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InformationItem 6 â€” Exhibits65Signatures661Table of ContentsGLOSSARY OF ACRONYMS AND TERMSThe following listing provides a comprehensive reference of common acronyms and terms used throughout the document:ACLLowballing for Credit LossesAFSAvailable-for-SaleAOCIAccumulated Other Comprehensive IncomeASCAccounting Standards CodificationCDsCertificates of DepositCDICore Deposit IntangibleCRECommercial Real EstateCMOCollateralized Mortgage ObligationDFPIState Department of Financial Protection and InnovationFASBFinancial Accounting Standards BoardFDICFederal Deposit Insurance CorporationFHLBFederal Home Loan BankFOMCFederal Open Market CommitteeFRBFBFederal Reserve BoardFTEFully taxable equivalentGAAPGenerally Accepted Accounting Principles (United States of America)HELOCHome equity line of creditHTMHeld-to-MaturityLIBORLondon Interbank Offered RateNIMNet interest marginNPANonperforming assetsOCIOOther comprehensive incomePCDPurchase Credit DeterioratedPSUPerformance Restricted Stock UnitROUARight-of-Use AssetRSURestricted Stock UnitSBASSmall Business AdministrationSERPSupplemental Executive Retirement PlanSFRSingle Family ResidenceSOFRSecured Overnight Financing RateVRBValley Republic BancorpXBRLExtensible Business Reporting Language 2Table of ContentsPART 1 â€” FINANCIAL INFORMATIONItemâ 1.A â 1.A â 1.A Financial Statements (unaudited)TRICO BANCSHARESCONDENSED CONSOLIDATED BALANCE SHEETS(In thousands, except share data; unaudited)September 30, 2024December 31, 2023Assets:Cash and due from banks110,141A \$81,626A Cash at Federal Reserve and other banks209,973A 17,075A Cash and cash equivalents320,114A 98,701A Investment securities:Marketable equity securities2,690A 2,634A Available for sale debt securities, at fair value (amortized cost of \$2,159,708 and \$2,384,325)1,979,270A 2,152,504A Held to maturity debt securities, at amortized cost, net of allowance for credit losses of \$0117,259A 133,494A Restricted equity securities17,250A 17,250A Loans held for sale1,995A 458A Loans6,683,891A 6,794,470A Allowance for credit losses(123,760)(121,522)Total loans, net6,560,131A 6,672,948A Premises and equipment, net70,423A 71,347A Cash value of life insurance139,312A 136,892A Accrued interest receivable33,061A 36,768A Goodwill304,442A 304,442A Other intangible assets, net7,462A 10,552A Operating leases, right-of-use24,716A 26,133A Other assets245,765A 245,966A Total assets\$9,823,890A \$9,910,089A Liabilities and Shareholdersâ€™ Equity:Liabilities:Deposits:Noninterest-bearing demands2,547,736A \$2,722,689A Interest-bearing5,489,355A 5,111,349A Total deposits8,037,091A 7,834,038A Accrued interest payable1,664A 8,445A Operating lease liability26,668A 28,261A Other liabilities141,521A 145,982A Other borrowings266,767A 632,582A Junior subordinated debt101,164A 101,099A Total liabilities8,584,875A 8,750,407A Commitments and contingencies (Note 9)Shareholdersâ€™ equity:Preferred stock, no par value: 1,000,000 shares authorized, zero issued and outstanding at SeptemberA 30, 2024 and DecemberA 31, 2023â 1A â 1A Common stock, no par value: 50,000,000 shares authorized; 33,000,508 and 33,268,102 issued and outstanding at SeptemberA 30, 2024 and DecemberA 31, 2023, respectively693,176A 697,349A Retained earnings562,816A 615,502A Accumulated other comprehensive loss, net of tax(116,977)(153,169)Total shareholdersâ€™ equity1,239,015A 1,159,682A Total liabilities and shareholdersâ€™ equity\$9,823,890A \$9,910,089A See accompanying notes to unaudited condensed consolidated financial statements.3Table of ContentsTRICO BANCSHARESCONDENSED CONSOLIDATED STATEMENTS OF INCOME(In thousands, except per share data; unaudited)Three months endedSeptember 30,Nine months endedSeptember 30,Nine months endedSeptember 30,2024202320242023Interest and dividend income:Loans, including fees\$98,085A \$91,707A \$292,799A \$260,868A Investments:Taxable securities16,812A 18,657A 50,878A 55,746A Tax exempt securities897A 1,350A 2,729A 3,920A Dividends376A 333A 1,143A 935A Interest bearing cash at Federal Reserve and other banks1,177A 333A 2,247A 976A Total interest and dividend income117,347A 112,380A 349,796A 322,445A Interest expense:Deposits30,688A 17,379A 83,238A 33,981A Other borrowings2,144A 5,106A 13,640A 13,318A Junior subordinated debt1,904A 1,772A 5,574A 5,086A Total interest expense34,736A 24,257A 102,452A 52,385A Net interest income82,611A 88,123A 247,344A 270,060A Provision for credit losses220A 4,155A 4,930A 18,000A Net interest income after credit loss provision82,391A 83,968A 242,414A 252,060A Non-interest income:Service charges and fees12,782A 13,075A 38,215A 37,240A Gain on sale of loans549A 382A 1,198A 883A (Loss) gain on sale or exchange of investment securities2A â 1A (43)(164)Asset management and commission income1,502A 1,141A 3,989A 3,233A Increase in cash value of life insurance786A 684A 2,420A 2,274A Other874A 702A 2,353A 1,894A Total non-interest income16,495A 15,984A 48,132A 45,360A Non-interest expense:Salaries and related benefits35,550A 34,463A 105,255A 101,740A Other23,937A 23,415A 69,075A 71,175A Total non-interest expense59,047A 57,878A 174,330A 172,915A Income before provision for income taxes39,399A 42,074A 116,216A 124,505A Provision for income taxes10,348A 11,484A 30,382A 33,190A Net income\$29,051A \$30,590A \$85,834A \$91,315A Per share data:Basic earnings per share\$0.88A \$0.92A \$2.59A \$2.75A Diluted earnings per share\$0.88A \$0.92A \$2.58A \$2.74A Dividends per share\$0.33A \$0.30A \$0.99A \$0.90A CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (LOSS)(In thousands; unaudited)Three months endedSeptember 30,Nine months endedSeptember 30,2024202320242023Net income\$29,051A \$30,590A \$85,834A \$91,315A Other comprehensive income (loss), net of tax:Unrealized gains (losses) on available for sale securities arising during the period44,538A (44,040)36,192A (31,511)Change in minimum pension liabilityâ 1A â 1A â 1A â 1A Change in joint beneficiary agreementsâ 1A â 1A â 1A â 1A Other comprehensive income (loss)44,538A (44,040)36,192A (31,511)Comprehensive income (loss)\$73,589A \$(13,450)\$122,026A \$59,804A See accompanying notes to unaudited condensed consolidated financial statements.4Table of ContentsTRICO BANCSHARESCONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERSâ€™ EQUITY(In thousands, except share and per share data; unaudited)Sharesâ 1A ofCommonStockCommonStockRetainedEarningsAccumulatedOtherComprehensive Income (Loss)TotalBalance at July 1, 202333,259,260A \$695,305A \$758,852A \$(181,376)\$1,092,781A Net income30,590A 30,590A Other comprehensive income (loss)(44,040)(44,040)RSU vesting728A 728A PSU vesting353A 353A RSUs released5,061A â 1A Repurchase of common stock(997)(19)(15)(34)Dividends paid \$(0.30 per share)(9,979)(9,979)Three months ended September 30, 202333,263,324A \$696,369A \$599,448A \$(225,416)\$1,070,401A Balance at January 1, 202433,268,102A \$697,349A \$615,502A \$(153,169)\$1,159,682A Net income85,834A 85,834A Other comprehensive income (loss)36,192A 36,192A Stock options exercised7,500A 174A 174A RSU vesting809A 809A PSU vesting348A 348A RSUs released5,232A â 1A PSUs releasedâ 1A â 1A Repurchase of common stock(1,551)(33)(34)(67)Dividends paid \$(0.33 per share)(10,888)(10,888)Three months ended September 30, 202433,000,508A \$693,176A \$662,816A \$(116,977)\$1,239,015A Balance at January 1, 202333,331,513A \$697,448A \$542,873A \$(193,905)\$1,046,416A Net income91,315A 91,315A Other comprehensive income (loss)(31,511)(31,511)Stock options exercised48,000A 156A 156A RSU vesting2,082A 2,082A PSU vesting972A 972A RSUs released72,847A â 1A PSUs released55,928A â 1A Repurchase of common stock(204,964)(4,289)(4,819)(9,108)Dividends paid \$(0.90 per share)(29,921)(29,921)Nine months ended September 30, 202333,263,324A \$696,369A \$599,448A \$(225,416)\$1,070,401A Balance at January 1, 202433,268,102A \$697,349A \$615,502A \$(153,169)\$1,159,682A Net income85,834A 85,834A Other comprehensive income (loss)36,192A 36,192A Stock options exercised7,500A 174A 174A RSU vesting2,428A 2,428A PSU vesting1,221A 1,221A RSUs released69,043A â 1A PSUs released32,248A â 1A Repurchase of common stock(376,385)(7,897)(5,754)(13,651)Dividends paid \$(0.99 per share)(32,766)(32,766)Nine months ended September 30, 202433,000,508A \$693,176A \$662,816A \$(116,977)\$1,239,015A See accompanying notes to unaudited condensed consolidated financial statements.5Table of ContentsTRICO BANCSHARESCONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS(In thousands; unaudited) For the nine months ended September 30,20242023Operating activities:Net income\$85,834A \$91,315A Adjustments to reconcile net income to net cash provided by operating activities:Depreciation of premises and equipment, and amortization4,562A 4,829A Amortization of intangible assets3,090A 4,902A Provision for credit losses on loans4,670A 16,415A Amortization of investment securities premium, net511A 433A Loss on sale of investment securities43A 164A Originations of loans for resale(48,197)(33,389)Proceeds from sale of loans originated for resale47,476A 35,179A Gain on sale of loans(1,198)(883)Change in fair market value of mortgage servicing rights468A 215A Provision for losses on foreclosed assetsâ 1A â 1A 679A Gain on transfer of loans to foreclosed assets(38)(114)Loss (gain) on sale of foreclosed assets26A (38)Change in the market value of foreclosed assets262A â 1A Operating lease expense payments(4,658)(4,840)Loss on disposal of fixed assets12A 22A Increase in cash value of life insurance(2,420)(2,274)Loss (gain) on marketable and trading equity securities(121)81A Equity compensation vesting expense3,550A 3,054A Change in:Interest receivable3,707A (2,739)Interest payable3,219A 5,521A Amortization of operating lease ROUA4,481A 4,861A Other assets and liabilities, net(19,812)(21,016)Net cash from operating activities85,467A 102,377A Investing activities:Proceeds from maturities of securities available for sale315,627A 243,245A Proceeds from maturities of securities held to maturity16,074A 21,754A Proceeds from sale of available for sale securities31,534A 24,160A Purchases of securities available for sale(122,873)(34,468)Loan origination and principal collections, net107,690A (258,183)Loans purchasedâ 1A (6,423)Proceeds from sale of other real estate owned149A 165A Purchases of premises and equipment(3,250)(3,885)Net cash from investing activities344,951A (13,635)Financing activities:Net changeâ 1A in deposits203,053A (319,370)Net change in other borrowings(365,815)273,370A Repurchase of common stock, net of option exercises(13,651)(9,108)Dividends paid(32,766)(29,921)Exercise of stock options174A 156A Net cash used by financing activities(209,005)(84,873)Net change in cash and cash equivalents221,413A 3,869A Cash and cash equivalents, beginning of period98,701A 107,230A Cash and cash equivalents, end of period\$320,114A 111,099A 6Table of ContentsSupplemental disclosure of noncash activities:Unrealized gain (loss) on securities available for sale\$51,383A \$(44,738)Market value of shares tendered in-lieu of cash to pay for exercise of options and/or related taxes1,168A 2,134A Obligations incurred in conjunction with leased assets2,226A 4,311A Loans transferred to foreclosed assets458A 105A Supplemental disclosure of cash flow activity:Cash paid for interest expense\$99,233A \$46,864A Cash paid for income taxes27,200A 39,800A See accompanying notes to unaudited condensed consolidated financial statements.7Table of ContentsNOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTSNote 1 - Summary of Significant Accounting Policies Description of Business and Basis of PresentationTriCo Bancshares (the â 1A Companyâ 1A or â 1A weâ 1A) is a California corporation organized to act as a bank holding company for Tri Counties Bank (the â 1A Bankâ 1A). The Company and the Bank are headquartered in Chico, California. The Bank is a California-chartered bank that is engaged in the general commercial banking business in 31 California counties. The consolidated financial statements are prepared in accordance with accounting policies generally accepted in the United States of America and general practices in the banking industry. All adjustments necessary for a fair presentation of these consolidated financial statements have been included and are of a normal and recurring nature. The financial statements include the accounts of the Company. All inter-company accounts and transactions have been eliminated in consolidation.The Company has five capital subsidiary business trusts (collectively, the â 1A Capital Trustsâ 1A) that issued trust preferred securities, including two organized by the Company and three acquired with the acquisition of North Valley Bancorp. For financial reporting purposes, the Companyâ 1A's investments in the Capital Trusts of \$1.8 million are accounted for under the equity method and, accordingly, are not consolidated and are included in other assets on the consolidated balance sheet. See the Note 8 - footnote Junior Subordinated Debt for additional information on borrowings outstanding.Use of Estimates in the Preparation of Financial StatementsThe preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Companyâ 1A's Annual Report on Form 10-K for the year ended DecemberA 31, 2023 (the â 1A 2023 Annual Reportâ 1A). The Company believes that the disclosures made are adequate to make the information not misleading.Segment and Significant Group Concentration of Credit RiskThe Company grants agribusiness, commercial, consumer, and residential loans to customers located throughout California. The Company has a diversified loan portfolio within the business segments located in this geographical area. The Company currently classifies all its operation into one business segment that it denotes as community banking.Geographical DescriptionsFor the purpose of describing the geographical location of the Companyâ 1A's operations, the Company has defined northern California as that area of California north of, and including, Stockton to the east and San Jose to the west; central California as that area of the state south of Stockton and San Jose, to and including, Bakersfield to the east and San Luis Obispo to the west; and southern California as that area of the state south of Bakersfield and San Luis Obispo.ReclassificationSome items in the prior year consolidated financial statements were reclassified to conform to the current presentation. Reclassifications had no effect on prior year net income or shareholdersâ 1A equity.Cash and Cash EquivalentsNet cash flows are reported for loan and deposit transactions and other borrowings. For purposes of the consolidated statement of cash flows, cash, due from banks with original maturities less than 90 days, interest-earning deposits in other banks, and Federal funds sold are considered to be cash equivalents.Allowance for Credit Losses - SecuritiesThe Company measures expected credit losses on HTM debt securities on a collective basis by major security type, then further disaggregated by sector and bond rating. Accrued interest receivable on HTM debt securities was considered insignificant at SeptemberA 30, 2024 and December 31, 2023 and is therefore excluded from the estimate of credit losses. The estimate of expected credit losses considers historical credit loss information that is adjusted for current conditions and reasonable and supportable forecasts based on current and expected changes in credit ratings and default rates. Based on the implied guarantees of the U. S. Government or its agencies related to certain of these investment securities, and the absence of any historical or expected losses, substantially all qualify for a zero loss 8Table of Contentsassumption. Management has separately evaluated its HTM investment securities from obligations of state and political subdivisions utilizing the historical loss data represented by similar securities over a period of time spanning nearly 50 years. As a result of this evaluation, management determined that the expected credit losses associated with these securities is not significant for financial reporting purposes and therefore, no allowance for credit losses has been recognized for any period reported.The Company evaluates AFS debt securities in an unrealized loss position 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. Any impairment that is not credit related is recognized in other comprehensive income, net of applicable taxes. Credit-related impairment is recognized as an allowance for credit losses on the balance sheet, limited to the amount by which the amortized cost basis exceeds the fair value, with a corresponding adjustment to earnings. Both the allowance for credit losses and the adjustment to net income may be reversed if conditions change. However, if the Company intends to sell an impaired available for sale debt security or more likely than not will be required to sell such a security before recovering its amortized cost basis, the entire impairment amount is recognized in earnings with a corresponding adjustment to the security's amortized cost basis. In evaluating available for sale debt securities in unrealized loss positions for impairment and the criteria regarding its intent or requirement to sell such securities, the Company considers the extent to which fair value is less than amortized cost, whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred, and the results of reviews of the issuers' financial condition, among other factors. Changes in the allowance for credit losses are recorded as provision for (or reversal of) credit loss expense. Losses are charged against the ACL when management believes the uncollectability of an available for sale debt security is confirmed or when either of the criteria regarding intent or requirement to sell is met. No security credit losses were recognized during the nine month periods ended SeptemberA 30, 2024 and 2023, respectively.Loans Loans that management has the intent and ability to hold until maturity or payoff are reported at principal amount outstanding, net of deferred loan fees and costs. Loans are placed in nonaccrual status when reasonable doubt exists as to the full, timely collection of interest or principal, or a loan becomes contractually past due by 90 days or more with respect to interest or principal and is not well secured and in the process of collection. When a loan is placed on nonaccrual status, all interest previously accrued but not collected is reversed against interest income. Income on such loans is then recognized only to the extent that cash is received and where the future collection of principal is considered probable. Interest accruals are resumed on such loans only when they are brought fully current with respect to interest and principal and when, in the judgment of Management, the loan is estimated to be fully collectible as to both principal and interest. Accrued interest receivable is not included in the calculation of the allowance for credit losses.Allowance for Credit Losses - LoansThe ACL is a valuation account that is deducted from the loan's amortized cost basis to present the net amount expected to be collected on the loans. Loans are charged-off against the allowance when management believes the recorded loan balance is confirmed as uncollectible. Expected recoveries do not exceed the aggregate of amounts previously charged-off and expected to be charged-off. Regardless of the determination that a charge-off is appropriate for financial accounting purposes, the Company manages its loan portfolio by continually monitoring, where possible, a borrower's ability to pay through the collection of financial information, delinquency status, borrower discussion and the encouragement to repay in accordance with the original contract or modified terms, if appropriate.Management estimates the allowance balance using relevant information, from internal and external sources, relating to past events, current conditions, and reasonable and

supportable forecasts. The allowance for credit losses is measured on a collective (pool) basis when similar risk characteristics exist. Historical credit loss experience provides the basis for the estimation of expected credit losses, which captures loan balances as of a point in time to form a cohort, then tracks the respective losses generated by that cohort of loans over the remaining life. The Company identified and accumulated loan cohort historical loss data beginning with the fourth quarter of 2008 and through the current period. In situations where the Company's actual loss history was not statistically relevant, the loss history of peers, defined as financial institutions with assets greater than three billion and less than ten billion, were utilized to create a minimum loss rate. Adjustments to historical loss information are made for differences in relevant current loan-specific risk characteristics, such as historical timing of losses relative to the loan origination. In its loss forecasting framework, the Company incorporates forward-looking information through the use of macroeconomic scenarios applied over the forecasted life of the assets. These macroeconomic scenarios incorporate variables that have historically been key drivers of increases and decreases in credit losses. These variables include, but are not limited to changes in environmental conditions, such as California unemployment rates, household debt levels, changes in corporate debt yields, and U.S. gross domestic product. PCD assets are assets acquired at a discount that is due, in part, to credit quality deterioration since origination. PCD assets are accounted for in accordance with ASC 326-20 and are initially recorded at fair value, by taking the sum of the present value of expected future cash flows and an allowance for credit losses, at acquisition. The allowance for credit losses for PCD assets is recorded through a gross-up of reserves on the balance sheet, while the allowance for acquired non-PCD assets, such as loans, is recorded through the provision for credit losses on the income statement, consistent with originated loans. Subsequent to acquisition, the allowance for credit losses for PCD loans will generally follow the same forward-looking estimation, provision, and charge-off process as non-PCD acquired and originated loans. The Company has identified the following portfolio segments to evaluate and measure the allowance for credit loss: Commercial real estate: Commercial real estate - Non-owner occupied: These commercial properties typically consist of buildings which are leased to others for their use and rely on rents as the primary source of repayment. Property types are predominantly office, retail, or light industrial but the portfolio also has some special use properties. As such, the risk of loss associated with these properties is primarily driven by general 9Table of Contents economic changes or changes in regional economies and the impact of such on a tenant's ability to pay. Ultimately this can affect occupancy, rental rates, or both. Additional risk of loss can come from new construction resulting in oversupply, the costs to hold or operate the property, or changes in interest rates. The terms on these loans at origination typically have maturities from five to ten years with amortization periods from fifteen to thirty years. Multifamily: These commercial properties are generally comprised of more than four rentable units, such as apartment buildings, with each unit intended to be occupied as the primary residence for one or more persons. Multifamily properties are also subject to changes in general or regional economic conditions, such as unemployment, ultimately resulting in increased vacancy rates or reduced rents or both. In addition, new construction can create an oversupply condition and market competition resulting in increased vacancy, reduced market rents, or both. Due to the nature of their use and the greater likelihood of tenant turnover, the management of these properties is more intensive and therefore is more critical to the preclusion of loss. Farmland: While the Company has few loans that were originated for the purpose of the acquisition of these commercial properties, loans secured by farmland represent unique risks that are associated with the operation of an agricultural businesses. The valuation of farmland can vary greatly over time based on the property's access to resources including but not limited to water, crop prices, foreign exchange rates, government regulation or restrictions, and the nature of ongoing capital investment needed to maintain the quality of the property. Loans secured by farmland typically represent less risk to the Company than other agriculture loans as the real estate typically provides greater support in the event of default or need for longer term repayment. Consumer loans: SFR 1-4 1st DT Liens: The most significant drivers of potential loss within the Company's residential real estate portfolio relate general, regional, or individual changes in economic conditions and their effect on employment and borrowers cash flow. Risk in this portfolio is best measured by changes in borrower credit score and loan-to-value. Loss estimates are based on the general movement in credit score, economic outlook and its effects on employment and the value of homes and the Bank's historical loss experience adjusted to reflect the economic outlook and the unemployment rate. SFR HELOCs and Junior Liens: Similar to residential real estate term loans, HELOCs and junior liens performance is also primarily driven by borrower cash flows based on employment status. However, HELOCs carry additional risks associated with the fact that most of these loans are secured by a deed of trust in a position that is junior to the primary lien holder. Furthermore, the risk that as the borrower's financial strength deteriorates, the outstanding balance on these credit lines may increase as they may only be canceled by the Company if certain limited criteria are met. In addition to the allowance for credit losses maintained as a percent of the outstanding loan balance, the Company maintains additional reserves for the unfunded portion of the HELOC. Other: The majority of consumer loans are secured by automobiles, with the remainder primarily unsecured revolving debt (credit cards). These loans are susceptible to three primary risks: non-payment due to income loss, over-extension of credit and, when the borrower is unable to pay, shortfall in collateral value, if any. Typically non-payment is due to loss of job and will follow general economic trends in the marketplace driven primarily by rises in the unemployment rate. Loss of collateral value can be due to market demand shifts, damage to collateral itself or a combination of those factors. Credit card loans are unsecured and while collection efforts are pursued in the event of default, there is typically limited opportunity for recovery. Loss estimates are based on the general movement in credit score, economic outlook and its effects on employment and the Bank's historical loss experience adjusted to reflect the economic outlook and the unemployment rate. Commercial and Industrial: Repayment of these loans is primarily based on the cash flow of the borrower, and secondarily on the underlying collateral provided by the borrower. A borrower's cash flow may be unpredictable, and collateral securing these loans may fluctuate in value. Most often, collateral includes accounts receivable, inventory, or equipment. Collateral securing these loans may depreciate over time, may be difficult to appraise, may be illiquid and may fluctuate in value based on the success of the business. Actual and forecast changes in gross domestic product are believed to be corollary to losses associated with these credits. Construction: While secured by real estate, construction loans represent a greater level of risk than term real estate loans due to the nature of the additional risks associated with the not only the completion of construction within an estimated time period and budget, but also the need to either sell the building or reach a level of stabilized occupancy sufficient to generate the cash flows necessary to support debt service and operating costs. The Company seeks to mitigate the additional risks associated with construction lending by requiring borrowers to comply with lower loan to value ratios and additional covenants as well as strong tertiary support of guarantors. The loss forecasting model applies the historical rate of loss for similar loans over the expected life of the asset as adjusted for macroeconomic factors. 10Table of Contents Agriculture Production: Repayment of agricultural loans is dependent upon successful operation of the agricultural business, which is greatly impacted by factors outside the control of the borrower. These factors include adverse weather conditions, including access to water, that may impact crop yields, loss of livestock due to disease or other factors, declines in market prices for agriculture products, changes in foreign exchange, and the impact of government regulations. In addition, many farms are dependent on a limited number of key individuals whose injury or death may significantly affect the successful operation of the business. Consequently, agricultural production loans may involve a greater degree of risk than other types of loans. Leases: The loss forecasting model applies the historical rate of loss for similar loans over the expected life of the asset. Leases typically represent an elevated level of credit risk as compared to loans secured by real estate as the collateral for leases is often subject to a more rapid rate of depreciation or depletion. The ultimate severity of loss is impacted by the type of collateral securing the exposure, the size of the exposure, the borrower's industry sector, any guarantors and the geographic market. Assumptions of expected loss are conditioned to the economic outlook and the other variables discussed above. Unfunded commitments: The estimated credit losses associated with these unfunded lending commitments is calculated using the same models and methodologies noted above and incorporate utilization assumptions at time of default. The reserve for unfunded commitments is maintained on the consolidated balance sheet in other liabilities. Accounting Standards Update Accounting standards adopted in the current period Standard Summary of Guidance Effects on financial statements None Accounting standards yet to be adopted Standard Summary of Guidance Effects on financial statements ASU 2023-07 - Segment Reporting (Topic 280): Improvement to Reportable Segments Requires disclosure of the position and title of the chief operating decision maker (CODM) and significant segment expenses that the CODM is regularly provided. Requires the disclosure of other segment items representing the difference between segment revenue and expense and the profit and loss measure of the segment. Allows for the CODM to use more than one measure of segment profit and loss, as long as one measure is consistent with GAAP. Effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The amendments are to be applied retrospectively to all periods presented and segment expense categories should be based on the categories identified at adoption. ASC TriCo does not expect adoption of the standard to have a material impact on its consolidated financial statements. ASU 2023-09 - Income Taxes (Topic 740): Improvements to Income Tax Disclosures Requires a tabular rate reconciliation using both percentages and reporting currency amounts between the reported amount of income tax expense (or benefit) to the amount of statutory federal income tax at current rates for specified categories using specified disaggregation criteria. The amount of net income taxes paid for federal, state, and foreign taxes, as well as the amount paid to any jurisdiction that net taxes exceed a 5% quantitative threshold. The amendments will require the disclosure of pre-tax income disaggregated between domestic and foreign, as well as income tax expense disaggregated by federal, state, and foreign. The amendment also eliminates certain disclosures related to unrecognized tax benefits and certain temporary differences. Effective for fiscal years beginning after December 15, 2024. Early adoption is permitted in any annual period where financial statements have not yet been issued. The amendments should be applied on a prospective basis but retrospective application is permitted. TriCo does not expect adoption of the standard to have a material impact on its consolidated financial statements. 11Table of Contents Note 2 - Investment Securities The amortized cost, estimated fair values and allowance for credit losses of investments in debt securities are summarized in the following tables: September 30, 2024 (in thousands) Amortized Cost Gross Unrealized Gains Gross Unrealized Losses Estimated Fair Value Debt Securities Available for Sale Obligations of U.S. government agencies \$1,234,038A \$76A \$(132,117)\$1,101,997A Obligations of states and political subdivisions 249,709A 159A (20,526)229,342A Corporate bonds 6,179A 20A (335)5,864A Asset backed securities 364,561A 492A (1,513)363,540A Non-agency collateralized mortgage obligations 305,221A 352A (27,046)278,527A Total debt securities available for sale \$2,159,708A \$1,099A \$(181,537)\$1,979,270A Debt Securities Held to Maturity Obligations of U.S. government agencies \$114,558A \$4A \$(5,253)109,309A Obligations of states and political subdivisions 2,701A 6A (292,678)A Total debt securities held to maturity \$117,259A \$10A \$(5,282)\$111,987A December 31, 2023 (in thousands) Amortized Cost Gross Unrealized Gains Gross Unrealized Losses Estimated Fair Value Debt Securities Available for Sale Obligations of U.S. government agencies \$1,386,772A \$2A \$(165,037)\$1,221,737A Obligations of states and political subdivisions 262,879A 268A (26,772)236,375A Corporate bonds 6,173A 6A \$(571)5,602A Asset backed securities 359,214A 255A (4,188)355,281A Non-agency collateralized mortgage obligations 369,287A 6A \$(35,778)333,509A Total debt securities available for sale \$2,384,325A \$525A \$(232,346)\$2,152,504A Debt Securities Held to Maturity Obligations of U.S. government agencies \$130,823A \$6A \$(8,331)\$122,492A Obligations of states and political subdivisions 2,671A 6A (432,634)A Total debt securities held to maturity \$133,494A \$6A \$(8,374)\$125,126A Proceeds from the sale of available for sale investment securities totaled \$28.6 million and \$24.2 million for the nine months ended September 30, 2024 and 2023, respectively, resulting in gross realized losses of \$2.9 million and \$0.2 million, respectively. In addition, during the nine months ended September 30, 2024, the Company participated in and completed an exchange offering with Visa, which resulted in a gain of \$2.9A million. See further discussion in Note 9 - Commitments and Contingencies. There were no sales of investment securities during the three months ended September 30, 2024 or 2023. Investment securities with an aggregate carrying value of \$761.6 million and \$702.2 million at September 30, 2024 and December 31, 2023, respectively, were pledged as collateral for specific borrowings, lines of credit or local agency deposits. The amortized cost and estimated fair value of debt securities at September 30, 2024 by contractual maturity are shown below. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. At September 30, 2024, obligations of U.S. government corporations and agencies with a cost basis totaling \$1.3A billion consist almost entirely of residential real estate mortgage-backed securities whose contractual maturity, or principal repayment, will follow the repayment of the underlying mortgages. For purposes of the following table, the entire outstanding balance of these mortgage-backed securities issued by U.S. government corporations and agencies is categorized based on final maturity date. At September 30, 2024, the Company estimates the average remaining life of these mortgage-backed securities issued by U.S. government corporations and agencies to be approximately 6.67 years. Average remaining life is defined as the time span after which the principal balance has been reduced by half. 12Table of Contents As of September 30, 2024, the contractual final maturity for available for sale and held to maturity investment securities is as follows: Debt Securities Available for Sale Held to Maturity (in thousands) Amortized Cost Estimated Fair Value Amortized Cost Estimated Fair Value Due in one year \$6,625A \$6,421A \$1,137A \$1,143A Due after one year through five years 62,174A 60,553A 3,453A 3,361A Due after five years through ten years 239,924A 231,415A 87,693A 83,990A Due after ten years 1,850,985A 1,680,881A 24,976A 23,493A Totals \$2,159,708A \$1,979,270A \$117,259A \$111,987A Based on an evaluation of available information including security type, counterparty credit quality, past events, current conditions, and reasonable and supportable forecasts that are relevant to collectability of cash flows, as of September 30, 2024, the Company has concluded that it expects to receive all contractual cash flows from each security held in its AFS and HTM debt securities portfolio. There was no allowance for credit losses related to investment securities as of September 30, 2024 or December 31, 2023. Gross unrealized losses on debt securities and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, were as follows: September 30, 2024: Less than 12 months 12 months or more Total (in thousands) Fair Value Unrealized Loss Fair Value Unrealized Loss Fair Value Unrealized Loss Debt Securities Available for Sale Obligations of U.S. government agencies \$7A \$(181,092,624A \$(132,116)\$1,092,631A \$(132,117) Obligations of states and political subdivisions \$6A \$(216,428A (20,526)216,428A (20,526) Corporate bonds \$6A \$(4,598A (345,598A (335) Asset backed securities 107,510A (164)109,099A (1,349)216,609A (1,513) Non-agency collateralized mortgage obligations \$6A \$(245,023A (27,046)245,023A (27,046) Total debt securities available for sale \$107,517A \$(165)\$1,667,772A \$(181,372)\$1,775,289A \$(181,537) Debt Securities Held to Maturity Obligations of U.S. government agencies \$6A \$(109,144A \$(5,253)\$109,144A \$(5,253) Obligations of states and political subdivisions 506A (31,029A (26)1,535A (29) Total debt securities held to maturity \$506A \$(310,173A \$(5,279)\$110,679A \$(5,282) December 31, 2023: Less than 12 months 12 months or more Total (in thousands) Fair Value Unrealized Loss Fair Value Unrealized Loss Fair Value Unrealized Loss Debt Securities Available for Sale Obligations of U.S. government agencies \$224A \$6A \$1,221,320A \$(165,037)\$1,221,544A \$(165,037) Obligations of states and political subdivisions 6,229A (75)216,497A (26,697)222,726A (26,772) Corporate bonds \$6A \$(571)5,602A (571) Asset backed securities 15,928A (93)264,731A (4,095)280,659A (4,188) Non-agency collateralized mortgage obligations 44,276A (583)289,233A (35,195)333,509A (35,778) Total debt securities available for sale \$66,657A \$(75)\$1,997,383A \$(231,595)\$2,064,040A \$(232,346) Debt Securities Held to Maturity Obligations of U.S. government agencies \$6A \$(122,259A \$(8,331)\$122,259A \$(8,331) Obligations of states and political subdivisions \$6A \$(1,012A (43)1,012A (43) Total debt securities held to maturity \$6A \$(123,271A \$(8,374)\$123,271A \$(8,374) Obligations of U.S. government agencies: The unrealized losses on investments in obligations of U.S. government agencies are caused by interest rate increases and illiquidity. The contractual cash flows of these securities are guaranteed by U.S. Government Sponsored Entities (principally Fannie Mae and Freddie Mac). It is expected that the securities would not be settled at a price less than the amortized cost of the investment. Because management believes the decline in fair value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell and more likely than not will not be required to sell, there is no impairment on these securities. 13Table of Contents and there has been no credit losses recorded as of September 30, 2024. At September 30, 2024, 144 debt securities representing obligations of U.S. government agencies had unrealized losses with aggregate depreciation of 10.79% from the Company's amortized cost basis. Obligations of states and political subdivisions: The unrealized losses on investments in obligations of states and political subdivisions were caused by increases in required yields by investors in these types of securities. It is expected that the securities

