(M^:Q* (U>*L95XI5:UPO?5UD)%58C40,W3W(A*ZS-
5!:-^JB5@XI(JYH=!,/,K M3+F7QFYM(-8-
)I1#AN)5%-56+ZN@(E#XHVI\X!*6%J6V"WX:U|B_1|_ZHIT M,
|^G\$%H!5U1P)"%/O.5XL9K;>!?PD\)!G8R1K60GQ+.=K\$GB!58(&&3:\$K"Y
M|>\$.&+,@H_&[8WK|EC;Q='RD?W6UFUIV6,&=8+|HT67B?? 0@1PW3&_%X1MT
M|4PM+Q-,N2LZM+'11P|EC=*BZI*.045Y>|\$\$R+_YOC'K|<*CWBH^?
S>>|9|&E">|F2(GFX;|F@<|*:WXU-MM"2BUO|?0YBO"%JR&F6^YS7NW^=4'-
^PWS+WHYY_T MAPIDX;J@0IEHN&Y;1;_-|HEVU_ ^AK==^@'+@G*%&.0F-1C-
S>N4;>=K)UK4 MKMOLA#;JRPu+|,;:0;|UP(?9S8#?K?3_H'4\$!#!!0 (%-+"%DZBRLW
M:0@+06_9>&PO=V|JR.W-
H965T909TMC0|H<*2|>RZ)RYX/<^_IT.'1)KDKICDVM*KQ9&%M*MCS|IM-
G2U53+E364QG(Q&KX>EU-7@XHR?W=J+,|/X0E?JU@K7E*6TJRM5F.7Y
M8#SH'MSI+/?T8'AQ5LM,W2O_I;ZU^&086TEUJ2JG326L6IP/+L>G5S-:SPO^
MT&KIHM^")D;|Y7^N\$G/!R,"I J5>+(@|=^#NE9%088 XUMK<|?21OCWYWU
M7|EW^#*73EV;XK|ZI?GYX,U I&HAF|+?F>4'U?KSBNP EIG#|KUB&M=-7 Y\$T
MSINRW0P\$I;|'_ *QC4.TXE*?);/XMJJ5'L L\$T2#'QQM-SG"J5|F.L&4A
M+DOZ^7>HTW#|4|SE'%39U*K|!_12%D45"<%6^\$'9RE/67:&Y\$8<(KS>(0H MR "-
<:G@E(|@E3)5HK8:C*6QFE81I+JQM7&*&L>J1.D'.D-7B2F5|' G87?0 M6%88K+?
QN|FJU (OCS=0R|HN&|!| T@XL!5^+KW(39&*_*?\$/|L"FA>51.F\$ M%>X""|+E&#
|EBDF13XF|QH2-'W4ZSCJ,HYZ&9*.*?N3_|B+SJ9T2D&A;OW.
M36NQ#XK8'_QV|^'S|>|N"|;.-")LMIKRXU566AY5P7Y|G|O@I.(3:5|1UL
M+|/|@+|!,SL/M9:Z37"3*>HPMP7"\$JU6B%RC9K-&IK!*%|)?F@-\$9|A#PP|1P|K;5Y8L
|0%#CH&%P;-IS"+?-E|!M;*HH1W-OZOT MM=W138T\$ARGB)JOTWZC&\$'*EN86
Q*3H=SRWREM#|<|1|^N3B"UW0V4R!4MO8(D| M D_Y==UW&5+|H-
/O&K1/A5"V9\$5N: M7BL\$R?T(>:AZ>0@/_?(/6'N3XPD\$^(G\$84KXWG1R.1J,N
M16MPS-A|8U-F*Z="@RCA|", "P=(7S\$0';4*C/|-1-3C8L=WKB^;W38T@FY""T
M_F'<|P|*#0U&"N3N66 V1^J QEA'YWK%U*|08\$>4M"";
MHKFDMMH8%IU.TG*" +EWB01;,\$TT|7Q!HP\$|8%;>,Q|8?TY:#KG1P-\$)2FY#\$01-^"TAI
M\$VZAGD)&5-ZP)G(V#WM6EDX|1U"?+"D+ EVPEZ(D/.59A*VSLY.V/4,>I M^/FG-
Y)ZW>ASX|\$;Q!Q-Z'8/|0B;BW47;|=PGQ2=JO&.K;7G_H"O-NLS C MS=|MO4-
/+6|4+@Y*INMMJVYIY\$@|CNI%I^X|1ISVW;395=#F_>:|\$|QK|E7&
M17'7RX7VZC)Y,|+5Y:8DTFYU&U(1EC',N?|7N4YOHHTUT,|E%@0?
M2&.Q/597X9L,3ZJ*=+BL*FK%>(C/Z7X?:X23?Z@19C^@\$0| # M&IIM7=Q;X1X/PU80.
(WQC&1*N+36!*:Q6Y4 448:Q?N|A+|EBRH7+6IC?0V% M8#_K?
7|9*Z70BB)5A6RZTPBG/,VBQ!@8>\$A"!UHP):@D=%""O*X'U)*D* MC#FPS*I-
=S=DXBT;|4+W0_5--J8#.CLCQE <*YEEI& [N1:733NY=CE U|NM M3G0F\$0-
@^JNQVJ6:"2XNM;?_0JF!;|&;7S4\$,0Y;:PI%HTCZ7F;,"E(TCS9T MZ|NNXBB>IM I>
|9#B\$9438-4+5'9X,!H2KJ>?B2A<@U=#C_)2F9LA!F>F@%* M\$!M8-
Y&U<+4C6VL#X=)+0A973-!Z^+BQI7,ZMS;4-+'F^_3=#DV|H>/4,J2
M6(*\$^7LIXDJNA8^*=|^D^QE^!|*Y7AZ^YV(H9)260BVP=71|FH@;|A&&O|
M=9J_2|Z-|Z;DGSE4FK*T_!7|DEK_Z #^@_5%_!4\$!#!!0 (%-+"%ES M&>?;R0<A=-9
>&PO=V|JR.W-H965T1*=+|OU|JR'U8B=V M'<=K+K!|L26*/#HAYSDO#W5^6U:?
ZKFUCORYR(OZ8C|W;GDV';CN5VD|6FY MM 6>3,MJD3K<5K-
AO:QL.@F+%OE0,&:&BS0K|H?G8>Q|=7E>KER>%?9|1>K5
M8I%6=R|L7MY>#/B@&_@EFV='QA>GB_3F;VV|N/R?86|82|EDBUL46=E02H|
MO1A<|,7D9|?)OR:V=MZXYKXG8S*|_>3.Y&#"OD,WMV'D)*?YN|N\$N;YUX0
MU/BCE3GH7^D7;EYWTG|>|=>1FEM7Y;Y;|G\$S2|&|8;|!#1=Y>Z7|O;U;?>C
MO;QQF=?AE|RV<|F C%>U*Q?M8FBPR(KF/_VSM<,A"T2|0_2|FQ<%+5^E+KT|
MK|L;4OG9D.8OPE;#:BB7%=XIUZ|"TPSKW.6U':^JS&6V)M|^2\$>YK;|F'SH(MJH^XU;

(BT:(^(P00JZ5A907Y(=B8B?WUP^A4*^5Z+1Z(?8*'E5G!+)*!%,
MJ#WR9+!+&>3)S\A\4\58V@%+KJ;DE1TYDA83\L.2J\5=D0T3-/=J5+L*2/EI
MEQ&:=ZC=I_#1U"E&ZWX/NQ3?*WJWXA_FEDS+'#&,%3/B C+;R,W^LKM4
MF'BSK04@IZ98-O'FX#0HIQ4%Y3Q1.BB*:2,&AZ%IY)'5.GX\$&QM(?
(+X4MQCR^5>14U92QI_98P=0S (D\$%_MH&FH4@D!L_2_L:0)NSP28-E@2P24P9A.:
<)&NLY(47;DQ/!4IY>\$F.GCL MWW3,\$RJ9AP=""<9CP)7;)X20'@3E,<=%),8,(IJI/A'#?
0'^:D1COC(3BK\$PPDD_IFNQ\!K J>,O<'/@=9Y.R*J &?)@NQO&||GR0"#? MG_36UD%J
8AUO?'ZJJS(VI*887UC@_?^V/#4Q\4^;QM\CG^X\>8.="WZM^A
M'WFZST,9;V/A06BTMP<|OU.S"XD=4=(;4?#AP538QM1UT_DV\$J"H?^F M%(-
N+0Z)Q\$>KT332IB57'D8Q,H\$4/=LZHK+X?A5D0Q'AV^N\$>9[%DY@(@%#% MLJ-
=QW7#B!'I>|0(Y40HAG0Q3\JDZ2G8,_3&/EXEI(9ZUI'O>S<'6_6FD&: M
GV.U@G5WD(@8D:"SOG,SGE/S!YIF\$.S'(C8FI+YJR>TS09!&D8" B5)=\$Q M>@'1?C
MQAM !KHUUH*>!S8@6<=>48%0IE0 IQ%Z \$XB4'IT> VA/ 9T,XI5YJ DH: M&17X(
LE!\$9JR.\$!MH%M=0*H\$0,V#0K<\$\$.!(;XIY\HGB@?AW1/#-47T5T_
M._#J7^SQWF(A=LD/+!%N\$V(9A3\U8)M<,@\J3+JZV5T>+WL6<"XK)OS3EN\I
M#,4=0U,/ZIL :DQ\N FX:XRH\N>@*VR\ZP=V5=,J^NRNIO?+V(X77.7EU\K MC>"
J>M3X9^05YF4%*?&".YM6/BGD/FMX(Z.-BL-Y"PS/M0ISTZE#PNBGNWE5
MKF9S,LUNFA&4 (4\R0 "J= (QQNK-B9UZYP MNF68\OF*X#%0G6PLVYB#=#J@ M\I
@HZUHPHV*@1P*V\$NOWGNS%'MGH>".FT!>*8T_*UN=BVOGW_2;)\$\$O&DY5 MXG"
1\!>1%H??7G/.7H-.&@UC<&=9\$T)+!ZA/ M&EW/L\@?WJ-
(I0^%K%CSYC6)TI'1LSK1_KYLT-MMGE(T3&N(XWNJ5_VA?
M>DOA2*\$_17CZ:42W=%?N'FYE%08:A8^/=;(K*O"-= G^M'^Z^95\U%O/WY M-
/HNC689;G1NIUC*3B,I(%7SN;&Y<>4R?;(E&ULW9EM;|O(\$<>_RD(UB@O B_:92\I
(HTD=2T;F?OO\9BC1MBS+=)Z!%8G-)S\1%?3Y;-W\Z7Q>+|9^D\;ORWM?X).
|LMJD#6ZKU;R^KWRZ#\$J; M?"XYM_--
FA6SB\|P*:Z."NW39X5_J9B\7:S2:N'#SXO=^L>?,Y6ZX8> MS"_.|M.5_^*;/IW?
5+B;|U:6V<87=586K/)WY\+;-YW+W@|_'8\|C>HLSK\|OM6EFM9FRQK9MRLU>&
M!YNL:*_I+_MU&"@X\J(@\PHR^-U.%+S\F#;IQ5E5\EA%TK!&@Q\JT(9S64&;
M\J6\&D&O>;BNDR+FJ7%DEU\!%>S\|ZFM\FOWYW-&Y@GH?EB;^I#;TJ.F++L
MQ\|HUC7\;;"TRZ?Z<|C5^R8\WS\|HP9_ORW>,|4C)KG41^RI/E85\[*D1>Y_|MPF??
0GCLKY>W=5,A)_YV*_-#6CCYLA\|D:7V?+OSY#>A\JM4W\|OX\|^\$Y;|Y
MXJ7NO=3'K%|P;E;;G//RCN6\|N3A\|TYX.M1:X=|07YFEJ4-PV+|I'K'#90^Q
M7)M;7S\$EPE/%=K|R+*W979GC;->G\+M\!606Y;;&?/V.@0.*SX,!(>=*S(/6
M5;G9^&J\I7DPFQ5+I'5%MY>K*EO@^&QAIH0E,DJLP4!P\$4DACBB6S\I^Q;&*
M8ANS6(K)9S=W-SL5TP:S337\OVMBD;*Q&33EKH\19YJ2*##?#20&YG/FZ
M21N/QP44MBU*E(HC90662T6:VR=Q2,\$C81V3<,K&?,Q>&X&,K-6(56-D7!R9
M1!ST>:BL:&VB6"N,A" +,?OLZVSIB^:Y\|EQC/_\S9K'IA(=,03RX1SD1)T M6*MF!>
|63\$0J1D"Q#2/8C\VC%|6(:1&96\$0ZEC2R(KA.B\2%SV&-
VP@_%HI#O;3)\\$%Y'*5H>QY29*E&%F&)ZHC)3,&68\XT?ZBS
MFN\|OT\IARZUO@SA\$F*.V#Q/FZ\JS6ZKXK&EYFQ(YBEW\$P@U>DSH6>
<40Q\DI"/Z4/-+/->|8<@2+B6%9T-O\|_&+P M(SR\VF+3BH:U\&P_;;@_0H0\$6\$
M8L\$2Q30(A(W4,G !5_1^M1(#PK\&59B"@2>F7"P(LM9A) ?@G8);2YM<'2*
M_#\$)^3 IR3N23PDL.62:0V5B%O.\$H05:(RI)8K((Z%?Y;*),)\$P;;|B\1C3D
M,LH:8C))R(A!'^05@:NV80IB=FT"84\UK8'^C&2*P-Y M\TDAD4QQT!'_|
(3?'Z4N=SK\$MY<1Q&M48UASFAD<(.69P?)A)MFK_(A3K6KWI39^" M\|I%!"6-G?
HOSF*!W44P+QO!;L^H&9S8\$!Z:P\$FP"*?H+4UB3\|U\DWBH6<2Q M(A%
<0KO(DXEM8)*""_?%TD5IPC-H'4EMWM)*&O'\$CN8Q N;0EH#0VH+.EVT M?
P*5RQ%VB0<.70P8>K#E-,0F,"9*JN4"Y@#K%UBWM:(.D\$(D@0\G\H C\L6-M>!QK8B?
VIS\$!#_J!%R?D6*NJ<#&%IB(H\$^'1LDJ4 M+:WW\J.U8UAXJ*&*QT5;-W
\$J6\H!;3'(UX,M3IYC5J\I(3^E;% "9T3%AYK\$X M<&*XT6(XY1C\|RNY;,,>ISNG3O:@"
S05QQACM*;OH\|06H\$Q@%8VA"DJ RC
MN)T\$|5<|L_ ^+=.4A6\NH)V4K)W%\G9R:K"%#CB>KC+ARE'S2\2G)VLO3KDU/
M5JD.)"L5_ZG)*N*13\PDJ^9CR4K3TU?>5Y(U;J7&D\6-/B2KZ/H>K"HS@?O M% C#-
*KQ\J3'MMFC:UPS\|T_XES67\N)1O'W#\V:K3)XDOL\J/+WL9FOJGUK
MTMXTY7UX4W%:-Dvy"<.U3Y>^(@%|!E>637=#\$_2OKB\|^5!+P04_"!3 M2PA9.
RKHZV/ #P. &0 'AL+W=O X8E'G.U_>,Z-7\|V7UW_K&^T9\G4WG\>NCFZ:Y?7EV5HJN
M_"RO7Y2W?HXWUV4URQO<5I.S^K;R^9@|S:9G*HZ3LUE>S(>O.)GE\6;5^6B
MF19S?UF)>C&;Y=7#6S\|M\U\?R:/E@X_%Y*:A\|V=O7MWF\$_)_S_=7E:X.^M&

M&1V|PS\|+?U|UK09Q5_Z>;|~^/513_3YJ1\|U M-\$*.KSM_X:=3&@AD?
&G'/.JFI(HZ^7HWS/OX.4JK_U%.?U7.6YN7AJE1V+L
MK_/M/E8WO_@6WXL3Y&|>5>6JJ*@U1J,+9I5|@|AB3DKYU%1X6Z!?!^9\|K7D\Y\$7
M4+"XJ/RX;.2\JY|+8X_YU=37Y~|.FLP\$|4_&|6CO@VCJAVC)N+'14+\$R>|;3'=N:QI
|QOOH1|ZX8_:\$ MO\^OZJ:">?QGB-
\$PCAD>AR#SLK|-1_|U\$3!1^~K. |WY\Q|D\$O|U#Y6FH|+L M&_W-)T!PO)AZ45Z+?
\$U1TS*1<_'8NIADKAEFA=5^4OE)WOBQN'H0955,BCG? M4^R8MI0&?
1/(AB+AJT6V=W%.RR91-@)AYJ?D6-FYO*>Z:~+KZ*63_|3Z8G
M8#B^,QQN@@@O|OI#=#CW)V#"1#Q^6Z9OA1O M/8QE3HJYRJ?3?QI M>7T-
UZ'C\$Q'C|SA1R0E_6WP#=#N6=)|8QE)#""JFIE32IN*S*NX)|_7\$@|623
M3.&_(A;|9(^EM2>@ (792Z\$P+;R4FH"=98DB\$Q,;:AM&*F)#1=:ZP(9-^"(R
MEMA),F)#1S%>'U'"_NW4D41:DM!5"BW0A8RCS&;1Z+X6Q(W)H%DW)H^XJ,
MF;B3|KNO#"%)U(:D6:D#RCW"?K0-@\$)*;0AM8,R,9J\$ _A7D|K;5D41)9HF-
M+~))UEJ5#%:59#"SO6QDD356? *D?X_@ !N,"8##!DP0#)A|F|F|25T A|UV
M@0,FG,J@D0A,K^LD\$UI(9862I!(-RWZ"2E)0X%(KCA7A+@6^CJ4DE2A X6Z*
<<(^R|C(:2/>SQ"?&O;^X_*VH:~:/_T\$%F1R M"CPH :R9A/64F"TP":L3_*>6E:?
2=\$UUD)&_E\$Z%!)K(M&.R"1C|2H&|H\$:M M#+!K!*,;0!SRV|/?|P|)?I.BQ#"B!FB%&R?
+N4<;H66=I!=UHO*_XQ8_*O MQ|TP)N)5O;AZ23FC;CJS
9ZOX6VRC%),\$I3CG,P%T22BQ9;MP>U5?DIYU>4 M)!R>7|<9N5|@|=N(AQ37R
8;|DNVR?G_R59*C2,,AR+7@|C^@R1":9N5|\$ M<(/X*QUWH1D<\$;)X?|
|*BL&RH"BYK&0^U%/,%3P56_-2S8^;T)R&(G|FV)T M((*62%P>U>,%T@I'X2_RZ>+)=|
GZ|0TWD6RHB>KGFYB#%"%"R%M2\KSD-& M&X9&)RX+0,O+3?U_!"#XN|I!6_%V46-
^J.4<8R!|_0=GIZW_0?C03Y/7T=MS
MY43D^_D8M6I%MQ"O)N<;M_A3B\$16'/_*QH,@HXS|7;2\HN940%!TZV:8X/ M5*
|4Y-"@-RU|4W0/X/CT5DKPC?R^0XDXN);!/@_EWT|*|0>VR-I=;^;ZWU
MDFNZ1#*0J3U!GI@"A#7M8.WU"V16_V3T>^_H%Z-?|W| M\$78|R2=^697!;CP#YI-
TF_RT!#SC"BG_03O>>%.LWI0M5K9APN@AFS\T^HAZ\$(=#J.CHL<^ M/
X4|&U;:>5|83'4H6_<;8K;\$B;+~L@I).9;<.BWW.|_0 HUAZ5+=@| "BU
M"9!5SZ%FA(8TWM2&3F6'B#TQ.>EB3AJ4;B.5H-1S|>TO<%+@>?%X-.0'F=RN9
MVW0-.VLD?"CZD/01H|_ID'E_|'?E|(|X"GYRR)%L-8)5W?FJ3= Y(O==|6|4 MG@83?
\$D.A?QP%D>QX;R/%SJH<'4Z,E;3FD <99I6+3X@HF M,Q_GU5@8&
|'1D%|Q(D|YV(*+8J7C0|YI=,N#<%')FB>|3E+ 4W,W3KOT|TFU14@MY71>-
Y);>'VG@# MQKT7^TB_O+SL%-OIGCIA76R|AB^;U/;|=9?
7|C;P_+\$T0|GIQ'BVCW_SY: MSB<5!VC4XIV@H"4NCF" _VH6%*A1P_(27JNA;:MY?
B&)'>M4FDB:L1Z;|+E24 MI7;+
(U<94QR4)H8J|LX+;|>#X>H9SB">EZ9VT>|2^PSB|X?#5M!8|;(24:-
MI15F)D8#&KS\H1;668ASE!+2I2C,>|SR"Q*K6(X1IEK&;0NR@";;<\$|
MIT3*|@)HS!SY2Z|*V6>XR&JSI0DXI!CS0UR*|K=)T(J63L.F4&*B;"BIZ?.Y
MSB(&X@5XC6=6268QC1*C&<<*B\$H0<4N,F\$'!=QD&RPFF%C)YP9&G^IA5\$ 9
M004@)9"U;"O MH5V^Y?=>!6R"XVE,)!&%FBTF"(@)YIY!;^GL+XN-
LHOFZHKNH,%L,|CRA.. M9L!?!&M8I8\W?CNO72Q,9%;)=S"Y=;150V1=9##RKZ|Z?
&&'VD/YXJK/(I>D: MU7"@B7P.-?>+@E/Q0SGSXKLO\|HL+WU%)Y=(76R4TD@FS=@
=BUI!)?Q5IUE M;TZY%)NG3;.. 1I%&O(5.7*1A,JYV|6H*ZD1U
>CEP9QDB'*I9UXAY+\$?Q1 MV-Y%>F|J-3MB CH M53A|.ND-Q.<#J(!=!-
_AJ="HJG!IB4'#CAI.&2V0U)\|T'Y,DB=8,^'627
MQ6W2JTS&NY=\$GXX<^R1KJ(*3Z_2E,,OT683:U9&GXEUI^5&S+DX#;28R>\$2K M.
J|3|8(/&-"
<\$U#H9B6U2%C=F0>"@^A|\$N2LJ|:6\$98D2.H7|0ID\@!7_57X0U(W077=O%KN^CO3;:
=MO;8"%Q)|H|WLH2I&RM;'4LNEK|'|<&R,7 M9"-,Z4FVG<(X:?
E2EO,F.=#K)V.+AF_5&7#;.'6?1RM%A"O@DK3E% MYR5B>*B!:=N=I:F\$4ASGSTZU&
5_>LE?UJ;64E_ X4Q*I M9GS88I(!BU&N;S+VR967,I'CHF@Y-:MAA^=4N AC"17Y,H?
H8>H);D|ERV7-% M3|8GE|I)>FKCYE&%*F5K<'N5ML!UO,PL8|<'CNA0*-XF_:R>
M*E4Z>9EMR5%#J+N.!/B@N%< MTR241NIUE(H+WVF5>2|A;J-(A6+HRB<97Q/X7I)
MK@./4@U4J;QJ0F\$VY7QP98E#52H3D1X@0L;+ZEF:E@JSHL+!G1^45A:L)>R=
M<3Q@Z>K_NDKESZA1G6A7B 20R37_8*79AS&*@0BV_QD0#0#96IOHK-:-8F
M,M^0,7#Y+_O# "9#&|MGO5^A@<_) |;N%J-R,6_"#|*ZHW/^<|K|A6S<-O M
7_JTF:L#3UU^@:OTCMD:C"|^O"35/>|F_:KLJF*6=|>>/SL:~H=Y?EV6S
MO*\$)NA|YOOD_4\$L#!!0 (-%+%"DG9B+;0P4 ,8/ 9 >&PO=V|R M:W-H965TM&!) M?

4N*TL,) &F*=5@' MH^ [6#|, ^T! (= \$95\$E:3BY_-OCD<)W%2IUB! ?4A,27?//??
<'26>;J3ZK\$O. M#=\$65://G-*8|F0ZU7G):Z8GLN4-
/EE+53.#E^IZJEO%66&=ZFH:>%XRK9EH MG/FIO;=0\U/9F4HT?*=W7-U-
T%K^3FS/&=|<8'<5T:NC&=G|:LFB^Y^;-= M*+R;:E\$*4?-&"|F XNLSY|P_N8C(WAK|)?
A&|ZR!;EE)^9DNWA5GCD>\$>,5S M0P@,?V|X):|J D(:7P9,9QN2"?
7(|;FSOFLF*:7|KJDRA,>>;,"CXFG65 M^2 WO_ (AGYCP< @&A|#R M|@-9EF^88?
-3)3>@R!K1:&%3M=Y(3C14E*51^%2@GYE?,=6(YEK#@BM8EDQQ
M_/K(5A77QZ=3@P'(:)H/8!<|6/ \$6 +096-*#5=-
P8O|_E,DMF47C.PN@F"X\$71, _@A=ML0XL7'I|MW^"('UA10B*HSO ^IM)B M*H2V%N
M8X!MF"H&PQSSP9T&ME@PFLN>@T4S3J:2"P'P39H3X%;IHS(1,N\$^B"2Q0<46/ M
|_/7&MTB;"LN0.A=8?|L;!&B=OE;63^>5^>|*S+RS\$_8DWA\$0WW2DD%D|@=
M8Z&L7/MSG< 2\$^1|B)18R\$/(%|+U-FA^PP|2_A%+|CZ(Z84=JWN"8S&PB0?= M'_0H-
H-2S -OC Q3UFC557)W-) #7J. S0H=2(" ?3<@ &:D| %4'35>O,!86 M>S>=<=H'?
4FL0_E.D72APA;<(N!^T";S9MRGMEMO|!%P)?K_ 'E2#2> MENBCG> _=?1V.WE'?
RDZC|CUGWH1,2S&U|XM|)5T#,DT|*9V^,=5."C_QXZ(M-TQ4#T4DD%)66\$8-
K|"/W606X&+F1FD,OW.M3|;N!OMIU9D1X>N\$4R&&"=! MP^ ^)?
M*&CO/ @:'9LB6S%Z^M)SD|0&8@@@C22%3P^+V|<2|M(&Y0#(=U! ?M+V
M8&)^Y(99Y@:93|08"UP_ |8>DQU_ '@QWYL|A_ ?285C/7"S#G XC#ZZ%0R" @
M%FED>>&'X;;MONQZGV#Q*+J^C90G+905HT0:R5K?'?'@YZ85!:52>MABOR57
M\$+M>' \$ 8N\$D<' _ACS>)LZW7XR=+
M?)W^+|8.58A1A5<0L.XL3OZ|N0N2EP|>0(6(A-Z/G+P(QRWV,SMYON|ZZ6Q(
M^R43A|;VHG+/#=-PN^8N--HL"V4>!AP|??7\$OENT;+'|0R*6Q!Q%R3)+O
M&;F9FV4|RV3F^C/_ WL@%DR"S|Y5%#T9N|F^C_ ;ISMFIYNK:GB UIM UIC|F
M; >|N#ZGG_ =GLJWE_PGW/U+5H-%1C:|>)(V= _H-FO#"RM2>UE31X|K/+\$@_:
M7)\$!|E|+;<8+"K |NL_ !5!+ P04 " !32PA9FWZC3JD' "7(@ &0 M
'AL+W=OVBWBTUZ|Z&X#|1,Q^I*HBM2FVQ_ BX.I4KD4);Y:R*KB&V^IN MJM:5X
O3J+"Y&+@(2N4@U6N#PYZ.X%GF.A@#&K|;FJ!L2.VY?M|;-
M87P'7^9DPI;@S6|,*Z:W@ N*S\$H M-
|J"MOGTTY<_ZI6HR+4L(*0KY|JC(&_*5!:"C+^72DW(^);/_LP-+6|!7=-
#@O^KRE/BN0ZA+@P%| M?N>|;^SY>^S=;)E^6,E|(2KU-
+ZUSK3G|A;J07Y>397N@+)+?/|<9JT&|5 MI|&96O-47(R 5"6JCV)T^>TW7NC^?
0!ST&\$AJ0?WL" T7-2Y(' +92!HQ9RCO MM" |JG&N0(-(\$-
=T):F:#FIN@|G)!>"K4BN86FG.E"/R.WIN>VJC|K.GY3@GE9 M*^@#
(UX)&%.>Y>CO";0|41Q"NQ!S391(
MZRK3F5!GY'K%RSMTAY30L2XA_>;9;S"Z|>P.LB|90'/D#COLO"&OR-AS_,2;MP)4?
N,V|R^#^_6>,\$K|X|9)-@6PC33A,-PB.0:"-P8:L'T2,Q.-Z09!%0CY\$Q|R? \$"^E19M9
**QE,)FS5(#*E"9!! I(&5| M !(*QL>0|U(^-,%%(""*_ \$840##"IVRO|EPGB"
(U&\$A1#9R\$@SN|R" |T-1 M!(TH'BD| %B"\$S\$Q)X^Z3GH| C|)GZ|;#T7,=#-*)TA,CHB<,
((G-Y<7U"J M.ZR^ ' SD^LI>45@50H"X,%JU)D4AVL2AX(NJ?H; &M.9>*|76#+
MNOJZ(KBK-|O;:BL7* NQ_/MFU*<)F?=N%926+KV3%-0L?_E"A
MH.P*Z#ZQ,^MPIQ8.&FC|H"UB=EW+2Q#RIVU: M\$V#59VWG
#M@9S3DLL>Q:K.|N|E|EXQ_>+OD;Q:/&BA2|M/X?;Y-&XFK|=B MAU(;C<0)J=
<,%T=.:S1N/5M(|ZV/'4WE|5CR8+8_G%<&X^,BJV#\$4S;5VV M)R8-
26'HF.S;D&37IK&7 8ZI>F=Q0|L>NWO>.XB2AU8R>,DT&*+>R|3#?+ MHVO_/B_'N
(P)Z;QL1S08K;+(%JQZ|(3&!XXX6'="0| ^H3G>4X^ ^HYCAC\$, M'L>8E?'W.SP:J=Y|@'-
=T)#&E*\$SQ' |I M<0R>AUZU+ZHO<9MC8JOY:6|/ MT'?4:BW;<6!B+)0&+O?
P%KT<'WYRNY7 MNM)T|T|74'?QM%&AVT+64&F+IOJ|V72'<^/#8FE+O*(T:\$P?V-
6/J=:NOA&D. MMJ|KBZ+/0\$^- .0ZB_3;&-
(2D>RLU#&E3&OH4LCZWS>R)MO.'SRZ^|, #|AP M;+8TDZ/\$: +8|?
9\$9F_5A|H?),O2>+DNL:/? *TD?A?R'+J-=Y7) |>,?Y R:X:U@));8.:C 66?/>UJ9* MPW,\$?
0H|W)HCH|J|;=-3F&|G>,|)!E?UWKG N*S9QF1| %Z.&F1N(FOF7ZIB<
MD%\$7R"O;Z|TP.IJ<|NU&IEL?"Q2BNC.?1"@P"TP|TWPUT3|NO+F;-QP;:YLTG
M&S_PZ@XEG8LE='5/(|A45,UG\$,V-EFOSZ<%<:BT+<|D2?"\$J;
#OEQ)4K#B=DV8;|H%WGN_ YE|H'2?N^:XR=L)?S%JVP S6:G|N5HI\$ _H)2|0:&Y
M%*|P_>NPZME8O>| #;|P|.B3/EA/-E)^M(|Q_/2MRR?6WNY>\$M|OZD%J^0
MM78U'+J|:>1!L==&-KTP6=|PT;7LH8_#B< D>\$8@Z@4B9W>GR%GY/3-L,5/R M
_KN)C3;<:XZ:3*."YN4M5&TRDG.+&Z;MI:?\$6&) K?L!E!Q@|
YC|>RE,I>%6E%@^E??)N,"Z&CA,GH1|U>7\$(<7\$ 4 M1,D+>/'@<>SPXF?

P[M%PA<0K<_19PV_7&VT4,>3W,EY/"MJKG3+"IQI_M="PTJD_H+;{J}LR"FUZP-
AFL35Y"7ZSI%);I&D%NH9!-*P49KNU(T(EM47%9_M\@ (V??
8*JIOJ4.EB&VG"GEU.A.@*GD7A.T'D/FOX%O*3'TXE?/K6_M#A_PK9&<'847<1*
+1M.TS%IZ;IK1BK#_V3N8NISJ1YYV4\$49L\49S744FN(MHBEI3 @JL7CQ^-5 +66-
KN">YU&AL.1FW"EE,49A8!')O#2';I2_3=BC;@@_M^N'X&+-1G(9CVX9!;MLLMi6-
7IRX.@W_ *3/6_.%IOK\^?J(S(K1^A989%^J MPB\H\$5ZDTX3J+,Z)-R&5'-(LI5
F7R5'=)'FE\$=JXVGRG\B1\$"73?%)9"2U>_M\&_)X5P:&.+
(\$5G\$F!!#"D48OY8>R;2G1SX=NS!&MDYL-//G;X@7/WHW_R
MEC6H=N[%UH2[%Z9\UH;9X:?.@NGL+'|=W?Q3OF=IQ>LQJW))H<)<FG'JCNE>X&
M1K;N9=Q(0^~LZU;T8X/*;J#UK93F.+*AE^EQ5\02P,\$% @_4TL(6>02_MK(#X_P_R @
+D\X;"JW;W)K&ULC59M;JLV_M\$/XK!ZT;6L"(7JC7S#.0I"F6H6V")MT^#/M
2V=)B\$1J)%TG_WY'RE9LU,WV_M17R\>^YYCD=2\ZU4C\H!-
/#4=T(OO;:8X=SW==E@S_69'%#0REJGAL;JMK7
M@T)>.:>^|Z,@2/V>M);SMWVT9\M9?0JX.;<08LF\$\$\$41/\$K>&Q2SOP>^|_J=YHU
M_'6QTD91S?Q\2O:(&J\&M>?H7_~\Q(5'!T6C^H; >|U>?PC3X\17.;<0Y?@UJ
M>4_GLMIT""(-T0%07_C+:.?=P5'!*_:OXIJG?_F<@,-+P3@-7",Y/&*S(\@3_MC*T@6-DKX
RN9#J\0>O:2J#E%V=!*A\$KBOK^O%L\$7M<*.VZ<8&<'0HJ6X"F*_M.>3T_2+NMY-
N+S)YWF,2^596^H"HX^;(:\MA;:DT+LGL_@H5&(1\4,J^W3_M\
<3;&RM5;C0QT>|\@J5G@VRJ=>NSDW.<#MKLZ"-M\$J^6"&7#54T*WD":)O8;_M%_0-
9RP*71NE,5OS12@UR52RAU*J02J7L*T@9EV\1DJ3WB@N")!
MEF7T#="M/J7\,=3GLR;IGF8XEUDMM)U=:M<(FOJ72+41P_(&0)"1P5"%I
M%#@# +&&&G84#?(\$\AP>W.4<6^@6B6!Y'3D0;VF061';9DD<'R5G.IF?N'K\$
MH\JS\D\$1CS\Y\F"#M'!M5D1PI^0:M7U&B,:"8/LTHQ60\H+-F/49\,BRN\$C
M%=K.A)&TE"64*">_TO6_92-D)^OG*7),RBQ"FJ20ST+2FA\$R@P_O;ZZ.4AX7
M"61902&+P"8^9PRNN*H;V564CST>!6*YW9\$PM1J*W'(DTS&Y4S53P#RFX'%F_M
T9Q1,\$3%A^E^/L#2NDAK6/YD&_J\$1723&_IV:Q@&9RZG_R#UZ5'*D;\AFHJ
MLXTPXT,SS4\I,7X.KV8CV\|5UM;ZS#;-D&9UGB@1K?S7%@Y.#>JI4T\/*Y_M;D._&JBL
+VOI33\@0TP_;PL_P502P,\$% @_4TL(65Z\JE!P!_30L_M!D
+X;"JW;W)K&ULQ59=;JLV%/TK%UI1V(-
M292LCS0QD#@+EF'9BCC;'H8JR#)M"Y5(CZ22\M_OD+)5%W/<|&'8BT11\QZ>
M>&/K6-T)?>QICM>1#H:L\4I_) +1=XLY*J+0T>U3K06\7+
MI4MJFX"%81JT92V\Z86;^Z"F%[(S32WX\T6Z;JM2?;IFC7R^|")O/_%0KS?&
M3@33BVVYYG-N?
MU^4'@*!H1EW7*A:RE(=6E=Q6=7R\|)\$)+B#>|A:AQ.V)SWC36"#0^&N'Z0U+VL3#\1\J
MO|=+L\GTQH4=5IXUL=|E@T-:BOY>?
M=G5X30+;)3#_NU_(L;PI33F\4/*9E(T&FATXJ2X;Y&IA-V5N%-[6R#;/3!_|\\$ M1E=LY.
/W;BC.+0)Q:RY_1>|B-'5\|&DK)5N:@:N"+5!RLZ&9*S97_M\,?
50KOY/X\5H,=/CN%;%CK7V\+BEQYZ1/UQ+WIV^~B-'Q_@GTRL\$|.H4_G
M;EEUW"2*UK6NERO%5^7;L\P(Z2HA>%8UE_M*FCQ2?,^A"JA1E-U*N'/%ZV_M&E'O=
(7^IE(L"1W\3JYV\$X"\FL\H#=-C-3C)\G@-'CXMR:U&"P?A@,!>"07Q.CR\ET,TTNA-
DIU&
ME!X3/GIQ&+BT81C3SP=2\IP4W+Y0>Y3;NK+DSN&^MJVU_;AIM^XM1T7>4.XG_M&
<_H\XNL0*XV9=.TMDK7==/8XHTFQ9A&"1NC:5>=U;_Z"BS.*8KB+^|~J2X7
M=8/6YCJXX2NN%,3L&V'\$|\@G06(&KS<_"=JU#O()5\$509S;N%D6\|C276J%!\7?
MHR#&#_.,W%-P?U3H)"?I2FO\5NY+@<^|DY#X21)1\|=Q1O>=Z0!V:Q6\+=OM_M>^
~H6PN<%>Z)(06/T3.P>)#T!S6JBL^!|MY4N":9OGP:K8IU1K\T"\$W?"MU_M; >BJJF0GC
9PEJ:XIDE(LU(MJTEZ#QC\#%"QD_8+?*1@E_G%;')LET>U^(<#_MQQ05/\@L\$78U9\$?
37C#OF)B?%!\$VV\ _R;_SC6/%'-X0@Y_LQ2!B?AI: _Z/_M_P_&C3(+A\I2,%\|&,'R-
0;_LPPD(KLKWS9P@:U.<8W@M\|<8./8G*,<U1M91_M_Z<^0|_"06FQ,W
*\Z99\GH#QX4_B5.*S\JLG\GX,2/H7Z40_|>_D\@M\ _ML-Y0C%Y#J8\|*8.#
(PY^TFMWD-/D*M&?=H;9X:QXU1^10H3W!\U\5+2&.1J^
M0FIXEDT\4OWAK7\P&ULS5AK;QNY%?TKA-8H+("(!XRM0W\$V4==--L@3KL?
BOTPEFAKD-%0_M.T/%3G\|H#SF/R(W""8#\|=))(?WSKFOPRN>W(;V0\?V/I*|3=UTH-
UC-N7_MBT6W7/M-V;T(6|_@R75H-V7\$M+U9=-
O6EZLLM*D7@C&SV)15,SL\|R6MOV\3_ML(MUU?BW+>EVFTW9?
CKW=;@|G?'9N/"NNEG'M+X.JF6_-|2QW\|MW\;8+28M
MJVKCFZX*#6G\|>GL%7\YKM+^O.'?E;_M\|L8D67(5PHTI4\$V-4L#7-
6DH%S&%D\KR,6S2W\|#%T=2-BOR_MSM=EJ" MRT?3!3EX\?E\>U7Y^LHAX61)9+?</p>
</div>

%Y[UB\8!B0[Z\$)JX\|D.S\JO\ M\@N G)"*\$>FY>%3AWW?
"R(9)8()|8@^ .5DNLS\YA.70_#:#TL6INR\|>776Q
M19\|>LC<7HLZK"W5SLMN6R\|Z0S%T?GVHY^= =>4\;MA?\"&D)JSJ,>UGEZC% MU:
[V)%R3;B\B\1"QZG/\$#D%_5/EAZ. 7K??W0D@0_#|!%@!Q?-"2NPZX#CFY.
MSLOF0_+A1=/(MVK)9>O*++^NX)F_*!L6=\$5\|T\;?+L-F6S2?R.C1=J*O5D"%X
MXKL(0_#=#KO\|!.'6 I*JS%1I8WYFE! ?O9)XWW5 MFE&G!=2FO7DBR=LV?*PRS<"-9-
GZ515\);INTB\H+T068L434_)CU2#F55DCK"W*J><.+BF#=J'"CSGE M.@6(:UIP2?
[AN^|E\$*"O>|'D0OPP> 3X\$|B06(*Z(F57C^|H0-AG&U_...A\ MCXJ;|^
P.)RD[CBOZ,.034B?D04'|H87C5,D5==YP\$72<\$9+9P@RE*;0N6H MPN-C\|JCF:IXV&)?
U_!3"ZK;J:V(4Y@BGPR-#+!4V>R27D'^&=>^3?XHFYL*MOG:4-"#*VRR
&DD7)^D3F;_U*%L^G#5'L=7A\0L&*P/?CQ\QSEAJX":.\$-E
M<@_O77TLD)\|%2,>"=EJO>#8P*QPX1"5)-%43) A%,IH#BK/I61&+@@L0C
M')1J\FB6;F;^!#0";*QGD83N*..;3BNJ"OT,\$C\$ZDX@:OWH2*4 6\$XEH< 1'
MVBE%32(1V^<=Z%|YF4C\$"%0GN'V?1(S>(Q%FGT,BZ1:1T*Q\$SD-'R01R23.
M.S:1R#C?(Q%E\$|>:7%,<%,+F&(! K\$E@""X/,DGAH%\$G M<8D=2#U13&
(.RIQ\FDS0@&F&1H,JM"5(Y2)1GL* FT-L4H"05,H\ZXBQ1?8% MCA3VK0@%M:);!5_!/"-
R\|P5')G+|/91BQ@|1/-I2/4DI"5UN*WT\1P/"O> M4FOU)*G
|YE*;X:\$Q==#6>/U|W.8TYCB?.|)8HJ7J0*PO^%48PSM&:"%U"Z!,M2QTZX58?KZDI
1|:)@^5\$,Q&FP\O(L!* MIO8+9X+5WZR")/ZX*&2F8PF=5*F"TL%TQW?V/U!+ P04_ "
|32PA9RGP\WJ0'!5&@_&0 'AL+W=O7\|V<2?=@X\BM3;X8'I^6K\$5GW/S
M1_5!P6S:2|E\$P4LM9\$D47YY+MR3RPC7VP6?!+_7(YJ@)0LI/^/D778VH:@0 MSWEJ4
*#X8Y?|3Q'0:#&EU;FI-|2&<=T)_W:V@ZV+)CF5S+_HC,^FR23\$C&
MEZS.S4=Y_PMO\|0E17BIS;?^3^W8MG9" TUD86+3-H4(BR&=G7U@^', '@M@V?U
M;C:R6KYAAIV?*GE/%*X&:4A84RTW*"=*)2Y4?;6_)YOV9"D4\LKSEYSYFN
M%0>/&TU>WK)%S06KTZF!77#M-&TE7C8201T2(_)>EF:MR=LRX|E#_BEHUZOH
M=2I>>GL%_EJ7Q\2G#O&H%^R1Y_ |3);X1.HW#0*QSLDWX^ATC,ZIP3N21+ M4;
(R%2PG3&L.!\7*;/0P%VPAX@#-T"&.\$|1JSD-SSEQ8(K MXKOVJ>|0S5>*KY@!P8L-
..!NSN\XCORX;-|0I15#JCNRW>XD:PUZ*U?D5MIP\AO;ZQN\JN.!\GK* M?
T4N&A=>W#&1HZ;/(#T?:088R?C"@*6@0>/+/X\GO^16V=UQ_@_BTIF3)!%0
M\|)09;XMZG,"BZ&HP5+|A.F(Z->_)1XKOL:P*!% MALJPW""Z\|H>
|JAN1QQ@9|3YSBR@L'B@+%LJ52456/;(MZY\|C1^B+;FS.|(#C@@-Q?
#=#V@C#I#NC!_.V76IG-B,/Y)DCB""U\|?B&*W'" M\K3L)\$6JH*"T(&\$LH* 2I*R'EU
TK/"9)&YV8<WBRP4&W&9X57X\$9.-%(->6^/YT^%E0X/: M\7GAY3HA\8&S&Y\?
%*X3N=1*..;'F*)UU\#/:VG8 G\|@B4\N&!\I+_O=5WHI MRP\JD;T;|H'|%.>D:
(H1CL7H_GOW>E"K&&<4T%AQ*)!!7^&/H>|A)H10W'< MYHD3&-%4:(-|K6B?
Z\ENKY2(H4#_98YG(980EQ"# \$BH*M2#)UM4'0E\5V(< M9S7+|PWA3:D"*W+)2CQ&"
(*P2S?TP?PWNQ\$DIYQPF*(O""^!,Z\$6PW9XPDN/ MTN>AY+_
|PTR'K"20G@VOLY:9COCB(?A*|L@_P_OI M\$ 7^?
A?|+V%HMXN^&T*8.'KS:G1P7DV94AOT\$RMDC7

+|+5F3&2 MM+|F'3;I8N6*Z;5U58H\$A|(&G-_>_3%U9FZXE6CP/1^*IB.H'_+LR,@C, X?
M;L#GT"5-I>9%@1,F6)8.U/40-Y=0D

\$3DPA,&D(E!>'3A+/_M;)H:9H.?!073";D5!9:+E=3".F@6SZ"X\|SE0:_81?
UXUD1|SQ0Z/H52\$JK\ M@:(/Z&N, L_0A\$VMTC7#Q'01Z,%03"8M3:C*
|CO&JP8B9FOY2%^Z,R263?0 M@6@46DBE;(Q";1W\X*P81NA\$??3T0#WR>
<4VUN&!K5"#MD\|MQN>!\^|DV\&|' M^,P) V\KL0/@\N>)0U\|<4A+|O=P?
S1X!%"P""5HPHN@#^@X\|01RT_VD_NN0&/3TZ&>S^,9F)D93\|<+*0QLK#DFC,X.%P
|Y<22J\|V@AOT7Y+_P-02P,\$% M_@_4TL(61+/*H6!P.R!D
|X;"/|W;W)K&UL\5IM;|LV\$XKA&<,"#9>O%;TR2_DRY;AFP+DF\|,P#+=\$65TGT2*I.
M\|^MW1TJR;N*F\|!-^S#&HLB\YX\|O="J=6.OE2;^O
MPIBE5/7\$DF7P9BYD2C4\RD5?+26CD5F4)GW?
=4?|E/*L*3CL\ZD0R(VIWFBI3J>U;8,T1Y MH4B4^9>LBKENAX2YTB(M%@"E&?
V+WTH_'#(K\|8X\O<5I%!\^89J>GXJQ8H(MG W2\|
(7&=*R0SHIO62O*)=SDAPM^1&T\$P1CW2|P=@9^2|H'OE, '&/<63BC((M1CPG&
(V/R5NA8?;/F>F1MS%\$>,5<;FTVAL&8U/QO !*I0MN@M&88F\|P"6^! M^EP4L8E(02)-
#-) <679'3/%%AN-EA!OJ RE5S)>HD:PJ9L;6E\|Q@)|@Z9%! 5 M_#\$3-8XN-V4;# 2JYB%?
EL\$U@SR3:Q"21:@;XPF75:BB4B>D%"ZB\IG\|PR-_MGX>:;!4>L;#5/F^LJ"+=

<3#J>5!+D\2T!:" .QX%O4\$U!\$EYR4RWD'QX;;7M MSR\$*/28@!:"Q*Z[CQP'X-5U&O;<>
<+:TX_O"%WF1HYL=C)M:L:N-W1LJ4" M-V4F)C=
J5KJ3+#JLH,#ZXRT;J(UJH+;H6JIVF(K+.O4UEI!5",6\ DE(S\$7.S9P>J75!-
LUN@3JZ1JM\$K@ =9-V? M!,(QO2)^J*HO/>F\MX4?4\$|^>;S!ISP0\$;0D4!@TLAH
WB?E6BB@/8;A+ M@-;Z[KD9W"Q+*%VB>|.)N,B*47"?T>-W9\WVM8Z\UZEB=-UJOG
MR,|<*Y^2AYO.)SQ>-+NSK\$S'#3MQ&#R+&|. !%I:2M&55LQ.KBM"*F*R1SK
MW8N>75L!J'I8,Y=-!/:C@>;RC@3"%25K7>.H:M-I8K_D!2>_"VZEH=5 M[ET,
J1|3Z?;:'D(9EXPV_@J%MY#OAHKKJ4 M>3ZWKO&&X.S "7PX#7|<>S \$Z0\$*
Jc*Z\ZKW?Q/9Z;EYT#J#E3G+M+!>M;V!?=FU#(=J*F/MO?(-J;/M=0M]73A^X7^M/?
+&BA\$I.V.HOWB)E>, ME2_M3%[*]|@8#(_U_JG SVM3MUH,3)1A_)%/@Z.575/\$|+
(J^"UF"26 4-%67 M?NV#;LKDPGRV5L2D>OMMMOJMOHO/40?A|73|6?
U'*H\$(BB1L#DO=WGC8(=)^ MJK8/0 ;S>7@FM!:I^1DS"DS!"?!^+H0N'U!!J?
|+GA#4\$L#!!0 (%-+ M"%F8|#B31 (-(\$ 9 >&PO=VJR:W-
H965T:KL,Y|> %7OGT.)FMA.,BGW-OA< MO%Y@!0&'7%L&:EX'6-/GELC(^#-
P>N.1%GBZ/K+?NMY-+QE%6\$O^@Q6ZBKWW M'BE@1UNN'V3W"89^KBU?
+CFZ)^F&VL C>8M:U@/8**B9Z- T<;B'\$|#L'" < M *3W1_D5-Y039-
(R8XH6VW8L,*UZM!&!/VHVRU,KO,X'22MF@RB.3-#6C* M.+Z-?&UX|:Z?
#QQISQ&>X5B0>RETA>2C**#X'^|;/.H'"@J#2\2WK5B0F;.! M%0F#<&|DB\$KF+|,
JY2*_07^V=CTS/'/SO!_5245|'^UOK@B:RE0_!)/J6M,U!6>%=)SI^(I_04S_?(-% ^2W)->
M.U(JRX=D&OF'4QW^B<|J4*6;)B2Y;(7N+3=FOX%=|3Y|+N^G_9ZJD@DD"8&
M&DS>F7-5/T%JH&7C7)M);6; +2OSTP%E" \S^3DIH#.P!XV\L^0=02P,\$% M @
4TL(64L49 P @0H !D !X;"JW;W)K&ULK99K;JHP%
(-BI554RMUS8U;XA4Z*9U4B=4VNVS24Z(U3.; OX^O9|AB_\$DD!
(I9RD5(RN1,K^R;1\$FD&%QP7*@ZDO, M>:(EJO*%+7(..#):!66H|CM.S,TRH%0Q-
VY0'0U;(E%"8+1.H&.QCF> \$SD(_YE*N:7:M\$) _J"*. (0SRRKMVKB>OH -/C.X&5
MV"@CC3)G|/\$E7;J.1Y6A'D\$(HM016?TN80)IJ>7C5R5JU6/JP,WR6OVS@5

EOK='OX?N&)6)0)JH!-'K>%MYK0U|:-CKU7P:T\$OD.^<(I_Q
M.NAQ=H-.3\Z4R24(J;:7W&%QK74^L;WW6|%->NY_:%'?K3 M;G5<2G:-I#Z"R|
;VLM-F-9!|:F_\$CD.863E>D7Y\$JS@_3NWWYQLO>K42)U6 MI-O:NT
2/Z.00TIVE/TY4(AW^ ^JNK8/? M7(CN-F* _JO+*4Z_VU&OU=!V&K*"2T 6:277>,
(I\$>LPC+,%LS@^ .M|MKJ^CA MTUA2_2>Q5_S|FK|_Z;:Q=G?6I-.UZA_I?E"
I'QSJ_ARM.%&+QN)X%|A@_M&Z33:9"TCG4DR65-U'*?I9 M5%>N9 A'ZH2#QM.48Y)I-
^T\$.=\$XO3|C?NX&F;SE/>;I.U6_A75WGC,, ^ + MD^,
(9&Z&|IFL6^L|ZMID#XWVL8+P@5*(5823H7?;62O,QW MRHIDN4D9YDRJ!,04\$Y4C
M<=U/>8;FNZ 'JK#/'X"U!+ P04 " !32PA9 M? O^?O<% #1(@ &0 'AL+W=OQ8TR"
JUF:B_/93LK|Z_E<;'8LB\49W|<M?
7+#BRR6ZK*XG8MJP>)M992E@W(I:|Z_E1+68=2S8!4_2+9R=SX+9V#++;N)#*C_SN_>
M^MOP5%3_@/L:"V=@EO_+T.1,L T0\$#7!O@AQJ0VH!4"STQ
MJY9U&'.DC=Z7VRJM5G"IS" _S\DDD%\$"^4V?7J\$CQ_!@(!TD.
MONSX0<3Y5BSF40\$K|S+?U%S>GKC@_2Z_'O(S0.!+@"&F%O,+M_DEVRAS5)F3
MKOE<1:4)#6Y"@RM_9-#?6K:6_+(7\$J%" O|J(S_|DR|9=MP:<|4/L=RB/Z
M6NSC#3N?J3,H6'%DL ^7//R\$?_F);_D3..L\$@33"(R_OR3<8+F?S+MN""VE;
MZLG>K^S+Y%<(NJ3R/<6|V-|%1:<1T.;X@;7(4@;@M1)|*K@0H#K7.6RM.)Y
MI7*8=1.>_ '@M A0AV&-I@B(2^;.*7D/1&T?QH|IF5HZ><7OD01%/986&\$48 MAG:>?
L/3=_)|%R<% ^|JG|V:CYIOW)"B@7MCC9L%1Y/L>M),+&G*!D|SUV>H, M?
%\$A%.I:0S2\$ M_8UIA5\$T<&@0U\$H*)I M;V!;^?
@"P8&GD#'%MJCZ9*0;6G+H%6EJYIFB@/ MPFB_IY9>Y!2S>U)0;=SY"F\$4AGZ?
G!4703I 3XLA-55=72MJW#>8^S1G,I;-R):?1%|E2%G_H_.B 3 M>>L&1&LJD*F>I-
*8X|XXA9< '&X4 U@K3,(I?.CTA8HAC50_UB9HH MG|*A7*_%'ID5?
TS."DR>!",CHA88QD\$PP%3+-7(*X'U9*S2_1XS|P-BC!>?Y
M|0*K2T|+*(KJ"UK"1E+U:K.|B9.54^_WB;'I&S5|6%VWF?T09W(M6|?)T|*-X=.W>
<|*8'2?-Y&W;D!TC8#=-<+|F0N;HA^&GD|Z&|D&B|0_ ^S|& MK;
J<71P|V&|A2P'0)VE"!CH1K,L#|'"X/1F2LVE.W1(%AOV:UP\$(XE+"P5FWL_M;IK="0N;37
0TJ!;95E@.(8KP0)&%M8)BMX+VJZKXEN6;@5K*|6KT_9S(6W?A
M6I>Q_09R2G|HP,RD;=N0'0%@-T5P_RDJGHU*,HZF|5"RR*AN8Z6_L_=@O_
MB(QD\$?<^21,R(/U82S|V2_ ^8C&3VQOY!1MHT432@_V>>:.\$F|A|:G9"(I2>&
MR"CO;# /TX!\$J'"2-S"^/;./+?3L2=Q*F_=\$&CD)4_ \$R>3#L6G|M8-2&LL

M_NBYN"G=@1|N%|M67!*1@DD JM6BSR9:C).3"5'R)B?65!8-3(#-
+76/M@G\$>V/^"RX.,0#"4JK9?D 3/R
M#2_VO%#='=B6AU8TA!9*>=*9^53>NLO7:DR>?FQ.)IV;3^6M&Q"M_N2QHW-B
MRCGVH+%A|T%U?|C3HD^G&IQ34|F-'^Y1/JIW@+"<*(MI5J;Z6-
FYK5Q^W=73/S^|,F&PE&_K)NWGC05AS*7E6O=RQ>,N*\$J^O^%
<_K@HGVHGF)9_@=02P,\$% M @ 4TL(62OPEKG* P 21 !D
!X;|W;W)K&ULO5A=C|,X%/TK5ABM0-H8N>SLVTDZ(B!%2-&E&\$?< \$
^>OFTCDKC83@O| M>NPTD^;#|5!MO4L3)_?<>^Z)?;_=R8ZRKWQ-B-#?
|ZS@4VLMQ;,*MOEB37+,M1W1#"OEF25F.A1RREDC0G!4H 1A93JV7 M&H&
(P6H+#ZE9,=;|T"E|D#I5S5XFTPM1S\$B&5D(Y0++RY;2)8I3Y+'MJI MU<14P/;|H_?
75?(RF0?,R8QF_Z6)6\$^MR ()6>(R\$Q_H|@VI\$_*5OP7->/4+ M=K6M8X%%R07-:
!|DD?%_HJ_UT*T-|D U /TNP*T!;I7HGEF5UC46.)XP MN@-,64MOZJ;2ID++;-)"?
<:Y8/)M*G\$BGI-%R5*1\$@XNP5Q.DJ3,"*!+|(9D MR:6@E|=8*(,?
H&7Y_)H(G&;|A<3"CA#YMRQ&P'7^!LA!G@8^,|OR4+"805WNW!;2M+H@AI=4.7//;+
M1HI<(47G=Q((W@J2|R^ZI=1/'T4M4:O^ 8OR-22BY
3MB56_-5"E^H>'U1X53VVL0N1YSH3>|M.0F_FP;:L M0|KZ'E&>C>;
<@|N"UG*|LHKEC2QAVFFX|^WXO<9FBPZY/R&G^:N7=R3+3L M_\$%L+XP|U&.HL?
+&7J!G&30L R/+USAEX!/.2J(C%@Q"HL#SHZC'3&<6>KZO MIQ8VU\$(CM?O1?
0^2OFX7'=ZX8P.3EUH9W+6R35JHTF78*O#PW-5G|H3 M.SQ\$;
()IEAHSZ/A'2C@|1%QH|&!/5*_:W(X:NN,PZ)/3F/D('JE|-#_H+D!
MOG_(TA56>T^NEF95DF|HEK!"|FH%X!OY@C(HKQO5*U2;@S'&J:OR7-ZZBAQ:
M+O3^2*6"QM9^LBAG|M85Y=#JH;G7/UVMX+!|Q2@T.U/9*T==(_Y\$.?A^9& M?
T+%&K;S0<4RF70)'KH|-+?|4RI6. CO^D\$PJ%@;S<:'Y/RT*NAL?;|5;&B MP5X7CH
|K=S6CLD+4|>G;KG*<.V;>8K>27 QE92J S"F5^;|JNW0|\$W51' MOPQ#_E!+ P04 "
!32PA9F&%4 M'V@\$ _"%@ &0 'AL+W=O/+N!"15N^I453NSJVJU"TOR@:A.S-
@&9O;7KYV\$0"!;-.">K MX0-)G'O/43DWOGX,MI2|B6 0-
|"\$O&AMA1B=:WKW%M"B/D574\$DW|PI"|&0 MCVRA|Q4#|,=;
(=\$MP^CH(0XB;32(VQ|9:\$#7@&01/#+\$UV&(V?<)\$+H=:J:V M:W@%DNA&O318(47|
SBR^J1R2<|0_&#\$(>T @QF ^UL7GMFFWE\$%O|&<"6 M'|PC165&Z:MZN/.'FJ%Z!
0|H2"PO&Q@H0H)-F/KRFHEL54CH?W_2;F+PD M,|,@Y,>PL|W;9|^!
M=P,^,\$S0+0T!W5, #:XBU*51.G\$ M4=1|LAD9 WUSJ^EA5-
IX999Y.BW_ KM|^@3RCG|AD3+N\$ _ZE%US34|TB% M2B2W&BFG12?3HE.JQ?
B4^X)SXSI045=U)IY+XJ47/Z!|FU+NE MU!|9|0!|CN;ADA1YZI2?
>Q3Z%8J)D2^9@ZO4IU*BV<2@NWS"*G1S_3HU^JQX-<9B=2-!(A+I02|'4=B.15
MC/LG?6EVS.-43_LGI:U16J=?1 &89;2.S=Q3-/-3|(T|LL|HU2\$XED>/<@5
M_(MJM+L%N;..BD;+=,NF&^FY7U|=U|.C>O6%3>O^7|S8I8NL4=C07 D @|
M(1)J|^@A 8PG0Z.A%"^N;5N4&I%|+@2V MB |".?
*42LD!3=:;:XR/H_)>3TU"|H==3@;G _MX9.3W4^8+=22E|!<
MAC*NNI(82PY+DP=!5_%IX(P*0_0=02P,\$ M% @ 4TL(67;GRJOB!@ YBP !D
!X;|W;W)K&ULM9IM;YM(\$,>_RLI7G5JIC?<9Z"66VE2!|!6ZJFE|KXF|B5\$Q^%B< M|
|3WX(I:|A9#AKRIO7#|/|@_ \$YC?S@|G|WGO56^5*M&W79KIB|6V+/|HH>)-
O6B7+BG&?|A|*|6|9> M-LE.93K),U2HFXO%*_+R4LAJ06WQ)5'W^N0UJD*YSO.OU9O?
-Q<+7"E2J5J7 ME8O8 _>G+E6:5IZ,CK|;IXOV-ZN%IZ^>W|;V^"N8ZUNLS3OY)-
N;U8A NT M43?Q(2T_YO>_J28@4?
E;YZFN_T7WC2U>H/5!E_FN66P4|)+L^'|K4G\$R0+" M/0MHLX".7<":!P.|*BL#NM-
7;:K|R*_1T5E;:Q5+^KI*K0|!%4B9*HQ?HREP DFT.J4'Z#7MW%21I?I^J%N59>Z-A|>F)
|GY1; M|#DS%TZ;_*LVZ%VNM?GXZ1M5FF7ZF7'V^>H->OKD&7J'D@Q|VN8"6<;?;XL
MC>KJMY?K1N'KHT+J4?C'(3M###_|'%%,++|<7OY&K5+DZLV8;1-
M&*W|.8| ('^ZS0L4W=\$=A|U5=^E+O8_7ZF)A;D.MBCNU6/W|\$Y'X%RC6F9QU
M(F=MY&S(^ ^IMG!3H2YP>U'/T3FF-RFV<(4+1^SPKMOV#L1X>R=E@5E+N5E+SZ
M,|R=!N5;1+2J+7J.6M6CZHUKDX1XL^ ^A4GI(A&PD+%JU@,3JHK3Z4
M%T9^=JL*2*EP5\$0B)(SVQ+IF!|,B(P(+EJU@.37#(W5+5Y# C,F>;L",XXA2
M6';0R@Y&YAF2%@"YHEP(T=,&V7\$F*(;%A:VX<%L.(8TAE#Y)@IY\$P(P3BD-8
M8=0JC(85GEV=H4|&I38U#|8WZ&!JQ9O)62=6@BT=|;S5OO\$W4_!S>>M&?|W
M(-7_9CYZJ+PJ!-P-FGCN'6#"30?H|H.(WCCOE0_8-?%)MCPEXX\$ZLG(V M'DJE2!\$Q
|V0F93,H|@RE4R&ZECA+C%Y%.*^;M=*8.S9"1!+5C(6K: TEX^A MD Y%
AG%J*DHD8!36Z+#3I=*I?FB|PP^LTI?V\$<(W)A7\$F;|V,6\$J3<&8L#&)_>M&;W<
M9'@+|"-8B-P*&T51OQ, S CGPG./48MQ.@C*!Z"A<=Q5U%,-V1 /:B%+QT/

MWY%%EKI4I29_4;_0G841\27YY/>>#*"QTH'\$,S,SJ&O'#"C1_8>X1;%= "R*
M07\$N3BGG/.Q?OI=\$TQZ.D-JN4LGKIMMMYWB!73D MV%<;+(WI>!J/+;8N9@-):/^\,
S"3D<2>8R-F:L6.KJ M/%H78 MJ52N&6>!J"FVC&63&3M6N M0P8BCV[7B ??
T8|QREHWE+"C-92684|>LZL| MLRZ+5#X1J>!@R\4BD#| RJ3AU?
G%IY\&)X=FHT|!J(9S+6S<%%M%YM\$Q MGW5V/>W;026_GSV\3%W^VG"&>EO5P
S(87OGCH9(#_!!EHL45_/ <8^0X*
MN&4MGWV(S%V0"A\$)YVP.L),XXL*GV2*7/|85GFN_KE5L4;550&YON;
M/"^_OZD>=6T?;5|!U!+ P04 " !32PA9,SGJ02 \$ #: % &0 'AL M+W=O|:'T|P@E7
6=LD|?|ZVH2!\$!POV4;|23"<8+IC
M_(M("9'@:YX58N:D4FZN75NT4RMILYT'G:|9&N4ZEWN/|I,J_) M@LB'S3U7*|>IDM"
<%(*R G"RFCF_P^L;%.B\$*N(S)3MOL UT*X^,?= &+ =|G,
M\301RXMJ1L*=:TERT3U"79UK.> 92DDR^MD19#380^_O|9""3 MX\$0"JA/OT
2_3O"K1O=D55NW6.+YE+,=X#I:5=,;E395MNJ&%OIG7\$BNCE*5 M)^<+LBPYE90(<
46ZB))RHP_M@)O299<27:EE-(!W|!!Y(|*%#P4ZK+)Z+|D_M
7=,"+7|^2V1F&;BA2KUL+@%SY^|,|+<"GE)4"%XF8NE(QZS.|RYKOU9X/ MG>#
|HRO&P/=> N2AP)!^8T^_)4N5#JMT0YON*J4:N5_C%ZKJ^:?
D&JC07WGR4PGT7_=:_%|B_)S%'_34'XECCS7W^!D?>;28(+%>L(XC>"
M^+;|J|>8Z(\$\$ "FN 0@?>LD*GO!|A7C*J">LILY|4W1XV9(OH M4 8-
96"E|%VK@V'W=4,+K"VB QLVL.%@21LVP+A"+|:.\$FRC#'|@.*@C".CU!-
M8>, @#, V\4<;G2ON0.RHOQ.,XP=41NB@DD0F:"#?1XH, @FL/\$P/4UAI_6, M&|3X/#U-
A/\$@Z0Q1IZ6;-'P3.|JH,0*?%*-0TY,9RUP|GB|4+%K|!K_='| M*1._/LV%+E4M:XH!S<-
|)3OZYHFZ36D"YIZ|?0ZGX_/GKPE9@6T@7N/53 M.-Q0!X|1NN(AQMB?C*-C6D-
8B.-):05;X5GF^M0|+YW0@1C> QN"(->"\$^ MMSX+AQJM\$:
|OED95#6\$655M3A6>ZJI&Q|XU&_0UA%@%;#X5V\$ _WPF-\$UUHJC
M0H_'RAC>L"WAA7K0DT!LU_'&50=J54U)8P_6+T#| #V3US1|PB|JP#=:@:T@5NC1@-
M-^*!0Q?U719.O @>WSL:XQ_*3C\$?/\$*2;L|510D.804+WX,63?NOW'O,U56:0
MD97*|T9CU27?OTC;+R3;5.^B'IF4+*|V4X(3PG6 .KYB3#XM|.NMYG7F_#M0-M2P,\$%
@_4TL(63.FV X&ULK9AOCYLX\$,:_BL55IU:Z76QC#.PE2-OL57^UDS@) M6L
YVTG: ^_1G\$O82;/3YDT"9)|):X9Q'I)4<@GM>5<@R| %7J|JM|5Z=^?|
M:KGE!5.W8L=+|E:R()I3KJ7>|/F886D\$5|3GC1W5V#&PI"R&>|,E?
JZD'+1/'^5+;%,R|?'B,Y|G- M9#C^K9-ZS7=:X?GQ<_9W5?&FF 53?";R?|*5WDZIV_KOF;
|7^0QS|Y75;H M|RU%KJH7<*QCH0>6>Z5%48L-09&5IW?VI6| \$F0"1_0&N!?
A|!4\$M"*I"3V15 M60|,LW0BQ1%(&VVRV8.J-Y7:5).5|C;M32?9D:GTSE?|F6F,Z|_#9B;
(5GM MD_S1_ZU=OP"N0E>#C5NR5D:F)KTT=EL9?ULQO3|QX M@/GO?7D+ O@;P!
3AWPV+G_@2R-'E3RXE/NF>TT+<=-"7.4+!O)=ML)5SDE/
MW'JH4_4CBWYU#,K47%YX%|ZZR^(PM|=Q5TIV46I05-J,)8|_2@TRUT5GF2T MDME?
CD-*21S;|A|.V1UA48)A&W9!11HJ,DKUWO1_8WYS;A9L^61N@VK&U(5Z MRA6>,
<0H1_1W4!UA_,%1XD8-&|1P%/7;LQ+VOA<1&B0T|/ YXD(2DOB|_6D#
M2\$>'N5VZ+CAZS4&^4K*+,J.FS.CG!CGJM96B@\$#:Z;XC+(1A#-W-CQNJ^(J#
M/'<8(DA@V!UD1QBE,|I 31K49!1U? \$Z2_G &*")AW&%SQ!%\$320=< BVK@:'
MU|F%>RGC7M|HYGB^'QWM:V6|K|/T|\$+':E.<*URKY3MLMS6?|&HYZ4/9HA
M=A2BY. K9Q((" M2K?;,:;&>K*V|PH >\$"8TAZ8+WXP*SV),!BT6MQZ)QDVW)6|"&7?-
R!+UO MI3@@!*(NNB..A!1% ^BMYZ)QTVW1QSG|EHIQ@'NCX0B+
<(@&%0C12|Q7G15 MZ|U6MLM26_-
%X^H(PNV|H2(!&:KT|TK_:@D'C:2U|'1N"7_ (+M^ZZ9>A1W M+=
5E|#!C29J#1J_- 0+%FS?EC&*(|I:"8ZX(CI #INW1N/N_=W+M@ZR_GC M!(IPTMTL_|
(PAKV-LG_V\$&W_P7C/Y"8KE9G,M='|VC4*4|_"IQ.M-A5S|4+
MHG6XY6S%I0TPGZ^%T,|G|E&|^6LF_1|02P,\$% @_4TL(6&ULM59=3|LP%/TK
M5QF:F#1(FH\6L382M\$-L\$A*BP)|=Y+:Q<+.OFFEAWYVDF;M2,L>V\$MC.^><
MGG/|E>%:JB>=(1(|YZ+0(R^7A@|17@D>-;|7!)IE)^60|W|*1 MXUE#*# A|J#,8X5C%,
(*&1L_&TVG_4M+W&YOU*^H";+C&D<2_&#IY2-G#,'
M4IRS4M"=7%|CDR>R>HD4NOJ%=8/U'\$A*33)OR,9!SHOZR9Z;.FP1>N\$>@M\0
M_!E! TAJ(+6SJH8\$T8L'B|JY|F711LTVJMI4;).&%W86IZ3,6VYX%\$|Q*14G
MCAI.8&K62%H*!#F':Q3I"K!+=TWIVOKY;?W\2B_8H|=;BJXX-3_L MYMM-
>JZ7+,&18W:A1K5")_|XH=?WOG2%>R>QG:A!&S4XI!Y/S(RR.:&"N=EY M|()...!R7*1
6%1CW25H;-M5|KV6%G%0<|V_V_HKK;#=<.|7@O;L1VVML.# MMM^>H9H?O66O&
|;/7M3:BPXNH#_IG4%K>W#0|KTD)B!KSL)|
|O>, +7@A0:|&ULQ5O;MM&\$|V5A1H4*>|\$W!LOKBP@L1LD

MA=,:=M(^%V@J95\$A!>'7-D)T(ODF*T7'&Y#I45_6*+TNSAG.\$,>3A#SA[R
MXE.Y9HR#+VF2E6>3->=WI-I&:U9&I8O|SN6B5^6>9&&7&P6JVEY5[!P42]*
MDRER">:AG\$VF<_JZZ^*2S?|"3.V%4!RDV:AL77URS)"XF;5 M%|Y|Y+LXE3>
<02%O\$*(A3_!MDY2Y(*2?CQN0&=|/99+6Q_H;^IB8O MR-R&)3O/D|_C!5^?3?
P)6+!EN\$GX=?|PEC6\$:(47Y4E9_P4/C:TS=&FY'G:
M+!8>I'&V_1|^:0+16@!)SP+4+\$#?NP W"W!-=,M93>LBY.%|5N0/H*BL!5KU MH8Y-
O5JPB;/J_-!P0OP:BW5!|IF'60G"; \$NF8A&"5Z &Y\$JBTW"0+X\$G9^? M7S
>QDGYBS#|>';!GC_!|3P#<08^K/--*0S+V90+ORKT:=3X|'KK ^KQX?=-
M|A)@YP0@!Q'-|G/S|@L6B>6P7H|5Y5,1C5U(T"XDJ,;#/7BOHBC?9+P|_7_D
MG(E_,@AOXBS,HCA:@6L6L?@^O!5A^N=2 (!WG*7EOSKRV|T1_=ZJ.CTM|!*(
MG4U\$'9:LN&>3^<|_0=?Y51<*2V!*/N_-B\$/O^0|S !R2X:29T2.LL;'+'?& MJ4XD|W/JN:
|KH|GTOLU&8^=")T#!SDYQE.P<)49'+UE9GH)-QL(B8PN1G5&>
MLMIE4>"L*,1W45|/R+8LETW/8|H*V?'M!?.CO,=!9!0'1^T|W_M,# GT",G%:
M%T7Y@|1HQV5Q<*#ODCUJ&CO7H0&F>G+NCIOK)'>>IRDKHE@PK+O|ERW\$6:X0
MFSI?C5!#;|<2F,+:V|'V1CVI>#8#8PE,"8R_"XQOZ:3B=_+1=|W=_?25F.&
M,'5ZLC;8N1D*!6?4+&YV9RDV MMM#4X+24%+24R0U0.T?%-
<^E>YFL,8.,1!#J4QE*@0.-,N'(UY=FYX^RZYH9 MV4F5 LTRQ52JO;^=B+057_Y6|I
S|="=?LT++S;CKP0EK"4T-E%1)D(Q;S495 M-C@XEM#4X\$@)!@_18%K:7:'D>=ASO?
V\$U|@AZ=.3|)+007-BNK(Y>Q^)|SV-
MG8F>5\$|0J#^,|7OU=;4EKO7>SHDQ1,RZH|CEVFSD4-4#LGL5"!|L'|R:LOA!"Y
MK2N1ZJP40LC<+|G|_-W=F;8P4?L&((2<&#Z+Cl;-17@X-C"4T-CI18Z!") MI:7=E4%
(W-
>X^XU#G1V"KM@.=UM(>GH:Q,|J8.P60==LS)>L(Q7U5I4UMMJ9LH;G!D9(VQKAX>|
|8J M2/9Y\$_.06M^M2B!;,:KS\$5("D7\$'><3J(|6FAH<*,F(K4\$>T4SH N(\$^S-I
MG9W08|AS/B92/) &GG.01S8A.2T|C9Z(G51\$Q=Y'ZB_5|7O!5N.KQVZKXL86F
MQJ#U+-X4SIBM6EE"TT-CI|Q:4CG0E\$<3U(&L_F:6&&'D|3Y0*9|(4|H
M2+>AU\$-0:V@@*%42>6Q2EY4;<3-7^YGW-5K,(.3|!C:ATCM0|8=RQ&K72A; M:&IPI-
8BML9RI#MQ@PYVZ+XNU-@%GN=C?>92J8>HN274S5P+'47S/H<>2UMH
M:H2D**)|PU\$2G5D>|MM#4X\$@91@^185K:NJ>>4/N^IB&D>8C*#0CJ272H.AC
M#T=I\$EUD=ERPB&L=MJJE;*&I*66HN-J*6I52|E"4X/3>NCF|?J=10|"DU%.U*
(PVQKE\$_.:F=J%D|?7?9'VZI>LH6FTI1ZB8ZKEZA5 MO60+30V.U\$O4EEYJ@-
IOSD!6N_--'PT9A1WY-*T|?Y8|?+>^|!8Q<*A"W%
M.N>E)W*|V+X/M|W@^5W|2MEMSGF>UA_7+%RPHC(0OR|S<7";C>HMM=U;B?/_M
5!+P04_"!32PA9-L-*=Q(8 #R'@\$ &O 'AL+W=OZ9G9LP4D|@79P\$\$.Y+|
M<+@/7&DL\$2N1#DG96>!^_TIB5W375T|S:M:?!FU|.(|W=7%TOOFRV M/^_NAF&_<^
?#_7KW^N)NO_T_>7E|OIN>%CNOMM|M;COWS<:!'6^_"|>WE M|M-V6-X<7_1P?
PE5Y2X?EJOUQ=6KX|^|WUZ|VCSN|U?KX?UVL7M|>%AN?_G# M<+_Y|OK"7+S|Q8?
5|=W^!|>75Z|^+6^"X?|WS^|WXX_79Y4;E8/PWJWVJP7 MV^'CZXO?F^?V*H_O.
(8|H_5|&6'_KPXS.6GS>;GPP|_W+R^J Y#&NZ'Z_U! M8SG^|_/P9KB_/TB-
_GGL^K%Z:*%^(_OZC_!3C|<38_+7?#F|W|?ZUN|G>O M+
|J+QG._.YW|>4YMKI87#_NHN'YQ>/(WA8 MK9_^O_S7 \$|OP#FOL ^O|
>)_HTLN.TWB|WRZM7V|V7Q?80/:H= M_G#;S?'5XVQ6Z|Z_KC?
CO^Z&E^WOWJW6:YWB^7Z9O%N&+.Q6WR|^'&LE9O' M^V&Q^;AXO|SM%V|?
AT44|HNWPWZYNM_|GS%WW|N_CM;WZW^,UBM5|!6|S MN!L#>Z|N|^,
#Y>YO'X>S!^>|@.)P?SY7F M^'(|??GEF)93;N"4&SCJV83>'U?KY?
IZM;Y=?|BNA|7GY4_WPS<^)?_!;HQ? M_+?'G;_0|WU2;RFQ0_OS^|WGY;7P^N+|0VX&
|:2AXNK?_|WXZK_H&8N)#;)_M@SWEP7+J5W_!|)?WB_M3!=P?*X":|L...^H<|B"?
KYK6.=?!J|O/>#9\$G#-5 M#_T|;C+0^C30FAWHNV&W^W|QN!Z6V_5P;Q;C|>9A.YY?
&/_V^WX=|>;W?YI M%A|>@Y/EVC0V+ZM.J.%,Z"B^KZFQ|^AO%NOQ?CZ^&?^?
\$VNB(8^+M8SI7!U,CXES5|+:A)^=.DW/LY&SU;=,OWBY_(0?'OK;TS2(D-
IEF>YIFJWG3 M:"7S("0VR4-WRD,G=-/HHGJKZR|8|1|T+F.KLC^_
_1>_W;11P.K@J%SS9-Q MF|K_TJZ^XHWB^>*9%2&BTDMBD!Q|-1<|6V7ODWP+RY|?
TBI3:?!J|85111=& MU&!(J4USX2V&D?
(8ST*X|KHN_!U&!!E;0Z(XO;|POX+!,+%W"&|9;_AT|_Y;
MF*|H+DSL&HA5B8.85?'&PO#.HJ^_|XO%9KQXRV8|D,,3|1=2:M/Y>H=A5"V& M\$?
484FK37'B78:1LAHDM1_|C=YZ<9AUMDZ87^_|AOD5S(-)NPTV9/HQV-L-M^)|V
V(C02T,\$<8L#'C# ;SA>)K M=("|4Z8#83S0=&!?'6:|Q65TV3JE'O.^!7!|V0|QULR'3LWG?
U_0=0'0KJ(6) MP|B%|=8#>.OQYG\$(&@|IM6DNO/\$ *>,! MA/%HJZYV49\$2@6.D;1-M1?

#F WX%|P&QLZ ZHV18LC5J00FQ7|. \$6,*\$C*EW M=3@|*K!QC>T2-
TKKC8CECC,|C/2'|>Q*IZ\$BOJ2:34IKE>RUBFRU\$(12YO@MO*U0EG{5}P+(:5I+KP?
LKP?*JA>1VPS1?N\$<9#M M\$IN\$UML8RUH#MF[Y]C,O7+Q6&@{|&>@=C.|6Z9?
U1<2Z\$U*:Y|;)@:|H&YC
M>|.W8=G&,5W7)O:VO0&J>0/\$E>V,%BB07KI>4FK37'BO5!O-VJU%W9.4VC07
MWCW5K",|J-UGH(5\$U*,I@=(4ZE5 MJU?4/4FI37/AW5-|3GN(G',IWF3B-
XS3G>|RQDY&QXR%G%X>QL_/6J#G?&J'W M9K:MPE^FN#@U3%+C35*C:I(:49,DI3;-
|3H7+&62FMC^A)M|,AT@-X>->?:
MHVD%|PT6_C+|%JZ;AE!KOE!H5H2(.B4IM6DNO%-J)Q2\$SN@J(*YD.D O3H
M1/S1O%X+?ZWBI=-P3,X|J?JF)RH8Y)2F^;".R8GY9A<:(7",F9#I@/T1LGQ
M1FE^&>=|+OREBE=.8U-
>8_EK&H5BUHK*,5I+KRUQO>;0(U1.M8AEG|+2<%?.NRO'!^(5%'\$|Z^,=\$<9|
MO'/>^SC>^W#5-
?|W;|=4.M*SD1TSTU*:9H6|HA+>W'H+U)YC@:1:,6WLB>CI\$7'<|+R!:L|W M4.DW:
|8UPU^U^,%.#2_5>B_5JG|H5M1+2:E-<^&|5"OEI=K8*,4G7HB@Y(F7
MUON|HGP_Q18UWZWAKU|D!K>JO7>JE7U5JVHMY)2F^8"/<,NY:U:PEN%QHJ(
M21Z';VK:C5!|5B?ELSKB|?;X MK
P9E3HKTWF/U9UY%#Q7V_FF#G_ETN644IOFR9NU3O7@>="JRJ34IKGP|JR3
M.CC>Q0?"B8,T1%3Z(\$WG_5)W_J%QMK2SG1|^PL6KJ;'CUWG'UJD>*N|G9F4
MVC07WIEU4H?*"N_B|>M6^.&CYPD1<.:K4Y|>.V^VJ/^S|;U MA\$F*)D8\$12?
FC51_OI\$ZO1^SS1O^(|4%*:4V38GW3+VJ9^I%/9.4VC07WC/U
M4IZIC|U0Q/GB0J8#|&ZI/|MX?KE^S3|18K73,,9|=X9|:K,J!|=U1E)JTUQX
M9|1+.;,^=C01_7(ATP%Z/|0+^*%Y/1G^2L4+I^&0>N^0>E6'U(LZ)"FU:2X0-MA5'*(?
4S8(L%M\$6,6SS_T3M:9"@,=*|=3YB|Q8 M/C2|EJD0-+*2.GG^HL1_S*.BDI_S3(48D-
7L\$^@?AO\$ _|G;+>)6|L#%)* M+I@ZPD%6NCS(2A8(*247Y_A(2LQ)F1%T!
|F+8.N^%DI#'|@7&(CTU0(#5G-M/GN.:C?;ELC(EB^=;\$K*X
M;C&Y(!7(6^D2NXTLLEM,+L@'|EABU&Y#|+BM<5W71E|F0T568YQ+V0L\$|S89
M>G>REC/F2R4WLEAR,;D@'|A|B9')#8D=C^HY#DIZ#<0F-/AY%Q|Y|LWLIAR
M,;D@,R7V*T6_M3^NZ#-R2N4SY,J|L|-7XBW!USTG),LS%Y()(|2")""5>LZ M+IZ17IX/%
<>%0.DF0THO>2O'9LJ8*MHF(|(@|:RI02ASP_/!SRSO3+|'EG N M)A
|0SU|GRH&#!\$4C=GH=3|J1-<|.A(#A&4+&WDN^8CT0M*>T|_M1Q:2+B879
HY,5U.NI\$%I8O)!?E 3DR,E6X(\$CIY7H>(X|K(&RZF<|+RCS
M&6TA69"ZF%R0*.3D=%GJ1A:F+B87Y_.9-C&>NB%HZ36T77PCC^.@L76RRI&C
MFL|6+ZCR?*|(%K,N)C?-\$P*M&UW2NI%%K8O)!?E
UDV,MFX(ECJX|=FC3SWNOYKM!LDQU,;D@+2S:SG3^I%%JHO)3="H.JFU?
53/+2|.|12MB%S07 M\$PP2>:GY|'6VH&=T=62!ZV)R06J0!|-EKAM9Z+J87)/9+
|S.N.N&@*K'|)VMYWS_1A:S+B879;9,%W2NI%%K8O)3?!.8.M&C+9N") Z_8F0
M"N0^\$2+HNLE0US|,N|7-6+&'RMX>*GM(V1D,>IBO2):D:692ZF%R0
M#^2TQ&CJA@"EFZ8U=?R0(1GI3/JH"|*JFPQ7/5&|^0:&+#9=3"Y(!+);NN1T
M(XM.%Y,+|H\$|EA@|W1!8=(^_X+*FR|@:4.6R)XNLG0T|,UG&E2" M1""+I0M0-
|(\$=3&Y(!_(6(E!U T!2&^BKVVAHBQ-HH(11|UD0.KI"|"H3KN#% MBY=-2B|(|C)4O>
|1*UGNNIA4D9|_&|JZ+#U^185T*IXC Z"9# M1D\7HPV!:|=OFXJ;28\$83>|A\$K6?
ZZF%R0#V2Q>*QY41W'&WC&M%7X%7%T M7_6I/7F\$2#<91GJZDO,-
"EZZ?.%4^DN(OFYZW+1Y42" M&W>F.?KXFVD3D57C4BT*A\$HW&59ZNIC_==
B" |YN-K_0HJ?MKWL@RV\$7DPOR85 ^I;V7I0F!=K75?
1!CPSL.FL2A0P(DPYG8=*E#I@
M@4U/3)\$ (9*=HT13/M5#H09KMSV2N4EZH&F8*\$&\$==GK(\$M8%Y,+|M&@?*\$B9
M*2#8Z2|Z;CLJJD|H@%\$6(<,87UN/?JFLQ5RM=/PU,!HJ^#+GT=9.GK8G)!
M/CJ4#RE/!013/6J:4T%@\$@US0-!UR\$#7YY;SC,9-YE+E:ZABKA"(71!|"+
M8A>3"*|S)48B!TH\$MGP|8-&=8CU%TP5&2L,B3VN66=;^_DKE2^BAH|>H#@ M|*
+9P=9.+N87)/Y,3\$X.Q <->AZ<,'Y<@PEWJP A"A'3*\$|KE5G6WI9"Y4 MOH@:VWN
<.V@BVL'65R|F%R0#V3'Q'#M0_J|NSHD(=%X|J4"T'=L@ MV|.%/9J_->WR-
C5VT1T^,;D@#|B-Z<+:01;6+B8WS0>"M8,8K!T("NO;6O; MJ-
E!1UIH4W=H!&R'#+!=N:\$#A%|*3)*,Y":)S!4/_Y_S;LTW=&1Y|&)R05*0
MK0)=6|7CWLOSH6*K\$.X=,KCWDK=N|)?&@40?@:DPV|A4/2-;Q2/.9|9S|J\$C
M2V47DPN2@AP5Z#HJ'OI>G@|51X6P|W_6|IV>.O\$%. '74H"2B3+*C@^#MD(&W
MSZOF.?T<68"|F%R0&>2N= 'N(MP%Y,:Y@,!W\$\$.X X\$F|VM7/BH!17F^N0N
M\$H*X0P;B/J^H9W1S9#GN8G)!8I_7T^6X@RS'74PNR>R86(<=R_8|;VI(B=-

MA'6V2SQ!!(CF#AF: ^/R:SO=R9%'N8G)!7I=TT6Y@RS*74PNR=R8F(H=R P
M|<:Z#MKX3DU&UEV?^GR(L.Z0Q:JO=X|P_8XVLT!;D0/5G;+3X79#HC9#KK;
M=I!EMHO)!?E=DN,V0X\$CMU4MFJBSX!\$8-JBBM=TM C=#EET>UBT^1Z&+*5=
M3"[(7)9NI1VD*6TB|D%^4#F2HS2#@1|W3;A^5XR*L5G!|1GARR?G2C>3,-"
MEL4N)A?D-DI718|R|++8Q>2"?";)<9B!X*P;J+O%R"C;|+B_Q-AL%.%N^<
M_@206|YB*BTFQ&F'6O<,E2R274PNR T8S@9F)%%KHO)!?E ?HK'F)<4!Z2(+3
3VDU9R,%ID>#+((<|*(R|Z@*.)\A54Z1TALCHTNKMXL@!U;:D@
M'|AB|4CRHHHF|N+#+I=3&Z:#X1.!QY&7E+>CB!(-=%G/BJJ2E4V8H#AFE>7MF9;@9_
MO>*5E)(+\$H04=|JQ9B':MB2B|
M"Q@,%!DH'C5^1GG/Z/(TM+%Y((D(=_F='<">1A|>3Y4;!H"LT;&S%Y2W<2W M-J?
1AT@B"C|"/|TH0J4#=#Q|_H|KS31)9?+J87)-C9-U:W4U"GLY>G@|5IX9(-M|9
AM1<4=TM@%BK3UM'=FPCL'=2I!R,1.OUX&CE=X3^L;U;;X7I/#UJVJ:5"
M2P=\$2X=6=Y^0A|&7YT/%BB\$P.V3 |"7U2S\$5HGX(\$=75J5T6A\$D"CRN_6Q-
M&SLF:G)O%#,YY*LRS'/V?9EO|/#JY46IXJ_071U:70L2Z,^HBN:8-
E'#""0.&=!YKH8S+1Q>O7C-L2"="CU.D:.)5FXNIA4D=X11BF[%?%P3.20,LSS7!7/:=?
PERA?.A7/A+#JT.EZ)EFZNIA< MD_DF7A>>5\$I|2JJ)(H|&>JDI%ARC#/?9"H8G*3?
%B\$0|<|8+R@6%^4N&+E8X)!&C1(MWJJ!Q6ZGNG%F>:UZ>#PV+9!'@ MW&8
YR7U^J3D,A^ZR#CB0|?E|FX8|F^7^^75JT_+V^\$OR^WM:AS%_?!Q?%WU MW6&??
+NZO30|L-|>GTQ_H+^:;/?QZ.?|P;EC?#|A_P_OO'S6;_|L/EJ|E ML_WY>(VK_P-02P,\$%
@_4TL(6;+QE8%?"0>6D_!D_!X;_|W;W)K M&ULO9U=;^X%8;_BN
6Q2ZP'5L4I7PT"9")2&R*MF>X@@VTOBEYH;"81UI:RDISL //C2|D>TXSI(S'!6KE(+
M|7^H<1CH|'7Q M4E:_U8|*-<\$?BWE17XX>F^;I?#RNIX|JD=7ORB=5Z\$ _NRVJ1-
7JQ>AC73Y7* M9JM&B_F832;)>)'EQ>CJ807>I^KJHEPV|Q0GZJ@7BX66?
7U09J7+Y>CRX2U#5;? M^>N7NJ=UT&|*E_*|K=VX79V.9JT/5)S-
6U:B4S_>58W:CYOE70_?M^(CK;> M;?U6:%XE9O6L|K MU>_@9?W=1#M.EW53+C:-
J?(B+|J9_LS|V@=AIH'7<#=#BF 7O=@!|H\$&T:1'T= M^*8:| ^L0;QK\$?
1LDFP;)*O;K8*TBC69-=G51E2|!U7Y;J|405NE:M=8!SHMV
M9'UN*OUIKMLU5Q_*K*B#K)@% 'Y1.4!WV/?A76633;:7,YL'ZTQ|2U63YO/Y1 M?
_CKYS3XX:|_7HP;:=Y*C*<;H_ =K(W;_*H^ED7S6>BF*F9HWU*MT^(|F_|
MTMLU9|_7_#TC!/?^Y+-X%T>2G@\$T8=_3GIG_SR+4Z?Y= _#EW23=/U50W#UW-
MK5A&VU\$4K?2B WK7TVFY+)(KZ)SUX&J7_F&\$E|R(KIGGQ\$-R|JVY_53-
E67(|TUK57UK\$97?_M+F\$S^X|93L*#23C9)N&\$3,)MT2AMW@2Z
M1"W_+|S8TKVB=[O7@=Z).|_J!7WT@|-42GAB37ZHV;ZM-MS\$|)F-V4BX6J
MIKF:4SLX;XN9+C(KO>@*&"GENQ|&BJ5(.8\$4DR Q*|EGV^2>#5J'G2'SCQ1+
MD6("29!8E;^PXF9SDV.58EME""67|(3BH/UQ+!M^"7YE"W|77<<8?.N.'JJ50-
0%5DR@U>P"8 M:7_(!ZTW0N1T^P;JED+5!%1-
HM3L86#P0_AF_M:9=.Q/T)U%!Q1%|#,54%/I M,#VT
380(J0IA&_1X9CZNXL.*#H:RN@MM)E^PHXV6\$WV"&DN0.JZ.CF\$71'
MO!/1#2^@AI(TM(-O^\$78&V#<?*U+U\$W6N(L**+Z JJ50-0%5DR@U.|&&883#
M0HP02C&@:BE434#5)\$K-/CIK2_8|&LE@#J@PX9-D?T='|)\$WF|U|=17NGS) M TO,8
T&Q1HL?Z+|>3AQ5'2TKW?D^_H*J|T^KXZD&A'WI--@C98-UD@^Z(
M=RJZR0;44)*&=O -V6"|R<9.D1%|"ZX?JGRZG#?+REERT+*^ ^QJH6@I5\$U U
MB5*STVTX!AN68S HQX"JH5 U
563*#5|&|B.P8|&,1@UN|^D\$.V@**+WJZ"JBK=+F>\$'6%@1=L\$'C!NN\$%W1'O-'3#
M"ZBA) WMX!MXP=X"+|P/E| NWOL7*-F J@FHFD2IV=DW9(-2S88E&Q U5*H
MFH"J292:?:ZT(101T@L M<50?M*|WY/OZ"JBO=/ER=GJX HD,V8@&(1M1-
JF@.^*=BFZR 364I*\$=_)TK M-6BR<:J?
*.*IBU!JK8\$40>/G|.*WT=A8*_#P%Z(@;T2XQ@P(S(P(QH69D10 MF_%52Z%J
JHF46KV,# P(SH:S(BZ809M|IW&;I@!-92DH1UP S,B*,R('!A M>!
(ZSL:@?:UCW==70'VETS<|88<+"H,THD&01M2--.B.>*>B&VE #25I: ??
M(V(1AH""HK@6_!SN5"!^GV9-U^=X89"#*A:"E434#6)4K/S;2!&-"S\$B*0 M
ZJ60M4\$5\$VBU.P+?@W\$X\$>#&)RZ_&* =1MK<^VK?3D,!-92DH1UPPRLXE%?P M_?
E|Q.T#")M00W%%7UL!M94N6Q8=AA7

N8G\$L.""0\,\$%5"V% MJ@FHFD2IVZ=QFYP 364I*\$=<,N.!1<<,\$/HRY US0
MOMZO|NLKH+|2Z70&#X,+;L %'P1<|&YP07?\$.Q7=X
J)*\$E#._@&7/"NKG086|6L;G7SAC"Z444+44JB:@:A*E9B?74
H^+*7@4\$H!54NA:@*J)E%J M|GVQ#*6(CT8IXFY*09O|HK';4\$-

6EH!IQ0BAA**6+'C2%"QSD5M*MWI/NY M"JBK+=D29W3&!'E'\$@R"*>^|"[P9&=T;
IUSTE%#*474+44JB:@:A*E9@^#G5MO M'HU>Q-WT@C;W3F.W08
+2M+0#KBA%S&47L2.V?R9;R\91<|707453I\$6|2#<(MZ?U;LK#BB\Z.DJH*[2X4I6'
9CQ+X80U<FXHS<4:/0S%5!3Z3#EAXN+Q."./9!"5S535?D%_?
E_J=QFH378/FWIZOI02P,\$% @ 4TL(M60BNCFF&ULO9Q= M;^X%8;_BN N%C/
9BQ2I"1GDP S%A?=8A8=9+KM1=\$+C4W'ZMI2*LG)%..B/ M+R4|HD4>479\XIO\$'R|?
ZO!()|3XLUS4?Y1+:6LO>_K55|=CI9U_7@|E>S MI5RGU8?B4>;JFT51KM-:O2T?
QM5C*=-Y6VB|&E/?#|?K_-M'=S?M9U_*NYMB M4Z^R7'XIO6JS7J?E?S_)5?
%|.R*CEP_NLX=EW7PPOKMY3!_D5UG__OBE5._& M>Y=YMI9YE16Y5|K%
|>@CN18A;0JTBK|G\KDZ>.TUH7PKBC^:-|_.;T=^KQDD=QW|V|J-JG4W|P|GDI-MBD?
>7"|2S;J^+Y|+|'BO2NLCF"=Y=O_Z?==M0QP44#YP;HK0,T"K*=L"L0%L#VQ5@Q|;
=P7;T;?;V-N&2|(ZO;LIBV>O M;-3*K7G1MGY;6K57ECZ5-
|FJEQ|HW&E3I4TGTE/G73>M)3SK/8^%U4E
M*^_*^ZK.R_EF);UBX26R3K.5E^5>M\SG(E7YSN?>9ZD2|E+VW59>O5?6F|3|H^)=
L\$+)|ZE,&'_T^.(!%,YYM8M7U|YI MC&!)@6M7W#4F02?%?
^|+U8K3UWASVDY_Q=T!FSK8'=3;JY73VF,WD|4MUB M)2KT^SIL(%M%00|R:2K2B
O'AM> O#BDT"K.K'R?:S<&>MT MF98|JH8+,#^9EN8'|1Y%?+0"! (0D=",\$1(1GQ@Q
BH:17"(X3|S\$T!GBO9P5
M3|+,)!AA:-5(6&0\$"&@F1B,DMB8(S0P"/CSF<'31/KK(&=V7LGC*VEG)NUDI
M.+UONY?M;V^ENA5/?E>SI@H\BR|B&+SL*>VB#)BYA<044*!@|JH|\$;\$H|X
MWP"QLP'46#5PJ<96K3SPN1' U%:QF#-NA'F4EQCRZ@0ZV0^9/WNU M+&=9NO)^3-
>//WN_YG/5397J|!"UG6XGMS:F6X+J)K#R:3BKNWD,06555#=#)9;|^=832OT\$K1"
M46D%U2U!=1-8;MUT:5JA"+3B|C@Y&ZBT@NHFJ\$TK%.|J(85>C2LW\$OU1U1U
M6L/MC,HJ&X)JO 8J|2S9| M5Y!&)>I&I?-PD=I00_R)U5: *C)5".";1-QL!6!!A|8|C;
ABKHA:I@7=P:= M!%%N+5T!,AI/PM@,|2@W,>C6O?M!LT?
@G"SWs+1>@XONBDZ^"0*5/U#=#)9;-M-V6:/P)R@9E8@ HHJ&X)JO %5-E?|TA'
Z'8ZN:5Q;|;"O5OK+0@DT 02L\$MT4T|,3E= MF&X)JO V8-
X).01DQ5SN3X|S\$H%OW#F-*|P-*SW#_&MHQ5W3J>,*JEN"ZB:PW+HY
MT|3"+D\$K#)564-T25#>|Y=9-EZ85AD K;H^3LX%**ZAN@MFTPGIHA6E;86Y;
MF19YM5G+LKT0_EHO90DV,BJHH+HEJ&X"RZV;CH,'2RX!*@P55%#=\$E0W@>76
M39<&%88 *@Q@AL!V/&0*J4)J8@JDXM;=2V"-O&>:RS2DL+,@A0'L\$(K3D|E
M/PP\$JOS(7+^#9#3JF3LB((K,IZL\$(&)QW|BG>86=RRL,0=FQPFHPMAD|Z_|
MQ)!7|PD^S2I|:&'%.1?@RGN2DX=55#=\$E0W@>7639?&%X)3.&HF(+JEJ"Z
M"2RW;KHTIG \$3%|G)P-5\$Q!=1/,2BBH
M;@FJF|!RZZ9"\$PJ_!%P5\$)! =4M0W0266S==!T_O(Q *MWD A,I_Q!C3V;|*0 MD?
F#+*"9|\$SFN\$83?A::|.'UDV%),BP13DDW-DTC_!P:X38?6*\$-2D)AB7!*
MNJ%I#.%OB2\$<6,BPMIX-,2*A)9.T\T,3OV80?BZ#| P.-4P;|N: AIK MXXSD""/! ?
SP>U@SU/01NNFC.WB_ACS<%9PZ6J"Z):AN LNMFRI-'N\$ER"-
M)0|4MP3536"Y==.ER2-\$(^WQ\G90"4/5#>Q2BY4 M5?
Z'2'6SY783ONV;NGAL=YG|5M1UL6Y?+F4ZEV4C4|OBJ)^>=-4L-|*|>|_ M4\$L#!!0 (%
+""E_:(Q&0P,_)\$* 9 >&P0=V|R;W-H965T%,P*TB M>ED45'T?I?
K@1=ZCPMW;+XP=L%/^R6=PSV83^6MPIG?L.2L *&9%\$3!;.#= MA->3Q-
H|@|,UGIC3&PF4RF_VLF;?._%B#@D|G+0/%O!2|@W!)A&-|J3|JO M:8&;XT?
V5RYWS&5*-8PD_|RLQAX/8_D,*-+;N|D^C74^70M7R;Y=K|D7=L&
M'LF6VLBB|F,\$!1/5/WVH==@ (\$|(*H|T2Z@|P0@K@'QL1XZ-:|SK(=N#7"l
M^U7N3K@Q-33M*|DFREHCFQTX|1T:J6+"ULF|4;C+\$&?2&XZ50D4&|&N.C!3D
MS)!W4FO0Y)R|8W3*.#.,9W;_PVQV|J3B+(F+R7PBPTF8@<|A_|M^#
^8#W4;!&M>A1M6%TD/#M4ER0.#@C41!U6N(9'0^/V|+Y,^^3W;:^)4;< ME%#L^
(G^#:*XMP5Q=EF'9TU1?2= '\$ZR\7.239Z);.NX.LUQ=0ZQH|MW6N+Q3>L| M73U-
675ZT-QI:L@4YDP(N9H3TI03+;=PV'E.G&N|1.U2J/+RZ3OKS;/9=|H
M#KOAMM&XA2FZ#+;-)FWNKGZZV|*GV^C3/:C/256|IZ14VAEJD7A6-)6 M&7PI
=|)3@WDQ,@C5&R3JXJDNZE\$T-M1:|_F|\$QV)!WO&_7"SHY8^S9A|ZI=
MJZ31*OD+M00B/UQ%R7Z!|+V==\$;|1M%5K|NCRS%,DU|P5/DTXS-!5<'&)
M9ZBJ|JB:&%FZ%WXJ#?8+;KC GA&4-<#|F93F<6(=-%UH^@-02P,\$% @ M4TL(6?
THM=,&UL MO9IM;|LV\$,>_ "J\$50PMTD43:CIW9|E)GQ3)D6Y"LVXMA+QB)B8GJP1-
INP7V MX4?*JBA&%!VUE-4>KC|Z^YXY_Q*_|H|BX|L30@'G|(D8PMOS?GFPO=9M"8I
M9F?YAF3BSF->D)B+T^+)9YN"X+AT2A,?!L'\$3S'-O.6|O'9;+.?YEB|(-;&X+
<>;7*C%-2<9HGH&" M/"ZR_!BA6;2H;3XDY(|:QP#F9', V9DE2=_T9BO%|H4 S%YQ-

N\$W^7/GTF5T% CJ M17G"RG !OK(-/!!M&< 3REESD-+L\ (D_585H.(2C#@=8.<"7.J#*
96)'B(K MTIK"" G1;X'A;06:O* @K\$Wl+;*AF5S&>UZ(NU3Xl>5E(A8290\$!HB7 JB Q
MY> F9XPP\,004DP)P5.P!41G1.33-!%&0.OKPC'-&%OA-F'^ROP^M4;+K0
M#/RQSK<,9S&;^UP\$*! C1U4P|P|!P(Y@?MEF9P %;P\$,X,C@OK*[7Y%(N(>E M.l+=?
5&6NC:PK@TL|5!7;:(HWV:53'/++&?+FZ ;+9(RR_/DS!'?S'C<>&\$S1Z
M%IO!*)A"B|/H|\$ MM%QG=:ZSDS;NS&5A'(EIA0D#A0 !,*U;Z3:l,GC6MU83/=X&
|H36>' G:U(8 MX|'Z|5T45VIZE@I-8(#&';VL0">TD\YQ"@_ ;M)'Z'ET;:N,5,|\$H|IG/
MP' @*';E7OWU1"H\$RK6"4|+.Z%3VG&EIF|(*-R! ^\$.;+,->^@,1MU#!Q7S
M0#OSV#K|!1A05^ ^!;S\$&&
<'&ELZ)IW3<;NH,0490D1\$,'I:708*8VY4M.+HV@,6H'F&WIX9M@;';^>
M|V<;S1!"YEY&"I20'92.@SYJPTZ(9JW? @O6G10N2"\$1>C\$2-4;M..G;9?OV
MEBLUO0B*A=I!60@Y92%7:G|Q&C|Q#?4;5QMT3(-G-.L>/,5\$Z,5,I'?V"TC? M+MUI 8=
(Z30")T6C9|3-.*EIA='H1\$:"(W0<32RFNCQ*C1"7X-&-LRW" 9>
MKB\$0"2E\$0J=%).04D5RIZ<51B(0&0J1*=V+K990)(5Z_!?*_-?/I5UP\4;\$X
M"7D4/L'9N1B\$XO RT>&\$YYOR?9R'G/,|+0_7!,>DD ;B_F,NUK@ZD:_XU*|T M+?
!4\$|L#!!0 (-%+%"DK22&PO=V|R:W-H965T M MZT;S;9;09HNKPVN?
RL55L;W^4Y!*IUJO|UFY?>W8E,|7|@=GKA<_ZPKIL7 MYHNKQ^O!?!'UKX^?2OEL?
K:RRK=B5^7%SBG%_?7L#;Q^"I'7""XR-JR|5R1 MQT|3E|NB^*UY\GYU/7;.)HF-6-:-
C4S^|R1NQ&;3F)(-^5=K=79VVAQ(Y^L M_W+HO>S-75;)FV+S|WQ5KZ|GRLMA4A|_
<_M9 M=^8L|U5=;N#90NV^>|X?_ ;M'0ER@.<-.' "U!QP&8GYT=&CE;59GBZNR>' ;*
MYM/26O/(@T-7#T;)Q^:Z9EB|U*=_Y7'UXLU&3DRV6PI'3K%S4XI57CL?BJH2 ME?-
'YXN,@M5^(YSB7KZ8|9R/Q2J_SY=9,Z*5;&J|=G|)=_+X/-LXM_F|?\$. MQW?
GQUM19_FF^LGYPRIT8WK^;)MX-MC |V!!D;2YZY> M5\Z|W4JL7AX_EYTH|@|H?
BMQQK|RW|WRO'=GQW/|0+GUR^WSH|_38|<|C MZ1_L^@-VW'8/3B?
Q5+D3|G=10SL?^V+O7RPIROZSW9?.Y?WR0 M)ISWM=A6_ ^P;F*._H-|?
|WU|73UF2W\$|DU_ (2|1/8K;XP^|@; (NRSO|M&
|XLJKH)_+QW\HY6HH.59@EX6@1NG%S-GW|AV??(>O|ITVX M?
2UJ&5(WFZRJ3M%7.3*\$G-|"?@E|VW*TFI"VN*|U",A5HX\$9_P|FQ\$00Z
M98_7'1LD%*2V)|L\$RCQ\$F<>217FR6S-TLH-T8+H|Y(I'<^>FV&Y%>4A2Q1U*?>
|YSIA>-3#WRQN-YHYM@ MM&8|&4:80OPWT#YDDL AQ(7"!>;1Y9E
EX_H|J=|E| ^KH%4U4=T^9KH MDD&AD|_P|G0'\$ ^GFVZ;:;X)N/KD2.
W=6C,*9|/\$ ^LLWGV;:CDMS'=ZO|J-B M%/W0=I28
*6/H/3Y"XO*41(I1PDRS>>9IKR"|#;(Q"5""Y'H)|8#P00=?;2C MSU|H5-Z\$5#40
@19P(., "X2_ UFM1.GW#W?M+@(G+B \$R,0#+41&8H&* 5 SX M"Y/*O\XZBE2@ @+>
(3HDBM6=4?80+R>Y0^UX8#52EAXCWK3C2"+; -ML \$ MV (\$6S-
V%HS* @E3@&0+|,G&QLD%9T)|\$W3'%P\$8V 9@8 *0(PF: 01> M@|E4B
@,32|0,|7BVZ(YTB%2,K1-R= \$)4.D9#@-)5LS"N=.(3(RY!DY\$9(N MSV MZU)"\$|-;\$KA-
4IK1F5\$ \$ ^ACP?291%O+/NZJ6JT2O=Q.712-\$:62|."4R MP1E-
4YS2FGE1D>2&P4#E&=(MXNFFFX6U9O\W"QLHEHF0>) \$R|4@ @*B59
MO&7=B41J1;:I%9F@5H34BJ:A5FLF&E^/(E(1J4RMEV%PP5D,|T)W^)!/D6T^
M12;X%"&?HFGX%'7YQ*Q4B*A(!U&:21+O2|>B%BD6VZ98;()B,5(LGH9B<;? \$
MUIBXT!DC|V/;I2ZQD;T\$9#|!-4NL7+Y98P BY4K75Y&P64_0_%>=\$<0 M.1C;KG2)3<
P01@FTU2ZM&;4J \$T97PZ-+-@%JSG0QH(5*D&>))L_ ^SQ^A M>+>ZTXQ
2VP#+3\$!M-2!EDP#M*2|@VU@*4L0:(DFT*;Z 8KWKS NVR+W\$-O<2 M\$|Q+D'O)--
Q+NMQC%CFRZVUR|&EF5GQ#=#,<9Z9C8IF-B@HXITC&=AHYIMPYT
M8)5)\$8VH|\$V5*T53)&2J7%&C MN^KT-M7\$== \$4V9O:KJ9)3<
V1=BFTU33L,IEHBER,>6Y* D M.TJ(T-1V34QJ I4IV8\^34U,.;^:%
L/0YCAPZ39SGFRZB=?);J<"T!|J\$|DI M|O+\$&PA'I?QJQ+;VOGV/M-
XVO\$X>I^X3V8GN3L.ODQV%- M1QZCZ1_>SN-(@|V5\$)\$2JDP@N;*-
/D8DT(0X(J5%-'=I4G|" (NVGTB M|S1:5&7B5&N|
0JN<)+H*BN)_TM,J*N0N55P';Q"= "*"MI|LP;P"3*57N&E4)B(^"A;H-|#)P?
FU%8H1(K8+OT!7A5%^T^\$3R.;+>H1T-7
M.HR)!L(R7BM%/UUH7;2I8&+RD#D56!\$7T4A0M52)|Z/|O02J1;PK/-B*(+
M\$ \$D7X"56U\$/6ZV|P&PI8(L "(PHL:L%QR6D/4U!|I1
GF/.N8XX5DM/M\$,.)D8X2&1=P+/.05Y)1KM/A(CN\$06B_ |(HO.
M.M/?C/*G%2:T|XVIO&N\$D49&)&448^-,G'H\,DU47X!7HEE<5/LJOU6E/U. MC5SI)#
(NX%L7X>258|3|1-@XH@^C/N5=T3-O0'P"B,0+)| (K^NE4:|>33@VV MB@-
=!\$5&@I:Z8|1C18@ M(BT06,<6KPNCW2>"K1'Q%-684->/)KHLP.ND#!/BXAS'B"

+\$46"*R+3?,B M,+IH(CHO,"+THAP=H7*U)A#I%>"E4
97C/XF&+D\2715(+1>K<)+N6CWB6!P M1+!%/0"4RRV!"*<+V1"
^"R/4TCAK5'CMXDP7J%"J_*HMTG L 1\17U:;CJ ME V>3!*%%. 52_1SG-
ND_!\$H2%UA%F1%X%B+X* M\HGZC\$;=?C#<8LD4.!\$3T4U?BXY%R'=ZD\H
1UD77414901X1.8\$2I13U0 MU%%'U%: 5S\1CA.MU.F\@H0Z16(K-.05WO1\A.JD\!\$-
(S4ZS6)' OP\BB: MX+DXKS(BT@)\$I04BZW6T7\1#1\V.DZBU *^>HK?6\+;/B\$P+
M\$)T6B*W7N?#2,-H(G0=\$8!1OZ77>)W+G-SH5L\XP^%VOI4TO_5QWO>GE\H
MWS/XS?%&N?COXPV\V;E0R\M3?B7A\JOEJD1.KC+7R/3^KB\7#;W+NBKHOM
MX>%:9"M1-A^0\H\717UZTC@XWTEY\5\02P,\$% @ 4TL(6:C'NOE4 @ MR04 !D
!X;"\W;W)K&ULK53;CM,P\$/T5*R"T M*T&=)J6@DD;J!02(157+P@/BP4VFC;6.'6RG7?
Z>L9.&KI2M\$. (E\8SGG)EC M>R8Y*GUG"@!+!DLAS30HK*TFF)JL@)*9@:I XLY.Z9)9-
/6>FDH#RSVH%#0* MPS\$M&9=!FGC?2J>)JJW@\$E::F+HLF?XU!Z&.TV
8G!QKOB^L<I TJ=@>-F!O
MJY5&BW8L.2\!&JXDT;";!K/A9#%R\3\@*X>C.5L3IV2KU)TS/N33('0%&8#;
M.@:&OP,L0 A'A&7\;#F#+J4#GJ\I.^!M2R90862GSCN2VFP>N Y+!CM;!K
M=7P/K9Z7CB\3PO@O.3:QXS @66VL*ELP5E!RV?S9?7L.9P#DZ0=\$+2#Z6T#<M
F(OM*C,RUHRR)\\$JR/1+AK9W,*?C4>C&B\+=+6ZLOEV..)O.!XCDQD0?!%D
MH2'GEGQ2QH A+\AGIC5SYTRNEF 9%^8:O;>);EZ>IU0BP4X&IJUR>9-LNB1
M9#&Y4=(6AKR5.>0\^,5E_/@"GJ+P3GUT4C^/+A)^K.6 Q.%S\$H71J*^>?X8_ M*"?
N+B/V?/\$C?&O(@! 85N#A?Y\MC=7XRG_TG7/#,^KG<9T_,17+8\I@:Q00
M!PC29T^&X_!-G\C_1/9 \JB3/+K\$GGY9K@U.@TH"SG):!WEGE2@N>H'_.& M:.S)W(
ZI&%"#^=B+D4T%=*S;BE!_T0,213M;1-XW3>;D\-'?O2/^'-D+MA M>L^E(0)V"
T'K\H=3,X&L.JRO?>5EGL9+!L<-;"=@&XOU/*G@R7H)O>Z6\0 M2P,\$% @
4TL(6<8V)C_J"@ CW, !D !X;"\W;W)K&ULO9UO;JO(\$<:"J\$>BCL@B3C\SI0VX-AW:
(I+&R1W\8NB+QAI M;1\$GD2Y)V9>B'\Y+2=&,*W)VM>;NF\2VQ-GE\I-
@_SB/NPXNGNOFM70G1>;JO MUE5\5MUW'CXW\;GZ,LBPWHFK+NO(:
<7GLV7HA4W\?H?Y;);7L\=[K MS\S%MNWJS>%@.8--6>W_+WX_9((<\$ 0C!P2'
X+=O/<#\69Y6W3%U453\WE- M_VX9K?JB=ZJ\H^7DRJI?EL)=(U\MY7'=U?
5:;DO1+80GE\B\;<2R\+R?Z\85
MK??;N\XOJWOONBK67\NR\>H\^5)1>1_J97E7+HH^KZV<<+?R?BHK&:4LUMYM
M>2=?DTGYZGU_*\JB7+<->-JY9>7\IJW;5\$MVXMY)Z?>3V""^.\$SSW7Z:P<@T
M\$SEFU;U;H=J*9;/CY_+4SZ>=#MO-1%;,";*LW7NB_1@(_B+Q?/HZWW_W M
Q,W\8SW,4-1^(>|B"S\DDL1/E8?%F+5\XO3;V57RR\6_&EDZ^T7;-==NF M?H_?
Y8AO/>=V+3_&DK.?KQH>+S^M_9M^U LQ.5_EJ\HGD4LZL_@\$2_T_
MV43'LXFXZ%?7FIKIRO_(B2_JMNO+OOQE_T/P>!7Y:780?QP8.SZ. M'_-
CWVR;1E3=KN(&!V4/_TQ,JGP\N<M'\?%U\1V6,-LY(9Y8\7N\;B0'\CX:UV\IOEXLFFVQ
M'AR2/=HT,\@6R%POM0TB 2)06\$;H+W4^@&H87NP "1+P\+FI-QO1\[*\RY66\MI
[Y;R@:E*8>7GH\EF*D B1. XZ4/;%J0\$H%+#2TE_X0ABY\#,'(TB-2 AXI
MHTOO_==37JGSL4TSAT@*(M>E8(-@ 1(LX%LC\5*(3THARD>NUP/\$3<#CABL%
M_FJ>#VR:-F15D+JN QMX"Q!O =\I:==!H@O^ \$D4\3BJH" VN<#&R8M1(B%
MOFN%Q@;I0B1=R/=6NE5P"*-1!2%*">2AQ%6!1B? 1S?-'JG(MU-D@7(NG" M:?
2Z0QB=4D HA0J\CBD%19? 1S;-&@(M="WFA39 %R+HPFGTO\!4T(-XI X0 M2B\$)?9*
<>RU5S+!H< MEW1">JOW4HT@Q.VT7V%R+S0M2(8VF!AA"R,H\$ \$ MHU-)<+2GB!!
<\$0^N\J2I%IP7AIV*::1DY%IBC&R@,T)T1M-(C-&IQ#C:@D3D M8RF>U!RYF/-
_C%#Z2:9:0HKEKS32W0F^E4WI/MF5\D^T+=W7 MWY?
NDXWI/@^G\6+0V;/.!S?.'MFU\CO?MNY;V;?NDXWK_D0\UWW\K>L^V;ON
M\Y0:KPC5MG8^L'FR,9VW_G.=M_*UG:?\&WW)JK<I@_(H.&('K4(\$7AD#)>
M#_+/0G=?W(L1^Q(C:S18\BT%HIAC#-)P
>N=4RP8^%"/5QX3Y4S\JF/H)LV1#@.HYXK"=\$60.OA^0S&& M<1H)
<&U5@EV+%^HYPOOP7)&:6CKE4=6A06+7J% H3+\$LM*X\$:<7"%PKDF#% M\$:
((PSP#BWZA1%HJY)_%M 8>"B5Q@ZO0@_D'\$F"1H#U\ (E6/&(6(2 \OI
MRQG5H7W#)Q!+%U!XNNA5AZHOX0;NFJW&I'L\ND:O9E+\$<4X401\@6L!\$ZR8Q0!QB
M!3,8V2(/Q-P%%.XNIVNOU73P48WS1F@7.AO^6..M"7+8F\ "RCL70;K0-%0\ "&-
MGN6..M#>F0\ \$O 44\BV#=#EOVNE\$R/&+Q YURNM M&+P <7@!WG%%OQ@B\?
LQ@?BQ@,*09; 85.T""\X:=0LVKDT:<6R!8AG"_>
M*F<4PJDT.7K%2"Q60.&Q,GS%^,*=(HI!C=-*J!I%^\$D8^IT34,;O4PK3BU-K%J
MT\I1+YU87\PDQBJ@ M<%:9HG(4K0L_ ^,4\$Z3&SE5.*U8M0+Q:@/=...:-
L\%7.F#YZ0;6Q_>5EH^AT M^!D8IYCP-

W8N@5JQ>@'B|0*|/H99:.|%1Z(.PLHK%FF*!N=QHB?AG&>"9!C MYPJJ%7<8(/8PP-
NUG/%X\$OU|0(F9"RC<7*:H'54?Q4 !.,<\$QXESM36Q@E|B M*
_!P|!T&V,O*VZO9/2SS^|/BTR>O|Q;Q|?M' M57XHFONR:KVUN).'^F_Z/>?_
_N&/^V^Z^F'WP,4O==?5F|V7*U\$1=._0;Y^ M5|?=MV_Z 8|/X+SZ^U!+ P04 "
!32PA90A1D*L4G #G@ \$ &0 'AL M+W=O5A?|*H0T662")NE|Z+6L+ ML.4\$R2(O7B?
9_:#8#^-12QID9JB0"M>Y,=O M%IM|SNVN?NJ+C|O=7_?OA^&P^?O=|?W^RQ?
O#XO/XHKO;E|ZJFI=W5S?W+UY|?COOMV|^F+| M<+BJN1^W6WV#W=W5|L?
OQYNMQ^_?.%>||^+|V|>O3|<|7+5U|N'HW_&DX M_.7#M|OQ;R|_C_+FYFZXW|H|S>
|X>V7+|YROWQ=5|7Q%8^2_|H9/N)GS?' MS_+|=OO7XU|^^^;+|%6QI.%VN#X'-
Y_~)|L7DSO+UZN#UAM_WXF^'I\$|7' M|:ZWM_O'_|H?)6+S;7#_O#|N|IQ6,%=S?
WG_YY|?>GF2 O&?|+_!/+ #I M"QKA!>'I!>'O@WZJ|/%C?7-UN'KUQ6H|<.,|JL?
1CG|XG)O'5X^?YN;^^#W^ MZ; ; ^O-^+K#JZ|NOV_RZOYZV(S'O.;U;GAS<|C|;KO?
#_O-SY_ _|V5|'|?O.K^S?#& #ZU_KKG5<&>#G.W><)|,|3^+571_R/
MA_M?;+\$+ULXVO?;\$0%Z2_9K@>7^X>7QZ4D|_/Z>OMP?|C_:/|'
M|6\$8_'INSA^0;^^N1^_Z)O|=YOOANOAYH>K|V^'S?_+AQ@|JO#<+?_7_1U M?'JWB-
_M>)+YY?|U?7PY8OQ++(?=C|,+U|JZ|^XIOIW-!4+#78R,?'SQ\$1M M|%= _WA|&
(_/V|VS<#N./?YR?^_%;@?KG;WPYOO^+S>W@V/D0%L.,S& M7|F>KL_?'K5VV&
1^VG|VX>W_MXZOSA5=TVKFO&(^('._UUIU'^K/N|,/ M5W_ ^<+7ZX>2?XC|V?
SR|'W;PRT4J;B_X0FB4G9J!' M3B:F_3PQK7ZL/(S'|/UA|_9F?ST>(#^_.QSWZO)|&J|/%^*
|JVJ1F+NM|W;:XY/YSR;U^ M>OFX?:QK|/FGA<3&I^>_
KBJZ4*H<,FNFKR_THM^OQN&HK*?!CZIR#5UE|0- M9+
|K|,/D=#BU,) O7W8E=7M>\$A-JQN+@NA=<|9VOFI;J_6_>WN9HOK|OS8
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M1_"#BCZMF:OJJ@E"Q9-7.JVLUTTB3V|.BV|;T#;I61#IO.MZZ:0R^:|3C??)
M7W|^81@|C>;=[NOF=A|W-TW7<.:OT&^*2 M1OAR)F-
UJSBKXY|J)M4DI|5.GNK6,57'_3*P>KE&J-=/?NK7|E//C3(M6)6<
M%CSYJ%_)1STW2%:O)CFM=_)7^B?GOLBJX=+?"|4--FF7|,>?FB,"-=VRK79/^
M|J#.AR@\$H#"Y=-!|=NBA1!.|H/T&*KG|#!.++|W%UVV_G|H|I*T>3Q8U^T*
M;OQ".NGC338G(5&.YV<*0@\$|0ADYI4 #+UG|@E\$TJ74.'E^U#V_.*I\$|N5=E=|5_"+7
M"|>=>XF3WT;#|PI02N8N|E|4,K-Y|H>3)Z*-N|.4))7(+;YDK 9&/4M&3RT?=
MY803203NWJ81 (A:P44CN3>MV|83"+W|>#3'Q@0.=|)*2|.UA|G67MN)HG<
MMSV;190 I&|^LO:H6WM1&(G.@X|L-0)0-5Z(
M('RUF@TN|41Y.'|_6%|R=4.+>WY6G_ ;N0Z|U&BGDS0Y;:PO&C^B:NBS)V>A
MT4Y7LTSF7NOFGAD_ ;N|3L4Y_O\$ _D_'CKRZPY>'CMJHLX-*YEK@G0GH)XLO-
8MO#AUU,"|Z_2* M"!))TTP6C>D&+Z;.FKMSUZ?A#8A|P3SJ"&|JJ+E'|U5Z20&(?-U)
MIX/)RVO=RXMR1VW? 58EH|5.YESKYKQN|JCYE6D?V=H#H*J|+@H?;,+4VFA:
ME=SQ|;???OK0L.I%07.IT4Z7/4|>V507#1:-.M6S5SXN--KIY\$S&W>C&G1DL
M&MNH532C>'2A:FBL>|XEOA/-#;UET8RP! M+XX5#;A|S|JX:
9&+TBQ/)MWH)EV<*QIP^3R|<@ T4L%DW;5NX&*J:.Q&6Y6< MUC.92AK>ZA|I7;-
=QR=9V255R6N|DD>U:'MG:R|14R6G|DS^V*_ECJWG?4|W9 M|MA.|M@6VF-
KVZ;J.:V'/ VTCCVVMCVJDM-R)WML5|/#'UK9'57):ZV2/;88|
MPGJTM<=|/60O3^XF5^N.JZHY_;&R7%\$??J|'+37:Z61,'M>YB|;)G6JILR=G
MH=%)V>RV\$ZWV,P-T-F6JDI.JYLLM=,MM?3Q0-M15%T< 3ITYS=MDX%(;).
|R58|W5;+8T#/'96UR4-C%3SY;J?| MKI@#.MM8521VWG&FIL#.MM;5Y|KG4:.*?
S,MEG|R^:+7K5 MK6=/SD*CG4|.Y-Z|
|MZ9V.*WW5J5G%8WN76ONW5AMNAMLU8EH|5.5MT;5EU* M';!
|7U5R6NYDTKVQ|+HX6?1V3+K73;HX5?2VB:N2TWHG\$^|U\$Q=# M16^|M"HYK8=
->:Y=&ZH&VC5B4)#X,".72K+J.)5/;3N|HFJ9=P,"IC3?&Z M+(*OL*K:Y(1D
9E=&!YD8+?SV_WV(3M;C
MRU4\$|U+I|H+7ZALO|8U284\$ _U'HEW*8*ALT|8U2<6\$Z%\$9OEW*8:ALV|8U
M2O|/F8*L#)+5RL\$#<*[X M|N^M.PH!|L
86G!XZMWN|YOKA|O#PPZR\$XVA9WOI4L,E/X|X|Y|+UPGRX>Z9P3L::XK0,GE9Q|@#X
%NP*2#AZ!")R(*B9L;K*TS(@B_:?F:X320 M+_
G%I/2B;D:X*TS^(I@T9;K^*0#OI=OI\$DG!'YG(+@4PB+W|;J&:<0R%Q# M|7E):
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U287\$ _0WX5VEN MB1E=N*I)*B:NK\,LRO-*S&C"@29*UY()^\L9@*PSD@J"9J7/:""1-
-.\$FN4, M;%9Y2,D@9^F:I&:2
00VEAQ/_NA8NB:IB9B|P<|WOO%6C7=H|E86;WR)DW|2C/X\$0*1>.X@)FL0MF9\$&&-
QI?Y&L|UU MJ>&2F2'N6E|V"PNG<|F3|:Q&Q'V&'.@(?EQ@| ^.*_VWPS)P@P9S#_2N-'
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B|>.[8?R M7XT1XS#,WJC:>)OYNT:NXJV\$ ^ ^6:R^Y'X730V/P)6H.7|0ALS!FTL=SP
9!@ M8QO>.W;A& '&8E,YR6L(ASIA*[B&-*BA|F|J|AI!PA#" +6X13&! ?SF#_E4< M2
#L*|1^+)|5CQ:J=:Z2MM8E;#!GP;'.B": _A6:MHD|0(*QZ|)(VGI-\$5B8
M.VAAY1D%P,!'Y=N&G=:!T'>-ER>?!,#B: '%4#^&'=SV|WP%T/O;2 MYF"NI9LA_S-
WN7",...;)GJ7\B^@LN|:NI?")4&2N59W|H)5F#KE;+8W+S5<
M,@7\$FPW46?:NUQEM=C|ZS:'VF3/@9|4|7V=TV:HFJ9CXL |Y*O?A+J/'5C5)
MR<1|/6|8&>Z:P1+3-4G1Q',-G%BYVY80Q71-4C-Q6@,J)CMM!C9,UR0U\$7LU
MN&'%|@J(8+SD_#;:,0,<00TKLU45!_9<;_[';:,C,%8:
(GJP.V/M7,5K|YWQ<7|AJ3DC3#*G<|W*XT2/=F,. M;<_M>?RN++WCM)|D_*(B1M4
ML>+< 8AAHT?6K*T'NA"#M"V:(W@Q9_#%RO('(!MA|HM+:>8;.[3?
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|F@|VZ08J<2IC|1H8Y%|<9;Q&= RI&MDS9F|_1EB+6|5|@GR MS!O(L)*PHB_P--
YTM@|O-5PR2|2'W64W_? ZU6W^! *W!+?<\$Z^8-K%MNA,G@ ML^F:I\$)B^0:?
K32H./M:/=*X.HBG>\$)2|SJ*K#RH..#F=<4N7B#=#^ 4(B_T| M09QY
W%V1EI!./GTTL#2";..#%|@WA6'E8_RXP?*2@T2(^<>H(|P;N3,XI
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MDK/O57L",?,&Q&SEM_(09TWL'.O:D*ZH4LKGJ#00(%"\$|. *0=@TOIWMMTL-
METP\$|5M_V9U"O_YRFS|!./6&X>8/AEAM(&2MKME5P\$D4,'|K
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M+3O2A;:7&C6".?,&YDR.%(!1YJHZ|AX+/"O0|9+)\$)Z9-WAFQ=D"@,10RPYD M()J5!0Q
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(0)P@T;R#0Y&@_"^&4N1)::D*P2E|P2TIDW M2&?%N22#;_Z"+D(X|P;A;4T A|H| A"-
X:E+;H| M@:5Y Y:6FT2,E9CZN|PVV:6&2Z;%F.P3%^UB*40'P,V?H(6&2R:(>+Q!@,M-
M(8#2QG^X^9Y.0&|> +F5H FPI)535(QL72=45:>0IH,0U-'YE|T)_ ^8-|IF<0@"OS'7L
1&@DIX1 M|81HY@VB67\$ \$ 9@R/I?YEDXH9MZ@F)5%\$ FX_7FWSLFW#)O<,M6CB (?
@8. M'|2"6SQ^B-;U#;Q@ (S?ROZP>|@6KWSH|^VU*6&2V:"6&|V=U%O_YMFSH!
M;_#//:&U>8/6EILY \$RM9CM&(57O)8*L)|PUK^/,BH-'F^'B0-;B>SH"2'- M&X2TXNP!
<&A-QR|- U57B3?) "#?-&|RT,P((P*)U;P0\$J.I>LA)"2O,&*;TXB@ (M6G!=W|)|'D X&J.7-
E3T!|)GF#61:62@|J+2FJMFEM#" "K&PG|Z0E4S1M0M96C M"
<"JA="&AJ43)!Q_\$95X5!%;[G1;+EA>J6/=9A004L,E4T",U^"ZY1HO!N5-
MUR05\$|U*&^EGMME>*ZJ22HFAJN3R\H-MOHHFU7-:8-%-H97@N@9ZQH
M59,435S68**5NRR G?&:Z^1\$O::-UAHLL\$"AAFO*,|DH@S;R#.BLT5<,MX MR?
E|,|&:>0-K5F:I@%3&Z|U?<4U_9MX FC->4?R^7T,N|02_+:L^U M|97Z^+.|
<*GAD@DA7MA?=A,NKS/8YD_0&AN%>)?P9|+3B_DLZ"CP(I#P_.X>I>.5*'7'@A@+!B
L?+D\$!/ M# '3I2"9WZ8&0QX)! 'BO.#P%0Q4"7CF1BEQX(? "P8\#\$Q1_3_#>-=.E*)77H@
M?+%@|,5*#@T0_Y+#+@8O3|_ :7H4N/1#&6#_88T61(@!N&.C2D4SNT@.ABP6#
M+K9NEQX >BP\$SXD-4*ATZ8% RH(!*R,E)(!'-,U2='\$Y@W@6'D^R4".Z9JD9A(!#-R8
M'\$T_)XS7E-U|P(2"P9(K#B6_#Y8K-EVE4@F5DV61#(28KDGJ)39M
M|,-63B(0+@: ^B^OKT('POX+!'|N.(|:2N-M9KOK4L,E|T+&K|X*GEQ@|

/&_6U635\$C,W"BE<8/G^'EJB:IF'BYCOXJCQ|^MP\E535(R<7*#)79&_#
<,%YTOI43KE@PN&+E|0,0PWC-^59/B&+!(K)|0.@MP'A-^49.4&'!0(45QP|.,EYWLY
80% Q:6ECT J(O7F^_! H6#"C8RMD# M
/X\N^E1P(4"R80+|S9OC|0R6/'YS_"##WQYN#C_BFI=UTJ6&.YT)@B@+MX:(I?
00=B39|@I8:+ID@8N0&#BTW:@!0U V%B|534S<()\$5YPZ '?/L3,
(D(F\$@T#X9,'@DYT1/@!^K.J8
MSP54M1=HBH%@RH!*2L/((!5M=|PKFJD_&:"815%Q6F1Q" &;LN,D(NIT!
M=%WMA%NC@1#)@D\$D*|XB_#8VGKQJR\$M'PK,J01,'<7D#35:62@"2K&OY60/<
MLN|DLP9Q<(-=MG(T ?0RU|>J3^V0V'7!>DYCT!89R'JUCQ_&670Z6FSS7>I
MX9(I(.9KX--RS3<#IJ9KD@J)ZQHPM5+7C1E-LZI)*B9^J_/"ROTV9K3,JB8I MF5BM 2
|PVH|:(P7G=|S\$QA9,&|DY38+,&|YOR>FF#(@H\$ADRT6|,X36@/ M#:DH8JX&8*S87
\$VC->_'Z8H,2"@1(3UU\$&0 CC M-8'%6U)1!"\$63(181I-^7\$@Y|,:?U|TXV_
3Z.|RVQ.7&BZ9%N*)J66WO HZ M\$6W^! *VQ|4<@-+1@T-!R0P.@E<&.'5'-
Y(Z=,,V"P30KS0XU:'Q|QXYDJ)JF0N+|!2M-*TU&|ZYJDHJ)W^M,K_*<2 /|R#;|>C62=^*
5080% Q%6EDDR|&"Z)JF7>+4!!ULYC@!V6(@M M_VQ YH/X|8CAFI Q*8K|?
CR@WEV|D^I>UE>7&BZ9|^*K|64W|P@Z*6W^! *U! M#P|\$E18,5%IN| TL|IVGA_17.?
&'K^2'B4CX+-@@,|*\$TC+K=J-(8GWP4C8 M-
>)F#8&@RH+.^BK/(BVXM|U5KF%G=B#T=1.EW4D"P8@% R-V1BH!S# ?.|JS
M|G/Y<"^0/D@/I!|*6##P8N7Y!,'#7.C9|BH(Z%P56RD1\$,Y8,#AC%
9?"M=TB(DLM#I/EVPV\$%GF|UVXJ6&2Z: M.+!,|MU8H FXT=B?D--V&7!8)>5&C!@C?
&*|MI@B(+.NFKW':|C&Y:U20E
M\$|,UT&%GF&T&34S7)\$43BS5H8N46F|\$3TS5)S<18#9Z8;*P9P#!=Z*" QVP_7&JX9%*
(SXOP2|6NNOPL_D3M-!PR001.S;H9|F! 7#.8.L. M=&KK3J!HP8"BE2:"G2_H?
&.D6"0L&NBR#,B_+*@ |#*,T0;G*W?M='J2T@S+%@,,? *P^ M/1"ZJJ^EBSZ1P,>B
1|3\$T8\$W+ Z1%^EAP82QO'0:(1#(Q+\$6#008Z59(P)R
M6'HNT35)R9Z4O,)66!'PPGB|V,X>"5\$L&D2Q=5OW"(!CX|FQ|D*ZJD-0.A^\$
MI321X,FBB2?+"2_FF@?C;>::|V+|#)?-2DWF|+YI?HDY:FS|"PV73%!#)FB1
M';\$B@*#QWV|V+QX)(RT:C+3"V/(; '*EC-7,54&Z%1L)O2SJ^*_BP/(|FE! M?*J!2EKE&
E3+!L,L?*H\$@%"/KT,CA2|= *RKT A08|% C16'E A 8HX^T_=4 M.);!UG72@\$.)8-
(ACJCS;24)A(^633X9\$>(U,/=L'NL MX^'|^?_K'YF8W7!|PQKS9^@-<#DD:#5HH%6
MR|T?B)%6U4UZ#0+IZLKWXJ%,-T I97F\$ M'PYHLRP)PAT)V,K9! #)7#5^(?
PHY|^*Z:/P M:%0D|++HE|XC*^H|M-GVN|1PR100^S5H:+GV"|AF?
>2_'?"DF'3U/Q(&6C08 M:*76"!|E|*X%\$HF=-,&;10-O5FRZ'EPT9S4#PY7_8T|*|'U G-
^Z\$&A8-:M@940) PF#C#G1*XTYX8M'@B97G"4 +&QMW M9BQ()E|N)5RQ: '#%Y%
|H&#.USQ7 %W?R9-*,-K@AQ4G"T &|W7#KC@@6>NE
MH\$888M%@B)7EBPQ^F*Y)ZB4V;O# #5N|; 6!L|-L#>|H5"?NF=5+?3F|DT8"1
MZ4'%7N2@#S_ ;BI<:+ID/8L7QLCME19VL-G^"UMC+(Q*T6C30:KE9!4'4V&&M
M:4XK))RU:'#62C-*;2|YUS5)Q<3@=898>3:IP>/6K.3|E6L\$2A8-*D9F03P
MQ_@|Y|_2)H"R: #*RL,(8(^QU TTK5@T,7N#3B;G\$, 5*0PB@BGF6G8!(NKI%P&/1
(^5Y0^ \$^,;|YZ+0(Y6|*6!X|9JYH:N>!/&5S087|*7 C@7RR4(X"49*8%W10/>
M56RD@,G%)S+?2 FR*QK(KC(C!1 N7F^ ^D1)&5S087?+*!|#6XM|UXA/R!+T
M5C306VK';|+T\$>?;89+#7*|HX+W* P. = 'V&XDJJ?TFC*|H,|+|DR 7<&SZ|5 Y8.4
M&@C(*QH@K^+4D('QTC5)R<2%#8Q766K(0'CIEJ1>8M &PFOE|ALPOB)_W@2H
MY)7GA_46#1:8E3|LO0;Z&|SVUZ6&2V:\$^&M_V:VOHHXVFS|!:VRS\$0G;+!|L ML|P
DD\$ZTS5)A<3.#=)9:0#I,|QO&40!L6CB|08;3,X>B.G%%O0@0IA8%;%Q M_I5G#P
R8O/9+Z3\$|!7-\$! ?9I H MIA MY?|L;|R^N3IU^| ^BC7|XX6N_G?|O9#6_'3^Y^ ^95_
M17)|Y21_|<6'JW?#|Z|VIV|&CWL|O|U?6OWB>+%M=_/N_>>_' +8?CD-NOM|>
M#MN|QS^ ^Z|>#+NC8/SO;|>C:S_|Y?@&'|>|OSZ6|^K_ 5!+P04 " !3 M2PA9|;|-" (\$
"Y%0 &0 'AL+W=OY^|Q\$ "T24QM!Z|_OLX+9(A
M2|NT7Y;\$>>:OY_&,9|;#|1>OJ3A*V5P@F24)%7|-6,SW MHQ|N'0: ^1NN-
R@>,|7!+UVS!U/-V+O2;4:.\$4<)2&?\$4";8:|3|BP0R|N4&| M^"-
B>WGRC')77CA_55|^AZ.>F: ^ (Q6RI<@JJ?W;LB<5QSJ37|6=%VJOGS-U/
MGP_LGPKGM3,05+(G'G^+0K49|?P>"MF*9K'ZRO<_L|HA)^=;|E@6?|&^PIH|
MM,RDXDEEK%>01&GY2|I70IP8:|!8@%0&I&E@7S"P* @/KVAGLRL|^=@:G,BA< M-
TK?'^&F5-'Q4/|J\$CE:L^4/A?J%M=8K2O- 62BAOT;:3HUG5*11NI9HS@1:
M;*A@Z!\$M=#B&6U)J23|)#4(CB=(OS*I|R4
MDAZT4\$I\$+YDZR)&E.R85"Y\$^1Y>OCWE%"7.-=)F5M"Q4>RK@HZF!@AV;:QC%?
TER#Z|/#O2H|VBC?=KV& &T0 M%|YME X/RX1E|&H9O\$X9OA5-@G:

</HC03<^A/NEV22I=D+0\#WD2Q5G^6;;1MM0&#[J]*1GD/*>BU=A7;5A"0
#=#\$A("2;#; \$XAH&T2!P<-+4%&C\$W/A^7T M:SG!:/M5BKY|=C'^HC!C2!Z
G&^29K9!N("XC7X9A N,#W7@A4*:H6"JP:< M|HB*LOF6,@&PB43OHJ)?(G"
<(:&\$;6U9#&YC1(G8CK6<@(\$M|, #J8//8:IJ= M#<,TBC,%|G&3RO)&/<--
V:8W99O=BNUI#T!::??S?UH:* ZWB," Z@"@H/(MP#KJ R9',I(R5N) 2\$MGH-_*09C3
MU|U*4R*0T_6QCR^H=,SD<7K2^9_Q8W*XUQB=X\ (2!6E^+UE'EWR"
M^K9V_#=02P,\$% @ 4TL(6:(C;FI @ ^P<!D
!X;"/IW;W)K&ULK55M;LP\$XK5I#0D&!)DZOLI8W4-P1(0!4FX/B M@YM<&VN.'6RG'?
^>LY-F|995%>Q+8I_O>>[-OAMNI;K3.8 AJP47>N3EQI0#
MW]=I#@75Y|(\$@2W1N\$IOYQ)YE0))M::+\$"1VYPJ
M(- (5ZH4M04D9S,PE"!IJ7:GNJA;!"L!?!MI8V)2FPB?,1&1:RE,KLE<9)!U-MX&?!"?
TC>!"#;6,,=S%/PJ.\$7RIQ3J|+@+0F#,,|P9WHZ/.H*Y_ ^LS_9^D\$R
MH08"1(XO.OT"!POM5'XA'U%;NFB|OI;%L;Z)*F,/P;VE0& "2UZ|Z_>!"# M5Z9?
DFSVDf3S%R(|J\$G2E%A'U3)&1/-HWW35A'DEO.,UUR&I|J\$!?!C|5KJM9,;.)AA::"!_?
HJZT'3;TQLG2]="D-M=F:WS'\$Z@|(*>+Z2TNPVUD |HY_4\$L#!!0 (- %
+"%DP>C)%#@.X|M 9 >&PO=V|R:W-H965T_ OM1+3(L:,79W%DB_) +;|
M!*\$X,R+GX8@WSWGQ6|E5JB)?=FE6WDZV5:6_GLW*|5;MXO)|OE>9_N4A+W9Q
MI;6C|-R7ZAXTS3:I3/F><%L%R?99'G37/M8+&_R0Y4FF?I8D/*PV!7%
|W&B^ (J7MX4^3,I:K1FJS|TUF|::WLE61THGZM"
M_YKH=M7R'J56%625|W28;6O_/RGR0|::=X|<_9B7Y3LR)9|U=&X,J2+Y_FD-MUFE\$
M>W|AS&,"N)_5^10Z:7AS3Y0VU(JA|7!3YL+4W0T-0KQ|-R2BE;W,R>3HT,H3P:B#XL
M@F""LJ/DT,8#87@1U10Q/YQQ+XS|NJ0NY)?!"I9JG?D3F7J(0&CS|>./DRR M")-;
(!U?!\$B%,"(A6?%Z!#;\$14"M"!V"IH*% H|0|&B5T!FAM57T,JD#%1I@B!F6F&01
M)IE\$(NLY8'YTP-P9EJMMG#VJ.O_ (^@':15|=IV1S*)+LD>@8)7M5)#F48MS-
MA_%!/=^*HA6\$XHR'5D1",J%UAPLA|"0"PJ'Y.)HD873(G;*1N+-OW5BJ;/I
MBNB%O+%3;Q\$A&E/&;X7/^G<+KY/U51#AW5C;J02*G6VH95HA|V_3RG!YUF
MO=@|Z=+'QMZ081>#0=%9:_5\$/I ;>,,@0):BU7\$B":LSEL4>J9K-ESVA2:
MWNKQ@JFN_-3|W+?N HI%B9. G
@)/9_9|GV52+Y&U#>MT434F>9?, "7|YT44!/:.\$G:M\$(Z*J"&.!F\$8C(S; MZ
!;X(A!ZA0R%T| ^F&P1*IO\$8NM|Q&@?ZLSL,2>_ \$%|P@P=S"!)L,Z% H!\$W!#\$&!@&H
(B;HB:"JT)8=LP(TV8|Q4|\$,RI:RZ="U'9(E0V
MB<76=X,12LPME/#FPJZCUS8B0!BP\$P'B@*T(#>^%|&,7&'.!|SM38C=;HF M1
#B<^;;AGV52+Y&U+>I\$1W,+3HNV8U@D X H@FA0MJ9|T@&Q1,0QQE03"2 M
S(C*YA;5FC%6U3)'VTDZ0!HHZ=*M4\$U#Z-FUKT(2Z2.#W5%:!IG'U=/#=B
MLD6H;!*+K>|UHUB8NXQSUI8%0ZWAH+)%J&P2BZW0#;.CF+N0|U;E.0-*/=0N
M!T\$@N|(3_2#AA_84-03Y_LA&,3.2B+GK06>+5(9:&T)EBU#9)!9;WR-&D;_ M,T7&
)DK-A3<'E&!%9,K"&37!"; Q(6|VPB !|M1+=RH.>Y6<^?DF7LM MX I2>S19*YV-E_!
|4:AU,52V")5-8K'U76:\$)D>HBW'4NA@J6X3*)K'8^MXX M>670+5'?;I+)A|)4V.|B
|B|?!"|F(6| (8ZHU4Y+F1P%S@9)@<5=ZBLD6H M;!*+K>|1(V^YNR#WHI9@J%
(W6(+!ZJ=Y@"(<3O.(=!(?LF-3.7N7G!#|3T|MH%*H;U) & ">QL3P,Q'ZO?<"%+N
M%J1RMT_SWY4B|^WVYYQR&VH|-I'8 XO:V8@2 ?&'!@ H"\$;6.6&DJ X M^9Q
59*H;|\$JF|1BZW0\$*\$GA+EE^@|<-Q+ 0.+7?X5U!H-#>%(% U%X)8@* M1M|J\$T;5"?
=), '=.)E#/@*&R1:AL\$HNMI|X:3_534|.; ^Z4|5CZ?D>O M5Q2X'M%KV1X|-O3M2>B?
XN)1|XD50^Z*^|HJ!^1HCU08^KZI MUWS&ULO5I=G MLSNS62,!
E+',XFATW2ZW/??5WP\$C+B6<+J2&BVY|F7?,.80%^3.,VO)ALAMI?3,;
|,TWV8L7)5&23PEAD&G21BED_FL?':7S6=|)^ (H97<9RG=)\$F;?;EC;JU<3
M/'E^|#\$ZW(CBP70^VX:/)Z)S|N|3-Y-&Y95E+ TCWB*,K.^FESCRX XA4&) M^"-
B^_S@&A6N/'#^I;BY75U-C*)'+&9+45"\$|M|36| X+IAD/_ZI22=-FX7A-MX?
4S^|^E|J*9AS!G"Q|_&:W\$YFKB3M"*K<-=+ #|R_2^L=L@N^)8|SLN_:%|C MC0E:
|G+!DH8|B")TNI_ ^+4.Q(&!Y(\$-2&U 5 /KB(%9&YA#6!|J VMH"W9M M4+H^K7P0
^>'(IS/,KY'68&6;,5%&?W26L8K2HN! ?Y&W2!|N7H7.UBAO@:71>)C<0W|_
IG(HSB\$O#Y MWD>07|U!KU"4HD|;OLO#)=)7|ID)VL&AFNJPH|U1LB<8 M9C-
4S)+/.,)W_6%QBZZ%R**G0@?Y'@0'-V%&40%6_2|K&ER>'P*OZ*_ /O(X M10(UWH?
9ZF|H% %3M6' |16F|S+?ADEU-Y*#,6?;\$)O,??\#4^ E*P9AD_IAD MP4ADG6193;(L'?
O|ACU&:1JEC|*,QF&Z9.#K6"0DJ.84|HFE'JFZ,PSZ-UM R+N0H,3-66?
=#'"VS86(D+A#*)Z2AQ@6#8<#PE+GV88UH8 MC@IMHD*U4,E.^"X5^8'3;
(76&4_D#+W<);LX%/(!V)7!ZT*(10BVNLN|A3/ M%WV;;5-3"4! ?9&%US !\$+G'AV#A-
)RS1TSA-.2LTT^A:RN=7 @ASH*R@=0 MV*#JRQ3T8=C\$U(-

==AN77:W+!_D@*EF*@NY(L094PHIRR?/0ATSY:|+!(1' \$MZFSTYAD_IAD
MP4ADGM' =Z/3Y :F!8&%-5_2U (*6X_RX,9 P&,';|;@4W MUBON(-G&_!MCZ(:E;!T)="<
<# +NO)3I|XAJ3S1^5+1B+K9N25N=CYZ6TAG9%
M<7;*QF3S1V4+QF+KIJQ=IV#|0F6@UNBO&RZ(3>R>U(!P'B7J:|@7FLYS>9 'R
MN>ZOHMDN6+!^Q3*RT/!_SY|G(:?YI2*"%=#=>VP4"T:K9|ZDKZL;U6Q<-B*|;_M8SX
ZN|= "#|F"8EK1HG>C5^CK(|@?64,.-P' 0|W08##?!=!QAUL1300B?("@ M(|
4)K9A4|55".>9KKHS-9 O.,W7|;D5U^2\$N#X8ZM"7FOH3S>WQH3|J5ONH
M;|ZH;,%8;-U,M4*?6"^D,8AV17%VRL9D|T=E"|9BZZ:L7:\$0_0IEF,8@X":_MY>)>48&
KN-:5*TJ\$%"6%4/=T(" Q""I>V07F+2+%)?)PU>?3WWH&|;P@%
M;|Y#,&CW&|IMK|)NQ0@^CW_(9.(T_L^)^1-N4U4%+D"@9|M\$55!#&8;!C)7?
MTX,/_@G+|LN3%KE,J)1,U0?=YFESFN.Z,/_@/_+!EPL,||?Q95"=U6C|JZ,C M|_|
_OC8YBME:-F6|!)>;EAX8IE!4#^ON9 ASPI^-=H(L;T549Y-D:.\$XQS
MG!;C^:PZ|X'-9|0465J0#PSP,L|Q^WI#,GI_-8*CQQ,?T|N-4"?&|D6WY%:_M(CYO/S!Y-
&Y95FE."|2 C"ROAI=P|L8>5K4_-%#XX@| M|EC-D"-=-(-
O",&F/|G4\$KS'PGCJ"WQA4TL>U|LIQ\$19X/F/T'C""EFSJ
M1^7|REKZ*RU4HMP*)J^FTD|,WXL-
86!|NDZ3,RPP+E3;""Y/Q/4|+4T_+,TU*U|D O<4*N1G(D3MB.C:;??P<#YR=30&R2
M13;)8DMDO=AZ;6R|(?;YKW+1RF1!4*A)"E9*E(9&<%PP7%5|)(VW+?O;P;D=
_CXH,.3T;,&1R4E/L0)F^| MXYF(9YP403;8"AP/5TT298.'5#L^JP51TJOY\$!<|DLB-
M5Q5ID|SP8&3D!%|+T|4A"CIHJJF(#E\$>"J%V8|2*TX.!U6N-B2:5+%I1M*.N*N(?
M<+V3^QWES0N92!<<2|=VI+=DO|YGC;MNV22+;)+%ELAZP85.M|UGN>ND)F7
MI?!:98NLLL6VV/H1WNMAX+?8FS2L^|5\$*|0+
Z2_I6B|>9(I/LG4UXXZ|WMW87KF:L07|<0BY|N2;I#CG%)|D
MZGNDVY'#X2VYM75+N981D3)2%
<5MAJLG."5FRI7JSC+Z<'V9YZZSGAY)E6L,%F^_P(VV2+K++%MMCZ\$>Y::#C<0Y|3P:;
(S. M36;K;)%5MM@66S^V73^)^X/L5VBPSST|PC;9(JMLL2VV?H2|KAG9Z)K182>K
MOY=8&#"AWC0;,-#5B&(3*/".E*FN:T;#7?-3GFPC0W^* OTIK@GEZAO/R(3R
M|7<"L0D5!\$<>\$:"N(4:GWU%9>T2_#&^3X%1?ITPHY.HO-TPH#^H/MTTH_^!Y
M_WC097|.V%WUE067>URY'-6O:MNS|9<.! M&J#|F;^+U!+P04_"!32PA9|1XX)(!%
!3(&0 'AL+W=OCW9,99?&0;=|':TDN2XXS_LB5%&C)^63P8-"|P&%5!;6(@TW2--
(RSR6)> MW5L5BSG9LR3.|*H=)^F8?'C%B?D<#V|D^<;=_'#CI4WC,4|#Q_P&K-
O^:K@_M5T;#\$L4ISEA, E#@|?7D!EX%R"T#*L3?,3|0D^@E')/R/?RXG-T/3+'N\$ \$
M;UA)\$?*/1|S\$25(R|7|!6Y-.FC;+P-/OS^P?*_%);JGD_%SKP9M;|R3#:AX?
J^*S>_A6|911/P;* M^FH9RHGPBN;A!E|/^\$Q'H|N^
!55<<>LSICDOECD@4CD76JXS35<;2#9,WYX@WN M+<\$QVJVBRX7|
<6'.C5F'PE',_@R/NB-B^R "Z'^^/(*0 M4JR>ZSRI%Q?
0LD71*A2<.8)L!0HYGB7H5J&LD^QTA\$|;X5.M|)N4%"S^+ZR|
M7#VC|S\$!>8>D=5)V+!|6,1A A)"E3D/-9EMON>H"?;0H'R|=T3,I%Z*(WT0X0|B
AVBDPEHMB|1 MU.;BJV|.8NS#4EQO|R:M/-P6@X4)*M0T/0\$V2J4/1.X B67-^N1?
V*2H5;^ MG_ \$6 ^Y?P2<(<)FRGU*IE>.U".BJ;|R|;!9;MQ:HK05Z+Z|3,X|5HS'9_%'9
M@K'8NC5J=P50ORT8'Z;#UFU#K5T<=CYU M?-26B-(5F*FH4,9 3YKS5*>YP-
;SPKU|O7UWJ% M>C,|CN.!L@N|\$WL4@FRQ#0H0)94>04(|:6B-;U0|WK?P?=
E>.5'@X52#3% M*A"2|J(67UY:3TQU)OB-
WH@V9FZEJA<@9\$F.QD#+20*5X|LJT=XZX.AW@BO M@|N5|@V//O|5Z^J8;/ZH;,%8;-
TWCZT-1^9|>1^D-?BOK=&H;/ZH;,%8;-T: MM7L%I-K#F?KR|7
L3@|(C|H<4\$'%S':@P4#T;H-9_(ZUW'#8_=7RG55=2 MJ!YXF2O
#FN(XI4@+R>|Q^H=;!(|V|?;W^0|/3%6X8X@|# BVD*|=UM\$C0
M;,>Q/TAVHE(*|B'^,"300KHI: TOTAO>=| |2#:JCC009(P|\$S,B8Z"TTU&!
MK)XW'ZCUQ4COB|HF>FK2TY?-EBUN@%0@|>60KP!YXKNA0-6RQ"G.#DD37'Q
M4)U.4RYAG|C@5=SMSD|OZG.?87|M_-J"17W?
7@5',^W6_KC+U)Q/,\$^7C"25T>T|X0QDE9?=SB,<%\$%^_|;0MCS1=E+W|B\$B_!|
M4\$|L#!0(-%+%"FBSA6 K(-)0& 9>&PO=V|R:W-
H965T>&E|E|O0ON_JNZ0;I>|;!6#)O>#23(+*VOH|#\$U> M@:#F3-4@|4VIM*
63;T*3;V!%CY)|#"HG\$H*)!EGK?0F>I:BQG\$A::F\$8(MJK!_PG<'&
|V)4|)4ZLX97XD)\$#E"P"&W#H'B8PUSX-P!(8W?'6;0EW2)^<=<=
M^B>O';4LJ8&YXC|88:M)|"\$@!92TX?9;3Y#H|<3S!4W_I=LNM@H('ECK!)=
M,C(03+9/>M_U82!|<0XGQ%U"_#1A^\$)"TB4D7FC+S,NZH)9FJ58;HETTHKF#
M|XW/1C5,NG_QQF|RS#/9I>BYFH+0&8@H626+#B5AKPCWZC6U+68G%R I8R;

M4_3>WER0D]>G:6BQMD,(AZI.K*T3OU!G3*Z4M)4AE[*XG% ^B)Q|XO&. ^"P^
M"OBUD6+SD!;OKL\$P#7F^|ZZ0A/Z=+8S5> MU%^'^^M7B#0_CN>\$|-S7-
81+@=;!K0:PBR-Z\&X^CC(:' ">R1]&\$O?7@,/9L*
MI2U|H'XL54FH4(U\$^5AJS51C^!;:/5%ZORG/PT91LA_V2.ZHESLZ
M*G>.JUBS9>/E6D7J.J75.#B'R(Z>L7C*!UA\$2S'<&W!>N7WGL&V8:/D>F|
M_6J=^HWRQ#_#E=MNR+|P|;Z^HGK%W7R%)97\$K^M6.%G |0+P/>E4G9GN
+|ARC| U|+ P04 " !32PA91V<=:D4% #0%P M&0
'AL+W=OR)%6EF.0| NY)9|.8RO#X|PO| ^|9YZY_(;U#@>+;+<7:OV#?
8|T9R'=I2/XO8%_Z0A!;| "Z|G2^MX%+L<" +.:-| MP!1:LJD?;?1::QFOLE&%\B"8_%I*.|'X)
K"P%V3TYH W*S IRUA6)3-!F3? M9#5R EZG1."RXF_ 3^#+0PI>OWH#7H&R
8|W7%IP^>.D%-1A\$|>#WO;#8O. M#.N!:#
|01!0=9LR(KBWTZ;A^V#LR!\$;3J_LN6|X|5M|.J+>^: M;W%;F9R3^.\$/9/9XL
MBDK#RFCPSHF+|E|+5_EI!%OP4;V%""QHL#-&ULF1R?Q;S,Y
M)5G:D24MF>J"SPOWRH5SY_DX0Q.->)*A8,A0,+IX/M*F; &1P"1?|\$K(%.)@R
MP%.2I5.291.1G20B'!
(1CBZ5;A=3K&5.0%Y@MB'65M71A\$(=5>GMUQ\$G/\$2'?Q'B1IWEG8F (-:+, G+|T.X@
M=-|:U1UUA|9\$*7)VT.JOR=,T4Q2|27+6@Y+ZC.VM!|2|2N#(+R@O|XL:'DES
M>'\$G>5% @5H?AE,UD4K9T4K9L*K;3A*!#0M!H_7W |'LYUE36;""|+2>^7GX6
M5!C'>OF9*.2&B5Y^%E24H#|E=S@\$P%\$AN|AG=\$VXNA&0BVY-SM2>9_\$CU'N'
M!84@TKN'!>5Y.E=F0R4H/N/M05?#<6'|&|F,N>F;@QH=T@(*O4!WT@0% @;Y|
M6D#0# '3\$YS\$V4|T|6=|19\$N_BP@E+AZV|<-&'OG/#WH M/S@N
)>8K=114;/%L<1:E)?KQ;JW-GT&C<2:*.0FL>ZN!07/NGL0>W!<|752
MAXRU1(L&"V.CADV4|^NB*+6@(N0;&L!\$Q8%W;LD>1!V|1-49AWFKSXGE_.'I
MIY2E#>;|H=%Z3!@*/5T.9S98E'B1YK=S=\$-9\$WD04U?#7!Y5=HWH|J6&M/U M|
|OVTE5|?PNOE| #R/E77U>V-Z(&^N^N637NC#@856KRL2B_56O.!?J>I7EU-
5H+L;D8CZOYFF=O!;8|Q^
MLRS*+!;R;;D:5YN2QXNF49:.L>/XXRQ.M'TLOGL4SF|++8B37+^J435-LOB
M|M;GA:/5R-WM/_@<|):B_J#?|1R\$Z_X'1=?-Y|*^6Y|H"R2C.=54N2HY,NK MT;5|P3Q<-
V@4?R3|L3IZC>JNW!/?M_K-|>)JY-1GQ%,^%S4BEG|>^(RG:4V2
MY_%/"QT=CEDW/"Z|H|O.B|,OO.W0 ML;-B|1J?J/'5NN,T'Q;B2)K&|LSR))|S?
^W@;B|('DF!O@M@'6&W@G&I"V M 7GJ\$;RV@??4(TS:|DW7Q|N^
X&CL8BGEV7QB.I+6GUBR;Z36L9KR2O!J= M*.6WB6PGH_Y|^W""WF|V*5)TWRWJ
|.1X7VY2C8HEH4L6K5D?1JQ>OT0N4Y.C+NMA6<;ZH+L="GEB-|;D|C9G00^<1(\$?
2QR ML:X0RQ=|86A/|>U|2_NQ#,@A*G@?E1ML!/?ZZS=|BXOR.L(|P_G.GMZ-H D\$-
B/VC^ ^B"EZ%;PK/K;E/4=US-SZQ)X46WB M.;|R1I7?!*|CZ8O?W)|YYTIY) P"@EC0#
E.=XA.9Z-/OVMR)-<< D6Z#;?
M%QE'KY+|3367EY(Z5==W,^0|_FM3>G9DOR'7%Y2'J10A<'(Y?CB.NT\$5>@Y6
M5;2O(M&\$^*J*&52!&P4'E1*"R2\$SD|-#(^);XKET|*PHT^_3@|H D:M%H2|Z
M,PG"0(M"7^610!;Q |IS0VP.@G|(|F|PI="Q"GJA|+48;_?83<(M%S-^BH7 M^ZXV.FA?
Y9'0)5J7^RI"G".6TN7@T.7 VN59D65)5<|8*B2O.^@|Y|9KCY5R M;A6"A%(%(&
_."*:D(#ZD(|H\$A)#)@8112!@#@BG)B0|)B0:|1\$2|?|S0"|3: M/^N+@BB(M\$+1%
|D|B3RM4!A4OA>=*|2NTTUR'6L(GO-*EL=4&AR!;D)4?KTR MSE*ME'-'(RB-@M(8%\$W-
QY'I< >J%RT8*D60- I*8U T-46X2Q\$>K&JT:'6V MI!6\$F4GDZ=/*Y"8D>2D-
5#;N).CM%D#0*2F-0-#5%G15SS_=B3ZX;?6-\$0KUH| #6N|C;H
M013HCL0\$ "DYX,+ #6F?;G+DB_VH|78=ROW MI \$*2:..@-
9%4S/4>48W&*J&@/I(4!H%I3\$HFIJBSDNZ5C?TO!H2|J<"_5M:
M1E6DW|HPLW|J3#R,K/%%).L_FVDU;74FD2ZD-RX^F'U;0V>,2DD9!;0R*IBX)
M="82.P.5#@SJ*T'I%)3&H&AJBCI?B:VFZ%FEHT4?_R-'6+|;!*Y^EU@@PAC MK-|&-
JC<<')B"H(|WX;MONUN>R^>|&W>;4MXWS.|V/46#WLM+.)B2-@M(8 M%\$W-
2V,7K>Z?&CEMA9X|. M2!H%I3\$HFIJ6SEMB?Z@" FHN06D4E;.:@:&J*.G.)
|2N2SRH@07|EU?-Z|X^^ MBOBD-P'J|+
(T9V+014XI^Z!X,Z^8;M|^|@56SG|>%_?/'T99YMW,A0/,B+-
MXLOH16DH>Q!"KH4"\$IC4#0U/YVSQ-%0=034:8+2*"B-0='4_5:=TR3VYN7SRHB
MI%|\$0D|?P36I_"#4JTA?%06A;F9,*C<|L3.0=):.V"W=OF3,UG&YXA628Y7R M35\$E
EW/Y|4V%|:|G;JV8,4=+T0E;.:@:&I^JH))D/5\$5#?"4JCH#0&15-3 MU/E.8E_3?
%8=,6PB#7QHZE)Y1|MX&B#:MA\$.O&Q7D=,6TV|JHT:A,|9D1_L M-
8W+Q7|^4=DF(*"+A* T"DIC4#0U(9W+)\$/M."6@1A.41D%I#(JFIJ@SFF2X
M?;>DOQ&48'UJ.3.I>C==J4'E8WW1AAE4D|'\S(7#ZZR<9|=ROXLU+XT/7X"N

M"8+2*B-0='4#'.1.TAMJKZD'ZB9!;124QJ!H:HHZ-^D-MJ>T120/%#F!9Y@, M(JSO!S"
(?%W\$3*+ TZK\$^ .AYS(Q+XU\$ "%NAOF LGKL!?'IXV!Z><14^_S&
MO9BYAL^I>|!%VC!)V^-V3O1^ESTGR"J5!*_0_EO UD02MW#IONWHABTSP->E!(
M463-RS6/%!RL!?!+!95&(_9OZ (= 'EJ? _5!+ P04 " !32PA9D,+!KUH# M " = # &0
'AL+W=O3H'+!<@+O\$:S.WB4N&97!|.609",RF(@MG(.PF/OV%D
2!B%X.UWCHFUL!\$RCM! M8%5!!P28RDH_JU@#)Q;)M3QMR#URC4ML\MM?
S2++41F8%&!5D3.3_!+Y(Q!8 M>>H!40&(G@ (Z+P#::!#MC.;*G*TS:F@!5')-E(U&-
GO@J!36JO03E-G*1_) \$3SO**.|1M3">*+3;E9QAN'&F=|F9ZB<7Z-%35553MV6T?
U!1@&CR_3H%'P+5".2B^HP!\$(MAYU:?'%=IV!%;-0W18QJB=ZC4@K12JNUGI5!\$
M!::#GA2JOS4 XKJHFXLUOFN7PN2S8'FUG+U/W,3I/X;G@_L%52D3FG"8(31H
M'>&+2^6S<'YBY,*-DQ-IT*0!G./W R@;@/=G4IK-B5V@_"*)_P%02P,\$% M @
4TL(6=0(G+ Y @ %04 !D !X;"!W;W)K&ULK53;;MLP#/T5P2N&%M@B7!)LZQP#;8+N
A0+6G1!&/:@V\$PB5)8!B4FZ MOQ!E.X8+I,4>|F*)\$L!A#RTRWQO/X#8 R!YKI=TTVB
V%YR|<@.U<"/3@*;; ME;&U0#+MFKO&@J@"J!%8!C>,)KX7449&'LX4M# M/?-*EL8!>.-
+-8UBGQ H*-\$S"%IV, .E!/&E!;OCC/J0'CC<'!BO@W;2LA0.
M9D;!D!5NIM'!B%6P\$EN%MV;_&3H!YYZO_-J%+!NWON?G\$2NW#DW=@2F#6NIV
M%8!]='0: 9/P, (.T Z;|"L@X0*L?;S(*LN4!1Y;-LF?7>Q.8WH38!36JD!G_Q
M#BW=2L)A<2VUT*44BGW:"BLT CAV.@<44KDS!;=W!W9Z=MK+ M3@-?|@S?
0.S/RZ5#2!_IUS%5++L)?;BVU+)M?"MXQ@:;!H!(NF*EA4HBHVG E!&:E::N)5*7XM%_
MW(9(XA####XA=D26C2&ULM5AI M;^,V\$/TKA
H4+>!&AX_\$J6T@1X!4NUDC:1L415'0!E@B0!\$J2=EKH#^ ^0TF6
MO(W"71C1AT0D133;2?6L4P!#/F9H-C:V!6')= _B>[:NXY>HP+;616
M+!9^OD3UI!_K0!PM&(U>61#5"!"I ^)6C\$N4M-70Q4W)'E)V-UFRCW&JY&L\$Q
M84_ET2A!RW"=63Q"@C\$VA(HU>0!:#:S)G:A.VT;M.W)/E:(V=.2;6S"44F>L7-
A+R7PJ2:_"#6L/YT08^0&|S1 ?=UY#3X2R'.R# 8
MD"B(1G@NXIF)Y.VFPV+@>AZ4!+L.KP-FR@-2V_#ST3I 7*I# 'KZ)\$9_OL/I MY,Y
IO_J"DUE>|1MVUZ!2YW3&.8>WBL-:@O>XNNOPDGP00/YJ\$ \$ ^FEVP*!|CTK"!W-O%
<.90.!",&RQC)Y9?99;C,6D, MGBX4%7A25PF(F(\$=BKLP. V>&+I) W?2XZ%/>D!^WB
=_O^Z%#%>-R4YM!"9 M,(!.S(#
(G0"E4Y:3'%2,F!/\$2U9!DE/U"@DJ1],C\$H3=)+AHL%U!\$0D&Y(N MBX3B\$Z/++;?ZQ?
X!Q6NPY,09&%L(@,P;D'E/I'YC:N^ Y?9T8Y6FSDVF/_)CV M@#P,VJP?N'E"3:'
I@74=U4BQDB+)EG4";7.H+HSX0<>V^\$3Y\$P/R\$PC0&F! /B@.%!;
(90H*BI+@IH?;VZE1CMK=1#TR
MI#;^QN!;R0N=NO0F%!F^L.CX%8JT@A:Z%6U9&\$&S*C^H_8#<%@9_JFI!&"G)
M!83ISHYBXOL,0YS.3@URJXCAN\$^&|"&/8:N/H5/\$WH0ADR!/(JWZA6!YNP8L
M:0;E+!Y\$9F!)LDP9IVO@>!\$'K/MU0PV@G7Z?C4 M@+?
2&5!TR98^Q#)LU3)T2MJ;L&7ZDBV3;K9\$K11&;BE! *K.\$<&8)MXD30Q>U
MJAB%/9Y!U(<(1JT(1DZ=.JI ZI/%JJ.K,*O!1B^.>/2_\$_: /JEV!W4E9TVL2 MV_1?%;!-
:/=X*JJEMOIU4>'!U0EMB#AL,&EP=DY^E55'5!UC,S+VGDE#5;B
M93,%3"3*3L#W&RG-H6,=-%|3%O!4\$!#!!0 (%-+"%D2PE!MCA, &_C M 9
>&PO=V!R:W-H965TBDY!%_OBE9,7EJGI='_9Q MT#?
=MG/XT*!T7"2/CJBSK^!V!^YF&*;HM_5JLWMW7-!ZW_TP
MW@Z;^5!^C=MUAW?;JH=[?;H;AZ;+1>G:9QS\$!7_7)S!H_M_01!6X!|=W)!G)MQ_!LKR^F?
8_#T_N^VOAP_#!/?;G!?'S M=ZMCLEN,FV@Z?WTWF+P527S8XB#YK^7P=??
HZV@_R!|=Q_+S_1ER!M.XGWO! *P&BZG/..?_=E6
RKU1XU_R+_/%)!/'G:ZW_#QU!_H_# #!/,W'?C??8+W_Z:?'^&P!?'HVV>_5,VW!Q M<-
!AZ_DY7V!V;O!P;>=_7<|;3> M+^R;-!EP^;4WCO_05;," ^!HQ8C9!_JF!ESG^=GX9;L?
MM-Q<*W!+_W7
M61Z):5CO_H=R_3T!HGI@!S;W6U_.;P!F8!BNV!93@Y_=_2UC!Y3ED+ & M"6N1,
(Z\$72!A'1(F0#%#%U/F#J7;_5QLIF&F3O.J?3FN!|JY!P!V.S!KZ<
M5T6:QV>G7QY;TE25255J!L94):S*!W_=CV4M(.%NH!) *Q#P@0(MIOBC>/'!X>>/X;?
YC'M'&N2>4#QZMK(K4K-(*8JJ>LRUPQBJA@KZT+S!|7' MFC-'M;)0NV!A'5(F
#!%'NP!WLPJSW^<|Y>|"(>'!O8<;S5<1UH?W5+PA5
M4M7:L!H8JOGBBZ7:VM!2,I;DJ>81ZWBA'D".B1,@&"*1!H'CY16C_R!;|L M#Y?
+!|E2=+D=KI93M!IW.JN:4AI/7YJ4VI.W(\$2HJK&%&5QJIFJ-46S5?3#
MC77,4*!@81T2)D PQ2O5@UI!<+4Y6D+-\$.)8VIRK,Z MT4!
(3%66Q3J+6V<+0@2UB%A @13#%(_&*3V-HAE^:C-9!6N!<5_8;J*I&;:
MGWUCJN;SEKK6'&*JDCA-H(6&6Z<+M0@2UB%A @13+)+\$,N2*2>M^Y4C>C_.

M!YSA>%H2=K%K5/.^(5!5V%N%H1L?YK_3J'D.5IF>B"4*6%2S65A\N M'S?4-
5!;!Z4)%\$TUSJ-T-/QOSC1;Q;*X"JZA+KBPNA2LI*OIZA5'\$2QH1 M3%G)*OWX8Y\NV"=
(6@>E"11-14DJ?9)Z7/8H MRW\$S;;E?AQ&J+ "V*7">3 M*4O+JM!/L^T/0["AH-DPE"90-
-50,AY./EP,IS8V2SW58;Y\$->OJR^._>3
MIC&SVY3%N>X90E7JKSDTA*I@B7'N1*AR\V@&38NAM Y*\$RB:ZAB9&"?VR/C'
MW6YXXJAD9K9EQ>HB-5840LA2EF;ZL:LOL?4EL\9.U?C)N'ROXN??:.0?=
MJ4#1U&=>IKN)/=[JWV0S;:/>GIOWT>CF?=>S^&V&B?0!E?'6QF4/H2KTBZ/&
MB\5ZL;AJP&-/\$/O,TE*W #2\1=%4"C-G\$N,/^Q9\^N\26VOD1N'R_4
11NL\J>KYNOXS1?;,,_0%M_R)J8*:?K&2Q<3B@=!G+<1,%?KS6
MD\>/NL>G<8S5F7\IR>\$'KZBS7GUQ"EJF2,GOT:H3ZA,A\I7GFW^I M'?7_9OK;Q7@7?
1_T?M^IWG^\$?D\$(>.V\9360&DME,:AM LHK8/2!(JF&EI&
MJ.EK=G=3:'D72FN@M!9*XU#::!93606D"15/M+6/=1,4MWI1(88D:+R&C>KR\$
MC"SR4CJJR6N?+I@IT+P62A,HFNH4F=>F+^_SIG2AM*M0C=Z\6"?D.TKO:7N
M%+K3:Q@%&M-"1V4)E TU2@RIDTAS=Z4KQ;J>1TE2RJIU\T0LD.YU\@Z>Z+=
MJU^@VV<,@NTWPNE"11-=8N,=-7Z/BF7B5?2F6V? D54?,E5\$3/USYKL&N@
M35\H3:;HJFMD)PBVKZI&9*6E?&:;\$%ZDY7Z"T*\$*LGG*W7=)Z,:9:EQV0_-
M@J&T#DH3*)KJ\$YD9IY#2;VH&J%G-|+)|@I#E2::7Z1I"5M9QJH?%A*Q*4MU1
MW#YAL%>@S5\H3:;HZGMT99ZV"AU5\H3:;HJF\ID:ITAJK^9F0AGM9\|S+@A5DN@1?
D.HRCK5 M"T^\$BB69WG>R#Q=L\$VCS%TH3*)IJ\$YF,9\^7YF\&-
1^SV&A"\$#)69GH1@E"E MK-#;Z"TEROC+=;=18VLHK8/2!
(JFNNW1'2>^=_W\VC^>F@:0F,T?STTW/X
M!%L)>Y,!'T>7B,BSF1\$G'W'YF\&Q+H71H&,F6LC TK\$95>9E;T*%EFEK3L
M#T.PH:!)I0F4#354#))SL#-WXSH\K=3DK%| #RO(51%GAN',T*5&J->V^<,
M=@PT4H;2!(JF.D9&RMESF\9U=-XOET6'<'(2Q8G1A)LB^Q\25R^W#!-H%F
MR5":0-%4F\@L.7M^/3@S UR6%WHHLR!EK#!,XD5K_6C/&FP::P,I0D43;T;GHR^?
7D7.JG#M?IR3Z=0ES*ND MT-^FV/@26U\BMX\7:A0HK8/2!(JF&D7FQ?
G+..LLYD=O&11+7NE=,73&?6^A+ M1>):SUYW#Y>L%&@B3&4)E
TU2@R..N"!455GK;6A"M_ YC-Z:IV15;E1<|>,%&P4:;\$-I D53C2*# M\I02A\Z) G-
&(;?)F5Y4NL.@::94%H'I0D43?WL#IEF M%_ @R=\$\$4DY,-?RV\$4"6%L<0JOT-3337\$*H-
F\09A\UU#106@>E"11--8U,MM@M\$|H@^E!UU0=T
V/CN&4B5,/XP1JJPVSG<(55H::UFW/T#!5H.FS5":0-%4J\FT MN?
C>)>C"+;K)H\N2>.6M&X)MP\?;"HJ@NE"11-M9%,=8006(NB""76)0(
M%:\$HF2H42*"8&)1@F;!4%H'I0D43773HX_% |>?"S.OU90("TIC?\$">J3'> MQD-I#*=
PV\$HK8/2!(JF.D6&P\5S6\^%&=/F566\I922YD<4M: MMX3;QP@U!)3606D"15,-(7-
>|K(&,R/N=5'&^MN>%I2LB(T\I0K16C\;MX\6 M;!)HS@NE"11-
-8G,>=DSVLO_&/K5=!/U&_ZZV'0\(^T!8SE-9:2V4QJ&T M"RBM@|(\$BJ9:6^;*| #5;S
S:8H;2&BBMA=(XE'8:I750FD#15'O+O)N\N,7, MS\$S9..US2AJWT'5+N'V:8%|
DVLH3:;HJB\IDWF)F\A:S6*X):U;PNWC M!!L#&E1#:0)%4XTA@VH&:3\$S,T VO.&4-
&Y)ZY9P^T3!WH"FU%":0-%4;B4 MFKU"BYFY6\QN2>.6M&X)M\7\!1H7 VE"11-
=8J.JQFBQNW%FL(55GHG\;8DBK\K036AA"Q2E\7"%&>U;I% H+DVE-
9!:0)%4RTB<^WRH)?+JEF LG\$FD3LD%B3H\DP ME-9!:0)%4\TD,^
2W%XN/=K+E,9P"|\%,UN\>0&F,R1H* RE=5":0-%4IA0 MN'QN>
{DD;C)1YW&NNX*05<;GK3=^M-:/QNU#!=L#F@M#:0)%4^TA<^R^>WE
MTDQEF\2X5R:EBB0\3)>K-:Q>TC!9L#&@5#:0)%4TAH^ 2U5PNS6PVU6^4
M26AR/>'SX+0>'&X?+-@BT!082A,HFFH1F0*7F,9RZ6XLNR6-6*Z)=P^4K Y MH-
\$OE"90-,4LZ%<01O*4%H# MI:50&H?2+J"T#DH3*)IJ;QEI5R\N*%=F;OQ&3Q\+-VET7-
'#PVW3Q3L#6A" M#:4)%\$WUADRHJY>WE"LS*#;-X=8TE,8PAUO#12,%FP:2D-I
D53S2%#Z0K2 M5*\<366WT'+6K>\$VR<*\@8TD8;2!(JF>D,FTM4K-)4K=U/9+6GA-
(&BJ4Z1\72%:"I79ES\QBB-+DB5_@H0ZF2V+@#"RTS7N2RCQ=L
M%&A(#:4)%\$TUB@RI*TA5N3*C8\HIE,JXF1.EHIQ"RDRG0!-K**V#T@2*ICBE
MEHEUC2\KU^XDFY 8)\%N3.N6D=4NX?;!@:T!C:RA-H&BJ-
61L7?|>JLFUV10V\&5*S*7'B6G=\$FY_5(+| M!4V5H32!HJG^DJER_ ;T+R;6\|D.R6-
&Y)ZY9P^_#!-H*FMU":0-%4&|GTMOZ. MA>3:S%X-!WG\$O&Y,ZY9P^_#!%H*&O%":0-
%4"1F0MP;7D&LSA35LXI0T;DGK MEG#|;,\$N@::|4)I T527R+2W?
FX%N39SUS=)7>C045B0.I;7F6X,/U\KR>/V MP8(M @U\H32!HJD6D:%O_?
P:T\$072A,HFFH/F>C6F-IQ\X=NR6-6*Z M)=P^4K YH"\$NE"90-
-4<22Q3W/W7CO/2)XO'W\95FP!EG.CWQ26%25'I\XUL M?
(FM+Y\$Y@OU"A;787\$"AM/LDCRRR\O*R-^V9Y9EQ\$/3>&A:#PUWS!-N#VB6-MB\4)&

[>J>[FV&8FG[JS]_6P_9Z6_RKU2ZZ'.\VH(^>BGT7;XM'?/VQ_3
MDU/CY^^^3MXN\$^'F3O&T//S^5^/.SV_YZ^*G?7N]#E=7P:=Y5_/_^G:;Y?7-MPS?
3>#L;JR3Z.\$[3N#Y]>3/T5|-V+YC_=,X3M^~V>_@Z[CI]?!CG_A!4\$L# M!;!0 (-%
+%"GAVG.F^@P-Z(9>&PO=V|R:W-H965T\N|BBV>Y|5FS&\$2I;
M64E.=H'[XT|R').4J)\$X'MV7-DZH1XYF3#^_H9^OGHOR6_4@1.W|L=R=54/Z5;<
MBOKKX^>R>;0|HVERRG=A76;%W2G%_O7C/WGUD?M)><1SR6R:>*^5GIXWEKBB^
MM0_~N;E>N.V21"l6=8N1-O|JB8|BSUNH9B&_GU_7YTG;"l6?7]\$_'-OHKE+
M*_&QR/^3;>J'ZT6|<#;B/CWD|9?B^1_B%%'0XJV+O#K^ZSR?OKH+9WVHZF)W
MNKA9P2|;O_R?_G&Z\$|H%S|^X@)|NX%_O|\$X7>,,=7U9V#.LFK=/555D|.V4|_MND%K?
SC>F^/53339OLWC;5TV?|V:Z^K5IS0KG=_2_""<7T1:'4K1)*FNG#?.
M;5.RFT,NG.+>^93MT_TZ2W/G?56)YL_I|J|N|JF:&Z_M6M9-B.U"E^M3.!!>PN\$#X?
SKL'_K>_Z/#G>Y;|C|(WSYC5@WE|/CY9Y^~;*Y ML>>|R|JWEQ_QO_&|E|ME"N/E.M|7?
OD?5<|HFMQO6B>G94HG|1B|=>_L_#|_MFRDH(C M1.|AK_|^~R&K_W2J_KG""OBQS?
Q|F_FG-O.FX%|0PR-BN|\$|_MK:
(PO%H^J3\$9QL31>8RV5/^|5!|TW3;JYIE>9=M|6K>%6CE-I6_;;MPLSV55T>CL|_T|H>-
ND\$8%I=R(XWXD_69H<4|ZQ1C?PP+F6LN1N9*#N""5!>OXTON2YE&JC0
M|%|5OL/F?^J=YM#RX+K=9)E&O3PV\$TDN&/C";BA0
M;@R\$E&M0H>DQ2|;!0FR!@CS%.DPB-#U,R5O85.(""%|I,3FA3>-.?3%(!K|<
M&VK4_|9"RD"HT/28)0=A";9&0?9B'281FOZ66|(9#C*(234*0UB_W:G;J)<
M|A0_|Q2U0*6.8HP%|+*.A0A-#UL13-"";UD,@>?X9+|/<%@U>?^49GEZEXLW
M|T7YIDISH2@HQNBI_C;HL<@/X@|I-WT61@&0Q4IR0F_G)S_\$-9)ZI.3X;V?_M2W|"8?
5CY.T.)^4E5&AZK)*7|*DRR_5O=[A!^F_W3&-&GR|PR7EX##E,&^\$
MS8.+Y3QX8NM\$SR&A<\$EH.%9\$X:00I>V14A|J-#U,27T|6->94MHG""@D-P:
M5@D|H=\$#)\$">CZU#4MI#A:;.*>F1|LWUMSTA&=^M^W,;"1JBKU-
2&P^67\$9HG\$>JNU"AZ;%*\$N3|'QI&7E|*Z>4)&J*O73(3;|K4_M8MHW**@4E5,??
0YRXDMR_MXF-TFL|J1C|YX658'SZ8@^KXDNKX6)7')U5YJ-#T,"5C|F'&-*G"^WI-K|*A
M(?K2E*,PL)|@S4K;&A@T;:9V;:5B.+UF.CST"XY|J/U1H>IB2)/FP_F-YGR#_MBF,4&DT#
(:'1EV3'CRXA=CZ|;\$.%|L4|L_MZ'>Q^IJ=8="P9AIB2_M,@6P/F1-|X)Q+0@_O6^;4|?
O)RX)45AK;_T1Q|Y1L)X0%_M(J_42;4A*C0|3\$F60E@;LB9UH4D'2N*X^|E*|
|C\$|0\$*D%=2H4/C0_M3V*=Q#G4GD@RJ0BK|D2D_(<*30|3|A(5GNL;S7J2S_=/108;
M5:BQ\$P)/8IVZ;=A0)-E0A)5J(E+^0H6FARGY2P1+-?85:I|D3+NI>=S@;A|)
M*A(AQ9NA6C7*._DUDF<0|Z))_6*L').1\$|PJ-#T,|6/AQ/+.=&XG,,T=0YM%P4*1J\$!6:
M?JLD-8JPAWHB4KI#A:9_DE_2G1@6CJPK-^Z?|V\$Y#Z-N\$|@T+@C5MK2^8LE<
M8N0!'NL:AEDMO_QK,X,Y=*!8TJ@8>X_G)J5&5&AZF)(:Q<0?TXK'3_.0_1U
M2FX3(T_SX&O8R'OA95@G=PZE)Y;T*L:>_(I)*1,5FAZFI\$PO|0F@N'^PO|PC_M&|9|;
|D|S'R\$U_X:C8R8W@9UFF>Q4)'=!!F^C0NNC,0;-B2;-B6&&RK^;Q_M!AHX1+?
|D3PH03;03#5@YY"GFJE:'V'|Y*XKKH8NV/71H?0^IX#JA*LZ'_M+G%|HA50TQ|TJ
S%.V(8R<|G7U.9|[%\$=|5/1!=M_MBNC2NB)2P75"57P17>*.W2L@O=-;
|MDQ5|\$^=)%=N|&R-?MXPM/9YW(6ET17
ML4ETT3Z)+JU1(A5QBE;|HF&79DS9|GMM8>@E?KIV^P,C|L;>_M8_\$K%&?\$^_F"
A|AO<2.T51PG3NE\$"R&|<4Q8D/I>1RE54MIV,P94|KC#3EX_M3.=K\$Q2R,V(35'
9@9;:R=-!M>Y4PK%XMAV'*_UFR:#ZX2JL"78Z1E1P+S?
M;#|OQ8:|X%ZLV\$>S\$?|HBE(VLV%X80O|SJ(K*;;5C&|<8S6K)H,K.A,JPJ!@
M+VE,*8^WX^_QG;4J%&C\$EQHNX'51/A9E6@MG(^|JT2AHM20JN,Z|48@6QS;=
M&*UE-1E<)|U2%*<%VT9B2|;?4N!=VSZ89A_%DH/'&%|H-F)_C2S|JHM65
M9O&V9HJY-?/0739::VHRN\$ZH"E>"::;\$1)>Q-Z+*!8SIK5>KQM3O&L_V1CQMXW-
PHX41VL&>TECBK??33/MOZ9AP_NO8D|-1MRI_M+RUA,^N%)|7/ZRP*DV*_
S4:|L:\$2IF5+LQAC,|49FXU88R-*>\$+G;;H1-E.<
ML!G6"AOS+>;88VNQV(9H;ZTQM9D<)|W|H'
LM+|9K|ZY:K(#MSD"C;S7UI?;#*XSGU2*!;;&IO1>F.3P75"57C2B#TV_MKH+|;9^!4-
C.LM5N_|L1DU0P6;Z2VNI30;7N4|*S_+1#3C8C|L^U%E(D^*^_MS4;LMW\$5_((9CC
)PZ@>DUA6#T+4-VF=KJX>TZWX)2VWV;YR_%^6WXQRK_P%0_M2P,\$%_@
4TL(6=5T62;-|D|L|D|X;"|W;W)K&ULS5E;9;4MLS<6#;=)(V3;K;ATX?9"/;
MFH#DE82|^~|K_09CB(A;|>3%!O&=3^?&D0X:|RA|X6N\$!|B6Q(1/K+40FVO;
MYHLU2B"_|H|M\$Y),E90D4|H:M;+YA"\$:94!+;GN,|_1B8DW'V=@CFXYI*F);
MT",#/\$T2R+|/4\$OW\$|NU|@-/>+46:L">CC=PA9Z1^+QY9/+|EDBG"#",26
MH>7\$NG&O0_="62(+QCM^,\$U4*;;*7U1-W?1Q'*41BA&"Z\$HH/S;HEL4QXI)
MZO&U(+7*.97@X?6>_5-FO#1F#CFZI?%?;+KB36R0(26,(W%\$|W|@|@J#^HIO

M06.>_8)=@74LL\$BYH\$DA+#5(.,G_X;?"\$0<"DJ==P"L\$O&.!WBL"?B'@OW6&
M7B'0>^L_4(@,IW;:<|<%T!IV-&=X IM&13%YGW,VGI+TQ4HCP+)HB*2>F MGR!FX
N,4P0>\$.0I0S(+!<7X%GF9)3&"-EN.\$22CR^>RN<7X/-S,X^G(/!/PYJF')*(CVTA
M+5)ZV8M"^UFNO?>*)CYXH\$2L.0A)A*(6^4 O/I#(V)*3I3N/O3MGGL;PUY1<M
M_Y"#S'Z!7H<MV<;-GAW>_B?9Z!YPR/SR|X_|<^KC/(!EF<(_A'=8
M8'2043*J@11J);^OM>3@#N!\$KX/VVYDF03;|= &5=QKOH\$+-%D2>6(:9\$U M_?
\$'=^#|U!8HDV2!2;+0\$%DMI+TRI#T=^_2.1'B+HQ3&|7>MC*V4,CHQ122
MUM1^:7)?;_+/_MF#@=8'OXLU8G)?&.N)A!W1'6@ON;-"<=C)N38R&Z2 ML
GQ7S%R6!HY-!-H^G90##LCWHD(FHB>?^2,)N2UK!^5SAAIG?%2M6+O6%X
M(8W&^QV=W'JP%U7(Y185X\$AN%?! "N@'FU?WL'FU1#-SS-E=HYSNU.ILD"TR2-MA8;
(;D&|*H-V|X6W"N3(35)%I@D'PV1U4+J.M4&W3&ZY!9TNIK3#0FZ(:\$6 M4C?
VH!MQ32TT!9/6SDY(T T)M9"ZG5YEIZ>U|QFO"%[*VDE\$L9S0N4H=.)<-
M%R;M*JF7FLUU?.^NX990N,LH6FV,J1JGH8|WTU;|1+L8H6V"4+33%5@|L
MUI7;XP|TH;^Z M&5??
SAQ6WY2!6GG|JLJKY3|Y!37)%AAE"TVQU;-4M6/N'U57FU|>')@3;(%
M1ME"4VSUP%;MI:OO+4^NO*.6|K;Q%;D%U?(9J075\AVIBZMN>-6>N=I6X:0J M?
-7|E-4HPTU,HPQWIX0MF;:G%/O@A"%!;.)4=[7"PH"D1^0?A&ULS55M;|LP\$/XK5I-O M2-
"DZ=L8::1UT\30AJ9-C ^(#VYR;:WY)?B<=OQ|SDX;%=06"6F(+XE?|KE| MGO/YG&V,?
<05@&-/2FJ<1BOGJM,XQF(%BF//5*!I9V&LXHZF=AEC98&7:1D
MG";).%9#;P\$;W!DSKV1NS*.?7)73*/&\$ M0\$+AO =.OS6<@Y3>\$='XWOJ,NI
>N#O>>K|,VDG+G".<&_E%E&XUC4XB5L*" MU|+=F*0M(-V|
MFT"!Y05W/,^LV3#KKN*R!W0#^V@)E MW""|R|/*4OC\$<&R1O M6)JDPU_A,='NN*
<=|S3X&Q|P=R.T4+7:1^0HT!Z*5;|@&E\$E8Q@UQ#E+U_T MQ|G|(|0&':U!|X8TK?
L#-\$H&QR7;)KP>="4DH!MZDN&27T#HK:6J&7P>J3
MT;9;F'\$4R+Y>4P!VY4#AMWU;|A^@=AI'1X|@GNZ3EOJA33HOX5!+QE9!;::@ M8J*
|SAJ..X>AXD?"G0T5R M%/B7B1MWM;:59&,GT'KI,Z^8=,ME7)">_%4F|TQ|XW+#
|5)H9!(6!\$MZ M\$SI|VS3L9N),%9KDW#AJN6&XHC<.K#>@_84Q;COQ?;=|-.?4\$!#!!0
(M %-+"%EO"0EZ*0@ '|X 9 >&PO=V|R:W-H965T0@'_C_.NZUD4HY!"?0(OK<:S?9-
A;.'>Q-'|_ ^UD|(-M9K/CL2W<-Y"TL|-
G|,W^GEEOSA^*|ENU4DH'/1997EU,5EIOSJ;3:K%2ZZ1Z
M66Q4;GYS6Y3K1)NWY=VTVI0J63;#UMF4AJ&IWH9'Y>%@|!64>;:/6+YMHTHTTU:5|?
QFM=FM^F M9IR>OTG2,OB:9%L5?%!)M2V5N4>Z"EX\$UV;.&+>9"HK;X"HIRY|I?
A=Z7*|R_?TM=))FE7/3.8OUZ^# MIT^>!4^-_|^KXIM9?)5YU-MZJE531=
H:|VVFF+|G^V^J|G|SS^(#/^"ZALIF5,M.U3+L.SS:|78EJE.53U75BL;OM## M"S;?
ZA_ ^A"K?I9--NGION9|3R<5L=CZ|/ZX)"HNX\$(J7+W'I*ZRR6;-
'#"9O1\$J1_%6\$1B6* @X"!4)|I|-+E)L^8* M@S-)C#F31DKFE"P)40TWGPPV6#
K|Z:H4@VN M*|T'\$4T_CT?@|A|2PD#+XA MT4%=A,|I54J^;CLZA?J;_|#|)ZH|+6#GQIV
8\$W\$R Z&P6' *ST|B<4Y0 M?@XGW#|?L9#P5"L6XNJT("8XB8>Q;9|,%8F%N"(M?
PD.X,O%HMR:I3/-M3(3 M2YNU<:;S;_)P+61^'#U5&
(AKDH+7X*";OZ^2)JFADCK*KG0:XTJ\$UT;|- M7&V6DD2.Y
P(RMO!|9(V=RR+7X)SM|=T!|0GJW PMQ=5F"DCX(187Y:/2\$
M82&N,\$M.@J/S|OS+ _@^C!6\$A;E=E*4E1)O4R*_L4F#0TQ)5F<49QG'FKVB;Y
MV;:D41|3GD0LQ)5XU)3B%-LY*0HJ&K<9?8QNE%H*4C9"|XV2='#%(V5S*|9(
MI3A2!WDIV@U4-,35:(%*<:;JE#4)R>X30#&M>|34(M9BG>CP|P4|9M;.*L M"\$V"JB%
(7A.-!549^#-);UWIFK% @B3)(Q:U%ID4AR9O=P5|:8F&N)JL|2D
M|4CNBH|:@(Z5S=W#LVQE.%L|W17SJ1E'E)#3>P+%Q6',6G9?F\$4LPQ';|:8
M3TW!0BG#TWD-!?*0S!AO\$6DARW#(/HG8G|/#".T2 6'(-A\$|VN3%>|L^WHOY
M|6(44<9.%T\$@3H;AC+1=?0M"-K"W1%P8
_9V1*T1!7IT4QZVA@!SDPUMV4HB'NXR0+3HZ#SDN#F"11F(6G4(&"B14RJC%QW++3
|WT6F7^ ^*C|JQC97/+MG3E.%T|W1?O MWJQ%0UQ=1P|+<:|V>R|>W4ZB(:XP"U".
_3Q?|;OWM1%0JR"+"DYWFWV45?<
M;QX|:5B(*|TBC0_L+1%7Q;N)AH:X\$BW1.\$ZTDV,IH#(TP^#U8J1L;KV6C+QO
MDXKX*CYJ?SI6-OG)2XD+8HM=D5'VSK(:0F_QX3VNH P|%R,A:7 83G0<0F?
B|!>%Q36OMSDOXB!11.)N%WIO% H7@3+1-@:/C1J;=QKWP-%C=*C"Y,^(TEM.|%A"|"I
M7L*25N |:|J?)ORV\$CPA!<1A1Z2DA;:WMT6A?|V|OW=V^)|A_!02P,\$% @
4TL(60U5734| P-%0P M !D !X;|W;W)K&ULQ5=K3|LP%/TK5|DT;1(C MC|Z
M9%&*P03FQ#L|6':|Y/AP?C;')9<17CDO3&(.3TR4VQ|?H1Z5X\$G/)#(Z5^,93.Q|Y>QZD
M.&6%L.=J>8R5H)|#2Y0PY2|LJJC @Z0P5F55,C'(N%Q=V75E1",A|Z0\$%4)

MT=|F=*J\$3BETQ:R4-6&6Q4.MEJ!=-*&Y0>E-F4UJN'2A<)JNLLIS\83U'S!
MG)4&F\$SA&,-9ES-XI^SEEM/R6-C\$M"YCX/4\$+>/'O*5+Q<3>/WR#:P\$+N'S M7!6&
S0MT3+@?M)1>%P12%Z@,*0NY")|B!*(BZ+>GCS>D33"@|+-,[Z^D^
MF5\$|S\$M6.1"5>YU%X\$0:JPLJ6ON@.1-N\$J%,H6G\92@X,1B9GZTV;#:M|N^MK^O7
Y.S!\$<>-:1!O4 O?O4B|?OVD\$9\$MB:19W:HLXF|/B(<0T+)|@H\$:-6F
MN2LAJ@0&DMX^@K-++KB|@5P9|CJVS9'5-OUR&_"6<1A\$ 1#?|%4VA*TUPA:
M4|"M%70W*J"N%|RB9L+QLYC"5*L,\$E5(6LV9MC=M?%>@O0:5P?Z?=,'A+V'
MZ/9JNKV=-\$|<*S06SHDT7"O9#K_@B%|3|W+E5#%I:*G9S2D:/|/:6,&YE7I
M|KN2;A.XD<932W1+8&N.|6O'^L_4Q?UM6K0EL#6+!K5%@XU%U;"(&8/6|(!4
MKE.I*5CF,J%-J"UO.|U|<:M_U'87BUL|PG=XAXWPOB1SMZ(^-2GNB6P-?'|MM?
C|9RK|_6U:M"6P-8O"X.|0\$ _R/UW^%VOP41=&|TF^):OD"^ (TSFSLP?V2: M'HX!@5-
*"W8'U&)Z=09=3:S*RV/&ULU5;;;MLX\$/T50BT6"=!&-UMVLK: Q\$;0%"D0)+T|+/K
M2&.+6XI42_<,V6A;\$+?CJIZ!)NP'RJKA3. "Y+SDH0FDE! M%"RWFEX,@L#"W
1GOFL|<:86"FW4GZSDXM|Z@66\$7#(C\$U|!6|%,^#<9D(> MW|ND7G>F!6Z.
H.?._ \$HYI9JF\$G^A>6FF'ICC^2PH#4WUW+|!#EI:0YLODUR|
M7|)N8P:/9+4VLFS!R*!DH0FG=ZT1&X!P| P@:@/1/P7\$+2!V0AMF3M:<&H.
ME%P39:,QFQTX;QP:U3!A/^-.4:C+\$&?2.2BVHM9*3:C(R3O(ETPLR:FUEQF&
MRV_)K"YK|H+(&=5,D|A;Z2&7|,0-).<4Z;(9|HK<'C\$';S!4;;U(:(_WM#|IHP03X6LM9XD)
|X|NE;\$G|64CUKJ\$:/4'U?BR,2|V|(%\$2#OAL-WP. M&
<)#!X^WX3Z:UCD7=?;=WVB*YK!U.,JT&MP\$O->!4FP9|HNPV99%<6=1O"M|J-*
M_7!&E++&NR(7Q!3M'@MX|ZFPSX|FC,2=X:M2JLT'(R2*)CX MJTVA?6'C)
(Z|L" T)@T|"8+>\$AZO_ (,+1?7<*U|\$A+Q8Q-ZHL(X&?5|,P|&|T
'DKPWXBV4QJ8ZLFEH!6A;W4N% %AQ\$)R M)C6I=2== RE:?Q18%Z70!;MZW_|P"?
-1G(3!8X\$|84D|V C;4IAT" I.= "N>@ MV5)0@|R+YK,P^SK?\$.H^61_?Y F1WD>|
|ND.,U\$B:7 MDHI>0W=F^-TJLJ=D6V+'G=CQ?U1HQ_NT:\$_)MBPZ|BPZ_A<*<
|?3NH7:/O" MGB^T8?
#0B03_CU+;|DQ>J+5|83W%UM|HSFQG_(\$JE*\$)AP7B@J,1JF:9K.9 M&%FY?
NU6&NS^W+#!AV4#<#|A93F?F);P*[E3W|!4\$|#!0 (-%+%"D/ M.Y"##P4-H? 9
>&PO=V|JR:W-H965T%K'NJA=HP_B06A\$CPG,2IN/064BXO?
%|S"Y)@<>)2=F_#QB*UD3%,RX4"LD@3SGY|(
MS#:7'O1>3MS3^4+J\$ _YXM,1S|D#DM^6\$JR_4)G2A*2"LA1P,KOTKN#%=8AT
M0A;QG9*-J+P>BB/C#WI@|OH1?HBDA,(JDEL'I9DVL2QUI)U?%O+NH5U|2) MU?
&!*9G@5RWNV^4+R 76U7L1BD?T'FSPV
M|\$"T\$|E>;*J(*'JA4_YT94\$|+.@024)Z"F"6&>\$&8#W5:6#>L&2SP><;8!
M7\$%\$2'"^O'W5#R!|S=\$8AJ+ #RKGv,->/_N M W@': K^6K"54/)BY\$M5M+ZT'^4%?
MH6B X4^/LJ/0=A< 90@#HUZ=?V|!L2
MJ728I8=FNJ^L*OQ"A5|HT^LT|&M*)VG:O13@ 58Y,|15\$B^4C=-UH|6*J^;
M|D(L<40N/=65@O U|<:_@)|P6|U8WGE=3U&G4%_MY*^K(H|/@MT@+
(*,2KM%I=W&DS9E|G43UWJ)4|W1V*&&|W"C5XK\$|?GT@!' M8H8!_<*<
OMN)NY7K5N;DH MWYNU^#.S!H'|>#H|!"TT+C2E^I'%V0SI6|6" _M@X)|@M|R:H
'JU9<|+,H=6LLU|X@3S|:KJ+Z7K#JG3B5'8L:085#R0|!*-^6R
MCCQPI6::4(\$HV'2B7NF..@,/4LT!O99J5+JE*4XCBF,P88)F^/KC|/4,/P8 M\$_
Y5:LNO_HO57VBU|)%\$5^H9R^3#_-<4PN",_N|8PIYJF;25+P:8P!;|F M_?W3L77V
O|,1E196VJM>I.&:4T)5|'"*+@?6\$O?>#. VB|CS/+ M+C\$,6B'G=S)|:J,40/0-5&'1J6S
3MT-2H(5|U_:+GSP?:F95I74!@?M M-*65!D|VP9&::4+)|@M_@Z|LRN'>Y.T.UVT.|?
WP|+.,#S0DJB\$.63EI-; M,M>S:PUJ@|@O#5-)7:@Q=|F|@P8VY|K';*X)L|E<^0V|,?
>MW.^A X25*MA6V@5+A/27"X6_!^3&<7H_S*^U?|U/L/S-6B)\$!,9BHL.^KX?
+M@^3M@63+ M|GL(Y.2)=G;|<%3PG6 ^GS&F'PYT(|WB|YX_!|4\$|#!0 (-%+%"EP
M5,EX_,"@. 9>&PO=V|JR:W-H965T<;5W\$FUWM^ZKHI2R*FZ\$7O@^"41J<:
MIW+GJKT\$&EM0GKF^YXW=G#+N+&9V;2,7,U'HC"82***/*?R|R5DXCAW!L|+
MPB;/I=HLN(O9GNY@_"KS?B-QYM8L.,Y|9\$&00:<-|>|*|@R0X3;^*OB=&J5!M@J
M8"6RWUFLT|DS=4@,"2TR_2B.'Z"R9V3X(|\$I^TN.E:SGD*A06N05&'>0,U|^MT^?
*#PT|K0#_K@GP.&KP""A"|5<.P_@S?JF%4:S|FF|=5Q(-5W,I#@2
M::21S0RL|RT: <6XR9.MEOB5(4X00I#L0\$VP%*\$)|A|@WC&^(W&)-IT"VFFK
O"K1C%,> M,9J1#4B;XSP" Q5|_)1<)TJLN8QQ"WXL!L_|L"|Z/LZ/Y+ M
)9^)^&O!;|A@?<3|3U_V+*?U=OA09LY_T_|^C|K/W%&4&=C8/F"5_A^P<)&
MA"17F5"8#YA#B4FX@TVXM\$|-"1DU14:E;*,|.FR+)RWV+"+3P>C:|HJ2HE0|
M;%=K:O&MVM,(Y@X66P7R,|BQQ|&8^_GMHCT21;V2;;NB>PD=L,Z=L,N|H6M M

##A>-Q:SV6)'ENTN;T.B\\$((<^;0!.RES'40F(@VI<(6J8\$W...:??X_KQ,A1
M; >2HT\AFN8Q\!L1W'.A43JNKL9%QI69B*U^J%DG\4V-7HW+[5I4PP\ID=G3K@4
M\H\A\,P'WV\$Z<<&X=L&XTP5UB7\[@DE_):(&(Z#_/\$;4I\$I_@|4D6\DFV\HGL
M)'C3.GC3SB/T26CL@6AN>B5E&B-FCY*-'CSC\$T!,9BRF!*[V\J#"N;*M5L
MJI*ZJ=HWFBJ4/*8L2JT\V\/-FK'"VG-M%T5U/#DOXIO2YE!D%P)K3N)BHJ
!S9:WQSDSKXY%+%M:-EWU*OUL^; M=O-GZ\O!
!6K0LA\B,ZA\|M7RC+|H0'ZG\$\YW@1.=PR_B"6
!)IR5(J1M92RM6U;8MH"1D6EVP%5+U9,)YAJ88| ML<6* XYS4):;GN/TH
P3:HV'^=R,CX=L+5-"8<:16&<9YO_<0,JV\NU=A-S MDBREGK#'PQ5.X
!DQ\6,JY%=L<0D RH(HXC#8F1-W.O0\34@M_B3P%8/B\8W^3!Z^"N<<"
MIBS\1&*Y'%D#"!6PP.M4SMGV+90!=35?Q%*1 T7;TM:Q4+06DF4E6*T@(!3X
MQ5_*1!P_%\$!SP"L\WC&@|P. 7P+|QWKHE(#.8SUT2T>NEW\$GB*_^
=@>"Y>O\$00\$*HCR5;"[44;2E"E OTX*8&Z*8+P?!..C M#XS*I4 AC2%NP?
M^%X+WE:;)K;+K\;)\X\42OE032^0\KY#G>)V&\4P?#_>; MPOEOWL-|V6#+|J-
3_G||^6VF&!O\$*_JG:&+MXSH6KAK_<*A&Y5C8B_F_0O M/'2:/>BF>BU6.(*1L;JF
+X!:_SS3V\|/>=V4?)-D@4FRT!!93:9.)5.GC7T|
MR=B:YIL\%X;QG39SB%A"R5>UU\5\N:'5|M\KVJ18X;R7.|/_M3:CWM#> ',IP
M:C&H6P2G%J\;K=N\$IS9>95'+0|? *0\H4\$06?O&#V3,IDD"TR2A8;
(:C+U*YGZK3OE#4#+/BFPWH!9Q: ^/_J
6TL=0"&U2!#5H#NZ425+HDFJNO% C3C+%Y'Z\F&SK7&UH MGUIT)LD"DV2A(*:-
E>5-E?/WANN3,IDDBPP218:(JO)Y#K\ X;S?WY/E-Y;
M>L7TO\$G08.+WC\H)*TT\&0>G+;\$ MTDC0==HDD"HJX \$AY"0WB84_,OMFZ?|J;"<-
W=3RP\$OL:|HSSCWV==)>FS?; M_"#92:'L,FH0VRM*;=& 9/9KQ.>'A\$<.03V8\$^DU_K-
!S_+913\|@D! @9Z\N>\$WK\$ (M3^3*^#5R1L.D\Q\J^S?@W?
G)6<65EH\1*;9709D1(JU@F\U_T/&TL/%^A MA0U?
T@^YBWE\$BLZBEB/852"Y&D:V&_A_'!Q>0*0C(#D?|B!& ^N;|Z%|9 ML/6-
(' *W^(6C=OE#H?9+5>
2X^ECOD8D_ H515_)4=S+5G02>BQ,\UT6A.X5HD&.9;YN68S8\5.GM6,|: ^OJM-8H/6N\|
(MMT>/X_,V MDCA)SN*\$/_^!S:&|'#LU>G#S_M7=,5-S98F RNG%YU|= %YFADX<
=1MN-=?H M6BM,&_?XP?@\$MUHC?O |J?T.G^ E!+ P04 " !32PA9Q\GK#(# D M\$P
#0 'AL+W-T>6QEUY-B9X\| "67X\JOG*8?^" +&PT:7BL: ^Q^?<8_N&&\$:560EVLV#;
M!,M"R&L,%L:4G*PFB\80:LS53)HD4SI@AK;U7E8E9K1M_)2(<):!KQ>'!>62
M3\$:R+JX*4P5S54LS)G\$7"MSM:SHF_?@C"9S<5*5L3.Y.WO^JE;E%\C\T8>C MH\|
|=Z>5^_*0\3DGH%3U_@>A9#|>U&"8=[TJOAQ\K8Y\|C)\$O/.0-\$Z4-7S2= M9V:#"2?
>R6Q-I2&&\4Y.1HF2FPV-B M895JPX)Z*,9E2P6>; RNC!1VH\W.MO:L!SLFNZ8U
MU#:=C.N_K::T\Z6';Q*-RCYO3)??:CL=V?2AR-BU9AE?-OUEUAG U\NX.BU+ ML?
HL>"X+YB;_XH23\$5WS@H72_,%F@U*9VP#3)+AGVO#Y=N2WIN4M6YIU.2TS MW//@
#W_W77.F62:BFW3MO;?|B\ VG%T\|L-|H5\|@U\|;OU;=N\OP03;.' M8/((@:G)X""3-
VDR;%_@6Z>\$G3-"%PW@+ #8F/^!4)S9)@UG-A>&R\2UXFC+Y
MY*A@Y0V=V3\!=O3M^)!EM!;FM@/'9-/ ^SE)>%TDWZAH6HAVU:7^#Z?7C\B\H M0-
A'KIK+CV_!O?=1N'Y/A9O_BTT> 5\!+ P04 " !32PA9EX\H M', 3 @ "P
%|R96QS+RYR96QSG9*Y;L,P#\$!_Q=">, ?0(8@S9? \$6 M\!D\5J\|V!
(%BD6=OZ_!7&0"QEY/3P2W!YI0.TXI+:+J1C\|%)I6M6X 4BV
M)8\HSI%"KM0L'C6'TD!\$VV-#L%HL/D N&6:W0606IW.D5XA-
/E_G;@2=&A(E@6FD7)TZ(= MI7\=Q_:0T^FO8R*T>EOH^7%H5
J.W&,EC"%BM/XU@LD/\X 4\$L#!0 (M %-+"%DG@0K*I04_*@S/
>&P0=V\|R:V)O;V\N>&ULQ9M=<|HX%(;_MBH:K\|47\&>;3I#0\|D)@4F9'N\|H\|@"-
+4M1C*DI:J?V93V.">V9M3KL ?
MV(^/?/0<2^;|DI%?'XWY*KZ51>4N!INZWIX\AR\J%*ZO\U657\|+RMA2UG\|1
MKH=N:Y7,W4:INBR&P6B4# \$N\|& \|=C+>R0+IA:9;4VE5_9K\BBU9\|O;U9
M%'OM\|*,N=/W\8M!^+|1 E+K2I?ZA\HO!:"#N\J>7CO?0@%X-DY
^XTM;5\|1|M\;5GW"N_+V%I5YMK
M7=3*3F6M/EFSV^HFW1S&7\607\$8;A^/G(8CG\O^ \$T:Q6.E-3D^U*5=6'.%I5-M-
("5V^BM&XA*ENIB<&GVRHJ%7*OFHOQ9;O/#!=:>C(3+GFN_P=[F+2,CSWRV MG-
=3B#+(V\GEG\$!\& M#(Z820_+PAD#"#CTT%.EC<\$,@&0R>D@;R8S
ID"R/2\$D)W\$>0L@W_)?"MPY M72GG",T\0_..F48Z\819B855SN_:|D\|ZA\JK\$>|
<\$N5\|:RNM:++!&D-|,|OC MSLC*"5GEXDY)U^5"QA@S*V-2%.9)5ID2_N?BT\|H(R!=C9F%
<25OY M,L2)A\|(EAMI.R4\DL28V1+S>N.1+DWIB_-JIPOI<1ME9E2B3,?0XJ)-#%F

MJL15N2W,=Z7\$1U6IE6_?1>%01DJ_#!F%L0AB#_#UB3(?*NLWZU:BZMOVTY;
M(T..F15OK_ JVBEOKS*SK03SW@YY8Q_ OIH>-5;.:985I M
DHAD4X"9IW<^GXZJSW.@Y5Y&T/K4V;JLKV16)FL?065^)L80J==8N: (DE M8!;+
IS)+G#U(?V|W%T5#5@F8K?*|WNH%1#X)F'T""J^&E6(BMP3,;GE9?/5&
M\$BDF8%8,K,*ZHOY(2&S8QJKL+YHAD@U(-J8#G6C29234<*"+
MV32P|NF&\$LDF9);-*/7/,9P4\$|DF9)8-K(&ZT43B"9G%
<26Q;#/K5ZA0362=BM@YL|\$YR1|@Z\$;-U8*-W,9%X(G;Q
MH&B&%!/.L3"-!T>S@XG\$S&+Y|6C1!>68B+Q1' ZB8=B=N|-9*&(V4(|F#-3
MR2RS.UF(.XJ)+!0Q6P@|GOG 4DQDH8C90AB31C-&%HJ9+80Q+RDFLE#;,"&(
MV4FA&%DH/MV<39--%|-9*&V\$,:<4\$QDH9C90KC1J85B.-?//8GS&5|^&
<644PDH8190A"S4|RG2\$+L.=XT:"KB/|.Y.=(0BFSA' T.0JE2\$(I MLX3PI\$
'\$TDH9980QJ29GB(OI.?6I5-EM?E|DTP"MJYBU^8R\$)L:Z%AN|/|/|#[WE6NE
M|ID_A?/K.UED"RN:C_5M""*F|?25KNBN/3KYM6=D?GQCR;'AE|^|02P,\$ M% @
4TL(67H\$ UU< @ (2X !H !X;|!Q|VAVY8?)R.YV%=[<>Q^U'7PV9?3LWP MT';E?+FR;?
M3,UZ6_:[NFLU|LRNU+)=1|_G^YF+U|^N_,\$=KL|;K/ M=O/|5,|C/P;7?|K^?
=B7,E;+UZ;?E7%=U1_'V^FAOA|2PV5RM7AY6U?|RUNJ MZKF#!(O)_B""(T_R"#
(Y@|R"/+Y@P*"8OZ@#;\$Y_J 5!*"WF#WJ\$H,?Y@| (2_M95P2)\$VP)M_Z(=>)P.N\$8"
<"L1.2G0C,3HAV(E | (=N)P.V\$<"<"N1/2G0CL
M3HAW(M!;4&|AT%M0;R'06R80VP1Z"^HM!'H+ZBT\$>@OJ+01Z"^HM!'H+ZBT\$
M>@OJ+01Z"^HM!'HKZJT\$>BOJK01Z*^JM!'KK9+.\$0&|%O95;T6|E4!O1;V5
M0&|%O95;T6|E4!O1;V50&|#O8U;T.|C4!O0|V-0&|#O8U;YML=A/H;:BW M\$>AMJ+
<1Z&VHMQ'H;:BW\$>AMJ+<1Z.VHMQ/H|:BW\$^CMJ+<3Z.VHMQ/H|:BW
M\$^CMDX^5!'H|ZNT\$>COH01Z.^KM!'H|ZNT\$>@?J'01Z!^H=!'H'ZAT\$>@?J
M'01Z!^H=!'H'ZAT\$>L?D9Q,"00/U#@*|_4. KT#|0X"O3/JG0GTSJAW)M|
MH|Z90.^,>F<"O3/JG0GTSJAW)M |H|Z90.||^5F00.^,>N?OU'L8/X|EN/5|
MK?'YWTGU>+FWW|Y_77Z=1 E75YSK^XKA^2|02P,\$% @ 4TL(62XH"M@5_M @_"P
|, !;0V|N=&5N=%|4>7!E&ULS=K?3MLP% ;P5ZERBOK7 M_S=\$N0%N-R|V EYRVD9-
8LLVK+S|G!20-K\$*5*1|-XU:V^<|9%^5|WZ|10H M+0Y#|Z9UMO<
M:E375|>T<0|H7MP=RL^| ^ZBM2G;G%SW#AEK2L70M|U+I=U|CBV?Z4LGQ/J
MDW9=2!|=E0|7>3)A6_AWP?.|[(78M;2X=S%_>CK8|&+T|FYW#
=/_G9^7.94X%EYWWT(96) M1?IXW,M(IM/+4 IIS-WI5WQ-+*7/?C^:IMU2^|L,+2|J?
0?K@*Y1&4\$3E**1R%%,Y"JH< M156.PBI<96CP,I19!4HL@H4606*K)%5H\$BJT"15:#
(*E!D%2BR"A19)8JL M\$D56B2*K1)%5HL@J4625*+)%%%DEBJP215:%
(JM"D56AR*I09%4HLBH4616* MK I%5H4BJT*15:/(JE%DU2BR:A19-
8JL&D56C2*K1I%5H|BJ460U*+(:%%D- MBJP&15:#
(JM!D=6@R&I09#4HLAH462V*K!9%5HLBJT61U:+(:E%DM2BR6A19 M|?^4|:?
W^T^.GY_UX+KQ)9_-?WJ^_@U02P\$"" ,4 " !32PA9!T%-8H\$ M "Q \$ @ \$
9&|C4!)O<,'087!P+GAM;%!+ 0(4 M O0 (-%+%"F*0\$S@|@ "L" 1 "-|!D;V-0 M&UL4\$L!
A0#% @ M4TL(614Y8XC%!0 M!X !@ ("!#0@ 'AL+W=O&PO=VJR M:W-H965T&UL4\$L!
A0#% @ 4TL(68R2M,F>"0 /BX M !@ ("!NAD 'AL+W=O&PO=VJR:W-H965T&UL4\$L!
A0#% @ 4TL(66%-T2PC#P-AZH !@ ("! MZC('AL+W=O&PO=VJR:W-H965T&UL4\$L!
A0#% @ M4TL(6>CC1Q22"P 7R !D ("!ZDP 'AL+W=O&UL4\$L! A0#% @
4TL(6;+:Z\$O+% @ M4DP !D ("!Y70 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @
4TL(672NC%05!0 6@T !D M ("!9D 'AL+W=O_@# #6" &0 @(')G@>&PO=VJR:W-H
M965T(4@X J 9 M " @>BB !X;"|W;W)K&UL4\$L! M A0#% @ 4TL(67H?*\$. P \$P@ !D
('!<;\$ 'AL M+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ 4TL(M6&PO=VJR:W-
H965T&UL4\$L! A0#% @ 4TL(63J+*S=I" M!8 M !D ("!K>4 'AL+W=O&PO=VJR:W-
H965T&UL4\$L! A0#% @ 4TL(63@,JZ.O#P |#@ !D M ("!4/X 'AL+W=O&PO=VJR:W-
H965T M&UL4\$L! A0# M% @ 4TL(6>*4UM60 P -@D !D ("!D!L! 'AL+W=O
M&PO=VJR:W-H965TO*I0< 0 \$T+ 9 " @88C M 0!X;"|W;W)K&UL4\$L! A0#% @
4TL(66HY M2=K&PO=VJR:W-H965T&UL4\$L! A0#% @ 4TL(69CP.)-\$ @ T@0 !D M
('!TCX! 'AL+W=O&PO M=VJR:W-H965T&UL4\$L! A0#% @ 4TL(62OPEKG* P 21 !D ("!
MRTH! 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% M @ 4TL(63,YZD\$@! VA0 !D
('!A%H! 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ 4TL(6:<2.6\$A M!P H3@ !D
('!'&8! 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ 4TL(60BNCF&PO=VJR M:W-
H965T&UL M4\$L! A0#% @ 4TL(62M))R1W"P 57D !D ("!J\$! M 'AL+W=OZ M^50"
#)!0 &0 @(\$LK0\$ >&PO=VJR:W-H965TO 0!X;"|W;W)K&UL4\$L! A0#% @
M4TL(64(49"K%)P YX ! !D ("!V+H! 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @

4TL(63!Z,D4." M|CT !D ("!W>H! 'AL+W=O&PO=V|R:W-H965T&UL4\$L! A0#% @
4TL(6>T>."2!/0 4R !D M ("!C?!" 'AL+W=O&PO=V|R:W-H M965T&UL4\$L! M A0#% @
4TL(67:H%2J"!P OCP !D ("!L@T" 'AL M+W=O&PO=V|R:W-H965T&UL4\$L! A0#% @
4TL(M64M=OO,C! 61\$!D ("!;!L" 'AL+W=O&PO=V|R:W-H965T&UL4\$L! A0#% @
4TL(6=5T62;-! D!L M !D ("!O\$ " 'AL+W=O&PO=V|R:W-H965T&UL4\$L! A0#% @
4TL(60U5734| P %0P !D M ("!T% " 'AL+W=O&PO=V|R:W-H965T M)7
@!X;"|W;W)K&UL4\$L! A0# M% @ 4TL(67!4R7C\ P * X !D ("!%T" 'AL+W=O
M&PO=V|R:W-H965T&UL4\$L! A0#% @ 4TL(6<>S MIZPR P)!, T (!K<" 'AL+W-
T>6QE&PO=V|R:V)O;VLN>&UL4\$L! A0#% @ 4TL(67H\$ UU< M @ (2X !H (!Q"\$
'AL+U|JR96QS+W=O XML 94 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer
was created by staff of the U.S. Securities and Exchange Commission. Data and
content created by government employees within the scope of their employment are
not subject to domestic copyright protection. 17 U.S.C. 105. var Show=
{};Show.LastAR=null,Show.showAR=function(a,r,w)
{if(Show.LastAR)Show.hideAR();var
e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE')
{var ref=((window)?w.document:document).getElementById(r);if(ref)
{e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}}
if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function()
{Show.LastAR.style.display='none'};Show.toggleNext=function(a){var
e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display)
{}else{var d,p;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'}
e.style.display=d;if(a.textContent)
{a.textContent=p+a.textContent.substring(1)}else{a.innerHTML=p+a.innerHTML.substr
XML 95 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /* v2.2.0.24 */ /*
DefRef Styles */.report table.authRefData { background-color: #def; border: 2px solid
#2F4497; font-size: 1em; position: absolute; } .report table.authRefData a { display:
block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report
table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px;
text-align: right; } .report table.authRefData .hide a: hover { background-color:
#2F4497; } .report table.authRefData .body { height: 150px; overflow: auto; width:
400px; } .report table.authRefData table { font-size: 1em; } /* Report Styles */.pl a,
.pl a:visited { color: black; text-decoration: none; } /* table */.report { background-
color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt
Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr { border: 1px solid #acf;
} /* Top labels */.report th { background-color: #acf; color: black; font-weight: bold;
text-align: center; } .report th.void { background-color: transparent; color: #000000;
font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl { text-align:
left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /*
word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width:
200px; overflow: hidden; } .report td.pl div.a { width: 200px; } .report td.pl a: hover {
background-color: #ffc; } /* Header rows... */.report tr.rh { background-color: #acf;
color: black; font-weight: bold; } /* Calendars... */.report .rc { background-color:
#f0f0f0; } /* Even rows... */.report .re, .report .reu { background-color: #def; }
.report .reu td { border-bottom: 1px solid black; } /* Odd rows... */.report .ro, .report
.rou { background-color: white; } .report .rou td { border-bottom: 1px solid black; }
.report .rou table td, .report .reu table td { border-bottom: 0px solid black; } /* styles
for footnote marker */.report .fn { white-space: nowrap; } /* styles for numeric types
*/.report .num, .report .nump { text-align: right; white-space: nowrap; } .report
.nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles
for text types */.report .text { text-align: left; white-space: normal; } .report .text .big
{ margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report
.text .note { font-style: italic; font-weight: bold; } .report .text .small { width: 10em; }
.report sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 97
FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.2.u1 html8093691false1050false9
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PageSheethhttp://tompkinstrustco.com/role/CoverPageCover PageCover1
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CONDITIONS<http://tompkinstrustco.com/role/CONSOLIDATEDSTATEMENTSOFCOND>
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<u>CONSOLIDATED STATEMENTS OF CONDITION</u>

<u>(Parenthetical)</u><a href=)
STATEMENTS OF CONDITION (Parenthetical)[http://tompkinstrustco.com/role/CONSOLIDATEDSTATEMENTSOFINCO](Statements3>falsefalseR4.htm9952153

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<u>INCOMES</u><a href=)
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<u>CONSOLIDATED STATEMENTS OF COMPREHENSIVE</u>

<u>INCOMES</u><a href=)
STATEMENTS OF COMPREHENSIVE INCOME[http://tompkinstrustco.com/role/CONSOLIDATEDSTATEMENTSOFCASHFI](Statements5>falsefalseR6.htm9952155

- Statement - <u>CONSOLIDATED STATEMENTS OF CASH</u>

<u>FLOWSS</u><a href=)
STATEMENTS OF CASH FLOWS[http://tompkinstrustco.com/role/CONSOLIDATEDSTATEMENTSOFCHAN](Statements6>falsefalseR7.htm9952156 - Statement -

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<u>EQUITY</u><a href=)
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<u>CHANGES IN SHAREHOLDERS' EQUITY</u>

<u>(Parenthetical)</u><a href=)
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Parenthetical)[falsefalseR10.htm9952159](Statements8>falsefalseR9.htm9952158 - Disclosure -

<u>Business</u><a href=) - Disclosure - **Basis of**
Presentation<http://tompkinstrustco.com/role/BasisofPresentationBasisof>
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<u>Securities</u><a href=) - Disclosure - **Loans and**
Leases<http://tompkinstrustco.com/role/LoansandLeasesLoansand>
Leases[http://tompkinstrustco.com/role/AllowanceforCreditLossesAllowancefor](Notes12>falsefalseR13.htm9952162 - Disclosure - <u>Allowance for Credit</u>

<u>Losses</u><a href=)
Credit Losses[http://tompkinstrustco.com/role/EarningsPerShareEarningsPer](Notes13>falsefalseR14.htm9952163 - Disclosure - <u>Earnings Per</u>

<u>Share</u><a href=)
Share[http://tompkinstrustco.com/role/OtherComprehensiveIncomeLossOther](Notes14>falsefalseR15.htm9952164 - Disclosure - <u>Other Comprehensive</u>

<u>Income</u>

<u>(Loss)</u><a href=)
Comprehensive Income (Loss)[http://tompkinstrustco.com/role/EmployeeBenefitPlansEmployeeBenefit](Notes15>falsefalseR16.htm9952165 - Disclosure -

<u>Employee Benefit</u>

<u>Plans</u><a href=)
Plans[http://tompkinstrustco.com/role/OtherIncomeandOperatingExpenseOth](Notes16>falsefalseR17.htm9952166 - Disclosure - <u>Other Income and Operating</u>

<u>Expense</u><a href=)
Income and Operating Expense[http://tompkinstrustco.com/role/RevenueRecognitionRevenue](Notes17>falsefalseR18.htm9952167 - Disclosure -

<u>Revenue</u>

<u>Recognition</u><a href=)
Recognition[http://tompkinstrustco.com/role/FinancialGuaranteesFinancial](Notes18>falsefalseR19.htm9952168 - Disclosure - <u>Financial</u>

<u>Guarantees</u><a href=)
Guarantees[http://tompkinstrustco.com/role/SegmentandRelatedInformationSeg](Notes19>falsefalseR20.htm9952169 - Disclosure - <u>Segment and Related</u>

<u>Information</u><a href=)
and Related Information[http://tompkinstrustco.com/role/FairValueMeasurementsFair](Notes20>falsefalseR21.htm9952170 - Disclosure - <u>Fair Value</u>

<u>Measurements</u><a href=)
Value Measurements[http://tompkinstrustco.com/role/DerivativesandHedgingActivitiesDerivi](Notes21>falsefalseR22.htm9952171 - Disclosure - <u>Derivatives</u>

<u>and Hedging</u>

<u>Activities</u><a href=)
and Hedging Activities[http://xbrl.sec.gov/ececd/role/PvpDisclosurePayvs](Notes22>falsefalseR23.htm995410 - Disclosure - <u>Pay vs</u>

<u>Performance Disclosure</u><a href=)
Performance Disclosure[http://xbrl.sec.gov/ececd/role/InsiderTradingArrangementsInsider](Notes23>falsefalseR24.htm995445 - Disclosure - <u>Insider</u>

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Trading Arrangements[Notes24 falsefalseR25.htm9954471](http://tompkintrustco.com/role/BasisofPresentationPoliciesBasisofPresentation(Policies)Policies25-falsefalseR25.htm9954471) - **Disclosure - Basis of Presentation**
(Policies)Sheet[http://tompkintrustco.com/role/BasisofPresentationPoliciesBasisofPresentation\(Policies\)Policies25-falsefalseR26.htm9954472](http://tompkintrustco.com/role/BasisofPresentationPoliciesBasisofPresentation(Policies)Policies25-falsefalseR26.htm9954472) - **Disclosure - Securities**
(Tables)Sheet[http://tompkintrustco.com/role/SecuritiesTablesSecurities\(Tables\)Tableshttp://tompkintrustco.com/role/Securities26-falsefalseR27.htm9954473](http://tompkintrustco.com/role/SecuritiesTablesSecurities(Tables)Tableshttp://tompkintrustco.com/role/Securities26-falsefalseR27.htm9954473) - **Disclosure - Loans and Leases**
(Tables)Sheet[http://tompkintrustco.com/role/LoansandLeasesTablesLoansandLeases\(Tables\)Tableshttp://tompkintrustco.com/role/LoansandLeases27-falsefalseR28.htm9954474](http://tompkintrustco.com/role/LoansandLeasesTablesLoansandLeases(Tables)Tableshttp://tompkintrustco.com/role/LoansandLeases27-falsefalseR28.htm9954474) - **Disclosure - Allowance for Credit Losses**
(Tables)Sheet[http://tompkintrustco.com/role/AllowanceforCreditLossesTablesAllowaforCreditLosses\(Tables\)Tableshttp://tompkintrustco.com/role/AllowanceforCreditLosses28-falsefalseR29.htm9954475](http://tompkintrustco.com/role/AllowanceforCreditLossesTablesAllowaforCreditLosses(Tables)Tableshttp://tompkintrustco.com/role/AllowanceforCreditLosses28-falsefalseR29.htm9954475) - **Disclosure - Earnings Per Share**
(Tables)Sheet[http://tompkintrustco.com/role/EarningsPerShareTablesEarningsPerShare\(Tables\)Tableshttp://tompkintrustco.com/role/EarningsPerShare29-falsefalseR30.htm9954476](http://tompkintrustco.com/role/EarningsPerShareTablesEarningsPerShare(Tables)Tableshttp://tompkintrustco.com/role/EarningsPerShare29-falsefalseR30.htm9954476) - **Disclosure - Other Comprehensive Income (Loss)**
(Tables)Sheet[http://tompkintrustco.com/role/OtherComprehensiveIncomeLossTablesComprehensiveIncome\(Loss\)\(Tables\)Tableshttp://tompkintrustco.com/role/OtherComprehensiveIncomeLoss30-falsefalseR31.htm9954477](http://tompkintrustco.com/role/OtherComprehensiveIncomeLossTablesComprehensiveIncome(Loss)(Tables)Tableshttp://tompkintrustco.com/role/OtherComprehensiveIncomeLoss30-falsefalseR31.htm9954477) - **Disclosure - Employee Benefit Plans**
(Tables)Sheet[http://tompkintrustco.com/role/EmployeeBenefitPlansTablesEmployeeBenefitPlans\(Tables\)Tableshttp://tompkintrustco.com/role/EmployeeBenefitPlans31-falsefalseR32.htm9954478](http://tompkintrustco.com/role/EmployeeBenefitPlansTablesEmployeeBenefitPlans(Tables)Tableshttp://tompkintrustco.com/role/EmployeeBenefitPlans31-falsefalseR32.htm9954478) - **Disclosure - Other Income and Operating Expense**
(Tables)Sheet[http://tompkintrustco.com/role/OtherIncomeandOperatingExpenseTablIncomeandOperatingExpense\(Tables\)Tableshttp://tompkintrustco.com/role/OtherIncomeandOperatingExpense32-falsefalseR33.htm9954479](http://tompkintrustco.com/role/OtherIncomeandOperatingExpenseTablIncomeandOperatingExpense(Tables)Tableshttp://tompkintrustco.com/role/OtherIncomeandOperatingExpense32-falsefalseR33.htm9954479) - **Disclosure - Revenue Recognition**
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(Table)Sheet[http://tompkintrustco.com/role/SegmentandRelatedInformationTableSeandRelatedInformation\(Table\)Tableshttp://tompkintrustco.com/role/SegmentandRelatedInformation34-falsefalseR35.htm9954481](http://tompkintrustco.com/role/SegmentandRelatedInformationTableSeandRelatedInformation(Table)Tableshttp://tompkintrustco.com/role/SegmentandRelatedInformation34-falsefalseR35.htm9954481) - **Disclosure - Fair Value Measurements**
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(Details)Sheet[http://tompkintrustco.com/role/BusinessDetailsBusiness\(Details\)Detailshttp://tompkintrustco.com/role/Business37-falsefalseR38.htm9954484](http://tompkintrustco.com/role/BusinessDetailsBusiness(Details)Detailshttp://tompkintrustco.com/role/Business37-falsefalseR38.htm9954484) - **Disclosure - Basis of Presentation**
(Details)Sheet[http://tompkintrustco.com/role/BasisofPresentationDetailsBasisofPresentation\(Details\)Detailshttp://tompkintrustco.com/role/BasisofPresentationPolicies38-falsefalseR39.htm9954485](http://tompkintrustco.com/role/BasisofPresentationDetailsBasisofPresentation(Details)Detailshttp://tompkintrustco.com/role/BasisofPresentationPolicies38-falsefalseR39.htm9954485) - **Disclosure - Securities - Schedule of Available-for-Sales Securities**
(Details)Sheet[http://tompkintrustco.com/role/SecuritiesScheduleofAvailableforSales-ScheduleofAvailableforSalesSecurities\(Details\)Details39-falsefalseR40.htm9954486](http://tompkintrustco.com/role/SecuritiesScheduleofAvailableforSales-ScheduleofAvailableforSalesSecurities(Details)Details39-falsefalseR40.htm9954486) - **Disclosure - Securities - Schedule of Held-to-Maturity Securities**
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~~falsefalseR41.htm9954487 - Disclosure - Securities - Narrative (Details)Sheet~~[http://tompkintrustco.com/role/SecuritiesNarrativeDetailsSecurities-Narrative \(Details\)Details41](http://tompkintrustco.com/role/SecuritiesNarrativeDetailsSecurities-Narrative (Details)Details41) ~~falsefalseR42.htm9954488 - Disclosure - Securities - Schedule of Available-for-sale Securities with Unrealized Losses (Details)Sheet~~[http://tompkintrustco.com/role/SecuritiesScheduleofAvailableforsaleSecurities-Schedule of Available-for-sale Securities with Unrealized Losses \(Details\)Details42](http://tompkintrustco.com/role/SecuritiesScheduleofAvailableforsaleSecurities-Schedule of Available-for-sale Securities with Unrealized Losses (Details)Details42) ~~falsefalseR43.htm9954489 - Disclosure - Securities - Schedule of Held-to-maturity Securities with Unrealized Losses (Details)Sheet~~[http://tompkintrustco.com/role/SecuritiesScheduleofHeldtomaturitySecurities-Schedule of Held-to-maturity Securities with Unrealized Losses \(Details\)Details43](http://tompkintrustco.com/role/SecuritiesScheduleofHeldtomaturitySecurities-Schedule of Held-to-maturity Securities with Unrealized Losses (Details)Details43) ~~falsefalseR44.htm9954490 - Disclosure - Securities - Schedule of Available-for-Sales Securities Amortized Cost and Estimated Fair Value (Details)Sheet~~[http://tompkintrustco.com/role/SecuritiesScheduleofAvailableforSalesSecurities-Schedule of Available-for-Sales Securities Amortized Cost and Estimated Fair Value \(Details\)Details44](http://tompkintrustco.com/role/SecuritiesScheduleofAvailableforSalesSecurities-Schedule of Available-for-Sales Securities Amortized Cost and Estimated Fair Value (Details)Details44) ~~falsefalseR45.htm9954491 - Disclosure - Securities - Schedule of Held-to-Maturity Securities Amortized Cost and Estimated Fair Value (Details)Sheet~~[http://tompkintrustco.com/role/SecuritiesScheduleofHeldtoMaturitySecurities-Schedule of Held-to-Maturity Securities Amortized Cost and Estimated Fair Value \(Details\)Details45](http://tompkintrustco.com/role/SecuritiesScheduleofHeldtoMaturitySecurities-Schedule of Held-to-Maturity Securities Amortized Cost and Estimated Fair Value (Details)Details45) ~~falsefalseR46.htm9954492 - Disclosure - Loans and Leases - Schedule of Loans and Leases (Details)Sheet~~[http://tompkintrustco.com/role/LoansandLeasesScheduleofLoansandLeases-Schedule of Loans and Leases \(Details\)Details46](http://tompkintrustco.com/role/LoansandLeasesScheduleofLoansandLeases-Schedule of Loans and Leases (Details)Details46) ~~falsefalseR47.htm9954493 - Disclosure - Loans and Leases - Schedule of Past Due Loans and Leases (Details)Sheet~~[http://tompkintrustco.com/role/LoansandLeasesScheduleofPastDueLoansandLeases-Schedule of Past Due Loans and Leases \(Details\)Details47](http://tompkintrustco.com/role/LoansandLeasesScheduleofPastDueLoansandLeases-Schedule of Past Due Loans and Leases (Details)Details47) ~~falsefalseR48.htm9954494 - Disclosure - Loans and Leases - Nonaccrual Loans (Details)Sheet~~<http://tompkintrustco.com/role/LoansandLeasesNonaccrualLoansDetails48> ~~falsefalseR49.htm9954495 - Disclosure - Allowance for Credit Losses - Schedule of Detail in Allowance for Loan and Lease Losses (Details)Sheet~~[http://tompkintrustco.com/role/AllowanceforCreditLossesScheduleofDetailinAllowanceforLoanandLeaseLosses-Detail in Allowance for Loan and Lease Losses \(Details\)Details49](http://tompkintrustco.com/role/AllowanceforCreditLossesScheduleofDetailinAllowanceforLoanandLeaseLosses-Detail in Allowance for Loan and Lease Losses (Details)Details49) ~~falsefalseR50.htm9954496 - Disclosure - Allowance for Credit Losses - Liabilities for Off-Balance Sheet Credit Exposures (Details)Sheet~~[http://tompkintrustco.com/role/AllowanceforCreditLossesLiabilitiesforOffBalanceSheetCreditExposures-Detail in Allowance for Loan and Lease Losses \(Details\)Details50](http://tompkintrustco.com/role/AllowanceforCreditLossesLiabilitiesforOffBalanceSheetCreditExposures-Detail in Allowance for Loan and Lease Losses (Details)Details50) ~~falsefalseR51.htm9954497 - Disclosure - Allowance for Credit Losses - Collateral Dependent Loans (Details)Sheet~~[http://tompkintrustco.com/role/AllowanceforCreditLossesCollateralDependentLoans-Detail in Allowance for Loan and Lease Losses \(Details\)Details51](http://tompkintrustco.com/role/AllowanceforCreditLossesCollateralDependentLoans-Detail in Allowance for Loan and Lease Losses (Details)Details51) ~~falsefalseR52.htm9954498 - Disclosure - Allowance for Credit Losses - Schedule of Loan Modifications with Financial Difficulty (Details)Sheet~~[http://tompkintrustco.com/role/AllowanceforCreditLossesScheduleofLoanModificationswithFinancialDifficulty-Detail in Allowance for Loan and Lease Losses \(Details\)Details52](http://tompkintrustco.com/role/AllowanceforCreditLossesScheduleofLoanModificationswithFinancialDifficulty-Detail in Allowance for Loan and Lease Losses (Details)Details52) ~~falsefalseR53.htm9954499 - 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Schedule of Earnings Per Share
(Details)Sheet[http://tompkintrustco.com/role/EarningsPerShareScheduleofEarningsPerShare-ScheduleofEarningsPerShare-\(Details\)Details56falsefalseR57.htm9954503](http://tompkintrustco.com/role/EarningsPerShareScheduleofEarningsPerShare-ScheduleofEarningsPerShare-(Details)Details56falsefalseR57.htm9954503) - **Disclosure - Earnings Per Share - Narrative**
(Details)Sheet[http://tompkintrustco.com/role/EarningsPerShareNarrativeDetailsEarningsPerShare-Narrative-\(Details\)Details57falsefalseR58.htm9954504](http://tompkintrustco.com/role/EarningsPerShareNarrativeDetailsEarningsPerShare-Narrative-(Details)Details57falsefalseR58.htm9954504) - **Disclosure - Other Comprehensive Income (Loss) - Schedule of Reclassifications**
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(Details)Sheet[http://tompkintrustco.com/role/OtherComprehensiveIncomeLossScheduleofOtherComprehensiveIncome\(Loss\)-ScheduleofActivity-\(Details\)Details60.htm9954506](http://tompkintrustco.com/role/OtherComprehensiveIncomeLossScheduleofOtherComprehensiveIncome(Loss)-ScheduleofActivity-(Details)Details60.htm9954506) - **Disclosure - Other Comprehensive Income (Loss) - Schedule of Amounts Reclassified Out of Each Component**
(Details)Sheet[http://tompkintrustco.com/role/OtherComprehensiveIncomeLossScheduleofOtherComprehensiveIncome\(Loss\)-ScheduleofAmountsReclassifiedOutofEachComponent-\(Details\)Details61.htm9954507](http://tompkintrustco.com/role/OtherComprehensiveIncomeLossScheduleofOtherComprehensiveIncome(Loss)-ScheduleofAmountsReclassifiedOutofEachComponent-(Details)Details61.htm9954507) - **Disclosure - Employee Benefit Plans - Schedule of Components of Net Periodic Benefit Cost**
(Details)Sheet[http://tompkintrustco.com/role/EmployeeBenefitPlansScheduleofComponentsofNetPeriodicBenefitCost-\(Details\)Details62falsefalseR63.htm9954509](http://tompkintrustco.com/role/EmployeeBenefitPlansScheduleofComponentsofNetPeriodicBenefitCost-(Details)Details62falsefalseR63.htm9954509) - **Disclosure - Employee Benefit Plans - Narrative**
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(Details)Sheet[http://tompkintrustco.com/role/OtherIncomeandOperatingExpenseDetailsOtherIncomeandOperatingExpense-\(Details\)Details64falsefalseR65.htm9954511](http://tompkintrustco.com/role/OtherIncomeandOperatingExpenseDetailsOtherIncomeandOperatingExpense-(Details)Details64falsefalseR65.htm9954511) - **Disclosure - Revenue Recognition - Schedule of Disaggregation**
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(Details)Sheet[http://tompkintrustco.com/role/RevenueRecognitionNarrativeDetailsRevenueRecognition-Narrative-\(Details\)Details66falsefalseR67.htm9954513](http://tompkintrustco.com/role/RevenueRecognitionNarrativeDetailsRevenueRecognition-Narrative-(Details)Details66falsefalseR67.htm9954513) - **Disclosure - Financial Guarantees**
(Details)Sheet[http://tompkintrustco.com/role/FinancialGuaranteesDetailsFinancialGuarantees-\(Details\)Details67falsefalseR68.htm9954514](http://tompkintrustco.com/role/FinancialGuaranteesDetailsFinancialGuarantees-(Details)Details67falsefalseR68.htm9954514) - **Disclosure - Segment and Related Information - Narrative**
(Details)Sheet[http://tompkintrustco.com/role/SegmentandRelatedInformationNarrativeSegmentandRelatedInformation-Narrative-\(Details\)Details68falsefalseR69.htm9954515](http://tompkintrustco.com/role/SegmentandRelatedInformationNarrativeSegmentandRelatedInformation-Narrative-(Details)Details68falsefalseR69.htm9954515) - **Disclosure - Segment and Related Information - Schedule of Segment and Related Information**
(Details)Sheet[http://tompkintrustco.com/role/SegmentandRelatedInformationScheduleofSegmentandRelatedInformation-\(Details\)Details69falsefalseR70.htm9954516](http://tompkintrustco.com/role/SegmentandRelatedInformationScheduleofSegmentandRelatedInformation-(Details)Details69falsefalseR70.htm9954516) - **Disclosure - Fair Value Measurements - Schedule of Financial Assets and Financial Liabilities Measured at Fair Value on Recurring Basis**
(Details)Sheet[http://tompkintrustco.com/role/FairValueMeasurementsScheduleofFairValueMeasurements-ScheduleofFinancialAssetsandFinancialLiabilitiesMeasuredatFairValueonRecurringBasis-\(Details\)Details70falsefalseR71.htm9954517](http://tompkintrustco.com/role/FairValueMeasurementsScheduleofFairValueMeasurements-ScheduleofFinancialAssetsandFinancialLiabilitiesMeasuredatFairValueonRecurringBasis-(Details)Details70falsefalseR71.htm9954517) - **Disclosure - Fair Value Measurements - Schedule of**

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(a bank) is entitled to proceeds from the policy upon death of the insured or surrender of the insurance policy." } }], "auth_ref": ["r1262"] }, "us-gaap_BankOwnedLifeInsuranceIncome": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BankOwnedLifeInsuranceIncome", "crdr": "credit", "calculation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 5.0 } }, "presentation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFCASHFLOWS" }, "lang": { "en-us": { "role": { "negatedLabel": "Earnings from corporate owned life insurance", "label": "Bank Owned Life Insurance Income", "documentation": "Earnings on or other increases in the value of the cash surrender value of bank owned life insurance policies." } } }, "auth_ref": ["r136"] }, "tmp_BankingSegmentMember": { "xbrltype": "domainItemType", "nsuri": "http://tompkintrustco.com/20240630", "localname": "BankingSegmentMember", "presentation": { "http://tompkintrustco.com/role/SegmentandRelatedInformationScheduleofSegment": { "lang": { "en-us": { "role": { "terseLabel": "Banking", "label": "Banking Segment [Member]", "documentation": "Banking Segment" } } }, "auth_ref": [] }, "us-gaap_BasisOfAccounting": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BasisOfAccounting", "presentation": { "http://tompkintrustco.com/role/BasisofPresentation" }, "lang": { "en-us": { "role": { "terseLabel": "Basis of Presentation", "label": "Basis of Accounting [Text Block]", "documentation": "The entire disclosure for the basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS)." } } }, "auth_ref": ["r103"] }, "tmp_BerksMontgomeryPhiladelphiaDelewareandSchuylkillPennsylvaniaMember": { "xbrltype": "domainItemType", "nsuri": "http://tompkintrustco.com/20240630", "localname": "BerksMontgomeryPhiladelphiaDelewareandSchuylkillPennsylvaniaMember", "presentation": { "http://tompkintrustco.com/role/SegmentandRelatedInformationNarrativeDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Berks, Montgomery, Philadelphia, Delaware and Schuylkill, Pennsylvania", "label": "Berks, Montgomery, Philadelphia, Delaware and Schuylkill, Pennsylvania [Member]", "documentation": "Berks, Montgomery, Philadelphia, Delaware and Schuylkill, Pennsylvania [Member]" } } }, "auth_ref": [] }, "tmp_BusinessAssetsMember": { "xbrltype": "domainItemType", "nsuri": "http://tompkintrustco.com/20240630", "localname": "BusinessAssetsMember", "presentation": { "http://tompkintrustco.com/role/AllowanceforCreditLossesCollateralDependentLoans": { "lang": { "en-us": { "role": { "terseLabel": "Business Assets", "label": "Business Assets [Member]", "documentation": "Business Assets [Member]" } } }, "auth_ref": [] }, "tmp_CardServicesIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://tompkintrustco.com/20240630", "localname": "CardServicesIncomeMember", "presentation": { "http://tompkintrustco.com/role/RevenueRecognitionScheduleofDisaggregationDetail": { "lang": { "en-us": { "role": { "terseLabel": "Card Services Income", "label": "Card Services Income [Member]", "documentation": "Card Services Income [Member]" } } }, "auth_ref": [] }, "tmp_CardholderExpenses": { "xbrltype": "monetaryItemType", "nsuri": "http://tompkintrustco.com/20240630", "localname": "CardholderExpenses", "crdr": "debit", "calculation": { "http://tompkintrustco.com/role/OtherIncomeandOperatingExpenseDetails": { "parentTag": "us-gaap_OtherNoninterestExpense", "weight": 1.0, "order": 5.0 } }, "presentation": { "http://tompkintrustco.com/role/OtherIncomeandOperatingExpenseDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Cardholder expense", "label": "Cardholder expense", "documentation": "Amount of expense associated with cardholder." } } },

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hand as well as demand deposits with banks or financial institutions. Includes other
kinds of accounts that have the general characteristics of demand deposits. Also
includes short-term, highly liquid investments that are both readily convertible to
known amounts of cash and so near their maturity that they present insignificant
risk of changes in value because of changes in interest rates. Excludes cash and cash
equivalents within disposal group and discontinued operation." } } }, "auth_ref": [
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institutions. Includes other kinds of accounts that have the general characteristics of
demand deposits. Also includes short-term, highly liquid investments that are both
readily convertible to known amounts of cash and so near their maturity that they
present insignificant risk of changes in value because of changes in interest rates." }
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items in process of collection, noninterest bearing deposits due from other financial
institutions (including corporate credit unions), and noninterest bearing balances
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cash equivalents restricted to withdrawal or usage. Excludes amount for disposal
group and discontinued operations. Cash includes, but is not limited to, currency on

hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r25", "r100", "r235"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDebit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDebit", "crdr": "debit", "calculation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOF CASHFLOWS": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOF CASHFLOWS": { "lang": { "en-us": { "role": { "totalLabel": "Net (Decrease) Increase in Cash and Cash Equivalents", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r0", "r100"] }, "us-gaap_ChangeInUnrealizedGainLossOnFairValueHedgingInstruments1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ChangeInUnrealizedGainLossOnFairValueHedgingInstruments1", "crdr": "credit", "calculation": { "http://tompkintrustco.com/role/DerivativesandHedgingActivitiesEffectofFairValue": { "parentTag": "us-gaap_GainLossOnFairValueHedgesRecognizedInEarnings", "weight": 1.0, "order": 2.0 } }, "presentation": { "http://tompkintrustco.com/role/DerivativesandHedgingActivitiesEffectofFairValue": { "lang": { "en-us": { "role": { "terseLabel": "Derivatives designated as hedging instruments", "label": "Change in Unrealized Gain (Loss) on Fair Value Hedging Instruments", "documentation": "Amount of gain (loss) from the increase (decrease) in fair value of derivative and nonderivative instruments designated as fair value hedging instruments recognized in the income statement." } } }, "auth_ref": ["r119"] }, "us-gaap_ChangeInUnrealizedGainLossOnHedgedItemInFairValueHedge1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ChangeInUnrealizedGainLossOnHedgedItemInFairValueHedge1", "crdr": "credit", "calculation": { "http://tompkintrustco.com/role/DerivativesandHedgingActivitiesEffectofFairValue": { "parentTag": "us-gaap_GainLossOnFairValueHedgesRecognizedInEarnings", "weight": 1.0, "order": 1.0 } }, "presentation": { "http://tompkintrustco.com/role/DerivativesandHedgingActivitiesEffectofFairValue": { "lang": { "en-us": { "role": { "terseLabel": "Hedged items", "label": "Change in Unrealized Gain (Loss) on Hedged Item in Fair Value Hedge", "documentation": "Amount of the increase (decrease) in fair value of the hedged item in a fair value hedge recognized in the income statement." } } }, "auth_ref": ["r119"] }, "ecd_ChangedPeerGroupFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChangedPeerGroupFnTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Changed Peer Group, Footnote", "label": "Changed Peer Group, Footnote [Text Block]" } } }, "auth_ref": ["r1084"] }, "tmp_CheckingSavingsAndMoneyMarket": { "xbrltype": "monetaryItemType", "nsuri": "http://tompkintrustco.com/20240630", "localname":

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 shares represent capital invested by the firm's shareholders and owners, and may be
 all or only a portion of the number of shares authorized. Shares issued include
 shares outstanding and shares held in the treasury." } } }, "auth_ref": ["r79"],
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 14,441,830 at December 31, 2023", "label": "Common Stock, Value, Issued",
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 stock (or common stock redeemable solely at the option of the issuer). This item
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~~Excludes changes in equity resulting from investments by owners and distributions~~
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shares or units outstanding during the reporting period." } } }, "auth_ref": ["r225",
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shares at predetermined price for specified period of time." } } }, "auth_ref": [] },
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units outstanding of each of registrant's classes of capital or common stock or other
ownership interests, if and as stated on cover of related periodic report. Where
multiple classes or units exist define each class/interest by adding class of stock
items such as Common Class A [Member], Common Class B [Member] or Partnership
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all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act
of 1934 during the preceding 12 months (or for such shorter period that registrants
were required to file such reports), and (2) have been subject to such filing
requirements for the past 90 days. This information should be based on the
registrant's current or most recent filing containing the related disclosure." } } },
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accordance with the entity's accounting policy. This item may also include furniture
expenses." } } }, "auth_ref": [] }, "us-gaap_EquityComponentDomain": { "xbrltype":
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 value of financial instruments (as defined), including financial assets and financial
 liabilities (collectively, as defined), and the measurements of those instruments as
 well as disclosures related to the fair value of non-financial assets and liabilities.
 Such disclosures about the financial instruments, assets, and liabilities would
 include: (1) the fair value of the required items together with their carrying amounts
 (as appropriate); (2) for items for which it is not practicable to estimate fair value,
 disclosure would include: (a) information pertinent to estimating fair value
 (including, carrying amount, effective interest rate, and maturity, and (b) the
 reasons why it is not practicable to estimate fair value; (3) significant concentrations
 of credit risk including: (a) information about the activity, region, or economic
 characteristics identifying a concentration, (b) the maximum amount of loss the
 entity is exposed to based on the gross fair value of the related item, (c) policy for
 requiring collateral or other security and information as to accessing such collateral
 or security, and (d) the nature and brief description of such collateral or security; (4)
 quantitative information about market risks and how such risks are managed; (5) for
 items measured on both a recurring and nonrecurring basis information regarding
 the inputs used to develop the fair value measurement; and (6) for items presented
 in the financial statement for which fair value measurement is elected: (a)
 information necessary to understand the reasons for the election, (b) discussion of
 the effect of fair value changes on earnings, (c) a description of [similar groups]
 items for which the election is made and the relation thereof to the balance sheet,
 the aggregate carrying value of items included in the balance sheet that are not
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financial institution arising from the excess in reserve deposited at Federal Reserve
Bank to meet legal requirement. This borrowing is usually contracted on an
overnight basis at an agreed rate of interest. Also include cash inflow or outflow
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disclosed for such shares using the two-class method." } }], "auth_ref": ["r31"] },
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 arrangements using the treasury stock method." } } }, "auth_ref": ["r263", "r264",
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 "http://tompkintrustco.com/role/LoansandLeasesScheduleofLoansandLeasesDetails",
 "http://tompkintrustco.com/role/LoansandLeasesScheduleofPastDueLoansandLeases":
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 services; and management fees from separate accounts, deferred annuities, and
 universal life products." } } }, "auth_ref": ["r133", "r134"] },
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 excluding goodwill, as of the balance sheet date, net of accumulated amortization
 and impairment charges." } } }, "auth_ref": ["r405", "r1218", "r1219"] },
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 Operating" } } }, "auth_ref": [] }, "us-gaap_InterestAndDividendIncomeOperating": {
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 any amortization and accretion (as applicable) of discounts and premiums, earned
 from (1) loans and leases whether held-for-sale or held-in-portfolio; (2) investment

securities; (3) federal funds sold; (4) securities purchased under agreements to resell; (5) investments in banker's acceptances, commercial paper, or certificates of deposit; (6) dividend income; or (7) other investments not otherwise specified herein." } }], "auth_ref": ["r131", "r140", "r142", "r143", "r144", "r1309"] }, "us-gaap_InterestAndDividendIncomeOperatingAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestAndDividendIncomeOperatingAbstract", "presentation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFINCOME" }, "lang": { "en-us": { "role": { "terseLabel": "INTEREST AND DIVIDEND INCOME", "label": "Interest and Dividend Income, Operating [Abstract]" } } }, "auth_ref": [] }, "us-gaap_InterestAndDividendIncomeSecuritiesHeldToMaturity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestAndDividendIncomeSecuritiesHeldToMaturity", "crdr": "credit", "calculation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFINCOME": { "parentTag": "us-gaap_InterestAndDividendIncomeOperating", "weight": 1.0, "order": 2.0 } }, "presentation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFINCOME" }, "lang": { "en-us": { "role": { "terseLabel": "Held-to-maturity debt securities", "label": "Interest Income, Debt Securities, Held-to-Maturity", "documentation": "Amount of operating interest income, including amortization and accretion of premiums and discounts, on held-to-maturity securities." } } }, "auth_ref": [] }, "us-gaap_InterestAndFeeIncomeOtherLoans": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestAndFeeIncomeOtherLoans", "crdr": "credit", "calculation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFINCOME": { "parentTag": "us-gaap_InterestAndDividendIncomeOperating", "weight": 1.0, "order": 1.0 } }, "presentation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFINCOME" }, "lang": { "en-us": { "role": { "terseLabel": "Loans", "label": "Interest and Fee Income, Other Loans", "documentation": "Amount of interest and fee income from loans classified as other." } } }, "auth_ref": ["r131"] }, "us-gaap_InterestBearingDepositLiabilitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestBearingDepositLiabilitiesAbstract", "presentation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFCONDITION" }, "lang": { "en-us": { "role": { "terseLabel": "Interest bearing:", "label": "Interest-Bearing Deposit Liabilities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_InterestBearingDepositsInBanks": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestBearingDepositsInBanks", "crdr": "debit", "calculation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFCONDITION": { "parentTag": "us-gaap_CashAndCashEquivalentsAtCarryingValue", "weight": 1.0, "order": 2.0 } }, "presentation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFCONDITION" }, "lang": { "en-us": { "role": { "terseLabel": "Interest bearing balances due from banks", "label": "Interest-Bearing Deposits in Banks and Other Financial Institutions", "documentation": "For banks and other depository institutions (including Federal Reserve Banks, if applicable): Interest-bearing deposits in other financial institutions for relatively short periods of time including, for example, certificates of deposits, which are presented separately from cash on the balance sheet." } } }, "auth_ref": ["r68", "r128"] }, "us-gaap_InterestExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestExpense", "crdr": "debit", "presentation": { "http://tompkintrustco.com/role/SegmentandRelatedInformationScheduleofSegment": { "lang": { "en-us": { "role": { "verboseLabel": "Interest expense", "label": "Interest Expense, Operating and Nonoperating", "documentation": "Amount of interest expense classified as operating and nonoperating. Includes, but is not limited to,

cost of borrowing accounted for as interest expense." } }], "auth_ref": ["r279", "r285", "r289", "r295", "r308", "r664", "r945", "r946"] }, "us-gaap_InterestExpenseAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestExpenseAbstract", "presentation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFINCOME" }, "lang": { "en-us": { "role": { "terseLabel": "INTEREST EXPENSE", "label": "Interest Expense, Operating and Nonoperating [Abstract]" } } }, "auth_ref": [] }, "us-gaap_InterestExpenseFederalFundsPurchasedAndSecuritiesSoldUnderAgreementsToRepurchase": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestExpenseFederalFundsPurchasedAndSecuritiesSoldUnderAgreementsToRepurchase", "crdr": "debit", "calculation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFINCOME": { "parentTag": "us-gaap_InterestExpenseOperating", "weight": 1.0, "order": 2.0 } }, "presentation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFINCOME" }, "lang": { "en-us": { "role": { "verboseLabel": "Federal funds purchased and securities sold under agreements to repurchase", "label": "Interest Expense, Federal Funds Purchased and Securities Sold under Agreements to Repurchase", "documentation": "The aggregate expense incurred on federal funds purchased and securities sold under agreements to repurchase. If amounts recognized as payables under repurchase agreements have been offset against amounts recognized as receivables under reverse repurchase agreements and reported as a net amount on the balance sheet, the income and expense from these agreements may be reported on a net basis." } } }, "auth_ref": [] }, "us-gaap_InterestExpenseOperating": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestExpenseOperating", "crdr": "debit", "calculation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFINCOME": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNet", "weight": -1.0, "order": 4.0 } }, "presentation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFINCOME" }, "lang": { "en-us": { "role": { "totalLabel": "Total Interest Expense", "label": "Interest Expense, Operating", "documentation": "Amount of interest expense classified as operating." } } }, "auth_ref": ["r289", "r755", "r1141"] }, "us-gaap_InterestExpenseOther": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestExpenseOther", "crdr": "debit", "calculation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFINCOME": { "parentTag": "us-gaap_InterestExpenseOperating", "weight": 1.0, "order": 3.0 } }, "presentation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFINCOME" }, "lang": { "en-us": { "role": { "terseLabel": "Other borrowings", "label": "Interest Expense, Other", "documentation": "Amount of interest expense classified as other." } } }, "auth_ref": [] }, "us-gaap_InterestExpenseOtherDomesticDeposits": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestExpenseOtherDomesticDeposits", "crdr": "debit", "calculation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFINCOME": { "parentTag": "us-gaap_InterestExpenseOperating", "weight": 1.0, "order": 1.0 } }, "presentation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFINCOME" }, "lang": { "en-us": { "role": { "terseLabel": "Other deposits", "label": "Interest Expense, Other Domestic Deposits", "documentation": "Interest expense incurred on other deposits in domestic offices." } } }, "auth_ref": ["r145"] }, "tmp_InterestExpenseTimeDeposits250000orMore": { "xbrltype": "monetaryItemType", "nsuri": "http://tompkintrustco.com/20240630", "localname": "InterestExpenseTimeDeposits250000orMore", "crdr": "debit", "calculation": {

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interest, classified as operating activity. Includes, but is not limited to, payment to
settle zero-coupon bond for accreted interest of debt discount and debt instrument

with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount." } }], "auth_ref": ["r229", "r232", "r233"] }, "us-gaap_InterestPayableCurrentAndNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestPayableCurrentAndNoncurrent", "crdr": "credit", "presentation": { "http://tompkintrustco.com/role/FairValueMeasurementsScheduleofCarryingAmount", "lang": { "en-us": { "role": { "terseLabel": "Accrued interest payable", "label": "Interest Payable", "documentation": "Amount of interest payable on debt, including, but not limited to, trade payables." } } }, "auth_ref": ["r125", "r1268"] }, "us-gaap_InterestRateContractMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestRateContractMember", "presentation": { "http://tompkintrustco.com/role/DerivativesandHedgingActivitiesEffectofDerivatives", "http://tompkintrustco.com/role/DerivativesandHedgingActivitiesEffectofFairValuean", "http://tompkintrustco.com/role/DerivativesandHedgingActivitiesFairValueHedgesof", "lang": { "en-us": { "role": { "terseLabel": "Interest Rate Products", "label": "Interest Rate Contract [Member]", "documentation": "Derivative instrument whose primary underlying risk is tied to the right to receive or pay a sum of money at a given interest rate." } } }, "auth_ref": ["r929", "r936", "r972", "r988"] }, "tmp_InterestRateHedgeCounterpartyMember": { "xbrltype": "domainItemType", "nsuri": "http://tompkintrustco.com/20240630", "localname": "InterestRateHedgeCounterpartyMember", "presentation": { "http://tompkintrustco.com/role/DerivativesandHedgingActivitiesNarrativeDetails", "lang": { "en-us": { "role": { "terseLabel": "Interest Rate Hedge Counterparty", "label": "Interest Rate Hedge Counterparty [Member]", "documentation": "Interest Rate Hedge Counterparty" } } }, "auth_ref": [] }, "us-gaap_InterestRateSwapMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestRateSwapMember", "presentation": { "http://tompkintrustco.com/role/DerivativesandHedgingActivitiesFairValueHedgesof", "http://tompkintrustco.com/role/DerivativesandHedgingActivitiesNarrativeDetails", "lang": { "en-us": { "role": { "terseLabel": "Interest Rate Swap", "label": "Interest Rate Swap [Member]", "documentation": "Forward based contracts in which two parties agree to swap periodic payments that are fixed at the outset of the swap contract with variable payments based on a market interest rate (index rate) over a specified period." } } }, "auth_ref": ["r929", "r1027", "r1028"] }, "us-gaap_InterestReceivable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestReceivable", "crdr": "debit", "presentation": { "http://tompkintrustco.com/role/FairValueMeasurementsScheduleofCarryingAmount", "lang": { "en-us": { "role": { "terseLabel": "Accrued interest receivable", "label": "Interest Receivable", "documentation": "Carrying amount as of the balance sheet date of interest earned but not received. Also called accrued interest or accrued interest receivable." } } }, "auth_ref": ["r1137", "r1307"] }, "us-gaap_InterestReceivableAndOtherAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestReceivableAndOtherAssets", "crdr": "debit", "calculation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFCONDITION": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 6.0 } }, "presentation": { "http://tompkintrustco.com/role/CONSOLIDATEDSTATEMENTSOFCONDITION", "lang": { "en-us": { "role": { "terseLabel": "Accrued interest and other assets", "label": "Interest Receivable and Other Assets", "documentation": "Amount of interest receivable and assets classified as other." } } }, "auth_ref": [] }, "us-gaap_InternalCreditAssessmentAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InternalCreditAssessmentAxis", "presentation": { "http://tompkintrustco.com/role/AllowanceforCreditLossesCreditQualityIndicatorsby

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non-wholly owned subsidiary to the parent entity for other than cash, and a buyback of shares (interest) by the non-wholly owned subsidiary from the noncontrolling interests)." } } }, "auth_ref": ["r51", "r105", "r113"] }, "us-gaap_MinorityInterestOwnershipPercentageByParent": { "xbrltype": "percentItem", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MinorityInterestOwnershipPercentageByParent", "presentation": ["http://tompkintrustco.com/role/SegmentandRelatedInformationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Noncontrolling interest, ownership percentage by parent", "label": "Subsidiary, Ownership Percentage, Parent", "documentation": "The parent entity's interest in net assets of the subsidiary, expressed as a percentage." } } }, "auth_ref": [] }, "ecd_MnpiDiscTimedForCompValFlag": { "xbrltype": "booleanItem", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MnpiDiscTimedForCompValFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "MNPI Disclosure Timed for Compensation Value", "label": "MNPI Disclosure Timed for Compensation Value [Flag]" } } }, "auth_ref": ["r1104"] }, "us-gaap_MortgageBackedSecuritiesIssuedByUSGovernmentSponsoredEnterprisesMember": { "xbrltype": "domainItem", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MortgageBackedSecuritiesIssuedByUSGovernmentSponsoredEnterprisesMember", "presentation": ["http://tompkintrustco.com/role/FairValueMeasurementsScheduleofFinancialAssets", "http://tompkintrustco.com/role/SecuritiesScheduleofAvailableforSalesSecuritiesDet", "http://tompkintrustco.com/role/SecuritiesScheduleofAvailableforsaleSecuritieswith"], "lang": { "en-us": { "role": { "terseLabel": "U.S. Government sponsored entities", "label": "Mortgage-Backed Security, Issued by US Government-Sponsored Enterprise [Member]", "documentation": "Debt security collateralized by real estate mortgage loan issued by U.S. government-sponsored enterprise (GSE), including, but not limited to, Federal Home Loan Mortgage Corporation (FHLMC or Freddie Mac), Federal National Mortgage Association (FNMA or Fannie Mae), and Federal Home Loan Bank (FHLBank)." } } }, "auth_ref": ["r1180", "r1190", "r1198", "r1228"] }, "ecd_MtrlTermsOfTrdArrTextBlock": { "xbrltype": "textBlockItem", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MtrlTermsOfTrdArrTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Material Terms of Trading Arrangement", "label": "Material Terms of Trading Arrangement [Text Block]" } } }, "auth_ref": ["r1112"] }, "tmp_MutualFundAndInvestmentIncomeMember": { "xbrltype": "domainItem", "nsuri": "http://tompkintrustco.com/20240630", "localname": "MutualFundAndInvestmentIncomeMember", "presentation": ["http://tompkintrustco.com/role/RevenueRecognitionScheduleofDisaggregationDetail", "lang": { "en-us": { "role": { "terseLabel": "Mutual Fund & Investment Income", "label": "Mutual Fund And Investment Income [Member]", "documentation": "Mutual Fund And Investment Income [Member]" } } }, "auth_ref": [] }, "ecd_NamedExecutiveOfficersFnTextBlock": { "xbrltype": "textBlockItem", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NamedExecutiveOfficersFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Named Executive Officers, Footnote", "label": "Named Executive Officers, Footnote [Text Block]" } } }, "auth_ref": ["r1086"] }, "tmp_NatureOfOperationsNumberOfBankingOffices": { "xbrltype": "integerItem", "nsuri": "http://tompkintrustco.com/20240630", "localname": "NatureOfOperationsNumberOfBankingOffices", "presentation": ["http://tompkintrustco.com/role/SegmentandRelatedInformationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Nature of operations, number of banking offices", "label": "Nature Of Operations, Number Of Banking Offices", "documentation": "Nature Of Operations, Number of Banking Offices" } } }, "auth_ref": [] }, "tmp_NatureOfOperationsNumberOfWhollyOwnedSubsidiaries": { "xbrltype": "integerItem", "nsuri": "http://tompkintrustco.com/20240630",

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segments b) the absolute amount of its reported profit or loss is 10 percent or more
of the greater, in absolute amount of 1) the combined reported profit of all operating
segments that did not report a loss or 2) the combined reported loss of all operating

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ML(LI"84.NV |T1(%U-:Y|B JU@6'W2|J2C|G"&W9:N* N&?C#F0|H07|8L MNOB|V:G?
TPY (0FHK&5|?*DH|# |H+W)H3@O2\$84U)J;_*!J&9(5_AV>1))
M8\$PDQA4^_8&Y@ (QD>;)*8#",=)E'#6-,B;B#V\$HGRT6LW?B!FP0X:*DVO@S M5_"
B|P H\4NIAQ6_H(|J5F T(|:T1H016(8\KK8%E\$|7E_?<_!N(;BSQ+!
M@RY"_ P\G>BU,2:)|B :D=B%=U2U,^1MD|1D UG06MA':&AZP|#D&\$3|*2&P MF
5=U5D.1.)!L%+%+|BZSG) %U,";|2@JQE67U38WO?|W_VRJ M^#-%
<&TC0/IS.5G|'DLU3)B2AAA0ROH)I0\$V*5L5!4|T1(%U-&:|B JU@ M6'W2|N2/P+3PQ-
3|9GZ|/;;IEFHK,:60D, 760,<| C&E)3:FWP@JAG6%;X|
MB20P)A+C"K_ O#MU2C61YLDI@,(QTF<<,8ZWLB;:=A011X9 N^!K^-!|KJ"8
M50Q|MH27:A|Q9Y0@ 1?9,H\6NYBR3?D+|J1F 4)+V5,|U40+"|V?T('WB** MS?O;7T-
XJ581?S("G01^G|T5OV1 X=9U#@J@XVB7,C:F7\$=Y+
M_S5|;89Z@|%T!|WQ:YT+%BUA|YOM>N=^&:/JP6CJ<P(>?('J*(H<.^FD0## MK<^
F)B0P!^-^"6QX>/?SUG49D,U|W|JR15,#F^M(+^H3-G0|YGOE'O\ANAIQ MHJ%S_C-
-1,JQ0-)_*WT=;(I 0020^+P\$-RQX=>,\$+! %CZ7C("2.0+D8,E
MOLN|NAO;B|J0*6JP/'&E50>BI ^6|ZWS&G M3C9UL!Q@I5;WHJ1?(I(.^>I>%
*JPMV1R.Q#??1155/YXI4OJ;G*VJY#/(B40' MS1+E;LB)+!TZJY+"(1
"!F&)DC7D1**MJFA5)2M#3B0Z:;8H5T-.9.G06944 M#H\$0+@C;8),UURQR@QB%
DZWSY,W)0RBHZO =Z:#Z*;>,\$DD%XTG1|?^ M>.R&XLK0|HPSQDK:1-L"1Y\$
DTM!T9<%COWX6"Y|T4QE-(I="S<^8Z.D^@*. MU0 FEZ+T!1Q;|;%Q:>7WHL>1.>N
M?>>.W,AEP@/|@OC,+ N9LN7L|#6QOP&9&K:1.7 <92U"(:K2
M&V1,P6TP#.:>Y_3"D\$7?;.,^9UL4EF)5'&1T03""*4ISD'\$&WZ;1U!Z=|?"4

M2VBYL:K,:HZR-B#(D54E!8AXQ%NIG=1XA|L,:|IR|>H2,02A62,5H4DM%
MQAW,=Z@IV,\$|'R^|S;Q0S?J#0;^U(O*&0JU5&0<0K%*"DJ3D'\$)QW;@S/X8
MEG@9:JG(>(2)RZ4H?4'&(<0%C1>^U^=O\$7'H=0Z@XQ"*\$0V1>D-,@:AB*JV M
JI%6RHRVJ"(JK8"JD!;*C*NH(BJMD+T!1D)4\$156Q'ZHB%C!JI:BM"831D M+\$ A56V%:
RVR!J511.H2-# @JJ*T"AD_4%A56R%ZA(P@**RJK1#-0<80
M%%755HCB(&,)BJH*T1OD#\$%A56U%:(XR.B"PJK:BM<'1EG4'!56Q'ZHR-C
M#PJN:BM\$BY#Q"(57M16B1\|@8A,*KV@K1)&3<0>%5;85H\$C(.H?"JMD(T"1F7
M4\$156R'!*@XQ'***JK1!|0<8A%%755HC.(.*0BJH*T)O#',PLIA)E^GH>NQ
M,+Q);A&^*@U)^-'91_)%Y(KB\$W|MJD;./IEMUL&1 BEF_1,'D4/2VH-W>2#
M_>A0MYH:'K#T.3.,KCX'3CDI4X^R+A|,?&_,?|^L"O4R!C2<_&L?
MV|_3>_08#Z*1|3G|GYO|P_1Y)Y|XO&?R|(+|O-??O"CG,Z3 3):WR"Z?SS|_M8|>
|/WQ:@7/ M)|.(CR\,9|JRL?V#^|B3|PS+K?L0_,Y&V3WE04_0JY8T3V/5X+GJP=W9#ML
MQ"^S3|B(_0#MC"?/IS1Z(IY7O@|>K0|URZI&\$'2 I<_/1:\$#^YD=;%;^>| M>^8-
W)BTP>-9@PST-ZU5L3'S2FW-3'!10A",*GT1ZX3EP3VN8S>G%-Z.8G+
M|;W|N4.^03@R/?ZOMO=C^>1R|C8UP;\$0T%&1?_0-A?@'|+HN-@;/P "'N"8
MG&W@\$9/YLUN>CEP>GI:W^6W+!,GW0-;@O-?|G#QN\$R0|!%G0:'-&)D@V";*H
ML2>J3)<%)B%-J|9!TD90=:SO<;*!77_,4%26Y!1L>=8N2!<-(E9@|HJ@X'
M2HJMF%BY*!\$1VP5LO7|5!"/L6NBY*W*O83G)6KBOZ"NRGE)"415D2L+'76
MB9,"MG9"J#9HHN2MRKW0@L %,6M05V40\;\$!)L1665RY"1"UBNR"OJP7M(6RA
M)+DJM-X7A0MBUE"L|T7!_R4?
5Q@W7HB(P/%H+KRQ^."#P<@77Y:EX^N'=1:P/Z;,&SR_'MKBXA>7 MAM=L,V"S:
<<;#\DCE!OX,;=1*-.@*A|R>AC?;VZ#> #/-^+9<;-K--4;+7"| MWQHH+'|G=_1#@8/S^?
LD8W>04/?FTRC,+Y"RQ>7I"Z54Q=PA*U,==%)74A=
MI*H+."9;IKH8I"ZD+E+5!1S!3PC-:&_&8|L&)^8B*BY8 YIR(JG@1NR,(3
M=A=AQ"ZX|,%\$J1("!6I#2Y'1"\$&*1)&10*75J|/@@Q0)HR*!RT,2=G/;IQ? M#7N>
<^6+\$SL'INAF>N>XCVY.1^#FA59P.5\$*1\$AU<*@.AG0UA1ZD.@!5H1Y M=
HV2'7R4QT,.75"JIS0>-Z:%VLX7.JD-@48I#QY*@^&%#>%&*0\()6GU#EVM"C)
(>7)4'@M#7IWPf@VOW_P@NK?OV5=|I(Y2Y3VPW#*G*_|FS)T>-!N%
|S@*LA,P,R"QUYK;JX0.IB2PUP9 NIG"!/
MU*1@-2EUWKKJX0&IB2PUP9"SAH1,C+FOO1_X9S0TO6%HF*1
AU4J=8Z<@@Y0G1^71,>35":_9| KZL#VI:"YUK|4?0" I=6Z:7'H8S?ED(M; D!_F
M5YH0NT1LJ9.^Y,*6\$+\$8OA_)16>ITY'DLY*JR%,5#.E%G+TU/GG^PF05+GG-"Q@Q6
M4JES,H#8Q I J=0Y"T#L8P6@A"" 5|ZQO;2,V1*K|1IB&JZ)T5!"4/:@MP3
M#%:JECK/4\$WWI"@H8>#BX4M/B*X Y|)9:HJXFNY)45#"0*.2>X("2J7F=*OI
MGA0%)0R<+GSI&=M+3ZIS66H:M9KN25%0PD"CDGN" DJEYG2KZ9X4!25PG&X8
M1\$?7MG?/\$OF(7|^YGCN>CG,MZ'GC|V4JZ&F!8S?73:K|A&M2D?%|: ^KWCNT@
M>.:FY)I-_"!B3F_L3|E!2EW"!T@H&.@|!WNI\$JDU"S8IH@%D!Q*32%MO;|XK L%D;7?
FX^6E/9'&,MFS;)G2QVR/7"V;7+8>9 =/;"D\$7'(SN<+9/16'1F>F.,>/%SW_,R;LDTV-L
M8^6RC3?&)B#@N=:JDD%RQ"D-ZG'_-4">R#-HN5I5@%I'%AN(C<\$)IL(1\$ M1<
/EGN;_J2M%X)'&PW,;\$A<^AOCMR@XB?I)(I#|@#&93GQ)90Z61|E1
MYG"FWP)+GY03|E:.)+J^/0RHSH++&L!U*>7.OE@*8R*@)|H#00+GE2)(Z4P
MJN;32Y4Y6.8\$K\$|O=?K!\$BM>I<1!.&
M#EA>B\$"RUI(4L16V4SWR"JLZ(R6=*JA38*FBK0S09?3 @HI8W:(;:|L%B\$\$
MB(>/FW_,T+V37.#L"*XZ;=J8:08.V*I8-DWR1C|J<.6"I9S-R.?HO0'-J-6
M)4^MF+C<4G'3;%5"2#%|@*6"Y=A@(J1H7|X0*P*6W2.,@+\$C5>\$5L>IP55@|
MK/H#CE,3+4F/13|M%DSX'#Q?V&.VM&|O/21197HK):'\$W4&6"HZE@CKK
M.J9O'KI/1WS_C08L##Y|8'93CP>QWWL_L+_%00#5=NZ-FRKfjY:'=-A0|LQ
MVK9A:DVS;5D#??A0048LOQ-&SR,NE+'K-1Z8>_|0':F3Z,M/UXD>CK@X_M|: M?
%GWEW!B>|U?|H)#_N7DY^0>*W<2XVW8(?>.QHP,:>UH^|X6N1?3=B|PON
M_("-;F/@CT;V)&1\Q^&. &XX&=G/?"T'KL<:|9>^C.W@GK_2G1|%-OBHR5-I
MD0DGA|-'A(+_EX|K;=|H&NZ^*%(SZKD3-_|&PN#OA<'*|YNW704==_I!YH
MZ|I"MWKW5H?QW ?S#V>0-"91+?X.%|K SZ|UH_8&%S):Y-("V1ZRA_4N/_M?
9E|'OF3(W/EPXGM.*YW?Z0J_ (NS<=\$S #TCQL-AK-,L,W|O|=#VPD;(S>|PN3|T_|N.-#
|SY->? M"1+;_#ZQF9DADYM9;C&^>V|S'"7VO<)4)JZ(T=Z(QO|NY|(|VIZCG#X-'D0#
M=>78'X_=4"R?|;Z"OM4K_,,'SA.(M^K*R<'QP>*KC;-3H'#MK8:|MGE|3?E M%|YV>
|YWP8/=P!THLR7^F@V%)Z75%,|67I+ #W*,3?
Q!'Q+?/\$U: +5_6OOXK;U;&|SNW'+JDR=A.|^|\$/N(#5>GP)|LCX->X-HC
MA1NY@>|PY=O-MKJ|@H3\$GTR-_|N5O.@M%STI^XI@S|8&Q'W-E|BHZ&HD=:

M(PJF"Q71!=HZ;;/UY:V6+. 7.47,XXXF*UOSD?%8NSY3;WT_%1]^O^!?|TQOE
MI)_O_L>WXF.M8YBOIFC|Z@O1?N1OX=6MAGGF!TKTP)0_YI!5DHA.
M89|#/83TV+^*OWZ:4"*OD>_POS3&_!8/XFL-QWYN/#,|:#!OK@E&K?M_IQY+
MYLY0ZXH(^U,N':XGHG#N6YBQ72;1OS?,R^LM5|W 7^<*&C;
M|Q>|H3T*%RN>.500S%*O>+?708N;?KRN25WRWM@77_O?3'H-(.HCS>@<-.6;
MZ91K7|2 |WSQ&P;^6/FW^)|2^=[Y#6_M1|G;&|S3F#,7XTZ&/;=G31|D-
C2|K7;>LV=%3'6!;?;6(WR-67=|KX3!@ |O
M/&D(ST|M&>J_|H6#_TSN:XH|XNO)K3^>_/OV3!GY|YR+\$.9?/B:~?FVKDZ==_MO
S=ZDR>Q%I>!\$6TH_|ND*:0^G;Z=AQ>6AV|9O=N*QS)!|AGBV-Q".S|(\$?3-
|JG1_\$R63P&O#I|,D>1/'K*_Y0"1:OK=BA\$D|80*03_M'<7U%#
<*<#%'*5|QN.XN|D^:%|JFG"2.<=|H6E)N930/M_VW_MVCT*2_3T=D:3RP-*3=V33D?
A?Q:"Y0+^#S%E'^NR|_MEY>1J=':0YR|WO=+P2(G!J'G.\$+P|E_SOD-M;DQZ-
2Z5P>7!|I7_TDQ6^I;M|J_M_\$3G|R>R|KWSNP8S^
M/W>2N#I|N3*MIH90GOQ5%/\$N&R0VLRAM'2C5|3L,0KC%Y|./4O4(^FHI%2|/\$#9BN"!|
W|M+TV"*/9XZ-^A7^C_MUK4LZRWZ/Z>PF:(2?'0E9NFU(ZB9M6Y3-1K-
=M/87KN@H.&|1S|C1>068|_#_M(?Z+G1B2>ES7-/O;T
WYZRLB,|K1,5228B<>;HHE0QG98:0\$<9;E2+GH@7_K_MON<(=X;%1'N">;%U61O/
:MEY\$;>_M2>ZYT2BF|@|>%_&XAS\$T@4HMX\$=Z|S_|C.'WT*,|:5-_P8L:|QD)D|)|2
M;GA^/KC|+PD=RP+FI.\$97E0,KY83XYJ?|1?M69'NLZ;?Q:JQ6+2;2H-(?"Q*;A2'?
|I70G'D)&_#%J^+_MFJ|\$Y8RA|HG?C|-(='=|U0@??)&EFQ>31_|V|&;PRD_|I2C%\$),OS|
|A+G|"U7W4|M#0*QLST>BS_ZD1U-PX4V6+7N0|2^D7=",,E5:|N6\$LPJJ(NKMTCT|,
(,|!%F_MH1-Q4*"MJ;|)C"T%-Q)C-Q*|N|B(&XO
|I0R/7I6&%^RGY5X(|\$(F!^9:;E/81!ZQ3T=)EN*F<9NW=4S&LS!Z+|/R<
MWJ2|>"QWC,+MS!T'3)I9-+(I(\$S:6ZHV,K(#K@|9@|&W*0%XL2JV_H\$PD5:
M^U>%|JW!C|0?AF-M"_I1@|MEPPS'FD_|!<%QXAOQUWHP2-=Z_81=D.?^ZTO
MG=4#Y=-O/*&^Q\$XCHD&MUD"LE+3H,:|JK6E<)?F@=Z64R&F=0XZJJ1B,ZGO
M9VW5QJ,Q2*|5,'QUOQ|_W@>;\$E4ZUUSV/-|KU0XOA2>#5I:AID*6#?)F??A_8BP*VM?
&|.US'3L:<)%^7/3^F%*=A\$E3S5TWZ
M3:S9BLOC>*WTM=Z)|I*OOK1J=5U|W%1K3Y4+OS*4G>LC>|_MYV)+EG@|Z6/T/DC,;
(|MI%V|45YJVR|I9=;5>Z5=%7JGZH(S|/;>.CDK(-MR|D<.R(RF?
B)AWT4L%%|E,5*|^SE|_-QJ|NOV'=|C-/H_:^D:5/QMB'W=NW_MVXMX
|+U9C8|ZQO%\$#|1|,|>H<>V.:?|G,H)FUI\$W!3/V@W|^D;GM|"O7Z_
MSNWEMZN_|B|NE+|^1>_BN-|I5XXOKZ|NKWNBO13X36?@VA9|T-DW:60+9J2H_M)
|1_|<7+ZSW*UUVT>Z*J#FXZEW?*GVEL32K/,#@5F"-696Y'2:/=H4|=UDHL*GYJD6KO
M2))BBXJ_|/E_DNOFZT/_+SF0>K'9/N+W9?&RAW>AX"|6FDW|+T7^=8|&_ML;|:7QU/
O;_O%#TJ2FAM|U!|FUWRN-M=|!|VYTR>-L=U-YVIPS>=@>UM|TA_M;QNEM|U
|'7G;|%+D;=>B',6^~8^|;3M|4,Y&_|JE^UBTZX!X5M1A_23QK
M|2JH/>M8%M@|:_\$2>#WK6_38/60Q\$G@|ZU@|\$Y%D7+|R4G052|G_MS)^XX6
:AO%&;A|E|_#Q|I|RZ,76S7#9>;/;FUURS<#I*V)W+|4N&1.L)DO5\$
MP,"D!87L\$A2|U#%G"XI!"PJ_L:03W-_\$20)N%/=0C=<&_H?1_'>QM(S|<"I:_M0O?
N_&FD?+.#'RQ2KMWP!ZT7_-8+(>56F|8+,CM0S\$Y|MEZ8M%X_&\$LZP?%
M(@JX:.*UXBKP!|P1RP,M!D@6_R|'5JK@8>?6MZ1^LK>'J,JHV|?;2B7M|^?
M7K_NYRM'!PMM0%I06U|H;T<+(\$P-I|ZDZ.5WSN|M4>*Z,"\$-|EV0^"ZQ|-(Y
M+Z5<#UID3|_#8DWDN3>O-%X28&U/;
|\$(D!V1:T)B6%ID6Q:'5JVR>Q#L2::3L40>"5WPH9V7!GW?2)._V:>ZP0NHP<6*'UOZ ?
C^%:T\$F!9"2Q:"0+(GNC9;"5JT\$@_82TK)_MG3X|N'SV,|+L1F_|HH2_=7^Z"PS=?
>B&0V1A-_:#=#Y.|O|<-XC_M1P\$;Q|L8O/UTG_M>IC/VHLO)M(|4I=?L>|"?S2-WO_*>|)?-
|27_Q:W<)|U?:|MD,VOS+ST\$2|C>_ML|9=P.P?
#7O(GWIDCW|:SV'M|-7@QJ|7>#;9;|HCTV@WSOF6+V'45NZ8G^~|_M@E9=O&Y2D7?
P3M><=|'"41KZ|V81SK2'
AW|>7%\$>=X_Z=V>GB@WM_P_WTXO;F^4RS/^&A/*3X2U_&=G#|/I6EF(X0NO5D;XNT
1/GQXO^M_|.QPD+M9KIY=F1_?MW<\$/D6K/5.1T_4KF7C\$U"|%4H.Z)V7N|DYO;TIG7.
M'O'0@S_,F3)E&/AC_A?O1_|@6&|F2U4P3-F?|WO_E^|=B\$>">O%?W"=|FIP%
M|B|NPC?UW.A:L"3T*EQ|?'\$Z,,_#|I23P&+=%""|L&H_MM6Y+K1M&^Y?#U^_
ZQSK+5&DEE;0.24M(2|9JB9F|EFBB;59=UW0,6D)Z-1|&
M_T.UX/9W7&07|Z&GFX^UU@*WUFQ86^8S_#69X!,6T^-AW|M)@70>SZCU9MO*
MJD#KL;K+2D)0V-:RH6"(4);|G&H0*"PI^"E2*BL#^H6T4O|@|B2^LAE|C)!
MDL9Z2G'\$X\$V2?+==_.?%9/>B8SL(GOFT_-T>35E:M1)I5;7>T9HK:C67(IS2

MLZ*#" ,*Q3,=:+HZ;,'>=>M-<=;4)Q^O6K3?U#YH^B6H[N_ZJ&,E;)2GB^[LN
MRA#3C1|'J_ =HNR.1:FYP-6F\$7!FXRMUOK+SH"&%'RM!V ^51Z)/RR1H_ "7^ MR|3,|
C('RI_EK@XG?"G+W>Y+H9WY@>B:45O_NQC_NC3I!%H*J:| -Q@\$4^8L
M_43^+JPW&OD_14S&OWH<,,>-SOTPM;?
8XMYBW6P9|4YK=643,R..A\$RT'>3M+)+4=))CLA"R6=V")JK7JKF3F\$ MEH22?
3..A:W6O|.1P|VY!A>7D/+SVK7ZS?K|Z<7: +7FM%L.Y|;_!K.\$WAE_
MXB|.MZG6NGK+K#>M5?NSH56^BMXI6\$25WC/DA=**M!%:9:.*%|+ _F*M>;QP13"W
M!B&"96VUBEH<4PQ4T&C6:E\$'A8=YK'KKY+)&))JWUX*(KG@!|Z!X:P3<7|JT
MU0C*BA#QK1_9(V7D|UO\$QG;\$|%'L'1Z+>5%ND>W XTN&ZPW|<;);PV%#%#@2S
M923YUI Q*A39V?C-=M9Y|J=|77\$?!>.Q#U_-JG6;|79+JULM\$XBW1K!)85(+
M@DU'P*:E-NL=8Y40J(-37P1PSED8'BD+\$0JA*8-8B-QZA^&|.JK<:ODEZ^|M>
M5201T\$V5JY!15YL=
((X.H26;VWRA52|GSCGNCH(<7':>JQ:ZQ:=4M%70VX@^;E|;-7&>OR"J)6#<\$ MUIM-
LVXT5TE|PKK|BL\$WRW#|JBK^|OE|%NNN,<7#8(^5W06:))5P1.S#B9=R/
MN|"&D3_X0536SLMU,K|B>L7LBLF|3\$/:|YS91|>,C_*1+3Y):Z|,6M?4ZL::
MPCVBK(J'QZ85+G=X-&M=PZBWM51Z!|4/D3MMUO4VD\$T0@:#"<,H'0
MCO<'M2C-NDCUUNJK&X|Y ONT>#M*G0-F-"KX/:S%T|G#X(6B9)=M4.O=?6ZUB\$7\$"
(>-K=7DHX'0^#! MT#,'R>0;/M_)(@?AH)VF|>6&T/0N+F/FW?==WDP#P&M!D?
=4/|'9P M:1P_L,\$/O"Z\$M|/_+|)^=+8|BS,K:#|32IO>/H_'D:#ZO-|FL|O#RFYC3
M;_&4IG5#K%K7\$-GYNKK%ZMG@@@O_-|2@=")P:"9=8M,,<@2%JRT!A,<3.B
M87>E#,2XYJY72O"W1X5|AJ=9N8N<04|B&5+1M69U5C\$%'| M=.X1*+1N;%.|&UJ;
JU&IU.WS-7"+\$*K_%X%>3'JE"G8OE?!D+|&J\$RFP>#! M#ID3,|3+-
L|"-0|714=4R=T'C(E=@:\$2^4K_YM|APB9C/X,S(8*KN01ZGK-L
M9'O#I_^[F/W>8O)O_>O%U*>U<*U:UVC6.Q:42BI"2_KV!OM#2|O6::KUSAK7
MC8BA?+=T!4|!'^*E :Q0KL:UW@FORXF,BWXQ:|=ME%O@:G1)^&GL)49A2_V
MZZIZG0|+B/ WF#|'#2H MFSK5T=,>CSV1|D_+2-3MU2Z/^U| 2O.!<|L_?>?
_BN7;1|OIT+ZSH^U M-Z|"@W7KCR<_7"|49@W'N?LP|T|G3\$|X8 ?LP1_Q60O_\$K?
RC)ZK04^DL\$,|MC_WQF\$LD|H2K-)2)/3_,|L,S,:|8<"-D^*&#T|X>
|M@)\$^+'W9E!Y?!361' MS(G/C%|>-'KP
M@_ADU'??)+XTS#"C|8C#Y:.V6Y*7;|;Z8)K7#R|/%#&<=7+O6U9MUK@OB_UM,M?
C+@+TH_#*?,.9T|H4'V|*YMMF"QA>2BTU72D>|HXJ"1M.\$40A-LD|1?V65O9;('ONQ
M7Y@|XQX?JIAB|A%/:=-IN)XRL"=N9_.6H|0:B;Y-;5(6JM-36_F/@M'@^;6I%(OX-
HU==IUS4+2O/&*B1DKUEDNZ*5O3@@ M?. M4EA(^7AHBCI!K=Y(#YL+!1-
@2^'M_936MUI|3#,:-9;|57=^4R. M9J\$(6;&CQ2"DS1\$2TY^KN=*)(Z0RJ9';@-GA-
'A6XA_|ZX*|/AAI/SOGRQ= MTH|(H3GCXL#E%FL,KM1*A*V(TAE054W|34,:#*T|
<1R/0|B6=I;"6K9T.MJ M9S4D?_%61"|G7P0W"G 7KI\$/+-Y9N6;7_/86C\$*%O:QQ.0%
\$P!HK0D0|@X MZ26=&.LY-
|1HW+RHT8A7O/87Y32NU,BE^A.VEN5>^ADKUVVRVDUE.K5ZZ.%_. MK+?
6)%Y+5\$|'IOJS|(#=L'I(*S! =NRRMZE'D:7A;RZ^0+I!@R:I;OP/:%:
M@3_BG|TOSAZJ&C,G<;7|YGI^P\$W.O--U:M-CQH4/+2C9/!)^BI4GL_"|L?"U
MS/O+"N;3RK:_+\$.P0>VPTL<?76IV?.&5'XBH|Z(H<.^FD3BKZ|9_O6;MK&HM
M\$9.TZNJ:0R|1N7C4^0T4U%-')GN!>EM\$,YUZQUBMIB2HRV3?DAN|C;+*MAJ^
MV%|H9IV76KX|H;F;*U-J3_&O|O|VYH,F!C:9|M|J>+CF/9"2"KE <59K=|NS@/ M9
G(\$A2Q|U^.)>B4|AC(BQ!|%L=QHMO.:!_VL^X!W&3#AZ.Z?#+=+7S&J!_MPXSO>"1V!
|B#+09^PYCB^1&+N|L_/9M%:+VDBM/+;X\$'.X2*>&8D-QW('S MX-UWG=W>U
_XF"FN&DU!_U1P\$9VY#ZR+S|=)WJ8J_"++|V|I2Z_8M_Q04RC MH_RWKQV?
|D+#KNIQ;'CU_8--DUY4P/TXM|BN,(&N6L;UX9ME7_#ZI@.&UJ. MT;8-4VN;?:
KOZ:_B1CGK7_0NCON|<^7X|OKJ|KIW MV|^|*X5U@X6J(CY_|Z|N+D|
|Y_T;D|E)M;_H|OIQ>W-|KEF=*_.+|I=EK0_MLK>_
@1|;P3T'M5C"FDD:4BPX2|L4+W|K"-|K*K^0|?YETE72|^8ORE+|I|MS|<9_>?
|M90XD/MS>KTOJ)?N>\$CWX4WY7)ZPK|&G N/|.|"B M<,_JQ|^C|W^%8J%M/-
"\$#9JZU#0ST49>#E?36CO*|6&:EM2AZ4I>5=_^+V
M|/KTYE;|79PH)_V_|T|L.^0^O/<./J7)Z">|AY5V!E_|O,O9RF:A|CKG_-M|7G<=:(A8W-
7A#5_)B-G:>L>YYSQF;:#9,FW (F;:E83:UUQ9D7)J"-_03M_MLD*
|M5=HBQU(1KV9_3@7@C9!>Q.TM;U"6YQ5;3;KNIGYI&K"-F%|\$/|;:>|6V M.'-;
^M&"|J1A578M7(R9W|H+T|F;WS1_OFQQ+_PXT>%OMN^UX8 MN=%4/"E|3=D2A*:'
'M1%R>7_1WT4OCD*G#J1HW:|H M_"H<.'\$?
78=YSEPM|J+ER=6+Z>>S+R;_S_B!A;)^11Q*W5BT79CT81VS&X|_A=L3

MT\LU*\$ZNSTZV6E6\$5JUKK6D&3Y%K\?+^D S;5=YQXH .J(0H|P\YK>WDG7(5
MM.)NASH4.H+@L#5QM:OZ"U(C/I+;I7_?2
M4/_M/('3GNQ=:G;EK68F=PV5>U*BR+;4+?;7:%AA7?8K@.)=,;:=4:S5NFVM
M;JTY;HY03"C>+Q>X.XI%XJ!E<=<6=6|A@C\$H&.J*6NX.8Y'A,+6ZIJX6H1",
MI1"HY>L):G*S:M06R%NI@S\$@(9|2*+UH3_D-C*I M9Q8 _UEOJG4^!L4/E+?\$
9(IF0:\N>ZF1/7V;,"ID8HCSHG\$^O_Q_?O"-3V|J MY<6L= HAXV*
(45C8>XJ1H4\ 3*A,1HLK73*W>:E&)%41\$;\$GI2D6\$ MQE<-HH,
|D;1)|#4M:=#_AJA.ID&@P<|9\$Y<<+'<"B0H/8?CA5^KV/P<->V RF<'U\$RX
MM.MI+V|4KH7)3;76-LVU7IG#;6"2+MW4*2|.9J8S?5 3H9L-OD MV-7J5@?
URD38!87=5.?_9,!NBT>SJE9OZ:BWB!-X08\$WU?E%&<#;%N!MU35S M-
2=+X*ULHN"= <^U9&!XI5X' Z(8"OOQJRB!@CALI(S\,%5;ES\$'N!1B+>3_S MXX-
:S_F4LW"F^DYJQ1<|H^I:6|8!9B#6#0+1)H==,H@Z D1Z|F0^@0@4B#9X
MSG)!U!*9S+HJK>8@V:|V.56^IQ 02HHNDL>4ANBG(;;/>7K/?A"!*=+D-;J/@Q>7%
MHG|O_ ^+X|MMN|7033\$OJ)K@5NWD5|J?VO7 :V-Z |3< MC%R-
G4H;P|G9O:XOH7G.6=|4E.O(BWN%|75-1LM;,:=|3C8& 3*PT%;,%YN
M9<^8\$0Z*V+LJ#P=6O'O%,*GG)\$0@;:(PXY %!M)JTZMH:4A/75E9,#M,_F#V*
M'A1^'_L^|ARSNZ-4C=X|'QQJD,SEM|54|J(\$;=%=LVZ94'KSD/"W/,% BO U M(?
Q6F|K30Q3^!|<52!&^+N*BMD5G54 4_@=G\$T@1OB&\$KV4/BO?3DJT47-\$-
M"QY=P10|V,&|.C)FY|*H-B# 7|Y.IU@-S|(*(#M.2|B@EEG:3_HS2962ZT@
MIBA(:J_9:DM!8O%@^,OR@4,(A%5;ZTYEYK 4#P8/O"3<@%#2|2|-EO\$(T(\$
MPP=^4RY@: LP&-F=:**0MH;#L1V((P=B9RI4W-U|&U0CDDCE."4%NV*&=| %
M2^B"3FP"2!BDX*P|'PXOS+;. WS.9_*I5+7W*Y%R%?/S\IY>1Q@F|BY:'
MBO4>;7=DWW\$@^\$'(%>":|7?^+W-^L|UX|)'E=_MB|M=I28M'G"L:|ID"S4*!
ML.)320="2EO:%N>7J*W5_M^\$E&*1LN)K|<%DB"Y.JUE=0D*Q2%COL8JV&?&9
M1VISU2/?U*H|TQRW-\$+/YO:F^~5!DNK!/V5VUBMWFFY3;VCJ2|'GWC'902OZ
MD>GUUIK3S@FT!-K|D(FI02NZ=!GUCD8|C0BT>^H DQVTXE CHZZ2|:4>+REZ
MO)S^| ^KTXH::O!1|ARK44|S8(SLOY+ _HZ_+3OJ?&+KN'D_.Y|'G.A1,|EXN M3!Y-
FMS'R5Q01-G1_5=09)9^DTN_63<,:N8#4?H; IS,TF|E/5LU*+LM2/HI M(H7,TF_'TI?
OJH*J(%*6DK+O9.0_,Z;<8|-W1WW*>--7DGT?^()O?+##&"1 M&|3H
|FDSKKGH:+2Q19|T5|-GJK,O'@T;_"Y::@(-+1,VG4!\$0T;_"9 M:-!5-
:&O1GTT#+NQIP)*S\$+B@Q,|2
M#I@NN1HL'A_YBZ\$Q\$(|H|M,1FTXZ6N9\$9Q8/|HWHR"|I='QFN\$E,(4?@:
M/)_PK=\$JV?5(.%#%/X&|R>S|#M"^%J3FK#L3_R|L<|!U|EKT_5%POLKU| M|V|\$7:
(P9-3K=WUSH.9|*DMDO7^'9KTLA9=DEI0.-LJ,#A)Y8|;UQ#W(V4RA7
MVV5V|.4U,TGBTHE-(\$&P3<&|!|"(PG,NMF"DLDG\$*2M|Y\$ @E:M|J|>X)2 V
M%R((M|GND0 "0>JVZYWL.R*H04EN#4IFLLU\$^51Y#_+V+4IVU2(KWEO0,5<| M_-
F9-HYGXLK* &UG5JWJ=4|:IQ 0BVA-A??-3MJ=;76|73J|'3SW(S8.
MN:D0#PWT2CNUYY8C=3F0ISSH6+O'|>#8N9-&E49_AL""DCP%^DZM:YW5JE)
M@C_!|Y?(!|+|S5K7U.OM-8U*"|X\$ _UQ""\$CP%|25-->>:47PIV3)NE I:W"\$ MG@+)O?
QDH?>S:9ZU\$DBMVZ('5|TC|0!#\$*L+H6>|V"(|>MIB _UE;6H\$NH0<&
M>K9RS;CQXJC2CX|@D^IX+.5.YL=/O\$|BTK|Q8X(M'WX1F*QCDSH_718%| M-XW\$
4|*Y"NOPQ1E'J|SC1319UJM-\$2/LF:|C?00"N)*0%*U@S>; :UB>UF|J1*Q1V#=\$Z^= :RB
MQYF^ME|VH970FHN0G@&M1E+)KJ&N9B36>|!|.6=A>*3L\$"\$0N9Q/!3Z+EOFG
ME|*X|=|+*:WJO|E7*PU#;:\$XD58#+P.W3<)-Z7"SJ0I=|FY:M6Z+TECEPLVF M.G
9N&ECP0UQR|JXB.EHXGPCP@*;;?ZR?MS_G|_ZP 9.73YPZ&+9B5KQEH=Z0 MNB?
JAI23E#-+X)%:.3LB"6"V:6|'Z2;I9K|!75K=-4XY|%LKI:8D7*2'W&H7+% N7FP@Y7=?
F2 M88A-6.KWQVO".#AB;'P8H.LK3?5GV)I_.T;K:D**1ZZH':PZR(&4D921EW%89-
3G*:)W_D G921E)&7<71G; M<+N\$W0<_?U&XEL?DQF%(6(RV^&6XV\$X01OP/
MXM3V|&#E79,WZOYR%QQVWYV(V;-;:#=Y".>^*K-.(H8",|_X"+GFO?N5|J9|PQ_E?
VW?2-25UT-|~6|Q7&&;7+6M:|.V MRK|A=4R'#2W':-N&J37-MF4-|.&_Q3D|LR|J|/-7F-
CWK'\$7/M'PQ|R-SRR
M1S_MYU!HZ8N)&+M>XXV8WTKH_0D%,*TKZT@|K;>7WZ| ^VK^X4<|Z%|V+XW|O
M7#F^O+ZZO.|=|B|OBD.%M8-Y*F+^CB|O;B|/^R>|V|.3Y>:6_?^;Z<7MC7)Y MQN?
QV|7UZ>^G%S?|OY|J_00^~VE!;*^0VMGQL!<W?W|N5QC|P3'FW:GUXJPW)C;E|H0KG
MXNW.TM;*96L<^40O03FMMP|!7Y;_|>L>0N74TKTX\$ _Y79WPL_+I^|PG^?
QNHXNM7AV@F-76H:\$>ZHNEO?5C#3(+7|-L-B| MZR:|=^TWNW>|U_U=YH=|I=
(|DDHSJ#1C;|TNFZ7H=DE%4WD(H0*:F7M#H0R: M^6YGC3X#*L>_. 'N!TY3)Z8 %_I?
\$D8_,"JU'IGP:<;%_GGD,=<7CWH,_5"+| MZ6@+CS';E*T-J*3??";U-

-1@)XFKT_F(.P\|K^_OBFA,H.T\|VNY(>+-;JH: M(3= W);=
<.&SP31P(Y>%F9":.%8S99?)&N!AD >,&XW87DRJ@/%!_99_Z4R6D.^?CY3V_7Z-AV'I/T
MW9JH\ 5\B0EXO/N\ 8:2>|P59F=&G7=:!2N"J1&|258K%4%*|H4SL0:2OANU0LY-QG
MQ+F=5;|27^\$?>\$Y|GRL_C)82FYU%>"6TB9M_ N|GL<9'/HK8G::FAS0B+X4"
M7|1>2@YX%L?Z=E:#WV(P587E?)ME9!*X/!;F#WAT!XS/!A1!)M'!/M2%IFU
M|4H(|2:1V3&_ |CA@CAM|I'M6K6N4H1,Q!;Q|S),#QG.GUC4S'^<#+^K-)X|
M|^956^W751_L*|AL\$<_LH;7-"66NM::YI^;Y|_H64(8BKOM=C3<:@MK=9M MUUMM
*@@^A2+Q5|OZFZF=Y\$?V;_W1C_ Z032V)+<0|0UOF-N./O/E>D^85G
MRYW7K4Y^2VEL1#6)6;=*T8V&%L\$|QF+2@;N*38,|1T;F,POEKH75W=>T/+TZ MY?
I1S=.K\|P@^MM; 735N_6'6J:O!Z%Q9J'%,|@A:ZPU+ 11,|T/=Z9O'S'D M 7W MTGO?
MYFW*.*OR-YG47>|BAY-CZ9'TZ/IT?1H>C0|FAY-CZ9'TZ/IT?1H>C0|MFAY-
CZ9'TZ/IT?1H>C0|FAY-CZ9'TZ/IT?1H>C0|FAY-CZ9'TZ/IT?1H#(|> M;.%VYT-
\$Z7C!;+>BXP57=GZ|3W2X(!TNB/_5Z!!_EP0SF8LM\$>89=|OI>5U MA%E+M
+4ZRUM|0PS1-NKZ'!.ERPH'U0|=PTLU/KZNUZ1UO=^A0.S;Y!F5O M =;U=OO|\$_
9_1?I+,#M&HIA@IB<(_^VG.%*JA!_A)ZY*SI@"/W:M+0|3 MUNIJ>|7E&IW@!|F1
@.@N\$&HD;W=|Y+_L!DEM,?T?IG@O|Y.Z@.M@+ES M#/L\D*^MHSJ0+Y^%
#3<3I%:F9/_8|/_MZ<"_/-T;) >DM44|6!/_U*4T4)Z/UFW+ <|/6-74*F_&:
MAMRIEK;JG4UM=YJK08S|^7<;G8|Y*QLV@|7+1&75OCCF Q^\$2*YK@1 M 1
M>*5/_=HIN"3|BRUUM6U>J>Y&O|3V
(AKFO047#4!;'A==5JUW(AX|9>JW;6HW|81T^5AD\$23B^;G=30BN"#
0(VFZCP|JS9U0ZJ"|% M|D=9\$PEMKU7*79#2I@&*92HRU\$GM+YIQV&)9B+
(M,BU0EDV29=7?E'LE2Z>_ M1<:(J?6WF<1|:6LV"|4AR>UM!%_!'<(IO.N((8)>39 MXI?
APCT((X'D8\,#U;=>:N)F#W;U_ :HBO/Q |=(&6C@|VXT_'(ELUX!'9?
M?'\$F6WJ|_V+VZ4L_Y%|^*XWSM7CB^O MKRZO>|?]RPM J%@_./+BYO+|_Y)
|_;T1+FY?_Y=GIQ>Z-G8C&|^\$WT'= _V_|Z_|9_>;"CPMIME'JGR@<9';E-
STK\$"&SUBN6)|C>P M=1Q!RS*DU/%|*^Y>UFR:0+85\$))&C.0-O%4V)+?C;E|6<|4/'|@-
J"V>|C M_Z%:.*"|_|\$5=?AQ9XM!7%2?|+1@3Q/FA=O4+&|U\$4@RTW*;8293>^8'Y|X=
M|TMCX6DRK4YJQ10-,NNJGEDOUX,TMPJ&D!A<_=%F5_0QT0F0!!E:=|N|&U.\$
M3N?;G>*N%|G>O2L(&YLOC#M6VU;#T|A@*U|_|>6POYC87CROZ_"O|1'
M7N7^36%Z61MP|(|D>Y0%*N& MT|V!E5S\$&7N(OAJ>S|NQ92>|QGMSR"|6Z3J;|
MUK^:37AQ,=_K=,6J=4T9NPS)RR8C'E?UM.G67_-F;_?;"|6S86G\$CPW!|/_M;#=#XQ_|T5-
&X)7/"AGS0_GU0F?A(Y9<::GQ6CMLV0VR*+|45\$T30I=8F'MQ
MC_+|WA&/K^AXG/!N%ZRR4_T(>8?DBN,|GPXH0K/I'AY5"4MH@6?NM44.?^
MCI:%/R!WMP!;-96(1=N4|5MKDD>;K6R33Y8SRROE8^2JX;UL+N*.)UITK4X.
M<(HUX'&4_O|\$95X/+V<0FQ7ES.BR4H"LM83K;+7(CH8%CD|G/BI4M?,4T/S"
|,LA|T\$F_%6?Q>\$HT>E|@M=IA#C08\$W+ M.,K9@S:6N|N|4^NNV8&|=W\$3O9F|Y65/
Q:&2F0_*9|F&S4_+TY|33B!R!_|MX!8YC+N;C<4EVYY04%DOYAU#+%*^?-
)XSF_M9|FAU/%,:8Y:|BDH|?S/\$:
MW=1488M7"V/(<845|_|)JF<6O2;_J'M17L#0"R9QJKIHRWM65W1FP<|8&LP
MGRY2T_2XPEY+VPR5W%, #*@D"!@QZ|F\$ H\$J^(V?^MX@8+;P%+E@XI45QS@
M/|@BFW%+.CSI1_C9@|J.HTR!?,7M5U'S23V93WO?F)T|R
MUYL;:5'"93NWP|*JN)NU;|LVJ.|1YG-!K;6/DT16Y\$7F8!M|R60O|Z DV_>N
M%TM2:E/9\$KZFJJ<|Y1|31#A=R:@K&*AS>VH246@|.C2^OAQV71|=|AN";=J
M>&F|+T_Q|Y.F.@=|T?VQ/1|GP7|JZ*CZMN=: X=>4'B,P,71H@K,J^4^NV
MVJN"1U.EL&L'=WB'O8E,VK\$=/BAQ?T:'_EWS|I"BDJ/"^8Q!>Z!>3(4+N^I,IHWMQW
M.R|TB^/"S7K;Q'3|8R%HKOP!Y_V+OY_>|'J2::)V71!ZPW;G5;:71UVO=CE976|11""D
M4FP4VA|DC%|JWW:FKV7-%E%;/L!4S3WN,EX#)=5/F^SITPB=|G;J8M2|U?
X=HC>^KW!'U,W8)(5MR4.MWQ4K^V)28ZW MKJ75(\$.M=4VKKG>H/RI\$7*0F-
*3A0AQM)|+&=.)307S".Y949/%|43&6P:96 MQ"-
)RRE(TQV=ZTZSWFFN%A"1DXK"294/"='?5*VW,C%,Y*AF|'%'/:;VXIN^
M:CK\$8|N/^@X99JVKK^G|2|YG|8)/|7RF\$GRSULV^A8&6,6Q|U4^
M=3Y7W_ (#U4CI2;1\$|PMC3647^9:X?;\$MYD&B+E@Y&IB05^9:I#;FPHSFRA
MGBF>VZ23T)MMNJLJH>ZYHFOI1ZHHC;,PC>\$!U;LA V!7N@)>S:4ELL.>^
MZ.=7_3L6|LS:OR/MQ('3J_73ETN7TW=Z'ZS5K91>K1F7!|9_->?Z@&BD45)8 MY=|
(0P:8FGSY%FUA5FE61(TT|H'F?3>' N=PG_4O>A?'\$AHD)F8U(TT=KIY M%4@LX22|
|'+N,'Y+IZZ,>S M*4YMMENU;J=9UXU5LH,2IL "KSTA0ASV:+7J%HI-
1%7@GX0|_30WJ)|?|;*+ M^'.R6<^*D!2|6T|QYIU5)3X%LFYF"J"
(M8)P6D0F&0\$@=6IFTTD#!=!+Z8;._ M-X0,^6N%RF16A>

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=R&9WD(PM_[U0BP]--OBJ,AFW55!>#*\$)D>;>%M\$F+*Z/H!/:3]
(.GE(4');KX[/PC\GX)-J)@;G%-93#\,IZ(&XG*X2^,7IE[KMI'^[-0-])*6R]
(I8K9\$!_7YCBNR-WS MX*=BGG>Y8I>S>>R/Q[ZW4_N"IC@)LUW7==HX
PT'6U8O2L)!,:!N>9H M)#3%*C*,82RJL-/XO)ACD5\WYS9P=>.<,JX*U:U!*,:),@:6>F
#9(6\9N M06)!TX3YK_92+XU=Q3R_?/:I+*=W\$!;*IQMLN67=DZ[4]X5=SH?KZ75NJVZ
MD>F4V?VX>!3GHW5L16U#^&'(Z)6ZL\$;&1'+!QH4(8!>Y_)9X009/.JB1 M#
<#K"TFM6HC&[WES-[4XF1RG_!B]Q)G+-XL!?!>*9FY(O\T);C\$&TJ@E/MGP:CJ9C-
V+Q<)KV?N4 OA[?VTS_O*JD29\8L'3=SUQ#3[B?C(7T_KK]_5J,MIQ)TX<>I
M5(O3V80\ZW1!QC%TY+3OT6F7(/,F7S_7'-)\$S36OTE;REQO(E)O*SUR/+Y"IT
ME5S&GM_-E,<[>WX7\$MA\SV]!+-MLUIMKRB)ISR_M8,^Y,CA'7+=%6J-N=B2T
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1Y\XZ/#:A4E?7)K'Q5YH?%W;E\WC_
M?/#R!_!+5H\H@FV>UKM'=!6,N>=#R0X_B]'O\+GQ5^0:PZ@>Y7WZ'A02#
M8M9_A2#=#3SRIH_LAQ>SC\,AZU?.U+(P9BE;M6ZW'L!&Q\89+@V9#08!!,>C
MB\4E;;N(QQ;I4*=@B&MP_"\,K3\^A2UA*'FO],>_>D4;;9@*,TX+J_,Z5]!M*'A'%
I5>=Q6.CW,"S=J7Q_F_X1H.*(!!45H&++CE\H9M697?GI69_M'8<M7(X!V
D\XKC%#@0V>@VYYNJ*9A.TY?&_ZO9G:RAT9AMH29\AN M'D+F_,SQAK#"-I
[XV7N)D#%RA)CXTYNU;5\?H?OWT5"!7ETW_[>O=MR^?/IS>?_P@W=W#?_[X
M^/7^3OKV27I_>_>[I.G+M_^^\$V@5Y=A>.R\6ISGQPD<'X\^0!W,D0QH03A
M!P/,=>S-(O8F^!O;+,_9G_(W\H?>IF.E8@=!O'8H<)HD7R_QW542C*=6?/KF
M\LN?/6Z^+FM=#7#+/U*Z;JEGV\2M6\FF8W-Y2S=:@=_HJM]:"MPL]*=,(\$M:T+I?
W?^+^D/^4H0F_#VBW(70Z<%KEB\IE<4DNCFYZD4CX(YC#J(?I->_3/3 M%0J\1O@;I(B
!%.NUKKS6%*S-?Y7KUB^5(;;"_VX^FXVYZ@M\]=I8HJACMH4 M"G;5U*?
2^67A09D'9!C,0PSDQ2,F03_O1+LY42-N8*>_C\#"KN/HOS1G3MD2
M+!3PK60UIYB8%0(9_!A38=0S_P\5?!\&8>,_!#O&0LL?1N
M\FH4TA3>,>9WP\;^]"/#HJQ7)6,PLF3HQL4?&.^#?9L5O9K=E M/@7AMQD+/6PY_
4WY4NZ)R\EDL;!)CXE529;=*@=P'DGNB_60O@>W2AI&+YJ
MIV=H376&.RJ\$#LLC\$RS=XIKRUEJR)91>=^P_,)M)KW,HO>Y:TNM^O_WZ\X\W
MTN>OTMWOMS\^_O\MRX>//^[\^A='4^VWTL?_I_/I_C_++GJVI\5,U9.
MGI#GNEU;L:OFXVE6UU6:R<=SNHY=_DW5D=RN83:3V.=T#;V9.:E:UJ2M1H:R
MNXYA-\$0H16V*4*I1_D3%!,BS6OANUVBPBI]-?#9+;^7R"YB@EJ?_GW*JYKS
M)TAZ6XXZ6TWVI(PU/U#OMI;%^T*;V&VJ/>!/HSQH1M>UV>&8+F\AM?Y@B9W)
M_.C%TZW=O-K\3)O^_WY9)Y4L^:^9@E+X(9LQ*81V
+2JR\!%/%23L%D2*DN%3.PFZ^>)EJK74,KK-5Y15I7M#EHN-K\$_.@LCO'T<
MORSJ<7T/0AS^-HY#_V',,;3_.113A)E@JAJHIF#Q?EEPRP6A6Q1).)\$Q4Z) MJXFK"UR]
(VIX)H\6.SU=T67=;'4\N)KXNMS\;4F)%\;G9ZIV[*NMSIS@/B:
M^/IL\9X+Y<0V%'P^\$X=CLP_'EAU#]#+MQ&#8*4,5JA1*Q:#67"\$RJY-[7L
M);G,ODE&1\$I.*7\$U\I9Y%)^H; MZO/HMN3EH(A)P=,5,,*OTI
I3VVY#R:SG_XTRGKG8=WQ()P%(2_JLT]-GUJD MW57LI_G!+[KK30.=4W=
<8_@>!D_,QFR*RM+,Q19)AEV490*VA2&L7P/6=[3H MR&.]&=7Z?1*O,""8YD0L141.]3
PX6?JZ+P,Y6BUT- P%Q#M8DD2;"_DB0X
MAHT\2-.96W\JE07^*YR^S7D\$USVBA2\&\$SR@'QTH":9(XBIP/BO:WX:WWJH(\$
MP,XELF47FQ)4\GN>2KDA6)X\$EH5#YY2HU(5!Y344GDL;>ZV<.GOGI.^DP*\$&
M!CU/-M21-.82<96)JL,J\$4)9H!FK3=<">\$R].K%]>A3_XC7UX2W^P.&]^E>
M_74;HKZS\|OUFU%UN>OGTJ@-OFFW#/(7M5-M8'UA_#?Y8EH0E7LQ.3^F6
M%)52D5KBV MMRV=L<@'_^6-YVP\&^2DI=OH475<'I1>00,G-L/O?SQ-[>P@:8
&8K1@L M<#W&,E?P4B4A9+-YV!\YL#<V/2=D\3S\$RK.\N)/MU;"(G\S(RD2/Y83*&H3
M^RF?RA)+*F+)D36U6\$B_&HK>Z5FR:A6O*9_@_PC0ND\Q^8\$@W."I9R?
\$|Y8_K_=OHJ&\$#('LT# MUO Q?8E-(YZJ+;%?^/?C!9(OTPYK\G2^?
OK'L6\NO9\I"PRB#4&/T_3"H< MD>:[SZW>3_8GW_!F-VQ\|
(GO\2.?:#I8/*1_E,)&&=YEEM<2:.[GZ]Q> MA7_3\RTXX
7CIDLL9B)E(13*0EM=2Q\\$/6CX,P CX;LC!<5QB_*M,31Z/P MSW?
K_%K9JV1W>KJL\5<^CU\2F2='5L3XBCX>^C!,R6>Z%*I729RG4Y/4VKW MX+Q
_!1E(K":JZQ0(&Q;4*0^%MUR++::37:9,&K:RU0:,ZK2FJZ6EY.\$\X-% M<>CW8QXOP\|
DOW)CU\J_(LH%_#OOLA0.>?TI"(?,C^<'A-54E;LJC6++MI@\$%:
(MYHMN"^\9JAM4.B*KOM\U%B8#AM\UGR85\!TZ?!W3H=NFP75:=BF7D
M02,/FIAY08>RA(\$L42=L3'XPH?U@YY^@J+|BPIW8\KQ4IZ@@=O=S6O^,9|R

M25<;EYSU=4)+[4TH:8+6)K04,VDX&BQ;L%%28\:[518N9+9.9";6XAF-GJ
M\#37D57\HNL'SL3.S?,SB(6 S=4.VE2H\@773:8V)G8>?>JJ F8*SG43L_8
M#BC=KBF;6IW\><17Q%>GYJM"M1:Q^,K%>*KJ%(I+XBKB*F&5SQW5J\#2YK"
M'4,E!25)\21F)F;>P,R%RL1"\#+F&>F6;.)1D&A\$W%T+0V0RRN9JSN%,YY6'W
M+!MO(T\$CTC\CIQX\$+?-<=S;6>B\97'<8WC-5J\LD/^@LIY3?CT'(I9E;HA.VJ=.T?
\$8,1@9V.P0M:R6 QF)1'? M8^91\$'L1>QU++Q4RC5BSN1>H\!<7:;7\$U<35.
fE:R&QBS8&CTG)E72=K\TBU M55H8&MO<^,CG31XE+P=;%XP70\$C_"I!8\2\I-
P'DIE/?QD)G_RI^W\O\$=J M. M"7E&G3D7;04C;>-1TY^#45'2\I)-Q1ENE\&
S\&/L>5Y9FV.#'E"VG%0U# M">S7
/8=K2SS8"@65>P;UO;L\$R(V(J('7K@X=)/5\GTL\7B/4!\\$7/J0KWC
M@,6W>,1"7I9WV1!^#M\ID,Y#G4U:4;5)+R3N;_"-FM MH_26R*-,%IW""ZICN4-
#=LS:U>@047,^7^J4+QD)\9_P*:#2'KUUVV(^Y" M7I-Y*_)*ZCLG#5JY\U#JHLK
^L/X;_E+14-W2STU.Z5DF1YAFH_+Q0\I\$; M59#25%\9W^&*7" BAQ)\$964!8X'V)-N.
/J32 @D\#>O\A)P+8P *8"K539 ME@C7BE\=33N2^Y!YT3Q\D6HV(I FEK&YM1D)-(FV>
f\,?5>T^HF,5*EDIN51T MM.XC>V\O530(J*2\I G;=\$-?@ U8*9\I;J=GB-
(4LV7^G@N'G\I/M M44(FQ.\$D-
K\G0V\KE_B#VN_\$4H(K\U^*SI!CMJGWK#*L=CJ5K67":.F?2'U
ML6,WT*>^I@,C18KL*L7&"GMJ0)=I7E8\A\8IMYP\VI3 M?TJ""R&B1*D\I'2),#+\$?
IRF3=*5BAX5&R75D);;)8XH2D3\ M^EM&H2BL"/6WS+0W0ZM;_L'1\8,F\0%B0L2
M%*(("R\$K\HK824*U9-,JUIDG<4'B@L3%N>KG&Y4\I' Q-X^X-XE&\$JIV"Z\$F7YB/<
LY\I'FO_)S;G/\$!4I: 3^XR%\W5M-FSS> M8R?\$BX84L*2UA-#V0W#R'S?MYX0YCL&V_
f+U\$N(&Y-4W\ZS-MJ)0TMQDL<(<+V)OL+V^SV+I_Y>OE#\V=>.\$CS"%!LYM M#9A?
EW\7+.ZKF*6?J5TU=+/-PWE=I\I M_)NJ(fE=T&X:FLA-
S,G5>N:NM7(4';7,8R&"*6H31%*-0>B14E.:>#%WF^O
M_CGUX,R.V:!\@%U7B%KB\92WA->L;?RJE%ZTO;JD_M6.S!AP.^FQ^I<
I3WZ=WA""KS+'S\AWM\^>3.2A9;" E'3-6*Y^_PM+TO^U? M
%V0Y>^YR5DQFS:R\+X\#&;0#5\?ODE<9@VU"-I;FFP+HT.O>_6PMZ!>R1\ M>M.Y%
fY(*D_fU(7//2\AOW2GNG\K?N2A\<0DL=(;PR+O?@ED1;CN*362=K
M;_JF\$DL32Q=9>I_2'2=G:00\+2J;.)J+\$.34Q\4QM\IE,1\01,C55-4NV MM1-E31-
3\$U.+S=35+E\7*E%Q>Q;6.CU-<63+*3;OJGQ)F\B+V.O4\I%6XER@6
M>^F84ZC9Q%SS\$7\$*LNQ)O"9G.8QG<<:1J\X22Q-+5V-I(5W!E@F'I&K+>DEI
M3N)\JF)T_IHR;8H@EH/Y*XLEGZ<2%Z.A:4XD*8K3_R_2@/+//?G\IC,?OK3
M2/KD3\UTW^>-U<-9\$/(ZJ77ZJ>I%VD,++Q\^.'4BWZX3\KBK_3T,AGZ,*2>5
M3P&KT\LV2F)" K819S ?@U@WU%9.@_V(IYMT&J*1HK@6"9\$;\$7\$CLMP:-2? MPZ6?
JSIM0,PU=&-+>I%(PG>f@ \8 M7D9\I==MB/O.0MZA9ROR2KK\I)-?
f>+3C0_ J;*P/K#^&_RP\8B\I\MA8;KBK
M%;,4RRN2==H6DCYUFG88.UR8"T3D4(*HK"Q@=\$"+1M;_1N:;L(0A.M >,?)
MVAB"#7\$0?#4=?S%2QWZOL.f3 J&4M+X+I@AV; /*?>fVG83;6_WBE\^2-W\I
MIS2HVNC.QG*8LJ,5^V(UT.>N9)-;PN_G\W\HF72MI@H4!.D!K;\$V<\$E1FF+W MV1+_
JN\SL;f>6*"HC)Q3!ZP!>&!Z\&GN0J8:A\$AF\W#_@C;?'LGI#%\W *M_X@#A C?
6_BI%\^A&G\6\$Z@J&Y4UBQX"UU"UM2BGYZZ.Y\!NZ3\$HAWSCO
ME\I\$YAK2H.:YP6\U/+=_M6UW-@'047E+;*KI8R0-
""A2AE)YCDOL%_fI>+'HRS3\$FCR=;P?_FD?QA\$WC MZ#Y8UG'\$,HZ?
fVD11ZY\I\U\G\N\^S/N1_Y;MCX9/?9XD<^I'ZP>.4CW*8
M2;_KX\I)J%KM\G\^W=6ZWPKF?)VYJ&S\I8C\$3*0FG4A+;ZECZX(>L'P=A!PV
M9&&XKC 5:8G#E?AG^_6^;6J5\DQ.CU#AO\; M_METGQ\LBD._'-H&0;6D.Q/?
OQR6H5G.0W^L\MG+QSP%.I\03AD?CP_(*CF M.)V>+;MZ,>7KJM-U:H;4#@BH\>Y17F
H;?SQ\<)\$0W M8\IS;:\'XZQ%-?Y_X ^YY(MW?
Q&8GVHVB+7;H@#C44>SF2B:;I7:D7Y' M9NJ/_fI.'**?
^#@5V#*@ZPG*VIWVM%^_JMDK"QSIUW=BB##(Z:OH\KJ\H.5 M^1R.@60H+@VQ<
U1;!\$J94HJ+;R1ZNU^91)NE*QT5HE1-F_M&ZU MQ8MBS=00K*L5Y*X(E75=B\I)?*
HKQA=8VOC\I"8WMB9F+F56;>42'@3.QL=WJ: MZ\AJB6^>V)G8F=AY\$SOO*.-
Z)G9V.CU3MV7%+1H+Q.fI\$SE?%SI5\%'JAZ*=0 M/9\ES4X%W5+-HOBWA\QU'?7K
%8(H:&3\$6_M@CCON35ZXNK+Y6H1(T2F8F#_UY95YZ(#OL37Q-'XNL=f=S.Q-
=FIVM._S M\I M_A+ AYJ;_DU\$JG\$JX-3J0R.LOW8^!X&0S_ ^\$D1(EG); MBGY5Z?1T33;-
fLI+'C73C@!\^J0!7IP=X\$IQ3IWHF'E&MK(? (M'+.3UX\$,V8M/(?V+2&+;U;_UCSOT\U2;
fL?;BGJ;)K%J>:-QVMU'S M/E_3;R\;2?I'V?
f'F@TAZ\I==MB/O.0MY.8"OR2EH3))W%>53C0_ J;*P/K#^&

M_RQ;P"M+R&!N3%PS4Z;!!\$2M5IE/T=7LL%(G(H0516%C VH,66 M#4V 8MTB09
@W+Q=<"0\$.^(@F"*8["SHGGX(B6= MM'S>Z*-R'ZU=RNK6/EK9%/B/?
K!D"A4:9YDJEOV27;>8DDHJ0T5;=RG"/.& M3C(,;% XSC6ETW.:LG:OM'?
#Y0%OGI2_NL##GD7%Z.;1_)HD3G88"(ULJH;Q M@:)EX7HN[R>/Y=O"O>11/V#2.IH-;
M(6.Z(V>_I@|_2|_--C;US>%_<'^W/N1WL.IECXY/=9PHD_6#|XG/)1.%-6
MM=PU7E7#5HNQN.2E|G_1-OTLM-).&8RQ&(F"__FNV!Z^FLM",SL|7;:
<\$L|T^2Q.%DDK:\$7; M /'WT('BP9'N2@OD\,6F)&:
<_I^?"+Y+BX3AHU|.J#SRX'7_N|9X2@?;PE
M|0'D='I%!.MU>\$O.I@|MFZRG,1HD^Y,?OYPV2K-?K_>*&A &;3395HJ.U3TU
MH,LT1*MI,(7JB=546BX"|MO=@D#0%=C\R=6\$")JZ+0-(P);6RC%*Z^4+D;N
M.J'2S4|(\$CS*1%=03J.SYU!*_@_1O_%|W(W|P8-,WN!=ZH?TS4J#.2\4\$8^8 MY
V"&4=1,)1N|_|FX|?*-IBCP2|OW*9ED^UX^[4U2B+'&YT>G8=/4A_D_K<
MSQ.P;^Q35X\$|ML4|C7D|KQW8.Y>&,I9+-YV!|Y\$<.C:\$.-HXN|R7_NYTE5
MWEDQY@|_|&H1/MMB|'? M-
2OD)0.5W(AM6P6|/7IRS;=,TI6*;D;)=>EE61MECBBB)T&ZK46"M:(4+!5
M3ZHP&ZWN^=.T^&JT1#,) "Q(6U87%/G>+3B\L7&P1YLB64I^2T:E')K3"PY,JM!-
V;+K=%PBOA4+ MH<2W|?FVT&%4++
|5L\$^.;A:/>^).XMI+XMI*3%O(UQ""5_EU8\,BQQ)"Q(6 MP@@+(?
U^A@'GNFW)BDO2HG9<|C7?FL,33"LA&+|C G|DT|BML\0*|=C&#{B M&RP+X/?
WF/@=8|(TB.\$5<0#|XP'B8WY#>LJWO|_#|>-S:(8/N#%"#8N-1W= MT+JV"7.:!1\$O-O
F9&,O|H_8VV=_(R|LX|F,)&63|B/< ;JBF83M. M7QO^+|ZO2!;A=D29MXCNWD(F??
SQAO""M|XXV?O)4(6RQ%BXD|OUK9Y?8?_MZ|^W+YP^W^(|/G|_>M?
GW_^?;+= 'O|70\$1V^&R)_V-SMF)H7:E|C|I_ \$/UB/L|;XWP MT9OZ_^;7.M|O1
0>CM/!=S@_@2WX/|_|-%|T0|Q8BXX,?|<=|_|_9;SBW1@.
MW.5!;";GM3^=L|MG'Z&\$V|P;Z0^|(YZ_3>S2-8!38@6IGWVB|_ =^E@28F'
MQ4MNU--WY/Y_/XG""_ROIGPPY|^E'R*R^2O-S|?@=- M#--4TW&E9S|>|3=|8J!"P|^_
C")R:|!"|QP<7?,J_?^=-?Q:>ONW'F *K MNJ8E|S|P_""R!|X7 MOOPOSG_?
2|3Q9;/FJX=WH+X-O|U8 KH(&V!A=^&_PTZ^OCEV_.4#>ZR|?VU M"|X6P>5|V?0-
T\$DE=P7-JO.+YBRXF7A9S|_|38#C9U27E@N1E|U>WV>XX)#K M;OH"|QP+D!?!L-
S!PIXLH;4\$=@E3W@Z>_@+VSS U@WR.-J B>4K&=?D|BC! M3V/O5PXM\$4P,)QQ)8W|
(OQWXD??@CW%E^.-Q,'V|>:=2'TO9*4(RK,7;,' M>\$ZK!!Y^1Q,<|H_*:?VY|6O;O%7/K(-
&&C=G#!;J.SVJK_871U/MMQ%L M!5#(G|B@3|Y>7'BR/*HY0+;JJHC?
>Q*=VS^*IYT%X>, =76I9FEK& R;(!'4DGB0H1) M7_G|J-TRX|W;YH#0O0R>0C&4N?
^C^_ =3O7#9^E|H'R'T"TB)7= +)\$Z2J5| M/R'GJD1*3I7YF&_I_L<"X.C=
|^_QD|YO^2,B.ZD-E|B|',PDM@O6.XT\$?;) MD,YWJ4I?CE|^O&PYL5YU/OUXMP94?
@0AF^3>ABA:Q|ZT<#O9|<*|;[UH=/ M8Y|EA|G'7_V1-
WWD0TW)*\$K.Z;N/|_|%\$+BYAL-#\$(^)?IG(P!?!|ZY|P/\$WTM M1|H|N/TKV/TL,!,<5K|\$;Y
MQ40IACEP(|_|H<_O;_'#(" <%(*Y MXX4|>>,Y4H@+>&_(TC,V0B|;VC09= ",)Y'RUE.6
5.,WY7H|JOB5<62|9 MWSQSYS;XS5+!/&4E9GQA,IZ63UX?
Q.O0|X'7@&\$3Q3/AV!2\$/UA.U0 NEY?2 M|@YO= _1?DD|C+^5DT+9N!BF(EH_=".,
|<=A,4C%\$Q*#Z<"B\$B47;Y.KKL, ME@A:|B\$7(WF,<"&:\$'Y%PB7T349Z2"U)G-
1&I>X*!,J2D|?+DN+!EK#J@M>_ML^DT>AD_@2CV7Y-/|>L|+KT7=|XO=\$6-
3RAT\$6E5_S#L4(-^&M_T^ M" J@Y./2PK%+"IVB4.%BR#@@;S|YC#O"A^|Y)W:1J?
M>;G=&G<.,%<%SWPJ MV|//2SR"W4U|>.7|B4!@'Z_+;?
@K@<+|^7Q(|.N'X8!'\$2'D@/CP%R_S^| M=UWH|V EA=Q9 O!C;YS.\$H<)VYKC?
FA_O?;V^>@%:;#E.EK!+|S#TV8)N41? M86'LP:R7^FD\$)B.H+@^,3?
F)BJ7=|^AU"B9^'"=K|."MX6!Y|B5:XZK,6AR@ MH!)W03HE6L
_3LR^EQWWV=N|Y2IF0.G\$V,P9YWZ.&" H)|Y/& JTDO3Z(KX5 M-/Q,U6##
(4NT7R!KC%XA|B%*3.81F#;3&\$@XGZ9OS|XR.!A|>"|=2'YX+QF0
MZ|=|.J%*F> ",HY551!'#F#CSXN M?A"G+P>JC0\$>N6DE.M-@|91!N+!3J4I8W*?\$
MH%C_XB4A>6X+<7T^AGJE/NJ|?5A;QBR N1G2UT|4R0%##T=V\$*8@ M0'SQQP
M"&E0=YY_I_#!8.2;|UB<@A|@3;'OJ!X|\$IX32=?
@S@U#YF"!;@|^0+WF9QNP52Y&9."4^P-#A),V0MP:OB3
MQ8#4Z0"D!|+49NT0|X7X2Q\$X|%/LA,2 MJ1^#61\$E|OH\$=|L|_.QEIZK:|Y
9\$1@IR!*SFK|!%|-|_2\$ZD>*520_*^YN(M?|& RWO@T#V?|=*_.^*!!KB)J#;\$BF3+W@J<(M#
((\$R:(4J#*BD%Q|:=ZZA6F"!I<_>?@9FT.PEN=KXNC,'W P&SC?N""C5M
MF7;3T+E4R><\$>%O: ^_#8!J@|++|^I&OZ;V^2HHJ;!+SZS'|*TY&HN1'WFW'E*_?=
YNRH1|SUAERUMSAPJ5Z\$J!"H|EL^JC4H?"67JF_

M\>%)ITX7QB+,_LE\0\$E_D#T0XW3F\$-^|?#;B31?;/LLO^U>?MLG"?3@D5<:
M1A\SR2_H\Y-2@P@7#\$90,N*"*.KSI?/O\CT#+*X_80#(/YXPB?!=&+8B-[MMEZ2M:
<>I=3_2*>=&NP5YIS&[YY'?G^T<-SQZ4CHA,*S0GJ<^XEO,V23X_G?_M@?:7W?
PASOCJQC84KKIS+VFR_9#9.EH0\0^&?"2C.T@.(-S+V)^GZX@90D
MU+T\5@6%RXB,Y%\2N6S\|SCT'A_4F;U0_K;_T,>=HAL/!#[KYDM?('XG\&QU?
MN+*ACZEXW+>#<'WTTU0SU,67;A\53-P\;6;BJGN-4Q>'1\D)7YYR6TTZ?_A
M@0H.:EOJ*,>&!/JYV\$%#WWR,"Y,*7/3K_BK_F\4\OQNM0*PZ?Q23;0"4/E;
M3'I^!/V"DVE58*:2X<|Y3'?X(DUX+)UESH!_H\>?8XGY7#8_B8-!HDB'+X#_M\EQ',3+-
_&PT,90^2D!Q_*7/*L#I_RKV<+|9'F7*Y*L,5)LPA,Y*%2B>=7_M\Y;69%<,YF5W\$##
|_#29P;R\NB2X9DC>VIV_MC9,-0/R%2=|S19WE^4K-3,!2JBCP\|_J?_2K.:Z\;:<-
^C9B9J\WYU%:_|S\$X4\|%\$A>+R\$M47_M-GW,'8)CC"N\I.#=S%#9=
(C;I\J\$RUT\,U&9B@N/N\I(%HBE2M\J7@424GF
MU1HZ4)I5(MJ.N_+G))H&@+*W\$RVS=+:31>>A?2\5?->O*F!";>AE<8!.CI"-
M\$HT^O;6QE-#|>'OV,%V<6\$6_M\J@HWRU@GWDR\1AY&:T?X")@1K1?
2@R"J\H57\$|R_-EUE99G(@3HR>*W+T"1_M><1KB-J"9ZEY"27?D^|9\$M7\&:7-VU_10W
MH?|(TB>(XB>A^.^9%OAC50M!N%\JYZWJ5'4;H8K9BM+4N=,;:(C:8?BR!\$&I;5
M'.6W-|+G"7LTV@0Z'O)SSB+9D\NBW=\$W8YTS#K\FB+GRPE9U@O_RV/+SF7
M:RX8!OHK&,9)-(S7=7A,@X?+M!>>X@;_GZ>MYL,2_I?/NIAUXQZ&'M\$/997
MSQ5++Z6AS\J\8W+6\VT-K_#LP\3"0W\0\AE8XWU0B9:W'S'TF<7Y5I/2MBX
M\P)%0Y\$-F=QJ6KW7N^1H\JP0GZ4\Y1!/TVVD>|V+G"XGUZ_MU?01.8_WY^D\A#?
3@>J)P65VR1W<5FO!+Y\GV2VW(<>6@^W/&EY6\TZL^2:MM5ERS7KYDNUWJ\|=2?
T-2N5EZ|=I+&)O_MLK^!|9UJ-O9>WOA3OBS^T%N8-
RA(65E@%#AK=7PYY9.OE\|*HJR3R*.VVFXXY_M;_H+7\TN?
FZX7=752K\2NFKIYYN&4M6NKED7/H1>_E4VU(YNMUO;7ZM:X76">8PZB
J=&8ZE!;EYVO;Q\|@!DDR1!(N;7\|E^7^U"^\N;6F4(AO.M_MJ.;5GNY!VH\$)O*|^-|
\$51.1F.^4+KMQL\B6.>5KJY2)MR/1>KL1OE";4&/Z_M^"NH'7;
|X/E/<@:YKQCH&6SVZR>\$CR:Q*3Q.*W;3,=T,3'1D!W%V9"<7F=?
MC\3\$BKA#I+4UR1WK_+&#&+?W^?)*4J>8ZY5*=1*TZ80N>G%N_N:5T>E8Q1940
M3@AO"(<)1N.<07DW*6VJG9\BNL^D"\$G\$<8_@&M
FI:DM(>GC9)ZEG%X%V)=*TYOF&#_&.4%MPQ"2\N.X%SEI.MDN:~6**\$%%+|/?
U3L^4=96,_MQ39"YD2*O\|+\$+7:KUO?|B*?XM5NS_M!/5M\J-39;5^1CE!ID60J:?
ZV>CTM63'K;W\|6B\$.|8:4_Z<3L^R=-DU;J?R_MGR;J?_Z|=G0C;^5&7C\|9P\$O>;96_H-
|D9MYWVJ7RHHJ9&2SI"_|>1'\$!;J.Q
M7)&.TND1(JX)\$6OZ:|1*JB<J4JM1\$3IU\$W'>RQ).M6\132;|L:TR(3:2VQ_M8IV)-
A47V5L;Y1Z\O^U1ZZVJE=8_46\|R%A.OOTO,C9.'U%\$6#EAJHBP=J7N_M.CJZ\|
RTK2VS(|.5(T\|W,X&R*;OMU,\$H4DRG\$DREE<_0Z&8V55+9I6)#-(
M9I#;N%"942O6XV_O3%.1+;5H6)'4(*E!4D-PJ7\$B\PO/(M!56S;8B8!"8KJ
MKJ/7O+3|"1M2E)?J7R/?7DUQJ)+^!0Y%E?2IDOZ>9"FTV\BNHN%439^JZ5,U
M?:JFOULWI6KZ3573OYRD-RI#?X5%6.UVQ1_M\I_R\H0I4\8.XXUJYXVA9B\$ZG_M9\|C%
#M!G"#>\$HC7"-VX>,;400J\$T\$<<*T<(<)HPA\JLD=>A=191*&-=0JHKJ_MT#?(1TZK3
D7:Q'9FJS5;_Q_5TG/_*>SY+&Y6J=GR8916S\$AR+0(K5T65?O_M\#00,|)4&"?,-'=J-
;|87ZL:96FL_AY8_TBO-
Y4A\YA7G+;I0&:G9X#%I\$B'KZ'7:SD)7ZZAU!1K@CJ3'US@&_J+*KD6^/
MRM"WZ_EK*D-!|>@KRU=7:9?*[V]@77:%Z0=":*J"IB.I);BP/E,B+@B1-11
M^2T%0T>R;8BBS1%DFCN2&E+Y+47CK4ZT^B5(Q5+Y6ZG(41R_"O^H;5+I+\$5'
MV\J5=85*S\|<13N>(XUL*|R=O:-0;_)H@4T_IPW(DBB(|?R"33""5N-J7U6
MIV=K@!*=2L\J3Z?E#U%8J/7\|VOM4EEM*CW?7C=S0GI4.GYZT+\$CM+SEH(M
M*A0*5;01\$Z=1-U4%3Q+-%<433:7GJ?0\|E6\J2?G&5O6.MU3LPR*;AB;3M%M
M1W4>J2_L213!)P_YV-!T"NFS^|&*XLK%&-U_!RFK7*ZN(QR'O@^R@9=#WL,S
M\|9!_<2I6;"/X4H'X;IY_AB_P0/4-Z_1-TSDW\B8_JR,&3(D.!,|6Q-\$1
M2=%\,O%"&\$4:I02>9_1>
WW0METH\0VX5V\DJ@M@M'55'V%NAUJHNW*J"!\$D7*A\$F=
M.N(MJRC?;*N%EBW^>'T6+H40\9LLM(P2#7=8\$T&\A'/T5ZA=D\#\$0>XFF1.
M;JEP?6\$*R6BK\KQ)PFD6YV>8\FJ*5#%&N*&:^6&37ZL7&0'5:M^|A%Y>KW
M8(Q40CVS#_JV4"FTA&I"=154'R3-G4Y/U63540GWA'M1<8_6(3<.*V\|?1L
M7:""/=0.8VZ(C3(,97N"9S>&M#P!H%FR9I-Y1/:B)\&|6=-;4!_)ABT!@8'_M"0RMT\|
-V;)J*YP\$%(&_N)ZZ_*X_2!VPL,^H!BMOC1/_M_C;AK^.
|UEY27\$W>LSCS8\4THOWFV+ #CYWZ0I2J2*MS_MSAY"1>W5+"/5,B\GS?>\$&;

fQAL>R\18B.WJ(D_05G;LG5J;R:.X@Y@'D59
MWOK3OM\$*M_CP4\VSZ9GTCE_)S3\MC\|M^=*/K H>B&UUGNM'5-O\ZX3YHG1L,
M.Q80('::O=05004?[WK7!=&B_@VO\A&CX4M> HK%L\WSRM/|BT(M60H)!=[XH
M+_IR\Z)MP6/'#K_SI5FBI%\$3-UPQ-S0;\G3ISA>ANK6H/D2:ZTJGIZJR8M*=
M+!*|L+@_&2EJYV>;2.U^J3JTLVXB?105G M7:<|7|<\$@X,\$|J:4Z13Z|L*|^;65?*\$;
MM2?(WZQ_-'\$|8E|YQ!N|?2^U|*T3UT61F?^Z/O#\$G?)#=(E22&|U:=;65 M\(|B?
V)_2^)_0|2\$)Q.SS!DUVAU2T02\$&*Q @F(|PF(|TX+EX-LV7#+++KU
M2!#40AW6^&TPH9IR9 A;\$G2E'VF6M?2(V>82, W^@D6,(HE-!P#L#5W8\JV4|!P?
C/E-@^,S0B-\$3A32 ME,C6DLA&M0UOA"DWS65#D92R|:R\DS+_826Z-|)HF|9JG4\$
;9J+W>G9W3*G MY#KEXZJWHBX|)'%LW',3|UR*8L|;2/WUB4,J/?G)Z
M/'AC#!))T8B0&!3PJ??(^&N|T.P|@:|*HVOHI/Y\$P*0S;3S-9I-WX?J!
ML80<'BQE:*NH)^Y0&YJ8T7|:XF'*0^,Z0_4%|^-"R%&CHEJW0RX>;HF=I/H
MEE7"*LAU520S;MIVVO;"MM6|-QU\$N|S34"V|_=&B?W8)NH6J*B5|WM8_&+;C-
U4"N JK'_%R M';\$8L=B16"OW|78EI3W'5%:G5|OM/?\$3|=-%|E/&1|_"Q)=4^7J
MD%+;UG0|=-N254V43K,\$GO.!HZ92Z&|3;D56&HN=\$Y;\$P5(SIJ:#C:T=6;<\$
MZMM.\$#DJ1.H*%2T5*J)H-Q?29_.L/3M;&;|PCC1^1W>|JV"!/?N-O?W\$T
M57V+157\49YQ;\$L^5\$TAY|O.QSIVH7@10DS^;|H.?W?;XA-Q\$7&K;@B%W/ M1
#P3ON'YA|?;P%/7-K,Z/5/658+2Y4&I(7^/3=+FRB!25Z8X8LF4AGP;K;08
M*7>|B^9(F<3."XF(P-?41H@@@6>W=>DJG9YFVH25J|-*7?O25>|-EW9I%LR
MA)ZZ|J;+@W^6;.ETC^;RP-2,B>GJ(|L77;KFPR\$D99@I*Y8,1*QXKBB0.8:
MTM>Y==D/PEG F|FN-:&@J.1F#K+.)5T2|O%DP/OVJ"QA|UH\$5*N\$2FUK49^
MV46W:GL<"#NMQ|X>4L8!_4VO|5|@K B'E89,0I>DR74A9*?,L!5%))EQ:%0Q MK=:5-
G);Z|?3PLX#6WH0|=&XL*J5W@SU1*005T|/#_>O|-4L<4>14.56JR"F1
M;X?;BMKI699L:.\$6)=J8.F9R^AWG/&I-JC=;|)'%:0D-LH;&'UJ.|)NP4O=PD
M(TA&D(RX1!E1TQ-G*WJGYJ.K)84|B:I05*#I,8U2(UZ_79;P0"J|-K&+
<+_COPGWH9;_)T""?O+O?J(F>@E|^<^2%3Z\$KQ?T3AZ'/|+U MH0QM*YM
O5FZ=:_"1GLN_\$WC|@WB4X3'W8\$H(9?F(|P#KGL>;|DM.>DH
MWMEKB@T_=D*X:4@!5956YYC_(@1;E\$3 M?WJSMF7KU-Y,G.3/-:BDW&J;-@J-
|LVN(VS3XW.IF XFB>5@EL91Z M0U|O;VC|O+GD(D8B1FHZMT05
M6G0^74.+L|+^XE0_-\$|^IBFRJY*D(?3451@M!).LUJ_K15@2#DL-
V>I81U(W9=TJ7CPEC%PF M1NI*%8=+%GH&P.I:
MFYK6Z=FR:Q.4+@|*S1B;FM|L.8JLVJ)4E2:('LB=66* 8B1E?JFYFG*D&W_?
YAOQ\$K>Q,#N"=|K=E(%2D@YW2X:(.0%<1
MV2FD\3IPJK&Y!AQMZMDW=0JGC=7I%9OSTA.;>;0MK^U!LV%!=MBW:58%WM.XA
MXL FR|91S.FA/3|:'C?
D=7!AZPS9+FX(D4N\$^2JR"J_KF+&OV4V)+EH4|^C|NL:JAZC/11G#^OJ_|+H..ZJXLF'2
MM@J|K775#4SC5Q39T4@_GW""7FU'|=1-85#5E56W(84;:=SZ|WTH9T=VQE|>0
M"LHU_GX0SH(0Z+FKQ2_%MY? ULY<@\$QOL_9I3ZT%QH6 P-EM8BI+0*;7M M\$K?
3TV3-+3K("O7AIW=4L90 "V4-WZ!6&G&A#)4DB;7A9 |9(8FDLPX--+3
M6&,Q02S%+1T|)"_;>^1O@_IL(|G.7S7@:ZHE6+(N:)|ZG2:
(ANV|45&^5C&H=-7YQ|JW9A3;^+G^M6U|&MTJ^4KEKZ^:A'BI_)NJ
M(|E=Q|6%FY.N-C-2DW.RE.UTVA67WR2A6Q5>1^\$A97)C8|ZU=8G=T3&"@F)|
M*JF:E#@|KHL BV5+02@EGH|K(@#|+:ET|Z(M;|?./#|OS^'@KLJ|H3X(1@
M#J..HM_VN5ET.2#XY/FA|%'>>,ZN:|U+|TWZP078ZUH^;3MM^Q6M>_NV'WKE
ML(59IEON(|X#B2*P|RLDDU)SU>MMKKKCB0'O;#RX#_Y(4E+3^F^B5WWSVS|
MQ!
(%':46%UIE3E&WN6MVU*28^_C2^&C_!\$E3(4XB3A)KX2)P4OXDRE*"J79ZMBZ|=E/7K
NA=;3KPS-73RRJK35#L;XC7BM40AM<-/)U. M.
(JXJIC9'B91IM.K!UNTS8Y0,MZ|QY6D5DK7?|%UJYP=M2N.)4#T#0KNRV:
M4|2\$|OM4CBJ+=KS-.|ZL0P5O4+B*.*D5&VT3)_2"1-.60|IZ:9L617U*.*\$
M0)|@X7"2X)!+:O_TU18"EG\$<\$U,PE*;T.HU2|\$2.(J:6MHMFN"R<'&KK5R2>T MAZ?
NW;YFB2.*S*I_MT|7PW2UU#)#ID57^1K%UW'=NR092#*<7S+L|^2P-)(-M)!M(-
ER^;&C4'6;IG9YF&;+IM+I&-D/L=B\$A(>@PJ-AQZEE='J&+3M&JTN5-MD?00BT|
(>@@J|0Y7,TQ2,TA0D*"X%D%15ZVP2*UH*N%NM7_9E9*B4E)GGQ.5
MDBHK^G9=Q82HG|25DZ)R4E1.B@K,4%VAZUDW;3MM.Y63HG)2="&S;A:Q+4A*
MGDU%<(B/Q%JX2'Q4(8'-(4XB3A)KX2)P4K/I7FZG9YNRIHK\$:<1H BUTAR
)"1(2)"0N5\$@TZNAT5*PK8LN&6;0=28J0%"\$IH8ANT:Q21V)\$1(C)\$8N5(PXL6V+NM?
^:1|\$_?#E|.%?C8:01D|X'\$WCSB|2>X&0"H\$62 M|^3Y8USI#:#M)@),K0>6\$(82^S5C?

