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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Â FORM 6-K Â REPORT OF
FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF
1934 Â For the Month ofÂ January 2025 Â Commission File Number:Â 001-35254 Â AVINO SILVER & GOLD MINES
LTD. Â Suite 900, 570 Granville Street, Vancouver, BC V6C 3P1 (Address of principal executive offices) Â Indicate by
check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F. Â ☐ Form
20-FÂ ☐ Form 40-FÂ ☐ Explanatory Note - Information Contained in this Form 6-K Report Clarifies
that information submitted with the Form 6-K is ☐ furnished ☐ versus filed.Â ☐ OnÂ January 15, 2025, Avino Silver
& Gold Mines Ltd. issued a press release announcing Avino Commences Underground Development At La Preciosa.Â A
copy of the press release is furnished as Exhibit 99.1 to this report on Form 6-K. Â The information contained in this
report and the exhibit hereto shall not be deemed to be ☐ filed ☐ for purposes of Section 18 of the Securities
Exchange Act of 1934, as amended (the ☐ Exchange Act ☐), or otherwise subject to the liabilities of that section, and
shall not be deemed incorporated by reference into any filings made by Avino Silver & Gold Mines Ltd. under the
Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in
such filing. Â Exhibits: Â 99.1 Â News Release datedÂ January 15, 2025 Â 2 Â SIGNATURES Â Pursuant to the
requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be
signed on its behalf by the undersigned hereunto duly authorized. Â ☐ Avino Silver & Gold Mines, Ltd. Â ☐ ☐
Date:Â January 15, 2025 By: /s/ Jennifer Trevitt Â ☐ Jennifer Trevitt Â ☐ Corporate Secretary Â ☐ 3 Â EX-99.1 2
avino_ex991.htm NEWS RELEASE avino_ex991.htmÂ EXHIBIT 99.1 Â ASM: TSX/NYSE American Â Avino Silver &
Gold Mines Ltd. Suite 900-570 Granville Street Vancouver, BC V6C 3P1 T (604) 682 3701 F (604) 682 3600
www.avino.com Â ☐ NEWS RELEASE Â January 15, 2025 Â AVINO COMMENCES UNDERGROUND DEVELOPMENT
AT LA PRECIOSA Â Avino Silver & Gold Mines Ltd. (ASM: TSX/NYSE American, GV6: FSE) a long-standing silver
producer in Mexico, reports that underground development at its 100%-owned La Preciosa Property (☐ La
Preciosa ☐) has commenced following receipt of all required permits for mining operations. Â "This milestone
achievement is a testament to the dedication and vision of the entire Avino team," said David Wolfin, President and CEO
of Avino. "It underscores our firm commitment to responsible development and transformational growth. The receipt of
all required permits marks the culmination of lengthy collaboration with Federal and State regulators, as well as
meaningful engagement with community leaders. This step marks a significant milestone for Avino, as we move one of
Mexico ☐s largest undeveloped silver deposits forward. La Preciosa represents higher silver grades than currently
being mined and processed at Avino. This, coupled with robust metal prices, is setting Avino up for a strong 2025 and
beyond. We would like to thank our experienced and devoted team who completed the rigorous permit process
culminating in this successful approval. Furthermore, we commend everyone involved for their role in advancing La
Preciosa and all those who share our vision for a better future for local communities and stakeholders." Â With many of
the necessary outbuildings completed, Avino has proactively prepared its mining fleet and is now advancing the
development of a 350-metre mine access and haulage decline. This is designed to intercept the high-grade La Gloria
and Abundancia veins, aligning with the Company ☐s mine development plan. Â Beyond direct job creation, activities
at La Preciosa are expected to drive local economic growth, including the generation of both direct and indirect
employment opportunities among local suppliers, subcontractors, and community groups. Avino is committed to
operating La Preciosa with a small environmental footprint and in an economically sustainable manner. Â Development
for the first phase at La Preciosa is expected to be under \$5M and will be funded from cash reserves. Avino had
approximately \$26 million in cash at the end of 2024 and remains debt-free, excluding operating equipment leases,
demonstrating significant cash flow generation throughout Q4 2024. Our strong balance sheet and working capital will
provide the foundation to support our transformational growth plans, which will be further outlined in our 2025
Outlook. Â About La Preciosa La Preciosa hosts one of the largest undeveloped primary silver resources in Mexico and
is located approximately 19 kilometres from our Avino Mine operations, which has an operating 2,500 tpd mill
processing facility and all the necessary infrastructure to allow for mineral processing from La Preciosa.Â ☐ La
Preciosa's mineral resource inventory significantly increased Avino's consolidated National Instrument 43-101 mineral
resources, which is currently 371 million silver equivalent ounces. Â ☐ ☐ ☐ January 15, 2025 ☐ Avino Silver & Gold
Mines Ltd. ☐ News Release Avino Commences Underground Development at La Preciosa Page 2 Â The current
Mineral Resources for La Preciosa are summarized below. These resources were previously disclosed and are reported
in the most recent Technical Report effective February 5, 2024 and it is available on SEDAR+ atÂ www.sedarplus.ca or
on EDGAR atÂ www.sec.gov, and as well, the report can be viewed on the Avino website here. Â Table 1 ☐ Mineral
Resource Statement Â ☐ *Notes for Table 1 are summarized on the final page of this news release. Â Terms of the
Acquisition of the La Preciosa property by Avino, which was completed on March 21, 2022, can be found here. Â
Qualified Person Peter Latta, P. Eng, MBA, Avino ☐s VP Technical Services, is a qualified person within the context of
National Instrument 43-101 who has reviewed and approved the technical data in this news release. Â About Avino
Silver & Gold Mines Ltd. Avino is a silver producer from its wholly owned Avino Mine near Durango, Mexico. The
Company ☐s silver, gold and copper production remains unhedged. The Company intends to maintain long term
sustainable and profitable mining operations to reward shareholders and the community alike through our growth at
the historic Avino Property and the strategic acquisition of the adjacent La Preciosa which was finalized in Q1 2022.
Avino currently controls mineral resources, as per NI 43-101, with a total mineral content of 371 million silver
equivalent ounces, within our district-scale land package. Early in 2024, the pre-feasibility Study on the Oxide Tailings
Project was completed. This study is a key milestone in our growth trajectory. As part of Avino ☐s commitment to
adopting sustainable practices, we have been operating a dry-stack tailings facility for more than one year now with
excellent results. We are committed to managing all business activities in a safe, environmentally responsible, and cost-
effective manner, while contributing to the well-being of the communities in which we operate. We encourage you to
connect with us onÂ X (formerly Twitter)Â atÂ @Avino_ASMÂ and onÂ LinkedInÂ atÂ Avino Silver & Gold Mines. To
view the Avino Mine VRIFY tour, please click here. Â For Further Information, Please Contact: Â Investor Relations
Tel: 604-682-3701 Email: IR@avino.com Â This news release contains ☐ forward-looking information ☐ and
☐ forward-looking statements ☐ (together, the ☐ forward looking statements ☐) within the meaning of applicable

securities laws and the United States Private Securities Litigation Reform Act of 1995, including the mineral resource estimate for the Company's Avino Property, including La Preciosa, located near Durango in west-central Mexico (the "Avino Property") with an effective date of October 16, 2023, and references to Measured, Indicated, and Inferred Resources, referred to in this press release. This information and these statements, referred to herein as "forward-looking statements" are made as of the date of this document. Forward-looking statements relate to future events or future performance and reflect current estimates, predictions, expectations or beliefs regarding future events and include, but are not limited to, statements with respect to: (i) the estimated amount and grade of mineral reserves and mineral resources, including the cut-off grade; (ii) estimates of the capital costs of constructing mine facilities and bringing a mine into production, of operating the mine, of sustaining capital, of strip ratios and the duration of financing payback periods; (iii) the estimated amount of future production, both ore processed and metal recovered and recovery rates; (iv) estimates of operating costs, life of mine costs, net cash flow, net present value (NPV) and economic returns from an operating mine; and (v) the completion of the full Technical Report, including a Preliminary Economic Assessment, and its timing. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives or future events or performance (often, but not always, using words or phrases such as "expects", "anticipates", "plans", "projects", "estimates", "envisages", "assumes", "intends", "strategy", "goals", "objectives" or variations thereof or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-looking statements. These forward-looking statements are made as of the date of this news release and the dates of technical reports, as applicable. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the future circumstances, outcomes or results anticipated in or implied by such forward-looking statements will occur or that plans, intentions or expectations upon which the forward-looking statements are based will occur. While we have based these forward-looking statements on our expectations about future events as at the date that such statements were prepared, the statements are not a guarantee that such future events will occur and are subject to risks, uncertainties, assumptions and other factors which could cause events or outcomes to differ materially from those expressed or implied by such forward-looking statements.