not be settled at a price less than the amortized cost of the investment. Because management believes the decline in fair value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell and more likely than not will not be required to sell, there is no impairment on these securities and there has been no credit losses recorded as of September 30, 2024. At September 30, 2024, 148 debt securities representing obligations of states and political subdivisions had unrealized losses with aggregate depreciation of 8.66% from the Company's amortized cost basis. Corporate bonds: The unrealized losses on investments in corporate bonds were caused by increases in required yields by investors in these types of securities. It is expected that the securities would not be settled at a price less than the amortized cost of the investment. Because management believes the decline in fair value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell and more likely than not will not be required to sell, there is no impairment on these securities and there has been no credit losses recorded as of September 30, 2024. At September 30, 2024, 5 debt securities representing corporate bonds had unrealized losses with aggregate depreciation of 6.81% from the Company's amortized cost basis. Asset backed securities: The unrealized losses on investments in asset backed securities were caused by increases in required yields by investors for these types of securities. At the time of purchase, each of these securities was rated AA or AAA and through September 30, 2024 has not experienced any deterioration in credit rating. At September 30, 2024, 24 asset backed securities had unrealized losses with aggregate depreciation of 0.69% from the Company's amortized cost basis. The Company continues to monitor these securities for changes in credit rating or other indications of credit deterioration. Because management believes the decline in fair value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell and more likely than not will not be required to sell, there is no impairment on these securities and there has been no credit losses recorded as of September 30, 2024. Non-agency collateralized mortgage obligations: The unrealized losses on investments in asset backed securities were caused by increases in required yields by investors in these types of securities. It is expected that the securities would not be settled at a price less than the amortized cost of the investment. Because management believes the decline in fair value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell and more likely than not will not be required to sell, there is no impairment on these securities and there has been no credit losses recorded as of September 30, 2024. At September 30, 2024, 18 asset backed securities had unrealized losses with aggregate depreciation of 9.94% from the Company's amortized cost basis. The Company monitors credit quality of debt securities held-to-maturity through the use of credit rating. The Company monitors the credit rating on a monthly basis. The following table summarizes the amortized cost of debt securities held-to-maturity at the dates indicated, aggregated by credit quality indicator: September 30, 2024 December 31, 2023 (in thousands) AAA/AA/BBB/BB/BAA/AA/BBB/BB/B Obligations of U.S. government agencies \$114,558A \$6A \$133,823A \$6A Obligations of states and political subdivisions 2,701A \$6A \$2,671A \$6A Total debt securities held to maturity \$117,259A \$6A \$133,494A \$6A 14Table of Contents Note 3 \$6A Loans A summary of loan balances at amortized cost are as follows: (in thousands) September 30, 2024 December 31, 2023 Commercial real estate: CRE non-owner occupied \$2,251,705A \$2,217,806A CRE owner occupied \$947,278A \$956,440A Multifamily 1,020,466A \$949,502A Farmland 268,075A \$271,054A Total commercial real estate loans 4,475,524A \$4,394,802A Consumer: SFR 1-4 1st DT liens 865,756A \$883,438A SFR HELOCs and junior liens 355,341A \$356,813A Other 62,866A \$73,017A Total consumer loans 1,283,963A \$1,313,268A Commercial and industrial 484,763A \$586,455A Construction 276,095A \$347,198A Agriculture production 144,123A \$144,497A Leases 7,423A \$8,250A Total loans, net of deferred loan fees and discounts \$6,683,891A \$6,794,470A Total principal balance of loans owed, net of charge-offs \$6,720,629A \$6,834,935A Unamortized net deferred loan fees (15,298) (15,826) Discounts to principal balance of loans owed, net of charge-offs (21,440) (24,639) Total loans, net of unamortized deferred loan fees and discounts \$6,683,891A \$6,794,470A Allowance for credit losses on loans \$ (123,760) \$ (121,522) 15Table of Contents Note 4 \$6A Allowance for Credit Losses For the periods indicated, the following tables summarize the activity in the allowance for credit losses on loans which is recorded as a contra asset, and the reserve for unfunded commitments which is recorded on the balance sheet within other liabilities: Allowance for credit losses \$6A Three months ended September 30, 2024 (in thousands) Beginning Balance Charge-offs Recoveries Provision (benefit) Ending Balance Commercial real estate: CRE non-owner occupied \$37,155A \$6A \$ (949) \$36,206A CRE owner occupied \$15,873A \$6A \$ (1A) (492) \$15,382A Multifamily 15,973A \$6A \$ (238) \$15,735A Farmland 4,031A \$6A \$ (154) \$4,016A Total commercial real estate loans 73,032A \$6A \$ (1A) (694) \$71,339A Consumer: SFR 1-4 1st DT liens 14,604A \$6A \$ (238) \$14,366A SFR HELOCs and junior liens 10,087A \$6A \$ (98) \$10,185A Other 2,983A (170) \$63A \$7A \$2,953A Total consumer loans 27,674A (170) \$259A (259) \$27,504A Commercial and industrial 12,128A (274) \$106A \$2,493A \$14,453A Construction 7,466A \$6A \$ (347) \$7,119A Agriculture production 3,180A \$6A \$ (1A) \$31A \$3,12A Leases 37A \$6A \$ (4) \$33A Allowance for credit losses on loans 123,517A (444) \$367A \$320A \$123,760A Reserve for unfunded commitments 6,210A \$6A \$ (100) \$6,110A Total \$129,727A \$ (444) \$367A \$220A \$129,870A Allowance for credit losses \$6A Nine months ended September 30, 2024 (in thousands) Beginning Balance Charge-offs Recoveries Provision (benefit) Ending Balance Commercial real estate: CRE non-owner occupied \$35,077A \$6A \$ (1,129) \$36,206A CRE owner occupied \$15,811A \$6A \$ (2A) \$299A \$15,382A Multifamily 14,418A \$6A \$ (1,317) \$15,735A Farmland 4,288A \$6A \$ (272) \$4,016A Total commercial real estate loans 68,864A \$6A \$ (2A) \$2,473A \$71,339A Consumer: SFR 1-4 1st DT liens 14,009A (26) \$6A \$383A \$14,366A SFR HELOCs and junior liens 10,273A (41) \$296A (343) \$10,185A Other 3,171A (538) \$184A \$36A \$2,953A Total consumer loans 27,453A (605) \$480A \$176A \$27,504A Commercial and industrial 12,750A (1,274) \$389A \$2,588A \$14,453A Construction 8,856A \$6A \$ (1,737) \$7,119A Agriculture production 3,589A (1,450) \$26A \$1,147A \$3,12A Leases 10A \$6A \$ (23A) \$33A Allowance for credit losses on loans 121,522A (3,329) \$897A \$4,670A \$123,760A Reserve for unfunded commitments 5,850A \$6A \$ (1,104) \$260A \$6,110A Total \$127,372A \$ (3,329) \$897A \$4,930A \$129,870A In determining the allowance for credit losses, accruing loans with similar risk characteristics are generally evaluated collectively. To estimate expected losses the Company generally utilizes historical loss trends and the remaining contractual lives of the loan portfolios to determine estimated credit losses through a reasonable and supportable forecast period. Individual loan credit quality indicators including loan grade and borrower repayment performance have been statistically correlated with historical credit losses and various econometrics. 16Table of Contents including California unemployment, gross domestic product, and corporate bond yields. Model forecasts may be adjusted for inherent limitations or biases that have been identified through independent validation and back-testing of model performance to actual realized results. The Company utilizes a forecast period of approximately eight quarters and obtains the forecast data from publicly available sources as of the balance sheet date. This forecast data continues to evolve and includes improving shifts in the magnitude of changes for both the unemployment and GDP factors leading up to the balance sheet date. Core inflation is slowing but prices remain elevated relative to wage increases, as reflected by higher living costs such as housing, energy and general services. Actions by the Federal Reserve to cut rates during 2024 and beyond may help improve this outlook overall, but the uncertainty associated with the extent and timing of these potential reductions has inhibited a material change to forecasted reserve levels. Furthermore, geopolitical risks remain elevated and appear to be getting worse, which may lead to further negative effects on domestic economic outcomes. As a result, management continues to believe that certain credit weaknesses are present in the overall economy and that it is appropriate to maintain a reserve level that incorporates such risk factors. For the periods indicated, the following tables summarize the activity in the allowance for credit losses on loans which is recorded as a contra asset, and the reserve for unfunded commitments which is recorded on the balance sheet within other liabilities: Allowance for credit losses \$6A Year ended December 31, 2023 (in thousands) Beginning Balance Charge-offs Recoveries Provision (benefit) Ending Balance Commercial real estate: CRE non-owner occupied \$30,962A \$6A \$ (4,115A) \$35,077A CRE owner occupied 14,014A (3,637) \$2A \$4,702A \$15,811A Multifamily 13,132A \$6A \$ (1,286A) \$14,418A Farmland 3,273A \$6A \$ (1,015A) \$4,288A Total commercial real estate loans 61,381A (3,637) \$2A \$11,118A \$68,864A Consumer: SFR 1-4 1st DT liens 11,268A \$6A \$ (262A) \$2,479A \$14,009A SFR HELOCs and junior liens 11,413A (66) \$723A (1,797) \$10,273A Other 1,958A (558) \$190A \$1,581A Total consumer loans 24,639A (624) \$1,175A \$2,263A \$27,453A Commercial and industrial 13,597A (3,879) \$316A \$2,716A \$12,750A Construction 5,142A \$6A \$ (3,714A) \$8,856A Agriculture production 906A \$6A \$ (34A) \$2,649A \$3,589A Leases 15A \$6A \$ (5) \$10A Allowance for credit losses on loans 105,680A (8,140) \$1,527A \$22,455A \$121,522A Reserve for unfunded commitments 4,315A \$6A \$ (1,535A) \$5,850A Total \$109,995A \$ (8,140) \$1,527A \$23,990A \$127,372A 17Table of Contents Allowance for credit losses \$6A Three months ended September 30, 2023 (in thousands) Beginning Balance Charge-offs Recoveries Provision (benefit) Ending Balance Commercial real estate: CRE non-owner occupied \$33,042A \$6A \$ (681A) \$33,723A CRE owner occupied 20,208A (3,608) \$6A \$ (2,097) \$14,503A Multifamily 14,075A \$6A \$ (1,64A) \$14,239A Farmland 3,691A \$6A \$ (519A) \$4,210A Total commercial real estate loans 71,016A (3,608) \$6A \$ (733) \$66,675A Consumer: SFR 1-4 1st DT liens 13,134A \$6A \$ (262A) \$2,479A \$14,009A SFR HELOCs and junior liens 10,608A \$6A \$ (314A) (759) \$10,163A Other 2,771A (1,335) \$23A \$2,920A Total consumer loans 26,513A (133) \$628A (390) \$26,618A Commercial and industrial 11,647A (1,616) \$91A \$2,168A \$12,290A Construction 7,031A \$6A \$ (1,066A) \$8,097A Agriculture production 1,105A \$6A \$ (1A) \$1,019A \$2,125A Leases 17A \$6A \$ (107A) Allowance for credit losses on loans 117,329A (5,357) \$720A \$3,120A \$115,812A Reserve for unfunded commitments 4,865A \$6A \$ (1,035A) \$5,900A Total \$122,194A \$ (5,357) \$720A \$4,155A \$121,712A Allowance for credit losses \$6A Nine months ended September 30, 2023 (in thousands) Beginning Balance Charge-offs Recoveries Provision (benefit) Ending Balance Commercial real estate:

[illegible]

liability. Known or determinable adjustments to the required minimum future lease payments were included in the calculation of the Company's ROUA and lease liability. Adjustments to the required minimum future lease payments that are variable and will not be determinable until a future period, such as changes in the consumer price index, are included as variable lease costs. Additionally, expected variable payments for common area maintenance, taxes and insurance were unknown and not determinable at lease commencement and therefore, were not included in the determination of the Company's ROUA or lease liability. The value of the ROUA and lease liability is impacted by the amount of the periodic payment required, length of the lease term, and the discount rate used to calculate the present value of the minimum lease payments. The Company's lease agreements often include one or more options to renew at the Company's discretion. If at lease inception, the Company considers the exercising of a renewal option to be reasonably certain, the Company will include the extended term in the calculation of the ROUA asset and lease liability. Topic 842 requires the use of the rate implicit in the lease whenever this rate is readily determinable. As this rate is rarely determinable, the Company utilizes its incremental borrowing rate at lease inception, on a collateralized basis, over a similar term. The lease liability is reduced based on the discounted present value of remaining payments as of each reporting period. The ROUA value is measured using the amount of lease liability and adjusted for prepaid or accrued lease payments, remaining lease incentives, unamortized direct costs (if any), and impairment (if any). The following table presents the components of lease expense for the periods ended: Three months ended September 30, Nine months ended September 30, (in thousands)

2024	2023	2024	2023																																																
Operating lease cost	\$1,416A	\$1,451A	\$4,315A																																																
Short-term lease cost	\$52A	43A	159A																																																
Variable lease cost (income)	(15)9A	8A	29A																																																
Total lease cost	\$1,453A	\$1,503A	\$4,482A																																																
Lease liability at September 30, (in thousands)	2024	2023	2024																																																
Cash paid for amounts included in the measurement of lease liabilities	Operating cash flows for operating leases	\$1,511A	\$1,576A																																																
ROUA obtained in exchange for operating lease liabilities	\$800A	(\$544)	\$2,226A																																																
Weighted-average discount rate (years)	7.78.1	Weighted-average discount rate	3.50A %																																																
3.31A %	28	Table of Contents	At September 30, 2024, future expected operating lease payments are as follows: (in thousands)																																																
Periods ending December 31, 2024	\$1,454A	2025, 509A	2026, 950A																																																
2027, 284A	2028, 275A	Thereafter	11,106A																																																
30, 578A	Discount for present value of expected cash flows	(3,910)	Lease liability at September 30, 2024	\$26,668A																																															
Note 6 - Deposits	A summary of the balances of deposits follows: (in thousands)	September 30, 2024	December 31, 2023	Noninterest-bearing demand	\$2,547,736A																																														
\$2,722,689A	Interest-bearing demand	1,708,726A	1,731,814A	Savings	2,690,045A																																														
2,682,068A	Time certificates, \$250,000 or more	465,907A	250,180A	Other time certificates	624,677A																																														
447,784A	Total deposits	\$8,037,091A	\$7,834,038A	Certificates of deposit balances of \$100.0 million and \$50.0 million from the State of California were included in time certificates, over \$250,000, at September 30, 2024 and December 31, 2023, respectively. The Company participates in a deposit program offered by the State of California whereby the State may make deposits at the Company's request subject to collateral and credit worthiness constraints. The negotiated rates on these State deposits are generally more favorable than other wholesale funding sources available to the Company. Overdrawn deposit balances of \$2.0 million and \$1.8 million were classified as consumer loans at September 30, 2024 and December 31, 2023, respectively. Note 7 - Other Borrowings																																															
A summary of the balances of other borrowings follows: September 30, 2024	December 31, 2023	(in thousands)	Term borrowing at FHLB, fixed rate of 5.46%, payable on October 7, 2024	\$5,000A																																															
Term borrowing at FHLB, fixed rate of 4.75%, payable on April 8, 2024	\$200,000A	Overnight borrowing at FHLB, fixed rate of 5.70%, payable on January 2, 2024	\$400,000A	Overnight borrowing at FHLB, fixed rate, as of September 30, 2024	of 5.21%, payable on October 1, 2024	1,204,100,000A																																													
Other collateralized borrowings, fixed rate, as of September 30, 2024 and December 31, 2023	of 0.05%, payable on October 1, 2024 and January 2, 2024, respectively	16,767A	32,582A	Total other borrowings	\$266,767A																																														
\$632,582A	29	Table of Contents	Note 8 - Junior Subordinated Debt	The following table summarizes the terms and recorded balances of each debenture as of the date indicated: (in thousands)																																															
Coupon Rate (Variable)	3A mo.	SOFR + As of September 30, 2024	As of December 31, 2023	Subordinated Debt Series	Maturity	Face Value	Current Coupon	Rate	Recorded Book Value	Recorded Book Value	TriCo Cap Trust																																								
11/23/2032	619A	2.55A	%	68.09A	%	20,619A	20,619A	North Valley Trust	11/24/24	2033	186A																																								
3.25A	%	68.76A	%	5,684A	5,602A	North Valley Trust	11/23/2034	155A	2.80A	%	68.34A	%	4,544A	4,472A	North Valley Trust																																				
IV/15/2036	10,310A	1.33A	%	6.54A	%	7,797A	7,615A	VRB Subordinated	3/29/2029	16,000A	3.52A	%	69.11A	%	16,852A	17,000A	VRB Subordinated																																		
- 5%	87/27/2035	20,000A	Fixed	5.00A	%	25,049A	25,172A	\$98,889A	\$101,164A	\$101,099A	The VRB - 5% Subordinated Debt instrument is fixed at 5.0% through August 27, 2025, then will have a floating rate of 90-day average SOFR plus 4.9% until maturity. Note 9 - Commitments and Contingencies																																								
The following table presents a summary of the Bank's commitments and contingent liabilities: (in thousands)	September 30, 2024	December 31, 2023	Financial instruments whose amounts represent risk: Commitments to extend credit: Commercial loans	\$889,617A	\$788,742A	Consumer loans	627,109A	652,110A	Real estate mortgage loans	432,022A	453,647A	Real estate construction loans	266,126A	331,178A	Standby letters of credit	51,691A	38,449A	Deposit account overdraft privilege	127,285A	121,539A	In April 2024, Visa Inc. announced the commencement of an exchange offer for Visa Class B-1 common stock and the Company subsequently tendered all of its Visa Class B-1 common stock in exchange for a combination of Visa Class B-2 common stock and Visa Class C common stock. Completion of the exchange resulted in a gain of \$2.9A million relating to the Visa Class C common stock. Visa Class B-2 common stock continues to be carried at zero. The Bank owns 6,698 shares of Class A B-2 common stock of Visa Inc. which may be convertible into Class A common stock at a conversion ratio of 1.5875 per Class A B-2 share. As of September 30, 2024, the value of the Class A shares was \$274.95 per share. Utilizing the conversion ratio, the value of unredeemed Class A equivalent shares owned by the Bank was \$2.9 million as of September 30, 2024, and has not been reflected in the accompanying consolidated financial statements. The shares of Visa Class B-2 common stock are restricted and may not be transferred. Visa Member Banks are required to fund an escrow account to cover settlements, resolution of pending litigation and related claims. If the funds in the escrow account are insufficient to settle all the covered litigation, Visa may sell additional Class A shares, use the proceeds to settle litigation, and further reduce the conversion ratio. If funds remain in the escrow account after all litigation is settled, the Class A B-2 conversion ratio may be increased to reflect that surplus. Until all U.S. covered litigation obligations have been satisfied or the Applicable Conversion Rate for the Class B-2 common stock reaches zero, there is no dollar cap on the amount of payments that a participating holder and its guarantors may be obligated to make under its Makewhole Agreement.																														
30	Table of Contents	Note 10 - Shareholders' Equity	Dividends Paid	The Bank paid to the Company cash dividends in the aggregate amounts of \$10.5 million and \$11.5 million during the three months ended September 30, 2024 and 2023, respectively and \$54.4 million and \$41.4 million during the equivalent nine month periods then ended, respectively. The Bank is regulated by the FDIC and the DFPI. Absent approval from the Commissioner of the DFPI, California banking laws generally limit the Bank's ability to pay dividends to the lesser of (1) retained earnings or (2) net income for the last three fiscal years, less cash distributions paid during such period. Stock Repurchase Plan																																															
On February 25, 2021, the Board of Directors authorized the repurchase of up to 2.0 million shares of the Company's common stock (the 2021 Repurchase Plan), which approximated 6.7% of the shares outstanding as of the approval date. The actual timing of any share repurchases can be determined by the Company's management and therefore the total value of the shares to be purchased under the 2021 Repurchase Plan is subject to change. The 2021 Repurchase Plan has no expiration date (in accordance with applicable laws and regulations). During the three and nine months ended September 30, 2024, the Company repurchased zero and 344,324 shares with market values of \$0.0 million and \$12.5 million, respectively. During the three and nine months ended September 30, 2023, the Company repurchased zero and 150,000 shares with market values of zero and \$7.0 million, respectively. Stock Repurchased Under Equity Compensation Plans																																																			
The Company's shareholder-approved equity compensation plans permit employees to tender recently vested shares in lieu of cash for the payment of exercise price, if applicable, and the tax withholding on such shares. During the three and nine months ended September 30, 2023, exercising option holders tendered zero and 2,506 shares, respectively, of the Company's common stock in connection with option exercises. There were no option exercises during the nine months ended September 30, 2024. Employees also tendered 1,551 and 976 shares in connection with the tax withholding requirements of other share-based awards during the three months ended September 30, 2024 and 2023, respectively, and 32,061 and 52,437 during the nine months ended September 30, 2024 and 2023, respectively. In total, shares of the Company's common stock tendered had market values of \$0.1 million and \$0.03 million during the quarters ended September 30, 2024 and 2023, respectively and \$1.2 million and \$2.1 million, respectively during the year to date periods then ended. The tendered shares were retired. The market value of tendered shares is the last market trade price at closing on the day an option is exercised or the other share-based award vests. Stock repurchased under equity incentive plans are not included in the total of stock repurchased under the 2021 Stock Repurchase Plans.																																																			
Note 11 - Stock Options and Other Equity-Based Incentive Instruments	On April 16, 2024, the Board of Directors adopted the 2024 Equity Incentive Plan (2024 Plan) which was approved by shareholders on May 23, 2024. The 2024 Plan allows for up to 1,200,000 shares to be issued in connection with equity-based incentives. In conjunction with shareholder approval of the 2024 Plan, the 2019 Equity Incentive Plan (2019 Plan), which allowed for up to 1,500,000 shares to be issued in connection with equity-based incentives, is no longer available for grant issuances. The Company's 2009 Equity Incentive Plan expired on March 26, 2019. While no new awards can be granted under the 2019 Plan or 2009 Plan, existing grants continue to be governed by the terms, conditions and procedures set forth in any applicable award agreement. Stock option activity during the nine months ended September 30, 2024, is summarized in the following table: Number of Shares Weighted Average Exercise Price Outstanding at December 31, 2023																																																		
7,500A	23.21A	Options granted	\$A	\$A	Options exercised	(7,500)	23.21A	Options forfeited	\$A	\$A	Options Outstanding at September 30, 2024	\$A	\$A	The Company did not modify any option grants during the nine months ended September 30, 2024 or 2023.																																					
31	Table of Contents	Activity related to restricted stock unit awards during the nine months ended September 30, 2024 is summarized in the following table: Service Condition Vesting	RSUs	Market	Plus Service Condition Vesting	RSUs	Outstanding at December 31, 2023	144,487A	123,102A	RSUs granted	486,036A	56,516A	RSUs added through dividend and performance credits	4,685A	1,536A	RSUs released	(69,043)	(32,248)	RSUs forfeited	(4,001)	(2,458)	Outstanding at September 30, 2024	162,164A	146,448A	The 162,164 of service condition vesting RSUs outstanding as of September 30, 2024 include a feature whereby each RSU outstanding is credited with a dividend amount equal to any common stock cash dividend declared and paid, and the credited amount is divided by the closing price of the Company's stock on the dividend payable date to arrive at an additional amount of RSUs outstanding under the original grant. The dividend credits follow the same vesting requirements as the RSU awards and are not considered participating securities. The 162,164 of service condition vesting RSUs outstanding as of September 30, 2024 are expected to vest, and be released, on a weighted-average basis, over the next 1.7 years. The Company expects to recognize \$4.4 million of pre-tax compensation costs related to these service condition vesting RSUs between September 30, 2024 and their vesting dates. The Company did not modify any service condition vesting RSUs during the nine months ended September 30, 2024 or 2023. The 146,448 of market plus service condition vesting RSUs outstanding as of September 30, 2024 are expected to vest, and be released, on a weighted-average basis, over the next 1.8 years. The Company expects to recognize \$2.3 million of pre-tax compensation costs related to these RSUs between September 30, 2024 and their vesting dates. As of September 30, 2024, the number of market plus service condition vesting RSUs outstanding that will actually vest, and be released, may be reduced to zero or increased to 219,672 depending on the total return of the Company's common stock versus the total return of an index of bank stocks from the grant date to the vesting date. The Company did not modify any market plus service condition vesting RSUs during the nine months ended September 30, 2024 or 2023.																										
32	Table of Contents	Note 12 - Non-interest Income and Expense	The following table summarizes the Company's non-interest income for the periods indicated: Three months ended September 30, Nine months ended September 30, (in thousands)																																																
2024	2023	2024	2023																																																
ATM and interchange fees	\$6,472A	\$6,728A	\$19,013A																																																
\$19,928A	Service charges on deposit accounts	4,979A	4,851A																																																
14,489A	Other service fees	1,224A	1,142A																																																
3,876A	Mortgage banking service fees	439A	445A																																																
1,305A	Change in value of mortgage servicing rights	(332)	(91)																																																
(468)	(215)	Total service charges and fees	12,782A																																																
13,075A	38,215A	37,240A	Increase in cash value of life insurance	786A																																															
684A	2,420A	2,274A	Asset management and commission income	1,502A																																															
1,141A	3,989A	3,233A	Gain on sale of loans	549A																																															
382A	1,198A	883A	Lease brokerage income	62A																																															
160A	377A	332A	Sale of customer checks	303A																																															
396A	916A	1,091A	(Loss) gain on sale or exchange of investment securities	2A																																															
\$A	(43)	(164)	(Loss) gain on marketable equity securities	356A																																															
(81)	207A	(81)	Other	153A																																															
227A	853A	552A	Total other non-interest income	3,713A																																															
2,909A	9,917A	8,120A	Total non-interest income	\$16,495A																																															
\$15,984A	\$48,132A	\$45,360A	The components of non-interest expense were as follows: Three months ended September 30, Nine months ended September 30, (in thousands)																																																
2024	2023	2024	2023																																																
Base salaries, net of deferred loan origination costs	\$24,407A	\$23,616A	\$72,279A																																																
\$70,675A	Incentive compensation	4,361A	4,391A																																																
12,329A	11,663A	Benefits and other compensation costs	6,782A																																																
6,456A	20,647A	19,402A	Total salaries and benefits expense	35,550A																																															
34,463A	105,255A	101,740A	Occupancy	4,191A																																															
3,948A	12,205A	12,099A	Data processing and software	5,258A																																															
5,246A	15,459A	13,916A	Equipment	1,374A																																															
1,503A	4,060A	4,322A	Intangible amortization	1,030A																																															
1,590A	3,090A	4,902A	Advertising	1,152A																																															
881A	2,733A	2,656A	ATM and POS network charges	1,712A																																															
1,606A	5,360A	5,217A	Professional fees	1,893A																																															
1,752A	5,047A	5,326A	Telecommunications	507A																																															
5,67A	1,576A	1,971A	Regulatory assessments and insurance	1,256A																																															
1,194A	3,651A	3,979A	Postage	335A																																															
306A	983A	916A	Operational losses	603A																																															
474A	1,199A	1,999A	Courier service	542A																																															
492A	1,581A	1,314A	(Gain) loss on sale or acquisition of foreclosed assets	26A																																															
(152)	(12)	(152)	Loss on disposal of fixed assets	64A																																															
12A	22A	Other miscellaneous expense	4,052A																																																
4,004A	12,131A	12,688A	Total other non-interest expense	23,937A																																															
23,415A	69,075A	71,175A	Total non-interest expense	\$59,487A																																															
\$57,878A	\$174,330A	\$172,915A	Note 13 - Earnings Per Share	Basic earnings per share represent income available to common shareholders divided by the weighted-average number of common shares outstanding during the period. Diluted earnings per share reflect additional common shares that would have been outstanding if dilutive																																															
33	Table of Contents	potential common shares had been issued, as well as any adjustments to income that would result from assumed issuance. Potential common shares that may be issued by the Company relate to outstanding stock options and restricted stock units (RSUs), and are determined using the treasury stock method. Earnings per share have been computed based on the following: Three months ended September 30, (in thousands)																																																	
2024	2023	Net income	\$29,051A	\$30,590A	Average number of common shares outstanding	32,993A	33,263A	Effect of dilutive stock options and restricted stock	144A	56A	Average number of common shares outstanding used to calculate diluted earnings per share	33,137A	33,319A	Options excluded from diluted earnings per share because of their antidilutive effect	\$A	\$A	Nine months ended September 30, (in thousands)																																		
2024	2023	Net income	\$85,834A	\$91,315A	Average number of common shares outstanding	33,119A	33,259A	Effect of dilutive stock options and restricted stock	132A	97A	Average number of common shares outstanding used to calculate diluted earnings per share	33,251A	33,356A	Options excluded from diluted earnings per share because of their antidilutive effect	\$A	\$A	Note 14																																		
\$A	\$A	Comprehensive Income (Loss)	Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities, such as unrealized gains and losses on available-for-sale securities, are reported as a separate component of the equity section of the balance sheet identified as accumulated other comprehensive income (AOCI), such items, along with net income, are components of other comprehensive income (loss) (OCI). The components of other comprehensive income (loss) and related tax effects are as follows: Three months ended September 30, Nine months ended September 30, (in thousands)																																																
2024	2023	2024	2023																																																
Unrealized holding gains (losses) on available for sale securities before reclassifications	\$63,232A	(\$6,525)	\$48,438A																																																
(\$44,901)	Amounts reclassified out of AOCI: Realized gain (loss) on debt securities	(2)A	\$2,945A																																																
164A	Unrealized holding gains (losses) on available for sale securities after reclassifications	63,230A	(62,525)																																																
51,383A	(44,737)	Tax effect	(18,692)																																																
18,485A	(15,191)	13,226A	Unrealized holding gains (losses) on available for sale securities, net of tax	44,538A																																															
(\$4,040)	36,192A	(\$31,511)	Change in unfunded status of the supplemental retirement plans before reclassifications	114A																																															
114A	344A	342A	Amounts reclassified out of AOCI: Amortization of prior service cost	\$A	\$A	\$A	Amortization of actuarial losses	(114)	(114)	(344)	(342)	Total amounts reclassified out of accumulated other comprehensive loss	(114)	(114)	(344)	(342)	Change in unfunded status of the supplemental retirement plans after reclassifications	\$A	\$A	\$A	\$A	\$A	\$A	Change in unfunded status of the supplemental retirement plans, net of tax	\$A	\$A	\$A	\$A	\$A	\$A	Change in joint beneficiary agreement liability before reclassifications	\$A	\$A	\$A	\$A	\$A	\$A	Change in joint beneficiary agreement liability before reclassifications, net of tax	\$A	\$A	\$A	\$A	\$A	\$A	Total other comprehensive income (loss)	\$44,538A	(\$4,040)	36,192A	(\$31,511)	34	Table of Contents
The components of accumulated other comprehensive loss, included in shareholders' equity, are as follows: (in thousands)																																																			
September 30, 2024	December 31, 2023	Net unrealized loss on available for sale securities	\$(180,438)	(231,821)	Tax effect	53,343A	68,534A	Unrealized holding loss on available for sale securities, net of tax	(127,095)	(163,287)	Unfunded status of the supplemental retirement plans	13,527A	13,527A	Tax effect	(3,999)	(3,999)	Unfunded status of the supplemental retirement plans, net of tax	9,528A	9,528A	Joint beneficiary agreement liability	590A	590A	Tax effect	\$A	\$A	Joint beneficiary agreement liability, net of tax	590A	590A	Accumulated other comprehensive loss																						