0"FU_9P(^E,:|U(+WJ?'S_I?:Y"/# M+ H1X)?2+\$4UO"*6F-/@Y!71P(N*?
^R6U*.;LMNGV=+/Z4+B4= XXGW N0!F@T MU+' Q#"M%
!8'/NF/YP,F2P_S6/)!"HN&#?0G/BXW#N2\$QL\$8*(M<4VWAV9)3 MGKO!\$^^-
;F7'(.P&|N+-C>K,XL9QK^Y%I+ _IQ=\$TZ^V99"!X>T*;52CJYH(MC(^_8N0\$@.?.SR?
V6\$.ZH'>|*%2V"?!%E)YS/_8#K7C|P;?C=@#G0<3PJ!^D
M@BL"F>.,+, 'T@:H@VD/X!XB41Q8\AMX,JA29S9-> Mj6\$"V'R*,U8?
S2%13Z^(#=&,#&4E/R8|K/?:#<;V\WOWDMRC2\$.YWU0Q+@P
M3(Z6Y>'V(CW|0AV%C>:U.8|L#MO\$X MMRI_R BF+X..+*|6*4 M\&#+_G/:T0;,@A?
I,>Y/V X3JHAHG(.9A3 M*C))B*S&H@0#PS&<.&!Z24/87P_@ &39|(YI9;
<,TQBE"@BJ3C>C(AFMU/; M:SNE|I\$<*(6P^1+UVAH71LKUV33QV:N"HVOI^Y/X#^|*;
IYPNJ0ZA/O7W|N+|3A^&7&\$C1S;S7_9S3R0L1S!"?#V/%RH|^X@:@
MQP86AR9.Q/<3|B<"93N,I!%|&H1<@;X_\$1*U(@\$.ASQO-K#@P\$ M2|M-Z,I6O!P\$+E
A9S6B..I*.9*-X'"<>.60*S?QS,, MES"#|ZV|JBPg TXB0)9&QS#^*IQSK253)%F?^4_)?
M0>|@&\$ XZ>-.?H&9/_&XJ&MOLU+7@H4SV\$06R:F/.F\$T_G\$8"MA|^FUJW!TSG
M\$2@LW3ZR:?)%7OG5|BS7P)@E'?>|">H'T|^_(.=(^,S|/???+"B92H./R7 MD?
1HGHC+|T\$("TYLXRUK#|&|_9_)PK@(C>9P#4F&9 MRR?6R'"SYWR.Q@6+
<7BN&3K//KP)U=X_#B.T3L#OP+R|=EN1S5;V!;+(:O2
MW1|H)7E(<#|Q:.;2ZGOA6&R6%@18!Y6E|F,)NF_%W3)IE4D2XBR *SGES6|
MLX,BX&88,B9W./%&'L@4#W.^YCP_@N.^F|6|GD>X!P0S?NC5CYN\$H?N'22LOI-
RFHY2B=V"4L.?_K\$TJ-|ZE34DV'8P'W;HNLB:*@ MIWN);5(4-HO?Y:0'YV?Q-
V8CDV=\$R14BVDH7\$)0CW!#T;FS8:1D.|>!YFGD| M^-.\$)3/;
;P#E%7*|8MQXHY,%:7|,^MF8,Q||_I-A
M3/7/N3_@0:'.M\$O">ROY=SEJDCG,0W@9*N)1\$:1D,:NEZZ:A5W|YQQQ6&+|I
MW.=EPUZOKIW/!/*7_7 4(.#LP.%/^"=;^CJX7G:6OY| M45-VF!>8?
A%8D/"^EWI8Z;GL_@ M:&AQ#?SA\$Y*KLR6#)WL6-^;1UG
*GEL@2R>5,2E!ASA>/C.X(R!'P2Y0FO< MO("O|+!/%|I*6?A&0-AERA(?
VP^BI;+C.!)E\$D RLA'M0'F|K)(|T AXG&7 M/U!@S)9T0E=80^A*DLV^SB<
A/Y:JIRZGASW>2&LHO=C+XK|H<|&|U|>+PF> M)XY;=PW#OOD'_YS+5S2QX4>
S?|F+^MX,%P &S1X^E=-VI%05I:LD M|J0J+2EMM6NH1B,-
\$E6M:QE:L1M=NUHQW2Y.L_=PFEW<|C9TV#JTLZ)23-0|YRW@O=V9TCY
MS1Y;OA3|X1VP|M+U^_%X^(^%AO_?/N9"?)NR_P\$8+>0YBO/*MS&L
M3D|U3%ESW(8J7I_@.A0Q@\$AK.SL#"Z%\$.LU&KJLFH8@X+^&BNYX"O*TAN5! M&
(|@48|C:8BN2/R\$JK@?GX=N<0^A>X3XG|"VB,W1?7.\$Z?3TPQ+=I3:+\$4% M4%L(GL-
EL00 T0U9=1Q!@',M%DDBBY>B=R&-8S:M(8SWU=6(GQ;|A%R4,M0|
MF|87QJZ2|)2A--7.YE3"F,#3!'@.%L8N%A53'=FV1+*\$KTLOKB=Y29.IS#S-MB%L-
N\$:3=:TVTY#JVQ; "YB|4Y/M66M+27_&^EP)|3XY?7KZZBZ|6HPM9NY
M&N*M.Y|^D4^M6)'(|S GOC*G&9V>93BRH^EM:.I(H#L_Z"IS 2(J3H86L6B M5@)"
|/%|E^F)\$_>.:M3H*-|B(W&=8!|O. 8JLZ?5Z3FJ*:N&UI"R)<0)0+|
M.NP.5^_M3L|6#%DQ6P\$Y:FZU5W.KW?4ZJ+T5U74|=EW7'4/(1=M2T*V+P)6#
M|..O|K|7*U|G-Z>^@=O_)QFUWQ@T>3^Z""U'MUG4Y/E0U+EUV+*D53I6B2
M*|F:\$5TSVDNV%.|KTU4CNFI\$ M5XWHJA%=-1)D;^BJT;7?M-C1_>7D5XT<1>GT7%?
6ZCOAZ:81X?|L^#|T'. H M*F#?D2VSV.J9|BG|HM%EL|Q+AHYBM;IZ8HM*V|MK!
|*MFPA> X7Q=BWTK5D MS18E3?=:|&Z:"0*/S5|TPX6QB3?4=-FDBT9T MT>@:F*
<9<6L!U|BR9M:^UDFJ;UL<|B(M?FM,-5I*A%1N(M&K9*|Q|ME=.EL
MU1|7>&*D;XG9YEN|*F'/V*D3#WBPAN|E8|D-.A|I9M%UP.Y@?5Y5.SW;LF3%KGTM;
7'N M%-71YX0C8*.Y_ M21A015S_K?X>(\$^L>D:-J>#W-!S9*"%E7-;U@...?R0_
M2'Z<77XT=&O(475^05"U2L.K2"POH=SRKR|PEAHUPZ(:G1#|9IOJ/V^HR5|
M*^G92<;Z&9LRL/^Y6XK|B+%BZI"2F!7WT|F6K%CO*L_L@BR'LY7_C&43E M|K?
%./!M'QL9WTX')<\$Q' #SC|PTXU-5*AOH1J>GJYILZ*+1&CP32UTI2YTKMN*B MMP&
|M1N14JQ%8JM""B5R#4JOAV&T|=6-&7S 4^>5(JMD 17(T'E01U,W;
M#DF\$)NX|>XX'27:J<_O^W;ML!!DF-,9W/(_|DCR0B:%|,^Y M#R>G% ?? ^/;
(O(*?/XX'WMQ\$+Y(LWDX"R(@\$+X?OP.|A,\$S@="|5N^/X<5=
M"5>^&^?/L\$Q/6'3&%MDX\$K25?B1!+S)7Q@O2?6WOP#3V6^CW.!CH3&D?3L
MOR/^2QRC"P0;(QXC7\$9"GQQU<+|V/4?N\$U?ZU45,Y<\$33FNJ!)=PTW#?<;
M27P|>\$(%)'H7PG|&WX8X)_Y!#@Q_C94W=.;Y|3QN;F/_ A95UZL+ON\$CX"3Z|?
(0&VZ\$?) M|=!T^0NNAX&FCRSJ@AR)@+R-USR!.B9+2)=%\$P!=HSS8W'3.-.\$&#)
<)&A*8 M?@3|_UR|)&>83,98.=Y"KS.K|B:.K05\$,Z.:PS8T!GH MMJ<;JFG8CM/7AO|K
##7N_>=4!GBAP:@^S|6;@*O|.:ZSL#(M='7(&1?>@- MV.UT| T &/Z K?&?

!&B(EI93J9\$#\$!+P|: G"6+&IT%@PQNX_0S?#D#=#H A
M*0LV6*?7\X\X4!.J+B+>:\3E1.UUU_Q;S.0-YT^ ^CX\$D6R=|(B_SD3V\$E
ML*CE0DN68.Y/>,-EV'1Q)406.BZ3@Y)|F>VL,8L|3>=M-)/>T2:!
MY|S/PZJ>25@VH1BO=:5UWM>R3X4 &=== F&JHK77U=2)>Z(|8NGRT EG8 M|
|B&2IZTP&8PJ&_11.RP&DBE2)'MN |<_L(RL|'|_|)#=DG9\$0V5?+I0MZ5K
M|I#"B|KLMK@&ZK^LNB_3 KM;DUVKU:Y,RIR@S(F=|:.(P&XV:"&**FNJ*-E" M#37;:
<4QNU\$!D@)TCUQL YX&SBI7!.9Q.CW;UF7;*K8X:|%A10U_CB#=X0D1
M\$.H"0C55=MRF"H,+TMBR%>+|^_?OTAB|HQ?;P|*^(?EXRA|4F %7>GT---H
MLZ"F/IA'\$=3:B0"H=GJ&4@1@N|3LBW\$^WLT?>-(%K+ZJ%|).FQ2QV:D)>;ZC
MLL!)|Y=PQX\ENPZ5IL%?B4PG4!G;RFJFS@D=N1TG@;5.J!;TV53J7VKY>C(
MNNZ.GCG'3LC@#Q;%7EP(I31+EUW!K@9&OB!W!34@#GG+G+\$.9&,I@B2\$0N*
MZK:L6Y=P)X8|<W;NRBT^"4!,0JNBRH10U4O+\$G3&?X6)<(4W*(V?
=462Y"%\$S'6L9;JILU6^W2D'SAFPKBICO9!T10N:Z ZPC
M6Y8A:VJK8S&DJA|O*LB!,UU+!XCFXXMFV|MK*@S*^L7':|9Q|6VA|4WL;V
M#9P*ZG""|4XSL"2)IB#*-M&15YQBTZ% |CNV!9!>|'=Q'ERG-A^172KB&Z8
M"^@|Q41! 1%V|;D!|UB\$|H#C)N(W56A3.81ST.#7Y/CC!4OPAG|0HZ_+7)2 MA*0-
0^OT5->0%;?521OD^#O*22Y" @;6WE =1|;5VD\$<H_% M(J 7XT%|0I*+\$(XW#;
36;=M^% ^K93EY^8XBRT4(R!MF@E%=UNRFTNG(R)>4 MER^L:(%=M".DB6-
!A,B^82'+F;8J&|;6YF.!W'R"2@B9 48-D>WI381-B(W MWXE2?
+.'|_WLSU_@#Q|HF|BY^G #UE_/D=10!Z'9ZCD&E;(0^2|ON 6E
(&LB9%V8"M9^TDK5U19);/+1 M'45BBY Y8:J=GFO)KE'T%I"#|MQI>
(W(^|9|+YHX#\$0(OIL8?%=T63'),T>> MN>:.\$1"|"B;V&@W<9J(D#A@8N* *>OU3Y-
3P.N*+)9M?:7':TV*R%@YC 6%
M,%6L3L^4;,%3)6FCI>A#15;2VI2JR6Z(Z"8@OLE98%+T!7#\$OG/) &
MLGV|JUIG3P3SA|_MP:C_A%|\$.L_Q_LP&V M*|02\$CYOA?H-: (_QW<#MP+/?
@_9Q)|/O@1|^=8F7|Q_BX|:K%T3:&?&UD=MYV;2K@KG
LBXLY%W+ENL::&6+BK:8Z4-H5OXUE2Q5:1I2GC_8|K'#*GH:|H M#:@:ZO?
6\$%\$\$\$8GGL *7|9W|_7#.:H^Q%R>+XFT:=%49:"F)7:C*CM7JVD)-
MR|QC|V|3('14,>Z"Q,8YS"M3R(P5&YL*Z;LZK6O@)V=;EJ|9HW/L_ZH|> M:R3?
RQ:9MK?G'=:S):6;VA=&SNESX+(QV?>A&P,#S^Q98/T_|-9>3!:=J|)MQ'N L:?
K\$%GT5', MN-\$2|H9OV. VSC|5-^[PO^91|_|?SD3T^Q&3P.Z"-|H(P|TY\$ \$PB|F^/)F%
M;2F\$6;-TL|AT Y;L^ZAS VNS|D\$0,/'40R*M1<.4K4<% '0I9\$|^S' 6 M!GTVF(-
HZDI_>%/8.C3OTF|C*1ZQB"U&Y4OGY" K!|I|\$^|D+IP8M|&"0_MWP%8@_H0HT?
=/OU.?+15J;Y./<'#\$D0H23D#SUYH1_|P^"|1 &""P(J2O
M0&)M*TX";Y/X0Y"+0OC_RIHL2E^_M3OXF(1@ M:='#3R+IF8W'^-
|X%,###|X8CZM(&K'Q0(*7E" ^K0*MW :.7_&!7WQ0AA|
M!@AZ8AQ;)9B(N=48PUJ1RN.7543! (%0ZM_|MBQ3T^P#-8(JCX3_F2=
(2,A/>RGT8^|&(K>:MS&9)LYM|1TY8N;?M.(IG\$'_M42#YD|F8?P3C)|O"N?F\$E
K#QT28!;!WP-LZ2N2V0DT_ ^!|+X|8N,H\$31'Z;| M P3M<|4A_1V?Q)|S-EW! |D)&0M1G|
W+DWR&3!" M0;BFSP@|SU0& 9-ACBG@ |T;X3T8,XD?|AQ'V)-_Y%"\$SLSQ;-
NQ(M\$7|_MDD@C+B6F09Q(BI#KE_"8%R7LGK(^|OGR&7PWO*LK_9U-6-
0'R\$YQBASO)'@U9X2N|_XJ|6 V6K|B)|,FOX@ Z^X2":>: #->HFZOGP(?@R'(00A
M%.M*WS,Z+#8"9I70=I6@2.G'! ?5!EHQ|^#&L"&8|3X7V0|.L" TLM@((W|"
DM)^ZZ;8E6\$4?*"|1\$.,!UQY%|/4@W8L58,"L)EQ* M@PCN=9#'(H!@.!'SG4->0-&%=H*
<' ^_9AQ_V1F"|AD,AWRZ(9=TR;(1 MK'R0|)|+8F<;L"+\$, ^Z%4W0&)A@A=UB)6B\$?
PE68XZ1|C*8N<1R|TK MAWT|D3B6<(!X!\$..@O\$@.=*R5^(LEH1JJ^Q?L037,ZW6+?
3O(*^S%F)H|H= MXY_W_|R|<=#_N32N2|P\$2|.1&1CB,Z0." J|C88'-
@Z>)6Y/)TP)TP#XP'^| M|0NHZIS#,KF=(BOBCX_EKAN#2.V|@7GQ9^FWR:'SC_F4)?
NA*USU,SC6"@KA MFW;"BO_!J;:T#W"O|HF;Q:Q-|E?WL(A J?IRQM_RH?F#|V=
%^!;9LZ%="L M7?-X|-4G7R|MWJZ26+UI:"E|<_IU%|YZ7?Q5V:-?| M&QKI6".9MK%UI-
)0(U8*6;A9VA,81)DA9>)BCR(5E2M"M"B"RD=|X|?PMOX^MH?|/Z
8(YC#J("H\$PQND1>):% HVNG)CNM('L#2N:|V68^-O9CBWQE0W_) WAGX>HJ1?
PLR9KKYE=4_#=W|)8M53M.-5DBPDZ>JQ++V<@ (E3S+EU76>8-
W|)K/#YQW+X506(@2'39MFQ!0')-'=&^?_ ^>W#BX MV)9H30C3\$X6P;,"(P2!'
1.%/.UQ8HG\$ 1R\$#A1D-2V"0*0L X4531=@@" MHD+@.&&X(@1 8(%!;!'
)\$0D\$5U^ ^_|?0KFH>^Q763:XF5D|4 M '/4)@-@5'9:%/B<*3F;
V&S@|HJ!'A*";HS<;="TB8(N\$<)UCM%LN(|0 M)0JZ1
CT.6:GYUB&K*F\$KPO#ER)"%S?'0GQ9LNNTXG1LO(|BJZSD7!IHR./

M+&L8[U5CXW"ZI+IP3R.W9N0F,Z;%0Q./);+C<,Y%&25(;U%S3A2"=YH(OE&R
MTE\$@<*(00--\$(T@4IT(.4J.3NEGO"8=CL15585 M\$=T^A!^5/\$V4R%6PB X50Q 3 P+4-
7 5M=,S5-ET7 *)B""QCA-(J@@2#4"B MR;9#DD1,D @0:G(5?C/
TE39T\$74.BC8E%A<0IPZ/,_?XKG8Q7NCC82;+OHZ
MYSX9JWOXH.XZ9=PZ3LBJ(B.8W\$RKKWT=@/IC>SFO&UVG"8:YBM6\$@4?H\$0PI M
ESU=!6[*=.0X"48O 1(. '(5AQN5CEW;6"!X"08O <)_+M@Y/1U#.H"PVH4T
M"&%B(4P5P>&A*H@P355EVVB%!G;UE9%^L,@?L&G5
M#/UL&\$2^W/NOR^4#+U%_SG-+5 73L&>5;IH/>7 '04\$)XKPJUJGUYB"2QAH
M%@,BQ%I4'5W,CMZ4BDH8:10CM@@!?!7'XTRW*4\?8:19C AA[F*HRE5EPZW= M
87RJ8_F&!&@#I:K6H@40U;<8AVL*ZG_B,(XT?OD1W6Q.9*4IEL\$:+RJHTJ
MDZ50!U(Q.7*BV+J*\$2J#FL*)"0(10N2J"!WK%A4@D5,C(@0YI;P"H:L*M2F
M5DR,B!"LUE14.'3+D35;1%E"N=.)=26\$/- \$X5FP;_M>T?76QN=-AQ<@O)6#L
MD)H"W%U-7IC1"OQ,@B8? '\$HJH"N\$!7.-*/3,^NW,B'X" 8?\$()N&C;;D!W*
MS;|T=#DB!;PT=+&KLJW4IO)%!|(.7B+\$^C3N #=-5I;MIJ)IA#!!\$*8*H;LI
M'&&V*AOM2,^_ ^N1H \$RG|"0IY+=7@2J73F-/CI;I^NO.G/TX?\$LGY,2=-; MJ)(35):V-
1=L?@\$3F @ "JG.BN+ZNH/%\$&! 2 Z>I(.WJ>'>")(" D!\$Y30=K5
MM4Y/HYL38F+@.%'Y(@;T3L_014QH3FQ%EQFEYJKFX \$!IO?=/J?.4*!C_E
M\$:G.B2Y|ZF:GIYLB)@D1"%3G1(%K'<,%I7L%1,\$ISJR;) \$&J65"@D"!S0- M0%W=Z?
0FRH365'T/P\$@->JB9"_253 M:Q.IKBA4:Y<"D|!':<Y+**51-PHM0G|?\$K'W9**G/F^WK
M.429@#XL0G8%9)\H@&QB",?9W/6M.H(V0?M0 M: NA\EL;4?
62DH%\$K0)VH="6X2@OVD#M&5;<63#(G03NIM"MP@)!Z;#L6U9
MLN60J4CI#KO2':+H#6":>>&4#21_VL=NM^@R&K
A"P&+0)4CFCE"3(FI5:1BR@;FOHAH".@_ ^H676*G;|!* MVH5V>
_"|X&|@2+08-.E(^|<8>"N9:9&?;-7SS7\$TIE(&H=I+/-26-VU.;;K
MF5|N^|6;Y7_K:7)T,8G|),C|_-TOF&3|7XZS3?H".|89X699-'5-@*>J-+ MF6EO|
<|9&|!&|0B6UZ|>F6O9_OXY-0_7Z%A2|G0)U?VY.A?BOIN?
NMN_O2"H+/X*@@3Z=XGJR+|&;WCW>SK%C/D|>;;E-5'71NT62 MW|Q;1'%QO0*
|M6KK/|V-QKJQIR-NBZ_>;MGZ_IGWXX_+WC7-,|%/=/UK7-M_?
VQ6T77H10B3FKOY+F=^(&X9DX_O/'AA,R_XDNR(O;-#<-+3"A&-=>9'Q\$UT6+FO<
MOG457N*X(ZL:M+!*C5_IWONR!E_G#'U*BM+X:7-A8_ ^PR7/Z5;+K;LPS->O
M_7#@ (UKQ&L?_RU.2W!L*OH)CM|C(&_HWX1XM|O\$&./7\$W|&^L8M%FD\S2D(&
MPFPYVQ1E3O_S!"">.,+>#^MBYB;W#|K|_CI/HIMYN3G<;8@,6#?O,G^PPMYE
M+7W\$,LJ:\$(F=|S)JXN1U:P>BQXMH10KL@8R*/" :B'X;T8IDX0,'B :B52#: M5J15'IA-
!"M!-\$Z".@'7MTQG#X-0_0=PWZCGH="6+>UPWSYPJR#=-M=-1I MV**K.F="!B+"
(+9F*&J<'@23V EE=;U0+-,Q>A H4J/V0E8UVKH!;4#0"0AT MT(\$/HDE,3)L<9N4"(SI@1
=|J="B2XE)1P.;:(D1'93)0WL2!W9HNA%0HB-* M|(XZ10JBA%"4\$-
L,M4&)S'!_H/FH=.G3|4F5YM^:B/G";\$5Q<9#O>(N@, > M!;!0%DT.| A6 P!X\$%\$5?
0P!0T!0"1%&X,00! 5TAT\$U|Q "P21VK=8N&(" @
MDX.3(H=|&.H\$@HMO;/1Y%_@H"TY% MELS@&>"C"WQT"+M%MMRP&|"E"IT"-
A%1&| #NC2!5TZA/HBAZZ+Q#)MRP.^ M1H4O^PP|ZP|PY3)\.:8W#'RU|
1T^%"#.B;098+F*?V1%F52GJ3> C&=\$WI"MU @%%,?A(100-\$.@\$ HIB M|!\$ "&@*
4=1# #X* 0%=(;!#C6W\$(DD6D& M\$ZB9(<7YT*2JB;_3)|.GL:|+A39|!
(\$;J+H|GTDLP"!O8PT(V|GX;!%#MH MBX%N
M8<#+A8#+0%@1|;9V|2\$V*;OM4Z9P|PZ>24I8'V#WUL?PN30)+.>J%N48 MP
_ %CZH8G2U1B0CHT04|&A3S4&AYLDZ9P)=F^-*@U)7BRZ_PY5JM"_6!+|WP
MI450TF8Z^J9%#RS\$QQ(Y+HC9'35C\$(58R"!&'|T_4%8L8L7A_HC+;)9NBQE
ME+V*S(UP129N/I";7U:B|G^L%JF1_G.3E8|(U&|8 :G*&+"C2>SZLDYHR+J2
MBP)5&0.\$A?JTZ:@&%+Q\$@18Y|2>Q+89^2% HB-("UB?*2*|?GM|\$ 22<@
MT2)C@#C4DH2>Z0=8<'2\$B:U#>SH*\$Y?!)#0=6Y?=Z64E>_ ^ZRLO|Y#X|KV?0
M9:36\$|\$|+-R)AC0-X|Q-Y\$Z4*D*"3JLDP@A MP,_(!*-%;-
%AC43,,)35|Q#PT@1>OA9A2(>%#FS3(K+BD,"7+OC2(H+I5/YV MS|-
3UKJ%""F!|1L6PNI*|>O(;;JJED1FNJ,7+9IF5;@9DFL824HX^;J M;WY92>\$?
EL_L3ZY8# GL2A+2L6 !1(J5<0-9W2* H(18&K MRX)P6J"DDP.5
M% C5|;EBA)'UV5<@9?I9*UO*80S)%M0BJXIJN54?;Z1#CPT_JB)B'BMB<5H7 M6
FN%'53#-8VU2PD%D<@\$ OA1%8?SR"0."S/V/"C186FY|"S1F!;D+D>
M&;YLHH7HA.=6^ K"0=BOB|ID_B5-BG:R3Y?;1*HBCYZGKP^KUI8;*""HD=5 MU-
+S@9|QH4=5M-,+@)|1H2=4%27U)'8H!WIT08\6T56/9:U|IM/^K %\;84O
MFVCA*_&M(>'K@H*V 1=A7ZJ(I7Q%;U&%;^?GGVT|T_BSY"8C=LZ'

MG%X4NQ?:AS'3T)4%: M NYM0LBBT2266R,GZ ;0!|7.AK444P&?%\$C|%|J\$J M\$|
-) ^ +,2T4LWUW\$KN6Z7G -K M#|MZG'B|2>R97F"93G!8V !X HGP5N/
M38G/P.W;EAEQ9 X ;F1&O,R,*(H;"NHTR9?IS,B64|;.F/F59NE=FE,PTGDI
MRMK5=) K)+EA|5BD96+=%G^3N>"?IQ|*341U%!| MRM-
%MEG|E!53.N|EURX@OCE"4(F|>.2""F"/\$8)*?!|C%U010#4^4(E|:-2" M*K JB&
ZKN6_H2"CH#^JUMX"1|) GL2NV;\$ \$5'X'M ;*/0.UD@M@4>& ;R6 M21WUC5X|UQ#/Z"
(9'Z:Q3\$MC==?F|*YF?KGTUVZ6_ZVGR=%)O:32_/S7|Y
MADW&^ ^DTWZ2SC_2&>5J438Y1<3/HC"Z|HKW).V=W 'L!>|%O@I(:>^&.+F4)
M|J)O9L!>|. &85&,OO/'E@<%@| \$T-&(P^G,YJ#(8_ON0Z&(R^J0&#T4=^HAJ#
M\$509BSXKTSN,8L%FP&; 9@PFZ5.-Q0BK-%#+,R,'NXS6P:D?2O;FZ/_/LJ|Q M-
9T,! =ERDVSG|^ WU0?K,=|F/SS->'T#^F,WXKT'^<>F*+.|OPFNPW6X#M?A
MNA.NVZXM+KD.6,^S|:K(F &^R=,YM<1?TW??LEGYL%O8|R|<+B76|R7)+5TY M-
N7Q2_>:<9JR55MX:;(N4|A@\$S8#MF^|?;|GP_Y|G'6R7UZ=9NGR9|7R1U|
MVIMD_BUY+.-@2NC>H1;.:|>O7*7L_V|"|VS MU50\$ _05_ ^|&0N&Q'N/U+.GM?
|G|K'8722|BK?KM?'E*ZMV2;3CHU1K7-*8PU MW8|2R!DE_>-3LE*53&+
<)D56L+R3.B&%CIR^C*2>1/KL;.:K?),S+Z7;7./; M0S9|8#?(4^
;4M!/&16;Z7V2W>ZX^N"TVa_3VQ5%6EP;."BW?*W;AA)SM)A M#_L^G_)_'|H7O?
6C|)D=|GZ7WU!;.>|QG2>%,^/:1D|1_N5FF|=;5L4R# M6,2MAOD3!/=B-LT-
QZY^Z|QT:1F?| \$ UP&=+5FU_*6+FR;I(;W;_>#?+BO4| M>;S)EM5|KRYZMTCR>TK"K?
EC!'RU|:V^K_|S,S>OK9J?VRRM|3=O_WO_3# MX>|YSH@+O=/UK7-?<
VQ6|G.=>2%.M|*Y_|I=RMN:|O|G%TYI\$0T1@%CA_X7 M!|BW\$O@&E(I7W?
\$F*^FW34|)&OVXD)9JM:%WG14'6942YZ*FOE9X^_W9CO|R
ME)U8:RT;W|+R@1GN|Q|^P:08;PA0CW(B#B#O*;%|@)|VJ?|\$|?4PCC(R?Z/:P
M^D"U|Z,C&ZM:-2|!H0@E%AOYZ|3^/N_QQ@L=TCMC.?M|LTHR=F+RY8SNJ'+
MZ7^>|/).G-MS/_;&+. ^VA'0/G|Z_:Y>?.C?9G^?'#>H3Y""APF^T)S(+NH68
M^L,@'&+2,E#40@0R\$E@)Z MOYQ|+K/Y?'?NX4*
<2"A8EP3OBY=)VNN4++KQO!|"B\$1? \$N".CT;9\$C8UN\$ MTOO!(Z:++8@K:0L">
(T07N++_5!;WUU0 XXW'3IY2G^D+'*=GN*U;34U;|EB M!W#S;DFMX0;J&OR_7V>33?
SG|U E|JQ40\$G:S|K MFAG|0#");2<"D: + O'=H\$1=U;XV?-
=%/G;WZP|B2BG_K_'3I1H(6W1_B M455;|5J^)MY2
*,M,#IPUT0L0NJ8D=|ZG05*M\$6)|#H;V0BR:.(77I#E%|+M')K-
U++%VUC+69DC(FMEAH|)|#J8DVOPGNE;2'\$|WS)V VXB,&|?'A;_/Z
M'VF1S>C;1CQ&=CQF;.&_V#JZ.D_-UGYB!'|^WM,"\$GDACEAJ.|H|?>Q9; MG|2.Z08
R7A!(KXOD|BZ\$-\$0(73|NLK+^ ^3^S+Z?%^*[M,5E9D|?,65\$ N&R MUN2U=
|%B1H/8MDW/U;@6|BB1C!+1)9,^ISYF X&-76 C%_15P\$WX|K>ZR|RS M+1FA0?
B5|P|8^4NV;1&Z9'NF9:-V|/B2L=@| S%5J|U9+0NF6UD5CS:G% XK ME(XA3R0?
%S.LCR=E@A2-!C:|L14;\$MB&|C^Y|Y?^UDU&;E36)RVA1(!@+
M",0W61I5;EU8\$)\$@UP2'HTVDI7MR2" C\$@<_LR:O_'^%+M4.9/S0_FW.8':N9*-SU>
M|KME>OM#V<8,#?=NI"6 ^|NUMN'V /8_ZM <=9 /9|B3VB4D|!8!Q@'|& M84S&0?
S|Y?'/7| \$@&?#?ZIFIWO=5|M;K<9HJ*K-
K.&Y'VH|HA&KFCDBD:N.;2J8I^ \$1JXZ+|%HY*I+?(.WO_>N|4|"1!_7%D/4
MQ2|@0ZK6ZC_51\$;6,9I: L5=H+@+YW? NJCQ?_/_#"O)>;%?;H:2?B;U/Y M5JK1H(Z0/?
69'7TRG>5VN&6+%&3O:I-Z":@HV1<1J|H7!;WW10#6J(EO/D@
M*F2,|!,&&=2JK|'C;'?'2KO/-I=|#!=H^@C>|H"\$':W"25\$'W4"O|VK_V| M0C#B3&
(;RNDC1H'X|D|C*:.+ #1>BC:R(N(^TX)KHB=N;Q"XQ+2?4Q%4+8+0%
M1A=^&;|J.4="71SZ0(E|E(@OLOK)(D'|&UDNZ\$6Z6ME#F6MS-"X&#RDNEC3 MHV|
YU5G_U_E_!NP!F*G-/ %R|&C=^S9-| ^L" =.QYYF;SM_LW\$D|K+AV^|H MM7>PC7,
(;QU+'(!DO" 1WXM);(V#_@ZQ|HFA=_A@BDC|@ (LK,? +|W/?K_V|(@S79E+_M
_%H02"|QW(U*LVZK! \$ ^L8*L4-:B>' S+"ER04 /V/"C_A*M'DI9R34()0Q0/
A|8|\$WMF^T JNK5&5MH<3#|>|T=*5S2\$DRKJ#7L >|'"E M/>@&@%|BSJKZQM|H|ND3
_,ZC,@|'"YR_YI^_8 D\$#X8O^|:RZ61O-UMNDNU|
MUA|&W./9M.W.|ONQKN=&9=|*8|?LC?DNIW@Y*1'E'R90K@1-@-V8+Q|QOV?
#_GN<=;)?7IUFZ?) MGU?)'7W;FV3^C7*- 6!O4(ML>?7JE;V>|>.3TS1%_|@497;WV-
<=>T5GK?V
M(R3NE4>/U@^H6&UH_U.;34)MTOZ:UGQK^)^6+|@W_H_.WO0F>ECPP^U 1^
M7\$Y7BV>7M|5GYXB8,?8Z?AQ'T#07|>.X8H_C=_PX'B|^<<8OC-6=D6V_COZ# M?
9|!A|9|M!; ^X-FFYP^K%%2')9I6#J(B^|M8T&\$ _%\$:ZI*N|9^;95JO
M38Y5|5UVJ|^Q!LS7AQ;?.,7P063U,8|YB6S F+?!1;E8QBYL_0NG#E!XKCT

MW05A."5W_S^+ZFAA0@ZV0I4)\:Z-O[U8 P\A_A)\$3^Z/OZ_R#WDZR\I?5D61 M%E_H-
3_5]_JP#CUPBEDY.WI>[7I]IA1>:S8/^2:=Q\$ W9(XO<|T
M2C>1):/FNX&IVSE8CLJ9@96|2>>L\$)_<4O_VYCF6;4#/+S8-.|I7FQ979;.:|3?
0C\W3K^G\Z?F?ORQGP93=B5VP7N7E'?WN566#V&\6=\$JJOJ)T-
YQ.2_HI#22HM@LU@RR M!;W:9CXS'I*OE1\$LGQ?M_G_A.0.WA6L6G
S+ZN'6JW3O((ZG<3|I?TAH>:2 M/3K|P(S.R2(M'U8SBHG|1_;\$BS0I-
GE:CVG!)HG=C)K?C#W>;\L10H7W9JR M#S_-
V'9LS"CO#9#>E@VCNBL;TG(?!'LSEQ5T#NALT ^ELO=/_33_-:>E'Z<@_MH<^T6=/IN-
IDL^HN|,Y?,V;NZ<-|_OF#|;E;|NY8@^K=&_JO,Y^G|)%_&;ZMK
MP|8CT^CXL%3=|:2&|5QZE=089|_0LCQU|)=G&F0/FX+*A99!|LC.|F'W| ^M|,OD>
|/"\$ _|S5Z|NUM,AL1HE?4JHMUX_F#|66UI@N;0WSSM"F\EK=)T,U^M|QN-#4-
+8OR4%16+*+D^),6#|7?7 J\GS|??+|EIJ,| #MKP0P\$-60OK0:|
M\$5NZ*>MK,U&D|_7,IG|-YY09LW6EH_ ^>_OG:X-N(HPTF3YL#6Z1OKS'
MOCU=6ZCUH|U9<|YQYZ3VH5_I-;DB;EUM+O7FOMS8UOS(Y1R|!.|JO?U@-(
MMA=1 Y;V\$NA(V)C>+;*ZSS=75*LTW1F&M,-6SGFVV=CARJZ\$CP:|^3>9\$|R
MF|QF\XRN*W0T="^84*M=\$|XUJ
M!NK;T@>MEL&G\V&#J;TGVPRO+?:2(OTA*|I57BV1LZ1,KB7N@;6'-JUXT.6S
M8)M#NN>8/J+M!YOLO2EYFB8VHW2^|VJ2V+3.4OJ7!T.H|ADE2.I?I&SG+Y)
MMF%9&9N2OO!_I0QBR^>W.<_NTNK=| #1 (FL>'Y,>HS;>X;">!*|PWP.)P)V-
M;|F|\$AI@^X|50WE*&<1N|W*|LS^ZFIL|0A?;D>Z(3(W#UC28='5_VLOMIZ-X
M^HKJULN*:G2&Z4EML9ZO:FRS1TTH3E/C;:4|0|JQ8?XF>B=C^I_L|QF/GZ^|
MSZM^HR=%BJXI&_UL,V7|J)=O9+M3J5|\$B(WX|LU4;X&-M7CQ%NK-X!8WLWH
M=K?:Y,8_-TE>LGFB%H:RHC+0;&^>%22&;RK_9FS39YU7_07B-|.QE=!MC? MZ;:?
H_9+FWZ9|4)W"=3|3;RJC4&VR-7#_W|M=51@!KGA/WZBHV++VWW|>Q:D=,;ZS
ME!Z^,|:CG\$|W<|;M,XUE6NY>=D:1,ZU7L;UMV=|QW7PZZ.HX^'3U?O;LJ+R
M|W8|V;H#7C\O<|VL-32L;?96FN#^2K2%YO%O6_X;O+;I_|^?|:>+^L'"|T
M5\$Q6Z':>%0_02U|SEE&OXV>Z^G-;|/R6|KUC|!KZR5Y0*\$I95|LJ!+EW.
MDV+|/C|Y1_ZQF6W-RAV%(EMC%G;Z6?%UO-2NX?8WF?W:LNG0PQ=&?H(9NG
MO!OO/%\U,U^:J:2"/>U_LI=|H9|^P!HN:4KL>4X;6S;6|J#+9|V6?00HW^
M5GG#EFGM::OATUARBZ9I=M_O_ABOFN#18K9O4Q*\$+K;JAM2>EW;RWTYZI5
M5^V|I/-YXX>)*=96L|VRALOY_1#|@KV3K(GPOG.WAK J|/3UF<>C+?
#JTU8_!WGE:6|EZC:F3B:I3S%=Z\$*P0_M5_-DR>)5!P|>0.9!7W|XXA?F+6#-
V;+R>;H:P@ELBG^_N|OZ,9E7'_C|D%+S MNOW(SUO/9S&&^3IRD#
M8|YT;J9CSGYL_;>;&W?WCYIGL;U_O|N>|;7;N#_M>=S9M|U/5_T|CQ'%_#:_M:
H<+;G|K:Q^G-5TO;|XZ|VR)QQ5F@X'&+E<-H?2|9W|JWX_6V;UFR
M/2<+3SZ|T.F24>PO_=3>?F;3P_O^>@^0;|. #ZGT|O7/MM;ECUO*E>WS|T6J_MTI"!-
"K|?>3%|2:V8.9XSB(SNRWLWIMCYCEDSN//KS?T#B|S0;?
C|P4MC:^2R2(|L|^L'VX&O\NQ77O|*6;.:|2;9|97?9_M
L3RA"H/7:6:6(^CBBFS4/+KL|!AT@^2?+1)|@GU2O*1\$@G_?|'4V#W5|J%P;:ONK
73)G';:M9JIVTS%=&S4!^NQNI>TR9=Z_@CR9*VJ+\$SZ\N?)NDAQ
M=O|XMZMDRY;5*ZPN>K>@)I|2;6OB&;E>96!67UC_ ^9E_UU;-P6T=W/;:MW^<
MIG_ZX?#W)+P.B,O|DW5MU%'FZE_E: ^Q;|D=RMN=60T>;|RIE MK(S/K|71^?
G)Z!@|>W."PN.)GBU00<+O/K)%9|6A=YT5_MWY|BR=F0WBZ:X:YWS<1S!_1JO?F?
R6+|SOCXY/S&7|V?JS^8POO/) _>BNYAI MVNO7AWEJA%.MWU--
\$MNT_GZJ8/##%3%%|XDJK&?J%*R%PT=-3J2R\F!'N&D_L M02|RC4_-?
_S|>|VC(B+:6HR&?S|S8|I;M5@>^M4ZZ-*)MN%;#|(0M7P&I9 MQ|H>28B\$@7
E*|_#|2.NL;J8&5UKG4ICWC)>SB)|,|+?4T4_X'_4>-?O"5'_MU_B|)K%CFZX?@
@0/<\$B'0C@&|5+0OM4!?-6!!@S_2(Q!L&=\$T IO-A.A%V M0,"_OS;G>.?W%"_DN|
U|=XUOQ|/.O#N3V+/-P-(%_Y?50.U#E9YVM;J| M.Z|K_7#
|*TGMBZ(=XLXE00TWWWE6IK_3">?2P:7GW4,%F8,XZSEH1!^M|I<%
MCJ+7S|4/0BLU'2_@KG)X'@0DMK@!"2O_K*V3V|A(&!"MX7J@1_0ZU>BBJRD&Y)V(
M&C'@HINVG@A09-8VV17EQRPRPH1?7H2'/BN3@W_G6: ^\$Z)!\$DH4-304=
M_|6C3+G@TF4_YEK-|A|_*|@W0BV(=C?|^ZV6BV55,NGNC";2R.?TL@|W\$|!
MKZCG:4HZ) 2#|T' Y"0-?'\$#D00DZ'*8_CNA(|SOT6^<&|AP,ZZJ*6KM*XI^7
M51^+|^KG)4V3;HE)2MH/'LV|H8KO:J9VU+5B1*6DISR-+Y3=JALF
R>":#+O|A|1D^'0XS0Q/2^"S8#-@,W0T&9H)PT2NE5EN.?#9L!F MP&9H:#.?(?
D<3%D)\$4Q!FVX2(QC^B=TB_\$&NH7*: M1;2_P|O|E|N|!QIP0)YTQ/*D)-
(ORAY.8M|T;A/_|*|*)=XXPFL0D,&UT MH \$!5!! NP8<\$5.ALLS0.PR0@@@

@&0".)9V#3BBJ@C+))_*|_ WTTX(@ (M2Z752&@. !AKP&U9@EGR/+LSB5W?M*+ #?
I(*Z\$#AQZT<2Q%#3@B&4IST"CH M! **FG!\$;.*A+004->&(T(1#(02\$1&P<2Y\$ \$?
+3\$SSC%=9"JZ=D&*K"\$:.) MAZXV0!4"(DTL)IPH E'AP>B!N5E8K'P1VN=1TAO=
L5.C@1G::GQP?"#@:_ MI>7O=^JGK'ADD2Y+GFDDEC V)VOA& \$+SXU&C3:C-6+ F<2!
M1B%:0*"3\$U(C!-"40U,\$*K_3\$PDTB4O!+*B1FC*T>49JGL9;\$)M=.OP&GS"
MOZ0#+O3LOT&LJA!@'X/WPL/\$E!.L@<0F3T;_)T*WLF=@.W>B\$9@197-@,V
PM;89NE>+\$KAMR M\ H)83-@,V S>K<9MF[%]<2N&G+XX:\$##B8#)@,FHW^3T8,>
;:/YI/-@ (V M 39!/YN@W\ \$CF,1N:'HN')R=,00;:LO3=F;1-<-W I=-^2;ZL_97!=/:KCH
MN8&>&+.5E4?/C:-S<:F)M!S STW;M!S STWT'.CGWN@YP8\$2<
M/ZOJN>'I@2:EI<#_F/%ORQ+2D8?_:({MNF%4*0& 1000+OL2V)5F51T,PP" M@
"=\$X!HMP,B5<+S\.."/A7@/_N>Q)P(\$XF<:;+RP'@>+3XUL^Z.Y/88_MH
M723TWG!Q!1(4Z(.FO[UJX_K49G%Y""%3H>?)2_8F(+B8N%A--C88&?4GC?
9FC7_LRM^Y)X/FP&; 9LAH8V M@^AW-*GZDK@>>A# 9,!DZ&@R9&7-
B6@VN/XD1D=\$F 28!_U-@GY|B& 2>XYI MP5=QT6U)HN@Z)PSNI*|U=-
"I#V&%^%6/=S*;VYPW57\$MO314 !!@S 8BE'0&JKB2.IY&(M#O_7OQWGWS/@3B9Q-
%AI3KP#7Q+QK=V^WO/F<2N9T;.+ML;2?I(6K/AXV)- MY|A8W1G);+4NF:_K_>?
_,HAE^U?V\:_Q"M\$=TGW;3@Y'7'H&UJ3&"AXB8?N M|X>&+I|JWV"P!\$)X#HON!7!Q
^740!"#T!T4?*O!>@28.N>.BC!:'6'IAW: MXJ|D','#|SD;J|BSX=/30|O QE9H?
(E2|T<I(MR#.K2L\$9,7BWH* #0CH MJ@GIR I'084!PG.QG"||B-??S>OOI*49Y_6S-
AT<-6D H-|EP%'4^=A'BPY= M;8"LX|%;"/"8!3A,,E-N 2ZK/T?
+KH67XB.0=QAJ:E3C^Y.84S8/-Y\$.\$)!W M&J&@&"LWJ^:/Q;'
O!0D3B6:G12H04!4'K;#Q@H!,,J&EIYK,NSYP^"<" M#AA0T^,XD.\$Y!0(Z0("'
(/96X6@2MKV0ET;=%U6C.FYZZ',9H?#=#3A(.6PI MZ#X4\$'H :||9.*)4GL!4X(E21.-
"F!&CHNV,2KU?_,*VI MT(R&W6P\$-@,V8|0V0SMYKG KS|4)AL-FP&;
9O1N,VSM%,W"*CCNAX?9\$S 9 M,!DP&?V;C#Y\$X\$)"K8*%;01L FR"?
C9!OX,'RPD)3<^%@U-^GT,VH^S|9|M-
MLIW2>HY_8VUWLNIGI1"WD^.2ZX!E#:Y71<9N>).G M)G|>)??T:6^2^;?DL6
V!04(EM>07IEKV?| ^_.34/U!;9T=8V_.9V=C^*9V| M+Y|^|4X:K@JN|^*
O^1^;HLSN'GN: ^" \K L M?#0RUM|N->99/_%_ \$5\;D-&Z?FI2M|HPU_>;5|S>
MXI=WRA4>_WA.L9=LG!=MOZ,5V05EO\$CNF|;6N|U9!FTOHU_!=_5;_-|90%78:E5^)
M'B|*U0D|B=%J|K1?*5LOE\$?3|F,|RGCK#&DG:&27VIQX8'Q?U5:V!4>6Z_:: PO'U2--
%@6_-SCLXILM9ZR-CFUG5;6F&&4G3 M3NF)@YQ4!\$0N1Q.Y= 89N?
R<_75"W+))YG!8;Y>OC7^"J':5I!#)4DOK^(1X?*>P.Z_1(:3'HOG?
>H2(JUO*NFP@|@J8JL#_JB.(K8RQ-AJY"*V MBMAJ|^??4?!_B+'5R\$-
L5;R:5(MJW#7=F:3+LJJC319,_E?* =OL%:5QFQ19 MP;8K5:RW3/-
D3H&U9H6U2W;DI8|B&M|>LNF#D>2ID2WIH+/9)IG/'XWT:S+?
M|\$(!LY1>O*#/4QV1I^RW>^?FE-Z%U>2R)|@=G9.=,L+K0S;:1M&_37>WIA?1 M\$W?
U+(?UO(V01W5\XJN/=+6#6^X744.%)BTN%U&,J;H_3JU"X,YX"#VM?_
KF^X^46KZ?BY(:G0L:J8^;@OZN*(SWU.R6QQV5XQOY|W15R2|HO%|6U_1<MT'C??
_C%>%_O(N@>=93B"HWCWZ5G&=*2:M|(WKJL&TCJ)*D)A/A|@0^KQ2+- MIQE=&-
G>_>-R1H|V>79H1D0&/5+00\$C=#(|SAJ.1HWCW<>^,^//NB/CW5?YQ ML4ZR?
\$&7"JY|@=4^MN|I+Z|C%4 |7E" _D0,F#|2!A;:8@#0@_3:DWZA4EP?I M\$)
&I%4HGEC*MAX1MAX M;::@YBM(I|7;8+=)CR@J1-'5 BFWFWK V"8Q\$)>UY@H!,,
MB+>||,##C"@)P;L_ KT=+%;N%@M1H:25CMO4?AXK|N<\$|56VU13%M!EA9EV M-
6W|V"O!7R74_!1)4D8O!|,PRKD^4N:%(?E>Q>8PXT:CBYJ.!SQ=F)=;_%S\ M;N,2.8-
N.HC*#ETH *00SBJXXIV*SSS2W> MG ?GM:K@5K3WCI#WATV
31BL35#IHK8MYJ+V'2A_2*X^1PWS\$.J%=;Q3-S7_ M&KKM>RMC?F,N-
*Q|E%3)/+R!2RQF'M|@6|W M:6XX=E79|+1Y_3K6%?= _T65S8ML-
ING_6=DH|+Y,BLQ)?HX("S*|EQRY&E MJH;J(V"^?.*2NH<6T;&/' -2+|+:46U_(XMHP D
+DWZX1|0;2HCL3%SL3 M8%YCS\$NNB|8|?>R|HJH7<|@059%|SH)8EN=;C1>1-
>%EW<<5I+ "+2J5-J^ M-E5U;@-"23>UQP@R!"W @8ZP8"JRG A;AAH4,-
|)O:L>_LT(J|7(4*(RY8Q4 M*6=62#1!#PJ%=7K
RZF*5F10QE(5W>MTZ9D#W>N4B&U>NY'T\$5UYF/B7:SI^ MB&SG%GLM6
58!3E6H1NM! |QN:%KS+?J|>#V_M:
M5:VX#R!>M>)F#E/CU|4LN|OJ/8KVN>QS_+5;D'U:46 MLH(,%G.DGQFI/-
L0>|>|0^G3|'.TZ_9:D/GGX*>U=+/TMO2R%/VK=-RDI,7 MD\$RGE! E^ ^=B-4OKPJ
+7<^3*,T+?9Y06?E@W&^R6=6RG/UUEA73^:K8Y*RG M^3|W69|60V#MS#/6/YW._?
9^+S%0M3)G_ |A| D.Z#X:|IYF9/8'A^A!* E<;

MB^31R);3^6;&FKB7*1N\|D=,9HH\^VU3VJC#I1-'/9&MZ*10"[F-T//=TTEEI MK-
U4/>SHG6\|V\$|9JV=^'6A%K/ER2WU&)\NRN.7'%2> MGO:
(DB|3;26(9;QZCWL_' +=XZR3^_3J-D^3/Z^2._JT-|G|6_)8L-5C;U 4
M7U>O7MGKV3X^.?7/5RC:++?.VY|-|R/9/Z>Q|^?1K|VDW\QNU83D%|:L8^L-
MRY?:"LU^HE;HCWTC5/R^Y&QFBB_LYQ=ZPQ_GJ^F?>SL/_ "I"Z" 9%Z9TG|)F M;SG?
I\$=1UO_R<+=B&S5FM+8;)P^K;T5ELI/%BFX6_I6R8"PU0;=)0>U|4AJL MK7&|M|GU-
F9&@5U1&|7:UM;61L0^SNI5@-VHR/ZBMUF6#_2ZRG =?J?);|R M?Y^G|H4B<_MH3.
<)M63T6>YV;Y".KMTKK"WJ(^T<=>S;B1PV 2V_W**PC%ZX%KG<8FAFOQ,J6N
XGL1L% #: MW3VPQ17-6@ |ZELB|!+"^\$%B+YSR=#VO' JP!;R6P%E>P:0%K&|&K)7
6EQR MIP6LR23V|:-""/* ?9*6E QR!# MH3+=KVNZ(GM@885-UY869|%^7M_\$
EP|.IVU?53YRH2CB-DM(VA"0>.3A 8 M:E'GHA_90%9-
<9&R%JNF*|V7*|@KJKM6I+A@|XB(A+<#C27%H CW:H\$=<3*(% M>GOY&HG 3N_8|
<5%"5I@1Z+&*K#3/W94AI<=B=JLP\$|OV#E#J;.%=B(I3B:@ M1R/'U\$|_|>R87KC;
|N*S&X6_1; 8QT&14W>V*X|L/T_H*Z?NM!; MYCT|RD|COM2X'?=@IG)S|>J5F
<|&@NW1"05DIETQBQ|0%T#1\$B@J\$ _3< MWEN/ @?'<* RH|UU@0=<:
R!6,*;I!;JEQ& X2X,*A.67(1^1X6={M*51#<5D:1- M!<"E"[@ "E?E,GHQ20V!'"&^RHS&?
R9+C-@1UML*,RY.)QF|H!.P/%CJU-F,9S ML"\$;+B.I7E?7+ 2H58<*-M9>Q)4X\$
N#E2F"D2(XK @5P5B)U29|>+K%|"=OK'CLJL'U|BS1.PTS|V5&;|!^+K
MI("= K&C,A#B^U*.MT"/+NBQ589/_ #H&2QZCB6%N3HY5,+*H>+HC;!!NEI&
M5*GB.^%)>XJ=G7TH(YA2ND78(+TL+|D;E=EN5|GI6AN6""|A?;
M+RMZBRH'XY11,%-=B:#==_|;'S.A"-?Z4B"W *@/6(1/K# |,X^X5
M|F&76J7KMK1#Y^P,0'P07P|QM6F4%+L,PM?S#EO?P##, PJ#8,*E-60FZ%
M*'|@WH/WJGFQ,D4IY,I,@O?@/7BOEO>4#2IY?ZON&|P'|I%|M68)U-X|_17^Z>
<6|@_|@497;WN!U\$ _+?; (>GUU|?YY3K%(*#5+|+
M!P|JXQO|KH|OSV)ERN.V7CU"V.^HAA9|/#^*L4AF MJ5&N#\$K*?\$7?9&&D?ZTI&M)J
_9=/91D;M"+Z%7T81^-|B\$IZ0Q4CY|C-DF M9Q|M'^B-'O(TK<+81?
87_:9E^4!ON*1#,_YSLTP-QS(-8A'W6AS;/\$|0;,\$W MDRTWU6B>)H3X%&/:4H: ^V?
E|I:V;X8-HWA8?2NJ^4ONV6^393) _+++ "6-W) M>F5)=,;7|^!&SCMXZ|KM\$+
<+1FWZZ63/DW61WNS^|6XGP9\$MJRFK+GJW2'(Z M'|M5Q%L?6/|J'^L_O_N6SA-
\$/EHV98=GC(XMA|-5%QD_)8V%|
M2BAP?|JDHONC;UV%8Q|C9/V_(Q_A;ZOE5>6J.*F7|;#&5CEIA-*19246={V*
MO*|LMEBD>7408>RC|L9W9/G)S8K;JU?B|N(W!2C1&&M4D>J*H* MHNXHF,2>K86
Z#ENHE'J=XIZ>B\$ST|1**&53*,4' Y\$B;="CLA-!&6|46%' M82DVJP,#=D:\$'87EO"Q;
>R;!SNVP|)0%@F0<"X&>#0!CV,KC.PP?|N,PV?G MZ%&58:1+VL(?*?WQ))H>UA#;C
D7IKE"O"#)PL(<#A0DRS'/_ M'&B* X49))?AG MFRON=^D,@DRS+4E,@_-?&W
IS'9@S@=\$'4>\$'979#C8!=L:\$'979#K;=X\$!EVH\$M(P("2" Y5I|I;\$.CS@0"X.5*8=
M\$!;GWO^D'"93MBZLP"47?,ZHN CO|8T=E|@("16)H"|/2.
M'4=E|@#=#7LDX1P(|FJ#45H\$0XZT7M<-/9>=|_YAM2Q8:|A*N>_WQO)C*7,B
M'+|&G76|,S(#+ES"8,|R0+C@K8V;RA0!@KI#;7&@,D& R @(|@>=X\$|E@H C
M0VH3..@\$|RJ/9(Z, C;@H!;@!X- &/HU0;D:Z00P!/RYSUVU59KA:O'VIH
MJ0/|9|F7D<;>9%M^:@_D1;@XJ8V9T,4; *1%;R;H+E DJG;B5;&|@'39)
MW+WB/BO|JS2JEF:IB _; PP#*<9!I614Y<;,0/OP7OP7C7O54;*7:Y<|)W@/
MWH/WJGFOTBOA_(9^<#>BO>_ZQZ8HL|O'+83C MO|WF/SR|B?
K>>|=MYPEUX%'YW6|*C)V|Y|G=,O^9J^Y;-RH<=//OV3O&:M"(? MAG26E?_?
ADYM^?AQ.. +E=Y|87|H0N|U8_SU?3//>O@UX;+HC:=O2|WOV1?
ME5);LF9OBAJCVQ;MPWMW!|OSK|S#>|!|^T?Q|9(#JE_YEX>4&M'Y?/6-SIQ1
MT;HPUM344AP:TVK^C'_6\$VAD3S-HW#X:9976.E_1+S?H%-|'3O8K:C3^E;*X
M:E\$;MTF159|<49-"7TXU4X|IDAL)O>+.^ _;JU-GV.9!K&(6^7&_D1?W^(V
MS0W'KG|KW)S"&R%+PKVN&ONSR:CL)WT+|V1=I#>|?|S;U8=FRVHNJXO>+9*<
M#G!GBAG27YG/Z@OK/S^3X-JJB;"-16^>?OG:_JG'SB_|ZYM\$G+_9%W;_ \$N;
MW"JX|HB'.RF|4W@=NOPK1.1479.0_Y?^|L1&YS?>B9MYX3JE7@AF2M1TZFGW
MRVR7L3;-)^@KG%CS?|S?>RLMY|B&EK.G|1LYU1UO,KH|9M,3MO_??5P:Y<-J
M0^|Z*|X_1:RC8>??N/E_8Z|JO:=6/#N17H2XAR11,4V@RC_5?J\$V,M,KZ3
X.|CE(X,"@6X>MU;&*Q?7EE M^?AG3?+?E^GO6Z|Q.ONPR7.Z&T|8P\$HE?
QN%|PB4/+M-S#P)|*98SMZSPM MN XRZ#2V/LGPY=QJF0S/+/@QI2Q()9
CG,0V"4P2RFJ% 7:->K8|9"G>XL% M)00|;2&-=\$DCAS3|1R0
^08&CG^OMKD>|Q@5)'*#L^:Q+YEADZ_DF-@!|AQ
M#CNRKWLK!^.*7'+8DY@XINU\$(?(,21R/)/B5J\$+P_)DE%/%+CE8|SW?-HFT

MAB)@!JBAA!U/41EQT#-U5MLS;1!^8!^F*!_BD%^6;\$()O&B?/I<<&W1Q M:@
+!L6">O?SGN7+TTO2OZ_RNL;@EU51B+/F!2!YJ6M!\$;7EPKF#WD *3 MG]=I%4#_E?
7L7BW;J'"?)QIX(.+(TTL^):C'88@_B.:HM>>U5;?I%ZL\$T-\$9
M.D2C7!RT5%>PY)OH&6\$;!&.^G#0PL*>'(\$ H&5!;!\$.@W#@\$K'-6NN-&N R
M!+@(Q@4.T>);S+C(DF\$'6G1%RSF.<@Y:|SGL\$&QSOXZ6/<11H@#F:91R
'1TAH|V'D5?1A|V8&4(6&GM3_1E|)%T#5@: %0G>1#|D M>=-
RR6@L;TS;9K\$MJ=1\$C'0T@E:Y#@3_VL2AY\$N&25_2U=H:70F!O8DCBR- MTNL @FY!
<*(W,>!VP0\$JOH4*J]=[\$.@.6LF_1XHP ELSLU1'(T(4*V'!)*84D+2. MNZ_G1|?
LY|8M&X3'KXO1:=^8(5+KCA6U/'|=R=JF&PVZB|L9YD=J_0+H#7H/M0H-
):AN17:QS2WP&OP&KQ6R&NI^3DA MF<1!X)@!)T,'S!YQ(>*1%F'U2>YJ32|?
S0PZGJ(PON59F;|N|H0|C6U\$1VU
MH1,>_W@,G>/Y"K." _GL+3:YIX|: ^#|BHB:*H(^U2L!@L5IO|TAJ%ZP&J|%J
M+5@ME.+3R&IO\$CN@|B%QB4Q%^3L(B&GD9U<(8OAD1A__4|4H0::1?EQM M\$- /I
/I)"6L--(O!|U_ /I|///#=#I\$C8)XA|'TW<&%;V1(.JRJ=/GVZ.:CNW\$;!YFB&+S<|K:23<
M>8AW'E>J\$=J'"?4H*X80BG1=HM%%M%"CSK)ZUVR.|Q.L =4!=E1!J)*,+*# /MZ"N'?
FM=_8B;+@;H_ J:0U|'FX#(8SWA6O>H!?!J!?!N7H;|WV/(GL=>Z*2:P
M#^RKQ+Z<)|@Z17LV\$ _U_OV5'BHB;@P-\$ _I%#0/2)|34B;DH;0_Z0:PSR9C6" M_Y|I%I,
(EHW%^ZY'^B,L/L-3WF6W92F MA9?5XU5A2B-?4T6L2
MJE4TUJA5K^D2,G4_ ;VZ+,EG.DGQV%D3?O+0(4IZ=A|8C35>>%D=OJSVS@-;
MGN<' +T^U||"6Y_G|RU/N/+ #EN7|PIE0| #VOYGA^V/-7. UN>YP-U=><|L_-V|9R;?
3"..ODOJS*9&V_4S\$OK *%UNE+7C57T M3&1J+_MA6WVG;=A#E|S2-2E*&R!*M""M
@|<&;I\$%D@,\$@^@|?@L2H>MX|-\$ (= ;?0|6@|5@L0(6RPG2D:'WV@.)
M0>+ADK@Q6\$L: ^C@)K@);JK@YHE!>S+T%GJ@*^@Z7+J*)F^0@*|2 <*VT;|0
MNO3E2\$>' ^IATM::7KV8&'4|1&- ^VK4"\$Y>O1<_OR>FZ|GJ.P1:6A2XU'1M+' ML.16VV
Q6*PV9Z61U4-/0 .KP>JOL%HHB:6)U<|0,|T8?4%\$!?!<|"(WI9<&_M0|T@T8L^*>|H&
(JWF==I7J_MU|RMAD52_OL D^ZN|66X65|-5>;7|>NY""DQBWP=3Y-N7> "N"-9+(PH-
I)) M3 +3B="Q\$>08'CD\$Y59\$R1%-8MLR(ZP<(.?PR"\$L8R+(#I>U0#4|%^0_.89'
M#D%M\$%%NV(P;MN.#&^#&D+AQC N*&#?() Y,*PK!#7!C2-S8\$| (0A:PSB1W7 MM-
T(F ?F!XEYKD"\$* U<>IXV@S _|"'"(|&@67=!E 7>)(Z(&0:Z')S/I=|Q
MI(#DYW5:A?! _I7M7.M-'@_4GI#6!:1*&SANOYV84+C?QYCS=\$ E+!+ #1&3;:
M|SQPN5VD@)418J6UM+|+50X!5L: '%0D*|FXTB=U#_7>@981H::T3|G%U#H"5
M<6%%CAJUQRV!|U;&A95&T6./6_H-"(P4_B=JZWK7-
;E,EREN2SL|R\$IP8.ADX)OVM@.TMD_1L=(-|EY"3X9'&5@9_M E9:>PD|&1YE8&4
6)'@)?1DN)0!EB&_I;V3D'F4-4H_U@Z_8L<+Z\$OPZ,, MK&B.E48OH2_#40P(#_4")WH)?
1F^8Z!|"@E|1Z;|Q;GYA\$0.QJ^+;6DOA!8%.NNK^_XQ?94!B:6=88.4
M|H8\$N|N+11C?._H8@SH#KJ#|JKIWT&CN?U<_!W4%WT%TQW;M6|?M4G
M/%0N =U!|=J!=-=V|U2GRPTJG*,3B#K;#|;VR78'RD A|=4UX"V|%VL%TAV|_7
MD@JLHUI28#%8#!;WP6(9ZEB!24P="|P&K| %KA;R6JO<5D\$K0*_)QR+ZH|L(C
M|<3J4|S5FEZ^FAET/\$5A?-NVH1/NF;1!?'6(FKJLC8#58/7A6"R7W-+)Z) W#^V;U!1_7
MW.PB\$Z>1G&@U#OZ!?!UVFQC32CROY ?J!?!J"?I%R51OIQ151 /I /I&L..S>R
M*@\$K P"JP2DHR1Q/10JY4#X@&HH% H7*+O|RH:*<:50KH|BG\$3).P3!+J|FT, M*W?
B65'ECY3^+^+DHZ1GDJ\$IS&|F9IWFQV*R| %CO"G8=XYW&E%_ 'MTJ>D\$ \$XB
MTGE51H_3YE4YU%D8*"23V'8C;|+1ZQUL&|P;A;2"9U)3#S;M"VP ^P8'CNZ
MU9T)W4GL.(X9A"|8_78,C1U=R|2\$|J6'|YF>?5@N!GJ_'KK3HUM9D| "G6ZO0_M;|
6RNP8U#L4" #\$\$@:LT-AVB6G9AS)?X ?XH3\$ _SA?."\$,^|, / +, _.#
MQ+P,F8DPHC0@9A@=EJ.#!J"!QC20JLH0697_J1>9H: _+(>'E,WU6BV7.L\$?
93RCJN<5R)*, #&1^CZ\$B0%3;:MUB.F,I-U'IK#;0, M
2VMFRQ'SB0."&S+):!%0IOEB"M);", \$S=!@8BCQY^?7KXM8&FD:-)@2,|
M8F\$FUAL':!H|FAH|-4?<^G%_8*00.+%3<|0M:P8JOH4*N4D):!(D>DYK7/>
M). 'F\$DHF/F|NBS)9SI|=I8WD*ZF_M6O|Y(W^+6V?86LP(V.L-&V^D;|GP_M7
_K0!|*IVGHOL5*F#S3TBG-%FCJ#\$T=IVW|EE/UVR;I=T!3=VA2="9R<&+
M#;X0XLSL5@Y#1?IF_) M|'
#%9JC0J80TI?"2>R|9FCKDFY;G:E2,LK31R=?/FD+ZLRF1NGB2A)FQ3=
MTK718,|L4V;:A-210U.= %QM9D!2<2H;
|8'@(+@@"G(BR&M%BK#W17:WKY:F;0|12%|6W;FD^XL|3V==0C;NH|-S9;
M)SS^|= @ZQY?7*?+M+*&&KI&^/9*^XB>CJ"/U5;_8+%;;"M3(ZIT-0>KP>K!
MLUHHWZ>)U60D3=3|9O4%\$!?!<|"(UIY<+|;_H%_72;*-*|@'Z@'^C78=I*
M(_T;O+TYJC\$=!EFJ=ILM@DO19)PIV' M>.=Q91OQS=2GI!#.*=)YD48OV&:I,EMG_2

23&+/I)=NL&""^""+E(I)*PK M #AE^" 'R*\$.:J5I2&L:TJHDE CA520
^300|+%82IMQ"0Z|3P.+.>1. M'+OJ.(J&K1N^@1P@ATIR*) &<5CO).6
^*)A+E5JP/+:I#[GRIAJ%|\$(; XIZOAYG59!^E_I MJI3.I%E-GSG#'F5S(=)STV>'FUK33S-
T8*-+:+10^NS(:%(&K P!*X(!0Y6 MN-H@P,KXL"(8L6SZ,\$O/.R8#;2,"RV-;D2/*^\$* M"
(P4 B>Z\$3T9SF6@0G-4-+L1.:AP=%HPSLU(%&D%I8D3D2|K|&55)G/C%'&A
M|EJQ:9;NC%9T+5K1J6S/)!RE\QC(BP#DE-3T8P.|-I%="|8UT9SSNJ*P.^
M@^_@NW*^=RN5X_E'I7+= =?%?-|Z|5?|S@J/H/" "@_#*="^MH)\$7'A4T M
M_!=!=)=|55*EX\$=-H|LTHP@D>A ?A^R7|^;)3OG5,=@HL!HO!XEY8?&(6 MAV_SE;3
7# 7S%7)7*D%>SZA1VG;FV."FH+:66GE
MJYE!!UL4QK=MRSKA%DLG3|O8S*#P^,=C!EW?59@7U-1-T1|)OVT1X|*%7BE8
M#!:K3?|H9/5(^GV#U6#UX%DME.33R.J1-!<'J|JH;-;)6GD=8C:6@.6H/6 M@Z>U4,).
(ZNY:B1@-5@-5JMDM7A:3B.KN;(Q8#58#5:K9/53U+Z1K%S='I 5 M9
59>R\$K)|6FB;|5|T?_5_P5^5_.6GV#0RERN !>8>YM|4+*9I_|RH& MU8RQ|Y@M-
|EVRNHY_&VSH..>QG^C'|L|H79|+KD./#H'ZU61L6MN|G1.+_Z:
MOON6SYQULE|>G6;|F?5|D=?=J:9/XM>2S8.IX;U");7KUZ M9:|G^_CDU#|?H6-'|?
UK^S:-_I;|WY=.OR>3H5;G7_F'5|?%?!T=?_C|V
M19G=/_=*_5|A|1E3%\$ _I>YLFZ2&|V_W@WRXKU/'F|R9;5|/%87O5LD.3V2|UC%
M|N(51ZHOK/^|G;HNB9^Q*9IFWBV_>+M#%|3&?
R:|WOOFK@!|T_6M>B7ERTVN,1B|@7-V+GXD9,+F|\$|L6-V!KKB/E6 M^U.>K?
++&O*38|M@KJS">+|8T8?|5SHS|JR*TO@Q*,*##'P_-9VNU,3/?
BGK|6:|2E9G^*^!)N|C4/=MM?-Q4K'I(P| M-8LRWU2NN3:L?)H-B|W%|>G'#81N<
D=^SXE7"YG,|Q"OXHA>,56H8D9*CL M>SUW'@S()/:<0W&|WGHP.P NZI6BH&,+L:
|/O'/JM.T.&|B3VPT-A|X? MX-<=<_%U+!|@?>)|-(&C=J!SD_#F4DZ;->=W G|3\$M!QP
|P8%#?DM#(-F)|M% '|/^0P'^^+&L03F+'=DV7X* @ T |3|/%P54U\$>1/2X;%K>H<@X6
6;P" MJ8J|(1/I=H@9VD03'IS;G'=((<'Z|2*5?|*MZ=-@>FFIM6<88^R;7?F|K^
@P,A2,G-@A*N1J MO_ \$5XT*%7%|C|D)*2!%1-D>ZY3JW56P7'K|N=J6|8KMM|2V/\$D5|
M>90!Z;:786.DEB. O^"O+MYP,J2!=V\$ F'|FL;"Y;PBL&R^B WX##Z#SZKY
MW+\$N3V"18|H|X#OX#KXKYWNG4D.!Y1R3&@+=07?0727=I41V|OEJR>!S^S
M^*R2SV?7^_3T(6+'#LTH";|C!|@UH/'\$C2N_LL_IG\$%8H/8(+9*8LLL|O|NL
M@,EV!;CVZ#V)57Y'6E_59_5KM;T|M7,H,I'N/MG6|3G_084FU|1QL_|&9-
1\$4=216"A8#!:KSQ;B9#%\$++9)!Y3C|D1;9C/5+2^;&E?\$?JT5J_|S/358^'M4U;B/3
M|C0U%IN8U_I N#/'NO'_G<=>48|6W>|S1G26KT<5LMB|JM^VA,VKSN1TK5>@2S
M(.U@\$M0\$M-W#)\$AL@D\$&S3#|/^@P'^.8(?@ MMH@0>IYVZ)GA4* 'Y Y-
";'^>H7Q*&8|P(S| A #|/\$O2G==L(B#N)PP#^ M(.|4#"7*IQ_/&KN(|OTR6\$'
(VB^B>\$)X<4._OMM5P?#1|T;K|B3:|U6|W MC(#(Z-/%1RC:NFN%C?;=%XB,|EW
RA"PTEK7G|CHZ06L# K,L(37+\$(@&6\$ M8&GMS7>XX@7 RKBP(D>MVK\$G;_9!-
R+K2<|PUV"\$L,|:/6S@%@9"@8;=%Y MZG#+E(&*<:%"JJ_1<2>Q8|+|TP0VYU8IC*-
^J&YD?'(5D9Q)T2UJ(5=;|W! MZV)C) A!VX|A1".=
|008GAEDB>;FPY54T%KT%J_D@|/'U;2_9: #Y6"Y*I9W
M6YSB!;>*4|!RL!PL5|1R"7\$L)^27V8# 'X#%XK(K'4,.\$;|@#"0&C4%C!316
M4/KD6|/8=DU"0M <-?-^Z#Y^6%|UZ;L|2W3^)|V94N(1?C@;" M@K @K
+"2DUV<5D==>2:%B=W#HP>;|E?I^V(7^JP7EXC4^'QC|?,N8&M23MB M=^B--
\$11)'N; A:#Q;VDUS2R>NA=.S1A|040%|Q4W(|8'7J| #WE5'J ?Z*>| M;' +E74_|
_|\$|!.V*7JY0!^H%^H)^"=L0N5WL\$|/|0+_SVQ%|7)46L JL M JNDMB/V;|-1
/1.FQ'!|!%0|*QVQ*.2\$WDD)\$/'N5|D)#?(U5D1;F6+ M.U_>G<=>5822M&?\$
5OVV/05T7O5EZ'P1G35X/(=5"9HVT47N"V0_&711KO%< MUEG,-
XGM@!U@Q^#8T:WBB|?DVX+(#_*=&?!#K"C(Z4447HPV3,W,'WGL+H3 M|_|=*>'H
")*#N87)A-S#!LW< 2| |5+)#@:Z'%|)3N>.:Q,+6"NP8%#OV MY# XN-
:K11(0#43+5XCP|>KM!) #Y(I5%7PF; &0ZOF>&3NO&W5W&_4|(80XI MOMB^8?
&I+);)80,FP&6\$<.G6I>_|;-=01.W#70"3YF!2X 'W@TD<
MF6|4^O@(.&D.ID:'L<|M*P<\$1@J!4SVL,L((0(7FJ)#JD@Q8IP3;| #B|100!
MS;GU#N.H0^*U-3Y:C21G2G2+;;9%+P()OH67;-J;1(#GX/FP>=YUN4|@LG*=
MT+2|07<^!M%|H(\$3O=LH9>"QP B/'C\$)LW,%S|+P7GBL((-?^)/9 Z>@^<*>-
X8VP|&TK\$!W 0WA|S-\$Y,N@I%T> !=0=@% ?T? M_-J74S;8;>/CEYJOEH(#%8'\$O*3B-
MK|YZ?Q!-6'T!Q 4W%3<^#H?>6\$1>(0CH!_HI;WP<.N ?^ ?^|=3X.'1!|/|
M|_NI|7'H@7Z@'^@GM_%OZ(-58!58U7GCXW#H.5_@&HBFDFC8C8_#H>%2"
(|0N%YM%FAM7QD|9GD|+LUH>GSPEP@US<=>?+N_.XP'K?
MMB^!SNN|#!\$P5V>%GC":Q*YE>KXN4F @ |B@BZY-9\$UB0LE!6K?E SE #N7D

MZ%8,)K)K\$2L0DT2S3\ARP^P8'#NZE1V)"KH,#U7(JEJ M< /D\!"Y\$^4C8BX MJ40
.4"N.R)Q!C)CCCHV&AQ^MA'0KI\$F7<&"C2VRT\X4C\!P,
2MM.R&'EC6)6\NB@94!8*5]'^30XBI, M "PC!(N@HY^#%1;H E9&CI5S'
!+;!S!P!5\7S3LN\$0MNNRX0& MW;,4+ ?
+A\OR\@N>0IM4!4^!74\G13@D7TZ17Z>=BUJ*MUY>SU/A\8_) MS
5Z="X;7\21^Z@#Q6B,)*\40&/P>->LG,;->P\$ _4_9?23U\PXM*)\(" (" (V\$?
WXI!8D_BP,!7T _U O^Z\%X?\$ MGL0"L,X) MIN6'X*'X?^-1*97L:91\7,!\W!\J0(\?
%G2_OS\N/*09+6X7@_6X*VO09T MWA+(T<+^Q5-#XE>VG&_J"N2,^)#
(ZR@#Z@+YRZ+>6M"Q,."R,'RN2W-+1);T5@)8Q@661C>N:\%>7! \$301\NC*<
M^T"%YJ@0=12Z1*/UXMR_"4RAQT\3U6,2-G.G0+)LA5&;P<163;\MNAZH ZD MW+8?
&7.0%J35P-/M#KT7_4@,\$@^>ZH:3V'\$#T!@T!HW\H'%SI#O">1?< M!#?IYN:)*0@>-
S\$%= _5=05<%=!7-#?%L>H+U<83MHK1-I&N=UA26U.M6=%K&
M9M^\$QS\>\$^>&EB;J:KVA-V@XP\A(W:* Q6:Q+QDMC:P>>GH:6 U6CX75TEKD
M>D//5P.KP>J1L%IBYU UOZ\ELH#5H/19:2^OGZW&E.G87UJLC8
M9V\IR=\$X_#5\HRV;E0\H.Q=N\VO\7Q))G\>)7?T:6^2^;?DL6!O
M>6\0BVQY\>J509\MAXY-3_WR%AAWA7-> (K4)H'*9^+IU\IDZ-7V9Y_%1Q>
M07X='GWY_!\@497;W2\I>(?<94153Z'N9)^LBO=G\X\TL*!;SY/\$F6U:S6UWT
M;I'D\%""^XQ6;B%AP M_V1=V_Q+CMPIJN/;
<\$'=2>J\$'4)4TC0@0\MI4K.K%EA4O\(\)/NKO%EN%E>S
M57FU_7IN',>Q+9CF5%T&,WHK8T V V="1+,H,,HDC8CL.ZY,P(? (H9P<
M@M+ #HN1P)K\$?FI:C40,:D /DZ\$C25Y0=[B0FH4F<0YE!L /LT)T=@DJYHN3P
M)K'CF+X=@AP@QY#(<8X_K2@Y?'HD=VTS\, .L&-0\ -C3=14%?4"W2S8\;KL1 M0
0#Q+T7,%441Z\$D\@S+1>6+!@4"QHUB\$594\$TB0.V&H2Z\,.#<+K9#"DQ^
M7J=5Y\I7NG^E,WTT4MW4W)DS\[\$\$V=PY)S^U9_VL21W;KL_0?I9VU_@8Z^ND#
M&K H;^0#+9> EM8-)X.J?7SK_0% RP#0(J&S8>!0N+B RT7 I74'O<"E6_06 M/AZ
17.P*/"3\Q\=U)\@D;IU@!9@T!U-CN\#_9VDH6'XN!\@0GJJ4*_IZV#E_Q
M+E1(=3L&K"^HZ9/63D=)L+F\$;HC/F\NB3):S)) ^=Y7\0@Q=,HX?3LW1A:K,<5/?
HH6\ M;DG5;47KQ0:OBZUIKUA/K\!9"B8,F12,:4;6X8E10,+VHG9':DD\$> U>ZRYJ
M\$T:5J(T7'"':.:@.:@.6BNBN;=RO-\$5B7/XW#D>4!ST!PT5T3SKH6&(KL2&@JQ
M:P?/P?,>>=ZM9%)\$*LFD@%/S"9J#YJ"Y IHKB#-' +&!\JOEJ9M#Q%(7Q+
<_*='5W)\IRC: ?LNMBV_+IC&"8\ _M/&;.#5V%*3W_084FUZX%D_BPY&Y
%DT411VIF8+%8+':!)Y&5H>\Q'&P&JP&-MJY6S6BA?IY'57"T%L%J4U1=
7'"SBR2;!G)&EC4.W00WD5\ _ _ ^:H\ V-M'*PJH%58)64'(Y&HKD@&H@&HIU, M-
'Y:12/%6//F05')5UEJ(>8\%Y M>JUKA#LA<IC2CGB6ZI/22&
<6*3S0HT&J\T+M:>QXD\ID^:QSEQD1743&0_:0 M01.9G, @*)K%MFO%GJPMR@!RZDZ-
3<9G(JCKE..YAE1NX_6YHSHV.%5DB*V+D ML&W\JD".X9&C4QF3R+88-XB045,&<
/N+PS<#3J+T-R %R="B8 M\$=E,UHIBGF!! :.'B7D)*A.1S62?3(NCU0H6@_4:LT"F-D-
DNY0%%N5\!L, L. MZ-RN)T,*27Y>IU40_U>Z>Z4S?5879LZP1\DLR.^W"W-D>VAJ?QG8:-
V%,:E M-!T#5H: E;9-F",\F,3N83\0@&5\8&G?A#FRN:H4 ,L(P=*V!7-D<[4.@)5Q
M8>4<[_@A5@BW\!Y8&1=6\IS%' APR\!\@9%"X+3^R1\$A0,7X4='L2^2@PM'H
MT')Q0N?-I=%F2QG23X\RTMX*2W%@YZ\A(1;!(MV\^/#1GLO(9'A4096AH"5_MUEY"
(L.C#*P, "L2G(0DF,3>H2(UT#)"M+3V\$A(9'F5@17.L2/(21I-8HVQ!
M8*43K#1Z"1UK\$FM4>@8(= N!\$IV\$C@S?,5"A.2I\$080.F<2^+C7L
M\$..X1Q5BP*P""Q7Q\NI6X?K+X"XX&8'J3:-W\$22;M /I.LT M":1?US9! _/_/_)*6G--
*/JZ0!^H%^H)^DQ)%&^@6@'^@'^HD'A1M9Q15Q M:Q
K!.-6BD6A<3740#40#T;A\$XZ<_-%',XTK17Q\%N)D,T:4(EC1)E7SZ M\GFJ
JR%\$D7B\W\;S\$AW!EWWK_SN%*-^*O4U((Q3IO/"C/6GSPA_UK)_N
MZ24D!Z@#ZJKDX#T9G58_?4!?.?1;JIM\3+3-/U1L_@!?!LW\!+T&NWV-B9BY, M/I
//2W;C@Z=4\$!_'\%5U4_#TZND#Z /Z+9M#>-SD'B:B\X"HD_L=>'I MU3)(?(Y;?N!*)
I%JZ>&3.I=TOI\$C,YW5:1;M_I?M&.M-G=?GE#N,+6TB MJ^_6\IF5\$9(5S;'2Z,?U940F
(&A0.!\$QZ0D?IYO9@8=3U\$8W\8MPX3;T6S?13VB2S)A MPN,?CQ5S(Y4Y*DW=
I,*1\#L^&447*&.);I(QN2B6>M+(S:'GD4%%O133C^A MI)%&^@T\ PST_U4TT\PV,:)?
Q\$:+8-_X%^721J-J,*,8!\^H\ _H)RF\HI%^M0\^5 OU /Y7T>PJ^_K)JZ,E+8!58U0NK."D-
C40;>B82B :BJ20:/PVAD6)#
MSQ\J4C'#0Q3%C#VMC#J2^N/GHJ1'D*/2NU*41"PV*ZAE;!'GW%G-G<>58\0W
MI9^20CB32.-!%H-F\D'*6:-7>K?)&4_S\ _BIOEIO%U6Q57FV_GK03""H
>G6F""+&#T'FC\ B(&1 _"=H =0V+' M.6(;HNRP)W%\$;)-8-
M@!=@R)'7LJ%J*@)_0\X9J."U<4, #I,S'/5(41IX#"7 MK!FY\$6@ &@R)!LVJ"Z(T<"D-3#?

PS,#3Y8AP;@>/(84G/Z_3*N7@5[J#I3-]M5J=?SK!'V=?&[;4=!=>6(C\$Y8?(RB+
H6V&C;J8!BQ9_\$OM/:D@ (M0T!+2WEI MBA89?; . E0%@I=LP"\$52.
{GMP+2=UB%TP&D(<.HX;!!1--FFVSYJ #1ICB8% M;G;;HFCR33I.H&GD:&H05Z8XX!;\$
P(CAB8) TUP'-3M/R*9 | MNFWW3?*JMAUH&@*:NDQCIVAB)5"F34* Z0+ U+IE)06,-#-
XP#(\$L'3KS+1# M9GDL3Z-\$'X'I\$S"1&5&U=\$SL("FL:/I !1;PAS>IN-
IE&\$+C'2+D1.=G42& M"QRHT!P54IV=A\$QBWS>JP:=GCD,NZLNJ3;.&::)1)UWJ/O
:O.^5UQVY|XDYBQW%,SS[4\$P'/P7/P7!7/NPVX M\$(_I!H6F;1VF!(/GX#EXKHCG7:?
^\$Y_)YUFF%8'H(#J(WA_1NXUCDH>T\$/? M)%C0P7/PO!^>*P@QDW_21Z%C6O:@FU.
Y^#Y<'G>(O@?T>TXRQ YC->!O6 O MV*N2O3*4PASKJ%(8" U"@I
*""TUH:Q64*P%P:F%QT*OX+3EU77N#VP7:WI MY:N90<=3%.;W;=M
X192VW=1C^B2K)SP^,=CZ-S(5YC8<|RC);5L(^EY?C** M.A):!8O!8K5I/(VL'DG/I;Y9?
0'\$!3<[2+UIY";:M(-^H%^G&3&_\$/=_/M_.LR4:61?C|H!_J!?!AWFCS32CZN1 OJ!?!J!?
I7"4P#T|U@6H:0A!M.8M|T?&Q|P0!L4"J^H(, <>195JN+IZC M92.@L.<.SAXW9Z>?
SN;_1I?8\$ U@ M<; BHZ\$8L#(\$K C&5W0"8!DA6 2|_1RLL)9"0>L4 M(J!%<|0H<|
|'FN=:SFMSX8 D^9@:G07>|RZ|>UGY);?HAG|^+ #1 MWL_HR_) RM#P\$IK/Z,OPR<-K
P*Q+|C+X,IS3_,@2PM/8S^@|=S = R|C1 MT|EA(OH^."LF YJ
Y.*Z*YMU*X@3644D+AC=OO!O^T3UC8:6KF4\$'6Q3&MVWK.N&.2"= /R|@,H/#X
MQV,#/KP>JALUHP,Z>)UN%(&IN#UJ#UX&DME(C3R&JN= A8#5:#U2I9+9YW
MT|AJKL;+_V7O770<1D)TX;|";_ NN@&6FO=+>2"@|.Z>|9QNVVA|W|Y-&!)
M5!7'\$JDA)9=K?OT;D:0D2J0N%)_4DHK%CMN6Q\$MF/D_<,C*"6\$VL)E.WR>K-
M1OY1LI86?B>R\$EF)K%DNW/ M|N')2?_<OT-
&.-4P+&#XP:J5T|IS#B|G/U?),IB^PO<,BUN,...S#3,^|1>+? MK_R=A(DBYGW>A^\$;+
|816_G7@QN|IHL.+0|W+,'IE|GHW;=H6|J./LF2Q| M<#8G0YB3GTL^
X>.HY=^I0S5|DL.W,H>FKI# =VKU3JYM<|F3.|1<4|_|.4/' M*O|F?:=3J9-=J7C&|G@?
+.%IXS.4|YL/H;1|CE9PUTGRT|%. "H6)*->|%|U2 MJD6\$,NT/#_1P'4=S+|99KLTTX2|(
M5B(|S"-XN7_|\$^E|E"RE=UX2% X!W-!T;O)|TC*2,,QW0W.1%GME|_SZE*|_MS^V>W7?
|6,RA&K> B&09KU@0B L8%)R+_9+3=(-KW> 6.L%|H|+*)|M\$#JV7
MC|)R:%W(Z'G|XNVFHHI<;-FQ!B-7UBQ3D KOQ 7B@B@5BAWL?2#;;NVVV|0-
MXD;KW&BVK*_C#\$;:K)34Z"=N\$#<\$YT;3M7 =%Q6'65(*E|A|Y!"=' +4|4KK*
M8*27U*8C!|X|08_GP;;KCH8F:XH#=(, _3^JL5&*QH|+E8\$MPU9TXK5"PGT
M!|HN@)Y'#4|7|!\$O6TJQ,#ZQ@%@@, NX5KYT#;#|%5TV%%%,H\$M|QG9I2_' +
MPF>;Y7^>7IL9_Q8+^628?>PE|*L*UNQY4PA\$?W|7*,_M9GFI#10094"59X
M|&0GK'0!*Q6W:TJP4EI^E;#2/ZQ4WKXH 4MI54|"2P_!4C^<7UHKDK#2+ZQP
MB7|(#\$ @K_)1C/#)#AI0-8J1|C5!4> 64"2Q? 4C=&B(TX"2N|QPJG&"&/
M>#)A17"L'(T1JCS"Q_2!KD#@S|BARB-R3*@0!558X0J|C|COE7,)^U&5)RU)
M=%%M'CX3)%J. RZ.)!-) \$NDEZZ=>NWM>R;C*H^_V+.5(P6DW'^GD&S5*Z5
M9OIU2*)515%#93V)Q<3B=I-OCK*Z|(P_L9I83:QNG=65DFV.LKJT0@&QNB|K
M;X"XQ,TF4F2.DK.T)\$3WR\$G|(_ZUQH*N2M'Z5=:98/H1_0C^G'*.3E*O|*Z
M)40_HA_1|_AF|U%6E59X(581JXA5E5,XCA*MM#P.\$8V(1D0K)5IY5L4QBNFE
MY8=NCV*E"1+J&26Q^U'/Y\$|_"2;8,6|A)/5-|T>|JV12Y0(^NXFE?W2X> MZB=3E;@@.!
<:+FNC8SMV6=,+1VB)&|0-T;E1N|*|K@|&CBM*O4@"/X&_N1HI M)>@W|B-3"KYR|2-
M;G'C|BH6NCT8J98A:TJQBC.!GD#?!=#SJ/V@8R\$FV:%P\$+&@6RS@6C%!=T\$;
M.*:L_.6*"0)MO9^Q.=FEG<./4;@XN'DXI@|<6|JTPZCR
^#1S^N+#+=8|O"EI!488Z2E&SFQ);)2>)294| L5-M7&.-A@/J1M9T46!SZ1F%?
ISQ27L6GWW2A|^DB+9KP;<"VPU5@%;;+(U:7=*X
MAXY!=.HXW7JNA.KB=6B'^@PE4,.'HCEQ')B>5LLK|T98JKE1U.(QD1CHG%+
M-:P3V5JY8=LB,?8^)Q6SRNO85HZN7'A8C&1&.B<0LT;N'@DVG@P2=3+9X!
M(983RXGE+;#|EUYT|0C7+;LN!3@)OH2?;|+7QZ'T4SKT&\$TXC/QF?C<I^Y
MIKJ8>,C:<61=[70CXL89W;_#?HTV(MZMP7|S0XKC|_|8LY4;\$\$. \$9M=[W51
M%46|S11B;,'X*MDU1UG=|<8:@K#Z!HA+W&RYG;#5|8X<_,YX\$V(?JUW#+9*
MBSH0_XA_Q+|6.@9;I74RB'Y\$/Z)?"QV#+7TPTHA_Q#_B|^6P59ID19B%;&*
M6,6U9;!E\$M&(\$2T!EL&6Q:9B(=S&=Q;*2>R6T@?(_ED_?D%|C;^_99J=S(
MENY|>W?N5XX1MU;\$'5#
|=7L*B*SV>=3YK1.CXH52JHR0P732G%ETR7'@|C1*7:T4/C#U@8C TTKBTPK
M8D>GV)\$KF%&".|%Z)!&B"='FV|88C5W(I_3R%LNK&!CZ2-9MU19TXO%CP3:
M^#|C#|_|+&XSU.Q:~V|_|Z|1OK|ROV+8XZ A^/>T)&XUAHW|'8ML>C/3ZS=T(M+5U
2^TR_3;V|RH|TUHZ1|:;%2#M|W!R'6*|;|(+CV\$2^VBXXXR&#D.J:*^
MHZ6%\$+>C@N"1#8-\$3|_!=#0B|)0>2<(!0"9X90'1|!:(0*P5'!->;H&(.1

MJLE*277FZ^#FTA,-3AI5-:X^.!Y(SY3(MKF!=JC+=4+YI?:_0&CDPXYN\$C
M\$|T|3WF=.O#\$.^*UZ(<_'L|&&79"@2SXGGQ/V>-|L,1;'3H^Q&&.GNT_0
MSXGGW>9YTP=R'A\$|+:(WNS1(L<%PUU59,/N=*,VXCGQ MO+L;V\$'V54&
(,R94LM)B00SXGGQ/6>'YT<|_M25L&XB9QL|OB*|&U@W3EF@|CZNP(GJW+FEVL/T.
<|NO!P\$;!&^6=;V|QJB5Q|A?06>J
MBB#=#C=VNM^6HBB+>ALJYB:K=)RIQL>4>Q6|7.WGPRQDG^A'IVFY#|D)96%2#Z
M\$?V(?FVT(79MXA_QC_AWI3;\$KD/T(_H1-:|4AMAUB7Y\$/Z(?UR|F\$F|0JXA5
MQ*JFNO!K2M>3E8AH1+0VB5:Y''|&F=#W'|J.G2(-:ME_8!N9RLYGXLW4F_-!+\$_
M7E|4?OCL*:GV16\$QG;)D.SI6TT!6OEZ;)>OW\$KD8/(T3HY&JT'HRE8WTV5=56@
MRL1\$#B*\$54-,4"NTI63=(<1(|ND:/1PB.:8@|&AD_5B(D;Q_U!BG5HBH/M_M'AS2&|2-
;G\$C5^"B*N3=P4B3;4V@=CD\$>8(|H1FEJ;HD0@)Y_+#+*>U18T_M%9M96;*M:H+OX-
+F(UW;=:S?|;ADT'ULV;-JU^UVK,\$+C&HSHQAC;5S(FQ<
MI=NQIO)H_458Z0)6ZO8ZUM324B"\$E?YAI7ZG8TTMK4U!8.DA6.KV.=94:S"R
M"2Q|!LE<>|2L-B#\$8<-44*+X&@Y5NI84QT_4'@5B!P;F2T|\$@TH;)?)J#@>
M2BRB0E,&(TT7!1>7'E#HGV&DM\$ _QR2-)?"9#M-T&OO50;Z?JLZGJ(HJT-3L
M|\$G^Q|5%3--;|42K8G6PI|BT+2#ISB(YD1SHGE;-&_V/(JF'SR/OC0GFA/-
M6Z)YTR=K-./0R1JB.=&<:-X6S9L|Z29>\$9(58CEQ')B^558WL)D|T"FUUV1
M%=4@FA/-B>;7H/GE!|0E|A)YKTO>,Q,MM)ZT?B"Z\$ET|2%>NA^DT
MEQVF=@KQF'A|E=RRIAO@=18K\$!+_B'_ \$O^:;(FNZ"?K/(?X1
M_XA_+'LBZU;'IWN)5<2JH'|J8E=DW2;B\$=&(:UV1=:O-8)--N*!E;-W5DJ1-MY(J0?
@GEW=&/GM2*G>_I3O?WIW|E6;\$K7|Q!W1^W5X"(NM|'@7_S"M71=?%
M*@Y'4">HMu7DW>#1,8:@3|!O'?JU:|8;V"i&H&+!A'W"?FLU^UM,+**D0X" M/X%?
=/#7|BE@Z(.1H0C4!HG_3^!OJT>"86#)Z^*!>@(_@5|@!|JM^6"(U5"(M\$\$\$V(YE|8P2A-
M"&0\$|@%|GG5AAR&77XT5Z!:=|#,V|JTXU: _=^^YS;R|S@KK
MRKM41FEEG;LU=R=L-(8-#MLZ/'8T"2M=P\$KM?1"3QQ8@8:4#6.&P;V"J!)8;-M
4OM.+NI#4;UF^L16_0""Y^XM(G-50@L?0?+T3BN;9!RN2\$(G!GX-'E\$|PD5
M@J.B;J30M'37Q!87)J:WX_C,H7.O8<.S?"9#M%V\$ _C6\$KR=LL>JIEPYHFKV
MY\$CM=6J5\$VF)M_*\$NLVN-QP@\$A.).T|B^GL0;NE9#&(Q|9A8W!*+>P.64KI
MJ1*B,=&8;-P6C6OOVUCJ8&3HG>|Y0S0F&G>7QGQV5"UM,*,3K?);!H3C;M+MXZ-
|W99.82OB)G'SVMP|,PG!*DU-(:H278FN+=="U;G:(90Y&CM&';C<"M:W=
M+5EY5G%U=Q:X5I=SU@C5A.K>|)JC@UVK=*. "T1KHC71NG5:T|JL)L.V1J8UD97(*@Q!
M*_8NMKN>|(\$,|)?|V@+_56R+;QF!D=?I@9A049;DT/R|OZN&_D^#|B,T8+F00
MKKQLR@J?P_7|YU|UC|7R3*8OF;0'/WE,?YY,|_IO?\$Z7*! L35U:BNJICBN M,?
&GSD2W/=U03<-VG+\$V_0?6@=U>U#K8-5PO:RAE>/^(|6&"|7Z>V#Z@?_7B
M\$%8C^>S'7YX|/7@M^|FT?A;#I9F2A.82W_RL%Q_B/?R<0+G%\$_F"TOI<\$M-
Y/8W=98SEYF;VKWUBCW0+QWV2/!-#UK(5NDB59"D_7HSE^&+^G?[*.^9^F
M^PORS DN"|4,X^268K= &0-R7+9)5-F-6<9&\$G+|EM7Z*|0E4NS_:Q6_|8>
M7Z6'+^^EK|\$"5E.SX*Y%N\$MO|"?PY4|*?N;M(BC|\$\$IFKY|"WA8=|!-<#M
MV"#O'KT\$ _K|P7N=^N)2|%R^>9#_ \$M?1@#@!";J|'Z03P60C_"228!GAMB"|
M'A^|!%!:|@L@4O@D)?YX!7HF@*>R27KV9C.80YA35%7PQ&QRQ|!%L5JFY(NF
MDE|O:L|L6R*AM)GF/88O|84U979CH#;WP50J2!_HH3(\$"K!1
M+P&T9>/\$|U;CY_7X|*WQ|7"WF,6;|<)C#=#FTU4^UJ'T!0;HE|S(RSD.2|S
MB6"^E_#S|_Y9\$U|X2|SZK#=#EK-Z=<%@,0'(V|WL8!?"QQ^)"M0G^)"QG-X5=@
M8HS9Z|!|K;|GHX(+<_)2TL\$-8\$2Q|P0ON)H_PK-@L?./2V3)7ULQ|U|;EB;P M-
@(:YRR;2AE4NG(2#+,L:LF^L)A>,'!^|Q-|_'|JP"O/;;EV"R?%Z;E;D+,T-'V5|B/8+%S-
S|)+<.XY|MM:C/>T7.E|4MYS53VE07W)_A?IU%#@#5N|?8|}|=>5-
XVWMO|N*)FC|Y08U_M#|*|O27;G^W#DW/2_M\$&1|ZVR@T4;|J
F7OQ\$(PE)I2;N_|A%IBI?-D@B5G.ML!XS;Y'X|^N_O)T\$R6+FO=X'(9M5=M';|/89-/
)>U8S>V#Z|79NADHZ/UDZ_M>O;D|.LA?/5S|7/;&JZ4_J5,E1+|S|T*U4=JDIY5Q?
=2CMZJQ.)|VMG1\$%7_M9+_HJ%7X68FCG_)*)^(7959(?Z!9E\$B_HCVTX|="=24E8|U
V_9@V1W001'/M@O\$9/NN;#VC=1"NXZR35;#YZH*E>!96|M6XFWM+|Z6-?
GK.F1,#EMW|6E9_1 MY.WMR/0J>#YXJ*;;B"DW->H|?&8,6#F X-,>H
2V|HY8#\$\$/Y;WX(|= M3;+E779Y;5#8'HQ44|;<3M<(XE<2OLLTJML+4V0;U:JP?Z*^?
4T:.8.1(QNV MV?\$J|F7/M5/G5V2,_^XGR7TZTVOUN5S&P>-
JN=:@V|@H|K"RR"@&*/TP2;WO_M-)W4=O,<_ODIE(+>>+^Y0Y#RQ>R#()_C>;
|C|W|=O..|/;(Y+|=3UC'M.M?6K|!+D#_C;'HT#'|A|_#CLPGR>^LU/=|U.8LP
M52=-.#:UZT@|K-W/K|!%|M@*,2|D"L#A!91O)47OD:E0A7|.M|J+Z7:M^B8P-MK3&
|OR2M2D!898IF;S_272P'_%L)IX)|K5U_(P""O^_ON*<;|!%*T6B9++|2A MR-

F>./PUQ6"CKD\7NN-5U)SIE!Y5GLJ^G%FORT.Z+!J9'L2G*40;23ZPW)*M
D;) "1CLI6K(NNO*FM0H(FC4MK&N^BL'IG4E8!H.F*.BR:15! .95PUZDX4L
M.;=">FM=1XJL8D#E\$DT&YG+L8[ZH\N,9':3AUP\J6OT.9J6]S*UB7JY=^# MY3-|
LVN_&7+*7Q3Y;D6%W2F"!I\$.VU: *5?7ZPAM1/I?C<)?I'0#A9""=' M5K0ZL3J1NPT?A-
5|27^&;Z="<=SU\$Y(V3>W6C)M?V83|N%N-!FM)G-J*'=M:'>Z8L.E-
&QP*ZB|N+ZV&U0?UT|JL/_5+U88\$A;/%PE/948&5'IZGK.>4^MB!;*)?) [V=F8<|
(UN^:CBC/U5JZM%%IL"[0AF7&A^O:-VZ,M27)MA=Q80!2;
MKL)W:U\$ \$DZ'GL571J5;3'G87)\$/GG6A7J8L337JK?ZZPJ_%TA4EUT;: @+A4^
MSU;)/6: XK'<5UCH&D=SR4N2U9QM"F)-NR0K/\$+;A8VINK.V=|:%AOS)YJ04 MS4
<>^\$3NZ|Z_HVK8Z\$'63)9^L77%00?=> JS\$8Z9H453K5M'P_ITW. |
M1^A4A+77FS+7Y.R:2\8I-6I9Z:>DN|*EF9U6500=F.W| \$SCR+92+|NP9-NI
M'2"D#4?:<#R#(6E1P5|_?ZES0%*TF@F<.L(+63.A^@;=NBKL43VNG2KRFT6.
M2L06Y0\53KGW7G:U" TU(C)MJN|=J*-Q8DVV&1T:+J<|/R5SZN7EFWOH^Y
MKDU;12%>|.B.;^%|@^%*1!%,EO+H6Y2"\$ID@|MJE7J9?&B|*80HQ.14 :N3
MQ+R6RCY,3%U1^"CMELAQ5ML3#D70A>D)|>7XIJ 4^XO83_R0%8|G&O9|@'NN
M2J5_V52D3_O| ^)/?XFC^?MLXH=BQXV\$.1%A6#1GIBCH8.8|JL5->5:VF&O\ MZTI#U
8C2Y&=DG/RA98\$^6X#;:\UN?CC 82.C9Y6/AC'-OL599>_*PSPY'VM%PD^?
W*RF<&C/_962=K,8-W#@!6;3OQ- Y*7:#6;I#TD'GT?X I3?;>Z|VV
M!D<*S!JN=;.IX\$^5X^O=BBK'|ROD+|\\$/JAM/=>|.C*J&TJUXZEN_-71V(^" MU_5/5ZD-
%KS6%9VE-9DE:4W=BSQ1W?C>TJC^0; 3+7MKTL@8C#1;=LQB>E*W ML@;
JFDY.A>.OIXBX%/'6%9,*QU/A^'.E-B?62"UBQ*;*L?WN19#=Q->VW4E M^%?
9UA6J1Z&\$ \$G.O=0I*O4J% M;EUQV2\$10P'-
J1;S4+JG.>FP+.=#3/9U@*DJ:>EX5945NUB\$EVI\$"*KA.AC4
M(P56,91RB083KL:WKF*),>5-9M*Q@M8,OZXWA\$03EC4R%5DVRHF3_:R9'P/
M?!DJ%7|-OZ5N'3%=U;J=JL&9VN|\$.U&WKD|M3'==HV2|<465=K=XNGR@U4
MN>\$,N4^EXON-/2FTV!9H!_+"-CMJ0H!T MWS5TWQ7@JBF#D0%^G-7UTV"WMJ=
(M>*OXB?QJJB M:UE7+=V17;?3GA+M-W9+ MSS2.[*PCE^7(JE.LC"4@NFC'L4,
JCE0KOA=%K_F5ME6Y%+W6-6SS-=0Z?6Z! MWJ'N+M.&:L6?
0ON;\$VTPOVCHUF XV)L8)=;H5W^F2U%0KOGV%>J0DM69V7Z52
MK7@15'*7B7DME7V,F!8?I4VUX@6H%>|M%G'T U"QJ&>O5LNH;5
M5UQ9*JF5N*1R_/%HV)6&Z+#D3D4O&>*QRO%)|./"NO\$BEXT_2N;.&(:6|O\O MHB3
WJS'_LS#>VW+N?_G:HGY3|PIVTN\1Y!+;+.#EY15I:|F-WAV_VXKTF*-5S,S\$/PKNJ==Y?
HL,SNGG/UBUL-GOV<"V0 M/JHF<(MQ4<+N2AR4)|'_##
(=T)LFZGZ,E0Y7N.3=#.1^3DJXJ2P#7OB3A^7Z M0[RE#S)E@1B*5_Y@|F8&\$L|-
Y;2.TMO_GXH64R5ZQB,G#TUMI;%_&S_YD M-?,_31_&XJ5|-
+0#_6K5\$ L6UMYUH*6(X&_@ M("LS^F:&.\$
JE6M!@JIBHU(VHOND9KDO@4GFG=8ZM!275X=-|",%O)6QP=8
MIP^(VJ&&"5|9VO.=0|B\I36R.?4%N8:#S>YX85.0_07|>.>#@//OOGH_F"9+
MK?/>C1*&){WYJ0>ZA?Y/; *#O_-"?!OT;*9YF!!V'ZIE"JQ/A F2;PUMW_.N| M!+Q(<&4?
840;1_7^C"5OOPN*0)U4NI(|_OX9TSC1)P|\ZL07*897#Y9&VY/ M'GR5BP2DQEF?
FJO<7E>(2@7&3=79/_:9P C@;_M.V#%_*U60?^X|\$^G'(&8K M'P75,8J1UDM:
(%ZC|A7AOTOX%P;^#|@EV-8&(JTOY8PSP;MC\!9'O(,9_6EZ
MD73'JEBR8@H@W6^L4=#^&DK>!*3>,Z'!'02MS8B&@BXA8,|Q P)GC2;|C9
M!0JWW?Q2:|.W084:T4.H-Q?.-Q"/'_8_GX5Q|'VGYE9GS/'2CAIE#4@HB9 M7<5&-
YV%O_0LI?VG;)E|(^JR5Q0)6Q5> @U+'&BTT2(JA9#X.OSC;B0'5:M_MHRVA!+.0+
J*%;6Z1#B'.20844^U#ZI!4=GA&#P@RO1)#EWOD+C>/_IG:LU>
ME#42I'R2T+;/K_/%+'KU,?N3;4U+BQG<|:SMREL|6IV5D-3#/(*7^7<:CHJF
M60AJ&:15:|@ "2R"+5EX<>+TPY+"22>UB7NF-FD\KF0H@Y'&K40\A1@X6QVU
M<')FC,E0!R.S3LL96OS.RXAC@28#2|M8Q6I%W0HUJ5C|+F %P>;VX^_!&\$_VM)(=3
F^L(E\9KS1%&-VK8R\$^<1(->HZ2:JJW'DS.5;U81Z,H6:FYX V)B*.J
M%|N!:"%:SNK4RG<+IXO+HQFT6X^3!LA/=L|*JKD M&H Y!!5|,+**
K:R|TL@Z8%0.:J)L8N\$6|M8;|&P*==J:%U4XN6'RSZ5G);& M>#7ACSN9\$NJ+K90
M9*N|_--*>P**R0P+>BLH.52P|I%/9H9Z4J:&R0_T:*94=HK)#MY%4=+#L4"Y|
ME\H.W7)="DT3L>P0%AM6;=G4!;A,003H& &\$P?|%R,=405GCUKR!T'J CZ!="'M_%|"-
+\$9\$E=UO3B+CS5)6H6/=>I2T0GR#@PE',6>U7.FH.1+2NF**='^H^B
MA@3|^5GN51&"7:ED6ZLCU DI
M2BJ51*626CY,2*62.APEHU))31@HNBCE&BP5CY46MOXIDB6\$U5\$+)V?6:| "T
MP9X2I5))5"KINKPRA-&|QF!41<

MU6OB|O_U=|H_O_CBBHBCJM<:C(S:QCF52J)222*RK"!RD5.I).L>C'1NY7^%
MB,'W%"|557(-P!R"BC,8V1RR-@D/1J1S4Q[NSI3A=D"15*HE))5*5!L"H-
MUE6S7&R%9;FHM<*|5R_C0*PD5IZ1\$=<=---MQB1S4JH43B@,1!EY7T
MQ3E>MH8Y7I;=:15=7FEI<)>9G2)\=)H3E@X+ZV4"B*MKRF4UQA0J22!;D6E
MDO8ESI?@Q^%"20852ND)81TJE-2OD5*A)"J4=|LI150HB2IEG-A\$X1>MY%@H
MR<8|1_|I#JM3:A4S&T20!C\7X18S#29=.U!,D\$(O1W#/WBB/_+PV.8*JG*
M"H^#VE0HB0HEB4;1F@QM.77=M@:CXNX5'1KK*C;.:S%>W;5KV/BT[QU1UVQ\$'
M&E2NB,H5B6!;7V0%N_QB(\$+D+!/<45.UCZA(T.0K?N(AJE=BZF)?W5'Y^>I4
MKXCJ%;5\HH_J%74X6%6M7E'9R0_R*G-ZQ!;E6(*C#4:&*4H5DO[#!**]40LG M9T:?'-P
KE4#D5:|T+B6_S*P7U2H^M%LWNL>*E2425>.<(H7W,PJ2%_5_M+F*=
(J'SMZ!:_T#;M&|.00_4JR.VN"!I+;:%&U8BY"2^4/Q*U'0F3L_QG;YN)%
M+-0P(<@HZ0=R*X6)2_J0%.B52KXXB%0<)*#<.5E_M@BT=W;?5'%9T?
*CV\$!YX"J:OY|4LRE;83Y6R|.7E-5'NK"L4HW+6E0)&LZ_9DN[|YC_|WF3T+?PGOR|
MO|CWOMUY4WC;>V_VXKTFB(U6:H@O-M;LOW9/CPYZ9|H-J02%>Q(>_UMPI
M+24|?5/!;C_73JTQ5L(2Y%57!JE0%2Z#HKHBYW#)P!R-3UK6N'W#L?
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+;JIU:N86+6:6FCV4CSKB_XY-ZVWZ;(>AJ*#0VDZ_M@KB3_8=)17NU%D|J^MA*8>*Z;
(U\$T+B2.GB0W%!"|&J|T9136UJ*:6\$+S2
MA%&^%IZO\$:5D3OIA4E'YUL+)N>XJ7BBJY!F.0\$5ENWW%I&HJJB402EH#
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M4"._C6P6%7>.:;=DPBH+K5@KZ<%+)_Q(&"!L!%-#&EPD!W1,1=+L.I8NL5_L
MO!\$+KZB2+|E4ME^JZR6U,HGC5RKLM?1*DWG%/5J<O-.EJ(2-R8K6I!Z,^RPVK9P
1X|MfV"8VI<%Z;F.N/?P|SV93I1V,HTAX;M"DAI0|U6Q?R5L=K9/6H+_R|8X-E
MG2Z="P%K!;T6R6"!|@N>=/T%3|H^V9QTO:U)66|.Y:M#29^/A#U6.\$?ERSL/H#,&\$V
I/2SB8".IK"!>MT5BFOV@^#Z>"%=US:|CLE!EG)C|A64;C;|_1#.8H^?5?*|U/H#R!#
KGS'S_M+H?ELLX>%PQZ^IK|#\$*|5\$QV&#PDP|H??QD6=T),EGJDVQ:""J"!S((K=
M%L5,P2F&_1I-63.)8<0P009>B6%G)^%=BV_V!O(.V5'Y=:P1)!^@/!%=?:\$X=
MZI8E;*/|4RG>+|U8P?4*BHWBULO*&YUT0R55<|IS.)1%#JK=.6-H7FW|BLZP55'/
M|1Y+T50._IB.+K6CBJ|T=\$G#S\$.W|B\$,0DD3*!;\$%
(H(&+GYVU8PG"CF(X^"2+5Z|CA1|6TR45,\$US\$DD"ZPU4_E>#&
M&HP<4_3#E3>4.G*|A=|VU23?H_%V4DWMXIM=W.)>.PSD6|VPIZ>W_D6-
AGS/HL7KKSX|=(\$>9%E^NTU;:QF&!GG=FVZDMS6E<'(M=653+S9LHOZE1
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f(OMXI=?E8QI?N*(=9K.>+Y+2A<)'3!!>Q_M1)!|50EDJ%@@@3+:L.C'R#F2|H\$7"N?
4H|HZSM*|JDO4_MFXB|@R'=:G6|&+51SI0=>4KG;::1C4;\$-4T2&BX#_5<00":BB
U4!;ZY_M/-|J(J|=3!R)3UDC/_:H1_42B|.4PM<%(TQU"B8_HZ8:@T5'0E'5NH-9
M=#*K@PR|@KM^.?F,PVDM5!!|I6CN_'J\$S<\$K0L6:T59Z1-=Z+8|2@F^\$DG
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M^K\$(4&FWLX=%G3T\$14*3!Q*JB@Q3+)%Q"U\$;2D&_@E86,3/4LB@%7600B=+|
MP|(!)R7!,T+)|5%RG6,*506-@X+&T40YQ4_IZ.>EH.^XYY2"?@47_7+*X6:U
M)EM6,=!+^<3=AE-#?4%LA8N6)|B(!9="4DT+PL=6V:%RU2J&U@5\$[4\$.3\$Q
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X&IRA(%ROX&S9)|G.(-D2&|K0QCX>BR@)|#?WL3^#'_W_WM^T|T%G,79B-
M5ME>XCW"X%;+PY>4=2%)9|IR|Y(:E|7H86LX_YHCL;YC_L_GS<&*A??DWSW&MOO?
MSIO"VJY|LQ?O-<%5S@UJ'H1W>TNV|/N'R?|,T7|Q|4.6G<8D!:-=W_MT#47I^-
G%DF/0OPY?%)I8QWE(GO&|CGVX4DA2+/@AS2'EWY.)#^<
MP\$W0%4|!#*>L6G>QWZ)C?%|AUE'H=:2ID.\$-+L?FT|S&|JL:G/Y&N#5W+K,.)
MJ\$NAH*|,CW^D./QU@|. #76*/#/?\$:S*IZGZ\$FW|Q5|ZP2R1O\$>4)0|L;\$C
MMK/V,%+6+.;|6N(D4FM-F(Y.X%45^X\$>/\$Q|"V1_E+_FG_NI6<*_<;ZYD>C0
MFC9>\$OTM=YM"B?ZVI0VKN+Z(-33/>),2;PB%VIT^++%. 'KW\$QQN_7|EG==|&
M0|+IU!^C;OD=OI(^+/TY6*!H>::=ZY9_YCD:L'|'NO@2YHQD"B=(V'|^I_9P_MCO'G-
"CKGJH^D\$;|T^POP3Y_\$_|11K1AW?/2_&>.JY>Z1ZWD.+|OR\$XY3.X_M8"(I>4&8.<(?
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S5WZ?P:PQOG3XT*0UA6AS.Q#201|LS^J.J0K8CU|>|C)M\$AHJSCCNLHXH|??RS

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O;P-ELT%RA7.8|\\$;_3K?*\$\\$7Y/;>60BAE
M;W9A"\$4I/X1R:@DKEV<|= 'TU(C*Q9PM.2!0YL;|XC0V@W240#&LO#CP9LSJ
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(.HAB7QVE,'(X)"S3?&7 M1@4 #Z^T9\YG1S1\ZX\BH?
#W:9863,VG=|VB,*OZLHGO^,FO/Y:Q!|;_MA%|BAM'R:\$2RI5S||KSM.)Y7Q&W)BN>Y>
V#;)(&Q|'K?=>PR37BFRR'?D\YG9.YUI54=-04 M!4Q%=>U274M'+JQ-
0*CJEH@N6,4NIZ)2*3JGHE(IJ>B4BDZIZ+V-*%\$J^DVG MHE>,Y9PJ>E4_*;UBT0W'P
+|BEEAOX;"SI2P+L9&S+DEY YNQ%0EBPGFFVQK MQ1
JL:93:KO@U.*LJ0|L.E1EU,\$6%6)U7*8\$>\$J IP3XVTZ E_J2_9_6*!..9 ME)0\$?
Y..+A1B03QIUL:DO6*7-DJ""R8)OINLI3SX:MT<% 'Z4QJ9,!H5U!) '8ST"N?*" *
^>|N"O/8|-\$N^L/'A7&8SLBN%5TER4!T|Y M|+W/(@S|;W)S,@W?QA)I>;%9*>?
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E3|>E3*&/AAC)TZZ-AQ=< M2IZFY.G.,*)XIT7-G4&
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_KI)E,'V|/|.8\$F,L;9^8BR5^Z;\$6\$J,O?#5*3&6\$F-%
MLDDH,5;>QR;) =TX^KJE8H+6L8J8.*0%9&E?%S*QVT| M'_=<=>7,J'|=4*B,HE,^KE
:,:+;S8#|^_PCR;()S A&)ZV<1_#-+O
M@U3!)>04LN\$Y2=B|R=M=Q9%&.#KQ3E^??)O/"|## M3V?/%|Z6.T|"5'NI,&F|VG
MS":6/L^|QME@:(H7OFY+!U.?I9S^C^_EL|_R>P?R6JQF+&?>3/7|_H^)\$>C/X|NN?
GP<_9>*, M#7%GP%NI=|3Q)>E=00Z^R?
ZD"R_&YZQBD,I>VO)2V"RDLT(TYF1<^2N^>CGB|(\$@G>,'>K_:QWE;C99@<|<(0*6Z?
SBC|:K& ^*E%@9I6*Z|J\$Q:L31-.MUI1.-%(I7BK< M|4TL|TR5|F7|
|J\$|6,_3%|RN3.^|V8D7U'FE6DS=U|M75F E^OVW#DL\$ OH M3'Y>2^>U=GV?
WY7LS0E-W1GJ-I3FL|0=6RZ4|MWYUA+JRZL5(/C"W2>AX"DC|8N=^U\$H
<-6CN=%_P(>1>A/WC"#|5(.1)_I256>\$ M:L8CZ:?.92/HOIL/-&GICH;=9:<2?J)I),P
Z_&B!-M7JHS D^7%L^VD8*Z M&3J2@JH|QT)E^;IT- >CBD7)KL.(RJ'/*?
N_3D4W/^13(RJ=U R:.\$D%XE MJK>>VH,|L('5K&698?
T4CG@:YT:ZSK4KA*R.@DU>S|R2GIZT"*+(%DJQV-. M+K>#RTV"i5=
(NTJLX2327\$!:L107K;8(EL)CT>QC^J^X7JR_V1S_2G\$SQ|81%>N M2JUI6.==
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Q5A9_)+C**EOI(K6"I+9(X?8/=5=S"BK"SQ9\$XM|!9N-|C(^31^J"; M09-
&=A0/E(@LTB2_\$)^FV%TO^9W5BREEB3,8:5JQN'J'Q#-%|=K99VP(@|&
M|FCW4=#@565OM-+BZ|H@5++S?'X,@I:JF=A496^PVK)C|D*18MIV05U!*NM
MNM9Q/Y!0)X8?6 UU.@&Q97@Q VB|HD\$|X862@ ARPF5(1#|17+9R?V#P4;(" MI2T(9YO4|!TK_,9C,Q.IYD2-D7T(RL@T|V,K.*62;>V%H^UW>I?;:/94TL MWJ2=
<,H=SG;F3;0ST'5+\$O"=%&D4C/IOV>;2 #>=8G_7!^#;HED*(.1;A8/
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->XK>=L#I+:99PY7/&><4S<=<0=6LP&CN.C%>O:P&YDQ:AA
M)C7,O*\$\$.SR"W|;G#A-&3|H14;|7ZO?2?@#:YLU&CE6:B!&DG|K73PYO1CBE MQ3%
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MVK+;@Y%6IX4.+;L8CF"U57FZ*Y@;L|S\$Y=-X|:V M\$AO>2;RTJY!-FP04LN.Q97DQ
&F|H\$,^8>.-%FVM|j%@)|54+YRUZ1|INKHM^PXOZ^ZCIZZ^::.\$2* M2.|-
Z;MV>Y%6FCK1SI>WT#*FVOR((K*,28YNH"TB/&1DN UW)*TJ'MKNX-H
M#K;0Q*6;'&PF\$;T)#MIX&+!H,A\$'N)!TH,B)?U78!ZKX:=UV5\FZI/Z%9+Z
M5SEX48'Z6"_0*(*B'Z=HA|H7I'BUN?3#^X|LI5B_0S2O\$1|TKQ7U|S5|PLJ
M4%|ZNN|*E18ZY9(02+%_AA7 M:"))YB>1)"R|FMTR|F1<|.I87O'%>X*_!2&
|%0"5K:&%3>2)?P'<^<2O"@- MT0^EAJE,BN"W|?
8UX4:QO_.LJ9/2'T;P_MX2H"#Y/Q9^F%1Y7H>7=(|RW1O MURVX8'7A5?^_JHM8Q-
\$/D%U+?_8J_9|@N^V%O.%>|&Z+PKQ7 X'/L?P^B M53)|_1.P|13B|S^\$#^/Q:KZ:
(60^(:SP#6/_&?NA?O<_-2<5Y5"R4E;-3 R M5\$.&^2Q(3L;22N,|D*PFPCUPR+QM8
^XC)|,@\$#^/'_6:O?9..N"0(I2!<=:G!WJDA_670|3>P4QQ@P8XX M=T41IB?

_:!5\$.2+R/&H3AX7"U] !<"8Y"U.\$9U)DOPC02Z;>Z|PO^ ^ ^ = + W M:
9P|. + 7|97PXV0HY9|S 7OD8NI^ ^ /C; = /L?>Z|)(#X?#& + 7OWXER 98|YY M%.)
|Y7^4,GV7K|/ @AS^Y^|1K(V\$: MQ&#MY*0\$R*(=H3 L\$DR#5 .1LVU#CW#/
M79A9R,KV\$N|1+!L8V<% + ^ + Z(H4&Q- MG=H*7.*XQL2?.A/=|G1#-0W;
<<.:!|187BR|Z#E>CV\$|INS=(U@JW^Z|*0SQ
MWIN|>*) ^ A*YF9@'X=W>.N|OT>\$9K:YH6@@ ^ L8EUAYE&V7&1BD)B5RHPR^ + 3
MVCY/K8J'V0=1L, IB5?^8,3N M + *5W9\$S=/\$7*[E|PYG9F^I N8<^Z|A*Q^C,-I=
MF06ZH\$| " 9F@Q)|L|0&+ "(O.XM> M.LR_WWJB:+| ^ ^ |L|^# _&OHIAB,-F-C-CR
/S|2G; 7_Z2_0- Z?OC| #RSU' ML|EO44BR%A'|>\$1" | + L'BX| M8BUZ-
:MV"B=5D#^ _R9@7@P_ |E\$C3.)K#*:-%+ = EY?0GTBS8.I + 09BL8B|<
M'W:.NUY1LU&_83W#O|\$ \$OU_/IR>_0G@BD*0I94@VDX^ "75F:YJ/ZZS
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MIN7RB=)T(C:MI0!7>|V|TS|IW;-|J \$P#56WS*D-%B|RB779HD:O%1"R%
M|0|8*@F9?N&O<7.-%_ZP9X2L&)8@,NC2F-REV<|BR:BO|*1<=,34XS87HN5U
M<,J|ZE| -KB09O'OGJL + #W,PTF1'Z70)W0L\$2!/Y5ITE+: =DK.Z1|DI^1&W2
MLETX,#PY!6Z(. *3M.N&;U2:./1B9LJ*1MKMATI*V:J>AK4U:9S#29= /@E:W<M?
\$'9RYNS%5|*T-V-T^ =|UT5ISCGI>_FLG#IW>Z-W;B O*BO!(Y3L^L.+O_GY
MHDYT@+@;1V0:CY9LD)&)H>I:QV5159>2,#I|)#IK5B."49M(JL""%8XC2)9)
MQ|%,6J%&5*\$^F%4,ERLE^>^D%3I&)-(*-3S|^D32D\$BV6XS\$4>YA4^O_.8ZF M?
H*US|V9-/6/N.9=3|UHW+W(3^5O?O4C^):.)@U9=*JO7\AKW!ZOCSP#):^J
MT0% C\$>7."0.V_NJ;&\$S72>|T# 'F-6WSUD6^T;
<<4PY@Y&EBW(HKT_KVKAY=GQ=7:SK
MT^E3(H2I|@VO*8J6EP:VWE1ZI>2HAC;V00_U1_A_"LI|= #*0F|<3D: + >:W MG<= +
(R:.A@9LE*2-M8A@4N>;KME^SC #L|#RY8IRFFV|BU|H_7|."RI|A@Y
MLDH'@7L&NT8K|7&_G3\$8V;)EB5*#X!8":|_ |N%|S7K-77!N&@^N_>9/_-B;
M_>*S:D6;NI3KDI780#SVY|J?C\$Y6/54PZ4^,?U"9N,ANNK(+ &?!9+9%JCS
M2F^6O_%(7O."">N&RJ|2:??>4D-E^/+!Y9&+ #<-G1>9TNI| #A:7R|J^()|GCW
M8PH;U@D;N=O??RP.OS3@S|Z,4^A0X*9O/AVXX8<<*>SW1I5I<"AB#+G2."0
MQ|JGQTIN&.G,-3ZHZXH4,1CZVG1:#|4P42NNX*-=|E.E=O M(N/
924T=9UMVCGDC/<+@NW>PU>G(LF_+ST'F<^ _'<2?!^MA_1Q-8<%&Z?
_QFD.PI67BCCV_MLY:QH)4(. /8>| =,F\$ "Q-75J*_!+QS4F_M29Z+:G&ZHV(XSU|;L-1!
|J+6 ME1D;@:H,I;_L3'!1@^V"|D_NQ^N_-B:/X>?HE ^WNP?'Z_2F_) ?@K7|IN
M%HV_Y>"HKR !?,G#|OUAWAK"|P"!9O/('H^S6TI_ ^.'H*66O"%MD"Y?
M@: % + !J@K)%>?2^6_ ' "S_ % M'_OS1S^6=%66-\$73Y/Q=)6|2+?
UU_ |J^/*_ | + Y#_ *5ZISBR|&Z5P.B2!*|X M#\$*V,(GTYFNT. YBOG3??
|U|3W6&)/2%LF2%TZVG_T>>(<_!#("?"A|A3=?+28PL5+LS^ _B;2,V'@6L?|B%9) M.A
\$#|SQPY?WDJ58LC18X_3H(P?L5;W93\$I6CXG_KY6/_/E?^\$AS|Y2FD<3 M6#
V1|EM|>|Q6*&7| + |3%?+50R?C/^U"M)VT!&_F3Z?^F&\$B14'HA>, @,! M.(?):1N(K.^?
@|JP* |/\$:J.OB(2|:|^B(F|LU>&7)AV=LM7Z4TVH/@G^D3V?
_VV8W2Q_BE#|E|EGO:=F8.#QR_@>F, MTPEG|Y6*#2 /W%|*IE*P9_B.P;_JY
_S|N7&\$KOG|WP*9V(='780_W_ ^@|' M4^VWB?3HS=C-@1F|;W|XQ8,)S@4C,KQ#".
(Q25#(!#@|VC'K67*>JXV3IN!
M8Y'):>DE6LT0'LEJMDSG(O8!;|'86U.6B:=5/'|V\$|I13P=@!'=Y;PF7"49I\$
M<,|P6C+!R&9W32%8GPB\$ \$RXVP|166@4AL'+%Q)6,U)BMT#+=7,B\$|RR"EV.K
MF_@RC+H?PB18TR8RM(83%4/EB+,-4Y).X8BZWUO#LIY-7|&Y<X-
=^ _!U6&5|1P@OM7W7)|!,H+OA>AD!|EL-|?1|, >-D;C(\$@_/&Q
M%T^R1Z%>F"41FQGXX03*.%GY.50W7?Y%_5C&5,D;#&JX.4RS15OS<,"8E?
>/E),&'3D3T^V1I&@)O5(@K+=#H_E=48 M3=@=|X,EQ,OX#+M^<^@ \$+:WU?
+*9_BU?:DY8XC|HPP-|?X9|1MXM9D#C3E8@_MF1/PC%-: + %|7Z%_ "FH-%\$@(RV=
(CBE+C|M@E,=T&('A\$#QB>_T_#?,M,D\$=Y MY\$@+/V8N.5,.CS
|J3B._3GP\$AXX!;QO;H!D8|<' ^5C,_!UU4/YV('|206908Z6E/%|;JLP
M>X'UNZ\$VFJ7T7)|BXD1X^&|? (U S^%|S/X!HLNY"4.V@43Q?XQ|U+@O_@SF
M%FR/Y7-F18!%A&IS0|EQIH9?O%2FYV9:|MV_1#W.#.&M'DQFB WINQ<.,P, M
A"J8DS#T_/_CIDYC@,&D>|@QS !,BZ8,|5\$&Y*MT)MHYAO;WZAS'R3|60Q
M)X@)=)@2D*5Q!;H7_80F%|@%0;C<6.U,N&6KQR0CHBTS XI"#.X JY/ RTQ2
MPRS>%8*[9"V-?JS9F5'(T:V"31CLAE^<| ^B; M|,5|33#"E104/COH9L?|8/3TZ|"
(A6'@'1KQ)M&AJ0 M_M@P67SU|O64:872% @3,' 0>B%B4^7& ,@M\$!E. F59C8A!E2.X&

f*X3P%: M\$"K 3'. \$DTS: MH01G_N_:8-UXBI-42: SO:?
BV.=W/CJ2K(D%R/W9RE^+R\R7! 4+3!L;-_M^
M: ^C"0R745T/IL_>:SF[^S>%5?)""%,WPRO>P!U!7NIR|<:X(YQM'H"J0^6
M98Q1\$=!>|1,3YQMW/9NNM4>W.Y=;WP77+#+^C=^FP8<^1A_R.GLK|^1XF_%;\$P
M^S,059DEFA.XZ/VNI2X*W0#9#;:K;\$="YZ3OU OB5/JFK|ID"8@*^'^@X_'G
M9"9Y[DDPD=_07T*W"+=-7Z5W7OA-8@'0U=-(1X^!KQ@F|VD=Q=Z9CD|!4^3!
<_TT*X|GS#^F OT-;:(+3 2L0&>.X9G^ M^!MST;G_21OZ)EA,PN@L5|*;
<|BPJF5MS>J^X\$XB|K|O*QL8!^R4L=U>(:MUA|0Y*FIF_8O@HC%0%Z>
PP|;&F9VL"IB,3@_78&SIP QLD9+BO&C/;&22KC M-J^Z9GR9N#|L F|
W^IVR|9&P8E/SL#@CD.PL6J"^=R?8!P"/H0;93L;4Q#;
MT0L""S5D+S)B>R>N|#2V|&4M|KMBXOS&^_2*F>>|OHP;1?L!GG/B/0;:+
ME=M\$6 ?C|H^L1^GWYKJN8!JZ6.'(/_W_R(|N_2|_6FB_/(%36XF&?C:4# M60|J&C/#9-
W|AZ+C&<@FU^B^-06H_K#2^ %\$!3#S0SLS>\$FWLE>"NBSMC7' MVV)
JP0OPP5N_6W>#<4ISL?%B_) 7PH_7%@YB4,,3/&9S9D|73V6<6|'K1
MDLR\$X5LMV:SVX4W6_O2G"|XD3+9Z(XU='>D<06GCTW|CK66 M|JEPHIFINHV+
|_A_VSAU-9E9LJO:=?G'T@V%>/&C N|3J7!+-W"W^WW,P|K MCHOV\$L1IV.GA_?^D
)R4PE3T:3'Z,?FAFRSUYOZ&PV+7^+NB#?; B<-1)5L
M+^8C"ELY<42_YKV4_:U_3PH|C)3+HFO5-E|N#1(0KL6C>|;Z&+M6AS9F-#+ M-
R;3>+UF6FJOP2)|_04^RD//DVSG+VO&,MRU'5|I-1A92-7W>D TN31OLJ
M#585,U1DD'KI'* #^EJ49N%=FC/'K+O5|BZ:WNTGD5_!U/W|
@|6X67R.5K!K2?)3P=+69TU M9@'75|%^UI6?4>3T=VAZ%6CI#N..GN9-
1^|&:PRM|UNA+!=RE|^A)|>.* MHN5#N+44-GG8| ^E93&VKF|1?I>
(7J8YF>%Q0#\$NV4 M:MU#ZF5%#:6L*8=B+XYV_+3IB8-|O_|C(N0?
LOW=K|Z/ZB=167|MPZ;J;)UG M6|TSX2*SK?|);M/1!6
::ROF"M.^AI,EU!F%^V&;M2^|V:817-C/2'>5.., ML<|93/V'OW\$A3PD_S,'(+)*CX-?
@D^JEUX#|X7"= WCP|J,2@JVMHZ#6W-(M8+TONQ0|Q)OK0K74CQ#C1,DV7GRP|Z-
N+|^A L:-V+0GZA7Q@A|6#%1|UKNL M,T*YK'C*S|_X4Q_/3DC9\$|,9>XPF3LOF"U;W>%/
_RIM*\$& 'SS1PO|PJV2|7\$%RW9O5OB|0<+#!#EG^15H5-OBO0
MRF2M&@UR#/H%3OY2_T13K%,:@;:%>MO7+|5,(_"+5"E|7TK1!
MB"N=WJ:DN'LC(KR);06^N6C1.JUN,7H!YYHV|HL+;|Z*I+!_VSZP+06!;=FUFV>V:Z>
M"4|KD@J%+4CYZ#0'O49)|"K| H3Y-OVRZ9U-AES4982ZC#2D_!\$/ZC")|>(^*9=KQ:C
@|,NHP MTMT.(X+->\$7Y<7\$CD3.GFMJ"4%N0SC8JX)\$1), FFZV#,V++NFOT(!Q!?!4%Z
M2S<>"5 ""\$ZV#;";)1LEI4(|G9K:&95+C4&J|?,I+5=4MJDQB)#|O4K+!95M M;
Q2/(:5F\$Z:#-D69"8U M|JE\$#0* SN8'2=K6J?+R9.EVXBE*|!1.X?
5AW',KAO""4P3H+8BK>D!;8E M'9V=:=6-3F=)7| VZBO2I H18-?
0,=BI5M7A59|8K%.M'?<;J+'(1;P2H RQ M8V*_E?
I0QEB|ASXBGT|B@D|UF!DRPJ%T*FQ2!@'+#CHNM96VGTR\$@*FLFF"(1
MH#RQJR"P56|EB<6* '6PKADU%JG'*0\$VCET52WZ;5M&_|I'R(-^A\$9\$OP,:Q
MJR\$|I1);IEN^0Y>D.C46J<@3 ?9|77TPLF1-|70(B*+XC8AQ 39O78-5D;2*
MFTR=CN(++<;IL<@I8C2Q^UJ"?1-\$Q-|I8BS8IU 3:|7!N<5EE|H0P8IW->VK+H4@!
<\$0-18 M|SF=(5PS|M<=C Q9IT2?FW F*AW0+;:@P1N+&D1RZI3W'CJS!%?:BQ"C46X
M%NSL7UN!OOVYVFT%;\$4%0:3+KMJ*D'46\$0H%4X2H'G/EX,\$P"0#759ZVU@D
M&|7'%9AXP?ATHY'V"ZD7|(|2V4|_IG3?#,_^D)X4W7|YB;GG^"+1M,7|L'-GOE
M!P9>|M(>_.PGYF+ZZ%(W!5\$ZDEV<_E."U_-'9+%^EA1C6!/)DY(LF0|^#?|:
M9Q:Y|C.#!|ZT?:WGRV|UP2?DP0 (X|1*-K|\$KYD&=U!(DU6O@Q/#;:/TDNT
MFDTD(EJ!E^%V|>_;\$??\$>T)'@3|M*)C+|<^,"|_|L=2CE1C7+2FF|;D86 M)-
L!==_)H0X5;/<)BI*^VC"2X-\$RF?HP;)GR:&R4..GU1'&@V.<|>W'D6 M^HD-7M-?
|(|97I2_:'?,TA3*STH'W|NP.|)TNX%A-MYC"QSW=^.-F|@C<>QRL0=E*R@J'A#
@S3=':MDCMT_9WF'N MQ=_@E|^|VLL8\$WO M'@'KW^Z|*;SMO3=|
:F""B0WJ'D0WNTMV?YL'YZ<|,|I-&QB689Z9Z2:'K|R M)P_+S_ "&9Q,O|9_P@R2C+A
0Y.C_J;3MK.|>233W|:FRN! |U/_17VZL)RMG
M/>G@/PV+H,TQS+A4|A,0Q<9|YUSJ|HX9P7*U\$?F?-?@!GS1|&=)5-N3Z4
MTL@C3#F8+,OG*/\$W.@L5|JZIE4A,BZ3KDPH65L8N2#=#&0-|5FI\$#|X&!U(-S M|6?Z
E^C;16|M4|2,D/V8*0.BU&'RQ?1:/R5|2CGL%B5L1*1V+@*:RVSCPMF
M9H|F*9^5.X;D=8'8U|)1N|= 'S6VA+GY#54\$H%:,K.:S+L+K/=;ZEU+A"O|3A
M?|C_:Q6DAB9H^V295+!QA3%8CME>H\$!R+A\$Z3K\$/0|ZTV|A;L#G|MY_2,ED|M)O
UR:P94 "QTOX"@0K_-3_L?##!'XW|N.E|V(C:Q&W,K!9P><8X="==P*##1I#B9|=AA(>
|S|.1|JCCUY@|H|TH.GG_#FBQG,7>*A;CU+':<5BEU3+ M4C8C1>,W""V.1, E1QJ6GJ

MS6;12Y*.">4F#">8@Y,6@("'=P,2G.O\PN6N8(->X9H;_LQ***P?
[2M);/6S/IT;*_L5/QG&PP+|^MF@)OX#5R\$E\$=C*+0EUY|+|Z/?Z'_{#?.=#
(L|E@[\$P@Z)-'Q>"N+'T_^0J_>C>+MQMJR4Z\5_3KX\$.|"*^8M<.CORA^,?@M"6-\$
D+R|7R%6N3/E!P1:>G,\$G&9/TD\A,F04 N86@*OGS:K%5>/F3:(Q<>1%G|%;KZ.0D
M2,;S"-Q<\$'<1'DW J\,T#O;X"GO<+OV8"7"0Z9-@N2L!89;|<)(<_CD3=B!|
MUF(Z23T&'UX>Y;J!Q#PS EX7"4P>&_>|_#A&Z+* &08CSWFP#^##+N#G|R'
MT@/469F'N"R),LZ|!%|-9<6T1(E,|Q++C:Z"B=^?.0E7KR\$J^V|(|=I6C"9_
MI" XZX|%6YY2^Q)|?%T=%O-9-R;PQ;|Q"5/XTA=&C|=%FM%;FWV4G|S6|=0
M6B69PDW@A=;KL8C D,QT: XK)8Y#;, + 5V)|3W47BW#IHGSSXHV!G< +4GSL V
MHCSW7C=|&F/K|B6"\$!^9K!8+P.&19Z91X=4"A2/0P<=8<+9#L+9+,&X4PV(M
M7W?&NZ\$Z3#>,<0%/97S'1*)@"@8'_8(C&/F/1Z+R%:&VY8">26HT8OY_X
MR!EF|K#IP%>8>D&U#9|S6R-KA9 M&VF<.V'R*EID&YHH>N-H|?
0L'50F62S|;,+0AX^_%?(%5BCS/TU3 &(C%8.J 9X%?@!|=^K?!3S)|_ =|L-Q?>#+
|'G,;7R;N^^ GOAGX)?RTN/.0NV1KKCL,O@=) M%">#G|HW5K=|W&Q<|_
_7V#%)EZR6\8K-,32:T#9^J"X4G=VL|F;C7<|OQ<\$ MK\$31""
(%R,K?)MK(5|JN(!9HQ;V*#(>&4X83;)08F2<>@?T13,;#;^X16(< M\$ "T88/_H+4&?%
9I^VDBPM;#)YNP3NVEU(0/Z?_GBS|Z72)DUY|W3<|&S/% M!U+C
U;H,G2Q_ ^7!?!BEJB\$OOYG,P)F|_O+Y|*|QEPX@|JTF(W\$%::#)02 M?P57+O%|Z?
|#=|Y'^_HI,XH1 >JA_#R|W B\$%473X9|A!9YGWYO| M"UQ/S
Z:L+|%FE@G|)ILA4\$M>LD.L)%K!%UX"%X729S|,D|?9=R|/%))#;JD-MC24CQ,N?;?
4NXNA|,&&960@MT\$|L_|+5F DO1XRH?SY8A;|^AA8#_TI"W@! M0</3V/PJ<5<-
/*DAR<_Q+B%C#OJ0|!"I#G,W9&PKMG+V8F>T9A*.V_%3!FU2*"0/_ "1(YFLU>|Z(7
MC"+@5E0P";SX=1W1R&94WB,MT/2=M_2^!Z@%:,|DU+)N;-'|Q""?^PH<_6;:
M)AT'Y^T5MT|7,":?|9"C,8I>RS|W,N;&7AP'&+_9=HL|OYZ|2Q7M/XZC5;^ MW4E!|
|@08H|+_.MT,4/OQR2+S+NUP1)!@)_OO\$|@EC" _1^8;%G"3.6%- NF
M^ ^E&Z1>3(%E';C=?ET|740QJD,|W+Q#XT?1220_>^31:Q44QSUPL\$ 6X,|06
M|;F9W\!\$?%'277G|H0++_D0(^QDH|PNO;:WT3YL=TGB.(G8"3N=::A?110
M1SQHZ1%(-1D>_0D E;2S;J K?PUQLA,B;* MQ8L(W73)_&/5YAU |FP/|9-AP2;?
V0|HIAKJ70Q|VD-.BON=?OF4%1E*.Q
M|XV?|Y3")B21VOMP<9HCG70|K>4H6K^LYICJC1C<+EVPC86B1IAN@)H
M"98,|R7HX??:;!0|>B&X%8#| V""K|9| #E*FDK-XX;./MTOC4?@BFO*662+C
M|;MIZEO<3UG-,<*+NGP:9%L|0>Z7ZSS|+|LR|IG)P)8_D0Z&6F*LL|?/3!
MR|HR)S)/0JZ>T|N|X^EE!90S=N7>CV7_,Z=^8QFFN2P NCF;|AMP&2QIHS,P-
M(,%JYBVC>+_.E*|N.@UYF|^?VB|37)/EL3BZD4;R|=Y>7S<3N|\$A6(3K6 :^V5!Z-&2
MKK-MM(S\$|H9@;N/NW6OV9@F,%EM+K?1"R|6,7004Q|P33G0\$=|WK0/"=|
|8/KU=A6&2KH2 M6:V*|,G9UT/XZN?BY|HVVU&VW|"MEJ)9^?
NA6V*|,;>A69|_*/|JTKK(CV!)R MP|J#%4)2H2-438>ON!&*T?+E;UK4 MYP,
|R+*"NTZ2PS6YZL^%@!#9WSR|B4\$7P|,W,>S#49Z;&'|>;JMD;_/?Z5-M9|O*_^N-T;R
XF-%N,?403G|!F*D?3M+3FY_6V|65 MJ^%HQF#DF+)F%+?B!*SR2L0AXI02YT3=N'.(4|
(-MF_40+K&N<#"G:76OZ3|=6UV55KS9B|5SKJ>*??:'+=+\$ M:&U3>=-
0%XC'_VE%|S?>;6A)QMV|0#S\$C\$ZL-6Y1'V"U=DURQVAQ+0!20(M|3>/BQ J04F'=F,
(OPM|+, Tj%|"0+(Q39Z#8#8!)"^>1,\$|^ ^C>)D-DJQ M@KN+HT3-V;
|+O/>)P;:RRRXUA9A4&L9|@CJ'W+?#OI%6QF_K8"(*3\$ZX"1? 1".8| TF)YP%SJ8+8+
(|HNE6P==<@KR+>WK|PWTG"LG M#?WZG9@-8S"R94?C%?9O.>S2>P""!@#4:F
MK%F|JG4(%?*D"F!0LEJV|#:6C%9HG)F/"USBUSQ|Y9C'U%5MNUB1Z'KT/P6
MLKCSQBXR=R^%@*F@QZ,XM04A(>#*!N_%
M""!|",BV5MOB)00(8_\$>20LWM;HF+ZWS54W>BWFN#T:&*
|N&*J>RQ4M9>_/H|BT@#)UDK|V@V8S5C4WI6YZ4Q&*D6|)(2 ?N&PI.YY@*A
MT&1;@|D).(P9"\$ FLPL\$0@M\$H6R2).P="\$ _FS#<(PA*<4=|HS|V,NU>(#&'
MNP^*.*F=4+8WG|G_@8|?1MENY_ IEP+XLR/\$N|5I8G6&XL2&|J;|-4((>0+0
MN2Y5"8"*&+&4P^#|J3!;Z|48J!;_/U
ML_ %F&&';J9.T9!F!\$,,Z=/_FXP4P(+VIOH'21.G_*|6(@X(\$1,V58|H7EN M?BOA=S|)
|M.%2>N"5O(H;-NAJ;_4_G*|/_B06XVOT?F;RA;N;?!*HA9"V+GJ'G%.'2+C@1N^*F4;:
M%|H7 AHW;,)KLVE|L\$|<(8|4|QZKY.D4ZMLE&% "&*U(L'E+*@0WN*Q
|B0)VX1G45D6ZA6O43O5O<0EV_ M1#:E^F(Y:&975<&WW_#T/X.W^32\$P
M4DM|0F"?EL|^G(?90SAYR(&LNJYB08=;,07)R9@CU@.@7%#O-FB(Q'&4P,BA4
M3*P0;>!1,L M:4=VZI>FI&5O9-FM9I;= M7GRD9|W4?+WDQS!/O,Y@B7 L >C%17-
M4B *AA MPE4I?(QO'2|';A+9='D)W3NM|"(IR_1M'D)9C-J|WMY4;M>@ZK@|X=C"P#

M\$,^K'BUU0VS5IKUXX5V%:3?'\$J4-(BU):OV\H57!R-'UE3JLVD/K
M7K*T'*/;M*PM6JR7DUD?C%P,T(K2M?X68K LRHZE6;SP*7B<^8DLA?Z28K*7 MFZ!?-
G.9^FX?>6OA:S%4I*48%G /QM7I7>R4EOU70I;J&K"D1V+DZEGK;"
M8N*\$57NQ(&#!6EIS(=?A\$5I\9KS.-E\$2IZ^M=N,X'=8\$T.W\H%HBMR>C0DL
M.C*+X;L",7,IQ+-LM2\$VW "3YK!64&6\,E/?^P'W\%@RX88#^-OO/(GZ-(M#U/X\I-
L%KW %?YO4?P^JB<7%A)UW<'(E&W%D1V%PL!B(N>\$+\$HNGAFQORV\$KW_Q%U\$2
M4!)Q'4M\8?506\,1H:L8WF\^CNP%+RXAJV\7?N2Y34I)B7JLIZPEH\NJT7+
MVODTX,MEMCT8::LE/1LIT1@D0W;RU?<02VM::LN*+L)-LV9/>:.-47:?!
MUJ_1TIM)O_YK%2Q?.73//#TA/23,2E;O(*1#@1 '<M"4/_6H:3 7"Z\9/4R'
"0:X\$R\$W7H KP13_4QQOMG8V5WSEV7K;JA#6T3D,'<3WC6?>S/X*'?;?B2W#N.?
5S7\UZ1\V4M4DG#&=M:?.<=|W\^;XHC+IPG_M_^XQ\KUO=Q\N6=U\LO?O-4%LY
8U#\|O27;G^W#DY/^N8>J35*_IM^I*;7A M*W_RL-Q\K
T.7Z6;R/C"5?"Q<7#QMP!-6SQM\$,7X!>LR\Q:)?\^RJM)D"QF
MWNM\|\$,++991>|G70Q\$TQ&!D.F7V_G:.*BD\Y2%);(G9U\X:N?BY_K
MVE"WW=*OE*%: ^OFA6ZG:4%,,NM79MS*/WJHTPJ0Z@RVG#@:+4I\$@5>TK\^Q
M\TM_P.^>\$^G7<.)/I+^M0E_2%5G2%\$W?T5>G@FL=JGO-[G@?+.%IXW."[1]"M:?
D"NDZ00SN8X%P)"Y)T7?H.WO:U! ?PB358S9&|C3AN?>*4<./!/,MB!8"#;P2+YJ!S:12Z-
|EU M;|+J:|#|)BSCZ'B0((5AM:>2%6 MJO.3C'^3ZNQSLX94)6E8,F\K^UW=I= PD
U\^P.0# M&HP,V=:I;68@O\I?)?S!+T\&)D&ASQW6N86;5\,+'<&(U63K9*BS=1:H@V3
MEM*R:P>O<|Y:.*7|H*R4V7=H)#!#Q
MDKU3|T5Z|&\$|_2S,*RV\|7,8RXGGSM.IM)WSC5N&?R6QS-WT>LHBI,2'8\$ M.
J3=VQ-TM\|H7|@ULHR|F!:@|"+7S\L_7G"J7BR@=6+9,?F7/G\NAMX!;)S MDL@%
B\$FJO4:%;<8%%ES>U\$3IB|)IQ\N\K%NF7'GN5+I2PN\ZF"D*575(:VW4,GI M5=;
|@JQT6FWAS.GZJMW\$&C.R\51U^T7,(^@)7RXT\$QF#7NYGH#2,I+""0|H
M4XXFD;QP(GV-YHMO09A(OX'+%(X#;R;|C^)%E#I8M&/1W%%5H!ZZMM7I9V"-
M>ENOO<%/P1#|,|Z6.K%F&|_K5E=8!A!E^9U0WF"F!A06BA,+W'0!%0^|
M\$ "@:+OHN.!!|/5B|>+@,2M3::Q,S55LYX(-0;\$U=[HB/9MI_?GL7VF/6?C_'5"2\$6CL9
87;K-?OHW,ZMT X\$D M\$"#HVH@==S>H5)7Y9%;>*HLSAK>GK.0UR.XUQSH
P((DX57N7O<<29RT;K6Z MBK\;H;@E=\$H<'*#@#.D/9P^;ZD%-XX*6Y,BV-E>
(G(+,03W(D9UNK@|Y|"-M=BEFCDO;,\$|,;8>.-W)""Z\WSE63%\35|EE5#FX,>;
|E|".U|@Y%*2(7 MX4%6%Y\$+2R))\$9\$BAA@<*X)1 MW5:B7&G_+
MS3Y@KC28A**HM@|9QTJ<=G.5Z0\$T.?@6#OZ X6+X"^L"6'F@%
MBFI1Y:V^<&%V_Y9A+KDKU1/F^AK,F9>&V9UCWJ5_5GVKH@MPAH-+J3264B.E
MIG+DJUAJ-@5CA\$<=I;OI:))"Z\UV+675'2E5\$BIN&BI**AYV4IJZBAQD4(A
MA:*9P;#:G8X175TURFEIVT"9>0E|_N\GOU6|G_M|6^#WFX9X12L+@G4270P
MG*C=B>SHWTS.:?A_M:75XN!*4;#|*V_O'8?L0MKYQ'=>|2|8?)SL^*)D= MWQ<F#;?
JOW)YKV=LI_646^((BX+|_N,,/>T.UIUUZ&_|+,FG_X;KFLV7; M+^P.UEJ-
VHB&U4\$:=T.P;@9-.6R-LGX2C;MWHP?=V!WFZCCH;R,LYE,+|J|
M\|V=|%TN>.N.ZRL,EW^OE^X95NXWO.:RM;HMV7I"BW5_8=9:MY.>.NS4514B
M8|/%C*LMI,GA=8M'OS?%1? MNQ+)|A:-N|=1_&.L5!AT-X/U,G)|+\$Q@-Q';A0'H"(7-
=)_M5YKP,IS_0C-8 M=%YQ'G|G|K.>L#-++!AWAN&%S(SZ|S-X-|VW?:X0GVR?7>>|S-
*Z M':A:1U//1D^:"9R"FSINT"S"8Y)'8T()2C.84P?\$11U|B4H#B'M7U\$4,CH M0OCZ
UNZOB6+B ^QU",:5@<|H_ KC|OJ8"!CE,WD M?8&MG? ^A|T#&9-J;+WHAKF\I5YT?
^\$>MFZ|7;73G;^IUR?TFV|_|XS<|NHZY9K)5Q4XC%0/!^J@
M4W/#ME*P|I%U:"\4<056|WD0-^ET6K?:0.V;CX!+0%W=L 51_/_!;@N:Z^ MNGP)N*8
KB R7Q?@\$0: ^\$3|FF|?. |>R%EZ322 M?
FWKZ?;O\|H3JEQ_@S|P)JM!"YN_S|U&FODE+A7MVHM7R1<%*;7WILS?1 M#V|-
RU_:^NJ-Y1 ZZ*&W"U|M)R(!/EQH+HA?SCM\^6&*;|XX2S-
T01C7|C0ABC;1H(\$#>ZYM5?UK+_Q70|MF-.6^IONZ(|L 7-
|620@>|MP%_#J|3'+JUSY>|>AZ>L;ROI_-MO41_9X.)* M>-F4_ECK0QZ?<#@HZ
|9EW\$YY@?KR3*98_++4|XN&5|QZ3Q6|_CZV"5IK/9| M!Y^|D'U5I>2<37)&ATM.CG
_6K?RO@8I%DU:>#6Q*+CE9\$^Q&,HNW%(LFK7P MBM5D&^W+=5D>PK(*&?D-
|D)C"M,UY9VS3|RB67_FSD.51'DU\$U(3A.RO|JN5G278RYNU3J|>D)7K;,E#;|N",D9
484%U<,!73Z>(=|I?@"4D, MU6|P;F(H!R87E)60 *G9RBT%D N*STN |&U9'P"0.EIO2H
T"B E3?G#C91Q M9*0*%M|#Z;O MT7|3,KU|H04>3_-CV*YD>H-LY|JW_)
|60"W_1;2Y=YT:0^%7+A*%=G"*FMR7 MK"X'&.;NJQ.MKGH?
V6WXI#9O#0@8T.6EH|Z\O+29""@P@&M +;:|*A:IRF= MHZ|? 42GJA#"UOK.
|+4*U#_HI654M)AA|9|MR;H5V0 M4'70DZ7V3;4D|^9LKZHI*9EZ5,-P;T9JK=O)1!U--</p></div>

JHBD)7#1^YEA*:\,F7 M,2;BI4J@_ZQ21R#K<_8J(T928X[AD^ZS\Q
M%1%X.M#42E7W_5[NUPN6N))>%LB2B\$R\8PZ;67O("T;YU0EV.VL,,9>\$PY[N
MSN%PZ&..0.V/*X.K)!R.Z'CDP"&'XJW6[7!<,84@^=U\$&
fNAE+"5S%R7A(<5L47]\$\\$=4_GN+I8_M+=7/H%+Y1B6;BOO76_I<@=,)CN.=YH29
I=W^KRUV_=IH;J8%S5I);1DJ:.#_MIOBPY=Z@&>#9FTEM!>
<2,TW!3/%9S;TQ0Y'_SEABYMHP4WS4,\9,#BQDH/HJ
M(%%\$1O)3*&C:>G#F518I(E)\$#G-7JXO(A:65H(A(\$3G,D)\^5@@O*HDD)D!)P2_RC
M^A;!DX:~P464.(G(1C0)05)M&;0.RB-V<#+K_30Y1CUC!'B-XLO?>|!\$EAJKR M%
<\$'MO1_.BGP1%6B^L*%V?W[D\$C4@22[IJWC4.) MI>!9?;94)>%?
LUI\$>\$JXHBFFA1&*8QU!,N*A7%3WH:=UFW=M>M2V,X-*REL
M1P^|H25L71"VFO,U4MC.#2LL;\$_MOD&0@L9./2>8W>^U1P,-
+U+1S|C<=L>,D3>_MLF<\$\ D/J04&E3O*(/@6B MA,'V1U)S-
!B6M)6;8LV/G5"">D@!;:1DYC^|SR.)B_U1W8S|9C^XT:~P6S?
MZ/:SOO(1'E%+2SG9HUEZ|3>3AS^WS441=(TZFDWO=,VC|N#F_Y6=B:0XZ5N MV5
M4-K6ESY|\$_WPUK3|L.VOWE@.T8L>>K0004=8G@_6+FU-7NB%,-DU>T.
M7|F(8HWPBX_+~KS;|KO;8VFN1^U&EW<_ ^;:ANK|WK|.50I8<:|!PJ-US?
M'9>YF(0+>:,J01^LG|O|*VYKWOT3&8J_PP=IF@=5>EU>EIF>|JB_VDTXALK M@+
<9)2R,5_>.\$LS=\$\$8U_8WN|372HH\$ >:;<|V"V+VO1|XX?>KIC;&_Q=Y7+M_A?
3|6!.V_)ON@.|_0+F^+)(0.<8#'OZ+3\$MLZ M?^Z|L5:6),F2I(V8WK|3U
&-8^K,,3|83Y;|),7*8F&P|YC|5@#W>7;5;L7_M+4K_M#8=:R2L-JO204=Z^4?
DR;"D;4C9.O644MMNOWP,97Y0%4/ M?-JK48<3NI<10"^O+FZ.5QASGL9|W<:U7
MQ5B6##N>4;?OIC;2Q*96L2/"I77D:MY=W|SW|=\$5EQCNA|LUSGRP?00+|5
R/F5:@V*|OR^NE MZ|'R8P)_|M9V(:U87HPE=*|RKFMJ0_UT!PW1
E=4P9NV>641|QZV|;XE3^~)ZW;<57M5;1M9OG9D6W5?ADXZ>_H!
M|7W.V5|64E\$P|JF&X-R.Q4MKI MJ=V>+!P^><ASM1QQU9)'9M*"RL
M0VX0"@>MVH:Z5|Z5|)PCIKG1L\$PB':E*-Q73\$J"<*F@+"PGOJ(|S;F2S)
MOCJ,%99D-TC-82Q^H X|=:5D95%W+7TX|G&_7K#\$E?2R0)9\$;.(=<|C,VD->
M)EC#TM6J704NZ_L:Z.X<"@<-5HQ68K?RQ2P2#@UT/'+@D,/Q+CBGVD3RN|!
M+F7CE^~.W+.9N.++=+6=LUJ'H-TX?#R@&!)E9O7Z"AO+W=B3"6|2#PK&G(KV4*
M7,7).\$AQ4Q2?;G_ |BZ6/RS'5SZ;1^48EFXK|UUOZ7JY|!%+O|>^LY0@>NCY
M5A<_3\$UHZG;8|SW+,EAR=M_4'|7<&S38,46=7\$8?48F96D|J|HT9"OQK_:H>
MOL1,TS%3?-SODP.+&2<_NH@47P,=&E,H:-9Z1+.B.'_5+"ZI^9|H_|A|=|M\$BLY#C(\$?
V"1/0N2S-=BNC?W;+I4A LC+|7;4 DXS&-,NAK_4)7ME-I/ Z* M.OIKP8'LL-
)X'!08WO7@0;I&XZ#HN,#M:!:YAY("/TVR/TU8+PQW5D&^>K MR+NI:0649(B
M(D7D,"<^5PHN*((\$F)4!*P"AB^L;|!7C@<7L4>(H\$8T"4%2;1FT#DHA=G_R
MZ|\$S.48|8QP8B.+~7WO1)4:|A7!!;T0#H|H|\$0%HOKE"A=G|^Y!(U(\$DN^ZM
MXU#B7,^~4AC#^AK,F9<&Z)UCWJ7@67VSE;1N!VJO7U=C3K=7F<|Z9ML M-C:UD:
|UNX/^:~PV>K/_&X\$)GSOT|DJ|B*PJ45@<(OX0+&,-9@UUT'VB?= M0Y'MT/VP?(-
V_5#C_G?X?00;-?XD8)/GP,8Z,G,NR#Z(X|' &Q+I*H7LM8M MCJ?0@,IO3,?
A%D|B/T*=F-4FD;=S8(V3J2GAV_,F!3O.%G;_&?J!-5N=7C|0
M=S|=/:Q3|A|>*|_)=7!FW.NH2K36(|V'1GQC!;|H|P_|
|E'X>D">PE,_BCK|R0@4_(0!4\$Y6DY<_A|HHR|T#NGUWO!UT" MO2#NXMFEX
G%>O69/3%;Z68H|@L1 M\$F=@N|^;\$W"GP.PG*G05BQ:C:-
E18&\$>0&/&/%^9LN"9,4>Q|8N^JCS/X1>3 MP1:V/839:9,T9=+SX67Z0&@0
M|D=Y^2HP%\$|A # MXPMR-'_T-MD)=OP6MU;XMFV>"NL:PK'HN,|X&8QTW
M\$"|1|>O1%A1|G"AJV%,M=,Q@5P25&M@K_07H-Y6O)YS"W@?ST6U|Q:4|M&T%
M=70D_C2U|,Q6%R!"ER7J6HRX;OPGKI=041";/297:'EL@_7@=<|H4AIK!O_" M*8<-
=DU_IW4 |O>9C?V5U69M%2"QQ"TF0#M= <^#_#Z"^3BNP")|!#@EPO=|
M>W>ZV^+|I|J|&L;FJYOX7?>>,S64>C>/EMF,(|B**D'17"ADSRB3WW7#H/M
MCU1U|8_SV*E9HHV5-7ZD_CN/B|'6^B_|F7L_W&CSV"V;W3|65_Y&%1)+0HL
MR9LUEJU3>SMQ"EWV7K|+KL71LY)QBP=CSLS09E|G<03CCA3^G6-^302|!&+-MK|
|OS_@|H'>Z;|E?Z=3@SEQCL%Z0*.1,HAVYR?H<.X#M_ZJM(# M|O'P
#/88@|H|H:EOVJ@|MBCQOYUH?(\$2+=#(DJEBHW&?86&%OWFX<_W7|
M+M=*OOT|/^>8+=:#2=GZTF=OHA_>@@^~M/75&|NAH>FAM|J1Y!4H2-
12M+~YNPT>O_>'|2'8RWWHTZ|F_OW;4-U>^U>IW_M M0PUV#G61+|GF'|R-=JR-
>R|H1_.YGH+*EF/_+4K8@KJ9R52S=?"@ \$NJ(BX? M..9W9M|CMN>&/L9;-
RZCK)\$6W\$1M%:_NT"E(RZY>7/FC_8#Y29Y-
MWN13E65?:>7;E=:O#8?|W15LL5!_"!1+%&|+7#Y!#I"MOL#H?

C, ^T&6J=UV^_UU.%H=*<|<#S,>Y">2G(F!Q/?6H|)&&7
M;#|)VT<#%4:.IQ!Z4B\$T&OD%W2X.4@A:++5TL\$,2 M:C^,W#|GU|.H%L:3Q?
%4:++|U.OJK_5&# '&P)C!0P"KHJ*1!!WQ M2"7;LVP_5X)\$&T|T&A@'#&AH#4HH?
#2(E2_N5|P2\$1/;S MLVIX.M#R_9!*X|^4*84IHE91^T+
_|D^K>*5(S/E>WHUJWPZ&F3OI-"?M+9&21<<1L3|!|V1|)IBS;
MSY6|Z/>E0F@V,HZ8O.C7D;PX3?HW:L\$ \$V7;@USG_19+RV*3'6B(&|+'QN3 MGM%P?
*|T5'^^ (MP%KPX/K?:3??:1<'#\$|U6|0=DJR/000)H"
M.5=J9M!IW795K3M2^X/-6T_.U*V_D|_.L&|TU"TF4DKO"Y;>(^/!KGY,RF8
M4C"E8!8*YN1<*;Q!3VZK4GJE|:XFO4=,LPYRTZQ2,&LY|7>-|OI'OT*|E"KQ
MZ|5L_ A#LBB';+=E_*"K#HG?"+-GYZ^6+D2C0?|AING>2Y(IO<5GR-&;E|V M-
O2^J6AF9O"E|_4P-P7F_5IZ=+'\$I@2F#6"G|PDAESLQ'O%|f%N041\$EHO'5H%*?
2#U=JP(|6: MQ%X^|)@H2P&74VO!*\$KU-.C%W238MWJ|'+OV\$HHP#Q="&*\$&
(>RU;L>#|B6+ MH:SP/0JX"G*1|*Q_YP#(=CJH":+X,=ZHVBEU;&6+E|5_/oEIX M-
B=!74H15H|NXH6-.J=S#39<9<52||5D4DQ?HIB6CL%FQ#1'\$G/|WTLIE%(H MI?
#@\$SK2C->4WRTLOQCB%))*#_CK HTKPKVD|W?Z=L.G M./5>QP2+/XPFG'K)GZ\$?
6+,5<)I&BI?\$9P|+L?6ES|Y\$|/R-NIY9#A&)'GJ| MT#UP@J-
UXJ&;M5G3" _G';Y|M,Y@C6=L=#C\$19!!O%A^WX:/7FW_0#|K#L9;| M4:?=S?
W|Mj&ZO7:OT|_VH08|ARH(EQ.)+%U^SN6_WH8BOF\$QZ?^!X|/*;|Q
MW0|IMCO+O;G>@O#;D;|V14SYP RVF#)/T;J|TNOTM&MA0I4"|'-SB\$9|8P7P M-
J/\$5O?JWE&"N1O"J*;_2YG8^YZT,\$ JF=8 MC&|LJGLO/5>#Y|%0*H1F(^.(S8-
'==S0U,WK|9M0AV"X,F:FRA>4 _J/<.:?:MX MS+=,##%#IMJH8OA_"UZ:K-
X>4VQQ:E|*XYVLUQ,?M7M-ALQ|)! 0YAKQ.?+<* M/51 MSFBBK7V!1I-
_U:1BMZYLCWC8>L6WJZ.M:;\$ _24RLL@X8K9GW*!LCV1|ENWG MREV,QU(A-
!L91TQ>C.M(7IPF_1OU@(")LNU!KO-
_ZZ5ELN|-2\$KG_I361VJIFX.&)V:M*(|)1D>Y;MYXJH3WI2'309%T<,J\$|: M%% _>D|Z?
D_-21;5CGXP2O4C^?40JFF'K0|MC5AM|4W1&S76
MIOWN4!T.+KJAXEX*IJYSD%)H7Z30'C%;-KGTRV^D/\$IY/+|\$|:N?*TTV&J#,L%'T
M\$S:*/B0W4H8C8N(U2'?|;ER3OA\$CC|?;R91E3W^/1)4OSOK)SQ'CLR X9F M0;*^_
#2OZS(*"K1,NZ'6O1J0XZVB6+KRQ_/@VJ7'<)=FTCAL#2DY\$26D>!5NDKL?
=5:V.IUB3V M|K%7D)LMI=:N)/G5^!,1#;9T=|U6^-G2IY9=|EK"
|A4^TV3US'R@14^%6E M#NLT&J(U.&.U4>S::AP49;6;'4?%F9
M%-7**E@T<9,2@OP|PB|A:U|MQ'%'OH ?ZEG&|=AC|\$<4^/^&?J!-5N=OBU*+X>2
M-_SSG,#^33A!CUS9F 1|-0/L5'B7S4Z:ZSTP% MY/2OT,4 Q4+W?K! 60(:F_->&,O-
N9SL<5>W7U59;+U|XR9SZT;>T(7WCJGT MV>YF<|7K5)7G.8,OZ=\$)0!4#-40/?
8+IX44@2C"W|B#|@4K>@8#.\$ _5T/ MB'0_RQU5><8Q,0"4&G>6(FCAO) .AKN
U^+ #Z8@1_*R@DGMBX@DBTFO@\$|P M!\$8H.GP6>-;/>,8+%LQ=\$W#XN;
(E6|9<"7UX#;| #8W/F^#B@!2H:!,H1\$Q2 M%|X2N\$!6^/L"|):9)#+XB?.\$+,H
5*XO9IN(OFW-R;BV!0_-GS&?K'/8D|6> M8:Y+P+EK(FOM5?
8|U@P(3XS!_SLKA3W1XF&9QEOW'AG1P; |(UP 5!PD63#7 M ^79#6\$6N@G |!F,JL|FS
APL(CZ|:P^03V(>Y/EA#K?.LIHF-N_3|W7MULU MDQ#+?
H|W%UJZOD4Q:TZ=)_;VV3*#>;1O|AX4ZK^3/*)/81|(@^V|I.9H,&1@ MN2G6_-
BI=9TV4=;XF/KOW(NFLR3U OKPQXT^@|F^T>UG?>7CGIA:%%\$#N9HUE
MZ|3>3AS^WS44Q>>V>GVT;<1'S+P+XC_WM|+QO)LNB*R0,10Q\$)R4YD*UQ-9/ ML?
*/0/|XJ&DPX&W-0*9!+82..X59/ D=M@O!@E_9(JVHOVBTK:"XW,UX,/
M@3KWGZ'#^;O=52E!Z0B|?#!&6PQ99ZB=>FO&N@Q4-76 C0=/_;|2;9"9=B MSVR%
*A=L8DI@0=#S4"?*E,6/#/F*)^1A;Z"C"#>:##\$K?=\$AS%C#^?#LW)9|J M%=7W:"7
!AGOG7Y:7I\$O%IH(A6",&&; Z&CN18A>8/6Z 1->4*&VP?LJ'->2MO-UP7K|KE6X|K^U
MSE'<|S\$4 3Q|MH(Y "?M1G#W 7DE'(W8\$X Z|?2D#7*S52&.6,Q;V|4FPI'
MT^*&>32/,+!L6*R/> '%,W4N+319R^G)I@|SC;@|OWCXQ/P0! S*8EF^XH8-D
M,'1_KLQL|QD0J|LKWX(Y.#74BM.O")R8L|J,X%72LJ&*)FZH%.R,,D=#U&*JA/U%/KF;
MAS?2=|F>/7UB_)>X.YQQ@|4|*@4!5#K'C7 M%+@YX|&\$% YZJTO7"S;H
J|WPT<46W_)#++1F4R(!@|O/Z'%&?C<*-B?:#1| MX&VXLQD77@/>8@7P=M^/MS
"J|HKFUK@!0;K5HP:H\$%T<_IX '0SUK0XOBV MS?&N149VZF4&8-%=
'S,6!SI%;"SHMG<5NYA2:9)SB9*=?)N)=G -M@947P;
M2YH6RM#ZWWT|CWS90J8;)O,=H+UL@2#.6Q1-L#.7!*7)/ C= M#NDLEYYN@:AAS
KWE.AE/DS4)(4:M#&8\$>R5L/U |HG?&;|/+4>|K*'SBP MY5@\$7U "J|-.@\$@JY1G7,B-
"9/BT OT\Q)B4@">WP1OB.1D TQ0*4/%|XK M1%1M>8F|'58|>B1P%,,/-%B|%|&?
@%E_/C!|!?' OS#7V),_="5B)F0&&[M))Y\$6042G*7/WD0_O(UN*,\$ ^\$?+B7(0&

99RRC0" _G'(D(RF;0' MPRX&243|GWBQB)^T84-
ZG?/W<7L|RO^HT^|E/D)MJ^Y|TAG(HG"+HF(##EYN#1YM!=&GAR|<(L2JKUUA45M2O<
M=(5G/EWVK?"|E(JK=Q1UM_2|C98+-<+Y9@^#^'S,^*H>N7U@ "ZG&|1U.=UY
M|B&040\$BI6)+S|TG(|@EU:!.%K?A|_MD_-J5IU6K?C@R5H|/P>NT_PB|?'#A^S M-
#YR&U!(>%P#/"9X8Z7AT9/PN%9X|/!;2L-#D|O+U>*CA_7_U2F-E/|E*)*<
M%@H"!J099IRJ#.5:0A-JI K"!24|O6FC!9J2DK-1M%(5F1*2LUBRLUM9>U
M>EFF*2LU9:5F0RHUAW50|86:E|8MG:16LU2\$HW&DJ2|QN|^:XKL;+G|O""
MA=Z@=-3M6Q|W>L5.V-<4#I7A(|=@4CRUW,)2J8NN=HG13HE^B_VCHWW*U03GT
MGZ*&4Z)?HO|8Z!|LN5*@!M-H+\$TC*1X7+AZ|/(<*59V|4U1UUB\$'QRCLO*A8
MPXFK,J^_J&*')4MI= ZIRFE:%+!S?4#8X?361H8)ZKEE,!HB#|6&A@GJN*4
MP&B(JU(-&+DW*DE@7#0PRACIY0LWM1,5;|HBXJO<"V#D+2^-N.6EW|F86UYR
M^K?BGP>MK4_Q|JZ%=)>%PG(H62@'"5S)FH^NL2I9M\$'K5E,'
MG>XE9/"E>\$CQR!6/W@%ECIHL|I7HOVCTE^_9G8-^6>0KT7_1Z"?F|NJ:326
MH\$4CTL7COV>0X4B7^TE%_E>6KA!=F|J1B5+;|IR^ZMUXN/'1YH:7S(|JU7
M"X|_FC_W9??6JX5'#;V?^D|Z_7BHX017|X(N-JOW?:U" T%*O>U;9;WF!51& M-
G,H6:|9I:VKK->4|9JR7E/6:|IZ3=F55=9KRGI-6:_9")L|J|
<|;:"U_97+/%6H3^J7JQRMCMCI534+17E|U3. ?X|JC,EZ"7HZP9| M^;,<:._15&F!+T\$?
=V@+|JLNZK|*5O=U?OK6&|>R
M@=Y>R(H^U.|Q|<J0_KM+5+XUV3^O:|A5'"ZBQ?,SCHMVX/=|H.5S.8VRRT MQBK"
|_G|\$: /7|?(J*A\$5.. R0EL#YBO* @L6S%W35W3'Q:1ZN%CBZGW%9P&Z
MX,%:NS|W0QO^Q-"H-N%=" /<_0X<+ HV|TT|F0W_6|4CP MO.,&5&R DV?T?
#"W?.5WJE-J5^?PI2#C\$ _"5,I?*,P@Z2_-8F>L^:(B>0MX MS(2/=,((\$YS
&A7|.I6^PK>0Q;ZR|_PI^I:JP,C)F"#2GOL,/ @|A?U^FOL2?%SBL2Q/%-9ZA|2?+GT= NH
D,^SRUC3C() MP|&D3_0I/!)I@4B! +&9;2,;<8&("P9EX:|LND;P|W;
H DU!>77:F0.SM1>'V|MW6)V2#T;5TCZ
MCBL@&"3S*)|^4NVU@&+.0^Y;0<6=4Z0"JG+%UV>R)7-(W<8C1|4)HB2**S'_MA2_\$
GX|;N^F%/&U362A)GN_B4R(#RXNC'GDx@DT6-/ %GOVQ2@YZ"&,T+-+
MSP(..|P7NPN|B#_)T6JZS|ZS|HEV?;|J|7|P?K^E:E8?^*SN'/.|G|_|G-*=_XUY6,>C
M|/ *OLSM. F;2T|&1=--+64F#UNU@PTCZ_Y55C0"
M9S&7)_CFS4%Z"|\$.&CZENZA86\$%|&>%51S0'5/7_2'&!(.'| #SQP'DV *D-
M_1\$^Y:7))=8Z|%'|^_H1JD|P+8>X%J^'|@-"BQP/6H'O&'XS|;S'P\$-2+J
M=|&HX/6+R\$O3XH86P9>D";UB!"QPE-) #G+>1'MH-)2F+|00B|6K;>&^P87(
M2C|X1=*|3+;73/;#+)M,Y_TUI'8C: (;^S:NI^#Y;O5.!Q5KL(M@.^PZ/O;-?
XD0+=: +,|_P1AV: T243485FFEAD?.8W6=2LZC&T4QB/G*(MF_7&|(KPO\$".
<769;+&)G,1;E|&#.9!&|E@KN&I#;|HJ)4V#?Z!&0RUBJ)U M^8\$-
KN0W)@)6|;/#C6\$6S1RM@JR=C/-QR\$.C^3XDEC5,|WT\$==!HIA!)W*.,
M^BXPCL1@S<(N=97#H3:XO.7AV,CO=R_FEH=|_BT/PQVW/) "\$N|H=E_6'&|
MPU==Y7"@_FR/AC4=>.NVM=Y0#E5V*"W_D9V' R=ES@:>.,9?Z3I8|OOT?&O
M_XGLNT_Q%G6?;%\$ESL-E|P|%Z>-+HM7V.RYVKRVF19._=D4GU(YSYO/"CY#D
M0_JL,"%I#|XC,_)E\$2#1>B|KW5=_Z&|GLJ_W(-W.9:|=D+LBE;|3P2>V3,W' MDPOVV)
<|OKXG#O,RQ2/N/#898.|U?Z#=_@#YCN?=#O/8*ZR_BNM%|H6JN#A
MEIY.41@5,8+1?/CG8P*0.+CZ(&B_,",T+," M" T:|4>;-F"|P8,!_SCZI##AM=^.*+(^?
X5:/G=_4U0,B%S+/S5330\;M/M MJ7VMK@-F)SY/<_60*!|3CP
)/%,S|*N#|6;%I81\$ \$R!1X-"5@\$0.UP?UG3&5_M_#ZI7W,\$%3"4*J#9D"CP\$?93
76T=ZJ)WR|L_|IU_|OX)VN|8/R;|I'E_^^ ME|E<-@APZ5)08"Y_8B8>Y/C573;L7_-.=WX|
(\$W!>Q8?_<|PB!+ /ZFN*<=8_M;ZQJX|HZ0)U*4;X4B!28SZ> R\$1" I-
\$0*3"GIX'()@I&G>8\$WB0_*MG7)|1 MHZ|4\$8V&2(&|79..N)S@?+5X=?,-
| #O#|\$ (Z61@PC_EX59#!+ #K|+@/6^UO@_MIX*&53G%"02&<=|;VC<=>MV
MH(XZ8W7<:5")KT1%>>O\&*B8("IZHX\$Z'DTD*AJ)B@*#00PJ-AD_EB^NQC*|MP(#?
D^-_JHF7#"|OKA|!|X|H|S=|/PL;|WB/H.:K|/8,;!<=,) ?/EWS^U|/7_M>5LV?
+;TJ653\$5:IO@U%JZ_AFM|/E_\$)U+\$&_#|"ZOBP|&P-3:&.&3/C!=T M8J|@|
((S^R!@4=VLTEJWD|)%\$|4T:5!LBP7R|8"Z(&|T&YCZ"N:=VNPWR&R68
MKQ?,!8&N+)AS| %I'3EHB52+UX C=86IW*-6N!'-SHH^%:K>.,@%9"+O_%=|;
MG%A9\$5/L|<4WG48(KR6X3JEVK3-4AQU9(=5,/ &QOG(Z#AXG\$0|/QL,7W*(>'
M399/ZDBO2U: ?TG@_BNA/NE+TFXZ"9=<|R7Z=1P,:U;9|*78PY_P*CO8C:|L
M0|^8TRV,=-STN/,=VU3IG3K3^G6XG)U>^U>TS'&KRC4'STF+C,7+P/5.!- M^F
'=P#YA_++9+?;|=,N(|@/#^@?2_B|G_W?T|)G|UW1D;Z@W4R?C@\$BBY M-
9^Q(<@I\$=.7B&DT8LKU!SD\$,3F@D(ZE&O4;'0*7^NK0|H"EZ725BJ%D MI!OG,

f00||#00?8208SW FF'+S4&-.76&D*5DJV1JQ5\0REXKE.,)5LLEA5|=28"C@J M5LC?
>!W@VJ)6?^?HFMA#QJV1)YD,32^F\$R<'3,K6ESY|/\$ WP-G*E+(>&IH?>
M+G3OT7(BXN5T/"12\8_?/EMF,\$<4M3L<2<(1\$V\6'[?AH]>?]>&;4!3|D>= M=C?
W|/N&ZG;;6F\HARH(E);_2#14KD_='<>:L9GM;4.YRNV'C'X"N"L KQD)6
MA2I9%7>F)&UO|AT_|\$)*6&8T34%DX9*(\(\$9;#%EGJ)U5:77Z6DE:D%+EDPV
MXVM%42"N K&.:W8|R-D1SLU(&O&-%<#;C!*;JZM|1PGF;@BCFOX096I\|Z2%
MP7|G;Q2LW^N>MX+I_GWJO;Z|6X I\$+PL J!*"XT8 Z;67M?A7G|D3LY7N"P.J
M6';092Y;^Z7*GU>K|DD|X|WV=|N?Y|919?="#BQ8|QPNK!WNO^G X-&?@#
M^RNTGL!%7S>)94N,JVZ),=P=VD&,W#DF_O,Q 4@-YT5|':R FZB#?H,*)"30 MKQ?
HH|,!?2*!+H%^J"/SP7T;D<"70+|= \$"?U;T'"PWZPX)">.KA?
&HVJ_TVW(R40)B4K.VO\$@.@7<|#T=j?
W#P#8(2\$N=POG|_!.UWC|V6E7&I70+_+3@7|F|NB MB|>O|H+A|8KO=.' |(4?
\$KQT>|,YOG\$XD^J:|HQV,^:.NHVY7Y%"9%*YO,I M(#*1\$&DT1 K,Z7T@LHF"GFR(T%@
%-C7)|_1O;|4\$4V&2)&|79..D'"KQO02 M.%;N&7
>G|+/#H>E|QK7ETU:AB+4+N=@|N%R5#\$_.2SL.B#0EQ:H-0*+,@| M".1P64:.&@O@
@NY#AD?2AEO,@2*+."2,GY|(>;29NTYSLT3G|/\$C|5_;/3/>9 MKRH.BT|_
UCJ987M08C9OZ98=8/H;C|EZ8#VQMWA"Y49KYR|G|*,<8#6;3=|
MZE|&PZN;XH2"1#KKJ'KMT16(@T%?U08'EX_(P,4YK/-CH((N0NS"9CXWA0<_Q
M,FCM'=BN?'*>>?#
|_ ^5|/7^=M9/#9TJ>63458L;H97,S5D.=^7HIX#,HONEJYM56NMV,AFKG>
|!S67EH4P)YH,C1H>! MN8|@|J@338)9@OG|@:XLF'/P6D=.6B)5(O7@"-UA:GZZECK-
Z2_1N*AE.-T'#Q, M)|:Z:CHEVR^I3&^U%\$O|^5HM|P/&RS? <6_3H.AC6K;/92
M|. %/S%1FL|I?68;>,==|^!U;-/A)CS/?M4V9TJT_I?M27"Y8"+A<^J/'&%W+MA-
WR|/;|3;I@!S< ^83R^RT2WSO'3!KB/((#L_H'TOXO)_|W|/29^|'C7+>24&F0H-4B3
M\$5.R>4C-&N3Z3EI>BCW/4RA3U_/_<9YC^?DF4%W).H.6|?#
M3D^%J34DGR@!4,D@/O@ \$P1_1QUW#XZ52@", FCP?RX&%CN5M@+1|J
MWH.N%.|& Z#(^"TCWI?3%L^T_*6MKW"B;'LD_%*^M6|<7EP|RZFEV=OOL|1KU
M&PT"E_KJT.Z I>ETC8JA;:O ;YS.|T// |7W.(OKF/P7ZK0%GC;C=H?U94V
MKPST(T917C;82C8AK!5;?0FFZP13R7;&.|&4@Y<;8_H2*TW!2LG.B+4JGJ%4 M/%
<)>HK(|%JLJGAI3_4?%"OD;KP-<6|3I#_X3S2DUSI^A'UBS5=T';1|/\$5-I MR#=6
_|S=K.YM|VI8:|)+M74L-9%C/=:0FL-#T>2E8IS^HP|*U.MV'U5T>U@
M|H:/FS%S;IC"0LF#_9=.G2DO=|V/%\$BGL*|^@_Y30
MYWP4/3OIYAHQI6T/FZLRBQNP6,Y?N""E#U|TWR"-(|QH|QYXNW,Q"?Z(75/
M|YLCZY*=U%,03|'X1H+ML:7K!8D6> ^8PNV+%,%#/_P_DS0(? "123J=0&3
MVE0%ML|H_';S9;J'0T,FP2G01Z7U118S%PHJ^7'KN M3U)-(A4?.'5 'W0>@!
|/%OBUZ)S;OT|W%ZW0\$D0KM_C4;C-S>S9,H-Y9-"D
M'A160"=Y1)_"^L)@^R.L.1H.;5ENBC4_=FHT|GO*&A|3_YW'O:N6^B.|F7L
M_W&CSV"V;W3|65_Y:|JE%K6PG)LUEJU3>SMQ^'_74!19BIU>_V:XE5_G53.9
M_|7Q>LN;P+V)+KA|HYQ3UWR*I9?O.'^T'JK*=V C;\$*K|\$\$!-\$2F=((:/Y7 MZ*+6\$?
IBZ5D&|JO*^ECN%&BO|T/5;_>B"2>F@IE+)|6HP#|:|W|1+0.4L M0,L|SIC CF?
IPPHWH+PL\$|_&JEP/JKR/;<=5W_2+1L;-!H/GSF/EEH2TU7
MH*LLSU26NA>LZ!DREIACNAXLYGZ6.RK?Q1TW2(|2RV|<%Y("L-=P&OOX?3&
MCIH='9PG)IX@@@KP&2O(!0R"8HN-E)|U,YXQ-S< +HAK7+)ES-'(A.D='ILS
MO|Q5|CT6;A+&\$/_R_LU+8\$|^W8*>;Z|XC(SH8EF>\$ M"S|_|PS|MD-
M4))&=CYTJ5TOH99L P8)E MX!_X|_/:%0A,>E?EY* |+IDA)P?ZIKB4|)1A?-U>T=4Z0*
<&K)W-/ +RITE;&<+YI\$O3(N"|&NZ=4SX|SN" J QR-ACW%ACT\$+
M)045>#F_C@144S!7? M0"OH'MS<_36|44,"(W,7PH>:XJ^+(/CB=? GQ-FFF MIY<&@S
BD@EE9@\$|*X19_H8;Q|8%*+|:_%HAJ** (ZM) W(B>L;GXM =R.W
MYX#;;G.PM0FX&2LT|>"G|NLFL>BRH10=H#|_--)|J2<0>A;)+A8N4*%PD|C(1
MV8Q^(?WCN#!_G?LZ0=HAR-AI H"B^@@=)),M:# RXT6(BU0WC+6N.0FXZ2|%
M:*NEM.1.=2^V!*"|?TUJ=+%5P*LC1B!PHRT;_H/_U'^->=_06G4>0"G"+=1LH
MXU!|2?'=T#-H;A0CNV87!"A&YWR4;YEN JGH!|U4>BPCW*7.1*>G/^@+80F6
MT|L;MF"9Z/=N?F-DT^J,>MW9J_.'+\$_Z)IN-36VD;_WNH#|:CXW>|/|&6J|O)
M(GVVXHH)/B"!KMEK%4.=-% V->H@#T9N9=\$/T17|=|0U|BCAW?V,1KE.0|4?F!
MFA>DIG'X2UQ;#"O*GW&AK>_AT|2^4WD)Q"C+|.OV3|3_F1GU)CE)\$O@9| MN#T-
_(6M0-6PGTLRIV#|Y@7Z)9#/CC:1181A9+_4|!2"AHS4|0XS MB)HC'AE
P5UPL>%9/3|3A4"KQ#&L)45:%|0%GP;D|U,J&>,0H*%,!KK1LUB M?
FWR/GQ)_ \$XPUO@D@|E'I0J+A*_P\$(YKN!CBCI^_Q20|JV@F|?1IV'2((^T

MJTGH0EV/6@B["QB&47L:&)]/+ \$I56&\$B:6F&?"W1A'DVDGONR4TVI#N.@?LY M?-,
(9J)?=F\K#TMF6#,>T\X&*2D_)R(^1>,@-SAQTAS" #?B@@E4,)*7?P>^ M'-H E
FN.@RP-AY%\$,L?Q(CT,RWD_CJ:+8509BN^\$?N! M"^H7)G!GVYF1>=
!YKWKI/FW\|9ZV\T'9\$<2OV+I, M\|L?Q(HY>Z,=.F4>7#09MA:6;?'#\$\$34>
(HP2.*25@*I0MWY\$8L;=_|9|9.9-Z10A,2;|+WL('\$
>J<-9H)Q+?,MITP.34W,R,:J4G,,38LY\FUGYC(DR5|1(IJHL"(MK
3N\$7D*8YU:C_Y/\$F\I;<|GI+C>3//PD7QT:)^ (G?(KY&7>5L40P\|X)1?
YHFJ'_"^S\#ARE:1U5ZG5X_NQG/=3.7B^2B MZ;!,.\$+3U87'(-Z06|HS-
U#L/MGLQ=XC*+^)|=_2Z)E)#9IP>1=9\$K-AQ1CZ1F M,-'BQSMU>E?
&O!,8(SJ/%KJS&3":=FC^@"<&X_2P(!,L"PV=\$'JDV6K*V|R-
HZ(2)JZWCP(38R9\%QCZ\!DWZ.PI53D!HV%F/_ #12NL#;+J+*>RK6I?
^JG\$|E=2>1WLY)9-1@W@FKT0C?TNWD7B*/VWT=%_RR%RTD-OP7X"4\$6'?
0,:9UGHA?QC(2>327L|T%|41-|16(A16U@ MS^N;0%A_1H^?NU,V;5Z:N|))+|4,?
1GZ'KR'%-T&<'&'7S?I6TW\$|2IWN\|V,6*H)\$Z|&U&L@^YANAJ
M^/;J0,9AF!M^*LW!Q%#@#&PR/?3)0E/1O==|V6K<|51MOUD
M(JFA2(|58<|HVI)OU45R@W'G%,D^|%;5AJ,"D3RP66J-YL\Y./P=,|)|0;U, M8ZFKD8,J8G
Z|36HV:|X42RMI-H:I=B&|=H:|XKK59C>/YD@CVHV0UX42RL) M\|@9/SRG(XP,LE.
|@L#!542#F=,4|J;C(UFK08T1*3EW1F@|?T4LF*EX0_0ZC M G|8 Q9!85<.49Z
1:|#|J">%YT!KUT_+FKD)7_!PHZDGC\^X0"[3S;3 M#L|QF*JEI17%#F/O(>J-
L="U#7N!N=2HJ487P89%U7H'X2A5YURN6696L0MP,GT|H6-
+T=3JB;Z4@>5|4;IWAC6R3;ZGG|A.AEUE(7"|3YX@;/%
MAW%.5!QX|B,KV\^|Q:=&YLQ>ICL7H54B#J3CH^")0">|@EQTBI|M;DK_?NP\|C
MCD"@|+|T,S4FEG.Z#EI^:PVGO*+ MIQ6=M=BV=!6T%YZ6#^V-V.SU|ZA8,^-'TYK@
<|^\J7|=NV|ZR|+M7/DK=|R MF,*MI73CQ^CHB2|L)0OF\$3?|V\$8B4A,
|R+O>)DP<9EV";6!84>5#?@D MS*7OI8B8L!E/,"3M!ES1=C>,NK?PXQV9PTT>PT-
3?)5TOH#.0%BYU@),-! G M1F;Z9>-9)^K %1|-2A^?I<\$L|ULZ.G0PU?4LT BZ.
@13Z1@C=FQX8V/S,'6 MPX,/Z0#Y61)6UBTC!V)J?J7?K3^S8O5>=<%(3/K!T2Q8V?
VJ)0X'R66X3&@ M&U.W'.C:/(-!=-,!GA)7?
(8FC9XYMJPC!H<0OFY;&07^3EDB67/=D7M-W3G
M!^_HN:8+=,|4@MY^98,!;#A#SV&.GPE8.+P6E+^CP7MD2C<1'7LN|3D^5%Q
M6:SG+7ST""|?X)&|F-J?"=S(H,M>QAO.1A/*>*SY(C*D|GD\I-?3/TT4Y M?
(V""J"|F1%FOIVC+\$DCZLJ,X>%\$RTPU#5U#7%O9L6|+V;KLZ&#Y6E, ZFB(
M1\GH='Z*#):CUDN&DJL77513MTXD(GH5>BS??OVN3T/<)|I-V,=F"5/*Q\$B,W
M8\FZY7OMU|859I^S5+D|<^Z=>*KI8U0"-;#%E7-6:C3(>TU&FPVSVFD|L*
M2W2XGC*TCI<@.&B\$.)!:'CWGIBL.B\|JU\$|<38+1EL3|H7/(86 M?
2>G8U6FZY\$|8WJ19TS|EW'&E-3+SB.H6OX1U'X)-73R@X2|X:3J0<+^J-WK
M#.LY9|=M|:|#>D|_|=N=84T";5VIY_4Z|KDAB<;?WVS7/-T-
CD9)45Y|Y/W+AU_ ^=!2|RFJY<+BC1K:\$66JM@;#2FK
MK@(!#KV7.5_8#KJF^S#9;AX0!\$73KX:AC!OKY\W<,DWFO"&>C*)N\!E78Z,E
M@U0"4@EP)>!7E_LQEMSWQYN5NN>1^H*M/8KEP\$39=B5QS&^|E\$-5^28W":K:
MVH-Q;^_S?Z(5&97UC%P/_-97%|W5EM\4|1R_JJK:>7AL;7R9)M6/M-E
M+&FKY2CP.&"O6\$ LZ=0<@MD.T)<-,T"_G0F'N-E&F*HJTA(
|^\|N&* =IAO6%|0Q+U6=;O?|H|M MH' =-P@!+|H=#LJ*E?^#
<3U7"/6Z|6ZO5U>Y_F0PKF>H7GNB|3|:("O_9>5_MW6PXL/_I=B:L0I?
5O_+ZG|9_2^K_V6>6.:)7V"J:-P|:9YX)*O_&Q1I\|M\$ ML93^HQ:8CB?
8H'00V>S*WL@|&\$=>|7Q&49=)!NQ^6|'2=M.3#I
MMFZUOCK19,RA*1T')CW9<4#J@"-;UW@SK3KL-D7J90F|+.#=*@R#@S;\$'/#W MFU/-
>|W%|'"6WNT&Y|4Z*Q-XBD5MJ.1DV1PID3;NL:9?RRG?;R@R|%:!
MYG3'LN%8TX+7?"=+#5>;2:&\$KM:MJG5Z%757FCP\1
MNVW;\$-8139J<19|(+|+^6>3*JE,K,K\$;LW-PC(:J.IFW?L;J.F;@=RL1MC8E;>1!7
MYHLO.E^|7^%D12NBB\5AZK@WE/GB&O/%2\$MDI^6\$NB#FQE|JR"D+FO5|H1\$F
M@)>N;^'8;SQF\$S"2O""^"+_6@(%\$G>42? D7"8/LC&R'NRFGO.AX|(1!|2(' ^ M0,G.,?W?
>=R>=*D_LINIQ_0?-H.9OM&MY_UE8_H2"UJ83DW:RQ-I_9VXO#_ MKJ\$H/@ Q&-
TN0:|CYAY%|1'FOE8Q9J)|2%1-GO^C2T=4_Y8/F&|?JAQQ1W
MIH"%K'R,=P%JU:>L8T77%-^ NNG;\$1E%E\$G8Q(*5!AI5/@95%B\$ "MPTZ90!W&<:
HU4UG Y.>^ MPAP3GL,#U7Q;BDY5T_!&E M(W0125:JE:|4NV2U55_XLH?
J+ _#AJ|%&V\$B-(@X/8^J4VTF;FKC/LH+YOA, MP:<4"_90/4)ZN9K'G3:V4_'9Q+Q=)DX!?
O-Y;AGSE*E,,YKAKOY\$NSIL) 9N MZC/^:A|A G/RFCM6Z'H|JN SM>C\$^*AA2--

=&8'LT^JU;K3-H MO&A<5\G,=JY?X/%[3R/P^*:JLI%KM&E9W"G9JRRl;
GPA6 DX+3W. GNO/(IT '(!VF"W M3PP"3N-
I(/)FG'0S34\$!GA+=E.NS+U'^+RJ:H2-.Y.W%\$SOC8BJ%1U#L!M5 MK;=YM&(C-
M74:NK*I:A-UZKI0VC|7V0A:|"/IY,S4I=-SN2>|6K.\59W "1|.TK3F)X&EY\$C)69,
<|P_F676+S.M""9TF)(|A%J1A^AX<7T\$;KDA%D%I&^&+&|&#O:3M! M* WE?K-
%3+;,:!R7+2DT|THKW3CS?_.9!,:V!>H,7WQLHF.L!90++=9>4K81. M?N^8-FD/QY-
Z:M\F|7%G|PU?I8<:MSN#FJXPPZ&TZA5YJ3M:+BD&?5(U?:QR MG
86SE6G)MBNS%N/HI=JH'LE)*NOUO"ZZ<1;TQ^92M=2/GA<\$IZ_J/7JZI#+
MMKRJPH>&;3<^YK/RT! U3+HRUU=;OGR6E2H"S9^JVEJYSP#7%>ER"&W M
5/KZOD5+3F^1,5,WY66,5YML>*P|T+*3<?*W\$U;KS-U,2483N"PMR|P_# MUFV#
|C^4|+Y>>)>^2J1.>(^: ^_KJL&M|5J_*Z/!KNV|2H+^ZG/P!7T|CZ,0
MOJW;S6N&SG/_FL1#%@\%S2R/@X=)Z|:1|_\$=Z|1FXS(S=%2SA00SZKTBI).
MBM5|"/|ZEG!0|_*[TO=[UJAZM\$|>5G2Q-|I) YU23(MIN>(D&C=/_M!BNF& MW;
(>LN_O"MD7U*|>\$SE_H2,?:#Q>4C^M?*GXQ%B4P#|:|AK#R*5G;
M%9JVL|;:*J'\$^INRN1|N@(|I6UJ7!HLM6RN(')>XW'VSU|KM|OOUMD8XVLD9
M*1!2(#8%8DLCUCT%0JLO%R\$|J*-&EE7@<16X+*71>"RYK6Z!|HEC-5^-
:HO!|OO'G;30.K7J5 M2('(%8@MYN:> M&|W"+P|;L>CE44?F+|_H|L#2+SWF&D%-
Y|E_|BA&R>8B46^ M 9 0>|U_8GH0>LROOI
&\$6!K%5;^70=WRR5\DOKTL9_|U_04PWM?>79"N;P
M!P"X=|ED*>S^+|KZ*W/=5_0HE24(P'1C3HWW@TR|?P-K+9FWQ#08\$WW^4:|@
MY:6N+ #WWR?)1\SR#><84*W-| (PSTT,:%YOC|V)XRS'9%'#L-|7T::S0Y3P MZ.MB+
(M|55T8SF.FGZ,EH!W#4P9@|!CP#W".O3%7W9QLL!|5_=C)S@@79
MI@(|T(5G41_:NL<+1J/7XP4>62*X4V @O|RS?;T(N:J_RW7*7Q@!EM,F2<^ MZO)R-
Z)OYH+X64:T""0."Q3;Tj>6;04K);K;1A67S7/VXSWRAN&%Q E1,#4- M
X7|C#X%UNDF\$H@@@7(&CQ|?3UJ|/%6)5%|@XM1\EL\$Y8.8_JVR9V2S_8'M|
MY@L+/D/<(:P;4L/B:17)W* @U3>RR>/&QOVV4! K9%DF566U;_W,02
M<%G;\$I=B6|:BM|HS.M| !"(X#0+!YP1:>|0+\$ZO:=[3'=1\$)A
M9&Y;G529.JW;D>3C@I2OT&JVIE>|S+2W|X@M|=="Y;+;=P4%".>T2ZA;BO?
M:6L0.@/W+IQ)K-S|<|<6=|KH-6|>|HK9T|M|"/^Y,SK:B40DDH)2G6|M"-CZ7JT, #
T@V|WC_\$%Z^S?<8%//4=AUM,0K8* @4*0TET14;=K-WRE7<7 MW-'V_2,|)Z^E.
|8!U1_MN)8.YXN"8'5&O>YLU(%'QL^V)QC4QOIX\$X/^J/Q MV.C-
_F|\$@G^^N^P.YM,28?\$.8J77YG+|F^X+5#YQ|>3X25VH>|'^O#.T>V5
M;Y'!\$%_AADZP*=0"?.=WYG//9*9\7;+K@,:|)L)*&A23/-E|RUL%-CY_D=;-\$?EN-G8.G!
|L;+2U^UHB^T%"Q74N8KZU?% 00 MTM/-OT*P:)CP6>_!(3=TE>;WOZ|W@|
-7X2MVO+YM| #73|WO5|Z8XV(R?O|.='QM/W_'CY|W)8*C2FQ9T*1^WR|O
M63@#VP5|P%|=N)Z%.MI489=?+!26=U,=1FFMPLB!.P#""|ZSWJCO5O3AV*
M/;BS&?-PO%EHVXKN>3J|%9;B7 V_(E|GHXMX,N81Z/C5_#F08S^*5-8%7RN
M*C;3??HA| BG(X.^+ #E|!"-":O;!S061:&\$->OL,"
|:7X+^',F|,Y|LWP4P3H&_9A|L6X"3((O1 M99=I*.%?_UG"E(^3 RGZ2NV-8/OFI8?
Q5#PR|K/-Z A"|4 ^_=S(%91@8I MX\$5QORQID^=@FHZQRJ?Q??
RM._R6A;)U|OCME,9*OM/Z)?|J>)=>>D A:PF+ M!2\$FN+\$42|08X5-Z7;'RL>VL
<9NC*0P ^'E#M6_MK&Y313Z4_!3\$"N|_ M5:7;P|Z0LKP#E)FL^4C(#KN^4'VP5S<4R
_/P57\$|K=@V,UO/S 7K\$/F) M+AXH?@LS 30LD%8'\$<3?'SWW.9AGI3@:UL<9XA?
\$AD0|(&=Y)ZX:/JFL%(7VBDFHQYA\$9;CGTBB>NU " G%4_!W
TMD_A)WZ1|)\$6NCV,;!H+<;<5R M# N@;W.C)>?|'|>7"CB2Z?+M_)FB|
<#OIYBVR&HZ4%!HQR"#=.^1P?=?!>|_AW?!TBNP*!H8<7'-|=|!\$!'D'('4MD"7=M(WK-
=0 6^PE>L#3,V0VBGP|R7%(7R%6;1\$K,VS9J@M4/M|/U@@+EH&|0E3 MH-&2(
8"UEK@W@0#PS|S*XBT? 2:A.OIS80!T|R%Q:E/L1: ^L_P\$(J#Z2K:| MBU9.%5-|
|R'H+/+!'B@|V8A\$|>R|R+B)1)JDT4?46(?>"%R6 |""I=1FHP" M;X09(
^@!>DG,QV2H!M,8&BE NJA,\$@MJHB*7ZE3>*?P;7(N!3=8?JC|AQO
M_)7|!*I0_X4^1H(_8JL+GR7S0|7N68|6EJJ"&GZ"Q:|@Q0-|L35NNSIJ"/T1 M-E@A?|'?8B-
=_ZKM(7I%#^&EA L?LW1A2OPN1;N,?)L*\$9.?P#_#|4#D0>W81&|
M(+)|2|E|CQ;T5QB9;TBI)&.6.2V)(H+WP;TX(1M*QNH)-2).LB\$|H/K8!E
MW"!T(*I&;@+1A|N|45CF|9/JJ6H!-G%REG;D%(6-\$&N@KL5'?
%#@#U@9,ZL@&|1=D!*BI!*|W#*WZ00G0|M7CO/P9*8QS&B,K22>H8D
-LX|\$!'&Z\$/J|?|B&(1-;"D.\$OS2Y@/X_=22 M0@?W^)CAS9>K2Y'_W:\$H|,7R7)*P
MKH0K"M@@"@NB@(|4E?\$EG/400E|+YY!,*FXGGN-O*IY#;G+X;,>@1&|DZ#ZYJ=
M&==CZ5GYS @|'|J5@46VT::JH@#O'EO"L

!FID:J#|Q.VWWF+D9D|"8QDA,";\$\V"S<|'7^ QVI36 M!36|29')OWI@<.
^RP5K8JHG7JNWED)T6V8((G>6!^J7.Q/9G"%ZBG4M!*Z08 M|%KH+
<+>#H\$2W0PILIUDO#%N:HP]"4W=R*[8\$&YEAG&Q^+|'.NF7)AE_&B M7A%-A;
<(NSVS0ZMHY:~BO7R=K^#CWN#Z,-'98X#PQ+^Q(I9?(I'CBY0&P?"
MSX\RH\Y|#&WA5=,D\OAUT\H=Q9>G0T4N'
MQCM*AUY<%5#QYJ(O<)/(SYK@+L(U;+C\$B%^Z-E2X| #R|%\6.=(-J1=-.F'?N MF\$3>
(-|NA<526E1H^U2Y@?BVV&Y\$E(Y_P0"S,-)7L?KSZ(0")F7PS^J/3"
MXEF"F3+3C;3V3"H:1*:9/P.+Q" SN:%|E-JSR 1DGB|*XE&_1CU)
M)17XL|;%GB*EK.^HS0>+K|=T-(&F9(2G?T*=DX):8;SSW=)2I)"N_<07;/%#
M'CS&OLK8%1FS'+^4S6.F.;ME=2EV>7@|PJ!-*#X|XUE3T(#1)I0S?0YSP-8
M+SO8M-.L62E|%\2=V+K)^.8|"(I.-T(G"V+I@3|!+XZ@@|6|W\$GY*|2,'S8G-M UE?
#+U8BV_;Y)<(TD6;L\$IL=L. 1|?=A>7SV)\|XV("J9<)|@FVMO&GK07* MZC+*ZW(K
4<+G;6.6S"S@2\$1@B)^;!PY(5U DXC.SLV(JK:"HO@+C=*,
<0CG)YIO6(EK^R8!1EO|.1(H^9N.6.,3MFL)7*?BYTOW-QXJ(CGYFUP|A#
<0FL0!/C=)D+US|F8\$'V1LDO(M1-0| #AI3P#DP.HP0N!E'Z*JZ, #|'EN3
MC9A|F5QDVM| (PNAY-6X\$ _#F,)@19C-6 _JU1V<46/JX,0#B *_@^=61KUJ? M?
G_7^D55'I(H"S|_ |2<8 |XC30+TG, ^+.Q|^OL?OIH?|(\$R0)*28K0?|J.\$^ M?B9.R-(U/?
BH|@71|<\$;(&|%X!TX<>|\$/2|1E\$2LK M ^G<;FI:R=MJ%-YRU=7C7J7JZE-
75'_|_NO'WY7|W|Y| ?W|W9?OROV73U|_ M ^WN^_W7+|T7^;_%Q0J#MC,7=RVR0D)Z?
|LGHYU*7E*9|JA4C|+LO,@A,K.3 MC\$2BH(S,V0 O.1O@OF<#UN(-
<:49|.Q,5)-9/V&/IFM.^PV:UW!G(%|@,<5A_F0)*,%|/NZ*1!DV:3(5094&<>|>
MW!9:NW.)S9>5 M>TYY8/1_|YR801F+RGYHR%:<&
MX7W_V>W\$OR+&L04K=R|/7I("|H ?VU#CQ?1RCWG| "VU-\$X9.OT(OID'JO\$R
MT%=>D='L8@!"|F|P>IZ+^I%LVEIG^DK+Y;L)9120\$AWIPHL%J95!\$L1(1Sj2
M6B&B,)YSK\$1 MJRG6\$3L5_4W.M#+TK;U9_B'-_*-R*^ MD@-(DP&|B5C1Q-
(85Q.,W;9*2>0N?02O@66,59XDRM+>8L(Y=N7(>2#QY>P MY04_@
#C85<*OLW!!L^EA%*FRJ?M@^\$|P3JP,|BS2Q>A1'R6!|YV<^N9Y).
M:|%76ZK20F|_ T65"3+|&=N%N%/XN@R_55(-'WY)Z;+|"XGUQ!G#SDK_9
M8=R,|3'ZF,K<3O'L:"|.:! O"%Y@T2G&'0W8;_CC%LR;RT-JLB*Z+5CCF%B%
M^99/&4/0,'UD/_|CN3R!JHK#-\$-RJ%<R5K0#|AHE"|_ '\$K*@\$QTLH+>'ARTP
M8&*^YB<-;_%/=H@M'7I(|&#*K.,J-G'\$!&TI(Y\$MH,+7VY8OKLREJU0^"4;0
ML54&F|3=I@0?|H1@():20WP.113=1<*&G|D=ZDI2J_8K@L:1|B3,A+H@ M|D!|-
C%T"!|<:/2?_-\$H3PNL4|L.)&%3ZNUMRC(OI|8TR)HG99OL--\$I(NK M@W5-
\$FRT5|D|A:F#E(0DUTI"\$VJ,"JYVV_%LD3'5U3G<5%2LD>9":N2-R:# M|)D
(A>|N)|@I+E|ZF^:7K3_|:R%^)U'QN\$140JRQ2D1K|A1)Y#.("L|BF M>?)P^'
DA%U|4%\$93HSG=H|4*F@,|W!)&ILOB..D7OSX?Y|.D9*1Y1H#.*A MD"40M-GFZ!!
(1IELZ;X4Z(YIZFL,I>+.P(#;RTJ_OO<\$M>X2/^@;:G)KGR:X MYA|H|PXOE-'QPV78AG"
(-|XK4%X Z.4F^>V'9NX4;SS!&ZRA_MAW;JU#1N M0TNRVY/WBOIX-!9>M?
YQ=_>M|40D|\$8&|I*.IQHB-"LVK+P27Y&&I.H.|@N% M'H|M.&A VTC!@S#15FHZX;S
<\$0:H|D3!\$E\$2X?OA8IDJ^K11"(4)E-F3R5A-HK1;TBE;_DUK'@1.F9|/#25,B MA%PLC|
|TKCFSEH,?|HE49|/#*W6W+B2*MG/_)^7@<.(V=|HYR;|L|X'("+AL M1;)3|%)%5^GN"#'
\$IH'U\$C8B-0,/TX|\$KI6|A:I:LU@\$_F%&W-Y@XFM,0UX M&)#@F@:H/L4ZJFA;BL.9HA
CA@W?%5Y9|\$;NY.)XJ9GCV7B|TPHB|) M5/9-I4:1|YTSZ;@:483TL4^"R^-?
*|JVV/QW%,OMZT?6(. \$150&C,H/#XL
M15G\$"U)SU!/5%ID%^5*9)XB9"KN\$V6LS%M;_>A1I1|@15&7J8BNWKW_#)J3
M(T9/,+/YFBGCT0KA;Z5V>G*'C@)?I|VCL',2Y19C1\$9&3!H62;T>9""7|O8L
MBN3I5#9(E-U"QUPM<<7J(*_--E6>#6 (&D MZJJLP0XCD0S^3DXK;(|W8 W-EU-+>
(B2.|2&9\$O|V_ ;^J-&&L3N/BW/4TS57 MF;-DSC.*S^&2(I-7L0>4|R0_1MOH-
2R|<.LK(>7"Y>3U.>@IQLDZD_E@|\$RY MF @)O6!-
C^<2T/5,^A|ED"/CN:XE|ZS8VN='9G|BN1<8YL_0?(R.J)@,|J6 MPYL5)(<>,QZMFG4-
>,N5C',2!A8=46DK|T6:-, T3+F1Z(&XQ+,E\$H#G=:CT M()X=SP(I/F9G|" 2S_9GCI>
7;H'4=.-+0;D.\$EIQ2Z*)\$6!P);5D6LB|AXN M-<3;G9FN)ZO-RS/!"!>XR|1|,6EY&3#3R1?
+\$2|S=KXAUPGL0FWSB|NG@O2 M6=,WM>L*
<476#5|,|D8;9F|K\$R/Q/UG\$S3*LAQKS>,RR!//X6W M&7)U^ ^T|TB*EX1!"T6&AD\$J;9
A*>_) '0ZB(5+|FJJ%, MNQW):4C>?\$T5U0|^U,
(1|_SAV:IDN2)0PCT;WO\$UH&8LMH!X!@^A-L<.G|G- M4IM+)LUIX)UQ-
"B_%FBS+BBA&E5_@C";,"_L='IN%5*QDF=I_RW>,|9.R;X MJ?|HU4E5DAH?
M|S|N"JJE!3YJ+"31QW_?_;>M+EM)\$L4_2L(C|UC1T P|L7N MVQ\$JESVMN2Z|VG+-C?

KT B*3(MH@P) R9I? \()Q\$H")\$ 2(D!F1!4ED4 N
M)\^>9YE\$X55^\^5'A&U'!I=,X=AK9DLY/F9Q:QFQ+O2,T5B<_RC2&*LSRRFAE
MFSRF"T/4;*/J.T%' 08*5&LF9"N+J=.\$/D"]B.FM+E;\$1%R-T/Q/YMA)[RJ9
MVN\M4NT^\!VQZPU.V:DM=/TIE9-.B!6GL",M["W/!2!@*98(P!+
M#I2Z=PFW*,32Y69V>3F. I JSTTM2NIEYT"U&JOC&*YB=IRUIUD0RBI@):.-R MD5D?
D\$%E4EPROK,80(;;J0,N=P#3!-YLC9%PYU'YF^D&='XTIN88/V_O-S! M&HXTG#\$6K]
(FS5B^J@08RJ6**JB5LRYC*;MF6[A,::'Z0!IR@[6QLD6F508_
M5!V\$%3F='P^6:L0N;FO*4&'>-#ORF8NP2\$.L."3#HIS8H12#I((-E/#J?+
M1P9R6KRX:DDA9J#^\^0I(L&#;S>V)4?J9Y#@ \ (YH\$1=ML*H9D"7ES/WCA
MI2(I,L@^E!I@ (LTVIOFC#%U5\$PSA)A^H*6C.KKLF0X6UI?OBA-\$FK6/_B
MC"4HTC8K.I!4R:PN0974K4NH;\$"U)&<=-(I>9@<-R!*R5H>3B*1U'8)B3ZS& MZ-
:Q:8&5I#YE=-/<%36)"^N; (= "%JME59_3**B*0N6IZV7M8@!KT\,>7MIR M
9+B*NP*UG9%G\^VON6LA^DJRC2<^E/-E#2FGC\$W"S8E)E=87IAJK#BO)2GK
MN*19!7#. ^ =;F&P'MDU!6N_HJ3B6\$/GZQ;>OUR_>Y\$B70;8IM"S9RJLJ
MH4:FZ6L5E2Q7K; /3NM97C5V@BM(K=878BTR+!/DP MC<6MR6G*+TUI ?FZ9FL-
T"D5:4I+E-5OHJE_%R9F^ZFWJ;1B)M<+4YP=%B\ V MT&J_|>JNDHZ\$NHFB2G.M
V^6:R.HH>OFQ*
M6D61<33)?,4\^FO3F(7VW5H"UM8O\$:IM^MIN4S7+^OMJBH_1IMHG*6)(P;AG?
PG"LP@Y1Q%!:4P(I/D/ Q\$%XZNB;">AD* M2?8N#&J+VS6'PLA55@HKL+0,?
>CX96D%Z"/ M)\+*M\$R>P;%G?3/+Q)I6-F!Y#
I1N*!T8).%5];8_G3PKLY'%E=,@#&0/:XB? MDGY6(7CI+6G3-
@;VTJRE.%5L@\$ \$RT<+2W+T\$K?47"):M=PDTD'GDUO=VR;RI
MU%"4LR3I&%13UIER7YQFV2B_#Z"BLM1NV("BEQR-34NJ;.L:V\@&/6U:0 UI
M_94'TB(WKKB4;J9NK8MFE,=44K?BT4Q!&Z0C,%=K"^V)N*;1%)H3;3J5>N*QD"PF
M&K.FVS02HN3N>8W+-2VJV;)5FC*%U1L1ID?+8-\$NQ%FJ3CH]?4W1U>(UW:&;
M8\F9I
I3X%#@9NNFFI)M@I*RJ%.G/*JAIZ@&9;I1#8.4I:D7@,DI^2)H71E.35V;ZK^W^LEK-
_GLH:0*GY*X>8-?>\$VR%B<":X]-W26E[MWX(6,-I5=J+Z,F M12G\;'N8;9Q2-M[DS(
M;.:K.KG)0F\$V&J@=MSD2*WB2H;MV1&6DZ7:7I^7UE&JSP"SIH9J=BQGS01+
MRLNK<6@T\$_3&S"6O:SY_FM!3(#O*+ZRM4H/>+;,%*E&N\RKUZ%6LA#428ZJX
M8Y3,%/O5&I&6]-C#AJU4+*LW\ON&%8NC37)R."2,Z_,6\$):8#80!5-JT!
M(S78+M*M4B4C=_U4"15#QMF^(E80HHY8T^R72R+1&J4P|B9DV &ERIUBE*X^
MS\$U*:3,BB)L_FIP2^1++D\IZ/JF;,&*#/'<25MU|QV| M"%";*K!54I)15M-
M(OLH##SH6_JAQA^41JNHGX^NOBG0JI>4Z(\$" MMNYJL++2\$BMA699H_6&!0GD&
I MEW',9HTTF|KTKUA>F%#HAMJB4)\QU!;C3+JLJ(1U)OFBO"Z MOS-
+=,L[GQ4M'4N",+V/2V\66Q0.4Z)%HM^""-J86I(J9WAJ'JF&I7;PCLY M?
6I%J)2DOV!5;)R*&PU'G?=9G8K7'B!3UN)G-LU9D&M92\IAG"6IH?
3))N!\$@TA=I:>Q=S;=5I MW> MI8-A#-
=-1J\$WE".>KW3X7HW;1N858SV2QXVPJO7@)J:M-P=8%3W2;)HYUB*F
MT3YIU%3\$*C' 8""%8^*@9YLW@&-
I:T,8@!7*EMR3Z/N@8_CB, \^O0.+ #L^(OO0>L,@IT%C*W9"^\
MX\$QH08)T%CHA^SHE/<>1+-E"ZDLB^ATFS@E3)#92,3KG^NZ9.I6!55X,[G6>
M)_TFI^9DV@ L:0-0,H(IA7C^F-,&GDSZ#PFB:3T\X2/RRPHPSGIS%WC2%6/B
MW\$ZZVIRRRRU&G.ID5R%HF N4K0K;@]-LD7-9\N15+CCK#P,Y@0YDL,^=&U-J
MR#&@RD|FJ"<3L04<2%('4>I1T&!4)_T+BSEO<=(M83.JW7?&EW5,"I
MPXBCL)1A&\$N-JXOUT'C)*SHV|I^A.=AF^_@9G/D73TAID!2<I)\$C7@>97&YVH
MZ6SWS>C_SM+NNRW*(+U66MWQ':=729\T^BG?G_8NQNNYT-QAHW_?TBWDO!?
MF+D>I!F)&3TTTD(+87&@ICHX_JF(EF*)CF5P4=T/?&51-D_G>SEOX*J29EZL
M37WA7,LP144IG2%ZWH0%7\$N33^&NN@3@JL^U+MMZRU+E@C @S9KT>3WU?
;M MT-5YFNO%DLY7@3?QEJXOO%::I=IMK*,SD,;6&Q'-)2NCJ\$U.[5OKETSW3B
M:YA=F3:;,%MY:'2U/H\!V@\$ (/Z0;)M354_IRI(Y9 ?&KRY;?I@WS-KH, I
MSG6PT435[I;N&NA)=-W.&!I:PE::?P-0Z J7-N9>T9:\&):E=O)!<#0^6
M7\$.I\$JL&J5N-FWZ7UN)R.+IM.5 MI_%CZ=I=HNUY)I?H0Q
%!'\$>NY7'ZHZH\NL;YL3<)XIU.N87)/=<7DJG*?-=^""-0A=6G#:M8 M)I-
P)JP"+*I%IEE7LJ?JF|<:#Q0NAPF +FN)ALYCA7NZ?I-\$6^O*QSAPVQ8_
MZ)SVQ<.%SX1KJ8IHREVKBG#"LFU%-&R.-?JBVLI>^(M5VR/%32L2NI@--OZ
MV.TMR'U4\$35%MVU3@:Q\$R#Y04;L:: (NJYE'\$AA&Z*A&1PC
M.\$9D!Z)+ALGQX;1GT*//_LRP%82:8HF6S%D89V&%4--\$W;0X1G",*(2:/EH

M.+L@I#8R[UDN=H9A\VI+E3W Q+W\$"%G55\$7-&GJP>WLT/JP7T?;\$Y_BVAF^H
M:72.TKI0?'N>IE@7Z!BM%Q(IAW8-#11GT3&@R<;U::U<970:|'-QL;7L.C.J
M+>|S,CHC,I(545"YRH:&1GU7IS_N*KFP"GR||WU+S>;|H??+P5_N8NEN^%
MC_ZX^;|G_VUKABH|3&0P<|5:"-2SX=|KO4<_E>R#&.O7??;PX!Q3"WG!.)A MH+L;AO
:9P3Z1D_=Z2'\$T F0Q,U2CZOC;9;V)@4A(X7)G\$Q^P"^B\$+L/A#;6 MF2W 5+I%&)
G8>%&/TC"|_4*,&JB|MBBI9|B6_,2\$LL40|1X|J^@_"N=)#5^M-'|+%^|U#-
T4585SK=ZXEGR2%F<7 5S)VI-KI92,2ZF2"6/MMNTN,!/?L2U1 MX_G#?4%7-
#3>O;GE46R3X&V V#K%|^R;-%VNDI|3E9M69;F<"0&|LZ+-*3 M*ZKG|H5=2QQN?
2UQN5E6|7#41=TV1=G9TU/(\$UOZBT V1-7FQS*X8Y%4;VB' M,@#)Q'GL-AYK:
(:HR(/#&TL,(/XTSF,'=RR2JY M\$|@\$F 0SV&L+%^?19.|&9)H&UA9|GW!
|4P\$>PAS,^XB0!0F26\$A"(2+96|R+ M5!)>LJAR1T=?-W+<.|T9IS MA_N?UU#/&
M4X^EDM-&I(KON7>>3UW2O A@2U :HHH)(K(VGCHOU6/BK:"/CO2:+JKVB\$K
M1=_=?4E#+SU6CG|YV<,F;(;M5!^%NB=I(;@8'5F+O0TU=\$51|
MJ9Y+K<\$W9"9Z/9E\$*S(5R,|E"6+"^K^-'C@63R(XR,H1O'IYHNJA9 M70.(SQ!ON
K<\$7>^AXOE#R^(A4|>X 83#UCWAS!;AI&;>&\$@W,|=B,Q#'\$S8;
M_^T_:%6QW@ODKY67/'&MN!1X9BJBH0X@?I^KQ2T/4M,LX^T'JQ4/FKE_" M8
(/1:'OHX,V|JAR!VW91:P0UA0M0^4(.S|U/ALWA29 ^T5/&OIYMDX|
M|JUQW>>8=RGTAKI>%^K9|3(TT+3ON%SC:QEVJ-L(&Y>/TY|5|SXGHS,BH|\$U
M+A|G&7&W<\$>LR+M<1FY"A'@9\$7?:7^/C?KI@'|FL.3Y+59&<\$0GF\$50VZ9KC
MQ@EB6"<%|#\$B\$30^NAFIY,?L;44/O|WZ%Y+D-
Z_PRR1<\$.'U|X|OWB|'\$KQC\$Y6=OURTN|,S W@R=B|D3,4B*FQ>N/#\$J2H8;R|C:H*?
>7|FMC|T,W_FZR2VSF:JY=Q|84?PLQ|(PE;7 M|JUFW-,>&. M_-
'|,V@V1@WG\$1E*QSZ=9|AYV+76(^G\$G'5PUO'1:L8R|%/|VWBWOD\$?DZ|AW_|'?
DEE':|EJ)WNPI1:Q_/TNPK=30*^_EQZ*MKC*EC9;.|T*
!?'=Q'L@|Q^|:3)/#ZW|8KHON7C%O8,=K)+F5TIKG!!40|HM MW:5G*\$|
M+FZ|=2|.R+Y.U^TXDB5;N/34=DDG3G;GZNZY*I6|5?R9)2^WG34+;D M;_7?
=|W)DDSG.&LZWDC#W)TEJUM'JK5E5>5%02L#|. '5"|IK6 M0MO A#"A_
M=Q,R%6X3^,&:0HM MZJG3|IZ,=0X)HO|:N1\$|L2?@83\$ESO.C9;>X"3_J_5P\$1-
%D45%G5S^VDRY03 M.D6M|1_5>9R4VP\$=04/A4|;V|C^C@=5?
C)#/9F#;NY;^^&AR/O3K^C DX=1AR%IOS#5J(#OO,2F&S2 AJO?T5_
M0R2XBW""%UI(7",D|7,\$J>;UOH_VF;+H|K4S:Y2<"/=UY|>|;=O MOX&5SY%T|(?9
4G/21(UX'#_UNDP)-5VK|HMH/"|NT,*|H@N QK-WC/O:<2QID28B1Q.C=K'\$"/@E^
M;.&#A|6 UL "7>C!U#G 98HQ*0V5<1;1DZV2E<3L!DJ/*:5%'D!ONY&7M6@H
M|'|UKNH_@F(K|7O=2/GELN1L&(0F&O;INH|63(B5+%/P? N0988DBY?7)VB M-
J*&URDJ('+)JN(5?E|K;2ZX^DAZ_'4=?%'O|OA>CX49|CX_X=T*PG_%<*** M HP0%>*
<'GB_D)*0%BW%\$AUK WMSU)4T|K;I_.|G#=#P54D|1:~O_2@Z%|^U M'\$L%SC6-?
E|G25B6J,G<\$=@3|DKZGFA|V<9;EB@7A %I5J3/ZZEG|%XS<&V> M9GK10*|/%*O
FWM+UA==JLUE|@:V#;45F=M4T.63;*O%& M5^/S&*=@,"
|<'|EJ*+B=-4R.56UY%=.UQL"#MG6_*JK/Z>;+W>L|(R|GC.X M?\$WF).
(.YUK8:*)J|GEYR5T+.YD^!VP_C!)4|FC^3*YE=W5L.9\$U=:DYH#M
M*=34WA.T7\$|.J\$'W?|=|B@CRJ8MJK(R+RY>&*V1,?8TZ_,3Z7'B|)C MSVN43'IP-
5'(#6:)I=Q5'W%W1 M,FY%Y?/?^PRX.*YEB;KF*S,"N?H %-M&3.M?H!KB|9A|U,Z-
T=Z&U\$,155MTUSIC;&T9|"CS_|L-42==D!ZT?G*,M96(X4JJB87*AO
MC"BNIB1'&2L^G%T04AN9|RP7.|P>;>ERAY@XEYD@*RIBIHU|%CW|FA|6">B
MXP_16T-WU13E#OGE%THOCU/2ZP+=(S6"XF>0|N&!HJSZ!/?09./;M%KN^#38
MY^)|B:|U9E1;WN=D=#YD9&J&;LR)Z-^R:CWTOS'534'3I&?;ZY_N?E||_WF MXZWP-
W>Q?"|_|-?POY)E&'OM>M<> M|HQC:CDG\$|#W=TPA-KU>ZMQ-
UQQ8MG5=\$ZZE"@B%:G6LD M<."V+3|QDM3X
4007SS7LF1%5%5>=;;WBF;=R|ASX+;E6LJ>/0|Y2L:E%,F\$ ML7;:=A>8B^?
8EJCO_&^H"L:&F_>T9/*(G4NYWT,T Z K5|XR|)T0W0L3E9| M)6?+)VGB=0FP5:4#
(SVYHGKN7MBUQ.'6UQ*7FV75D*8OZK8IRIV;TO'\$EMZ9 MH"&J-
C^6P1V+I':MQS+V3-9G|PN?&UON?UVKDF5@|&B|W+)|@#0GJB>.X%-
@\$DP@PW&PG(53>9N3*9I8&W1|@FW M-Q7@(/3&Z/?N|<,#N *PLG02T M Y
"%|ZN#\$S;W;-3':>JG>HR!^S V!5W>)|WT@DK%@+;B<)'C"WFP7@%;\$S;
M%DW>|Z,GZ-JBT|FW*(=MZY+N>WJ=QL|0+YQE:98C6CH/R^+T:XI'+9|U7,W
M|DS5N6P5=>K%2|H|>A>\$ 6G.TSNOIYXQG GGHLE9PV(E5|S|WS?J2/D\$1P\$S
MH'HX&J*J&*(L:~,|E|(HQVG| R.D7-"!TT75=OBN,!Q 6-RS!%5">|7\$P90
MX9>+L*8&#*)M:Z*LCJ@+ V=;_&#XHB.Q1D7QP4:|C1>\$=8YVFKT\$N|BKZ6^

MA(&W7@>G_IR+(9-UPXVY:&N6J)W\$VS^P^G\$7>/JJ*,NZ:.)@#*&AQJ?7UALQ\$
MKR>3:\$6F OFY)\$%,6&_WD%IX/XMW<'P\$Y>BB97:IX>DA".G4Y0@MT>S,M2,=YI
NS3B6ZY9#^>Z(.I#Q?*"0\3")RJP@XD'K/M#&"W#R\$V,!!NYVY\$YJ\$/FXW_JA^V
MJECO!/?+7RDN>N%9<(D!3\$0UU_\$D/7"U^_K/7'1#972L2C//L!ZD7#YFI?@F#
M"3P4A;Z/#MK,8\I=M&4'K3Z\$N2CUVE">?+&GI5<1G;R@I1^Q^5/Z%OI*U)M6
ITTU1%QW3&>J\$|B,:|P|:4SPUA#5DTC-%&8)P%PNXH(K)Q4V@"M%_TI/&?
M9UNT\|X=UWV.>9=";ZCK=:&>'2|_#TW|;LHUOI9AA|J-L"GY./U9=>|S;CH?
M.AI=4_)ODA%W"W?.\$BKR#9>0F1(B7\$7&G_34U|J?#|9&3'!&U%#
HU^A>2Y#>O|,LD7!#A|?>/:|XN
MW.C>"X0P\$(@:;!7A!Z\8Q.5E+|4,2|EK9'H/#64,15=T>#^|X;I_OY6&\$*EEG M5%
|D'"0)YW\|C|55,9D3'#^US_LT?+_|ZNYT<'190?@0|BEG&@NOOD'>B0
M3,:O|D_AXU|K|'U29(U)_K^(\$^|0,5S49GZQYK3K&F|NXFN!G/J(S?^;K
M)+;:9KWEW'UA1_"S'PC"5M?OW6;|C^GWL,_D|_81"|B_"1
M%)JMOEQSUN@J4|MH|3P0!&@0WTV|!+_^T9LF|_38RB^F.Y.+5|P|V,,J:7ZE
M|.P)007L1:LE'OFUHZ&Z(N_"=942FRY4UUC^=YY|S9;N/:FZBXC|X|J=P6K?MN?
ZC^Q3CV9|N^TCU5JSJO*BH)4!>O'J M1>TUK 4H6_@0!I3#NPF9"K<)_&MG|,9?
C6E')0F-J|UFL=&7@>N_Q1|L?#Z MC|!=P5-D^J9+C,M6!=5I
T_&.H<\$T3^)&V&G|/%|Q;O1W&"*<"A^#*6F.'CWK
MC5X@!OSW*B""HN"*JOZN9UZ>7:FWBV_N,|CY,,Z C:"B)RGAV&Z?@|:##
M3V:H)W/0G7YK#_U1+F_WO?LD1?_KV&QAT'\$E'?Y@=D/2<)%\$##0=OG0Y#4FWW
M|MW>?OQ^>S!M#|RL/+5I^GRK')"I-RALW|X K|JG#A|VCWN8\^YI\$6BQA)M|I-
>@_S.V8VQL)T1819%"
|@D^#'|A8>#U8#"WVI!U/GT)%\$/64,RG?,KPU*_UXUD8"Y+SH5!*)JHF|J7
M)1Q5=LL2=<^>9%R6|("L+CE=^P:-OX)1&U'##*Q@5D+DEDU7\$ZO^^5EK=|?20
M#WGJBOFCW|UP/1^*,VS|_T.ZE83_"F% % 4:."G%.#|R34DF?\$RW-\$F7|!%+;)
M)8AJ518U:P"=Y,|3N))VBBY@_U!T+IQKJ:(LJZ(|A!YP9TE8BBY:*O<\$|@1<
M2=|3M)=MO649=\$\$8D&9-^KR>>L;&-@-7YVD*&\$WX6JP";^(M75|XK3;;M1?8
M5=AV1\$ONZG/KH5S/R(L@-1E*BC:ALUG"5M5ZGP|?0S0#D#D73C'(_SUV1.
(NYUKK|:%M631,->S@CD4R=-Z,,,@>Z^'G#'\$SZY^=?00Q)HRP^??L%
M)|@G|I@CJ.0(,D5%|RJ/N+^BK4VEJZ?++#QOV%J2!PSVQ+547+7U/5R*"|L|B+=9A-
QITW6=2WC0 K%=\$195CA*<)0H9++!M|>'9|"CV_|L-
42=446%8VC+&=A)5^3(EJ*P5&"HT0>K2#9YECQX>Q"D=H(M06>YW!F&U;LM9_8
(_946UY MGY/1^9"1J>E 2BHGHW|)J/="<=5-0=.D9|OKG^Y^7SS_>;CK? W=|/%|+WS|
MUQ|WW_LKXW%0(V/@0Q^KD;D7H^#*MY_"DF48>^TZV1X&C&-J.2<0#P/=
MW3"\$USBC T#?ZZTX/(89.@.(MEWI<'6^YM#|%Q
MGB|6DC/9HM.Y%1|;DN=1;)YXZ%+Y%D6!M!SGM43=&W1<'C5@|X*Z>Z;F^E|C"9+3|
M1|O6|_R.X3-#&5W4+4M4C#WONC@Q|YA6)-J=B|SS8^G='R2I75T69YY9.1@W
M|BZ;_!|HK+N!#8!)L\$,A@+RU4TF;LQF::1M47|)S>5('',GS/B)D08(D
M%D0B\$CV%OT^#MNV-=WUPRXP+E1' MG7KQTG>?W@5A0)HS|
<|KJ6>,J|Y++>:-4!7?<^|G_JD3U &<-J|Z.AJ@J
MLN@HSGC*O%3/;_#^+=W|!|.48HC&\$**13%R"|Q*-W1\$<>0#OL
MRZ|.);KED/YR7FJ5FBHLNBM6|ULT&TO1F%(GMF>&.*CJ.)MCGT9&6N @|/M!?
X>+I8_O" 6/GF!&TP|8-T?PF@91F|BA8%P.W+G/WO-\$75G 'EDEZH7#YFI?
@F#"3P4A;Z/#MK, M8\I=M&4'K:X-(,|H|KM*\$|>'T"MX4052L?
E3^A;Z1RM2=@4G*>#0:B,|4|I
M\$*U|AZTIGQO"ZK+H:#I'V/&|HFX*30!VB|ZTOC/LS':>>^ZS|'O\$NA-|3U
MNE#|CI>A@:9|/^4:7NP0|U&V)9|G/ZLNO?O/T+R3);U|AETFX(+K|O_?
O%VXT;T7"&\$@#\$<*|(+6C6-R MLJ;JAR3SBJR*JGQ&"9@'LXZ+1PE5LD:D7?
6.#P,0)9P!|LD 3='2 MSZB@#F>AS- 1QXK/IQ=VX|JC:;!1W\$/>-=S?(6|A&VW?
W9_"Q|H6WH/K MDR 1KJ?_7L4)MHH9KFXR/EGSVK#L-Y=Q.<'//#MS4|:&?N;/?
*'\$UMFLMYR| M-^P(GO8#0=CJ K|;C'O:_.|GS|Z>;-
QA19\$4UU1\$4GCWT|SY#VL&NM1U** M.>_@O./906Z*/J*PH#/D'7NI>&|3|XG|/J/?
SCI_|/MHS2-M|.J&9/Q|8L
M4S*RDZ5#OO,2F&^R_:Q5^=5|6I+/'P&^Q'<3|X&|Q_.YTNAXZ|!V8X(#(KV M@IR*O-
<>,GR|AN6Z|T2X|;XW:Y?E M|,-?36'>9\$Z\$Q/TI (&320*/L_ Z9&3PE?
CYKZ:6%C%|)%H|2%|!L&2#XC@T M_T&4957|+&@RJL.<0I^T;C.#P:\$8
5F_0G62PW;_+AL9HU (2|^+P)| MTP/QZ\$ L8N%AA#U,80AB?DG^*3%,|<,0G-V4J-
/0"3A.FB(4EG#<(SSEWH4/ M1&+C_>X^,:R*R(0_9"@7"=8GF<.(PATA

3X6W@>4K;BQ;/7BB1_&.:80(6"> M0A\$8UO A7 #8GM(")S\$PH8""(Q=7,,L+H\0)?,!64-
I%IVZ4-(IU'02XMFID M"2P.%_PIC!:"(E_17P'8)'UE!BN#1YZ(&PDDP%%_A0TNID@D:
(I(J6\$3E=E1 M_ ^/O=Q%QY/A>0L4V5#"U,P/D3.:&TK+:UK1*3>S%;OK HJ\N;/T?
3>ZQZ?B MFI(EGGE <0.'> C|%0R(7\(/&3O 5_,YJ^%*,*0M MI6WH SBT#W/I.-+"C7Z4-
X&.,):\$|TB/2' "5;1B(9Z'CSF%YE-TG%LYY^\$ M\$3RT# /4|9CF(-
H,S'P4*@,J2X1R^9PQXG|ST8^(- (HC,,9?P@F4>\$ (4#L M_106,-8|3AG#?
Z^"E\$PTF7(&710>D;F%CX'PTM\$U\$9:-,%4D^Q4#_ \$M=,@38
M@0|8).-7NJ3!5W@03"+|3Z(PB|(%G3MV82%+V%,XC5.97,-|UBX|=96Y/3=E
MUZ,W3>:IT5-^,;4+Y.(5|PY8|BH?J5T=!.4#5'G\$S_&.:1^_)X8A5-=8_G>>
MWSHO@4"O|D|9^G'ESF"U|US_ T7V*T7(J;6KA!5=K1|8.|6;:@#%?RM">T-.*S M2F@|"
(S2%X:E0:++|&'28*2J=JF3#)|E(,;+)|J4;8-G4+RFZO#))4.S,X5Q J:F*91|LO45"6*J5Z%T
MF #6 %,.,@'7=I|7H8+QT!"HZO*+D/2B,X70%)HF(FMXC\7W\F3ZZK5D%JL495,?
9T2#>75|J6 =)Y|/JE8.JG>\$S3B%;|\$:AAX8J*/-;,\$6XWL'B|E1)B_6|5#2| +3(
M5%/G50IQ52U#G'ZWB>OMP'PY2 |XP#P=|!@+JR7BNZ14@6_ R:1&@RI+3O5+
M\$XZFU5D Z41P=\$%)IE80N59P%G+S^SJKC_ <,?)B0U)5AG2&I!)5S'LS>"+ M(-
%E1NM*E8:V&T=TP;FGTF-+S5:;L'9QMI6?%(;W%;6/J/>(O49'VU2+ D @ MNG\$X%-CI?
>#-O(D;))7|D":H;5:E|Y|K_1/ZEPMKZ4XE?F5NG(H;MV3J&|R_.LEH
M49RUW>PG8?,MV7J%Y-NA4<|OF(ZWSLKHNDK+I&C-'#6J8:TAKZ)*>HK9JFFO
MP1>^M%NB=B-7*BVDQ)L*GE#'#\$K|*7/A123SV""#2'W>7O! V(V/@%|N60@K MQX,
(5_?S=(D^=7ZZ2S#4?GH+&|L4>|!#|Y,(W1_-?O\$(LC5W:0GIYD*KK;,%>
ME"ON)1+ _SA|+7HQ#0**YB^ ^L8|9,D"4;D;50V6&U\$T(8Q\CW0<^1.G9A#Q%A
M"Z3, ""Y?-|HQL2K+ ^ #""|KN-R:LPL.09.?5)6CO:; ^ECGZ8LE()ZGB5|S/%
MD;FB||D:XH.FJ,4G| #GP>@*9/O< MFR'M98X06/3/EE9LUO3O
%M(E52+|1X5U:1U1H/LT:1?.J96+MF:K6|8'(GP.8SCH@57O| "L M7|98;O6_,WVO!;,Q
Z%/08B:;+XM*B4%7#H *42?-+ _HS)2_C ^XB7(*&A P M!&(W>D""6+C
G|PL|L7WPT>T\$VJF>OWB^L/G%V|\$-Z%J*B|)P'.H/8|W^)+P
M^Y9U5E7C.D|VV&^Y+*I0+'R1JU7;7>+:|C5TO>5ZJ96Z2A@SC%?
P7@42;08U3J689CZ56UV%8CMU\$V^|,-@0@FV@MZ\$|>S'%<)!O
MA559DEY5|9Q.O@D'I+ #H >W-JM^LO#B RH)\$-""*+ #K_ TEC0*+K?UJ-"=N\$O|
M"HU_9H2K0*>OG)=(<4*XWP!6AU"18C;'P54;\$|)4#?\$IS%ZVPC M9'H^-+-R,?
W\$C"S21)YDRVAB3RDHO>0"G-P(16#\$X8#\$MI=XPI+%ME-);V1
M*S|;HF1*4,L|QB!,U)(#)0TFTPI#X6 KW2GI(>C\$424SNODL73|1-S(H""UM
M|)H|M5QPKDN(5:E/KC 0'7E|QOPSQV;)|8=PLXJ;M1%8.V-!TIL U"(J:5\$%
M|&)44)B.G1&|N*(AKFG +0V=#6A8|;SBI6&8D"(A8*#23N'547TIU!#X4,?0 M@#H4S
<"G1U^P| #N30W+V|J7'4|G4NC\$GV5Z6\$L" O-!Q*|D%CBMT85!'X
MHY@WBTD&>P.4D|M5JJ#B3=|+=)G" !0.||V/@GOFT@1 6WFI1TN5*.BWUG|!@
M'ES1/0E(! (I7>KLPR?2OTHABYLIT6\$.!|TPRMF(LN9;,R6|@|>J?"HI(+H9
M,"UF*A|*JM*, V>&X&>FT|9S|.B>M/5GYZ M^7N^
Q;_CP"IS\$OV/L,|9/%Z23+N,+ES/+64+#Q;JPVF:+"T=U/*8_TZ|YD- M)S4**748+:FC8?
>I2!22:(7+ 7O-FR#.%HDR2S#I AK/N;FPXGE\$P+LH_) \$Z MC5."(MQE
M"DQ2JXX@@,RRGP'&5.D|\$3+WC3=JV\$86+(7/%TR_3/1E6Y;99P|DHTD-|";
M!3(ZKBP<;9VW#(|0%J%&@ I;?
C'C3B;HG6OM"1**@)6.E%4S(V5+LC*EUA,TPC,5/KB&3/D#VY4L(@B M/W5G?
#\$>F:4>.#&|92NX&KOU' (7;?S(2RJ_K7Q2+;2\$.HOHHX?MDL>;D: M!D4|#!|I
IRY"X/5ADH&2@!Y=&GREXM"O01%VJ'8G>R3=CT6M/F:L+R#PK!M M+
|TS|!FS5:GZW^I@=XOO<'UY1LD=7BQ@+8U+V1&0V8!:1T_|V&)YI!>=:5_Q
MY6AW;O!#""!_1,>M|,U)2|E|306QIA1/=9|HU-R*P;E!|J?^SP.RLE#L%CJX6
MK^F.F;Z&?|Z|J Q@_%MJJX,D|C#ATLM3AND0JE*:6=6IPO2&P;Z|>/#CL*#-
M=&:|&E!+R|,,M;|Y\$P?;:, 49S?5JTQ&C)N8#_#Y?61W
M(=SIU|WI5|Y"TTT:'U|>Z08|3@E=CK;P>XJ\$2MHBPS0%V+|U+W3K^H
MVR2|7((G|1J"AE/,TJ#2S,P^()S"M#-
|S'XSJPS:EC,'IZ6ACV);\$M_ PT63%IYU),T4HL0@3016*BRYHA@HHH MD2-
9S:O|>M++! &BB@5&N|!@FG;_Z-ZG=Y#YQ@|QV#.2-50YUX&5W%|OFD:1 M>;
|4^T773)|10;4:A^Q6,E>S""S9RO>%!#;1BB(O<3G7,WN)3C*G8G&"QEIZ MYXQG
A9W!NZM*E|J=FB) KHO@'3V*B5NQBUEH6VC-&|=/)9X(>OY|H0XK0("3#PL
M_H&/+@A)6!IT*H492=,W30Q+31-LBO&,|?'>HZK,DRRX0PG?U\$S|GP=2|UK
M4ZB89|8V'#Z#/F9"O?Q :-0#DKK!T7-&(VOI^+IAY2,IQ?;-W+F*T>&OA,DM3
MSI\$KWRNESL0XILH|*|MR= ;#0TQZ#S&Q>(A)=S..A6L(M/0_M^+VCULM*NR1

MJ!9\$EQRVG;*15JG*EY?BTRI^S08%J2+&:&V^4@"B9%?GRH(4-^92+&F|A\$HV M4P?
G6=)B_YCJW!X:U;:^@8MR6JY094JR#M+M:QI?8N!B*)72JVEG'&+*9
M);*E'KLU893%O&11\$ZG4*C(@[K(D"" %++27!CXV.+-.E @M%>W;IJ5K>4:B
M"ZK]Q%M2730B"6KZ:BE-FPGMX,V3L+)C|38:ED_/^>D9SS\$M+??
+4TXQ:8|RZB|VIAT'X M&,9+,3S/*46DI-B+\$?
PLBB+_CEUP)W,W80P&2Z!F2)5C\$%X@)'\$=D@\$RKB+& M:6CT|^R):LN
GWC,DG!=1&-0(IW/89GZ=BLIJ",I"E)I9*4\$|9'MIUR_&1,Y4CS' MK-IL=&K!(0
VAW^\$E|*X%D8BP,&|)'VOLL6U!4O7-.R\$#1UB"#:)0"!QP M&
<@,L,^CU7R>CJ@O>|/-||*3+56963)@F.WH4S*SIYKE.KIBZ)9M3|39_V?;
M+X9!%/5ZS*>+|=/?MQ^J,LMJ|J\$0PHMR6D3 M<:(|:|G)U#=#,1<)F|=?
4M<=NJXIX(L-8R|IC=0(E;CS/8OWF%8=9R:|BKU?>
MD;-21QOU%4IO.6LAN;Z'63CVHO@BSJ85#P^8+^O5PRR&T%S#M*LG@9N\Q,8
MTEKKZ>":2IXZ7\$ _FFU5Q2|A5U(M@BCI@Y5T9H>6*ZSPEM+4,,:OZBHH.Z/57 M
_NR^LH-11(WT;XFD!84+U U?2%:!)>%LOKQIH 46H=_KZFPJN+:9,&FD6^;L
MRVKOLC2C5#)6Z@"G2O\$&"-|=C1;^|7=60RCW^|!F#8!,OKN,R;OLE_=3+U|Z M|M,I
|*B!"WI/2O1E|5^J"E;3E?#OBX|&9+,O!EI&Z|TYO1K";YZN_FY <:J M5?|5&'RUGS<-
A1:B89W|4,|6H7:T41M\$|C=O).BT77%T+Q%0_-7LP:GKK>
M|,Q|L8;V^_4_.F"87>WLVK1Y;,>F5JUBWF|X50=UU!6_1_M3/8>M;VA#=8V) M1T+.C;
|B^@Y*KV_0|Q7,.HTWNAGV6V| SS9Z|PASHS M8,N-
*XHNVG(-:4E;8N)!O05|ZQW(">!"\$|V1-LV.0%<# '4\|(%\$#\$|OE\$" MZ(K-D7-9W&Y2
AKKJEBJIM_)6K:H6R-TR_"3W057 M&TP|Q^'0|0FZBNBH>QK2W%;>#=_?
PBBYIVEPL!M:_BV/:|LJ5VH1!2^_5|3H M6XL|U9V@J0V/&>|1|+
<*&Y;+|+EPR.BR|DMQL3SFOAZ4,7"E|C/;\$'7%X=+| M#\$|6%A5E3*XQ?
K)M#7S0TZRN[A,.W=;N\$U'5Y5'K:6.5P1=_GV&9CFBI8W*; M<*|LRZ,U34UT=)D?
|9B/MLFR=T1-UCAX^P&OIN#U'SU!HOR&1 M1-31|C:-\$4G-'GC
4:A.8EQ\$JN0F*98&'3(28R3V#,EVIPMB34DXHB&HNZ
MK7(TYVA^SFBN*Z9H&GNZ>T^*YM32>TM+EPVYPMX^%3%Y\$;=S'.IBBKC|D_A3
M(JKWUB%Q2=>PNU,ZYCQ\$FZIA-O95UXIZP(K90'5|T|LW)X
MM3:_.@T<)E39\$53\$&B(.7D(#.B|7MB%Q5@4-:/+GI#(|6<631'%6R,3_:=MI&S
M0+6*UE6F|VU#W2C7ERTS&2F|:=Q;6W"0>BDVR+K9ZGUY^+|/ISW|CJ-MXP%N:
(:\$<=TX|T%F* RK'B2:HHJZ-L+4LN-0>X_6-R>G"R0GU=1%PQY3W#0G
MIZ'HCA=-3O4@H=))5CA*_3HWQW)FNI M5_G9"Y\$9.:321*SH1=PQ@G|ZB;9WVE|
MT22,\$X\A%.?QL(.XW(>,"Y'Q(6^5'13,H0%:VU>Z7E>.S5|1U,D.W|YMN(
M+V3=QKV@:'R^_5)\$?#*=A4W4&3;YS#P.?"R/UO5X"&%(ST MFJZR4FA9Y_-W=%7>
RG"S3'4O/1B2B|R|8H!^2Q2H?V8C4ZHS3QWCMN2G! ML-
>@7_YW'A5A;5B7%Y#CQY4|@|6^<_U'|RE&5E':U,(+KM::!W:S<_9+K=8 MN-\$/DC#>
_B|6A#:)B|B#0/B.)QXE\$8>O61.'RI3PRJ:S-TX|2R0^F_P"TI| MY#B2|)L;
'#QANEQ_V&KB04^I@T()D=,9)=-@*||0 T1^*B|B-W6IF&,A0D
M<^#H,|PI0KV5L:8Y|9WR&B(.NAM,7\A8)H|@E!*" %D3P!@"
MJ!U1_)Z2"2XM8|^%M!+NB!|^UDFV.S<&='|MP=*|""X#47O.6)IO/(31" I
M|^">+:N"BH!Q42%,7&\$&:I*+8|A^ ^DZV\$|D@)3"(TP|AP7&%%?Q"WB#1/X3
MJ\$2L>'@D"=< PF(YC@)@24&89,-DLL|#,3@)
+|Q.S!52"&:8C@BY!%*FN5>)^Y/\$DO"!CGV5CUVLH#J-BQQ#N/|P&HR4?0|
(N"2AF89Q|Y32>.-99+I&|01%QL50!H|A3QG@.\$|f%(@;|? H.:7,&5YN%#\$\$.3I=Y6&\$1
J_X6<"N/(.U2X@,B(:#"R@OX4P" M^DBNJ6=3/H)"S9_8@)\$JX?53W9\$9CNA2J@;,:?
Z(.H4**=#<1?4ZLS#)QH|@C M""A&6778D=\$;S/'HXH8R.%
(N3GXN@3.1,DNY>UK;28+62;P\$M|J=1*T>#VH# MG@!^G|PCPK
N|GX"QOD#E/!*4UK%OA,I#R*U%;+D-S9/E;FI^\$8QQMJ>S|J MN/+M.KKJ/X?
P,D7>SVCP-H=O;6Y01Y..=DF?SL%0RPVHY_9A%:#S";-F4PTL'7|H",M2#3QL*YA@#;?
%-2-"/X|A+LZOK4:8QC=GY25\$D=>MN) MZ_O(FZQ|,'|I%-4W3L,543Z7H0SZ#5'!
+/#RV9:N::,A|H+V'.QZS')G MHV)J)6L+XX
\$F\$.@21L_Y_YPZ=SSOOO(EV'E*2)TN>9%N>U4T35U4E3'YW|A:TK|5JVV)AM/U0O#\$B1
4.>+: M&*|M1-RY>>\$TO+<6+7U,9?N>J:CJ9:|!%@V\$E*|J**&N 1W/T2X:QL;=O)/:F
M6&3T"#ZY+K#H);::!+,ZO_B:EOf"V4/%V86:TXNB@|8|H|XF9UVX XVQ8U
M9<|JZ=RL|@:LW|(HN7?O+Z|@M")JE@7_'Q_'X39Tzt:QF@7&B76BRL3?L-!+>?
MAWR0-|4B|BDN?OFV"VL>IFCCRJBA1O.;6,@=9Y%-C3^/W8#JT%IE57434:\$
M1+CMW!*NCBDZNLH-YU-?/A^%PXS>.&IB/YHH&|QBYA9SF7%9HF5K SR7BS>7
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Q"U81_*|78C/M0|_*&UT!|Y#JZ%XT@:K&|9"K=HUEP5T3;'E\$MW;:8PG*Z40Z>LDS:F
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BB:DL3U?.SF0Z&#K?>PDU-|XOWK%Q^?7SQ)E/;&KJ>4LULHSOHN:SXM-+ZN?
<+7 MGK <@W%, =Y2*2'VZ_J 5\$=[X83Q"B1?::*M(2A?7^W), MRL88\$&N
'47.'|R6I'2M;#\$\$&VAFBTR./CWON;7^C06R|<=&@^RV64!/:B5ZT M*TVJ">NZ&
|654,E,M41G5%=UG#+KG6- TD;88F#07-Z|DA M3,,0;>M\$#9+.'|Q N"9WR9RO2^:?
84+|^V" CA; ZM!*-F&J!G&B,02-^|: M9G)*EG5AYSHF=6,,B-
4@#TU+U.6N\$I'3;=L|T>X70&.@>Z4*6W|ZVSF38@ M40>Q^-OS:@7Z9I1-
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M1(354GBI&(:D"OV,)QJA%K(*V\$6A8O-|Q%*A>L%_A,@B9#,25:'.EO-Z2O|
MTRL8\$JY86(91,@/=- (PEX;JA1;4H)/5;C,@2|:-8Y+\$ M./O2C>#K)!0L1;
(VGP"PI\$+'(26"PRR?"Q-P6(K1|5A:V8\$CVP86\$>+HA M_EIYR5/V)<65EXID;L*3LX9-
LF2^JAO'#5*E^+*,O!B>42U)*YW7QNG7 M3BX)PS^#T3 6H.P/>&+!\$|DP
""Y%F"P)E_ " FDS"8NA&^%_T@B8#2;BH MQGC8J!5>\$2)|"9|T>!W0!/@ *49_S,&?@
4^O:SYP*Z(1K"-PLO20@1%@1) M-R+W*|^@ TA5N Z|GPOG@, X%>B-#X5H=\$5X%|
&UD 1|IW M|PD@K7?O!;6EQ63'|@&UA7L"LM#U85%@(+7O_WZY<?KN'Y M1P^|.0-(
>JK*\$;K0' GDS":8F==^G4.D MX#_<|LI/*M)P;|M,7M("YQZM?YZRK"PT>_^. (|L
NF3&F* M+L+VV=NF@:|77VQ'-52*TN7V0;? ;TZ"R@)R=E:P*)R|"KWD:8DZ/^T|E|
MPQ|P9?3@32@UXAFA|C#W)G-A&84/'EH&Y2'H:ET8&VB*9@TWZ6H-ZSYAT@PF1VP?
<&.F6#IEP@59 M217_9HE(*Y/=D(H-X9T,-DKM-DGEKM MY1?3NQ"Y>,6|
YI?)5.X/5OG/H1_C6VFG5BA'JJZ9D@:Z);8:A5NTJ9PO6VMJ:'L5)#3V<64J;F|Y4(D\0P?
9Q(WGPLP/'^4QO3NPB@*@?TP M,5HOBX1|H/4 E|4*X#/_".4GG#|."VL0A26)XC 6-
RO7%1)"0(1EWT?|H M0,4@UY>+1UKLI&3*D,D*3R35UU/7"1P&J (P/=AF=P27-0-
|'527*7X58L*! M<+>*
:7B.'LG7H\$"@4HVZ#FK@!IQ\$^(|H)=/%'S8*9@/DO\B|3PLZ=)A*.3;-MX=1#9?
LMGL4^*O=8Q/RZP>).PR4>"_6+\$-#N8@ 2('M S:0EB,;)AP=.D>,Q M B#!QX7|2RD#-
<6('BP0C@P.!X3\$ " W|P.%N*'_AMG-H|V:CT|>(-Q&(W
ML|H1L;VJR2Y,01CLA1W#TYV?8UTM,HR|U> Y0@"9J?C2P|_N&J_' +F'T3M
M^\$L(*H\$N_.T;:%51W@LO/N?4_YE2_XO, 8\$/4E+^*2\$5|4M3|1|1Y3^UK
MJC(CL:*BXL.RAHMG<1Z'PO70;""5[X17 O"X%,8+01%OOJ_=-7XRA,!@,"*
M29UO&T\$U#1WX=SN")!R\$()=;_%#1N@#V8H,\$|R7PGZ^ OP0@H"51KG&^:
M>@>2N8MGAPNKG\$2^|E|"M!W@R5|H(+0DC@)>KOJ?:^>48)9:0)S(V|3HV:
M_(0SRXB^#L^2GQ.R9\$8Q)N.|E1>,KJ-P@GP.P|YE\$ _6\$5T8XC672|)\$"A@|6
M,#VRG_)(R>:|JR:T1YZ'D%5-718(C<(*+O)U)1*J 1'RZ|">+3U,MOB2\$U
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M*%G4F8(LY0.E6.%S""(J'M(&FBGFCL &'H)6ACAC'6|E;TQ;@0X\$U=-|5T7
MKY2|L_\$SMXZ8OIX)&D0D0!(&8D2|DDX|8:H^M2VI5#!'J \$#%*?5?K%'74| M\$;:"TIA
1'QJ/*8SHL*3SH3>AI0;@KN@JF|J0"F ^,2|X&)EU%_ML+&QBAC M(S#BPMDLLETFK2
0F'>%|HJ|;#9476?9>|A6(8&U3^-A;:8/\$@8XL(JTI6E MU(<^: +P# ?
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2NCE\$D MKV^H,%K|J-/X36,::OM,A_1H+(5S+>: !;9ZMGM3%?:@IN3:ML;5?J8E.T
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MS1#5D8\$S\$!:-0M)8M0M304Q|1)R#|Q|M.YZ>J\$7:QJK'<>K%#(3+U!:-MT*+
MOX/+T/R3A_K1CPB9H=|P/4@,393'Z&W9.I M\$V%TI=;&<"/BOI+&>KT9?
L<"1=/*\$ULBQC#+|:5129FAU3G6|M%4R=F5CY:'
MJVT)\$G0Q>02#4&B^>S6G9@\$V"DWZD"5'?=6VD N=U0M@)H2W79CW.=60!+>+
(4PP7PR&L77)T>G<34D,VRJP5!/X;%6R|:8%;6 MSXL=1EZL MPO-B=_ (SS'A'5M:0;-
T*8=RES0^3?QS W*C#2Z5AH-DT/>/<|0F.