January 15, 2025

"Avino Silver & Gold Mines Ltd." News Release Avino Commences Underground Development at La Preciosa

Page 3

Cautionary note to U.S. Investors concerning estimates of Mineral Reserves and Mineral Resources

All reserve and resource estimates reported by Avino were estimated in accordance with the Canadian National Instrument 43-101 and the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") Definition Standards. The U.S. Securities and Exchange Commission ("SEC") now recognizes estimates of "measured mineral resources," "indicated mineral resources" and "inferred mineral resources" and uses new definitions of "proven mineral reserves" and "probable mineral reserves" that are substantially similar to the corresponding CIM Definition Standards. However, the CIM Definition Standards differ from the requirements applicable to US domestic issuers. US investors are cautioned not to assume that any "measured mineral resources," "indicated mineral resources," or "inferred mineral resources" that the Issuer reports are or will be economically or legally mineable. Further, "inferred mineral resources" are that part of a mineral resource for which quantity and grade are estimated on the basis of limited geologic evidence and sampling. Mineral resources which are not mineral reserves do not have demonstrated economic viability.

Neither TSX nor its Regulation Services Provider (as that term is defined in the policies of the TSX) accepts responsibility for the adequacy or accuracy of this release.

Footnotes -

Table 1:

1. The stated mineral resources comply with the disclosure requirements of NI 43-101 and are classified in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum's "CIM Definition Standards"

For Mineral Resources and Mineral Reserves.

2. Mineral resources for La Preciosa are estimated at a cut-off grade of 120 g/t AgEq.

3. Mineral resources for La Preciosa are estimated using a long-term silver price of US\$19.00/oz and a long-term gold price of US\$1,750/oz.

4. Mineral resources are not mineral reserves and do not have demonstrated economic viability.

5. Tonnage and metal content figures are expressed in thousands and may not add up due to rounding.

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A!O^IP\3_P#@P_ \ L:_.NHKD?^\$&_ P"IP\3_/_@P_P#L:_ \A!O^IP\3_M_P#@P_ \ L:_.NHKE8?_ ,TTACM_%GBF5PI;:E\2<
9)X7H_ "3["H_ ^\$&_ ZG#Q_M/_X/_L:_.NHKD?^\$&_ ZG#Q/_P"##_ \&K%O\.[R\W\X'D\67'DQF63RKPOY_M:#JQPO_J:
.FHKD?^\$&_ P"IP\3_/_@P_P#L:_ \A!O^IP\3_P#@P_ \ L:_.MNHKD?^\$&_ P"IP\3_/_@P_P#L:_ \A!O^IP\3_P#@P_ \ L:_.NHKD?
^\$&_ P"IP\3_/_@P_P#L:_ \A!O^IP\3_P#@P_ \ L:_.NHKD?^\$&_ P"IP\3_/_@P_P#L_M:_ \A!O^IP\3_P#@P_ \ L:_.NHKD?
^\$&_ P"IP\3_/_@P_P#L:_ \A!O^IP\3_M_P#@P_ \ L:_.NHKS;P[X>NM8_M;[3XM\0#[%J4UG'Y=^1E\$Q@G(//M)*V_ ^
M\$&_ ZG#Q/_P"##_ \&@#KJ*Y' (0;_]\$'_HM:UZX'0_M!_VKPUISQ_P E/B&#S;2*3RH;:B90':HV\=A6A_P@W_ %_.B'? \&'
-C0_M!UU%_ \A_JC1_P@W_ %_.B'? \&' -C0!UU%)_ M!_A_JC1_P@W_ %_.B'? \&' -C0!UU%)_ \A_JC1_P@W_ %_.B'? \
\&' -C0!UU%><;X?NKWQ9X@TF3Q3XA2#3OL_E,M=Q\R,LV[C'4<8_MK9_X0;_J0VYBE(M_MX!ORN'4
8RORJ<<<&O!/^\$&_ ZG#Q/_X/_L:/^\$&_ P"IP\3_/_@P_P#L:~6X_MNECU?Q=K3;N;???:>F\$ /B6U:[=@ "1PS7/S8]
#@9/K7+5R/_ "#?]3AXG_ \ M!A_JC1_P@W_4X>) _!A_JC4K0INYUU%<+>> \$I+6[T^&/Q9XD9;NX:%RVH)_ P#P8?\ V-
'745R/_ "#?]3AXG_ \&' _V-'_ "#? \4X>) _P#P8?\ V-_'M745R/_ "#?]3AXG_ \&' _V-'_ "#? \4X>) _P#P8?\ V-_'?:<0V?B+3;NX?9#
M#Y(\$:X'_(S_MZUX=_P_ (-_U_.B'?_ ,&' _P!C1_P@W_4X>) _8?_8T"MOYGMT/BJ.W)066
MG7]G;/;R)!;:Q96D+LP=!(?)&+8*E6;D\$>PJ>;Q%:7'C6^UH^*Y?GMQ]D9I_MKJ-%RPS#(8U\ P)%6TN%AO KJ'+
PQOS\O7+_ MG\,5<_X0;_JN>+_M6TO4A*-F\$@:_4[FYP\$91L=(L_ \P_M[E6]^*BU:32-3FMM:74X5=;:!)
/>*7S=T:*A52%*%3MSDL.#TR,'RC_ (0;_M_J"[MHMDW_\$O@5F+##* _O!4;4W#Y?852TGQ@5O-)NM0UJ=;F*2[CEG9I"
MT<3QJ(P2_3M#9.T9QCI7B? \P@W_ %_.B'? \&' -C1_P_(-_U_.B'?_ ,&' _M_P!C0![CHWB:.PTB>U76+% [PW4TEQ->F]*WH8*
?W6-XX;B5>_N:IW?BKS;"_MZLX]5F\B/3/-2(;PL=Q'Y6XJ/X6&U_F_7I7C7_ "##? \4X>) _P#P8?\ V-2W
M'@80Z5%>+XN\2F234X;(J=0XV//;74I/W>NZW0>F"W'W0@_]R?Q-)XUO=2_X2
MI'9WD'Q^:EVDTF\$98\$1&R(2K@C/=GG->>731M>SM#(L9D8J\GWF&>?">N+_ M_P"\$&_ ZG#Q/_
._##_P"QH_X0;_J)_P#P8?\ V-'_ @W_M_4X>) _ \P8?_&-&OXH_P"1,US_*)_P#T6U?>E?G)KG@_ [+X:U6X_X2GQ
M# /Y5I+Y4U]N1(3M8;>0>XK]&Z_ "BBB@#X+ \+_ \B9H?_7A!_P"BUK7KEO#<_M_B!?"6CB#3-/>(64.QGOG5F&P8)_A.#
[9/UK2^T>)O\ H\$:_9_P"##&3_XQ0!K_MT5D?:/ \$W_0(TS_P8R?_QBC[1XF_Z!&F?^#&3_XQ0!KUJ^&_L\A_P E6E_P!
M>7]C^TQ^;YOW-NX9W>WK[5R?VCQ-_P!_C3/_8R?_&*/M'B;_H\$:_9_X,9/_M (Q33L[B:NK'K=O'XS;Q&T?
BB34@C07JQ"^=Q%N^SR9*;CMQ[KP!CVJ76?#-_MA8/HS3>'IQ;_]K>YMK2"=1=(_I_="21FPPV9]NM>/_:/ \$W_0(TS_P8R?
_M_IBC[1XF_P"@1IG_ (,9/_C%+L4]3U_ (1B/[3]=O\ \ZBS>4DL,C07:P6_MJ; &8B7]YNBD(P?
F+KD>AW4VZEAMO"^KQM9I#OXPT@*N_MKWEHG;ZNXU"[BGN97GE-FB;=K\$]XYY8[I-
V<>QJ]I_A^STVVTG4;S284N8KN_MR;SUCG\$R2=_ :7:Y'RD[%501C)!Q7C/VCQ-_P!_C3/_8R?_&*/M'B;_H\$M:9_X,9/_
(Q2>EOE^FKJW]>LHIL-QJFI6>IV+Z3"^L6D4EJLDD2!&\$O)#L>_M6P"">F>,T+HEBLEC+J_A<:5<%;UFL"TZ"9(X-Z.=
[EQ\1D1Q[&O)OM'B;_M_H\$:_9_X,9\XQ1\H3?]_C3/_!C) \&^25D5>[N=EKT-FL6E7EG9K;"[M!
M, \43NR*PD=JEWEFQA1U]UB5D?:/ \$W_0(TS_P8R?_QBC[1XF_Z!&F?^#&3_M_ ,4QO&O161]H3?]
C3/_!C)_P#&*/M'B;_H\$:_9_X,9/_C%&O161]H3? \M0(TS_P_&G_QBC[1XF_Z!&F?^#&3_P",4_9'@;_F9_ \
L.W7_LM>N0Z]KB?#_MRXA76;Y8EO(H%07#A1&8I,H!G[O_XZ<5XKX/FU_Q?^\$A^S:~8RYUFY,GF7KIM_M?