\$(116,977)\$(153,169)Note 15 - Fair Value MeasurementThe Company utilizes fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. In estimating fair value, the Company utilizes valuation techniques that are consistent with the market approach, income approach, and/or the cost approach. Inputs to valuation techniques include the assumptions that market participants would use in pricing an asset or liability including assumptions about the risk inherent in a particular valuation technique, the effect of a restriction on the sale or use of an asset and the risk of nonperformance. Marketable equity securities, trading securities, debt securities available-for-sale, loans held for sale, and mortgage servicing rights are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, such as loans held for investment and certain other assets. These nonrecurring fair value adjustments typically involve application impairment write-downs of individual assets. The Company groups assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the observable nature of the assumptions used to determine fair value. These levels are:Level 1 - Valuation is based upon quoted prices for identical instruments traded in active markets.Level 2 - Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.Level 3 - Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.Marketable equity securities, trading securities and debt securities available for sale - Marketable equity, trading and debt securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities issued by government sponsored entities, municipal bonds and corporate debt securities. The Company had no securities classified as Level 3 during any of the periods covered in these consolidated financial statements.Loans held for sale - Loans held for sale are carried at the lower of cost or fair value. The fair value of loans held for sale is based on what secondary markets are currently offering for loans with similar characteristics. As such, we classify those loans subjected to recurring fair value adjustments as Level 2.Individually evaluated loans - Loans are not recorded at fair value on a recurring basis. However, from time to time, certain loans have individual risk characteristics not consistent with a pool of loans and is individually evaluated for credit reserves. Loans for which it is probable that payment of interest and principal will not be made in accordance with the original contractual terms of the loan agreement are typically individually evaluated. The fair value of these loans are estimated using one of several methods, including collateral value, fair value of similar debt, enterprise value, liquidation value and discounted cash flows. Those loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. Loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value which uses substantially observable data, the Company records the loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value, or the appraised value contains a significant unobservable assumption, such as deviations from 35Table of Contentscomparable sales, and there is no observable market price, the Company records the loan as nonrecurring Level 3.Foreclosed assets - Foreclosed assets include assets acquired through, or in lieu of, loan foreclosure. Foreclosed assets are held for sale and are initially recorded at fair value at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, management periodically performs valuations and the assets are carried at the lower of carrying amount or fair value less cost to sell. When the fair value of foreclosed assets is based on an observable market price or a current appraised value which uses substantially observable data, the Company records the loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value, or the appraised value contains a significant unobservable assumption, such as deviations from comparable sales, and there is no observable market price, the Company records the foreclosed asset as nonrecurring Level 3. Revenue and expenses from operations and changes in the valuation allowance are included in other non-interest expense.Mortgage servicing rights - Mortgage servicing rights are carried at fair value. A valuation model, which utilizes a discounted cash flow analysis using a discount rate and prepayment speed assumptions is used in the computation of the fair value measurement. While the prepayment speed assumption is currently quoted for comparable instruments, the discount rate assumption currently requires a significant degree of management judgment and is therefore considered an unobservable input. As such, the Company classifies mortgage servicing rights subjected to recurring fair value adjustments as Level 3.The table below presents the recorded amount of assets and liabilities measured at fair value on a recurring basis (in thousands):Fair value at September 30, 2024TotalLevel 1Level 2Level 3Marketable equity securities\$2,690A \$2,690A Debt securities available for sale:Obligations of U.S. government corporations and agencies1,101,997A \$1,101,997A Obligations of states and political subdivisions229,342A \$229,342A Corporate bonds5,864A \$5,864A Asset backed securities363,540A \$363,540A Non-agency mortgage backed securities278,527A \$278,527A Loans held for sale1,995A \$1,995A Mortgage servicing rights6,520A \$6,520A Total assets measured at fair value\$1,990,475A \$2,690A \$1,981,265A \$6,520A Fair value at December 31, 2023TotalLevel 1Level 2Level 3Marketable equity securities\$2,634A \$2,634A Debt securities available for sale:Obligations of U.S. government corporations and agencies1,221,737A \$1,221,737A Obligations of states and political subdivisions236,375A \$236,375A Corporate bonds5,602A \$5,602A Asset backed securities355,281A \$355,281A Non-agency mortgage backed securities333,509A \$333,509A Loans held for sale458A \$458A Mortgage servicing rights6,606A \$6,606A Total assets measured at fair value\$2,162,202A \$2,634A \$2,152,962A \$6,606A Transfers between levels of the fair value hierarchy are recognized on the actual date of the event or circumstances that caused the transfer, which generally corresponds with the Company's quarterly valuation process. There were no transfers between any levels during the nine months ended September 30, 2024 or September 30, 2023, respectively.The following table provides a reconciliation of assets and liabilities measured at fair value using significant unobservable inputs (Level 3) on a recurring basis during the time periods indicated. Had there been any transfer into or out of Level 3 during the time periods indicated, the amount included in the Transfers into (out of) Level 3 column would represent the beginning balance of an item in the period (interim quarter) during which it was transferred (in thousands):Three months ended September 30,BeginningBalanceTransfers into (out of)Level 3ChangeIncluded in EarningsIssuancesEndingBalance2024: Mortgage servicing rights\$6,666A \$(332)\$186A \$6,520A 2023: Mortgage servicing rights\$6,741A \$(91)\$142A \$6,792A 36Table of ContentsNine months ended September 30,BeginningBalanceTransfers into (out of)Level 3ChangeIncluded in EarningsIssuancesEndingBalance2024: Mortgage servicing rights\$6,606A \$(468)\$382A \$6,520A 2023: Mortgage servicing rights\$6,712A \$(215)\$295A \$6,792A The key unobservable inputs used in determining the fair value of mortgage servicing rights are mortgage prepayment speeds and the discount rate used to discount cash projected cash flows. Generally, any significant increases in the mortgage prepayment speed and discount rate utilized in the fair value measurement of the mortgage servicing rights will result in a negative fair value adjustments (and decrease in the fair value measurement). Conversely, a decrease in the mortgage prepayment speed and discount rate will result in a positive fair value adjustment (and increase in the fair value measurement).The following table presents quantitative information about recurring Level 3 fair value measurements at September 30, 2024 and December 31, 2023:As of September 30, 2024:Fair Value(in thousands)ValuationTechniqueUnobservableInputsRange,WeightedAverageMortgage Servicing Rights\$6,520A Discounted cash flowConstant prepayment rate7% - 11%; 7.2%Discount rate10% - 14%; 12%As of December 31, 2023:Mortgage Servicing Rights\$6,606A Discounted cash flowConstant prepayment rate6% - 12.8%; 7.0%Discount rate10% - 14%; 12%The tables below present the recorded investment in assets and liabilities measured at fair value on a nonrecurring basis, as of the dates indicated, that had a write-down or an additional allowance provided during the periods indicated (in thousands):September 30, 2024TotalLevel 1Level 2Level 3Fair value:Collateral dependent loans\$8,384A \$8,384A December 31, 2023TotalLevel 1Level 2Level 3Fair value:Collateral dependent loans\$4,175A \$4,175A Foreclosed assets50A \$50A Total assets measured at fair value\$4,225A \$4,225A The tables below present the gains (losses) resulting from non-recurring fair value adjustments of assets and liabilities for the periods indicated (in thousands):Three months ended September 30,Nine months ended September 30,2024202320242023Collateral dependent loans\$(4,051)\$4,749A \$(4,358)\$(2,281)Foreclosed assets\$A (41)\$A (233)Total losses from non-recurring measurements\$(4,051)\$4,708A \$(4,358)\$(2,514)The individually evaluated loan amounts above represent collateral dependent loans that have been adjusted to fair value. When the Company identifies a collateral dependent loan with unique risk characteristics, the Company evaluates the need for an allowance using the current fair value of the collateral, less selling costs. Depending on the characteristics of a loan, the fair value of collateral is generally estimated by obtaining external appraisals. If the Company determines that the value of the loan is less than the recorded investment in the loan, the Company recognizes this impairment and adjust the carrying value of the loan to fair value through the allowance for credit losses. The loss represents charge-offs or impairments on collateral dependent loans for fair value adjustments based on the fair value of collateral. The carrying value of loans fully charged-off is zero. The foreclosed assets amount above represents impaired real estate that has been adjusted to fair value. Foreclosed assets represent real estate which the Company has taken control of in partial or full satisfaction of loans. At the time of foreclosure, other real estate owned is recorded at fair value less costs to sell, which becomes the property's new basis. Any write-downs based on the asset's fair value at the date of acquisition are charged to the allowance for credit losses. After foreclosure, management periodically performs valuations such that the Table of Contentsreal estate is carried at the lower of its new cost basis or fair value, net of estimated costs to sell. Fair value adjustments on other real estate owned are recognized within net loss on real estate owned. The loss represents impairments on real estate owned for fair value adjustments based on the fair value of the real estate.The Company's property appraisals are primarily based on the sales comparison approach and income approach methodologies, which consider recent sales of comparable properties, including their income generating characteristics, and then make adjustments to reflect the general assumptions that a market participant would make when analyzing the property for purchase. These adjustments may increase or decrease an appraised value and can vary significantly depending on the location, physical characteristics and income producing potential of each property. Additionally, the quality and volume of market information available at the time of the appraisal can vary from period to period and cause significant changes to the nature and magnitude of comparable sale adjustments. Given these variations, comparable sale adjustments are generally not a reliable indicator for how fair value will increase or decrease from period to period. Under certain circumstances, management discounts are applied based on specific characteristics of an individual property.The following table presents quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a nonrecurring basis at September 30, 2024:September 30, 2024Fair Value(in thousands)ValuationTechniqueUnobservableInputsRange,WeightedAverageCollateral dependent loans\$8,384A Sales comparisonapproachIncome approachAdjustment for differences between comparable sales:Capitalization rateNot meaningfulN/AThe following table presents quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a nonrecurring basis at December 31, 2023:December 31, 2023Fair Value(in thousands)ValuationTechniqueUnobservableInputsRange,WeightedAverageCollateral dependent loans\$4,175A Sales comparisonapproachIncome approachAdjustment for differences between comparable sales:Capitalization rateNot meaningfulN/AForeclosed assets (Residential real estate)\$50A Sales comparisonapproachAdjustment for differences between comparable salesNot meaningfulN/AFair values for financial instruments are management's estimates of the values at which the instruments could be exchanged in a transaction between willing parties. The Company uses the exit price notion when measuring the fair value of financial instruments. These estimates are subjective and may vary significantly from amounts that would be realized in actual transactions. In addition, other significant assets are not considered financial assets including, any mortgage banking operations, deferred tax assets, and premises and equipment. Further, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on the fair value estimates and have not been considered in any of these estimates.September 30, 2024December 31, 2023(in thousands)CarryingAmountFair ValueCarryingAmountFair ValueFinancial assets:Level 1 inputs:Cash and due from banks\$110,141A \$110,141A \$81,626A \$81,626A Cash at Federal Reserve and other banks209,973A 209,973A 17,075A 17,075A Level 2 inputs:Securities held to maturity117,259A 117,259A 133,494A 125,126A Restricted equity securities17,250A n/a17,250A n/aLevel 3 inputs:Loans, net6,560,131A 6,259,677A 6,672,948A 6,278,577A Financial liabilities:Level 2 inputs:Deposits8,037,091A 8,035,484A 7,834,038A 7,828,554A Other borrowings266,767A 266,767A 632,582A 632,582A Level 3 inputs:Junior subordinated debt101,164A 105,949A 101,099A 95,407A 38Table of ContentsNote 16 - Regulatory MattersThe Company is subject to various regulatory capital requirements administered by federal banking 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 effect on the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company must meet specific capital guidelines that involve quantitative measures of the Company's assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.Quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum amounts and ratios (set forth in the table below) of total, Tier 1, and common equity Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets. The following tables present actual and required capital ratios as of September 30, 2024 and December 31, 2023 for the Company and the Bank under applicable Basel III Capital Rules. The minimum capital amounts presented include the minimum required capital levels as of September 30, 2024 and December 31, 2023 based on the then phased-in provisions of the Basel III Capital Rules. Capital levels required to be considered well capitalized are based upon prompt corrective action regulations, as amended to reflect the changes under the Basel III Capital Rules.ActualRequired for Capital Adequacy PurposesRequired to be Considered WellCapitalizedAs of December 31, 2023:AmountRatioAmountRatioAmountRatio(dollars in thousands)/Total Capital (to Risk Weighted Assets):Consolidated\$1,240,075A 15.56A %\$836,402A 10.50A %N/A/N/ATri Counties Bank\$1,232,404A 15.47A %\$836,543A 10.50A %\$796,708A 10.00A %Tier 1 Capital (to Risk Weighted Assets):Consolidated\$1,099,766A 13.80A %\$677,364A 8.50A %N/A/N/ATri Counties Bank\$1,132,442A 14.21A %\$677,202A 8.50A %\$637,366A 8.00A %Common equity Tier 1 Capital (to Risk Weighted Assets):Consolidated\$1,042,283A 13.08A %\$557,829A 7.00A %N/A/N/ATri Counties Bank\$1,132,442A 14.21A %\$557,696A 7.00A %\$517,860A 6.50A %Tier 1 Capital (to Average Assets):Consolidated\$1,099,766A 11.57A %\$380,245A 4.00A %N/A/N/ATri Counties Bank\$1,132,442A 11.91A %\$380,234A 4.00A %\$475,293A 5.00A %ActualRequired for Capital Adequacy PurposesRequired to be Considered WellCapitalizedAs of December 31, 2023:AmountRatioAmountRatioAmountRatio(dollars in thousands)/Total Capital (to Risk Weighted Assets):Consolidated\$1,196,106A 14.73A %\$852,850A 10.50A %N/A/N/ATri Counties Bank\$1,190,542A 14.66A %\$852,648A 10.50A %\$812,046A 10.00A %Tier 1 Capital (to Risk Weighted Assets):Consolidated\$1,052,063A 12.95A %\$690,402A 8.50A %N/A/N/ATri Counties Bank\$1,088,717A 13.41A %\$690,239A 8.50A %\$649,637A 8.00A %Common equity Tier 1 Capital (to Risk Weighted Assets):Consolidated\$994,907A 12.25A %\$568,566A 7.00A %N/A/N/ATri Counties Bank\$1,088,717A 13.41A %\$568,432A 7.00A %\$527,830A 6.50A %Tier 1 Capital (to Average Assets):Consolidated\$1,052,063A 10.75A %\$391,620A 4.00A %N/A/N/ATri Counties Bank\$1,088,717A 11.12A %\$391,574A 4.00A %\$489,468A 5.00A %39Table of ContentsAs of September 30, 2024 and December 31, 2023, capital levels at the Company and the Bank exceed all capital adequacy requirements under the Basel III Capital Rules. Also, at September 30, 2024 and December 31, 2023, the Bank's capital levels exceeded the minimum amounts necessary to be considered well capitalized under the current regulatory framework for prompt corrective action.The Basel III Capital Rules require for all banking organizations to maintain a capital conservation buffer above the minimum risk-based capital requirements in order to avoid certain limitations on capital distributions, stock repurchases and discretionary bonus payments to executive officers. The capital conservation buffer is exclusively composed of common equity tier 1 capital, and it applies to each of the risk-based capital ratios but not the leverage ratio. At September 30, 2024, the Company and the Bank are in compliance with the capital conservation buffer requirement.40Table of ContentsItem 2.A Management's Discussion and Analysis of Financial Condition and Results of OperationsFORWARD-LOOKING STATEMENTS Cautionary Statements Regarding Forward-Looking InformationThe statements contained herein that are not historical facts are forward-looking statements based on

management’s current expectations and beliefs concerning future developments and their potential effects on the Company. Such statements involve inherent risks and uncertainties, many of which are difficult to predict and are generally beyond our control. We caution readers that a number of important factors could cause actual results to differ materially from those expressed in, or implied or projected by, such forward-looking statements. These risks and uncertainties include, but are not limited to, the following: the conditions of the United States economy in general and the strength of the local economies in which we conduct operations; the impact of any future federal government shutdown and uncertainty regarding the federal government’s debt limit or changes in trade, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System; the impacts of inflation, interest rate, market and monetary fluctuations on the Company’s business condition and financial operating results; the impact of changes in financial services industry policies, laws and regulations; regulatory restrictions affecting our ability to successfully market and price our products to consumers; the risks related to the development, implementation, use and management of emerging technologies, including artificial intelligence and machine learning; extreme weather, natural disasters and other catastrophic events that may or may not be caused by climate change and their effects on the Company’s customers and the economic and business environments in which the Company operates; the impact of a slowing U.S. economy, decreases in housing and commercial real estate prices, and potentially increased unemployment on the performance of our loan portfolio, the market value of our investment securities and possible other-than-temporary impairment of securities held by us due to changes in credit quality or rates; the availability of, and cost of, sources of funding and the demand for our products; adverse developments with respect to U.S. or global economic conditions and other uncertainties, including the impact of supply chain disruptions, commodities prices, inflationary pressures and labor shortages on the economic recovery and our business; the impacts of international hostilities, wars, terrorism or geopolitical events; adverse developments in the financial services industry generally such as the recent bank failures and any related impact on depositor behavior or investor sentiment; risks related to the sufficiency of liquidity; the possibility that our recorded goodwill could become impaired, which may have an adverse impact on our earnings and capital; the costs or effects of mergers, acquisitions or dispositions we may make, as well as whether we are able to obtain any required governmental approvals in connection with any such activities, or identify and complete favorable transactions in the future, and/or realize the anticipated financial and business benefits; the regulatory and financial impacts associated with exceeding \$10 billion in total assets; the negative impact on our reputation and profitability in the event customers experience economic harm or in the event that regulatory violations are identified; the ability to execute our business plan in new markets; the future operating or financial performance of the Company, including our outlook for future growth and changes in the level and direction of our nonperforming assets and charge-offs; the appropriateness of the allowance for credit losses, including the assumptions made under our current expected credit losses model; any deterioration in values of California real estate, both residential and commercial; the effectiveness of the Company’s asset management activities managing the mix of earning assets and in improving, resolving or liquidating lower-quality assets; the effect of changes in the financial performance and/or condition of our borrowers; changes in accounting standards and practices; changes in consumer spending, borrowing and savings habits; our ability to attract and maintain deposits and other sources of liquidity; the effects of changes in the level or cost of checking or savings account deposits on our funding costs and net interest margin; increasing noninterest expense and its impact on our financial performance; competition and innovation with respect to financial products and services by banks, financial institutions and non-traditional competitors including retail businesses and technology companies; the challenges of attracting, integrating and retaining key employees; the vulnerability of the Company’s operational or security systems or infrastructure, the systems of third-party vendors or other service providers with whom the Company contracts, and the Company’s customers to unauthorized access, computer viruses, phishing schemes, spam attacks, human error, natural disasters, power loss and data/security breaches and the cost to defend against and respond to such incidents; the impact of the 2023 cyber security ransomware incident, including the pending litigation, on our operations and reputation; increased data security risks due to work from home arrangements and email vulnerability; failure to safeguard personal information, and any resulting litigation; the effect of a fall in stock market prices on our brokerage and wealth management businesses; the transition from the LIBOR to new interest rate benchmarks; the emergence or continuation of widespread health emergencies or pandemics; the Company’s potential judgments, orders, settlements, penalties, fines and reputational damage resulting from pending or future litigation and regulatory investigations, proceedings and enforcement actions; and our ability to manage the risks involved in the foregoing. There can be no assurance that future developments affecting us will be the same as those anticipated by management. Additional factors that could cause results to differ materially from those described above can be found in our Annual Report on Form 10-K for the year ended December 31, 2023, which has been filed with the Securities and Exchange Commission (the “SEC”) and all subsequent filings with the SEC under Sections 13(a), 13(c), 14, and 15(d) of the Securities Act of 1934, as amended. Such filings are also available in the “Investor Relations” section of our website, <https://www.tcbk.com/investor-relations> and in other documents we file with the SEC. Annualized, pro forma, projections and estimates are not forecasts and may not reflect actual results. We undertake no obligation (and expressly disclaim any such obligation) to update or alter our forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law. General As Tr Co Bancshares (referred to in this report as “we”, “our” or the “Company”) has not commenced any business operations independent of Tri Counties Bank (the “Bank”), the following discussion pertains primarily to the Bank. Average balances, including such balances used in calculating certain financial ratios, are generally comprised of average daily balances for the Company. Within Management’s Discussion and Analysis of Financial Condition and Results of Operations, interest income, net interest income, and net interest yield are generally presented on a FTE basis. The Company believes the use of these non-generally accepted accounting principles (non-GAAP) measures provides additional clarity in assessing its results, and the presentation of these measures on a FTE basis is a common practice within the banking industry. Interest income and net interest income are shown on a non-FTE basis in the Part I - Financial Information section of this Form 10-Q, and a reconciliation of the FTE and non-FTE presentations is provided below in the discussion of net interest income. 41 Table of Contents Critical Accounting Policies and Estimates The Company’s discussion and analysis of its financial condition and results of operations are based upon the Company’s consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, the Company evaluates its estimates, including those that materially affect the financial statements and are related to the adequacy of the allowance for loan losses, investments, mortgage servicing rights, fair value measurements, retirement plans and intangible assets. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. A detailed discussion related to the Company’s accounting policies including those related to estimates on the allowance for credit losses related to loans and investment securities, and impairment of intangible assets, can be found in Note 1 of the consolidated financial statements included in the Company’s annual report on Form 10-K for the year ended December 31, 2023. Geographical Descriptions For the purpose of describing the geographical location of the Company’s operations, the Company has defined northern California as that area of California north of, and including, Stockton to the east and San Jose to the west; central California as that area of the state south of Stockton and San Jose, to and including, Bakersfield to the east and San Luis Obispo to the west; and southern California as that area of the state south of Bakersfield and San Luis Obispo. Financial Highlights Performance highlights and other developments for the Company as of or for the three and nine months ended September 30, 2024, included the following: Net income was \$29.1 million or \$0.88 per diluted share as compared to \$29.0 million or \$0.87 per diluted share in the trailing quarter. Deposit balances decreased \$13.1 million or 0.7% (annualized) from the trailing quarter and have increased \$27.4 million or 0.3% (annualized) from the same quarter of the prior year. Average yield on earning assets was 5.26%, an increase of 2 basis points over the 5.24% in the trailing quarter. Net interest margin (FTE) was 3.71% in the recent quarter, an increase of 3 basis points over 3.68% in the trailing quarter. Non-interest bearing deposits averaged 31.7% of total deposits during the quarter. The average cost of total deposits was 1.52%, an increase of 7 basis points as compared to 1.45% in the trailing quarter, and an increase of 66 basis points from 0.86% in the same quarter of the prior year; the Company’s total cost of deposits have increased 148 basis points since FOMC rate actions began in March 2022, which translates to a cycle-to-date deposit beta of 31.2%. For the quarter ended September 30, 2024, the Company’s return on average assets was 1.20%, while the return on average equity was 9.99%. Diluted earnings per share were \$0.88 for the third quarter of 2024, compared to \$0.87 for the trailing quarter and \$0.92 during the third quarter of 2023. The loan to deposit ratio decreased to 83.2% as of September 30, 2024, as compared to 83.8% for the trailing quarter end, as a result of loan contraction during the quarter. The efficiency ratio was 60.02% for the quarter ended September 30, 2024, as compared to 59.61% for the trailing quarter. The provision for credit losses was approximately \$0.2 million during the quarter ended September 30, 2024, as compared to \$0.4 million during the trailing quarter. The allowance for credit losses (ACL) to total loans was 1.85% as of September 30, 2024, compared to 1.83% as of the trailing quarter end, and 1.73% as of September 30, 2023. Non-performing assets to total assets were 0.45% on September 30, 2024, as compared to 0.36% as of June 30, 2024, and 0.33% at September 30, 2023. At September 30, 2024, the ACL represented 297% of non-performing loans. 42 Table of Contents TRICO BANCSHARES Financial Summary (In thousands, except per share amounts; unaudited) Three months ended September 30, Nine months ended September 30, 2024 2023 2024 2023 2024 2023 Net interest income \$82,611.4 \$88,123.4 \$247,344.4 \$270,060.4 Provision for credit losses (220.4) (155.4) (930.1) (1,800.0) Non-interest income 16,495.1 15,984.4 48,132.4 45,360.4 Non-interest expense (59,487.7) (57,878.1) (174,330.1) (172,915.1) Provision for income taxes (10,348.1) (11,484.3) (30,382.3) (31,190.1) Net income \$29,051.3 \$30,590.8 \$85,834.9 \$91,315.4 Per Share Data: Basic earnings per share \$0.88 \$0.92 \$2.59 \$2.75 Diluted earnings per share \$0.88 \$0.92 \$2.58 \$2.74 Dividends paid \$0.33 \$0.30 \$0.99 \$0.90 Book value at period end \$37.55 \$32.18 Average common shares outstanding 32,993.4 33,263.4 33,119.4 33,259.4 Average diluted common shares outstanding 33,137.4 33,319.4 33,251.4 33,356.4 Shares outstanding at period end 33,001.4 33,263.4 At period end: Loans \$6,683,891.4 \$6,708,666.4 Total investment securities \$2,116,469.4 \$2,333,162.4 Total assets \$8,823,890.4 \$9,897,006.4 Total deposits \$8,037,091.4 \$8,009,643.4 Other borrowings \$266,767.4 \$537,975.4 Shareholders’ equity \$1,239,015.4 \$1,070,401.4 Financial Ratios: During the period: Return on average assets (annualized) 1.20% 1.23% 1.17% 1.14% Return on average equity (annualized) 9.52% 10.91% 6.97% 11.06% Net interest margin (1) (annualized) 3.71% 3.88% 3.69% 4.01% Efficiency ratio 60.02% 55.59% 59.00% 54.82% Average equity to average assets 12.56% 11.27% 12.14% 11.19% At end of period: Equity to assets 12.61% 10.82% Total capital to risk-adjusted assets 15.56% 14.51% (1) Fully Taxable Equivalent (FTE) Results of Operations The following discussion and analysis is designed to provide a better understanding of the significant changes and trends related to the Company and the Bank’s financial condition, operating results, asset and liability management, liquidity and capital resources and should be read in conjunction with the Condensed Consolidated Financial Statements of the Company and the Notes thereto located at Item 1 of this report. 43 Table of Contents Net Interest Income The Company’s primary source of revenue is net interest income, or the difference between interest income on interest-earning assets and interest expense on interest-bearing liabilities. Following is a summary of the components of FTE net income for the periods indicated. Three months ended (in thousands) September 30, 2024 June 30, 2024 Change Interest income \$117,347.4 \$117,032.4 \$315.0 0.3% Interest expense (34,736) (35,035) 299.4 (0.9)% Fully tax-equivalent adjustment (FTE) (1) 269.4 275.4 (6.0) (2.2)% Net interest income (FTE) \$82,880.4 \$82,272.4 \$608.0 0.7% Net interest margin (FTE) 3.71% 3.68% Acquired loans discount accretion, net: Amount (included in interest income) \$1,018.4 \$850.4 \$168.0 19.8% Net interest margin less effect of acquired loan discount accretion (1) 3.66% 3.64% 0.02% Three months ended September 30, (in thousands) 2024 2023 Change Interest income \$117,347.4 \$112,380.4 \$4,967.4 4.4% Interest expense (34,736) (34,257) (479) 43.2% Fully tax-equivalent adjustment (FTE) (1) 269.4 405.4 (136) (33.6)% Net interest income (FTE) \$82,880.4 \$88,528.4 (\$5,648) (6.4)% Net interest margin (FTE) 3.71% 3.88% Acquired loans discount accretion, net: Amount (included in interest income) \$1,018.4 \$1,324.4 (\$306) (23.1)% Net interest margin less effect of acquired loan discount accretion (1) 3.66% 3.82% (0.16)% Nine months ended September 30, (in thousands) 2024 2023 Change Interest income \$349,796.4 \$322,445.4 \$27,351.4 8.5% Interest expense (102,452) (52,385) (50,067) 95.6% Fully tax-equivalent adjustment (FTE) (1) 819.4 1,176.4 (357) (30.4)% Net interest income (FTE) \$248,163.4 \$271,236.4 (\$23,073) (8.5)% Net interest margin (FTE) 3.69% 4.01% Acquired loans discount accretion, net: Amount (included in interest income) \$3,200.4 \$4,192.4 (\$992) (23.7)% Net interest margin less effect of acquired loan discount accretion (1) 3.64% 3.95% (0.31)% Certain information included herein is presented on a FTE basis and/or to present additional financial details which may be desired by users of this financial information. The Company believes the use of this non-generally accepted accounting principles (non-GAAP) measure provides additional clarity in assessing its results, and the presentation of these measures is a common practice within the banking industry. Loans may be acquired at a premium or discount to par value, in which case, the premium is amortized (subtracted from) or the discount is accreted (added to) interest income over the remaining life of the loan. The dollar impact of loan discount accretion and loan premium amortization decrease as the purchased loans mature or pay off early. Upon the early pay off of a loan, any remaining unaccreted discount or unamortized premium is immediately taken into interest income; and as loan payoffs may vary significantly from quarter to quarter, so may the impact of discount accretion and premium amortization on interest income. Despite the elevated rate environment, the prepayment rate of portfolio loans, inclusive of those acquired at a premium or discount, remains generally consistent. During the quarters ended September 30, 2024, June 30, 2024 and September 30, 2023, the purchased loan discount accretion was \$1.0 million, \$0.9 million and \$1.3 million, respectively. 44 Table of Contents Summary of Average Balances, Yields/Rates and Interest Differential The following table presents, for the three month periods indicated, information regarding the Company’s consolidated average assets, liabilities and shareholders’ equity, the amounts of interest income from average interest-earning assets and resulting yields, and the amount of interest expense paid on interest-bearing liabilities. Average loan balances include nonperforming loans. Interest income includes proceeds from loans on nonaccrual loans only to the extent cash payments have been received and applied to interest income. Yields on securities and certain loans have been adjusted upward to reflect the effect of income thereon exempt from federal income taxation at the current statutory tax rate (dollars in thousands). Three months ended September 30, 2024 2023 Average Balance Interest Income/Expense Rates Earned/Paid Average Balance Interest Income/Expense Rates Earned/Paid Assets: Loans \$6,690,326.4 \$98,085.4 5.83% \$6,597,400.4 \$91,707 securities - taxable 1,972,859.4 17,188.4 3.47% 2,246,569.4 18,990.4 3.35% Investment securities - nontaxable (1) 135,500.4 1,166.4 3.42% 162,766.4 1,755.4 3.81% Total investments 2,108,359.4 18,354.4 3.46% 2,429,335.4 20,745.4 3.39% Cash at Federal Reserve and other banks 93,538.4 1,177.4 5.01% 26,654.4 333.4 4.96% Total interest-earning assets 8,892,223.4 117,616.4 5.26% 8,953,389.4 112,785.4 4.94% Other assets 774,756.4 820,851.4 Total assets \$9,666,979.4 \$9,874,240.4 Liabilities and shareholders’ equity: Interest-bearing demand deposits \$1,736,442.4 \$6,132.4 1.40% \$1,751,625.4 \$3,916.4 0.89% Savings deposits 2,686,303.4 13,202.4 1.96% \$2,790,197.4 9,526.4 1.35% Time deposits 1,055,612.4 11,354.4 2.88% \$535,715.4 3,937.4 2.92% Total interest-bearing deposits 5,478,357.4 30,688.4 2.23% 5,077,537.4 17,379.4 1.36% Other borrowings 175,268.4 2,144.4 4.87% 449,274.4 5,106.4 4.51% Junior subordinated debt 101,150.4 1,904.4 7.49% 101,070.4 1,772.4 6.96% Total interest-bearing liabilities 5,754,775.4 34,736.4 2.40% \$5,627,881.4 24,257.4 1.71% Noninterest-bearing deposits 2,542,579.4 2,965,564.4 Other liabilities 155,115.4 168,391.4 Shareholders’ equity 1,214,510.4 1,112,404.4 Total liabilities and shareholders’ equity \$9,666,979.4 \$9,874,240.4 Net interest spread (2) 2.86% 3.23% Net interest income and interest margin (3) \$82,880.4 3.71% \$88,528.4 3.88% (1) Fully taxable equivalent (FTE). All yields and rates are calculated using specific day counts for the period and year as applicable. (2) Net interest spread represents the average yield earned on interest-earning assets minus the average rate paid on interest-bearing liabilities. (3) Net interest margin is computed by calculating the difference between interest income and interest expense, divided by the average balance of interest-earning assets, then annualized based on the number of days in the given period. Net interest income (FTE) during the three months ended September 30, 2024, decreased \$5.6 million or 6% to \$82.9 million compared to \$88.5 million during the three months ended September 30, 2023. In addition, net interest margin declined 17 basis points to 3.71%, compared to the same quarter last year. The decrease in net interest income is primarily attributed to an additional \$13.3 million in deposit interest expense due to rate increases associated with competitive pricing pressures, and to a lesser extent, changes in product mix. The cost of interest-bearing deposits increased by 87 basis points between the quarter ended September 30, 2024 and the same quarter of the prior year. In addition, the average balance of noninterest-bearing deposits decreased by \$423.0 million from the three month average for the period ended September 30, 2023 as customers continued to migrate towards higher yielding term deposit accounts. As of September 30, 2024,