"@ M.9G.<2*X%0Y)FR2<%B'& P/!">/A MA^=.E(X' WUBT8OG,?
G^%ZF.NO^1H64|04"E<)5:)1H6B#:1&+YSN6R^BIL.N_U|1|@C8RPPQZA-
H%5|,K|QA6.WV!N=-CXEW< MJFT)5W741NU8& C/F!9EBV=,C_I@&_B'U?
5J|W*UG|&E5=:.?>+G/*JLG/,6" MPD>|VAWT|7|?.\$2|/#O-
MOXNF*/'':>W|4*GS6N9=|8WW=0RS"QODG@|5GYL.>T MQ?UK
(Q<'GW|^.'K_WS|=O/Q5OCZ26!^W|^_??R?FZ|_W|^_W 7<&M@=78.
M=Q_YPOPNQW4;C|%(;Y"TO&3.J\$^U(39R9"5CQL|\$+KB\$|H@8"/>|M*Y6IVKG
M4*UN^#R\$7P"QGBC&B-@(UT/:LA&K:QP25T3X)=>\$.=E1W#U9#6E;>'6<&?
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M9CB"|#H73,UE9EKH8P=0|/ 8MJ59(V+879&T;|5|I*C04(A)\$379WB"-TQW&
M)20E_8ZMY6.LLK|9#(^6;63%(BDSNS#?HBJJ%|KZ|&P.MOF28F07G6=3GZPI
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NQ5|K|D*|@0D23VLZ&-"MY<|GL?|T%LH=3 M|N@=QH:GK|N2/,(HSE-T|CK-
^>PG8|X8C1L7F_S|A|^*'|JA1-QUAC.6SS,X|(R5H#D0|!SNWJN/52_ME?2-
<6)WD2D=V\$&(M=_ZE'V9=1_*GFB>*.FV)552|Z54UJB4OMBZQBH,R<|E M">+;:
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M|9O|I*>ZN45*S^6|>'&E=VG/P2,(M@J=N M?N#;\$:/."G"XYS0W3W1CV"C)&1|
MJ9P<(")?>I::OX&I6_6PWDQ3_&B8XLN^C_HJ|_|@V|X_""*>|:/|2R7-^|L SY
MIEM%;CZHMZX%P\$*IJ419%|UG8_MBHC%|@5FH):+*|H;448Z?O4+W%-F#H|J5-M*E

J9;%3H_(\$H;E?V9U*Q1|(\$U54DVK&,U;U7L^J|./936O:7L8/NIMFXI
M^|L+ALFO*T(UQFK3|<|;XTRC376|_N#854?OV<NN7=PKL+@U*O.&:V#C';ES1O:YV./
M&4>/E'4|2|P|3A|=CB<<3T:03C9V->|RJV.:26CR|_|MGOQ*N+O/:KEUJNXZ|
C37Z=K>Y|@GJNUZ_J|51U:Z M_VRNLLK5:SM=:;T-
H4'|#WE%V|/%*L4%7M!TZVO==U':PF'|L0;^'6. EE7E) MY9HRXOK0^-Z13-
=|XJ7,*|Z3J8*=(|_|.F\$=_Z@^8552A|H:A@?MC|JB
MNZDHKJ..L,V#|@X6SQM<&6(JJ5Q7.&XTD;,\$Q7=/(;B7%I|9<;PZ/KHB*/
MJ4|1=Z"W+>"KB|K|HWEZZ^HGFL:>Y9\$'%=(S_D;-HWHHQAFBK%RFN7,V)|O
M2PQ1L?:L0|VANQ.ZHJC*(VNQ,E9.S>-|E!&VD./:WNY@%*Y(|^7P4+NZQGB@_MSS\$#?
8(=%UUG&^'0=V#/8*^9&XINJ*)JC*F" M #+(;.:SS"9QW_%?/8K:LY M#G(<|*
(+*:*F|7E3>,J>:UD9/|E2'-|2H/77POTUR9*Q6ZV|7V|6C_&1H;
MX:U,UT6;:MHC4NWX(\$|>R02(8G6T^-^HVJEFUZ_*CH,60@?|?)?
U|6CV&/#4R#L\$5:4Z)MQ7P8^-%RI:@/-AKKD0|'V
M#;L=EG2Y!+O,.QF6OG1NUGC1*I.VHP6M"7M=N/>DVJ6QS?7&91@#1:
|+CECRNKIW18Y MS3&|NDRR&#Q>U(-"XT4E_4&7K,\$Y+X:&-Q|TB*J_16%JH0
ME"K8':@>'\$7O'YY<4B29>R!..?
@K|28'1HV2#%) "4/6NICA"01\$:8PG/!2,101P"8*823(DOH*SGFQ="8
M2Q(*OY)6=S!*C2%OJFO!;^6PDL-C_-L%OJRXZR_O3&Q|FN?.\$P19A.X?^*76
MCP1_";!W(?'9^"@LXE3EJAUZ(16+9|LN3T ?=!:D^HPE/H%0N7"_PG^AYI\$|B M028(%P
4("U UW?
Q|WCN+85'#Z9*'D,H0=>\$DX>SF3>!U2|=">O:L/!^PK>KN#+T.HRR%>)+36N! MIV;
;,\$+8780+P6=GX2J"+?RU M=T2&-|,H7 @HI%_A8|UXDCZG*ZJAX/%?5U%<';P+C+?
Y7_"M,/T0Z(|&0V MKQC3Q>&!EA>+YPWSJ'2>W|QH,L|6HTM"=|XR%IZ\$|/0!R2%X
N0.EWB:U|= _MX+|5*UD5/GF!&U#LN0GB)%HMX,!CX4KX_3C)
<+G,\$9W|>OOX=*;")HJOA\$% MD'EDDG@/1/AO-
P|4>A*4@GJ|&'8(9^M&4X'X'IR(BU,B|@\$Z/7CA"HX&#A)\$ M@# E=PF@&4X|21B6
O<#"9O@KXMP2ECM9|!\$'T@|Z"1A-'B_|J;LOAF^!2&# MS'\$5(;7^M?(BPO: 7(*5()L|H>-
Y0%^,G!\$|&#.!7T!&1R&PO%@@/Y%+\$ (MO##+00,OPILK/WF2A_6A^GP-
C"\$!9N'G\$8USZ%(" 8XH_*C&6|*K MN(7L,=C//0 |(#\$| G_<\$3="(,!?,0"9D|(\$+,1|E(^
%"V4!PFF#*6"("< M!_.,1""3, @7<+ /R:*X%OW(?0*F8-@#5'*+"DFQ"GG?
0%Q@ATZ\$O"=3T; M2\$J8-W>GPDN|\$ @XQ,9Y=#F&|R78FT"XAT,&R%9!2\$D
PRL0;4\$VE74%9/E M5|ZL 766|A.CB3LX|46A?, S"SCG2JN@M_BA&P"#Q5> 1LDB3@6-
|P/=NW>> MIP\$J|^*GF#|_|Y|43Y2*|+|6|"?5_H %/Q+?IS_G).CH=2K:H,5+=4!1 #
<'3>'K_ =2I%,YDHD: MY(-,"\$VI%'I#U0,:@%.OAP_*RN5-"QBFV;#

!L<:=9J25/4:?!BJ8KV/=JZ8 M G(NPCCQG^A*(@_-
@0HGAIITLD<<#U; *WJ:Q\$&8P2&'AJSLU3R3=WDXP\$||?B
M)9D@6T9@D0B(IZ0<^ ^0!)')U3O?:!J7Q*M70V> L&2-(W,DK+>\$.N 4SF;G1/
MKD#AC9M9>8HSNBI96\$./ED|5|W=,)W|@|Q^|:3)/|=+RBZDE+A>ON'=@>*^2
MYE=*M(%N9A)U)JECO/:N?XCD!Q: M|*5-=I>K1W9.K2;@3-
<9K40,SZAHH|2,6(R,V&:7Q2DC%! "H0)9ZM@PF1R MJB|!)E6U9HL3-^8V6F4">
HA769&|HOU;)|IV!|*#HN,WKH4N\$C M^KFVOC)|
QBNBW('""Y.2\$M8272K%0\$70C;T+U"?^'G0A- HGNB#CN04 M3|
(#058*PA#X,GL11=E+Q93T|+F*Q,DU)*IS+|+ 2Y@|):X#3&7|X4YZ.>@
MN(AE#7'B!D&8(&^?>LCY82HBE AP%8\$|#ZXQQ)/#0|XR1PM5 EEILH,;)4P MBJD:-
T-!7SFP9IAT-PTR'0V)E; U'.|@)\$** .G.5|U.)9&K)P;4|I=?
D351%Z^6U/>2.E,FU\$).C2V8';4XJG;?HVX7 MT#^05VBC)83D"||70!5@ .6R8X*U!^Y**
UEX9T\$Q39JU|SY,'RB:UE% M\$7W\$BW^4)'U%W16F(4\$M W#6C7!596-|EN-
*K#7!|%)^&=V|4A8;:Y=P>& M^81\$"1X&74)IEWC^H1|.O_E,9Z=-+ME-
"AT(V&MOYD1?6A;: ?YX; %N-0Y@)R//01@0|4*0) YPT"MNG-C;XLZ,B*U M>^.
RD4J(#^|22TK|LP:PT 911OUVJ)@"T5)N9EIFR7G0(%SC MPH|9?" :)C^N|NC:T?
PB04SEXGO88X0,S4?Q,HM)0K>FJC9>FB :3LF,1,C@ MIV!F(5>LO^6|*8>#|X1E
=H>;I1 !P|7C|^8^V"2)/DE#Y?&K)2O:-J.'X#
MU)P=QRJFMSP1F:' BGJ9A8#DWAID%9I.&B:|7GJ"A5\EX=64WJ>PVR/F0ZU1
M!IDG^@'UTBF|9E.LD@9VOL<,\$GJU6#%"87H<=4^0.3JC'PAS+1'1GK'@Z#T3N?).5=F
M3|>AV Q.L.(TF^ .S?J4L7 M#6ETWZ87-& MYZI=Y>K5G>(58YR0|&
IG\$YE2"YJ.67H9K+E@XJ%Q_ E8+9JL MZ)(@P#_I%>5J43 \A&KZP(&14#.I*3IK>V--S%
<|Q,B_!ZT47S|2?I%H\$!7T%30H_Q3+"Q4|093YD0%G@EPP0\$Q_6 M4+I53N^7=J
YNUQQ_3@L(SNZZ;)=_ GLU04|O4"OH B<%>T,9025 &. S(O.! M,.)#|5&^CTV|
(Y+PKUHH803.G>|!<*:EJ=)K1|"HD\$8VL"&|P|&MHK*;D(!> MIN\$E>T!92!1G(N9#\$-
(MG@S>K3| K5MAIRF;H32E# M +K=6@.>U 2?BN\6ZE/*RZ<6KN8\$|56L+P;
<).+/"PIA/98|VC\$|5 M3^_Q&|+>;|AT?D/61I&8A7B%3_4ZDH!H8.:(\$9.Q*O%
FFVRHMSR9A+>;.5 M7,J8-07L=T<.BOC'WJE"R8TWC|=. ;T:PF^>KOYN2Y+AFG6?
B5+2NWG34,YDF&I M1QG)DDRK_@V^IO4U;3^|VOAY57FOAI:UJ04U"03O-
ZE@4,D#WPJ=+M/>KD\$S M?XJ|A;?KD3)|:4UJ=|(9L3,@|7F*EC|M|XMETS^3FH?
5|/DE7I(FJ/#8|O MS|^EFGB&^ ^RV,AH2EXJ"OV
M6Z'&GRM|H".^HSN>M&"@KZ>HET2Y.4==A>\$*)IG&;QJQI05H1H8JUW3_%|3A
M;Z@='|+?
|6WY|#,>WY|Y,5_\$GC>/^>)KB#)G8Z8A3IC* @IL6;HHFX=5@MBM')RLK<7_W|Z7-K>-
)&G_%83""2U/ M0!!|A'3/=H0LR|/:M66-Y-Z=_30|D442KT& BT-
'_HWCRI@0(&G2(ND\$#'1 M(TM H8L,K,RLRN?91R
%V|JFT:&W'^DA.W9JK=NKO;:8K5LQ|179K:KN'BV M;
I=J5G/3&TEENBK3=3BFJJEQS.|*A(B5Z?H9HJM6F:X-@G'O5>3,MVQ6#IW7
M0*B=8=_W4&/:=LML--=DD_E9UJKDMJU:CVS*==KU2
MK2TQ|JP>I52:=2":U6J;=GM5.IY*LY;6K)6=Z\$/1K'6/G_ ;13^8|IQ=|YWVS MWO)2V9
JU(SUO.5R&=EV;+^T|N.MJR)R=T%R_/65:M1ZYCM|FNL IM0K2;: MB;%*L_9W0?
Y7N|,GR="V|N8-KLPO&L+L!6X(WO>IK7D84FGV MUN.OM9-^E6;_=G66GVW
#F<'G8SF9@2)C+ %!DF-R\$ MIB.+ =C.BDJF')W|*Y"@#*MR=<.&NAGB*
_BNF<(G|MT,\$ \$9079M*AU1&_B MOI2>5A3K!3"U22K941|H0|U%| QQWAH3L&@0T|
M(=.080A2|--W(4(UHV28 MA)7#D*?H!+H_\$TA*XVLACA=WG%\$-2?Q%|JF6*(F,
|Y07/6<5T:DO#@_->1ZL M<096%#-
H.9:GH;B6G4)E.)\$TE|9C.1FCB%%"3\$(,/#4#&82:QJ0:=DN^ 3C MBCVHE_6@
'X(CZS|^6+^@(!ZB3)P|K2G(H^#V.P7"1M3|LWS.1!7|G"F&93 MV\$C|0.*T\$-
(3_%R(G78F&! M)14\$R"-| (=|WBC"4C'S&>|^S/_<%4N61.>-=2%*8\$6|9D2@P+ Q%C
|25BL MX9,IP:TD31EBP0IQPF"Q\$2P1|X5*F%+\$|1T1 'V:/%/D<)&9#1MLI>Y2A_/(
M|_698XQ+'V>\$O|>3=.Q9PH*%E;I GE'<"/'C>:|95P2P40@>)>F20_3B!*=
MDO"IJ2PR.8+|UD'5L&R4T/\$/8|6*R<*YCI!Q6N|PFR;Z*>JC\$JIA&M RTG!WUF?'OG
ME|0^5@|*9AP|'+LWC-(Z+,&#L?@*"P8"AQL(EBWJ?M3@Z;-O+|=7|Q#|A1
MP15\$=CPCAKX0 &R 47L;0SJ *R|1G.308MZ".\$:Y5-99\$KJ@V5&|O"(^AJ M)D7QAK
E+BX)27R|66;2"&;9-
(V|*/Q!@5B^HJB,)Y%YHM:>X46QT@H+OF19L.SYJCO|L<7ZW;)S
MLC!)_F"7ZV:Q99V4NF+X/:IY5B&O|&SY6^ ^LRPT!)T4(&F(Y*C7P|:0I
M\$C#8P|_C\$+0,Y?H82>@U^1EN>!<,I%>JX2(?J8?|Y|>Z!\$99PPJ^V|1K.AT4DB=CR2

MZN% C<|_?/F(L/M\$?LZ2[-A=[6EXGYXA6G3U8'\$#>-=HMPM<./Q&-I%B^T6&
MFM+V<504%:F|,Z.3G.J=^M:SM\OF'IR(PCODE#,0\$R,6/#3&WL>(2,&9M(CI MW-
|7/8B\6RH=S:?"ZG R;>MZZUF!4Z^*)+^XOU?ZO6|Y&D_3'=(S 2X58*1 M!57?
=190+|:H("C#Q#15F!L@D'5F04A\$%O1P&.0>"VA>/'BB|_IB3+0CR\$A'
M;)EF%EV@X|*W?7EQ&(HB|!#A")?JDC(:&AIH\$.-|HV'MKK32-FJ'4|C*)S
M)0Y_DRA\$^@R9#U,Z3QX;I9OP@):SMK,2S/D|J;>+<1SYDP4:6(@A|DD9,Q&)
MWDX@1#_.B7B1*E:/MXGAB?A&\|=,6M|C?A/_%(|@4D|(MN=SI5X9^.\$#;YF8
M#252,N2VH.?H7|CTDC>EU*62JY%MI>73?H8'*4/X|1+/S.E| 5\$_I>0:\$OT'T"?
09T4Q)&"SP|/^B<;V M(N=|,OG48HFKD3B9LE5|/!A#%+P07_/,%
<@JAL?'^=O)|GK);P^IL:/T.O1 M_AT:00HQ |(K*=\$L6
70_BX%WEW.)T'!&D6>PK2W|)B\$'E1_KYJ5'X8%G_P M'H>OCL62.6K%
\$)5=@TQ+/(C)6.?%/Y+K(3>PBXY+O_4 V-F@O|(\$%D4^AF MQG.3-:\$S,1,-1YB\$S<-*
SXGH\$(>BFZDC#L/%+*S|'GK1H*1XTH+W)U\$0-MGE?
Y8^A&R.8\$\$XW#!1'RO1YV>XQ+B0M-77\$IR>(Q2439BH"F(RU4SD&-1UK,
M3=C2<@N*Z@8_3<=9?.K8GGGJ6#Q.|>!S&;=2N6^|^UO;OD1/A62328QA:8Q) M,
|X7P6=&1_.S|T=|<*<5++-L?M#P|S_6=R48;^7)*DY):WB&BRE\$8O E(R0
M!O/I0>B\$1Q&<\$?-@L?O)|X8A.\$)/5/F&C"|N=P.P%(^)"-%6C|S;4U+I|M7)CI?)
|EC)F<3-003#U; C&!.L8KY\$(*6R=N17E0AT:C\$';19HSSA"&99=P@ M6V?
V6)PY(6HIU?FA&R39UCCV'N6A;.)LHRK65-'DP01VOPSD9PX|9U=ZTZ=
M9S0|)QG//Q>9W06S<.,#;UYD1JO X\$9YVWL;WG|8E%JMM^@^1HF=VA+P*MS
MHX@>!:|)\$@4RC%.6|Y R/9\$UX9%-51T'2EU!UR|B6SVLCUH+FMU"
MSK^8=ETDU3'=-.X'9_M)?=*XO)0G:*2T VT6)UB&?26!A [A'&!|:|T_#F+&I1')=UY-
-3\$*XMQ!X@% M)6=E7*D"%\$J4P""%*\$WZ#&.)3QIEL\$4D5^%9BJM*?N!9.9
L|K&5+VS^W|F Z@ MP!=U08B-N#2|H\$F-8B)_7GA"V|&|=JNU,/?+4U@@+Q'Y?
V53+"Q3,@@<31= M=U*|HEF7>H:QL?HW^=.H1KD)F"8"!
|6:NQW)0PUGZA2|5KAE0N,K&G+!BPT1 MC%!\$)!>NVW_2|R6NG#*^(C'D?
^3'Q.6Q"OY&78?\$)V!%I/1GYES*|FW@=|L MG\$.A8G/<5D)56PS%,/60YR9*;G*H>
(2W/:QN'T_"H\$|Y'J0K5HG)+>#:DT7 M.-%)4O_*/|/%S)VZ/C\9WFQ\$<22"K);8('U
MU<@E2=&MPS/#R!V3KTE/2?F|\$91Y-#Z6BAB7O^N=3J-VE+7_&J=^&!G_X^SL
MF@30#S'GO!_|X#2/LDRPQ92*Y(&@0_5J?/GA@DJM@_EP@Z'!VY:[0M>&)_I
MFLGGBA3;)F'O!^RB(/#QKZIPQN?#OT0UG66UU2_NPO""3 A,0&|CD8N-+OZD
M>E|^ATZ16&UE;|AK42ACS?KE3.IO.GL6,'MXO).|=IG_&#TT>9L<1M9C_0
M/;;PPS#L/X#"JN.F;)RZAR<>)R+ N_WPHOL%G)#,9C?(RE:*IX_ZT4P^'5F7
MU2;.IS#0XB#UI0?*)UGH_*>1GJ)83S*|8\$?86L9DXF@PUPP"6#PT3?-CXQ_MC;70)
<1%Q=6+8^F@#O+373XHRYM,
(H\$>\$E;19%VB@QVT3;\$Z#3JHLCK711I51=%%LW1#'.JCOF*E;1X>)A.8+|&'8*GL3B
|U6A"@5A MPJEU# .H1DUD=Q>4DY5_R0M(W|B*""
(0BCVA08ATPJA/>DCN#W9P@<'%K^8) M3|!1
>V@:WJ'1)8|H8Q!#EM9P@#0A:|1HGT+O MT(-5<2,AP?(2#,JS|OAP!9?L^HU9R/\$
M|YC8:'0VUU1W=1+|HE%N5781U6P&.:<)<@%8K-C6D.C4-
SMLM_O%|@FHP,HD>M6V+SW3&"O7(9.70J MX_)1M|H-L^74?D|:K%P.=XJU|_2
Y;ZB|;DOM4QF_55^:*V+GMO@3KPBXCC M#|8_RG.?|3(^|AJSL'N6M^N8G4;
|)=B7>PB/V&V8M=HK\$2"^<6^O|S&.%:'
M5LN\$,YN=HMU3R6:G9K8|SEHZ^7+/8/>TM0G.8=->D\RBVB12,O47\AH1'T1J
MIX\NV',B-P;IM-MFO5:8X|"E(K|<%D.LH;9J#7;OTU*!#?O\$MP7GYAH4H" M'6XP7#
|J1LOJM/:(OE8IH"H%M EB8ZMA|YKD;8/E:ZVI?E736:'JQN;H%U3-MV9=N5"N/?
U>T=L9>5;.UYJ@AZ|IE(#/!FNZP/N@_O|KJ"%E)W_N&#ZH:LHK3Q@B)&U120--%
MCZ=PK.B#>/5^B&4>X5C@%5DI,-P3'1_MNPM+QCQ75|,.%69GLAJ6O#.A(3S
M"@>#J=_JEX|C)\$HE3"NB(U|N@-C\$GK<* *Z|BT/HW#/A(.H?>72DX:1<_
MBQ,FLH27*RMPTJ:@NT;>@ (MB+1<4W^3P|<|TH.4KE\$S)AA,XX7;&V%1'5|J
M*UW0I<#.%-184AP0?#SU&4@B8X8P'D:"|BA3ADQ8N|,\$@&)#,4U
MG?!7PITZX8H_!/=|N|)\$NH=4G6**)H2/2>D
MZ^MCD!@E'%F1B00FR:I/4'XS".9";.5^,Q|^IW|<9B_OWH/);H"V3/LA0%) M>PA|H?
H#W&09QFTWI&J6|.%78KZW&|#^2Y;C^"(IPYZ=4-WW;&|GZ'OAET|^>?;*,
W.%) +QU9"-R4.>.(08?:V1O|J)78M MDVJZCR"AU:3^N;!=Z-^1N+NJ50?
Z36L3I"L56BC\$7Z*|7'MVB|%7_ZJT6; M0!|K|\$"-H0JE(<3J|M7OE1R?%E:|X|Y+5JBJ
=@M*A:FGT!J?"?J#DNJN+* M\$?C45_=) 0H@&#?|_XP/TY,'G,W|U,VAC|71R2)O!
(*Y!Y.)<2'@Z&A|_ M7_94QG7AS3#\$JJR74#|HQ&XQF'EB@|F,1URJZ|*-

R>%3%4*IR.%L2Q45&;C^(D !K"?KC4S5'PU%MK37 MM/IGI\$Q4IFG\$/H[=?
V)TT%S^2=(G##L*UD=:%*Z4S7&T=&!5G\$=3"YXVG1=&WA1G)1N
MP)KO^6NL5IA7E?Q4^"3)+LH:5:0C.X9 H!;>WQ.&6!73P+6_YI%7QMM40#A\$ M+
_DHICAHY#;=,85"V@4A^/)\$A_B!"C2I(XN2(;;Z*WHXNBSP!' ;J4\$!8 MRY&@I-
+TG)N^..T I9*<|FUDA#D^Z%/ M'2OID*_>W)+',WJ>PM,S/H\$D;P.9@-F-8>!17EV1WLA
P?R&|F=>"Z
MZ92=*J#DF#*TP1GJA^0K9QZMJ#"E^=,13_R<&\$_||*F0L2BSQ25Q7SD..Q%S
M0ML:SG\4#CRDJ)ZF#>!Y8A|^B1BA3BQ;7UKM2O\$B45S!\$*,7%|H.\$(R\$FZ. M?
@|*|NC): +3HIJ&X9|E_A!%#60,*6@&W818!L.\APSY\$(#NTF#@7L2;G!#
M9KW*60P<|Q\$2*R#/=E&I5V74-2>SF"(8(F|M,3-Y MN!M5"4I924+)U
6"Z4VF/">ZFKEC3A^!X|))RK0^\$0(GD&+&^YQ<_"Y()O MDXWK@0*!3+3?
M1O3T.A=J_D<_V|AT+-TL/*&.TXKYT=C8,&:U;Z5MER&%)HW
MA=W.D@&@VQAR/HP\$|P@Y-?2|. \$7Z!|2^KI4#%9:UD:5881Y@ MA4'<9(: "DW(R?
9:E,^ -T"*J>2-M3=BI3YI-BK\$X'(JIR=*4'@OBO?*J%X:"6 MBM&CI*)7;->E5PR3/\$?
RX_AIX1|I("5\$2A723?9|IVEU&_7-P-/85J;-_DK55%E3C;<"Y5.Z
MNYT4^'MGHVNT=AY=H_Q.TDUFT2_EGOPR)&=NVU6B<'-
S3GI'6H0VN=9\$|EP8WM/.40\$@*1\|D%*(SJ5(+,;=!MS17PU
M_1+KNMAT51M+M+%NS>2Z6V*69_O9XGM9'LQNI?:@9367Z%-)SA@7|<2Q2N(F
M/(O"!HY^MZ=RD TL6.1UR54#9\$'?|XG_;;'9K9K?37*|B|2=41%;RLDMCL\UZ
MRS9M9TWTCDI>WIB|. \$|7;#B5=:FD9:FPI>Z8W5J|DI9*6I886|VLUQMFH|F
MM7V%%
|5"L%)RA'>PD%\$S4,O,>L,VN\U5K5.%VK2T.C<:=,;|+4UOQS;;|54#HVIZES8/W7;#K'NA
<'MZ|3S1?&)B/'">#U:W3=4"O"3'MYD9W9/H|
AN6K7Z9N%#MZ|*ZD:'T=F|F5U|M3|R6 =7/V>@E%IY*&+T((A40%"KXQ!F
M^B_1)|RI&8B|&X%D;A|&)/#PDKU) I|KBJ_1NBC?AHMREVMH AP"79PIU M^=1?(-
|AJ>DP5|O|5J4X0SD* IF#AG--?"(0MH*: M;X.!UT,;#Y@5_EN.\$RO_9AJ")Q51ET8*D0-
QEQ&@47ZG+Q G@Q'(%%3UK#|T M\U7IZ:LRR5;%. '81M'<DT'8>S)R% !?
P8R+3#_.*7BC-22#;|+JM\$^"X2:F MG&\$2\$@+R9KED@-0>(B\$PD,\$LQ.'I+BT A*
_09BZ1^PVPLJ*I.^1: ^CN'B)# M2"MG?\$/4B7R|>*Z|8,L.R-
SN#G=BCA>96L1PQO\4871+@,;|PMJ50,L9'#F,6
MR=D>LLJ%/<(=ZAM|1C#!QA0R/%FF8G&_J;#)\$"3-|?VG#_.\$@%P8.-&-PP#<MM2?
#|WX@JC%AEDV|,*U-2W=|@UJTG,L'0529S_<*F,.)WT/6D0/
|'Y|T1F7Q6|66Y8>SH/0VY/5>+,"KY1!.V# MU48N 6G|/\$?:)4PT00=X%H?
_HWX4@, @07BY\$U.BA@/9Y7X)?!*73R8!0O&, M3G*
@R728435H*IEAAY^3S#%"I@>C5WVG2^>\$),&)S1

_B5CB M6*\$'4F=H/+(WLU>B|#D%8@HSSSES"(NP@!*6|I'2/54HS\3CLL8.N"NF;-D=
MIG4@.\R91216QF?&1-O?A=NU?K(S/' +O\$7Q1!,S4(!5ORC4F%#P%2C=|TB+8
M:A"8G.,W#\$ I8L|6|)E+?18\$:1.GZ#A?YFDNPS 'B,'!>\$KLM_|+IPXUM|
M!;F|;3EK=>9 |JYBT;J917M=H-X91G17+&;=,OX,P(WRXH3R,;>NSV< %\SB MKJ74T.?
XDST_Z,:B""L9LURVIW-0\$6VK)I3_M_J<#;FH^!.F2N((+\$)WV"R>,|B,JY2<
=":6Z3ZCC--ZA|<,-H9=-,O<%XC M\$> M-HS<|>'!YUU'|UQ.I93Q|M@/D|422-
SW_ ^*Q/@HM'G|,SM'FS|BPHBMXD@ M-^_.J0XNQ;&|/#-KIP8SV|DV-
MO>F1MM_OY(1V#1JXZMLJY/(PU)<(K)8DJ:
M|F|7@F_/NS>Z+*C0|EUMK)L=NT)JE":EKIZWK;:KRZ!;TR MW-
4^;4%TPW)Z#UJ.4^DPG9YZLU|YDUM2YJ;EK(J|6\$UN%07MXQ;TRE'0>D7& M.
|ISE?;!SJ<:VUJM^FZ+A?>"BF/|P-J(^>|3)+OK!\$ _S.3Z7IF&Q6V"X\AH=0IK@|; %W=(I
MTL5G&|S)9FD|>'8QOY6NU856J-(=AC!/? FARN\$C| ^|XU|:(L; >>_%(U<7G
MU5DYQL\$T?,)M\$O9^&#42Q@4LCH=S_P|L_O"#6
MJL'/PV@22H@&0L/(@2."H7&K%; ^9QL/(ZXVX)'HBK|@1W(A!((T""IN|L%W
M1!!SJZKS, #|3Z)YE7,*70*ISW %>-8_7,H;)|M8|:K+|PO<8*Z!86;;//76| MWJRK=^!/E,
|CO\U8%G!I6O3B.VK1F%@L-F'D *ZAQN|'@REVJ 4N\$C/%O'7&'IH=|6U
M;ER|_<8LF*NJWW!1?%PP+L\Q2^7Y8^A&?49K47+KILDHC AMR.45QH(IJ8,D
M4L8Q-H5MU&N_8=M8.Z0>P&FE/|F_*, 0EF=-F,8@25JCZ00%0.XU2JHF-)B
MK(_ #0*XQ5='C4R|XS%|L#\$+?#Q^(\+4?3G0H%-8&>3\$3>W"GCZQO#*)P;"2P
M|B3Z^/^Y")6-\$N4^!+V#MJ(?(@&S LNE2GI1^R*!R\$|8%?G\$!&|, @V+ #B_#C
MO9N@Z =B&"8>(|QH+1#@ -BE\$#X?&6.! =T3A/;?7@|T+L: XZG0@H(M@5S3H M*
_HB-F,DLG3UH|OEZJQOVD\H5HN\$^:N|PT|Z

&6>XEH#.8JR\#;)A8(M2GW2VKA4>L(I/6U8U6F\$9%(P76) B#\$S&>
M^.\$3^")CJHO,GBW1KH=1: B?<\$?P;?BU0%0@U_<-KJ7&\NG,LF15M:>.0>1
M!E\$&@K=H97NY4Z!><>H&B=KF2YT=@9@#QAE C.)%%N4&O";NU01?H\$G;S_X\$!
MWG\Z^?: Z "Z%\1HS9%JL_C=H_>6\7TD8J&FGWPE1%E"XT5V)61'%4MAIPTQ
M5I_+#+.YLV:1+VFAB&U/2P"9/DP/Z)KW21'8JF_I5Z)64'IAN_%):!(K9A.4:
M0W\$W\$8_P<,(I%!L#.7_Z,MY*-(+&L?O^N/Y>;7M:36&.SN7HZ%P+K*LLGG1:
M/Z%VNI7V/&C9_S!+Q?Q(#EW_D_D0?_U8\$JC;G(UO MMX1RMU3G*E30,*OV!
(4P2G9S#Y6N81E?X2_@>PT\$A(@YA&4E=*L)'80'DPGX MA)AI^-
F"UJE#P6M:QC<*I"X#I"W&;H'YKQ*YQ;W4:_I>*>[-;">X!P%N\ M2L?P?HJ@J*!C-V!
73AI'AD!:"<21Z_0\ (U&K7\HKV611\JC\9!TO_LN\,C M@P4*=.7=>LDJN\^N#W?+JJD5/
M9L<^4%*=<*34N_O7'Y+?^W20-:;<(EOA ?P39+AGXN5!!JU5A+
M5P%+LAM6L^%L!\$NHXUCU9GL36\$)+7O&#J7ZE*R32%\$B_E)?AO^S6R#Z)N!=Y
MDV. JI35,W&&SM?M(F_UWMW1W%ZP00\UZ!XU1 MA,'0*\$DFI8?
3TX>'!POZ:0W#^I.SJ#<"1S4^%?VA&YWW<0\A=::';MI"OVU
M:W:WUFS5.01C^U0\,O_VK%\$R/OJH+3H'!=S,O)1V:704\ RH>I./IN/HK MO(E J%Z
)!\$1WG81>/'"=A(8R*LZQ\W\JHDI V?*516PP\J K*V%K@R;\$7Q_3Q MP#A+AW@?
R*82M5K'^ONL.^VM+: '5>Z2X\6T9X4H\=TH\;1M_ENHLWK..I/I
M^(171UZFCY8\2QW/D8@C2*9QACL\$,SO//_3#5*\$PF?(ML^= 5M++6SSAF. M
@M_A1&57^&EA4900(GH0;MT%P\$/VODVY=3FL+;L-69)WHU^8GZ+LHY7"#4)
M/#..KT++J)W4VTV\I7Z!\&;(U_6N:=C=;M-:Q?Q;&S&T(1#Y6\53\I-%.D8PG M>#WEI-
9Z=&KB\$78!;?/3R<0GF7=J C63L1B3R-JUQ-HR\$Y
IA)@VAENEY3^!U;"G_N&A(I3H"E\";% Q9QI88JQ(!NKJ<\$U?BC;B2ZW"+6"OW
MUWAD\Z=I_@&AHW7_0SD#<C?*LFPU_:WOM#^/F>DK>SOL_E\YGD=P)@.WGC5
M*^=QKXU7?2MG)G)=X,D\$ "2@D^09SJ M+B\$(8-;2I:R\<2=Z;HI\$RDEL_.OCS1@
MV7S;N#W_X^DYE);P_N8QB\$XRW\VY:TM\;GK M(YTT\01?O:
'UOL>_D)_NOC\UA;ZDQAX@??&UOG+V<>WMLY?W#0AOZ\$EOKZY M>&M+?!V)&
(^AWY0RSX:WW\U/B?4I6N\$JHK47/!/ZO_1A?A"\$WZ#&LI9GA
MJ2_GUHN5W/J93OT2=W1:>[D:~X/I\$2:1(*T"F&R*F+ #6\$><0X6(R<#B\$5"/X
M+@00B2*,MI?3NJ4F9N-)FNW.VM^,LR1Q>R-FL%57R-LTR4R#I,7=\$\110R%
M*L<5XY+0A/\$(=8-W+/Y%A@Y+63ZF,?P^CN5U1WSO"QX"BOT_H.!MY;/PX"N MPI-
JF^Q6&EV_A#\Q7A_V;1I+BV\XJ#MHD L?)^0W:G-\H7KJ6:%T,^!;)06W% MWJ,"3^_
+H<\EWUA4:'DTB,<[NQ48^>#>VX\,C\#LL395Y90>T'3E(TB
M1!Y"C\$,0A"%ORKTP!>,"G\ZOO>,*I):\$+<_S>%]<9\GJ\J1:WC5K5E+K
M&>;H4N6_N/JH/N?-Q>W>U\ C MN3\IO)Z"BB0_L"Z;R<>'U#UL:&H\$&UL?
X4G)J^L7=ESX#*)3PL_9OPU=OCLO MWM&KR._?K^I>OU?UU>W1J?
+Z_.KLXOS[X8Y]JNKK_=G'V_':U'J7T MKUSU:G::S:FVW8S6UV33)J)@?7SZL/EI M
J\ZHM/X%'QW,8&(R+BUJ\$5/@XTYC\$&6\#,2)^7^\$[L#%78KIW@SJ><I'T_8&-
=99XSB<_DG&JW=DY M+/\$J>*F"ERIXF0I>OKI),H+F/EE8=NS^Y04'-
LAJDSVLX*42V\$;;W48N(KSJ MH')7\+^1=2:+94P9R#PKGF#RKN_(IY5&4W'-
VUGL_1S4\9RBF"H\$V.D0X(W? MF-B9RQ'VG,L1IW=A_PG^;Y2,_=/U!+ P04_"
!32PA916_"8003 !% MW@_ \$'1M<"TR,#(T,#8S,"YX("4Y6[V4!T=W1:.)3&3F MEP
2B8._N5EZ5I/5\$C&08M.I_UQQZ*>S1WFS2\Z/QZ&W2^=OWS\Y9=?_ZO; M_?
NW^QOKDMO^DGK*&@A%*'6L9Z86EEI0ZR<7C^R)6&.7J!D7RV\WJR8;+5:
ML/E"62?")Z=1L>BM.#\I=NQ\I)1V\2_3L^Z\YE VOWRF7\J\+X\SX?@S\9W. M3O\W?
CX\GAT??SDY\O9F4\HH9\H7?)E>M(E'WTKK'?27M_E ML4
U3YZ_R(O.0JG5^='1_/S^>_GYL\I%%.V%9EWF/&Z5? MIL*_
RG\XPM=3(FE47"U7<6G%EZM'YDDE?*EL_MIFERR-4^/C3A^H/)C)?R1 MG'AVS-
J1HJO6*RIH^43P_@C?8T7'W>->JZ27(353GG2//W0_"512K"IK^@0 MX+ND,^*
JZJ+C>_RBAGI&Y%1++8729!TK0/B&VT1IQ\62\$HIJ\3/ECZBK)/JXJ_W+I+I
M'%6OU9?=.2&K6C6G:8+:PR=U)\$BY: ^_L\SH! ?TO7X)<=I+EN_AGMW<"-->H
MML@OJH<-O\H1W3YD2-I>/1DBNE?*D-O4BGS!1*E_RI>*\$;?;VF*\$E+7\$T(PD
MM=_/ ^=.10UF5YK!=/'^HTP VF%#;J5-G5!S_R*F3>!Y7FAZ?A,J6*^;->/M'J'KG\$?
^&25R&JG^WSD1MN"NH44?K01?4:\$8E>D11C-8"#JHZ,X
MTXVZRW^N!"T/@D0E,OPWVP"^A@JHA%Y;JWN3Z!.Q0#>XZ\$B_P:6!A1JLOD-G
M==4'\$N:Q_P3E73*MJSR04/?/KK=-W+IZ XGMN\NX)(P'N+.1>= 8?@>\$SF
M(I'T^_W%_71K4Z*H3FHAQQ#KQQ*'^I^>U4U"ZJZE*2TD_?5HFV"+E2^I_*^
MZK^WVW=(^!8I(=PR4F6ZS1:52Q8^C(Q99N+1W61T_Z_#Z;C"ZO=H#CB\$C(VX?
JN,6L#R M!&WD=GQ_! ?WJ;G+JMNZ\I(9;'U0C?:9UFE^)_#;V>W_R?7@S^CG9!X0Q+R-

P M'VL !UPMS?8 UW#PO7 WVJ7D^F[RO0_>+/JYO+J?7/WUQ_7#/_8!8 EW(Z2? M:D :U
_MT\$K7I-164-53*&LC&)\$:\$ MON ,D\$G;Y=
(7%'Y\$I&TR,)% ,MDXI40=6^=0&+U^EC\$[4R%JFWB(TFKNW;6I-P (.5L"B
M14;ONRY_QH6H&1<#01VF;KBL9_Y'"%D8@3K: !B%E9P,L*F%D!MQ9A9\$ _TV@/C4O3!
M&C"4LC%"CZHS:?!TOK0)-#:(3C|S8<(1,KQ:5%|A|R#|(91MS? M?"*(IVBMR"J/VHA
9M8<<|S2-BV"8\$+GF.&!GN">NK@O|K#/9AUH*E;(R@
M9:;4(30=084,K13%"N\$S)\$S|C;:@^086Y%Q@'S5*KD>32FQ#YG)ES(Q|+,|+2
MG%J\$Q"45|_ED>*(XF_Y.G3D,FGT;'M1-?I@X&=')3-%3"6;"7E:="=,6 963
MUAMSEJGU0"KC4@[0Z6D6H-PDH?4NXMBF*4J2O7L@4W?'K&%(:@0BDT-)6%CO M
B9MLOUF+K"V_7/)C1ADLE/ M4K81F_(DXVZ-RL3.B%A2R,&&7R-CGIS#:"4I8-TI;8
M4V8MX&6"Z4O.!HK2I%H(69L0RTV3U6Y)95R,*&5R!@4IMS8V*\$/&K#90U?@9
M(7W9_1I1&13*XAXF"J"WFTRO#9'.8.&!0S,<*1 M22X4Y\$%;B\$V2B,2;1!S?I7S6?
P(K8/< 0_&\$0" ^1%J/VXX5&#-'Y"52*57X
M\$=:;%&, >U=:&ZKJYO(-IZ0%V#|IVZCN*W1.& ;LXA-W\$WXIW);Q3BC55U%>|&-ME1W
CM2_(T+HL_ UF&:8&*'+Y#PVH(OYM1R<_Y10G>5E,'+JGYX@A*7_9LZ
M039|_UUR|3J-T&?2)Q5|:10A75;?TI5(\$2|'\$#PFU;LN,[WKV_G++C4:025G_M
XZACU_F|/\$'7IDUNNLON5;HLP"BZ<^*ZG8\$M,R<4;AS>_ZB*80.FLY,|!
MO0@QELE"H?2,.A8KG1XY>%AYK/=[N=?KZS?Z5B9+ME,T>G"LJGM\$G_WG|=W
MF'HC8Z0R;UE=I5LND-VT|D|VQB#,9JTJ=O!7\$I>R/2YOU#FTAC;194=X|
M"_D=|XAM"Y^X^OEK(2Y@9X0TDQ?,@33A';YM(WI%N|N2MA48A7GIDFBO"*=-
MYQ|HKMGH\$YF|8ME&M,T6'|1A,6^+|J5)G*K+Y\$B-&|8F0*&&|3!F|LJHVX
M6&RRH%0%!:|>5AJ1/?K0+K4: 2>3IRSWG Y0,^CU(T0W%L+0<\$44LR<%Q4A_
MN(O|!@1Q+^F*>@YHN..(LFL-1H?(9#_+'2*ISXHK/(P)?T_VN:6.VS&@ON4
M=0HJ/DYWR6;PPG?5^BW&GKIU&YTEDR^M/OKH469#F" 3EIP L3.0YN%(*SE>L
MBE1F:00^D_HL!|I|=BR9%9N_K_3,><==ZK|#OWS.|4@"#EWP|SJ0TR|VD'^SZ
M">4Y=!*O"33TWW_%3X6H|;7GH/FXD-/U@"^75*#I(. *|0^ I@NT|KWV3ZHUN
MEY,\$\$-MOZGM,?=Y&=|CD-'..
M_&S&'GEG@@XXTU=\$%D961A0KW!G5^D"B|.!5TI#NJ>T2*9,QLSZ(6|ZRP U'1+7<)Q-
*V_LKEJF5#I5W/C3!;K8-M3!#OJ(+!F,%|S_X+XT:
!:%0/=5H=)VJQU|X7JD^;Q.LO4SV+^<|:2|S9-!Y UTU=TKQ68&6',9-
OR86QWSSK,WJI9_M'ZT2)D:4,DFP8=,*K!U@A?)OMENFR@[0VNS/S)R%56;K^0
MUZO3Z ^9!)G9'+CJ/&JBA9Z3.XU\$PEL<7_9EY(JW*P9/TEM>@H')B=MR|_MQRWR
J3?4Y|AW|_ =Y;;Z'V9!%W1I1J;7I<,.8&DVOV2A^F|8Y&T%E%IYN":
ML#JV8<(K|N+N!WW!-OZXV|5&YTN\$R*KYK#A6Y6|S\$QIB0|^M EIWW\$T M?
^*^E"LS|OH#9FL7;\$W)!4=OK?R=CN<'&-VWUT,CSW.%EJJ+G62&L6>^|!
M7BV)T8&RGRNHU)U\$@H4+!L4'W#;&NI2_K?0|PZU0KYABU>5L|(M,HK'"S5-M
MGV@90!CX2RWB\$|7#:_|_Y/P_1&|.0B|@Y(|4N"9'JUVURD9-,TK*2BR22A%%&
M(HL%PJ3|CD">@RMEX=R"C,^N/45!874/_>|DXH|=Z#*-1K=9H=02VP.2Z%;
MP,@2R6"A\$!9*<7"6+'17LOFU%<0)\$810:\$#D8NCR9VW+OFWC(Y\$'+^B" ^5
M.15:C*G0(-G|W|P>B/YC(ZXR^6*72N05L|\$16E9#^X;|f%|I(K=
<75))9M|&&T2&9*DHDOM)\&B:&ST_-/?0EF=-A;
MYKNFPZ: +@Z16(JI%9\$R<#M)#QPV7EQ/_0|WTU^/7N0Y6:T8S)/Q2?#;+W@@
MNWX\$3Z@;6_ =6"U7_QPLJ V.-)^0|JR-V_><6^|1|2T1CU1U+#+(%PQ);771F MQ,6/-
_ID22|Z|BJ/N?H"&ZA" ^\$#T,A4N.U_I738H|44'79=X*GHU#+*%F1<3Z&MX@|Y1D:|1T
OB_M7H*O.13/*"77-*I2EW,LG7Y6+P|H=-
^(|@JIZ&|=PS|F>L70_TQR@)E|PLW%5J4#H,VOEPR*9G>WJZ1_MX2*,@F2O4-
5JQ|^>U8,S5_,BG%I*;Y(U5=WR3O@^O)CO+|W%T|AX\$WN9B
MHPS%SOXZIDTU5=G^|SNJ1K,'M(/#9(V3: !%8)EZ/.I8HH;*,>,@/EBCPN&=
M9|H":+F"XA_ADOH#'_O"7A"9FLP5^D-|1@WM|@&BJQ>;XJ>>7L+MM4!EWJ@
M_@8J8/O'P2R4K, <-;DTM3V,|; M1C_.*>W)H,M7-!@!D-
_%KI;B|J##^96BRXBZ^+^YL_0)*&.FC:\$B-?N60M MAURDU;EZP2_ H'TE:QIY--4Y|9
RHV(4W!;XP'7/BT//E<19|^C9*S%|1>J& M.L\$=WE|)#2"<0J\$/^|L|:O,3'-A=:^DG4#-
S&!&L)&K=@=;C5D,)|@MS:,AF MY4,!K|TG&JQ" E*B75|&_ /PMY\$_)A/B)S#^K&0&E5-
V|_S"6_IDCJC0H;1
M3!=O:/(D6?)ZX,FVC#%ASK4W("NF<"T_TJ@X3*K'I.E=:T'T/PPND!X0UZ7.
M|AR@|E3"P*RIHDENW.BGKP_90W@|XR|CX=|56XK|4M\$5!FNU03),?
|>P2U507QS:9A@|@|EN,(O=NB85N|VRM,1> MZVCHU"CZN%^TD|NL!>67;4(3"K.
(T>VC%7KD;.\$FZ"UHO#65"?ZX (-&.R M#I;08?9M5*TZ_=MI6|??BXZR W 6I4-

^DHY&L :I=5AV4<@HVP0^#'#R.%7:0
MDOZAIUDXL\#8VH: =/JK_XRK.88%W>IL&MI'IK/UH^@^FJ&@3XSITEV'1Y__MC8?
[P!6#W9_4*5K9J+0HL(JJ&FK->[H"/;WYPT)0B0ED"\$52ET?TLY='%'O8
M;LS>LHD!%TRM5QRS)E0\,9L.%D3,2I3,+ =O4T"RZJP_3Y0,N *H07S#9N"=
M\$J0"*0J5K4S?5, \4'OA<9?/UZ'+%: ?5LR4,VFIQV1Z,%Q7&-IE7M*%:Z78%
M\$03;W'FC'Y!9X8I-00FQ>6;\$9J(15P7GWT#<:"W,,WJB\HW M09M\I.O-
AG)JE;%ZN3@E!\$ _09<\$!+G3KC#3X4S\$ P\JM,WQA@SG-59-\$5G<"MX
MA,E9YH3+@V8M2XB:H-<#UXLLX9@;&M\@GN4TC=*-)\#;*BGD,D>1(-:Y41-
MT.O65S_1'D+GH%="HJ6Q(!8NUZX2:1-TG/A3Q3=6_L+N(J6%8D;H>=&N#_R
MPCVCT8Y1@Y[5B)N@)X:+H;BR"H3%Y9N@310<1GNYJVA43M,\$K<(^_(ZK8%(6
M#,ZX_6P_?2(((*^*=8IM*Q&GQ9&\K+E./9LD2=LG<_BTK;>KD,1XW*ZT\$%Y5N_M@M-
LI_"OD"J EZY7FBC@GB#;Q)7&=(^>W"JIG;F1I"(X8#LO;G9,"%PH^Z
MP+|3>^&O74Q1XE9F*N_HIS^X>#1%D+MQ:X)I_%SS)2!VP_1A-P7,*2Z:43H2
M+@V^_'K+|/<%D4OLRJTEACI'I304(GUI;L!4@>_@2Y?T*'C8^@ZZYDBIW9_M-
<\$6WZAXE("4FF,;7X\7S"4.=5<+1BZA[#;1-';O1Y!W3#U/KMTGXC%B6)7=M
^DHG8H5\$6IM2FA4(&W_#JA>Z\$."EEADU=^V08H@?>) MC<&PS&:KX"SR7-
**R%FN@8HEIPE+K09TA-NI!,9'J\EZSOZISPU5V2K|_|M/U!+P04_"!32PA9Z;2I::0U
#M.P(%'1M<"TR,#(T,#8S,%JCM86PN>&UL[7U9:J?X6FYW727?
OBN/:\$6HNM""53(ZG==YX0M62)F_8! MW0-0:MU?/UD_IQ5+'>!0MCM,D2"
(D|M7N555YG_|[S\.)L^~8#/K|_|H+_|H<_M?_C;GYXJ6XFCFTWP/99G|=I?
W|^Y>.1B=O+Y|TI<=SI?I-F?T^SDQ_J>'U|<M_?+AZ.V;E|_|OGKYX2-I_?
G5+Q|_|+VFUU^~^?CFZ!B9/G)BV^?|_|S,,EQ2E,TNED*:"WJ//9)U?:FA./M?
RQPF\$EK_/G3V;IVILF55NS|OPO)R'B9/GJZ'0.GT+X/HI#G\$|&2_&.!IQ_M=(Y;J<&@5J
|+Q"1?HS>:"U#D=';Z|*J/V)J:5Z2YC'I8|//OO'*LOSOMTC%9C/Q|FC|@_M.NV6S'V83?
*OM!*ZYY|ZQ&KEYQJG|_'SV9M'Z*OXN(44(P/%;03OE_9MK--%_ME>*D;PR'G8E>IT?
BB>%HOYIL!L_CBA*ZGV9=-_M*T<5|9*W.FJ4,!341D4V!_M8+@\$X,IFKX*
|1K#Z08)ZX!#/C%P|"+EMJJ^RI'S3_2T#(Q@FJ@0%.2%0I&*
M|44E(PTFV8>N|_6*=RM;_45E;ROG9MJ^0D"U0HM9^OV8#!_E%:_^ZW2\^#;B
M(BM7_F&0%P=**@4^!_Y;.)>2M-
:AZB|V.A)M@WU;DS7!^FY|WTS0YK;GRNUFW%/EBT8WCZ2+\$_M"7Z<_3*C3'JZ(
G2)WYZ,UU@A_/ %2%M*7&TD;YOJ@I?9T5H/#L@0DPRP1!9C_M8|BTH7R@L51|H!U_T-
0Q8N0,="W"AF2,MT#"S8707AG-JS_MS71^P<5(TE(OM,3!%>
(9V,A6!Y!2LEH2D*W|C>#Q\$SY_9P-4-!-J,S#|
M%*:_'WV=8GX|+OAF.C_M:K5UE+SRNE@#A\$|\$_:0#IWT&
(4WA7&E7TBI90/U;B729@JE|'E,/XTIL%JO0D;EU1|GT=<%9:PDGBC(!ZVB!)4(;\$F
M"3PYR75))J?6I\$%)94"J=Y60TY8|LESU4@_M,D+4!-C\$
CBC(@C."H4JJ%_A|0'R(\$WK@,|_*7"T4T&|78|QE'P1X?.2K_O(
M/D^L|5|30CS0O|_GTQF7ZOW>CWK7G28QXNWL_E|Q(1W"5D!\$7453,P09?3_MO-
4,+"K_QD/.U4@%%:1H01H6%L3:4UAG.772L_PG_="Q_MLZB;?*
TEQL4E'<^_A/&DVD"R;A_"_:9PE(HWV3_&AN(Q4-P@>"Q&-MTLTW7+:C=*UZ&7LZR-
F#OGK"UC|PDC_.?@Z+^O.W^RC|'\$.:>46J_5QS;A_M#[M;<@"/;|MN)&:FBVWG|?36;
<4P!E3!BE;=RY#EJ'6_6,!EZP!'A26\$I#3_M?XW!MQSA_\$Q(HDIX0VC%RVXJU/US4B?
4@>X!HWJ'T#!OR"\$>T1|PV3X
M_&Z&0Z9E2O23_3/42Q,CMMXXN0O.R_H|+\$X^CUX<8_J=A/DA_M?
*G'OHA|A^S*7|H.72_(T4'(?!EK;(486NHD2!D9)!21/1HZ7|W%M:MVUN/
M/F1(IGPK;9XCN:TXFR'TX_@\$+_B*%#K.Z+EV5!|S-)08_) +Z6#\$_H%<.7TG
M8F0V!F9;G^I6'AS|>NS7W+T_Q-2F^;LC-1X8IZYT.D)|V|?P)HV""(;-BB|<^919ZX04J
M&4/R?NTQV*"LZ/I"SLZF_M<79R,ILN/W>E.*Y8T36#BL(H4,90!B5=!E.L%V\$|Q?PJ=-
E2IO2Z4F5.N:76;9IO!A9
MU#*EDJ&>;R((1X18\$5V82I(C1F9:6XS'J1I2;M\$8*HU5TLZJ7-*Q/|+V/W<
MX3%.Y^,O^&::EB?EYO4T^%'Y&/X8L20->D>F3\D,*N@"CI(LX#Y2_F:<1-4Z
MRMJ0Q""=T&AM;WI45KO:58=A?MIJ6_*^,H4KKQF\$0|>8V|^>7'T\ZOK_M5.S4<.SL
WON-G87V8U:C=%BOES9(_2%5"84*8T3,\$0(I9:6!HUIK;>D772M_MU|_U_AKR8K(S#-
MU36/Y|47ZWRU4?XB='G.1UX0?^2G(9=EAP5/X5N@H,U%I\$324|!F|2/.V&G
M#,K^|:3AJSNY#26|,WXX/??<\$"BS;AYJP!0FX_&_'=*#.L:/)I^|_)T'E*5
M&:WMH'DQAE\$Z*_NM|<*LD\$-/%) (G|B7EK\$U<+|+ #4,JW;1#R=ZTTG#GXZSM
MPA5D+Z^LX7SD>2F*\$^_9,") (D7D.*2M(*6>1M8VF^37"!@94@6G#6):ZZ_
MQI@L"1QIQHZ\$4|WVDF7D67E)!%E7CZ|PRO=BU@5XCi8,'E<%FR<,ZQ_VI'T-

M6Z"TUTL37_0;V;7%]
<|A&CXMf\0N@:N%3XDL%F4)5I(UWXYRS[=99]SREV>ET0=&.22+R9#F4VBU?:.1
M)TL##)EU,82D;K;<73..O/VL(76/Z#:W%'*>.!|RM'LEX0;G:>'I*MN7,
MR!'EJQ/CJ_=|#'_@_-4?BRZ0*L,3T'U|0Q%*]5*HHGHAEK>^|Q7 M|C84+#|JAC?
27|1VJL_/N-T3O;(AB1KCUR'E4UA\$"YPY\$)ZR"VW(GO2'
MH#,JE74>@(8VD9YS4^~U6-XXR_CC--!%EJ>1Y4C7T(Q4670*#PH3B|(9>8H
M3>7<">*/?0).T1JH:4#0X58XUUUVQQS9|"_IS:HX!2EM 1Y1BO \$,>NR C& MHRG1>R-
2^P#A,EHV3"+_-8U8\$T6V;,7|95R#Z=>SKK9@JO*J@EC2ED=29>0Z
MJ=JW2Y!YE5COI5%N'')WTC'C<^MJUL,4#>JDP%AUE"IS>W72A9GM"PO0MY%
M|8@[5BB7H0M>5H,I2JMP^# L/?19Z)|7LRT(7KAQ%O J")J&(C;78 M%H^9S-
Y0TU!/ _1K=BN3(I'08.7!)AE\I6W=(3 #E MDQ4^Q,Q*7T'CPT:FEV2,&/7DU1P4S0LH:3-
%5EA _L.&(PC!CZS72)AD|J'"= M%"=:9%;**_, 3^K';:/V ;02%!PY6:FAO(XGE;S+"IUJ?
9MOETSJL\$:T%3IV MTL(^*SI")Y9X+*1\$35\$SCP%B21Z\$|K(PE4/4?46DZOJIG?
A^C7AE?|1ZL/FH MU*ZK)B3@I=117Y;|80J2M!RS(UI9!T#WO_,=% W1:#;"S
/F/Y^AL;HIJG/2,J,:>:NV_A724\|6>XX7P:3PL9BLUH+1.D\;TO&K7L'2
M7/0|Y\$D66/2^M2|@W
M:1A2HK"CWF^UJMY%W.W&S*=T^IE6UK=E8=P%BS\$9R\$7+NJ-4YQ *XBXP)9'3
M2E.M3S5???Z0 OC&RMY:S\$UGWRPGC)ZS\$^EQ CT'BPGK;#&B0M30C<(X|1-R
MV;SIUTT:AA1;-U;X3N)NUX;BI#93 _^|E T?EYBS"\$48FI/869*Q-IZ1&B,HK
M8)PISHV2HKG;>IBB(<7/C0'14!7MC'^-U> _@,XJ8K?\$%N*^>2,0\$03D)&4W2
MEBGGF\^!O8>4(<6^K5U" ^&W1<*|V7S1X6+<+>|@_(13+,.,+LLA.15M8=5I8
M>Q/6WAD^1\$KF5!#%%)U4ZSSI4:(&>D&B&3J.*60/QQ?1"94I"?A|CO/)8-7
M,A%=WIA"^5@LA|ETVYWJHF7E(Y2WIDN6N/Ry+U5DD,1/-6=,DV9H+\$OG#2
MZ!BM|:L@_A!=0|J7FF#EL?W&G973U|(XJXZI/TWF^;O3+AV'.6;*/2YKJ1|F MD_SKE-
JU %.'RQ4^_SAICY/WCP*)C,?,M:9 9Q"@JC R:(@9^F=R_3KYK.V
M6Q,PI(QN'W#1I02BWM"R93-\$ZGGN&WI&-(M.>+>+-
I&PF^Z77=&Q=5F_D(S^M^L^WG6X2AGEWEQ%DP=C:5X1:KB@DATWDBE
M>3(W9GL|N"OWR..&E |V57Y?(F|Y7/6|YY5BG)CR&93*|%1!WSDB!0(J;PMG
MT8;6C8'NZRBVC6GK|VR_0V<F)H-ZD?JO/GBZ.?W|U_|8|7OWQX||7S=N WO7I/?<\$?
92A1@U" MU^H\$K\$N)DG\$'7&A+KKE.F37HP/G(O |J2-
^Z"K!YK^9VOAZ|<|:;>V#TABR MAI?
=O*X<\$>K&|SJXK3.JWB'W7B6+^3%02A:99*7MQ0@28IH'64V(*U1)?"2
MF6QMI_KB94CNLC E6|ZQ&'AH0;8O=|XCK/:9)F_'99Q6VLS_CPS3LB<1B?WY
MT8LWKV?=AWKRK5QR>,&.S*:(SB1H;DC&5H!X76%@HE3IQV!4|^F;O3\$S*\$|^M;
(30%Q,#@?B|^B?TB|/3?'=N0|R;A.F<^"8^SQ?|!@ZXE:5)1TVCIK(
M3SH:' <5/^V9|2%5 @^ZPH8*MW;C M.6 _S?4%02"5YP0,X7LOB)7'P1
EHE6Q)J5@I66A/T!.CYS23ZO)WN^JMDFAMZS22#Q12<"|J<)'ZM)!0V"R 72| |7-
K'6.S:-61A24M4*AW>,O3N8UO>Q M2-+#+;Z*.@PPD=\$F4/#"3:1#|I28V=< M\$3'\$?
=,"MBOK_O/",?K(GA1.DXRSE|AMIYVABIK! MIG96.?HZQ?QV7/I|B8-K9^
VEHY4IUGOD|<) 0DUN5%FPNK":(5L?O3O(7H& MU=A|3YAIH|VAB:ENNU#4K\&YY?
C^6K \$EG#=QV>C\$|YF^F7W"UAS0?>:M0
M>;RU0HFUCV>|NBA)"!H#BT\$8U1Q+VU&ZX<7/(P)E>|!IDYLDUS8HSVE^CZ0?
MS!|GY|>BSD9|U?L3M#B<2;5S6!#U:&X@IQSH1^NBX05=SN8&ZNZ\4K+I<|?!
MD/T^G%OO:FEFN'X.W>^X+)=GJ2Z.3KVU1|GI;%ED/?
Q.\$P_XLGG65J:Y=WOR%87P"-5)89(5CS&|GMJ%|'G.XLW'TGTST|XY
M^QHf.#|JRPZOM>&(*) (R3,PD6N!(Y\$-MMX"UIH*,F)CBV>N<7.*M
M.W\$|3M5:A4KV?;C.GG35#D/AV|+4\$1%'W?C3>'I>Y3CWY/[*\$W::H.N=B!)
MF=!0'>24A,>5?%,6 _:^9N0>=.../?F8WJ7:\$|^FC0I(A62R^U7.%BXN^
M9Z/L8R*N)1A=|P"4(NJU:\$ _9;P|*;ZT*;UW-6H^RM>"UMZ,|W&!3936)%LD
M|BFFP_G|8_CC|'SjTM36|L(_U>X9=4L:I_-5U3861H@NF;)77O&>+<1L\$(PT
MA<(|3\$8|ML6|4/7@LO>3O?O(5/L3R7-3-"X|A;5H8EZ@#L6BY=J!"4HL MB18L,L?
LHC+-9WO<3SLK>?A?K#37%|J(D6STZK M\$,YKK*M"_WM./Y2:1V%*(/+AH-
CH9|)4_2=#!2:N9A*X=FB4|T#ZU\$RU|+9 MJU9\$|UN=/>)N6?
&ZD,>+|'F|").Z+K@52B05H5A5>T6) EYS#4PRI)J6C#.M
MJTOK4|<6RNQWC|(FRFLWP>|N:.S6P'4QE*BL92P RS)20J I(3". 3ESQ8/W
M)MO66X+K4|>^\$'?3)/5+!-K,|M&2!#1D:PLD^"S2Z YCX\$EJ3AK'2RL3|T3 M.\$&X*
|8>K|LU45TO-=ZS(5S\$|KL/Y_5>9Y/XLPF!=DR"7UT'IM=|*?
P&'%/@&Y'X7W44N^RL6RVDA4 MOZTNC\$@S4AM=|S*7&GY'R|'7&26..U7IM,

(B77_%X_L)&U3SA7V!K;G&FH/IMX^QY^J_3<8?
7*HU\$W&6QT4LKL%Z,I0M\$7T8(<3\$0-<9A4)2,1;H"03IV&
M9Q^_*U@UUEV/&ZIVUW",#ERI3U"E(9|-5\$%7AA-828S(551-!J'OR&)3^&8Y)Y<
M8Q,M|N!M3|5 MV)|=N!;5D3S?5B MQ:|=LGDWFXQ395ZY*)(O!JRH)UA
MVEU3_5FFNVF30DEA(P=>N*DS>,Ej+OO!%X|V&2<|Z|TDL3V4#GTFLG>CM+O2
M^MY#.YM3?ET\$R3K'B'LKC !%/X KU14GD:.WGCNSIUX:=U#7TT;UQ2RV9*(0 MJ!
(46X<=<|KGHRL6""F%&9\$LA<#|V9T>XHR|GE"TYH;T5DKJ|8C#U1%(A9|
MG9<<@15!JHG 0&#@6BSYL;(NG'>.W"N400\$-K7ZQ|W6*NH1-CM/W5L>O\$C1
M(2\$=Z%_B1?D"09_3R3+PQ#\$&X|H/I.R#DR?0|:-F.X=\$KUD.F_F|;Z1R5_M94H?
3.\$^E C>J=KASR8(.4K*!%EB200C3)^7PJY3|P1Z@|2&62/5-(/*^XNS
M!6=44!;_%L+;GRXE;4.8M2XT24N*9(F&9"FOM,F_2|!3Z?|3&Q4YZ;)|AU180
ME5VR?"|F)R>SZ:IL@|QEXY>I4@|J;4TM
M2#L=|:'M>>G^CLI5NK@V"DOR4*2R|9|J(\$=H)=%<|8A"(FM#|0_3M53V"J M"S^=
=-7D!M_=-7G%Y&VB^# + H.B.:QU^POE|W7A):3J2X:.VPY./H<_W%1>?9
MW|:;X^/5B#%*.Y0V4EM.:8>O8W9S_"|2TEK)AKFDI-#KS"#>.^%/8-NJ%6"
M#XSFV#|Z74S"M|HTK|+YZ@_LTKBVJU3%A%@H1,RZIA%3LV+7H|2
M|11VL?:3ZFKVJ7:C+HCU^O|Z4NY+F-10X#W.%|TX+%B
M_(XVYGVH_Q#W_+Q3|1XU14V^'A>*3(.K#4MS45R6|"BC:'U<>MM|?@>>V?'D
MX;FK^@^QA9Y#-C:A J|\$G#|J=U=_W MW)DK6TCI&!/I!&>79S'+ZBSF_.IAS
7|;GZ=NK6&T6SYH\$83:EJPV6AL3:VI M7ODG?^/=@_>T=-^
MG797VK2NZ*K3HGOQW'K|P&160"F3(:I"8B|TK|A|!ZO|OX1M&P_W6388\$
M_ELMR?<.DV:QQ|-BO4^2(X\$QL:@_@W93';9<;E5(E|NM%(J7=.\$0DA6UEU:=?.-
K_SY1?-#*4S@W\$*M|MC?A1=E#103^47*
(B+MVP5W,SAIM?.LKW'|L*3W&VALQV\$N@72GX>\$!5CA&
M(X17SH!QLIZ@TQR|QP@B2R&C"5%;UJN|W)V'78WV=0KN7(AU#.:9IVE=A?|8
M|676"&ED@U J.@69ZSJ!0TAPGIP,IJR+8?5+ZR,IVU,|X*!YST"^.9#WA(F
M8<9|J+X.X^Z?87**(ZFL8QZ)&%XOW* 2\$)1 L)9|AHNQ|.8=!Q|E:K@!|T#A
MMYTZ>T?9PZMB-?/<A M3CK0,:C4PA P.3>UP)" + S(=7^,X.PB^M.|SU,V#I0
M7#8&P*|P?-K5_.CA?'UT/N/BO\$ZS|J3T7C+86OESKR=4K>U1M.JU%IYVA<M0B|
|F|)Q&B2KPUZ\$BN"95N!=9*B*IMR_|39^|+|K9:|F-6)<:>ST_G=Q'#Q M,
|WC>'|409U-/V%W4Z8J91LQ,U"6>U#9>HB^"\$I^E6;|&LMYZZO|O3(TI,4
M^|;|906U?2)G3Z7COUAZ6P=K'(<+UFZR)"CJ2EHRX)41Y4("5|C59528E.\$N MV-
;|3:|, #3ZBXE"+|&CL5%9(6|8EMW MV=B&SF%YS5%*3I9_&5H(J0;:QD.
(H8JN|J|74B=L?42K+0=/W2|NA-M^'>%& M8!BHYQN%X 0W/H'0RE1Q2K*B(5(N%Q-
7CBECANWJGKIO.R"@=P+#X3:<3FZ5_M*_K/Z+=Y9"0'9*KH?.WR\$+. 5)A56G-:
M'OO:9=F0|+Y*L+MF9;%DK9F.D):^J0K3D5^"Z+!\$QI*US;O5|L3*D"*60^|J
MW9KM/A'3^P|\$KGE8=%XM4|"<; &5/((W4M5F\$%&7B*A+ZT\$9%;\$RI/CF*<_.
M)6(.#O_+?<,2571&(O"<|JFPFH,ZD-SKEE6VK8^-|TST8\$A0Q\$BACBA!+-)!T+#(:D5-
H71#IA9'OP5|NA^_6IF)WG!S<4%QE MX=SQ7()B)>="E 1%U
.&B2\$)\$2,49V6*.6L,0PF|'V3D>_"1AX5|.YP<>J_MQIVH: ^>
PS2_FB_&)|7I7W"WMMAZY-RF.MC6XJJ42GAX5\$*E|A/HRGGR9X MC0"71-
|H<>DR(11B|?>F!, '3*5HUL6B4:"T7MO5Y@.VI;7T!X;XG/R|+|(ZF
M^/ &XFYU^GX|_H+_ %T-WQ9&AX+1X503M"*WJ7,077@4(UA7M*"IWH76.U(SX
M(04Y>T+N8W<,|@.\$WB|2/\$C^1YS>H)F|D:>""*)6B2\$HADP3'5_&9F#/"AQ":
MG|O>C>(AQ2A/;|J?PP,*UKZVR9W29?"BF2EP\$XYP AU-X6"J\$)!%,|8(DDU
MLM85V6;\$#^D |5,;S,@|!W'M9??>\$KNHA)|2;-)*@D0C.<4TZB44.TE7I*
M=ZW0S"IO*!-|15#;HT|<,0V4/G>87L;5->REY_"?#P?!5>KRJ;V1 F!%EJVM\$-F2,
(:Q6W(R%K??&M)_T&6_#4R1KJD40\$':ME:I@ZPB|X|8_8%4RXYKUK7
M1'>G^OO(#7;\$%""*!+?E9XSVH-#>VFH/ M/QSE_OWG8F: ^Y1"0LBUWEN@@4(3-
4SP1&5289XY8T1_L0:X>T\$ MV9(MMH|<'J9R|J:6@<#IJ14M(L_|Z\$BP,USPB%?
W|CO2MC6NC3'S\$*\$=K/3 MQ2.,D,/GPC%9P)I(|MH| #M&@@2QU,&0G?3YH
>|Q#H:4^GP/R.|-X=N#)EE MY,DG!HYQ!4KK +\$PDJ+
0159T)76MKU%8|B|GI7@2@CM*6:2KE|QB|3A|O3<8 NFH<|;_AX2|:D;#":
MPGX,5M>Y"K0&C*00.181>72"";C#7CNN-SW\$\$.)B,6#CZ9&J""\$V0NN"DE
MH52R|'U=+^SA*,NAKT=LA| %USX+WJ>N>4H &;?2%-DFYL&A)X^6K_1OK8'B M3/! "
<,|=O|G|X=O@/D3/6DGK\$BMWTW;Q.9,E'9CK/-;N67|@_HO?88VSD;,_ML>A8*9"4)
(C;Y<4|IH KARIJ6VQHW0M|D((8DF\$ZZ.I|N,G%0+2U\$6S| #DW?
MSL)T3A'4VSHJZDKD=?WU|4/.S3Z_42BY U.-0L2+*5CO,>'X2TUIM@*_D4(5

M)R4D0CDY4&W!2U.;^3.?4;O:).^QA6M\$^JX>YPXR'GH<+;[72\$&/1A^%JfV0 M@P-
5:A.UJO(%'"DIJ-/NG7ROQ6A0I+8A|#J34/=OI;A9=WD/KK-)P[DVI B MZISA|>
((\$IXNC;OR)WKZI(EU3OJ|#D_&IR#C;[#A M9E:NRPOGJ^_JS&B84|HR9
MYO%R)N1OZ1>G=69EF"PI|/;11"|D- HZ^A?1P&(3QGS14G%(MS-
!"X9SP:=#79G0^19C4WXZD M=|2<28Z\SHA2C@D(-1&8MRPCBOKE >7X.-/?
8RRS";;7<-)H0D>?,E^B M5X:&=|3^B>&|9_0<8D%H42P\$B MVV**I-
JAZ_ YPO3(TI+/T3VQ!|I(R>@WD(6M67K'TD\$#_DY*&I\$LR3L0=>3WZ
M+IKB(>5.HC8Y9M:ZXWF_ '*VS)/2_ E|0A|'.H-;'DX@I37VP_!U:/V6I6(V7#9?#IR(I+7;G|
|A|1<3!|/O7V96T MYF(IWK="D/@GP)B=*9 (/C(:R@\$K|P|3?P@O>2&XH*Q# M)Q+
(HFO1NC"((B\$PPT6I%>V<6X|\$W87>)|J#T1"|+3SB5MI_&L7A"|8|651E
M101NHR&9%@4A.PG91#++!(-K4^<|H6Q)|HLHP5L"<|8VR|05K2F?BPD@H
M=22=R@7!>V- H|2U(|R5Y8#%LNT9>Z+|*L-8*GO"TZ&|RL-|^9<.TEH4R1(7
M02Z'7W/PBC)&YJ0H12+S>& OLAXC3W1'91A+H2>V(VZ|05KQFBN2U_090F@
MI*%8,2|G<=N00-+&'R^L|5C3W1G93A+8P|X>B+;CI=F@.5(_>45X5:YPFN
M|HL1),&HRH:G|CVXR:++98";+L-9+/M U-,H6%^RQH-%(P5POO29DL+%H#(\$
M%\$;H*)")+XBD5KC=9*P/=E\$CJ,0#^*@C1*,*
M0|6=S@<|X|@."T|T_V88|&^_D;ZO';T*W93(G;_#|L-OZ/#R*N_-WVQ_IVCS
M9S2Z,+0CK M%,HL@)8(XJH*)@R@A7N2|:|2G9C0@=6'Z: ?EWY\$/DG/."I#+
MJ/L'VD'D,8*@*,4:(5'PUO?==Z=Z2)M-^X3DGO7=#*>_XO(GYW@|NK|>8N^
MCL,S)A:S|/OQ:\$)JFZ|6DV**"UZDNM:4Z\$>F#!R^| G0DN^4L#-6Z^|F&):#5
MR\$@Z7XS' M(4XCA%>(V|OKY/K-Q<3|MK8>>E05'D M:/7LB_8_ 'V>_4E
H^>8|W)G:K|J/P^_QJZ/|9'G1.&\$#&XFH|Y PQB0A2 MLQR<#5'6STK)AF-
G6S|\$0J7QR3'+AD|>* U1"9""#87YW6&.N^2W*^M(Y:&X26*M8-
%H%WWPX0N|, #XBD C^&/42C<.&\$#L%(H2?D\$%5D8+-RH>B@HF|= <7N\$I%W-
M|D,?OJ'N:6_*@AI2OY7XQ!28F,YTP ML>*;9RKKT-6_Z5ZN09L>GN'
MSJ;ZV0MH|HDV+H2A.?>">(98;|TWJQ,X6?-'"1U%|_Z2> X?.N|/2-|Z|*5! M0"-| |\$H
%D4&0?),MB!+2,5XST4HMGD;OUWH?2HFO25"&|3AV^G|D&NYTH9
M'1)M(^4+-7/0%\$X&5!H4NT<'3,|6+ ^ MDJ;KN89H<@1MG"K1N9Q|ZPL-+5-MOJ|%?
#|P;IV7;Z+90:WA2|^8C;(! X.< M>:+XV4D(|?JIBLQQH;RTK'4"WY2!(9VR&C:
|P*1/89.E3068|!%1,8A9.5"* M451G>00F2ZE#Z0.6_=?
*#YW:.;ZY,K;4@1X&5"J:OG,*DA+6BDS(\$?LL*WQ?
MJ|\$%&.4;2,O\$,C"@2M29B|U27,OP=">_,VA4YY=
MX7HXY0_C9,#SM!A_J4.,>SX0ST|'"3>|C^OXAY<@H^F"*!^4#Q-%I! M2*WU5|*I9-
QIH5O?9AW&;M+|E0GB6G)3\$J|WA5*,>D6-%P-:R& "QX!F,|M;DD-
UY=OA;@&KGPKM0|*DU|*KF@?T5G(K+;@4(:!2R;|MB(\$)YB4S3<_ ^ZO^ M#-B/-
X'JP33?^|59|L"S;X@_X13+>/%N\$J97%ME:3:M5XIFA>S^>XF(_0813U
MTIE4=>ABO1/ND@X@HN>,,*U,:%V+V82^#5N0|ANB'0A1C;37(|Z>K^8^+V5X
M5/X>*#A9300>62^2QSI BVBE9;QQJD@G/(+R6!(S"E&|J&FD#|C;LZOE=HJN-
M|O8&KG') ZE5_*7;8:(WB2&+O#FQRBWHW1(W3('
M@;@&"MU+F7B5#8=I/OJ,W?).7+7+T_D_9C6^|R69>#-F&B4^OTRFX|/@J+5
M|Y>D7%"P>HU"-GC&+6)RA!\$|I+,-MV^B5-
ZX8&^4:"E_S<4/*P/H%01_R;Q;&U#BJAE%'TY?C^>?9?+QR=JNPG8^8
M<)>D'CF"D);"F'" 6@Y"E0)|Y=+;YN*6'*1K2J(?^8-.#=#MJUGKJ3ZQ'W"M\$4 M3LS)
\$HSHH4B(|*LZ5/*.'YP=&|*1G2!(3^\$=) &VV/P5TAZ"QD&Z4Z2#=#+ M2LBRM*
R|Q"8+!|Y4#(XJWCJY>KA;5)VY?#GT/V.5Z+1VJC(%:T8)"RU?02C
MZ)_1@I0A..8=,S:W GK5|DX8A15,M\$' 3X3O)O!FVWW6S@O,YB2!,7B.%<4XK MSK-
7D.M<1^)"\$152_0O\$672ZR-!|S=I&%((U8?F=Y)Y,V_Q4|GCX^<,YE+
M@)05!R5,O=F>&*!6(NO"8^"MCY|?'Q(<4?NMY.RDWRHX^8CJ>SR>S3MW-&
M@G/TI\$QQ5>;UZ*IP\$%4|TQZ<|3F:D/4ZF="M#QY2;-)2B;M+L8DB7X0NK|H5
MGI\$P'R4KC';D(8H.@KC1'"*!|\$211\$E)E8UV#4W>_N0AE4=;JW)'3;1Y3T| MK;);E5
F'^N!W'J5*6GT|WK&D.;?M-9O,|FV&ZJ|)- P
M>8G+/'>B)'>+2\$10>OP9'QZOEK2,1\$B09M|Y& MV93&(4V%Z<-
C|ZJSOG=*WN,7G)|6,Z^S3|E5>7R_-G+|3Q|^M110%)?WW|7 M9/-G--
H/V9&YOG931D9(QUQMZ%LP_2&OGDS2LC:*D)!*);E%*Z(FZ L>,\$1K"6F@M*>E|!&P-
0GC4,J9K2!WZ" T MVK=#?8G=^ M|T!>8&*7PDR/(8
M@QDP2+)*DCEP07DPB7'T#&4OK8^B;\$GJD(*+_K!W,_#8AUZ;Y>/\$/7N-P*6O
MJL9I.?^(CWRA7(ZG2!X(%:CH(T22\$V!,Y)Y" |:TW@G9EM8A!1G#@&\$SS:X9
M8)R|7K_\$.,>_>G_ U!+ P04 _!32PA9V|>3%|! _/!08 % '1M M<"TR,#

(T,#8S,%JD968N>&ULI+U9=UM'DB[ZWK "M^[KC7+.0ZWN/DN6Y"JM
M94LZDGSKI-7#I\$2VA2@_D#9ZEI_(@%2'\$%B-IDW0!UV!S O;_(-#(S(C.&M?-I??
WX^>\$K3F>CR?@_L+_ROIR X{3)(_&'_C+IH^!G<7_I7?_L_O_WI_M_P/P?
WYZ|L/+R;H#..YS||GV*88 [AC|!TP_S3_C#/R?3WT=?PP|O3|.M3*:.??
YS|6?/)U^ ^345+8(SJ(#|G*6 MS")71?U_-'|666',"0:|1_2%ED-
P44"0'#WW\$7G0BX>>CL:_ZW^(X89_D#B MC6>+;_C+Y_F|R|_ ^"/_|XXZ|_ONGI7R?
3CS|*QN2/%Y_ ^R_G'_|SU^3_D_MXM/<>_CXK??/SH;W?5!>BS_!2_!^LO|H_D_!QB-
9_P3I?IEA6HK|0N8+2%<|_6Y_VX|:8/A&0:3HCNM!/<5PIWA#C74_?
M'O/W9T&\$LY.YPT1WWYV4|R3SV'475BVO+UQ_>MO_GY^3^>O?|HR>O7K_Q|_
W+_QYI<7+| ^|?_F_?WOUX;|>EF/^ ^004Q9<9 MR19X-WG+%:F(J/QJ*Y(O|"WYZ^J|
>0#_ ^+GYZ|C"%|_WL|H|ZH;&4F_K^C+V4E.RB8G_Q1T_FBP"C@?&215
MF//<&1|D;7|_+OA6PBPBPN&' + ^BA_KB/^ (I_/9Q4|6.EB,_VH4RV%N(->'\$\$_Q
M1'DIG"X"F&8!5\$P,?*)=,S),WH42 [N#|VUD6B"X+L|E<9Y_+R0|GYN=MI@R
MG7QNJL_YI-DP+C5%H/_RPV2:<4I6%?UJL6#|+9U.9IAI0D|A/*'D_&<6/WR
M=/%"FL'XL7|1C_DO_W4VFG|H3C-R,J909|_ ^',U.I\$X^2FZ!!4:#H|AX|ISV
M,J>3TAJYEUKW18R|_#7DR3W;_CV|V4#1JSBS|8#?1:\$MV7_#TXO%AK46J);_MAD@C-
MP|J"\$+5AI2|W|!@>|5_ ^AKUP2B|Y&8A*Q&\$COD4K9/@A2I0C.<\$7;_"M|^_EPC4;=?
=,Z#+8/3" X'R>C_/_ ^GW7Q>FZPDJYY7/U2|TE@_Y#|S\$H#U+0 MVN>9K|YX8^W?
M%2|W?9^|?5WD_YDY8C>UO5;%M5AMY,8CA|&T8Y5?CY^'+
M:|Y.S|%Y47CT5D#.3(,2F8,3R0-R1UZ#-ZA\$:S/O7D""0(%V(|#S'^?ST|KV>V;^2>
<5HFG^*END%_QU9@<=3P'&K-V7F<%44=#0"6OMK_% MFX,TTF;G3&L786UPA|"/?
C1QFS)R6|AF&*8G4V_+;;SY(Y3
MG,W/L>5LMC27Y3GN7)E|485S_)&9XU|OQ&*1+)M4">HYVV@7|_
MJ^2MLNOP@5YXA0OTW24/UL7RB(^5>AGNA@;%_OC.9|(Z"+L<,VU)C%V<-?6C
MS0Y4V4(5#?V/#DAUSN@5X2.G68\$RAI9/K!,G&-"SBJ5M6R+/2;+BM.H?>%*
M%PT,S)%G^;_/_9O.ZP|)OB=QKKM!FT)%Y&HK"("CM04KEC<68HESK!&|/><&
MKN%LD;|TVF4WVD8IO9QY7>"9_3R9OL8_R..:G(WG9%&|G4|&|&5:|_+'T|T8
MN/'6&3"+R60)K/>2S#4RJ)1(WCO7^N"|S|!';,KTKY_ ^O%|ZW"6W+SSQ-3#U
M=&%V%Y|=W)?UJ.;_G_K'?1PA'HG-NM"YI\$G"(\$0*54230P;P*6<%#=#,I=SZ
MS&PX7COP>;9C6G09^A|H<"DL+9CC'*9Y|MN73\$LG*8S^=P|2E:0E\$Q)"\$@)4_MTA%
<*1D8PZ"3YH|EU@?L:P\$;_LOD>QW>/DYMK(^3)|)0,KO(%&8K".7M,<2_M/H7!T|P(#
(J00DA91#9#LD0^\$99LIH>UD)7XU0/@O\$%+O_!_GF3_&ER2L^?
M+4;_WTU.3VF9_8,D.!',Z4SK)G!|EIB*E@QZ|MX.YDN1GX^GX|BV;P;|1|F=Y|WGQCI@F;
M@.)%@5.2D0.'V0;% '7K>/\$JP!'+A^=8K06Y%&@ZNW1Y6.3(*RVC^RV0V.S'1
MF62U@,0U_T5#_ \$XS, @:;#%(5I*|5H?8-T^?;#YLJ&H|Q#Y,&J2^Z*|37.WY0/
MX<|3SRQJ9)*V6E4OS4(&)VP"QX-FUG =K6_,A'5P'39'FFNFA^_8.^!=0-MH
M|6.&U^@)#RX\$6_)R9Q,A0/S&H5TUB7?^KBOLOB'S3"|AH,% M|*GX&A!\$B|0TQI?
6E.D_K"YU*_.;|/_-'"9_ QR-DV?&QNHSYA(2'Q7T\$4
MB0!;3FY!0\$^+)"LR%"W26/|7)FN12J^P|'B4R?6*XPA
M(SD7M4A#|@X"A@*.)1&"D5F+UD959Y!/@%2|Z>PVR5S#2_H/DQ4Y\$^|_A2G6
MLA6Y6H5D\$BZJ8;Q#&KG9:(|O21E/5_MNVIE()5L4^"<9|?./(&,1|
2J7K&3\$GZP,5N*2*2|BYUNV+8FR'^0FP_M<"B-WD')K8_|?QV-
)|/%E<7R9.9BT'ZF87V'&3|O7:>3PIGW7CJPI68YF"S_M.V<@I9*RTS0V-\$I*6TEB"|8
MLRP%O4ZJ?86<|E><#4-17M8*2L_1O?J7\$0U05(6C"1J0>=K"HBX00|+@M(|_
M.IF,"T,%HUR'JNB#"OI0PZ|_MJ|G/H/K4-
8J2';/P|K4'5L7;7_EQ80*27')@!1)1#\$NDY|=ME+VG"=%9B, M:+
|0|%Q>S.F8G&\$!C'()E+46@DN2J;MNKQ8%WT^4%ZLRS#N
M2WFO;M&^16JC(BU>)=;J)ZQF+A>R0;GA&%0.IK2O)?(DRLZ\$6&KY(HN"ADJ
M>'X=3,?DBLW5N\$X4_28Z&(H?G,?(Z3)_M%B9OXN3U647PIKP:?
|7S>7+"4)'(*I%KOTB/#J6>|Y/HG"OE:!(P.Q|P
M2U8|>B||STT,T|9#U4.X^B64#^'/YU/_H_D)=PJ5R0PB\$0>4(QFC(<=:1"Z;
M4=H DUOK>|@X8CU;3K8:VE_26"TB T=7VI_PG+AFG^:_M9/)U-MK5A1\$)3/\$8DK4_H-
HGG#9\$/X!_ML6M85?80GGYU.4R9HY+@%?&|MX8|I&J#"Z+6)P0N?C69YZ'L+ML.Y0-
P|_K_M1G<%QC^GHSE91.6DI&BR*A*R9HOC6@E16@FEAGSJ\$F+2?_V;X(Y'/UJMM1BJ
MAA'3^ ^4%_2#Y-/42B76^%Q7"/>52,S&L48QQC2.@;=W4|_/_UU';"&H&T#
(CLP6**Y)O4JB+;\$|!LE40.8-%I#NFC5GA_P|LR_M^KCU!=)|3&?
\$U1':I>L?':*D_+L:QB=UJ/0,IF^#Z?TJ^|?VOQR;<,7M;EX
M:B%EJTNIBK5%!V>BYJU/E-: M-=BE5V|N96;TU@7^W))JO-H',9I5-?

BNC+41Rf/9fTS620!6GM+1K\$FTRHC
MKf)P&P(+*,7JU!95<77TU/ED_!GW<:TS#>%9P.GLVSL@Y='XXYMR!H9 M/<.=W?
VK!SI^Z!C2UWU90SEV<|_6A""WRG?O6+O!SECA.7F-3D-,,H#B6M?*"M/0QORDIA_!JK^G!G)^!70HS2"W!ZI M:0,1M8Q3H:J\$M 6U*,*7UA?
&J!LX!9P9UJ>|**B'BZ>?GO_!E7G(ZKL.^_M3,,:SR13SRQIA^V4ZFE5W!J9,,:Z)>LA>|)T:ZZZ'BZXKDZ*9Q^1QF"%1.#.!EZJ91%EH
M";QW9%DDY:/2)FO3Y_IV'f8G3;(>U-=#H:9?)|YQ_1?PKI=|R7Z)8Y:SH
M>VAM/IB0C&UMNG\$#@-6D)D&&@R#;B0*K9V%=H@?!(4W8'J^RC5-/E,
M,UK#GT^F7R936M?OG&6\$R(K\$(PC'0/&L;Z!NX MKD611TX+OG:L!GAZYE
|R_3PGM;^,IAM,J|H)2TNY:A1#\$\$X6+3Q\$E6C&8NTV4J/9K8X\ M!C*:8VQ|6|
(\$^"\$3=WG-H%6L*\$0=6I="H&L6*&3 J\$5S2Q7FPN4NK_X4.H\ MRURV+L?
7!/B1GBTUVX/#?O_FL&H_) \$1A9?&06:>U|ZC'H*T FQ*(C%%JW|S MD.C-D!XR 0?
0W4K?28A K7_@:9Y/?@WS^ILKQ_IMH|0>>DM_(5J=Y&L>GU?? M_N&.MU_AIK-A4
|#/M;12|>=G@#O"V+C/PX*N6\$2),*V%B M+B"2DF3>Z@S.T SES+F2/*DD-
J^H!ZTX6.TVG+F5L6""C2R|U%:G*\$C,1#(M#/6T_G-6.V4H,&AHK&H)\=+Z"S/HK1ZT?
J:D5I=1G_?XU|6D>48J;6"A\$T(MTF< S";:W7?
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MZK"1607JFT74)Q@|5#>@|/6@-5"%L-=20D8J=6'EM>/U.JBHGCV)U#*ZANU8
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(VOIO;Q==W?\$.=?O5,|67X/U MK,1=WXW-IO,NH|LXYT14PG!KR*XL-5|", (B&Q\$5F=
JN,:9.B2E=UA*"UW M2%LCLAB2QZR\$K=E4J83:+,NMU1_H\$?
%LQ377(Z!9%V7U3Z|W MY37^|5^3Z>_GO|!4,G\$D!9U5PB=T^"%%V2'H(S)&^?
%6L=GW:ET|EP3N50 MNKR?.MLHHN\$)|\$ITS^:G83P/%R41-
\$>5M017'#G5WEIPPGI@:-2FT(C\$LE|
M|B8TN8;DZ=%DLC^Y(JDU5U6<>59E,9|>2*=Y/3O.S^=LP/?&\$0W-:IZ.MG9 Y!H@2
M.42.GDGI!*W5?65)K8;U!&C46CD|7,V|G4X2;>.SVF*V8KZZ3R^6 M5;0"668))
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M9Y|KPI7:Q.WZ3<%)!R9KG&/HBP.+Q""D0YB,\$R;"EN;I8W@/T\$"#BTF M4<-UJ_*/T?
S3|83Z/GLWK/_N8=HY;#@6.^GPP*VW#H.!4G@-!D1!K|RD)+C
MI5BM66Z|5^U=AP>K14G;)5|4ZYBO1|OAH0M?-NGP
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|%N8ZLASSAE<9@"T(TF<,|)ES/:MU=AP?!34Z& MQB&(6OY:| EJMCLI*\$
MN(@\$AD=6TZH2NWFQ=>SP,,:R:UDQ|^!OA 7UVF8D C+@"*NM\$DT5E8%9&GGC(
MZ%I7*C|V>-B2HCM0_7& #=(UH)CF4 F 9;+HKDR)I36KNQ3Z/"P M#?W:*ZZ'2|
|51^G/) ^/Y:PV,:M1PM=JZ5\$/M>|F:RXW=:GSP*.&'A/H%9|_/G!*8
MBU_IDY|F)S6Y(K\$@R-L2D<;6(Y|K\$%GHY@K"68=8040@\$E:X!_I&%Y%\$C1N0X;"
|&E@=(N;|O;|F| MQ<1#PET(J6;ZRV3|D2RO')..2620.6=R3'6&0-8\))=\$TD)\$:UJ?*
|25X\$CV MG?&AAX.*MM+=U;1^G@P.%F9Q8+A(DZ|G22)N9:>X?|BG0D?O|PI8^
MCCSN%>YND4Z<8<43\$2#DD-57-2BDCB=NS;@=O@|G6
MV)V@#)=D*:&>AM/NP@WX:#UHD9SVF%&Q82WMM6 ?V3JLYG<:)K|L(_7Y5I'#
M_H/D-WESW^VTMAB";38TCJ:Y)0\$S|D_4|DJ<-DAL&(B%UX;DX9O+O7+T"VV MO-
Y.J'JT4%GUJ\$3|@"W.0Z!ZWFMK|D@4?78JL+9S9ML=5%(_L>)F^|8DG7
M4_>%%(2))#&|XR>*RXF2%T#>M3X;W+\$R^%ZVO&2K?9?3W/?!X'5F.H?(K2-B\$
M('U&(&^BW7UGK#5%,9<3>)%J'X@L:Q&@"+(1"9MX2:TMB_VGZD;ALKO#5&|
M*'784/D@./?2,,BTDY###3UIY7HLI*.6#ESGYT#ZL|!\$!#Y3MI>?U0^2XJVI=0
M>2&4R\$)\$D(DQJ#7WP-F)4)CA.B3"7%JO8D|P5'X|PO6LU@\$;Q:Q|W?KA#SS|
MBLL3^,SGL38_)8"-U"JWNT/E^=
MGQ)"RZA!B%\$#PHN&J*T@H3+G2OB(.%0#J|T\$.=*Y/|T/V!ELZRM_M9K4OK%:
|)U=4B5"K:HH 1DH5)#,|J9AVSV)5L/OI<)?P^\$ _NKA;@QE&%*
(|89J=U42I2.V4Q45\$4FAW<0\$S*T3*.:S. M69E;5W/;NTJ)6A1-
H=W;*JMT0<1HZB|GFM!FN/-P2DN<;7#/_H.O+|?IF^MCBS\(^.M^J="--+GK?
HFVMUWQN:L"P9AR,K)%,*'ER) H2+VB5KK&X>O;|_M3-TP_&-OB-I%J;UG-H?
Y:9B&=>R@/2U|)|F-88P)|@Y%!:D4K+Y!GN _"= M-'NO2;>!6GJXE+R_5<^Y,W_33?N>
"*JDS\$R"38Y,D>4|1!45Q_9PF\$83L|L.\$_1_-/H_&,:?X7ANDU24XRTS+*Q50T"A3&VBL|
M&' AVAH831.V=4.4|5'O4Q98%#8U?F."4!/GR:3LX^?OIY
M|'4AR_4Q/5&N.)&#@A)LC:U2!5SM"%IX2DI(YKAI75VVJ0!'|@ZA^1XNNCL)

M4T4XE^8#CN\01B8NK%)DL6BF:;,&"X&I:L\DFQB/*C7/W6DJP)'&0VB^A\OM M3L+
<+8'+R2!+<5F.1'%-UKQA"BQWB1FF(S>MG>_M41\)\VYN.>[CQ7E>"]^24 MGN+%
[>F+,,=K8OP49O6_0WFNK7/(\G0JU3!2#Z&@",AI>7:MIHFWMP[?>V3N M 'H?
M)3I;GDSJTT[ZT^=3 MS*/Y,MX/(\TOH(D0M%Y7.#\$05"D1D,:+/.76AQ
JB_24N+Y/I+A-?CO4,OX\ MIN9R4*U162NV\%!!&1?-(R(\$6:;)34?*86@=I;SV>,:
[K09W>')V\>SO,FI5 MU@J2TCC0(D@@OY*#MR4 >LVS\X;&KG6XYW:(JW?5W)
(:+ "6+ '(CQ:
[6U0?!"VG;H;WY;SV\$KV6DF4RX\$[/6&BO[5^>P)F2H&%4TE9+4:AZI3"2.'Y'F,M\$?H
M4.S>G,8>V=A4G_MXRGHYIU!CD-P@:!)L]220J].V\$[KIO#
MZ'OP4]551V4GSAE,DBD(C+ JH0N-FI> ,CEILTI"#7M8N@KI4V'D 'I<>:S9
M.F'SETD8S\ (X_X)A=C45\?K/-|"/|JF56\C4*%^25#|Y&|IGKR?++LB+M-
[-#A*.OE2F7IYPT3IP)\$\%3HYQB,0.800X&V60C)QG;-T":%UL[4IF7WOC
MXG7TVO/(\? "RUD*5H\|+'GQ5F!%A"0; PF8\|E%8*)EN\ LT2Y0A\JF M\ (5-
J^MIHZ>N/4NNO"K,V\ET7B:GH\G\Y2L6B3)1BXP2.0AD!A0Z_R\$@V0O;
M\8C"2<|;>RYK0MM\>T>67)W0F93;?5P2KX&S(N>OFL [2G\AF0>|*G+NH
MR".RR4^>3SY_IE5^%\$YIE7XUSF0Q3^F;FT#/D^UX<@6+C35868(JEM%(:E:
MRA1S9LEG^X#=#W_FEPSN//2EN,L2HIY!;=#@GV'8;3E\YF+;CW.D7DFN;JTA MFC*.X
;R9)7-X%/4417,0OF)Q/KH#HU(/>NGAPWK'S,Z(UK8)OYI\PN@*A M#\$8ASD.N#R?
6[5+ M.L)B>8;HB@ 5.\$*((D!\$&A?Z>7+!>0>%-6 =&F?ZTD@/-I-W# 1[59].)M=7
MG,TKU)^ ^/3|L\N:%5<_O? 0E99U"!3(3(-DI(10G:6A' :I2=K3/=45VL\ MX\$ _\(*AG3?
<0E;;6\$*M%.)_3ZP@QW!%2=P'VYGBI;P)M0N%>M#_P=0&PO#\$ M/.<^@6:%;
X,C+8GA2!+R-JZP(-OW<9@CRG<_4#K43*XB\(:'X4\^S@=)9H8 M9U-
<[/%;G5DP6R6#UW""KA^/8)2KR?HM.H)R4X)BRD!,W*D7FC0AK;/_^MSPU%CO<
M\|9KP-NW;Z_RTNDL4_(<2+3JL8",1@!WG*="N=*K^&J\|:EI>XLQ\<';
MK@<>|^E96@0078"%?>=1!0M<<0W*TCH4I&;@L,K2N)Q\;IVBN0+*4^)'2ZWT
MT?|E\AE?_NML-/1605VT%|4BG(PU0M#09L5EK9_&UA&XZ4TIE*;)ZX|=3
MI,G6^NCAF.G*,?JOD^G\8_AXL8_90MN5(C/&>I2@@O00(^,0A+6>;:B;4V4 ME6">
(EO::*9AID+=#5^-|VB*:7YUE?-9>XDA@N5)T99H/7B&%JQSEFFG4[Y9
M!09.,^..1S\EM;<8W1Z""^ ^\0\KXB%_6,%/%\$T\;7DXZ_.A)#8R)G"%F\$E&A%
MRJ*'S%LWO=L(Z Y""^X<(>NU?:3T\$:MP!^K=QN*BZ4L>IA@J,%C/PS73TD3Z^
M:&Z&2/C?3O'SZ.SSB\%L;PG2C)5N&1@M"59!-8;/VV@:/J\|HY6ANF?@!OC M?
SJ\|\$;%PYP2;U052-/T2D7K6MR-T?H>\$**(@?8*L@MI?_3>M*X=T0CZTR%I
M\XI=>5(P5%\4VS";OSC#OM.C\GU-OUE2ZT08*%EJ+5/R M5WYB:G12YDT2>/
MBPIY:(O JR(R3-7M&B>N\|L1T'9I5'>|?G;^MN7=NDOD\|!\$!N')|E6.DUU2 MN
*1C.59"!U""?YE3#Z\$;*EFJ?S:MSIQJJJ"EBQEE&!A01)Z\IT*A+)%C@P M-
"0C>72E>=?'1Y,LU988&^9'=5'03M-8U@%ZS(IJINJ+UDVT=-.B>5E8#:+ M
H;3#"9G/8(KQ8.+A6-F*<4R0)#?(R/&H9/7=2ST_PHEX*T3 K(W!+08!U\$
MX\AM*3XF9V(@=^8IY4=U4MS&^5%=1GVW^5&*;>M=+E+)8\$B^Q&|D\HX\|9&
MSS3'H?,AY?M0F1>M;/3O*C&#)C?&2@C2!ST-1CF:0\9,JUM(7X\ULW"WK4
M^5';|*:M-G:3'V6M5I@S0I*R\$IJ3Z)\3^ABS\$DI9BZRLM2\$|HORHS7>BYN.|MH_PH-
#)9))YJK0EB\A.J0^R\1R827&8WY4L\6CM4-V-C_*%U-L" H8SQE4
M8@6YL2M8X0QY2H?A)*A&HEX223;2_MMRE1(>5HK*BA\:-#4HD,3L,+Q"2UB#P;Q
J^_P+A0=)B=H\|@|LH?9B4*%&2 MY<\$FX-H4,EP\$AQA\ 2V\ (4.7S*.;J?
9/("6JDYH>3HGL;L;#ID0YLH15R.3F MYD)F\;D,"!UJE5U-X8C)Z:>;\$K4I"QJ.>|I42&
(7(2S8#DYN<1+#1%3_8G* M\I9HM,(Z<_P4J(VU?
868SI@2E0V0F3+B&4\UN2;ZG_\$DB%+(3!(X:-OG;|P
M8"E1F_"CI5:&2HFR2JCJE()T/(\$2W(*WSD/1SKGD\$TG:;L3CD%*BMJ')UOH8 M-
"7*2>NYQ0CJ\$O=A@I4=NPI8UF!DB)JD;-J5+Y MXETUC23X__UQXWDD) M(YA%"-
Z%>J="GG<*Y\ EEH2U6.(0&2BW@3V\|D^,ME=/:A=<|C\GS3HPASOI
M000BWISN;JODKC3:0D/#G_>"3?R@K7_-"0F6'75\$%SA##339& 5M-@|HWNG
M1.I^QKHC'G51S\$#|D>S#1/L7X=O%XGSAPX WLM 6
MCQ\$'R.U=!6\OI*/M5;P&C5KH9Y@TWIDAJ.X.J*784AQA4ZYHD\T#7 BM@O=TJ-
1"/P.M2B__=19./TS^/L50^|E^"F//;@-W*4JE)4(M6H J1=|ZB\H(I\|F,YQ?
AZ9D\3=0:T!S M0TNK4QF<,P\(*=&2,1/FR9E >1^Y?@_M>/'
<.:KFDB6F5SC0\T8"W00'-4)9H MWOK\$!RA)\HB*Y^P%28?
1|QY7THG9H;)D\$P17\$JBL%#B>))#!\$%)M#8)Q@\$S\|
MOU%)9R\8V\N6=U16Y_5D'*I\$X73Q\U9E=%8\MH^R.>M(.'1/(<C;2@I5\TK'Y\|
|WGN*&UV+C7I&|P00-!4\&ATP)4DC:;J63*JWO M& ^EIW@7-K7J*=Y%78^M3(XP\$J-

(GEQS)/O7H@;OC0:FR?MR6\$I*JP*]&>9 MG!Y9LF'-G"[.VFEIDW6 'FOF-%/UQC5.-
M'33HE5LI%2JP).*53XC:Nf=-EU'=-,R>04>E=CF"-X30>@L:#ZP(1<2LTRM==RS-M-
B%2S_K92>|VBYN,13 CQ!NGA*+Q1 M6'M<&TN^IL\D1,VT<4DQKP)MJ7HG&?
GI7_YDISYJSYK>VUHHZPAQK(723R6) M3@3JI9+)\$)MK?VUHH600,@_6_9\$_0BA
T1"\$89"ZD,1+9S'=2>.J:Z'LGL%=
ME#Y,+90J.J^M.\$%7Z\|P"\$Z0/2,2V3&U0:61ZI2(:Q:*)W4|' ME"YC/&PM
ME"0"=UD+*.4#5HIAK=R H-\$Y\$9.@_ ^|A|HSX;Z@3""&
M#\$E\$LE&%L!|C+>48L4A2MS"EM1MP2_40-F%*,WWT8*S?TWG4AVPSTQ"\$JB4|
M<@:/:8 5R')DMLC\$&Q/EX H@;,,6-III>!RQ*D7?J91TXA*RD1:450C>Z_@6
MM2A.1XYQG9WE@ H@;+J=;#NZP\2X7P:,09Y|#|P|T58(|TGF+&HJ3Y*U^K#7
MP+D.)J.R0JK^G9P|L>U0|)M0I-Z4JWY|0E|O?S,#^,G:1<&V((#X8|M
|H4!9|8#E%+%3B//C*S"Z?Y)M"G0ZI&2MO5<GI(BJ9_O#\$ MYJ1*#!:.\$8?
72)VIP+!FRVUV(G/PY)0?HKJ01|5/F8#MU#G,4?CEG+D+@7XT3 M.08G/-0.'5Z_#*PVJ.
(&7\$D!-'-8+.,? <(-|YE7PG@|f%FBAHI=G=.AOA^RY? MKF9.7&V&NPSH'XVO?
K*.Y44"P/+SFRAUW\$9.AU"\\A)\$P_3<|"\$K MF"|@|T/@#+V)3KG|W0(K|
XIS@4AIQ&B|Y);NTYWC8-) MA^BDN(W3(J,^F|3(:2S.D6-8#ACH&0N-
%WJ|*G5>5)) +J1C"^-^%61.I9/SM) MAS &N6 J0|3)@|J104PZU%0J:.\$4*
JPJ+,3G(9&F+4VI,>>#K'Y3M1|G'?40EB7D)+F#)BH9>5%U!|M
MC%!;"6@I\$:7HIZS5HVTAO,WBT5HC#>,89M/YR?.SSV>G83|ZBB|+P31?5BE|
M4Y|ER9?%|%?C/K'L50D!=%&\$SRNRJZ0ID(LS1GHDC&O%Q=\$+K|"%OKMDRKI8
MGL*Q32|Z:;CMK(/O8N:L@;#+0)-M3F,++=8=PN LW|.1W-R5-6P,Y-\$8-
KYUAIK6LF@X7(IP\$93%* M%<4QD'D"\$ZH6L"L7\$V.&'5_.7,'X)Y:'0;2F,-CS-
7S)"K&_L7AK_Q'1+*
M60UA/M_G:=|*9Q6B=Y_0IS70UK2'#E+,L3B!0A4ICI+ #FK==Y)%IB)E3#F4
MS5:R32\$=&LEVJ;&&W:;69A:&RFSJN-7+0TG9(=H |5)OI"
M4+|ISXERM6M:.'V|7VJ@^7B^97.!3=_4;RQ^)SF'CKG/!9,Q3(QG-
Y|E+!3KZ3_8VM,_E)C| M+FQJ%7/?
15V/+>:># 'KMM/6@/|=4YLA(RJ):Y\$QR11N\$8_UO(H<0<| ^))1O& MW'?
1UDY#HJHRY;Z;JC6.D-|3:F/N978ZN0BAQ\$7(E:7-0(9\UK%Z&D7 M&*#-
WB.,N1^&3UW4L|.8^&*RPD2K-0H;"*@\$&6M<*@|9TR'(/PZ_OKAQ-QW M4=S&,>
==1GVW,?>I2*TCI_EA?\$6JZ_4-^IJHSIQBT:C8.F3Z0&+N-R!2S_KI
M8<,Z|+@7BZL517F+9%!.CK6B02:AT4"Q@A8,%4.2K1MY74?PE(SE+<:^A\HD
M5|Y>EA-@'3P|F,XWL>S&PMU&/RM5O<7@|CK|SW&%110%!.PM9
M>Y&RLDIC^Q2M(93|@/79IZZ|C&DO:5476|"%1(YYM?6IW\$|P&_|V6KF5&
|7%D#:N\OS3V6PTQMGLV6R&|^|5I|D\$Y5IY M|
(S7QD;5H\$@E@HQ.B,P4|6MX17<|>Q'JKHF0|78TUND5%U*=Y%6)VTM\$UT@
MD.4)*CL!7J@,AI-SH:W^6;>R>JZW#&-I)1*8M6&|_ZK%'8 M%<-050JW&IM&,1-
WL/0:I,NYD%AV)B8'R((I349QEXSB#OP1>04KGESB;7!
MM8N:N.MX:#HYHW_E%QCG|J.LW|IO21V?+@*\$0KM%*%D_'A?\$V.SHD4B>4#+
M:SD7:VWH+W2B.|ZAXB?Z8=:J (J>-??8HBADDMY+M,|-ID\$59\$Z|RH@9Q@D M-U;P
2S3_8RBZ)LJ&X92=%'93F^|UP%Z*#5HINJ-K|XWT=-.B15Y9E+J") (Q
MLK=S2K6UGP9|NP-#Z50I.RBW^@A"*8;A4Q?U|#:4@O_\$(S)DSPPH|N@A)P
M0U\$F%14|Z@?BDN,U#*3J,^FY*#;3Q)2&9#;KV7%)224(J%#@L!05G
M1KEC^<)61.I9/SLI7ZAU3W,I>AM M(1YLF;F.\$,,=%W078&^.\$OHFT"84|D7|N^H?^*
P7%E=2K003*G109&!,TG2 M'I(S+UX95 /D>NP+A;L?7CQ*!G=1>A|Q17?
=I)S|258FZTT\$56K=;NLL1!D8 M2/J%L*YDEMKN<0;7S-NKH|"+-5;+R!&#)\1R=U
MY\$#+&D.IN%3&Y@B6<|KM)I^R";4LSRK(*9L09>@F"PZ%-WZ@&-GO'G?MX|;|HH
MHP>^O#R/FN*W(UD M>"NGN=(FS4>|EYN|7P:2.++OMWOPISLNTS#0()?
W#|J31:;M&""=|5#10)7 M_/+^2-\$.+,3-
5)D6!^UK(#L\GO2@D<:>|TTF/QOOGM^';XJ8!"TXO|TY0>N^J
M75|DLM1|(|<:M!>, &Y%"DD_%(+1KF'@^P|<-|'6V9B\-(;2,)| MVDU-><)|LDE"B5*
<3+%U"(%WA(?#H@\$TU(K=#?)O4C\$9R(Y8|D&P&"\$P#UA
ME+Y817MGCJU/AP|C6DWW@T+|=YSY+2JR.AR.# O&X^<,-&>YE_Z9I79&V
M6)2NM6=-%HOQ= /\$.:X'=B^.|GK('!A&>|D#UX=G@^3#Y-Y.+WC4RM+X))<
MJ29&.IZ-RA!'^R1!1:>@'GE"YEG7H30Q#M!LH8TP3XBV.|#^SC,,GWVL@HS# MZ;?
9:++;+,,M@?2:;JARE 9/!0)4=J8P9KEK8D%)F#E(9)98//<^YGD D M"8>Y|4-%7/=?
YBO^>N)"JRAZ7*9!"%UATE#BOAL NSVB8<=M#<8TLX+%X| M4S))9,O"(T.
(: #BP+3@A:QS;H)A_U09<.\$PRXJVV>V#I CPF'S52|<8+8 M)GK:*,&0&Z-

YCL""*0ZBJKL&IP\$%*QD)P##,_)ASNCB]=U+/3A\$-%AH2-20,M MVK5V<%= 00R2/3IC:4-
0FI>|H'4P"8>=%+=QPF&74=|MPJ\$)MJ@:4F9M04#E
MFL;#9@,H"DLJ5<^|=6S>820<;D*DG06SDX1#:T3VF88 :XD\E:T&IZV\$@B'\$
M4*1WHO5&!:@3#K?A35MM-.YP>I'D1NOC(E!Y509M%L7;Q(!I5D.52P(7,NW4
M41OAZF^26&M#6N=MAT:\$GL9Y;Y,*H!:1(F=DO9E:R#,6"-\$\$!"(I)AU'&J1C
M4N%^08JWJMODPK7\$>*85-A/2E8G O62DK6)IO->U5H&T*
MRAO.M7JZ286=U+9^4F&7,1|TJ= EKW-T)&I,F81V"6(0#))/*3FN&?.MTS\$.
M+JEP\$|ZTU9&ENP;X6S_NR#NC76_K9*|TF@+#+>UBD;KH9!)"
MTL\$5H)U6TEHJ/3@;B5;HHD+(B+)YB:Z=\$JF|C;TC'G513'_|!>+|D.O)_-S M=.=;L'
L6^\$UE%B3FKB0\$)T2D#WY%C9I;DOKRN_W(|H+"VE|1=Y-EA9:&"8<
M>R;9AXGV+|*WV76HUA07+5GX3)@.:>X%..L|>6.L-ODN6|H#=#@!WD&S|E^
M!MJN#\$%U=T 5@:!*6GUY*HM"B0C1:@>I1"%5S-(/42H%;RG0Z46^AGFD'WV
ME|GX?3#Y.|3K(W7/GP*8|N Y M&.S3H5E|W37TW^H!U_5->O::E%#33"
I: ^UEG\$Z^'6|G3@_AK""K(((\$HOSEIT MWMZ@U9VGB@^|YK
(T7I<|RH'\$DLA6B8#V5L:Q)\$'&@O,4)*6.0M,S |0H.;Q MYT!ND\PPC/96&MU#)8LMO_[-?
&E&V^UV=Z"U;/X|3)"+"%P--UST VR?*K85 MC'X3Q=J-4*,TL;5;-
J2@R@U!WRQ_@6MP*.,D|V+3FM\$|4WC961=;.V2Q*Z| MNU=)|B+
<^)J8)90'1A5;P;.#N!"R9"TY|D(6BUXZXZ@&T(=*C6L%S:M
MS@SK3UV/+2E,N,BLD06X9.1&>T?;A/&)9"L&'2M9NB?;A:Y'EFR8#|9%6SM-
MVUD'Z#?\$K)FJ-|?V41/.R66*|6(HER\$;Y;#[50!)XP@P"ZED(TO-QN'/79" M-|"
(.*A^LD^(V MS@?K,NJ|S0>3R1H7A(?
B(DT7Z1@Y|8Z#&#L)I(:2(S:O<'D8^V"9\$ZED_N\D' MD|(\$7>O?A7J|
(+0%S|AOB59Q%@QZW;Q4TZ/.!|N&-VVUL9M|. &3DB0V69_U
M\$)'7KA6|D)34@NN6\$"S7H+R8||'VWPG:C|. >YL/YKG&PK'>>|M"OF8-6"W>
M@9=9)T;KHN3')G/|Y|WK.F|305;1XAC*E@_B32="-1+(LTFVM_5# AG0WD M2
/2&T@82|+4B@1.8RX8-?G5Q_YRA|;@+DH?-A4L)%6BD)J0,5;K')!#7B
M9#RY08%YQ+R&U7B8J6"=U+9^*EB7,6|XB%&1O7W|=F&S7""))2MO)+V: +!/%
MD\$'0,H#,T1?%BLAYG1H2UY_ZU+2|Q9@VGN0//DX7Y5W/HG@5D>0Z"!\$CA%I.
M7V40(1IA(&1KL'BC%\$MK;/GNIS|U;3<8XYX:U" ^RR6K(R!58S.424 0P%A,H
M:PIXPRUJ|S7G06/,K=O^K8#RE'C24BL|'"|8_(97_|K;#3_MB@7?7|_56SB_M|)%
|@6.4L00#M20H,3R9Q0G?K/F-KIMR%XRG29&M|)!#UN3HK62CA2Q%\$6:LB
M*)TDD;=HJ,EB)MF<,|./3JX?/%MV-)&|Q/%Z,HCF5|MO10:ULN^TVL(@-'X?39?
1P35"8 MS;Y'A,1@BXG2@'>.L'%C(=+6! F=D=9;M*7U)<)|>)|2W4 SO?1@7J|="E'8
M:PUT/9WEWX|L-X?
T|32Y)D6V4\$./A^H/H\$0K5(|>@\$O|H\$6;V2"94<;#D_50S6J\$&!)|52.^C)=8 M5.LYC;
|_B;|!&.4SS!1L3,A.DA1!8 MS74E^|GYK\$%@E*7P2&(VSVFZ">*PU+
|5\$|=P2/T6IV4R_4RF\JL,><|8Z74
M2GI80.E(OI/C'E!998Q#EK!U;8(U8!T4+UJKH0<7X05D_&4-E,E;G940\$%VP M-3T^0|
HP\$KA1>&67*K6L13K(3LH002@C-V6*?@O#-,W8WPS'7VD/YIC?GXV
MG=)8_3R:I7!?:?WLB0)1:20\$.72WZ'SB\$I&F?|J4S%%QW&'I@H<%&)Z @R3@
M|D|PY05NT^8#W|,+H6YE.*GFNB/MX6+444KH@.O&(E48K70\$H(5GDEI8M!Z
MAPW(NPMT9'3/)!@F8O)>X8B'5R8LR5I_.ELEG&"H2W8&-/,T?65M58<|DR;,
MG#!|TWXW0#O2=@(=&=XS"88);|/N)|G9|,KLE51|Y=.99=*33B2@<8|JP+! M.
=&VN*RB5'R 8*%&TITY'C?-!@FY>A>Z49?KTS@*NN|PG'R#6)!|594?8T8P>O(S)*-
O%4|:14F>QNX8WEV@(|-D'D'#X*P-A'N'7R>G7^GG)SY&JV)-
MG.%"UYZI"7QF&IPL)23%E EQ=|3|CO/(Q|U4UC X;|O,SR?CKSBMAM#D TX_
MU|\$|\$8%G'WT:VDK4(%9<0Y)|#\$\$%8Y\$;S_!>7=-/Y*QF6)|B&?K(,9R(?|>
M3O/GJ^4T3| ('41RX'*IT=DL0|@D|A-&Z2Q#|*SU964CZ\$=^E/L;7ZZ?EY
MMP#_G(|F."GEIV|7-@KIMAH@S^)|L/@UI?B*EEE%F"5GS>F)2 @16"@E,LY'I
MK,LNC|TVE.K(ZB'H<)OP?J^N|2ZD/2E*>B8XN9.QOC.))\$FH;,\$+YFAR)|>& M:\$JW02!
|S0&_4|;U>0&X\$5WVX)JDTQW0=R\$Y\$|'59EXE>UM/\$A-\$%SEXSBUC
MSDM3!NA!W%ZPXQP9|DIQ(SKM_N*EVZW2=R\$%2R%%0^XSLV0-6EG#9G@"X1|)
M:9QV5NYXSEPDV".#E)N1&=|N>HLMU7B
M9CY';1_7I>5QUNSDVG,C0NT^LK#;S==W(0UZ6TK*@\$G6=EZ%ME+,"RB*:BY
MR7J)YZ;"W: <-\$->I&Y\$|HU>-W6_2_LN9.1D71QA6UL*!JAK')Q?
I/8X!45Y*80DL<(.3|ON MX3TRO,'IVD;*W^VEVGUW@|_%T=:\$*&P;Y("5?L|N%
|^*1ML)%I:5LG^S86 MX4CO?JZ/-Z+(/E_3G3A?I!=90PB%@(=(YT9Y34|*-
M5HY+W/'|/+. _K MNJX3+5;>RK5NOKHH:_NZ8MQV25|S?!=^ 35/I MX|'-

Q;\$W!>U+QJ3WM=M4?="REF>5;S*F;V>+,CW!^2Q-%("L=HK8S^?
343R;+TI*3EY/OG5CHR&FYW^|M|#,N:L:*6@/8.G(EG*6Q2A&"|
\$\$8CT?A9SCP9/8VF&JSL;T&6U;1+7?=0
MUN**9"^J:C#_A&/Z8OIVM!9\$S?JHMI24Q&X@K/>,9Z4E.ZT%IG\$)RD
MRP#Z;Z';I5IQ?/OH;1:87_,TWA<(K0.9U-27IXM1>IE),*|.=;DF>Z0^G&&X I?
_GX9D776+HD,I!>>XD9B"P7T%*78HRS M6K;./QY K)TD:PUWT+EQQ.C!QKJO\$)6F
ARY?;N[UJXT8,! O!\$K2!ISH4H M1(TU2#1<0M>OZ%L6E=)1!6;)SFM!>Q(SNX+;U=J
JH5=3*" #P^SA<="E;S!;MS2 OD84B M@H)83-9=8A!%(A>|J5W)9D@?
PP*Y,1VVMSEFZG(H.W.21M?,A8I3TE+!1(Z
MZTRJN(D0A3=@DE>9QB58UGH/7A?;4V)9+_H:V+"K|+7G&LR-*6/U<@@XJ.K
MF(&A-8HL &&:^R4/0'I*+&JIG;TPT*I=3;PI#QNY0A;TR6B:IE,#LT<>"2;
M5P;MW;L5UE>IHZ@U)BYVXP|=LB O!3DK\$G\$*MOBU\$ I6B@)"8@(+*
M2RN59+QU^;86I8W'S=2_9Z>6'Z7A1M415@#(B#)HJV#R(N@K4=J M*T-M-
SBNW(@<R_/WS%J*8+%XNI@U5)MNE8%T0\$2JH"<<2*5-MUM4KU%U)&:'!73Y?
8LS4=?1_-O?2>WW7S/D#EMJ|JXJU0VKGB) MQC@0%LGS+EZ
CZQFB'CG\$T,N3>OJ4GN=RA:DRDG5^;4:F^8("YJ\$K&7+-
M\$|6EM;MU\$*EL77BT52L;%P4|CE0VFX3@V28PH=2ABP:B0-XZ1HW!.*U<.*:R
M;4.#3JEL7=0Q6-[2.J]">>BI;)|6ME<"TR:./1@GON5:6,WJL@+E?*YGYO0M M^="%%
<=5|SCUQY+*UIX)70:|JU2VW;D6)R.J>6O|B9Z'0>S&LMHBB!,&=
M)E|C<8@N6P@\$/2F>TIOGKZ|GH;P-TRO'9N|FIZ<_3Z9_A&D^M,4Q+H|@!M*Z-2B6
9J*36:|C%NF9XLW=|_7A/8(KRZW|)X4U<-&|GX^2;|_
MFIS2TV;+J;5)YM;)2XS3";@,P^@K%:T\$Y?;+-4J9J46V/SXNPWR'3"Q+W+<M<
MM>**X327;%0):3(>^;<:(4@G;D C50\$|J?M|7|L 1ND4>^HDT,AA0J2*M M3E
DS^171^)_|;"S\$BY(@T+%UI506IJ".IJV_|QHVGFY\$-&JDO2S*C M,QC#6:V\$8L
G\$R%\$|K2L9YO-R^CU)4MK4VM=-,MK3(%&E'IHE3FR9C6AV1;1XJ_F OF/N0O=6?
JOW<#ZDY\$S42Y-<1H!
M1_*!"ED%3\$1CDVN|HVZ#=U=A#P.RJA&?.VMW@##N=;%?'+RO@;ZG>(KMD.|F
M|&(XIC2BZ;9JWC^R"HZ,EX(@ R,I"LVW*&K?>V&4|#RZG/K,M@'DCX0\$O)8
M.=I%NWO\$S8OK;:8S:@R05(W#2_7R4A@!D1SHQ\$N*0;6.'|X.?'-4/RHQ\$U M-
U!N+Y=|P5YB8"8O\$?@*M0#2T5#0F@A,TQ9E%0;|V|O0R;W9W|V\$X_/5R!
MW!UPL0ZHIQY'VTEQ:T5;C+J@|71,FE3JEX+6DN2%#8!*JRO*;J Z4JHGP+# PA:~H=
C2|+~#7PDK<M|;W8?2W/YT1GD|F|V6'S(N0|%*\$M_5\$7)'#JHRF611S-LYE8CD9+-
@ZW*~1 M|"?&Q&9:W&%O@HNI8RT-3HT6"*8VHC,<7(P&3\$9%B
LJVSJ0XW\$F%~Q!K0UT MTC:/YR|D+C;KA14N2BZ4R706:MS"TABX6'!?
C#|,28"0%B%W)|YI&6LI MF9(J|S5'<*(8*#E*9Z001MX!|@59| MAMV?*>WT?G10%?
9@S5V:Z%)8CV\$+^B4J8@1R50#ZT=5GP(H-J;>"O@'+D3S-%|6|7<.: MU0C>YY/Q?
#0^&XT_OOF"TZO|K|3'V8@S6D+/B>EG#>A'GR.)(DP/<>"+|IT7TIT@|T*5X.O\$ M1%
T'6EBND@3,R2;3!'&MRX3>0W-D6|;F5EO'?K>.67G|^<3KXA7G5Q+B-Q
M+|^U)Z5ZTHO4AU\$Z_W!UIC4'0O 3/>KW2SYGK11YOPRJ/'Z1&T(W-3N1R%
(Y(CE|7QTM 2 M_|KY\$987HQF-7KT;(KG5912|LYE'7O3PCRA6A5I@_T5|N
+5Z"*9&VLUB+;2JN(19==R*EI+1 M;JMZ^M^-9%=A'SM@Q*W@HJTUTTL|VTU4%
|&@:~#J+>3W;DR|"N;=7F|/4F&+
M01^2%%G82/^W4#5^BBE5O@W%C"A|7X!HHP3W','QHZ"N1J!BAYOIG\$E5HA_-:
U|9F;_.W"_VRAO4F/M0|J7_|U|=LTI(46D" IM^|HH&|+\$+UK:>EIOW
M9U^^+\$WA<'KAE%|?FSM16V<=65T-"8RR*P(Y"|H"%))J#&B\$=|V|AVZ&|"\$8 M-
8":>K@QN&W|WWV:|FWW@\$23.". J7/BGG:T&5.P)PMFBFK>&@=<-\$5X_"\$
MVF/OOJ\$Z>|@O;^_|\$|9T0J|G1<<(HB0#*D0/\$6GAC2QI(4MDJ%K;4?<"V@=B
MM=3G@^395!D|H(*WP5U<-"W0&111*^\$A2"R@M;@G1' L7@9E2|(6KM?)R-Z
M("^^|S_?J?;\$^;2(U4U<.5|FVLSY81WW*D.J.H'HJ./03U|ECM\$RES"<8%<)Y,0|(1
M:29(\$|B+T('<%..U;9VSNAG2)|ZT|N|J|33H|E=-W(E@VV@H&C?"Z1766M|1
MZ@|E+%SYYH<(ZV)|>)\$5!Y=*@:BX M|DY&M;<'D T|;+UMW/7UY F^A#;-F
C35TN;K<5EY,A|C;9F;C.UWQ'OP
M#!98TH('MO:A5@.^ZQB0V71^|G8ZR6=I_N9B.U|<3VJ?DM(|@^"ZIE|6/G"J M9#
IY;)HM1%^K0V.7G"%;?3=)5M6O7MG|1|-E#H.+@-CXRNX*G'L.>(9N=G M_.N
ZA*|L9|F;P;9-F2CC8YN*|S1^F_5)/H%0AJRZQ13R"A""9!OE_V_NR
MWC:29|CUXIDEX+!-Y|OWT>S M(HB9&|?
W*:W*ZFUT48B@P#D>0#!&P5K'0:I&=)!")>:>L#\$?^_SA')"*HH|4
MEEO%.Z&"Z0/:VVCN+*|*1HMRDA4F\$VATN#|_-?2DL=@9|T!&RHT&K+\$I+LPY<

M;00\4^>RBMPJOY?H,%Z-XZ=|2|^6H(QR'#WC#%G*,D;,)3***"R"<6!8R_AFI M%%IO?
<"ILUE'-MRFGZ;0\$ZQ=&Y"ICAN7@ MN)# 9\$"M\Z6,MN0X<,NI"C\H^K^96|>(^VJ*
|Z7!W|_NU)PG+M =*5;-T0! M\$O)Y.#SMUPNM+|'"E9B_*E_*?&W|ST/,U*.*?|E
M9#::OPIA,0YJI9/,&>J8_QI*Q_D4BXN74#NE<^@1:!.5Z4)YEX>=/.75)?J0
MVFZ|7>44/ML@A<>G3U2@?U1?IE9AEXR\$)'8:P(3UV8/O;YITYL%;EM M" (#L%
8:GB.=&:|EG*M()<,[A0PN<,*C-T'0+B;U8|X=5*K MR6\#L14J01<6_JIO3G'>_SV:?
WN#MB*"G+|HSW(8|\$+:|8!EPJ&5RD*/I
M66F=8@5X3358;IW,1JH5>4|ZAU@'B"SIN4E=FNB*H? EW_3N9/(KH7JQ' M?
M|T1OSB+M*G?---\4P3A|ZG+T,:|/-M"H2<#'\$&|F)C*L.FTY+C,|S^XZ*
MR@;U&+>:WUUC/E/)^<^41JN)"!#**7 Y,G2)I44|BB>::I=@/ #Q3)2GCI"W M7@"TS_;
|Z*,31=^PFNE| #SZT53|?X^B'2N"S*3B5M8_L/7HA7.:|6THH8?
M\$^%6^MK&PD\$3^\$H5K,|D_-IX6A+,#(9T#P:|5+@SM=NT7<2"7Q|H*!7 E|?
M@1\Z@6|=9;T;_ /Z:H82FLV^7'_N|9@9+B21#@6D-\$-1&>W1;,"*3T?A@C(6
M5U2|8/110\$>9XM>+|FV#NO86?XM&"==8EDYG%\$"-NC3= 7+@P5S|\$W5?|?6
MY5T'<#5FO(JP*V<4K6|7EXA6 M(3)A=X|_G_Z!|%'N*>5)55Y<#&OY,|
MF'^|N3^|'"R8\$#41'JC5&MT9KTMM',9E<|ZL0(N5E-9)U!BP-CDPCF@EF!"Z>@>/Q_
<87A@'^N^FN@K MO^E;<3+B*H(%/O,/KW_) MST0E!A#
|0'O* @/RYFFA(BL>!1Y,J6QL C2V2KZ/OJ-%G4?@0+7P1|>S9)D|
JAWBZX|HY"+/L E'NZK4|_7/YP^MHG'9HO7/*P).2&|"[0+|3_<#J|^7I29;U?C MDDOT,?
WS?R?3OY?Q1&6MB|DD4,Q&\$*98ZK@5_L?-T%*AL_9=*D9V>_JP*.N5-M;)L,*O/:8?F?
D^* @_3|Z@7_.Y|Q;ZG<'J7T:7J1W*(WP!^3\722|B*FE,<< MG8>T:(J?
F0/#J0+#N\$B4.^4|: ENSW|U+5D)E7WDL^7\W'LOM">:<_WU|-MT:".S99?
(MI_HGB6_,TO0M9|NZ5<@P\$+5G:PA'PB|&XE\$JB5\$(E|U*VL/_C
M3UU/AI!ZY38!K|/T|QDJ|_R|Q!_-?OXVNG Q7: XW-MTD?YQT|3>#?|>75Q\ M3N/Q|.?
%#S<>N56Q;&#)EF:&VG\$/PFM\$KTTINS)&4I&T|JR#SNR/Y-359V N
M*O<: ^/= "L<=W-3002*2A#J06%H0S&H6"FDT9#<\$89Y+H_Z;/_G>V|Y56Q
MH4!9X:=_QFDZ^S:Z7%C64>N@LV> 2ROW2Z844VA7SB|F0K:>V\$|M&9|P,NX|
M|"6\$&W:71&RBO|6&8|!.^ Y1J'T:)>=G5: M"&NXU*8D*-%2|LS!ZB"
|TYTXL%KWL7R>OD)PYZU>Y&PP;FO), \$&|Y0^7A44
MY:JW'#CE8%EE@9X%0H),@0(G@8!0Q*)9@7|C(C&":PY\$U;YSVX|F8)EX|6Z6
M*HF^?,U* 9F)ND'#UQV@|F8|F/U?EINN=|3:MR5OX#R| M_OD9_<+Q_,SC|FATX,
%"24|1(&1.@&)GEJ|W@AQM1NJ|X#WC!2H-3F5(SS; M='V25TK.N(B)XOEJ-1,@/Z\$QE
"3DF55_R*Q"Z-=Y|T#|2@?J"/8HDJ|O) M&(_|5IL,JW|/;|I^M861 MYF9%|.V8#
DLCZ5HJAS6WN321EF8R+,*KO8(E5//S>JC/35RL_I0= RY6:7I
MZ^1B%!=K68AL\$5Y@E)).9|?CCCZ8*H8.-V&8_@(:@V.'J5\#P\$/1;ZFTAACK)5!5&@Y:
MH< K\$2_Z2KQ.EA%78Q|1L*0_\$F4=BO,^FP|N+4@USN^_|
M\$)JY@ (X;2+0!Q|;>HQWD>X ME6_FEW=\$=|MZL*"E+|_|0NGJ*0SUX(W&9L^RI-\$39|_
F'|H/22|23 MBG*J/ZUN4X|= @P9*-,&AO:D6MDL&8|'"H'GAN BJLNC
W"V(H5NPJRJOS6 M/=Y5)TDT&+(TH!6ZH8++TB4/K8EH<,MQ0@K2:>#@4?
DK8"VM;D|? MC>:/T8|13&682VEVLG8/ST(EFI
M9NX3T*|,120?!"&^<^|EFB|I3%+FN/:&%>E>B(*/\$Q<">%XCX'\$GCM)*E|
M\$)ZQ&NPBY_8V|=U6ZTM0I6-6QN6
M9ZP%>XF|P7GQ>3KY,2J>R/O)|/>)6|3:3|_EOGBFN0TYY B)*@^E)Q+8K"- \$
MXIT699Q?|0YVCR-ZAJH1D8**_4CKQ,X'3?@%8S\$D8D&&TG'1EQ),RP-8X207
MED=+:O=L.8))\W58#|!5ZQ>V@!H?7:JY+(-.0QEN%F5VH+6=,| M?OU93>J?
KXVPIZ@KSDR|.:^*"I:M:#6|932^*IF|Z^R|UPF%L!P6^_7|I^Q8 M\ZG#YX_&;OIS(1-
<5DDB05%?W!KRK3?D*O._VEN&%*(J:GS%%@V/6 U&!HB,>||@R MJTB;G><1,M)
|>E--T|_AHSO*J*\$V371VN:WVQ GK^;SZJ3ODZV|/%#: MHR8RLB@^)B (-
>"U|*!)60JAZ*_5CH_U!OD,5:8M414'U6X\$?*8HI9H8#525_M4%XIJ#36"B#9YE@&W>?
Z!8:W_3QWC>@EX)JC;-?Y564.E?XV MF<1_1A<79T\$8\$S/3\$&PV9?
@H^C"2>|@,|6@EA0^UHZ*K9S|#=G<2ZP9^|PYU M?BA%:>Q5V|&:HK= M
2C=H)E|1W#11IK,1N78%!ZM9<3_%H:S+@79VG%&@D|0E:W+MG:5Q>K9SU_|
M=A+K|G|WCF1^F4_"W|F%_AQLW?_?;7HG+#4TL|E|2CE+DZTBX*B'LGBD25
M;D"X@29M@0=&F;*)-J|HK)7SGT-Y,|0MPY Z0;-U&T:);QWH^E_N8NK|\$=R
MLZOI(G5N=M,58+GKNHOKP|Z-X_H|J|%,HS1;_MOHYNN/FXQQG|Z:3E\$"KJUL M-
N|G<+0".LT73BH7"NU9E@_J|HDN00;L'VZ_82_@+H_O8/OYA7\$H|5ZPR)D
M6|JV|BA+|Y\$ \$FDGNA"(E|L.V,55S_7O;I!7_7!<5J6ASI\$J Y;0DLUH-UC#< M2;QPD*-
NTSMD%8U|\$,UACB<|CXP7_"^Z'|2CQ8_>N?MW;"H/TWU=I"XN

MZF6<*HT)\2AD)!;I* @*.E\ P* RQA*EPJE: ^>O=(!UJ#+# ^G+JVMQ%N#G-E-
M1^P:X+*.H O\$1H6)'>=IERQ.K7;5*.*#XLHEX,3B6R2R 4L+5*V5
M4X1&+FKG11U,=9XH>SP&S>E#QT.;UOOQCY9E '#+Z62 MTF6&+F?
MFM@NN(:WS:L3VD%AJF*C03G/YI=F<4PO7AA-<)M3C@/5)5_ "*"@;>
MNM+4FT6%KY*._I M;.-I) ^UI! ^63ZU^&I1&K(*.:UOKO_R=C0KICTB7C69Z0"U MD?73
^8Q64\$[TGP_SZXQ1RW/M1N Q?5]I;T,=EHUP.\$L""DEGNA,TE*;JW\$G M+?
%4)A@/(1+2SA1Z!-<1V4)UJ*VQ ? 3H?B.>2!-
G:V\K58'WS#:U(SHB<#L=3B*%O=I'Q8W,N4;7FQ(V=#A0^< M;Y7 ==//%B/0HC*.;8-
N*W6A>IAQ,Y07;F!7X*!=!2>W7J10/U-+*!;Z\ C0*9Y#069'!F\#3;ZJFN2-"G&,P+M?
O&BM9 WH: ^#B_C&9SL_+Q#X7 M_D\Q!MV^V>PJQ=<_G\J;EZOP!&7!' 62:0DD,0V&R
0L>,=5\J5Y^X!MVUKHL\I'OI!&BT!YA1(HSD(AU:"98&C&)SRU-DH;W(
MR&8D+UA_*E#3H&W5K3O@J5_-4I3?,BWG\^G'^EB\$0ZBE"J12JH(:7GI&"C M4IE
L41YZ2/I=.W6C-V00?!\B/KL-3CR-J:X/<2I?,>Z@!TPWWDKT(G_%1C
MO\$M&8E6ZADIJW0J;T,"3%PHR%0+W<;!>%!++1,B\X%C:W&X46-CB0Q;_OI
D*BD6@;_JU%\$);3(*)M9C I MA//2%&07%@;:0?@2&N6!<1P1G#RM5KMJS9\$?
00SDM3D%U8 M:;! T_U>*Y^@-O\$VST?GU-
WK(Y9P9P55X+W'U49/P'J(48AN8@T)E^IY>-F M)" ;NZK 3H,0ST-4*TN\ ZY&CM,V3(?
QD6KPIJ0J\T!B?-5GS))&LDQXTS M: /"6MS;G
U@F9KE= !BUB*#2WBB4F(C;I4N\ P8MNYZ\$-;SU48?#!QV\ZA+0P&7!4S*N
M4:X@&>LU"0%RU@H\$B\1TQRS%I29H\$J4BNG9#V0TPGHD.I' O@!OO"MOVUH=;A
ME4?E=&%^YJ5B!@TB<+A\$\$\$XE-(!11UVFI>I8QT1K^R)/@CJ@1W+P?CMU&6NP
MC;SZX487Q;Y^/YE^<1?IYE;K\J7HF58QV1@T\'+\$BA0X^))&S*@BD@?'DZJ= M\-,5V-
*5IG6^TK3@L&V\I>I#W/SZ.SKPI1A;AE6BAR@4&F7>F0S2"V4 MCM&GVH5-FW+-
YW86\8-8AYOTW3T X_;"M\HDQFKS@EN;21M+A3>HLN>D0\ MVFN;4K8NU;
I%NH_AN?&^EXP;9.W=.D@?6S+G*1MB)7!&2"GOQ)TIEHZG7D66 M0E;Z^B\0#=E+-
D8;<-? \$^5UI_"V49PRMZU#J=GGBZ;I@*^/)P:(3(*Z0#/+MM;_I-
@(97G\;L+9UD\IE5Y%OU8. 6P=?OV,96M0\>JF9=@'3ZF7\FZ57\$1_L.#4=BDT%B*!JR6
MW@1'K*H^B_I%I/+MI2\I/+MP\N!&K%V@?BKE^^>U.I0D7477@ZD0IQE*TQV
MH\$PH"0VES);Z!29KY9A7"?WYYZ(Z%7KYMM;_J=Y3D1*+&;9

E@2M_(O

!O\$OE?8:TJYX"!1(G^;?TO3/ MY" I>S4KSOD_C%,LD\U)0F?
75I0K2?;5TX\>O09#?.*NJ_M*.;&7(H^6ED;!SIT/*TWX#QE
M\$%5(4N5\$E&X6#G\>;4/;6&T\+Z(3;)TIAYLT#0Y21(L?O7HJ5>U2Q\>>-M1'
M=JNE#?7A_ =!I0\I_.Q/-SY/B_@G,2)IB\=&Q", (A.<6'(T*B. I:V%5UIVZ
M*.*GWM)6_.I&4^I\I/1ON'IQ/=E7YA5-^#6(=0GGTS#Z7\$UU48%#C);<0_CW_MZ=M#
<@V)=\$X+&3E%(I"(TA%(@14Z@B0I>/P9LZ%38\U#\$\CE1J<^?WT\$5IFW
M/U!2WZ^ ^KZ;_ZA_U\B? + 'KT0N\$ZC C%-3"<9<43BK8".IPGM9?8)S5D
M5C\$ "M@#B_G,+B')*\$E52'0)!^R;)"IY)!MZGI"EZ=2IVNG9\BKS;#SU!G;6
M6>7HU>.*D'1Q<7W;OT'3"__V9C)#ZV#V&2T+_+D\3Y_RJO+J1NA7;;XUV?2
M<2ZULD SLG+I2FO\V MG5Q=(M(UF,6TG(+EC;LLHKGU!LD8/0^>@_2IC""
GSF!@VBQ"+%W5GFVE,5 MJL5<, >? 4X?UIG@S+4VQ ?
N(S..4B.O9>9>5ED*)V\ZR>\$(?7IV9T3X;CJD7WO*4; M_BEWD\$L03,I4AG.Z'-
!D1)'8K"Gnut&8J_11KG8J>A\SU>IFK'4LD;O\>*?
MR\$1(UD0(MHR^HQJW;BTL<"IS+G)RT;7SUHZY#G0 IZT6,0P"IE>)9TW&
M\ZK#VX6N@Y=X&F,8DY;!"ZF4*1H)+D4";'A&%8/7CC5+T3OU\$L_A5*L/2T;/
M=^,AH3_+@#E9A&! =&7%N@\$3\6G+.C6_6T.ST2CQ\[\$=EGN%L/%@8N\>2&F>30
M@S427Q!!N04\$0\L8NH0V(RW-0P90D\;I:RM(+NP,'B))QKM6BG@2I8E!X(6 MGW)
LR%)<^<9^57BV4Q!=F&AA66\X79\;WKA)!-CL-LW9Q7T90""P(8^-* M#;;&DT4
&Y2/4241;/5M9D_;!U2U@IS=#DEQDT#E\%O),+_E5\$!\S%G1?U
M)E1Q1F4D.@L'.98.XD8K,"\$KL-(3BQ:C(SV96UG<=0ND%Y?Q"Q;\$%:DZ%T M%_'KY
I W+I,G;D^A6\$\$\2T\$GSE0\$HJ(!D:4!'!\$MH;DUEDJKI6/0GJA6E3
M79);*;)A==_&OR/96J\I M=N_>7^23\C;_ \D=_IEF;_DCKGYP);CA)5\$!B
M9=J%T1&_SA2(5_AJD:FQU.ID-*E!FK2*I\CBKARA>F.+L2<-#O1\I3\IS25NX&PZ
M>2/3088R2#HH\]\$VUT7CHXA;*00%9 Y\N2;-V\H7ICB5*;IP2CG1\5SJU+@
M<1D1H2./@ S)0ZB7 #/(GJ\+KK@F)1\$U\Z4J@#_Y2LV)KN!2?IUI#V\39>3
MV6@^_W,L2NM,@N!)+M*0I7\I M !FX,-X:ZZN?AK>??V3;61L*)Y7DWZ*IT0K(

MIHW5\$X'K,!&HC/AQ"Y/!&NV@W(8;&EWB/EY*T_961X||YR7I0'6YMW/6WE^
MX^SSU31|<L4T<2|2N_3"/B7V\K5?GTW0=&/XZ^3-=+G_YS)M0C'N.MIV7
M(!R*QV?,AO\@47Y:-(=|L=|S02PL,PW<"|6|Q*KR?3Z>2?(I2S\$LJ0B6F@ M@0<0-
AMPC@1PUE/A'J#UZx-NP?A):K1/BPT<.U6SN9G||X#&^NIE.4R759
M;KC^XHOD98D1%J)"ST'81 \$U-H)Q7D:QJ\$VI=B9\3ZA05|H6N2D7"-QANZ>6K#6AN
MK*9;'IXJ0IG*>92M+/83Q4-)<^4J-5YRQVN;'7H#KS3O>V#^
MR>.A2XM+DY0WI3XC M32 _==/|SH_M^W>DH<)<FS-@:-
AC*O*97E",|1Q8YL5:&T.DB\8G^,IN>?:C| Mx\$8GU24?.V^7FM?8NUAW(>XS#J
K)F^|:NP(90|K8_AY.A"#BM)8|TD#N4DO20>^5XYOJ2TV9JX_A>1D61W5F&H2|;|"
M04.WQ#. ^XK|;:>3QV(40OLPZ&&%&
|^FPSDN\$CRO78VI9#MKNHVTY@7N1"O;EPL^M&-M.T)ZZ|(FD'0NT^LX @LY
HU)EPF<(IE.G>9WJ1^Z#^9E61MU.&EP77FOE>R& MYK&+/DU_C2>^I-
\$602Q*HO#'DW\$878P6@U9NKVKY7G595^N2_IK.GCU_CZJ M|_C@C)+NP
V167U^/I9@A7D)D(EC+#+:24V\$LJPQ.FR)"ZT\$?634*\$UX!2?#5; M8KS9+5?|+
(BW,N,1*5VY@9-&@#;T|6,TBQILKEV5* #K.&MD3HHWK=L?
2,1RH%=8@K)U?:2&KP3' @DGG!?'*#*T.K:10B@0X8/ M#Y=|M2\53=7F8YJO\G)_?BXE)
(6.-|L.D>|ORGXSTI.&:T%:="\$%H980-%D-MB#
|8B&^8EZIV.^*^&%^F!L^C=7WZ\N%C^ ^GF00 M_Q_ ^ ^R+
<|Y/I34^RDI:ROJ"O^A@&R^,@ MR&Q"(CPD5=|N/LF76BY<,NIL+YT
*G=+.49W7;WTH7. MM|U|. #FE6|\$NZ_IUV|W7;7G-7WD|)KRDC(>LHT-.3HOA|' #QZ
A!- M:5A#F/6VV1YZ\$OJ||VWW4:JS'J'N.W./JH4T?@QJF3H>>!:A6 TI"CT8F\$ M9)|PH%
|;7XC|D:WW256CDN\ZRB><1.D|SY"QM<&!%<9@6D)205"
M)1HET=8.'VX%&V*S+D6!.)# M'+XO/ED%GNNDFO|MP;YVW3RS<+M+:?
|N_N9YJ^ ^EXFO/U/BF|FL_E9R-P221)X\$R.(&3(XPQE8%@*/42I M:KY%9D-
SE4OPNYP7&C MO5%0.;R,\$(H/*CSZI<:B'EN:N'?9ZNS:==W9
*A:0&1VZS&W.X;|7CYBX4YM MK@Y|_?A.M!U8%13ZJ1C#@POK3
75B_#G5|JX!)3SEK9;&)H=4,?QNRK_9M MC84G3 MD:
/=4.7FG?|JLC06\6^|2<|T+!T&I2W@UF%Y,UL@3!7 *7%0\$6"!6)\$R|L
M|=C+:74D:*8=?23?N"/!"MTRVFP+-&X"4\$Y%6;+;%G5-2D)P;R56R0M>N8MJ.
MYL@Z\$_1B|9'!'N(O&+4MEPX%\$W_|*;S41A=7M==K#I#+;,\$Q%J741D#BMDR6
M4ZHL.8"BR7O/#>D2W7C4|JY|D17%^=PG4A\$CBI1-/15,J7CA@|@!&'@N!)4
M)LFUK;UXZUK/N(O0AZOM93;+| #SJ|I\$<1)E6
M8Z,UX!2"5MD&X3LU63U:9=BMMK6)+O21|8%J6WU(S)7A#U*55EQ<23":L@I
M6K2!N+0-(EZG5-O:B|,=:EO|\$- @1^3C9!S7*)>02-!:E3|#+*HRWXQ3=+@-
M@6RLC48)1>XGE>VM\$QM@/L,=V%? 38-0FZIFG8@Q9)Y 6E;J_)5#DU@P2%+)
M(*Q'&;2|Z3JR>N;:=S'U)-^ ^S'UV)HRAUE(*3OI% A4, 4X;Y2)NIM+AL5T|
MM_D^AF=,?C_YMM|&UN-7/^5U7L^JV/E=N6*?C=|>C?&PVNZV!S/G/41763<
M!Z7&;8PH|I9X#5QJH.*5,1V|;EWP_R,|:DM?TV;>*^+Z^|MB\$)D2J5G(+EC M(*2-
UWU%K,I2!\$<"BJJ9@FT!|3PUJ_8###9JO;@#87|V)XDSJ;,\$\$TL<:SU*P
M5@4HMTF4F%R" _>VUZ=-6-22/#5K(/5S#*,W.K A>V4 AQ(O2"(&O+9EC&+2
M0CF#IWCMA4.U&(&L;6_I^*E@&2K|+.87Y)*1%A+_TQLV^O;^8_+/(<7P50MEG MA1|
OO-O:~?U23&Z|!%&F:)|/O)?3=+ VT\$O,V|6'.JEV&YP)X5P6D,OU|HI@8LF
9%!,BZSUO+7B,QF MNE=S1&9W'D|BO|0X;TG\$DZO\$#,N4;8<>?(|00R")X9G&JS?
>.L;|TH\$THM=MJOL.#)T7V 7;K_31WBSV&FBU P5#JTFB/B;I2DXD-R (B>BF6UVR(R-
AV:~# MWBY<>PKIH|VTHX_DATT?U%D|JG\$RZ:| M6.N>/MI'Y
UN<3Z,T7&Z<7)6B5*+%T#A:IEPB,KJ4+I:(O!><(B"18F>N4)Y M5-
>&K7!>EO51BY<&@?@MT):O21=PC:R/1X\$=QORH1F,W|=B#@R8'S;,@#;:
M6@F)LW)7(#)8RO%X=5IRX64)T9V^@COA@!Q/(WJ(OJ\$!<@UR>0XB\$LIH**V6
MJ,3C53KPA!'<.YVCD@:3|IP-W| #1?T^F|5|Y>N7.?
CTO7CP_B=FX|Q:)V=Z8S8(L,U.UIL+LO!Y52\$0;)W-H5H: ^|1 MO0">7%.-
/>)R|9AKD9R\$JY^4(/|5XF7ZE.|BOHGOO_*SA35^%IC1SC(%BG.'
M@),#QWT\$6.0GCHA1/5JRKX@7Y*ZM66PQ3R%;VY|CF+Z:SQ-|J*|#C=OS'5#
MFB*4#_?>'GKFJ1%\$T(ROABE=WWP&+
|W%7=ERH|@FQM3>XW:\$>@#U:ZL\$|^7Y#+8"#)C8TD6K+C(:5IM_8 M#=QE933AH!?
ENQK='Q,I*K765*GDE6|84_8LB8Y"JNGK(M0_TP7BSUG|FUT M^?
KG%O_P=BGKW9(=)D=0?-
M@MA/7SNE.OQ>)4XB/X(JZY.6&J3F\$H2+!+Q1'"@/*A"=E+7M9BD>>7|\$\$:A0
MGX2*/E0.25/>!=NOA(K>+/:Y,M^%@J'5Q.88*.*K%BTBG &T/\$30 ()AN*K

MHAO.XSR%A(IFVM%'\L,F5*CLJ0B\$019E^H-2 8ST&IQFUONL0LJUK;"32:CH
MQ5KWA(H^(A^Z'O=E(0I**'#M2PF=CN"H1H>|R*)4<5KU#/MQ[4]T=7\$.=[^]MV.LL-
YQ)+G";,Q2\$,1QMI(@> NJF\$67PN:CMPIY*[LSQ6::UB|P\V.8+N%)M-
KUI)5,L0L'@R?;9,94=#D XTJ!.\$%Z"341"T(\$9Z6*VU6=WGE:R33O|Z"/Z M!GKQ:?
XM3>|D@. S S7\$@R:9 Z|-@I5:0)::UN*)'WM)-|'((XMS:8729.: M\$F|F>76J7OG+F|!#?
ZGUL?PQS<^\$9-F&0\$!ZBH85U7B.,A,@E|9%EF07W!"! MM5Z@CR0Y8H#H<#J*
|M#&|& 3|L+H,4C#,Q9N)=UNA62AN@05GI63H,"25 M8P=GZ/&G/"NMJ"S4K:.-
CO?!.#U|A=A2BM _|86#;^/9O.,M|<|M|RP-G-
MWE(>W>_RM<(2*EV57C=|6F=^U=UL|WUXK?A7"FFTF+/Z:AP7I^*R*U>C->V
MQPW^RF_F:FO,Z@DO|7TME|N?W@W2 _G?_U_4\$L#!!0 (-%+%"GN3%U; MJ(T(
\$#!"P 3 =&UP+3(P,C0P-C,P7VYG^>|OO?|_GC?LW/-S-IKK|>:ZU9>|_LO3!;-|Q:I1Y
MI+V/%A; _L %@&2 @!@#!("8E4@B>A'|20.GA:LDB+@\$>FD-@/B *GJ1^
MTB|0:/U/&I02VKS0NL %\H5D?M/E0GM^RBP!3VH+9V|>-2#8RS0Z|C+L5_
M<9P% ^9?@10'4Z|=|J?L".O>|^MJX@WUA,C9^4'A4)@?-\$1.74U936Z/M8>7 M?_
"9R^@KJJNJ^JIZ^N*Z>NKJ^EI.^NN6 # "P"6+EQ5U374LG|:.#V/%E+ M?
HTK4IDE_(M>L'ZQB D)_|1=|_V"87|89|0|L_V+1'ZW0=^R>^ ^5|_V= _A MGS8N7N?
OS;|")!8MU!L;OP96+=8;|OB^S!|"26+5NV?)G\$|N42DN(K
MQ"77KY:06+U^XJJUZ]>NW2@IL5A^7OZ^"T4%U^Y:N6:5:06K%NU:M6ZA=J
M=3|@DO^3#N8O)++@+U EK"0/+!\$4DA84FC^(6C8BOE+0D:@EJ)"B^6G@<)>@
MU(B(BBU=MGR%N-"-H(>\$0|5N;,-R'A)2)+1)>*+1.5EM &R6%1;9+J8F:
M'=-8*Q|:HRZV+B&|ZM .A?7V%STU-./PMTR7|F0|O'W|S@NFM2&GFK#++/&\$
MMWF' *XMW>_X|/*^AMAY&_ 'T@|7NI%Q2+>?2G6?3>75=|_|.OF\$DY/SZ|L'
MQS|I6#K|I E|2"AIZ|HY_E@26+ &U%5G4::F8J|-B"MO5I\$1 #4+EUXJJOR2L
M6|#@HOVMMQH*GH_#|&Q3A_5>.,UW.|46%%BZ2ZNC'U1"(.UM|J@-ASSYK<)-
MK<'N/U28'P(DA|?'E 2, @\$G|_NS=.4Y,PITPV?X,"UT512|5%?Q\$P*FF@;|1
MJ|7YS^8|QBH|A|KL|_P@0O?2O8LF>2)DK;=_+SFH9N.G^DE|JZ7+O<,U,|)%#H3
MOC|N_.|I9|PR(YARE'QD_/_"-@/81ZPG#&RWV|:|LR4STXAM"P=)TTN>|J
MRMR'\$=O)?#B7.6X_%APQYVOY(?;NEP:(XDPV.0"0UG_J'1%1XF4P^K%^L\$&-
M%3|<7Q/0_C7EZ=#P|L|'M|C.^8|Q=7\$/LH/H6TKGM|Z>&ZNA?CIE\$N|CI?>
MA>2FZY*F@8&#||#XZ4&7&Q"JNT/S;&M\$K@0CORZUUF5&_=[-D)|#D|:7<;UK
M#QU*YH%RZ.E=.YMTY@\$ZRH;K^SWOSGW*X3G3TF^F|?/ W?N>DZ%;OZW^|N'|
M1#9X|^-"W,W8?G6\$4&\$|AP@E?|4W_S)68LY|J5ZU9SK>C@*S-M?
>>6CE>U|_|.Z,X5H>|!&9!RX^>^8|M6=XV3YXRMV&3AEZ6W_@NR;2R3_@H,QF*0/) =9
Z(V);5MTUP M>VB,WJU;7>*R)5SKVL?38T\$C8PT3|"S@<2/);OF@3+T|OPG2-|A*)*?
3#;_MMN1UL#GG6|+WPI:W|!&HXYM=9"/F77Q\$0-MJ?W5+B|"@R)|GY'O,O9|7S+
MK*^A,VL4A^7J)K#3?:W8<@0S@?,1NQJM??^.NHP%(I.,YS:._4--R9E?Y0,8,I
MEOUR?C8EX;BU(FAEYE%25^G4AYN:RB9HW_ =^&H>J/UF='\$>& ZL^/AY|M0;
MZ'T*J#!?C74L/K^'L^N^=GTFW+IZGLC>|G\$/W|4W/YO08?'P9
M;E_'E@ZO_N^M:3D>NN7+ZZ;)(("V-+Z7:6-R;6,PJ=NU/W3F|F|F8&*0E?4
MQB|\$W7.N7@%0_*;Q1JG1DQ?YGG2T1&S\$F3BXS;|HBK;LME?Q>T:
|'"Z9PJ&>A|&K@TV|!%?S;Z\$+9\$=?*."#GS3+!|?1 _M=R.4H#VZ)NN1HLSF|P^982R9
53|J.6\$>|C|F|./#|SI.KH|R9.I0S1|,S7 M|NJR,R|JC'U|M.(S>G=:FUE)^|_
W1O7K4W8EE>*O1F05EU8-P| KC6NZ=V|M)|#MPD83|9GV1_71|:8MW|3U42.'?
9."G|,WS79H+:OD4R62Y|5ZN|FW0% MU'VR9_?^+4W7=*U5ZEYOZ|HH&C0|B^+!
|6@\$' =5>B)ADRZKA>7|;U/+YWN MBEB\$=3C@,1,|,3MJ'5J;_|[+V/7)+6?"SO)/K/*.
M@B|!|^M55Q68^)^R7G;_YQK#QR;.,QM.N-
|JZBN^Z0L|X.6C#F&/^R|X#XDK\$F'W#Y5A6@XA7(|C>1/>H1
MT#Z|^+KF3ELUW"V.,RPHWN7Y9TRH6G7\$Q?V?+^U<.9 P;|_|.A^DRRK
MMV%O50TK9X|>O2P07SGKE>4V#SC5VS_ ^%'OZ+%9|'D",=+^XKVS+=L'8K2^MKO|
M/UJVP>%CR0|!F|JC0|DX_5B"T@|YJVVW/YV.NPZ+|_|!WMR>O1KA>ETLI+\$
MJKR@6=.2XYCNX|?+RYM'%+:6YS!*ML+27|7;C;^_3_0;+RG<>D!7C^ ^L*"B:
M=9|D:KJ|3NT?#?K|;*/2|DWQ?8CVMPWN4PN3DK FC-%
M|)|#|&JO_ ^ROFMD3*W%;2AHQOW10\$6)K,N;%OL@SAR|H\$X?)T#80T9L=M3S
M.NSHR|G|K?L-T.VFT^>,G-IJ3MUY'Z;J2)(#|S_V_E0/1SX3?V;08Z9T%;H|
MZ,Y#VX)\$Y^ ^.|8_M'9?L_|SN!5V:|4CYZ)^Q/*'6Z|#6UUND#>|TW5O
MJD*EHU+%OX)Z<%)K_ DAUWKZU"P:0DMY@1|O_)NCV/SF+>YE&;8J^?!ZK^/6
M&;XE^N|.V8P|'7|_|_*K#AWLK5?#5|QZ,ZM5|;W+J|07|3N1L?M T1G;|J_0
M"6TGT0TGS%NX@W6=KYQGD|'8@G"X&F6V>&WQ3/2.=ZOI.0NL)J"LVAC2?RG

MTOF(S>|&7FX.>=;)A(80.WJM#4B>%8).UZVNLP MC_WT6#(/A_;XY=#0QD>M^
(|YU7|05:H#UNS@:<=-
^LABQ'J)2NJA#.'9|^E>PPH/YN+TJHSE5'HXYEE8HJ|@ZGP|G5V=IVT'ZfZ'3/=
M:5%_)P+9V/.YM:+F|NSLIUOSP#EI4T*LZKM|71N&\$R9J=09;QWK=9?E!E\$F# MRY.
|B8X'H98-+V0/S13UN|W9R0';)|X8/ NS\$O_Z-&CQ5X-T|FWF7D@?1ZX
MA9CAH*\$ODIU6|9|Q;%7)?^(V_#Y_7%|L|CHD=@V?E/+|.B=A5<8MTF%A,X|M-
V;\$<<%NG7#5KKQIZJRR58("S-HQ>K9J3_-9VS,OQD9CB%+NDTLW;|HH.IARG\$|
MQ>QAT3"9;8/MT^NC|P2\$)W|+.&|'|VWX^V)<">-?5=+|EDSHG;1|/MNP?
|C|)=A,TR3D| W^PM?|!M&V-+8Q|ASW#_|K;?.5V.+G)#, MK?E;;S-3R
^LZY3NHT(7G50;GWQL-0QID|0N=X7|X!CZ-Z9)IZEV>2K8)_C MW:-GW*TZ6J9JXP:-
H|/#4T:3Y54*R;V44R|_*^T?CM:A/8L*+0?|QB?37SY
MN1;W:L#Q^ ^PJD;:DIV<:?.9FM7BV1V=N0&VG(C?5R=9^/#T4&@;;K|12MS0G
M37V&+C;/A(=6/73/^YJJ)_LVH-%JYXIW#|Z7|9UKD;|.DZVV2UYF9FU^4P49
M@!4G>Y|J?#'|HF=VPR|3O0VW9W=7:6&=8<\$32:V\$EZV^!6.0YX|P3;VM#|+N?
VMD|U MKP6|>ESK2S+?'!WLF=U:.O+F-C;7&?G)^?B+46=DY@85J|Z&=.6NUQ|}\$?
8ZD\$MIK8ZE#|_|;VGIY2O??+?-E1*7>
MX^\$PC8J0^L:9Y"&U2=^Y|2ZO)QX&"!4ZJ=YM|K,>WW?U MWI:9"&^ODX%%|U+
%|)?%FTU+*/E|P(CN3Q@Q%0--=UXX&MM3H*3EM>|8:)
M2KN_FFMN9%LIVULIL)/85@IY"FRKO2!|!#M_? Z5M/8?>U<-955 |Y"5M8C(
MXNYH|1:ADX"PS\$|++0O|2)"QV+9SL6W-M1LSZ,*>MN6B(>'E%:*=-HMM^HN;
MJN4+|3_WE0 @'A(&;H5M\$? 0!|RL+FQ2 3L8W,\$3"@UA'KX!^Y('(|Z ^:/2)B-
1Q#DA+G+"9"U%C@\$A %0 |X 1"0 MD@.L 00 %%
"C@ "Z@ "J@!9@!SC_,6@3;A4&A/@X0."+\$UO.<%|B6.P6.X " M/B#8 >P\$#B" D\$7(BI#?
TK_L.A0(#_ZIM80GPC|0|A^|V"587|XH;6KM>O2' MQPXLRL"|1^HM7I|D%=L0N#|T&
9RI1=M#X\$'_S(4=(1GV.^*O2_,^H^6L M/RK!|#|JQSP#8;|K-K|P|-|5|Z!_L|5T-
==='W(*)#WIR-^;H|M+0^9 C|2 M,8"|MYR<-Q3A:0Q|!|PJEF'!_!8|%/CO!
<(7^7:1@<9A%WZQ5X1#O.#0,#,/N,?OR+'SM8|BIP%^N?5=-\$)\$!_X MWW5_HSSO^,
|> 7^X-N%>1F|_F:O|0J#ACC|0<";|XO_V#?7QY;M=!:@#^IT M"
J'0X,"H<&^/R\$2OUH65/@3?^40OKV_K| ^?&|1-8"Z_68O1(|PJO|Z""DN MWA:A7|?%J-
JUV+;J#PN,<#|GZ,K%ZL(6_<\$*+J-UK M?K@9^)T;693|N\$@?|E1|?,"60/
L|A/T@Y.=FO;:H|YX/@F>?W&T%L|*?W 6 M^_RR2(S;?
YOB_#\$00/_K9%7RS|X=%%08 EQC^_GVW;?0O|1WWS B7L^EO| M'R:H+V3F0\$(*.
&N%4&@'>X@90&N&8%@W1<|Y,!E!|I8"P-^3Z>_E#_Q%G.< MZO|X'?Y8_\$
@A&!"T&XL":.+>4(1P=ZP?YF|7G"U7Z8L!|R?@@WXEZ@\$#OV.
MWA|JVA.SD4S06"!_EX0F%/(@L87D)?27<407VQ9|0!+%RM69G_J>ZEO&!01
MAA>6,W|?_||H|K LEWD@?65'@@XU!(2# GS@\$.|%/|6/"OGU<%CQ0WB!
ML|!B%>0K|_ ^#_<*(L,"?CY@_.?^O'&N8+^00' #&/0/@)#|^_!%9Y04<):)N
M!3M|POK8KT5LV2_V7X27^T'#D':!_KZ_/+7ZA_&'?|}\$7O.L-!2%+*YBR|A M8?"_ \$7?
ZQ?ZKN+BGKRDT\$|KV)^=* _@_O_"7IQE>W|@%L+9Z"WP!W_=(KEP"R47ZQ*+
M3ESUTT59X+\$7)!^!- 318CY|XS_YZW_RU_DK_)7_ ^3O_XG?_U/_OJ?_/4_M^>M_|M?
_Y*_R5_D|_ ^/S=_O;@SW+ZX%UI(|BYNC%8#)H W 4|0@@!|@! M?HM982@
6Z06\$KCK_AL).4=4%T|F7'1YD@)8"RWZ,,O|X=:T?'|ZBKZ(2 M#%/V6-
AC*GM!@U0B/4)4U)1558"#1H\$A'EX|\$+B<)|37|A_DU+N|R!
MO+.6M:IUB"G\$S_|P,@SB@+0YX84,|+SEC79R|6=G*FT#" (G+:RJI*7JJZG(Z>LHV
MIH:6NJ*GHJJNHJZNA(HH02+"H9|1"H%PW;|ZL\$, O,*|U_, M8^ ^L.@M?5_%@T*^BT-
@YN'P_ ^S-&PAC:%B M#X%|\$6%>\$/-P2#!|QR^XM|=O;_@B+'#14F|O%4@@)
@4@X%XM=|A?SZ |G? M#_>| ^;?"|X) C\$##P/YA6|&E53UE-1U3JAI
M+'PSJ*:EI*JIKZKZ0|0:C 1O#|C'OPCKGOCU@>%?A*'_>_CY1_Q-1:VM|JV 8 MW"-
X(8UG(|JRE/W|O?5U|=0TU77T?)0@\$"TU)4TMB)J2AXZZEI*FEY8>Q,-# M1U-
/6_,7W@SJA5APX +^1^!Z0|W/G|2%|= &^+AK;:NJ:0)|?1640765%/2 MT_'P4?+T!(?1T-
)45|YV=N/O*!'X)|7=#*&^S1QT,3HJFJ#E'2U%/S4M+4 MT=10TM75|3RU-#UU-
3UTM;VT=:3E_/VTO>!A@5Y@)'B'^3A"U\$Y%P+QE9?|
M0YUC\$%|/KR@KNQ.F9OZ^\$!|@H9VIF:F%AHF-FHENJ<|A<54|52T=51|O\$W,1"
M5Q)SA+%Y*:EY:RAI:'J">:MKJNDI^;CHP2J#M'QTM#RT?'T_O|8^9|P+S^/8%|(
MN%RK_+|PYW|V<_|6G'^?H|/S5'Y(|Y4_C4\$ _XCB7|/!.!#1KH17VTQ&'/'Q_
MN|3P|V>YAHZZAZJ6E|:2AH^:KI*NMR88@+K;JDK>.IX::GJZ/EJ>6IH_M_"|
M^*G/CVY5_O/X*O_RQ/G% A|CB|_|>GX:ROU3_BG_E'_*/^6?|D_YOZ_|L0.' M!
(.O/A'@_GK^R?P3|-7UL+JF/G"EVK+<"\$F9H?,EzP!@) P>-C"1UO'

M/#SEEMX\$|_H+_UVU%|_#R|(*%F-C9'5M("S(G|M0@#P:?'G^UO*_U-^W|7
M5GB#;S/|3MXP+U)<N%Y(4^R/|@0MT^D+"PD3|D'I(5P)CAA(J_^)^5@,M0>,"?
4C=1!40,K|+-&M!6DU0!@#_TFKZ(->Q9H7X|@.+#TS0,8"7|">A M;/XO-
RG_#XWY|PH<\$KGXU94I-"1J|8L.755556Y'Z^Q#E\$P."0(IBAG%>RE M# NKB?E?
J#J3@+>5|_8*L&^<751(170|O^|G|35UH|2.9)0HB6T6'EOHO MN|I"6YPDT;-R?
K7:&C=)NE3#VB?KQ3>H2SMOC-K\$W5PGT|_ES;:=LJYRE.W5 M|D;|YG?
NV&6VVV6_!O|I|\$_TK+>E/>H'%;U5Z.IYVMT:(YH?=/9J*NE=UP_MZ #M8)Y!A^&
(T1<3R4-|30^9G39'6,1;%AWNMIXY/,O*6M%&U-;5SOH<,)I MND/UB2N.HTZ?
7%:Z|CBI?^KX:9|SD6ZQ|KRS91YMGCG>|_GF_|UGB*^6WPU_C MW*\$ ^T"W(-
_@4"@RA!#*"N"I<,%B.+PJHB&R-;H3N3EZ&NHZ^AKF#YL+^Y*M3
^>B|!|;">UD!LH=1R6E%L+CV3P8U+8)+CHUDA"=YLE|1C2<8?3;.T6U\$GP?
4Q/E6Y,^6,2E0ID!*UY6B1('&|V(|ZT2='RCDIRZQ M M4@H_93@EFW|TT7LQ7M-
M1Z|<9^U8@,EU5XDJ1=*9NX M\$MSYU/=ISWB#Z9=@Y=ZNFJZQ;T)%S&7
F|ZMIKUJ=|>-UH>LQ;@S<;+M5T,^Z'77'8|J M4.WNQGQ O;|UX;JA|D/T
|H1RQ'%1^M>33|^Z3EJ>9SZ*?.X|HC*|.GYBX M.)DV%?KB\,NM+|^ZGR=_;"|K>,[C?
>KWT|H|Z)Q._PC|9/5YV^SI.?&YVOF3" |3*30A7""J*\$9M;:
M;"W""7N(6TAK2'/D599AZE=88FT_G,AQH0K*J;6N.U5K56=2;-Y@UFC=9-
|N.7+>IM6^S;G|MS 6OB^|KOW;Y>O^!S?;KWK_W9';\$|J M<-O=??=T|HL-
|1V>Q#P,&J\$|)KT*/UQSI/"IV7/J|_7CS6/MTY2+V5>Z?X7O>#Z;3-1|=/7I_/?
0G^"TT)_;|W6G6;\$YE7GKA_B|1 M%;XGZB?6O4QLN?H*>W&(1-C*R%7(U<@U2,DH*
<3:D'5^Z|TVV\$N;;|39M'>S MIHS!%N.M1MOT937E%+?OD-^T8|6"B,+7G;|W/=U|;T_?
WHO|ZO>7*/5\$|4I M*BC5\$#5O=5<-;TT3+6WM_3K;=3?
HB>L#^!L.O#KXU|+91K_\$ED|9#;5 M9J7F^1;9ENF'4ZR2CK",H_1K6-
M;+94.^IQFCW5@7J"ZDAUHCG'NM!=XT|&
MGTHXG7@FV8T+K@L9'GS/+*|L;P\$DUR??M|_OT+_H7'%<6!)4\$EP";0DI"BT
M,"P/)H|G(3+"4R,XD0E1#"0E&H|"H<,Q4*_P_SB/F)/XXX3#1D*1%WD_93I6F M2<0NB?
U,?|5X\$G>/>2V^D|644,.'2TQ/8G-HR;B42&Y(ZKDT+YY;NFN&8Z8|MWR|+-
MLVQTY@G^N8YYK07N|3&%P468P089;FEY64MU3T58Y6?:A97BM7IUM_
MO"&PD=*4V|S1KA5J&U|N^D%R\$5*1W'G|4OONM?WZ%UVNX*_FM|HM>_5|34W
MU&^>N 7O3H=?>?&P(N|8O>VW=<>.C;L|0#^D#+""2UX5/.X|4G/TVO;/CWQ
M'|LYWC=Q;.)YJO0%|R7E%?2URYO3;T^|H|SZSDK,U<|9SC^=#%^?_?
>\$XT>5B)Y9BER4OSUZ1*|Z72%R)7O6R MVGW-,4D=J>UKEZ|HNVYP?4 N:GMM^5;
M=^0KL'8B=WGOMMFCMW?GOC7|9O=/*=Y5NJ11 MU!72??:?
W1/_V@4L'ZPSR#;E&L<9H\$^@A3U-;ROS@Q;JECL.2UN)6|T?^7!T MXM@#ZYLV7;9-
=F7'L^TY8|P@'8.6G9|Z|<'O@WG>V
MU:/4D^=|%|XZ\$^/B<|WDI^J_|9SXXN2!SP|I@|J"BZ')?C0P# GF#%|+T(*
M|2W|6<2UR/JH3"0Y.ACEA#;\$|,2NQ\$|CAF,Z|(6\$.&(8R9E|@"):%5.T6|\$_
MUM"Y#^2<)|,R7HDEQ?J2,,*^E%B/5=MG|2U?|=IG^%>WWWK=H|UOLWT|8?BS^+?
#GYM63FTW?|V>BYEGDP M '#@|WDM|AKV1)|1-@_36>"P6%%9
M|Y@YW);OC1@X/>K9:HPSK?KJ,,;6NJI*\$'.:7)NB@L&3>*A\$3!NQ^>PD=C5A MVA3
)A,BM^;@GA%&9P3HG2G+GAQ&;TE2N^*"WIF K+B./AJ_C3.()L>MC+9! MWZ4?
=*_%Z-!H)KV8"U2E+2+8&U3)+^THZ9S*1WB4=:5GFK4?
MZZ2C|9.80ZQ6TY0T7=X%@;-:MV?1-!|=S+>A=5>|6CPRJL2.NR"CJ;8M'_#C2M?
9ZN!CR M87GW*;%HMR**@5?
TS=S;&ZRB|>,EW^^+8HP2|I|&^0S2,,FT9NX#X8F3!.HKJL)A82E!_4(C?A'&|Z2(HC"
MD|_((8E?;CN0(A(0Y|<0T^,WY;XC?(Q;2Z<1\$'2G,\$>"-&W>1Y_CXHZH(A_
M04E;3R5&4PHG|\$_FPS"^WJHD\$7DPSEE#-/9"335C%T8_5Q6>QLT/WXNU8IDZ?
M|3+,,+?J;>&5&|CI= BWVRMAE8G'QOIOJA);|LB8Q_+ML?+81WC\$CE_HZYFF;
M5(AXC"!YW&E)#")Q7L|AALR66+L>G|88?^Y%E*CSO#Y(V%HIW%"MR^>RA*_
M;YJFH40#?>#J2LG&G>8/%,AT",720%IS?C MZ|DQUVN1F=,QVN6CY
G<|;+*8#5<8NZK\$Z=QD*Q|_|@|Q|_P7R1,QPO2&IWL)
M"GV!;FX,|TT4QAWM:&7O!SG7_4P*_*G41KGT(U;5NBD8XU;(3B|
MIAP72+=|8H._>:^E=RAF|*9-|;68M9<|,K1P|(OK2#8XJ69DX_IVM::PT%L
M<^5A|5O8|WEKUNS#3L>^?GB0|8'B|@2PD"C3*B=F-6I-6D_<9I0D(87>@+(*
MR(S%HZKL\$30J6EV;2=N-\$9)4IP|B1X8M\$|3(O=VB|8=(Q,H<00B-+6;_IW MPA-
BR_#OSS%H<7CJ<3>J&^LA:1:X<^N\$8GE\$LCW;UA @L*E#*8||U7Y+,,+
M,XJREC&OD4'N8&Q=M8ZZAT8<
MG&0>R5|_|18C,F=7J4+LG4P8IY_FQUN!&;JITSYJ48I|7=8<1HM>>ULNF^|;-%

f6D=E?F(;J51)+GH%1;5@ M&223K)TS;BU!MAJZ\ 6KH@TTM^9U!"*
M=*T5ZA"YKT+\$^Q/I07'\$,0I)M "BID#,R=87+R>)4,;Z'S""^IU;O\567GU7 M>
(;VLO,Q6XTB:'6(SB C&U#>_B1Z=<^QE<36;1T=Z^K,@T5^/A#&'4(DJ7DPM-&8%
MAB6+O="KG_:\$.-O@PIU!&!<(<5+QW^-F\$JWQ1R/W)YC&W/- Q2-BTJPP<9IC
M8I2CXIQCGBZ_P>01EEVYG3K*+*O?DK*3T9'/(D;^X7QF'V*1H08SG*CGCA+
M8&92W YSX_1LY0*& QRQG*M.\$02Q.5"[CB76?LTV8!S/:L@L351D\Z2\$,9Z
M%2X<3V;NV/C^N/L+;L8/O1OBB/T/OJU914,6=)H#XJKF\$.NZ>80,V?XT8GB MO-
)8(JN?6PO_R;S/F7:+CU-+S+)X3>|*N*1X@+X/H6W90?IV4D*W>PJO-*^Z
M.NECH6MF(!N3>X1&9;W)BH,+,1TR=IQI9&2D\;8PH6NF?-Y?'IN42J?Q2)LOL9;
|+T96+4W:UI*7?B6AH'X#Y75\6.7KL/@X4JGC:31| MJ##5W##V=+
DOONTPO2O2X_0Q(FO.Y\DI_=%5?HF7NVZE|XGP:F=1+&)W|%4 M\$SH7IUU;?
%J8'E>UUF@=G/IH7THFGJZ|(-U%1B;ZM1WDTDLGA+CA_2.OD6 M?PO2G+ N?
1DR+#@C51=YQU4QN3K: ^Y!#4@YJQ>X/B1J0LR+%B5AL?DM-|A-"
M4M&^D/X\3UF2MB;N+/ILW&& 8-<_5Q+UR\!VXZR;XO/.XX=V:B>(Q"!\$_ MMC
^K9DJ>,'H*)3.J, +<10RUM."8P+2I*E| |^EG*L=HY->D/V,3|/?DV;
MV,5DZY)/B:BP:O%WFE "&<|'_%F^(!&9.)_NFJ""?
T.\$X|>4=Y|@MNJ6\$GZV6*T4XAUNYD<>&*N,MX='UOMG-U:VY0
MQN/R;0F!;1E%W>BK*5EYM_R3DU|DV)J(9N/X!\$-;5F#F"872^"QNGW!"W&+ M?
_WJK+GS|8+N#*R#!^MJFD'U;:1BBE%9G|J0\$K/HT0EIME+!2H,W+*G<3@5(
MO"J7)QS%B_.|UH5F5?0H"@YF*%V49IFD3K6XH_*2W|8;^5&3C*NE'&H2'E58 M@J|-
_46%"K+,:6Z@,(2Q%7^L?%O%7-2S|+TE(U'UL6L*1J*J(V)SI:/&O"VS
MN\$@|VZ|9,.28OFS:I^@XN;UI7%0H '!N8Z^67J_8@R?P_(J?Q:32;/E#N\$?A
MWP1K<5Y>A7P>;I>M0SH6MT;/GB:*.R;G9H<(PT 24P<4#);D!73HLMFJ/%
M45OS7E\$WAZOEF)*>3|+/\$^6L^'S\DE,W8%41=)1665N"=D"!)#0)14V;G\$
M|=3B(IV\$-\$I?GFH\6&7|1?7ZBF5\9UQW'HB;8*NJVO"/1>;L^UJREUZ#0"P M(W%
L4GIU?1:|E A-|6#_"\$W*44:CLBZD73!PSKC*+O2^E".0<(>G?:41E; M-D3*.I8')|
QBTM8I4JYO5Q50J^YZB1#PN^9CZ\7G7KZ6\$5J M?\$J CG7*BN3GV_8DNR>Y
#*L2SBIPB MW9NNG65|S"1U2^8!|4_)N STU@^)G|BV\P8*BHX^Y77E/M2N3=^2|V-
K\L4W;!6C\$Q^/D"YI*UG>X M)>?G7SI?0AS,J6\(#?/_%0|X^|%(UM!-|&
MR^'V"N;B5%PYD!=290^E;E|RCU0.|2>I3O2=U"IZ@|F|RRY'GU%YDCT4O
ME7Z;\$Q;=|@)>W! 9GY3?4PN\U!M\ZX5|5DIBEL9)*&\$@I&Q6;RZP#*8@'IE>NV
M?"1)T_QQ3C>Q3W6&_Y)X23HF:PM9! #B>T&47\,'IAK&EYK5|>.HS>7V<=,.
M%1==9WBYH/-*Z\$KFKMF?8IU5.?RUL8K2I_E;8BM'E"\$2:|HL\$CS9WA6>Z3D
M1T>7Y7.TSXD5*21N='Z5^S;AC-GC;".6EJIAICUKG|1AIC:S\$0"8ET#4@?KV MG-?
T^U6W^&SD3-GJ|A_>F%|ZA?GJ-R3*8-
FZ"QV|Z)6@*@C=7=K&73YRCL5PTCG4N&2\$K_)@JA"-:=1P=&|2M/O?\$YN
MIDIZ.CE+#41)+Z#BNG! VOTZ";!N:HDNZ;>K|1 IN*14W7.F|(L
MTU&^;G&|2D*Z2M9>:5E>?7P.B +G5|*+J^HC7C9|O|(WK-S:C@)!G7_D
ME%UH94&4@Z%X*2SJV=|HF3DN=4^):|1XB#*%\$3I7*+COF+JVS@OX1V-+&P
M1SR.U 9AGMBMK,C\$7#(H*W"/-|HM 'J|Z:5-2),P, QAP.8%WK9%,+8RS;
MEE%VA|HU9H(>G|VN01_V&:7|XFN!O;%)XF;|NXH.\$*T65U1:\$M#:(N@JB8 MCB)6
&ZB=0?3/62RX3R#JA A': M\$A#%
%&*%R>XMKBD\Z)|+/(B52T)N)TD'6KH.=A>QX_SUW|Q8 M,FM\$|A|'W@%1X/V*
|HEHE^6).|12EZ\$38EUOG_9SOU&UG*MH4UZZ*SGT(*?@_M)J=Z3T=N,N?FOVY3V,7-
-0%43X7!@J3L-|;|N7>#-E05YQ-<<^IA&.:VM!* M\$C.6'D07Z*>7|FD4/\$H+7F.3*T87
U&;0-2N""|JWC M*HFW;.)%F>N_D@-/|SOR>&H\$#C|0F4&!&EP\$ ^CP.8-
YI?|MT!5O>K%3+ M@|ZJY54JN5,JCI?.V\$07AY2UIK*G\$;Z81#U_@<0.V_R
M(S|@|EYUC23XE%^"1IYREFP;C\$1;U#0E1@YI+:U;%N4B|ZDZ(JAZ8OJ^|'F M \$#
|'J(|:|QP0C>%0S6UR>DDX\$I<|K>.H@QLPAMA&V:MZOZP+C-OG(70RC^SJ%M_!B-
ULHU.^A M'=:LJ_*ASFU7++>B/5M^IHQ'=@11YB!*KX^;3\$*X=\$B\$DX:W3N>84
MEI7%|KKU\0J:ERH=F;:3Y;)Q4OC'W#*;IQ;G|4X71/;.)59|&*|M^K40|>7A%0K\$L92>
(0H"H M!U?3RO(1YI=.% (7|'&G;DR_DU-%H(&!:.\$*L|%,_LJISR|6Y-
+'WO|+Y!4.QCT5&|LW!4BUKFE*LN#RD: M3C\$1MRRLI"S81<4!
|G1%E&Q0Y^CTZ/R.F:C/T7=*D:C7)!;|D)0G@-IS^A.Z.+C08QD:C3,ANPMI"KWYZ.8A'?
W-='+B5.7 Q%X@@B1>N11|H3|N)T(F6I R<3(AN)G,,PE\$!)KT)|0;TL:7W/ OZ6(# M_
@2|W;:7.1FSJU|HAHL6".X X8F"P.Q\$4|:"XIXBZOB?XF,H%K\$=86=9*CZ.*+E&;K'4 @
M&^('UGLCG1GK)O&(HS7V_:F(@7+YEKWA@45|!%H1FW(OL:T10UGRH=S(@O2U
MSH%1 5P?_63D\$D|Y.JM*8(MTT+%D)K(#0(:IX3(>YDO|:C?-+WK0V+S(->X;/|8K?

C,*?K5SJDD,8=|*M9&|"?*T/I_:%7ZKT@TY\$9!8_=AR/I,I?
HJ<1^33|EE13Y#)&X5@"/7/CNWAN-M|*@:\$HWZ|\$:|:EGFB*3VRY3Y|.-
GZ\$J\$;K5\$XX6D4"YDFY^9\$2^M=3."#K#M|/%3HG+\$\SX-@B#R0-U|@G(D-W,,?
RM*G(23X_""Z+/X,|ZG@6;QN|1&|7M/C7Z|MI18@:*^4@6GX500?H9OS?
F<^W#F*X8ZX51F"A<'WE'C'D.'E03LQ=G M?&);C"INF|K&).42J2((?
+'R'&'(DKN6*#>TP?J3F.H|2JH/OBCE,|B7=P MZA1&(!FG3(YQD,
9DYC:X|@XXA/)@S'51-B#<=P^;DI/+K:+,U!5C U/U\$^;MPEJP|A!0V(/,C@
7|&'&B/TRK#==06L&6THO&8_#D&Y.'P6:R!@=RM@|O&G M*M4OK/2 U!B,?
ZH"7@7CD2Q|3A^#2?0|OAXC8'W0VHY\$G|DM3\$6\$FLWM!)# M*B^|-(21*U8H?
X4>R&OE'D579J|J#^@/35.=E|,VIBR(:1AA5K*0?3&8CG<#02V/*B?!JHH>|0W?
23M|;@R9UN7:|0,NVKRIHC|K<>#?9#I5:_11KALHJ"-+
M0/4651L*LZP8(CFA;W.JJ,Z8C\$H64HPUMG|&|D<>_Q8\$GD;|K2:%GDSEBO^DD+'
MG;S^)+:(+M.RG>9.2|OI>ZGZB2H4%0I*Y'OR2|DM5Y/2\$4DBZ/QI%W\$9%4S
MTG;BF?@VL@*AXQJ&%L|!-%51K1*E|W91=K*&XJ^1E9DWHJ|(@7'BGCW\$/GKX
MD73B|=CU*L%\$ "YKKB@#B2W)#WRYJ)7^HT9D2F%XBN\$ZV2'<1E";>L+A 2XV|J5Q
PS'?+^PF/R;E7/U&|8K|&%7)K_KF<8E)F#C7. MCUB9.12!)
|SA0<=>)KAPW0Y_PT|OGBH0Q=_DK%Q^G "0CUWY2@FKVU200U:K
MM,FN(JTN26\$@B'(%F|,+ "#XYG|J*X_OYEH<=|2|I"*5HO&Z;U;(QO_59Y(HB
M1;AJOBZ(U-7LFS5*Y->.T+),115LQ C^37&'NR_>)S_7LB?FE>"KDDA,)U+\$UN11 K7)-
BP|735|()X2F4MZSR".VP+_%+(SZ<
M\$8M+BNPU;V*\$1>70%V;8(|EB18QY5/J%\OPT5K'<(=\$.T|M;E^" P5"\$XJD8
MA|E<:|PMJ>W,*B8(+/K="@F==|NNBEF1DR1'HB3;FL5:\$YI\$VV)7\$':U01--V 4E
MSQ+VL%*Y3?;\$ZS&SBY;@0QE/H"_HTW>>D:FQA|!;33;1,FN2>8AJ\$.B|J3KU+
MR&ZU9/NFDXIO&Q2JU-2F1XIP@0.HSB)%'R?OH=MXFI,>|&R/^1 ?<;LV;..
MFL6|*KJ2C|I=#>*|C;I@,AE|@?"P993"7J5!863|3M+W3FU<5J%BC\$7Z)AA!/4'Y<@W"&
()MM'B6OPY=M M%75'Z C+%>5<5)|A@-+++=,O+8AYEA&<4LNHCVK@ MJ-(U?-
:R9V@SQS\$)HM0!/X+C(ZEZVSGQ1Z@UP S#&%>4/I >DAJ;\$9Z:F")"
M#TM^DE0069,\$8<,@:FP9%MZNGJ7!?!*U_E5D0|V"|I-#. (J0*,T0UPZ64?>'V" M9>FEW-
?|6|%%R;K|;1&/\$L^G/O?V2D"G.-O.Q|=R#/1UX^:2L.2*XAK8CX#! M6"|
<0IDZS|HTB_>2"RV|2)O@-.3.1>Q,U_&>#6SYC-|;|C5_#>Z77\$G>,M MD7.,V!Y
%RFE>,H|:RT%_7G>;Z+BW|0D;:|92V%BBUC0/4.R\$^LR.K7Y\$-
DVAB\$G'*BEYN&0N&T050*4?D4WFH\$*I5%>-|43*|&|I)WL+'|2|*I+/Z|H%0:|I-
AQ>39 MN':-79PE<2J;+G.4&* _04,%B-+/E^>/Q+_*H:5_P'SG;TC3"G+B#:74G_S"
M'>*0+;:2|1?*J|4C73^F/!(D6;1QCN6L4I=,5;: #-^U*7),@!*\$<4|F<>|7
MEA\$F.OM\$PW8T,-F-3W@;AJA'.G*2B&7\$ "P"D|X4'5*|SKZ77;KQ;|N.1|@
M*)4X@/N;AGL\$AE=V0C7"6>5YL |(&|*NQ"!)WSS|H>KF>3D+(L05GS+_Q)1
M*A6(CW|_RBF'L.4,'2 M&*QQ*_|1S"E%E8S:&%|I(|X1?
CF(V@ZB;*IE&0|\$EV4W8CO@WXIR:6>|7?J MJ\$;V@SD;*7|&HGOR??
V|Z*KDFG++CU|.2\$A;^62XLCOW&/_\$|=*K>&|9V@# +D& M|!#;*G?
FD0AG2P9RCL+|"O+X1SR|!67I!<>#LX32F\$8RZ>VIR/UKTBRX25++ M>1(,=1 %
|LW9#A5=Y>8\$F9+XDC8K@+_%_*>>D0)9P97C6_E|V7&&U|_LIKW M#:5>3?
|JM33M\$,-1(\$:)GRK0#8\$XJ^62-=(A@WDWRQ_Y|DOI|T\$9?> O|P(M9IC)NY-
_:=_Y5_ TYU)BJ6,,50 @/<\$|U/#VY|C48^;A+*SMVO-X70/|6| MZBJ|TAL62:"HIM8O"
|<0L&^<'|XPPJ7XJ41TN!8\$B;J6|M|HMH')44_,RY)US
MY74'D:4GIRM+D/5';\$N#D:|UW0L'HDT5-/[HF-6| N549|@6/4X@#+2^AX_
M&>79.:LS?,|LGDBGAG0|UHE%9N0E71NY&>0!G:|SSU%WB@N
MG;>4=!Q\$|051AN=7L,|&YC5L8'GZ\$ZM-F/FN%|HRXS2LC(HL&%MTXO-
*Z31%L|TATB|>M^407^M*BHGW151.IK8>OAK(8/M
MJ'.F|W9"|X|.G("\$7%X3A*E'41U@ "A*|TB.>^3RNB&^M|_ 'RC?IY:YZI89I M
8<| "EYRAW7TGNUAX0==|NI-DJ:L@XM8Z"7*EB7U6(=)*QK%1#
MNHN(EZN@+ \$"4/(@*NR(5\$|H|1,MVE6R7)OG8|&^Z02,9N-4*D
M)2I'*I801V7*RK:2B*)2Q3Q".(B2!5&GNE^R(\$&0BR%,G-O<>1'&A-V2^@YZ
MGK%MU6CL#16|L@>OI3*C)3?|JJ(Q10J\$)A"U#43I=>|,>19TXD(:A^7VN44V
MD6DG7#>0|,G8MO(UZZ6*1VE_@M"6|<7Y+"19P6/"=|U%80)=U%Y". "+NG
MTFO7,BH,@PS;|IOIB|PYA4?C?WNDI3<666^9::0K5\$ M7|'+>1;\$Y!^H,=GP\$-
C&FS(11V'OFG"1LO"^G'V14XB*6(6HZO#L4"D-D+@ M3(ZVC>0?
4\$&I125OR\$|OCYIXMAL.P?A=#T#0,#(-,^\$HJ|.LW@@(^BKU8>11 M|+40Y2@-
|#.G4|CUZ*_Z2Y%O,%+KY:)/H"|^40M|2^002X,OH7K7NR-64*3X

M%N\$K2+,43,0RDF3PAT@QXB%'P\A/A"C=KU&7\)?67HH:P(L_|@|Y.A>0196
MSFZO38==8 5F5,%0,8^1)1%CC/'"@ZO!/L1TGID6\IVW7F8NLIC1(047222I'
MKH0@LC*NJ(>R,U1JEH25I(ZG[X=U)0!0R^'/\$\HL*7)O@|H(@09\HK(JH
M8\$THP>!D*YI2M[H?4%C17%8?V"K!IPV\$3?"0A KZ:5QO@M#B:M@K
MAYMP5FL?"G_,IEI3&TZD'WU@\$_RB@=%\,42D^E0E/71F5H6YAJX4%\&.R,
M(.U<&#R6?^SX2402#Z\$5[XS=>?J.41[L,UA:!'0Y\NYI"8UO45@A!J@PBW M-
Y17M2.&%':EI-0_%S::7V\7@5B>\$ZTYC2!EUJT^AY"-#1SJ#9:YWMUE!MW;
M\ZS\1X/M\N\N7799 MNE,1P<#N.G;KL;N\7\XCYWR ZS\OOAN3.
{O@NY9=N/JN\LSH6V"GV. MCJ%E8&Y5O:+QL9^2_&EG\9,#C?
1L@O7T+,8\PNJ+8DHRF;90*P5%)G:>H>C(M9,TORCZRC)9*>4\>KKQ #29_WN),E5-"
^2T612DW3KZ1@KK H!TGI>TUYH\ MGA05L8XB@6+/\ADB<1L\$R\2M5E)=,=|O-
U/,UCDH MD:MTW%-.W"V?UU9/_ "SU4\F2(L5 <@>I7GBK'\$^V\$2 3H"Q_\$7^W>3;/&<;
M/\$7" G'V/0%I>KKK-:'#. *W5A_!2MT\11(Q0ZTD5Q&;E@K)1(LCTB!A/N&Q0E&80
M4\7L36N)IU2/_!;1D)7:.5XD"4\TN@?W=NN%X3Z\=T\BTS-|>?M>&00_W)Q&
MR"\$LKP\X1!ZS(AX-G&1<=,%0C%/CYS:03S)"SKU (?;W;H/JYCJ*YI\N\F
MME52\$=ZS^SF>@:JIGU)\B.#9M"/N(<%4#_;J0=AO3IP:1?3AOCF5CG,^OG8H
M'I=|T*VQ\$(?;_?D)&\X'<_?R2_A7%KOB^+E)<&L&S\9TOA;#. IORAM#+
M'3I"Y3O"A=M^| (0(W5*+A)Y7>S\$.8=ZA=W\B<5,*ICW\2NVCC KL6E^QQF M?"G3+
J)W4(H.AS#I1.'MC\CI"(^LZ X-B0GD34;0\K\$="+^DEH+V\^VD+6-A11<8RUGGD?
SF#N9-M:07)3##C??XL!XG\$=)O)%GWF(Y@
M(1D5Q6@3!.608H#YLS9<8L3S9B\;SL!SJ=9S&%_82_>G,?<8BGNN,FVU/VLP
M#*+:S/-B3%(F(YWH?7*?O%5TMC1M X!>)=\MC:>SQ5.L&NF/V)1\?HR7C2/=
M0XS(JTODIY\N:H8<8-R 6T\!K-*DS;DPM?0HFN'@.-W5O\$3J2-|H# 4-
0=+8G95ZF:AO;U M-E1<'7SI'6I!#7/2(+61=7-
D#AU_<|\GDW9AI%3W@K9D:#|+155M6P4\0HWL MB0'7M0\$6H:-M?
DL)E\$G9;J\$&@PW\K7@;VR3;T,8CF-,|Z=R_<,9LGN\$E*;UTMC";4J M9_%%PE/:5Q&/&
&^+"PDMF=T""I(2R*G\K>3\Y;^=|(';?X+,IP.UQ4A'S
M69.-9#PS7SE!H&1/KJB"!>+7WGDF^|_2A\1J> M
|UA8+DD0:QIN"@Z*5HK'Q2"!\$HPP)O_@|P#|^%UY5VAK>6>W0MF*OGVBY)
MX@YR'HW/YEQC:+=-\$F_2QM4?)Y4A\A, IC2ARSB\A\F#J_IX_E)PZAUNL?CA
MFF;.'E&OVS;.(='P>'?V"09JJY6(4^=2-R*<8LZ6ZOE=1AE)R2/HKE>>X"(T
MN:FS.'J5_^I?L,^*K'E\!>*1>.^LAXR,0I7"9\VV%F>"Q M6LD^_01&6^N
M\|C6+N7(2YY*)E)B_S1<7(UAQ^O7+M\|M.8QUUB>3+6\|F%R %/2R3_5\HX
MR12>MG.\$.)Z;T;JK2.8D-=Y-/L)FU7T(?;Z8RE<7,Q2ZR+\$E#*|^5^| M\$5'M;G\| \$QE!
<^<(20SWG=^Z\|F'VO^L.Z\;@Z=SKVCL|+?0#U2VA-CBYXIPP\N&\$OV1= MQ*20>5(-
|92SE6S5_||K^=>HJL;7^DQ&N/;<=@K\!>IZ@:|/52\9"^H'B2 M?"M;<(XJ9YV)
|A4PJ|=7HB3_*J'TTW2#J@^.;N2!BL:|^)G!A'U\$>Y=LB MAE/AZ87.XI/LIC2@.\$;J(-
ZVB2IN%E&"O\$5B8<|F>@OX?W1G;D?'= 4J(&9 MCJAM52N,R;RI"CO=;<02V7P-MP
GR5%5Q9\0W5'TK-(+#\N/+G 3OI,1IG>P M6^B
1H;Z>HNO*D59VSB/&2\G6K\!JZ0,TX_|\X^*#QM3X(%&_/F*5N\!|IW8Z
M)URN/#NZ(I+0 0UOU<#>7&-:F\ M\$AS\ZU7\;C;(H;R-WN9O;5Z\>@C M 5A+Z0
=M8XLO\5?;R;+HO"QOGK)GDJT\K,X*_VSC2L(^)TACN:S(KCNA6JU/05ZAT*211)62./
M\+51>,KMYBB5_VZ M=;\5/\3?0;DU5K.G&)%B.38J-
I\$!VC.U/9WZKCFECUMB5BE_GS3U_)!K5W\ ME31GE<;2O(ZG8-;|,F2;WY>TZHG"WI
@#H?X\J3&W)P!MN> VXWPN\6(O MCBE?
I^EH\TD=4'FWVJU;H9C5'.9C)Z/48N>,E\|M(>*-*1>(3;V!4 ULY,\$ MFPO+;YL 7U%(:-
J'V)0HKM^%K%JISA*,PGF>-G\&+|%=43>\$.CQ;#JH6MX3 MBEU'M>H@8J4P0,M+
|+O"^8T:"1Q61T+|SW\B?D#7NS)-AGP#VS#;N_ASXT^
MUV\$Z0+2SVY::3T&U9U%^0\G-!RB\|D0-0\$I#0JLE@|(|63C =IISQ#*C)I-RV MC3-'4<-
'U6B2\$OEU/N-6DL^VA7%PU0>;.MD-^<_K\$UA?\$V;6KFFE\$U?U3-
Z%BG/43J;=&J3T/TC9.4+_)V6NH5 MH9NGF#BRD'SQR\1&R7-LH@R?_,^"?
K\JD%;>VU%E=29/74R?\$HZ', M&).WL?:GWG%3?H-IB\W\HJ3;J1MO"IT/S6A\4D?
D\B\;.#; M&ZRI9\ORVTT?VK9\$_;>+CI6VBBWJ7AD/LQ;);!;+M>6_?O'=*OP\^K(8B\I
MV_=!@:7\ 7M@B+3.|J=P>K2AHP@A"1C7JD+BG7>UG\$/NG\2G-0)5/:8"AETP M28BC
|L1#8V,=XX-S64.\VL M\NMIC =C:O\VO>(0>%,_4GBW)+=|K: O-;T\|F-
^|MW,Y;U9Z=^@XM4ZR^L# M^;5 MP/U-=?'&>|X5M62UQ)H@PG+LQE30MHJN6-A?
OP\OA-PN;H753V0M7\W*-02=V" M"Y@F##,P#L\|P2NT/1/C,T?8_A0\!)U>;-
*8:CB\$0\/+#^|M1XNRPG9-1%^* M>SO(Q42&;=B,7N\)+TT\|)I^|Y#F%V

Z>UA8_ '5./,-)0>Y3&| MG?@S(O+V)<3/8?S^":197K7=
/T@A| M#NVZ2)@,;6"Q3?,:79-Y)Y09R^OX/Q
M)?/Q\$(@1%=>V|3S|5%A%;S==ZV7J\$M+E|KU=?013XQ8U?Z\$?&E/8?>>%T\H+
M=UOSCV7NV|&|-QB^V=K&01Z6W(/B)G05=L9RX^Q?=01RY>,43>F,Z6,J>>|7
M155Y_"X7V*P==T0<8%76\U-
TE|HC|A9HOT|LV<|33,UKK3OK\$H2%M\$E5Q|P&FP/45D|[%+7YR!:-CZT? M8
C'U.R1"W5%Y6N&3|7.S^P?N%3S*JZLS|,\$8%A;6>=XPZ+6CC:(G.'!:\$V1A
MXR5UVQ@|_RC\$KQ%L6U#Y^N&DYH:,70/K&Y?&@7MQ|>"P#9U>=?|6>,&UP
M:&N1R5+&|{2|9US|HZYM1S @'8?MD%>@P;U|T4ZP'88:3!S"A|F%!2,;0<|Q
M0K13RB1\|8891"348??-&D|D8+NO|(!EXFX?A,-OXF-|X|K\#OTFU R0B # MC3Y/&
\$>Q=H1DY.>XP*)EU=5X1>1ULXX@S|_|+YTKYK-6KB-">,\$K.S:#C'PC!
|J:|GKX/MXZV^.(|{|-I_-Y+ MU5*QO.,5,)|PC28,KA-@J'U(.|Y_928*RYN8> HJP+D70,
<@V3?L+F/>L_S.M\$T%J_VPD!'*I/=6>5GU9':J@14H+E%2X/=DZ@IW9(%\$D7
&U21J6|E,CA4Z MVMFA+W+;SGD A4WFW<-!(?5N;>,A9|T=RF)HGC&90
#V1.==/A51H8|8?|AY MJ&CQ_QL5(3MC6XZZ+|{|R|YJN/?
BKEN@RDYARW/PU|9EBKAJ3L-CDB/,L?91 MF0?<4A.P>1|BB>ZU?
Q@R1S0^YAK*B=|W-K,*99?|KAG DX/C6FS J7TY060 MRYUZX@HHJ.5(:2;L2T/U)CAB?
>TQOPZ\$KD9N4XDD|,\$O.#%?N/E*TDPXLWD=I
M+@9=WUDJ,T\$2|HH(U=77>|Z6M,*JVE_'GX'WM"3YS8<_M|RRLL4%|YKN?R"\$|_M
(MV4(AEU9L:|Q,?09_+OLJX&A".ND5XE0)=C(918L_3|%'OUIQE_(7UGE:
M**T,&WSL*>X)=O5@)EZ!/?=#01/#!L200"(?PB_%1Q'S|B>)>XF|",>X;J8\$X
MW_D/|GJPC^B|^@4X#7VY&(5?3WN"?8?_2!LNXA"Z M:~J-9XDY-)2O-? \$A+7+*(#F
>OGP!72SB+AM&@8L#+#@L9|-=Z|V>|0Y@&_M7 |W;V\$A'L_Y*_82P8?|VL>/8&
(3IE?',+ '\$8EW%9J70_!(@7"RBC"*HSJX|)E;=Z"O!+7< M?,5T!07.>)M?A1|1?
4#%8W2:@/Q-6+2R)|8)%R@7+=N# |N(DQ?C;W'H!Y8A
M9)W4W@ID<>NIFM,HM|:00"K4J|H_9#|ZK*DKCX+I-V W@+!|;EER|\$|3;U-M(?
Q<3N1^*/S+8\$)/\$^)_H_S7C-R2CVY\K146WJ1
|M\$=30NX>S,PZS%&CFS4>A^78|GL#5^V/ZIF+*._@|P9B"G#
(HX%Q&C00|PR^A#%W+&8|.89WMX8-Q/3.AS|B?U@%Y2I|IDZ_)DA\$+SN.>,KU)M-
8)R#|87| M8_PC\$G+@C""DM?5TQBU TK-=)\$)@.3.FDU:Q=6LG,S?
0|Z6_L,N@0CT6ZCEV,S M6%OHFW!SH0_I4;A;V7|Z\$KXE2D7'\$W*6^M)_\$(Y-/;T(9X?
7D"SHYYN/4#| M2MVAT5/O4\$W,)=2K5&|U6>I-*BN+0/U"E.S;2?_D*CVA-"F5/+&\$KJ
J=^RF MJ/F76O(H7-XKM1V%S/U%/TYA<.TA1O3R>5F&T:WY,*C(V*-E*!WIF*(4\$U-2
"2:-:G2XDG54X M1|20H|@P|E7DZ3+!"IE'3-O
\$.L;8T;3D+S5KA/BR!1FZ+93Q&G|=0U91)ON(|(OA_-MO>0#_MO(G-
AJJ;1/_Z6VGSB83:G6OG\$1M-#Y;0B"!|R@1GTBWF@FU YA-;=KO7G":T| M|+
(.@F3K""D.@=7|M"J4T:-N2Q437K6L6Z,CSF|D+YE&.*TO'/^#5,"
M9E@&;DGG>^%X5+G)FO|G2Y|Q;?!K,0AR*PD|L17-GV7K(UUPJW.WPF9Q|>M|_J)"|
(?4U2&D)|QQL^B'S#>(E'(G|57./J*=-P9LYURJ(R!">0\$I/DQ1ZB
M8,*2V4B*P36=_8\$B^|U\$CZC"|G/<3|P<0Q-W.F<'7|Y9RP%@16PN.|64P'K)
M.K@ECT5@Q86VL\$*8|UV.L/3,T?T#\$T8'M#5S#LINZ/7LOZ5""HL|5|(84|*J_M%
V6P)B7A66)8"9&\$|IRE|F2#W59R:S@C^XW&+YT0&LG^XJ|JM.RONFH7;+
M3Y.'AC'IJH|B,>.MPB^A@|&5X4,V,#9(4YRW,|DMT97/5>T'C2NTQ
MUH8Z/J>;B35WH497(^.)HD.,8+U' H|^6O,N^"@=JHIG\$R*#/_K)4M2Q9
M|V2M&W.D?2?|^"-QBP?R+L.C05PTBZZS9&Q.I8>:K@4'T^|4;%_XA=:JCOZC
MFN^S?";US0QB|8%L L8Y)|GR-7T|HZZ0C)|1LOK35=HO4W\$H-.TK'K"PEJ:
MK=KZCZIMT3@#\$V4751Y@-|HK!0%R\$7I*/@*\$RI-(^V"?XJ9+S ATP&7)#.36-M>3QI
_+3.:4=B+O-+U1J9(|,07\$,E4";(=\$!U1_DW9AYN0>DF1AOFY,%V_
M7@M8*NK&"1U_2@_XUF@-ZZDN9D?E;%*B=(|A\$2A+I(>(:56-R19I*LY?XMM
MR8ZO4M\$XOEXI^R::QMY\$|2*FL59(|X M!G,H^YOP,C,KYHS@
G.*_T.'|^_TXTSA+;UA|5XR%C2Y:+9)|XAFD+^(" MX5/P9.\$GP=YL^|V_M:8!?
P1WDW_;/Y<7M+ M%"RB*@^!5@GGR-ID%?
OR6(V5/,N2M|ZG>1Y21+FQO&ZQ)/^*\$.3Y+6%*>2) M<|Q^1(+PM'\$|D"@HT*_)
|_80TDZ-OL1;H,|U*^!FJ CXX_.9NE4G&U))5=LI MP4?1U>;GA)O"Z(:353?YQRT|,F?
Q^.;IT9%<44W67ZV|6W6*>
<6T&21|W3&.AP26'M*|KCZJ/F'=_KB73FQ81KC\$PAIW\$64B*KIJ84%*D225JDM>H0,2G
M|I(BO;5"TB(&5;J%23W/TIZUGB*N8:NU\$,9-Q|LK0^#4"Q7SV9X))&4P?1G M:
|WEV^@'O&|+|M';|Y|7*.D=8PI@&!"VT8|HL@7#|'-00|1H@&5->_VELN*

M!3R;-36R.B/1"R?=SUT/O5ONP!G+ #D)T_1%5+&VN%JX"1^G7BV/(+)JJ=)'N MW!(@#Y
4K7&76L0@K|6207'^=)%TGT#Q1XF/Z!UK/E.-FK.&+S"F2J"l6\$A4
M%&F&\$VME&-7;U\K32|^*KRH/3P=*S\$+PF\$K7&9KV4A=K4AK6PP"J"195 MP2?
Y:=/Q(72F!:+JSTD6PPWEX+%(?KYTS>)NX1C,X!XG&Y-JR'*0?6'CIM0 MA=+8VE;
E&%GQ4?J/BYU\$?76+)-J^0/15&/Q'L03MLZN"L:N; M/P' KK)O=;CL^[5X2&-HJJ!:#
(H*VF5;=BPMJ|L-S)F>9>^&N8VI6ZSMX M)>9VTV5\$;&5W_6/D\BR&Q1/EL-
/U(GZ%51H/((^N7B9,1;C)E>@;X_U%, M;8L67X6):.3C&RH7UZGP#S-?
F|3UL3VU:01ZH(ADK"KT7/I:>(H/-ADIB MZY@-"\$?1D| #RAC ZH*+0DD@;S\$PTB6G,V
5&1QIPE4C012M<5* #T+(F|^A\$ M--4?Q2AK*B?==,|X13G:*,Z<
MR;LU=UCG_BCZU<9-D)455VB;%ZYK|E8)^("M-;"MXN6 M:9:(2B:?
4A=QWH^IZ@:YGH?;#%HSY0-F=HTX|/-ANNJA TMNF3%NT"<9K4B
M=Y&|VEG^9/(|E1UW_)B:TS"G|@+RH,6I=KB,:HKJDY/-BPWAFQ(TFKT+8%S
MU5)|L>L1%4Q#F_Q\$">!:C74JSM7O;L|#4FIWM+PHZUI:5J9|DW?7=^|8;S6
MMLXGX)KJ1RW9U:"|JITZ^;XB_-|K80>V|: ^D_3_VA0 GY|&|'H+\$B8|MNR'C MU_):
|E7G^:QI>@X%.PXWZZ"0<8*#&OB_*F?K7| 4X(G>I?"">9F=+?"O"5_ ;MTA"WUL*;"Y"
|?<(:XU @Q_N-K:B8<;J@C%CLPW6H^,?0(LZKZ*<|H;WQ&+ M*TJH:WF.:
|AV:>,+0(-/C/JC>+;CJ_JG^+3Q!>:OQ+%9%-/5MY":.7_6TBT)U MR,6UO:?
<2@AL5E,,KCG:8* <6?Y7'8ARSO%Q70YE|_BNFF_4WC\$5W?..!<|>*
MUIG%|Z"H%Q>6&MHZ*#|;QY4,"X*8?9+J, M*75WN69-Y:/V_:H3.=6-^7ZS8X-W?
+;JRI:C+)7R_W,X7)KQ^LFC31|0H8. MO(P:4_E=5|SC*_O:26K"7;16V>6SG0-
M(X+|>WZ4?=7YN&ZO-KCZFU7J9WR|H7C-2HW(- M9WPG/S:A2R-
FDO\HT,J|SRH&L_LBJRR2|J_0PN\$KW<;F_0Z\$NC=|P3|P-@%,RT?L-6"!P:F-OK
MB_!W0W7'(TQVVWN>P!|!.9|>*|Q=7KW8TQ90GGH.H:>=&G@+&9H04??2^R|
MP.1N.9;LINC8WNF+ ^@ZA04 \$P" |N(QU;8+20;G% ^ ^H(#LG|;;EDYY&O>O%
MD6X'^G3-(:UQ4|6_(WV97MEQCW05_*BIHM6/*>).?Q8M?|6@&-Z4L96>^:F
MJ(&>98PK@7,Z=C",;NHV#J-V>GN|Z,' #!"Z(QE3B|6K@KWWG|L'QLA^ M
/|F5&VW+7|&P(|V!4_I9FX-X^V;_JBUDSNZQS/(_U->0S3%K_PY |'R8TD1 M?
8XR9I2ZRTD*"7C;5B.YZ|;:LE*Z8<;BEFSA4P! ?^<_9;OCO2\$|?^ZV6MVC
ML.C>;&UZE+(S03,YX\$'K4?6@FZFY0'5J1D1SMO# 'J-KXKZKZMD-6|SS?;=ML
M2UQ2GH+7*#9@BF"9GDWXUM1UVV/8KW1PV> MS_.^0J0-98\$?
(RN;J|L'43B9!5:)YA+N(ZPPNM*U2"VV>5,QZANNQJ|??1.? M;O,(B|8|/ZO/\$XN&E0
;Y+S&NZ"3Y(+|I|5|C(%KX!ED#M*9L%_DV_'9R-A ME(DKCJ"642;+;\$_(K..|BJ_QTL:;%
UE9M4|P2:QBD2&|'OV#R<=_5IUH6B M&S Q:T5<&F(24^+
|%&%@/) ^&1=70AXXXEL4H |=Y59#E:196E41*%4T'L<2| M,%<@4-' ;*H<.E
/_B_EOE\$49X;4AE MNFZ|X_0P53,5W0*.57(*FJL7R0-BF= 6J9=7+Z?
DV| #CFJUE7|:I>.X5|WH2D7.KKK>C|O)! M!YK7;A!!@AO6+CL"
9C:IE3#9W\$+1WK1TO*B|HD89N6(\$8)% %|S1W YX)_(MZ?BHZN|Y.83EL%
<;4HG3\$;N632#>0=3U\$5B'!##AJ#_MA'&_5B4'F&'1:'WY()P",R="P^_O
_X0P"2>W^DC*Q<_9M0_N2P1WK\$4@_MB8.Z" T@C|2L| C5(BH+M1Y|E:7*B,0|
(+|:CL)?)*|VR<(GD""LBX3(9LM,+ MFL|^T6:\$;64:/WA+UA:YA6D\$_.7%
(_:PJ1G>Z+Q3+LH#@:*L"Q58'8P?*VF MXSET_Z\$>R#F95ZLG=*7DH'HOC"Q.8D#@0|
(|U3&(SP)VUGQ4(|E710:AQ?N M>1L=S25,&L"5L2 |&"MP=C|?);5ZV201,T;O3U;
(7R.L0/?DW>F^F%=)#N MB+R'FBV9Y;D6^5V<.:D2>Y05.L@\$U33-:?
H!F5R_1*FL3JN=1(N#&HV/P+&P MY|JO&44(7TU&Y%JDBRK\$8S?BMM)MDB?A)XIT?
7M!:|N>.QXC!\$T?*% MBJT^VV@%PL\$66XK3&^%04W!\$"R+?|
XC#OY,>V_B!UP|*WM|!K!D>\$GC\$.CX MP_Z%&_A7|Q?*D>H5G6N!9Z'\$EG?
ITV&'&RLC'\$.|H;N1^'V!M'\$|C'K#5| M>@=98-DB=|MN0.B8BH(F%
(EY#ME>_)8:C|J:GD7LR<-2&4
MY=B%;NLIQ|&6<8.T'CRB9R'^\$EYA_IN00)@G'B\$,\$A3\$340/(J#B=%\$Q*94
MD%R(+U?#26;2YL4F|GA2VC@*=1DYLVL(-X-9:4+A|\$QW43#>@7\$6_PVO92#+
M>PB>#(_D')N^L-P&3&,WKCH\$;&,GC%N\$^4<;6=G!48GCJQQQ7J+(@4/L0-"
M=UP_+D(*#/_AKO">)U7@*=S084?QW|C+%L7AGW!|.C7.E.M(/=FQ! |4KC5,P
M\$|1X_Cf,0JG%-F'=Y.VE|=C|TLM;E+A227#8/-P=T5?7O3B|!#PDY|_|VR'
MH_!U*PSNZ+GF\$=XS=&.-V8_9I6^O.04YKKF7N(-+%W5'RK\$/EH/+JN|01R?
T>H'H4J:77@+4,|:>Q" T8CZT)+|#"YMF)RS!'C?B0G|CE MAADNKS%\$|0? 46H?
G=N6AXP>R-*|0=|K\$W)EJ-RN\$G0.ZD|2#*\$C6UB)#1C M%M?WA9 Q+ O7!8=NT|0
|JCGZ(0&&N=PV3Q5'<>A0L#2L4U5!Y 1|C0N<(A
M|C3(B4UO6>^@74\$;MBM|XX)R3O'_UUGZ9NS.>CUKJ)JE;&5M@\$UATIE/X-6(

M54P+8J3@(!,FKAI+C,";YJ'Y.""7\$ZQH)A*OZ_.A""ZT2,:JA+B@H&'R=B MY#/'\4
M/@%%MH1*X9^E65.3>+^K'U''7\1;F7J8Z<^,W*J@K.8: K=0HCNW\4&HVQ^:/
M,D=3Y,I7TB644>9)\7E?*38B;,\$7J',\$_4'+*L\$=Z:=Y3\ M75CQ1YDHY
Y3I22;S#4""6O(F7I?B &T@.44Y=V4Q>IO"8 MAR=E?
Z;Z!^2OC>_%P^2;C:FDZ6DUCHP&\$#Q&1F+I#ZYT(57K
MOLYS)1Z2_QQ3%!*MUR(.)95T04D_2(O:KH%N\$Q\TK\|Z13S?L#!F'O'ONOG^
MO<0C9HOC\$.&=?;K; M'3DM2L%7H2)\|O I.:?)4(*JNN?E#VHA<58F(Y"X0)6#NLHV
C|E#Y17X9_M#IY&X5GP\|=XN M*GO&O4<-3VWG^E)CU_ERVJGIRT|RL-
2T6R75E|9^83UCY!)B|<-L),X|9+ MMZ+6@=I8+JY(?-
M8'..6Z+VJF.1JYCN%, ""*=62Z/6@9C?) -Z9<.;OK M1QA3V-C*.D2,UB?LW:8L57|P?L-
(TP;.,W,K8Z9H|*18_M.L+9T/&9KF.7MV4B2EDES1N*(Y@E#8N2LA@ZBWYM|F-
J;.;EW#5U:LVHF@KY! M=/*X|UYE)|E"K+|^&1*OO5^+S|JK* @,C-
<##2H@M#)O@^(&.;^FW7(2PBIT1,9 >KKC M95CDL6F^"D?DAC_7XKIJ-
J)NX%^I^..AFT'G%-4O9+DF>C'7>9"/|B+T8ZBOY MAD.|VTDNXG9-6R-IAJA49R-JCZR
^Z7X@=Y,_"4/) ^,RFF17B?KXC=)Q.1\ M(0JQFOQPB4F<17XT;9QX-V5L5+),ARGQV-
LY;WL^VKOHBDA#A+V;EU)? "MXQ78WV G8I8\3\$L4M8F>ET5(9TN_)#M*!8(
MGL=9B7SY/X--0G=^KMMSP3X^>.HU025WSICRD*,UT9BWTENJ-Y6|)>'*DBRN
MJ\$U^>"-8F""K"IXCB)+JW6KY6Z5'IA|A+^3%C?4!^F67S6)TU4?
A)=RKVF4"EG1\DXXLU8+= WE.U_=1!W@S>VC&5(RMK86,<)&>:
M99JB3O.KBKH4UYK'5<*H+*.S*-'OGOX7^.. "AF\$_)&+"7T|9.3_B087X4?|
M.A"INJ|V%/A>4:)"5KTN>=B8#|5\$C=/38>?|&G7Q\|L+*G1G\$=837;4S\$&.G
M|02PI0&9!7EECD(M*C0;/Z >)2_2GT-WK6-JWV&J_*(U_9A?"X*TDS#?)Z:H
M#N,2_BC\H=H9Q(60E36|B,4%IPUXHBF)K,LBWHO\H6&0%JZXH%Y-VN+T65U)
M|I^(5NPC;QY33J;|C-=@OA')&"YPUJJB8+<ZK%/.L5\Q3#
MW"XGF<+,2L_*NZ7IT9Y,1*F*-381SHIR MU67?4MEWU7DG/YE8L6;B)?\$ "UMA(P8(-
EQN6@<;K)'6D/) '&LS8O<8'RE"EZ
M|7GYH9IYOIZR388W3M;2T|J8B5=%*:R8/PIJU1U:K"J9T)%?JDP/;|U1SHH% M-
H=79H8D-"ZL^NP9U# 7Y#3+NXD&;!U;:1>@)7|4-.MK!C"B>&>| \$TB6|K,E M!GPW-
K*QKMH|)+B^")KJ&5'G#W.:A6CP@0I'4YL/"CBFYG8PX-N*0UM5""%2: MOFD
&1QSNV\$":ESP2|LP;J>G4RT2|3M+63<;I0<- '5XOS|*4M_V##^YJ+=E M CXU|6?
CSE"8N|3X H'SR;ZX\$|VGA M<=|57FMLYN)2W>N.! MWC35F^|79M0WF=I2#+5ZX^?
HJS4-AHR@,-<_5GW'SJ0|O&L#EV|N!8P32:D M3_ZCBK<-
D8L\$Z1^VDTM2XNJWRL<5Q?W'BP_Z+.K6USIOD#9'5TY-#FOIZD2 M#
"HLI!CWQX4^ ^U05-Y|(SJP|3@^3MEO#PI9#>N9!JJP>=AI@90M>-,Y%);S
M|MNN*9#1|ZN/R>Y'P#;O7=R4CK'TNMY|!M"Z<-MTSX)<7Q*7GLS8G1DR>^2Z&.J8Z
,\$WK M6^9^'UCS1B9KH7O3#&;=5, _&4|Q0 \$:R_U|5^+ /OAVA.VO9NB9"R4=_A(M@=
M+FJY*YCLD|_DSQ|VJVN?L_&QC:% MCA':P|4LGU2&JJU/@L#ZL>I\$J!?
M7|VI7WARYX+P-"2@9J7 MX+7E1?S%U4LJ7Z& T"|\@8/X.^##D7,Q1Y
;8C.5G41|P6U,G8KT1<_ZEKF#
MSG5OJA!:". \$9IU5|H(TZ=_!1YD^BS"U>XB9|/?E3\|D3Y=M|X,0CO&>E6QGR:|Z8#C;,"
<%+ C M+6'16<@ (S#4|N;N|JHN9N|X|03BB(|FJF|BSJ;UL\$.ENZL&E"ADMY41TU
M,J'B3;V+)|3|F*'0VA\$|@7UJ6S#T16%L@P&^I<1?88=H+7M*K4)^JL2!!M 1 MP)?
I3S\$,2\$+;\$;FP3%.(J(MP/5Y3Z\$E&/|UWS"WDP_JJC_@Z>!'5EZB!*"5Z589
@52_E&NP5|3P-0L0+G-44FKH%2|R')UE=|DV7@|X%Y);_DD,%\$V/^E3M8.P M-UP-
#1/P%|=5YPMV%\$"C95G-3|PKE4:320@/?T9T+@T(6:1T6'0=UJ.3C=Y!
C,OMW<4;^ET;.:5I MW;F)^6+VQ,P_14WFS>4*YJJ&|*_:*KQT,?0Z-.WU;M
4HU'+&6T@JQN'F M|IQ|P4\$M\$=;O);.B;|K0Z;- '7,JOA>_(5P 5B9:\$6O.T)\$I(KJO'0
M" ^? 9!%37@TH4JBR<&D@:2<<5AW"! EPGZ">A:|PIV\$74I8C&|J\$0((|B|J0
M1YV7\$JZBDO^O<);.@Y!SD4GJ2@7%)3U+V'1B.KT%\P%84O,|C4S?'8(B
M@H)GXC BXEPO-. '7^GO-PDF|I(=A'TF>E!#&7O(69A70ABQ'S4,|DX8(AM#OY
MZ;:5&&>*8| JS"5*T(+W&!QEPC\INZ\$. O7@F!0AL!Q..&,R',/>;N(8+%=
M|>0:I8VAUE8HIT7< Y^4>/B% 9;I2".J33@VRZ==#)X M33N2LA^2UOP.HJLN; #G-
\$.IEH38|3"A>4)
!NQW#7|^(6BL\$\$.)!381QU'*P#R@.@F*J3LA|2;D/_17|G;H.+O,+I>Y!"<(HFU#
M|/HG95=J0XE7X"A<217Y#C|0U)RK,*3^I#!V=|(T_&A\$6O(.Q7BMTY!O8
MJ_- '*1NQG'12VWO-)/PAPE/N;H(W\$8G3\$3C\$&Y4\$PEU2;.,8,8B))NAY!W\$>Z
MN6(*R8D\U;Z"M)#4|N>Y5!=PUBP|3@^..QGR/9>.,?LJ\$O
IS)1T%_Q1QOR^45,DW@3NQWK(>)AV%B=4%&>A;.,2L-+"<%0^ M:|W?

N\$^|'HC>#^>SQP&f@AW[%I*:S13(V#=#P-BHW=[,!0EN4R!>27?GTK!
M0F1>Z|9A|TGN^N1@?TA2YX1BJ:*QG8,'A|K-**Q@M)I!'H:NM:(+WV,F:R?
MG7(%P|6|CZS' M05RZ|CK56_9G_\$X"34L43_\$_FS;0%S)TK6+\$114|A:5*7I
MZ&2++"45?<3T,S(\$UH#6@|!!!C\$LT7H P M%%04RQTJO|\$\$S454>:Y9QJT
A2_=S7T)'K: SXO|'Q_Y? \$2X(D|F!%=V4,\$Y3 MU7;H"XX/R%B(8I^!E"3N9 NATU?
+V&28;&DD^PY<9GN%&P?| ^,|RA(4L*UA
MJ>2%K"9X8_5+5A3B1@&.^1|Y+>\$.\$+|Q#N-UD"\$&GN"=SV:L)+0E !BV1.=P-
X8UD>&YG+&2V&E;P3A' MS!_K |33, ^@BPD^Z\$|T1?(!VAZ|- \$|%:Z-#-
E302/2ZLC4:A^WC?|EXY\$T^@G%)8@6(I\$MF.7%M*HC0I_B;%2S(JM(+B(%|N
M_I%|7QOF|XRRDJ|=4XLI"XV7<(_)WPW1P#|R#EUA#H\$,TY3\$QY% C5%M#+I # ME?
WN3-(C9:S-2;(G?^P7O1XBTOK|<6AR47T7< 5YMB4D^Q-IMZD_|C*)9^P* MP9+
AK_=/4@V.C<;(:F0/S8#4-TK|*N=*O\$ *2ESQ,W
M@==O"!+=A#P,V"ZB0#>X2,6>T+^M0*)/T#?_I.S:Y!|)E>IS\##Q89A:R0/1
M;GA)6J+P+X0T6B2T138&^ K:45R7(*\$;ZI053F!!+_MSAZ3CHI>8H!HX2ML
M1_%MP5=<6BI',!OW=OT5?CZ>M+*1JPG_V/D6/P;_THK,4Q+VCO4!G@KCJ9.@
M>\$6-;IX'A|,+4OIXTFIH(7)W)/4ZI5!W\$HJSMG,%5-+K<2<(_ ^>2A,7|H|Q
MHZN'^^0Z<|T4%/&|. +V4:-XK|)6HGA|Q&^+|C?V:|.D/97|GA5@KV:N:-L3X
MB_=!*JX.XIV7G"FS_44GTC&W8_+|---+F0P>E7O
MK2B,..>RQ7(GHK;F:M|7|K>%S851VN+ZH>&!3HO9'Z??54S77*ZR|JVDHE;4.
MOCL.Y='1)&4+_*>&M'CX9Z-=F;B|4A|_B|JR0CT'_UP+OD4_&Q)5UJ_%54NS|-0GH:?
B(U0)L_ A@&0HFXH2#O?(F@@- 2>'H@#|*IM+ZH^Z7GE-KT=V9RU36F/(XB4*&G15F
MD.=BV|P>RO;C|MC?EE_#=#@,:Q&!"|%@?X(JZAB0OG:NR(=W+0"B8Y(4_ Y)/
M(:\FR4|2Z|TPDC|R61|D|R.' 8X*.R@C(T4Z\$|5+BNGA*RXS%J;?E.^D?E|
M8|CT|!+,^E"WA,C.|_0CS&|K*2,607X6^!)UXWU ;J46T2>Q1_EEX3UZ6FR
M#8('L=LD>P7VH59B+!^|J*S(S\$^VQXCNR>.F)"|0Q_|155*42JJ<7|KKG* M5>FSI
3%N%B@^(*L/V2W""V|L!0NK)5-M)|G/"JN&S>?>XX^,M8'>"W_4F-7
M7"BC&+ZD#4LNZ@MC9XA=M?TA2&&_YMS24,%AC>><'X+C4K|QGMP)|&_-5'E)
M2V9N7|ZL)I<"^X0W#6Y%Y9&==;DE\$O|WEDEE5:Z|+;|+A=.^U^|JGS^:J=35
M8UVLLFU-ITH|LUL:I&5O\$U1UU15|D9!:4E6&_WG3;^!>U_>F2R"AS9;,:|"?M
(#H_+4F%K6| 2\$R;:I&P(/)1GPQ&:'_K2:F;#YKG|9|,T-A03 M!&8%
A)N(8_JM1<;XWHS +7WD,2-U>9CJ-61V",YU ?_6<;J(EKG+|;?1! M&ZEQ'CH= !#.
(3T<4W86*/Y-YEUS*B%KT^V:<\$+WVON&,"(+OP%=.J'3-4'G M0_2WD>K'\$;T|_-
XYFNF/*I'7+J=G9"),#O3B31C#%_K&M63=>_HOW1M(NV; MJ|NF@?;%1J-UIL|\$
+@#_Z;1\$@^S#V|OYKP:1QYATQ+|&^Z7M4NU-|D5*[YI M5G+M7|ZIJ|G1-EUJ,-<6_-"
<^5<57S(5R)9EG#+&2VOB+^@72\$;67-7|%-|8 MT;..%F=1"JN-=&H'+_ZS+6?2?
TM2|"T/N_E)WMUM^=4Y8XOS?O|C=[56=Q2=6\$#>V#I3D_AQ8NQD)
O>5UE,2=C9?:_4*RR/Y9VJE*^(3S+7NK1G?7O#KLUC\$UN4=95940WS4-*%_W M5|L-
+J|4\$?;:3L;D+8G28VH*"D">&-KZOOH_6L))XZX_*|.EJA85MOM/A M?
NY+K.U#3X<^+@Y'5'M<:=Q-^%P|2F1\$3G1'9|'O+':#764T&FO_K4;&
M|_9NBMOFI%9O2GSDI28S)3&PH"&8\$N&AK\$-3 AR!;\$
VT)9,4Z++3XL'B3UM8L8HZ^+V;W M?XK3>EZT?
O/LYI7"GY\$=#2QA9>!*RR_!68_|VD6"\$_:V<*@B8E&#I9H^LX MT^\$_5=
(:J*1NMFDB*A='MM;O5*0'^EKE>85^6?*BAL01<:.*+OG%TJ"J1|1-Y3W@&:"=5;:52S.<
M09\$PW|A5X|A(*T|'R"QD@54I9A5J77|B3C|L7%U'_C9XO"RAB(40DR^7>B#/_M
E76C;M.^5OS#K(|8"=V\$S/)|Y;BI5G,QV_&+>|&9#PF,VENY#H2;\$G'! M%&
(H*;OH/%%7-:>41AJ7>K|&0F|-K&RC73(75=QB_1TB7L\$K*Q>R0=SWIG MCLDZP|*
()^;>9WXBW"XXS"14W" L6,R>G"N;R>A=@RT_P?6
ME)1@N.9)4.P%5DNG3_)9_27CL_0L|:#@KRR%FH4|D:M79I>|+J#+TY*7%,^1 M%!T3-
TR*P3FP%!U)2>S&(*-SFE/=>L'4S!QS,,XFAP87A:< MGZ:C)^\$+WVJ
MUAL|"P\$7/L*Z0UU*WI26PT|ACZVS (JZ"_LV)0I8B(J*****))2@G1WPI|++
M=O>RW=W+T@W26"AV)W87=G=W/>KG@|SS^LS|,>,"S+EFEW|.WN?^W7'^L!N9
M?!(0V1?F0EZA7!^0GZ+/6F:QCV#?)|KA"D@|/I 1 _L@6PWJ@FYC.:J41# MP_)
<#):,8Q_B^>'4HDKB|'.I40S4IJI#|^4|H9 M#^+N480:*X0/(&<;C|2|V0\$H-
:G:59WF,JDYH!=JF-!*>0JP48L C6+1,|G*JQ)4MP.+O|92#?YENZI/"N8!5U1|)UA6-!M<
:0>SI"BAWL MAN9|T%|X0_5=1STL0*TQ.\$V
MGM&:5G*PZU%"5|A!QHFAAX\$+JX>^|SYIU0R3;:QC DYS,%CT6?-M)=+),A 707X+
&|W41W FI*[M#@8-'%)0)IY_^.CD2#YI;33V%*OJ(BCHUW M<7*P5MV%?P6;QEE&7(E
8;H(&E1G|4/R.A\$?4B;@=_LNI'PF@.>>IQP@W

MQE3VT08INA/KK(K"1N..L&UQNPgy:"EA"7&DZ!513%Z;.(=TC\$)=UDCNH7+F
M0,A+J&,UMZO|H1;('1&Q7|4B4H>4XQ!T!-08=@7|*^%>_!81E?|,(!YDJ_M(T0E?@0C
%7.3T!|07_EAQ;8!5|K|A0 MW\$O^4K|Y^#;^ OL,X!Q&E4Z_Q? FRM^,*8A+V0|,2Q
M##AWL^H2L9JRD8LA|5/W\$=S)G;2UP"<4;:4|,Y/*HJ=&(FB9|_N.MIN!FJZ
M>>4+^OAZ*:OQ&,XZ3A:AD3L;:T,%R=RR|21GA
M'IS625O;107YDILMW0+.Q%W7|K"3<7_DDX&'":243I?-)\$.|_P^Z3KXL:E MI:1?
8MBT\$DJGZ-NX-M^(|=+M8-
&P3.TM|\$HR6BS^NW,4YBBNCA,+993(RP#X)3&@;1%>%W5M+!! M0JG^DYN
X*9_,2(L*>|L>B'D5M"3 M|@NW01U"S\$5N<)++,:\$CXLNDQY)NQ.VOJ A%
<(*W!72|BN0=AP#A%WDO89N+
M|/D+\$(^3;/@@U+M@(|X9KL+0B#!'IMT6_@4.U;UP;7D|!^!,00\$HH9P"C#OL_M%*
<>.UHXEW,##T_TYWH31H/V<.M(=@L?|>:0MDPZS)>1FL<5?0.SEW2"|
GR2L5"*OMBY=E)&|E\$NLT?BBN@*UFI MQ*|,&|8-B(!9"?G>S&NL1OC-
S&CV'<#U|89L+;SNWT^|)+D|0L)V'9 MN*
(_026IT00X;:KJ%G@R3:F:GMM#>ZM<&A=86:0 !)15=LBO.J=4ABNF32(S
M1J7YX|0R2D|U&_QIRG?CG0H*E5+%S|6C7C)8Q;10G4G_4_06#I/IQO4.IHI
MDR#TT|+5XXI^#YG1PL\$74MR;?H#>4YH;I^=44|H53XT-HB;7"OVI5%;M#"IY4I
M,/>Y?-57V'O3CZJ9B#EC41\$@M4CA 'R,')8W@G-+G|A|H&WI7V17X8=7#,A6 M(|=
|ZV3WT*ES,Q5^Z)UF7G(L9FS|A|44M+0*|1BQ1KH"-5QJ(WF*:@:1)I;_ \$ETA+P|
M+46DH:R(#!01J8N|<("=|?B<%G\$P=;90&O=>6H|#L 5QM#OP+8+'1E5Q5,%
MSY@NJ0#!5F9#1*.@FOF/YQ/! "MF3I+@%|O.#"^,8X;7F(OW|! !WW-YPL6
M%>7P|P5N*9OY"P63(R;ROO#?>|SGO(?S@G@O><_,=/R=_._C"OZ3|Q0A0VT M@AP-
|D|K4K)V+%HZ,*_H? MG-R&5 B: ZJ/*;C
|:K=FQS.OESC\$E;/_UE;A"AE)QM_V6>S:'J|F8'3(=SU MAT*9U_
+K0%GJY.*|V>O,^:7'8|+KJH%@H.858LKAES)5:L@^=,R:S00MH|*
MR@HU|JGD740Z&A>5|P.>U&?#,H+L=2<13JXK|/.1H=-0 M53C\$|_65N>"A?UX+D:W?
@|IB_X|YD=6E08Q:FWL?*T#)C)0JZG"UBZZISF MPT|KUXFP3W^KFW+*><-
G*IC1(|8F'H"*2+@A4I =EY\$ M4#606Z>%J,^0I_Y6'+O^IUH,ME|
I:65U*EV5<|*%: ^K3RPLDWI0|!@ "O: MZ4<7F2M6T7|,FZS,I=?
|5AP9G/%3#_I9>8_SIOB5TH^;FF&B0'#9*ZWD|5RM M_RVY!;?1Y:KL)+=KFHU!G?
S|_\$. _Z-3H"4*A41=G"-)*&G(^7.\$M_H2EF>
M^*Q_B71(K'(12(O\$RFD!TH7BQ#_CQQ7|+;E \$U||1?9:_3#=5^:D=HV.DGJI
MPOU)0CED\$NPQ%)E.O6AN\$/^|C|41|:A9F|16MG":D|:"6FZ,3?JKB2SRG+9 M?
3'%@'\$R|+@*H;/ZFRNZTO)U4*;))"8|,^ -CK_HEOK| ^-
M6!4ZH4Z"6N+OK/8PNF#>DCHY>O-\$^|H6|(?
X^OIXU55)5L:HC\$E6Z"KVPD;YMZL"2"T/+DEG.V:BGRQ(F>JB|)U?|0(54Z_<,,*P-
9WQ5S M4#|+=SJ8H#5HKR^|HRG4'ICS53-)TSF1K,R36OU-9?4.5N2E)X#|&PK.AZ?W
M32F.|G1|Z 4Y2SKN5KV>6H?Q=@DHE)QR306,<-:7PV,D?Z:TH|X@_UG@2\$
MA.WM60#T|Y%V|0=|=B|MPH\$|HQ|IV0B>:&+2BH7-^G<|,=RR94;VYE:|CO?N
MKH/HPE:N>@Z;XV;/R8,SG>TZ)R(*HY;=1=A;6+2= LU5FO'BOA#91SIMD'V
M076M*D;="NWNV(|Q|>YL3|:...UKVXNMFCCK2\$85=;F+20">,Q:VYO:|IU%4V M!%*
<9P>&F!\$:T':89.OMV9I&ZG;2M/20/DW=UWJ5I#;.)JC.A_6IH|P" |W(14?
8V5|Q^*TF|'S8_E MMXJYJY:O;C|'#?+:VA3";7-:T@C@:J:>:WSX^|_9+3BG?
X/Y=IF+BF.36FA M2\$C+A4U;)/Y>C8V3Q+>=K|MFB;|,'6R@B|DFFPV-O;?5-
K;5G>U/G9I%8|JR4O6,%VE<|*K>Z|:/_5J_0)%G,E-/4)0|SY XUK D4*.
MXCU(5AI\$SX)XE9^\$|L-V@&.S|B)GP6K##Z!N(KL6+481T4_-'S,1V!-|!PJZ MRIT;9A;?
?V4R|M>048JIP!'XOR(-R.FIYY&>:"T89=@#_&G76!P48)6/C
MS!82HN=&SDFDMBZQ(!|D7XO|L.F460+10#SP?| G83;&5O Y21#Z\$/H' JL MA1O
&ZASS="N|YFY)OUK!RG2G7)!\$%G=2+%*?BM|2CH+N F94|TQN! M9^G|H:85'
9CH37(@O'5O);YCO5QE7|:--?1>"|50^FNA6|JBI#YI5&*_5.W24T99TYF)4D2FZ3
MQ*H|M9WI?@TIO'O9\$35O2',R_Y5LQI0F,WMJ?HBK"&V|'-Q=OU0T|YQ=&Z
M2^8%K#)13.N|.&"/3#|MZ)_@M:66^##DUG)%607Z<,6C MY&SL_P^PWB!@G"QE
M\$|L16)#W)B-J'?A!HCS"F3H@T.GXL7Y8|H4FFY(21+&Z#1"+@G,R@1|Q99B3
M8!XNHB0">H|@E4B'?R?N"O!\$>I-JYNU 5)/'_ \$O1Q0TY!3|H(2Y2O2ES(0-8Z
M@#E%CF8 MU!;BR>|XVE|'30HJ;+;OP(FI5?|X2%T|C%@!6<*R+S(#/;
7Q.O!23O>RM1 'SL.Y0Y XSICUX,^HA6:+ M))OE\$?
FF\$BC#LVB9^!MR5NEBL:AP,N"^>\$;<)9"K:/NR>:/(N'T7CG M74UV)E)'D47E6FJ!|
B"3(TG(JX1/6N(*;4WDQSK,|MY|7@*C MS-D.#/WW-OY_*>.-'

!GO>1E5DB!>US;G5+"QBP>K&QOS%Q8KZY%BOTI%: MK>^Q,KN:
!W.*R^&&RC!451%J32Y8W(9)*_2EOL>^*3D)<|;RD/RIA,753!6 MKB\$U0 7>-
'(/PLKN'&4\$,,;H20_TQV\$'R_:(3. MQ;DAJD6/XM>AYWD=(1BQ9G85Q,?
8G'^IREI=*M@#[BRX"24CD!EZN 9="Z" M%&)C<|S1!7C|Z-F8YX3#7J'8'M(LNQEX
&GL=B;6L&9K^1,"GI|;@21>(Z\$ MK"8OKNB\$C5"*LGXB#E(940XH"\$W@24(IKXR?
8<0F5H!58_2U?%EDQG;N_.*M-S-1A+45SLO_0"!6,8N6-1V&93U:D8BP9V=[G\$4@V:TS
M\$!JGBMB,JVN\$,T
MB7.^#^"V:B%15_DYX&PBK2!!V9+I!\$)\$H9"O,1ACND0YS%7K9/D)^%H!7W"KG
M%C;J,JE/2[BJ-MQAP!SEKO(Z(%JQ--L4|^,N(;)%4>X_X4XB;{93N,&)+%M_J\$49?
F?:D3L944QJ!JUPMJ6U53K BW(S_;/TO:|@'3NBM.*TEN1.J,!KDVU%
M!\$5>/6L_&K>CM9&UF#A!N9VK*@\$T5@_*"17S!1/1YH7CL!M(7WW!W0KX
MNAHZPIH!K1!FDG!2,;<.:7%?P'MU#&2YAE/901P"4LMIGT&/0^OI4R\$!M%\$S?
2OI*NV.Q@'8*/12_3#HB/X,Z73:6'\$/R YB@A45)QNJ2'=I*21%1+.\$O ME|^ENJ!
<%IM0CZ*WV&CIG!%CIP,P!XJ(:#T)NT!UA1ACRS"B5'^Q5K!XQI
M<@,Q&OMK^2)2,;|-543:1=AH Z,)"&-Y!ZY.!41@!NB\$E&3"2\$(\$_068F=1 M+3::|!"YI-
VX=Q26\$BS!)!72UQ|^EGK#)H)13A_!7?P=4'*E@)(\$H AL!O(M%0R70A#J)F-
_XAE,"3,ON!O+8%Y8A,.&LE;96):.6>,^&Z!#L,@O)H= 0_E-MT!MP!|-
B+B++|KX0,JC|!0;(D&|AMC6-Q=H*6*):1R M<(G!.'0:-\$T>F+|./D4F2XA\$-
\$B?!Q&1U5*12S>B6ZJR/H\$_(QE?9:YU>97A
M(7\$8=%'_"0(%G!7MS)!K=%BXM0A"S19@1<1UNH>%Q_8J/JH3#NF7S<2^&H M 86-
1J(L+!&7R!HJXP."X!P579UA@!5#[N M:3-^,%_E_,19L,%>M 4MDGQI^PKI"&
>TPB!PER!OO%70E>-!>#PM=9"\$1 M/(6.V0VF,WVX\$E2:A/E(7UKN"YQ?*P=ZG?
6+L0TB75G#Y,(>^5%9B8AG!Q7L M"N1>SS?

/32&8S9C@4D5XQ7"S6,N8RQ_<&92IF#J<-0<#JN78EUW!GN"7I M_OA!7-
X*.,\$TM!7'A)C#W3WO+D'!/6#1P(C@B?Y0Y#!4@.0KO!.J1_*@9#;6 M6E*5QL
MEKA\$!L!/%Q_RQN-IXOIY#3B%^)9%\$V.Y2/R'(AD1?=H\$N DJ5K.A MF(&N4Y!)*?8
94IV.7JM5EEZW<#>5NZ8YXGYI#QIT<@(\$!|?IV;!2;5:F 0Y
MKT97!|E%K'9)A:~%56T1NS%%!H&7"B,U_>>16_2*2RP#+EH/(>(/2RZFL.N
M\$(E.Y3_.3Q)!*/9*/"\$_.+8M2ZP_G)/AP#4A|B)K!|>VY!E/A4'.J.\$K,5'-
MCB>,5!|.@<\$PXZDMY!LL"TYF3S9+BO.-369_Q#<%[V4C"Z25H.O\$SAFA'#TQ
MZ=_QU)!_*"2D|A+I B"/;B!_S 8P%E,^QF4S5E'!/2JBVM"TBX|R097FMA^9
M7VACL4WFO3!4@D+M8!XN(I(8+""6HG(!ZU)L4V4K>W\$00_(7&|J82W=B&VVQ
MT+>SQR*JO"_' +Z.?%0X7J"LEMX?/,3%2,|&M#O2_4!#ZEA0HAKIHOD*H
M!0#MFE#YM|+GT%*5C:5!+3E?F98(JH8G>,B\$)53 A\$4';*U:YDBE+>;)M* M1TA+#
<|RGI/NZ*_ 'V)%3=<.-F2>SLS5E!Q0%VOK2XE2 MO?F; 05J"-D-!1/5+-NI-#5
X4_(EO4M24/?>IKP!@R9IW5-PJSX_XJ#@\$VN73J7@%'G\$|IOP*^6+5
MK>J'C.TE_/A=!.7MLI4@2)ZW;|FX(>F*S!ZZ/L)79@&O\YD@<.+S+K"S>09XQNY!-
ZFT\$0NE+?5L_GW;W8XG..Z
M!@Y9,;GG^0%_4R5KV\$SIB2PJ^ZOT='P"QT"*"+5DOY7|!"2PMT@..FC9)5(' MJQQ.F?
CV?ZAP5HH6FS6!=47K&7>5!4N#6H'.J4V>KJQ:.HD!S#SJMKT*HWM
M(40^F!KKJ;N1%9FBJ7V:FQ^EK,TL2/GW*4M%WUS/U-)+9|XW9!3VF|JND! MC-U?
A!N/5.2V5?|HC\$K>51U7?&?%86-?&IA|1G-5-TQG
M9JDI@4",>6L/QBD370PL.LE2>Q3^-G*I-A4I7.:K>8JZNRA/:XH^.R-%5XUN M-7-
2O<%VCWG7X^=7=JCZ*#8_,4Z-PM5%8%2?|90H"HH&3FK6"0Q!)L_/%.R2R1T-I
M1%.8QRE"CL6]@LM17VVOI*YP@/FE6(M;86TOZF,+|)
94!|B31!&1VV7?)>L=MWNF2Y8N;"EV*Q8H|M |&CW-7LBG"3 M\,7?5%+1*E(&
<.,7MSHCLF\$!4|R+WT|+BCJ4%&7,/=E(*|T|JZG(H^NV95-4 MO^;
<.&Y%\$Q/;|^7|C/S2|J*0'L!HFU=|V\$W?NKYTU|SXMLZRT4E|H11 L8F)
M|@9TK+Z4EOV'2FANG5+;&AG8X@U8XW^@F0#4+;G>|+7"=<|YMT5SR;5-Y|&
M9YF8:&)18^_9 ^/4Q*8(<%B\$D)\$ N;L4\N6,&2Z(9\$N!L8L-+A.4D04,;
MXO>YH+R%Y_SQUOY0|=#Z;<@GX3?K)Z/=EY77%6&B%_?7GL=:VW^O2\F3J+5
M3L.N-S&1CU!|_YZ-N,.UU80|X2FUUL0^OP?:"R)>Q.=0D|U\$|D7\$>O<_UB-*7OLD<:%|
)XGTYQF_M%:AD(?XWU3L,>-*KB\$.5_6)^|+|ORJ3^|7UH\$!O68?8Z!PCT|*T;|A,7Z?
MDO'_WZ<\$E192\$;"%AM.2S|XOC7X2X9=&_7%\$IA|BGZ"1#Y)JBD6%YF8B\$C_
MI=J^YUY*OZ0_6C@IQU%@4>)2D\$4H WB50 |H+GEV2E|P90!ML\$D* 0F7_"\$
MU"\$^F+*YLS_*1BVXIW982R6)AE\FK@1,2G M(&H=WNN!;DCZTT57.AA#--
UY+7@%=HPM/AW0;=S7F>W(%RPJOR5*!IQ+85/;>

<,UQ*B"%Y&K:Q\$VEWFMX\$A^!A:HPR<.XKVS_!(L\$!<8I M>SMI2O&U_*R-
)%7E\$%Y\$W"T6\$H+G,|ON59I:=K+#6:jZZU7!EL9@T6A.&.,|H24?R9H>8%|
9PW/MRZZP/8PWDX1^QH_++6NBI+#{?<,*R|Q+PV'\$/C\$!GU0P?;4G=K+
<3%KK)LF>|'?.\$RM)*V,;9 B+!*NZ MU)L2E0-)*XGO=AX?YDRO=R8-
>|S|AG|&|-3G(-"Y=7BDCWIKZ2Q@(H3ZW)-#_K=2@CP+6ZZ|SE0*_|:K V0.W^4
M%:VL/9Y6C7XN2,RB8/M('_,|07@384YA'.D\$5OHA'AD\$SZ|D,;(R|O;R!E9| M*'3D7?
3|6+";S537@|ECW=)*!4QI?(V#B_14CX%7Y|:)|!VS(72\$|EUN3P MI+\$KBO(N2FY|
N>E20|-S>LDHQGI16=46\,O|@;XX|KU^+N)?OI4H"FZ4LT M|S/-LVK59R-/Y-Q0??
7TSDE4C0J*K|
M6"Y+-5:_R^C(M#;&1XJRXZLYFK:VRL|M=CM)&C|^68\6+C,FL@|").8|8 M#? E!?:
9F1H|80T K0/H"J|&W,-|KM';8!,C"UFO@2B)';0_I?)JUYB|T,'.+>F,|/>>+JB71
M+7|0N2U84FBM|'0_*3B@!\$|9C#HJ'|_#@=V: M?SZO E|4+(X; (=PL^QZ@)WF"
|)PNDM: 0R<&T+= IH^=LS+6,'1C016^!;ZU M^\$.%&#D L,DM0G-!LV+081>"G_F?
Q|%%@2*J(3|1EBK(J;N9;I"(H' M>N+LP;T5QT#)T&00C)P0^#7X^IBWR\$;D
_H./HTPMVH-(QGR=.H<|'|HR= MLSET8YD/X@*FJ?P,;D_Y@XHX3'UV.
(2,*XJQAZ7BGR_#P6'\$^5%L%LDTXE3 MJ7:D\8Q Y:(B.9&|+B\ED'8#-
I=;D5|FF8'RJ*8KO<\$K;29^39!PVF7';>#O ME9&6CZGY=,D?BOH^/Y>Y\$!53A&
(>*1LJ|61E9-H"ZEB|HO. 2K;+WT10\$50L MF E2LG=:7J;2.<^4)0?;57"
|4A0_AGA2.G=H@W"WHRL4G|A):H#L\$28Z4L# M'!*F.DXNYPD5EJ-
4@G"|FYL2F16K"D6LS^U2;B|-+FA3?D?+090N\$5-+)TM
ME_G<*N7(5|YO+7L@/VOY@(U'2|!\$LR=79W44,RJG|_)1S M-
NB6^&G*KW+G#T>TV/+K|YN9?B!9IOT|1Z!QSQ2QC7"-SS!N0G7ATL5TA MD'"CS"?
Y*2D8N#!|"AE=<=8CAU("9|=2|6"7C\$YS>M&+!Q3*Q)<';(A|F<M@V;
J@J"L8L@MDFCN%88*FP)_B9"X=Y\$;\$>%S#I"Y*+6FMSAR; >8|HO+FP0 M=|/<'00%?
@@Y(^|>L@7U.?6.ABS.S0!(A&E+WV#M<6+9@%P>/R R7L>C#2> MBT"?
KUB\$3P|N@|)W;D|85#BRX3C""OR|.5=2#S%92D.>9#R>)>8#^ACEFJD= MSX>^X
^%.EQN7BDH/PJH|&?E/;7T7_?%?X"6,0PAIV!=3%NWJ|!!)F/F.F03
M\$V\$Z@^?'_O""0MXH3>6M!KP\$W.=|R'\$_?.\$GOP=70.;A#A //EV;HG@6WS?
MF23X3C|:R?8"XTITR?3:SW\$9F|IM+OD2V(D^TTIP#++;SI M3^6FE5Q?6,,3*9,/BGH
##^'0;VU'L39|XVH&|VT7|E?N+S-) ^T'>43HCV M8'0#11<=98I N0OGLQ!@VF;.&O
S|UPP0|J@?:AX2^HK\$Q<"R*^ |JFO MJ#;J#%&^M&F0*W|?:
(|@9YV%E0S\$@LD\$D-;@;OLM(/,PO4Z7R;/8|,E^E478L9P(=3SS"Y2@RS!|LVQ
M%CA@;5Y>B4B@;RS M1,VE=B?M0;?0J!%HS)%%Y|S6&KED),YYGKE#YL|I\$;ZV-V,W
M_*\$ #M)K- MR\$V%U|+?)SD@ SAAX>=10 |8)P#UA*->P\$(Y6/0:GB/US
MN|S\$X|&)X+)"--.R|&C\$|4CF^@#|3;51XB|O20!FKQ769 M-
V,E\$HO<%2'6DJ:"BJ6|H|B,_L"N;*DS((DOU0ZUNF "A|;KWF%# 'Y&+B==
MPK|4H(|A"D#%I& OP=LRAZ5VP@WER;?B@. L19:R230V!SBQI_'49#\$+BD9
M3LOC. &B5|(YQX"#02NXP(HK;KD\TC5; SO.|370B78 AM;7XKK'RK?D|ZJ
MXF/J,H81|B.Z@)D/>Q:8Q/R,;%JB8/&1CV9=8'U!^5I0N#?08QD'QOAH'LGS
MJ*&HQ!1W6@|Z=%1^I2|V. !<>1:'77R/'H(OFI5(E^#++4K8*,+|,3M#_D/E
M+B%Y\$5_DVI)02P.H492GL^:0)53+EB
F;&T_T0J8CXB3EOV4=2'1/CVDEJ9K;/7\$5>PA18&!@I;K?5'8OUHU/ M37R-.|G?
%EF\$ _|S?L*R?H.1K76&\$'+YR9@PQC#|D4<98)7#|#[48'25|ETC MFLJ>1MS
K90QEH7B3DO?N|KBH+K,Z?CNZ7;++(9FT7/_Z;27FL|4J|\$@K3H
MC.#EE|3B;)37;NVOO+@%^7I@0>%D0=7-@D^_U;BJ;*RG%;OV#Y5;K3R171.S
M7/DH3QVR665?F.5Y6,4OWN/8J&XHQ4X.U!N^2U0 B/*
|(W@/#Y|^07P1);!XHVD" 3W!Q'FSL21R5BC|4LE:4
M!TR,MA<=K<@,6BU>!/T,|4+H7OG.TN6P5;,*"1;80=^CQQ\$CU5|L,;NJ1F
MWEMX1)0;7X|X'7B_ Q.5XKY D(DN=*@5|\$_= _L0D7@M!C<3GBV,G%&^| "2MS!
MOH=+6Y'.&<(3 WYR@PG(I20NE^@R|SNWEXBUL>)B/*Q|Y;_IOPF?&\$NHP(B
M;UG>-,>,M8)6I;(_:\$20-Y9;-C2COKBYS@RK\$. /9_*H(2,BO/LK\$1SQGF
M|+|^NQF|V%_<(R7').YWQ@2|G=K'(O &9MM/N-O*OX"|;IH5X2\,DYTQY|
M=Q:UNX710T6AUPKR;)2Z|_ UI?R|_%_HUN;(Q/6AVRL6%MZD/OKH::C(L+
M!QNSL+G,%O|3/MEN%+A83;HM82,>"F *H;!5WB'J=> M"Z,Z-
FIN3E^|S\$X;9OA_J%E2=Z+|L@_2G|37;E|D=!)SOE:VE|1I
MZF/9.I+,K\$YRF#K6'_WO,^7_EPKCB';2K9/|5+
MDDPWFN'%9BS/_|M>85,\$@SPWO|?"3|Q,-QO1&MXRA_NBDSS3J56B,IZ/F5*H
MX/WZOY2)R:|?_N#@U/|?_*Q,+|MT@P?GOU_ G_|^_S7Y_NUHX3K@V\$37I

MJG6PC73RD2F_IBV;7FZK GK'5[MXLF]G^JH5SF';YFUV.#_J8+%3L7.\H4;
M7:XM^K5XT9(X_A2F7N?QQ^/JZ3?);Z)OFAEBGJ>P..!-X*^AXR9WE0:'88 M+EP9T1-
Y8,6MJ"K;6/<8V/BRN)I"?K\$@:2#R3=3/J?-2/?*B,TL SB)DRW): M\$1T2'
MQ0Z4I95OEPXIUR@%5M[I-TZ"MTLGT; .Q"FHLJDZKB:X-
J%M2/H=AZ;VO=/-I.*X.'5P^OZ5RK
M7|=CQDJWT"X,7C8==,S2;;7VZYM07HMLW;NW88=O)V8787[TG<&[3/9?_T
M_3\VO#AXI="1PYM'NHY4">4=PQXO/A%WTN?4G-.FIY^?N71VS[F^X8+S(L5
MEY(O+[LR9]1D)-'54[VWF_10'48>&C@,=3
M'SJYLOJTS/2\Z07CB_>O#SXJNYUY9O\MP'OIKUJH0I@AY;/E\$_)GQ=I?OJE
MY&OMMXKO[M^?_J\WH^RGS<I-OTK^W36F3\SD)GA92B;NG?38VL)F\N3Y4Q9,
MG3IMJG1[VYDSIM09S+28^<^LJL?V8...3GW\KQ;#G?GWW6\O>"ZTV7G0#;(<:
PB!_#^\$O M%X2*POCAO A.)&<%)XH;S5\BI'&*N.T<: \$AL2FL;DUI3VU*ZTWO3!C/69
MF)V9_+.9)[.N]2_I6"JX77BVX5WRFY7_JX!G@9?E;X\$?0EXI_ ("90*@L3NDOG2Z=*?
LI?RZXKCRFVJ7G6M1JPEZ4#Z#\$-DE9?1 MH=JZ^EO-TJJK= M#7V\ S.V5.X%I
/LAJ]@'R0?4AR6#5B.%)WM/58S_&U)[.:-UNO=I O?QW[(^%C\"? (9_07_E? -^QWZ3\&/
MN)^^O^S_77^S">:C\$Y"6(Y,LK?RMY=[2AWY?@1ET'JBP/2 U<&:0=
IABQZ8K;\$X\;\$IR9T)K8DU2?7HA2=6GJ=%6&,E.11Q%IR'4 'H0,XA=C5N-
M7TU831P@J9-[*%W4#EIK92.JEE'%U+#D;.!&'PZWD\$?@H086P1)0M3I*LD;))
M/.4+%?;*R2HSU6?U2\TJ]:CNE/Z@8705>F-/=4N-L599)ZAG-!;T4V0YO*6
MXM;MISVK(L,SLQ565TYW?D)Q;W/G@_?H-Q*%JM6I.R=O6ZG>M/#MW>|I8
M:I/SYN5;LK=BM\FW=^X\N;M,I]"_?&[H/MEQ\8/"CZT-N164="CY8?\$QWO
M/7\Y,O3T\ XG\T\1SU?\$5T6ORJZ4OBUXE_8^H/QOD? M\WVZ_'GXB_8K^)^OOMP_?-
_P#_V'I8_AG^L^JOTACG_ ^KYM H)5I9Y\$ _F3ZJPZ MK;MMVB=73Q%-
)4X#3D^S#9FQT;[*LW,R]-VSFZW%||1SN7.HSK Y^<[KES@ MY63O;.+|;.\$%EIV+>ET-
BUE+H&X92T/= %WM,I_ CA^AXA!^J\$6H&W07S /L>=Q>_"#A#JBB(0E
M%U"BJ>ZT&;3OE0_HIQA;F&TL&1O/*>"NX"WF3^%_ \$%P7'A#UB[42LK10%BYW
M5DQ0/%.>40VK&S1<+5B7J/M9|
ML65OZV!;7;NX@J0)7)79%=7MU^/2.ZMO4M^/_ O<#SP;OK;Z^YM+:L^M.K#|R
M=&C#@8W[A_ =O.K#Y):C6T\MN|#[^H\H.U_N^K+'8J_M/N?I]?@>B#^8<@AJF
MC>B/I:]<=<^SR\;??;?;,'Z0\;'SU^\$OO4JFSTA>=+P;LK;Y;I-;QI_2'I X^!GBR\ E
M7U= _^1/V_ VSYV_?F^?_ V(1YGT_RB4XW\?MZI3=?XC3QFRTQ^%P\F3N./ M|*1H*?
IG;U_V7@&\$'OEJ(IPAF;/81Y"?A@,P^BQ)Z,Y@'D)X>;>'@90&F4 MUR"- %E'G\IF"2N&C;
[NXP76D>J^Y?M7&XR>X*PQG M-
H9Q4;KRQFKN&HV7X#5OHLH%F<&C*>PRJ_,GRTQ"50*?B-=|N<_OZ=OZ=R4G
MH'7OL0!.>N.;H0,<:5UA0SSG=O4|_@ENIOXJHH!|3K,YXS6/HTP/EO,1TK+/
M(6S(6O;/6QXW_,C@VQYE_5Z\$/M8&ZKN")>S\0MO(V=J|58XGAM;M3+#A_M#
MPPYZR/L@>_UQ%^OXMOQ;OJPC&V>.Q+(>K)FY;B\;J|>B|@:|L>;.MYOCVER,
MJ^4U/%W&K\,*@4EZ5_OB!SLHY.'CC!2MAE_JA*Q9@L_6:KZR^=>\$U3JE.
M?;J D>B#WYCO=CJ8_M_9D5MOE%CI EKVS I7CC.[M#
<:FL29WOHPCSH)O0;#H RNIHR 'VRZ!?
>VR@USB@\$;ZB)MOS)%Z<&GLB1(9=P1R2/R6%Y2F%S-X
M3X.,_SZA\T6DG*LX<7GF;PD40I JZ(SC MHN.*W15;1"BY>04;T3-
\$D8JM^83!/:4\,"7(5.,O8C\$ _;X=2S
M#F*+M3NVGQ*%|I=U^0N\NKPU;&%PFS/MJ.!5XTQ@BF!/I?6D!X+UNC#_I8+I
M\C,/ +HDIN[^<_B;2;RW8MEFX: ^C>*E_ADL%^=;O@4+>*9BL0M^67JPGRZLAE
MH02YAJ0^ (%9\?W^9?'4HSVG)XA<|HW.;B(LW)\;F2+8N^&;ZJR@8G_G%2/P
MZ2HK=Q=,.*Y_-A_-K [WMQ?X*7_>-Q'MOI!W*D1X^7COEF_"B?N;_A0"_'8| MU2*!|I=
JRC7^O7Y+P%;^2-N/Q-7\L|4%RV\POZN NW)I1=8\ S=/25_BT',KQ! M-
X<3UA:N07(2%5K5+8Z>?%B)XEH#;_7_C4?-!\$M\$;K"X4E\IUR@>B+:3S"H4HLLQ3'B
<3=@N?2IR\$9)6P MJ5J77F>H'0G5JNL*-Y#5-
S4K6F:I"E5\$&4/Q17&5>%: ^68XL39+1H?D3) F M2-
J7Y4GFB@.OQNB:F^H/C6KVUF.)JHGUF":CBI%5=W2'\$6HWI%P53Y!TUAB
MEHZJEL03)#OD>K\7X@I)^BNOM'>[:P]*_58=PG4I5*4MS8UZQ:V&Y(PN;8V
M\$ _J&AJFZ5'Q:FJ(+C'LBB525^E6)@V0VES=K4J>U" A3TP=:US8JCW;KI8=TI.7C=#>%
5!4MF-V;\$|A>|5;7X MGA-E*%=>M-#8G1S8>TF5?
JACM9.B:U=/G9O<>|,>88CTI9L6(3D3O>EPHOB
MJRVX6(;H0I74MT_DH)IP.K/9@2W8L;JAF)W=^|IV#3OAMW_JQJ;PGAA&V-?O
M_3H:AUZ@T+AP0VJE =X6;XQ\AC^O9.M3=,DY[<+ZR/\$>WHM: ^I%EXR!1F>1 M*|J.?

T&X%G5-VR"\$Y(^HBX7+5OZCM!6&^+R6!0I9)V(;;74+M!75Q6M\NK!6
MMZI*JGRJ0A27N,ZZ;W(NRDO\$3!2/U75(W5:2540)=8^/3('T;?C"QL6U.NV
MSJF%U&SO.F\$!9C0U.!@*!IJ.H\Y;FXUTULQ4N^<5*;!JOD:_DU^7!/?!2=LE MY4=_U<,
!FV96+.V-6!5>J-#XU!=-_WN.A3;6:NL#D!DJ_D&V!P!2ISF5+1* M#E!6^/A(
Z6=1U!4C0Z"-OVL<>FYTKFNMA)U-GH0UN7L=*T5HUF!K5EYK3 MN<&*-
P9JM)_LM?J"!R_)J&S_R/3<!5Z!85=%RIRH0=E*!@XWW-DF:PG!86KM^A+3QE/&?
MO?;/E0;RUA'U3YWC\$)W!5G!26 IS50!LW)@S3_ZC!444469;=<"!73)/&;W7
MN5O.6KOF6,1=S2N> MLO=;&^SL1H_%T"T6X68YO=!(NIAZN?2TX#!8V'A&LRU3J
M!8+>2+PF2'##*UE1+RS>)5XUH D>O-%NJ<(WO&B6*L!(- TKY33*^!KYLJR* M'*.Y-
"OCO>ZJI#326FT02!V%!-\$AW:*.F_6O!@XVQ9G+*V_VG12_U5:6!_3 M'J#8U4#5IT
-57G*1QEP7:#!6!1&U7?9="!N41BNZ.GT_%B%JG-MU+2!Q+?
KDIOX)\$6U9!UZ8+K!Q7@MO5(!2W<_PD7Y4!75!YEL MJRQ^V!L.Y_4E?:
6U6!1+;YQ7@!)"%1H06.0^-EXJ/EY^17!WOI9Z0LT?4:; M!#?*9LT^S^LRI-
QC6TC!D6U6O?M;O#>ZU5QNV+6F2-13R^MM(5*.F(X'Y3@! ML7ERVA5-<*G*O!5N3
M0IQD=.Y1EL_3>!1UIS5JG.N%X>W*^8:9GH>E'Q3*H=9U2UE+VE4#IUA6.ET/MC^7
%70FL=#8E-;%K"^E\$QK>L/>E6-5T<#:\$H@VWV%_N9!7S^8?6EZW-\$<'; M+O9?
%8ITEMT2P5G.SXXL00EF;XN_P*6\$VS!-X)BLK3XN" Y=J\$!55+O?46&\$
MH>OH:S"J!C:SOL^*S!J+!J^49T15:S>M;C:>:?
7I"S2@-915!W7^;,:!DT0NJRI2T4LSJLS*O8G M#1E!\AG+UVM_2O'NWY2)XF-
K7@!^:/K8@NZMJ!^H'ER57/.8M:EMKM\$+-=3X
M52!N.E7!3O,E*: _JL*I@N4A+DO=X6"C.2>ZLB1L\$=X4T'^OYT9ZCMND<:FYD
MS6N5-\$Q"+6J\$UTB+"FJSJR8DF57Y:3'+2S1OE.LHBCPTHNKVP9>KRYOCNL1
M!/:K=)W>J^8P6UM-6M-^85_JAY5!P!;!AIR%!^OJ-0BWWF*F8+^M9
M;3E0/XQL.MCCM/:::F!^7XL<-B@?2=D*;"KN/;7JBW-1!6R=E7&D)!U^)G-
B0L,JJD%&3VKPY M\$6_PK0U8;J!QUXD!%LB!Y/=7W=WZ#_-
(M>G&D!PN<<3:0>8V"JV_CF4+;>SB_MLM;D!FU+8HOC\$AIN@!
(0!^!G>LD93G/6V3B=;\$!H!BF4&S!2B?K=W;J((W+%U M,IGPJ"IN:
(6N1SBP>H:FEO2BYWJ\$-BYX!^2.T?8/" +? \$ NJ!G"@B88KDjN
M+5VHNB56='AM.M(@-VO=;ZRM\$:>/K!F*^URS4S_U_J!RKV+T4!TOQ!3!#._J&!)?
7L;JB!WFQ);N MH*9WH!_MB^M>97OGZK7K)@^< M\$DSM/!^!B5C>M:'!%.A
6T_3MVQ28U.=;-[T J^SKVX=S!T MG1'<.QM*SFEK_P<;GS2GX2/X*!N!JAYR!-
MGF@7!KBK-7'B9Y6V)&1FIOG' MC?V-V!P-5=\$?I5C3_CD;&L;B0C\$5:> MXJ?
H6K5B.%KFQ)T!L%4R@8YV;Q8MR/ZOU5=0D)A=;!D?%6E9!83;ZP>6IA(4
MUSTJ'(^UPL4;L2AUX'Z5=B-Q;(I2Q:2O!A+*7V8;6EA25;)EW79Q9L2W"FOA
M5K!10PO?U_6T!B%WM=5QT2\$!4/5XWV_S#H+=_!YPF_:Y!X'6F)W5?\$FE3/A2
MVRNOC?BWG",YZ)=JF"J!T'&<=[:O5'M(68HQ+LPVJB"._^[!(\$*VX);:P?
A9^*8:M.^DH!SE:&9#LT#9N&\$T!6=.NW1 R6*517_>+T"V1!KC!4)&&!=8RPD9NH
M&C%4U=F+?^BC-_3RCMBZF9F6S=Y50PDG*EQ.\$HCCI?-U;,
!%>H&%3/LBX2%W(L"S1D+9C'!U%!IDUAUOYLIG:/ZWXI4Q8K!V"P?-\$-R&B>RG;QN
M5JX!(IW&Z:JP3JZJD3V_3(*PTW9P)GOX2#I\$*W3>)P6OIO7TF4!^;%)!L2@* M":O_
E!TNE&Q!/)UVJ!#GVR6"W!;!0K#ZUD+>2K3N<2U043AA2X?%IO%X-
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M!H%Y!-R>_C!;'+6L.Y/T)<:M!1U!R^ECG@1YT&M&.Q.Y:+)!)LH6#5B4!U-M-
!LJ""M*"YX.ELNTY(K&AGC7SA38><!PI_%BG-YH8@B-)57! M&Q!AF'@<+
!W.9A_HT!\$+W@V<56>D4;M.*C2QSLTUTFSJ9V0;/S_M,O4;
!GE03&!'^6_/O:@TIE-.S#)/+ @!!"P!8T:==!S9<8FR0USA3514&EE9OH\$O&1WWGT0JL
3VOT++_1!6Z MM\$!L=W!WOL<;&=_KJD,-51U500&N,\$;
(US!4JGE!KE2A2<7=^,._>Q>RX=8<!MQ+QTI %8S!K?:@E@K!0-"?C*NL-!Y0!L-/,.?
PBPH";W#K1N!OH1/FN_5T1H#AM7P3_M9AFW3)CWU+:V;IK
M=6OHLLKS,F=&H>DI8QDS1_!HQ<+4+X*3V5W20I6MW.6!>8!OTD=.!2^9*9J
M^J;M_4M;TSY8:T!V:B6KJ_K!08Q@OS>0TA#5.-R7L"CM"OGKU)N_0/_O9
M,XKI..EB!H5Z^,W>Z=1#>]@U:VAHI!TDC4YJ_\$8S,K"JMM0/S*;27V\$IK"_*MO6Z_(I
_R:\$GGYK+ M3"J3;OS.ZE3_Q;J3"R#OVX;XY""P>C6-C@&HQ^@4K3Q3#
(Z#WG:/Q!1OPK;9!/^*#P
M!6(YU\$JD(FP5PH9_@,OV\$A%YL#+W.XCB7#801@D0!)PZB!0U38JX51P9!R MH_
FOI^@"W;BOB.K85MB_PX9!(\$+0P?A#&R!VS9X&!U_9OBVT1T!0D=5W_J
M&0D!RL"R9"A:-L"G0!&2PA(>E"QR3>Z'(/ZCT%G042!%!0!LCK7<#H("JP*.
M=X,/R!A=I6!%Z27S>!#6A?,"0%1UAR0 F^2J!+?@?=+D_?N<=OC&5HSNH/Z+E>|^;

(>_WKFEHX#SK9NPA7LSICMD1?L?Q:XD(.3WAX>4X06'OH@+;^>>N9W'''3I\Y
9X<12Z12B@'_(P!%%M/3I8?8#?
LKVP#KA:DY;0PO\$QS0ZZS#FA6N>R"Z0(6B^I%;^BW1A6B@!Z?/,^
MH2/I CBZ5_XY=UGN'')N^R0(#;^JAT2<07@GD7J2(U?!_MAM
#IFVJYG^"+FH3>5:3^P%<+ #FUKP@#>MX4S>HMH=_9"(I
=9Q%^3AD^F,U;:72O.\D=H?NAI'"&J6^&;BKXESN7(R0
MWH\$[@=X5'0EY>3BCZ0G4N;@>Z568*Z\$*NB^8Y=2/YW,FGLWBKNX+VI! ?
6JUKCN/GZO_*M3V(WJ^X!7=@||ZGL&I2LKIAZ|FC6A<0CY1(0"<8F>FL2E
M'CW;/YKPW7^@. @.&?WL^1)6S.RS9Z6A, PY7=\$N19?;6<8B_H6/I4?B!@N_D
M#FOXCP_OU7RCWNT\I>JBE907*>3TZ6*U3\$\$_R4R6-#*;O^(3C/W;#DM>,5Z
MZ7^\$/O7(<|SA6H:IAP#U0S!\$=
MIY4)SPBGIE(;/GIT8=X/&Z|7S3Q%O_@*/+7Q>&HV,,A M&90#50Z5RUW|;C3|D;|JC-
:S/IP<4.MJFJ&=TJ(_\$S)=(LG<%J/V\$4.0!:=JWI>#6GO%EMIQ?U=7&V9Q^990>FB-%
M@C1)'&\$1J*SA=.VHEGT1T9.DKB!N=Y7A&G09#LS+Q-ZT|W\$/(|5-5:.I6H M4%S4+
<10"Y;DZTL MO;+)8"F/Y(>T:(AB*T"A;,+|L@?|TW)P=
(8GF/X;U\$G,>3M*AB#A|MA7%?T
M1&>D,4*_K.*H/D9#D5W3T)0/09ERKSR|8)Y\MN1G4H5\$+:H-)T2C!6N|7O/S
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M5(D%:JNPHX+?LA8OE(<+O|OEX!^X\$|H7&,YU_BG;|FW2|DIR1?6A?C^@4GA6
M|2;V2FO,6Q-7B9WTX|-8@EHESRN)9R|^8K<+;^>:FLR((TLA MOP>1;%55 MMR4
^6/&A;G7I-&5SY(. "VZ8Y2&>0IV:B9YN7_2,/L4O!B'J-^9,,@Y:. MK+E-
3>+MJ5Q*FT(WFJFTA|N|.#.?H3|<=T2Y@+@Z|5:S&)|WI4&G8V\$X^X
MLJ&B77:U56/<6^N|PIMIV6:P30EJS9ND>H7=Q!=2AR*OBB
M7(RP/!GB9B32)H.O1'QJCM6>ER1HLBI_B39!?
P6YZ1HK|8NPV+|P\$E:L;4SM#DJNLJ_97?|#=F0EY+>69X)"5E MG-
"&B|.W#BA/'V"E|@L^?;|;409Q\$L;":8:Z|>5;/++%./K|"7IN&;37=U
M&RA1!E^U5X:OIDZQ9FNX8>|GE|N^'+-T=JU<\$:.1!:(9)ZN=;CEG"R MJ-
"FAY0\$#:O|7NW?NU'95H;O@?|8JOL_%OR3?>AQF_71'5F&2|V7OY&/ORT
M6I*JO.9Q1'!>?;IFB+N,>|0TI5/R1'YMAZG_#;C=[4UH+|- =TT<4I'Q4*Z
M>7.5,8WQVV(@B8;?E%U_Z&A9VB@!?:X9.6V!|((+PAD/VI(*>Z M\$YB?
LJU'E"R.:9T%_!S_;&YE2|790G@6(K7^\$CJ\$|?V2'7@IW-#|S|O|O
MU0>B=OG/JWH0|XX'9%G5BRA+3)=O|)=*V(+ M3C9|\$MQB.|4E|M/S\$RJAQ;M2#?
|DE;|E5NX"/ MANKT;>=4HP6^3<|R09:I5B?5Y1VO'''6)O|GH@H|H|QUC_D/UL|2K>"-
=|LC M=2*1J?B4S#->D05N>J?S\$"O|
M7RHY@NMNW9(RWG3K47PA'J%M;JVM?;=/:!Q7%LP\5)-;VI#{O?RZ;DGR6F.X
MRK!IC|9-/MG_K.*I.-
>M0|*8/VB|@F|'S-.&MH8TKN\$O;*BH.*_0S=J'=Y|X|/G4|JMC)^|PZ9F
M6^:Z:E/ME5Q2V><*,M)P::8Q9E.BYJYVMK|>X2X_G_%%.5;;^:9N9&2&4-; M*
(NAJKY'E(Q2N9TX-28CHV4>;\Z)&R?#*_FJ>RB;06U^>Q|&X^5FP'''|HD@XD0Z M;U&M
N,M"LA94)D8'RQ\$NR"GGK_(<5)C.XY,V?6B:11|8Z.ZS_1O MAM'K-
?!6YV*E/RRV."LRPR_\$O/Y@OW@U9Z1? ^2?YN0>W.7M'\$4,1AWK;H0 MO|
QU=R%C_OA=/V8O|-0045-ELN\$|I\$9HK=[-/|(-IM)|47/VOM\$E?L'H?FO83=YQSE?
P8CEE'%.Q.2)=_WO='M"|U*_ZYL M':F,2|H8SY"=C\$NJO"M)V3C-
9"O|ZY.K#>6;G/ODCEQ?RW+!8^R+*+B_N\$S, M^=CYU;BH.*>E2+
<?;CNOAJ*ULC7MPJ_)V0-O..6YP00 MWB.:WO>EUHUSM!..H_*?
8O_F|Z4NZL2Y5_S%N>L59S>C0FT9;Q52?9(V09+KS
M#9F'8);E9X\$CL45XI: ^N>1^GLW-IW>5BUV:D\F8Z47O+|"-N5(6_?D/HC=)*
ME=PG5WU9>M?YG?25T-EJ-O|5<1&9>BR#_(4B/!..R=C|9W L=7)23G<+|6/4 M|=;Q|
(6!:-UD|N1YN*R'-M MIX\$/|G|7_QJ>FA3>60!U1AUNZH/D@8+J_5"MYQ|3!?
K7(4U|%O99%2=^"1|%
M_CD_#/O|'2=DK2D)VX>G='|S7A^:0H|=L\$CE\$5#76|@4!|Y5ENYAKG MTAIBOL._*A?
LJ<5BD1H|%|Y|4*U91HG8FZ8\$=S?UCI%/3)K:AD@.1574_R02 M|ZHK?@FP-
>&&ISR|XWBEF&!;9(OF8DWPO@/?C>F4|8.#^E6|FWIB-6.39K6>
M4TZ;JRWEWD\$UE0DBC/69!HV'''2.JY4CN7#)W
M=Q|R|S|U:W.JAG1;57:=3(H%>Y=>D/I8 ^E,BIN-VA9P_S>*F, Y_"_.+*B/
MIJP=. %507NP.ZAL:9)C2Y>A)^IDW1Q-2>#Y|AV*=6M*|;LDLQP9BG6'''9:C MA#.
(S*?)M\$YR|L4XNNK_NW\$9Q53W6F_F1|J=M))E0?>BOV7_P|C15R@E|5R@ALMJ*

MWU22)\$\XG=8BRJ54T+!*R"D<9CPO9R/,>D#XNKT&VM&N>^KBY^6L4W4ELXP?
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F@(^J*!WP8GP8GU|,==;TJ&FY>8\JB:1AY\$R2P/)>VE/C5<3;:F(VK+MD!/,
<.D+CAWJZMQ9?&?O**I9%JW
M#_&23&T&B!HDZKKDV;1IAGIP5\9)N4QUQA6NV#GM>70G)*%ATNA!62O=ABR
MH425GH364[.))BB#IBM.A[3T)TFKH>O,J)"EL!_KLRL(WP5^7ZWF9&&0R4<
M\$5#;ELWI\JH->S@/@8-X&;@4^%F4Q9P-B?&@!L(>7X^,HJ MJD?>|/7
!ONF);_@#1BE'X+T(C:8)F83*G&#V40.*1^<'!0'U2+&+M J+ "/9?*6%T*RG 0ZZTLISF-
!2\$IU"YFBT5BU D8*;A2\$ <(^);,RSF6W*R@ M)9QGN,C%&;R-[K[HQ&PP'MMWA_E2?
!;Q#\M+D7U#6K9A%G!"&.:LY#PD=I[IS?#HB-S;S6 U<^JO,8[7B552
MIGNE&K)FGC;5Y1YDX;K;:7KV-F5!8#;0+|HA;|N.7GO.A#@IF#;ODC>IKJ
M)S!"VJ40XSV\B.XDQE1).R9P" N'S-;9BN/"ZSS;3L\|MDC*83&_95U>72G_>IU9.8
2W)W(&&/<;+'(\$S/:?*^J6*4&WX" |Z%D|? MX"U?-@&UI 3&_T.?
#IVFOO*>M+K3H#L957U^\$EVHHR"V)KV6R2V A!M
M345[,O7OT&S.+>=K%%O\31;OP!;JIG!_Z(CZJLPA L4)J(?D;+6\$=1)KIP
M\JR)T"M(26XZ<0H+6|T3,|%'NX@4QHxD8K52:9>V/\$1&\$RG^=^\$WV'5',_P%77IX&EJ
M/\$6WX_R#H8&+I-Z9D;-)'E+3YPC&" +?P\$<.'2M MS&B^!%
<9+82W8'==#;T#>J&VS>!#|^1M,8U0OV21_T3HG, #;<0WT%W|<":R
MKMG8G@#KZ|_-%CJX(OD.Z,A+M&110^+ #K">2MR8QQ@E;+6_WZH121V7\$Z
M5,&=>" #/M9KU8'6W9,-3E"HJ9* @2,5R+W@->4H_P M*X9&20XYO(-
B>&.&_X,I^RO;ED)7|^B-0LBU:R%? +8WU*U8%%->_HI,,?)
M(3H)Y&A_ ^;F!>V5FAVO03-[5_JK3BD<;T*4FI^R;)++G 72JZ0IE!OBC;
MH1;N3!2,IWW8O(!7RS"N&V-9LGLZXCOP,<|H"R(J6EPD)B8+W5CQ;-9&X@U
MPGI66\E703C;,TW#^16^\$Y7/[0!*?04\$E<.W!_ \$-8%<_2 (=5T_1KP+|=?) M%#Y^G'
8%\$E\$SF^|?#4|_RQL#|YTA+L!BWR5X&YQKGBIX*U|V>*CXA&U
MMT1>0K/ZL."\$P!.SXA?S7I 6|M9Q^U+ '<1<2LDWN^%|W6J-\$9S16-=>\$&Y1?5'OY-
^0'T9D\F516[,#-\$&>G^!%)PLV1%?@6_A*?G5@*
M<<)^.4K&/L215/+PJKO"P3&3TNSN"B-Z%..W*!&6Z4/(BVP M?E&CSQST!M_=?B(Z
B_H5@HJ7'5|_E?JWF*OSQON1C.Y888@<(NPE;7NV,B_M;JL*B1C&W*0_O*^C6<)>LNR|
|00%T?1&.ZMA81>?SFVL46WD+Z@: @|29RKK" MV7BG29\$,8P=TNR-VH)>4D[VKT
GB%+MGR!9N>A=?T#:PHO(?VUWN?P0|U|K M-V1+Y-?
+"J1X5&5N\EQLH\$E8B**J(IXYR%'D)/M;B*S>,N:\$PT'BO::5NGL
M29/\$4>KC)3'L2TJ\$7)7|2KZ!.B/AGG04K3%LH:B/D;6V5)#!(MN.XXT&7C>I M|!
#,9*T(QG/1#)5/7,|>Z\$BDWDWUOFS,(3 L1_V!\$;U<)>#@,/:C7R<\$V@|
MGNL!&AH/ZS8@#J60^CJ7|BE1.\$4EK=|,|PPIT1J"WW<;A!/AIYLG"EX!#U<
M\X8):!8N7R4R2;>1NSJZ7>|O|5|%=GA>
M;)E@+L99,|P;C4IM)^+W\$%7|%XV|,D)O5%Z0|^#OD\ND) 9%FB7&=|5;Q;6 MQ:
<)>\$_A70SWXV|D?UO"Y._#OMI/P./1VO9VZI/2>|HERH=Z5/UEV35-,|Y=T
M*!MW^XJJ98^W71"T2I:\$G.<-"0/6Q!!7>&MM)V'WL3|UD.I!:=S.4R\$K?|1+
ME(69PNC3),OUYJQZT0+UFVW;:,8*UQ"0YR'9LL:&2!'XV4|&(/QK|5<5I;E6
MVZ2PK,_G'I?>J0I XXB;R|9F+1?6&;KBGO /JG^%.'OR9>O&80_%DWXOW(F
M3M5J5*NZ|VH|Y=?_N6&27F-N=1?XJCJ4YGMPJ RZS@)/UU/#G|190&SUOX
M@%AD.QE|JRZ6;SU9/+DJ2U9;W%E?#WTTBTA02(0.9')|NKHVE'-^B4*VB%6|(
MEUUG^+EGBTFL5*LJ_@/@L=FS\A.16F9=UL28!A<;0P)R5>?QK3>V:T)9#|=
MLDRYF'4Z!*WT#ON,>X"(RQEG=9H_81-AHJ3T!%IKED*Y4#2|, @E<52720T
M8N<"M3?X-Z9*80\$M#-1(OD A|DN\$79#2ZAUO(33^+"|BW=,8C:|W'|PI2&) MV%-
T51N&7TDC|S;BTV*6RS=@VP/|)%9HS>J?@L_(3^M_N)7(5N/*LO.R'O\$#
M8YGD.^B@A|4;BV9KR,+JU'O*,&8Z&89@|<(^"3.(>ZNOB^(Q+VL|;@S4\$ \$I
M439!URD.+ 'VH">)(=,>4YPI!:=;|:VJ|HDMR)WJC=(|H.Z!7-,A MOHDOY>|
MT7H|H<=TAE|F9KE,=*9TFZF0,U?G9K M^*M>K+F2Q5(EM?B%UDMD&-"(
MT9|5/7PO_BKK6&(U#AK\$YAGU0:)\$P|OJ*!<>|0\ND"DJC,N2"' +&|2/-TLE MAY15
0""H|+0U56|*X(CUNGX V*|8;WI2-M-X5|/#>9,OX*4MK%U?8*:6+@\$@
M9:\$|I/3SYG#)3LVQ@.E"DAQ=+>))12NL_"\$*XI|38NT:"S6WP-6|I*6UDA(
MTNQ%%:4EGQ)NFH04*\$*OCZ=YK3NE^LY8Z(+),EE1%HC0-R2\$|U&VDTLOUY MWT
|5%|3;LLZL?,LN<>%+Y|ON367YG(|)RTK3P#D18|4!8.*Z L4/L,M%).%#JRWG
M)|"EV6EC6G\$.S2Z-@7_26FO3,679!TQ|A0RMM<9,M'SX2V;K>BF=3Z*)*3Q!C7\$M
MUTV3)^!7_J^F_7_>>7H.JFT_K|Z FM/JG\$R#7EI^41F?N,9Z6+XB_HSHH^MA,|5'1*
<|7TMJ^-5NXA%)42^91MO!>8M=:RW,/Z\$'U:|&):2_X?

=43E*?"VOR<(8(5/O(A,|XBRTO|@UW%WY4HJHK:9H) MYU:5U%XMV5^64.F?
<:YTG8FW|8=VC>Y>&\$D9I%KCJY5Z2X4N8J&KX(K56.XR M(A|?
VQ=2V,38V8D5WYV4WE0+G4HC:6N!YC+I"
MSG\$.NF",XY2MK=,|!*TAS|)^.)_HRVF#+7.V(W(7U|JHKH'5%5SO*J:)W93CHZR%,_592|E
<:7GQ|MVZ1VN&1=>&AC,OFIWyZJ|J23JT^9YM&OV#:H_V.Y+O|A40
GF=,&KTLC<|3ZR| #KKM-TXU2& M\$(BYH-^MS.G|_8"E! ?;YG?|V_67W;|O2.I'|
(CRN|CJPQ>|H12|PVMW&T,NIMHM3 M#H"BE5-\$U9"4.7K?:%1>D-R/(,
|*SM/(O_\$/6N^!E>%^|9VP@5^3|JWP-O= M@_4=<(*=7G\$>!E|;M M+&Y?+?-?
&=31:2MW"EU=/%3WQ^V0Z):AS5VFC>"1|-|D^(F95NL;V|&0#DXU M|BQ8V;-
#G|N3W(9HHN,Z&S"E9_CBJD*9N|JGDX_8W|U&X\F0?C5
MOD#ZG"=8M9^OPIDW:TGO"NR.U9%C"HITV5-JBN/-RZDO22|X/707LJ#\$BD%0 M Y-
|F1_I\$N)I8/?O!B= |2JMMW.B^L<6KC<,&HFNv:385'R\WP_N*FTC?Y MCB5=6K?
X.Y2;B@T;SM,IQ6--RZWKXO>|"H_NV5_32JT MKKL+O2B>73DUCU%B;W2,CZ-
D:"9L***=D|)=K)E47NSY|IGR0Z.'@-S8O>J& MC7E?>XZH|A:TMAZ'UA;|Z|
|FWB7M*1_>=HG|6|HPS|TFKS*^3?3@1|H^@AK M0;
|%@(Y55O"A;A_ :|JA|Y<#N(VV%5@*1Y"FY+X'WE'O;_N4TTRX\$O@!ES!'. MI5
6W|JC>%, \$^WA.|3?6M;F7SZ"Z4URX5A|FU8#YD9N>/8C:S;=,=LM M.(JC|*C/&PG?
PXXPST\$OC"+(>&"H:IF6@>_6%9,%_!@Z.>|S|3KZLL>Y^1^E0?JB,H\$KE?*=E-+J4
MPZJCL|6;=|FU A=8_HG?KO5F#_#BG%0 5#SE|IV1AHUOG M-?*"
(6N_RU>0'E9/%2DJ(VF|(|R@19I7 MQ%31SVEC_=|D"??EX:R|
|:TW\$&7%O@;!=0!@4*&8&4D(3^?%0">..0S=RG6T<"H/H(N:3|(VHC277 J|28_@ZA
M|U&|8|J&5?H;.(A9'YT\$|V=|!L#EP)C')C(. Z|UPJ:|YH\$D/CP&.&|>|I
ML(/G";X%JRD#X\$^P.7TQM|P|NKD'2@2?KI-#0|!LAO X# H;N,QIY5,:/3FU
M/\$+WE%/#%1)?3V\$@FSF/,#;=|J EMB5J+|@&_VT;B'X QWCL "J@C_L40*0
MXE?|)%P"2>VF;_9\$T#3|/-(G9)57_8Z\$I+843S#|1E<|HY=|U|0,WXV?L/T S
M4%H_EZTR(G6OV:7ZEYHZ=J/6&KO\$OJ#;3#H(S)634ZL!6*+(<=)TS26CTW<\$9
MXNVROP1JL M|H:SK-6_J9K(>5T+JDZP/YK/H3_8BPU?2""A=DGJ./93I>NF M3(
A7>H|A|><,B^'W3\$ _1-846TK:W-8B4V_J>>PQE%QK|5GB7QRNRJB!)_R&^0) M_/N%
((3QWA2'%MKRQI>L2J|@VE)61<03;0P|_6XG+'7|B?VFFUJ\$PJ4Y)?E
MN7R(|D*V@X=3;X-J;CGM2L%FX@3|0=(C8@1S8O@_ 'L *|J|F=E|;9|ALS@%
MK2K^).!OV4;>+,XJ:1+7DN/'41#;..GY1;B:8TARP)YRGH0|8D&@CQ>*#H,U
MMO^B6Z#E+2BWEC09;\$,, \$FD26_P|7@GH|:78LSPM1L*" \$G'T%MH8UHEN1Z=Z
M>2! ?D!S;8T@#W-F|BX"D?TP.>*E\$+7;&SHHGL|787"\$IMQ5E|6|G#*.C>7%A MJQ
M;:3V*1*.C|\$=0.:BBYMHN%GWWNB%'= <\$ /FCGU4IK'9T@_Q.SG.D4|H| M827B|
|J|L1M^(5BWM@;NXQ:9ML%Z++6Q#WM9<;R4ALTQG06RT8VE0N8;1*=
MD..%3%-5;|?#|?5&Q/@K6)L;1&|EE|E6PN|X/1&2RRC\$3;<0C6U>P17D,..5
M0N9&9*)Y<78YC.F;MD^!G=0VH1^A%S+NV@#HDE!G6P;=(C;CF#CNN89,E#?
M5HX@&\$EKB&-TP_JJV|E+X6GF|/@&:+_N3F@#)% "ZKYT)8>(-MGI(R|6M?*>
MG1NE>JL|/,H="^=335):T>M,G?@Z6I<@6@B^6FP5A!)6^HYD:=CU%G3
MB!=L8Z6'LI0|4N4G|Z5,P#.E;ZB3*?!E_'?I MQW%N.1NTYA,3.
D5^0L;MD09)DMC|6XDFKV|I(T5|@,.-&F %4;_7E7^7, M#VKB!7%, 'F+B .AKK&(!KY
M&5O+NXYH@S9P4Q%WCP3|*WS5N@93P"5E&FF/>+L|6?Q7M H1B5(%MTK6"|S
MB?1>?C3/,W8|JWQ<<-C0H'7>#C@&|_UAWH#^2\$^:SDIGI8UB!V4EZ&PJE
M|GTD0C!|"*DT?RQ.)DI?(N2Y"NPT\$ _ICWTOTWUD*@UH,H" _ULMI4XFT=)?XF\$
MI4FPH^"YKJ3X+C|G;ZSF/M;\$;EE(6&0VF_PQ3<)/C?PNQY NM#Z'3LFZE1
MW%Z|6\$H53:_L@|R";/.GXBV|BX;O:?!QLS2?8^J(E8J'@: ^Q>Y(^|_WH04&L M|0ED
+|LVBR;:9TEG2+L;W@-K1*,KPDHNLK++(|,0XA|A3\$QL7B|)BRP%8/E
M5NYZE"S|U_HL0B9XZD=FBYS?O%NE. (>LQQU)PJ&|ZYI-A25|5BN|")IH^+D MT|E|_
|+DF@C7;|+ #0RCI3WO)%NGCC/>*5G-VVYP(|C&K0F2E3>)O5;:G%R
MC0*CM6|Z*_V/,=._3AS"5+H^%.C8D98|N;:);E MW KE;:9|G1Y\$GO_)D!R
TCV3Q2%:=R'.3|N'V)SZ711%VD7O0=K_ |*U!@9:XU!M49GD+
M|T>8BE+=1D4WOEM|03Z:UJE,D+IGZV4OQ-&)NR2(,"|R0&3-%_H9^%>X5:X:
M+A>OLOR.KT95BCG:2L,N|+/:13>9YJ_H4E.R%|N|%0,)+|0WI+|C'|@I%XG5^
MN_EK!46N7.(%|!::@1W#<'FSUKKB*<95|3?'HYY2N)<"NYND7=K";!XBRH|M
A=.E|7|V?*.B+ZX,@DY?Z65!9;:Y;OT)QK|,><52DU7.IN^<6*B-TATF#C
MZ00|T7U=6\$20H%)Y<-U|WBZIH^LN8KT MG+'|+/%/?+@N/Z<>B*GZEH<459?7
M%NQ(IYG"BD+CQNI/D:)-#-1I;N%=J'.KCL#AK+|E^?"
(PN6FF=#PSN7Z+D@;^U"S">*|1%-:Z2A M4+53IK ".FTQ@?

L"L4E*KMY"I9OV2YN>X'().TXG2;6=>.08IGJ&'QI"%W^M#DOQGBXAH15.^8+
[R%.+]=P0Q(T|MN*!|SSD%DGV5HPIS1=#AMOO:QT"9V MI@KCRT/6R1=S_WA|%;
<3!4YDP5KLDD41,83Z\$%45CIJGS&33*|7Y_!:#6B%(
M|=9ZRN RV#"EOB\$^&C)4QA)E>+|6C>+^=0'XMP;?0\$A'88B*ZO,|TC>E@HI3:
MYK.,TW3+4RD:O>K)%I;24|X1?%CZ0@)Y#8L(X28GA,"FV#1B|_%;A SRW=6
MFQAO3',J(O+=|=4F>JJQD*?OF6=8K|Z/E@O)-6+EHDW.X&|6_P0BW-X M+5X"
|&|E>-/BFB^EC*A+@:)A\$ MM_38JW9@O+*?+%O&>K/BG'
D9QE@V3L;RD^T6A@C,U<5KN=-20LK/C%M-@T MRL1A?@B8J;O-
>NYQ0/4/^|O|.NE"CL=*3|\$"4,0^UT(")>*4AAAP4T9#S0+0 M;ONA|B.@0^2
_0Z,7?|">PQ4>>Q33@6?V&=)W*"M*V7|:,@2N|@YC@@K'E'O
MBPLS0JLG8)>W|RC KPZPC6:7AJ|H LKU1|(CD>W/ 4/MJ|6|6\$S
M5BWDS47^8UUHO*;4%C%K|H|SI6R9(>C+JM7B9NC1RCWRNL7H^I@_E5'OVR
M%FZM_3|1\$KON512W\$CW(*F_1S|N;")!;^OF4!YY+.NS)+6XNJA!;SV=C%
M.;H2FB'0V:9.9@8?KP@6R*'ZXKN|L|'9658=@6A04DRS,W(_FE)|'|D=?+ B
M%JGO\$UU:|S|WK58?@P_)/(>@?M75//OPH/%>WH=();J*=_R-2'VQKIL2|N:W":2
MG\$CR:|P23XQ.JIDN# AN+/-QO3Z)^F_<%ZXW5"Y\$G&V(!>|M-.*%=PXM*@:|
M/F069\$UM?;=:D138,"0_\$)U0G2H-#BXW00#|=|MFJ3Q80KD^5%;P-MGGB9|3;
ME1F|7&Q.<4&7MO1&UKS6\$OVZi\$T-#AK7Z.2JXXI?P=7F6.EMGS3=!= \$5UW=*
M_-X36XX8Y|Y;*>\$MQHSG*@OF9_W8^|SP=|N7T80H4M(1YCV|M^9|<#X)Z>W\$|
4OL|M_S\$@4.84/@7ZP.+B#|'#W&3R/\$|-@HUB;.-O\$:_R?GLH5 N:?.|FZOIO:
M|RU\$7=2C5=>\$#%7_JH@&_?@V!;9,%I.%.DE.AQ72|F.C@X,IOU%UCGW,|_ "
MVX|79T8KV+VDW74R455?SA-
)F0S(7RK;R_Y<6"1XGAU9_(AOL_4AF0(CF5ARQ)!>W+&|BY9ONQDIHIM6:<6
MPSGT2IRY.N^;B9GYK;!%EQZ|C"10SEJOHU2(BYSNTW|SXXXLW/EUX%7GIXRT
MGBWE"|+*V^)%U|.?-S@R%'EY5>,S"PIMC1>VU)/F;)+7^U/62|5.!!^@=0,0#
M*.5OEGN|C/KG_X_W">UO|F<1@S&RP(4A9\$XK(F?FL9Q(%|8-|!Q*M|1X%_Z M;?
+H)P5,6Q=,WR#K,L?DN_5X#&XD.EL*|15Z"J1& M4P91G_0.6BPR%|W-F(SX^@4P?
|)CDL_%WC^X-Z"65\$CS=XZDD\$1W-D^GY0G|UU\$89FZNPTGV5&S|GKH M?
M7D^N<%<|MN:|%"I3\$?UQ80T|T|89"NJS>EQ9.'Y.U1*NH)|=MU5HPY|/;
MC2PS+NO_FGNM65_OGK^|GJ|Y6"/@>C%VI:B@#"4-DUP,3U('R'8:KZCEU#!Y
MJN|!#>JW(TT'&6D^T|W-S=_8|K^O.^Z_|XUM07(3@+D5WJ|Y3|(MKBU?GNI
MTF1(V|1'N:G*|H70PR6V#BSF9VY9UU7.BLR:;BHG*-M|Y<5!<@7H8LZ%_//% MQ:|3T;
(4)6@F22/?02LH*_|?OL|31H|/@ =9<9U'V%.*(JIRV3G%YY6+V,=+
M_)!9@!NYO@@@'6JE+=ISBK*>U1&|FO&1L|5D)'F(YVCV%K@*1'2:F#>-!H1VS
MF5FBE,JR8'Z'1|&:66"AAAW\$GKUC+/L>RAB\$#@-E'@?YISE^-N=@:"ENTA
M=!8:47Z|,0,=+ZMDU")MX'EF\$!)30+!&(Z.2K5EWX*&(>Q+,-T|!?!@&N|BU
M@5NA6VUC:-\$E64RVJ!0*LVBIPF2.36,F?QY^1K&8^|5I!3F|(4CK\$^X|N|MQP.^Z!
<|!^C>Q-+&#.5:X M)7P:;PU_O-<0VTB(|?|?*= \$++5:4V67+3)V4,|8|L8S*T>>S'|""-,&Y?
^AK ME',3%S+BI-?#S\$RU"/""V;-XS^RHP\$%|?
#./G%UO89I(L:@VB.Y0+I#U^|/:%|!:@KXC_UE3@IZA?;+)1: ^P
MDFO:;7YAK%:#S2OZRQ.C|20*_1B:7|)E-XC.I_#CIR)/:XA+Y&#|%IK5B\$' MF-
|MI#G@%|U!W* 'JS)1HH9\$|D0LHJQEW8 ?L\$LRBJ'AUG.VQ+A5O;HD&RX MB?
W4|Q9|%GC|?S47'%EEA.?#JJ0;H7OPS#GH/M=CDP2E0124\$'N*_546
6KXSG@"2>6&4,^ _;GC&#S"# MV!0W\$53BVX,YX'DLP3,5|D|!#;?
@861^A9;3I>A6)G,4,Q%*:>1/G%RQ M+L.+ PH|M|X_?SCP7/!?!@7/6U %=|Y?
|46S2R_ =PHW:(H P|HZ"|0+V& M108#*I2=NS3 (=G|V,^<29*104<+)'G_ B=R'-
GG@<8Q;'@ZX5YU0C_,L MRO>BLX%QI@TE5>Q?>O&NT8""^D0L&8#E'X)R@?
>2\$1|7.7K^E?^K)Q=|HQ|
MH'F*7,'NKG='I&Q)U<62A6QFV=)T";O2D!H|H#QBCE@8M!7BR,H|Z3J"0^7^U
M@@C6FZ6N&2|)\$C>*VW?F<.,Z+LG M%WL*?)NT)8+%A8KHN|SOI.4|/|C7R#=#6 MEQ
G:4|M_ ^)763MUS|6Y!4SA.|&*HH6H0?_SJ-4*|#!@HILG|*>\$WP6*&D#@ "N?
0A<6U/'R&*DIA|EY MS)#-IPD6*RC
\$U>PXU8OP0X"/"L_#SGCG:E8!6XD/^=/QT,950QIH"t^3>X
MTT%2RDS""91M#L>3P#WKGV(*|7;_019&FU'0V#LC0>O-/<>/YTI@GB\$BN4
MN\$38YX_"G^"%P|!"M89=0Q;AHU>7X8VH|)%N|)%EB,JJ\$*F#3ZCSN">E,MXN
MXJ(DD5F!WO6|S@O#O@BW)9_';/E#48DHP+-='XJ)|*1N P@3NV(%(X01\$;KC
MQ\$|M;,>?F*KN8WS&%RC_1)\$YML>U,%RX.K7-V\$X;HW\$:VY|,9&QC>X|=VG3
M)&UJGC*U;=O6J?D^|V|8U|+|J.RX69!""?V+!45=6-

J@.4LHZ'4BJ.MEZBVV(-35#9301R07T&&TTR[XG>M@1PUI
;H\$.EFT*4328B?:ATMYI#6FITEA*)_C#%21DJHGB"S1KIK0?D97Y-Z!1#@E*R\!.I6
MVJ07 17@"RL =/- M"%1UJGJKC:7,P\$NHKU:9\02\FJ@HJF^SLC)-QRS=-
>XZGZ:T/Q7VE1# MS=*,ZJVVZQ(@ "E:/&T9>\$U(^=GJ"56-
=FIWF+>V0HMLTO#64_<#@WZ0B\)-5 MUM?EJS0;+.U+;6K<7G\$/&6OKM^W
HJ3ZYQ^8\~PCH9J3EK>K4@R-G509L/Z M/1T!A!+MO9:.*\$"-5X-F:9QJT+(I(-
RL>&Z;P;V3//2>2JZ1;D B5LVD50F M_-(52MY'(PU-XKOVU\5L M.0G>U;V+!5MH{?
C\$.J..M05P8L0%\$23NWZ07#3#_#CS=JA<^#!&8\$.EX+R<I M2R9P"-54 =/AX*X
5'PH1T7YE'#6XZ),LN^-8T0\$)T\5Z2NGA/2X;T44B9 ML4R>Z;5\$1U0\<3"J^6 GU-
VQ3=XA2&F;(?!/HFFF*M++N T;%=NRYE@_H%Q
M\|V>P(F0"\$,>R/*TDHA/XX&|JN8|JR>^:HM"XTMOU)N1+MYA;+ #61W7+/) |&&S-?
3\$+I7N680R7:M'I9M&;M,H,DA|JW^C;XU^+JV0#O+"U'=4J&. M|;@2^PT
+5N|W'A%35|M |5-|8(68PEL&6BTST"-7ZQ|8X_IZ:::X\$.:A_HY
M7J@*5!|R7(1'X5W"5X/9Q.?TK/Y'Y*B|ZEX^=7F^,?=YADWRSO:WK+U1G.8; M7&O
WOH>@=%MOSE9?/,0?=-7B,4K0IB.-*G|NU@|JKR7N|\$9N?H:)S\$Y(''
MVW!^7)2P229D!|RIRQ(/N8\Q39:EVW5K;P\$CA;,&|O!GTGI6I @F5=[HV29<
MF+>IX|%U75Z"/U"WAE62\|ZOYG^*+HL!^O>0A"@K7|D=(+-?E
MEV71E47=Z;*=>87MO?*L9_ FVXI_HL+K_RBN!KRUC +VN'/UO\#\$|A3-!.B2
M(&;%%QB@|E_6 E,JWG?-AK-RW|3QX?"E;YO^A6.C9M:|@RL#7|LGPRKW9KT3 MO-
=^F|H_LM_T/M3;4-E|RO3J2I6="Y2GLM=T?J_:%BZH?;\$@7AKYS?H7VQ'P MVK08LW/?
J|.B9ON0JCWH*Y|;XC1007MOF405= |LL:H; 9^,8B7N?E%|%/=P\%9%H0_X);
M,'Y9FM"0KS\7.6A9H|T0\,3P6+W<;TV6FEU*%%>P|KXGLO|6J|0?G<=:QZJ
M|&UW:1R5N|'YVOIK;43|@'EBY%;+2\$-@P!="#I5;D,4IS4|73 5"J<%_ZN,W7
MB/2J7^N?UPX6/%B|DSH|;>.\$|TC%EGNR2H.T74YV;X1#4+!0SG(>L+26;
M989R>36M=->DS5M747&:<*K@|26+JT77V;.-+8SH|UO(Z0G>U"P7\^JJ8I M?Q_~?
9@2'U^5G9N5E)*>.&S\$.#7Q;L+ MUJ|AR+^5UK8B2!@26|=*3H0((GFM/Z|
M9&Q5UNI;\$KR@:D LG9_&6'Y<>B|6W/E =C|D3,M%^2.?. 4|P&27TZ9RL,S.
M59L&K::^7-<+AE4M'#2 L07> >Y@?EK@,A24Q)(Z5H&'0\XV;X1\?'|5M4 K
M72<8Q7"PG4IC@D|2MZ|MPXE5PU;|L>|<%<_IF88HTFOX.^B=9|V(SG"-
-6Q\$GMI=4K|/%#E+-:T|JRBH_K.S60@635_AIZ&G3NPWJQ-CX
MML,J_Y!KC0^5_KXAEA=X@BO?, ZKL9^I9J -5/8:7N"RG<#|TTG"J;TBHP+
MTB9UG=0GQH.VC=6B(6<:P|3G?6,M6:H0UU8|C*^Q3U8/QV*H:OW-BZO_#)0
M4W^C8,|RZU9MVI0N5|/OV,A6B@\$|N=6P0N?DFVX^H|H|GNEH_4_F0/5^U#CMS
M!QU20AG'M=
M.%X,Q!2(/TLW^1R01RG"|KG77!>/6N|0J090|VRBSI4P|8GT#FFPQ,+RDTTE M;,>(AE?
W*G<8_+A:?.5KT#)CF@|IJP;PA605&I&0MG8@CD|M?DH|AT|H|U\$=P
MLSB7,0C+B.O95IB2D|E;#I=\$IPF_P7D^J=)^.'WWNN|JX03NI(V'JE#
MZZP14|CJ3R)?>I,J,T>%EFY.|N#VX|W+;DA=,,X/O,E?|"N|"*RL8U@X/5
MO/J6UGABLI6I+B1|FB.\$|C0_XQ3"T9ML2H4"B*O/^*&%C^W9* MRKV|!U:MKXKM6-
^24>/7JE,Q:AV;|@1YU-AZ>T((H|)|+ O@S#34+W'D/I!. M|#XO_J+TV|&I+&\$5>^7|2D*?
L=E R%M&5:XFI75DXG|O6:~)/(|OB MJ^WHN2VO,G08(^IKHNIX?
XQF|QYQG%JR#>*LKZ|L7\%S(1*;90.|R"X,>%<
MV@3>9|*\$QLVJ3Y(4H%,?)DTW07('8K9HE O;Y KFI-U+FL&7=;7R#|+Y#;.
MXPKN9N=A=_ERN+|I6<(X_JRI"M\$HX,Z;-LE(<\$)DO>R'5>8T"(\$7PYC;Z/B&I
M|Q=S0\$2N7|<6BO-1'3=1DL3YQ?>4)E6F"D-EI>D/Q0PY""%+>E|QQ/.^8@,
MWC21N@\$*7,ZD_PLEU;DQ!Z|T)(G=|N6P|W\$W0K45M?R7D#H|7)0!K8L02#Y!
M|SSWRY_",S=TD%|J'BR;1)NHF6^YR)BGCH3^LCQ4N:R|G"HEN|S".X:WIBT3 M%F"
|N9(7-!SGOWR&.3\$>DXM5 =WOZ1LMMPW|Z%=-,|%OS&^&|.9|H|G)^K*R
M*|R36BAMG@!1MX4?%4N4%D^S;#.6LPXE%;=_|QY;F^%3=>H!YN.@;:T|_7O
MF5XL@G5V60CGCRDP=2W_I#X|7"UZD)GAJ9!%X*O6GB=*^V*ZLFKW+WMF6D1Y
MW14&4.EN;=4,A+FL256ZG%-55*|Z MM\$HCT5;:/O|?1Q(7Z+|)WY%'RA_*#E(OT*/E
XR5)2S%"G9WA-@B+<_="T M213D#L)|.O>5=-\$TFK+-502'T:V|+7|.Z|8|D-SC--
(J|:Y3<5;Y+,%FY,+ M%=6B-Z&EP&-IK3L?6J?P'PCE7^*_.;DE^"!!.?UW>1> CR:0?
XT0*LA"~!|LY)U0@@< M3Q&*|H\$Y19X2(MBW-\$HV'AH>LEO^%J*|5X-
3H3LKZCF.JLRF**Y4^5#MSSNB MS!|K! OP|>1&83,^H9
O3L3X2;NE_|&K(4*Y>KG7@+0\$&FOBG7,3&D,X7B; M?%7!7)WAD*B+|UD?7+M?H-
7V%UP496AF)*5)8E1 2(B,CQ|QSU/<1)|NW|!< MUU+60&#;-14H:SFJAG^\$U|A_K;:R?
Q5Y@D%B4*5 4U+59J'X>,E=Y5V|AG M*HBX|_(IC,O+%M7O9F5U)> |V-O;)PC|N(-

G20>[TV#<_X>P6/+BL1Z\0CC MZ. [4I(VR#U5,5P90*R?;\$FJLSZ.N;/O#>[-7K#LD&
%IZFSB/B9E!R-+L M4-1 35PBTIM/!/^0CM+!(7MAO/8TIR8\2.VI
M8<%W&5#N5<2)C<:W(#!O4^!.=+0HQ.4;>E@6TOX#7\$K=9[H\$,N@OX'U@#_,'
MIS_P(>*UQX&F.?0L&_M#^U1G!6Z<'X 2)*J0U@C7AK3BL8*YT=MPA
(+, \$9D(7%3ZNB^ GP, _6<I)@ M>;1!(ELGOP0:Y?;*.=,Y<>8_B0/5,1300EO./XA>P/ZX4N
+F!CJ#C\#/KEZP M+330LD'2BMW1 U)G;!=0+JV\$L=E39Q\6/P6 MG(/4NX9!
(L2]>9\XT\#1&<0O]2;%.:@FNX["D]!:@\$JH)OZ==9%V0?5REBM
M8IJROWIK(U\$N6F%TJWDAM#+^S MBF5>NM.QRBWKQ8I6B0+/-0\MH67?Q%?; K-
-\$A'U7G\$#,K*3;,7%\F_;H=<2X!=2I&E1?.N:A"7
M;*,5;!!KU;3:9NH9U2TJH15E(=B@'F)74V4HOMJ+D+I[Z+NSKM
EL_!%D"CY2Q/0[CUV0 MVCE=O0XH\$TO\W<"0M7LC;+IR"O1+84R(QDQ MR<
B1!_2TM#?\$EG4+O2< M;+!P^AA^1/GX>A-X+;Q#?I.RD5ZT6Z9C^
FBV[3J:C8^6RXE;DIL(YI2AR M0'\$WBH;L ;\I'+(LBDZ&^(8?
2#:"PKN1>4@C_PG\%\$'5-L%;D,KBA7 C M\$I'*@I0^N5H9%/H>=XC)\
3L>"G0GP*=1.#T/SK6RH%/QK<>8U@I=- M!E(FN,UPH/.N%OW-@4'7VCG1&Z\$_-5A?
D1HLS+;60)G8T&Z'V!^ZVSP"AC7 MO) W&9S;L(-X'OA6-[V0"HXUUZ3, L-JR-
98) V15\!%*(@>YZR#7N,VNE;@ M4(129+_ =M\F=@+:MGYB-4!L7E@X\$1#4:Y.O @?;;R-
#0&]#LE\(>%FC=VZ! M.O&[>+^ULTH@+;6,KR\$R*:8UM4E5IXRE5/?<_K?
#/O\$X[IV=D)8A#:\$U^@= MJ7XB6N*@4VV0I6%OS.LHQ9(HBR:DG',.)RQKBI1OX-U+
I=6Q^"Z)L):)WYC MV!SU/9&+=ZIJH^2WPU5EAV(.YF_OF'T)U*H^*C=OX^
\$YU+,"N0+%(@XX'^8ERM%2(3\,U MY5!;19PZ%UJ?_4:5 1U+D"L9T,?0%MP,.WB78J?
AWP7>U8:IUP@%- MO"J=^D =K1PJWZ4*54[*EBGC|.*\$-)R*;0N%L;787.1*;
K*=IR(:I%C<+HF MR?2/,\$A=:1O/E:A*]?O*HY59NIBLWSA%,E M=#QZ\$KJN-
C:Z"@ZHUM1;J2.4_595V66\Q1R8U8EM,3R--V#=#=VA=FBEIM*
M!'FK&N[X#EF!K8!:@!?"F8):E4/K8TJ/-8'NC^0K=:%&6W6D.594O,+3O(/:RDIGJJD9K,II
M.A8K,BW LIC3\$VTU?N!|!4+ZE<)|'G.T,E-^GJ),4D\=>F!ZP'S+&=>YQ:
MPL&Z5]SWA=66J_RZU\$NF+<+4Z&*#6>P6R-?52AT|(C6\AQ[EBH9Z!-G-MH)
MOS,>UL>*7A!&6//%UPLNF@LEEU(QASI_>CI^C3YF, 2;8(BWJ- G0ZLL-^M M9\$\$\$S1
/U*X%AC!CK#8!076O^#FPIB#" -7ZG_#7,!(N6G-'Y@H<#(S5)4)0' M6<6&CMO_P3?I!
(9=1#VBH3LA<[5_7"] A3Y!AQ?,&FIK3D)Z.KE_1J?=&"
M0\$U"9W@(5*N1_8[!.\$S\$8FPPZK6G:3'FR_K)E1)C+^U\$_-+##/5SU*B=,&J
M0TLH&HIR="GJ@?O\ JOV&H O&K1^G"2,L%*Y,^UNON<:N*-J::A/DV^BP#
MF#).R]'5+_ %6;I?&SA2-5KUPJ,11Y43'+28&Q8D^&A);Y*.V#J;AI;^=FP ML[XI
[X9NI^5:AB7-=9/#D@EJ9SV\^(M2K7GMT8'/4^4Z#*"7L%NLN%Y.Y4:B
MM*>(@)24=EXE\$3.?MMVDU"2D_-?2-6\$7&F)9#WT_6TIP:"[GC&FB.-LQVH^R
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M]3|E>VVUFH.*\$4S_GG"Fj::M4\5>5+RV;2WG8&9E\R!/%_ ^G027@AAVQ9HE0
M/W_31,DF5X+NG'RFI5?U3D#/V-8%"/QJK5?%X85+VJ=)DK/^ -7DQ);\$;ZV?
M)|D;UFL9+G/T"S/ 6+MBE17P)>,T,YALD.\$SC:F/+5H7?;&^>D;
M4\,I17:V'D)\38,,MT\$^OW"]%= NNN0YBZ4:#>HF@\$IT\$^V7T72"%&MZ4AN
M47%3/1*>\$5_ &9D9'VPY#A*HQHOP;_(G6OD+&N=S6SD05V;Y1Z;
<6O6KCE9;,\$7"6HOI8=TO>(.)1T8=D\ODH M6F<_?5Y@:.LB5I?
GM@8)+\QA_F8*%1DSY?5E S;f65=*#\$=Z4#^4'VJ!44
MFE_24\$Y8T,4KV\NR:PJMG,2_A5?=36.I\$-5\$E*VR|=;/EWPA#J^XRG(HO MIPN9>
[*._-/EB89NG9PZ5\$5;1*^)I#5-\$XQ"/7Q!%FW9+,%@4EZGHVA<5\$3+#W%I
(*MAFS3*JA2)1_N/,TP M2_4UDXS"SQ"<.ROETB+0WMCI?
99[|MV|TDM),HWRAJCG)O|Y5 @LOY4J+W\$ MYJ5_EW..WA\$!0NKTZ!WU7?
Z*L#ZXO'+)X,GLT9W\< WB9_:3-#4J\$E-2B@U M4%1'@_J\FDPY\&1GK2X7QFS/J5;
[ZM7K"#CJ*7RV;AL9GO.T78A<3[K8U8 M5N3/QF;T0:#(:D!U7EN-
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<5OD&4BW7E!Y>>PRW\7.H73L"*[!4J%*XNZ9UK|BNZ MU+W!L,E\V/[7]"#Q4LL<_#/
(_QKLM8&!,DN(&O+!VGCX'7TNU88IX/QG3V+>J;=G>O+);
M(TJ^!E5(9HAON^=))LLJ|HR6(YR^E:JU!,HV/2XY(7L: ^\BD*Y9|V9ZN7R)N0I
M\95B#*>74JHP50;3OP".&3;LH"12!G_!8AY#Y,0H;*-L45K\,+6LH2\01K M=>4>I #
<4^.+Q; ;:T^C)RH*:7TH*1UDK4/^1,ICCT6ZO!Z+MR(AZY\47#(-
MH256(S)EJ@*%_U5J*%ZKZZ"M9R\$:IZ7=U)AM2+M\$W-(-2'B""\%UWB=%MNB
MC!:=S<H(7=7%+LVV9KSRB[7;P=W5VFLC%!R M5ZD#O7:*>O&RM3_S|)
<[Z^HLFM"UV=1>>K0J"YQ4J6V^Q8RLT32PRECD,Y8O

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MJK6U;!+9I=\$A|23|D\$4=,86S3;_JU/X7+5V|6WZQ-*U'3|8ORN#C&+6!T(W
M\$,EY2_J/H>2/HF:7+A=&,TZE3A#W<81A%V5Y I">J!4.FRPE/R>U-!^AQ9(
M66B0,\$BT!D49JXTY@KZ"YPM+_G!)_\$FIOA%4P1'PU32\>)C'CV*4KG?RM,D
M9W9A6ROQY@/-*/XDVB2>2CV?(^7|H/>S1Pl:2Z=R#XH3DNX+UTHEAMN(7|G|
MZN1B('H@A+!*|J9E\$ZE\$NEQK(K^5I4@OTO2R-U0S,T?>4QS.2580DA/Y/"@
M|+CH!6CKH9*MA=S|JE6A**TYKZ847:J)KIV'3I\$T4>X@IRC=|'.(N4C(^H-4 M+|W-
JT2"0D'1!&2*AUSZ&WZQ0E^Q1W^AR;|ZB^ZZ.H!HU>X6=Y(E&@-Y|VD
M+BL|QWR@"EB:Q.4IQX9&"C.PLOY|*165|S:6IS1.:4RN*JZ/4!76I%#@#1>=K
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M91|AKH4J&J-'K42E'+6<6%K2
M/|0PJP+H=5%.KY9W1PB7\$2=K#_L:LIW#Y^IYIWF+^8\$UB&"Z
MX'7>,)@J:"AABJ1,,A@\$R^|+CKMY JL|U_--(O8Q53(4\$KFP^DLBN0|=X"3
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M=:2&#+K07=0=| %FJ6IKU2/V'N7)G&F|\$OQIW'JA-SXJ|((D&9OE%B-00F>U
M<\$A,ZY^C+S54@"44E^9UK)>,H(-|ZHB6#OTD|/-7)\$V(JY&4*LF!&X0KU2R
MW!+E<|&RYA/\$@K9(74/MVI8QBBV4MXT *X.>5'>@"@B2*?+ M-
P,3J+Z9|X'/C%W1S|'?"& %QPCJ'<>1 Y*?>M:Q(W\$!%6&A%#|G|11&D8U MT%-
D|@R;LJHR6|: ^#)UB"1>-5@.P@!\$P&OPE|G\$^|V^1^UFEPM&,1|H9HJFL
M8Q(:4Q.!:ZU0XL:CEBV6%@KBT|_*UHA"HMT5CI(4_R? #9G%^3UT")AB2>1M M%?
*QN_PWHB;1.^\$"|7*J0E0@654J\$V^3;DGG2R-E%Y;A|K| M>^3?H?|CE:ZA
\$KD"W&4N99\$X"XL_-.?\$\$AYXS!008GKU2WLI@FF*=U M2WT@FJQ>&?5\$XJUR|F?
(6G"32RK@A#XV'& <;!+ #5E91PP;^\$/MFG;Z6Q>5; M?
(N>_ \$^C&=4AKM>.|"^235,I7(H5>| "GAGSZCRX7>!&SK7V "NV
M;5E% ^L39W4CY'T*UU#FD.@GVF&Y&E8FGZM7^OM*UF@4N1 4-WZU^C|)*E0H,
M#:WXQ2E' PCE-1":0-I6X(M64NV6GD6UC'_# 'Z#'.)/@@4(|AR9V#EIK.H|
M=+YFAWP0>EY+8VO@R=0)A!-P+'U|?@^,L8A+R?!-;E3X)(JB/\$!D)=BL^-:
M=)O<1_D'J*9?E+4 6YC'6RMU?^!Y=RNO/_ X_RVI!=0CG!3>"7T2?S< MAPL?
D14X/D*&%%_P_ ^0^_%-2G7R5<";3HK 1953|*%K%4%X:\$"C9E20\$7LO&
MAJN""^ ^1L'PIT0'/9:0;|&&S!|DH3Y\$,2J_2^HH0Q(!,IKE<5R*< B;G'Y<>
M74DS%.O!B+ WP#KPN |1O_.1G2)A#W@R-DN|^L67Y?PL#K&..D|+*|R4'H"
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MVU@Y1:.)#0|_IE*Y01R;&R?JHH)KQM8<+|EE?7"/=EX:6-
8C+Q<7>|3JWBC!)SJP>48"6\$*MMK>^\$P4*6YH?
TVI\$)8WY%9YBYSH@^YK\$W;PLH4_*AP)FRJ|J7WFXZ)0JWXY
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<8U73|3GN2A%|@#M(NEAGY(2/5 M=" #'Y+.+\$I\$&^5#:#82I8,44(\$S-
XB/2(\$_GDG(2O"!@QIY"YV6),\$=|"?F M'=B"V!|^PES\$OG OG(&,3V!|2^!/,8OA;/A=\$
U6PI|J|^ ||^ ^;4@&,E*| M\$J)J')@\$2*#>2C!|9>IAA=E0I,HA;1@4JUP?:
1OBX+*@=&@;ML6S%Z;/G"X M#1|)#)XG=0;YY#N,Y:#!-
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IQA:X%J#;_4.X&3=J (KL-5L2JT&3AD71)>|BW1; M@X:|9DV!9Q\$4H7SK.
L>B:W@BNHK2VW(:ZTW*|CE+(N@^F3.%O,H4G#23J.<
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_Y0TKU>E.|'L\$&V7<'QBOX8C&HP(5Z=*2/X2|PE/M=%22I+GFJ#I:%9/1L:F5UBBGJ2?'K
!6\$A4_0+W^Y;@M M|NM!6/#I?8QZ\$WX7V:I1H5_K+FL/HCO+WZMNH:79
XL;V)7\$^KQUUAQ^!9|
M*OK4GXTFH;C;9G0(76C/0W.0C8RWZE;J*9=|5IWN'B0:KAV=68C_DE3D"#"
M1ZMGA.NQ%.4S_S2T&|_H=@CUP;-8MR'W48S1JGI@W5>3H@JSZ(M9RCS3KLP, M/-
G0F1"+E>E:PUGH@&:=?Q(Z177-|0*R_ |BOP/18-ZU=SO\2Y:7/VL;6_XD
MKZWY675LRIO&'N*^F'GU#A1J,-FB8Z1|!%QF?<:J<1^J+!,=LQFA^26MJ'=J6
M5H/EC)9HHGN>3|AV@|_?6GJ3>C/UN+&2^"Z:8; '\$|OI:&(W^)|BMYN7|H5H MK7.?
9JUTP':8:H5B(VE4TWS6|K+0AC1.=N|LNA+NU^0SEBC^MFB2;:S0'!R@
MOR+6>* _6|DG;G6^KZ^37;8G*S> "HJ"A2+BX=&-=KR@E|HVR7UR=7&SZ5R*/
M=C(LDVX,GJ*KDX_P7JO1*\$@N8U2=P\$;|?ACJ*SF?=U+>7|IE#5-\$9X38A8I
M=B3_8Y0_GDL>ZKG_QJ"_6CZ8|U1;8#^<7%3'H?VV?|&0V%^#68|@+PH>6@)

M0H=E0S!1D'M+JQI8R,"2Y3HQ @5=UY@0MO=NU1:\$I9*LG(G0I\$*P0:2JQL-R
M3OV^Q&S.4RNS.XOFU8&EH+Y5>6T)6IM*.2QH0'T%C_(>5(W#ZEVH.(C>L2-C
MP:@3X8EEK0%2"<>TTO M&S8\TBN7DG5WM*>6\#6/-:!:1J5S5<>\3RN92IZ+
M"A^-3L,SH#?1(V4-?>7%W_.RES>6^Z<^Z1ZHJHM+IJ 17<(Z6^Z30_FI-GHQ
M)KA761F<=(=*XY#@TL)^7:646GJS=VT5-=RSZ<:FU2P\POI1\RHMC74T6&J
M9CO&40^H>H"JW\W/?(E?I7#.L%0>_MSE\$L0\J&-G\62RW>080-R_J"
YQH(8JVN0\RCI%.=I1K+|\@--H&JC\W MDO\4\SG.4WM>0*7E,H6LY?
Zl@(B\Z\$S:Y+E^3\AYNG2W\X+-#?D:J\$W*VY M"
(AM&E4VD%=)4D>^Y%-.6NL'Z=X4Y^90&1#SHV&Q/#+TAW6*8JY_HO\$Y,,<@U^1?
38N@G)@:J?80+_2>92(T MZ!JG^'J"C7?
H.KG1S42^"#MB\X#61V\8V7UR>:SY&5Z6?+IYH5=-'8% M5/TN<3&IB-
J9H'I9+_JG\p>FI#TK.PP\R7U75H\$MXGE% C%5V,,;[35&^DA M9+6A^\$T5H6-
C.:>FVKBXZEYM\$>!+**F,SK)GQ@H<_I1\F\$5"/H/*\WO%0 M* KT "KY*%NR:JB 0D/:?
A*H\CA>5<<FK\X\I(D8%SSJ:S\(%MSI-@!;)&EI/ MP\2RZMO@M^*4V@YH2?(>C-
D#FOFO(8^>5X2X3!\Q>4,_'6')D\0764>D-A MJ
J61)5N4NZF@%45^,^B5:0H0^|\@FKM5T*C+
M^FF^ICJ7WV'R\$.M+8@PB\IE*&JWAHOG\$>.VTI7>IZ\2%80YLH5+C>4A(PY8O
M\YS2TK:QX6"FN<5)99^7T8B)'A9/K;M)3JB880DI*FI-9J6*BD_=>="O\>
MJE\Y#@F'X2^6>R9S>|&&D Q%|U?ELMRTCG(1M\B^Y4CML_*(QM#"8L)J:J?2 M!\$J-
J7'H219?^|\SIV"-|N>R*|3_"H+J+Y-I)>*0%.JS"E?1/(:4,+J6Q_8B MO2WHY4VE?
D_R%;JQ0D()4VJ^YEBF+)^|H:K_*)W4KB%,(/ '\$VONU(X21
MU#W4\$:2MC'"&^(+Q\IL_|\1#_%H>%OR?V%?DX4Z4IE2N03E9ZDRZ_#J8?1^ MJ!9Q
?,8_RTYEOV,V\$&S\&D>|F"4H3\;EW1>#NX7?I OWNJO,4=OOLN0P
M\XF94Q\$E"\$0JJEN\$D&\X4'U9.@6:4&_IVSHKJ2GQ6\7,2&:O+G4?|Y%YL;
MOXN5@@X\$O>)|HH'N,DDHLK?5)6^XB6L8433%& E&E_14/V0_J?RJ\$U8O(?H
MO^8T4=:KN^+93*;*+^@8#\&WN/B\9AC2TV,JME?GU&PL=\$!:"K97G>7G5%Q
MWH)7;:GQ,GGES"=?U5^*7\8TG*#5G+_4\UUA\49>\$'SG6QZMT5W,G\EQPI@
M>O%0JX!UJ?Q9DT=5%J&T\IF7V>;*|>2#N!L/=D!4DY^*:R^ZHZ+LRMZFE,\$510
MJ&UDC2HI5+BR7U9\$49QGQ%F5U(\$TD_LP9%Z;0QL7F2PZR4Q6*YB??Y0;8
M*_%L>\$I944G7U-"N\$:SRLQTRL.*NXF^HFL8(4JJB81^(9/;B M))FOR-
7E&V"2Y=2C))%JAY'?DD*OU#(S#',.8P'K/CRB^Q35QHHC'Y;^_
MT0JU(N%B1'E':.3K#\$6K(JIN#\$')2A\2#&\1Y)&\B=!\\$>T\;OP8-EMYBIQ
M4,9VSB7)OIAQ@D!93< K\2.%OZN'
#H8UE7^4+F@Y<17LI>BA:ZGCR/XH\2\$9D0=TMM8GLB+Z%S>:&1GP#*1.V)PS9(QD
K38.D?/0U5 M5&;H6H6;"&IM':6(=%G#*ME%K5"GI-LSW53NT3.Y\LJ) 7HAB#UTK9
^1|<8 MOY=8Z|"= M\K,K30IB1XUP,=#>A)24?6\-\$5BK2IK\$Y-
2:B_7JXO/D>DM'&HG>:JR\1,|^ MK=L?D";
U/^Z\J6N^";|&/Z_!0B4+KA;PN,|S\IE79)'B\T\$QZ(DZ83:L2D#
MLK6T>9%RA8A%\+T&JOC3G%#XLF2I=BTBS\(|_CVR:|(:SI/ 6Z#(Y2_
MR9\E_K(^6IS4F;6. 4O_\$GQ91V4G\KG<2'G;4@/_00*(!.=!MB^2NES4.X< M "R"VO ?
D4@GW,4_3#L+;JTG,\$'ASWB'V#7C\TH6\I?#V"-_D_1M7ZYT?S\$.4L!(L-
P=V*PAB9Y57M2_8XYCYJA#JTZ2'^LJLI:S-J@U"1MYFF' MMX8?%|S\GOM2)\$QLIC-
5_A4-P=2\$*Q9/20Y):?K)P"DV1G%5..V,_G#N=N8. MW8RD),XS#3E<+8A1#?
F6B6\KASLKY'HL&IM6?:RY0WR'J&-J@:>);!WZD"%9 M,6
4YM9:>|J%"4T^;)X@"XI&RNYQ'R>^5XVE\.*NRI7\F>\$+ 6F">|Z\$<\$K
MDA<.S^#M"B\%E\?'HG"O"\9S%M<."6NYGTJ31(?XFS,S),E"((XN_2"N"IDN
MWRNMJ"(!>^5Z1WOH\$G\!7LY)%P5Q+G(?BO-)9_ET274)4_!%6IEQ7K1*1HF;
M)C')|>|7LGK%)B^FX@3PTS\$/F@(5R7BL\$N =9RIG#D@E.7/(@+N*|_,%X\9
MBX49D' L.G\$IA 9ODEJA.UX\$^0\XSA\$ Z? JZ2;&=J607%IZ5O\$+AC^V.S1.583+!)LADJ
IE4C3T;3;N!|\@IZ7PZR;"-=899JG\0 M\YD=K-
M6M)F\2%N6'L\T8R,>2\TJS8'%TM&*>E>;)M^&S'70_?/2 9I)77
MKV=5,\AU\$34:5HXEHRB=DVBR2_N/Q\5_CMDCN*N\'.PE%JFW>Z7)EBJ;'\!
M\S"JX#1F+&BGW<-X)90J)J:H",QG8A;"D0%V/+45\$7L'TT0\6SL0^L.O<)
M>|8_WXZ(7Y8(^'OA^HJ%M(GPR>JDR@W(:"(G\IP823^Y\WHPH:5^B&I%;+.'B
M\6@*S\8\J\$TD6F!W%.N2E?!. GM)5NIT,)(RN^(9N);6E><*S6-Z)?M 5O;% MJ% C8@=
<=|8^+;2Z9R(+)/OL%Z FQ5SN);DWXRUEGOPNZTKY)P7(V9XK A;P MNI=V
Z<\$S9&/P!;1FH CD\$)RV\T:5LO#|6N1Y\@: M1?MSMLC+Q%^6^BD62\,BFX\$066/
2C!;,=R=#YD!G7T??!6:QYDIGB 7U(*2 MR0K\,H7DJV)CCHOT+N"5-"2\!6R,I'F&@6D!