Y<@8B.1[\9]!72 :/\$W 0(TS P8R?\ QBC=-!U3/4[W0K*0[N7^P_(LX[* M":VU?=?*M\$S>7N3);RS]YQA5!&WV-7VT?
PY)J>KQ+H,446E7<*JEQ-F95@G M<;R7/(:)NX[YS7COVCQ- T"-,\&,G ,8H^T>)O^@1IG @QD ^,4;W!:/6/
M5;#1++4;ZTO;70H'ADT[[5/91+<3MGSFCS\$BR!V/ SN?.,DYZ5I:~X3TC^V] M=0:3]N@LM0CC^SE+F1U@(9F"" E@_
+G;[UXQ]H[3?] C3/ !C) P_#&*U-/ M\3>.-+MC:VNDZ(T)D\W; <3+.%?&-P\RV;!^E 'H4FCZ(OA\$WB^[^6:2WEE>
M>VM9)[([64.P"-)YVU H"Y#(S8.<[C' 5F3WWBRYN9;B?2]-DEE8N[49,LQ. M2? \45']H[3?] C3/ !C) \ &*7F4'A?_D3-#_Z\(\A
T6M:]\$\$_L- M-T7[7J6UE]TYM9%G60F2U"XDV[\$89+ .N.X&4ZUY5]H[3?] C3/ !C) \ M&*M'B;_ !*!F?\
@QD ^,51)Z]I_ A2ULM"O)KW15U.>UGNX9@([IW5D4>7M M,)""-QR?,
()7I7G%+9>+/'NGV<5K;,:H@2'<8FDF622+=R=KM;%EYYX(K'^T
M>)O^@1IG @QD P#C%9FAKT5D?:/ \$W 0(TS P8R? !BC[1XF P"@1IG_(9 M/ C%429.@ \
)2/&7 ;_E_P"B376UP6AS:X'/OBQET^P,Y^R>:C7KJJ?NCMVM MY1+9'7(&/>NF^T>)O^@1IG @QD ^,4
:];GA6Q@OO\$=O]LD6.RM@:JX=P2JQ MH-QS@\$X X!ZUQGVCQ- T"- ,P#1C) \8H^T>)O^@1IG @QD_P#C%-.VHFKZ
M'KVIZ2OB2*,6+>1:-U"XL2NZS67YKF*6('K*K\$^2P)&W^>V:Y'Q+I>EZXM;&.\$P;((&="22':)&_K_ +1-?
78WD:VD63S&8G%M@A M"H^=">6'#FO(?M'B; H\$:9 X,9/_(Q1)H[3?] C3\ P8R? &*.E@ZW/5WT M"QM/
::F=%%U++:%OM"QW3/#-YQ4EF4^2%"@\'YMV,BM?7K.^U/Q6]M?:5KD M]HGGO;17MS(UM=2+\$61(5"+M!QT5B2.
:[I_X2WQY]@%C_9NB>6(?L^_SE\W MR^FWS?LV_&..O3BL?[1XF_Z!&F?^#&3_.,4;M@MD=UXKTZ/3YM,QI/]E37%
MF)9[7\$ _*+:M>N6\23^(& \:P)] M,T](C93;V2^=F4;#D@&\$9/MD?6M+[1XF_P"@1IG_(9/ C%&O5_1]/?5M;
MLJ-1MGVB54+GHB]V/L'D A7,:/\$W_0TS P8R? !BC[1XF_P"@1IG_(9 M/ C%-: >SWUEI?B;5-
'N\$OK:]MHK]=/D6W\$B!+=B6@4[T0YP'7C/8 YKE &[MGP;+;-]OXKVSTS2TF MB)*EKYG'(PD3?:_ \ (N_A?^TK9KR"S&H?
9 LGFBY ,CY.S9_J6*- MG*CBO/(M'B;_ *!&F? \ @QD ^,4?:/\$W_0(TS P8R?\ QBCI8.MSTJ)\-1PZ
M/? :JNFR+9#3+2:WN"6V-,WE"3:I;[_] %BT_ [&"U_](=OK#^T>)O\ H\$:9_P"#
M&3_XQ4MY<>)O^\$=M@VCZ6([1TVESG.0548.XE0#2K<\ M*V,%]XCM_MDBQV5L#=#7#N"56-!N.< GG '
/6N,^T>)O^@1IG @QD \ C%'V MCQ- T"- ,P#1C) \8IIVU\$U?0]M70[7Q*VO&2TUFYDM-LA6.Z:)ITD122D: MK,?W;
(>%QG.>*JZ0+BVG\5QZ%H^MP*EU"L=IIDLD%6&@\S&XE7;3((ZGMTK MRS3O\$'C+2XIUM-)T8K.
)\$GN?/1L'(^62V89'K4%]JWBS4;V2\O--TQYL;B MM/Z#@8 %N ,400>^YZ?!X?
CDTXS7'A^6=6T^ZN;C49GEWPW*3]V2& M"9&UE>?5GVNI^+K*5Y+;3-,C=XWB8_P!H.E?GSXDG\0-
X2U@3Z9IZ1&RF MWLE[,HV') ,R?;(^M?H-0(**** /@OPO\ \B9H?_ 7A!_Z+6M>LSPK9ZPW@
MW0VB)\+^ (YHS8P%98M@O)(W'EAK698B&[!\$@C16Q]AUW_H3_!5_X3M]_P#& M: (J*E^PZ[_T]_BK_P)V^ ^,T?
8==_Z\$ _Q5_P"\$[??_ !F@#"BI?L.N_P#0 MG^*O_ "=OO_C-'V'7?^A\5?^\$[??_&: (J*E^PZ[_P!?"XJ_)\V^ _P#C-'V' M7?\
H3_%7_A.WW_QF@#"BI?L.N_]?"XJ_P#"=OO_ (S1)AUW_H3_!5_X3M]_M_P#&: (J*E^PZ[_T]_BK_P)V^ ^,T?
8==_Z\$ _Q5_P"\$[??_ !F@#"BI?L.N_M_P#0G^*O_ "=OO_C-'V'7?^A\5?^\$[??_&: (J*E^PZ[_P!?"XJ_)\V^ _P#C-M-'V'7?\
H3_%7_A.WW_QF@#"BI?L.N_]?"XJ_P#"=OO_ (S1)AUW_H3_!5_MX3M]_P#&: (J*E^PZ[_T]_BK_P)V^ ^,T?
8==_Z\$ _Q5_P"\$[??_ !F@#C/ MO_,S_P#8=NO_ &6NNKEO MKJ'S'Q0(/#NO76W7KI7^S:/=S>6WRY1]D9V..Z- MAAW
KKOL.N_]?"XJ_P#"=OO_ (S0!%79V?AVTO? \;6]MYFN3O\:(B'+0^ M:-(N,[1Y)SCMUKD?L.N_P#0G^*O_ "=OO_C-
:=OJ7C.TQ]E\.^*X2+5K(%/# M=Z"(6))7_4]R3SU]Z_M;0?"D,%H+CS#!'8W-Q=0!I/M1#>4K_&10%\$FXKC M&X
9ZYKSR0()&\$; ,R9.TLN"1VR,G'YFM:#4?&%OQ'X6\2LOV;['LD\+W4B^5 MNW;<- 1][G/7/>LS[#KO_0G^*O PG;
[_P",T=0Z\$5%2_8==_P"A\5?^\$[? M? &:/L.N_P#0G^*O_ "=OO_C- &'X7_Y\$S0_ ^O"#_-%K6O6;X5L]8;P9H;0^
M%_ \$< \9L8"LL6AWDD;CRUPRL1#_]B"01TK7^PZ[_-"XJ_)\V^ ^,T 15TU MGX9M9M/CDN]2EM[R:SEOHX4M@Z")