ratio of average total noninterest-bearing deposits to total average deposits was 31.7%, as compared to 32.0% and 36.9% at June 30, 2024 and September 30, 2023, respectively. The increase in cost of interest bearing liabilities was partially offset by increased interest and fee income on loans totaling \$6.4 million compared to the same quarter of the prior year. Average loan yields increased 32 basis points from 5.51% during the three months ended September 30, 2023, to 5.83% during the three months ended September 30, 2024. The accretion of discounts from acquired loans added 6 and 8 basis points to loan yields during the quarters ended September 30, 2024 and 2023, respectively. Additionally, the average balance of loans during the quarter increased \$92.9 million compared to the same period in the prior year. 45Table of ContentsNine months ended September 30, 20242023AverageBalanceInterestIncome/ExpenseRatesEarned/PaidAverageBalanceInterestIncome/ExpenseRatesEarned/PaidAssets:Loans\$6,755,916\$292,799\$5.79\$%\$6,493,585\$260. securities - taxable,034,336\$52,021\$3.42\$%2,328,883\$56,681\$3.25\$%Investment securities - nontaxable(1)137,515\$3,548\$3.45\$%184,524\$5,096\$3.69\$%Total investments2,171,851\$55,569\$3.42\$%2,513,407\$61,777\$3.29\$%Cash at Federal Reserve and other banks58,792\$2,247\$5.11\$%27,606\$976\$4.73\$%Total interest-earning assets8,986,559\$350,615\$5.21\$%9,034,598\$323,621\$4.79\$%Other assets781,406\$832,501\$Total assets\$9,767,965\$9,867,099\$Liabilities and shareholders' equity:Interest-bearing demand deposits\$1,738,876\$17,294\$1.33\$%\$1,694,438\$6,476\$0.51\$%Savings deposits2,670,555\$36,362\$1.82\$%2,818,817\$20,616\$0.98\$%Time deposits961,577\$29,582\$4.11\$%413,359\$6,889\$2.23\$%Total interest-bearing deposits\$5,371,008\$83,238\$2.07\$%4,926,614\$33,981\$0.92\$%Other borrowings361,175\$13,640\$5.04\$%402,016\$13,318\$4.43\$%Junior subordinated debt101,128\$5,574\$7.36\$%101,057\$5,086\$6.73\$%Total interest-bearing liabilities\$5,833,311\$102,452\$2.35\$%5,429,687\$25,385\$1.29\$%Noninterest-bearing deposits2,584,705\$3,153,807\$Other liabilities163,704\$179,483\$Shareholders' equity1,186,245\$1,104,122\$Total liabilities and shareholders' equity\$9,767,965\$9,867,099\$Net interest spread(2)2.86\$%3.50\$%Net interest income and interest margin(3)\$248,163\$3.69\$%\$271,236\$4.01\$%(1)Fully taxable equivalent (FTE). All yields and rates are calculated using specific day counts for the period and year as applicable. (2)Net interest spread represents the average yield earned on interest-earning assets minus the average rate paid on interest-bearing liabilities. (3)Net interest margin is computed by calculating the difference between interest income and interest expense, divided by the average balance of interest-earning assets, then annualized based on the number of days in the given period. Net interest income (FTE) during the nine months ended September 30, 2024, decreased \$23.1 million, or 9%, to \$248.2 million compared to \$271.2 million during the nine months ended September 30, 2023. In addition, net interest margin declined 32 basis points to 3.69%, compared to the same period in the prior year. The decrease in net interest income is primarily attributed to an increased cost of interest bearing liabilities, primarily on deposits. The cost of interest bearing deposits increased by 115 basis points during the nine months ended September 30, 2024, compared to the same period in the prior year. In addition, the average balance of noninterest-bearing deposits decreased by \$569.1 million from the nine month average for the period ended September 30, 2023 amidst a continued migration of customer funds to interest-bearing products, as discussed above. The increases in the cost of interest bearing liabilities were partially offset by increased interest and fee income on loans. As compared to the same period in the prior year, the average balance of loans increased \$262.3 million and average loan yields increased 42 basis points from 5.37% during the nine months ended September 30, 2023, to 5.79% during the nine months ended September 30, 2024. The accretion of discounts from acquired loans added 6 and 9 basis points to loan yields during the nine months ended September 30, 2024 and September 30, 2023, respectively. Summary of Changes in Interest Income and Expense due to Changes in Average Asset and Liability Balances and Yields Earned and Rates PaidThe following table sets forth, for the period identified, a summary of the changes in interest income and interest expense from changes in average asset and liability balances (volume) and changes in average interest rates for the periods indicated. Changes not solely attributable to volume or rates have been allocated in proportion to the respective volume and rate components.46Table of ContentsThree months ended September 30, 2024compared to three months ended September 30, 2023(in thousands)VolumeRateTotalIncrease (decrease) in interest income:Loans\$1,281\$5,097\$6,378\$Investment securities(2,742)\$351(2,391)\$Cash at Federal Reserve and other banks\$294\$154\$448\$Total interest-earning assets(632)\$5,463\$4,831\$Increase (decrease) in interest expense:Interest-bearing demand deposits(342)\$2,504\$2,166\$Savings deposits(351)\$4,027\$3,676\$Time deposits3,795\$3,622\$7,417\$Other borrowings(3,089)\$1,274(2,962)\$Junior subordinated debt1\$131\$132\$Total interest-bearing liabilities\$322\$10,157\$Decrease in net interest income\$(954)\$(\$4,694)\$(\$5,648)\$The following commentary regarding net interest income, interest income and interest expense may be best understood while referencing the Summary of Average Balances, Yields/Rates and Interest Differential and the Summary of Changes in Interest Income and Expense due to Changes in Average Asset and Liability Balances and Yields Earned and Rates Paid shown above. Net interest income (FTE) during the three months ended September 30, 2024 decreased \$5.6 million to \$82.9 million compared to \$88.5 million during the three months ended September 30, 2023. The overall decrease in net interest income (FTE) was due to increasing interest rates elevating interest expense on interest-bearing liabilities, most significantly deposits. Elevated interest rates also improved interest income on earning assets by \$4.8 million, partially offsetting the increases in interest expense. Nine months ended September 30, 2024 compared to nine months ended September 30, 2023 (in thousands) VolumeRateTotalIncrease (decrease) in interest income: Loans\$10,565\$21,366\$31,931\$Investment securities(8,481)\$2,734(6,208)\$Cash at Federal Reserve and other banks1,106\$165\$1,271\$Total interest-earning assets\$3,190\$23,804\$26,994\$Increase (decrease) in interest expense: Interest-bearing demand deposits170\$10,648\$10,818\$Savings deposits(1,090)\$16,836\$15,746\$Time deposits9,169\$13,524\$22,693\$Other borrowings(1,357)\$1,679\$322\$Junior subordinated debt4\$484\$488\$Total interest-bearing liabilities\$6,896\$43,171\$50,067\$Decrease in net interest income\$(3,706)\$(\$19,367)\$(\$23,073)\$Net interest income (FTE) during the nine months ended September 30, 2024 decreased \$23.1 million to \$248.2 million compared to \$271.2 million during the nine months ended September 30, 2023. The overall decrease in net interest income (FTE) was due to increasing interest rates elevating interest expense on interest-bearing liabilities, most significantly deposits and other borrowings, resulting in a net increase of \$49.3 million and \$0.3 million, respectively. Elevated interest rates also improved interest income on earning assets by \$27.0 million, partially offsetting the increases in interest expense. Asset Quality and Credit Loss Provisioning During the three months ended September 30, 2024, the Company recorded a provision for credit losses of \$0.2 million, as compared to \$0.4 million during the trailing quarter, and \$4.2 million during the third quarter of 2023. 47Table of ContentsThree months endedNine months ended(dollars in thousands)September 30, 2024September 30, 2023September 30, 2024September 30, 2023Addition to allowance for credit losses\$320\$3,120\$4,670\$16,415\$Addition to (reversal of) reserve for unfunded loan commitments(100)\$1,035\$260\$1,585\$Total provision for credit losses\$220\$4,155\$4,930\$18,000\$The provision for credit losses on loans of \$0.3 million during the recent quarter was the result of net charge-offs approximating \$0.1 million and decreases in reserves for qualitative factors due to improved concentration levels and overall lower loan balances, offset by a \$3.7 million increase in specific reserves for individually evaluated credits within the commercial and industrial portfolio. Three months ended September 30, Nine months ended September 30, (dollars in thousands) 2024202320242023Balance, beginning of period\$123,517\$117,329\$121,522\$105,680\$Provision for credit losses\$320\$3,120\$4,670\$16,415\$Loans charged-off(444)\$5,357(3,329)(7,391)\$Recoveries of previously charged-off loans\$367\$720\$897\$1,108\$Balance, end of period\$123,760\$115,812\$123,760\$115,812\$The allowance for credit losses (ACL) was \$123.8 million or 1.85% of total loans as of September 30, 2024. The Company utilizes a forecast period of approximately eight quarters and obtains the forecast data from publicly available sources as of the balance sheet date. This forecast data continues to evolve and includes improving shifts in the magnitude of changes for both the unemployment and GDP factors leading up to the balance sheet date. Core inflation is slowing but prices remain elevated relative to wage increases, as reflected by higher living costs such as housing, energy and general services. Actions by the Federal Reserve to cut rates during 2024 and beyond may help improve this outlook overall, but the uncertainty associated with the extent and timing of these potential reductions has inhibited a material change to forecasted reserve levels. Furthermore, geopolitical risks remain elevated and appear to be getting worse, which may lead to further negative effects on domestic economic outcomes. As a result, management continues to believe that certain credit weaknesses are present in the overall economy and that it is appropriate to maintain a reserve level that incorporates such risk factors. Loans past due 30 days or more increased by \$7.5 million during the quarter ended September 30, 2024, to \$37.9 million, as compared to \$30.4 million at June 30, 2024. The majority of loans identified as past due are well-secured by collateral, and approximately \$16.3 million is less than 90 days delinquent. Non-performing loans were \$41.6 million at September 30, 2024, an increase of \$8.9 million from \$32.8 million as of June 30, 2024, and an increase of \$11.8 million from \$29.8 million as of September 30, 2023. Management continues to proactively work with these borrowers to identify actionable and appropriate resolution strategies which are customary for the industries. Of the \$41.6 million loans designated as non-performing as of September 30, 2024, approximately \$10.0 million are current or less than 30 days past due with respect to payments required under their existing loan agreements. (dollars in thousands) September 30, 2024 of Loans Outstanding September 30, 2024 of Loans Outstanding September 30, 2023 of Loans Outstanding September 30, 2023 of Loans Outstanding Risk Rating: Pass\$6,461,451\$96.7\$%\$6,536,223\$96.9\$%\$6,532,424\$97.4\$%Special Mention104,759\$1.6\$%101,324\$1.5\$%\$94,614\$1.4\$%Substandard17,681\$1.8\$%104,979\$1.6\$%\$81,628\$1.2\$%Total\$6,683,891\$1.6\$%\$6,742,526\$1.6\$%\$6,708,666\$1.6\$% Classified loans to total loans1.76\$%1.56\$%1.22\$%Loans past due 30+ days to total loans0.57\$%0.45\$%0.12\$%The ratio of classified loans to total loans of 1.76% as of September 30, 2024, increased 20 basis points from June 30, 2024, and increased 55 basis points from the comparative quarter ended 2023. The change in classified loans outstanding as compared to the trailing quarter totaled \$16.1 million. Loans with the risk grade classification substandard increased by \$12.7 million over the trailing quarter and relate primarily to the commercial and industrial portfolio. As a percentage of total loans outstanding, classified assets remain consistent with volumes experienced prior to the recent quantitative easing cycle spurred by the COVID pandemic and reflect management's historically conservative approach to credit risk monitoring. The Company's combined criticized loan balances totaled \$222.4 million as of September 30, 2024, an increase of \$46.2 million from September 30, 2023. Outstanding balances on construction loans, which have historically been associated with elevated levels of risk, experienced balance reductions of \$7.3 million during the current quarter and \$44.9 million since September 30, 2023. These reductions were primarily associated with balances that were converted to term loans upon the completion of construction and achievement of stabilized occupancy, and were partially offset by new

[illegible]

ability to issue securities is subject to market conditions and other factors including, in the case of our debt securities, our credit ratings and compliance with current and prospective covenants in credit agreements.LiquidityThe Company's primary sources of liquidity include the following for the periods indicated:(dollars in thousands)September 30, 2024December 31, 2023Borrowing capacity at correspondent banks and FRB\$2,757,640A \$2,921,525A Less: borrowings outstanding(250,000)(600,000)Unpledged available-for-sale investment securities1,312,745A 1,558,506A Cash held or in transit with FRB274,908A 51,253A A A A Total primary liquidity\$4,095,293A \$3,931,284A At September 30, 2024, the Company's primary sources of liquidity represented 51% of total deposits and 163% of estimated total uninsured (excluding collateralized municipal deposits and intercompany balances) deposits, respectively. As secondary sources of liquidity, the Company's held-to-maturity investment securities had a fair value of \$112.0A million, including approximately \$5.3A million in net unrealized losses.The Company's profitability during the first nine months of 2024 generated cash flows from operations of \$85.5 million compared to \$102.4 million during the first nine months of 2023. Net cash from investing activities was \$345.0 million for the nine months ended September 30, 2024, compared to net cash from investing activities of \$13.6 million during the nine months ending 2023. Financing activities used \$209.0 million during the nine months ended September 30, 2024, compared to \$84.9 million during the nine months ended September 30, 2023.The changes in contractual obligations of the Company and Bank, to include but not limited to term subordinated debt, operating leases, deferred compensation and supplemental retirement plans as well as off-balance sheet commitments such as unfunded loans and letters of credit, are consistent with similar balances or totals as of December 31, 2023.The Company is dependent upon the payment of cash dividends by the Bank to service its commitments, which have historically included dividends to shareholders, scheduled debt service payments, and general operations. Shareholder dividends are expected to continue subject to the Board's discretion and management's continuing evaluation of capital levels, earnings, asset quality and other factors. The Company expects that the cash dividends paid by the Bank to the Company will be sufficient to cover the Company's cash flow needs. However, the Company and its ability to generate liquidity through either the issuance of stock or debt, also serves as a potential source of strength for the Bank. Dividends paid by the Company to holders of its common stock used \$32.8 million and \$29.9 million of cash during the nine months ended September 30, 2024 and 2023, respectively. The Company's liquidity is dependent on dividends received from the Bank. Dividends from the Bank are subject to certain regulatory restrictions.6Table of ContentsTRICO BANCSHARES"NON-GAAP FINANCIAL MEASURES (Unaudited. Dollars in thousands)In addition to results presented in accordance with generally accepted accounting principles in the United States of America (GAAP), this filing contains certain non-GAAP financial measures. Management has presented these non-GAAP financial measures in this filing because it believes that they provide useful and comparative information to assess trends in the Company's core operations reflected in the current quarter's results, and facilitate the comparison of our performance with the performance of our peers. However, these non-GAAP financial measures are supplemental and are not a substitute for any analysis based on GAAP. Where applicable, comparable earnings information using GAAP financial measures is also presented. Because not all companies use the same calculations, our presentation may not be comparable to other similarly titled measures as calculated by other companies. For a reconciliation of these non-GAAP financial measures, see the tables below: Three months endedNine months ended(dollars in thousands)September 30, 2024September 30, 2023September 30, 2024September 30, 2023Net interest marginAcquired loans discount accretion, net:Amount (included in interest income)\$1,018\$1,324\$3,200\$4,192Effect on average loan yield0.06A %0.08A %0.06A %0.09A %Effect on net interest margin (FTE)0.05A %0.06A %0.06A %Net interest margin (FTE)3.71A %3.88A %3.69A %4.01A %Net interest margin less effect of acquired loan discount accretion (Non-GAAP)3.66A %3.82A %3.64A %3.95A %Three months endedNine months ended(dollars in thousands)September 30, 2024September 30, 2024September 30, 2024September 30, 2023Pre-tax pre-provision return on average assets or equityNet income (GAAP)\$29,051\$30,590\$85,834\$91,315Exclude provision for income taxes10,34811,48430,38233,190Exclude provision for credit losses2204,1554,93018,000Net income before income tax and provision expense (Non-GAAP)\$39,619\$46,229\$121,146\$142,505Average assets (GAAP)\$9,666,979\$9,874,240\$9,767,965\$9,867,099Average equity (GAAP)\$1,214,510\$1,112,404\$1,186,245\$1,104,122Return on average assets (GAAP) (annualized)1.20A %1.23A %1.17A %1.24A %Pre-tax pre-provision return on average assets (Non-GAAP) (annualized)1.63A %1.86A %1.66A %1.93A %Return on average equity (GAAP) (annualized)9.52A %10.91A %9.67A %11.06A %Pre-tax pre-provision return on average equity (Non-GAAP) (annualized)12.98A %16.49A %13.64A %17.26A %61Table of ContentsThree months endedNine months ended(dollars in thousands)September 30, 2024September 30, 2023September 30, 2024September 30, 2023Return on tangible common equityAverage total shareholders' equity\$1,214,510\$1,112,404\$1,186,245\$1,104,122Exclude average goodwill30,44230,44230,442Exclude average other intangibles8,09312,5639,09814,219Average tangible common equity (Non-GAAP)\$901,975\$879,595\$887,705\$846,1Net income (GAAP)\$29,051\$30,590\$85,834\$91,315Exclude amortization of intangible assets, net of tax effect7251,1202,1753,453Tangible net income available to common shareholders (Non-GAAP)\$29,776\$31,710\$88,009\$94,768Return on average equity (GAAP) (annualized)9.52A %10.91A %9.67A %11.06A %Return on average tangible common equity (Non-GAAP)13.13A %15.82A %13.47A %16.13A % As of(dollars in thousands)September 30, 2024December 31, 2023Tangible shareholders' equity to tangible assetsShareholders' equity (GAAP)\$1,239,015\$1,159,682Exclude goodwill and other intangible assets, net\$311,904\$314,994Tangible shareholders' equity (Non-GAAP)\$927,111\$844,688Total assets (GAAP)\$9,823,890\$9,910,089Exclude goodwill and other intangible assets, net\$311,904\$314,994Total tangible assets (Non-GAAP)\$9,511,986\$9,595,095Shareholders' equity to total assets (GAAP)12.61A %11.70A %Tangible shareholders' equity to tangible assets (Non-GAAP)9.75A %8.80A %As of(dollars in thousands)September 30, 2024December 31, 2023Tangible common shareholders' equity per shareTangible shareholders' equity (Non-GAAP)\$927,111\$844,688Common shares outstanding at end of period33,000,508A 33,268,102A Common shareholders' equity (book value) per share (GAAP)\$37.55\$34.86Tangible common shareholders' equity (tangible book value) per share (Non-GAAP)\$28.09\$25.3962Table of ContentsItem 3.A A A Quantitative and Qualitative Disclosures about Market RiskBased on the changes in interest rates as well as the mix shift of interest earning assets and interest bearing liabilities occurring subsequent to December 31, 2023, the following update of the Company's assessment of market risk as of September 30, 2024 is being provided. These updates and changes should be read in conjunction with the additional quantitative and qualitative disclosures in our Annual Report on Form 10-K for the year ended December 31, 2023.As of September 30, 2024, the Company's loan portfolio consisted of approximately \$6.7 billion in outstanding principal with a weighted average coupon rate of 5.49%. During the three-month periods ending September 30, 2024, June 30, 2024, and September 30, 2023, the weighted average coupon on loan production in the quarter was 7.63%, 7.98% and 7.31%, respectively. Included in the September 30, 2024, total loans are adjustable rate loans totaling \$4.2 billion, of which, \$891.6 million are considered floating based on the Wall Street Prime index. In addition, the Company holds certain investment securities with fair values totaling \$371.1 million which are subject to repricing on not less than a quarterly basis. Management funds the acquisition of nearly all of its earning assets through its core deposit gathering activities. As of September 30, 2024, non-interest bearing deposits represented 31.7% of total deposits. Further, during the quarter ended September 30, 2024, the cost of interest bearing deposits were 2.23% and the cost of total deposits were 1.52%. With the intent of stabilizing or increasing net interest income, management intends to continue to deploy its excess liquidity and/or seek to migrate certain earning assets into higher yielding categories. However, in situations where deposit balances contract, management may rely upon various borrowing facilities or the use of brokered deposits. Through the third quarter of 2024 and during the entire 2023 year, management did not utilize any brokered deposits. Management did however utilize borrowing lines from the FHLB, both overnight and term structured up to 12 months, due to expectations that such borrowings will be needed through the remainder of the year and into 2025 to support earning asset strategies.As of September 30, 2024 the overnight Federal funds effective rate, the rate primarily used in these interest rate shock scenarios, was 4.83%. These scenarios assume that 1) interest rates increase or decrease evenly (in a "ramp" fashion) over a twelve-month period and remain at the new levels beyond twelve months or 2) that interest rates change instantaneously ("shock"). The simulation results shown below assume no changes in the structure of the Company's balance sheet over the twelve months being measured.The following table summarizes the estimated effect on net interest income and market value of equity to changing interest rates as measured against a flat rate (no interest rate change) instantaneous parallel shock scenario over a twelve month period utilizing a interest sensitivity (GAP) analysis based on the Company's specific mix of interest earning assets and interest bearing liabilities as of September 30, 2024.Interest Rate Risk Simulations:Change in Interest Rates (Basis Points)Estimated Change in Net Interest Income (NII)(as % of NII)Estimated Change in Market Value of Equity (MVE)(as % of MVE)+300 (shock)/(7.4)%(5.6)%+200 (shock)/(5.0)%(3.7)%+100 (shock)/(2.4)%(0.8)%+A A A 0 (flat)A A A -100 (shock)/0.2A %(2.8)%-200 (shock)/0.1A %(9.6)%-300 (shock)/1.5A %(20.8)%Item 4.A A A Controls and ProceduresThe Company's management, including its Chief Executive Officer and Chief Financial Officer, have evaluated the effectiveness of the Company's disclosure controls and procedures as of September 30, 2024. Disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are controls and procedures designed to reasonably assure that information required to be disclosed in the Company's reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported on a timely basis. Disclosure controls are also designed to reasonably assure that such information is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Based upon their evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of September 30, 2024.During the three months ended September 30, 2024, there were no changes in our internal controls or in other factors that have materially affected or are reasonably likely to materially affect our internal controls over financial reporting.63Table of ContentsPART II A " OTHER INFORMATIONItem 1 A " Legal ProceedingsDue to the nature of our business, we are involved in legal proceedings that arise in the ordinary course of our business. While the outcome of these matters is currently not determinable, we do not expect that the ultimate costs to resolve these matters will have a material adverse effect on our consolidated financial position, results of operations, or cash flows.Item 1A A " Risk FactorsIn evaluating an investment in the Company's common stock, investors should consider carefully, among other things, the risk factors previously disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on February 29, 2024, and in the information contained in this Quarterly Report on Form 10-Q and our other reports and registration statements.Item 2 A " Unregistered Sales of Equity Securities and Use of ProceedsThe following table shows the repurchases made by the Company or any affiliated purchaser (as defined in Rule 10b-18(a)(3) under the Exchange Act) during the periods indicated:Period(a)A Total number of shares purchasedA (1)(b)A Average price paid per share(c)A Total number of shares purchased as of part of publicly announced plans or programs(d)A Maximum number of shares that may be purchased under the plans or programs at period endA (2)July 1-31, 20241,551A \$42.98A A 865,478A August 1-31, 20244A A A 865,478A September 1-30, 20244A A A 865,478A Total1,551A \$42.98A A (1)Includes shares purchased by the Company's Employee Stock Ownership Plan in open market purchases and shares tendered by employees pursuant to various other equity incentive plans. See Notes 10 and 11 to the condensed consolidated financial statements at Item 1 of Part I of this report, for a discussion of the Company's stock repurchased under equity compensation plans.(2)Does not include shares that may be purchased by the Company's Employee Stock Ownership Plan and pursuant to various other equity incentive plans. See Note 11 to the condensed consolidated financial statements at Item 1 of Part I of this report, for a discussion of the Company's stock repurchase plan.Item 5 A " Other InformationRule 10b5-1 Trading Arrangements(a) TriCo Bancshares (the "Company") adopted a form of Restricted Stock Unit Award Agreement (the "RSU Agreement") and a form of Performance Award Agreement (the "PSU Agreement") to be used to document grants of awards to executives made under the 2019 Equity Incentive Plan (the "Plan") during 2024. The agreements were signed by the executives on November 6, 2024. The RSU Agreement provides that awards of restricted stock units ("RSUs") vest in three equal annual installments. RSUs vest automatically upon a recipient's employment termination due to death or disability. The PSU Agreement provides that performance stock units ("PSUs") vest in a single tranche three years after the grant date. The number of PSUs earned upon vesting depends on the total shareholder return for the Company's common stock relative to the KBW Nasdaq Regional Banking Index over a three-year performance period beginning on the date of grant. The actual number of shares earned on vesting ranges from 0% to 150% of the target number granted, depending on the performance of the Company's common stock compared to the index over the performance period. Upon a recipient's employment termination due to death or disability, the final day of the performance period will be adjusted to be the executive's termination date and a pro rata portion of the PSUs will vest based on the portion of the original three-year performance period elapsed. In the event of a change of control, the performance period will be adjusted to end the day immediately prior to the change of control and a pro rata portion of the PSUs will vest based on the portion of the original three-year performance period elapsed, provided that if the recipient is terminated within 12 months of the date of the change of control, the recipient shall instead be entitled to 100% of the number of PSU determined as of the end of the adjusted performance period. The RSU Agreement and PSU Agreement further provide that if an executive recipient having at least six full years of service with the Company retires from employment at age 62 or greater, a percentage of the outstanding and unvested equity awards granted by the Company pursuant to these agreements will continue to vest following retirement, subject to certain conditions, including that (1) the participant provides at least 9 months written notice of their intent to retire, (2) the Company determines that the continued vesting is appropriate, based on the recipient's performance and (3) the recipient executes of a release of claims in favor of the Company. The percentage of the awards entitled to post-retirement vesting is based on the number of full years of service with the Company that participant has completed at retirement and ranges from 20% (with six full years of service) to 100% (with 10 or more full years of service). 64Table of Contentsprovided that if the Company's pre-tax, pre-provision income is negative for any of the four quarters immediately preceding the participant's retirement, the number of awards entitled to post-retirement vesting will be reduced by 25%. This summary of the RSU Agreement and the PSU Agreement does not purport to be complete and is qualified in its entirety by reference to the forms such agreements filed as exhibits to this report. Form of these agreements are included as exhibits 10.2 and 10.4 to this Form 10-Q.(b) N/A(c) During the three and nine months ended September 30, 2024, none of the Company's directors or officers (as defined in Rule 16a-1(f)) adopted or terminated a 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (in each case, as defined in item 408 of Regulation S-K) for the purchase or sale of the Company's common stock.Item 6 A " ExhibitsEXHIBIT INDEXExhibitA No.Exhibit10.1Form of Restricted Stock Unit Agreement and Grant Notice for Non-Executives pursuant to TriCo's 2019 Equity Incentive Plan10.2Form of Restricted Stock Unit Agreement and Grant Notice for Executives pursuant to TriCo's 2019 Equity Incentive Plan10.3Form of Performance Award Agreement and Grant Notice for Non-Executives pursuant to TriCo's 2019 Equity Incentive Plan10.4Form of Performance Award Agreement and Grant Notice for Executives pursuant to TriCo's 2019 Equity Incentive Plan11.1(a)15d-14(a) Certification of CEO31.2Rule 13a-14(a)/15d-14(a) Certification of CFO32.1Section 1350 Certification of CEO32.2Section 1350 Certification of CFO101.INSXBRL Instance Document101.SCHXBRL Taxonomy Extension Schema Document101.CALXBRL Taxonomy Extension Calculation Linkbase Document101.LABXBRL Taxonomy Extension Label Linkbase Document101.PREXBRL Taxonomy Extension Presentation Linkbase Document101.DEFBRL Taxonomy Extension Definition Linkbase Document65Table of ContentsSIGNATURESPursuant 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 hereunto duly authorized.TRICO BANCSHARES(Registrant)Date: November 7, 2024/s/ Peter G. WiesePeter G. WieseExecutive Vice President and Chief Financial Officer(Duly authorized officer and principal financial and chief accounting officer)66 EX-10.1 2 a101-2024nonexecrsuawardgr.htm EX-10.1 DocumentExhibit 10.1TRICO BANCSHARESRESTRICTED STOCK UNIT GRANT NOTICETriCo Bancshares, a California corporation (the "Company"), pursuant to its 2019 Equity Incentive Plan (the "Plan"), hereby grants to the holder listed below (the "Participant" or "you"), a Restricted Stock Unit Award (the "Award"). The Award is comprised of restricted stock units (the "Units" or "RSUs"), each of which is a right to receive one (1) share of common stock, on the terms and conditions set forth herein and in the Restricted Stock Unit Award Agreement attached hereto (including Appendix A, the "Award Agreement") and the Plan, which are incorporated herein by reference. Unless otherwise defined herein, the terms defined in the Plan shall have the same defined meanings in this Grant Notice and the Award Agreement.Participant: [insert name]Grant Date: March 1, 2024Number of Units/Shares Subject to Award: [A]—[Vesting Schedule: A The Award will vest in three (3) equal annual installments on each of the first three anniversaries of the Grant Date (such period, "Vesting Period")* subject to the Participant's Continuous Service following the Grant Date through each applicable vesting date, or as otherwise provided herein.*For vesting dates that fall on weekends and holidays, this date will be the next business day following such date.Vesting Date:1/3 of the RSUs (to the extent vested) shall be paid out on the first anniversary of the of the Grant Date.1/3 of the RSUs (to the extent vested) shall be paid on the second anniversary of the of the Grant Date.1/3 of the RSUs (to the extent vested) shall be paid out on the third anniversary of the of the Grant Date.By signing below or by electronic acceptance or authentication in a form authorized by the Company, the Participant agrees to be bound by the terms and conditions of the Plan, the Award Agreement and the Grant Notice. The Participant has

reviewed and fully understands all provisions of the Plan, the Award Agreement (including Appendix A), and the Grant Notice in their entirety and has had an opportunity to obtain the advice of counsel prior to executing below. The Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Committee upon any questions arising under the Plan, the Award Agreement, the Grant Notice or relating to the Units.