[4 R^)^^[\$MP!]=O?@+W@(C99 M*\$4ATG01,K2L;(2X%^5G;Y=TH;Y)^=)=R.?(A?*1R.D
M8**,'W@B,0D\,H MJ>ALFX+K2I)
(Y0H#E1JA/IU1^R,14MJM>)/R2GE1BSLF"E2,#RN7_X@[N M;0 3"W5PA;S1#!:?
/V>^2!HO4)GVE/H*UQK/LKZ)CN)B;LDX/[3+(U9)->HW M ?%R9U6B>X/B)HA\$
I>P,;2I/2/"\JK)^H=2Q86FG1@^8OT-NWYZC-QM=HIMDNA*9H,FIW/"74SJ-
EG.HOGV.S2E4GP:D^6KMR5E6^9G556\\$/+C4?A?1%
MZ@ZR3=QLI7":.=1=Q6^Y^MQ2ON+^=LE0ZD6S;&V5&.)B2I6*2614PJK%Y)\$%
MLWI>MQ0;L,;X7X@-L:M3OV\$JKB1V"9;%7Q&R&7,70OPZ(
M; >TOY!C/J_P#\HB_+.\@U,Z#/DH_E&7"0]&K>8CA+MB+E!EPL)\%N,\$9<-^(6Y0
M*USEXCH)U\&V\+L03F4S!";@IY71@:W*#;D\X*?2(V4)N!!7Q(P% M"l'(:!/?
5B9SU8H"GWL.@=ZAS+LCL'D"?\$=H6^X9^R*8J3^JS<18"C;GIR
M=R!'LS;Z%M"D+@A^#TY6S?;9! I@+UV=(FVW>XY7(0V5CYJT,;?*.RNGU7<
MD#G>NKJ</_^2]6\$R%\$FB&1>/-PG/K#XY1^JO5,4,+U6+7#0+)=;*L=:?
M97C!5\O1RNT9\$K.X9F3")M/H6F\\$/<8,-FIQ>-U+YG6/+UH2IZ+C;O4?T<1% M&U2G9
45Q69*S:R"1!.)="CIE3&*@B>\$Z\1:R) G8E%"GBO\>\$V>4Y5WQ\I
M<_RL6BEAVK@H^4?RS<9?E+K\SL,=O0=Z?%Z&^:K^:/:GYS@"\$-<=[R@-/J
M#J&/YR*57^S5R4^ID*VP,>&K@-KR2;J;G)'Y(W0NW-ZT\=I\$?F)\FB96!"
ME3I(M#=@C2I4LM+329DD6^9\$P"6*C3;/L//@^C*1=H*(D*?00&(@,;EZET0;
M\TYU7MH4/J"\+LWH?_*_BZ8^' #%,JP%M-IZ8@N@TZ4?U1J%*6^2VA9P
M37VC\$@"M<8/*#N!;./L_!\$H"5-@?;*SG4BP#6NFT\$;T.1H24!6\KU2C2D*YMN?
W*WRB::E%2T?RXB-U!G@1D8R'(2<JHM \$Y\0+#4 VVK:@\$Q%I
MZ6)ELB8Y%U6ZJE^ERO !J;BX*NR<\E-X#?I3.3E@&5J*9W@"R#VLW^DWLAEI
M;3N\$K\$5\VIWJO,=PSMI477\$G^VVI5M6&+;M+YJ?I\+1_2;)H:Q!UDVNB MB<4"l-
H3_/U"RYJ(4EI_JCVR%)Z^MW6O(J5B07-'H3Q47T-.TG=02_JE"I
M/@1S!9/IJC)LXS:9\$W31PJ\+61H\66X>V+*ONC\$JO>D7L33A1L-
OTFX1HSL50_("A:1E"^-I%Q=@SNS M/RVS;@M;&/_I,;%XF;
JO(3@S(-6X0DGO2=0=SK^E4CD;YRR%:U*Y(6'5&. M!l'<277Y_!6I#ZT3!-
_BF\U\$46IDAI\$F'@CRU>=+;7V*M"FR(>Y:H*"Y*!2 M;@4GVZA2IWP:L=I
N#9\%I,;O,;A.5,;I%X1^HDXS(S\$V&7.D-*NS(6MWPN-0)WU\$55I&O
MN%6\B""MF\$#6U%()FL*CM':RXU(R>SS]2ZB\$?Y/KI7%,IE,;IE;SLF2GOJ, M@IL5?
OB#DM?5NX20*^>2XFO!&H!RN> EQ9&A2MK+G,2AA,IG%0M6>IP3OY0R
MNS,R>\$2#M2'G.ID-8Q5*J(<\$+643DRJHKL,D%HTDON=>3%M\$3!="#CG.' M229X7!-
IDV_JE*3@K +SPTR \PJR-^8NXN?7YS,YQ.3*V3"T'S?FH_B.8E& MZA;IK!"\$?5F>Y7%7Y
"<;=^: ^\$? \TU2=5BTY 6/9G=(.WOR"^S)6#:N,+\$_+M
PG1BLC\$&90R(#HD@74)I\I\$M*AH3:/N+>(V#@O>0-2"TDS8Y!\;F3>-22.
ML*ID)1*8^ZOJ!!*8L)T<@D2&S&+^0/(G@O.(+*6AS'INB'#I"2"IB#8E\Y\$
M"U+1AWWEMC6;J&' M))%I3\$WR=L4Y5Z?&.?Q=/ M:W:+%'78Z\KCA\5&
&C*TB8Z>W.6NGYS-:'@CW5DSJ?R8Z;XA%'\$:WI&\&Y&
MH(N\9&O51):2!6U67_T\ZH)^32_11047V!'D &V,N8%;1;>YA6Z^?
*R\$KCU6GE+^5U%6=::PBHC,D@VE0\I\$91M MV>F,3_8\SH6SG%,<:!
6"U:YIRL>Z*20@,& 59XA\$(J!,H4TOGOL-566D3FCMD_.C%G+L%'T+'I*?0Y\=S.+#T_R
MBV,J&8K\$/F>U0#QQ:#X.M5.?ET#04%EJY3;H248[*11>%%-!^PO7+#!,G0IO
M=^L6VR/SS%.29VHF8*,SB&JJB)5K56VF1A2=47XNW52Q5!F5X4(+UW-*L""W-;
(N5&D*2YIH,;!I:0WFJ<)3V5^_,LJ60HK^>FE\$^6Q=3/J> MFIF:-
='WJ*GJV8L\I8>4;+=M(C\LM\I\$W0=[2C!Q(I6Q%*F9F,;T_1TDI2+-F MEKPIJS?
=2E<3EAK(T1LHJ\40%@\L3'6.VU\A#7R/<2^I(IN(<,DG\K<+=M'R M2R:3(>;P"FKQ7?
9UPI4T9\YS,BOJOLB?\$>WO++W&19SW T/B8OWKJFAE ?"<MFB?
EQ_EUM;>J2VLUU.?\$M\53F4Z4NE0UIYM1%B46Y"*_8=+J@3_.G\I0=\$@-
MNORR#S63P)55>;3K/+!FD+*,5\$>>1J<69=%6L;)3?K"4W. H)UZ7H,COE7B"
M^*3+0GFGO\$USL#B'?A;P+9_) />=4;6??8XH)X+<,X75%_G_2DHR8\I/P1^06
MKIOD_IBWKZ_VSW7A^UDKV2DKO;\XB1W7..Z\I-WKOO??>)"34>T<2_@0"(2\$D
M@82\$D\$"(GKO'6RPC;%QP;WW\ON5D^SL>=_OFUG@G.P#,,_+GONF_8KD>/
M#V_I\A%I'=ZPQ0S?C" Q?KR4P.&;>;R-\$7?
1U\A\8%^CCWCH3B\I\W\8^MHKP7P=^3.HBL+;DP+XA_KP&B_(CMM!VN3RF.:%>>C
MX/V45-MA3@4G;_W
&HN(7ZC#CL)J5R))3Q!8\$GA,6%^I\Z1!X^H#^7%SB3^&K@X:30*1X;2S!^L/:5I?AA5!
IA=@0GS!;^,;1SY,K8 ML;A_1;\/*)-P/&[6M21Y."4,A3Z,N7"GM*T4-
C*C2+T1XBJE2JP71@.GA7Z M:5QZ:F?\$Q@1UC"AZ?U)?

X&=QWBG77)XG*E*_Ll@'60\W0.#S2.&-XJ1..20JW9!.)\$.+03>E_Y!BYW^\$E1P)
M#3L)/C1%Nl&@#B5180IR>:.\$GZEH7=GIARC9FW\$PPT4V:I&-(RL0R_UK,FR
M3Y\VOOJ/+T=,/XH.8';M#4W8S_KDQ-GZ\$=FC5-M*/K?
%#8R\$?:^VW\EW7l>*T/_REMV"2>PKI%53E8(ZZ\$_[S80.F*KIE1R5:
MF"!0MQ!B6!,Q.@H93XW"1^1'SHCA1=M+>7&70B_MSL'^^_C7B;Z'+B
8*=P=+NCEJ3?6I6'O(?)6_(00C\''&.7QNZ-BXGGQZ>%M?)_X+'6\$Y<2F?S<+A'Z_NIQ"
OOA_WM6(ZL0\$2M(V(&T'M6..%/XC:G+HOZ_M+>5"K'O,12@L^)?X+-@[L5)YG".
l2/(4L10A!;!MB"/l7@/\$8W6K\|M"=V/+M5M#OG^"-T.7AA4A\$#"4J'Q46!(DEHG>|/TN
8-ZS#4Y.QYPY.\$|@9WP9,0/%;)T.RR7TK7F"#R-M2|@:MXFJB^D(UG+;
MZH3_="I/ZA"9=QT-^3|5>^2WV'3)(G,2,MN'T;88|E>FWR2\|%^X6Z_(:W"JIT5!
VAJ->MX6X,7HBO?)J'UUSUD\$?2S_M923J>PA#0BQRF:|7N"7J0,!%7P\$Z.
(3J3,-0(G9;:L96QWRT|Q;^083/M|@3_M4E-L?HTE?
06;7G:#W(8JCC\4X7(PC:F+00/|VE"<*\$3KW(!%J"R4:DC"|
M5X3|*F7SEBVX|53#KVO" P+|BQU)CDF(6PO!1,^%_IOZ,&Z/=Q/L9D*^TZ=I_M1S
M/V%=VIK@D*0DA*77QI0"I*>#\$=J-"C/?"?|C=|S@DC%-&R^AWJ&>_78U@9
M/GKY|X35A(YH7-P'N"^#NA*8.%G>=)EW!;:X@9WL%L-+46K|l#2_,D;-H|
MC_HO0NNOES%GB"|+K?%|XO&H^9B#E|:@O7&W*%K/S8DX2J#|F>17Y'MF"&@A
MN7#//G@|.7!S.|*MF?2\$TRJSK,|'E+N>MC|V^H?|BM|
|F*-4AB'HH@)H<_NG.=ZGBZ.D-3M13"2=6A=,LH#M_GJ)U(_K" M+(CQ/D:_=XFG
UQ<;4CVP<|M=|S\$TX=T'Y_C*|,47&Q|IM"*#|,V7/*@VE
M"G9FJ3L5BE*&6N!^#L|R_01W+JS(A8;/BFRPSB1LBKEQD\$083|/8(21RDP#H8@7!*7
|G#-BUP9S? F*O'H+|4Q,M64)I&2|39 2-IZY)6? ME@A?
|F2#&\$U+MNO\$+4=T'#!#\$U!KMS_#/\$!7;+#"D;6JST(:W%7E^F(1@(F_M|_%T
&Wl>0^6B?G0T9BV%F.P=\$:48_WV7T/MQ'VS?1Q|G=I0Q"6CAH+MEK#?A6T|
MB.M1*F><+|A.,JC73Z\$,-1)'RCSI?=QUV^9_M|?YD6T>F?|/5D4.,|^&;|GS!(VWV?
(5_7A|T=HV>G3*+RMVTG^G\$?_DNTN_M2N4MI\$T%V;GLIYT(3;,H-5'5|H6TQ
Q7^~NI*V-+|Q|C7HEV7?M%+4A==<*M,K428?
US#+45X^@U23X=4>F,H/P<|6\$|2|D=|'|AE90="2=VNU+6)H|M;J-L_M@-
Y8>Y9R.&WUBE9**HK|SBE#MOG|27QM_A/G3J(Y8EKK/<27R4|LHG;850
M=O^+%)9Z;K.8I\$@+67N%|!Y:|5=^EOY&/X|SU#<-V0*>?A6SH-:LJ
MPOB3)RAR'1<\$|GL1_@D|>A<7G8ZB;\$PC;L(:?/B1,XVZMM"1J",N7ZDE8
MXG8/|1EG)_C=YC-N&G+*>P;.,:##.Q9/&77\$1P7?V_S/KP|?7;NX3/B9^M_M3"\$
8M|2<|27I'?=SR*AE*4.PZA'E.|M99AEY+;#4,Q-LN|N+VP)>M|(N>E2XFM/9_F,6D&S?
|2|^=|S/I@8IM_MYS).AB'6-W%71N>L-F-C\$N:7Y;(>05-^_(%9@|CL-
)SUS*O!QCWSIA_^(E7_M&12R%Y|Q. RZ+9&CB^I8G|?^.=YE=2)+FO+N+^|PW6\$7?
ZQEV*!43M|D/ D8_MLN9F; CYZ? 4H=PVYK|'O1/VW|,CT|H|)Z-&MKTMG568R;T,>_!-
!/(S;_MM)_^\$>:0(XKS9=BXU34V+E)Q>&MZ94SF'BQ+&R_=.L!;3SJJ/HJ1_K5>74F/
MA|?_HJ;EHYQ^JJ0^P6H<9EC!;-6'JPOXI\$W>W4U|M!
O>"J/M38.LCZ"F(Q6K|U#NHF>6KZ%P<1_|'\$9Q)KQKWTP=A^58.M)^@<|>
MG*?|S|B-X/*06*W.E(>HNZM|ZU."L;Y;-Y*OX;:MMR)S|+^L64+>10AN.8W|_~I
MSS/D#<0:N^D_2(!&W9BTI_MCSBQ7\$0J(OVX|+|W23/=|X|X'|*BH90?Y|R|HYQ_O_-
|?_W__L<_MWWWOOH_X,/_O7Q)Y|~|OD77W|U|3???O?|OW|8|N-
//R|=|LOR%2M7K5|S_MZ|K?UJW?L"3YBU;MVW?
L7/7|CUH^T_GE|>/KY^_@&!0<\$AH6'A\$9%1T3&QAD"BT!@L#D|@
MDL@4*HW.8++2V1QN!B|S*YN?DRO(RQ<6B,2%DB*I3%Y/GSQ|HOS%RU?@G7_|XY_
M?/?=|TP|>/^#S|l"/3'C|^Y)-/3:OX_(LOOC1MX^MO3/OX|GO31GY88MJ)
M:2FFK9C68MJ+:3&O_-/l:O|8S?^SG-JW8UJ-HY.+JN'EX^O?V|P:'AD=&Q|
M4@H4CD#C"&0J(YW#R^(+|@O\$JF|1*E2:|2Z2KVAVC3D|S/^/R/^,>/O0|Z>
MTC2F:4|3H*9)3...9KUXR33ME:Nf>:._\$U|Z_;M.Z:A|V_~|T|Z/'CY|l_M>6J;_?F+%R|?
OGH|RC=NPT46|N_E#F%WE4XIEY2.=)FU*YY8Z5^I7W*R*IN_M54I=APK5U*
(BMS34-NI36ML+<>W_M-6JH/75JYJ"AE#E>7LR<5A2ESXI\$F>?^;J!TSS908C(4.X3>*
|6#7M+84D|H_M|/'&M>XE_H@RM|*F_JN*FA|6S6Zl;Z2W&W0,
(>Tl8QQ90EC2B)ES.1C.&?^M;D#UWP;
|D'LJ6|AEK35YMM*&/ZEWE@|6^>CZZ|+U/8V)M8W5J%9#!;E'9S*H
M5/0QF8)V5"BG|^4LF;^;G|8+!U>E=B%W"^S3KE284DZ76V1=;3.5CIL=-,
MM@=J6^H3C=4&5+NN@MQ;IF\$,%JMIHV(E;2*WA';*V<>_|L|U>X_#\$J;X/L;
MR^2K56;\$N?I#O.D6<_%8E|VBL56PLLZ8V%!1A>HH,QF4Y?2!HC+;L%!'@-
AD4)D.I=?_#G7G2M9I#^',M^SDS00?R:GMM%0W-@8;*NJ2F

MLBITA[*"TB/7TOK%&NJ0H(PZDJFBC:67,B;^;G!8+!R VB+H8>7AQ!OU^S#S
M7;N9IX NS.KHME-5-0;7EM4F-RNJ..W%E91NB8[6])!32!O@:VE!&&7V\$!6:, M_MU
V:YM0&GN #1F@8\,^^-OM>Q"7AG:3AJ?
W)Y3W^6@UC2\$UBEJ(@0F1Y;)P2FG#S(UC.& &RC;^8=!=>|#_B7%WS-
WNK="YXQNP/>,<| M!?!YS)%?8116IO.+*G&M8FKJ!WYE;0NOLG!T!%IV5I&/U/+!BI
G=Z!,:!4<'L_!N!|NW;@&: ':C;YG&G;YW_B3/+HSOG5E%THP>\$ MTBYO54%SK"/F%:?
6X-OR:FFMF8;Z&T\ Z.=4!7H8.F9G0P!J^OO!G1;MP! M=JLG!|YSDVO=JH|DM|J9DU-
/F865Y^KY|BISU>F!6<9LALP-=E&JGUW#I: M(IN6WLRJ8;0PJIFMM&I6V|!-5&
!->|AI^..WQE=.GAX4L_NAMO+4!2GME S9^T MXF<-
!4BX/0E*3F>:AMV&TS%;B7I;ZF*VDPQD)NHU<1&6@VAD5!|=P.&==ON M|OZT?>+!-
_N:|_HK;ZU)DEX;B>1=|*>ROH/\$C"&\$!2T;B.W(WTZ<|6MM_YK#VY5*?
PCL;XS,O'D(S MSCA3R2=".,1C"5F8"4@N<@R>GS:*,)&T*+4\$:P8.HP70X:(A2E#),G?
!>3D MQ_NOOG9;_J7WYE)P2JO| <|HYC7K2'\$BYYH|+DP(N)T+"WU5#(SY20T/>D\$
MG)-P-LF-GT9GQ\$UC>+%.3.%|,%""S|P9*|JX#4NLC0.+J!4SF&G6|Q"UM7N"!
MF"D.R!N712GZ)1!|3R&VMK.0VM F2F|M%G Z&|X/?7S^3.D;<5+FD72|WH,TI?
P41Q>,F M-*FR1XJL|2PB;-)1)6*W-!>E=#;F MF-Y?
FL9J>+OCE:DYYU0T24SXAAY1^4(OU3F3)W5>/G MRP)D0Z71Y;U*2'67\$E/?IJ"T-
!4SN^HES(%J8?J8/I*6M*[U4XJ@|6#>AC*WL-L.HN ZZ^14_JJ--2!BL|H|2SIXJ+,R>
M\$104SF;G%IUT_XRR.T|GI?:AM|KMX5>J:0ES57;|Z9KW43C=?Z*X?JH|L\$6 M:\$5'
!,:.""U5YCNWE(U?52B8!|+E?%.|*0%|HCBH!-OVN|&N-
=IP3S8YYQ|M|Y&.|T0H>MHANL9ZM%O,I3IZ'TR-6TD7TF? MY,G3CS-E_-),>>&)-
PTH=IL,ED= B:W|BS*KL/L5EBG7:BWPYYLMTV<|H7-
M#H6#/:&*YL;D06&.E2#IHK4H3_9Q&6TX9Q2VCB|A'E,6LR;IA3G07%-^;O!
M#"BLW5J|+,\$.25)DG7Z|WP|YWF#|FAJTSCHZYYW=TAZFJFY*JRV134J305H!
MZQ66TP:SU+115BEC@J+@'B4I^& <7P:EE=LKK7G(PYK#B3>;#Z\$N|QTAGYVV
M9@Z,N(GJ.T.UVL;D6F4MJEEF,HA?W_ ^FGPF>AC;\$5#-&*2K.&+\$T<_Q-|H=
MZT"QA1E06;B"BL-!CXT'XNYT|H==&C^,/GKR,+MUR\$U2V1ZF538DU|EJTKI?
L!=IFJ/T\$D;('6B6DRST\$!N;|W_G9FFVY_S^O;7.?LH6G8_
ML3QCX\$T#JHWK0(G)H#W@!(R|?.|U;|Y-
|TK8N3"5ESCT4;Z.T9IML_7<_L8E2RNBD5!|Y2!>- ^H=ZT#IH<.:@:K?| MT|8M|H?'-
GM-G-
!0VWYN"U\$W:9XCZ_>1"SMBRG.:809^/;!LJVK0/E>PZ"^LU6M_I_LYV>6^W>=>.WQ*JY
MK12YZ?|/'_279G?%J7AM<%U&,ZZ*TTBN8350Z^CUM|JD=% KF,V\$FO3FPBU
MG.8W#91060>J-N|YU+GFP.S.LOV|UU?Z5-|8EU(RMY.2=|P^*W,D2,3I3Y"G
M=Z>5,CJO&FH|04MN(U406REZ? NU"MM,-V":F-7H)M8;!W2;UKUJ6KWEPN22 MC0-
7?C2K>|S27WEC4TK>N0-\$|@D7#G,R)(@ M>HA*1#>Y-
*V+JH)WT=2P3D;9FP9J5JV^,?C=RI&+7V|H>/2CM>K9F@#AK9V) MW(N6&-
H9#RKI9#@;-Y68B9J\$YJ2-IPE@8ZA|Z"A&"!G!%:2,\$\$3)PR1QTC"E M,'&(|L8|
|/CVAXFY3_|=?/_KK1JPU\$;T8H,?|JZ!&-HUAU3|15|,^FP\$"7XF
MG@8YE<),FH&E)YQ\$L-/H#AQQS')%39\$SW|3)R7|HU';E MTY|UX-
OM\$K#2*@ML|Z0_M@@AW'6+1=X(3(%<#8RSUC+LI M|T%=D_8R9PIC!);%\$/EP'K;+
Y=6W9W#J>O,S&QLY_";6YF"MA:JL*.9+.YJ M(LBZ&W&EO4;MK?
V#7IK>&MX:WAK^%|OD+PVN-J#(C>_QS+WV)MR;|2|W)|Q MJB@R=U*<+!L6HC2|
K*A6Y!>UY'-:VSC9K6TL'+:FVGy78UD<4|#0=97CU/U M&|":?OT;!&1|5I@,NX'8Q1Y(7?
R>%+O&WBKQ0%Y4^-!GBT-SCA;%2T?|\$|+(<
M(C;ZJ.Y|1UY'+;6S+Y+4VL_F=C0Q!3SU%U&|DRH9J<*IA+:YL4(-??\8K':# M0F=|('V?
5+B\$G-;Z8:X6.I%.ZT.RCY6""T9D4+4_848?;>(4MVAKEM M31F9W?
6LG/XZ:L%P#4D^IL4KQTH)JF\$%43VTV(#\3X/\$R0|('7V?*IVB;ZM<
MTBZ5>5#|J/VSIDK#"|=*\$DL'9(B*GB)B;4F)716|?A#|6P1*,&
MAF*BE*28D)%5(U*R:GBQ_6XH,AF*!.U L8//TU+'Z#MESO#+Y6Z4N7(?WG%-
MB&A<';<84L*TO26XZDX9K:&UD-7>D,?MK4|6O0^BX5 MV=@JH77BM-
|*P29P^ILP5@QKVA2E%Y|-(^I!;P2T<7&Y#O-ADL=P.IO1U0 MV'D_4|M%WM4ZI%
|5.Q'/5;MQ9JK|!<>J(XK&JL.50|6H|BXMSEBO)+=5%C%Z MU07<(<F
/R|FBX|*>,7'LKG*|6Q.Z>AB^|L@LL,%2EOOYQK;R'L5=M!K!D?| M^3J7|
EZ'_YT8YCH:\$N2;* ^K;Q5CZFK+B.V:8HO<42H!8E#4FR"^8S!(4
M!O(4HYSLTK'%MO_92BU|7I>;A-Q7V|+N5YKCYMO=&:<:./?G.D*%4QV)Q7V M-
.\$T#=#6HN@H=ODVIHO1(BEE#>5+>6&9AWB2GL|@H2Z_83|5CBTV4&PR2\$T&
MN:TM4%E|O=!:A3|P6""?J+?%7&ISD|K|V#/CH3S1OL3Q>UM4\$V-\$5E;5H5K

ME6K)/?DJQF"6@CO*+A9,,(KEDS2Q7210=*JX,O/=H-3,M"E0>='U50I_O?
O>!L\$L3%I\$GYRO@-;/V=..XCT#3%U4L:X=H"OK1-,DF0W8U MO?
7U9_JT/:N+7,'IP>NR>C&Z?%.B10<4.U8 N=EN4';0 E3O=7K;NMOKVO ^ MOU.GIXU
0I:;IW;G>9.JG(=N;@KIG5^/U9W MW)8K& \$MR.^-4? [4LMY+5@]I_7I;IK:49Z
Z66U42L8;?@JC-;=79;9CJ MG\$4'2K>M *7I=@###IH./VS>9STIN-
AN;W^35=GMJ0N6Y_039M'U&WFA_059_MG)S;:5.GMV.UC%9B):69;" UT:KQC8Q;:
_K#EW/,2*-F?5(8U;#8@.JK2N M=OM6T+!^U!7A-
LFSZTQZ[B]P5I+H^J/C&KA3!>7,9I:=13!6FD493\PC#./,\$V\$%D\$6H *T/T
M\$XKA?:026"J% >VA*2'=S-+D;K8JN8NSZ(!VW2_/6I:MF#WYU8\JUY=LKWFV
MTKIDZ:9@P:T#2>R+=FCJG#>%,!.9CIE.Y"&.0K-ADVFTT'&T(&4,FYIT2A F
MCI(*\$D8HHO@1FCANF%D8.1Q:=*!NZ;_GOS_INO_JEI_4/OUQMO*L<A3
23!%9!2>1Z;\$GT9R8\$SA.'I'\$"-VJ: ME!\$Y3>%%3-\$SPI^@JWV??C(XI_'GOL=?
K5*!G_<*P7H[H]M]/M1'=F&X.UYQ M:3>"4Y*01L#C+!>1^+#S:\$+H.2POY!R>&'*62
H^ M2R\$'S5\$7W=#X1^!VGO_X:S7X9HT(+^=-;9:T<15!P+9U_X\$Y^0I=;!D3'W
MPF,B[L3&A]U*3 RY"4D*NIF:\$G@C+27@!A+B?QT-I;^.@?I=PZ7Z7B.^#K;8
M0.&>)4!D01'DNYD!D8?+JT*OX(>%_HDWQ"&8^8(8YFP>E#^5@RT&M MX7^I0?
+;8+4)Y+N;-;&:"Y!X!CTI!DVX(0E"SXLC&/"9/Z4
%4XSB!3=E_JB+TE#ZZ<+X]!&DA3#PNP"N&^/3ROLR,JFYN=ETG4I]#0 M02UH:B-
*6EOQQ6TM&'5L[J]RHP:M]I!C].V+"4AV+P%BDZ' ^?5G_!Y [AKP MN-
@C[E:]#_)2<1#UC#0Z\WAABFA"B"X9\$E#*^_CI5=V!S+K.)S&-I]PI84D
M:6_&EW0V837=-1A=MPY;T:7!5G8L)E#TVF"Y"8B<7G_V!P2*G0,>*)QB;RN]
MTBXK_2ES)>\$9)V0)PLG"-/EP :&L7\#0=_,SZCJXV4VMC+RV9G)A5R-!T6/\$ ME??
IL.6]*IRN6X&OZ%L?QG\$CJ_ ^W<""B?_)Z4N,7?4'O K:A_2654P=T81
MFW=4#I6.2C"J@0)J98^7=N1F=G4DB[H:*1+NNLHBCX]2=,OPFOZBPG:'BFQ
MHFLO_64H=#@,Y/:.0.G@]U3M"U7XP:]6NY%//%!>P#Y5%I4]59HL&2M!*@>E M)&U/
:,F+8?;7)^1TV%(+^BI8,CI-;2R 3FI;+"0K.T5DW7=BPD4]5H""E\; M] ^#8CM'4&KOI
I3,,>JNU@5ZK<(3?Z'2CW6Z(CQ]6I<@FM"D%0!A>4=\$FI-
M0UYZLR\$[JT/+S>M5I4OZ2YBE@V*J>DA(+>_+H^EZ%M,?!HM-0&)W&)38.@ "5
MG>^S<@?3->],N5IECIV0H/U83R3E;'YTU4I17UJK'ES3)R3;6(V:S-S>@L
MSSV=J>Q83D/YI*+(U&6P<@-K6Y[G.SG3_.Z;< MJ'%%7ZKWHYK"N;,-,7S1VI@11WE:
(U10:RID-":2X7L#EEN=J]H6SB0ERD? MRN:JAS/9FGX>6]N]F/I'8',(**SM@<::^T6%?;
B#:H>D6_4NR"LM7L1S'<&, MZ?9\$7K!1*FFI0&H,*GQ-
F9S2)"ID=8B\$F;VY>7D#6;G2(2Y?/=K> MQ?2706H""BM]!\$&YE=<+O778HSJ]A#O-
SO#+G5]8N?XPTD17?\$9W(T12;T@K MTY5CJTN4I":QG-
&1*!GHX8ES^ID%D%D&@7J(D:L98/#+>Q<3D.Y< B3FFX#;
MZB!06=H!G87GJVK+D,>--K&W.YP@%P>+TV9'(S'#07\$9K.W)A88ZN%JE1QN*
MR@F-@E):.Z^\$T[V2]_MH4M\$ 2:H:)(LT_11A>>]B K(#7++@T!M;@LJS3Q
MG7G0XU;KJ!M]3@D7)GV3IH^&8?H&8I@-G4EB;7.J2EZ'K!)6X1LR=916EB:]
MBZ+.ZL6K"OHQ*N4 MKB!U^DI5U,?QF*S0\ S1\$;8#CD]K+QB_-]!+LO0*V/. M\$7.S?
C%C)T+1I6/1;\$_-@JBT\$U(J;D949M=CC>FUY&:*@=F.U_.Z4!5Y/0B= MO#=-
J^U%ENIZ%A.0I5@"BLPV<61_4!IT K4]G=^W';(Z:0I=^Y&1?_8W-N MB;TS_OCZH^&
<+M\$XH;07JA"TW6)D(-TTAM(-IYV)VNG M C*EP]BO%Z((K,=53G_=K?V)TGE+;;XI-
R;G6' 68RQ>2!F"25Z_@X#I MQ2F0W:37]QI\ MX!M".I/*4]0Y04SM_:YU] <7QY:M&
MYU=M;IV]P;]BR?8@V.I>8C1YB^!"V,'60 M4_09(N2^VGRI#YF<4(ONR2NEZ>(I=F-
@R4_CYW]8WG9G MQ9]*E^N=9\$]V!N?<,DM,O^2\$))_U)>%G(QFH\$PD3KIE#,I2
4_'PD'C*70\$XZ#:%S!(9L:=0K.@9;'K4 M23P]I@2)\$WZ"R@V;IF>\$3J?
S0J8XB^I5PW>?'IO\^/W.6Y]H5_7BAW7%8/7! M7+#+,?W%\$3_R(Z=PS!W?-B-
D)3\$JY&PV,OQB.B+*>C(>1@F_ ("W8!C0I MCR6\$G",0@L^1B\$%GJ:3
LW1RP!QK41WK_ ^C=[N/_ ^L#P_(L?2L!ZP5@]7XV MV&-+!E;NF!?
N_JF/_4(3'@1'1M^+C V_\$OBLI,?@F-"GP)CPYX 8BQ?I& M&N)W'00UO8Z'OG[^X'-
O.^2EM4W2,?_J/F](3!M';_0I#:-+O!CTQ1PH;2X+ MRYO)H.5-
L=B%\$]2LXM>&87R!R2#1#J#E%?VO#0A-
E(I;U8674/NK2V&ZFMZT)4&UN11J,155=00"!(#09\DV&?*?=0.QD_:2N MKD#F\$?
18YAMW6QJ4=D4223HG2N:#T&00.NX"A8X60;L HK= I^4 M>,7>*0Z
7Y6'\$<+7Q:./BF YTP*<>""*;7C+,Y98-,J>RD%U5T\$F;\$3HV[H M0%4U-
:"JFZO0U4WEF)HF%;;V<:&!@C\!0Z]0)&#.9 I.@.%2\!3I4?T7:5O MZC5%,/Y"
<33S=!\$D^W@!JF!20):/9*:7#;"S*WNHPIH.HK2^!:=J:L3H6PP8
M0VLYUM!2BJMN+L'7-"ZT/PUK0(I+B"U-

P@YUCG!8:5[XBV]+^)*53!Q3A_+FM+"LP9+
M,)V,5E=G!O45V7RZLK9@J92H2UF*YLEI(J.PK(E1WY%\$.K@%K=O-#^,A3: M!
3%UD> RL8!E-MYOZQT# 'UD<(N_5>, #NV@, QIVNBZ>.5:9F!92B)*8%J@Q"
MNKX\AU.GY.4T23FB5G%Z<8>OI>W,H5=VAE5;=F,ZN:%!H?!W&2PW@%*K(X
MM>G^UIEXO:JR#WE8ZQH!O<\$,5AH#'= M_Y56'B!H(+N-
+A\$76WU3CS7%9IZM#6.U%N;G-FD@Q?J2S\$JE8Q4*14S:H7Y
MO*8<@:"5QY=TL/FJ3E9612>+IV!G91A:%MI?AB++!4!I?@B4F^!_*DOW9T9;
M_SLMSF&7NKUCS@R\$)XUVQ! !&D)X=56IXG(-JK182:@HD-%J^1). (U>4T!H4
MBMMI^8L.2EYE)S5'WT!+-K0NM#,\,9FN_U'P![*#UR\$.A,JW^-N"\$!H'(O%U'?%<35-
@;06KLC38!096I!4<8T\$E6\!)DOI7BM2*6N#E^K: MD/*J-HS\$T+K0@,1D\$)L,Q8>W
LV!?:#Z@/GSID-V=WHMG2Y-NCC-SOIX#T!% MOQ;>.1&#U?;\$<14=2?
D\$SK#BS'J5AU!#T1.!%JWGUL,K!4W0"FESS>!JET!GS?OVG=S8-
^!LS.6^R;/VSCVG7<*;CCCF:P!
M&8"3'@MGY8!'YK""4\24/F0QKH@1K33M*FMI,J4YNRJI&:A(:%)7AW?I#/\$ M--
+5+#0@-1ED^U8!S8X-H';;UOM=V!9?+.9GR!%S!P!W7C%W;[AH&Z\$!Y0J
MG?,DYIP,8J=/QN101R_B_!2BNK%*^#*=5!6DDU66W,\$K3VS/U<:WB75Q;4I=
M;%O%@@.R+=_EY.Y9:USYLWKK\RLF'MU-DM6_JN!K%LN''(1WO5*J;HLD,: M_ZP'*?
UD<#KE6&PV;AR:AQI&BN&#^')/(T6>W,CA*..ZLTICN_-4T5U% MZJ@NY8(#\LW?
/7F9:VW8H!O:N6GSB!|I?^JQMW-M!;::>|>|"_Z(Y%/'^*
M8QKKG!>1?"J,B3T>G_'Z'834":0@90R7GSA"\$L4/T!6Q0^F2Z,&HJ@!OC1B-M0"@+
!R^2+S10LO\$;4!";DB=MORPY,_WOKP>NK%C=^&#J/NV3'4Y%CP!\$!N!; MQ!&NNL*
(%_RPF+E("GPV@0\$Y"64G32,RXJ>PF;% 'B=G1DU1^Y_0S-V*" +0@; MS!P+?'
#EWZ!KNF!\O7:5^M/U0\$=CCSGQT. M9-VSCR;>|!\$!7PE.2YV/Q":?2R#\$\$ST'(L6?
2:%&S:'K\$*3PS?(!,"IVAI8>< M9+*#3G_X@<>SN '3N1D+#+>B7?GRS!
L/1TY!_&'3_6^7:;'R345@PV\$^V.W\$ M?
&GI2WSD\$H:ZZQ<+O1F2%"!J\$AIS)1X>>3D%&7X1C@Z=1V%" +F"Q01<(N,#S M9'S
_1K!_QR+Z'>62_(!FTE>:/=;/GUO>.RC?|!<_.03+?A^:1%8M9D/-A!D-M@H-
V1&#GCGKAZ0/YXA\2!R_D,O)>5\$S8G?BXX-O)"8&W4L,";B*2_6^@4WQO-MX"
^UPD0!^MDJ-S!|I^78A^_J'G!VN10L698#?MW(-M COV\$H"Y!1(XV2<##|<8X.
<5_B+8-_AY9\$#_T!@<OR>)P3Z/(:>CV%/_G! MA7L!Q\$;XA" _?O80Z7J?
&N5RGQ&!T%J&WG^GXM3!ITG!%U_D@)!_9H%U:PE@_MSS8\$L-R7!!S,HH";=0CPL0!
08Z^(-S9"T2!>H!X-W>0Y.X*(!XN(-73&:1Y M.@&DEO->SF^PGH!O"+XV+!D+SB0L?
\$SP#WT,V !;@)C_T@U!<6" (!7^:\$ MASI,CD^XG9&*N)J.(!
!3:8RS)\$!&+"Z;/X/.SSN!"R8@LG\$QZ!*R=&4,NED M&OX_A@R3@6LRY)H, F!;D!?!@
M^5(0%OJ(-YMP.Q.2=I6#(0C")/O\$G*,S>:=(O-P3N%SA%I4>!0AE4!_% ,7C4(UB
M+*52.9I<5SJ:U*(;3.Y4=4\$Z52W0A04R?S+@!B6_@\$W%P MI-V"J-1K@B3=!PM*1E-
*RD=22TO&X94:X92 M6LI!4MO*6V!MVCIXJ!8JK56WD\$ "6R9!E,N38;00%CGN!Q-D22-
U<@=0!X&E1 M8/2!PG#H=6\$<|F(NC'8V\$Y!QBLW(G:9EB">)_ MD8IE
Y@BA1#!' *RP>AM;I> M:*NN%=Y249?64J%'M%1HD0OK+X/ ;@,0V^!|18X60.[B
HH!_9_) :+NRT)2 M;DBBT9>\$*=2S.6CN*1XE9YK)%D^2^?
(QG*AT\$%6LZ4LKUW7!;BK;8,UZ8UJS M7H!LTFM037H5NGE!@6R3(=MDR+/=
IM=P/9ZV<03DY X>[!7.D3\4 1E'1+ M'H&4I1
_B!,2Y_E\$ _A'N4S1,"-3WDO*5W7@BK0MZ-+*!D1EE1'1:*A\$-AHT MZ\$:#\$M-
H*,8V52VDOPQ"FPU_8O/ZO7O3->_@ "%2NWB_47F\$/U0\$)-U5A\ (N* M.,
(9*8QY3(C/&LJFB;K9W.)66HZZGB32U>"*!7I,>;4.75NCQC34*+ --3)\ M0!4\$W!B@-
!DX+!V6*! '1=;!0(F-&5#9.0"-L!>SUJ_V*O:4.CYLEC, M226,.E*
(R>P1D\$4M/%:QD9555D7+K! "2!%5J@JH&B: ^JE>/KZR2\$^EH1L:&F
M@-18O9#^,A18K0=2RYU_8;K_RVSM@-;1XTF%>^!MO6_4I;J0I#Z/,1D&932 M+T-
EM@D)(B.?7JSG7 I'E.B"SV E*+4VWM!4MJ!P>VAP!;M1ZQ,V;PR.FZF)@XUH4RB=
M"D1F0R&NH"J/6JS)9I>5<+,KBM(+ #5,>6T>O=R80Z\ S9M.,OBQZ?6T6O:%F M(?
UNR#\$9Q!;O_I_#J V-JW>5M8OJNQ=[M6Z>%]M! XZUQ(:>:P^)K6_,HG<
MHH+S:F28@G(1J5@A8)9)LGD5^;P! Y!CKAT&P=*#FR'929'0"5EE;/:FP=
!S0Z>UQN_8!TQD:.M84#>VJ3B37EZ?R M*A0HH;*(("12T=3Y>=R*)Q<S>
!L);566JD9U;5TWEU1D9&?1V36U^!D\$#N MAL! KLD@.?
(;4!S:;!LH/!P=5YN9/ZFWL;K8ZNUSL!&8Z0T.&6J-A+;6Q9.J
M*R\$9964(H:P\$)Q=**>IL<;J.7< WT/- \$M62!PD@45!@)N48C.=M81\FJKUU(M?
QF*#J!%I0>W MVAO:#&L,B#9FNKZ!U.=N='?1V.#@8&|W9&0!H:8XD5-
\$# =SLLCUP9M_1K3_5^!A?3E@-!;O5;!+TPY;K!^(R!;?^D7V#C4\$B2KB<*

M)VJ/2,JOA.1DU"\$*:=6X8KR>JD96L+6INIS*9*VD*D&K-L3IZ@R)ZJ:JE)*%M!?)
-!M'^GX%BIVJ@Vf4>&'=ON=^U;^NE<8LMLW/V.!?FW&TZ3OCZ5Tl\$)Y0.M16!\$?
7&.S,JD+\$8;7(AOOD@1C60%I#Y=G6#DE|<:"W511E5%I+&F(JJZI2)6MM|"
T&20f/T)J':L!%7;USYMV;;NVM#NWV9/'_IM_ (+UOHIS3@fU9fS\|M2<#
M8XN.AB/Y8S\$4UE-2ES-RT7TH460'K(TOCN|. +J+KPSO*E2%=I6J0fJU"\$=
MG>JPQHZRA00*3(;7f^5HMOX"ZC:MO-.S<<7T_C5_8MZGfBOF1^HMOVKN7G
MG\$.*SG@E\|D\%(IDG(LB\$J?ATQ#%H9LH\$.C=AE"2,&6:)(P>S).\$#0FGH@%P6
M,E\|NJD\$.V-|5O)"V&10;/DWJ-SPXY/67W^?3LTJ^fKZf?8fRf8X_F
MS@\$fR6U+G^Q;#A&,F^Y)^"L!;6D7PG&0LPGDA-.H-@9%"OR)(\$3?IR6\$3+%MY@4?
R\H*/"K(IcI:R/>;5.3X3FH7%) "O_Q14KOS\0>?WGTR?_N*#GNM+_VU\|Mf-
OZLL2;#T@>'7#(?FSIRWCD%(Z_XOV/N\X,3;X^=' +AN\^F)fX^~W>
M:U\|7/=XZ<fE+W_;/5AJQZ\$L<,B\|A\)#+"\$30)2PJX"
(1f3=/P_A>8.%\+G#QWN>S"9fG\HD>YPH7%*CZfMUC M?1_JHW?Z7^_6/?fJK_M
MA"FFfIX)V>H0_?,9fZZ+_4X)NOQ&#%\BRP:1,=f-V'Y86<.!LGP@f7:.MOV?HRO#?
H.=1_Of/X@-fGB8'>SU)#?%fC_AU?X0.4"+=f'MC'2ZSXURO)\5O9"Z.H_fIVfB@W?4-
Sf^7PR^_SH+K%Y&fUO7X<!"f3f@O3f>M.)H%
_K8.!GYP^"";U\|A+,GB'5U\|XFF/fY3W%U_JHMNIHOC8OF3XVKOD+ZBZ@??>49f\|QfBf-
D'F6#)EW3PZXf8L'T5%:S8\$LLMMH4!^fTfP'6_-^Z\$ "CfB"4#-G\$&GA"&
(Mf4&"E1U(-OW!f6V7_;;X"PMM0)H6TNLL_)#MS0+5?2("RfB-V?L=(
NNfFR7K8#G?1!DfMHf7H3G*W9fMf\Z-/8>"0.YA;BKZ\$X^,MPfF4>*J2?
3Y&PSB45<fXfJ# +fXK2f,f%56:=C_MC-FGHUNR9Z-Z^+-1(f_QCT1fAL=C)_fA;P_fR
f5DH-JLfESGK2#+ZR#(#K%
M66\$>KS)B@Y^P4F+O45&0FP0*ZBJ&3;B\$R*;P_*9YR\$2fMGD8NY<@HIW.EZ;
M=3K6D#T;4YfS*KK-5%_NR>CQW+'8f9RAN/'<_Q2@_fIX'C"L5P&>TQ:0XWD-MY/K:
'ZP\|B*"GK"38fYQTB#W"0345?Q3;)%=;"M?)J=395S#V3(L\|G:C*
MGDW0YIR*fJZ=B6W;QG3E7B1_/&XTKSf^~+f\8>0_fF@F\UD8%FM MF.M6X#;3-(f
f8f@DfWDf!,>^#0S/OH^_Q5RDXfY%7271Bf!>Q7fY9_Yf#B;BG8;(f
MLDfEE>;).CR3L;5Y)^(:1&>B.DOF(@;+AA(&"fH3fP6M20_-<<W62@FPQf
MRU4@QV'Sf\|A)f6(-f%>2%:CSEQT3=YZ6DW\$F'(:fJ2R<1YIM^#fW-.9,fMS)R%2G-
FDDOS3B16"('UXFF8SO\$1^.&Q()0^+.I,"fIN1f27W*?^YWf-D_MX%fJNf!+fS:#
;f1f0N5D"D;<+*CR?Y87&?F_GYf\|P;N.HD\$;)3fI97";G_M-#(f_ZQ2L2'
Bf50XG5@fFHIO*#P6URL92AR0="4-%#6Gf\$MK(?U2_0_fQB_
M_F'@6:P\$^7;@;AA+RATL0-23V=0Z.f7f0:_C_O-O%V=DK:-0Z:<)%fI9fE
M7"\$9231*AQ*Z9%W)?;*FE#YY+;177fIG:*fJ?"_G_M:3(P388L\Y6F^W\|C*+3;
Z2.YD#FY@ADfMf\BX)#'XBCXF_F)<(N9R%fPYf\|D_MVBE;.NDM*T_M_fISO!M:>
fT&VV0H@LMH_BFQV;Gf\$5#B:O^fJQ,OS47%@T&U9>,R5PCC(N3PX_M>B8+3YE(9W
&*1DY/7A:03M:4M2,4,KK83f%;6fJfTI#;5;J%=Y6J\$%VE)T\$)7:'@=+9fKG*T^U^fJ7_
=65HY(7BV*19"0PQ_M(9DBTRX@NDfHRfH!)95EJ.J%:5(?Xf.W<9UO0>_W_f2XEfMf.
f"1\$%\$2NF.P0:#<:"%;5@Hf:HT8SNf\|Xf\$44%_0L%_f8H*(@BJ+8f?Y_
MC_?f;NE>/=XW^=ZW'TfLfWZ;;OX/5QVEU3X7^ZIC3P='6AZ\$QUONA,U=|
M:HA#&S+UUD.AP0XH,U*#2K,#4&-fKD.BWE3f^0X4D^F#-6XNf\LY?GVYP:\$
MGTX+fE9Z41F>T12?E-4DR2^fI""BNJ@fJJRT7-M26!'76%HI;f'%;4fPZ9JL_MX-/5?P-
Q_fJ0fL>BOf;W@9fH=I\$^V>fH=&'0W96KYH=f8=;7%WN-f*95RLY_MON<*?<,
fLL32MI2(C\$/QTOR:Z+2295%864U^2\$=-3DAf?59(=WU&:'==M>EA/35K8Z;_ZU1"/-
N3HKH-BW6U0J;f*=<9:WP^9Zf\|KP9B_-;f;/CY&=KS5_MPF#TU7@)NTL%8Z#f4.-
+BYGN1)N-f<@)!M'M)UWMfXf0&><:/
4G*_AA+44f\;4Y(>EEZ5%Y^f7'f#fQfSHW4WN@fJ;UW-
"&,M_XB@)Q>D%.1%YF1GQ)f+H%:K#51fJH=M;M>f?W(P?
WO.TP5fLY9Z7^fJf^K>^4fP>fT*0KM;#N35f_B%5S:X!;4QV0FE(>MDA-7\$fE4D*4PL#f
fJ@f(+:fUS:Fk\$^0>JQ?F=-?Y9_34fJ2?KOF;7PVI^Y9_ML<9Jf;-8"\$V:6f^fZ^Qf?>fI
^=EEfJUWfC'+EYTM.TXXTHfJfS*XfYBf//MfZ+3&OV2XVO%69fJB
)QA;34KRRfTfJ>TL)f;4E/K7=*&ZJGAY9^NfLGf.TC<M;@,RUf9#fJfI*f%~?
#ZWJfS^BV^=9KMVOTSESfVQRfX\$*N.^WF_M7=S)%f6fT_M<;2L_3O(f
EM^fSE.5J*ZfQfYfJf;fKK)fLIM6_?TANZfJ.X^,M_3=MfJJO&%O
MU7S%fF51^D>J9FL4fJ&fGT992R#B25T)KK2RE_MfFDIHf2=+J4UG2^CU_f=I*_
^2H+H\$fIE*;0HK_AT:M>*D2LJ2^f^TEQ^~:G1_MUM-#UAIMfW\$6-;<(Q(fLCOE\$D,0?
=\$S./@f\AKWK+^4G9Q-MZ<f+
(W57YCMWM^03>WKR3OZ"DC'^@K_!E+1AN+=fZ%N%fK_MRX>O!fEP;T'

MV^9>&E9?W?-<3_GH4|.##=4,V5D4A82T>R1&[&TW;LA-CP"_Z[Q0SH!_%/MJ
M.)S;E9A\$|I64%.?+>6F\$RY7ICE<.I^_OGD[|P|D.)Z[FODWD(XVE.^<"|U;
M_OG007;.X*V5BI>'E1;VO%3;V#9V8&_MB+%!X3-+V|2G6)?H)TY,+1"9(QQD
M^GH|A8Q'_F&4A|&2T@/HJ.(|Y-CG>[FQ./OE\$KM|S2@CB7@|ER4XF|?_BO(
MWC0#.K?,-F^_L;S*,5KCQ=.KW|I9:E1R94M|;UM8H&#!35|5=0O'X;-*|4>'%NCMS
W5FRW.^7S6|I|N&55|0>5G?D?M+52/AB9_M1GVPLA-
_P!.\$%'P@4STDRDS'!|*".>WN37@IYQ#&1P&DT7(@?B?&S?YX8@'N6
M\$6@WG"^R'2X-PCRM\$|L|;?XKJ%DE^|)CMLSE2S.0GJ'9|H>-+|I7^5UI7=X/
M5>7D'P>THWX:&P>|M8T/V#MX?B,2Z9|I9,I'%LWE03>#|,Z'Y?@VP-UA(L0#
M|JR;"R^YUG+?M>#++YE4&U_IE'L_J92G?
N30\$TY\$G0U@|!4GP|V9AY@;^,&1*SK3PJ>^)W|Y/C-B^CPE>^" M^^+G:O=91,9|"J78?
(RD6GV(HUE^2*^S>))|!-Y_8YA-%C'_YO))!;2S=QK2 M>Z"
B_0P3Z:CPPU6:##M3X5|(U=@&CN!&1+!V|88|\$# M8PL<.QOPP5J|AX2@NS-(=3!
|&|F@&_M5L TM /-(W/@&)N"CXD)^)D:@|C,\$\$+,#\$|BK@_1Z#>E4DM=2/ZKIO.R2-EM
M623KTTQ9*2Q1E,"F?_QAUU(OV+O&#;0VN8#!5CR8|I0#S&X;<%"Q!.)>,W#=
M9P(T=2-@|C<\$=PU|!-+0 YZF+@BT#H*_U@\$(TM:|!\$|TMB\$!%'_@;|TT#?SV MS0-
_PU409J|\$4=B|\$\$TX"%\$4,PAG8T,)7|W#Z1|!\$D2PWW,3.&^|TGW>>,3Y MCK-*
EXQ*D4OZ77B,5I3| MJ6|@HY63H*/E,V BY/_RYZZWP(4/=)82QW@ITXY&/*.>BGQ&
MZ8UZ1KD1|9|V-^H&_4'4)<;|Z(M_0'_TQ"BMQ)B3;= HHT*)#OH0)*S"4AI
MMA#M30@>QJ=|"@IRG_2+XKWO2?)|Q_%7&;^.\$C'F629ZS: MR&%&<_13^O'8)
|0S<4|H_%WZ'?BKS#OO/>R_I5VLV|GG'*?V|&\$=H0<7 E M)|IOAG2KW;|^DY+A:
1D)!M(8CA|C_6D?I(W=^)|0WFO_6/|7@I2Q:/A=N-Q.N,F|G|+)|O)7:
|WTPZX7\$S|J=US:B!" M&X+0AJ@#*R#9:|-D62A#MHT&9-L;0";1"M*H^_|)|N2/,3SVNW
1;SPHRG_,M+TG|G|)=_M2|'_K(HR;N(:LYX1|S9.)M1F_2->;-Y%|VC>0NCQLIQSVOH|9Z
M74|I|TU"\$(:Q&KS(59G!;09;H(K9D'3)O2WU(KL|K9=|;W+|UIZ MN|=^F'O@8Q&
|D|Z|??:E\$",-@2C#?':RR%#?R/DF>R\$ LM|4&BK"X5XL|_Y
M)+NW.6|.+|,|Z<.)OMZ/HD-|X3%B*^)|DB,N^67'|?H4)Y|E5J=V>S>GG_(Z
MF7G2|T+64>^K6|;K3GV4+O"XE1 DO!(5\$7PA5!|Y6I0>?|HO/_F\$H#S| M*+|^JY5|_
*>%>S|GD7W/*_2|E)?G?SDWU_|RSE0@9,,T M"%.=!RD:RR?W?|E|ENAPF3/SRI+C?
1+&_5 MT GH9ZLT|D"P?%T4?#AQ/"HAMBXA*K(E-32L)RLPN"20%QQ74%6T-"C"S
M16GBOL+4X+Z"Y.#^_.3@2WE3@5"T(5)E'J2K+X4BG350KKL9:@QV?FXT57W3
M_*WY_(B|H-69_.!!AKA?(4'LZ.0|W,DVU_CV+M9>#94'-D&| M_O8/S<:
|7|59J3T|8:|YYQC!K+^)|ZM13PV8>*^7Z_.7|B|LSQ9\$EJ1'2O\$1I M:D9|>E9R3'Z>-
*JR, #:RN3@Z|E1Q5-3%HJC(BX51D7T%49'|^5.!,+0A90<_
MD(UN|Q*M55"ML^%GHZ|29*O1SAS8T5GATHRTV-2DY)2LN(39?%|H=G,&I7.O\$F
MIX^ZXHU,^B-M9Z|B@J^J* X("C/R0^*3LZ)38S*5.2E14;DE)2(\$JN+PH(
M;B_V3|E8%)C45RA*Z,V/^HM?#)=J;=Q^+SY MQG|HK?9>
|'\$P|CSAXG#XB)M;S2%W;G\$M-S"KTD^25"J.BRF,2_|/EV:
((5Y>=Z%U;E>Q2V%K@7G2GP+.C/Y^1 \$TS/MJ)=OW&&?
D|/"F@"A10ZA46!>3PJU)3O>HSLUB557DT*M;W+I ME9=S6"67<|C%E|_G
I%HO_JV65"&WAN-R@L^M^|<|V+|IGE#MS1F7;|W8-6Y MFV;*|5=M|1KZG#
EYUQ)F3UTMK33PR?B!\$|4=,PO7-@6',-IC9*R#R6V4|'MBK>
M'%2==7'PX/+.^Z8|6VYC#E1W6,|^
M%1GMUID81^|!(3G#N*\$LB=#0E.W6>2G(|=3.)J4_M9GYO7S_C1=|*A5N/ULE??
+;GGU-/#ZP^|MAD9|TC&ZV">PYFJ;>=')O4"GB M 9:|
J'YWW9UX_5+PZB|4>&N/8E2HA|V9&.?>71#GU-T?;|HZ)QEVY%VY^| M&^O0GRMS|?
DZQ<|1W8L.CVAMJ'YFJ|+_MU.)@RF;B^A|1WOO(U>2|"&#|G7?RX-
Y7|BEWA,+7.Y&^A'N)|@4ZW,T)PMTK M%|O=:PZVO7|JV/;!#;'MS:\$0NX&AT*E
Y@HYJ%TK|^W\$ ME;EV|L+4,&G7\$^8R2B|XC;A3ZB >#/.+C|CPB M|G(G3NIN3UITD
|M'1'?#?>)|M?E@=Y/^P,V;_P%M2?
SIC7'|2<(X_V7C|'UPGNV^^1)NO8A>K+Q\$DB|_Q9+/- MJ133C|E4DX|E-./U6Y&
|UOHAN_|IG3|L#QR|M0TY-BE:4C#@QDR);!D>B9L M7B0%U;42T-
D6B&Y_+EAHL@"C2P8'0R(XFSH U0(++"L,>-E8@P_&\$@+LS"\$
M;PJ1.&.0VAM"JH/!SQR|_H|B1|T?54YZWVNG=+Y='GEZ5AZINZ& %+V;|YL!
M*V;\$P|:%X:"VVA|T-GN#P4X&F*J2P%K=\$7!;.."

GH8;)_G"RK+/\$%C+0T;G(&HVWV8+'3%NOV6X&CJCFX|!#4!RCXC8*@;_M@/M^?
>!HZ()|P#X: ^F 6%L;)|#J:\$'- Q(.|(?T@^J0.:6ZLPA2#*PW&@-VLP\$X*NFI|J:# M0-ZF

V\;M8"U0Q,|=^X\|DYU\$.I:|P":A"LK J2W2H0NT<%XJ<\$'IODP5UU M)G@=7
1^)\FL@R'H;B;WV@HAT /R8)L#G6(-WH#UX1!),A/W\PR:5^H!8S/ MY#+V)\
<:CX\NC9X?G%N\WA./6^D MT2G\O\&P\$6U0F0D V(K;="B/U>\$+OH0"#=& 3>-L-<
!/"?\$'6TK^ MQ LAP^T++9WZBE+I =*WV_\$!J\KOTLJ9))\@OB/T\X1^OAOG>
|P7Q\$>|Y|3 MA_E#+B\A.Z11_AW7/P-/M,\$#;,>#K+ *1X6H(LJP*X3A5"".B+R^.;?A[V!?
MZ "<4.J*UD?O.I97WSOD\$ _RWQC,|X;,+@ M-
>&A8)3X1/C8Y9G@KNMSP0;Y1#@5\\$(;-&@?8B"#98#1(+)8BT4X4(@C:\$
M48PAB&T-0KX#|.3.W\UBJ%_8*':\$. MOD*(T%T%<:9;0&JS!Z0.FA#K8@@1;E80\&D/?
KXNWWW";.)^|XUD?W#.|)ID% MO+=N%8(WU;?
U^0C_N.D4X&O7/T%HRX/1((CT77J4^#^FA/Q&?=G@2?8CP.
M\IS"KP;.GED0M\A1!|HPIES_&+/4==:L->\$X|+!JFG_OZ0NX5#Y'O!=^D/0\N'
_CD>0DZZ&DC?TPHME\;L!#&WQV SX)PM060H+T"T@TW0+;E#LBV4X,LQP-?
MTTDFDTETS.M83Z=1B2_EJ3B4_<@_CG/7)U5X@Y,;...!9&GR)71MVD7E8TLOH
MC#C'Z(_L83Z(_Z^'\7J?C_JD.?|H%JOJ0\$?;1JSX1(\OJ9*WED&6X'O+.
MMT&>C>KW/'OM#SG.1\|S:-8CR>X.C^,\$KOEY)1'8|1)|_:8X^YG8X^YWXEM\KP;6^|U
|;::^VYL.?=>S%2 OTX>_'. MA&C5^9"FM0QR#=9!@:D2%%GM_ER\$U9@H=-)
|D4\NN(O*Y*:SC_2BNX=^)+>'?B_M"_EWXZ8"/FA#P(Z9Z)>6>9"AN13R|==
L?'F'Z46N\Z7V;J*L/K#)>X&#_ (M9V"NIWN\|7X,L\|S!W.
|PZACHD3@UL#,L(\^19\$UPLJXZKYAZ25O!).)Y;R+ MB27\6XD% @ML)><+;TFSAG?
BI@_!M\$&V?5)T\|V9I+H%"|/XL=-SXM<)>L^|LJ_M&Y71;GN-
Q\4N>K>*3;|.9|.9U)|F!U2\$?=HE,2_.3PNN#XX55(5F!M=YE|:
M7^Q;GU@(@)J4)SR7G.-|RG3\U9BNO^MQ#3_V*I_&H0;YL|B6A#CL9B*#ZP
M\$BKTUW^J.5\$;K\?:|.P1N_='!4%WH)OJ?;|G7@JD\0'%4FS_VN2, @):D|,">E)2_F^D)
(MN)B>);B4F!-U.F H(U\I# MR-89D*2,|EZ-15"JLQRJ==>^KS?:-
-9DL>U)JYWR\4..!_NKR=8)2SB\5P. MHR7=EU.7)/8KCX|
(+HJ62G(CTE,RP0*E*2&528G\52GQP9VI<2\$#J;\$A-Y)C_M0VXFQ83<2IS*KX8P=..DH
V%Z/M4N=:R\|4'5KUM,E@W1+@_.*UZVZJY|=M-UE\|Z3ECLM'\5.'W*Q;*|V+HF\G\4;
<2I_*K(7+S=,C8-1M*)|LV#
M&O5%'YLTEKX|=F#9DR\CY;=.F6^_T(|3\FQOMFBMISG65;%H:5DB\$5)Q4E!2;6I/@EM
M6R,'T9L4(7LG NKU5_X'ZO?/?M>Y;.-JAM?#1.=VE_SUFV\Z>M-,|WD8P.|1.
M<:BL8U\$+JKP\|J\$@L0BD2@Z/SPL+"FL))\X.Z
MDKJLM5H/>%D6MM&MB\N9I"S&CS=DVT^&-&5_0%A9:\$AHN*8"&%A1Z)\7G.3*
|T;=2G+/N97HE7\$|82H0@#8DH-N|<.=TJ-DY\W/K|EEC73MF_M#%U2G7;MBN;B'--
Q_:Z-^J MO7'Z2A,T\ZD9*:>S.BFG B<<.: /P":X/%_M@NK(<\$YE8I\|178LH\PLWJW\4
*U_%0"I>*ZU*WD7RFCX\$|5\$ "T6@Z2URE MR39%:%!2?->^:=JSWDWR=V\I*?3?
V+^PZXKAQM8^*|7J<_8&!3W.F+1.&C'N M!)L>?
HSC%7A\$Z",X'!3@W1P1S&Z2AKL=RHPD-Y9\$DQH;8YP;V*(AP9B7.KN MQ9_KIP8AZ.
|.0%^7E5L4?K2LDW_5LT)N\,92F8\$'F^7/WMTWK_V6_OJ&_4N5
MDDM8W'79R,#@PN0_M<1SH?+R2/RFRZ|T;.:?VJ0C7\40\%8A?) /%RV2@
M>9',G3,SD2OH_C_|);|>\$MTP\JRVL>**|+G?=(%?R(XQFU_!4=-|DI7@
M+MW>ZU\|(O.V#YEZ*Y#NF-O5G"L;W9R+6YU<&SOCW_M;XU_MRK.YL.)G*I
V7P;JYR-WCL\|^L\|T\|?FHD<&ULBUS"F+OLA=JRG-&#FQ)'_M3/=\$/+?1\$CVS-
^0/\$RW'669/SO/,GL^R+(8>L6R&/PS*)B#W&^9A01U*B)=?8I(V\|V92-V;
MY0HE\$UO_R9K8MS)A0G>+9.)4)7#"1H/WQEZ/_89H0GU#L22\86&PF@AUM)J(EA)S\I
R_MU4G/^109"/^_88K\YF6.^>YC;?D\T-KL>SC&^\$>|G>&/=*S^SP*<|L\J^P.M?
J'YV8'7^7D9=>6/KC3+(ITGY)&67GFD\K8BDO\CGFPJK)L1"|L6A*&;VP|T M-
WJ#|78&6.YO!;M\3N"H@0.2-@;<#EH!6\|<./HFX&MH"&(C/8@T.0)ICJ0_M8:8-
A>9:4&FA"8V6&G;\2J?:9)'F;EFDXHH#M1P>RIC:(M30A
M0EL#I#KJD'Y@'^0=5(2@WNA3GS8,|",NQ?Z@0'5V+!:*T56&PP_JM-
1N"P11^(20^=V@#?;L6N_0_ZO_MLP"?8LSX(ZY_M/84Z;==K^MWNVOD;
|9#Y,^V+|B3=N/DU\|@)\JC\6_(P_MT?_6\|#37,.,>.DM_M;|Y6O"QVP9\HBIXNVD!VUL?&
&F0(VP!M=\$.W#.L@="H2,X5A_7^<.#BTN_M8'^,|!|/7Y?
H#VTO^;G>#|M7V">6CW00*6^QKRDO\Y1G^+>4QX\O_@BH;(+MVL#0F,BD
CRJ%GAZZ /+SPS!|?Q=-|&'H_M@Q?7#-A!-D"/Q@\$EQ0E(N"|)=S;X;_W?LY@PBRT0
MBMT#8F<-|?3!YZ7&7CY8X_EL0>W1,(/2L;+=U(Q^;MS->TSX1#|D\1Y@?'_M;M9|?
#_|K<-#|CC^A?M3PBOV/>=Q|P&7UQX72;\|S\G^&= WR@-UUS3@J^=FYEOR)V>
(P1>CU""7<|APFCGO><7WI=)8U\7W!\Q3E-?L4Y17G%_M_1-@H_WT'=-L&#;O^4\$.
M\$|Y1Q"W)/8(JMME%:,?\$ZI=G_JVN3YF'3<:\CEK/=C!-WXK=C+^I6_O_VH3SAQF!-

/>>R13G_(S&??HY=[WJ8U<&Y0VG@#Y"l^M%?)EGWIR\$1%9ZJB@DS8J/\$8?.\$1YFC
B;F\&K WRX*&D *+_JK_?.\$@!L!O2
MC==!FO76'ZDXE8)1*V).*K!6(2IY;_0(6XH)AX3Q!-N^1JB/O.O8S_SKV\$__Z-?#=#Y;
M%!"X^TR(4YL'J3I+(1.1-!(MMWS.PBJ_S7!2'TMQU1V.9YD|C.3;W@H.)%X-MD%#
!:/&L\|PTK|>>PNC\$)!|O.|SCK2;119G?@\$>:J(7U5%3/?B|J|G@J_M*O<<#BR=
K#_.X_:I!AZ/9.V/L/9&@O@5S#53_RS3>^S|=L?Y7KL/=9EHOV
MHU2&1_4^K9X504<|FP*:O X*:YS M|PNN\7@<7.
|U1%SL_41*B2JW\ZD&EU.|L"Z'YG.'0G)XCT.R^(^#_A/O'_RJT&(/A|1_M6Z=#JLH&1'-
J14F""O^L@!+?HJ!"04U(GD)K6#:_SS+YT9XNF P+%4X%)HB M'
D%CX._A/P0!O|ULE#C)(B9*#W9Z'F_!JE!Q:J|1?|:+=.U0G?7FFQ7V M:GV%)(.>:(-
B510A-27VI#M)A=+8G@E(5*A87B|(#^*)-'_4;C4?S L/F H%|7R)^B7?#D(0#=.W!9%R-
HS"XKW_.U0FOA MFUK=I<|;C5<|. &2QZ6H;N_Y4A?|SGRZ|9%,3Z?
&9!|*M32071H3SLF/B!5F MAZ4\$I(7DBI/\$:)&H41(K.A\$1(^J/B_YZ)
(D*>A0>%308%A4T%/HGX(DVB-;(_M@W3+-,C9/1-*|WY5*TO|U6CSL*GAPV6_-
MBNK&_JO:4TG4:R^F637GNC06 M9/ HI&%8=%AM9)PD./182%7H@, #7L8\$1KZ
M*#PT=# L+&0H|\$_ "VT0KY*#Q.W3(\$|Y!|3OG?6^3FW.BQ;-?P:/Z2ZX?L1D
M0^|A6Y7.&H)N:QG%LKZ0A2_/X9+_GQ962EB|Y3\$"(\$T7AH0'9LA#H|N#N)
MK)\$ \$1;9%|\$:>BPR(>HC^ ^"A<%# \$8)I(A?X)>*^5@Y"5Z.Y%|_ "G8H_J_+;
MF#BD,NO9T7VS|G=HSK|RS'C=F<./8/>T-C@>;JLD65:4,AZ)" +|?L7 \$S)5/D
M%9|6|A.5\$N-%Q|ZJBU|I%FO\$Y= M/3@GI4GBE=(5_MX9EZ2^*=_"BVR#|ZLUUN
MX,R^N6>|I%\$,W*NA3&S:D/9Z4,A'JF/_PA|5|A"S#)9R\$%? M%U6;Y=X=7BZ=
<^J.WJK6+HL=M2=PFL5'B<99AZFVB4TL M0E2#-R6D5L@*J!)Y^U1(?
+S+XOW8I1F!|D)B;_6X/H1<<@)U)81<_#B8EO|X MV"WGB?A/(
"JOG2I#|2NEOU1OT;V5?M2F4<7YB-7+Z^5/7MISZSV"P>7-YXS
MVUK>8Z>>T^EDD'R<;!UJE(\$/:?4D!;3XT'V: MV|&L,XK(8X'UI=FB^YMC#
ML:9.1*P|+B+471(YU0Z+G"N&1;32X<_@>#%LI""|O_293(?6Q8A=WMF(=>O
MSD(N7%|ETW%->4;+%>VE5?TFPLN8:FGL7KQO:0S,,ZW+ !'1X\$ _@D>V?.X
M/YUY+-2=>C3&F|26RB.T%?C@C|0*[8^T"W%M_:AAH7WSB""^X<|@8H\$,9,U'
MH&8^=YSG.2Z!<=;/E7(FA.9R.H;IU)/*=N@|,3VU'C9|ASSOISN0PU|_M83I?
<6R/O^+^"<3-0Y^'NT2RNO&-87GC'_!-(FX,|J)'KAR9AISNFH8<
MOS0=:7XX&ZE^MEJNZ-FN61G/-)?\$#QNL"W|JL=W_B>U>|F,G;?
SQ>=0@P71P@F#RX(/S_MGXP7R"/7&N61T^T*R+\$S"DCCM>E(Q?@|F?
SQ=0HX|ISXUYI+0M|9;C>|Y7% M=LXK6Q7F2_Q^RDL7'>>7=#W'EYZ&N)
<^)K801>;6KR(L+5XE6)N|RK(Q'B^U M-1P_9&?PNL-_|TEK/Z;9UB|_|=V?
W*\$S\$D'_|9#CG;((?47%9"2.1.1|/<+ M99(_%*,^:#R3|A'|67"CP;KO#Z;.*3\$^8G:Y?
G)0(7QRWN?PB:9A|XFM;?V9 M>|_#BLY^NZ><0?;_O,88&7U*_|;
|FFQS|6F6J|ZW%3/O;.*7.M|U?--;|_:/> M1@0Y=DP6J3LCBQ0-R"/I3V<@"3^6R4;^5%
(-0C>W#V@L<0>|530PV>"UEOP M@-N!<(N&R#OL0"&JBEXJAD!Y^!_|7A7-
'8C7TH)T;0THU%&'Z@/|H.6@_M&IPZN!Z=/_D_3""U'4B2&\$?
@J3>D45BO|V1"87ELGZP:1H'=LUFPKX%9-!9
MZ@2&*W%@OL8&_.LMP&&3"3AO,02*DAXPMOT\$S^W:X+-#\$P)WJ4.XLAK\$|U9!
MOQG9_P4JRE"IN@N:|NZ\$8W|4WXX@1><0).4Z@D0,(4@P_"/C TMDV;!&G@I*
MTXFP>|8|D|G P<7FH/1\$F.P6*8/F.4'P6&E-A!6:0)YM3K0UZH!^UI5X*W;_M#?
|K=T'HAAT0LW'KK_.%W,U;H'3+9JC^H^N|/_=&_W^?00)^"B+<&&.#!T6 MR+K(8?
K@*#4&_M^TPSP!9:@&VE%6_::<#F"_:L.^S ZIP=6%|#[@L43]*4|COMF.8G|8/4)|OKS
M&3=J^P7W&/O5?@C|U>%WP&F+'-CO40"2BB*P-:."M|X2X)JO_0Y6"3Q<=@.#
MJOY4O@Z0@O6!\$&L"^#1SL"^P FR%#=#C6VP*FU0YL3F+!^BP.K*_:_|0;_'S
O'=YA)QS'L1?'N\$|.JOP^\$Z|A/Q.O_L&O!N):.#04@3. MWCG@>V Q!)BL|G_9A
Z|0(>91|X>.@ T||_&F|UVEEM^<,S!?'(78SXX5_MJA_Q#?@/ID<(<)W\$=3N|PO80)
|'WB*^OSX@O<.)C^P_._^(_NEQU_\$2Z0/A,MZOT#(&Z6_|V!6|MGP8^JK,A\$-UZ8N-
5(+;>!"*G>#KJ@9+WYTK0|COY;KT"S<7:\$|1@JP6Z\$FNGPC%SH|)1427SLW.CRB'C4
MJO&AFWR/<(5RB_ "\$K8/TGG|_=9)^E/Q|X+))#MRVH-L;
MW?|!NV>|1',^1.LO@QCS=1|EM_6SA+ #G73!%8|S?0V_4Q|=TF!-J_=@|%ON0
MF>IXURV7>(M22KI.KJ%<);70+KN<=.MWZ:5?+=G/.\$=ZR>@BO6.VD|^R6BEO
M64W4MZQ#M-|#\$MK W"0//NB^"%&>"3'|YX%4=PDDF*|^ (L5L?A>+W_4J@J3^
M/(1U<"B;W)?\$&1|BQ.!&_!(<+K\$RB!:=9!10SKN5NYVA-C|Z*&VL+G(NY,|
MX'Z"|MR|C?K&HXGVQJ/>|8U'-?V->Q5CXK? =;I5AO&DW#;G|<350>C&-
K_AG@;#P3X6?<+0^W|V*(|V27;O< MLVDG6<6,=D8U^RB|V:/5|:1GBUN?

5Y/;8ZIZ^KAW%7/Y1X-[:06M913C7K++>2=8];QG()
M+7)_Q,7)11SWSO#7PT<=&L%K9>'V.V*D*HZ"/[*U_GF?H_X9;[IBJ?Y
MUNOO93GLNIKLJGDACF74\$|&U/AGB[W
T,-2YQ2^&TBA(9M3RLMA5G&*O_P/.Z3Y[7"WZV]Q@OP_LE+XWSBHOB_
Y0T7W%6XUN3O2OD&Z;M!IDJ,HE:|R9*#HX?
Z3\$;E@B<7J&WG8'7WI+AJG\$^F&)V.|K8|(A/9-(6+G M.E\$DM1[Y_\$J>-
G<)<H;H<@G7M9D,9|+DCAO?!)XH_Q\$ DO M>0E_&
[HM7W001F&;MAD)07(WCW]Q%KT*V#WJ-YNZ:|+U6;|:)J_M_ZRAN@-
S;U8;K;Q8BMG6G>^DWIY),6A.85062KFX|A@_8E%\$""4W+(J1\$9SH
MD1*4Q4D(+;:'!=0*HOW;?"/|S_E%! SZ1@2,"B4!+P22@#'^GP+?
1|TU^V=_N#0_ME7ZPQ7G*NTV=I|+BO-9>L7Y_!M*A(M|<85287\$G-@@2GI4!"-)
(O6(#TOG1(<4\^7!U<)0<;MOL/B,GSCX/FI4&"P>M%02+7_@ \$B|?
XOP/NZ+4#TKS#A|Y.#2IF;S M38?JL2J55<0#A654T|PB-B8IG^,8F^_
+DF2*W8+3(ID!|*0E>PN1,'B^QQ,<[MH4'HD7#2USWQ"FI4Z"E|(?".&^-|Q_X>|
#('RQ#*2@'44K9";J5|H;H;\$
MN=&Y6N;"R=W3.|MU%K<>,=U8VVR|HZ3>23NGAFR<4L&TB2OUCH0*WC'|4U;*G.
|>I=C>J;7PT'&3|15MF%UY+7C-M\$.N MAO'U=*N(&@^|BA9+|G4S%>_!?
[H]H^;+P.Y|Y')FKG(OVTSD:LJ,Y'SYY8A'6>W*QP^
MK3&_NLMH3=%)ZQT9|0JTC87OQ&%7T>R!&MW_2/.1CT1SD3N,,Y'+|
M#*3W|'3D5-|BI*U/2;|^@OH_I>?T5V;?MMR:V(7;&|5)U_D^037V:V=9|HYV MVWFT"?
&,(V)GRN%(LDM+\$LVD)9?AT%S)Q#6WLK MYU&/679-;JFXN@FV?>WO-M@60N
AFSD?N5TY K+8K(N9.*2&>O(M(V, H&-@H5WYU|^S&)N:\$BVQ6),S*V,\$;D9T1?
LE(/.VGXG27K00?.I M2"?SD1G^|X1ZR6!;,%?
9(7OB|!@^Q*QF+X<>^N^2KQE7ZNC1?Y1/_^(:SY MQ0DGT|ZO!+-
SWXB_|RE5'KE9)HOT-LDC)X|+(-Y2,|C|7+) M0WMF1 |H+P@>-%KI^|AZ\$^>APP[6
Q=5VGWZ?M)|3VW"/|1|=AWLB0^R|"&;
M>XEF5O=R+,SO55J;W6^U,GUPULKDP2,KDWOC5D9WOF,|WS|K?MY"-)7*XN<
M;5%FCOED,J+"DC^|1E(QN@BF807F^4C1_?."AK56208-5KI.6JY@3Z"W>HZ
M0MA%&*&H.HRP|V%'N|J8\$7|MJY&P^8C<;JFHQZ1J|/%!@80&@SU7YPPTAN|
MC!HVTAOJ8*0W|MGP=RZ7(TCG(1FDN5T&J3@KB^0.*"#)CV|LUKI,VF|\$3SHJ82===V
F&;NLWGOM,7|O4#5Y'Z1F M^#Y27?|J#TOZ#W(U#WRLT-+^V*RM|:E+1_/S51V-
3Z.H5|_558<@+:T(4M&% M(#E|,DC""7DDNM<1/QML:SPVQ8%K^|
J9C*^:|QS_&WV.FGZ7+<3^O5&+! M9PG\$#69
W6P,K"T&X+U5#WRW'X#@'5H0O4L#4I75(7^W&E3MV0N'553AE*H*
M#*|N_|A)@2I/(%>_SR"2*|C2.B@+!((|V6XL%R6!1OD*!3D0AJL^U|YQ|,M&"ZT
/|/%IH!9;@.R_7>>5!H*|2!N8:3?|>JP|="6H0O%X%HC?NAM1-NR!_MATZHW+
(#FK9LAY-*V^#4;U4=1:|_&KW^%00)N8|@OE|4\$4_X1X8&2V2=88V<M/6Q1L'E:;>:P;
JHQZ,S2|,Y|!%LKC;8S-,W/O|X+1@+|@N5-'Z(GOJ+MX)
M/DNV@VBI\$D0LVPQ)RS=|SHJ-4+)B |2M7 ^-OY5W"KU^'WK|?Q&\$|Q1!6""/ MN;
(%Y05M\$|MVG|04MP+NH|P&BZ,IC/V DV,|8! M;J82,,W<#*ZS-@)HUGKPFKT6A'-60_#
M!<"H30/I_=.|J#|77"R6-%^~3A2-H&|YW:P#=@-UI%|P2)9'4QS-<&D5!N,M:W7
J/D@&|!3!8-NU\$4|T+^E#_K#J-<&H/|1<,T|/,0+|HR9@|;T|!Z MFQQ8J/YW,C(-
'6G@XON7' U7P(DW&H@NFX"1_?M@//=#;A:F"=N|LLK7
MK%@'3*L|@,DA73!NTP.C3GTP.F|AM=03PS!|7J_ ^JX7F8/C&#(Q>
MFO_>KP:K/?)|@KZ(!+7IOTZ(J*9+@())=#22734!D|0"|8_@0M4 \$Z|UAG: M8%EX
"PJ=,&L00_,6O7!|*0!F)PQ!),K1F|B!HS_F\$|:~?P_->^3"1A-F*_ M8@\$FSRS!|'?!FW
*,O_.I4@J2J"F_9<8)|L 8;M;J 2-@&)O@.(O#V%^|~# M7(PFV*J@SV>+EB7Z8%EK0%8-
!N"Q3\$C,,|V|K,^DQ|F|TV^FHV8?C9|9_K! M|*O)6W,P',,\$LZ=68/H(&BQ^!S!;Y0"
|4_|7J01UMR*P_CLA,EH,'C:K@.6X M"6C4">#JK0+. >K@&*\$%|HD')NE!
J9%!C|OE4;?1J-ODU?;?UJU6'VQ:K7 M|*/E3?-)RV?F\$Y83YN-
67|Q>6('8QNPO(V;68O|4|;O\$&<|R->;JY4O,\$|L1S&O+88P;M'F(&|?<MP7ZRNX;
|@>VS_XD|BP=7^CC+3^>%6YC>RQ:>XV'; M_.@.NUL.%|/#7>|CKN!?
XOKQ'QW.XW_@NYQ^X\$|0?C@>)?X>X+;(-7F#W*|_MC1=L58_@U9D0JCT/PHR6?
NQ60,^R'|S:S_2KA=|MMJPMX_VD+M8_P\$CRN0. M+H-|H?77^A>Z9#L;
<|'ZBSY\$F:|+;';,|), MW/XX@*
|Z0,#1NLGQUO_P"#.JQ(RSND!|M3U'R|&=H90X=+O6.)TBM1!.DCJ<
MC|M<=#GF,N1RA/3&I=GU"ZF>_(540_GB4DG|/7!""P/&&CG@HTLT".V)5%:\$
M_|.V7<9%F;V/'S|S0RI22K=T|!0PS#D \$-W=W=W=W=W=+2H,"=F"W:[NKZ]K=

MW7\|C_/_/=BO\N#\|@GUTG?N<ON-
#%\$ _ZYUES|7%J!UHC#*Z%!\VDL5R>K;MSI1BYM;\$:M?% MN"/;33%=OK-1@_Y3\$9-
!X^&+(6/A^T)'PL^%#H4_#-T0\3ZT-_)J2'?4A^#.
MZ)5!@!018G&)9^%UE,H0H4Z9Y7.+OO+#L/5#SJIO-?;;80N-+K(G:SVTSQ8
M%D|94QA/VYZ3;KN8D<^<3RUWFTZJ|QI:/./;C>L+'(H="OZ(G@_KB|X5WA-|
M*J(K^FYX1S;|+;8=V\$M<>|/F^/>AZP\$@O#S)^*SL4E6H'7TZA(>M^AP?JT
M1Y_C=K|QUY_==,'3;4|K#S=X: ^RM"C'<5AI#VUR88CN3F|.V1Q_-+
(I_F9D8|+KB/K\$M^%UB>_":A/?A:X\$ _M_PA"A"1!(N3C"JZ6).
?/8AO>E19'F|09KT^1.8\WT\3.-;E*+.0Q5-|>WV0
MP4)5E/E,::+MQL),YE!>@5M_ =H5W=V:#?WMZ1U!+ZH;0QI3)B+KD+5\$UR8>B
MJY*O156FO(BL3'T349'Z-KP\|5W82B_,GT,*+M_B7,&UXH1O|3+\$%_V*Q+LC
M;J0K8SHU>&AMM0<8#!;,%T'=6!5O,U26YMA7G.?665#JU9I;
MZ| ^8W1ICBC&=119EO(HLRWD9@X2N!"%SB
MZ>L(4"*\$;UR4|+E+DO!T2)9P&% "B_WXJ-G: ?1OLI+;UN*G.M_N1)YK" MJ\$-
UL=9|52F.'>79KLTE15|U157^U07-P>5Y/6"%N:.1A3F;HO-R|L;DYIR/ MRZ1E
MOE@1\$K9=%12V8Z8A+)3V(/HQ+(W MD4FE;R*22|Z&KP3B\|DX1JOY4?
0R8^>C_"B&W/U07'J&Q/=2YNS?'(:RKVS6JH"4RM;PU)K.T/
MCZN9C(JIV18=57,,>6FVC_I3ZH3!:Y4";,7%O,C.O
M.LML|/0.Z6|TC^ ^M3DXNJ4W+*)Y/'*L>4MD2/-1|/#;V)B*L\6UX>/V|L)5
M"B\!2GD0M*Q!-P8YT<5I3G1ZB1,=WK\$6|=JA0%K8IL\UL403WK")=(LYZZ;1
M..5K4#4>0BT>B|+.'4YTR!C,<\$D>R/>(ZR_WC>QM# CKZ0X.ZAX+#>A>#/?K
M/H3="//K?A7FW_\$^-+!M99#!C:R#7K;R8\$NC|*CTW,6 M.+;9|7P3JH
|S9;Z>8E%|7JS=YZQ?-|)KDS D?3TJ7C;L,DT9NOXKFO\$QE+/-MD-%ZWX"13G_?
D9\$@K^'-P9|#!X(|10X)|AA^&>PY^#'(JW|ED,N%OM=QHK_|M6-
"9"39T>#;VK.3!6T|P(UF#TH3Q@YH>'G-/W%SV5\95#,B6ZW\$M#Y(19T=
(85|=G"@I9P?|<6XW&3H@3^H^KL;4=
MH_#4'K\$4*3GD*)M|P%TM;9^?;L)R*"5J3XQ9Z.YD>N"N+!O?G<7VGC MKF&X|
MVIV==PRY.NZ8=W?8L<=?N<5=_OMS|T9VSYL,)9^>*[D2Q41_=F-T(F-)+1W
M\$PDMX?Z>.LB"AO_@0+WG!%;K.266VK-DKI(S-&3=UO|(\$;/NR+R|
|9%|J|C9'K|C;"EN M;WWHLZ/506"NY&8S0J<'=\$=HW34!+2WC^7B(:./.*.B|PHL:_^5'U-
3EB|=|Z M'-E7S7A3KM@*Q_|E+!7^H=|T.4@%;|+49I>EQ)UW2YFDITO%E\$<+E8;RZV
MF|E<');79HWM|RTCT:?,7<|N(S^6JXDJ|/'&V?06AZ"YZ/^|?
M!;!%57V)#12^X4K^P%W)|X2KJ_-)'TN%EL+3=RR A9FY=)|I:OLA1IKXJ5J;J54Q?
M=Z@9OQY6HR9US!|LZQ|/8<|E"3_/KMBG9.(#2S&:'!W0BU'D6HAP!Y5UG M1>D?
^5#"1W%"Y"<%4M_G33;?SX;KW#^;,%S^,) <9_050| #JY^PQ==0_M4?-
OT>*FWY(EC+YG2QE^+Y4F?V|8K_>C6U;GQYB<-BS(:|\$^!4TXJZ!=U-<8<.)|7T%N
MC3DX<9N"!Z|1^/\$90LA: ?8A>IPM) EJ0+:@!|4)JT""B CVBRC FJ@2;Q!1A
ME|@""%O1,#Z#MGUX_DF\$LO|S*/X.OF'?V)\$ _|"/\$ "0X@231#A1(EJ#!8@YZ
MK"9@S\$8!&CL9K#ETP8%#&UPX:-2A
M@U<2AK!)/@E86%"CS_&' ^BPC%W4(H|#E"GD!"3L"%|(" ?0 <1@AE(\$RF@ M2-
('=9(.Z+)H@"&+*IBR*H\$%JP+8L,J! |MZ<&&3|B\V"0AD%X,(=A%(Y!"" M;
X!*-.8"PV<:Z&3DQ|VK @LU\$E@H<,"MI@#F0V8)AS@;,-SjX"P P2! ?LX M*;#-
D@.K,D6P:%0!6I<:4(Z('Q M6^RK'IB |@_LFRGH?:"" OL5_%V-!)9:+,# F'ILX&+\$
6|6W.#J(@ N :+ MC)\$&^W0YL"U6_JLZ5:|WJ(|%@";0-FJ!^:PV4)=T@+I+%P.ZH'9:>P??
3!| MA+W6!|,O^M_-0AK%?0^48'A@8&KU8 EG@--AHD<-3X| |=4W"DG7!5PJ%
'1L6V';K@,V@'EB/ZX/5 M'!FLMN!GV6/XP_*HX3?+"Y3|/ #N4#Y80*&|M/U)>XQDO+
<'HJ148W|&D|LK M &N|AI^?!|DKLX"/&BL\$ZK-#B/D:"&&L@T!W4?-PE/W-
G\8O|&Y: ?S"YIGQ4|L/
MQHJMP/2A#9C=M@7JWPPPO|("L%!'>_#S,PC#2|/ ^.^=N@S?,0F-ZQ?T^|: ?
^#|@|#+ "XY/T/1Z"?8OX.&\$IX#W#K M^N/6#%-B@6@M-
H@W7@WQEOP0RQ3Y\$>DM|3DD5/Y|8(+J&|HLK9?>I7K//L,
MGKBW4QZY|1D_ |R;7;7>9%ZVFW^2VG8^8WG*|0KCH|HEUR>D<_Q_QA
M=88)UL>=P?J@|"|CL7P\$XRA/!"W=F,&|_-+P7B1JLD&JX"E)IO-^3|84^)KA+
MO(D.E'L>'J/R."1=ZWY@H=X=ORK#6SY-QM>|NLRN>0R:7W\$?M|CL-D^_X+K=
M|ISK0:LSKN>L3|G>MS|N^L;VB.MWNX.NP-CC#HSM'L#8M@)PEB6"GR01PK\$\$
MO!HJBR0|<_Q(|N,^T.6S;I7Z2TL1_ /X%*C"P&U M9F?|6FFG?7KI)
|V'K8Y|3=D<|5RT.^RYAW'0XX3|/H^;|GL|7SCL|/SBN-T3 M'!>|P7'>!QQG5P!NN/T#Q?
_M_Y3U1,C&9Y.OS?ZIT&CUJP(ZW^ -HL'ZMMR |TDYE?M.B:W M0(WB?-9

8JG4J.TCB8F&QR,S399CBJF[8JH MMMH>UFR():3;?C%HT"%3X*337,"BRTS
LNM4P!FW\8#[:F.!!Q&-L%M. A< M^X/!M6!%X(V?/QRW9K((7(D"%
L2_Q4J4)Z7J/#=#J_6>-4_U5;+YTN=Q4\6 M^"HY!0Q=,QU-&3>?3AD
MH=@R"/@9#;GGVAKSUZ0KH=(6!>T'@JNOP!< ?Q3N/C2\|C@ (QW)W2
MA+>U"L1'C1HL-YO)!)J:7RGJAS%#I=Z*>PM"-./Q\|V7C;NS3-A\ MKA-
%3ULE"+>Z90D7NS593[:;LFMUCHSY;\$JX_7AAG,IR;:C&0
ME6O3DU%BWY%6X\22TN+:F-3K49^98F??\$J3 MOGF7)GWW6@D\$XW-
(Y./=NQ;WUCKTH4D0/>P41M?ZQ='9/G66(UW&: :TV0AO M:721G;OU49NH#-
\$;+HTQ|B|*IG7E9UFWY13:-V55.M5E-+I6IW5YE*,>Y>F
MS/H6I>SR+TPY\5^0^M"O(/6#;W\J-Q_.*S_U^V\|@%#J_"EY# 1^":G\TH4?
MW>WE1Y<'1=#)#.HL! HH7#NZK(0VMSJMGVKT5AVI#=#+MKXPRZBI+-&\MSK!J
M*,QGU.27,RMRZUU+LSL"!&O?,RI_UR,G;X9V6<|_*O.^?E?7>-ROSJT\6
MYC=OS.M7\$(\/(0UW=S%6QXM>=G"CFQO6H',C0NCHL#)H\|P:#U5MZZ8*SG8\2
M8ZV>*@,-@3I==1&4UNIX\X;.*OJLEQ&>7\$)L|BHUC6_H.TC.W_.R-OTB|M
M=YM_2NXQ\|Y_2MY;WY2\KSZIN=^|5P)1>+|R<'>7<:-WC6O0M9Y5Z-+P:G1Z M3
= '%,D\|1@AKJ\|P4)\|HM=!:JC+7;FGS5^|K3G,L*\$AEFI= FV)95IUM5UA9
MY)A;7NV26=KBD5;2YU4/.Z;4+3%/Z\|HB'|<|4WLC6|<|5>?^,)OW@DK@!C<
M_MFXO2NXT)U6W-Y\|G.C,*",ZW'.C)BO'1UD2/;UN2JV= _MJ M-7:\$&%2W1IN6-B?
1"QLS;7/J"QPR:BN<4ZH;W1.J>KQB*|=|HBH6_"(J#F+_ M8*|)
(RN^ ^D25??/&O'X%|7A^'A=Z4\.)KG:PH;,:-")<0YT8(87\9A93\|PT
MK<,Q/F'&OV',5KQSV\$6^:8.W1G5?D'YI3Z1)06<"++;L\W3JM-<| ^J;G,*;ZI
MWC6JL=,CO&\$.Z1^DT\|0_7\?H\JK^ .L+|*MW2.UWKY":WT\$2%X(B3G2S@80N
M=+.ADR-LZ. 4&\JUB1LM;I8F3,UKL@W/FO\|V3UF+MDPXR=;,>:J5C03H%@R&
M4\|(&XJBI?2F6B;TYMC'=)0X17;7.(1WM;H\$=0QY^|7->ONU\|O7W:+WGYM#_S
M\FG\|H.G7\|L/#K_EWD,:)\WI>SH"LM)'2ZGQ6W)RO:/8?|?XD+S6P5)XQN46/M
M6Z1PMVZV%*J=<|/O^1UDLZ';-0B=ZR3B\|X"\$ M\|DSA_M\|,0#;|,-
#8+F'40TN9U+Z3O+I^ .VU=^5:&1/Z2JWSF@J\|J9@G;CY M*;/ (N423T)D,\|I DO?
J4\|S\|D6AMOD@*/+Q#33:7*7\$W/RK!-SXK&3X_A' M)\>-X,0<^|V7(H2N-")THH^
EC<2T98Y/\|K0L\|6%#?@76H_8_ \L7Z_+D?Y
M/C.^+_VV(AE\|G&62=GDKQNX,4H_8\$:\$30#V>|+|MW'^7<#S
M=Q%0JR%6U'R"%|6>D":4G=|DS3MNO";JF-6ZQ*,L>@CGC)AAP,4 P^%J_H> MC-
/T)\|JZW8@C^RTOYSBL+_)A+&_S\|QF_R35>O\X&0=<:9,R_9,HX\|5F5X\| M^IE)?
8LS.\|BTLW_HT\|X\|TC?_X\|T\|I=0/BMDI^,W)3H3VC""T:1JAT24\|_ =G
MPU\$2*CW+CK*OKD9\X11X@T%800-7=;0&V:K F\|8\|OC<<%|G<<:R.5&L\|CS
M1\|2D_?4D:=L;V;+6-TKDZ3?J%6DWN\|6I\|95S&YN53&\|=5S%|_9=%9/KKU6-
M_FJ;O3/=XU?|1\|\$:&\$"H;'->/XN/A00B5_\$%'F7^PH\|1\$/BGDD1@A\|I\$@, M?
*S#ZOW8F;/\|L267TQ,"H:= ='^GQ>+TWI#-_KTYA\|T\FU66'YA MW-2/_ CPF'\|XC#
|/%KC7XE+9_U_!H\|G:B'MS^W"FE^&132^;|)5_ \H\|J0;U MK)\|CJUX?
8TH,XC/HW8+G\|/S3R"4?A&AJ\|L(!;|A0#X_ ^);B!*8(\$NT U62 M%>Y^&ABQF@&-
S1ALV V\|R:\$/\|IRZX,NI#2&K-"%FM1JD M>1CFE8-Y/EG8Q;\>3F+G?M._B%
CO@,EQO!*X_G7T?(YRY";M_9D"-P(U\|0 M1'20)%!!@6@\$ZD0#T'7I
H6D\|506#;|D404&JS(XLRJ")YL= GRH(141JH)\$FP)(F#'4D\$G\$A" MX,DB (\$L_!#-
P@>IK#Q0R,H-M5@|ZQK8@ (W\|BB:1##1(@%-FP26>BQ@:<0& MEE8<8.7"! ?0 /J#%"
()9I@B8E(B#4;TD4#JEP7"##!ALE 6#&5D@+|H\|>:<|MD/?C99U4 /V_L\|O82^R3
H\|X0?V\|5^*7\|B@|*O_OP8S33P?L_ \Y>8PA&\|C2 M.<#6:0W8^/4@6*2) K5(
DQKI<"D30;:_ ^6C,@\|94H>*)L5P' ;MJP(MAL>PBTI@>!=|K03#|*/25\,?
B\|H\|H/C)\$)0QE0\|K "-\|H\|H:GH\|O-%G P8_5 M'&DDKU(_4?M??4QV\|J0J>|47U*_JSVG
M@OHS,|!|: @9:#ZF_ W,5(M@J\$(&)F\|L5K\|3A06\|3-C\|RX8+/%SXP35_")QC
MQ,\$Q71H81;+?;6L4OMJT*'VQ\|E'^9#6D\|M%R006\|Y9S;:_I6\|;?
TO>IOZ,010V"&0S@5^3#\|P\|A;ZX1\$N_L4U2?JC#4HGZ/V:UYQW%(Z\|;#A/9-
AWF=Z_::=;_9'\|2\| MRCBK?|G^GOXY^U?D/QA?#4RP.@X=M0>C \X_ X8,D1PDR""V\|?
4+P74?@+ M8O\|YQ)IP?
HZVYGD3X2SP/,1\|/%@I\|0\|OQ3YV\|YYRC<|R\|6NN==K7G%MU\|GD
MTJ=WP7E4_YS3M,\$9YJ+A:>8>RDGF"/CS.M&AYV>&Q\|@?C9=9H+I'B:8\|7("'
MLVW.OP-'W/Z>H@0(PJ+P?L3CNY&DP?(YV9#\|39(%U\|X>_ \H,5XB-R-"I?X.
MB9>_%)"IRSW6\|V5\|70\|0\| MKA>L.UT?4;>Z?J
MN0)MP0UHF\|9H^!LS@!?'%SAN/VCC0X1^M@8(G>/O\|:@\|V^+4:| M?+I-
=G@/F6WSFC3?XKEHL>BYE\|9XS1\|SO.NY8SG6\|M)KQ^6\$UY@N=\$;+;\$=6 M &XB! C

01>-NSL9[T6F-.%CK@+Q>;X&Z5Z^(?L_N99K+F0X"9Y*H4I&A^F M<" Z7FU09(VSK
6TAY92EH'J3S0'MU'G/MJ.WQAIRG?..L)WA_5&GV,V MH[XW;(9I7IH.^GV5&?
#FSY_L.Y= 7C@/0C&O??S[W03A1#DBA/>%*TG/"Q1 M)MXHU66Y6&3.=2K70>!PJ?
D)H'N5,D2_JS2()TN,UUHL,ANW=X\XGMF0'R MBVD1:G-)"3I3"1D&X['YQB/1Y6:#D?
6T_HAVRYZP?INNT'&HM#-JITARPI-M(><JSV:DDH>3,HQIDLHIG;'55MT
MQ#1;M4;WV#9%CC#J(^<<:B-V.59'G&9613Y@5D9J<*B, ON*:+ OCP;&K\?
MGT,T;MYTO(X"702V@A?=?J^-#?S8)H5.-*L2#J8:SH[4',I+(/6F9QATI!=36I
J+QH0&JHKX3MOJN"'BMAIOI*8I67U:J45U:IUU17*; M76G2@\$-1XB2S('K4U['4>?
7F2TVEUFH-Q?N:LD3+.U M,%:_,3^%4IN;;5J976Q1EEEM59318I>?
UN>0DSK.S\$Q=2\4YXL-Y5NKO&5ZFM,D2CL2Q:KZ8DB5)1E&E:4E!(\BKM,K-
:;+S.YO M2,L:8Z9D+3@G91YP3LRZBKUT2LSZQDS;
L>D+'#X%83C/4A=A5X5LJ&_JUG1 MN69V=+*+ QWLXT4I^V0("IU;,%=-IMS#
J39"O2W.4NT-WHJ-=4J-=61NN65 M"8;%Y>FF>:5YM.SB-K1W S?..BA%F-
V@P3K69\PU MT&TET-
G:E&QJ\Y2O:0Y0*V,URFJBS/(K4TUR:S.,4^M++%,JJBUB2OK8\$27 M#CE&E,PRPTKV.
(66G,>>XN_.X:5@\$-X,=C _F(XT=L%O1/.0&=;6)!1M8 MT;X!5K1\F MM&A5'\$R-J+(-
#E-7=&^CK6OH9A:97TX)9F: _6?CO? MYBEH^8=#E\H&'IEY-'OE>C<#P;@2[7T\$*
=TJ1NAL/4*.'XEH\|P8B6AQ# M:&J:%8W,"J"^605B^XP>>_TTE:=BTE:H<-
Q9,G0,6SYM)% U<3A"*W8P7B\B M0QHE9"#/)+"OW-RWMY'NU=-
KY=X58>/:L\W6I>>DK4OW UN7KO<8V+AT_NY# M%D)7*A ZT8+0OCX"VH+
I=V82\|S_NSIY%/M2^M)\0L*C%6K%@PE6XR7I=|CQ3
M+'764R9AQE\Q>BI,+7PR5BMX(D7/?SS'T'MCJ;"6+V9RVBWN=/H1@O'T2UT
MA\CV#VZ_?|NOT06*|D;@>@SJ\$#N+^WHH|=VX<|_?/_MR*4/-;E2W2Y)0
MODN=5+"3PIFU@|Z;LLU!*&ZKFT3D%M_UH4LA"H&+T:J^"TD:GINS=-PVE^@|
M::HS=-C49<28'S.QG5\RM9D_AMTUL9Y\|VH\|/,:@:HO_JH#*%C>|V|^/
MOV>P<>;G|^/YNPBH\@ G*CDHC/(.*A\$S#NJS)1TPYXK9;1\$67/9DJCKN+U!F|:
J5L=W?J6.T>U:/O7M2SV"U\$G\|CH% MSK?ZM!W?#;S:-F!4.5^(LH|SH|23_&CY-/K
M"7&GM\$B1ITS80TY92)>ROY\$^GK;XX5R5L>K M%>G'.Y1HOT=4J.
<75,U.';9NJY@=>Z-J>02;NLD1T/C5X3:\$MN\$SE,)G,#"/ M4.MV/!|W>-
XQ\$DH^RXZB_ER#PO\21<%75 C^5\|@D|RLT-OPF|*4OUY* M&U|^O-
I@\$LC^:B<^@QE\|H.S"+7A.U"UC.0:V'DT(ZCW8(ZSPZ+:S|Z+ZP|H-
WPMKWO_UF'K\|PL(WW^\$JO?^ M.S_I#\$)A?Q*0|PU6Y/Z"%
|F|%\$.+Q4(=J|TB5:O#\$FTUU06L|?4?9NP2OM=%I?FN|(UZN^:N%7?#_"H?)CA5?
ZPAU?IPQD^ MQ8V/^!3?O |-*X/_ \$=K-Z-YQ_Y=W|H7PAYWD"(^8H=;:
|P(NNO(LCBZWH" M|9L*P?B|B#M'P.X6H_X-*TOEA3=(^!Q8-<&-5!5|690AE4X0X-
CG(9)>%4@X9 M::0A@%.*9CAE(1=G!)P@E,"Q\X
M\$7G|B|@&0HA<\$S|@K4T\$|@;Q_W|&8*Q# F,* M"QC368'BQ_Z&_JN'+T&|
)Y0:>8'|3KUH%6NR!H|0F|Y@|@V*0P:FT1_8RNV M!SLB"AIGL5084^P=|DWTFR:(?
-4\$T2|:(.)_PIT|6R*&A%,U8E@ID4"*ID% MJ#16,'5D!Q.?56_4P0V&J7Q_+E@+^M4"H-
Q3SH@|E\$'Q#|H@|1L;9#|>CC^2:X_W|^!O#S M=V/H/S\HK*!"8,=;)ZK@!K*#::)?&"?:?
D>^J-U%OH/0;LVGIUV8+,J_=LJ|M,#LD\|SLK,P3LSLR#Z@09>Z:29;J:0KR-
TU!88I*/VS J#*\$L!&F@_D@1P MD2."AQH)//59P(*!FZ,53^0SJU;I MIY8|,H_10^L?
T2=D'|#G9>|;:).|9|%?|@HM-Q-^BVY: 3G|G|:??*Z: \$J MYRU |2P-5, 00.U70,?
S&B|G<4(X"5# #|E(OCC|_S9OOF8|WYP=.%^[5| MP-KG+M%"CYU211\XYDO"PYI&O-
_I=[S"AFQZ)8M=00^14(W?> ML5GQK\$.7TA|. &U1.V8^KGF#,J1UC;%
<_RCBH<9AQ7O. _4/-O8QWVKL9H+,# MVVX/NMM6 S<^ZZX>WUQ^X?@08B4(?
R(5B: ^B|8A/8LR8;L2;KOZ9H@|H|7 M0*\$+?C'B9|Q3I4|YYLD==R|3/;).|W+
(I57M@'./QCZG8W2W,T_J:67>UEMDOM;?Y/2=/.<\$Y%EL9@7@B-O?
S=GT#H\$D<((XB0(GQ+D M",13U8CW\$|@LU^/H')>BG'C_"/<5.AX<+G\$X(&'|
_J.A;T^AXMZON^@VIK?9=8X|Y|K=8;UB.&TZ|^&\$Z|/*10=OE!&W8 R@@V|
M@^&OP&D= 7QP|X;A|H_%ZT@206|2I="#= 7"|71MXL44*L>H'N>(S&>00LC
M@R5VA|6LWQZGTQZO<"DQON,N_|E|%_@BO? '_?>S_Y/X\$-?TM:AIUG"
MZ%:._%+J4HTX|E6G"?CC5EGLYR4UP1YR_Q%)TQ/T-\$0F*LV\$9JE,A^9KC0>4Z
MHX%U^L,!,08;/_LH_7YCQCV^FTR|'?>;=J>IK;|WJ>V^KTW:_ \$#LV9_,,5;
MFGX!'GP(@G#OQ>!UI"CHUF|Z\$\$>'|L:((S.%*@0C^11V):SK+BWISL++"3| MB,|EA*Z?
C(U1W!B=HC8)M6&_360"8(J#7!8%;|+|/_ B_2(A4WQ">J|<5F:5%Y^NV
M1Y636R+J*8WA'2;U81O,:D(GS:M"MU14A!ZQ* ^|02|+>VU1&O:=5AH.YACU
M5^"#GS|_-8+\$5>A)%@>Z5L"!+I7B|B_G1X;R|=>-Y|B+ M#6?

ZR_2GA2MTI\2IMB>E:K8DY.@VQI60ZV)K*-71K28547W4TLAQ6G'D(KTP
M\H/E0>15R_RHE_3\J&^T_&@P_S_4_P(_O=1G.AC"CNZD';O/C/VDE5FW'-
Z9MQ7B\PXH&7&XS\Y M?@\$!N+MCV-
&S=!+Z.Y\%G2MC0R>JV=&A6AZTJTZ:L%BKR3)3,;)JK,*&?Z#\$ M6:2\T%NJ+3I
(OC\$G4J4V*T&C,B-=IS0\GUR46D\I)3VDP54GN-,I.&K9(3YRW M3\$W<:Y6<->
XJ.>FI97+2%WI*\$M P\Y3D_P5!'/C_"2SH=B9"EXI(Z%0E*SI2
MQX:6&I:@K4V2:+Y1G31>:\0Y6&/%UU/)%&XK\Y1L+ Z0JRD,5Z\ (CU,OR4W5
M*6\;E?:+'18%%?!K0 M,/_@A!6!"61@*IG('2NE(B.U;"@_8TL:&<+%UIH%4-
3K;JDD69#CKX&.D\H MK8-
08\6\1\$V%GVQY6:A2<4F,>GY1LG9V899^1GZ184I>M4EB;BLU+F> %IT\I
M38_,WF\$9D7W:*B+I{?IZ\$?W6& TS/R_(R\$7J3@IL7I?ZJ"B {5D\#N% A):
M:N=\$LYW":&.G\$G&@GV4KC;FYB"-0VN(J7U_FN+ZH)5LRKBE++JDC42BO+
MT\$LI+3"(+ZDTCBEJ-HLL\[*:%%4\20PJV6087G+,*KA/#R\X8!%<+20 C#_M%40A=#
<=H0M%N#NK"6BYB8BV=1#0?#<;&N\50(.I" L3N'EVVEBXJ5UV'I;J* M-F?
1HA9OZ=RF(/G,A@B5U+IXC<3;-)W8ZCQR9%4Y):RRT22XHH<:4#Y.\RO? M8N%,:?
HSN6W\7PK?L'R+>^R\2\?HSJ6;=H\EYW!+MM\E\|ENI1^X\J40-FOWJ9A-"?
M^!R.5R&T%_?W%CO_&O??\$.ZOGC%>U+91FE_ID&J&*5P%HW0>7*&'33;JW\$
MD@9\I6/I0^0C>Z.5PWJ2U(.ZL\3\NHKUO#MK#3PZ.BBN'2/&SNV;39W:#V\$W
M39S:WI@XM7\I'P,2IY7_=P^=PMN3?/=C1B= T&WAE:-?_S="N#RB_NI;
H\Q\I:45HH1>A M\2'<_I\6W_#5RUPH))%092_I\$#(7-1E25DTY8Q;L.&.W.RT-
G23IW#@?("X M\URXM=LG*SL;)J"\TR^LN-TI1ICNE73=FI0RWIJ3L=J:I^Y?
3?.I:3+W7H M\$U\UZ>.@2\(>O\U#N_!@4:\$MN(SF!I\$;.-&W-JX?
C5NT/R=1)2YBP^E\I9! MB;LUB-&
I\C=C"=I%7!>URX;Z<;OM<-7T'U'B(C+IAAQYO84*?MMN>MMMY7+
M6VUK5J1O'5"F;9U5,=^VK\$+=D6%NN6%BMG2%S7315 W7?A?QVKP/>Q: '8
M\<8\I\9W)\X?A%NP+1\)!1\I F M%'1%%84>4"\$%'\\$E^1ZBL7D=L.=T\W,Y
M';F<3PRA1R.I0MJC%H5)Q\T.-DF: '^J5,#LU(&Q_:(V-TZ+*, M\<\$7,I3\G\<;
I@.Y7_VIAYO\;\$K#=#\I\&J'Z!82*=R*4L0^AV*,L*/ T!\(Y
MRX^I\SLD@CW,:!) =S%" +S')W%_IP#F\TY-P\K?"UM#.Q?
&8G7_)S_GX\QA"@7^0D/LE#N1P?0UB7! =&MC<4D/4-'8+E31.BQ4TK\$O6F
M(XOI+0\6XUL;!)1;D1P&MY(X\6_GKM*|7/<:O? MOY(TG\N0=)\T4 B_J+"%;5
M%\FLRB_SV)1>UK KO.IBEW\UP2'W>@>'I.O3'.O?W.=8^HMQ_J7_'AI_O
MP":\$RO\K/^;'W.(9>_ \$+*^CA#U"2LR^<-"*!\^\$\$/FC--+H(2T\VDAC<ID
M@NIG4X+R%TN"XA<&4?ZK*U'VJR\1^EL82?);(DG\>QY)\\$<-B\B/A9AF&01
M@NTL@G__S;^ D/5A"OO(FIT#R\ICR2D UO(_B1 M*H@B)9!!"J"
(9\$\$\$=28,ND@0*01RH!!&P(@B!(T\$ /AK(8C !\%\$7L@F\AS5<(ST5(\$3B0 M"
C&5B+9XH@,9!\\$PB"+!\\$)K<5KX0,=Q N&B!NHB NL":O B<_./@06B" 0 M(0)6 H
1KPOJP"6SJ?X":)@&TU B@HT8\$72TB;-)H\$4C@:8C"ZC\|H%J)\#LH MIW&
4N\$J4*Q>#8HM7*#8LP84!K&-W* P@RWP@,(;#\V OL+>X"IXOFA)GG MJR+P?/Y)?
@^_80_OT #S\=5)H"^A'(ZI@>\$?2I)-"U9P\$=+S;0"F<'C61. M4,M;:6H57*#:N 94.
IE!98 '5\$:Q*5Y0V<0+RMNPO7R@? R\R/= #^2\25Y67 M?)\4/O%^4 7>=RK
CZU\JP+KWBK_+I#&+D*!*!\@1LH_/P_"3\$E L64% W*X!\@L\T0.A7H/=S\NY_4Q,@0BT
MGI^;0B\$!U8H%3)W9P-B? RC1J\ @:0V0\IE!OXXKWNUX3WS>\3OXON@-K/^N.
MKOVD.\7NH^IF=1\TMZ\HHM_W5O=T^M>Z=Y8\USWZ;K'>A\ \$'NJ" T-= \$+ZG M
R+W=\$TKL\ _L.?W' TZ0(8/7SLPA+VSPG; V9P%+!S:@>7,-7SU5\,D M\|L\F;P?
C.OXWAG5K7U+:5OWFM*S\I7AD, +PW"!YX9S@L\,MP@^,=PK^CP
MA.!#PVN"=RE/!\&9OA>^;@BBUPQ_*H!2/R%_6D DO\%OC_GB^Y\N+_M?>:
M2@1@XO-P-&\$!A@W;%ULWC@_60:O?6,9RO\I(YWM&*US\Q+QJW2-JH\ #LTI!
M^V;J0G=-1X7OF\$X+WS)=%+YINEODNNE1D6NF5T3_-'TL>L'TO<09TQ\2ITU
M^I0)R)Q8 5!_SL?M;8\Y2Q# 38X \OANNAF0/KI8L+YF.G(\<!=_8@1P7/? M-
HGOCDW.NIM6I8+7+6N%_J:WB%ROZ!&I;#\$H=I\$V+GZ>-B\QEK9=I@SM@.1I
MVCFI\$Q;WI8Y8O)4Y2/LANY\&>=BQWW7S6'7#)9C*C.6_Y)#NN
Y^WSA,W;E8J=MZ\5\VK1) M'K?IE3H\2QSV'H_4&K!=D#5GMD\UF=D-MK?5-
^I_5+A6W67Q6W6/(2\$K:(M+?P"K 40..+N\<#M\IR>((%,?
0Z6);P,5B,\ ""23;OI;LE\Q<5YUWLN/Y\I\ MQ+KCKHG"1YRSQ
XY%4GL9U9*+3LVRNQQZ)#=9=IOMX,QIK"-;NXA;%-:N77*OE%IR;
M%38Y=RG-.0TJSS G5:>8BVH3S&7U<>89C5'F XUAI<:@TZ@L0\$;^,GY?X\$#
MGNV.VS\ KR,:!WV.XD-/8P30S5AQ=#%6C7 JVICE2(0-Y\Y05YY=P?X"VP(B

M1!;!\$B0V^63(S'KGRTY|EBE,>-0I;7104QE UZU,;=A05&'2=TQQPW:G5YWT" MN\?
UCG:7VQOM3C?0|G 'l79WT/H5.. '9WKB|@U>CKY%L^=U04:05WH-
7MJUZ|WA)QU, ^|_ M!7>W'R?> P|T-
)8=74_D0%=25J&SJ601T31YPG*J'FE|,HUC(<&!>S;68|U\$ M5*#
(;\$2\$Y%|8POK^D'3YWN |L|_ ,M7V@#KU50|VK2;_ ?IT&WW&|M|%_ 1K? M
^0JWS_)E7|/R15^7_4K_\$&OW!|T?P5NN+L#V-#|2|9T,X&\$+J>RH7,9G.A\$ M)A_:G|4>
|ZKAN.|Q,9B_F5Z(F*7=|9F2+?%IZMU!Q6 MI-H04J51&|RL51W4HUL1-*I?
%KB)7!*X,%@<>-ZP*.B)06'0%W)A.,AC>K|" M#|S=P2SH40Q"?R>3|'O6=#
(;MW\N#|J=)X66L0=L* M)="F0C7B9#Z%;3C'DJL_B|G?E>XIW)H:(-Z8""Y=FQ@G5Q6?
JE0>EZM:\$ENJ M41A3JYT7W:Z7'35(SHR<-DR/W\$E)BSQEE!KY@)(;|= \$P-
0H,4J.!C.G_%_@0 MT8<(A.!|JU, CJ61T+|BW#|I% ^/V+O5%TZ4JO-%B |.! HO577GV?
*W9|D(- MF7YB->FATA6L,7(E*FEQ_>3DV\$G#Q-CM1@FQ M)XSB8^|9)<2|_TR(
P.,_ "OP0^@|L:N^KN/|YR!TJ)"(=I>2T)9R3C17(8S&
M*Y0(@^7ZK#VEYJO:BNQX&PI&48G@0%&_A4\$(G0/M_=%W)W' M
M&H:E@0%&_A6\$('0K 9|)#%D*BQ#:78'0\$FZOZ3H2&JU?B_H;9 F=|5JDYCH3
MCMH:*^|R*N;:H@H/X;PR?
XFLTC"9M.)8^:2B%.7X@ARUF/Q2SWDCG*FIPX,^M'JN+0'SMTA|4Y!\$=&.D3\$1|@GQ(
E:9W=:NV1|6@ MKEO5G+YKU;*^2|6?^BZ5+_1=*|JN5; 3|K_=1>_DV?
P73SP'4;:H7F/CD/S11V'INS \$S|DOC9XT%Z=>|Y=>ONI^K679|UK#OA-^?
Q73Q0C0>@\$=|_#_/_O#N,\$|V/S: M,80*<
=GS?"BM!E)E#2K1HB=,6")F*&QATS;K0Z8ZS49).@V\$2GB M|)\$H|CB>*
<786")CN|I%>SFICCP)|;|%+18FR'\$FWLC")M|(FB^<@G)?-A4#8? M^E|G|!
|LPF>P"9_*|I^;MS #1L1*IW&_8T|.'Z)"|5L\$4816Q0)(5MTB8%;
M3%E|MUBS>RXQ5|DM>:QQ7O+G=5P,6|M8C!.T64@7MEHH%+787"MAOKE+TFSS
MN+3)YNW8:6F338^DC><_RAC-P7|C69#|K_V5^%UL16@"GW|_?OYFW,#EL|C_
M%|A!*P|T:LH<5!>SE1|+|TLA|69W@OFQ(=%FV8&\$N,|@YD.-Q(>1P0AXQ
M3FHC FY/&!*N3ED3Z20<2|:0|B|E)?S:3D^'L1J<2.0U/9:|BGZK@TCO5ND;G MU
BW|JE%'JW3QWBT3MWGUCSQGD?C'^<^C6/_U_S70@-;|W_|_S1Q"^5L0 M2MZ-
4/@!A'R.(L0|14)6YSB0V65N9'I9%)G|J8",_|)&E"O&R/"J%8%|U9&@
M?|63J/MW(%|HVB2UK4T%HUK1:QJUOI85?X98%/^9XY-Z?H!|_:;XK67|I7
M/W,H7/G|^5|C_@.X/EU>'XAGI^R|Z&(0W@^|G#/'W"#7R0@HZML2/_>&J|I|
M3Q!IWY-&6O=5D,8#7:3^P_2|K1\$*|@|=A;YP\$5U?'^|_?>|2R|+\$0007<4
M4(KTWG000?=_Z7T|H)M.:#V8P-!XN9J@|W,10 M?70,N?",H7+_W7|8Q/G?A?5OW
I0MA?SCV#^*8" GP%<+P&,NP)@<9,& MLV<,"'DF X;|54'_N2|HOC !|9?6H/5R/&B|
<@6U5|Z@|CH4E-|S40IO,BFY MMV64|+O)E,R|/DK|?@DM_7XS+?IP%+F*WA//6L
|F/_RS\$ "VL?BWWW_P7 MY3* S34 TUL ^L|= #|+@!81@0:1!U6B"DI\$&Q2((<@1:A_E
F+,R4Q\$P1YLEBGA+FJ6.>#N898I8YH*0#@S@!\$ "D M%\$E\$|I\$Z!|A !|F^-
|7&BB9\$0@QAS,HA>*|H M%#*)=@V+:#>SB%8GFVC-1
8Y1&L1,HRLX1*MC<@.Y"!RBOM1ZPKWG=9|FNM ME|P7V|XS|4|YDVD7BF1?A_P
QU:>()7JN%7J_ %=Y;6^#5GB867@QB%L8@ M)DE,8I3+
(H:5+&+0R"8&4SE\$0Q<9X!+|^=S/^DMYG_17|3|JK^=|T_-&>Z^_MC_=6_SCOM?
YEWG|>|RG|B|XCPT^23S4)_P'^D1P'|FG3X3?0RPP>PQZKHT& M1>SP?
AR.S3@|FMBZT61L\$(-8QS&)92:+F)>P/YO5<3Z:M7+?FT|GO36=R7MC M.E?
BMF(SPGYMLYC|SV,&S\$&=#!;?#;0)-" |QDC:WB/A_3R/O;NEWBJ74/_|U/_^1U9#D
ZLEDO>M5DG>L|H@N&NU4W#'_ MZI#@EO5YP77K.Y)7K)|)_6;U4?J2%1%?L"
(RYZV(L_|_|\$^^@P(09W1N=U6< MTC@N7C@W/;<;3'|T|&*^=0YC/G!+8CQVS.0|
<2GGW|&LE|HQOX=|:URGY|@^
MP0V|N8+K=@N%5^V6" _^P6RMUV7;:Z|/L#XHNv9X5G;>|)7W&
|IG,2;L/=&P27)K1)_>+4)3KO-\$OZG.,|1G')3*G'5?)GG38*O< M8;?<,8?
C|D<1_T9Z,FXXA_*^M4W@7O>.XM_UJM\$>,JS1G3RR?6UV@97 MHKX.68N,_
!QPVQO=/H1_P|^R@Y>|&M"O>B|;!&I!7U?'^_|+FP-;)D&C> MT:|4P:&/_
\$!OS+Q7M|:N=T^S?(|O:.*|0V>&Y4 M7^>Y1V/\$|I3&L|FBN|7F@->Q&MI5Y\$>PE>?
X1X8K8->F|X^G>T-|%B>|A MO"OIK_0;U%CNMU1KF>^(|E+?'3J+?8_J+O2|HCO?
|V_=>7Z?|;Z M\$|U1YOP|<'L8/3>*Z|BN?!_20)N)TD@\$O)\$|I*&BASf#02KTY
M09OU9P?|9- ?|*O:S*!|C."/OCT!A.#WA"BW_,#Q(^'-6#!VS@F_)G,@_-3 MV'
QG0=GTL5P.%,|F1:T|O275@;4_UY(TD1PI4)B>+A^\$SYQ;\$%B@MCRE6& MHFK5|R;:-
>=\$=&CW1_3IS@R?IS|C;-B@)VR#45?8/N/I83|;=X3?-YX6_LYH M:@0Q:H|@AC|" M"
|HRBXCZ^7*^DTG,|FP>D<#AS-

\$<'>/\\$W8EFM!;V/KU;OBV00ZHUMT^F*Z=;KC)YM,"UZ ML5%;U%J3*5&
I3%NB3ILV1\UG1S\QJ0IAAA_Q>A\2#-GV(! DP!N(3N>SJ/ M 4<+6'"@0
C;"I5@0Y\$IM;I@/'X\$X.I*"=(,"K6GIV1H+7JG4EU6M,2FW7;\$CKU6^-G&4Z.7V#
<&+?:M#YNN\FDN!/FM7&WS&OC7YG5 M)A#3B0G\$!* &WS/ZBGV.IGT-
G>|D&L|+2|%,4IN=DJ MS3E%ZHU9E5KUF?6ZM1E3|*LS>HPJTP=-RM*&S4K2-
EL4IQVV*\$JH9E&4_MR\ M*/VS65\$Z,45,OH=\$ MS!KS2_7K,ZKU:G(=\$OR^DR*LZ>
M;5J8O=0\VNC16\600,'"1A';=* F4UF M=%?C>-;4>G=>2YV_H*\$V7%Q;\$R=?
59VJ5%Z9K5I24:116%ZEG5?6J)\3.LTP MLV2625K)(K.4XK46R<5|+9**+R*A?
Z#67(Q,4WY@8_-MXBJ(*6+R/7=3,F\1C%U V9 M1-6M,HVHVVD67G?6+*+V?+.-&
(B,8F<2(R_YV8F/A/0_?C'-B"?5_3CC7H
M0._";7!7%P_-N^6AN4>7JN^OHFNZ'5CE71Z\XND!@OR."GL:7%R&5-3%5/;
MJ1'97J8=U-6D%3^_4">R&/I.)0:^[?_E/,I%@S@/M\9B#3!_42_68!:Z)WIH MPR! J3PAE
^I00%|(RI_R(:&G)FI6K\$H&@I'_*6*4#6L!ZD#UM1R>C_"I'_T4.+5Z+_ MCS
A>:TT)*S5@+AU)A"ISL:*6.?""WKPP!&|SQ7QO-|UV:Q/<:R1)XC!1)
MN8\42#NO:95Q7#-#SG|-(OGQ:S8HC%MS2&'*JM^*QDNYPH?|N M'(-U./Y+,'VYG
X.VZ\$+C#\$OQVV%,^M.IQIKQW^#(I=84S7'7%LYQUT*^<=^3S\97|
<=LG2JN\Q:-W3Y?:LSVM5+6
MVP|*66V_)F6U|;G(YP)&U|.)%A9("=JR"2VQ9\$.MMF108\|D=5)!((/QOK,3| M^9@_=
;5P'48_-SMP(D8W;\$?@#?0^C_QYE@>X8'8|Y*@_4Y5;_Z9P"6/UN!
MQ<_V8'|>'2@*56WF@?+L&%&|/ MI13N#%+R=T_XA8_4;DB\$SW-!|*(&)%IV
/_5\$B|6@>|US|AEX'|ZO%_Z,3|^DVX!G8! MI/T\$D"Q_ |L@,,% *O? RN O830.D>@/Q;-
LB^%X#X@QA\$'Q5 ^%\$-!)|T M0/*3\$4A|M@0N&0=LX@H,\$@!|
(5,|&5(JI%I"!;IBM>@=|CZ|!L_*4*!@/' 3P28)\(6<)>LK)-%','HXE" M)=*(3\$5ZD
%D"%F,K\$#6(IL9GQ5V,SXI'&&|5SC/>*-PFWZI)1^IOB>?JH(
M&\$|4"7.4QXJ\$|3W\$0(ZC0Q7NM,9;S2Z6&|T.EG/M>9QWRFLYCY5&_W'R#F
MF&V%_FM#|0&VV*KA^|XC,7QL/*B/EB\$T6_, \$ND7ICF,OTW*&\$^,ZYB/C%N9
M#XP|F?>,^UA_&"_KFO%)UA_&UUB_&C_F
M7#!^RSMG0B3.&!/^\:6,B>>H'B#7FVXB!C\$,<%
(X\$82T&S@PWU9KPK|ZD'G+NHYPZJ1=9Q?+99P+EJL
MXEZPV,C|V6(7|YSE4=X9R|JX)ZP>2!RU>B-YR(H(#UH1J0/(_B^ (OD%L98",
MEP(R003\$51:(NS(0-QUXY6H.CR?
84WY>5\$W'5=|JV1^*DI8#&\$<=OY_*,VRR2/V(O('K+9*CAH%.VY>B|:9\$>JLM\$6^Q)3*;*?
X",QVPG/F8+<\$GC08\LO/)6A8=>^G#+POJN M>+A2%|T#Z7.N,B9P|7EF\71Y%
M_.WN58*M|O7"S6ZMHHVNG=(;7/O\$ZUP&949| #RO,L?SOLJ UUO5?B^B,@N9.8KW
M_R|NF.|P?,0|*T("BY'L>"72|Z' M)O)7A&0(EP45B)8\$EHL7!M3*S@^8+##_/?
YK"7+|92K|YBKW^RY5F>F|3JW/ M=|ZK^|H6Z_.^I=?J_5_.W)*&H=/T
H9\$=B,Z)C_:+L>A||0PX&<^&PW%2
ML#M>;8FF%/KXQWHU7%>K.4Q(=PE4;|A9\$IPJ'P'.FY8<4RLT.KY/I#ZA5F
MAK0JH9W*7<#':A.#UJHWA&T6F-JT';-JJ#C6E."_M1J#7ZAV1),1M%H#OD'
M|6^,OEI>H/I?Q|?<^42 \$RDT'\$IAPMXD 6Q-489UJ<:P*L6.7I;DSER8&,B=
M%Q_)GO_*,R/R9#NB\Z7Z8DJD^<^*G*C8&3%9>6KX--6V|#|UUK-AC>:P%5I-
M85NT&|,Z|2'7=.9%/Y,>U+X9ZVZ"#**YO<0/X#[6(/?&|!UT+D.9:#S9="P M+5T"UFD.
|'G)OJQ^E/#N//2(H3=B>F2G?&Y|A,BRN6;XNM M4FR-J5>>'-.FVAC=HUX?
-5>S+FJ9|L2HC3K540=UJZ)^UZV,?HATJE,(=J(-MUO?
|,P|1Z/|)Z/Z8OS|;O3<'8&,V!U;ER,+27%U8D&-
SL3ZQ5KDMH49L8/UVC*GZV5D7<\$IVRN/6Z
MI7'|H4KB+ND5QS|&/NH4QO/MKVA|XWTPSL4XG=IZ/Z8OSL?O;<8"0/W3|? MW;J
"^866%"S\NT9/D>{(Z<0%Y;5J2@)3-!U)21)E.?EBM7FU:B6)-:HUR9
MTJ16GMRA49(A2ZLH:9%.0=):O?RD/?IY2>?UZ>4E?| #-2R8ZB/:W_!V&
M|H_SX!1ZYP',WUZ\$WHONM:*(@D7%(A@LT8!9):943_\$X1D>A&[NMP)_7G!=F|9-
SMMC5YFVB|J MC+1SR /|S+3WNIGI1 ?1_IZ'D>C^*3@.6A|F+|9_7<-
;GN6X'5>F1#ZRU6A MM|*8ZBBW|:>4N; FE APZXM#^!,+HX55!4G2Y?
D9LB5Y|0J%N>7*^;F35'-R MVC2RLGNU,K*!=
*R5NFE9.W43|XZ@|S33|EZIYN2171&2A^*W +N "O U4"Z*U6@LX: VBK'D-
/KG)B3JKTXM24!_\$KRR*%
MI:4)TD4EZ;+YQ7GRN46E2EE%M:KIA2WJJ07=6LGY@SJ)^2OTXO.WZ|?EGT3^
MPOLWNO%Y1".VMY4-'G3Q,F:0+
MDR=949/J)C5M1|L|HD!\$B4UX8*"ZCA1;E6J3'9ECGQ&1;%B:GF-2E+99+6\$ MTNF:

<:5SM&-*ENM&E6S5BRPYCMQ!7NM&%1,=1#OZ.Z[C>CB9B^-0!K"!KVS M'F!A(T!/?
T!(P=:FV2@:::(6U\$TVIZJ;QC/*FMO818U^W/R&4'Y.?8PP8U*R
M=%I=EFQR;:%"PL1*I=B:1M7HF@[UB.H!K;"J9=JA59MU0JJ.ZH94W=()J7RE
M\$UI)M\$,KB-;W_(:C<*<008\$<5>B?F#S>C|H4="&MK0RHGR*"B6WJ4-EN0I6V MV]*%<:
<[W"G>G.S68(FTEBA!CA MJJ*&): MCCAT;JE<|1:A8#V*KH)JL+5|Q |YHI
FSY""K7QO2^|VIE/YQ=\$*_M*S-VEB|J:E8(-V)FM\$3HS"3)H+XLJ8"^ (FG?
&36R7KTMIAZJO8IN/0N47'K6 M*COW"\$N*#MW/5-VGOY)Q;F3_(>?(7&\$',@K%4Y
(G.FR^)^R-D?B K<'X\$QW|HGN.GL6MQ/SY?;@64,7:AM"-_%Z-#Z/_HHM&C@#X
MKV>|!P81>&Y0!8^-!N"VT1I<-SF |R9WRFF3/^6P*9P>ORF>8;_U2|,^5 !EK 6+1Q0.W
+CM0 ?>)0'C=LN W1YUL-EC!&W6L.8 MO0Y@O=
<#K/8%@,6^2,I7Q)ENB^',MY701OM:Z8-|L|@Z,|?PM#=OX6AL_|4 M0V??/8;:GC=,
|=V\$|3W+,.|YD|? -T_/4,:..P5: X)T 'GO0@0| 6!YF M@O\$Q/A@>EP&# \$VJ@?|(
|S\$Y8@N|)\:|ST@VT3_F#UJE(T#R=#|JG" T#M3"VH MGND E3-#H'1V':5X|@|HGKD-
BJ=?4HHG/R*\$_L|T>|B+01H7O|E#"AG,T " M9H?LQ?R#_,/8_YQ_,/3%&C^S
E2WR0_S|1R/VF!*"7M4'VL@G_#X6<0+Q M'SX@?24!??PR2U|Z Y-4/_|* M^5-6_%2O
|C#OB=BOT,PV^,(P+@3_.9G /3. ZA? I#_G0+I.VP0_24 X5|B M\$-Q3 LE|6L"-;P02#ZR |H
|_|@?4P%)@/DX#QL BHATT #V8A&/ (0/_SA M!>0^P*_G_|*_VOBZ|G4=H"D?
0"AF.V.V7:8;8;9.K|J/P|('=0'@+0/(O M#1*O)8#S6@BLUV)@O%8\$>*6.Z"FB!W
:S=:/X7HJJ/ MZ.)'H.O*&0"1-@|5|#"QZ|YQ(\$GDD0ZAG_OQ_-2_:6D#4\$25L
MBX(IML4.B(P'MB>\$(J(\$B@BSD3*D#FE%.I\$^9 XR'UE*?1.NI#X*UU\$?A%OA MO7?
O:6>@%?"/^"Y| \$|\$:Z"1T)"/90BU(-11(2Z_ QU\$6P.(-CJ_%J*!SJUA MA'49BW5QP?
8\$4\$0NAB*RZ121*4*JJ<|R3=1'F:G4>W\$W|4|<3|T5#U*OQ8NH
M5^+EU\$OQ"/5"O)EZ)MY#_2T^1CT6_T;=E|E'W95Y1=V6)=2?LH2^*?>%&|H! M|%2
Z*/_Z|H#T<-VZ..8Z%IBFQRP/3Y U"*H3RK)U#OE7.J- M,/5")XYZJ|U!/(JHNYK55-
_:352={3:J-M:7=2?FK.HFYJ#U'7-1=0US174 M%:WUU.J: ^C?M |1E|1^H<|K_T6?
T7|).*E#F,=U".N8#F\$?-0%BBMGF4D L MT?O'R")8%VL|>&|H"<-
'>&1J2_|91Q)W3).IFX8Y5)7C-G|'W M&7_F|#\$FW%U?V6E,>-|@EIAOS0=B*P
R#MLQ7@|>V:G#4QM#^&N,#=RP=H,_MK(/ADE4<|;-5!GW&LI
^95G).&\$YB7',HH5YQ**#>=AB!NLGB|FL@Q8+V/LM
MEK/W6JQG|H'8R=EE<8RSP_(J9ZOE\$|XFRP|2&RP)?|U7UGX'&2.)^6P@CCQ<
MTI+PR4D\$3QWEX/9X#?ACO!E\$,_:^U/'Q\$=3A|4GTP7'9C/UVQ\$G
M5P|HKVLPO=,EEK'-.96Y94(N>Z-3*6>|4PUWG6,C|2Q36*U0Q=_E4._YJ'
M^8)AA^6"I?8;A\$L<|D@MXROI049|P/\$GL)|@*>>Z'P^
MZA^+ /C%BP>G/<5PV%L;|OI8P0X?9VJSMQ^|P2N".>*9R%KMD<%9X5| '78K
MEUCJ5LM?|H#I9%Z1G^KUMWR;UR>\$R\$_Q)G+?0YSQU87|OXKN
M>RX_QH+O|&Z4Z_=O\$TOU|9=M|N2F^PPHMOAL5FWT/*\$|V^U6I
MT>^Q8H/_1X0HU|H!_AO\$>|N,"OF"|O>|+.ZS8RC8\$L6#D6AY6!ZC!XMC
MK*GYT1/H.5\$^S/H(4'9?1
RW)RQ98GI8EF1':.*%P:DB%:\$IPG;@EN%5F*H(>6BJ%4J!5\$|5/.C3JGE1=U5S8M^HY(73
SO>(CC|L4 MNC_V?P_F;|Y\$|T>6XOU0FA &TE5A1H813\$^WH::F.3-
:4WU832DAG/KD:%YM M4B*_C%#4)F0+RI/*!.7Q-
?)%L6W*A3\$|2CFQ0TJY|2M4,V*VZ:6&7<D8<@MYI9J21%00Y=3ON!V&ZP'GP8\$,'=,'L\$
M+M|WY?%A>IX|M.?K0G.^)=609T_7YKHSJW+|V>798=R2|(%B)PJP407YFEE1.
M1I%T5D:5;\$9ZDWQ:>J=B2MILY:2T9:H):9O4XM..(#>1EZKQ:40E(8TH?|+
M7(NG@L@G|&E+_G#QR'8SCVN_)P+F+^77.-(Y-1|,S.H =EIU.#>Y
M*DXBL3)5,JXR1RJFHD0ZLGRB3'AYJWQH6:|B<-D" I<#2M 0&T(K5X7S%)\$HH;%*"@
M01=R&RVHK;Q=%JC&R.YP9>56!_"B:N/YD5/2N)3LH4A-4528745HN#:IME
M_2=VR_M.'%+PJ5FCZ%6S5|FKYI*25_531>^JCPA1|*XD"MAX@?-_ %X|_.NS_
MLGKTOD: 3j0:*473W"CM-7FZC,?D03FWIE7RKDV|Y%V: +LB|CZ6
M=VWX(-|:3_-|3UB#K5CWU:/G4.C@?2WH7:WH/5/0NZ:A^W8P(&6Z"!|5""^
MVP!BNJTALMN!"N|VT.Z_1A!76&L@*Y8MN_T%*[W]|P)S|XR2;?>J%+QS2I
M"1USI!T|5H@=.G:({3O.B1VF/A0|M+^7<6@C_V%/*"L?V M\$JGOV5KSY1QJ 6:/I
)HZ|8:8'8A9J?..HB*(F3E@E"8ZK9<%^M0;7VT\$X|98@|T:!
|!9XPYC1_S|>B2FM^!|K,'|> M#|,5./6N0 U"!|_EP D+P<(7PW@@VKHM
%@|&8&6&P5@ME6>3#=J@DFVXS M>)LU&&VW!|M|F"P/0#T=T2"|HYDT-
F1#|H|:BC-'5,IC1US*:6=:RC5G01WJ:|!%FIZT|B,)S0>,G:C|) NJ/ZF#RB%|4#YD
4J'QX'B85=0..P|DY(*L@> M+0:9HXT@/CH#I(M |&QG2!U|!"(CCX!T>'W(#I\$ _F7V
*Y%K'L#|KUT%:X# M|/'8+0#^Z.(NNS%_'SKX00"=(P J)RB0/D

4)>N((^1U_2/1^@:=F7 M;Z"LC0"QF!VP% M_ M_ "#X&
(#620"ELP#B"P""7RG@_<\$!A4!*)(^J M(J!@ 5PS!+AN!7 #-Z@W07%C%
%P*_W+AIT&R?;2STG74(=NC.)=R_?4O M+9A?;?+E#"@.^QV(?|7E,, "8?Y_
#1^!E"X""Z#," "L"Z"?AYR!T_ KX MX"JH@'OR /?5 !|H
3PT!W@| LM&_6_<'#W#% (S?/@_ |P!X@05_ @1/L)0:| M//XOU6N_ G \$E8-^#,#=OE!,:? 3
X#Z#V*X#L%0#A#0#N+0#J+F8_0)Y|Y2D3 M^B|;#:@C# PB\$(HE(#E*&U"\$M2 P
M&=|;G@%1^ %G(?G6+1G^-|3>(-)O P^>(DB80135L!R+2 "(TB(Y%HB\$ M*Q!;
(!6+!|F!E*\$|;I&F!VI L^T3/A ST7WM\$+X VI#%|1J^%\$M0&>43O@ M*?
43/*;P4/J%CR@GL(|^@AQ21PEX6P PM11<|640*BH/BE'3)Z6!-+;(|3
MML<7VQ.)A)^"Y,\$G?CE|X\$^="Q(M|\$:B UY)I.)+B0%X(3\$/GDDLAJ>|%?"8
MMPX>|K;|/=X|N,L| |-=Y?|*?G_#=?X'N"9)X(K@"W|("/4-HJ\$ 1%T&VR'&
M|F!;5+2Q+J/G0>/^_0_Z+ Z!|=|+Q|\$J4!2|\$Q?"WJ|J>B!KAD:@-'HBFPU1 M'JP3S8&
|4@O@CM0PW)(:@9M26^"&U#ZX)G4:~A?A\$O2?|,%|0W)8O M@S_E:~&&?#- M@^_
*3Z@CRA^H0|J\$/JA"Z_0/2%0/3X0 PE@1B)|"H/G_4UX:6N"3S2&@=W M-3W@ID8(7-
6(A|OJF7!)O1 N:%3"SQKU<%:C!4YK=%"G-'J!\$QJSJ>,: "ZBC M&L/4\$;3"7WFFPB-
YNL(JQ57 S8XOA?L9FPW.,#49W MF6N-7C/7&!/6*F/"7OD#Q SS+4>/-6EX/98-
3ZTEX)ZY"*Z8*L)Y8:|V6L51;K6"LM=K&66YOD+|AD|W8|@5GH27A+K BW/G(T"?
|DX^/DZ?C M|/%J#_# '>";|:L.#LV-EX*BM-NP?
9P6|QCG#MG%^U.9Q\$=0&NT1ZK5T&O<:V M@+'*MIRYTG8B<|E-\$VN933MKJ4T/>
|'-;Y"FT6C|@=%CW=>8?L9G<|X*P;|2O_V0Q\$S|Y?P9HOX00X')+L=+DE.=WPDZ'#|
OCF2\$:1G/H=Q X?OYA_M!1_O9|)%_CR#[O6C8Y2X)FSV48*VG
:STLH%EGJ|4(D|>KY'.#WH'L^8XY|& M&G#+9<|R+>'TN59Q>UT:>-TN;1)=+MW|3I
5|_NB<_N@Z0;C/1_<@1Z|R9<':WSE8-A? M!Q;Y6|&00Q,UO|^|O<-903Y1C-|?
9)8W=Z9|[\$|O?,XTKS+>5*^)\$FV>S?Q6 MSPY|L^L|3TG7>MZ5GNCU1KK&BxB^(O6-
O|&\$U|'O M9S#|(+|F=N K=R.^9M8\$L6!9D#0L"-
:\$N2%FT|RGNH+=J>Z@P(8G8'AS&F! M<:RV@%1VJW|.M|F_B-?
D5|5O|&N0G.3;+JSUG2%5XSLDJO)=*:[PW28N]STN M4^9W2Z;4|Y6XU(|
(E_K_@^@;C_#5=AG|?1SS|T8#;(E!W|+K"!OH# '>AIH;|T%/"0IC-H=&LOI
D=GU(|K7L(O#;L1%(-EBH,ZO3EA|X6YX8NE9B:H.M"1;0%&|/ MU<>
|TQ/C_!E5L6',BI@8=FE,,J>_GJ:EL:\$Z3AH9T:-A-X;J|+%4 M>9H359SF11>D!C+S4B-
8V2EQG,R45&YZ^:C\$2|@3OAH&YU(9!#Q-T;|/\$?/X|9C_T=R !8A_=D '?AS M2R8-
|5E24).E#!79!E";0U%V0Y4?I8|G9/ES|C,#&.E9|R4S.2N4D9V1()
MZ<62<>DUPICT%E%46H|X(FU)CQMM5Q8VFZYT+0+
|M(S0|A)N5%LQ/R\$CEQN9F|F-Q"?F1.E2|9|D4:':7='#VH#@H>Y5L
M8/9.V8#L<|(!60|E_L^R 1F\$7%0YO|XC7-Q#_9Y^8.%^~.*!H| |+|?@'F MX|6TB
^%Q;*06Z(%6:6FD%%J2Z663J"22KWHHA)) 1FQ)! "NZ))X=69S_
MDP@I*I<,*FH0!A1VB/P*YTC|(%JP0^Q3LD/\$N.(|D/)?R VR2=BGSPB_8UC MN
9V8)|,'M0&7IOV>@9\$\$\$ M4HKW^14"6(-="&ZT0(B&|=1X8TN5\$BC#QW4\$,P(:
(AB^C4DLGSJ,|E>|45<|TD3 M)5PGM?&=ZV8))M0M%3K6;4:."OUK|PH=)|X1.M:0?
W"J_L(>G(|KL;+)|@(. MU.):0"8A)9,POQ&|HOD@NI4/X5-D(;1-\$X+;C"&H?2P\$M#M2?
NT>E\$^|/^W5 M'DY|M,4QW-K2F"YM!>P)4ZHX#E:N..GS)
8U|H;|NZ\$3G*MVVYS;=M?LVW MG4PD;9O^QS:<ZMKOGP7J+JYMP##
|J1T@\$04H:#H;_+I%X_.C#-X| M>N#9:P\$>O>/ K=<%7'J|*>?>8,J|XIVZ\$VFO_?
F.,QZRIDV/4VL,3W=;*N> M!1S+|O4*!NPYL.8.Z<5UR-2/P5K@-F9F!W7 MC>
|5!^""7NXZ1Q(FS)\$%|H D:X#=#7\$.P'K6#|H#W8#;J|!; ?V R&46,&XRBK MP0S*8K"8-
ANLHTT'.QC&@X.,H|\$1IN'@ :;|W&L,@|G/F08#GU@&_>1?5F'? M%V|N'VI8ZS_?
T+WZ|\$S_2(F W@BZKJLA#;@D3K)<*P6J|E@NTP+S9<9@ MMLP:3(?
MP638'8R'_<%H. (AY-?S@7|(:K*)WA*93V| "EN7PEI3&|FU(? M_C|*?=E32GW)!U|,?
F7)6T LS&W\$W/K9P 4S)|Y, ?G /IXX& (JV& <2L! M+-'+#==Q0>|'"36*X#6>BW0W&
\$&ANL0'V#/:AM= /5C0&@LC\$*E#>F@M*F M8E#K'F#@#%71R0W2,\$F3UR(-ZC#M)
H1%\$\$.VU M |\$^5Q#N"TB0; O\$R3W5P!_?QM(|L+W"TCP-GW\$W(=|_|&
|M|WR,= _F(G| M;I^+SP/,+L ^IZP&"%|X+T9P'\$;YF.N :JZQCX A8, THX)(7!; MR+
|A"JP3N@|"Z0L,\$|: GW2!5^"N"\$YA2^A4|CH3N&".XV%/H4|I_!#3Z'O MG_X3>8H|^X<.
|/LDK'GQ"H"TM;@.|* _YC'X'!W,M,5L<*/L!/ (V_\$(V_\$8 M'X)/<,\$_P:(_P6(_V8+|A|S|APJL?
1:|=|Q. '_=CJ'^2;R M,9|I"-&7P4%\$S)WS(S|S\$F+W4 WI@#O.,-|P?<)'V,
M!_B\$+Y|V(|/N. ^8|<_8|\$_K_ ^'+V<_Z/P2"*4)! P1&|05"4+BD\$RD"*E& M&N\$SM,%'F
X?H_>P6QX"T/P!I; :U@!KV MO("M|SVPC,X_4_A"CR!A_8 M_|8C_.V'R(;(#+HV=+H_
*\$C?<./?Q3*V0"XH=\$(:E(/GR"Z>/US'O09\$C |'_M9C)G5V+<&S)J"?>K\$ MK!F8,(!90W

7%F/62LQ:CY^]Z[#(:@*YW\$*W87+6)W_PUYJXP; *W8T/&.GPF-
V'MOGE<%=5BW<9DV&/UGM M<(/=!=?9?7"5/0?^8"^R^QA^# V6KC(W@H7V?
@9\XY,N\Z=Y+^\$DG\!Q M20+'OG+T*T1%"\$0)G5\1@\$A_.1.2U88/TN;P0F0/CX5>
<\$!0!G<\$"7!3D G7 M!(7PAZ 2?A-,@DN"9OA%, W."WK@9T\$ _G!4,P1GA4C@E7
_GA%O@N/ '!6> M@T.BNW!
^A7L%1/8@^Q&=HD)\0VB(0%\$E0E\$@XM@.I3\$!%99!9!(Z|=V3%P M0\89?I?
QAXLR4?"S3#*Q0VP&Z%/:!3X11L5_P3-BL\HS8J\$VJ\J"6?67M5X@VYN/CA>C1 M\%&7
V^T).\$1MN.FLBK\IFP,/ZN,@U-JGG!,+00.J>!WLT2F&7 M1@WLU&B-[1138)O&=
_BB,1,V:PQ2&S674ALT1ZAUFMNI\$:VCU\JMJJ0*![:?T ML/8G>JD.OJ.^LO@K1
_S#7%9XR/NC@D^>@Q9<\$6+#Q>T9.&\$KBX,0>/WC#G&A#G*P-?&>8S&/-
!QESS)>:5-,HM4,F:93&+TV:0R>VVZF#TV ZPN MFT6L3H\U\Z;G>RI-B<,5\#W0^
M\/#M^,K9Z,"#U0ZR,,RH#8N<+&&^DP/,=?*\$:<@:I9C%-7GF\$CW.J;3W0YY
MC.D.I@|-17KW#35Z=XPN\$ M\&H="=?[GMCAZPSS3Z%_I_<%V(:LP_M5KDQ8ZBH-
!JW488Z\!"?2\I\$,=U?H M=O.CIKN%4=-<8^EVUV3&%-# MEJAVV211Z7*
(7^%RE5_N^HQ?YDHDOL+[QGV\25/@"\XBML5A*Z#K,#I)=B.
M>5Y"&!/6AAD^!M#M,P8Z?)R@W=N+:O4.HIJ\NDFKP1&@V<:0Q(E'@LX1=
!K)AY65#@^50RW_,3/I^+C"+O MC3NXY3B"?3\8C.X_>OZ"+,;I>?BZF^4G"3W^"M 9H
OM 1;0&F/DP/Z!/?#J/9+9E;Z9K"*?009I;Z5G&+?!FZASU1>OL],?H/0LD"3+^/DIE^AA_
W.G\$+_WXO9F\JET>B<^)\I/C.X@'
MTX)E84J(O DP,,86&\$#NH"W&A:D)\J,K@8+H*)1&I3 +Y*9Q4&YK'S \LX MN8%UW.S
*1*9@3/X&0'S)=,"UPA2 W<+4P+/(X^0#X*40"*)\+JQQ10=' U_M)^:OP^W7DIC1\Q?
<8X8"3 MC0TNX-#2&JT%=A!'41(R%R@GJBS@9 M4") #JZW83T:L2T3XP10\$+I?
\$Z4!10#OGQ=I 3\T)EQGM3Z7%!=&I<"),Y M+H&9&)?.2HC+9\?
%5G:C8ALEHF(I^1&Q=,P1K@_63%)D\CAR0. M2 8E+A,\$)FX1!B0>1^X* Q/?"
(3B.0H05\Y@37?B?U>B_Z\\$.E#VM-PKXUM MJ< V%:7Q(#==#%GI:I">80BI&=:0E.\$
"1GN5%R&'QV3\$4I'9<0P(C*2F6\T MV:R0\!).4'HM-R"M3<(_;1;?-VV)I\$_.)H%WVC'DML
G\;6D3RJ1\!\$DA?-^O
M',::\6\U5FX'I\$NI#D3G2\#_&:D\6"J&P1L0H0V*N'L3G64!LWCB(SG.A M(O.J?")
(#HT+Y(1G)O(#,S-8/GG%K)\B\$"\$ 0*!X 1W*.Y%2BD5*I>VM^V\MI\V56W>E+O-?
MDP0^000_GCX_9C*9V>O=JYGGW?MG#.MVZ@:7;M/+;KVK\ID\=/D??7(FA_5
MHVID:E'5_1,3S,%9ZAVF#=A2SV.A?FX/J)W4\K6*)@'0S1K(:S%_JLELMN< MD-
GF@_2V\$*2U00@L5)\!V8I2FPK\$,>W54AB6QL5HENI%"-1Y7"6\KA+7L
M5@UI.4UNJP:WO*<:TGO?-:1)IAK2%,-G4>^' <8I?:V !M8?J\@O:2)Y>W MT?
=UT'=TJB*C2P=IW:9(Z;&#M,<#2;T!2.B-0'QO@A#;FR9\$J^2*(GM*Q>\$J
M=>+0GB62X.XAQ<#N2:6 \AEEOZ\!R"UEWZYWE/TZOU?V6_*7LE^!'"\$7Y7MA
MK3P>VCD7R2!90MVZ)4!1-TWK5K*@(2ERU_."!Q Y9(V;(&5'#/H@<#D'\$ M<
S"AJ5"R'"6\$#Q<) H62KR'5DL\AW8H> P>5W0?O\$'>5'1? MJVB^!?"
1*;HWC_'&5J@UUX#51+GA,-EN\$ITBEXF5(N>) MK6+'54?
\$#JL>)Z^)'<:_%CN,_2%Q6"%[R/%.KDL#7)?I@6'2R>=U@T QM3/& MZ/TF@ A:UH I!?
AL6 "OC8;PW&@)CXT.<)_VA.MT(%RF(^+G0BG31EPW%0\$ M^TVUL-
NT1%B\;52PV30M6\$T?
%"RG+PL6T_<\$RXU?"A93OXDLULL>R:Q<,I>&.XY!X,I=V&P^U,8
MS/P,@YTRP7">7"2=*WDLK.\$\7 ^DT1;&J/_G0&\I@).!P#KPI"B MHVHP/J:-
A<<6PO"8)0R..T#_N?TC@=-IW@4=\$\D0^=\$'K1/5\$/K1"V@<_8/(9MFRFL7.^I@
475:%Q200JEPR@=LD4&B.1?Q'29",V\CR>I?HOY5P(H?,7H"TT+X-J#I-
*#Y'O\^NX\$4EPCA>8APO&,@ M-F4Q9,/G\$7RJ_I:XSC-18BKW/!?
YT'^ALPO_I4=>+;+*EK^R@=1=0?1\$004SMU\@_R#_)FPK 6VHLRC6! M=W1I3HR
UBR2)::%5@\$Q;(G\B_L(P+I6<I\X#_CH'_0?Z<'?W\P8+
J*M)726Y\K_(V_/H(!_7X\BOR\ID\$X%M,R=? MJ-?:@%?ZP/?B<_V
\$_T;3\SA^X8GQ5RZ&O_+@_XUSXS'G\$5\$00_@2<)(LDE%/I\#S(LH7L?
P.\8Q6\8A5\PB9^Q\$3\A&W\\$_M+MS'?CK\8_@.9_-O?_7\Y?TOM_P6
_XV\^Q5\!\$J\O\ATZ3\5J7G%_3X\$Y_# MBKB2(!)'JE:0LU:ZK52JX>M#>)
!K,"WF*#6>FIMHM8.:NVAUB&V>Y*J%YBJ
M)YBR%YFZ\\$_NW_T.HW^'+;X\SI_ GD6GI0J9!SZ^H!9F(L<,"..!?\$DGM%/8Q
MGWVKH%8CM3KP.?JH,X1/(:/L(9:4U390JT9:NUG^!P)LYRRES#ZW@.K\N
MA'R%E_ \$K\K'5OY&7'D&F08"YH.=7)VHZ<^,BLN%OW)GC8/8S@9J9U"NF5@UU
MFJG3R58^!9&.\$W&I0;6YW@I\ASMXAI/X::;R%#-Y MFRT_*DN3B#4D9
M_BZIP\N25OQ-H1LO*BS%PJC�*NP"LJK,,S"IMP1V\$G;BL!\$W

M%&_CFO)K>%SE,UQ6^P47U66X\%_ (#"6,@_/?0,Q'OJ&MB>\U!/?&INB7>477%
M&VI!>%DI#B^H^N>@&>T:C'8T&W-9HORV-'CRALOPW-)?CNN9J/*ZY5>,'%H#?N-
/L,?X9^PR MD0DS\^R<1\9#^6BVW89;\$?.RU. M"CLLKPK;+)\7MEA]*&RR_E'8:"T3-
I"11Y#O WWA0^U7+K5<[I_E4ONDG1@W MK#1PR=H89Q;;XZ2M-
X!;AN.070+VVV5@KUT!=MN58\N%COMFK'=KA/;I:.\$ M+7:CPF;I-
<*&TW29A@_UN8P"M<6I_F,G^=CY?,3\3?&0^S?B91Y_\$9EXZ2+Q;Z_Y0?
<#0%NAM)O!0,G&VICE[(EWEQ\$0_XI)/T^9R2\K<5.CQ?4VAV_.!0+
I.)I9FL8/5>H&B;#1#519HFQ;
MAOMA*#P*O2%YP@J8<5"5UBE:\$E8@Z@JK\$/<%M8O;@E;(6D*FU)H M#)M1K\I
HE@7=D6I-OQ%I9KP3\FOBM7AL@

)FJ)J M18U1K>+ZJ\Y);=2(0DW4I&)5U';%BJ@C2N71EY3+HI\G'RN7QORB5!HC4RJ+
MD2F61<_Q1@3'0;X/)=\#DN^_T(=O9#QK&<=8G_3#<5I8&F^,WGA;="6X8TE" M(-
H2(M&2D" TQ:<.)#?SY0EUL;@FODI4'=IDKHSODI3'#2F4Q:U6+(G?JE0<M?
TBY/X">5:E(/Y#Y8*\$GXA,J2!>IOB_5V*)^37;'D.4/OI4EV"3C&6<^MAA,%I"=IHEMJB
ZI-5JE+FA.JD6#- QUTEC42).%*FFF4"\$M\$)5+RT6ETGIO MB;1#4B1=JE
@7:68+J\LE"LJH)PC/;><+7U&)5OZ/OF1SV5*IH2\5JT8%2F1:\$I
M+5\$H34L7BM/R1\$5H:.*"M%IO?EJ;.)#>M7R\$;L5PO*VU:.*2-MGW)ZVEF5M+OI
MY#_D/G^6*:6GSJ(HYRIS?I6Z)W*!F1S6^8QEC+\$L95Q=C*4M0P6-F3JHRS)%
M=98=*K(4)85@)*L"!1EQ0L%6:E"?E:.D)M5+,K)JA9G9;5(K)Z%*=S5BBF
M9FU02LG;JRS-.DUNJR1EO:LBS?H!69HI4Y*3G"E3E/T^WJ)VD<*&WR/;-I
MYH#Q\#".-L;3D*(FEPM5.0:HRS//L5YKBC;IT-^?AAR\V.1DY\9.5G"9GY
MA:+T_\$I1:EZ3."6O6R+-&U5(S%NOF)"W6RD^[Y1R7-XM\C;Y7CDN5Z84/X>B MG"?
9UW/4/E!\$SUE(OT66,9X.QM+(UZL+Q"@KU\$1OD2*\$BBR15^R\$G&)(O9)4\$
M(L,D&NDE24):28:04I(ODI:4BY**&I0)Q9V2N.)AA9CB2<7HXAFEJ.*32I"% M-
Y4CBH4CBSZ3BFRZ"^EJ\$*9X@-NL^*GBIDFE0)3M /+22\;F9,U7PLY>L%
M9>K(+==#>H49,BKLD5H@>3* *141D!;&8^DRE0AH3)'B*LL\$<54UHJB*IO%
MD97+).\$5:Q3"*G8HAE8<5PRIN*X47/&&4DCY-XHAY7JAI;)'G)5OA\!"["# MK"%#Y7-
I0/6DM +(9UF>5:."I%IMI-0:0UIG@Z1Z%R34^R*^/A2Q#3&(:9 B
MJB%+B&PH\$+KJT6A\VBX/H!<5#JA"2@?IN"?IU1!;^ZQO7\ZO_.QZ\5_&K_
M4/"OD3WD-OMJH\K83;IU\ '5E+%4CR_CMZ\[@>ZW28*\$%DW\$M1@_@IM4"T6T.
MB&SS1\$1;(.+;(Q'6GH"0)G0\$M^<+@>T5@G\HDBWK5?DTS8N\JK;+/9L.RSQ
M;+LB<6\H6>+1^J7\$H^5WB4>S3.+1-(?FJA\H3P>J#="NOB\D90UTG.T4+^=MWI?
76" M>U^GX-JW7.32MU'DU'M Y-A\D;PH U8@'/\$7NXC\;C#;=0?KJ/A
MP7KT7."U>A=P6KD\$1%JZ&?! M:E FLEHVQR%J39/E)LT=3
'U,ZAMG0IS#4,!"VG_Q\7"94X;A:&PYKC&"W
MQ@JV:QRO>*T';-8&P'IM)*PF\$V\$YF06+R1*83S;"=+(BR97PV1R!D:3H!P M\1WR
8Q6_PBC"9E@M&J.7;2;:[MY/)(/J_NXW% [31JQZX @B<;H\$ERE@
M\0(YIO58;I%!\XNV&,-DJQ6,MSK".*LG%FX+A.&V*!AL2X;^MCSH;N"IK8E-MT-ZV
EK;MH!CT-SV!#2WOHT%6[Z'UN8_H+5)-LOF95P7J=E+&@>Y+-"F9\/' MB:N!\V6
IS3UMP*V.P"S7?3>|70V;\.K0,ZQ @+ #EA"Z #\8#&P4"H'XR!
MVL\$TJ\XL@LK!!B@='(#B@760'-@'T8\$+\$_J_@7P;\X?R.^SR+^39V@4:&>?
MJVCA\CGY V<@UOH0ZGK1GMJNY_ZAZA/?ZQ\ E_I02ETQH0G\;Z+01A,-L
MBD^S*#WC25B(G>%)IPQ/ &=X@)^1?QD314ZS(Z>/\$QKZ4S30HX@IV=9R5SW
MLL-M,%I'Z-OI\;C>(NNZ' 3M^S(Q6W> LH'4!4*,_5I@J\AY7)?3\CH/S
M7Z,IN,8XKK,XO<[B\;CN,F3X4V>!&[R0+_0;D)SMVDH\HOGH_/DG?X_(M9-MAC;R6-
A,_H^9_M">QO"/OJ>1JPIZ89-?6O IK7_15V072;?OI.>5H"/,,X MGF\$U?(<^2M
M67IF@+H\!:/ "GL;P1UO2\3_W' I:>@>PO0H*8B0Z>!9+M\$OA?R"IF)D49
M>%T=>\$,+^<^"1%- HT*^&Q6'Z?<7S \$_.7/@;.*6!XIA\Q\$1_=(RPYG3KJ?MP._4/B7,
I/(MQ(9TPOKSR/WKN M\^BYO\5!?(T3=/KG\05NT&V_@\$19\?"
I<=LX2.VI.%_(5/2Y;_:\CC,"=,
MQ(I\$XR^DXC<4T+574JN16AW4Z<,W&*+."NJLILYZZFRBS@YJH&6I1_ ^3N,I
M7,4I=/_I_QIO\TNF\5>|P5;E_ (/M9%.OA%HUU&JA3B>'H)\ZP\09H\X:ZDSA+6QAFS-
X'09BZ=Q%\$_A+"XCB?XFQN,^CJS>(WC M<8TJCS^"3%,!,A7Z?
Q4^*JH!)F@QUT88S3OXHSP#4X+O^4
M2(;Q/^#C(>43'/N*V\^4A/C>R55O"JHXR V1*5X5.^%%L1^>DT3ACB093TIR
M<%A&-<5JO"X0B.N*+3CLD(W+BHLQ7G%Y3BG.(\$SBAMP6FD\;E/AQ-*)W!;
M^3*.JCR#PZIOXY#:MSB@_B?V;\BP;YZ\&O+I*./+C%?^*9>8Q5R">,IYUT+O2UK?

00@@!\$;3AGKX^@B M:QPT=<,<^LT#L-
HO&3C,IMIME8:MY(3;:EV.3>2TVFC=C@WDGUELLQ3J+,%5AK M,8G5%ELQ8:D?
RU/8=SJ!L:L7A%&K;101FQ^%X9M9,+0(WQ);=,;L>+<+<;PHC=A#;L/RT,VN16ECF<\$
8P-/^-@/GR5\$?8#JCV<6XMCMJ8I/30DPYVV#2Q1VK70*Q MTB4*8RZ)6.Z2CA'7/
R/EF#0M0K+7!LOX+I\$Z',=\$'I=OX1NU_5"HM.88G;-M45&
fVR51F_M=4:O1Z(6CY)%S1ZR_6f/.7?#>"I-Y3>/X3U;2#K2S_6V5fF
M&QZJ6.NAAY6>%ECAY801+Q\,>85BF5>5A1ZO G1fE:/3JU;H1&X5
MVKUfA%;O\$:'%>ZVHR7N;J.'GD*C>YfRXSN<9<:WO^^(WO^)^3/0H_Z3>'>I? MC
0.1]#[Af&^Y&EFDCE9Y:N\$%7f:;&/9;A*7^=NCWfTf/0""Z B*Q)" fH0%IM: O(14M
_9H"JH3&@\$.A/J!3J_L8%-4\$3(BJ C:+*P/WBRL" SXK+ Y12EP6f M)RD-^D%
<&B1f@\$.C.*T' +>J?B6\$.HMG_*J_T_,O)Z-!(BP+TD1?f\$)TA5AC
M28@+VD)fT1(2AJ:06#2&)*,^)!U(06H"2D7JD+JA,J0=J\$|=.\$!4&CHN*@F= M%A>%
fA47AIV6%(0f2=Z6Y(=f3V3B1WF1_>X>RWG(LF=&OO_ "YZL8" fMU+.7O
M>L+5L21<'ZT1%FB*<\$1#A!fJ(H)0\$QF%JLA\$5\$:.DH3PB%V61)4))9+50'-DB
M*HSL%15\$KA#G14Z)fIQf+RQAfCJ< M;8G, 9fO9RS+f(JNTAZMBN9H'33\$f*
fVQ@Y5,>ZHB/f%'64P82F/B4fR3C,*8
M+!3\$%@KYL95";FR3Df/f;+LB=RD@.1E1RfS)1X9*2D(BTE5TA-*1524FH%:4Jf
M*"EEF2@A98TX/F6f)"fUJ"0Vf7'R"OE*\$fIORfY&)X^:YP;Z?RN!<2. M2
JC:N'KM8RG@G\$5IVF@(\$T/N>EFR\$ZW0V:Z.f(S_)&6\$8:4C%@D9R1#FIF-
MQ,QB(2&S6HC/f;17%9@Z(8C(GO%&96f61F4>.BT+S-XI" f0^+@O,N2X+R7
M),&YGXN#(HJG M1?f%:f1^Q1?%OL4OB'V+/A7f%?TJJBN4B?
WE%,C\$YZBfMX#>GS9@A'3ES^T! ME?
&UG\$+6Vf7TOB4BQ)=I(*9,#f'E9HBL\$5XA2O"*GP16AF*D,H8!%4fD4?
&)R*fA%R(3>9;-<8JE M_TfJK"9+21NI(44E'f'9f2OHNVB5(fI4\$5JKC>
Z8P3562&@W@G^f9fP:PB\$ M;T,\$?fH2X-V0
: ^&0G@T5,.fH4UP;1@47fK6"P2GAC."8f,S@F/f1X)C MW4fBIUK90Xf)
fTFCU@K20YKX#:\$0*7CA@X=R3#J2,7CAWE<.AHAEW' &PfUL"f8T:PfCA%
MGA*LVf7K-ON" f;M,L&Z98YH..Z*fJX)f(4f><2:F?5T_MOWN6#S@#YN!<%@/Q;-J(-6
T6P&*B#^=)N MF"X=QZ*f;3_9. fC@2?(.S#N^QXFO7_!f\$:226M83ZU4ZD=
M0UL40KOfTT_fJ9?2_(V)8+=> Q0H=F*fPAND**RP;fQP)f@-!;)A>-2 M&(fGP&"f\$OKCf=
:fX'.^#2TQPf]#>^P:M;f;f>@/;R;Z f^CMT1NDF1F38T,*Y MV QTfK&>%+<882C-
64)QOA&3&"^*9\$(AV-+fB,+f15fPVL=S\$ZECOHHMHSf-
f@5CV.7@M_3fU':AK28MJM(L>>=" U#P_J MAQ4@/D*O?83&X B+XJfTVD>MB1-
PC\$79,9YPC_ '\$^Q#@NLR" fS)f/_%2fV5WB@7^\$@7V'G MKC
75YB+RS?)J^1CfCFZ5fU=AU,PQ6-Q"X^#&?E)f4(#S\$<#Jf/6H7U^;O1% M9Y09
&DQF)T 7";YN0f(Q9E+,J?EA?IS(>f,+C+1?fNQ^0N!_HN M!_ ;N'N#YL^1)/G^%
LMTUP3MW\$>LL^QfID.4-?M#&#&#E!E=;2HJ,,,>-,>>)MQO,,BY%W.C7=K:6(X MR=_C
+f'H?>8S/?8D?>>0@W#RF>NI8f!81 MR^OS>R'_FKfWY^T'^R\$2X
-5X";QT^8DfY1fZR fHEN'S'8N1fGGA^X&+W M P?_ /@?f/B?6_5/D'%WO_f7_X\$P"2
Q)fT?YBfZW= _1B%_ 1@9_12Q<_B/M8_M02<f08^f^CCYY&E)fC.
H"OKUP_B'&_Jf10:34FKF4*^46C7XfLW4Z*1&/SZ;OPfC8ZRFSGKJf&::_ \$> MJN,='*?
R!;K%GWfR_@f(WfJ5+;W"EN6f_ ASVBKDP?Z#_76M^&XWZ@:Q?W'fL
M03KU"JA3P7f44Z.5&EWX-^X\$|.S M_/_=f?O(.L_84>S9f'0:Y/8f,K.A_!2)_5&>NM=E?
4WP!f;_1EWV+X' GL4f9 MU"EB7RJIT4"--FITL?4f3M-A/(-QZJREQC3:WX\$GF(L;:
f(%KN(2K5+;_:"^Q M-Q?P&Y'f+V2<2C(f0)%YUF!_#=#A/*_R#N7B%N7B)f^f)Yf%
GEZV54*.*&@W4 M:...AVL6>#E!GA#HK<9%SXSS'Y!QS<09'."O.X23??
9PM'>5X'&6&CUf)SN%Y M9#S\$90fJ
S=U%E*G5\$*ZR!R7Q%2^RR7N9M<=fJRGfLNJfCBK9HB3 M&C8XJNF.0Yf!V*f9C3T+fI-
BU(f;f%Q1@QX(R;-JP5:M)fFS6ZL"fT5AIV:HU@
M2FLUUFMOPJ3V'JS1/Hf5.E>P2N<%C.M^C#&fGf%<7S;+Z#Q?&0/_MN0RM)C>
MfAOf67/Z/KYV3\$1AW2TL5?/##/ZCMBNfX,M!fJ'89!"C08IF#+(QCK#0JPU M+,<;PUL
CE6\$GQAVO3P%f(F(L.XPUL7G10FPPM<\$Z,S>L-0O MA%D\$5IHG8,Pf#&+8-
P3+;:"RU34*_;09Z;?/08UN"+MMJ=-HUH<.N\$^UV
MRfJOPHMfHO09+V/C0ZGA0:'6T*fIXUM"K>-W0fJV33*B1XSC':VXfY?D" fD^
M+NU;f>)J98BRK7>C_ '16QW\$\$+0Xf&6.JT&'U;_NAQfD>7AW3D9;f1,WK01S_0)8X9,J??
HNQ+&=>AMP%#+AHL?=-)WNEFCW<\$*KAS>;
M/8+1Z!&%!Hf\$U'FFH=8S%|6>Q:CRK\$:%9S/*O7fIOZC4JE'BM\$XJf9X1" f^-"
M@<fUfJf0f_5^4/(Y'-DD^>H^;ET+fEK8+;\$ &N"J<f8EOG1>S.^3fUM/GH MHMG%'

T^=JCS=4>-KS^J?,-0Z1N+0[S\D MY\JO%7("M@09
4=%60%719F!|@7Y:YR(X#UGV;"3C+,,& M&4LOXUC"^%H"E-\$0H(W: &-4!=J@ (M
998'>* D,1G%0% J#\$E\$0E(:\H%SD M!I4B)|@66<'M0F;P4B\$C9\$)
(#|DJH(8<%J6\$7B80D<|S R:&_15\$FI(3,<8N: MIUAFS)!U9)2E3S|C6<(XFAE?
78@ "JD(T41YJB))02Q2%.J @U-YH0'(#0U'
M=E@LLL*2D1F6C8SP(J2%5R,UO%5(B>@7DB-6"DD16X3\$B\$.BA,B+Y 7R*?E5 ME!
ADR/(D=|3=CR&OINL)D,Q<_LOK8RCCE1&""B-T\$!1A!|R(TV1&VF+|S A7
M9\$;Z(CTR!*F144B-2D)*5_:2HPL@C:Y\$8G2SD!#3*|3'C EQ,9N\$F)@#HIC8
M"Z+HV+OD\$U%TS"|S)HJ90WB<)>5%8XK/D(U%8PL_1628*CY|D-
^7MC\1V\$ "6DQ|2PM>J MF8\2QI/N+
(3E)&>J(74Q(60)EHB,B\$OR1ZPT#'#26\$1+4Q"5G(/(-MY%)\$)-
\$4*2IX3@Y+U"4,1946#*,^1#45#R3T0F!\$EE0C YG\QU M20I,DB'221H(&6/)IT7(XO.T9
5(4S21D*J/N%0SQ*3:(CK-%9%I/HA("T%X M>C3"TL0FIZ)D(PB!&?4(# "C
P\$90X)_OCK!+V.WX)M060#)N\$/>Y_,?!=|T
MF>";)A/R*E46ATR009(&ZDA1;0&67Q,96F>F"\$@-E,=45DZB,@R07BV-4*S
MG1"2XXG@G\$ \$Y40@,".3.".ZYCY"; MY#W!/>>^X)\$C\$SRRYS@JOR>-K"
H"EC:@\H+Y/Z+,D3P:7&:Z(/% MC2&P:8R%=6,JK)KR8=%4#?.F#I@UC<*T:1,6-
1V&2>/C,&Y\#28-7V-1_1J8
M5">;93.UELN4B^_#HCD4%M:3N|=1>|+>^330/UF^N\V":P|-H0.+)<8P
M7V()LR7V.,UTQZ).?YATAL.X,Q%&G5DP|"J#05<+|+L&H="(B1#P4 M)K(@F2B':*
(=PL1R#C@-|2J:|Y7TF"O?Y(+X)?F1_(9!YKF=U%*WL(GSH(W> MMY-
CP#Y|+;.^=:W"J\$|_KK^6^NL!J8V*4)Q6AVB:Q>@F>MQ-
IL2&!QB+LT+G2,UF4M;!8X'Y3NCC M<<^ ^S!T9^I:3P(FM,IZM*D+MM*#|P
DNV@\$=JL >UB0|!A29=%|5|&L8|% MZ7X6/_MYXC_A?Y &I'?C,C!/, \$|M|.:*
|WW2;_)E_P<HC23?7).8|?P! (MIB6.9)_JUP"N4_3?FZE/3;W=@":
|H\$++++CI"\$W*_S'FXS'F MXQ2|HFGFXPSC.!M >.(YQP/^'?
Y'#LG_Q|2GZ7?/G>9CS3S9|CGZ%)?AW. M*)"QDF/ /@=-XL'^E/Q_&\$^A.TSF'39X1WY?
S@OD351/ M<\$UD>\$GL<|A.SH'|/ :/J9,F=Y9ZE|"%!_LOSQ!GGIP+0IYALCW)^XR)|S
M:;%Z8OS_GWD+@51J&UQG'&RQ"_LF3TK|X)F|RDK^Y&GB+'7R+G7KK<1J+IU#"
MZ9H^P_68??9GCIVI:|%^ZE^CJ>PY/:\WMWY?1#Y=2BOSB/?#WGCD?V0=V@:
MW^/XO\$ _#|A"YE,+X\$O&|14+Q:|XXOF:|H WG)_?<&)_NX?V3_07-^
M_1%T_AZ0!|)DDRWGH/?Z3%_F?TNC&;<1R==?!_J^1"^Q0A38_Y%=:3JV_&
MY|A)W|H?'W/2?\$3W^P%NT<.^BO?XFW?IZA_<@R+GG7GF|A|4Y_<@%LQ?CV)#
M70_JAE WGIH9U"J@3@5UZO\$960\$)_9'Z*?&\$-|'8L|TI_!M;Z)WX9|T
MO: 3\$;1*5_XR7?O?^,Z7V-(+;/V_D4&9B(G"|/I#'|C.S=G/YWP#?RH&4D|M*3Y\$-
G6*&7|5-1JHT48-^748_:/78=QC""|AS?QU&-LY3?9Q"(JS^ES\$D_SW M"7|J)C-V@PK7J?
0H_|/W &9*B?G58M:J;F8N?/@, ?C'XBC5AK|DDN-\$FI4 M/@<8@1G."
(W<)91GN8HG6)F3U'M
ML4=XHAGY%^|*S!CZHQ8#Z|P%R|R%|_!EUKAN(U\$|B6#&OG4*.6A68U+C,."
MQ^4|XSC+.,Y@A.VO8KOK<0+;<(RY,.)GA_CN VQI/T=M'W| 7H|T7JH^0*|_
M\$^: ^|N:JVVB_PL+JM(%|*5*FK3P2O\$KK%+Z#2N5>;Z<1_XU
M/^|P>7M>G|HZ<|O4|CLG5#4P!&Q/O8K6&"/DC-FE'VQ73D,6U7BL%DE!=J
M6=B@6H IU5*L4ZW&I&HCUJAV8+5:'U:IC6*EVEJ,J6_%6:7Z#100^Q.
"&0:TYI#OP;QBQB66IYS37.X/&_%4PGAV:TFP2V,!MFD:
M89/F8FQ8X(;U6@%8JQ6!U5KQ6*65BI5:V1C3*L0*[7*.;M=B6+L%0H=6*8|
MB*4ZJ|"OLPFI.G01HWL*7;HWT:GW.I;H?XUV@S^);)8V\F|S+KD\W9TGA|C,
MSW")W<*8-C*6#7J|F-33PX2^.<8-' + #MLCSQ/N?\$>+|GR+_ (3|2V4,N M!
|'\$8YFQ0;X'1'D)&|N?!L91Q;R4D2)?->3|Z2# 'SQA9?M;(|-'FI|G4OT# MD.P?#JE_')+|4Y
8D(V\$@!+|\$|8A+G)8H.&\$1.T#M'!NQ\$5?J(#+XM1(:\MR|.DE|20:E+.,)(.G^?"E"
M0I0Z8J-T\$!UMC,AH*T1\$.R(LQ@.A.?X(B0E#<&P<@F)3\$1B;BX"X?/
M^7P|G4CYTE)X21O@*>V!AW0<|M*M<\$L^"M?D: ^1UN\$J_@9OT3|@ER>!.|K'|=?'
M(&DG-2S%B^7|/T3*YW&)|Q)K+FEB@A*UD1 BC|4DSAFVH#GU0G>*5ZP3,M
M\$!YID7!/2X1,>@9"^ (X_ ^OT_93H4+ MX%BH#_LB4|@5V<"VR
F+B|Q@4QP(Z^(H6!5+85F< XN2NQ MJ&0?3\$HNP+CX19@4?P:3HE^QJ%
VB_Q|@0:E|X*1*FH6D@SJ)F8!\$;GT7;2M M/H7T?
B7T/F5BV%2HPZI2&Y:5"V%>90&S*CN85KEB\$1<3D^I0&%?'P:@Z'0NK
MBV%8W0"#ZG|H5Z^!7O5NZ%:?A4|U<|"I^@2ZE3| #KT(VB_QZI%Y:PD92)K|.
MB*12.Y:;(46 + ^V1>P7@4\$7_6TO_U: \$HR9-+&S2A4&S,?2;+: '7|/\$#@WKC#|!H_!,:#3*,

M4JN#U) BVL(LDDCM"&H'5 (>M*N.M.\VM(NFK8 A_ ;E.EPH6I"R 9H\>,8%&
MCS74>QRAUN,%U9Y@J/3\$0;DG THH5#H:86D9QCBGDT0NFE>NZI!Z'H=0N<7
M\$'7^1/I @/Q^,%+!7.>3E#+. @JY/2"01L"IA?K4->NB/JVSSE)ZP""%J(RH
M0V%\$&^(1 XA&3"&,\$0 PI/MJ. <18>CG-3R#H/68?8BBU'Y QX+XN""X1>
M=^@33H+OR;_H9)IK2 G)9+X3J!U&;=|VP*436-Q+?>H:#@/:RZD-#BA/2"!:
MPP)XC2;19=%!C/N6!=DD"Z))GFS7<9%?Q|5E'2>9?+-I73L9(S3TDS33;VF<
MUH|+SWY-?D(+PZRB;EZ|_%XPK@5|NW|WCX\$!^O|AZJ|_#%8!6FL!=5I5Q8TT M
/3HV*(\$;&7QNY5%|3;&L9UQ|&<.,QG'3G<6A3P9SL@ORI3?\$\$F1&38X,17?
M'2+TVSMHGG^8WMX'+#/'J-SU^"84==@_6IJ M|+_ (IT+.S'-6OB\B!BXH Q=I4"!)_S
J_P,IB_1KC.,Z"Y;,\$7-?5G;# WV3 M0C?
9^(V#Y#)YAOP#1|^G&>9D|LOD#O(9KX3IKD6I. ZP!PO/|H84U>;TU?
E@>:CUZ&|,|+7(N?>(WLBK|U? M'_(FQ^=MSI|WM(\$/C.>^I_43?^!3GA
^XYA|SD' @A/L"R;Y2X|>6Y^_T%M M'JV'|X#;,?2=(".3WP_Q_K_L+"NA+*^A8Z^G-
6_\$M->77|+E?8@A?8 4^H?|_M%%/XF,|R0_K_|^ET_T.G_2ZNX6T&/O=|H#|_O/?
D'_.|JG#_03*/QNSU*'! M\$K_!F9_POWUZW6_L,|"-GUQ,3ZAO_R0_O)|^LOW&,<|C.-
MQO\$6QJBQ!JJC M WWS=OKVO4S3<;K(B.X0Q_|M/X'9ZEPC.A.Q_|3_(IV-
^E;T&8Q'!9)>^M>3+Z\$.K%L84T;N11HY2IK^80-.!OC.-
%QO\$|X|C+.)YE"/786SB|,UPRASB M4)YA)F|,|L9<8<8N,ZN7J/0HC^X_
%ZFHRAP;LER7U7-@?/VI%4">1&AGL M43YN,XY;C.,FX|C.<;F&3D|7?
K8_S#97TNFOX53>206|/(R.XS'^Y@2S<P? MX"A^?'@-OH/K.,3Z?
Y'O,/<50/|@+EYB+IYE+FYS7CP!#^H\$|L_1;\$G*|C/9 M?CX/RU*. =A7;K|=)QG&
<<1QC'\$'_0AE'V+9?C+;S|(! MQK&/<>QE'+L9QRZT4*.;&@-L=SEGYEHNIULPS7=MF-
V9N89)SI"US/0:COA: M:C_@!Q'POM+<5Q_|(9G;@CW+>7J"Q|@1&%/ACJNU/'C"
(=3(XX:*6P|BQKY MU"C;|L8QQ3C6,Q^3Z*;&((^25?
QO(A89W1@SM)RS880C.LQL#W,|AB!|B/SV MMI>YO-TD9|F\'.7/!|CL|16I4U.7>J;4LF-
K'M0)P#HA FN%>*P6I6!"E(65 MHGR,BTJQ0ER%Y>)&C(@|,"SIQZ!D!98IK,.
P@|T*1Y!K^)%="L|AR|E#|!"E
M=M+JUWN,R?)8<,>%KA\$K=%_B@'|U,02JUZ)'005=&MWHU!A&A|9:M&EL
M1ZOF831K7D23YETT+O@8#5H_HUY+H"7N;1?-9L|U>SD|XTE|T:_.L8VTIM
M)8QI:F%D@3\$&M6PPH.6"/BU?|&B'H%L|&IW:B5BBG89V|1RT;1>A1:<"S3H-
M:-19@GK=9:C3G4"-|A94ZQU I?YY5.@_@PJ##U!N\!/*#&4/>=;*IQ|K8_|+
MD(U|G.#/H08L+1C/4L;2KZ^!'GU|=|J8H|W_'JV&|F@Q|\$>381@:#6-00S-)
M=0034;;P#|4+2U!|5(;*HU:4&?6AU'@,Q28;462R#X6+SJ!@T5/(-WT/>6;W MB>PA3W
Y/V;/TS|90T;Y\|BEER,9PEC:5^D@I9%VFA<9(QZ4VO4FCJCVMO+ ME6:|J#" +0)E9'\$K-
DE%BEH4B|T(4FE<@WZ(1>1;=R+\$<1;E%+*L=B/3ZA0R MK&\AW?IMI-
M|3V1S6,MPU8EST!F8)N,LQ9;RL=,1:&4C8REWDH!-9;;J+0R
M0+F5.4JM|5;L|88B:U|46(<@WR8*N3;)R+%)0|9-+C(7ER)C<1W2;9<@E450
MBMTDDNUG(+4_B22'F^1-)#H|1V1|L=Y5_IN>?G%TF>\$|/!Y*U|K8&S5C*72
M3D"IG3J*|'118&>"/L;Y-@| (=O>\$YGV
:0RQ2'9*1XI""9,C4A@2GI8AW7H,XEQV(=3F.&-?KY WR#?
F+R!#C(L,IECL|/#D/6&XL)1VD MD:|5,Y8RYJ68>\$XCPV(8(SZ,(I
|R&.,^_DZ_Y_\$|BF^4X;,>P MS|B7|P&Q)&|A8PTI9UQ%S\$|LNR7)71+|H)E+
<|2'U,\$6BQV+\$>S@CSL,3L1X! MB/8(1Y1G'"
(|4Q'AE8MPKS*\$>3R!|4&^1|A5|/J^0K|B|S^ (M.);#U-WHQ|G(J.+
))*_ES,UW,97Z8W/8^W&\$G>ZDCPUD&LCS%B?*P0Y>.
M"!|WA/OX(LPW!*&^T0CQDR+8+QM!_B4(|*|'0\$ W_ /&X!>XF1R";^5^3> MX^_7Y'?
X!LC@1_!|SY7B@X\$4"= _@ (OC0H'B'=,(K9#F0J?A M&7H0'J&7R\$OD<_(/\$-
DL^P.FKL>:8"TA+.#.)T4DFS^G,)8\$ _CZ&SR-"E! : MHHG@\$'T\$ABY"0*@U_\$(=X1OF
9|P?WB'A<,K/!Z>X6GP""^>T0UW"(ZX!HY M I?
(#60_G",OPBGR!3Y^1GZ%2X1LENW46|D2O">,XT#*:9'R^9A!\$OAZ-!_# M^5IPA
0!D1KPB|2!3Y010*(LX1EE#X|H-|A'^|(M.@2N,3%PB4F!G&(K MX1C;"H?
80=C'KH==W#|8QITG=V\$;^PGL8G^!|?8QI%OF?A4=9?B^)!&I)"8
MP2S'|J8YSEB4XP63W" 8YT;##*<% "W/S89A7_ V|+NCEK20|H)M|\$CJYME_
MH)MS'WK9LEE64*N3I7|-|8I()DFB;C0M6G JX\$;ZI9%|Y5#_TT;;5:H!.-B
M#2PLUH%AL1\$,2BR@7V('O1)7Z);X0:Y53GW;1B/Y|GQ 559J6D1J;((V!1\$4;2FT&
M4&@SA:3-|N(V9XC:N.RV|?!J8|K;V*6V;D)KWT9KV|J;T\$JVT,(ULZ9N_H|
MBC9FO9+DDW1^)(|1A!;|0JY5@ "V-8R(D1C1L>O23&LN =2Z)5#H58/0NX#3
MBZ58'TN//G.6'W2<_3SU|')Z^>T|V>*^|E0/S_8OYQL(R?YWM M |HOD&RX3

M/Z.!>J6%(28N R+*Y72'W.L[*]L""S?JI'X/I0?H2NG8)2,LC4=9ABYG M.;JD*/6"
<8RS!!EG&,"2I&57.I6!EA(X>. 0=I M|0_2XQS|=ORWGOO\$;_ \$=09V\$I*0!0E)
{(\$P0@(),S3L'0(\$")2RPBZCE!GHH!^% M BVE990R"Z7X^I^2#.GW_?)
I(NF5=,ZYYYYI|WF.|WMUQ0D5F9O K0 2#XGP M5\$GH7AW!)W?
ADWOPR5'2I/M(V^|W>._681EZ@"G@03KZP?4 7SR(+QX|R67B-MXH%7-
4K(=FVG#|Z22\$"4298.;T5FNCKRH!=T*X3*4|4P
M|MAY(D'Z\$I|I3=||"W7X%7:0)KV:Y:B%XG/%^GLEI8"G/K2S>#GX GUT|_--M|'&Y<6?
4068EVAM!6TVTS^H5^?#7AU/R;.,CY7G|=?.=)5D^O22XS|2;XC7 M-^D;@|X8)
I>^1XS^F67B+PR^#TX"/BO!P#Q^<\$|WMT8 =X|,BSNNT*F8.&L MLZ
*AMJJ;V&=7VFF/M<|V.H2?0K3^QBF|W>8|I|@OG^%PWT Q_LSO.I|^.| M|
QW8)YOT5G&?1B_P_#?AL0%^7/M0@W"%
<|I\$XWX%Q_E&K|/#_8|29V_!8|WL".X|CQ*KSV M97CIBW#7|'"GX-/XL3?
|DGGI+Z)^|3Z#%P./@L?|3%?G.O2LC7!|IEG:E MH:J ?|(7_Z,6VM&+|I?|<7|YQ@PS?
N71&^>,R\$(R)H3Q)MR497"7KJ MT-&._'X=TPCA,4%(+D#R4MU/O_Q<:Y&_R;TSXV|L.
(OY,^N9U!?!N^N)5W M;L;"F^B=&^C1&T|8D7&#UP9#OW%7RION\$
O6T|+2EEC:X:0-+G14H*,1^9W(M|F>8C#(T)W2(?KF5^+A%*Y"_5C=BQ_78<:W.HB?
V.H5<3F1_4|R|I|NG7)N)2ZN9XQB*0T|>ESH*\$-+3I:T-&%
MC@%&PP@ZQFGY?/0L1<|G6NWW M'9ARXV6CZ&SS%,&OY/%BJ^>|/..>'>F|
)/.JHG0F3Z).L.W0|O|"K35KT); M_.NTV;|5IP1T:5/
@#8&C&HP(36|2|0VL#E6A.X5B<%;=&JH%U:\$7R1)D.N MT;*0.|4TY)B6A+ZA)6\$?:
|'I.S#EQM-,J4>8WJ|AJ;D(G,?K,UD"3|>>|99
M;0^U:\$MHM\$X)2|&&L&RM,Q7I9%.EUI@:M-K4H/./5HGJ\$5YIF:-, _5,O,2
M+;.&:L'T&_@.FW"@H@67,V|B: M+.U.|E1#MG!M\$_.L9ZI=;PO1R5;;5EOCM-
+JU*0M5\MM)5IJ|J826Z,6V|JU MT-ZK!?!8AS;./:ZY|@69'K-!\$Q :-19ZN69%
|1IU4"-1AS4<_;"&HH|K*.83 M|!PY<:|+|"O7.DD%P)EH#4|KF.*7XT|*|E,M9?
RZ,L6A(=I471R5H0G:EY MT?
F:&U.FV3&UFHAIUGALIV;|FME|*A&8N=J.&ZIAN+6:D;|5@TD|8_BV!O
MXJWJ27Q0/4FOJ#OI(!O,,7K*=V93DI@I(@A#=N61;MY7,7KY=BS&%L68LO|
MQ##-2;|K(C%>8XE.S4S,T6ABD4:2*C645*_!H%;-2.I1?_*0^I+'U9NR2-TI
M)ZG+L5F=CG/4D7J9VIPW@U^HU?FB6M/^!KX#4|R&B;/W4M*-7;G2J6-6;;K MA5R?
BRT3V#*6&J29J>\$:3HW68&JR!E(SU.|TJ<|9JAYGM;J=3>IR=J@SK5_M M:3/5ECY?
K>DKU9)QBIHR=ZDQ|Q(U9-T\$?JHZK!=4G_TA^);G4UR#B:-S'ZG&
MCGR8.%@!%KG0S|5Q4L-1_#*4Z:~!#+/Z,B+4DQFOKDRG.C-SU)Y9J+;,"K5F
MU:DYJU5-6;UJS!Y10|Y#JESWJM+U//B_Y_|" M4VY<@|X|H!G;C*IO\$3X
|W@^SK41|!C\$QC|0G1NFCER;VG)CU)*;HN;<##7F
MNM205ZKZO&K5Y36IUM6E&M>@J0,G5%6P5)4%ZU11N\$/EA?M55G2=2HN.JJ3H
M.?7GG|!IE16"!|O|*3!FTM@@& QF U&N3:#|WKQ2R?VM!4\$J|G HL:"2-47
M)*JVP*GJPAQ5%1:JLK!"%44-*B_J4'GQ@J*QU1:LE@E)6M57JZBDHO5&'9
MM2HHNT?Y9<^|WG^M0I+|HRX'%V|2HV|HN@'Z,E,,,S(="++1V|W)C8TF
MZDK,JBZUJZHT3A6E#I659JIT-%|E964J+JM547DKZ%-AQ4P55"Q4?N5JN2JW
M*|RKW*KKE9.U5W*KGH:O,?SKY1;.>7&)>C:@=|UL,#+*J4Y8!3T|H3M!/I>
M/8|U%;ZJK Q36:55)971*JY*4F%5N@JJ|I1?72)7=;7RJN56|,-1H3.U_9
MM:N457N;.,NO.5T;=54JO.Z*TNJ? GWC^I3)JHRX\$/G;JQ@/4*/%8)PT>(C' M'M
&ZD\$U|IKX1VUP2JLLRB-/E*N^GCEUJ M.*BTICER-JU0:M.IBF9R?E-@%5"
MDKJ=2NS.44)/D>)|JA37TZS8GE|%,Y4=,JB1?6N5V3O68KHO4SVWD/@F&R|
M;|K>|YDB>KY79/>4=C1Z|A;A*XQ;U6H\$S2#&G27M-/^3K@GU#\$-JI+<'ZB\$
M&6;%#MH4,QBCZ,%D10UF*!+0I0@"V3Y4+|M0)QB6=6B!PH?7R#)|ALQ#%X;.
M91HZ\$+PF|^#X#M99DSI-/2LHHWSP-CZ>D\$;..C !UU2(10^IT|*GP'_I+B
M1Z3(62&RC5ED'8| <0H?=<C"A&8>+P+5,HVW*FQ|0*CLQ4|OD)!XZ@NZ8=
|0H|RAN'? M4;X<2EJMF2=%RC30I-"%UH5LC!*P0L3%;0P30\$+|^2_L\$Q^" ^OELQ
A"XWM M)I#XA1O!N1|B.H""-N"7Q)|-WYGX%_N4)6H"/9X(^VML.ZJ*Y>@NH,U9
M4"/!|JABU'09^MB./@R?P5/ALEODF1G101@H5^10F SL:|D0EO)0%N)|@U?. M|
SVLQ(BOQ+ROA*^NP*BNN)Q%N2W",)/P3?N.1F@R'0 YJ'?JH*9<^!?'|
M/WHCX>=6J+;)|JA:TUD|^Z^"XZ^"XZTF|UI/T;(@GN%EH-V9|MD)N)-@WX=2- M-&
(CQ'XC9'IC/@!QWO_0WSD./D+&EUI\$6V<9=XB!=F|5J(0VYRZ4G%#4!|1&
MPLW#3X:#;Y "X<@DC=+60\$ RN@U?;"H.IV\$YPP2CATD(#N-K;E;CL)|)TT M;"<.W
GGWDE_|(1,|X|GP%9/>,O?..^?FHO.4= |VW-W6/DBQB%M3EN%?O1& MTI66S5+(-
CCP#G1#5TG,I7-)Q,_%CMW8<3|^V&,DHMAQ08(G(=K/8KB?/ME/ MP.V?

Y3D:>A9X'+>A\A?^"2@/R/X2!/H'<#;50Q=AB-W(I^L^4 M@LJ!Y_G>^LM%P-
BAOXGK%X;P0.D<)#V: DWIECG-!31!@4T^8L_)Q\$>R/1:IZ+[R/Z MH?YBU\$*N S?
(LT/E9@!JEU&CN U" <'N(JXX=DO1[XB,V'\$OL7\$OD\VJ!-FJ
M*P&Q>2 "CL)D[B4VC[ZLOK7,R1LH^,8=T:E&'=%\$3H67!9XI5?GS=[:BT&
M[H9G5XJ!^ ^2Y8V>Z+F+4*8!1/X_ADR=LGE-+GF&L/.,B^"QC]5F<_AQ!|=P>
MZ7D\$/X^PYX^I JW5Z" I UTI:'.(.)X;P== (NWUG.W5Y?Q9^GINW2>|-9#IN_4
M<=^E%7@ "[OA3^?+5^"VM\8>|HB=@NW_0RW"!%T^X(178E?'D_JN5\$8Q:
MJHZ&WWVN=/U#!>BL1E|+>GK1,0Q;G\$#^ N001?Y*Y*|%-B;DGX;|7H!?'O<|
M#/%9>.808:U/P=*?@,\$_AH..Z>|PZN_ZV30\$W=E&+LBOI0_;33#C"/UCE+T
M/W#=W^.+UU6/#N-TC'IRD%^\$O=4,P69D=[GO#+D! M.ZZ#;U+|H|&BY\$|B=PU#.&-
N@+.?3D3V67TR25HN0BK|B'Q0GKI GT C_16 M"Z?BRTINQR\$!%?B|R2Y%?
2R|W(|L+V?VZF/C8 M3YSNTUQD+T+>)' +7TA.GZ#R=083NUBX^;=POLQ.O|2
RSB"B3B?:3D?W-/|D MK;_<[QV*QM1S%;ZX'%|/P;_!E!LO&3M2F%8.!:&; MQTN-
4CAV|&&,G*MP/!J-CF1T9"&_0-M5@?PZ-+0(-HF./G0,TP-CZ)B'CB6;
MV)/POB:MOJH3D+02#ZZ@/R;)UN7T^#)&|3)&O/'|V:;>.,|&87JJBN5O/SB7
MYV>&L:0%^6B|3QBZ;_B*14J>G+0482."G34H;,%'9U:A3|68L<*XF,YXV49
MVL0PL4^6|70YSPM|+U<|WU0TER_ ^!SFN/_9|T)^%)S G|4|K?ZBFW7|Q2
MLT7CH%HV%GJ-989=J_.Q&C83=IV'3<^#/_M&C)_!;;
<.,)R>S"&99%4Z/0X3^UC#;J7D99,8LND)4C+318M,45ID2E)"TP9
MFF=V::ZY5',U9IM;M2XN5UCYE|L@QHF5"(Y9%&K;J-ZK?>JO_-|NFU_
=^HVS|%XY1N0>|EB?"|)-J?C'X>E_-Z,=A FR9'^FC M^;90S;'-&&+U9C-H9FV+
(W:"C1B*|.0K5:#|F;-L'=JP#Z@/OM;|4;_5W?\$
MI+I(/CHB=ZHI:K_:HJY3:_0|:HE^1BTQ|X.OP90;UZ'S @<^(U;3^JQ_BSB
M^5S2PPEL&D)|I2W3'UZHQI54=, MC|ICA|4:.ULM<405'+=.C?
&GJR'A0M4G7*.ZQ+M4F_@T>%>U25_Q_,4UYBOT MG<3|&M1%L&|
(W;Q)|U9|@4F^|35T)L>L,<*@|/5-M"?EJ
M32Q52V*UFA*;U)C4J8:D&;I'/E==|F+5I*Q1=GH
C#.IQ&NS<"6/OS2C2V=CA"UI82K)25*38Y\$ M-3K2U.#
(49VC4+6I%:D)K5=U;INJG'VJ=,Y41=H"E:6=I-+TTU22<;Z*,ZY4
M408S;N;C*LQ|B|?/P137IW0QNG:@=WVN9T?;7# 3S,B!|W"!|'^T84MS>H:
MT|VJ3|>K-CU.U>DIJDS/5\$6Z2^49I2K+J%%I9K-*,GM4G#6BHJQY*LQ>J8*<
MS8^"O|W^"|@./T:/=J;.10JZ.)8 \$.@C|>=>>29 MO-|
(ZK)|59T=ILILJJSHU6:G:B2|!#059>>H,*=(A;F5*LAM5'Y>IUQY0|IS MS5&N:U(Y^:5?
H?@?|PG74#/500N8KT3X8 M %V;N5Z(!:4@DI0Y@I1B3'*S_?H;S|+.46Y(-RY136*
|NP75E% M |HLFE!&|3*EDZ2F%>^2L^1R198<H_(4?(&C_ ^0L_A|..7>)74*.B>+Z?2
MSQ'0"|H|\$|=J004H!47% @5CB57G*FDBDN56'&+\$BH>L=Y_@G7_JVD|BF=A>SU)8R'
M4QJA#,X)ND\$+K^M!)2CF-R6IHUST#MK0*W>&E
E*\$90'BEQ5CUY=Z.4W.RO^)|8PQ;9: M%=-;I:BV!\$6V.171E@.*96^KD;V|5=;V
3!'EO:5X#29VR|UAG4?J_"VG_%
MXU|D;OL:3&D3>I:A9|R6|5C|4PVH!|2!:@@:X;Q/MAZ:DM,%_H6Y17<&R|YAE
MZ|'+VA.K|YD67HS9.-!Q4R|38IK+=H;VS%-*|5,&|FQ34>YX">J^4?^|=
M|N_YI0)Z_@0^4V#W=UJ+GH6T<11=O<;.(%/*FES;_IST9W>COY.|\$-3HJ|M MMH\$
68;"%#9D5>A0I\$*&\$A0IY%304(X"ADKD/UPKO^\$.^0P;M|I)(@EOY;|\$_KNZ(7_IDO1
M4!0;_PRTU^AXZ\$*'+?(<YS%?H+%;8*%9R+#+|%,,\$\$03")KH|QOY,AN.-P%Y
MG8!\$34">QLD:QW_#@O Q^%I+|.L=/6#=#M!H|\$RBS86T.9LV.Z'N"30G>B;Z
MX>=F1(;|Y/_KCE0A*>A20@BUCH%|&X+6927|Q\$OYB!O9B.78R@Q7QQ".1V M;D
KOX>CX+.5ST"M_|.C*?8?8,/HZ>&SM^JD&E\$N;TVASXACZT6N#*IH7 MPL&72'|+X?
V3)'XK2+A6DNRL(M\$XB41D;-Q_C=-3_#<&VOJ;& <_.(!<4.9TV)|U%/WJM-.,T"0<|M2?
*!(Y.FD63!*3>0A&|SCE,LGN1KU+PQ5;C:&3(5;Z
MXS1(_!:R YRV0ULWO@'|H%)U|H,78&83;"B>(@?F,P<7H1Z|5O6\$T(0!N3F*)M'(
HTE46.U|D_XX,|2S+^5L|!#@7?^S&CO.)C3W&<6D\$^/DT|GQBTS@6=C?|
ML9OL;R'P&M_|D_-8V(G_||#WR5|+)|LVIQ!"T>BU;I)"3Y-
|3TA6Q<15|W\$Z1'L.\$)L'^%0/CC"XCM#((PB_D_%QQR'^+CC MUVI?
+E7C|P)TIVV1XG:@_UST7^BM|_S,J^L&+|W%|H(7
*\$>LCT'A&#N+Z,3U|CM_BCH|1H|HG M47B3 ?@'_@NU_3@\$X|RV<^8=Z?
^8.P),>Z0B8,+I^M|%<).J|UW|_3J\$WC, MW^';?X7'_!G>|SDI="U|>:/>@@W|
3;V.|C9&S"UUV"FK^"|%'^<+V"TI5NQ MS|*NC;K',UX|JU!G&C##_#;V2!D4;QZ11|!
?|&QSS?=6CIUOOPJ?>@&^_MAATOP_M?A\$V|+OZ%7S|>QX!CN>AMT^2>^#E-

JE*!Y!(IW\$)S[-SX!9S[-M?GCF]*F@QADI=YU@P[-]S+N# F#&=MH3SR6H.6
EQ:B8XFY'?B^@&Z8,1[-M0L9\8@=O[-.^[-C/NPXB AUW,XB.,'CN@?,?)F!OX!6M?.L6&/-
>/5F--[-D MQ8WZZ60,XX>0?^?
NRD"ZUL(WHFA#"FW(I@W%V%VC>^#|1^#|=V#'#8>PX!+^| M%;Y[-
[-S-)CCF#3#0Z[-C6B:1.^#<5!\$G[-EW!9\Z@*67X[G+[-ZE^L^)/V-< MZMV#8?
P8[ZO>BQN>[-*N45.Y.=A;RG#L!86WX+L+B3W(WL8V6/(-
MGH.L1;H\$QGL1_M@/Y[X0EGZ!SL;EH(SU_-/L;J:7H!|8&=O KE404X
%^9'8G83L#*:.?27(JL.V2W([-D1V[-[*B,-)9R)I#RQ?2 M"Y-\$Q%JFTZ?J=? A-\$"=Q7M;?
N^%+ST&_@YTQIUY,*7,3R=S;8SE2[F6N;6 +6,U^2PU6\&\$&L)K7*UE^)^DAM-P_#%U6
M[-2@)QD=&>C(H[7%Z*ADA-:AIT5C/IV:Y3.@F;ZC&O&=JV&_91KR.UDS_+=I
MP'^/^@.,JB_@L'H#CJDG[-WU!['T"O@53N@&=^TC'SF!*W1CJH7TL99I?R#(A
M/UR:9P[00!"S9@?:-1X4IUE!#LT,RM)(4+Z&@TLU%%REP> &S0AITT!(C_I"
MAM0;J&>T,7J"ENCSK"MZC#M5IOI9VHU'5:+^1CX#?@4_!O_2,[->V"VQ-) ^
MTK\$E8!H)H@V"UM&L674\$JP1LT5#YDC,-">HW^O4GSE;O>8"19C+U&VN4:>F
M61V63K5;9JC-,J:6\5JMJY6H_4T-5AWJH[V,17:#H-CJK'1%GRF&OM_>,T<
M@;XSC3!%D79,LM3:!.^,[-R\$M&^2[-6SIB_13GRU,15:KNFPQZK EJIV6KC9;
MKEIL16JV5:K)7JH>YOH7VJBQA5;<1\54>N5%7DJ;J.D<540=4%GT(/*S2 MZ-
?|ISS_-'DQI[-JVVHWPQ,X",WC>DXINKK?R?C-V-L;[-MJ3[->I-
HXFZKCHE49GZ2*^#25Q^>H++Y(I0D5*DYH4%%BAPH39Z@@:4+Y24OE
M2EZOO)0SE9MRB7)2;E.VXP%E.5X&-'[-ZY-N;B.V0"E5@RV5R2\$J3[-H-
#E"QK(RT'4I/NTAI:3?*F7X_>!'[-36GIWW(=WHV>148=*I,X)/T;
MS(9W)I@*&KE6BRU0:Y6#F\$F>@BIQF%3AMI4R
M,H5GM&CM,Q1.3,7*5KC1Q9IRLE:|^2LV[-/U=2[-@O@0Y[-B^M3.@/1:1&WM, (= ^
/VD?QV@.,<>HO=VWBO#EB*OG^FGO*PP96=9E945J8RL>*5GI2HM.TO.MI
*EYE3(D=.,@E-PN)><.*RE00A+S3E)"WC;%NRY4G.LZQ;KN!;A"?U5*
MSY025G2L0N>V/K!11R-5M# ZVI0QGM%(-D[-#HS+UAI+HN<+KL"H(HJ>W_A
M^=>**IQR[XF:1.=L*,E@@:<&U QJ0077BH\$+9!7">T!J48!2BDU*++8JH21*
M126)BBMQ*K8D1S&EQ8HNC594::LBR_H5438A>JFD;:6;P?FREE[-H&E_%F%
ME_U9UK*OP)0VH')@>?.K'/0#AI E;?^4PARH(-D)>@OA7N5^RJ^-(D0QE19%
M548HLBI.\$54HLE=E@@+9JBMDK6X"O;)4C[-E2LU3FFDTRU9P+ #BJL^DZ%5C(-
MWN;Y/V6J^EYK:=L"HPZ%CIY23PVH%E08-2"NN7C.@J:D0J63JLCIH0I1M8&R
MUYMD;::""*%D:\$D&:S VY,C64@CJ%-78JM'%8P8T+% =1XL@(:SU1 XV7R;IQ-M?@W"Y-
_P.P4T? R^<9|2-,>H0Y%Z=X)&4 W*RCTU)Q*> >ZDZ'1\77PKT;R
M_V9_65I#96JS*+0M0B%M<0INLMD.>VB&(-M[-1"MIH/S?9:LJK@W>W?
N4^)^6@,17WH:05UH!(4@SS:G(%N1SWZH2C1+>B' MMEDZ_176':.*@'KA>VWRZ65"
1V6"1V6@IQ*XO66>@HIQW\$N?<>0K1*H/?M4+
MI^B%+/5"AGI>!G!#7[G04AM&3Q=H C6@#!08-2C\$.)OA/JWHIT_-(BU0MK! M/P4-
1LMWB-5^B(5WE,5MA-E),539!ZA@T>J/9M;1B#3(XL-9&KD/#Y[-8"8 M#;T_@J^U
1Z:D[-!5WGU(-;0YC38G0=UC>M/=;8,HG|S"IO)PC5&HC-. MTC-
1LC&;Q74V/'<.B|O<5\$_-!>2Z^F\$O'S>6+<^F/N:L!Q'D.V>(3|<< !M8F?+&)>V-P(YIY\$?
VS(B?4/@C?XSL;J0V<[J*6? M2_AHCK\$B#;S[-K.UAQ+I2!#)W29Y)+O
RBK30761\$[S]>Q+,1+1,[-C)_XX M"W^(-@/I'E^JNERC+^,7KI(3[W*/B-VO!W-?
XNG,=KIX"W/G*=O|> ME,->@F34*.IQUBGNIW>"/&47\NP+F:Z'3)|<,GVBZO1|
M,L:OV!S'CM^0B/V&/GF#0?&?'[-Z6A|IR#=-HV.O_MP82X+T?QO,KK="9[Y6 MF?
ZI>GT"C_D;||<#V,F?814&4WH;AO,6@^1-&-UO8&"O\$S2>7VS=#7^_&%9W MM9ZE
<9ODSP%YWY""[-X|FCX_%P[-^[-#|5'7[-S/X'??:@\$^'&^@KTCJKT
M>S7L.#SW97C_KV%'SV'/L|CQ2^QX"N;U!&SL<>QX%(-['(-['\$!UHLV?ZP;T
MW(T+G)=>A|ATL|HX(>UD|G8QCXW%N#^".<^SB^>\$G1N-!KAS<6X*.&KAY M"[-
1L[-]1^./^V!81V%=|#"1L*..^&8MV/'89CJ(9CR+=H'T|T2*VXCE|XB
M9(-K&C1=C<9KP-7>/1C?R[-P_@!H!?= -0A?&+J)-MBQ/Q/Y;:3"A=UER*[-# M|H8?|V%
<#[-^|%C9Y#>SR:IC@E4Q@![-C"MCQY0SD2^'<%/_15BQ#VLOQ',7
MX.&|^L[-G8QAU'[-|PVE!S1|H#T@PW|)@>Q3RDQD2F<@00'8YLNNOVH+L3F3W
M(7L(V3.1.UM|L.-|H#8_CE,8F<3&V>A92??WD\$+3L>3VXF@|?H*3/V(-JWU-MEZ/>
(7>U>^C| (= ^\$;!NR8Y'K-G(+D1V!5-4';D=V!|H%YDST#6*#TPFZA<
MJ"WTRZE:Q|2VE9XY%_Y^*:-JN9)HU|AYZ\$7P"?@!3;OS26W^YWC0M7."= L|S M%V?
@B^V*1'8"LIW(SF%Z+D)V!=ZN9=IN0GX|GN0/X/6C|(-3BH14<3.MK1T8O;
(-)CG%&SB(A=I4%Z90:1,4!_&.>| M|!'M?8RZ/GT\$O@.,\$;:404;IQ>S9%KK"[-\$D)%K
_S@OTT5R?\$18D|J!CCAT M.-

"1B8X|=!2CL0(JM>A11D\G>OJQ9"9>F:=N6M%)1'30'^U\$6!N1WLIH:V7\$
MMS(3M!*:K=APN7\$[-#A+.U/J2ING\G&;Y[-8AD=Y;R347R.!81KRLVJ&3Y0&
M?![+4YY.J7ALJ?BZU.U;HBI?2G7ZU.O=KU5M?CUJH1J2B_IL-04L56/.C4\$ MGJ'ZP'VJ"
H.M4%'51/T+'@??*&.X.^US^K9 [VDO9'>5*R49X/DB+V8T\O MMO2:
J43:E)WL\$V=P=%J#TY26W":6H*SU1Q2H*:04C6&5*LAM\$GUH9VJ"YVA
MFK!Q58IU'Q4)>;GP/O@2_"#=J-K,WI7&OM.6.)F M@AF@A^6_D^OMO-
HJ56K)5@M9HN:S'8UFF-5;TY1G3E=M>9<59N+5&6I5*6E
M7A66=I5;^E4:/J:2\4JMjY5H?5T%5CW*=JVO5RV>Y5G>QY\+|F|91VH6M#
M'&D=Z>@ \$RjL0Z_4=O&|!ED9L:|O=79_U=I"56.UJLH:I4IK@LIMJ2JS9:G4
MEJ\26ZF*:#4JM+>HP-ZK_(A1Y44L4&[D:N5\$;E-VY_7*BKI6F5'W*"/J6?!G
M\#60X=WH7XO.A:2_LTB_^D\$G:.\$U|\$DUV%*%+9786AX5I+)(LTHB|2J*C%%A
M9)+R(J/DBLI57E21YJ.>+N M5DK<+|%|/A2P+O1OPJ=|U(+-> &52PW3=
UO*L*4\$6XOB_%40&R97K%6Y ML9*8U75JQ#F7&9RHC+5WTN=+BZ^5,Z%!JPJ
|584|^G|L#
MV4G:RDRR**/)KK2D&*4F)8%T.9)SE9)IQCG044|HU24\TGPCJ)2/U=TZ@_NTW&6.CW|(
2CC6A'O MN4 .JF2"|-1 .5--)7'ORFTX!NM0/YL9 |@NOW* M7 |J03&O|XWZ#T@'#JXE0-
|B"Z2H0G_9BT-E+; \$HO"1"%@+67.(63*5%"JL MM\$JAI2T*1U0<.D(GG?
Y5_R1=:BOQ9+L|J M6"V@|H2!0JJE@4S@Y'425#H.FA %?; .7^2F\ (D2F*K-
"JVP*J8I6<%62@JK2 M%5CEDG|5F?P@S|H5\$+A|NCJ90!25FT<_0A!J"(YKR+QKB)
|K/Q<"Y_-2A MT-%HU(!X|G*!SEIK*>B.+T5_.?HKI?|J|YEJ@Q5<;U9 @U5^QB36P\$32
M0- VT&D-?*1;M78X3EFM1%.T;@1P&T:R):(-GUSP%X=_WGFHV.=K6!NI
M>8FQ!PD?@\$R>.Z#P"5#&:"B*:'A|7"@1C\%-P?+OY4%MI4%I'KPQ?|3&0#1K\$|
MV|P?@P>H#|&QGF^TO/3KWUD:WVW|QTRR-YW^?|G&G2?#H1+IFM E9Y|2.FT
M.1D1L5"C"*AB.&X-ZX:#0|=|:9H&272&X%'#)|C%L|?&6:RR.U|\$PV8P32 M&
+;'H,.C|+0CF+F)BUC|!|!\$T>6M_|R PZA>Q009AHGT9I-C8'.^;2)_.P8X&1@-
GB^F3Q9G>/2D-
M3\$|P|D7TQR+CIU@@DPO)'A>0Q<|_@^|HJD|:V8C.&N|H!S:G\$J;XW% A!VU MH#
<4;NZ/.S5=@R'\$9-1#EF+;OPQ&>S9E|(*.U8;R0B+|X+GX?J&A M3T:"Z:F%0-
_=|1#WGA2P"9Y|'O&QF?@XS>))BLZ(|=R;LX-!MX-.8ZF.1WC M3Z<_ME|D;N-
|/8)/O^6M%;33|7XJZ,02D1N/!^ M/ON2^UZL\$OR=/8L8-|!6HS^%<;|3T;|O#H-?
6=YD_ SO23\$V @^?6_.B?40 MHTYQ+3ZY@1BYV;AYG1B|U3B?A %V"|ZX!04W;Y-
NXDLWW \$>5P6FN="=RELO M#)|P-INTV:07N/ (V/NR7S_=D^/6H?^NATR?
4W)B+>0^8P.|2LV|LC+|Z/ M,!\$|0J<_3<_A)(F#;?N 'P^N=6XB>#7|TKV/\$Z8_8X?
7*^@&-^JBK|#1|S 7S|/5C\$.PS0M|SWH|S7 M;Q@@K|.Z7B507X9+_|H>|3P=|ZS|E-
K,.DF/0;G.;5A_5W/82&|!%1|_T?
MATZH/_Q;GGT0G|M_M_HP=\$6CRZ&WX9AOJM3|2ZTOPK>?QXYGL.,I6,X3,)'MX#+')8)
(/V@>PHX""*+|8:CW\$J3W\$#!WP: +O1-MAG'0(:?2NEN|^R^,&L15 M|IS,:>C^2)X?(X-
7|P YWY&=MJ1@)YT|+B07X|:ZW0?S.@>|+@+.^Z\$:=W!
MA'489GF(2<.XL^!F|/"Q_&6F2?2F^<24A?B"57;3NQ#-/\$N8?;)3_|^Y&&<"8P^(L97(
MN ?E3F^H7RU_|#8AVX;L.&2G,@2S"=,B)%9H+W:<#|_<#9,|W9YCIO5CA(%
MLY&YD&ECDF%U,M/(5OZ=JRU(V>S^1>CHX@:HS?'IKZ\$;_VAK81|E=ZA_L>
M|U00C)T69\$:"!%AK&K)S|7 106WNQ81|^LU4IZ M92/3Z@Z>74C47H-
E=^&EY|2,V%R;@.3|ACU#/' +O;K|/\$Z#I^*+3?AB@ZS(
MC49N\$DA'=BZRBY!=SA1:@_Q&Y+2<1M2>QY4# M6'<;H^E1|XPSB.>J7F5?)
;C%P+AH0VXW(V4&43J+?.Q9@6C9R,1KG:B|M|,J;N*B\$|V\$*M|\$<|HZJ-
F@3ZZ6^<|> M|R5,J3N#I/4L>&V: ^&*1/9M G XI"?@*CP8&.3'3DH:.(MD5J.GAKT-
"&S@|S|P,B91=0NX,I)>&F+ZHG@.D92'.YCO%1JS!|X|>RIW0^ M.K>8/\$O_C &AD
_UW|)"7J"?=7M'X(>,|)MZ(C&_D3TI*(G\$SUY>* 8/17H MJ>-?W)
|L&@8|QFAC4J5Z=@Y3EX| "XC1G0&##NPON'^Z|\$LXS;@L-)#T@)
M)UCFAHRZ!^CD=1NVM/!^|?J+* 3I4&##HX<+.* I>K,&BC"H)V*3_H^*>R
MD!25A*2K."1'12&%*@RM4\$%HO?)#V^4*&U!>V(1R3,N4;=JH+-,N99HO5X;Y MD-+-
CRC-?!Q|!+|1%O2L0.<E#-)+>786&KU4ZDE6"5F MLXK,-A6:HY5O3I#+G*H|E+S=M
(-GA=CCTEO%>\$+078
MDF_SE|L;JCRK13E6N|*MLL5'G*6XR,L5&WE(.9&/*;B#?"I8B.^TSIT+\$3G*#2IAY2G)1
M2KA6R'LN|GE<|F1/LJ,"%)&A\$E|S58Y(Z+DB(A72D2JDB.SE!19H,2H"B5\$ M-
2H^NEMQT:.*C5FDZ)AUBHIEQHV|5!&QMAH>^|L,48|C?
2L<49XR|'3*B28RQ*C+\$K/B9&<;')(%VQ M<2|%Q)4I.KY>4?&=BDP85D3"
MD3U|J6N\$/6Q\$O +0I/?\$B6Q%=E2?B|PA/^ MY3X+9S;Z!DBWVD\$|*7D%C|5&

f05fW*Q;DULJ6TRYHRJ'#!/%D % M!>94Kf4,N2/H:VNMH":D 9* 2YV)/)>VG @3U)
((YKT0Y_13K"9\$^UR)8:
M(9LS3E9GBL*=F;*D%8)*F=.:94KO5UCZA\$+3)Q62OD7!Z7L5E'XM.*K|. <4
MF/:^@M+^J<7('T5?-_2L"52!\$N "V4ZCID.^"Y)!/(CF>D2ZGVP9P0K/-,N2
M99,Y*UJFK"2%9:4I-"M/(=EE"LYN4%!VMP*S9RH@9ZG|9<)9_L MNQ'^#(_ORB?
K,|U'SQ!4N8.4LQZ4@T*0.UW_06<*2.!Y+-
#*EE|^D7SS:^1CW#R1#|XTU+X9JE<)M2,H,2 >)T-
G#O/HLVQ)>A'Kf52,B\$Rf\$X*H'EJ9F%Q@5NVLKBV84<'ONC\$
M%UU,)%)T\$;Q>^Z"KWWCRJ2DQTDDB%UDJUUD+6V/P3>Y+N?J0L=#:#BA!I0
M!LJ3RH@!NC2B&OUU1OT'#DfW^D%=6<21"=?N"6"1Q8X^f|B@3V88"Rf3^S"3
MR3"^&*81PWQYB/X8F@V(B4'B/8!%:(WB|=4*%E|_M+6. |EJfH9|@^+DOHDABD
&,>L@=(HQBQTSL&/N2YF#'?-B/ 7P>;F>8ZGG M(F_N_3%G\$L#Q9E_!9QF?
XV348Wf7(^VL J7>?4fH)U(FZ.@fU;TAJ\$W8,"K M<fH&0Y-(3XQDSY/T&?M2%I-X+
<6.Y<99*<3&2?3)26F>FQ%7(705QJ_DPRM. MD2:)B>7&?
A3&Yf+W55f/>!KW@O&8T40,8#++C:Qf)12f_C.f.)@Uf=*G^WWX4
M>6LB^&0fG^f3<7JJQ7-ff+8\$SR%E6XUCPYDKMC ^MO#AS>?R&8Cf*0_P^>J
MPf_5.5U_.7\$OBGL?BC<9-.'_'A>"4GQ>22D M>f|C'W;L3_8<%K:/SKT0X7L1N?
VL(=L?C=SU7G/J)_NWHf|V"%T6;K'/0O MDGPFO>W;X-
6WS:MGEWf: @Sf)J3JQ1)Y@^Mf78J'ZEC^>fUAl8+fODZf;RV<8'f
<fH^+C+!Yf)QAfD_WZMRMG_:A MG'A/SHEGE\$R?V7f8/^W7,#:0/X@_ 'F;1?Y@^>8B
>Qf?/?;!<fOMBfWfFS/ON M4,X@V,:7fGN8E6^?
KO^L@U^NGLTGNT\$ _GDQAf3Z9K(=._f/N\$?OIE MF9>"/M'CK- Of:DfRJ^>
6E+S%7_)J&O7#?#?f4?Q@/?PZW^!?:Y2C%D_PZ8 M>JX^(@/_@f(Sf/?+VMV\$4?
VfP_I9fACKLYU7XU,L\$S:_ =fZ.LU;,\$Rf,Xf\$DZ Mf#f8ZR.Z%M/NPL2G,?5#f
fTGQAF@1@WBVA/J#f8f&8>#.,LB+_*SWT>Z%OP MNf_#9WX+QSRN?
+T(2W@6fO\$4=CR.'A?Q"9%|R=fD_MIN0 M:P=QV.Y\$?
@Y^*f|^2D*DWKT/XQ+W/HQ>VC+HWH=Q@7L?QB)"> 4<>ATZMF"% M;L+K %XY-
V#f3fXCW00A7\$&YZG@MfX0NML;VF08fBU8^_'%A7#NO7#=#/7"f M/4f#6BYRBY!;@?
VUV@F;W 'f.P-NMYT8V4,:,:6.+ =AQJE82&1OYMU/K.?W) MM,(XO76-
7M%J(fTUNDfZXfZ0.fRA;PP#HP:P4fT8-PAfY)N390 Q(9KBF(S?7 M>Qf
(.2VM06XC7_,QZGW#f*SD99>)UW*3*6"&93Y+,T MRP>YP4@TN^L/Q2%
f'C@0'Z&^K"C1P7(+T5^%?(D-U&A/3R_P@6S5,S7FRB MfQN)f;ZHYZ>KV>NJ'?-f
Q&M&4N_f/,>HO+'GSF-)FfC@(^EB.>YCVNXF+ M3H4BVX+LZ?f# O(=C(P,=.2BHQ
=9Jf(7BVD/PH8F?E\$O4LW M N,\$XE?fH^fHfYf)M\$fFZ5E\$'f;f^fJ.V#f)J^5Z-?94A?
BLBf8%:YFE?M8 MT1.fGECT)*"B9XfLf+C04X*>*fXUN:M\$N?
fD#OVfS8C)fMfJ3)f+L/@Z<f|X M 7P(OM\$&8P_.F<9?
YHC#6L#:#:":UQ6DRZ6f5VSV45%8@fJ"0U48:%9!@f\$TN
M_TCE^<4fURf9.7YfRO;/499_H3(f#Rf4f4*_T@_ZE!Of*&3A7J4\$KY0@Z32E! M>Y4<=
VX1TFfSX+WE13PA=:@8SXZATF_ND@YFD"-4??@=3'7"f|f#%A2VY%C_E
MFH.4\$Q:Ff!"+LD)fLR@B.5GfP@M)""*&9"HUQ"5':*E20FN5'-:Ff+ 92C3- M48)Hf>)-
fRG6M!=57389Uf)CMGH&R#5:"0Cf< M f|f(:fSL26+fH*OQ0D<=CfEVP*59
U1HM6LA""KXJQ1BK4F*,,:fJfAKMf)LM18JfT52O"UBJf?4 V^VQ9f2MEC3A-
EH@+P+4R1QR5V?Z,3/9W>81WHV,4?=VQ MGAfO)2CVUEZRL26=fU)!f"O8D1OHJf/L)?
J3)7fLYNAE,L6%1'VJ Mf48M+-:S#Z@>E),*%_*8"S*PQ^*B?103f:>H:'f%1(?(%FV6-<:F
M)fAH66(298E-DSDV5Z:X4E"GL'AFE0@1A<004E#">@4Ff%) PA7RCf|=?O&/
MRR_N#_*/^UASC?O T-=Jf \$"fI< %LD_:fCAX+PE;XD%,K(^B8GUEC_.7-2%(
ME@23S(E6F1(C%)88Hf#f\$%(4D92DXJ5!!R=4*3&Z5?_*@_%+FRS=EK7Q26-U3
M2\$B323J3X9M)OP<fM",REX%2@f"N^DfJUY-! K;\$@N@f\$T4D^_J6
MZ"f|+&09AS@8fTE"%K(@f"%FL4%FW Mf+E' -E+QB<:0E)fHf8P\$-MX+AfZ9,_P4FAFH
MP.Q0^>4PR>4Q@;@88"Z"QH6AKDS)fHYf!@:)TSQZ@=f2D\$KIM%*^5
JW*fIVNQ4fB2LD&2LGG2fA42B DQ62.1=A0 Mf|JU&_NAD%UV0@THS=B#A,X\$J-
Y;4>O%0IM=J\$?"AM8Y"/?A:6,A,:>@%^,/^RW\$1 LDN1D"U01):X0<-
-P" _N\$^#ZC"Y=D' MY*XfT=X4'N/RB0&ZU%KBJ?f\$5f!f:J
-1R=90f9HQ8YVf. @fJBSXf1;/PMVf " <8> MI#f)/ <>,WF#f"Vf?)T"EO#088f1f! MG48-
9M"=Y"%f'GGJ(D?BY:R(D8_.Q8Q%V+,6.Y2PPDTPNR^G8Y31H&8*6fH6E
MSf.+S^%SD.6%f\$-3Y;ZFB08&&WAE>G;f^HSZBU%f|M6>1-?
HUf|&f>9'@U/EE+8K8>.S:%>S:H;F90GXJ#3T7P*0C;M\$3:2'fL8+Y< MfZLY^5#=# f9_"
fFJK.fJf!_9^"F MQ&f/'APSTXG_;&f|E^NG^LOTGf#3023HQ_TG^NF,\$H,D&7fH-

NH%!XG7:YD_M;F2LW,C\>0.#
/H:>QV=>0V.NY+Q<27.YN#=#RD%W"KJCC#TXF!BPV.O7\$^L@
MT_M0JGKU&&30J(6X:R/RG-MQ07ZJ@TSOU3J\$P_@CT<8*P!S9SS\$ '@7JR/
M+.>HYSXHXQSBH%5>_V/SZC7J(!=YI4V?T7KB;^1,GTMRXCTR MQA_OC?
T@QB8"8R_(B\3(Z\3&\3&ZTQXKJ\YKS).7Z)C?XT07CC@00_"V/I@ MU!^,7T@U?
J7U2WCFY^3.GY&_?^+.?@OT'MG\VV3X;+(NWF"00\$:PO@S#^C6!
M^BN8T;.POU_BP"=QX&-PS&/N>U\$NQ*PK,>|.V-43|.H/W&=O&/4/XQS.R/SU
MAR_EJ3\80T5BU_&_?1AOPKE/PZM>@4>|IOM7:|M_W)|'X/F*_%|'-SG|\$;C='=AOF(
/1)#>0L#<2,==S_78,U56\0GGD_048-M8K?W#(H/?\3K.6+6N+WH0;C5_?"I^
S1JWWHCB1GXOL8KJA2C?#=#FYDPKJ> MR>I:.)JJK8;:7,7@/,HBNP(I+L>-2N:
I%.)/O:R07TNJHL.OS\00Z/R6T/+^*
MNM5;@S!T&^=@./+MVEN\W7XUOC@(UST(QSP(E_D9O/RF,O%V+\$/?US I+V7 M"?
M)LI=|,MSF;S.8>+;:3L^"SMV,J#.8.!NY\56;LL6_FDS'CS5_50#4UCH MN?
_#J\$.887._5_=#;|B?|OYV_OC)A_0;B_)R,U;AYRBY%;P5"M16X3XO,JU\Q;N>^S\6GG
/R\$7> MX7ZZ=TAN=_/8&19@!W\$@A3D9IQP'T@9 MO-ZCM\!W8,J-
2\|S3W@;OM&\L!;:JT_1,^2 O""DF8_61(!\9*7@|'=DYZ"Y
M=BFRJY\7CP6M>*.!'E6.Y8:NU1::5T+\$=-,5#41=4V,Z\$9&?Q/ZF\SU.<|T
M;.B?)\JR:"Q3QK)L+%E=W0I#IW?_0P_686\$M+;FA=ZKIQ2L:6DE_5#!J*QCE%8S("OT
IMS+C+\$DS#?^',+RVP\Z M0:N/)TUIQ!<-
^*+^Q_J##42#>.2G(#|=^3G(+T!>J+&8J#!V
M\!32'P7T>CZC.I_1GZ_|@G\Q;4H;T;4TP'.+<|^P)R5J_K6\KN)Z)?94X(MR MXK,./BDC-
LJ(T5+L%\$\$.ASH2\$='#O(*D5LA%|;FX8M(M_%#DFX\$5'1'HB\$%'(CH"-&QQFOSD"
N4(R1\$*4\$F M)0=:E!Q@4V) E!("XA4?D_(R%!>0I\B_4L4\$C6!'6!844\$+%;!FT5A%!.V4/
MNDSVP\$.R!QR3W?]-V?W^X=X+-!3N^?-DG'.0XL-
"%1=J5FR(53\$A=D6'Q"@J)%&1(4Y%AN8H(K18|M :V8P19C,LINL(%
(V4\IOL9H>L\$+%PR(C%4BNSIO,,R10^7V'A
M:Q0:OD,AX9>"6Q5L>0B\JB#+AQHW\B+9/76H2NA)\$<@!&2"5:TF\%P\B;+Z*
ML@4HPAHDNS5\$MO!062TF=%ED";?+;(T^R3)9,T"^PFP5"K4U*\36_|_LO7=T
M5%7;N#W8@%"D(PH6I_@05!!!401\$FO3>.TEH".3W9'I/9I*93"^9WGMF)M-;
MRJ0WDM"Q@&#;BJ*R?WN2\+|O\ZS?|Q#TC^_JU@=K70L2,G.N?9\JRGWGWF<0
M0\;L1 P>DXAX:DP.XLDQO8@GQD@0CX^V0YH0CXV^@=@="WW\JE;-D_O,V9!U.3
M69"9D*GPZ^?AJY^#/-=QHJY'##VS).(.;'(T:'HIX>G0<8L3H88CA8T8B
MAHT9C8@;QXQ=.QSD*F((6-?0PP>|P|BR7\$?(IX8OPKQ^/CMB,?&'T,,&I_5
M_|#||?|F;%PE!.998|I&;(SU0\%MOA\K'8"|#ID^L:_.^,QDR";I.&#<(.6|L
M\$X@Q8Y\|C\XS!/\$T9.38H8CAX^(0<>-'((9,&(5X:L)8Q).3)B&>F/@"XO&)
M,Q&||3,,'>@9>|Z=.^7QA.@E>@2;\$/D80WO\^((=!A(G28>!.Q#FYGZ3,P M?
>Q=^P3W ^3E27WUG^>@RS/P_|>/?PPQ=OR3B-'CGD*,@HPM%F@69_7FIO_XSJ;?^
T,V\7'\$MF E/(\$9-?(Q\$C)|TL.(N&<'(P9/'HIX? H|>;P_#|X78P?0N+X7QPH'+|'\$ M\;5Y?
0^0B/WR="J&DZ-?: F#@+ODEZ\$#B^T0+[M?1\0HE@=JG_JU33(B_#K
MR;'Z#_R_"9,&(<9"1D-&/CL(.7SR8XBX*8\K_P).+QE^!)="H\F4X;WG\0 MR^V%
|S0MP\LE5@/\$\$R7GX??>VYR7PUJ/Q\&0D_-X(^/Q+|<\$<<.H@Q./3 M8"XU
Y\H7X\$>K\%8O\X\|L<9;G "S8(OF_7WQYLPWWT3WLN_"9.W6=LAB7T?
MKOD&3!1>A\G':W!/?O/HJ8O&+<#_JYW5OP;L)?CU%+BM9Z'+!,@8^.^GX?='
MP/#&P;=|'J8(C\&4'O\$ZO-#.@AZSH<<<>.)_&|9B\LB^(O.|9_J*6_/@_ICW
M+F1IWX,5YL+\$;2Z\4K\3ZXF!N>9;#;UUF |B04C3^OJ_8C6@_%^&V)L-M3H2,
MA5_#PQTQ_H9U*\$S5X&D8,0@.#5XHX8L@<^%|JUWH\1\T6#BTKR_EPU%|"QUC
M"PYC\9\8^J_//^K\H)=%.(^!X;|Y?_GX<)T@)X)_>M\W/YK\;S6@2?T\ M2*/@>\$?
|0Z%VWTRMEV8ML*+.'P=Y'X\Y\$/HL1A>X)<,(ONEQW+HL1*>^%9. M\.)B3T>F'?
1R\$OC SVG\2;+RV#2N\3>12\)|PIN4&|W/ WKCM;X^H%@-;#++M>P+|>O2L_OH/W.
|C.)SP\X7WBC;QW:F/OU\|C= MQQ;|JU_V\;YLO\&|WYOR+_40V!,=C_5MR
Y\DN10W!^'H(3ZB\|XP.OA_" M% ^V#YXF|,*=#>?\$+IBH\FCJ?1\0:|A#;:TK0;:Q\>
#T@3NPD'+^L>Y MIO\|FPGX0U8TK"^AA-
N=|_O64#CH.K(C_OZ;WJWNZ%_FSOZMQ>K M21Q!_'M MB#T'&NL3 M\|S|/-
U:7L#W1\WQ4)SQ."#"5\)|@6V_L3' #>BBOY2(FK^U;:S4;:GM0;:PG
M^N,:N^F/U7ON\X/\$>EWNUT'NK\.);>M^S>7^VIA8\T"L%R3V,(58,AM+J-OA
M_.B*/1<\$G03:X\FB&0ZZ_5X_HG"-;,\$!>N?08\|>130X;LQ\NG18\.. MFS#QF6>?
FSSEA1=?FCIM^HQ77GWM\5EOS\|S\|CMSWYW_WH+W/UCTX>*/ERS\|
M9/FG*U>M_FSMN04;-VW>LFW\CEV\|^S=?^#@H2-'CR4D'C\QZG12\MF4U/2,

MS*R=??KWS^/T_KP!OKGT?C_?S/^08_%1CPX-N3A<,RC8H,>#T<!*3;L MYV/C?AD.?
&9LY&_ \$A0X6'/NIV. 7QD;_ \$1S^TMCX5\ K(E%8\$,L!%MA#';& M@K O%H7#;
SQL3B,C'"6FG L-G4P.(VQZ+3%PM,%XW,A%J"K M,\$)?QD)T,Q:C[V&0?
HI%Z;=8F/ZZ!TX>37DKMM\??P*~*P?]^V3XOWQI/UI_
MEX#1/T7L_IV0/3AB_S%@_Q800*!!CSWV^.-/P!@!-3@6!1B&8<.'CX"1>'K4 MJ-
\$P&&/'P7!,F @#TAL1&!(8\$Q@4&!48EEA<>@/3-Y?^+3*!@8%Q6?-9!%""
M1]!.W7OW"SQ\-#fQY.GDE+3,G+Q")_9/I!33RI@L#D\@Jl#"PR5VM)C,<(B)M(_RW?;-
B=Y)\$1LD'"4<)APG'"@<*1SJEU_!P=[X&@/WUC=PP-H_UM.\$E^M_.FGG^&X?
fUSY[???H=C_ ^///_ZZ]ZC\?=\$ASYWHV'DPJ_K1^V_4#.2%G6^ MK8E4KK?
XS/&N*EUVR*K 1'I1LZ7&!& W2H'4&+5LU11^SKH,,Q
M=Z^#\$A;ZK#C,XO/0,ZK+%Z+,.?<#EUVV*+"UAN@@Q8ZJ*&#@H/H
M+^7A+U9P"9<%,.)5#HMRf9!2<fC0/&S!YfTCfG=%AY5\$O: ^K0\XU5K?YF,<>
M+B+0Bf^\$Hf#N%(.Yf4_Y5SfT&=f6H:f=fZEE^+f. MF(/O54W\9G-
98fW5.JR(V;HH(<.J@L.AUR\$f9((L#TB/O8'"WJPH4<9G!?-ME,fZH9.ZH4-/V_!H?
7#2FIHKVfCK4VISG!:f7E1\$S0020#M"@K,.U2\$>:<
M6(Cf%@@P/1SHP80>='B,_%ZH\$-7Zf#Y76W#fK;6#Z-7>U_7>NSK*QVF1*f!%
MFQ.Q0>U#-,LEZ#;,*f3H3H\$(W<45HKO+H463J7?8.fTI3H.T,"7100@>f!-
TFK\$!Uf,2H3A;T*(,>)7" 4/CX Mf_ ^4MH:X9SK:AKW;WCYL7V-T*-/OF:-W5FZR6TTG?
9M;K5&A8G*Y>@fL135 MPI>@VMC0@P\$fZ"+T.:H0TT44XKO_*:V-<1/f;VH?-
:VF+.QBM'fKRN-fO5E9N
M<9B,) U;:6Y\$!1TD"E2C0(YJYDB1K4P)LHU>@6HOKD!WD,283KP(= ^Z?TMP4 M-
Z&E?='CfQK:X(Y&Z83R'ZSV3Q;:=J36>fJMTN1&Y&ETK4J+fJN0ID(U;:*++
MD"W%4E0K68IN(T@P;=@*7/L_L;\$Y;GQC>fS"NK:X>%_-TR)KU8<6K757E=)X
MVB_3YX8JM*AJGAI95ZY"1NE*9\$,QC
E9CFHBP/V#E6&;T3)fPI3D\$QER@P(=*LS2(JM+-:C:8C6JCfQ"1PD0 MG!)3CU9B&Y
*_#^fIF7H<^&.N"7>MK@SOM#S,9 M"l;I4:\$2'2f"UJ*K"5L-4Z#J<%HL#4H-
;ZV2\$WXQX1:AfSHZQRZPMX>EZ%L MFEC.fWRJ8fL..LNMR2ZF.O#&;\$ ^C!'G1QGQ?
J21X"lR\$@,%!M(_YHYOU/C??!/>^MWfXJ;:E:_DU"N6 MJ2+2/99_19+3(f
fWNH2XH(.#BU26X^fJL9?@&,XW0;*026PTD4-RIPf&fMM)CR;@V:U_-
W>>3PR.&1PR.'1Pf_7WfX.N8PH?;/C/fH.YUD/R+0W6_0V._M0YN!3.f0\$ZCGM#AZ-
W3H46-X?YfLf_J?'W_%/f/;YP7H,"GJERJCLAV0X?3
MT'"6Q5SX&%K;&QLO9F):S*6XEL--\$*CDHZIR53NC4\$V@4UGG51CN.>_fO!
MZAfYfHY_)S?O,fONNF8#AV6J"/R7>:f)334P\$=1+B0G8^MM7*Q#286ML7
MP+7K2O'GM#1BCfJ8?\$(%)IEU6D-F7*XC<"W^7F,.O@?%SfL0:B'PG
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M;+N.@^M2L_7E.7\$R_)RRK58#4/(8%WATCD7_RX_!T;.^R48';C3?
>+T.%#342UU1Q00 =YIM>f0(9MS5FO4YL7CM4@-%).BfP"TR&&N2Y? MB.YB"lf\$lf#
'F?F,"9E/O\$#D4_fV7X6'C?TA,GKVCZ&)&V_ZGLN)ZM_31+0; M30'U48?7<-
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VZ*BNfKC7>fJ&K>UJfL:5\$)R@.#N76Y66@VZ) M,<4O,N0'^;WY/RJ6_fJ?
_+^6HD;5\$6'^CX?f" N/&;025Xf4XOfVK=&A3f>W MQ+W:T3%L37-S7)
f=.UVGL*^SBRQ'77Q3Jf=GS._-QG0(Y;_4V#^3f2@J_\$P M_f=JL+48-
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M39^44ZKW5)#fHf1D=Z:1Y"RTX.W(2DPEVH&R89Q(*fJfR(ISP>^Z"RP\$=fZ%
MZ,DSD_XV@9;f\$lfR=0Q;*?QBYA?/f#<_ \$E7fW*P%lf7DU M&:fL2(XD,Y0O2Pf6*5*
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fY;f+BXNX&3APO8R?*VMA%!OH9":3\$1*BQ%7TF;_E';H4:Q./5)P3E4D MZI
7B=L>EGfQ,+Z3>%Y44FO_R_)%N!G.fT"l,?%QP5ZZR!,7)VU%-fH+B:V

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M.AJO2T,EGU>1:9<4)/9E,8'7P|<+.JEX4?O#B2H>G8&L,<N2|7H?IRW\USTFH'Z?5BV
#H(3-K\XQ>F1Y/750<2|M=9!F
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Z|#: &A(DV?|59IT>:X_L?=9-600#,J>'CSRNXQ.L2-OFJ@\$7|G.LNOID
M<"^4T@5==)JP|V&|.#B/^H M/,@?GR|!A5N(%S0+HL,L8JCAJH MQ.
2+I=PBB^7|%@7J1Q^-Y4E./>PQ|S^=#TSXR_GU\$|^M;Z1>\$\$(GUXMVFD, M2PJ9
|KC3H|FU>O4YH=C01A.*:95+L9TBD68+IX TU/.QYZG|? 7*3SR11*_M|
)9R.|F|07G'I8_W*-&.&>./VO*NA@>SWQO/9=>K5XAS\$LWV<:.(ZO,:D M?Z|M/-
ASA_K/R@58KJL,"9\$?\$|3E|!B.<>EKOND2/N>B9,_|/U
MXB>_5KZ6>%X_M|1&LL4846^W!,W|*JM,IWIK\$!HEIEXF1S<+I:A6C@35SJA
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M|-6FM2: ?;O=8DSR.WMK\$.BH6(%JY,F1S4P9LH4&72@2=-O|^@.J@MA15%<
M45A!VA^|HT8?LD595;74K+,><"F,9_U277Y8!|-_C@99RU_C
MZTI4J"A%B:HG*OOK#PHL(U*!;RR4DYH*Y.2'YG)HZ+ ?PZ->_BDT8>G/_LD)
MEP+CJ7|?RQJ|8XU-9CGB%IM2?4)#09 'J!E5#@G'!JS%U6 A: MA:M#JO#10A4O6J
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QS?|(. '8;Y?P2GQ42P6FP\$K<55(|7XWCR^0//P
M=\$2&#.VNCWOQRZ81B|LZANUS=P| #24-S9=S*G7:6|7@5TY+N9ICS/64P|R\Q
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M,S(:TMAIT2Q>2ETN_TOMOC"YIE"45(T4GZY&5YR*8"l.1G"2\$V&"|)\$28^-"\$
M&@?'578/GE'OQ|A%#/#|6O+=V;LP/WYTK.#6VN3L+W=E|ETY4I|!|03J5;|9
MW/"N=&+"N2SRL& M N/+SP/=6PN!L,=WXI79W:S=S-KRLX8PF6YUB
3;?.LGMH5)|+A(U M4(6GA9R8TK
#R8@X"EG5|@).C3V/7UN9*ZZKS)'76;*5#|4CAT<.COS^MSL M' l.4Z'#'.BP.;>!?O9"
MH/I@QS>2E5E=G)VL""/9%"K/L_98A;\$ZB,O#)'A=I<2 LY@<=I HU96XDEH;
MNC1J13(+ (7L1DN^H,F<)>VG2YRFAQE9,C%I(E\$8SKJ3%B"YK,R#9|88B88>J4-
PF*Y0V5O3* M&OX&8!X_!%B@>Q\$Z:|;LN"5=GMW)WW4H=E=.J3@G_PLAH5%I<
%W!P<=6VPB:(.)D'2PL#+&A^&_W9X#3K,WWE+OC2G@|^%5|T|M9 H)\$ZV!6
U"DN.MDJ!#_U4'X6\$|&S|>64YZ4JL!L(O95|FE?|Z&%1A9RFY MHI5.DC8|#,
ZML_!#!UT|_8Y"#;QJOG|36%QO#4@37)Z9%G>*ADR7"G%1LUB M;
(M>B#T76X|BX1"O\%B4S|D/0+|.XW_O43MO*C|.Z1"OY?;6(&3|+0%5
M@L.K/>NITN6&+"IL5!OK@Q|C.H1"3!|=+@.FM/Y|YE(LD?OEY\$E_0162+VPE, M27BW
D)2BL_PT1U2YS4'^HTF<^X;|.LZBP3H;MB|0>"@'|@>*Z#UX\$3<OTU89-
IK!|A|5A/NDU:G,CL7404CFZ22!#M91+4&VT M"E1L|<\$YG(AP#BVBG\$.*&9THB:
=):YH>1A Y>C|P|L9&";O@_8W|IY4_U! MWCG-^ZPZ|3)MK>,3G=N^PVXRG?
9I='D1A1I=)U*B&CAR9%.9#-E,E.):8VL/
M;!6X=F0%J;VPHJ2|0,)J*Y")6AX&8!AU&#@F30:5TQ8|^R=7VL7Y'5;9C/J M|6|K
^|!%|K-MCU-C3|;+=7EAB09=\$UN#P%0BZVG|ZP_P|N!X>C|P3IP,'%,7
_NLG=^8YV1=|+U07|M26%UKK"HK0== M,M-
97X4^+RC4H2(L#;*F5(VJ|KZ^@_ZUA_@&HH4A(8"!;DQ3U'2D*-D/!1_
M5HT<_*=K_'/WJEYX#U2^NO.V>UK*Y;:1&(?_-97*L@P(UJ2Y/3:W+4=,>BA_Y^;_Z9R^
M|WKCV/B;|F%X;?!MNK@5F9_MZ"BSIO7W(*|Z>Q#(O3T(&#_.V->#@#>@
|)\$>A\$(#;5B@)P?S|-2'HCLP^,DO MJH<|WW-
J+DM/<,<^<7X|EYVZ9FB|L;Y924UFT34P!\$EQ7-&1W9EFTC.0BO> M7E2)M:/LZ\$JT
VG#.(ML6/A=7%6!%5^59R6X6&2J0IP<+%6D!H#
(U@%*E^# 'JWEX\$'UZ3|'5J'X:FR.#'FAN&CO%U#WU# M<^?I%9R|S^>F?
O_6<68^|NV!WX4|KCN9|N_E4^HV|J?
5X7N+EL,+X2ZFHHQ3A#O84X@|T(PG|N|&\$_5U8XMXN FEO)YG\.(3J|C|N|'EBO "-", M>
(4&ILS'@S>7%H%%.W/^6KTM_;>M^T|_M.=(_V#B8>_33AUX;IY'U?GSV|
MYT9ZZN|KV6F|OLI+W_E50<.:+Y&9V|I\$9VW_I>U|0MB|M;/*3D/U!-?A*H
M9DX\$|G=G_&R57=Y&X_<9.|+NT_16^B94@CM")+B(:W!4LH=C^EV.DCT%Q>
M;*G;@V)X/44LG|N XW?G|?VN7%' E2T)N+(405>F-FC/U <&RB.'1P|^QR> MZW>8-
QM4Q|PV'/F:N3?O?.G)TB9:NBQ,*|2\$Z#A;D\$:V^ZE4IX|8XO+BZ|X/
MFN%U%Y7|706<@@"N/X_.P:IL2:@J2OER9FI#UDQ=<*_-710SY@(%'-G|G2
M5;_SUQ_YNGQ/?D|90EE#:8HB7)IG"95A;(\$RDL-?0JGRDHO='CS-Z|:4^EU(
M9K"JD!URYO""SEQ1Q)DMC3BR5!%KEB9BS-*&!@I0/PL=ID|\$RIC#DE6_"|8=

MO<':7=##.JH+TM6ALMR+"\$&LC+))#IJ=)++0Z5XW<1BOPM+#SI1C+"CD!5Q
MY/JLFB&GN.K-:I:HU9*NK-=G:\$!FDE/LVT"4#YSFP@_ ;C?85=A= DA
M1CWCM"K,R+0\$F865_G*!TUM&='M*R#X7F1IPXFAA![JLVEY47EN9SZNSY8JC
MMAQ%U)"MK-/DJ&H4N9KP0/DO!|7; ,8?50PO7'K0.WE'8S3K C#)/JL/,=\$N0
ME5_I9V.K0\$R"QWOK0>%'(3B:CN&7FLK*HJ:WD-
EKR*1F..K%&3JX@JYVPJ|V7N9T?)\$39B58@FRZN8^*"#3JRN)"C
ML9X8\$XK18BSDM6D*Q&WRFFSIS#>("Q4UO\$+U9&!TNA0_'/R M(E%|19&D15 D;^
BE75LI+IZH #MO">|+N8P!SI"!U6QU!7;"CL%FOEUG\$/
M:L*!\$Y:@(-7N\$^:YW\$*LW|GK7;4-=/Q308*N5V++^U68'@HVL P'+2LD856
MUC'1ZNJ! G03G^AUT/0|B%?'WQ"M*^P6;F+6!?=I(H(\$2U!TQNX3Y|C<8I3?
M(<16|Z|-8>):=71BEXI"ORPF DZ MS)X-%
(N@PZKX&^+/"KK%ZYE1X6XX:8Z8@Y)3E3YIALLE+0K8)=@:BQ#;:;#A
M.M0LPL58#813PKG(H K/E9(KVF@D65.)41\$M)JAK!@K037@"Z*&#-N;PP>H|
MXI7Q-R2K"KHEGS&BXNWJB.2.21/K/0I4UPN95| KL#6F&78)HT8>TX"|WXV
MFWRUC,VY5%(FZ*+2Q6V48FDSA;JH)U-4M0,%Z:|O#D;:**%#Q6MJ@7*.I
MT6XV1,R|S8'*HXY*0WK '-I1S3)(*Y/U.,ZJ0(L=TX;4'*V)W886B=BQ'
MTH(MES5BRY1U P48>AW& |VLV4"UJS*8,@(JF\$<)##_Y|+:.#&ILTA
,87Q@/|&V"|J8+5ORD7|NE?S |DNT=:JMSKJ@^L\$!5Y=QB-5@2
MW2I#9E"N154+5*AHN0+94"Q'->.EF%:4A-!6("ENRY?Q-HYJ^YJWG_R+?
6N1G70*_BN^I?+/=X%^D,|AUVI?F\$ M1VK("HAAWL V)Y?|P|X_U|1Z#Y|R?
&|09Z&|!4V@?7?-G|9Y!W|POW;FJX87"FKJ7^(879^8%)5|'17FTQZA,=O/
MA_D_4X>*E&A0U;|^ ZP*V|MW4*BU>!/HWUGSE^/U;/?
J7DAH03PZWU\$ _DRMWKS\$**P|Z>)9D-|>4XV7#_+_4 M@_K"+^W_P"C058C-?
A8#T%-GH92DZ.AU61KF#696G|U0 '648|#VZ1QP#IM M%K" |L?+|N;:R^..>B_/+90T_
F6^!;IV;:CU0RK6>J&)8<=YD)Z8WU(, #| M/I9_\$,3H<4&D'M_ ;0Y"O(X=S=
<7A;%UI.\$O/"@T44#GR<6"?;!94OCCK=^|+
M'U_H'KTL=&O,4>/E9PJ%S>^4,2/K*^B^0|J2JF1SB3W;7FPKJJ)8T&ZB&>/% MF; ^C
GON|H4& D^_.U\$".D1;(-L;Y|K/SF&/_U4U9LR|JN?>^++YZ;=K MOGYZE>7|\$A-I&
<&?H<)Z<|4H3X&AT%5DS*| " MF7.KT)9L)|:YJB94'.PF<(8*"V|IP8U1(<^
MZ>P9/\$EQ;^1;+#!E*07,WH""^|^|NO)|.YQY>WOBV6_VG3YY|J#9A.L):<>^
M/)5YY(LSV8<^3|L|>"TS;_5G/Q|5_(*|EXN+-QS&5FT^Q(&N>LB'K7S(AD|
M4**AIQ!5+4-5EY_ZEDV&/LZ!4Q;@ ;O+LL#RS|+!|NV)/^Q;=?Q.WOV'_GYMX.&#A8?
VW?|9.*>|Y-/|HV|>3;:S-.| @F.VG|K;SD;3<+SVR|B3JSY6OL MV^_
UIU_'MVQ_8_CN|+GK1G|V|I>S?>R=BWX4|V_06_YAU8|TOA MP76_H ZM_1E|^+?.B4?
6_%1|= *X3./_\$;HX#P_>F_N_ (#P-RVZ3?:X6/? M%) _ (O\$9-Q7=3|I@M9*RXGD1651-
*C"%APT+HL (Z;-WT&_U0_M_#>TA*RK)6<)7=2<|F8*2E)'(6DCY&)+B\$"O#&+*|
%4N<-?R"ZWE5OERA MRYBD6@?,OF.Z4'\$FZ5'LV^ M0CM-ZBS)8#
<6%|EJJ'A#B\$JU!8DEE0%3 MI?!Z,K1>=X;18|P>2R99O=
&+H('D5.KP"3Y=!%C0@;\$WX5;9H>PKI2?(M';14;D-
)OJ*Z!&L*E5!L07*QW8^G.WT8ALM;Q')| |D>3Z|0Z|Z6^MR9*I|
MP^"S9Q|EDRC5Y|E<@| \$4-'O((8.-.708?.6.|S=";>8^W,N,Q+('?0S0'I: MCB|,0UM"-)
(M0*4Z_\$1:E0|;Y08@R|WN J|G20TN|*E 5>F.N#(U K1U7E"H-5V;*0,TL;MF3I0OHL?
4"3;? I M@0 D_0X5|T*3_HY<@51AS9BFI+EKL:GZT-J|U07F.WB_) -7H'0J^#;&:?
M@W#9(L#9N/4.=TO"+>|VG,NX0|I22OBT().G"TZLI8 M+2A/U*#/D3"MWV)'L""^
MEG!3|A7A-G(|?Q^_CG-<\$^:D6H*Y7#)DT";&104!7*>46?85D\KOH9,K6DN(H9BHJJV
MF*")4 FZ(#RU^@?"OSI_ "\$0K|C|N^S3H|^I/DW_7/LIKEN|NKQ)LUE6H|FK
MC^CCS0'C68?'E.LS|;!1J1C343WD,G\$;B29K)!8KZX@4=361K V1 M2'K_0
Z"#\$O*WIX,*Z"!9ONFNF |E"P+%X@U_ZC|X|)-M0=)-|_S;4HU|@>R^1?IY;:;#U6*
M+&===?
&.^OUR/"L76^1R_P(EJ3Y'2: ^'.7|T4RVKRY*K;G+\$ZNI<'=70"P40?,D|\$+,S"V^@|X"OH
Z?HZAVY_SL4(9>&\$K5RT,I6EUP(#- MN,> |H610//Z-&"8/?^N= _K'7|2|^\$GC%U-
VN;^>FJ+M>0,O:/R\$Q8SLE-!| MB=J2JC1SL3V_DFQ#5>\$M&#?:A/|&OY|44?R_FSC
Q_H'CSS")?"E&N7|@ M-V804_903003(-V*>|=3/Z|+SF:Q.7>F|V:N_,3U5>/XM+*
E16EQW6X^ M.9PH)?K35'A/KA|M*C 5.9&6/?
&EF/'5V96DNSIE51'FHWN3+4QG2DVGO-L MI<0Q\$(!AU"!@?'8\$, \$Y_ ^: ?0Q)GMET>|
|O|^X@K#G1?WBVZ^?K;L|H(B|KDU M9%S+GC),?2('59LB+(AD2G)#N;*L0(\$RW8|4I?
HPFK->@C;92|:=|A3K3WE* M|2<|+|UQCW! /(0< R8?B?KHG/=G8.FQ#|=M0THTA?
M?IR%OK0.6=B|EY#?D4C-:DVBIS6E,L|V9K*2ZW,YIZ,%O)-U*/|Q6JP@H98@

MC*^AB(Y5T\1JAGBP\7\4@"DK&' ^ ^ ML9WTT_M'4- ^L)UW?4M:UN?I/1<+OEP
M9R'E4>*>J=5\R_C5BRKXU*V\|M:2MO=RJ(A_M53R"Z@H." "+4,&6R^\$3>Y_M
HQ\BP&F+26\N>M1?RS9F?OKNH,9/^R,3_YNW\GCMXPXG'_LZ(>7P\5-I\|Z_MF\'_R_3,?
5\|D9>_Y/"\|G\|7"W%W7T'D\|K^+R=UPA%FR\4ERP\7)9X4!H=S^)
M"-4,1EBZGXRKN#=#B,@,|^P81O+X0"18NRP\$K/DL%&S>=^FO;|F-W\^P^=.?@
MOOV_'CNXY^?CAW?|= /K(CA_/'MOV0WK\UA^R\$K;G%8\$YLS.A_-/P-6?)@{
MUBX\|##:OV_MVK-D%\JW;#@YOW(2-F")|=LO)>|;?U?* =O7_9FQ8^T?V3L_M^R-
_UY\|R-VK?|?L6?D\|<>^*WXKW#01K\6,(20\B\$,|-9@_QHTN!->S03O_M3\$T"
|H\6#Y:|=0"L>G#8\C7@Q(I5(&GE2I"R_M:@5(7\T<9*_Y!.1_M@P@URX%V+5+
"=QZ\|D_4)?#\4#9S&"A\|?S*@\KYX-MJ#N6_M+AS7^0CA_ZD7_F^28N)_=S#_I\J8A
I6"E@RNN#E=M(&E,%EB531-JJE+46IKSVIUM6=,^MKD2GU-LDL?..06>5+
<^@K9PBN47%(W\$AB24-1_MJ;(NOUQ;D\LU5&<+3?_29@EG**RA-)TME&JQ^=,J;:
|T2ELEQ)SQ8\$ _9=&#U_M.S\7S0'T\XM=TL/' +E-/Y9RO22IZ#
(UB\|)%1H:W\$@G"1BQ5'D71-36%_M3\$,DGV.,Y0\JP6Q)92!3Z0BDZQV!-
*O#E6&SVR'F#%NE(;R@0 &=&!#;W:O_MPUN@=,LRP-BQY2YC\Y';98=3KM-/%%TJ2:-
T4?-9+62T_*|?)#19<8)ZF=|'1V)M+L*D-:G:5(F_U\|H(8@|S)P,.
M=!!|^C&0K%A_3\YJW_*-2=OJ==G?Z\9C+V@WDU05Q\A-MQ2"&#"16HQ
I:6&AE'4,.%5*T7H_'6WTT-!F5PG;XBQ:6QT/ G#Z'00QAT_>M\J)/%@/9\G5
J>F>7\4KCW\|K6)/QE7D=|K)E"Z7;NH_99DT0-EK3Y'YUCLT@
M0(=\$9;3&4DI%:S%1\$:42-!\$*01^@X(U>"M\|DIN_L512AV\$,8=W)P/N_MLK=
Q=*/@&+I6J!=MNLWXR?QMVTK4KZN6I\WN6\#|G)D%Z6SYGAIQ)TLLYHS
MK%)%8;:40&|<|6MV%)Y:Y\$78VGZH)XBL&')YL!|)+912!;G|!"<&&(X(.M0NC
7_(6D"Z&N??B-<"X>,?=RH\/_^1>=OJ\,KT+Q\WYES\A?WQA\|H/
M,G3A4U*1*|-49D&Z,5I<)%M56I>A5M1FPWP_CZL-%;#T@4*&P5=4:O(@:6;7_M@P#|?
@?1W,E_,&;0+7P?6!Z\|J^90^#&|4YGG,;M2+KZ?1Q1|*2B'#J46%%5;,"^D*,K"6?
H!:%4K2:<=(6%LH3Z0_I7X,MC&3WY_M#)/I0?0Z5\$P?"L300;I@%M#-
>P_8WUGR<_"=5=>;WUO;?6G!SNA7BTYYKBPI_M\T+6O+Q9%|_*H4.)_|-(M"/M2
O.G6LLAKDVVY\JE/K/Z/6!5(7>GUYA\&4*_MC-YLKLGH((0.DBF#045;T\&BKFO_/LN;|
I9WWP=1)UI@|*7*3)ZW"Y'X00_0=I"/|9*W)@/MFS.!X\79W\7,>?*GPHSY==??M6.?
^|>U#^AL+4D47EZ_8\9N*J0T'V83J)#\$FF*4H\!9HL\UH8UH5T7+60;F
M.IBV)\$>%|:1#;4NT6^S'33;|*K37J\KVA)>A.^|AZ1*|,EV\5Z<|XK8;CCBJ'@B00@?%BT.
9L;\$/ZNF//MY
MR\A)\5|.>M7\X\2\|7^|MD7TT\|RCC*|_2B%=79V//K\#5\!QE)K35=V%V1>M.
(9)Z3Y%2.I,H9QHRRQ);.VG'VM&E1UN(C-/E++|S>4L?8U<-E\&2!MS<2?_MH+_*
MU?&YWVQ-2K^Q+RVV#N+\$U1-Y"9?/%!Z\|F(\$Z=" \$7<^!\\$6Y?#Q:_IYM\$W-5%
M(^TX5T\>WLDG;^N44K9V;!X(T(I_Q'IB&FJ'#)/T#1VJ^VO49!&8/+L,O/H1_M\$STG=I
ME9^QXTM4Y08O\+WK'K9M_\$J/V_#56G^@_C!;@31Z'L*X6X_?>B=^_MZY>3\|?
_?;PUI_2CV\Y.?08IA|*XC?<1B6LOXU/7/<|Y?C:|^@GUGS'.KGZ
M6\&I\|B>!SA"C^)^T'8^/DCPV\|A=##A&3R8-JT_S)V="3Z>GP16?!@/UBT\|M"+9\N@?
L7+T#\|H*SBRA-(W+!G-JT#IS9O!;D;5ES+WOKZK_RMZW\|5\|MQ9^X'9_^0=ZY
_ZKD_NEN|^\$&|WXPAMPR_\$_S)B\$V,&((%D\;D@5>?2P7S_M7CX!/GCM,%@Z>R\8-
7<|6#_|BZ</8|<%;L/_#U>#PXE4@_N,5X,22Y2!I_MZ2<@9=DRD/)I"
I_&-0^.EB@%GQ\$2"M7_1*5CT(71B\X)\|*(B_(-9AP-/
MY(#GAB6#::./@3#H.XM!XKR/P*EW%X&S\|S|Z>^|W(6+2%"|)\#F(7S
>G|=P'M@P#_%.|?|)/_I35L'I\|)QZ3=3J;G7_MSY05?9'\$1G|^BH^|>D),O')<3KZW\
MD69:Z\|6DL;X_|PCAWX%'1_0P<,\$\$!AP+H@_JS%"/K?(DWM^*TB_-S\$W
M+_F;+\$SFC71R_I>I=/2U,^7X*TD\TN538LK%\$|+B"|?5M/;)^M*>>&M9S\&J
MLIZC04;/T7I&6WP3HSZAJ:PFL8GQGP#H,8,%CI@H0,;J_VSP.XW4L\|O"&
M>|CC>^|@SR3\4)!S\JE8N.OMZ%JGH\W0;JDH*DW3I#)=Z(4E\$.W\|*5MI\|0L7H
M3C24=R786.?BW9-(NRV^GEV?6,^*'|G\T\|9P_&.N!>>@K@H-F^72_W30/M\$'
NI953+B4QJ!>2.'0>I*%95VG_MI>6=)|7LCN,&3D=B);<|P%P4XS)4<*NEB9FE)3QJH
MK.NL@-61).6TGU+QVTX!:W'|<+6XP%1PXEJ4>14M<@J3I=+;(G_6<#M\;M\$Z
#\$\$3K@H0-YPSQ_V\X4T/9NN%=|9.^OE\|'OR>FIMW_YA5\CL+@+N63J>>S
MZ:5=&2Q61Rj?VW9&(FA)4HF;3YDJFD\Z)8TG0M+(Z9#\$FQ22.I-#4BO\$="8D_M^4
/'0@0@?2W'&_!V*U\T%I5N7@M)=&^|1#^S\JM23^>4I+0;Q.R":U@D_M_B*24-
* =5\+LR&)\RV\|YPN842453L\DK6>-HL;SCE5E0G!12>9+_2?L:OM)SU_M*_4I
84V)2#_3P_"="!!!S)T("Z?>AKYP+&IB6_N7W\|<;>O;^6'D\CG8B_M\|3HUK?_JJ8:P
8NC=15166VY98+F3&Y%8VJ%O/Z,6A5-LJAKDKP:\UF\IC+%_MHS6E>C2Z-

J&E>95)JJ0\\$(\\$(\HM/0IT(\R S ^>P>PUG\,V%06?;. M/7?*JR=|7Q:?
>H.65'''5FDVX0\$31.S\$D=FL!7=28S9;%.H-U*6I=S1F|WI?B
MTE>F_AJFSC.JJ.Y;VYLJJMY|PP8"4J7WWB\$02DB)!"24 (\$\$DOO??
>>YYUG^|SO^/X<|V|S|!N;.#'|.|^UD|WN.=:FIZF) MV=-4Y|?36.U_OK&"U7NFI|A
XM"17"+JD(0Z)&D>AFQ|2<@S4H4",V,HL+;|
MFF_O.I_K|\$.5Y18|GN8;^RPD.UA;.\$S>W?#DLJ&@|)IKK-*&J|YGF@=|NEK.
M.3M;.&OT|6VI972V5|*ZS90'=S<4!/4U%G/,-?P/B48@ M0%|BHR-H-
C"|ELOEOR^",^8SB<%OLSVB'Z6QDY|F!2>=RP&-|/N:D!)
M\V5F4UN7W|GV1M.Y|FIV1WL9IZ,5QF%<3T,;#;VINHJUGJ(4(+ "F=+84!G;=
MS0_J;LX+ZFGZ&Y#P7ZL4U"i=XQ#D:4M L:XRE!H80+DI|GLYA0BAW-9SIM0Q
MX%41)>)YKG?R/QE!7<2H|NN1Z35#P06MY|W;^IL9+5U5@:T=Y0\$GFLO".IH
MRPON;T|FK)#NDZFQ72W?PW_G5(_J|E0HA*-0AU(M):C0U8-J0|S/&C/' M3|76M-
D:G-JDM3-WK)P>|H"0E7DC(ZST8ESBF?:PW/;&H-KNFC7V;30|N;=
8FH0PKJD(HZY*=@A"*U/V^P*4"U ME@|4ZUG|;C|V^-1DX?KVK"WC58MCP--
&|_";EGGBB/*MS^>\$-O=FA+5VIX6W=Z2&=
|2GA'>V)H=WMB2'=YW|OX"DM3R0BCJDH0ZY*=@>@
M1.4D5*G*0|VZ%CIHFWYK;."=A?N/-5M0QT|3V3<;>%#M1|H67L4MJ<|C:
M"E.3SZ4G%/4FQC5?B(|Z8F|>N,CS|7'A_=T18?U=D:|75@G+V;_S'8:|@
MI;.^4K|H4Q1%&J5Y*!151U:-0T_=>EAWEXPLW|UQ=;QT64GCVL|%&|W6<_4 M,
|5^Q<4E(6?2|N+.Q63FG0_+;+P0GM+2\$YG8UAF5T'XN*OY<>W1<1UM;.&=K
M3&S7V;|R:A#&NJ0(;49"A7VH6G|!-3+2T.+DLJ/+G6=|WVZQE/7S,Q'HK9
MW+Y.H/==<@DYVTE/+F_V*T=G%3VSO" MDL^="T_J:
M/Z&R)2.@Z^S<@90T|*_.F9*;H5AN+U3+'(,FN5/0(;_P^;.*
MVMOK.EHO'UIJ/7QLC;UZQX';4@,JNVC)N9W,?(36|SDW!!QEEF7WN%15|/% MJ\$ _M
5MG>R<|G:|F>?:@|H(Z6X-3NLZ&)'@_421Z! M5BFQ;|TRTN^N*_S"2&MHU,KJPB-
|2M,=IX"2:ZYQ:~?T>.1&|?N7^
M76%GW#026EP|JMLI9SO;/:K.M7N7=+0Q\SM;_7.Z6MB9W3A"U7Y&Z|U#2^.&=NWC
MV-GW2-&QM^CI@=>81=X#856TBRGU+KTEC:3>|D9R:WFH0_8> 2B0V UHMNA|?
B>3Y>.'7AU5W3_@Q>2(M>F%%5Z
MIS3,FE_K.9:/FWAFC5H%QCXA1(<,4U|/A_QR/0=#2|PN)U:0^_J2?WU58Z7
MSMK/T;D(\$FT%S4X<|)WS-'_H/KAM:FC? MU@>CAW<6|Q
1RGSE&LA|0\$AEW_3)H0|Q<_ME^MOA<3|S&+'P;(2PF!+">YJ?
QF^=Z#"L;V_@MC47T&J_SN0A3KDHPZ5PJNA M==_:N2M;USXQ18JCW
M\$WHT_2\$SP74X.)5X)SJ#<#LUV^%608|H4\$VNW:W.)NAP5S;R|?S|<|?W#H
MN%;X-R|W%0)%NP6@?J_0UIZ-0H|>KN0?G-JL>OC@2,-WT5/EWZ7T<_|KH*
M^Z3K'#IK3F=V?LR7A\$#Z"_H:(XCOA'\$)T'1A\$>1<;B'20FV#|*3L/=+DZWO M-
Z18W>|)MKH_E&PU=#?5>O!NVM^_)4(E.WFA|8-?/>OK>=?+)2L//CEJWU
MN7#QH|S_NW'PH)M M1^- "K9^GA6%&|B,LGU5\$FC|K1.F.-'MV,|+|R9._
L4K\$#BSD>?^12'DRBTAM|/E2J\$ZV+JJ" X=3P?QT|\$@K|4%;1/V+S,LXRO6@?
K)P9FT0'(ES-&HN'<, M=|L9EJ?U=,B?MR|!+-
#ME|E\$H_H1*&_>|JEM'K1K;1JVZX:O+?P7*ER&/M.OB1@0%!Y-
SP,H;#ZM7%L*.'6EPY&@,2\$J'@(H*"1U/,'F +6%DZ_<-8. M/XAVMM_<'*R_>!
(L/S.=S#|RB*8?PDC&"|NAN|37 WFLRGZ|T5N>G-55-VY M)IK.|+F_,M*(O=|
|<^)&VZ_Q(|5.!WGO8MS(%=F^@N,'@T!&E EJ,G30522# MB3H!,-
IV8*=O#8Z&%N!B8@9T=/O%,#<\$?TM|",+H_@ZWTOD5A|7ZF6JC^2/; M5N-
'D9WZ|RI|M>_U?V6PG0=IZ^-#JN|R(#DS_KQ)L&%Y!;S;P &1G=X@?=-
ME(X|@::X/1A(68.YG_5@%4S_0QJ^A\$DZSZ"1+|D!!8P<,-;PNL%\$ _#|N7 M6X/P:C,06V|
(LIMU0'FK!FAM5P6#G4I@NEL!,'M.@|U>67#8+PU.!Z3_Y> I MH!V2_,9A,?
3/|F!1T0A_.@)B#MV E+^"C WIX+W/GY@2*P"+XWMX&4J#+XV MDN#KI
+>;GK@Z6;|HD%V/ZE1CM|H22Z?73*|TGY|@O.)5|OG2JHYQSK?&<) M3!C<@3|L9+ (JB
'T4?O+TLP8MC_|J|TOD+-9'RD9).7W#)|YHG%?O, M\$2N8|YQJ_ =|Z-
K%F"&T!_,@>SK3#0. T;BAP\$O*OO _#^C(Q!@)04#YL@7_U_C1|. M'W%|C|L|!)VD_@L_
KI6?CEOP"L33S W,,?N*K@8DZ!!D<@5+*0BS5X50
MHB\$TZO^L7T(7_V"73|X1WO,>R;YO*-GLJ;I!9PIU|+@27)-Z&M28_@KY;:(
M5TX7HEXZ7HMZX?@Z@'Q2=00Z4GT5?+CZ#Z7Q|S7_@*P40=_U(&%OBK|0"N
MWA&(-)>\$:%M5B'(RA#"*)<|@+|OE|T?1C?37D8W_47(&-C M#|V|P\$;=>"H|(-76&
(-96\$>*PJQ.\$- (=K%^F>XN^/G8'^W|P&AC'=_L:PW
MWJE!\$QXY8:|H)5'C;M6Q+UP:XT=)'8G/B0-)3XGWDFZY#"==<1U.ON VG-Q%

M'4YNHPTGMJ*&DY8".*@#&W4(0!V"E7=C+8P)!F?@A0K%4C&&4BT>IG#-7Q
M<|@W=3XXR/MM0!1BIG.?<7(BAQS+XH=I58ECK@V)3|C=Z<^)^5U/N^-Z-^V*
MVYWT7NJ=|!G?06^IWT10>|:0U_0(W|\$#+C|@B*V&.,7MD*!U&-.*)"##M0AG2;?
0AE8#YE>1*^!SKZ38?SO*9"0|C3+#CP|9|Z)'00H31NA5*4|S>F/
M72YDWG>YE765.I1|GC:4W>X^E-WD,91=[WDKJ|K5F:UU^TE@2#4@8,Z!*\$_.MD0K;
{07-WG|.#&6;*D(VIANE|NT:|D7?>_7I^J|?U_:OZ_FUC!MYE=XWH'(4='#/(,%2#?
7!ORL.:0@|=|S2"|OD|V M9|S\$|L@)>AX6'_YG8/6/FICWRJ,RY1VTKN.4V6-
3K/EC4XG6UN)YOM;C*9|"H MS/=:83'S>D\$A|T9>?-&|E)R'H>"\$(=0E'">+EMD*5Z
/(U1:|(S04&VM" M,<;D9Z&=|:=|))LEIO'5(H/:RPV..QQ6&S|8",C\$'?
XOQ^SX:27H|+92V,MRV6U|T?+RIF7RXK|KI04^%|MSO,?
+,0A72_(9EW/7XI_'8)1|R|JD"2|%M^Z%(701*M66AW%=RLT-OY1CK>?*|
(Z3Q63JBUPOWP=F'.Z-V(B\$_M"DS.Z MW,(V9E5YDT|'537S4E6)?W|E
6N@(|=|N2P|X\$H9L#5X02 :X7IG&L%2P%<MU"\$=\$=0@|N0929+9
ON(^*%\$|#A6:4E"MK_*|OE1OH=;.*?+H69S|>0R;_4^K!MN)'CS^U+YB9T1,=F-
7(SBJLYI95E|+,UA>R^FAQ.7W5F8'|E>M!>6K0Y;*4
MH*LER4_44^(1V9G(2&L,CLBNB4DH*P@J|LD#-U:2\$7ZE*X M?
35)W\$M5B=S^B@3NY;(\$|H72>_Y@T=_XC|_./H@470V9:/XO/KT;*A6%H4Y5
M|\$>3EMQ"JX'*FTX+|;|S|D;#|4Z\$*V4U%4?DG"QEAMWJ3HTMK|R+.9R>5CTE=+P
MJ,%BE**E@'#4(0QUB#N^"O+1W%LAM0/J9?;_I\$ _J%;5?1-OZ|\$V TSV7M7
MK0PN7W3=720W.N;:8'%M=ZQZ>4!&;%%D84A>:D5K.S26I_L M4A*>&-(1?
CIL*'WC|J5>|V5|N^9>9UIYAQL|^ZQ75'P|*XU;'9KO5YY4YEE: M5\$4K;:UV+
|I4Q#E#^G M0|360MW)S=FMOWCA5.|WMR0WS7Z6'/WW2?
ZD@/WS'7.W;"UJ;GB2,F_Z.*? MW.4>'M|.3&*=#NYD(C^P;|6+
M|X>6WQT3WW1U0NG0^9?:4F=?&&M6/K,RS_D'YQA_S|DCY#;5|7/3.YQZ/2C. M:3
^Q7XPA-FL#G3>O!6IEWW4+;#V9LYCG4W7%_)>V=L#>_S)|5'7,B
MN|_RIXL?:NJE#6CJO_QL2*.V5%8\$XZ4&B3)\$_BA*>?PTL.Q^9%3(C5|ZPP-MBY'*<+
G'1%F(_?#+>X|B;*|BC&ZL(_L=B.AW\$V|4L#B:L1R\$*?
G66LYTC^SAK_|TY|U=9|\$H=|E!7/_*"J"/=|5Y_|P=32|X,UCOX!1R3-MD|WP|SS=;:?
9#*O)"*,%ZQ26V:O").7|1RCE^=1'G_-'W@F-UZ\$60^Y3G7 M8F!H('45-L6KD:?
G!)'K_6(VT?UPG6_-B|J>BGR,'TG|(2L3_5E+B_M|'3)?YF9NO^RMB9|=|
G?"8|VGWT(%F|H>UF NEFL|&TXW?9GD8S1|YZ4|W M,?2F^QBZTX|8|B|?,8P?
37@;/YCT60K(7(\$|K^=%;G0)(.>O"B)G'PG05,\$& MH7S8OR453AZ,@=-
B(:!^V@_TU>E@JD<"*V,|. %C8_B9987|2;V<0Y'P'+|)PF1<" +9'Y9R9L VX3"07@|!R1V>
(^<5=0/D8 +3%; M,)2T! M94|'5-P2"HAZ0E;6!KJJ)AB,U"-!0@3 M)8C75H,'7DH1#=#!5?
IR-MT*PO"|T&LG|I22ZT(\$A#+X(4#R%(ZG,\$B8'5/%S8(>'!U?1X?A&(DALMP>Y
M/1A0/6 *NL*&8'),%S G-,%,|,|005<))2?DH|O"7_.WL(E9&&_-D_CPS;|1U@_PHK.+;6
M%\$YM- #Y+=J@MET==>J@/N1;#X,W_8|Y_Y_&)% .2H#G(3'P.RP*0<(B
M\$'7D."0=/099QXY"|?&C4+8D)9?0^G<1)'0,0?P!06@@Q\$. U;S6J(<);:/0 MA7V"&G!;2
4D5BB-W"HY4%XC#9IK3X>_G\$P7G|2+#+:(_C<2-
JQ*U*6!%RW|P+Q(#_@Q03!074=;!OL !?+ MP^"*\$P.RRVD@,M3 *5 7"%&@\$LV!|ML*I
MM_%LN1U8U^)^6S7A?V;:"#|M M>OO_6@XX_;
8>WEN^<)ZSFG%Y8SSLO!5"V|0)=2"<M%_0|ZD#6VP%N%H>!:B|.%) (N'BJ S%
#YPB3 "?_FX3"S8%=B!;1GN%|8& M_|.ZT?&'5903=TPA3MF@/3-
|A;|B|4(^8/%!'D6,TV>M'T&L|.DI|S)&7 M MQ0!_(!?G |N0P(*NN
HKL3Z&,"X&XG#C2B/%#<-<"%90#\$, #-PC+<"?(8M MX)QO^Q*"3|L:YR^VS02OV';2-
^L>UR^6EUV_8*Y|?K)|@5E'C-!>6,|H3IN M|!UJ>T|RK#=#|)+|Z^"".CBA#L|*ZX"FO?/?
>1##!KW%G!2_1M4\$"M,07+CF
M0(S#@F.:_2|!N\$'KL3INUTUZ9MM@|M7FS;7+|@>RF?K*VZ?K.Y2%S!CM+?6 MD|17-
F^HS^QFJ?MW|*&<_.^6!*A;:><%U/Q|XBRX#%|5UX*FU\$WR,A8%I+0\$^ M!
7PI&@!W=L(W((L@1QM^|LYQ>&'8X|3-WPOZ2NNR06S_1FW3|!MM(|VY^D? ML5?
=%ZSO>|Q:CWM,V\$QXC-B_<1_&37L,.YAIC#00\$>|KVI?=SW_1CV&'*^P9^RN<*8.|<-
UIG'.) M.!:80QH+/\$<>Y|2X+ UX;N8!VEX^H*.?E)K@:NX':*T#D&LD1C\$8.0A"J<%
MH203X+AC?S'|'5|9X2Z?Z(GT|Y1LQARYA/G6N8XU0VCGO'\$8")IT>|3|R'\$T
MZ+KS:\$@?Z3FWT^4YM|7U;,>),AI23QD-7@KP0AWHJ /UQ#((.+46(M'|Z|Q M)
(.1")0@X2;#4@QLGHSUSJ%X=|^,H.=OGH%>L^3|OP>>=:Q)HFU@9..9X+ MF<
/AHXX/OUW#G>1_"RBP_5I1+|TX@SU&?A;21L\$K;2.A2 &,3#WB@^SB/ M8|L@6'P-
Q,IMA12U_9"N+P(99C*0AE6#9(+!CS@7S*=P#_Q|(-MEQB_"8Y*1
MS'Q)S^,|=ZWD/B&UA#|P'HB|37P2|6<&=X|R**.:1^BBFEOXXNM+|2529^Y/(

M8H^G\$40QKX,GZL XN@S-WJLA\$&:H(4?W&.282\$V1OE|HKW>QU2BQ;MX
M*@[=MI"@KD>3_WC_889F4%#I)+P.VYG8BZ|=L?UN=Z);Z<^2&B@/TBH|G@8
M7^;Y,*I(ZU%L@=?CF#S&DZBE. |_#KOYP%=8\$")%5J/Y?S/DJ.Z&?.TC4& H M\;/
7.%COHW6NQR"R42ZJ|UHHK?S@|A |Z'@*|AK_BDA%|WSHKH|JN+;Z:U)
M+;3|E'KW>RD5GL/Q8S|2?G>#Q)R?|I&9_D|BLWT?1RS%."SD0>|4?_0X(0
M@^;,>#.F-D*^|XHU#D&IWLDO9::R3C<2_W|(T)9
MW<'QH6VLS)A&WY+\$6D9C;J577WJ|JYWT?)^|J=G,>RF9?L-)Z7X/\$E+|'L:G
M^#^*70KP11T8N_@@X* @Q|I;"=E2&Z (6R4J1WX4.E|?*:2'*ZOE)QO,9.
M|Y|R9XN;N32G2VF^|EUQ0:RS\$5%AM<\$IL>4!^R|J4GLX>1\$|OVD!/:#A'CV/W%+|: ^#
^H0B&:W@J5RCN_MU&H*SS;HGWS="|HK-%&
|7:UH_GE8HIC=S;#O3F%S;J)"PLKB4B(R^5FIZO' M560F<|JS\$P*|LN*#;F?
\$!MU)BPVZEQ(3-)P4\$ _@@(3KP8=Q2 !/-%CZH0\@^ M
4@YNAP*)=="N>SFW|4*.S|TJAV8;M4|.MYI>O)^JY7JM3-XL|X*%T)KH0>|M-
LO/OR0E)#0G/C8N)2HC)2Z|_#.R|&Q.6/B-|/"P6YGA87?2PT/OI89SAY/# MN?
<3PT,>QB\% ^/UQ^#. /VL;/Z4>\$H/C4;JB2VOB|06|;7)O2KHD>|?W/+AB*
MW.JT5.EOOIF>JR7ASY33:&4%/GXYV1QN2EID;\$Q2:DIH?%%F8&QC-CON:C8G
MYE9F8/2=|*#(>ZG!\$'W\$T/"L8O! ?BC#KZH0|0N?L@27@9E8BNA3GS=
MIQ:I33/|=|EO'!S2W/1C0/3%XWD*H|W.N+G)&5=9Z^:67^|/%3"UBA|3DAL5P
M.Q.366GY&3ZIH5E>J?W9WBFW,YF)=|+|X^ZEL&*D|G1#Q(#HA|&+|6_#DS4
M(1HEH @5)Y8_KM19-7|3K\$U\$ _TR:T>&%+?<&M0Y=NF2F4)|CXUA;:NC75&3
MJVM&G8=/7*5?+\$A|PW|\$+\$+6C^+T3W=+7"@E|;#PO-7#PJ-#8DONS^/=E-M@T-
:1|H'34XW7K+6+SN/QV9WD\$D)+72OL\$;?'9=4)A7=4RL6V5F\$JFB*M6I
M|GRJ<|F|%)>"X62W|/M)|P'">ZI#^,|DQ_%+@4\$H X<= ^1C%*|B;:JO\$O M=, F?
WU|#!^3IX?X;CZ6WG!Q6.-0ZRTCF>IK&)W| 1PFY2+1*;*2@_H|&8R MVCA!;BU1\$<|
&,\$.317Q=LT|'7:-#Q+P50|2G\$|L>QI/S_XESS7D4ZY;Y.'HI M@+..|B;:>"\$#?
795|>;|V;:%=^;*.IXG3|/RJSM>*JVO_Z!@63Q M70N-J"%;LYAK3KB@*Q07GWX03VI?
@#_Q0F00KC<|%'N^(L*JMSL2<_YI)+;E
M291|W9,H?.63*,>2IY'.!4|CE@*"4(>H/V^WKD?@S";D2>|*Y.|0"N3&JW4|
M?;|. +SOW4GKCF3'5_67/|<2RGIHKQ_UC80!RGV#-O.OJ2+_M22\$-L3T=;D;Z
M8F|FL"QO5@:8#?5P3&^.7!\$+6|D#B&AXH M1?-_FQ!RJT|(N7)G.=+|9@-
OZY0#*VJG)+<63R@?SGRM=S.,1L>|C.|.^IA>F? S|WWE
M;|QBH4Y^Y*|!%|!#VYUS02F2DCA|9ZA!\$+@T((EWWER/->E^)|V!
(/=K\$.12&|^_9Q!J;PL@Q9,K>;)|1!,^GUL721(|PP"U<,^H"U* M!4-
I9S"7MP<;%2L@:)B"JXXA>.GK0(#AG _H KHLI08JX\$398*T(|1^#V& M4?
PVCU&=_XC1F/QBN11/2Q#D9&"A_Q(VL|U/'&P6S_3JOE M@_16+U#<'I 4T/"AI
9,%64(45..(W3D*TE M!^7;G!61QH&=*5A1\$|*YO5D?W|=DFMU"-+>BB#5?
0B2=QM!\$D=YD"A8SQ,\$ MN_E|X"P 9@?U0;L"37 BRJ#BY@">\$C(@;^D M#(1*24*"C
3DR(I#A9P8G)4_"1<53L*P@BC,*"Y0!|J#ZAX\$R;V&(/&/\$83|
MB0|AP3H>=|C"1X*|@|ZHAS6(KS4#V8T&H+Q5&|2VJX'A3B4PWWT:L'ME+|?
M"@VL\$N#^W|E#B/)B/_OW*^T^!\$X0^M?1I"X800)'\$<0 M7Q! *+*"|P_K>:UA*YH|70
^%EFG!RN0K(K%0 I=6RH+%6\$O36BX)/AI. MV2@="IN.@|_9P^,K0 M(XCG)P0A
8+8@B"/&:SFT4,|-% /)=C++P?" E(@*B@.DLM\$X?2RXZ L= 0T MA
Z#WO*#8+Q|U@NWPNV*W;#XXJ=0%FY'1BKM@)G|1:(7+T)DM9L@MRU2P'V
MNCW!6I@/S\$X)@K&B\$%AKK0,|X^U@CST =LXGP;C%BSY< R FU_LAJ8YFB!
M2;\$.&%?I@5&# 1BV&H)!MQ'H|QN#WI)Z(V8@NX;E 73'WJ?33|;?#.=_IA
M.FWRPW32Y.>B_.N 11W,402&PU5@'>*/M@+<^"
Z.)|^">+@DV+'FP#EZ*OYC,EW|>FWRW&S18'<#MYP09UL) 0!,O30H!37P=,!CO
"7,0""@1 MP%.EP-Y/ 6Q"5<\$J7@LL,W3!O-S"J,P;3>|!Q:S,"XVQR,!BS|+8E&+S
M@;,\$YKOA N:CT6?,6|.OEA-F7S&CYM^LGEDL#CB@#K;.'^<2=<#*"H&CZGH@
MZ>T LL5!(.)\$P \$|:_H).V'Q&3MJ^<7F\Q7F^\$E #RZ?|/%# '3#B M@F O)00DI?
7@IK,#J&:'@&(K"F2B# #A|*@&>HP'V47I@DV(\$UKFF@"FU (M: M#)B?
M0:S+ALPO6P+)O?L?AJ_LOMJ|LY^WFS!;M+RH|USS"?|U;?<;>P7W W ME@ (J(|
(3ZP\$A_PBDA<%-8!QZ;.|#3^"|X6(L"U5\$&7&C*X.RO!80P |!/_M-';_NP+K8"JOH;L&RV
XLN^|Hf5QQ^FC|S?S.=Q"^8S^(G,>_Q(|8+A'O8 M#XXW;#XY7;;|Y-2_!."XG1=P!_G
5E0 2&)"_|Y|?2V|/|@(/A:BH(73@9H M+BK@ZJT-Q&!#(2: RICO_!*"OM_9X.6782?
%E>=_LP\$/UA;.:!S#H_Q|X3 M|JB^)|PW;+Y OX1;(YQT6R-U+ \$ZH@P/JX'!<"BB0N
CO1;8RMN HWL LQ\$ MP-J6!KR=58!.UP\$*VQB(D99 2,\$"+M_ ^EVT%X0>VR>F|53?
I*^8Z^9/E"Y>W M5M,NH|;O7.|8SU&NX;.<+N#GW#H)H=W%OZ9?

Q:JQ!&8IVH<>SP|3G@.\$-XPNIRGO%N*4 MJOQ2&^!|AM&IKN^YAK?.QM M-
D;R=09.<22)K#,<|6%Q@|MRN!P01K|@&^>Z97IT^9>XM|K>><<>L.JG6|
M%UQ.>Q%42!|+S/48YV1YOF1G>+YBI7F^|DOSFE@4S[F97J.A:8RQH!3O<4ZR|TMVH
ULY\$FM^EVLL.%#F=JVZ4K=?>-5)D<>E5K)W,PE M:/6G4E^UP.3_\$="4MB/NLT=
(V<,#MVM)2^4N2@V9-#-F|I<#5Q_NYE\$>%>!2&QOIE!Z4I@84
M'''J9(=P7K%6@QP0QVHZ',K M /UQ*+A6QA
2@5%_I4+;EJIN'TNO\$6M4T/FW4.7J|SE|H8;J_17D@T.Y--MLZ|(|2\$7)
1Z9\$9',LB4@)C0_#(T)J(|C!/9\$A(4|C0D)&PD*"GW-#@EX\$
MAP2.!88\$O@P(X;QB+P90_1Q(T1X\$;>:;%!-0E|Q#?|PH1P??U8D*3+5(K1|KD
MU|UIT|Y_N='L5%>-K7I3F9-)58&;76\$V@Y29QG9/2@IC1L':#H_.W&F'^=|W'!;|Q 0?
7H!9>|U+<|^%5A.)U@:L:FTUP;BDS,4VN|'#MF)3K1X_#/\$-28T+8"=EAO@DEH=
D;1'>"3>C?"* &PGSCAGE^D:|"&)&C 7Z MA;|+M|Q5X,H*&UO;?P0L1&'DA'!_2/3R?
SNSCG>S8SSO2+|Q|HUI|J4"O M^H.3B.QAA8KY?
(&|/(<&D)U2@7=*;.\$EOI2\$,1@Y4:S&%GI0?3,TE!*1DNX
M2^90&"7M>2@M:33\$(WXL R#-VG,.(?LEF1+UB+0;0T=L,E.@-/)!"\$8&J|3QS
M+5MXQB|N1AYJ|5;W|JKM:>@U\$JKLL%00;|/72FYPQL?
54/+>&X2BHF"GHF8NH>AZB%/^BV!2UEB0:|HXQRWY90 MX16+'O_:M?S'
'W_9PZ2L Z!@G7(|_KUR)/NE2|=%%MQ|IK2|OK+>L=* M+IK+9?
78:B=T.)J%M;G:L<|Z\$AF-+"JU/LR+6)?\$Q-<4LNUJ&CDVM=L@V3MU#;.)0MA)YW+(-
(7GS_I0|B=6A1@H_Z1 MJY?V-0M
MC&+@#9R.SS62*>TJW9ITF>G@,;!UMNE/=+7L+Z":J3?03 8&Z<:7WM%-V8|
M+)IF/#%UTY|8RAE/F|+%;^UZ#H((<^+>9';#0+(0*< TGU9\$&D;7H\$TC&WA
MJ1P)ECP0G9|VG/UW3'/#(|%/|&4|OW'7H7^@*A+&J:9X.|Q+6WN<6TL|R;B
M3.|6\$(SN-3D9#%|STK_WSLE@<(%L=.&JTG',7L|S%O%'N42!X!?(N\$T'N M5?(@ V?
YD,X>|J3IFB!2|V@%4C*YCG3=G|OCRY\$G935\$3ZGL#7^L?WEE)DE| M:2-
'|=4=!.MMYD88^/J3BEB"2_VH5DC&WFR|A M3F1EQ-SIS9PYM3W>WY M3_-^4HCU?
>=QBH+3TV4Y|8JT_|-\$8^6&F>?^GA=;MGY:;9:!(#ROLEN|/RFLM/UF_8!PG>CH|;?
M+44MO|M+F/P@210|H_OI_/13T/@9HJ3R*UE%|5>1FOSO1@TYN*(I'|-;C|_
M:2DL@*;R_-H\$:"&G2(\$5^/UF|#D-)+")Q&T%B1_B0<-C \$P|I^'S@^(:
M2*XE@L(6'&CLM ;|:69@=L@0L\$=T@7!<\$UQ%5,'KI"(\$2)R&Z%/2D"DE">4R M\$M
N*P9WY\$|W&E1@-,2*)(_%Z>O&D\$:F|ZYQ\$D_3J"1#U"D_/RQ FZD" M'7PD."3@_*
(KL""SUAR4-AJ"UA9=-RN 18|5.0.<)8;@GZ%RUVXXMWL77-^S'R;V|H3Y12E'UR #78-
(M= W|GB,(|2.". \$?8@,K>=!%6A M\$Z M=|0,EQ|&|^4'P&,%/G!:N1NHJW8
<=56%"^S&5+7;H+B=1OAS/J-T(72 MOV\$QLGK1^C?1^D|1A#*)(/-\$,02\$,0 !!
-6,6C!.MY95&/4V@_3L(AON-P MG/APB/\$? &F!O2 OL|M4!':-EN V,|!#<
N:"F!|VV09P6K8.;,O6@I_0: @7 M6@7)*DHI8L"IOMXP> X'VC*"
(".O"#HJPB|L=Y;,+<'B:\$/6!\$.P3ZK..@ M&W\$2M)-/@6:N%&B4RH)ZK1RH-
H<2J/6AM6ZH@.HS55!Y@_(1K?Q+ M#:VO^DL=5#|K@>J-JB|T5T<,-O+"X;|^\$!'2@",9
3!3\$\$(,-KKP,IT&V#L M|X*YJS"8^HB 48@\$Z,=+@VZ6'&@7*X!6M2)H-BF#1H<*:./2I@?
I-5!|K@YJ
M.OJ@^@GEEP: @/U^U07U>%S2FI4#SI3YH+0:8HPY&J(/^*7XPE10\$S&DAL-%8 M!
|9&V| &NP^LB\$? PDL43 ,EP2A&%@S2Y4&O4 ET*E5 NT\$-M,ZI@V:?)FC> MU *-42U0?
X=6_-(-&K^TOVF#|KP>:;+|Q)UQ0|!|:K0X8+&'%XRAH&Q&#|8
MB@N"K8S00^>#"/K;P &S#^P(1P%+%P-+EA2819P&XQ0E,,Q3! ?UR==|HPFZ
M|=J@TZ<#VD.ZH#6&7NT<>F5?|7_H_-)_KPIZ4T9@,&H,AO^8@.%ML|4|R|V|
M8'J\$#|Q%^,%&5 #PIX2 J+@.R#K;@&B^#QSMCP+.51QL?67 BJL Y@DJ8)*M M
4:E6F!8IPOZ;7J@=|\$_=&^B5SJ&7M6LT4_=;|8+!C^_)HU_F8R8_C*|9_|
M|*8%F%VQ7!S H YFJ(5,?Y_9Q!\$,2%PDU|+-*VM0#/9!ZXV1X'H+ X\$3UFP MYR@!-
EH=,&G:8%&@!V:5!F#29 3&72;- C*Z8?C=Z;/:9<-|LP>B+V:3I=_.G
MYC|L;UG^Q%RU^H7H_Z-Z<\$N#EBCF<)_L_MATV*_.(1%,X7%8;Y_9S\$N M:/|W/"X(?
M*K@:VZ&=CZN|'?0AB|(<5^NI-EQU(8*A)|05KO'6/T9QW2C&?L M"RG;"HQ\$|@FZU?
6/=AQJYLVSZU>V3RR^FAW'?L%='|VJT.'_5>'%MQ7AP:' MK|@Z_#?|Q0
+U,\$*K>^\$YEX;BN|1 0B47 DA2AN!|JL3@DT/?0NP\$?W(=)*9 M|:
(K3|-86A.NX0;CQ\$2SYX|9F*<.I38/|>OMANTZ'.|87L\$/V8X2!FT7"OM
M/SFU.7QT:B|AE_|R?|L=#U")99# ML(ZB-;< BW2:/|F-6)F2
_J=T0*X@+I!*2!^(1:2/SOGD3TZ+ 79_M9H/H=P0%|8F|\$'>#J)-
"\$^WYD>B^I.%1/T|,W'F1UY%V8F/<,GRPVO/ MK2%?
MO&@9QBFGY9@UTO))'21BXGGB'4NKK4U#|QX+|0C;SP?Q(H*0(K/R4|K*AK<9

M.MM?I9D<>):(%;T7Y21_G403Z@_P->YE!EMU,*)OK>XI3HW4/'(=I=*MVJ6%
M5N'2[U/I/L*ID/*_GN,V2\NDSKFET>8IJ;3W+LFT!?)B@#V:,9W07GBB>8^#
M^D2B/4D^QO\J4W+Y?*[BFLD\S)FV<_M&M_W'''6I\$YPJO+-<2JU):_W!(Y?6ZYE-
>^R509_Q2'%_ZY[D\8Z6X#'#G%N\Q_M3XGS>.^R&(!#'#8AH\3\GJK+N49'.KJ\$<
M\Q,#J:C3W?%DS=8H=^,SH7\658\$A#J6L&&(!,XV2\5U(3->J\4KVZF(D>MWU
MCF=,>\5ZSWA\$>[^C1WG/4J.Y\YPB&?.NBP\$.:%V7K3S_G@<)0S-0X@Z>W\ID'
M>=|7B?!\5D@N&ZD^O>INF=:JP6FQWNS;.:7:4ITUS\33C"NC"?*R+PS@.N<&1 MQ
Q.DELR*|<|SJ^2\$^L>RGO'''V7.N7&9\Y3%_M^-?ASRSFSQF\$2+07*=MXON?OY7E7?
H1WO%:\$_V&|U,H;51H\^DJ-CW7D8V4:
MLOPUJE(H1L4)7E8YT2R'M(A08@(WWBTZ.,LC++"<\$|.9QIM+T\6X\I
JCMZ(&N6&LB:IRP&X%\$'ZG\JS;PR:NS,V(Y^*=_!,U>SC&6DZO'.G
MZ=2**_5JVWHJ#8^TE%A)U^;CU4JS7_QS4STP:8E^N/BX\$&)D="R%&Y'AS@DK M8?
B%-OGXAE[V\0F;|/E3GLQ@V<|_(!>T?T#9ZG^G'G*8@_!70=WM =!:.Z. M7X\SGKD??
E&Y&7#%N1A^RZ>&ZWB0GU-*EO/U1D@E/-+R#HV?3 M+.
(S?.PB4P*=@A.C7%GOJ72?V\$(OS^@S/O3H/AJZS"MOCZAI+_PMQZ,L'=T
M;^XLU2=DGK(8X(@Z>/UY+V@-LEKD\$|JY&7:N0QVVKD-N=.Y#+'+2>7=:P?
N1KYFKX2>58J_MA-P_@^;_CA7(M?;-D0L)P3;A4VUK7K\''H-
A7+/F.CD%3KJ\U5Z6H27.9I M\5_L\HY!*>?4\A9"^2QN1CDM'^1LNR*VKZ-'<
MD|=A+)+29BT7W>R@'M)-O"OHUMXU3!MJ57!(!%)%+)%0EN5J5U9)M2GKHF'+
MGE%MBF>HKES;OC,>8ICZGM7YZ3WY,4 *KH.0D5Q?TJ^LNVAX-
/:I22WRUZ9=8ZH|=5&.:V^%@2_MFX-L\4TQ>-O&3">KA@J214,GV;SQ*
MJQ\$(YT=&T/Q_JXP/&6C@1\KA2.MEP20AJ%52-6M?;R%0Q(K,FXH;XD;U#L8
M>L7\)+O?5H\IYZ1*O>BF0^SU-G(XS\&PZ8FVMNS.L#/MKL_9=W>AZD&WJ_I44'FE-
P;|RFU+>1)_=WX2?._I-VQS"31%'32;J\$X:2_M-YDN)SV M5(J\QE2QHNJ;L\HJTS>4E:?
FE)4F0\$7I!;BK_.:JK=>S\$>HCT8*\$_.0UGJT M?CN"Y/4A2/-7B3RL2_2LK !82WLY?
5:."HMB"SR0F#R@;:6#NEX70@U*0?/@4
M%:T1AZ:C)V'PF'A,'QQ;XO368D@M0UH_SL1)/\$R@G#O(HCO*WA()|YB
@8@M0R75!A=?1!|6(EHPCH>9=C*(K"%YRCL_MXCD\$!WCWP1'>72#"NQTD^+:#-
|&4.1;#^I:T&/?S68|!;\$6_|E0.87!&|!M/N *H)M#_1|(1ZE;%-|Q_LJ)_E 488?
5.7X04U)\$-2TA\$#-;#6HXC:"BMLV M4/3;!?+A^T_VY2#(Y!T&Z?(C(%5_%*3:CH-D|PDX-
8CR0_0D7HN"Q'N4'Z(@_M#O)!\$D4&1'|+@>@W>3CY6>%_
UH'_^.@+,4'ZJB'IH(@:&H(@9;):M"TVPAJ_MKMM!Q7P1DRXZ!3/UQD&D5>GSHB
U>!*D'IX\$R0DQD%P0_M@U_Q>\$4:B
)8FA\3@-8M\40/RC\$FJX"*"-JB*|H':*3\0EN0'73E!T%45_M_CW#-
:~'+W01:I\V@SM@+JL\$'02E>&!2RCX%\R0DX72L*J.,@|MD_"9B5,@_1E!PIJ(8,B#Q+?
E4#R@S)(O5,%J6FU_PWH'.%-1\$^T!+C_SUQ_M?C"4_L|R%AW#1A9;@8#QYV@Z\X/M
(.@WKT45!)/P'*A2=!J4H,%!LE0+'C
M%"CT2X+|;2F0'Y,&^5F4KRCP+S^407I!#61GU\$NM2;(C6G\;T_7=#!'711
MC\$7YP4Q" "Q."P%&:PU8F&T&,JPN,;::#P9^PJ;=,*TDDZ"9HXXJ)=*PO^P
M;99Q5:9=O%X\Z"HHNY&NKN\N\L;"6E!!!%%1104%0.INQUU1F>9\|U>S8?
Y'_?:ZUH^=ZV#IM-\$.G'1;H>-2'?T;|"+7=-5AH9\6"T.TV1BASX%1%MP8_MZRR(?
X2&!DEAV%I*AAFHR_M,8C\Y*
(TV%CHBD7IC@ (8K*W!":&R6%LDBI&Y6EC6)4!!K>88N_BB_^RZP_M^JZQ_>S-?
^=|PZ'MIZ"%H77\|G73Z;'W,Z>'W\^<|WBCZW5?+=L0@.ZG_M_M\J2!"Z'_H?
H"^MP9?.9QC5(V\|V_R=ILC'#F!.S\?@QVT,<,X)E,256%1,R_M=3\&EAJJC6HP?QW>:?
TB=(G=L^!1AR=!\$TY_!VYQ>1BPS_6^_VG7NP&_N\T,
M>.+VN_!SZL;Z'4F"+V/A*#WOE#TWA6&WCO"_PWZD5\&4GZTA.3B2RJ11HU
MHAB:#XM<1;_'7^9C3J3*Z_04|>/P9?HX2\K?/A9_/?B=#T?|_.;LC,"K9'HORD*_::B
M_PWZ4^|LL\G9\TEE\$/DJ+"RA?E28\V"EH_#|F^I%R6A2G\7Q&O=R\DVNI51
M90%'2J/=SPF=3E?C!MROQ(QZ?1_M2_S9&HTA&V,Q>#(.@|?C,&A-'
.:!0,H/X*RD\DSM\H_M)_\P5WB84V@_)V*&(W?2|(-
KN456E\JK8_G\B>CJYU^M\$XE*_(&K_P_&M387LC\ID5MB?F9/C.F#_#M\>^C-
@4|SEB(OYS^%CBE\!5B1BZ(@E#10X'&"A/_M?2#W3B//**1U5))W-
Z@Q/I<8<+QLL^)\V.8LZS)\T_<&?*|I!M2>O"IO.W1FU,..!R\(>%JS\$3BTY@U21^B
M1U,^1BU+_10YE/HY8C#M2\B2_!%_UA\!V5FS_^UE\$GP\69<::;#AW6XQXS
MKCL\|P5^Z_*<=Z4U5/5L0\S\!>LJP-E18Z\BZH\MN>W^\$WG\1/90Z%3Z:O
MCAI/VQB\G5O_K4B_' +4Q_&#Z>_BUN2\3YV<>;'Z+|,3U&|F9\CB/'Y8+<M_Q/(MW-
GOW=/HMM\$ZVF79\Q8L,Z\|V#(_F/0BN>'C>)\$Y5=K@OZZP/60L?