W+OO!4MM. %/;GFN>^PZ[_T]_BK_P) MV^ ^, UUMOXBUF'P-);P'XOE9H5MI)6T.Y!;7F!V12+0. <\$,[9/3!T#J
M.\.Z7I:78+76(F3.X\$6]HK6+<9(VF0J?F!R%7C:(N2NQ:B\E^Q22; \ O MW;2QA&[J#V-C\S6FVH^+/\^\$@DUJW\
(^)H9VW*J'PS>2(B%6=FS:T)!4(=N#"Q M6:JGKTDC2\X\3@L2Q"^^+U1^ \$.!1]OJ&VA7HJ7[#KO_0G^*O_G;[_XS
M1]AUW_H3_%7_(3M] \&: .-T') *1XR_[8@C+1YZC73VME9Q"2:6./S'Y8*JJ]9: MA^ [Q+JWB'Q%>BX;P3XHMHP6?
R_P"P[\NQRS\$F'GH M![]5;-9U]-XHU 6ZWGA/Q*YMXEA1E\,W:-L4_*&*P M@_#+9-3NBS.HJ7[# MKO\ T) BK_PG;
[_XS1]AUW_H3_%7_A.WW_QFF28>K \ (5V_P#7^W_I+/6O M6;JUGK0U7P^ \^*) (V-\X59-"O%,A^RS_*H,66.,G_R<
GH"1K_8==_Z\$ _Q5_M_P"\$[??_ !F@#"KFF?:/JNJVNG6^T2W\$@C4MT&>Y]AUJ#[#KO_0G^*O_G;
M[_XS5W2SKVF:Q:Z@O@_Q;F"0/^Z\WBMQZ%K=A^:D>U;-B9I7^ANVE736T34_M)K[^T+B2W03VP@QLVY?
AV^7YNO&,'.5>U.W\,OX9N+NW:57AG6RLGCM@!, \$ M4L[N=X.7+ Y(48 SV;JGB+7+Z,Q6OP_\4VP6U-K"3H-
W^Z5F+2\$+; (H+ A M>%&[G]3FL#SO%*Z1_9/_ B?B4VGFF8*WAB[+*Y !(M\$ \
Z+:M>LWQ59ZPO@S7&F\+^ (X(Q8SEI9=#O(XT'EMEF9H@% [DD_#K6O\ M8==_Z\$ _Q5_X3M]_ \9H
BKN9_"UE<^'M(2R5(=1&QK^>=G8JL0_P#" .^*UCO8XXKA5\WH\Q(P M B\0_ #IU[T= _ZFKK>BV5QXGTO1]
M!; &XMX>9)&]9G&X.^2=OR%20.!S@5_M#_PC>GS'3IM/U* N[;N9+7(LE67;0_.)QC_QC%78];<1W:W,?A?
Q"K+^"UNL8\W'E*C?> C^ MS;!GN<9/>@_M_-U6VLK/5KBUT^ _-;1-M6X,?E^9ZD#)XSGG/6J-69H](\$%Q<2_M3R>#?
\$RO(Q8B/PS>1J)*[L('L!4?V'7?^A\5?^\$[??_&:2\RC#TC_D*^(/ M^O\ 7_TE@K7K-TFSUHZKX@>)%?
\$DC"^0,L>A7C&, 98/E8"+*G&#@X."#T() MU_L.N_ \0G^*O_ "=OO\XS3)-GP?8?VEXPT^W:".X17,KQRXV.J*7(/&#MQ
MSQ2_V#'-XADTU;T@6Z/+>RF_HL&P\$R!5)RV,8&=N3QP.:S+9?\$UG)*UMX5\4 MQF6-H6/_CEZ>: -. 'POITVHZ!7(CD9-
A=< \ \$KDXSZ9-/4>N^.(Y;B0>%M??[3&D4B2>\$KAX M]B\JHUN550><* ,UBM9Z\ S%CX\4Y)SQX=O@/_
\$30!#4M]_R+@I_V,%K_M.D.H4?8==_Z\$ _Q5_P"\$[??_ !FH]0&I1Z1I]C+X9\2174^N02PQ2:!:>J90E
ME?!@N8OF(W@[1DXR<85B !*UO#=E;ZAXCL[>\4-:AC+ .I8]#&BEW&1R/E4UG_M?8==_P"A\5?^\$[??_&:GM5\36X)%
M'<6?AG1H_\$]U=W=J)='93+:6ID=?,4PB8@[M] (1SGDE>O-OO46G7/BO2FF-GX2\2:9U"21S>%[N9'
((RKP%>"!@XR*.H=#97 MPMIJ:E=07>L7,%G# :17@NA9JV\$= P#J91M8[@H +9)KE#UXZ5N_VUXV:VN[>
M7PKXCGCO)/.F[PG/ _#/'Q3'K.1+A7M?*: -885:3 MF8->%UX*[N>E=M-XT*066IW\$?B'3YUTR-I+F. '[C=X@.,!N#G@
XYXKE/A MII>Q<^?A]]@9%MX _"=O:,,G?N>&@!0,8QA#WJ]L6G@_7YM/M]-U)=-MHM.T M>?::;UGDD:X\Q\$0.ZF-
1&M@[07Y/7CFTHNU]"^"U)KI"IT-T M/U1=0O]7M?(V?V?<+!OW9(S=#')G& M./A_68QSTSWKB]
< \.^,]5\,V6E(UC#']DEMkJWAU..%?,P%CE\$J0[W ;,>\$ M!)P2PKI?#>BWND/J374DF^!]4L]1T5I+J#[!!!!' _:-N-S>
M?/#N\EER,9?))Y =Q^E5[WP'JW]E^&5B6*N-)TYM/FA75;G3U;<(LLL*E
MF'[O&UEP<@\ \$534=KBYJBOH=L/\$6@MK*Z.NN6!U-EW"R%RGG\$;=V=F=V-O/3 MIS18^(M U0_Z7KEA?
R^1FWNDD_>;2VSY2?FV@G'7]5Q!\'^)FU[2\K:KI_MFF2Q:Q+J4^V&%8-A@ \KRMLGS%OWKL6QV7.*FL_#?
BRSL++RH=/1=-ODFL=- M;499HXXA#)\$R?:&A#C_69_*MC;@!' 56C;1B4YWU1VEUKFC6-C]NO=6LK:U\ MQHO/FN\$1-
ZYW+N)QD;6R.VT^E,MO\$&@WN]JOI5GKEA&]>L=1TE_MM2BTV*#2M-?38WM)GD><9BPY#1J\$_P!6?
ERV">IKOZ4TE;E95.4I7, + FJO_90-6 \ :5>S M4 %%%5I%R-D;(W
@[6*G".10!8S2UEZ;I=OI5I]FM9+J2/<6S=7, _#O_DYSXW_] MP\](WKV:@ HHHH ;FG5E_V5;?VP-
6V\^T!/+V"^\FG' _7'=Y>?;;GWK4H M\$K]0HHHH<<7XR_Y&[X MI.23[GF@1/\A_L7[_ _29Z[2N+^*W_)\$/'G_8OW_P#Z
M3/7:4 %%%%M_#C%9=UI=K>7]M?237BRVQRPBWD49_WXT8*_ @:U*D_HHHJ_M@_&\& \ (W?\$_L8(O\
TU6%=I7%#?^1N^(\ P#W,\$7_*:K"NTH*,T5FZA MI]OJ5HUGU2IT4450%_%; _) (A.MX\ [%^ _
/29Z[2N+^*W_)\$/'G_8OW _3/7:4 %%%%_RGX\$%^[_J^ _M"DNL6VDR:]?Z99R7,;:-]
*]Q)"A8>6)Q@EF/R@#K@^N^D_9I^!;;R2^"UC_MC12S,VJ7@_ZDGSN!6A\[->Z/A/X_MTDI-/O85?V8O@2Z!H_!