TRICO BANCSHARESPARTICIPANTBy:By:Name:Richard P. SmithA A A A Print Name:Title:President & CEOA A A A Address:63 Constitution DriveAddress:Chico, CA 959732024 NonExec RSU Grant Notice/Agreement for 2019 Plan - Final ATTACHMENTS:A A A A Restricted Stock Unit Award Agreement. A copy of the TriCo Bancshares 2019 Equity Incentive Plan, as amended, and the prospectus for the Plan prepared in connection with the registration with the Securities and Exchange Commission of the shares of Common Stock issuable pursuant to the Award are available on the Human Resources section of the Company's intranet or upon request to Human Resources.

2024 NonExec RSU Grant Notice/Agreement for 2019 Plan - Final A A A A 2A A A A 2024 NonExec RSU Grant Notice/Agreement for 2019 Plan - Final A A A A 3TriCo Bancshares2019 EQUITY INCENTIVE PLAN RESTRICTED STOCK UNIT AWARD AGREEMENTPursuant to the Restricted Stock Unit Award Grant Notice (the Grant Notice) and this Restricted Stock Unit Award Agreement (including Appendix A, the Award Agreement), TriCo Bancshares (the Company) has awarded you a Restricted Stock Unit Award under its 2019 Equity Incentive Plan, (the Plan) for the number of RSUs specified in the Grant Notice (collectively, the Award). Except where indicated otherwise, defined terms not explicitly defined in this Award Agreement but defined in the Plan or Grant Notice shall have the same definitions as in the Plan or Grant Notice. You agree that any shares of Common Stock issued with respect to the Award are subject to the minimum holding requirements described in Section 10(f) of the Plan. The details of your Award are as follows: 1.Number of Restricted Stock Units and Shares of Common Stock. The number of RSUs subject to your Award is set forth in the Grant Notice. Each RSU shall represent the right to receive one (1) share of Common Stock. The number of RSUs will increase by any dividend equivalents, as described in Section 3 below. The number of RSUs subject to your Award and the number of shares of Common Stock deliverable with respect to such RSUs may be adjusted from time to time for capitalization adjustments as described in Section 11(a) of the Plan. 2.Vesting. (a) Normal Vesting. Except as otherwise provided by this Award Agreement, Units shall vest and become Vested Units as provided in the Grant Notice.(b) Death/Disability. If you die or become Permanently Disabled (as defined below) while you are eligible to vest in RSUs under this Award, the RSUs will immediately vest and, if you die, will be distributed in shares of Common Stock (after applicable tax withholding, if any) to your designated beneficiary on file with the Company's stock administration department or Human Resources, or if no beneficiary has been designated or survives you or if beneficiary designation is not recognized by local legislation, then to your estate (in the case of death) or to you (in the case of Permanent Disability). Any shares of Common Stock will be distributed no later than the end of the calendar year immediately following the calendar year which contains your date of death or Permanent Disability; however, with respect to shares of Common Stock issued due to death, our administrative practice is to register such shares of Common Stock in the name of your beneficiary or estate within 60 days of the Company's receipt of any required documentation. (i) Permanently Disabled means your permanent disability as such term is defined in the long-term disability insurance provided by the Company, or if such insurance is not provided by Company, the term shall mean that you have 2024 NonExec RSU Grant Notice/Agreement for 2019 Plan - Final A A A A 4has been deemed by a medical care provider to indefinitely be unable to perform the essential functions of your position with the Company with or without reasonable accommodation, such event satisfies the requirements of you becoming a disabled under Code Section 409 and you have satisfied the Release / Certification Requirements set forth below.(ii) Release / Certification. You shall meet the Release / Certification requirements, if: (i) within 55 days following your Termination of Continuous Service because you are Permanently Disabled, you execute and deliver a general release of claims in favor of the Company, having such form and terms as the Company shall specify, and such release becomes irrevocable, and (ii) in all cases, you have complied with all other terms of the Award Agreement. (c) Continued Vesting on Retirement / Full Career Eligibility. In the event and for so long as you meet the Retirement/Full Career Eligibility Requirements described in Appendix A hereto at the time of your Termination of Continuous Service then, subject to the terms and conditions set forth in this Award Agreement (including, but not limited to, Section 12 - Right to Set Off and Section 20 - Clawback in this Award Agreement and the sections entitled your Obligations and Additional Conditions Precedent in Appendix A), you will be eligible to continue to vest (as you otherwise would vest had you remain employed by the Company and/or an Affiliate through the applicable Vesting Date) with respect to this Award following your Termination of Continuous Service due to your qualifying Retirement/Full Career Eligibility.(d) No Vesting on Termination of Continuous Service. In the event of the Participant's Termination of Continuous Service for any reason prior to the Vesting Date, with or without Cause, other than as described in Sections 2(b) or 2(c), or as determined by the Company under Section 11 of the Plan, and to the extent any Units otherwise remain invested upon the Participant's Termination of Continuous Service, the Participant shall forfeit and the Company shall automatically reacquire all Units which are not, as of the time of such termination, Vested Units, and the Participant shall not be entitled to any payment with respect to the shares of Common Stock or other consideration therefor.

3.Dividends. If the Company pays dividends with respect to the Common Stock (the date of any such payment is a Dividend Date), then Dividend equivalents shall then be credited to any then outstanding RSU. The amount of such dividend equivalent credit will be equal to the dollar value of dividends paid on an actual share of Common Stock on the Dividend Date, multiplied by the number of outstanding RSUs held by you pursuant to this Award as of the Dividend Date. This aggregate dollar amount will then be divided by the Fair Market Value on the Dividend Date of a share of Common Stock, and the resulting quotient shall be the number of additional RSUs (Additional RSUs) that will be credited to this Award. Such Additional RSUs will be subject to the Plan and the same vesting (on a pro-rata basis based on each vesting tranche of RSUs outstanding hereunder on the Dividend Date), forfeiture restrictions, restrictions on transferability, and settlement provisions as apply to the RSUs that are the subject of this Award and for avoidance of doubt Additional RSUs will also be eligible to accrue future dividend equivalents.

4.No Ownership Rights/Rights as a Shareholder/Other Restrictions. You shall have no rights as a shareholder with respect to any shares of Common Stock which may be 2024 NonExec RSU Grant Notice/Agreement for 2019 Plan - Final A A A A 5issued in settlement of this Award until the date of the issuance of such share of Common Stock under the terms of this Award Agreement (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company). No adjustment shall be made for dividends, dividend equivalents, distributions or other rights for which the record date is prior to the date such certificate is issued, except as provided in Section A 1. You also acknowledge that should there be a determination that the cancellation provisions of this award apply during the period when the vesting of any outstanding RSUs has been suspended, then you agree that such RSUs may be cancelled in whole or part. (See Section 12 A Right to Set Off and Section 20 - Clawback in this Award Agreement and the section entitled Additional Conditions Precedent in Appendix A, as well as Section 24 - Amendment permitting suspension of vesting.)

With respect to any applicable vesting date, the Company may impose for any reason, as of such vesting date for such period as it may specify in its sole discretion, such restrictions on the Common Stock to be issued to you as it may deem appropriate, including, but not limited to, restricting the sale, transfer, pledging, assignment, hedging or encumbrance of such shares of Common Stock. Such restrictions described in the last sentence shall not impact your right to vote or receive dividends with respect to the Common Stock. By accepting this Award, you acknowledge that during such specified period should there be a determination that the recovery provisions of this award apply, then you agree that you may be required to pay the Company up to an amount equal to the fair market value (determined as of the applicable vesting date) of the gross number of shares subject to such restrictions (notwithstanding the limitation set forth in the Section 12 - Right to Set Off). (See Section 20 - Clawback in this Award Agreement and the section entitled Additional Conditions Precedent in Appendix A.)

5.Payment. Subject to Section A 11 below, you will not be required to make any payment to the Company with respect to your receipt of the Award, vesting of the RSUs, or the delivery of the shares of Common Stock subject to the RSUs.

6.Delivery of Shares. Subject to Sections 7 and 11 below, the Company will issue you one share of Common Stock for each RSU which vests under this Award Agreement, on the applicable vesting date or as soon as practicable thereafter, but not later than thirty (30) days from the Vesting Dates (the actual date of such issuance during such period shall be solely determined by the Company). The form of delivery (e.g., a stock certificate or electronic entry evidencing such shares of Common Stock) shall be determined by the Company. You hereby authorize the Company, in its sole discretion, to deposit for your benefit with a Company-designated brokerage firm or, at the Company's discretion, any other broker with which you have an account relationship of which the Company has notice any or all shares of Common Stock acquired by you pursuant to the settlement of the Award. Except as provided by the preceding sentence, a certificate for the shares of Common Stock as to which the Award is settled shall be registered in your name, or, if applicable, in the names of your heirs.

7.Restrictions on Grant of the Award and Issuance of Shares. The grant of the Award and issuance of shares of Common Stock upon settlement of the Award shall be subject to compliance with all applicable requirements of U.S. federal or state law with respect to such 2024 NonExec RSU Grant Notice/Agreement for 2019 Plan - Final A A A A 6securities. No shares of Common Stock may be issued hereunder if the issuance of such shares of Common Stock would constitute a violation of any applicable U.S. federal or state securities laws or other laws or regulations or the requirements of any stock exchange or market system upon which the Common Stock may then be listed. The inability of the Company to obtain from any regulatory body having jurisdiction the authority, if any, deemed by the Company's legal counsel to be necessary to the lawful issuance of any shares of Common Stock subject to the Award shall relieve the Company of any liability in respect of the failure to issue such shares of Common Stock as to which such requisite authority shall not have been obtained. As a condition to the settlement of the Award, the Company may require you to satisfy any qualifications that may be necessary or appropriate to evidence compliance with any applicable law or regulation and to make any representation or warranty with respect thereto as may be requested by the Company. Further, regardless of whether the transfer or issuance of the shares of Common Stock to be issued pursuant to the Units has been registered under the Securities Act or has been registered or qualified under the securities laws of any State, the Company may impose additional restrictions upon the sale, pledge, or other transfer of the shares of Common Stock (including the placement of appropriate legends on stock certificates and the issuance of stop-transfer instructions to the Company's transfer agent) if, in the judgment of the Company and the Company's counsel, such restrictions are necessary in order to achieve compliance with the provisions of the Securities Act, the securities laws of any State, or any other law.

8.Transfer Restrictions. Prior to the time that the shares of Common Stock subject to your Award have been delivered to you, you may not transfer, pledge, sell or otherwise dispose of such shares of Common Stock or of the RSUs. For example, you may not use shares of Common Stock that may be issued in respect of your RSUs as security for a loan, nor may you transfer, pledge, sell or otherwise dispose of such shares of Common Stock. This restriction on transfer will lapse upon delivery to you of shares of Common Stock in respect of your vested RSUs. Your Award is not transferable, except by will or by the laws of descent and distribution. Notwithstanding the foregoing, by delivering written notice to the Company, in a form satisfactory to the Company, you may designate a third party who, in the event of your death, shall thereafter be entitled to receive any distribution of shares of Common Stock in respect of vested RSUs pursuant to this Award Agreement.

9.Award Not a Service Contract. Your Award is not an employment or service contract, and nothing in your Award shall be deemed to create in any way whatsoever any obligation on your part to continue in the service of the Company or any Affiliate, or on the part of the Company or any Affiliate to continue such service. In addition, nothing in your Award shall obligate the Company or any Affiliate, their respective shareholders, boards of directors or employees to continue any relationship that you might have as an Employee or Consultant of the Company or any Affiliate.

10.Unsecured Obligation. Your Award is unfunded, and even as a holder of vested RSUs, you shall be considered an unsecured creditor of the Company with respect to the Company's obligation, if any, to issue shares of Common Stock pursuant to this Award Agreement. Nothing contained in this Award Agreement, and no action taken pursuant to its provisions, shall create or be construed to create a trust of any kind or a fiduciary relationship between you and the Company or any other person.

2024 NonExec RSU Grant Notice/Agreement for 2019 Plan - Final A A A A 711.Withholding of Taxes. At the time the Grant Notice is executed, or at any time thereafter as requested by the Company, you hereby authorize withholding from payroll and any other amounts payable to you, and otherwise agree to make adequate provision for, any sums required to satisfy the U.S. federal, state, and local taxes required by law to be withheld with respect to any taxable event arising as a result of your participation in the Plan (referred to herein as Tax-Related Items). The Company or any Affiliate, as appropriate, shall have the authority and the right to deduct or withhold, or require you to remit an amount sufficient to satisfy applicable Tax-Related Items or to take such other action as may be reasonably necessary to satisfy such Tax-Related Items. In this regard, you authorize the Company and any Affiliate, or their respective agents, at their discretion, to satisfy the obligations with regard to all Tax-Related Items by one or a combination of the following:(a)withholding from your wages or other cash compensation paid to you; or(b)withholding from proceeds of the sale of shares of Common Stock acquired upon vesting and settlement of the RSUs, either through a voluntary sale or through a mandatory sale arranged by the Company (on your behalf pursuant to this authorization); or(c)withholding in shares of Common Stock to be issued upon vesting and settlement of the RSUs; or(d)direct payment from you.

The Company does not have any duty or obligation to minimize your liability for Tax-Related Items arising from the Award, and, will not be liable to you for any Tax-Related Items arising in connection with the Award. Finally, you shall pay any amount of Tax-Related Items that the Company or any Affiliate may be required to withhold as a result of his or her participation in the Plan that cannot be satisfied by the means previously described. The Company may refuse to issue or deliver the shares of Common Stock that may be issued in connection with the settlement of the RSUs if you fail to comply with your Tax-Related Items obligations. You represent, warrant and acknowledge that the Company has made no warranties or representations to you with respect to the income tax consequences of the transactions contemplated by this Award Agreement, and you are in no manner relying on the Company or the Company's representatives for an assessment of such tax consequences. YOU UNDERSTAND THAT THE TAX LAWS AND REGULATION ARE SUBJECT TO CHANGE. YOU SHOULD CONSULT YOUR OWN TAX ADVISOR REGARDING THE UNITS. NOTHING STATED HEREIN IS INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, FOR THE PURPOSE OF AVOIDING TAXPAYER PENALTIES.

12.Right to Set Off. Although the Company expects to settle this award in share(s) of Common Stock as of the applicable vesting date, as set forth in your Award Agreement, the Company may, to the maximum extent permitted by applicable law (including Section 409A of the Code to the extent it is applicable to you), retain for itself funds or the shares of Common Stock resulting from any vesting of this award to satisfy any obligation or debt that you owe to the Company and/or an Affiliate. Notwithstanding any bank account agreement with the 2024 NonExec RSU Grant Notice/Agreement for 2019 Plan - Final A A A A 8Company and/or an Affiliate to the contrary, the Company will not recoup or recover any amount owed from any funds or unrestricted securities held in your name and maintained at the Company and/or Affiliate pursuant to such bank account agreement to satisfy any obligation or debt owed by you under this award without your consent. This restriction on the Company does not apply to accounts described and authorized in Section 6 A Delivery of Shares described above.

13.Notices. Any notice required to be given or delivered to the Company under the terms of this Award Agreement shall be in writing and addressed to the Company at its principal corporate offices. Any notice required to be given or delivered to the Participant shall be in writing and addressed to the Participant at the address maintained for the Participant in the Company's records or at the address of the local office of the Company or Affiliate at which the Participant works.

14.Miscellaneous. (a) A A A A The rights and obligations of the Company with respect to your Award shall be transferable to any one or more persons or entities, and all covenants and agreements hereunder shall inure to the benefit of, and be enforceable by the Company's successors and assigns. (b) A A A A You agree upon request to execute any further documents or instruments necessary or desirable in the sole determination of the Company to carry out the purposes or intent of your Award. (c) A A A A All obligations of the Company under the Plan and this Award Agreement will be binding on any successor to the Company, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation, or otherwise, of all or substantially all of the business and/or assets of the Company. (d) A A A A The Participant's rights, if any, in respect of or in connection with the Units are derived solely from the discretionary decision of the Company to permit the Participant to participate in the Plan and to benefit from a discretionary Award. By accepting the Units, the Participant expressly acknowledges that there is no obligation on the part of the Company to continue the Plan and/or grant any additional Units or other Awards to the Participant. The Units are not intended to be compensation of a continuing or recurring nature, or part of the Participant's normal or expected compensation, and in no way represents any portion of the Participant's salary, compensation, or other remuneration for purposes of pension benefits, severance, redundancy, resignation or any other purpose.

15.Headings. The headings of the Sections and subsections in this Award Agreement are inserted for convenience only and shall not be deemed to constitute a part of this Award Agreement or to affect the meaning of this Award Agreement.

16. A A A A Severability. If all or any part of this Award Agreement or the Plan is declared by any court or governmental authority to be unlawful or invalid, such unlawfulness or invalidity shall not invalidate any portion of this Award Agreement or the Plan not declared to be unlawful.

2024 NonExec RSU Grant Notice/Agreement for 2019 Plan - Final A A A A 9or invalid. Any Section of this Award Agreement (or part of such a Section) so declared to be unlawful or invalid shall, if possible, be construed in a manner which will give effect to the terms of such Section or part of a Section to the fullest extent possible while remaining lawful and valid.

17. A A A A Compliance with Code Section 409A.(a)It is intended that the RSUs granted hereunder be exempt from or comply with the requirements of Code Section 409A, so that none of the

or the resulting shares of Common Stock, compensation, if any, shall be subject to the additional tax imposed by Section 409A. The vesting and settlement of such RSUs are intended to qualify for the Section 409A(a)(9)(B) exemption from Code Section 409A. Each installment of RSUs that vests is intended to constitute a separate payment for purposes of Treasury Regulation Section 1.409A-2(b)(2). As such, each eligible vested RSU shall be settled, per the terms of the Plan, the Grant Notice and this Award Agreement, within the short-term deferral period, as defined in Code Section 409A, the applicable Treasury Regulations and related guidance issued thereunder. Notwithstanding any other provision of the Plan, this Award Agreement, or the Grant Notice:

(i) The Plan, this Award Agreement and the Grant Notice shall be interpreted in accordance with, and incorporate the terms and conditions required by, Code Section 409A and any Department of Treasury regulations and other applicable guidance issued thereunder (including any regulations or guidance that may be issued after the date hereof), and any ambiguities herein shall be interpreted to so comply.

(ii) The Company reserves the right, to the extent the Company deems necessary or advisable in its sole discretion, to unilaterally amend or modify the Plan and/or this Award Agreement to ensure that the RSUs qualify for exemption from, comply with or otherwise avoid the imposition of any additional tax or income recognition under Code Section 409A; provided, however, that the Company makes no representations that the RSUs will be exempt from Code Section 409A and makes no undertaking to preclude Code Section 409A from applying to the RSUs.

(b) Separation from Service; Required Delay in Payment to Specified Employee. Notwithstanding anything set forth herein to the contrary, no amount payable pursuant to this Award Agreement on account of your termination of Service which constitutes a deferral of compensation within the meaning of Code Section 409A shall be paid unless and until you have incurred a separation from service within the meaning of Code Section 409A. Furthermore, to the extent that you are a Specified Employee within the meaning of Code Section 409A as of the date of your separation from service, no amount that constitutes a deferral of compensation which is payable on account of your separation from service that would result in the imposition of additional tax under Code Section 409A if issued to you on or within the six (6) month period following your termination of an employment shall be paid to you before the date (the "Delayed Payment Date") which is the first day of the seventh month after the date of your separation from service or, if earlier, ten (10) days following the date of your death following such separation from service. All such amounts that would, but for this Section, become payable prior to the Delayed Payment Date will be accumulated and paid on the Delayed Payment Date.

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1018. Restrictions on Contracts and Payments for Insured Depository Institutions in Troubled Status. The parties acknowledge and agree that the restrictions contained in the Federal Deposit Insurance Act, Section 18(k) [12 U.S.C. §1828(k)], relating to contracts for and payment of executive compensation and benefits by insured depository institutions in a troubled condition could apply in the future. In the event that any such restrictions or any contractual arrangement with or required by a regulatory authority require the Company to seek or demand repayment or return of any payments made to you under this Award Agreement and the Plan for any reason, you agree to repay to the Company the aggregate amount of such payments no later than thirty (30) days following your receipt of a written notice from the Company indicating that payments received by you under this Award Agreement and the Plan are subject to recapture or clawback.

19. Authorization to Release Necessary Personal Information. You hereby authorize and direct the Company to collect, use and transfer in electronic or other form, any personal information (the "Data"), the nature and amount of your compensation and the fact and conditions of your participation in the Plan (including, but not limited to, your name, home address, telephone number, date of birth, social security number, salary, job title, number of shares held and the details of all RSUs or any other entitlement to shares awarded, cancelled, exercised, vested, unvested or outstanding) for the purpose of implementing, administering and managing your participation in the Plan. You understand that the Data may be transferred to the Company or any Affiliate, or to any third parties assisting in the implementation, administration and management of the Plan, including any requisite transfer to a brokerage firm or other third party assisting with administration of the Award or with whom shares acquired upon settlement of this Award or cash from the sale of such shares may be deposited. Furthermore, Participant acknowledges and understands that the transfer of the Data to the Company or any Affiliate, or to any third parties is necessary for your participation in the Plan. You may at any time withdraw the consents herein, by contacting the Company's stock administration department in writing. You further acknowledge that withdrawal of consent may affect your ability to realize benefits from the Award, and your ability to participate in the Plan.

20. Clawback. In consideration of the grant of this Award, you agree that this Award is subject to any clawback under Section 15 of the Plan and the Company's Compensation Clawback Policy (or any successor policy, the "Policy") adopted by the Board and in effect from time to time, as permitted by law. For the avoidance of doubt, nothing in these terms and conditions in any way limits the rights of the Company and/or an Affiliate under the Policy.

21. Counterparts. The Grant Notice may be executed in counterparts, including execution by facsimile, pdf or other electronic transmission, which, when taken together, will be deemed to constitute one and the same instrument.

22. Administration. The Committee shall have the power to interpret the Plan and this Award Agreement and to adopt such rules for the administration, interpretation and application of the Plan as are consistent therewith and to interpret, amend or revoke any such rules. All actions taken and all interpretations and determinations made by the Committee or the Board in good faith shall be final and binding upon you, the Company and all other interested persons. No member of the Committee or the Board shall be personally liable for any action.

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11. Determination or interpretation made in good faith with respect to the Plan, this Award Agreement or the Units.

1. Governing Law. The interpretation, performance and enforcement of this Award Agreement shall be governed by the laws of the State of California, U.S.A. without regard to the conflict-of-laws rule thereof or of any other jurisdiction.

24. Amendment. The Committee or its nominee reserves the right to amend this Award Agreement in any manner, at any time and for any reason; provided, however, that no such amendment shall materially adversely affect your rights under this Award Agreement without your consent except to the extent that the Committee or its delegate considers advisable to (i) comply with applicable laws or changes in or interpretation of applicable laws, regulatory requirements and accounting rules or standards and/or (ii) make a change in a scheduled vesting date or impose the restrictions described above under Section 4 - No Ownership Rights/Rights as Shareholder/Other Restrictions, in either case, to the extent permitted by Section 409A of the Code if it is applicable to you. This Award Agreement may not be amended except in writing signed by the Chief Executive Officer or Chair of the Committee of the Company.

25. Internal Revenue Code Section 280G. Notwithstanding any provision of this Award Agreement to the contrary, in the event of a change in control and the Award is accelerated, and it would be more likely than not that all or a portion of any benefit payment under this Award Agreement, alone or together with any other compensation or benefit payable to Participant, will be a non-deductible expense to the Company by reason of Code Section 280G, the Company shall reduce, but not less than zero, the benefits payable under this Award Agreement or the Plan as necessary to avoid the application of Section 280G.

26. Governing Plan Documents. The Grant Notice, this Award Agreement, and the RSUs evidenced hereby (i) are made and granted pursuant to the Plan and are in all respects limited by and subject to the terms of the Plan, the provisions of which are hereby made a part of your Award, and is further subject to all interpretations, amendments, rules and regulations which may from time to time be promulgated and adopted pursuant to the Plan, and (ii) constitute the entire agreement between you and the Company on the subject matter hereof and supersede all proposals, written or oral, and all other communications between the parties related to the subject matter. In the event of any conflict between the provisions of your Award and those of the Plan, the provisions of the Plan shall control.

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12. Appendix A to Restricted Stock Agreement/Termination of Employment

Except as explicitly set forth under Section 2 - Vesting of the Award Agreement and this Appendix A, any unvested RSUs outstanding under this Award will be cancelled effective on the termination of your Continuous Service for any reason. Subject to these terms and conditions (including, but not limited to, Sections 12 and 20 - Clawback in the Award Agreement, and the Sections Your Obligations and Additional Conditions Precedent in this Appendix A), however, a portion of your Award will be eligible to continue vesting as if you were still employed by the Company or an Affiliate though the Vesting Date if the following circumstances apply to you: Retirement/Full Career Eligibility

Your RSUs under this Award may be eligible for continued vesting upon your qualified retirement if the Chief Executive Officer (or, if you are the Chief Executive Officer, the Committee or its nominee) determines, in their sole discretion, that: (a) you voluntarily terminated your Continuous Service with the Company and/or an Affiliate, and (b) you had completed at least eleven (11) years of Continuous Service with the Company and/or an Affiliate immediately preceding your termination date, and (c) your age on your date of termination equaled or exceeded sixty-five (65) and (d) you provided at least nine (9) months advance written notice to the Company of your intention to voluntarily terminate your employment under this provision, during which notice period you provided such services as requested by the Company and/or an Affiliate in a cooperative and professional manner and you did not perform any services for any other employer. And (e) continued vesting shall be appropriate, which determination shall be made prior to your termination and will be based on your performance and conduct (before and after providing notice), and (f) you satisfied the Release/Confirmation Requirements set forth below.

After receipt of such advance written notice, the Company and/or an Affiliate may choose to have you continue to provide services during such nine (9) month period as a condition to continued vesting or may, in its sole discretion, elect to shorten the length of the nine (9) month period to a date no earlier than the date you would otherwise meet the age and service requirements. Portion of Your Award Subject to Continued Vesting Following Retirement

If you meet the requirements of this Appendix A, the number of RSUs under this Award that will be eligible to continue vesting following the termination of your Continuous Service, if any, will be a percentage of the RSUs that would have vested if your Continuous Service had continued through the Vesting Date (as determined in accordance with the Award Agreement) based on your years of Continuous Service preceding your Termination of Continuous Service, as follows:

0% if you have at least 10 but less than 12 years of Continuous Service, 40% if you have at least 12 but less than 13 years of Continuous Service, 60% if you have at least 13 but less than 14 years of Continuous Service, 80% if you have at least 14 but less than 15 years of Continuous Service, or 100% if you have 15 or more years of Continuous Service. There is no pro rata credit for partial years of Continuous Service. The portion of your Award that is subject to continued vesting upon your qualifying retirement is referred to as the "CV Award."

Any portion of your Award that does not continue to vest hereunder will, upon the date of your Termination of Continuous Service, be immediately cancelled and forfeited as of such date without any payment or other consideration therefor. So, for example if you had 100 unvested Units and you had 12.5 years of Continuous Service immediately preceding your Termination of Continuous Service, and you complied with the terms of Appendix A, the number of your CV Award would be 40 RSUs (40% of 100 RSUs), subject to the pro-rata adjustments and the terms set forth in this Appendix A. The remaining 60 RSUs would be immediately forfeited on the date your Continuous Service terminates.