W'\$.Z*F&79D_%#63L3EV2>25J<=3=Q4?;;MA)Z<=W%=.>|C.W(_1K?G?
HHS_DW&\$K[3J;L G*=&E' 5G'XT",-CP<4&;>6
M:3&O+S/EOC#H+'ZBSU_Y0%>4_H[69,OIIAS';4EGFNJ:OU'RUM#EY7T1@X6
M#Q[44?(AI+O@8U5SP*7(N M&\$|NGTHU*";GG77O=A%XW2|.IX>EX?
>52HPK*XVY3H\XBAT:|%7:U1>N-|V5 M:#G9ENDXMJ#0PB>@6A.>#PG!|5_1^
M')>%|V.&G,=6VHON7>:ML'5)J.Z&OCB+-5WI#LL7YGL,MI3|IS4VA';5MT>U
MU2R.:ZI:F517N3&UNO) 6E7ESVF55:~2JRK?)%95O(NO*G'~6U7V(|JH..
MP.C9|_0=B5Y;PL_-WC@|H'>.'G-7QP>4(*3JW3XSBXODYXQTI/~8W+@K7'
M!V/,5O2GV_VY+@OZBCQZVBK#6EL:8UL:J+JY8GE1>OSZUI&YO6E'|#|2+ ME.*Z-
XDE-6_C2ZO?QY96?8@IJ_H8/1>,HUG()>>LX8,W|3SD7)QP;90'KJSC MA7-
3\$G!T@PY|HX2-T/0:~|F)E8%:*T>B3(>&DNP6#62Y=BPJFWNJ0JNZVR.
MJ&SOB2UI6Y98T*~1DMNR.S6|Y1+Q+#EWP9O\$O:~W|04-|V,+ZC|\$(%-9^C)X+ M)M
L%/#2+'##|6X6_+B4 RZMYH)SZ|G)?|5@_V9-UO:-E@(:)EVE5Z_UUQA>
M'6'_P&2:PV(N>+>+!|N8L*E\$0XX.|X)QS=O MPL'MPK!SNOISTU9SOO'-
SI++IWQ5%T^\$&72.QUDUKTYSK|O-|2A?7NI7N*PN M)&>H/3)|<\$EL|I*QA(2:|8EQ
V>)QPGQ?>_BD|K?QZ9T?HA)7?@Q.JWM8|1< M,)WZ4,&"VPO)O0<8<&XE&XY-
DO|082MV; M0W1;IF+,ZM:GV)6ORW8|'"_VSAZK"4A;W1:~N+(_F9T54SDZ:~X|_3Q*/8
MB)\$/,=&#~Z)C^S|&Q?~^BDSH^10Q%|RF/M22>Y/_7QP&.#|.@GU33)B98<"F M
|PP<5">L?*(~?0/CN1GCT>D-?<-CZE6'|DULB@M:~B@BX"@._|4Z- NR?
8,|V8|8"K4=H. M^2N7'0C7R=|7;Y*Y-|TJ>7>^?~RN2I?(G0L|0GKO-S,=Z+/C9*#/_MS,-
|VT8Y+L1@_W787#@& 8'K<2@N6 YP.|= .>6 AQ: S S!;~!W&OU 28,
MG^*\$ _@NBT'5|G=ERWHRG|JRC:-D9;|F|TR&J&2=C=9).!K%~L^SB#A6;A-R
MK,DAX&BOL_|143?/H|/N'D=/\$@_~70^AE|M>|/:801^OS>CKO?'?/&@ N-(''
M<(S|>^!|&#K*A.|S7-!R30 :KRDPIJX9//_<%#/_W|0-F\$ M*U'*T5>2-
<,NY^@%72XS|K049.9UJ=~2_~*HM>OE:5OGRZ=L72X_M'&|^~G>
M_CPZ.AY'9Z>#Z.*|%UWG|GL|P&F:@SWC !O)?U?O !@|!~!UA@6-5|B@|J8 ME-Z49^3?
U&5EWK#D3KKA+!A|PT|XD:X=,B-!|F &UDJ/C=*U#UNU&NYWNC2
M=:XQHN|P=R<3' @~4 F|<# MC&VC_/T
_29PGY_BX4F'^DU9EFR<#JE9/Q|4LGNW2,' ^08;9TY<:9G^C
MALDCU#*YA|JF=U!O+D=7 &R= !BG.1RB'G0HAPA/Y<9ZL%:ZL'2791_%*#F M/\$#!CP
I?P+\$O:~\$;!2&0)1F^*~JTYVWQG-V/9HQV&#+IR6Z,-
EAB'88/J3%)HI@F:L@S1AJ6+3FPM|&2K M8P""D9P*~\$BISSF(=@:QS&~\$9Z#H(
M4'L&(|J0,(-@*~|!ZO 9P0P YYP))J88(2# -:APZJ,C10FZ&"ADQ%-&?~
MH2U3&IU9|'|+)89!+!&~9@EA.EL 2|EV,KFQ2\$. 'ES/P8U|:CP,G'|7_3L MH_Z?IOP?
_LD/A/T|P:PH7QSPA"9H(|H(%~H\$+U4\$ 9A@PJ,N;16L10BR&, M^@Q!-
&7PHS63%YV87.C%)&ED L83N40M|'|&"4V\$30_!5J3YYF:~-' MDD/-
_115>=2|0SQ50,WW!|X7>=0B=.FU/BI^,OPW:~\$-K,#-FHI4Q"VUI';;6
M;+1QXD|+'RXTC^1%TS1!-"X11<,F"=3OE43|86G4&Y-%O2DYU-U.OWN_NJ>
M4\$3=RXJH32:5\$~C+8IHM%L) M#8\HH^%Y&I?B(>J:/B:~\$+0|S?Z#ZH?35'|M3FJ|/-
\$C;F@':W!6I^)#GI, M=-
%GH:L)&UVL.=#%C0N=@_G0,4\$8|7,DT+92"JU;9=&R3P\$M1Y308EP9S3>J
MH/F,*IH=4\$.S4^IH=I6XJX%FSXF/&DB97|Q1XX,%:KVT0NV_~5#|KAWJS 7G MJS-
QO@|E:S'10YN%7OIL|+;@0&|G&B|_?O2(%D&WC'GH7"J#CHWR:~^MA/,'
M5=|NI1K:3FB@|0FVNS60INCQ\$5MM+FI_<7FB?9'F_?;VU1^XT-ZCZS1?W|
M|I@I@:~.KT;|'|>UN!\$M? D_>EUP&TCF|3#@RRY(|@+WX,"!~%WV1)|"Z0
M0X|:)71K4T67?G5T'M%\$IS7:Z#2E|JEQN^XGQP-Z'QW.Z+|S^%7_E>,C_6>.
M;_4?.Z+A(P^|NK;=>@|J0/4;U7GL&+OPGS9|
MYK;'Z*G;~>/'|C|8WW>~;_R7^QN36VYH_J"Q.M.#'1B0_C_40^QT1*O8M,E7|55JCZ/*16
M|TE@F^ZC@#Z#~W|+C.|YCIG|Y3ME>MMGA|DMGR/F-WPNF?_J<|?BFO M:~=-
H=|56|@WYHMR<|78\$H.UTFEV(|+4Z&|4|G38ZODG0C|YR*~.
U&86>8|'H.1J#~LMCT7U9++K-!7W(MNR/(M9+(_W+(NXOGD??),5|7J#~\$>U>FS;M5;
<_UDZNTLS#/=EEMNLSF|P6%#1KO+NK1^CS4I MR|U7):_S6Y&T+6!9XM'
I8F_!0XF00P82\$;_0A3T|4U%G^Y4|.Y*1<^Y8"#U M(9:R,|EU9OV_6AC>-
(G"@S9)^*~3B?%|HQ'|;)NCX-\$%?M+|ZB)4=U0EZ4V7 M99MM*"ZV65M0X|@ZM|5U-
+O'F;@_K2#@;WIET-Z4Y_%M25 M@8'M&>B_-!-
|VS+1IS4#0>:"P30#"92=PP=8Q@_OZP7@6:L@W.X2AA|7R<"% M7@/V:|Y
OL7>DOM: Y3V5P?KSM9DV&ZH+ 9K2TTG%9<:~8\$&'5W_>@%|/ M|LK SNRID(79>T-
~LR^%MN0|~6G.Q: %N1C0E(-^C3GH2WC/!4-I%I/(^~Y MX7,E#|Q?P V_~=?#

J47D_@.2<&I EW6HSY9_5[>GY'1[1/)>D2ZSN6&.JZ8K:
M/NE566.BROJW'K+VKP[B_O\XJ6!RTHF OM*-.@55E=P/KRVX%%H;2\$&UQ1B
M8\$T!^A^-?GH,Q>,\$ %,(=|KY)GM1SP6RL'7.WFIGP>.#7:K/V+K'F
MV[;G/FI#3Z#2FHYHG16MR29#"[*M^QN*';IKJIT65C=[-U?V^#>4#P?5E*T-
MK2R="2\O/1->5GH_K*SL3'ZE1>A|UPPBF8AG0NPA TW&QCP
M8SL;+O5Q4CZY_X@H'%BNP=PQ;FS;=I5?&V_O^)^H;X364&>B<= "3*NNED*'
MM@65KDT-35YU=5U^E35#0:75:T*+JK:%%U2=#,^OOAN67_TH*.*@PHK,*"H
M'/V*RM!W+AA#LY#%AC<5Y'SDG9>[6'!V@-..+\$0RN%8=;TJ!GWQ(B3
MV*HA7_GA@3#-_KYXPZZ>-,O6SKSYC>UE+C6MJ9[ES>V^Q0L&O;5X?D-\$R'
M938<"|JHN|V6V?@A)*N>/FUJ,2"G!OURJJ!W+AA/LY#+@+O5_#^V9Q?Q(03
M2|EP;)0->|8(PK9Q9<:&-29<8ZL<1):M|)9=O"Q\$O6LH5K|U(,6|H3_'MKJW
MQ*FLN|;JL+/5)Z>|/R!CX6AP;MNFT.2VPV%);3=#D|K>|Z>T8&!:.\$P:D-Z!?
M1CWZS@63;!8* &[44PW(?4|_..#P^XG|HNAO(WS/HG\$Y;/2,#@C!;S=
JL%3|M69|&&:5_9 MRDVAJL53L3JYZU.-,R9S+9+7E=G&K6UPC!KO=
E;L|OC:&S2*V!LG|?_FI^|M_%>_JO)?A5Z!R|K> @|0Q>CQUPP'^
AO|S/0""R+|GR'^G)BE_ ^A_Z|G M#-W[5!FM>TTXZ_?
8"U;L|I(LVAFLD#,3K9ZV/5DW<5NV4U;...:|;|#28|Z;|=|>VQ<|_UD|;+GM:WS+ISO
M/(VKM-H|;AW|RH SA+-=@_C!-/1B?|4_RO|Z| "U'F5!UE@M*SXM#X04-
M1LYY=|A&/.A\$J_K,V.NV| CKKOSA%P/%_BX'B7B|U.R MA,=/N5*N/U7(.OW4HF!_?4#)
|OJXLNW/NU5L?KFF8O/C"U7+JZAI3UJFUU! M78MSJ#^7DWT NZ@'Z^D,6?Y_N7 X?
F7%Y?;7R&|SG=C!1SNI@O9W2T2M;E7+VYYKWN>^;T5DJ;W MIZ5-'IR2-KG_4-
KXKR_2AG=0SN.*NC?0J6Y|*,>3(T#C-(|_V@?' +PBE, M.9?(@7|\$"/V##4'/A,'OF2QX|/-
@N#|W8CJ_L&'9OW!AV|ITX;|Z&B6B|1!&-YRBB_AS% MYK)Y#&
US9S@EL,#W+)XBT<& MWQ/((T_6\$,S,\$ SV+K_ ^9?|HCY!
<#_!H#+7P#V'QE@@_Q@@@6)@@@K)@B*J@ MBSH,+31FJ*\$E0QD=F(KHSI1#?
Z8T1K+F80I+# M9HMC\$%L\$|MC!_LH7P((<@ MWB#>\$/@O!FD&V_91_4"9%)^|*|
OC9@+N(MBRs O_|%.YW!RA/_ = _^_ CK4NX_B*,:2GS1P'F?-+|%C708:*S/1'-=*B5=
M+4Q8:&:#0A,W#C0,YD3|1"4R^-_%G6I^U&X31^U^8=0:\$4&M-*H.26&FMO\$
M47,O<5P"-2|1-XG'Q#L)U,+_,@|U4?*3-DJ|T47I5WK?@L;:##0CK+68:*O#
M1#L#)MI0+:R=. = R@!/-8[G1-(L/CD4A<10QD'@M|=D I3X0|_51AI!
|:8ARCXU1_J)MZ_IY5MI,"^ M&@;=9Y|%;#/1V92%308-
VE1^M"X70LDX4+=K%T;Q_'IJ/2*+9 M&FDTVR"-IMMDT'2?+)J>E/UL^H/L!|
JLF_-7LJ^-AB^|P,Y9^9HN(34U2Z M9X*RU1^0^K;T%S3_?
 %:_X;J=VQ0_29QW0XU+L|C8OVWX+6M^G!09ZR#+0APB@|031 M; 19L#'_ B1-
|_7C0)UKPDU>ZZ#N/XGFOW>JD7|HLE'WNW" _U'F9XF.G;:6_MG38H/W3<_E2|X?
14|3?'3YK7'5'IJ@|J7')\$G=|J', M!76.S 'M;:JNY+T^Y/U!1+@B R,UF1AIS,
((.XY/89X|;X)#!5|\$)HD|<^3 M?A;*7O/>X""7U|=2K<|!U5N>(RJ_>&Q30TW|VF-
7|SV:EYW.Z5UU>TW|40N M3W3.NWW4/^.&!B?=T/"
(.QKN|T3#G5YHL&..Z\$CN|T7.&4CN'2X.&\$NU2%!E M8*(>|T.")?MEG#/WX^@
@7N1L6*WPC.E_@@IEOLEJ\$|HGX VM>_|%VE>|AO6
MONBI60>|SP;JL|XS;J>|#QN>|+YL=,SGOM%!GW&4Y'8A6FXC)
(+0<#T;+U2%HOFFH.Z\$|U#R3?BR3O3IQU+EI/MC2| MRE5F/,S39=
J,M63_G.W&>SDC6/1<2KS,R<1,L/QQ1H'8VMT|D6W&.R.|#;>
M\$3%HMBULI<66T/56FT-G,*9"CMFN#_G%=EWH,|LU86@W%H:VH^%H,Q*!UDLC
MT(JP_!KTHOJ'D&O%DNNDT3IRA.!#@1C\72P-MTI5&==+3%C?%3GSG,X+\$#V:
M'2VS/R-5>7=JGN9,EH0&HTWQ"|TVQ/993L8LLUD;-6XW%C5MORKRH,-H
MY!7'D:B_'8:COC@LC4;|)3%HUQ^#MHMBT&8NZ\$OU#Y^M-0|@)B_E|/+&D'X
MJT(\$?JF2A4M5!LS3%?8|ATM|1/86ALO,Y"4J;|G.TIK*-*?3*LV&4|IMEB=
MU&T|FCAH-Q*_RF%IW)338-P>YX&X|RY|N!+3O3,#Y|0EH M1|A^#?K|H%
<*X4+/N1RPKT23OBI|DAM^J>&#*_62<*9>EWFEDUI9|Y6GR;/R M\$.E-Q7'*DP7I6N-
Y^0:KLBM,EV85+0|FLP4 @PAKP|G05_%S#AMW(6-M7*WE@BN-
Y/X+Q.%8LQ9S7Y,UUTR|N_"FFB#IB8IHY;2%*T5Q3D&PP4EIDOR M:BW|I)
|3HSAYW;L9=6|*WN3>E' _H2+_IT9#QSJT^\$UT(IH,=*C-M0'MB_M=@,,U""
L^9P'<+";OK6;"=PT<<*Z9&TZVD?LOU&#L;+/@G&YV\$9IL M|)
<:JXU46EZ5J#E4D:6_N+30M+>XRK*SL,FN+;_+H3EOT*4A=|RM-F?:HSKG
ML&=ESN^>E;EOW" MST;4B%YTK;:/1_FLPE&8O>!%+KE_.7EO'1/. M-K/AQ\$)...
PI#+N|51E;|TX-K0|":YI|95\$FSY*"@UY%A3|3KSR*BM"UN!"=BPO0J3@?
M'OC|K|%PFH5D@+ODWC^1=UYH8L#)A2PXW,6&O;V"L+U/B;%QD3"VFX'@=%.

M[WE#"T,4^EMBU;N:407:&G*,%|256-37U-I65[4YE%?T.1>7KW K*-O@F5NV
MSRNG["KOPB.G#-URR|EKP2=|HK182X81;.0!G"+^G"E%N!T"SE/)O/V+F+
MS&)^V+1\$'B8&#-DK^~WXAA=YBO=W!\EU=42KM2U,UFEJS3*J75!D7ME4;5/
MT&Q?6-?KG%L|XI95,^F17KW',|7F,O',(ZT&7=.KT26C\$ITRR|%A+AC#AK=9
M_3A8B-Y9SMY7R_C@\$&,%|*Y/#,K|Z6(^U;,B&=_\$2-!N00\$R;8LB5!H
M\$K1JNC,(RCL*3(L75ECEM3;99;5T.:806.J2W+3./;%IET=|TT7BJ7M"\$|HF M-
J!S4ATZ)=>@0TKUMV|P(|FD7JPQFJP:%N|B|RW^FE !/+V;|Z5!)&1K69 M
RLN;M'7(3;AOVD&H?"%*N7O&F4+4|3*^S+-<|M+;/(Z*FW2>GJL\$_H"2* M|1AWC>
|8X1;9<=XMLOVQ;V0|ND2UH5-,,SK&-;%|7..WS,|"G2* 2_7_U&!O MA!6RH
<#K"2_&=X7 P&QM49/6O,.-O&'4:5WE+5(V&R)4NCU8M6):LE3V< M;9 ^5&R2-
%AK&;>DS29|8!|^(.OOY#~^|4|!B|!Z!<=<@KN0!@1>@0UH7V
MX>UT5|3P6|YG-..|!T !F_9|A_-U#^ZM4 0^0_BS8(0=>4,J-U@Q&|8;T=
M;^6DAVC)ND"IO/%(A41|^(%F|7@'P&|JP2;RSS7D MX,O(@7O)05NWD'3-EFHW::+K-
AJ056T044@9H/"USF'32ICB%N(U|JE%3 M^9IA&RIT@|8O;/2;7&3B;/G2W'-
RBX7'Y"D+|XD'%FYKOUBZC:.E^VJT|!R! MEEXCWW*K%.C|".# (NK!;/G_2H#E;|E_9_/)
:OWL*%|KS@4|U5GY.TU96?N M<>!.V>,E&+|
|6"QZ5|14^*YDN>=".,4K^..|K4?'8T;GK;|JXS8SJ.<|,ZSO-
MG#1PFGF@|HCUBZ'#%C2VWXPFCNO1Q&GB6ZY1#8YU NP<(O!?)?|F!U|!;"0
M|FMW Q0>8D'F,4%(RX/*>4!0_!8-0?T_W@G|_HZB.K^AN/8O.\$|K#C.S
M,T|G8!F=@2|*KY_-|P*0=@8@ZCL_O|_7!E@|, #_9C_0!)L'ZJ"|4, #L'AD MQ3!
|Y,PP_MN':?@XC*7_.(&E|R2'K?6DDD/C:3NG^M,1+M5GTUPJS|PJ3Q| MS*7|_
W(I/T)NI4?(Q_@0^;YF/9V!Y1, /5L &F;SCP*DG@.() _W_1' B5S< MZ@Z
^1M^,'TK#D90%<#@G2;HOC<"K?=6#(T/C@S5CUX,Y8_!#(5/<4RYSUE,
MF<|5+*DO72Q)7,F2P!FV,|I %O_RBBWV"5EB'XCWWS)*9W#1-\$
CY1\$\$+A4\$=)4&%G%|1-4_!8%\$ "R31#L31E2&* M_@QAC&((8@:#'RL8?-C)Y,553!
|3&;TPN?\$7@O^C?#+" |DMF|R|0_C4 M3|H|2T HWL FD|_5!%"=F4R4^9(C
/YX\$8RH(*H,@:H(&@ O6@ 7V@,; M/8%NTHED!F)L9 8);83YXB'Q,MO:*S5TKU3YO-
OP|@07NW_@M_R%E4|I< M9P I6H,\$(4+K\$\$(^RA0\$'EH+)TH "V4H3XG0(P(2|*)"-
B"7H3Q 4\$'7Y< M3^PCCG| #JADR4)W0(C2-
&:AFP40E>R;*>+%0,IR%\$JDL%"MFHV@#T4DL(48Y M4'0ML8D316>(?
<1Q3A3|C@O%_B0>\$6|(G(7S/XC3:W'DIM?<*(|\$|WZ!NP\$!M M?
0;JZA&SKTV9J&;+1\$5W%LJ'L%_VB8W2^6R4K"\$6:@0?EZYA&6@PTU&&@OB\$3
MM2V9J.G"0K5_%JK\$|L5\$IFP,5*HAF3E3HX4*%(6(E-RJLXT&%3<0,<8-7%4X1
M/Q!_\$<|Y4?\$3|Q=%Y|VLB'R?%)'_DP(*T%7PK?*WH |E&FHPT(3|VU2=KK// M96:?
2SFP4-^7A3H|-1*YT"-8DY4K^="|0YN5%L|10A1?4Q/E1?SX=J6_E1
M;0|_JA|EOA,@TQ?XI/Y4X+W&|_XW&BCP6@.%7JFC,"R0@-%'VM^"QI0OAGY
MOB7YM|4R ZUH'=94"ROJA|D""TU#.=XB1,-|C0H(H'|5MX4;^"_6&!%|O
ME%@G^%EOD|_GO1U""_4."KW7.RO|1N|WX9?Z?PL|U7|G|!%@?11_IH?A#/91X MH(?
S_M+'>3<,O@5-R+&MR+WMR+?M"4=:CY,N76DV|9U9|(G/@=:QG&B5R?W9
MHH3OHWD|_SOS=L&W9OU"K|V6";|T6RWRPG2|Z#/3K:)/3?>*/3\$|*?;(I">Q
M>V8/16^;O16_:.8:2?YBB|&^F*|K<=4,9;XS_Q:T4*1|."@PT\$N3 M@9XF3'2?
ST)7+XX/SN%<;QR3>5XXY/,_G5|E|-BN6?BA7;?H?=LE8O=L5XC_M9;M6XK;-9HE;-
KOFW;|N|V^_G_6)|7_*JS1N9RS8H=|&%O9O4L N|'S>9-S^TL#!E(M
O48G_TMF6|7-C/O_*Y'GG&|=YS
MSQ*X|58J?..U7NQWEX42OSKW25YW&I.ZYKA: ^@?'#;)7'+?+77(!*_1|8+|M.:
<|'|J<<7RD=I#83^QR0M499U3Y&IPO2?N?S2??"B3W#Z7UA,O# MYW-
QLLP8|:CD/FLOX)|.A.C.3|Q3|!%|*IOOMAE|IY%|V:L,H=LJ>|5@L M?|IC1/&\$^|CR,?=-
*D?<=JL>_T&U7;|CFKL|)G4G/'9IKW-^|/#.%N|K.IM| M'NEN|FD-
^%#D^N+NN.^J+/*#W5&_5#|:|"%,GW(IT*X_-I?'\$"|#Y1&!XE MS8.;RKC@35J^R-
62A^G3P M(JV-0<,Z&P+7Z\$T&M)?%| #7<#S@O.'JP+N&*P/?
&ZT(1,1(#08#D+|H6#4 M6Q*,NE^#|E1_?QZJ|P=|B>>\$|E<<"^-%^ZD"|*/&=)P;5.?
<3)C/L?A-&^~ MO2EAHCL2\$R2WQF?);8HM4MX07:TV\$;5
-VUDE^Y8^!+|56&CABO"UAN/A.XP M'0X|:3H4>M-L(R-Z>(P-.D/1^
%X6C4\$XX&W1&H_S7H1?4/XJ;..)N<: ? M&2RXGLT)UW)XX6*>!)S,UV8UU:
(WZHA%=|2OEIU1+RTZHM&L/09- M%|: @<5L,&K7&H.'7_*| M|PKY|
|D2%IPLXX0CY<*PIU(5ME6:LC:6_&L*_\$57E48+KD|/T%^*#=#92"|
M0'-19H5N=T:#84=:NTEKZF+S|2FCEHW)4|9UR7MM;I(OV58G/I&N3D\$KPIJ(
M!&1;DH%6)9EH09C3:|.2=#3Y&@QB_-=6XQ8YW_>%Y|/D?4>J M ?;5,6%'

SJL;I*R28#YNH&. ^Z1.@^AP>J@>7V5T7)=Y\|S+\\H:MBG/7V1:F|+#+SSEKEY?
SP#8O\XMU7BY:YN>B>7X. MFN5GH\G78 C JP2 /|+). :D&QRE/_/ GOSB9R\|V8>6-|J
VM:=9G+6VRX\A>X M"?8U!\$ATUD7*MM4D*#559:C7513H5)=7&)27-
IJ4E'29%Q0/6>46C=MD%6ZW MRRP\99=1>,\|VH^B3=6816F86HGE6
9IEY:/\UAS.PB,Z#|?SR7NI\H?KR#OI MUFLKN<_ZA9RPID,25G1J,X8Z+ #G| %KKP=
|7ZB;4N")-N;(Q3K&U(4ZNLRL,N MK2G3+ZRN-|ZK:C?+JEABF5X^9I-2OM4VJ?
R\$75+Y7W3|:)U4H)F MJ<5H^C482;:03GT@_S\Y6P/:_:%
!O)_|9T,V%%KS@L7:3|Z:\UX^CJ=N1K MI?06:6P/D:|HBY\$O;TU1*6|.ULQ?4*R;W5ACF-
'09H2WV^16+?2.JYVVB:F M|JAM3.UMNGZPB|JUI|R|@:-
(^00K.\$"C3|FB|T"S=G^U!&@B|^DE MI^@'&!P0@;XE*HRN 6-6Z^+Y/
W|GD+5BX+FE?5\$R19U)RKE=F:J9W84:JNPYIM680O>6X8O0//P)C2+;,\$#3J#HT
M^9JGB0" 4A|.S|:_ 'L|Y:_ O UA%#KJ\$;H5|E@E"QX@ "M(P8,,N7V7|5+743
M*!WR%RL8#)?*|HB73U^Q DZ V- YN^9:|+|T/^B L=?0;T9>2|X8>0V@D==B-/ +N0T:?
GF^YE4/O M254 !V@&MY' 3E#^|F4 _,:; >3AU1,L*)|4@Y+U:| " WH25O7X^9JHD!U_2
M1*!0W+I(|:BUB5)AXYERP>-%BOYK:E5|QM|HU/,>&M-Q63^BXCNW3=1G|1<=E
MU6M=YU'4=5Z!>|+|4<|U*>I^S4 _%!=|X;J0;= %.40XKREZP\$Z!@G_ R4E*20/ MS-
XJ")G;Y""%MFQXC:9L5*VZK"V?45E_>L"VA@L%;XD3|H,D?*8+I#PW5\FZ M;6Y3<-
XTJ.2P:9V*_>:|J0,W7U>9O_&UJMT&5+>=1 W;"6+MMUR8G0/Jp?1B MZ@'E+Z7|
|K7DGU, 9>3!63L XO=R0LP^<8C:KP;A^XT9(?OGLP+W>W#X|0_D M\|MX7Q>NQ+UG
=5^NL-. ^"C'|O2T2=GL')*WWCDM9|=TM;:GO1VG+/:|DS'>A MG-D.5#"=0473|:CT-
4=I#G?0_\$|0_Y=3_B)RX 4; 3L D@X !!ZE 6^ M)P7 YZ0T>)W2
L|3YN!VVT'A| %2#Q, ^:2\$WF>8X'B1"VR^%P3K|V7!Z@?(MP;| #L/L!P.07 !WR\$S
O| %#|U?'>7G4^|3SU ^U=WE M)P#+WX%J#J!R%T":|B7> V4"97)3IB#PHPCES;:|.2
QIM^E0Y@2|PDO(H* @ MFR*D#P <)&BC>)JX3WSXAD;*+Z3|I+.43W5W^95Z?Q-
F|(59K.?4.X|H%R@ M?0)P\$VSDI' +2P@2(H0\$(4NH\$KJ\$!>% "T(W!|!|FD-X D X?3A!
|B\$O?@'*& M#%328Z RH6# 0|E3|HK;_5#(G8\$"H4SD2V(B3P%10|01?
<0R8C4Q26PF=A ' M&ASDKA"KV\33XGW#.3%_|+|?_ AZQL4|1FHJLU
-4*%7%?!B(%25K0.%P:* M| #)1.)Z)@CE\$!=%,|!"#Q"BOEI@BMA%
|B:/ \$1>)/XF_B'8' (\$19_!&X3FH MZC!0@_O?BYO?DUO7=78=5
M91P9*^S%Q7C03Q3.8*%9"U!|=+!3K)Y815 NQ M2;L.\$SN)0|19XA<6BC|@?
1%_P_HHCJSW\$O^!_4X".0C.N?PG7X<<5T^)6DE7 M+?
I9DVJA1OU0|6*B8A@3Y9.9*)O/0MEJ%LJT\$#W\$(&+"C3+C;)2=(K83^XB3 M| \$^R/| #?
R|YCOY9|Q7XAAQS/Y9#SF1QR/95';H+GJ1SR/F*_^0;R;:R1)R MA
I:LV% @R:|/-29J|3%1(XZ%:EDL5"VCNC6POZBVL\$^K|G-|5!WF^*"ZFN.=
MZB3G6|5ISM>JNSE?J1HE?%0VB?.)VAW.A^HO.. ^K?^&^JX:|=|21|H8Z|M|6
M0_Y;Q\$TU%/@O:!*| 1TH*T'P>0NQHIY84C_ '!AHXL-\$PTC61X-4|CO| M O9KO6J.EWK-
G_ UNCF?ZBWA>JRW@OMOO7'NAWH;N1_ HS7#?TSO\$%4/A;|70^\$KQ"7B._W_#YI(
UJ2>|N0^|J) CK0 MSXY4"WN:53MKQ@<:-
^8KJV#6;|MX|M|6V1P/S\$LY|YK7<|Q6|A|RZR/YX;9 M,|?9JMX?S.=Y/O%="O_==/|_
=,SPL;:_GP'=FSX3.F7T6/6V&8B?-4/RX M&4H<-T6)(W0|3#_ _%|2@O=N2|H+T)\$6
G2G|A33|PUX(VK">_ILP/C@:_O MZXY#%/M/^U3.7^<7<%^WJ^*|:K>_XIME|
EVP&ABS8CPN=MUHBL9F MH|IFV-B)VRNB1^Q?21QP.:CY%X;E-IM@|*
|B)WT>KLM2FW| "K2>W?ML/CF? M)|FG#ZW'5P)>^RK"(V|=N.-ER?C=RYUYS2.\$?
=D|@?N"6Q;?6=<2@5,NM<+ ' MG5M\$CSIWBQUV&I0XZ#0Z;
|_CA.0^QZU2>QP/2.|RO" SXW179HO36|G-3BB_
MD=C@A*S3#BA|+JOP/F4Z3R;3^|MQPT8R ?O@X3@4: \$W Q0@NN!QG-IT(EY M-L"?
XX1_-|1WU2!@SYYPON|R|5V>|5+|/1<*#GCL4AZF|=2V2WNJ^4VNT|H M; '3;L;C!
|93BI/L-I;7NKY3&W%%YE04>J# #R%>A(-7 GW_,%>!?,
MA/MA;+@9Q@VWP@3@6I@T7(C0@Y,1=LS#X=Z<^|+ ">'>%) AN#|X4W1)8)+\$I
MH\$|JRK|)9KU?I_PZW|6*X|XKE,9|)E16^6Q3'?4YHK;?
SYB@LAUZ&/F|Q@&7(OE@.|C>.!|K#@"_ %6 MS%UQ|IS;8H)X-T?%"&V(3!6;" ^5'
|KE5D=6B>_J15<7EPK|JRH*5J2P/' M- 8#-VLN#CR@U1|X6:LW|&^MGJ
OFFEU|J\$&H=P:C6D:82O+G79<0(306ERB^,C93 M:GE,H>QP5*7"8&23|D!\$IUI?
^(!&|A*K:ZP#3H=H;MU%X:>UVT->Z#;\$O9) MISD&HWA2.:E^# 'BS (|
|Y'P_4_|%5(!3Z0PXFLZ& >F" L"-+"::S MC)GK,QT XQM.|>5>EA0J-
L,2)+TU*DOH(S)/KBR|3| (VK4^F*;5-OC^G3:HT> MT6F.FM|KC-JAWQ!UVJ NZJY^;?
0'O9IHU*F)02U"DUYK5\$>C^G^9|OBM|F6!%WPK L_A;Q7K|L M 74);4*K+!XUON:??
B#_ /|B!KE&+MWK%Y#| %P)L*> "%|44R,%ZLRQ@MMF8/ M%|KQ#.0""

!BQ3ORDF46IB5(=>26:#4E%&A6I?>J%&=VJE=D:)\$KROES*X
M>8MA8?)1HX+D/XWR4IX:%*2@J%#:!4DH^;7S/ZYY=%L'Z@&9E!#U/V;G*_MK:4
&TJY8+Q<\$E96:#&&RRW9 V7.W+TEOH(=16%BK85Q4DWY:7+U>;F*;;FE
MJI79=1JE60NUBS(7Z^5GK#3(S=ADE)UQR#@KXS>CK(S7!ED9J\$?H9&>@=G8Z
M:A&:_P4#:19F9Y\ R2Y\W*GZD@IR?_6UO)@M%J<1BN46<,U)BO>JL=N3HJ
MO05:RD-\$&MB)&M+DF4KBL5RXJ*58H+:C0*ENU<_Z\+R5QBDYTX9I>8>
M,\$\)=DH)?>584HNZJ?FHFYJ#FJG9:/6UWRFFVZW;U(?OZ:;O:!'5@/*WU!;
MUI%SS;/U(C#0J)*IC<;C@9/SI8Z3_Z&VB"1FNJH>155B3(E%9D*!>6%RKEE
ME>I9I0NTTDMZ=5.*1PP2B\8;QA?M,XHKNDJ,(@O0KWX0M1-*\$3MQ+42LS_
M_SR?G85D\MX\@(-E5/*WTC^N68!Y3>1JS0+04^K(K2W&C";6VPYZIO=>*N;
M_(7*&L/%BOKBI?+KTN6R:_.4,FK*55.J&S43JHTXBJ\.(K)@PB*_881E1<
M(9X;1):C'J\$358;:T:6H16C^E\=1#_JH%JL)=N/;=0_D0+P&@;Y2\Z.S@
MA\9.65C0IV^PH4+ P5S6V-F9?9DB*3VIRCD+2@5#FNJ4XM MNK%#*Z)A2">L?
JU>A;G M:H?4H%9H-6I^S?UX@,MT M%H^4DW?2;?C&5H"Q#G+?
+G)O\L#F1=Q0WR<)-?V:C/) ^,U9QGP-GWB(OOJS> M(*&TGBBQY.Y\$R?BN3-
F8SB*%B(X:Y=#V-K6@A4LT JK6:/NU\=#Q::N@X\Z M1-
NW!;5IFU&+T/1K0@W_K\@Y>OIH+.RG'FRE_4ITDOOV4@WH5KOE@-QKD-EE
M2T6A>%@% "H:-F-E+;=GI2\VXDX? \^1,&PX5BEL2)10ZD288-Y,L\$+;Z4\^JO M4?
+IZU?UZAM3\^C;KN'6=TI#;=%C=;<>5'?K1G7W+E1SI_R6ZS2+Q\O_>18X
M^OOLU:;+99U#4 J^C^A%R#W+!G%6"D+E*#M)7ZS"25ULR\$U8Y<<2L\N:;7!G, M%
JHR6C!H-%G4?T6.A, ^*,BG/Y4TR;LL7R3N/K%)T'-FJY#!R1LEAV2-%AV%4 MLA\^9?
M!5'98\BT7J08':/ZWMM-9I/QE2P!ZAZD'E%VQ&B"+7#1QDAOBUHM# MS 8UB-I@S
C?8,<,V>#&#ESOS^FW/H+'>WT"O)=DIJ#K9(F(TT2#N/U\$SSR\
MB5%)FXDM4M83IZ6LUSV4LAI'D(?FKP=)D4+VPH0N%T0_+?+@M^,%OC,F(/7C
/#?<+:Z3H3S':B>%T MF\$GEMILIX+69J>&WG.D4--
+^(F0ZLUG89:;DL,GV\!+&6\^(&DVCN.%FE##< MA/_^909YY#3U?
XSRARB_@_9>1TI61!Z:M@4@:@>_VYRP,=P/JP#\R<"C3_\$@"T_1(-MOX2
6'X9\$V3OTC2\ETCTQOZQP\ MOJUSY!Z7\I/O%H'D%J\$PIH\D7!K\G>#;".ZK^,\GO&
JHF 8D)\D\G *) M#0/V \B2C\J<8(+166XP."<"^N?D0>^ \NB>-P?
="XZ@<J\$;M"Z&@^9W2:#Q M70%#L;L&ANJE?J;RI75,IP)ETVO "@>9D-BO^'L/<
J^):H_ \7S"F4 M X?>\$07!AF #&U@ !>FJ\XX4 5%\$%\$%\$%05&Q(\A\H\W%\$J/&:(H_
U5C>DQB MFBD:D_U?1S OHO?_WON\MS#L%9>I_OGCU\O>X9WS&\$P_NFRGY'7
 \KP/#J.WQ.N#Z-N!(3VYU5P7+K\4P MOV)\LV^ZP?2;7M!^Q#;IT;"^\$\$_- \B8?
A\#@Q^F +J'Q= \Z=-4/UT!LH? M/X\XY^0OQ=0?/=O5E%_N\&M3\$,I2_#
(13>RRUO=X ^KT#.%/;IF/_#/_MY<)QH\H7EL H_K*#WAR.43UPA/>D//!E&_
EOA\$^R@3\Y^3\ALI_PXGIR MB7Q#!'_^;Q90?SKUBYGW-
/8\@MICJ#WX/XS\1T"W>^S\YX#V*\#P1T#_3T E M%*#)
 \ZH_F\;TIWT)H/(Z*X\&+P9"K9#+.ZJ\;"#XDORY%\UF)D<>Z7,??I5-MZK\&??
9[\\$+7=/@'LOP#,\@-&#ZC[\\$_C\XWJN5J(KBVVO+FK#C*"A)!TP@6! M8#P\$XR%.D\?
(G;+1MOTA\J2/A!6\A"F R\$TPR6A&"<)1,,4DIJR!RRB*PD MZ\B,+607.4A.D!?(=?(?
 \B7YF?Q)_A_J?R.Z4\^9'K>'.X133\9%UP\&PLQ7\$MH021@G2D*3*PG#F^1C_&'X/7XS?
(Q?-+\$+ZQ4A(#XV?(O\WPH7ZKO3\ MKO2Y+CPZ\;NC+C_#(:S'2\B1A+FS(=I,9E*&
M3QL)T*6DC&\AVZ4_3?=(3 MTZ/28\STB.SEZ5?S#Z2?
C3\3GI@IDCZUES(WU@(^;Z%4'S\Q"J\O'EEA# M\+!HTX-GHR'SW&,D_ADG!
(EH1=0027787TQ+96>F0\5_K=I'TJ^T*Z:%M MA_2S\6;I1\H=M=T@JVA^0'=F?
D\^RNRO?MWY. L/\&^L3AD?RQ@U#<<13*CQR% MZL,N/G@.T< \.PL."F'7BJ?
O.6/3WA.@\DNT)DAZ\QDF_ \LR2?G(ID;YWF2\ MYS)+_L:E2?
 \I:57^TF6U_+G+!ODSE^WR)R\HY7L\3\IW>\XH? \3S'?E=U_N* MVZZ/5*^Y"?4M-
Z'WBIO00Z'#\=(3TM>T03>@^EJO;00WOSNS;P,Z8W'@JSP M\ P_//"(D+ \NGR)\WC\?
_J1_A7S7?;K\D?LU6ON1U6WW" ^H;_9_37W=XTNJ*QZ_&5SR\$(87/(3FO(COS Z^QOB
M\$/ON;00QE+YSI;"E^WQL<+O\KC^V'N^'+H"-SS#L*'WG'2V\Y9\AO>Q8I7 MO;J4-
 \UFJFYXS5-?JUL=W7(2OTK0\897!ZRW>#2D_&%X: MYJ37S\;O(3)87+(2Y@>)?
X^7F\$-_L^G/J^,L18-82?!H_ \3/#=&&M\ZNN" M\T<-PNW1?K@Y.E*^/CI%
<654GNK2J\$EZ%WRK\<_YSC(\X\ D.>73;G32AWX M^,B-VJ,C=YL<'GG,I.#
(RV8'1KYGML?G>_.=/L)BNX^PW,;C5K*E\$_-GB.'T
M_KZ=6\Q^&4_'RCC'KWXI \&>#O #C?' \^25(%_I4E"P?"XP7GEZ?*,Z^+@B
M@Z,!E9I# =.-#_C/_MGGO!\TC\ R\UU^'18\QVZSW#\VH-76L>>L-X\HW7J#
MWWV;=7Y\;#K\A,V:3JS;_(35\ P@? \GT, \^@0^)S> \,(>JYP)=X(< "-\$M<

M#N^-8K(M>*,9Y@F-%AN#%EFM M#UIELS9PHVU[X;Z[ML!3]JL#;SBL"/S"85G0(X?
6(&&_)\$C8\$=0%G=@\0XR6 MGY.WOZ'^1I' &W'T.W\$2KL:H<"G:.*=C77 T?
HAT(Y/WA,7IMH1FZ")3K3 M:&-4HFL-^);O/"A..|<&'HJWSB+&\G08Q!KS=OIU ?
7J>RRGT7\$D*G\$K4 MXG"R\$_.E#)!VIHR2MR0JS8DQ1JL34PU:DO(,UT57V*^/*
I*JC5VALWBF\$;I
MENC%CLW1;4[SH]9V;XPZU&-.U"7GAJB/G&=%/^Q1%RVZDV[\$D3@0^V<(WNY_
MX.WM+OO_*K6OT/.[3([W]L_F_C\] MH7_Y%*=(J0J0;<20.SQ Y[,HSZ[S]YL?6S+M<'&
MO#[HR\|FK\X+4"W+#+=?DAUOM# KW;0L,|^B,:/4>G;Z%+M9:76.,U/G.TU/
M6=9C6LIZERG)>UPG)Y]QJTR^[5:1D/AA3A0GI4I @GTHTX/D.W]?3+&(Y#
M^O^7J'^6WO-H\$;"/;"I086.A)3HFN'51"Y:=%8Y:+"\$WF@EBCQOQ4TIEY
M.1:S4WHL+);07F*&E64N6#H MD-12-DK95!JD-
IA+G_!S1G3B1;L_X*8QC@7FXP1B46%*5HG=|^?"R9[2_,D^BCF5X_7J*B(TM9,2M-
5E&>95I?E6%25E MME7%4QV*)J8[%4YF87";.- M=,J\$[/AWTDQT(:<)4Q.%-&SS>9,>
24SN^5,:NJ16,:2);UT MBVM*Z1&WY-)K;DFE7_'X9\ D\$N&<4B*Z1Y8(H3B?
@FMK,F>9DQ.%')<4# MNW4Z8T 63P.;IFLP=X8MZF?VP8R9WO*T&6-
55;7!^N73HXU*:Y)-BJ9E6^17 M%UGG3*VPRYQ2ZY@V95[WE*IESHF3-
_6,GWS(-7;R2^1+U|C*)RYOE:)'7(7H M'E\AG.++1;=G?)I869-|@3\$XPO[OFL%Q,(LYH
JN(@WU>IC98(6;V;Z8.F>P M5#E|E+*L(5!08D.D84%)|@G'NK
RSK+H"R_29DVQ29DRS3ZR=TRVNMK5[|/3U MSI'3#
IA\$3'_1);SF>XR#|=Y#9QF#@[4|EIH_M
#KFT'N3AKE<|^3,66^&2J;>V!2LZ=4W#Q"+FP*4.4VA>EGS8_5L,|+U:8T MYIHE-
I98QLV=:A,|H\$^809BQ|9:YV"9^_K/J'A4H^@AD^|!J4_=IHP2SA-
MJ!/=|@F<*Q^=YAU;D,L?>,?KO/=3?2^_L@EH)C,6 !5!_ ^%%QS| %MYS|&M^Y.
W7SCXS1,,_O.\$07_C/^CJHNUS\KSY*|UR.6_VXQ<*FQ&MI(E
M_T97DSS!;,"'_ =_0PABT,@;+&0-J3VH#F,VE1B,VC1-,W+3:/AFU9JAV|:8>*)Z:RI
MUZ:/3+S6_V8Z9)TP'!)!VH7%\YS7U2.9|ZW47L,|U(J8'8|4+6.,=A(_F%
M_IV+6BW/L;M,4? GN|PV^N.L7N'8E M&KQOMGK@OF5ZGONVZGOL.V70?H
|^OWW_&+HODMH^NT01OVV""^/G.M*AQS7P.FZ%(2><,.?A\$?PPZ.0P#
M3_IAP*E0>)Z*1_1365*_4V52W|,SY-ZG%|MNIS|Y%_V,|^|+MO6+A)>G!Z80<7 M%""|;
27RY9P>;\$[G%_LAQY7O-#|RA@XO12";E<3X'@U%P|7JF!_1|LKK7#
M|OH!V%Q_!397?Y1LK@C)^D4A6U|2BN?9NJQS+U0+ MCCY/_8M_/WIRE^N
W4TE+%XWA-EM,YC>MH?IFVXP>7,@M&_YD@DPYB+\$^_U|M&+U30Q9#|^XV&+H
@S>^P*&|_P%\$5L"FMM/D9[10?TES'O#CLX:4!|HG7@& M"+|^_J#Z8?|_,RT/T68/,&?
3A|N=\$*NC?T4!|UPRJN_90?NP*^9XGI\$|& M|@;(!=%G7 Q|Q@ON?L|*P|Y3/FB2|0
M_T7|QHP|!7 |37_D5;=|CU^Q%@<^0/Z?Q_U|C(D9<)^>_QMZ_N_H^;|^ M!OS(1/V?
=|^>67U+Y/?B\$/=4<5T?#<)>L02^+T;|^|+@W%X=>77LP MXKOV@LPF'>1(U|Z+
|BCOZFA?A%CG|R^A|^+?/M3V>!=P9I^M/V?OP#T=;K|M8V H)?
O_JH7HJH48\$=,N.HAN;|L,K9K+|BS=O"B%P>|GH%Y^V^\$!^?VMA1N| M/C&F|U=
|^+3>Q(|\$DC0RD4PALT@S64K;R'JRC>PAA|A)0N|/>G_<)=^2W_? M-
1!K;EO3XUHZLQL(0S9)@PDHT@H22)YI(+4DD;RB*P@'603V4'VDV/D/'| M=?R)|_
'OL9C_(I'72UYGD?/(>RL;^_\$\$-+S6_"HY7?#_A|Z(R 4@?R-6))%
M2D@UJ>^*12M9W16+K=3=C2>,Q6.HS7CYLB;|YX8"GVF>(OTWPIFZ
MSA80/>B_'\$|^+FO&HGM?ML<;C^P"-V\$M_!;);FP)| M;5.|^+VRFXS.;V?
C\$9@\$^MEF&NS9K|)'-1GQ@LO/OV1|&_.|9G|9;=#;QN?T^Z
MZ?"S|^+*CD*^2*XY"|>+_0/2A?E|_1!|Z7W<>W77?;?!G+Q<|F);YU|H\$6/
M8'S2(QYW>F3A?>=BO.,|!6|ZSY1>=VZ47G-9)-UR62&|XK)6>MEEJW2|YS|Y
M;L|3|I6>5^3+KA_(!|@|4)QU^TMYRDVH3I#C;D+=A>H9HC_|HZ&"|)0@!O\$X
M2(_!YCB1W=;?-G7#7?|&#,&[??SQ1K|
(W)/PZG|8=;+|^_!=5QCS=4ASWNJP|X_J&WUU/H M|R;|^='C|&S%
O|.|^Z|VICM/L_:\$ROARBC|&F. |3P>|^J@_7A|BBRM>P;CH
M'2^=|Z4SW@7R2>|^*Q3'O6J41|T:5(>|FM6'O);J#WBUZ^WSVJ*_UVN?P6ZO
MTP8|O6X8;O?^W""S|^_C=|^:"TGFG7_A1@B=^KS=O/Y:..|3FUOC5+B|C # MO#+
<"B^_|(7SHX;BU.AQTK'14=+A42F* Z-RE?M&E;AV^U;|^_K.T_ A.|=@ MFT^+X1;?E9I-
/NN--OCL,E|OGK2LOW_8"/ H'7>=M|F<>K?BI<'&N&T_|. #IN, Z.'ROM'1|J|QP?K|@V
M+D.U>5R!WL: 2?KK ZH-U_K/TK3|SS=N|VO5K0)K-UGAM|ULF=|A|Z5^%|V7
M^+UGWN+WH_D"?V>|^_"B&E3)R;/\$;_
Y:Q05>&|JC;0W+T5P<7&ZX,KC1:/F&ZMG7"")/% M02UF+4&KS!<\$;K)L"MQG-
2_PK'5CX!O66#<\$":OZ(&%)S(G9|P@?X%O M<1|2_V8T?6|FY*DL'L

MY"RC6G_ZX+7T@:LR3+\$TJSL6
M97NB.7NDW)@U7CDI*T(I(*S/!8\$9&NJ8F/5!;G59J6I4VQ:(BM7I>=*OCZPHH3!;-M,K?
\$/5E5I@YR0TUDP9+4R>-DBLG!2HGE47JE90F&!259ACEE^2;Y!;7F65-
MK+9,GSC;K5HL6U2X5KIA,(I#O&%YQWC"C\DO\K"%OC;^)A\$Y\OK!/RA=4S
M/N\$U>".JLQ:FJT/MJ 3:*IC>+Z<^O6A=A0HUD\TQMJT+*.DZB)M_-1*LYBI
M,RVBIC1,AT\HLPFMVF\$;7'7;:D+5VW;:DW^V#;X4-B&5PCJD0EB%5@C+9IS%
MZ_&BKA{(?N^JYEB&S9QN%C)SOD70C)56XV=LLQXWXZ1UP(S; MU@&U/UD'3!=6
37" M71UJ#K"/EX*41 MBL"E"FIYUZ2/LBO4'M
MZ_4'M!_2JVR_H>^YYCMJSI7"TF;E62\$T'LO_X03'W!Y:H W474'-^4N FE:@
MA%8UDJIQM\$;:ZX&QFX"16XPQ?*L-AFUUP=;!M'O#>-@Q>V_PP9'LH!FV/DP9N MSY
+MQ=+-;?7R/VV-ROZ;-J0I-Z^7IEK^U5%KVV?*-VV")7;)J%VW4@V"+UG MZ.I06ZG?
1NW%*X!9U*V@%_5U8#HA.V /ITY;-W P/V*=#O@!9I#JBS&> MZ'W0 [T.#8/;
(3^X'@I%SL)<#F<"^?#E>A^> Z&Y;GQI+BA5"8OY!\$"F%VH0:F%Q;: ! MJ.(6:"^>(?
=)F M,>2;LR#=#9.=N/@5NT=#?I'&^29ABH!TXQ_:5O:-7.?Y2%<#V@-DL<|OU!U/
MW1'4I:1N3^HZ7 4L;@#&M^C#ZL6>H3JWAEX'^ MU'5^&:"EKBEU;-3JRO?
H>^0CR7@'MOQ"=OQF047Q I EZI UP.;WR!|JB. M!|P)/. "% T"X ^>5OIASHK
\$E!#|%47LX^|SO-G/_+F/_\$6!\$7<4SW6^I MZB_ =!5A?NVJB3PF?
^KQ?,9=^T%TS\7T0>>|071|073MX(U M':U0_=.D#?^
M1IBX=O|JC3.I/C^#/A.#R6@21D)_O^H/RPG|60CV4|VDB/D#'F)O-FU%^3A
MTSK'7UWUCK_^!);5_N@QS7N1G_?G3_I272UF)%D HDGV:3TN?I#\$UE"5I&U
M9#;/9R?;=P)\X@2>XB#|P"X^8O-|9N_XDU_Y&|_17Q!6NMH';Z!6-!T*TK M%D-)
(E"9SVHD%0^C<5?F;NS+F0*EE&GC3KKJ;:5Y|O#7A_!3SB+'W\$=W^-# M/& "O^-O?
L_>?_@K"EKK45VV'!G!-VZ'/G;@#N_*AJP=1919P5UVJFTB3H|. &P.,,G.71?
Q&=XBY'X&O?80EUUZJ/_"!*!NO;T M^|9;#B<=;(!)FPI\$S|K1>& <@J^-
\$O"Y438^,2K&'>,J M?&+|^|9S|4|Q@OQEO\$RW#9NQ^O:37A-NQNWM\$?
QB08";IB|CJMF7^_R^2-< ML!
X;R&D<|JQM@OA8@3AK.Q\W8ZSBFWB=T|WNRKMZ_:S8WDLHMI(MO81R,X_/_IV3B:
M>G"J'^Y*O.-BB%={6N-JK|ZXV&/QE'^N=(A_H7
M2P<|)DO|/&KE/1ZSY=T>"^6='LL5VSW6*K9Y;%=N\3BLW.1Q4;G1XUWE.L_O
M5>V>0MTV0*A7DU6>0O4\HC^>ON|HOC=O,YQ>WR-WA@+7|JAQR<,,9P8ZX|C@
M03CD-1K|O\$.PVSM.VNF=+FWSSI>W>?)F|RG*#9ZSU2N|VY4KO5>K.KP:E.O
M|=JL7NVU7V^E|UG|%=ZOZR_U_E9_R="_|<-%?HMG>@M|X'P7|_Y,5;_6|S
MM_VH|<|U-GWPV9\$23@S5XM (1^SQZ8|=OB.Q=50@-HZ*DM:2I8|1F4KUHPJ
M4J|VK5"M|)VF7N|;H+?,MUFOU6>Y_F*?|08M/KL-%_B:G%_B;K%OTIO@?|_2;_1L-Y?
DLT<_W: MC6;|;3>N|SNJG>5W5303|S-MK?|CX^G^PJC&7VBZ,*SQZ^17OOT+|ON-"?
2< MJ'VG(ZC/XVZV9=MX-38&6J|C0D^L#AZ,Y2&CI=:0"?*BD&C%PN!D95-PEFI>
M<)'>W GE^K,G3#.L#VK0U 4M-*X-6J6M"=QB4AUXR'1JX&73JL"/32<'_692
M&22TQ)@8\$4UE8"<_||?C^/R)@QX@;|O6"S7N/3A6|B6|2\$2VD+L"*!|UHC
M/;\$HGA<9H9@;F:|LB\$A7SXX(TYL97FHP/7R*9EI8G='4L"9M5=AR MD\K0C6;EH?O-
RT(OF)>&?FA>\$O:+67&8,"":XE!A3(R>|<,H+GT8@VM1|/IT M?
8>2N,ZG#U_'MK1%:E\$8M-2V.6F=>%+77HB#JG\$5^U+L6>5\$ _F^=% M"5-
B0K3YD<*8&.GXEN/P+<;@Q3AZ?_KO?6G)OJ_MD3JVF94;
<3Q89<<(L,TZ8\$&UFK#!^QI?,PVN,P07V_RB7 M7KOH_ =;QN)S+P1;^;%Z*
(6;G6J,NS16UZ8,P+=U7FI(>*>F1RC+T^)^5I6GI
M>L5I>09%J:6:_)2IQKDIJ2;9R2UF&+Y"1A MEI(D3(DV)5\$8/^3YN\$5QOTL-0_1?
V_+80QX7,*VS&-,ZC/T,"/3 C79SIB: MXXG).2.D\IP N30|5%&
<':LJS\$|1R|_*,%^12GVV9GJ/_U#PS3,YW0GF!.TH+ATG%A6/EPH)@17Y!M#
(G/TF=E9^E MGY7;):B:5V&4G#M#FY
|WS0N9Z5Y3,Y6BZB<8Q:1.3?)=^:1V<*,F\$9E"6T7 MQCK>X|A|D?
D_1LW=\$^EWBNC|'^EWR'2VIXK\HE:E!8|8&))'Q26>B&O=)24 M4QHH9Y9\$*-
+\$E0IQ>EZ2<7Y!@D3)VEB)|881QANLI@?'6|)F#J8B._J>NU8Z8>T(Z>^D)VU-2Q
MM*.K_C0>/5D8CZX41F-T5'3R\$F-PG#G83?UU4W7|@(&,I5,Y'(A8SJ0-%-"
M7)T6;:/L\$5W?"Y'U@Q#>X(PA@_H"%4GE ?)P?6IRD#ZO-5?O45ZC&S9NKI
MSEIH,)6A^&(6?LTPV:J|E6|X5FV(PGFF&U0C-LNC <7Q,/+/W#|'6*?M|< MJZ?
K|@\$.TA%+9 WD_H-0-1<('2>(2;MT104P^,;W;'N&9O!#2/AM^'(&GL M@DAI='2|_
NW8)B"D!?!;(F/44BUAEMIB MY+*>&+',|.7#|.PY6,Q='DPO%;\$8,B*-&G0BD)HP(HILL?
RN0KWy2L5_9;O M5/19?E|99_D|1>^ECY6|EPA5|5DT3|<9LRW4|=|L?GW&;&@-KA
MM\$8!*^B_VX#;'7KP7&L*CI7VZ+_.%>|K/-%O_7#T7>^'/NM#T7M#/'IMR(;;

MADGHN6&6Y+)AJ=1CPU:I^X;3DM.&CR2G=;+3AU"=FH7"J>V?|BC>R:.FBNH M-
V\AOP&/14N U*X:4& [X\$-?/'@3/2"INAO@M9/Z>^G!Z4WM#@/F1_5@<0!
M8^2H@,&13CIHAY2+9I NV0&77(#+|-J7N1AYD8N?%WD#NL*)JPHOMBL<4%
<8R"L\P14: M^"LTRB^*?|%B):^%CLY|,6TQ&G4C61?_?A'O.G'^|(B=S\6-.7F|X(&%ZE
M#|H|GWV3GO\F/?|M,^!56^(O-Z/BR\$N3- DHNPM+D+>XL3S-B^XMSFHW8P
MW|E,,:#?^9.(OUFXEM?B%J|T-Z|#W7-8)P!_ZGI1M||EH-L5P/(:8/P*H'Z5 MVK?)?
|A|Y'VVXT,-%|.F7)!; ?>Z_9_2('S.!>*7C,=7G(2_X@3|-0?|UQS4 M|P\2GN2;|AE?
1#RE3E<#8JXSCP#1U/9G?|W8W|I4=: "N^6N YDU ?I>:'Y%|
MY#.BVX_R95==XAL|X#MCX'O&Y\$?FYJ\$K|-L@X!\$7)X^Y,'I<3//""^X/YN0) M_ F\$'?
GS_+P*96Z&A#C'L-^CV.?05X&>MT"|/EKIM35?Z:KT_RJJPI";M#P M=M9"=/M2?
B./)&KH WH|N|X/HGLF9D#GYG'=R|J>OAN58T,PZ8+M>|J>E+>> M(C0|Z+.=NCP_A-
>!(?SDP2GGIN@;+ 47|8^3_V81Q'YS,QKY|!3W#%WM0^?WE;K:
X_0U4'ZD6%D/(DF&:2(3.ZJQ|, #,-W MN\$CUUSA805=)KS)*N4G9%
M\$GA1ZCP^0|AJV Y5Y|8F4S6\$B3%C8HDG>MWQH|*=_1M!S4#--P M-%
|5A."&43RN&6?@)>-"7:-6XY*V&A>TLW#>9!|.F2S&&=-5.&6Z'B=-=^*X MV1\$<-
:N(V9OXX#% ^RU_N|K01V=K'#4DC/>|J8G2.G\$2=-.>131|V4H(= MK3'>U-
KB%,:^>,EB&"Y:CL,YZTBA';L=MF*GXP'L<#R';=U>PV:G^|(&IR?
2NNY"6DLZ=#@)J;V+|H0* M.)U|RRGV8T|W;_7E+8#3W U'?5RQ,|=Y1Q>
<=|J\$HSU&XZ|S,/:|Q&)/SS3L MC^2E?83<2|T_C>Z&M!|U/V44^MM+^
ZN3B0GJ>OC%,|M3CV1BK4>AU.XQ25KC.55:|5DGK_2<+Z_P7"H0|^Q0
MM'KN4"SV/*I8Y/F28N&>|JF;|JYPT0RL8!0J%CI GA0?UOJ/_><.!E7WH^ M_-
!@>D\|#78.L,&60;VP88@7.KS&8HUW""%9YQV*%=ZJTS#M':06>*"" V
MKI07>4|7+|2>HVCV;E'.|UZM;|3>HIKC?5 UV_NBNG|HA^JZH0_5,X8*E8|:
MH4+Y%|.J?'O'@+6@8;|MC>/OG+??^L<#.D<#6H6JL'V:|JA\$N6#5R);| M^J#5-
Q"+?".EA;Z)4K-OACS?-U|N|!"U3S/&=JFSPK5/6^S:IZGR7JV?X;-"; M|K-;/YK/.?UJW|?
U|_C^J%_E*_0F^PHU43W%IX,?V=|H|A04_L>A8'J= M0&C;S5K1TE8-H-
|6O57^RWUK|"K_=!N5^IPW+_%XW+|5|8%#B+_2+_85> ML9|0=Z'2|1UC\ YO|5=T-
:|P8"_9%*L">(:DS|?SF",!>|M,3^P#^8&>:%A MPAC,FC!!FC\$A2IX^(5&>-B%3,75"@;
(J:) *J,JA:71|4H%<6N,B@)""-X<3 M'9K"P!;:@L';FOS;S5Y0<(@+U#H\$SVBSAO?R5<^S
/|?8':1Z.YQB8=\$?1; MH5QCLAU-\$S28&V*-^E!7U(4-0FVX+Z:%CY>FAH?+5>'QQP?
=1%6J VRAG3HCTQ)68\$ M)L?X2^4QH5)93(Q<\$IVLF!B=K2R,+E+G1U7JY4;-
T,^_FF^8&;E"DQZYV2@U M|HAQ,^YR'%YC#\$Y1>URL%Y7?V%;FOE|M-
MLQ(T);:;%FF!+GA,IX=Y0G#\$5IPEBI.&&"5)00)1)X4QX.=&MF4&VU&=
(*\$RT023DAU0FM('\$U.&H#!UE)2?
M.E|*30V7LU/B%9DI:8Y!7%*K)B9I@U%4T@'CR*07 MC2.2/C.*2/I#\$YDH#
(A^9(+0CTH0>CK>Y/B|2*TC;:P6Z7|7I0,+=/47MJ>: M<:E@FTK2C%&4;HN"#%?
D90Y\$3N9(9&4&2|F9H7):9HRZ(.9/%ZS&8>>)Q'S"#5+ |Q3SF9QLB)|
<26;G.R.CS0%K>,*3DC962 M|B9("7E1HB(F+U,9E5>HBLBM5(?EUND'Y|08!.5T&;F|
&,R|E |FG& M93|R')>J)T3>3T4|5J@ M'9A!*DD^OZ=Q69Y4*B%NDA8QY;:
(*G=%1(4GPBN&(|32#R&5P=*\$RF@IL#)9
M'E>1H_"O"%6.K:A1C:Z8K_8M7Z4WLGR'_O#RL^0#O>&3?M4;7B;TAI<*|8@2
M4MS)><;@8 &PA40O9:7T_B7-%+*S|F3Z/LJZ'NJ@+"IA@BNMD#0M.X(G-87 MXVN&
(*#&%_XUX^!7\$RZ-J8F71M5DR#XU1?*(FBF*835SE-XU*U1#IFU3#9YV
M6C6HYC^J0=6_J9-\$:|!562R4 WNXB1COH?ZZV@-6RIT^X" R:20W|.H'3T-
M"*FE|ZE38,PL+4;5V|*WOB=|&CPPLF\$H1LP>@^&S)V H+V3OV2G2D-EYTJ#9 M%*=
V?6RQ^Q61?_9FQ7|9H|0|)U|6|&W_F=%WSJAZ#N3S/B'PXSUIBF|JHY M%J?
2=Y(RDDWM1&J'T:8%S*;-GT?_V6R P0O,;&B! P8N<,. A0/@N7 X/%K|
MT+|E!/U:XM"W)1-|6DK0JZ56E9P7_BCU:|9RC_ED
MGI"=N|@|F7/C3*!U!LJYTA,NJ7G!>-0 |5@U'J|7^<%H=AFZKD^"X.@_V;5-@US8?
MFWML&D|*NV MEV&|Z@&L5PC)>CE91I9VLIW:|7,Y)
|'O,QHX#JB;26L8UPP\$MP!CEK+_|.8> MM*QN|.?=DBPWF0\$R|WFQ
\$6F|U@OMD39EN&DP"8;HF\$R98T:+>6P'AK'5D. MHZT|8;CE(C1;OH#1HK|@O%'>
-9W|D&ZBU?,RE9A7)IV|2\$N9@. ?T_=8?1 MEWMN %SIS1VW U:|).|2A@>,(+>?
G.H|SM M=|5R@.>D ^, @'1@/'<;7O 'M>+\$=X(Z0(JY@%|WP# 'R-AP_?3F7J+
|&#AY*H.3@'3*@!;+_>UI2|*%|!DW,D#WEU"<|'C# M/:?;\$*H^(N!|L|_*YF*77GKF\$,V-
|VXYL#%J&XQ|_G<9#MN|69| MBY|/|+5|DKS+9KU+@%@W^J^<37_E9_,W|H|WX>P
408Q!T> T;3F T|S_N< M.VJ:708,7P+DEW7U%_(Z>4-7#Z'?Y-
^_VUCX#|FP/LT*AJRD7ZW/W"/|?A\$ M|X J)_S/_|_8|_9S(_OTB^(+|3|91:W3X

0>RO" MK35WCVX#RO^LO MNCK(-
UW/QCQ?"WFZ)X1M>:P! C3KV@NB^PM<+M1T+X\3G(Q%-7\J#-/4X32
ML8S.W2% /P.B9PLA6775JR)PU//+>!% \$D\$24'G\ S"Z6LQ44H?/2D+ M>?ZE>
(+5%JZ/*+G AU\1N.X1=OXYE == +T'0T-MM1D MF79AW14+73W(%YWUH#CV)Y-
J*).!35JJ%/A\ #3VCA^9?SW&N8GHWL\0Z> M\PI3=J> 1H^OQUARM_XA&?XF&?
ZN*M"/#S"F+H&J/N2\$; L, *21_V;R@U M JB+"&HE4R>'&B74F\$R-Z>QA X?
(?)Y_\$<^U@D.U@T-G,S\ 'KS+6+R-B[B- M-WD9W6=\$'N,6S_J,F\A3*EKI>AD/E-GVB?
QN)7QN('/*"F+H&J/8GECI M\%4^4KQ'U3A+8Z-VVS'ZVBBQA*>;Q5N,"?
7L1U7.2ZNX"PNXQ6VY'.\P,B= MA^ZII?38;J2,V-
IG4W^A+'J"%S:DI=>:P#S6\.:+V)LPO(8\$GC\$3+Z.
M&L.H,84;W")8_0"Q^AYCHUSS,D9QN(40\4)G&0TKN\$(W!8^@D'98\$#"H\I
MRG\ C++L>+S.A_94!R\I.+GMT-S%-N.' MV*(5V\$0V_A=/ZR\6O-
0YQ7UF!WQ@S>G/5,9K!AIG7-YV;G#*O\SO+U@K M<=;4%,<@#;7:*QR3<8*MRPI
M=RO\$TEZ3L*17-1;WJD=+KV9I8>|54G/O#+=+WGNEQMYGL\E\WI:^CR09O45
M4AV9V>??_)^?TK=U\RI2\!8T-Y2Q_\$\1UO.UMZJ;&AEP7:^SAC53J/+ ' MU7*-X-
<I=VBF.+ =H@|=)NB8N@Q9?G0Z\JRH5\J2X<^490,%3KD8AW>G=QG M_-
DI>VR'WT&>IV7>UC-+7YLZ6,R2)08S0/LT7C<#?,'CD(I3Z^F.DS^K6^
MX:CQC9>F^:9)4WUSI2K?8KG2MTJN)\VIF.33I"CU6:DL\JMF\+(YK"KT?4F5
M\ NY*L_WL3+/5RAR??Y&UO\$Y8W"+_3J/[WN RY^-7(JM8EN6C.4:DS%I\#5\$
MPRA+U(UV0>T83\2,'8ZI?OZH\@O\9+IHJ<(O69KDER67^A7*Q7X5BB*_Z8I"
MOT9EOMAR5:[?1E6VWP%UEMJE=8;?)^21*MU/*-/""L7SW!W!Y0\U3W.YL3N4
M,>#R9RG;TCR.ZRO&9):?&K7^9J@.<,*4?U0.=X;Y8%C4!88A)+ 2*DX,\$\$J
M"DR7"P+SY;S ,D5.8+4R*W".,B-PB2IM_#IUZOAIZN3 "WI)@7?528&_J1+'
M"^53Q@E%4A?OC^*RC)K'Z7VW\$2\T<*VS&5;ZAB3FD 94X),43'! 9.">Z,D
M9#"*0WU1%#H.!: %A4EYHK)03FB)GA>;
(F:%BO30*7,AYO=B0#_5B0GY5QX0(54RP4!)%S_2AB"5OL:7J7DD&M@4Q34VEQM-
M;LLMJ5F CT7XS,IU!@EX;8HBG!%0<0 Y\$6.0\$ZD/I*C@J7,J&@I/2D)3HW,
MDI,CBQ2)D9.5\9%UJMC(A;J8B#7JJ(A=>A\$19_7"(JXCOZC#(X0J/%PH=42\$
M"86.5W7U.&H>B.O/2SRE#DBZK0Y(_\$D=D"4_?%"4Y'G%#HN,J8 M'Z?V\A1@)9?
B\Y/H-4@EVU3 GV?SDWY"/3K\=?6H MM!\5HU.%FT?OK:D"DC&235/X\0.(R3)&
M5+8-(G)<\$)\3'V&YW@C)'8W@W\$ \$Y48@,#=!&I>;(?GG%LEC>TLU/=
[Y?!LH1R>))13#,X5B1\$8GYQCI_K\2%F\GBL M(Y-)\$4GGS^)SN,: T(+#!%<:
(Z@HFX87\0;XR8.0L#\$ \$? O\L'8XA",*8I! MJ.)4R;?R>G\$_-?
5T3O6T+_7Z;\$V\$E:C"ZWQ:AR%_A6 MN&-
DA1=&5(I",KQ&%89@:%,H%=EMC2XLDP:5%DK#:A<*M4KI/=*P*_2JO
MR_TJOI[E0NY7QDI%);)\%X=U>Z(F,@_4;J JG\$(FDDQ^CZ=VZ"3J5\+_3Z'
MK3:\$US1S#*EQQ. -:PR:[HF!TX=AP/0Q\)P^ ?UK8^!>FX9^M47H4UN-7K5-
MDEM MN\2S=I_D4ON2Y#+I:\EEFI!LX=#I>Y_G">
M&XH>C0GHWI@#I9*.#;:@4/C*M@W\H9MXR78SOT"MK/_A%V#D.SJR:Q.=E3P
M_D"+WDA+6\$W-\$I+!IW'5S 'MV9@Z\G\ V_7P76\%NL1-L ME_2&S9*!L%XR E9+
F#9&@F+UE28MQ;#K'4&3%M;8=*Z#=#K6LS\N_1C:Q8\A MTD(7L9
LZ&1S+>J8#&7?;@=-P=AR&U MOP:Y_0?:(P24;0*JU9VTLX\ M(&UU"PAZ?
P>-8\Y6\$#_OYC^NYMG>C>BSR?'9T\OW,?3OPBYH!_9-1JW1X'KG"\&/ M\^3'V8'C-
/:': =R/_4;\$W\2T,@:,DJ&E\!"#!Y M5G\Y3?WSY 4=,;
<%MN,BXW')NG,Q_&)OX"6VXRH7(%9FZV;IWX6QE#OAKPP_8\2GYK69P M-
=47N^HO/ 5T MM9 ;7?606_3\KQH K\,HW:9)>(N>_UTNT#\@.S\I R)\SYW.'%?
X=)OK.,N'N<MZ)\+^?GOYW&FZ9Z%8IR3\ P,AU/4Y!7B<9?PO):7F7O=_I?
GZR\O\N'TE4/ MN?.L'J*B0=\$ 7YIVOJ/D.RZ6?V \?N2-^2>.C9_+:2(XN\RP
JY\H=W"=OQ M\ "&* &>|4YC>,?1\%_GI_?-BE\J\J*/^K%J(/&),GEAWO1=\$
MJ^_5!'6\&U7W/(SNWX=AL_63*#XE'J!QVG;Y?:NNS\H\G;WQSS,@D?^_18?G
M\ V'HWH?1^4S,,3K\ "_B3#04/-O@Q>SS\H\X\I:O^\#4ZIT1TUC\,NM#Y?AMT
M/(@\S")W/(@2@3Q_ "\^C"IK\!LV\PI! ' M\!-,S37&*%J?3T\>3/\$W3,KG7;6(.HVV/
UWH?/QEU8=,7B63UH//L4 MQ?ZD4">7&B4,^62>?SK/7_ SS^=Y% ^\$^EK-?
I>S7)GR!W?@,1W&/KO\ C.O8\ M5/V09\!%_?TNWD/G?HS;3VM!.ET#HNXZFCs-
R1\PH^9@:HYA+T*8\CCJ\%,C MG^H>FX?
QGR>=S&'S4J>=RW/NXU9V(I;C,4K0(A>YI^XCE\O%9U5*MWQ MVG;
(0VI+SUXWHR0:QM*Q.S?Z,V7#J\> C1+#MB=3(Q!LHQ*L<&S/FNOB7FY
)V<1HYBC.XS)9\@)/XX>F.(=V;=(_%T\)?Z/L M;,-?

3TM"GS%G'S,7*DWB/WQI580=.*IDCJ=C#IV/X<3Q\MX^7TD-/=?=WC
M=TK=I: '6)JQ?X\I15_J>>,LOE(GA",^EAIJU,BA1A\$URGDE3.4(J*-.(\^
MF.JK>85LPE;^EXV<6-. (PA,'5".Q5ST.N_3#L4,'ML,TK#%,!>;#(NQ45.) M\9H:K-,TH-,
H=J-5J#-:-6&> !2N-36&Y\$TNUH'\$! D6F?+ ^\!P+R1^< M7O\ MLX#/*
HJZMIK)%>Y>S?&8(I!@R\$ M% CJ&\$#J\$D-"2?*1# H\$\$"+U\0.9_KV8>9W3
XX+V>3Z@/9X_TZZY\VJ' MUI?:YFW6UDOPLN + ^_.D5Z.9.N)@CL,K<'R=K,?
VZK'+%WO\J:SGD\$Z\16K M*[PS=-RG2\$=JW78KTD' 3JU?UZ_JLT;T1\ 9=KMOU8I
I9I1\!;!0LXK2V! MY\4Y\%YM# 'O6ZX/>UMK@;I0FF%4.K KZ_1_1H\LO4E2@^"V^+0?-
AR%ENN M"C+IE+^SC@7ZZG\0A:.)&OO_%SMGE^FG:%UVA\6JJUA/=H2-JA-
X6:/&#ZI M\>&;M"YBK\9\$G-2JB.M-*R/N-JV(?-*T+/-TWCD5Z:ED6;3V"5\$6/>6_XK
M;"U/9*#WTM\$9J7#S\XE8\BM\M.R^)\VF?ACIK'X:TV+X^PC28\AI)^+UI
M..\$+TU""V31H(X' (5^OPC_1=*?6W-(N;*DX\AR@*UF3P+;VZVML:[:6-" M@-8E16M-
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RDW6;3G_ :H35_ :VOZTSX#9IN>-+I)I6*%+/I#W_I' ?I Z.\23M. MY=%WH_:1B>Y,
(I=.F.:UJZG%1GA6I:9I/';(UE%6M)5K5&LYLTDMVI MX>P!TV#V8M/("I)6F_NS-
I@79!VQZLD_:=&=?L.G,?MBV(I0\%-?*HN+^QJ:
MZLLJ:THU8_9KMNW9G\BT99LMR#*;H!I-OT*+SR!17>S\5\;C/((@\$=F-=5NP
M;GTV"@1/K@J6F;H*-MAT%.RU:2LX9=-2<)-M<|&#MDT%+JLV%GQDVU!@MFG(MZ
QSVPR M\#(I/REE=K#I7UV&5WB_'7068\JJ% A&LCA6X*"10@+_%P5IL#A: \6IZBO)
MTX*24066UJHM\$6=I3VFCM(A4UOIN*FE=)U-4^ENF\2DI;U)>=M:TOOMZTI M?U
MJZZNSU13M\A453=I4U&[S::LJAM:>UUM\6U/I8MJGW!MK#V\!:%-68; T75
MH,J'I^"XKUXZ!P\7H4+!;J.B@SV#V+* UZY:&[75::FEWDM-#<%J;(Q1?6;J
MZHR5=M4JJF6E4UM:BRJ==4WK3(5-JTPE3;G_9_V>0TF&URZZVH;I\3K_O:F:6-
DG\2MOW-NFM9IOT%M!LMLD_%^G_ ;6W\$0BOS M@<1\1@'0Z #-
/\$\W*RJSMDJ\W)169>02KI#5=P=IZ*>-!7VY"F_ITQYO?7* M\6U7=N^
LGJ7FC)ZUYO2>O>94GJOMDGN_9%-8N\3-HD\H\@D=G\GD\AEMDGL M--LD=9I-
21UFTX/PW-3)G"0AWP8FX5L,^GG?PN=UW5(%27)QWS05\#LI;V"N
M<@<"E;TP4ED+DY2Y,\$L9@T5*"ZQ6VF"+4@9IE3PXJL3!-::XP=VFN,\$K33&#
MMYFB\W\JBK\JREJX;>FJ'ZS*;K/B@5FTX_A.=?#G
0;X5L&AD\$/(S/%I)BV.5N#A5\4MR%;>D3+%+ZA6SI%/18\.* M'%NIB+\$="ALJJ?
EC%Q0RIA,%+WE3(8N_,86,F\$TABRR8/VPVW0"5<;I(+ "F MSW(R:(#W\I:
6X5:R""6"F\$T;DQ(FIBEFN9.B5G@H4_ ^03XK0I+/9NJI/GIBYY;IJ1^ ^9U
<_3NP!"4,WSA8"-KYN6:<,4!\$9ZZ2\$A&QD1OA MWRKYID 5\IXMESW.8*Z<I P:
"#GM3039\I\$;+?.R"\I02LT>^ \NS=QI
ME6;LN403\ _Q_,W9_H)FIS)JUD\Q^AP6G5K!;TL\5\$ \0BZ.%\PTJL;#4QL%Y* MVHPB1I
&IX9/_R'4.5';65WPEXS3KAHV@DOV9P(E.D\$6_)ML23+/GF? G
M";23=.;@DOHX\I"YQU&>QY&/Q_Y7.FK^XPD)6^&;SG\7YPJ2)S+W@0/&3_1GH8?
SQ":G\157K4BTv8=/'O:\$NJI@0;X!-=TL;I-I M T^>1\IE<^
>8IK,?/H_!V8F8U_LU9)7IA.>F9/JCX'N8!D>"5 >AT\?DWR\6LVG-PT=I@T+X>C,
M_:'%;S\ W_ (SNOIJUD3\W\$A_BV^W7)D403_ I_-<%SME/6OE> #\'+UNK%*I;
M3XH8IS9^;SVY\6?DTU_PR3N,S70(A@I(ES\TIEC"IO//\$>DC@ONC:Z2/<>+' M-/
Q=GS\N48(UXX\B4/C\ C#P1L'K\Y3D3\JG&A6@2Y612R=3C,K(7R^=2OD_
M3HI\ROA\09Q\ C63Y#LDP=6E\006NK8R)^8_L3XRY=)>0MZP5"5,T?
XD\;^G_6VT08=V#^D+ MG=I GNEJ?HCP_1H_ ^\$SW\
(<'S/@\I:S_I G;H\UIM5\$2,.V(85XF\F6#49&P
MD^4TA%&1,*HDQ@D5XXZMQEUC""KAJ<5C@7Z1(MH<5P?H,#?UP;:WD:I>QB6
MPPS/2?IVEN\$Z3_N9.@>05&_J/_AM_"&Z\9JR &?@E^9JU.6+AMK14)VRF;
MOI,G_0N&,PZ_9<%7RK#7P\&AMQB3/VF\$;!S7;I'CU\CO.G:JKV\$ZQ\I0J< (MW7.T?
X\$IQIHGL?ZGM&I@<2N,4QJ/3MGP GS?A_1*; LGXO(LOWE(X
M/DN&*P^>2CB::+^34I\ _A&FZ#@,DWH".WZ*3_1/MH\1N^OTL.Z40_@B_OX MY,?
T^AY&Y&YZ9UQ/9>"NRV"VL7!;X2T-JINPY\$8LOH')=!T\ M/#<5N?)X^;#K\13-
P(R*B*_GEH&9N"_.7!ZPQ<*5R)IR<;F4CAJB;A6/-VM MF\40CE\$X)N!8#<BIM.I&73,BJ-
6?;I4 M_I@E_RWC@D1GZ2F6F\$=G&DNQ';RN<'M83>6VZVM2CTZ9! M76FS6%?8+-
=)VW4Z;KM-QZ8=T)%HW1H^@TZ;/TN\9_QN/;.>D-I9G^L779F M\;3_3WP)
H_FL@RQG#S\IG>?)H\2_ ^MV'+ +3\$?=-.U3U\X,UM6SXW2E78:N ML"_4"8U?
RU6+/63Z_VF6;KG)R MUDEG7QUU"=UQNL:K?*Z79/>CVJEJZ^TS.<33?B:-6I
YP>|^ ^7EJET^PMOO&:HM?NC;_*I"&>15;I U^OM?ZM6A/0
MHU4!@YH,&-.*P%5:'KA5\$T\$'M33H*HT%7=#BX(KR7AHUH":U/HOU\$-

P9YML6@N;%D?8:LUXFC MY5&A&H^.UUA,Al;\$%&@TMEPCL74:CF054%RO!N.&-1
_H;|X=5H00TL|2?4 M%7^#J3/^7E-'P@NFMH2_FUH3_F5JC3=K"G\$6O_+?3|CF;|V43I-
V'" %VI9& MCIN\$|L00*_' +1)RCQN(|M3@A2(L2HS64E*+!I%P-))>H/|E:??2E-ZDWI4D_*=
M0G6EC*DS=;7:4W>H-?68J27U.E-3ZCVFQM3G3 V|YKJ4|'9E-|BA7)9M//
MX7LXEW%@FS|!=F>C=;|I%;8LPS=+|D16I">J-Z,+ '5G M%*HKLT*=F0UJSVQ76U:?
6K)&U9PUJ<;LK;;ZK,,FNJQK3359=YFJLYXV566| M8ZK, ^LY4F6FV(-LJ@+/PW=?
+:(%G|\$; ">FJRTW3RUY96K,JU537JL:|W15G|H(M?G+59_ V525?|!4
MD7_65)Y_AZDT_TE32?Y?325YWP*SJ237@M(3"A|_FP01G-@T MACW#^*4?|.1-4V?
>' +7G>ZFU(%C-A=%J*DO10U&.ZHN*55=4K=KB)E47=ZFI
M>\$@5Q1,J+|YH*BW>;RHNOMI45/PC4T'Q\$Z;|XK? -Z;|(K,IO|!L*C!08#;| M%,
|:28&O!'O ^A+& (Q@3S|V=-|Y+U:BAW56.*A^M(-U95&J*8L4=5EF:HJ
M+U1E>84JRAM45MZATO(!%500H|HIQY"-: ,3!8:C ^:;>/W3?Q<5V&GFDI7 M557ZJ:
(J5.55<2JK3E-I=9Z*J|M45%.KPIHV%=3T*:|FB7)JUBB|9K54SFB54?|! M|V|:
^|K^'UES4R5U3JKL|Y;1?7!*JR/5D%#LO(|L1774*RL" M. V@_DP!+|!(ZBN1W,@F8J;:)?
|*C<%@_EM/|KJS53=E!%=H,U<"T!_0V6&E!=DU3>C.XB)<|ND#
(Z|93:Y:*4+A|E=P3PGJ|:'|O#0KI?4#|O:|I MN;:%=(%LV:WV'6K;1_ DFV#:P BT
/:'SJC8T|!PYW6B_7O1_ W3% M#C@I>L!#40OG*7)AJ"
(6QBE|,\$UA@WD*2Q7R&"C@H=Z%#2T6_ %Z^4_=\$!^ M0^?D.W2?
O(=^*9_!3^0|0,;:Y:??@3ZS;D
>'|*>#AH'"T\$G:.#S+9>E+|IE|".Y+C;+;=2*\$;:NIG^|P>H>8A\$ L_*V@_M&NZB;3G\$/H?
B12|!|YQR7^Y27,G|>6QRD7N|HSDMBI(KJLCY;|(Z"63+>769
MYJQNDM|J/CFNGI#.#ZNVR7WU*=JMOUZQ53VOVJG=E_ F|H|>8Y6!@.>IDH>4N
M/YZ-."F:7+|%|HU(#H<^H*|/|J^&EFWB;)_ M.Y/*%Y '603/LA&,2*#3W073F_03T?
G3FOL|_ 'LMV '7 M)'T=-4|F|+Z./A=-,@>0R7\$;T=_ PSMLE>>R#_ Q:_*@T#?FL*TB&3SD
DL\$K MT=JG27BN(N&XBHWV:C;AJXTB/\$%|_K/ED9/(YZO_ ">_ Y0%&U>Q M-L,Y
)KQ==D&YN%6Y@|"8?#..RRYP^ET)1HNA_ <"|C.^ ^P.)/-WV*>,J6REKZ.
M@LXMQ.\$YL%>8A#><'CGG88?3B,4|A&>|;QW U M'F0M,,8ZP-
>BKK6(4TWN.ZWUEXNU4*,*W6>L-9\$GC9)SR (GB49 M?QZ1|**WY=+U7Y)|O,P&^
J3_15T_ZLX|A4Z|PI_|.K?P-? K!'&MYVAJCS# M&.#?.'B#
|B3^"!^GAZ49CUFYGK;678PZR"^L=8E+5^K|REJ?^!|VB|0^SI3|3 MJWE,?
|:=KQ+DO0>F|_?B<|_K)/>A^Q|G/C^2|(|J+H/OE3?.=8C3"O"QRGW M\$@./2-
|TT^DI8L^HO|QHY7SULIK+_W>%CGXX*?)XY2(|10:;?/(-8N6|4(0D M,?HOXPH9)IV9
3?C:|,#@_Z9W|;6'^988;R_=%5(O"QW"2D'3=;Z@W\$ZQ+A3 MZ:0L5|EL
WMDW#7U7ZBY|W4UNO\$&_2|J|&L&|RL4|9>H_R_0W;:5.)?NQF&<
M"#%.9+PAZUTHFH?|M8:A+W5#N..)<9=0HP3*L93:VJF:C&6JU,6Z1MT|E?H
MW"^PXW/L^!0|/M9A?:0K|"\$J|-TIG%URM|1R_ BQ'=X|S9_ ^=?+:B|&|<.X
M(N2%*1N,NH=Q\$|)D?35L,D|*S*=?"?QE-GQEV+1R?M|/|^"&U/, 2K:'L#
M|6ZC7WMI^PC*|A0|/T=XW\$J8W?7TWJ9P?LEUAJ*OV1,?
DMNO_7Z|/7L,,5_/%+QN4E|'@1.U| CN=0 MTL^@N)|B3)|0G4RA1^%Y!8|J\$?
PY,,P&#">|W.??+,_ZN9S_FZF0FH|OG.B3 M%^,5 E<<_6YJ3,S%XB2_SZ5<=-E-
A@WP/F'+(>P7B\$V7D#W/T5)+A
MR86CC/9K;:^5'G;3_H|NQXY;L>,"=MR,'3=IAVXD1J_7E;H.7UQ+7)REE:OI
MT6F|:YQK,G#Z,ESB?|=DF>8_FUH.IN\$O)WSE25^"Z\$<./&G8GZ_SS);:5\$ _|MK;3?3?
L#_H_=5Q\$?H6:-A,9.!!\$|=U;*H;:43_/Z\$\$O,/3;&DCP;3F?ZY\$. \$A<*5_ \$|F?
2B\$HQ*!CC:X.AA M1BR\$8|\$.:#EMKB,JMFLWS+OXBQUX9QOCL07/C;|HTTVWVBC+?
O4M!_P"=Q_ M8MM|/%MS/MG;:2^T-?':.+>"LK0-| MT:B=,|JU8^8";9LYI*VSEFKSK%7:-
&N+-LS>KW6SK|1:N_-;7>?)NV?UTJ' MOVFYX|> />(RO,=2|HH_6|<|^-
GVK05A.^6S8VP_1YUL=<3.2?OMYVJ|0XAV M.L9JFV.:MCCE:9-
3F38ZU6K|G&:M<^|2&NU:3S"JUPV:CE+GLUX7*% MEKK|78|7F-NKVK16|?|C=;
(&:|7_VM|1@|@'7DX9<\$42Z\$8#F800; MR9*_PW66MKJX:I/K/*UWC|
+|T2M|LC22L|"K?"LT+*Y|9J8VZ:EJT7>.S7D?4R#/M=IP.=N|?
L|HP6^;ZO7|UOU^)|G5X_L#C*N3?A+%
MMAQ)B@\$_.1<#-9YN#T7W8LL|75FN|YVBECY>6^85H?%ZLQN:E:K%_KD;|2|0H
MH%K# 4T:#.S4PL !#00N5E_0I'J#MJHGZ+"Z@|H19_ =:@|^0FTA;ZDUY!NU
MA)C5\$OP#?A'-ED_J'ZD!NL'KUA+>L|Q7G>&+U!&Q7&T1F|02<4#-D5>K,?)V-40^
MKOK(/ZDN|BO51HHMB#"K#KR08+DSRS7@\$-A&ZK&&SY9CROBVC.*;11&S-1CA
MHOY(RV("E5/=)RZH|/4&9.KCI@2MSTX8|V+-J@#|/4# /4TGSP%ZP\$:SDLS'L641*
MAH117^QT|<0YJRO>2QT)P6I+B%9K8K*.\$|/4E%2DQJ1*-20UJ"ZY0|7) ZI. M'E-

5|EI5I.Q6>[*C6E(4U)0:H,:4"-6G):@N+4,UZ?FJ3B|357J=*C/: M5)
[1H*,Q2K)6*WBC)TJS#RI@LR,E)?YL'(S7U=.YF?*R3 K-JV*-+,>S286
MP%&P%4P:J94GSNIO-SMRLD|KJS<||K,?5 9N:|J/?=3I>>8E9%M
M1999#Y+^GC-!X%-QOD7L(C/%H .|&G&GGI>:W)FJ3+71>5YWBK+#U9)?I2* M|Y-
45)"EPH)"%114*J^P4;F%7N%11L;=H)2B^Y54|SLE M%7ZLI
SD@WDFY629|:27W/|@+U@7:&T%"SD?3=HR4=O@"K>EQ5.5TF1DXJ
M/550*#|DG#EE<0KIR1=V:5YRBHM4V9IG3+*.I16ME"I91-*+MNDQ++ #2BB|
M3G%E|RFV|7PD6)+S8HK <46W(\$DNA+L!*O*.*@#|: !5("2401_F4EYY0|*
MJ7|35H6?,BOG*Z,R1FF5*4JMRE9*5;&2JVJ45-6JA.H^Q5>*/;9Z@V*J#RJ|
M^EI%5/|8X=4O@@|57F561"6H,"NRW*P+9=)QL!4L!|-@BT@|JD4DD%NJ^*
MG+L: 5TS6ZFUSDJN|U)27: 2ZR.44)^@^/H,Q=47**A0M\$-38IJZ%\$PZC"
M&|8JM&&?YC><57 #.W##"PII>%|!|62L=:#6K!!P VGW(: !+(5K '1466I ME?
606RZ|">R,?\$IFF*,7943(N|HEK|-DZ7Q&M,0IO3598:XY"VTHUOZU.
MP6V="FH;5D#;*OFW|99?VU7R;:M#WFW/@K_+H4LWQ;0;)9?DUEG:|D::BUG
M@49!+V@!M?"6DH|G-*)|FN%017|C5<*Z9BNDVUG!W7,5U!:@P)YP!23\$:5Y/
MNOQZ"^3;6R6?WE9Y|0YH;N|J>?1NEWOO*;GUWBZ7WJ? NW+M_I?+, WWX
_Z4'00_\$BEL(?S(1F|DM-08=#F:|HPE6. M\$SYRF @&T;.*?
2)'=1)YF351HYD2|9DP:;|K\$&ME,'&#ANPX|R(CR)9^)^M,8 MV?02LVS!|B|F
U@\$>N!L!A6|S^|E#/K1?H/P(X|"EL_#O|*--@J6|FMM=/T MMU:& T.FF2;+;-DK:C
MY|:3>.T@T=A)(K*3C787&|XN%K5=%99;(>VBD5V;P\$E^?SO?14|N1Q1N_Q=| M8)
|"6K@6&W?HH;|O);3YYPQ8A#S(R:E0'BI;.)EJ^2 1I^QEZO7U^J0+2#Y
M/\$SB=P0|CF+'>PX'DX28!Q-97\$|8=P>BTZ=H*\$3"/OCB/GCB.ACI_#H_@| M|Q16P+?
(N\$./<7460L|UREKT/ T-W";-'>WY+Q?LC^,!CX.|REP%<"U.H,= M9_-"?CC"9<1Q)X/7;
<2)Q(QOP>73_>8+KO/&H,!H\$7%_X+^>L3S|5_R M??,4)N#L6|E<6\$TNMN99(3XN!
<|H|B?QN)^-|_XJZY4Z^.*!(X_OAYZ;X/^9YY"HLV ML"YO9BXBR7/P79-
UFY|K3672|50AX&CUAK(D:-XG\$S\$P1/X MY"G&YAGCKB78|4C.@H7-|T7B||5%@
%|2S@CU_|(T#9O&C6@CWL|B|8=BO%S M,CX.A|?W9L;_1_ ;G |8N7YBK;D8=9 7K&+
(|>|= %D|Q#BK|:OITF|1*G|T ME=|"#N,8|5^+I+>.)SW<(LK|=
OCB'6+SG7=Y_Z7:Z!/%6>,)38P!_0V UXUI M;/_^8E?-9*|O|_-YD-
J9:R'_OCK'6@NY=-7,U)-U\$2B?\$R-?DQA_0XS^+_D M6^+S.QS_6EP-W@>O*T?
K@AQL+Z_=%7(I?J#<8>.6EF>4-(GRY-2)F1Y>JY1
M!|F.>MNK|U|_XL"^P9|H07:Z@M4XN<,TFGT03\$?0S5?
J/=2H<77*7QG(OS!X;_+NSVCN2T|\$.:Y(C,HT->8O"^C5'^!YOXYO0B97M?S>,(X|_&,%
<;9BP>M-8C_/H/Q%:|X&%^| MC|9|%U^|C=9|2|GPE.K7C,FKZ.U?8L?/L>-
GC,OSZ/YGT?U/8|>3V&&Y0|8) M.*XAE"|PA1|@OO?
@^IONQ9,_MM8|C+,7QO..+UQF@W%5BG'1U3NR@<|1R|W|
M1P#C%05/'K;GZ0G&Y# '5Z2)V/(0=#S N|_W|',8D|6|0'2CMVU'AM|*876!! MN9E)?
1Z/&_F5A1(N|_E"4GL?@X MD_@8HVFU7 MTGX|LZ"5|KMIOY_V1VASG-
FQ&B|L843V\$QVGM(>_WLT(|,23VQG9;42U<;)J
M|V7XG.7M3;:>YUGB'IK)LLL6<,04LCR3/LV!;RXM!3'"4=B<#\$<.:4P5#(3 M&N!HI=?
=<S_4J;R|%@03;QZ48L6X_EZQBA-7AV;-BD0\$PHN7PW@X^)^L&'|50^.;
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M)UI+G9.UQ#E;BYV+-.)2J44N|1HR:.=.@:Z|&7!>IWW69%KAN5(_:/G6|G5:G
MVP6UNU|4F_NOU>KQF5H|S#_G;4RV')7E&M#2\$?=J/V\$83NQ*9EON18V#+N MYJ
E|NX:|?#7L&>X!CWC-3 W7?US|3 JU2|7M7J|6Y2EW>7.KT7JMUGJ=I MUJK%9|>:?
*|0H^|J0=|2'6^KZC6|Q/5^)^FG4&O UZRG2N32^VN#+>KVCU:7?|(Z K+4'E"HML
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|JPTI5%U:CFK 658?WJ#)|D2K"5Z@L?M*(XZJ.)Z%4;X/->|G"-^WXIB7<04T1;FJ(
M|%-9*AJHV)4'96BJNAL5487J2*F4F4QC2J-Z5))S)"*8I>I(:S|F;|*S?V MG')B|U%6|
O@?6"V(:->TF#SR9*^|CBUX-Q, 1Z^:P#>Y!R:@3UL;-5\$^NB
MJCAO5<8'JSP^2F4)B2I-R%!Q0KZ*\$LM5F%BO@L1VY24.*#=#I7-E)&Y69=%-9
M2=ENI2:QZB?|9B5FFA%@EEW)A,+*H/&F.2L|59PED7:#;4B3E=;S+T;|H0TF
M|DUMI1C4TF:K0K3'96?X:Z|##_E9,Y7=F;LC*3E9F5I8RL(J5E52DUJUDI
MV;U*RAY5008:Q6?Q56SVU8K)OD-1V4|K,OMOBLKZ'I@5G6E63(99-|%YA/1W
M4Q:S\$ R"KBQ+_ :46E/|(E|SD2TY.?*RG%11JZW TG.#E)87J92|!'7GI2LI
M/U^)^>5*R&|07'Z78@L6*:I@E2(+ =BFBX+3""FY7;.&3FE_PCN;G?Z?0/+/"
MX*JK"1Y\$5P8JHC%1X9:)"*S,UO|D0(555"JYJ56#5@_*JEFE>U5;Y5IV0
M3|4M|JKZB>96O2FORO^5=X59/N46G"+MW@:6PS,(JPUH\$|0A\$S*ACNU'/Y*

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N79%BZ/M@2YMV7*K;U(KNVU*L&2,>FC|BIVDC|V4S\$B03 M2+KE@-<(C8ST
(3T"TW\$6)YT1W2,+IF&.T_1_8W1"8YB\$H8CXTLR8T6:X%
MJP9%_)R)7\$|H0/IWPX||EDHN0_#/RHYC)DT8X+D:QD)SS*2C65>= 0|M9Q% M?
06+V@HFVPITU0H9!78SDVHSOMB|/!F_?Q^QO_1;Z+.-SPO_PM-JPS:QRN?ES6;IS#
MX7T!;?4X=) 9'T-|C\|/KAFOW6BO-VBC9;(\$?C:Z=)A9X\$K|=V+%G#AL.=NS'
MC@/&/P1%6|ZD'#(NOJ1C!Q<#QN/@U=;S*&_P_:_^?1YE%#Y"1XV@Q+@.C*_!
M34CSX?59!_JFR7&|-&,WO/O!81F))@N!%5?@CU/HV|/XXRK&Y0SC1F?!"I/PV-
/_M_:T|L>-N\$K*|B8V|
M"ZW7Y1B/RZ8C=_&'=SW.=_Y&\$O_=U%UC%|!;OXHX)&Q2MQ*#?&T>O&|TT>\$J
MR?9:*.|;1A_ |V*^>|^N\$<
MBG\$&Y2DK+EV38|1\$+IW5F+I6QKA|*V/S>_S01^;*G|CT_LP"|R;|!>8NZ2U|
M_19JZBUB||W/57>0.*3/2?@YE%|YW4K|8>9TH_YRTSV"/,|CQ%#KW"?
3VX^CMQU"O%U&?#V"/@ZCB^U'F|S*!|I|=<#VI M.VG-N(^L4?>X399S&#=#8ZQ
_U%|LUZ#|098S&"_BBV?QO5,*)2SCX33W#3I"^V?PQ@7T^|.|>X7EY:.I*ZB, MXN\$,!
<\$3"D43|62P5141SE.|%BI/HJAOPRCV,T+-\$|=_X|-NITTO| MK3#>?
RW+#7E^8:U_W&==BL|CB^OPQ5EY8W|(ML? D4+|;1?3/N5M%|VRU\$ M8A?M|= />
(CPPH9U:RTS9KJTL|/%MH81,M;L23&QA5XWZ|QA5FE|,H9|YJ0|!_!
M'2;+DG@67(DOCC-'#LN=?LRC#V%PQ,&1QHCG:AMV;,&.S=BQ"7|L8%S6,RYK
MF2^KM0)O;-)*_FH%+2W#@Q-\$B7&*:"DS:0S>R_%GMKV66.;O N? 27X^Q-*
M#YMLV9LES/|F4N+@?!\$8'>"UA_-JU@W)E4"1Y66JP&.-CAZX1C2\$MZ-8LT(
M%@_CN2'&8Y H&F"MZ-??P7=35|Y=PBL|0^RS=S(EG<2|./|K;B38YL|!-
M6F=K3|H/2 M?@!LY?T:3|(>TH\$)|!MWG*|QV8Y;MM=(W;S-
&P7ID|L."UT2%6_0X|Z'(JT MP+%"/8|UZG9L4Z?C G4XC:K-
;5*M3MO4|'14C4|7J<'IQZIS>D&USO| WP/S MO_&8K^7XYXEYEG|.6LOK,GY>
|\$/ZASU#|L!YEA;.<5:LY=ZG8/4|1*I+I=\$ M=;AFJ-TU3VVNI6IQK5&S6|;W;K5X#:L.O?
EJG?'K&KW0ZITOT,E'G>IS.-9 ME7J|IU+/?P\$S|RUx@#3PG)'ZL-UO
BN"+;6/A7S>AST|V-(|UT9='HYJ|W17 MJ^<|ME>HVJ=|53X=JB#Y+/<95ZGO!A7|HE>1
M|QD5^-ZA?-^GE.?WCG+|ON.5G4B 2N>'J61^G(KFIZ@P-%L%H<7*#ZU2;EBS
M10LVZ&|V@4:6|, M<0"&2_|>6UERV_@|QILJ<*6|O!I*|EW5%&\$NPHC_)0?
&.*|R&CE1B8D)RI3 MV5\$%RHRJ4\$9T@|*BNY0:./SDZ)5*C-
ZAA)@K%!=S03\$QCRDZYD^|?JV8:+-B MHRRXP3B6#>_Z./1>/#EVO*7^TLC/-
:"WY=B3R'(C|/%7;HR+LF.JE147L,RX M"*7'Q2LM/DV|7E*B2|51GF?*BGFW4RQ7*'G
DDR0!H!W6@ A2! M')":0;Z9*<5GV2@FVUY1.2Z*S/%21&Z
PG+%)H;I_FYJ0K)RU5P7ID"|QH4 MD->C>?F+Y9N_7C|YA^25?|T||Q^01|YK|LS|3'-
SS?+*L> ('|O@6 + ' FL-MJ|J4&O4?D
F2D"IQ>5(D\BVL<);F%SDIN,A=046^"BP.44!QE/R+D^17G"7? MDF+YE-
3*JZ1305.1=_*I5?.E5>EO^96ALFS
M,DX>56ERKRJ06U657*K.Y%PUI#E5J^14M5>.56?E4'6/|*I>E'WE!W*H(C,M MMV
G"OR+6>!VD M* 7YQ)-T/ GNZ%+Z7PX_4L6O6O*LFRFW!B>Y-KC)I<%;
MS@U!FM,0*:>&1#DV9,NQL4SVC8VR: ^S3|,9EFMF7=;KI1MPX|DT_"L;O? M
HJ>IU9,VK-V@S'6#S@3XV@2I0S,|YO*;"0=W>!7|R\$:>FEN(QJPQ59.
M|7:R|W"678>'9G7X:6;'?,WHB-'TCC39=A3(U,\$?="#@.Q8;C_P%",9VM'_|
M\$W26K*GM&R:@>0K&-6&+0&<%ZR&OY: 9/!S MR1M>A_))?,_UOE5R0*8|= M-
HJ8+:F|.%A^MCP^|AP^UG4^UEP^YG\$_0QP/XWTHS|/\$=7|B-A^Q%0?&5(? M8J|T;0
&WK-4UB&;PB,D/2,D&R,LM\$O1D|M8;-.PL*|A,FVA,%<0@>6&|A6@80LDL0D8L1
MIZ,(LU&RZ!%L6(1B@J>'?C:!*GR=SVLJ?8YM0_JWHG|HPM.H_PRA@4>D&4M(M)|;
_EML;IR!9W/Z F##2K,&^4H'/FZ@OR6|9N+K>/H,?X\$A\$CS,N)|C%':<9J;
|S9B<)|KA/T|KZN M,VHB^.0\KF9L;G@9CFD?#N;|NTL?K<39+=#KJ6MR
MVABJ"DS,HL|QOGUP-C/_X'6BGS./63G/6'G.RW(C.Q1 @QG4YQMF0NR^KAQCU M@H?
1_!<9FY|P7YXP+EQG4WZ"^/PI_U3.O@XSGO|5L|X_.0CZ;%_J8X^%QCW
MHJ/H7LE;_KK? K^:ZSU%X/S#FOMY=*9D,>L@LBH34Q=C_/?M1"\$P2N,S: ^Q
MXS?,E?|A3-Y@@?LMP?T| NEW=.KW-/|WX)/5;.#M0!?!1|G>?C8|7KB|X*U M_G*_E?-
Q:|WETGU)?JD?|DWR|VMO_JL68EP?8SS:XB/&Y6.2PT_9>#YC\$GY.
MH'T.X11"4ID.002"GIEN29F MB8Q|@WS/1/F62?(-"N|K
M5R3XZS^AAE;=R/XWT4NG\$5RKM|X|(38HT:A%'

MSI_J [H'A8W5#J,68UP/8]R/(WFJ%O.=RM&F)?I<[?H\$. _Z)QX\$3M>0-I
MBTHBLGSA&XB;.[%BN<8TO?T,%XSZB|&^0_C7AC&^8OS_V6#<1W&^S+1'P?I
M26[TPP^_A<&3 \$<6[1?AV2K;:J#M-MKNH>TIVATA7,?Q_"JFR":FRFXXCC%]
MKM&M_/A6OGDS 7,>!H/S1EG.89S1#|> &&= /K*&DW\$&XWG-)SG\$/YSX0B\$
M(PJ.9/R63=0%>+ARZAS&+<3'3>C^|RC7&Z;.88RS7*R">3/M|L.35S"U;^3_
MQM4Q/T/O_?|H\$X),M|=XTS&,:#H7|KRZU_+DY.=QMX/'5*QR^M#|?URL&
MVU.)MAS:+J;M2MJNI^T6VNO24?4Q HN(AG&6M#58L\$U|HJX#.3-U.F4|D|NX
M>NG2&8Q+V*,S!O6*>>LCV*|2.,T#!1,DQL#A&;0|3FH,Q3,&;YRRRM#|ZT
M+/57@/V|WV%LA|BQD3FR%E^L)CY7,B8K%)'-!Q)6JH,./8G25P5#(*|7"T
MT6X05@SCD66,SD9^VD_D7JUNQJ.3%:&37G;
MP1I^7L\$2MXSM<%QV|,D9+D^X_&D|)#Y89D,R)GPY,-3"D|U/\$UXHL.V%SH
MEQ*QZ|2,-YN(GD:BJX'Y46_ZO>IL/E>=K5EUT|Q3KP^S|= _LGZ\$)74K6_66_M|O,
(GP|CSZ"|K09G.&A@FHL6V|JK9UJ0NJ='J'-&O#IFI*IM9K9:9Q:I96:% MFF?
5JW%6FQIF|ZEN|F+5SEZC:CNBONX*5=C=HG*|BRJS>T.EH^IU,|;|S# M=G^U)WJ/E'
=Z=@XK|-S2?GXK=[NER TPQU.3BJW<%=K0Y^:G:.*4-
U3GFJ=2I5M5.MJHQ:53%G@-4X9:B4ZOF%TCS-4TCW8*V\$H
_1=H7'>#S@!=H(4TN8'/:|&E M|ENJ/6>HTM-)Y7,|5#K73R5>|U7D%:5"KT05>&V?
YRR E*5&9"C| (2 MI074*"6P3 _Y"?84X9=|D|LT6|E|SLH,|E1&L+ _20D*5&A*ME/E)
M2IZ?J:3YA4J87Z7XT&;%ABY0=.B8HD(W*" +TD,)"K|AT/L4\$OI+|'#OS0J=
M;|5\$|&R#&^2HP(M5D)\$L
(C\$A0;F:Z8R'Q%1Y8K,K)1\$5\$|"HM:K/E1ZQ02=4!4=^4>| M!#Y20*19@2
H@KT#GDUP+HTF%I\$%+:&E,58:B|Y((/?IX*D:%LE1#LH+L9%
ML3%>BHD)4%1LF")C8Q41FZ+PN!R%Q95J?ER|0N*Z%!0_HH#X-9H7OT| ^|6?E
M\$W^/O.)?E%?&)'@I+|%-H4HCF)T4I)"E108EM|LW>4@^*:ODE;)' MGBEGY)Y|E|R27P
?|XLCR2S/!/-VDO;JVA|V#@!'J2| \$HX'TV2.)(#I9_MBB U#4V=H9
T1P6EN2HPW5L|Z8'R3P_7O(PX^6:DR2NGN;DA|LR-ED=>LMSS5MET/>*=GGW2:
|O"=EE_NV|'.E4..68|9:'_CFK0TRUF@ M1FL-J!!D&S4@D "BX Y%2@|'"C78E>Y%'N!
#F7A&M.2;R< M2C+E6%(LAY(ZV9=T:W;) \$LTLV:09)
<ZN979:DZEG1RKYLBAREWV5;Z: M716B6571FEF5HNE5>9I652D;XX8B5-
PMVJ;J|H(-L5")"*@D?|O7D*P_2O_|2"4DS/LJ: M8NES*'WV1|H|<#?
##^NM>N4IO60X"R8QH(R6^HGV1C CH4>;/1L+D,AEH+S
M\$(,|5&JYX>|00GYH(|_ "1"|"U_B;SX%V-"/|H>GV3B'|@OPLIK^90,9C?G@| M^KL)?J2J*
|R.O=(LW&HS"#|_:A3-OY@D; G)SAAVC#,F\$VRRR|E<5C F*XP) MEVF!'?#37Q=X
M'8:D&>AS\$BK: POZ:)(MCL|_.V84C8&YPXKUT%K+<1(O!G:
MJ;AIV4Y'S)5#|\$GUS\$V-|Z|C*>I\$_.WL*8W&(1J^=SY:3/-/^1^10**F
MKO|BZGJ<.G@+|'7R8F)@0O)=;=R#AOX;_:Q4?S'XC-J+47,QSJ!,G3^QUB9N
MNZP>8@@\$X|S&_|L3Q1^##L>8|JC(7N48+L(D2/,#|>0D4| 3X!_A.90Q3
M)N9%T^>K>/8GO#='G'H'/'?&K|?76 M/MY EY33.NO\$S*L:>LW+|Q|D3_?
4FTMU\$..^J>|BQ_N,RP?\$QH>L&?|DD?D(M7WS\$X'Y|G?0):^8G;URFNXVS&,99\$.-
Z&,,,AG\$|3*0L3ZPU|HUJG 5IL"H3 MX^FYPZBE,7V+|OD&)?
0UJNA+%.!G*,)"/))_ HMK>1UN|ATK_V|25%*/|W8?# M>\$K*I3,8CUAK\$/|_>'2/4F-
ZV&,)|;\$P94)3Q'*O4J?HEC^B1WO8|??46I_ M0VV|CA/.7J.Z|VHOSUIK+_ =;:Q"W
M_1|V?(O._%*.|5-'^*+ #Q0!5Q+|R*|;\$O1QM5Y'-;V'';| 8?T|\$1#0\$|?
1J'2.Y=NJYQY:S%VME>1:244;|N76Z&_6/<|*49HAR3P|*;M= M:=^;|H-
H/Y+V\$ _!T.M&72_O%M%|!^|6TU|PH=+*_-#+"=+&;V3&+)UJFK8XPK
M=9;@S<5Z@5XS3K|;|8NNX>MR|)1'M^\$+|8S5|?G?;|: #^\$EJ-I
M/Y'VT_%Z+NT7,T,KX*BC_1:|T,VL'>2_<2VDM_WTH(|>|=+ #7CU_|+P-O@7F M?
|8=FYG&|H'EJ69Y7XKV|ZZ|X%'^,XXLQN6#O7#C|&?%0.&+@2((C XY< M.
(J9J96T5X|%;43' F;-J-JQN'6J4G2<&7V>*#8B^3?@BZD|(!LP3A9-9CK MC,M1|=E6V?
8F>5W*MC/*Y|/8;-B9>-<1'C?ZX0-/ \$#SA>#T6GF08,^')AZ>4
MT:BFW296LBZL&6*\$EJF&4:O"NY5\$L'&JJ9S(*|= '4W=B+K?B#N.68"SK.|ER
M5X,Q;_.CRNH#/NOE=UVP;=4ZSHT|SX/* QP^6\$+@BX8EG!%)5:|I6C:E05385
MJK2I5X5-NHL|U1J.ZYBVPTJLCVH MMKE&|H_M_)L7U#NM|H=_IWRIUA5AXP
M;@5VQ)6Q-|Z>N%O.?1BUCS8^:S;256QI<)BNAMD,J|_IHMJ92JV*U617:T*|/&?;
9|RI|<>48|I>60X'E.%PC=(=|E:J MP_/@_|'WWF%1'E_8|*&WW659>N^HR(@*F|L?
>*!0L@(' H8\$-1| T5104L M%+&@%|5%4;%A+XDO,UVN|K#|I+-S MSIPY,W/NLS/S/*9
|1|HR 1DQ|OP2AX"R\$QM,-4'|@*- ?|_OB>A|WANZ M|)9H4"^QA&+%^A0M-
J->\$EOJ+G&A*(D7=94\$4J1N.\$7H|J NTC@*DPZF\$.E8 M"|(F4X|T-

OE)EY&OM(R\IO?)4WJ1//6> 9@% &\IHTV8XA=B>LW@X2C/OP # M@'B|
[VD&S@5]>D"7/OK*U\$VF0U%Z4HJ4&5.XS(JZZ#M2F+X|A>C|4;!* 49 M1%& 02_R-
QA O@:CR<=P*GD9YI"X5)R,IQ"+H;[R=GP/#D9/L%?AO>8%8&U MD%,
F:E6B|H^=J3!* 7WO=>|J%SR)Q3P1TZ6*L0:%&\$@HQ-J @8W,*-+\$C M?
Q,7|C/Q)E_3/((QC2 OTUCR-.M'|F8CR,TLB5S,LLC)K(@8%8&5EHIS8*8A|!IM!TH"|
&BA;Q'N UB'.@3 KL\$6JA2@(68 M_ "QDY&-I0MZ6UN1EZ4B>5A|D;N5;/E9=R-
6Z|SE;|R4GZV'D8#V)|*QGDHWU M(K*VWD26UGO)W/H,|!WP|!XC0K#"V T9V9
Y&;1@A-HCZ,B_1(-K|-Q+00(MQ.?^N_-'1HF|;+7)PU9*
[K:&Y&9G02YV|N1LYT|.JC|D:|!|O;=R,ZA#|DZ
M#"KAT2R=\$@G%9.I00L8.M63DT\$:&#M_B|ULRMD>\$ "SFZY\$<%/N@AO(< M\$
#Z2I% **X% K|0R0OWN..OJZ,&.3M)R-%)GOR<3V8;LG)W)UL6+;,%R"
MR,HEDBQ=>I&YZR R=1U")JXSR,AU/AFX;B"9:S7IN9XB/9=O@#>D|+(P)G1 M?)0|
_+&@0X, DWK|0;_P|N0|#@A^M>@!O@A/<.;JIDYRXB&W<|LO8P(DL/
M2|+P<"|S3W"!; O)1|G3('<77 0DYH*Y*!" :JZ.^"\$IW9>B'M!;2U|M,C,5T*F
MOOID|&M&1GZV9 AE#?Q|2-|OE&3^/4C//X&D_J-(@H!=[#^'1/ZK2-N_DC3| MC@*?
+^0MB|C'2 'Y2>!'@Y'^7V% '% X7@@_,'R/5CP12 4" "|?7C^"=P7LFT@VSP(MAD%E|
<.421JN1>(("8DB|\$DGP12T(VQ)*|*5-"|23VR"ZE%QI)*Y\$!2B@2!
MB01ABL1L'%\$&@(!\$@-^\$/P>8"Q?VAB^%RP |0!\$!BC6 /GA&IJ7G/';#K(M
M(=LDC,@@@DC:59G\$W31)JX>8U*/U2"7:B)2C+17)S&A/OID+Z : P\$:#M\$:#
M,\$8C&H&@4>IO-IZ X=NC,YIN+VX:!!9#1(T3(>&:#^"*U_:AX/^@C":0 MK0^:
(NT.#A*C1)H|-4BE-R:UWKJ* 3V.)Y31@>/@8'H6!R^\$ |2'P^.%P?B M&@?
2&+|P;M|,SDFH&Z#(,;W\$-5%L0|('W(|-X. H5A.T3;D?^\$M_3/+|P;<'8.(;B %|, :RP?:*)"
<_9&APM&)SRV 0 MZ,\$@DV,T9/0#8H#(2+2#D-R1IUM0%4Q|)) ^;Y|_M 0?L1Z2.
(A\$L\$ U#L#,<0<8('|C CH6)K8QF'S&|L0_WW3IJSATB#_T:2P(M-=@;
8\$=LQ.#,@@AJ.>XGM,CJ%0-0ZR>L#&X<(Z(-<8(MM>1&:@9OH|_P.Y MVD/
<'1\$<"@/&|, %Z3%3' (M|)\$&/J=|C.B;<9 S^R:Z*A%|R"DL>BNO3-M
7"|;2#.4UN(IGPG7X="DQ%/05:07OP|(-@ MO;H Q_HBSXP/(A5P*YFJB&
M\$MP;H1&^" #U*"FD6),"ODPST2Z9",:RT2XYT&..)K@|3#9YZ'1S8(LYJ,CL M"0#
(;2XBYAR0V.PO\$3"^E;|'28"|GOP|OSU@:V=!F\$, CW6ASN+(5<|29#9
MF7_AN9#9I%B+PG,3|X0 N! V*>
(+DN&GRZ"*NBQ"OUD%3K7RFC%8<#+49WK4/B:D#_7GY B'|*'_O?,UGH\$PPWP
MU2/0XR@_0 ^#|Q\$X73,JV8A*-8!%-#3BOJ|JMY25|2Q|S3T0YC)!-U'=YYP
M!@ROXP9!9KE 0#KWX_"U_)|"-V_
|_G|>I#VO|GI M/).D,P_"UX/P04^|0(|YDGP\$ M/6|":.!:22|3)1CF(9CM(LSW/9T2|A|
<=C4ISN"L^)|L_ %DD?!!*WPOQG+0@_M1P|R3.D|)|EOP:D^!|^_B"+I!AC2%;"G2V
Z%| "TVL&^SH"-G0(;,;5@<1QZ M'(4S-
|.1&| "H|50#%SI.=6B<6GHKE|US'Z7TUSX0+I^?0|J?A<)>S\$/PLBAO@
MF9=@B_.PQ5FR1|VK3+?K"M.K"|6C# :C#"/>"8.Z%'
M!0:0'6#IV|!QMT#B9MR|!\$58I04MQF7P=!G^R#|J%|#T@?_.,|&-+@KNS9:@77+!N6?
A:C: ^ME0G-
_J"YTNDZAMN7IU=/'OYT/S4WWM"M^9+P;8+0QY&4_G2O(7PBWG@NG/! M=0O=?)
>6|4P|TR\$:[9,%/9U)WE_+|+9?;%|#\$ (98Y\$3YD +5(PM>2BYQ1A MFMF\$*
|70|C1ZTU|A97|BO#Q7IQ@"M@K#8:\$P%>3(IP
GK*\$'CI&'A(\$K29B=XS'YR=GYZZ\$Y|T"& M'WI&,&1\$0\$8/E-
<;ENB/'C,EB:F2\$U%2,!_IN&AP@C88AAL,13^.5B>?S"'# #O(<(\$T3|CP
M1RN\$0\$XDY,2@S'A89##UA*:Q|,|HU*H'6K8;/#@*7AX%RW>E)_+;Y2
%0H/#T'O"D;_" ,+(%H01@9_*% Q|AKQ" MB6))
|&0|14@V"*|3@#ZXW@N?|H16H9X:VA2C*J%H97WJKFQ&W91M*\$K%D2)5
MW"E"U9?"58.IBVHDA:G%4*A: @6K#;.,@M0D4H)Y.?NKS5=J'?FH|R9OM1;R
M4KM/7NJ_DJ<&(R|@+?_Y!W)3,+V-,T#|@02@%|Y'RQ!;X/HZ!(E5J/(1#25042)YBM+(
M732/W\$3KR\$6TFYQ%+>0HND^XE_)2!GP>1 YA0CON|&82|"G|XVP/H MBE
Y')^%X9Y0/24*U=6D\$(F8@B4R"1284(#\$FOPDCN2KZT\$^NG|D+0TC3P3_
M'M(XO)5EI%UM(39"7|DJST7N\$U(QN@"#(R(6|B MZ,\$P,|7:DOC|C0*ZX%H(=J\$?
@&XSU^F2GXR'?*52,@ORT+"K!\$(Q?OR!' 0#@0! MH/3D!;A!)V? ??
9V2B3C8TV6=GJDJ6M 5G8FI&YG2V9VCF3B9TW&=N%D*%| M-S*P1T^V'TYZ|E-
(;H+|00E)+;?02+|!M*QOTXZ=L)9(=(O9;1+)0|B>_# MXNN '!0YH# @/|&-7? !7;
|+7#|=WU"!3)S\$9.^F1D9,Q&3I;D8&S(^D|
M>Y#,,9#T7+J2U*4/25R&DMAE\$HE=Z4G.^3.K.STC#Z1UI

M.C'YOK3Q*!<0Z%D09[2#,U[[@S8 /)UX[[@?Q+F'6.(S4X3J1FZJ9."N0S(/
M*>EY&.)#4PQRP(XF*TD|_4CLV85T/&-)VW, @:7J.)W7/= %+U+"1E3P3_ '@B* M/1
E>#PE)?>Wl.R.^9/024/9_5!V#.A9.!(>..].^",S^P!:[PV=R,R!HW5
M|U(FJ8\F27S%)/:5DA>@*9_DP^9G(P_E>,+X'2|@!^>&U)^""ZXZ #5Y;X+HOJ!NZ
M(\$G|E\$D2H\$:.P2+2"):26K !J02;DW(PC|J,+X2 6X6.(>.:P!|J ^X=@ M-@X&20FN@:-
AM@Z"#D&((,93>0TG>| %X^N O!4Y(+X&R-T3-@#L \$M<-P&- M-D#1TD|PH&
ET@|3(/4N.J0W?HHNN:(8!_RUPC73 M,@'A9:&@@-V
0<'C56+PF3;#1RF.R:4'AC0HPT4@ULL!;\$+P|4&L-L ?Z0 M'Q#(V\$Q| #FX3 V(6?0K?
>02|D^=AAO.U0+B|&Q *^ 4H>H+/|<*\$WP<3;!QL\$8))P&#>S|+1.*U'RK1+QQ>_0#
MQTO@#SI!=-87I"T>46L<(N@XZ-'C 5UZPE\$ L&0YQNL'R '9XKTYBC#LJLC_
MB"!7HQ>1.HI\$P(!R@0\$(, @9"C|08PCT& 8|1J|-1O(!!XXV L8; 8&PLP?
^L"=+&!&0Y|_ @5R= M.-@^@!=%SXGU|!_UB'.
(HU+;\$Y(6AOCZPM1,HH15,8"P5_I\$&_Y@)/;+Y9,SWYL_9_%#H5!:@%I3. M K'.7(YIT#?
2K^!^,(L9X/IX.(J?QX._JBS3;QB#Y84(XB%#K!S&.1ZX1;
|0>B#Z,Y24&.M24(=N4S^(U^N\$'#SG 1?@|+S WQ? M3N?:D#4",>
YBE+XR#;H48&^4HX)IQR=;3L:=MLHQ=DDI;BI%)Q|(XAYR3OJ
M"EO| #>%G(<,'86<|V% C39K@Y(W|0>*F\$OTJ)CJ(&_=?PIV_4C"&4O=\$^_AS@=_L?
K.U^H M)Z|?S_%T|L?I?.\$9.'?VU|N3/?3CTUWDA/_ "UX-T"&M!;L WKL, KZ'1KZ!Q
M.^:"6()176@E:G|WK"W/60;S5:< Z.T7+ DSV5@LS.?3&=ZT\$PQ/R9" _G| M_AA^5@C?
%|Y|!B^B. 1|/\$4??8))MTG&&@>HV-|X?Z%D(>H(-/O|C|!#7
M@OO|/PP_C|.=%,^&C11^\$4V0LZ.WZ)B_@|?|B;T\$LR1GZ;X,QKO1SC+|_)S
M24OI(1KG ;C5%W0':KV">DR>@SA\$BC,X^1J(20K?AQQ5PFDm@X>?! M8,_
B*=@L!/@F9WYCUW"&@A^D6)H //??Q"BK->1|B";C5=^!W7X-7?04^
M|Q4XU5WPR^ORYZ)\$P?P|46I?-,<@-/|PE#|6Y4|"C9/!3/1;/E@=4LA003,
M:A>:|PCX_&=@G&_D9V|PN:N%' 1?"|S'WP/RG="\$UX3FKB-M%&^'ATG\$Y10
MB_+=4+8?R@Y#V9RUQ:;+L>)0| &4/1=<8C?(GRE<9;(4>I6#K&|'@-^#=.OG. MF/-
H(?X4'47>@^<@H0!|#^#XDO!G4|27^=@|(\$M*L'O*L!UR|Q=X#;;85O M;
(8>);#>C#&M6!XJ|!5F'R6 \$?608?60H|BF"/130+ #&A9*V#-CLABY|8
M|I4|Y|77LPDQ1X0GH>X+
|AUD|!"MPE#P"IP|N6P13|2|T\$;EXBP#R0)4|M,>,AO%LG?Y+N2/#=\$?!HON^#HW,?
MR%%A&.!#8*\$P_&<0W_O!AVHEE*2%F%*[0?O& :+C)=G9?AH?
W12OW01Q)0V|YT#W@CW_76B5K|!|@N%:8A/ M2WRJP+ MGR9'PA;#88MA:).A:).A|
(TA!-%|Y\$P#H<<Z-\$/>B2@7?JB7>+A M'WWP26|HQB T3"^O%H 6C,<#WP
#;G2X"AE/8NXA8+M@_UQ,>=,1DB0"(%Z M"*9C_I--?
U)&^5HHG^ZLK0K984H<,'8XD9C>ADH482',7C?#=>| M0H(366*4-
6D<"4Q9\$DAR1"RS"#+!G(<,9*|0Y8/9_5#5B1D|>Q,?V@V\$E::
M(L_DN<':KNAU+NC|SA@)G#\$:.D,^1Y%(\$?L1&@|%%-+7R &B,+|<%W\$N?@L
M&/H\$Z:A2D*8V!;I+*\$.1GZJQN2K9D\$^:G;DK>9"7NI>Y*D>0.|JX>2F'DVN
M&@GDK#&"G#0FDX-&-MEK+"\$|C:UDH WX0Z"!KM>_)6OT=66M@O)(HE@2/E2GV
MW?#|2S>@"Q";.P'XS_Z^.@JD8|8G7QT=,A;6TJ>V@;DH6-*;CK6Y*KC2"XB
M=W(6^9&3*(P<1#W(7M27;,7#R48\F:S\$V60A7DIFXC(R%=>3B>@2&8N>DK'X
M+5XSRH,;7S_\$<+R!(0;4 \$\$(+W_H /0B%/?X.?=RD*N2FJTFN\$C&Y2/3(
M26)\$CKJ6Y!*K3 -:ZKF0K|24;D! K!.*6TG@REP XG4VD2&4MGD:&TF RDV TDF
M/4QZTJO #WC| #L"XB?(G0|8PA.1Q"(>|FR*V P+PVL>8YSP0ZT,G9|SC9*!\$ MCC)5LI?
ID)U,EVQE!F0C,R,K?1NRU'D\$DIC.)+'I(A*9;B9MTWVD97(^ [XG;2-F?RXPk&0U1_T*\$.
(M 04"WH ;KCE!'WO %O=8 1: F;D:F9B+R,A"2H86AF1@84|Z%G8DLW0E/4M?
MDEIV(8EE#(FM|I#(BQI6Z62EM5|TK#;0&J6M;1B>1IX2*H6OY&:!.D?@X.
MY/4%7>T.>A0&^ &>@ NN.0"V^-P*L !,|!06IGT;1(9BLAJ;T, "&)K35) M|)Q(:=%
(KM@TK;K1EIV?4G##B.MW312LF:0.&B1Q\$|'(24HZ
M3H;D|61!6DYVL.GD1NK. J3J'\$ \$JSKU)R7FH8O.^,V8B9_!NIST H@1!|)N.
MB%X<,'>BW,&0VQ,A9X20_+JS/_@NBU@!;EF^&N,;_KX7.JD3!(7#)=)QTR%-
M=PFIN^N3JKL)*;M;DY*';QS91| %PP-QM =(BP=(D@=XA<<*=# \$Y^Z(HV@
M@QLB.%=&XU!N?|X7C. !OP=|)U^PASYKGGP!CO#=-|7J@LA)W9=+Q5"<- M;QU2|
<\$ XX,|@OG|H4#^:) /YY("5+|@.!'N2">-X/L;009B9?S- (^X-T^ MT,|!#J 0?PW>@
M0^!;,>1YFB)OB)X(O@|H(0Y\$#&_@"?G>X|^@;-H!1JHHG((
M)M@P3'9=,*%\$8#"/Y(EM#&A1Z\$11,%P4E(T*51SL\$06?B *1B0)YZ@KB\$@GN
M'P'N'_Y6OAZFO| 6*!3P SQX#@BZV."O&=X;0JZ>/^1#KE8(D5H73.BH'D5A
MH\$H|D3D M%HLH-@8Z1#|J@_ *| D& #^2YP9WL|= <"|XU V_5"%/D?

S4@BE6Z0W8/X9(ZR M)X/B8<>="CGXYBL>5@F6+CYQ [1;)K,#CW8+3'(!#I02"Q
Q&Q#0!QZ_!Q MO@_-2&4TWD>#^K!#:6=(-<*[XWAUGJHKPAR-
:+_)K.O/+!!>0"XLCP?,EP9 M@PR"C3'0@Y^5,@\$3P 2TR00XTP04FHC^,1XWCD>\$.
(Z01T'T//HR)BF,#R,8 M=8.:8:AG)K.#7)M=XD"O)17Q&:4AU5D.=|N\$R>"^'Y%
[XGB.!3>1_)!^/TQ5V|H>I7&!KRWB,00@B
M13";RACZ*_^2*LCKW)/3>3X)#|2+A("T,Q?"UVJ4P":EZ+?;^8,#,!EL0R>\$-\$ /OGF|&?
VD\$|Z*\$|S2?Z^)H239+X>A!_!MB1|!L1ZB\$;_93?3UN?
_)@:P%KWI+FO1.OA^&K|'@YW\$X"1\$X7P027?|K|!#MT MSC?H)*_105Z"U?
T"l_D9|/(Y'.9|,-\$G|G-)2Z#"30#I10H4RMW!G9=(<08& M7P/!@M/#CW^("_
!9D.O\$)G_C,C|>T3VCS%(/80> M7Z/#?HX!XE/PJ8_ RO@S8A5G@)!|P?,./PDF^T|_|#^E^
TGX)7W0./^!1!)J=L\$4YW06G>R/?_#
MT^&G4W&'XBS.C>#R>^5/U.%/&>+K+OC>#_X\$:'|R|PFA|IN\$X6ZN,.SR(3@-
MMD!\$C#(E&)|U 5.4:8.RG5!3#Y3MAZ\$T&&6'H|SN(A>&-;|H?QA*#L17I** M5WGRH|
<.H4IX3@N8|&YO@^ ^VZR?)YNW2P,N;G"!#A%&*8QHJ%,-92I YVE
M@"%@CO)M,8TXH6P/&@R&.PC,=R#T&_!^L\$>"7C5%W?&0=,^|A-#%D.[4NH)
MCXV%:|9B!(B!|[\$|L\$.K/Y?,ED1BRY#|+|"F23Y4#2!GE: @)BE*T'&*%|"WBB M+*.
!7Y0>CO-B*QC^>">F.FD>A%EU1JTA8-T)^JFP-O/D|!\$+^5&Z. M<&+R|AKU)|/C<-
!5,)IB^4CY 'B(\$M%/D"2 #C"#\$C+L(,9,CP@PP|E MAL!3NU(HOA4":_L42!:+@ U|
(<7^Z\$|?-&C?3\$"|="2|5.A_>4Y2DR'F&Z3
M_/6/0#C47T.1^ ^B!|U&X'HD|)O44+XFRA<#4L@P \$PAPPJM8|Y+I#CA?("'
MY)KX0\$MOU,(+WN);_20|V9:@I&NC%PQ5KC29_(5<'Q'(G)*UP*\$8C,T\$9)@
M:AFDH_B)K#L0@?>AF/:"|D@|E05H<:,ZQTE,A"ZD: M6>AJDKFNB,PD4C+5-
2!C73,RTK4E0ZD+&4A|2"8-)3UI-\$FE_4DB'4-B:3*) MI/FD(UU#6M+=!"D|3AK2+X!?
2\$,7XS;*@YY<0B#HT!/@@\$?P T G28|P|J?
M6T(7,WUE,I6IDK%,G8QDVF0HDY"!3\$8RF0GIZ5L!CB35|R*)?C")#:) (9!!'
M.:#2;V,%7N/> |(M\$W-!|G>!,#SYV:0Q<10F8P,5U(9.Q*M.B9^I&423AHE/4G-
9#"IFDPD99-L4C)!+&N,&=\$8P9CQ?9"H7P%&B?P<'!/% MS^5=S!0Y('?\$; %7;+"9^:
"70Q,E8F V,5DIFHD=14@R3F.B0RUR4=%\$:A;>I&H10LH6"-
HM,>)98M2W!.^V0(!J@5C6'#J8?XZ*(7(R M8_)!?:T@KSMH>XB%(@?
DBK_V@+6Y(O=C"EV,397(P%299&8J)#57)8FE!HFL
M=\$C+6D+J*=Q6L0|('7#\$>QOH8HG/S""\$?|!"Y4B*ZQ)|+K)7)DU'-5)SQ@#G
M@@"',3:+HR!Y|_16^X(\$XWL-+R,7PC03|,,\$|Q|S<1|(@AN(@ "MT<\$4DZ)|H M
%^/Q/>"|75 #HHV!R|=)2 M#*:^&-#|80M_V,(?7_!W |>_B"N_N!7_HCG_4
>!"I^()7^RNR_X,8J' MREWY7C!GQ3H@9|X&"+*L(-,4,!,K/5R70*X.BM7P|#32!?
<&U_Z!\$/(8+Y MY(*!|0QMT@4=J MLT<5)<X@4-T0.4;=Q/<0U4>"M8":AZ#IO/'7
MU9W00X,?"&N0|+P4^1MR%4-ADPT+R9R?!?@^1">EY#G0S#)|X\$>|3J*B: ^=
MOB+IV|O>L*7^Z\$|^O\$' TXGZHN^\$;|+V!?:TF_QLEDBX;R!|A^ MV MF YCB
MO"&!SG|A('G@^!388C!|@)/<;P20AM,A,-!5 M&0/%1Z,|1B%"(F(:?
@VQ3FU0WZ6KT4)"Q+XX\$N#L(^,'V83P*YFMWD0=1?
M,COS+YVY\$/E:%""PY\$&@/#^!8",9>J1)%<_F0\$'2X6 5/Y)'QA>C;N 8E. M I.8|!C?
8Q0">7ZHKXNP#XNOP9&@OAI<+L_|#!1D|K4H8_!NBQ2Y\$)Z;2!<" M!6-/&
|^'8"!_9BC|+ M-PSS9|5L@9\$WH6(;4.#Z>41K,&:O FE?
!8)|46='O@|*+=9;"SIHCA>|V*OV5
M!^%UXXNO.|H|93SY|H3^BLA0=U&H>@1S/Z;#.FFT9TLD.H|\$\$8M0Y&JT5|
MU#00|?Z6W.!75C"1#\$VES>L|7; KK^="^NME<"|(7#73F0+XDO;FH3X&?T% ^>
MHTU^0%|H!H=|J'?S0!'WXX|6OY?^8=?P"5>DHA^EZ_!;!4B7P|A+4B\$G!F| M12?
Y'<|Z"FSD5SCJ"!30A&/X!Y|@,,:?0Q>|2T:ZRLTSGTZ!&9UE6ZBU#92
M|'W9+N0^L_!5#P#1;\$'X|& 9|!#C9^CQ&_C,*T3#OR)B?HX(_ BGB|H=@-%|!#
MC_M@@"1SL8|VDP|E9(.@;G:*.3U\$"/Y,|@V2; (MYOL_"H4CCNVTAVX|EMYO?G9
M%WE" #H(-:9@?9|MS'WP-PGFAF9OD;J9\$!#OZM F^|!#|X%O5X.Y|((>Y9@P
MMF'0W@K&QYGL)|@PD)1B|UF|/4NQ%F0Y9V>BJA:CO!G3;*KPZ#=G/Y?D/GOO@
M^S_X";=3>Y&!)5W5!'QWKTV"|U@+:G#;F) AG)-T3UL:3GT6 H|BN ?B^2K M^:-
@SQ@,%7\$H?R"!802&CPFH8PKJ.!LM4TP9T#@-K9%*7|CWG?"!|!|C!7R
M\$*V"NW/9Z^BO-1A|6=H:"8^: %65!CYEHEW1PJAE@?_P|SF3A M/,ZI8.))F\$
F85"=B|AGXJYQ:).QL- 8M-!H>,LH>|A_|C/?|+S\$/P4ZX%R_2 Q&+6/0-D|X%Q)(Y! M^#
<:,J:":W|@,<64 "E|X47Q|HX4NS_Z#R#HE*0GR_(YE,!GQ;XE,2'ZR&P
MQ6#XYR"TR2#XQF R0MGFT-!693NA;'>4ZXMR@V&%")0=C7+C,:4/Q:M\$>9:H M.RW
5+!)K78 T_|!OT?D4)/YWW"/7G4!%\$03:?!+OATQ7^NX#|;!(0M>H)S

MQZ)-8J% '3^@10Q:088ORG5"^.|KW17G!*#<2WMH3GM*?0F"Y\$+12,%HU"!X5 M"-
+E)IV\ZO|%*(8=19*MB?UY_G/_H).U#)QZZ8<9#Z6J_%B"&#"F@#SDFD&,&78H
MRP5E>I\$;M.\$K0UQ@,6=8U DMZXA6=H"GV\N?.'08=W\N'WWYB4@.Q.1+02=C
M6AF*(3T.X5AW381LFHI0U0?7/!&2>\$ G=U)!^1HH7P>0 'J08P@YH!C!3D. M^.>&?
@;X09Z5YR=5):^49#75Z18 MKLU#=%_0\SS'N
+N&X+6.LHD96V&EEJ:I*EN@Y9J(G)0E5*YJH&9*IJ EB1
MB:HJ&:NZDY&J/QFJAI!;D_25QE,,I6)I* >235+E9215JI2?""*V+&4*7WLE7
M24Z!_&%B?NX)PFS0E\$# "W!"#-!K \$S,5*9'I6)1.1!HG:) &QE@B0D)&6 MC RUC,A
RYSTM6_9+1? A_00#\$NU8DA7:R!)M!)K)5)(LVEI*.Y@!0UFDE;
M_5/25GM)VJJ.)D+^.(B(Y?2\$KWW14|VGGNQ!2P!,^ACHJM\$1A)5,I1HD(%8
MB_3%.J00\$I,-)"4ID0%)1:->F*G\$DBIB:Q.)1\$XAC2\$0\@+?%XTA1GD+JX MB-
3\$VTA5U\$ JHIND+/J)E'68_?(_I#3 W)#9. 9@ M@+^Y%|0?, \$,I>#I
M4C62235(3U>+I+K:))6(2""1D\$171F)=8Q)) +0\$'TI9ZD)8TB#2EW4A=FD!J
MTC&D(DTC)2F"02DXKRYB. F""0DB% @GF#,CO"WE1""."A!R0\$V"+|O:.*3XS M
@ST5\$BFITYZ>IHDE6J31*I#8CT=\$NF)24>F1|HR0|*2F9&FS);4|5U)3=^?
M5/0C25F?;|A'D*J/\$4 ?,Y\$,L9,..NAI#/P*,|J\GM#9@1?P3:|XX\P/
M8(:KQH"!OA+IRU1)3Z9!4ID620 QH*.035H&8M(PU"5U(WU2-3(A%2-K4C9" MS&;L
X L&/.#(S'Z&6,&,IH/(VA Z&GZ#@5|"+R?>EQ4)N&\$)?R\$'9"?D M?TP!(^BB;P
;Z*N35%^#=&Q@0;I&&J2EI\$6J9N(2,5,0DIF:# S(T7"@B^8 M, =Y- H2KI F(C5=
(Q5B,M4W52-|,D90L,(E9P;|LTJHV^XLLV MX!;V;D(NICL HF0S"4 <:UT"
(%JP@@Z6B"3Y;|Q-%>N1 BP4>|<"N\X,N
MQM##P%B99(#41(G\$IDJD8Z9,FA8JI&:I2LK6&\$AM,<#8HX,[PKF=8 LGGM"S
M4FSD<48L|XQ9QPEJ@:LIH8DR2^)Y|(E5,JGOR#>43+?2(U%9LM.S&-UWRC8>.B@-
^4&K?'-!M)/PR OTS')%3&"+HT-J@ '!E.T#N/)|6/B*-62:0!^9HR+ HPVY;ERNCS")
M_YF# 4 ?Y7D)N!W%H&UZ0H|^T*.01'\$ 5KRU8M,5?_A1GW@, B"RO?A#1S%&
MQ)Q\$9W@AWQ,4)*S#<795|4S%|8_22!7&W)5_86ZA@D!313|HWJ4./K;VA E M11#
SRD9A7XRBI\7ZZAX(/EP?&\$8QJHAB)@&@RP/Y.?4/I&?3^OOHTCC\74X
M5I!KY,WW@\$ \$^ZJL2)@13W069?^|_#"3%6A0>?/USG\P4Z)\$L4AP0GPR'2D;A
MTU"!*?A2\$|J2?"!)!#8<9_)G|CBWIZH,GL^#XLO@8G5+'_2KDJ[*? (^G?F7
MSC4A//?"UZ\,Q?2N2Z\$KPF1YT&@QT+XZ\$+TU?EHW+DH/!^5R\$-|Y")ZFX5H M/O,
<4?HK\D5|G="^%FA?&>RL Q=6CA,"VZ&"S/&"O&F"K'^>3=+YW&#^P^S_
MG&\$*/R0|1.IP*QN^#PIU%J-=E0<+ M\AD4Y"%9/."?
V&^(9^OS^A<\$|*9!^\$ _5'>>V\')2|. &XER01G2R0|/#% M_0BI166J4<@>|
_*&V0/OS+AY|,%LX Y@N\4P6;Y@LRBP5YG>>DEI-B;<;? M\R""DC>3:(_G |
=:D,YS4OE^&\$Z@.W,@?"\$#W|@M3VR@37Z&?_Z(OG^&AGX\$8=|P!=<^?
_J3TE%54U=4TM;1RS1U9/I&Q@9FYB9 M6UA:V|C..3@ZN;BZN7MZ>?
OX^0<\$|8>\$=@F/B(SJUCTZ)K9G|SYQ?1/Z|1X M:/"08<-'C!H|9NSXQ D3)R=-
F38|.65&6GI&9E9V3N|L.?D%<^7;BG;MGU'1>7.77NJJFOWUNT|<+ #^<\$-CTY&CQUI.
MM)YL.WWF|+GS%RYV7+YR|?J-F|?O?/3Q)_<^O?_Y%U|^>";A|I>OSTV?<_
M//_IYU|^??GJ|>|OWKYC_W_ ^U#_ |OKKZ3;:ZS!JRQ"G:6|TH;HM2FOMA6O
MMSTJHLOK|L&K|HNZ!_+*A_':=T7U>_#Z|X(!XKD%!G_3#(4-1G(CC.-6F_0S
M3.5V2.6&F E+S.*FR(.MYG%C+.*6*(8Y5G)|K,&V02+;.4F*>1!V#_=(;_C_?
_E|N+E)24E5545&\$#=#0T-34TM MV\$%)!+ #%+I2J1ZLH6|>Q@9PR*F9K)C
*KP"RP"PS#+2,WC<(V_S".W#8P M37Q?
WI70DT:.'CM^PJ2DJ=-3TS*R9LW.G|N@L*AX^:HUZTHVE6|=MJ-BYVYT
M%|Y;#AU&)>5U_ \$<5%7645Y+7\$M5\$/5%1U!1515V_?8C:/GJ,^CY|AAK_+./
MSU'IGU^| ^7U?OGJU6^_04;=W|O|^|?"1L3Y@)J^|ASUKB
M_%C;D)AW9|:./GLY/103J<4?7PLO?3RH:S;WMG-9_8,_MTFDH?
_%1|T^*##!QT^Z/!!AP|Z?-#A@P|OK<,>08V|,R)|N3,IX<&
|ZDH|.I6WM.#*S|G1|UK&6?3EG&VKRKNS=.>|VY?;% MGY9N6?75?X5?|QX5!
M,2^OC!KU_8W\$F5|=GU)\HR-YV^E3,_8U-6<?C)_Y^4>3BSLN3R|K:40=
M>^!H>M/NAIFM90>RSF|8FW-I>57>M46|MS^KY#KL ZV|X|VA?G
MU=6|T<|_&C|RN'R_'SOSHWJ2E9Z|,V|P)J6ZNB7MT/:F|&;#TMM6K_K'-%
MM7,NS:N:=_6_@E5#ARKHL#_4B!WK;O/F7!_O7VX-Z/'T_K"1#QZ.SKCZZ:0E M)ZY-
V|/R_/7EW9>N, YN/IC6M:~N3US<=&-J2=6%Y(JRMM3:JCTDY^,7'A@5M3UE9T3-
^VL3UUH|I3:7N+3F0Z' L1;/B8C?S;^|U M=KG|*#|JZHL!PT|.)Y_S>)
<|H_FU*TX7;RFN779FQ;=#F|K.!B9GGNN>R=
MF6=S|PXG5_57|V08>#WCIO3H7H/KG>S?C>U|\$NEW^(|W;F=?\AC2^&)^U^

MG)BUZ:LI\8R]/> MP'I'5+.\$^.U_#!N^|F5B8M%/TZ;-^SYMQNP63.S'^5D9WPW)V?
&MP6SDI^9 MGS?MP:++_PK6.*?RM,-.^?H#9XW3/X69-
KSK|K:'Q89N97UCUK&A_8K>31@Z M|_?IHW->I8_-/_#5|8MJ+W,FI/^=/F?
I30*E3GR^GS95N?Z&G
M=(I')YW&MV%F52S2N91%^Z|D<1&+V9"8?)88E|VF|TMGZ0-36/:@Z>|F#YWZ
M1_ZPI+?SAD|ZNW#DQ#=%H_XK;E_3IK/?RY0;WSB)JUF0:2GK8K^"=?8S_H\$
MY+):81EL7-<4-JW'5)86,YEE|9S(TAAJRZFQ6K|^W.F@:%LR-C^KUI2IKX0T-
:SM=UV<5W=^657MTZ;|^%_M|8Q|3Z|<>K1UZ8|3OPK7MC?V|314%!^;?_L73?
^+3|H|\$&'#S|T.&##A|T M>"|=D'''VB@K=A@Z!'T8SEI&|_O|V.1)WQ|)S?
WJ8.;R.|6SRR|O**AMW|2@ M|>3:Q:W'5A2W-RU9??E0X<.:!Q:4?
U0UM_+6OX5'4^9_67CS)6W|N5LO|1KSK|397./'M^X|\$SSFB67#BU?<7/_MDI*
I>PJWW:M86"GWX*5"SI40(>Z*\$O6U,N=G1@0SDZ-|/H\3)S|JFS_G|
M:/KJF_79%1>J|L@|?G3K0/,-&Q==.[AAY9V]:S?=*R|N^VS+TO*/_RW^
MU*\$2.NR##LV|W-A)Z!'Z9/_79R=,?MH^+>_SUAEK;C1E|CRW?|_AUJK9IX|L
MG'>QH:+H6EW9RCL|-VZXMV5MV60Z|_#.NR\$#ONAPQ'HT-8__%W|
MB/ZO+HQ/>GH2O|LZEKKQW/V-W>D-5XXN#L4TUUR|LKU|;7?%LCME9600
ME926?:9ZPXZ|_Q:L0M!A%W0XV-6""8,,9_IW>7-A>|/?_8E/:Z6E/_9Q>1U_M5|^D|6D|_
K.QZ="L4W5U>1=V5<^|6K9K|>T-Y2OOKMQ1^NFR|AUW_RWD.I1#
MASU!^JP>.K3TXZUI#?L.YQY M^6>>W5,^YLF|WO)O+*HL^7E2^|H-%E64?
_UO|J4,5=#@,'4|T='U|(:'+MKU>'|OOASIBD;^Y.*+AU<^JZMG,INPZ#<^|HG'F2
M*^M:9QPH;TX_4G(H|J3*_:/:%|?_N307;9*[9|F-|VK;_Y;R'6H-!AM="A
M*=+|C|_|77Z|DA#ZPR>#\$QX^&#^Y|M?C|KO)*UNN#1|Q^ZVU+VEQ|(:UC3.
M:;%E:GWV*YT#FU|5_M?SDP_NO'PR9=_6;M8_N&M*ML%'0X'ZKYIBS3^_EJLW5=?Q_7_
C|2XL^&C2N_MF8|J(O)Q64?#IMR:(|,U8O_MO)Y1DG>+ZBG|WH\$G?^O;I_G-P%%|?
AHS;?/CR5DKO|Y>4'@_:'5'^OF;Z|5;:VI0;S=,O;YHX^1K2S;|6|!&Q76Z*K^(*OQKW|_J
M6U_V"CS\$XF-KV(A6U^_
&;_J^>3IBY^F9!1|ES\$KYYM97W24>6+C^R4.Q|YZ;^TLWN((OQW|7Z M="MC_JN?
C=FZ.+726,+?IDQ;=:/F5-G_IB;/:.-24|^>E37^V,'W*D|4S
M)S|ISISX>\$76OP5KLE!^=,5_Z?)#2|76%|ZR>A9IMY-U|H(>H6M9/VC%|'1
M<7ELRH"L=S.&IKW-')R)G?4M-?Y8Z;|F|LTF^%XR:|*AH_X65Q8N++%1/^_M+5Z_
MA 5:+'&'A#ODLVCV3|?5-8<,#H|")H1-9T?\$. _C(|A^R8/^ZTF M; >KW.W-
G|@Z;|FGZQ9ON+U|Q?9KB|?NZ9A?4G<^O|2^??;VQM.S=AX|E55|_M_\$3&H=:C:?
4GWQS:TXT9^|O/GIR_H;6EOPM9X|.KCC?.*OFTK|L MNG-|9^T|^|Y@6ZQ5V6;HL"5
QG9'F++|T*\$Q(8_U#X|ES8DC?FV/"NK.KEC3_E0/9W-&07W%M;^|N:|MGUU|8-
:ONW/OB3QVV M|NBQ/= #A0(PC:X8.QX;%LI;Q(WXY.BWUNZ;.:!9_5S5I_?5?
>S@M;YM6?6K_H
M>,N*XO;FI6LZ&HI*KQXJVG5C5_ZN&SL*:BYM+ZB|+Y@6Z%#*70H@PY5X::L
M/L:!'>T:P(X/BWW7.F|\$(+R>FS/CN6-K">_59)=>J9^|HWU'0T+HP:FC&Y:= M:UR|KN/
RLW7:I=5W-R^<.>MT@75ESWAR=3"3YHR-UW9EU-|G=>LOER|MN1: MY:KM-
TN75-|:4%1U97U1= MO6S/U=7+JCO>%W(=MD'''?Y2MAV'Z
MXH_:TK9<.H5VWIP3M/AFGDG:RL7G:OZXN
M6UU|^7W|R@0=RJ%#?'71H@@XGX_W>GAL<|+2Z)\$_7IF0_LV5J46WVE.WM!/_
MK#W:D-NX?U|!Z^ZJA>W;*I=VE.Q8=6UUV<.:R|LJ:Q65|+E:M*|AOM"H8.K M-
JN\$#ONZ&+FZ-6|_?ZXJ"8%U=&CGQV3BJY>2-ERZF1&3<.1G;.:
M^OS6'74+VC=5%UU:LVO%U665)3<65U;<7%"VY^J"+567WQ>LS\$J5;84..Z'# M
>AP--KNCS-QOB|O#XQ^?G/\$B\$?WQJ5_>F=2T<7+TTN/@>_N:|EJJ&R8?6+S
M@8(S: ^H*+Q37%%\NK%|H; >Z>LNL%N_9C9G1V/K'PV(VI&VK.I^SUL^O|O'Z
M|GZ_J'|?#QQV|'(U+8O)|ROOSUE;<6EY.T;SLRH+GZ1<7#^T:RFV4TYQ|(:
M|DL.+3@U/2#2T|/:CN3-+|C>|_M@,Z;(<.^WS%|%B8_B_GNUL^NM/'_8MO
MXKM^_&S T(L_C\$AN?I"87WUWRO(MUY(WK;PXH|SP;\$95WJFLNNP3N0?36_(.
MIQR=WS3U2-&12O3K^=O3+DZ
MKW3JY<*MDSJ6;DN|M'+^'(NKWQML%W38YZ3VIM53_>'U,U;7X<;G?|AUKWE
M=9_(@^_Z|=OS^|_#1FW|*G+KBZ=2,PH M8?&43XJ63?
IX^8K\$C|:L&G|G|7N#55FHL\$9|E1|N.JG<^<)5X_RS<--COT6|_M|V.|INNQD?
7MO8<,&KWR=.;1+|_GYS|GS|K^UDS,H.R4A|/#J?Q/(&3&+S!DUDA8,36=&0|>^*
MAXY|MW+8F#_6#1_|Q_KWQD=G->G<;2TZ|LI=2|SE6QG_29K6)CM(MAB#NOM
M,Y,-#\$IA8|.FLJD1DUA:5"++ZC:.S>XQEA5\$CV'S8T:S13&CV)+8D6Q9S^%L M-
_FU_OB|D_:OY40ZF&&:GO8&|B-2P2+L9K*=+\$NOODH|A

MDWQ'L13_\$2PC<#C+#AK*9@/YP4/8O.#!;&'((+8X="K!H:]-!@Z2U6V!F/4 MRD
IVXPYJSS:ENU)\&15(+9/DGQK&+&J%=-;OOYF\MO9U;OOU&HJ*.YDUNZ\DI*^G-
98>RFU==^9:2?VOP\^Z!!AP\Z
M_!^JPWI!A\4!4K8%.E1&V\^:OIZL=G@XJYX0SW:EC/YUQZR49Z7SYGRS=DG1
MY\4KU\PM7+ YUMS2'=?G;-MU959E34=65=W%C'T'SJ_14>D-+ \XS&HX?3CC2^
M#^0ZK(.,ZQ'3;H<.,5=!A?YPGJQ\2P0Z.2_AC_11Q\1?.3\NUYP%GV^9O_K.
MNB5E5Y>OV'-QT=H#9^=N:FR;7=;2.FOGR>-9>TWL.T_LW_FX>- \YN.O_18
MB85"AQ+H4 X=;KL;LX-1/0G#X C6.#;AC\3QO\T('WFPYKJXKJS1:L.3\W?
<.)XWI8SQ^;L;&^>O?=-\76;=N:KL^L\^"0E^&AS*5W:V:77MDQMZ9\Z*&D^M7'#^R
M+2\OU%%1=J%\56)B1-^.)\$Z^NFC.(^W.V=NS.KSV\K;#AZ;BXX?6KFFK
M6\^Q7%7QM@L\IE^RY5#J_NF/C@OUG2Q;4M\X/Y#IL<-9BI=-!A=Z@!\VP\=FGO+
MUX*\3DRX9>V"1.>M4W+^;HE??G-^JQMYZOS:H^7+VAHV++D>-V&E.?WK-EP
MKGSEUHMERW=UE!15=ZQ=O*H\>+ZD^ \#00=-MH7OAPDQ8 >\6;(CT.'D@/#?
M3X\(^/ELXL3\15-S\K>FKKC2D+GM\19M?7E%<5W\BN*#H\X';-T*
(\$._6_E^&A0#QV.08?3_0\=FYX MPO,+XR8^O)"4>\>7%YHQMD)P\DU!RJRC\
<4\&PI;)L:=N6S:O/;=BX\>*:
M#3LZEJ^MOKQD5=VY)2L/MKT/V"9S%;D.V\5%K"9\$GOV.LF3'>\F\;>_7Y>7% M80G?
7QD\>N.2;DWSTY?<;8EK>S(H>R:??OS#N_<,\JE:T51VX9M*]M7;=UP
M85GIMDM%I=4="]\?7G5NX\ID#;^>^!/:9#AUKHT!AEP5\N;Z^D\#VXLK0OD\N
MC9\P^;4)N5?.3UU^LG7&UD/-F=55!V\VP\$=-@('M_"UJ6UQ6<65\Y5U!5
M>F%.U>Z+.95U\;D\#K:]\#^0Z;' +29)7>HO^'G?>*2FMM&W91\$]\STK0O9FN
M1J/&WKN((B(*"A8\$14015!!14*S8>^>^]Q1JC1HWI* TU33&)\Z3#\\$]N?^9O-^
MQAY\H&5<9_!>W=SVM,YIS/?55GUH5=KZXMK!DW\$*QDBQ:?
V4+*CV\U*>,WTZL;Z9J-O#?LLM2JTC5(9V>%:D=!)JLSM M(-=4G?
TW0\+B(\$4<\O?.AMJC"[YTJ*QX?5%S\Z.\^H>&QXQTAIY:VK<_LJ-6
MC3AQLZ^1HN/Z*2F";L\<=KMWB6^+;Z5G(ZO6K9\3X%+^'\+71C7C:L\^/5Y MC?
&2\$86;/ZNN? \VJ\("T M#G?.OS.WJGV/<"Q\B M Y)ND<)%5RBQ(0->R?
ZH,S_YQL04CNGA-#*+W,\^*ZK GDVHM&)\^U= RFHY MR-
@B#Q5\9GY\SSGV9#RPMOWU-9>?*.C<.ZMH7;S.U-TZ;@M*6T,\R.Y3^+P M;WL(
HY1_E> \HWSNN@O)0^P4X@7@M.<^L(R<#VB+/OS<3F8\G_"DA#" (W M3X?
Z7=/'>P_-N'OGR-R+8VKK.HJ'V\XHJJ9_LG\$(FO"UC'NE1,E?,S-)^BA M9X#?)WK?8?)=
15&.\V-S?"Y3\Y'1-&(6\&B6QOQP?B\F<'=O@.Q5LE"Z
M4>YSVS:YA\>VREU\K+"@9SGZO0FG.SX6D1Q>"5QMWN9X(EYD>SU;X"293+ONQ:B-
M@^IXLUZ^YIO"D@)0VI,:GNB0/LH'XQ4V(#69 !!SPLH1F3P-B6!GX7SST K MIQ\<:\?
O!\OS M+9ALLP+T#@MPW&4*I-TFX+"&+SW&H'O/D-@(@3L-X"@_?H03&
M^#UE28,>,=)X#VC9X?> \D3#'F71=RC5L;?)C?
\$WW3H3KY,&D@8(4D1IVGY8=,4PMB+KC41ISV\TZ_B:Y M*?&&6V?R9=.%E
O.4P(0<6>)"(.&8A#008V*#8\#;48#2AT-O^:Z^DT MGN\G/9;
(Y=P3AT7>"A.G7.'\$95ST3\Z_X)-9VN-=4-GM65\;0:FO;W1KJ*UV M/UM6X=E1,%5
J,L\F3!%B\$/2T<60L;(: "K7_LT.ES%8#2IPL0A2Y\$H\D^OH\ M3F6'WHT-E5R+B\$B\&" +)
 \T-RX1PCK;:3GM_80:ML;O"L;J\TJ&LH\6JN+/1N
M*YXJOQTB\$(7=G,3:CK9&0VMK(+F9F;%V4I:U=E":DUS'JVQ.MNGM72J@/BW
MPPR(WC<74A&'O%.KH53K?W:H6&M\K<%9OJ\H);XL\V8^R&,*;Z0&)0W&\O+/
M1T:6M_%C:YNX*8VU\DR6JH"2UF*_RK9LGZJS&8R&VC2_L^53Y;=#).(0@SBD
M'5D\$!:=60;GF5J@S5/A9;Z7OJ=!\D_4N0;>2F=E=J3\$)S?%A5> MWB",KJOB)3:5\F>
<+>04MN4&5K2G(!Y)_O7UB0'-%5,%HE;_QR'VUQ%QS'C^U-
2LTMSTH+PC/K"B(Y9=UQ_3U%PU57X\B\^"N%]\?R"
_Q10!\5Z#6^"E8JX\W82S'NO"NM YM)\@0-5GN+V(I^4NBQ6?
FD*MSPW05"7%A/5+!4GML9&
M9G1\$1Q1V"L/*L/#:IK"PQIKI@I\$(PYBQ"\$1<<@YO!#*\$(?Z,\HW9GSL-E-
MW6MK.7H>YWJMC1C84^2=; M4MT2%-U0.U5
@CA\$(0\>V9#/N)0L;0PSIYUBZBH\TS*K?#)32EBE<;D<6LBL@6-O(RHLYPT:5M-6E:'?
UIYAY^T MNH69T%_154"RZC\J;MG0Q&R=M8J+?
O>IK'A0Z_NOE=7C55&;UJ:7;UB1^R^ M@/>O\RO)BYH\ \$M/K:-
EQE;6!%>RJT%J_BH@&6GEHM\>4D+L;BV MT3V_L6:J0"SB(\$\$LF(3C^JLX_**'E-
WK64D_O\AW\IP@H)K6&E!'"BMQ+3%5V)94A))*MQ\6TJD"\8B#=-.T*-
HA#XT'9H\W_MH5H;KDVNB9;1=>Z"EVO#0RJGYJY9#W M&.N1_
"9);I+YH5<JQ(S+!^CO >9R>0+!\27GI L_/GP'.RYZ#S;.6D^NBLG M'WVN8LI X@I92-

LP#WYF1JL7<7:MX;ZA6\LM;5-?88F2YR[>_%\$**W"\$RO6YS0CS_#L@PNT:-
|KY"E^"OQP1AQV2Q&,N2A-M M+F9)K0>+DZ8*)"\$N>ODH'ZSW*N^;7(W1G;*)|SU37-
'Z7F-G|6>=DP6?#+33 M/UI8Q\$Y@'010B<2@EQZ>C*=T.04QTX_RD!U
NA|21+@GX#H.BT*P=V-X=G>D M?/3M3('UK8(I RG+9:'T+|F/'6ME|MQ>
(M/W=.)LL^155U7|4-^1|U/K.;H/ M?768'Q8&X3^PEIPO)#N_"4|'W<^+N|C+%;?
7UQR*RTN>A|,H1?NN9B*?19+ MLWLJH:/,GRMG^0QI@ID+9.!^F6HFT-S4!?
&ELBVO-|YI_*XJH<4-TFA3.' MQ*"GQ =S#39@|1A
,08"3W/R#QIKTC<6VODK|X/ S+/'?
1)BL1^CZ9J)ZK|Y&-7|8)E<.N^9EP|&5":|20CJ>SB@
M>Y@)IB>|P5|%'8CJ)/#0<@:Z#A|/|7# T<="J*\$=A|MA0&R,AA@3&T@TM8(T M,TO(-
|JMYJFH|H9J.:|U\$E<"*Z5FP>UX<*P7P(EU@:"ZE0|:NRE@?, % MT(?Q0#CF
)03|N"MB &&,AH"3ED#5|4*>*J6(%2U /%ICZ@>GHXH>S91)AU7RL;|C+A_V+?
&'(ZN|0'D="BN,P/3#<9@L|D '#;K M@?,677#;J@,>6|7!>YL6^&|3!/_M9R 0@;M#
_@|U\$&XB,UWK@CW*2">^(&1ZOZ6ENW|
MVJO0|Z5|&?;YN3K@F6LC>XS8SGGBTA,|2A@*|<?Y%UUN,V?"O|U^*_#_Z|#
MP*&Y\$'9L\$42IK(0XQ""!?"_ \$8T| C-L9\$/F:0|C7|FM(A, \$.|;M+3.9^MHG MR_<%=
=_F4XQ1X,WPJ0-C261S\$ M(>C@7!>700QIU:"5&L3D)CNA22|DY!
(TH(8FME/42#V4YB |)8;37T5D.CW MC)'?DS+"1GU+ J|3ZF(&'&K%P^|MD7?(?
7&7'<>BNMWNAQSGG!-!4@%"@ M(HW#/3-71\$A?Q".S?8KF1L@PW@OIMHJ0XJP-
B5Z6WV)8CA|B>937?)'OTZ"X MH\$?,%/Y|>M:O|S#1MSW*XVY2ZJ77W=I3KI#ZTOH(?
6F=+H.)K;3+,5,!>(A# M,.(0NG\1"%|)(55> >F(0|;17LA&*T*&DPZD>EA_3?
0C0)4\$>ST71K >|4MX MJP*DHMN,C+@;M/RDJYYEZ9W\$|UG-KOW)|>2+|5/A?QWX
M^~9 #.*0C/1%YID-D&^P%_*L%2"4?=
|DMGF4XHA4U|\$U,+.#BGU);TN+66GB6VE32X=>554WK3*SP&I%,!^\$A?A""S
MO6#0'(A36 "I2%_D:&R (OV|4&2E^+ /0>|SKBOZ?2;-|55*H-^C&|IOKC!2
MYME24>064E'AWE%8XGD^JY|Z(64J_*^#
M\$&FH(3|30^TDK.,/(FGXK*>GI35:EG4U6A5UM)+NU<3C;|+VTJ0:CB\$(HX M1""-
DWAH/F0J+H-"|?50CCA4FBM^KK33>UONC'E>|.'^(-N'?5T:(!Z(#I%V
MAT=DM8;\$%#2RDTIK6-D5%;IO5UZJ7T_&5/A?|I&O
MKW00A^R3RZ!8;1U4ZN|^46NF^+\$6H_>ZVLGN<1G9XTZN-^=B*E/<'<>1MHK"
MLNK#H@HK0Q+*2H+2*PL""VIR ZIJTYD-= MHGY|(7-P'N2>7 JEB\$-
|NYO#:8GWS>B|9XW.-H_J'3UO%KHR>G-|6W20.E M|9+0K(J(B,*BL-
BRW)"4J@QN3FTJIZQ.RJZOCPUHJHYAMQ=)V-W94P\$2&?Q
MMLA#|Y9D(HXY)|8"N5J:Z%.9|?G%N.3XV=M|,9:6|17M,0QFNH#>.WEH3QN_*F
H3_MCT,LXI")/N+3RR&FM-KOC=K|_C097C|18^E|OTN>|O++02/<|5N08W%7|E
M.;Z)>6F|F6E)(04)\1%ET3&Q51'1*;5AXKSZ4'%E S>BOHX;T5H:'-&5-Q5^
M.X0A#O\$|9D(VXE|Z?'#4J?|UM55|^|L>PV-C Q;:=WLPF(\$VO\$=;/8E=4^\$9
M45A(3|C(H|)(3.<61"<+2L.EDJK0^*1.3EQ.26!<>;V_I+XN(/IL64|49_Y4 M""B(\$
<\$A&'7.1Y78&LWXVJJSYW:FU|W6|PY-\$E<|WK_::V/5V.|DW-Q,"R M&G=A=IEW?%
(A,UV2&Y07GLDO"4D75P:F)M8P4S+K&,DE=?2D^CK?Q+-EC/C. M_*D
\$4CSAB/=G82LG?G|9T|UL07?SZJL?'|><_/S2_J|E|W/3,T9(NZ'4@ MU|0|LPJ:R.&I-
=2XV I&FK D,#>X(+0H("BG)\$35T7+3J_ QRBZJH5,!(E?*@GC#=,C8)@|E>V?
^:#XR|VVAI+5S76#-7WGOI
M@9%:YOU+RYJK=L3|03PCJ9<8*NIR%X>VTQ(#SC+3?)HX.9Z-@@*W!DF12WU*
M":&AH!3?4%?J5-M12*CHSID*(\$*Z.V;|,C9.AVJ|A_ZE"8|?2BTH*|(ZJK M+CW6WM?
SV\$ "M|;Z%>OVD'N|!^>; MAV=?>G3ZK_,OM/:U/-<7?'\$S#1|%
(U+N(|SCQ@F^G'ON'.9M^@"ZG66V.T*M-X8P%);@,"A.P@PDI*#|U*M^XM3K?
J;4FT&|J13-21(^ZJ:YO>:NVO>*.GD00*Q##I!1HM?NY("WJZAXP1J731QG^
M'O<#>@TC#(2%.=|+Y#K>B|78W\$X7H&QF1UC<*1);7:T3FUSNF!,0NDX6<5;)>0
MOT;F6?|RF|=|C;0?D1U| MWWH3O5XS*>0709XNSWC>^+\$('XC3-WWHT-
|#R87F@^8.&*0&)
M2V2@=*G,^ZX%J"LWYZ#.05PWK>'CP46E/TZMR_JAOCOAN_8QT7>CTZ'?;70"
MON.-?;|3+V_T=|N7YCVQ\$|>'%3=L_7R)7|H<08HKHV%T|O#0>L@|PO/
M,%;Q1LAN31#L1L)LCP;\$|E&' MI+U3H;)|3!|5|!86*>R\$G\$P%+Y()@C3P--LFP:
|Y#LAU80,GEYF|V@I#T%FE M!R:KM<%ZC2;8K=4_%IU<%EW&LCK5<%SO0K0-
IP"Q@9E8&U0-LY&1>-C1&R: M"L!<*P<^.^2|JC '6;
<60(C*,@C37@M"L^T@<#>@/(HB@?M"S2-|B@E39"KR>|=&SW>\$=N|QIU|O5|Z#=??
XJ|Y MC&)'?._8C?I=MWOLR?_W|+_W2F\$JIN4&/8M#Y*K!?=FR-& MB.?

%MYT02RXZ7I;T.%V/Z"#%7;/JU!TEU(IN>76 M'AWJ5LJ+2_=BD_Q MO1+J)WXI!"
_O_8GQ>^;^E%T*^RDHHU=K\K=
{&I+Z<+@E;V"+DQ=;R1\$GEG+B,HL#4G#S_O/QL9D5AIEJ+8;)O1X'4KR9/
=Q"\$1Z\J>>F\$3D_LQ" I/K81RS)*,;&Y2;CH\NR YL+0H,:"Q.-: MO2@FX'R6)!
&LV^%/LG@+/J/PZ_J,D\9T-.4<60(GRBI\59S9I;-|*K% M7/51@YW)WU5.^/Y"LG=
HG=0?1)36!X;%%, @#DO."A=GI/ 3^V9C>J; MJ/8H\5N=JB:W*Y%H\ 7^I*;
<|U8E>E^887)@;&9,6\$)B6+(S/B(^)RHP6I M\9\.)P?
E4)G\H6PN.=R^7S+J3P>1<3_L1OAZ#-TR\$:N2;2\LR"@L/SH%)I MV=<&C?7C;7H\Q\H-
E.^VHXT'&W".15\$K\H"C\2++H@)Y4E24GD)L7%AF>(
MHR6YX2+D9XC,+0Z,J"CA1+:6! F\CC"OE2.<##Q3T PXL#=-!UBD'.1L6\J>J^U&?
B>+U<J9&O2T.N)8:%|_*4DI?KZW("W+3Q*? M&B05)X6E"Q*B\H/C_J#1B4L\5H9=J?
8.J0T\$C^J-U9F MB1<_9\1%96-/"PS0M.XJ9'9 *DCS*)9DN16EY!"+
M\G.=BVKRG(N\ 3: MJ84W\ZF0\Q_1=QZPU2\XA(:G7/!\@91XWMDGLH,<%-)*%?
@W,Z)HC>PX\WI^ M\$JDN*I50FYSA6).7Z5!;G8FMZ\ 50XD.98-Q?
T)X",_O_8G96V0@ZJM

1YEAV7W.C\RI:RELOI&&,99BS+>!KNMJ) M\4^EEA; MH-W&:TVGFBV"43CX@@T+
(Y#W>)DU"S.007B_E39EJ/"MA\EMATHM5N&\$KO5 M*+;?
BD*0RAPN(@ "Q^>1_)AQ_(:*/.W\>>#%\9=?>T+&Y7L?C*6/L70Q
ME@Y\5;3:ZZ#1P03U#HM1Z^B":D\J002Q*RG:PA(RS%^AC+
M\$;6RE@:7151YZ*%*M>%J"U1)F;(TKZ9R'\$O M1)9')3(JFI#AV8-
TSQ5(I=J(%*H2/8ZBV3OIP6HP?D)TB\97-XR7"-Y

(;3S MON'NYP+%Q"Y^++XS*@";D2S%=.0EV796)Z.\NI-L6X?B,\$U7HO\");+0CS2
M_@5K97\V;)1\V;=)JM;PUFD#CX\MZGRNOJE^3%NAY)&11L9\2\883N'L-MX MM
;KG3Z-<|IRN^P2Z7V6&.E_A" ^TO1(O2EE"CK2_G1EI=J)197>J(M!Z^)
M+'MO"/A\$")?0NH*&2A?)?.A8Z7,\U%J("VZ9WO#ZVL.Z-VN;B5UJ'E_H MJ8_LS
0CME991%)S.^&Q:@; W-0 X\6R;2_V3:C=N+X
MLJ(J\H02WVL>B'NGIQ3QUER3.VYGQ!QWMJ2-NV/\$3<&Y&K M_>MXBNVK-_K%
|F>EB_*O,R?-U!-G_=XFSR\ _D<@<:,\$,E,U'7>N8A>H;FH5J
M'5\L6_UF^ ^S";|>7I7T\|M3'FF\8>P5?=(YR09J?\OMJ=H7YUJ5\J3-D?O4Q M=?H::
(\RK/"?A.A,5_C;=%?4NVL/N?:6WPJ<3#\5(LS_=B!,_YXP?%/0/8<
MU(T&>=3YXX(#BX.AN.K_4!U@R=H;2.!T6X\6._'
M@N,A#+@=1@/UJ#4PCEL" ^X0Y\1-(5+)!. *4C2#EE"%DGS* (A4JJ%;5A<;3-M?
Z*W5A;5T#\$-57Q)#I7^8I9,/*R>+H1MLJFP=P\$=.1=D4%Y-(UUIJ"_R1K,MMUJ
W793(.PT!O(N0_#>;0! ^>_2!O5<700?I0,1^;9 +!?!%DF+)-SAS7R3K!Y% @9VS\4
A05&H+A(\26 M:(+.4C4P6JX*%LM/ 7J%\$F!7*H+3RA- 7'4<**N. 77U4?!=?
018JP\#YR\% M"/OK\$3^\$?!(<)P=D9)T@*#2@?E.Z+' _J#B G7"XBANW M'W9\B7F\$?
VK\ S.DA^HW3??2XXV2_UUHYH".|@=F>/P7& K+H9@C57-JP(M/-
O=\$\$P\#&RZ,K"X9!\I\ ^4E.@9EJ'1R'Z)Z7" _KMK/>X;L17_Q?D\X0-^ MP&4<=Y7T
COB\JL3N,?F^ \3/*+.V;!?Z'YD+PR47 M5U)X?H; (=QF-
)1R"8J@+L0&U@"8W!+JX2Z.F8'J0\AZ_NI4Z?R37\$CZ06 MMP\NW91QIP'/%\BKU,?
8>|XCF,>T&YBG7D\VK\B#J_=)@.\U\B!QZ\W07MG M0N#!N< |L0B\$:BM\I+<11):
J08@_"GR\TQ#LKP=LOME\EL3V.R,%\X66X_+1 MLJCM/:7*XZUKD<;8I?"/(\
XXGC=>8(JA\KJMVH_R#VB4^/PW//APXOW2<# M:(B#)^+@@\RS*0W!
<<7@DAU)4AT-D*,^1Z(#+F,O1MZP>\$^NQLWRF\$#
M/Z6UXH1)^,_#MODP6_73.1Q.P FF>R#._OC/;)+&UPB: M\02?;?N.*R"\#HAQ?
^Z;3!^C9K,>N1=S'KA6\T9#.\ M\$W\WI(5P\I#>^3&CSOF)SV0_2\Y\KU+FC'#
A#6B_JZ*(\4MR6=)&N"9N=+DEJ"\$.^MT MX"#-&XFT7OSA^9"JM PR-=;|S-
7?J2G7ZOAX%D\K68JKY8-8*N%FA+_W4&@P
MJX\M#.EBQH2W^22+F\RS8^H\2^)\K\H3*CW.)990!A,+/:Y&Y7K>%&1ZC7_S
MO.ZS)P-|0<:XA#|P_ \$|ED@15HO0W\$Y*JO_5:HM_-JID?GOEP7V6J.9+E.W
MI1XN0\\$,|Y\PH(",D+#09K986,M,B*KT38\MI14D%'E72?.I;4DYU/ZD3.|+
M.6FT&Q)J+LA2?01SF0_YGK?:9,|JYF>9 @UV4R\HS(\KD\$"M36?"[5W3%> M;GILK
2C-9+K9'TYE>+<&T?W;A>Q AH%(:'5P1\$1H>R8Z\$+_Y+A\0? +CFBB.<8<7RQ@.GHS?
#@RD\(\0AUC\$(>W@',@|N?AG ML=I?
\$Q4ZVU_6&A|=K4!KWBS\$6PUDNCEW)E&I33%,5G4D)\0D3!"1%Q(5G1F4
M&)\;D)DD\2*B?>O2XWU/Y\F\1\,C&9=C1*S;H6)67=#)P\A\$ _JM+<|S0Z?

*_&YLR54IQE3RZ)<#;-DUJ3X,IJC0X,
MS8O@162\$148GA<,%QW/3DB1!^:EB=G5:9%!GFC!H(\$G(N2O)#IH\$ 3=X4T& MXB
+_DCG"1&'1.3^S#XP&XJ/+_Q2I,KR38/6EB=G#17N-%AI#%8X6'86NC@U M9+EIE2?
3_?/C62\$9T<'I\$AA=&QX3+R8GYPD#,U-#0NI2|:4L/#>U/#@V! M'!,:>C,).0V?S*
B316P(9I\$(GT?S*R,N3NGP5EQ^9_K%-9!,:)%<|HA^&!
MZRV6ZKTU|A9G2YSQU7EDSZ)T;_,)&9(4CQ'&"L)BQ:)H^(%\$=*DD/#L5\$YX M67I@>
O"A11V^*58MN"&D!UV*VPR?CNPD>Z.0LY%ZO;I4+!OYL^JH_/>-YU: MJJSCS/HW?
K|+|69JYVKMS-KJ!R+"MR|5!,:%\$<
M5Y(@#8C*2&&*B|,8XL9TW^@+J7Y10W%^HAL1?I\$W!9,!_H@#Y|<_&2'G(@-Y
M5A7OG?&M|LB<|5;EQ4|Z--;
<|M/9U|HE=KJUQ=:TNM815U!|75IG@F|J=3XH3COV.L1M)B;@LD
MUJ_W,,B:\$;=>#K*W3H/R/?*FA1FO3RGN.#A1;655R|JHSG?8ZK:V(XV*6W" M8;-
K7,C2"HIO5#\$M**R R>?D|IM6DD-*(D|EI MEV(I23*/NM<9O3\$TO,W-
78T7C94+!FPU,_HL4/'=>)=A&TD+VZSAQ^SP2?(NRZ
M1ZD)%1*K16)|5:+\$H3(GOKZJ,A93U1EK7W4U"EMR2^!0=)LW&S?|4|W|J+|DSM8')?
VD%#-'I' OC51B&|B;1NK119M75&6K?|+;1IN!MJ M4S<A;-J:ZPYVK*O.SK3+%'?
R\$(WF?)'EAQL,#<_B|O!J3!E@.Y(>8# MU: %F@^<0AH/-SM|/-|Z\$# 9P%|B RF+D?Y?
A+K=.1MUZB3:VVHDF6X^DN|K>J^&87SO',/H_@C#Z,9CNM'5,=ID@'B!#.3,1|UIF(D:
M|)Z%ZKX^&|7T=K5*JY,'C^D)?J-UG| ^|.3@: ^MU7U?X70|7Y&
M75|Z61!>^MG@7G(P=B_#L>B7,3BK5ZEXBU?Y!--7U\$(T M>|T4D-Z!S5<-
@TUT"*/ZNB;@6JX,QM5^GG-M)S/^ ^=)/Y|8(?ZLLC'TL^8N MUF>#0_1/5B?
VGA/OOIVGWFFZ*, "XRL/TM,++|DFY|JR34W M^5IN8?RUV=+PZP4K@V^C5OK?
GDW*XUP4ZF+--%1;VW14S45Y5-&+>3(9L%X^ M
?;/BX"CR|B@O)8!&EL|07^7*YCO)X"|
@YM"JJ0N7M'3@|J1<+D.AVAKE4%7="+3.-8<|L75"8>P84YY^&TPN406OA
M23!8=!Q,%QT%|J6' ;/D\$."6' 3GI?O!;>D^| %JV%WR7|8& 9;L@>/E.\$"*(M)@6<-
|@!;M=TP"G,!--+1.>"NO "|-)>|M|D;|+;?#)Z4G>#..@!N@B- BC!|
M+IG*X%RD"DY5:H!OU !;1_J?K)_K?|Z8S!N M^=|@I<7G2?F_QL\$1<< ?G EN1^: H
(|)#ZS#.A&| #';C-XDW>!)_,@4/A' MP2U6\$4CI*D L4 /GBC/@U* % ^'8=P/7H G9
'^RN&GS'C|A^03|RFK!Y;OS6 M^HW)*ZL|)L^LOAA!K@@<2,?|B-VSQP?:1
MY3CZN=4+ZW'K,>L)JU&;K^:3 <1?#CNG W'?#/ Z-!M|CR| ?|5E\$*" !@*M
MMX",W*)>1|!6I 2>\$6H@4>"%I S|<"UR B(5;,@TFP.A'6/QT06'ION(R> ML+^+&
<<|LGN.?F' Q.8M|B%ZPO:N|1>KR0 2,KLX(0YN>V< #9FI_8_-!;I M9<#170-
|KMSN|U7 MISZ'"=PEQW'|N_CGF,>\$Q|8OG4?0X_B;MA|<+MM|IMIV,WPZ\$'=!!??
<,8.R; M#>RC|R%892F\$;J!|OME6""8#T'DX| #R.PV,4)V?M"CC;UY2RR_N6>C|D78
MC|0JQP_.S83W3MW\$<<=+;L^QPY11NS'W.|;/*5K&?L),!KHB# M,^+@A?2-/I*|P4?F ?
_44@C7^@LBC+>"P&X_A))._N#0;ZR@@P^,806'|SC M,&|4AW?D'-
=7I%*W5XXUWD|Q;=3G^&Z*_.|WQO8!XQ+MH_H_9A7U'..8P3-MVQP_X"<#W-
;*@0LRT|.VRP-|JTS@(|T;H;0\$Q&?^@FC#K2!&'_@N=%;|S//2 M?,|AF;QA|= \$O?:
(^;8|J.WX5Y0Z|HE|M|D#%^G-<*1YHQ070XSZ:HC7W_(C MSNK
IVA'I7<1%)V7/(;Y&)N#?<@()JVE2J@W*\$F,*ZY9K(LN0>Q^YQI.'Z\$M MN,?I8D@'?
CBXR>DAZ|<|EBJ7YUYEQ#>NDP\$49*XG(|W-1 A%?@|1TINQ)Q9! MHMHJ2-
;=|CG9_,|!*"SR"XFKWN-P;^L1+LOI.BO4?<@GDGZ!&L<|YX.V\$7. MY;:YEH>
<)>37RFH@|_KB;7XE<8132AIE%KHH>6YO:3DD5-|(|=W#=#/@P"D M-|.0WHQ&
|HW\$XPLA177EMW2=S1|R3?>_2L4H|XYWUA|6>:"O|AF\$ 0I';R_MP*?#-
H_J_Q5L:U."9&5+K7L2OHM0(RLD=X:7D*^%\$Y+NAN90'@5GNCWW3/5YX
M3@:X(PY>FZ8!&^E-(7)-Q"*|F7QL 62HK/BFIH,3574.!5+LSU;(|(INR/S/"Z%9;J
M=8^33'W\$E'H_HTX&>/QZ%X1T'A=|A%P3"?MF0OK1^3|R3BW|4*"YX66)P=|1 M?
&NE6QDX_<%\$5YON:"KAK)#I7A?*:|D(\$@04!T1S|_VDO&S?K!|T>G%D"JU>
ME\$0|+TZDWO#&^PP'Q_H|9,7XC-\$D/D_ \$<1!%NCKIT\$(0M36Z9"T=R9D'9G|
MM4!YZ=N2,^N>5NCOOE=LI7@E!ZO7FT*T:8OS<*H7^|I7A+-|BD)Y 3D<\$3<|M,)Z?
D|F3/ K\$,4RJL421F=4-/Z|D)AY)U3\$?! 8R7SB,QG@B3CX(|('M+>
M,8A#ZIX9D'MXSJ=BI<6O*|77/*|1VWF|W.+D8(&|;F>&LW5C\$L6LH;N7B1B
M^62'!P>D|81<*3>&'QN4+(P*S!5%!E1\$A0>T1H>SKXH%@;?Y88'WV/S_Q|Z3
M|=N!@=R?88A'W!;DO7?+0|&AV1_*3RYZ4:NV^D&#|O9KU68G>HLQ.JTY3E8U
M:6|XDD0J)2?&CYXFXK 2A6%<"3^*QDf|0J"LT0;EET,+X\$M/C ED2;)XW(A(\$9!GB
_#LL0L?G% MT2Q^8|0_OS^:%793\$, ?
X0;P'C\$1_/Z)WPZL7_1|@W@D;9*#W!W3OI3OG_&Z

MX=C<1VTJ2V^V.VZYT&1\K*W:1JNF!&=1E\$?\$96:ZNTE3Z#1)(LL_(BZ8PY,(
M>9RH6"%+E"9B1!9&^4341=,B>Z-1#?#?2.&N:[AH\S) "KBP%XEV+D-TE%
MYIG";7(?J_=.?W\VR*S\YY467CFGL;G\K-&1IGIKS?)*K'ENL;-#2A\%-3;+
MVSLBCFQQ)C\341%%BNZ\XVZ&>TJ&@|VB10TG M
IR1XW.1H8@+AGK9:%TB^R\AEW3GG0=E+|S<&3!0*.:QQ9.@|U+98:A77V
MINF530;Q)6Y\$4:&7%R^7P6!GL0/I,OC!M%1QF\$>*5.B6G!-)3*X2N21WBDBI M+
=I<-RM9 M+7/GUAJ9P1L'YK1?45E.;ZB\OZ#75"6U"VT@:;<-9"YI='(:*&Y^=300:K6_
M+|DRF.52\$1'D6!X?;%^6R<.4E?/1Y6U\XK;(78E\HGV^8!9DP%,Y!R(D/9/
M7X*"BB6H-^T+4;>NS45=O+=&YMSP_EF-MY17EU\5WI,Y9*P8UV^M(^S!FG//
M\$>S|.LG.U'8JV:V5274^R_7!-0N9F.:X)NF3+954WF017;-D\$7++;9EPRC3 MNFJ.CD#
DR (7\LOA3D+4"--LO!73D_&S7P!QQ4U^@ZV<:'!V>7WU=>F3.I
MN5UZR_!8Y#5+C>#+=D;,(2=KZJ KUJV?2B!<|'-UZ.-ZV/8)J5:|73SWBQ?
MT|YRADE?.\XPAU?D_-/O4W;7WB8MKW\1X_7P:2YZ'NEKIFXGJ
MN#,'5?|T@USIV,%Y.4^45TD?:6P3/=17"+EO?LI_!*/E/8PW%B=BO!U?A6-
MGP5B7%X'8G1?_.7;+!S9>NAD/C+L,XCFH M9SG34)=KY%';=?*HEE_?
83R;+U/T>M/TK-<*|Q->*Z?*FV)?B%SC|_YV9'
MO9|A3I&?.6FX/'/K.#ZE&=@_99F@GX::6SX569H|2|00>9:--GQ6@3%XWHK1 M?
W"%3N_Y,SO=T?>8R?@BE4= *Y%%===/0S5V34=57)F)RO^X2"9M8HMAW,2A
M^>\$3)U=P)DY08\$QH; ><,-|G^@%|F/!?!SA@YN2W01-Q6:"I68U\$;)A/A&I M:?
(Q0=OH8Z.NP<<2;U/C?JZGWH-=#|?-1#^!|HAPS|R.QN%ZJF4134TRZ%*
M^Z:ALF_-0"7|6"HK^,%|!O_G_GD!\X\MI8*7V30VN_AEL=P&HG!ASVV@#I M@"42)&;
.&P"04>-0'#, "0G|"#EI |D*6I#I9(FG%4^P/*&O#DE :._2/I
M)2A48YT,JJ13!H5Q2185|W@&2@0KY4)@BSP3|LSQA.,+B:"T# <:JVQ!;ZTE MF&TP
|M-QH#?8@!NV_3>|L, '=J(A.H)H3O_07MAQJD|3T-^?M4H7"?*K3L
M/P6#!R:CN1%*FE!H=+|4*B86RB4X/LL#&Z:38<A=/,1:\$!H_\$=*ZY#CGT.A)%=0J)
!%0/0 S).APA)9(OPU#0N;Y:UA M|RP34)BC#R?G:<'!>J@O4@5#!L.P(N"U7.KR@!<
ML1|Y^.|#XF:=!8982G)Q|E3G'(\$S!_8(=MX+1@&|@NV I>"S<#8^\$F"%JT <(6K8?
H20\$,LEY;|9T.U@HS 'MT%N"5YP%! M!?!^0_#GNF_K0#, =MF04\$I7G@ "V.G.(7N+?
H0X!+.0K8 MO.-@7W82|J4--Z"FO|50!|Y338*#N!U6/U'Y;-Y8C&M.F\$^<>60^|3!|G'
H,'YT.S@'Q|+GB<7@0>^BO RVH=N+ML!3?Z;B!R M#P!|= 29L!S7 M';?XJ/O*XJON,|N?
6F.6<.:?^(_#|NG@N%<>7_!!(^CV(#./P%89'Y#(PX\$9)ZF('WC?60N^)Y: M!
SM%>!GNAY|;8#S7T?>H? 0I?\$5PEI|\$E^0P0VWRRO(^9G;%'HS^M@6#?P(<\$->
|7^^^" M=LJ#UZ_W(+^^3U):" &.*R#0>#T\$V.T /|<#0/^4R#-?71/T/KND M&WTDY)M|
<"RW?_08/6VX\$9MQNT?X6Y|_4_1+W/W.X;M1|NKF*|60W8_ MS ;LP>2?-
QZ.7#8/@UY|\$X'.M+=K(.S@7-R(01KK(0@_40;+,#V,Z'OC.I
MBI_I@>H37F%Z|R@2DS>D),M7SEFVS_%%V*<.5?@G|BW.CS"H>VM|V&T<_=
MKF+&G0?M)W"|V""^8/N";\%TP|_KOU/P%XQ.\$9:1LJ
MTMX|2'>'|IL%X49FZ8WR@BT&*R|&|2 MO(2KKHFN0RX9E %"@"6_TQK6&|)Y0X?S1
MH,2-TX".=#<'Z4T!TKQBY+J4G%KZ/59K|42|T8|7T;:'QX3.
MI^>^>!C>"O"SONS+=1CP#G?I|8@AGR,G_Q^Z|CHJ"NP/^/^=&1I%\$\$ 15+J| MNV.
(&7)@!@:&|N|N|@Y!6CH41!1;L306|^JNW:W8^?E==W_/>9|CXA^O@^>X
M>SYW|KW#|X!-OY@Q\$#2OK")U(70G>F|0@YGI SY(V,F|&'J5/CSN+&(UQ\$C
M\$>^"AB(_LGX'@O\$;HO"|3,?-6XS/HP8W;Y.V+|09K_ |482/ZN|B|H|B-H7VG M/M#R?
Q71U'-%*?03.;D!1|)+P_!U9N#?+|)G4*W) FR;/
M|RXC_G<|5B+|^QQE|G5Y:EUO|;2#|8F!FPD%,8/I=1&;L|H3%I
M(G%SVFC|0.90|3.0,RNW+Z8XWD|L;=SN^(?I6R.?Q;7D? ZO"WA;?#O_+.& M.#P_|V?
WXC01A)^GG1KL%CW;A>ZF.?A|ES7|F)YK"*>KX^B|MR|("9@OSP|=RRF)',VN3|M-
;TWN3>[*V)(WD;D|8D=^><+B@-?'@|D!^E-MR4|3&E->136D+(7^#H3B-
22(DB#_Y^^(Q9|S6^79H5N-Z|. @WLKG(V;"|L;) MXG|.N:F?
Z6:.'VD+H>QIB/&.K4H.F"S-#A|N+(KMSZU*WI+5E-Z1T97=DK8U
MKS%U6T%|RO|"VM2+A;7|HS)KTA|G5;>_B*Y*?Q/^Q F1H0DW)J%ZW_^[H&?
M_U<(MA_HAQO1W1XGTR:"-Z:MMUX:=15|7B_M|G^SB"GN99(KZFFZ1/_AJHSP
MOK*"V*ZB|N2V_/KTQIR.|KL_ORJS,G"\LP|16699XO*LN|FEV4_2BG-?AY; MFOTZXG?
^64/*S^;\$&G'S=LF00FY59G|HGH.!A:D'^L|C|_%>1OP/A> WIN+O+<'|Y=@_/_N
MO,'*/^8MQ4YNHZZKL'_RV3' RNH30EOKLV/J:XJ2JB|KTDO+ MFL+2KOSSLLJ>9B65?
(L|J0X9=300(0H\$3+7\$*\$2 MKZ;-KV=
@OAN4H|T>\$Z5_>8^'9X+^":BBSNF/(VF1_SLA_I#/+JW1/NV
M=22%UK=D1%DY=4T9F=5=>:E50X5)E?,%B56+A8E5|_.2ZYZD)Y2 M|30AM?Q%|J

%+X'.4)\$J,'=O7D] 88V\$EYOER+>WZ-NG98G?OT/C.1@[L<M%.=F/S')IAV?<-
!;AT#DYH07_LB^G<@%I!S^ZM%R9]UK"U'UA.?S
M&PFWCT@0+AU3X3IVR&3=PEY[^>EY-VM,JXV79,!KDVCX=Y56^,"B_M3(G)I
MLN/2MQ0G)W769,1VM&9'MO?GA;5-Y8>T'R@(Z?@S+IS]07I\$ZL.\$R.87T;\#M"?
@PL2H%(O=FA!N%T+7S@BC,Z>4. |>,UHS=|A.=FROJVI/+KI5
MZZP_M69;+UD(L8_=RPI+&TX,SIQ:V%B]!\$!5:GA_QQ\$G/X>:SOX*O(WX\$,O?5?
BZ5Z*_MH[C0I3WQB7'V':Y1T*=\$G;M'^\$5OS?>+W)/6E#(HKQP_UWET2/..?Q7G.
MO(KTFGX3|CN0OT>)EYT9RL|NC3+B4|NYT2'3W.AO3?XT(X:4J2OZUHK>ZZ:
MBS5?=E"LO."FEW_6VR+|=(!#_EPU|@3<5!QU*9K*-Y_MY'RX,]!%QO#W!>|
M(UP6)R*=%_=&48]>CG0^<B+#+;8-=|HP-^!TIYT.O-;C*&!LZL9,#[3_\$MCN;/?
HUN&AGRS+B:IAIT!^O MSGY74MT9E_.|.)V>_O|>?^.,+/Z>+YE.9SY|M_P|4D=#U?
H1.39/0OMUL;FA\$/6/I:#\),6/?C++WO|HJEXWL^W=|]Z>AROYE*N=_CXOA@PM7^
MP1XWL/SV&,WO|U/KN0|WYQ_YTX'0F=\$=H_2T2S^TEHY#0[ZKG.C=J7UA'K
MEQ0Y2Y>T^++?&*U)?F.U(?J-HU3H&P^%#@#>^*KY00C48;V)U/-^DZKF_R3-T
M62HWIBPUFCHN;3&W?SMJ8?=VIZ7MN^-6-N|N65F_>VUEO?3%\GZ7S.XMC",W.
(C2,^WOS:83JKA-1*:PBY((8*05D.)*!A2<8=/E|P70U M'6R\$W8"RSAEHZYV
*6:/OPBS@ZA-UI D;@G9DA90(F4&==(FL%G&"9E#6%:_MU@
6Y/3A%/_:W_.,3>/Y"WC^,81JKB!4|)"H&?\$_KB&\$@PR@TX"UH"3<@ (W
;H4^4%;J@#N?%M!7:8#?C4(YE>!* \$E2!)0@.S5_M"3!EU<<@G@W M0A2O&"2M6
_9*|9|!8JU4+M2&%I^"|QD2\$!18P-730|PTN\$\$.V,>|++A V|G
M06#XK@5ZC"AX9FT"6H4DN+?(@%NO'+B.*(#+=D5PV:4\$SH>4P?F4"E"OJ@+U
M/O9"#:AOU8#R21THW|3!"=2_89^=0.W3;X"||+|K|!G!X8V)_@:|@#+B@_|
MJ(+@Z|T.?"+%P#M# NBETN#9*>T+0K@,:0\$|E,JX+93%=SVJX'K<75P0:0!
M+G69)C@O:8'S1RV@?M/^2@7M3Q30?D\%S7>|<|J*ILX*G&#DQ-3O#7 MYX%
"SX(=!((\$?_HZ8(5O-|42? ID@5&G0+0-RN#YXJT";4@3:K 1Y|M,!| M41O#PR O?
7QE_=|A|!\$|:GW.&+SVF8+7<3/P0&SQC7;?|C/MI=5|CP_6K|V_7P-MR.()#

TL#X 0V,E@.>DB2@*;! "W=%F!('1&MR0YSQ2HBW%81X%Q&(I16'
MJ"@Y",I0@9!B30BLTP/_#J,??GVFWYFC%E|MEMJ8>RV^4P_/;?1ZQSYO>=M
MAS>>SQU?TCXX/?\YO# "VSOTL'J)@/;S#;#G@A=? D&.#(%DVB/KY^1^;I?0BN-
/P4UFW(Z+)^YS=(7F). M.+
IQV4%YQ=CG|H)^TNV9UW7W1YY:/>JWGO<87QW_LL;/_P?(%)EB?_PV@MXS4PI?
_M_SA9=DA5Y8),O1609;\$:LAQ%((LF|2,M2/%S4ISFA|@LPZ7(\$HM7 MH75VSX/G)|Z|
I@|JAWV>_S|76/LE_RN>S|TN|HXZWV)^8UV MU@|
<3OJ!TU\$6V"^R@+P<8\$@0@877\$8G|/QEW=Q;N|CP=7B@P%8!"LLCW0C>)
MC|DLI:6,*)T722FF3V+S;1|\$5%#NA#1XW SH8%QG|3.O^HZO+C-G R|X|+|
MYW,FZ+3WW: 3S#?^QUA?O_Y_Z#M"P#7A4"@|X\$Q^7|LX9 W'BQFW|^_ \$;
MY.\$|4:S% V7&_#_*;=9^+*=%O"|V47J:&ZH|SW>XE9BIN.UF""WRQ'5|/.A M+LAO,>R
WY_A>UG/0A>"/K)V!G|ES(:|H&T+ M_9?I\$'!>#GB+\$R\$ \$MW|IN|YLO!_%N+LK-
+BAVI#OU3N)/^*E*|XH# MJ?|*C;:ZG)|J=#8IS_U\$7!EC;:K>|V!\$>^" ^T-
Z0A9"1|F@FC'-/6C7. M|XUZ*|XUFPL|;|'?>+^>IOA7)4008G&\$U:F<1*%| "R/
|E%W@L)5:R=L4W! MLU&=8=,1@Y&389/18Z&|8D="C|=M#;T5MS7R37A_U(>
WNC//MW1WSV|HW_0 ME@-,W+F1>'X;:MXB?|I5,FS0J,+QN4V|JU6'Z>I'G;9B-UO=%"
|5_5.581: M'BF*<|J;F^8QGY'G,Y-2YC^56!QO<\$??)KRW^&|TM_KO7L5B7V|YU:
MW,|ZC/CO|MJ(*_31?Y,LI?N8DV0Y=|R:*>YPF2/;G9/N.9Q?Y#:54A_F#?
WW2%^_ZI*^,Y0+MSXW%O9N#5>S:90D?M^LP/:F5YWST:#|RIM;K=9>
|*!*6^GZ^QO#+#861WA M.%V6X#%:F.\$SF)?OWY-= 'M*941_9EMH1TY32GU"?-
)%4D|207)5T.J4Z|5%| M==KK|*JT|X&5:9^9E6E?O)<#;B|?
_9>'F|>*MR|+>+\$S|VRI!>#JNSW1G5Y M_APU7W-
FP\$GV<)>G|NY6EOGV^C""L:HX|&R5_NHES_COR2D.:A(KTL>32M)TIQ6G'4TLR|R>6!
|D(*,LOB0HV\$M,:I\$ "4M;00D/IV2)?^U0Y3@W M;2)T9,O>:O>@N|9T-|
TN"/8OKI.'F_/E| M|W"Z\$?/.O1R3(OP=U:"|>| (OO)62/!_5-DR1TC;NKC
|XF_=V!=IT=\$2|-M+?"TVL8TO_*ZW."BFM*(W*JZF(R*|H34LH&DQ-+IE/C2
ZEQ9?|+2:IX\$9-4 MOA2;7/;|/GL(VLY\$(/(!-W=Z4 @K;5Z/
\$'HZ)8QN|%Z+SB_(LRW.&PCL
MGK\$5GYYP41L:IAMM&?"W;>D)C>R"CV86XG^.,"/3NV7)1W8H|>_8Z?
UOK'M5)6^22^#|E\$ _Z_JM(92*_FA:
M84^23W979D#:YH+0Q/;*R)C6YMB(ENZ\$T;:QI*#FA:3 EO-)H6W/H|:-WH2& M-

WWP#V\|R%H.Q.%S*:#MW\|EGI7H.N3W.CR+AYTf|@@?6CPL1=H0(=O>H^E
MV."|DV+G+\$VO<9H43D1Y% T&NF6/93 2!U\|XOOSPN*ZBT/"^MNB K:LB66
MM64TWG?+|GCFEK/QK)YG40%;ED("-W_P#^SXZ+<<2,+G4+("26GE07|MY4 7
MMW.ATWNXT+'CO&C?<7'BS%%-WI%#YB+=^QWDFa?IL6|0BPR|X>|IPR
M'4>+FTSUCAS/886,E@8%C-2'^0YW1C*&1Z*|AG=%>PZ?B:./ GW'GX7Y#/P MR8|Y|
EW.9"^d\$5-[K514*71CG0R1V.:RM&&#^MQMUWPF1-MVU&R5,UA5|7B W3#
|+TLJY2%4(>X73\$N\$?)M."Y;&_6CA(-G|FZ*_9S<\$>
M_|A;C/SH:ZS9T+=9|A\$>*/6D'ZOAN|SJ9S@=&?"D'=ODY'3R+/652#WOF..|07-9
M6!Z4\$-&=MS_0T1T:#L)S2^0T-0Q#C1\F0?UWA!&'3?DV>K_TN,KO68IDG/5
M43KEBH=*S"6F3MC%(.. "U\$6S/.)MO3S6?8>YXHI+N?J7"CG.MTV9KDNZ2-T;?<9,-
O>.M|'|4-/G=J2NU^U\$0_=;M628NMTK,*?<
JK!QN=H0;X_8VM|>96=SYXR=S>W'=C:W/MC:W 3KW|G6AM#Q M(81V;4-
H8CQ&NZ/8B0<7Y18::TXLB38>7-=IV+|MU;%YNU;-Z:-MO^7I1
MW^+U+0.+5Z_TS5|US=_#LLZW800PCA"DSL0ZCN(4.L9-JJZQHZ*/PD0LC|M
M(B9_4N"(|J3)\$_S:.)7?9RM|^F?'M>Z?W=>[?/:90/D2O,GA2|0\$^4NRE.V7
M7!GKK^6R%E^;Y,V_=BN8?AM7-/FV6|GH^VGLKI+AMW?8QV7M&T%H"N|WUZ\$
M6DX@5'\$%-AC=I0&JPEQ(\$8,UEV?U#C8H>KP>8|3F#G8-C4-7MP%/8&GS7
M6\$+P.GA!8@)I*PW@EQ1_P%@!XT;|"%WHTZ,+) "W9C)S9IPEUQ37BTK&V3
M"/7/X_F+)"5=0"CK!D*)W|E1) @0 D"\$Z V2) |09,=IRFD/AMPV8,%K >05
MID#E,P+:*GWPX=>%0_%MB!#0A,35:I EJ *E0DK0**P(W<(*,+I&'F;7R,%A
M|/BR!O\$9M.(S*#N#4.9UA&*>(10,|(@)? 0/\$")0"%Z009K-\$I3934&+PQ,
M.'7!G\$|+;+C4P9%;%5QYE,"+1P%|>>4@F%<:HE=(0NI*<'**)-S+01S"4,,ER"D M<0E
3<_B3(#RWRI#-B^Q;Y@ MV/^2_FX+4LOY9PVV;O^>#N*FR0\$T RZ@6?
*!|V45N#\$P25|+3BGK0=J|09P M:M@\$CIT2X# H"0X3^-^=E0;|/3*XV&2?!:|(|0?
DQ|@;>2!_QN ?/|"09)#| M3;9Y8 #7@-9Y=_7(&CJ'\$#7Y0*&.2_0'5PATK@|!KH
P.H/P=^^(2A|=M0.&| |@O!QQEB>"H|.JK\$'15=O#1Y@)?4U|PM5|W%AY"P A4T!L?
^L@:I D^%?U|'|=?@A\$ C7@BT707^KD+@Q|+7 M+&8C>&=*;U4%CP;%
("V61G<^U7!;4P=7+=K@.MN+7 YHOW#^9S.5^=;NI^H
MS_3>4|_K+U&_Z|IV|IV7+J#US!4TGKB"VG+ 288(KG(D)8E@;|.X2H<4*X M
0^\$6ZV",*HPA'BOA|P<6"ERH!O@2)X5ZO^H+=J?/JUOY*&|+|H#&I_|E|
MSO"CVWZC|ZXG3=ZZ7C=|I?+8|+G+6_GKM|-'|N#T4,/T+|'Y|!-!:#E"D MB>A30)?
W%WZQO M>(+Y7W0PN^Y?9?+\$M|GBH7>7S7WZH/U=SPFGVQX|J#<|K|C|
MY7'6Y7_N=UTO>;RF70#ZZG#.&VS.,L'R)!-,CS+!>#G@+\$4\$'JR|/HC|5K
M2<'MGZ'!!9E&*R#36O!+!E7T7;J/U,N\$.,4GT8DZ#|*SC>|E5C=|*|E7_-M M<_J#V>-
|R708|3QCF_M9^H+!?:HOVDFOZYY'O9|3COA|=C|L!PX'6?BSB#|8 M+OB#^7+ 38((?
GA^Q,_>VO3S=|2R0;X:|Q3H|WXML%C|-M|Q_?L+ZF':4\$J MMQ-B|*_'DE?
CLBW/|12X7@ZJ,'YA'^^VU%6'^VP|YC70>8L8S_S@/=>GW,^ MNWP>^,S|O:.-!X+S7!
XS 2#|;9@L%H.T/ >!.#Y;BWT0!;2DLQ/QF;,+485.QT,KW;=%|+LL1#4 MY34?N-
5|A_|4<|9_M|VUG&_2=8MUD3@&|9\$R_WL3"@CH2!PU 8V"X'O/#<
M8#P_'G=0%N|N(DG^+S*?,QY6ZSD?6>V|+;|&1.AOZ+ J3L*|)<###PW##=W\$NZM7-
S=9>.)\$J)\$C06M4XWC:K,|H|E2 M&H=5?Q;|4/E:%&0WOZ<*/-=&|OH>;+XPPWYZ;0)
|S*. MI^6|/R27TWL2ZIF=<>VL|HB^P);HB>"FZ-VA#5\$G0^MC|@EE|;4VN8SR5N-
S\$,+-MX|PKF,#X5&O M%/'&5B6VWU&JXYVD3?
L;757W%'/U)FH"C8;*HNVZRU*HG3F9|JWYA1Z-696 M,FO3&_TK4|N"RE*&0HN39|
(+DP^YR?_%5Z4ON1?G/F549P!|ICSBOW#EBOG^UVEAOKH&L--
/N;=-6'V|16QSG55Z2Z597F>46E_@4%M:R|)=(G1@&X+@="|U(P=U=A-7S MH?
>=?CQ\$!^Z-KT*G9F6)AX>UUFQ;|A*9*J?*CNTQ5.CN//J*TEU+J^(<:Q
MJC;9M;0ZRI.@HL@GNZR*E5|:|IA'ENT\$!%3="XBKO194&+99V92
MZ7?/I!)P6PZ\$X|OPLWM+5Z/(3200S5YN='64!UV:68F.ST@2|TUK|*?
65/@E5C<&QE9N"8FJ M&
T+K|@5'E9Q.CRBZDE0=,UG9DSU=Z^82G!;#D3ANY#%B^|"#|K;SH&N#G"A
M"Q/P/-2|LCR/F=|+3, MCC3WE-9<>GQS&3.ZJ=X_O+\$S*+AA."2P?F>H?
|)T,#&1X\$AS9^888W?O<(: MP&TY\$(O/(|O:EE1|HF0GL6Q @SN|OX1^9,|'NVD|5;
MIUR5:L<8.J7#_J;Y6|-L,OMC'9-|4USCNK-ID5TEG-#.6M_S1W^?AU#@'<>#?
#8_|&=U?O3QW_S#;Z=W)8#B7@/BMC1K28";E|V=*, QV:84=| M|K&A'0?
6H?'|RNS|>PP%.G;9;*B?.H;=MI|M.??!PGP(7CPF@+
=R\$+J%^<_%MS_(T2T>QL1;5L@HI%%=M1W9A7J|"-% M;#REQ5-QPDRXX)C|IHQ%-
_G\$PH|J48<"|\$(A|L|(^W8.Y+MZ'O+;#WV%OE MY+JGU9FZ9|#5:

<^LF\.>8|A|_V@!H:Y%\$FHZSXDJ;ZQ);I6=WO|427)_B)V2J_)V0AQA-
7\$=IC;S'7)X'BU'"=14HY/ MDF7(3W+D;) ^4*UH|:5*R>-
JK8OYT6M7TV4%5D^= _J9H?:5J|OB;JLDC4%G. MT1Z\$YD81&MF.Y^/^K3^.4/\$E
L|AQ8&2WPFBF"?BQ-!WBFRL=|H#W> MVZQR?N^TVND|3(\$?R '5V9|H#G<@!S'EL@K|
"9SYS|!%QE G|1A"R6A|B|74A34@;_M"H4UH6Z-.G2N58/1M:HPOTX%3JQ3ACO8JV6-
CR/4C<^@_A|"A6<02KF&4,1|MA * &_F / (\$0(5)(GVH,1F#9KLYF#(80P6G
9@QZ4+5&XM|. #1 !|>50A< MH0Q1*Q0@9:4)05#_)(PRR|!A|
+R^J9P>>_ 'S_ ^4WC^583" M|B+D|P;AV1R("GR(#\$(\$2Q CFH
TT0"42#J@R:8|^FRJ8,JN!%;L|F#/(0/. M'%+@R2D!OIP;
(81+#.*X1""3>RV4<;!9FYAZ.\$1@C%L=EE->_#YXSN0P,.(%MR@2V%%VQ|^,J0@
LT@3!Q\$08S!K6@&GG.C =7 3!;P(^O!^(PH&/^%/<)>8Y|!\$P03^7_B? Y%EF>,U6*B2P
YST& #)ST. M<#3G @='7B S5H%MF !8IPB!5>\$;L*Q;!Q8=(F#10Q|,1T7!?!+LHF.T2 |.#
MV,D-8'85>X"IPCYN!+;?^"ARQS\$?IB#Z'+^68.5,@GLE?|H|<99AP-<3+F
M:K|"G#Q7@4/P;B G"H=WCJPK1(!FU91L.X1 ^OA#6 UM1&LYC;!Y3|LF#A8
M7L3N2H#E"^P|JEWBNR5(?+4"2|6L.FS%6Q<#E@H\$,%6D01."B1P568#=#TT.
M|##F @^|!>#JM@J<_06!\$K<6G+)%P*%<#.P;-P*Y" T" M=D0:UZI,V-
S\$GLI^LWDG^|GFF^P'&Y!|;P02|VQ!Z|T=2"P'+.6)_|PFY2)+ M|H|&|5V,;@ N|K5>
ES,_T)A"X|ZY#ES31,&Y;|-0:R6 TB8%3CTRX#@L M"PY3'4GY#_JK|RAX47SB_','D'OF
M"#+/G/X+K/;_GD-0HH\$WC(D|%-F'W|=30"WX_4_)W|P|1(&1J@(>"5N!%JN MY
_W"IEOKDWR7UPZ%3|!#RA_I(ZI?J#;J+US6E!_Z|2HN>1X4>NEXWWMPZO MM1|Y?
M%Z0 'U^U10N>L,2G=<0&\$Y8"N#|P"W-QTW'@NW?| B&X1J<4*H"2^\$
MD/DAT%T8_-\$O_G&B'_RSI!Y3R|6>.M9H_+;HU7|H5NWU@07K3K/7";UGE#G
M#!Y1#Q@|H)PQON=TV^06Y:7OW|Z?#;ZY@LY5-|!"X@|JESU Y3+MO!!!"N_!
M1B(P<7<&XP:/D&.#:'4.B#D@6CK5=|CG84_A3'%W@:%2|H3Y9_YINK^MB|
M7.N!5X/>)/5J'X6WW7M,;;B/F?|MNMI|CFL?R|JLL)J|LN?UN?=WEN=<;MD|EI M&AB=|
*|!\$W30/LX S6,,T/@54/#C|Q(E@K|(GO_S9Q#P>22JL\$.R'M?W) N^
M#PF.0J|CZ6)/X.E'X3\$*MT.R-#ZVZ|0_T|FE?%E|V:S"_0NRW-> |;G:1.V
M)VES=L<|!#MH?|;A@?|C|H?U!S_F5J<'S)-5KQ*MQ-|E.(A>B>>)7,|!E+E.L|SO-C,I
M,)_Q!^_M 6" Z?|*W\$0)X(?GA_L+;R6#P>N7*DS_GJ|*|+#!@>Y5L)W,YV M67|US4?Z?
&*HZLF8.)W%R'2C@V\$%YGN#*ZQW!S:0=_IW,,RR^BC;?<>8A|S&F%?<1GR?N8SX?
|!\$?"0+KD6_P'PH!8|SH5T##

1LSETZ6-I@2H'DZ)T|H0E&|!9UO,1A3; M3H=5VT^\$-#N-
!G4Y#P5N=1T,F';O|H|+Z_4_2^OV?^C1?'R1TA,&=CT18-4= M 69;
(L#D5^""%YP;A^3_?;|WX^1J\$".%KF3CA5;4<17ZM.OOU&I,5Y|L>3DBW'(_
MQV.+G<8C*BG|H.WNVX)|7/O#!FGM0?O M|FH-/D%O#KY#;PE_Y|(!:10YMT?@S;
Q88,;_@;N|E#<6HFX>7-P=Y>L01^J M10E/&R0)MYJ52)
<;#E/5MNM/5CF+KF|D*D|DQ.B,YD18SR2DF(YD)1CUQM? M|_
@56TWMB&YQ:XG|HFB,&/&J|C|C|J T_PJ@._|N|D|GK)O2X6G.KCP:XN:PP
MBU^!#W|LX:L0I&#YN|K!-%2_5KTH%4,7>N0)9YMT>=9K+=9LZ?*56*VU%MY
MLC!(>S@WRJ@O,|!%B2UJF;4=*@6-+4H5S8T*#6VU<)ZTJ=BN|/&;=VGT_9_B
MF#|2N->TLRY!|JM?@2|^ARC<>^D_VWL5^E|CUXTKT:W-PNC
MRUW2Q!;=NMP'FJV\$=|8YBT|5Ti6&2P.T^@K#C;KRXBW:LM-LFS)R'>O22IVK
M4NK>0E|F3D)%YAY2<|!"U*_A>E@P-F4Y@.UK|"%"KX' M,2L09.+V+EF)ENI6HD?
M*|!%?/7SH7(|D87&+M="NZ703!-ETUB=I^)-4NS MJS34L*THOKPOA6F)C?;H2*
|F%J26>U6F-|BF9O6R|A*??)2%E@H6>9::G M/:5G97YQS,;X<702_GP=W)A?
|LY\$&7^U>@DP,;" =Z M-3EW=ID+3K8Y;MS:Y""?7>>KT5X5;-!8'F564Y)H4UZ4Z5"
<7T#-SZMTR|YI MHJ5G;Z&G9(WZ)&;N8B9DGF(F9C^FI^1^=DW+!R?,#K|!%03C>Y#
(C=N;"SVH M9D=_MG*BB|WSCWI3?;|^34V\$ M:7EE0'51>;|;FD>);XW#6UL(&66-
|)C|L?|H|FV-&Y9|@1A4|8,06?71+ M* 9*8C'^2J08|'X%H?
@,4CC1!|S>?|>1T*5V#G2FCQ.=&.%"!T;7H|D1%?;) M06/^P5X|T:XMKC+-
'ORUVE9_W?*F,)/" ^EBKG-I4P>(|S|@UM4)5"B*X\$<70%VOX((? |;A!&6|O1A(Z
MV|6.C@WB_A_G0+LGUZ)M\$T|LPZ.&?#U#-B*M_*N5=+)W"CE"CG+9H MB_26)-
NDIBS'V(8BY|BZ&K?0VC9:4,T W;|F.X-5<|3;K^8V/;#NO5MP/5!"
MZX\$<6@=VOX)H+O0C&Z&;E0A="6B\$SULZ.P|O|W|AS0FALNSRI;UIO1<>\$
MU=J&\$8I\$Q5::8N\$ 4S.|-|@K3O2-+\$KP3IF3=V^SLU=/KZM\$SY>|>
<|!#<K>>&&ZWG+=6K%QP8O6#+ MZ &;7T\$*0K+=+\$3K?A-
|B#P\$M#;!0=MQ^HSL1ZMNW\$G7N\$R%\$^%|U0B|JLA6AM|H|W)!IZ| MLHW=Y|O,G.

<,+9UVJE@{DRT)>|:.\$N>OV%COW)/RF\$.+!SGP-1Q\YC\ZFX1 M0F<;X
M4/HU/MS!XH2X/I78(OXTY@ZZ:LOO=15%F/\$'?3WMBO\FUROADM0K",*.EL4
MR)=+E&PN-ZI:7NE1L|@RK6\VOV\$-LS_NJ)M=7E(WN_1=S>PB)I=^*|3S0CM MZ4-
H)*.(!-PI^ M)818K\4)C-=*)(-7.NS.KTTY'= 8\MB\H:ZP?N/%9_F&Q6^V%+;;9"E>R'I
M2UC_:=D:W;?-ZW3>|8MHO=LNHOG^Z'J-W?7:|O|(Z+QY@<&_S&#SV KOH?M
M^E0=1#//X50PA|(A=Q\$R.|#V)|\$T3NWS82J_-DB !?U4DVWPW8+;Z;,1@
M.X\H'.1=#U>Q6_1B>|S5X\SB>?PFA(#R?=A\AQ_<(V0(l.@<^9_1"2 |\$ M"5H@15
#!:(2J!/E08#_#L9PB9_4#(!#2QOGNA MAM>AA-4#G:)5H%W'#UH=
J#5AXVN!LUMV#QV #LA")J7L7O8"^S#;M#Z M@<'(?#_X_ ^/GVLP4B:"N3()K-
0P'3:P-.4 .0E6"8M KT\ E! MKUH |%I7@VZ/(. @.8U-
"H#N\|14"G:/"H',!NRT,NL^P=|AW_?'PCQIZ(A#
M%P2_Z|+J7X\$>GF_Z\W40S%:%!'::;&!KS \$V9"ZPHO&"1>!*,(OG!Y,< 3"N M\$
2C)B\$PZA(&P|\$U8#B.S:P%P|UKP> P=@:|L0X,GF!OUX'AUW7?#&'M%^RS
M(:SY|"_A7X&|\$A\$!\$GY/#.:@0)'-39P,N 1QLN(+OR@JT?'UA'"X!EAB!8 ME
B#>=U:,&|?|V:JV+ (F\$ZM!|=V'Y1,#TA"B97Q7Z8/!3!:OI&|)/I%|W
MIB#VUA36+YF!R)M_K?L5F,@3P4::^\$|_4V7^?2W&39<#7"VXP)FR IR\5X%#
MV&H@)PN#7?|:?.?U\A8%ZRXOL!K<|_J?-.WRYE-WRP7Q+|8+HI_MKP@|<'B
MKL22Y4O)5Y:?)5|8@O@S*|CTU HV/+&\$LM_4')6O_5L73#9X>Z31_MVR4^D'LDW|D-
M2;^UFY)Y8|M3|K7M ;E7-J?EGJO<5'AL\USA@>TG^;MV('N'#-*W|\$'RICV(
MW|'"3;"*|S93AL)X"Y&! 9N<%|9\$K#4V8!ER F^KS@|<+G>XG_(D6?*+>
M/77#DEN^Q"OG2ND7E";99TZ;%9XX|BL|8_:7?)QC=OD:QI_MDY|J_&G_0?6*(RA=
<@*%"Q20/4%F7-4D/H5V&TB@,MZ GBMP_V->S<(GTDH M/HJ0?!|!%CQ?
IU606,QA%\O0T2?,>+%WEFR=SW*%:XXUJCY^GE:O=89CW;=4^Z|^L?
=A@V/NFXS.N*RQ_B0RTF3 RZW M3/:ZOC9:#BJ8TJ^ \G,/<'ZX^8+_G>|P;Y!1J!/OIF
MHSV>::|:-
F.VES%CL|#EO.>%ROW\$9|:C'E|=EXB@%ZDSZ@-96NOWT\UXKB4|"9Z/IXN=C
J47@R/ M5CH0DJ*^)S!'9Y=_B?Z<7XWQ#+/!%=-IGB\6D|Y#5.&/:>I2QUV:8?L9VD/H
M=M#G@_F'Q@-L\$!OP!^T!@)XU?@CL_ %|_V=|QN/W3UJ"OV6*\$EWG2A/OY
M*J3K>49?,B_ MW6K K|^FUV_|Q^,_.6_6;6D07F0#=#' 0&G2&@BVG|"FB"^!QP
M<_|L|V2|EJS5Z'W!6O2X>".Z629'N%BLQWDBSU;@8):KZ.Y4'ZD=B2%*TW\$Q
M&F/1*;K#D=F& ^%'IKVAU19;@INM-P=ML6L+'+9O"9AQ; HXY-00|=30| K
MN\0|Q:-86#<% 'Z39&@|ROPPMT=A'LO%K=WVL_W?%>AUR4"Z%|%&G2U2HIP
MNER'XW"Q%?|"OO/ZV2R&U&1:H.) (V2Y94M\$@TUC MV&9R7>B 0TW(M%-
ER#Y*1|*9P!7ITH.9|,4^|/#
MU+>DQ.EV)*4:MB3DF#7&E5C6QM3:5D6WVI='|CJ61\$Y0BB(6G-LBSC@71#YV
M*HKY;%A:|0>Z5,>%SC?SH*.MHFAOLRK;:(/)RO\$.AMK!|J#2PS\$P'TZP,,/P5L/ |B&9#
|S.(Z&81\$5VN8L?-PXE.MG&A@QTB:+Y= MF33=8K1BN,%N34^-RZ:."H9<4VF
-FU1N'9%09Q!25ZJ24%.KD5.5JE-1F:= M?6IZAU-2VE9J?-
J,2VS:HDM,VFWG^(SWY,0LL\$K.!M.4'#Z%03P((@CHL>X
M^:Z5\$M#Y6C9THH4#'=G,@?9TK4&S78JDL0X#WOX6&Z'.!NJ&YEH0V=HJEDI%
M>:A6<6F,?GYQLDE6899%6GZQ37)>#3D^|TQ)GN &IF|S3D|^Y!+6/8-F|C<
MM_8Q^6_56P!F<05@_"L(QG0A=KB#@.T!"1|K9T+YN-K2S5Q!-|

#NZ^%B/9WD=|!Q%-#PJ@D4%I8F^_-E=|C|E 0Y?#^LH.=|GB-A^%W)9
M|8S&")V4^GC#^+HTT^B:./OPZ@K;D,HF^X"*D>_B@F*;|4^*K/B*L6O\|C79 MO^J'56
5F 55@_&O(!*AAYD(_8'|_V0#PG> @';U\$-"VK0B-C/*A_E\$)PN81 M#8ZFK::KJ@;
(ZX|7<5SNQERZ5W^*DF;PS3CVF/U(EM3C\$-;.,7@U|'#T;+CMZ-;ZR\|V|;LEL
E/?)C#Z%<0B=#L7|P%NW\46-MA!;V(+1|
/<_I^~^5|4.;V|T#RERE8|8;2B9,Q6.'>\$*I8^Y"F5..BK&-? MK!;1%Z4=W).D|I^=9Q!|?
6KMW?C.G M=8*Q9R<8_NI-,KZ+N|/U".T'_?W+.|?L>&?
|W%_SG&@QIWK4/6<(JEDAQYW M|HRE0-HVIW4)4QZ;HB=|9,+&
Q4#QR+4_\$83M+Q',O4\AXL,W8=J35R&.LTI M6T|;C8KVR1"R|VIOI.XO6QFW8"|4N?
N(H>W:,D:,F8N&MMM?&-AM^Z9KMPVT MR=,@|:N_|%T|CO=@3Q="4_@,|L=P?
^+^J|N-4/%!\$LHZMA*E'JN(DHZIDF*.
M&G*%+=KP!1ZA"OH>|5S'..RW@78H5,+U4*PT|6":O./! B7R@6H5FP.;U:P.
MC&A8'%C0L#AX2<-B_TMUBWW?U2SV@BJF|JMSE0@=;.=WH!>AH1&\$.K9T-
QY|E1U\$5A%'91EA|T49O-|X(Y%^."PPK:>7=^U_,^0M3S0>L<
MST6)DL^E;+0YER=N>:Y:TOQ"KW;COI@#RN2F.O&ZJ\$-UO

M&:*YW++F<+I%Y::Y:7"]A9KE=6M< &+6PF"IK>RA8U05:PUO-TJHG|ZWJH
MV-/K=>^<7:|HZ_EZG9N?UVO? %'MO -K-SZ#L4&\$NL<1:IS#|_?_S F/&|@
MJR1\$O!%:.\$!%D>LS<41YID2P?Z9#M'ENRF;YW(=[+DSAD+.K?A"W|>_1>1
M*W1?)J_4>IG/I_FR=I7ZJRW|J|F!51>"1N"BB_?"_.@_/R'@/(SX/_59#|_"MO?
AYV(308.D^/A80M%XOO^?"-%PAU/?B"CX+(IM,&9/5)CF#V29UHI%F?
MJ/_9G*3SQ8Y-ZXLSN_I7+W;5KRP.I6|1G K?DKGDOA5RRWROY;^WLLC|6;,
MC^2/15X)N,TK|7V)1_S;M_HQ|_#%GP'R_+W_FL:PBW4*(!@A*^!"9L"/_MC\$
\$Z8\$\$T@8%@CJH\$U1_CZ@(ID0YL";*@"-)\$M0)XL_D:8!0-E%(9!;!?:U
M4,>^!GHXA&&:0P@.8ERCN#YY_#|OQ!ROHN0Y2.\$=)|C MI \$(*6-RP(FD@
^)PVHD!NO0.MB A/%:5H,LX@=E A|H\$%:"H\$'3 E<8\$M@ M|V<"
1@!\$!*%8,E9(1%"/=6%#_P&J:D30POVOIT(\$?77|49<\$VF9LH.'(6IT M3E.Y0+%9&Y0*.
!^1H>D&_#>K"A%2 WB>W_C|!"CH^JFOM&_ZU1^(R|8F|
MNQL1XN|N|N|N2DB(0(R\$ \$ A!@@@4)|JY%>PIM<2|4=UG/E;;<)^6YW^?|X_L9
M6D|YK7VMM3/SVYW3/>@H.L|'-&|@|SU&K|%G1'B(YAP:_PL#S#:3HA%+9*U'
M(U8F=&(OCT',W#F(<0@G,4SD)OKY/\$2WAI?H+N C.HO1"#_1F4!3:|KMXB?:
MA_#U#+J.'J*7Z!,B?-|T"=_7|W0(|X^(D39%+++_SSX#F/UNC*T|G=A8,<@|
M%PYB&=_8|U%+&?S%2GBK\$ 15R4:<=>D
M\$0!3!G&W8Q(73R|B%,9#')+YB7V^(+&M%B(VK<+ \$ID?TV|PAL:_SEHM|L5XM
M_LEZH|1'ZQF)#|8')-Y9GV:_L:Z_-<+Z"?N9|3OV\$VLB|6@>D7@XCX@_L"%B
M|VV(Z(^C1)%G.0HXH|VOM?_1HO!_WP|_:27OV3_L#LN|CNJMO|_MNT?R=^S?R-
VT_R;|^WPB_:L#D;KF0-B_!)"Q%|>8JX8<_U85_?0<@1)E& MPG_0G\$ _@ATX28
W|T>_"(&WWJG"+|T*Q/_TJ&:_X=8B_=AUD>Q#EP'Y^|+ M%.XZ32K==MJH?,MQA|H-
Q|JOSE>4/N/XWVURTZO52XX?U,ZYT(4SKH2N=,N M1.:4&Y'^\$7"7"|OS,?
^X;KB,8UQ>+YC#&B?XV VX7@7X<|S(C18|\$EP@LB#_M@&SV';|2F9L^|?
*_>2U0NN;9JW+58UCMLONXQD7WM9H_N6W1.N>V5_N,VRF= MDVXW=8ZY/=
<^|/%%XZ_G43W@193V>Q.%?=Y\$'LG-15POUQ=|X@0D!@Q(FX M)|DJU+=D7=J;)
OFLWA'|@>Q_@*WHJ)%KX>E25T)*9"|/\$%2I=#:@2>VTWT*_M\$|Z+M8|Y+-4YXK-
2|Y#W>OT#7C,&^|P.&^|QNFRTT^NQX8S/!JUM?D1KJS|1 MWQI 5+8\$\$\$4?
\$0_L_H&8/JOY\$K#|ITE@|Y*GWF5J4\$|SC>CWTFTY?TOOXK^<
M\$"9Z+C91^F14ML+1B!*50V\$U&OM#6K3W!?'|0KL-Y@)6&:T+6#2>(O_9M/- M_GO-
-OJ=,5_O=|=|7< ;X|5!1&|!-"-%>\$THTD.J/B+<(D!#L>|'805.Q_V:) MP.
<|27B>KT3=R|>A_9IGQ;R8Y<9W*BU(|\$ARK/3^A#3%W;'Y:C|1Y5L:(^MU M-
T>T&VP,ZS&>"ATR71LR;KXZ9,IB5?";UE4C!|Z6JU,42,|) B>^0SE^
MHGLR(Z5G4L,4IY.SU3"2AS6PHOMNBW;(>G';"IN>F UVBZ+WV'=&GYN_,,176?
|1XO.!&+< ME40,D\$Y7|K^1X-E|P-Z=S@%O"CC@3AD'_%K%#==J^>|9|RZ+#_MO6(*?
JUDPN4Z+KC0R,GFJ5@?Y,N?:9^'O>F:C?A->4!DBM*(A5&"Q/5AO(R MM9?D%.CW9)
<;=V76FW6DMUNUI?7.:TX=L6M(63V_+F6;8TW*,>JE-N.-6EO MY|5F\$/Z3&)?\$L4/
F% ^|F&<"56@;<;^2 TZU<<+B-#;M:M6G3 MS59;J=^27&K?EUI@UY|18-60MLJG-
M'+*ORECE4)XQ|52:<=BI).-WI|*LU|;E.<2B(I>85.81@ZH?D\$CLW2D_#|%|_M7Z_\$OM-
AU.M3#BZ@/V+A2#;1T:M/7M%IRKFU8RQ|V(UH7)|5;|J7>4I
M6@M*L_5:BHN,&HJJS&H+FBRK|CMMRO,&|\$MR5S@4YFQRR|YZ)R7<|VY(^E
M76\$|L2PN)*8E1<3P1R1Z|BP W,'.=Z4:X\$PS#?,9<*"3"3L6B<#F16K4FDY3 MSN4+'
2&6|S\$^QJ#9;QJHU7::Y(TFZLR=>LK"HRJR|I-*TH;+\$M*.N85%B^Q MSRM:
|I|=N,\$ILW"?>LHN?V.27?K')+B5E^&3%"AG.16|J|SP*X40IP
MH1X|5QL%|SOIL*N'#EOZA&"J3YE:V6/,)=)ES|^DPT-L45N@3'M+I%)38X)&
M77VZ;E5MGF%93:EI456=17YE^|R4_VF? M5OG5*J.2F&56\$.,?D7B_)W@6KF'O/-L\$<
3|JYX>"K8MH6#|@_"L&E"DE04;_M,@?
Z;/FZN|U\$%W3Y2S=UA"O6ML>I5|:F:I.S\$^H6>L85|/+*;;F)Z>XVJ?V"75?
K)+JB%ER/3%.J2=&6#Y2-R,+14C|\$|9,W3T>|BW+S85|*V)U2^8E&, M:G%7LE;^PBR|H
6%1NGME68L;4V6"2V+;&*;A^VBFM?,CVC>X1#>?8AHOF) M753+9ZN8%F(6VTJ,?
00U#>!6"< Y|+Z'%P+LPNZW&?/7C *,+>>&H7\$IZ%NN M35|X9L'5/.K(JAWVDB@?#)
(M&HA2REN2J)|9EZ&3VIMOD-13;ARWJ.\$|JJO3 M*KQSR":T<|
(N|'/&K#SC'U0YV.;D,Y/EJ=&Q#2|BQ@AP|F>9>,^X/UP\$F>P M#_OW-NR_ZS!_?!Q@8)
(|:O%8.%J=5KSI'E'|80|?_D*#|'"Y0%2.6/A|NFC M<2K)(ZD:|4MS=6*&2PTB!NN,0P8ZS
(!BS|^U=9^_9OF^?3?PH|LO+M_VCF MWT^,_J)P8|>X#Y_HMW09|S?Q'-|
MPLQ|?)N9V_A)<|?E#TW=EW|TA@C|IYC1_ISO5|.<"I%H"|O=C_A_\$,+<8 MP?
R>|=@_MP!4S_!#^8PL%,_HT'*W6W)D;/'D3=|J)12W)4@|:CI2*FQSHESP
MIDQ%_TV%JCX;JS4|-|1N6U8HNN|8:6>TX:M^HX;3NH|K'^H|SCU4==IBF@|

MK2:/HJ(SC4B?T?IV#M&/O5=A_:/M-A\I6/Y^#L@Y(89:I2HE /&I/C| M=IS1^JUXP_?
Y"P.O"Q?QWQLGX;W3>?=K4H.NO>KV.I>H6:I
M>ZN:S>Z3Z)&:SFWVDO+NJ3P:P>IZ(%7\$^E"#F=RA6=M?
ZIR3XIJY,KI"U:/96Q.'5*QN+D(QGS\$QIES(1&.:C_[?]/7@?M+ 686 DPN
Y@(>:787/108"T\$P#1YY@0>)D'?/AC#-Z_*(G+P;@_LL\FLL O M+G2G;I Z,^=?"..RNQ7/-
NY;)8W6MA,16H. Z?5N09/KRUE&UZ>%#"\I(61X M_;&0P2_OA U^)^B+Z5_YO6V?/)
I!X;4 G=.8CQVIZ!#FGP*(PAX><)4.;KIQ M@?-I87"!+P?S'VB!I0-
3ROJA+67YT)5F_M"/O(HG&'T*(%A"B;0^IQ.:?. MXU8N|2?|W)I/5O-H/-G-
H_I'SSSJCU_PJ#_RJVW@/#!;WL&5P-L&@S0,/L M|1_&_-, D1>Q@_I'P/EW-
L_N6'>*R&P?"T-9J|5P>2-'AB^;.:?TWMH1.F|= M*P|L F@\$?+.3_U#\$\$90#OZP.-
P\$LI@.8?N8\$K(R@1|1! MF|B#)G9^5;(+RL0\$%(@U)4<<*6GB24F20\$J<1-\$209-
F)31A\$@;C46&T11= M@.Q'5|S\$S|.)?^C8"-.'Y+YG-/XOY5P&I?
@.PNXW9#P!TWP!H\$1JH\$5I,%,), M"9 ELB!)E\$&<:
((HT0=A8@HL8@,"Q)GB(SX4#PFC.\$DRQ21%))TT4S323U%D MD@*R'1U'I_ ^E90=
Z>S^S^;C|UOX.S0 1@|!E!_H@+((^D"1,D"!IFLD"(MB((@80,_KH67* \$7T0
FT0;K@5P+4!<40""0?B#F-1@5A=:BM:BJ7\A6KH4 MT=!S _D5T!_IWS|!|1#B^HB|S
M?/X|T90-QOYOALS5*6*J2R,F%G1BY,0@^OZXQA@.HI7)231+.8E&(Q=1|T3|
MW\$1|)%\$V@*;0%|4*T3ET_W!_47|'==^C6|<|S4(USOT|O\#,9K-QOYOI4@1
M:V6D22/6)C1B:<|@9MY,8A+!00Q3.(E!(1?1J^4F>NT|1*^7A^@.11+=<;0:
M;43;^8CN?KYONJ?X/NM>X_N@^XCWC=X;WI=ZWWB?ZO'>|H\$S|2A/R(F&*^
MM1Q%|&2IOYX#. *@AW_|>71BZ\8DUL\$68T)/|6<% 'EBN5'DL>6,Z\$/+0Z(/
M+, ^+W;&|*W;#|J78KU9?1'^Q(B)7K8GP973)F@@AUES\$1AKSQ8&XB0+QDJ"(
M|^QW,O",^!K3B+<=X|. '!=;UU#NERY)?,^<<@4>.Y8+/71H%+DWOT/TCGV?
M^"V|I1(W|5:P?|==)_FK|5:I7VSW2?UL>UKZDNU-Z?.VSZ7/V'V6.F5/V"?L
MB<3Q^43LV'PB>00'9#YV?5?L_ %|8N0-P'2'20\$)5*!B1_L09\$E_Z>_,18=O M /<#
IQB^VY|HK-_=BT2NN56+7W5I85|R|I*ZX-PO<|YI5;LTRJYTX;Y\$|Z
MSB@<=SRB>,SQLN(AQ\>*^YW>R^|U)K*[78CT+EAMLQ;H5Z_)D?-
XO1_RT3ZGD":|Z
MF6.>;7*!/H5#GH,*YW'U/>Z|9:9;?;9M6=;G05=KB=4=_F>E=|B_MKU M1&FC)Y'?
Z\$5D-W@1Z0W>1&HNXHJYOMCY0!W1N\$ZXH3A:P(;7B0JPH,\$>I&
MG!7|2HP;Y|G((X38;\$B1T+2)0X\$%4CO#:B0V^?7H#CCMT!YFV^/ZA:?(?7-MWBLT-
GI/:WWFM%>YW549XW7KSJ3WL^U)GR_JDWX\$>65_D1A90"16Q%_9.)|. #8|S^>|V
M%@LN9|O:J2Q#VN\$,>|X|J5|VY-"13;'QTFNCTV771.=K|@JJDQE142=^O+P
M5JW1L&Z=I:&#>D,A*PSZ@|<;+0|>9=P7?-JX)_B^<4_H>|V><*+9\$T%4>R*)
M,E*R&?|+^A=.%P72<#A?C|8|UX9C6Y8|_|T
M()&UJ=&2\$TG)LN,)V8JC\46JP|5%&H,QC=I+HCMT>R,7&W1'+C/JC%ACTA&^
MW71!^&SMO#;9FU1;PS:HHEV>PS1:(EJDAY+N^*/>Q !|:|UBWLG?)A.% M(@XX5|P-
1TLD8&^)%K6MR(JY,=^%;W6.O_""*S CVL00\$V>'4=,7^Y'S5OJ0R
MC>Z\$.NW.^#:JCK@>P|;88>.6F%6FC3%;S!MB#IO7Q?QF41?|RK@^GN@V)!#-
MAD2BUI!\$5.17|)T7BFAPNHP)Q\LY87^%&Q4:%";RLR9:TJ< M>%<4^@B/Y(6R!|-
C91=GIBIV9^2H=J85:RQ(K=9N36|6:TKJ,JQ/'#"I35AA M5I6PR:(B8;|E>
<)5R_+\$YR85R=_T*U.(=E4JT4|JQ|YPM MH^!8)1T.5C-A5XTP3-
>H4NNJ31DK*^;SC)9Z"0T4!4OT%D3+=.4E*2S(R51I MS2K0;JLT*|/-
"K2>|PK\$Q=8E*6NMRL)&6|15*7LO"E(M6A;G/S(K2OQH4
M9Q"=DDQ|LDZG.14(!WB0 W|:/&Q6+L?-C| #M728\$|=';5LV!|@S*UJMZ(
ML:S&CGNPTH/56QXHWED2*=U>E*#07)"N4I^?
IUZ36ZI=F5.K5Y;=9EB;.!?;C|AJNOSDVPJH?K+TR7*JI/\$Z^
MKC15N:HX1|V|J%BKI+!;K|"@Q3_OO|LD.V_\$/'-WC65:|@ZKU-PS5JEYC|W3
M|S|99180W:Q"HH4TYB)1>!:P>UMQ,Z',SB(_7LG=K|H#YKV_EAQ0)9&&G7
MHRUIM>9S6-.6,EESUE*92|<3&.KVX MA@6&T?7|)A'U*|W"ZK:8A|0=0W?-PNK?
&X;7\$|W(|J%0-.=ZF@+P"^[#B=ES MT JP%?/78@=?CAVT?Y""
|B\$16#"D0C4/&C%J^VYRQ>|"13U^8GF|H1*9G;' MR*9U)2LF=6:KQBTLUHCNJ-&.6-
"F%|J^V#"H?=PXH&VSB7_;\$5._MCLF 6WO M#
+;B\$Y0&|\$;B;3!*GX@42YF/X,Q<@E!:JABZLT@OI:M/U|
M>_5|>I<;>/5N,O3L/6SHT7/+T*OGK:YW#|RZ28:2&VN&W@_G*K&&> >.;'|
MU0.X!|B|^|8 6K""UTSR0<6D-!|:E%YD^;K%7SN5-7>O GK@@0CAT/%X|<
MCY<,6YXF&S26I^"_K\$+99|1)S7.T1|-M9)F6R\A&'>>10^BFMO/2-YHNPT3=
M=9BH(16YKI3B#)H 9A8!3.'UCX_@'F'!5B%_1H>-%&)N1N\$H6L32J0MLF(

MEK31AAF[P84[LTC)<NQ?V,,S9@ 2=PI_\$Y9B-FI0T7LM*"%
JG1@!N[TY/+\$4ZDRGBM+U8W&%[/=MN>Y>4S?
81&>OMZV6LMA^4M=Q^4\9RZQL9RRU\$QG*:M2%MN_K=#^+-@6Q_N>
I_"%Y_#W;PY@T Y5L!LK&')NRC(.0P)P0>\$86 (AK@ M=I2
CYJ3?.XZDOW/>K#=#X:RNEP)),-D@:KIV1 GIK(S6"%D<6"ID=62H
M>F1*Q/C(071+Q/C06Q&C@T34Z 1=S_ ;SN|<0^&9H#XAG_%;LP)7;' +V MX/4?!
@f1H'W:28X<0'CASZ-S^2:WJL77/%H_?>/5/\$_X-,11 M_KDV#@*LP//7C_-
OO_PJG'WN/LP_A!Z\$COX.0""2W2PO,8-IC=98')3&HQN MJ8/A;2,PN&T#>G=<0?
>.'Z5I)X+2NIM,TIB;3U.I5TM7O;>(KGQ_G*%T?QM# M)?
XYAL*HPR%.Y\9\K<)4_I6OTW@_3>(YZJCX^PS.('I_9A_""#D#';P"P#V M5P',?
@/00\|)NL\8H/TG&S3_5+UYJJ@^MP\$E%_,\47SB#_T@=D7X51TJ^2
M*,G7^13I=3TE|::7)O9F%4WT\6Z:R-N?:2)OGM.\$7WVA":|@_S*;JU\G\G\M
MYNP/TR@,UU_.,;%IW =3>,\$'E,S\H?A\$!N:_2(/-5"22_:8+\$ M-T,0(Y8@0N:#\$/\$_%@D&
1(/?"27XB-U%_IH(C)),5%=E.F1L!!K(%G_J"-I,R3X W#V/P9\$|-1E0@/&L\$ADY_I6'I
M\#-@*39?+QVUU\K&X!Z-T'4'X,(/4,0.PK@#"N@45H>(W5:8XO-M*KLX/JL?J_-
W#^5Y[B.NM MJAC7&^U)KM?:&[A>:F_G>J%|@.M/I3-6_:OR!_Y(QX:J@3/C.HW,FA/?
L#X@EYML*8RIV?V<1(&XX\$S<5(*I/Z
MU#\$SUM<%CYM\4CXA.5[X:.61.BP%6\$=LB*"!ZV(MP(\$?!O,=<#N|<+_JW,
(UR3KSQ\I=&DWGB94\$_=YM,>N/HP;CE'WZ7YY0(_V3>PSMDO\$#IMUR-RRFY(I
(3MY_M?9NVU<2.^R(^'9|(KK-GHALG4^\$\$&LN8H^Y+GR8C_W?'IXT+\$4=B
MJUV)R%S\$20"(!Q<0/^R=P;B.,YX'RX\$3|+8<#-4!:Z\$FE)G@YT8QX/N X%
M1/+MTMF[?+)%)IGQ+A'?YE7-G09LEMKDT2F\I7V)I)3IJ-Q:MTF%U6Z;%5>Y
M\5.:IDGD1SU(A)(?"[BBMW?&[M_\$ W>1S#@CVA. M>!C-"I>C6'
Y6@Y.1QM01Z+L&/LBO+AVA(7R;0V)\$IH4E"ZZ/C!78JU_F=1J
MOSJ9"=I6N16^BQ26^PPJ+O,>5QIQGE(9IMZLN1U4JW?ZXI:\$I^W2HMIJB?QB
M/R*SV)I((?9:1#^E?A0F.Q\6)+H\8@U%Y MTDLB2N7ZPFL5N|-
:E;M""ZDN#!U2;P\9J=D:LDFK.?B =E/(59W&T.>:C6'? M5!K#B4)3!)%#,G,1'PIFN_=I
I'R_X%O<^0SL.UET.)+)A+U9PK M6Q4V9)G2 M5VO.-)
(<(#2;&B"U.2&;WQ&5)=\46R2V,J51LCVY4:8E;J-84N42C
M/F*Y5FW\$>IWJB#VZ51\$_Z55&/M6NBOJB5A5-E*ICB#R2G6MV'IYB\HZ_-?I2
MYI_*P<_Z>13LRZ/#3!X+-N8KP9H\HIXCAW'2)8'IT!&(*LW+5*T*R6!W9&<
M+MV6F""7G%"FV!!?IU(7UZY6'=NK61DSJET6LU:W)&:G7G',6?VBF,>ZQ7&?
MU\$OBB7)I E% T:<1'-ZJG1#6HY<;4JQ8G5RM4I%4HMZ:6*W9G'B M4IV"A-
5Z>0DS^KD)I_1S\$A\HY29IU,A+)BKY*401R<I%@@>X3I)QW@-':N M@I4 N_
CQ08T5<8/\$^6RL*Q,EQHMM6+V%COS+"SP\$6C+"Q%IRHV1J,M.DJK.
MRI2MR"Q4*,VH5"Y*;U0K2.O4S\$T=TLE*6:67D;)5/SWEN\$%;RCW\IC+3WFIGI
M1#4KG2AE91"%N6;/PCT\BY>P_Q_'IKL/LI=78N^L EA5Q0-CU5(P5*5%I55:
M_#K+':G;2KT\$&HN#A&L+(4K"Q(DR_+298MS\Q0*/R-NO'Y!W6C\Z\J1^;_U8K+I^H
MQ1<0Y80"HC#7\JFS,+L/> [V5^_, 'L#JL^9NS>S718W"P*72VJ5'N3;;VQ MT9:SIMZ-
M\S6CU5<\$Rj:7QW#SJE,ELZLR)) +*R\22BZK5DTH;=6(+>G3BBH9
MTXDHWJ@77GQ0+ZSX=IWPDM=:D25\$+J4*"%N9\I\$ 5S%?3B&,IB-W7:.\I>T
M8>_"KX8/X9V+A""M@Y%:%Q@0*MIMV:6MSKS%+7X".0U!0MG-4:)IS AG,-;
(\#LE0NQ^W9A/G;QEFX\J.^1A>IN':JLD06C ML,N!*Z?3DRJC82 K=4&\$:&)
I0\$1<6YIT=&N>7\$1+N6)(Z@?MP"N^%O;@'6_#ZUW0"C/9@I0> MW-P/4#/"^4#DE
IH\$E#YC2L_KM.-*6N/\$D+?;CC^|+%8KNC1&+Z\$EAAW;G M2
(/71HE%#2<*.H_G"GA,U0DZ3E8*^,VV""G/#"DX#BP1M%A M8+?
2_(' +2O\IGRLX+/DFY\I"\$R#HN)C)SG9V=03V>_YS_).80'<#^CU6D&7MP
M.5:C#.SBR:L%('&-#;2MT::BUYC1PE?;,T)6NW,\$3OIS^TV&WFOBA/P6)4N
MY#I1(.HT42WNL+*==;=R0,IFY6KI>2MWR5BOO"1MO>*YM/7R;U+68T1RWAAA
MSW44\I49/\K,\IY?@M;,>/8_-'IZ_#OL7=N&(:2X(G1:%X"W*\$+C%@/+;
M8DWSWN)\$IYSV9KI-
IW,Z3T=S.TXG\HOSN6WW5PA:+VY5_G!::\DN.Q3!^=JQN"XSX::O|^5LMOG1I/9%T:WVA
B7 MR6&VKY3+9%\3M\&^/AZ#?1.^OMV\GMO\ "KM_=//MW=W_AU=A%^G9U\$8*ZM
M>/8G,7IYB_"\$:\H+-N ?80V-V P3LOPYZF*;\$QQ@<8H%YJ>DP>RT.IB>M-
@:3,S9@?,85#,_X4P9G(BF\I\DTG;Y-*VSM73-LIT,I;/C#+5SVQBJYXS M5,_R5
Y\85#^23A5#I0;VOQ_"W#_%L;YX""-KS\I)\$ (O9 8+OD:#P>QK(W2@!V1NM ME,S-
(4KJYGI\N91BGWC(<7^I0/%_I70)*I_VW+<_168WSKU\I.S.H++SVV\$.8 MC\DNF&U\I
0^ICF-0#%&TR0>R0 LH_\$0/JQ'\$@^5@?V\$P,0?V)8G\X@NA3

M'Q!^&@%"SU*!J6!P(NMP/_B/_I?PAS[X WQ_D7P8POWWJ[V=0
MV7LQ_RCF8I8S9EMBMOXO *J_ |C>!F_I8'X>UX0?2\ \$0A\ D@/5!# @0^J@+_
M1UW@_60*W)_M@/_S!S" ^A +! PK0OI4"? .U >)-JP + ^ 0@0#N G?;!#6,!)1(%! MH(
B"@!\$'1D@*^0,?WU)/B& //L?)/KKV0.N@^"@R0ET_UJ,3\A^/QMP(O M
#C^#&"&V5IW_.0?,X9LW'I?)C/30 X\$(TP\)_E1OR(A421%\$)F\$L@\$V2.? M?
[X+@F^(I!4-(SST9->_ \$ 7LEDKJ?Y/7HHBD-46\$+2G"SZJM@O M9RGC.F1U*,(VI8B8
Z[%#]<232,"&:@\$U:\$%J!<-H^5H\$M>Z 6U%>| Q=!'= M1<^I_ R?J\$ _\A/HH\%|)?
D#4E(%H*/O-30F(D@9NKO%%9.OP)EX4D0BG\$;%D M&A')1U6H!771B'
_&D4KT5JT&>U AJ!9ZJOP3>JCR#/JK<@'ZK4(H5ZAER*\$
MJD+T_T:TL.OKR"#LV|JRN)TXC|GG0:K6N#|NN#|!-"(:3R/2N!|2L:@>X2RD-MTQJ!*\$
M|DB:T!_*\$ /H#='^6|'\17Z5F^ENE3OIKI27T5TI+Z2^45M"?*ZVE/U_:IC|5VD5_
MHG2,_DCI*OV>|F/Z>+5WC!O*A/&K"F%<0|^@_Z"?YR"&F&LB#;0,^|:Y"!# + MV6U
M!AAWM98Q;VNM8M|2VL"\H37#_ \$WK,/.ZUB6.J|H/.2YHO^4\IT,XSZ!3Z"0Z
MH4,X|YB*FF&^)W=L*>|M"V\I7),=SL)&"SY:FU.O+)RHIV;^M(>F4?2I)JGT M6\8%C-
^_*YG7C1HY?C;JX+ABU,=YR7"8ZX+A,=YP|7<9PVW<)|QW,MSRO-T
MSW&CV|R'C5|R'C#^QKO/F/#L0;N-"?>/B"7FVF#WMN<&XH3K<,%Y.\$O">R=E
M^'.^/CRPFT?=L06@KMN\$TB|/2V#|9)W%<=;JF/:4537W"W?
2W_3KL6@1F|+M8VVR5"6VQ'A3?;3HILLMTLNL%V
MG^B4|3FQM;8/Q";MWHM,V,=9\$|8*^R)(!)8,?^_B-WL|>./P^|SXT>.K' M
4|>>&N%PM^|H*#<|X&<-S;CCKHY<78XQG*L<,|GGN;6SK?M&N^P\$.7\$MJJ=-
KB2%G(C;H M0D20\$&(-S\$\$Z|+W9O_!'>S %_PGF@*L!O' F4!*!&G#WB!K:B;
MC3'M"|YP2^*9ZU/\$O^D=Y;@A%>1T+AGIPA|Q&I;=)
MZ25N6V06NOV2|77|1;,,;GT(H|O|\$6>1+S+DXAV>1'AN?YZ>_ \$\$>(SY+|(
M+D<"G(MDP.DP3C@<)|@:|(|1A:X0YM3',B;\$VU)=S(CB,9SPHCG|98!IKJ7^N MR*!?
B5B_7XW\$8M|6R5Z?+JE%/H, RG=XK9#N|_|HO|-ZKT.9|0:'.5^P_Y%M|O
MTBU^A(W\$D6B+_W_-SN #SN>|LZKT0!GL?,(=P55L#N"&J3: Q?(M 8LEFL M6";?
Z+|.L=Y_IU*M_QFEFH"BC6!'V5K@HA433"10.)(|+O9<_ G|O|>/T_ MQ6/OQ?
IC0GG7Q05+|0P M,DVD/2)7O"6\A-T45B/5\$-
HJ4QO:+5|=LE2Q,F2U4GG(=N72D!;J)2'W5\$I" MWN7AA'ITG BB220^~?
\$_A0FA_WQ,:R6V&21QI@L;KH0G9-5*54952C;'EDIWQ)
MQ*!B4<2\$KB,|CE|67217'UB(+E\$*B^I1C8|L4T^M,
|%/3UAN4I*PD;5Y(0#:DD)U|62\$E\|D2<1N90D(IV:1"13DPG|NQ>S|^/L M/N, #F#^3"
1OSX-8E&"YG07R@*/44JT%#H1&LIL&74Y|ER5>?Z|I9GAPJ4
M9,4(%68FB>9E9\$ED9Q1*9:97R:2EM\$B^24IPFGEB4RXXO+)..*6B0BRSH5
C/'U8*S5^C\$IR_2S4H_P+Z4RDD M_YM<:#Z105)A^43RN|OXD?;
(Y;#>UPC0@5VXJ9X?;AND-MH+)|DRJI-Z,5U-LS1T|5_4J_ROF7\$NF
4B(YUPW4M8E#49L:Y+49T;):1AI+2X|1T7& MLX9((4FO&L+^|FHJ|@/.8 ;GOA|S5V
"|1:TMD)4(6*NOB0NT@8LKL5(;U; MCTI>9\$E+Z')@Q'1Y*>'1WBKIUK9\$
MVJ5MI:Q3VS99Q|;3LHZM3V2<6CY+;40MG,+D7|N_J|SV7|_#YS&^:_&*C+2 MA3/
'M|2A|UO"78_L,I P*0."@-|8:;\$#-H2D4,V-)#!UR9P?V^G_?| (=R^
M2V+XO!;G'"@LSF6YH6+/.4UBSGT|DG8|ZY@V_9NE;3I/25IT_.8;=/|2<)|V
M\$1%'8G,=POGLP#U8C|<_CAV\|,|L ?7#@ \$48A=-PGH4M9P;PI>+0NBX\$@2/ MZT/
N"7E-^Y(AU|NR?!8'LAT6Q|!Z3R6R.TXEL5KOZQ\$P'99(MZ68^0Y>AR
M88O1+2+FRTZ*F(^\$C9;^DG8;)@ (FPT1(?Y|N-|,(W|O@KSERX&Z!|\$4
'A.28"E#JX31F#RY0-Y33E0CE,^=#LIT+HME.Q M3.NI-|+=85(U6C?&9|AN,Y_!NA-
!|FL?|NFO_L2O/TGX|5?| MVPR>@74X_V68OQB00749|E_LP;EK!+7 X1N O#<C!_.P?
8S@B!S8P<6,|H M@M4.\$|/#<800F.US!;(P> PQX B_T4Z!_F!MTCPI|S1
ZTCVB"UE%CT#QJ_QK'7\$|F#^H'8L"U>-I MH'R|A%
(ZWD(I!^DY(|/47(G#E%RQ^|)LD<_T&0.\$|K,H;|POENU^)_O0HT#
MU./<"S<"I&)V!-91'^S"#@|_-8%U|#:S+!%B7",6Z M^%|CF-^#^8TX^V*|C2|
|DC,|CF\$^<<S\$| "Z)X%4,%+G,50.PZ\$UAW>(%U
M5P@|\$|DDA9>_KPM|V!|X\$#|#SP!>Z'T<#U,|LX'M0!|!\$28#R8 MJ#HT_I
MP"+_"/"|O|@O_HPOWGMW|H#2L=KC|3K|CF.^W|:P/0|@-8E,6?21_!1"^
M"/(SYIP#L,=OX,H#&+P!RO^.UWP80 MO ? |PB ^1J_14"^,(%)D?"2%Q_&LYI(8,+|
_CFCO#-Z-OL_P|%UT%P M'00/.<&+)|@'DWO_HQ+SL_#;11|%|#V'^7C=1M=P|V|2-
!;|?Q|3W!|&> M:T9DKN/0@20,&+_|QOD|OL@YL@%A?WSG90ZA#_TR.0_SV/V_
|BK09\$!KNV M%!)3|!+2!<)C|H3I"(3RHPC\$H\$Q4@NHQ>@'J1<-H.9I\$Z|\$6M L=1N?
03?04 M?4 \$OOX_\$EEI A\$#DGBKT4T|;*,@/#9XR5Z4X0S@B*,5(K0"U\$U:D6+@-#Z

MT0A:@=:@3;CF&0?G4*_XI^!+!N!H6!9Z&Z3>?H!"^B)(ID<(1(#G-
MGIV'/HYV'L!\$'=<30A&^!(KPYJ!RU(Z4"!%>(:0&,YM%9I".N>/?"5YSA!MYKD"
[WD>PFN>-""A!S7@)_\A%XOD>H'Q%5!HJ;"J\$K@.??%68G8DV!HTY
MX+L:\$%%_B@CC?@BEHR*\$LV"U4%I97=07UA+J\$VLH9\$U3KUGK:'>L391;U@!
MX#7K,+QD78!GK/OP2.@5!/!#Z1MT3)M1==.X!ZREY&M/6%/4(9ZZF!&W4
8!ZA!H"5+!B!UF!1+ZA>I;[0KTH1V"5U\$%WY=#%;M3Q!A!9G(9R"LY"!^FIB5!5'!-
RJ!U'.E&.H/I73JD6(A!4"QBKJKV\$3=
M5EQ(W5+LHVXH#E.*8Y3UO774K!H3M.N*NZE758Z1;N@=)-V5OD%_:3R5_IQ
M%4(BHZ@P^C0',0\XUX@1AS3'#=9CAFDREX*N1*KPQ,OGNG;P4,<+!FB'
M4;IK)U+7M+*IJUHEM\$M:M;0+6BVT!UI=I+-
:2^BGM4;HH16,DYHK6<HGV.WX3+.G8.3G#L,-W-M-!K+M=7H+/>TT7WN#
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(U:\$>RYB3?LK_[T3OGU@!|_I M1L%U%PZX9L|+YOPDX9B3-NOWLH9=3F!4=L=
^K1#%&.C0S+'U/PLSK7V1=R3 M!H4!\$W:-O"OM%O"/V_8)C-F."(!:KF(MM9T6&K8!
(#1H>T6XW^Z9T&*!+X)! M!D2@UY!P!
<|'.WN.O!Y>YXB!%W^!W_#!WHG!YP/'4Z!<|!%A=U'8XZ\$&VSW-
M8).G(VW*PX>^VCV4.>\$6QSGNFLJJS"679!2EA&_8N5I@T+E9L-^IB!78:4"X
MUW%@BQ!UBG8!GQ#J<'HDM|,...#1(("#?@S8Y2L\$6_R48+V_\$:SVMZ.MV/.@+_-9"
!UB>(:!\$!D6>*5_MP=?GF<_?XU\$NV.51)!30O5UX@7NO;)O;B%B+VOKQ9K?
M\$HUN)!CU;O?8!H!O MQ>H!B'"=)V\$A023PW>P,GGIBY!3!_CV(U>);)=SDTRS2X-
_E5N<|M)%'C/<&N!MXB6>%!1*K<^Z94F<|;B3)?(HJ\$R_P("PE^!Q7?VA!B#!'&WGD2
MW_(/8/_=@;:QU^O"^6_B0@J616K!4*0%M3C"D=X=|L5<&|;U1X;Q=,2DLC7
M&)PA4!^4SZH-+!>N#JP7K0CH\$"|+6,(N!1^7+/+?)%WH?U_ZW_!7F?R_5Y+Y
M@40L/XB(%_01(<3Z!K4;!@/.X\$(DSB!N!OD+!EZT!AY@!(H8;1F,E8#!'6'?IB
M3:FN&'OZ@F@/9DM4_&=C9#A/740<7W5XJD!E6_ZK+*Q8N"2T1K0HI\$VB(*2/
MG1LR)!I430%XZ*WB?3&;(5=G,D!=2F:%\$(C.,B&:%\$6\$D]-U+W(>:(0!GL7<>_M3,
(98._:F(9)!WOP6('#"*.0F^2"G0F&E'M"3:TIGA71GV<+V=U;_AW14PT
M;VET\$G!O5".K,*I0."^R4C0GLEDB*Z);_B-B1#HM?)U,2L1NV>2(B^A/Z>3(
M;Q(ID40L)8J(I\$81X>^>X;UP/!SW_:H+^9OS<#>FX6?M?%U*)4&O:E"TFJ
M"&VI^E13BC6M-MF)49GDS5&6&,1=G!#)6Q_?SY!7GRZ8'9VRB1
M\$M,EF10S+)T0LT8F/F;G;&S,>?14.B!V*SL^EH@AD818(OS=\$W^!W#OC^G;
M=F'N9NR_J_P;^#K8OSXTYG!@M9,.6C,U(&:3 M:188#O23=@Z,P+8_K+S6<
M)SLECC!S.54P+2E'"6I5#0IL5XV/G\$.S9A4"HZ85(F,F%&-B+A+'HB\$YGX
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M:4)YKBE5G&-'+!AV8^9D^7%F9H7RI&?&|*5D)_LDI6<)Q:<7B!2FU8!I2U@
M1Z3V2X6E3LB\$I&Z3#4X!C1Y)AZ1^9H>F\$O'0-"(:EDI\$OKN-!^,9/(!|)JW
M8/!:\$H#EV('!2P':5&||7F) K&Y&:RHG\$+AB)P!L=#L-HG@K,62@5DKI?
VSMLKX99V4!G"886Y0D%%56(!!2VB/L6
M!K&|!"8E00JFI3P*CJ!/4IX%'R6!H@8\$O\$N(,+?7<'!|3#.8#O.?PKS5V'
M'Z@'6(@J:K!WU=(@IU8(NOD(*U.!Y+KS*F\$.GMZ,*T;(ZK&CR.)I0KM#J&_M-
Z@JA=^_*D?0M!|,R*NRA=2CHD?(>V!G!@!A+.1%U M*2/"KF5\$Z+MSR;@/>
:GR_\$LXL?O\$>S_O2T+:@49:*45GY(:)6\$N#9UB&DS MIB+;YM'"6IWI(W>C,"6(
Z_ED@NG^9\$'L^F+#[WIA)!E!9Z(:?&12(C.:B M!@T;Q>P:#XO9-
MP1LZM_+V)73X3MZx@08GUW'&>P_=@_>QSJ&:<03O.H//M
7;A0NSCR8NP>RSBAHAN40CK5H20'ET(!+:@_+OGTWRZW>E>W7X,CT5A3-=%
M<9S.7>G<#EV%O/:=M?RVG9V"!SI'6%:=ZX4L.P!)673>9EETO&-9+""ENU_M\$?CN)
!#+=4X[S>D05X#C"WI0?WH0!@&RM)!!T!%OD."X#,L!5!#ZN_Q_M;
1NP_,HEV\$GRFG8B^8P'\$2W'XIBV_ZE,*V!C@M!ZNXS<7!)@.#O,:#T!Q
M&@T>X#,:O,EKV/^6UW_)X35S"*M_7LY!K!5,X3W.P(0+V\$_)@-Z\$%MJM,8-
XJ6!|>Y4I9KO*ES%>%T4Q7Q=.,M5V71#5>5,_0G6IFZ\$P,<A-
K.;0G!G%H3=S@T%KQEE-SG'!J+B=7C*&_1-S8I"6!6?
=9D"F(>5U703'QAO%@.CS8I@N%D;_M!#>;@MZT+>A.NX'.M#IH3T>"YG0H3Y=1*E-
U(JTXMIRM.3-*4M>VB*6WZE_M*6YZ35?82.@*&PA#?OU_K>OXY!M(>_VM(!@'F)V!&B
_DA"2\$"0(#@D6+_\$=X=B15L*!8J5RKO_7_M9;[!X+M>208G!J*QF#H>1<,N>"-
P1=",>A"@9>S\$'_BY7H=W\$&^EY MC&|/@='MN3"!W06#VP>@?_LJ^1KZM_Z"P6O2?
!'.^LNHW!H3J*4U+Z0E3CU#_M?>KZ4-?Y,C#J*C#D!M'"OMSL=?KPMQ70?|<8RG?-
H7AO_30V4'VOA.\$!SV_M#X*Y(-+!3QG-C8"<:#!:R LS!|;://#MX%/?

N#K8R+JPPKV_9Q=VAI0T0D@ MC=H1+P/>5X#QUX\$1-X%!=P'+-
P'UNX#!AX#L4_K^S_2("OBU(XX?R!7AZDK!QTL?_T*BI03'W&2!4=2> M=
=P8IMMWV/N/P),H/M7U+O&_ (= ^9\IN-W\@=YK*>MR?QMQF,R)!(P,E9K
M6GKOS='L26\$)6^3K_4OY"GO;6.)^2O_X'4?RA#"Q8B"G?
M&PZ')!_WWB32))&"LD4,IW,)4MTM9AUI(?L(/O(46J=X7\$OXS'N,D6?,54_M,65/
(B_U?#+_T:1*_L!_C)8#F_OIOG0_/#P-RXA-B0*ACZ!LR0L0,D M P!(BA!
(8B*_ETIJ2,(N.^UD.5G--F^DYE9&L9M1',*OS,XON,A87F-'?HP? M^-
IW^),#2E.G(8*\$;_X+:2C=_Q!+1F8!J8\5,S0(DL4H9LD5DHHI9,P>,LB
MI%],IN"17C.>Z,WAH%B\$/_0Z)MR+7Y1=N,GY78\5.[#]IC>*|BZ^5U_"E M|@-
|KOP.|_4?XQ_#"1\92?A0@|&\$#YY#&D;W/AP4DHT:TF" ^#N|+>#AJ^HYE
MIKPXZ82|AE+@DWR6L6DG!#@|D6::0)I)'& MD(8;0|JAXBOS,8P|-
G04_AKHAE_|!^!AWU@|Z).!+ZV+|)EU-3ZQ;L1'UJWX MP'H!WK5>CK>MU^!-
ZTVXUV<|H0;9C|M|3^!FWY?P6M|H|>+7_U+E_7|(EP9(
MPH6!DG!^H"2>TS#@7R1|ZMLKB_R2(^-P8#Y&6^'W\$4/QPS!'?&7CB4^'A.'|
M(4EX:V@N7A|:BMM#:W'3IADW,;8(UVP6"E=M5@BOV*P5+MOT""_9|A(NVAX6
MSMN>%<|NR&>&?:9>, +ND7C<3H(=)8=U"H.:Q2>W(|:VY|\$ _&GLSY^'ZO&
MM_,6^'2D+=X9Z8R|H_WQVI@87|V3CLMC|H5+8RJ\$|V|JA;-CIHMGOK2)I*0Z2?+NC
M)-^FP>%?M-J'WL_%P?|X#++EXX|Q*&,ZZ)PDF7 M+.&X2Y%XQ*5*/.0R57;
N46VWWFN?*_S8OENYU6*GZ&UP^4MOG;NDU^4J*==J43RC|^%'U'_2>|C_.
M>,*=GB6R|9XU|J^O|RM7K/6K5:|V;=);Z=N|JW^&|T""3Z?1,I^~QDM|=JD6^1Q7_M+?
1Y1=WN^XEZGN|CU5P_R8@8MOE)!FW^DOXSI\$G:"|U+|)R?YR')TH7>FI M<
%0|38%S80.|(=L"7<\$QO#@X5U83'BZM!4VD|@-
|/6P,;FLP(OFL^L)>@GD^G!DFIZB&1\$ M#(G|,WYE#KX,TU:%7DWBRIH|N"1?
CS"6O5%&V!;=%|TQH|_N9@)6Q_@+'='&1 MXK+H1/GBJ_S%@LC)ROFI?<
IS(VH,9D\$;Y(/3ULE4E3V&;3QK # MY@UAYRGAM^SJ__P:PN0C(A*F*DPU##S^S_3Z*
VXC,/YW@Z0S|TYG03>|J
M/T\$&Q.LL#;1#IV)SEB6Z",L2@@5V^/CY'/C4Q6SXW*4LV*+|)%MB*PV:8^J-M&F:;5
W1|7UT1VFM=&;S&NB|UI41Y^QK(R^3;ZUJ(SYV|0R5E(38V+TC|X
M#CY@FZ^G,@=T@B_D<.;5=F1R|9|BOYH47^);3_)1=#!8N:;,"SDZI^?+N,|]^L,C/^
,D\$RS,B0U43U#4R6|Q?Z,!DX3NV|9<"6KG%)889A76&&<4-*O3"N:9)N=WFB?F;
|9(R#|D%9_LE5< M_J=|_4YZBS"K/UDLO*S)(+:LR2BYK5"66MIG\$
ME:XPBRGIMH@N.6_967J)?&096?*K>52)9\$+4T262ZAGW,K05NN.5|
K(ZF6FX=4;S4*K|HN'5%^P"*|^P#RDZI%92)5D\$EHE
MJ4,K)=4S;G+|G^,8.\$*MG=3>U**MRK3SM:&)^ORLJ_\$8DYOZ(+?)#MG-XY#1 M|FD-
0>(*4T18F)3O#R^,4T1VYBG%S6M5#|B6IUA6,-X^"&Q>K_A04F_0U|_M3?T:SI%W3?
VF_F+B-U52^|=SA58O&3|#LUOM%/M@/|N|C=I=K=JJS:Q2-YOZ
M_#F|51_IK19(G3T4R;/MD3AG N)G^PBQLT/\$Z-DQ8F1KLBR|_5L1TEJL#)HU
M13|@5HN|H|ZR%1MXSNXP GS=RM|SYHMISUML|JSQD_J3Q;)&-BY#G|7RXQ|A>F M
KNIWTW=E?/HAMN!E@5-,0OL@388L"A)!%
M\$4+0H@0Q8%&&S&|A@=Q|897":V&3TF-!N_|\$!6L,W!;L,G1=<;09<\$;AB|M M/QJXS)
<,7.:1N?|R9@KGA.G:W4%="S1W1S\$'2S4|8^B&5M--=0"Q=JA*PT1 MM-
('@"N&P'_5&/BM:|5.Y2.*T|I'5:^KG3H?*BT7R\$H9>399+>,XZSSW=3?Q/-:B>U%W3|
M6Y69W,43ZNY3C8P%'|YRNJ_+4"X:PC<-276O.@-!NZ-Y\$)H|!>\$
M7)B|Q8OQVUR,O_V3|NT9FC|53G:3B^03|@MY2J1>EK+?9VFJ0FS|9+8|Z0SU
MV5X/ZCI2UY:Z_5X#S&X#QFR&XBVZ_?)!S+@0|;QD0D7PY; IP.Y*+<#/G?B
MPLP3^(IQ?,V+X=><|+_AH/MF'3E(KI#|Y&?R:R^S-54A_JJ.4|^HDSBOI7 M
0>V=RAUK:EK|C;KM'16%.1(5_HJB-"UR0ZW%|J@*^~P,-&1?(-L_O|L!O
M7"S_SD7B'IP8_,D+X&-/(_9X8^9Z,<4>?P>^;B7J9JJ\$+LJA3D/H|8'VVQ_
M%QCR)F#)?Z;Z6%>1>589T>P089?26%._+*JID(C4,N#QU,#?%C0+S(DTBDR
M|HFC\$/SHND^;H|9;K|HPYUXMD-I0>>S#|_9'3|V,DT50D?.\$@422=%_Y|5
MB2/DM&YWR&UR'T_QC_|&7_|1!7G|7TB6|+?F_2&IB3|?0Q.'(\$D82293":5
M9!HU55GM/4'S2Z5|A"G5UX@/@/4>_%XCS^P'7|C@^8IN^8KC|ZJQ|_DY_(
MC_%^U(=>W|J:~;|B+OI_4@SBIZ/(!!)(XG05HA)2VYN+)|VAC_(MXY|JK*7.M)CS"-
NKLH<81'OGU^YHQ'Z:03/B|
MZ@?)T(ZOL#|\$'UV%*)5MS:=N)8_6P/;LX|ZBRA3B>^11=U>JBS@SH|^#ES
M<1|7|0ENX2,.X@_XC?>8J7=T=:NW!!VBEMZZQT_5|V'\$?-#W6S(29D/8-V,@
M&;GC;_U@_*&,QR-Y%GZ0%^.!O_9?RAKON;P5|^7M^\$2^%!)5^%#Q0:|K|B"
M=Q1|);B*.XISN*N|CINZWV"F_H_X;JAA%>-)%PUEG#EOY|LC"\$-I?|?*(T MR!#2

;;4E UC.0R_F8W#0f4/'J@C\ (4J!9^J\O"AJ@SOJFKQEH9;ZCFX'75 M0MQ1K<
M15J\IN\&#?5.7%,?PE63,WC%|H>-OT8%|Q^QEE\$"66;GC/(A!O6;BME4Z7K,JP#7K
M"ERQKL?E/BUXJ4\;+O5=A MJ.W"N\SJ<|;<%9_KMQ:E^+^!\$ _Y?Q00^W<63
MH+!@4^\$ _8,D8: ^./<_1>QISFGTZAJ<| ^6JD@*|L#?#Y(% .V 0|@QRQ/7! MD_#*T'!
<')J(=\$W;9W1.VVWTM;AG^H@S7!*|R2;R|3DD|;|@R*G'F5.M* ">M"Z=|)QGN#3?
\$|>%|+-(D3@|>@).C@G\$,?L8'+9/Q0'|\RS+Q'VV-<(N^RG M"3OL9PK;
|>>)6^V7B9OMUX@|HO%3?;|9!OL3K6.|PJZW*X+UOM^*M|;D
MZR0=3L3Q7S0W' _Y,W<|YQ;_M3? _/2|ZK'L#E|OJ<=S+#B7\$V..(|#OM=O+;
M)1P|7!*PU25#V.R2+VQR*1,WN\$P1U|LTBEW.K; (US@MDJYP|Y"N=-
|@|G'5FYQ.4#Y2+7GY4+7"5%NQ;Y _.=X00UOJ?^!| _U6\$+7)>;X _|27@
MV\$0U|KL/Q\$X/>VSU=\$>W5Q V>\$4+79XIPFK;|&E9Z'8X5DA6^Y1)UOJ,5V^MV*-
LG,|#NJU>9S3G^/QAGZKYP_Z,SV?ZLWPD1\$|3R/ M)O(2Y,=++Z?
U*Q%&&)7|JXR"|/ML"O1#;?MTH^U|=!,<=WIK+59X'>3)|. 1:30;3??8:-/F<M-
FST0678X/O<*K?\$ _VI?H(>4=8_QT|>O!S2_1^DHU(|WDR#CC\$U|V,9TN0 M'C8\$6V)-
B"TZ0L9A:>@D+ H)%MI#8H2Y(L:P%U&4P)/&%<'73>N"OK*N"KXL6%EL*1/|)|G.U_@
M';|56J?30*)K|/?-W*G|= 'B% @9;H9E\$4.P*-(|Z/|9WS-G-
^+!EZFI\$W%I<|!+CMV\438UD50|3H|." MV%HBQV-
UC@WM,3Y"DVQH<*TV%BQ/B995AN3);^)+E!419|?*D-^.|&,F0&!#|9WS&
<7"+;;Z02L^9
M">RC!H*UO&2OXOQM2<88W9B7|Q('(|F|/%H2)J\$ ^L0@84IBE%B5D"A6)*3+
MRA+RY"7QI;|Z)?F"27+R^ ^0757*R9)22+!GHT-?P/OOA"K5.4 _@/KU_\$;T_
MZ2C@6C^+;|U,)1HRS5&.;0356?:HR)J TDQ?H2@S5"C(C!\$G9R3+GJ#?
FKZ;|/D|*5&2>D;5 GI^|3QZ>?4<>GOD)|5|>F2\$3\$D!D1? MPYQQ'
O,P0ML^|YBG@NE|Q<#B|M 6;FT6_DRE"3:XJ*W(\$HS1N%XCP7%.1-
M\$B;G!0FYN5%B5FZB+;,W0YZ>_UF1FE.F3,ZIUT _F640G|W8*#9|O7%T|AY5
M5,Z+ZLB<-|E/QE\$YDE%4MF1(#(B^ACL|RXP|T?9|MWE| 3195-\$S^K MH2|O*U2CJ+
?|@N'(Z|H"***)/)%5%"!D%\$6(:87Q8DIAFBRI,%>>4%BBB"NH MU8LI:#&
(*EAH&% '09116L,LXM."T*J3@=?+0."1?,@S-EPQTZ&NXP7/@1?;!
M(:9|Y>=&VK9#W7 /+Y.Y;*|C)|7E!DAMP*6>4VR"AW1%K%|*14^K)%:%"
M8GF,&% ^>+(LMSY9'EQT&065K# -+=QKYEYTR|BN|8^Q7 M^H.1?ZEDZ%|B&1#|
!U7> Z<9!_L8|NWU -K|I%W-G(L|G4*8REB+%E3|) V MQ0PI4P8AJ784\$FI=\$%
<|';%U04)T;:0069LHAM=FR\$)K| ^7!4RH5@5;E?Y3 MYNGY3EFE|UVSWF|;HA51-
I^ ^B+TH%|#7J\$9,4U|\$=-DALMD)XJY-K^FY-GZKYSKM
M;SW7!DG/K4%2NDW5:\$=LW=2>R' MA1P'|.3)BX%(XK|8A-<2-3R6|('|4EM,7J
"40=X+K4&RY+0^"|+!;CEZ5A
M|+)|P7%IM6" _M\$48LW2).&K|D'G'\$TL/B|*57Q>%+OA:'+_Y+-GRAI&6!EH/L
M|^UL>QF+O'L!E M,S|F*V"SW1!#MIMA|/;^&+3##@-W.&+
C@GHO|,7_79\$H.^9%COG_RKG5-@ MN7,.+!;NAOG./3#;>1&F.^|#;_L2;-
LJP6R+)|#QC" _77L.U+.X%6:M?2#A92 M,XUZ4?3C?KL -|KV,7OIP0_0@|. ?FA|Q@.E14|
(7ZJ.VQ!ZJHV|\$#|9'(V%T M- V&1TN@?|0)>D>70%"T" ^1'3I"
|Y"\$4AY|">4CZAW7,^PKFNXWM;F";2|8! M&=2,H2WU|H50P|E.U_
>A+;VQ&JZH Z)X/>!6/(SIM#.-^/DYPMH=>^0(|M@8NPB|S@7M1L\$>4)?Y\$=?8&-
N|"/T&^? _YS|1J1_6.F^GL^V-VT!RMGF+&K' M'@\$"CE.?FF-. T// GWHRTU? HQ>
>2OTFM?H^>_3L|_W1RXP3A>8ORO,8Y; M;L!MOG&,% ^,
|G.SO<)*YPT%^APV|PX/>N4V^Y>_ (\$|H6;A1NS.G<@ ^0PS;' MG:
^V^I&6S|Z(C"8H5M=!=37 ?V;U+Y+WB":6LC;2BZ C(%WS8#WK;DH'0)| M1+/P"1?
H|QG'?5Z,/N/%|S.->|SX9^S>,0X'G%A|"LGXE|YZ?W&30^ -^MW-
O!WYN/WCWN9PG\$VF7V= MR'P'7P8F;,|CV=X!;*|9=0V?U5_NZ^HOSW:(?
*_.)?)/+43.XQD"CTV!)|:Z MNV2<=\$|*T3RQI%1WA|Q:W9-2V='2Q5XDU4#Z|
'|@F4I'/C0<|.)3"(1)(44 MD"K2^#_K#_ |YE|P+NMTAU^G5/Z3;_AY/Z-B?U3|^ _%|U\$%-
Z?54?2\$IK_M17 M%X=FA|I\$ \$DP22 XI(W6DA;211:2#.FNILZEW\9?V\$.-
P_@#I_\$;+N,1|C%
M7|Y_19;ZWBHJWD|U/&##LG<\$I*).7T^@8;^9#BTNV3|2+2N'E1(K2KJ3*|. M3/R.>?
@52ZC329TN=DDWC|^=Q|S'KCJ.!S%UWB-\$7S*+OP)G_';G_56AR1^
MHN43';VU#S,U%4C.1>CEL3REUIC"|3?B6??(-YE-G M*;
|S2NJLH|9F'GL7A|A?;!!OOXDU&=8|>9U'NZ.K5#V/U,>8<>@S M%PI(:B-
(QF;A;D01C" _KFRG/S6CJ9=&K7SJE#/V.IX>S7@?LZG03IUE/%U7 M46,#-;;B%G/Q&G-
Q'1=QE2?S%49ZF?WQ\$O4NB1(NROX3:8"2<>@>?F|!.,R8 M#

[4E_C0<@A^5#0A2YH%/9""X0!:/M^69N"!553)>4>?@)74Q+JJK M<%X|%6=-6G#&I
VG3!/?CI&DG7C#=#&@.FVW'\$|' .F|V(@V8WL_!|^RV_!T| MK21L)|O^"XE3K.8A1#|
H|DU/(03^L/^BGPOJDQ|IKUPS6+T7C9:B+.6P?A M3)|8G.B3BN-|W"D;PD.|:W&@7X-V
|O!O;VFX<|_9=B5_5V-&|HL'|'6 M 2|@| KZ!GX,38,^D58-U@2NLC:(9*PYCFD\$=I-
-U|Z88W8-&P6 M-@YKQWJ|!%4*7W7IAK=UV8;7=\$6'E|
(M"Y_"WA>4C'|I+1TKB\$K*8+-(B:'@|
MFM/>...!#70)NN0.03.3ES9EK;7L1)X:K<6CD(.P9;8|=8J|RQ94P@NNVCL,\$^
M&>OLL|!#60@"K|<3C^G|CUO^BUZ|+|DA4G 85|/^|HXUPO:Q M?= S?@36:
|M@K;./5KJ\$H<,E#LM92*,SOJQ.D>C6*SQVQ9H|
<2>8/'6OE4C^V*.H^CBEJ/5Y0UGO>5U9Z_ M*ZJ|)'F5%EF5IY8"MI|. *^\$ 6
MKQOF^/IBEF|89OC&"M-|4X0FWVQAFD^A-.6G0JSSJ9=-|9DAJ_%9(*_R6:6H M|
FB+/R#6'H=+CVVQ6KJ M'UQC,H|!%_BK,"^B'V8\$C, #/(&=.)J\$Q*
@-05%"75"B,"4P7:@)S!..K DO\$ MBL :65E@L|PT<*ZB."!%LC"P6Z|@<+_>Y,#S^GE!
|Y)?|/*")&5ND*0@|CP= MG_2?X-Z9ZE|A)?
8WG>I%)DI(HGG&3^3Y+K4.:04#TOQL*V0^DG>|;F9F98GQZ@2PVO5(6G=XH
MCTR;IPA/6ZD7EK9-+S3|N'Y(^@W|X/0'?/U;&9(F:5"\$ZG@U@6.!6OLG UNY MJ*1-
P_(RCL42YH#Y*&5LD|,-D)5M@8SLP4C-'HV4'!Y;L%SA7="CG%1P M1.E5>)5J?
0J>*SPRI=ZF319DFNXP!PP'6D)VTE++<"*X(05!&%@(HDP;|B2_ M+Q*|RZ>(
M7N4S91|E2^43RS?))Y0?4KB5OT*^4+B5_2EW*Y/D;J7_2B|\$MY8)C2Z-@W|)
&-R3AS5LD|>R'^8;N22>A)))Q&6> M <;-|V8>?WA.,|. #O,=83_?
#6/F^V#T_%";:H_#R/8,C&@OAEU|/8:USX5-
M^QH,:=|M#&X_1S|'X'F_"H/;) "USM.QAOGO8YE747C2?.5A(-|8%*I"-|^4
M.5A&_T^K.(\$XK_"&=OAC6(<%;#L&P|J9C.(9V.F%(YP0;|O3#H,YP#.0\$V|S
M#_TZJ|&W@47G.|/8|0B6RR58+B-+)4'#|HG:|^0LI_8| M:C92IZP3R*8UC*
E#^X"/-8;3NNI3W| ^:*,(ZVYC6'5;P+)| "RZ|6#>|0BS
MGHG\$'Z8|43#I28.ZIP2JGD88|RR&47-:CN=71^RG_D'|@B@IC|W."% /\$E_ M>|*\$6
&G!|AA O2TUR0G.9BX#0G^=.%VDV,I?W.4S|H|H|, /Y5803@(K>7'F!'IO-
P|P2NAVHWAEXOT_Z)INN^K^3D;=(WF_AIS<>T1 M^;N7^RG9GL+W1U/4|0?
W3VCTP_<| #9I< (WY5|H_ W""WR&UR1P;< M-0!>5P-OF'-!U@_X/Y|!>|
|@X_U"S45MS"S%?7^-N=?47^|HZB_O:O:AD |U=8G> M>HB""V/FY\$OFY&MKX \$-R_?
V-"W,A^;VW9|X-G|F9/<+^07)OL7)O:7Z^33
M7JJ8GARV/>X,X'|1<'Z%^M3M0UWU7>;^?K+_>?V@SS0U4)^T-5"?M8|040)
M_&,FV*JYM;^:-T=,IJ_&/L+|=HGA+R4B^27C_ZVSYTHWUTOE^S
M!|. >>/1Z;@E)T-X#4D|J=?4'S5Z0Q;WU!^U=,AO)5FCODCD,|5Z05_4;|SW MA!/?^..?
^L7V'!=QHL=7%|H|J.XD@ 22S*AW8|2#>U> M\$,V|*|.IL01_HY,:7=3HYK&WXW?
LY_&/TZI?H;:-WLK#0|3U#J^A_:Y)=_J M7I^|EU3T^@:F?&=".*^:>HPM&0OM73J;>E
RM?*H4T:=6FHT4Z.51VZGQE|J
MK*3&.AYS,X^YBUUU""|O%U_0|7_&COR4ZA|STH|XI_!Y|O;ZO\$229 7|R MUM5B-
/M11O-;\$ZD9A%|1Q^|.H\$X!=2JH44^-Z=2838UV:BREQBH>;SW>9Y^|
MB|WLA6.XQUSZ*U42;CV')*9/G,A"CX'NK>7/S.
M7#S\$.+;+&UAC')|S7'R";.H44.:*&O74F\$Z-V=180(UE//YJ'G,CKF('1|-!MO,Q<7,*K.,|
(SS%C9|E|9W2CY7EZ:Q^<|GH?!,PA+>D9X_!E+K|V<91U)R
M=S@N|B&;6JG4R>51BYGE*ES&5\$Y7TW\$1;AE%X)3NA5X|A> X|JM^"P?AL.&2S&
8.5V&>P M\$7L,=V*7X1'L-+J(|<908JOJ>VQ6/T6WFM#.:40|B
MSW9=V&2^#1LL#F*=Q3ET6=[%:J0OL-+Z;W3TX?6!+'^.
MQ|S<_#"^J.H/09X=200!S; ^7X*G#\$WQ3&KP3AH|8 |?|=RQHVA|@MO: +PN9^
M2=C4/PL;^N=C? ?R= V8@C4#&K%Z0"M6#ER(CH\$KL6)|@-Y8-VHLE@TYA|>;
M6#CD*[0/?8QY0R5AKHXV';_R.O.%@W;;X547X!Q?3W*ZA++X(%!QM@UN"^V
M#AV|33;.6&_KC36VH5@U+!:=PU*P8E@VEMD58HE=!1;9U6&AW72TVW%O.'+ M,'?
X.F'.!W"!A%DCCK@|S1|X76D;^+C2/DH2F_^(AI_4|J7V#EY@+7ESG M*D_
MQ,OLCBAZG0A@93#7N(QCCJ@U%%,GV:-NDAMJO'U0Y1V""N|HE'DG MHM0|
|7>DX5"|S*AP+M.F.P|4|SS7B3F>*^59?OLE&7ZG)1G^-R49_A^)|T_W M?
2I+|Y4TB+WX2.+;U+G,MI^(TM9@MI"N6*YQ&<|QC'=3XD&7S/4^@U\$E=|H
M5|@|H|S?"R7^_2CR#T>?!QPF^Z|CU%|=R*|!#I>|J_FZF#^W M|O.&8!'5@6I4!/5#2;
=BH*=D!|!\$9.#?9\$;'+(+LX&AD!B%W|4'AOZJCPF|!"OR%Y%D&F)UW.3R|RS|_V%J
M|TC5U6#XVLZ?6_CY%,91%J9"49@U|L-MD!MNC^QP5V2&3T)Z>"!2PR.0\$IZ
MY(AT(2EBLI 042|!\$1S2(L1%S9#\$1*V11D9OED9%'Y!&15^3AD5^2QT2213S' M-
8Z#T_&<"ZB|E?YW71;|@X2AA'3KP>TN/- MD!H_ \$GQPY&0,!:Q"1,1F^"+F(001"= &

(RHQ&1&)V4)X8K\$0FCA%#S\$Z<*08E
M+I\$%)&Z4^2<=D/LEO23W3;I/I#Y)4K_DB#)+K'?CS'_NZBYB4N^E44!^E,
MOJJE/@J8C_04&9)2U(A/Z808%%M\$ISH@*M45\$:F3\$)X6A+"T2(2F)2(X+5,(M2BL4
M*J!;^T%M\$W;9'HG;9>-BEMG\PK_:+,,_T3F6?:[T22>:7^RSGV^R%J
M;2_0/'&&C^!L#P1F M^R,@.PS^_7'PRTF#3\YD85).I>"5TR1ZY"P0)^9TB1-
R\JK<%D96_"R,+)=Z&54FB1H.L8W;J;%>MAY0:6L-YM #-S?
2^?,UK!!+Y65@#01]_[UIGB/'U9AA7WQ\JCZX?J=X>CE=-
MX3;U\$NRG;F'TU&B;:DC%R(8"#&^H@5U#*VP;:F#3L U#&TYA2,,I#)GZ\$X;4
M2*0.DD86JME;P6O3SS^ZF;-4WY/LRB\VOE/Y,\$LV?XD[+>/8F2)&S51A
MQ\$Q+V,TMM6,UZ".L97+&V;:E#=#G&Z8#*Z@WOXWSTCSFH%U\+U 2"5M(_T^<
MR2@R=*\$"_1>IT6^1%?HN&H0^BT?>K\$3K!9/A.5B?U@LCH+YDC28+2F"Z9(&
MF"Q9-/7BC5 M/@SCQ==@O.@!5 N>0+V J^=V+9M;F(YS \$MZ6QJU-,2%BWC
M^;@"B*(M\ZE#;9_U2JB\U%!U6<&X:Q 9 :NL3#L\H!!5Q#T
MN^*@[J;HJL:LK6S(:SEE\;0U*ZAD5W]":'7725!6*EE79NV\;C-?5X,HU;V
M&OK/=4#0!O;:1L"!MFVF_HJU-"J+;)T-MN!&\$\>[V/F0(X2)P.QWT>MNO4=H4+?
+1:1>-#681<HJ,%WL VHF4BN\$?MR# MUM1Q!S:L%_79##/Z8^,#@.(0->UA&I+#-
2'N1@_TI?0:Q_EHO2H,R<|+H*. M<0(^QLGW&?!,?(K\A2 MK^!1P)0VV?
\$()ZF_ED=YQC'.<9QGG%8F94YR
MEZ<2YN(R&W;9!WCY\A#|IC_JBGF,+QZYKF(;4ZE=OA!P.LH\;EIP\19GP'4 MU--
!5G^Y0C2UD&N;_2B;FH@">,T(N\$6C=)N&Z2X_QLC@+<9QSM<&+!#"\ZI
MG(#>Y4GW+L?%N_O)9?(I89^!^ZCW"34ES'7Z>T3>B>= IQ>I+[N'B35*\S]
ML_J+IO9R\|D^%%T\Y/UG\1#FY%,:M<|T1HF&Y1LNV+|C'-|SD?8#Q\9#3@(/M>=
(Y;:Z2*&'D).'+#SU'.MF<>YCG-ON\$,T>C" 2#^T\;6D!MJ\(-KZ@_->F\$|21;JA
MO2=F/S1\09\2A?|Q/W%8/I\H32Y_A15W_X1N-Y9>:ZNH,&,UTX1!^IOO\|D0\|M!R;O>
|H|EE\$|T&EJT-R7HMF3T;L'0T_C\57\$2%= _T-1CAA '-/= @A/#;"6Q/M%G6*J%&)7^BW?
Z+??DB_0-I_W?T_0^PBL?>P&-Q90H\PHS\PE-*
MPN7_@60DL#^>/8Q7UIN/7V!S2'4=&2;*/D73*U8MB.-&GG4*&5/5U-C*C5:
MJ#&'&@OP"L;C9:S%)?3@_G9S"CG&'KF\$4_S6B=Y=,G\1\?_U-1S5T5O\4*(W
M#LV#PD,?NP!&LYXC8A@/,Q3\^BSUXC;/D2^RD@F;4;H?V63?/T/P1HK\X6C\4
M\W1C/!\;J12O:B&:>@06S;&/J1+8L@.V)I\$X2=3)Q&/E4*.594,W>;Z!;
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MIY6WR4V^?U53@M8SQ'F9)4D;7!,Z81#^H89Q"\$W0;1V&&8C&V&6=ABF(1>
MHS)L;JK!1J-I6&|"UW&\5AKW('5QANP4K4+G;KC6*&Z@F7J^UAB^AL6F4I8
M:"9AP7A1MVO>+EYF\;M>&<|FW\3G=OF IX*A*C7WJ?MA\A);35W0;>:# M#6:A6&
<>BS7F*5AEGH5.\P)T6)1AN<44++5HPA*+.5ADN00++->BW6H;YED=
MP5SKES"GSX=H\?L(_M)F*&C1<=#&TZUHS5._*R,Y9>PX'K;%YV\@S57);U MT6-
M@?5\;+"ZGR,Z^[MC>7]_+!D0CD4#XK!@0"KF#\S!O(&%:!M8@=D#Z\|Z M:
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+W M%KMT--OEHM&N&-&5V/J\$;4#Y^#VA'+4#-B/I'!\$;5R-.H'E;*_UO5 V
M6A)*GS%*RZ=.O.Q-X"78BY=W;ZZQR68/>F\|RN8FX4CC3%WI#5:1|EBQFA' M-
(^9B,8QOF@8\$XIZ^QC4VB=ABGTFJNWS46E?C@J'.10YS\$2IPR(4.ZX5BAQW M"
(5.+P@%3C>\$R6._\$?+&_DVD?W&2A/=<>3F>I*W!'. E;AM9STM_AZ>F_L'U
MG9,^ICN:H\|L;K'CD;M;?4C/-"U;A 5(R/0-GX>)2,3T7Q^!P4CB\&@7;-
M)CLW(|YOI#K0%+(=MDJ9+D<%3)=KPH9KE*Z6Y_\$4E(=_V7>^Y<=E#S>#'# M
)=@/60-+W-+^%D;<|/L)D>|BREF7/NCTG4XRMS&HL1M(HHF^*)@0@CR)T0C
M;T(2"N*0*U\9@-I#.2&!XYC)..H91Z6\|J4>?5#D88L"3WOD
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E\1HGT_)T02>O'6ULBUWLPLGQ&(<-G/-)\W)JXX=DWQ D^48CT3<9"7\9B\;K1JS?
%'"&;X80 MY;|8B/3?(\$X\Q?# RZ(80\$?D=^(I\$\$(|J=RA3DX0;V\U.^A_UU#EG#Y-9L_
M-T1PG)T8'+)7# HY+P;&?;\$!^)9(&(3!8RTNA7;RW;NH
MO2F5WC^-8Y',2N8ZEY\7,XZL\$ 520TR0%-(7\2&VB VQ1TR("Z)"/1\$9ZH^(
MT'"\$A\4A+"P-H6&3\$1Q>B:#P)B\$@O%WP#U\K^\$7L%GTCSSH^D>^(/A&_\$\$GT
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H"HG/A%UT.W^AI@G?/&%2S&K!*V;G MX!%|102(?9A+'C\$2%JB)<&3O\;C#L9"BK0-
UY0++)-S21\|>!GCRN7ODAAC M5*P1PF/- \$1HW\$, %QPQ\$8YXB .#?
XQT^"7WP0?..CX).0A\$D)V?!*%G0CW< M\$|N\$B8DK\;?\$'8)KXBG\)>EUP27Q)\Z7!-
>\$?SG)X^_E"GP)E^&S M:8^F%K ?&\$<6*!SQ3->&1&@|W MU'A,3,N 6UH17--
JX9PV6QB?UB&,3=|F.*6?;\$!S3\Y""@E;.)#BEZDB1A&< M SO9_HW4\2SC.5D.S""UI?