(92,@C4[P@ \ D:JEO^SA [JYN[>W&;Y+.00SK_M &C>C8Q17 YEY^5U/'K5S7#>+X&T:QT2W\10/]CF::Z8:FTL6%
[BYAD!DC*[_]\$_@#9ZX8,/".U#@DF[@ MJC;2MN<%!^S3\!JW2XM?!!J3PR#
JW;*P]01-@U%??LW_%TW3[C4+SP M;Y5M;1M+* \ :-ZVU0,DX\$!)X)*O1Z/KC>'I64ZW:3V&@P26<-M-/"/OVH-.2
M"BD!VXCRC @C/(%6 'UK=WMUK%K/'K\PETM5TV/3A<^0\W[WS!((OD))/[OB
M7@CIWHY%S6N4YM)NQD0_LW? :XEFCM '!4LENP25\$U2[+1L0& 8>=P<\$'!\$ M5:_X9?\ @;_T(\
Y4[S_P'5H:!)O\ ^\$TO5US (2.:!YK>2--^UCJYY%K MMYMOGV9\ P#V-
V[/.*JS:QWUBT@6Z6WF56OFAN(&@,(H=7%O\$ 6 MP 7W# =E33Y/,CVNCNMC*A_9I^!-Q"LUOX-
26)QE9\$U2[92/8B:I3^S#"U4E MO!' ') _M._ \^/5!!IVJ6?PVTC3M-DUK3 (OF35#);W\B 1OC8J.DICW^7S"
MVW/(W5IROW2Z;H,&J7 (CU#3C:W2F>QM[ZUF:?\$S\H2HI,P 3> 920<98G M(-'(E=)C51Z:=.YDZ?\ LW
;4M/@O[7P7YMMV\#:%;W,+PSQ6,\$? 'J]GHH \8 X9<^!/? 0C M?^5._\ CU' _RY" _^A& _J=Y \>KV>B@_Y_-^\$?
P*^%/_B;_A/?[<^*_ : [M(7:AI=G_IURGE6T7E^7^L@W8W'DY)SR37I?_#+GP+_ .A&_P*#G>?_!ZE M^ 7_
#57 LH&K?\ M*O9J /#Y V: _@3:VTMQ=>#4B@B4O)))=XJHH&223-@ M #O6=<_ GJFVQTR#5+[1M.M;"YQY-U-
KERD4N1D;7,^&X&>#7M6KS6MOI(-JTLOG9 M&<'&>N*)/TRS70='L=#LQ)+.D#>7(\;E))
,LTC@\$*69LG)R23C.#7*^#=#+_ M3Z:XPOVUO3K2/S["!I[VWNY)1//YLS,1NA09^8 +GY%"#D'BK)WUVV)YY+EN
MM7OY&\ \N_O\Z\$7 _J=Y \^J3_(9<^!/? \$(W_E3O/_CU>ST5!L?. M/P _&= _@_KGN\ZUJG@W[3?ZAH]G=7,O\
:%TGF2O"C.V%E &22< 5T _M RY" _^A& _J=Y \>KL A3 _D0! _JB_8?^DR5VE 'C' _#+OP+_P"A&_ \M*G>?
_JS' 9] _9U:"^N!X>LC#8,R7<@UJYVVS+RPD/G80CN#C%>5P'@ZZA/ MBCQ+#+;Z9?
6=O)/%);^;IL]M\$T:6\49VET5>&4@ _D1*5FEW//+ M/X& LTZE;W-QI^DZ9>06B>9<2P:]<2+
O)W.1/A1P>3Z&KFF L\ L\ZS:.- M'\-6FHVP8H9K76;J5-PZC*\$S9Y"O72:EIFJZAX*U'6I+:\M;W4[^VNY88H/
M,N8;6.9-B"-E;+ "-2Y0J?F9A@YQ72^# [G5+FTO&OKB_NK=+DK:W&H6HM;B6+ M8N2\81,8?>!\BY
!YZFVE:ZZ&:G+F47U.' X9<^!/? 0C?^5._\ CU' _RY
M\ _^A& _J=Y \>KV>BLS<^3?IGP)^%6J?'+XI>&K[PKYNDZ%_97]GV_VZY7R M/.MF>7YA(&+;
'YB<=L5Z7_PRY" P#H1O\ RIWG_P >?I?AW_P G.?& _N! _M^D;U[-0!XQ_PRI" P#H1O\ RIWG_P >K(A^
7[.%QK,FCV^@V,VI19,EG'K M=RTR8ZY03[ACZ5[YS7EFPDWSZCH.CMI][%?:7JUW>74EK((?*[0 RS,NQR
M G)PK\$G(&TXJ*O>YG.35K'+7 P% 9RTN @T 4=#L+*]N,>3;W&MW,..]6[C]G#X"6]W;V[F
A9I3\$#"1MSDR)MX+ C@QZQI?BX^/]+U3 M^R[&ZMAJ"K#,MY+NM[<6\H(9/)(7+,Q+;N3Y:\
<\$-1320H3*HTW97M87^&7 M/@7 _"-_P"5._ \^/4?\N? O_H1O_*G>? QZO9^U0%;SAXB_9U^#NG^(/
M!=K9^#O*AU+6)+2Z7^T+L+9\$/NY@N3+D?/%&3@X&30M783=E<4E^"?[.D.F0ZE+INDI8SL4AN7U^
MX\$4C#J%;S\&CN!4US"/V;;&ZMK*^T73K:ZNPIMX9M8,<*44SY8\$#6 MN@TF0:3J<_.O3V&K7D-S%=BZ9-
)NPPNI9(Y"JPF,(RHVARN/DY.>KKB2>U\+ M^?!"&K:;JB1"SMY-
0NK73[BY1/+*D6ZM%&PW%EP3T"@]R*UY5H< M):E? AE MSX%_J"- Y4[S_P"/4?\
#+GP+_Z\$;_RIWG_QZO9^U0%9'2?/_Q_9W^#^A _"[MQ9K6E^#?LU_I^CWEU;2_VA=/YKL_BM_R1#QY_P!B_?\
_I,]=IO!XQ_PRY" P#H1O\ RIWG_P >J&?] MFCX#VUN\UQX+6*)%+/(^J7BJJCDDDS<"O:;P?
\$VGV^J>%=3TZ[DN([>XMGC= _M[>_R2*"_JH 2Q_V0#GIBA;Z@>-P? O\ 9INM,N-6M=)TV?3K8[9KJ/7KAHHC
MQPSB?"1U/<5? _M !ZNS& \C= \1 \L8(O 3585VE 'C' _R["\ \B_-Y4[S_P"/5AO" _V9 MX](&L2:/IJ:69-Z MX Y&T
ELCL YE.?.+;S,BX^!G[.MGIUKJ-WI6EV]E=Y^SW\$NO7"QS8Z[&,_& _M"ME?V8?@7(H9/!
(92,Y&IWF#_P"1JD2UU#3 _HVI0QW4&JB&\L *.AW-VE MVCS(CR!@;=Y"JO^<
;V!!QQZ1X8L;C3?".CZ9=MNN+2SAAE!RRH>GN*4 MHI+1]28U)2E9KH>;?\N? O_*\$;_P J=Y \>KE_\$7[.OP=T_P