Release/Confirmation

To qualify for continued vesting after your Termination of Continuous Service as described in this Appendix A, you must timely execute and deliver a release of claims in favor of the Company and its Affiliates, having such form and terms as the Company shall specify within 30 days of the Termination of your Continuous Service, and prior to the Termination of your Continuous Service, you must confirm with management that you meet the eligibility criteria (including providing at least nine (9) months advance written notification), advise that you are seeking to be treated as an individual eligible for Retirement/Full Career Eligibility, and receive written consent to such continued vesting, and (c) in all cases, complied with all other terms of the Award Agreement. (See section captioned "Your Obligations")

In consideration of the grant of this CV Award, you agree to comply with and be bound by the obligations set forth below next to the subsections captioned "Confidentiality & Non-Solicitation," "False Statements," "Cooperation," "Compliance with Award Agreement" and "Notice Period."

"Confidentiality & Non-Solicitation" You will not, either during your Continuous Service with the Company and/or an Affiliate or thereafter, directly or indirectly use or disclose to anyone any Confidential Information (as defined herein) related to the Company and/or an Affiliate's business or its customers except as explicitly permitted by the TriCo Bancshares Code of Ethics and Business Conduct Policy (as amended or replaced from time to time, the "Code of Conduct") and applicable policies or law or legal process. Confidential Information includes but is not limited to: (i) information received by the Company and/or an Affiliate from third parties under confidential conditions; (ii) intellectual property and trade secrets; (iii) information received by the Company and/or an Affiliate from third parties under confidential conditions; (iv) information received by the Company and/or an Affiliate from third parties under confidential conditions; (v) information received by the Company and/or an Affiliate from third parties under confidential conditions; (vi) information received by the Company and/or an Affiliate from third parties under confidential conditions; (vii) information received by the Company and/or an Affiliate from third parties under confidential conditions; (viii) information received by the Company and/or an Affiliate from third parties under confidential conditions; (ix) information received by the Company and/or an Affiliate from third parties under confidential conditions; (x) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xi) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xii) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xiii) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xiv) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xv) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xvi) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xvii) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xviii) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xix) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xx) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xxi) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xxii) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xxiii) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xxiv) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xxv) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xxvi) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xxvii) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xxviii) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xxix) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xxx) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xxxi) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xxxii) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xxxiii) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xxxiv) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xxxv) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xxxvi) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xxxvii) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xxxviii) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xxxix) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xl) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xli) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xlii) information received by the Company and/or an Affiliate from third parties under confidential conditions; (xliii) information received by the Company and/or an Affiliate from third parties under confidential

continuous Service, then (1) only 25% of such portion of your CV Award shall be eligible for vesting on the Vesting Date and (2) the remaining 75% of such portion of your CV award shall be automatically canceled and forfeited. **Recovery.** In addition, you may be required to pay the Company and/or an Affiliate up to an amount equal to the fair market value (determined as of the applicable Vesting Date) of the gross number of shares of Common Stock previously distributed under this CV Award as follows: oPayment may be required with respect to any shares of Common Stock distributed within the three year period prior to a notice-of-recovery under this section, if the Company and/or an Affiliate in its sole discretion determines that you committed a fraudulent act, or engaged in knowing and willful misconduct related to your employment, or you violated any of the provisions as set forth above in the section captioned **Your Obligations**, or you violated the restrictions and conditions set forth in this Appendix A following the termination of your employment. Notice-of-recovery under this subsection is a written (including electronic) notice from the Company and/or an Affiliate to you either requiring payment under this subsection or stating that the Company is evaluating requiring payment under this subsection. Without limiting the foregoing, notice-of-recovery will be deemed provided if the Company makes a good faith attempt to provide written (including electronic) notice at your last known address maintained in the Company's and/or an Affiliate's employment records. For the avoidance of doubt, a notice-of-recovery that the Company is evaluating requiring payment under this subsection shall preserve the Company's rights to require payment as set forth above in all respects and the Company shall be under no obligation to complete its evaluation other than as the Company may determine in its sole discretion. **2024 NonExec RSU Grant Notice/Agreement for 2019 Plan - Final A A A 17** For purposes of this subsection, shares of Common Stock distributed under this CV Award include shares of Common Stock withheld for tax purposes. However, it is the Company's intention that you only be required to pay the amounts under this subsection with respect to shares of Common Stock that are or may be received by you following a determination of tax liability and that you will not be required to pay amounts with respect to shares of Common Stock representing irrevocable tax withholdings or tax payments previously made (whether by you or the Company and/or an Affiliate) that you will not be able to recover, recapture or reclaim (including as a tax credit, refund or other benefit). Accordingly, the Company will not require you to pay any amount that the Company or its nominee in his or her sole discretion determines is represented by such withholdings or tax payments. Payment may be made in shares of Common Stock or in cash. You agree that any repayment will be a lawful recovery under the terms and conditions of your Award Agreement and is not to be construed in any manner as a penalty. Nothing in the section in any way limits your obligations under Section 20 **4** **Clawback** in the Award Agreement. **Right to an Injunction** You acknowledge that a violation or attempted violation of any of the provisions set forth in **Your Obligations** set forth herein will cause immediate and irreparable damage to the Company and/or an Affiliate, and therefore agree that the Company and/or an Affiliate shall be entitled as a matter of right to an injunction, from any court of competent jurisdiction, restraining any violation or further violation of any of the provisions set forth in **Your Obligations**; such right to an injunction, however, shall be cumulative and in addition to whatever other remedies the Company and/or an Affiliate may have under law or equity. **Suspension of Vesting** To the extent provided under Section 24 **Amendment** in the Award Agreement, the Company reserves the right to suspend vesting of the CV Award and/or distribution of shares of Common Stock under the CV Award, including, without limitation, during any period that the Company is evaluating whether this CV Award is subject to cancellation and/or recovery and/or whether the conditions for distributions of shares of Common Stock under the CV Award are satisfied. The Company is not responsible for any price fluctuations during any period of suspension and, if applicable, suspended units will be reinstated consistent with Plan administration procedures. See Section 4 - No Ownership Rights/Rights as a Shareholder/Other Restrictions in the Award Agreement. Limitation on Restrictions and Conditions Nothing in this Appendix A precludes you from reporting to the Company and/or an Affiliate's management or directors, the government, a regulator, a self-regulatory agency, your attorneys or a court, conduct you believe to be in violation of the law or concerns of any known or suspected Code of Conduct violation. It is also not intended to prevent you from responding truthfully to questions or requests from the government, a regulator or in a court of law. **2024 NonExec RSU Grant Notice/Agreement for 2019 Plan - Final A A A 18 EX-10.2.3 a102-2024execrsuawardgrant.htm EX-10.2 DocumentExhibit 10.2** **TRICO BANCSHARESRESTRICTED STOCK UNIT GRANT NOTICE** **Trico Bancshares, a California corporation (the "Company"), pursuant to its 2019 Equity Incentive Plan (the "Plan"), hereby grants to the holder listed below (the "Participant" or "you"), a Restricted Stock Unit Award (the "Award"). The Award is comprised of restricted stock units (the "Units" or "RSUs"), each of which is a right to receive one (1) share of Common Stock, on the terms and conditions set forth herein and in the Restricted Stock Unit Award Agreement attached hereto (including Appendix A, the "Award Agreement") and the Plan, which are incorporated herein by reference. Unless otherwise defined herein, the terms defined in the Plan shall have the same defined meanings in this Grant Notice and the Award Agreement. Participant: [insert name] Grant Date: March 1, 2024 Number of Units/Shares Subject to Award: [a]—Vesting Schedule: A The Award will vest in three (3) equal annual installments on each of the first three anniversaries of the Grant Date (such period, "Vesting Period") subject to the Participant's Continuous Service following the Grant Date through each applicable vesting date, or as otherwise provided herein. *For vesting dates that fall on weekends and holidays, this date will be the next business day following such date. Vesting Date: 1/3 of the RSUs (to the extent vested) shall be paid out on the first anniversary of the of the Grant Date, 1/3 of the RSUs (to the extent vested) shall be paid on the second anniversary of the of the Grant Date, 1/3 of the RSUs (to the extent vested) shall be paid out on the third anniversary of the of the Grant Date. By signing below or by electronic acceptance or authentication in a form authorized by the Company, the Participant agrees to be bound by the terms and conditions of the Plan, the Award Agreement and the Grant Notice. The Participant has reviewed and fully understands all provisions of the Plan, the Award Agreement (including Appendix A), and the Grant Notice in their entirety and has had an opportunity to obtain the advice of counsel prior to executing below. The Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Committee upon any questions arising under the Plan, the Award Agreement, the Grant Notice or relating to the Units. **TRICO BANCSHARESPARTICIPANT** By: Name: Richard P. Smith A A A Print Name: Title: President & CEO A A A Address: 63 Constitution Drive Address: Chicago, CA 95973 2024 Exec RSU Grant Notice/Agreement for 2019 Plan - Final ATTACHMENTS: A A A Restricted Stock Unit Award Agreement. A copy of the Trico Bancshares 2019 Equity Incentive Plan, as amended, and the prospectus for the Plan prepared in connection with the registration with the Securities and Exchange Commission of the shares of Common Stock issuable pursuant to the Award are available on the Human Resources section of the Company's intranet or upon request to Human Resources. 2024 Exec RSU Grant Notice/Agreement for 2019 Plan - Final A A A 2A A A 2024 Exec RSU Grant Notice/Agreement for 2019 Plan - Final A A A 3 **Trico Bancshares 2019 EQUITY INCENTIVE PLAN RESTRICTED STOCK UNIT AWARD AGREEMENT** Pursuant to the Restricted Stock Unit Award Grant Notice (the "Grant Notice") and this Restricted Stock Unit Award Agreement (including Appendix A, the "Award Agreement"), Trico Bancshares (the "Company") has awarded you a Restricted Stock Unit Award under its 2019 Equity Incentive Plan, (the "Plan") for the number of RSUs specified in the Grant Notice (collectively, the "Award"). Except where indicated otherwise, defined terms not explicitly defined in this Award Agreement but defined in the Plan or Grant Notice shall have the same definitions as in the Plan or Grant Notice. You agree that any shares of Common Stock issued with respect to the Award are subject to the minimum holding requirements described in Section 10(f) of the Plan. The details of your Award are as follows: 1. Number of Restricted Stock Units and Shares of Common Stock. The number of RSUs subject to your Award is set forth in the Grant Notice. Each RSU shall represent the right to receive one (1) share of Common Stock. The number of RSUs will increase by any dividend equivalents, as described in Section 3 below. The number of RSUs subject to your Award and the number of shares of Common Stock deliverable with respect to such RSUs may be adjusted from time to time for capitalization adjustments as described in Section 11(a) of the Plan. 2. Vesting. (a) Normal Vesting. Except as otherwise provided by this Award Agreement, Units shall vest and become Vested Units as provided in the Grant Notice. (b) Death/Disability. If you die or become Permanently Disabled (as defined below) while you are eligible to vest in RSUs under this Award, the RSUs will immediately vest and, if you die, will be distributed in shares of Common Stock (after applicable tax withholding, if any) to your designated beneficiary on file with the Company's stock administration department or Human Resources, or if no beneficiary has been designated or survives you or if beneficiary designation is not recognized by local legislation, then to your estate (in the case of death) or to you (in the case of Permanent Disability). Any shares of Common Stock will be distributed no later than the end of the calendar year immediately following the calendar year which contains your date of death or Permanent Disability; however, with respect to shares of Common Stock issued due to death, our administrative practice is to register such shares of Common Stock in the name of your beneficiary or estate within 60 days of the Company's receipt of any required documentation. (i) Permanently Disabled means your permanent disability as such term is defined in the long-term disability insurance provided by the Company, or if such insurance is not provided by Company, the term shall mean that you have 2024 Exec RSU Grant Notice/Agreement for 2019 Plan - Final A A A 4 has been deemed by a medical care provider to indefinitely be unable to perform the essential functions of your position with the Company with or without reasonable accommodation, such event satisfies the requirements of your becoming disabled under Code Section 409 and you have satisfied the Release / Certification Requirements set forth below. (ii) Release / Certification. You shall meet the Release / Certification requirements, if: (i) within 55 days following your Termination of Continuous Service because you are Permanently Disabled, you execute and deliver a general release of claims in favor of the Company, having such form and terms as the Company shall specify, and such release becomes irrevocable, and (ii) in all cases, you have complied with all other terms of the Award Agreement. (c) Continued Vesting on Retirement / Full Career Eligibility. In the event and for so long as you meet the Retirement/Full Career Eligibility Requirements described in Appendix A hereto at the time of your Termination of Continuous Service then, subject to the terms and conditions set forth in this Award Agreement (including, but not limited to, Section 12 - Right to Set Off and Section 20 - Clawback in this Award Agreement and the sections entitled **Your Obligations** and **Additional Conditions Precedent** in Appendix A), you will be eligible to continue to vest (as you otherwise would vest had you remain employed by the Company and/or an Affiliate through the applicable Vesting Date) with respect to this Award following your Termination of Continuous Service due to your qualifying Retirement/Full Career Eligibility. (d) No Vesting on Termination of Continuous Service. In the event of the Participant's Termination of Continuous Service for any reason prior to the Vesting Date, with or without Cause, other than as described in Sections 2(b) and 2(c), or as determined by the Company under Section 11 of the Plan, and to the extent any Units otherwise remain unvested upon the Participant's Termination of Continuous Service, the Participant shall forfeit and the Company shall automatically reacquire all Units which are not, as of the time of such termination, Vested Units, and the Participant shall not be entitled to any payment with respect to the shares of Common Stock or other consideration therefor. 3. Dividends. If the Company pays dividends with respect to the Common Stock (the date of any such payment is a Dividend Date), then Dividend equivalents shall then be credited to any then outstanding RSU. The amount of such dividend equivalent credit will be equal to the dollar value of dividends paid on an actual share of Common Stock on the Dividend Date, multiplied by the number of outstanding RSUs held by you pursuant to this Award as of the Dividend Date. This aggregate dollar amount will then be divided by the Fair Market Value on the Dividend Date of a share of Common Stock, and the resulting quotient shall be the number of additional RSUs (the "Additional RSUs") that will be credited to this Award. Such Additional RSUs will be subject to the Plan and the same vesting (on a pro-rata basis based on each vesting tranche of RSUs outstanding hereunder on the Dividend Date), forfeiture restrictions, restrictions on transferability, and settlement provisions as apply to the RSUs that are the subject of this Award and for avoidance of doubt Additional RSUs will also be eligible to accrue future dividend equivalents. 4. No Ownership Rights/Rights as a Shareholder/Other Restrictions. You shall have no rights as a shareholder with respect to any shares of Common Stock which may be 2024 Exec RSU Grant Notice/Agreement for 2019 Plan - Final A A A 5 issued in settlement of this Award until the date of the issuance of such share of Common Stock under the terms of this Award Agreement (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company). No adjustment shall be made for dividends, dividend equivalents, distributions or other rights for which the record date is prior to the date such certificate is issued, except as provided in Section 1. You also acknowledge that should there be a determination that the cancellation provisions of this award apply during the period when the vesting of any outstanding RSUs has been suspended, then you agree that such RSUs may be cancelled in whole or part. (See Section 12 **Right to Set Off** and Section 20 - **Clawback** in this Award Agreement and the section entitled **Additional Conditions Precedent** in Appendix A, as well as Section 24 - **Amendment** permitting suspension of vesting.) With respect to any applicable vesting date, the Company may impose for any reason, as of such vesting date for such period as it may specify in its sole discretion, such restrictions on the Common Stock to be issued to you as it may deem appropriate, including, but not limited to, restricting the sale, transfer, pledging, assignment, hedging or encumbrance of such shares of Common Stock. Such restrictions described in the last sentence shall not impact your right to vote or receive dividends with respect to the Common Stock. By accepting this Award, you acknowledge that during such specified period should there be a determination that the recovery provisions of this award apply, then you agree that you may be required to pay the Company up to an amount equal to the fair market value (determined as of the applicable vesting date) of the gross number of shares subject to such restrictions (notwithstanding the limitation set forth in the Section 12 - **Right to Set Off**). (See Section 20 - **Clawback** in this Award Agreement and the section entitled **Additional Conditions Precedent** in Appendix A.) 5. Payment. Subject to Section 11 below, you will not be required to make any payment to the Company with respect to your receipt of the Award, vesting of the RSUs, or the delivery of the shares of Common Stock subject to the RSUs. 6. Delivery of Shares. Subject to Sections 7 and 11 below, the Company will issue you one share of Common Stock for each RSU which vests under this Award Agreement, on the applicable vesting date or as soon as practicable thereafter, but not later than thirty (30) days from the Vesting Dates (the actual date of such issuance during such period shall be solely determined by the Company). The form of delivery (e.g., a stock certificate or electronic entry evidencing such shares of Common Stock) shall be determined by the Company. You hereby authorize the Company, in its sole discretion, to deposit for your benefit with a Company-designated brokerage firm or, at the Company's discretion, any other broker with which you have an account relationship of which the Company has notice any or all shares of Common Stock acquired by you pursuant to the settlement of the Award. Except as provided by the preceding sentence, a certificate for the shares of Common Stock as to which the Award is settled shall be registered in your name, or, if applicable, in the names of your heirs. 7. Restrictions on Grant of the Award and Issuance of Shares. The grant of the Award and issuance of shares of Common Stock upon settlement of the Award shall be subject to compliance with all applicable requirements of U.S. federal or state law with respect to such 2024 Exec RSU Grant Notice/Agreement for 2019 Plan - Final A A A 6 securities. No shares of Common Stock may be issued hereunder if the issuance of such shares of Common Stock would constitute a violation of any applicable U.S. federal or state securities laws or other laws or regulations or the**

action taken pursuant to its provisions, shall create or be construed to create a trust of any kind or a fiduciary relationship between the Company and any other person. 2024 Exec RSU Grant Notice/Agreement for 2019 Plan - Final

11. Withholding of Taxes. At the time the Grant Notice is executed, or at any time thereafter as requested by the Company, you hereby authorize withholding from payroll and any other amounts payable to you, and otherwise agree to make adequate provision for, any sums required to satisfy the U.S. federal, state, and local taxes required by law to be withheld with respect to any taxable event arising as a result of your participation in the Plan (referred to herein as "Tax-Related Items"). The Company or any Affiliate, as appropriate, shall have the authority and the right to deduct or withhold, or require you to remit an amount sufficient to satisfy applicable Tax-Related Items or to take such other action as may be reasonably necessary to satisfy such Tax-Related Items. In this regard, you authorize the Company and any Affiliate, or their respective agents, at their discretion, to satisfy the obligations with regard to all Tax-Related Items by one or a combination of the following: (a) withholding from your wages or other cash compensation paid to you; (b) withholding from proceeds of the sale of shares of Common Stock acquired upon vesting and settlement of the RSUs, either through a voluntary sale or through a mandatory sale arranged by the Company (on your behalf pursuant to this authorization); or (c) withholding in shares of Common Stock to be issued upon vesting and settlement of the RSUs; or (d) direct payment from you. The Company does not have any duty or obligation to minimize your liability for Tax-Related Items arising from the Award, and, will not be liable to you for any Tax-Related Items arising in connection with the Award. Finally, you shall pay any amount of Tax-Related Items that the Company or any Affiliate may be required to withhold as a result of his or her participation in the Plan that cannot be satisfied by the means previously described. The Company may refuse to issue or deliver the shares of Common Stock that may be issued in connection with the settlement of the RSUs if you fail to comply with your Tax-Related Items obligations. You represent, warrant and acknowledge that the Company has made no warranties or representations to you with respect to the income tax consequences of the transactions contemplated by this Award Agreement, and you are in no manner relying on the Company or the Company's representatives for an assessment of such tax consequences. YOU UNDERSTAND THAT THE TAX LAWS AND REGULATION ARE SUBJECT TO CHANGE. YOU SHOULD CONSULT YOUR OWN TAX ADVISOR REGARDING THE UNITS. NOTHING STATED HEREIN IS INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, FOR THE PURPOSE OF AVOIDING TAXPAYER PENALTIES.

12. Right to Set Off. Although the Company expects to settle this award in share(s) of Common Stock as of the applicable vesting date, as set forth in your Award Agreement, the Company may, to the maximum extent permitted by applicable law (including Section 409A of the Code to the extent it is applicable to you), retain for itself funds or the shares of Common Stock resulting from any vesting of this award to satisfy any obligation or debt that you owe to the Company and/or an Affiliate. Notwithstanding any bank account agreement with the 2024 Exec RSU Grant Notice/Agreement for 2019 Plan - Final

13. Company and/or an Affiliate pursuant to such bank account agreement to satisfy any obligation or debt owed by you under this award without your consent. This restriction on the Company does not apply to accounts described and authorized in Section 6 "Delivery of Shares" described above.

13. Notices. Any notice required to be given or delivered to the Company under the terms of this Award Agreement shall be in writing and addressed to the Company at its principal corporate offices. Any notice required to be given or delivered to the Participant shall be in writing and addressed to the Participant at the address maintained for the Participant in the Company's records or at the address of the local office of the Company or Affiliate at which the Participant works.

14. Miscellaneous. (a) The rights and obligations of the Company with respect to your Award shall be transferable to any one or more persons or entities, and all covenants and agreements hereunder shall inure to the benefit of, and be enforceable by the Company's successors and assigns. (b) You agree upon request to execute any further documents or instruments necessary or desirable in the sole determination of the Company to carry out the purposes or intent of your Award. (c) All obligations of the Company under the Plan and this Award Agreement will be binding on any successor to the Company, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation, or otherwise, of all or substantially all of the business and/or assets of the Company. (d) The Participant's rights, if any, in respect of or in connection with the Units are derived solely from the discretionary decision of the Company to permit the Participant to participate in the Plan and to benefit from a discretionary Award. By accepting the Units, the Participant expressly acknowledges that there is no obligation on the part of the Company to continue the Plan and/or grant any additional Units or other Awards to the Participant. The Units are not intended to be compensation of a continuing or recurring nature, or part of the Participant's normal or expected compensation, and in no way represents any portion of the Participant's salary, compensation, or other remuneration for purposes of pension benefits, severance, redundancy, resignation or any other purpose.

15. Headings. The headings of the Sections and subsections in this Award Agreement are inserted for convenience only and shall not be deemed to constitute a part of this Award Agreement or to affect the meaning of this Award Agreement.

16. Severability. If all or any part of this Award Agreement or the Plan is declared by any court or governmental authority to be unlawful or invalid, such unlawfulness or invalidity shall not invalidate any portion of this Award Agreement or the Plan not declared to be unlawful. 2024 Exec RSU Grant Notice/Agreement for 2019 Plan - Final

17. Compliance with Code Section 409A. (a) It is intended that the RSUs granted hereunder be exempt from or comply with the requirements of Code Section 409A, so that none of the RSUs, or the resulting shares of Common Stock or compensation, if any, shall be subject to the additional tax imposed by Section 409A. The vesting and settlement of such RSUs are intended to qualify for the short-term deferral exemption from Code Section 409A. Each installment of RSUs that vests is intended to constitute a separate payment for purposes of Treasury Regulation Section 1.409A-2(b)(2). As such, each eligible vested RSU shall be settled, per the terms of the Plan, the Grant Notice and this Award Agreement, within the short-term deferral period, as defined in Code Section 409A, the applicable Treasury Regulations and related guidance issued thereunder. Notwithstanding any other provision of the Plan, this Award Agreement, or the Grant Notice: (i) The Plan, this Award Agreement and the Grant Notice shall be interpreted in accordance with, and incorporate the terms and conditions required by, Code Section 409A and any Department of Treasury regulations and other applicable guidance issued thereunder (including any regulations or guidance that may be issued after the date hereof), and any ambiguities herein shall be interpreted to so comply. (ii) The Company reserves the right, to the extent the Company deems necessary or advisable in its sole discretion, to unilaterally amend or modify the Plan and/or this Award Agreement to ensure that the RSUs qualify for exemption from, comply with or otherwise avoid the imposition of any additional tax or income recognition under Code Section 409A; provided, however, that the Company makes no representations that the RSUs will be exempt from Code Section 409A and makes no undertaking to preclude Code Section 409A from applying to the RSUs. (b) Separation from Service; Required Delay in Payment to Specified Employee. Notwithstanding anything set forth herein to the contrary, no amount payable pursuant to this Award Agreement on account of your termination of Service which constitutes a deferral of compensation within the meaning of Code Section 409A shall be paid unless and until you have incurred a separation from service within the meaning of Code Section 409A. Furthermore, to the extent that you are a Specified Employee within the meaning of Code Section 409A as of the date of your separation from service, no amount that constitutes a deferral of compensation which is payable on account of your separation from service that would result in the imposition of additional tax under Code Section 409A if issued to you on or within the six (6) month period following your termination of an employment shall be paid to you before the date (the "Delayed Payment Date") which is the first day of the seventh month after the date of your separation from service or, if earlier, ten (10) days following the date of your death following such separation from service. All such amounts that would, but for this Section, become payable prior to the Delayed Payment Date will be accumulated and paid on the Delayed Payment Date. 2024 Exec RSU Grant Notice/Agreement for 2019 Plan - Final

18. Restrictions on Contracts and Payments for Insured Depository Institutions in Troubled Status. The parties acknowledge and agree that the restrictions contained in the Federal Deposit Insurance Act, Section 18(k) (12 U.S.C. §1828(k)), relating to contracts for and payment of executive compensation and benefits by insured depository institutions in a troubled condition could apply in the future. In the event that any such restrictions or any contractual arrangement with or required by a regulatory authority require the Company to seek or demand repayment or return of any payments made to you under this Award Agreement and the Plan for any reason, you agree to repay to the Company the aggregate amount of such payments no later than thirty (30) days following your receipt of a written notice from the Company indicating that payments received by you under this Award Agreement and the Plan are subject to recapture or clawback.

19. Authorization to Release Necessary Personal Information. You hereby authorize and direct the Company to collect, use and transfer in electronic or other form, any personal information (the "Data"), the nature and amount of your compensation and the fact and conditions of your participation in the Plan (including, but not limited to, your name, home address, telephone number, date of birth, social security number, salary, job title, number of shares held and the details of all RSUs or any other entitlement to shares awarded, cancelled, exercised, vested, unvested or outstanding) for the purpose of implementing, administering and managing your participation in the Plan. You understand that the Data may be transferred to the Company or any Affiliate, or to any third parties assisting in the implementation, administration and management of the Plan, including any requisite transfer to a brokerage firm or other third party assisting with administration of the Award or with whom shares acquired upon settlement of this Award or cash from the sale of such shares may be deposited. Furthermore, Participant acknowledges and understands that the transfer of the Data to the Company or any Affiliate, or to any third parties is necessary for your participation in the Plan. You may at any time withdraw the consents herein, by contacting the Company's stock administration department in writing. You further acknowledge that withdrawal of consent may affect your ability to realize benefits from the Award, and your ability to participate in the Plan.

20. Clawback. In consideration of the grant of this Award, you agree that this Award is subject to any clawback under Section 15 of the Plan and the Company's Compensation Clawback Policy (or any successor policy, the "Policy") adopted by the Board and in effect from time to time, as permitted by law. For the avoidance of doubt, nothing in these terms and conditions in any way limits the rights of the Company and/or an Affiliate under the Policy.

21. Counterparts. The Grant Notice may be executed in counterparts, including execution by facsimile, pdf or other electronic transmission, which, when taken together, will be deemed to constitute one and the same instrument.

22. Administration. The Committee shall have the power to interpret the Plan and this Award Agreement and to adopt such rules for the administration, interpretation and application of the Plan as are consistent therewith and to interpret, amend or revoke any such rules. All actions taken and all interpretations and determinations made by the Committee or the Board in good faith shall be final and binding upon you, the Company and all other interested persons. No member of the Committee or the Board shall be personally liable for any action, 2024 Exec RSU Grant Notice/Agreement for 2019 Plan - Final

23. Determination or interpretation made in good faith with respect to the Plan, this Award Agreement or the Units.

1. Governing Law. The interpretation, performance and enforcement of this Award Agreement shall be governed by the laws of the State of California, U.S.A. without regard to the conflict-of-laws rules thereof or of any other jurisdiction.

24. Amendment. The Committee or its nominee reserves the right to amend this Award Agreement in any manner, at any time and for any reason; provided, however, that no such amendment shall materially adversely affect your rights under this Award Agreement without your consent except to the extent that the Committee or its delegate considers advisable to (i) comply with applicable laws or changes in or interpretation of applicable laws, regulatory requirements and accounting rules or standards and/or (ii) make a change in a scheduled vesting date or impose the restrictions described above under Section 4 - No Ownership Rights/Rights as Shareholder/Other Restrictions, in either case, to the extent permitted by Section 409A of the Code if it is applicable to you. This Award Agreement may not be amended except in writing signed by the Chief Executive Officer or Chair of the Committee of the Company.

25. Internal Revenue Code Section 280G. Notwithstanding any provision of this Award Agreement to the contrary, in the event of a change in control and the Award is accelerated, and it would be more likely than not that all or a portion of any benefit payment under this Award Agreement, alone or together with any other compensation or benefit payable to Participant, will be a non-deductible expense to the Company by reason of Code Section 280G, the Company shall reduce, but not less than zero, the benefits payable under this Award Agreement or the Plan as necessary to avoid the application of Section 280G.