0| "PMG|Z;OP_,%C\$I4P7/+ \$NX9PW"Q*P1<,MV M@FOV!+AD^| Y.P3C#@4>L"^*
!CBB(PJB@)(XMR,:*X G,%TS&L M> ELB|LOM/(@HAA1?)|HB:-%3#"V4,+1
\$FS(WGS=7IPI|-[U](<&GL,-NGTH M=4 L+4\$08_)D3..J9!A=J<+
(2DN,J!R(X55VL*MRP+ J5|A6><.F.@1#J^,P MN#H3@ZI+,+!Z&OI7+T" _F@WH6W,
(UC5785W|?#I4/4'?2@E|*|3L*-/=#S6- MYT,S^Z&%_4 *2>IT((? ?
^38Q!|2>%MIVFAX&33/!P\$9K#&@B3Y,?K)HB8-F4 HNF I@WU<&L:2Y,FH@TK0?
Zj;+4#=#^"?6TQS!IX.I9 MPU0)FZF_AL=?HGE2;RO|/RUR>1O|/XDC0<2=.:!\$|,I!8MAG
;,*XI3.=:D|!%0 MSOU)QD\$UUX,\$P7AN'(SF9L-@;B7TY|Z" _6_X"3_X|P%(:
MPZ5_L>%2+ZMG|X7;:=2=2IWB%?2_G9P/5@%^:P#7M< H,IC^W&H=|3< AAOI
M0S=Q|;N)"^%-%J0_X2*PFPN?;BZ"NGF1Z>;\$TYVE?0#2)B9W\$P^PB<9Z(fWN
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MSD4T)Q4Y,22,8R_CV,4<2/N9P/T|P'X: MZWTTSWL?D;^)^I*W|K-+68')IR^..W<
SPGTZ@UAAJ#=[+ M\J X|RB/4IFVG
M8=%:4W*2^3C%.\$Z;\$RZ07^0"|2SC.,>%R7E>C,ZG:1|5?9ZY.+^>|"#G:>C/ M/2!T-
&>?8A;S/86YS:=VXDX@9!_'X\$'J'Z8^|;D%N|!#X%" |HZF|D(N:??2@Z M+I-
7R%6:I%=I4J|1%-RPID'@@@O@.X|C+Q=CKO"B_S@GW'D_|>QQ@|HC -|Z2 M=|CWY+?
>&DSA=B"%|0VEKL=QZ|_D^*.F.34-+^JTKNKJ+K=T>T+NZNHA;SZK MAXC ^_K
1|S)I^R;SP|H*)J:RR>Z/2C//Y_DGWT A'"<_&0&_
MLF_ ^H%'YB_GXVP=XRK'QE).AQ!-0VJA|4NH%"Z+YJS&:V*6D55D/;3WQ.S&4SK!)_29
M/QFLYDDZMQ3O%%8_?0_?=PN.W|?@+>?SE//YJ^N6-5-M&C7UX2&?Z/5|'MWB+*?H.
M7_-,FKJ'YMD;7^IJ'^|^JS_TUCXT^QZ4S|4?-,|F&0WM,T\$"J!="#G51JY/7> MB_(0-3S^
|YY|H_?QN,OY/&7|_AKV#V;V+8=O?>B?\$CG_QX=^_ ^QQ6|R2LU|
M*'=U:;Y'>0W;Y|H;P|/Z@_RWGP|AC6_,8OM&HOX?&GX1W&|2;CN,IN|_G;|_%K+8L@)
<8QQ7&<=E M|LM+|>+C,,"XSB'#HZ\$=3C-/CF! XSB#(XRJL/U""VG;N*4W5|(.S?O>
M/X(\$|<_?|_!8|A3\$TKYLN6>DYLGR>U@MB6:&HD|ZA9,4X3C".XXSC*,X
MS#@.,H|I6(R|6,F1N0D|L0O;^2^V|MN;+1&S|W-O|6Z3CHTZ-/M@?
M/6(2V&FLZA0P)XO98MKJ-- MG1G4F,?C+N-9TL7_MG&\$').94!SR5/|!#B
M|*/9>JU\$TY,@VYQ\$&4W,,J=QX1%^>?6'H%N*P44S!>C\$+7;("K)&5
M896L!IWR:>B0MV*Y8B&6*E9BL;('Y7|T*|W(N;KW|\$|PV_1900\$H5F&6R\$3-
_J|?%|!#2FF|Y& MD|EWF&8NH8%,M?B7KP=K2|R7.:V>)>H=&T?/|9PBMMH(<.: \$U-
TF/X_MLX# M/*|B:O^OW-2E5>^|H|Y|HUVR9,F6+|=);G+OO1L7;%S!QH Q'>* #01" (DD
MA)9"|"O\$EY LDE%_22\$(OV?_O|H|(?_ 'S^N|>W?WG#-GSLR<=S0S-TC7><1H
MOV>F|G@5:9=7E79X-VF;=X>V>/=JD_>@-OK,UWJ?Q5KKLTIK?+=HE>|!K?|
MJ7&_BUKF_Y"6^C^K)0%_U5C@5QH-,O|'7HNUSL\$8:U" ^EX5^KC!^*? :^I/^%0S\$LS?
M(H^B03KB0+K',RE,E(=<)RA|@!HR/9T|OS\$R5H1ZZZE<0\$:BX_22'RR%B3D
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M'ZHK|55UIGT,S:|_1:_0->4FOFG6K)>DPMV: ^H.?M?
P&Q%EA7/D&9<1?|=:=4'W>)=7EAV)7E_|,N|K|?P"S_5F09|93QI^_J@'^/=-
M+7!_L(_49PMVK,2.\$>P8RINF_ER3>OAU9T7J5JSJ|3_M4WZK&@NFJZ%@2/6%
(ZHK7*V:HIVJ+CJNJN*+=I7%5^TJ2GX)/@1FNXKB;Z_G M*JWS0+>1!HHQXZJ
>N&YO)|_ \$-%\$|D)9/47>2FCB(?M16%J:4H3DU%:6HH MSE5=<0FH5FU)DVI*NE5=.E-
5I0M56;92Y67;559VO4K+;U5)^16|XHH7P=^!
MV:ZXW(J2,K@_ /K@7?;>@^U0WZ7V/G)/K.MXOQA_#^&,Z=K25NZBYS\$S-L-Y<&J
M*X|6;7FRJLNS5%5>J,J*2E54_*B|LD-EE?TJK9JODJ|Q%55M56'U\$1547U!^ MS8-
V>37/@?>!V2ZOVFR7;Z#*K(<;;- Z+Z!%/C@#-
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(0I;\$*/!2D*6)@C_X6E|EM8 M+| ^%7?)9-
"20140EN6BK/!8=DVG1);DO^J'<%KTFT|)/95H_FYAOQ)|-X&LB7
MVW@E;)7K^(!MI#U"Q55OP_9BQQ;H.I7PS<0_2^2P"^_./35/DLLE%3IL|Y+@I0_Z;(F2_
M*4'3-F5JRJ823=Y4+|M-!-HF*G\$3A=BTET W#MJ\$P&YXCH'P/? %()-=9|: <
M"WP=UKM3;T?4L_G'LO/,O!'XO)' +W6|*NSX#9_F,.9B^ZMR;| M?+|T%VH|_1#|XA4?
+V4#J)!X#"T'T?_#=(TQ.DD7/LDB><)DKZ3)(0G20)/ M1H-40#)PDH|^)+XX25"?7&
<| ^/4\$G/L&".WQ/X&/Z9#,%ARDO#L/T!;0N_ H M=8".YE.TQ3-

2YEDI%GH:A/L|X>EO158&>K%NM^X"";J?^|Y"<|H+L<"7)/8,<^-X\$H(
00R^3/T|2+T|1+U<MP1\DP-|;"S2I1-E;,-+YXF\$)>1=!5>/_5-P"^N)OZQS;:
<9G=+>CM_*2 ME'V7=1|0(/L,Z',TYEX>
@^#'|CF0GX(GK#A22K|>9SZW!6N+X)WP">6.9CA6Z1.=%>C-Y>RQ:\$SD*^1
MDLO^,9N>IVOS+L:UDZ16(TA^HF_SMY|3^A>2TS<8|-ZD
M,WZ+1OX6CG|+Y|Y%0=|Z#<3N;@8ABV.
(\Y#^HMACF6G;BS** '\$DKT7^9N3O1/9^9!^%79^B?#=:|J+|CD#^M#4'T2^Z^-:
F=8|5IS\$ 9^T^,\$V2?L-CPG_,/7|J9LGE1HG*#DXRN?+VM*LK0
M@H|IR)^% 'F48XPP'\$?^&N100OY.9.|'JO5P|C-HOHTPOD|_@KG_D&!Z3._I
M4;SX,%H,7)7U%)?+W|'!.@1/P_Y MH\A?COPUR-
^D1|/#CJ@|H0=C^9=U\$;=R!%0|2'4_CE==Y|'E%)G;95U!-%# M-
|V5Y;B;O|JF_5|&%|_CBY|I#^'9:S|RJ-DR=-03:>U(|:5|&M3|V'\$O|7&/
MEEG68=R!';=K%QZX3K<0&S?S_SFL.,NO3U.24Y30B-P;+!|+;ZBR_UPJO7A
M5+^=;IV.?)JX>
(*X>\$1^Z(NB/*GHR4=|!>5H1\$<'TGO1,0L=M|-4UV(+F|TANGZ20DZ-
#E+!Z<4;|_4:NV9UJ1=TSJTP|Y7V^UG M::O|7&UV&-5&AQ7:X+!)ZQSW:
(WC,:URNJ"53@|HW/DI+7?YDY.Y?J*E;F8M MN0;&T=?/,?0_'HM^<"?
=ZX50|CNZVN.F23KL|*9|SG|:Y1*I|:|)VN*:HTUN M)=K@5J-
U;DU:Z|:AU>Y|6ND^J"3?"TW+=52TUHM-NW0F.F(1CS.:9"?5K@ M^:3F>_Y)|
|P^T5QOLP5S;##6P1AS,%<8|N|FR+V0 O>.)|(^)|5A"-SAY:#-M^TY:|QFL-
5YQ6NF=KG'O?"WS*=,2GUHM|FG6J&^7%OG.T\$+?81_1H,!=VEFP...&?B^H/^I?
Y@>KQK|+Z?YAA/8/D(BG0C=FD M%;S?GP3WIJM?'S)9*_W=M"S 7XL#
(S42E*2%05F:'URD><\$5FA-2K|DAK1H* MZ=&LD)F:&3I/_Z%+-2-LO?
K"|FIZ^\$GUA%|2=|0CZHKXM3HC_Z'.*+,5D5;| MW-B"B^Y|'O\$!:54?;&K7'|%1;
|'&UQMVFYK@K:HY_M44WQ?U=3@IGKMS#F@1Y\$|QW&'\$P%/BC!'Z7P#-
QU5GDE|@O-Y|@|\$>FAD; MH!EQD>J-2U)/?,ZXPO4&5^NCOA:M2>TJ#6A1RT)LI2-
=3!P|"-@-Z|W8LI+*S8>A|,+7#|DW#PZXQS
M2\$@YUE637V"7.SHQX|.=!>UI7NI.3U8C>G1:LA(4EU&IFHS"E2=4:ZJS#I5
M9K:I(JM/Y5ES5):|1*79&U62I*|8|HX*|OX*O>&U68:X5#^/| MNXUY(-
+/&T@S#I"2;X.+K|:46R;C1W3L:,EQU\$-V1ZJRPE034Z\$JG+B59&3 MIO*
<7)7EEJ@TMT8E>2TJSNM14?YL%>:J:|@O?(+|BNO|\$;E%-ZGG**?*KOH M+?
EK|WA^U@'5-"NOX4T="7V0-LT\$W|T4E?UA=-47>"NB@)?
ME16\$JK0@5L4%*2HJS%9A89\$*BBJ57|2HO.(NY1;/4D|)B+)+UBJK=*|R2L|H
MO>P>I97|&+P!ON |65*I%9>I@XOH.X/N(Z2>>Z9#BXQU*+R?AS|F4#=#MQ\$A-
M^625E;J|N-1+A:5!|*BB-4EYIHG++|I3EJ_LL G)EE=T*.EV
MAA)KYRFA;H7BZW8JMNZ\$8NKO5'3|\$XJJ?XWKIXJ,UL0"^YN8UPPYH'0>W"0 M?
FE(6LMUC#1XJ(|E|^:L+\$<7^4TVBN|P4VI#3Y*:0A1\$MQQ76QH|Y9YUG4H(|/\$
K9T0I/JL*486S(|)RFQW45Q:9Z*,0|0
M3'NXHMOC%=6>|LB./\$5TE"N|HT&AG5T*Z1Q2<.<2!79M5D#74?EW791OUZ/R MZ?
I?KA_)K|L_PZR1F",2*O_@WR M|/#|DC_Y;9.I_6&|IOY5IQK^
61Y|5AC/ASJQ@'YAC/(\$)BKP.:KATF32'USU0 MHWKL*N7S+&Q.P#_APW;RG^TLG|DF>
<_VD|?L4'G.C@6I|AC.DVFX7.|#37(; M|I/K| *YS%DCYSG|Y31|3H|/#WY?
#|'|/@/3G._EL.0V8Y@QN1?|R@Y^/4PTKK M.I11VWDH;2N(Q>7X)M2L"UZ,?
P36|W&ILAMU\$6NHYYR&0V0|VB\$G\$83Y#B: M*8?18MF/U6GJ6)>FC UKTAB"1^&
|HQ#*40FL@)3-I) KJ#9&L'">./T#BLX-!=D>: M==C#AKS#@)Y.Y6X?
9WU4((2\$/D(P>|;?^X>>HD0 9 M:U*,C; MUL5O1ZC0(|NEPW#NPP_B>\$CR=1_2&?
S;LA9EWR|K7J_5Z)R'CNE' MB4/<5@0M33TI10*_4_B?
ZG0X@VYX.LFT#=#AQ#CO.X8_S^.,|_K@9.VY.(!DA M*;K
0""A&QB/BZ>"SR/X|.3^'##%Q#MY_T^? K)T'K<|E6GB,MHB^)|O248&|Z M>2GJ901?D-
QPH3W|7!/K4.Z^!O= #NZA7NXE0;^!|/U^N/8#U,ME|+A,8G"9 M0>HCP>HCP?
^";ZVSL&@>^99^@)TEMU&#*(KZ@|TWX7^ M>VO|@*Y=A_*P#
<;>G\$)*G8|722=;N,|3G.W, @??, M#8#V|Q-|'|MIMR#E+F-'I,D3(TZ>9V&_3IQ|3J%?
1W! MK|A\$WM)L8PZ&F=A6C;EC*&-
)OL3JOXB/CTB2/R%)^92V^AF=SV<\$|>P6RUU(56Y"|2W^ 8|X"V_TM#?
C7L/J78,LOX(OGN/L
M\$GYFT_M3V|R'<0;&E>_80(^!M8|XS4/O*1B6'(^N+*JZ%!WUR.|@'/KT2PT1 M?
O,IRQAA,DYHKB5\$#5:|2S^&_3X)|WZ".GF,AOPHOGB8;US!A@>I*6/.XWLV
M&&LP|KK&AB^&F8.83-E>K7^&+%Y2"GCQT5""_43|2)TUD!DUEB'+,1_XH

MI/IE>/_/:D^)+[D#](MS4/KX^@8SDZUB!W
M"W+WZ"PQ>IHZ.CHE3%Z*A&1Q,Z.M1AXY9.J&Y.HX=UV/'\$>KED+81&0>T
MGT_VJO=>&)X@|MN|Q6V%JX 6.+WPL,-3|*@'<:|Q|^UFGX<|AVRLZ)LGE2 MKB#*%
(.->/3D4992/%Z#GB;T=*GEU8ZBYJ8IU5V8UIAMTK+)VW5TDD'M7CR M:8U-
OJ21*0IKT=07M=#^?2UP^%H+',V,:X,Q!-/3<.EJ%\$./N(779X+(K>CR
MKW.STQY|5VV;XJU-TT*UWCY>:QS2M;GFNVS07)>|FN-R0K-=+VK(|:H&75_43+>_::
|60.F;_%"!,- M0_X##"|7P5F&NV.D1/OI8G>0\$FSTF*K5KNX:=_734K<(C;DE:L0|4PM-
!9IO M*M<|4ZWFFEHT;.K2D\$>_!CWF.*;F 8|UFB&YTIU>1|3=*|;U>/UD+|JGE.7
MI_OJ|&KT|=L08)GT\UE?HGL;@9G*!KOXYA9F>OT%U^2U4I_|*M?MO55O
M8;4&WJSFP.^I*>AGX!TU!G|S-_|@*?1=AE??GH,H
CU!B6H)RA=W<%YZ@PN44=PM=I'FM0:TJF6D'XUA&&E9.CPCD;\$|>D)ZPUW5'>ZMCG
0M47\$J#4B654?-5E7TF"JCUZLB9I_*8L^H-/8>E<0!?!ZBDO@O@)G75ACS0'>C
M|SQ#_V5<'^PC51PC;\$'AL_F8,<|.B(<59+C(>:8@+4\$!.ANMAXU<2FJ3HV
M5U6Q);J,JU9%7)/*XKM5&C|+)|0DC*DY8HZ+\$|2I(|J7|I+N4E_PC|!KX#)|@M MR
=7*/;=Z+)|CG|HK6T?#J|7A4F=Z@|@94#YJ0N4F|H2.6D|E9UV0EGI=R@S_8?*
MR/@_|*DR;|R|9V0&E'_172>(>T|_|@??#3;|Y?#||^=CQP!V=&)'?<845::Z
MJBS52R6I02I*C51!6H+RT|*4EY.KW/12Y.37*CNC35D9,Y29.4|9F>-*S|JN
MM.SC2LV^I.24ZVTG&;EYDY7 M2NX<)>5B7F7Z_X_(N**WA4L06O;|*"_1&GYT4K-
3U)*0::2"PJ4 M5%BAQ.)&)|11U*|YH2"%2Q130%G1)4<457*K(DL>5D3IR^!/?
O#9S#O2;=2=Z MSJ'O&+KW3X<"|9+KSZ#O.)^T9(!Y).U=P7Z*,312R&-
@0INC%!04|P"F|(5T)00OZ9*^38WRZ>Y5|H- M|^75LEJ>+?ODT7*33"V7Y=;ZO-
Q;_LYKLSR:K3B/|V^897TVLT%/UQKK4,#<M>
<0"|C1B2QE^R<&6).HHLMM.@9U.|NTTR:235|Z=(?+JC)9G9|A.K-|J4Q=
M|7+OZI9;UQRY=J^02_?EF/W?7+H?IKKVW+J^E+.G68+;IQE/9=WWR*H
M;|1D%51|)# R-TB87TA|XK!#|TO%-+/:\$|'V?@:DR|;O(K=|#^,MU(%PN-W%R
M'DB7TT"A'=J9#_0H6D#@YHRL\$23!|;):@|^6!L|(\$X|<#K9NZ58T|.GR>.P+^QR1!
>2RPD|M)|G/=|>4 M^=Z:/|(|D^89 TLRH).?5VZ=6)Q'9O,?ZH//*_4Z5-)'Z;W
'<#>66P|>VD@%;H1S;|@%(-;K(|+K(*9K/V!0@DVL,5OF8+9OY?8. M3-D)GP
E;=M#G|27.H"J)W--=Z6-2CHWX_^S;LA|_NA_-;UJ1@QWZ2C0.1 M@#HYP&!|H-
::Z>PGV/9C_+X;;M1(|R|WP5?6M:B&.>Q;\$;G,N0/'Z1|.D0< M4G5TKTH"8>"MN^'+Z
MGFTD"@B^~T'P2|Y?=SUI5:C>R'EFT&Y&M%7C*Z46Z5P='DAW_D.R>XN8|X%
M&'.AEVUS(08095D?8LR+7#7F1*9(C^*3QTC,?T@R^B,2TQ_13IXD|A^DDWF2
MP'X21S|%(W_R*3|(|"X3B7QK%GP/H;J&,I>A,0U|\$^KSN0_W;JNV.9<)|O;C M/&7#-
MQ;'.4\$.A+^*37Q\$CO|6.5TA_||=^CUU|@?:R!|(|E=Q|*L(?Y4? MO/H7S:+
<;>@NOYLV|_#|(|.7S1J?3Q!DLU^|'>2&O MR?K,FK>)|U->
(D0^HEPD)Q/Y)SS(UCUOV#=_|P#V'2?^=;,\$^>1OFZ;_WC6-@_P|?J+;|= @&&>"&.M1
MC#-)|B_2U:M'1COP^9_!GA<@=|\$_P|CV2C08|>|L+!W8(!OPPC?A-_|3;|
M.L'S)RKMC_S|_|TYCZ,M2T\$>_!Y\$%GFA+Z2%_I'^54B^G(H0SGR M&_46//EO|L//G!-
+3 M>H'J?\$/6DY+LI@.Y8MD!|CW+>:#W8_F|EI-C MK4|T-DZR-<|N'"_#1_QQR\$"_J|
M|8P2D)"%CA+DUU"J%LK0C>Q^9_^A
M83|R1Y&_/'EKX>M;=0>,_W;8|FW4R07NG.=7-^&=LWC4V\$%EG"9ST@9C5|77
MMOF7-VWA_8*EN4VC3.Z4Q1|=D>A)QF>Y2"M%?JTN8L>M^,|"17*S|G4.OGTC
M=IS%CM/88:QZN('.'KJY C?/(2\$@WAL/S6Y#V|?N_|'P+|LTXI&4WM;UJG0
MJY;NR!E_>:(O&%VQE",-7F4H0S)M;2_9G1THJ;|/;/0,1>MH^@81^YZ6LI.
M|>#3K5BW!>LWX<4-^JUE)F^=K#.+\$WC;'OT;.S^AFWV\$Z_T.UBGI6S657|M1
M)A_TA5'#|>C)0\$;<.:C=BQ@?A8IY5:PYU5%HM.X)V+
M6DJ'NIC;'.;%C1+UQBSG!'Y/M_J_-HX9W&|D-/Z|;0D|AVE+|C@\$Q\$N|^VM*X+R)*
(GDU(68'^Y5F/'2NQ8H0|T|*)G4\$N(CS%>C?"_A?AB/MZ:2XW-T0-\$
M|4^)|H#9!B>9O|&+=*<_#+\$>@W4|:9@MUQ^1?GW/ MF(-)8XA/LYX!LH=4:.-
#WJH0TBY|_M_#7D-N)LUTIU_*4QHCA--Z6JYV2C
M+E.1.CTJU>Y1KS:/=K5Z|*K9<|::/;?4X+E.|5Y|5>MU2C7>=ZG: ^PE5^?Q) M5;Z?
?,W^\$&2=9B_0|U@F'V(-?MO%^79\$T/%U!|@P%VZO5V5;>WESJ|@|3F
M\$Z56GT0U^V2HR3=|/;ZEJO>M5IU?LVK|NE7M-TM5_@M5X;|*Y0\$|519X@TH"
M+ZDXZ#\$5!;?U!1<&?J#C8_VND(+>":.^>B>'U>E+1O87\$ /QV929|_Y|_3.
MH&XZ@AS5'&!28Z"?Z@/#5!L8JYJ|%%4%9:DRJ%_5P14J#ZY7:7"|2D)FJ#AT
MGHI"OU40MDWY)&-YX1>5&_Z(/9RTL&%V#\$+.|J)D^;(|:H-@_M";>^KDK;=:1?
BTE%9S+9_U9^(#4L#|>3N71+BJ)|E!1M+|*HL.4'QVKW.AD
MY<1D*3NF4%FOEGR"TA+2E9:8|H3\$.J4DU2LYJ5-)R;4F#RJ^)^3UBDLYJ-C4 M|XI)?</p></div>

5#1:2^ORLFS6Q!;*I9=^|<^@|UF#;"P0|6F6<18(M@|C1C1U-Q\$H% M=9:?:
DV9*.Y*3_%2:DJ 4E+"E902A345"6DYB@AK43Q:;6*2V133/J HC.6
M*2ICK2(S|RLB|YS"LBXK-.LY|#=>FQ4.(C+-NH3OSS98_QRZIPUZ8JQ#X;JH
MV3B+!+|%YPW864:YN9.4FJFBY(R/920Z:XS%#%9D8K)BM)T5F9BLHN5&1V
ME2)R6A0.20|+G: 0W-4*SMNKH+P;%9CW@ +R?P|>4V"^F7M6W\$9Y3Z/_-Q^
M%RGX1NC9.-<%V-*/>W85X>?2HB1+'R26."HF#PW1>5Y*S(-2!'YD0K/CU=8 M?
KI"" (54E"AX.(F!19.5T#17/D7K9!OT6|Y%)^1=_%|BIY|KS#ZZ^Y9^8S M<@C|?
P+|!TDW=| #OU||@'KG.@Q|U<:|5G|3PG4)L3<53%5|JH!2#P67 M^BFH-%2!H3\$**\$V1?
UF.?,M*Y5-6+^_R+GF5SY9GQ7)Y5.R0J>*4W"ONE5OE
M3|;O/Z*>V:9RLTZ1WF/&W0,BKP-7K|&2K1XEG40S01>VB2V56!++M0Q&5NB
MZJ6@&D?Y5;O+H|WC5!|JJE&=-@CQ|D"13+4UX..=0| 5|C|2=RJB5S!&?
1<11|>V=;SZ1=.9=XG&/=B|.%/7785HPM
MF7POOA/NAPB|V8/N37|@5"YML3(I255SBUYL)U)2>2\$WN2=2D'AI0
M#QU.3Z/5D=/G|WHM@&OVP/U|R)"Z(2;=9&|=9'%=Y'/H/X#N;8NAXTL9(Z#I
M<|E.YWW#*+'(9YG8%X>H\$'SDP_?=L,MQMH,FSR;Q&6*0'V)@&V* &V* &6+@
M&Z+C'2*0APCN(;X|",<;A+C/@M#-@D3-? G -0>P8<"LH^C9@|H-?&WU*NIA M-
5_CV@9-KN1>|G+X-Y^'8YIJ?+&Z
MSCK9N1IGKC(V^QPCX""5*R"IX^ ^@| \$M@MIS'LG4S/JN*F=OI\$S"W&93MI YV M23%
<X\$'<-HK\$%|/ =)|+A.)MG!CIW8L1,|=F+'+A*Q7=3)+@:1771N.VG<
M.PGX':NM#R#>3EQN(W/>2B:|!4.SQ:P=VZS3-(OW4&50T?8#U 'ADP-%CP-!
MP.,P^H&,-2C7@V/7P@Z0?!XC|3N&'<>QXSC)X0U&4D92<-Q<9S8/#YF?1#0
M,6+B>N+RZ"O((ZL_8K;L!5J.WF%T=1VE/SL..S@A)9R4@D^AGRITG%B#PLA
M+'0|WX\$Q-W+!+%_9@1^DV\$N*+Q.?MV'&)V+A\$G5RBP|T=7|Q.A=Z.X1?O!?!#^
MVV!5MWZAE91O'F6;CMXZ=!6@)Q\$| (W,F MYD8>)%;O4#TF/TE8>)39^0'S^@\$'@,1K
#ZC\$1Q^Z&._C^N_!1"= />A MNQ&|1;?2%UY"O^TL6OM|;3HNV^9;N8D'K?
A"=O|Q).RGE\$R,1_R|G6LUI? M@BC|BF3P5|3&KQD ?T, '_#(-X&5||=M|
#|X^<|:.\$<,HKN\$Z-NS6E^QS848ZT(LSY#!CO?PQ_LDR^C\$?D|;?4#
M.K|V/B8L|WV&K|^.<|V#2|_*M MB7-
(C7D(8R_(CVUS\$A|_V#,Q1AG@AC/A4W2O^&87Z@2'4W(-O:B#"|!&-D+ MD;M\$?
|4|&V4|G'FK|=DHAW'#2?V18/T#P?,*CGP9-OL;?FFRC&@WV";| #C5| #(-MEV!@+|
RG|..9^'|X,E/@U#_@G!_"1:GN#=XUCY WUI6?
OOL&W^PUA_AF/^4CG(+|7^J2UXL,>9 |@>QC9"Y"|&-DK M*
,)0|;Z"^4W<|M|R_&EJ^7;\$WK M<>+SBFT-QKT*I0SQZ,A ?@\$;NH*
(JZ<,KU\$UC9|N_YBBV6NSKK4ZEE;\$|QJZWKNP!>W\$!..62OU&;^;<2"=?QR
M#;Y8C1=7TJ#B;#EZ+T6?
YI*DW>B|/#3ERW2U=TZQ=KTW\$AK<*.%=BQG/:RC#N+L6H4"2-X;B\$EFT^4
MSM,;FDM+,YZ\$;:SX,JZ_I'O_=\$=W9| ^E*
|N|ZCF'G!|8A|1D|G>OJ(T""T+\$3^.#W))FH0V;BR0\$B9P;U MT4=|&+.;W2-J MG?
1KM4SY4"U3S=_@1|8<3"1#6 R| %QSA|6|N;?8G|< O2UTG:>\$T%|V=|*&A M20&:-3E"
U/B-6-*FGJGYFCZU")U3ZM0U|0Z=4QK5;M|CUKM|!7BL%|!-#BO5
MX+A=|8|'5.=TFVJJ=OE 5:YF"ZK!HW3E=RJS25!+2YI;G;)59-KL1H<*U70
MVJ!;UP|5N/6KVfV>*MV6|JQM|KXF-9A56|*4:TI6C6F)%5Y
M9*C2(T|5'J4JZA1J6>+2CRGJIAS6(5>2U3@M4EYWH>4ZWVS5+;/'|KR M_ ;NR?
2KS#E>)3YR*?5)4Y).M M|Y?M6*L^W4;E^7" MT@+/*37PLE*"?
@'>5TJP6:E!5MOKK,5!|PUPV@/%U-8 ||>PXXY:=8U(.W\$ M25V85!|H|.(DPH#?)4?
\$*+*#7^7Z|!5'VZVX"|!*?0ZJQT@_JU98SV)=
M!449,2A"#OE5.K0H2:K&C|P>^6&NBDKU\$N9H0%*#PU76FBL4L-2E!*6K>3P
M(B6%5RLQHE4)\$7V*BYROV,A5BHG;K:BH,XJ,OD|1T4K(N:OBHSYFO=F10\$C
MW3N+_B/PV=VDGQNKBO5>+^3>+#[KPL9&8J2">,V/G;R,*!>E1GHH.=)7B9\$A
M2HB,4GO4HN*B,A0;7:"8F I%QS0I*G:Z(F/G*B)NA<+B=BHT_I1"XN|14,)/
MP%L*3OA2(0EFC.&4>;3Z#P\$%=@)S||@K\$/A|0)LZ<>.#NJHCE@H\$?
%Q|DK+LY;7&|BHZ+4%1|G"+C4Q61D*OPA#*%)38H-+%;(4FS%01!"DS>
MKH#D\$_) +N4N^*4^!-WCIA?Q3S H M^#_ \$^@|"*?>T4(|&NM0C#|58TM?M7\$6
MB51;0JY'S&01(XEITQ2=[*J(9\$^%)_LK+"54H2DQ"DE)5G|JMH)2BQ685BO_MM
|YI0_*-WV)?#*VRBOCN#PS|H1_YH_ G^69^3GWS!;<-J)_J.^'BFR#XZ^!
M6R^!6|A|9N.'2VDHM7XJ0B?9% W<;F3%9;IK.!,DX(R?120&23_S\$CY927(M-
RM# /MF%|LZNEE=VFSQS9LHC9TRFW,URS|U>;KF7Y)KW./BC7'_X3V9(|@1 M/=>C?
R_T=,MTVSH4>/YLWO=POQF?5/*=?&Q-Q6?1^"2XT\$&^6|RR?>4=|Z_MQ

K"Y%D0*X^"5)D*|N1>6"&WPF:Y%LT B^0,:70J.B3'XEME7_P(^*TLZE\$5P_\$'>=V%+
WXIY309^"J1.HN@?OPK)|NS MW%FF,I/Q>"7 M8/SBW0C_KW>09^^70DAQL M2<3:
<.SQPS3[23[Z ZP3VS,8@&9D 8)X1K-U8<^,,>NB MBKX;I%
[X5>_3!#SLRZ;I%U+|"&B74HH'|<'_"^;"GMD<_B\$1\$"5?3F MNZ[890^T@"1G 0G&?%?
CCPLT9A|CD2-@@)F'+^;1B.92'W-QW%QCD<|&&AND M>AA"-LLN&WP!
<\$GEE|<=/65=9U*\$N=-2B@D|K?2%D Q2-LF17+UX[X|L +|%.|9@QQ;|
ML04|MF#"%GCN%:@:9S0Q^F^L|P;0)AV|:93T?90.9|WHRZ74PFK5F;3/.I(6" MCA R
|#R%L*WS'@FSWYB-/@#=#V|OK#VA&"3M=.PV7#+RP LTA@^
6101NP2=@^AH1V|E\$?J" MZZ58Z'G 481F|7.J01DWN&_AB9 X:E#MM
M5W&|'@NIH.Z.\$I/0A8N,AZN0*|%#^.(A*O!!"O(@?=6#
MOP4?:AYE|3E%5X'>?/0E\$#*!%RG_)6G*G3;Y|HGF6AZRD:|')V|.++^@7AB
M/L18L_&T/<0).WY!TOX<_SQ.<+ # 00T@A>H%*?1_CS^.+Y/ZL/W0T7Z!7|?
1>_#OYZI
MM|C#>SX"W:|I|\$ZSOC|CQ>SCF*S#KERU|42|AGH=@F<_R|QW+W(>Q^N4I
MVQR\$|23?>_X_-GRFJ93)37^'5|T+UWT+7|RN|.27(|M:OU\$|Y9BN%|'C>>SX
M!;SNY_#+9|CHCQ8QCIDS#4)^!6C|2'R58K_+N(20|:-DI9)W_-9@&|A M.7^-#<8<
W5LK7I3W+6|^2)KF#TQ(C'?F%R*|SLXUZ# #L>P8ZKU,L5#2-|M_:(7(WL%S'8#6G?
09*Z#NY^F*=U.DWI(%PB MO'O-',3/B(LGY8XN/WP6CHY\$Y&=1NT4TQ2ID-
R"Y#=#DJE*4?^4.49S|RQZB! M%/N4:PZ3*.YCH@X2#09)|H8,-9?
&\$|=DC6Y4POVT+=:%Y7 M9&=9@W\$7OKC=<@Y&%#J2D9|
R8KIKJJ0WX#|5N1W(7|&W>8@|NXS(7(D% MFY&_CYHY0;=^D7=7L.PE:NL?
_|\$&8|7.EOF?7|F:G='D'|U0Q?PQ5GBX@1M MY'IX_V'JY""|?
Y|RL+|8NZB7':HC"EO0T8F./G0.HE,^I9H#?|66G:E'-8R M?+&\$4BVF1D=I*2-
\$^R)T&Q@!QC%#|/4&WG@%RSS3KT5!&UWN#94AP0J>)|OBC M)UR;:"
<;X/UKL6,U|:)*)%7B^3LMIMNP8PEVC%\$O(3'0N|.MZP,V4?DGM)L
MRPZBQS1+KQ+-GUB>
C5@P|,,X_2O=+_+4',+UU.|X(|#"&4(I2QIER\$%/\$7HJT%.+GF;T=&+!#|0;
(WN45ZO5BY0>/-EM6<5S11W4 M1SO1;^R^F"/O*V/0|MH+'LD%3I"6K87>
|9BRUK|.BX'RN:&/F|J.PCID90G M 3UIZ,E|3Q&EKZ"5U**K|3W=6#(3V?.)%L-
#QJZ=0T3/>=43V75\$?"U|12V| M7:VLNP\$?"6+88;@_SU!|/-*Z|V8;|JPE+5J&7Q8Q#
Y/<4*G"7V^Z I|2Q1Z M\$M&33NO(05<1NBK058^N-
M79|K6;EC5DQ:K:M)Z54S>K_+)9U4ZY3Z53/FLMBJ>^J6+
|SX#9@N^C|W:&MC.D@8?|+EYOC*+|=/\$C^&?8D|S.=;*Z'%S4-M5#
MS5|U# @M5/73HE4W+5\$U|NFJML|5E4.)*ARJ5.|0I%+'+I4XSE*1TR(5JU1 MOO-
>Y3F?48|S004KVG*M\$KW\$E>.U0G/<)Q7K?H1B?)Q7MQ?% M^'ZA6%^S8GW@_N@|"
|_0|JQFU1X(|=QWB_N'8-B%0%?2CRFZH<;U=E>GDH
MP|M:=XA2O6.5K)WHI)|.I3HDZ|\$WW+%^S8JSJ|L7ZS%>V_3%'^VQ1!4A8> M<(?"
IY0:..|K"@|3.&|9@MNH|RC"VU|@4D-4NL2|3GP_<'&/(|L:;|.Z|R MR@^U4WJ
DY+|W97H|ZT\$T#%^8B@KQ4T1("A6>&B2PD(S%1I6 MD)"P&@6'MRDP8J8"
(D;E'|E10I%'Y!-YF|RC?B"OJ-|S_5@^46;Y@O/H.H|^ M_7#9K;2>J|B7L_A7B^?M6!C-
;XJ3H?O\$").L9,5%>FL|B30B-|%.P9I*#(M"5&QBLP*ET!4?GRCZZ4;TR+?
&)FR#MVD;QBU|LSH|XFZ5*>X1N<7|3J;X MCWAOMN
FRGP|O'ZO00.;>M0X/JSL:4'.YJIGRKJH 8R:|NXJF;|1'|<6Y M*2#.4_YQ_O*-"Y-/(R|^=
K/E>>">6@21Z)O3(E+I;TEIP4*|)-LE^8J< MDU_B^@'OR=J2&,>:
LX'1N1MJN*G5N@|%^#|U(%R_"ZK6R.>5V%E?:7ADQA| M\$H(^5;XI+O).-LDKQ4>>*
<'R2(F2*251|JE9B12_I<.:6ODF/Z M/CEDW*1I&9?!<^
|V:=-)8=TLTY1_D.DW30A|AO@T^/P_(6=M EH22=V->"7
MY9|G)+)OLJ%TVN8E"18G"1HB.KH@%7 M\$;A5='955&5!;P:
&/6|AM6D1%40HHJR58JR!HKR" KS#IL|\$="|^9AZSJ4 M;C0*Z|O&_EI)^N"??
B<,OH=25#_.X43S'EJF:U,* U@SG;O:2FAA)F-A%08W|8*%!!;MB3SG0CL|:=
ONK*"9LF|Y+|I,+HC/(|^"+'GS1C2^Z
M|46WT<'2X7;3X+HQO!M|76NM&RLZ(7\$=D+)|VN'|I-K29M0_=6|=LZU"@I/-!
M+Z|;%^#|J=C3|PBZL#8AX,H9WPT90X)SAQXY3)QFQ|,1M?#^E^NR9E\$%|_MTKD-
4A^#.&V00LQ: #X+P2XO:*(+WYT"-('DX"|=4W*&';,8<X&N78?2O8F^&12 9!#&/>+
Q""8 M G0MUAO '^OPQSKL6(<=ZXB-=0SXZQC|UQ\$7:RNL&P"-;(:V^C/:R_PQ3-
4|#,PF6<>|^G'LI-M1SGSN95PR;L,9->)N9?OSH-,L7YJ8V8/7W-
G,@OOC,78NR1,=:\$O(8_7J?_M^@O|YQO\$YYNTD;=H>&|1^#,ZD.8SP?&K4'3%Z_?
*U&_@N2^I6L_#9)|%CF MOR9C6LM!+|*KGL473|/MGE*2'H=//:H2786=/8@=E|'C

5C7_3"^>V&=|S M/I*.2IAQ\$79!*YW)!>KD/WJ)KYUA@ Z!>LZW! ".,LTB--2!_
M^8|YB,GH:&(3 M:S|NM9R#X:>S"D-2'/+38-!Y.H(#JD*^0W(GZ7+|*+4,Y
A/SYVH8 ML#6 M %N H>AQ3CR3\$KX;LK|+|E|(N)|1?&J;^&?F,-
R..VIGB7K2LZ@R^.\$Q>' M:2,'%\$
Y(M"1@/WIVHH=FI% C(W&ZGO:R#KZ|!A:|BEA=@1WCQ,G/\$WB!KN3QJ=
(#X/9)UFEGZ_R',3PXH.-|GBC M)XBR1*\$C
>GIV)|+:8LU!M|>@=\$O@GDOP(YY^&.N9B-|!&N,E2';B9BCW#5. M_3)/OZH|-\$
MF7S1\$X*>*'0DHB,=3;D:A/?/PHX!U1(5S7BB"ST#R)^'14N)W(UJPY,M1\$ZS
MY6279XBD=ZG%?UM.8S;P*\$/^W;|6(|!NX'J+GX|:=%Z;|DG51JCOYA/? [+ M UW^Z
E%3S1Z\$M&3CL9<|!01G15\$1AVZ6M\$S'=E#O!O!LC5\$|&ZBYQ3?N\$OE
M1'P9/4P9O4^IK*<1?9^4XR*ISVF&N,-AUF6@&^A:5QCI'"Z9X|"8:N> 'IWO-MYX6N
+2\$4:88RI-\$-*2C*Q==Q>BJ1%<#NCJ0W8^.^=Q=H4+JHX#HRK>TK!^
M/I#2/P)F""X-9TB\$1|X02QV K<81;=Q;'&3|\$15,?-+M8J?6:4YJG.2./F|T M!:
(MG#+%H"M)I789*K;+4|&D4A5,JE'^Y!;E3IZNG"G#RB+QRI BZ1>E3CRIM MZFU*F?:
(DJ>|K&3|Y7L8+;@3H:T&Q.EHAG\$(\$/1H:6%7&D7:1C0_#|7NJH
M#9_4NTU1A9.S2NU-*IKFHP+|(7:1RC7(58Y#LG*;\$2G# B^D^GT0XRK6>Q
MKL|@MS76@"18UX!T&>DZ|55%G|2;IBG'U459+AI*(;KR37
M5"6ZYBC!M41Q;K6*=6M7M-M,1;F/*M)JH)-AQ5FNE4AIH<5;'I9(1|_!&:% M@EO0?
R++^CR<;7#|5R7|'N-6M ZJF;,E+\$?.HFW<-!R28W)9H|%6_R5YPI
M5#&F;\$6;\$A7ED:E(CT)%>%0IW+-5H9|'|O%:I'"O=0KT.BA_|POR|XB7^|]? MR=?
G'+S,7,|H^X^C>9^P%*B+=!&.D@,-PVU|L:*5N:HB3\$M*A;.(UQ6^J
M8KU<%5E4J27C|*|
A7F%:%0|SB%>*0:8Y05NRK7N1|H#G|U\$VK>RS/8|&M*>'BA;F8#|/!/?KY*<
_%\$3+/R!9?@'9|@TLE0^DT"NH M1YY!<^41O\$JFX+UR#|E|;B&7Y1KR"B?
UV0)X\$RA=3_2KDKK.I1QJ.HB7@|B M4Q>?
-6)C!7%20+QF\$"/OU\$UX^#0%AKC(+|@DGV?>8<\$@4AYA23(.S13'F'%
M,H75RA3>);?P8;E&C,N%)-TY|HR<(N^78^3/P-N|_E+.\$6;+N33&?J2=|CU
M<.OE8&'MM^>Q-N"C\$FCP@OF2(#0+C<(^/D M%I4FU^@"N417RSFF74XQ@W*,72;
|V|V:%GM24V+OU>38GW)|\$WS*/<;R2NM^ MI.U0@'7&|RC7.0Z|Q
MOG*)#Y\$S3G)*2)%C0|H\$LRLU+;%54Y)F:G+28MDE;962&(F2&!63&*&3R!;2
M/J%RR25JK?N1MI+RKH%3+P%SC;TXT/8V|*K#OE)LR8(Z)A13#_C\$#Y_V|> M!!
|+YVT?'GOV?009LF1)))*G0BAD25&D\$)5DKY 6::=|ETI\$2:72HM*^J4A*
MDK31(BJ*9+G_QX6^N:|;W^_S/_3WO|_V9SV=:S.\$ZSSGGG)GSF&MF+E%|
M+B*@)T!XAXH0GJ&2A%M/CG#IJ1(.|6W"/@R.- Q&'\$8M7(DZX.TZH-CZ2..
MU4>@/|@S|;|!7R.|Z>@RR_*3(|/>O7L?RASD&>#YDT&7G?!S&^AB"LJH!PJM
M!IO)PR82L(F0"1?A->8GG\$;"A,T(|@X<1!A\$C=&(C.(T1',@8CFV,7S0&|S<&
ML38&,30&;3("83!"|&^\$B&T\$=!C|Z'H5G4C=B^O5O0|E&'DZLB?4'X^?CP(|
M&N\$ \$DT%7);2/-PF O_AM^8DG*/XT%"85"Q%D3'A66)@M41'MD2GMH1#6P)I
MB_ '((<>)T=)A4|'9!E#&2VZ,"V<%Q; M# #JV4-86C6L|'08%U|19#3(%
|C|6T=J8YR#WT&\$TH^N3)0DS>O:AP&2S0(.|M |\$._|GH8LA=!D""15A)TGH(P3;|*!JQ
W!CROX|D1,|A-A"VI/BC-LX8Q) MV|F#B3/:POD^X0REG2#*\$129VEA.;X'.7,\$|W>
#@X,L@*RXWKVH83,Z|X3 MUGT,JH6?F4(G792KP)0RT%,\$U>&%O1"X=. =IL,543.|>
K_WI\$RA|J3 %E/0 M>::@/:;Z_|@T60|U!|DWA/\$;A((HP?(F/NWKC-!2R%
|X7R,CS!5\$+)7.-0, M0S/C9P9070UZ#01&%(@G0VY5 |NR; 9F47M28\$>@=
C\$'H\$H\$T",*@'P!;^ MZ\$#^: |_.+A_0/>%KS/0/_U
)*>#&|I^|=J+\$@_J%T/M0X';^B)/!|Z#;+0 M;8 LCS)1N!-?%.3|RM\$|?T?VY
@\$HA'@_'!0(QR^\$8|)+1QD)!Q^\$8Y.%(8^ M&@8#A@\$V/QF#\$\$CM/!#5N?
5=|Z+\$0K7PQ5_3V0/#B-T2C,LPF38"RD'X6PR9 M#YE0F0HRE_?
*R^B9"D315Y8)|HP7JXILT'THE%H I8R^) D.B,A|,?IG?"T<
MH9U\$+^M>)IH"=W%^T|ZG|?9V\$?N.I|#FVQ&?|D" M/;:-
|:|@3;90FT1A" ^HPV&;59MW'<2OP_ W-!,9E-+99 Y 3*L-F#HPG.4 MT6026R'_U_I*
|SMAJ;60?83U/\$|7-W/(H613+1-%O7110A&%OPS&P-M-FR1 M#2?+1L6RT!Z';@'WB?
BB;BZ0:PUYPR%+%01# K+X>N|!^74G|*^S.,<(AS=R
M>M|/0NT3^>L>5>A1"#T*\$8Q=1J!R&>/F9=CB,AK^,BIU&<#"T0-|1R+_XY(
MZ_XFCU3/72A=:R^_H"<|'GVKS66R^3W>@C3.1SR^ZS,K_M3GT&/2O39*DSZ M+^"?
U>@C+|'9JM_59B_JNC|0*A,W0M"W4E*?
1.%.@^C!UYL2EH1M7|'\$P=.ND',+MWZ"BU8&1OP0A?PWE>HA&KT\$#/P" ?
@|V7DO= _M?0N66GDYV|,'H_<|G+|S.VD#IVDADI"G"%E#P(H,|7P+/-N&O "SJ 33> JF

M4P8]2L&Z2J#-'W"J>|I#C+ICH;7":F^!W5^%\$ER'E\$AJF@%2R|=TR3I5(YO:
M@Y%*T^'W-UGYP\$Q%R7/PB')PNO+P_B+PW%M@\$1?I9JZ377?"3JYZRWZ;:#8
MLQBP\KMN6(A"S1>CCJ00E)O1I/OA2B?@4K?AKO5=<@_TK'I\I;4'H\U'-K4&
M09U#N=U/58AR)*\$G\$&0H4%.@T_E@2D=-I/)@1Z'88\I|*E#X'49X)?I8(I MP;?
3H,=>#&*I R1)TIW5HD9W@T%GHMM07:ZO!X\NZ{ @)=VVL/1M==H*3[NMW>
M:Q:YL\$4.;)\$%CID!WG\;;*7&("7F^"I5GBV3=IX;I<"%KP>M>JR%?
ZP&4T^";R2BILO0@9?@B?&0\$=OBB7=7UO^M0>CML=I;X/4&<:BK M6U+W8
A"EC@L*@<9JJB5-ABT:P\ \$L^WO//XOGV&\$*=2))!Z^&@L%J)=M8D@8GA\ (J-
=4M(:=*42\$X=&W7W1?!/7D6,B6?6FJDECJ/I P'NWN&O'6P
MQ|\$UJ|X573Z:6.?,QO&:S=P^!U-!(9.DEL&7P!:+MB
#J(PHY,FCIO:B'&O37AOI ZD&\$,&>;H&=:08P.P|>\$LL M<8?U7%&SB1C@7.";SO
^)\BF,O55I),,3D(A?8A;Q7HWH*X'/K\$|4R-||@
MR!0"BQ>|I M"CB)Z@AJD:*/&^!C!#EF\ AK2+>#""?(I<"?/O#:(A,%*R4 MB)*M|*
LM%XA1HJWL%X|J,KYR\ R<"40Q/3;3*<3\O;Z1\$7S'*0S0&Y M_) I3#S!^|W17R="#V?
HX00|OJ_.\$(>|AC')YHBS|MH,48:\$CM4K%"*U&W MN)K#H|S0TJ:P>!,%2,QXE&
IX*B<0UU!+M=|I'0UII<\$3'51T&"*UG MB!8U@'?IHV<-P| "OAQ%-#Z,?|85P*A|"^+
<+H5<*>'|BX.Y|4,.@SRP9Q#2P MBR<5*J*H#D&0*X@Y(E"EA1DR:%.RI"E#EDZD&4
62/)<&BC#RV'P19#83U= M>(XV/%@+O4D3/5L#\$Y ZN0,K?
B1J:&W(&+,09FS3)&0M>/Y2Y:C-WWM O&\$? M5|C\$D7J%*7#.*Y211XWA&% 3^(B^#
MI\$'F9DSOJT)%E-WL0|MW@/BI|ZS:P3M8X?VLA(#YQ3B)/K|?&3H"&BS2-&MAO!
(\$|T!"D1C@|I1&S"\$#.8=1E1YC8DRWRBBQ.=%/D|B+_#"G\$X&"JP@ M,@(|B;3
42(E<)-("M8BMQ(I07!_R-| #IEDV'TU73BF^2#|WQ>AH="H/&P
MTUBTC3G:QA!MHR0"3=0%^D192)E,@0(BFB3R1\$38FXJ
T1\$YM(1,5|B8A8*!\$27X:|C0B*R\XE<)MO|0;(B#Q\$ _|IX?|=9"|#OV;4/!3D M,;-
_D5>MBC;4;|3XSA(WIH&TVI
MC9(!Y&5X".28D)\$0DR,B(O+\$#%Q12(JH8X|E(A(C"3"DJ.)D)0S\$92:2@2D
MYQ)^Z03"*|.9#)#)(MPRA81'YB7R=_P,|R=U)1_D+AG5_2HR!-D?|,C+O'OK
MOAW:QG(88GWXR%"TC0;:1A\$VD1XX@(A)"Q(1:5\$B+"U%A&3DD56)H*P.\$1@X M@O
/-\$7XY,837CDOPB,?3+CDXPBGPD;"KI!)V!0N\$;Y*N1&PB'/Z/H^| "K(
M30"_CZ+N0T&>B7|/P<^6=&H?RASJ3ECJ+ XHLQ.XO@UL8@\$|1T 7;?BL"OJ.
M+&PBILE)! ?S\$5Y5(<*M*D:X5&4)YV EPCY8D| "IP*@Z"+,Z.)8Z MR)(Z8DAUZF.2YY
K4 X=U#I),N0G0F;LA.Y|*+.1HX/K>X);3| CQJ+<' +KH MPR8:T&0_<2-
A\$>RD'X=/@(E|808="/" *|E12V849MVH"P4U::4QB_K((;5 M02RM@|E"!R1"&V1
&_&T|A-@&|O68:CO(RV#S\$6NW?M0@MR|KXZ8;H^C|? M UV,|= G095489.!)X8_\$3
B(-P#P>7,<#D8H!!3!^3CCX&-7TXC#XZM@&< MV@="_9.""!T91-8
L|^7F1\$ "L/*D!N|UF&ZSB-1WV?V|-Z'\$HCL@^R!_JM# M%TN4&X B:<(F@U
MN#L10OL-L& G;:8V,PPJ9B"4YE@\$#/((&* "=9D"#(: MS@1 \$U3\$!-S?!-QF),C<2! 88Y
%8_!NH;N=9B5:*X\$KYY|**"E =16!637 MJ6@'4/:1*->%C52@BPQT\$8&-|\$\$?#ELV.
LFM+&83;,%J-A"VL,|-88T*S1
M'M;4X38TH#5^P1H"K#\$+CUK:_8%3*T1KEB5P-.A@SB")D!4WO7L?RERXCG_/
M61Q'A|!8 -ON_L(@^:)@9|'4 ?3K03)FX+7C_!-AB/&SAB,G-\$;9PP,3K M@\$G0>WA
)PH#8XX9?M@Y 7=UIP:0>29@ON;P/N/Y9:ED+V0G2=-G==|). MGP,;!*
(NAA#%RVXDR)TE(0^@K 5-W1"D 1%D6\$GXL D)YX\$>DP2Z|Z10&QW= M80MW#";N:
|W-)X;%?'#PUS1/UT1)4Y\$U.@ "0N;|&25@D,6SN_>AS_K^3;Q M?*B-IC;/@;M
)Q642T,G(>C)'=@5U/S.T)|T|4N!'G|0PP|M,AUZ3,H^*=Y*%U'=Y\$#SZ(:O%HPV0C=!LFL
<(.D_7 M7;_|^=>9G,6|?A;7;-/XZ!'"PC#FT2!|^(@RWBX\$"Q,%|LXIX|8D&B%U2C
M\$7Z2B"4P*|QUTG*X2R*Z\$-34|KD/5A29Y|>^DU|WP09Y'J=7|BI#VR0+=>H
M*6B39 QJR;!%,G4I#XR|?@.P/(5K'^"9320(KT@PW\$M? "_KYN"<0 0T8V0
MWWO_2>^UD#V\$^1Q.UUD@!C|H'+P+TG4R%W
F1:0=8P=!MER!&#J7A^K;M@:;U:8Z'65WY|&^<(Z>,< M#OE|=|BOO2)G,(:
3|T!KWL%5EF-^+D*SEH)ED:=17D\$0Q;#6/>A:;!%Y";7:NLZA4%)/ M|*Q:I|>Q!D*M
S2#TU#?1*E' /X|4?A;1.K5B.*?(.) # |S\$'H40X_|&*B* MP?*N8*"X!39V
QWU&MCN972<2W#@ CC264C)1|. <CJ/-|U'11*|A|:'HS? MWT.AJF%P@PD)D5+PB ?
@5+?!^Z^# /UP&H|@(/P9< M(AC/#T43+H#K+"98*X'X;C|88LT_'8J.#>U|K&+=)|!2>
|9@_%K 8623:U! M/.AJ3C8T,3|DB4+.0.A0P?.U|6Q#/-N,9\$"/=+3+?C"-
#"PO6|B>|T=T&/ MG5T|>#;# HO W9/|#:CNQX@:|L5Z-U5H)S4VL?
B:3|'@QJ#P9FKJ|U%VH| MT8T>5SO1Y?(AD"4\$.1*0(8_GJ^'9NM#?,\$|VQ;-
'_=7V39#W8WUIPJM7@N:O MJY+ P!-

ACV4D'##HVS#6@GG0@F6.P%NNDTAX4P3D103:@X&1JFOH;"G.U'=
MC5J6W\$78(8)?LD0P|\$CC^8/("K"TY="C^RX,\$SS?"L?2Q:"12Z CT3#1R+A
MJQ&PQ_RNVSBP)NIKZ1L@G7222!:T+JK-U%;UQT85)Y.&%WR+_1TOXR>(6%+
MSY"7!%LL11^)(V*0(8LG*N+YZI@J=-'J!B0\$_'(>Y.L,^!@^,@LZ!\$/6;"
M'GZ0Y@LMJ%M*O='J4^)GEV!>(JZIF"X!^S!H#)U!.YXSQ!\$#8,;>H9F:HE\ M(6P10?
@@3QBR)"!C(&0H088Z9.A A@%ZA3\$!P1QR1D.->0X08X'GNU#7*&9 M"RSC!%N,
fUJRH+#+D+;fUVW__S*IQ 29O)CV,6PN@\$A41)7fW1\$01Z@fL0@ MP@69 I G CF2Z
4#(4.9.M31*W3@D?J08P0YYN@IHWO.@:C@SfE=)V3&PA:C MT6J4fUC!-
RW0'A881)-5J77P0M446=fF, MJ6_K07J_K M!L,((%9 VQU\$ "Y/+\$/1^3?(1N;-
K1fY^ZBX4)4RAF&(3D*,PK,^%+C.ABQ?L
MXHHfOY\$'<07&K5'H)^;PC9'0PPA|Q1!f=CCTT"<:&\$fEU(&LXO-44LD9#EB->
Mf|'E.6KH)8/A8=1--H8H97(%>2W\/#6KJ^%I2+|W(BfL0Gf.@XA8#AX7/"O M/2 (U9T0
MC")E;PF9%&;"NA!fO"R@>BCLf@,93#;2F-4D&;f3J39,6Y";C*X6R*fUH7(f_O
M0.@SC;H'A-H# IN,09AJ!KfO%&0GNKRf9 B7(%'G\$"&#V<2)"KLL468?1)38 M!Y-'!-"
(PX#(<9J2@5QCB2R7,Y'FGDJDN&<3"9XX(LZS@8CQ9!f1G@ (BPE-) M1
8T\$A%>S!f0N4ZO^Sf8&(0f_2fCXAf=WT+!N\$XVFD4Z--(M(T^_&2("\$=1 M%>
EBKR"1(%'A,CQ2!+9 0.)S E(LVK0:1XAQ))fE,BSF=-O/@G\$%%^+R+" M'TR\$!&*1-
Q!f!@0PB(%A ^4KD+_BWXRNfTAKP.f3C+KWH5 AZ\$SJJ#Q^f!@+fMf*A7Q_3(f3-4+2-
fMf&282+R KQ\$4D!(2(A(\$K\$!:2(F(f1\$154)2*"VD18 MT) ("5D102\$(B fF? +SR)f(@O)
fUA\$?D_.\$6.4NX1,J0/^/?#+f)fE:f M&BXVf=f'@K_fP"G8: A"\$DMT%XC0"-
UT3;J;)M!4FQ\$6IR;B(KP0Y80 M\$1(6)X(BLLA*1\$!\$D_ "+&A ^47,R0&PX90R)1Q2MHf-
&J15&B1\$ M)K+fP+H,@DT9ZB-^X'K2X!?!2;239M/M:P-C1W?
>A!""fXM^3f+|/QT&L;:&0&MNC0<-
M&f30:#SLK!7f45V8F@""_AEf14DW+*BA%-6BK#+*A"V@2@<".>6@S'E
MQH(D@AC*3T>@'MX=K,MCfH('YY5'E" ">3;R3K+fE>@ "VVfHZ\$\$(?M09W'P MZXZCH
-L8@8fAT,7+?BL\$AXO#3U\$U-@)OPHOX5(2)&R*Z#2*Z#R*<%XE&\$H) MCJ0,(Rf;
(R.65@;'4@&!4Z\$VKR-85D9PJHQ@4PDZ*+;3-9"_'(7.';00PE\$ MR#D_-W:W!^>#+J-
1;@f=f& 3->@A#_f1A|f*ZK 3GB\$#")L&!G9U#""fJZ#3J M&'#5X<#J4%(=0 T84P,/U
"QU@#"TEB&C)E1',D&F9L-?C#X ZR"O(3(#O: M!?'T29@L /9V*O|V@O@-^;@U=1L
fVM!:#&71)&GXB@BKR&; 1CF\$80/4P> V% M#KH85'71@77A++IP8ETXDBZ,J
ONKPN"K LRK0M"IO.BHH-(0;L(AH4.6fUD M!:=2,AfPH#_1+3_1+9.f)W?
>1V\$ \$7,Y0/@QYJL(Df;""J@GBT=QH'PR<(>8 M>(TPH(_9&>(fC!\$>QC")PPf1P;(\$-S?
\$ fU!+fB!OIHfC63&ZC#O ' M8P992GV?&2X3YH=Y
EQ^AC_Z);J2/76<""KfO;_!L(DL'B,"N_!!'S;8!A,I M&@09'MQR'/BV?
S"%K;PA2UL,f!;H#ULAE,?FT9&0X^%@+&(2L: 3(X&8,;&
M\$1KU"75@D,4HBH:*H3!5T&SX(RB0,P*T=#%\$&6:OMW?Q!&#/OQH5G9JW6-2
M3^f;DX+L"CTFHfDU\$2-CB!E
MJA^A/Z/KVfC4/A3JVf3^R!YP7SOfWP3ZZ*!;_18A\$M!1\$#fIO=*UW(/MUf3<8
M2\$C/GA3DJ='C*O3PAAf>Z"/>L(47)CfO.+ 7G&D*E)^"ATf&_3\$6#D))-\$#
MC,*MLWL?"H:PX"Cf&OX>'X'f11X&E57#X /02Y ZAX-?)fTSf!()KLZT-R48 M_A'\$VQT
f4D2,@M^,4NO^R*H0#A6('7Y3 (J"U(f\$^1UQBO4fYW\$+, CX2J^_MR"!(HY&'QZ(?
(,O@WTf(+(-_KW\$UfGT>9T%/CNF=V;KOC(V!'C%HDQCUfLDP M&@X=!!<-
%Q71_LS@_"3A\$1RQA80A@)T)U=S1=6TPA!@MAPfD8KA%%L*_..E! M8' =!9M\$?
J^'L)S'(Q6,N!(/2 *Q7W\$+ MS_Y, O%|3^HJ'_R>R1KTPW7=f!\$*(W,f1P3fU#Z3WFLAU-
fD3&=P>GZVHX<@ M_+JW)!5Zf**_fJ)-4M%'4F&+f7"H:CTGCW(YX!
f3;S@IHZ090XYNI S"")\$
Mf'S.7W>@_+HfIM=9G%|G;WHfS70.A_Q>\$_fU'G(2_G%2LN=N\$@QNIv&+TW#" "
M4QfZ"N!3f|f@#\$!E6D*D'>4J8TD0QM7+UWH/RZSY8ZfF_OE-#K87fVG-"O:"G M2.fI?
YW#(f_,RUfVJ7?>%8.QX@,"C&/Y9C,fA!+8H0>.70&)f0#FQ,;fR<4fM@)>f7U!
(6%1,7\$)*6F:@G+R"HI*RRF U=:6)fF,f\$Y
MRGKT6!M;_WL'QPE.SBZN;NX>GLG>\$^=YC/=f;@,f!9P;/GS)T7.CfL(CfJ
M9L""17'QBYNWfSUNTf1??N%Y<f+ "Uf_ *2fXEEfU8OJ MEZ_?O*fUf|_Y#W:?'ZABf!&
fH;VYf_ =G6WLGXKZ;^ ^O^'UY^_G:H0#U5E=19
MA*fJT)&HM2U5f|\$%5O551<@ZJY#E5U?=1f!%5Y4ZKV5JC^&*K^XV" f90%)E(f MF
0; >%%&f6LX fS!%V""\$,\$0Y+1%.FB(4M\$BAC)%+66 USK*?LL8DRR'98
M9# =EDGV433)@E&S**KDP2QYEES.482f_,f<199ZGL,fS MRD"08*\$;RD0?
*1MfAI&:"OfH,S4Tf|^C#8 MGRSVOVNR?
f;8WQJ.9B_ "QL;_SL!"1MPfU!6@!GX!00\$80EA\$1%1&\$-< N:0 MDH9!NBP"Df F,JL K-

0=NDR3+F[QAT];M.W>GINU/ST!WH7I+WDE4L:N&M IV^T274U"5 M1"U13=03%45-
4=6:6E3V_0=4M^X3*MSP^?,7.\$EC4LWU+NYI>7'CU;4O:V1 MO:;CL|^:D 1:?
^U)_Z4W_J3_VI_6G?W%ZO?2+_9@QOBZNSK;VXVT(+^_MMD+JJ3_1^Z9O_U!>1_?
"T?^HEQ?^I/_1_K^Z7_VUYU;%M9_YV"+FQ+NC0 MN|!#W-NS^N#?
GX^*+CY_6^5Z\$_JJ3_IKZ3G-RI^;=|LW+QH08V*_7!P0DM'Z-TIANY%|L|?
ME/>G_M2?_D?IRY.;?^R:2+4%&R-G'FGY4W'S|5T1-NJ&|??^!#B|Q&,8'Y&= MGO>'|N+
(\$?R\$\$_\$[70W|;#;/L?KOM_ = <| "(P"W+RN)_H&%)D)B8|8|SUA
MO,^UO@'9TXVF)Z7EYV2?K>@;|'+|^DLU?U"O.|7_W>#5G_K3OVVJHA|X=:?
MBXMW+0WQLEWU|4_EU^,LU:FCNO|H'H%(O|H|,=/Z!F2-^+6!9NJC/@'Q@K|
|GWJT!!O\PLPMJPO M0/MA?STHP:EB;#_Y09\B/AR<8ZUI-3-
AZZ'SS_H\$;!BAW+R|KW|^8?2_M2?
M_E=23<'VF!FW_UA6\$1|A7_>G\ML)5EQ4Q_\$|HKN|8JE)=||R/|PW8_X MGJZGNJ'AN>A
WL (O%|J3M+'QOVU@2ZTH2|HOA?/_:/LH_3?R|!<_S11^MLY*_>/Z&D\$B)7X#109AB-
8#7K|U4.V+K%7OGJKS"R!XOJ|:~?#X1|V&B(LK#_MOBZ|J=8K+HP8^>.7?
MR+OYI#_I/_>F_F|Y<2ET2U_:GTL8SB9|A(A"SA_*M2|>|^X|X4U|EC^A3AAV)
<<^UP=^;K3|U2_TCO0%N.SU5|:N+4OP/K!~?P\$&
M)/91_L|G=^_J&V_WGI<|E!7W|E1Z=S9EMJ.>9.@?BM_NGV7(T^7U?2V/
M/EEFUN.S8MO|J|?H?^75_W49!4#K_G8_:4?;)UWQ<:8!L-MH%9)UR@_63HJQQU-
(#P5;J2- #?.3I @P8X30?,9P8(LCSAY9YU\SU&#U>7 MDQ_6%!(J%
|8BDJM;Y|6OK@7M&|XB/8WD1NX;9|8=6T0\$CF0_2|6:2|2NQTF/4?;0_"2#!CA/!VRF
9|3 GT|IS:>4L@|1>.B"@# N T5|WZFDQ==|^M*S|^>L_
MOGCK3_2|/79S3^5W\$Q/#)I@(\$,D^UQ_!/=G*_/+&|)8B|OC>B|?F+%\$,=7^
MO+W|28_E*H|D8/:X|3R&Y+,Y2P\$8R?=ZQUI@'PZ8%@'K0YT@"QM-
VDS'D=*7%D):4QD)G?C2U-|Q;_FKE23.Y|_Z,F32AZ&5TU87 M"!E!4V(_'2!*>
|UPEPX@!!* M VRA T;1 "QAT# :X"-|%%.A 1AC:0!).F I#!|!%L
M;+O#'%\$2UI?|J;V6K'B\$|MX(?WXW(4KMOX|KGQ56_MC^_^M-) _VH_L_6
MB4|W,U:%N)LIQ"#/MZZE6^;N1W: ^UC*5_-/">Q+\$ \$TMS%@+8 L9563CAH
M0>|A.H"N!\$MX0.)H.K Z(.4&ATPA@881P?HT "SZ0_9&F M'R%|C\$5+ MVMNBQRP
>H_.I@,NT0#N=\$#N/VF91@,4T<>@330_PY,&2*(##O,Q Q;2_8P0_M9@#K,DF+!Q/A@6
|E'5'F'EX#%|=M3BE1OW| 'H3_^-|+XX/W5YL|/+DCC2
MH|SE4TT5>O9(QK(4WP@9TKNIZ),>8|D<-\$_ +&3.G@8HI2MA0@,P)M, 0^B S2
+!WP?1(S@),.8!30_MZ!S|C16#<83)*UE&4J0|=E0!C|C24\$07H_0_|'|N3|W2M|=|
|Z'X67|A4RT MT9H"U*>K6=*->)O?;^V)Z%-!747FCND,9XF1LP EM5%PD,+
M>NE+'(30EFI9P@-R@!D0Q0)8S@Q@H4ETZGZ-!4 C&.^\$Z0!+FBGI2YQ\$FP:@
M=TV6((9_.P@7#9#HB4-|\$_%#FBD(:;2=4T0!H=0-^6_|Z!|J-M0S&/MHH M01H?
+&)G_O2Q>+^H-U/B&L!*8!SP#(IK|?,M:FKYH MLND057DI(6|6@)21X|H?=/ZS5OF|Y|
(ALP EG4|0IBUN,|*H+VH|;|)(3V M,MB9!4!|>;BL#(8-QU9\$P
|A%8\$H",H/UK9RF1ZX|U.<9J?)W|_&Q/_T/4EW9_5M7 M+YT_<_+XT>PL^N:#JL5N5L-
4945Y_QKQF5_L1;/X-&'>8|FR>X&0*&81+\$Y/ M;)D:3BR @R &C< M_@P+@,;M7RC3
6|, 9|;B=6-\$, '4"/Q>RAK9N32E#U""NZ_|C_6|H^8WA6= MR4|=FKPZ<4G<@LCYD
QOM(<46=D39N,|)7|Y5VN&^\$^;--'1UMH|H&NIBKS H2C&NVU'7U=?A6+T|_
F7M:7*,2" M60F6P)R^.C"7|1', -8U#AK@#LM:#F%^6_1U! N@FOD1WBP VGKR,A8
;74@ MFYL.H"W\$/F+9*T) *4Y_1>DW\$*""5#.Q=)O: YER I@|KQ|*\$E2
M)!L|O5@!S\$/. *Y04GV<:LQ\$06_.U=,MJ#XV|!&:,!3&0&W%*E|QIEG:D S28 M:SK*"
(T0#K+JQP:X.GX?P P5M&7@^F (K=_# R_MKYSZM@Z#2GC|WH.TW& M3/2=%Y^|
|W31'^XWJNN_V.@_ (|7=.Y>S?^?&M4E+*1(T)R@P,(@YBO&S,5"5
M\$6*:7)FW4"YFZ7FT=1365R"T=R!MQBP V8M6;9IT,D_=:@:2|HE/L'0"TK
M6:;9BN4M*QVP@?T?_=TZ
!:&/^>Y2T*_NQ>WU=CO)NW^%SMY|^Z#|HUY^HU/'|2UWM
MZ^K^IV6E#TM*RYF7O!|L71,7%NSG/6GB^'%C+\$V-#/2&,J^CE*J)LKP\$87Y^
M'^LHS(#X?P(<9R%:M"BGBG60".VRBQDL -H&R-4L -IF|&,L+U%IA_J?L+R0
MIA^8"Z<#Z#O%|VO2 +3%'L8C^A SG_9@;:N|Q"EIX,KR\$05EN#@A,;**>J.G
MSU^;=:N/:R3OALY;G+SW^+6GGUG+^E_-^N^EUI>EMR^?WT|)ROC0%KJHUI
M|M%NRUCFAEQC+G1,&T-%049<2%>3OH;3M;=:+07F/<&L0#6,@':6_Z2T\$|Q
M+&\$|T|A(-DL(0GM97,(RSJDR |X'T0\$"-%.E2-1-,!9ELUD-\$!-"TPI@\$8
M;:W#-1\$|Y;C+E7A75IP2VM9>T5MR>_C5K\$+D|>Z^T/LIK^_I_NLX8@S(-O|\$,
|+'US#|U=LOWX_3_LX#RY|H2-|C|?M^?^M_-OW_|.|5|XHG9:4E)24/'U6|K*/=
MG7YVS>*8L+E!_GX^WE,F>WI.|0F@?'LMU%>4\$N%C6JHE!M33|D|3ENWLRSCI M-

H>RR,L|T!.,@-*Z<=R&YF0\$<L<{04&?<|SQT'N\PSLYVG*/+
ME\$#:.|H1#ZD(S&N4DY@!:#^B|IND4Y=M"^D**,DV)-.:0(@&N,ZT77V OA?|
M=M4/"8J_2KDU',-V7:5?Z<\$XU!5AL\$OK.02MR7W;L.,YV|)C1UJ/"V#E-":?<
5=L|E+X/(@P:X1HMB).F;M-_%|B(8O(:3U|+<
MKIAFU5/*J>80MO,J*PNX&4B|1177&CMC^:'|?6V@JDL>H6TY,6AIZH4_75A|
M*3IA2_:5YW_S&K3T:=|74_>G_00?G)H;OWS^_/EKT^X^L?Q|V;=^V;=N.
MW6D'<_*O/GQ%?|W8F>SB8&0HYDIYUEN
M9|X9T+W4PJDO/F+/|3Y>3|2LTNL>'I9EWNMI(^41%R,'O|AMIY|!8=VZ*6"*37JGL0?
AT|4G_ZOI_J_-V_>UKZO__J'R;GCQ)9-F|;N3\$W/SKM0 MTF!FY^AJE=4
BY.7@X^=C;"CQ|S4RK|58@B#A|V 6R|A(|?A+"S<7"R M<7!02K%S|T:QL7-PBG*)
<20SB*N0_?H2U@:JDKP31TOY#1XN|1JV5&:&1K4Q_M^T|43<,YY_|G"\$QBLWHV5?-
QT8ZQYA8VML-U/38Y+GP+RKI!;_9=';DX,M2#|Y|=&;
(2,#FZ*T3\$S^V3M,GN(U*RAX=G3,@H6+5B2M7+5ZS9:MV|;OV+GK
M8\$;FH:SLPZ=.YY|Y>^|/|1LW;JV^<|?L|9/RIQ7/WM;4OGO_X>.W|TM/UI_MBE(JLW-
R.IZV=MO6S-.WWA<|UW3SC-P9'32MLS|FT|JFV?%K-Q^Z,RM
M|GN'IG|KD|!%1|:M4P=O&8O6K/K|F|SS|^ M9#PC0IQL:#DH2H@5:660MA:?
NH24Q2T-%|LOME6?;_%I^;RXKB|V^F+;L:C/M_3_N_W_C_^?
_)A!&"7|O:S_Q_T_G^YESTL??-JY36?XM;3E6'?5TX|/73@
M2H7UN|TN&C_PV9497WAR6)B|TM:<_)M*'|U.'TC."OKC9_NV'7W/R0-J5EO
M<_K4=H.@|<+/#/Y2T5!;&QAP+-WZ55|U<|W(A4Z3)?*=!P^<2+WY+)|7
M'COFM39JO|6|^Z/R^Y%#35JFZ>4P8-GU>_)Z|DQK;G4XQ/%@D.V?7UBOV8 M|O-
G|UK)I3**Y|/#=^D%W(|*^|&60'89N|NW)RW-WPWA\$!5WG^=TY5KY^91T M>WL-
|TFE8|>U|OTZT7RJ7HC^7|!%8_8Q=L,LKK)|/N|!Q|"F4T6*6_U3Y9KC
M33@ZWG|S"DN|O_+|_|!|6Z|T4|JBU|_EXF|RP|&.T>|J7S-3+W=FVOU>*.O-
3LQ2\$UBY(&4UHQV_X3'CA4;&JT>A(P/_MGA_*G|9(%O|5G|J3.
M!5PSE#_<5!*3C|6+'S_JK,?C,Y+S\$J25\$E(N+OY8|VW|I%=PY6&>\$N%PLZ(-MM)_E9?
O;'UKJ;6+;?'R+&-O,4P>.%|H|<\$_V7J<0?)2?HH?2|B6UCZ5_M0;;>QQB|;SF#?
+|6_4>IY85,4GT89*75CW,,HKV|B4&L>2!E96'"-=&X|PR2_M.LN50=|?2F&0G,Z.ML.??
UJ=,99P^49#2EOMMOVO/#2WNX_0N=U'@PC8-
)5W|J4Z,DCZ(*O.DVTM#4<*WW>^@"_M.Z?
-6GW<+MVDRR'|3EG83!KE1W#JU.NWG "L&F6K1UBFS|MVQ|CK3|0QB:Y|0
M,:OEWZ_MTL6^K4^B|!#K7+8#5BS|7G|^%+9%+>T"/N|9Y-)^+|J?NEK|PLA|(P1:|I9.
MM\$H=M:6G5%|OGG/?0B2P1|MGL\$UIY.QJU|?#3;3D/3A#3J5.7PIH!;
MC|)K;T4L5#)4-U23|C|/VKBOM4#S_

•
:M@|8?B^YGL172ZHEA\$7|3OU6HS_Z MW7'U3;70P(9G*G|U^2NE9ZXY-
FB%9|!\$9,^O&*QX(W?FH(=F@78>BJ<89?K M|PU3"UO2KW;:21VQ9-,BGXL5
M!87'#ZOHJ.8>G1VRV9OT4V9E'%3MQ^,G|>07SIH25RX MOM4&!M%P?
5+1,O%M|/2CYT-CMY:E)V|;(V%5/W8>VM_MP\$9TUMW""_WWCGU6 MJ9IK=\$-
JN3QEG/U-S;M2_#G.W1OQM>&43|WV|WI3',.M!-NW|P@VWT,1CB|
M2'UNMF*+ID&MF??)EOMOGZY(XHAZ^9KKZ(-M'M)|Y=*G5LR=|J+6W_*>'<|
MMSB8R*:A5S3D>^SNC0PBOY6G|?V@VPD&BMLE<^|/>#IRS|C|&P=9S?B4+6K|
MD|MDJM2\$3U8W5C=_MVKT|_0^>MJE2+N>N)BQO(S!7<.^@QXZ=|L,7;J3WMV
M2V%5ON_GM-KJ=Q|O6-=3,C<65'*ZL|ZUGU/\$;6RM7EO M-
J1:+KASG7!^Y>Q3YAS"Z#=[+XI6QS^|>)*R_T_M:PMSXF6>/6KTS<"Q|Q|>-
MW#EQQC0Y9<_C+0;97.GWZR4/32\$ _D|PBE)>\$)7Q1K="N%_|AM%?_==;A#PF;
M|J:#A<^FUXP)M#MR0VS1A?W>?>S-^Q;Y""/LFO;WQO18Z;Y0.KDMJ_|/T
M|BH|L_(J%;'<|H('G)WAOIQ*N9/WHF9;;2SK7%_@K'IXP73/_FD9NPRTGYW M=^|1&
|K#KU^8/>QEQ*FMCB96+G*J'I?V=,27M<0SR!#?/:EL@M%N0|H>1=L^MV2?4V/
@-2>^=;3R.JEM:Z9R6>A*_3QP<)E^KOU'?9'+|-JD_)XH|NR#H|?MM+UL5D=:39GD?
B-U>P|!\$;N?2FHO7N@2.#^('E|IVRE?H9*B;?C=;\$;F0M_2C==|!^<|M85LH??
3<_EU|@X_|JFSB?;GQU5|>C0=VR1Z8LK;6^X_6G^*B
MGQ4+HW+/M;441C5<_/RBH_Q|2V\$|L6_.+CL|5L<=B67Y|3|!\$A;F*K(*=CY/=SWO%
|ATHD16 M3>1QM?=':W>W::Y6+&K^|MZS;_Z|_)5V>="M_|+?>59.DWDAT,9CZ-
#V7JO MQ(%2W(D#7;Y)1-LMBF00EQWIG_;>>%;ID'M@BZ?;C,8IFI4F'|+|L_*9T>
MS.44>'CCH4,;3=>OCU--G2^78%0A>_MM'>7/J|A';|)Z=N^3"NUR|24QR|M=8=9?
7T>U6P;'G=X7DC.W+J;\$9<'
MQU|BOH^Y*'|X1|GU_|\$;P9A|QMN&KK++OO!#>#Z5S\$FZIG|SNC:904YS M-

5ST@>Y+|DZ;V>XZ\;7#X>D7#:2..@PY>&EOY\QI:L^GK5U1MTO MZ-
NSA8*W&UVGY\7F|>:8L#ZWZ.F(00HTJEW+4;,&|_M\$#|F|.8/JQ3F+7G4
MDM>P3RB'YW\2ZLY(SCHP>U>V\|E+_K2*7#KE,31ZB%J*_|/U,NIX8VW'?>GJ
M@G.QP7L;6YP.G!@RX_KAWK5,J69J_RVJ#M:FH3^N#6TWC?Q,ZOS5+U5^:V
M*V=YC3O2M/7+0SN/R5|=32>ZW*Q_=RQW@5*,R-5-#A-EEU782WGD)6RL;B)5
MQZ|9>?O/=2JPOYJ7V_QI?:'.[93;|;:'4--7IDNU+P|V'>_RSR+G&FY|6>S MJ/AVQ*
(=^=4%GN>W?SQJ63DG2+CMYRO>|NN6^HJS%+>/?1.>8/!YS0|9P=T.A.%2S<7|
A:?'"+7 9-+>NG+%LYTY M|4_|WJ?>V7-CIE:>8:Q=:
(/"EPJ!;V7',99>#8MJO;@T|6:NTW&-Y#WNYB+F M&6.*!FYZ=>W4U!4:7N(?TIHBXZ-
:/%K8G|VLK3&>D#MGR^BKFF|WNVW0SICR MTJ9LP= #AR=H79YU4\$JO-
2O5UZ^/CKNZS&L^FY@W1#RM6 MN='RO>OLU>--.8;N/T_?
G3\$E8/(5K>2YF>LTELT.SLS,3O):M&A_|(%&NM? M|^(|\$"%__+
|/\$4A^3F5%:=TPVV8EJ;R:G^B>|/>^MR9_"|@T?2LSE%QBFUW4 TE|N899 XJ?RP4.22
M8|R6|&-W(F.<&EYZ!<9ZX:WM|Q7?3_+9;|DEM"F
M!@_K_=R)7Y2^"3?/2OA6|>3N^K!YUO27T5OCHZ2_#C2/BBTKWG1X7Y.CX!E5),NU8>
K|@ZBM=L^RDC|UJE MD'MK3S7NWG^%-)+!"
<5;R2/^GM*A/I04D/2EY)=%@>7/|I_C4T M>VSGC">=KG|'NDW/YTL:7;-
@?!W94|I;P_1"0^ M#W%3^Y @B<36JX+"|V|96R<=E3@E>;YHO?;ISH,/!L2Q? MJ;!
TC=&SQO2A-XG"WF;%OM: YZ4^T|<\$M+ECW8J6*C.1MB2,E75^_GW0VO@D-
M_5ZXI"/A:9MS0.(KTX*?^7G6_-!|K.6>2FG7|FWD"#D&|&#|X MG2RJ,>B|5FK?
^<|"H%.W?OY0ZM+D|T53|UA\$!ZG4U;W;QU|.|@WO|B!|5" MW3\$|+|^=RM|IEO|#:W-
H_|Y/|"|2;KN|LZR8C-|"8/;?MX6G^|DXU7&I6N=|TWY&JRB|B-TKL695N;> MVI BU)
(.\$.*)>-SJSJ#%:4C= =&#STX2#|T9M&O_B2>;10^LZ^+DK M3?
9TC+EI=6R5OF)%\VBSB)IX^| MHO/=^V1@T5FC*H-
@SF7?'638;3|%'|STI%8O68JC.>69?MFTPEB_!AZ=
(W66ECLT;Q=V1P='''=Q@DY6+J8(DV|?S|>:Z7#F9E7G_|B;/_MB/MDZ<9
M+ZKT'DW1+3^IK;V=I50UPFQS0/T>G:V3|R9EW+91F/3Q^8Y)J>_?N>:;>.'+Z
MQA*-9SMR&C1<.!A_SU)|93%NS|/%Z.ZNFU\$WSIA84%5L^O^?NX)|D>'C7L)P| MM:
%I1>EYY6V^H&!90YWJ|H|T|Y.#N=3K0YF9A|?S"BF&U88/X?(?/=MNP?P%
M<1M6SU:9|GYNXLP|@QX|>-8YNMIL^!'Q +F,YBFQ<"Y8?'C MJB|TFJ#
YHSH(^FWQH&VW1-VM4BKBGU>MR|SXHQW>4>KV<"\$!YHUG=.D/A4W MV?
VXMG:HIN>).S+>'^8:/ M4U179SZ9.6K*W3DKV+3VG>;U6A+L-FIAU*TF@P|"MZK;?
*>7UB=?O^S>|.F^ M4/7UFJ8M&;KG_QE3|:-V9 R&)>Z9O#:VKOOLRO?7%EJ/5;
M+|VZDP7;-5;?/!TR+LDN>9.LVI%-
(ZN>J&1=MQ(A5536;1C|R%'16U2HKV;|OFY*8U))O_"W2MYWVO_?2"9D5 M',H7/OA10-
MTV<.W;9(U"U9W%NTQXM&5|>LLO6=UZ|F)T|/2U!33 M7'.LHH4CU|&=::|YT
MN*Y+1,*|J5.N>VT#GJY,##|JNJ901^,*L,\$0E2#M4:6@,&D2C0Y
M5WU^+N1:H7>FK6FF|HJ|.9NO|MCFD<59.N|-4>TK|AJWQ4M/'K':X7NKH?+%
M4XNE2Z=|7UW|&)=|WU91;Y=A9Z@L6XW|>N>/?)M
MAWV#3)Y9^DZ;CO:EG6B:9CAEL=L<;FNH|24CJ|ZYUGXFF.Y%'OX^|8
M5C2M/&LU^?F),X./>^>MGI:1/&+TRZU9T0*S)=JURC*#2|BJTM3/Q|RI_K*
MS2ILTHPY,0*2IT>:1PGQ&_ (OC,F>=&"(SXF867B)6X+!A|9)VK^4*K|PIF+
M;:%SS\$Z|&7YI1L|WDC|2#O-?-%O>>9KX|:5%M7IA/^069^|O"4OPZM\$VL7A6?
M/G)J:MKJDL6SVJLOZM\$=:(G3?E3;<(QH+|>T*#EY M:|6SBX=2-X9F^E^MOQ
BWA'2=GIWUB1=3!'|SHKGZ9Z(AZJ:#@|_QS?8;T-M50'>:S@N_4CN\$KJQX4ZPJH
M>W6L3-H^6JS?S2"W\$5_N76|NY?WO+=W,'UT6'YU?."%J8VCQ*_.L|L5G/D
M/U:.;+;R'GSS^|/#-WKU&+M|*;;PPB2R>^/>'Q>,'S%8/SQ4K+78K5=*
<9|K=G'Z>Q>FO.N+/-+M:;?ECJKYGH;T8Y#V\$"W52ZL_
M')YAOV_G4+;'.DXR"4M;>%Z<#|VV?&!GS2|Z#+(|32.ZS+OXX,|0M8+FQ-/?
M=|QXWM1@L3U_?F:|?)U"O*E'P|5;B>*XQYPY/A5|F6S++L1'&;Z<8WIL5R>
M'|ZNTMJQGL7//P06I P-
-WH>4G/W1|*XF1,JW.LYL5ID/W5|349QLKSAR8N89!OI;4ZTA|&!/:O.Q%6>|CZ
4KND/MC7,| M/UF^G|HD,/GJB|+|16L>=88-+KQ|45J^L,GZ1|ZH9H?8SI?
|L<:J0:M&IOV M.NU6W@+;KC'ZT|@?%^59AV,MVKR>|;:%A6.O?!T_1;|TUM+!V.B)YV
M?F;|SOEYD9U=09WZ-LUC;.+;-T_X=D1N2\$;R_3K|CD?>=6'?#|VJGYMYKUK.
M|=R)UJK"|L.MG'CZX>W21P\$-|2+':=>\$U0F3/!P'GSJL7OCX!-F-S|>/_WP
M3;2|5++IK0EU_54+8R,**LXXXI>|S M8_46U?MUDP/+CFTZK?
G14,HA:&_OF%'|@/+0|>||QGAN MC8M2FV2FX)ARK<10|\$GM<-EUIP/-A%?

=>.3H(1\$X>^>;2;N"7D|P03-P^,8Q
M@00\$U(Y\$*MU2W%D6E!-1;-/ O<>1Y9,&O>%0|NOL?%@@@'^WQ?R96S-
/O&C?;'TWF/*OMX& MHQI4DS3|Y.25^|OZ!;7:N6-^_#@@.6D0P?
SIR9038|6FA2|N2&H5\$)\$*HR>=*1&O M+UA_R3OH@F>4RJD;"?
085)A^3.+E&F2E,\$;B^!;3\$>?R| 8.-/ &2X_-T*27-| |U<^:LO?/Z|*FE M->H;CR|;\$W2
MFEUJCW5MDT;O|MD?7 M2<+N#.@^QC^/N97V=E83Q|G@K(B+*1V5/UKSM:6& M;
(VYMSG0^/F60\$;UY3->INY:XWZBW'GKL10NV:??G"@|*1-=L%K39U6AI=7)
MIF|U2JW.#<7%/9(W#.)| MWV=-!;8",|13L6R9@&JM^HC=UJ>N'.N<;94IM&;!<.,3Y>
<^9EK4C,U)&#?U:%F|_<_E MG,^4%.77.;^U*NX<=&A">D/ZG4F'UUA(W;WB^;7DY?
*B:-Z1OF+4YFUOM_R|^+C\$ZNOJ#0E#EWHQ2*U98T.>|: +%MV_-V+)|59:1 M^O5-
(Q0_NM<8U3IX)^1>!R6XL/#8VXSV|^%;&L>,*6V|?T9UK;Z/=+|9I\$6K
MUA|/.*YV34+APFMWZ|?|6R/+AI^5<5J>*?;DUS+!I^'#S)FU%3X669'A2.J
MWK/I;\$=Z|N3/M1:-'|=X;#ITXL3.1+<(;KL9'HK?(JN_85G0YI(TQ^|I6_->%JY8"+,._?@P?
4;/^XZO*.JB\$N+8Z;G
M|;Q3/SJ*W"8|,5XKM=/EP/7")S>:0K;KNV<)%0ZU.IGRZ9B+L5"||XLW:S*V
MU=Y|8%%ZQ2;*6|R?XQT'UX:T+:-|SZ37EU7?BWFS/<#1=.M29N>TO+1P|M\$=5RO#-
Y0-M+#+?X|CC|E'/Z,B%KGE4F|W^4/G8M=W-
|M#|T9.)C|)3MQZ217CZ5G+5_'MDSX_G^8.|HV?|OVZUK-D MCCGF&+__E)'S;T_M?
8)|@!9*9=.AI>@*5|E?)5|N"%"F:6?9_Y1A\$S89@3!O:4E%U."AZM40!M"" :R..R)V YTS_-
: @Y9|M-72: MUL3/93F|/\$K_H/J|O-
6'Z3"PTSS!&BS!;6+.3X/::_F,GFW3N|K"9Y|O^V|4+_SZT;;)H MLX,D-\$
%QN%Y<|22;)L#8+?(%:3N#QN:F|;24IW6WHPV#. #TX)A0&2(IS';M MG3@*H=-
(3\$V%> O%DY:YM-.?"*HQQ,+FW7X\$D^YZ)-F5XDW9PX//_Y%*55 M#(U^@#6|
|.1U_||VT+ #0L.9\$(#%L,%|@G#(WCJQL4BY.Q|/V5-"2|ZB8G?
R|C!;C4JFF3MGB_7UG:>0K;#MPTTJ=5N|M_X/-!V#;E!*8?3PL M%1:&
9!XAM"^CHG!FSPN%?R|6SWZ|N|_#_N^1#G\$|30?GUC NO-0C"1^ ^AI..?@WM"R@_--
S_ ^6|O*?S+RZ6@/?SS/-RSY4V:RR7>-,%7 MM:TP|J1#5\$;XK#;L^ ^/4
CW1KI6*EQ;L;"^DYBJ2TUB,S :TH|YT,=*M6+U< MKIUO/P4-@:U4G-
:PLTYNY..|*%V'WFO\$E3DZNV)1R@S"7Z3&53I_AJ319.S M"!B|CE*V;
M7\$PU;D!3;E)EDYM(K%M#2W,8EU.(6DVF;+RUGW)H@T%-Y|*EQIYRG,?1\$RG:
MW2CKT2SGI_I8460Q/+Z(\$^6-^%74K;PM;='F/.J'6U@87(" MW+'U7;B%-
TXCXYG=D^U,H")H<=U?DL-V1|.)BDB*8M%G(C)=X#&Y;BWAQC
MJ_OZ@.OF|)\$^B\$^+#+?7!KGN+O?"-X,O)A(9|H|D%U5V&\$5R",RP9GED&_S"T MM?
ZXN|QA0PMAB&)|8Q4G#|R@'LBG=3HD|1IB;_@BQRUZV7WZM9#N-T6+B)9V MX:|<-
'_AQ%+&JP3 ML*HBEL^B1?
_!5"16K=/Y#>4PQ1;AR%+XJH)#H9P_PL2!0^2L_J1@<| #B8%NK MZ98
&J*3LADO020\$V++KJ%|CFM+69?8|EB6;\$523Z=[4>Y5BOL>@6|T>T,'S MLFDF81.>
|?>:\$K|BIN-LQ8).G3% #3 |6V%IX+_46M+Z'NU8P+64U12W3NW MUE>?
RHA);'W(P^|>@'U?23@SJ=_\$9#3N=FBW?DIN&S1ASV%L^A9|C.<|&G<8
M,JG3,VWANPPV>ZU:4C!@?|H(K3?AED)-)28CWX?K6L5Z\$SFXTB|8K0AF+C#
<%)KQE/;:)38%9"@=5/W8R):^GXF<0&0XU=&+IGT|R=&V2U\$6/L:=G_)S-) 4=R
L5=&(#5Q2'O'MCF/6U. M7CPBNL!L9:|WA#?&V3_R+RP9|_A2NPX;"|Y3.R-
RQKU8U5%DK'5)'>N9(K1+"Y|;#=*7_&!!J%7X33,GU+D7AX1;3OP4FDX#M^|.NV_3CX
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MN7#N%8VQ-0:@?N9%UC|_/@&"2MB*1?EXG\VD8@#309.97D|>
M^|9#HM:%6LJV!98\$^|^-^(?^TYH(WWR|UN#0MXVKZ|_..!P/0WIFS"9AL?#Y'=52?
MQ.)D7)1(RQ3?IL&:OEQ#W4!;HT77LO7YD"6EJ_A)!LEE/U.@R1QYI7=*IDT
M4N3/49K* Q_XBKJ2VHKOV2)ZC7:;V6BGK5P8|T,N/XLAF56N!O"E80Y#W| MQX-
MZ&|Y2Q<(BS|WB+.8HDWIH<"10|)/Q88%)))>ROJS,^2,?*L^ M+2^:
<5L>2T":M45)\$2Z:/|!%DA)?O>1T,J%L\$LWVBCT|HS7! #2%=FA;_%/O
M0L>08YVE@9|!D8|*FT%*^Q>|ZMS<%^Z.#5W75:LO\$?/2QZ,8 &-U@|_ ^&+ZW
MV\$M-HM;&9X0I7 JR!T\$BL2?SXF0=\$;|!%7;OHP:I?J|+M9.#_N_3L|_Q>B?@ (MS7O.
(V#N?C0-@+O:E7?S|5TOX0ZSV<5|G5)|,Z7@L.QYH57>@Z#&>O2GI/T0FN1KQI.?
>PE'20.'SC7 M)PEGO|G\$EFN.^9-,3L2 F|;J|^_LX'#IWGZ>&|1ZOMT169#0T9 M#
(W|T|F|9Z:|+L9ZXD&(MR^(>,X/;\$,X+V/\$7OE:Z7"3^/3|UW%C|I5
M)E|4%OZ+|!3/S6YNDH0VLGJY\$UP-|!E3*>"9<#!Y0?(? /;:1S?567SRL;
MH+U/&F5V& |DRI:17J
&)|56W.XZM")Z#&6XDO55S8AEY%BSA<=Q94M\$BJ53ZN\$VY;:#(U_HJ28C

MW: 98,GZCN#+I8KJ1|WCBKW*IOVU/&Q4SGAQ?V9 |C:>EZRQQ\49V\9FML1 MBT?
CIN|-|&L,(+V,|L:=ZM9IEP5|^?57W(GAF6'2|J>HN/5E0LH9^WE@=.Y
MK9Y>#O|M/<|P=<=
MIO#J^|2|F|*TD/5%5Y;CFC.TP3PU;U|SP%L+PA=WUJ: SXBN3,#=6>\$)%,"|"
MQEF1WQQ|WPA&HPR\$*)%>ISL(J"BH0_7L\5J9&G !XKGV!^4X1/6"5L"XO4
MZ: ^?:1_PXR'TGLIHJ&#U-@&-OVDL@O5\$|X292')Q%7RI*AWTV(><5-;)7QE
MXDRMOS=KV&S|Z^|S7-T1ZAJFL=O<"8@MRW=/5/,6%E<"MLT
MJ#Q86<39_+|L>CS6BM9D9W*|53|F:0RD2I=)9E9\$%|,MR3M^*|O>+>?+P
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MQ(Z=.)>Q3K('W"M<|C?QK|^G>;>U+@_?8V38N7)R1AUWMJ*AW=\$4=?*1L_J MY?
5:DUB,8Z3G<^D/@^ ^=|O C)P-(L,86RRWC>:RBF_I-4T6>Y|4G_%6"B06?
|.D^N|=|8N|P1W.JQ\$M|2%+"(U0|R=YGX M|"G))P5=D2@|7J^@|&R;
|N7H_<14>E"A8(XZVN3NMA/41MI6(6F@X<#.!|A^0GLAB+C--80-I
MY5/(GT,VXZ>O8L^8:>&>^#="!4Z|*#D^?W""YA7!\$E%MX|4SWUL=TH-K3I-|
M"YA5SG^F^'|B7,;XX)#W/EKV|FM^V..(E#9ATVPFP|N"+HC;&=TS015B:=K8
M3XL80\$, &BAL#P#<(VN,EN CEZINK|V+_B61QF?O3_I9GQAVF/OZ:6?9VVE1A
M.R/A_1>O881)O_()S8\$=71%_&C+R;S: ^1?E(?ZH=/1.\$P_@R(/SV0*BV-D3M6;R*
M|\$.AN9^3FUXQ\$M;;T6F,T3-Y>3_9!@X|W|56UV#!6PCH(WSM.|(NV502I;
M<\$<&>D*|*,WJ+SIN|4/-='^2IFHVL";Q3^T<|D@W(O5B381A|<
MF21_S<;3^R0C4_WV2P|'|CXGE_QK.H|BA_6<1<&66?V<_!(TFG'_MZ*S*U59C\$9@=
<|+|I.F2Q|^\$|OE*|5+ZI725/E,OAYLTU<1_0C<;XW^8:9_J M@OS>
DGN'G1!3|H0=N1I5?C_9\$1LW>'8LTM>Q;&_489\$WLS/ZCTS,2DJ? M!3-JI"GV9I14?
#,^+!%9B/ TN>&./3C>LZ(M>7_QX^BMZ/YIW_+Z>R4_|S*| MA|&|CV2V8T=RT5VS'S
;WF:7/WT8<#O|.+/!S3FW.Q|GWV:|@6;+8M;DEB MA&X^@#
|OW2*7CA81NJ.S),C||T|'9N.%UNO21O\$VST?4P:(AG|>)|Y;B3U1 MB3TZKO/\$
%RD;UW01C7=,%GF6/L-XZV5/|1GX1EW6;JDY|5%K_S3*^(P@ "\$6_M'6CI%W2KA>?
H6|ICMH #GV.!>6&AA=;_VN2T|? <0J33+LC.|+:NU,5Z"BN6 MH57
4M8RUO|8H8E9QY:G^;8I?H&K<%)1D;K?BCNNG_3=^_H'7Z@TE M/Q9T<
18S&=5RBF+&A&8M'S#**|49JY030TYB?%E+1+V<&U=^E MI2HZ6.'6PI|TD3_"
|1<+>(GZ_54)2>CZ5SSMLQKY#:<,Y_)#;)?>U^KYKR9
M)GJDZTD1TY!:#'Z@#;QRX&YF"9I:G!F0|EDUY.G|MFY:|O+ P&;L|J|?7=W/<
M|I936^WY\$|O3?.YX,J#1K ?S|ACOWA?)=J|?4DC0V/5>YN%/0IU: A\$,^V!1\$0"L-
MFY9_G|KR<#*J|J/%C^9_2.2 ?UZKJR5J5A|>G?'HOY1S,;:RF,(4NJ:"\$;-V5WUKDOVG?
1,K\$VBZ@6Y>%0G_!C LA|'|2APWW_ ^K2<'# MTY@|J2PHF#RR3VW<,&Y
6U.F>EIU4G6;8F8CX^P24-"::2OTT_ ;S,20Q6CI M9-DAOY'RZSF;-)&MD2QU-
#\$!\$8FEJ34_ZWMWH2,7W:|@N|*2!&'KF3J>EZ6E MCV7O|SQBS&YJS;
<=.RX.*TA;N, ^@7+J|P#L|DK11W=.0W?V^Z4&>\$L-6>46)YD|,9V=TW>J^U>3?
YW:=.5I5;^NL0 M:V-^)|D_F.W+QK%>X** G&B&G:9.\$P@'B+TRCG|2R=;
/%J19|^>L0=TJ()N M^JLGVUF%2|PO&+=T7HQ,J6S;6?)6NC|N?
O(#JS68,4WH@I\$QW5M%|*D Q>|Z
M'GFSR|G1_MU.XT4/M'.%+GHXNUM&35S*+^/95*L?9V\0_M&M5^_VU?
|34:QLWWLOZ MI&|BWW\$|L=/RCU@2WY.DS*L_>J% PLFX*OGI8KV6;
M\$&N^#4D,U9<<:H|+RXU?4N92WS|0I" T=:V EP1@2PQ@C?M8&46F'XP!U,|
M46<^=P7 @:;+V#\$0/PQU_R1=R14HZCN),A M%W_ O3#0VP@!"
(A9S+FX%0.@@|RITJO|"A66|"\$\$%^=W+12F2/QC L=|ZQ%|6_M?4W|ZPKVO_IX.P:
2UP'VKMT!*.PSHQ1G@C8+0ZD#@PC@|. @HSBL(%!"3P M^COJ%&1SM'YJX 2Z|/ #
;|. ("* #|T|;LE>'Q_!0.X?;H)N3V|V>"F9'_W
ML#|I:F\$NE'OOQ;S8N5>0'R.5+*3+0|9B\$#PMS<|&&_Y(@_C%|!;GRXN'67(5
MAT*CT2W|ZPYPTO(O>M:J UN*MA1)-UI9;DL;O87XSGO5-2.S!|L7|Q7TE X)
MJA0"W""C>>B3-6Q(J"4>?F!9REB|U9T6:#E%FT/XZ|:Q;ITLX2'K"SHOO|M6
M@6FQ"SRF;N|+1ZCYF/@;X M/#|(VH(99A1A^,VD1@OG|-5V/0>7U4'@8: ?FR@|
+T=ZZ2-".S*BHARI^8WU
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?.A1:=>|>(1 J@SV)-P?N_5VA1L7Z<_|C2G!"XRZ4_Y@FM|L?J^OH^BLS MX|)?
1XT6&H/ YA0)L8 YIT__OS""@X:/T1//N^!Q_W76 "A95=WO@V_EY
MR/|KKC|F|9>""TX@CSU18AY.MB*JJ2":D89T.KZC\$)IPC6NOTP26PIG>_)J
M#6PU/0<'BGL#OY8!P-@'T+A N;NTD_%D8%|22?;6RB/N)O8\,2I+_A#6_PUK
M,YW3@QR)PDYVIGJYV7Z*Z57G'.DD3?':JTGTLF693 ?W\$C;%&4.*;O#CCBC?

MjV5(0V4C@1-4>-3 *F M-<8TW)SHU"JEMR!Y+).CF-C0F(\)\$H>%J%SQZ9PZ-
HJCELY-,2DTBVO MNX.\$)EKC>DQ@IN7'WIF 8 @K1B
R9W'0KWPO)F;+0E.K):+,T(HC/2^J3 M= 7WJ?[*DJ I%E!1/I:85UK=,(T D7(=?-
J8CR;UV!9F*:V.Y+?MH+ 1:#39 MV2A*17'*S&6E\$I
MQT4!YNM!LK.96H4.)QL563:'DSI)!A?R2PU9/K!\$+6&L^?UM^Q-
IKM*G76!LDN=@8|RGE=SZY>G(IYO^ M242:6:.X!
(^XSZDY;Q\$5B'%;J"UGSGRK'4N+%Z!DA"5^X?RE^STLOIQ94FY
MN7UF/ZR,F20EXL6I^PI)::Y^WJC?YI'':\T1;M, M71WDB
BU<\$IE6UP|O7&83HBU_VB0<"3^JY@Y;YEL82%;+3N!Z=Z'+1(,%#G|
M9770WJA,H;X*9+9/?|KJ,GA7?SC)J7.J,41T(#%LQC_IP^\$PG%3RX),_.8J9%C.G/W-
1@>KN5H)<\$?*PIY^+E|HM0|X*(0XL_B5U0TPD4
M:7KDF*D/*D+X|296)P>^|>W!T6^9-%^RY_/Q.2CRS*G)Y5VVJ3%4_8GU8CG+
MN|F^~WITFOGX;MMQ|3734%Z M%.1%)D?E6,EPBRYDBJH6R++J*2V&0GG N8!G-
RY|TG M0025)J>Wl.=&-&0_&Q(:8"XHRR|-\$8JP+;4-6V(I.*1+,F+|D|W"MM|9QDH7 MA
|QZ=J8-234|-|^\,%E-%|2&(_CWZDD7=GFU,A_OO,RT(B=04J1F'.M4YDP1 M:U(P@?
5G\KLJHJ6\$ "TU"/JMM0H,8)3V1FC:88BS|YQGDWDEWGD7#/C.#"N MNXMQ_?;
0*.4N+M'%I'8MF 3J4.|MP3V21S/) #X.40W!NL.26/JJRRYDAW87 ME64".L_QFOD5
|MH?C*!\$|H%4^*2&) 'BKGYOYV\$0MF"&M3-@QE|?%* _E.:!^6P98 Q,| M0E
&C?|RH1^_.Q@~^PJ_F3_&C#&L6-5|ZVPF_:ES'57RM3U&.JWM9IWC?"M^N MELO-
;7OKT:D9:'XAU^I.C.\$F&0, 8 #F5SDY'KAY!SYO |.H;9C6-G|X3^', MA:*@LM@|LP P/^?
JG7J+)-8A#&3Z-3"||@T/A<|=??=N^S"=Y 0>T>2|,&| M\$-KIU3L_B/6EM)_\$/QHXS>
:X76L?SX;2#|L1/VA#*EGE+PF.Y9!!7Q_:U MJ^JNJ++RQ">6L8XP,V6BIYVT?5:FWC1#
M8>\$M^_)&"3# JSN@:~ MK6\$ _8|&E7OV*#N5GIMADS'2L+%/O?WT&;8SX-N#OJ*|
(.1*E|@_:"K0RC3|M M90;3>-1!-#11D7&^E^7^S(/SI?MY1FC!T'=>0
WF&JL":J:O>ST_U),0*3/ MFZZGT4,80'=@|5*S GC|J>)"SD^|1DOF3M,%ZK
G+ZTN'U|^D:|?L|&S5Q1\$
MSF:8,B|+|V/8(SE\$3VMD@R="TC2JZZZ;V8%D454(7/(WJ=,9)LL9V @O!|(RI
M#XGNMJ*DR6E|F^NRFA'.W8P \$7PZ|9LUX@J:\$/?8J9|0*[J5>>U0RM0@F=~
MNEK(B&K,5JIE8*GSND@25+0:ZJ<|4SU M:A|XGG|*^?
@DZI7V3+&=V|T4P5W+XJ;3|"<+0R M+CZA+EH47C=TZ&+7+1X MHR+|NY?4|Y'K)
<4Q.\$@~"(2|RH/D/*+QK<'_:S9=FZ0|S12JO5Y/N:0Z**S<
MCZBYK#_Z|,51C)V#|=:97#W=F(|FBC.GUH*)/WG4|Q0!ZTAVTMU8B?-1
M_U9^C0%H|NX6'M^ZH1P4WQH/@'ZO|UBMC:Z-W8Z,E03_9X_YZB.*+K)OSL)/ M1
>7E05K&I*GND^B\$:WP738J9=WCS*|EL;|=7|2|"QL5/>B!LEH6(VTMYGH6 MTW>
|#XX%N'8|&3VT 0^E'QQ=5!D<|3JU2;>H./GU1B?#L\$A.5^4IOC5^BTF, M3|08J-
68,+^JB=4%#=#D+/E)9& MV.90|4U"P:9I_B2J+|VHH.B|/5 :@8?).06QYFU?
N_AD"RWZA7Z%GABZ*[0! MXG./M1!(@:0|6,#V>/7(0.:ZU)6+JC#
|H+QEB=Q9/+|E9#W7)->F8WS#.4BB.
HGP|&MU#@D4.:E;|,|&\$W@I/K25:M_I6F5N>FA. M90,MN|^<<'1ZJX?%'_|Y3%?
C'K>,52#DM|.:MS7|V MW%\$S_ =P+6I/HN.:|0|>&BX VZ/_GHN|31&U3#QZ(-
E@Q.:|LCO2^>||&G&.*5G MRH3|2Z A8Z"XLGK< 72@8)S7|ER|H7&4<-,N7^~Q,E0
8,2KK4/;'9HDPDG5 MWK(KF1|KQOT*B"J5NY!%|ZS@*20&X
3'FRXS>6|N|*%PG|1|2;3Z|KCY5*:NCH_7CP5B-'9-7019)|3=X7Q'%M-C(?
#;:>6:WMR1|NX M%L6DJ\$M'ER14EG9:9FEZF7K\$8 "'#KVB,|>&9, HD17/T+"POZQ|?
=SA:'R10BNWA\$3?D+&<&OA;K@*|H(1E0F"N?6|H|T* M-
"OV\$L95."B>'E|P#1JOFA;VX+A-I/S" P2<;O*OBUV37&99K_Q(0=|&E.6AOD:6.I8>SR7?
3Z MR|N.8*W.P|)(%I9I).+.M^I8^A>X:12=B0%|HB M)1I+P?T^#I>X_~^M 6|H@KV+|D
+2=7QO\$,LL<

TA:X R7?P8V:FOZO|(\L*EN@S!4>UO*.YR)@*()= _YM+O%U8/?Z MCT5^G>
(FFX)/_H(E8:CYY+DGIT7=(2PL=N%=1I^8L?KM22|E1M6?NA:03+? M.#1J,JH-
K,W>*>"-H&|S|R!,A:|<3MP)|?^5(6I*6LDU2-1/?|Z4NQDYBTH6M M+HYL,|:2>
K4|U\$NKCCS>ST\$LB(6|A+G2U|<5FE<"RVFMQ8TV*ZF#5N*C/: MD1SU>64?
A@1/4;\$%|SAUQ#.)|BD9FTW%UP#>!(+>Z#?8CU6(|ZA@Z|4C0KV<
MLM'KS=3(CK*V>DW2PAY3UG3)'H&^XA*XGERQ)!2S>|?U5C |W M&>/=JM?
F@JG_|7+SB^#|!%|!Q.C%|_|/Z>4;?0-TE_ M;#+H2?^@<.7|WBV:\$RTZUN
4L75,NW/\$W;%?@0.:RQ_AEJ"B03>WA;#=#RY3. M2XV4G7>HS\F=~^YY2PJ*&

#)/9S7('!ZM;JW\$H_-W8^P!::@DY<'8.QV: M70Q@/;H9&.P(:LQ O;_-%\$!%>)>!_2_!T_-
P=;3C\$=.E6'WSDP!;7P=X0N! MUS;00+6HD\J@K&?_4.2MU7'.105_+)J2#!\UJ^9'^?
8WQ;HP:1F\G74/7[SI M:"&A:197<'!O#.@90/W>O/IV*X\$6(CN3+X7^V7BEA
%E{YPA*?)#^!6VQ&U8+30A8;?YJX1P5F&0 MHQEUT>8-K?'X^!|!FC=YZTMR-
-0%DK2Y;#8XD6K\$!%-56/-G"6EC9UG\H*RU<|AZE|XT|TGDCC0&\$>.F"H3 O/Z"%
MCO?HKGLXP89&8P!;1IX80+8?^/JN7;W_P@L#B%7/AYQNK(&1%9U^2W6+,-WN
M64J_W/%K%00IT_UMX_||?C%F|E3|>|FYJ*+5M^P(E7.->P77;L4 F@;1F>#/
M5U'KOGW3)V,SH\$COK^#%OPLML6BYW!6;GOO'K#IA
%1"3JHR5XWSWL^M=D\K,O(|SCUG=RW"B.D|5-&K;|M^M&W63,S(!
<,M'"0DVJD,VRF\ULJL7R66ZZ(+5=N7|G(OJS8TOZC)3CA M8N7YK%34/\$|!(=FSW3-
_N>T|JT(C;HO.S5O M#JD)|Y#MGPGY;+@>\$IL5J;._S?
99|6U('G9X*7;FDZ..KJ3V4%ZZS|KW|G7T
M;9JW:M0,&.ST2_LP4D>0>78Z_2?:/I&609U;J/@N|^9YDZ@T/%G;>|N\I&!9
MXYURO\$*KKR|(ZG\$C0VK|_|EDV#2H21BXMJ@WMU/7|H4)4H|@"6'DOO-?AS&
M;:U&|BG=V6V.OZ&&/9?<^3CE.AA@/7'4#MS2\$P&5,)528*W507
MG:G<7\4S/;6<4H7\$Q!2^C_!6+;9CRF5*|^>|JT,\$DNY"T,6UH|!%^^>P"S.|-HX|>(9;-
^'W89#1G6?*"MS&5Y'3PSE;"N)0|JWF=K0'%|EWKP7#PB2,^UY^GV:^^-%HN6*
|@3Z!Z3PG#VT M8W5.ANC%W46;/(=!/9&PX3<9-6++S-@#D0@5|5L"5N-
-0;|AH|J4XY%+5XF MUALF:::=B%Q+^*86E9
M@Z0+YU8<|= "RBXKQONR,D\$&7UA9\$?+GO>B.|=ET6%D#=\$O(FE_"P58-&|G5X
M=BX|Q"V@M|V-J5|!\$6B|J|_ 'N|7;Q8=XY->6Q>UJ M^)|I<16(@8^6@6>D1\$P80ER|
WZN'I)*.GF2I4BN1|ECY#4T*M3D|XO6OM'9|
M)O|!#VN>X=+SV/@|=;H&9EB;@QYX&X!;6.Z 0 MH5;P7VCC7M9\$ _#:"4 X"
M>U=7M:/TTQ+>F>|!E?;>YJH(RR|CT#K?'N/VQA('5\$*H6|@PX8_N,V|H>
MZ.MT<^D_M, SI>|I06KL%4/'0S&;N?L0|WM+_C><2U6K!@F=%2:1D4QRMK^N
MO)DF+?+8CV:E6.B0"9HX|U#M1U8.WZ3G|Y4OHAG1E;U5@76?4XY/?@0Z/#J
M4LL/_|;0WWN5>YQ_N&0URRK^TVZFFV;M;J *%S/R5QB:"?6Z|,%H_+FZ;M?/6
M;*Y^Q=|#!;F.VYH;>M+ZB" _A&M'ZH| VHES:|V:0WIAM/Q8\$ _592)!!@&E?
MP|/ZR^N6M(RPGWY^O*%N#8E>6;@7&TCP9LL@C1IRP,|O1'5_U='8!O)<+84|
MZG8_|8&ZD&YO?)CH-;X(YBS*F|537UW*?50=*%37C#B&2HW<)'T'X#E-;20
M&56BK62P|EV>TYZ|ZBT|L@2T>W,WV2 PJ-@J=M;_5:G4RC-'U-PB@@&8.AU8
MV|7P^FTQA;KQXS0|X;X19'VGW%!#3JFEH3\$C3E!6\$?3H89C)^0PI5&#PKY>-
M;9,&KVX"LCZ@T63!(?J+LUH)9?N(3JHPO ML-
T;_X/_VW!T.LVWRJ#4C5B25B3S;LD'^61DS"1Z1|JS1"=W^> MQUC6U_MGA/1+=?
FW<3>,DR20P"&A7J,*J_ ^NZMDB0AI9=.5C^B9GS=|1U_7*
M2XI+*G;:6A@J0:E"TI/3L1)LPW?_XYB?J?
UC%,3|P@!6(OP5,@8=W)1X"IOG|_0@)_S/('PQ|%)")B%K3<@I7UJ>|@|HUS
M=1CM65HY#@9_ *8LUIRE|EB%((#ZS05NBO*?I9(0+A14O:MOTJ.U|-
_Y2H>PGS(GCIOW(D:\$B0F203A^OX M?|@B=M-
NNK0'I3|P_3)*BAEQ,H)>U=^E\$'+L+W'--!+NO89I |M2Z>E!INT| MW%^H# *XRH;C
M/|#&1;3\$3R73PZJ%K175GFJ6V&?=H2V:LZ^FWO"Y>1|?R7\$ M%!2|>I<7D'O^|
ZT4S4^<25R8+#AJ)7:'Z4*.VO->|>#"SJ*.I_>T5|3WGO.
MG&&3EO1%BI51C%ADM/4|&?;DJG;|.P!;472 M;
>CQX76Q0#=#9XT00+B|9CW9|;>2PD^U;QCB2PSUKOBJ=I21T(!)L'L&|'9P
M;MEUSKS%V'/#CQ;O8+MP^>;F|5)&UAN5 EY-/KQEXS?|V*4V;"Y+X21A@>|C
MH2PKSL;O)K:X'N!#6O\9VK52I(5"S1RY+3,R|YP>ZO+X%,1^_3.ON*%:\$(F,)7|D'^L>LJ
,\$ MO|^% P@5_4=KQZ_22#+I(C|5|6JEJR|=4|'_^M331D_;"9=|23BPGAQ;KE
M5'I,TYQAO6PHX08^>=+O4|)=Z\$(-D15EKU#HWPKI6**4Y+XV_F!_Q|6/X'9
M;W:2GJ+)|ORHJ3"66"XR(WIXSH|PY@N|,C;X^?/60^N#-,&F,/U?-WT&8"\$6 M-H026|
(2GPI;EBSVR:SN UK5;4)\$S1|V0K7^=_@2W^K|/#CO|\$"QL972;O-/M0M5;_>K#
<|XT\$ZP;HMT M.&.NA<1|CA34U#;KTI*TU,L&B;U/U?|<)3T9+=O7J9Z3<|&X'.D"K'F
HK8 M7;JB^4C7W;::SCL:%&MD=WA?JILZ M)RK=@L+V7*|XB9|P1;W|F&8@4LXK4?
4:1SIPW<|FK&,%?CY|U|S|!|PP?; MR1N5=-_O M)-
I7!\$VM*30/DTOU0P7C30Y.9<91&, .+12F;D=TAX!2-4OG8Z^*>X:\$##/F R
MYB>Y_2PGAR*?VJ=WUJ_R@PQ*^|YV2S/1(8,/=4/M)D1ZE!<_N|A1B2L(7/<
MKJ@Q%D\$#NL0 MH&F>VO|: U@_M,#KY.P1@#UC,|3|Y7O%01R1F".
2!J%P,OK^'41P"A!)=)_7:>O2L:J#W7S
M=*GU;9'O.*\$;Y;#_ |NM>L|=F|*J3X@6'W3+ZR5<1F;|!%4CXR6V/F*?6V*P-

M@VH>R,=+7,C4_(:5S7N:"9\QT.*Y ZL4U'TG>/5;>Q23S?Y|('C=E\PIH+
ME7\$<.C:LF\$'2NL!) +BK)4.T+N?:6C(M>KF%\N4:WHDZ| MP668GNS3|A:3HIZ*B"?
!:PPM:TZBKU_PZR/OUFZ LJ\$B'!'7 ':!5PV79K@ M,;+9I8_ES?<2|L5GE(N+
)3PF96N#Q@AUVC|_4B9.AHUJ|E?=YX=JS&6*;0 MUL_OY6"R405-DLD_@WW82GG+-
)1&YC0GPNP"(!-|/W@6-6^ ^G5^4!9)Y/%&N M%V8N*#TT| ^'V8| %0T1 G^:;>4?
'QL:YZ><,%T59PEA.#|L|24F%YW'G9#^3 M(B/#3O+>@;:!RA_ SN^1YG#8IPS_-5KU|
43M4>C3&P\$=IUX7-NJI.^%-\$/? MQK8_:N^0=+KEC*W|272:6^"YO>*A*G-=4?
55EYAE4)N(S3+|H|NZ.CM'\$L_+M'Z6A|R:-|GR!91,
|BBL0E\|T|"+AEC2:CU<90|JZXZ.#.-SR,N=D?3;&V=
MU2E>9|J@0E)2Y9?"^%_5.H|>OK?5HK#\5_#/48J???0IHC GW@'+@:U,8010 MM'+?
J*#)YN&V;MJN;#T3ZE9<\$?MX+=7=3^6|+&):F3IQ9G!+G,;E#<|CP
M9^G'!:ZY*9I63KA"-D6%6O2|^C6FK2:DI'4BM0*KE,S/0JN??MR&?T,
M/5U;|F3N#K5.K1!J.=R7W^3K\$/S1JO*D-!=G#| #WN_ ^8NM^@=,O"X35>(:
M.V1FCZ|+@ZE;/=>,7A\$|OF4!))|0T1)+\$#ZLFYQ7YY|'E7A+=KT(JK|:(E
M|'P";>4GO=NW@MZ\$>9_YO=TV6NA|5@Y=*HR;WO!:XTIETX"NQE(K3(WE\$HH-
MF.ENIX=5N|M|8LHC7#3F')A82/7QO>N_:='F'U 5>ZOC%VB#K7)|ZC\$X4&'%_MS9(F-
RF|!%%Y,D&#<=7*H|4?6O&*)OP##1)=^3_AG=TG4|TYWX:|Z1@VF
M>E1XN|9F,N%Q#UGM'N9|O):KS? !OLQ2CU)J)Z#|SU%|*^W#T|>85'?84?K
M73H^>'.|F9A1MU:=|J:|ZV|X)NP \$<.6_OAL|@0X'9E2M7TFL61=GL"G,|U7|?D!@-
YJF&@1|=7SG1S1UL+ATO|TMP\$;N2N|W4.1W3VZ MGO^6@(|KY&
<&,9D3YDJ\$|:R|T%5\$2'*L/*U=;NUF=FV6LER#MLY:A?
X4T'@9=:8JOQZ@UONEHQ@(X<-N%8QH0; MNEZH YI+&
(:6:|+^C4*3=3#YX@B^0S98Z?\$.>CG5=,0Z&=MOB*5,"I-8D<+I-
(5DG0EMCOC>|>D*&Q E\$WT=X6& M_/CRFC:'T^HBB;ON6CTWYMY6>|+-AI1DV"O?:-
L|B@F7@M1A0<'9O,9RV_ G MEH^L8C:YN M)-7R? (4ER5A^OG?7)L0X^~3^~*T@|
|C|1H|:?'^AI9:%/I&:%EGSR6|*Q=D M6."S/.4HNZ=SH8E&
M_ ^<3^=!.2#)+7P|<&FUZ%3(A(N(7&,P<+H75^,2)'?R_)J#UG9GW#5X|2I
M.09T|SUA\$W/^+;3|*4!T=J%|:Z4OWS,J|QJ<\$ZI657N7A?)\$8%LL%T8:+3JN
M|H|M\$Q#XCQ/M^GO_OGO:|HYU)|9N"E9Q|^:VUJO5W36.|YKK++8MCN/2DT|Z"
MBF<:=<5CM.G/Q2Q4NLW/8/@7|A\$,K&PZUI(Q5_:E2#5CKU6#?D|&7?=M41T
MN@ZU1M*:6!SR+DLO*C<(X*U^;4(9*4.&^*(KBB)7%F*|%3KO\$RX&@(T\$FFBO
M|=GEMZ6TTY_ |AU&A0MXST)Z5"+7B|H|Q|5#S,AI*EO>VY0||^!&!91|S49-
M7<|M|JR1>@3@L:I3FJLXN.PW-8 M=0D'7+\$=6Y6J'UMTDH%<8EC|7?
8W.OTG'N2V.O80E="|",|K.Z&:9HP@&Y|:S,%,G1#KETJ3| MUUA^W.|O=*.^
B+P\$Z9<1(DU%?;-23*)4,8ZS Z*+&O|?|K+&!1=6_5.3|8| MVK?4L^JF UR_|\$63(S0@ZW
MM|'6*B:/IHU>C/#0| MZ+@-
H0^M)YPQHV:K>6|MZEV,P%LOMZ\$DSORIS5G(UK1ED0!4_E,<(R-/|I5C
M*;Z|^OP6&U6:|A9|D:6(41_KWE'&,"GUG2H'I=64FUG.143NBVM=W|J,GG
MEQ4EIWL^F"G+TTT, 42_*RMC>%9"="\$RTZ@+109 YYLZ:Q<,) "8'0H,9@LKQ ME_
)XGNLBBH:F^J\$|9U_A=W|QW4Y+?UCT91L=|\$>HLTZ2!=J2+216KH3:IT
MI/<("DCO("!%>N^|17H7Z34|Z1!(Z \$2DLOW?,^=,;|Y|YYYWSMW|LO|_R>
MS//L9Z^UU_ |AUMIK;|WT*ILRJRE!66Z7T#FMUW6>8/KIPQ,PJ.\$FNN2QMFWN9=(5
M%?|H Y&|/R74=G6BD^*>T^2-5#1>,3=|A"Y,9| #6?1PB|+|N;4LBW/-AZ+' M-
8:>B;M8D-4(4.VX"24.T I'|H(26#,-#7Z/G#G02|8Y_,CP92GINQQ\$'8
MO'*+6>+*L!%7QN4YU_<*V:|= _ISU'?K:QKDNR,*?95X,'N2?>FH>K;9S/M
M%\$SGX!,Y|: VU">IDU&G;W|IE6H?'#6J'3> ML,|Y%?:/N4<0^NR|G|5TYET472DVX
U|YP%FER5D5J7%O/(+&|AZ\$AQ|
MUME7TZ7|,N\$U<1B!1YX2XS>H/^|:="=K*!?)TB>R",S\$,2!HI\$#6IF_U\$C\$F%2^|>S,1
M1>,O^@_!B_Q#!@TIFS((Q)^-D+^CL?U&3.K#D>HJ;?ZTFQ<_30R"V@Y 5L6A
MCYOD 8=|R62VKR<)>D>XW|HWT@Z5TEF+O.OI6>S:XZ1ZP&G=UA":I*5T@_V%
MWC8Y,|>\$_.Q6'2_EVB?6:U|7/CT<%ADZ
M0Z'+^H08PEB2X|QPW*%|A0=-0A..OMB@D'#S|"&@YA4'RQ'4FNK M|'51HLPCXJY-
ED^H3;*=9-#J;O^I%B2Y|!UJ+>+ZVBUY14.8&ZYB|0H1?4
M0%2,*#UO.C+G826DB|0JW T_7V/Y=;:^QGUHNMK|U_*S@;C?PEIE_WHW%
M%"^H+S:;C(=5NAP #,<@\$_,TH>!TBH\$@>/2T(P@28EZY4CB=PS)EW0S
9(GW(7|V.46O_WF0#IN&_M9L-*C-W,+;0?#P?PT,|J'SFL6IBS|ERY9-,#CY'A
#\$Q|4/+V4='-Z|H|\$C" M 99WKTND04=G_ |C@/-
L^LI14_4Y?|BO70|N&6AY_:L7!|UJ7<)>W!;8= M&KCK|1|^; Z_ ^Z.D,"UI/I2R^>FG@-

UD8^7JTOA)%32MY*|AI,RSZPH;IE M/!5(GXID6.\$'?!\$#D1=_HZ!>YD#3L;!>U-
8C1J7D7BOV?'Z0NN4'-N5TY6)@
MAA+!1"CE'5JHX!>H'_@GCRJ46J0>>_U2LQ*8LVR%>*9#AZ;%.TM4;I9IZ5Z! MCC^#?
&YF>-XO4TFAWV2K4!);#'+QOGY' X?N]G:9!Q 5H)X!+->:81N..C8
M;ER>\$(?!R3X#MES8#3FV?"PA|SFH;(I^80X1NJ^"M=,H==>\$@W\$[*=M8*5YM,^
MPD#_BAKO|F%>>&5CX2X,Y^7G?K,N9_*P'7LL&0|K)_V9D</'N6-#>Z7|*AL00>)75?
X1!8U\$@?PNY"||QLT9G \$L|!#JS)EN|TU()TV: M;C!<)*KM|K:OV35-F9SAQ3B &JZL=?
KL\$Q83X<;JN+S/Y7=!SQHNG| 9X,I
M7I;LR<@E|^-:+75)U_;;" =K@(P0U5/73,379|HZ(D!|GVS%M^;|QG:8ML"C|
1P_V@=|*)/--|'6->0W7HL9^P:9D@)GP86#S3)VYZ)9,4_
M,18X@)#37+;5>R!;54W#,X)L>QM5Y7#IVI9>'T8=V67"=4#N\$R'#=)1*D5N%Q
M#+#>"KV|X9 M,0.SF|=D5.6.\$LD^=)F.O%+!"4)&H0;Z@J\$>23,X@@2U9B*<8
GR.WL\$|-- MIZ/!R!7T2),HC|&#-T>9W?-KMT8|5A|5NO.|=[77;X46?>\$/%5O(<0.9,MU"
MD9^,L3T\$;3.ZN1?^K#U+;^G=?O'3#!! KC#|O
M;8U^*,WC|KV5.\$L3;7\$+"77IKB3LS.@2SX_?W!/A8D:QW)TF^\$",I66J0D
M=.2)|BSZ=M/N4DD7X\$|!,UD)XF3Q.PE! IG52;*^\$K6*D'80Q"E3-0AOY^0Q MUE4-
%71Q(_L|)+-O5*OE?UY.RAJQ<;/SV?F*!6ALPT?;-JY&C

%

8RU.MU%QP1C|B"BZT?'\$.Q.^T|23ZI*P>/9"@8\$;_(@X).FR|';1J =3
M>FEN#"@|73=4|DJ U@A<|O|*6&V#1 95'OO+.>2E::1X>JQX\$UOEN ?1045Z
MMI,UU^VA^*5+|03MQNGE)V_""1L|6E5%#0I^'4)7'UE^U@O6E 9Z*85/V"
M(<)/HA;J!P8S&OJ8"LCP/*+5'P103#Z28Z7LDW/Z/0'1'SO0;3G'H"U8" 98 M):
<<@8_XE_+J'7-4C^5&QZQUQ0GOXA%=V:E?F'S4?TEIP\$7|NYPW^>R!_ M-
5H(\$Y&&QUI2PKC.->US_GU5ER"!1=-T3"?|J+!@*/("AAG6MVEQ@<:/QP M1 74EA-
!4YZRY6U%|XS6|N'7O#SSRFP?P<\$"JP)-,584Q;G|^#<4%|+S.GW(M;JEQ%T-|?
QEDL/O*EE?QA?2|LC'/O@\$ZR(D'OKV9|?C2XTW&BP=.|V5,GX M=K8LD/|X
0LWB\$Y"|T\$@_BO-C*4D\$|H)E/-FX-
6FB>6TF08@H0G*AUyQT4|HN2^|G&Z'4TSTJ:CJ@NY:|N?HK09W M,+ZBX\$=^!/?N;?
N"1K\$0).8F3?PM+%IU?W+JC|2;"PXPW1^8G9QU+<<|=-YD6
M&F_@DI*)VTHM3=UR0\$_-KD8M#;MU9E>_051*;;L "=O>R)%_QCL1K-
_O5T,SVR'CK5! M7B)%:?.L/A(VC'|H28U)>\$V)XY9/%;3>6^%LZ;E#;LM0@|T>EVN-
^XEPJY&XT M_BDP|8PM<=|>Q>).N4?|MY_ Q5X6S\$U?OS|.;!7))!>8M-
#U&F_^J#U1^8WC M**,)M%+0W,R;&!)0S:#A)URDGG2!WJE?
XFGK2V4>77T3_O^./Q003/<=+8 M\$(NV-ZURICLY&|.I|XQ5|;X6;1+H0>-
ZH5KXJNWM-F" Q.~/3DQ#P|ML+^
M|!"7\$F&|4HYOT'8F4>F\$0_Z0|L@Q+|R'5O;@2#|=|9FJ;FG&."GP@.B).(.; MV QY,-
K>5_IPSH*FN0\$U5;J\$#LA/H)TC-P*YK6)/J_ ^LQ>D!35T-FER&[=Q|
M>JK'F3IES4HQC+27'9B6_X|4R.'>+|L;&WT=A&T188"=&#+|L.K9ZE"X;RKJ;
M<1B%*!^?Q>.)+/*TL *EMR;0K|52+K M6XMW>2KAC28M,2,?
@VWQ\$Q1CP.8)OJN)71Q3=!.*/8<)>S-GGPTKGJ>=*D|A: M-&|F?
U?:Q2|Q9C4W\$A.E,DR6LZT>-#^N-)?|S(-VPCA;; 4*+EI(WL282NRU=
M6(27T#5GU("|084DP<;#|R=1>%6D)|OZ?G,SIE.&Q>J>.I)QM^;.'S
MX2.R!| />MB7TC|ITV"6O#.A>-<.5GCU*2IRX|Q^5NU,-VO>Z|WV3X?,NF:O
M&/CPI%EC_W3WIBC#VICNT%IN|Y_G|5J6KFDT)0#S^E-W;22SWA.KU2?(MUW:
M=33LY)*LG1T-2PZ5J\$>|LUSLS+8LGC^U7^E_PWRZDY7Y_)M1Y<;HFN?YPU#-
M+|N7";FIYA^GRRH+(:SQ)3\$)\$0EWF@EO,,9PI.O=|8Y;4H'^HU"P;/I\$>6Y&Q=(
WE6HE'+:.*"|@TM+V4!05^5IH5!6FS M>;G:."1*
U8E|2_'LXVJ46K+XLB/EX5PK^0TD>+PF%GF|A)P'0NR1JAG?|G|=M+)^+J-
'K2#/+7|67=^46%V8^DI,@+>O1P&O7+.O?+QP|H.7*TPB3IWT';W;P
M2TY!UD.%.*/;@|8|ULJEX_\$CTG+7_X-0.XG5V6030%8RX.J#&G@H7'&ZR3O
MBI,PI_,.T=.VP=8!%)9|\$_^258,M65"CB.T|Z_"Z>5"UN_!WX+UOU7?6Q4, M+W?
3^5O<|;_TVW(^J./CAUN;|N5T7*+NO#B)SY|^8G|*=V%*|'%+Q?E!'W# M"KU.;7^?
48S3@5'6.*E=Q\$%=G,Z8@_I\$ YZ=BB(11.")E8C'M.O(H*2P# M/?
(A4213X/82#YP^8W\$W#"@2#9Q8|D/;(21CVUU_3|;(O:?)3DY23"!%N2A M,'ST+2_E,
|,YJ*QRJ3T;NT Y52(%H 8| MB%Z;6X;F3Q;KR-.2AJ|,ZROC1=O2?4;;/=D)M-
N%QX0@_2:S3%\$VH^W2E/'F MJQ-QGC<9OAW+++8| 0^"0(^RFEC&>5>R.0L=

{6\$!:/4U\XQ\95:OFF#:*D
M5MP"MT_\$O92B\5_X8.%K82#,_ZZQ\6(\$\F(+E.ZT8\H3D8M_M)46D!
I%O1.C1ZS1JZ5)HD*Q=5ZLYXV-15DB@\$E#PUJ!:#\URJHV@'\I_?UOU)-
MZ#F6F+'E9%ZUZ6L80F_IC"^\Z:YVC#P<_,Z:4AP9',-R2;M-2+SN5-O4#U#Q\
MD3@9J6+K\%11OFHPSAT1(:G_55W:=N^>+IM22-I&'?FQ=_'"%U>CF0\I\@3.L
M=R6200*NKTYEGP#/\&,"IM&QVZ^>\HXOBS"2M'\7% '*M+T*\$T/ZMQ">
(,S\>8UUA9\ _C#ZV-U6GK4@D\3+POL+^K7A._=BAUZD=TELZ?
MG6Z54:9X(18&K&U\Q-),_C3IE;_S\N\&V/?/5ZX>&04+|\\$NHXP..E*7-.A_/4_M=(?*?-S
O)M'V)LU=7\$C,#_VQYQDYZE\$ 3HCT\}\$G<.:ICZB>^?
IGO9NQR07<|\@8*3&GV+B7>|\1\$6\BHW8*E_M237RHD)X0"S(,#(G@>|\IZ128
:H:1T'(/6ULU.Z\3X_B&+JWE<#<_'O._C_M=MSX-KK2U0L1H\]&Q559IM&?4OL:FYRP(O(
K2_MY)*I%5EZ_+X50L4VPJ+F70BC3:&Q6\P/8!D0/6RGT>C/O\I-M_NRN@(\20"P_M9-
P:8OL\$P&1;=UCA@|P0K9\4'&"D_M(^X=(QM6"0)W!E_81?^K:-S=:WSWUFY:G:7
M%VX:RYW2\:+&_8_(Q2H%SDK39R0%WH(0*OYLO2PAY=5U/
MSX@,//>&:=2)GJ1\|M7/5;?6)O93^62_-H2.6X\|P>;Z,XKRMQSHU&).(V=;=MV#-_8
%40\8TL_9!&-MB70QJDXOZI6G3R/&>V4^V#|E-|_BVD3HW+#M69FQ_M:?=/'"
1TV\$1"XNTOT(Z:E\JMHZXA+X&Y_|Y\|S/POEHYF\$)'"YRQP'P+GFD_M"#!?
J#>:J4+PT+R+U39JHI?C<>IX"%Q,X)>A?2>.,W;=|H7GQ*[F>_Y=SG4*M
*+)|T+PYPH#^Q@DY>8OA'*LO\K\9T(^@?.\$+'1J;.(X1-=9B.PFXP5|>
M,N\I9RL<8#8Z'/D\:-9-I#=%._K\|T0\$#P:-GB&R,BG\$T#M_1:C.OX'OP\|>W
MX)XYALLBK\$Z@:\0Z0A8Z\|:KUVXIC)/N'V7<C\ZFOR\Q\$Z_M9-WE7?
^(JOEL%E'I@?),O\|P2&*TUA.-+3L)K\|)|JU<|RH(S@W&2ZBU4L1QWC
MT("FSICXY.1G.,TGO_I1'>LO6:/_47"-26TDHF&L\|N#|BM^PFW)@F&M(&N6@
MVNW4.\YV7Q1ITLQ+=L3*G+>R\|W;LHL..VKDE"\$#8E."*K(O\6\|N*S7&|):&
MT7(+UD:|7J>L)83_F?\$(M_D>:2^ZS#4?5OG)HVK@|YF>B>\$_(20>K"*TC6)/
MVMAM4T16,O@^|M.=5N>_,.-|EK+R+2:P%SNH;1L,G7E4H6Y+>K)O\KZ=?\$
ME,CR1A^CI=>NNIP\|K\I3T\$BN\$SHE60\|'%B*%HU==<=EI^E^KO7QX5;Y4'<0&?
EAEZO\U)2.8WU<<34IZ,F9!==(M:0DU%\5!(C\67:C97,>'6>.,:~-(M>LS2:|_(S?
#!Y7%9L).<"\$5L@!\S7B%_M'S@#>)VD,X(#\|'(U@5\$M^|Y>+?M3Y9E\U0%?
H#>H7X"O%7STQ%,4>W29\9Z*
MY@!\9A^ZRXT\C\|M/*#&'1N"9HEVO&|WOPQA=M"VN\K9)C.5
L33N/<.,ACK:N8BM5QJXW+L\$|*P%)?7JHOX_M*35%^X;U%LF\|K%)/Q:<*Z6|>GY(H?
7P:PY^|@5^R8SPDD=SIAD_[5N_K7!4Z_MM*5?N/3?)V2)WL@;_&B=6\|S\|H<9=N?
A^)^7'QNB_C;N2M*SV_GK<&;F.72N_MCTHXG7Y\|*RS8>@GG5"8==:1\|?"\%7F_BFI/7(?
+/BA:&9\^7H1ZN#&P;G+EN_ME_U_MH<(\2-4KUN8OPP\T^5BL59K&)B\9)
(N"TN(XM'KGG)O;3BJ;<_O1.'U,(\R"R9\HH;^?7B51+A7*_M("Q&8@B'V?
|+LL#:'J58T0K?R4|=N* X@2;PV@5F#&@B&Q*%-OE?6\$JAC\Y>3.&.)K\4NISOD%
M3B7I5>*|,|+Z\$<_AX3N76D4\^4JS+,E?I?5H&&\OG3%\$Y\|H\Q902\|@-,J)6
MX_!R#UL_|L#X?G.3^|,V>_.TZH+_|@PO6\Y4NOY'60QQ@DZTK"7X0EE2\$WQ:M4?
K09+*5EPE>59M4?BAJNG0ZSCZWKCVMKML"F9S,S_E\|W1>XL\$|R<!!O\$T@
MEAIZ8RC;J#|<_N+;33^I>|HL%44D^RSA/6Y(83KQV=JP+\$5K.2\|!R@)|P'_M\T
TW4+:C=MTV!!K._|SR=|U1Z31G-F)P(MJR3\$<_+\$+KZG=O&>PL>N6&?3+!
M\|*)U8UQQ0\$**E:N\Y5F5XP?WRBQ="DB.QL!7M,!:9"+QG?%2/_IUTV'5^0
M/MIR!&)\$G@/1I?GG(J8A@;:_N&X0TH;8#_9#<=>=H_#=#4F-C93&>S+B\|#;
M:LAGAQ&Y_06M_|/3\7Q;&K><./5W\Q-HOG*R\|(-8!&6\$6*TB/N0S)B>%Z@:\B_M
BX\|*!=|BC:N5LY1EM(\90WX^_?TY_W>PP/UCYDK:@+5(R2\|)N2\|V@R4ZA;\$&4O:
M3_L3YRSS"MY_7GD\51B7)+X"5#ZIT5:<8B:TY*_|FI24(BJM=9\%F\|MZXY)N_M-
KNTAFYMYSL;L_^\RC-SZ,BON:MI@+3^G9/0+!W@_64G8RC8GRRZJC;G_,MM,-8-
J(@V??\$AZ:BIWKOJV=\$>O26Z9J?|;:\7LD22*O37T4;6FT7\$V7#53>Y\2N>>%WE%R?P-
^Q8Z_M64:|.05IF1-2_M-?Y\|Q1(ZDE@'/R&E,U25X'"X*.(RM)*I3DM;WH
FW8=4;R%^YJO21)ZG_IF9_M\|V;@2;V3^#TXN!8Q.T:T\|L@1\T;JK23Q\7SU,@*!N)\Q,G"
|S(RV<|0-*IZG
MWZT_5KBZK5Q;")8JWQAZ4Q@JTWMMG+KVUA=NOH_)SX^_R;M+OS)>=)\$^9D"0<8
MV-S+DLZ_8'PS67&,*(:44.=|&_S6>.^OQB*EZ#WP=VAX/T\$L5@<@=\$+P+@|O
M.5YWG>P.1\$B=W&_0=^<^\8Y83+\$?_C7/%'8"X5L/V>2_V:9P,'B-Z88>(J\J
MKW>/|L5G_1H5?'_O9\|0M'.#>+Z<#MAY\|@BT:Y35U,(AR\X
M@#R\|.1>:1@%NBMP:RA6)KMC\|T\|*|3"\$I6MK&N#\$OD34Y,\$ULWOGES&
M.F(9D',+3?HJ,WI^STQ'581-/UWP'U_M5?PQI#2X\$:

@-04CY7&ZCWTR[8.8&6WL7#CIK4Z71BRD'GNPKQRE2%)EAU/M M&54-
54;GEX.1*6L[QSQ3-@TY|+|E|EVK5X30|*JL.,&MZ.Q43%H#YZ.0|QZR;CMP9!CV>N\$RU^
M*!@^#_5)N3+Z/+F".-N@-MOF]4=>>+ F]9N\$*Q5N]3
/DJDKB/(*U>|Q"81U29RNO|3U>E MSP#8G*(WKW C3(-,"(V&L 6=QA;J.
(-.1^SSSKL6@Q?|?|9\$?0|,O|H|Q/R M7,SL8F|GFN\$.?0F=B32%++UGB%O+
(6M*|W|8J7S|EHQ8S|NB'=(%&@T18\$|W< MD.
|DA3\$3/L|Z1TO_FC/2;Q>VS0MT/WID+AT_AVM(?|:8X3J?'.|@T606(2
MXKXGGL,0L1|IW8,3SW\$.?6FR.?/E%7SXGP V&G5W63'R|8GSD>H00|#516)
MZ9G'2G?E)&IE) 1*E-ZGL_&/D'WJ*.:!\$6W*088!ZVD5H75T|@?^'\$*5|@COR(=..1?
MO|I%K9^H)JS(%Z_4|PV1-CIB<^QG60I<1A-?AZIM'.#72T/MC6&ZVE-GR)JXF7&
=*4%RFLM\$;^FR^Y5+B%IC4#.F+|/NR/KN)|MI"8|'M07Y*N@OY6S@>,YAO,5^3WQ
|X0.T2BP!>\$QV,M%>YZ%1KOS!A|W? M4QG7=[Z\$WNS>2F/WV O1#J..
(V#Y|8XVJO9&SPD-YL)S|_R%=|H331,WI4U@-ZAPZ-J_|/UZ?;\$:-O:,79)JB+5 MV?4!?!J-
A5)AS>C|7#=#T<1!CF\$S,SDC @7|1^2)6J8B|_A2/ N,*1H=_%|CN M=BIU0 QS,,,|3?Y7-
??/T&O\$K_W#|Z/XK,[8|5>>BE63DBT#)U7|8K/(O)E4 MB4C/N|#V#:
|YL+=:3"BCR;"Y\$;.:_5F(OQ1|SOP|1YV|_L" O+BH/UD4)<" M;!'>XNQ!
<\$Q5:L|SYU?,XQX0E0)3)NN;#UHFA8_B.W^C.^J.X<|JMW(M"X>
M"2H|ZO|QN&H7'9JCX#*=KTW_EI"=LV9I*32#_NUI>EJM-5;EIQ*0^FA?R:=L M
/M|Z'FWQMM_KC7&AP'0D|GOGN?A/(@\$SGS5\$9(6\$9C|S5_|AZ0V.5K_<5@U M-?Y"-
7:>L3&N#9"+@|L=C(IW^VK6>>^&N@|O!8=2 B5GS8%28B_|A%,!2
MD9Y"5EQ5;#&B(C|\$7,/Z+1'LLSU"ES9LE&S>YLSA"DV!6@)H^|HGFF-#7_Z M!;/Z7O+
|M|_PI-,GZ'4GW\$V>VADM,>*/F3E9EWJ):ZS,D=|5-#NH0WN|SO
M=.2\$|Y#>E|J)^CQ+HAPWK%S|5Z/LQZ=/8V08=ITO@|%|'=\$4@|O0@TD|,<>B
MM,7ZQ&VOQL\$>K7):-^&@ (BFC1C?|Z"||4OAL(?DS6A+|/1GL!|QT;QMROB>
M|8L#M(9Q*XP8SK5@EQS#WS?/|HNTUX6X+XW=WM+_ \$>79Q<*E3T|R/TO8_+\$E
M>>*SZVS49P_'R8&DR|S=2IY**H4|'"LF19>O^VY,+,EEPL9ZGY2T%AN7EB+<
M)+3))ZD3K!|WB6<,T85|B9&7&*QW
MI+"A%|M.TL0Q.;WF'T|JYMM|Y+RBM+&YH6)V8@0!|(G)R8TM7K+R,BFZX|X MY2-
NE|(#|/PH/P\$ _!ZSBN|C8%05J|&.=|1+<|0YBW, 1(!;KR3"##%)G=4"6 MG'ME|-
)GY165)5FUM96Y|NFYI:6%.NFYN3Y&J2FV6ZZC00FC2E);.-0|#[UH8 MQ'1|?)5P<2|!|?
%1\$,MCVJS7VVI:E\$Y|DGWH\$0'Q?>
<94)3JB56MR5"%;,"=N|KRB&=+P;0P^_|Q_VHK6D=0KUOSUA\$"BM)C+!
MSCFB&.YV3V,SS"'*SI:I666@W=%29V7\$3%320SUH7+V>7! 4TT4|(E|8-?
M:DF.;%5ORK;#7LO")"G3\$VG?L*U(^H;:RZ2#C"TML8KJ%6Y.%Y|95_P0G#>
M)N4W.XO32NQ&P|GBRJ_GY6S_3WIG8%+A/_|L(9.(0N_;;P84J|H*_;F)Z
MUM.9ET1U4)"V|HB *OLKEF(Q@O'Y#8UOM5.:!78 B:B 9\$2U=|R#5PBU0P;I
M|>L."VF85|*<_|3^XL#4)<:^8KM;V/HOZML|H7+.3=Q7&76>53EV8H|0S: M%GNQ-
@X=+2?/|LK@B)=&7VU%LX@>1HR^&2L.^KKY<<5-L>N5;9&=B|+O/%@Z MMB?
3;:XBI%|/2BYL8 T"/+!)G5|^YHM(_6IB7-/03^=WI%2MERXL@&LKU3Y
MDXS6G0E|RC:L)FB\$V>|L3>UB!P@>E"|K\$*_IE?2 :)9VP'S%#<6;-)RR
MNDR#B0U3R|2=L+Y;.(T*G\$BT1J+ZR+%SS:G-*ZHBFD1R|C5\$|COE^<#MG M3-?
=%|Y0NZP|AO.:@YFF*&J8'&>L^LQK*ED9G2,|UW=|XC UOGZ&%J5IE3/ M=93):
|+M&1258Y\$6+1'8,>.:=\$%4=.K#^G00!HY|EU/5'KB-;EO,W".9|FNI M^
A7L9%/,9D%OCFU ^2@IC"OE7+7A\$ U,("T*@2UD>3'M"9G:'V@FBIX<;
M;M6MV6=VDLG\$%VI-@T"DC>*YZ8!1GV=|E2;"2:NG&4KZ5CKA1Y_IAP3P971
M%0+3%A9^TD3A|VIOO(# \$+|R;EO|Y' QR"/L8UM_H2|0YB&G& 7A_MF();5*
|F#CKWWT?JK#?A-%|*M7%V5|H|@|2(EY4F|L,S%W<6LK>R=N(F318
MK&I:@@8#J|Q:5|YR+NSN_EHI<^E|\$YKA.C5Y+|YB/5C)!Y"OD|K|,|=M;#|
MG^L98Y4|I:1)E|X3.:BHJ&+|H1AMZ,R=92JD-|9L\$X?H9-Y|4DHFH 5/Z4V
M|UBH"ZH';H671#/,.)M.|'"LZ_|?0OR0 V,,*|@D&|L4/HZHA9DP/\$'N)|@B M|P&*TBUS?
NYE7D2C<=?|CSHPW?.SI0_%XZ#4SXO29R+D)!^?J9AS;IM+ D
M9WWW8Q|6|H&\$@*CX.Q^*(?)KC,|5CXL|H^K5CDMG%^7H!!^V' F
M1"UE750AT^2Y,X(C&I&Q:P6"_N,364,;1_/,%0(Z&Z6/:LLY2|3|JC+U(M A?V
YA)>L'^PG IHPEH?"X.;:|^VS*4F F-V0@W8U"7/J0RZ: M3H|UZBRC+
)3"H|JR12I%+LUKA M9R\$|EM42*VS2QXN\$V'1WB|XG9VQ7%I?4U=7"
|A"WIO/K|JRNT!H2<=|YYO)H M>@M*5/1+:A=2|G^
BPKST07@BWCC:@|75\$,5#/N65'J338(WI(B!//3&-A\$O',|6K_ND!234N3F'2;
M(#GP0!5IA|2|VE!JV^|G@OFO0|)G0|QN4N/'I2D,!0NT|:F %IA=K V=&#W

MCQB6&CY!'4?W^_BL!TX!A1VJGG55I_9H0>R/O%BO<|@*PX);19Q!:=;7/JS.1
MTTS;DW+S;*FHV)[KJ>M?ERIG??+80E^*;G'=\$LK?U=MM
-7_O^8*1DK^MD!U:C!VOGK+6L?UJ^6.H<;R5E&+"JO M>8GL#!Q\$->
[XR7A\$'3][V4RFJ8\$BNG +[YH?,R9&CS8-1#LW+|= [1BL|>>Z! M)X>8^G& HS!) I
7OW8R3G&>.5K!V0JQ!ON:F!1Y^-0!M!6Q |E^_.S^=B_G77.^ (5Z_SV:J@AZN19WCM)N3
MNZ2T!:@?0G*\$-S%J_6KKRXX0.7+0!|OP#\$Z| ^F=,XST?#7L-M)9B-65>2O\2
MWIL")_W25!2? |HO>'Q/190+O@_FU_B'MKVCXI4N#N/A@8U13-27V0*^N^--
G;|!D^5|C7VTA&^1 MG=!)|6VE#;PU)R\$-3>8H>O;_L7#;DVEDE/!="GV6|[(9+,*'C|I>
M*^J|'B;H!;WZQ3:Z@*Q/MY"J27!H;'RAF<0Y(9\$AZZ-,2CL|6M.TZ407R\$7%
MJG/!#>P#IY;SH|97C(&&@YAD'VA26ZMLSU!;.2%AV4BU>5&[Z'M;_|@Z&|!@'
MN(ODA?<|GIN)89ZO|DQ@#BLTW: &U\$02%QK(577&,P#I?C(9|,T5G4.7G5W
M5C;|Y_-D_QLK3UBB66,4|4GAJ-I2ZX\$Q)*M1&IJM)!W\$^?<|K?W\VDS_-P M9S6F-
M8+D.6XJX@#D"A LK_-QJ;Q_Z2Q5Z#?
V6Q!.6QQU&S8'83|&L;PCYRK|H=^Z,+7)|WJM4_GTEYJ=;6'1 M\O3ALOODI%-^3|O5:
|DMLDOXE>90U*@,ER;(I#U2,40S3%K^#)/5T\$+9.E"K0=|+G/'HQ1F\3AQZ=(A"U|45B-J
M|+TK^;?R2K%*07+0/06@!BN/(-T;FZ2L|_QG|L!@R0Z_%64Q1|1KZ5|5ES=> MH_
Z1'18JJC;|VY_'F4*);65LVWR?CM:XM%Y;XZ%:&901|4NH*2=R|A" M62=!ULZ?
=SNIW'D|YB&45%_ '(%QR%|DO/B=|-4_|_XW2_U; L#O)|E;|9|&
M\$|_|(6=^1&0@U;0/D@475R=W)"&|!PK8;\$Q8N0%Z/O%: ?O-H\$|T /F!8QUP;
MA!VGJON-5V>C5;:/2HDOI_X766_-+^EG6_Y##|2,TA#P3|_IZGRAUF|_LQ+2
MMDU7BZ<1>DGZMD^R8\NC|Q7J;9:>G|IA;|V|!#MQ+
M+;|^_.KE|7F\$X>,Z|8=9D!A;+GO>=2|VL^#VD>BSH,\$LNQ1VK>;"K<="CI-8J MFLE=
A|)|?|RXSB(O7|L3Y6G|=4&?_8R^_:ARW+|BDH8/R14U5Q!_!V6':8\$
M|K47_,^7!RT.SV+V'Y9.6#T+-_I"4=2M+1%LZD03,^|7D!RQR3K)D3OQ'Y^2
M;EP1B(+;|D->@CC1NRJPZ'Z6(&/(D.7S|5_|TZZ3XQUHX;6RQA|?8<)0NZ^ M26JH!
|DH4BC;V=J96|93W2|/9U"HMKU#>G_-M_|/#'T.O*CPL;KKP
MNYQ"A?;3UT&KW\$70'K=A1.^7-0#^H+9O|A/>)7?CK61'D/M16Z,Y0F.C:J M)
<|_L)V?"J_3#<7DN)W9<>JP727>?H(|V3>:S|X=J.6I8#IY;C(#MRE9|A\$C
M'S;+JOQWO+RS<;&@\$RP(9"-&-+2&5*54\$G\$X^RUR|/Z<="B6!&=C(5+7;B%M<)M?
TZ A|R&: M%7M.<09\FVX1/RF"i?30;_ G5-X5)L|_K.A!^YE<1=W6NJ2^>-%RBBXFONDI
MU4,S)W:LRGF-C.JVUH\$9L@8M/RB/(98-
+PL/8SCZXC&M,6QWMZB)XTWW;_Q;_ \$N|IN-"%K):|A@7R,(E3U8>MS@G)BDE>2
MBCI-.G.-A|"%99;&6G8K=|/A86_R|^HR9_A%'S:4-"RC9Q67|RG(\$Y07|8!" MNO
7T7GGKEX7\$YP/% MM+ 3O'+RR0OVL?W^CGU-X#P_+<|U|\$#'=;!U_1GHR9!_T<2C:
(U-)9-3C|Z M<+|+|, '90 M3&&HI!\$ _|>FO^R6X|(+|+|RA(|&=BE?
A)NV3\$"!/HQ*H%F(,*GYZ2>)*;%PF M(%";4)XO4"W"&-3|%'N?
&:I^ACK.@!/^@/)!:Z@P|RSS.9KEXW?P,R^'5Q>F< M%."6G &GJ/TTFI!??
XY(@SZ\$<#^KYPS_%<2D&OR|!\$6|46F*HF|I^|@ "0R<| M;3ZJ:-
S^|E"D0HE^M%_ ^:WK5+UJ|D@:9>HUI+H"/5EQ8M7CU:N<;D1|1J_
MD|I.IQD'2')W;/%X|L3E?0KH70O&@H2)E|'9^),5:-K4+|A1OKI|*>QM,V8 MY5U,
(AC|T^(" _1C.T*KXWRC1_'MXL:YY.= &/ZW7*D6TS^JC/IV3ZK.I
M/_X!'BS3#9&|56K1)05F8#U!YAU*\$2W:=#_E9R%_O_-/33 MW\$F?BLJ*2L#Y?
7K)8I<:IFOX-^=)|@9C4F=C*ANO|C0?+F&<;E 5;NY_ M2|0<|AMXF
F+B>Q:D681T/8M%#1OM?DP*P3>BF?^ ?,|TEA\$ "5*|_,@;@E^P
MP'Z>V\$2B|6/GI;O!O|.VUY.7MNXG")C0 ^=26;TL^SS6>)YWP*UK86%V,T| M1'9>
<;VY&*)W?"KTVF%OOZY'P);8_-Z!\$(< M0#@0D=\$1Z(X*M>_L WV:3T.>RC7\$22<|I-G;
<6I^8Y_|_"T|ZC V&C\$1"MBXY#N?RT|WAYOTKVTH3_-^/RK>.*G)=_4IDSZ/ 4I(>%HL,
M=DX?ST|24.'Y_Z,A|92UGIJH;K+V^'2PW0VT4>HTO7=|?CKN/K=DHZY^|R
M6J'"&BW>3*@QX+GUI5R*FOT|1X)@(9>\$U^56IQ=)?8?D+ MQ:.*#7:+=)|@,DK?6?
>EAAF7@Q QM#"5/2>_2#7;2|DT3A^/*2G^EY%S;N-M^
MU.!#C7=:JM9E+AZC\$;WQM-_:TQ4IV/4JBU^1\$.)212O,S^B?!81(JHK|@N5-M
Q|=;S(S553K1-'M<&YN"O6Z&Y1#R32RM01/ <|%
|H*MVY3MFFVPY%B;:X7R|^@R1Z#^ ^%+*#EQO M_QSUXS1!|XWI8A8?!*PS@_(Z=
I;|M.A=H&2G7WYQ^9P(SD5_HMCY/EYUJ. M-@T^_47*9E'-
J|I*XWMPDRK?;1R@.)K;MX=.2!5KU_N96KEU"\$ \$TWZ;^)GJ,2QM0N M?U"IH?7VH)
DSWET9=(5.F@WKC2_L'P%^9FE1?LRO=M%@(C25NWSWR MF!)_Q"TT?MK1Y?
@%1CAMEF37;A<\$!%HKTMO=MA'\$ |>NA>2>K5-7HI0!NF.R;
M#4Y2_-^"WS*YJ"5GE7ML*VCA 055T!HI6115%#2UXFX\$#.-U58X'TBM2|3<|U

MW;Y5J1P5"DUI31>F2WMF604;>8/EYS3\$9NI@#J/M?!!M(L0&&4OSRX(-I\$H-
MODI: ^::[K\H"O:V)*2K'GN2;&4FR 'T' D%3; HQ,@1TMZ^ +&&RI\8X\5 M?
YJN9YM;7)2BR!;LMQ7\ P3@OA3K7\&B\$[*OL (M33LD=\$KD!2; 6';L&9!* M2M.+
I2W5LTC"1B\ID,F0%\$<'N\9G:S\$V\75L)PU\;R<.EC,EA GR@T\DO0* MK_ "7>U;56)?
K>I?PQ-@Z\=EQZ;B;L2\NTPPZJ&OV2\LKQ55_<=#AZEN;..H
M7H_&E7\;\$;%AKJTJ5'YD*71K=KWL/ [KC=V\3CG^UZ46P8^PM")Q3\ E(4DSZ\I
M)8H^?9I0=1 31\$ T\IV& MG_ =F-YF(P\JM@SSRH+ YSQWS\I,91@9!YMS'R M\<0
IRN^9YN#&B,6A67.#BUWA2((2AACG@?&&[T>%#!QB+
<,05;8BM\Q5L: #%;FE\ M.QSPONIS,DHG=XK67V MI=O&2K6_ T+&7H-
70P#J P/*DSHZ4SS%"I:TA\0U-U9%\2,>ITE?R;:SZC'O#B MXQX:DLRG"0; U:6+CF-
R=%H;A\$ L+.7-&> \XO\$(O:.<^/OC\K6/(T*.1\$X? M\ P-
2^3;>=TJW@J5%&@G&UDQ&X(%#"P3" MOK1#\$P,W3'/,+1#U5V: \U';@>9 M%?
708BPK,P:RL<.(LE\N#(. *A&.;I7* S38&SJ-\$;G_ V=.SH;J@M
MV>A#&# \$8WDJ(^7G)+BA\$3K776\Z5U3R?ISA\=S3N_'D_9+>E7EB/TB\N/
M;:377"5:F-AWW D85.H_XP\=^T8LB\ S\ S"6/8E;5D2KE;/5LWK\-(0G C*.>
MW8/8(BQ\I, #:I..H\:-> D10=
I PPI.I=3AS':!3DZ5A\2+<'"PYTJQ3^V\$WDD_:%ASFY^J?>:1?>ZH1;%KDG/7G\$I<841E
M9B6OI/HH<.:I\Z\H.ZE_547KV(MW?!B30&,<8+\$N#X+B;I3,W%\VDNK\B\6G
MHFZ0C.M+U#5K\H53:Z:%AH'H\$#<()9BV @.4\$'!\#8!&Q<;"RSYYU6\8!&I
MO\KXP*2%_I7=I\9U537K;M5\$ N**(A(B4(\$:0+2:T1Z\UUZ\ P("0H"H2!=" MD2)(\$9
NO;>(!"95:@#I B'T4-)NWO.\YXY\QKGENV>,<I>X)\^2E37V2M:>
MY7GFW&O.Y+^J^\$ IARML%V<""3\ \$EXF=:B)*\7U\$ &I\$!\QSSE2MP2R;G3<
M0\@'):WBC_.K2)D+NG74\N_05BHH\J/ *D\$OT+% \K\$1(0W:50GU4M\ C".*VD-MTG>5?
I,"S.0NU>K.)7GIW ;^L6016\<&\V(XL!7?+\$W5'C=>!U*Z5&J?NGVV4S92Y^,3?
8.H5"99=H^KK4-^; M^I;_-1RY2E\T\$XZ5%KH?P-RXH^S\")2NR%U11"+Z6*
IYX=J*BD;' \$6I#79* MK6@/'7P#NN@7C>%H6/'Q&.#JG?7((K@Q8?UH9:Z2SE;E?-
AU8\!KO3F\=! M^Z^4J7 ANQH65C\;#R=F) <_ZNE&FSFGJ\ '@9M PH&+NF-MG5!%\I
I\1\KJS.X3;.:0>-I""<6T M^F+6(0NV@ A0B\JC =D&?
3I1A52EX#I(KD\LQ2@0XA_EAP^0\>)/@E"!3(B @ M4H;8P\Y"L",V>-
QTZ\OSE2G3J+I\K\W 69\VS1(!JC%U8D,Y?=BE-W/HEHF MG405\I\I-/MRY,?-
IY(Q?J2B-:3/T8,;U!OO(KH+'6 1&9!YUOA/MAOU5 M.\GAT8\$Y=CA\IZZC8LZE(
Y+6+Y W6Q\OUPE6_!=I'7LBN\I/ C\Q)T7^J> MJ;O(N/R>L8N719AN!"KUK8TT,?
0RD9W70D=5MQ4^ 6<4-EQOZ;J2N%#!S0K M+.M&4\F2H<I(<;V9#D^P?
8VNK<0EV)2.I\VEQ;D\$T4\@UGA;)_6\G-' ^RN5 MFZRR_R:@#7_N>2A-@M,E;
I8+S!>@T\$JL=T57\0U=L/?0>V"3J1C3H\B/3#+M>:6\FR5\+C\A\$<):OZ:Q-
_K<@J3FGW>;+I!FC^X<I=5HI?>B>/2E2YU'XW0
M@*8Z^81\+5&EL<>Y(LP3KR3_D)U\@QR^)+A"YD<;@I D"+9'9Z+LFI2 /3/?E
MZHR6JP&!R=I\GO#CM260 "XS:>?\$AS@>I4M!4TF;RGXW?J1EOZU>A_5"^@,Z
MRH.#CL\U2U>#55J(\$._V?Q#PO!T>V5@^1GT*=1/EL<7I"+P5>))VH^SZZ
M100;>9DQQ0*E\A6",XL8%V+>0G\TICJMO>3P)3<>UA\Q1T6262C+ &1K9D5G
M"/M_VJOD'Y?>H#T8)007K/80N*F\8;O=R,SV>M#G_<&PLE-DDKGQ&;M+J2K-
WVJ9^2@PW"-I\MO\E*D@98PT\$PP9DI&\3C;U(F@-'\$^:>3?MB-#Q2\$
MK2*IF)0EB^JR_AW\$@48%\$4@C23\3DU-B(V1E>9ADZ\9)GQO'L;K81=4 NY-#
M<92)MNRTO%8\$D-C0\0ROV3DR5B=N726 N0-0+I\A(A;3B^H\$P80;GDWOS9
MYAU2"6(3\IF&5?#6K17N4@:GQ;2&?DX\9GOA)I@BF:E10A6\$ZL)%\$+P_Q\$KG
M+CG8KKK+H%+KOVSSY2EK\$R;G%ES^J<"VA\GBR^M/*EU)TB5;
I\W\Q\8SO(C'Y01/R,> MSFQ\VA\I\ZLYDAKTY#\I\$2 M0?.W(%XZ_#A?H\$F@R0Q*QD?
Y/%\LBU.M#7Q"O3H16/Z^ M@CA!8JBJ,E:P5Q#C1"#N.!H"Y3W3/H,2DDM(/WPV-
FBWX+@\$&Y%FLQ!&EE M.\$,Gj*.AI9>VB," I\,\$PR?77ES)A.
I\$2\AY0*)J*>S:E,G6\9).TC.8F/X*^973\87\$U M30MB;?
20@3I^AU6;E*^I\@3@C^M\$=IDECU\L?XJX+W PZKK/%D:9JQH&6TH(^
MO2HEC7;3C8?-+ _U5+F3%+DD\/^RE;:\8G_YJF_ '%G>*N^O/G_.GZNGU @TM
MPKL==GXWGU/Z_."D\I\W:/IPD4%?6M.7H='2A>NOP_%MH?8K,+D5XQW_-"
M/#W/GER6;!GZC8G-7%KOH;:75D0?>E>7HRRU)A*0BXC8!1A\$D)1ZG."3:AW
MMPY)\9.*=D\>QW PTRE-5#O&41@I>*EG:VDT6^ \6/
M\U5)A\$N,Z>/K#"WJ)0;A//7>AB\I^\$K=0.0&'M5K?C"3TS
MSDC(3Q>'9KH6G\$NK\7Q>)KF\!KS#;HSYA,3+O\&YYC3K#(N<4AFF\$>T*; MLNS
0%='EW)\U:\$E%HG_ :A.V@7'&G3,:XV=.V*_YW71Y)\#.&IJ'#\V+QH%2 M-

#Q111',SJ=Q!+F7DKGXMTXL1" <|,>|KG <;@ \$VSJ>3D\$' 4,02\$,:ST/&
M#6>\$D5.\$#LV&0T " DV_%\$-TEH=PH92D4QD|ODDZ\$S'PY5'!(F52I##T_D^
M0CPKG""U|",D;/:8"(B9:A&!/;E8R#G#P,XCBD.O,^V\$I#"1|@"O_\$5TFM07 MQ-
:,XHHAO&(>#9N&/HS>/=R-67UO?)#%"^GCX,ZBWZ MM:FDE5@-I7
2@3%',\$&E|OAM72Q_0U2;#V1'4Y,7^R.ON&NH!+=6YSJF>!/W
M!S|>D2<"|Q72,9NXIO G_:DO MVBWN\$ \$9;EXZK*|B.GY|HF5|=UU^'U0!/?
O<1(YC.RJK57R0S+1JPTWC?^?S3 M86\$MUB!#;|JGJOSXW!L=O 9I8Z|(G-
Q_YM^RDP)OYUV"OH2,JUV:X|T006!|A%J)60%#& M^.PU(MG6NL?M?=\$.M%D=DP4)
<)|07AT|SUL/O-"XH=;0%/W>;W_QL\$BZ=
|RE#1\$:*H@@V;IZI(S2W9_C90\$I(K3'+|M)2_|7WP>99SZFUQ;1_D N):9)N?/Q!JC'!|W
1_M|J07&MXH Q>5'P#2>9D_:#EHL\$Z-W&5O2_-V6(>M)G>K#HA(1SY)7_1=*.8
MB|WW=ZZNSFK&=*Q"HGL0;G_&-%\$L?=A!Y8>+:\$PN?7VKOCXM(_)|K.IV|,|F
M;S^'|5;VHKK>E3#7S+@>RAC25B|UC3LN=/OJC>0SO+6GC^_ MCOL?|5|C?
00%C7!|/%(W;C_)NM!*/6("RAO*507"OZ#3@Y\$G!Q M|!S|W!PNM;C1.D<\$?
6X..IB<2'CQ3<|S.?H4B|!'^|3 <>@4|I=G""L|*T
M|>?,MV"VOO;6QJG)|FRKE2+@K#XPMAR2B;CJ"6&MR|# 3)|NB=|SPD^VO?A
M/WV|LOBZ7Z|Q=J8XG/^Y2|(0L_YS?)A|DCO_%GHBE7>^JF/A|H2|W5JZ
MTO()9S|G=X?*|>D)6,,X?_:4Y@FS@53,N?L/8>Y\$4\$WF'Z27P>|T|VT|!")<&
MOH|/NPTA*H1=\$|M/08V|8*6@08;:6;&_I3\$X|;2^E*%^KI\$(^&;3B7N&DR@D3<5@:?:
"UR<'G/GM?S^OI<&&"RCP5|FHZU(>ZA?&R#WE3F,!TS,=)>9L
M";YQ=8=|Q|ZP+EH'_@.T?R/G#7|=-V\$NM3/EJO"J>_"6&|2Y,V+82FQ1
M#4*;A47S#)FQ^6%i 78KVC|&Z0|XO2|\$QH>BG_\$I+F@BH1:N0=GK0VL%UYO-
MGDWZNIBO-S8JR-O|A:++O/'W(I:?:6K057R"AWF#UNSLOVD)SL\$/:21XZ?
M2SA|"3Z&Q8\$,ETW7"U:KN3O7O8?_BU_Y_(#(M^_T!H/"&_)=)LIQ9|(-*M5|9YUXC
R-&NYN^~W4!W|^JG|TYCSJL+3+-5|9&Q0:/K^H7M@&71CD2:W?V4G+8D!@
MRN|.EW:|I9&U?+KJUZ#|B5KD%ZY%T882W0Z%5PRX!J>=LA-\$@>M' MP&&Y"
GSEEV9,&6P=X|9,@);5Z:958>4#>E=O6=4?*|P9O@WM*3NO9|DP(YY
M9=;OEJS(Y&_S2,IX>+_"&+K^!,6MRE?C<%AZWUW@DI4C/30;EWOYX|6+A?<M6?
=Z-3T=%=)N|4BI@M!&JWH)3=|2<|JP'-6|V.FNN:YHF:(WJK#@6 M|D|H?9.B)>>1H@5?
X8|3&>N,T_T1LE?9=4^;<E)%;|9|O6?3LW|^PJOQ41@_M27P^E|>WXXQ^G-
:'HJ>NWF 45?I(HBYGH(5??|I%4_!|@HZXD|!";6YS.AR=V%K3;"BM=WV,)/K/>A0WT2,
_:GP3F?12(MP%"/I5?A/UM/NMX|+.#?:MC?0&=Z9
M8>.07Q)_/PLAK|G!/T7MLWAX"7VUZ'-|J\$+
|EYE6N.S|_+BQ#FO?:V)M)^*B|JZK)6U+U|_J'H/MM
_9GS>|RDX|&IW_6XAG0'L9FZB@ZHI-|Y_C^|&(.|_MAUMWZ6|U06P>>
|4EOWXCPM%._/DOUDG*B&J&"-!-^N#^ZN 4*8W5@79#7:LO M+QV|>
|J>Q8ETF("GZ"GBD"(>|"YTJNZVR=OUF&"75^JW,|F:R_E2&UJR/5>-
MZMYR4G&6PW*|*_VJ8ZL6BZ-/MEQCTV#8/?_I':D8)0+)F|QX|3K&|^F3%\$;
M,/,SQ|6AR81|K2U?VPEO:IX*S#HXTS!(XN|+(SX=|W6L(UCQLT*-Y5?JF|-MQF>"8ZV*
<_F"D%02|4)|7)|@F@;F2 BYCSFRGM>Z39B-|5.A|,(EFA\$EJC5R M7_7>_QC/3Z2L
M(@P@:GY9-L=;/T96^!G>Y92|;UT>KA-0^931G"^|F?2EYH/HH<+*NRN7 MF^?P-
P,NXK<9B, UNM.=U?S-X8|-XB S@:'QC+>2_A4-C&FH8JG=R)ZKM)T
M|*MR'YBOFOB5G|/-L.W>9/U,%4|\$KA !7I)/K%CC+. JK*TQ|JWY#)|O-AXZ)
<9:K#8"LW(SR@LDJH|2>:;5%&Z_EP4|#HNS MGB6V(K1/2A:KI"O*2|K^OI?GF?/N)|H3
M_|JE|9/?N9|7EC!/?GNR>5|PX6D.2W5S,|F0^C);#Y@'0G1K^R;4>3I9=4WN.,S\$?
=F"|0:OA=&_*>?.FR?NNCD=OG4VN ME/(&BS)RHWGHPJ*2(\$Y\$0%|ZZ3V1;88:
|PP4^3*|4"6?8=C@8'%|I)-5ZE#_M<(|G7T.JNL76R16@G<;G.'WEECH*AY:VT#=
|;TB.T8N TZM.A%CU_VLR?,^Y3\$S#&PNSF(N"_W2D6-6@FCGQ;P)A4_'3IWF,G MIC<-
C7=5<+-0J(#MYD27*_H:*.WJ#G%+D0L2!WL3CUICRW0VJA8S:K-W8
M%=3/%22J0VB&85BJ:IC66_H>H3B1N:K(#Z72KZI=PW,/M|-,%2(79Q_M
ZR|2*.I,EE08;S/(*ZCY?#&+C;=>^5!O,DF96\$Q_M>G
:|^5@W=@;K1_9IEM.G'5I?;6<|W.'7'I+%H98?7Q"EE-3;_X?^WS,L,Y"!FJZEM
M|NOD5'!3;=P:<|/BT>RGF5|"W|C9.KLFUOB.GUZ_===M8;K?4KWT^%K0M|F5_M_2?
+1_3X+-1X4?BT6:SZX;RTT;DL\$F%1F|<"RUW^&%*AT5MN-SV1MMIB\$V@
M(>K,Q"ZV_M6(-BK05KZF5@^;4W>?^_UC|JR>C_NF_*"D"#AT TOK,|%<^~IO_M?
U6>M9?S|V=!0'E,D("R5GY9YHV=F9DM=5F|5<|)UIBRL<*1F|G5RK+HNE4
MBG3KG=._^A|F!T7@FNUO #;|!'!YQH? MEWLU8))3_N*:NG MQ5@%|P=;
|I"26|O?;VGD_6_LWD@;^XB9, 6|8Z;:Z8958Q#8K,>,NI\$,>I? M^0@_3L7VMN_(\$IRHZ?

112%B68;2!1%+ICE0GG/\$&;0QAYJRFW6J1TF9#=#H9J&;UY{KZ)SH@>F:-
[A/!#*^G8;%X(88AYT\F17)M-68A
M\7IHGI^LOIF>5H*RT5*,B;\$QJX)5:WT';YB9JEYN,8?X=EG195FQ.)I:?,BT
MT%%5T,I>CGJKD)YN:V3^DWF|P/@UZA77H*"6I7KRJN9_J\$&DZ-S"M27 X<=
M0;9^BV\UP?/H|R1KMH|'#(!:/,82120X^+M7+1@/9G-OML/'7A
68%#5R."2H*4QV*C^P4E6Y|Z"X5Y_,H*3\$SIC35ON' M0KP|??-?Q946W0
&+!,!82*PCL!-^O;=UAA(\$)V&JD;NA.V7C|K|/*T=KV MN.DYZ;9+1 #T.?
+U@="^"9"QS*T#=#M|)#<72HAJO^1WEJ49=W9^'M3"3|68 M%03QN?Y3:75@^,31.
<7P,:SRP-'BA"SQ@I'M='B35)W3GX;MEOLZEIA\$4U\ M1&!W2O>FHA7JPT?0_D'%.
-,I*F"GYZHC?S9_,%+"5=|0'6C4NWF%5 X.Z_ M<'%K58\$|7LJ2"9I5S!6V">J:S.5*P#|>W
C-/P&I(Y)QJ8_,W^FB@MI%GN? M%|1208^)P-|/5|/'K7P52D!S(-
&9BTQ(4B5DM^+AX.>Y#^=TKQ:X(|\$=C? M>I5"8)08)D&J!BJH
51J6S0@|^\|H#&ZYS9@(S.CA2):GZRW: WZES@MO(+U M1Y
4(|.1>AAVT.*=@N(@C(2|8KKP/(NS|/A&/GV M-|C/#^XC G-!1Q*8KW0#
(GCZ|)55."Z, SXQ9/4%Y\$G0H#UG)_?;4CQT72% H5 M.V8'.1&'<.@FOYJ;027H#5UC-
D,4M"7"Y/Q=5IP5B:/L+W9:|H|/BB8+_ MAO*CCC'%\$?PT8*5'@#U|'|&|1
V);)HYT*%W'OM9O;T4O#E<)YTW=W1AX MFPT|?|UAN)WDDH|1.Q=|^L< .86U=
|N,|G?>YV5Z|/S_9DLN<5""^):@:9 M7K#L';JAQJE28>OI8ZD7YTSRBUN.WU?
R&'R7H#6+, ^ATGPYYF=G'T,Y|:N' M'^\$5L104;WLTYZ(|K/S<+PG4GC!+9_&|1=
|K1TK;,.@U%6U|SESSRR|IB+MX
M|^K#N#?|LARKMY)\$TC|0=9FYI:5!F*N*W==;OL9XC->.!>445N4|/X)PGXH
M>+-6E!.EFL9;.)H|SKA9S%O|HZ,&|4LQ3VV""B"S_Y)UA-B4A)OI87JR
M7%L|UR28,#V/UWFGWVY&-M|ZE&!.7F+BCJ\$,GOS%M M.-|J5-
\$FU_OO008(4;91SG5\$ZBO|@7|2@|JLM\(|U_#K5'<|&C^44/&|+BD:8KIW
M67;U.^-1P|9|YSR3=IOPAB5J|A".E'!XR!1\$4Z"K_ \$HC7/0YY5*KS/_C+@8 MN*
P=N7%4|X&8=-:C8/%90+^&3!M/YK/4I=LB\$R3-\$9K;2YD,74*FS^W#CV MDH_-)
<&HRBG9ZXK:UUJRG,PHCU"#H_P/N2*8%PPB<0T@|>TISL;#A'J-9^NF
M!+/YN|_H?|!%S!FZ?B='_XR/C*|H;"DNK6C;12,4W?IM\$>_P%N56NGW;EA6K
MMLZT;NR,65_ ^JD0\$HGYO|J|O_M)D7)ZE#|JRDE&#|(|P_T&RB,|_8=H.|_KXX:
M^BUL238+HS(O0@2B+|42@47O:>E^/SB*A0AH\$F0GN?\$HQ)KBVNZY23D^=_A7
M\$8P#=#I;)%\$|2T/QR(A" +|K5@EBA*ZA""^?>8LY33I@?XG3.|LZF;%1GYM<
M@4)NU<%NT+0|;*,@+,Z#WE* @&NE*?/^JS+&\$W|8M|*F/DM;9+=7JP5_Z1&S
M(@8N'8J,'*H/A ^EBPB87%\$4Y TPR 2K7>O/3+)E5Q8U&%LP(Y,ZG\$C-/AR
M6YLT=HCH,YH0VD@/V|=(%F;BOS#J9 IQ?;G"3K|1^QH|3'R.L M70FSTZ;JU<*7|=-?
N@|MO^M!2S6G?)6.:O%5(\$_CYW8XX7#A2\$TM?A#'#77/8 MO;|4_*>?
,|V"|>7XO@I(TS0G,=B7?-#>>&VSM3-SQ#8<&M,-?&.DU|_J M7"#S*8K=FS4-
L7+_C|F<-|JLE(AVL^/DG@+|Q4PJS<2/)HV.1C6)Q_7W|L8Z#RYL@H*0 <2_8+BG'?E
MEG=&
|=X9'Y85JB^EH"HV3EO5\$3W=G/9M0%,2R_I@S15#BMOW2NT5Z.T,P9F98/CR|?>
FOU7\$;8. M5:?.TRZ%ZQ=G5YX^'UHN>AO|R?IE5>?ODN(*UEGVOQX45?
ZG8TB(MF|\$3;R+ M_/N=)3|U(O)9)7H%F.ZC7-F%W5-D;70QU&|*&7G-P??
7_J*H\$15\6OVT!=D M|_,%0FI/|43.MR1C8C,>H9J00|V.*15>7P+4N60+J;)
(9G*_^.;^N(X,<|+M+X&6 MSDWP"=|_-^J(GIG!6=|^?<
+E8; TYMP02"/S2FSYD/3<,^:M>"P%T&^VA71
MA(<<6J#AE05Y+Y*GI\$/C!_K#I&6BT+|JH8T%#>P|;M|_-OG;4\$*4'C+P@I:
M/L3|3@<|CB_/O|0)(X4#;YF^9|Sj;-.940CS DS-|?Z_L&,&)5|
MS7A'>U7=|!+\$A_NX;?.W?H'!YO?LI\$HF\$=^?XP%X5-9MPUZ5>L%86
2<\$YQT\$K9X\$ETR9SSR=|#Q65NQ_#5;FWS5|YO3N|E4+HQ65;./3#"<)2ZN/Z@XY7&
(3=\$Z0)E^..\$E|E&O\$Y*|L MU(!Y^7!A5G',V^Z8 CBHB8+,|HK!4G1S!NVLB("A:
|GX;.\$B(|C<+^B*L MV%Z6O-7:+P+1L85*E!1_V)32\$'#"/
E0NZPH0R;3TN&N+'*#V3QE#.*>IQ(2 M?<'*\$L\$3-!|4L!KTV^_
%J'^K:Z(S>6XMDIU/6;.#6^3RJR18|@.KS>^OW)J@_M)8-8/'SDD\$989%/EY
M72NVD&6>G<4-X;T!5XO(C*4&OEB6WHROS(NQUBHU--@>H:A9VN-;5><)^5F@
MC*1EJ_|>8ACSH/1A8#ML@+D#FM*T\$Y_-
WWEPJ%^Z19^3ZTFEZ%"K<_@MN.XUR7ZJWAI+ZG6N*4I*#FGS,#\$Q"Y&\$Q8D?
|*7AB;"KX8:07R^Z|(6/DPBT#MP'K6|\$=LA_)7RC^\$C)2WEA!5<#I4YX#5%
M@P%ET6WD2|'C79\;R!.O_ (^|YVN0+73H@;G2B/C;3MX+3;+HS|X&>ZQ|E6F
M46&T_FSG*Z5AS9T^U?FP;U3?;12@I'7_3E?4B-|AL3%RR|7*7",*^KX4G MA8,^|TY

5/"X-4"Y^R?O JW9)JH3':=;W4X<4, _0!C2.T!A L)#1W&N#P:
MT7+CSKOG="XY4!/LKW87B^+:(=\$D=77NX)&J9ZO>%,&%)A^P&MRXE!6F'
M!2!%TX=YA"2RS-=W.^KYIK46U>^EVUS5<'J)A+=+"?RQOSBHF+65WZW0IJB2H
M/W1R^"A!90*E*F&6FJ!DM&L\,NNTLW4?:."N*]>CYIVHC4G"JU(\$B
M,,:|M,Q*#.8@Z,?!UOGF!8LA5@EF6G0P9\H+NF_X+E,HTX/I_QM1?R9,H;'
M4)V5*_M!F\$-43U!K2TS:@D2/RS%A>LB#9R,]>Z!9QD-;6Y@_:GN%2=;!@
MI:"^/GE&A#YY!+G07-WB+MWDG/V\Z&%6KLVC5X"|#0%?:6+;Y0?7 P8(+LJ
MT1_W+9D2K4IHM1@:6BEQ-=<+?/#!.C%&*VQ!W|=G94 MVT>;"Q%-
"3SMC,K,CD5\$X-*.T(I3!6UOV49E!-'OJB=0-.=AO<(FS-Q%X@\$5&3/+WON4
M0_XNB4Y%!*IW'HWI56/DE%RU\|0<(Y%WE%?%TW=EZH>%!Q.XYMYKRAI+V
MT:5IV&M0^9V|M.K1!B1'U274UIF,*S>.&3!SSH,-9)\$V^WA4=|++/;\$G>I
M>JG66<9;100BLJG.+|NX6FY&7,)RFEY1;TLA2;Q%|H>)M6O+;|_|E'KC/MY|MX9B+
6Y8@T/Z|SR.Q&7OGT>;X.N\$ W5+U>V/UXH)Z@2R<),45RPM=\$EZ. M-
=\$3\$X1Q@K//>%:S^CBV8#;3=*(E,;,KHRT8_"V;"/Q\!/F!4G50!,PN#(4
MG+ '-1*J*CT\$!GGY*!\$(L"VJ\X1='N)GV*1#1#,U%:3GZN!0J4,\$!+\$X MR+IZ0TW
WU&X3=/559SL5Z\$N\$?#&N% ^B3GD/*L %QALT@MZM!DN%^E%, ^?\$\$ MT(J?:(\$Q\$
M!T;G'FH#\$'-W_WA7R7C|@I_S\$%M621HG0QZ,6+9%_,J,PL&F?>H+E1CP5 MOPE?
W>C66-X46WY|(-'C,\$D\$? H*U>.| 9R=67.Z |S&7602_IUCF+X#3Y MW)MR
5!G;GVG'6QN:|S0 BZ%/1CS?%L/%\$L)'F:ZNXRIE2.0)\ OV|8>Y76 M!7!>AWF
3)|4GA9,Q8*-WYW5+-|L.6V=SK%H3W;,"FAVI@810&R\$P%3?->
>LP>M:MSK0BJ|A6VKJ)8X# M!S'US(?@V*HY!;"\$|8#B@66OG'N6W1:W=\$G
BX.P8)=)JM!;S|7 Y7/NAT M%%X54DLH/VM*#H|S@BY@IPO*,HY)D+1)B0"%L"!&
(9VSTCD=AOBZL/K#8GN M
XPZKI>LM_Y1V(I&_H,').WJQKW7|_0Q#P=MV6C6^ZLJ DGOJ* <.06Z8.B-EJHV^?RI
(=%3:NUU2/HK|?CULGECWH..+N/XYT(=%^:P
M7B!ISN;E|_HG_#A_GM9/710!R_*HE#JKK1!\\$(OP6&-)4LJ(Y^R,T'1SEC MZZID|
M#YH\Z+GU#F|^YMKW)1%F?EPJDL*#D-[3]S+PHYC)8YGY112W11BX^|O3.N:L%J1
M1#|4KGU=**PHN|=-'EPG?*=:0!?=1\$31*0,24?/Q#<,(%)=SD%>DV>&=2<>
M8<^#C*_|5YR|!|9%:-OPKGDVP6(#'1(O'YBKIR!A.^**A|K*B:\$TS>OQ%%U M>OW:<
8(I3'HCZW)/K%F10\VV)1+N!!--.BR4F"8TC^|/^X=N-4A %>"1N8 MM,./\$ %D;!
14'8@,)05)9ZU\$8&NYFS\$E@C)5F|K=)|4^%7_K+8H5OG;C0! M\$9#U@!!--
PJ.ROU(<'0(H>A\$,:6H^9&D;'CA.!+@@_ \$1@.*@';Q9<3L,U?)8L MY4D\$PIA)RRS F%"/,
(MR4KS_DX|/H42_93AL1N/3%B,1Z&,BF>\$4AE;L6#A(ML;J0RY+?
<.D|.A@#&YIZ%HOJ6Q@>:"?.\$G6OH\$'6"VE?BU=0U?*Y?,PLH;VY'GF"N*X"\$H
M>D8E/YU.!&C'YPO:N82GC'HZ|F+%SO)?6QD.M.FS|M,,E95Y-PQN7@TVT|N
M7.QLPSIRM0UAWV|I>^QRUC51:8S+%G90<;?4JW.5>HI3^-LKFP7WZNT\$G.! MN_-
T'B"KADL_IKZ)ELO|?O-QAZ&_DT:I0-EUE+/GOLI_DR|>G|ENV=BWC F
M|FXLX;K;5#H.JM<6G7V#62J|+,>K,SYEB|JB*/O!6UKU,I/O0.TYQW'-YK8S6
M..A&O|1,|H_) "UQ|+=!(QD!)BFG(<\$^9'K;Y)|>P)+|-0TNYQ,WPUMSY:W|? M\$JH/
<4F_O17MET\|H)\$V!5>W>V9T3|:SO+2TU%NK\W?97.V_UV;6U-(NU1
M2X.SS66(UE)R'+,'S-9|UCQ7XP.BM1NQ))6%46 BI5(TI!5R,G%47LD\2EB!
MG'L3R+>S\$3Y4YW|08?P3D@^J<9&NW2&XPC#:IKQ\$X%;9/.F&;U2V+FQ4:U3Y
M%:=C|OAMX'K;2/BQ4WUZ\$=NS'C1F@?I*!%1@|:-T@K#^ZD&+PW:2I!AD?5TT M(
*#0|OE,&D,G'!TC^1)I6\$?+.XU6ZR5NRR))Q:QA3|L:4V3!O2C|R9:Q9Q
M|Q+47A61WNA5L,D)IWW^" #N.W_Z|. M.\$U.X4H|6=AT(P!6X?4| M\$.1\$>0_I>EGL*3:
<%^Q^E/J"A!7I?O%6SOL\$E1Y*Y|'^OOL"-W,;Z.?:L%# MF;25AQ|E)H2#
HY6HYB;B_&L;3A?"CT:H2"H*RJCB^/&(S9NVQR8W_DA,*M?ZH)/AS|YJ-\$
'#"U,:0:EJ=SC7H:\$R7O LT M=,!(LV2+|?PR-F+?_M6M|W2E-E>'-
H_14MA\$4U|50|2|*&@W6!Q:ME%^:I ML'D @NP%M?;!#N&!8=|37J3TG?@L&M\$V-
L@25D*Z17N)@"+KLA4^XCO^18|K MUD4"13
12+DS+|45:3<=ITP;W#|+NT\K,?;ZLR1|2Y?=\$P1910E'Q|1|%(3 MXL-J.|T6C.ZN9*(<(*
I9@41,&)4MC,;3H. M4HJ^7|Q2S/)83NZ"/NVS:1790'&VT87OS*?0\$Y/ME'!.@=N6GVIXX
;H/L). M'7Q2".@30^IOZ2M9*.-#;-E_PG\4#_0V/LXUZ(@?^"4)\$X&='HNK\$H&3!LD M?
XJD:"V1RCS^+*7|KP6Z/"VXB0"J.%@-MOS|1(2 <^M#;7CB6Q8WAT|U7T1L M(
L,Q08(R?4P3#R|:= K15PO(8VD\$;I3.&RO%3YEU^T5S1^#O^WB.(1\$K7H^
MU<#VIK_#T,6)TS/!M%AO5-D<\$0!O4YWE9.V/3GZ22"1(DU;\$EU5E83,@M9#6
MH_I"Y@O\$\$(EC>;U5%F=K/T*G|ZGE<^H9X=KJG%T6%|>*)'CF_69|
MJ&4L=|SD0B4#\$|NF8FO: ^1N|;!TG:_8BEWZ<|WML|4#6#WF&M8C>^Y2#.8 M8

01<0F^BPOM63T\KE4?9TJ8QA?,&74>#-#>E9QH^+&;YNS84?..))G8X)/!
MSY^M9\CP(F^"GIVIS2NW?+*L<5?0(<%,C7D FLA>_V*&9DI^Y-CW4,U0->'B
M5)4EQ?+{A->W;9YDZ\|E.UPO\^|WB,J0-Y2/SG_O^~0GK?|J,DLJ99S)Z>7
MJ;U3EI**5)_FQ>XG_?&_>L@^O,JJO,C\KBF:0U8QL7M29Y5_YKY)"HHB&9?
M7WM*6_I'\$DWMOR0^@0YM55VRJ\W>#_JC;|E"4'I7'MSRG-) <3A9;B76T-0R=
M>%KQ((Q,[Y;"%=8"Z@GRX7T:@7UA6CT/QZ.&>AH\O"8\;AIDL+J40&T!P= MW^HO
0MT<-+Z6-(;W9+'#YR@RR>I? IP/PE7K-M-G#./&>\D4U|=DS.[9-S/QMV* @Z!%:AH'N
MJ-ZO_<.Z\$.-/=JOS\T&WZ>PD6U3%F"2\$^6N/9\JYAY.OV/EHF.?%K'RZNLZE3
M5)\++%L86..C1_JX@T3>|TXN"|S[G"18X\|HKLN@R\LRV2A*)YW\%UHA1G9+AN+!*E
E9 MRE1BYG?-'!':&_S.ZI%PD_C_ "(BD)H^_ZNV14\$3;1D707W7'Y/^E\I@Q=@;6
M#Q\8/*JUP"IFE>@0=(C H:0\$B?%2JUL0CK&Z"IG!'?.6(-_TP42G7NF"1/X MU
9VOS"&'P,JN?|EN+41=6>B0?9*&-5GL?54M_?LWH?2VMA"S/PQM)..\$F M2GD@?
|4PBX:HPOX?V,WA4'8,F-!|+|"8FU2_TNU*>#%-'?NEVMFO<45R,G"|
MV;H_R=9+3?|0>.\$!(>>&R;_MQ_V+'W^PVS10AG*.HJ)FIPO'/J9J-&KP9Y0
M*;WOB"K.Z)>_&1QZP>3^IRN*F@?^J>Q12B+B/QSXYM)O1"--O7EBABT%4L_5
MRAB\$PK_EJUE73?>?WLZ/?AC;J\WW5^TF,\FH_0&&I^)\#^*(F4H+^AJ! ?P)
MK1UJ76NA\TW,JZO*MGWU,"DI5);KVKLK00\&8FNG^VR>BKJ&^K+RRAA'D^|S
MQI?>%2^:<>TI+8.Q_I\$)DGY,@+W'|<8'0\V89+DN7D'4:P9OHK/_/G=2"
CWOD!542^GCS@.0P@FW;^,*=SABF2VKI,3!^Q<;
MTVA2% @MB\5U>N\I%5EDI6*IGA%>KDKK;S2#OJR;%;&-W8RD64'U(
M,G\^3>UA9)32\.)""4R ""2P!QIQ#7BXAZ0\7)PW4U\O2:2%?U""KB.?%W4
MD'4=Y0U_W:X1JC>Q-#'1*RNA)7,_&2/K7;=*_+_DE BDXEJ(. ,Y"UHY(G; M>JSA_LD3
X=Y7QG=KX8X9W\|X^Y'ETYST&)LCRZVFK/W6*OK_YK_@F'PJ%GY
MNM6Z(Q)+5E929#_MGY9G5O\4HH>9+S5V^/5^&" KKJ/%)R M.C+;9
FRDG<41M4I1_F5K9/9K^WW,111YEV\4HDQGA2NJA)@+;.*|<47T_9SU
MUT=%L+.PWG^'_?2W_9I3B_M4|>@| (=N\IC\!2\DDWPEC:O)2JS'IJ9ITIP%CI?
V'1U72\BQLOA:&TH0W9Q: M<#T2LK*1+9Q+(-,D CPD2/=E;K9\9D,>;_5/1-
IM4\X^\$(&9>WX>^&>NB_C3 M.=7|5>_DT
MJ!*M/L,NL;64;H\9OCRU'H3QH5#=#&71|_XT(@.I!Y\44K>52)O9EP:|N_X>"
M>32">J4OX0\$Y#4U-6D2AR4/P%KME\$JVR4Y?XXH5:1SSJF\#%S?FP0FB-@E.M>7J1-
G6SX+.LJB&7"2PH#?0<|.9T7: P@6) (/TDS9%?CA2:+OVY/+W
#W)ZD34V.16>)'F6\WQJHW_M2E2J%(_HK=+I*!@DZDX&,-=
WQ;YHWA6US4^EN79;E32\WKPV3N1274!SM87N?6"P_U=Z1%RU.)6F_>KF=?U^?
|*_2>_#6.XF M; V6W H5_IBVE7IHF.%=R<+/H??%;E; M?UERIY-
7Y*#3L6_ ;QV=G_<>D6\K#L:8^W(KL*3M:8UVWLX5:'AJ+_R:
M;P\&L\JK%JM2H%SUUK+S31\7S^V6J\$LG#,@R+4Q)=Z^?H*-99K@N-I
M*J5\BEJV\44_ONCIK\K*VU\ID-EYSVTZO5ZJ+B1W\YJQ?AE?
GMX\;_&N7J&;Y)6PJ5=-AHW3UUB-K+>-9M6W\AQ3>IS;|2|5 MF/YBZ9A|
6WXRQ_Q+; |L1=3Y2_QF&U\W\$Z%8UHUMLB\JZ44JY^2D\UB|", "MUC#
(FZLI+3Y;:IO;B\2Q_P*)":.\$2_J&ZFKUK?)R?->-&(98NKE-H^<1DM_3 MPQB?
WLBM9_A6Z*,F3C#";W;#\N8&HO)15SCCHHE-?3EK\83T*R\$ "BY%=WV"GR9+
M'V\|3+?#F\8(G;E5\5<|9T_W+;3GH_JL;A;K&ZC6)++%O! /FAA85UL+5+\$! MUN"-
#\&Q%L(7P\AV>,5H5WYW0MPZ'Q"!)S\$;WSN5I4V/^A\$C\|@(_>3VFI@XA
MO12/&HJ0"MXJ3^**(Z)P&S_W0+|?_5L_=B\Z0_"\2E%/0A4?3PM?U#M6Q
M9|E<8;E&M MV\|V'=\$EU#SX900^E@!WPJH_-? \$JR:%8T'0%N@=GS&-
VK\|/"RP40_9R:66F M+>A>4)FZ+@P:")_GV&/B9:""UCNGRX1>OZQ8*A+=2RQEPB+?
8N<2X%GC2%C/ MM8\XJ.LR(EF,QV6U=-UDH3X9EW=7XN06-GS<3U&?1)T_+'AK(
MNZRRZZ^X#-CW6D1\$-HE# A?Z_O7LP9W8AN8\QS&E_OBM40E%UI3I%JXV?
-5*QJ_JDIW9\U5_M29Q4LS)/>:GK?L!C4(7/M+OQ;%C70/K-
_IQW8_WW8!N,SN&8>).SXP)%>_?Z M13,XHKZDFG\^;M@;_+1I>S+--+^R@=|&/N3N
"R>P# MJPF:P_4TGFFO;_V\3!P%3Q\H0^,!T)0;AIZ\$10YNCNS154-4>J+X63!WZ3
M\7W""?:A\JK&PN<6F_<|3+X\6|(#1)G;\$Q"1W/"M3L+X%'-CKC?^9+"EO66K M_-
?^L,@:N'3EC+F>=@M?B>_ ;UFB=;:>.GGTUG==|H><;CQ-<@SO@JA5\F6P#.
M*@(GHAYC%N7,GK1^IGHK15BD#S9\5>"F-RG\$C.QVGW6\|>>JU^MR7#1VK7MVT
MD2GQ_K/UOIAB6>3\#C2'C"VW)6@B\ ME.|3J-I\1JT\$W1\7.)FH\$!#)5G(D:"!H?XKR|
|O3ZOB^OM_:/7_ ^/V.BF(: M45;Y\|@H9HT_16W)E W)C9'CWZCO?V MZ/OC\H\Z=
<8Y>^RSUUIS\K76G@^H(" ^?ZW XV38J\1+>O<;G^&>F?F;5FD#K
M6I^: ^RU\|BFYDTH,DD\36A+M+RC&\FM\>I13V.L\$OSV>F.G@,LD+1C\QY4A^

MZMX@L|-|=3&TV@ID VNU|2YM!W*)^&_>77)=*WGW?G!/C=>|,|+|YHM;Q|(^
M>EYX K53F|7R0I(:.&#&#|4DB0J7LO'W9S+Y2P_^HS27#0U)#<%#I54>\$1PB,H
M0P05B>?V_C.X0+|!OE^E!8_S_+;|;HVH^K4?7A'_H!ZP3!.CX,>XU3-7=-M=
M.U<0YFR>DIF=R@~|&U;04I;?PY|+L GM_M(GXY*U^1J<7/'-;^Y*!\$G*~#@D
MI/*&|;@GZU8^\$JFI0UA.2/GIKJR;HIU!C~")U>'
MI>&AOW7|5H9WKZVN@OPYU6T*DKF^E!07KWK=HDF@6NIO/6#?'2H24H+O.,# M
!@H_IN^DAJ|P> M>FZ7?/?>7\$U" XZLZRF3|W5\$A.;R%:L;.)EB|C"-
:L@M0X6'"QJ9_2DL\$;*O/MT|4?D8P.*CW#~;)K-J04:W\$~:68?
J@7!%BO::Z8KTXJE%:3/P*Q&N^HH#6R M3/#RPBKV?2^<,P0*JN>|TFN-
ALSMT#N,YV|SXAJ'ZD_#D|= \$~|V(!%L MWLT|6V3-
JFK+|NS6X!')6J0RB|8CRI/^:VL+LJ.SI|J!Y<)"VCY@XBZ"_8P|M_E|(!R!*YPW(?-
REU|7C'SJA+@OEZE9'XW9PPN#^AV(A@TH-3&1|NQI)>7C
M>CT%D_F.SF^1YM+.%1)5ZXM#@M(KO5##N*"~+MOT6;'J7U%,6=6:9.AFDR6?
M7'L86DG9Q|WR>-'R@73^?LT|+)&!E1Y,(RJ3YR4N%U-8"=@B,50B|,|DBM/
MQ8H4S3 M&Y9|QO\$|BM)&3MD.4.OVO*_W&?(0J|"RCH068>SGY,%6SL/,>69WC&
(!)6D M9'JZ5%6R1^=+P57Z-1)@M9#9K@?F:W6|7"HT|G4M*4G+:7A3Q(?)9R93S7|N
M\$D3Q7H0E*9NOS*:?/!|G_~L RH;5->74RQCCZ3(|D0O<|1F?XELM#65DNA+6\$\$.S.
MCL)W'T-F708(VW\$EQY!'>3|OL6X.UP_<+QKY|38.F=4J1FH'>O|O/)~)~4C MS:?
_OUS(|#*?V?+3IVX!7P> C9 D\$P6EN7U3CE\$Q34C8!07L'Y)24"~|91
MX37UXWHS|G|DGUOF1G32=V*1+0^>1!GAQ:CL-2;S#Q|6NYGCH
M8!M_(S9W"WW1>|
<+J?/6.Z41A\$V?|:RMK= _5*REZ+N5SF4Y.LN9W|;XHV\$B.B#;4 _!UCKG-_D34RY_=
MID,3,E&|S#'\$Y\$1^ZG|E#X;KZ|S'ORJ#~+*?^_09LEQ6^"O\$!0FC)?~:0GT@XS
MHT0W;S&?WCIA\$%:S>>|4^(Y4FW.(\$QUQ1=;N+^08'+7X8| \$K-
CWTXEI>PRC;JWCOH,&&Q!6#|PTOT:R|K|;=BI6"WL%K~;
M25Y(|L0WP*W/+)KVCY|A0|')1R*"FA|5%BJ|+~:O_ROP'V,T=|TKJ|R/9F/I M7W>Z&*:
|T(Q+|)\$YALNHIW05GN&_V.!)KHVL"YE3ZM W.WE%)HD|FYY5:W:F
MYXR,SRBI).4/=NM3UG#^H#CIJRW+|7M.1)N.PJ|Z&MO=W'00|Q&|;+~|;+J MO>
<=S|=7V!PG-EX+MXIH|F: M|TQML+~M) 5Z/V+*XP/U|?
6_E;X,YMR8Y&GS36K|~|6Y/T?+~#R".'|@#M? CBK'_T\$EWT*;OC (FCZ= |:S<< M0&?
SX#~#~|Y5.VQ'&LIX@'SJ9R(!FSR@4"|V94O> _?Q|.5HF5R1|ZZ|!#
M@*J;9&EXU0G>3!|VS2027|2.VE8K092H1|*0YI5NF\$|?K4 |M2|!5?DD?C**
M4(:@SZ|^>? _V@N02"%@|>7IZY9=A2;5Q8_8E9;+O>03M3L/3/H9V*2@WB
MP>0FY51E'POP;(AIP'RKX<:=?) Q@9*P;G(WY|J|B%|T1PL0@):C)URK::A M+~?~
G&GP=1N^L;58Q&.>A^9SH1Z<| K7/AW6=,|&?H\$G#P:9|MNXW~:/;)9F
M8A*)6/X|B6V.Y|=1)8R M7M0_2D.-IW'Q;H/4W7;;4 ?
D*:DBYQ0V|BO8:MF(YW3|RCB|N/WU\$3HY/_+T MXH-^@_ '\$9K^&00U+IN2YAP=?
B|I+4XV@87| _"S!"9H;2S#~'U\$^O;~&+O%HOXR&09M_H!S%^XO@@8VWQ,U90N'|01M-
6FBF M@Z-X|EH' I8@H4K,|OE+*|M\$OIQO&R7OV/>2E2+C M"@,~@C)>SH
*KOV\$O\$4E(S1_DX=XCV;V|C,47L-=&I8@&74:H6F27|?/QV_HP.I/3_A
M05>)GOHFQ>7JK:>WT:PI4?0@-RHZRT)H<9FP^?X_~ULMFZ\$7L5HX+V_F889
MY)5ISG|~01(|J0.1519H|S1&F.49&JK4X;8 (=G|~%KZ4E7TV3DDHQ
M_%7H!C0G3X& _>^\$ H4662S%F;Q26F~..NSB|B,~?^6VWOB0C:X|7RM6-5;
MST7D1B|7ST(A(-%AF1_*QW;A=2'-+~.= Q:VF;I#_02)/.BXL5)PGA&K:2P
MB)=6A+~\$;RD=)QH0M&VN9"%J9QH;.(~JXI\$)4/O1SB%UTSTK=|TW;K+NI5D_9 M|
CXZLX%U"9G)^|HQS^,H6UT7U|PL)ADW.B|8FA"C7Y8=I&!I">~|N=Q-?;~|L
MRS913M3AE3MFYI5|UZV3X|V#N5G\$D_3A,W,W|6RX^~L/H<;_F?|JN~"@~\$|HY*~LA
M9!E8J+A5W^%+<8=P+LX")9;2NN|DDPT_"QB7XVI*C1L6>G)./~ _|9|0|"%
MWKKIH!|4X0!)ISC_3 ^B'L&|6UGVGQTP_4^78?~\$XP,LL%|;.)' U;8C+~%-
AD_B9_"3VD#)#'G1C,I~#6^#S, _" _S+('GK9=H.~.PMNW+~U MVP3/6.N?F6*#|N+
|4;##+KLOJ)+~"IC>|/!T6D;1VE09Q\$GH172I\$W13|5M M3E>++7Y-"74_N5."U|40"7*9
S)K)50\$ M-(O0BCIR5M@5!6|B_.K@6V^O\$SH8+F:O+~J:JMNU=Q+RO87(&IW|O-
+Z94+R M?YE^3\$466FD~D3?/XU5HWZ>VZ78=;)A:D\$~;~=\$|X632*~.D#|O(JV?D!9B
M8Y&#L/&~_78G@M|T"5Y+~_EO:AE _WIBX;2V^YNO^R5"C^J0_% \$*&I5R7K
MU\$(I"7KN3)WU_,U\$KI/79|'~:T^H+1Z=/'&P4P3|?3BI5|0Q;~GT)Q|@~^)WK
MXP3I(+@!6S_NH|F^X5V_"4)A:~#YWU0<#(^E;"6|HK_0_VA:RE1WR4G^AHE
M:Y_1GN)BUZ|K^*TO2(|IE>0A%/FO"N'C&)/65/*ZPJ^O*~QKN*C|R|:AAY|I
MB0%Y9Y%TOQ|=7XB~;~8P"~RYE'?;TTJ*&E:2_3\$3Z+X3QLP@2V(:>7RYVASP M^J-

VER:G\$R2)[?/XE"NVG""3\!9N(YAX=\$C;>W:)/\3^/L0'R4<((75
MQ%T;>24VKY09Z7TMS!76>)IN:F: AXXS/4E E E3D(I-0GY&D@76\XU/0\Y
MC'K*YJ3W,>M\T 5Z><1P\,CXC:Z+J0)IPZP75 T/8C4Z\Y+57'8>@F69G+75
MYQ6\!SU%<2VR-R9-@P M4_%73_N?(/ ^Z) L+*BFRNUHM\Y<2@23.K/=OB)=J0P
JHN" \7<6*#I M9YM;I.I.U-J>.:FDID6?\$(49I*U7"?&M.:51@B&Y=0\$^>DP@?
QHLB_Q'22 MA"ZM^N^-Y**>@8?Q'W"#_Y_."#^)/1MSJYNOR=UG7-0KD\Y(O?
&#T70:+W& M6W"NX_*\C60Q/_L\R)+YBK;2':00FA%!\,!WAWC@9AN->/
;YM^ ^Q70LO4_8 M!UM->P+!/"F\9B\?58HGOS?
>PK*NCB+G%"JT+^H=_ROE^/H40N-!\Y\ M21'5\3\6C_.(7WP0'T(T68.X9CN&31-
6#4#!^<%T?JP.#6,@8? W>0/%-AGY\ M%FO+PCHK#HCOS^!\BW\>;F^/S(I
M1%'GA@F0B-2&3)^ (N\$<7S\R@="9^*!QST O++5/:7Q"IF?=@,0\I(M80\3A'
MBK\T;MD2\PD'>!*DW,:C0Y&5.^R@HO1-^/.3A811.I=>"#SA5V.P: 0IPIO&
MQZD.B\JE945T(WX\VZB(VQ5)6,*A<=D'>509A%C&_ =T%_EA5X0G*I9EMR+WV3
M)PNYC,*+>M:N_D3IR??)T)WU@K#AV\YZMY9R,:!OONS(G6N>R\%3_*H)Q\O*
MHWL5?2,;/P1#\I-HH)P;E0D(\$-Q3KWQ@368&G7R.FNW<#+<\UL"2\2R?-_EN;
M(\;+06IPO\$&H?DZRQAH8NH.??=S={D2@SCT+UI0_B;1=!\YB%-K-TS=O:OL
M'>S.OXO.XP?).!YK'.T0PVAGGS40GOVSYX1PMHLNQ;W&-6NKCK\$*(DI_CRN%P
M>KB81CO\YIDF#N\YC67WU1(SM\ M;JA=_%0\ T8.4M&(HM0=WC"0_H4D M:!
MJR5GU3\$)V\ ##P@=U(ISK;)\!->8OZTY" MDI0.KS((;W3,J"O)? W^ZE"8UJSO;5:?
E\$Z510%=-\LWY\I\$15ELUUXC7;RNX- M\$#\RO2%*\EGDU1F\ (=FHJ,F3,V<6BP+9W%/-
P=G%_7VB>_!"*8E-MYQ\I;!* M=^8R_BF7^C*YN^EEH.>-L22;XGTC. "K\CPR_B;X/E
GN+'XID M%'(RFRMD65+28GK&IU#XZ*&XM_:%X;O2WU_AD:!\LV7\>
M@B_U:B1T#0\WR M:>'XE?EJG?\$VWX(O
7L),%94>&YY'_HJEXKT/*J.^W(^/R/3'(EF*6Z1&= M\+)W7\X9G3*+=?O&YYW-;
I<_I#O K\U+IH+ #3C0@^(M5ORP2&3\PGS-N<1LU M;Z\8S+IQ&&D7V.KJ5
MOBWRJSZ=/_^FMZ(+?)D6Y?\S9K*R9)+"\$_.21UKDI@\$2LT;N*%JCBJY!\^ ^IO MSQ-
;Y6P\YEV1L./ V4\^WH7=Q"7Q.A H9?GEJRG.'SO6'@ M:FLZ\D1KB#VFN IBX@+G:FR-
I9^7 ME9>E\K.7E%@X?]\#;9XW+F(O7"V.=>QTOQQIC&)^DQYHD5^ \T4)IXBS'DI>P
M+=_X*"OKV\#HV_#_IHQ\R\WD\$9?W^J1:4AF6J9 ^/UG46\UUA.9"4I> PR6
M5/SWVFO_KJ3P\$-^TO FF;5" >]\+#P2W_>MB'_GE2\ZEQQO4;4&4 M2A;-!G\R-
/\$KK\=_@7TLG)7%PE#)LRB=3_8E\2.'Z\":RHU)A+(X=WTU MUL+'H)TH PARQ*
(B)CZ:!\5506^)X\(:Z0C.5N NUQ\!\,2>=#-7 +=1A MJG@FH@N+0#^L7"J^ \R7<4N^
 \N+O=#B>V++HOU@J.20LXYMR3'\$CS397\HHS MH\?"5JX)KR#53F\B
%Z+5<>8*J2CGG<\$L_)=,9>6I%NZ87"Z'633SN6Q3O\
M5=77TMX5MS4(PA8'J6TY\$19ZI5IR\<4E&:4.S*J000A<9WFK^Q"\C2@W@/X=M9^
='SF\U\].C\#3&?0X0)-1->S(8L)P7/E/01M\J+B1J%\G#=\RFV:#RRT M>@EQ\<)
((XPQ5G.9B&B\$UXSMA=R'?T2IJ\ NW.M&V:>%?@Z\>?+G"SC_4P_0 MNC?
U;7ZWTF"8#2Q\7;B/@+R8?.&^J%X3@L1\|C-%J*M1.1M%<+5(05(\$8X8:^ ^;9\$3GZE
MZ"!OV\$X9!(PKI7#5DF.LBZ^ ^U1;NGSFC"NQ\=[_<2O1ZK_040^"N*UMB\+
M^X1N%YJ!\&LY'I<)\V8D1.:4T@20J^CU2JS@ BW<+Q_<%)P0.8/F)PWU&O@7?
M^&O)0KMV5KYW)S MK>6X\IR"N9W9K\!\$M\J;0@KKCR;+?S: "(SA_-
E9R>,9I+PHG7;:F(!JK'K,SS ME-
CXVAADDHEXLO(%F!\^DH=UA07T(A\555=O(#^@_@#M\EF3G%11K\% ^'XFJM\$'8-
0)V+0FU3\$JRYC/3BQ7Z.JK?=O;%_0N>.VQ^Q,19\@4&9DH;2?J%LTZ M@+^3C@MG!
(#>99 @VI(MY\H)H@0G\;T=T;R_XGA@4FICCYJ%&DY7+G*?MPDY
M;"/WRI5V7I5;UNR\$#AESEZ2KVKW&H\K\$K*)M,1>4P'#-#) 3O/-7JO@*
MH!=T.6;FAB/&%<*TP(S\OTCYPUYS)%V<5/KIP8#47NG&/#T\1Z_P-Z\50K MH9#C'-?
&G*_\J\$@JO66JDK3+#U5N&^QGOO;YO\><;>C5ZW6YD"FPQ\K003%QO
MGFL2\#QZ\$SNMKR83.'?TJ1GSB#+ 'KZZ\%BS9\;GA.G*XW\EK.3W4?MV=A\JL
MI4\$ZI""&88IS#C;/9G+7+!B/Z&I(PZ;G"J\W&))_2/'M?/5010=UEVA@?
M\I&5P^7YULS-9=H\$5KW4T9TS@00SOB;?BG>61>4W_JG((RVG(>2<^@7!EQ8 M=?
#RWRJ_OWA (#Z)R\,8S."PSZMD#V>|C)2I6K)XN8./1-Q4CQ\GBS=NT,K M%=KU;:?
X9*Y.6SA36)Z&@\$9VAL9;7\H3RS3DB:DjX,XB59MK8UJ=T@Q1ZHKC'6;'^Q: M<
#WW=L+RCLHMSL/^WHQU-),HB2*-8+)\>|.S>I>JB<"G7"D8I# ?P#W8= M-9JCU:''+
 \29U90K\1L.+PBS2W=HL)S6(8A05>R1N@\$SFP(=H33C(&VM_*M\15\+@+I7S_)
AW_K=LGOM XN>JTUP3%9802L*9;>^=-G?\$\TJ\A+HM8: MK)X1ZCR\>_IZ-T#E--Q-
/CYJ8/#7O?5G*Z\CU X0T=5"1Z2PG;6GVC?K73\ MHX?Y#CEJJ1M\F)J
'MTI#Q(^Z9:'+"\$>AQ3;J.B= MSSJC5H@*BP83<\$O\Y,""R>)56O&#@'Y".>U-

(;BB/KU<6^AU!|8RZ_ ^L3.9_M|)E:G\79H+!|"?VD<8-T3?H2Y% F=\$P3_(T70/?
OLS2I6!W0SBOS\68QQ0GF' ML"36#*)Z5?C(ZL+4 M;U-RD6^337E+C0/O>G01(R>!&?
O6W 3=?KJ!W"%J7,ZEJ|<.<38;|PRH|,P M,3>R!1YG>|_ ^+
<_*N1+'AFO3YDA_:K8PU^:ZL|):V-KGYQ||2>(\$D
M|W05BVQ+G1+K0#CMC:3N20*U5(PDC.3XOU^XNM4E)?B,N)ZKUC3J:8B:K:I
M+|D|D&A\$YAB?O;U|G^IMJ)1L9A75KPI,ICU+'_|5>(3? O=OGX;6\$4J|XS M#|N"J?
A\/%*F5|,;>8'JPSP9I@2K^K1Z/N:|^ V&MHY^Q*SC^AR='B3&OS#
MSLOBN'81I/QC^H|I6DW3FI6+6K08_JW=Q7'AUEU@'|,VVS8|VOIL.9V"A0RZSOZ|>-
NQ*XN8O\|;|TR8! M'#QC5#R'>=7Z,AT'*(%4K,^)|#Y\$9H_"?WR_7)@.2Z6Q\$;)G9,KR:
|'?PRC&.6WV<|R:YUQQ80I_-QM: MOJ.4Z*&,G-%.-0)L8G^|7-
KNOL+D"H<%=+A12L: &UZ0T:NON/SLE??| ^S%G,&|S:?'H6)IS: ^/J:F/%:36\$|GH.)O9"|4-
J40V3!7 M99Y.|.*5L|;EW5.|TX<@YS|!EMJ+U;Q*|1)HB71N>C5VK)>Q-&1C*.X0#TJ
MU(XQ'?#A75|VU3#|5.'P.E%>%BR6X\$(S A-;) ..H+(I-
HE;%GUQN(I>EKWV%B91\$F*5|;E%>231;+F<>7SSG@_05'O!O7_B/|TB\$ A=Z3|8W
MW/,I\$|&U6H=4|""^Y;M.% #D>.)/(E+\$Y>P|TI0DO25LR"%6DU:3)EEAO7DCO
M^TW(3FBR,4ZKO+|9@SRPI?%Z(|N6BT!#>"T!|^|?WU39 >\$3'75J90EZ3@3^M)T?
NBF7=MH.JLXM%%V>3YZ?J9B_,|AC:Z0S+&*@|;9!N^E7I!9ORX28K7V/
M\7X/YB/=ZF_S)W)L=|^|=5\$|;G>U1(%T@%M!>*\$P/H=*FE, ^M\$;K5D*1XSKV3
MFR_MR2H5G<6A1*M\$D-NKIJ+|I*W65AO/@JD#!XA%WY"(64',*B+"&3'JHI=M
MV;CED|SXX-M)HAH"O,_%!URUQ5|^VS<4'52_-ITAZ=MOA8;:97#H*2<5!-
MARJUDWE&/CV%E)7>6C2Q9L|TY7H/H|1-
S=2G_B'#Q%>G/JB7^6\6Z_RL3)E'V96=^!B722#H|/I7O\$M6OS)K=L4U2 MG&"\$(-
|G9^4;3W\$ 4%/0D%_*4ZA_6#"UHR7^:6+HV^"/DSJ:A8'UKP+%,|_,MP:00W+O)1?
_"_ATL LR7EK+73HE|ZJHEG74.5B)(, &6.= -K?#Y(N|R|Q#DN#L|7.6)UKF<&M@6#N?
\$#KF MBFF0>-/,|!>PI56MF.R|F-0""SC\$(ZM|I'^ 3;6B/'=1T6Q M.8+=7:KB)N\$<)OC
MED\$"^YHO.>1"4Y8XO=^7K5L>_,L;7(R4:*D\$HW|B/XF52@8\$9D*K552C31KR1))/=4|
|XP;GVC'QX+(9Q.\$SP?RTSZ9_33;O)#|G^:D:8S;I; M @ :|_NMBG>O!K40KJ|:2(1P@S?
QB4E M#- (3\$D%DV8:TSB>GRRJW6_ ^RF">N,V#.E6(Q"|36,53IX%7QE4P?#Z:A|5%
MSF+|6D=1+LO_TZ>XY0S>W_!V9JF-50OUK<% 'G=M,1-B(8|:|Q:4U^*|RB@;: M
SRMOBOI* >_)A3HF|8QL|KGHU,N2UD@I&4\$>|_MY|4Q)WFKHWJH LZ.'W" MR2
>V^Q)LNZCGTRLLWT;Q/R<9;(&.WJ81^%GJEL+23HRD;5/G@=GS/|4|?4_
M,DPX"IDJ;NDH|QV_<@>_#B(TU)YWO**EFL7_J\$P\$|
MG>6D(96F9K%)F'8Z=J<|/F7J%OZMZ2| 41,7+=UB<;LKMN6 I-3^L=7/J^3 M?
L>^:ZP\$LC3+R|4??8F<|W* P&CP"@8VNK14S:R)XM>%*"FS_6)\$(|+9-=M M?
KA9AH46;|N:RX1KR9FZTLDBA1:5K1#IZ8Y7XNE<|XREL4H"|C63%Q5""|*
M2)|S/>6K,OM<498KZJ63YH|-%^.,LTF3D*T7A|TEA0M'3;:E!M6P*/+S|O
M;:NJCL:F=7Q!1D54-|O:Al.J6N/V\$ 0,'E#YW-?K!=S_SKU"#?U/R|UAX_1
MCN>N82|C:OS9?9U7V7@S|7LG,FR-8C|WUEE069L4UWZF!|87USY4H1:/S^P1-MA%?
<-YB6N10^*|SJ(.FYZ: ^VU*U5L&@_#YV|E?*S5W|B;V1#>WK"C1RQ+VR MR
6,%I4Q/:*QT6K(T\$6,ZBA%??2?AK#7="NN|%*JEAQ|&+^.!NI0Q<-8+?E1+
MRY9T)GH^A"4M^..9O(WF|,|K3N?T3:!*W DSQ>J<6E^8X@|C"V|(P;S_?' M2?
GAECY;F2;S7TJ-YD;OH|S"8L&O)I ER'>PZ)&#|NU#TQCKHXS"IN>?+D,|
M,W_V#='U'ETHI2@#?%;>AYS-H!,W;ZSA M;Z?3>_
7%:6_3U\$^U;B|'|R/.,GB/CF*:@;A4M_W6-'9HX"Y/0==4TKCE M#:BB_AX"HC
)=V&CTK5!-B Z-HO|!&L&GPOV% \$PKOO =W|IL .J?+!4(5P<
MYI8(=1UN'1Q&#S9;ETA |A_L6J0^|7<-AF9I2:(7D_03;OCZ|DXLJ2X9\$=R.
M;P7Y-!MD.^Y21O|:A9+XV27;=#NE>4/O^@M*S5I_TZ7,N(F1_0,9YH|+*G
M;,\$9JY|;K"%I#0T^@W|2PT\$WG\$VE:DEC|?(I#@;RT0
M_|UJ|:) ^"E<#=#;8G#&!GKH|E:W|3(%BDT|&.(RW8:|_SCD.Y MIZ>=TV*V)
M)MY|XBW94*#KGH#VC?;5UK?#6)&+TI U=N'Z!#&^XW:!
|\$;M&0(RL_2PZC+5+G0^8VCJU00FI!1X+|<0-G
M""YUW&B6R@0ZK_E3MGUTT^;|ZWBN?Z*VO/MAO&2?2NQS2/,DZS?;=E+64IY
MF7D!-_AG>.H9,FQ9W|VE!LVI?|HL^=08,9%;A=Z0H6?@V9JLA|:N<@KBG_
M>M#YFPIP'VN*V3.:A7\$<.C XM^MGVIQ-&OW M)BG2L:%%9|/?!"
(M5(X%PNH_9FF()W>;5:K?.\$O5(WH6^/3I?
A:%ACIBGCTR4@1>4/&'E4/G18">;MNP7&KBRO:&'A|K!QJF/+|9*J?U_6KJ
MUUJHALPQ,MIK^KT*NEBQO2GA&EXX8^C9'LD>1-^1UF&M;E6F8F"?*EQB/YY-
M&EB5F>7>OC\$ @P|D X\$/R>V&WILJ;) ^345DW9-Y9'#7C_SKI?P;O#&SCHX6

M0Z^5)8@167<=|S<[NVIOVIS:JU%23<[TDK1>QS;?3VO:J(W,U&9VWXQ(5SB
MWD2,U1: +TZP8LJ,M)/C-P#@UX&5N*O!>P9F6Z.^%|1MF78@D(4>0 M:MHU3)-5'''
(DQK0[L8LB=X!O(JJS,W,OVS2KY&SY^6OFKN|S+V|C1P#^
MEN@[Z+9/R2O=Z:Z]@^@\$>V|=|*.:J|B |9%Z\$3ZX.5Y M86-
%0J"QO9R90A! 3L*KYI)UDM=6ZU@@GG/EE)RP|06I=RN*Z8"@N1D'^.<5
M7A^#9I7QP>P8^J8<>*2M+B_#JY!M B("J6#?*KU68KMQ-HR^>./W_4T_@>?8
MW"G\$R+3/'>+>#-I:MZ?;JDW'"JFP_^((#I/7MRN(-/SB,!TM>81U: M:.%
(L.+1W1@LIZ*CJWUO-IT|S/* J?/W2:T#?9<7N=Z'IJ-K.&IS:RY(=4^ M"&4<((6|"P>0 S|
J=H+A!ZR,^|;S2^/%|SJY*)M7@A(4 MGIN0UB&M*V;E(XFHM_(N.* M
|CXR|D6>.4==V4\$0ZJU7"@GJE4=A.L74Q|8X@"|KW>=)RBQ):303,>J4,.. M |O5?
YZ@6ADT*Q661YP;|X#KC: ^B\$A<91A .0D"3&T=5-HC*Q@&:Z%#8^%&T MD)\$&ZYG?
#4KPD !/.9KC #-184=61Y89%E#-Q+ _92SK0'SQT<9B%5C""P@': M0BSG^!SA-|A
15SW8QQ8)O..N/TWL !B,1N7M**%5GN M!';=[0#U3FS-384YVA\$S?
U8S%+ZF.=4@|>>2X@N|8?(T-2LY=GB-K?4?0!'. M<\$^;2_KV<.|_2**E=?
H\$|^/7WH&G7A?A*LJF@;0R5SU:N =4#/-V^8'\$*3
MWN2,&)2^VE2,ST=!K#D\$U2K,7^,UVG2N_74QHB|'G.&?^6M@?3?*(=E@^M
MN|=C^F4>+7DJ3FA*-B"EE\$05R+TTRW|6EA9W;V|&"LC%!%JQIVHM_F:~E^/)
ML@6_-MY;;;9:+S*.Y6_QSY|6G|N>K&ZA)=23ASLN)'FY_V@L3G7L#RPP^ZW
MI55L6*SN3J%NZ).0GH0I|@LB"2'@-&Q+=E56M?0,:AW26ARN&Y.EY9*.09S M524^?
N==X%O&/L14WN5@GQU7F*&#4V Y(L !+)|\$;1G. !WK0|'U(RS6|BP,V+8 M"~SY-
=6DXZ.K?1!S5MPWOS9JAG:LIE' C|0'*(O.WA8M#V7 (AW^HCHVH^P MQ_JH?
(C|M;H=C-7\$ @=5D;'NQLX'EJU:VZ|)%R9T9==N&CTOA:
M1|:5SXCT*R+97YIZ1(JGC|H*C/3IKYW8"5;_@= 1PSSZT)|06,,G#QT\$=EZ
M+3Z>|N;/MG:|76*O>H2)F=#7LY/|/4?2""|PN4PJE4CV2 M_Q&R-&-,2@?>>\$ ^5.K
MB"C+F3;H< QV@./&B-8I%J&H)810RQ+>">D:Y0A?4Y?"7V |5LOAEV%|B.Y|H
MT68%S'?HGLJE,.-VS)6V5P36DUM|?_*|97_U*K7-|0:|KXSC "M|P*/M62D# MO:BR0+Z-
DGTK/G(*7NVQ6345+BYS"G/.8C\$NH^>:I'3GT_R3/95TWP9V|^|_MC?E8)2M
Y|T!VS|4B'6|&&:%EMAUC-E7+<+LL+Y#IRX=D20H_NMJQ;|Y-|
M.QQJ\$Z#JRRB/X/@V-"VJ.>:;|L-JCD93,)2_VB/OZM_H|8S;9+WY3|K8?|HY5
M=.U2(%Q|_4@>K L61_B:'8V(\$1PK*5<+\$JRZVPK!'^P#1.C&"|NGS\$.3(W|J M2P\$?
8J1ZJM(.T8>76AH3>C85HP=VOM-B,NGE;?Z@NUYY!TOE=@WR#T:~+1^8J
M,KK&-5^"!G3-\$|SHQ6:T\$U"B6S?^=0E-2=KWPO^|9HTTAZ
M5).WT&W^%M&=O;:70G7.S9!MAICN&B%BW|6FUJHIU7C>Z/0.Q>DH=J!PLQ?
+2>H"/NI9RNR\$ M !>'L3|N7G/1%^V# R1N_ (#NV=X|Q?
JQ&V3V/7@H9J|2+25V85007NEWPR..!(?NU|L%I6|9EQ;0""GBI7_27_B0/0TULG-(EO
MK(_B L'-|~;)E\$:J%4%;W/D6<"5\$@Y@+G(JA .0|3J"CSJ70)VU.("CT+4+ MEJ|P5|
|5DUG'A@N;N@^..L/AU@3P|'ES* |PR+ _CQC8TR&#X-T.)#B;|)Z-% M.& ?
^S:M9!&B=NP1VW.H'TEWP_^TT%KF86GL=ZI+2Y|Y-K#5QQ'IR4N'L9|
M0A|J2%!'_*X)O#VCK) MM6S<)-4>8-9\$@XG?B8EIB0:8%Q2'R^9IN7Z|6W3 R/G-
)L|MFC|9:|IU+|J M!1\$1)|CH|L1SSBMH4R;!K:3F1^GMO-ND^B6.1NF-UV?
NE@CIPY|A;TOIEL_5 MP@=5E?K#"^Y1QK/AY^3\$E|H?#H?
4Q|\$&UE9/9.*X!CU'UW,@|;WFZNG&OZ|IG MO*4E'P)3P-/|=D_2UD%V;R+W60VR
_0VLKJLVS%,RU_W:FA|ZGTE<'EL6\$R\$
M+V_(K|IMN'HO35\$GFB%N%UI^K>|N>|8"_'TS>+&WU7N.^|8;#_ \$K-,|8>1Q^%+
<|B\$); M.|<.*2008&>|?JKQ8PB MAY.%P9"R41DAT|7SG+3";4
MTZ*0WCH8VLOBFEVL5V7G'8)OJ-V6-#1Y&V8L|YS|'?-YWGYPXG<)%X%:;<'>
ME%/Q9,EV&213NEA|VW7%AR7YQ5IM689R.C>1E%VP9UL/4#'_1;-|H"O&M-|H
MF|P/UUM('7X+2F?B1Q"W./FS\$|&6\$QU;-1TL='(?V*RL='_FAFWF/2M"L^!
MZUC|*N/<8|C5CM8|<;(7/+*2"NS3Y*_B;G@ZZ!>XIQ>B+PNTH*16=O+
M|%%W;~)Z6*?_MIPE|C/7MX;L:~|F3Z)6;D+O(ZOW&=NF;|CCI^!E|^8?YN<=3 M%%QW-
GY+ _K'5S-2*(AT.H2.*ZMP0K.*"2G&GBZE40)1M"W.|G&2W^WYT|C
MV_50%OO@T3';-T1!U_JIMOKV&X6D*,|A94"|C#H|IQQ%S=RCS|H|)%4QI%() M|8&-
KT7!QX2E9WK>%+6D91,'8OW|:3N.3MWBFI%3FE>TB_.<>Z??7I*S|_8
MHG*=M)AR&"RWVBK3&|AZDR\$|G.&/9K7Q>L5H?WC7|Q|/H5S:6^T)S:D XE"
(V2D_Q5(L08/Y_ZZ@);W5 :|!>"";7.++EAA|+24C9=J| M9T6J*Z4Q'Z|RK,P|T|^)
|XMG&?|8;C> ;I&8+EY.@,WW!/(6;Z3M*I+5;CV M!10Y|G:UV6=/81("X-BF!?
J\$AAMH^F"YT<;WNRN<44\$05 %72?BE)0R(T@OM M|Q3@_.W'(INV9#
G!&|V6K|_X9|#FAUX:VV^;CGU1+PLCX)04,-D;!'FOE\$R MU\$8.\$2 ORJ|R|M-

B(=YT>Y/0RWZXP@>*E-N11J=BU;XQ&L+KV""# '&H1UF_M_P9LF+IQ_O#BK0I-
)T'>*>^#I!VW*X#FE(G_5PAVSF:7FH>C_+11B%XNGMZ."IWLVEIS=IY/DDP!):P-NR1*
MI::%&1F--W_01>*2!,50CEZ+: 'SG^I80;2G-.6AL3@3R^V/!>Q;M3,>MYP
MW+^/'>10TH)L1MR\$^58%5/!C8:R&A?Q%11 &*7.C>J0\7GE SO2?3/VZ7^+0ZHD
MF_VE75=I8>(G#N,KC4/DDV_/3'D?O>ES^+&2(5_Z;7'*WS!1T9H<@@6ID#V
M:"L1\1A\1(1919PM1\$\$/KE93G\7'24_Y@_ ^K*1UK_38Q+D LO^1&Y-!T>B\ M3-W-
=O,=PJS".?>FYZI6\$PQS"1C1D'#B5P7YWRXU+X0C: WB_,AC1;_0\H=.
M/@9W;MJ^\$3IJ?SQN<'>|=#A5_4^1T\$H-3Y>9#"ZNEF-%Q|=MS4B
M!\H:.F*Z;_ '=P),PHH(\V1FGP=5=B!B'("O^5#D9_:8%-<8.G9;W\ M_ ;SZ M<2
MK%15LA_.0QMB<8\<,T256ZG(@I8*A405CT-L-
Q: ^B\ZCCD,&5\G6FZD&!D:.*>4M&MVV4RE26KG&+49YJ?@!"W;5'V='K88M_6J# M#?
8+/\$)3-.JE94(?/6'@B.3.0BY,GTG^?+@L-W#(+OJ15*@H%@ZCLC,MD,IP9 M9+-
P71;9XUVL&-6G=?W7?|51^ 30(I8S%Y@Q\JDKW3\P/UF#S7E8!WK+D"6C
M.UIAN4KD/@D5\$'>^)*(O6F0\$\$(@IW0<%2AC,JJF5%(UF;7'Q.=6>4PK!0KM
M;+':@M)J.(L+ECZIS.+SYAJ,\$_/&HWG'?QF^DO
M2^=8M'CN^S7.@P/<:JMQH/:A3K\#6(GG*:F2LTEQ<)AQ1SQ0'WI+4"*%TF
M(GOI:XVS>59QT_13LC\K;..^*.0\$IA+D&94HICZ8LJ=TT=(@)X/5%+Y9SY
M#XP&VYT)L>R_9 M0\2\9#)#0<+ V@L_.MWHLTS9U?
I=E0+XBP<2#K5\|T(T%R'@U6>5AWPE\Y MZK)OOG#ZK1WBH/<"8Q-
_:VY30"=.:>=Q8?_K_08!N8=24S_";) X@_?"*3S MNJ-0"M@U"Y4
)'KC9BCB^/K:H;T0OC+3RW;2PU+-0!TJ<!\-MF!1QJ M"+J+:"IEU.3SI*RS<)
I:WML<7\|9%?6A>F=*?:VH#/UU\|\$-OR^3YTX0A;T. M)-!2#8^P_+_IP,>\K%ZW45-+8D
/+7-BH!\XKBA7LB^S^ M_J^K<;2U@=?
\$VK2X%R\7%C/J\12G+L3RY\;7VCDP1;J,KVMGE^U9\JCB M)\1\FI"? (0-
:64TRSI!BEG"9C@:>6)9=H8KL\|T':!\$H1K4CQW<\(R*N\4M MP5A+\$<7\|
>!\TRD0%T<|V\|\$JOGT<34% UHY\;!\QIZ;J*!YA4:J_K,RA M6^8,B%L(^QG-
"RW0B8HH?Y62A@:_ YOGYB9S8^S/9:DF\|E\B\?(3!_*-E.Q^_I>P M\# !P3CG:
(3R;2+U\|P\75008Y\$\$=L.'5QL_K2OIKB_5Z:7F+FE\$5PUA) MR'I:"QQ\|C5I897=J6>M
FN<*4JT>5-(Q!\$ZX^"PK81^;-K1&9AWAZP)US8/1%33W7QF\|H'NNS7.54OF/3/W;#;R?
=<"V@=8))_#T MOQ%\$ _V\2'Q"XRU7X*";!KUH#?^H";1F<^,,)1J%N">"I(;WVQ)\$>
(QENG" M8\$?6.?\$\|K\ FP &\$C\9%'6"RYC=DN\9\ M,QMZ@24+11HLQ_1\WD3O3U?
(VMG:IEJ9\$AUD12_Z1;K_#2O>\$X\Q,JNUME^=
M1R7X\|4\AEZHVR)GL\|D)CQ,KR&?.\|:'N UM_ \3BSL;W;X(ZO7,59;:CFE5D1NUF>#,*-/
M0T,PM<;_8Q1A4\$I0\|E8U8_6W"RXZ6T)6@|4\|H?\$(TY/<.:6AZE5*PQ6T\|
M\JR;:8&9BB_ |+^OA,?"*1955MP\Z'8;)%?GINZMU^<;PP;O#NIJ4+_
M+;,>.ZJIMUL7C051+(A2!*2#=-) N-2J\AHY\|UW D1103J\$#M\|D)+5)". M\|I"IQ
Z"9"0"\|?|\SOC\|G&_N_<|>X\|S\|CACCYL_ UTI6YK06FG,<^|H0^SPD MR(%G\|QT#^T9@
WKAUG^Z?%V2?G.\$|&R\;.>+=6K;09MMA+|TC5U M@U6_2VISEL &W+7%J
MZESNE\|?@_#6*PD6
&W04\|HJ^(4V:A,=4X8&::R5UJ^U'!\B+0A(8W;G;OORHUEEOB793CWO_
7E+*.6^WM;645EI9Z5M28E>RZE?*P<\$:
M9QY\ER%2\$#HD&\$FF\X;KZ\9P;>:KY_Z_/>7COEY-?(|#;"\$N@)H+3-IWG\? MEP8\|J"=
|TG\|L=R)JF!ES>|'?Q^+&GR#)JO1A7-%0#W,9 ^MTNR0/AKX4@"5*>F5#)?
25%-8B_J4'\|YSG#!M;?/_UX10\|W#(1VT_KO*; MODIX*6C\$%\|BIP=VC=\$J M,J?
MI*7Y<|B'_T+E;^_+9&>3Z9?/^5R\|PFYM?G-8N8C MI+QTLF<4K>(S+OM\|S\$L ?
D6IUX\|D;\AV"JF;HW_9CX9YG+|^8!M3%EPK%IA M)5R08 TJ;TH*4'S1N?
AG=6.XERHK@8Y=/*9Y\|0Y9\Y>6QIC_5OXNV#K4^=|M,-CZS9(#D5T^?*,?
KY3L\|9U2?BKPN'PTSD_99Z MW<1NSZ\|@::S &5K5^R,--
KPA"(P=SPF7\|BR\|B;:JFEQYR;=[A\|%EU M?G>7#;YBALGR@2O\$G+;N&@\&M3=LN F*
_LGI\$<1_MUK;P>#>W\;VUFEF*),R-XWABZ4(19+X8NB\|QFR5_ZY6\|^O6;#;D.#\|V
M=TZ\|I(^9\4^J2KYO<;F\|JGI6\8WF3\Y"HU!\&ZDR\|VG<_D9RR1))AZ+%V6 & M'*
<=*Y9;4,XJ)-Y@WCQ\|G= R5O;:E&E\|
#9S+WS0,ILM_.M+WZOWW;4PUZ\$SML_)>H1\W,(F;&O#3"J\4R6D\5M+M M(
VR;K;!O#AHP@/*JJ96,02O*X;>2N\AYQP=9GBU_7;'?"NT8/_ "0W^#Q'\$
M\$.8U\|6@ZFUKI6\$!-KU5\Y2VSR23ZM,CNC(C.IHZ6OT5ST= M\|Q.M&+OHP-=WF'-
X0Z<19\OW>2;PHT\4SX#8V5?%BQ\|F%HI'-5#D5,D\;CX; M4_E&)/E?
9N_HAC#8BX4^DD%4UM=K. MH?44FCOF@!\&-10>^!\|%S*YDGS^,\|'YYRP"83O>
(T8CPND<54)@#2I"LWA4 M4K6W)0I1@YBDFN6FA_YXB=/K6\$AK;YR1L,N_>#?

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M2C<\$O"REJ)RZ=GC:<[IM0H2.9C_GN<1%2_D&JHLJ.6R%W=2&"ORN+/'WX0
M6I\$:,3'),TI*4/,_#,"P^1X.1(4!JO:QSDWMQ/XU\$W3+CB'>L\QVJS?+R\$:
M<5=M_7: ^A%9PQ=PC25TGS(NE0>7\55T\$!M:*.OB*UZOHX!*!O_,KQ%1TM
M3#A+B"IDA7T7=K7V\$C> ;F@A\N3\VV.WLVHAJX-SP'-4R!:1W'/\$49TE>&M
MYX0'0+U"L: @\ZU=E8P^/('.'(*;U@==_'! MO'0Y)9S1"+!%:BR&%F)
(G1H<3YH;C\M%\$)K\I6E6
M_IZ;B^L,I01CRJA:GXDRZA.#T"=LMQ0;I\$"R\&J@AJ\#K7/F?IWN+JUTBYW
M,'MJMI\$LH"KJ0W^!T\;DS\V_7#68M6JKS-3\$1E\%G5WZP)VYP7_=@;U\;H
ME<+&8>_,I%:,_,\$/M;BMIDAE&407^"_\$#IE_X0.D2E85\1F^6FMI&5^+_1*
M"G2@BDM'29"HP::YMH+%;48=FFGRE_M?'0\S/?XZ"*M!:#,S15_X1M0B@=
(@!>10D\H?V"JHU?%DCJ&+;8>4WC8HITW(HX(!%#-@\$++4K>IE;Y7D?#R:ZC@?
4ZF\#L.^>M^^PF3\16FT0,XI+R#%MC2%CSU"D+1!%Q^W/B)45@F"F
MD2#_CQABKP^!)O_+-2ERU67_P?[X'W,?X9G!-11JY<<:N_N,RCYY2Q%E4M?:
ME07\<(D0<09Y9B%MKX1Q>DNHL*XN!>""9'ALOVUG_7FRCZ\I(2^-90PD1MU>6
MGN;EY84YB5_NTJ\I=A@/TGL:6>5\I"Y)/#<@ "0A/S.4);)W7%K_C8FL%K6L
MAK*>LCKTC09(T%\$G+B&8N'T*F(^8:#CJY;U>>^=J\$K&VQO4U/53+SGS\G)>
MX5Y%P?-J=9\SGI%?<3JEDW/*,I)D-9P_*@;)L.YP?3MPII+=?ME_CLK:@#;
M4W5QN35=\$W2_!U22PU\,M;=4">MWWX\H<-8;\$*L;2H&)=>AR4ZTRG9BKV3\I
M,QS:LJH7KA@P\$B5>IGL,ST>D:P2(#%Y'89M&
ZWAI"@QHO=&ZK:DVMTLN_FR>%68EY/IPWY7TRA>,8G+MG+Y_1S99?M!,,A:;
&;TR^5I8+UTU._+NXP#D-XQ\O6F(0Q;\$E!41\<1Y:I"21GI+,,/!44??
Y%)LVVH6&GP": "L*F4IQY!O\G7ZZ6K_JL?J&?[*],,=\$N^4Y>P\$&)((((I5@R\$M.49Q#-
W<*2V8Z,;Y9)/9;IUO#)MAX=9!-JE\BO*M'F7\$_(LH0TZP)2HL!KU#Z\$ \$0TP^5/Z!
M"UHUDA')\!Q_M1:F\0HH4,G00*IX0#@OZR6?
U/#TL>LN49JAO)//0R!\9DK\J7&J%!X'4H:4Y\V#\N4I:&?&K<;
M14\4'B\NE\YU!S@T%A?GDTQ.B"1
+2;F>Z1H]=9X'#;OD3J"96)\N0O1+WI!+2^_IW;7"CIEY+L@Z+D>=1/(.3WH)+[9%-3=,
M&?ID4KL,J,*3E/MV*JE':B2\Z+=;2>OY;Y_Y,/^P\I7VA-J;F'(C8MX &<M'0ZM(M.?I)
[HT!...?%-D(4[E*UGJE5=V#!HI"%5)/_Z<^)3UQ%(I)%=)UQ-R&
M!_R4/Z/MA>F=Z06:)!ETM#0ZFJ%?H'NGI>L(SZU..Q2WY?5H-=BQGSRL4JS
M2BIA\$/LB)G\$&I;J-IY"1P;\$ (T;C;\$>!\$_!AH7G'V@_S@^B/O!4AXMM^1\$M?O
/F]>\G&Q\425J\4:8M_MQ.**!K:K2M/[+T].*%9VT'W\IR1)K!31-OLX%/M'V65EAW-?
-6Q\W6,9DK#-,S(-Y^SN\ C0=(L&&S?J/8BXLSEA5A8%>WA::MJ\$TSK?
-2;10F1\NHV4\(><5&U<)\OLOUJNQ1;%=GN?IF5%_W
MM?/LT)NQO2IZW+=/2X3G3\$4I-FYCJE:;#F\9)5+HU/F::AQ&O1X@\$_.LP6NF
M0\CND\#9ZANO=6\HO";*!@!N_@ "\A#\Y0(#9"=9OGF9(L5^C_!WG; \#T_M3?
>5(QJ7.G^IX\$IV"J#/\^,N#\ZXW#F58^9: _>R7>P+G7X=\$G"\\$>=E\KY%\$
MIQAL!9X,8'Y(=M56K^&,46-3RP8^|SQ)^UYW"L7?"=T\>|34_2TX=-"@[UC2
ML@@OD%340(#FL4OCYZK(?=FMT*G,6_MVK*LVHBY?IY\$AIH#1
H4U0U4E@+I@_JL8U.+MW#I,RZ#?YR19_M.#SL\3J975_1+ADS7TK"JLVR?
Z0J\$G68\!6XRIY'C0<+05;/1.Y@_%H:=M!=H_J\3QKD1\$C0?
05:>J%U%85!9%WE\BK\Z3A"XCK.6ICBC\5_9F#+?0D0T
M7^!%+D"MJ&\$2USLY/J*N/B9S1J937^_!(LG-(DC"J2@D*W/,PBH
M".I:XUK=8\2XPUWWNNWO4E-0QPP^_@J^H0G;MT/GD44W"JDE0-8-AI0\$U
MTZ:40=%J.T8*+RU,QHI!:8G:9Y/*H0+N_8ZY&PO=PJ.^+V4I4B@Q_7A_EI\$S_M"@I
(THMO%DCV<[RQ_C=@@WY\,*S_@FG-RH9I7:V>|H)@=@Q-Y^DM8BF@,-&;
M*ZK'*HOS56-G/?O"8=[G.^*Z\VM;6;_!U:3DM8QX\<#Z&YE;D+N:@*^!JQ
M6O4K;*I_=)I(+8<%E0ECND.J:2Q2RP+&PI*C93_-@N#N9S_M?4=G>
H\QZ&1)CQ8FW,3\HO\J>;(QN4\G+-*WEJRV\ M3)JXL^?A(D=!)IHXMGNUL:RF
;=\$1W&,MI#NGN\$"(&F(I^>C'?/E_*5DV_.GXA\$5)H::@ (KFRFZ*L_MRA:HE-WP^
;M*3N*=#_U',F\$Q:Z&\S4R>[PA&1(S\@M5.S&M% CZIR_K>V5
MW\LXY3O;B\$99)\O'5\1Q31T!\#JX8(?0+NB8\1<&CVMW(RP_N'F^;V=M4B?
03;62+M".MO8Y8+#"#49JA3^|N(M:'1+C;E;'>[*|MN?"PFK\SZHH5'YS=AA/6
M7ZEED("5K%C.'%('>MA78-PA\BG@;\HGFSCZ1F%N_M\I<|H8|=G2VVO%O:MB:V?
H(>@W6^S8Q#EFD%)*"B.CG9;IE:399#)GK;74S"\WV2:V-D'SI8\V63
M.ODF/.L)X%WQ19N<0L\0C\SX,H4S)&96I_M9^4Q+6TX%SR_\$38;>*XZX\;RVS'NY_-4?

CQ=J^=%6LHJ(J\$^JHV?Y#.C;U*\$ MI88E":N!K_UFT1JYNOJ^@*_PL/3\#%T6W?
H\$YP%:&_0D6O"?ZR/>|#?30_M#M&F(VMWNOH\O4?2&-
T!F=R)8]+Q"D@62L+,%&MTSF8^^(5O/<[B/S=&K>?M5Q^)^ELS7DT:."F\$3C@9^N
RPV:;S3%3P__*K-LJC-1CV.2L9W^CQ2MCM3W_M_=-
Y54WRJ@:0:\$'EKFN;#QC%)UMWH<9>*F/I6#[NVB)&)H!'_U(X#>,S^M@:;?HNSI-
T**OZH[7TSX)#)/4V!GEJ?7_<1M99I21'5_JC?^3=)WS#KBGLWB I=DL[+P.M,XX'
(*4,"1(NGT!/*(N&3<T'E@BP<#!C!=92.YO-
V!4U9BT2!R#|>A069%X"7*>&ED3)7V/L4HHI@HU3*X!XM MN\JMY:E=U3B:'%G'DV1I
[PW=_^ [QS/PL-^1&?WCJU.Z#%]>(@F42VT_"ZS M9P:B5=G9I;T^=1;32B*?
0<'AQAZ&Y 9T;:XEJHY!I7J*MB\$R.HS)@GKFR62_MC29.OG-Y@VW"
U)T^R\&IKS+7R'K%M(YOI*DI?4^S79?[*KTJ+G-\$,,\$SI(MKG;,%&['?XRTXLI";UKI%F?
E:-KZ-BMML*!|^*9.EW4+C\$4Q-R:Y+JCPJU_:
MK/S\$:V(Z7BIZ=W./+LON'FEM4HIT#JZ"!%SE.Z'\2'#P[K.XN5+%H[ISX6
M[WIME^6TF9&FE+XRDOWE-08.[UW?(&.>|9#4^U
MQS2Z8:HL7;ATY*A=E]S=D@LJ<[.4;U9&QH_IJJ%"0G)<#|_G23)KQ%3"/I5_M&
<%8*S8)HHWPB>?+N\?|/_AC7TNR"P<=MS*<3>BSI(T,3"XUOEBC&
*Z|=XI5I2:MY\$7W8GW-JOQ3K:UE(WW#8CS\O2
MFE#69(;"Q.!_8Q.#>20O(%!0E6^>GTD>QEXB\$//EV M^?7=2N|X<
U%E&;XR*B*73G+JO8^6DXETBI&W>_"N9 MQ#0I%\$Y-
XP=+)M3<+ #8+GO1^&Q53)/G|I_/7D%A_U@:+74-DYI\$|O |.9N8@#|FH?81%XP.K\$-
B_VE4|6;M>5%E6.D^Y MGLDM_\$ _&P8 Z/*"VY(+OKZ71\XN8HT;6;J<>U
FD"+@LZL^V|R7KZ_MOLR<3(;3V2C="=.EPW5Y +K&1@<,H2B3|OH1K1R#O_O^*E?
Q>_"M|>BU"UG<MP-;2D\$65N=Z>
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MH36(2:,TM;9E)Z)35CK=KL"%Q7EHG(EKY^|K9Y\$2%+?CAF:WT,=|9:'N8#
M2_-0,25J'42G<2#M1.BSA3+??E,CZ8W=369?18D96VA^@&LQ@/J MUJ?%
<4=2T|\$:B_*">U-S?AYNL3LZ--6&;74LKVXGW&*V^,H ^"H&;%&0'9
MAETMXF>.EH|I8A# 'C(PZ&AS\VC>1 MP|H6"RHZ_+><JT M01.?09;%A1C\$=|
<>TN;Y748\U*0XE'UQDOVUAFXRZ!32B-H?OBI?W(8,C'S: M3SC=B+:/F?
DO)HJ850X9<|J|U4'EOS".?')_!4)O>RV%E1_1 Z ML'G\ASP>:8?I2;F"3W?
7V>FIX@+;7=A#?-HY8\$V6<=;%KW/AX&L'LF'|@_X MR93!B4? @OLT3|GQ
%7JEQ=4M\$S9/FN\$|H31=*HH"J,IK1Z)V:MFXY>#.|& MG)6>X0%?G5K6)%
|:&R*X'OUX;'2+0=CB8*OKKBFE OV'-W>6/O721|JEFNFI M;#KJW=5@O,O|ES(>
|5VFG;M8D@/8|?ONM1|'1RDW|WCD&(IN|/JE"7=8V' MB9C:KI5%&%PI3E5;-FB)
CWT|8#M%RL#*Y3"\$54.QTVM/P|9@;.>(7ZA8%D2T@V|>?:5LR4-
1K|+OI-.T2;|14(BZ)U|\$G1Q
MQ&0AJZ.SW93"X:;_WMT|AY7&\$UHD*";A'3*Q9=N@|K+C|SQ(-K1/3TAX'4|Z
MX),Z*_J|M5.T YBP9<_7A6KM1VRT '|?FZT@5VT%D2G\MU|_3F@A1+'3 527ECK?;:
MMMD/)<.BX>+AQ8QX@*?/B?3WDS)UU+BBRMG)-Q|K?!QY<&WQ3)#DZ3|!^!TW
MU.+6F\$F<#!%D2?NG>_!91T'Y9O/U7&1CJO_*|(E.6|=??#S:S)H(!
M.PZU,NY++G+U|WP?6ZZIXCOW=G@,M:2-OOFF|=,|WH(POTYP=-WXNB|H|
MP#|;N)*T9F@\$|=X+XO|@#\$CS>(!Y0QS8=S^2,R--HS7*9XZX:+H#Y=O38AK
M&4ETF<'7QPO(J9EB:XH*(91X@\$^OA#K\A1,V'AJD.4I?CQ|>O-VLO!E=OU
M,Z%#XS#IE:GD?AE6=AM>YZ,1|_)HM5^++ #B40OV#0X_F4V|HRS3_|/T'1H@S_MJ|^
R|DE:A)DE.6|9H?1^7'72_/S.0GW#?E.E>".4I*)E3;>_H@_WV*H?Z
MCCM;G6LK4+AF7<;XMX\$66DEFZTOKIJ4YVX%?X=HS&_J;9CJZ;65DWU|F|5+1
MZO=|J|1|'#|\$|V12(EV7|B5015WJ2)Y19H<.N MJDOTYZC'OTCE@RQ16R3%_A!CA+01
33AXN(XWSJ=|56%XH;ZC=);E"M^YLOF?_'#!/0#+XfVUYE MB"WL'J^7E?X
8'SUDU8QIW.+Z#|HC6_UY.)?HJQBA>)M5|N=>_0QSP#R"*68SR MV?\$NQ.?>ZZ<:
_%*13MK?PO#6@&%B1_FWQ-'39!(GV|EZ"(ZW'DO1)S-&B M*\$68!R^/>WVZL|0
3!^)N@DK|1T?0\$|L8&)C77OH;J*(!&RL|S.X"9#|JL@DPH=VJ'B/Z@;_KM
MY|3&84=@+WM=5'25AXUY@=S""IO_2#|HVO6Q_|J'@9@CC%"_@R2,9|+MA| ^M|^;I
|W+=MH-USS0:4ZT&W;|H3NZVO"@|=GZ_!AWR|@1?T,S^W\$XO|=Q7-ZV
MK'P|OQ>YW6=|MZS!BDH#R>-^.%S/A,O>436X,E:C'V%,:_#6O\$EQ%&;%)|MSR?
%633;8?L|8E;/MVZ1P>OR0I0O)W02M\$D@V8?9P70.OP5S0X^E3&:-|V3C M@:K:>-
'_%=LAE6_|W|174N8>!6^EFG"-PRYY;S7*594%\$)|:D:3<*%@B?'7
M'4\$Z6K%DZMCWR;9KP;N(,2J<6S5X@/WD'NPZI/R&Q-\$Q|LSU;)T?3AC>B?|

M>*0A^WXO?B, "4+Cl?0TFMVG*/T38I.2Q\$ "M94+.P#^|T. 06 M/) "L-:?
*P&|B&\$|6K|AOW92.T27DJO&MO=B2O\1D|4L LTY|)'|P|8AFPOO
MNC7P^N5MQ4,B5|X (CEHR6DL0")7RS| (M\$66|_JG<7X.KO^TE|J0,+:+S1L0?
<=>)O4|0B)K5VHD/X% "F;CNLSS.6DGJ0,:Y15 M'S-GL&4;8OYDU-G#A97O&Y59P|_P^F-
^#J|N#088WY|_:@CWWMC"FB\$0)C, M* L\$>C|/:U+5M9);2Q6D0\$%S_HJ*S-
!61(V/Q94R'W.6|+T:5;E MO^U\$|(DC*P?A5R)3|)XZM\$))_.W@K^'D|J)<;?
NY6;*|HISNT3#C5T\$'K+&9 M'+X1M=E0=?W@^0_)4B>9X|A-5@|BL8./?V8;#00K2|
|INVY,Q*<4*|3%Q.6A2 M:!'%A2|K8T1(P|WZ|:B:|3JK6+6AO M*O-)R:;%A+|EA-
>X2>Q1&0B%X |ICU'H>' -F &6?5L4#?OA5N:"DN@)AV UA M @63 Y#"P0-
1X>FK1<0|H|X;V&W1Y|X3W+CNA6YJ/738P61|E&43D>>C=\$4H"%<
+L=)0(ZFDHO "\$L_XNQ;*'"9"IF|EV0% M*|X+6'KR|Y9^-VYCI@8W 8-
)98/ZEUIHQ8%O%,:0|2/5P&|!W|N/>V |I 5* M;H7;8|9E1|'+ZW #&|>|W8-D.MX2%T'
LY@ " ^>:=QGA+|^CQ@)BW1<5.=<=>E MCK11/6?Z^:=P:E| U09-D&_"XZ'\$6F|&
|&9O<|W5GUSYB4CR.|P/HST-N; (M_FG&?Z&T-
|Y|KFAOJRW "^CZ*^SGFT|42G|0<,-4Q|=*LVSU^;;<7XPZ
MSD:\$5)5\$6=S9\$#/_LP_,B1LE!Z)NM(IN7"W".^00S@Z|+H-GWFL(@^#BR77^MR?
U"?4..WP|>=S|I SE0?4|G4V@ (R\$E\$#F=?'7FIE? %X)&+G1ACT#K|K)|W|Y(|KR"@^
MG##')YG;ZX=Q=4\$560L0DA*"U062\$@ZD?%L\$> ;9|SQ|H.*S:S0P+RKT\$O^
M71\$8?OJ_RS397)'%@63/M/BP'>K.<_ 5P28U6W9QWB^KW.P@;+MCEP6>V3I M?5?
FOU.:.1R|/(V\$P8&S|_ (X2_ ;OM'/#?;C;|OJ\$-X7D3Y3X|PUU5B>2\$K0-MVNN>+)7T=;
<5D2#'\$Z3J3X7\$<^Z^K|U+=;2:0>'ESKK0|QPS|RY+H)G>-T(Y M_)|'0&2JK@;
<@W!CO_.GW>C#.9?;GO#A6| =GRU6T_"SA|K6?TOY.-MA|T;_%
MW_|6E\$9J0V3S09X_Z@D|T|T7^BN*>H.0(-T^V:F="Z_O<2&.*L:>I:NURV? M3|H|O,.\$-
F>6/H"ZOIL%BTU\$M(EEB8S1%+6)C8O5ML%|V+E|=|Q;ZU=A81+ M?
VZ858|H.44FB5)J9Y\$6K\$KEFSZ@:_ 0G.WV*(;<HE3>\$>IQUH'8RKJ(&_XL
MPCU8&CQ.94K|:6NUD10(C<%>/_ .VC.4FYOD1:6|8ZY(|B-*?|:RR2W4BHK MQK\$H|
1+:0@XLA,H2Z#Z/!=\$(&/?MYE7%J.MU:66:N8MMQP#ROP>X(V\$|ZX
M_5VD\$A9=^YC|J>KT&WP 1?;^-.MUG.NI#1N|W3>-)"C%%,*|J-JR' Q(3P>|
M%4QFWJ|<:4S,A?#0|>U.LS4?Q/M(O=UPZDD6\$6+)M>|A8:O|U77N7M472J)5
MT,D@I#4U@R"9AUMT7 XXHZ2FXYP%;P|J&ER)+./679C7+J%:/|1)(EIX+|P
MU*QS,M|FP7:?\$<.-F|VB&_GYG|0IVH5|Y3O|_J\$7U(2^^^5;JL.+M+ML=8<#
M.O<\$|7\$35IBHU-"WSC^>_ \$K.H0W'_&7)2G2"&KT)PYZ|(RM%*|!S|"/HC
M:>F#@,'1&T\$NQE8=P:TOQG|^9"+VZ":E|:|##:D16-S6N*PDWE ^)J*MVJ\$4
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7D'G|B&< IN|X=B@L|/V_&"#1+"M^V'UZS|TF<#\$MU" _0|MF6"9LU;R3NRF?
1U;D@>4@U M<4IR'"NEO#.9EML_85&-/7|T38>9*?
K5ZFPF"BVM|J M'\$GQPBPHW!Q0)3@+WV M,X7'(AO4X@9;?8RS7&(>T/0K1M)7T
KF"!HPUO@@S4PT3YQY;|%VD.@Z6YR MOY5S5GO@|J\$8?61DIO_Q;-
NSN&>0/Z|W3W9M#SY2&V!*CJ1+2M9B9-5LJ).1 M0MP.E+ V"?A.S8F..N8;5LW-
L8KV8DA3H>(' _7P.>?U:O_!KAI>B%# 'SA2?|M3 TO2N M43'X4IYXYI1T0:51UV;L?
1^)D.+5) *D'-:/G> N6,MX=DH0M)5VWASD;0/!=^HA@XMN/?>ECKF.S|
|W;CQ7HYTE^W@Z|"YR>O7JV T.:!5JK'DS\$);SBJDRWOM#L;5ET>E#Y)J*J+=Y
M531G8*#3<%1RG@9+CL6V1+37H:9ZX)U#3@|Y&9VN?H9P?-Z/S|C 4.2FC;#
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|/B#N&=%J4S(+>H%5(6> M|J99J18U,)?^7DGZ(|2#|O/C?
SJO_ 4EQ_FUUGZ\$9.)99+M^S|J2*_ _@A:R
MMG;7"7N<3L?.3>?:X5.4I9N3!0:4LFV'8U9FWBNCVA8R-8T893H7@X:P98@< MW?
*63F|KS'ZTUSKW8#WYP_Y9^!5;JA#QD#WQ&Q#8:~C 1|E|8>8=%KHI!O=?
M+4F:9FS(*S3?;!\$3CC.M|J4-R:Q|&E,O 0X:62-83&<2,(| "-
M|F0|X+TP;WM>>Z97VI7FW_J9.,? :WPD,-T".>+V%L&A*+,-^V#UR5=|>"Q
M(7@CZT+_(@8'W@?N|)XU%>E"!FMV8| 04:&XD_,#.|Z&2X9MO _D+EBWJG.0
MS55L#)|+HZD^3|_OWIM>E'%UF>R1AVR%C6 MH:~L\$-UQ^0D%|M
0,EFT|3,).Q'PW|T>47L>'M|^!|@X%#'#6RGIU53U;^TC M\$|J 5.O+EH|<.-
W,CJU&AH+QZK>#P8ZZD&3:C-ZHF\$/4W*Y:BP/_?SE;#FV
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5#00#.>I;E(O/>)Z|T6;M>8T/.TH.S\$D.S.BYU3%R
M3STFWUBHM_T6S324Z_ ^4^F)=E?+=0Q.<.M8:@0=0HO=:P2|?|",E6B=T|C(6
M8IHM>S3U(KRT)K;:/%/G31.75&;BH+HR;9IR74<8K8G\$41O48W25G%=5+ZX2_M02,-
?W;7Y|X?A+8UT=?HK|6OTLX_28FXFCI\$NDOQ_D.*&.W??R%4CN*IHA83
M<.^*EQOMY2C*?62SGI&5CE)&?_JL?X(J;B|U-^Y|.GR;N|7.+PS>U@V"|M
MT((DL+TZ'0|PM|+LVG|.|OK*>B;)|XL4YZ|"GKZ3>6|H4'BD2;9L24=*2Z*5K
M|S\$C*#CJA:6|>2I4#(|-ENBM0ZQJT-|3KJW<&|/#7VZ39^
M(^(-_80AERE^PF*?|P160Z7#K"Y8*CK4'(D"IQLG)/P7NHA|N?>_%Z0854% M|PN-
K/|8*VE.S;#JDUM*1&|;R4F0)&KOU@.@IHC\$M0_O_*|'|EY5@_C5#*&|C MYA:-
R&;311HNIP5X"/WW#">E7.X9IV620^E'=2R.29="'6HH_2FM|LN++*Z1
MOQV3BS*=3|1|V)2.H*G_J_4KC.=ZU*;S8@/X\$_FJ\$|VG"Y=I&;&@%XN1+S_T
M\$;'"_H|9L\$5=@_7RC;'|U35QN:C<0MW|QJK.(W3-C)/.**:FOV:11K4:I<
ML4V4H7O>XLC3Y<9^9-@):VX#S,VQ,3R|H03XZ2"CT%XWM|7R/(PNO>/40ID#
MYX#:@SX-65%M3.F|Y812_7|ZAKEE9W-|BIB44TDO\$'S!#R|Y:SV"QQ3^5?^9
M;1K'9\$|JZVG*|H'45\$*_1.W8X4T+HA'P5FKPS;6EVBWLHGQ'XM=PG|WYH7
MSJ?;E^K+B7#?1"2)?HW**?DJX,N1&|?S4YJO!(4'2=|.##=|'T4;/(|+
M/&TT'PU;|+90P^*,HZ??S?G+-M^5'FT38U<87K5+(%|#*L;_(Y=T/;&|M*>W?
X<^_R'-3)&^C%;DOW9|G1\$9S_MUTAG-
CV|D)70T5MXM.30&M6M)#:3Y^VF&I=O.F+I1K;S63_%6W^[5FN0(+V' M@4;(->
(|_1E%?E4=<,V!(Y=LEOOI"/1PD;/W;@B:/?S)Y^Y5|\$EF>>*;H| M\$<>7|*=-KK--
G'81_EB!8M-G_%.#<(AQ|XF*T207P)3|%<+HA"WMO,?T>'\$ M1NT"9>1VI^%/FCGU-
9I^Z;/#6WX-3I!2.+<_|3>KJZA3IPJ03Z->PP_M9QC#XIS^EW/U0
Z:|^BLQ'M0))"BZ_IXESP(97*=<=XR^XM;#C6|N3, 28-CA M1YW7&4Q+
|SK_!\$V@B^FJT>|OZ_AYW^%2&(|M<:B(L+2<:OV3;<=<=UEC7N|
M(3|">W.VJ6+%|N0IUH?@\$TA53;G>V^DH0J,\$^.V(!N2N4(#9;?|.!"-LN((?
M+3"NV"QR?S11,...@|"2|JMA#;V)9T3;M=M) YN+O95WML^*D%;3#A2H:RB
M@O.B<;AE;YE^VL6MR"%9FBMW#>1"ZQX51RW!A4SQ_ '@YZ"JR;|C2XA)Q^VO)4A/?
V_UB7HFR+-|7|H&BA(|P|^K|B MT(F-^8W>-
*8TMTC@>ZF=|"UF06V/H4WX2=::@PT|>T/AZD/.=^NRC" P05(
MELGJ&=%@Y;@O"l,6|D-"9;PLA:E-R'1=Z)*|U0HZ|_-\$*(E"K;
(|W+7LC*9F:H"SY=#!+N-.ZLHG&
M5A\$4RLO=^_3W#6'T9(<|!H&1'|@J(@@QA&M"TX\$6CT5TM9I\$B'H !FP_1%FC
MH|.3G=XC34:|*7H7W.)YO_@.88|XY.QP;PD8^9+&4N_5,7BS|4#A(*K.=|
M:2>1;8F2|H7D24H4TT8FY)EY"(!?)F+!X|1TK=J MCO6=RW=&CL?'E@Z|N2;?
0A89@ET|X;5Q;0;\$5UJY8%<83+A<|R8\$ U.CZJ% MZU?
WH(EV<|\$(&5#G)|731|91_6N=A|68JK+H+7636|PXP^>C9'R7|TM8MN3
MU_|H!U.W3|T|0._<_)K6=LM2R',T/8S|Z"XK|'S2R6GT^@(1Y|8@9>|3|&
MG7"!*X:HIB4P#;*9&P1Y'4D+2^LUD(DDPFE+"T81U-2|= @3R7!|V|D|E%F% M9)
("GBB_-;%XRC'W\$.F#0!_:@:1F@ZD6J:HIUYTW4-1,1#E;5%M&H/V=6RQR3
MFI>^XD@"FNK *XO#ZR2Z"NB*|'"_K8#1|G|Z|&.R|PAY
M\$@^J|G>Q=%&;2T7:D\$ZF;WHZE401"KCE:N<'F_|(HE&:\$6G|M+:@@"TMG6Y
M&D8|BN-U\$>/VOCN!9RV(X?;-(CE2)@^90@|\$_HN("!(SQI%Q-%N5=R4K/;"-
QA*%SRZK RG>^UKY)<4Z7;|-49U MV\$ \$I%D^UR0BK4SKI WM'288ITTSNUOKE?
IW/(ZXSM.6)O\$!+W:S_K;::>EE+ M%ZE8BM,/=XP<80&+9H'5,^/)DF6H5G?
5#HEM.Q="GNM+J@+U8Z?X8<;4"O> MUX0_004A=
UN^<1X"9XEXF%59MB8PJ^D#B\$J_)HG2_?K,V_6\$W|UY0;^L^/4
M8|)#"I=>_H%L2(G,Z /;O\$M>VE|1B|@UL&;4CI%,>K% C%Y+#|_Z@(U/Y!'|
M\$O|WO|E8RM=K|E%)>(-.4XRIL2GN<-^OY5%;3.^X4:S\$PZXZ1/4%+FN,.VB2_M:8+V,
|4+HLKT'P8I#F/Z_/0Z MH|T%M2<8G6\$|H8Q<1@7)C)H3X()|/<>E:VSYP*|_4.|P#)BS+
<^;@'|+|YD. M W|8#J. H|%L.G&@X?'9|XU+M0H5@E?
0KN!5U*#=#^D38=XPH_3C0M+%6TISK46(\$P>'T7;R=R<|6%1Z(|!0R=|@.\$#6|L79?Q-/
'TEVX7|=#2|TY;@=@=J MA_42"|U4ICU&M#Q,?YW=.=G9F#WUS=XQ7<+RA*2&|K@G-
FB9=M-E@|K2!^&(-MXKSU5IW\$QPND2O+RH|W\$4!^';TZ!6&ASQ_%)?
|JK;P.U*/K^QY_%9J%7VS|C MKX+IB8|,|H1X|1=DQ)%7C_0XO;(GC-)
|S+8FP|K@=1ZCE|O';>;Z1S, S M\$M0__V2F1+7ZQ|PJO&GP?
S4P(F|Q+N=|S|/6^4T7ONWF5T8A>@_KA3M*R|JRM>W|7,0|0_5O*_ =3V|A7HZ|U

""T+;;Z%?+48QA-[NR M=>?
EX!;@!L?!"_FAEA[VWBS])6P,L=WQ>^..WV.&*C+'NX.8X|^8|0_3AG%-MTK/I?RX
MI93R[E;37U+\$\$GX<;G(XN-^?_VY5]74UMS(\$/C+J*WO23002UW!F!QL+"IG
MKI2CV'.P4|N;ZI-IKGT?+H):PR_FOAS!%4_Y+M@"Y=?\$/#JUN7DTPWWH&0?)
M^BI<0(/(""&H&A/3|GZ|,*8I3_*I'U;W;G?N2_RTS(/P_I&&!3<6"M MD
M:6;|WM|8R&F,QWKQF\$1&("B">AH1>_0|YK>S_EKLN>UA.C3SE=NLHH'2|]7|
M8A^%DH()FP;\$^1-?-8@B+.X,#P#J4Z/|T+*B H%|A@N5@L<+J_3|K+|JT2U
M=/10(GF&);9H!6W|:->*3Q^>-(IZ.K!|5JM1(,NS20)I(1HNL5T1XV\$|_Y8|_M085/?
1K0SOYCG9'L5JGF91V|/%\K.<6=K|L0CF"=>H\;U0^C%?|32VX IC3|4
M,TZR2D)8++/A@3VUN955.T-HC:>^):6;LO|M1+B!;SRW6
M+@DSD8E5@QZ/.N<5W2.\A9,^EI190&+T&S&I;Z_7ZFL+|A-"^#VH
0MY%X'TCK5GF<.-/MV-R1^+,\$7(T'@(!,XW.!@A> M8:/|B2:C5HY|P'VJP3E.RM|15W-
N\RT#|]VJN_7M_6IWZ|H=K9KY8TZ=J3KG M_/K7_72?|N?1SAS3ZA4?9K<:)&'
17#.D2|^3W;DRJD4%'9|3\$W\$+_1CAL MQB0QDXF?;% "B_8
K<5P?|GC|3K^U(X&G44|U6|L*L!?!?(KTE.3V6@P.Q96J)AS//\$-
JP5|G0/#P_">#;_GICLSZDN-\$|2C|J7%,MVI*+,_9D|@
MOCOOU^&SHD+X65SOS*V1WAA;NQ<9:M2:"012^D5|*&2)YVR%,X%3W=JJA(%O_M)
|=>|W^LH6!5Q>E3)4|QC=32QV1U(OZ9@74AT>'Q.EY8SFX3;+2\$<+^-9_BV
M8U3.O9;ZO6I_U&TW-|1>&V#7LD+3T8HRSJM!_8LM!|V>&1TZ:=
M_3G5ZPW0B*!1<0|RF>S_H-L>)TH\$7^K|<45G|F^T\$&L2YXNY>Y7+|FQ8MU
MCNRHHP@J=DW=XZKLQWG|*YUJV4U;3B6;-M)E1?N?E_R*F0!CI31SGM|_X:'
M0|6;_3JAVX@K;C&L=^'U?.AI7D54(7@X_X|ZMH|_&3|R=/&:MZ6=^3Z>:L
M7@N>!91M"EIUQXZ-#Z\$B//FU7ZIZ:_67)R!:"YPD!*VG%)Q6DMG.|LO&)8._MO\$|2
(-H1&@J|RM:-6DI<|K(2-O+JD(HM/+UMWO0V/U8-|=U.-5D^
M8&3%MD9D#7JB:RE9WVBUL_RQ(93|RX_93;_W!|NVP"(:F8IP)=:
<^O:V!A8O;SHM;5E%E(C_TL_N:L.K;4NO'BHT&?\$_M5L>C_2@U5%L;L^Z5_.#!!")J/
"WP2,'X.7#HMB"|#=AR/PC H:&XQ|WXZ^%_M+E#=%X|J_03?^-:Y=,^
L7=ZV8N^&UV|8&O?;4ZDS|O"8YAMUP|'5S3@_FX8_MZ=\$X;Y0X!&U9OM,I6KEZ-
^4;_#|]VF"4,_E|_0I5RCSO.EQ)O%EPS_OV%_C MQ05*5.81?
L>18P5SM//5|/E2VQ@Q;KW+F'Y3;7T+7UX)&|:=R+J*:>H3MM/^
M04G;:*_(85=@1*|J"|/;<*=>ONP':-(Y+KB(LQ-!+ZCP=C_M>N(
4UG=&ZT^Q)|=B;OVW#%RN.MN=WMNI*%?#\$/Q%@\$OW0N:.1L|2GX20GB4
MGR:CAOT"DA_%&+D)QF&?T\$&V&|C"AEI/DH|4115|F*:1(IJ?HL)ZMOR&_56
M/Q<6P#|6TS7-?N>=6PEZ_OYY=.@_D|H8/#C;(|M_LE=C8*?&J?3C/W|_3&
M>6T4|H8)M7X\$|ED33V|C"SAQ|WQ|N\$S5)R|/\$8>Y0N#&H;5E&#-CZZCZAK*4!_MO)%
|7AH|P*JV;Y_/_#HC^="W0YN@FP?M9P(GI3"CGV8W.Y8G|44|9.1\$?N" M9?
C1X:@L;'Y)T>%P&\$|"CVOZ^Y|&&|<#A5K.3|5N*97)1(#8I!S_VJE,&'CN
MG^L_E|N:D/5|J*L|5I&#N%>_5TQ3BD&1M*9&@3%)@(-Z=%!25PX0*(P)@1O|J
M6)H,VGR?ILM^#XQDD@N7UF>_?2Y,|_W2W5D|_N%4.V\$^>N|DSV/6L)7K^P&X MM?
B<<^#3M^%?&LLVK:<8,Y#>R|::@:P=%!#9+_YKA_-M8JJ5N|?-D33O,)8,#1B:34..
9"ZWL!|QYL6'>%7O=|ILO|585T?7|JD5,5D7:>"S|>NN%_M.6J|H4)C-+Y.'|=T_80AZ*)
(-H,A.AL+*=T_N!H^BK2&"5-\$UT*%9R|M_Q_M-&
YRA|_4+!&4566Q",ZT8#>MF|=^X*U;_"|/\$|XO5?=:)UQZ;N_M_5(^B:>_M(X4?W\$'5Y
QV8O'K.|7'@?:Z=|. @6)=#2D'8_9|*0>L'T1G3.!=RO*Q_N(I!_M^Q=7S0@|UA9Z4|!F;B>?
=_8)>[MSBSDD&|_-= 'L.S;XR4|J'FK+_|TNT|&G"8_MVVB,HC=J0P,ZQLPA'6-
6F18GVD&'7">8^B*Z31/?+0(J#S\$M0;(ZBSXFW|&
M3UA_S6:I_C6;1>S&@I4L_)&63@9T9P!_6K'IA=!5+2BG>C5.FT!S*!!H6**_A+_%&MWF
|1PKG4I,=MTY?S-ETWM5Z@,?3+()|V\$|?)4QBR+*.S>6)M"6V|M%G_)
#^)Y\$VAKF=E&-_A:5")AK6PO8R9G|^OJ>ME:-<0\$4_8XP>8>#B-T;|
M@H6|GPD7BP0%474)|#LJ:5K#R'=Y?-AX\$/PRH3-J6GNV+E>#84|!(LO\$ZV" MZ8T:?
GJ|B/YJWCMC@8LK4(7Q'OGZ5<;0Z9XP7|03:|*LEGKG?<2H=.Y.M|!"X)ZA_1
_M|6K=':O|W:L3.>SCOXCKA|X2M"DB|#:TEE(D+9I8_MQ:6!L2UL-MU,CU
A1@|^#4/1D=T&)V?%+|>D5ST7A,_O2AL_Q^SR>>@0+5>_MTH1#M-SNCHNI6M?
VNVDZ^HS,O;I*YY(L-ODF^EE/CAE?|;_:!">HDJ3UVJR(MSV|\$K0B"!->W%UQ|(?
X*KOU&6_M#W),^CDMEOVZ26Q/E&9J#7M5L9H-+XF'/D)SREH,%EG\$204>"D#BA?
%E_M=A?,LEGFW2F5|0=KA=9/HR0S:>H'9/5W),/NYN_W31>E53",9W1+W/R!RB_M&J-
V*|60"|T0#*KD9EH_7B|BY|7'6@-7NC6^RO:/TO@S^S"VT|@J/>8'H0
MUK|+2J(=TFT4P7)_|<^\$Q?|_R|L(>#8W+BQ|BR_*_/GP24-%=!%YTY_57T.G

M50MS5@XUUC:@=<5_4Y@)21<M\$KKWSM?^OD)CY9UT M#SU?
0HOD7CVI6PG/QY).C|=6U->MXMJ5%,3E)NWM\$#,,L>?9LS
C7P>"AF!1!=G6=|.ML*74C=;\$5\$3;KF7^E>8 M;J,VW4E_&IBA:O(#1-
QZ>"B!KFW%+RFTDE%/WZM7WA3EIZJMVD61'N P|(_FV M^+8###5#41@/J?
6X:N+>XT8#7/=7WIY/.H \$GQ@WB^UB'XK,/KJ!_UXO&8 T@
M!WN)56@=2;BF/I_XHR^*LI,5PMFJH2H3K";)TUHD|A#XV%"9C3_MRZ#UV<1"
MJE^)ZP8^'A\$C!'F:"#-D\$%&*Y*;JJ|'"4BSA-|.2|P|G&T8Z?L./RV:-_Z59 M9JA^
E'7KK\$&:%|QZVB8;U4LC33O>JF:3C^)F#+W/;#7T;04U+J*,^Q3X>6+
MK93(S)Z<::AF9OK.QDG_>HS:O=H*S|/#BH MM?9N"OCB6|I2N-F5E1FA5BA4(?
>.X^("J6_JU3%<|V32#+&?/5;"JJP!&XEJ&Q@|H,TS6116^+/%8QN96N&PP7C M-
#R|'@VH!F7K4< KM_DZM_V#DG+BRDP=)A546;EP)E2'Y9|S(!0NO(VAYYD' M8:?
^IEUMO(V9N?;\$!8 .QE_2;FC|5;0(X!4FUF9U9.!FK=H6/FYAV6VX(?.\$0 ME@-2WT:Z?
_F\$S|6M+:5UO#QQ2K_507Y56UKM7I">,HSOSPHL9@OK;ECX"
|C,_*^IBF.&Q'U@YO6U868;GZ4 M0!U8E1,29LH!H!%ZJ&!C1:8|T715|KG
^|+)U>P9YW"09\BOF)IXB+!I0J ME5|JA=PY
MXD*J9QT5A^<\$K<:KM+^+HY<48XW_-->I+E5NV2(N U6|H|QJB6EL*&6%RHM^
M.W%3T0@.?.+";N|.6I?@;LI=55?;!&MGHGNRL5|7_2XG#<@=2L9A:W*@@941-
#5E#E"F3^<5|JD>WBJZA|M?NB=(T9F MN|I^*.JGQ3Z%!,3FTTW844(7_.J1@G ()
U5O6G4=8&34U@L!%;U-2+KH+ MC9-M0A)8F5NA 2|7:| ^|4NAJ"X* S5H-Y
4.*;#KVH3|3GQ5 M0->V:._^UZPG*'#R)"Z:2
MXS+HODA<-8?!KAFZZOT|^,7#OYHBOGCO1GB!#VD,46L+UZ\$'!@.JI MK5(>
('@|*|5.\$/I#X7H9+1-HH0CW45?/>Q-YN9M#_1E*V|*+SE%OTQKIH E
M.#)X|HE<#XKXXCRW.8'2B#-QN\$CBO+|C>P,'+>@M.#9.Z#O.NDA:AOM>|I&
M\$"VC_>-XL&TA_A/N\$8|_+58?<V)%5/*77ZU^<#| 32@4@&(-MS#|25;KJ^|^C.EHM
H%0H*Q !&|SWBMWJ%,-_*\$YLU\$|7)RTOC|5KB7*_%Y M|8TLBN-
1(;Z39+!RR*K_.U)P%76=|9=G>+JR|JFB:&#.\$L\$&|U)M17TKJL)
MZ\KEVA|ARH!;XW=3GD^B&L3P.(T@|(_Z<|:CG4T^_MFY,%-0|UH^3-
6&N66S|D&NU)U?F)GJ31D2&'!65:)8-/8?W 84/?%_IV@? M EI_6U-S|3)3>U8@H>0H-
'8UPZSCA,C5*>@00+&:F=73X791\$?2_MLC8SH\$%<1(G;:0=X_CK|7-
&5Z>5>7Z_B|W*H=%9S"!WM5^,A;U7VWO|6H35 MQP9
7/R7M;JXL9^9.#YKY|M6(!%=F)SM(RO7JE7|MW?B:O"W8<\$'6=&/9;| M&>O>Y B HF*
(4*PW|W'-^HMUDOB;P%"H&G>8'!T(1:#UA_VUT-
E)N"+5)X9#J7\$R|VF_)CZ?;RG+XH6!?!&|+_B/I= M?!3G-W%--\$5;/3SCNKK'?B|JLQ
87U!O*3I6U&TEZ-7;)IE7FH^+O|ZDL;T M*|NS!HN?'FW?+R|B10I;ZL/W;/Y!%;)
|A>H;.*EY;-K9OL5|;.#<|GT&%YH. M!9MC|\$.:/A@S*#VQ0F0+9(A?
*VYD#WX8O9YKIJ.O.|E;G1|W?=R>O^4)A+S4M=)X,Al%WD,<,OY/45'M<2|_
Q\$.+@|:LZF:0-,K^TLK'NNLGF|O0WBP1;Y"|7WW2SV.J,CXO"&9P M1U;:;&
|";@3^(T6NPY#UZ/-V!/L%|7W\$|(8S&8WMU,40:2K^TNK|8JN2M08#
MTRU19ESZ_/Z3M.VO/%^GGIW|D9D0M",J&BL2=L,?)ORIXH0A|YD%: !X+O\$
M'3IGR^_5)K60YN1N|JL.+ICW4A|9%|DR+K^1_"X/W9Z33"9|)=)333ZB2\$^
MGICR>XK5C2L6)'26@_&!5_*8%Y"K%*-56IX?&LC2T5|'AVU>|WL"LGD/AVK
M6#|8S>NN=YOU;|Y76TQ?:1RNJ8?RF SQ|3,JRY#?,UZ&|5|TVO>'=BJ?>9 M=>
(FT=)2KT:.(YWMA;C|ZUCQKJTU)P&/14JN|=J0WH|IV)JIE8O|A>.@> MGL3|
1^!>#2_QB#X;T.:M\$CH|H=Y'34BL\$A"G78V'+>CB:3/9?WJ|W5%%?Z MLL|&J6N8J*7-
AUK;=1JG.|R|'4*D3J,!.*V%336BSUOLZQ+W|*7F5J|2FJ20 MB(!C(1,"6HDO.(/30KX"
<8+JFQ:R@<'DU H,9*|D/24HSRN'0FIX>PK%W% M1P^

8^|7'^7\$|+2 L|?G%;1L/!8Q\$2R\$*23Z=!)B-YZKD\$9X3,2 MDXMA(I?"^Q|,^=;|TV|?
CHZ2,?M^986/GJD\C9'/2DN|IFB)D.6:E^2WN5K M!,4Y16VGNN?VWO&'F2\$H|3(R*?
^)+>MMC6GC*GY"ZQ^!|SI7<)/W(QP1/56X8 ME)6!41JLQ2VDN1P1EZ/,2K0'X.&-
D6VT !:-ZNST;8K.,|)_\$%'RF^

A3|H;);BG; M.|X"H|I|Q_<.M^?;/9""H6(9&#ZA%G?YQY/_9G"20BFON*%BT(49L7V4Y^S
M-AR:|?F%5T6Z\$X#3;!(HHX& M-(!B5%TQ/F(?UX>'3|ML|8P"WT%=HVHD>*
'M3S8JD2B_)T%_%2L(>JL"M# MS0(D,_?7>)U-QY'CM)U>EW4T+3EZI-I%&5(8R6=-
DH_04G61G9 K.S>1F MM?|I^O&*Q J0WH1:_N2+OOME)0C|*3*TX-
KVN:VVAI"83VNP|3P("I9_*VK M!N|JCF|:5QXE=VD,%3HQ66TAF5U%_L.'F!UWQ M2%?
K V89%"Z(YNPW28R4I<27F(87.F0)/&I(PC/I=|E;L4'YC^&U!9R^:-,5 M-

CB:N6\$6VQGV6M92;YL/LTJ)@AKGEUY,,0#RTB_3'-*JQJ7/WR9=+YYO"
MjHS"T_4VPT>JF?AAN40M/!&/*5PT?W&:,;0D%D4(35TXH_W|U(18C-U*?YQ
ME;N&B)O;4#1;HVJ;?JM:5F!:%!'D\BL=6ZPHB+=AZL[F<=FG<?*+12PSAR7
MU,/EAPCKI)0UDDR>|QK6+|+K?1K*WKR'.GH=|(+MM16Q;--!V/GDB5M:)1;=
MPX>5_Y_10'|>&2"!H0#|!QRX*MT*G MU^8WH|56=7;36E>-JLOS62|O@XB/G-
M16#6.\$0?U'^^M)+N.;O.@-&#HV+C# MOV(SO4*;U>(>|I9ZVH"20V9+T "^QCFXYA;
(TUPLX)5V^|X@0T7YDU4^=|,F M/30_2|@6.H^4H)WQ8+|409N&7K0>=)W,?
7|ZEQQ%T%RV?|7V8S_RKI=%K7\$YPZ;JZL&A<_M9LFLR3P%4/B>8R &PW^|
<>P""@F8V\$M-&,%_801!'RD4>?2A/|?X#=#8#8H!K_&(U!P1T?8\$;BNXD):3.|HI|>|F6T
MT|E(^45Y8@K>L\$O(F3SG9EZ9EFVQW=O!3|'-FP&K?Q1M,4,#)O9%J%P)))P"
M5IU.G=+Y\$NGP)HC|A/|4JL!|/R+?Y.F%;O(J=OE26/B%\$S).AJ7RFO-?F=)N|
MGO*I=OK;:|*O/.K%%ZNK-^1D1\$VI5\$"YA&ZMYZDGD\$W3W3|&O?%)")RN9_V/
MSX3Y27V&:0Q_I=9@?7HPY6R9I?KU168%RU??"\$FFBCQ\XBY_1C#*SYD#_0^
M9B26=4%A|/KN8S&Y%0Z,I3^M1_-J5\$NQ>G(*FRT=N%OA'CG#BWI\$Q)-5"I7
MYB:7UG*|CC5-G\$H)FJKR0"Y?;|H7"K"|F!;\$2>>.FL2Z!ZSV'VV('0\$|;U MOM
G2G@&!5|R|#+!E"6<-@/0.D=4KIS;:-"A@R0K9S?_MY|^DP|91Y9)R> MMEA_:ZY?
|.K@M7D\$<|0M\$5N.MJ7-/D-1%A"N,^!|&|R#CS6.!H1%JY^T2"P? MKFX>\$CN*QA"MR?
TUI-#.2|0WI.7X!OCNXX_/A/OEA70;QOU'.V=UT*GCD<;1
MF.ZY:Y:FJ*DLSPBZ%N<|>B1FQ1|Q^/7
M080IT<6B;@|>XGH<|04!8Y.SB9IYK@B83T>&&L|?"DVQ?ASJL;2Q4BLOIV75-M\$-Y(
N*,X'8SRKW((|C2\ACFLM|R.HB#XT\$!32\I8.F(XEZ_\$Z7L?^DOS#
M6X|Q6+V>0LNSN*BU?4ZTD\KQ:|U^.L6_M7^/RR=RMPR;FR6!SDJ.?
H?|UVB#"T)0;:XGWMt4?OV@2|!^?1+PS?>-%'0K_M2/K^E&\$9@04>VD)ROQ.=3K-:.*
(|Q|G9608R55T^A"S|S'3?.SB6Y)2|_?XL#_M|N,WQ)?#?Q"!?X|R!_C@=-
B.MOX6|10/^=CH9|17#0NT.2I(VQ2P;9DTUK*K/_MX|@>-/35-A6.3S\$4"(L^4,
(#;K@LL|0,-1_@8E56GSOCAZGSF/81|PCG>"MF?O_9?(A_Q,-^U
G2WBM#NNS39I+L&P-B"3WZ99_1);X^6(=Z8|!\$M|"(0?:K4.XWCAN&M|MC*+)K|L-
Q_U.M<|NS?MO1.E<,L:YLW+XL.EKID%PR2HYQEY*^9F\$8(W\$LSXV5HH:X"2
MYV.YK;BSM242+T089AL6IW8US-'J945>%#77?%E2>(.29V52%U7V<*^F/L?K
M/N!KCG4C2JT'|H?#WK4.:AD4^5IX>/VE<^_B&8QW1FZZ(|4@0=C7|@X,-&14
MO'3A>@TL6)(FW,K)?27;E-1J+<@%"HACFSU1WX7V0|>0OE|)=HXKW*A4_?M%
M4^(XL@N:1=Y#987W"CH_4Q80>RT44TR:_"GZ6TEAX7:HEX8S!|#L-D)%5I
MAH^\$R!*9,3OKQ9|@_6X_Z1TV&T;+I:9L.R2'=OMZ;T-H*V,X,4%3>-&0W7
M/:O'#/93W;:!.+I7#M.R+;USKIROI-M%6D9C|5'LL9AY_E|8)F#GK*WV_3
M*F|7;J9T#T,>C>3I?;K\$#T8#%#Z4@R5LAD7J*|N./Y0>I3%5'F3>-0HZ6+WB
M2&ANS^!,S'^+6W!V|C_>*C'&?EB31NO/_U/D7S\$_HYM@>.S76LB|F03H
M@|T|UQ2N9LU=-"O>NR|DKNMB-G>\$-\$P,4C(O0QI+Z2-R;4S,60IEDSK=-5X\$
MZM8FKS>EK9<0DUR\;Z33?PV&J-8_M?:T=)?
(8\$K&)I>DN2Z|49P\$^#QO|B)7CJ53VS+\$^A1DZ|Y|HQZ3BN,Z3G>M,&-
!6"COT/;CN.BO|X|)*|9WY(;|=SS&YM+@:|2|'IV>@99Q<90Y^!'5Y?I_G,0W1;("8
MURO@N>)&WOS&<'0YTY/!^)^6Z7%ZA)+9EGY>A!YWK?E>8_0;_M=7E*4|'0H
MWGKURN\$HMPZAS#OZ=BQMY%U2>!TH)I+TE?J?PM_GN5W""IQ?+(+K351,JL*>W
M'T|X(|:BN|CH|OA..D='!V8P7.?H!|J)QQ2%I+NL/F79#;-N>JD8#.1!+CR%*@;%85(V&I
MN+(R@#D'M|1US_U.8.*8U;I(6EC\$W^+Z2CW_"TU)3;V|CZMP..R-DO>M,HZ"
MV,C5^&<6#BVZ+"PO&.SP9'3YD&MKC22L"61V_#5ILS\??*+|)M%UK|^T&"^|
MN7D8GXO%ID2|4B!|9=-,=X3^/)4%WBYIX7?";QC2S5A_M!U&'YH8_Y,XM/G\$-
|P_XRJ?%U6M\$IB6%>.:^*&^OKN0J&-76*2LI?A6U;|
M84%#YLU8W":#BC;U+KQ!KCG|N|;:@;RVNO\$XN?HE&-F2\$/=4I>S|L5C9B>S
M_?&0H!*K&821G6P"2;-P-|:6:1/E88V=;M;4/4O2-+&:++<|(>AL\$S#VD
M1.U5J@+T#R;SSD35M2Q#;2B.(94+=0;BL"/HTX:T,Y|G#&'&"YVH-
:=\$;Z6=|0&,EV"OC=N7XR|.A\$XB2IC29=M+44-MZW4)0_3HRDJ|/9)EL
RYD4IAOS*G-2XW8I|\$Q_MRLE+E*.#S_).I'^UON%1<2G|PM)G+@P<(&8J(3BP&|??M>
(9?1MH@\$M3"?((7?AXM)I_9A@35JKP/O%J|PR.YI&E""
|FGEJP(^T9|3A*Q%+R<^O6@:6....;|K=<77I#ZU"9R&*Z_MSLB|*
(FYIJ;0;:38SG^JE:D3.I.24Y>@14PH,B3*:P%F.U#4G-NS'CNSK^U_MJK,(ZU=W'3?L?
H15QLN071^ON>W|H02^4-&\$N=-K
C,R/Z.U|=\$#MFDD#KRBN/L6Q%7#|B#RD<|2?RBW#_M|>V91YB4FQ&?
<*&Z;=":HX|^X?3^YJ19/5EO19=#;)H@(^M%,GYPP|V^DV4

M8J]>#\A9SYT2"M*7!'MCGHHN##.#SXUGXS/-H,3"U!"D=/.JH?
K"^\0%;7FD_NO40_M\$>YVX04[%^<MOZ!MW^<+CP8K|GNL|:ASC)4P?
T2>HLAAQ002/YTF+/UG&.5\$M94(RNV0G+N M0?UCN\4T#TD4,!HL"?
+,\$_G|B:X52;)2B_90/!+IVU?S#TMV:?.!ZA%Y>I;=|R'V|!|%<;9TP\$;!
M"i05!1B5BH%"VFW.Y#ZSID4/-|P>TW:- (F8N:;^3PI MB?T"4+!'.NZ*KA M-F<|<~
(GU9('M5+,NR 47UYOQ|<2LU/!TPRN"JN-N#NBE2+298 U4ND/V_T1/MX9VZZ^~
:):4>.W|*HV|>,K;^'N'8QOD/*G%|KC8|!%G9;P36,FWYH|OT&Z/MW>
(6#6@^0|7T<'=QW>/2(R,#\$ _|P#^H?M|GPB_ZE41\$TN49*FR&=.0^>|>:
MMZ8S|0E6+LJFU@P@RNE,GWS|(GSG|L?'_"6?^/_>O+_S@N'J*[U-WR.VJ?1MJ/?
M8J,0!#7VU-\$_.OL/#|V9;_GG'J!|:8/TMT.:R?WOK\$&GLFS*\$=#3K.06/9|_D
M.7==P'6.;DOM,\$'_BSEX<|WIMJO,Z._*K04/3|KSIZSP0J_JM??G|V; <_PL+
MM%C'_EA#.R%81T.*|<-9DCJ0H,OCMSP_M>_N1TG,OS@ON9Z(\$4K^#A0_U+UM
M@V9F&5?L|1B|OGA3>_|M5,QQQ:1/NDJQLX|UL7NSMC5BERW|TH?|.i06D;Y#4-N
LXO#LR77\$|_&\$DW M8=Y.YF-&_7"4=_+;N8N^|B?B^X1Y+>E^7|D&>:O&'ZI&3U_?
TFYE#!FF'H1X MNUSC;1Z5*MAY=DBE|/%0"F?=E !9)5D%Y8I>A ED+XCN6'FJS/UT
G>M"-L MU+M=END'+T/L6>52>C9MEP*G9Z9Y1S#\$P#CRR014@95DGP (?
2,IQH=%PO|I M; >=")B=R'632#(2L|W.95IP_-E<))6PZ|J&@H*OBI*MC9F|=G0?2R6.=
|T+ M%)\$QM>F,2&|/I&O V3KU?OZ140YC,2-|'WM:./B/%&\$E8&|TQV|SOY")M??/8N
M#*C!*=T97&/I29S=S?1CDV8#^JFO9L-Q<.I+A9WU;&P=+>2D|6+RB|C9VVM MK:
|1T>|Z<@.i5\$&@--\$ _+(DW6CL|=9F2"M5>RA#YB^/.O')1#(:+D?VT4C|.
M3)+#|B|.D|ZKONW:TJ-PILC%W:WJAJ3|/MFK9_2RI7I-\$Q|MGMZWWRK#^3|/74-
JQ!D637|I>^3*|(4#W^<^I2K MD. ZZ&).*!|32U;VLW*F2K=|E=YWO|!&TG0
MUG|KJJWOG1|JW><76;LB| MH|'#)4\$156(?CMD#UML58 AL|
|95>,D:T0868H@2WYIL5LJ_>9-4Y7!|: @1JXL'6*7Z+6W&|*|CU*9PH7FG'@J7:C>>AC>;
(1P9RTOK0H_6F*9;JFL|&5HUU1KG+|FK=%.8^7X') +C|Z.
M&YG,B6*S5.ZA*)5S9:1|@!%66_+|H=G^B1//G&SFT)HU)=/96D'|@W4HO39Z;
MGWD;U>|_N"DN\$40#M,07DJ6@K"=|V73|_K77\$CD%:TN%G_+BGBXL)89 +32|
M'<9G)+|4!69;FA^8QM@K|+FH*46;/-W:&3'U:;1|G#2S(:!DC6YV9\$41T5L
M|5|D2P|7C+FOP=%1,|1/9!^2,89:ALF+\$>""9=OTWMJ=;R:A|1,9_ |ADR4T(PZ\$2D;_M
PM.J^'XT%KK MVGO_&<'1D^W>"1!!|3E2T%|
^G5F1=E9Q#0V6VAH20Q4<4B|6\$4FYW/VQML M8'658<%T'N^K'9?
%^NC=M|:N|&6R#WO^XA)K%R|I^'#1-14|&\$H8AA141-D M/CT4M%
^VXMA6N;ILJWP MO)5CM^R->*WU.56>2:|&!8O&\$;Q MSF'_:?2A|JN):C6_2H@96!B/
M*HAL27^?9 RC|Y6Z3*" \$AXYQ?K7<=!FELPA:;MV=SS6"|;2@XN8!5|/_)XA5W
7=>9D>7:"K/-F=\$W?Y5&Y&L9%EA2CYB\$A MSEW>7.EG%%BT|4B
6_U0.CGC^&#TN#4TX9S\$_H_ISRF^;U2?8^\$:.4|=K|*O
M)&=";/_I9MRN9#_MYB\$FG|EIH6?|MY0=,UH&@;+^8I: ^:2%U");R?
M.GO(IL7(&Y|H'WY%|:PR;+JYXW(M/KEDA)LC|(1YZ.D7M3.\$;6.CJ Y?UG':\$E!R--
>^|=L!(!.+ QF!N9.5NKAY;5: ^+!%Y.)B3SLTA
M;8|BT<' +LKX9LY*^%YUZ\$6|.E@U#Z|N?F1MZ01*,MVO9^KAPV^WL98D_,@W*
MG!Q->@88'VC94/G,1TP&3(BA&6|TX#5^!0IUZU&VHJ6UZC"G8U4,5^);I=Y MRE_>
|B@U/6E* JGV;Y S-<&-\$|SWQ'FNWMBL|W2ZI4|/;2.?-=2G2Z>+K^ MURKD2OI,G-
Q4&U|?=USJGH"VLH5A7&?F^#5S!'O'_KE;+R|TH|&#QZ34_XL7
M=KM|T0M8)=96'V*NT@1Y-M(UN^8JF\$J?K+-F% A#'\27I96T8_5)5J|+-G-BQ.X
M(PD3PHP|KA?/W:?.W?K7Q3*WM4V:+F@';9KFXI^E>9L9E_ [*=%44IM,V)AY
M(^RB((/@L%<|89E_\$+28ZV2F7'!ED(@B|^WX|RNDL#)S_IDM"ZGD/UV"O=^O+
<=|X@N_AINQ"UY3M=:O*|7*&X()KT6--5 M|1'H'F|^3".)WFNZ5GT?MK;
|+'8U&DN4N%*%==@;SA_ QU|5:%@ XF%|I5Q7_&C,MBO@#|) MBD>E=K. \$E,0D4T0-
775-OT?(|BS(=W!7J8O,^8(:QJ*))C05._K B#%':^&DHH:XDZxls' ^5\$,+ZC
: @5"E%OV#YG|:Q M4Z !L5;J&/, 3;3 U,JX?Y).Q)AV/=P12-
1I;+|E(6,L+FR6|159|BIW5KV- MP^-5|1:3?\$\$T!/05RBR2MU6D92KJ5/+;G#&D_Y-
"VH^9%+-E0U\$7&3P-"X'. MW;X^CL(@SC>6&D^L@@O)%7|IT,<)/|/&/%N6!7|=0
3M^N|UO73+ZAV#D#7> M52|?-/F)/,=FB'E0'DQ>I,@98/H)+|!\$X|@A8:
fLY7.WZ*1_.Y7FM(7^M<;
MM3S8P)|@:NDX\$0VKT1P*%LQ6R"A)"Z0EUV&+3|T\$(_Y'TRC0)!P)|Z5|BA7
M3;SMR3.S|T|+>&0>X08+|5HN8VD+ "-N9>R1,*\$.0LKB@P"!3U=<>7EM,+ #VA
M)4?:G|8_*YH_.>_R_09:;^UX;_UH2-<"8:U>)|I5IE<9N:GE814+'V/->6;*2 MU;|+V2>
<#UT|N9W:L:EK5T+J%K;PDL"O\$^; T/CJ|I9F'@(+)=5XJ('E7+ M_VIK-X+ST0MIG36&-

'%""DV=<:,#%RQ>UM.,B29=|#J|K\$ MX7TWUE!;0?IJUJ?GL0FADV1-
/QTC%J;2)'X46&P//!5A0.:B*)7UD.:?S M7!;N5GWQ*"2?7*R\$4D\$MOE
^+4B#G|=9LK1:5T>|SDD-OCGR=/XR+5,V2E M+-IF|J*2_E|7>SX2*+|ZI9!(F"D5'P>
|H-WBL!0'?G4/^Z>#_W_TD,!>TI MF*_W*#;.)GYY|Y M+P+|M76D>FP1HT&F-
S|1_T@N"P:.\$%"MXF9OP)/V=W|. &J!7H-9T#7EBA/-
^&5KD='HUX.26|PH2/1;N!X^H0UV)1:(^M-
"Y?|V@T&%/=D&N_ ^+*':BG*>@M"2GI*@BMS@K MJC;*VZZ\$;
<|J+JLPJ3!+)|@DGW.>/11+V|T0,QA*||@>81"?+O\$)7%EYAD_++
MY>&2F,|)924Q+0A=GQR0GDHXDWA/2JJZJ3QJABGN57C^\$5FR=1YL;P*I"&
M|NKK\$4K6P-N9SS-0)NYKKWQ#D(E=YS\$,9F:7W/S5|4'SWHED\$ORYCF|GN)X
MM+'*U|2PF&@23DE<>VBT|!OK|B'7*A"<2ZH00>_B7GOJ=9|V"J%L4Z7IDU
MO;.:O>?.R\$F_BEMTY;WK=\$@.7"9| ^+|I3\(:+1P.C|>;>.:|:|S/>TX
M)V,=X6#U3%S9<|PD.9/H;5IA7|U-0?XCKA-5|G1|F.GTR<330^5"|ZG.B&@ MP|16)S2
'L^8G7N5/LGG-#-RZ"R;T/*|9\$+T,'HH;7+!F.D7':9!DH##;.@0 M\$R5
XB4C5%72,W5;P\$|*R9TNG=_._3Y#YBF7D\UV"2G"QE7(KF"<|+O^MU=C1-
Z6D?/F3FS*>._0 MTKN0J?B,:.)2EG)2,54A,KH?WE74-J58T_K;F+I
M'J/RCKBVZKT2GVKSN_LL%TK1&?;.!69L>DW=V%OJ!(33"S|E*>'DRI4M>"DO|
M7+>0TW|J8777PO||Z%Z?%"@Q&J^QLR,VG2/OHRE MNIRN,L.0JK8B7|
(5S|OVI@Q7&"?-&N5J!X'.H'RK#K\$>2M3VF3|2_.BG>E MD;*Y5;9F;" +
|E3EKR6FY957L @W25_@^O*|IL6^12C"=JK,W74F@;I6\CJ4% M,-"AJ="Z<|.-
CO#L%7T3|;28U|5X9T|BGJ4J5_&@KK<8|S6IC9)LL|JUK5\$ MX%T&
|;M7O8|BT9ZJ16O91| (7<*,BE *H*%.NW@Q?^66/;.7?Z+P9PZM"M7' M|OEU-
DK*FF|XX^R5Y*(@)W5(5<0-MN!*UZ*.:X|9JN|X^V5-1+JQ:YA!" +.
MKS&*B.JDG>/X4:1T&YT-=01U8@@1WGV4T|>J@=S|*
|:N+>0<+J(M=:55L=C<+B%U%Y;0T"4QED6!_67)NY6#=#N6GV:G0>P=VY:B>=106
M5W|)#K3HL=1QU55#F-#1/Z9^6MROHMI(HJ*DI3R_\$: ^#UX%<7."86M MS/Q;
(7!5#|Q%C'I1U2H10_=-N9Z.)C.XC"S07|&QP\%SI=4QKFC+R@,DT|4 MAYT;
Q/B|L2MBLMM(QB69EG+>N/9?5Y|HB&S,EP=6JHS7'VK&.MS|'Q1X.7 MVQMQ
+5^V(-2P&\$;4F+;R3)+A|BE^:5TBKI&62SZ%L&75BZJDN&_?EBF25W%
M^60D!L>%IW)=J+X&|LCB|@| ^B|VWON!&F2_E|=#>%G8?-=<:&FZ@>ONG%6L|
M\$PU#;ZDBF',-Y;2?SP#QCT>F=&0/YN8#(X3L^2H>OY:D5.Z-IC;Z?G>;O-G
M9|HMT'|?^Q5X_K|FBM(8>"@1_X4%%48&#M
MJ<2+=8G71|:U/B%YHYZ-,_EA@A*^C|@5PG*GXROGEL|?A;|ZA9AGU9Z*^ZP
M6_D=Z,*@O58O_C:3YG|HLC|B;N2|, ^/?|T^H(X1Y_X^V3SVY'35SI3J;
ME*D_683;:I2RFBVFI.6;Z"ALQ-5;=(:.RT6Y9;) ^W WZA&2MUVQ7N6ZEVVXI M+R/IA|
7\$->Q'R/T\$NQ>%WV;F,|DBSIO\W%,LB_<=78|Q:E(W|BZ,%DH)G"
M(:.\$|,7@QC#K\$P)R(.D>8_(*SR1Y40ZVIAI7!:M@42CJ34W|*.;@;O=P52-6+
M4;F|XM>?>BZ(:7C+Y+|.J8/J=?-LJ0NR|9XQ#-.J9!"621>=
(%6=)S0)7/!4Z|AQ/*9!ENZJZA, MI4A43>PE6RP*IV<%"B.X8\$4X=:5YYQSB&(5\$96N?
94*#9VTW=J0I(G"FF2R;H|RI4\$QFWFV%M E5|S|BI@Y3;PUC51/0@+\$2J#5, M;JGC&
|O ^)P;0:_S(1K00"\$MAW*YS"E:\$O*%D*C8/8/:YL4>UX.ST/1*DP*
| "VW9':S:/A+GC=Y|MFDP?+| MU(|:=?G+@<:Z/*9
QW=|^Z3K/^Z>01(0W*MK'G>=2=C">|C)WG=,P7#\$*KP@&+"E1G7| "YMSA|+6X;-
+>F-'78:0P(MEC7>'D)7/F&ZH@'3|Y<#J(OC|4Y^-\$ @LJN%S48@NW^8DW:T?
W1B2A/V(= MUBWG::U?8F##8|KYJ7RPJHT"H6U-+=|@ES)?@?0W?RCX#9G%/?
+|"/V9|<4<
M.;!1)W3#T4A'+Y/8:U%B6M%G<=:@IFM^L+MOKF^|OUO&FI^459KFG<(K_W7P
M+|8+?X*Z|KIE1|XJ&+)XIR85HP_H4!GUE;W|KQ(YAMKW&%G)@^=%@?:V!4TM
M7_*:9=D&OY>QXQ\$.VDAB81*I3W(FQJ;2Z-.HZ.@|TM=SEF*MP:1S|R_9JVS^MYU'@?
8)-Z(5TO|LU!!Q5|O-*.1A*J"M(DJ7/*AS7/I55I752#LB9V&#<#7 MXT&PO?
D#7Y)NBTU^MXB)?;+OX*_F:4OMQ?
BP.K29'&U|!N(Z0D+06C1YH|S9%4V NKCH5VJ\$AIL.7S
MTGV|3)%JG8|38KYZ&YZE<^,R.E>1N*.4L>2\$^ ^\$TB1X?9#@,E;|J@XG_=P1 M9^/9#
(4%W_4D1Q&WJF1D9B?"!1J^P?E2L5;TD(|WEE^#FI,S0OEOW=PQ&5 M4FRX(%
(&7@2K6UEXL7CH|7C)IV#W4>)V@@_5Y.H;)/IS;= MA<>3.;H;-*#HUC|SVH=QVGB*
|H):E/1 !|OI=!%.J*V<(Z?"<9C/|J!R9^: M;H#1LG+^L_&WMO&11GU*V)-B\$)
(<&"))+@\$|^#! P1I7!IW=W=W/(, '=);@V
M|@TT|N|>N+N&1AJ9?'=.U3VW3IVOSM3,J9FZ7|J^?^R|: ^VUUK/VVFM)

M,WA8QCP#?B?=2JVQ,UF9>|+ " M<#T3=96SQ"/3A\\$_@|>_V'["?
J\$!;SEFH"J(NH8JWW3>@Z2\$P M\$TX>): CVOB-66ANY,^!%+CBKK+|+
|+T1O&XX)B.NB@#F'B[3/H) 9/.M MDB&KLL*?6"+C6K%NXTIP-Y0ZJR?2=D.
|Z|*B5;)H8+"=&6U "2K|;-RTVJ0" M'I&XNIBF_# 3>Y\F560@/3E"Y90U61C/+
<|H.L.E)^@|+9A=&8XUN4Q6X))1X M/RKRJJ0\$TC_W\$P?9P6G?YJO;(I&|J*25JS/*A=
<|+5OUO0HTS=_)%BOR'[Y7 MRBY\$_3QC0N0:>CG7.?G)6,9%&|JE9@.>
9:"S^N1PHOI08| Z*,:9X<_?F> M/KEG|:-91|&|77,0TK#8|7!H%A.
(_R4=TH!)J82F37*#1+EW% C7UIT-?J MLHAF%47C38OSH?
H8N8TUU3:|^9US7E+IRR+6BLNIHW8ZRJ MJ|IRC<%U4NI^P+F--
W|39R7BQMGY|5*R5>TQYOHGB=Z_E=-_ 'C=BO6C?11F(M#H7|J%TA6>3-
*'VE*ZM*T%K.0:-O,|=;S4O&2GGGPKZ#X;^|*|@|ET:EO;ZH?K4L.#&HL!5:|G;:J9A\$
MLJL|V|I12/B:UMLH^>_B-S_) |ZOW>DQV3|JGB.+1*TY|U-PB>F.*0J3%4MZU
MR|;\$V4|T E7T.PL<4C95M1 +4T9 MME;PWX(^_E&>V=VAF5/\$1,\$ZW;>@C0@|9!Z2-
70 MN&|6| "@5>FV1IB4;W+3,R#@M+% "KA5D8+5U=-S'G^|H7YL*1#@C,+P&;-.7-;
|MND;?D"%I MRC\$Z1
Q0)C|Y#.8JW16IKK0_|;CWJ|=L^;C*7W4K3UM=F>;U*"3!C@IOIAO/ MVWL<%
Q8#XH%G/_+1|;)V#9,O|V53MJ-2-T M\$^W&;-R#XCJZIJ B+A!W_/4 MAF6^#PD?
G8+KKGF)4/KCU"%X&P&ENH"TA7G?KOC2D-Y)HXSU,X-WO,Z.4.
M)7P&M/(J|=PKGHSF=-|LN@|8:YMY)\$7#_N5#6NTB;*K2^96I">LF^6XCYZ>
M'F|N.HO>,SX/+|HIRUWRKN1:A18B,3D:|75_I&KD BM^\$_9NK?W+N|V.%>Z
M9|EY+^WRLG!|!7.2G>NCW_;"=I|;|JMRY"TO_0C;X2,JMX|3=NY Y3!64Y|2 MCH-
HA3\$."K+NR<7#9|!.ZZ5*E4E1|=AZ=:OQ SX2|5K_KBF^#*7(M6;8-%_K^
MR5KY*"&|S<|HE>Y=|J7+%G4|7 Y6^'^U<9*(+BP|_I4M\$)W)R\$G M:0-
|M1+)"=)T4XL,XS-;|^GF-,D'D|,NRO7M.'*IRO^|&/PSD^UCL7%WTE& 8\$6LU:=Y0.!
28S3_=/76W8Y> 5&:> M5&XLIZF&FQJZE M|EVJ2Z6WF|J)K>|HS?V1X^EC)*1!
+_XD+N7S|PZ;VP|=7C>="2%V"618\$9, MDIHP&+>/_^R*=C?
Q'-09KVSTKS|L90^|B<,V?XYPY'WUCF_M;3?2R(V8;Q"# M?
6=KZV|4(P\$JE;NHFBE2RYWT1\$S|\$3=LUI+E;JUWO(?Y1UZ0VNH:;!H|Y|9|
M:C10KW8=SRNF'|&ST@K1D8'O?)G/|*+W'B^-*|PE|?^,?SVV/8.XN|E"6O7-MS|
|:5J;W|^9V*&UP/TG:V:9P<&Q9,5 4E8P"FTM-@U|;DT?%#QR63-3>|G
M42F6OK!645@0|IZC?
3SD';9H76IR3W0:'2(XH\$|_UMQ,W:4&6ANQ^.*YS6RLX6DMRQ);\$4:&H5ZNQU.*|8|6N|
MHAK32S5AG(PB&R?|,M)Y7UEZX*-ZEHFOH;JZ_C_5T?7R?:N|H!5J%@5=ZM2
M|C*4S,7 W6^MC+!|T%G;GE\$FI7?|P-3H4WF>|/E|!|%_=:K|'\$W-Y=I&.W:
MLUQN>)P;_+J+1_7YTO*C5%T2>|2W|0 YW"W;>VLYU|!'"-S-F1/02OGA9QM M.->
R;|T97;|&M'*)8>;<(U::%?
94'|HLN=O(N+1AB|PRV\$|A^I4<.AQ@64F)R+P:4|!1FT=9QM Q'19R9!
M/E/\$U%.KNLH03,DBUS/-O7V_-;3ZJ* WDZOG=|M,L*:,J1W9GH^
M,KPNK9V"U\$R#Q"PJ6CA|8-)H*HML^RL#>6&0L1(! VWTH6M(') Z=B=Q5=/4 M+>
|_40:Q"|50*|;8:4|J+SHP_#?=:|WS.O|Y:DJ^1+G3F\$N0Z0%FE>
(D/%:AXL+FXO50FAZ!D|_M%|)#@("DUPOLOCMWL7R_J_*PR|JBY:W&SBL,&)6|A/
_V_2JPF(R\$ITYQ)_ 'B_MHX,^M;|40\$^A8PCNSD;GCZSVWA%J@UZ?
XC|\$!E#"\$5H=@,\$43RL*1#XUO|&C M0E9I'Z7,NTGZ1|45YP5O2MOM&R8HBUQW|
JNAC3H:9&U5WEAJO'RSM6SH_-;::L14L:N8W.L
M"G0ZRV2+@/|@<=YL'CCM)J|Y5|Y^DV_S+&+P;&B'F#"P4A+-27'7)^JF)H'H
MHM9W"#W=#&%+|_"CIPJU74>6OSU! Y?)C/-68+./"MD#@;S7B6R=(|I-
2=T23'(2DB<#ZJ(|MYA=|OKB6J?7*|)?
Y86!QTFY!:=U5LM|MP3LMDR^D9"O0@88FUOESOSJR!>0
M|)O4RQ#IQH^O^Y>05_@8#E3/#/UO%>:=KY-UX,(#MLGM/(7+BX M173!?!UY@E
M6FX;?(3Y4A% M!_8K0LO*N_MAS.9*-AN8Q-
EHNMM!8|>|HSLZ5'R3+|O_5<% "96H.L;|#&' +77=7%@|)#QVM-O@BG4P:YEMO#H30Q
MNL),A@|^Q-5UO3Z6E+FU+PXQ)A9)\$?LM G+<^LU|61_?EUN_^-%:T_N_#50
M)254//3?7V/V,+7_ZI4/GQ8JV0C'^FEOE"7',X"!3UY,O|P".:H|ZU M-
%ZJ26\$#QF+SZ)FVMO ^67@:)N=IU6*N/S#_0/(:@NDF6=#)JIPA|E|="G5
M3'_I5#G@%+MX0?/ # (O)I^&U72Q&B&EA^!CN1_QO.6)|?Q9-3Q)"|IQ\$&#
(|&DZ4H55QM8|-U0:RX"B=3 M39:|&2TL_9>|NR6=)B+O)??W|D M?K(|P#GE^_
ZHK&|#292DF78IP7G%I^W|@^LS0'>#KB8! M=Y&O1),1K\$)=S|'9N#E'8?#CSY&
<)*\$V.L1\$PH%(U9|!|HUP|HURGCAA)? M=_&,1|O# '6|YU19;JKB/) ^

E6DY(2S."W\$+2RV0VM_-3 7D/I53 U;XS5#[*0+PTJLZ&BU+)>B^9%S!_"NK69+3.
M.?2IVIZO7*+NXCP0 W%O.R<2I+53ZZYK(M| UN\$AW!<1_5MA&I=-I
<^>#9KUH4>="V-E(E*ZGJ)J&ZU*E.5 T1="9Z9*IK M; *VUURTMJ?
N=0A&OI(Q>U)TS90SDL06JV5DUPVE6L8R_L5-RN-X= V(I%TI
MK.U|DM16I_\$Q@YAEJAKO6R-&*X\$J:H))%HO6\H3!C>%7I:
M_V4=CN@^6U\$O^I>U.O^UE\CC.YGYC;?E3F;?RP/*>=:T E45CQI:A| #9,N
MKT&I"%)A9#'?-AWZF;I1QUIM?NCN6IDP[N%LF"IP%*V496QMDM2/RN\$/.
((&3#3Q&"DVN
MXG:E4TK1@I>@%7&X/GUSPT\I)76I\$953"P99BWH7NRZ&E!FG."KE_M;HWO&\$
M#)G+LQ)'DNJ9U,K6OEF\W&7\MI-H_/&FIW0;45HG\4W5%X.L2R;T/C|B9^KP M%-
GED=Q2M_+XO0\XL=Q1.IBYAP5/L2/P3"%;1SLH>A|Q=K8%-EQ!/1J4>*C M^)
I\$IZFSL8 U+@2.WU;;4LV\F%'YSO-\KTC(#I14L^M@E+<%PMJH VAA"/7E!|I8JKH+=
MCJT>0?4T^#PT"^5Q:IUV\$3;RHW!|A?#+?!/?D*KXA-!CFH&: Z'_EO@ MBOY;?
@RYI,7;>%T(NS-HL-J;%E-!\$2;I8TONX%/'Q?|ZR_(*E7R|=T3&+SG*
M&,DXE"/I1ON&IA0,DF;Y, SH'2ZP@H1>-+.AG"\$DK1|!:KFQ:\ODPOA#@G;
M/'U\$WHJ\$)MR#U6R3G@1|XHZB8Q% =XRA2H1-*ZY#Q=|B(JH1P6.M-AVE.(CA
M:UG?V.&:K3;6^5AVI+=2*BF%UJ)HLD?-SYD H;9\$HNE4|N:L@-//#9HQ3Q
M=T8G|:>KSEYF%PA| ^JEM>(-=LJ9O_CWV;JR49IU(71J'X9?.TD&&R"78<#6N
MI<(H>FKL+UH_I+>"-05O#9; Y-Y@U-.W%?FWG%!ZZ.I/3.,(^KD>PHA%&)8
MUXI2Y6|(LKE|R;:|_S=A/5<^|2-;&UVS^(M3WWZ+R+,EOMF=JFKE'8OZ@8Q
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MS#=#2_OV,X-^:B/H?#.)T@W|H17@^_N1U%;^'^P91P>@1/DISSFP<<4?|D
M4*WX1?LVB|@LW3TKI'#66OC^R|I%|^L?9H'&G|^0G@\$?2#O15Q|FA9'/AJ/
M!A^2%^|X*=0^H>>%K2"6@,N8L@Z#=#0VG9BFUFW-9@U8?SP0.IQ&Y!KM-7Y?
YSU*W5Q"QV?E:S&|HANYL3^;;AB(S^Z?^ M9:(I>Y")A4G?W+A((A@1RR7^LF=4YJ^=
(L\$|!%PB;2U8I/?C|M MV//I?|YJYSA+EVQ:\$/@1*-M1)Y|:@ZCXRCH_EY'*
|WI%S| ^E=BI4: MX17C?|W*Q!2HP)13%?3YUL=A5N*E2JQHZG?;
(M5@6/))... ^R3_MUB@:M|Y.U-0&!\$; **_Q'?4
MTC(^K(BNOEJJ@/4,>'==S\$6KX;:J';+O=>4S)R4?2T(S-3|#: _Q'L6IK M)?
09@&D:#0%/+>I<=VQ4TL0'2OH"+6^J\$O\$43GQJUG66.U;|M1:V#0+Q \$"
MZZS8Z^I<\$YU^\$+;:S-1-3? (^N?NZ"M/>| IY/+S1L; M=V&|. ^)4DO:?
EJ7Z4A0_,2'1XCF5?*E%R@R*##SOWVXW-*5SO'W*7|DEU!K<
MC+)9O>I1LT431.=H+JN?'L|*" (*|W*A'IJ6%!A|E2=IC9RC;VAW7|&Y!MOR M5_|:-
PM=|I"S7=.4C3*1|BH?3BL?F?E:@Z?RJ9?94K'GW0|O|I?|UN|. /7'^
M|CHM*Q"4%8CNN\$NBRZ"S(U6^8T|L<.P=SMPD0@'H?02U-I:1=J\$*;MC_ZI
M*#6!4NXU\$8E<5)C:5PV*.#X#J;;ZO|S'^=RG!:-+;:-RS.FMKSP>.V1>UNI@Q M/J)
QLD%GP9.64P;|@Y*=L14"!2W>!8N/'R^OE*5|6|;Y"!LC1F MZ%RJAN*4|+!(E-6T&SD?
|_X(36FPK-.#M5I8%\QL;#E|R2M7#2:>P>K (G%K M5S^1WUG@#Z^
%) "M;/"@XWR=ZL-2,V;,\$|+Q,R=@+ UAUVBNU2RQJ-V:30Q
M4_GSYK;V4KM22,NE8NHTJK%4)7)*LOGH552.&PS|N="O@=5 MF7OB7&95CEX5?
#8Y@D|+M#(A2:|U_|@_1R6_8|>T%00O=X+9;+|(DHE144L M"LB(%1ZI!=|I@Q;|
<%:1>|^KP<%89EI M!%8,M+%&06\H/LS|+95H^_9 V|BY';-^3>+U6+5@)I;
MNCPL8/X6FR^)^3D+8>-X|!':T|7#P5#Z/LQ#&.\75OW--;NA;J4CM3|E\HY
M,P<@=/'_!7|SE>OIK4=|ZG6RAHHLN?9Z%85A'1F;='V!POFOYAEC|O/-=M.
M7\$3|R+&A=|>I9)"A<=D_+MB-Q1KHP@!K*!U?*X+RZ.U|I|XPBG/|(AG)/W M|*;0G>
|-E/98D?WL3(CA,I%7-8;"^>G|&Y)41UB1W>@G99;
<\$|SG46K3.^?'@V'OT#"QKQ>9^P5*MR81&|&\$ MQ'PS":| ^ ^2G=J%' +
@8K35,Z:UXS%;P."|)BW-+ S(P3|6J7K5FBD|%' ^"@HR,D|YX|L UE4|OC MK1_I3P?
Q(#Q:P 8|_-?BZ%Q0,JUB|GZ5|8&AO(C@:%#Y|C-@":0\$ "M*90|
MK.CF|N",ZPXM38NW.V.0\$F'YY%|J'OXJ^7-09QQA"G5J<&&*#J:|X%S&|S)
M<,03V|Q*5A64DIA2TQ2|J%V+VO@TJ=J;00R=@#<| MT#A&C0=-2+(L9/\$NVF
7WR_/:+7#JRKV8WS27T1"BSC.RA?YRG M_C|M/'-
XG@\$6UY6@C2P'N+N!35M+IT1%/W.KNQ"1C2)/A&X45WB@V|_(P>ZWK:H-
OU/+*F79Y?4'5@XI4;.6VSG>% ?, "H=E% M_GZ?|8|X-?
#"K94F;H97KV%=V|ZJ8DI5YL\$D"HH71<2U@.P7P*H;.7^:9T#F M39|>6>& (1|14=
(=4NM|TZ L:@4|L^DC'5_%5VB)Z8&L\$JDC"T4QP>^W|DG3
M"D"_RJ(V'I/&FSM)OGV%^G4^55ZKEWGM";?N/N20Q=.= 'A(_Z MK: ^|:S->ENGZF;
(AG?)>_982//I9-UQ*XA T6BKK2Y#. N#EK:Q6|ZM\$98EQ0 M5A+VY8H_BVI0O|GYA

"MB#Z)[=OJ*T>P9;84/:5US;9-L*Q@7REBS&{DOGP'FGX/\$8-IN!2L+@W*"G,H8
M\FN]8.GN2SQRY2RK*\$V0.+9//L:RZ4-B=D8)\GLLY|FW*7+B N>HA)2|S?
<2WH;L0SZ& %#1/DEXE_=>[*U<\$'Z8D M0XOC223#.L4+PE(_O TK_7XQ_,|QC,MW
G%WU<^I25(*&TUU>V>N!708@_"8 MM7R3-9;*)I;
(CI/IC).:XPMH4CB|JK+E"&|S;,>./+&J_L4F*F2'S#@IY7X M)4B-A'J?
^Q<5^G9YPMQG'HVNE)P/SP UY(I_.58U\GW@*=@Y|7AW;VC>'\$)C
M3M_(D%2065*HC'+H;GSVZD9PVGFU\|M1=;LLQ M\|PYM1|(-,59
_7'@2:9";.#C\B9;9EM;#?K:A|BB\$"X(/\$W)8)X(#* I^: M)+ 'CIWYL*L?
BFERZ;TJ/+XH!F+9Z\$RY?>?>|I89#!&J77=AM-*M\$<;N4LX/FA\BS(IR|865^;B>_7|T*
<>4>^| M!VDWN^'WT|H%+6B!+VTJS(059(Y4C\ |SO'X"KZ| #28IUNSDC+NT%E?M>0-
Y MF.NQ22TBO?4#1@_|3@|V|36+|G,=(G_/2*W!"D\|)C+*7X>^?
N"Z&9FHJ1F^>LA'N\|;|%8=_ M'9CQ\O\$9'^G/N--
'0P9\$8HK>%1L^,+RE7!Q4_ JINKHYOP9167 MF^D5F7RKDC/U|WX./-|J?
NZ^./XC2U/G@%T/5T%_J>_5&@> MO|TR665PG@\$S09?^DWK#
|/Q|1U0V@Y_8F_G8U"65"30U|1B&Q#N) T_Q_\$. MU
B?.."S"*EQ3B<@X\$VQ()|WC7|4^|A>"Y|3'SJT#?;X^=C*GAA5K0%H)|#3
M"*PV@(-C7!UGA_->_EIH%?|0(G82;1=MA|>?E9T:@X)MZY\$%GFJNAO2\$EWF MU6Y,.
(K554KM(|@F@Q@\$+ ">H|SZ|V\$L*?:N\4B(*Y6:7W977OW#NLO?(WI
M=Z6,IRIZ_>M78\$*3^*|32U6:"S^2QN;Q6NE=LW,: 'Y!Y6|KR|'FW(+BG+7 MZJ
?'ZUN|;08:EWP UYR>DJ'LJM*NUXATRE-0#3NBI Y-|:Q!_KS53 MW|ZH-
^5WA8*U'E9J, =&FVLA("4;)"^/&377,@ "M4AC<*1MPGF>J;8%*J;|
MB/E'VVJH|H!\$ \$N_J_GB'F>*|F)O2A?*&|>X0^UK&2'W2< I+..09CFHJ@;
MX""&,OL!X3# M+..|_2,&|J|<8LW'*PFB?RTU3GP%YA&Q7G(#,*#B&YHG|H4--W-
=NC@ M6.Q2X.SR);/PH^=?C!G@|JKJU!NP@>?
O3)=H4!P9;4ASD<6XHEO42JD+WB+#8D*GT.\$R4(&J;H|910'A(%I)Y<)Y/! Q M3C4%
|%UKJ5RE=;P93V%>KPJ2D1>OGF;D+G,%#QASD1N: 1H0YC<@VP+I6#>&MCK736
MRS*A+DE1=\$@Z;Y&9JFY>*NN)HL-|'1G\QY!U%|)3O<+ #T>U+&6CSO,%IJ&E|
MG&UW+?S)S(T6(6\$3)92KZWY/M\$QF1H;S, +G;6C\?O*AZ,0ST=8X:61Z+W_K
MP-.Y3I-^|%.|K&%U:X?%99C0GKIG6<#B,XX"WF*#WZRP_^#/?_<5L?:W1-
M0E%M3'.#BW_@:#W^1|94CA 3C@R;>0;,"M|%@/JWXG=>/ZL8)\KVVH,K&
M)R7;B|&T^:O^5:YG_OKN3||X>\$"|#/WYC\$ZS|G#+JL)Z//7G;AZ|^7GQM
M+9?";.5JU4AFEWQEV MH^A-5,TF4))D*L:YX?CNZP68P^_9P|XK P3;%+BT%H
M8F7!"S6QK93K|4?ZZ+Q4_VP3%,DNFB#QB3B\$D,=VPQYE/O&)0.3JC,2:YME
MJ!-9X*6N8W*=/JLX1V.5+Y STO>B%|Z\FW.3O9)-
T=G9G5'!U>%RQ*.VVD\$8DBHSR,>/AR2T("H8+SJW3TF|!^1OKT\$'-B)^
M|Y>!\$3O2(I^C-+1|'606_MODO_|Q*_I_*5PK0W\$SPHVQ+|(.7TS># MIOIWP#!H5-
R7/GMKT|S/H3%|HENSQ&FJ5O2_;ZV,"75T* O_"&)&?^Y&26M M*CR6+Q_R<.
(438OVL1'X?8X^6U5;^VW,L2E,(|6W|Y52Z%(P!1;".C|V+#&1 M)HA"KG7\$G;Z"
(XMME^|@FMS|U_#3YC\$8:A,_99J=|HJR|? K0X&@X7+EQ_'
M=#HQAB/:2^2M>8,'E|5:6^8S|>U|,?(MGQ2G+@ (I=DOME%),SJU_T3U*XFX
M'&46%T<5NLO_VZNG&V/C(+/Z;_.5'^A&RN)MODE-|85%>8^ID9%|L;BC3\$*O
M^M=)|8U:\$#J%E=60)@7XQ^AD|W@SD%#Z%Y46>#|YA=?;=#>C9;|T#7Y|ZK8H
MH12,O#W4%1'5_FLF2*7C3_W1:<|JAF9S-?2O_GG|'&EB4|8JK,R)06)B HV* MZ|H&I2)
|5=|H8Y+X("O1*M;#7C&3"">2<_|^_5K-5-GJ%/.1G|_JN\$|<3Z MX\$!<#7\$4AL?;_*-
|J",+*'MRPV+C?+=|4<@69E03%6+"CV,\$/R\$O|U8+OHB\$/ MC\XW*_8&
|JN2UAE|!MCZE\6E'U|4:D<)>EY7PQV#^,2%TD"GSJ.CTQVU/>=US
MAMMWQ/*T!BX5/,&:%B0YHRQ|')-|1(3PECR^S%).E>AD"|G)+|*"RA<3,WI
MS7Q\$ZE7|SSO._" ^|PU;T5U=FIU0)^"HR3S)|CU|KE7HQ3!M(+|9/3(29!%VI5)!-B;&
|Q-U^C02JVEAL<-JFP#;FU!&:0V+>,C/@W3PJQG\$##Y=QN9=D|E-,|JL|=5,3:K;:6-XG-
?6-/SL_A-|>^"P|)|"O|EOJ7F-63|8OK>@>YJ|!+=P|^T3 M/U'"X\$8I^-+#)|*
EEH4TLGB+LB-Z@Y3>1/7&9%DE31K_YK-9353O(9XC_'
M'*V#'+V')+L:4*JL\$+XF|.N4SQ2"72M)A^43.|\$A_E>DD/?"HI3,6/-@NW?
#B|JRZK>#\$NW?<@_DY;^|J(.%Z|UOIG#X|!%R2#A|OA4DEKL MI?
|)/3|9QLEU:>#*C\$^FS+PX(9Y9E7NLR|B;VOC:TIHM(<&5O?VV-OY8B6Q4|"Z@|/5O
MGZRU3'; C_4|3Z&#L5?&=EH9/7I>|VQ|?N6H>SQR3_YKIG_&:#W#"MVW|J
M7E\$Y#FN'=%=>'6#|83XHL7OZ3Q3.SWHO@,R_ ^2OZCT14!5|!%2UX_-NG8(Z;
M|A!7F0N!;F*+,@AY#ZH>?S5RCS)=--;V"G(OEO6HC.(\$&I452-U'NUA#"|?X M_9;|
W/3UUQJ!Y9QR|?Y3|TPL>(|84M(K(%&1VR|(2X;?> CADD,|5NB'|)XMD6;J M%+Q-/&D-