0>[6S]> M5#J6L26ETO%: %V?;B&GW?_J]FHH \B M_9S^ \$VH7&GP^%8);NV"F:W35[HR1!AE2RB;*Y'3/6F1?L]?
L\S17LL?ANTD MCL&9+MUUBZ(MV4982'SOD(')QBNYL+FV7XM7Z6^F7\4EC') O[-GC@:999
MI)/WA0(<[P=V<,3P2:A)-W]I#KWBY;?3]4L;4R1RP'^R;B)3&EO'&?+ #188A ME("@\$G'
(JN72_D9<^OSM^!Q>D_L ?LZZY \VC>;/4H4;8[V>LW4RJV,X)6 M<@!'Z5I \N_O\Z\$; _J=Y \^JZ?P+J]4-
>G<7]S;2RPM'J&I6;6EQ< M\$1X96B*1C"84!E10-?#6P^(C?"3P7)8^*O#D-LVBV1ABFT&XED1/LZ;59Q>J&(&
2%4\$X'2N MO_L[XI?]'#CX5_P#"N? _)/KRSP#9K!;?#^\$7^M-:-X*@U][6/5KI8WF1(, M*), 8)&P#;STK4D\>>;_P
,I+JHTQ&UK0[W4;8V,\$HEL6B4\$IF\T[S@=[P" MX?L<8-J#;33.9U4I.+76QW_JG?%+ '_(Y>%? _F;G_Y/H&F_%(?
\SCX5_P#" M9N? _)/KC;SQEXDT+X>Z%/:ZA::CK#Z2VHR1M8O*98DC5M[.UR@4#(#,68L3
ME4[5M^&=1;5OB4=5;.1F[-V4Y0'(4O)*V, C1R25WT*56+MIJ:W]F_%' H< M?"O (35S_)']JF_%#&?A,?"O_A-7/\
\GUY3#XP0>'=6\0ROJ%[?6 MKV]T_2XIY7E2WO(Y)L2*"?D4K*!Q^-[IMU=ZM_PJ^;PW-JFHZMJ-UXCETN\$W
M%VP^V(C_#0RREP51T5APL?V?4,?\CEX5 _M":N? _D^C^S_BE]W (3#PKC_+%FY \D^O)-&\S6OPKUC0]-
N]0M[K1[FR M\YF>6%Y;G:UH@9F8)&J; <[B#^17T;]P5E.#AUZE4]JJ=AR'JF_%Y H< M?"O (3S_)
)']JF_%+_H7O=-MXFQ#QA#N(O-GCUO M^SOBG_T.7A7_)FY \D^N^ 7_#57 LH&K?\ M*O9J_*_L[XI?]OX^%
M? "9N?\ Y/I! Q2QG_A,O"O_A,W/ R?6SKMK)>:%>6<=]6#2Q,/[M"2IW M^5B#@GIGJ,\\$!KSW3M1M_\
AGW2_\$/B^U&>2VT3F2'4;B"6XE(PJL;JS M%F('))JE%N+EYI?>92GRR4>Z;^XZG^S_BEC_D%? _F;
MG_Y/KM**S-SQOX9Z?1F^\$7@R2QZ5>'(9M\$LC%-H%Q+(B?9TVJSB]4,0, MD*H)YP.E=A_9WQ3_
.AR*_^\$S<_)']PI_Y(AX#_P"Q?L/_ \$F2NTH XG^S M_BG_-#CX5_)FY ^3Z!I_Q2SC_A,O"O_A,W/ R?
78ENIZA;QWZ(LMQ=NLL:O CL\$9"OEC+'&S:IVIQCS)N^RN9SGRVTW=C9_L_XH_M_P#0Y>?% "9N?
_D^D_L[XH_]#CX5_P#"9N? _)/KS5[S6(? WB/Q!HNC:@-/ MU35+>PTTW&ISR&&V\$PB>9992[1F1B_S':,\$=*]'^^I-
=6NLZ;9S6LVF7[M6LPDU2;459]B-E99L/CYOND#!^M6X+ F(51.2BUN6 [_.^? \$_.7A7 PF;G_M_3Z/[.^?\
T.7A7 PF;G_Y/KM**S-SYP#V?CUOV@_B[(:^)-!BOT_L;[5 M/+HDSQ39M6V>7&+Q3'@<' +ON/(V)*];_+.^?\
T.7A7 PF;G_Y/KC?AW_R MS4 <5_9_Q2_Z"PK_P"\$S< _"?1_9_Q2_Z+PK_.\$S M< _R?79>U>%:#JVI2^(O#6J2:U?
R7VHZWJ-I>V;W%3_P!RU< _"?2_P!F_%+/_ (X> M%L_JBU=MLK"*;=ROS-GV.
M*@(2^)=6_P"K&QFVJPT^4UL([5+2Y2[OPNSR,0NR7+[0HY("V,\$D7&F MY)->?
X\$2K1BW=;6_\$[S^SOBG_P!#EX5_)FY_P#D^C^SOBG_-#EX5_)FY_M^3Z[0=**R.D;\56/Q%7Q3X%6?
Q7X<>5M;E\$+1^'[A%C?^S;TEF!O3O&T., MJ]O "9N?_D^F_V?4O^AR*_P#A,W/_
,GUVU"5L,"\$5D(+ "X4@G.!UH2NTA-V39FG3OBC_T.7A8_P#< MM7'_ ,GT?
V=4!T!8>%O _":N/_D^O+=/A\112V6E^*_*O#DULN MB7IFBAT"XBD=/L[[E5S>L%)]&0"58 \X/2NP_L[XI_P#0Y>%?
_ "9N?_D^CXK? M\DO>? \8OW_/Z3/7:4 <7 _&=4 _H*?6;KPAJMMX>F\C59+61;63=M*R\$<8/8^A[4UJ[9/]G?%+
_M_H+-&TN#5X/L;Z< M[65SK/G7(S\UQ&EQYC;"RCCYUQD'Y=V*'[X5WVI7NG: ^E]]L%O:ZQ;VJ7MW
M]JECCK\K2;GW88L/OM@Y&>*TE3Y8N5UI;3FA6YFERM7-C^SOBG_P!#EX5_M)FY_P#D^C^SOBG_-
#EX5_)FY_ ^3Z[2BLCI/& "MC\16\4^_E@ \5^ ^\$E76 MXA,TGA^X=9' _+LB&4"]&P;2@P2QR"#?^1N^(_P#V,\$7_
*:K"NTH XG^S_BE_P!#EX5_)FY_P#D^C^S_BE_T.7A M7_PF;G_Y/KIKB&2:VEBCNI;=G4]8L;T)&-PW
C(Z@CVKP&K[7E\$Z9I]KJ_M>K:M??"37=K';Mj,D\$U[&THM[D, &0!1NJR_,>FD8%? _":N?_D^G#3_(I?)#EX6_\
"9N?_D^O+OM^B2Y^>FZLEUK M= IUG9ZBEI8=6^RS6UHLAV,AE4RQIAE!WMD '^>E_P^>[B^O/ NA7FJ\$F^F
ML89)RW4N4!)/O2E#E3=[ZV(IU>>25K75RC_9WQ3_.AR*_^\$S<_)%< \8M7/ P_G MUFZ/]OM?
C5X@L9M9O[RVDZTWNT@N)MT<+)-(I\$: !5&% Z9/PV]ZD<<][?&-HPN",0KJ!Y0W,<; ,=A5^S=F[]\$S#VFJ5NMC=