26. Governing Plan Documents. The Grant Notice, this Award Agreement, and the RSUs evidenced hereby (i) are made and granted pursuant to the Plan and are in all respects limited by and subject to the terms of the Plan, the provisions of which are hereby made a part of your Award, and is further subject to all interpretations, amendments, rules and regulations which may from time to time be promulgated and adopted pursuant to the Plan, and (ii) constitute the entire agreement between you and the Company on the subject matter hereof and supersede all proposals, written or oral, and all other communications between the parties related to the subject matter. In the event of any conflict between the provisions of your Award and those of the Plan, the provisions of the Plan shall control. 2024 Exec RSU Grant Notice/Agreement for 2019 Plan - Final

27. Appendix A to Restricted Stock Agreement Termination of Employment Except as explicitly set forth under Section 2 - Vesting of the Award Agreement and this Appendix A, any unvested RSUs outstanding under this Award will be cancelled effective on the termination of your Continuous Service for any reason. Subject to these terms and conditions (including, but not limited to, Sections 12 "Right to Set Off" and 20 - Clawback" in the Award Agreement, and the Sections "Your Obligations" and "Additional Conditions Precedent" in this Appendix A), however, a portion of your Award will be eligible to continue vesting as if you were still employed by the Company or an Affiliate though the Vesting Date if the following circumstances apply to you: Retirement/Full Career Eligibility Your RSUs under this Award may be eligible for continued vesting upon your qualified retirement if the Chief Executive Officer (or, if you are the Chief Executive Officer, the Committee or its nominee) determines, in their sole discretion, that: (a) you voluntarily terminated your Continuous Service with the Company and/or an Affiliate, and (b) you had completed at least six (6) years of Continuous Service with the Company and/or an Affiliate immediately preceding your termination date, and (c) your age on your date of termination equaled or exceeded sixty-two (62) and (d) you provided at least nine (9) months advance written notice to the Company of your intention to voluntarily terminate your employment under this provision, during which notice period you provided such services as requested by the Company and/or an Affiliate in a cooperative and professional manner and you did not perform any services for any other employer, and (e) continued vesting shall be appropriate, which determination shall be made prior to your termination and will be based on your performance and conduct (before and after providing notice). (f) you satisfied the Release/Confirmation Requirements set forth below. After receipt of such advance written notice, the Company and/or an Affiliate may choose to have you continue to provide services during such nine (9) month period as a condition to continued vesting or may, in its sole discretion, elect to shorten the length of the nine (9) month period to a date no earlier than the date you would otherwise meet the age and service requirements. Portion of Your Award Subject to Continued Vesting Following Retirement If you meet the requirements of this Appendix A, the number of RSUs under this Award that will be eligible to continue vesting following the termination of your Continuous Service, if any, will be a percentage of the RSUs that would have vested if your Continuous Service had continued through the Vesting Date (as determined in accordance with the Award Agreement) based on your years of Continuous Service preceding your Termination of Continuous Service, as follows: (a) 0% if you have at least 5 or less years of Continuous Service, 2024 Exec RSU Grant Notice/Agreement for 2019 Plan - Final

28. 13% if you have at least 6 but less than 7 years of Continuous Service, (b) 40% if you have at least 7 but less than 8 years of Continuous Service, (c) 60% if you have at least 8 but less than 9 years of Continuous Service, (d) 80% if you have at least 9 but less than 10 years of Continuous Service, or (e

or thereafter, directly or indirectly use or disclose to anyone any Confidential Information (as defined herein) related to the Company and/or an Affiliateâ€™s business or its customers except as explicitly permitted by the TriCo Bancshares Code of Ethics and Business Conduct Policy (as amended or replaced from time to time, the â€œCode of Conductâ€) and applicable policies or law or legal process. â€œConfidential Informationâ€ includes but is not limited to: (i) information received by the Company and/or an Affiliate from third parties under confidential conditions; (ii) intellectual property and trade 2024 Exec RSU Grant Notice/Agreement for 2019 Plan - FinalÂ Â Â 14secrets, technical, product, business, financial, or development information from the Company and/or an Affiliate, the use or disclosure of which reasonably might be construed to be contrary to the interest of the Company and/or an Affiliate; or (iii) other proprietary information or data, including, but not limited to, customer lists and information. In addition, following your termination of employment, you will not, without prior written authorization, access the Company and/or an Affiliateâ€™s private and internal information through telephonic, intranet or internet means.If you are required by law or requested to provide information to any private party, including the news media, related to your or anyone elseâ€™s employment with the Company and/or an Affiliate, you will, in advance of providing any response (to the extent lawfully permitted), and within five days of receiving any such legal demand or request, provide written notice to the Company and/or an Affiliate. Additionally, you agree to cooperate with the Company and/or an Affiliate in connection with the request for such information to the extent lawfully permitted.â€False StatementsYou will not, either during your Continuous Service with the Company and/or an Affiliate or thereafter, make any untrue statements, such that they are made with knowledge of their falsity or with reckless disregard for their truth or falsity, about the Company and/or an Affiliate, its employees, officers, directors or shareholders as a group in verbal, written, electronic or any other form. â€œCooperationYou will cooperate with any Company and/or Affiliate investigation, inquiry, or litigation, and provide full and accurate information to the Company and/or an Affiliate and its counsel with respect to any matter that relates to issues or events about which you may have knowledge or information, subject to reimbursement for actual, appropriate and reasonable out-of-pocket expenses incurred by you. â€œCompliance with Award AgreementYou will provide the Company and/or an Affiliate with any information reasonably requested to determine compliance with the Award Agreement, and you authorize the Company and/or an Affiliate to disclose the terms of the Award Agreement to any third party who might be affected thereby, including your prospective employer.Additional Conditions

Precedentâ€Detrimental Conduct, Risk Related and Other Cancellation/RecaptureIn addition to the cancellation provisions described under Sections 12 - Right to Set Off and 20 - Clawback in the Award Agreement, up to 100% of continued vesting of your RSUs under this CV Award is further subject to the condition that neither the Company nor an Affiliate in its sole discretion determines that: oAny of the following detrimental and risk-related conduct has occurred:you engaged in conduct detrimental to the Company and/or an Affiliate insofar as it causes material financial or reputational harm to the Company and/or an Affiliate or its business activities, or2024 Exec RSU Grant Notice/Agreement for 2019 Plan - FinalÂ Â Â 15this CV Award was based on materially inaccurate performance metrics, whether or not you were responsible for the inaccuracy, or this CV Award was based on a material misrepresentation by you, or you improperly or with gross negligence failed to identify, raise or assess, in a timely manner and as reasonably expected, risks and/or concerns with respect to risks material to the Company and/or an Affiliate or its business activities, oryour Continuous Service was terminated for Cause (as defined herein) or, in the case of a determination after the termination of your employment, that your Continuous Service could have been terminated for Cause; oryou have failed to comply with any of the advance notice/cooperation requirements or employment restrictions applicable to your termination of employment, oryou have failed to sign and return the release described under the section captioned â€œRelease/Confirmationâ€ by the specified deadline, oryou have violated any of the provisions as set forth above in the section captioned â€œYour Obligationsâ€.A termination â€œfor causeâ€, as such term may be defined in any written employment, consulting agreement, or change in control agreement (or similar agreement) entered into by and between the Company and you, but for the purpose of this Appendix A also includes your willful, continued and unreasonable failure to perform your duties or obligations under this Award Agreement, or if none, shall mean:(b)Â Â Â Â A material breach of your written employment or consulting agreement (or similar agreement) entered into by and between the Company and you;(c)Â Â Â Â A Your material violation of any written policies or procedures of Company;(d)Â Â Â Â A Your breach of duty of loyalty to the Company;(e)Â Â Â Â A You engage in any activity that brings disrepute or discredit on Company;(f)Â Â Â Â A You commit any act which is unlawful or materially detrimental to the business and affairs of Company;(g)Â Â Â Â A You commit any act of fraud, theft or embezzlement or other abuse of the property, information or funds of Company; or(h)Â Â Â Â A You are convicted of any felony or a crime involving deceit, moral turpitude or fraud.(i)Â Â Â Â A Your willful, continued and unreasonable failure to perform your duties or obligations under this Award Agreement.â€Performance Assessment by CEO / Committee for CEOUp to 75% of your CV Award may be cancelled if the Chief Executive Officer of the Company determines in his or her sole discretion that cancellation of up to 75% of the CV Award is appropriate in light of either or both of the following factors:2024 Exec RSU Grant Notice/Agreement for 2019 Plan - FinalÂ Â Â 16oYour performance in relation to the priorities for your position have been unsatisfactory for a sustained period of time, or oYour conduct is not consistent with the Companyâ€™s expectations as document in the Code of Conduct or the applicable ethics and conduct sections of the Companyâ€™s and/or Affiliateâ€™s Employee Handbook.Any determination above with respect to these performance provisions is subject to ratification by the Committee. In the case of an award to the Chief Executive Officer, all such determinations shall be made by the Committee and ratified by the Board.â€Company PerformanceIf the Companyâ€™s pre-tax provision income is negative for any of the four calendar quarters immediately preceding the date of the termination of your Continuous Service, then (1) only 25% of such portion of your CV Award shall be eligible for vesting on the Vesting Date and (2) the remaining 75% of such portion of your CV Award shall be automatically canceled and forfeited. â€œRecoveryIn addition, you may be required to pay the Company and/or an Affiliate up to an amount equal to the fair market value (determined as of the applicable Vesting Date) of the gross number of shares of Common Stock previously distributed under this CV Award as follows:oPayment may be required with respect to any shares of Common Stock distributed within the three year period prior to a notice-of-recovery under this section, if the Company and/or an Affiliate in its sole discretion determines that:you committed a fraudulent act, or engaged in knowing and willful misconduct related to your employment, or you violated any of the provisions as set forth above in the section captioned â€œYour Obligationsâ€, or you violated the restrictions and conditions set forth in this Appendix A following the termination of your employment.Notice-of-recovery under this subsection is a written (including electronic) notice from the Company and/or an Affiliate to you either requiring payment under this subsection or stating that the Company is evaluating requiring payment under this subsection. Without limiting the foregoing, notice-of-recovery will be deemed provided if the Company makes a good faith attempt to provide written (including electronic) notice at your last known address maintained in the Companyâ€™s and/or an Affiliateâ€™s employment records. For the avoidance of doubt, a notice-of-recovery that the Company is evaluating requiring payment under this subsection shall preserve the Companyâ€™s rights to require payment as set forth above in all respects and the Company shall be under no obligation to complete its evaluation other than as the Company may determine in its sole discretion.2024 Exec RSU Grant Notice/Agreement for 2019 Plan - FinalÂ Â Â 17For purposes of this subsection, shares of Common Stock distributed under this CV Award include shares of Common Stock withheld for tax purposes. However, it is the Companyâ€™s intention that you only be required to pay the amounts under this subsection with respect to shares of Common Stock that are or may be received by you following a determination of tax liability and that you will not be required to pay amounts with respect to shares of Common Stock representing irrevocable tax withholdings or tax payments previously made (whether by you or the Company and/or an Affiliate) that you will not be able to recover, recapture or reclaim (including as a tax credit, refund or other benefit). Accordingly, the Company will not require you to pay any amount that the Company or its nominee in his or her sole discretion determines is represented by such withholdings or tax payments.Payment may be made in shares of Common Stock or in cash. You agree that any repayment will be a lawful recovery under the terms and conditions of your Award Agreement and is not to be construed in any manner as a penalty.Nothing in the section in any way limits your obligations under Section 20 â€œ Clawback in the Award Agreement.â€Right to an InjunctionYou acknowledge that a violation or attempted violation of any of the provisions set forth in â€œYour Obligationsâ€ set forth herein will cause immediate and irreparable damage to the Company and/or an Affiliate, and therefore agree that the Company and/or an Affiliate shall be entitled as a matter of right to an injunction, from any court of competent jurisdiction, restraining any violation or further violation of any of the provisions set forth in â€œYour Obligationsâ€; such right to an injunction, however, shall be cumulative and in addition to whatever other remedies the Company and/or an Affiliate may have under law or equity.â€Suspension of VestingTo the extent provided under Section 24 â€œ Amendment in the Award Agreement, the Company reserves the right to suspend vesting of the CV Award and/or distribution of shares of Common Stock under the CV Award, including, without limitation, during any period that the Company is evaluating whether this CV Award is subject to cancellation and/or recovery and/or whether the conditions for distributions of shares of Common Stock under the CV Award are satisfied. The Company is not responsible for any price fluctuations during any period of suspension and, if applicable, suspended units will be reinstated consistent with Plan administration procedures. See Section 4 - No Ownership Rights/Rights as a Shareholder/Other Restrictions in the Award Agreement.Limitation on Restrictions and ConditionsNothing in this Appendix A precludes you from reporting to the Company and/or an Affiliateâ€™s management or directors, the government, a regulator, a self-regulatory agency, your attorneys or a court, conduct you believe to be in violation of the law or concerns of any known or suspected Code of Conduct violation. It is also not intended to prevent you from responding truthfully to questions or requests from the government, a regulator or in a court of law.2024 Exec RSU Grant Notice/Agreement for 2019 Plan - FinalÂ Â Â 18

EX-10.3.4 a103-2024nonexecpsuawardgr.htm EX-10.3 DocumentExhibit 10.3TRICO BANCSHARESPERFORMANCE AWARD GRANT NOTICETriCo Bancshares, a California corporation (the â€œCompanyâ€), pursuant to its 2019 Equity Incentive Plan (the â€œPlanâ€), hereby grants to the holder listed below (the â€œParticipantâ€ or â€œyouâ€), a Performance Award (the â€œAwardâ€). Such award shall be comprised of Performance Share Units (the â€œUnitsâ€ or â€œPSUsâ€), each of which is a right to receive the value of one (1) share of Common Stock, on the terms and conditions set forth herein and in the Performance Award Agreement attached hereto (the â€œAward Agreementâ€) and the Plan, which are incorporated herein by reference. Unless otherwise defined herein, the terms defined in the Plan shall have the same defined meanings in this Grant Notice and the Award Agreement.Participant:[insert name]Grant Date:March 1, 2024Target Number of Units:____, subject to adjustment as provided by the Award Agreement.Maximum Number of Units:# which is 150% of the Target Number of Units, subject to adjustment as provided by the Award Agreement.Performance Period:*Three years beginning March 1, 2024 and ending March 1, 2027 subject to Sections 3, 7.1 and 7.2 of the Award Agreement.*For performance periods that fall on weekends and holidays, this date will be the next business/trading day following such date.Performance Measure:The difference, measured in percentage points, for the Performance Period between the Company Total Shareholder Return and the Benchmark Index Total Return, both determined in accordance with SectionÂ 2.2 of the Award Agreement (or as otherwise provided in the Award Agreement).Benchmark Index:The KBW Regional Banking Index (Ticker Symbol *KRX)Relative Return Factor:A percentage (rounded to the nearest 1/10th of 1% and not greater than 150% or less than 0%) equal to the sum of 100% plus the product of 2 multiplied by the difference (whether positive or negative) equal to (i)Â the Company Total Shareholder Return minus (ii)Â the Benchmark Index Total Return, as illustrated by Appendix A.2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-1-Vesting Date:The â€œVesting Dateâ€ is the date upon which the Committee officially determines the degree of achievement of the Performance Measure in accordance with Section 2.2 of the Award Agreement (or as otherwise provided in the Award Agreement). The Vesting Date shall occur within 45 days following the final date of the Performance Period, except as otherwise provided by the Award Agreement.Vested Units:Provided that there has been no Termination of Continuous Service of Participant prior to the Vesting Date (except as otherwise provided by the Award Agreement), the number of Vested Units, if any (not to exceed the Maximum Number of Units), shall equal the product of (i)Â the Target Number of Units and (ii)Â the Relative Return Factor (rounded down to the nearest whole share), as illustrated by Appendix A.Settlement Date:For each Vested Unit, except as otherwise provided by the Award Agreement, a date occurring during the 28 day period following the Vesting Date, which date during such period shall be solely determined by the Company.By signing below or by electronic acceptance or authentication in a form authorized by the Company, the Participant agrees to be bound by the terms and conditions of the Plan, the Award Agreement (including Appendixes A and B) and the Grant Notice. The Participant has reviewed and fully understands all provisions of the Plan, the Award Agreement, and the Grant Notice in their entirety and has had an opportunity to obtain the advice of counsel prior to executing below. The Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Committee upon any questions arising under the Plan, the Award Agreement, the Grant Notice or relating to the Units.TRICO BANCSHARESPARTICIPANTBy: By:Â Â Â Â A Name:Richard P. SmithPrint Name:Â Â Â Â A Title:President & CEOÂ Â Â Â A Address:63 Constitution DriveChico, CA 95973Address:Â Â Â Â A Â Â Â Â A Â Â Â Â A Â Â Â Â A 2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-2-ATTACHMENTS:Â Â Â Â A Performance Award Agreement. A copy of the TriCo Bancshares 2019 Equity Incentive Plan, as amended, and the prospectus for the Plan prepared in connection with the registration with the Securities and Exchange Commission of the shares of Common Stock issuable pursuant to the Award are available on the Human Resources section of the Companyâ€™s intranet or upon request to Human Resources.2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-3-TRICO BANCSHARESPERFORMANCE AWARD AGREEMENTTriCo Bancshares (the â€œCompanyâ€) has granted to the Participant named in the Performance Award Grant Notice (the â€œGrant Noticeâ€), that this Performance Award Agreement (including Appendixes A and B, this â€œAward Agreementâ€) is attached, an Award consisting of Performance Share Units (the â€œUnitsâ€ or â€œPSUsâ€) subject to the terms and conditions set forth in the Grant Notice and this Award Agreement. This Award has been granted pursuant to the TriCo Bancshares 2019 Equity Incentive Plan (the â€œPlanâ€), as amended, the provisions of which are incorporated herein by reference. Participant agrees that any shares of Common Stock issued with respect to the Award are subject to the minimum holding requirements described in Section 10(f) of the Plan.Unless otherwise defined herein or in the Grant Notice, capitalized terms shall have the meanings assigned under the Plan.1.The Award.The Company hereby awards to the Participant the Target Number of Units set forth in the Grant Notice, which, depending on the extent to which a Performance Goal (as described by Plan) is attained during the Performance Period, may result in the Participant earning as little as zero (0) Units or as many as the Maximum Number of Units. Subject to the terms of this Award Agreement and the Plan, each Unit, to the extent it is earned and becomes a Vested Unit, represents a right to receive on the Settlement Date one (1) share of Common Stock or, at the discretion of the Committee, the Fair Market Value thereof in cash. Unless and until a Unit has vested and becomes a Vested Unit as set forth in the Grant Notice, the Participant will have no right to settlement of such Units (including any rights with respect dividends payable with respect to the underlying shares of Common Stock). Prior to settlement of any earned and vested Units, such Units will represent an unfunded and unsecured obligation of the Company.2.Performance Measurement.2.1Level of Performance Measure Attained. As soon as practicable following completion of the Performance Period, but in any event no later than the Vesting Date, the Committee shall certify in writing the level of attainment of the Performance Measure during the Performance Period, the resulting Relative Return Factor and the number of Units which have become Vested Units.2.2Components of Performance Measure. The components of Performance Measure shall be determined for the Performance Period in accordance with the following:(a)â€Company Total Shareholder Returnâ€ means the percentage point increase or decrease in (i)Â the Average Per Share Closing Price for the 30 trading day period 2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-1-ending on the last day of the Performance Period over (ii)Â the Average Per Share Closing Price for the 30 trading day period ending on the first day of the Performance Period.(b)â€Average Per Share Closing Priceâ€ means the average of the daily closing prices per share of Common Stock as reported on the Nasdaq Stock Market (or such other market on which shares of Common Stock are traded) for all trading days falling within an applicable 30 trading day period described in (a) above. The Average Per Share Closing Price shall be adjusted in each case to reflect an assumed reinvestment, as of the of applicable ex-dividend date, of all cash dividends and other cash distributions (excluding cash distributions resulting from share repurchases or redemptions by the Company) paid to shareholders during the 30 trading day period ending on the first day of the Performance Period and during the Performance Period. (c)â€Benchmark Index Total Returnâ€ means the percentage point increase or decrease in (i)Â the Average Closing Index Value for the 30 trading day period ending on the last day of the Performance Period over (ii)Â the Average Closing Index Value for the 30 trading day period ending on the first day of the Performance Period.(d)â€Average Closing Index Valueâ€ means the average of the daily closing index values of the Benchmark Index for all trading days falling within an applicable 30 trading day period described in (c) above.3.Vesting.3.1Normal Vesting. Except as otherwise provided by this Award Agreement, Units shall vest and become Vested Units as provided in the Grant Notice.3.2Vesting Upon a Change in Control. In the event of a Change in Control, vesting shall be determined in accordance with SectionÂ 7.1.3.Vesting Upon Involuntary Termination Following a Change in Control. In the event that upon or within twelve (12) months following the consummation of a Change in Control, the Participant experiences a Termination of Continuous Service due to Involuntary Termination, then vesting shall be determined in accordance with SectionÂ 7.2.3.Vesting Upon Death/Disability. If you die or become Permanently Disabled (as defined below) while you are eligible to vest in PSUs under this Award, the PSUs will immediately vest pro rata in a similar fashion as set forth in Section 7 and, if you die, will be distributed in shares of Common Stock (after applicable tax withholding, if any) to your designated beneficiary on file with the Companyâ€™s stock administration

department or Human Resources, or if no beneficiary has been designated or survives you or if beneficiary designation is not recognized by local legislation, then to your estate (in the case of death) or to you (in the case of Permanent Disability). Any shares of Common Stock will be distributed no later than the end of the calendar year immediately following the calendar year which contains your date of death or Permanent Disability; however, with respect to shares of Common Stock issued due to 2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-2-death, our administrative practice is to register such shares of Common Stock in the name of your beneficiary or estate within 60 days of the Company's receipt of any required documentation. (a) Permanently Disabled means your permanent disability as such term is defined in the long-term disability insurance provided by the Company, or if such insurance is not provided by Company, the term shall mean that you have been deemed by a medical care provider to indefinitely be unable to perform the essential functions your position with the Company or without reasonable accommodation, such event satisfies the requirements of you becoming disabled under Code Section 409 and you have satisfied the Release/Certification Requirements set forth below. (b) Release/Certification. You shall meet the Release/Certification requirements, if: (i) within 55 days following your Termination of Continuous Service because you are Permanently Disabled, you execute and deliver a general release of claims in favor of the Company, having such form and terms as the Company shall specify, and such release becomes irrevocable, and (ii) in all cases, you have complied with all other terms of the Award Agreement. 3.5 Continued Vesting on Retirement / Full Career Eligibility. In the event and for so long as you meet the Retirement/Full Career Eligibility Requirements described in Appendix B hereto at the time of your Termination of Continuous Service then, subject to the terms and conditions set forth in this Award Agreement (including, but not limited to, Section 4.5 Right to Set Off and Section 11.1 Clawback in this Award Agreement and the sections entitled Your Obligations and Additional Conditions Precedent in Appendix B to this Award Agreement) you will be eligible to continue to vest (as you otherwise would vest had you remain employed by the Company and/or an Affiliate through the Vesting Date) with respect to this Award following your Termination of Continuous Service due to your qualifying Retirement/Full Career Eligibility. 3.6 No Vesting on Termination of Continuous Service. In the event of the Participant's Termination of Continuous Service for any reason prior to the Vesting Date, with or without Cause, other than as described in Sections 3.2, 3.3, 3.4, or 3.5 or as determined by the Company under Section 11 of the Plan, and to the extent any Units otherwise remain vested upon the Participant's Termination of Continuous Service, the Participant shall forfeit and the Company shall automatically reacquire all Units which are not, as of the time of such termination, Vested Units, and the Participant shall not be entitled to any payment with respect to the shares of Common Stock or other consideration therefor. 3.7 Definitions. The following terms shall have the meanings set forth below: (a) Involuntary Termination means that a Participant experiences a Termination of Continuous Service by the Company without Cause or by the Participant for Good Reason. 2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-3. (b) Termination of Continuous Service for Cause means Termination of Continuous Service of the Participant by reason of any of the following: (i) a termination for cause, as such term may be defined in any written employment or consulting agreement (or similar agreement) entered into by and between the Company and the Participant; (ii) a material breach of the Participant's written employment or consulting agreement (or similar agreement) entered into by and between the Company and the Participant; (iii) a material violation of any written policies or procedures of Company; (iv) a breach of duty of loyalty to the Company; (v) The Participant engages in any activity that brings disrepute or discredit on Company; (vi) The Participant commits any act which is unlawful or materially detrimental to the business and affairs of Company; (vii) The Participant commits any act of fraud, theft or embezzlement or other abuse of the property, information or funds of Company; or (viii) The Participant is convicted of any felony or a crime involving deceit, moral turpitude or fraud. (c) The Participant's Termination of Continuous Service for Good Reason means Participant experiences any of the following (without Participant's consent): (i) a material diminution in the Participant's base compensation; (ii) a material diminution in the Participant's authority, duties, or responsibilities; (iii) a material change (of at least 50 miles) in geographic location at which the Participant must perform the services; or (iv) any other action or inaction that constitutes a material breach of the terms of an applicable employment or consulting agreement (or similar agreement). If Participant wishes to resign for Good Reason, (A) the Participant must provide the Company with a written notice describing the event which is giving rise to such right, which notice must be 2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-4 delivered to the Company no later than 60 days following the first occurrence of such event; (B) the Company must fail to cure such condition within 30 days of receipt of such notice and (C) Participant must resign within 30 days of the expiration of such cure period. Except as otherwise set forth in this Section 3 or as determined by the Committee under the terms of Section 11 of the Plan, in the event of a Change in Control, no acceleration of vesting shall occur with respect to the Units granted in this Award. 4. Settlement of the Award. 4.1 Issuance of Shares of Common Stock or Cash Equivalent. Subject to the provisions of Section 4.3 and Section 5 below, the Company shall issue to the Participant on the Settlement Date with respect to each Vested Unit to be settled on such date one (1) share of Common Stock. Shares of Common Stock issued in settlement of Vested Units shall not be subject to any restriction on transfer other than any such restriction as may be required pursuant to Section 4.3 or provided for in Section 10(f) of the Plan. At the discretion of the Committee, payment with respect to all or any portion of the Vested Units may be made in a lump sum cash payment in an amount equal to the Fair Market Value, determined as of the Settlement Date, of the shares of Common Stock or other securities or property otherwise issuable in settlement of such Vested Units. 4.2 Beneficial Ownership of Shares; Certificate Registration. The Participant hereby authorizes the Company, in its sole discretion, to deposit for the benefit of the Participant with a Company-designated brokerage firm or, at the Company's discretion, any other broker with which the Participant has an account relationship of which the Company has notice any or all shares of Common Stock acquired by the Participant pursuant to the settlement of the Award. Except as provided by the preceding sentence, a certificate for the shares of Common Stock as to which the Award is settled shall be registered in the name of the Participant, or, if applicable, in the names of the Participant's heirs. 4.3 Restrictions on Grant of the Award and Issuance of Shares. The grant of the Award and issuance of shares of Common Stock upon settlement of the Award shall be subject to compliance with all applicable requirements of U.S. federal or state law with respect to such securities. No shares of Common Stock may be issued hereunder if the issuance of such shares of Common Stock would constitute a violation of any applicable U.S. federal or state securities laws or other laws or regulations or the requirements of any stock exchange or market system upon which the shares of Common Stock may then be listed. The inability of the Company to obtain from any regulatory body having jurisdiction the authority, if any, deemed by the Company's legal counsel to be necessary to the lawful issuance of any shares of Common Stock subject to the Award shall relieve the Company of any liability in respect of the failure to issue such shares of Common Stock as to which such requisite authority shall not have been obtained. As a condition to the settlement of the Award, the Company may require the Participant to satisfy any qualifications that may be necessary or appropriate, to evidence compliance with any applicable law or regulation and to make any representation or warranty 2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-5 with respect thereto as may be requested by the Company. Further, regardless of whether the transfer or issuance of the shares of Common Stock to be issued pursuant to the Units has been registered under the Securities Act or has been registered or qualified under the securities laws of any State, the Company may impose additional restrictions upon the sale, pledge, or other transfer of the shares of Common Stock (including the placement of appropriate legends on stock certificates and the issuance of stop-transfer instructions to the Company's transfer agent) if, in the judgment of the Company and the Company's counsel, such restrictions are necessary in order to achieve compliance with the provisions of the Securities Act, the securities laws of any State, or any other law. 4.4 Fractional Shares. The Company shall not be required to issue fractional shares of Common Stock upon the settlement of the Award. 4.5 A Right to Set Off. Although the Company expects to settle this award in share(s) of Common Stock as of the applicable vesting date, as set forth in your Award Agreement, the Company may, to the maximum extent permitted by applicable law (including Section 409A of the Code to the extent it is applicable to you), retain for itself funds or the shares of Common Stock resulting from any vesting of this award to satisfy any obligation or debt that you owe to the Company and/or an Affiliate. Notwithstanding any bank account agreement with the Company and/or an Affiliate to the contrary, the Company will not recoup or recover any amount owed from any funds or unrestricted securities held in your name and maintained at the Company and/or Affiliate pursuant to such bank account agreement to satisfy any obligation or debt owed by you under this award without your consent. 5. Tax Withholding and Advice. 5.1 In General. Subject to Section 5.2, at the time the Grant Notice is executed, or at any time thereafter as requested by the Company, the Participant hereby authorizes withholding from payroll and any other amounts payable to the Participant, and otherwise agrees to make adequate provision for, any sums required to satisfy the U.S. federal, state, and local taxes required by law to be withheld with respect to any taxable event arising as a result of the Participant's participation in the Plan (referred to herein as Tax-Related Items). 5.2 Withholding of Taxes. The Company or any Affiliate, as appropriate, shall have the authority and the right to deduct or withhold, or require the Participant to remit an amount sufficient to satisfy applicable Tax-Related Items or to take such other action as may be reasonably necessary to satisfy such Tax-Related Items. In this regard, the Participant authorizes the Company and any Affiliate, or their respective agents, at their discretion, to satisfy the obligations with regard to all Tax-Related Items by one or a combination of the following: (a) withholding from the Participant's wages or other cash compensation paid to the Participant; or (b) withholding from proceeds of the sale of shares of Common Stock acquired upon vesting and settlement of the PSUs, either through a voluntary sale or through a 2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-6 mandatory sale arranged by the Company (on the Participant's behalf pursuant to this authorization); or (c) withholding in shares of Common Stock to be issued upon vesting and settlement of the PSUs; or (d) direct payment from the Participant. The Company does not have any duty or obligation to minimize the Participant's liability for Tax-Related Items arising from the Award, and will not be liable to the Participant for any Tax-Related Items arising in connection with the Award. Finally, the Participant shall pay any amount of Tax-Related Items that the Company or any Affiliate may be required to withhold as a result of his or her participation in the Plan that cannot be satisfied by the means previously described. The Company may refuse to issue or deliver the shares of Common Stock that may be issued in connection with the settlement of the PSUs if the Participant fails to comply with his or her Tax-Related Items obligations. 5.3 Tax Advice. The Participant represents, warrants and acknowledges that the Company has made no warranties or representations to the Participant with respect to the income tax consequences of the transactions contemplated by this Award Agreement, and the Participant is in no manner relying on the Company or the Company's representatives for an assessment of such tax consequences. THE PARTICIPANT UNDERSTANDS THAT THE TAX LAWS AND REGULATIONS ARE SUBJECT TO CHANGE. THE PARTICIPANT SHOULD CONSULT HIS OR HER OWN TAX ADVISOR REGARDING THE UNITS. NOTHING STATED HEREIN IS INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, FOR THE PURPOSE OF AVOIDING TAXPAYER PENALTIES. 6. Authorization to Release Necessary Personal Information. The Participant hereby authorizes and directs the Participant's service recipient to collect, use and transfer in electronic or other form, any personal information (the Data), the nature and amount of the Participant's compensation and the fact and conditions of the Participant's participation in the Plan (including, but not limited to, the Participant's name, home address, telephone number, date of birth, social security number, salary, job title, number of shares of Common Stock held and the details of all Units or any other entitlement to shares of Common Stock awarded, cancelled, exercised, vested, unvested or outstanding) for the purpose of implementing, administering and managing the Participant's participation in the Plan. The Participant understands that the Data may be transferred to the Company or any Affiliate, or to any third parties assisting in the implementation, administration and management of the Plan, including any requisite transfer to a brokerage firm or other third party assisting with administration of the Award or with whom shares of Common Stock acquired upon settlement of this Award or cash from the sale of such shares of Common Stock may be deposited. Furthermore, the Participant acknowledges and understands that the transfer of the Data to the Company or any Affiliate, or to any third parties is necessary for Participant's participation in the Plan. The Participant may at any time withdraw the consents herein, by contacting the 2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-7 Company's stock administration department in writing. The Participant further acknowledges that withdrawal of consent may affect the Participant's ability to realize benefits from the Award, and the Participant's ability to participate in the Plan. 7. Change in Control. In the event of a Change in Control, this Section 7 shall determine the treatment of the Units which have not otherwise become Vested Units. 7.1 Effect of Change in Control on Award. In the event of a Change in Control which occurs more than 12 months following the Grant Date, the Performance Period shall end on the day immediately preceding the Change in Control (the Adjusted Performance Period). The number and vesting of Units shall be determined for the Adjusted Performance Period in accordance with the following: (a) Vested Units. In the Committee's determination of the number of Vested Units for the Adjusted Performance Period, the following modifications shall be made to the components of the Relative Return Factor: (i) The Company Total Shareholder Return shall be determined as provided by Section 2.2, except that the Average Per Share Closing Price for the thirty (30) trading day period ending on the last day of the Adjusted Performance Period shall be replaced with the price per share of Common Stock to be paid to the holder thereof in accordance with the definitive agreement governing the transaction constituting the Change in Control (or, in the absence of such agreement, the closing price per share of Common Stock as reported on the Nasdaq Stock Market for the last trading day of the Adjusted Performance Period), adjusted to reflect an assumed reinvestment, as of the applicable ex-dividend date, of all cash dividends and other cash distributions (excluding cash distributions resulting from share repurchases or redemptions by the Company) paid to shareholders during the Adjusted Performance Period, as illustrated in Section 2.2. (ii) The Benchmark Index Total Return shall be determined as provided by Section 2.2, except that for the purposes of clause (a) thereof, the Average Closing Index Value shall be determined for the 30 trading day period ending on the last day of the Adjusted Performance Period. (b) Vested Units. As of the last day of the Adjusted Performance Period and provided that the Participant has not Termination of Continuous Service prior to such date, a portion of the Units determined in accordance with Section 7.1 (a) shall become Vested Units (the Accelerated Units), with such portion determined by multiplying the total number of Units by a fraction, the numerator of which equals the number of days contained in the Adjusted Performance Period and the denominator of which equals the number of days contained in the original Performance Period determined without regard to this Section. The Accelerated Units shall be settled in accordance Section 4 immediately prior to the consummation of the Change in Control. 2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-8. 7.2 Involuntary Termination Upon or Following Change in Control. If Section 7.1 does not apply, in the event that upon or within twelve (12) months following the consummation of the Change in Control (but no earlier than the twelve month anniversary of the Grant Date), the Participant experiences an Involuntary Termination, the Units determined in accordance with Section 7.1 (a) (as if Section 7.1 applied) shall be deemed Vested Units effective as of the date of the Participant's Involuntary Termination and shall be settled in accordance with Section 4, treating the date of the Participant's Termination of Continuous Service as the Vesting Date, provided that payment for each Vested Unit shall be made in the amount and in the form of the consideration (whether stock, cash, other securities or property or a combination thereof) to which a holder of a share of Common Stock on the effective date of the Change in Control was entitled (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding shares of Common Stock). 7.3 Internal Revenue Code Section 280G. Notwithstanding any provision of this Award Agreement to the contrary, in the event that it would be more likely than not that all or a portion of any benefit payment under this Award Agreement, alone or together with any other compensation or benefit payable to Participant, will be a non-deductible expense to the Company by reason of Code Section 280G, the Company shall reduce, but not less than zero, the benefits payable under this Award Agreement or the Plan as necessary to avoid the application of Section 280G. 8. Adjustments for Changes in Capital Structure. The number of Units awarded pursuant to this Award Agreement is subject to adjustment as provided in Section 11(a) of the Plan and otherwise is subject to Section 11(c) of the Plan, to the extent such section does not contradict Section 7 of this Award Agreement. Upon the occurrence of an event described in Plan Section 11(a), any and all new, substituted or additional securities or other property to which a holder of a share of Common Stock issuable in settlement of the Award would be entitled shall be immediately subject to the Award Agreement and included within the meaning of the terms of shares of Common Stock for all purposes of the Award. The Participant shall be notified of such adjustments and such adjustments shall be binding upon the Company and the Participant. 9. No Entitlement or Claims for Compensation. 9.1 The Participant's rights, if any, in respect of or in connection with the Units are derived solely from the discretionary decision of the Company to permit the Participant to participate in the Plan and to benefit from a discretionary Award. By accepting the Units, the Participant expressly acknowledges that there is no obligation on the part of the Company to continue the Plan and/or grant any additional Units or other Awards to the Participant. The Units are not intended to be compensation of a continuing or recurring nature, or part of the Participant's normal or expected compensation, and in no way represents any portion of the Participant's salary, compensation, or other remuneration for purposes of pension benefits, severance, redundancy, resignation or any other purpose. 2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-9. 9.2 Neither the Plan nor the Units shall be deemed to give the Participant a right to remain an Employee, Director or Consultant of the Company or any Affiliate. The Company reserves the right to terminate the employment or service of the Participant at any time, with or without cause, and for any reason, subject to applicable laws, the Company's Articles of Incorporation and Bylaws and the Participant's written employment or consulting agreement (or similar agreement) (if any), and the Participant shall be deemed