S9:'ICQ&OK)^;0M4U6 N0:13NXI*:LLS%I,DY|Z,<#:\$#+:~"6!#/
MQXAN94F1D'Y%HV*C9P"7>&1>44Y^'^=AN|2D+SGR@'NDDZ+59F/P/RH|,|
M;LK:T;WL*[*UDWKBM0^=+K2X@H?'I6NJ4G/&+C"GEQ2L;1_220>N=PA4#?P
M!C004%)V;5(I+K25B1BMM4<|WN/0BZ_5Y^>=/G5\$'RP5K*+|Z;3'-E MV7H*X8=?
0<^2@Q^:V|!X|K"WQ_-K5:L|Y;2FK4P3:'TFM|BP
MX=2;TV\$GT\$=*PWH_+!E55B2J?>4X7GM2FN:9921&.CCB#G?;_0NU(A@*V1%
MPHL5NL1=WAFX=I)T5745Q^G|#"!\$*6-7F1ZR9|(|B^+I&KQ;^H7DF_62')#O=P#?
0%(CI|QKB|>B""Z^CO V0X> M7|2|H|E|'GV?R<9^2_X/Q6.(B-|G>;|UT=|H9#Y\$|B;B!-
U28BZDCS2H'+ MC9|44=(KD&9'4JGUD74G4NI+T6T!)P:Y=
|T"CM)1W9PQ7^*X|_R#3_9EAGQ@ M|4YJ5_9M3M<'0=>?)7%C&5.V|3_B90-C+(94
ZK008V+X61N-LM!O<<"5+P1 MS_Z7(G33&_J8;=|<"D<;&?|(-!X7T-
3FBCV1,0FQNT1|&FKWW/LQ' M!05IV8:O_-HZ@>Q9P(|JE+/LWXH3^<-
-58<^V0|79ZH1H)4)SA>@B/%Q#@W MK6463I,"L;H'U;S*F*|M<|06!&))H"PO5,
(AF9:XFW(F+B%;_9+AZ_G1TE MM=;6E^D:9P8^%J/U4*HGR8>UY;CHM9:1./E&C=7
MW|S\$P6KK>PRRUZ#;@7'IM.M(9|Z=W\$W=3B|M8KRQ|2_^*_#BS,"K0"OY3M36G
MZJ'-:M,DNW1N07RQ36^%"O|7\$U\$R/IRSD|0E6E*IV2IYAYK7M'=GZUK=^+MAC!
0,LYO(V2K)*+>NR6+-HC;'1|C79Y.NV.W;/053ECBF.F6F+512,\$)K|U_M*|30EQ=".!/?W-
V1C9=1|/X#|.^@L7:1\$';*=&?D|0DYX-/<:HE.+(5%_(ML.C*M|5"XFX?O3:#)(IAR3Q<
DXE"VBH8T_"#L;L>;S;Y_C^3'|?)|?_#5#_MZ2#?P;?IR|ZB*;S_ZUB0_|H|^9_
SS6NWV)+YO)SQ%:5M00ZH@WDRI@)AHG_M\$5823"&B1***9|H9:A.6FU9(|6(X5!-
XHIIXL@KSMFQ43<@!>#SI\$+;^@Q+3_A&*?BU9&UQ'1683|H7GSL*(L"ID2K*8R
M8&H@|D(X!V5U51B|3?9\$|Y7/7@%_"0SKV0/2J;,:%;US22L\$E2M#Z
M6XZ76^LC(AXZJM)O/V|##EL;C|C(1@2:Z6*Q:M|8MFZ#='1'2M|>BQ:*!H45_:OQ7
M23,|+?7(U.QX>CZ|L7:PVR07,N?P%BT6==JD_G\$?/@:U?U(U\$_|UG9>)|H
M+XO|_V|8GK/D#7\$^EAO|M8_J|@.N/^%D>)YVK84?H6_MR|MR;-T|FH49"X-
%XT6/&5S^J5\$R92/0DK*NOOX3_PZHH"JC&"?&;7M=38SU_M9A03&_0,8'T&|
760|8|A(KN(M4C%_D7RH5XWJ_\$BF/P&Y^&EE5U:P0OTF MT7+P;
|3Z2'^>JN60JGN;+>5KV(<6_/WB>P^+S|)?[*_0%D%>=*+_L)/_1HMY-@IV83|H.6>61
MNR?##0NVD\$G,B5>HYNRROZOKJDF7EPD4<)"XR(C/KXAV;|TV0>5JJ_KNJL
M5X)JG7.O"E_3J\$(X^G\$-)'B4(2A07^!;_+J/ZY;8(R1>CFCL=#(EXML#!
|<^+5JA)N8'T8>7@?A.+(NU?F7\$-41I6
MEH6*B:FAH^_,|S^_E1DOTC:E313%F|MQR>)PL#;&85'_F5R|84EWHLEW"K;_M12-
&Q6#<|Q9L9R_8GU'UK|MSS_M;HOE4+|4X2|F&-G^\$I3X^=?
7_E<;=Q15GXKZ3|&B/M9>8#'T4*Z"6#@M|47/MEF""U^IMRE?
_+|&>T^C6W)@YQ6.#8D";-^M^!CR&"PV@(@F+KG)Q7QB|OC/@B5M2>?3I>DWU?
9X0D9%IE^I M##M:|C\$KA17|=#.E;T:R?7X(|QY_9LEG@%483SR|K5A#-
N|N'%|H\$IXOY" M^7OMZ4F= :EC"X?H:PFE\$SZ6F>;#IQ="GU-CN>GO-
*8E6|0|OVO;W2>_2/#_M&U\$|MUS+Z=OC>G;E-TUNNT0V\$7J/
ME4NW8<2;W)\$QOOPI^6A5\$:&TKW8DB-Q>=/_9_*@OE!X+V?PT|;@T<7A>=|_MIX7-
_/AV716WS/YIG\$5N|A?SIUU+L"&|:J?|RK"859LZ:*1F"XORL MK|AB-
_7Y+T;R'8|ODGGS4N|\$7(*)=VPOC^Q7|KJ&7T;B3%PH@R*E9DXE2JJZ
M7_"Q+L,S:KWJO-%7NQC3N3?CZ\$PK8P&|H@A.:3?7(.|/!B,V4#BQ)-9)5(-
MYIX!_R_00Y|:H%Q8U(|:21H+4|>V@(|XZ"!R)" + MINVD-1@>Q3.@?WFRT??
(|SP|B|H?V@|/E,*?08H_M;|?F06ZU5H?034WU1"L*VH*#BU\$S+O30U
MIM.>6C;J=,1W%A9::*9U*7A5.Q6_%EIM9F:L9F8\$-*.B0/2TH()OVP%<8;A
MSWY2!"@"&@_0?_3E8X6W.5U4DU:|(|(" &!81SH5;O|JU_V?O5EZ!CS/_M_Y?
|WV|/S|OG67X9-V;|U,^LYZ;VMM18GXON0^W7=<71|RD|LG.HM95P.D MO;|-UKA?
^9|O+'HE'.>E.4_ZIZVO8/NUL/J>|++E1GA?2;_B_"A&GJOBL/_M(5X:D9%_R?
JYADL;W>6";370GQM|^7'#7M8G6#HBTQX7H>XKX!;H9QN273_T MLM|H|-
-1+M@Q^-=H|@M2'NPQT;_M01DE|:=#N?:6=9&S:0'<|_66/1>2+>:^_WCW_M
XE9);7O>FO|H|D|0ZN%?@3Z>>W#Y#F
MQE6TXP4(YM1ELUSLP04%Q>TD"%V;.).6LH^Y|8:*T_A?ZA)HB8>/YVE|H|
MHE|OS<|D+-%*R2LN!|JVF+(-LX%MYZ")?&|2_M&4CY-
@!:=!.7'2T>47%Y.|NEA*IQ>*IQNREY.#DI))N6^7L,HJ67&_D^?R0.0
M7GJ/GJUHE_U+3I7|T(ZC!Y.>)\$_ZP,3FYP4OPI9">;XDH!@DHB^"1%J53?1
MMH:"K;+|W+S"T/PD30)E3N61KRAKH0|L.<|!>"|H#K7"SDSC9\$MY9\$2TI"2L MEHT3
\$"E6D?++%?"L6+5)(XFWR4|U"P,"A:K\$|/4-W1\$NCD^?)/(*2\$U+;EH>" 2SV3&#-M|3)
+;:=TBN2C^,_G\$S^_M7_ _AY|G_F/J_T3IPOWN_8/16JOXK&|YHF

JS#LSK|KKR@3^8J.A|D;:=*X MVN.DQ6Q3UJ1<,VCE3FNA>&O@MJ5Z9IJS'61-9|,I%
[TH|HRH%|1!9=8(TG|O|)#%H7Y/O>0S'PEB3,RV_|.NL=)#65./&+!/&-^970
M*7IY.V2L=Q&&:6AHM,0/<;(5BQWS)U|6) R"+8:-B*F1%PVL TUEN%WL>I\$2 M!%A-
NS54FE?B/<0| Y+=A!+I#^ CG?;,M/6@C\$NM|>B@I_7A3A.& OBSX E
M0|)9|)H1_YSXN|S|!:&3IZF>'U0+9HGMH15V2,^"*GPAV8FU;61Z)UZG1-
MHAOTB(A'>@LW|K&XE|^ @ 89|!BP|+&)T'+|1D)_NW#;5G64V3%QC/(@^&RM
MW4WS&= 6?2*|=W|V2R*8^PPH-/T|4'+V!'%"?*"VWCE|>%AB?03<_[7!@.IH MOV=
D.:33M;59HW_/3JO J6-|#U|L'
M=YT57R0@|,MVP2&5=NF:N+B#>GQ0B!GWJ1X@:9@5'3U9*#@#2E
MH4JNO|EC<21%E'XH^P(/_T4'B|NV*KY2VON;RSM6DAA7;9RD_JA/?6DD|'I
MMUO1(?D)Y:I*%C1:U|%S (*7R (-X>0%ZH<-X>3O7K*H9P|N54;Z9(*S'OZ MI<9+ "-
\$Y|EB@_40U;:OWF M%?F#:\$ (YZK|4DWX6(V*Z 3%.71WTVV'Z<*I6; ;"I,J,IPX'=K3OJR
Y(TO/#_ -|CT9_/= M?D|Y2G,LDH 2'5^<\$3E?O<0!UMR6;C')?A CX#3Z&
<"%%/FM#"MW HI?9=D M0ZGVAEC77S>DW|ZL9S:C6C,S+ZD=G=20DEVI4#J-
(#MA"B35QN-J9(19*7,P M =+P3C<_B;R|:P8C*&U.6UCX'4Y;)_67,@K499){3.F-
2W/+H|(^ M0JMNX3B== \$QQ*BB1%64E'=^IHNVK3=4U#O,=P<| 85V' MH|F
-943U^@ @6AD#^@>03F!'N>0+I'=-P;NK^=U,(@>SACYOGXKQD?5++H_? M?
1^2C8|3;+,KUE4\$;ZN,8|)%3:1BZ>K#?"!V%WY7XT|G^F">Q5K|D MVI2?
JN@P;A|D!,&+U">WG7GO.>HW9&;L1ZL62Y8+|=)LWA!>UF5:TH^B'^9I
M^*T;|O\$ _MKX7L';-)H8PS2 E^>9Q: ?S8G3F|BU;_JL0+'L81UP< MF3FH1)0J_-WZ*
(7K_D0W|TU0_PNB@|M|L953*UNF#9)HEM+Z-D62J*WG+AR
ME^YRH@IS^D=)E>|MS" *<@LG>.-'R<(U*TTR#"05.?X|4V*,N7W|!'B> #O
MEY|L9|PU7\$' '*<67|G2# SJF|58Z&SXGI/S&F%V|:| (NY%=K1T|"5PZHGX8: M^|H*
<89E<-(Q)?RVG5-4P|EDB'-5B10(+H+-Z?BN/69MKWKL9 RG>|!::8>A4|C0G4?2S0UV-
%8V8LR|0RW? MF|-"O" _0*QF3:VDGS|FAV:E(L&1T\$2(-VE)
|Q|R5\$@B>|F0^05Y>6U/| #OK ML|TW*OR0:4_ E478P(ZD=RG.X+))@X?T>EQ5:?
V@(.U(%!*0\$I9|J4*D-R'2 MF_3>57KO-83>(90 @1"2?+EG/|/GV7_ ^YTHWWO.|
|_R|ABRN9*WS.' ' MN=:U5B|>\$|G;XMY3B <,%*R'??)%FYO^M|>\$|K01|"P/9,V%T@|
MF=&G/8W|U;:@4IP3|L^'5C0_!(WIC1K;'A^?;M*@MKT510ZQ86P;428/;
MP1|5L60?"|3T# #62KF?_"LW! <&C9\$.X/(>C*;9K&8XW;:
MOJZ5B8_V>1Y::C0&HMD2A1"8.G: BU_J86P>B!_RNZOZ@|V:<5??SIM
M&L9R;M@Q<?J|3\$9A1PQ(X.&"5FL1:BZF8@'0>|@B@R==_F99'E| |GPKA@A M/7(?
TT:>WZ#?_%SC!=AE|4#A)A38'A G8_WQF|;|D)1PPGH4?V"/|=37?FH
M|NE^X>&'LA|3K NWK4K=:C/X> Z9XYXM%|Z;|^)USMN'_E3>AN* M9T5-,0Y3WIE-
SLGK#1.-^)|S@|HRQD5L M7;/EGH|UJC!@4X\$3%>!">W(MD53-D<4Y| #N#D; (Z>"*|R|
'(T'R(UFDB0| M9=-(|#J|9>+R?L,=YR*0_Y8SWY@ET43B%?
T.%HC/3K^0KYU>9,0K>NAXJ@1035R-3FX^56)KZE2-)/|B4!1'35&.D&FK>,|QTWZ9
M03Q//:NNH.*WUY,GHWPC=%W|+4J0G7K1H-U>ZKNS\$+.*!"/_VS_|EC=?MR)
MYF,7Q-U: MUV|&:U) ?&CQ3/3#@KXZDY_|/?7Z|Y8=CH5O';(&&L=4)+^J4VL;?6|2S;=
MY|J\$"#<' GW4Q) MR10UJ.ZUTK+"P\$K3B_'J1FUIG&@OE8TY;4U|'
=,3T^P5%L.K='(((\$! M3R#)K5UCC)^J40|_MS|_?B3^B"@#9'JY>/4GY|/#+
<|C2*=WAJ*J50*WZ0J M"G98I=P?3T|R):V?Y_Y3=
J(\$V0Q%G2QG903L|^XT3&P7>#A5|H-PO-2T|3
MPWK%KB5CWI_OHIO.%4\$R'NN%11P.=S>FB*.M*.DPB3_)7T13>5DO%HQ>9GYM
M.|+-(R78/4*'? ?HB4T6!QI^OEM5^9YR19M2OMM|9<13RO<)|JK>\$1*#Y%G.6
M%NA'R;|I+|N|5H0S/V3J;.B>861|M4U5%Z4< MR#X;|=P:=Q:68>;PST,
^KU<|0|5CH;|W;@2%FBOIFP?
|N6@VKUZ47GV1;J_F<6^N7H_9*|ANK3:HF%*J.O8Z;8;6 M| #F:|0?+!|!
_@9E*;GWYK2O:2-QK1I49(TZ#6|_*WTXD'I("U3^A MZ^"F0Q\$WGOOGSRSO5PT5!E!?
5XL#YD%)>2&Z;"&A7YF*SUO :4HF^WU|3|QE M@|K/9^(?A-?*TT+\$.PO2 4)-
BD^^3Z|8I1K2L'@E8#DN<_X\$N*3/(\$'|L;
M5M*:&\$ <|,8')PHONM#Y+;^>SYXU@6HUG>9&Z+IU#%9OW"GL\$!)T #&90GS
M|E1 :>NO&|V,A2K|;R&|?T5HF)O"/G6KY3^EP=B(AJ|>2?U<_(7&(I/|0|D MH^0&>U2-
>B)GJ;1<4HI"+%896BS=&V>O_4(:M|:Z#XU4#|7Y:>9|FPE/|!_D M|#\$6:-
ZY1T+O|;:%C\$J8%TOSK|)#FMYS(-:0J>+|DJX\$/85:O>:#.')>JZ MS;
H(?)|+Z:8RT2RUDD+RTSG&B(9UWWI2|&+JG"U|GZ"#UY9(G"10Y|)#<7%H8
MN!I8Q(<2|M_-6J+|HJ_=67E54.FTWK317='AV;U%^^(NKN;++@7ZD@H^=5
M95|MDJ\$Z5/|K;WNLB'G0:T2ML9Z#)-A\$H.-|J*|3H:4GG!-|(\$S)S+J%T|<

MS)8N,0+PJ*.*VY.\$R.WSRX&)LYT)G-RT3),P|W|@YB213S@<'W.'8'J|5-0 M-
5:./Z|/*ICWE3E^'E|%730BQR.+47M!2B:J|2+H|BBV-7NX0'#R@\$2>\$"T M35;8VZL"-
&UE7J1YXP(VY/J+_K\$QV_/HJM=)8%F+ %MZ0N)J|Z0L @ M>J0N|L'Q5'-H&%O&1>-
L:EGK@AI#|?@|BZZB=*|JOSE|TRYI4:K OIF5|7- MF;1<^Z&+|1|+#X=J%.6?2-
|?|@ "Z45Q=?O+M.2BJ.N|2&V\$-&#.V.R0?U-75:MCY| M|=
DMV5:'VU_I;O=4>"WL38E|NZG'V4_,K,CJY+R,_62>&R|.#;G(>55DA39WM%=CY@J"@+|
3-X.?W M(3XA?Q9*^8G\$W6\$)OB-Y\$^0M3>_OTM8S+PT.0!"?Q,-,TQEI-"G,
M'='YF)P7.>K_&A.3E3@)|09=07&,7L:#05,(|+|%9|B^A.|
M5DCXPH44P^W50EBEIK9VHIF^Q_I6|N<9S8>1V;+7>,)XW3Q<^9M=ZR(W56BT
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M3VET976@HV%8|L|_%_Z3V>_%_%:NL RI46JM#()|LF'QY-.J|U4"%M;C5Z1LG-M57)
M#18,!\$4J-R)U6.'2C0|#U966S4U-#*GE6&H^3Q%H>_^[R3^Q7|Z|M%|H?='YFVTOV-
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MJY5|/'VIL?/'\$V5&G%J@2?COS^|,4B:FWR(H&%5|
(A:Z7S.5B*75RA9C>A^|33,Q>8P>./\$=GOI8RT0W"AZ^.|K6|LR6GKF*.'2WK?J_|O+(N;
M_J&GBYXIFIFU4/KK@%N!&?O-|(.TMXC/8W>@+|C+*.4YR&O|U|A?_NBXH6/P
M66FK_0,*#W@.6IQ:S+#4KBT|J\$J%/4Z|NL!NVCMDN:40))|S^'-A!_O<'>X
M56%|9ZTJW4E)H0>"B89MO<;EZSU7K7LH"T_G-Y<&+LT)_=;%VX42>>*X_>_Y M:
|_7-S^_0R05KIP_S*S9%_THXN,N2+J=FZP1P6IK?7<,HJX_D4+K=>*,= YD-M7#T?
SOYO;!>6%.TZU:W#3!VTWR"|W/M+M;|6X1CK=TK80HO);41RLS|<%ID|
M(5J,ERV?;D|/QSP- FD@|S'J8S/IU9(UGNZ%|B2)#3*?3X4,E8>IAB#E1J|.
MD9#7%|_I#T;|!V##.Y4//FH<9|(+.|7@YPID|0\$ M=-%_|J|JP:|%9ZX=<^F6@2YS+1?
JL!NA^,RU53*="X5:FW?6L7*,<6)N<*O-MH7J)M)HL&#+L1'99XM|? \$V|^A-/ \$
^Y+|6T:VJ&F%PH&(?B?LQB@&X',M2D
MBPLZB&TG^|*A21L/GH2TN(R|K:CNT8M.W1=ZNXT2-,*PTNQ&W|_"L,9\$',#
ML<6/^=)R6!GB;)-?G>7L?*D|@CO>!=G)6| "D*N1M"7
JNXP|6QKGN06G+OLJ9%=TV(*_#>31G%?G08* XJ^BL^BXO7 M2H)@:
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MTV0XHT:-!W"9BEN)*#T-_K-)S._%|C^|7)M="Y<*68.W|SM|V45+/FO-4K
MON#_ZX:IN?"=|J1V3CFYE+6=ML-|S!:(Y,LGOZS/J>T4)Y*L<2|%- \$;Z:H.F
M2Q(:Y8K>+ER&7S|PR6G(9-|?8-\$+S75DN0EY;DEZY!\$)>0K-?SZ?>='|^M5E
M2KK>*VPA&"K/|>940MV|P7M?KG9>.KMT5.G*H)E"DP;\$=N^'\$NER-E5CD|<|
M5|HLI1N79-X|56-HV0AC*96P0XD4L.KU&P/5Z(T9<,>NP_7YU!&+3928B'('
MLO(6\$08(<7X(:K*0,D4P;Q;H+,+.,|_ENO1=)B71"P|_==X.O">_I|Z"D+
<*H/#V"VWE"ZXG;;T|T7 MT3G=ZMGF4S5V:90|S=CV-@ M'XE(<80|!A^?#I>"%_.\$?W-
B(O_M|T6:4'PD9"BR7'>1Y'@+U/>"L7JR/IC<6
M\$S|JC&3;6KAE|9ST>>S"|6M4LO1RR1?^HX\$4ADR6=N|VBN\$4;
(KIS9Y3<9@7%NVD3D56|KKL1V#4)FW&,O|UESC_ ;VT&X|?^AY< M/
@B4=^Z,#QF5;=#')?GLO*|^?^>AKE>;_FH\$<)8CJZO_%*.B7;#Q8)_2>U9-MUKF4PS)?
BI5C"JJ9JQ:%IW/P,Z%"5|'"%6_A#7_M,Z>,Y9;-TGC1E>>T?*_MZ'B<_!=A?
9#'|0L)Q|2|_*HO5ZV4XA,M(!86VX-Y8GR#HW
M7"0<@@=,0VSQ@%9!/:!KT.H#O!OKH,>+), 'K"?QGQ)5/(>#PB=NDC' V1< M5_"
T25A!FX'=RO!'Y2CD;,\$BA.=G2WEEE)V|0+0I1C MSC.V,\$=!OZ?H#|D.^E;:GLL-O 4.T.
|Q@@@6@\$2HNI022 M'#K0=8Q@P@>@NBK|6^FB?='6\$%\$|Q594G N#-MF5)_Z?
C^>4RQLE;06Y_>6#3GBQ9_=;!'F9L?J@R@U6@0DZ=/@|G:B(YIN^BA
MAJE/L=\$TG6>CF>Q*E-E;,'3A J|-CO,^B0D.^N7(-92Q;.:?HT*X=@=J#|HPKQ:"'
MN9W+_"8,&J;|LP_:K;J|L1LH"|.P5M?6")XK6V|;\$;P#-O MC5I3=<>8&
<.M|SPTL4##J(H|G%#)&)/!C2UJ?2ISBA42(|4Z=1(10N_<\$0: M??
_KIKU.D6_RMWOFFV_(4|4&VH%MWLHA80CHI=L8,8E0>QTEFO:XF<1FS)HG;
MODE2A+#'-GWKW?Y%+G^3XE-9NKERU9Y|S0;KJ+C(\$\$41/LDX?
@N"/BV2E02&HR#GM.T3T"/2)MIS?4+.8ERI6V?EX@|7XV;
W8*)B(-72CA9YN9^RK3<5?7/"?:\$; M6U=-U!Y*?
LG4+'|@%IGK1G=+_,P<)P/CR@)MJXS59WY\$=),T;)=H)1NTU: MB&?U ZJ.-+|L-
_E@M)\$?+J_*<)MW.92YLUI?ZX7RAOY D"R6IJYM_O=^:W6| M=|!LCWPXS%^7*
+F#Z96)9ZP>9(B11Q@S|>LD1OW."N
MW?.2ZDUGZN2IQY*TV=2/^+\$RKU^TNL*)R8,?Y\$Q.8':F79\$K=|FYB MI+@WV|QK-
H=-%QLL-B>EOJW>ZH|UKPQ1#|=J6Q0BGQ\$D6%)S*U(;D|MG2UT)7:JK&X| (BT;

!O*2%BTUG?_2@VU!\0!.,_P&N!7Y* MJA5N2N^QB4L!6GMRQERV4_4X.,_6)>L1_/NF/_
#1>| ^8TB!=G:*S+^&CWK M;9UP:9X\Y\FXP0>3D_(Z
CE='<9!8V^#;:@XJX^964B)7JL|HJ^_IE?;(#L4 MVKU52>WLK&=3-?
E^1KQ_N4!>VMT9G<5=5S*V>4VXW\N)P|I7<((-H0(BG%X M,4!0C+9M/&_IJJ4UDF
9STG)"_KT^6P2;_W<&4G'3GTR-"U)KOL;SQ9\YPEF)=, MX;%Q;.)8JKF12%7@+
MBL=%4G(W;05J5!MNB*N%|T0FWXN+YBC|_U\$V:4E&DQ^6K_O*@[5Y H/.35%
M,VN>@"MGGF%QJ%RD.;HS;E|7P+04J_I1V\$VX1%3N\$|T0&>EH+|'.Y/ZGHQL; M|P_
OWISGO9&^!N^T7K):'M&2=8(OUBS,0K0K)LKF:%YQ6T+>G'9=L+#ZK0\$
M>6(8@3VFIHJ_!OB*O-1)A3#-CR%:W0EPH&8O2;(-1;/_J%P_00)#'|D,X M\$)>!
(TB&6BH003=3&H 'I MA\$Y@(B;93XC-!26!@?U7PG_"T,7.&%7J1I<
M7I<>""N8A86*KF&=DL|-US"/PD|;^!;96W,H^F4J,I7(!+*?,*WMY3-
8V0\$;#GLOYU(_4: PL> MX,"<)+V^NIF#RI JY\|K&A3M=_EWL@L>0=*O&|<0|=-
VF_.8G:BW9W4+Q2.V-;E3 M9Q(F|QOI(Y;D>^V1U8ZY/3K723-|H<^7!/L
M_7W&.4,F*FK:
|JL|>JC1^3.9JU2PB2MP0^Q&9C36%"W^&E"=JOQ0+VBL'Y8/2F9\K|I:
M"FDJ7H3*M3E|W|*,DW?\$/H S!@84 C9%_A=|WXC@FLB>%XL18;_C=L0D_TAU|("'
J\$0474B'US%ZM/7#SW)8ME|Z9<)7U"._B*S?T.!/"N7!1?>SA
M),_PR#5V3^%8,*&HST5&PY^%Z&+CZ21;)C|>524A'HV*Z@IH0IN&%)JT /O*
MOSWK_)B8<*TOJJW5E71WFGGO)GX7Z@ZJ\2RV^!DV9FI_:.\$<"M|2;2P*UT
M!TK3D|O=R&Z|)^1(03,!!"<:|WWVE98T93=M-KPN,K-E7O=;|S>M-I8\$.^87
M_\$IK<|JW;8>G^P5|SH&8)N)WKXIFJ-|3>2,6##8"B|D6==LX,|^JC|R.V"A ?U*>D
M@_D""VE&T6_2MIC>-D^,333B-+3>V*NH^J6|W!51%! S?YH9J"> E#H1 MR"-2W
8TK&I^>+SDV0%+J(EF8@IO.GBMKVFN7@|0D;(?6+40OZ8-T=YWYU^7T_"
5SG^=T&4C(IT>66W>QIOLXN3OX MJ3PJ7|G+4|"Z';4%3!/>I6^+D:V%?3
6)YDH6>>M3O';|@D23^X5DU>2?|5 M8;|%83'>JB\$+ C3KYV*\$9 M=5,QV?
O2,OG)C(H)3C8EP@-(2DOP@"9>LC?@NDN.'>>_M|O|98\$;?#7B#!RABKS7B%
|XP6\$@G|+7:W7-DPL.D8)5)>GK(CI_|DX0D M\$3C)QQ7KDNWGO,LCSP*Q%BB^3UXS*
T-FP4.@_NFP=@97Z%S(. _B"6A!KVUA
MZ36(EN:8|AJ336>R*3.G7G33S!8Z|HSP0*V?;M">_G2ZK(|ZN#\$^<\$B;|9. M
|I*89JD:~S#TN_W8#0&3\$>%ZX/@+^X.:&ZV)UIK\$RM+V/'G2V?@WR> &X@:/L M/-Z|!"
<:>N(!'|QO;^<^|KK5HR?Q3\$MA3NY9X@\$3P8XTEI8PH-|Y^<.GC4|Y_
M!USX|B27>;;)THF KWI^SD9K5_:5Z3CKB\$?M&4W3F+%(
^\$Q%D%#K|8.A>Y9H!R&LA>;)F2YXJ/'N;E!IW(*0M7Z6 MC-E#F#'-C4LD&Q#1BOA-
F!"^H!=!.\$X =_V,Z M| PR(RT(UG"KRNVR >|Z.4=Y\$14? :W4|@;)KB#0?
BF/(VT:08"QTD\$O"?9= MH0!KI%' +B58@.&Z.)>!%LC|!+?R^0IO^X %?2
A=L(.8T\$%:_3_BWK5W|QF|P*|J1X(2SR25;X,XD TO(* M";ULYC(HO5K! ZK*#LJOI'@('D
A'&4\$A IAOP4L7:1<'A(0|YRY3N(|JO/M M_Z4Z4?* MSJ!;+F+/'DH?U(?
>"6Q&#^N92O2"JJ1?EK@O-1SS_YU2O|V?=N0 MAZ@ODBHJ|TM=8<*;L?;7
'<4;41&TN89O=_;L(S(W;TZXR#QMAT/KF M*-Y^5*R9B?CMMHFUER=O|>Q+_
_)8SFMT"R&3R XS+\$|I3= M;HT@IE?K=7@ <6MQ+
|E2>)E'K,23.:+;Z;LWB<47L2&ZKSB"LG13C@JS+|E2>MRH*O'!3NOE+1=E M_2FC
Q.,|'#D,FHFD M|O: V.CN#+|P#RV=3_IHA+P1D=V^|^FK|XS3(&T_ M|53I-?+|'*=-?
%U\$17@_%WQ!;+R%AN-L9LKT3@JX#UJB!_TA@JX|..%|W@U4
MQC:2*KJ7@DIW2XOH&Y7I3;W*W5PL3O:BF^?H%?W73O3FG=V1RA#33T.Z7UZ7
M\$;&3WZ=.V0W)1|T35>!0ZV&E!/@|_"A_4?Y?4F,|L\$Y'F"KUM)^;'T^@CL* M-
U7J@\$W#.&^XP\$?0;_C3>58Z<_.7-()>"K*M789YPQ\$Z9CZX \$4-'\$;)GC
MC|D)7%\$HRRF6\$^W4+,60!31%@>UEZR,.)|'?VS!'%H'5(0C@|K;8>3W;^4,N
MH=3F=+1B^|;V*D|HK0;F0 G7CQ"H"#WHL==5 M-Z=@?TKFD/|JD7|HAV.
(#8P>Z)P;OAL(ZI12DQ2."API<+,=T!|=*IKF&M8#HZ^&*2),X&
M5B>'VE|R^|7HC*M#M_|2|5|1^Z_O'AGV#2+D|OH^IZ&M/-3_E^CKL'37. M?
YD36<(5DY9,QO!5B*(_52LLG-FYO*PMT89ME1|HM89S&RF"+\$(1^I@#D(#
M|VXLP2U|I+K4:_C+/57158GAS\$(/M/I/U7\$T 9;_'!(25CKK|R;O;T_-IH:0 M/A>-(#%=Y
M71UNL|&XO8|'M7Y'0^C=T-4M SV+U)|;_WXF5VD0@Y+?(P>OS1ZKV2|JV|
MJ59L7NU9;K::2HZA(@,MPVT#9M8|;-F^R5VV|R7?99()J0G<-KT?6HEQ^U
MY#3NU9LEU.:ERK_V*Z@Z\$MLV#+\$|S-8;N0K'K
|LZXQCR;JA8QEBX|&Z@)F'*GYZY5W.&|?ZF3A,^S|\$+O|9G.P2MQS"@OF"IK\$
M79PQ.12+U:|7C*T#9C|DGC(CY%P'|\$V5B|ZFY|F4I@2|5-K2./|/?L M|)VY-
1Y@\$5W2%P*0:OA;:FG @>L%+>!#Q?/12R;FW_2RB!*|(@YEG(I5<+

MP12+VN(!-1%-4SE;8=C\$<@)%S1\2\$DA+S"*J(FIC\ZE;P,G@E=1B!;B6W-&N M;- %
<*S#^& OIV(%2Q9VL17!7X"EK%D-0?;L: LW\$X,K;?N.%7.;HJB=:
M2B> %!*E40#3#,N705YGI\$F"JA"8 AP%\P;UT)/+.;E5W9/"#0IH6WB M%&
f0TL\K\|S>:>HI^(A_SE*K1):OUF"*-+U'&V3RZQ.#DJX4_F3:f1RF3VXVX M4-
XF%:!*E55SU8\$B-61GO.)8 X(MR^VIO^+.,4#/-V@!LD(ESR9/6.,Y39R>GWCO"AM9("K;'
MA=T;W.L?N&*6:W3HR:~9MC:0S60BN O((GU\GO3M!QSVQ#|,7."J66^V?@D
MC93'V<,PU92,NZU^ ^8):E&B9QU;JY>LC0?UVY;0:2YW?'2^B_<&XG818
M44H9!*1Q=<\$T!.,5?2C.'65/ZAES)-!.S GN"21<#S8N4F!)01M\1PRT((
MB=GM+A[06H=#A1.P@|)7Z44./3/N#?* _@68I:M:A!AP910!P;B!%H%585@) MM)0
9AZ*OHP5I_(CE1G+#25Q1W'P65D,W*A!&>'8OUY* @|>^R MUS.-
HOP77'YMN02+^.;#|O+R;HW2G3)X5POU|^D5M@)BLL\W5+YR&OH^;P12I
MC,9OWGN"=;U3:|+N\$ _U!\$^X'3IX<3 Z> S\N=M_\$;)W6W/?1?EW*2XU)9MKG
M6I_IS?AR;)HG4>Z-XD=9+;@&^|#/G\|D)C,*XZ!707+MY41\I&T@6ZS;
Q>>3"JH6=V.:L:BP!'.!2"%Y6G,FY7I\$2^V>S? \$N&XPPJA M5_ZYX4IG+-J9'#O*>#-()R-7
4DVKTQ#Q,P,J1B;&|/7-/NXC@^((8@|30.M<2'O7"+O,B;%,RN7^K)+9)9YG RA%63?
S_I%N6R*QZR|5|R?<|ML")!Q8\7LGZ|+
<<@ _!;W;.:9/J74B|3B035*O_F07#|EZU.FSIYWZA\$QJGXF
M7BI(M&_.UTT)0:ON(OVT(7W6T,*20KLJEAJXUN1'\$93>@^%WU2;/^O@7KQ
M%_0HDQG#TX;SHIA'!7J|WEQOPBY:GT U&.T/X4YRA'\$&|H\$Q@)*C.|VE MH1*
<;8H>%53\$|LA0=.;TAHN-1)3R+8TY-;|VOZ>9_C..|_!;I8JX7IK(@E
M@O#1U^".&49T/,Y (/S=R!T4SJ%NB;|XCL\$2AW);\$6?*X@OR^\$6GK5*O#/
M2SNS(!>P)^'O6U">Z1Q\UDS0K-/J?0?Q2(H,MP?)7F7+\$@'?P@KVA'?7,HK
M+D\A?:V'<(:Z=CQ0YWW58D0?-SP9|.l@>0^&"SD,#L3\$|SADY-V9'OLU;:
<@ _>SK.M_4JT??7VM,.\$:BC;/R MOF:*#0KUM&?G9U/>\LBM MYFLR.#-R2H73VOG?
L!X,*ICIK6_S/((%41S7F_25/(@IQ&WTJF4!6-'AP%7S23RMX);=,.,\!1 MGR9XIE|3'-4-
J"548C6:>&=%LJIS" MLNVK/3D)>
|V1U_IV4+Z7QB\$92*>:"0YSV6P|IQY5/RSD_N0TS;S5W*C_J7,M#3-F&^_6B6K:
|.NLIPE\$)|C.ZL2;|XC!7-R_\$^(5J,U>Q@,7Z|G&=N%@/;|MG
26@+ '%C_/W6ZQ,AKI(/,WCL.C2_KZK*;Y#60G|@T9+V-./Y'3TM,Z2IZE2+U!O8DZ\6P-
U7%#|1ZYQ>:P78%U MR+%.#H(!.#1:#Q?4M!/!=SFWTKMJEGW,(A??
M<044!N|4HDC<@W6C)+M\$%+T MR>Q<&M=D-
U(6<0Z#5^9G5|O(;%3.Y7^8284QDV17L2_31;!%7IUN! ?L9;^87 MA9KXI3G;|F=G?
EBD7VL\AM8_FB#3*L(TTRM4Z|F,(5VUQS2679PDY?-@.
MLFC\YVW#K2'M*)+*&WX#D&X5!|W_L,5^IB(
/A5+/ZY4JB8SWIHC\T07G9%=#;81/=4:W\$DQ=?A_F M5A\V%|H#N?|;*W@"
|OAWQP,R^|HWUT"-9);@GB|5P*-1F"4F/QO%@"E08.3#
M_JO9\W\W_|DW\NW#QKU:X.+04VOK4|*-D !;6J-T/A"07PV =+J?G1J|8 MYK3L|
|S"Z*^"YTM| "CK%OW-B:5X|A45T*/*)%E>>&T^:T*.DJ\$M_!%OS4 MQ?1;+NX'(?
8Q;7/OQUS)\$:CQ|K7QG59LI&57K&;>G0A&J5@M)/5^_2U5;GC M>?ITYMNF;IO21'|+
(A?SB9QT/X.47!"ZNG=9PA1YC%2;\$KV<1;|H8O;GNV)% M6|8&V07XSV&
|/F)4&?;P(|\|TI-GE@4Q,JZB" ^\$&O1YI:ECMV X^DU>)^O M^YE6M?%<8;)@L
@|O:IBR9<12B7M8(|Z4_?'S\$9,V@)TH<<
MK!S+RNH4CB>^5Z;9RXWKN9J6NS\$>,+AC./*N!21U?J@W9BL"|S7(?N8 GXUK
M!Z7M!7Q1HU:"B+ ">V###IYJ=S%HMUW5=0>RJ!"M|D+<3JKYR@P>E;HT)+S,XV
MYV3)|Z?AY+B:V1)1(D!_BP4<G|W5QIVO) MDIAH#7W=;2'V#W3+
<|0*VIW)OLOL\$%27?+ %3JP:R7'A_|ZIJZFB(B4E*ABC?)|Z!H6\$/#(&:C M<9*/8U<3B?
MS@^|DW:0CE^|E60|Y=58M*ZL@:RY#K5?=H;NF2Z)/-26*S)T|
MHSIA|2,Y4J<7|>C@?T=KK&*@;A<'6F23"J;|N: M.&W+XTL?(X.0YC9WG.6?
KG^C_ =N-|62_?)<|6SS4+NWHIG|^:!=S,?\$WU M; >M_7&0;HV-
62CS|0|@T(|MU=Z_5|>"E&G#JP3ZEOVKBKSUM! ?4IU|JHLKC1_V;3\A7B_Z2EF3-
7^0CSRSQO(M_FC#;|I^;QZ24Y>X'Q,7%.Q^7U;2F*U#"H8|)5"B/M/&
AOB_O60>CXT";N3T MP("WZ)\$ BUXI3VE#WV.F*DD'H+BLTV,8(8_1BP.+K?'?^?G.O?
VJN7GF!H.# M/Z7(1W2|VDH*H8@,I3/JVWKU G?;@'O/S &|KH-=FMYDI>?
U(ZY|@++&2N""OJ*&*)TH7%7:XX!TC|UPH@&O>XTEBC0&@F5='\$&OV1<7FY>>6Q\$
MLYH9'O!|?PH/>"KT%0_8G|B2V|=&?.W!XBY@HB^KFJ;8H@8,,"/VNE/3+|H
MF|)/N7YEF)K|W/K1Z:@S6@*%W6>2;2YD|&!#,&^MC&XM;JCCFC'@5I?W726>
M7X*REP801H-?0+Z'6SS&9;.:97VLGP21CB:X^S9EF5I4@O(>=<_X2.)V
M/Y!K0I^/PS|5BTRE@T\$N!U_V,LJ3QK0,OHI+3BB6HSUNT#04!7 VH"#+V

M.M&G+%!'^DU):@T9ZHJ8@(-GA##VW6MNS8'+F<.=^;YMNN:?=E JV7)A@K*
M&&ZR H.HJ +C1|P8|O*NOS5'P4#5DAX7O-1JIFYCG-!>=N&!G3%F:'9U&
MQ'BV0H-4V"2YRZ&-4#"SH/<, 3(A)+IUPJ\$Q8=X3K(BR\$1C5N&>=#THP[492
M0>1#7X[7Q-!K?AD&AVBUZAYE?\$21OU'EQQ'GUG#XI=3|>Q EGSE7(18C=(-
Y)2Y\$Y9G*!>0O M0MI/5|CZ>=MCS).9)/O3(OPZ-15HA=KV/IX5|=);7I<=Y|U
VE:!).3IO893!EX_%A_M+7D>|834R[GE>:59J; MP9:95!:7SQFC#-3@
EI!*KFEP2I_"|=2|Z3/[9UZ25*1)DVI*DA!DJS:1|E^M+! M5L3;+W|
|<<7_7/V,ZQ^;&0+|X_P=|B".1'S\$6(<=>IC E!1 M3A-GA;B")Z\K39!@|@D:'\$G9+|3Y;/
M@G^2|Z)EH6X;R<>|R>OU@|C,6>/B6|WO%CA-7#N7\$L:|.7(+YV&4C|/C:2UI
ML5|TD?*4-+Q:_%Z&3\$HS|W<?XIHS&C3D&<<4@;HQ8O^PW*H';L:3IK5-
M|G|G|OJCK,/OC@O;|H'.|<&0|>@UB)XYD*T7QHB(4M50V9S:S>@:35)/MS|N/!
<^/,"^A"+&+W(;<EZ,O,8J5Q0)DHZ1V(2;_%I.&!,E**%V47:G"B:QX MD(JW:
|WAK@|ZS(|48?NY|+SG/>XQ/0.?QQC:V6Q8V;B4*J&=9YR;039P01-MHA51K8+F)/@
OV1&#|X+MV@E2.U@C2+SEL<";8_Y?S!)/! PR,\$|O*M3@*/#
M6B8C2W;Z75JGTZ;:D:*1GH3?E\$/WXR^|HNGF)>N^A_X|HM^OBV?M# Z6"WF
M.%3N;CPO!Q:%5.I6?(\0?^U|%/H#W|S\$>"9_U8XY\$G?|RT'Z@L?!"!\$
M2Z|1M|DZ|T'H@"OOF-(%BY>CXQE=|(-6>|YPH(<"HEBV9.3^@\$!BV42QCMU
M#+9TD2"!|^#.?VL^L"U|5AAPEG\$@7_"<|P4ZK50>9N)H%KG2SMVI.B^@I=-CR9N?
T M'UZ=<7^|7J|R_/31-E?;|I_B.E9Y Z9A5#BOQ4H8"1F2@#*
(/1'<;D!RF?,99"%EM0DEC)A%DON(7E8_M_"
(92Z*@|H^3_/+^6D&IU+WU='Z0K%D(YP\$EY.F@|OF"B,GPO1?DMV3!@G"
MC.S&#6_#JHR^\$&6(N,7U%A5'FV PI?OM2/*W!S|N%IH;<'G,L1H<')%WZI
M#DJ08/K|_C=B3)^?1_IW|H4LXDM|
M*3>W|RCT:I#V@|HE>N5)#|W4#WN6@B2SDQ|=K\$^4|DK/AL=0,^ZUR\0#TKZ&
(<&.,N|+YZ^C'W3)Q9@3/&XF7,5E M!IK/# E^QP/4H4SG=?"&Y?|C@"X^S|R'I,22UQ
MR\$="YNI/=S|_55*4CY*V0<4/>"HQZ|_F.S<.,WCR08+_^?X|"&\$HY1HSSH/7
MEW:3&_P_HXX=Y|^%S|2UK)|&<6FJ1H">W%A1DI> @|L;:/S_1\$M|O'EF"B
MQZ9CFLF>L0?J|/!|I/TC&_C 3_&|1KPU/9E,=GF'!X@\$O(3 M?,S>1TC0;0Z+
<*9.1H=R/<;#3>@|"\$0<0|CWE.+G>.!B.M?^0RY4'#@?N+(7 M|YW@#SD0ASA_
D&41\$^ORP;B 4PT080T|(|%) 6->MYD\$'E5?XO5S7X=-_M^V+2_
"Q7_74_X/UE,L+"^TOCH!1?VF/DHDKS\$-^,@@.VJ:T^2 !5E\$5=%+ MV#|_TY KKH:F!F;-
?<2-D &387?N;"W ^*"O!>9,\$#;)HDZ;HO;E1)(?" M;7NY 2)D&;I+^VABG9KUX.?
7G7'&\$D\$)9^|/\$-E&(>@BK|P-7%,D3CI\$%:U3 MG|R6:K:5&&1OE)R1U|4O?
+|%"=@|BQP'9A|(74+|_A %^,|Y|ZU SESO?AI MR;W|_+STQX%ER%=|S!
(#1\$|_3>,JYYW1 M2?,>JM-,#*=4.RN-^JJS6=;|F6J'CNJZZJ;JFL9*VK?,.BXRQIW=SEV)?-
N;'8;::9UG *_*5;G(0.K?)-"IM#_?M+U=MX&9: MO|-4|,O/? %L=&72X|
(7&1S_AQ(|>3D_=AO8/GBQ0GTF%).F./XOMTGH|JE M7)*QQ@KG/XWW?(0
/B0\$RLC)WATY9.8DEKJS;?4=S=)J7,7#PISEV&B;Y6L7 MMJ+&@>R!:'AAU%7-3@"B-
+|R+_8:T<:#JPZYL67(!/CX\$@CO|>+?J7I_%6, MZH:A7^B< "I3BN5WQEDB+\$TM;5O?
G!N2_.;T/@!> 8)1KYH'"#PK%\$#@6:*I MMDY_).C>104Z?
4(LP#NHX|';A6#+^N97X"1D00# M-&(|QS-S\$,Q=?V8*;8Y,B.QJ>W_|L;W
>Z%Y2/PN%+O_1\$DG|M-"|PTVQW< M@6J>5/#S6QQ:I +IZ8UWK=^_KP*C-
SWDBG4H(T|KYY&_R8-RJ?E=9H2,|F" M@IZ0(4\$)8-"B&O9XR+ %YG/_G7?G!*/B_|-|C|-
%?>).RIVZ2|KHA*;L1CG%@ZYL,W7.J;@L(7=|L; MO^\$" F+"5NN|F&"(7MZ<=
CC5!R)88"!|HHB>|^T|KKMUD)\$/5_/>GX&4.&0" M:.*SDV.=,9+-
Z;_JXU3/=4(0,L"1:4O_O*&|WJOH=K?^98N?%@S,DAO|,2\$C M|G)L9"N*NU
Y_K;.&6N+S?>L^FX,?"|L+|/OE@H=HYG|3;9JG|M'T#N1N3N/MJ=R|+)|JZS&?G)^
ICL7V2=G9QER%F2J#-T=\$\$1=|_*8?C/?96NBSU4C12.Y8FTCN*9UG:PK\$L=V1U|_9
M/P*N_*=0:5|_1BIAD\O33)E"A"Q1Z6Q-:WC_*I<-<\$T9;YZ:CO^9C8^UD9R
M)0X:9'|.IP*/_F*I_GA_FEM!<(|D0CO^9TP1|XCK9=<&T>X:=:2Z8U_%%>"&:
MOUT:._|2_?Q!8"?B11'7BE)0Q,.36SN'H7'(QY36CK8|HV|OZY|7;YR|_W(|
M|H0=3H_|0AS"EJ<(3|O6CY!'3NK^\$7@OT JL5#(7W3,BR"XE'B#F%LV|7WG5
MO_^5AHL9)?V@,I^ (HP!E0IKN6%W6YSV./M7BK25(A^);^|G|VIUD',DQ3UZ M!#:
"4;6'_&A3V1C&P3>E/4X7&)2Q^7|A|68_*);*_O'ZC%|XF"O(I-GR!HE M6R'69*J+NY!8:-
_)6>L>Z3>:F|PF(ZFBMTV9BN6W_1|IKU(|<'F1>+|L|^O_G"L<+Z%684)^+,Y/
N,'YD;J)1PT0="IOE MO'H|0%#7|.CUZO4.A^)%CKF*D@)Q%#HF:/5;Z;|WT AM|275*-
:/FH3|4D@:_O|?Q M\$B)I=N=O&L,ZQ.|32|F)WOEXE+ZXC|GU(*^X|>62O,|?
R*QNPW1(=B|CG M'W|M7##_)@>8Q4@|YN>:_|NP>DIF2P35=;7UMO>/%4?L?

3Q#QC=4)6&/9/S%,'-)UQ=O?3*Z(:==YIM9D.Q2)3(E5 M)J78<"T(9FD)R_)5D-%KN-SV"JZ\$0#(4I&\$'1!TQ\$-9I6 0F/ MLDC6!CUP@KH1AKBZTSIM0^H"B/7MFHQ3F0 ?P|_:(2BK2=SOW)Q%%XR.(R*M)H@

D*L72M=,:\$(%7^>WX%):W+W,XB0E?7E^#I?V1761SPBS= MX2'7)%;| CEJ4;DU\$(W-QWK4YIM|'P,"D6<5M9?0T?5YZ?"GKAKM^XC.:UD) MP^B_8,-4E>N3

6BIQ^0+NHN:J9'=*T76\$%^*^MIES M'=-)
#\$5TVBW8W=5UP&PZ'*4'ZF(M!F'Q)OTYV1,|,>B.SNR?@ZK<2U+HY7*\$
MB8N8*FC#B_0@|JYRFX@O)7+!D@:9IX*NX9L#G/X3'/7D|S7Z@-'^A6E MR
:KD=":0B!9O-ID!%>G-9RW4U0:B6I?P%N5%C|+;;<_P>Z%A#H:831T'9S W8\$P;Q|B(^;
(K*N+JN%.M*O@)+?ZTL M_&E9?;RCDF2CQ_YC/%|?WULFL|CZO\$
M&|_H8\$J57^1N!|U'9R6M,A<6DIB_U1O7XTS_?2,>77O>UGO\$|K|_*1WH3M
MJ23\$3+O4/8R_<%2Y.H+AROVH^VN@K*RCW?+YV'IL?&I_.E#(^%=YV06CD-68
M4XJ60*W9NL9P^D**X-|8*|"+C(4_U|E:GA|EZ|J2WDWN|O+J)K7W"4|NZ'7R
MOQ*_KDI%'<42TSB|G|#+1 2*+H>*:Q|OGO=XM1\$8+5#RKPC1R5_6E4>5Y9T
M(IK*FL%% Z*+>|)=41|N4RRAZ)6FX=6YAEIZD5Q%"J7?KA|D71HNDJTWL1Y M?7&
_"/4F*F?L(3=?(^T?U;-&IF\$?(H>_8Z1=C:RN/^M)|0*-A>DU^GJ9X M=X/#F)KF-Y6?
7::WM61GKXS(?XV\$WV%>V%^ZD:5_0J5(6.FKV.ZU@<;GZ@,WU^AZ,|2=P'
M.UHMUT6# FZR|!8O#AR%G(PC%J+=TLQ,\$JX?3|,4'IR|_%^C4U(("#+|3L<M/\$_/F7
W.Z36V841SH,GKQ=;E?1DWS^F<1^0,Y@=?P2XYB|E_*R\$|3Q#(CNK ML@9%0
6*4Y06*)3E|??O5J1=*,&|J0::>2&|0\$|!DL(LWKU.Z.E1D-!A?#O+A2NRF1
MIDG9^D/UZ(@ T'P8|I9;7E;5B.GBKG76O|V\$5=X\$7BBI7Z8==!5@0QH7YS# MNE+
(K;/PN<7A22+<\$XXSP661\$G-)E:N.E>6YE9L/^>|YJ?N_FO^=B^|_@X57_U|
|:K'J|X+2UN| M&90;|5:E#71V2VXXYB-&YE==LPAOOY5'|@EI*B;D_T1|>:E'I7.SLGK_*
MMKX|"K=|/6?VT7"|"I:@&AL:QP)(@:<8K J M)&;8XH/?O|11ZDD0,0Q_>G|U <&<-&
QI!2A9%*O,WS7P)P,L 6O&5!,Q.(. MY?"#M@Y'O/OC.(4DH
|B1XD@&^P(U=Y*XS"DD4,1\$FQB!@4Q7ML&LWDK* MBVRGH%|NF*)Y3TX7&RU&|
@/(@LO)C >P3"T+3^,/X,RQNK|AEH-+KU,;-ATCQ@%!,%|R1#Z^U&|
:*U#GRMKW:>2L_935M"=-YX5?)'V,;-;IV%Q7/#)6I'K8| MRZ D=@N(JQKMC|VH061&9
NVC0SXCAT>CO9%#_4UB9|H'8_KZ;O(1HEE2<>6 M?
KQ)FV8,:PH+>'784W+0@I|NG%4V_#99#46.XPQ@B(X.\$=ARB,GO_!5K&5
M&?|^"0_JHMOK0\$>|_@*DWS!1+|X|KJ-/V(+ \$S4M9SS@^H("'\$,L7R MK@2-&|RH D?
C;A7B?|"FH\$E9ULL!L,R@F%CW^GV57|-\$BK(@+TB+C+@!|05
MONO"M9AHWF7FD5X>|J9_B&CNMC"8|,B\$-T)7 #XP,X"0BQSQ6JY4,;&8@_)^ M>|08.
|#_0_@>|+@PFC3FTE)/!JQ+D@'6Q |8@>@&_#1LOGS+;M; \$#Z9@T?P
MXN|/#1+3@#00_KDS\$T.YBJSB38;OU|X)<^?1&K?W\$|0:T8%SAX;#69LMJ9^ M03|
GTF|U7V|H\$.LP!@3)4*_*&BVSAB|IN,Q(J9@\$;?F3DN NA#%"L,ART8-
JMW*OY*7*|X93)G=?;RN\$|L>WA M6GFB5; GMUM%R@\$BZMMW03A-
&=GGY6>|8RZ.ZJ-|@ Q.Y3?XL;XE% C?7,UR M@W:IXFRD9FOG5.3 ML>F,Q?:.V:%
|7+G72KDNEI7)=E(%3|Y:KF71;\$_Z:5<%3\$|&V;MB.<+|I-2
M^Z7_VMJ>5RWM6;|S.63GMY={GT:>';AX=Y9 M'
)BSC|>1)G:IJNT#UIK^7TR#T_ 'FI\$1Z(&HK|!03N=WN4&(IG;4^32'5K|:GTS|T<>ZF.
M9S4"YXY8|%#B3BZG84|F(;;S%4;J4.7"|S5B8M?K*2UU&IG-
E\$|ED#;VCIQ2F2DMIF((NM++B6.8 M>OHM/(?O3>:CC2"?199OB7^+-.;CUOZYE-
OS0/3&%4^<&(D2|(:L+TY3SJR_9AOK|CA:M7_CZIJ>SO%N>6'\$ \$3;Q=>|/CP_P
M1FT^7/&#<3<;#-K|\$"Z3@:Z|W&Q:6%OBNJ'PXSYP?O9JXF-OP\$0|K9'J&;_WG;X-
JEN(* M6FEX9K8BUNRMRW)K/HR#!2^28N2V,;-DIV5;9D+^+?
7!|=!+R*6IK@0Q@>@>U/ M+P#Q|H)U>;(WP W,|LB=Y3)CXSUR
#TL1@/NDC|T|V43WA_HJ"Z MLBLTA^|L|;&C//BX+.<<^!_W9M18"@G**
MMB8*>D.BS^2^A|)^::9B7N>I'YL1_6H'.F JIHG |J93RM/:S*K34H-3NM=
M#^5(;^"+\$7)WNV@7AI!NSOW7PEJXY.**VE+;ZQ5N)!K1UJ?YHINFLM>JWYM8
M41"J9(X;C|RN>K\$WHYA!ZAY'PVDF|W&^?IW#-=^04^C&Z<0/:A% H@=)^EJ|
M|5|@DPF|CY0N*C^ERF1OH^LP2_A@XTKT?L:G|"JY<&1#5S">HP!W|HDAO=%
M#DZJQ&B|J|\$.!AK3_Q73:??E(R(9W^9HZ|9*9XB*|_Q?1V|N/SS|485"|F M|*YT2-
^XDE%4_XI80LVHM5O|<7QIEXZRB;),MZ#+M191*DA4TX1?B6%W<
WT\$OAFR_0^)_<)0_6>)ZW|HLD1H.K^2%@@OS^|= M=6?4D9.SN1G
N*VC;*0N:V|I.2|!G&*|&T9M3%F!52I6&^L,+^_0.5 M\$Y_@@YU0C*G|Z

GJL20QOXO#JQY&X)7D)\$617FJ?/I5 OJH_J*801_1+::
MK#N0P318PJO>|: +5|Y#0NW2&4MR.Z"HW><=|'V25GK.Y&@='@R'C'FS=M)
MG%^4%SVC&-#;G;ZA9,"M-&%2UV(O:=AOD+9X%SEDT@'CH'6/#?"Y7M8YGY/DS
'WJ"-)*X MCRF;6^<|'C\$P\$UQVMA,D1YB"PDEVRJZPE==(" @6=7&|YB%-@8J
|'"NR%30 MNB42OMD.VI9<)&>@A|LJ
CL9@84\$2S+L=WBD(_5A^;_ONPO),)88\$B",X MX02,65?4T=Y(M,_,(7-#T1<I
(9@M.M1)%&_)=.L"VZ;K2DY%G_AJ84T#J MOT MDL58AWJ%%0T;KGK0=Y_
85|M63*^ ^M @W9/3T4O5RS49=L4=9GV7OLI\|@: M\$ L^BSY E.FE+!H@O|H*6CR?
O&JXX\$DR^- AP)#5;QFL=%0,*\$1,VCQ4SA*KG&11?S5T;N 0A.MOJT2,,JF,4HS
MM^O=H\$S1_3FVS*U>;24^DYH_AK'WP;6(L!?'T?7R'P)\$!W\$EZ&VY(Q-WBD>O|
M@*2DR7.--L.OF'7 B*Y'LD'^0Z4R&^9EY6C,Y\$S9@XO> O/' MELI5K<)T^
MDCJA|X|:Z>6KUN*YY1C^Q34H;GR#0@V|4P9<;JQ#7NI(9009V(JS
M/&N^4>_+5O"JO'C^\$T2W,|)6??V?3EQTN^ -/\$V>8Q,M;H3)O"O9VDUL8S\$?;
M>'E;Q0W^2+(,4,7;-CLL=JJ9CYGTQ=+8A5T\$8M*|D;G%IK1.VMI/4^82*C* M7KX?
=&62,1# @0C8+?!+11/A,> ^()JFEWWU "ECL8)86/WX-*"2<2QPD/U+ M-9^ .Q_5A?
Z>"R-|.(?\$9;3%!=GY\$1=5JA0&I<+2;D\$-K5# /4@'"%+QGC@Y M! WA,U-
7UQP6T@IZ_ @^=9&<9'=%1SZI';M>R!%X&X,OT\$6A\$=UC.+ \$%NP1&
MEL9(D+M9;O-F89Z##?_U?E&3CWOJ0N5L\$)WVO|JO!_TK|!.#YNI74W(*^RP|
M&)E2V@J>54BFQ<'98PKCXAK"2^ZT#(#U-,6YBI<30|'W.>D5F.7L?NPK>E!-
M33.\$!+W@|W=G,7P=| #?R3?5Z6M|*P|/0#RU:/?@1/=D0M(3;9695!-GG9E6
MP')W(EY!PK%?F?-# &&OPXK@WTLPP0DAS+B,\$R\|VZ/#D^82ZY|%)DI%IZD< M0<4?
CL7F.(9'-EN\XK^6I%MB9-61)HJY*I+"&?U%UM IL5 A1H^N#_>'?P\$ M,|_ (*
<_4MOF=| ^/XGZ|?U|DL D&N(YNRB2O!#Q4NC|YN#YF5&+I2,K)\WQ0E
M(75=L=EM&RA^P474;O|CGF2SIWLZ|H|;5T-LD(|DO/6(C_|I#|J_G_D8=L
MZK_(0U9SGW @D|YP#EH%&KED9N|)(: >:"Z9? M5DI*MFS"51|ME/|4%
(W(X%G6KY^>,OM3??"159H?@|L(*>K!" R;G JYVPY! M!_#UW1GCZ-"
(->:7C|XT.7,74P7ILOI|W|!-(AG+>5>U"K=(9|ZN\DI"+CYI MD: J7;<_: /W"KAF?
7|BKV(*-?#"M2*WVC.>%YTF-UR(Y_?!QS,G,J3\$HO'R?U-P7ZG;?F4N@&\$)M9S-
N2N:X2\$3EB4A&-|?\$(5"?=2AG M6WA6>% "29IWY.&RGEOL=BS|!"@%J'O;-
HJ826Q4<|%E;+E&PPTJX22P1UX;5 MX4H?
LN&W*>|;/SR9?"I8|++&2UC2+"#@7:W>Y,3@!HH|:K@G+J!*E3O.T>_2
M;V21;)36:4NF_5';+#@ (OC6HRITEING'=G|V?D.3Z;'T747ER|ZM/Q*. =9G/
M|>VWBOE66:V"DI(RN((RF:<_Z;|_#J!IP/AM9Q;ARP7VO|O M/:(R.:&RSN(MUE5;V|(&|
ZO943J_+L.UKU7=K?UV&VH(1))-H<*6M?J4|1\$EC|J*|34
M<@GPY5Z*2G(^/4W7.RE8;S25D-Y7J7FY8| ^_XU@F_UU^Q-1S|F\$V7DR>_!5
MWAU5,+!4.|/3|LJ"Q3!3S7@OP).. I5BINRWNN_?I1++5*"ZA D\$K6|>6;PC
M+&R9FN,^%;EEI-9WC#ACT;Y_!;:^WQ_|&BT07>OM/O7'K?^K5!XY:%)\$5C
MU_,3|\$RS|^43%.!A|@2"CCA:HE&@)FS@VF';O;1\$S8UKRA!ZPJW05;V>KH2+
MO1ZOUHJM7>KM<'8'7>('M75.#8-!8VV&Z15T2J/(R\$R('1H|@T0:"!6|L/#
MD(7;D#^!6@CO0;V;2E_.00.@_)NN"JB_|7@FX\$FBL|H>A8&)OELQ"=X(R
M;LV5J|DUOS2>.AG^N=3ND2, MU_4=G DY,D+%NEUCPMYY4'>T*>|C+AV_?
KL*BY(Z;Y66\|M^%+;75>UY|*0U9 MHNIX),T06Y(DU6MEFO6'GO*JT;8-
9ZACSL0| =K2(YBZ|QZ_XQY+5|K2/5-! M;QOSW3=|M)|R\UF!GWM)Z-
;ZD|^E;NC,.)\$HFBB_QI1E9)8EH3,0FAHZTO M5R+H3,L6L68|R=
|.758+J\$&3R+I;ITUY11YQ^|192+|BC<8IB817'|.P|V_ MZ^\$XLT48F34W5R?@3/7>Z;-
N;UKHBO>X3YPDQ LHR@K9?;:9;ZL+8<;I7#_ M\$R_8)YD#PWFE0W5HSO4+-
G(>\$W\$./=/3|V7) O+F|G\$GZZ_A5<9%F|<%| T MO|O>IDD&V&4;7|..3%_#N;#-%
|O/O9W% WRYO%U_P,|=*&_|QHB XX\$|5@ MR|@9\$'X\$12\$8KD JH
_9P*M0V=Y#B&T6)_D5D@&E;L<|L\$>59T29+#+@9D Q M&=#ZKK)=6R|F)-C,/.0?
Q6\$ L<#(\$S+5F:#8V)@4Q3L|W.%N/5@!)7J|@B0
M%0@KBY2Z<|&R\UOLH4EIM^Z^2C|_ (|<3E8!*1/9!A6|L3"THC13P"N2-5B,U
MXC|:N7G0EA>^RQ^L9Q8L/*;'>:N_Y%R.DV9GJ-RXN0#;"E|=| IF,<#B:VM9
MS2(_G2DI?FQ4G|=:&(\$GQ&3_!?'DA'CY_""BCL|PG
MP1%C/H%*!|7J+VS\$82%E@J: ^<7G.|(Q_E'*JK2"C/=!%.LI<|R_G'0 M,
|4G>4D&X4G,OUJ9)M3S\$)Q)RK%K 1L/V#I93X;P%8|7@|Y7(O'Y6TX>H.\$
MMHW=YFEZ;|BL>|_R#|Z<;Z8|&MI|J6W=D47>^
M7(W"1T@=^C6OY(8*)M:/*78X+*??CRD2EE,LLZ^4B.C400<8)WW,)Q;HZ@(@*)H|XD
FP.-#0-7P)CR0!2 M=/H(8:V!#&@P;R<#:<_Z4@^@>EDP,A#RC_W|

N1!.\$SS6DDC93MW@R[58>,M-05,-O|=J'&"G^7KT',Z=-0Q#OFM/.07,[M^?
5-7A)64E2K%Q#)W(@32Y/S M2T*8\34<(EJ.Z7!8FCSD2[MC7/M=8A*:'FR1WMFO^?
+2ZL4K_.Z@&TS[:M+N/?*0]D4+/-O[YFT<<^>VCE]L9;_QAA(DR=_M?
RVE_YYJ,Y0UHL4=(8GLK\ M\$&YQEKW-A-
4=1SN1E\$&OVTW.YAD/2[U0IK2XN=9T;_17_Z?.M6TB+)&536Z0 MB_O6[WT)D)<"
HJ2S0>3OR9561JE7%UK003UV?-TOG43(RLVK7P;%G]PUS:% MK<:"+RMKEQ6BM)6?
>]\$134"P#\$JM?=?K4TA%X\$P#76^;W<7-R68^KF#=82W" M_&SBS]8'KL@1-
CK4/*.@JS!_;*&*T@PD>C=>FBHYCB;>R!E1368B+=ZS^UE M1H]F;S12-
0WZW0>:ILISE-DF[N\$*!<'@<#>V;77 V_3;T+U-(.) 8?WO5=
MUIWEQN_%B57(:TXM\$)_.&G8L!:"B9PVC6!!L*(EIXPC#=B^;=4!@^A&8&
M]MUO!U0-/IV%2?9]Y\$!#K\$(EH2^*TMN/ M3 JV]SMC_(CX1]M,?
O59KNEV]M8V]5.%U1Q?O3!C]N*V9N#ZUX.T\$LWH_ M]UH,VE M("
(J3ZQ*_@7]E>U;R<_+=H(O=2YD9.?W+WL8GK?IF["8W!I2M8BJ_+A=^FC'
MTH7]<|Y5(T.8(B;_=W]*/C"D?>W+6G-%PE/T(A9=<5&&9C36&*8->F%0@^E
MY@///P7PN3G-0=^!Q\JFTM]>(A42^FV87K1<&P%HN OSM;E'F+WRB\$QHL
MT.V_KA/8,,X^8<7H9ZD\$Q#0_%X1_5]Q_%9YA*F_A]!/<\$)=*V-3U3&H.F4I
M'C@AN;P9=A3]0X^)V7@6!;U6QD\UB87TV3"-]@HA3|")"HO\,XBI9VIY=P)
MRNT9]U#,,+%;!)Q8;AZ,2VP_VAT5,XL)4E>.>F'L'U3:92^K>'KF<=TAC\B-
M>DJ:%""ZV\F6-IJ&"Y6Y=-A]*NSR7.#)Y(VZ4D6QX!PE/+]>]L6^/P"1HD
M4*;'@^"_MW?7TKG!+|388L^;@WYP5!NM66_-= \$MZTQJ.31
MVMB<1%96Y7O(8]Q6Q=]BAO+L\$U\1Z+2E[Z#91?9_H"8[V=B1Q?-=^2KS-S
LV;CYQ6.]3M=Q2YWMMP1G
TU.P2<0U0&5OG!7QMS=5X1'KN/5KP/6W!&G]58MZ\TE#Q M@_9%H-
Z]3BV&9SF9THK]65_KRLHU G>A]TPB%=<*-BT;UP0@,&U]H#GEI^1
MNU#0'&C>%_2]O\$%M*3I3^>22/P>L@_MO"8%%R;B:8-(@]4]G=MY"D>Q]]4P
MSNBFP?>M,]K;(%+UV1 M0BOZOA47*RS;LD@K:S.JD@=PPVVZ-RYYZ
+^.:N*&D+\$9Z/D7\$67#A4%&AG]TCU,+ =5=;T71K]6QE6 M"/+,Y@,L.8C-
93U*|@\$9D!V]0S/S]D!6IGCZ_6)TE-RA1: ^N;C&VWP=.89 M?<&Y:C*1I_-@+
(NSY@(.TG#WA^8J]+?YL=)QE*|H+|1R&8MR^CS1PU/W0;,@ M@0VAK\$;_480:.*?
B"=N),XPV.G2.Z0M M'H0]!OQ?K3+W]&===A]Q\$OD'R%;A)04D)PMCAX^HX#?
+3]8AJ]I+6^IS#E M#U'@^\$^Y]+CJ.GW)=7%Z
".1.50IPH8^;HJE7/TZ_ ^""5&T#)=)PN@F8@_N]I(M!L &0*N L]R#V^4-'#HRM.KWS.,#?
X3D/ M>)C[ZMW]UUGR]0;XY 7E=IE3'Y=P_ER=^OW:FUDU_1U-]US>/,QDK"R4)@,D
MO_-]ZY@_OG!=FY&497EW,#K\$Y.]&B.FR7V.-=*6U,WMAZ()N:X=C8';?JLSL
ME2NO0G2OU<&OC8)Y\$Q-/GI?RG]S=^V-^OEZ2#|!^3\$.3;=N5KA72UWN!C]B-MB
SXCL6_.^6R;YB5CNP_7/SY]S>>29VC6:*1]M.XI_RE13\$]HF'=8RJ!#_< MU6:2M
LAZ706[VJW>51_]K2*8;]UJY;IUZH2_ZQDH'D\$H&U;:15^ ^\$ZF]&.
MFN]L\$SK)V^8'WELBPT&/*]GTE\$3]5#@&LD;/B+9\$]A7DGKLS+1E>?NA=0M
M^]ZRE_49OV.4\$D9M"AR,];7 DX?=.E=&ZC@DXAG"R]RH%NG\$TVNC?Y'C^5
M2V)DA@Z2T+L8!(1WL"22N=7&5JSMSJ9%JJ,C';%\$+?%=5_SYS\$/SB=.B/6O
MIR)YU((Z:6K,%J^5>0/>_TX_-(2L-]5X-JWCQNZ/HZ44<;J;^ M*_Y';! :0Q)EWT
ZQN)&O7U:]79>.:44AMG4!.1?T/W^%XN.!:27=TD4LTX M3ZE*+SBL/BO>ZK_M_-]
GOZO2D|<(^78?-I"!J E8-L]9W2OIQ>[2!DD MRG)43R\$#4*R]N>F\$
OA>]FD/Z7X;DH1%T"QFD+K;4]!+@_ ^YI/P-CN"W":5P M%-*]&;3?
54X&+%;Z0>]8PIK>]V2MRT&D9^G.;(4.BY;2*KHFRJ%/8'ME;92 ML(N19_##ZC*0
2MR"]B31@;6N7;BN:AJ]IS?^2Z3.,,+|(',"MG;Q1(MRWKI]JU+N7?^WT)8C*)QS=24
T-]!S;3Q"IR3!SJP=89*<1F]MFDT^8% MFG5OR\$PPB91"PW8HXA.C?
+X4]7<&^_X)OE=U3ADK4RF%"V%&42,V]^#X6_Y
M^#"S6AWSE@P0^#UQ:CZ4B7NX6_J&I&.:!2.H0N(V!^5YGXQ/Z,]!B9_O1&A
MOR/^L'(G+,6D9]D@P)DT]5? HHZC_N;KW;O9NP8NEJQ2F8.8 MU5I5M,(F>O M.91-
_2K7Z^,I.)OSVE^7Y@QO'1VZKF(7<>R3L]1B?M:=GPGZU]FRW%"VF^D
M!>E;QH;WPL"%?0";VQM9@CJ;90VI;G2R=Y0=V"0L/5V>A"!K%
M)B^T;618>"V]!7T+KL_M1T+GH:X\F\$#JR74>86E^>Z1W]K'_R3QI3X]T39IYI=U:
<:HSMJ.F,"ND/;
MX/S/]JZOH1X7=C'M"7H]RR(40B&!LNI:6@D^JR83FWY\$EAV]H4Q3U0R6K^~C
M/Z]+RX_99#V!1;D@45+V;.(VW1]LI7EZ;_6ESK0M_PBI*Q"5KUAJ'E@8;
MPKZ]YMY2F\$R\$"64EN\$ZG=SX#^5E[OHL]C:5QF)SL]Y=QA>HQA0/S>\$N%L+3,
M"/+X&N]^T+@89N>^3@9WD?6;GR%)/4T;://!5^E[#QK+;I8=.R_D'0)U/?</p></div>

R1U3?.'WT24A7R/R0Y+OXCR5'AM(D,B)-^"!O1)0-.7.0IFZM? M@ 1ZM?E;f3K"T
@!C&ZTM=R;:8-O_TBZ7('!U*V%-:|@D;>[-CLWXB!S7 MJOJ|Z!S,*7M')ZF2&>ZM;:-
=>:G>_A6870W7QE| G*@S(Z5_E(+8=B_\$GF M%@. @+#+
^?)N/P0DX1LBUPG*!|9UGVJ<5R|+8"*YZZ: &|CDQ)-EX%";Z>)=B M2T"<8DVR-
A:SSJ|*HP(20QDZ2OPB)I3#I,U 8(=JAX,Q,O|NO/00^!%A3& M.G0/IWDMDB&;I27@2I|
<:VL=%AFT!/YEPMR)6YYR|ME,8>NR:/^_*83UG(M/(RQSVJ|6'ZM2|J MS&F;&5-
I14^X,R26%L<:(<+)6#Z=Y3N^GK|CP|M|<:DWV6!/=N1E?)|I8:93P
M%\$'.FM^;UCBO@I>%ZO>9-)AN5FM2|RE#;4%#H#|?S@+%H(M73PT*2_W0/AG#J
M1:&A|^ALLCIXR8" 0@K3 AE2U@1UL@P9,"Y7#VN;ATV1RF D5HM<"F808QM)
M\$!0=J5L.3PIBP^F0?).JZ9\$!U)\$, M|*6|XW)*RW|^#Z52=PF/#-
I+O#M^%>R9YVZGR7W4:;|RO\$|U.K_&_)B7D-'W M3Y0PVMF|7|'HRRK=K|7*8?
1&|4TLQXMK2I'\$66E?R..F:24/M7UB^>,Y\$|9M M\$)|8Y(*_-/
|JE\$KU4U0ZM/K.A5D!@9L*CKKT"@|R1-!9Z|)3|*CR3JE1Y\$*8
M5LNW+NM|1,)L6D;%3-K7-5T/^TIB,HKY:-RVR.P MAD>QV^EJ|TBX#5W_-'#8A%N-
XY4%V|;57CDM23TA)29-)7;K6V.38V A(3V) M@SJ=|0D%+B79VR^69-
V|^9EL..F5HMO-R8!E!3B+ _#3?)!D@Z+4A_|N&*|H8 M^EC-IUT@)B^J4;3*
(_\$/\$:/,FH_NS+A"*^X|:./E0KH6E0>|K|LJ\$W|7G
MOE>VNSZTS|+9+'W2:AH@U\$VSPN3#1BRM\$.OYG#(I"(\$@^X;:"
<KR/N|^V^=TF\$F^M|E3ZD1>%C"E);W5T<(1G(FU"XA"\$94'H\$|4/V
M&Y"L>RB=K8!AQ'6IT_9_8@ (DO-UXY.JH-@3_#DO"
(Y9#_)TK%N8*37BT%686Z7G+GE|GRCNR\$I
M)^QTD,41U*OFH7\$T>WS'^X14(CRQ4.I(6X_OEL|D'ZIQT3Q1):I)=MY=763
M6J|,YZ)7)Q9L%:*O:D;U9)?XVKB*NHL\$XBK,PWS0J0\$ _^P:|!#Z03=742U@W
M9)+@/'G)/V%QEC5|?1Y\$RO@_B*X*|KXQK R&0JVDU'5PW MU(PK9:H)<=/:L?
BX7VE%(+=N?CZ738>5GM5LHA(++AK|K">ZS;6^*Q6K."PC M6>|!|!?
*8D8>5QOSX|6%#?|XLZ%/88F. |B5|XYN%K|0^|5.6N57&M ML,).
F!|U0W=WC95V=1@;A_XQE<(S.=_<3 1>)X2YMP(+ "Q M%YZ=%GM%C|Y@;Y<0+B*X\$
V:WB2Z.E2>:8\$(O971L+.D M6B2^9Q(Z=4!, &W#^|9 |96\$4K9B,D .0P;H1X.!_2"2K?
<|V'+(%P|+#+S M2|33G02Q6_"VRI+ 1)3F|,4SOP|_>LM?J(K)\$)YQF:
<52HWWM/9K2RG5*-R MUFXB|BY>P'<"TMRR==\$_R(# M8LB
>"SD\$|RO0CDQRV%SEUDUXE%#2^%RGXA*X,ORVZ)+_CQ'.SOP1&&?L3R3
MVNS:Q%(FC7IQC'-H|1.@.^N5| 4?1R|+D#M505#+HZ3UA\$G50Q0QAC#K@+

(5N)CPL)Z&NR MFSM8<|Q|21ZRY5TA'|J^T1V:EMM-I17VA?JUH%R,%\$;J8)1UN^()!:
|?5*R> M5F|DPMO-*I.QJPUA6=_%KK8I@|5|C.QRY^!78Z|P,='4?_ \$R.1I=!4|6,8@2|/4:/#
|=(@)E" M..R78A8_:/(<Y,&/&V@F'.L4@;Y,!;^O1TE|:O?
^<#PX&H4EQ"W9:FKRQ5+656|1F|J22%/SGV; M0L,#E.|HU9RXATM=)
\$L1UZ4|SKBE?-Z^6X2QH|S;S5RMUQ\$FSBJFPR DNQW
M%G/WWC5J86W|HKX^;JB88SD7+"XT\$"42+S8'"X7'?1W)G=K2@K^Z9%CA=D4 M;
<>Z+.^6;|9*749GQS.U>+U:&T+)|40FK6|Y0&\$|.N'|VDF<3013VBV?+PY2
M|J#./,\$W(%1-!7|YP%W='H+&1/_ &.|-!|5-T(XQ>"| #VFMSAZ/T27LPO;*S2B
M26CR8XGQ'L=:UZI'4_@/HN23^7HVR0F=CQYY?>!G&M(IU&FV8X18!|^SI\$|?
t@'77#=#BY?O1Y.U!|/8 ;;R& M1).X4T&GR8-X1.Y,<-G)3G |81P?0K)%..L!67BZ2 ?
AQ:V+0&FGL|S'"XRF@ MM?9VRLJR1HZXM: _3%#?HY| ()7F<"QT=D_FY|81"MNC8>Y-
/:CT|EEP/6ERCV@"TL-PL/T| |M|7L.\$W8+,@UBZ#A6TE<|;K;PH+5FQ(^L>_X M-V|?
C2<#XN!'5|B / ^|M9*T@G>UDY91G4ZO|*".++ZKG-?>2TM8-\$ST\$BU/G MS+5N?
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M,6ESJ2B!D5:I3|G)448B|6(Q?3W?U^*4L"J!MXC@+//HI-
QP'J|!"\$=B+>E|T5LH^GJDO7U
MQB)HCHGO5K50Y1^T3<78#8^K@H>5#:#:N)2|OE1)FLXN0H/I|N2RAM/ LU>
MDA8/!4T_N0UAI:|=M6Z=ER|84#YGC|;LET U66;@"/C/2B#>/2.XUQY9@VF"O
M|<3'U*6P>OW,7^OU@4_C2G|N\$OYT|*TYFX^35(HF7%<-U?LCN1AS MI@4C#
CLLX"O>A(1WC8;.#?G5T0:B(:M!;9EW4T"2*.1.?.\$G+@|J=H&\$S2
M6TA"U72YZGBG'ZH^:<:DCP>;.M|LD>|1YI2@R/J404B/KR)"D+'JIR500^B%-
M/OU&E.*)NEY-O)/WRS<2|N!Q7BK%^X7;|UWBHT
MOM0OC%N84|:S)KBK/#^0X;CQG.\$,5R=2?YSEU-+XP@(9L,0NH:N<,D^OTZ<9
M^96AF.?|6|O|O-C'NIHW(D!;IV:+HR>WCIW_N1O)% |CR8JWV#Y:1M/9VAX"

MO3M(1,Z)U\$.#Y/-S%Z.AJ>6M" %M13%M,D {HQWVG=XI+I!(%6%Z\$W8'S
M1-C%%\$(<? @'&7-M+7Q*A@'P!L0%3:3S2@-H<7"A_SZ"OTC=P4CL!QLF.Y"-
J2Q8E=R MM=P_A5;&M)JR&CVRM'9K,90U_)2(^4_>W6_ ^52U-G*,KF.!((\$&EJJM=:+JK
M1FNZM:JWQ,P' TJ;0L\$W8H&B! (2SM\$|K>_LP|"3|@P C4NW"E)TBM?12\$ M5V4R'
^E|CTV|L.NJY\$30IC:|XI>+/4CY< MT!4YYY'0 :O:F.^V'@P&3(&|XE\$Y Y:
JVP0|4<,P=B88?-AT@B?P_1(KT41-*&'SV4X:7(3B@9@.%K M;-
JW*9M\$DHC7G8PKN.5|F:=TV| MI)1R|@LS-
A/K7J/.5CFC,AOUON67TT->9G0VXD|S:LR|?B8&' +.*CB4#1,D M@RPCR5-
OBEDO;J5|C71Q&\$@>H|LZL|*X7'43W,789'!H,\$,;[M6THCP,#D-N M6SF
WK_3L(NO;I"7),B5|>6VU|=S#%^W\$CB"9>*VU3OS*:+!B4#6| 1NEMZ MR|^
I@MJG'2OTC9*?)\$)ENGFNUI.ZFY|=1 #,+9LIMV)MHF)B49(?1Z8V!)(3/!4=VQB?'^
M_0F=B>>|@N*=\$N|JE"3\$'MG8W\$ _P(E\$MM3(-SE?
J>0Q!ET\PH79 _":!L/72(Q##D#?PHQ|G)'QCDZIJC>4I#5B-<9#A-|5_@2GNK1H
KO)AE1WFAH1SNCQ!N M")B:M4546-
FOO5SJ_QZR<66%^74Q(.@*30ZRKM%|:0:13M,F5?\$JEZZI84,M M72BT3X>>)
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%2/'&WK_1?_O?',PZ+@6=!'*4L/J88,INZX\$U6TRH*U@^;0QN9K&Z&"2
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@EA#)6FK2.X3";&5G%_9CJ"0T.CNKE^P6VX+G|)Z @K(!R#EM*,KZ*\$ M^;,6N1
MY7C"+2FC%JK|L,0OK\$|F_:X3:# !W4%AJMG(,D MNX^|17G."83O:JM*18-B&?
K10J16>SIS::9!M\$%^=WJ>6YIW|F2FS";H(^ MN69SG/:L;Y)
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MJ41!=,DY0DH1NAH9NFH1G/F;E3
M7\TWY|YOINI.W:HY^^=3N _:/=^ UKN=YUKO6#J"G|H,J+ UQ#+|HZNA#&(+. M0U=-
O/EQ8,GW3VIM-1GR|/#>-.*R|'#ZX..R7/6RX9_ |L7^W<*GE 04.^Y>I
ME;/U/FEHE_H7LG4-6Z@/: MG5Z=44(Z*M|A46.'<+,N2-
<5L*7J9H#=X3|,HF8\$QG1@RC.@|)5>^21^L3N MS#'TBLX_#-
:)C\$))=-5+%'":K?|IT*:Z28|NS=:Y7*8IL|Y|_#IB7+8GSB.8 MT-3%=PS5) T(13805.6X57|
Z.: T<6@-*GDBG8M#0GL8H3@-\$|+2RR|V| M@/(31C:_ ^|ZUW*\$+Y<&0Q
D/BA%E&^.SKZ3P|O4X?)+8N*1T*O1E>>SNE,?
M>57C(='PXN,UKZ|2TH1I47+9@RW|).74_QMHOP-_Y^9*%/_KTR4W3_J+%W;
MYVHU6|60N,NHQ9FTNV:E|U#Y0LL_MD&:YSLH%-3|&N":?"5Z#;BQ\$X:=XZUT
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MOD\$>F/WER,P+ ".<1UGNAG^+RV0\$ \$7;KR|H_#1 _|3_1+EWC=RZ9>'H-.*WQ
M+%D?9)R(O9_)H-
_@QH_P/U@.NW)"EUS50\$;NP7PE4|@S7!O0RBV0YDU\$IKF./J=H&VL M;YWHIO?
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#N4KY?)X4@)=?^%)<1,8,0GK@\$M1VRXW6V'<5!; M2#(LS2X|E|OI+O/'4E#(?
X3SMBJ_1/*G=C5SG7&Z9XS@>50T\$'#TS;QC|G M_)H#08\$+:H|3%6*-
MTP>!7")C+W|\$R(/^:V|/@\$4ATCA1M>|QGO6?&)%%U\$ M\$;|KP46(;_3Q1=>0=:7:<:\$;
|CXUU\$BB|^I8+*RH#=#AIZVX?|=|BW%V?6+# MN/76F@L0B"3|@X";9R|BX3BX-
X@W??XP0*B=7"XNB&X@._H9@H+,3&9SROE< M9KISKW6+=KI7?
SI@?'8Y#A(HXN.OH,'+=4M3_=1GJ(>,D@,DQ"/\$>;2GZ%D M\$|A|)+ "3+W9?7|ZKS8H.
0C?)GV>P/9W9&>^|9SPF17!5Z^|U?H7C;|,S=_ MW(J+-
:D2Z<9%\$V:=M_I2G(JK2O')B2=08,8"?9L(:9
MN"A\$D\$65C|9XM8^2V'&Z,\$2|@RB'V2:*\$K%F?*Y\$DNY!3^N/#\02^J<#^O<. MB-
C6#;0?V!=ETLFJ|H4<%|VPX9|H=S;|>98V*2>:AA&=C'IRD+_J/Q(E6DW
M|SCBBOPR+Q_AU|F-=4H|8:67WBBV99E2D5|R|K4|QLXG#1+G|A27/'K6PG)
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88:/_#64I5E)0R5G/HW?&%-;#|D +C-P?>92OE&R?M|H@&U&X>WF1 M#5NT-
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2!|WF^AUJ%C60X|>=N),T|IGX+!XW|MRFW_VNIM%3JQQ9A9;P+<|
MQR._=;|S?'^%S<+)ZL3S0:D\$7T7U"(V0E/&L|O)!H_5D5&YA)0%25_/7/4%G=^K-K>

M*#/[CR#&...:-IU_!=BY| WDR,A?C?-"|?:?7\# 6U|W7\$|=C3*M\$?O=2+6;
MO< %JPB0NHK| %3K8;12 8QZ;3C2T M!*7Y;T(Y+!
LBM\$3T\;:UW'EC.6U?|ES\ V=V6DH_CS|9J.MXZ(5C;6CIKF=4 MG+00<9ZI3+*"87?
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M'X8ST&G<&?X6)"WG0616:QC5FI_|DX@Y2&'P|W7B3XK#1PUN4QQ6270RU5Y
M|B>V6!WMT>3OL1_0H;D|IX4&|+G#?| MI6B7|JE"BI>LNV)O-
;8M|BY/\$J>E)LA*&|XOOD-"(_U5-3-/+CO.X"H'Z&O MBUMSR|CE6'*9DZ;Z)4AS:E25)'X-
*(A5P'|A7HM+P|E=9=85%S|;K6|PO4J) M_J|UM^F)#=0)L17V*I/=+ #PIERC%9^K%+?
C/;7=WME&UJ|D&'Z>24HX2O48 M_I7)R"M1P-
Z6TPMDMLG/_#FIW|AH8&PA.OK_-;G-B|R'OB|I*Z|I?-BY"
M)M2SHA800XA/P54U#;4=&JS4^_67%7B"P#K_"841^VO_|J(E'-SQW\$-7|>P
MU&X#;_+ILDH#&%>;ED-8<:F?T'/?=;|Q1%G+E|Z|+_XS4 A|O1TQ|4JR?O
MWJ?"_|TQ\$|(?";Z02|? X96K"YE'P5@%S 4YI(RBM;4.HIU7>;E07P@_WKN|
MN/N;95X#SD|D9 "<3+;|LX6|+G*-4"+?|9)-3&C49UK?@U@RS':H9;M+
1"J#>J|WK.25|(#(&FL|YKS+W?A474FS3>*45E(O6S&9?0
MENA7F(2W1DN&?"E)WXR\$YM2_-C/L;-4I'|YP4)KK\$2!|I"_.|+M|VF1T
M>;@>SHXAJK/6H#U^RL0XHMO:FU*Y;|/R M@UQ+0|
|21V/SC@5&_-<*N*2|>>'.V6H|_-2L*>|#%:%_D9Z2')+ #5JW|G#GW";^;|CX/H|:X!?
SF)7A@: M\$U;|/#/3^)+'^AJ%SR;6|2|N\$9R_U54N&3;L5Q M^K46MM%0-
#BXDS2U4E90L\$ H#L9JM|^!W;)2PGFED)!1\$N<|6G-V-!?!33_-
M64O";0&K7'_*P\$;YAB;X35NN/A3M<=A8DPAM|Y@QL&@:F9FYX_@1C9E82K
MN|2ZU7^U;SV;8RN|*|R3;C0X\$;!!Q&W<^|JR.&D^SJOJFMIO;X%'W*KG9.3
MVS|U;5%|6G &X#R"|;5|0+R1\$DT@U-S?|HZ;K;ST| M.SO|JB(E+X>8'I.<;K;);
|0T'_VSKI1C@W3^S0)'|T8#D|SW'J'; V:-+I+- MSZT6Y'49E|M+
<&Z|8(ZXXXO'5;1Z0M&9 M072R@!&4UO.7/6#L'M(AO^_SY'R7/J41ZG+<%R;E9|3-
J1'?ZS9PD|YM7/I MX9-!;Z:"M;X&|2OY%C&IS3^FV&|NZ%QE| (/I@/6^NFIU=^F-
|<7.C_# #"X MW'H9=PUH+\$PV*KKLWPN>2K|J%TYG>%H \$S.*;6UXIS; %@!'F'&.
|_-SK^_2| M6S_-E235\$%8%!SI*1G*<#TKK^|L?KK7U3Q*O(C_D;
(3.RUA0ZJ0C:S=*RG+Z MIU;NU"(B5>N_N&@0"^!U05)@0EGC5MNK
E(3^\$"&)^8Q*C;3.\$'VPNFY-BL4|/ PW:8OHY=P|A6'IQGM|BNYVHA;)+
M0|M0TYPH@NA-H;\$7"FO<6<-!U\$MBQP>UOV|E.|DN6Z9EU\$P|Y|Q=INX5061 M43
V5.(|(|W|O:++|C);=Q3P|AZ|6_ ^7N|^R_|+|I>P& K@EA*1B|4|7|"W3 M-
^8VOGKLZES>E3'PFX?ZH=6IA!AX37GT8T(>|L6#'\$IR.0T9_'&!Q'7+M0
MC/'V3;RC97E4^Y"Q^1M(BE7("EVC6C^J^QK@F\$%4&#OK4V/Z_M"@(|1M|_-
MZQGDRO=R\$B>MY130_'%B |Q'9/JYZX>K|H|LUX&:W9?6\$L'101IS2TY(GC:SS
M2E1U4VE;A54\$|9B'UX!G1EYIY*!5*4%F97(M*F3J|>DO<_%MY;Z^O M=7JN7@;_5|F5?
NEJO; <*)|<>'/\$Y<>S/6_*I(|ZKM#.#..0EA883HE%U#Q-1Z|!|I9%.1Z;8=XH3-EY!3|RYC-
#+ST0 MZMR;DUK8'5Z/;;9^1|MGH|^H@;&\$>=>|_?<+8%-AOX5-G3AH9)S4;(1@|L|I
MSR3|4K)T<|HODDI+0|#HUI^7;G5.A^)' |L"4|) Q&-;W65Y=VZ|F^|!2O:HB1>(\$.!_MS?
Z_Z_AZ^E_S3A\$D|R38+|Y;QZ8AJ^2++3^UHR(@-;VBZ;2K|?|*P8W%M)&
M>\$<2ED4Y)?&04UN_%L;OA=0898HD?U45D;+&\$-\$|%/A T|I'R;7O?7LM2@3
M;^TU("8 AUJPW@K47_8VF;;UYE*Y;Q8K2936PG9;T?+52WKU|_5O6|
M|3GD8'*WL&>.5BX|L+\$V+9B)Y|Y(UNGZ6@M3W|_%V M|TB?P_V(LVNDK;T1Y-
\$8.U: ^2<28H\$0=V=&N8) UI;R79UZ@O|'8G;'|4WV^ M_ /M3|+ME/GN4G-
4TY>RM|ZY7"E^;4FR9(;493\$6!|Q/6=Y8.(!; ^ (J*B.4' M%VR6@
-)0MIB58E0|GJ>;.!@)"KN#Q=|4H|E_C MK"T(QU4G&EU;?;*P|M|X)?&?Q"CJ W=34E|
(GK/%8M>YE+MO-V;|N4A25ADMP MTXZ.U9/UQI76ZB/PUTES0|6 ^&UVR*D"GHSW
M)M>|'1%4KYCBE;-S(Q#BX6A)Q"-^- \$S|3BU-ZW_OB#\$>\$?G8!M2;>@LDBNQ
M)@W0XPV6THT?UU%*|M/1U+|DM_-P#=-H(|:%2N|+E'ZH;N-ZUY6W54&OW?
M/_2UM4Y*2|JTJP-ZGCF9;M?JC=L+V*NZ|+2#7XT%|9R_-RJW?W-&(" TK"D3
MFWQ/(;3TU|R)K.+4-9,<_J|GDNG|BO^|1/>|;W)! W>T6JD1?M/W\$H/N/4-W>KTQI2

M,53|3>6T501C13FWP&UNDNHUCW)O377T="#\Z|NSJI62"B M3)GM%,E70;>I8"P
!3=Y0) NYU9+)B(-\$O<"06E'l@-6-2/#1 I-G%4 :2'(MVIOVS\$D2|_M?
R@)R|IAMI731#RF|H^7.A!SOI5A=3A?6OIEF|(- 898B>7VOM:%4P0/
NI8XC4|MI86)IS!/?>X" TT MKZ"G8N,^O\$ _W==SDX#2=ZR^Y.|7Z;HKXQHDK(C>%/L?
G?9T.+K/&|F#SAR6Q M!%T-)^VCM5=LTZV#%K.;C^9T|(X%|S7LRBUN)F1+&3:>
(,YK8>WX)IUH/MM- M5U&JUNK|DLXB1 3V\7Q?"N,9#\$WT)9=NA0E|^?S(LOCU!
|MF/HSSD4J.<&" M+SHS#^;2BWI_I=;G^VP6VX-
8,/,IVTHL2J/ZDX:&LD8;T5*)%)GDU9|\$'33N M,) 'GU&UJB.O3%!.*?V2
QD<|/#JC_K^_3|HIM;OBL<_,YMV/T%&#5AZE=.C: M5@#-
Y>\$U('G|30'JQA;K\$C^,3V?XW?A"B:0C9?@T@6I-=^J/R^S9^N&+(H MX^:|LOS"
(=):N@#*6;_<|:S:>"|?+J(U_BBD-1VC|=)@<>XV:YZ)RPH M%-
QH#.N.90,1>>K*\$V<;4;&_ "4BR45&1PFEM9'W+<# O=7Z),1PJ;F6R*,
M#NQ?|ZVJTU(E372=O/1J_/9;4DO4QM0^*?ON9%A;*VZGT*+TF,&YH)T9Y C(M?
PXA5:HR-^<;YJ=?^DSH_E4YAU&0OR0VU,-F)Z34TIF@3R>Q-+|@E5B<|X%:
ML5R*1:ZO8&%Z# WBGHH|RV_)ILR/PF14YZY#/"BD^G?HJ9?88DZV(^7-9_-)
MX|0(##V^OG|A|_K;G3NI9*->UL!;:;S;:)G.VY.< VH^L :1K\$\$\$&2:C2_M2
M4IV*YF',NU_F+7?>9=AN%Q47IV1;1V5D;V%_D-J#E|FS,J V?U&|;)LIHYK6 MP-?
EGH|1F5%CD)>2EX22GB*|/#|B>RPI:688;Y+T>'T;1XA5#(|BIVI: ^,D+ MLB+O*
RDB&6P2'I2&*|X.%HL.U4DW-9*/NZI>:RRTL/8IB?' +92WF8/(H.V# M@9+7
,G,L"7IA,5:|/SA"DRAJ1H&9@I?|TD-"&M&SJ;D|T3FAT>WNGYWDP#3
MF4:|"=Q,8M6+46,3F!\$L)WEZNT8TFF%ZI3>#ZR|(|V L1+KE|C#\$-U ^+5EX M8"
<"4X|YP**;;+DJQ)KR6O\$VMZ9B M(U(:9PLAQ;VY|!OVV!E83BJM|JZGW?R&:
|KKTES)VH4WH&-F>|!02HUN@Y M\$T<-Z)K..DO:-;=_ \$ 3>?#(9:JRKGA?
N'.ERF#>GNRIQIGY+E|?@'|*&2F
MK|KS6Y@C*|ER3*)+E4P6G15|7YJ;/_ (Z95AIS5/2LU2MDIY'Y7P
ME#S@(/@PK>SE_OH5?;17#Z;VDOFGZ>=TJCG8 @3AVHX2,=T|IH_'#SUHWWQK
M5TLB9;)FPD;'T3O|O61821/G)AX2&= _#5%F-W _#=@:9-<=SSQE?&V@E89T!|
MPW;@R^VH>-=5ZZMM)_MB%C;*>L:|&'I%V8'/|OX7V7RQIGC2RBAH("H0!4O3
M)-.:WUGU|/SWSY#U=KK0%);LPZ-&CKSBVAWL*F:Y(KOCBLL+D)H.16IBBJMP
MSFC\$|KJ41=!*DTELC3@BV,*B8'6VCEJL;=4#'.RR6V,8|D?V4^0_QY!;BJM
MVJU9&Y!&LPKXQ-3@MGD+2-
|_NIER|##@"\$WO@'ZV|!WV&|;7UI+D116<'6@^DVEVO^4|/5 MC>J?D7Y,%9\$|\$_
XRK\$S'N3|KD:%D8F|0E<"21%1>RK?,FUT1|?UA0/WG6=(M;O<#57E!;
<_FW0J=04|0M+P)I|VI_C%|W;W|T-R: MTOUSL>_OYE?C>DM56 MXXY5+(L>|M'7.?
^9|0I&VA"2|2V+(+|B&RSL2*C**.<|HUOI<2E3WN>|'.3ARFKT:&|C6@>85S|R4-
C\$L)S(RW*5\$'+VCHJW&65:E^5" (= MK/|@H\$"0".K|&7*
|@&+V@*DX978>|JTM2|AW&# S2%P?M S\$EH7P?5Q)B/PY5 M\$\$/ANY4K|
(\$U|LC)66WN|:Q8UF3YER.41-DK/%MA?Z;JLVE&7?0!|HHV1'M MM
YIJ%JITD)E,V=@N|7Z(MONSO\$KHSE%,@727&/UN7.*\$Q)+E+ "-9PLN-D;
MM40#XEU<;0I7M,P.;ML-T% %XK+D=GDR35/CJ6*>'Y)(.T5(3G,Y ?BU\$WGS
M?/UDQ|3^XV--CEB XE?#;B|B^E^EHV8!83\$TM).1@>2!IXOL",0V&US\$1\$?
I.#0U+L M-G^=:XRV(LD/NYC4S T2=;PSBVO 2.>/3)=3:3 81#|9|/KU#C:=*L>E\$1
MJ>/K..LN&Z^,X>1Z|:C45><4QP:XH7>R+_R\$6Z/E%D|HGM03/N,?7|Y)M3<. M?4
V\$|YVY=DJ0CZX>BZ&VZ1J007KU9(E9|!A)=S^\$T2(?;WW0|-A8Y6PL?|FP7P,KR96A(2-
M|8*XGXFT2MOQ=B _8IE4_1!:U'4-\$#D7'R9_C9US)U^)-7/(F6+|?COK.(>%
MKGA_1)8Z="N'*45*=|\$_PAG8MN(^9|4"|MX2Q|5HG50L3|@+|;|>#+&_RZFP
M_|Q(P\$&?E|1XPF;4|>+ ">, ((L'W7NH#|O XL&^5P3"N2+?A<36*|?NGS9CW
M)FPCA_L!FPW?;T|JV>V?7KH/U%*OP)DB\$H'|./OHPK&T(R;XV_WB,_HVU'.F
M'E>|8)S(G21^3-/(!#?|=NM)J;T*WZ^KW(_ KU*Y4.-,ZD5<<|E8\$PT/0%0'X
M8>^GSAQM?L8Q9_I==#?IH9(000@06L5:D?
5|(^#K1E('>ZFD4M|DJ3(!?;|TTAS_'LEE)W?!E"N|D=W43|)2Z MNWQ2DT8500@+YF,X
JDVI3Y8_&)Z0L2X087S|>?H_39'8|K3(3;R("QWYNQ M:TQ= 5B03)9>6>P^,/E(&N4,#
|U4U% @6=P-Y2#5^4.F4=L*#O\$(0 JL9H"<'M^/?
ZCN*\$3CYG_71>4|!XY^""|K3(N098",O>4R&&'G,3UN00,XUG;MQ|HZWS
MU<9Z%ZS|HU|VB|JH,|1|B'N4+|M|W-D^H+0NC|QGOYFV:@N:/S/4;/28D#M0
M%O<\$ (OT>MK#&MSR6S=2U9M7Q-9#\$QRO,RRR#;5JC'JH6?|DLK7-\$E(U=38E<
M/*6L(F100S/RQK)J_|D??|(%S3|GFD)B<|)LE\$"2|< W:/D)|/*Y.Q*NPSL%NV M?
|/Y|5,M2Z-#A,:B4V_6=>Z|/K,I"#V=7(:\$4H@NR;+ #)4 |C=|!>-ZR|/V)KJWV7_>RKN-

-X(Z,6;J<7E.D'IAU2&J6 M6SV#5; V)BYKRW-IF/+/'AT22H
<,2/U#B"CC11DG_HBY!@T\W+/JYOP7I-F M\$R\!)J>;A/
D,!!'IM/HW7AJA2&FSJKEN"='<6UB:++H_GDK!,1_K0.#))U M9[Y/BW^.3NK,=7L(?
C8DN:-DS/'^13%RHPH.,30%1Q1VQC?7Z:5Z716H9YD M-
WB/A,KYHKU8G0YZZ\UG8#'C6/2>K2@M,!FS-Z^S%K#37M:@9^M\Y'SI)'KU M I
FW)RI+KHDE^*RND/'QO:WLA5TM?7^XSR;>80+I\I_C8CJU_YA'
MH>'GBK9&JJ!\$W+W6S9SVE2I("2X/X=BV7QYT.H70I_*AJ_2E7&GJ6I:Y><5E
M>=\$=J>'E&;4T_UL6C2+AI_=I"C8HMM(J+;S I:OWKWCL,6^*ZJ.GY?910
MK%%JD!*7>\$@VZVO2&JDL;42;I\WIH\$8W>MD*%.W,B(:*;N(REL !:25=ET3U
M5%>,E)<I E-Y8BGY65D-":TQ:=8S.9VKXKB?!AN'122)F\+CQ.P>D%LDP5"N" M4_!
T4B3W/J\3B_+/%#PVXU1>&9WJ=QG-4GK/I\$NW978H?Y+MX^*DI))EC9I" M3>*?
UE:P@%GA EF6=(517_("J+G4Z-8UP G16!IM:JO(0!VRL\$UQBD8+L:GIR/K
#9JHVYF!;2(NRGO@M_75+-#UR>F-LZKK5^ M\AG;IZ)DBN_\$"V279_MR<8/I=5XW(-
/HJ0##"Q)_C,:E\$8ZO<6"!^*^?I H\$W\$
MVKM%1!A6#FL5(&I0WX%*U0L8#D)"1UIJZ/SG&&C%V&\$>GI1SVNS/YP3KJ^4^
MR3F>/(W\$YC&2?
#9(N9TU0)&Y/8O]_>W\2BM+/%K23MXO:88"68IS'6B%.A'%5Y3JG\$%J!X6*/?
#=KR&Z0PDYJO1AUXK1PV?JAZV.H?;IBH MDZ0P3:+S*)MD+M ??[T:7:]=\$\N1;X
B4S,GO^M;H#TESN7M:H1-H#A0;Q&3XE M3?YJ<5:G7I MK@%BD;*HV+DWWR%) "L-
?I X880.BMG>HL+#13UW2H>NYW\GO"JFUV67'\$D0'I M=">A@6?)=O\I
(S!O;*KTLF\AV- 5I\WYP"^BZ%W)K"W,/(927P8LSV.8\3 M=.
(03_>W\PN"#%GS\WV^DR\ SRLZT* E""\1G\$]_)R*.2!-&CX\$1QR,H+9C3
M/7TR3@6.=,6WD3\^*I^WY-.5>:3SJ;A0_V@;:SG&%VT" 96U?JL#K0V\I-
M)DP<^R'I:W)A(KN*7\<6_/MK/+B=/Z\ VGE(Q<I SZI6/- \$O61N^=I&):-7\9
MMW.V\JAU&&EK>'NP/ <3|=IX8E60/H\!U^BVB#!WGA@/SPC&\^_XUI5J\#_
M:U9;LCHNVB))I S1D:2U:9_W^I0+!5U)1HVD9'K'#:XXS7PS3Z%^?Z%\$6DXG
M2EJ12TB:"T)V'Q_(BQ.6/W\$O>I=,C:F#M4+QOQ:L&-MPZ<1K1!HM;A1EE>8.
MS\ P@G=:4LSA@N\')J%B@XUHLFWMHUW@-R+P&=\$>6R E@M3NJV GKYTLZC1Y;%
MB'7<+JIT-'\$I)K<#E>JMP>N-&IC6XT9.3=/F'8/>,NESQA7U EG#1!5(AE%
MYF88ZO2PJ^##_>R:]>'2K4\ D8@.I?K4B\Q\H-*@0"4)OLTWOE+%"J3.D*S8 M\I
I B.W@N*W;#+#@> \$/TU(<>I&*JUR=OMN'P=V3CWL;F&GJ39^?26F#8HS.
MP0YCM9F/5IWCKX3J.I\$ _G6-U34<4M@/\$ZHSU'1<@4;QG WY@OK@\$S3FITUP?
MU&GG>"?&LR8(#)7^&*W9DENGPG=.F:8V?PTXH#J"M!U> I9#44Q(CZR S?8\I
MELY.Y.H6KERO7@/F*-.C).L:%Z%:EJRHA*N1B21CX0\A&MQ,&I2G\$>4%&&MCG
MF)P1RO\$3.>3%A_7./W\7GWB\I"#H_7_ ^4S/ NS;I*8" TGI&'& GO2+IS*=MK&"I
M_:%36(B5E0N6^UYR:TC\I VQH\I LUH\4QW0#E7)\$LY\$V. 9Q>)K.I;YL_7RK MK6-
YF\VKX2UMP=9@+AIFL^TWSL_I2&9TYVM^!=E_86'2NC38EU\UZ>F0P-9I
M3\BBI.4%P!.07?OG*6??7X5\VDHJ\$I-I YE\I V?T<7U'<4I-G>"B_TJ>"9V_X MN9EBA%6-
57&W*:*X@LFV&VG'.F^P\I F HZ:S5^)O/&-LVCL+C6>C+;I:TZ_ MCHJF
WC\G#&I XQEB,L^>I\7>-=:"_WBP6SFL;\$+*Q_.RI+ILB33=8UI'1U27
M0K#L&\#OYI'3J=(TI+I\$;>AO^!_A:\#US+I6*_L_ AO^&_Z_ CK+9OZ/L_ AO
M^#\YRN;^CK*_X;_A_ ^0H6_I04\$L#!!0 (%-+"%G\>AK6U(!_-># 4 M
=&UP+3(P,C0P-C,P7VQA8BYX;6SDO6ESY#B2)OQI?@7>FK&U*C.AB@=X
MS<I.FO*JSK7,E"REZIZVLM?"<\$J<"@759(0J;-I^ 1X1#\$4\$^2! *M=V=I;
M*9%PIP>\$P^'PX\^U\>')7CB9947JW_P?_9^P'P%2U8OKK\I O\^N_T TQ_ ^
MUW_ITS_I V_I X7^>^?H)O"OHYH&OUN!MR?&;_!GOKX'ZWL_ E:4?^1/&%PO
M\5H4Y0.\$_U&_I K9X?"[SN_LU"+P=8\U?RW_%7E,QAQQ2%.20<02#M.\$H\I
M&0N\A/M(H(N\?R6>I+PT* O"(>)S\I\$*0D@#GV>^1GA/HJ\09?YZHI_5?I%
M<,6!%&I5U?_I\Q_NU^O'? WEES_//G;Z1<_ER4=I\ \$GA^TCW\J0_OXMX/G
M_PSKI_TLRWZI_I\H M,J\2B'17_YS\^?;N@I?I P7U5KO***0)7_:U7_I E-I M;I&?90O_4W%
I S,B_8S1J7ZT^8!*7DOAYM_?S(_V'*G\X7/+N=_'
M79;EWJB*RTQQZ<>*RW\^1>R7.IAWQ_ ZD%<'S-7B?G'%XQ"F7YRQ>RLU!)^>
MX1Z9LUEN/JCW*S;7M\LE=3;KFW/LZK,HUG@YPV>Q(I-C>:E^ \4G^U))1_PTH
MTYI.JH\K)O:IYBO-&6>T.#G/W\#_*G156N%U_QZHY_Y@^\$EPN,LIA3N=VP
MP.,0(4\$@ "3F'!)\$L\YC'\$_L6Z^VGO. K^_M-1\4>^NBX/QC(L3ZQ'DM>%9N2 M-
CN9I*5V\8;I?TC5NLZK=4\O\$GSFN-J4O-I(?W\7\I\I?_VRH_O2Q6\$XE MX7(>X0JZ1V*I-
N6B?"E*04^)LONV*RE++8? %:F%D:_HFR>7_AR7:E_0?6O M^L-^.=HO!XA?
EAUGN*0C@+5/_\$(+;6;\KN\$>=J(L'@9%6!>#DI4 (TG\ (J2 M\5):B4?8W7X@FPK>8?

RXN'S'N?SWDG\HRAN\Y.X6=JPNBGS=Y?RZ*J?EM)'LXTKJ&EZM_YQ^4&N
MA2MYZ)90*?)?AA<_IEY^VF+.7F^"&OY'.I?O\W*0HOA%A@/_)"PK&T9PB"
M*!81Q(\$0\$./\WD28\|/3=3M/&Q/K(JK/L"S8J33;1A:8B:E_IO9NIYIOG4 MTI_?WRR9*?
@M_V GP 78B@!&4 GQ 50? \$EQP7827(!FIG^>W^F6W% (T_I
MMPO0B>1N'YAW"AQM%#,O/>M.,N|\$O-QJ9J9NMQ>IXZ5D:9T_|>H#SLN_XN6&
MRV_X_[CF#|4BHX11|,MS<:"V\$(E9I(%GC3;42:2V/?"+#790@:I3:SY>|00-M@*
(.:O+@=|4 J#G0/#;K8:>GKITA8FI&GP&&L4+4\$M*1'ANF-:OZT1+|I=;0
M>|ENL;|MELJV+?&R:0L@HA&L9_&\$/E^(O^+))##SH@PF(LCB#*=>0K')^GY) M8.
(EO2-GZ/@Z"8C>HCU'3+-UVI/P+WS)' +K QF1QM!P/AJU!9X2|N6B._F<
MV3I;/SPN_B8/C.O|SWB%|VJOY0?.JX5_&4Y8)*?>@PBCADD:1C S\$>>|**4
MXUCHK+-3!"9>9PU)|+"E"037|6&=Q&1XJ:F0U&RIM4+NR(\$/YPO)VAOV^G)X
M4F'W*\$TEM+9V&9.HT2|RJ5IC>"HU5KCY&NS:(TOICNM,?J?+|6-("OW?4 M-#?
C0_F'5<-94IEN0YH":2^,D|P?V6|K3G^>^*YY^D>|T6ZW|8;?#HXTRR(Y
M*4"W.DX_8'M"|7MHVYO*.YDD08IB22|U.J/((@9|R'E#(LT890@PX/I(9&)
M%\O^Q46%EQQ46PY,#Z)'(-(|?YXG^%FW-^#WAJ#3H^9I>9R=,(^0F/E@>5K(
MP_/DP+-V*U+%P;'-DE^)|0GU+YS=Y:N|CRNYY&LSI%*7^/7.6,G'&D\87E|S
M4D43JNBYRO7;_JH9@!GS_M!104,|9|CD@8F2SVF?F?A2DE084
@CER7FJ/3GWC40@WXET:JM4/73'?_@ M<2<7P"06_TLKV@58ML*9J::YOQ4|K?<=?
P%F"K4_>3TW7BL,^-B?_)N|R=^R M#JY?3'4O+|O)|^0"O|>2
24:J&5SJ+M?:58<;0MSX!,PD48LBH,\$9D1=N_AQ+\$20A2@P|L-J4YYQ
M;Y('9:E>|/*YRFL%|AY!\$PJJV6!5X8&KSZR>OO!)'B9:?.+C|JZ*,?!.7-I7>D,?
7ISJKKC.%XJ:7,;!S!W,|_%);LOEO+AJ|>^:KBU2+U0I3X_8<^
MJE.I1+O(|3'|*@N'L2@(&|A?F5O'U|?4G=9H
MKT!8FG@A9R\$4(I8;4!@%D,1A!&F6T93&+ ECK5NBPZ\$GMH8E,9-C\1'1QPU@
M>X',-*62I28T?MLS.I:AJ^|<'9&|U9(-P;M^XNO^75(F*XOA:".*)1%/(0F"#HB9%F*
M8Q3'6NF|VA0GU@2*/MAC /0Y+|K'|RC'L=1U+/EG&)CIE3.A,780-(6U9%-M,TYO5C-
\$6_R7EH/^BW8*X5>(JC1;^ PNCG?I*6UF<^6A1BY*QX)ZD#^677@2*%;,P# MB567,
)\$4=9--, %IP'4TP'G@6*U|A5)|*,B^L,"I*:K\$*DI7P!)V|VZ'Q7/ MT7H_36?6=3XJ|LOU/?
Z"W;JN\$Z-6>/FVY"Q?7ZJ4^4I99?7NY"MSGJ8"8A0*M:=;G 4P)9E!0SL.(XS!+C&
|+AHA-O+UWIS%#&^R(6^WL@|I#1+6A78)BM:7L<
MC)>TCH".504@J5D7MH|0+|>VUCN6CNCZR|QMAR|<2 M5TW?|?1H&3IA&Y>H-
=Z|3U>F "+(*G3UI*Y#_4|= %PY0RVYF->K M>1Y4!^|D,X<|HXH'_Z2\F=5U4:Y%LW">-
@H/W(0!;|J"E/T\$. M@(&|3HMG#%-|AT0\$-,AUM7_KAU7N63&9K5%,AR=N*(I@G(J|
M@DD88+D_<@|FOCP">8(02I"@B<>,|F TB\$Z|D+I-8,L#Z#%Q1FD6+3SU=D_7
M*)DM30<F>=A&\$CL*GE"A^2|&0|&(!RD*9B|:Z= MS='\$_7>
|D|^9*CD?:3T|,RM^9DKHH.BJXA6N"|AQ>_&RP&HO=4P#=#V,-Y0PK
M1^KK?'YFU6W.X'NI^-P-;*<55=A9G^Z'IR_YUQ<^H45,19AEL8#,"P.(2.Q# MC!F1QX|
(T2AA|O|G9DX9;_*3>V6Z2^(*_+BL:TS7|D|>LV9=64+4#W|YAHD_M,Q764-
|38A_>"K|!5!&|AXYC=YK*1&I'RDB+Y*SZQ@2\$ERK%Z%W;LG@/CR6_MYZLJ?
U*|J<4#EXO12MSB;|LP5>4(42\$KZW69D\VZ3N,JODCQI6:34"QK*Z|I
MYKGP03C(O#B\$7J!|*ZY&80")0"FD2)((E4>RI^VF#O>W_\$UL9|UL2/T6H'VV
M05|S#7"/0; NP&J|1?E4PV-5Q|W?RA'^4|IMEY+^MBBE46U1B,#U)&:3ENOH>)MG"
5;A|H/H&'Z=6=%|R+S|; V MO. |G"|1=6!3BKL23+=3Q1I^0:7+Q;:/NO;|MDN"TE.
JJS.I1NN9NYC.4D MT|Y6P9R&C-FNS"E;7"Z7K7?ULBS5Y6Y=SJ&|I-)0JF-
C3*P=)6G0^=3|Q/5T MXR@ PTK.I>QFVNJ4V ZO^'2%&
|AHD\$.T"H.RG9X8'7B6!;|K7K=RM9|W7X)* M&5S2|08OE\ 7.&=_55&=C5+85=?
07(HZ8TV)!4+4K\$U;O..%Z"8_4_5S_5> M:F*_:"TOE9=@V-N86CA
GYW6GO\$5'*K!;U%8+:%;2)N?X\$;O6=W KY:W_/R MR;/_LEO2|A@N;8)>N=HLB7"
(!)\$H4X26&&,8*AQ|(L";U(GGI-CD)G<3/U MP0=_ S^VY1A^F_XBHO|M!\$|
=AZ)YS9(#33-E=O/UX K19N/6?+|,|>4)S |O(XXF90RX:7NT9P|^0*7W'6
M+O5K^3U7NR_1YES46O\$I2GA J(X9!RB,,\$0>P&#,8T#GS(O2T.C3-7I69Y8
MM;Y>%P6SYP#TO -T?&A>%FF#<|!|?Q|S8;A:|7/K-EOMOIO,U^3Q7;>YXF
M"/R<#W17W3FG9WC>UIVS36P7WAAZ+_:>VEBU2MIP2_OKPP<
M5/LBC9|RK:4Q4UV=(Y=3D>YMSJ2|H|TV|GSJ_#|0^;Q;|ZM#_|>ERNYD%0-
MH)M|7/(WN,KIY8JHRY<;U>1POU:KP#X1,2(P":@/|J|&_\$Q=NMFV.M9-3,@:K;>^V!V
M+*F*;J|FZ@*|V0+<,C93_7,K>)P7(C?CXI4*BEM!:=,HPN-UPYGOZ5TG-|TCD
M7Y;E)2L>Y=@?EOA.=W<_|?K\$ND=1!8HL|/LW-*#E0'|/R7|N""@0' S%3\$B
M,_A=D7=D)XP(9V4QG!IS-MMA1*B^%3'VJ'5\UD.QNEG+!|?LN?|H97|'M|G|'

MZ5+^#ULD08RY'Z;0\$H3'6,"T\#4'"C:(-P),1\$ UV+N)\$ <T7K+UXX:.3G"U#\$C M-
6%04U:%*F[SA]H[OG+I4>@F)! V)2Z|=LC8(QOTVYP,/0[:D+0VO"NPDE& M);4+)CDI
I'RA)*.B[062C#]M6[RKOJO&WWBE][J5<3G\$"?%Y&\$ _KG?K+(&9
MB"+H>7\$6D>W[U+N_SRB9?XCG_9*(?E:AWX.IC56TXJX_,"T&25*6!PH2&F>I\$A:&J
MF@V3./58'&0A9L1DB>H2GGCA=FP W/#1F-\$5*#;K:HU7ZFK@0B4K-+<\$S4K>
MK)YXI=ZIE.\$""[:DS[0?.86;K4N9Z,UXAG:YJSH*8,IL#93\$5N86Q9 PX/R MTS5<@(:-
UD7G3G>8BNY(HVB3G57/F(+Q40L8OVJNLE_CY[60>YI.SOODV:A
M!LU1H006)7'P5.WUT=S1=URCP5!8*!-59_S9:%@#8?O&K,EK=AOIEV+59:LU
MFW0=K[2(>1CZ2&Z6*5/9Q9FT;%-*;63R]VD8"C_-#+.+CQ,R^9RM\HEK*FW:
MGMEF=@(9O:WK?&G-%F^/7AOI? %JDNZVI&&1'&U
)XC,NMT,"_IR^06/,A2HN+N/"I7*5+5X7\$2>)_AO#B.XR2+,-Z@UJT
M)S9RMS%6TC1=;5FPZ;1J@J?>_A()_-5?IS;ZH Z/BUV8VDA:B&5U0B/YG58I
MU*A" M4*C2 Y7K70; @+8Y7S[M>RV#S6<^U&=PT:/RZ7ET^K'6=S"/#3*P<
M%'50DP=-&G>/;DL):F>YCXPI MG[6N)^2>Q:YBMMZ:2H9I?VM*B[2U2':IMO@B\$?
<\$S%D6*@\$I6D,,0X() %D2 MAMB+0R:,O&"6?\$RL\$ES71AM#5<I2F
\$K,U6A40=MA^0%Z'X[2;;2F>!,7/AL MC(OOHMR9)E2Z1 MFTV5KWAE>!QR/@MZF0
UL353D7U.+|>KW48;H;=1FPJ^RT8WC/>SDH.Y4 M>+K*_ '3-WKS)H!;!>Y
?.A4=RZR'S>/CLAX<+M41GE|R,OZ=RH-:3|QJ6MZ MD1#A(R)@Z'DI1*%/8\$IQ-)D?
X)1\$/O:3Q"CIP8J-B97MS?NOUZ E:*AQ+6'5 MTZO3@V6F/?
O|&@T^I(ZC.OUR@L3)|W|PE;=@Q|2:0MG-760M7#>:%;)B&?F M+9P>86(5HC+
JG*40#. P|JER X'Q+=68]\$X3&<9EM,U^?/5TAG'17N1%3I/4 M4,=-
R\$4|^H(PFM>Y@5K0BOJELDYE93JQ^K(S+H4WX>B%#Q?JRC8|LWC-
8-;"J0|AV:)*X@|HQT&=@YX"AB/,@_M"2D,,^%#Y&S7OXTV_(-|AW#*A&CZEA6
MCXFMQ^9QV^-#**_WD_G|@>O)U-3&KS=%AKJY-SL[5L"_=FYZ<_.SHVK/+ M3-
GO3F%UGA7OAKM7RI9W"NWI+JW9"Q#N;H!>ZE?NZ7N9:GGIUX&<1)A|;>3
M&+F(>@GF9O+O|_E-MH::T9'05<35(:IX8*QVQ#Z*JM%YR6W-6U?Q|PT51JJRG!
<|B\$M(\$PY03U?-2 M669,9# -6!1%&8TP82;|5+2H&BUW\PIXZMBTV?5+;
|HUN:DANP^>YN6B:T@, M;PSK.//!3A>DYD+E&TY?Z?6HU!-7=-
VG^5U4;CT*@VZ%UN,ONU43NT9R?RF6
M*E6O:P9UM=J%9%R6>27_U#^H=ATM%BQ_A*N"JT\$@!\$38|R#A&8,I@6+*|B
MWRBR:RI&)|8|WMXK1|(Z1ZP.U5(_N?FOYLJ-FCI|L[3;'-B:\$RU"Z0W6NX MV0JQ7S:
|U9G|HME-&>U9M*@KA"=6O&>S^5WH:E=@ZZIW9_0L"IS_23 M07|HT?
>F6|8U.56_1"W+O2/-)|?)H(.2V5XVK|;L,OO^75@G@1DF>2#'H))_TB'R(TXC*?|+
(QRAA@AM5+|&B.K4/ M8NLXO)3'\$;E;7-ZIC_=W1?KTIWH&B)H>="=?0&'HFK%!QD1-
V6LKILL&.T'SM M/+ #3,&AD@_V|:%W)2&Y|E2I55O_OQU6|1UY)V0BO)>FW^#%?
XZ6JVD-)@N.\$ M,:D4?'F")F.):*0M#(0S1E?A2'BQ6_4Q7+|;2\$/G&M|9_UZZ'/@MF9_4*=
M&(RK&^GBIZ<>'&-B6PVH@U^|+CX21VG&K_&EI-&@31|;3_EF.3+UKAW73G) M\$
JW%95T"<|=CC0_WS;AP=@Z&0Q%<^@5ZH|_G#|4 M|>@I_,AC9DIF_?"XN.7T?
E4LB|OGMH'=(D8TH*&7P%1(TP0A02'! 8.9YV.1
M|3A(1*BC8HZ./K&"V=\$#O"&HMZ2.(S&|H,Z6SVPY|41|?|YHK*#U_7V=##.=
MB'MD#((Z'YM4G0I4A5C+(ST'RYPJ=Y.TF92Q|(!5E9A575:KG>CJY_5S*")
MC7J1C|0JPXM#KU8;Q|^916D,LMNIC.&'+#OA+9?%GPK|#T7YMN0L7W^JHRNO
M5L<.7 <=781'1\$QA\$/%8FC-805\$ Z')OXAIN@6)WTL Y%PBY M:DAW#BOSMHS-
I!\$SD78YI?:M06G|H5V_9_&502.O+J+>Z?JW+EO2%<=&@_M8W*/7^6<*,+P<9&6J+G
&9K*YPCHTWVP7.@##|ZYNAQ|Y-#3CJ"VZAP\$T# M!(P983\$1,")!|I&4\$!(N?TH2%/,
4S|F1KX5?+=S7..|V-<4 ^#=-O|;| #|' M %<|DV:M%P8-I
G1\$=KRNS|H#W4<*O%-.N"|CI<'7M\$>P4R|97|/#8>|DA@_M;%MX 'DD3"&(&-
H|H0^9!@>?@A|MR#\$N%G:6J43V1 >V+5T05WQFMP/&#=-M3*N8@*JG5B:"RDROC*
(T0?D&"|=\$*1<3RK-J%PM(7JH7FR',G:*U&=0KA=QZ M;9J2V2S-7D+3#&).I#
(1\$859BA/H81\$(0HD?QY&N?W:(T"QGALYYI^+,'1F MW&/K2F*;(X-C8?
5|N*Z\$/MN=6^SA_@25U4N(ON-7ZWES_?0UK_ZXQE(3TORQJ:YU5_)Z(VOW9B|E\$?
+E44HE MXT"%),RPET(>(IH(%J"0:NNH,6(3ZRE%'NS1!UL&|!?'R*&+CFLLE#F;::PB"
M<82\$TOE9O-Y&"DN71D'E-?H\$+L,%UA^DL^YUS/42GBK@V;@R:
M!L2CGHHO":5.8S2&J4?E22|QTBP3&1/8LBC\$(-V)U=O)|L4/VT+%YIF'AD\$U
M|0TY@|L_XX6>9|2-Z0ELW/'T# #55_(*:4%QVB6D|HJK_."NP|0U?JY;3_#U M(DV2./"!|
(J8>+L%J92?=\$1B3;L\$ _DP0ZEABU.1XE.K\$!^|'CX";"6"Q7I M6G?
9D';|UIPOMUZX<|. #C^"JIT9UKFR<)^CY!| MY8#?TR",A_H.O&NK.OJM:-
HS6MT1F07\$|YBT-NI&\$R\$F\$(N0PQB3) LS'E.E M+O0+'9PB9*0B|&H;Z+9.,@-(=|V?+

!;I6M^3%OS8\$OWI8A?|W*-#|OG;%V?M(#/S6AX6|G#|CCQO>?V#JZIS=G@DB
A*5OY,|!3CE/E)2,UN M=[9#3WUY@TU;?2DUKQ^L9+%|'8%JU@L|Q!0>W&X=/
MF#L'/ZY8+HV|!2?56+#!6###S<(H0@ZGONS-
EM7/8FKMB|_EG?;6:/7IW+M|_KR\X|F'U)DY M%JD\/?;0IA\$E,
Y1\$'I^S"@59J=G0PXFVH\7&L,N9VJ+3-V1K,^OF;6|'2H MG65F'ZF2\|D)/Y|H-
H;|L36N3_|5S'1C>\$|9|^8#G:>6=E%C"T;|,\$U5)"A% M0MHL(8.8XPBF:9Q%B*!;
O?.B0QL6*Y=.,P#'3&G8B6RI%;Z.2VF|H|%
M<;RN>P1>9>\$>"GAJ91YYTOS4|'"_QME7O.9|4S*E%,5"^##@H0|1)|@*88DXA
M|2),,\$>^A|12Q4X1F'C9U22!HMD8F_IV|5\$TQ@|Y|IHMLY>BF=Q?C@JL_X!
MXEQY|4X0VM-J='08DF7@|'|#TM=D.#T-,|TV@|_9|=?.|U6AMOM."W7^~0^2
MP:~<|8='-;G5 F5)Y&5I.69(8;J 0|B2|@%"9A2(5(<.!W-7=N|?|=P3?); M7^~
^U9U;&T=>N5;UJ\$K^*)^X5Y=,A5#!='(*UW+LI4IIZ#9_LQU?%V8|,|E
M;K8|L_J8='RHDT-|Z<^<-
#C17Z4X+J';O>*PWH6AJ@X,C1TJNWN+J_+@MU'F%OGG^KN#R4;|-.+IL>5/D|E9^~;E
MXMN&YU&4)!QEC)D<*|RP;-5-|/'+Y9>W'|_+M"BI?WG|Z|?;C^|OS#22(_3U%-;|F|KJ,
|X&BD'0<;CR_W|43\$|H_Q/8);3M M&*T|,|+>L@AVODS2D=PN?(47GB*E9|);
(%^J3<>C6Q85Z0L:BZ*|L|++GW|DI
MENQR+8V<1>2%W\$^1#P7S,40!36";1=*VRQ@7-/4MQ>CVB'C-*=VS>R5|58|
M|/R^H))<&|;OT\$!13_4YQL9,KVF5.U=|J)PZR4F34N>P_(:^|*ZJ;&A0G+>8
MACX\$!S4S#%ZU4Q;J^~C5%>_H?2A*|6E|;4N1JTH=BX"B,(E9!GW,?8B2E,4
M,00#)N(L2N7AD!DUA=(G;|J^+K?+;H!-#;7+6'9(!S'I*91KP)M M6W_5
M+^|TBKG|CM2+>%9M8PY("5C<4(=CKG*W_BJTUJEE1FD#)Y_I:O|H|NJG7Q
MP,OMR8(2S,.8QS#)L(!JAV(69+)GV).8B)BSZP'LR;=R;5-S47C'^GX_'|*
M1D#'_B+|;Y^OG6_SM(^/R1Y'3VC_R95/?;B9!'9Q M%D#JAT@>0U "LRSRH"|RZ@?""Y-
ZQ@R2FGBI=S05AW#P#YUT)#76|C> TO M;:6& MU<|/.GBJNU*ZVE;E_ :QZ6=|CU8?
|B?^=X|)M;_EV4Y:2P0|Y1?%2_7|A9VD4 M\$.3#T
|'B%);MZ46<@RXP<|J_3=KZRCW:T|7, MGS6>5.@3UF)MW*0NDM=*/R,BH3
./8ZI#A01*% M"i1&D=QE-" &74)/DYFM3KD2X@U>JK+= M_>5'6G/X4|WDH/FYZ?
9MW\$?'Y:P,*Y%7Q-J%&=9K)7'1|?0!|W;,_G0!MOP"
MR3|L.08URZ#E^76FQ21"^U6FQS:P>_9L,@P1=P|F8&2Y.VHS!J0|AV@_CMW|M|);-
(:LR(C=-BY|N>2(+1)+XY%Z<4\$9\$'&*S!|'Z4R|M+^TZI'9D#5LCGD!'SRAU(+/9_G
H|@3U+\$.D;LH#HMZT\$UOY'%G M/D7YDOI!'FB?Y'%6D7JK*B_?|57PKE!-
|A9))GSF10RFQ_|5SKL'4R&X-\$|5 MD=|CR ^2,WV'YEQ-
O|K|BK7XMB&#_YO>#B_|S%;%@|'"Z?%V\$S;G_FO"V^>
M/1S3>>TL>'IM|Y|C|H>N#,&=YI6L|7.NRCT!8UQZ/GRM"ZXU(4(B022(J@
MGR1>\$O@B|6+?I#">/FDCU6=7*N|@GZ/7+W|+AY.MUN3'5;4IU8&LC?|JC@<^CVCL
MR4_|P8D/\$6,IQ*GG0TQ#@K#G1W&J59YWC-#4T58;4JL>L"4|.OH&/:.'@!KW
MR|D2WTPEW)X0VZ(TP;#|!NVS'>%@Y|&RQ|.L9|;&D\$/MLX=>GZ^3MH80>TVU
M=9ZWLX1NR|HUV//N|!_O"T>'HI5^~%&2<<1P3Z7B0@2KT89EZ4PACS0)X\$
MHXR&6HU51BE-K*(ZNJ_F;&;G\$9'SW9Q(K.A7MH35V7@*JH3.'E&97-DA9RF
M,Z01,2KN2OMC_6+|BN UROH5|UP^L*\$YMIPU(=(EX!7(''+5?
5X\$|OL#38;G9+.C<14Y/^;&UY!'>T|6*B;|MF0?))6C9K./3*W!9@1VGX\$J
+|C&;>3S8!/W>A|V%Y|SCCO)A=,+I%<.BR
MT1&E^2X:W4*S=|GH>&@|&_2WF^U>N4VN|_K>DQ3|HZ\$=ML"_CM!NQLT5V="?
>&MZ+APCBS1_4*SFJ+C K^T137>.+>CW265^|%FJ4)FZYZ?TN)|+/D|7U7Y\$V_*
MZ*K(A;K_U2W_MGXC)?ICX8DH1DFH;AJ9JIC@4YC1-(!9%GLA#6+*A66G.RM^
MIC9"6^YJ*|_Q,3ZW':PZ7MN^M;3/K7RD:>VBHN1^JDU8_%|LU-UJR7N;-8O-
M6HW,;VO!RA6*OBTIC4|?CMP;M\$OY|P/0\$|_S3BM9DJN/Z,|UD#3A7F/N6V#
MGD|UV\$T7/Z!X!#63DS3T.PLNYXW^|+AYI0:9T%WNC'@><-.UKNB5*D+%7:R
MEMH#EZZS|9%)%N1OF,Y@15\$Z7V?ID_J&RH?.O^Q@%&G"\$*22Q--H1|'Z;)AVJ"Y8%
MJ1Q1&'87':VL8ZH:2N#"|_-^VPP\$A/"3B3W&SQ|F"MTI#FA:(KKL:7"2 MUOSM#
<;\$/MKI8/0E|YN#Z|*@G+-*U9GY6%4;=9%X)6|NL?Q&?EO).:3IH7+= MG_CEBM6_?
H,KSHU(DV3F@>52E5M\$R;K:XVKILCQ%|Z^\$K?XFRI<Y%(<>6_H M>7-P6!|=
Y9^6.57_JA2;/_^I+R^_WO^N1Z_L?BN9|!|=7:B "4+Z(11GO%& M'%#+
|8"U3|U^D^@E@GTA:IS0ZM>GGPM%V@%JSLTJY%5"9"^=-_SQZ!_?|= M?Q1V%RS?|
<=A="S;L,S<'E9U70_A/YTD(A|\$28PA\$GX@CRN80@|S\$25)AE%H5(YWD-K\$%D-
#\$NQH M6A50&,9+TQ?K"@6S7=<8
|.QJ8Y@KGRB@|3F|7CJB'W@S|1ZR6Q1<|H6E|K4 MO7VX^|S7|P7;71-HK-

*!UZ=V,BJJX%8=UNY 0UI060Y)/+P8'0EKZ# \E!A
MHO0"0T.L@4)T\NUV\5&V6W)#8\ZRT#2\$ZL7SJ.N"L#*!B:EWG!P)/O4UU"13,%O?
Q\$K(*MHZ-[9\4(^#'IAK!3U,6EAW&8+(:LR?{(
MOG*YV6\$POBO/CKQ_9B>=M@;^+KQ\$U(I2\3@A/XI3#),T\B#R!(8ZC!
(8>H6'HL0GU\$3UN&1N8O549WA8 MMM\O-WFA>4K
6JJR32;:G3,R;N:14D59)*K&E8W_X9*.;E,QW\CFMI3P&H MZR9!+EA\G6Y"#D\$IV7;
(0WSX\))MB>OBE67YYOGCBM5!(HGI6/O3GQ0:DD" M25/^N@L\)\ TL^?XZ<(8J-
@=6..)EZ^O^)\I7H4M^&BQ0H(E4Y29TF!>|F2^M+K
MBTSE\KW/'RL5W%JGB#_*XT/J1_+3,CQF&4^"YGEK2F@-S95\5NH;:LLG9H= MT
O5FJ*;CS4:KHY@QO3G/8O9PG-P*+,>:(K3V>Y?BOBEF<|H""U?-2Z, A^2 M\$&/H>8S1+
H&J6+%5^|.?'M_J6UIK8=Z|>&3MFA;JJ\$ M--<9YU#<61\RT+"G9ZZ\$K^ES?%J9^
MD!:#*/\$A%[\\$&4X1!BG,DO*LSA)G 26+6:F2@:O6A2>JW5"HBN-%(HLXCH) OY3|
(*F)E\XB(NV#NC=; M990(IX'2\IW*|O9 E=T:|=GC_*V#-'E-'C.8# HI^,#LLJ">?
8E;V0\$O2 MH6H&PP\5Z1 2Y"IV@-Z;|@V1VPJ\H3O9TW\VM5F7:EL&7F\6E"\$>!PG
4PP M01#%)(2\$P^F/D,X\$U' |%+=|,A-'1K6= EL"SVU99_::,>%Z;=\$@H-
M7OUQR9Y4%&OUYOF-JIYW+Q_ZRZ4BCF%)L5X' G)F)%44_6;UE#BCN@&(/*"Y
QV\11\|P6#\MN6P>&+NL<#|! M>N>DN6 WM: ^.H7S1P7SQ F(=@,|H\F"/C/-*!;LO%(9
'O03M<.&-,V^B_M,G_"==Q^5?'UET*9PWAY65<16:0AYV%\$51\$6'T,4) AF:
<1AY&%/B(PA%,1F M|=|J\$VLXW:T 5;\$I29;M?3;HBFF<7Y#R&E>-
KG"PI3+NX6BIGL!.LK@L-T9HY2\$|L/(/)V7S&-!JZJ7#|9WH1?%N);90-[OB!=3,;
J;.!#;*HI"9_S9 M@BH,A.W'6)B\9EL(L,XKJ2Y73
V_SBE>WFR(BI2I'01=X|I%8,"X2H1*Y&\$19 MDD',10@#
|=AY&=)E!D5#=#,C_'&=466^5U;@D&:@W6|P*IFJ_|Z'SO&0-7C
MS+2,H!:\>IN:>|#, =,5O-^!F!\^6!=#G ;RXZ)RD^*)# ,X*\$6H1G;DHH0D0
MAP4*C=XVO\C8\;I2C:W+VBE!MQ:U%PF*"4B^!6(0)1(EJQ^%E%(8T%A\$1
M7L8|KF5BY2%*; MIC^,JE/3S_J_&#M2#HLZ?BZQE=),H9P6T-
F1^90P=GFM_8'F2V8|POY>!NNQ MOUM&,*6-^?C:YRSCZNW^#%?
XV7O,F&1#,,6Q\3_7=(F*Z(K=@*(JH+PE?|I%W MO^1BN,\$YXU1U
;@(#I1_TWSO;%W7ZCZA3|O\MEPISP\PM31108;
MB8G7CDMHM;,,##O;/CLN6G_7U7C;:@| ^C\N5JM5T MSFCB9"Y 2WR2?"-
-01WMKV/49MU<-45_N;/J MOF:WPJ_QLSKSO.."ER5>MGY@ZI.4H"R!0> 3B)
(HAFGB8\G,4TQ"+)(,>R;K M^BB5B5=S2Q.\XTML6-SY."AZ*_EL4@V*^
M7)3##YO\J+_PI?MOE*OF#|_:\$BVJ\$&-M.!_465R\$GLBXAWRY'N4:13X/Y0DX
MB^5_(3\+,B\B)%BL^)TJ;7&KY\DV8D#K<|YF\|U@0_O35@6(>,T36.-OX\$?^ M33'
?|K6<%)SV-9)G4!5=KC4=_|X;|N\$OL;/NHJL5T%IHX;5-;
M\K#J|I%2@Z;O0)P//SJ/N%\$0C'IL5\$,N=|/Q90/ 6XG9=\C;#6#AG|^|6|^|
M7|U=KZK57U5+|IO-PT-SSJK6JUNR_%"4EX|+LOQ|V=H+NDY\TX&G|D'>W96U
MS@90|U7A\$N5WNY;/*RNC*4SPHN%5MRA\$4;J*2O(DL:IV%:R_|L>B5(_5|2>
M'O!+CT=Y&AP>6_|#QHW#%-.@:'3\S70=V@TG@6GW46(;7Y;DML@=B|4K\$>
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MB;59FP\4DP0=3=|J_UA06)S\$-/3A&\$EKD-
QV5XXR\$IOWQ9LY@.BK,8*6:|C:\$NT\AQOC<71^4>WXC/%=EL MY=A*:
|09#HEDM|=|='7"V+6U(G/ZN-?B.|BA*L:VE\$ MH2=|S@*(/,^#* X\F(89AR\$5
O\$HX)JH@:13+SL^N2,BHX,0S.WIP);+;H M3&357FA:L@RY*N4 /3>E_-
=NS0V//\$6;:T:>/ZFS MP|;?
BSR4E!O.ZBYVO%I_Y4_%\DG^_FVQ>N+J#');W/+R066|+01FR(OC&\$8H M1!
1+X"\$4@%YE/@882XX,4H|<137Q,M2|K.;ZW E@,5<:9X,*PTY&@R\XU
M7@%B,\6R91#L.+SH-=|JF00=EQ=@R^?%X5344^2PT)%;|I%P50W+\$U;P%D|Q"
M>5!4R?'PEM>RO6Y5+;\$6WE\$J:|Z;IPB\2/>99R @.<236; M>!2F/L(P2N,D">5Y/N-
;MI%3KJ: ^|NVZ\6W0P|;+B| 59PU&55E+J?XL8ZR M?
&:%GTW>%3XL&E4\$I%M|4@W?
&3/=O#HGWN3TF.Q*;M43Y*YKU"=PGCP96|T|\$M"NYCLEGB\E-
>K6NGN7&'LI,#3*P16H M\$;XPO6XY+?6X-|>)P&*IB|K6T|%.&13-
BJ77;7|DZ\5W)_3+"|NONC#Y|9 M@;/CZG&SKC|Q)|X,N|BT+/#\-/%@FB48(C^_
(Y1>IPC0:9%/I%M|=,>5. 7|EJMC&:IWCY>>B7-_A.JZM M|JDZ#PX+,D_M#
M"\$GF2P48I1*<(\$Q@FH8)37GB\$Z95D-@I-#:ER%T#HZ?
8G(AKIM9Z)\$%';/P%VP\MTAC\RA_E|^K0+QW\@RVNFL:4=::<|I% MRC"2-
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M)9=R|,Q&^9KIC6F@=!A9:(&;E
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(!0N2+*.\$D\$2W1MAQ\$A-KH"U1_0R?\$U,ZP4W JH@"TIT!(<7!6ZPNKG
M+9TOM%V"TL>5*J'1F4|G*-'&V#*1AQONI1B-/GMO!X/2MU:=M%=83X+1T25.
(HA2L(-M9D'J0QP(EJ69AY)42Q%949|81XW<^-87|EKE?QW@K'EFF@H|,P6H<57NN&
|R M60 X|RB@0_N56@@8P*Z9X#)():UUN3NP%1=B?RI-WH3|29NG%7UM9FW?:N
M?5F2HFLF@&(<|B'(.Q%"JG\$ M|9K+)N*%|OA4)Q+><*HV;%
I5L&/AA2_U09WFBYF3D|=3?|?!@>!?M3T:O|
M_'YO*M|N3|6Q^C>N6R0XQ%^_Z'RQ5|_"X M+)XY;S+ZX3>7?A-
X'M!J\$ZCG'I4|>U.81JQ#"8D3:*\$">|3R\$39FA"?6*=V MM\$&7VUQ3-
|.+1ECJJ;^I\$#+3"N3!F/,(HA!AF%).H\$@BG_2J=69B
MI%1.DYI8A7RY^O+QR^W|K^|O;L'_|Q^_7F09G^&"!)!.\$*D!_E&02)\$_J MX\$P"
|,XQ3X-:4##T"P*PPU,5F\$8/=*@I6VH:0>0TM.K;J0WTZ)'Q)ZDW.&X M;:(ZTXP"A677AN,
O-9-&&^9^_+?%JMH|1%*JTJOU/2^OBW(MBF5>|/MW\$8IY M2\$,,LUAJ.
<2B")*Z%0CQ_8@/,&IK|>4|8E.OJ0|-FKKH%",Z/O!-7\$+XIBD
M5(0P";EJ_AX**)%*H6"\$D"Q+@MA3@1OK63';!FRLS|#K:A*A|B @BSXN9W\$UC
MU70Z3&"6H@(@*+T&,)810DNG>'|G_RJP*14R.V?A%DWLD3\$WQ%H3+#+@2P9>&
MNRA-?/3OIMSC9'=7Y08OHULL|,\$';JDT!YKMULL,L/XMEN&;=F>,>N2K1U|*
M+V1UUS3'4<>:9H/?G;R33&0'K8.9LU!NP)!S*(41GXB0B^5;BSR8%#D^|J\$
MVK'YMAOJC8;L..J.33.36Q=-/7MH
HS_|&8#SPZ3'E!;6WP2|X6AY(Y,WX&_+3;660|:=C%=)ZQM'4^)GIR#-
J&KUN|2+^I05"|HJ5:)3QM598|GI+A5"MKOV?AEP M|-
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5|JZ2X;)HQTUY85_06XS20PTU!6>..IJ*E1,M-0&K&'%V#'%%!'<@8XM=SKJ M'%>
|%)'G366,_OJIODBU^)'42U M\$+\$(.8QC&;0B0"#DF\$/4A2+C(J HJ)L\$@QM>'%
|!+#+.NOTI=W'!;2X-E& MU3B|UD:5&|0<&E5;ANI."@U+M;:Z
#5/\$M!)32IM0*8SJ<99>&V32ALD#9-*M?
RS+:#Y5V^X70OX5YRLUL/SQ2MSB;XLT3&*&<91%LK_XE\$,"<8,XI E+/:C
M)!>A<'^JD+-8_FW?M5M;LN*K|&_2_H'P:8KC>X5-67EH5N'Z3O_D*3N^W0
M>IK/N#?'DZN|-?|1-4GQ=L;AJY"4 8(=DQNE,);CEA+ M8E(>QQ?
OKSTM+J_S7TV6^8,\$7GO:CH8>O#I3|UT1=MZ'!8JXCUF*8.+3%,H# MA|HJJ"/H>Q3Y
4|OYT;)&>\$6^>FN#FWPG.T*<2;/ES%(KWBIN&7E
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MA2GR A@0D<3<|E(B&7Q\$Q,^)'M9|'5=MH|^:KPM0 M'O)*&9F5_
(^<%YU25.AQ|/3Z#GD02B-"80|S" F!%/*C01,DSUDX".\$YE8 M_-7(-
LN'ZV:#+#B(SK\$E)=7C;;3.NY:'F|SS4/U B\$F'@I3#E\$88H82'\$JH-G*4D2|
(04>IW7E8|8J.\$00/J)G&D@=W M@/<>LCG07404&D|T:STV9-J>9=7-
F'IR_YPDM4MH|/(>\$T4SF"B;2;
M8J\$JDWB9H)R2!)L<^XX1F=AN;DM05|TX2;P&0@67/M5EJG_\$6P|751ZN?TGB
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M|B=5PYDU5QTG@F|%4;HBN=NTS\$7,I<0)09"),(6(8FGEI\$ MW*12^WS0V|9TGV\$*#
(N|N|%LL S|F21F+!CO!HS|TO*.QK0JE557V_I;OKY_MNZG6A:H-
HM)CO_)E'8E4J""*#4H9V1(?G(?9|,0P(J+"I0-'ZJE MUR O*:%.:B/J8HZWA%I3.U%_:
MPJ:8-1TW%TTBN|I4;E"|+<".IU:G38JB49FD"=&T+IGD'%73-DJ6H P74S(=M=,
|'"2I8"ORBR9#N*G>?DUZ)@?^;+Y0)Q\$2\$J;7|?SV*IF_T9H+ZT\$OE'\$2I M|^6"-O&6=-
/K'4|,F:G|JW4>B=Q&UG,M."H&;:'|)<|.SI8;X>=|3#|4IB7 M|^B#OY;8/(7OI1K|3-
>*P.J=S+_M.WT@(@*Y8#R|8)@F!"(>1Y"0+(4I01&E MH?R9&K4--J
|8R")X@6N"_C0J%64"8YZ=(ZP;C-(GIST0|HLT7#WY7=#45Q@_VPWK!C<3&
M)QE38;47^;@|0VM9OMU;Q_)?NS4|/L2W57V(CRNFO"P;O%P^ MOU>W0:F.:?
Y""R2(! PDA8-1|U8\$K#%.(X\$33." D\$-;L&
M<|O@Y!=HEV|_U541FE2*R8D)Z,R%GO'P>OB:*1CC A1|;L&6W5^W ?0?
GE'GBA\$FA|W\$4>T\$8PYAEJH^'T,<M1+Z+(Q9@(*Q.%XWP6WL-
FV7>A#|E5|JGX2R)(\$\$9;03"H6S%2+P))G_8P M0'\$F>(SB@'&3|W3;TJ-
6X6V/1V7*=@F&VB?1RF|")@+*JC;6^;?USMZD9VB?=7*U6"M:| M^A?.INIF
|6ZK*|2*W|1(HKD6LZ@%PG5|97|.(L1@4'B90R+.)/_8|0%U9*1 MB57.UY*NU|UIJT
DPKU;E5?^^(*W#>|@'S'C&\$)+EOH|93%'(:NO=JCB1@ M;_*TO3HI*D-
D5_87M+R!CQH FY?<.A,=5|6V;-F8M|/6F6=U-@Z=SPS7<),+JAU
5ZRI2|:)&.@XVRT;L;8(1DR+; "&FFMG3|6,/"VK\$D/OZ;L!IBD M|=L9<+BZQ|/#@8-

!+"GN(#FXDSAC*/.KBNBS8AM8IJ3>|?,HIK|X5#|*66R"*M(^%|&0PB+X
H)3XD4E%:ZJ>"^#1,!=5R 0U2F5@?M73KO,^6,/BIH6P0?7\$:
MHV%UXDQR,X5A);11%,:H4<=&\$8IP>>[98C%'Q^N\$8XP];IG,/"Z+9\YK=|'5
MHS)AVNL%DW3M4X-,O.XZNHW/\$324#9.&3JOMX<[=\$=ULX=7N/"A5L|1VKO%S M?
9ER69;JI*Q^OFAQF. ""95185RG%)^G,FU<|)NY!U-2!>A|[# ME 6^#VF4,HC|!,,L|2GT!
YXG,4>RLXM/WJ,[M0NBF-E](!<)QH\$.YH"JVG/ MNX?+T(9W@I2+V*0AN:
<+.CI*|;6CB8:@T @3&GQ|BDZ"3>5(Q 1)*I@%C(. M488(%)'B0Q93#T>
E4\$6EEH5R\$5271*H3)Q -""W24S?TCMWR/I5HI11+^UNE6%2WD0_Y\$|~| M+XO-W?
TM7_V=X|+;K9 /J>>|&-(0J&<>,R#,-/3*'#(?<(#)I+4+%
I8\$6|B:%3U%|PI(GVF80\$SXO.@% M@UR W6_,S!AU*:1|E-*LEB;,-DOTG?
Q+UTE'B0(BT,H&?,^=FG,,KR.-Z(JK M696G8RA?ZEG7PUO&V1VVS=DVV\$*!|Y&4Q1
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/HUBE|V%(\$,|@E*4I MX5(_)J%6\$=)3!"9>P1U)T-\$B|JC>.CZ)R?"Z=2&IV3HU%%)
|H8Y),A|G+E|M MUJ3|8;<43PXXR|C;\$Z=;:J|/V6V>O?
X=;|OVN7+M/G%A%MI0%>2SVP+/VO_|+;WN6;"3*7TN (|MA2H/<;V M';&3!|:
|0,F1'7\$6*|/;&"Y>VE_!.G3L@G;G|ADM_+=.H+0-GMO3BQ|HH M 47,L.O9GG!ZJL-:+C-
=L!|>=C940E<-1/;&WO>'F"Q#IH_77T(%F?Q/9!3D,4AM
MXO55TS*,#Q|\$1V^L1/9;:EU9(&DVY3AN UZ4G";2\$=!4?/DAKWAAQ';\$/
MXL2U7K*H;;MYV"SK&A3OA>!T?5W|/J_\$)2OJ8/1+|E^;9O_MBI6Q,,)P1"G
MJA(|1_(G5>PMBF@J\$A9Y"&M%>=H0GWHOW9+KY\$Z?(40HY3*COHA%J<|
(S|6"XV9&F2K^)<=0Z#AZ +L M>.)@0UF'-S549HKX"\$8_,57V++3Q|VAO_0<),ZI*(B-
W#_GL3.UVJ_+:(=C|K7HVZ4>PR"FD.P'U71WKF:M#MR-#|Z1N1|
M|)LIMY=|@6)3QZ,X=U&L4Q1!=(%4,Y*1)|%S,SU(UT=UAEF1H&'!M9^K*>859I\$)G-
D-(7N&|Z&;QE&692%H^|7#^K2V|5 MJU,U?'Y4IM@7OEX@:0*A*\$AAY#,B#V-Q E/Al?
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#V*O(!|W!A(;+E<:&CI(15M%Q:_L>E<&;+OQA^9NO|N""|O;)Y^S6
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JCZ?QQJLN.IYH+<@1#3"*(N)_"+Y|=;4J8I2DD>|;=MG1)S|I0<"6%?L>_M*
98"AQY21K\$,%1!A\$*,IAAQ*/6>1SE'J^B/3;|CC&T;;_SLP8LDQ\$492\$
M,/'4516G4K^+R(-)Q)'08|J%, K G^9KM.J-.2N.>EO\$-.@8WDP=!6:69CWF
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F8D2"#A# 4E@8OWP1H|^9S;TBTJF#9?;8I-MM6N:H:XVKXLJ5_5|VK&/78PF-
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036DB/|!Z#AR4U9EW-G3\$ -M? ?S8*:M-J^|'@'+R8,=.P?G;+>+O=MI|?ST|5X)=>'*D-
NDL/,TS.<#Y!>@K_54\$_4|4?EAZ|&-#P+Y7Y)/'MD|I'F/%
M.7_S9KU,|>|!YLQDA.S|Q<6JKAA_CJX.HOHO.(4|FOCD)4=M.5|*7GQ5H.&@KM&
|S>MQZY30E=NB.&Z,XNQ|. M\$X)C#CC=5|_N3/G^VZ|7MJFE"N/>K)0E|87_>?
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MZ'A388E_L6>?D\$ 2^R'=8|B)JI+LPQR|I7:&J7T5Q>G3MBBQ.B;)11<7S M
|HHN&@Y|&SU&,|30%^N|>J5:3S:@6/0B MWTT7OV^^_@TZ2F|5P?_3*WH|JY|-ZG?
SRWW(+|?R1WW<1|_K|KA M'H39|?WV,#%S?^=MR2|+|OVWQ|Q|H:%J NJZ,X^|
|NW!&K*UKJ^R*/RCGN M:CQ71,-C>8F9"@|L-9H&NA(N0N'Q++R!AX=<#9GWY X?
5->X'-G|F|S+%J M&EC#A (O9#F%'5QA'|!&8A#R%6E<&"D/KR_ZS:._|3
MG3ZF%W|M*%IV;QP!3L|4F0 .PTN GE'7ISM!4+^AK*|;XY0?9U.CWI0G&SZ
MJ/FZG8J0 W;|!DW5E;H:R|4C5TIH==?|;L\$)R5(A*/2)R(.H31!,4Y+"E/DT
M|G&:)%S+@6|\$=6+UT)0DRBVJ/>EA%O!(OAU'D#%.0IH"HE /DQ|>9+\$">;\$
MYR:YLNXL|VB+29&3D^K.L?#3*?VR+>5K"!.*E=;%L9*B1DK5R.1'E6/9JS
M*E8C&%ZJ5;:7S:|F|2G536J MAQ'0OU|TAH3=-:(|D:7A%I2#MP%#K|_VY6?
EAC|FSV|%^8M*EI|AK)|H'TRN7\$VUX^;^BFN@>;*Z*B>X/F|6=3F|H|JRF'Y;?|W_'
MY?^N@LB3_ZH/QC7I^G(H@CK6:91C0G#JV M39(%E)?K!G->

>VR&C\4S\BF;F0W*CH](=B(!:=&M1Q>W"J.QT5L<:#FX M #5N'1,7>RA\G@0E?
9MQ K3LK\$=WJ!E9DX;R#|B5NB/-9F\$:BM:W-4U?-5>B M7S;*:+T2O2Y@ "T3#C\$6Q/!%
[-% (=0AE,"25AX M/VIA1\$F=:A4-.C#_U'4-- M46G!?\$M3?V4?PV-N?,DU-
=39TIJY/,)#;2.P/R#.B8 M8V-ID\&6.[KCJ'+.
HE9NY3I:Z+Y;RE: _KU>7#60OF ^C;4UM)M6>|1Q5|MY>M-
N0)-.PJ#6(#CL@^K!3=BFVD&6XG-8@\$&A;*+!C@^Y'SQ (,B\44\$##|Y
M=K9Q/73UL:HVG"UXG/DA\E(H5\$%7A#P/8BP\&&!/J\$PTO.N.\$# U#O=SQ=N:%Z
ANHD"<+!Q'*\$%+Q'Y;42 M@8^).I#|>_1QU^5=5,QH&ZRG
JZ%7"^W?/5WCLM>M&Q;!4U\EL%8U0M (J80 M^TD*/2)*(HJ22)B6F#V/(9//WZIPR\I-
!UB1!FN^ L^*N*MR+5J ZRF'^4 T MTR%:A5CZ\42|^3+9:T|>)M
EJ_NEGR_Q_=%S%*&.!|U7U.ZUYW1+%D:~P< MP4W3T#D/#4,CIP/B72?
KFT%9S>V;T|*XLFV.4)C7KCDMXH%-,_"H^<' ^_3_6
MSY= _EJRZ9/_U865|JTJL:8HUJO")-3_% +CYWL' MPINM- VY)R@6,B*FU9'_U)BSG?
E'A.H?^L<>M?ZD\N:J MZ5E|C:NU7-WOB@>W8E7 M<,L%7H++JN*J0?5='?W>\$#
<,S-"%4F_OG @LU5NBXUY9H"9I*XR S2ISIL9 M8 ;%06: X>LVT0XJ9N)
(IT9I"M01%K638T%3/Y)* 4&>L53Y#&.8\BR#\$>\$T
M8%Z*!4=ZO@5|HI/|#Tzt#54F9Q/X7CL73:|OM; <5A?3X&.F*=KPJA/X2";: MH*R;2?
QB6YPC9/=1>)7+E3SW771IDJ DM/B;E5G;;--?7"3W*@BEW+E-D<9 MT6)|KQY?
*FQ)|^U=:7Q|AD\$0)C -QD!H#31C"(2)8/L1\$\$906@1 *-<'0Q)M MND&QJJ+TT)
<"9'+\$ _P"42|.O)#. !3J&@8CF(:_0(_\$622|-"(>T@Z'&*.V M6W!\$T=
SB!L8!6I<7SH5WTQ5-J15#,&. ^ 78X7'E'@^#J J7N%C&6)R)CUG4
MA:Z\0S\$8HV/,%Y&A*|Y>?(;V2U;4 |JIKU(HU"5V!\$0X22&2/@LRX+!&F!
|K>*75F*,V4K>/> 7-5&C-"98" M9'H;=_%055_1LN/S+^=E.6TO+_D%
<4+|7O_R;9Y_*HMT!|I%),HX# D M%\$/D4P))%D60D-2C*"0\28UB"6?A>F%)|EH@I\$ J?
D M&\$B)J3^F|G7T1, M.)?6UQBO.T-6ER"K.|#C7W5*:"4 K0C;QJ@730A3+<8%V ER
=0T_|T_S:TT MH!&G _ML%Z"2:|9EN@F8|FYF-IY?
^V9GNFG0N!>;D+BMS5M*SM;Y\$ _^4-XTI M8&=#9|[\$|FB"Y8|H:1 JTO1IL'*M
5*Z|OV9|IN:|E01.WJGVQA9&.L# MPCBSRX_1F-D\$'Q#ST-H>>MC|5J>^&OI2K#
|NU95J*_DD/N8B9 C& 4F55Y/) M=4H3&%(_ #K'(\$H8"W0N=(4(3+|":M/Y|Q2-DXUYE=
(3H7|EH/6|>8ONQ*1-U M6|+K8IE3J=FNRX>LN)16B\$?EOA.-
|AV="")-4Y+'W1UISLNZF@ (Q0IG& _DZ M:#G2#|\$=1VA803D'QTQ+&>("E?L.
K.U1;.*DQW?/39 G:U!>V'|NJ_9&YC M7&_6*_Q0|W\$JG|H MU02>5U7|3SGQ?
Y,*1/U*KK/|1F4Q8C%"6!ZEO(A!%,G_
M2D6(84!|&'KR8,615D^3,WB86\$|T7(&6CP00,=;|HEX7/=YL>N_9HC|NZV9'\$'+ZDDR^t
M19QC2#+Y|Y 3@HG1H QS%CO;S2| |WA+2V7JU@4)8-TP8=|HQP)J/4|I%T S
MHU@3E191\$JD|[% _5U?0W|H_4DH:Q _JPM?JE_7%?ASD#+K+J;;MBM@(2\D\Q@%
<9&DD!1(A?QH#N5?"(SB/\$!|F,O _M_|J^&R;G_1:@(0X:ZF!|WK)_P)X>EZ%.TA,8 _V:|A|
7I".MKQ+O";='?7 M\$ _OP)|?
|E*.NG5?;S<_Z5%G!|SA.4ZX"^V%*Y)D#A2'\$N3Q|9)2B/"2SRQ<:;>)S|B+!|^_R;|4S12_JZ9.
(X+%. "B2&\$:"JK: MV3&8!Z& 49&Q*.4I2Y!1-9 5%YYM0=->6O5 :&ZVEQP;%TC:H:MG%
|QC9F8Q M3F>PMSGH.Y: _&?G.RBNY"&|QK>NI&"B6H!
*719"C6RG895\4G+U_6*KJ*E\W0BGD:T:(H'(&(J(YF:8U@+M(,|B%)BH@'| 5&
M9ZF+>%#U|4>?J*E8M\$P ;C"?1AU'/SC@%Q|RRG"JZF(&.NK,1)L:2>JO(.*3W
MQM499\2_7*EQ|H/FER&_KYX6|Q<557/.F/*UH|/?^"E28KTP!*>|?KW+|>?
M@*"|7%>JDU+-0>/=|R|6_|"OG+H\$R>5+\$=\$=HF"FR"1!.4Z\$UI+6Z_!A:=|)K
M#PWA^A<>.H|;#C^YN?YTM=F4"|+=J&/.W?H6J|K4+WQS(^|PCZ_KY5(25)?C
M|PPE048QAA@)#E&4DA8%, H3418%'\$L(FZR=Q00|JSMBA/09T4UE6R846FA
M|7!DR1#X4|\$6IX,|T5,D-;WCWA9V8? '\$-G/IG\$' 178T@,*\$|<|0#)Q*?
33JH:AVYYJQ2(T#!(J(J-3_7E2WK,A:*GN052D MOFE&3M9EN?Z^6-
T;7HT,H*6GGFXP,%/3CF;3++NCJK9P1=>=FEZ6S9&Z#A": M5&TO"WRHOAJ?
|ON\)^+S<-B=;/BJCE-;|QA&J&T4AB3:2J)R2"F!;,49:2 M&.<%2ICF2
(W#)DH@_6X0V4-5KQN(2:Q!LNA"SP?H&N>!R8#TC06Z'7D8=TI M3\$HS_3#82
GGG9XAIF?A97|R^96?K&O'M?E M90%:_B_ ^1JB>D5737'J>YX\$045'
C*0Y1)RFT@,*AOGP?|DWZ/LG(05O)P7_+-HFSJ*|H DPP#3S1:7BSJQQ-1&
MFB"M>_A%CU+ZU4KN#S@M55>97J./AHJIL?4S(JI2&X|&;C4-71_:.*8 ME,
|QW|".3|!G=;VK/;&D(_VX=1H'=PN? (" #IB:E+|Z|;(0|I>'4|J_I; MTR7T?=LZ5*
|#\$@OW'DV#|<3M|6_|"KT M3,F; 6QF?
RS;W\$MV7S>Y/|'3_LTZV>MA^38=ZR_PJM8%!N-A'=F!7I.(G4F^

MDQ^[/77W16GEV^Y*O\$B"B*XB1,((J*1/I0(H\$9RVB @A1C;%0Y=8J(9P.I M2*J03\$? 4TGDZ"8^>M1LKM)G1DM\;E>FI\,WE0.:2U:!?SPQK#H;.'->>AF1S M9\$1.DIC4%@P)>:C2@|_ZO^);;S?-M4IWJZ(N5=J EK09ZVHSC\G4VC#\$D*-< MS8V,\$IA+/PG&0G6OBW>%\$8IE\RRY\ID:[\JMD;:1FNV4-,?OQ/V-H%ND/=P0 M\IF\%OS?LGKD/W/\$,%--O=;?5563+6U:_GTD-+<)0\$,&))#E&'5803W.1P(!\$"* (4)S!/:84\|C%\$4%'\$88J/; MWH\$9TV*|\<(\ MB*.L&|_F_.ZN<_JELHKO\RE2_KJL 5WY^1YDE:Q(Q%13L%)9=' M%9+&!40\)*% E*6%T"LBL2%OHB96)2- \AOX+=OR!LF%)U3T^M4P!O.-*?ZB3 M,=S#-L8WA(8OD'YB\|_70X&6FI W1IT_("K*=#3GX7E\$T6\|(5BNT30:~&4+ MQ\#\$*^,E)QMU92ML? !:5\1IVCMVO6UQBZ3[R:M^*O^)R2-&(&O*^V@&\R@D M4,1)%\$Z_OQ9V@X=EEVSLG>HFGMLI7/3*ENGE15R>VZ6BB\ M\$\$_RR<>H\OR\W\IU+T\2F*>\$D(Q#QA(5\|FEZC):0"%06+" %CPS;*WGDCW? M6M\+DH81:&BK6MV&NFDEFM,7HV<[W@YN,_C=5>_9Q?L^:T\|(H..8\|W9%_I MY@-,9^5Q3IF;N(+!\[#'179>)B?;=|O2DXWJGMW-T RC\$*:4=4!\@7*)CY3 MB!\$-85!\$H@@C1#C-=2<^'ZWNV4PV\|0/2\?27SY+CI+)T!;5L.K>ZAKQ)PWI M\JZH2T.\R926MT5#LKSE@NYV7\|CY?."N\$\$.6T0 MADV"(_G-#(.)Z Z52\$- *JVZEY\;:289JK72+A3.Q<2ZN_*(R6UVY?O'CA8K5==&@)8K.CZD0.F>FNK M7LFJEYKDJVTH= _#N_ ^YF Q\0?& +/_6IR3;Q 9;_V_C08V86A?%"_ 'W\|A\|J MJ&86[\$? YLVJ>1T62&QX";(365BXMHO:V=OGY9FN7?|EO|\<.K3J*"6H)U MBJCWL.VT5=KDRN%E.P>N&0%WV'YXLZ"+)ZSN;_ZLZX81W?P2E;\$O?_1Q70J^ M\J_OU#)5;LJQI^4LVS-\$DC+E+(4I1#A(H(XCQ*(2\$XPG'_D@D75^N.Y.Y MK9X9U*9URV\|LR-QF=>5?_JG_1HL';%OVF@F1D-03TFF_SS_ ^7B>E6P\4 M\O^R\;.*M\A>_LYO1NV,==';LVP&6Q\IV5_R#G0#XZJ,2OU4Q6T\|(4 G\6C\$ M<#GM=B+\$G0W,_J&S05(3-PSI7R^5NC\BU-)_WZW+!*_8SM: MGMT\2;HWF'Y/7#^D.PC Y;B.*\|G-#. YL1V'8\|>8/VS=|HCN<4OZN&KLI3? B\;*8LY8%HA"))"_JD8\|NR-8A&D&TSSE 4VP-M",Q*)<>SY#NXN\|Q6_PWZOD_,-- ^"JVC\6OHLTI675-AE\6Z\|N^ 4Z=-N<MO19??ED\|?5'9K@|_J\|N=;MPFK)D&+=>@S_;\$? I@6A%,Z6L,,_7R>E!; 5JZ2 MWLK>NZP-S3N>QRR-\$Y\$G\$-X@"B4?M1+\$URD 09"2(>H,Q3?|4AOCR;Y-,3 MU6=UHVRIXML5Q^6J\IA:QX? 5(XP+7L;U;:XVS:>\$<;ZBJ\>&"A)"J7Q-<8((M1"* (49%#\$F(1\H1'.8B,YF\|!90S798T_ ^\;TUOXWR#=V&V>YJWSB,UGV# ' M;#.4LF:USC1HDXYY.N!-WRMOD*N?M4N>#I0C^N- I+6^WC3;CMO;I:UWB&!31LOOYF);D7?\$_10\|C@LDR/+<8;(I(9@6-!#O; \PM'43INWCMJZN^<(W M^TS2IAVY\J?5* =E#\JO99+0(@_B!*8I1Q#%;85\$>D:010DN,"(YRP/#V5>& M+)A\N>U*%U\EF27(+A\&>1(>C,3,22XX\|)(31FM MKH2&UIWL1DA#N/Z%D; \CEHY95?-'H*2P"))Y.8A\|R(((\$K3)(_*& >,_F# M*"%"99#2MX?7ROO? _H^W\|E.GCJ07W\;M\;*<%N.Z7B9XG1;!%<;YNO%HT. M3PIVM-F=? LLA\|N)C.J"76JR7@|\NR?-4\|("B\$O: P1YE*;I9 (0B+0R;R M AEUB#Q'R+> \H\3I>\$LR18IXE,ZF* M7A+V4%DQ/C^RR>N\|EW=XJ0*3WQXXW\|0;\|&)U?Z=-.W.:%7% (\$@(#RM7U6L1@_M(0JY/Q8,Q4@4B%*CAOPZ1#VK<_H^G\|R E@U0\|P\$Z1J1#IU@Q5&\M2#5O41P# M97A%X@0C^|ZP&D* H@L\1)M^L)J@|_V+ZS.9VUW^V>^VO+;_LV;(\G%#EHO\ M9OX:KVB\Y>&J&T\|XM5!;X.8Z**!_A#@NL&L2J7C\|Y%J?2'8C"B-(8A)\H)*PA M? =^Y47LVP'K'QPRP/2?J:G>S,,_J: JTK@OA#3Y3SZ)F9 ;Z\$-|T('S_&L*_M80@M7 XK()QY(F;4)W90K* Y\|EOLEK&S2W7QW07Z\;GD#ZHD^YE_JM,H5,3N M"\|H(*OC'7! \O@R+'&2P*G\$.4<0H)CZ5/|V;:13F.4QR8Y)WH\$/6<5-(4P=(^ M#V YE)-@CUY. \P2\$4";XP(B\$0801XS",,H"1G-LS0T,>7.T;MDGZ-7IM^ MAXM"73 \50M&4/M&APSZ\|S@|_HH\^_3BTMZ)?&FREB0;\|HRRB="..++\$6R4G- MKPD(AS;7Z+/N#>VKMI*\|AA@?H8CJ@JUME7&U804:M^MJ4^|_MN_XBHM%?<2M M\JY+R6S=1;KOY;-DDS.S6*\$!4!YP)&N)#6* T%)#G!,, !4V\$G)+ "18_F3-MR.4\2- QOTRK55^4>|_HD%3RK(_U2W+|_EU#\|NW/*3(>G T/ZD\|WV\|+?^ED?%O M=? JB\K7%0F6>MDS7L;_J9J38VOS1_ _ZV>#\|/\$5;40"_H\F?;X-(4AS94Z%O)+ M.MTF\08O; ()\;\$J?HJM\|@U>I8%B++(LA")-\$HB"@\$.< M\Q06,14Q0BC)D%;'Y<.%/6\|9NZX;BI9Y;Y%:_&M8(Q 9K983Q:KEB%\QD=U M";D7FKPQ2)_\4\U_7OW>M@MRN7C&=56IFNF\$Z:9W Y=G;_K\Q'3CC'KL:G\|KE? EN)3:5W(_MDNC.-S\|E4'3,++U J\^YTB;5+IS M(\ RKIR\YS;123W0/R707)+7NEWEJS4G\90X(==@O<^A1N_WT&WW@;+OD-^(\;

MOU[;SCJFZ'T)"NZS>[V4R+/6]FF[(M[K]J01@FAF-/HXM5;#C M"?28JE,5NB>:W
3@95K)2(@<>02V7\$SJ+(R\$ZM"/&+NUDOY
MD:~;U1_5+A'9V.707,ZS:6H*T7ML2(7::,L5^*/JL;?KNR"Z(%UV23S@8V9M MJ*#QX*
(82F[ELNC2F,R%,12Z[I]*8?M3.Q:E[^G^13FEU5V+&NWC>ON:[VA=I
MGZSO[D_VRM*3Q.WX*>_16V)I9JYK+&:CYG(&:TQKDY[LJGO^RK_A;GVEAX&^F
TQ' M7H13UB9UK7R>NAO>:%A/IQ:S7[&RV5]=I)8RH?NNS)Y%G+.,KG-81Y"E\$6I
M/\$D6_B9AP>(HIA3K30(? (N+9,O;(@I:N_@B#L|,&SE7XIH9JQ.26DQ2.BNR
M_N@&%Z+;S6^P@L!H.L.EV09&-)S|Z&1S&BXQWQ_68+):J%XA| MR?6I
I8W837SMQK]J^+%1,4W5_&93',,:4
M[CBC!4D3N[LD>Z:FNW/:|3@#.RY5\&8_+K=C%/RY9Q7T>+6^I1KQSDQOOLZ9Y
M\$|:W7CY?PHA|LO&H.:|&'2&|V|C0?Q_/V<@|7M#-.|O?,GNUM_CC>JQTNN_
MI%JOM#^5_K"-|>X+%^4P_FH9I/O2M>SA-""1P02P=0X|2"">8@SB,."QSBG
M:1(Q\$YL|DIH|TC@Y.QBLYPH/4LY(7ZF10* @EX_B%&|6L.-U!EZCVR4QGCTW
MST#W42^|)"APAZ&XD5O^L M;O9!._O':X6U8VXHE296E40'82,X"#,(6:BD*?
P((,%21A,+9Z-3UU9KN5#W5?>C-7|Q@4/>=ME*AFAPGY9Z8IUN(LT(YHR.UY_4
MUSDKWJ'W'712E=UF.=M)S9|F=1%P4|6+UW^E)G25^5F_I'+Y_#RM|H2"J_>X=5?
5^Q9G8RK=Z7|X^%& M?/SM|OZYSL6U9R+-@*!,(P33,U%:7!
(I,6(RI8&\$:L2S6FM%B0=NS.6BY M 8H=H/(!BC!H.)\$Z(#G0-9PEG(0Q3"! (2K4
M&#XU42@0-&\$|Q#0.S#K3Z=V;%32.8%4%1'C_DYBYZ>6^\$)\$T/3L:NOJKN6-MSD
:J.EV+41<0\$D&Q|ZKEN(IV_@SEG*,SU4YQ(D&H-S+BYA|JACGL'K>/
M|===1"Q"!BHY4|FX*6EKX+|5KLRPZ" MM3|F.MR2<:BC9YD?L9&_7F^R;?JD&/U-
^/0#YI<'|8'@A/IU2L(C1J,|@ F+ M"HBR@*CV7@+B/"(1+QA.B5:|I#
(ISUJC)EKRLMXRU)GTTXIMY9E'_E-U+9\$ _M_%"IN^TF258_.X!O3C)|R
3&*8|CR%*U2&',+F5QYBB@N9!BF.|B3UN|,: MS=.CR1\$ _0@5N3
M"PM,=EVB)TC_GD3S\$Y:C+GH:V|I\$)_G^5_9|3 O&\$O#2*4K\$F7|E>G"
M\$EH8)\$F6|R)A+/#*61PF-TUZS*|+V6)'7LTKYP-#KfV@HOG*"X00%+&Z;@^X
MA"Z3T-&(Q1FB,4MS;#BLS1EX=J/9)H5|IRSJ#A*SW> 0BSWEYCSJ|)
YH2WT&EAU|,V4?!DY/UYW! M8::JKY&XWB'Q^2(2QJJN):\$C31^F-
:FB:XE|J.=Z'S(O|6FO:IO"4T3OZK: M/M8=R=|OA. E5|5LYDV%S%;UK-OM'.\$=-
V#/#MCS8|UR!"|8;WWBYN9\$3"% MS\$,K #LHK#H"&)*:K#&'03|_@"6*UB>K7:Y-+?
KY8(N>@D<49(B3A"&&0LR MB.
(TA#@A&0P3&B=41""1D/0SI/R?::YV=UE*V37@;PTCP-.\$'|"1@!X#- MN-|+LKD;|'N.T-
0C?)"(2&)8|Z5/6/;|:V*_C>R('&09!F!01T7CY,4X1|C
M*+6XX"C(2)@:);="H.%9=3|_NGKWZ?.GNT|?#,>#GH)#3T%"FFFF3UB7C1R
M0!A7;2A.4)BVF|1Y\$8^:0@P|:GXH9'S"J^8NK-95*H|9/6>/ZDZPW79:GD5
MSO, @0&&0!S"@&8(H+ @D:4!:@&%.:2(TDL5YP4I>@9WWLB@_H R|OY7=6NI:L
MX0'@E@7|&P8M _?MKB&Q4R#%?7ZLJY'7XTE:#D .Q8EO|8U5RO%2UJ:KRM"O(
MOOO.E| |=_G40W53?EZO|GFYFP4YCTD1X"B+84%2KO)O*2Q01B&GB:8"TIB-M(P?
&"Y>>36Y_HFD8@88)^6Y PX::"NIQKTG/L7IS\,T,NT:U|9YSL&>|+JS>
M|:@X^5Z6Y9J6,RBHGCY M+X|+ #ROV'F_X7\$0%"Y,L@8@%,41%W
|+Q0FA84")B\$BJ.Z'E"! ?UTD-6=#0 M!8HPD)2!(JT_O.4L0L-&TI7SBTXV^ ^626/TY,!>?
MM?6XV#UG|97Q3K/KGWW&U>9&?,800&RZ+QIRI@H|AR* @@@00:44&|X3+?^8B
M#((LR\$1@%,G5)^U99=_S:G&_J|O2|/0\@<6&|J|&M?437TC;4|U'1X?,)EI M>,-
#5X"P=SM_8N9|%/ *C5@O%VM0LP-^YYN'-9N!|G/U#^NV,D-P6K@JIL@X
M|S^T"4_L5)@"%W!%T2BX%\$8PSRB5+4HB&#.<|(#(DP)
M"H5(|"Z'7JWJ.WBE0A;59J&VNMAYKK;MZ%#3:L<|"L-VP%HV,Q6W%,NH8.%(
MC!'%"ONU)BM4.&*_7Z1P_\$N+>4Y|_04_:L4B>HH_K|?K@!BHS!1*96C.'O
MM:4\$9M_JB|R;C5%ZS:|=V*1VC>G&)+UF^M58I(-?F7|COZQ77|=+'@8D":_*
M|JY|7&W8QR6^U_T.GUW| |=:TH6*,%"480@D::7 S6Q*7CXN:G|0_SM_'HC+ M6N_\$
S.|T|,?_*FX<)>35+%249Y|J9UO?+>58K09E,NR':C*B|NUD)1JA(/UW5OZ4K
MJ6.|VK1E.R@N@I06"\$:(QQ'E"8=\$% \$D),1Y0A%"J=\$DCTFY|YTGI#%A'M/-M%JN*'/
QQ0&_+*5 ?S-(9KPA>L=57_:UVAF"MBG)P,WY_:.-2&/!K_1:5 M/'|.#.XE
Q+HRZ1|U|+|3JQ/%3PO|D+<9>=-2'O4R=|3?|:3N2000\$3=KO; M?NR|&C#?
7EM((C=/:?/MZAT7Z|+MIWB'?ZC!+)|L22QK2DRE?JEXWFG^YF'(
M0T92!+,XC>1>AA)(\$OG/),VSE&(>DCR9U^T;|?8RC|P:|5P|CK7M7MO'K&&O
MZVHF&>RZFIEM4#|?68!SPA+.(;3,'H56=-L-7|AWL.0=
IUKOWLE>9L:5LUS&F)>Y|G\$)%!=54@!"96'
MQC3C04%F(5,J_70J<5|V|:%;M3SI.0T2XA0XRZCA!&Y2>44YIPCR+*8QS&3

MA^8H-"N+MY7=J@A>\$>O2<@T+WE_!H+^?Q5.!?F;M
MH>O;M;+,O5C3SW63!!%*"\$/R!;M"<(HR6!1R'Y;,<(I2
M'"8Q,QI0=TS"IPZZ)VA=JWV"%"CWW>)RP9MN3F9S&SO)Y41RYS"<(3.HXGQ?P
MT'T>>-.!;X|X)*_PQ5755HJ9MOT?MA?[E?O7O;/W.(7!;KHAD|7_N)-6K M%5,7
"HOY/WZ4=H'\$YWT0=-W=>UR"6KB0%\$W/.AZP5O/(KPUU(97JCN\$P9|-
M+8<6Q2<4CFR2%Q8GM6H^03ZTBUI626YJ4PYOKYZOJ_06Q175X!;@QRWDY^?
M(.6MSG^4_W_US\$MST%\$7=1!J5)6OCX;PW;+;%1!F=L<-!J9Y;H-"VJ:YG5YT
MRBRW0;\$DMR&G|5L3K/&JZ_R\$%-NJ.ID7-W_OF8+L.#U.VPW3X2YR!E%D(D<
M0Y3%;M82Y; (R"E41K\$PJQ9S66;GM6XGA;TB@70Y^'R?FJ-I9XCXA@A,_T>
M#8YY+QQI<5WUQM&@.&VO"TCGKG&'S4?*.^V6ZJ#5ZQIGGX6MK|ET\K9E)2
M<7X%WYNU487%@"7=V\$W,IKI:8\FZ(BJ,"=;/_85F|!HHT+HMGM0./+ #O9
M'GQ9M/XNK/&TW3|!;E'A^_N2W|>MIJLXY.?%BM=)!7,>))J*(OP9#1!A\$(2<O
M9WD*LXR&"8|3,,R-|OPO\$?2LFZ_)JXNR+L;_IV(!U#P8|K|7,=3;?%TB8Z;1
M(T\$QWG=U)76TZ5XD-^F.JRO|X7;K;_D1DX^5;U_R!WF66CSS?5)2DWPDP#<|2
M5|5NBZ_N|(Y"1-*8X)A'F721Q=9 DO"DC"*,4)*Y()O.58IHS/0-AQXB6
M7L?;VKM|6;U@'(ZG2H(8YD)D MF#\$.;684AK#@P;M35'(JE:0"C
M>EM*JT7Y(K;YS^T7;MZKFT;"ZS09SS7L3 MOTB;V;.&*FC8F8'FG^V?L.8#M-'M?
H7N#&"Q4;BMF9O?4%,=-^/E|+
M_RXO;P9V(@#I9(!&B+I%YPQT0\$|49H^>#XR.*:#WM|X;|<,O_44<\$|O M0&-
XN'"*YN'W^I9/=398+E|N|8+|45VOO_&E=!,Y:UM*&8^3,EG3MOE_=6/<
M|_044^"Y^GM|*L6K%|!QUW71TH_J&^%W.<|O"SHS6VN)FH>Q4C9X6%T5&!&:
M|/+ 1OS^=8+5YVW+>5JRG3U>LU?K9AJ0#_GC!41#3*81"R'J!#R9)VF 21Q MQ+
(4%ZPPZT(Z0;NS/=E15@?GCG0|W\$!PTT3\$(<3T_#E'.)@9AST\$UP<0?!R" MP*
(B^J)PSBJ;SU;:N"+YHLC"%<67/S(B>ZYM)62;-#)=)TZ9>GIA%)IQ6DZ21
M0IDI5C_OS5U;H0\$1QF6U3=F\$9T"(DSEL3AK8G/#;3_OGO.KNZN>"Y6&&)699
M'F40X2"',4|QS#/\$"<99E'"CG|(&7RJ7_M+K&3XL-7K8;6BZ" MD.0,0Q8D
40B#6\$1"*X&0=*8,YXB;G2+-4C-LZW9TZX/GW"Q-BUYPIZ+@XCI
M61EG.)C9D_,0^&@|J".CJU;|@|2F;>VG(_91*SZM#|EIN)H#_:1N#=-LF;O.H
M8'%*LA#F.)!*"C7+I400I@31&/"(8AQIS9(1|"S'G_\$ZX0|T|^YQEH@AJX&RK
MZNBI>8A?
UAM>J9SW^AQ|O+OOP|E96E">9PS&+,PA2A(\$,P8MG!>XX4RFC2|5.K.NI^D0HFFEF%/=
=6ZJKX\$;ECGS> M(7KJ|_#^O*O_L7)@H2#_O5#A<, /VOD2;=I?
=2/>JQ(IOF*5BLJO5W7*V#PL"A;_&A702 M1"K=!2%B2\$1&8,AY*&
(L8A\$(LQ3Z88):WYI1J?*X>@"LHVSF!US 2F^K=R" MW82BEJH;S6_:UJQ@Q|(-\$R
F@MW>|6>M(ZVXPO\$)MUQ|00_W%0U/V7>^7+? M@*M;?_*|?)#M9'J<=
=VN(DGK.AFI BNPKBL|5*\$,X#5W8/U=>U/60'38 M&+C%R^
M8ZKR%^!%|='5S|%VI+=H1GJKWWG+4Q_Q.O5(Y9BB\$/5;0H1N9D0\$L"8%@B+G 41
MCDTV\$U,&?&?%|>+_%W#%UD|J.WO/F3R-XA7#I>E!W1A?/?
ON\$S4S4RTYZHG"VX+AR&P;DY_4 MJ"Q;+AS-)^O/V3T1MS*TTWY
MC9?/"Y6|6VV:1*%Y++A 19S(MY2G\$ 59!G'"\$Y@AG;:8YUE2)&8#;:P8,=\$W MJU\$U.B-
7GQ1KH&IX_|_0FK;_H>F+SE|F7HF3+_)L9M%/C3V?@\$_.^*|!"R M!11?X)>&L_-E_-^8-
@\$9!XZHMD!T3TS8+&@7440NA<;MY#P4T#00Y;RKG YX*1 M*;S# !8"(X@X1;
@"8,HXREC(HTY,IH;:DNA%<+?Q5DA|@ M|/S4;8^<|Y-TQYGYX=1P-W/6+-@94-?>
_X^%E/L;?A&G\$R;/.@968F+E>2 M1"47JUM|O%LM_*<-1=%\$(19'L*\$T PB(AVX'-
_8|BB/8IH*SA*C0^49.IX- M5\$L%=-25^C2;->JN0&R|7*I
U)A;=TAR+!!T#GPD@*EK;|\$VG_&(:)\$^KQ! M4?^'RMT@#\$B!S'Q>|!9;:4|
&^>45,SYH|0,'5A|;V;@)>HP"W98*E?) ML&>H3)L3.RSJ46KLA?6E(>01
&#C(LHRR(:YQCI&\$ CJH-89|HW>S8L&^|&8+# M.NT-%S;-MX!\$6|&M1!Q2=
|E@3|7EO_9J;D9K\$J6W\$K|S 78?-L|9;9M&F+1G M|WW\$=^C;J!|
|7Y1AW1LAA9EV=7U4W#56A&V55IG?YW)DCE/-|/X3SU;|_O M-..+^8?
59K%YJ0|+F&X6S_P|WN#VLFJ.>1%EN8AA)C+5%B|', \IABPJH&/*
M\$A((K0J|2X0)*T9#&O1H T6|NTK6TYF+8 TKD4L(#+U22^FU%4U7M '-DTLT MFB?
LM>|BPM/HHJZXG6ZJ?V|9?DSI=O'|5)=,1'.:LK|K;:J|VOB|TX|S
M|N:GWJH@W'IUM=F4"|+=U-44ZR|2 C6+59|7>I-7VP+AB HN,"P06D 4:)*
MJHN(0\$HQ8U&LB IC\$JJIY9@FKBFP56.^0W.|&|=|X\$|4|!+,SO9\$P6R'25|X|52T?
LHN<)+?HV72|Z^MM,JNJ3?.1,\$LP@SF"=% M E&48DAHFD>)P&7#FV
|%KOV3+@>>OIR-5IYI6\$C3U"BK9G-8, =SQ"<6Z MA)7D%# IB-
R+.DGT|_M7L'P1C(%L&|!@.(&|F9@1U#JGL|4"S-0,/4#.Q>

M0*4PC.>^E40OG&UJXWPAZ/12<08<8*):R6G:Q\8HS0_.*4>N8A\V^-M4R MZKOV?
LU5=?A7_N_MHAZ=4K>4,N\1K+^B=PN^8P0PR0E8K=7IH>;EY'5JC MGIW.^;-
-3OX=_M%D1<@/EJJ9RWO>_+F;*X\$B' M.I.,8!@PBBB-8Y)A Q\$6> M8?
DI=350\$/J8@&?/JKA DHVC*:P3_G2\"(7/JFK,+. *-I>?9N"(U6\^HTC
MU?.,NAE_,3!&6U2E7J>/L1\3@NOY0)U+CG^*:78>7H'NZ#L?I'U:E11KRCFK
M/DK8%"/E;/4\4K\AU5]-R%2\'+!#\$*#@A2B M@L4PCR,,48\SD"1!1
3KFBW=&9@K70:T5.MU\Z4\W/5)OS41JIE!2A>ZIZ"
M0'%3\O5L^FY4@_V(1@*N:;&N>=-F#5HFSD'GJ8&3MO".>SE=IOLE;9VT MX3C7X4E_
?,6-4DI:P>%DI7/Q;5/,(LR 3,"EBH?HP)S 72\$@7*"0\#>.|
M"+2\GZ.5;/LU.UKRD".I&>2OOI9_6,E'265X_M,5R"C\I"3S(S),7ZW61;I
M23'ZF:*G'S"_D;S&)6MO1*OF9,-(4@0E5P+2#.10)OP_7\$4YY!&#.4BCK,,
M:>G)\$!'/*J/(-JD-53NP7O\BZRPRPQKD2EXS93HEZN6<#V9\2_L7,AN=REG
MAX'1A=LEX08NUK=C778;9^T5%EVN5"IP+ M@>("(<1%,8Q2SJ733Q#,I06"A"(:1\$((+
(Q*B@UH>\HOVR76M:DJE4\DOZI)YS;
DDE1,;^O(6PCCQZ\$J3^006D\QZ\39+C)W\!\$ORC\46\KJN(;
MU7/\P*3Q:*.6\1U\NOF\57%,E2#RG>J=/_N\70"S#.4\$57\1DD,4&(J(IF&6"IMI\$
ZXIVR4^N,-1%.:+4_3N&:WG?G2_7"Y9QT\MKP#O.FW MEEVO0-G)8M,EP>U\U3-
!,:VS\$QC_T4I1D'-Z0Q<\5\5C\JMN\#-3KV3',*@Y MGF@LA4,TG0^J<,';&XVN<
CK^6\$6+HE8-N%:5/C^OE3QU;KQS5?^S%=;7M.8
M)T&1"*8FY25(E)9CB%60ZH092P/L(AY8#0LXB89_OIFK12\H9XJZ6&?N\$@
M;'KVT!489N;-'@?SUE8: KIJ8#5\$:MHV51I"S6CTOF,I0/7)5D6\Y&+?K
MJH+MSNX9!%*2!8@F.:H@*A %!8B"U4N/.=IC\$.!S/PR#:*^W:U=1J#:QG>N
M5<>%\7E0"TI-?@\Q2H9NSGB S'T6_XE=N2(Z)*?U, Q.'(<3#YKF^I"G_!+M?
3O=4:A\DV MYKN1,%?.(I7*Q_HPKR<1G_,++7<\VU2=07E"6<,A8KL*V:EFORMQ4'
MT@>\5V>%DB\KNZ\N&XR39,;I+#U#->\$K,+A>[-5\S,##4=@Q)\L_U=0,R:/
M:YN'MMM=^~*NAPIM+5)JG&#E+,-F'#<3)IPX@>XX_|-LN9W?_H6:OA=)|7
MSZKEU&:|^I6ON"3,HEQZL*K\COZU6YYE_X\W^MR\;NZ 8,1\$D:00%812B M-
(MAGM(0TASCC."),9'V="0\%CP;S9:I&=BS-0,=8VJV0\U:'6EIF%.EU-^!
MXD__JLT2_,N7C_XA-3."(I"TN,&TA%7_?M,_O':WGUYA-KHD'8?0P!6JY<*3
M7;".\${Q_3IR)=MVIT_*5:JVQT0:\$QXS+*1Y%T0:^KB !2\2B D-0I8DB"&C
MF4V'!Q'U%IR_VW::X !LUHV0CA#"-D+2401^!S8CAKY'ZP_,0MVD\+=|Q\
M_BFA^@&)KM+JY>P)^**55,MK\@RC(&9X:VGWMY0---JYP".E\9
.&JL,V\K0E:C:P'!6;62UB&7A7\87? MX4J=(O?
9&O,XCXI49!\$,BX*K00ZJI7>&8,89P33(1T*Y*:AJI-DO ?7U_00 M2!150'MD ?
^A_JZ9!'H!*7?ZN_E3(2U3Q-<,XCN6V\$/\$7JBEQ()SX("M"0L,@+3/I\$;6FO/7
M^H/&5_61Z*_OL_R_,@_J9-/F^~*!W;;EKZF<.F43\?'J\B7H6^~\V'C MU,ITM!G3.T;
W1ITK(|+TU)%;CR"YM^0,8??!:F+N'107XLKF\+/F3?+2I M57O@H/N2\B#N?
T/+<3UE\7\9CH:GVT'TT TQG#R:(P=H+VHR^6*|CY89_J MM=67Y0_-(:?
6%6D6!;00,!8\4)6O(21,OA\$"6(I09AS(R?L! W/'MB>HOSB MXQ^@F?
MGYG>=0D;/Z1HIKZG9\ (C5+4BNAR4U=JL&9"D4YVB,*E#-2#BH3H.7>FJW7\H(
MVW8\$M+^"JI%OMWOK\>MM+@+NI!_TEVJZN;^HOEZ73^NRWO&,^V'L<\$11(M(D
M@'FL2@>#F\$%<"KS+,E)+O(DXX5T,3=>4-RYDQMS#,_XD*O7&"ZFP%":^3C*
ML@#&1!|!\$2IR6\$2<09X3'H1YRM,T,\NH9?=MM)JA\9-AJ;=IV.%CME?T%+7K
M9V7='#\A=Y1!-X<!6&6J.EX6'4R05\$A MCZ1Y#@4)*4,I'I+ R+,S(^_9Z?
OP^+1;%T5M<\5B'_Z\73PI>O,@ MQ"D1G, <%:&T1SF63C K8)3'%&=1G+','(BL
6W/QOVXK9*(R:JQ\3R1\7 MJH,5\N%XQ_8=GKG0=;VYWQ 9V:=3C?
1ZQB9U19J,ZN!^W 1. ?\RY"X*UU MWGG*,JPU\IR(DEQOF75\"-B.K7#SC3=UTM-
J4=3!:=.^SZO%_4I9OZOJMR9+ MO_=UZQ>'C;F3(@P#3,.,>4\$#B+
(H@D5(0\AR2K*"1M)*&54\C,;(LY5J^CDK M':N;|J_+|HQ5MUF_7\4)\?+G\1E,'K;V
IEFB8U\7I6;%+ S6S;GC70(UTW MM\HS!W %6O\Z3QTT=99\NDQA\$K MQMGO>*
:F;Y(\UF1TC_D9T(2H;\^M30-YSY?XI8FS\?(1U-
Q5VG\$U(Q2';9LO,;S,5\H#;^K.W5M/*2 M\O"/-E>L/6//498S%J 4,AXDTJD,!<0XB2%+*!
(XS)\$@AM?3)^EXOZ*N?4!U
M9WLI%\X(G3@E.*\$2&)%\$.41QSF"A>NP+@=,@3\$E!26+1MGH,2*.;5+=8J9M\
MJQ3*S\33%YT\$,VX;;SB,I7:7C74U/L9% M6!19"DF,;\$0Y+6">\$
(%B5"1%U*7,34+)|@R1\V\^VG%YH.L+|D>|W);SI MJ?WXCf2VG^/LMMN
GI#.SMF#Q"8^1.L(?GQ"UOK4V&!BT\MMGL4%QH03&4Y
MADBY+'F1R_.N=.XX)6E(<&2V^1Z2\+|K\J)D)0=:=*VQA>BT@1AB(F\$A&<\$6G@

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M"!^EL%Y-+!=_HV">Z^%.Q^K.WC.E6.AIK'74!\$6M/VL.G'CF\LOS3*,.0H
M*^01DPE(Y.\$)ID&6I8BP(C3KTF3* @&=-5:5 ZU4=+E\+L.(+3RLLOS<.&6 M7
#9UE%Q!YT+UT7EU'7L'ZE&* - G"?_4*&'BS=GYP+Y-W9_I,"YI!!I MKF-
9\$[M]>FH*=_#R&E M4Q '%"<8890:%H* Z 8J&/CYI6
ME&9RNRJOU:0Z,;VM&11';B&'SU9E_-6I40IQ<,"^_O;Y73/+
M#&_X^_4C7JSF41QF18X#&&&5NTI5&)UD#_99G&6\$<8'#1'<2F1T+G@W*F9%!
M#4/ @SX8'@T%FEC@/ &YHT#.S.2.,QJ8-DIV\$9/5+ E/-H)M'##I66TC5I+S
M9;ZL5UUQ31,LG@N!9*\$G-C*+!BS?VMLZ*X/C>E47T3^LEW*]ZOUBN=UP-E?
#W1".0RARP>71B@A8H(3#'\$4L MQ5R.*&HTI2C\YV+S<+VM-
I*)L./ME!71<3E_I@=_C\$/WVF8)J_NOG/+%LS*2NZD!W_AJG1,;1\$+DOPD7:2AM5!)
):B%11I*7RM\$ M8<"2+,"*&ZM3=EW*GC ^P9Z4W6:%DQC#B9PZMGH+R 9AA?:-
O9O*Z^ M#)I7@6_YBLT,I.G2R%=%CQ,-WW4,E?,!O*
IX>Z,AO(I/A/3^(US6AL5IT!8*+INQ5/6M:C/&L.2JV:9-I(*E;N,I:ZR(4BBC%.\$8\$"1=\$81
MXA 'N)!9X)1'/(5HWCS;?E4UT:9YV7;\$' ^_GLU)(U#-K&VO V?+
MY0ST^01I1G<3IEI>9Z#F%00J6MY=>#G@Z0I%YI\ _QG+U1SU!GD)IO->J.
MA&UDDBYQ52W\$@C83F+?2SO=Z(-4T54YIR1I43;?;)0#I;F4I2PF+",0!1&%
MB*N[ISQ!D#.&HY3FB2B,IJ2/8!>S<3UD#JRWM>:/;IQ/6:/PK#COIMXL1C'Q! MNI'-J6
W#7+Z1=PBX.D"*&>QSU',3!P&=0'<<434R;JCYINW;=U7I 2M758J
M"U!&>)K"@HL4HBR.(F8VS@EP8^,1FXCO?C2I%O6WFE)O-LW
P'JC99S=U.SO@R@MMYQU!9__MXKB\^[Z^*1?WB[HWTL=%1?%2_?@=E\=Z?
KTM5>_2_8_62XV?"V\$-&&4U&53 M0MHLB%+"8\$%"#%"#QEE>:#7.FX!7SWO-
MZ9;MAE5T/E^5WJHRDIP L[WD5)SAEX;OOI4CL>40%B M'H^!'"[FL+KD=-
I9;ZA_QHPN\$)&VOJHK-J6THM0^(A\$',;?G+W&Q_"X6'@:"JPF8C)(6)!!!"8D3_*8<;/-
WY:1":U),ZD6_+MA""QV' 'R M NK30?W4^O&1EW4>I=I1Y5-
;-1I8_G.Y5C.GZLS,_3/245L"7B=B-@^, #C;J MO3_K^*'SMS(^)-A.U@4M4V#/E5>;-
A8.@)G!)9&4,UL/>NR9=4I MYK9)+?B59=-:!.4&(YJQ D(8DA"@-,,1QGD-1)C@B2&HK
M,2KTUR?M^>QS/-?SOZ2'Q1^?U/U"?=8YTXVL4LR-?)Y%F\I??>#HIDI.#WB
MPOHWP9;KGQ15L>V(_K:O%HKC6'6!S&.8 MB"R!B&8\$XD3\$,!9149!"B"A#)D>
(-F'!X2F'5M'S+15=2M!P#%EZKP4X%C= M+E%I5K,(P3#(2)@1%!1FG72M9+?
IM#I*:CWC9B.+::3X@A@67;%?I^RLVW6I ML1=K%I+
<IR=^N#WEM&&K9K5=B.^E^-4"C\$_WE3IBI><%)HME'0NX6K%>S(U#GSS
M,J<|HD&2%Y!D4H61H (6:41@'+&"IT6(X@2;I/.7"\$ZR__>8V\$VQWIR8:~1%
MY/3TVB4>9MIM"(*Q6NM*YDBY+Y*,5,5UA3I4=.W/V>9-501!8HJ#
(&D*W_5U"BJ^>Y-98&>1@Z(/ZR*:B0WTI'+0H,_%0<.<@ N MBW="#RM._WZ_?
OXO^>%6!2G,;I DI.HW&61.EW3>-)NF49=D!3I V3#@2*!
M2V:E3">6FTR1SHO25Z*!IRS3^;HM[IW+?O=,I%(N)/#RF3I]+>7IJKD\4-(H
MD7:R2%,\$\$2IN7&I^@/AJ1@P;>^J MIZ:>2^H>(C--'H..>6:+^U4S M]TQIHUF6L%1^
(89Q1 5-((X%\$+^,XD%3X(HCXR/JL=D)N\$EBCH4;6R!&
(3'I^/"_HJK5K_C'XO'I>."T_K:EOR>833(HA(!_J>A.)1, \S4.890D.0I805&0F
MVJH!TI/JI@@KKY/_V""5.-!D>HMU62?+UXGTBXW%59\$.J'KJH1@J,UUOB4LX
M>M1GH*4./@9FX\K MJCJHL\NYIT8R.IQNA0G-1 &\$!P:"U,/CJV.7M=7=Q/
M/6R*BIMDN8;/\$+G9.Q+G#!:A.A2D+(\$I3FD&49\$Y"%-D]RN [L)&YX-3+^R
M9UWW!FBFXI5.;X(UBI%U1)W/8/C'TTS&I0'LFFR*J*N)L,U'(U57=S&VR< MMS
W8N*^I3; '6^&;G5:K99W!P0Z(I'I A6YXS"7<_ \$386F
MF:\$I/;KA#*9@SYJT>#YLG0N0G"7AC6!EXL2I):=)_LY6-.A#>QF/IQI:3GX MRI>-
=_FP>'KWTECD77O+S^NFH=&IEU.+?5U4?I56>YZ"">\$T%3 J"@11&*20
MI&D*XS2(\$6IH#,EBBU0V5H_8UQUI/A/M\$TS"UP#Z2Q M8;9%PY%Y-28_J9&T!>?
0U%FO8V:P-H^2U"Y7Y6YIQ=BBF+F?W3,/:5;D.) (NK2@R-.*;P+S(8T@+AI(LC
L11SJ6RIBR;Q.UXT5=G> =M-^!)L@.DGT,;AF;R[QU+>L;)'-.AJ^05.4-SI JT/2-<2*
\$;CN0/OD'32V MIO4>7F_O;P/>*Q;>!D1M:VX-
1&/&Y<=KTORD<5";9_/U)K'+UF)V!ME^ =^7)>[YAB?59"P"B B+DC 1%#-A-
)G.GA?/UKKF#*X%W%8!DVAEDXR\$[&D#F8\$GS5/= _K%BY?+EONWF^_/I7
MYK9<4'IHL+J_I1O=M/?A53P;+4F<2^I*13H&P.^X_(NK0:N2"W!=PZ>?"G!/
MDV'#XQ8.,[NBB<0,W*Y@ MW1UIJH3Y"TM/ED*O)V(_G5IS\$[97+8=J^_6E
MMIKK^I5OMN7J9J5^UM0^S@E),6=Q 5F<2A
MG8EUKTOTR6MIV8OFR/YG0OL[WY\$&94T;K%?U))/6>S&IY3# 5?>>PC%6EC<-
MIZ:)/!*K6.G"6Q)!I?NV=M;ES8,Y%,[N#@Q(3QS]-P?E.'YOL8:YJZ#:V#XO

MV!8WM2::KL'K3WEV!?:\$-<9G9#K\O9N+Y*9UN\I.\$N:A^~U?YAL-1D^_%I M\$?
K\HYDGS..X=9CX*!)?+ #W5C\O04M/FE/\$XCK,0)EAEI>:D@!C+W94&:1"G
M@4!9JA41.\$? LYHT5QS]=NJK154_A'@2E,OAU;&BFJE/(Z4B!QIZX,:!E/KQ
MT+'2VH4\OW(AOQ JY"E4F=US76:'=[TQUJ=?
O727U&\)EFO)\0,"689C:SI@D:UD##&VB8
MFS45NS/0@HYNF9Q!E13>=52=L^FRQ'C;@!S-G-\)#L3#R%W \H05')'ZWI+ M!FK[6-
""B2C.,B@\$D\Y:2#G\$6<9@S@K.&:88I49#7\4IOW"Z3WN>;SARGO&C
MU23\$*V1FINWJYOH3N-K(KR79-ITMI8\TB^O)V^YZAU@+/%T:SY3\1ZSAL\$C<
M<=*UY!_??ET_ \W*E'.^K>[ZB*E>>D\U^W%G\O4\H\$B@@".:.)P\N4OW_ \JAS
G#+BIGYT\$91SWKXP,;P9N5;'Y2.!W P MR-"# '3\$5W9\$9T28\J14Q!>/0B!A_WLR&5.5&-
>9G6\JY*,_O\GE!>1U2I#"-M&8D8I")'\$-\$HA'D6%O+V+!9AA-\$B8ZM.\$?
LTUH2=;592U5H\8E9W\$9UGX7 MTHN86@V@H29HAQ96? \2FM_
=>8<\N.XEB7A*J4\'+SYDI&N.+^8?51A\O MKQB3\H.JZQ!NRGH
EF1X'\@8T(#FE,,E)#E&0R,V9,@0C\7\4G@4X"K5ZD%PB MY%GQ&M*@I3T#WYJ
70DZ^GKZ=Q&N83UT"8*9/MK+KZV6NL(-7(-)1KME'_9 M*^;%A2=14%WQ.D75?
MXVK-G5"^U*1;#<^R@.(XBE^PP1(1SF:FX5#X3<%BEB M+#8ZG!^3*RD.X(C"FQ.X*
(;21PCK6ELT\$A0BR#?2.5F

V."\$PR3DS6HN"+R07PQW\T!!9\Y+[9M\$CK>WK9)PB%";\56)?LV@R/_O7'Y47ZI;\K%?
=,M_\$Z^>JY^7+WC8EWR MZVVI(I&FX2#5Z2Y\$TP+O*&Y/SE8> 9:#F:@8:!\<^
M\SL@7);K%5\OJ\>C3SHV\!/>S\H_:'M%F= <%GIN26R'E0?CM\$K\$R"(:G)#(4=
M!'WS8:F"W.GH3KH#E2H4"-4Z\MEZ>\+ Z\$YRZDN(KM(WYVD4)W^U?OU(UZL
MYDD@N"!%# 'E, XA87L" "A2'D:8Q1A\$,2";/;>9?;>9>.*OHN5_-K0-K\2<
MOI,BPP7."8\$IP@5\$)(H@IG\$&Y7\$U8PAGK\$!D_LQ+LO\9WTJ?R? \WXO>2?6M
ML+;*4)J';PL\8&&H_.I4\8F/:CZ /7PQ.J%AG7M@SH25U_6FWINN#I!5_N(MY>
I6>\$Y\$2\$)2,!CC0 UCPAABIBZ%HC! /4BRW,DP-2Q^T""O>J#HV9J\F9%:'
MF)HW5,7#>.:G^HAK6<*?>!G9N:0&=3'F&\$@IOJ"#VR4Q='&(%QHC;"\/-C
M)SA\X9NVV<3UNI+6\O7HH)BF89RP\$+(H(Q 510;S6.326:"\$J#S?K5>T?R'^M^
8\U:5O"PI(VV&%2@9M!S4-PZMG;#R 9F9G M^GBITM"N\4S-
Q\$2#E\1\$=SYL:9CJ&XU6TH+B_"PEO8\HSXO97\7^OB\YW0-> M?5P\#JZX_K-
<:/A:B#E#449)0" C))96"> M;=JM-%K^DF!&O"S-&J"? \158'3@-4F+Z>3!*"K"1@@
ER<6\$F!GH!'J3U)CQ M^\$^?(3."YYU46;\:QB1+^_ N'G\IG*PKQ'?
_I4N_VJK3@.">1%C"D6B MNCIG MUT\$JMYA?:+NC >+1%I\$' 8H3J7QR *8\6O^--
W7AZW\H M4MLL5MOUMOK'2O7_6_P?SE2#H-MU54_>"*/?
Y1,/U4WY>;VZYV6OXXIZ;\$XX MHECD
K(TRJ3=BW(HE5Q:0,X20A(>%6:%FI\X\&P;JCP!14T%T,(-!RIRN2& M)S.KX>N-
Z5F=G^ \F%FM@Z8K,Z D@)\LU\&28@3WOX."%@8\HD^ \M!OH\IM=3S
M\NR@9YP=V5%?7\$YJASU#?6C'?9,S\T+S^V*U>-P^=OWO D(3C%7V# L@BK%T
M5E\$201:R#), (R9J)=<,X6MFSK6UIZ3>9>2WVL/D;)8R9P6K). /2MSC(_HHO,
MZ_4F:O\S4HQ^WYC3#YAG'W\IM^AVK<_E\+K^CRH6);7PO?RA;J\OT!J>E:%'
M&KRB#11Q_03B01B&5<8E F8:9"F\4=JOCF162;Z#"T^6TJLC7C^!5^MYNQ/*
MAVJS>%1M9<1'O"CK?K&\O^RK\ELK'J\$P9SD""):!# 7*),G.;G\%R@,;34:
M8.@+09N4Y2GPTSM(^4+%S%1V7-2EE3MPP.\<*^J?KK=VHCNZ;\B1'K24X@- M*
(="ZLUS'VCNY)=E>456S^9>D3'G_2L\TI0\?GA(27G9UQPIGH5V)FUO_
MLE0S^IH^LUJR&GDYYT6R\FU.+ #>91W->E+X?,"4N9\X+
(W#OHZLI/NLF;8"&:F#X,RM?F#C@K^#H6OTH3=(I-I M_P_9\G_KCWYGYZEWJ1M?
I=JH:);J@M5=I>5%\$>5:>CC!0E\$;I=:PZ\< 3GJ^HQOIS33LM> =50_>X67A'F" M
X0F\?PN"WSHYVE\PEER\>JKMA +6\ FJ\^ \A8D>(R#L(!EF&IT\$D\$<< 1
MI((%&4O2E!(CA=:FI\N\$>#+-\JY<;^5?6-/ "OQY7(I6^&7AD7RVDCL:>6?"" MH9F5. U?
PX6\$ST\YD+ '<_K)#S\!JZPS/83@TLC00+&!9E_B,%TNU^L=U^0TO M^?
XN3*E9>T,F_W4EI"*K\,^ \ZF'PIW?%7G@>\.MO.,1TSP",T36*(HE"%M_9"
/\$%1RE@81=@P\>.-^ \OP?=J8J/B_@B5VMUTL=PTW(-7S4_.;QC=/9F
M\ "S7FZ!M9MF.\@AV/\$-YY("ZUDOA":_WBZ_X&I9VS U-U.-BI"*M>2\7\>G
M\5G\!NLNE@EHI0-AX+"&TC7\$KHHLG?\$U;16F:SB/RC2=\$\#N>R:W 34(Y\4H
MF"JLYY\MUWKG^5+,V92:MRK1D\$=,|=SUXC<#G@,59XPR"^KMON R%#0HYI M>?
9ZP:G;G9T4YT2KL\//.>RW_RM>K%1BS_X40-*<\TS(DQ;)8C69DL"<"09Q M1-LBPC
JA%#\!CVRGI7V=-/\&5\!=#,H\8\8FLCJ>2GN\3)U01Q!Y688P5G) M?*.419RB A
M!8=9@C,JLI!2_0*VDQO\FXB:IGXYUVD0AE7B;725IO,YYK2.RSD\H&V31*_EA=?\H5\$=

MM5G=O|_6NX;K-TA^|VJAKB/=M\$ZE.RE7|H#PORS6NU7E. M_G5P(HP|Z"|'!\$:9
WNY2Y6|G51 M_57OP)PD<9%C#&F48X@PBR!.\$Y5PDK-<^BVBB-
#8"\$E|'WB(E9.RR|B|I\$/ M&QPC%T6?LE+H^TGQ:T?5CET2/@UQDC H8
MYFD&D4B)"G-2^9^0,1;'28R-CAQ%*: (68"&H)FZ'F.AIZ.C)+0)732T/&2
MG97\$D1H>KS^HIT5|U#ASC|H?D*HG:V/THJ_3*J?8GW^E.^K^|^\)(N*I55 MN=
=5G|'M,M^M;U49FI2TP&:8AFYMZ2Y'..3 MSUK/(>@Z5KSG8K'BK.T2?"O?
=77%_G=;;913^85OZNA!;S:|JQ|'UR5GBUTQ M 0U1+E43IED0RK-=S"".X@1&TBFD/!
T-|V<|.9R???*M=/M<8N^6;1EF8^
MR5^"ISK04C4<6702=_56|,S&&R!MN&GW6OJT'(*N&WG-(|@S.:M|E3>1KI91
M<+79E NRW=0=RS=K<(M+/U6TCI%T-S/!'5=3CU1P">6)B0M.E|?LHX#+E?(0
M;GE9SU7;SPC (N-YFC"8% E2|C2>5@@*%\$C"1(|Y'=&|.S.40)|@&C|JC+ M90B?
897_683T;)|L3NG_Q |9U|N^W M99)851CWWW*L|KUZI|DJ9E|CL|+Y_<|64S4ZM3Y?
47Q;:HK#^49\$15_6ZI MB2OJ#T4XKJ8>L(V145JTZ>JVL|I=M*Z|NZV6Z-
1WD/7O;NJ:_.J+M|!Y)A)" M499:1%"AOIG%, "18"@_*LB!%E*5!;L.V8LB!9^53SB?OHDMMK
2K% VA:%Q@& M LS:U=L2O4)FIM,U.=#P AIF0,-K"O9:1YI6=H%
|HC+7|E+.)SESYC2GSBG MQA*>XSP;VX7|U\$U_VY** WM;=T<3>+OR"*<|6|
|HUPJ4_&E=JN.V:Y2RF8|FMI1: MZP7HF;2I836SDCU+HZW4IM5|U*ON^XNSS0JBD
NDH2HSFHLB#D\$8Q3!.,()8&.!5F|W// MDO+M"ZX?G_Z25K;+
(V7NZ^UJF&N5%2MY>O_ ;SF|+|M#KFG430XS8|&QM R
MUG1F9^5. @Z<5G1<\$M/EG/G8,"GSQ@#G_"-KV9;/:M'@Z;0%R:\$?&9 M5Y4:E=C-
BI@788 1BM+_G|HW;8X;1|*%_PHB=L^>GHC"+ "_@;+:3+-O=.F^W MI6.K9V).?ZC
5;J=\$JDA2W)K?_T+@*PJUHT%H\$"J|-,VQ:)S'RH3"02>8%I
M1"A\$F>KJ'.92'N.ACNX1HG^R-;%'ZW5@4Z78 ZF:0BVT6M= TYOR>%>F9LXG7P,8
|3T\$>A8G^0_<>|M\$WJX|<0+R@4B' M><>'C|BIRI>J7'1)S&T1S>:TCQ;:L"(.
(:;\$|AHC%I1FS%'OM!2.WI.DM9:>"O_.HF5D@+Y+;V:-#D4<)%V5S).|.DUG
M4NMU5MOJ6W;^A4MKX*^:AJV745N029VNC|U?/HJQ46\$20Y+R D4A#O%
:AMPJ:'PIOR/;R5XAN>9/9?JL!P2JP5>; M@/:.2?#;EDW0X|.YAM|Q.YE&B:9#WS8N-
#KP%|3|7X:6JYX CNR|4|^ R| | MW5O@PG4OJPZ|*MEGSEM;K2O>?
JYPVD)8N|26SHL^*DJTS-O.'X|S^L.Y>GG46:-U|+K?5/*:CV\$XO;.*M*LI-DP8=
|1GX7%6KLK(98C@\$P;#*>I3>3E>'!/=/'4JMAP M9_61|7+;0|,E9|L|=
<(LUW363P|Q3.7S#Z;Y)@\$OA)(=M:>-F?DF%@':2)' M'|J@1Y::/%#S1^4
OW;:L;KCO,>_SQ%):!%F|'(A\$HA\$HKI2|M\$BH"D69BC M%.:?
SDC^H,N3|:H679OIUAJS1KV31_DH>\$#>/9_\$5>-GF##Q(-)O_7\$H.> /<
MLW/D:)|'|-2M|:-?N#;:@&@#:3%|X'917_\$^&ET;L)T1,.2ON=N7><%=F|
M:X#;)VISHM^M*^7P6N.=?|J2;PX6P^86C=-(6%>,1) &+H BS M(C,U)BH+,*A/L.)F1-^!
|7C^!+@!@6FA|!AB+8BV/HF>7F%D??M%CI1A0|5E- M785LCU3&FY|(|Y X?R#U
X*=&AK)A+!|+RL3N?2@64G.Y:>%ZU_*C5X^N*(M|!%ZX))E>^B3|ZI%P^|.
|'".0DI"V&4J?8X.8DAID\$PSQ!+"U8GF"G+H'G
M28^=A;/:;CZ|A%|O/G;S<=A@|NB006:%H'BSUB=\$'@>,W%-GJ|9F24FW5| M^?V'E,|1?
J_PLB\$@ Z%FTQ4Z1=T>V)(DZ-&T MZ+E|3,
|S>_BE(MHI)YTGD=, #,GBUHGWW(+3|>,=\$&>G*^_0>E@=PF^D;8;#2"?
L,|3?|>1M!LRY M\$|GA*A>\$V3_RYYK3A4XMD=2NGJIZM?CO-B<+93B-BS" F8ASB
HN8,\$)@4'. M(QHC\$:7"*AGD';&1#4Z?
LE8;W*.M3KSRQT^+1A7UJ;+KY|OK7JPJ<3JNW63 MS;XAAB%.0|13 O5M2UF:;
|T,E_T?NGD(/_ \$ENZ_6SDBO M('G;YEM5(-JH52WU3|52Q4Q5I=[KI!6";|833 &BGT0?
M%|23<%7!-9LST!|3 MT.=|@^QO |T<'4|;ZP6,3+KI7@|8_G;L847'*J|J2UWZF%+'9L."
M90V0\$8IFMLH|-NYFZ6VV;3HW_|^&R&J8B6MKVH<(YK3EMS8P!05V|ULNN(
M@IN2?<%/QE,%=UX:6945"=N!!&MQSGOWSI+8*=Z1I(-9|V8## KI,)9@3Z+
MIA*L5YIX*,&> (4"ZW.KO< M@(|YVH^=FCC4GW@T!GQ<^EAQ.?P?
D!M'1:R"15R|GF^Z0 RT|BY\$DA%.I>V) MF2TN?B?X.6#Y.DTPLP;-WI&R
MLSE>0')HCFXAM+<^Z28T)VZ9;@'#8?=TFY>=\$_SE+XMJ\$Z,|RC3RQ+-OJ'ZL
M*O9|L5S.F6IW%28I++ JBHL)DB?O1)|4(Q0R!D.|8+7)D1'-AWM3KS8,*P
MYF0&2FX&-P(P2A)<%&\$4Q#3%0V5_2+,-0GIW#F"4X)(E+!;?&#K=7>ZC
M..H^9L;6-R9VAG9+O>WBU;1SSW_8GF_7//S);P6\$L;JY-?G-??>7/MW<-S>7)D(BT*&
(L|@CG,21%+LU"O QG:&?|)%LY|0*2P_ ^!7|HPI#HE^L;1U\$Y)-&_@;@?
Z+7O@VQ;ZJQWH MOYZ'WCZ,Z@LN7Q'4B_F9-GCJ"
|Z#N*FWA1VW0+RH|8BA9MO"LOF ERHT^ ^V1 M|7/53M<|/;|@ \$UJD0=
<>XES0|O/W'V(/?DC|Q9)3ZV7L5_IVSC!2"%2\$D MC.80)9&0?T(8:;|!FOT9(&^|

MY\!:\!*D +JCBVC)B-^94-K_8?X=I9F?,K/9F_01T?4EZ4?C|)%IMX#1_3_8
M&!\:GZ+9L!_XFFV7B2P0\$1\$!C\$C"U!S/!(L)S"*4TH\$P7B5M/?C|_8V4SW
M*#J!X\A8V8A+Y37SK19BFIMG:;\$\615CE&8U!P,B+BOQT./N@QO>U:U3.7#
MO82R4:'GSU6MXWW=C(:2;3I"?/K|F9<-;^:\0%E42#U8
JLU3SHCI>K"H+IH#I^59NN)ISC#/P@_XGJC\$3I
M7ZM^27I\X^E(H)\,FP4IH#9UF*L\$=ZP_R0_7>_*KC_CE9K MD%XS=3(2-J,
MIQL74;?)=?>/'2_@OB|J|M_!"_!\$U6K4:#S\$D'9FX;3^UT^_&'W.PTPJ:0#
M^OUQ01_!8L7;SE_G=0'@FJMRZ4.RPMF??0W-P|(3CMIS%WTW"MA% MZUR00|4;=
M.Q?RN\$Y2QJ_010H1YRDD""&8))CE-,JCG%EU+3E!9Y+;Q8/? M?(>6:
(<@1)0=2?,\$\$Q3Y!T3VP2QWW\3MEG@H!*D=GAP8/@=NY *W-_M3-NG,U*
!9<>=ELEG!MP1*M-GN9T6|6@FV|!#C;H9_?Q|UWK3J!;6FKHO>ED7_MBI?
E!RZ|;Z:BV<"1S2@'&:<\$X@H\$S!/!"PIC0DD8HS3)L+#9)KQP-?*FW_+!)6VH-
ZM'S^*_PP0S:K?90%>H?-DPOSP M-
*G\!PKC0GGTN_AE|7G0\OBY/JEKN6A2KKKTFS3|B|S3&E&""F@='20|'EH
M#C&F(11\$'G6P=+-)9%5Y8\$!S9\$.X+A/;_7/+2MNS7B'L#;S=)X1L3-CF_9|_M=V=
<&ZN:R"6YZZZ0Q3?I9VN_02G^NB:O_JF_/2HC00|9O.#;ZNGIZJ4E_C
MS\$D69D)Z2%">=*ATCK(8%C'6^?Z\$.Y9RFJ;K_Z*9S\BY7_XM%/U-6'0*,HS_M@%>
50*7_3_^+8_"|*|@C-(9B@+0/&*YBOKQ_WDI^7_!6Y@&?XV#&5"_8FT;
MOC".9D&1|9|R*DNOP!QJ!^!>S'2?C-C,9%D#J6QW=8?FNQ;(G.VKMG?V;C
MG&">;5);L:B'/"|EN%L\!2Y@=LKX!4R\$Z=WJHDUCD-N/0!5-D\|)M(D8!Q!_M3&
(&|QCQ\$,<9B3!U<0).\$9S:|!"!9ATL://XW5R!D_#9^0\$^0'%T_K:D-21M
M_.1J&!GQ^"=021F\^;H M>753?L)UN2@?FGD<2#L0A!G,4IY!A'@."689C%DL(HZ"
(_VL6FE841|Y3JKG MYJG6L2|JSI42;_NH|0V47(EW5U;_BRCY)"?
0WH:07HYL1F|_LQK>69|TAE9_MLGVUDL|SX7@M*4D5"K7JY)>?CM
2W4@DY^5V1DHNZ|K_M9JU&^V9VIDNQ4W<_U4)MMEPH.4&;-E1N*|9|F?-G'#P9-
KL:\$|JYYQ@V3=Z_M;HLXS!|YCF067"^KAM|7OY3/BX^+ANH4-;LA8@9+C>W<;Z
9D'IRM|OGM05_M/?CER|T-4-S('IS4*F)Y;Q|U,\$5IV';
)"=M3#%IDN\$!=Y'CEE(|S;=Q&#|_MZ8:=F_N|_O\$XC7'2R3M,FULRO;#;
!(A8Q0D&6<\$%H)AB(|_01S3"!911JD*
M?;+8|2H87.3YEM|3WKI"VYQ9LR8^24VHLK*|KE;/TIKTR_M,17_X#K\$^\$7H?
VS6O.JN15W=?V/^L\XE/_UJ|77V79N;'NEQ))T+_I/F|
M9|K5N7#=#56RYF,M_!;LW_4=LWT_5;VH
MW6;Y8XW7YYNK|@WTWEP|XI5Z:=FW4%5E95'6;;7/<^/'W\$|P|*|_/_S|;|43Z=YVD(?
F%WF@E:9OZ:9PPLK=N&./B|"9|=E-('>&DKS_TWN+.0UY/3_M9D)Q4K?-
H)|Q|WF53<|<(V;QZN2J?^H|>T5+|4OPA%7<9|%612%"\$|!(@H_MB_*8TX#+_K#
(N,B#*G5T#ACRB/;!,6_#D#KF#?#?LF)G(LR!-#;4H!C9RXV_MR.@_|+@X<>;S9S6LA?
=D.|S13FI;K.'8MR/V"SC\$>1>5I_J^KIZ>KYZ6AF'_M=?>&CM0LZFJDB2KDEWB
MKD>%<@NQ|BXU733UJ_@|@=/C3SBVA:6/G+TL^:TX|J_?U|6+_!32:M?N7+. MZ\$J?
\$)NVW48=VG'IO>1L+@*\$"\$M4W@NE
M:AY;|HL(IS#%J2!%3!-.C++BC2F.;76/*@88CNQ9%5U&7&J!PS0FH%"OF ME?)F6
Y;IU\$0LC-!&W!N13=,Y|H5K|_*|@&2OW-MUIFLMM|*K'XQO|V+=O:5|<5<=8-
+WCU*A_+BPY*JIE<69@,\$\$!)A%)!"04_M(YAF81Y.MBW1TL4F4:TB,M1X-/G-1V.)+M?
H'7WWDH?U20T"L<|/UCK_MO4,QL@J">()JV:|P:61E-,\$WB.^G%|!E?
E@9'3:W(XM'^*R.'@X@#!Q;%;|!CB(&+_..+R
MNF.R"7|3^06J%BT;6B02K9N=JYT!Z*?N&YOIEHVS#;2\$Y*S"#(4%1_E
M0L""Y4EG.25<BUD=A':.@U?Y1GB,4K;QLSWL|
MEMT_2X_U1M4TS@N>L:P(&:1"31M+XA#F:2*M7\$18F@8QSG*K<4%C,3JRW|G/_M-
MCR#;H77=_9|^_4!H1WF%|WG)7O|O@'ORD)|!;!OG'W.)_Z./"O:1!NOCTG/;1K9+?
N\$;1_OMKFITZO\F%+7)MQ)K3(@XS3_1\$7\$W,H0F&N!_%+!#.XB";_JM:N-
L&1@|H;-7A2|Z^G|0KIP_M:D_E6*Z9!;|=EW9FW!IR,_\|H!V9G?
+230\$K'@EQ#R.LYC@HH_T3&.(HD@:LHRD,\$%A&J8,86(6+AV)O|'=VXZ%
M+J=APXFZIU>|6|O|OQOS\$S>.T)N9Q&/H%M9_NN6U*MN9V!#;^SPT_3!0_6
M;NS";_R0RCEG\$JE'==@PD:~M(|W0"SS?>2G&>
M|)S&08I@E&9*CWU>IOGQMR|G>@-IVLFK- M5R|UV6KR2|EH&J7T*K'FI0\$_2
>S|2|L-?'_F4S<^H7.SL+J6GW|JR==%Q_M2WX&6@8|9OH:"^LKG_<|P6FS=HT!;C-
-7|S=%=/U;)_EB|H|>9^XKA%5/_MVK1|LKO>N9|7#<5+|>|S7"1AFJ44YER5)S#;
((F*#.9|3\$F*,T3M_IRCZPSV|%^G_ZQ_5IW2'_0(AP*B=OM&4Z_FUVWX5)+|
M|MJMMO1K;ABU;_*1WRLGO"BG\$<%CC'\$4R*0EW:DQ_2U="8(19A%(6T8(&)

M\3\7ML7A33?40\ M\094@=Z76C,%?EBS=1H2:X?N E \N6DN'\$SJ?%T
T;Y+=3P/+ =DA\2Z#2HX)>6HX MR=%G+QCP?20%:G\H8F\DXL8W_<)7M^(>_IX>
(/8WSDWW.D1\G*4PR@AJ73F
MHP+BJ,"0A(0P3C\$5*,:>%3XJRR;/AJT)IBK!'S#5OJ:9,/P7AW'1XW\G&,4
MYQF"A2#2+L4P3Q!&21Q2K(@8B1-^?R5UZ3ZG_D9^ZP:?
TB5YGM&' ^L;V"W_W_JQ>WR T73@WNR:&?H3D)!S@ZEGT:RHX\Z4OS\BD;Y+;G*=1&J
H@5F8"XB"-(!YE' 8%"R@ M>8)C9G=3VU\Y-
U4&^\$UNP5>7/KU6UU4CW2:,, "8R"G\$@&\$19_M2"\$)6_X#)E"4)5D:F?
4O.T=H9\WKQATTO8T6K\3POGJE)\ZI8;JV:G82,3.5_M\X&#G?IU\$/1\IC<|_@UJN5-
;H@/#6ZGA.,D^J>9+,I&IZ3MAJE3W\O&MI#EGU_M\N&J'?K4I?NF:T:AJH2^=^7S3S*
EQ4/,CPA_M86=?004'@W>(K"G/P
>|U+!/SP#B<%=U5E1O5U:G*4U\J;*J:LT_*>#S7*@BT:W76??QBGDJ?E\$-A8
HR7*88T%A_MA\$2\$!9\$5"HQ &!9)G)\8()%&2P*B(49\$+
(4\&D8W1'1MX\VO\1X3=S&Z/#::= M0?_U6P\VN(6MQ\#^/= (R0B78.+)\CNO.,F6<
E(^WO%16M=4\$5\HVM%^Y5V
M^D1WK^Y>7NJWKB2OK2B=9Q\$BE&\$&BS"39BR@"9'C2KJH%P7X+8\
M>:ZS=8'#9\FM%?WIJW!=X#E:E.NTD.-<3EWGKE=<3^--"LHYCB'B+(*HP_3F_M15A
FB'.68_8R:P:JAQ0&-FJ=)7\FJ#E.;T#+,Q,Q442VIF"OG_C^"\$G)?\$U
MJ_)@_6GG6YX2\V".Y;|B?;'?GQ9DOT'CM5>|9'K5GJ\^K!-RF_4
M)214L\8B\$JM=!9ZYI6W.8MM:?'JF
>DH@'),Z@. @I#E*4<%NI:15"LAY@719!ANZ;| #EP8_MZ= E/?
LWQ:&J:6EW5;E8&YQG_*:8L+YVL<;^#IF%/P<;=!!5:W'"<'O=NV9I_M?
8>S9Z\$^JM4'4O\X#P)\$XC#C.> M.HB02&&1"PO1%*8B##-
\$S3K\G"8Q\KT)_AUPW5UG\6HQ,^|\\$,'.VS(^0MM\; MAE\7'AE(DC/S4L@!;N6AM_VL:|H?
B96;=OL0'O? \$AY)-SL3)1GR*Q"TPX_.(6N;>A,%MIV\$+X? M^G9YW>UTV)L\$|
(6OM@9)U8NK:O&V\9JZX%6U+%5YM5K5"-*R4H\1??5%(J'-M9E9+2>)A'8E;=
|&A<2Y8)B_3\$84HER=%PE48+\$|YFB:9*F:Q.1^Q^K(ADM5_MY\Z4\KB_U,5
2\FK;+:B)_|)#XQP#?|IBHVR/T9Z|M=\$\$P*L+8R_5V9=C4
M8HOP03T^UIZ.H",R.NDA='S
|X^A\$U"TVP\87\ P_J1S01!1#%.=2'Q.10\0""C*6\$6SF89TB_M,+(V=B3-@R5'03@?&+I4-
#MJZZB!CMQY_!\,3/.(T*7BNL6#\L3V\$P;:\$F4@_M_G3TMW,BI/H\OGS9^3RE29_
MBLRTV?|GA#U(>C_WO*O+?2U7K?'RIF3\|_ ^/O\TYHE&21J%J_1\!A#(NW>XT
MAAD)TYBE@ @H4VCG;>Q3&=K;E\,C"C15(G: ^MG\N)AZV!= (Z^1;FPOJX%6? M\$.8"?
WI_Q8D\Z1,""?K0IQZ\H+#MOQK+T_)AS8H>)\$?4>+E^?_1Y') H)GD&
M68J%5.0@@@F<A:0(K<:/._PLJ\^7-2%WK9D6\#O'/ M\FF'2C=+G
TWW7'1LJR\|>A!T+&SJ7#3_PP_Z)F2=_A;|E7M7SHH;MB:7NO_M?
JYJP1>KEHC(M%\V\BL?K/D8/KZ-S>(CE;_.2YE?|'H2I_E%2|=)6/O*U
M0@|JNN>_KSY(\$?H>|H?J6Q;T.J\$OYX=74'UO4P/1\, +VL-!DV*OZOL+,? M0S"
WQ0#0'/@J5#(7%2G2UB#Y2>|>S47M7_E:O&68Z\A(;K&.|\>.5|=RZUV
ML5*Q_G6IPMM<.O<1QD\$"LSQ-Y"F=8TARA""/,4BH3DOBOES._EVA>N5F=-Q
MGK#-;_D^>>-?^Y=C:AJ4_D\2=>)|J%&;_HY4^V+*_4-&M7^D/'15FJXZH
M9JOI6_8R/@\|32@C(E#U7J2_2,H*":+2W\AG'&:|D44=|!_*@WK-,8?4U
M9,AYR48\$V\5S\PN?G666M&% "&KJ.|#2\XJ\;V:9_S,,ISUY<7UVISQ.U_M,0_":S-
WW1RN^YX\8575Z\>MX37;W@Y?+M#B^810\=F64F<+C4_*|O\G\7
MK\|S&#WQO"EC'#E#\6*?-G#M11KD;I70P-EEO#SKU_M2N6^_0G(1W4#;>EEX+-
MM<&B-_U5+;EH:R';M>S\|\$_?WR5F?Z;:MG"@X^I
M5'DG>4YS"G98\>I2U:A8S>VFWQ/1#/LHA@52\$ _E%_>)G6\1H%UWTL;AXB\ M0W?
U'=?L_NGAI^K\|+^7SXKILF/R\;0QM>)61W3E-'-POGN2A>_8D"^^7+WEU%1"\$)
(PP9)B\$C*\$5%8C6FZRB5L2_(VT\$Z_M&Z*.A>/'
3)S2RX6VTYC\25VG\IT0B*O(X/V;S#O*_38AX?%G3J8<>&\$HL2
MEW2A+N;:5:U3\76;-4XPBK#*50D9DHK)8ICGH8_1S@6.HR@+D95BGJ_SLFIN
MJ((M6:?'1:=@,E-/#\|+;*:B+W/:M%8:E\ M49X025:1L;#(MZT)?@S.-^|D\$_
M+AJZU)' ^K9?'@KJ2K2D6\|^?6926S\|OE*'\<+ +D/R^:U3RC15_0FD\< MQ"E\$-
T@06KV.2Y0)'C*!;\$R\$(9TQSY&;|@&S9_RP?X;-U00NN_M5.[C75V\+AH5
ZSJGRNLRUWGCJAE_EG(.DPQG\$"6H@"0+\$ECD*_MCG@84"YO1_MB';DK4R-_4A\$5?
^_*1?O.CEJ7L"&&7U?TLLR6?H<&O3.PBZF>\$9#TH\^|_/MX
|=*W\;Y\3N@JD8TE#Z\|QKAX3G\KV&Q-^EAZ|=,*<:^5JNMS#V
MHB;%U\K%VMRV=NR!CC^@&01;#F=?89>0Q/0\Q&AFCS=X=JH_OB2_B07@^B_

M\$XD[2^_5<^1B\$ >ZBUR^JF7^WU7)/BY>%XR7K+7KM\Z<% ^S,-\$\$)9%&)/(
MSYS%\H09H!22/-Y@% H@MC%YSM-2-(I
EG\$!B@WDH3^FDR\$6893E+||1E7H4G#"185+\$8!S [G]HB!Z/7;A9)JG=FZAL6/L&_I
_O##ZY|ZETX666IGX1A68N|(6!|J!D 8 M(TW-5%*W3+6SJT^7K&8JZ\$Z^FO%+
IU=@(/?|VW8"0\$;C'\$F_/H@HD;M|D4#" M(@2SF,8X)1\$.L5C7%|R;GY-|FBD-KLU!O?
V!RNK0@,5?_J?76&P^05 @?PM
M)2*&24H01""&|H2L2U0QRK@|XDTW/P"F'MY|_T+X+"1Z,JK1G|D->?R8^D"
M!=P+F56Z0('N%"AT%2H\$SF@X7A#M-ECFOMJZS>H0L2;|AH_+^0V=KS/RU?
^KY>%/ /P M;|Q^75#>LJ6: ^3^4>A7=(V:>XC!.LHS!(DDSB)@T|#D-"LA)DZ.
<9X)*ZVYW M>S0RRZ/?+.FF.E!SM|N&BKM!-HWGZS'DS#_*P2\$62
MPC27_X=23B!_.@UB>WK(!R((J+"*R.X3&#EBTR<|!+<=4W(AFY%O\$1(XNV M(|_G(?
FLS=,I(3R9DX/E)U7_4|+Mj^O)YUQ;XWY|Y,OE>L)"RKB@&68PP1F1
MRI502(J8P(+0B*-(I8C;-<7M|_R*K5|8K5%%T'3^R@,:Q;E|MHIUE6XCFT
MP3TFQ04|<'>6F|@!|C%1#KO?'GWJPA'0'IZZ_G9J0|6#3G5)6I!@\$?.L@"0-
M!40ADWI%HA"R.\$VS%/,D#(U&C1K2&UG1>B2!HNE6OG<&,I.=S2,2=NIH#8+I
MF.1AT7Q/;SY!|7V&%@^+?G+V)G77/= %0NIGZNV|N+;"J_XM0J;UF_7%>-S
M&D<93R*NIOB;U?D9TIME-JUA808T\$T"?0C4C0'%B
MN|D.PVBZZWH#QVD;O@@@7A|W92-H+MNOA|2?>OXV\$/=S0S5YSV^%55GPCS|9|
MH4>6;RS-JH9SGM,TBA,D=W6|N**EIHOI0/J5R7K?O25-|Q^Y9N?J'!56!1A
M#KG|+T0XB&&|6;S)*(X"GDB_02|_PA|)D:_5>CH_L536Q>F:.O|VO;*N%|L
M6!X|/+\$.N."18PAAF(94.6**B%U\$4PU \$*.0LP\$&669VR1D7:I77*3S|_:+&<
M'%O#T|BHB-E9|A_E-|V|*T?Z%CJ_=CC&+@ODJ*C_BMN*A4-M
"&FV1;5(GJZ91G>WC0)4*=A!MQ060;(00-,@@OM|V4\$:4WZ-%E
TD)|I&62UAGY!^7|_KNKXIV?UBM30R!(=O
MC:SGFH9Y3OF>1,,:?)DP=@IZ7V,U|GT_P8*IZJ(7J,:#YN?M+#|Q:+QC
M@AU.O3OZE)TZ-?5JKD.?O'|&|>KM"W|B^DXMPYAG!<\$PR@NJIE3G,;Y@UF<
M97\$6JO8V>R+N>6LJF6"Z:3.&|D6:A9CR4A""4D\$Y#S7)Y= M:!' @HH\$9E& HK1@69
9Y5_.\$1G|_-(C"S1=2Y=I\$"&3<|SE1+<|S MPS)=*8YL?2\$YYIAX7;/-F>>=>VX@)>?
&A66Z&YC|@QAJHHI(Z:Z)E"BNJ%% M&,99\$80D+
<(0657@|!,860D5.=#2LRU7WP/"S!^X1#P|7>M)-L+|TBDYO)5M
M|RT_<>GU<>\$RZ=//.?M"OG3|ZI5AORG*TKK%|I66^H_.*Y02WY;+Q|D2|+%
M|DJR/R|_BI?JHW^O%RM>"3%/.<=QFL@3 R)207F20()I#(. "47F<8+&(|*(-M8W
Y|E;-4\$0FC|XDY00OI_V&D,PQCO#;B=W=FPNY,GN>\$8="QO#@XSH/@"
MDNT9V#*^;5S1JX?FH\$U^Z->E/M#=[PK=0||OO?ENS^8#;|H/1*SKQ>Y7JS>
MKFJ.=45#E,9\$^DHVX2J|. @=%R|+(-M8T?V88-WB426YQ
S8:PJ,XYQ|E2"L;/09+46Q|CO%U4<_GC03Y|Y.QER6_% M-6X>/R^K|S|Q|H
#!NMA;WFK.Y%9L|JCM>Z|B4AB5Q|?Y9|4!4YR?J|: M+C;ZLG3;KA")-G"E\$)>!
E\$14&DPJ4A#"(:^ MUO>4;_JAKWRA'YN':1Y34@3R=,|B+.8;|E&
(8)07\$6(BXW0+O,_%L61MZE MUC2|6)OAA48)&|V39=0!8L|853@+.V|AJIE!K3<;|I
M@S-P;7|N\$U M4S|S|UP!9;C9|W Q'F K@ =Y@HZK^0M7*G:??
M\$/,X)!0'4:YF*,CC+PXQQ'E\$(4MY6.288C!;L,^#A08-YYC 9!.LL%KML7);J:_B%
MK^8ASUG\$4PI31E1O6\$PA25(XSS/*1<|S2*K6N&|H<|.S;G3V|,D!5B|S.|> MN;
|C4!U""^/?PC3X*SR?IV,\$E)DIN4!|.R.Q&=ZD*/4O&;I6E;I#_?:B83,F
M""S1U>)5=Z/W|AI3VK/4YS6J|_+R*8|T4|-9|H_S\$Y)5T|H'+MN(GHMG9<'
MWMR6W9B7;ICR>@@E\$E\$@HB2!69'+0=\$VJL0L<&6/-AIK|F\$ XK|"C
6!YC|C"Y/<3D?'J#(SBLHCHXH_YTX*T M0W|L(P-
G|7@K2F4KVG\$%J1QH\$V<^3J3&#UKL=9FT/Y%^|JK@F|)9R"?O:W97
M+1=4;F!W=46_5*LK5CWK:1^60ZN,%QS9|G5|@'5%|HH;'5A6+'TW,B_2LY
MQYIY_;\$Y:L/V<#3;-T>:ZQ&&'UE#813K;YEL-1V&!.(=)\$FC'&(:YX53
=HAK9&MAB8% M0L<*LR/08\$SR(LH(Y')_@HBGRJ44""(10"" D6!Y9003^
XM>+ZOR^5TOWG M6FY):NZ6FANORCV>J95!|"0%7#")0? MI"SC3)L&?JKQ@Z(|QT
8|1E:2^B|R|J(Y3>ISKOM,@GJ_(&7KG@EFLWJ3EY5>D6=52->81S|.
B1#B(.12Y|6!DB<<2F>5(T|B,.)&'>_ -MR(UJENP1_|^@):|<E5
WG%@W85B\$#V+.S(OF#C|5-!HWF@7|@B;KO&CWA1JG+X
MV_+CHEEGLMX*WO|R8""^^(R*O9CY+<| \$7-=KBA+_#-C,LI0&IGA3YRL@):OF9
<0Q7 M%5SS/-|@/>2|O#PM6/_DKS|AYLEN^N)K4_J&?%OW1.V7US07A-X& M<#;-
O/E!PS;LY@R\$>|?8 0E|HXX|1NI|.LD."VRK^S0.Y>E5K9MHKKTA^;O
MB|7CIGQ&5=TL5B_*N#1S0<,LH#2&G(H,(LHY) 6+8)!%>90&&8V85>V*)?V1

MS8!*55:~#!!<_M/2;) %TLP*C(B/G6'8Y&ZVG,S6F4H-^"Z9Z=42]MGQGZUI
MB8/G;\$Y3ZN^2[6D)S:EL4-ME1@_R7RVE05,U?9^K^KKF;+%2CLVV80Y-XC#\$_M"
HJ*\$0DR&!.U]2GMG=O=F"\$X?23]#%]_U*BY&9P71,@-";B9USOIHN CY=I?^;A
MW7_\$C:JGKIZ>U"15E3H9"ID*!.0"155Q@L,"Q:&,ZXZM6)(Q'&=IV*SQ,U MTN-
+FA%OZ>H.&9JRRY|_S,3*G3)OLVYJV-E2[R+3T?0,,Q?6DQDR(#BI M?3\$-8-
JP6+SIS>'ZI6(+L>AZ(E3:GS@V,>N4;OC|M>N7,USEJN;-09%P+4A MB2
1D3PAYC%_.LB#,,[MV|J-Q.O+A|7_I'MR*-W"|Q(UNOM).
(%9YWC_K2OIFS_S;JEQC;GVLEDO^T*#<-%U95IR&/+2<=O4X,.!Q=O3H8(-G^GGB
M|U=0;JP&[B&G@E>M#&TL_NNN|FW|J+V0|XJ1S5;X^O7452G_2-
L.9'H.'8U%RI(H4Z.A X@0\$C AQP6 M61BB) P\$|L."5M1'-GD|7O194G(#MNR
77ZLQOJY86UF-D=#T,|>|8#ZMI(G M 5RS!OSZS'2C?T^C 2|2V9/-LJ.JJ8%R@F7?
&KDM/!8E%#%FN!P=@+MTPGD*4H"%J\$A#83=OUYZ'L9,T M>BU0.
D)@PQ3H<34#Y&WSA-L 7XHR!Z03]8:TR|_W4UY^"= M.K-
:0W2ZO:K|4HZ>U#8G|7:UR.LC |K4W4>K1CC,>82B\$*9"GRECZ4@5*K|L MRVF2LS1)
BL|9D-;#^JE|>I>0\$#8_W<#)<5U(9^U\$@_6KM1'K&S|ZP<0/#E M6-
F0GM:O<@#EP*UR6%D/M#|U*K M. |C\$B(6!Y!S--"GGD9ACE"*>1%\$O%
9"P45N&WXV1&-JO752T|<148JA1H ML)2TU5"7EKB=,3V!DYE=O%QZ.P.GZ-%-
\$"B*X:..LS;-V9U@D3X;D!)%)+<*P MH/NJ?>9I-QW|A.M2!>+O>*W|V6|J214*W,(''
(DA4@58,,8QC%:1)C%="! MF-MHZ2E"(^OIFJS* VB',S@7"IV\$RDQ1?
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5F\$&7RW"/_E\$><+1+\$24+"
MR*C6SX#6R,HKR<&.GGD#XG/P#&NK9Z'M%/:P8KV'@\$_.OYG-0F'=A|@B)6__E
M06C|-%PVE'&@U?*Y%29KLFP H2K^|LNDKX|9S-OT)MY7+0O X"W/5#2:6SDA,
M(.D(@D\$F, XC:3);>WN|2/E'+A9T(>U8 M6@B<\$ 99P0K5 !7#
(@|B&).|8R(/HX(R&SMVGN3(!FO-. =!W9VRP R,P/E
M%P@|2|3:8'/4^J%_ ^=71/IWNV=K F OKR9(8\$)S49)@#L&|;+-YT-0)4U9)I
MTL1O7U:WPN#.;&|6,@|") (JE>4|Y(1V>.*2P\$*\$*>1:0F 8I(:FEH?#!UH3Y
M004>PPVH7G2|\$|Q3K4K?*.]=>^5%=Z^|5/?*MM;(R|VUNOJ;O;XMG|
Y>*_-0/7THO4RP73?|DJ MV9W|J5-'(I3J;>CJC>G)&ES2:O&> @<\$8@\$2F 1%
@B1@(>%0F/0VICCKUP M-;(U|O,X SM<=H-PMGSNSJWOS;-
W#;|/ ^6QFEGCRCV%GB*?Z#M9FV"MNGJRP M'YXF-
<)>8=RWP7X7MY^G=E^S|J|K>GL"O'A|T?S|:64Z06U@B;'3/O|>:MW4 M8AM;I^)-
B3YL%WR*+2=I5G/.Y.4Y3_KWX%9+|0&CN"ALIA>RM-3;ZTFGAD(
M|33C;&C=R::;&0C7GV-F|KB|.G|ZU^KMZGO-FBOV7^LIG(9J>.35L6_MVQDR
M5|HU|5:OG,=<"8_)>UIY+A353NE.2NEO/-89H9R4ZMAZDRG3@#|!)1IZS.TX
M|86O5\$?/N|HZ73#./KS|VJCZ_DT7@.W@ZWD2AB\$OT@22/,H@2E(\$\SPC,(L(
M25@8BTX#*: 7PJRF8<_M#G1V>NX3-6M7W1X
3_ZX|>%)G6Y|0/8|:X<5?";0MJ&2>9*GC,0B@HB('!"** M8YAG(8\$Y86D6K7%&Z(G)%V7-
(.;G.#HIOZTM'3:SL4S:S(Q|4H,|%+ ^874GOW!S5;97\$G=5LZKY:E'K"\$C_B8^+ABZK1@
M;PMR0B0H@B2A 8SB+(WDM LPPLQIHZX6KD;6|XQ%T+ #-@XY\$
MM|>|NXSN/=;CU:U>VL|W.JOP)_|=H9HL@|A|4EX!/-_ZMEG:9|'2*(9&V1O
MDUQ&8G/BD2_C@GTX&V9D>J|VGM;JK?9'WO|WIOS,Y=MX^?FE9,U=UT6=27ZV
MS'VKEDP?MJX>:M|>2|J7VY;K7_AJ'N9)EB*&(^ (M/9JO!7!8:0GW"4Q)9' (M0SMK/P;:
(|MZ%5|F'JG76|X MM|T|1OG&ICO>W|YVWVC^V_K#G^4_;;
|/WWGSKJT&V9L\$R)G(**<,P MQR6"NT4NUA1G.X-
M9OJ"U&8XHQ@OB(+|A,&RPX(^S!'?_<|VY: ^|/4@.5G MSILY\$@\$)<))
J8|Y1'D@(\$89ATE\$!_NS3_3"*C:Z67ED1TK3_8+;'JWDINI
MG9,|=GK6BO)Y2!1KI3I@VY,6;=>=5&T.Q-G7D|,'|2#|<7|2FZ/3&V1GY?X
M84Y0D8F8IS")D=0.+D|J><9RR+(BBS.D-C1DHA@'X^L&:M:0!\$S4XY#Z8>5
MXR*9+._QS,0Q5I'3K_|XAK7|9L> MG:/Z&4O_4M^>;LJRM_&' +G.S3(5(|R2_@L8;
(L)5S|B80Q8D"OTCQ+8:G"9 M)?V1U6O-S;E+9"|0FFU1(P)DIZMK!MI>#N
7>4AYZ:ZU_&7)7BBUIWW0EOJD MNZ4C-
/M|JNLR|COOIW*U6+UIY0|+53|MGRH'8;RFDU2X|)(G3
M9GUTP%&J;M^WI6JT;@BNV5;N\$3 G?5;TU|W^)^5C2Q#|7S6)=L|KF
M1B>GK,"GLX|9;^IV|GO:RPV)3KJ%VP&QOW-;OGW9,/3|ZHK*)6N^DV=|5RT7 M5-
5^I(S2\$-\$2MLBY'\$@%S#/60\$%2R(1Y2E'!* (YM1GR8JO-Z|MV|_67# M&R)L9EH|
G;)V'1U|=4OL)|IKWEXFX'V6GRL(AL|' #Q/5#| #| %VFJL!<6JR
MNN';7NOX;J4QPZN=ZIWK2HV,>Y'_UOVP*K<-)E>Y9P6&8QXRB&*8@PQ(@7,

MAKQ(W=J^1%<7=?_WF_N;3-R\%?K;HFYFG
MZ3&U,UIG"@_W?/9LEFX#TK\$*MKR.TN7#+WSCFA7:,O5'!*#ET!-*P!-%U=
<'I9'G[H0B_|=?'PN&J^77W\9MYLP'BQD'M,.D305_V!DI/&+ #F6*[+_NJR]5><>K M+
IQ2_=L^EJL,;J-2Q:%%QK\W/384\$<&U4'^[M,M^"+_I_C@9=;/^;G^NJE59
MK2Q:_@PC,ZS?7D&OO BUP\ S/KJQX&IECH,K3U?R:"+_@3MFCT00V8T/^SO%R MI?
@++G';WZD;&KN^8"41S@1+(8GB!*(B%):!@\$L!\$GF4"G(@X,Q!;,DAI9 UO
M:8,MNP5\ 'M=/A XNWP9^N!((<,0F(1+10:%V["0WG!D\ R6-ZCC
MDC1QJT>NFP;C\@VJ'+C50BSD;>L0PZ;E^,J^1HL8X3\$P6&3X_V
M,C^J"W\U.7B39&/55.;P\9'MU79P#|\-4A\|-@9Y\;-E8YHCD;B>QRX6V/(I MIC);
(8') "C\;C*G)7+O)7-DS6D[R9P6ZJ"/S,"C\]D>I#[S^9_-+5:X>I(6 M;W>/BR5F?/G\N,?
^9)+>AR7\!M\?'E;_G.Q7-IQFS>EJ^X7.#UD,8.& M4?
E8CU7S8XR'\W/^N#T^<*E9WJ/?Y_S@H9A\$"+(MBSR;B.%8GI!Q).(HXPd:1XA8=/#^
)>K'8G^Z;&UX^JY;TJOB_Y"KR4JLL M% \M3VKM(*DVRY.JU#J\$LA51&E1,= MY>1D-
\$<5BH\ODHRF-(Y#\$)%D*\$*4VC+\$=6674'%,;'-G2LTP2.8#"S-!< M)*"=^>B1&B/?
XY0@OO(1#M:2-I CE'\^'1LG'W33L4V\XZ9\?EDU/_-7OHRZ M7[\\$P(34L
@\$!0B\$>:PB*F *4LY8AGFECUL\VB-K'>:%(CL=&X(FA!G!00# M! 8*%=UBOY!;.
(P*2A'G>9'Q:/[*:U)-#\$Z?HKGJ+AY*;;W+53*%YD>Z "V&EMEM0R":F3\ /P-
@9L_YX^);N#0 C&#<# \$3T9..&\$U\ Q\$ MWC=)J^X&4'3N?!_7ZP>%^5MR?;!
<7WU5-4K=1"\KIK5/!(RP.1PERHL8,D;RY.6!\^#-C,BT M<-
K9&MT3=L00;#M##TKO&BIV9V##"U#,S\$#'\IO\ R5(;F'43P\$7Y((WV^L?Z
MRF@&E#1 2N7/9/D#U)-E\|#0I ;0'X#|=M+CRA?ZE+UN',WF'W\;+%HN^?CV
ML7K"BW(>Y#G.LS2%-(Y"B&B00B+DZ8[E:9"A@F5QD3FZ4B;T1W>N>A?6&J): M5;J
<_0W\UC)AF4\C!S"-<"&R-(=R#V(0X2B'!">|W)\8\$ATW-U:&ZE\H&M-
_J;6\Y:0S;+6(8S>N;JG2D&J MU!EXG,8TX 6%<<\$#:4R DD:2'N"61&S(L\B;-54>W?
YD0W&EIA3ZN(>%&; M\J RZ@G7KW9/N)+YGW?,'CGR1?
78OU.>6%5>K5;U@KSHOORZXD,*LY)2R44?;DK)!V\6FX+G0&HD3I(0 MDI#(XR=C
N(L%1 E&&>,-)*+L@N,>V509)W^|'_O;G_AT/5I3_\#:/Q\X;J
MG2%I>5.1KXX\T+\$'^OQU-
6\$| #L&:Q5'JS<=|SV=|J#_FIB\FI0\LT@87"&39PWD>TLE9VTQB;'2)HARR\$7Z%D-
^;>MQ1A>>Q+% M-Q)OK;JF#JMG2:M@5&_2T#IH):J\JX;*3FJP2#>4Y)+\$0:
MP#PKYE/?M:P: ^<5M*:OMV*3\7.!MRVXOYY4?*,%7\Z9Z\,EQG/+JV\JTQ52;J M>?
72+-^+@'35ZN\KB;J.9N*-Z"9\J37Q 8'IPH\ (P*3E>/9B-NOS;-ZSW68
M6(,'FK5B%55WHJO_)67+UP/,=ZVZ"\$ABUDF8IA\$&8\$(S',DQQ#G" I?(8X
M#H55?,V(ZLC.Y3?ZR-E+VYJ;I?"C_J6LRL4ZFM,FV<|4UXNZ\5BK.A'6+<|
MC83&3VJ\+6QH|=R6*E40*UB)\A\4B?NW:Y &J>WX,I-08Q9\XZXI4MT '\#'
M0#='C'8PRRM=*;&J#STQH3CP!S0*&PW%H-B^|J#*X8DS^|C1JP#I>_K_%\W7%
M^)P*EH9<")BP*((H)SDL"*H\ M./+YB2+3#(1:#3\O.IFZW
MP;JRX_OV'3\WVU@H;X;,CQ*9>!#QD*"'@X0'G\8/
M'W<)B\|VFW,Z):NZD3\K09SIU*1Z+@\$CJ600A*_^ZL:A2=.&G88N\ (JR-
OASV*X".7"SPMRBX> M+/_Y+^8MYHY);1(?
OTA@VW#XD*S>TD?/R.48WCY<,)H\IDEA=H/7IQ^S#Q-U
M=SYO843N%ZLEG^=9DJ1!G\$",5(NXF!40%U\$(6<8YH0P5 3\$Z?QY;?&0ETS34
MWA=&/Y_K6\ LW\Q#00=@G |72*BG5K92F<5\ CDEAE.0YV"QR4(\H3H\W1. M/N-:Q?
#T5)4Z"[%M\LE#GN0JAXC0B\$.4)1CF7\$20BS2C!<|X(0H.H9= B,K
M44L.M+-7('C&-7C5I3W_OPY#%0;*M\XIK_!5R\K\ZK6A\HF06!('Z7_O#
MYJ_@IFE>./L+"-\$,1<4LC!# *_!_7DK^'\6IL%?XV &U&-7\5J9Y"X2R/ M
_741T\U.1\SH7XHMJV\FV/LD9G&C2X"V4^4^QK--/P-F,^RBN/B>"NLV%M^ MXM**X\I
(=E><>,ZQ!%5Z,B5=X.55T_#5'6Y6'U_6\$^X1Y1D6\$88%)X6J7XI@
M\$3,*HX((S\$/"B\J2N'O(TK;'W4=7-#BB*X--.V\KA,S4T)/<=AJY(0HTU=E&
M^C':UX@"E:6L3SXM\4(EH\,I%2EP^R+,J7^AN-#+M\^ MJ>U.G5D_5_7-TS-
>U'KJ=4(8#U+\$H-S\$8XB"+(-Y\$ 8PPS%/"E1G*66]>0N M?-BH@%...I%P-<|
%58+'APLDF6_)N92W&J')C\I0/8,N/*GCJ8?H\J/K MFK/%JBD.N\6Q@T4O\;DH?
WL\$IN,)VP5XZ+.3886BZK\VI(L5STYPJ75R7\ M605ZU6\3;
IY6RZ7\@4I"G(<\$<828.H7DJK A01 GO(BB*(B\$ "DI0F'51\B4 M\MC73&L^M#
(I301Q00,"6F;-XH=T/%C69AMCK"9N1H%-|N+'W^0V;?WL17? M5Q.@)X_U A>T\+
J;N>_YT%|S?/I=70SQ.4=Q'A1QIGIVJ\ A MH#DJ8 BYVF!HRR-@J BZ7?
00Q9\$-2WO#R9^>E\4;Y^M++9>.SX.PF5D-KV#8 M68L6AUW:H"/>Z*9AX
>5NJC*!%1P4OW+Z>MYMU\I+|L.@\2&_ZOLLEXA_M

MKFSTHF/4\$S>/TMBH_ZBB: ^G9!BB).(P
M9P3!,\$A\$\$.:HHC:=/,WHFIE&!SZIDOB>L/4?^BQ81FC-+0,'#I&Q;+..8I
M1&8JEKMFPML=L*2>A?<4C6A.&PBU@>\$@.FKULF.TA3/5V^8C?ZZ:Q>JF;%YJMY;!
<5_5S5>MKX3MIGQ803^LMD888YYP&-"@@ "A(\$91_Q;: 81KRD.8%LAH
M8@8P5L> \$19D#'#>C8!1@W M<03"5\C\$EORTT1)'<X").: [K3#:-J/UG-
78E"Y.,Y2E6U\A4FU("LDC"% M,QXD49":3+R\$)P-,V/?
^_XQYQ%MOX7%46D"A%U.48XS<+J?O/<,G .8WF\ (MSI:5/_H4G
/0/(S!:.5SSL@*D#OPKK>X,<4A\E5OTXA\F,-TV-
3JDI0X(7H=IY\$FC0/UJ>6_2#;3UG1A1WCM=*F*:Z!IZT-=: [JV]^_
RPUXM5B^>^GG8@>"YS.D\$ ML7_C868@+I'2S@)H2FVO?T5HAKW
MW@KIJ2IS^>GW=9M??4U4"?!C577C9^C*A\ "WZJEOXS74W+ [ZL6\O_RTW71/M"?
0#_?4<_855M>/JD'N9\7\U;+V:.'^MR MQ6*N\K^1JUTF9Z&=5C.!\$;66S6Y\JH.45!/-
J&1GJ3+E2O+JUNN&WSU8 ? M:URNVEKENWHA=T3U;@/N'_*\$J\$GK2CXU8E\$IA-
*!7\7Y',CX\O@IANW&9)_ "MSKA,^A4\YOEZ@=.I?,V=ZF1%;A<#TR^%NWPQUYJ?
4G<+?!\+?@.*KYR\Z(Z(MG=:QE!<,0(+GG 5/98'(Y2',
O2(@I0FB78J,^2'=FI(BFZV\F&MFV%CA&MAM??
WF&OO/_>T@<%1#P@D'">PK#.@H305*"K2>% [RE6'P9)"87:QD M96<;?N9-
IQ>P84#!'6B;X*!;2? S%\8NX&\$:%B3C,0P%ED86Q1G,XY1 EB>Y M*)44&J5V>P!/G?
C.BUT>5@,\$.8LI#),((H1AT3\$*SC-9Y@ \1N5SI>B=(K-YFM\R>V"9P>\$S?-Q/85B1LF-
FW@S4CP@SB; MV5MNV\^#;.*X%U5=" [4M> \7-WIFWOUQ&1K>H^&
 [U>2=I0J(2'3;K#9D0#;KLMX(-> [X" I?OB\ \$0X+ /7"H M/72JM1Q:E5E_*C/C,\8'L#-
#! [CKN\;KV^L;:8Q:+D#+QLQOAH.MZ)Y,D3'9 M28V2+1C\YLGZ?<>FZ7*=5TE
)4\$TJUKW2E.!S)\X> [BY9\CV;V\^WHP)R#B/ M>1HF4#!' "(4IB#'\$0(!@F*
 (@#GA!.K:S71=R;-*VO(\$> M68N&HLKK^MCD?'C05UJ(+ZL5".W8SM1?
>KE7HH%Q#+3^/ MOSA=Z\Y!QG=:< X_:7_1^X_Z4\FZ:Y3\;Y/KUYK\H\Z_7+& [YW5=?
XIK7B\W
M<.,+Q6MU&2G_J*\C5_[N=9WA/W^M.P7R#K>ZHX'N^1KW4OB<;G&=B4YVB7LI
M+/T\W(O7LO>
<=/:.F=6_1KJW*M>S9/XX(Q'&ASIS;W9MJ4S%9QX&YCW\$6I_.NE4_9\>Q,*_2:J*QO;K;L
MQ,3-
!_O*G^5/V\1=!*6;W&YR,* [HK5\44_9UX8"J(>JWCVEOAM2\PY54'V\YJST6^4@V0TERV
^>G69)&>H7% M.(IR!@M* X(90FD2V73M>-?/:!_@XVKS957:\CM_" [HZ?
LA;!M(W1LEO5:V M;O\ M/&.XTU2U:84=K>%V2@M%,>"U%O0U3-
 [S\=AQP'W,#0\ \$AW'5BB'6\! *M G=Z M_! *QXD! ?O?
_6\$K> \A3("TQ1GXKFA*IUB8'/: (7(^UG"AG';:NR.B)@=N+Q71/(1PH:AN40-+ MD:UB!
,"#80%CKTU621@@.@.7^X7_H,3\J; &K7S S8+.64XH M#\,<"&DKPB),J-)HX-
41K8;F@984U9Y84#35E,) :N6 M2U7*M9E
8WE:/@Y;2;L;))RQHOB&)YSL59)F"6\$H0CS),X(78YT!<#YQ3C MI:"
 [^S8B5F9>U<7RVQGBP\^6&= D_3E0@Q)Y\IB.TYC411H4<\G&G\8N4QF MTV% 34-
2YZ\;T1OA,\9%A0\8)"QL)#:&@;JV(!H% -V5"886PU6^LLQ9\$- M7C<(JM'#MA;# Z
<(3-36J\ V"GP3M0L",> [H+>CLGR6IE@) [J_XH0S*.N M3S_3_TB)@N&+CC>R) [J@?
>&K6W&/? [BC:\4FQ-2!\\$'&8EB(4)Z-6(YA7B \$ M5?
(O28HXPKE1A,26\,BVX;/8-:V\V);4* ;\$"F\6.'?#2?&6F-[I0U%F)V
M1N,86#8HV5\@6HI\ C+3=+EI+S8MA3RXY+1\WSY532<(W3\ \%(^+U0XYH-
MOOJP5!N=82\;R05&5F\-% [POGM3-QB\? [FZLTQ"&Q1_67&^2VZGID-#@+4
MT\QX2MPGIY5N8'^R0P)J:9:[\$,12&CWLW%,C80 P(C;E\K:?
B\F\;J3ZVXB1*.B#*6M6&'G%P\A\>5G=E4TJ_ MI?
GV2J^;E5UYUZGWQW;O'QYJW44%D+,\$.(ZSE*(B3>,LLTO//TMS9\$W>EM W@&VX
;@!CUUW MA<6VM-XV(L\H&9^N&>8[%3\XPXJ_W\UW_K;N& [M^_W\%00NT+LW\$!
 [H04E4 M"QP@ \VH'F)GDSJ0MBOW\H/A(W.U8J63H/SWA\3#EAU;)BE2F8L6LQ-'XEKK
M)W-I<3W\GA-[^AX:3\K(ZRRI^3+%F?.4M2%XF7JL?ZN=JOC"-WL/^W7?I>JN
M'\$3D\Ij57*JNLS95 M&Y(C/P/M4\$+)JOMYRLVQ*%21J8NPJ2Z%CR\$R%F
*MITX\PF>F6A1R!\/(P(X; M!=\P"- \QY#S!QA(+1VK'E\JL*L@2FF-
U9+O, [S2>;V3%;T33IT(58'PH*_7) M@@@6\$<(Q3&"9A"A\$.
(YAG.8\$%B4*6)ASG<6&;R7.:I&<;YC"-I> \>N&HZG)35 M4KX &H6D" L;4'^W3?,X
JH=UW,)DIF@.\$5*TKIH,_%T1F&JO^&T,F4F9/N/" M>DCU.4/PU7)IQ@ \$82_:Y<*<?
%7)'R\>FZ;:F\>KXE2_-/NDD>Z*I@C(.+FLOY M#C(HFN@9P\("28:#"
/04E#^>WF;VC2 MF&_:AIG0\I,U#&JUT;M@9YAT.N;ONRG\$RFRY5?

T35//1OASKKK%A=GN-Q@D+M>\$%AI!H7HSS-(,D%@DE2!
)G\$4V#V+YMP23>/.N>;_2!L^W9?L6#5L4_EIN' MX7#G5=-
G>DJ1^!1GINMZ>94G8>JB.2IMOSYX\$JVJL^>UJ5<'<_6E^:U@&
M3E6@1RBJE+1/X^P5JHF=0#I>R.Z&A+G=JHJZL|Y_MSG9K.MZ+=|0^YY=9@\$D
MXX4|Z|_-=#-+WZG8BDZ?.M70Y1|M-JCEG7ZHXYNI>-/_FJE'AY@ZCF99
M@V1E(YI3F|U:M_9B:#?:+V)>-G(PDG:|69%G-:BV|6;=#/43RM_P2NZ5--:M."&
(ZCMSO:5<MN4|'7A;>:,"V65ME5CZ-CVZ?|/*X10*!V31/E.("+-+Q_20CO|:;M#Q_G;
M^,%+O^+?SVYVG0!A'&M&>HX5WZA;0DC(|_'92(Q*%M!:#\$!68)1+JMD
(AD7.BARCG!0X-?\$U6\$AMD3|E+Z_>.=U<"C.|?4\$X|P
M(;^_.SK'=HK,>00!%.3X|'OW5W,YZ^~|H|)X_T:~J_BZ-.,^EVO^_)E40_-/
M@A4H#47!81R\$TK**@QABGDBSM^!Y'C"*H9TZW%!*?GVX'>TKT#=4F^..((^*
M/GAL&-W_L81NVPF._@Z_C#"1ET)&GYU"H&_Y.(/"B;;*#K#H3|:EIOM1|?
@Q4B1&882|AO+5_M_Q&)\$XAH'DHP\$P5FD?!(%%D21I?'*?L!TG:R|@#\$/Y"H|_,"
F)!&D&,\$>%R)-()3IO!9!?,2,M>^|_~GW4>-O|@L?PL!YOH&:#C_M!'2L6\$RL,@/-P#
|P!9Z=O>41+-7N_T08Z|TH_7F>|7;B'GPRK=:P#(3DCPW
M10MWY37|SW99|=NJ?+.5YOE6?FDVDKZ*?3RI2Q8|#0(DX%?>
(6|FDSI7LK/W|@-6|JA0NR_AT|5?QO6:LX.>^Y_M:&WB4FQ^\$-
T<*0N<|5P9CK&S9%3;;Z">8S^@Y1/'F!4P;6TUI_?;?E=^8JEN6I>8C?B;^4C_M?
ZO.C|7S)_+C^G&C&Z(W7=>S\$=>Q_WI^~LVU0H|EI2>44R!CBL@V;H"l6%>
M/R9OC.:XC=%@RKR+LQL=D"l|8P#./NUFO,-ZJ|241:A'+MLX+\$,FS""&4H@%+F
2L@*SF&&<&J9I6G+B645-F!G>L#?#=#/V@>@91+/_M;*;_"\$|RT#V_W1><1A|R|=//XC|
"X70|@/,%S3O,-V^|A=-33?"|TYE;R_M4+(;<B#@\$1\$1+#+(6=&-|6,2@&C<<93Q-
"IZ8V#X7*7I6_M!WN*(*H|F99O:+!GB"5ENOVJV*5O'W|'C
MV:RN4=2SC9UB8VH#7QRHJ?=\$,|9WM25V9-=>IC>K_:HM_K&=JG^C>J*4-!,+T:.#./|
<#B,|VKG6;P"JC+A1@S|T|V)NGXP_M>5;T|0+;|SP%|H|BS,|1&HM'3:|-OXJ|9!;K;-0?
\$^^.6>+>-_M7AC)SM_'|D)??9J\$UE_M|5JR'9UC9CS|^T+H&=VO^Y_G3"TZX/FP|5JCK
^_(Y#DU%GV*^^^2|AZQ|W
MT/C_THX^DD*X_6|X^SHB."/SUF/%M|A/CZ2^"=H|)I4|E^"~|'ZIO\$%^D
M\$2U"0@+(PT*^)WB"8\$|DZ23(;(0S@5&*C%K&'1/P?.#8D0_|H6>F;E_
H:&_|^G9Z|P|!7=RM_^^7-0IQ)/HG*U%)G|*X|00F8A\$K_|N\$S_|;K_M&0
|D#|/|@GK_ZAJ%-8"l?;)W"X?9)KV_A\$5:MP8D^L=OM|]#8G:|G0V1T=-:7_M>.1LK+|(;
(=?28&&IUN#N|QS(N|J=EU5=|QZ5\$U8Y7=|;:#137P|>;-0?;6G
MUO3+T4|8/"WJN\$YR(J6A&JH(;|)S*OFPH|L22&VAC3(|P6S2B,|O>)|LN8*C_M_@T3
L4992GA5'R_ML%/N/"NK?1S_JO|JJU37<-
|^V2FW,\$|GINKAEPWXQODOE",@X9ST_&73I^!MGB/CU9Z488ST-1Z2^1A-'V"Z&J?
IE+=YQVKZ@/7%>\$TO1)S-):T"*75EJR^ME+L_Y8)BBK,XB"!A0D!\$2_2+F&,8Y_E-
QR'+)TZ=O@D8<|J>4^SF631|77>_M%+KV36&NWWZ:/%SX-
*B:BM,#5(8Z|63&PIX)|?;^@<'KL:|1R?W-SY-JK5'
M_HZ"H3'5=_Q^9QKE|VOR6%;;MK|U6:OR_643@|K|QNJH9M><2SUWJVK*MX^J
MQD.5NBV"+\$A%1-8L#R#*!0Y+(*(\$|V\$B,:XDR\$|6.-7.>=,G:<7_&6S7
M:B9:\$^=OHLQ*/3\$N>*7,#UK6G74BN&GFK-/9*W'9@?'A:X;,-J*~JAK+|H
MWGYM'D#?'@%T?()?)>DY_|:H.)P/H3V7:L_::G4RJ|JJ=SJ-"5E@_WMSD24B
M1RQ(81@GB>H216>|:~|*28A8DE"B9%A=TS_LY|L,W)6>WH6.5!#./14V10A
MS=11*|AG#?GL|H).".\$RG6>X_/Q9.">\$YD|<^HZRYFNY7H_|AO9T|P(A=E6_M_"(E?
X4QSB,RNIJ?>H+"O#-2SXOX8@|JR*5F6Y;QY>+|>K%/|=E3_6"Q\$R\$B*
(>9">:EY"G,F*\$0L\$@&G"4ZT\$EA|VJ(-!*+EG>W^U#^L-|^8VO.LOTTA,JW
MG|ZESOP%J@!"KL^KN4+IS&*|^>=:Y02;UYMU4V|;?-,T81,6
M<4Y@EN4Q1!/'(8TA3A)BE3^+R'95"~!|(4N^?0/'KDK%|H|@)OOTEK\$.5"|M-1?
T'\$WV#I@^%&N?@\$>H77@|"J_5ZJ6SZ7JY|=!P4:MBX#|N+8;XF1O|^M*4.O?
<2W!%#C8&^|LN4,EZ-)@OLD?E57WI4HJXF#0JJ9FS6_>ZC*|?W#|VG*
MJT%L@T)YA'E*J6"0"R(-'4HR2\$*:P#R6IA!-.8UQ9M:|S&
M!9<'T#|F|A2*"HCE"10&00X>X;J-J;KU.@,6506K#PKP6Z@20
M7MBD4|9R=H8_W=K@_1^J;+WYRC-7V4DMQ.9%G\$1|S",21H@2_J_OE3('8
MX)S@1"0|2(.1)W@SCF:)|N|H?JAZ<-KV_%|~1Q\$|PT?0!9G"6*(PB!#B>H<
M)!::01YRD009&&*;>|X:EKN?=N0ZL+LG5=Y#;.?<:3^,_Q^N5ZK@WY!5J,9_M3)H
IV",YYPB#.20Y3D!!9IDV:7LY@7010610?^~|5F"XU7@+|GS>;?2
5N*11HAS@GGD/\$LDZ^;.)>ZCQ/(HYCE/.)!K!+|H)M;'JQN|.XV;V2I_M>K1T35^N-
YMJ66PW"DTU>6%7>MRA+0WPMV7U5%9-/HJA5/P,|13G#"2P"A\$M|BP811G\$-

&X&X\6(YTDBL)&:9 ^8W53/[G]Q-L!(G%%IN120\$B+?I%1^S4B,
M8X@QBHH@X&\$*46"12*4Y>9%.=W12"
M7U=5T^9=NRQ_>)=G#72B7/W/)C7Y!P*.;YEHLIGMEU-5^*[ZTY^7P[+H_F"!I
M&:OM3XEP6&9_1@KS^OK>4/I*-EQEAK7C>GCU) ^DSUU:&PE\$*\$0J8!_%J3SI
MA1CF221/W6F2%R1,24RTR^TUZ'G>5CT'0+'09,-UHZ8Z)O3KU'6P&JHW'A Q
MVXR7P+"HWM=!:1;^8WS\$Z=K7JUE\9HQI_U%'2OYU5IFM X"!2,..& ".W3>P/
M1.;Y3>O(^?; ^>:05;EJDKUCO^Q>2.%^TA;)H*H8PXEDASWP1A3A"*4QS
M1\$)"22R\$4?L_7<*>E> W^L#9MFWE24E5/3?%X,V,029:++<?/C:Q:Z%BV\15
MQ^I:L3OQ6"=.:T.OZ>KR *BA1VL0_2^>0<<%;-@/1_="^@^ \$-0SX*ZS4Q M<%TS?
XGLZY3#:X)QMM)=JWX[#;1/M6JB^MT@UN%TANM"[C!'-PM!>)9@GD&\$
M0JYZD#"84\ZA-+_R@"8A8T@KL=N8,-&-%8RZ_(U5C0'A696,.R+&ZL5C\6;S\G=
<91'=R2?' M^/I.SNY^E\$UNT1LNRHJ_W5;*I?5A65.R4H\O1\|R)E'\$&PP2H(2XI@|C(JFH
M4!\$4*4E89%0OYI5;WXZ;'V6;?0F*ACZ@+0/2>E(<-' ^;'# =T^..RL8XJO\T1<
MQ!O!O6OVFS,AOTKL!?"JC'^J_A8^VD *T8S=^|AB3=P^TO7.F0U|<.9;J'
M72/,Z8&HA7/P\4D:PVVQ?|V@.1(\$!1A&::JJEJ(0%B2/8(PH9|'L\$B\$MAMP
MN+)W*Y,MOR_9EJO6SX"KHVQSL%TIT@9NK0,L--QZMA(:6H,=F;83E*TX!OXX
M6|L/&|?5=N86@71!GZ(SD^A7!?'E:B4?JLH99?R)KYE2Q\|L>DE5;<5;K*[MT M'5
WTW(F,_IO1UZ\4X",^><.KI /\$W>*S0.?V\|D+S'7&%Y6>SF_\$S1-0X^'U MEZURV-V(?
S|(I_5|V/-V;=M42_9DJA!>(L\32)\$:0+C/I,0)32&A"48)@E%
M45;0;.69KEXQINX|BZ"AKKZ /OKZH%0, @'K @?Z>-8?VLIKR"IB9*FM94:/B
M|LQ<@0Y!^6G+&\$&@X M|F0E!?,W|%TDY|ND?42#5:(S*B/LW7G\$W%6HL|5,/V
MB|AY\4Z,8/I2;0@@ !)DB(DL@BCD*O@;AQ 'F;A_TB@.LU10853/>
M#G7|_F)3^V_N)H942|N|+Q_;\DS^%Z#6U|)P^YC8|*K)G.K4C4@O@(-+_I)
M4B_%'M^ODR4VVYPGA/411AR5RBIOZN5JL^5.G15DF#YU_B*[M^@|+|I;RO?RV
M7+>9G_*|?2N?Y/O'TU7YS"OU#:VX^I14S|.+KA_ ;CK\$8|2*5|J|@|S@E\$*1>0
M!'"R!@L81YS3B\$39ZOTYCO_..A)4|WLU5D|H^"2O.G0Y3D1=|H4|Y9FNJ'C M"QS J3B|
CUOX("YPRM;|MR|T-W Y.AU/Y&968T!+_ =FPJ.5K73AG_C*W97
M|ITN!H%,* @^Q6^6P8W|7HP'*^[5J)?NW=" ,6T\$, M%C1CD!-"|YS@L_9D>|%#Z^=#:
/DU7?O;.+6;::UDMS>N|MPR/A;.!A)F#*O*WA=,5_T?)-^T8|/7!+GIL44|G|552SEG|
M07+?O)G5++?FO;Q@'+\$XCPD;:"0@BAB#. GEKSS"F?Q#6G"R6/-|95/I;0,M MNEH;
(&|WP)"ZOBW2EJ57BIK\|P23UQPQ /8W@#A1;KW)#OE\$*O_0</5M_E7? M5C-
6#492.U(/>C1G51%&.!RK";.S<-|_ ^S>|_ ^4;'ZFOV|Z;ER_P^R^OI4
M;.:2%|FW| ^*B<18|/69|5ZRZ4D|_-)YRI|MA*Y@XOH'D4P|R=5V5U2Q3PYN MZH"D,?
Y45IMFGED3.>;KNAT8;QAMLD#W6X*=!USPFS0KE1'_SJ2;@.UZ:
M,8L3&H&'P2NU_AY%|35Z?HFZ.=M|CT*X*0NW^,KFQMZ|HX55M|4-YN'ZGVU
MOJHOVR5K;.'6";&3-WJC??H3G3.%_* M|US5)(P6B7EY3)=-R)F?D*NG?
GA.#8|'6)K98>ZH# ^;8>H0K*&EZG+92:%" MLKJN:|Y4FZZP3K=%A4Y2C-2,|43C"
JH@@2'(0PPPD3M,B'E)K-3!@EYSN_MJZN*-2A(TX3)**;G0'BKX)W4+PUA%;2;
|&>GVUC=.6*O\$92|/(B9 MZ-NENZPGZ"Z|
MTW|ATB7T|O^%-9+S<'0ZM3@O, @H5!@02"*QDXO7WO&@ZSW3^@#CORH*/O9Q"V|
M1NY>)CGW#%YM\$X,Y=6_UW9*[X?EBK<%7(M\$Y 4.<%SP@5\$ @<0HYO!%H<4
MB3 +LMAP|.|^<=^ ^|G9,K;+750^:3N,=X#"^FZ=*9^BPUA?,8NKN2PDFC-L=
M+#+SG-V78KP;4T.;L07_N-?9?5|9P*JAF<1*@I8A"2!"!4A ME"|J3
4.1Y7D4;!HCK:FY>N0;ZO3XZZ 9 \$H'L O:N31EW|IEB1J(CB^=SC
M8FA\$GX:D%'M4W%G29L*.O43E2H,7J/QMOX,UBYX5UV%O1G4OW.
MFX|Y>S_HURXO7N7J'@SY;+P|=P|D?<T*2@W|I = M/A@|WYFL*W4U)|/BST?
6^#LLX+E63&|O|HF%Q="IPR-BL9P?W@!Z?,#Q0 ML%.N@O/-KKOMOFIZUP,5T2036-
I5<9K&JH=C DF.4D@3QA.6A0S3R,1!H4?6 MLY&E<_B> |J>4G,/A9G"&M ?
CJL>U,Y|Z1=K)K8CA:1)=%9E8P;\$L2(QO-NV
MAKW8|/7485750=C Y7&O")E|I.I%YMTZ?"7&|9FT>1A7E071+*!B<\$DWT3H,
M%A%3DR4QAVF("X@HH1#S-(5Y5B";)0%B@5%YPD\Y6Q)0\$(U>6E;TVZZ4?6
M>4\$)8|:)?T_(>|S9B^=J)8|R%T:|8|;?I%&YG5:YSTEN^ ^DRPRHG_IA.^MW
M|/#/*.;A9\1|C/O|Y^;63OSX2O_SM=;KLH1FH82TB#YYW+S\9;+|E<#6 M5|U%
<9:P(@@+>0_2*@"Z!0S*#_BRQF."V.)NKH\$O;|DNW84)6|JM+ M*WW7=3?=-
RW_(#^I%S@@21:&"*8()Q"%2!K_(L201HCE.(|8F":Z(=,S-'R; MWAW5X8P
T!#6CZ">0^=R(-6!S(:FIKFX1G'5"P)9A5?/K3E;E/6"4,-@ZZ5+ M_1;6O#0C%(@)!
F4P3"@L7R99Q\$D!2M@FL>1X&%6)%%A,A+=GA6CC6P^/|W)
M'/93.G,"5KU7_#Q@33QLGBJ5,3LB|MV5|J?%G(=NYGJ8\$XS|E'4PYP&SK7|9

M6=\$Z69,J0Z9)<[EX.PS23.[H0!.)Y%!\$-\$0LI#RD1A&\$ M,W0!;^:N,N.
I(29F*=ATMO(#H0WV\,VMW\Y)-RS<,%1U\$HDHA"(7+E&,POQ"@I(NR,6QP-'5F@,T
M2L7S-NT2BCN*5_T/0-\$&-VO-9B'C.%T^J\$N1WFR?6@MND5<I(MB\$!.M3JAZ<
M:3TBV,N4Z\I&+I=Z@_5#X&W&B56\$M7\W7P\Z\$1X,3 A(OD1 "-1A\$\$.4BA06. M
I@A%F-*49;&1C6,4YC00,E[UE1:EGJ=>)EZXA,21=3")E5E-
"!>@'=L93M8T;X/Q06)0KILVK-JY]?QOS;Z0-M1ZT.0.?OJGVJER3T&TB<\$7!<8;B1S5-
M/1_3_*I,>V@E&9C=HQC(MEU6'A MS)*S-4T8%VG8!^'"E?9QNUM>+40V?
LT:YS6.*)5G[A02@BE\$04QAGL4<9CQ@_M699QP7%@&K4\H#!7S*XE"B35QA-
M'K\$[Q.6RW3Y96D-?O:F@5K&ZD),BM0= MKCA[G.ZD0*>B=*,>'C
CY8B[(V+7FIF+37.KN\]?[S^FGY=EVSBGU8D7M=4_'T MW9Y?9
U1<+|=15*>KSU\N/ZHLK'K)5*!K?1/RC."73_M7N."61F19Y.;ER'A75G,HDBC M-
6;;391UQ\$S#Z\J8Z>D_ UTB8;;9=5DQ'_JHKLMIST'XU)C::J;WCPW#1/?
KDA=7_^QK!>\$%4%,!5'Y-(D:&):H'OH" MG MQ1=EBO(;MUV
+P1JCV8:FDCQ)*JL7(Y05DD*"1YA"!*LTR>QE-U M),\#RJ*
<)>DCK2&Y"U'L45K&A\$D#*2-78-VPHCXM6F;DCPTW>F\6(U#'-[O MJ,RV>X?2C0 W
Y1:+M2G'1_@QAM*K O%-!?-CM8!=3>HE?JH::M*&_%;Q2GO M;%1CD,9!HQZ-
EH%6=H(UZM,JWM==-\Y=@UH-05XPT59\|--=1;RU%ZDB0@@M";
(0HH0C2"+\$8)+SB&91F MB&"KTS+'WJ..A\Z^6/_]; #9=46A4H@I
M_7'IH6U9F'_6M^KB>E M=QK\B?#WX!D_GHTVUF"H;0XWV'(5VL@;YA\;?+CGMM7;-
?C#?KQQCO^R-K9_M*?;.[332OAFD?.4ODD4PCQ'42Q\$!!'20)Y++*P('\$2"JWQ
3K\$/!^>#GO! MT(ZX?.6VW23;!5? *R8Q1L2E#M6)T4')S^+*T"B;,_GZE!Q_Y1-=R"VX-'
MM6<8?-L_JNN#1_7U\J.;&J=TAJ>?F.9TJEXS_ND,W NQ4G=TS,,U-JM-O9%?
M:;&54WM\OWE>5FC1Y;_C1S2(INX#01(DI7;GM)"QJ_60Y,LU+I?UX4!5:45Q
MUYH6W#@JEV-83@_Q4UTNL3_*9EV4U2J6=7\5V4)9%P4;1K(N7VSK?Q7+-6=Q
M^%K^L+F5C[R66J')K+B5H&*;Y95HPR&5QS6(>Z#KU\$1Y 7+8VEUB1PB3#_L M2"
[D/_)'(:*PB(V;" +EDSK,JZ%@@%'2>@8:5YB\=I18?'EUV7.FK%Q+V_SQU
M77BO\Y1_76S/R +OYQ())UYX1RR-K/+S3VH+_UK'FA8-K-XXFK:[V=)3+Z)
M^YN010'1#_8,Y%!E.(4XHP7JB%42E% !25:U=J C1#PKV(XDZ&@:=IDX!8J>
M=ILJJIF6.I+20[W:#V?.\$^RER8]*3XO,^0#,-,XIV\$!(MJYT&F//L6TMV7BE)=QIXYW-
Y)ZYK[D.ZY>4UW6S):05\2Y;,T(%T^F\6NWW M_0WHJ0)%=IJ_Z
P"EYU%TX4WTRC3Y#;R#8V+9N48.K/D;%ZA<9&&+J\$+5_JM M2#
I(&=A/TN0QCQ.60L)#_I\$0\IS!),*!\SPD%,=Q;M1S=A(WGK?WE-RK:2CK MF1RS86?
JA\'(FOJ.U=@5%?OHB.L\$M)DKB\$ _S\E,6#8_"9ELG/+ZH1<<3\N^I MLM&FJA-MI')\;?;
FH?]>UMO&BM\4QZ\7\ILT-[D0,K+5H2U@&;JX;QLSBKW MSDICU\ 'D8*7Y&I>
<\$N"@7G)"RPG1_-!VQ!;!5\=;S;5LM@V\WORM.-\1=A MRFF09Q\$,6!1
E\$89S%&20!8644PB^2%*S9)PC'GPGF7SB=?UGX'D"W3-VH=<
MJ6_OF3D,IF,HC,\$G-.0DI G,)-(0D0S\/*,!C G,-;\$(BXP9S?+P";W-';% M_)_^3Y@&?
U'H+UOTR1'ZZT/TEW.AKV>=><743.4.OL&_*&Y^U?TB.YPC8HN&
MJ^\$BQO3GG3AB"^\^+,236"JDW2;VKR+INYH)^Y4_24ELD*&,L8%(IQ9D)-8T
M@GF2Q#"F29)&_2NR0\$LIJC1'Q'>WO.XCNZ8*6L'FSU!?'XC"L05U(;GMK,;9J
MFGLHDE\4U\L.GOKU'-BG>J>>O9: ^RWX_!;DDM_RU7/W#>.,ABDK4F4@%!'5 MC,!
<\$ (Q2Y1\)\$**0:[4R&:\$QUP;?]?@Z&^_"2);[CYM::TVWQEY)NV\
MXS5GWWIGA#JU\Y=;AD\$[N,A']?UIFH(U+O//BU)L5PUJHM3L91ZY^N+@@1%
M(4X@(:&_2\Z?(*\$!A3E+ IR3&(G(K.N0"ZY\AX-WX<8!0YJN#;?HZJGRLV-J MICWV<
{X&P9U!RR>BP'77KRM3H%S%>EUPM.\X5Z7,+Z(^3I=W+I M):4JUNI ME46Y6L;?
^+UBI\$ODB@+.F* 4AAE-(\$HB!\$D<\$1BS#+. 8"I2HQ%,X^0*[^>
MN'\$IZ!A">GK,G=QF"JJG"W:\$04?90_Z;GI#NJC\B,U=JZDA^(G*3YV\/>;
M54'PS9K?/4C%1GP3.&PR2(8(RC""*49A!'>0!SFL11\$85A
MEANY/9URY_L\ M.5=V;0;)O2LXJ2;EAT@)#_-)Y\Z8>LJ'#T-J&J0&Y\';&+8_M9L/?VX?
9!+REG* 3%"A)7R';0+WW-%O+=Y^SFBX";S6T7\$C(FX::;"X>'M;
MX^P=1GJ:T87D9DKN1(LGJB_EMC'8GEJ@[TC\ZJMKX^%O=3N^L7U\$ZL3F@X>
MJE!H<(S\(\$F\K3B\67\5"J52\;9K\J5<5_VO;TB\;&N7%E'*(D2\$BM^HCOA) M0"%&
(H6(HBBD*>>8&O7F<<:9;P?5(&=^QTSS,A^RTTUPM2U(F/QT-)U7KX&Y
MH0/+#=SV-0BNH'%=C#"9KJ>I2G_%Y\GR!&<\$[!3LG;2TY"!,&6)?N?*:466-
MK>_KF_6L;J'4ZU%%K*8BACRH)!-452O^91"@E+N"A\$C\$2\3+3J-'8\J\+C
MF>+@L61+L:1MR\JFV09C8>:KEG^3?MBO3@8D3GXB>)HT/9RO_-J&D\<\SFI"
MG;-6DY>'4LES&/#7J_7JSW#R_E98?7V:-? ^I^U3IZK9>1"S
M*:\$QC)#*4"SD3U@\$(8QQGHM\$GFL#HC6XXQ(ASSJF)0TZVF!"+34\5.E1L\$:

MUR,N(3!3&+;2&Z5.Z8AFE3\UNO!L250ZX@TSJ;2NMS,?00(-43UVWI-JK2R6
M/O;/2)JR(H(A81E\$G'!89/)7E_D2Y2S*XCPL1).D_&|47NBH*=J|N8_XW>
M"WZZP&;;H6L'F+|XS(Y>A^?(3+K.W=TI?5OW MN2:Z+1E.W.MYF|TJ.T)U(-C5&
;@&Z^+RDWJ.\$^*_CX?G,ALJE.NR2NPXUW M23B|3@RG%IRO#|.(.
==&;NLPVGTJ3FK_C|7|_KMM)I_UX78&CI(A%<,T M0!!1EL.
<%H4*P+ "\$)D&*HLQL)/\$H/<^|4IW46\$<9+-?RYT>R9E?@L5SS9_!(
MJM^;F0"J=3GYWKPP;"<7CZ.J&X=UAI5L.+:#Z)>>|*|*K6YHL8=9Q5IR.HO/
MCE.;.4RK)?K+;*W>;78ZX9|>?|@C|77WWE%|GD_B^W; Y'?F4%\$8!7\$H(LL
MBL,82X6:("XU!\$D+F=#!#D688!)1DB8Y-LF|,*+N.1FCYP60EAE0-UR+EJ@72GQJU
<*34S6C/JN*M8#E6 M^+;+F)^ROFU^OZWH37575^_KS?*1M'U*
P|EVXR#K/'A'GNM;4F_>;7GG=\$A0@-(' M(UA(HTZ> &D!28@8%\$!.\$Q;E/\$)&(Q>L.?&
&L-?(*)J>WPN*|/<6WMX|4R- M64 S4RG|ZLYNJ%| #CVKF(A'LF (:R17HD56;
55'XMX?.QD?M|6=%GR|1CVG M/5QG:C@G+.ACN+<.*KA<;|MM_?
>UY&*EBA%4=|>V;-M?A-%G><5#?5-|*M?W
MO!H\$AYL!PX4|R|((QQ#EZA|>"YB|NB%L @P3B(@%./L4K,,R%F7,T
MM".!9QD,/977GV@LM"/8S89"NR)J.<5&G8@>RI6|0|VIEIOGC^MN+K6J1);T
MM7KQO8AE&|.\$PT!(ZSC,8EC@,(=!&9%P07.26#B!W7#EF<'.5NMUK)G.";'
M#>HA0FG"2)3SE+Y.F8!S(XA\$F!8T;S+,5YMGCBU;)DWS;DVORLV!^SJ/T\$ MWO#
|Y5J%V\$'1=L4P#%4Y>@Y4I%'&4PS#5!42%!F&.*\$D)+D06(0!2R+:/8?W
M;_9S/X6>08/T+;J#R"(T*SK("0?V8 MFZ*OKG|T+,OYL30S(5N>KL".*|Q-
7|W5K=0N1HRYH;I><>2.07RQ2 SMZN; M&6Z;QZ?%YZV.1J)&3%^OV MDOQ+
"X|%ZU@85T'Q|8U/R<|X3GA\$E;B1L*W6IG>5.C<8,T#AJMJJ|O*+.K4
M4*1>3YK>YBIY|Z5>_BI5KCOF_R 56Z H"6F1(A@+DD\$DD-2%(0Y@&!<\$4THX
M#B8'20\$:@% MAK<,P7'JKYPOJ 7-Y0Q"O64LA|J4Z^5A@YE%\$S")6L*" <9"F\$(51"
O54K.(MLQRE)!.HC4S<92)S.+Z&I#MFQ>93OUB4W!\$B1\$!
X3>19/@PB2%#&82+2 MD)!<_M|L).|\$. "SRK>H<)<L.5B=
T5.CTT0UTY0GGKW#,25G!7\$UA^0E@7D' MC9P5|,4DD?-7FF>XO?
^#T^UF^9V_)1M^7U;:/)I/73M|L>2_M:(*>J.'DM=/2 MCF|E)X(:J!>R.AT MNH-
%;99J=7G"V|;%2@83|9^(46|PJ5,5"794UORL_MKY^6|Y8U;AF7|@CUOY?+.*&
|<2T7627|3V\AYR):?95FJH@H:LLMOOEH^-MY;SE|N/0'\$@_|"M5)Z 9&7Y?
(H_+!3)MX_1<+3)5|_M/TIXTH3=;<*3+E';7D0?EBM>|2;A(D,BY0QQ2#.10<0X47\$R#
,D_O*F.,FX M5E|_F?5|GX;_WCL-R=WQP;3?
T"\$@X^K3@9B&IR,C"2UZ"IV48T(KHG)D6D%("6U5-922Q!^4.U
MVUE)CN39HV/)S#"ZC*6><>,4(:|V|&ZNL)%'&PHPX:|@YVK|&_F'70/I!0LBJ0L*
MJ190GLBC5B9/61RH.\$TRC"+TZ,FHJJ4:_L(_9|@*>&@W8_T'*KG+E/I#+-
MV=.'5\$|%>_ '3%4,,IX "T3\AS2LP'V/>E=CB8SE-W9E#)=NC,/+.#.\$X^7L M,M,%
|_3*C1#Z8=O*|Z6&W4FZ-O//^|_ZH(E7_EWN7G):L\$PRCB-,HA%'D"4
M4P25FP=&5#44R5,1QUL.7>|>%8|O|2\$?P5/5?E|V70F\$V4%:/-IT^X#TN" MBK=?
56M*@3L59Z6FPF9Z F4Z33,&.*|BP=05: M+AIWRM5N!..SSP>=|!!7|TG-
XOJ^+L;9S@).C_3>%DUDUH@/(CG6DBR6M\$^7* M1ZYZPW*5@O>I;.<^O"L?
R7*|R((<)<0PGD#9GIHCX\$|HG.X|+3WLZL:B.TYDY,NRSVB30TC9LLO3+DN6E\$>E=>T_
(T25 : M0BZ(FND:!!#'.88HB&@2)4'(XGRQ;JPYS0(V0PZTMD+>;H4A' J."?GY ZE5
M1S4|R\$'41.I8#IB*K-O|G@P=-X9P:|Q/\$|HY|3I&%&&8L<*T(A\$.73TV""A
MRNUC2'U>)Y=-"|<0L;+F?*10"V_|16G<@-WH).|F=-.WNS=E_/X1-/;H*<,
M.M+CF2.;TBK-EQHP*-\$R)&;_PW%X:HOY) M_O0_15_ (O|Y#OM?_|K?P%02P,\$%_@
4TL(66|E,UIOSP G ,*!0 M !T;7 M,C R-# V,S!/?<')E+GAM;..R|67<;29(N^-Z_(J?
F=;S2|Z5/=|H# M;94Z(XFZ\$O/6|7G|!<6<0B<(Z_*@4NI?/^8!DN "DE@|.\$*
|J|KH6B2"C"EL_-MS:+|6SZKW|A?Z5_ ^06F<9;&T_-_*7>3;_. (3?NG_V,'.1>
>=4|=#*>_ O'/Y4OP M" _@%V9LNNK_ ^ZU^+)=?_ G77_||| ^?@_SR5|G|_-
?..7BU^M/_ ^7JX|)? M?Y/T7V;.>=^|7Y|I|%'>-,|L'LU_|_MWG^ 4N|/E/%TL_C>4%B_\$+_
|H? MOIM^O^RD_BQ=OSSZB?(W" _?7|(OWEW_|HEU|6XIC)O_)|B_E MS|_O;UY7)V!
6/0MS|OVBR2S>^="DB'DVO_Z7\$Q|@TOUTE&|Z|Y|\$O"5/BY'VGL1 M70*B+ 0B-
4|D!)\$)|N8EYX8*I^XR7RA?(F=5A80_WH^ ^_8K/OC7(FR32>;
M3BP/7K<2SWYT7R_#,_SL"&0"GF,B7 5&I'&&> :4. |.9.6S!GT0V;??=I?J MVVH|F<=?
9O,\$<|0CUZ_S|WA'Q0|1?/6)7|_Z.3Z(Q" _C2;K^UWD^NZBAJ^6L
M@N16:D%R_ (+V>"A*R?4@<)-&! M4?%ZNAPO?|P93^# #Y46
^2@+0SEW@GBPB&B%;K2-QA".?Z56VQ 5/P@-|H^X M%0I4NR@X2(-
:A3G(^+;\$*,+#_X"1I\$%P6(V)"O|(DW*!;W(CK'|7_HJM@* M"+CIUJU0H%M'P0&2;

()S&RGZ,)ZP3_&>4/+V>7T^7|Q|M9@A\$3GAKA..'H M"!-IO2!!*T?0(8Z,2LNC.LQOV(*
(K7!B6L=)/3DW_9LS_UM00&-WB5LKBR
MA!!L5(JA_0N:HB7T\$6TB9\0QC9%4MEGPP\+E)U^_%51LZU"!(=LF0'*2\$JH@
M@"Y\^/MX-%PPK.26<&1|(%Z)W/P'=W&9:V,IV!2=BYI\$1;D2Z0R;,>TH<2D9 M:6@.
(AZ6P/K_0NU4WW\JR1#JS^SQ_OYPA=OL/9>#F!D74.5+;20\$J>2,-
M+13CL;2.04LP<*#Z|H|Q_4WG,,\2(0#J_JL|DLQNO_CI.73YU@(")T4% M4V1=Z1?
5BT88YS;|R33AA19>'??NMV&&@X)7FP*)L(!UY>SHNX5B=P!=*H M@|O%2\$%@@N=
&\$2,?*VF)'"-?|41M&4J!G=8Z_?3N(-)^-(MK"#:)B!2CG'G+_T2SF?S'R.>,D)9",)YJ?|R&@-
@5X|U15"12Y59JH&,,R_=MKFRJ^1SD_H)L @>?+_QD\N)R,9|"BT=SRH'E)S\$@7
|,".2.63112>UI0 M7@\$'=UZZ'0Z:SS;N+\|@FSBJY_&\$5K72AK.3E<7< M!FA03M-
|W_A1|C&C72&|R&3|HLC=D2&|TEC@:-/%!PKH;QN/?;|:#1
M<.,R<&\$C(:3"YBF4D7\9N+/1PP"IG-:\$.-*G?=\$O&@(@\$=|,=9>9|.LQ9W
M7K>=|AM.7^XOO*%/*5H32&CP'O%@C:G+>19(@8,3G0N,E)
M1K(+0#%F\$D#K7.:Z|^+M4-%PWK*&0*MAXE|^?2#&=_B#0^YGGW|X?/KN|;N3
ML|>O/T_AU_>O/YQ|/GV#/W_UJNSMZ8>|/&QW;_099U:|S|T;|0?>|
|YQ:XRT933D/1".R2BEE(%YK2;AD(3OE6>|/
MY0*S7X0.#%ZMX^GY*_A:5M#B|73%C180DW6<9,'1^9+2D."L).@;U|2JQ)|M7-
L',|3-\$S#@AZP4U'P#<#H:B64/U|_G\OQ-S|!:2Y.EB_|?/X#V?M??GQ)
MH0|)*;1=V>X0*1U0"Q82UABE#O/E(M/734|P/P|3=@P;0_Z,T@5U;_MF9+
M/ZF"K5<0EE?E3V-8G'SS8_S0!-|YI^1O|?X^2R9)=/8IQ?0KI>5R-%?4|! M E>
<8PT4(1>:.\$%*<" EUYS)IX+Q?<"V'Z7#=%CH 7U'4-3><,1H-,PJ&;N|
M?/X&DW0V>^^7U_5Y&|E|7DVAY)/9/9G:2&&GF)I(^7|V:|+0H|"9|)(FL
M09)!5V4(TA\$1(|:WG&G.GVKN<3A4#^=AF 8108/XR,IM8"@F^@8IO|S#R|6,@-.4J
MYIZ>?X(Z&J\$QTD^M#)Q=E\$)YX%E.Y(Z^(52:1Z+035B1C=6UL52)|F#87 M/|-
C#WJNJ2<,G",S2"7^W?",1+*.3;JP20!6053.Z YF.AA.FX< M!|4|JJ|O#
|&VDG&/Q|9I2!T4!H=\$A|Y)E)F2KS2L>/:BT!MED^=70=L<)^@ M?)AV(:VUJ*,",,.?
P.H(#_Y;78!|V: ^RW-U=6(GTW3UJT^HT?DWN/G-* D9 M= B)"&MQ0|&&\$I>#
(B;XC"ZU#9H|=35\+ZCN3.5 #4GZP&6_&FHB>|XGWV% M^?+'QXF?+I&QXHI_+;=(V
Y|CO'4_J#:BHXKBCK2\$@I\$|L44DOB_!4"?JNS: M!V|/T3-0,Y,>D%5-
Z@ULPP7|W|_|WC#&^GB|MY_C;I3_'D|G(9+F+)5M4@/B M'
1^AZ:3,1Y4THJDRLCY/K=|4|Z0\$3>TFS 12@0^>GY^,2I'3"0,-WX_/= M|(1|:|:8P
M(B72,T0V|YP8F12W(4=K:B>"MZ%KH,XI_9RZUM5"&|CJ0H5;-M8? TG2Z_-
S0|3AR5G,=DR/6=1=V,GYG8ODK=UQDD:.OG6%|CJ;!FK'T>(Y? M1?H-
H.F*ZFREX\$HX0CT:5HF"(DFP@2G|W
M|F\$|69W@WA31Z0P)|UN"&,>M5N%^&Y)51|',1)^9OE4RY9|P+"!C&%+?WJO M-
CQ4| W8CNLBIO7RR0Z,%92PB/&SZ;PX|V?_P'+D>*X'1>K
MK"/%/5T'37!GMH1&HS(*+W.XMYL|N&3Q|N&14A/2IWU(>\$&C-+9^*N%|7(
M42|5Q+@O6XO!7PJ"6,G09^,N0AD(J67MJR.WWS^LD|,O<Z6=P-8^3";CH3 MTDA)B-
Q2070.AD@TP"55&OFUX&B,VO/J)2W;T#4LMJIN6|75T "TUDLB9"|X M2*)\$YJ5-
ABOFLQRQH?%4T2?^Y B?0|SF82OAJT)D+W\$V\$(!G;2^N9RFQ?
SB%Y|P@UU7"WZ>3+=O4_S4R?DS2I4@ R M7/K"+V7P^ ^|X@Z.D7>DU*DAF
MN22|1";69%QS40D7|&?JR7&5^T#P'@G#6K+:@#I\$QJW X|6;|D3RH8B"U^2
MXD"LXH\$DJGQ60JFD;J>7|LPI+6;7@"RKX0;0,AMTL% DE9F(J@N650,'YUS
MG"BFJ;0808+N,=T|/\$V6VKC85ZX-.\$)=@=D7W"<19*L+\$V^G5T>U'TN/:U3(M,L!
(R1 4|11EG\$-*TMF4 M6:I=6/8X-4.W_!@.(|_"=2^%-0"|6RT|5_?#>3"2:
<|0%RX1Z;0G3CH@D?K(M59)9QMI5L=I: UF^^GV_NW|0P3=
%|.4NK,/H^/TYOIR_JUS%N|K?8&K', M/+?Q_%R9*-(6J"\$(BWY0"XH
<)RD@Q\$+X*@,=? M;#U/U=|^62_PJJR,!N!UBX,N6"Z=S.?P!::+|3SG\$
MU,\$9030R@U\$7,#3.M)0;1Z#!<"5L|;N=.Y(X;:C+
|O6HYH:0.'9'/SBL4DU(&E6HG/1ZC9=@,2\$^XJB+XW0'D
M5@":PGE!=\$^AX@B8X(*6F8"A7&2FN-W|0"EA!D P"<+PVG5V#ZD8MCM'3| Y M4-@-
I->CZ>S^?7TKW+KW2@;15&'0D%4#H4)A*B N*B!FD#A.R?FL^^#UCN
MT|":1SY8%N\$@Y32PG=41Y2AJR7/AVDB!(HP)EQ3'/3TDE7RBCF9:NV"F#N6M M^?X-
I<-Z|T(#MO7V: M1---%07TQDK/C^U5&
(60+EN'FDE0N\$VO0A_*R9|BO&2UC|4J#9XD:.N+J&:5UE=) M8+6I0VA98R-NO=0E.
WN10#)6*=0"D%GT*D0GM>.T_X&"U#!S|J8ZJ*"AJ MTJTC0?
2=3N>=X%*W*C|("O)O2.4I&4I0%)3X9P-"OI\$-EHD1\$!M;@.N'5;UMN M0=9/\$*H<
K#:BFD+:ZOQKR>7RR^S>?\$01E(8KFW*Q*NNVV94Q(4@B!;!&"F@_1QM.%?