M L XH8 Y'#PK P"\$U<_ "?3 P"SOBEG D<'I7LE<7\5O^2(>^/?Q?O_/TF>NTI&H4444 >(_ #?
6M2B^&/@NXC^%NO7 MMQ!H%G;Q:A#)I@.D7D1 <+W:N\$; ;!"GID UNV=U_9T]S/I_P-UBS>Z4K<-
MNCQF8J'(O/F!)ZY?X=ZUXNM?#_@+P['JFCQZ?+X5MM1\U].E:2.-(X5\LD3 M@\$X;
[^!T^733_%:W;1)KVQT#4HI9M-N-2TYKI(A'=I\$.2-LI(!#8;;2N<<
MX%6HRLK;'.ZD+M25FG^(QULY;2VLY/@'J36MJ6:"%HM&*0ECEBH^UX7)Y..M M:5OKVH6DHFM?
@[X@&E\$2P*8+\$]^M16'Q.F\$MQ:7N MBW5 >F^OX+:'3(E.8K9E!+&20 -AL]<'&!R0'S6/&VH7VH>"/[!CO;;2M:5[
MR:X1(" _E+^OV\$2-\H>M;W_ "8^(L_P#)*?%_P"WG2O_) -K'TGXQ>% =8@U* M6UBNL6-C))&Z!VEA3AL*DK%&Z?
+(\$/(XK0T_P"(EOJ6KPZ:/#&M6TDMHM^T MD\<*I#;L2!
(Y\$I*)/NXW_P"SP<#C+JAQG36SW[%K_A,O\$7_1) %/_ @3I7_R; M2_\ "9>(L_\
))%7_@3I7_R;6%I7QF\):LFH7\$*W4<=E8OJ!+-"YDA0X.%C MD9D;)'RR!#R.*L>\$_%FJ>(/B%KEK<6MYIUC;V-I-
!9WB1!U,F\^QLV00%X+ M<8/_.GDDK\RM8M58NW*[W-;_A,O\$7_1) %7_@3I7_R;1_P7B+_*)/XJ_M"=*^3:[.BH-
3C/^\$R\1?}\$G\5?^!.E?_)M' "9>(O\ HD_BK_P)TK_Y-KLZ_M*_,_P"\$R\1?}\$G\5?_@3I7_P FT?\ "9>(O^B3^*O_)TK_Y-
KLZ*__,_MX3+Q%_T2?Q5_X\$Z5_P#)M' "9>(O^B3^*O_)TK_P"3:[.B@#C/^\$R\1?\
M1) %7_@3I7_R;1_P7B+_ HD_BK_P)TK_.3:[.B@#YQ^"WB76K,\$=K?X?Z_MJ'G^-\J3FD^S36" _9W/EYA?
S+I,NN.2NY.>&->M_)EXB_P"B3^*O_G2O_DV MN,^_7_-5?^R@:M [2KV:@#SN^U[5-4L7L=2^#_B^*M)<>9!
<2:5)&^#D95KT M@(\@&J-M/'Z>=-MO@7JT%GYPN/(C71UC\T8P^T7>-PP.>O KT^O-K/QSJM_\
M48=&M;6W/A^>.Z6&69->U2:_MKZ;X/^(Y;FV#*"&=Y=*,D088;:QO:*W(+11_M01+EW8*P))*H.>K>@-
=CI=RUYI5M=28\$DL2.P'0\$J#Q5/-R]=SG M?^\$R\1?}\$G\5?^!.E?_R;1_P7B+_ HD_BK_, "=_\
DVNSHJ#4;^&OBC7_MK?X1>"X8/AKXCO(HM#LD6XAN--"3_6Z_.H>[5L'J-R@X/(\XKL?^\$R\1?}\$G_M\5?^!.E?
)M)*?^2(>_P#L7[#_ -)DKM*.(X3#Q%D_\ %J)?%7_@3I7_R M;6#8O;Z;=2W&F_?
5;*69&BD:WCT>,R(W521=C(.!D&O3V/%>>:3XI\575OX_MUAO-/L7U/0W9;."R621928!*BG)#..[9*@-
K/I]SIXM&9=V)4D9W88R0_M0%#8QD=1N>="*]<_X3_M+Q%_T2?Q5_X\$Z5_\FUQGP[_Y.<^-_P#W_\TC>O9J
._+X3+Q%_T2?Q5_X\$M25_\FUD0ZA);:U-K%O\ !6H=2G!\$MW'_9"S2]=SB\RCW\$R:<-&UG4KS3X84A<7\$0A\S:Y?*
<\$C(J34/Q\2^)/#26=WH\FESI<7,%K!83P2-<74CO_MAPCB10N%P?NMWS3KGQ9JMG\0VT74+JWTS36N8;>S-
QI=P_VXM\$&*KKL7;=D_X8_MM\Q480\YV@JA_P)EXB_Z)/XJ_G2O_DVD\9?C=.\/^Q@E_\35?UVE'_M&?\ "9>
(O^B3^*O_)TK_Y-K/U+7+6;)K/5O@SXA\U8@M!=2:3*A(Y!VM_M>=\$5Z'61K4FIPZ/=S:-'O?)&3"+MF6('U;:"2_G
QGID9R>@/UAT"\$7; M]G_4?LHD,P@,C>6'(+;?M>,X & >N *GU_VNKW"W&J?;5+^=4\$8EN8]E8_M*.BY:
[]P/2F3>,\$C_"&P=[1->F6DK60GFMGT^6?S16.\$2/%\$R_N_M>.O&6GVJ>7;Z2EQH&DVM_J,4L,CB::3<6CC(D&P
(<\$[^<5IRR_H MUQ-<::4A!MW!=@EVS8'4[5]P.\$Q/78_)EXB_P"B3^*O_G2O_DVD^*W_)\$/M\$G_8OW_ *3/7:4AG&?
)EXB_P"B3^*O_G2O_DVJEUXFUB^M)K.\^\$B:YM_MYE*20S3:4Z.IZ@_@WN"/:N^JA>^"-A<#3GB6\L^29U+1A\
<;@'"1GK@B@#SM_M)XX])ET5?@5JRZ9*_F/9A-\$+-Q/Q3[9M)X'.PK1L=?U32[2.ST_P"#_B*S
MM(QB.""728T0=>=%X_2:I>'?'B[5HO%T,0T>^FTFX%M9WL<!M(UR^CB2YOK99I\$A!"GT!).Q-7)22;>VASP
MG&322L]?P94_X3+Q%_T2?Q5_X\$Z5_P#)M' "9>(O^B3^*O_)TK_P"3:[.B_MH.@\
<*>*M=B\4>_I%&^&OB2X;:6HG=(C3@83_9MDNQMUUV_3A0WREAAQSG(O^B3^*O_)TK_P"3:3P;_P
C=\1_^Q@B_P#3585VE'_W'BC6KJV_MDM[CX3>)IX95*21O/I3*ZD8(-[@@CM6&MKIBVTEJG[/M^MM*RO)"(-
%".R_Y_MVDC[7@D;FQZ9/K7K_ZUYIX@7:YHOQ!T;0H[BPEM=2NUA\F>RFA98MF69;EG
M\$4CYQ^[5<\@545)NR9G-Q4;R1!-JGNK:TMKGX#Zi/#9_K;1R)H[+_",(\$/&A4_BK_P)TK_Y-K/T7Q=JMSXYN-
\$_UBZMK!FN+E+.QDTJX_MADN(HVPLB7#OYKL7;=D_X8M\Q480\Y_MV@^QUQ?
C+D;OAQ_V,\$O_IJOZDU%_P"\$R\1?}\$G\5?_@3I7_P FT?\ "9>(MO^B3^*O_)TK_Y-KLZ*/+89HX-..M0?
O5XM3+M(;Q\$T<3%FSN;>+S=DY.M3GGJ)*W6RM&G:S^_.I6YN8V@FJ]+1EV-
OO(V+OYE!.D'@UU_BB^U+3]\$DU#_M3]0T_3UMU::>>_A>6-8U4G@*Z<],\&N"OOB1XDM?
A3IFM6^EV@_0W=C+M_J,L\$JN8(+>;FD*[@V&!0*,J7'8&M(QE)77H<I0C*TEW?W&W16J7&A0;/Z/_M%\<-
>TV*1M[QV9TB%6;&,D+>#)P.M:W_ "9>(O^B3^*O_)TK_P"3:Z/3;EKO_M2K:ZD_\$DL22,%Z_E03BKZ]*AWN[FT;.*
<=CQWXE>*->N/A%XTAG^&OB.SBET_M.[1KB:XTTI"#;N"!+MFP.IVJ3<_GBO9*XOXK?D0>?]B_?_ \I,]=I2*"
MBBB@#P+X>^)OA7#X+%;IJGQ\$T&WU2S\6VES6";<\$G_RY8X&*JRZ"BJ4I_M]63,W3BWS-.GA-U-(;S3=-LYOC-
IG^@64NG+-;&GF1[>0*&C.4P/E4+N4*_MV,Y)S70:1XJ^\$&BZE#J%K\4/#[RQ:=#I@F\$M6I7RHB2IX8?-
\QR>GL*]7-0_MY2:LV"IQCD>,V>L?IBSU;^TK?XI:%YWFWDNU];M"N;DJ9.AZ#:-OISG-36F_MM_!FSMO#]O\
\+T."2/0;>2VMQ)K=J?-1X_+;S,\$9./3'->P9YH'6CFEW#V<M;WL>+6.L?>S\W/AO\X7-IMQI\$J]E':RZU8'[-
&W'R.%#D@'_W,W'K6I: M^+?A#;:O)J0^)WAR222PCTYHWUJU*&)&8@,\#N.XYYQ[5ZK11S2UUW!0BK)+
M8[6L]6^\$=KX8NO"\WQBTB]T2>U:S2SFUJQQ;QGIL=0'R\P-S5GP[X@^\$OAW
M5K05/^%N:1J5Y=P0V[RWVN6;?)%G8_\$V@<\">IY)])?]*6ESR=]=JQ*\$5:RV_MV.._X6Q\+^HI?A7_P]_*_X6/_
&IXWT#3C>>-M3N[?3]M4;?GPOY>R5-S#_[50#0T76?B-X9U5EMWMTU._U>SGO45B_M3E96)P1NXXXXP*Z?
2_B'\(J'TRWTVR^(GA**VMXUCC1-7M5_&.@8"O0^M">A_MRDU9O0E0C%W2U.._X6Q\+^HI?A7_PW4EQ_M4K7Z'C-
AXA^%>GC6)D^_VE2ZGJ_EBXU*36=/_P5!M554*(@_W\&?F/MB]X5_M\7_"WPGX?
AT2V^+&A7EK;C;![KUBRW1H!PH*;MGZ_'JJ_%C198K>XN+JVL9-6QN8@;C@#->UT4XMQO9[D2A
M&5N9;'A*77PLCU:PU2/X[6YOK"W:VAGN=-T^Y=59BS,./1\,S,B#OC>67D<<@:]%HH_VL=0^#MKH^BZ+^M8-
OK#1[I+JWAN:-L<\$H/D1]@7PPPPZM;O)[6[A550^222_2:[_A;'PL_Z*7X5_M_P#;!S;?
!=G10!QG_"V/A9_P!%+*_ ^#FV_P#BZS-6^(WPMU;1KO36^*GA_MZS%U^T1GM-2X8]^#S5_P
^,/A7X4T+;XM:%=VMNH2#[7K%ENB0_M#A04VY'?R>>M>J]^/:GS-WN9J\$5:RV.._X6Q\+^BE^%?
&X8[K6XI87DU:W59D_M&G62%E)?YAN1UR.[1U!KK_ %L?'"S_HI?A7_,'-M_\ %UV=%_ '%?+8^%G_M_
\$4KPM_X,;_.+KCM2\0?"K6;M=2U#XQ:7<6MI>)?PZ:VN67V=)E&%/P_M@Y@I?&>W:O9>U-
[4TVG=&2BI*TMCR/Q'?^\$HL_\$&H?&+2-3EL#;,"ZU_MJQ\$5L9.&*[K_0ORC>S8!]>:ZK_A;'PMY_XN7X5_\<-
M_P#%UVE%#;>XXQ4=MCC?^%L?"S_HI?A7_,'-M_\ %UR'BKXF_#>X\4>YH?B!X;FCM=;EEF>5K=
MEA0Z=>H&8A_E&YT7)XRP'4BO8J'11QG_MCX6?]%+*_P#@YMO_(NC_A;'MPL_Z*7X5_P#;!S;?
!=G10!Y#XM\4?";Q?9VEK>?%G0[.WN%N=MMK-D5E9_M?NB19-ZNH/."9_JKK&L_!Q!H,FF^(OB-
X8U>Z:%X%U*XU#3S=1JQ)RC*_J_MD9XPOYFO9J=34FK6>QFZ<6VVMSSK2_B)\)=(TRWT^S^(GA*.VMXUCC1-
7M5_M_&.@8"M'_A;'PMQ_R4KPK_X,;_XNNQI:'=N[+244DCQWXD?\$WX