LC(Q,TB2I2)0H%RE**S\$M7?DN1IZH MC;VBG[U]7S,-=/;#00-LFNBOEV5;5'#>0
M6YI#B)B%E.A5=X<)A63HAQ&;DIYS5&;JG;ES2.DU&IW4H;\$C;^-\$TIMI;3
MKS!/'4W/UTPGX.H\$"U+'D1127
AXX69V_@JF)J=3MLYJ=H9JUR.@E)\$C!3IH4%XGTY8\$[9F>(06E_-L'3 M% V-
K7YP!#C<#E5*0Q!;17%IT?IOX^67&Z?A+6XQX^5E4>-B)#A5&&5P\$!K
M"1/.)QUCD3-K+.0#*O>3'!'\$MMHNW(D\$;AMH\$[CTJP4>.+_)LOO"3M7Q'
M+G(C@Q+\$ZC)|28I'=(F%;16!9TNMIY=V-3J\$/I&#:EVC,.CZZHADSE WX?
MFSS\$W\$I9&A8\$0BE+A7L#1H?&&9Y*"I" "MY"/Y@@^1N2PB=GC|HDJ&YP@UDX
MV3#PX|H|>H*492@9+26B,31Q#>UY1Q0U|V%5O=7OT*UQ@&R_&FSZ#WANKD
*TRET0F MRD3N<;7<5*AP>^V.!'@F,J@5>|NSN|Q9(HYZY!,Y>TF|H5AQ%1=-
<5.&CK(0\$DH@\$ZMR&9E<)G)%SHE(M%L,@C'JUZ_=-;DW+T/M^; MN!P%%2-"*U4
I2A E!8DK)MZ&W*&(QRM9M=[4;AT+O>D>Q6'0TU8,UN#Q.N^~4(
M|E*X.UZ4Y;18530M1BP!LL(A>H,6HPI *5G+)*\$>S;./5L=0?U|;H^0,FU6M MI/'QJF.I
=.P_|=-_&3YY;V?^O-NB77T"UP_05E,1&.0Z!:=3APKIUQ64"\$Y M-9K?
|Z0VYMPW/708_&==*%21W|#Z+_3Z;H%XJN<[6Q^\$N/LIGHZRBE4\$6E!T*=-;I
(RY'0S)7(*E*)OG:%2A;\$39L%-6/JU)?(P;H:>K M4S_AEEQNUO|-C|O-'1ZAH|:
J78U5&S'&U.D1)|.WK RW9(2;92VR*0W M89N!LX?0.&Q05=^'4T?
+9JW\$3##7%DXT>%RD9(F@GX^)9PQ)QGP;">OVY0-M>T_U2&9K)TFWE>&Y?QBD-
&@9\$B|JEZB&";@ HG4_W<8:2@.5XWBVE%\$"/+Z6T@C?2JU\$Z;A0 M@@G'+
E!1Q)LIH
I;6*V=B.T9XFD)AU4\$TIU5=\$"MF*_JG|4:CV+"94Z*H_PFD)V=|I&IK)\$-4\$R4&";@
H5|U).S6H MD.GY&./SD\4"EN701!BKLB"@<|EOB|'"DC.P@/3999,[0/VIREJ)A54\$T05
ME=-I+J=|J&D1H:YZ,M2B+3,&\$F!\$|QH)7'6&BNED-S5+F%|A)1F4CW5'9P# MQ=X
>C9P\$ V/PGD\$O"WUE,88XK.,! P/*LA4 M+>X_)FDCDU,7.@L!M(YZS' MG;U!H;V<39?
CZ>5X>GZ52)|-%ZO6VJO/G?GOI3(!8<*&T_|,?)5PL'IFT M\$;B7@1D@*JE
9(YEY8B.,N8LJVRI5/7K7WMC9RL V|X W\$|H6ANZ;V89((M7 MR_@JM!V)+%09#\$.!*<
(&N@_+\$)PG\$"LT81*^BJU|RM)&4K>#G?C|X'2;S!C;<
MC_-90AHTX&*4@M%M%R58JA|!:=?TFA2>FNE2/S('+M"W'KMV^7P*0_\$T+V%&T#
M|N0#+-?6=:NQ5"+% '*4M(A*62!8B|87&DP&=M<2=6V3
BHT9AB9A(2A;15N,A0/6#W=L\$;(>AGZIQQ?X" M;L;274_?OAX",|OQG\$4DI>E\$U
I2WE64X1FVTF1FEF/&4RIJKY(V\$;(>6
MG^KBVN\$";|#IN<_\$J_'D<@EI9%S,W&55YI9\$(H%%X@S7!)1,062M4ZAM71XA
M93OD_%07U6H(_2=L_|R|/W'3Z|>_WA|O_|;IZC--3^|_T. S'-6?,GA5 MPM05Y-X?
=G|!#SAAR-JH\$78G9|<0P=K?1FG/G'Q1 RWB|0'NTE;2C^|HX -BE< MH+-
WFL_|_6H"NU2B-J1H)TO|V+0HD?P1-'@(_(\$C.TSMFG7=S8S;+W|/2J
MA0;H|=XNS_|E8!>0|4"CX<7R^W1^587_VVQ2 MAL*NB_%O"6<^7N"O7N%?
I'^+Z|NV5#D_S M6C8W@L@@*7-
4\$|D|JDA#)!X<)|8%R5\$V3K%>;E/Z8&98| ^HG74K'A=-!T<%Y
M&8#:ZVIZ!7D\A71UG/EQXJ>
|JTAQB5ZQ9<3RD(D\$SHCG0A#4\$*042V>UVAF1GF!75A-
=V;##|+O,Q_)A!=7XPHVWCCHQ(BV!5WO6.OS4AB0B8T,EYS
M5"+CDKAH2R|!IAQ*409V+)_N* RWZ?@='?95MZEC8O#0K>SL*.OV=H7UP?+Z
MB&J??X;YMW%I-+18KAI#W\$B/JL@2RT!\$**,B.\$-'P'5%&-# ;4HJN|JS.1MA
MO4W/L^6UW"HN&|^&;WCB(+CQA.+G@^1(BCB/0BBB">?7#1,U#ZOW8:N8>|# M-
>\$P|JV>!FI)-K!SS0K^;7)94BP?
RX)%/6Y3:N6I9|!#SF.=^0NF|;^ENQJV6.0>#F\$B4O5?)&\$&><)58.*BDX
M&J|/9#R0Y&&OHS8"!>JZ;2*S|03#HZ@5AC+H|D#0OESLT,0+1DE.V@=YVU\$1#NI)-
JMO*(!6 GGW|H^|T|Y|KEGW=+/W8J_-U-3&9_+M;^*897EEM*/^E5!U"N?CLT/!
(GS*&.3&QRF0U*7HJ%+*79W9| MTE%R+W|O@_,.=>S+.-R_*T|5-
ATE^U&*MY&#^@|V|H+0<-:(XMU81QJ0VU M1KOJ=[KJ4-Y,T=AA2-
M0/G|LM380GM^|,|H9,IR\$@V4*WQYT)1 MJVKGO/;XE=\$7M(9 P--W.'901P-8>F:"28
@;72,1 &)R!@8|4Z5-)P!|BT MHOKA?(49,OTUR!H>;145U@#|5M,Q 5|?
QRLM3M/MQ.PH)\$FS,9S0\$;KE35|\$ MQ1W|K<% "IB9I5KV|UC,T#>QQ:W@ (5E5:
R|I@>0 XB(S>1.L EI8#XX\$0Y MH;T40/I?I5V"XV8^NOF-3P
*RJLB6NV+_STC|_|_1CF<8;02HW37X3A2|M"3+&HRZ% H:|(^-T\$ID;J2JW1G^*7H&
|@ (V//BJ*;N)?-U)C.5<\$|5W9TV| M&B|6PSC0M'^DBY%S8#
(+EA@J76G8B<;=94YT|-9R"13S MZC9Q+TH'|C8D;? MV,14.D4R4X8;
|DI2!H\$G\$GA_>.'&BU>|OG?@1E;#@;%W)36QC;_W|S^@.1|9

MURC?';P^005@6;G1)H|=,SN/@ZFY>>6!=?_7B^6GZ(.P/!=Q'RIW^F%3I M62-
)F0U!03G%>.WFG_6H'I;=60,V=R @-.%0W+H'XR>P.,TE25'4D:&AR!=
 M#,18G8CDN)MXF2Q*5'GM(3N) 2916*RZD? +=Q:P&O?
 VFW"GM|= &DXS2AS%N/Q1RIV7-TWW1Q9\JLX(PB3# ME>E+UTV?
 6!E;YD'Z';/M*!NX35P#..U!@X/'^"A6=)EAL3CSWZ_JHMM M8SF+?|S-I==53\%TL3J!T-
 Y'RH,CMG3ZE-PQXLIEU9A\$-H*&D.^7FFT,|=Z MZ<-YP8.I_033SO7G*Z;[MUCAK+?\$
 72:4!#ZCWB&U+,FFT#I|N(M M+DU\$^B/15 8BJ:3\$ TCBJ.4VQ&Q5|1ZDVU.W'4K_D8^
 >M)D-I<5'^%LM5EL M+JRLF(R.-I-2BQ\$@1=-'>^.)T%(JYR-
 Z0;6;K=2AO)D.JD>Y2M&G6AOP.V^? M0+SWRZNSVHJS^'J5ZBW7\OODLCC-
 CW=1&|D\$UE(#A\$KTXV7VF@2J%5\$ZH.D0 MV:#%Z/%X:6 _F|FRZT2OBGCB
 _H|Z&|A*C_1.&^O(*"\$G0^E)04!)R2:%8W|
 MH&"1B&AC9CGD^OFM76EL|EK(4\$BNKM060'NU(.|F)_ '7(|G3S2U|-A3&OTF
 MR:(PG)"|C-J9X52I8F"2OI3'5+\$IN\1G)4R/:HTB:BN5O'Q;>79W=-
 MC!O+NO*|EA'3GAE(G" #Y08^=R1X;\ND V.C!6|=16\$2VQ#6Y"V3(?|93WUM
 MH/+!30\$&4)=^|EMWA=5/RP6'|MAN)%%63!F!VX/-I>5OF9P8T,41AMLHC0?3
 M?|G48|0U>1%EV"V_BB);W.P?9*;3!/6)=:Q-CRLZ!)(8E7(\$A>ER!4A'+M8W, ML.A5#Q?
 IMR6OR8LIP|K2.JILT9@^SIG2+@1M\$P&C RY#4=P8 -*R4A:0\MJ
 ME_1M3UV3MTH&-:=U%-F&4WJ?MSN7:S_)N-8,FT:G>FL(1.16"0R8?3G T|D MQ*
 R|S1FVE>E|-4-7F?9%!P'J|-C?ZS7Q9I4)@,A-'KWLLNH<%\AFSL+: MZ
 V\$VNUFGR6JS?LE0^WJA^NMH;W7DJB*X#8(-B12R%EB\$ "@(R1D:QF/=
 1CM;>\$IE(5B=XT>M49_VJ| M488K#M5|RF|/79OW2HX)U9XTV6Y1RYOQ%+>+
 |84K5*GDC92H@)N(M-81_,80 ME9W(VK'\$JT|0JD-Y,\WFCU+4TJ=:&_2'JF0? 5?
 9XMQZ2E0AN-OE8G7PJ\$3 MIM\$S1(%?K |4&!V9K|W;|QF2FBQ\$Z14EVQ6U|J6R)A%X-
 B|3@*ZX4<|)8%P@ MR;'2T=QY7-*. \$BVXY9ZG;%SM:.EIBIHL'QD6?
 WLKK\$GX79T\O+FU T M,DWK\$H//LTGZ?8J?.CF? USE,C|!UZL/EW)R1Y/+CJ*
 A4#/.Z=\$0C">Q*- M41HET+7I';8U.&FR|&18N\A=(TLD|OAYMO%XK)D1DYS5VO#N5
 V6/370V*E MBS4CGN'ZIX\$ISB./D/K,9|VEILE*E&/'M9*B&H#4F>Q*|QX52
 M"FA=X(88(6E 0E<1)6!=I^&.)@M)C@FO@Y321(KIXYK^<1\$C&O&7LXN+V715
 M7B"2M:IK(LA,:84N)/%>0!EW@|M&.*-<|6ZE3U/49&G(42U;/86U<"-%OHV M2Z5KE?
 6,\$N\$B^@8R96(S&FJ;LI/6;ZI=[>YWSQ+59-G'!OKOFIK8'^|=9BP
 M=DWO<@39,%9&RC'OBKR2*|6JE#@P43'%M(:^*N,?IZK)XHXA#&(EQ0W>KFGS
 MRNK:LRRZ*I#,.1W_*T,OMOG73N+7T^O^/EY^^8)A&?YZ
 M,5(A)ELD8V.I(53!D%#&1BLC-<^)!1_OY=XWMGPZ.N%-EHX<_KMPV1 @WY?
 M.*>7RXG_4Y/TI3(YT*1\$=73H4I,D@9(YF!RM*C#FC<\$?W/ MO++-I(A@%M3-
 ^T4/6TOX%%4-"C!)5&6211B1'<|6T,B|<9D |F&VO>?MZ>N
 MS0J38_H6/6FR@6/|PE;Y?ZE|_>8GQ8'Z!"BQ<<2E4'Z!N|;='|SZY\$>8CV?I
 M82KX:B?|+>6+GY|(#)UQ6KW.&,H17QA2,241D&S\$V=9\$G@1A'/BN,Z/2U|XC M')?
 #9@9SURT#;:|@F/_LB&DD: S.L=(HO"1H?/;(01(0N.M!YC2RIM9\$,V._M&X+X3DK<&
 |%?NX6\$S\$I@O&| M1,N% 45EHG4_SYNO722=*/|D6Y=MIGLTO5LJ|F%FH"S:4IDS,#
 M&"*-\$66('\$6?+\$>>0\$*FM4>-;TG:L%GCWI#8AV(:R BO>|^4ZE1R"HQGJ0A
 M0=HRFS5|XB,D0F5 E| ^ZJ.G"BH4L=PA8>!9|'VH^4%YR?XR;P(RI=OKF?!. MBVL.I+
 A9ZN)1@^72%GNR5C)2(0HO5)2"%;&CVD8N#.>T3;W
 MTP6^|6H(RMFLJV\$M@|J>+XK5|J.FCK(QM%SH)RK(TL;' /&Y7%!UFAN=<|CW
 MFXILS%1N|;*|RH|1\$P_|F| ^P.GW_!O?WWQ6J;|VE8^O&TI*NN ^TR?>Z MBVK7@^?
 =V(?Q9+S|,6(Y:L6 E|RJ(%))I2IR2Y6X+9: \$CZRZ3W| N0,G6XY@
 MSHZERVJP_9=?'^CB'?Z@^U7WF_*O/D'^I?SY^Z>W-|J?SBZ^_C&>HLPN%|LX
 M^RN:|=4;7IY^^'SZ|NVKD|/7KSZ?X=?WKS^_WY|8?/OYU| M>OW;Z;M7KSH?OT_?WI
 H|N|WN5J,+U!|SOC\$?=[RZYJK^_Q>O>P.WOKC\$+XO
 M89K06!|86*T#@^X8HSXH7I+N+C|L>|H)74WCD"RK,"8B_.T,X#|H*;E6N M?O5@*|
 (.#BNO7W+6|>>73A1>.*&*^M*C!%=(#)P\$ "M%9GX.GM9O*W:5@8">=
 M.A8>1(O|R|N!3?:&^I5\$RG'Z;%HR*B??QXN14-&%,FZ9>HKA"KJ9Q+\$ Q*HH
 ME0+FA*I|S^%)@AK!TAZ:~@PT!XN| OS=X^'5| (W|Q&Z Q1H#H2|D,K<>\$L<
 MEYF4,TID4*3;.M=S;R2D\$L=,@>6T7YTF"ALU.U8=//>DW *5/L H| M7_OYM)0!7B|
 (R"J(E,I<%R 28UT;E,F"KRQ,IF85?6\$P49*ADU4U0=|7DW
 M@)J3&"|O+B>EKJY+K14)S>\$+3!~?C;|~*U5XQ%I*R3B5)@@H:&1-EGFDPQ"0O
 MM#)#6EW;9=Z:N&'S3#T8IEZTT@#7|I|=EKW;O:VLKM&(!@PZM52E:
 MYI18\$;IEI+6+&92LW8C|46*&+: "I#Z3#6, 6B=FO7I^@9MIJE/HBJR7Y
 "'WFRJ'+E65%

M0HJ95P5A\FDS3KJMJH^~5JEA1U@611.M"!BL06:4F;O'(R.B.W*OG%#H" M\$?
YMC:%M:6ED&-O^J.%>A-XXB*!6FTH)G\$0^,"*51)8YG0Z*S+S6W*/C92GH
M:0!S9_BYI0JZ6C?&^L0"BZ4U1AGJDR,*RGAB8XJ2:2ICJHUSV\$3'L&GS'M5^M/TX\5
<-X&@M"%QYT^3G:?"IUX1K\$#6-[MBRN:H!.6""^,@YD5\$%8G-!.,C
MKZ)BEJ:~6=&M"!L6:8?K_V\$>JH(R&D>8N&\$*N\$XJ,(&&'OF1X!VN0T)YL)E
M(3)/^I@(\$SLAK+=PVJ@VTI9#2#LQF=X-YI"6_P6S7J0)EKA28:NOEYGC(X"
M)5%F6L(DS7SMMML/J6CDIFS%*I7I!-P 1Y>UGU8!79I-IF@Q_G+HH1IU8E M= \$(+;
!CWU-("A!S<7!:_M.)MW.ELNY^~PN2Q+I6RV.7<|TL)Z0XTD+L?
2""I+8J6@&!9#,EXR"ZYVE_8Z ME ^+U5I!JKHU&<1%9F=J+@B%44HRHO>*;*
M",6KCPV!>?NP+MLQT:~GO/=&S#>8AUDEF_C807WAYKI-U\A1 PJH0,I3E@,X
MGXCE)A++O*)&,Q5,I4N&V!U:(KLF BKKJ4&=N,-I%RSLI>QHJ5ZA%'K/<&
MHR7DW,?, "4*N"@SWUWMA&YE%H8-5(Z)YR%UWP#T-I56+E?I1N"%U89VF:32
MY0OC1*!#L@6&9!G:~.I7J)MCM Q:371,~.11COM 3OZ2|M.2*|NYV4A=0|F
M_*32|CD2'#,+SX-"FTRQ|M@)B|I8|SQ\$U;'.=HP.P MFGY^#L-XI;T\$XRI3XV,DQ+
@SD-GZ)SA(//A-%(=>BZ1X:9=R9R*';=#> MBF\$|7!-&,9;1^9GLT=N^72MML/I5MN?
"6|&"_A,I_R_C2.L)/.)XNQ|VCUE
MM6ZS2"R#8J7%B\$#IRW+N(#6).9GH&6/)UKL,US=/PS9I/R;|FT)'\$|FK3M9_MFWN;
C>X2AM%,9**"U!<\$;EE"I-(X'35#RAB7)LJ^>RMJ#S(%;N!_ =JO>H MQ
+L^E;U|J%9O>IDR+/+A6"LLTP7EZB|D=6@|:4^3+G2Y5S"%::U\$EBH|PV M F-
*U3I&/XSF@9NIM^*75%=O W!^/Y|YMV1VBK|=BWC,G'A\$R2X6.6GH|RH
MK61+TK8#YS_\$V50?RFHLI#O!G-?9F&.R M"B6*LI7*"&2>.P(AB9S!J2CK-
V4ZWHG^A01V "J:J0Q|:/%@J|+?|:~%&-E| M-T;6@LP,M%
<\$J\$.O**A,@H^*6.6"%59\$;6MW4-N2M\$8N |ZK4B35ASK^L?HD M?
NS4|@66X^@G=UGLJVGBW5<.V\$'Q"=Z/VD|1VIRH=X)D8R61423B74XD<9UU
MAC(IN'Z1VA':*=XZH|LYMT-_NPL4<1N:X|H W5WG-#J"ESO70*)' 6B4E<
MLH#+,O+:EG;NAJH%:V&FR?Z6M7130/!SB/!W6H0XN;C.\$%3T-0";IPR!2*MD
\$Z/=QHWEE6 T5|J0W>BLI\$MN3XYDFJ&K68VB_RZNFE%:0|MI8VG|Q!YJ 36*)\$&>;*
)#@ M:"#X(RF!I2RK#S/9G)=*:2OQIJS&0",)3\$3"F(G" M:9K2<:~%:
I>#G&./PA@!N=:TVG!AZ<;D83V&QV"/!<-:/R5J-M-2*>%R.C_W MT_%_ =I2|Q(AA-
AFG%:"GZ>,MJE'+J!-?G(#P_4\$/*=U|ID9HIRUJ/4RZ)XE
M2Z+S7&A4.V|EJN0OC!%XP.(+>+5>!\$G,W13X R5^0*?^|0++5<5>_H6IN'81-!Q!?
S@^M,0V*B99/J!%^/!+~!6P3I6=<-3 MJAG:YRBL9'-O-0M"<,0QK(&WXA4W;R-
N97A\$K%@(U%)Z<1*~.UJAY:/4W.H
M=>SD>9K7+QA)VQN/6/:JF(Q^BI9!K>3K_!51WL*PA+W#)6WOWZM>LY
M4J5#CBZNM3.>2.IQC|H)_?S2-9B:.'\$*L?0ZT/76'IU*Y>=/:Z=6|WO0Y'I-5
M0#QXZS2JA'GI_7|V|Z5HHAO|MW\$S=4.X:'.DCD5<9\$PZXF69W1VIMYKR9\$)M
M3|407H;N>~\$+4A|V;6D " W;QVX&JY^F;H|E/C;RW@-JV*JS MX
E0FW/;0%.HW2>E)OW#6KE#,7;?G VFV89-V VC^2ZC>QBS1Q|5RZQM1VN/ M!BY8+
|S/G'!MN_QJ(J&I_Z=B5(:R'"V_]#*#@7L>VU9R;B4 L:)<<00P) 3E
M2T2D(%L7)*|>"/|IF@7-#PH|:RJ@X;MR_4TL.MJK3WLRH-'U+(G3I-6R8|< M?|D-?
*BC(E\$1B(T,'7-I PDQ*P+&~X&-|<40GKU&"T'SX6|HPUBJ7,.BEK
M2;2ET:P&ATP&@VM\$!5KF4D95.TY^E)B!AWW6P,&#T;!5!-^P^7BJ/=D>IN3)
MQ|4R*JO37*UN^_YY=%RU^P!3R>/EQ@K'D/LI,IL=4L;&2Q;E=/(5A|="8CN?=
M&>HZV7<#KFRS%V\$|FK8HENOVJ2;H5(0
MBJLL8R9"^EQRL8;XX!,IXP!9THF!J3T#81?ZAK51?6%JD\J16,-&Z_.)5D9-M9S|
HUJA|LLYY>0011+|Q&3//+ "J*[4EW;5JLM:O+.A806D=I%/-0A")DV"-
M(S)Z1:S/0'CF%D(\$16GU8JLG*~K2IOE&LO=?LUX)7#)K0G)\$.YZ(9%02;ZD@ M6DHJ&
(8PGM6>1|PE:0/7/-7#R|;>S)55T|"1^@3?8%H:F|QTC|K#,&UX2"UC
MJ!QJU1+/W6M*&XV7I7 MW9:VH=/5I3%TWSKUHJ6&S=--P>C?
+GW75&R00I)-3ZEEH)ZEL)*%6C_^!DC MT"O621/&=+E
\$RT)24L2:>FG%@.8ZL;H(16'VIWU\$V|E+WQ4*>A,P)3L*9=E
MA1A1YA\;\$%VTPPM=.)6T@8UAKK|VE:UB\$2-W8I@H\$^R"(RX%(#\$Y MW"
<\$Q3">J+Z\$5H.OJ%W|H;BN"RUM\$(%TB2-A|0R"ELP|^~T"4&I2|8AJ M"
H(&3E37P;~#BW65E=&P 7KCQ_.N/>3|H@|VZE|+/F|*QN=4H*2K;EY
MTUKGZTU,2)#,X:930A*I1&F6X 5)(CAG\$|L>(O78NYREZ#K4YFYZ|!K@'ZX4" M0ZR-
Q00'!60SLX0:'RV7,DM7NQ+Q28*&M3/5<"?UM130L-6YA7,QI_P0=^@
M5!G_!NFI.FJ(|CWLLAS3ZQE>7:BO)(-6K_S;4?1ZK;CAK=O..@ P6BB H-E
MJ17ZV281+~|K|3V7#A.?>WZF0/(7AZU>ZOOI4%-=QS4|IV9X%?? S\$196)

MJ3I+B_JAJ?J\$JP/H=;^'0N3#R9B'4O#/#5O/#3==KZ\C\F\$YGWI: CW=S-U/<
M_ QU=IKRGAAL"WF\$>OA\ L5OX\H;
MJE[U8_5UO0*B@0"LS\$, *5)6Q,YXXJH'@JM/E%_B#VB'CKC0V>|-W%^3<-UNJ
M*JIA4[6^W'?6U;|OE<.Z|XCZEX\$WT7;|*|\$T.I%-=#^|>8I+/9>|LW-T2W)HAYJ2+
M5'BBE0P89|-(@J'')4R1SM,DZIH\$_59HH:>6G\4V-5530-8>WH=_3Z=@Y^,
M_Q)FBW0%5AT92\$W..|R|RQ&(|10M/G5-@,&9*D2!GCF>6*49/1[6+.Y\$_M;'?)LOF?
^IN.FW)/QRXA>+<1Y#>O'CNK;CTD^NE_4KO[S/*|<@0HJ:6&;+M2(KHB?
00OG7RZX-E(!HJ4MCZFC*Z@(')@K%K0A:U_*. (#L*
M#T/0@Y/Y(^FM@>WUHU\L7UW"!I86JTPOF"R=PV@LH*DMN>Y,#|+Q\$/TY\|8
M\$[1V(F%KXH8-8FK#KQ^=-"V|;K:Q-L'U%:,|M5|]/+^|S2*+S*,Q(=>D8
M)C%":01/69L?0.VQ^:|??M<1>-SU3VW6FM?C;O_AM*(5HF:97X\GE\$M+|(#U9"#
(QHE4WQ:L,7PHE-T0E M1 W4<%';|=V3U\$9;T>V"H<<#U_Z4UK"I>JKIV|YF: XN"J-
I78_F)G&9(QF MR9TOO7.)\$ _PVEE% 0%P.H2#5*)9JK^A>6|?=27A?7EQV%RZ?E?
VMC3UI33-X M(@ "7J63,\$&|"),P+Q5EDSJ7:5OY DIMN?+
<+OIX\N^A9E0U\$#Y_*F/7N\$#FN M)FA=+K?B_#
|740A@2L.\$9HY(C>;>.HR>G#0R!8H2KSZ^MP|E0X\U|PW' RBV
MX7U\8SNXO<..QQ_69|O"O?K79KT!8"NRO6A.6:T)GG R)U^?|RROIOYPMEO?-O.=
<>,N2\TFZZGIX;MU|,=\$P^+1)YH'&Z/O9HW9|HY9FUT|_DPF|N=AN|+?
+;|S"E\$(EYDD.Y'R|Y.AH2
M'5F:8@XR2FJK%WON1VG3G2%W0=/C1JTW035LXQXV8MS;KCWZJ/Z:109:#+;!=
MVS^ME75&.V*E*%V-E23.*(M_#_/GY'ZOICQ?O?;>
M.A#&A^2X(SI:3V3D&#@IJ"R|#T';I*C@M8]=MR)LZ#J ^NAY<+^BNGX:ME-/
M=5;K.-|8#W_S&/TA=M?=-X5P6#CAU)'%A2KL,\$1\8)2K;)E)Y^MG/OMJ
M#G>S>|_PRT10_AQ|O1^7JRI5A.PD:M#4D @J#C;4H5
M")2I%1F<9LE4;|S19ZNY6U7*UV|9#7O&0.?=V(?
QI+O&=B7Y=#K|5*ZVET>XY^L|6,\$/0=)))*X,XE\$PQ&F9J.1>4-=?BJP"
PVWLML%=T^4HA|9 MR0T<=|UC>D-KWPIK"9,O?KSPDU)A_?
D+P)O\IGE5V3N5A&UE?Z:YMV.XW7./U VT1V?QD/Z+ M7,7L6)3\$|B>E-
-%*J&1Y3LPQRFHWMQFP)^@&+^3JK;=(*;?A5@| ^S;TY
M/_D(RXPP|6XODN,/|YJV_%N%M>YC%NYIT@|%>B8J.0=D9+BGL!5(,9Y+8P%
MW"ZJ-Z\$+_HL;^?179" A3?;#(X:"W6XMFHH+?3&|'%K*I1Q-
6L)W;J(*5.01J&:P!8!9\$U"&4GEF)!1E+DNHK^#D4I, #-N2;/B5 M,@06&@ZP7UPNQE-
8+%;|THG>S6&O_>\$:LW@GZ*L5B'>_-Q/Q_9\$?AR-EW, M)N-
T72EZNPO|+3"L|>FZ;#2Z|"6GQ'D6B!0<+23+E 2JM+"4SA)X@+ M|_C#>IQ|T:?
=>V)\@8NRA\$R:1&D-0BTGX@2U!'S*3-M,LZG=IK"-P1M/_ "MJA=R U'" M2?
J/RZONM6|F|R<(&<)Q|R|&62@M@P.20Y\$3#2BGS#QAFH&7R>M%\$
M2.XATFA|J3OHF^@8V\$3UI;|/9D.U4\$#. %H+YW.IG_7SM/C|*IJ7@)H6E%|Q
M91PM+;P5R29URU 1|WTBX'C 7S\9.U=;RO"AD7:X?J;|&J*Z;|A-U8=|1H
MX2U^NQAQ6:Y"HGBT5YQ(1/Q2!R)5BEA#8>HJR?!'E Q|"WY:OO<@0(>\$")=
M?'D53=X:
3#"Z!%7D8R\$V!HP#&O2S_SW5;X\$;2I\$Z4!+1C1%J42="!\$AX8UUHJ'6GM^MH-9#1B
M&@Y#22TQ-X44|. #.Y_X" ^AN-,RF?G)R4;Y;IP_++++V>0+SN!G+=.3| MU7WZD<-
%\$ 64:MX Z!|E28(4B82LKRT)1B9B\$P_9|Z>R#U&Q+7R@#8_>2N.J<8W7\$%M|6D>#
M-M(0'&"D2(QVJ5@R39PM,5|0DE(&P<=MG_-3|H*|_KGU/VNPAM8_>L\U=GL
M)*7Q:MO|Z;?H?2E_SI>^LE:R9%F:*YXG|_C MC^#6(G%9'!, B|Z)H!
|HU2B(H=F5^|U)@N|/Z1M^!|/>(91VE#PHM-?KJ4B9T MW3,XDHW)REL=%#ONA-
D&3E=|PL|>|=W4D|#|=1-Y|#|;
MOXW+1(M;=56WZCW+X<|B|Z|>S2|>#KBCF&T814)47@BF<+OJ*\$D10'1>L8|
MK7W'NB;| |<*J &H!S-T|M)N |C^_?/9O+MG?FLSN3|/L!:(| ^KE"X|KEW MN.
|Q.QY;|L4S=|EVU<#CU Q|HCL80F:JJ*L)X/UM|@WFR*9SU|+^2K2|J*
M+_@Z'R|@<7=GNN)1<|ZASTG:@BL M/:MX;Q@C56%6#>)0RB!+ M=8831&2;F-
76,%??FFY#V;|!1PV!M;H:&|R)^-'EAVSQK<_*<@\$H|. M1^(<1I
Y2A>DTDGI/BWK4|0->Q+5\$\$|4&4#'\$T_FR/_3F|V\$/2&MNWBX6 MEY!>_ 'AN%
|GB.G(%CO) M"D'/+XT0HI1H/NCT %B7,CJG,MR#\$E#TB)1QU>NW
MMR)LV%/#9J!;7XD-(!6;+|!6<\$U9^L3N)B8|EX0I6U9?2()39J141ID,\$| M ^JMV/?
B<"A.Z'TFV7M3U<-/%IX5V5@T\$J W%>?X^3R|1=|H_SR|+N&|G MI?
FBG/?|YJ'N(X8>DK*FU.0|%+P*0()Q\$?^J*+.0)<^U2TM|9FG@8N;^P+C3
M>=5QD;_0IDM_-3.E9U| K@GG04XO+_-D;O?IW/PDR*?TJ%B)8=2*>.Y"UEQ M5XX-

<9N"P\$DH%Y^,"BQXC&Y#J'TR5H7P@6NSCP;ZXVNY@3U@7Z;+,EXS#30;
MKJ(D7\$EVOMKN0%H/IV)/:90C40
M(H2V)%"B'3,\$2\,)R9&JG\$W.GZ=87J*!VXCKP19Z2*G^RHL+?8)*6L->E
M3\R=6J6Z%87/O:7/F47+9QMT,(JKJ9*22,,J"=Y0PL'B3Q3SPM: ^>O)?O+KP,+ #VK.
(F+.CS MCM2M)(4UWGIO2) *B-0>I>D=)8_4\I@7F5JYS=W(*^5!'U_#FE?NFK GMY=
M3'?9V^ML+47*9\$J<):E*Z@.)#!8>T)MB?SFD?6 M?
.GJH)H9Q1#F)B+/S:3F+ ^&TV*0(HVTCQF0I-Z,D!N!\$!I!)Z39!F#<> M.
(H(D&JGG0:GMG7S7?-1)F\$Z!#?KQV:J12Z9V(@41N16FH_0RYXGPZ.MI
M:9*BM3V):EMY7BT1>3NK,VFD7LSG&N4N.8V9\$XT-0E9PNC!:RJ)J599Y.VQ
MU5W=9XEJY:1S&!SNIYN* <.OS4/.#G\^IP3XUSBX?/*S^\$>73J\0U<0IQK@T
M1)D"/P6PVY@1* @48Z:4.%5[2-P0)Y%O->XG_PVNX!W.SHX:=_G*10Q05>
MO/CQ8H[??,\$/?;N1?G-*MY4,4I/2IY#ZM*3J:M#M00[W/P.@F'_^TM9M^=
MWI_FS'(7Q#TQ9[5?A0X8V''FRJ%3W-WCK3L'9!<,Z/1^M^1=TP".T=*/L!)SR!"=-
HZOE6Z9W<,WJ/DI#;WCAX&G: '*5%
MB)TL)QZ5=JWC13&020EB,P:QTAE#+#>.T')&D5&"(6I5I;L/Q.Y0,DRVL!6(
M[:^4!HYR=A#@.F//+=*!HKKQ@@4GU#\$2I>(3D"-R%HP7CN VX?.5I+81_(%
MCZ:2!F#I='WJHUNWG\$9,<\$%ITD2+@#8?8JDOR(\$\$JRP8+7C*M>=,;D_=P"5N MO2-
EIVL1>ZOMIP%DEX#74F1IM">:E[O=5"3BJ:\$.Q4T8[CPJW?2VYZZ86UF MHX#<66T-
/V<^0%G1M.GV>3=++\Z.O_DLHH>I>/(2+>OHJ?MV906.I-:XS!%N/>:
MR%CB,IHP+D,A1J\$99:RV2=R5QF'AXZ.REY5./L.C:>-DL_F4"Z[8MTYA\,M!YIH)
(+YC!VFTD[^IQIV)Y@1X/>4533@'6\?TKUYMN' M0.>J 4;J>0\$#3I'JUJJ:J*@
M9I=S@ (LR:KB,+I Z;KQAYQX"J4C7/*UL"1X395.@:7J04P%LH>=571T
M^!Y;T3I92X+/>|_O\LO=SN*!#GZ:/MW'VL:TH2.'XID1.2L]*40I72@#E)
M37RRG"B96>2*:BIK5_ZU-2#)*IY3"(\$X*)N/I%_Z4#,T#RQ'9:/+U07PCS0@_M:1?I
I#,@:1?U-."/:G;G65FL)4E^YIQ\$P*0Q -0DH(\$IPV R*'V;MJB(X/J M*M^RB<\$NFI
1E5OA0:G7%!>\$0U!E?)DE&R4AJ18IO.F=(CM3EK &H M/IL8[*+=!I#IQ)UXRP1D9(#
(7-J%,6=(T 9=9L^HS8'R4#UB_R_1PF GA&S? MPF 7=34!O#WNMX/*RJJ
IJ*"\$:F8(4XD1K@7 #G*TK&L.B3_2[33EI-U.-
_I:I26V,0BBM11+H1A@=>.:_I+#4@Z#*S5U=B8E7UR
MJH,.,IE4[LS9LGM(@1QF'HEF@98K;9'>/PWZ[P%)PUG3;JHL **5)N. 2S91
M[@E%G!&95,2%*1.A1@06F4I]@:|Y^.!I217A/0,&@#_ =K-
U18'BFA.P9:,R#Q>+LBYR_AX_ ^64Q*O<#(6<.,#\$;L;P=15\$96TI#9' MP*#VJ
>LNW(P+/0'!N1.1I:J8J.!K:\$NJ_|>U_6W-.1I/N+,J+VY5'>>AQA
M2IJV)CKFB5%+EH3;%. !0'?K_OJ;18(I2.(=7 *M*>GW1(E
IE[6969E=2(\$3F>ML_J2(:F[8'>LMT<@YRS-Z,:(7Q8_M_K*8?Z9_)>D8Q(99,Z9/%F=
(5#@#C':+ MX,(95GS& CF6!*K@ID0[@Y.Y**5<0=UZU]A=\$Z;OC\GT#?0QE[-
(3@Z=*_F\$#5UX @_5[UNO&)) MUQ>2C0\DB0-O.+ 'ALN+D I%O6N?DNVQ'&47M>
I:D#-%!!U!J6OU@35',413I M1:I+:[*L8ZDBV"
(3.2:%F[ZE>USD92OG@94X^M" ^B_@NTI Q"R/XM*4/4U07P#NA7\$(\$*)+\$0\$F1B#
M.FV5O!R)4)CA.B3BL:0^.O_B+2G'@75D%7< XR&K1>_ =R8D+K2, M&H3(M>^G:
(C:"A)"YEP)'Q%/M3'Q*\$;.:9I)OG%*,0#@-G;_BO%HHH-
AIWWHY4/I0[QPW3;0970H0P_MF'EBT_16ZCSQBG4 M2>3;
<=2097)"">,\$Z\7'I ZI:J'=@'Z/G,ZL%NC^&M19'K>Z5"GQ=+-=5--\O
M5NLPSS^NUK.O52:W=C->C-J#23G5R-HVLCI^9!"1Z!4;J2)-0BUL3:_T&^S
MR#IXR0*V'J3=UP1;+8HF"XZ@<[VJ3,ATLI\ZA8]#-YQ?^*R_O,J&QJ"GT,F MV
Y13P=N\7/5!2(RG8Q/((RN.R*BN[X1X1*WD:>H?-YK)?"YEPPU5_F>Y4)# MY-
!C)J^P.:L"P9AR/LNQ'L*ER) H2+VB5KK&Y>O-[VRX4&6K,#ZRI HTAH\$ "Y>O)@/4%\$'
M1^C H2>2,9LIA%-!:HHJN8&8E /EDH_9.2MSZPGS;VPBTC&WJGBZZ@"(+R^N
MVR8C'H>,M_ZU]I\$[&R"38Y\$BLRGH(*CG(\$:W3AC.TK8%Y%,&I5\$HT!I+>DXY: M:_6;
(S/V?K+;/YACO^#8?F\XO,M(OR<_!8!0ICW2@>#++@0;_VZHENJ=9IA M>*HG5W4'&
(@KN1OL\X>|*?2MDVW'4JWK***NP'Z\OL\X;_YI\O\>:E_(>PQ@=L M?Q=6-0>J/-?
6.?!A3HXCT%T9.R.U*K>&ZTK9-V+>GO=190+ZAOCH\$.*GV&
M1#:+J_4K(KA0.GL1N0*C> 3EK(%0:UBE358YK:1I/G2T+0>I3@GJQ09&P\$.\$'
MM\#+^=P'K/WXGW1YE8G]=RDMKS#_7+LOD:R_%KW@N\O+Q;_KPF[Z5[AG/F;K
MZUI6#"ZABQ"UW,R--!5*!"1Q8 N)1;)WM&9FG:S>W3V4E/2#FCZ^_VRNM.
M"=HK!7:1/^@C O@\$1&"-FI*E,K_DA8MI1&!
(0=.7APH\$3VQGNLV4V:58G0IR=;#XYH1?QZ9^FF0WE;SYP?Z'=G9 M.I:C*
<@XV;MSJ6Y@+Q9"L*4N.>.6HA8CQ51G^JO\$GT=N?D+0-JA^8'^*;I: M2I8IS

'M8Z&;S65PW',(SDFN(L\H6P\(/8\B\|C&3PCOXW1\5IA^FGBZ(+?;
MH"+3158'.JEJNA@Y).|CHM-AV(GPO-3.L\|CQSX-EH_4\1FE0Y\|HMY9,&H,MDAL\$,2)%
[UHRB-DG'"1:9>FT1MU=)GW8B3UY%GVZ>+.A\CO(IKR<\$WTN#7KA MG,\$DF8+
B#>E?2\$Y>PLHDY,VJR34:9/BSU%Z'KGNMF@^@4\|K\|'|>A7"TU\Y M4W>!'T_'^
LCFDG\H\W?*"01T0M4I3#Z2T3'D:P(4LPV"AZ#*#*U+54_7_W<MO(>')|E\7\|?
ELMOU;Z_+J\F=R\GGFFEF2A@4S845F@R\|R 3"%7H)Z0GXULW
M7QQ)\MGTC0_!W;YC/:90:W?^QD\F\WJ!W03-NQ\|@;S_G<"VFB;
[624G1"JU49N,NC#^>AVD?M7HUJ='1 MT\$%":3_9/PW]= \$#MBLLD:
|BB0\$4RR6YMFC TF=%MM=.6C'J;&# MLWL_-
E_D4LL.&92'7TK'(G:V\UC'*3@D046K&O>+MB(|-P?HZ\$V4'0;JOS
M+EZLGFA CB7%A>>:,|A6*P7'X*S/_7,B2;?'GJ1U M,_1G\|CLGC/95&?G
<7M>#E7LO=(AIP%N0Z*VP"^D 2+ #H)YIU7QK6.608GK
M8F)D6V@,A\|>IH0@.1\77R_ ^/H5EW6:(5GMS_.,GM&2?O.8L>TX0IYGT\$ 7(>P=>
|HAN/QO1:H M(L\$M;UY)KNI(?S)0"L\K2V)0-H-/44=5,/OFQ3K\4S=M4#LN#\$?
651UVE^WS; MM-T-|A#F\N\BT/K6G)XG7\ZSB-P1+WE&:
(K%.P'CA"B"!1)\$D_SXZW3A/M M0=:T/0BG,:A::Z.
(|P;J8P3)E4&5G??;9&W""0+ZHB=,|KS\O)REJ\OU
MU1(W9\GV;LHB^4R.#XBT>0XO&4()!BBV4TJAS\$GMD\W9_>EG +*V*EXTE??D M8-
!G,XR)<^!1%&#L%@@!B/ 6ZY3X5Q)X?= SL-/|2Y/QSZJEMSY#27?+D M1-
AJJ.\$N0MO_6GS%Z\|+;RL:6BX\%!.|EK ZNA2YG+NBZ#XG7+2,)*8RJE^?KH
M'71TER\Y,JRUT=+D'OK\SO;8EK?/Y-|UEYBB&!Y4G3Y6P^>H07K
MG&7:Z90?;R\;Z5SM^..A\!Q1,ZV\$=*^DNSJ8*^<5W\|QAYDY\$O\Q.=R4D<"9, M\!|Y)R.
(BO\!/#J2S40;)&' +DC8^J?6F;ULV?(CT\BM8ZO&T#R(T(EGX8Z"F=>3J(T5V"=* _WL>
M;M\J\JUQKR%DDP5+AD8;8EW M@?7U61LHFG\|@O:J#XL<'\|T3SSU=B),GT;=?
4+|H.9G3::B6(Y\3.J-Z\'.C4B?>, +M1 ?7F>SBU&& M!1<2)*%KC;9(Q%:@P- 0>
|*\$DEM/4CNSWK6VR#BP76V(FLX#?=MTFY>|V2P* M&|K5"B,9+C%@\XN%8V8IQ7*"
(L\;E<;!(V#V\6&Z.FLVM5<"M(R*2!S2XP% MZR
:1\Y\3\$Y\$^D&T:_X:F^V76V0T@JN5QNB@2ZRY -:H!2C.-|E G5V/"CF M"G@A-
7#FK8V>:8\|M*Q3>6K0:(3 <65==X/#UIBB&S!:@?&6@CR#4Q-0^0M(?L
MN8ZVD+WYUC,'WTR\VC&H;ZN9R5^1\VR=LE8KS!DA25D-B),P/*?3/&8EE+(6
M6=GK*GU+|6J'WZ'-9=[%H;5/0Q0:F2R276BMB;G@\$9Q2 7R6B>7"2HQ_MZN-
MYM_XMUJ\U2\>L=:D/D/7GD\DJ' ME"/O2(5,85,,|H=@JZ6&.@#:SBXHX2J81)
(QQ,HP2UXZSP4\9Q+ M\T%D\B\|)\$>Z,=:L= |&C==)\$O>;|WR4GKN<4(W,H RB<' +I*|
(\$E%,Y>D52.. MOWM\|'6K'8*V-EB;WJG;U3577SU0Y^.)==08E.*\$D1,L,BSK0@:(?-.MH?
|5L9+NXFS:F47\$Y6R1M\G\$35Y%*6D\$|LPC\NU!?'10JX%"AD32P):|'\$4\11
M/"6LE\ZT4^=BCU11\U\7JTQMC3/R@HS9#(D)5J,6!%"8BCL#M!0\|3\|--
"^Q"MQNCO8ED9#:N2\$UFF@RH*!F\$F!&R-|+0 ME8\$13\|#Z^!QYGO/P'\$CL
<\$6NNH4AH988;#|B\|)SY'67CCT)#%OHJE,84L
=+C\|M_K'\$0%_TZ4N8>_:449>B5%HB MQ* %J%(\$V9OFP(M!KI4EZ8Y34W(
L=UE@4\|T?9Z\|>PX?+=:H7KAZPH6=K\XA\$WOH\T
MXYP#"_5HES7EF)0"QPA0FK%7.NZWY MG!:Y2
_)8R0CLF1.G@YH*V+RC!P,T7S;|T&\$3G04\502=Y0*^|3I'A-F5_PL
M(IWSR0:R\Y@C>1,4@*&217GD7(21CL=S&A%T @ UF1WDPGF!BP?D-#^H"|:-
K_&PF";U?S\$.5 7UI_7FKR4\| M?.PXD\X+VX6'\$R4#)*F:-V
QH#36FDA!UJLO,I6*9"1W%64T&&C8QU/"ZW\|K M\GAX(9X\N3TR)4@A:?
U_7.\2/"2(PB M>8@"5,*34JH\6 MRM7Z 04^B@A%<-, \$8::; \$U1?G\TH4'0.'B:T!
JG=4T(9&=U\PY""8;4*(@ M>(7T6QNE2PYML?M4+K\):4*#E\|P-*\$A&NBBHG'
A)H02O(N1\|#&<)*@(|ER M78 G;H5&|E"V#GW?WC2A0V
X\JZZP.'K,V\H^E8\AP3"UHXL(Q/= #2Y-C'Q
M('S@NO4\$A#@8U+75S.05_WM.MA%,&Y*. .8DJHM;"T1'T5J65D>F'<|R
MOZOT+4T3.OP,:2\|S+@ZM-F,84'BCL"Y@-Y9B+I^)|=JAY9)B7@5R'_0D(S#.
M9;3+I!'NR\KN_,X\H&U(:Y\Y\Z0K@H2>|0A6"0N9#.2&4*
<28(8E(WHL0%F*L@P\|C%DE@\$::T=A,/'K+0^8R80W#63#==(.R%
M!;, ^9)N9AB!4'4J2.WC,:Q EB.S1::6NS6/&|+0^"-
CF\1B^)|TY!CWN1,/,+0^1280R_ "8R7=Q=FT\YXYS8,J MT@FPH=11%#% # "6\|C0%-
|DG'YK5X;WL-|&#YD5&TUF?ZXZ\|P\|WBMFCP0ELA MO">;S.*V\|B999UY\|#9SK8#
(J(Z1JC,9\|3N39;^#D\%ZGN)X-?4)OZ?WR1VG MOY-:KU87*=?5-
<*#XHI8JT1'<3K5\|KIW%GK3-/#S/'V^X@4/=9..%R #JPOPN-GL_@3-'!;+ M,3

!P62'YB;-H*>_N8_0EG-<-B^E^/6FRGW.U7N/TZ^;H:8S>__S2K|F^:) MZ|H>_
M'.Pl.=8B,*IDQFTDHSK)%_<=1U%;L%I0?:@/8H0>#*XZ^TVDWB%
MQCG%H3#D%'=F";%.5:&+HG@N;13-I^.\G6:2 5BM20(10\$6=7:"DR? MCX?
X"S20"YQ-I?YY(?5M=1>7G:L2TA)K2U+1G_AC*9C6U_-*:#/BS\VBJL!4V+9 MJQ("Z**
(Z_(WY2F0"/I.&.F1>-JKPI2^!\!Z2'=W*-N7EO/L+3HDX3&*=-CI'
MV|8^5=\$F!S(=B:&F+AVC^(:;:"L=,6LSYKQ73|"1>)LRIS&.I@= ZP!5= ZN
M= _G_7EV_2=\. /PX8R:< *9(:;##DW9)5"U;G*AGY4BLQ|E0D>>ZP|HJM?P!V"
MB2&GV3\$*ZJ+89>|W;|J_3PR!_0F.N5R|YK MUVA>LR3PBA: MZ^!-X?|S!-J| ^N9RM
MZ1HKJPN*^IWCG(%T<=-"X2\$JDZ'ND4=&OXIX@A\$K|)(Y<= /=FL|;KD@A
|3VN|Q|^XW^O+@2S3_1RH++Q=31\$G5>GO03#I6,I
M2LGXHHJSG5GJHPF9N(QZ5%">7E/GY!+@+
|M_#Q(>Q,7PNQ@|HXG|P?.5_@;\$E>K6D&^=6SHCO@N M7%8)_/X%
<5W?|\$CG%ZK(0+&G ('*U"R)J_67E7>9BI0QY5..T\$)6G:YYE)
MSM*3:._^<3M5GW7&MC91957E7=|PZYHYK U)*+SF9;K(GW0J|ESA/0TVCV
MR\$#KQWF>I+ _EEUF(L\O9>H8K^I^')GW|)%G^%ZNKY1B|+8=| ^|A|+4=+9,2>
M%F,4LSH4B)I+4"\$@.(P%)# +I=1!./IY&WF-/RTZ95N'?B/Y;/0+*|@A0)AG&
MLH%"3)+K\$PQ\$SP28+%3QOKE<6N>Q!A'87_*)0VC3'TTT'= _WKS%TH6:+R
M*0%7CEQN)S4\$9S@8:X5,Z,F%.3W:IH78B) 8#+Y!^NDF|_DZ7|ZVQ>V)&FB M3I
TJTL! |G3J6YND SQ+M"(RU|J|/(+<:3.A/2&UC4:/X| TP5M1W^V"0*PK
M.AAXG04PNG&2YU&2WHGH3E: _K,G*|2SYG&.=^3-./ES^@'|4|WN^/G(-MXZ'?-
'9),HC3\$6,1GHV5VDG S;S\$Q 5\$&R@T=YQG'D)&9_N/10ZMFL&BE?,A
M0ZC;2Y6@DSPDH<%R%HKU|'_8VD|, _WU0Y#3JK|^B+XZN'3W;.%#808R9 E'4_ MA_*
<,1V"/L|^+|_OHA2C^XOWZ(|KJH.Q_0MYV*U#IRLD;C^V^ZEMVAK^/. MF%.L&A5:-
SJ_P1|H_V XLJXZP>%-5+>Y"*PHREL*UK/E6*?J91(3&BA6T&&E M8DBR|1+NAQ2<9|?
@,;>|:\$1KHP\$N|EQ6X-K2P6>|L./A<%PLZ+R!H;2%K+U)6
M5FEL/Q'D(0W37HW'Z/-9:|P@W|<7=*4G0Y2X80+-'OF+8. M!9W/MG7VXC\$-
O8#C\$(T^F<1QA'@G=K" _NUK-YKA:O5NM<'V|*8P<-:Z5|JX
M775<+|Y4(LCHA,A.,_5_<'G|TKL^>|EYIHO8F8IM8|9N1'W?2N!D8(VU=|%4@
MD'<&*CL!7J@,A|/KJ/W^?&T@N>WJCW^|&F?8YH|_GC!=7?|V:EPLF8Y@D M1-
=Q:4|0&58/LL1Y/=K/M,0|J%*KK (T|A%67+OTYRU?A|O+;
MCW^&RZO:X//38OGSUS_";%GCCO LA2X@D+4BA-F|@UDT.&(\$99ZSU261TC:%Y
M\$%0GTH0|'#.09QX,*|'+\$'U_!/?K|/.+P|PWB6M(1C%0AL0>/44EY#BR@%KI
MA"=XNCF"@S/9--,8V:=2>4/(3|\$M8;/)_855>6E|MZ: ^LKCVT\$*W01E\$XX'T=@I(5'1?)
UI>1P=; M:|X A1W#Z>VPNE, AIZO|AA90J*+5UD!9 S#)(; M* _@)'-
V>2SS&Q|J!|=1Y#%'<>>-SF3B+/3\$H=03)&'E5.".)U&D1,CJ%TJ|O)
MEGKT|.8P"C0.KO,8HJ?SJO, @^H,1&.)G!A2%BA!X3H"A*).)*A|U*|HCFZWS
M&*3TP^L!|FB@|@|_M0.6 -KXDC BZKO564DGB3"BP6 H*SHQR?V|2& .\$(^N|_M
Q2^/K%?N1@39P&|'_E<=.' MOB,K_5R0_CS+VY.#*ZM+B1:"*.4F*#)P)DDR|YQY|2H-
V<' +C1|8D0UU9+'=S6|6GU@=MS_YUUFEF.|\$ _V599O:/OI@7*;
|2:1<@FU%2"51!3MJ!+4\$P6'8IN M'?/L0=:T5VYC(R!V0%:Z0!H/VZ+0'X-
E:/UMYO|QC\$GB1:|Z-P!>S2V=E/2,9P.4?BBN?0|P-#WB_FF9.J#06|GGZ6UB3YY%)
M;"2HF|<>KC2;R#DVL'7R_9"#,Q>&D-).\$|>0RF%J<1BR8))4IQ,L76!2O*#)SV
M^>/4MV5#;76 Q=T&Y44BVR&#VHSU4W6^8^">>)*^6\$7^08ZMT|V'GVVC;2X8
M&UG'R|X#_.W*)=VO#? _EMI4AL>SH@G> C (AI352T*T91!ZX8HX+5TZP:6 W
M<=,>83V|B#507I^H?&Y/PC7#F*^WTEXX@T9|F8C'VG!#TH-8E* XK'\$PF4CFZ
M\$Y2'|D=L=P|_+<#S.D1'T&2?D+TOSD^+3XMUN-SQMY|= \$)R2+57T?%L5(X(
MWB<)*CH%-9T.F6==16|B|.\$>PC;./=?2<1K(3X"\$9B9QN@: ^|X"J+IGO'U?
MWL/'KO=[F5>1NRB|T4S(2R"<(X"&"D2!\$VGJ'C!)Z|RDNH,MK2!9JF_7!45 M_N_5M?
L=KB|73U|L^47FMI0@-61?EXL7I%B.QPQ1.RU|80|E"7R!P73WUU4W M!%-#?
=3FFCS#@^ _=YWKFS|/EM|5L-67|I&\$C'VHMI33B\$=PEI9IKSRP4,U%
M65:K9"BN(X!')9C.X@R.X..BVESX)J42F: _S-5()ZV1*GNA8^O5KV^K
MD7D(AMHV,@_07)|AU|ZFQ^*U,R43,|9L|KH(\$0T'EH4.O*B\$O/7"B+|(_0
MK!S8R#Q\$<>>!QVWJ&;DQFN<(K#@A\$<:!4X&#E(R%X!AF_G\$06^B34|O,W#Q338R;
MH#G6!%M4+02VMA8C<4WRL|D BL*22C6/U;JZ^NTU,A|"PI%UU0\$*7V^7M49D
MGTED6*>BJFPU.&TE% PAAB*|&R'^>B.-S.=@KJUF)K|+KQMFZ1S?-,4|_P4@
MB^)|M8L |JVTQ)8\$+F;R1J(U|P4^2V.L2W>?;SJ51^?#;L|G.,SBPVK011JVC
M1<| (NS5U9G0L\$*(X\$5V3#J.)-3QPX6_5K-RV_!V9*6?"|)?|20C+P1E\$&39
MJA#30GD(S#KB7'D>E5/2M&XC^+M9^1# C=*L/\$3|?

3_>=*OR(7AKJZ4.X+:K_NBZ\NYC6*U_N+J^#W@QW_H5021=&_XJ
M@^"2A:R*,:SH:,0)1N0\)>R<6Y,:>I5'*NT\$I(K0\$>W)_.3'AR&_M1&9:5-W;C;+YW+
J2>ON\$CX6%\$-A=X"&^@%>N-PLTGJ_6&^YV1\HPK%LA==0_M8FUIY\$)"=\$I
JN0AVZ2Y+:V'L:,4>)T\|M/71\$5N\)?;4EYV\GIG4V\9I62IX\$***PA5D(&48IQUJ+S\A\$D
M=^;V70F:,:?NGOP13:QGW>;XITUPF\$LG\$Q@S67^ULQ3\OP32,*EL\#GE\$SQP
MO+U.ZK:;)E0;*ZQ.5>_;>?8BET,"<#V5H2)_)%HT92M(R9X&)V1.L?GI;G=2#
MP-.LDWJ\O)L^P>^KZU_ ^+H\9^EO=A+FQB57\=E<#%^X78VZ6=::OG3J*C+[\$I
MIHK):,2^*8E*.9XE1.\CX334H1C1@%%2,L^XB-@ZP3MJW\2P\=PU:"NA)A14_M?
3\|RFFZN4#(D\7DN@LX-WGHE\X&D\MO/AV\G4T5PD5&_E(!_M3I*C*\K196%\
(K:*0<=*ENX000%Q1)@USVD0\>J2\$:Z&+EQ(#.&YFL<4%X*"I6N1J.43CH
M..@@G\9"BMA\&/O:ZY(Z!(8CZZH+^!1C2.F";K..@WU_4EH"YYI\!\$JSH)!MKYL/%GLS?
5+'H*ZM9B:_3_?JV1\$^*4EB@HRU\)+7S4&\AM44@NN6\$"S7\|Q_M6^J3.OP&;2\|S/L."
SH8/-
=8-.9J#%LHWJK%O<4\|#+KQ.@\$E_SOI8Z\1K,FL*|O_/'CYO\Z(:V6++R1A*Q=.LHAJP.I0
S_N&G=A?TGA_K1\AW_MXE\FW>?E9M+CU1+OF*0':V;+A#V?
&>R4,*7(LA\$K(J@=))D+\$5#;0DTR>:<ML75ER7'JX^;M8JV-
EB;WQ7^8+3&MIY_(&3'E\$7(3M72QN#|ZV#_D0\9.#&E_M'W=+
JG2VGGSP7H"Q;P\|PQTM\Y8J>|5AD^)_M\|9VRN&^18HKKC2HN@F0266U;
MRH\K_:"9,='P43\|S9A,E%F4:_^CNV_L\$RR\$Z?;)M\J2!=P"-W_6F'T:_7Z;=<,
MJ^2L#3%!\0"=!)97(AT-R^9%|H317\O&6\>.K_7?0,6V^>T2X""WT'H!S%5?K
M.,JAF6^0GY"9("V\$P&I?+/F*SF<-J,LA4<22_,>D<=\$3.O\C_F9H\3=5X^
MXK(LEE_)I7O^Q<|YSU@I=?8=%E_Z4HSAN)45AGCD"5L/4MA#|*F37./>6LU
M5DD*'N_F/^Q\U?)6YV5+Q\=L+6%/T/0*,!*X47AEL*/UB4J^U\$V;:9\1*R-
MH)@.X/8@QJ7P=A/FWC'URVUOM2PYB*(-L,VXB*5W>LR0'8L.JT1M6_M=N\+
M6R\|#%4Z7+QA%:QV@<4_3_O\|@6'Z8XX?E\|/12VO,WU\MJH\^FJU2N*Q_>B&\ME%I)
0Y=7600.(2D20Q>B9(Y*HX3CEAXG8%I@|UQ,:XU(7&"C_|M'_Z|^*.
M^3NNOZO#"/"I,&)4T8KHP"M&(BBQ1F,)P0K/I#0Q:'V"L5\|M&)HVEN\1&D8\$
MQ\|E:|V'XWN%_IJD_73TG#,%0E^P,:%9'&LBZYA_YW<,V.&&")B_Q!_M+VS\$T
M;=J@2^L8#Q#G9QT_+:Z6\|V111?R-%1VJ=3F.!E(3UD5"(8Y,-(6FTV,DI^@_M
Z(A1\|&"#W:QYB0.\$,#F?UYH"HLGE1&)PB^5C00G%6U+M4U7'O'#+C-JBD_M1;
(GF)S1CJ%|LS9=FL=X@#&@OZ\|@3PJ_\$>1T^6T7SHC"4+N#|&E+4KL%\K%*/B\|L7UAXM
9_M?|H_EO4"C=!!)S?_E\|U+DKY\|MN-'T:HJ\$|6W;16J66464+6O&:R2H#_2B\$|D>4S
MG769,K5Y(%?|O86QOXD)G_(:YW430/X\>".=BZ*D9X)3K!YK6:M(DH20+7C!
M')TDR;%3;-T\G\N)F\|BM8Q7Y8/@L\|YV<^P\|5:H7_F@JN\+TOVMJ:.'\$T07
M.7C.+6/2U-.L'"E/6/=32LY8_LZ;3.T-X&/5'>"D6P%%(T&ARSY):6:L8
M>0+A\$|G%..VLG-C>#F*LNYDOYVQOXT/K_.QMX)/GK53J""|?!XDZ)00H7B0X
MEQDP5Z)F/D=MS^LU?)#%G7+^S1E;W"G=88F-^@9\58H\KTM)67).L&RT)7
M/F8.%M\$4U-QD/6%:_^G#&NHL%=,X&-SZTSLO>AC_,W@HE0:-5-!G-F+2!
I.^4\I#.UMQ-!Z\SL\?;-|2X\9'7-S%_78M(_::C_MU2DHRDLA)(DA3)A9?%)O=|.?
SM0ZC@/'F8)^QT/S+?O:FA"%#>!--4J#J0B\$7_MB@>?M_TV,BUMZV;|QBQT-
_#JW\$VC%5S.RUI>ULZ%|T5ZD36\$4!@HG1/=C77R_MBK%6*^=ECA-
6*+Q,_+0U"F_'0AI"t%E\|O_OMTC^&Y9QX7WW\$Y>|2,,W7=,+M\OA/#E|=/?P\|6NV%|I*
|1DN?'W_7+9+12.F+|V"5J!@2"J(0"\$YP^A2.N:36_MFY^?H^78L_?QYWX75K-
TRV@0SCIGB='-1!G4@1C-#"+"%_)D%+):W\CM>)&C:_M%_HF>'A\|LK530
I,Q&2S(8Q\|K35_MK1?V/2"@+|0O=O\,RKRZ23\$PZLBD73*
IS@^E7#HE+YQA3FJ%5^PW@?'*MTY8IM(?-R'(?_MCBE_C:DY?
JZTM#\|XWOU)+L%F,,RB;DQ=S#>L?5EB,2%8\|E+\$S7_M/=,%O,(,,@82HF12-
B\|E'DCBM(_W)S\|J&FNJ@WKD?^+L\|Q="|3LZ,<-G?'|5
MAUAJ*|LAKGY>K2A0N>;+..!EU#AYTR+;VQP1PDB7(1G%4%(SDU+K(:U_:IGW%
M'@|ZH^BF_Z^+|&F)=2\|N-Q:T8:C=VLZV>/5^MJ^/H;E>I9F?Y>YY_?+|:'M_7?
_=L_85^1_%SP=GFI_|P^|N?#^5\|H>%8\|^!3,RMYT?H_7*TWPU1)&M=' '&!@4-MG-
?'9&_K%-X0*V-PC*NLVG\|C2(P&D?8BSRJ0)Z(SBA
MR:%1&"#ENM_2L4Q>C\|0M&>ZY(2G#D"XEQ+X\|H@_AB^
M;9:\$+)=A_GGS\ZTN\8<3#3@,<8ZMBZ!EYXN&JE+TBE%65J/I#J>ZKZR1BWA
M>F*-=H#A9PQT*|0G=GI\|L2JTP>-_G\|L?3(QZR-)SRR+W\K/D,M8\$DH58
M.L%AVD17'08NVS290.Z%"<MIYO<@:A_M\|ETL2WQ&1!=,FCI5)(#)
<3.RWT!02H+46O&Z.|+&U@NEGR&EKW3*F!_Z1/8-M031^)=3\|0'?
^>09GP\|*G)Q\|Y5IW3R\|2/7=84G\$>5:G@XG2N1_W.<@XLYIR*

M4ICTV.;8JJSIW7PIRQ7D).O?,5TM9^L9KJY+!C' 1!9(3N0?5]=J^-"DJNS=
MUSJ=YL*IPGR,"\$4BV4A,=-#&""SS&0QN83F6^~:.\$-Y7|N0@?#W9T')RA3:+M-H?
>1_67W!9^5WB%YRO2"1W*:6[4LG?,45SK,R2YLO71U^(!|YA:V.RY9|M-SL|IR?L?OS?
JHGZ6QUI=0MYDXJW0ECPVB\$HQ0J\$!T4IB2W)=GL6J>W7J:H
MP7ZKJZ|7E_5|B5M7*|D0J^*=|PN|Z=86|E:=.VE RN3026%M:IU@#" \$OFF/ MR8;
(V;'.APE=9_5^9TTM,GG7,NLLK:8U_3.9L-S<#Y+\$P4@XW5<'<04"F0 M3ADT* J/K?
MN7R1H|I53(^'|@|2|29DKI &&/>-BN.I0B:\XW3|F6F#"9XJ6B
M##C%LK*9^RQ:E|L)&3J0ZN9HA_ J4=+00/HW#.XS3M?+:NITOH\5(MC6SN-MNF?
IXV*Y4=F#|/7|!9GD?\$TTT>=_ONEGVN|Y\$+D)*T#I9TEV:8(0?@ K'V MOQJ+>
<2|M#\$W\$P\$8Q/H,3OSZ/:2>=H>.\3.?C MA9(9R(AST M91DOIO-
^N3=|GUF&.H)A4M9WQU2'3A607A<.#&J?1W2O|J)Q|BW&ITFPC*JZ M#J#Y'%.W!;
(_T4T6+N|]=P9|/7 M\$ _A/Q^1+KR*\10+* _P|K_ W-J.:==8N MB0QTEG!0#
U\$E@MHJ4LQOEDM6X|Y|/@%:9Y%A|!"7B|Y|TK'=5*%?L_ SD->Q6
M\$A=T:UET0D%"4R<)>5L?.T\$56N.6NZ!+0M9|N<0R|TR*|_#M:1S-D=-!ZA|S
M4I_ |SB)MC,UKY5PQWS1)J((!C1/'I2N6>NL,@3IR<.,TH=V
M>|UV4&H^7.C\$Y*TXF2T|%O(L0Q%U7 T%X|Y+A&1+MHDQ@|CZE?8H@L|B?)W*
M>S|4L1UX*=X8|56NZA>NW;=GI-
BS1|X|95SB1=*EP@|6.=J6_4\$:+P|DSR*I,D@V6M/8=| M:3LWO|@51D?
17>=G:F4G<,VY)F=<^EA=*7+008H9&%JCR,\1IGD<|PI)Y^:~
MGN*4' *JHP<(3>B9/GB-_5!>CP:.\$+.B3T621F?PKS1QXL.!|LYS#*Y.U9G< M?
1W*U;16T+F|.RI\$NFC^/,!ENA'%18F84PC\$IQ_)5(H"0F("BHOK522|=;E
MW\$>0>VY.+:C8.JYS/@&:~0P6J0<;WGG!E41UH (2+QKZR#R(NBNE-K*H)WF
MK3N(6M)_D|X26UB,J#T|U358^&6-2U%L%AW/)B%XM@E,*_94B0:B0_XZ1HW!.*U<
MZ|DA;Z7I=A_!C7=#E%*!PC;7?_M/=;>;^5:19P7*^5PSU/1;"OH**XZKY@TJ
M9|=T.TC1>S7=#I%Z!|YV'SYWW/R82|G_ZAN!'S&&8ED9Q M VA= 95*
,^D)SGJB\$5ZIGCS5,G^Y)U%&'L@3AZ#8\$'XQXSSP&X%JZ.A,VUP5^")ND7CM+1?
|ZLP&,|%^%\$6#Z5/CLXG)L^ MP%M?N W&0
|>UHD)62>FD"/+G+!G&6|4|ADU=JC%>F=R)P3Z;Q?A9A|O4R M7Z?+&4|F:Z-*0,+F%
|S!|A2"-I%Y,T79#1JABXKX8(T*%1L/9+FA|P:\$MJS|P/'J+E(_W@'^?W.Z8F MJPW:
|'"=8W=U.=!5=K1?EQY"~W&4DQRX<&D+\$B:N*#I;/:4J.E--(KJ^LY6MU
M/6)2X\$0M:7..U|46O#1?D#YNR=%C/XFD_:'LX2A=)R@%&LV%5&!LK&,2,\$)(
MY|VATD6IS),QK1|9CB)XZO?|9MAZS=T=3XT=1G/|,KL|H_A)6>BOO:D%.<1 M?
*3(M9 SQ40T-KG6CL4Q|S\$Z+V|/"JA&@!'^OXC/&?;D4!'DO:4\$&1MP669>D
M:P5>&"4|CRZGL3M'AE%|GI@>CJQ&D#Y S6<,ZINZ#!8SZKH*4=6GSU1?XH41
M\$"E&2+RD&%3KA^3C*#Y/4|^"K4:P/D#1'<#ZY1L-\$1"3|PA,Z:R'=EKJ-'*
|ZY68M"E|+X LA&(\$GQ)\$%Q"*TL8G M%4V(Y:|>,CU(T7N53 ^1>@?0&5R.RS'ZK-
-"HP4@X8,7K\$ 05CF60A)-T^| MOH62Z4&P.+9D>HB.^L+@:XLL_GL>OM;L,7'_B.?
)J3!1CF2A5)P.PP, 4 MGJ+3(4@SX0*@9^GNL;BZ\$59/H|NS*OE_M(KE^|5J_3W1_|NI-
->E"&|M|E,7 ML"NO0|U*G(!SF5A.AOAK7033B/0>"|9/A.-F&CTK*
^8JK4DSOKL'\$Q=96\$X MN!@-F(R*>"RH;.OJ@!&Z5TZ|S.84P#Q /UW@|W%(>.,?
1OL'AA_D/N)S|&>J" M^/M5R3%+Q:HE&L|J|BH#/AD*&2-W6M;FLN9K6|?
B9=K#MI^4_R38F-!A7G_|MX^('C.M|@UQN1KR4Q7(5:D'"=6APXU|F'|:TK\$0TJ8XH|
(1-|%.SBJIWD:: M(SA1#)0%!<2T-?6=|!\$+280)U='XW!|%_?OS/'R14W%Y=
M%Z:.%5+6@PZ>I,=T B_I9"BIHHH4A<;W?J|ZAI2^|J&3PK.ETC|K>7V_F,^V
M%69;IBXTUZ6P',&6D\$ \$ES!|"#N"S=5GP(H-JG3|XAI2^;O'JQ_ ^LEX%4/YN'Y;>-
)^IEPPND|>? M*9:(D4(+EC5XDP)8;S\$&:TSA;I23=!1VI@W>NC2%7L#30=|X/:|OI'&!S
M5_M@J|G_8*B\$X#.A?|+ C))E.\$:TG|!#|@8-JR|BZQ>KB"FJ&K?1GWCU_N%Q|M0|R?
=KDK3|Y|7UR4FAO<5);/TO8OU_3@X;7;K;ZY5<'V*))H5*5=OYW0?6T+ M|_P;KF?
+S3/P#|-5NERLKI9W9;4QA:BC,(:*8S"
|,\$E6BU|9UV)*M/5H_7.)L^XB3A8WT7PL%4YW65.IV
M\$&,!\$QJ|/"29VQ=5|Z9EZIS|J7I^%3H'" +T#|RL#O9B?FU;#PQR^SRGC|/!<
M#Q|ZL_*JMG(7+FZ#P MH2QW1!.-"8R+FP(H 7.H*4&@,:X5WS7=.'43IU1GX\$5)Y 91T
|R G M>./Y?L+ _K+^CC_K7728L:T4V&1EQ7\$<1*&8A<%,@D|%*|Y+CLG5@T9+^:8_6
MZ<.1R;#0I1WLSLC=K;| DS@CPTZ%>U#;D_N87C=
M!\$VOPKJA:KN\$|KU2VPLBEQ4=(XB2#*#@/40D1RFRI(4LD:%J'3^|2%|OH&R)
MA5>!=ZABND39S:/HAAN#(FHE/2)!936&KPS-C@6+Z/2!5GK7,=+%|5VF9|4
M9P>KIDN@U5J6M;Z.'"UG'_89"G>K5:X7ETHG7FVY-;4%-H1B(XS,2E*,(+ M%-
|G|3W.Y^F;-BR:&(2-U'9L5=)(H'QWW9EU7=|=:OG|JK|AX^K",_1HC|B

M,TG13Y4D30*..(4GCM6T17>\$P2J85
MUN4N\$>H/92Q<^>9ISWUIVPN6YHW" LH&Z.MY.O*M8ZWU8+C?U?FUKTIYA()@%
M9R_S,\$\$UF\$PV4KR&6L-A69?!\ARBACDDKGEE!HMJC
M&:TM5>=3+S8\$9<[SB;48C_Q=ZV;WPR?WI8%:\$^6995SS=TN;JG|_:;IT+:<+
M1QR9I!R\$R"PHI4C>DL3/"A=&6D7,C107/Y#B:1-%8^-YJUV7)F^L=%KLPSS
MO&T(F7>-DL=.3AU<|M.@9!&|>-;OE|WTQ@W7|AZA:@7=!'Y'@3%T\$6E>"
M1G(:.*8VFFMI4-069>(O4W3,7?X;_E&O@?GG3T3JJHZ<_FFQ?/AUCT6_NG"E MYK5|
LN,H;/>2HBI6\$!DV8KH07||&7GGC7W(=TH+S=\$QOVK>'0E=#'AWN0:
MW#)U(|6LK+!U;8DLM;-(>P^NGK^:YZB%#M)JT|B>GB5FVFMR!'BU%?^D"99J
M*1L)W22)OH3E9S*\$%#5C2D3@@|I-85%4F,?J@|H<"G>UR'B/TVC'1T|V#12
MV:*=|'8>>?)C6))\$|F|:7I=T9E)\$|N'?Y/#|,BL4AY;&>8)+V0QRE@O@!<4
MH+CDX%\$JR'6<)'<8=H'\$M^W;1'1GN0C"E#NZ?N|\$I%7|L5C-MG'OYJF.
M7PB="|I.@+;:%@Z(@@Z*.F(!'\$33S:~LG8Q|F:)I'U7;PFH\$'72
J"*2U@F.*6KN|%UAX2%XE)*MNAB|VF@|(|BP:5|M3XFL8S32P8K%IZ-R
M;F7E8U%*!PO)<@6J4!P1HE5@+;,>DG3UMC.<(1=*3P)E;|,Z-EK_-++/B@O4S M?:U)
<:Z=X*#+!+K*RQ*ML|U|)W|4'>T9P:~;0#BZGY^8.8RU"UR&"IZ,M5,P!@JR)
(2^MXB7RE%L'-L<,BW9G|I^68N^X%/LW-!|G5|BMM*P?>#)F1G*%Y#|GZR=?
\$|&+K|B|A6G(MJDA7MS)I4|UE92\$*BIPSYX+J;P|I;
<(|T7:T96N#V3|H6R_|GJ0AJ'K.)AL MP,8ZNS|4
RXK#PYC,9F;C.T;I5Z@9^J98^VQ|J1"M94V)KP55|M U33WEJ|3^M<%-.LAGUIWU*20-
_GGX-.95A=\$*7#"E7|2=2L+O|8A.7W/2?2|Q0|H|T3 M#UQHIM5%0Q'W
9\$Z#V7+P6H|L*K4IGQ5-.3\$-B,A)=W?3(.49%)6&_%7J'|M?CAY2L T8&FCTZ<_.5+
4X2,^4SGK\$H&O|U;TG1 M 1VL K03S":M#
(KPBO/STN=/CH%CU;9H+,,)2AY6QKB|,#F*R&4J@|,(\$4)0/C>^#@N<^?
YF%H'!PTD>'\$.*(ZFJ>/Y| MF-XXR4R0)O\$"16M+L5Y<\$8J8))YD0K|W&P_4S7P3-
2,,T|T#A(:"/%R:^&M:R?|EUF(L|O-8CPZWG|8\$K+UL6XFI8J2@E0:~L\$7J|B7D-7YE-)+
|A)&H_Q>M:=K|OW*.)Z2Q+I|Q)-T!@.@0)"2KU:SO-
V,M&4\$N6&U;Q_0AP@*M:@3HS(\$ MBX5|C4ZJLB=DGOV2:5Z Q@-) &VE_'H=M">
MXG8)/-;C|5TYGE?9W|P|JL<=>#Q&-3=H'CI2Z9Y!H)%7"C&EN\$?).9K'-6QC/?7?
TC3Q|/+6C|CJ*(#:+U2%_C?|+E59|_M|I=HC_X_?PK_N3 ZA__AN&,'OX1(_E-
|Q72TWJ>|+6|M3>51@ MK_->)|YD|B&7Y+-T64BSQSTZ)HU='TW'(:34^5)|0,?
&RAS&/S,, \$?E:%Q@TF/N_QH>~.5\$|HDO.^ M|:|2,*-E0,|4M|9J=|8#X|FT|? G#-
X6E_G)+7#=?|C+*R B+A)MVEPE7K346D
M5)KI8!G=U(*#F&F|SNU%@KJ,\$P|0^ ^/EK|V4T.BKFG? MIH0T-
QXMB25945N@22*1; NT+^0(U_FW|H|PF8% C\$-%?L8,@=+>?KZTNL: MA2T'-ZE?
+56TF"C&#>3A:8/@-
=>0%#E^S.N@^3XO#2,JIF""55!TI"-2TF\$9?)VU'7B2R*37S:>CG7&R_!@?I*DJ.H#6
M3N^_ED&|Q_4%1R>#5|0!|0+=PZ|QP N,&N44,HV7UA\$CU=NK4':GXQDAJF M?
OA_CH_?<+./Y|BKBQWF|0*.C*3@X/B:PK,,5DSG.3>\$=/) (VER#UNM.'?
MW.4)=1R<3J""3L^LFU:-;Q>.JV)D5N3;8;W;%=WM-@AP/%ETP5#0T'H*[8L\$
M=9Z!;GUJ':.(#E"UE*MPF,B;TQE=;PJZZ?9G'B=A(J|-?1%|XL%8O(?O2V^@%Y.Y;
|A+867@*|@M(\$B\$0P MLRRZ\$EHGUIY2%F6P'D_<@
MK2B1CF+M5>OGC3W(FM9E/Q(/3_9!-%9#QP?--ET2ZO+#C=?X|WQST#9ZC!WT
M|:T.H|Y;G0|0FX79|VMT-2ZR*MJN|!)\$|I",QZ%H0BFBD9VB#~VR|S|%R
M|+/&=FA6K61Y^ WWI/W=M^T?7N=C;\$C92BX@LMIW)S2%'Z(D0/HG2X\$9BZVS
M5P>0V45V_#CL/'D=&5E9\$T_TN7U6^@RV|?F6BS|,\$3(REL=6^:*V#J8%T+8G|+-
P|3Z2BI>4(M,4D2BR3'(JCLP#.67>2%H|OKZ'H-2,|1,-U8H\$:*7;26|M2-V50OX_OP|>IS
M^)|,ZI(<#OI_KJK;Y=U&?G5O)9WOL=_|B^:_M@Y3Q/N3B\$(SPN0Z8I?B4 M#
XDF9SGRA8;|VG*/>S;)P11&Y4O3BK_J=^'ORUJ2N.7V9|U|>%Z,?'|UIQ
MBDJ6EQ@V(|5^7K>?AZ|90EM|^N%J3N|!~;7|+W/T35YL?T9<|9%\$G2>%O MJ-
LU:PN:"@PBA=/T6ZX9Q<5D4/LT=Q|X|=|PVJ/L5-H8&*0?8?+?ZW(4-:?
MZZO!MX|DWI#QDL07?L|+ _#)= _?;4_M?L|O(CSN>K;Y=_AODLW.QK20(|#P5L
MD!%4M,2M=;6+WCG-%5H;Q1YX.YZ2Z69KM8?>B?4R|66Z;+Y0RM*/#|M>|M
M55WLZBP)D:R("YZ2<|&AVJ?(M=G3S=@:X2+|%C931S5U271R|67V1^;J"5; MFVR)
D@4|>7;U3Y"&^K|+\$(|C*_UVCQ5R*Y!U|Z<:'="=, A|NZ%Y!LC45Y
M;WCMJ^>8:~6UA3? M<9YFFY\$<-V>>|DYJZVJ-*J_C6"1XFQ3O)E%F.*5^_@AKW|3|S
X1(\$|PO-& MTNR@;~2%L_7VU*'NG|!%L;!%VY)7#:"""WB|V= PI= U|SW;AZYI2Y-=?^,
M|JD.T/?^JMI,+;ZI3%41W;3.7"3&DL;\$0;+ \$0!GFR:VC7S&%@I&%)F9:8^YY

M:OIZ/#M>|XJ;L=NH8>*K[GU87RW)' +=;Y! ?SU0U?WX4YG=J?Y12QQA=%*N3
M%ER#1#J=54D4+!A\$**FD9'4P.>Y3LK00|W71CH(> /*.)O(-SZ=?9?+&7(O:(HE#7?936
MO(GOR+%/KK\$4U>E1MB@W!B6DRLC)@_56%*"1?\$WG.(-@M\$&3DV%YGWTM_[-^]
M+VMNZI:Z?._@F|,PTM7R;*=N"JQ7;:3JONDPBCS"6C2U).U+^ ^ 4Z:2.H, M.
28Y.7F6K)Q-O9: #8V|O#JA|H&X1:9O/HI^4RCX1ZZ!!H6^.\$RG7|HBGB-MZ
9H8^P@.^|LQ#!XX"Q.7NG(= ^,% 4X&)(WUE N8^9BI*F_S?(KA=W<@39=0&KL(T-
==HIA.WFL;J/%EY"C%" M," 2C0,-XT7=2 V,DA9('W_*)&3A>5^*7G[2_5|_O_"Z3H
W6;5?7|V+D:;!MF)1*,8!X*G*M*>&4PN<1M
(KS#4.;IS'OI^_5|K#DR/4J2'@BNX4FZLS-GU MUK6RJX8=E<)3=K2DJ;VM%T
B%V_&)OF.19!(YC|7#XA2\$V7Z8/R|G7D&A5? MF|7-=K&>PKMI2@=|W_*4H&UC?
<2A'"| ^|A5/I'"P!L6_DS5(&BKWJX=V'-4 MH*1TJ48TE<@ (T7<2|WR'."@VE3&&S?
V%5< MROO U&3469WU &4|@)VT.MIB?'4V|R!5/\$%16%T(*.*!MD!|0#W \$|6!ZXMH
M!KT5#U\$|5LG.LW@L|B:|X/%J2 E+MEDW!HU912V:C<^O!|@V\$|@ WF0 M3XOUV
?'7W5PBM\$3'H' 4LE+1!%0S'O
/'3>>VTLS%Z4^&|9&*6*"H9H1&VU!/W%60^G7+RIZ>>#(2#5-Z;;S9G=+<
MZR"L!1+AN+/%R0H\$TF@&A#(RWY1#(W35G,3I8AGQOP-S^JB|'F,Z\$3YMF|NF
M3Y/970HPWP5000%1:9L6|= T7VEW7(TVE%97&V5*Z%"!78>+L|;M;T
M&S_S8;*|0A0ZK0T#VCL2I^\$%,,\$\$X)7308= "6D5>M29SR|\$: <5%>>9<' 9 M%<=R-
\$^CW&E176&.K,;*,@M I1: TSJZRGB"H@Z<8K W%U/'|>BB_J;/G2
M4|T5;#7Q!ORP|5XLE_.)N5LE"GYK#NREPD3>8|C*;86_0B2!\$

2_D"J>Y0X*(G,???)U(Y0Y^NPSXI)%8;4JE/1XLI A8-BT>P3 M.L48"PR40@%
8QR./U/:Y^Y1O?YR.+:P M %:%* '><.S",&!!P%|P1HW-|7;??KL=,|7P|Y+QQ5PXT-
,KV>1-LS>UX MR+|HRT|O7%32;D|:.\$2&L)P!Z9@%E*=
(/6@ZT040JYY!4^6_TK|O5CE/GZW#/ MCDDT59|2FJ|L^HNW?
O(CW0=VL|JP=GZ7DITWP1@A_O=B.FW^3#&(|YOY911X MH|. @+X5K"/
M1C.R64R2;4!-O(Q\$D?'J7B)2.0BA"< BF@D!|U4|H2Z|:?,>M?>^|= %P! M-
|XN&_O'|V8:|;|X|H^|5;V8S8+XG%05|6GC'-.(N;B)A|UR%/50)/2Z!4@ M%B/,E8<>M4H*
|Y0BE4/R=KP|7S| 7PK+O?R7D_FO^OIG?_5Z|34;95N|/%#9 M9-?
4<&W3Z)G;_63;_3B%YM_Z_1R-UPSBP?*W7P>5?9&+R9#6C>>6.)L_2!+
M:C93@9G=1|I.%G:ZZOKWT%Y0"P5-T: (%FR90-0W%+@.65&!LR=R|V+<4R>
MP9;N=NPU('3P_*CWA:@WS)UBL@^BY4|\$A3H\$B*&58* &4Q'%K,%0S M!;\$7<-G(!
L)7S9P!/O?7IBY1<"MP)K93?S-.-|Z/W<_?.S^S|*K%4|U1^ M.)Y=&+IDO',(-
\$DA/@IC33FB?+R%?%BL2IAX6L(,50NQ*B%D+BH19WA^\$?
&&=,!Q_M\$|HH#;>2JA&RYR-"";(.0J8EM3Q;HQB!8 M+4X!?!<\$X!\$BI90'
.C=&HO@1V/R;YYT31CIE=R*5S?"J^83MAUI-)PP MH)/Y.
(F|5;/%CDBV%+&6#P<,\$IKUS\$A97|*)AB8JV#<+SC|8AV:YK3V"K\$%"8B!1:I(F"+24
@@@"7")*D-1_C#1|N)5_MPKMLW'@>1SH24!5P|-UB;:G12_!M)B;|E9X+*,1X5).I00&
|17_&.!DG MJ%5NAWP7^8Y)P" J+S6|_&H<50!@27'UE%*<.|2H#GE+WR\$YR!44PFZ
M56RDOWW|-E|M!_=?T^+?| ^K0X%JHKP-'B 5Z+H*HJ)4
V:MXM9&EIG0/S61R+-5V;3;5"4XRO NO?G?SB<+OWCKS?+%' EA M+" .@4/>Q<.
(F!X"CR'4#-064IPR\$|)|G*6=?=41-:1(:YD!UT5DTW;_MPD M|OJZ=
<|XR;KRB+;>2E\$|*30 ^=3 |(4Q:+B@@7&2>*I4%KXW#'F|20K:ZA6 M1-
:L,%:VRVZ;XNY==CY:|L18!|@7*)7?#T CJ^(-4#"HH,6D75^,GCOK,=G* MUB"JB*
C0%D!17|MYLOKU!!0VS^|>YC-A|7BSKLW|Z^=(IM9&QAUAS4",*#D M*|\$"2,@|P-
9HPKT6&.6.>|C>=GJ2-70NP-*B!_5)Q?Q+ /FLIG?-O-X_NQ=
MT1(%I(BTP\$HC02H;#+1/+AD9I'4DQ#_DMAU:"5:V/%,UU,T/8@7,7 =LO|QE
MBFCM8,T|DX(JL,EL+ E46V:&Z25HRBW^VJ_)&7K*57#00PP54"V1T_"N_|
M|3/HU#?|W_Q/_QTY>9#"J4SU&IDBJJT>!00P#CCTBJ5:C%KF+&;:3K*R)
M6HFS/S^&-3'SM1&P MD@?XC Q|S^Z6!:XJ?\$V|F7R8W=XM%RN=H:WC+%
|RN/<>6*WBM0^&5\$/2Q:.\$ M*6I|4\$&/%VOT4IO*F):?!H<(-
Q"1FK:Z1U!/VYYZ3L2;\$Y31BA_04!:M\$RGC M+2LI3A%HJ5.CG;POQ;DDG+((N?
H@4BFYR&8JB%AF,- 6*T!Y4BGY'8'M)0X MO>L&A4<|-5^*4TG@1A%RJ4&D G+H-
UU-&3?^L7D>MT*=&U(0*(511P88Z)V MG(' \$,2 +S9P>G\$&;G1="SD(J M0"NXC\$;CH
%H'_=V!)6+RT|,D*9E%?%JHU2??!_430E+Q@5|"ONVFXWJ^T4 MI#("6@M"\$!Q0|/%
JNY92NZ05T#\$_.1>Z2AWO\$*&NPC|*?HB>#SH@%+ZK'>Y;ZHOB|4)8ZVTQ-F;PG:7.C5
M0,C)-*_IL_ ^J|_|AC>_I_*5X,XK9P4@R;JFWA)@4@0|1APR8C7Q/?H
M5E09RI(S,R6>\$VX,?+KS3JUY-_/+49|W_X.+DR,KD456K1::*>+S!&2T#

M8(8*S(5SQN?.JMHG1UDK|3;_U|B,B|F-S'ERQ8#A!;*1B?2KN
MZ\$9%8|3%&0@CE/=!:9L|*N^Y#&7|N>.R9I" ^JV#.(W/AF)(!4%"00")8J1,
MV+B'NE25TG""00U<9-^!VDE6R5-4UM>C^5WA>)6W*3V:>\$(!M-
38N5@,E@,Q3I" T*..1^:=|K2%GK:@S\$#VYO?=6?<8|>478|9K>6Y?TQ2(>
MK>AK'R%.5-=UL'Y.4;HU4)_>4CWP#@=-,4I=@%\$R_F\$0(G@GQZM%577I5HB=
M"AHAX+&/BH\$618L'&T"DER8:1(X|5&2OR%U8>^G6+GP;KW1K%W K...;5'Q; M4=/?
1.'(2*,&M!HJGKT?|C^H=&LGPO0HW=H%09H(>:0J).%! M41DTX-(FAW_*1\$6:
QD\$UIAP'R|)|X@U/KO2K9VHT*-T.O=< *J7:XO\$JW8:\$ M04:#B(L38B9!-+09.(HX0(CAS
:L<@=3-52M\$HHEXL2;2+;|^)3\$^V.YP*8 MN/4S9RE@0;E4CB|5IDW=CK!T1/
X+YZ|E%S&C)^J_3Y9#|Y<&-;\$S%81N(\$| M3(/S0" E \$WKVV#+ \$0.RT
U%^-5|/-;9/QT8LB@C)|N<-7\$Q3W9)8X8Z+6, MAXI.*|<9 K2F"!04.KSK#D^14K&&>;
I=")!AWR?+HA4! ?AR++| \$F^"5|1ZX
MR(+42TX#S1@#"E)CG6/;|%,D99QAQD|N>O5!I%IZ;3-J.'!N2 @5"G!'4! MM*0.8.
(1LL\$|S/'R_|-' "%DC%&? 0 M:P91!%S5V\$KLETH|JV=0;SC+A>3DC"AH*RYO;J|^W-
S&J<=-/GJVN00.,R\$ M HBK5 W71SL\$8@^8YF";%HN3(^?XKF1FD3|OO M?
O|%Z^F|12J0^>G/F7>ITS3T<8<&EH148U!)8(@70#*NK0Q:2*I;.&??V.= MD
VGS6"=5|+A?)KMG0GGRI.@#,"K#C_6H3@)B*-%2R@-T\$BE;(-|9_17SK|F
M4|H|M)P.,Y|99^|*Y21H|5S;|37/'"9U!NC1D&UG|T|@IP<5=:GO\$>F932%
MD*/19A<&Q.T*&2V@8>: ?V9|:2R6D(1@X3J-BN(Y;-
K(>|QK5&L;*M:@^W(4S)HZ0!8#V'NX?F"@/^ZV0VN;FIV0@NA'4B|AU@%6^H
ME,=Y2VJ3R2D)#IOXYUL%7;P"^9./%@:| #V1-#OV5!E|_14APKCF#//E>+32 M>JJ
T0P#8|P7*-XTN&MEQ|T&_../EO\$290.^M_YJBB|(QAM(_'^7
MS2(J9?'9SVWBQK7_%"YN;^=ZLO!N|.^OF":\$":X "E!M.K9B) &32#\$E!&?|
M693L7L|6)G'.W_CN2::F+++GYBM|R*F|U/Y?+=,JBFVGKEM&V'WD%VWOY7! M6
F(@R4Z439B7LV=PFN7RJN35-J5BF2FJM1G.MH|@',O+)'."CM:,"Z87KLW M|V_T-*K9?
WN? *G>7-W&W%9'XZ2IRILP8.@HEU&?5S*1@81+31DI K.&9J|
MIVD;N2K9J(>RY\$B >|Y(C*:GZ08K0ZK=:%3;|1VR H\$=L44<"4 DXT5LYY M)>!H9?
CWBU0)N;)QH%7Z7S| :N+7PV),!M#Z6-EV#,(&,:%294F1W@,-14 I M!H&2Q!C(:3P!
|N+^2JAFC#B7"(9+E0J8!IGY0Y"J|P@E|9KGO;&!'&." M \$*P3,%.T?
HFF*9RJ9X%Z85^'E(VF' =Q*N\$=|FXT9P&J HXN+6:O_C;,\$GO
MUDH|/#U*I<\$66\$<1RW)Q-*HTT.M EIN M|VZ?
0@L|6HH9|ZG|K@XV&B|1A2H(%_152Z7C|::K.=Y&OK%_S5(0<#;,\$* MV-
@RB|)A:KV2#EB5VD@B\$8|8014@B(60|*J='N_F47^N|DN(+G@J8ETK9*2
MD)08,X6!MCYE|H&M'<01)/'<6>-T'BTQY^_31IT)X8,2H/N E=-7-S79(18 M'Z|O&&#-
DM*43MWN)8 N_ID10J09K8|8>:!=|R)!E|:"1"IE%S;E%LBL?0Z M7M@DBXN1(J)
%|:ZEAHX^FBHHU74Y;G., DZ-|GZ(%(IN1X2;J.=*3@'A+.D
M(@NCN<\$U0\$%" +X@V&/Z; GT2|R"^ M^|DZ;F2?)AZ>)SGRWF)+H|TLTQNE\$\$
&;H&RW#C';4H^PD|4.9*:,23.,PY M04|)=P7TOM2+|RG(*|XG-?
CXH:=/SK4'Q|058@Z*0#5P+M7>EX(#:0,'BAFH
MXJ500IS|V;BU<(4)>U+.O/!SCP%@|J%>G8WY)TF2&K@(1'U?DH<>.X3B'F7#AC 9;)/
M6-3SYS 4LE!"Y@E5!HEE @33. M7#J
C(M'#)4!*"DT2/YAB9SV1#|+5SQ<)NW(=RJ^%H_*H.P8U%'7=GU5>G|W
MHASO_UV;J?IO%OW5Q/??KM|)OS1=_N_G+5T;:='DBT?XU M#%
=%6I" &.0|1D)_86N^-HDEWPM*A70?35TGW3S.?-GTF-5|E) MQ3P6-%EB-55!
JVA!5H91+6.ZB.YGR.?B5#Q-?HD)!R"2!64VCH#/NO|="^|
MO)LGQ:|SR^WZ#U#NCRB,05X@#4AOF#\$?*"^|QQLBW\$JO@R?1+J
MY4:NXAS|A|;&"SUS|WMWG?+&;?S!2L,3EBSW2|&E6+7PP1C,X"H#@08!%(I'J'?
(*8T#"AWO<8!XN;K;M|ZTYL: M,P1|0T1GTJ-AYNG3XFMH6KEUVF
MI#,_CT@L|S_JFW7I|DM8"\$+*:.D9HL^S80: H3#CD"EF+.MWJU?*6*V|HMG
M1|4^D#<9|5^ZSN7N|K2|4CV?TB;BU&ID5JV|A\$A+L5D=" "\$@2*>|!A%>WR
MGU^K@ME6H'+E\$H=CWHP-0.EF+-L'2;WT:>WYQU/:EH@,7*,1J#BW1S0:#0#
MY20!,'99B6\$1;%"(-L=3*YO:2').G/M,J'^H'Z300@|KH|'@W_OJG
MOMUNP,13KY0\$5M%H&Z36J'9N|_ZPX*P\$DJ;.T%SOR2U4&@HTH?BG_JK00+R
M/_JL6<7N7\$|U8EVVB3*C=| 0>|!%2VU,2)V*# \AYD9I&4R|;=2SHE;3T3)BR
MCU1E3KP|R-1\$L75PV)X*M*M;8;-&I."5)/B5CF"|=?-S\$ZFDQ70C|6P6;W, M>"(T
8\$0=%^P

72PVF'C'!YX@1*3A!./< M.I@@@N\AS5QG/|^DK-S%'P+("KEXVTVF4 M?

QI7VG3NM4M32I, GHE!KI1C-A5:\$ (ZGU:0CCN=JB6PMW?FfJ M/.PZ"X?
XG_OL\$Q_MF_E!<+P5.#.C?E5^&\$T4C#15. M!?'*R'1#0ZJMJJ6+=RFA@000Q3 G-
(-6R1S.I.,EX9.8@QE!QH85F!T!K4 MF%5!X(TV2@4A),M=R^@?&*C"<|H,N8) M,-%,
TZFZA,0*Z-&8^@_Y*&[5.]=#=#!<:'|J#<=P[KX!"D\!Z^8J5^PI
|Z.Z\$^&L/W5W47!V.>S^"K'QELD H_I AJG:8S4P+(@ MK8?
\$>H_K6ELCW|5GJSA)_WIS\$*Z SJL;K%NM|*>WVBLB+3/&.!#BB0,HX2&N M2|&
YQ8B%M7H5&X_ZT%ASL_@|5F(<_PP|&IF68;/18/SN/)Y1_ZI?_C:>,
MC|8.#2"X%\$ZEXU%CO.+\$.%\$%I:8D+OP5@|QSV^")F:F1"M@+2?Y_YV76_B
M:>7(RZA(|U+OPM!.)|TO>K'!%'|1|WY^<9.,&OX_|RZ;Q?+*!J)|ZH9NI\$|L>M#QN
E@0#A:TESEO'>.X|^(\$BG_/3P!RGQ+I"HA|<.T^G6!Z3::!0<=>,M#^F<<<X
8%61%C%K\$ ML%I_ ^43/50TT4<%C%2/.<*@8L"K%KBAB(E\$Q!3(XZ)DD3K._T6/5#J;,%
(SP?ME|_Z)0VQ|K|L3PU|<_|R1'-|J14(:,:Q!DEGFYL!CJ<2\$U9|S+52;+1&O|EG M
M546\$3JAWJ8C0!8(*Z/38,MO.9O,FHM)4B+0 \$423BE1<>PP!1HADA'M%16YC MZ+
TM5!H*.)'B.,4'_A%|VTJC(K^7)B)|=K3+;5E#9SP=@Q)B0%GJC4>8|S MI"
(+./+&&"R)AFW2>%_|3BUNT\$PDR;|.RO.;1Z5:.'#<(QO%)C)5%Q\$6: HQ
MT(13Q+T@BN7ND3J@_LL)G(A|C|C,|U5X!>0|DF%I-O&-1)UA3\$6=A.\$BMV0"3
MVC)C'50Z-WD&Y'>/WZ*G+N,|_VA54FL;%TD%%K2)JH&")H:>"BG)-|3HX'
M9:EI579S\$/EJ,+ =SX-PV ;R+TBL@3YN<8V,|UJD.I&!:A#\$B-! C>J7B2 M\$Z9&|".
<:P)X)_QD(!W:,"?GUL9FXWJ|T4H!6"IRJWV/"4I8J@>-65\$ 2I ME).
<V0<|H^'A4=!1Q*1A#M@4U4N-!\$"J
M\$#6\$/#\$Z*!'T>)7S|PA4N.U2G595/@BKXN.^7')-G;.!>,43B5DN(Z7%(J!
M9YQ9JDQ*,_|' =|KH|X)"?91:7%\$ID5((/Q#CH&"1@#"!;...T3=>\$7/^|EW9<4Y_0S
MX220+E6?C_8"4(I;D-Y@\$90A/7.-S!|QML@3%!H|_4G'Q;1*'D_ |XDI1:|BR
M"%AGXV+T4 (C5&H&Z07E6D9+))??#P5Y!6C&-QV8UE7KYQL-"X\$;Y=-V*DT
M_J5+O?C^?MK|N0J+O; VG0CQ'S6SY7>_6X+-HR7HYZ&9WR17PVBQPR)>:)(MXU-
HN8*X9"DE-4H@(-0C@-KD,X+2_6ZEXUXH#<4INBI57T2'8\$JU#A0\$2U(P-MA/=
_ ^D!9)9APD)4W|J-/T_*QIQ-/|MC6Y7%L:|?DS8*NGCPI:>&U+0:I!| M!9RUT.-X)))+LE?
GJ#1H^\$24Z=4GK@\$|57-L3-N21<9|I%-J*)* 0NGC95")% MNCJ(|@X|7SO\$M8.ICK-
0PJ;RI@ (8 M0PEP%#L6+Y<|ZB|DPZ*4|O3S"E/P%SHU\$NTS6+D\$BJA%
->X.1SI0\$H1.*^ MKJ|J2@U++H?34*V&(S;|_WHU_.*#@BUWH/7D|KLOE%RA)%=-
<80BYLZT! M#.:TQH09*5_GL60|?|I+\$>5|.D#|X%SK|?.*^#-P'(\$&-N%03<.)QR.3!0
M+N6H:8F=-\$8\$,EY7@;.\$*LU55J66<>^,X""= YY_BFOZE62P^S9Z5=\$C5&:|G MJ?
3,A|D|/9_%F2^N1(A+T^&XY#5*1J|B0 >?)@ (8C%;>.I7|G.TD8"WWA=&) MTYP*Q?
X4:99ZFF?'C=|JDH/;H7DI_!TC@_ ^YW|TF(IM,(<<\$)TG*#70!|C
M@'#,H, TI31|DG17(<_O/I*'JN.B6<&.>OE=SZZC6G^;S;V>|J7WL#K7%962
M\$C|16ZGHRB!)(44A+D.92BV: PS*AI#BAA-!)0R|H:4|3"N^RX!'K>S>4\$
M:%9.VB=3>Y)+LT!7CAK-?32OXEOM/4 MJ: ?OH XM>,UP!NJ4K|?%
|<=@U<*)0KIHTY26^D469W=K?27GQOY48I MSYX*C*VC3|2(*^,%\$X
)P@#5#@ (C.0&(6&ZA!%RI;K?GD7@2_4PP%T\$(K4=29&+\$HEE%FG1"O4ND21<(*J#3
MD5_"@RB%F(0:.K(P|D%DAD!M,#*F,"M#|G/_+,-.F\$>/M(DR|JK|WZ',+6
M4001(*DE+YHK&@DXM4UZ2YEI"K^_Z|^UX/G%9!4GV65"YZF:E9OP%CI G2P-!/:6&
>4A M U98+)EV067ONWJF\$4R=8.14P=0% @PH(|6GYW<^?A-) \$&2V2T! P%1%PHH
M)BCP3_BA4@J>R1V|^T*(*HG3!^ FH8KH.O1'?_A:9?HP*6 <3VM"IS*Q8!T M",C!:+
<&VY&K,5S3+(*0Y'J.R|'+E6ZCYY6-A3Z&|W|8|^>449#LI:")A! MT8I%
(JH32PM"J@.G8-!6G|*KUDGH6JZD^9C4AJRCP5KX#KMWLN_ |YN7KRENI MI7,!\$!-
&BJP3?;G>?AV;:|HP9|_ "L57SF&,2JS@LL;.* &7GC| MOZ^;_'6|<>_MUA?
MGL=7XUY"#WS5 MC9^Y2D&/_S|_E-X|:T'ZZ&O5EI_H.?>D;.:?C+K|S/K1<(C>P|
MHE|32|'=?#VEQ2Y6(?YWY<|9QK"7XQ7#ZZC>FU9** S/AYF;_)BX.ST=C,RS
MH8J>*CT/>3#95S>./LQTP+P8NMJGUM0S;J*GTEG=|O=Q,ZN)F
M.6RS>SI4\$3_8\$+3VJZ(P/EN!9GIZOY@LOL5|R)OXNS|RV-TO!RU2#36#|7U0
M/871^|K|X_/C^J&^&F:D'AFR#HJP)Q>.JJ0NWMW?^6_/NKUL_6_@XSUEH
MYG9E6@_ =;+M|IPW"JF*\$VRBQ0MA_GS3333|BS|V-OTPYB//|7_2?8V!_|&.M MW
6P=@:TT6>%-(@S_N^=GD|"Q&ZD_Z;=>N-G/DR6BS&H.H'6|&AJM>*(7JM
MBQ)Q&YOJV4;@#S>W*=0X3F#=#2""/I=;OBZU(496C:I!FZ|F|Y33QC@S;"M^J
M7%NOZZ@^\$#/?HY|VPK\$JGQ=K^NHHE>!9I52_17_ |VXRW^TK>3;E#|H!7)5
MKJ_N.JPU"NCSC|\$B@)Z.G"7ZYXBP&2)/NO|WQ>/NWMD#OOL_Z=1V5,SS6 M9S=
(L0?7#B@|7I'/9U_Z0>@O;^|6V75QF|ANYO>#0T?VCU@.IN?Z;EI.OK0C
M>3I|+M|\$9PHB.3QPN>BKHU TW?12&+K/OLF T\,H)6-*7M=U#Y4T;IRTJNG'IC-

.Y">TW[33M55(+2Y_D\U#/QRRWGGI@=4 A
ML;UT_UW>7 PY=XLD8@:H|HU7S#)LM^T=44\$MX(OLCG3Y3CD_WA&8]J%Y-C;(MDXF)^|M.KZ,%]>5VOG0OIY![A;;[7+DDS8Z8=]9@8>C_WWW<^|3]X!/83>)
MG^:S)/CECIG|SSRH;O9|<7_3;|L5BZ# 3H_=\$ZEGXW?)M\RB|,E72|^C#; MR/ID?
I##3I M_K5B1F\$>>O16;SV|R,7B4|A,XU-8,7@WCV?>07LHN'<:1%7PM M\|R|/#?
7&|_|J50-|;*9N<7;>?P_N9B3281BB:5Y>)07B,*L>OO#N<6G^:~E
M|_F|*.'BL_LTV\WFXS+|_,%ES"U:5K?EM.DH'ASRT:I'-|OEMR:AT|9(2A,MIE^|7C78&?
J4^7B<8H?.L8?;/1,M|>C=2)LG5OKE:~6B+8:%7|:6=G+9?/53 M;Y?>;3@T...
D_XCEWO_[X754+Z7#RZ(H;A>+|2F\$B8WCOI_E66NOCUYN"~R' M96MJE=XSO9__
&_N;C|L%G<9\$3TV;C;M^|^^KJ.2N^HJV:P;B=H+A2/C5O, MXNR[N|ZNH^)KL?
G6+|4T1_K>|I&*54GIO>;VZJ(A0A=V>:>GT_O/>N(R;5O_MR&+U4/KC=40SI6.JT|
|E'!U:|RT-1X:LUB9DY| O:~;TF;G-J#_XL=UMKWQ MX*#E*I3TM3)?44|)%Z*TD>|1#Y
1QW|CERHMDP/*(LFK82G>B9M|0#XYTW
M6N%=_D_>IH_*J6^2K5J8CK^_JWV@%=_4V.JX|**|VJM;F;ZODOD\4RXU/WX5%;
MP5F3.^M5!94&|.7.,M03XM;.,|M|Z/|+;V KN&IR0!U3 M2^D*M9I?K^?
FUT5LA6Y,OI+7"2A|KL|7LS2PL M4PI1MOCC V.VR@FHR2ORBG**1Q
|9'_E"Q78/V8KZ&IR@|RBG%|H#US|J>?N MV^1F,KL>J00!_B|DZ4;00O@,70G67|E9?>
(%!~H=WM'')::@;|=78|28-F M.B4/CEJN2MTQ+)XQ=OI?
L352"4EKQE|. %F^>#Z=F0Q=(3>^U^+W51"5_-W|^
MR)=W|SPP=+_%_Z^G@Y79LW&()B*VA:Z&5 M&A;>XC*:R?
Y;LQ,W7V1)F_&+I29V6X+MM%0MGB/!6"Y1,0-ZE8!6MC_,>)>R
MXSK_MV/;OOUCAH3NK=-_,NO+)H^H3M/ORY|66ZUBHXJ|0*P5C%@;_3"KS+#
M_6ROT=|U61('5L7;^X?_LYG?9|^MIK,PXQF|O-4SD)CX|OF1D|FF3\$?1<0B
MR_LX&9K3(5,|!=|=W\$Z;>^_^+J.1|FGUKOGJ5MZ/8>_4Y0"HZ+;=%1U!718
MR79Q&S|O)RM5?)E'#4"P0Q)!|=|.JN8|6U' ?_ =X! M"
|H77\B2>KG\$6643MC=B3;8.?|LJ&+8'-7V7E0|A29NO-)H|(|OG#_U>
MU1\$W_:L*^4<_<(UB/|9=0_|^;?W|M-4MDF8YGW|S|YO%I_!M|B*_|@1B"!FV
MV|KJ9B.|KICBED*2*H>G|.E(Q6) N|IP>Z9?"R3?)LO!YO63H8H%?/8\$Y8D"
M"J|RY6|J\$30;):O&-;=+|SPNH"8Q>(|N^TBDK*9|6.@=F188O%=G:#|77%
M5+!\$KN1*M6CU,LZ#U'YM5_4V|NU8!D@V@U5|EFX#SC/-5_%+(|B/:ZO+W|HR71P
MF=\$CXY9|/#.X#V%='G,=S|. =F.K%Q_I_GC1WQ.?C)9T9X#CX|C>S/P8|_J8(C
M&=Z%|X|_Z-%D_|OI/'2NN_?KHU?R='P4MZ#\$P,2YH=&WM?6MSVTBRY??|)%5AW_M3
|50;%%ZFWW=(3:EF>TZ|=*ZNX|GR:*0%&L-@AP|)#\$_O6;CZI"X<&'9%L\$
M9=X;MZ|)%\$D"A*BLS*_|DR9_'V23|Y>>Q%,\$O_ ^OG_|V|Z|V|_7PBH|SS\$RDR
M&7AYJJ(|X|_H^|W5W|J|Q=):HFW'F#?8&|X?_%7_N_YX02;|;~?|R8J&AW+'\$
+Pl.>_M'T^S5G0JR|3464|J8R42/^8:K^DC F&|!|><=# M/H;|A"J2YA7Z_QST^?
U8#57F|?>Z_?*(%|V-.RDBN8%YR>+IR_W>R>'4O,CB
MJZ8B"&"%=T,Y@|L|OZ/8;3FPX3|S|U|LJ|I97)5Y^IP4HS=?7;IT_OSM^? M?
|@^>^>=_|YZ|^N+WX_|R|/KR|NZ6/O|^7Y_2O!TWD@Z?K:/KUA:4Z|0>- M4W
|5JEW4^GH<1=)D+O_ %|Z>:9NI7&5> M|>F'S0(42#|.1*;BZ&4>|3+!7|WXQ8YT?<-
|A00-SXX'4TOB#=#I/15GLR=%(M^CBUW:|B,I7==4A|U=UMP?X
)H\$T^G#F7<>3Z6<5I=Y;%8G(M5R!CK^_
DJM>NZ|V|:S%HY'RX=D"|)%:_Q#OO>5U|O(OL(771K9
MO|)%&>/V#D|.IKB>BP'N:=:XJ\$|'%-^)6!|=|HGO=&OE>A\$NN1.1Y+UTMDJE >
MN#WO&N;J4(0H9CA|KT&2 M133S1"*|_)Z >L1')W(D\$|SCL/'L-E5!+L=MJT*-WN3A
M6KS)!R_&Y?G9^U_?G7^I-|H7VW.G@>;FL'=:GYK#WG&;/'4IM-\$@>V?@O&/
MAW^R%P1&'|OJ|. \$F%=PE_H)|4I3FH6%2Y4S&C+^"G/FA?4+ET92A099CBITGA MI,
(#0"GC#3)7?8.';0;_##MV*&7D!1)\$!,Y|K+"H-V|SW+F2:OMX::+71;2 M!"I+O30?
HL45">RT+CS>BQ-8<|PMC\$HH_N\$DAKO""1A^|8_ =4<&-<)PXF|1^ MZ<=#@-O
|*0PR|1,UA#&R12&+!(8F3N!"^*|W\$||&EPC_@V;I=FGO#I_?7WQ|8-W 5|E^=N+#Q?
XU|5JB0+@L-?A+OP1 MN"4PS2|W!_W>_JP-?K|^K|H;HP=:FJ|HGH>U6O)E?
O&OL4@"W&108/_X69RL MR:@;:YF=H8F\$F|&KX|ON0:M|_0-%N?!5IP?
(Z019ZN^8CG2G!'|D) 4@_6| M53X91_) *W./?\$.YPl(|<=P0|#?
^S!~5!L55|*,\$1J|JM(=IC|%;R#*~;WDB& M,9P&/ MIRIRQMVP'TM#P=,I#A|N@:?"%2-
ZK6D23R6X%%R6/\$6?KSJG8/SA<>#)3#ST_8(HQO#)9U@Q|IM)
MXC3U(GD#FOY|#+J5>=9\$I>@HY3!%VI.9"EZ9|A,Z(G5|/3V=#;.#Y_4L=6@7QE'.|J*4^1
MS3V<'MQ(=.3HR|&0P3X|(\$,YN|8<^>3W@F>6..4#CLO\$QD*W+&US)NY;AAG
M63QYN5=<(H9I'((ZFWM).V("L.>:4H;|WW%2;)(N3L\$_-Y5XQ@K"|)%>="=F

MZ8MOEZET8@HJV(JUH,+!R6KJH&"MZNR@-8!7T4:HLPF<_S/9(N?+^!DR2CDN
M8<CK:0^4%*-KFR#N*(.1EV+8HN1YE1F&)S.Z)1Z)?E@?-SK
MPZGV64GM!59J'R"U;U2*I^J@#1)K_Y!14^E/H)IK!=X'R*6-OP@84#)B.
M9RE^CC\$(#9%28#!40CDGNI40(DPDR?LIR#SGE1*9YB&FI.!F O\$M2=.00I'2
MCJ'X\$H5/XCS%P(B*R7>)>XLP+94HCCKSL3H88V.@/=(KP)'R<=BLQ#X7Y&QHU
MY5ENX&#A41IJ1@&<3,S8/PW0D44ML\$T'/A,SVISGK1KJRB^3O&D;,<5,E0I-
) +18@YY Z? MS.0!9IXQFBM 2JUX,0%FX+@%{[-
%532,HSR5Z8|'!R_4A'&9U!WZ4P_7#9-MXI&"UOV+!*{IVMOTUQQA!QO-
YINF+G"5T_|{SVG3}|/=;LVL&A ZF;_W%:S| MM;A_L"OH/R|7L-^>9'9IA?
Z)^)!+|F_,\$LE|E6:I22!A%)>R)AVU ^|'1(#+ M@|Y!H,#QR6FY|" MKL<;|8I?I;SI?
>1_0,32>818=9)54.%|5A_W!1T0&E6G|,|1%1BQ/*86F/DI64L)=.|R3-M!7J-<>, +@>*[5:
Y8?1&,6ANC^9|H<2NA4|&T.QART%5PYF8;Q;"\$|CO,LPQ:GV?9 MZ_7K:9;-,"M
;B43%PI/7?*DTHXUE_"_F^7^_Z)T"DX+M0^TWP8JG3,JAD1
MNG^@AKH"_02NV_^)IT*1/ MU|F)J1H7A.5,1|O:H!14JF%F-*+ROG4@Z@'E3D/V
MQR+|X+F|*Q-#EE|!JL%|!@;&%7S?0+0X1!8SDSBT/JGA4N;Q5T*@Y(CPWL(
M72V\$B6-|0&9/ G!CF:1C-36W9|>+T%.4F(>_N8_XA^9X1QU=UX).=<+@#
MW(W|Q"Y|/+*Y-3LRJ|ZP|R<.'C+ZY!&@SIF!XFJ|C5|O|FS@!^*%)R(/&D MDM&
!G(("P|WHGPU 0=)O_GA;#=#+!#KS"T.WPRA!4#P7Z|K?- 1L!9)VH#< MH_|WJ@'XV(!
<@;6P>53T+1X:KQ0F54PY|HS&|_XI|EX)_KS;AQ/'-|:8PT"3H>@!C"D344.^BYT4IA@
M*6;HL;|+YT|2(:Y:X\$,#/2B4(D@K1R(*2=F7F|E5#F->0SL_*&OVW|_IG&1Y MI
H(H^ ^LCQ9T^<#U@>'=ZH1PN?7A|L1SDSQ*07|'_Z4AH4S=WGTPA7#:-?!"
M.;,HB|UK|M9|^|RD^&I#+'9|@%(:8+'_7PXK.9JA;%+F\$F-7K;#9*X58CYSJ MFF?
A;:8'R|19LGM=1),V1G@/G%J:9R&|8\$W;8#P7L)Q7;2C-F@E:3UQDS^+ M/(>#74;V@-
SVASH=ZT).SW%41X\$V6V/>B?C9#9-\$L4!4O.X(#7!K'E:#5E M?F%4G-
:C@RK%JB2"|R@*A2(-*O:SI'_)\$8IV:G^?W8\$PSG9'5_70\$6Z.C1T|LT/-H*68M-8+
M|;|_8_3>)E+^M4GR^|Q8KM%X3Q;_*|DL_"=?R=%
MH-.SUU),VB"|!1SG)HES2AO/S=T1I5M*)Qsx1D|X,^4FJ;EAY1J+A"PV"/S" M;
(O^\$>;N|257G(+&A./Y04;AGOD9DSKL'|BD#IR&ZQ|HKWMO>Y<|&\$O_Z/B5 M-
SC8Z_6/Q.XS|W"V")>;+7SRT|@-GZGQ86-
CDQIPQ=U8_9,GV%5+Z\$TO>M|YNXM_70QZ|>|B^M_> MVX^7WJ_G"|?7ERO2';:V
&A4:FLJP%"BYA.Z9)%!:>T-|;=:DR|U=V;0TE M6JW,"IR:G 440G-@VO3P|N*@B2@X
>2|JL,92|KG70UFR"!AJHGO?T,Z)9HO|DU MA3V|E0SP?^>*Q/=\$KS:|@HF9(<-
%2B3_N,"O4#7^;GU&C \$%1:/7#+:@C_.
MJT%"&#GE\$C\$!.LR1<<\$|FS|&/\$9X.FVB;A2^R|<;D(50079*U7TVVW&
ML'>|SM'^CJ\$P(=ZDL+1ER,F8|7!4S_%|JPCA7LE0%4ZU9ZH*'
M3L4FN'9C6E"M5V+M!@:DW|D%>M9_% P@87A+|<24ICC5'N!>#%|L.OY0<|T
M^,2B>(D&95|GC&4|L>_G)%A%I %UG7MN,"XCELHYSMOB>\$47|+PN0I->,QB<
M")2ZC+C) 8.>@,3.6TL@)ASV1\$8\$F2,>&!HX|\$=H.9T.3IM506UQW7DI/(P?
W0== "J5C:JYYP*=2HQ+B% /CT;*7VM3>G#;:JX_1FN:P5"S MP#Q8&|H>&=J?
LJ#^W=%)|C?G_OU7F_ ^=XMN.SCM|9V|+^P|DP3U40&GMF(^GL.4=: UNOV
M!69|+\$+_M#=80QR4_!I?U)TKK/+M-;/US?.A7:|2UIMX856;9#UKL1EM2P MPE8?
U\$RK_K MAYVC*N9XP3YHN;@O78U!O6^Z_K MJW&RH>-VP2;)/+|O6/2 M=T?
5,_|F2OTFR;B9_M,O\$',36)H_TVW9"\$TKT6_92AP=TO&8HHX/W1)?OA+; M3?
I<*8X;Q=|Q,=GIY5B."@/^ ^86'8G|_DXN2ZBPB=KPM;8I+KL;|!L|8< M470"1QPH:PV?
E>XQ/E|LFA\$=N0Y/FR@5D8GA0*,XPV"RX2CJ\$D>R&EEL|5WL=08|
M%+|S%+/SB%P|11|NER^68M4./^Q.M9,#-V|@MF;1M.D,25JEA-?KF&|?' "LT
MA(C|5&Z5U41;J\$\$.E"O^'5K_#H\$NXSA_%)B|IS7)91BZM3ME=Z-Z*2E(C(V
M'|)\$PAN^="=KN%|'\$4;G&O&:UK;L)5|ND|!P0|Y\$ "BNG@S)^*&*G"L&OFK0+>
M,2'9;881_S|!(1UN2(*Q->%_NZ&(WQ"D?R25R6*7*S1,&BB*O5&>T): (A_&
MOSL?)_T%.?N"/?#5426ML87# =MO"/OHT_X,3&\$4%SA%D2S1V34CLM2LB8PX
M&#*,A@|E;")D(G/PJ04""N'&WB!!>1")XW0TK:" MS!48B*;QMQ
MK/PUX|^*T0C_%XGEU;L^#Y|!#I4:4C^UVJY MU|*A>L6\$;"5Q|Q15!@OP)T?
KA.F496R_1W-QCNH/%VN^_H/UU:Z#R;:#YYCM
M.C@7JWX7J5|3V*3|9>MLEWGOZSSf8_VXXL6D"0!_4#2D9FZQ"QTZDJYH-J
MJJGUZ#RGFXKVDEW-1ZKMLT3H--5ZAU3K7:FXZB|LKE/IAZ.Q?P2L5?_P?-(
MIQ+9B>E4#+.2"(*U\$,\$P;B_V|&\$LY@X3!GOGR\$'^HWRG8X)"A1
M09N#D)E)4S&0|KS.6Q?H:|HLW+W| ^K8.--\$)|3CQC2AV@%P/#TD^|<::%ZPR ML2-
Z*^U^NXM,D!4&%R)"%A9LI\$;9;?)N|74.3W9X7^!>U;Y|1:G9AAY&0!I\$ MUB

.2RU,&S5?%3Q'93UI;WD+P)74W1=59?;W3YO*,IM\^36(Q;+2S LX&+I_ M^-
N':^ LPOLLS7SO?7SK79Y?7UR>OS^'CW6EYB,R,^U(P^ROK33S46D8PFCJ
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M12@ZSQ,Y&18>U*SI,IEI/>1U_K@Q-Z W\$I%G1K+8V!,1V\$V,[P-
/_RVB&UQE5%3R!N'?2=JK M%M,,)5<%^*XN9"J!ZZ^###++Z,"JQ<-*X)1&O2)N-
A\$Z5Z>U!ESETJ0L(H@ M,-4EI:FTM248G\5"9@HL<)X/1:GG?
8A+8L.66W*2.&)O-,JY^N@9M60PE5XO M);J,PV>;?4
EL=@\$+JQD[HMHHO!=;R;=C.8R233Y4&5ZF@L3T*OUSQT?J^
MQM3(F4(Y;%)2TZ89S%(>SJSS0?<(9 A#P))\$
MTS?:WK#6WU@;L4Q7K2P<7X'T&"W8SN:J%RT/SZ(VVT;&3 FH_KUT98THD-@41NA
M6[7:VR)5BO/1!29\J.4&YD,YT5^XH:8R9?KU5D%A=6!>ZH4/2= UNVA^ZJ
M2%F4[4J^QXAN@)V(,=R;P_'E4M[H;KRHAOMJP[V3L[V^|1'GB!E:(0L7TX-
M1L9,A3J:,4|@EL@B5?=>YVB'2|W3)B?6:NE*:W8G7DRW=#1/*&9\$G&BH:<-"
MA*HX9-5O;>AR BG 1=2H'K;HG?XWB?4G9+ CKW.|>9-8S9>[S0R_<+CMP3G
72Z"7RU<7P'JY%HCC3- MFP5[A0('X\94@5*#A5)&"1 SE26DR,4Q=%_B9H
-4I@J#GP%"'"CU(7.08X# M61;,@,HHX@C\4'*+B,: 'T|&-
Z:4AWXP9Q@3R1G8>WB|C'WGVKW9SA=G?X?E MH0EG6K0E+[BR7)*+I;JS'\$U0*?
M-.&O@#X.P,8NT^17.V|);@L|/X*T?|;+ TO*N2D';F)58QPD/BV?
V|+G|:R/+TD.H)"9.%F6@E0MP+PY5G7?CP_%_0N^O|C;R,:&U5J^,8,V;4PV?
Z7DA*/J1"9Z4ROA@3U)DE_#=FD?&@2&:, MF3B?9OZ:4'(+.?3O":+HG3W1^.:
(5ZLI2L|1@F7N04,I3L.")PC.%035|)' M;E,!
^@1D5=Z%:_UGTARV#%#@HZ82FYIR\$R!,OUP1&C2+NY?L);CM IH_"\$5V
MKI:,J|_"6QU(%K>Q"DQ&*8CS858+Y|)?@*/T!;?T=J|^!6P4*>RG37B<|Z=C M\$?
I"A4>&^US|7KJ,C|9UD4 S?9D;S+B3RC9A>W3J2GK)>(!% Q,:?7&IE!|' MC+=
(FQ.GRQ>:7,ZF18;'#I4MBJPG3U0\$7K\$*\$,ELT!,F?4U:=;GSN<2D?16D
M|M'!4J3RFNJLFQGY+\$SY|Y|WZ>S?A\$=N1"?7^|@|A@%D35|'P08UC_GQA|/^
MJTN)%24RZ,%?^RN6%|8^*WJP0>T+VE)3CLG:O5?U_U8SS+K#)=>9VT(@78C>
MQ0,|TJY4+%TC|>I9H&7,>E>ZB2_3^'S?|%K4@L2V%O62\$V^O!S&/);Y5%9|
MK*TKW8KY6+;;5|R>9 MY|%6S-<^@'^7PZXS#?I#?1:|ICW1DBVQ M;9.W,?
OE46WRYJJ*E3J:E>M?CQ|Q69->:GU6^&!MC?8>CMS[EQ1A-MZ|E)R\$ M?
B<1CA6/O#/F:VHEFN^3YG;0U?C(:NDR=H&LFHKJ_DKPE-!,K"" MZHBHW?
BF&8:I=B|6=:."QB|9=8Q8 \$Q99< T5X M.IZE^#F5.L\$3D,@+I%\$E\$ULXX8A#
(VPW/&XB-R,*T7A0RQ*,+@SLP>HU+E
MG.C3=2&L@4T11I#0I4,\$Z6:*YB15(\$PB*7|5V0A,(!*=-7-@I:L/&X:HPL:M*#!?
C5/U1+4X*9[C|:1/Z|?"ETFU'QE@>I-VC8 M5N9-;?
+""8ZFBD0J6I!DMK7U!^%73X3%J8XEP0=-46XL"@55+,2;/? MI>L,FJA,JG/%-'_-89!-
JB|QBTV)|V1L|OEO#3O.|>D6K;|!#RZZ/G%-
CSO/R\$RA|1ZM|Q>C9K^_.O|PFM\$0CR#C!6R^BZNS7R_> M75S_ ^UOOP'5O-
YV1VJR&4F|4:MJLM:*MU,423@HJY|7.+ #CN\$.MY18EYFAS? MKU+NW^XSRH-
=>UVUS-6?Y+ V%I!NJXC75D7A6&E_Z#&O=&C%RG(FP|O#LG(I
M9=.\$*2KQ|PF&_I@U*!S|I#(57/(6Y8WS4\$>)L*|CUWO "=HY-;LMWQ|3J+P1
MX4BJF"JT;AOBD;SKMX&U(K!61<:V)+ "V62;JH;8=-5(6%OVX?
|15R|JAC/*X.C@^REJ+M&ML|8:
M5+75\$VG|U7>ECIO2YV_#>03=D@=PJ8_7+^GQ(OPC"J?EP-PVXO| MY%
|F&XA!WR2!_P|*H-LKX<^F""I#A/P9%T&W7|@WO@1Z4X3|^99 MU_(-|X
M>E.\$_ /D60+=?R#>^_E3A/SYEC^W7|@WL?AY(X7|^50|;YZ0?P?%S8/>:<,N
M.&W7.FR+FS=DPSRJM'E.NG !?&M%P.1@,P"3%SWO|;_./OSSW+OXX+W^^.'Z M|N.
|QW8T;B\$Z|GBST)&O;=^JUW#K)
|7"HY|2EAC6Q|R+>MO3!&-"4P'45/&+%M1R6=SS#?96|9K.3&(Q4P-&2/B^
M#"77BYM7-ZTE\$<+BPH/HG;|J68_1;3SAC,%TGWP++^7|,*\$Z!)KZ51!;!I(MBC R
MJ,*KZ2720O1>|H#2ZLW8|/%H/=RB;TRTU,S8SHNDD'6EWK
M0*|2)FEA6'6YKMYI0U9J=T8|H6HUF8U7UG#=:N MG=2:PZ9RY88^Y.
|@|2Q!5S0KIQ_5EAU'*XF""%*D9U7^'M*HB"C5#? <3P0 M L-V-M,P3VNS@A-F|NO=R7
D;'/J+&TLNH69FHK\$R!&4.9.GK2V M!9;|)A&3=(+=I:>:)*KKC>,|+.GITA.ZS:0_Y4W
%DI/R!|*Q|S+QF;HCXEXM M@:B'Z-D&N<_E,!TX4364FF--O3!(4'2N4W6?
S7:Q|KQSU(>1P*4'>W|;^4)2 M/\$<#OO#H(1?RUCS:YTM/'G#I*,Y!;1X=:/
|7(T>T>J7XW>=HT.XG#8^-I.& M%<6?E'@A4N9VJ #2&Q9H;N=#UH++U-

K\S;R"WM08?^(+;^P&[+=+;D)QAF1P. M#K[%\$P=2(*DL-
X.S6S14.L>_05#"O6T2)L+DH;JK*78-[M'D*C#,_=H1H&
M\$3\$I=R:6HF(FG*730I):^G,8SB-+"<<:(I2'9R.WJOBH_(9J9K)W)Z1OJ3XJ&H@AI
(THS@ MD6XDPT#?%JWCI^@,4N%+BL(MGT..XW1/+I?7("V"75 !W6-J^/^P>OW*?3
M!WKW3*2(:KIN*%)B#/ ZVOPFVJAR7.(!#L4.>T>U!\11SCH0V1,564?B0_-=
M2>JP*|WDB\A8Q"|]=D<%F"=[OAO3P%]|@2K64#P:+WT2A1JPRY?.\$?<:J11) MQ-
A7K:BR\KR8E6N>F"X|R1ZM0/>QSJ.LWZ:C;#U8JK+&-K?D:^(J6J.0H+-M
MO=9J_3*:O<2*C;-' M=-N@W>>O1D6Y+1G H5X(W,J<=H@O*?S(-))PHN^!GRWH?
OP5^|1P)'V%SDJEEBJ=/3TT+& M ^1_BOPP)ZG6?:_98./MR#XC|U|.A>>/>BF2>9U|
ZD=MI9%'W.TW M|M=; M"0T3M.-\$!LJG#2MB9EDKI"[5PJ2.6)(IGKRX%,NQ|GA1.
H)9.X:P1B(N|5 M)) ^81^?3V)2;1GJ)B|DB_Y&E9KXV*|6S|)%>BX6N|?@O:I-X5+?
0)P"!Z&IO M(IYBE(O6-BTDQ"HMN|(F@."4XM:%S-
|A>K!0E5@6|V:E*QRBV18|/T.G9) MQ;P_.&"15S%#PXW,\$ZR)1/.ZB
S&&>#XAW"5+Z12C6RK !SG1EL7MK|\$I'TDOEMFL/AK,2U@;H;0PRI
MA",RT976N#9L%,;|3H>S^(D;6* K/@U'3R2J4HTN#P-9(H:1N*|P@CN'JH
M|JQ,:K8.-6! !(/V@ A.EBH!<#K@'+U>;A(:^*8 '30OR=Q4. 7WP:1^!S1/ MY
5D92;.,@U#F9?3A."\$_H<:9INHG:8\$7TFV*4-;&AT:1X>O\$%7\$;Q;XP! M>5BR/H5S:
G(<(UA= YW.K<|G5|W M=D@#IUGL?ZYJ-@|_90\$-.^-
D2OB'8QF2&N4X,@\;!DSCZ6(4B0-R,,G%.Q 9 MD(4|= XQNJL?
F,5(V#X2"MY9))|E9N+HB?|J-J:7GL9W,C\$7-0V9(JG;2%41 MJ:K"D;>1JD=L13FI\$>W"/&
I:=O& @#L%;FP"Q7?1\$^|7G;=Q-!\$J)IU,A?OP M-=I?XH8>=K/SO|(R,J@P
T5OA88\L,,E;%6B@'?Y,R9:'AC\$1\$Z&LA9\$LK|: MK|(%('\$Z1B42B252G,Y\$3D.!Z2-
#^(Q*|\$Z&MW*7,I(F|#U\$/|5<=S?&L)F8 M3F,5928Z0 X:SH=F|>W\$'ZKZ=Q*
Z5S87FP#8/3U'|5%,R,(&2RBOE M|NRJN3%|S"S&,&Q,+M?
E?.2|AUE8"@F_Z'GO+ZY>G|H=;A_-.05|^!WWO2)M+J
M)4V|KMT8QQFHV|#V;E""J!5|PWV(DE\$6&Z7DYK"CF4&JYTYS1C<%@|NZ"5
M4HQ>D#+"-
ZS&O\$04G8E6O_@'AG+@_ ^MH3XS|25TB1J1<3J74\$LO@"H=:C7%R7:I/V;
(M(EC"J|/AAL4J8=;/5.K! &QTMYXM*|Y7W
MOIQF^,+;XV1QG#S<'B>_PG\$2Q30351^P 2*|B1C,Q3@E=PM@+CX=67)0!QE5
MJJQ8Q?7|C|A\$W1J"?<@0?3"=L"M)214\$|. |MFX|Q|G?)VELS@:NHQ\$CN* MGG?
1K(2|1KW52SHJBFZ9&NB6:E(*=I<1L,\$+&:UA5S>Y5N91(FYXP0F#H|" "
M,|TSQK|OW-\$^AZB^:9"!NH,*#!PS# \$JXU@
E!=3XT^GO&'A&BUGKFT3|,@_E6L6|Z*19 M|Z! O>B*AEKIF*V.;2?)HF\6O-
2<;"AG8/Y("H5BW X@@|WVN4"D0CXTK9"H;=(6"7A@=9!0IZ4(Z MF
VM4Q\$X@,^Y@LXZM3)+17)2)8F|C;G=7%&("9!SWHA#2;R>,+ 1W*&_" MBN-
:12%-8IMP?|6*>G.;=N?F\$6G*X,IL6.P MP">&LU\$@=2AA+K\$H)AZ1J-
_C2FGLR\&9BP"??&T^>_PLDU|KKS*WJP'&-K!OZTEO
MOST>Y)*@X8=8=V2F_66/#QP2.X|PBQ>?KCED"!(JUN\$472Z\$QD|I'J_P*1H4
MBU1P&H_ ;B!;W(.=&G@46S53SU|M2N"9EF*J @UO86R_AQI%|\$;8A5L XAT0W
M<+;@1N0 J!3,BVHM2M\$>CZ>7| M-) %IBLXC87EUH_9/L,LGH'QVJFB(C'*/G?
2|BSB*W5NE!AM#Z/:1I*2-)1 M.R-)FZY@>=N|&!S>Q|%V?23K+5% X7E#FD
PB36(|M3|P1M8_\$1DF<\$3U(E) MTAR3DQ+WC*""8D7MC*F2+Y,(=1>1C'-
=\$HC@5IQ%=(SLML\$X/X;^+<^DN'U
M=P(L8Y21C@&!+^"L@K(=0B<2%H_ZJW,CK,V 'FR, ?TM&N%?@7>&"WC3!CMY
M/6ZN37729 F6#/# NS7?E>P;16N&Y;@%Y^9"|D|N\$?@QHM97PQPV!1|=1:KJ ML ?
KN=| #=\$#9\$A
#TTZBK79*!C88!NO+;L6.A/P^O!JOKP'P))5XSZ|EJAQNSU<|2%"9L_10LNEPHHPNKB|
M<(:|WJD|A|+&HO;H+NC%3/\$75;,,Q0|WR/ M-D;LUQ|E|_7!&G#ZCZ=P%L&AD19.G!
S"B9(=)KQ(4F7\$8\$'BV6,3GG)PL-* ML3GTE00@U:X6W =Q
^SGT4&&XT46-.)H:SUH8RKJN,4*U\#S\$?'CC1'QBVB\$
M32KQX_4+^GPV)C^>SAK0&8|_I(6M)*#\$K5 A:~81 8|(>W=JB1U?QMZ>FE,W
M|JP|+55VZ:<1-Y39))Q +VVM9R/0)QLCT*|91_GMD.B)2/T,0US.L8Z))=T M;+
|/P%611!H##@;HX\$RF);>_SG?|H6P<-YV)L3"J|%C?.SVC"/9#RM.|9*D0
M*OXYBN_((PHL^J|V", (W&TKVTQH=NQ(C1MW|FLM#5*,X,VAJ-P4R*LYV"Y!|=
M.\$=I'")2RL,|E6XH5E&?B9*"/Q?%-MT=%J@RHH(?_%0F|4LT6OP5_0R1+>A
M|3VK=|RE_ZQ|L@Y;9*ZP MXB%\$E?L.W*W;8I4T&?
PA4V0^P0RUT3L4,M4&JC@/U)J\$PS'(!/HJVEH#\$TT@F,|_[@9O6 %=? P@UB^*L|X1?

C)&JX=*L MI.VKT,(&@18_*SQ!T,3/+PAI9Y97#%'BTF;QB.*=X7>3:X8R<@ZC,<,IR1M
M\$*V!06*(0F'/X90)X@84,EEY@BPB@C\B>*%V8PV)" V.GD?01E:\$8(/-7%:E
MJ#LSNQ;@:>=%'FOAJP%\$^T.XV_Q?,=V\$PTP;6ZH|DP0KL=&Y!48C':DOV)M4
M3H6>9XJ2ZN1CUQ2;/I3.N=19IQ#VM"#K5!K'PCOI)H5K4N70K(GQ5^6(:9FR|^U1M
+5;V|P@T*:" 71.JS3;#4-%*08QS1S<^9R:(HJQ2PLEH@Q0B.IPPE2KWL3"NPOTZR/
M>7G"2D%;A@H"@@YZJ3\$^6/.I BHM0D@SJ U?&D9C;3>L@6CF:-I8GR|%D;Y
M6I+R?(F_-?
94,"Y13&|4.B4^C1| V#|Y!98#B1U9+M;KD=9H)D#"@>K|R7R924V&D0_0; M!H;-
JO8|X_1|W1Z.52>F"BP3HT^5"3S4\!1\$D,6A%]*VH(N-OH5_5JD9*U,A
M#&N!4\B"A>Y\$+AIGQOEC.&KE79K+8Q*)IUY IW7%OJ7A@V:L;5D50!5(03-M0VW-
BC|R!4PJc>T,HD^F;@_C)R4!\$ZT;7P.49|?-HUIG/+?
(5)|06D6=W+C|@&18J@R\$D|@R*;97Q00/_,\$Y7"EC:5O'2T, Z E4?M##@B MR>Y
4;:F0<84M>1PX0J23RD7>ACM,2C2 F61=16MI5OH/M_#3W-7K>;U-"
MP)0IR0Q2<.M5MB!71WTSa..WD|B@('H3?""I("AW#LI.7BIJCCG,#O>2' M,6.T4|")
<\$S56YUZ1!9:E5 #0H=X-92-N3A08PUG)H213R;F_&<>'<[*%VCM M>4,GQ32SZ
C\1-7|JC61^H'#U!Y6OR4.TZ7\$*HHU5LT_\$_1MD<5C%*B/L*2,|H**!'2:#VL'|PR'|SC\$P<
MBZ:#P6U_=L:MU.Y|,SEV391:F39+2((3D|!"M8R_ ^*G2GL,OU)E;L>-2"
M|1WA6HW5!&S\$B%QXM#8P(D3%|IKT@SP? 4C+OE80OT6&6\$V-K0E,X)4=N&_M
3-V""Z\$A#F 1A8I-1>I5E+1?! ':3EX3=P".!(G=1I/;-)74I&(W DT!(Q
MRN=&8%RSG&*M_0Y>CS|CTY=*!XUBJ 4S;.*# %N K&(Y=4@2!&+2&@> M=,N3>
C:S\|F@ (1E,'7\$U\$4GX%O,59#E;%3@_3P?O6 A/QG=?T@P"5/(CG; MX? S%QYGNB?")
(P 4^#X9?6%6=-_9QI')G|"O&&19BXF-&MNM;EX5|@O&<2 M1X90C"/Y*&>
|.H|14RSF1D3J+YMW H-IDVED;R8#0N,IO10Y|@5CL.&=CNRN4
M\$|HC03F;Q/-5XN<3)IF>@X5HUISP9?:EYH@3>SCU|Z2R,U|:AD"#FXC)^:W|/G!|Q
F=33"95/K?|;O:08EU3 M&I5X8QSPQZ#C|Z|UHPKBLH<"15RVB|+DZ@I\$J3=H"G
M(XGT5Y14LPT!);(I4.J.SF7S:YU-TX=:/&X^'LC&BW0DBV|9M:8Y_6Q9?"Y*DN;*Z|C;(*
|,*M|C=2VRUS&)6(VHH^ M*1GN|+%I0#',P5M#."*JWK(A<0?P)8Y N_V
%G9J&KD9!MM7-#+ "H.7?P|R3;|9SE'85D^,8D'X|B*!#T4.J8EJSY> |MVL-
2L"3.I2E.LUV'I@#1U7F8.7Q1K4(OO%WBD):4%7.E.O\$OCZ&.M4!:(E3 MC0=V++YF
8H|.9K.G.6=YV2 F^(>| -JOYF.:!UP|Q0WDHBAK:76'2O6W9&
M:;%2M7B"CHJ>H!1=+|K),%X;S|G=,D-."8UUJ|.ES9WR|H^XK7*J.|XT-8ME
M|@>-.W@\$7ZDH>4P2GNG+C^3T=|P>,PL,|R.|8E4N#W.W.(1%FRZ:FY=V!(*M9PE-
<:R(MA@.0%BF6+7Q&VD3?E7&=29|)B^P@M|)%\$GL|89 !@DO
M;J(QE"C'B<*=!=9/) _3KB8GRY@9B,(S;:9AQ_LRB1J", 'BB;:Z59A32G._X MC=,)V
FN:>208V@/+ 'M1UPS_#0%5-N""%3YI,95"-() +AAZ-:XG,T#K9XQFVQ
M"F@\$G^:*)N,J^*O?1%IQY\$-/5\$<+.*|(!*&0H=KXJH02CN.&AF@)N,3* L
MH,Z_\$4R\$,WZZJD72>-QD(T^="7S|!6.Y07T6,9SM1D;^3\$|V)A-
O^4N@70T|21Y6+&#/#AA,DVZ'IUS217W>O.A!H7B:P M24G G<.1|ZP*>6HV#9 P9?
HVP& ##(.| M#0DPM,8U65X+WEU+!.ZQ='<'@^41A/7R)?Y0OQC20'1J(C4\$>47-
#LW")?|E6T^|)%E2TLV-XQ| F1A&507|X.%=72< M)VRZX?K#7JG2-
(FPI#\$Z|T/CP?:#E(&58)4 D|,DZ%:>!XO*3;*N&/Q\$9)S MJM2H*,F% *785VP(IVM):-
/W,P)^Q| (0X /\$89JD\$9?E)MAYU?W+N4:K6^* MK&^|+2%^FK*OZQQ\$UAEIV
M'7Y% (EF5YS5Y:,00|1@5-|HZ G<9CI6:Z?YI R@JR..*<3*\$E5V/P.3#S8!
M5(="^X++9J^0=@Z/KF<^C:%>GQ_92/4|\$ABR-*\$4NHIVTKPH4X*4;!BC-TW
M@W>JAJ7&M\$-"K-R0|U3=>ZMY_ |H17V|U3?L1>YJCU<\$#+6*|L+\$?FP!Z'C-4 MLLF
KZD/BU8O=+Q""/,C?>;-K!=M#P\$9Z1^F"X>3_QEM./JCZZ0C @G/###BL
MP+)7B@45^I2|8&HJ/9G&,5#5="?J+YR,1V>+I_FJH1(1S-U25 (G^K'P%<3
MH:C@!L|U&:8TIEC"@RA|4 C(6,S%1_BKK@%U&("L?C4NU|&P^9DISH\$)PKIN
M+|1B?; 2,HSO>/-E)4|_PP!C9^VT?@^Q!(S|_9GL'S|_\$BZR9:-Q(EW|L9 MH
*QTQLKZ9RCH|HIZL#88| (YH(M2HXGL2DGD5S4|K2W"84WW
M#_JGOBMRJ"XQ/6DK^,DZF.3GAG61;U&+W|VJ5-LL|.LJE8 M+)|K>^| ^|0|QR8?
5^|J^,*| N|*@O-ID8V%+|I%16/_X.1P|I\$+?K)2/|/%# MW)UK*BE:V|&P7E
TZ/=.!^5=Y^3Y|2?&IM6ZDS)FJL!5@O-|NP;|1U:K|%)
MZO6LW"/Z^.3%MS1Y&1<|FKG&3.0NS\$|HJE|:?!Q"I+H9B|5!&|)5WTJHQQ
M<./=HI/EBU!//JT#?ZV??-CO'1P>X|,S,+)98:ZLQ|6CGW5?AKFX, 73|H7^R|JP;:7>UZ??
C7O<'%'Q?7^|ZOKKP_G5^>?HQ M;8W(RN)N+|Z9?G"|0*|J?MC'?*);KMEJ&@67;?>
34)%H<"3J4 |C&WV34 M*TZVP?R_1R#8&|P4->?
H11=ZVB: ^17OJHIU30P09BGGIF|WL\$>A2L_00_T M?

R\^7'EO+SZ_WQ\M/'RS/L0;*.QV1%UYJX-'S-#R6SVU\|S*
MOK&W/OE=E%NC\|S9*_P5?3TXQG7K5HV?'IYLYXQ_\$1/*JRDB\G^R+"5U=
(X@STZEZRT\|VH+O\^6 MA=_K>TMSB*\DOY&W*K
>|_SWLCW6\$+ZJ+?;H'EY\4OUC>%\$%|\%H59!CB&Z5_M77'0ZRJ
H\=^5W\$!\#X\Z:./OY?"Q_S4.'X.C@^WIX\F?/TY>9(\?Z\$VG;|_W-
fN_Y_YR_NWZXO=S_|+|^N*2/O;._M_GEY3O\|ZT%NJR8TGP@R4P_1V\W_V>G\;T
@\$|_Z23EZ*|\HY*B+<"WEU\8UP:OP&3F=)X8FI-%<@|)' + M,5+GKTF\(%\|S"M"P?
D1ZW;&M:I4\Z\$F\O/_@_|T1#FAR0I^9J^#G3>P\1A,MWV&%NMGT)
(.O\GN5\Z*8E\UROYV>|X6SM17R(6:F6:?(BJ\|S+-T8"A3SQ+6 MG\|L+3?>
(AN7Y;RAS4;O(@N)WO;S#?5S'I58M\^Y!\AC+93O8WF>PWNFKY5Y5D MX^T-
DBWUUSCJDJGJE\3P+2PW?O.2HBZ=;_R\UO&-+?;')52(^>|C)2OW=P M7(.WZ@|+?
%P_'O-D!\S9#\XV &_V^<3<)?_C\|02P,\$% @ 4TL(6?9E MIT^T!P RBT !8 !T;7 R,#
(T+3 V>#;P97@S,3\$N:'1M\5IM<|NX\$?|> M7X\$JTYPI(AF2+"6V\|C&39P9?
|F\YCQS'SL0N10Q)\@D> \$I6?WV?!\;@7Z\51
M)FTJ7Y4\CDCL+O;EP>X"X'7J\NSF.B49W_SE^J^MEOBDHRJGPHG(D'04B\|J
M8BQ^C\|D^BE:KIOJHRYE1X\2)7J?7%\|K\Z@F,HP\Y3*ZF\|8ZT87#?;X6<0LR&L
M92EJT9,S,G)#6^6Y-+;KAQ9+"T-YS^N M8F7+3,Z&JLA402W/=
618Z@|TL\|I?;CJ3L@X%C;6_GF8LWQRXOVI>=W<._=G=|JZ%<& 1G#\7 CD:C-
|T_'KGBDE M^4\LB?Z*31'\@2N:_KGY_7?V>#Q:_^O9-
|UWG;J\|#W:BU^+CW9>'^_W'V\? M\G_Y^?
FZ6:RI'^V9YU\Y'RMSWQ2_.2I3*L1O;2\0)\$T1\4)(9L*ETKU\|I@X M%'4/RG?
=MK@7J9R0,#11-\$5Q<:FRXHJ*&BR\;(_WI39.Z\$)\UB87W4\|K'T(G
MXD'GY;_JK\BL'EE\$2F8H0 :DTBE=P-^7AV+BO?F\UO9_EQ9>AC_SF7@L\|#2C M>
RX>K?7SHXU9BPT"CX\$ LU""%C-1%38>|G*)5"&Z%S M)%RG
|T&04\$168MJRB2Y?"3,NR+3XET,93!EYEL)S,\$\$D3)H'4!6@!V:H,Z* M::JB5-
B*_RSYIV2H%L(&Y,IFZ#&X79DJE\)_6U+D%62Y)5337.=0M>"4T6S5_M#4<0\5#F_
40D4@6"W(9EB80!'\(FY5Q5218TG\|XG>453%D(OOK,6@"-HK3
M0(G(>@8C%FV1%4=4+LV-8;*Q;<9(HJ P&@I!%O/YWU^D32IB+)|-3.<69H
MK"RZ\DPD^670&UHV5^!BY\IL:'M\$S YE^FWQ\|R\;H<|+KOKVR-B;I6\|C+5
M2;+P>&)/O>_OA33DHXRH*>ZV\$0U!EGLW95/F8*#NN9RI^!GM=I1I6X&AY=!
M\$^MI2J,CBO':BA-\$-R;)83P\BE*93\$F<804*7*0-\$|EZWNX(2"%MU!')|'" MH^*FL
@P8_F""|<^*^@(.6)>|)TJ>391@ (K9S'9.@X&)Y;"=V*';B3\4GLNC< MX6\|?
&KX.AB97K4A6=G\6+A\|C0F#KF4)!TI6!_.2(B;(^|X""B^'|>|ESEK-
M>X8RZ9%25Z1EM)MU3N1!A?P%7:S.5.QWX+8:614K:10;H\$+=|)FX8\$F5Y5KF
MUY;UA<_G*6T)"F\O\9E*R1NU*I.<7F&65V)9\$|\1*NOJ8X!?(V)"9\$#P4WS;
M>+N0.%I'XMY)8P.0^Z>;O7\$)+\$|4S""35A?^%\$:-0)4;+;@-/<#T"HDB.5_M*3?
C,KEM6EX='CH>%0'8STA7&C2?OI\|H^+;N%U\FL1Y\$VL5? MVIC^E"M M,X
3(U0RZID\$;6@ (%:.'*I%!\CQ#&3_|F^#/_+
B.QE0\|UTI7;K<\$^.5HNJ(D\|R>3K\|L8S7M4OX@H>&*^
M.>0)#B1.AP6:&'DKQ&,SKKP-K\|L8\|I(5/-^0K;@JZBBJ#\$=OI01MD9IKZ_">
MS^,@RT805)\1B),=+ E@B#RR1ETKCMZ?_Z6-|=M=#K-&B52KNHUVR!/&PI
M\|JG9^Z-.FS/L4Q\|H>S:_3-|W;1\$;HO*#/XCDV%/W**YSAO+G,%IZY5K"W3
M\|J/E&VKX1C^WT\$ZBIW/:V\$79\|)"@_L^5|PXO\|UN,_0JZ)T4X,(;+MZZ18H0W+KD
M+7KX*A\|V>.-4;: MH92H8J*S"7\$|*>2X/CHU=8ZBO,STC# Z377(2O(9
H&8_TBQ;1^(ZT(<=T1S M<9<;|D:=+OEB\|(?L_8'@W:OGGC\|1:L?
VWJ5VAOXN^==PR_ROBRXVST\$R?7U M)\QB'MM^|-9KNC+>P*>_,OZ\$Q?N\1-
8N>>V&W5;C"FU-YZ+IO_|X/O,R2@|+ MNK6\$|IU(|;|)C3^S<_Z41NT=|7>-M5I25P?
8+/P9JV#\|KUZZ.KH!\S?+5\|C M'&._;:
<9;SBP!\^#O5>P7Y/%OQIL)6.J+_P^IHH2">_H\$=^,3S-/T\2GR
ML@;YQJ.S9)\$C%*+*,;)|Y>OE^F_XEOK,?V\|U!+ P04_"!32PA9:(_MB)L'"E+%@
'1M<#(P,C0M,#9X,S\|E>#;Q,BYH=&WM6FMOV\|@2_7Y_M!6^*[2:|=B.DZ9.&B#;|D
^|*L(|GZ\H*611402M21EQ_WU>X:4;,>|-\$7O
M73A=+O:D0Z'\S@_|Y1TF;H\N\|L2<97_|K\|=|LM\NBHRJEP(C(D'<6BL\|H8
MBS\|BLO>BW;ZEWNMR9M0X=;+?|O_\$\|KP>8"O\$PQ\|I9_M1N\|JYY
MV\|T^W.WTYF/'7G?0#P\|L*8MW\|R<'S812QC'R\|R7#Z('HU>#LNI%<_.@1+E1_M
KW:;%|U_7\7/-).9*ZRV?#'.Y63%;_05'S2N2Q^;%E9V+8EHY(@:-5G00JP
MM+^IW^/+ES)X\|H(82O14*FT\$0;5D_G\|7 M^NS:^YM/=
|QUQ*U(Y82\$H8FB*3C>|J;OMWH1._^(GZ1%E!'/?";N"SW-

*!Y3*X2]#G:LL6*A47>A4*I"R&(FJL*9B@L1
M*K\$ORLB"%#FN#\$<_D1%N&:%SD*306Y-H*" (K)5FQB*YO">LNZ33XEX,8[!D
MYBLZUF"!2!E4<(@5F Y+4 /%-51*FS%?Q:SIV2H5L(.Y,IF*/7<-4R52^&@
M+2GR!K+>\$J9IKD&H* C*:+8#&BA6W6*+*(H M:>3;+V>J/9&TJ4@R/4-S@R-
E75&8B')-X/=L+*U!?!?;&+-F!1XQ6XP9H"X^ M"N K5^?JWIL+6V.BKI6|3762*%P>VB,?
^ULA#?DL(VN*.V%D0Y#EODK9E&>P M6 Z68J;B:{3"4:9MA7G,7P8-
H>, >/O2\&4PM+AJ1;*RSY_"Y6-\$2&R|4BA(NC)0 M (Z8*.N9!U)4>#W<
RXX:YGW#&72(Z6N2(MLMVI.Y\$\$_H(M5F(6!_B/D4|OE0&O)JTA|FFL?+Y=/-L7
++\$Q4SW*35A7_" M("V@R@T68U":N,\$\$*KD2&7*S;A,,EJ6=X>'CD=%
/8CT:4&S=AW0^U06:%E MMX@ZE_4HTB;V!OA6;4P%JG4&<&*\$2D8|BZ -#0#\$|E
E&'0/P6T0C(|\$S41F ME6<,S@|E"7HE-4%D|8:>9UZ4G|&
X7)S&^01AXE@+QN:K9&NW'8+GL/1CJGC9V737|/#*O-<.4?T!#&/ M- HSC|<*)GDEAT
D>- RS^)?[BR;:41_5@KF^RU3%9\$ _!|MSPY/G|VN_0J MZ)T4X,
(+CZZ18J0W+KDS7OX*>:J0W% ^C M%B8&6|>%Q)\$G'*3>/W.L,=(*I405\$YU-B.M)
(N0?)UC&26|Y==U-:J0N'3/ M6_Y#B_,N07B^\$:@=MG?@^|Y.-^E4|_ ^-G!2BFIBP-
!%OXIJFCL?UD1&:#H M^|:/CG8IW|J^ITN7WCN|_EN|MU_*MOR>.:!XHJ?
A@J_J.B\$K|9G"!CXC<_M|U-%R=*G+;^&YQ?A=?0='P|K0^??"H G_-Q+|OCPM_6
QE>R_71/R2|:U| (MKB2|^::VU-9_T#\$,;TPGM/:5|8+R?:GO+J;(\$7B_#,P
M97@S,C\$N:'1M|5A;:JLV%|?K^
K|A*E9G&0MUG5>&S|8EL_!?)^_CC@K3,F/9P7%Y/BGV<|!@-|(
MK"ZL,"A3%!M*4*V96*(/A.H;:%2-UEQ6:|66A4%)E*3H@U0W|!9|N6&&T^/6
MSZSGKV<|%V2VD&1|/"|L%C%RU&%92@=I?D@&Z6*0CFA_O,"#Y""8QRGN1U">
M_SWN@"FH>QMMUIP>=4HF@H+;^),T"8>#RDSO&#'%)(ZB7SL|7B62V\$@G@|H
M_|.IV7)FZ,H\$F+.EF+B2P-|@!:>M?"\$5H2K().>XTG32_I@2IBN.UQ.F.,T
M<\$:3\$JLE9+>0QLAR8C.|IA>/H:7\$4QAM9S_GV_J\$"76%QU.EW6H,*\$P(X3Y)JA6)
(^F%3'E;A"^CX M+K=.P*|4D|W(?;96\$N2X9'P|>7W-
2JK16WJ'+F6)Q>NNQD('FBJ6>T7-_J M'X1VEW<>W2'X<)>P\$&:"6JF|? M6F)+FY|>7I^?
G<|/KL|OWFYE^V_GE#Z:TZN|^#":|D@RYP+H*P3-#),"W3%3 M(%-0E#-
NOY3,W=7|&BO-D*_1):VD,@A4SZ0J41P%|U\$N56.C@=#HHU=&5!_8 M=
|_6@OJ"^U'73|=|J_OJ;Y0DT=3|_MXZ>+"JHHH)#9>S-
GT:2J5KK&@ (J1*|ZAW|*K<^!D!O|QB|:&08I^K)FB|GFI;9NO&GK'_7U|@("NFS|&^&^3
M@UB|C|Q.NNX&J"+8L9Z/EUE!19+VN(6C_LI_#2>(BS(C01EYT|B B9#Z6|;
MF#\$&@Q:!?UUS6P0QLV.E4E1;L+I6C#E'8 :!X=X'005@Z6XS8MJ9 X)Q.G;:DF#.
D3T'QZ37*R1Q>A41)&SXB?M7U6 M"*MJF|17|AP/AI^?
<|/5|X07V9VK|L|H45X;E<BTN%4NV|T96A54(&N0N<9
M=%^8\,^8T#R)C*PF4!/2DC."VOS^3Q6_4-"A+O8\$=DQ)|\$V87QB3?"%T+| M.(38?
Z<80\$M4|_*QQ8.#KW0,|N!0M9+;O;-,%78QMLZ9OTT=-TF'WTRP0N8 MO+79-
OF;D|GFVY|3|HSY)|02P,\$% @_4TL(62>0:MMA!_0AD!8 M!T;7 R,#(T+3
V>#;P97@S,C(N:'1M|5EM;JLV\$/Z^7|SY6)L_EBS)-B91-1")5DHKM_OH=2E>>'?/P_-1
MFBQTD1|/%A23XY|F/WL>>B/2JJ|M*QBTP20=;'\$|)N\$"-'+3;,\$IH,!D.:
M9(X"JA(3U,>_T!|CP,|B3^(VR!*.@|&Z77.3UJ%8Q|"VK6|61W^^5>KQD
M1"|&81#|TK*JQY-,<WK2;|W/YV;+6>:KK2'/4LT;C LLY1)<(K44Q,I'=4*E9BO-
Z#;N<\$S=!
M#_TXCDW<&H+5I%FXEOHVI8XFV|+AP!|&CXL#|/S(.M:W|P|9J|+SHU:WU1B4 MF!#
>125*Q1"T/>+\$>".>= 44"5G;* M^N24\$>4\$6MK;BE.7<#=#HNPZV;Y1?|0VB*!|@|?
_8B'|^@9(UF MHBBO&5?
HC",4P8>IT*"0%K81WC:>@BKFZ|Z;:H8%FI@'B4M!%6|MYTP6AV
MR^%%EK\$40JS3J_VTT8)*"B&D9O|E#(I<5E)5&%#1 H4#|)M_Y4|H9/+IC|N M+|
K8")*T|UO*SN587#8K'&%98(Y5=|%*J=K=))J(XF" (#)A8|TV5L4:77.Q
MS"F90|%Z@UTAR4XQ=@:5K&F853EP,@7XOODP(%8@H_4=+/V|C*:5D)IX_FTE2XPG|_!
M+CL'\$N/0&0JW;:":Q:|L:XC8(8F;:2BFL,F"UC1CG.0(S6!BV*@A*\$NU
MZQ;3;&%P2)AU#0@8K2IW6(N2NE:A|FUO?T=*|RA.WW<2ZH5=/X"('Q^%K.S! M82?
L|OK;A^5?-?Y!GGO|HWN)|A&H|\$O=N6Z-=4=/F6JRVGVHX;Z+0K;H>ZD
MFE=*HV#@_I'OS'7?/+|N7';W-M@WX?EL,GY)ZK^2U_LW|R85F)1:SPCQN#|6
M|AO|BC4,)\$OTQC?"|R9|17;3ML6T3|ZM|/6X|M|_#_Q+H>Q9>R1IC@U-MUX!?.G'|@0:?
#'| M"33E2F^;_5;@_K;O 0 " ?+&@!T;7 M,C R M-# V,S N>'_D4\$!_A0#%@
4TL(6>FTJ6FD-0 |3L" !0 M (!%-L" '1M<"TR,#(T,#8S,%|C86PN>&UL4\$!_A0#%@
4TL(M6=NQWDQ0? CP4&!0 (!ZA # '1M<"TR,#(T,#8S,%|D M968N>&UL4\$!_A0#%

@ 4TL(6>Y,75NHC0@ 0,\$+ !, M (!:(T# '1M<"TR,#(T,#8S,%JG,2YJ<&=02P\$"% ,4 " !32PA9^SGH M:UM2 0#?W@P % @ %%&PP =&UP+3(P,C0P-C,P7VOA8BYX M:6Q02P\$"% ,4 " !32PA9:N4S6F_/" < PH % @ '2 M;0T =&UP+3(P,C0P-C,P7W!R92YX;6Q02P\$"% ,4 " !32PA9JY7#,P97@S,3\$N:'1M4\$L! A0#% @ 4TL(66B//XB; M!P I2P !8 (!*X@. '1M<#(P,C0M,#9X,S!E># ,Q,BYH M=&U02P\$"% ,4 " !32PA951,Y(T \$ "F% @ % @ @ 'Z MCPX =&UP,C R-"TP-G@S,&5X,S(Q+ FAT;5!+ 0(4 Q0(%+ "%DGD&K; M800 \$(9 6 " 6Z4#@!T;7 R,#(T+3 V>#,P97@S,C(N 9:'1M4\$L% !@ , P &0, .9#@ \$! end XML 101 tmp-20240630_htm.xml IDEA: XBRL DOCUMENT 0001005817 2024-01-012024-06-30 0001005817 2024-08-02 0001005817 2024-06-30 0001005817 2023-12-31 0001005817 2024-04-012024-06-30 0001005817 2023-04-012023-06-30 0001005817 2023-01-012023-06-30 0001005817 2022-12-31 0001005817 2023-06-30 0001005817 us-gaap:CommonStockMember 2023-03-31 0001005817 us-gaap:AdditionalPaidInCapitalMember 2023-03-31 0001005817 us-gaap:RetainedEarningsMember 2023-03-31 0001005817 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-03-31 0001005817 us-gaap:TreasuryStockCommonMember 2023-03-31 0001005817 us-gaap:NoncontrollingInterestMember 2023-03-31 0001005817 2023-03-31 0001005817 us-gaap:RetainedEarningsMember 2023-04-012023-06-30 0001005817 us-gaap:NoncontrollingInterestMember 2023-04-012023-06-30 0001005817 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-04-012023-06-30 0001005817 us-gaap:AdditionalPaidInCapitalMember 2023-04-012023-06-30 0001005817 us-gaap:CommonStockMember 2023-04-012023-06-30 0001005817 us-gaap:TreasuryStockCommonMember 2023-04-012023-06-30 0001005817 us-gaap:CommonStockMember 2023-06-30 0001005817 us-gaap:AdditionalPaidInCapitalMember 2023-06-30 0001005817 us-gaap:RetainedEarningsMember 2023-06-30 0001005817 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-06-30 0001005817 us-gaap:TreasuryStockCommonMember 2023-06-30 0001005817 us-gaap:NoncontrollingInterestMember 2023-06-30 0001005817 us-gaap:CommonStockMember 2024-03-31 0001005817 us-gaap:AdditionalPaidInCapitalMember 2024-03-31 0001005817 us-gaap:RetainedEarningsMember 2024-03-31 0001005817 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-03-31 0001005817 us-gaap:TreasuryStockCommonMember 2024-03-31 0001005817 us-gaap:NoncontrollingInterestMember 2024-03-31 0001005817 2024-03-31 0001005817 us-gaap:RetainedEarningsMember 2024-04-012024-06-30 0001005817 us-gaap:NoncontrollingInterestMember 2024-04-012024-06-30 0001005817 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-04-012024-06-30 0001005817 us-gaap:AdditionalPaidInCapitalMember 2024-04-012024-06-30 0001005817 us-gaap:TreasuryStockCommonMember 2024-04-012024-06-30 0001005817 us-gaap:CommonStockMember 2024-04-012024-06-30 0001005817 us-gaap:CommonStockMember 2024-06-30 0001005817 us-gaap:AdditionalPaidInCapitalMember 2024-06-30 0001005817 us-gaap:RetainedEarningsMember 2024-06-30 0001005817 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-06-30 0001005817 us-gaap:TreasuryStockCommonMember 2024-06-30 0001005817 us-gaap:NoncontrollingInterestMember 2024-06-30 0001005817 us-gaap:CommonStockMember 2022-12-31 0001005817 us-gaap:AdditionalPaidInCapitalMember 2022-12-31 0001005817 us-gaap:RetainedEarningsMember 2022-12-31 0001005817 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2022-12-31 0001005817 us-gaap:TreasuryStockCommonMember 2022-12-31 0001005817 us-gaap:NoncontrollingInterestMember 2022-12-31 0001005817 us-gaap:RetainedEarningsMember 2023-01-012023-06-30 0001005817 us-gaap:NoncontrollingInterestMember 2023-01-012023-06-30 0001005817 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-01-012023-06-30 0001005817 us-gaap:AdditionalPaidInCapitalMember 2023-01-012023-06-30 0001005817 us-gaap:CommonStockMember 2023-01-012023-06-30 0001005817 us-

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460IthacaNY14851888503-5753Common Stock, \$0.10 par
valueTMPNYSEAMERYesYesLarge Accelerated

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Business
Tompkins Financial Corporation ("Tompkins" or the "Company") is headquartered in Ithaca, New York and is registered as a Financial Holding Company with the Federal Reserve Board under the Bank Holding Company Act of 1956, as amended. The Company is a locally oriented, community-based financial services organization that offers a full array of products and services, including commercial and consumer banking, leasing, trust and investment management, financial planning and wealth management, and insurance services. At June 30, 2024, the Company had one wholly-owned banking subsidiary, Tompkins Community Bank. Tompkins Community Bank provides a full array of trust and wealth management services under the Tompkins Financial Advisors brand, including investment management, trust and estate, financial and tax planning as well as life, disability and long-term care insurance services. The Company also has a wholly-owned insurance agency subsidiary, Tompkins Insurance Agencies, Inc. ("Tompkins Insurance"). The Company's principal offices are located at 118 E. Seneca Street, Ithaca, New York, 14850, and its telephone number is (888) 503-5753. The Company's common stock is traded on the NYSE American under the symbol "TMP."
As a registered

financial holding company, the Company is regulated under the Bank Holding Company Act of 1956 ("BHC Act"), as amended and is subject to examination and comprehensive regulation by the Federal Reserve Board ("FRB"). The Company is also subject to the jurisdiction of the Securities and Exchange Commission ("SEC") and is subject to disclosure and regulatory requirements under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. The Company is subject to the rules of the NYSE American for listed companies.

Tompkins Community Bank is subject to examination and comprehensive regulation by various regulatory authorities, including the Federal Deposit Insurance Corporation ("FDIC") and the New York State Department of Financial Services ("NYSDFS"). Each of these agencies issues regulations and requires the filing of reports describing the activities and financial condition of the entities under its jurisdiction. Likewise, such agencies conduct examinations on a recurring basis to evaluate the safety and soundness of the institutions, and to test compliance with various regulatory requirements, including: consumer protection, privacy, fair lending, the Community Reinvestment Act, the Bank Secrecy Act, sales of non-deposit investments, electronic data processing, and trust department activities. These agencies also examine and regulate the trust business of Tompkins Community Bank.

Tompkins Insurance is subject to examination and regulation by the NYSDFS and the Pennsylvania Insurance Department.

Basis of Presentation

The unaudited consolidated financial statements included in this quarterly report do not include all of the information and footnotes required by U.S. Generally Accepted Accounting Principles ("GAAP") for a full year presentation and certain disclosures have been condensed or omitted in accordance with rules and regulations of the SEC. In the application of certain accounting policies, management is required to make assumptions regarding the effect of matters that are inherently uncertain. These estimates and assumptions affect the reported amounts of certain assets, liabilities, revenues, and expenses in the unaudited consolidated financial statements. Different amounts could be reported under different conditions, or if different assumptions were used in the application of these accounting policies. The accounting policy that management considers critical in this respect is the determination of the allowance for credit losses.

In management's opinion, the unaudited consolidated financial statements reflect all adjustments of a normal recurring nature. The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for the full year ended December 31, 2024. The unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

Cash and cash equivalents in the consolidated statements of cash flow include cash and noninterest bearing balances due from banks, interest-bearing balances due from banks, and money market funds. Management regularly evaluates the credit risk associated with the

counterparties to these transactions and believes that the Company is not exposed to any significant credit risk on cash and cash equivalents.

The Company has evaluated subsequent events for potential recognition and/or disclosure, and determined that no further disclosures were required.

The consolidated financial information included herein combines the results of operations, the assets, liabilities, and shareholders' equity of the Company and its subsidiaries. Amounts in the prior periods' unaudited consolidated financial statements are reclassified when necessary to conform to the current periods' presentation. All significant intercompany balances and transactions are eliminated in consolidation.

Newly Adopted Accounting Standards

ASU No. 2023-02, "Investments - Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method."

This update will allow reporting entities to consistently account for equity investments made primarily for the purpose of receiving income tax credits or other income tax benefits. This update applies this to all reporting entities that hold (1) tax equity investments that meet the conditions for and elect to account for them using the proportional amortization method or (2) an investment in a low income housing tax credit ("LIHTC") structure through a limited liability entity that is not accounted for using the proportional amortization method and to which certain LIHTC specific guidance removed from Subtopic 323-740 has been applied. Additionally, the disclosure requirements apply to investments that generate income tax credits and other income tax benefits from a tax credit program for which the entity has elected to apply the proportional amortization method (including investments within that elected program that do not meet the conditions to apply the proportional amortization method). The amendments in this Update permit reporting entities to elect to account for their tax equity investments, regardless of the tax credit program from which the income tax credits are received, using the proportional amortization method if certain conditions are met. ASU 2023-02 is effective for fiscal years beginning after December 15, 2023 and interim periods in those years. The adoption of ASU 2023-02 on January 1, 2024 did not have a material effect on the Company's financial statements.

Transition for existing tax credits that qualify must be recognized using either a modified retrospective transition or a retrospective transition for all existing tax investments still expected to provide tax benefits and elected under ASU 2023-02 to apply the proportional amortization method. The Company has elected to treat all existing tax credit investments requiring adjustment under ASU 2023-02 using the modified retrospective method approach.

The Company currently has recorded investments in 2 separate LIHTC structures as of June 30, 2024 totaling \$2.2 million already using proportional amortization with a \$32,000

benefit recorded to income tax expense in the six months ending June 30, 2024 and \$27,000 benefit for the six months ending June 30, 2023. In addition, the Company has a historic rehabilitation tax credit that was previously recorded using the equity investment accounting method and had no residual book value or financial impact in either the current or prior year. The ASU 2023-02 day 1 adoption entry for this tax credit included the recording of a \$40,000 investment and the write-off of a \$444,000 gross timing difference (tax effective at \$111,000) with a corresponding \$71,000 reduction to retained earnings.

The Company has also elected to treat the following categories of tax credit investments under the proportional amortization method:

- LIHTC- Low Income Housing Tax Credits
- New Market Tax Credits
- Historic Rehabilitation Tax Credit
- Renewable Energy Tax Credit
- State Specific Tax Credits

Accounting Standards Pending Adoption

ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures."

The amendments in this Update improve financial reporting by requiring disclosure of incremental segment information on an annual and interim basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2024 and interim periods in those years, and its adoption is not expected to have a significant effect on our financial statements or disclosures.

ASU No. 2023-09, "Income Taxes (Topic 740) - Improvements to Income Tax Disclosures."

The amendments in this Update related to the rate reconciliation and income taxes paid disclosures improve the transparency of income

tax disclosures by requiring (1) consistent categories and greater disaggregation of information in the rate reconciliation and (2) income taxes paid disaggregated by jurisdiction. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 and interim periods in those years. Tompkins is currently evaluating the potential impact of ASU 2023-09 on our consolidated financial statements.

The Company reviews new accounting standards as issued. Management has not identified any other new standards that it believes will have a significant impact on the Company's financial statements.

Newly Adopted Accounting Standards

ASU No. 2023-02, "Investments - Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method."

This update will allow reporting entities to consistently account for equity investments made primarily for the purpose of receiving income tax credits or other income tax benefits. This update applies this to all reporting entities that hold (1) tax equity investments that meet the conditions for and elect to account for them using the proportional amortization method or (2) an investment in a low income housing tax credit ("LIHTC") structure through a limited liability entity that is not accounted for using the proportional amortization method and to which certain LIHTC specific guidance removed from Subtopic 323-740 has been applied. Additionally, the disclosure requirements apply to investments that generate income tax credits and other income tax benefits from a tax credit program for which the entity has elected to apply the proportional amortization method (including investments within that elected program that do not meet the conditions to apply the proportional amortization method). The amendments in this Update permit reporting entities to elect to account for their tax equity investments, regardless of the tax credit program from which the income tax credits are received, using the proportional amortization method if certain conditions are met. ASU 2023-02 is effective for fiscal years beginning after December 15, 2023 and interim periods in those years. The adoption of ASU 2023-02 on January 1, 2024 did not have a material effect on the Company's financial statements.

Transition for existing tax credits that qualify must be recognized using either a modified retrospective transition or a retrospective transition for all existing tax investments still expected to provide tax benefits and elected under ASU 2023-02 to apply the proportional amortization method. The Company has elected to treat all existing tax credit investments requiring adjustment under ASU 2023-02 using the modified retrospective method approach.

The Company currently has recorded investments in 2 separate LIHTC structures as of June 30, 2024 totaling \$2.2 million already using proportional amortization with a \$32,000 benefit recorded to income tax expense in the six months ending June 30, 2024 and \$27,000 benefit for the six months ending June 30, 2023. In addition, the Company has a historic rehabilitation tax credit that was previously recorded using the equity investment accounting method and had no residual book value or financial impact in either the current or prior year. The ASU 2023-02 day 1 adoption entry for this tax credit included the recording of a \$40,000 investment and the write-off of a \$444,000 gross timing difference (tax effective at

\$111,000) with a corresponding \$71,000 reduction to retained earnings.

The Company has also elected to treat the following categories of tax credit investments under the proportional amortization method:

•

LIHTC- Low Income Housing Tax Credits

•

New Market Tax Credits

•

Historic Rehabilitation Tax Credit

•

Renewable Energy Tax Credit

•

State Specific Tax Credits

Accounting Standards Pending Adoption

ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures."

The amendments in this Update improve financial reporting by requiring disclosure of incremental segment information on an annual and interim basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2024 and interim periods in those years, and its adoption is not expected to have a significant effect on our financial statements or disclosures.

ASU No. 2023-09, "Income Taxes (Topic 740) - Improvements to Income Tax Disclosures."

The amendments in this Update related to the rate reconciliation and income taxes paid disclosures improve the transparency of income tax disclosures by requiring (1) consistent categories and greater disaggregation of information in the rate reconciliation and (2) income taxes paid disaggregated by jurisdiction. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 and interim periods in those years. Tompkins is currently evaluating the potential impact of ASU 2023-09 on our consolidated financial statements.

	114,808		\$	60		\$	4,982		\$	109,886		\$	109,886
			Obligations of U.S. Government sponsored entities			442,952			2,937			23,212	422,677
Obligations of U.S. states and political subdivisions			88,563										

[illegible]

		663,940			
			U.S. corporate debt securities	2,500	
					0
					133
					2,367
			Total available-for-sale debt securities		
			\$		
			1,463,965		
			\$		
			4,110		

bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">150,617</td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,317,458</td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div></div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:49.192%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.326%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.326%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.326%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.330%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="12" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Available-for-Sale Debt Securities</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">December 31, 2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Amortized
Cost</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross
Unrealized
Gains</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross
Unrealized
Losses</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid

\$	U.S. Treasuries	\$
114,418		\$
495		\$
5,009		\$
109,904		\$
Obligations of U.S. Government sponsored entities		472,286
		6,449
		22,277
		456,458

Obligations of U.S. states and political subdivisions	89,999	2	8,077	81,924
Mortgage-backed securities – residential, issued by				
U.S. Government agencies	49,976	8	4,744	45,240
U.S. Government sponsored entities	819,303			

	2,422 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100,895 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">720,830 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">U.S. corporate debt securities</td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,500 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">206 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,294 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Total available for sale debt securities</td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,548,482</td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times	

9,376

141,208

1,416,650

Held-to-Maturity Debt Securities

The following tables summarize held-to-maturity debt securities held by the Company at

	June 30, 2024	December 31, 2023
Held-to-Maturity Debt Securities		
June 30, 2024		

family: 'Times New Roman', sans-serif; font-size: 10pt; font-weight: 700; line-height: 100%;>Amortized Cost</td><td colspan="3" style="border-top: 1pt solid #000; padding: 2px 1pt; text-align: center; vertical-align: bottom">Gross Unrealized Gains</td><td colspan="3" style="border-top: 1pt solid #000; padding: 2px 1pt; text-align: center; vertical-align: bottom">Gross Unrealized Losses</td><td colspan="3" style="border-top: 1pt solid #000; padding: 2px 1pt; text-align: center; vertical-align: bottom">Fair Value</td></tr><tr><td colspan="3" style="border-top: 1pt solid #000; padding: 2px 1pt; text-align: left; vertical-align: bottom">(In thousands)</td><td colspan="3" style="border-top: 1pt solid #000; padding: 0 1pt"></td><td colspan="3" style="border-top: 1pt solid #000; padding: 0 1pt"></td><td colspan="3" style="border-top: 1pt solid #000; padding: 0 1pt"></td></tr><tr><td colspan="3" style="background-color: #cceeef; padding: 2px 1pt; text-align: left; vertical-align: bottom">U.S. Treasuries</td><td colspan="3" style="background-color: #cceeef; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom">\$</td><td colspan="3" style="background-color: #cceeef; padding: 2px 0; text-align: right; vertical-align: bottom">86,157</td><td colspan="3" style="background-color: #cceeef; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #cceeef; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom">\$</td><td colspan="3" style="background-color: #cceeef; padding: 2px 0; text-align: right; vertical-align: bottom">0</td><td colspan="3" style="background-color: #cceeef; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #cceeef; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom">\$</td><td colspan="3" style="background-color: #cceeef; padding: 2px 0; text-align: right; vertical-align: bottom">12,181</td><td colspan="3" style="background-color: #cceeef; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #cceeef; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom">\$</td><td colspan="3" style="background-color: #cceeef; padding: 2px 0; text-align: right; vertical-align: bottom">73,976</td><td colspan="3" style="background-color: #cceeef; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td></tr><tr><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt; text-align: left; vertical-align: bottom">Obligations of U.S. Government sponsored entities</td><td colspan="2" style="background-color: #ffffff; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom"><span style="color: #000000; font-		

226,273		0		35,661		190,612			
Total held-to-maturity debt securities			\$			312,430			
						\$			
						\$			
						0			
						\$			
						\$			
						\$			
						\$			
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[illegible]

[illegible]

312,401	
\$	
0	
44,946	
\$	
267,455	
\$	

The Company may from time to time sell debt securities from its available-for-sale portfolio. Realized gains on sales of available-for-sale debt securities were \$0 for both the three and six months ended June 30, 2024 and June 30, 2023. Realized losses on sales of available-for-sale debt securities were \$0 for the three and six months ended June 30, 2024, and \$7.1 million for both the three and six months ended June 30, 2023. There were no sales of available-for-sale debt securities during the three and six months ended June 30, 2024, compared to \$80.9 million of available-for-sale debt securities sold during the three and six months ended June 30, 2023. Sales of available-for-sale debt securities were the result of general investment portfolio, interest rate risk and

balance sheet management. Proceeds from the sale of available-for-sale debt securities were \$0 for the three and six months ended June 30, 2024 and \$73.8 million for the three and six months ended June 30, 2023. The Company's investment portfolio includes callable securities that may be called prior to maturity. There were no realized gains or losses on called available-for-sale debt securities for both the three and six months ended June 30, 2024 and June 30, 2023. The Company also recognized net losses of \$6,100 and \$20,400 for the three and six months ended June 30, 2024, respectively, compared to net losses of \$12,000 and net gains of \$1,000 for the three and six months ended June 30, 2023, respectively, on equity securities, reflecting the change in fair value.

The following table summarizes available-for-sale debt securities that had unrealized losses at June 30, 2024, and December 31, 2023:

	June 30, 2024	December 31, 2023
Amortized cost	\$1,000	\$1,000
Unrealized losses	\$1,000	\$1,000
Fair value	\$0	\$0
Total	\$1,000	\$1,000

Less than 12 Months

[illegible]

	\$	4,980	\$	85,632	4,982	Obligations of U.S. Government sponsored entities			29,993	14	214,490	23,198	244,483	23,212

Obligations of U.S. states and political subdivisions	2,236	8	76,125	10,080	78,361	10,088
Mortgage-backed securities - residential, issued by						
U.S. Government agencies	0					

[illegible]

[illegible]

	958,132																
			December 31, 2023			Less than 12 Months						12 Months or Longer					

Total			
(In thousands)			
Fair Value			
Unrealized Losses			
Fair Value			
Unrealized Losses			
Fair Value			
Unrealized Losses			
Fair Value			
Unrealized Losses			
U.S. Treasuries			
\$			
0			
\$			
0			
\$			
65,663			

	\$		
5,009			
	\$		
65,663			
5,009			
Obligations of U.S.			
14,453			
110			
220,913			
22,167			
235,366			
22,277			

[illegible]

4,740			44,909			4,744		
U.S. Government sponsored entities			5,659			66		
609,456			100,829			615,115		
100,895			U.S. corporate debt securities			0		
0			2,294			206		
2,294								

[illegible]

[illegible]

Unrealized Losses		
Fair Value		
Unrealized Losses		
Fair Value		
Unrealized Losses		
U.S. Treasuries		
\$		
0		
\$		
0		
\$		
73,976		
\$		
12,181		
\$		

			73,976		
			12,181		
Obligations of U.S. Government sponsored entities			0		
			0		
			0		
			190,612		
			35,661		
			190,612		
			35,661		
			Total held-to-maturity debt securities		
			0		

	\$	0	264,588	47,842	264,588	47,842

</											

[illegible]

[illegible]

267,455	\$	44,946	\$	267,455	\$	44,946

The Company evaluates available-for-sale debt securities for expected credit losses ("ECL") in unrealized loss positions at each measurement date to determine whether the decline in the fair value below the amortized cost basis (impairment) is due to credit-related factors or noncredit-related factors.

Factors that may be indicative of ECL include, but are not limited to, the following:

-

Extent to which the fair value is less than the amortized cost basis.

Adverse conditions specifically related to the security, an industry, or geographic area (changes in technology, business practice).

Payment structure of the debt security with respect to underlying issuer or obligor.

Failure of the issuer to make scheduled payment of principal and/or interest.

Changes to the rating of a security or issuer by a nationally recognized statistical rating organization.

Changes in tax or regulatory guidelines that impact a security or underlying issuer.

For available-for-sale debt securities in an unrealized loss position, the Company evaluates the securities to determine whether the decline in the fair value below the amortized cost basis (technical impairment) is the result of changes in interest rates or reflects a fundamental change in the credit worthiness of the underlying issuer.

Any impairment that is not credit related is recognized in other comprehensive income (loss), net of applicable taxes.

Credit-related impairment is recognized as an allowance for credit losses ("ACL") on the Consolidated Statements of Condition, limited to the amount by which the amortized cost basis exceeds the fair value, with a corresponding adjustment to earnings.

Both the ACL and the adjustment to net income may be reversed if conditions change.

Management measures expected credit losses on held-to-maturity debt securities on a collective basis by major security type with each type sharing similar risk characteristics and considers historical credit loss information that is adjusted for current conditions and

reasonable and supportable forecasts. Management has made the accounting policy election to exclude accrued interest receivable on held-to-maturity debt securities from the estimate of credit losses. As of June 30, 2024, the held-to-maturity portfolio consisted of U.S. Treasury securities and securities issued by U.S. government-sponsored enterprises, including the Federal National Mortgage Agency, the Federal Home Loan Bank ("FHLB") and the Federal Farm Credit Banks Funding Corporation. U.S. Treasury securities are backed by the full faith and credit of and/or guaranteed by the U.S. government, and it is expected that the securities will not be settled at prices less than the amortized cost bases of the securities. Securities issued by U.S. government agencies or U.S. government-sponsored enterprises carry the explicit and/or implicit guarantee of the U.S. government, are widely recognized as "risk-free," and have a long history of zero credit loss. As such, the Company did not record an allowance for credit losses for these securities as of June 30, 2024 or December 31, 2023.

The gross unrealized losses reported for residential mortgage-backed securities relate to investment securities issued by U.S. government sponsored entities such as Federal National Mortgage Association, Federal Home Loan Mortgage Corporation, and

U.S. government agencies such as Government National Mortgage Association. The total gross unrealized losses, shown in the tables above, were primarily attributable to changes in interest rates and levels of market liquidity, relative to when the investment securities were purchased, and not due to the credit-related quality of the investment securities.

The Company does not have the intent to sell these securities and does not believe it is more likely than not that the Company will be required to sell these securities before a recovery of amortized cost.

The amortized cost and estimated fair value of debt securities by contractual maturity are shown in the following table. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. Mortgage-backed securities are shown separately since they are not due at a single maturity date.

June 30, 2024						(In thousands)	
						Amortized Cost	
(In thousands)			Amortized Cost			(In thousands)	

Fair Value		
Available-for-sale debt securities:		
Due in one year or less	\$	145,289
	\$	143,154
Due after one year through five years		
	246,804	
Due after five years through ten years		
	234,401	
		218,769
Due after ten years		
		22,329

[illegible]

[illegible]

New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">296,279			
Due after five years through ten years			Due after five years through ten years
			245,617
233,569			
Due after ten years			Due after ten years
			27,251
22,082			
Total			Total
			679,203
650,580			
Mortgage-backed securities			Mortgage-backed securities
			869,279
766,070			

Total available for sale debt securities			
\$	1,548,482		
\$	1,416,650		

June 30, 2024						(In thousands)		
Amortized Cost			Fair Value					
Held-to-maturity debt securities:								
Due after five years through ten years								

	\$	312,430		\$	264,588	
Total held-to-maturity debt securities						
	\$	312,430		\$	264,588	
December 31, 2023						
(In thousands)						
Total						

Amortized Cost			
Fair Value			
Held-to-maturity debt securities:			
Due after five years through ten years			
\$			
312,401			
\$			
267,455			
Total held-to-maturity debt securities			
\$			
312,401			
267,455			

The Company also holds non-marketable Federal Home Loan Bank of New York ("FHLBNY") stock and non-marketable Atlantic Community Bankers Bank ("ACBB") stock, all of which are required to be held for regulatory purposes and for borrowing availability. The required investment in FHLB stock is tied to the Company's borrowing levels with the FHLB. Holdings of FHLBNY stock and ACBB stock totaled \$41.3 million and \$95,000, respectively, at June 30, 2024. These securities are carried at par, which is also cost. The FHLBNY continues to pay dividends and repurchase stock. Quarterly, we evaluate our investment in the FHLB for impairment. We evaluate recent and long-term operating performance, liquidity, funding and capital positions, stock repurchase history, dividend history and impact of legislative and regulatory changes. Based on our most recent evaluation, as of June 30, 2024, we determined that no impairment write-downs were required.

The following tables summarize available-for-sale debt securities held by the Company at June 30, 2024 and December 31, 2023:

Available-for-Sale Debt Securities	June 30, 2024	December 31, 2023
Amortized Cost	\$1,000,000	\$1,000,000
Gross Unrealized Gains	\$10,000	\$10,000
Gross Unrealized Losses	\$0	\$0
Fair Value	\$1,010,000	\$1,010,000

(In thousands)

U.S. Treasuries		
\$	114,808	
\$		
	60	
\$		
	4,982	
\$	109,886	
Obligations of U.S. Government sponsored entities		
	442,952	
	2,937	
	23,212	
	422,677	

Obligations of U.S. states and political subdivisions	88,563	1	10,088	78,476
Mortgage-backed securities – residential, issued by				
U.S. Government agencies	45,419	4	5,311	40,112
U.S. Government sponsored entities	769,723			

</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,108 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">106,891 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">663,940 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">U.S. corporate debt securities</td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,500 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">133 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,367 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Total available for sale debt securities</td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,463,965 </td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times

New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">\$
 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,110 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">150,617 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,317,458 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div> </div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:49.192%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.326%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.326%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.326%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.330%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="12" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Available-for-Sale Debt Securities</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">December 31, 2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Amortized
Cost</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross
Unrealized
Gains</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">

height:100%">Gross Unrealized Losses			Fair Value		
(In thousands)					
U.S. Treasuries			\$		
114,418			\$		
495			\$		
5,009			\$		
109,904			\$		
472,286			\$		
6,449			\$		
Obligations of U.S. Government sponsored entities					
472,286					
6,449					

22,277	456,458	
Obligations of U.S. states and political subdivisions	89,999	2
8,077	81,924	
Mortgage-backed securities – residential, issued by		
U.S. Government agencies	49,976	8
	4,744	

height:100%">45,240 </td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. Government sponsored entities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">819,303 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,422 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100,895 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">720,830 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">U.S. corporate debt securities</td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,500 </td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0 </td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">206 </td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,294 </td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Total available-for-sale debt securities</td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid

[illegible]

Held-to-Maturity Debt Securities			June 30, 2024		
Amortized			Cost		
Gross			Unrealized		
Gross			Unrealized		
Gross			Unrealized		
Fair Value					
(In thousands)					
U.S. Treasuries					
\$					
86,157					
\$					
0					
\$					
12,181					
\$					
73,976					

			Obligations of U.S. Government sponsored entities			226,273		0		35,661		190,612	
			Total held-to-maturity debt securities			\$		312,430				0	

bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">47,842 </td>

\$</td>	264,588 </td>										
</td></tr>	</table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%">										
</td>	</td>	</td>	</td>	</td>	</td>	</td>	</td>	</td>	</td>	</td>	</td>
</td>			Held-to-Maturity Debt Securities</td>								
December 31, 2023</td>			Amortized Cost</td>								
Gross Unrealized Gains</td>			Gross Unrealized Losses</td>								
Fair Value</td>			</tr>								
(In thousands)</td>			</td>								
</td>			</td>								
</td>			</td>								
<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-											

[illegible]

Total held-to-maturity debt securities	\$	312,401	0	44,946	267,455

The following table summarizes held-to-maturity debt securities that had unrealized losses at June 30, 2024 and December 31, 2023:

[illegible]

[illegible]

190,612		35,661		190,612		35,661	

[illegible]

(In thousands)		
Fair Value	Unrealized Losses	Fair Value
Unrealized Losses	Fair Value	Unrealized Losses
Fair Value	Unrealized Losses	Fair Value
Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasuries	\$	0
0	0	0
\$	75,215	\$
75,215		

[illegible]

[illegible]

weight:700;line-height:100%">267,455 </td><td style="background-color:#cceeef;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">44,946 </td><td style="background-color:#cceeef;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>86157000012181000739760002262730000356610001906120003124300000476100-20400-120001000<div style="text-align:justify">The following table summarizes available-for-sale debt securities that had unrealized losses at June 30, 2024, and December 31, 2023:</div><div style="text-align:justify">
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:33.987%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.718%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.718%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.718%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.718%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.723%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">June 30, 2024</td><td colspan="6" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Less than 12 Months</td><td colspan="6" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">12 Months or Longer</td><td colspan="6" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3">

			Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value
U.S. Treasuries	\$	19,876						
		2						
		65,756						
		4,980						

[illegible]

[illegible]

39,801	5,311	U.S. Government sponsored entities	14,318	257	559,593	106,634	573,911	106,891	U.S. corporate debt securities	0	0	2,367

133	2,367	133
Total available-for-sale debt securities		
\$	66,423	
281	958,132	150,336

Roman', sans-serif; font-size: 10pt; font-weight: 400; line-height: 100%"></td>
 <td style="background-color: #ffffff; border-bottom: 1pt solid #000; border-top: 1pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td>
 <td style="background-color: #ffffff; border-bottom: 1pt solid #000; border-top: 1pt solid #000000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom">\$</td><td style="background-color: #ffffff; border-bottom: 1pt solid #000; border-top: 1pt solid #000000; padding: 2px 0; text-align: right; vertical-align: bottom">1,024,555</td>
 <td style="background-color: #ffffff; border-bottom: 1pt solid #000; border-top: 1pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td>
 <td style="background-color: #ffffff; border-bottom: 1pt solid #000; border-top: 1pt solid #000000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom">\$</td><td style="background-color: #ffffff; border-bottom: 1pt solid #000; border-top: 1pt solid #000000; padding: 2px 0; text-align: right; vertical-align: bottom">150,617</td>
 <td style="background-color: #ffffff; border-bottom: 1pt solid #000; border-top: 1pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td>
 </tr></table></div><div><table style="border-collapse: collapse; display: inline-table; margin-bottom: 5pt; vertical-align: text-bottom; width: 100.000%"><tr><td style="width: 1.0%"></td><td style="width: 33.987%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 9.718%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 9.718%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 9.718%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 9.718%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 9.723%"></td><td style="width: 0.1%"></td></tr><tr><td colspan="3" style="border-top: 1pt solid #000000; padding: 2px 1pt; text-align: left; vertical-align: bottom">December 31, 2023</td><td colspan="6" style="border-top: 1pt solid #000000; padding: 2px 1pt; text-align: center; vertical-align: bottom">Less than 12 Months</td><td colspan="6" style="border-top: 1pt solid #000000; padding: 2px 1pt; text-align: center; vertical-align: bottom">12 Months or Longer</td><td colspan="6" style="border-top: 1pt solid #000000; padding: 2px 1pt; text-align: center; vertical-align: bottom">Total</td></tr><tr><td colspan="3" style="border-top: 1pt solid #000000; padding: 2px 1pt; text-align: left; vertical-align: bottom">(In thousands)</td><td colspan="3" style="border-top: 1pt solid #000000; padding: 2px 1pt; text-align: center; vertical-align: bottom">Fair Value</td><td colspan="3" style="border-top: 1pt solid #000000; padding: 2px 1pt; text-align: center; vertical-align: bottom"><span style="color: #000000; font-family: 'Times New Roman', sans-

[illegible]

65,663		
\$		
5,009		
Obligations of U.S. Government sponsored entities		
14,453		
110		
220,913		
22,167		
235,366		
22,277		
Obligations of U.S. states and political subdivisions		
10,572		
106		

69,601		7,971		80,173		8,077	
Mortgage-backed securities--residential, issued by							
U.S. Government agencies			1,145			4	
						43,764	
						4,740	
						44,909	
						4,744	
U.S. Government sponsored							

entities			5,659	66	609,456	100,829	615,115	100,895	U.S. corporate debt securities	0	2,294	206	2,294	206	Total available-for-sale debt securities

[illegible]

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">141,208 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>

</div>1987600020006575600049800008563200049820002999300014000214490000

234,188		
Due after five years through ten years	234,401	
218,769		
Due after ten years	22,329	
Total		
648,823		
613,406		
Mortgage-backed securities		
815,142		

		704,052
Total available-for-sale debt securities	\$	1,463,965
		\$
Amortized Cost		\$
Fair Value		
Available-for-sale debt securities:		
Due in one year or less		

	\$	99,242		\$	98,650
Due after one year through five years			307,093		
Due after five years through ten years			245,617		
			233,569		
Due after ten years			27,251		
			22,082		
Total					

679,203					
650,580					
Mortgage-backed securities					
869,279					
766,070					
Total available-for-sale debt securities					
\$					
1,548,482					
\$					
1,416,650					

width:1.0%					
width:71.122%					
width:0.1%					
width:12.788%					
width:0.1%					
width:1.0%					
width:12.790%					
width:0.1%					

June 30, 2024		
(In thousands)		
Amortized Cost	Fair Value	
Held-to-maturity debt securities:		
Due after five years through ten years		
	\$	
	312,430	
	\$	
	264,588	
Total held-to-maturity debt securities		
	\$	
	312,430	

[illegible]

[illegible]

	\$	92,965		\$	101,211	
Commercial and industrial other					773,767	
PPP loans			254		404	
Subtotal commercial and industrial					866,986	

New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">823,505 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Commercial real estate</td><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Construction</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">337,361 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">303,406 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Agriculture</td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">210,168 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">221,670 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Commercial real estate other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,664,214 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,587,591 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Subtotal commercial real estate</td><td colspan="2" style="background-color:#cceeef;border-top:1pt solid

[illegible]

#000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,561,591 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Consumer and other</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Indirect</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">461</td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">841</td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Consumer and other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">102,591</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">96,942</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Subtotal consumer and other</td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">103,052</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">97,783</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"><span

Leases		
13,429		
15,383		
Total loans and leases		
5,766,682		
5,610,929		
Less: unearned income and deferred costs and fees		
(4,818)		
(4,994)		
Total loans and leases, net of unearned income and deferred costs and fees		
\$	5,761,864	

family: 'Times New Roman', sans-serif; font-size: 10pt; font-weight: 400; line-height: 100%"; </td><td style="background-color: #e6e6ff; border-bottom: 1pt solid #000; border-top: 1pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td style="background-color: #e6e6ff; border-bottom: 1pt solid #000; border-top: 1pt solid #000000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom">\$</td><td style="background-color: #e6e6ff; border-bottom: 1pt solid #000; border-top: 1pt solid #000000; padding: 2px 0; text-align: right; vertical-align: bottom">5,605,935</td><td style="background-color: #e6e6ff; border-bottom: 1pt solid #000; border-top: 1pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td></tr></table></div><div style="text-align: justify">The Company has adopted comprehensive lending policies, underwriting standards and loan review procedures. Management reviews these policies and procedures on a regular basis. The Company discussed its lending policies and underwriting guidelines for its various lending portfolios in Note 3 - "Loans and Leases" in the Notes to Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. There have been no significant changes in these policies and guidelines since the date of that report. As such, these policies are reflective of new originations as well as those balances held at December 31, 2023. The Company's Board of Directors approves the lending policies at least annually. The Company recognizes that exceptions to policy guidelines may occasionally occur and has established procedures for approving exceptions to these policy guidelines. Management has also implemented reporting systems to monitor loan origination, loan quality, concentrations of credit, loan delinquencies and nonperforming loans and potential problem loans.</div><div style="text-align: justify"></div><div style="text-align: justify">Loans are considered past due if the required principal and interest payments have not been received as of the date such payments are due. Generally loans are placed on nonaccrual status if principal or interest payments become 90 days or more past due and/or management deems the collectability of the principal and/or interest to be in question as well as when required by regulatory agencies. When interest accrual is discontinued, all unpaid accrued interest is reversed. Payments received on loans on nonaccrual are generally applied to reduce the principal balance of the loan. Loans are generally returned to accrual status when all the principal and interest amounts due are brought current, the borrower has established a payment history, and future payments are reasonably assured. When management determines that the collection of principal in full is not probable, management will charge-off a partial amount or full amount of the loan balance. Management considers specific facts and circumstances relative to each individual credit in making such a determination. For residential and consumer loans, management uses specific regulatory guidance and thresholds for determining charge-offs.</div><div style="text-align: justify"></div><div style="text-align: justify">The below tables are an age analysis of past due loans, segregated by class of loans, as of June 30, 2024 and December 31, 2023:</div><div style="text-align: justify"></div><div><table style="border-

	\$	0	\$	0	\$	92,965			Commercial and industrial other	562		95		2,116	

[illegible]

[illegible]

[illegible]

[illegible]

Home equity	694	72	1,833	2,599	191,497	194,096
Mortgages	1,602	444	7,060	9,106	1,368,270	

New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">1,377,376					
Subtotal residential real estate			2,296		
516			8,893		
11,705			1,559,767		
1,571,472			Consumer and other		
Indirect			5		

11	
6	22
439	461
Consumer and other	
350	169
326	845
101,746	102,591
Subtotal consumer and other	

[illegible]

13,429	13,429															
Total loans and leases			4,402		884		52,930		58,216		5,708,466		5,766,682		Less: unearned income and deferred costs and fees	
Total loans and leases			Less: unearned income and deferred costs and fees		Total loans and leases		Less: unearned income and deferred costs and fees		Total loans and leases		Less: unearned income and deferred costs and fees		Total loans and leases		Less: unearned income and deferred costs and fees	

0			
0			
0			
0			
(4,818)			
(4,818)			
Total loans and leases, net of unearned income and deferred costs and fees			
\$			
4,402			
\$			
884			

	\$	52,930		\$	58,216		\$	5,703,648		\$	5,761,864

	\$	5,761,864		\$	5,703,648		\$	58,216		\$	52,930

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

	2,562,245		
	2,587,591		
Subtotal commercial real estate			
	351		
	0		
	25,056		
	25,407		
	3,087,260		
	3,112,667		
Residential real estate			

Home equity	466	211	1,968	2,645	185,671
Mortgages	1,353	6,916	111	8,380	1,364,895

Subtotal residential real estate		
1,373,275	1,819	322
8,884	11,025	1,550,566
1,561,591	Consumer and other	
Indirect		
Total		

[illegible]

Subtotal consumer and other		
309	133	281
723	97,060	97,783
Leases		
0	0	0
0	0	0
0	0	0
0	0	0

	15,383	
	15,383	
Total loans and leases		
	2,868	
	1,342	
	36,345	
	40,555	
	5,570,374	
	5,610,929	

Less:	0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0			0		

1,342	36,345	40,555	5,565,380	5,605,935

The following tables present the amortized cost basis of loans on nonaccrual status and the amortized cost basis

[illegible]

[illegible]

Commercial real estate other		
40,406		
43,967		
0		
Subtotal commercial real estate		
40,406		
44,104		
0		
Residential real estate		
Home equity		
0		
3,470		

[illegible]

22	0		
Consumer and other			0
195			215
Subtotal consumer and other			0
217			215
Total loans and leases			\$

	40,450										
			December 31, 2023								
			(In thousands)								
			Nonaccrual Loans and Leases with no ACL								
			Nonaccrual Loans and Leases								
			Loans and Leases Past Due Over 89 Days and Accruing								

Loans and Leases		
Commercial and industrial		
Commercial and industrial other		
\$		
0		
\$		
2,253		
\$		
0		
Subtotal commercial and industrial		
0		
2,273		
0		

Commercial real estate		
Agriculture		
0		
170		
0		
Commercial real estate other		
42,038		
44,280		
0		
Subtotal commercial real estate		
42,038		

	44,450		
Residential real estate			
Home equity	0		
Mortgages	11,942		
Subtotal residential real estate	0		

[illegible]

[illegible]

The Company recognized \$0 of interest income on nonaccrual loans during the three and six months ended June 30, 2024 and 2023.

	Loans and leases at June 30, 2024	and December 31, 2023 were as follows:
	(In thousands)	
	06/30/2024	12/31/2023
Commercial and industrial	\$92,965	\$101,211
Commercial and industrial other	\$773,767	\$773,767

[illegible]

Agriculture			210,168	221,670
Commercial real estate other			2,664,214	2,587,591
Subtotal commercial real estate			3,211,743	3,112,667
Residential real estate				
Home equity				

194,096		
188,316		
Mortgages		
1,377,376		
1,373,275		
Subtotal residential real estate		
1,571,472		
1,561,591		
Consumer and other		
Indirect		
461		
841		

			Consumer and other	102,591
			96,942	
			Subtotal consumer and other	103,052
			97,783	
			Leases	13,429
			15,383	
			Total loans and leases	5,766,682

Less: unearned income and deferred costs and fees			(4,818)
			(4,994)
Total loans and leases, net of unearned income and deferred costs and fees			\$
			5,761,864
			\$
			5,605,935

92965000101211000773767000721890000254000404000866986000823505004818000-499400057618640005605935000

The below tables are an age analysis of past due loans, segregated by class of loans, as of June 30, 2024 and December 31, 2023:

[illegible]

[illegible]

2,773	770,994		773,767	
PPP loans 0 0 0 0 254 254				
Subtotal commercial and industrial 562 95				

[illegible]

[illegible]

[illegible]

Home equity	694	72	1,833	2,599	191,497	194,096	Mortgages	1,602	444	7,060	9,106	1,368,270

[illegible]

11		
6	22	
439		
461		
Consumer and other		
350	169	
326	845	
101,746	102,591	
Subtotal consumer and other		
355		

[illegible]

	13,429	
Total loans and leases		
	4,402	
	884	
	52,930	
	58,216	
	5,708,466	
	5,766,682	
Less: unearned income and deferred costs and fees		

0	0	0
(4,818)	(4,818)	
Total loans and leases, net of unearned income and deferred costs and fees		
\$	4,402	
\$	884	

[illegible]

December 31, 2023		
(In thousands)	30-59 Days	60-89 Days
	90 Days or More	Total Past Due
	Current Loans	Total Loans
Loans and Leases		
Commercial and industrial		
Agriculture	\$	0

[illegible]

[illegible]

top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid
#000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">3,400 </td><td style="background-
color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="2" style="background-
color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">820,105 </td><td style="background-color:#ffffff;border-
top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid
#000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">823,505 </td><td style="background-
color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3"
style="background-color:#cceeef;border-top:1pt solid #000;padding:2px 1pt;text-
align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Commercial real estate</td><td colspan="3"
style="background-color:#cceeef;border-top:1pt solid #000;padding:0 1pt"></td>
<td colspan="3" style="background-color:#cceeef;border-top:1pt solid
#000;padding:0 1pt"></td><td colspan="3" style="background-
color:#cceeef;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3"
style="background-color:#cceeef;border-top:1pt solid #000;padding:0 1pt"></td>
<td colspan="3" style="background-color:#cceeef;border-top:1pt solid
#000;padding:0 1pt"></td><td colspan="3" style="background-
color:#cceeef;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td
colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 5.5pt;text-
align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Construction</td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">0 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">0
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">0 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">0
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">303,406 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times

New Roman'		
303,406		
Agriculture		
61		
0		
0		
0		
61		
221,609		
221,670		
Commercial real estate other		
290		
0		
25,056		
25,346		

2,562,245			
Subtotal commercial real estate		351	
25,056		25,407	
3,087,260		3,112,667	
Residential real estate			
25,587,591			

	Home equity	466	211	1,968	2,645	185,671	188,316
Mortgages	1,353	111	6,916	8,380	1,364,895		

1,373,275		
Subtotal residential real estate		
1,819		
322		
8,884		
11,025		
1,550,566		
1,561,591		
Consumer and other		
Indirect		
7		

[illegible]

[illegible]

15,383		
15,383		
Total loans and leases		
2,868		
1,342		
36,345		
40,555		
5,570,374		
5,610,929		

Less:		
unearned income and deferred costs and fees		
0		
0		
0		
(4,994)		
Total loans and leases, net of unearned income and deferred costs and fees		
\$		
2,868		
\$		

[illegible]

[illegible]

[illegible]

align:bottom">0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Commercial real estate other</td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40,406 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43,967 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Subtotal commercial real estate</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40,406 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,104 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 1pt 2px 1.75pt;text-align:left;vertical-align:bottom">Residential real estate</td><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Home equity</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"></td></tr></table>

3,470		
0		
Mortgages		
0		
11,541		
0		
Subtotal residential real estate		
0		
15,011		
0		
Consumer and other		
Indirect		

[illegible]

\$

December 31, 2023									(In thousands)		
Nonaccrual Loans and Leases with no ACL			Nonaccrual Loans and Leases								

New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Loans and Leases Past Due Over 89 Days and Accruing</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Loans and Leases</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Commercial and industrial</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 5.5pt;text-align:left;vertical-align:bottom">Commercial and industrial other</td><td colspan="3" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#cceeef;padding:2px 0;text-align:right;vertical-align:bottom">0</td><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#cceeef;padding:2px 0;text-align:right;vertical-align:bottom">0</td><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Subtotal commercial and industrial</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,273</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>

[illegible]

[illegible]

New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Subtotal
residential real estate</td><td colspan="2" style="background-
color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">0
</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px
1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2"
style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">15,172 </td><td style="background-color:#ffffff;border-
top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid
#000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">0 </td><td style="background-
color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3"
style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 1pt;text-
align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Consumer
and other</td><td colspan="3" style="background-color:#cceeef;border-
top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-
color:#cceeef;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3"
style="background-color:#cceeef;border-top:1pt solid #000000;padding:0 1pt">
</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px
5.5pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Indirect</td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">0 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">40
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">0 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td>
</tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px
5.5pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Consumer and other</td><td colspan="2"
style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">0 </td><td
style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="2" style="background-color:#cceeef;padding:2px
0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">230 </td><td style="background-color:#cceeef;padding:2px
1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2"
style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">101 </td><td

Subtotal consumer and other			0	270	101			
Total loans and leases			\$	42,038		\$	62,165	\$

101

4400029210000440002921000001370000404060004396700004040600044104

for Credit Losses

Management reviews the appropriateness of the ACL on a regular basis. Management considers the accounting policy relating to the allowance to be a critical accounting policy, given the inherent uncertainty in evaluating the levels of the allowance required to cover credit losses in the portfolio and the material effect that assumptions could have on the Company's results of operations. The Company has developed a methodology to measure the amount of estimated credit loss exposure inherent in the loan portfolio to assure that an appropriate allowance is maintained. The Company's methodology is based upon guidance provided in SEC Staff Accounting Bulletin No. 119, Measurement of Credit Losses on Financial Instruments ("CECL"), and Financial Instruments - Credit Losses and

ASC Topic 326, Financial Instruments - Credit Losses.

The Company uses a Discounted Cash Flow ("DCF") method to estimate expected credit losses for all loan segments excluding the leasing segment. For each of these loan segments, the Company generates cash flow projections at the instrument level wherein payment expectations are adjusted for estimated prepayment speed, curtailments, recovery lag, probability of default, and loss given default. The modeling of expected prepayment speeds, curtailment rates, and time to recovery are based on internal historical data.

The Company uses regression analysis of historical internal and peer data to determine suitable loss drivers to utilize when modeling lifetime probability of default and loss given default. This analysis also determines how expected probability of default and loss given default will react to forecasted levels of the loss drivers. For all loans utilizing the DCF method, management utilizes forecasts of national unemployment and a one year percentage change in national gross domestic product as loss drivers in the model.

For all DCF models, management has determined that four quarters represents a reasonable and supportable forecast period and reverts back to a historical loss rate over eight quarters on a straight-line basis. Management leverages economic projections from a reputable and independent third party to inform its loss driver forecasts over the four-quarter forecast period. Other internal and external indicators of economic forecasts, and scenario weightings, are also considered by management when developing the forecast metrics.

Due to the size and characteristics of the leasing portfolio, the Company uses the remaining life method, using the historical loss rate of the commercial and industrial segment, to determine the allowance for credit losses.

The combination of adjustments for credit expectations and timing expectations produces an expected cash flow stream at the instrument level. Instrument effective yield is calculated, net of the impacts of prepayment assumptions, and the instrument expected cash flows are then discounted at that effective yield to produce a net present value of expected cash flows ("NPV"). An ACL is established for the difference between the NPV and amortized cost basis.

Since the methodology is based upon historical experience and trends, current conditions, and reasonable and supportable forecasts, as well as management's judgment, factors may arise that result in different estimates. While management's evaluation of the allowance as of June 30, 2024 considers the allowance to be appropriate, under certain conditions or assumptions, the Company would need to increase or decrease the allowance. In addition, various federal and State regulatory agencies, as part of their examination process, review the Company's allowance and may require the Company to recognize additions to the allowance based on their judgements and information available to them at the time of their examinations.

Loan Commitments and Allowance for Credit Losses on Off-Balance Sheet Credit Exposures

Financial instruments include off-balance sheet credit instruments, such as commitments to make loans, and commercial letters of credit. The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for off-balance sheet loan commitments is represented by the contractual amount of those instruments. Such financial instruments are recorded when they are funded. The Company records an allowance for credit losses on off-balance sheet credit exposures, unless the commitments to extend credit are unconditionally cancellable, through a charge to credit loss expense for off-balance sheet credit exposures included in provision expense in the Company's consolidated statements of income.

The following tables detail activity in the allowance for credit losses on loans for the three and six months ended June 30, 2024 and 2023. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

	Three Months Ended June 30, 2024	Six Months Ended June 30, 2024	Three Months Ended June 30, 2023	Six Months Ended June 30, 2023
Allowance for credit losses on loans	\$10.724 million	\$10.595 million	\$10.595 million	\$10.601 million
Provision for credit losses	\$0.1 million	\$0.1 million	\$0.1 million	\$0.1 million
Net charge-offs	\$0.1 million	\$0.1 million	\$0.1 million	\$0.1 million
Recovery of previously charged-off loans	\$0.1 million	\$0.1 million	\$0.1 million	\$0.1 million
Net change in allowance	\$0.1 million	\$0.1 million	\$0.1 million	\$0.1 million
Allowance for credit losses on loans at June 30	\$10.824 million	\$10.695 million	\$10.695 million	\$10.701 million

[illegible]

[illegible]

11				1						5						130						0						147					
Provision (credit) for credit loss expense			(155)						1,091						383						551				(6)				1,864				

Ending Balance	\$	7,412
		32,559
		11,569
		1,451

[illegible]

Total					
Allowance for credit losses:					
Beginning balance					
\$					
6,316					
\$					
27,186					
\$					
10,858					
\$					
1,628					
\$					
111					
\$					
46,099					

Charge-offs	0	0
0	(169)	0
0	0	0
0	(169)	0
Recoveries	13	
(9)		
114		
78		
0		

196		
Provision (credit) for credit loss expense	356	1,791
	139	143
(10)		2,419
Ending Balance	\$	6,685
	\$	
	\$	

weight:700;line-height:100%">28,968</td><td style="background-color:#cceeef;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">11,111</td><td style="background-color:#cceeef;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,680</td><td style="background-color:#cceeef;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">101</td><td style="background-color:#cceeef;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">48,545</td><td style="background-color:#cceeef;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:27.847%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.742%"></td><td style="width:0.1%"></td><td>

[illegible]

[illegible]

[illegible]

747	(11)		2,212	
Ending Balance				
\$				
7,412				
\$				
32,559				
\$				
11,569				
\$				

[illegible]

Commercial			Residential			Consumer and Other			Finance			Leases			Total		
Allowance for credit losses:																	
Beginning balance						\$			6,039								

[illegible]

(2)		(275)			0			(277)												
Recoveries			59			1,237			178			111			0			1,585		
Provision for credit loss expense			585																	

428	(265)	486	5	1,239
Ending Balance				
\$	6,685	\$	28,968	11,111

\$

	1,680			101			48,545	

The following tables detail activity in the liabilities for off-balance sheet credit exposures for the three and six months ended June 30, 2024 and 2023:

Three Months Ended June 30,								
(In thousands)								
2024			2023					

weight:700;line-height:100%">2023</td></tr><tr><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities for off-balance sheet credit exposures at beginning of period</td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,776</td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,151</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(Credit) provision for credit loss expense related to off-balance sheet credit exposures</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">308</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(166)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities for off-balance sheet credit exposures at end of period</td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,084</td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"></td></tr></table>

2,985			
Six Months Ended June 30,			
(In thousands)			
2024	2023		
\$	2,270		
\$	2,796		
Provision for credit loss expense related to off-balance sheet credit exposures			

814

189	Liabilities for off-balance sheet credit exposures at end of period	\$	3,084
\$	\$	\$	\$
2,985			

The following tables present the amortized cost basis of collateral dependent loans, which are individually evaluated to determine expected credit losses, and the related allowance for credit losses allocated to these loans:

(In thousands)	Real Estate

[illegible]

[illegible]

New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">0
 </td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0
 </td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">42,931 </td>
<td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,634 </td>
<td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr>
</table></div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:99.561%"><tr><td style="width:1.0%"></td><td style="width:48.973%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.885%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.885%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.885%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.885%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.887%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Real Estate</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Business Assets</td>

Other			Total			ACL Allocation		
December 31, 2023								
Commercial and Industrial			\$			2,035		
			\$			0		
			\$			0		
			\$			0		
			\$			2,035		
			\$			0		
			\$			0		
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			\$			0		
			\$					

[illegible]

	\$	0		\$	44,368			\$	1,082	

Loan Modifications to Borrowers Experiencing Financial Difficulty

The Company adopted ASU 2022-02 Financial Instruments - Credit Losses (Topic 326) effective January 1, 2023. This standard eliminated the previous trouble debt restructuring accounting model and replaced it with guidance and disclosure requirements for identifying modifications to loans to borrowers experiencing financial difficulty. Modifications to borrowers experiencing financial difficulty may include interest rate reductions, principal or interest forgiveness, forbearances, term extensions, and other actions intended to minimize economic loss and to avoid foreclosure or repossession of collateral.

The following table shows the amortized cost basis at June 30, 2024 of the loans modified to borrowers experiencing financial difficulty during the six months ended June 30, 2024, disaggregated by class of financing receivable and type of concession granted:

[illegible]

[illegible]

[illegible]

	0	3,054	0
Total Commercial Real Estate	0	3,054	0.11%
Total Commercial Real Estate	0	3,054	0
	0	3,054	0

[illegible]

	490	
	0.04	%
Total Residential		
	0	
	0	
	0	
	0	
	490	
	0.03	
	%	
Consumer		

[illegible]

	0	
	0	
	0	
	0	
	0	
	0	
	0.02	
Total Loans and Leases	\$	37
	\$	3,551

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Total Consumer and Other			0	0	0
Total			\$	3,707	\$
Total			\$	0	\$

[illegible]

[illegible]

Pass		
\$	80,048	
\$		
	127,286	
\$		
	93,453	
\$		
	60,832	
\$		
	23,139	
\$		
	161,290	
\$		
	215,166	

[illegible]

Substandard

450	0	60	159	896	902	2,467	Total Commercial and Industrial - Other	\$	81,491

[illegible]

	\$	6,842	\$	773,767	Current-period gross writeoffs	\$	0	\$	0	\$	30

[illegible]

Pass			\$			0			\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$			0						\$					

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

			\$	10,935		\$	2,545		\$	2,136		\$	7,098		\$	34,149		\$	92,875		
Special Mention																					

[illegible]

[illegible]

	\$
2,586	
2,185	
	\$
7,098	
	\$
34,149	
	\$
1,787	
	\$
92,965	

[illegible]

[illegible]

	\$	251,108		\$	333,784		\$	365,517		\$	285,878		\$	1,142,016		\$	18,752		\$	12,895		\$	2,559,868

Special Mention			992	720	0	16,891	20,931	0	0	39,534	Substandard			0	0	0

New Roman	15,017		
2,126	0		
46,539	1,130		
64,812			
Total Commercial Real Estate			
\$	149,918		
\$	252,100		

height:100%">\$	349,521
367,643	302,769
1,209,486	19,882
12,895	

[illegible]

[illegible]

[illegible]

\$		
208,643		
Special Mention		
0		
0		
0		
0		
0		
0		
0		
1,344		
0		
0		
0		
1,344		
Substandard		
0		

[illegible]

	\$
38,280	
	\$
22,226	
	\$
20,484	
	\$
106,993	
	\$
3,067	
	\$
697	

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

0

\$

688

\$

8,774

\$

2,034

\$

299

\$

318,977

\$

[illegible]

[illegible]

[illegible]

[illegible]

Total Residential - Home Equity		12,141
		\$
		2,455
		\$
		2,310
		\$
		989
		\$
		550
		\$

[illegible]

[illegible]

[illegible]

	\$	534,206	\$	0		\$		0	\$		0	\$	1,365,835		
Nonperforming			0		137		390		421		1,098				

9,495		
0		
11,541		
Total Residential-Mortgages		
\$		
55,120		
\$		
136,350		
\$		
180,166		
\$		
248,059		

	\$	213,980	543,701	0	0	0	\$	1,377,376
Current-period gross writeoffs								

[illegible]

[illegible]

[illegible]

[illegible]

	\$
11,580	
	\$
10,053	
	\$
4,541	
	\$
12,739	
	\$
2,593	
	\$
0	

[illegible]

[illegible]

	\$	0		\$	0		\$	73		\$	41		\$	325		0		\$	0		\$

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

141,758		\$	212,349		\$	5,063		\$	712,383			Special Mention		915		196		222		242		79		1,287	

[illegible]

[illegible]

[illegible]

	\$	0		\$	0	29	\$	0	\$	0	\$	0

[illegible]

[illegible]

[illegible]

Total Commercial and Industrial - Agriculture		
\$	24,924	
\$	11,935	
\$	3,388	
\$	3,170	
\$	3,268	

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

	286,203		
	983,010		
	35,702		
	24,949		
	2,587,591		
Current period gross writeoffs			
			0

[illegible]

[illegible]

[illegible]

0	378	1,033	0	0	1,411	Substandard			0	0	0	0	170	46

[illegible]

[illegible]

[illegible]

\$

0		\$
0		\$
\$	0	\$
0	0	\$
0	0	\$
0	0	\$
0	0	\$
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0	0	\$
0	0	

New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">2021</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2020</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2019</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Prior</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Revolving Loans Amortized Cost Basis</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Revolving Loans Converted to Term</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total Loans</td></tr><tr><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Commercial Real Estate - Construction</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">Pass</td><td style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;padding:2px 0;text-align:right;vertical-align:bottom">9,265</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;padding:2px 0;text-align:right;vertical-align:bottom">2,793</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;padding:2px 0;text-align:right;vertical-align:bottom">8,068</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span

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\$	188,316 </td>
Current-period gross writeoffs	
\$	0
\$	0
\$	0
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[illegible]

[illegible]

	1,361,238	
Nonperforming	0	393
	329	986
	883	9,446
	0	12,037
Total Residential-Mortgages	\$	131,004

	\$	186,794	\$	256,456	\$	222,931	\$	110,477	\$	465,613	\$

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

	\$	29		16		\$	21		\$	28		\$	0		\$

[illegible]

	\$	402	\$	234		\$	0		\$	0	\$	801	
Nonperforming			0	0	0							0	

30	10	0	40	Total Consumer-Indirect			\$	0	\$	97	

	\$	68		\$	432		\$	244		0		\$	0		\$	841

[illegible]

[illegible]

Three Months Ended June 30, 2024				
(In thousands)	Commercial Real Estate	Commercial Real Estate	Residential Real Estate	Consumer and Other
	Finance Leases	Total		
Allowance for credit losses:				
Beginning balance	\$			
	\$			
	7,586			
	\$			
	31,467			
	\$			

[illegible]

Recoveries		
11		
1		
5		
130		
0		
147		
Provision (credit) for credit loss expense		
(155)		
1,091		
383		
551		
(6)		
1,864		

Ending Balance		
\$	7,412	
\$	32,559	
\$	11,569	
\$	1,451	
\$		

Three Months Ended June 30, 2023									

Commercial & Industrial	Commercial Real Estate	Residential Real Estate
Consumer and Other		

Finance			Leases					
Total								
Allowance for credit losses:								
Beginning balance								
\$								
6,316								
\$								
27,186								
\$								
10,858								
\$								
1,628								
\$								
111								
\$								
46,099								

Charge-offs		
0		
0		
0		
(169)		
0		
(169)		
0		
(169)		
Recoveries		
13		
(9)		
114		
78		
0		

196		
Provision (credit) for credit loss expense		
356		
1,791		
139		
143		
(10)		
2,419		
Ending Balance		
\$		
6,685		
\$		
\$		

28,968</td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">11,111</td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,680</td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">101</td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">48,545</td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div>
</div><div style="text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:27.847%"></td><td style="width:0.1%"></td><td style="width:1.0%">

[illegible]

[illegible]

	(1,071)	0	(1,101)
Recoveries			18
			3
			125
			218
			0
			364
Provision (credit) for credit loss expense			757
			975

(256)		747		(11)		2,212			
Ending Balance			\$			7,412			

1,451

68

53,059

Six Months Ended June 30, 2023

(In thousands)

Commercial & Industrial

Commercial			Real Estate		
Residential			Real Estate		
Consumer			and Other		
Finance			Leases		
Total					
Allowance for credit losses:					
Beginning balance					
\$					
6,039					
\$					
27,287					
\$					
11,154					
\$					
1,358					

[illegible]

	(2)	(275)	0		(277)		Recoveries	59	1,237		178	111	0	1,585	Provision for credit loss expense	585

	428		(265)		486		5		1,239		Ending Balance			\$		6,685		\$		28,968		\$		11,111

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</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:75.508%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.597%"></td><td style="width:0.1%"></td></tr><tr><td colspan="9" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Three Months Ended June 30,</td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span

	2023	
Liabilities for off-balance sheet credit exposures at beginning of period	\$	2,776
\$		
(Credit) provision for credit loss expense related to off-balance sheet credit exposures		
	308	
	(166)	
Liabilities for off-balance sheet credit exposures at end of period	\$	3,084

	\$	2,985	
Six Months Ended June 30,	(In thousands)		
2024	2023		
Liabilities for off-balance sheet credit exposures at beginning of period	\$	2,270	
	\$	2,796	
Provision for credit loss expense related to off-balance sheet credit exposures			

814		
189		
Liabilities for off-balance sheet credit exposures at end of period		
\$		
3,084		
\$		
2,985		

The following tables present the amortized cost basis of collateral dependent loans, which are individually evaluated to determine expected credit losses, and the related allowance for credit losses allocated to these loans:

			(In thousands)								

Real Estate		
Business Assets		
Other		
Total		
ACL Allocation		
June 30, 2024		
Commercial and Industrial		
\$		
337		
\$		
0		
\$		
0		
\$		
337		
\$		

	243	
Commercial Real Estate	42,594	
	0	
	0	
	42,594	
	1,391	
Total Loans and Leases	\$	
	42,931	

align:right;vertical-align:bottom">0
 </td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0
 </td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">42,931 </td>
<td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,634 </td>
<td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:99.561%"><tr><td style="width:1.0%"></td><td style="width:48.973%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.885%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.885%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.885%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.887%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Real Estate</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

0			0			22		0.02	%
Total Loans and Leases			\$			37			\$
						3,551			

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Consumer and Other					
Consumer and other			0		
Consumer and other			0		
Consumer and other			0		
Consumer and other			22		
Total Consumer and Other			0		

[illegible]

[illegible]

June 30, 2024											
(In thousands)			2024								
			2023								
			2022								
			2021								
			2020								
			Prior								
			Revolving Loans Amortized Cost Basis								
			Revolving Loans Converted to Term								
			Total Loans								
Commercial and Industrial - Other:											

[illegible]

	\$	768,056	
Special Mention			993
		801	
			171
		766	
			170
		323	
			20
		0	
			3,244
Substandard			450

[illegible]

[illegible]

[illegible]

	\$	0	\$	0	\$	0	\$	0	30	Commercial and Industrial - PPP;														

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

	\$	333,784	365,517	\$	285,878	\$	1,142,016	\$	18,752	\$	12,895	\$	2,559,868	
Special Mention					0									

	992	720	0	16,891	20,931	0	0	0	39,534	Substandard	0	0	0	15,017	2,126

[illegible]

\$	367,643
\$	302,769
\$	1,209,486
\$	19,882
\$	12,895
\$	2,664,214

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

\$

0

\$

0

\$

0

\$

0

\$

0

\$

0

\$

0

\$

0

\$

0

\$

0

\$

0

\$

0

\$

0

\$

0

\$

0

\$

	(In thousands)	2024	2023	2022	2021	2020	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total Loans										
Commercial Real Estate - Construction																				
Pass		\$																		

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

	\$	12,141	2,455	2,310	\$	989	\$	550	\$	13,454	\$	157,852	\$	875

[illegible]

	\$	12,141	2,455	\$	2,310	\$	>989	\$	550	>14,228

[illegible]

[illegible]

Residential - Mortgages								
Performing								
\$								
55,120								
\$								
136,213								
\$								
179,776								
\$								
247,638								
\$								
212,882								
\$								
534,206								

[illegible]

0			
11,541			
Total Residential Mortgages			
\$			
55,120			
\$			
136,350			
\$			
180,166			
\$			
248,059			
\$			

[illegible]

[illegible]

	\$	0		\$	0		\$	0	
Consumer - Direct									
Performing									\$
40,561									\$
20,522									
11,577									

10,053	4,540	12,574	2,569	0	102,396	Nonperforming	2	0	3

	0			1			165			24			0			195	
							Total Consumer-Direct	\$	40,563	\$			20,522	\$			11,580

[illegible]

[illegible]

[illegible]

	\$	0		\$	0		\$	73		\$	41		\$	325		\$	0		\$	0		\$	439				

[illegible]

[illegible]

[illegible]

[illegible]

Commercial and Industrial - Other:		
Pass	\$	130,993
	\$	92,335
	\$	68,030
	\$	28,237
	\$	33,618
	\$	141,758
	\$	

[illegible]

	Substandard	0	46	78	329	18	2,833	2,580	0	5,884	Total Commercial and Industrial - Other	\$

[illegible]

	215,611	
	5,063	
	721,890	
Current-period gross writeoffs		
		6
	0	
		0

[illegible]

Commercial and Industrial - Agriculture					
Pass			\$		
24,924			11,935		
\$			3,341		
\$			3,114		
\$			3,268		
\$			16,759		

[illegible]

	0	
47		
Substandard	0	
	0	
	0	
56		
	0	
	0	
8		
	1	
	0	
	65	
Total Commercial and Industrial – Agriculture		

[illegible]

[illegible]

[illegible]

Commercial and Industrial - PPP:								
Pass								
\$								
0								
\$								
0								
\$								
140								
0								
\$								

[illegible]

[illegible]

Total
Commercial and Industrial - PPP
\$
0
264
140
0
0
\$
0

[illegible]

[illegible]

[illegible]

	\$	921,201		\$	34,346			\$	24,949		\$	2,475,752	
Special Mention			0		632		0		17,133		11,422		

[illegible]

66,552		
Total Commercial Real Estate		
246,016		
\$		
333,515		
368,103		
\$		
310,093		
\$		
286,203		

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

		216
Total Commercial Real Estate - Agriculture		
\$	14,668	
\$	37,256	
\$	22,813	
\$	21,001	
\$	24,342	

	\$	94,969	
	\$	257	
	\$	6,364	
	\$	221,670	
Current-period gross writeoffs			
	\$	0	

[illegible]

[illegible]

2019								
Prior								
Revolving Loans Amortized Cost Basis								
Revolving Loans Converted to Term								
Total Loans								
Commercial Real Estate - Construction								
Pass								
\$								
9,265								
\$								
2,793								
\$								
8,068								
\$								
2,501								

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

	\$
529	
	\$
832	
	\$
8,515	
	\$
167,098	
	\$
5,837	
	\$

[illegible]

[illegible]

[illegible]

0	393	329	986	883	9,446	0	12,037
			Total Residential-				
			Mortgages				
			\$				
			131,004				
			\$				

[illegible]

[illegible]

[illegible]

Performing		
		50,295
		13,327
		\$
		11,316
		\$
		5,157
		\$
		4,037
		\$
		9,857
		\$
		2,723

[illegible]

Total Consumer-Direct		
\$	50,297	
\$	13,327	
\$	11,316	
\$	5,157	
\$	4,107	

	10,014	
	2,724	
	0	
	96,942	
Current-period gross writeoffs		
	801	
	29	

[illegible]

[illegible]

	\$	234	\$	0		\$	0		\$	801	
Nonperforming											
0								0			
0								0			
0								30			

[illegible]

[illegible]

	\$	0	\$	53	14

height:100%"></td><td style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">67</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>8004800012728600093453000608320002313900016129000021516600068420

Per Share<div style="text-align:justify"></div><div style="text-align:justify">Earnings per share in the table below, for the three and six month periods ended June 30, 2024 and 2023 are calculated under the two-class method as required by ASC Topic 260, Earnings Per Share (ASC 260). ASC 260 provides that unvested share-based payment awards that contain nonforfeitable rights to dividends are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. Prior to 2019, the Company issued restricted stock awards that contained such rights and are therefore considered participating securities. Since 2019, the Company has issued restricted stock awards that do not have nonforfeitable rights to dividends and are therefore not considered participating securities. Basic earnings per common share are calculated by dividing net income allocable to common stock by the weighted average number of common shares, excluding participating securities, during the period. Diluted earnings per common share include the dilutive effect of participating securities.</div><div style="margin-top:5pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:74.338%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.180%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.182%"></td></tr></table></div>

Three Months Ended					
(In thousands, except share and per share data)			6/30/2024		
			6/30/2023		
Basic					
Net income available to common shareholders					
\$					
			15,682		
\$					
			8,475		
Less: income attributable to unvested stock-based compensation awards					
			0		
			(8)		
Net earnings allocated to common shareholders					

15,682		
8,467		
Weighted average shares outstanding, including unvested stock-based compensation awards		
14,399,291		
14,502,161		
Less: average unvested stock-based compensation awards		
(184,717)		
(188,028)		
Weighted average shares outstanding - Basic		
14,214,574		

[illegible]

height:100%">25,052 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,654 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:bottom">Weighted average shares outstanding-Diluted</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,239,626 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,346,787 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:9pt"><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Basic EPS</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.10 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">0.59 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;border-bottom:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:bottom">Diluted EPS</td><td style="background-color:#cceeef;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-

1.10

\$	0.59

Stock-based compensation awards representing 88,913 and 60,891 of common shares during the three months ended June 30, 2024 and 2023, respectively, were not included in the computations of diluted earnings per common share because the effect on those periods would have been anti-dilutive.

			Six Months Ended					
(In thousands, except share and per share data)			6/30/2024					
			6/30/2023					
Basic								
Net income available to common shareholders			\$					
			32,554					

	\$	27,856	
Less: income attributable to unvested stock-based compensation awards		0	
	(26)		
Net earnings allocated to common shareholders		32,554	
		27,830	
Weighted average shares outstanding, including unvested stock-based compensation awards		14,402,519	
		14,511,078	

color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Less: unvested stock-based compensation awards</td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(189,277)</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(190,763)</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:bottom">Weighted average shares outstanding - Basic</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,213,242</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,320,315</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:9pt"><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Diluted</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:justify;vertical-align:bottom">Net earnings allocated to common shareholders</td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,554</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,830</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:9pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr></table>

Weighted average shares outstanding - Basic

14,213,242	14,320,315	
25,750	47,866	

Weighted average shares outstanding - Diluted

14,238,992	14,368,181	

Basic EPS

	\$	2.29		\$	1.94
Diluted EPS	\$			\$	
		2.29			1.94

Stock-based compensation awards representing approximately 39,266 and 32,036 of common shares during the six months ended June 30, 2024 and 2023, respectively were not included in the computations of diluted earnings per common share because the effect on those periods would have been anti-dilutive.

Earnings per share in the table below, for the three and six month periods ended June 30, 2024 and 2023 are calculated under the two-class method as required by ASC Topic 260, Earnings Per Share (ASC 260). ASC 260 provides that unvested share-based payment awards that contain nonforfeitable rights to dividends are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. Prior to 2019, the Company issued restricted stock awards that contained such rights and are therefore considered participating securities. Since 2019, the Company has issued restricted stock awards that do not have nonforfeitable rights to dividends and are therefore not considered participating securities. Basic earnings per common share are calculated by dividing net income allocable to common stock by the weighted average number of common shares, excluding participating securities, during the

period. Diluted earnings per common share include the dilutive effect of participating securities.

<i>Three Months Ended</i>	<i>(In thousands, except share and per share data)</i>
<i>6/30/2024</i>	<i>6/30/2023</i>
<i>Basic</i>	<i>Basic</i>
<i>Net income available to common shareholders</i>	<i>Net income available to common shareholders</i>
<i>\$</i>	<i>\$</i>
<i>15,682</i>	<i>8,475</i>
<i>\$</i>	<i>\$</i>
<i>8,475</i>	<i>Less: income attributable to unvested stock-based compensation awards</i>
<i>0</i>	<i>0</i>
<i>0</i>	<i>0</i>

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%>(8)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:bottom">Net earnings allocated to common shareholders</td><td colspan="2" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,682</td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,467</td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:9pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Weighted average shares outstanding, including unvested stock-based compensation awards</td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,399,291</td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,502,161</td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:9pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Less: average unvested stock-based compensation awards</td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(184,717)</td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(188,028)</td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 1.75pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-

Weighted average shares outstanding - Basic		
14,214,574		
14,314,133		
Diluted		
Net earnings allocated to common shareholders		
15,682		
8,467		
Weighted average shares outstanding - Basic		
14,214,574		
14,314,133		

Plus: incremental shares from assumed conversion of stock-based compensation awards</td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,052 </td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="2" style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">32,654 </td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:bottom">Weighted average shares outstanding-Diluted</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,239,626 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,346,787 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:9pt"><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Basic EPS</td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td colspan="3" style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.10 </td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td colspan="3" style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">0.59 </td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="9" style="background-color:#e6e6ff;border-bottom:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:bottom">Diluted		

[illegible]

	\$	27,856	
Less: income attributable to unvested stock-based compensation awards			0
			(26)
Net earnings allocated to common shareholders			32,554
			27,830
Weighted average shares outstanding, including unvested stock-based compensation awards			14,402,519
			14,511,078

color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Less: unvested stock-based compensation awards</td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(189,277)</td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(190,763)</td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:bottom">Weighted average shares outstanding - Basic</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,213,242</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,320,315</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:9pt"><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Diluted</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Net earnings allocated to common shareholders</td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,554</td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,830</td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:9pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr></table>

Weighted average shares outstanding – Basic			14,213,242	14,320,315
Plus: incremental shares from assumed conversion of stock-based compensation awards			25,750	47,866
Weighted average shares outstanding – Diluted			14,238,992	14,368,181
Basic EPS				

2.29

1.94

Diluted EPS

2.29	1.94	

1568200084750000800015682000846700014399291145021611847171880281 Comprehensive Income (Loss)

The following tables present reclassifications out of accumulated other comprehensive income (loss) for the three and six month periods ended June 30, 2024 and 2023:

Three Months Ended June 30, 2024

(In thousands)

Before-Tax Amount	Tax (Expense) Benefit	Net of Tax
Available-for-sale debt securities:		
Change in net unrealized (loss) gain during the period		
\$		
(1,391)		
\$		
340		
\$		
(1,051)		
Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income (loss)		
0		
0		
0		

[illegible]

[illegible]

	\$	(13,237)	
Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income			7,052
			(1,727)
			5,325
Net unrealized losses			(10,479)
			2,567
			(7,912)
Employee benefit plans:			

Amortization of net retirement plan actuarial gain (loss)		
	261	(64)
	197	
Amortization of net retirement plan prior service cost	54	(13)
	41	
Employee benefit plans	315	(77)
	238	
Other comprehensive		

[illegible]

Available-for-sale debt securities		
Change in net unrealized gain (loss) during the period		
	\$	(14,675)
	\$	3,596
	\$	(11,079)
Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income		
		0
		0
		0
Net unrealized losses		
		(14,675)

[illegible]

[illegible]

[illegible]

New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">7,052 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,727)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,325 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 1.75pt;text-align:left;vertical-align:bottom">Net unrealized gains</td><td colspan="2" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16,776 </td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,110)</td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,666 </td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:5pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Employee benefit plans:</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Amortization of net retirement plan actuarial gain</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">558 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(137) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(137) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>

421		
Amortization of net retirement plan prior service cost		
109		(27)
82		(27)
82		(27)
Employee benefit plans		
667		(164)
503		(164)
Other comprehensive income		
\$		17,443
17,443		17,443

(4,274)

The following table presents the activity in our accumulated other comprehensive (loss) income for the periods indicated:

(In thousands)	Available for Sale Debt Securities	Employee Benefit Plans	Accumulated Other Comprehensive Income	Balance at April 1, 2024
				\$
				(109,563)

[illegible]

[illegible]

	(99,535)	(25,470)	(125,005)
Other comprehensive loss before reclassifications			(11,079)
0		(11,079)	
Amounts reclassified from accumulated other comprehensive (loss) income			0
		414	414

[illegible]

(In thousands)		
Available for		
Sale Debit Securities		
Employee		
Benefit Plans		
Accumulated		
Other		
Comprehensive		
(Loss)		
Income		
Balance at April 1,		
2023		
\$	(158,225)	
\$	(29,621)	
\$	(187,846)	
Other comprehensive income		
before reclassifications		
(13,237)		

	0	
	(13,237)	
Amounts reclassified from accumulated other comprehensive (loss) income	5,325	
	238	
	5,563	
Net current-period other comprehensive (loss) income	(7,912)	
	238	
	(7,674)	
Balance at June 30, 2023	\$	(166,137)

[illegible]

	0	Total
Amounts reclassified from accumulated other comprehensive income (loss)	5,325	
	503	
	5,828	
Net current-period other comprehensive income (loss)		
	12,666	
	503	
	13,169	
Balance at June 30, 2023	\$	

(166,137)

(29,383)	(195,520)

The following tables present the amounts reclassified out of each component of accumulated other comprehensive (loss) income for the three and six months ended June 30, 2024 and 2023:

Three Months Ended June 30, 2024								
Details about Accumulated other Comprehensive Income (Loss) Components (In thousands)			Amount			Reclassified from		
Accumulated			Other			Comprehensive		
(Loss)								

Income

1		
Affected Line Item in the Statement Where Net Income is Presented		
Available-for-sale debt securities:		
Unrealized gains and losses on available-for-sale debt securities	\$	0
Net loss on securities transactions		0
Income tax expense		0
Net of tax		
Employee benefit plans:		
Amortization of the following		

2

Net retirement plan actuarial loss			(215)		Other operating expense		
Net retirement plan prior service cost			(47)		Other operating expense		
Net retirement plan prior service cost			(262)		Total before tax		
			65		Income tax expense		
					\$		
			(197)		Net of tax		

Times New Roman, sans-serif, font-size: 10pt, font-weight: 400, line-height: 120%

Three Months Ended June 30, 2023		
Details about Accumulated other Comprehensive Income (Loss) Components (In thousands)		
Amount	Reclassified from	Accumulated
Other	Comprehensive	(Loss) Income
1		
Affected Line Item in the Statement Where Net Income is Presented		
Available-for-sale debt securities:		
Unrealized gains and losses on available-for-sale debt securities		
\$	(7,052)	
Net loss on securities transactions		
Net loss on securities transactions		

1,727		
Income tax expense		
Net of tax		
Employee benefit plans:		
Amortization of the following		
Net retirement plan actuarial loss		
Other operating expense		
Net retirement plan prior service cost		
Other operating expense		
Total		

before tax		
		77
Income tax expense		
\$		
		(238)
Net of tax		

Six Months Ended June 30, 2024								

Details about Accumulated other Comprehensive Income (Loss) Components (In thousands)		
Amount Reclassified from Accumulated Other Comprehensive (Loss)		
1		
Affected Line Item in the Statement Where Net Income is Presented		
Available-for-sale debt securities:		
Unrealized gains and losses on available-for-sale debt securities		

[illegible]

(92)		
Other operating expense		
(549)		
Total before tax		
135		
Income tax expense		
\$		
(414)		
Net of tax		

Six Months Ended June 30, 2023				
Details about Accumulated other Comprehensive Income (Loss) Components (In thousands)				
Amount Reclassified from Accumulated Other Comprehensive (Loss)				

height:100%;position:relative;top:-3.5pt;vertical-align:baseline">1</div>
</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Affected
Line Item in the
Statement Where Net Income is
Presented</td>
</tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Available-for-sale debt securities:</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unrealized gains and losses on available-for-sale debt securities</td><td style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#e6e6ff;padding:2px 0;text-align:right;vertical-align:bottom">(7,052)</td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net loss on securities transactions</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,727</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Income tax expense</td></tr><tr><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,325)</td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Net of tax</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Employee benefit plans:</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Amortization of the following2</div></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"><span

Net retirement plan actuarial loss	(558)	
Other operating expense		
Net retirement plan prior service cost	(109)	
Other operating expense		
	(667)	
Total before tax		
	164	
Income tax expense		
	(503)	
Net of tax		

1

Amounts in parentheses indicated debits in income statement.

2

The accumulated other comprehensive (loss) income components are included in the computation of net periodic benefit cost (See Note 8 – "Employee Benefit Plan").

The following tables present reclassifications out of accumulated other comprehensive income (loss) for the three and six month periods ended June 30, 2024 and 2023:

<td style="width: 1.0%;>	<th 11.326%;><="" style="width: 1.0%;></th> <th style=" th="" width:=""> <th 1.0%;><="" style="width: 0.1%;></th> <th style=" th="" width:=""> <th 0.1%;><="" style="width: 11.326%;></th> <th style=" th="" width:=""> </th></th></th>	<th 1.0%;><="" style="width: 0.1%;></th> <th style=" th="" width:=""> <th 0.1%;><="" style="width: 11.326%;></th> <th style=" th="" width:=""> </th></th>	<th 0.1%;><="" style="width: 11.326%;></th> <th style=" th="" width:=""> </th>								
<td colspan="3" style="padding: 0 1pt;>			 Three Months Ended June 30, 2024								
 (In thousands)			 Before-Tax Amount			 Tax (Expense) Benefit			 Net of Tax		
 Available-for-sale debt securities:			<td colspan="3" style="border-top: 1pt solid #000000; padding: 0 1pt;>			<td colspan="3" style="border-top: 1pt solid #000000; padding: 0 1pt;>					
 Change in net unrealized (loss) gain during the period			 \$			 (1,391)			<td style="background-color: #cceeef; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom;"><span style="color: #000000; font-family: 'Times New Roman', sans-		

	\$	340	
			(1,051)
Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income (loss)			0
			0
			0
Net unrealized losses			(1,391)
			340
			(1,051)

New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Employee benefit plans:</td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Amortization of net retirement plan actuarial gain (loss)</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">215</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(53)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">162</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Amortization of net retirement plan prior service cost</td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">47</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12)</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Employee benefit plans</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">262</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(65)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">197</td><td style="background-color:#ffffff;border-top:1pt

Other comprehensive loss

(1,129)

275

Three Months Ended June 30, 2023

(In thousands)

Before-Tax Amount

Tax (Expense)			Benefit		
Net of Tax					
Available-for-sale debt securities:					
Change in net unrealized gain (loss) during the period					
\$					
(17,531)					
\$					
4,294					
\$					
(13,237)					
Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income					
7,052					
(1,727)					
5,325					

Net unrealized losses	
(10,479)	2,567
(7,912)	
Employee benefit plans:	
Amortization of net retirement plan actuarial gain (loss)	
261	(64)
	197
Amortization of net retirement plan prior service cost	
54	(13)

	41	
Employee benefit plans	315	(77)
(77)	238	
Other comprehensive loss	\$	(10,164)
\$	(10,164)	
(10,164)	\$	2,490
\$	2,490	

[illegible]

(11,079)		
Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income		
0		0
0		0
0		0
0		0
Net unrealized losses		
(14,675)		3,596
(11,079)		
Employee benefit plans:		
Amortization of net retirement plan actuarial loss		

height:100%">457 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(112)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">345 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Amortization of net retirement plan prior service cost</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">92 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(23) </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">69 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Employee benefit plans</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">549 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(135)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">414 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Other comprehensive loss</td><td colspan="2" style="background-color:#ceeeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ceeeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span

			Six Months Ended June 30, 2023					
			(In thousands)					
			Before-Tax Amount					
			Tax (Expense) Benefit					
			Net of Tax					
			Available-for-sale debt securities:					
			Change in net unrealized gain (loss)					

[illegible]

New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">12,666 </td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:5pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Employee benefit plans:</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Amortization of net retirement plan actuarial gain</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">558 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(137) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">421 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Amortization of net retirement plan prior service cost</td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">109 </td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(27) </td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">82 </td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Employee benefit plans</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">667 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-

[illegible]

(In thousands)	Available-for-Sale Debt Securities	Employee Benefit Plans	Accumulated Other Comprehensive (Loss) Income
Balance at April 1, 2024	\$ (109,563)	\$ (25,253)	\$ (134,816)
			Other comprehensive loss before reclassifications
		(1,051)	

	0	
Amounts reclassified from accumulated other comprehensive (loss) income	0	
197	197	
Net current-period other comprehensive (loss) income	(1,051)	
197	197	
Net current-period other comprehensive (loss) income	(1,051)	
197	197	
(854)		
Balance at June 30, 2024		
\$	(110,614)	

[illegible]

[illegible]

[illegible]

[illegible]

current-period other comprehensive (loss) income			
(7,912)		238	
(7,674)			
Balance at June 30, 2023			
\$		(166,137)	
		\$	
(29,383)			
		\$	
(195,520)			
Balance at January 1, 2023			

	(178,803)	(29,886)	(208,689)		Other comprehensive income (loss) before reclassifications	7,341	0	7,341	0	7,341	Amounts reclassified from accumulated other comprehensive (loss) income	5,325	503	5,828
			Comprehensive Income (Loss) Before Reclassification			7,341	0	7,341	0	7,341	5,325	503	5,828	
			Net Change In Comprehensive Income (Loss) During Period			7,341	0	7,341	0	7,341	5,325	503	5,828	
			Total Comprehensive Income (Loss)			7,341	0	7,341	0	7,341	5,325	503	5,828	

Net current-period other comprehensive income (loss)	
12,666	
503	
13,169	
Balance at June 30, 2023	
\$	(166,137)
\$	(29,383)
\$	(195,520)

-1391000-340000-1051000000-1391000-340000-1051000-215000-53000-162000-47000-12000-3500026200065000197000-1129000-275000-854000-17531000-4294000-13237000-7052000-1727000-5325000-10479000-2567000-7912000-261000-64000-197000-54000-13000-4100031500077000238000-10164000-2490000-7674000-14675000-3596000-11079000000-14675000-3596000-11079000-

457000-112000-345000-92000-23000-69000549000135000414000-14126000-3461000-10665000972400023830007341000-7052000-1727000-532500016776000411000012666000-558000-137000-421000-109000-27000-8200066700016400050300017443000427400013169000-109563000-25253000-134816000-10510000-10510000-197000-197000-1051000197000-854000-110614000-25056000-135670000-99535000-25470000-125005000-110790000-110790000-414000-414000-11079000414000-10665000-110614000-25056000-135670000-158225000-29621000-187846000-132370000-13237000-5325000-238000-5563000-7912000238000-7674000-166137000-29383000-195520000-178803000-29886000-208689000734100007341000-5325000-503000-58280001266600050300013169000-166137000-29383000-195520000

The following tables present the amounts reclassified out of each component of accumulated other comprehensive (loss) income for the three and six months ended June 30, 2024 and 2023:

<tr><td style="width: 1.0%"></td><td style="width: 48.607%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 15.128%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 32.965%"></td><td style="width: 0.1%"></td></tr><tr><td colspan="3" style="padding: 2px 1pt; text-align: left; vertical-align: bottom;">Three Months Ended June 30, 2024</td><td colspan="3" style="padding: 0 1pt"></td><td colspan="3" style="padding: 0 1pt"></td></tr><tr><td colspan="3" style="border-top: 1pt solid #000000; padding: 2px 1pt; text-align: left; vertical-align: bottom;">Details about Accumulated other Comprehensive Income (Loss) Components (In thousands)</td><td colspan="3" style="border-top: 1pt solid #000000; padding: 2px 1pt; text-align: left; vertical-align: bottom;"> Amount Reclassified from Accumulated Other Comprehensive (Loss) Income1 </td><td colspan="3" style="border-top: 1pt solid #000000; padding: 2px 1pt; text-align: center; vertical-align: bottom;">Affected Line Item in the Statement Where Net Income is Presented</td></tr><tr><td colspan="3" style="border-top: 1pt solid #000000; padding: 2px 1pt; text-align: left; vertical-align: bottom;">Available-for-sale debt securities:</td><td colspan="3" style="border-top: 1pt solid #000000; padding: 0 1pt"></td><td colspan="3" style="border-top: 1pt solid #000000; padding: 0 1pt"></td></tr><tr><td colspan="3" style="background-color: #e6e6ff; padding: 2px 1pt; text-

Unrealized gains and losses on available-for-sale debt securities		
\$	0	
Net loss on securities transactions		
0		
Income tax expense		
Net of tax		
Employee benefit plans:		
Amortization of the following		
2		
Net retirement plan actuarial loss		
(215)		
Other operating expense		
Net retirement plan prior		

service cost		(47)	Other operating expense					
		(262)	Total before tax					
		65	Income tax expense					
			\$					
		(197)	Net of tax					
Three Months Ended June 30, 2023								
Details about Accumulated other Comprehensive Income (Loss) Components (In thousands)								

Amount		
Reclassified from		
Accumulated		
Other		
Comprehensive		
(Loss) Income		
1		
Affected Line Item in the Statement Where Net Income is Presented		
Available-for-sale debt securities:		
Unrealized gains and losses on available-for-sale debt securities		
\$		
(7,052)		
Net loss on securities transactions		
1,727		
Income tax expense		
(5,325)		

Net of tax		
Employee benefit plans:		
Amortization of the following		
2		
Net retirement plan actuarial loss		
(261)		
Other operating expense		
Net retirement plan prior service cost		
(54)		
Other operating expense		
(315)		
Total before tax		
77		
Income tax expense		
\$		

	(238)	Net of tax		
Six Months Ended June 30, 2024				
Details about Accumulated other Comprehensive Income (Loss) Components (In thousands)				
Amount Reclassified from Accumulated Other Comprehensive (Loss)				
1	Affected Line Item in the Statement Where Net Income is Presented			
Available-for-sale debt securities:				
Unrealized gains and losses on available-for-sale debt securities				
\$				
0				
0				
Net loss on securities transactions				

	Income tax expense		
	Net of tax		
	Employee benefit plans:		
	Amortization of the following		
	Net retirement plan actuarial loss	(457)	
	Other operating expense		
	Net retirement plan prior service cost	(92)	
	Other operating expense		
		(549)	
	Total		

before tax		
		135
Income tax expense		
		\$
		(414)
Net of tax		

Six Months Ended June 30, 2023								

	Net loss on securities transactions
	(7,052)
Income tax expense	
	(5,325)
Net of tax	
Employee benefit plans:	
Amortization of the following	
2	
Net retirement plan actuarial loss	
	(558)
Other operating expense	
Net retirement plan prior service cost	

(109)		
Other operating expense		
(667)		
Total before tax		
164		
Income tax expense		
\$		
(503)		
Net of tax		

1

Amounts in parentheses indicated debits in income statement.

2

The accumulated other comprehensive (loss) income components are included in the computation of net periodic benefit cost (See Note 8 – "Employee Benefit Plan").

00021500047000-262000-65000-197000-7052000-1727000-532500026100054000-315000-77000-238000000045700092000-549000-135000-414000-7052000-1727000-5325000558000109000-667000-164000-503000Employee Benefit Plans

New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">
 </div><div style="text-align:justify"><span style="color:#000000;font-family:'Times
 New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The
 following tables set forth the amount of the net periodic benefit cost recognized by
 the Company for the Company's pension plan, post-retirement plan (Life and
 Health), and supplemental employee retirement plans ("SERP") including the
 following components: service cost, interest cost, expected return on plan assets for
 the period, amortization of the unrecognized transitional obligation or transition
 asset, and the amounts of recognized gains and losses, prior service cost recognized,
 and gain or loss recognized due to settlement or curtailment.</div><div
 style="text-align:justify"><span style="color:#000000;font-family:'Times New
 Roman',sans-serif;font-size:10pt;font-weight:700;line-height:120%">Components of
 Net Periodic Benefit Cost</div><div style="text-align:center"><table
 style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-
 align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td
 style="width:38.373%"></td><td style="width:0.1%"></td><td style="width:1.0%">
 </td><td style="width:8.987%"></td><td style="width:0.1%"></td><td
 style="width:1.0%"></td><td style="width:8.987%"></td><td style="width:0.1%">
 </td><td style="width:1.0%"></td><td style="width:8.987%"></td><td
 style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.987%">
 </td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
 style="width:8.987%"></td><td style="width:0.1%"></td><td style="width:1.0%">
 </td><td style="width:8.992%"></td><td style="width:0.1%"></td></tr><tr><td
 colspan="3" style="padding:0 1pt"></td><td colspan="6" style="padding:2px
 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-
 family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
 height:100%">Pension Benefits</td><td colspan="6" style="padding:2px
 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-
 family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
 height:100%">Life and Health</td><td colspan="6" style="padding:2px
 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-
 family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
 height:100%">SERP Benefits</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="6" style="padding:2px 1pt;text-
 align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times
 New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Three
 Months Ended</td><td colspan="6" style="padding:2px 1pt;text-
 align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times
 New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Three
 Months Ended</td><td colspan="6" style="padding:2px 1pt;text-
 align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times
 New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Three
 Months Ended</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-
 align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times
 New Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:400;line-
 height:100%">(In thousands)</td><td colspan="3" style="padding:2px
 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-
 family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
 height:100%">6/30/2024</td><td colspan="3" style="padding:2px 1pt;text-
 align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times
 New Roman',sans-serif;font-size:10pt;font-weight:700;line-
 height:100%">6/30/2023</td><td colspan="3" style="padding:2px 1pt;text-
 align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times
 New Roman',sans-serif;font-size:10pt;font-weight:700;line-
 height:100%">6/30/2024</td><td colspan="3" style="padding:2px 1pt;text-
 align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times
 New Roman',sans-serif;font-size:10pt;font-weight:700;line-
 height:100%">6/30/2023</td><td colspan="3" style="padding:2px 1pt;text-

6/30/2024			
6/30/2023			
Service cost			
\$			
0			
\$			
0			
\$			
6			
1			
17			

	\$	7	
Interest cost	762	814	81
		88	
			267
		275	
Expected return on plan assets	(1,342)	(1,195)	

[illegible]

[illegible]

height:100%">\$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">63</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">61</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">341</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">351</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:center">
</div><div style="text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:38.373%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.987%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.987%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.987%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.987%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.992%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="6" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Pension Benefits</td><td colspan="6" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Life and Health</td><td colspan="6" style="padding:2px 1pt;text-align:center;vertical-align:bottom">

[illegible]

[illegible]

177		
565		
574		
Expected return on plan assets		
(2,573)		
(2,394)		
0		
0		
0		
0		
Amortization of net retirement plan actuarial loss		
488		

[illegible]

[illegible]

The service component of net periodic benefit cost for the Company's benefit plans is recorded as a part of salaries and wages in the consolidated statements of income. All other components are recorded as part of other operating expenses in the consolidated statements of income.

The Company realized approximately \$414,000 and \$503,000, net of tax, as amortization of amounts previously recognized in accumulated other comprehensive (loss) income, for the six months ended June 30, 2024 and 2023, respectively.

The Company is not required to contribute to the pension plan, but it may make voluntary contributions. The Company did not contribute to the pension plan in the first six months of 2024 and 2023.

Components of Net Periodic Benefit Cost

2024	2023	2022	2021	2020	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009	2008	2007	2006	2005	2004	2003	2002	2001	2000	1999	1998	1997	1996	1995	1994	1993	1992	1991	1990	1989	1988	1987	1986	1985	1984	1983	1982	1981	1980	1979	1978	1977	1976	1975	1974	1973	1972	1971	1970	1969	1968	1967	1966	1965	1964	1963	1962	1961	1960	1959	1958	1957	1956	1955	1954	1953	1952	1951	1950	1949	1948	1947	1946	1945	1944	1943	1942	1941	1940	1939	1938	1937	1936	1935	1934	1933	1932	1931	1930	1929	1928	1927	1926	1925	1924	1923	1922	1921	1920	1919	1918	1917	1916	1915	1914	1913	1912	1911	1910	1909	1908	1907	1906	1905	1904	1903	1902	1901	1900	1899	1898	1897	1896	1895	1894	1893	1892	1891	1890	1889	1888	1887	1886	1885	1884	1883	1882	1881	1880	1879	1878	1877	1876	1875	1874	1873	1872	1871	1870	1869	1868	1867	1866	1865	1864	1863	1862	1861	1860	1859	1858	1857	1856	1855	1854	1853	1852	1851	1850	1849	1848	1847	1846	1845	1844	1843	1842	1841	1840	1839	1838	1837	1836	1835	1834	1833	1832	1831	1830	1829	1828	1827	1826	1825	1824	1823	1822	1821	1820	1819	1818	1817	1816	1815	1814	1813	1812	1811	1810	1809	1808	1807	1806	1805	1804	1803	1802	1801	1800	1799	1798	1797	1796	1795	1794	1793	1792	1791	1790	1789	1788	1787	1786	1785	1784	1783	1782	1781	1780	1779	1778	1777	1776	1775	1774	1773	1772	1771	1770	1769	1768	1767	1766	1765	1764	1763	1762	1761	1760	1759	1758	1757	1756	1755	1754	1753	1752	1751	1750	1749	1748	1747	1746	1745	1744	1743	1742	1741	1740	1739	1738	1737	1736	1735	1734	1733	1732	1731	1730	1729	1728	1727	1726	1725	1724	1723	1722	1721	1720	1719	1718	1717	1716	1715	1714	1713	1712	1711	1710	1709	1708	1707	1706	1705	1704	1703	1702	1701	1700	1699	1698	1697	1696	1695	1694	1693	1692	1691	1690	1689	1688	1687	1686	1685	1684	1683	1682	1681	1680	1679	1678	1677	1676	1675	1674	1673	1672	1671	1670	1669	1668	1667	1666	1665	1664	1663	1662	1661	1660	1659	1658	1657	1656	1655	1654	1653	1652	1651	1650	1649	1648	1647	1646	1645	1644	1643	1642	1641	1640	1639	1638

Three Months Ended					
Three Months Ended					
(In thousands)			6/30/2024		
			6/30/2023		
			6/30/2024		
			6/30/2023		
			6/30/2024		
			6/30/2023		
Service cost			\$		
			0		
			0		
			\$		
			0		
			0		
			\$		
			6		

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Interest cost	
1,594	
1,637	
171	
177	
565	
574	
Expected return on plan assets	
(2,573)	
(2,394)	
0	
0	
0	

[illegible]

[illegible]

[illegible]

Three Months Ended			
Six Months Ended			
(In thousands)	6/30/2024	6/30/2023	6/30/2024
Noninterest Income			
Other service charges	\$	665	
	\$	649	
	\$	1,321	

	\$	1,264	
Earnings from corporate owned life insurance		1,227	
	554		
		1,777	
		1,169	
Net gains on the sale of loans originated for sale		240	
		27	
		314	
		65	

Other income	
670	
373	
1,610	
1,046	
Total other income	
\$	
2,802	
\$	
1,603	
\$	
5,022	

\$	3,544			
Noninterest Expenses				
Marketing expense				
\$				
1,094				
\$				
1,688				
\$				
2,069				
\$				
2,792				
Professional fees				

New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">1,667			Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">		
2,124			3,367		
2,124			3,367		
3,928			Legal fees		
327			Technology expense		
4,044			3,656		

[illegible]

2,133		
Other expenses		
3,684		
7,242		
8,534		
Total other operating expense		
\$	13,349	
\$	14,468	

26,340

Three Months Ended			Six Months Ended								
(In thousands)											
6/30/2024			6/30/2023						6/30/2024		
Noninterest Income			Noninterest Income						Noninterest Income		

Other service charges			\$			665		
			\$			649		
			\$			1,321		
			\$			1,264		
Earnings from corporate owned life insurance			1,227			554		
			1,777					

Net gains on the sale of loans originated for sale		
240		27
314		
65		
Other income		
670		
373		
1,610		
1,046		

Total other income	\$	2,802		\$	1,603		\$	5,022		\$	3,544	
Noninterest Expenses												
Marketing expense			\$									

[illegible]

[illegible]

[illegible]

8,534			
Total other operating expense			
\$			
13,349			
\$			
14,468			
\$			
26,340			
\$			
27,937			

0.01665000649000132100012640001227000554000177700011690002400002

Recognition

As stated in Note 1 - "Summary of Significant Accounting Policies," in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, the Company adopted adopted ASU No. 2021-08, Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers on January 1, 2022. The update relates to the previous adoption of ASC 606, "Revenue from Contracts with Customers" and all subsequent ASUs that

modified ASC 606, and will be applied to future acquisitions. As there were no acquisitions during the current year, the adoption of ASU No. 2021-08 had no effect on the financial statements for the current fiscal year.

Generally, this guidance strives to improve the accounting for acquired revenue contracts with customers in a business combination by addressing diversity and inconsistency amongst entities in measuring contract assets and liabilities. The update requires that an entity (acquirer) recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with Topic 606 as if it had originated the contract. Changes in the acquiree's balance of contract asset and contract liabilities identified as necessary to conform to the acquirer's accounting policies would result in a reallocation of the purchase price.

ASC 606 does not apply to revenue associated with financial instruments, including revenue from loans and securities. In addition, certain noninterest income streams such as fees associated with mortgage servicing rights, financial guarantees, derivatives, and certain credit card fees are also not in scope of ASC 606. ASC 606 is applicable to noninterest revenue streams such as trust and asset management income, deposit related fees, interchange fees, merchant income, and annuity and insurance commissions. However, the recognition of these revenue streams did not change significantly upon adoption of ASC 606.

Insurance Commissions and Fees

Insurance commissions and fees from insurance product sales are typically earned upon the effective date of bound coverage, as no significant performance obligation remains after coverage is bound. Commission revenue on policies billed in installments is now accrued based upon the completion of the performance obligation creating a current asset for the unbilled revenue until such time as an invoice is generated, typically not to exceed twelve months. The impact of these changes was not significant, but it will result in slight variances from quarter to quarter. Contingent commissions are estimated based upon management's expectations for the year with an appropriate constraint applied and accrued relative to the recognition of the corresponding core commissions.

Trust & Asset Management

Trust and asset management income is primarily comprised of fees earned from the management and administration of trusts and other customer assets. The Company's performance obligation is generally satisfied over time and the resulting fees are recognized monthly, based upon the month-end market value of the assets under management and the applicable fee rate. Payment is generally received a few days after month end through a direct charge to customers' accounts. The Company does not earn performance-based incentives. Optional services such as real estate sales and tax return preparation services are also available to existing trust and asset management customers. The Company's performance obligation for these transactional-based services is generally satisfied, and related revenue recognized, at a point in time (i.e., as incurred). Payment is received shortly after services are rendered.

Mutual Fund & Investment Income

The Company also earns transaction fees and commissions related to product sales that represent the Company's share of transaction fees resulting from investment services and programs provided through an agent relationship with a third-party broker-dealer. Those fees are collected and recognized on a monthly basis. Trailing fees are based upon fair values and are assessed, collected and recognized on a quarterly basis. Tompkins Community Bank acts as an agent in arranging the relationship between the customer and the third-party provider and does not control the services rendered; therefore, investment product sales commissions and fees are reported net of related costs.

Service Charges on Deposit Accounts

Service charges on deposit accounts consist of account analysis fees (i.e., net fees earned on analyzed business and public checking accounts), monthly service fees, check orders, and other deposit account related fees. The Company's performance obligation for account analysis fees and monthly service fees is generally satisfied, and the related revenue recognized, over the period in which the service is provided. Check orders and other deposit account related fees are largely transactional based, and therefore, the Company's performance obligation is satisfied and related revenue recognized, at a point in time. Payment for service charges on deposit accounts is primarily received immediately or in the following month through a direct charge to customers' accounts.

Card Services Income

Fees, exchange, and other service charges are primarily comprised of debit and credit card income, ATM fees, merchant services income, and other service charges. Debit and credit card income is primarily comprised of interchange fees earned whenever the Company's debit and credit cards are processed through card payment networks such as MasterCard. ATM fees are primarily generated when a Company cardholder uses a non-Company ATM or a non-Company cardholder uses a Company ATM. Merchant services income mainly represents fees charged to merchants to process their debit and credit card transactions, in addition to account management fees. The Company's performance obligation for fees and exchange are largely satisfied, and related revenue recognized, when the services are rendered or upon completion. Payment is typically received immediately or in the following month.

Other

Other service charges include revenue from processing wire and ACH transfers, lock box service and safe deposit box rental. Payment on these revenue streams is received primarily through a direct charge to the customer's account, immediately or in the following month, and therefore, the Company's performance obligation is satisfied, and related revenue recognized, at a point in time.

The following tables present noninterest income, segregated by revenue streams in-scope and out-of-scope of ASC 606, for the three and six months ended June 30, 2024 and 2023:

Three Months Ended		
(In thousands)		
06/30/2024	06/30/2023	
Noninterest Income		
In scope of Topic 606:		
Commissions and Fees	\$	
8,472		
	\$	
7,979		
Installment Billing	(59)	

(42)		
Refund of Commissions		
		38
		113
Contract Liabilities/Deferred Revenue		
		(285)
		(295)
Contingent Commissions		
		921
		917
Subtotal Insurance Revenues		
		9,087

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">8,672 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Trust and Asset Management</td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,441 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,637 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Mutual Fund & Investment Income</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">408 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,041 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Subtotal Investment Service Income</td><td colspan="2" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,849 </td><td style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,678 </td><td style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Service Charges on Deposit Accounts</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,766 </td><td style="background-

[illegible]

	(5,787)	
Total Noninterest Income	\$	21,776
	\$	12,615
Six Months Ended		
(In thousands)		
06/30/2024		06/30/2023
Noninterest Income		

In-scope of Topic 606:		
Commissions and Fees	\$	17,394
	\$	16,495
Installment Billing		
	(59)	
	(40)	
Refund of Commissions	73	
		172
Contract Liabilities/Deferred Revenue		

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%>(289)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(298)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Contingent Commissions</td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,227</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,852</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Subtotal Insurance Revenues</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,346</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,181</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Trust and Asset Management</td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,909</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,072</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Mutual Fund & Investment Income</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span

[illegible]

625		674	
Noninterest Income (in-scope of ASC 606)			
39,536			
37,197			
Noninterest Income (out-of-scope of ASC 606)			
4,377			
(4,182)			
Total Noninterest Income			
\$		43,913	

Contract Balances

A contract asset balance occurs when an entity performs a service for a customer before the customer pays consideration or before payment is due, which would result in contract receivables or assets, respectively. A contract liability balance is an entity's obligation to transfer a service to a customer for which the entity has already received payment or for which payment is due from the customer. The Company's noninterest revenue streams, excluding some insurance commissions and fees, are largely based on transactional activity, or standard month-end revenue accruals such as asset management fees based on month-end market values. Receivables primarily consist of amounts due for insurance and wealth management services performed for

which the Company's performance obligations have been fully satisfied. Receivables for the insurance and wealth management services segments amounted to \$4.5 million and \$3.5 million, respectively, at June 30, 2024, compared to \$5.7 million and \$3.0 million, respectively, at December 31, 2023. Included in those amounts are contract assets related to contingent income of \$1.3 million and \$2.8 million, respectively, at June 30, 2024 and December 31, 2023, and contract liabilities of \$2.8 million and \$1.9 million, respectively, at June 30, 2024 and December 31, 2023.

Contract Acquisition Costs

The Company is required to capitalize, and subsequently amortize into expense, certain incremental costs of obtaining a contract with a customer if these costs are expected to be recovered. The incremental costs of obtaining a contract are those costs that an entity incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained (for example, sales commission). The Company utilizes the practical expedient which allows entities to immediately expense contract acquisition costs when the asset that would have resulted from capitalizing these costs would have been amortized in one year or less.

The following tables present noninterest income, segregated by revenue streams in-scope and out-of-scope of ASC 606, for the three and six months ended June 30, 2024 and 2023:

Three Months Ended		
(In thousands)		
06/30/2024		
06/30/2023		
Noninterest Income		
In-scope of Topic 606:		
Commissions and Fees		
\$		
8,472		
\$		
7,979		
Installment Billing		
(59)		
(42)		
Refund of Commissions		

[illegible]

4,441</td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,637</td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Mutual Fund & Investment Income</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">408</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,041</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Subtotal Investment Service Income</td><td colspan="2" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,849</td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,678</td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Service Charges on Deposit Accounts</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,766</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,640</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 1pt;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom"></td></tr></table>

Card Services		
3,278		
3,087		
Other		
305		
325		
Noninterest Income (in-scope of ASC 606)		
19,285		
18,402		
Noninterest Income (out-of-scope of ASC 606)		
2,491		
(5,787)		

Total Noninterest Income			\$	21,776	\$	12,615
Six Months Ended			(In thousands)	06/30/2024	06/30/2023	Noninterest Income
In scope of Topic 606:						

Commissions and Fees

\$	17,394		\$
16,495			
Installment Billing			
(59)			
(40)			
Refund of Commissions			
73			
172			
Contract Liabilities/Deferred Revenue			
(289)			
(298)			

Contingent Commissions		
2,227		
Subtotal Insurance Revenues		
19,346		
Trust and Asset Management		
8,909		
Mutual Fund & Investment Income		
877		

2,115		
Subtotal Investment Service Income		
9,786		
9,187		
Service Charges on Deposit Accounts		
3,562		
3,386		
Card Services Income		
6,217		
5,769		
Other		
625		

674		
Noninterest Income (in-scope of ASC 606)		
39,536	37,197	
Noninterest Income (out-of-scope of ASC 606)		
4,377	(4,182)	
Total Noninterest Income		
\$	43,913	\$

33,015

84720007979000-59000-4200038000113000-285000-2950009210009170009087000867200044410003637000408000104100048490004671578700021776000126150001739400016495000-59000-4000073000172000-289000-298000222700018520001934600018181000890900070720008770002115000978600418200043913000330150004500000350000057000003000000.013000002800000280

Financial Guarantees

The Company currently does not issue any guarantees that would require liability recognition or disclosure, other than standby letters of credit. The Company extends standby letters of credit to its customers in the normal course of business. The standby letters of credit are generally short-term. As of June 30, 2024, the Company's maximum potential obligation under standby letters of credit was \$31.6 million compared to \$39.1 million at December 31, 2023. Management uses the same credit policies to extend standby letters of credit that it uses for on-balance sheet lending decisions and may require collateral to support standby letters of credit based upon its evaluation of the counterparty. Management does not anticipate any significant losses as a result of these transactions, and has determined that the fair value of standby letters of credit is not significant.

Segment and Related Information

The Company manages its operations through three reportable business segments in accordance with the standards set forth in FASB ASC 280, "Segment Reporting": (i) banking ("Banking"), (ii) insurance ("Tompkins Insurance") and (iii) wealth management ("Tompkins Financial Advisors"). The Company's insurance services and wealth management services, other than trust services, are managed separately from the Banking segment.

Banking

Tompkins Community Bank has twelve banking offices located in Ithaca, NY and surrounding communities; fifteen banking offices located in the Genesee Valley region of New York State, which includes Monroe County; twelve banking offices located in the counties north of New York City; and sixteen banking offices headquartered and operating in the areas surrounding southeastern Pennsylvania.

Insurance

The Company provides property and casualty insurance services and employee benefits consulting through Tompkins Insurance Agencies, Inc., a 100% wholly-owned subsidiary of the Company, headquartered in Batavia, New York. Tompkins Insurance is an independent insurance agency, representing many major insurance carriers and provides employee benefit consulting to employers in Western and Central New York and Southeastern

Pennsylvania, assisting them with their medical, group life insurance and group disability insurance. Tompkins Insurance has four stand-alone offices in Western New York.

Wealth Management

The Wealth Management segment is generally organized under the Tompkins Financial Advisors brand. Tompkins Financial Advisors offers a comprehensive suite of financial services to customers, including trust and estate services, investment management and financial and insurance planning for individuals, corporate executives, small business owners and high net worth individuals. Tompkins Financial Advisors has offices in each of the Company's regional markets.

Summarized financial information concerning the Company's reportable segments and the reconciliation to the Company's consolidated results is shown in the following tables. Investment in subsidiaries is netted out of the presentations below. The "Intercompany" column identifies the intercompany activities of revenues, expenses and other assets between the banking, insurance and wealth management services segments. The Company accounts for intercompany fees and services at an estimated fair value according to regulatory requirements for the services provided. Intercompany items relate primarily to the use of human resources, information systems, accounting and marketing services provided by the bank and the holding company. All other accounting policies are the same as those described in the summary of significant accounting policies in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Three Months Ended June 30, 2022	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020	Three Months Ended June 30, 2019	Three Months Ended June 30, 2018	Three Months Ended June 30, 2017	Three Months Ended June 30, 2016	Three Months Ended June 30, 2015	Three Months Ended June 30, 2014	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Three Months Ended June 30, 2010	Three Months Ended June 30, 2009	Three Months Ended June 30, 2008	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006	Three Months Ended June 30, 2005	Three Months Ended June 30, 2004	Three Months Ended June 30, 2003	Three Months Ended June 30, 2002	Three Months Ended June 30, 2001	Three Months Ended June 30, 2000	Three Months Ended June 30, 1999	Three Months Ended June 30, 1998	Three Months Ended June 30, 1997	Three Months Ended June 30, 1996	Three Months Ended June 30, 1995	Three Months Ended June 30, 1994	Three Months Ended June 30, 1993	Three Months Ended June 30, 1992	Three Months Ended June 30, 1991	Three Months Ended June 30, 1990	Three Months Ended June 30, 1989	Three Months Ended June 30, 1988	Three Months Ended June 30, 1987	Three Months Ended June 30, 1986	Three Months Ended June 30, 1985	Three Months Ended June 30, 1984	Three Months Ended June 30, 1983	Three Months Ended June 30, 1982	Three Months Ended June 30, 1981	Three Months Ended June 30, 1980	Three Months Ended June 30, 1979	Three Months Ended June 30, 1978	Three Months Ended June 30, 1977	Three Months Ended June 30, 1976	Three Months Ended June 30, 1975	Three Months Ended June 30, 1974	Three Months Ended June 30, 1973	Three Months Ended June 30, 1972	Three Months Ended June 30, 1971	Three Months Ended June 30, 1970	Three Months Ended June 30, 1969	Three Months Ended June 30, 1968	Three Months Ended June 30, 1967	Three Months Ended June 30, 1966	Three Months Ended June 30, 1965	Three Months Ended June 30, 1964	Three Months Ended June 30, 1963	Three Months Ended June 30, 1962	Three Months Ended June 30, 1961	Three Months Ended June 30, 1960	Three Months Ended June 30, 1959	Three Months Ended June 30, 1958	Three Months Ended June 30, 1957	Three Months Ended June 30, 1956	Three Months Ended June 30, 1955	Three Months Ended June 30, 1954	Three Months Ended June 30, 1953	Three Months Ended June 30, 1952	Three Months Ended June 30, 1951	Three Months Ended June 30, 1950	Three Months Ended June 30, 1949	Three Months Ended June 30, 1948	Three Months Ended June 30, 1947	Three Months Ended June 30, 1946	Three Months Ended June 30, 1945	Three Months Ended June 30, 1944	Three Months Ended June 30, 1943	Three Months Ended June 30, 1942	Three Months Ended June 30, 1941	Three Months Ended June 30, 1940	Three Months Ended June 30, 1939	Three Months Ended June 30, 1938	Three Months Ended June 30, 1937	Three Months Ended June 30, 1936	Three Months Ended June 30, 1935	Three Months Ended June 30, 1934	Three Months Ended June 30, 1933	Three Months Ended June 30, 1932	Three Months Ended June 30, 1931	Three Months Ended June 30, 1930	Three Months Ended June 30, 1929	Three Months Ended June 30, 1928	Three Months Ended June 30, 1927	Three Months Ended June 30, 1926	Three Months Ended June 30, 1925	Three Months Ended June 30, 1924	Three Months Ended June 30, 1923	Three Months Ended June 30, 1922	Three Months Ended June 30, 1921	Three Months Ended June 30, 1920	Three Months Ended June 30, 1919	Three Months Ended June 30, 1918	Three Months Ended June 30, 1917	Three Months Ended June 30, 1916	Three Months Ended June 30, 1915	Three Months Ended June 30, 1914	Three Months Ended June 30, 1913	Three Months Ended June 30, 1912	Three Months Ended June 30, 1911	Three Months Ended June 30, 1910	Three Months Ended June 30, 1909	Three Months Ended June 30, 1908	Three Months Ended June 30, 1907	Three Months Ended June 30, 1906	Three Months Ended June 30, 1905	Three Months Ended June 30, 1904	Three Months Ended June 30, 1903	Three Months Ended June 30, 1902	Three Months Ended June 30, 1901	Three Months Ended June 30, 1900	Three Months Ended June 30, 1899	Three Months Ended June 30, 1898	Three Months Ended June 30, 1897	Three Months Ended June 30, 1896	Three Months Ended June 30, 1895	Three Months Ended June 30, 1894	Three Months Ended June 30, 1893	Three Months Ended June 30, 1892	Three Months Ended June 30, 1891	Three Months Ended June 30, 1890	Three Months Ended June 30, 1889	Three Months Ended June 30, 1888	Three Months Ended June 30, 1887	Three Months Ended June 30, 1886	Three Months Ended June 30, 1885	Three Months Ended June 30, 1884	Three Months Ended June 30, 1883	Three Months Ended June 30, 1882	Three Months Ended June 30, 1881	Three Months Ended June 30, 1880	Three Months Ended June 30, 1879	Three Months Ended June 30, 1878	Three Months Ended June 30, 1877	Three Months Ended June 30, 1876	Three Months Ended June 30, 1875	Three Months Ended June 30, 1874	Three Months Ended June 30, 1873	Three Months Ended June 30, 1872	Three Months Ended June 30, 1871	Three Months Ended June 30, 1870	Three Months Ended June 30, 1869	Three Months Ended June 30, 1868	Three Months Ended June 30, 1867	Three Months Ended June 30, 1866	Three Months Ended June 30, 1865	Three Months Ended June 30, 1864	Three Months Ended June 30, 1863	Three Months Ended June 30, 1862	Three Months Ended June 30, 1861	Three Months Ended June 30, 1860	Three Months Ended June 30, 1859	Three Months Ended June 30, 1858	Three Months Ended June 30, 1857	Three Months Ended June 30, 1856	Three Months Ended June 30, 1855	Three Months Ended June 30, 1854	Three Months Ended June 30, 1853	Three Months Ended June 30, 1852	Three Months Ended June 30, 1851	Three Months Ended June 30, 1850	Three Months Ended June 30, 1849	Three Months Ended June 30, 1848	Three Months Ended June 30, 1847	Three Months Ended June 30, 1846	Three Months Ended June 30, 1845	Three Months Ended June 30, 1844	Three Months Ended June 30, 1843	Three Months Ended June 30, 1842	Three Months Ended June 30, 1841	Three Months Ended June 30, 1840	Three Months Ended June 30, 1839	Three Months Ended June 30, 1838	Three Months Ended June 30, 1837	Three Months Ended June 30, 1836	Three Months Ended June 30, 1835	Three Months Ended June 30, 1834	Three Months Ended June 30, 1833	Three Months Ended June 30, 1832	Three Months Ended June 30, 1831	Three Months Ended June 30, 1830	Three Months Ended June 30, 1829	Three Months Ended June 30, 1828	Three Months Ended June 30, 1827	Three Months Ended June 30, 1826	Three Months Ended June 30, 1825	Three Months Ended June 30, 1824	Three Months Ended June 30, 1823	Three Months Ended June 30, 1822	Three Months Ended June 30, 1821	Three Months Ended June 30, 1820	Three Months Ended June 30, 1819	Three Months Ended June 30, 1818	Three Months Ended June 30, 1817	Three Months Ended June 30, 1816</

Intercompany		
Consolidated		
Interest income	\$	
	85,240	
	\$	
	1	
	\$	
	0	
	\$	
	(1)	
	\$	
	85,240	
Interest expense		

34,288	0	(1)		34,287
Net interest income			50,952	
1				
			0	
			0	
			50,953	
Provision for credit loss expense				

[illegible]

39,662	7,086	3,721	(527)	49,942
Income before income tax expense			16,940	2,135
			1,540	0
				20,615
Income tax expense				

	3,938	582		382		0				4,902				
Net Income attributable to noncontrolling interests and Tompkins Financial Corporation			13,002		1,553		1,158		0				15,713	

Less: Net income attributable to noncontrolling interests		
31	0	0
12,971	1,553	\$
Net Income attributable to Tompkins Financial Corporation		
\$	\$	\$

[illegible]

	\$	0			2,604	
Assets						
		7,810,792				
		48,840				
		29,404				
		(19,514)				
		7,869,522				
Goodwill						
		64,525				

19,866		
8,211		
0		
92,602		
Other intangibles, net		
978		
1,186		
29		
0		
2,193		
Net loans and leases		
5,708,805		
0		
0		

[illegible]

0

676,093		

0	676,093	0	0	0	0	0	0	0	0	0	0

Three Months Ended June 30, 2023											
(In thousands)			Banking			Insurance			Wealth Management		
Intercompany			Consolidated			Interest income			\$		
71,870			71,870			71,870			71,870		

[illegible]

19,974			
Net interest income			
51,895			
1			
0			
0			
51,896			
(Credit) provision for credit loss expense			
2,253			
0			
0			
0			
0			

[illegible]

Income before income tax expense		7,879	1,598	814	(1)	10,290	Income tax expense			1,147	437	200	0	1,784

Net Income attributable to noncontrolling interests and Tompkins Financial Corporation		
6,732	1,161	
614		
(1)		
8,506		
Less: Net income attributable to noncontrolling interests		
31		
0		
0		
0		
0		

31		
Net Income attributable to Tompkins Financial Corporation		
\$	6,701	
\$	1,161	
\$		
\$	614	
\$		
(1)		
\$		
\$	8,475	

Depreciation and amortization					
\$					
2,652					
44					
44					
0					
2,740					
Assets					

	7,569,195	
	44,640	
	28,896	
	(16,493)	
	7,626,238	
Goodwill	64,655	
	19,866	
	8,081	
	0	
	92,602	
Other intangibles, net	975	

[illegible]

	(15,886)	6,454,651	Total Equity	565,505	35,070	35,866	0	636,441
Six Months Ended June 30, 2024								

New Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:400;line-height:100%">(In thousands)			Banking			Insurance			Wealth Management			Intercompany			Consolidated			Interest income			\$			\$			168,423			\$			2			\$			0			\$			(2)		

\$	168,423 	</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest expense	
66,797 		</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0 	
0 		0 	
0 		0 	
(2) 		66,795 	
66,795 		66,795 	
Net interest income			
101,626 		2 	
2 		0 	
0 		0 	
0 		0 	

[illegible]

Noninterest expense		
79,025	14,313	
7,527		
		(1,066)
99,799		
Income before income tax expense		
34,508		
		5,435
		2,773
		0
		42,716
border-top: 1pt solid #000000; padding: 2px 1pt; text-align: left; vertical-align: bottom		

Income tax expense		7,924	1,489	687	0	10,100
Net Income attributable to noncontrolling interests and Tompkins Financial Corporation			26,584	3,946	2,086	32,616

[illegible]

[illegible]

[illegible]

[illegible]

	(2)			
	34,966			
	106,140			
	2			
	0			
	0			
	0			
	106,142			
	Provision for credit loss expense			
	1,428			
	0			
	0			
	0			

[illegible]

Income before income tax expense					
29,800					
4,018					
1,785					
0					
35,603					
Income tax expense					
6,136					
1,110					
439					
0					
7,685					

#000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Net Income attributable to noncontrolling interests and Tompkins Financial Corporation</td><td colspan="2" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,664 </td><td style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,908 </td><td style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,346 </td><td style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0 </td><td style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,918 </td><td style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Net income attributable to noncontrolling interests</td><td colspan="2" style="border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">62 </td><td style="border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0 </td><td style="border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0 </td><td style="border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">62 </td><td style="border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>

[illegible]

Depreciation and amortization

\$	5,241	\$	88
\$	89	\$	0
\$	5,418	\$	5,418

31215121614

Three Months Ended June 30, 2024		
(In thousands)	Banking	Insurance
Wealth Management	Intercompany	Consolidated
Interest income	\$	85,240
	\$	1
	\$	0
		0

	\$	(1)		
		85,240		
Interest expense				
		34,288		
0				
		0		
(1)				
		34,287		
Net interest income				
		50,952		
		1		

[illegible]

		9,220	
		5,261	
		(527)	
		21,776	
Noninterest expense			
		39,662	
		7,086	
		3,721	
		(527)	
		49,942	
Income before income tax expense			
		16,940	
		2,135	
			

1,540	0		20,615
Income tax expense			3,938
582			382
0			4,902
Net Income attributable to noncontrolling interests and Tompkins Financial Corporation			13,002
0			0

1,553	1,158	
0	15,713	
Less: Net income attributable to noncontrolling interests		
31		0
0		0
0		0
0		0
31		
Net Income attributable to Tompkins Financial Corporation		
\$		

	12,971	\$	1,553	\$	1,158	\$	0	\$	15,682
Depreciation and amortization									

[illegible]

	(19,514)		
	7,869,522		
Goodwill			
	64,525		
	19,866		
	8,211		
	0		
	92,602		
Other intangibles, net			
	978		
	1,186		
	29		
	0		

	2,193	
Net loans and leases	5,708,805	
	0	
	0	
	0	
	5,708,805	
Deposits	6,312,911	
	0	
	0	
	(27,015)	
	6,285,896	

Intercompany		
Consolidated		
Interest income		
	\$	
	71,870	
	\$	
	1	
	\$	
	0	
	\$	
	(1)	
	\$	
	71,870	
Interest expense		

19,975			
0			
0			
0			
(1)			
19,974			
Net interest income			
51,895			
1			
0			
0			
51,896			
(Credit) provision for credit loss expense			

[illegible]

[illegible]

	437	200	0	1,784	
Net Income attributable to noncontrolling interests and Tompkins Financial Corporation			6,732	1,161	
			614		
				(1)	
					8,506
Less: Net income attributable to noncontrolling interests					

[illegible]

[illegible]

[illegible]

[illegible]

5,303,820			
Deposits			
6,481,556			
		0	
(11,019)			
		(15,886)	
		6,454,651	
Total Equity			
565,505		35,070	
35,866		0	
0		0	

636,441

Six Months Ended June 30, 2024														
(In thousands)			Banking			Insurance			Wealth Management			Intercompany		
Consolidated														
Interest income						\$			168,423			\$		
2						\$			2			\$		

	\$	(2)	168,423		Interest expense	66,797	0	0	(2)	66,795	Net interest income	

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Interest expense		
34,968		
0		
0		
(2)		
34,966		
Net interest income		
106,140		
2		
0		
0		
106,142		

Provision for credit loss expense	1,428	0	0	1,428
Noninterest income	6,321	18,433	9,357	(1,096)
Noninterest expense				

81,233	14,417	7,572	(1,096)	102,126
Income before income tax expense			29,800	4,018
			1,785	0
Income tax expense			6,136	

	1,110
	439
	0
	7,685
Net Income attributable to noncontrolling interests and Tompkins Financial Corporation	
	23,664
	2,908
	1,346
	0
	27,918
Less: Net income attributable to noncontrolling interests	

[illegible]

[illegible]

weight:400;line-height:100%">0 </td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,418 </td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>8524000010000-1000852400003428800000-1000342870005095200010000050953000217200000021720007822000922000052614527000217760003966200070860003721000-5270004994200016940000213500015400000206150003938000582000382000049024195140007869522000645250001986600082110000926020009780001186000290000270150006285896000605109000370550003392900006760930007187000010000-1000718700001997500000-100019974000518950001000005189600022530000002253000-37800087980004736000-541000126150004138500072010003922000-5400005196800078790001598000814000-10001029000011470004370002000000178400067320001161000614000-10008506000310000003100067010001161000614000-10008475000265200044000440000274000075691950004464000028896000-16493000762623800064655000198660008081000092602000975000149600042000011019000-1588600064546510005655050003507000035866000063644100016842300020000-20001684230006679700000-200066795000101626000200000101628000302600000030260001493300019746000-10660004391300079025000143130007527000-106600099799000345080005435000277300004271600079240001489000687000010-20001411080003496800000-200034966000106140000200000106142000142800000014280006321000184330009-10960003301500081233000144170007572000-1096000102126000298000004018000178500003560300061360001110000439000074

Value Measurements<div style="text-align:justify">FASB ASC Topic 820, Fair Value Measurements and Disclosures (ASC 820) , defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosures about fair value measurements. ASC 820 also establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Transfers between levels, when determined to be appropriate, are recognized at the end of each reporting period.</div><div style="text-align:justify"> </div><div style="text-align:justify"><span style="color:#000000;font-family:'Times New

The three levels of the fair value hierarchy under ASC 820 are:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 – Quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

The following tables summarize financial assets and financial liabilities measured at fair value on a recurring basis as of June 30, 2024 and December 31, 2023, segregated by the level of valuation inputs within the fair value hierarchy used to measure fair value:

	Level 1	Level 2	Level 3	Total
Recurring Fair Value Measurements				
June 30, 2024				
December 31, 2023				
Total				

(In thousands)

weight:700;line-height:100%">(Level 1)			border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">Assets		
weight:700;line-height:100%">(Level 2)			border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">Available-for-sale debt securities		
weight:700;line-height:100%">(Level 3)			padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. Treasuries		
border-top:1pt solid #000000;padding:0 1pt			padding:0 1pt		
border-top:1pt solid #000000;padding:0 1pt			padding:0 1pt		
border-top:1pt solid #000000;padding:0 1pt			padding:0 1pt		
background-color:#cceeef;padding:2px 1pt 2px 13.75pt;text-align:left;vertical-align:bottom">U.S. Treasuries			background-color:#cceeef;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$		
background-color:#cceeef;padding:2px 0;text-align:right;vertical-align:bottom">109,886			background-color:#cceeef;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$		
background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">109,886			background-color:#cceeef;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$		
background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">109,886			background-color:#cceeef;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$		
background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">109,886			background-color:#cceeef;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$		
background-color:#cceeef;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$			background-color:#cceeef;padding:2px 0;text-align:right;vertical-align:bottom">109,886		
background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">109,886			background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">109,886		
background-color:#ffffff;padding:2px 1pt 2px 13.75pt;text-align:left;vertical-align:bottom">Obligations of U.S. Government sponsored entities					

[illegible]

[illegible]

Total Available-for-sale debt securities \$ 1,317,458					
Equity securities, at fair value 766					

[illegible]

[illegible]

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">1,001 </td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0 </td><td style="background-color:#e6e6ff;border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div>
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:45.683%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.204%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.204%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.204%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.205%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Recurring Fair Value Measurements</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">December 31, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">(Level 1)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">(Level 2)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">(Level 3)</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr></table></div>

Available for sale debt securities			U.S. Treasuries		
			\$		
109,904			109,904		
			0		
			\$		
			109,904		
			\$		
			0		
			456,458		
			0		
			456,458		

Obligations of U.S. states and political subdivisions	81,924	
Mortgage-backed securities – residential, issued by:		
U.S. Government agencies	45,240	

U.S. Government sponsored entities			720,830	0
U.S. corporate debt securities			2,294	0
Total Available-for-sale debt securities			\$	1,416,650

[illegible]

787		
Derivatives designated as hedging instruments		
1,503		
0		
1,503		
0		
Derivatives not designated as hedging instruments		
1,610		
0		
1,610		

[illegible]

Securities:

Fair values for U.S. Treasury securities are based on quoted market prices. Fair values for obligations of U.S. government sponsored entities, mortgage-backed securities-residential, obligations of U.S. states and political subdivisions, and U.S. corporate debt securities are based on quoted market prices, where available, as provided by third party pricing vendors. If quoted market prices were not available, fair values are based on quoted market prices of comparable instruments in active markets and/or based upon a matrix pricing methodology, which uses comprehensive interest rate tables to determine market price, movement and yield relationships. These securities are reviewed periodically to determine if there are any events or changes in circumstances that would adversely affect their value.

The change in the fair value of equity securities valued using significant unobservable inputs (level 3), for the periods ended June 30, 2024 and December 31, 2023, was immaterial.

There were no transfers between Levels 1, 2 and 3 for the six months ended June 30, 2024.

The Company determines fair value for its available-for-sale debt securities using an independent bond pricing service for identical assets or very similar securities. The Company determines fair value for its equity securities based on the underlying equity fund's pricing and valuation procedures which consider recent sales price, market quotations from a pricing service, or market quotes from an independent broker-dealer. The Company has reviewed the pricing sources, including methodologies used, and finds them to be fairly stated.

Derivatives:

The Company has contracted with a third party vendor to provide periodic valuations for its interest rate derivatives to determine the fair value of its interest rate contracts. The vendor utilizes standard valuation methodologies applicable to interest rate derivatives such as discounted cash flow analysis. Such valuations are based upon readily observable market data and are therefore considered Level 2 valuations by the Company.

Certain assets are measured at fair value on a nonrecurring basis. For the Company, these include loans held for sale, individually evaluated loans, and other real estate owned ("OREO"). For the three and six months ended June 30, 2024, certain individually evaluated loans were remeasured and reported at fair value through a specific valuation allowance and/or partial charge-offs for credit losses based upon the fair value of the underlying

collateral. Collateral values are estimated using Level 3 inputs based upon customized discounting criteria. In addition to collateral dependent evaluated loans, certain other real estate owned was remeasured and reported at fair value based upon the fair value of the underlying collateral. The fair values of other real estate owned are estimated using Level 2 inputs based on observable market data or Level 3 inputs based on customized discounting criteria. In general, the fair values of other real estate owned are based upon appraisals, with discounts made to reflect estimated costs to sell the real estate. Upon initial recognition, fair value write-downs are taken through a charge-off to the allowance for credit losses. Subsequent fair value write-downs on other real estate owned are reported in other noninterest expense.

Three months ended June 30, 2024														
(In thousands)														
Fair value measurements at reporting date using:														
Gain (losses) from fair value changes														
Assets:														
As of 06/30/2024														
Quoted prices in active markets for identical assets (Level 1)														
Significant other observable inputs (Level 2)														
Significant unobservable inputs (Level 3)														
Three months ended 06/30/2024														

[illegible]

Three months ended June 30, 2023

(In thousands)	Fair value measurements at reporting date using:	Gain (losses) from fair value changes	Assets:	As of 06/30/2023	Quoted prices in active markets for identical assets (Level 1)	Significant unobservable inputs (Level 2)

	other observable inputs (Level 2)	
	Significant unobservable inputs (Level 3)	
	Three months ended 6/30/2023	
	Individually evaluated loans	
	\$	
	8,822	
	\$	
	0	
	\$	
	0	
	\$	
	8,822	
	\$	
	0	

Other real estate owned

Six months ended June 30, 2024														
(In thousands)														
Fair value measurements at reporting date using:														
Gain (losses) from fair value changes			Assets:											

As of 06/30/2024		
Quoted prices in active markets for identical assets (Level 1)		
Significant other observable inputs (Level 2)		
Significant unobservable inputs (Level 3)		
Six months ended 06/30/2024		
Individually evaluated loans	\$	
		3,501
	0	
	0	
	3,501	


```
align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</span>
</td><td style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">0 </span></td><td style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Other real estate owned</span></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">80 </span></td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">0 </span></td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">0 </span></td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">80 </span></td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">43 </span></td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify"><span><br/></span></div><div style="text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:99.561%"><tr><td style="width:1.0%"></td><td style="width:18.870%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.905%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.905%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.905%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.910%"></td><td style="width:0.1%"></td></tr><tr><td colspan="18" style="padding:2px 1pt;text-align:justify;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Six months ended June 30, 2023</span></td></tr><tr><td colspan="6" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:400;line-height:100%">(In thousands)</span></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span
```


Fair value measurements at reporting date using:		
Gain (losses) from fair value changes		
Assets:		
As of 06/30/2023		
Quoted prices in active markets for identical assets (Level 1)		
Significant other observable inputs (Level 2)		
Significant unobservable inputs (Level 3)		
Six months ended 06/30/2023		
Individually evaluated loans	\$	8,822
	\$	0
	\$	0
	\$	0

\$	8,822	826
Other real estate owned		
36		0
36		22

The fair value estimates, methods and assumptions set forth below for the Company's financial instruments, including those financial instruments carried at cost, are made solely to comply with disclosures required by GAAP and should be read in conjunction with the financial statements and notes included in this Report.

For loans where the Company has determined that foreclosure of the collateral is probable, or where the borrower is experiencing financial difficulty and the Company expects repayment of the loan to be provided substantially through the operation or sale of the collateral, the ACL is measured based on the difference between the fair value of the collateral and the

amortized cost basis of the loan as of the measurement date. For real estate loans, fair value of the loan's collateral is determined by third party appraisals, which are then adjusted for the estimated selling and closing costs related to liquidation of the collateral. For this asset class, the actual valuation methods (income, sales comparable, or cost) vary based on the status of the project or property. For example, land is generally based on the sales comparable method while construction is based on the income and/or sales comparable methods. The unobservable inputs may vary depending on the individual assets with no one of the three methods being the predominant approach. The Company reviews the third party appraisal for appropriateness and adjusts the value downward to consider selling and closing costs, which typically range from 5% to 8% of the appraised value. For non-real estate loans, fair value of the loan's collateral may be determined using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business.

The following tables present the carrying amounts and estimated fair values of the Company's financial instruments at June 30, 2024 and December 31, 2023. The carrying amounts shown in the tables are included in the Consolidated Statements of Condition under the indicated captions.

Estimated Fair Value of Financial Instruments														
June 30, 2024														
(In thousands)														
Carrying Amount			Fair Value											
(Level 1)			(Level 2)											

```
#000000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">(Level 3)</span></td></tr><tr><td colspan="3"
style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-
align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">Financial Assets:</span>
</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td>
<td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td
colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td
colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td
colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr>
<td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 7.75pt;text-
align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Cash and
cash equivalents</span></td><td style="background-color:#cceeef;padding:2px 0
2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</span></td><td style="background-color:#cceeef;padding:2px
0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">70,915</span></td><td style="background-
color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:left;vertical-
align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$</span></td><td
style="background-color:#cceeef;padding:2px 0;text-align:right;vertical-
align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">70,915</span></td><td
style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td style="background-color:#cceeef;padding:2px 0 2px
1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</span></td><td style="background-color:#cceeef;padding:2px
0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">70,915</span></td><td style="background-
color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:left;vertical-
align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$</span></td><td
style="background-color:#cceeef;padding:2px 0;text-align:right;vertical-
align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">0</span></td><td
style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td style="background-color:#cceeef;padding:2px 0 2px
1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</span></td><td style="background-color:#cceeef;padding:2px
0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">0</span></td><td style="background-color:#cceeef;padding:2px 1pt
2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none">
</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px
7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
```

Securities - held-to-maturity		
312,430		
264,588		
0		
264,588		
0		
FHLB stock and other stock		
41,382		
41,382		
0		
41,382		
0		
Accrued interest receivable		
29,624		

[illegible]

[illegible]

[illegible]

Other borrowings		773,627		772,332		0		772,332		0	

Estimated Fair Value of Financial Instruments					
December 31, 2023					
(In thousands)					
Carrying Amount					
Fair Value					
(Level 1)					
(Level 2)					
(Level 3)					
Financial Assets:					
Cash and cash equivalents					

[illegible]

[illegible]

[illegible]

[illegible]

Fed funds purchased and securities sold		
under agreements to repurchase		
50,996	50,996	50,996
0	50,996	0
0	50,996	0
Other borrowings		
602,100		
600,814	600,814	0
600,814		

[illegible]

Equivalents: The carrying amounts reported in the Consolidated Statements of Condition for cash, noninterest-bearing deposits, money market funds, and Federal funds sold approximate the fair value of those assets.

Securities - Held-to-Maturity:

Fair values for U.S. Treasury securities are based on quoted market prices. Fair values for obligations of U.S. government sponsored entities and mortgage-backed securities-residential are based on quoted market prices, where available, as provided by third party pricing vendors. If quoted market prices were not available, fair values are based on quoted market prices of comparable instruments in active markets and/or based upon a matrix pricing methodology, which uses comprehensive interest rate tables to determine market price, movement and yield relationships. These securities are reviewed periodically to determine if there are any events or changes in circumstances that would adversely affect their value.

FHLB Stock and Other Stock:

The carrying amount of FHLB stock approximates fair value. If the stock is redeemed, the Company will receive an amount equal to the par value of the stock. For miscellaneous equity securities, carrying value is cost.

Loans and Leases:

Fair value for loans are calculated using an exit price notion. The Company's valuation methodology takes into account factors such as estimated cash flows, including contractual cash flow and assumptions for prepayments; liquidity risk; and credit risk. The fair values of residential loans were estimated using discounted cash flow analyses, based upon available market benchmarks for rates and prepayment assumptions. The fair values of commercial and consumer loans were estimated using discounted cash flow analyses, based upon interest rates currently offered for loans and leases with similar terms and credit quality. The fair values of loans held for sale were determined based upon contractual prices for loans with similar characteristics.

Accrued Interest Receivable and Accrued Interest Payable:

The carrying amount of these short term instruments approximate fair value.

Deposits:

The fair values disclosed for noninterest bearing accounts and accounts with no stated maturities are equal to the amount payable on demand at the reporting date. The fair value of time deposits is based upon discounted cash flow analyses using rates offered for FHLB advances, which is the Company's primary

Assets		
Available-for-sale debt securities		
U.S. Treasuries		
\$		
109,886		
\$		
0		
0		
\$		
109,886		
0		
0		
\$		
Obligations of U.S. Government sponsored entities		
422,677		
0		

[illegible]

	0			
U.S. Government sponsored entities	663,940	0	0	0
U.S. corporate debt securities	2,367	0	2,367	0
Total Available-for-sale debt securities				

1,317,458			\$
	Equity securities, at fair value	766	
Equity securities, at fair value			
766		0	
0		0	

[illegible]

[illegible]

Recurring Fair Value Measurements											
December 31, 2023											
(In thousands)											
Total			(Level 1)			(Level 2)			(Level 3)		
Assets											
Available-for-sale debt securities											

[illegible]

Obligations of U.S. states and political subdivisions		81,924		0		81,924		0	
Mortgage-backed securities--residential, issued by:									
U.S. Government agencies		45,240		0		45,240		0	
U.S. Government sponsored entities		720,830							

[illegible]

[illegible]

Derivatives designated as hedging instruments			
1,503			
0			
0			
0			
Derivatives not designated as hedging instruments			
1,610			
0			
0			
0			

Liabilities		
Derivatives not designated as hedging instruments		
\$	1,826	
\$		
\$	1,826	
\$		
\$	1,826	
\$		
\$	1,826	
\$		

1098860000109886000042267700004226770000784760000784760000401120

<td style="width: 1.0%">	<td style="width: 18.870%">	<td style="width: 0.1%">

[illegible]

[illegible]

0			
Three months ended June 30, 2023			
(In thousands)			
Fair value measurements at reporting date using:			
Gain (losses) from fair value changes			
Assets:			
As of 06/30/2023			
Quoted prices in active markets for identical assets (Level 1)			
Significant other observable inputs (Level 2)			
Significant unobservable inputs (Level 3)			
Three months ended 6/30/2023			
Individually evaluated loans			

[illegible]

[illegible]

Six months ended 06/30/2024		
Individually evaluated loans	\$	3,501
	\$	0
	\$	0
	\$	0
	\$	0
	\$	0
	\$	3,501
	\$	0
Other real estate owned		
		0

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%>80 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">80 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify">
</div><div style="text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.561%"><tr><td style="width:1.0%"></td><td style="width:18.870%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.905%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.905%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.905%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.905%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.910%"></td><td style="width:0.1%"></td></tr><tr><td colspan="18" style="padding:2px 1pt;text-align:justify;vertical-align:bottom">Six months ended June 30, 2023</td></tr><tr><td colspan="6" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:bottom">(In thousands)</td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair value measurements at reporting
date using:</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gain (losses)
from fair
value changes</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets:</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">As of 06/30/2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-

Quoted prices in active markets for identical assets (Level 1)			
Significant other observable inputs (Level 2)			
Significant unobservable inputs (Level 3)			
Six months ended 06/30/2023			
Individually evaluated loans			
\$			
8,822			
\$			
0			
\$			
0			
\$			
8,822			
\$			

			Other real estate owned		
			36		
			0		
			36		
			22		

225400000225400008000000800000882200000882200000000035010000035036000220000.050.08

The following tables present the carrying amounts and estimated fair values of the Company's financial instruments at June 30, 2024 and December 31, 2023. The carrying amounts shown in the tables are included in the Consolidated Statements of Condition under the indicated captions.

Estimated Fair Value of Financial Instruments								
June 30, 2024								

[illegible]

[illegible]

	41,382		
			Accrued interest receivable
	29,624		
	0		
	29,624		
			Loans/leases, net
	5,708,805		
			5,275,879
			0
			0

[illegible]

[illegible]

[illegible]

4,503		
Estimated Fair Value of Financial Instruments		
December 31, 2023		
(In thousands)		
Carrying Amount		
Fair Value		
(Level 1)		
(Level 2)		

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

height:120%;position:relative;top:-2.8pt;vertical-align:baseline">1 Lease receivables, although excluded from the scope of ASC Topic 825, are included in the estimated fair value amounts at their carrying value.</div>7091500070915000709150000031243000026458800002645880000413820004 and Hedging Activities<div style="text-align:justify">Risk Management Objective of Using Derivatives</div><div style="text-align:justify">
</div><div style="text-align:justify">The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of its assets and liabilities and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company also enters into interest rate derivatives to accommodate the business requirements of certain qualifying customers. All derivatives are recognized as other assets or other liabilities on the Company's Consolidated Statements of Condition at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative and resulting designation.</div><div style="text-align:justify">
</div><div style="text-align:justify">Derivatives Designated as Hedging Instruments</div><div style="text-align:justify">
</div><div style="text-align:justify">Fair Value Hedges of Interest Rate Risk</div><div style="text-align:justify">The Company is exposed to changes in the fair value of certain of its fixed-rate assets due to changes in benchmark interest rates. The Company uses interest rate swaps to manage its exposure to changes in fair value on these instruments attributable to changes in the designated benchmark interest rate. Interest rate swaps designated as fair value hedges involve the payment of fixed-rate amounts to a counterparty in exchange for the Company receiving variable-rate payments over the life of the agreements without the exchange of the underlying notional amount. As of June 30, 2024, the Company had interest rate swaps with a total notional amount of \$150.0 million hedging fixed-rate residential mortgage loans.</div><div style="text-align:justify">
</div><div style="text-align:justify">For derivatives designated and that qualify as fair value hedges, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in interest income.</div><div style="text-align:justify">As of June 30, 2024 and December 31, 2023, the following amounts were recorded on the balance sheet related to cumulative basis adjustment for fair value hedges.</div><div style="text-align:justify">
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-

[illegible]

	(1,367)	Total	\$147,620	\$(2,380)	\$148,633	\$(1,367)	These amounts include the amortized cost basis of closed portfolios of fixed rate loans used to designate hedging relationships in which the hedged item is the stated amount of assets in the closed portfolio anticipated to be outstanding for the designated hedged period. At June 30, 2024 and December 31, 2023, the amortized cost basis of the closed portfolios used in these hedging relationships was \$736.1 million and \$763.4 million respectively; the cumulative basis adjustments associated with these hedging relationships was \$2.4 million and \$1.4 million, respectively; and the amounts of the designated hedged items were \$150.0 million for both periods.								
Derivatives Not Designated as Hedging Instruments															
The Company enters into interest rate swaps to help commercial loan borrowers manage their interest rate risk. These interest rate swap contracts allow borrowers to convert variable-rate loan payments to fixed-rate loan payments. When the Company enters into an interest rate derivative contract with a commercial loan borrower, it simultaneously enters into a "mirror" interest rate contract with a third party. For interest rate swaps, the third party exchanges the client's fixed-rate loan payments for variable-rate loan payments. The Company's credit policies with respect to interest rate contracts with commercial borrowers are similar to those used for loans. The Company retains the risk that is associated with the potential failure of counterparties and the risk inherent in originating loans. The interest rate contracts with counterparties are generally subject to bilateral collateralization terms. These derivatives are not designated as hedges and therefore, changes in fair value are recognized in earnings.															

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%>The Company has entered into risk participation agreements with other banks in commercial loan arrangements. Participating banks guarantee the performance on borrower-related interest rate swap contracts. These derivatives are not designated as hedges and therefore, changes in fair value are recognized in earnings.</div><div>
</div><div style="text-align:justify">Under a risk participation-out agreement, a derivative asset, the Company participates out a portion of the credit risk associated with the interest rate swap position executed with the commercial borrower for a fee paid to the participating bank. Under a risk participation-in agreement, a derivative liability, the Company assumes, or participates in, a portion of the credit risk associated with the interest rate swap position with the commercial borrower for a fee received from the other bank.</div><div style="text-align:justify">
</div><div style="text-align:justify">Tabular Disclosure of Fair Values of Derivative Instruments on the Consolidated Statements of Condition</div><div style="text-align:justify">
</div><div style="text-align:justify">The tables below present the fair value of the Company's derivative financial instruments as well as their classification on the consolidated statements of condition as of June 30, 2024 and December 31, 2023. Amounts below are presented on a net basis in accordance with applicable accounting guidance.</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.269%"><tr><td style="width:1.0%"></td><td style="width:47.206%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:21.285%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.069%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.040%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Derivative Assets</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Notional Amount</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Balance Sheet Location</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Derivatives designated as hedging instruments</td><td colspan="3" style="border-top:1pt solid

[illegible]

Interest Rate Products			\$	69,452	
Other Assets					
Risk Participation Agreement				851	
Other Assets			0		
Other Assets			0		
Total derivatives not designated as hedging instruments			\$	851	

[illegible]

Total derivatives not designated as hedging instruments	\$	1,503	
Derivatives not designated as hedging instruments			
Interest Rate Products	\$	34,930	
Other Assets			
	\$	1,610	
Risk Participation Agreement		0	

align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">Other Assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Total derivatives not designated as hedging instruments</td><td colspan="3" style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,610</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify">
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:47.584%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:21.122%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.958%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.936%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Derivative Liabilities</td><td colspan="9" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="9" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Notional Amount</td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Balance Sheet Location</td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td></tr></table></div>

Derivatives not designated as hedging instruments												
Interest Rate Products			\$	69,452								
Other Liabilities			\$									
Other Liabilities			\$	982								
Risk Participation Agreement												
17,221												
Other Liabilities												
19												
Total derivatives not designated as hedging instruments												
\$												
1,001												

</											

Risk Participation Agreement

7,542	Other Liabilities	48
Total derivatives not designated as hedging instruments		
\$	1,826	The Effect of Fair Value and Cash Flow Hedge Accounting on the Consolidated Statements of Income

The tables below present the effect of the Company's derivative financial instruments on the consolidated statements of income for the three and six months ended June 30, 2024 and 2023:

The Effect of Fair Value and Cash Flow Hedge Accounting on the Consolidated Statements of Income								

Location of Gain or (Loss) Recognized in Income on Derivative		
Three Months Ended June 30, 2024		
Three Months Ended June 30, 2023		
(In thousands)		
Interest Income		
Total amounts of income and expense line items presented in the statement of financial performance in which the effects of fair value or cash flow hedges are recorded		
\$		
673		
\$		
305		
The effects of fair value and cash flow hedging:		
Gain or (loss) on fair value hedging relationships in Subtopic 815-20		
Interest contracts		

Hedged items</td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">153 </td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,320)</td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Derivatives designated as hedging instruments</td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">520 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,625 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify"> </div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:top;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:61.418%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.640%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.642%"></td><td style="width:0.1%"></td></tr><tr><td colspan="9" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">The Effect of Fair Value and Cash Flow Hedge Accounting on the Consolidated Statements of Income</td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="6" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Location of Gain or (Loss) Recognized in Income on Derivative</td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30, 2024</td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30, 2023</td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="6" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"></td></tr></table></div>		

Interest Income		
Total amounts of income and expense line items presented in the statement of financial performance in which the effects of fair value or cash flow hedges are recorded		
\$	1,335	
		\$
	305	
The effects of fair value and cash flow hedging:		
Gain or (loss) on fair value hedging relationships in Subtopic 815-20		
Interest contracts		
Hedged items		
(1,013)		
		(3,320)
Derivatives designated as hedging instruments		

#000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,348 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,625 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify">Tabular Disclosure of the Effect of Derivatives Not Designated as Hedging Instruments on the Consolidated Statements of Income</div><div style="text-align:justify">
</div><div style="text-align:justify">The tables below present the effect of the Company's derivative financial instruments that are not designated as hedging instruments on the consolidated statements of income for the three and six months ended June 30, 2024 and 2023:</div><div style="text-align:justify">
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June 30, 2024		
June 30, 2023		
Interest Rate Products		
Other Income		
\$		
0		
\$		
0		
Risk Participation Agreement		
Other Income		
		6
		8
Total		
\$		
6		

[illegible]

under Subtopic 815-20		
Location of Gain or (Loss) Recognized in Income on Derivative		
Amount of Gain or (Loss) Recognized in Income on Derivative		
Amount of Gain or (Loss) Recognized in Income on Derivative		
Six Months Ended		
(In thousands)		
June 30, 2024		
June 30, 2023		
Interest Rate Products		
Other Income		
\$		
37		
\$		
0		
Risk Participation Agreement		

Other Income		
78	2	
Total		
\$	115	
Fee Income		
Other income		
\$	383	

\$

0

0

Credit-risk-related Contingent Features

Applicable for OTC derivatives with dealers

The Company has agreements with each of its derivative counterparties that contain a provision where if the Company defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations.

As of June 30, 2024 and December 31, 2023, the fair value of derivatives in a net liability position, which includes accrued interest but excludes any adjustment for nonperformance risk, related to these agreements was \$1.0 million and \$1.8 million, respectively. As of June 30, 2024 and December 31, 2023, the Company has posted \$790,000 and \$1.5 million, respectively, in collateral related to these agreements. The interest rate hedge counterparty has posted \$2.2 million and \$1.5 million of collateral in proportion to potential losses in the derivative position at June 30, 2024 and December 31, 2023, respectively.

150000000

As of June 30, 2024 and December 31, 2023, the following amounts were recorded on the balance sheet related to cumulative basis adjustment for fair value hedges.

Line Item in the Statement of Financial Position in Which the Hedged Item is Included			Carrying Amount of the Hedged Assets/(Liabilities)			Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount of the Hedged Assets/(Liabilities)		

Carrying Amount of the Hedged Assets/(Liabilities)				
Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount of the Hedged Assets/(Liabilities)				
June 30, 2024				
June 30, 2024				
December 31, 2023				
December 31, 2023				
Fixed Rate Loans				
1				
\$147,620				
\$(2,380)				
\$148,633				
\$(1,367)				
Total				
\$147,620				
\$(2,380)				
\$148,633				

1367

These amounts include the amortized cost basis of closed portfolios of fixed rate loans used to designate hedging relationships in which the hedged item is the stated amount of assets in the closed portfolio anticipated to be outstanding for the designated hedged period. At June 30, 2024 and December 31, 2023, the amortized cost basis of the closed portfolios used in these hedging relationships was \$736.1 million and \$763.4 million respectively; the cumulative basis adjustments associated with these hedging relationships was \$2.4 million and \$1.4 million, respectively; and the amounts of the designated hedged items were \$150.0 million for both periods.

The tables below present the fair value of the Company's derivative financial instruments as well as their classification on the consolidated statements of condition as of June 30, 2024 and December 31, 2023. Amounts below are presented on a net basis in accordance with applicable accounting guidance.

	Derivative Assets	Derivative Liabilities	Notional Amount	Balance Sheet Location	Fair Value
June 30, 2024					
					Derivatives designated as

Derivatives designated as

hedging instruments					
Interest Rate Products			\$	150,000	
Other Assets					
			\$	2,487	
Total derivatives designated as hedging instruments			\$	2,487	
Derivatives not designated as hedging instruments					

Interest Rate Products			\$	69,452	
Other Assets			\$	851	
Risk Participation Agreement			0		
Other Assets		0			
Total derivatives not designated as hedging instruments			\$	851	

[illegible]

[illegible]

	Other Assets		
0			
Total derivatives not designated as hedging instruments			
\$			
1,610 %			

Derivative Liabilities											
June 30, 2024											
(In thousands)											
Notional Amount											
Balance Sheet Location											

Fair Value											
Derivatives not designated as hedging instruments											
Interest Rate			Products			\$			69,452		
Other Liabilities											
\$			982			Other Liabilities			17,221		
Other Liabilities			19			Total derivatives not designated as hedging instruments			\$		
Total derivatives not designated as hedging instruments			1.001								

1,778

Risk Participation Agreement			
7,542			
Other Liabilities			
48			

Total derivatives not designated as hedging instruments			
\$			
1,826			

150000000248700024870006945200085100000851000150000000150300015017780007542000480001826000

The tables below present the effect of the Company's derivative financial instruments on the consolidated statements of income for the three and six months ended June 30, 2024 and 2023:

The Effect of Fair Value and Cash Flow Hedge Accounting on the Consolidated Statements of Income								

Location of Gain or (Loss) Recognized in Income on Derivative		
Three Months Ended June 30, 2024		
Three Months Ended June 30, 2023		
(In thousands)		
Interest Income		
Total amounts of income and expense line items presented in the statement of financial performance in which the effects of fair value or cash flow hedges are recorded	\$	
		673
	\$	
		305
The effects of fair value and cash flow hedging:		
Gain or (loss) on fair value hedging relationships in Subtopic 815-20		
Interest contracts		

Hedged items		153	(3,320)	
Derivatives designated as hedging instruments		520	3,625	
The Effect of Fair Value and Cash Flow Hedge Accounting on the Consolidated Statements of Income				
Location of Gain or (Loss) Recognized in Income on Derivative			Six Months Ended June 30, 2024	
			Six Months Ended June 30, 2023	
(In thousands)			Interest Income	

Total amounts of income and expense line items presented in the statement of financial performance in which the effects of fair value or cash flow hedges are recorded		
\$	1,335	
The effects of fair value and cash flow hedging:		
Gain or (loss) on fair value hedging relationships in Subtopic 815-20		
Interest contracts		
Hedged items		
	(1,013)	
Derivatives designated as hedging instruments		

weight:400;line-height:100%">2,348 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,625 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>673000305000153000-332000052000036250001335000305000-1013000-332000023480003625000<div style="text-align:justify">The tables below present the effect of the Company's derivative financial instruments that are not designated as hedging instruments on the consolidated statements of income for the three and six months ended June 30, 2024 and 2023:</div><div style="text-align:justify">
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Interest Rate Products			Other Income			\$			0			\$			0		
Risk Participation Agreement			Other Income			6			8						Total		
						6											

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">\$</td><td style="background-color:#cceeef;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">8</td><td style="background-color:#cceeef;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:14pt"><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Fee Income</td><td colspan="3" style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Other income</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">144</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0</td><td style="background-color:#cceeef;border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify">
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[illegible]

Total	115	\$	2
Fee Income	Other income	\$	383
		\$	

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