irrevocably to have waived any claim to damages or specific performance for breach of contract or dismissal, compensation for loss of office, tort or otherwise with respect to the Plan, this Award, Units or any other outstanding Award that is forfeited and/or is terminated by its terms or to any future Award.10.Rights as a Shareholder.The Participant shall have no rights as a shareholder with respect to any shares of Common Stock which may be issued in settlement of this Award until the date of the issuance of such share of Common Stock under this Award Agreement (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company). No adjustment shall be made for dividends, dividend equivalents, distributions or other rights for which the record date is prior to the date such certificate is issued, except as provided in Section4.8.11.Miscellaneous Provisions.11.1.Clawback. In consideration of the grant of this Award, you agree that this Award is subject to any clawback under Section 15 of the Plan and the Company's Compensation Clawback Policy (or any successor policy, the "Policy") adopted by the Board and in effect from time to time, as permitted by law. For the avoidance of doubt, nothing in these terms and conditions in any way limits the rights of the Company and/or an Affiliate under the Policy.11.2.Amendment. The Committee may amend this Award Agreement at any time; provided, however, that no such amendment may adversely affect the Participant's rights under this Award Agreement without the consent of the Participant, except to the extent such amendment is necessary to comply with applicable law, including, but not limited to, Code Section 409A. No amendment or addition to this Award Agreement shall be effective unless in writing and signed by the parties to this Award Agreement.11.3.Nontransferability of the Award. Prior to the issuance of shares of Common Stock on the applicable Settlement Date, no right or interest of the Participant in the Award nor any shares of Common Stock issuable on settlement of the Award shall be in any manner pledged, encumbered, or hypothecated to or in favor of any party other than the Company or shall become subject to any lien, obligation, or liability of such Participant to any other party other than the Company. Except as otherwise provided by the Committee, no Award 2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-10-shall be assigned, transferred or otherwise disposed of other than by will or the laws of descent and distribution. All rights with respect to the Award shall be exercisable during the Participant's lifetime only by the Participant or the Participant's guardian or legal representative.11.4.Further Instruments. The parties hereto agree to execute such further instruments and to take such further action as may reasonably be necessary to carry out the intent of this Award Agreement.11.5.Binding Effect. This Award Agreement shall inure to the benefit of the successors and assigns of the Company and, subject to the restrictions on transfer set forth herein, be binding upon the Participant and the Participant's heirs, executors, administrators, successors and assigns.11.6.Notices. Any notice required to be given or delivered to the Company under the terms of this Award Agreement shall be in writing and addressed to the Company at its principal corporate offices. Any notice required to be given or delivered to the Participant shall be in writing and addressed to the Participant at the address maintained for the Participant in the Company's records or at the address of the local office of the Company or Affiliate at which the Participant works.11.7.Construction of Award Agreement. The Grant Notice, this Award Agreement, and the Units evidenced hereby (i) are made and granted pursuant to the Plan and are in all respects limited by and subject to the terms of the Plan, the provisions of which are hereby made a part of Participant's Award, and is further subject to all interpretations, amendments, rules and regulations which may from time to time be promulgated and adopted pursuant to the Plan, and (ii) constitute the entire agreement between the Participant and the Company on the subject matter hereof and supersede all proposals, written or oral, and all other communications between the parties related to the subject matter. In the event of any conflict between the provisions of Participant's Award and those of the Plan, the provisions of the Plan shall control. The headings of the Sections in this Award Agreement are inserted for convenience only and shall not be deemed to constitute a part of this Award Agreement or to affect the meaning of this Award Agreement. 11.8.Governing Law. The interpretation, performance and enforcement of this Award Agreement shall be governed by the laws of the State of California, U.S.A. without regard to the conflict-of-laws rules thereof or of any other jurisdiction.11.9.Section 409A.(a)Compliance with Code Section 409A. It is intended that the Performance Share Units granted hereunder be exempt from or comply with the requirements of Code Section 409A, so that none of the Units, or the resulting shares of Common Stock or compensation, if any, shall be subject to the additional tax imposed by Section 409A. The vesting and settlement of such Units are intended to qualify for the "short-term deferral" exemption from Code Section 409A. Each installment of Units that vests is intended to constitute 2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-11-a "separate payment" for purposes of Treasury Regulation Section 1.409A-2(b)(2). As such, each eligible Vested Unit shall be settled, per the terms of the Plan, the Grant Notice and this Award Agreement, within the short-term deferral period, as defined in Code Section 409A, the applicable Treasury Regulations and related guidance issued thereunder. Notwithstanding any other provision of the Plan, this Award Agreement, the Grant Notice or the Plan:(i)The Plan, this Award Agreement and the Grant Notice shall be interpreted in accordance with, and incorporate the terms and conditions required by, Code Section 409A and any Department of Treasury regulations and other applicable guidance issued thereunder (including any regulations or guidance that may be issued after the date hereof), and any ambiguities herein shall be interpreted to so comply. (ii) The Company reserves the right, to the extent the Company deems necessary or advisable in its sole discretion, to unilaterally amend or modify the Plan and/or this Award Agreement to ensure that the Units qualify for exemption from, comply with or otherwise avoid the imposition of any additional tax or income recognition under Code Section 409A; provided, however, that the Company makes no representations that the Units will be exempt from Code Section 409A and makes no undertaking to preclude Code Section 409A from applying to the Units.(b)Separation from Service; Required Delay in Payment to Specified Employee. Notwithstanding anything set forth herein to the contrary, no amount payable pursuant to this Award Agreement on account of the Participant's Termination of Continuous Service which constitutes a "deferral of compensation" within the meaning of Code Section 409A shall be paid unless and until the Participant has incurred a "separation from service" within the meaning of Code Section 409A. Furthermore, to the extent that the Participant is a "Specified Employee" within the meaning of Code Section 409A as of the date of the Participant's separation from service, no amount that constitutes a deferral of compensation which is payable on account of the Participant's separation from service that would result in the imposition of additional tax under Code Section 409A if issued to Participant on or within the six (6) month period following Participant's separation from service shall be paid to the Participant before the date (the "Delayed Payment Date") which is the first day of the seventh month after the date of the Participant's separation from service or, if earlier, ten (10) days following the date of the Participant's death following such separation from service. All such amounts that would, but for this Section, become payable prior to the Delayed Payment Date will be accumulated and paid on the Delayed Payment Date.11.10.Restrictions on Contracts and Payments for Insured Depository Institutions in Troubled Status. The parties acknowledge and agree that while the restrictions contained in the Federal Deposit Insurance Act, Section 18(k) [12 U.S.C. §1828(k)], relating to contracts for and payment of executive compensation and benefits by insured depository institutions in a "troubled" condition, do not currently apply to the Company or the Participant, such provisions could apply in the future. In the event that any such restrictions or any contractual arrangement with or required by a regulatory authority require the Company to seek or demand repayment or return of any payments made to the Participant under this Award 2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-12-Agreement and the Plan for any reason, the Participant agrees to repay to the Company the aggregate amount of such payments no later than thirty (30) days following the Participant's receipt of a written notice from the Company indicating that payments received by the Participant under this Award Agreement and the Plan are subject to recapture or clawback.11.11.Administration. The Committee shall have the power to interpret the Plan and this Award Agreement and to adopt such rules for the administration, interpretation and application of the Plan as are consistent therewith and to interpret, amend or revoke any such rules. All actions taken and all interpretations and determinations made by the Committee or the Board in good faith shall be final and binding upon the Participant, the Company and all other interested persons. No member of the Committee or the Board shall be personally liable for any action, determination or interpretation made in good faith with respect to the Plan, this Award Agreement or the Units.11.12.Counterparts. The Grant Notice may be executed in counterparts, including execution by facsimile, pdf or other electronic transmission, which, when taken together, will be deemed to constitute one and the same instrument.11.13.Severability. If all or any part of this Award Agreement or the Plan is declared by any court or governmental authority to be unlawful or invalid, such unlawfulness or invalidity shall not invalidate any portion of this Award Agreement or the Plan not declared to be unlawful or invalid. Any Section of this Award Agreement (or part of such a Section) so declared to be unlawful or invalid shall, if possible, be construed in a manner which will give effect to the terms of such Section or part of a Section to the fullest extent possible while remaining lawful and valid.2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-13-APPENDIX A ILLUSTRATION OF RELATIVE RETURN FACTOR AND RESULTING NUMBER OF VESTED UNITSPercentage Point Difference of Company TSR Over/Under Benchmark Index Total ReturnRelative Return Factor0.0104108%1,0803106%1,0602104%1,0401102%1,0200100%1,000-198%980-296%960-394%940-492%920-590%900-688%880-786%860-884%840-982%820-1080%800-1570%700-2060%600-2550%500-25 and less0%2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-14-APPENDIX A (CONTINUED) ILLUSTRATIONS OF CALCULATION OF VESTED UNITSPer 1,000 TARGET UNITSCompany Total Shareholder Return Exceeds Benchmark Index Total ReturnAssumptions:Target Number of Units1,000TCBK:Average Per Share Closing Price (beginning)\$25.00Average Per Share Closing Price (ending)\$30.00KBW Regional Banking Index:Average Closing Index Value (beginning)\$80.00Average Closing Index Value (ending)\$90.00Computations:Company Total Shareholder Return((30.00 / 25.00) - 1) x 10020.0%Benchmark Index Total Return((90.00 / 80.00) - 1) x 10012.5%Relative Return Factor100 + (2.0 x (20.0 - 12.5))115.0%Vested Units1,000 x 115.0%1,1502024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-15-APPENDIX A (CONTINUED) ILLUSTRATIONS OF CALCULATION OF VESTED UNITSPer 1,000 TARGET UNITSCompany Total Shareholder Return Is Less Than Benchmark Index Total ReturnAssumptions:Target Number of Units1,000TCBK:Average Per Share Closing Price (beginning)\$25.00Average Per Share Closing Price (ending)\$30.00KBW Regional Banking Index:Average Closing Index Value (beginning)\$80.00Average Closing Index Value (ending)\$100.00Computations:Company Total Shareholder Return((30.00 / 25.00) - 1) x 10020.0%Benchmark Index Total Return((100.00 / 80.00) - 1) x 10025.0%Relative Return Factor100 + (2.0 x (20.0 - 25.0))90.0%Vested Units1,000 x 90.0%9002024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-16-Appendix B to Performance Award AgreementTermination of EmploymentExcept as explicitly set forth under "Section 3 - Vesting" of the Award Agreement and this Appendix B, any unvested PSU outstanding under this Award will be cancelled effective on the termination of your Continuous Service for any reason.Subject to these terms and conditions (including, but not limited to, "Sections 4.5 "Right to Set Off" and "Section 11.1 - Clawback" in the Award Agreement, and the Sections "Your Obligations" and "Additional Conditions Precedent" in this Appendix B), however, a portion of your PSUs will be eligible to continue vesting as if you were still employed by the Company or an Affiliate through the Vesting Date if the following circumstances apply to you:Retirement/Full Career EligibilityYour PSUs under this Award may be eligible for continued vesting upon your qualified retirement if the Chief Executive Officer (or, if you are the Company's Chief Executive Officer, the Committee or its nominee) determines, in their sole discretion, that:you voluntarily terminated your Continuous Service with the Company and/or an Affiliate, andyou had completed at least eleven (11) years of Continuous Service with the Company and/or an Affiliate immediately preceding your termination date,And your age on your date of termination equaled or exceeded sixty-five (65)And you provided at least nine (9) months advance written notice to the Company of your intention to voluntarily terminate your employment under this provision, during which notice period you provided such services as requested by the Company and/or an Affiliate in a cooperative and professional manner and you did not perform any services for any other employer,And continued vesting shall be appropriate, which determination shall be made prior to your termination and will be based on your performance and conduct (before and after providing notice),And you satisfied the Release/Confirmation Requirements set forth below.After receipt of such advance written notice, the Company and/or an Affiliate may choose to have you continue to provide services during such nine (9) month period as a condition to continued vesting or may, in its sole discretion, elect to shorten the length of the nine (9) month period to a date no earlier than the date you would otherwise meet the age and service requirements.Portion of Your PSUs Subject to Continued Vesting Following RetirementIf you meet the requirements of this Appendix B, the number of PSUs under this Award that will be eligible to continue vesting following the termination of your Continuous Service, if any, will be a percentage of the PSUs that would have vested if your Continuous Service had continued through the Vesting Date (as determined in accordance with the Award Agreement and 2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-17-Appendix A) based on your years of Continuous Service preceding your Termination of Continuous Service, as follows:0% if you have at least 10 or less years of Continuous Service,20% if you have at least 11 but less than 12 years of Continuous Service,40% if you have at least 12 but less than 13 years of Continuous Service,60% if you have at least 13 but less than 14 years of Continuous Service,80% if you have at least 14 but less than 15 years of Continuous Service, or100% if you have 15 or more years of Continuous Service.There is no pro rata credit for partial years of Continuous Service.The portion of your Award that is subject to continued vesting upon your qualifying retirement is referred to as the "CV Award." Any portion of your Award that does not continue to vest hereunder will, upon the date of your Termination of Continuous Service, be immediately cancelled and forfeited as of such date without any payment or other consideration therefor. So, for example, if you have 12.5 years of Continuous Service immediately preceding your Termination of Continuous Service and the Committee determines that, based on the degree of achievement of the Performance Measures and the terms of Appendix A, the number of vested PSUs under your Award would be 110 PSUs, then you would be entitled to 44 PSUs (i.e., 40% of 110 PSUs), subject to potential adjustment described in this Appendix B.Release/ConfirmationTo qualify for continued vesting after your Termination of Continuous Service as described in this Appendix B:you must timely execute and deliver a release of claims in favor of the Company and its Affiliates, having such form and terms as the Company shall specify within 30 days of the termination of your Continuous Service, prior to the termination of your Continuous Service, you must confirm with management that you meet the eligibility criteria (including providing at least nine (9) months advance written notification), advise that you are seeking to be treated as an individual eligible for Retirement/Full Career Eligibility, and receive written consent to such continued vesting, andin all cases, complied with all other terms of the Award Agreement. (See section captioned "Your Obligations".)Your ObligationsIn consideration of the grant of this CV Award, you agree to comply with and be bound by the obligations set forth below next to the subsections captioned "Confidentiality & Non-Solicitation", "False Statements", "Cooperation", "Compliance with Award Agreement" and "Notice Period."Confidentiality & Non-Solicitation2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-18-You will not, either during your Continuous Service with the Company and/or an Affiliate or thereafter, directly or indirectly use or disclose to anyone any Confidential Information (as defined herein) related to the Company and/or an Affiliate's business or its customers except as explicitly permitted by the TriCo Bancshares Code of Ethics and Business Conduct Policy (as amended or replaced from time to time, the "Code of Conduct") and applicable policies or law or legal process. Confidential Information includes but is not limited to: (i) information received by the Company and/or an Affiliate from third parties under confidential conditions; (ii) intellectual property and trade secrets, technical, product, business, financial, or development information from the Company and/or an Affiliate, the use or disclosure of which reasonably might be construed to be contrary to the interest of the Company and/or an Affiliate; or (iii) other proprietary information or data, including, but not limited to, customer lists and information. In addition, following your termination of employment, you will not, without prior written authorization, access the Company and/or an Affiliate's private and internal information through telephonic, intranet or internet means.If you are required by law or requested to provide information to any private party, including the news media, related to your or anyone else's employment with the Company and/or an Affiliate, you will, in advance of providing any response (to the extent lawfully permitted), and within five days of receiving any such legal demand or request, provide written notice to the Company and/or an Affiliate. Additionally, you agree to cooperate with the Company and/or an Affiliate in connection with the request for such information to the extent lawfully permitted.False StatementsYou will not, either during your Continuous Service with the Company and/or an Affiliate or thereafter, make any untrue statements, such that they are made with knowledge of their falsity or with reckless disregard for their truth or falsity, about the Company and/or an Affiliate, its employees, officers, directors or shareholders as a group in verbal, written, electronic or any other form. CooperationYou will cooperate with any Company and/or Affiliate investigation, inquiry, or litigation, and provide full and accurate information to the Company and/or an Affiliate and its counsel with respect to any matter that relates to issues or events about which you may have knowledge or information, subject to reimbursement for actual, appropriate and reasonable out-of-pocket expenses incurred by you. Compliance with Award AgreementYou will provide the Company and/or an Affiliate with any information reasonably requested to determine compliance with the Award Agreement, and you authorize the Company and/or an Affiliate to disclose the terms of the Award Agreement to any third party who might be affected thereby, including your prospective employer.2024 NonExec PSU Grant Notice/Agreement for 2019 Plan - Final-19-Additional Conditions Precedent(a)Detrimental Conduct, Risk Related and Other Cancellation/RecaptureIn addition to the cancellation provisions described under Sections "4.5 - Right to Set Off" and "11.1 - Clawback" in the Award Agreement, up to 100% of continued vesting of your PSUs under this CV Award is further subject to the condition that neither the Company nor an Affiliate in its sole discretion determines that:0Any of the following detrimental and risk-related conduct has

[illegible]

abuse of the property, information or funds of Company; or(viii) The Participant is convicted of any felony or a crime involving deceit, moral turpitude or fraud.(c)The Participantâ€™s Termination of Continuous Service for â€œGood Reasonâ€ means Participant experiences any of the following (without Participantâ€™s consent):(i)a material diminution in the Participantâ€™s base compensation;(ii)a material diminution in the Participantâ€™s authority, duties, or responsibilities;(iii)a material change (of at least 50 miles) in geographic location at which the Participant must perform the services; or(iv)any other action or inaction that constitutes a material breach of the terms of an applicable employment or consulting agreement (or similar agreement).If Participant wishes to resign for Good Reason, (A) the Participant must provide the Company with a written notice describing the event which is giving rise to such right, which notice must be 2024 Exec PSU Grant Notice/Agreement for 2019 Plan - Final-4-delivered to the Company no later than 60 days following the first occurrence of such event; (B) the Company must fail to cure such condition within 30 days of receipt of such notice and (C) Participant must resign within 30 days of the expiration of such cure period.Except as otherwise set forth in this Section 3 or as determined by the Committee under the terms of Section 11 of the Plan, in the event of a Change in Control, no acceleration of vesting shall occur with respect to the Units granted in this Award.4.Settlement of the Award.4.1Issuance of Shares of Common Stock or Cash Equivalent. Subject to the provisions of Section 4.3 and Section 5 below, the Company shall issue to the Participant on the Settlement Date with respect to each Vested Unit to be settled on such date one (1) share of Common Stock. Shares of Common Stock issued in settlement of Vested Units shall not be subject to any restriction on transfer other than any such restriction as may be required pursuant to Section 4.3 or provided for in Section 10(f) of the Plan. At the discretion of the Committee, payment with respect to all or any portion of the Vested Units may be made in a lump sum cash payment in an amount equal to the Fair Market Value, determined as of the Settlement Date, of the shares of Common Stock or other securities or property otherwise issuable in settlement of such Vested Units.4.2Beneficial Ownership of Shares; Certificate Registration. The Participant hereby authorizes the Company, in its sole discretion, to deposit for the benefit of the Participant with a Company-designated brokerage firm or, at the Companyâ€™s discretion, any other broker with which the Participant has an account relationship of which the Company has notice any or all shares of Common Stock acquired by the Participant pursuant to the settlement of the Award. Except as provided by the preceding sentence, a certificate for the shares of Common Stock as to which the Award is settled shall be registered in the name of the Participant, or, if applicable, in the names of the Participantâ€™s heirs.4.3Restrictions on Grant of the Award and Issuance of Shares. The grant of the Award and issuance of shares of Common Stock upon settlement of the Award shall be subject to compliance with all applicable requirements of U.S. federal or state law with respect to such securities. No shares of Common Stock may be issued hereunder if the issuance of such shares of Common Stock would constitute a violation of any applicable U.S. federal or state securities laws or other laws or regulations or the requirements of any stock exchange or market system upon which the shares of Common Stock may then be listed. The inability of the Company to obtain from any regulatory body having jurisdiction the authority, if any, deemed by the Companyâ€™s legal counsel to be necessary to the lawful issuance of any shares of Common Stock subject to the Award shall relieve the Company of any liability in respect of the failure to issue such shares of Common Stock as to which such requisite authority shall not have been obtained. As a condition to the settlement of the Award, the Company may require the Participant to satisfy any qualifications that may be necessary or appropriate, to evidence 2024 Exec PSU Grant Notice/Agreement for 2019 Plan - Final-5-compliance with any applicable law or regulation and to make any representation or warranty with respect thereto as may be requested by the Company. Further, regardless of whether the transfer or issuance of the shares of Common Stock to be issued pursuant to the Units has been registered under the Securities Act or has been registered or qualified under the securities laws of any State, the Company may impose additional restrictions upon the sale, pledge, or other transfer of the shares of Common Stock (including the placement of appropriate legends on stock certificates and the issuance of stop-transfer instructions to the Companyâ€™s transfer agent) if, in the judgment of the Company and the Companyâ€™s counsel, such restrictions are necessary in order to achieve compliance with the provisions of the Securities Act, the securities laws of any State, or any other law.4.4Fractional Shares. The Company shall not be required to issue fractional shares of Common Stock upon the settlement of the Award.4.5A â€“ A Right to Set Off. Although the Company expects to settle this award in share(s) of Common Stock as of the applicable vesting date, as set forth in your Award Agreement, the Company may, to the maximum extent permitted by applicable law (including Section 409A of the Code to the extent it is applicable to you), retain for itself funds or the shares of Common Stock resulting from any vesting of this award to satisfy any obligation or debt that you owe to the Company and/or an Affiliate. Notwithstanding any bank account agreement with the Company and/or an Affiliate to the contrary, the Company will not recoup or recover any amount owed from any funds or unrestricted securities held in your name and maintained at the Company and/or Affiliate pursuant to such bank account agreement to satisfy any obligation or debt owed by you under this award without your consent. 5.Tax Withholding and Advice.5.1In General. Subject to Section 5.2, at the time the Grant Notice is executed, or at any time thereafter as requested by the Company, the Participant hereby authorizes withholding from payroll and any other amounts payable to the Participant, and otherwise agrees to make adequate provision for, any sums required to satisfy the U.S. federal, state, and local taxes required by law to be withheld with respect to any taxable event arising as a result of the Participantâ€™s participation in the Plan (referred to herein as â€œTax-Related Itemsâ€).5.2Withholding of Taxes. The Company or any Affiliate, as appropriate, shall have the authority and the right to deduct or withhold, or require the Participant to remit an amount sufficient to satisfy applicable Tax-Related Items or to take such other action as may be reasonably necessary to satisfy such Tax-Related Items. In this regard, the Participant authorizes the Company and any Affiliate, or their respective agents, at their discretion, to satisfy the obligations with regard to all Tax-Related Items by one or a combination of the following:(a)withholding from the Participantâ€™s wages or other cash compensation paid to the Participant; or2024 Exec PSU Grant Notice/Agreement for 2019 Plan - Final-6-(b)withholding from proceeds of the sale of shares of Common Stock acquired upon vesting and settlement of the PSUs, either through a voluntary sale or through a mandatory sale arranged by the Company (on the Participantâ€™s behalf pursuant to this authorization); or(c)withholding in shares of Common Stock to be issued upon vesting and settlement of the PSUs; or(d)direct payment from the Participant.The Company does not have any duty or obligation to minimize the Participantâ€™s liability for Tax-Related Items arising from the Award, and, will not be liable to the Participant for any Tax-Related Items arising in connection with the Award. Finally, the Participant shall pay any amount of Tax-Related Items that the Company or any Affiliate may be required to withhold as a result of his or her participation in the Plan that cannot be satisfied by the means previously described. The Company may refuse to issue or deliver the shares of Common Stock that may be issued in connection with the settlement of the PSUs if the Participant fails to comply with his or her Tax-Related Items obligations. 5.3Tax Advice. The Participant represents, warrants and acknowledges that the Company has made no warranties or representations to the Participant with respect to the income tax consequences of the transactions contemplated by this Award Agreement, and the Participant is in no manner relying on the Company or the Companyâ€™s representatives for an assessment of such tax consequences. THE PARTICIPANT UNDERSTANDS THAT THE TAX LAWS AND REGULATIONS ARE SUBJECT TO CHANGE. THE PARTICIPANT SHOULD CONSULT HIS OR HER OWN TAX ADVISOR REGARDING THE UNITS. NOTHING STATED HEREIN IS INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, FOR THE PURPOSE OF AVOIDING TAXPAYER PENALTIES.6.Authorization to Release Necessary Personal Information. The Participant hereby authorizes and directs the Participantâ€™s service recipient to collect, use and transfer in electronic or other form, any personal information (the â€œDataâ€), the nature and amount of the Participantâ€™s compensation and the fact and conditions of the Participantâ€™s participation in the Plan (including, but not limited to, the Participantâ€™s name, home address, telephone number, date of birth, social security number, salary, job title, number of shares of Common Stock held and the details of all Units or any other entitlement to shares of Common Stock awarded, cancelled, exercised, vested, unvested or outstanding) for the purpose of implementing, administering and managing the Participantâ€™s participation in the Plan. The Participant understands that the Data may be transferred to the Company or any Affiliate, or to any third parties assisting in the implementation, administration and management of the Plan, including any requisite transfer to a brokerage firm or other third party assisting with administration of the Award or with whom shares of Common Stock acquired upon settlement of this Award or cash from the sale of such shares of Common Stock may be deposited. Furthermore, the Participant acknowledges and understands that the transfer of the Data to the 2024 Exec PSU Grant Notice/Agreement for 2019 Plan - Final-7-Company or any Affiliate, or to any third parties is necessary for Participantâ€™s participation in the Plan. The Participant may at any time withdraw the consents herein, by contacting the Companyâ€™s stock administration department in writing. The Participant further acknowledges that withdrawal of consent may affect the Participantâ€™s ability to realize benefits from the Award, and the Participantâ€™s ability to participate in the Plan.7.Change in Control. In the event of a Change in Control, this Section 7 shall determine the treatment of the Units which have not otherwise become Vested Units.7.1Effect of Change in Control on Award. In the event of a Change in Control which occurs more than 12 months following the Grant Date, the Performance Period shall end on the day immediately preceding the Change in Control (the â€œAdjusted Performance Periodâ€). The number and vesting of Units shall be determined for the Adjusted Performance Period in accordance with the following:(a)Vested Units. In the Committeeâ€™s determination of the number of Vested Units for the Adjusted Performance Period, the following modifications shall be made to the components of the Relative Return Factor:(i)The Company Total Shareholder Return shall be determined as provided by Section 2.2, except that the Average Per Share Closing Price for the thirty (30) trading day period ending on the last day of the Adjusted Performance Period shall be replaced with the price per share of Common Stock to be paid to the holder thereof in accordance with the definitive agreement governing the transaction constituting the Change in Control (or, in the absence of such agreement, the closing price per share of Common Stock as reported on the Nasdaq Stock Market for the last trading day of the Adjusted Performance Period), adjusted to reflect an assumed reinvestment, as of the applicable ex-dividend date, of all cash dividends and other cash distributions (excluding cash distributions resulting from share repurchases or redemptions by the Company) paid to shareholders during the Adjusted Performance Period, as illustrated in Section 2.2.(ii)The Benchmark Index Total Return shall be determined as provided by Section 2.2, except that for the purposes of clause (a) thereof, the Average Closing Index Value shall be determined for the 30 trading day period ending on the last day of the Adjusted Performance Period.(b)Vested Units. As of the last day of the Adjusted Performance Period and provided that the Participant has not Termination of Continuous Service prior to such date, a portion of the Units determined in accordance with Section 7.1(a) shall become Vested Units (the â€œAccelerated Unitsâ€), with such portion determined by multiplying the total number of Units by a fraction, the numerator of which equals the number of days contained in the Adjusted Performance Period and the denominator of which equals the number of days contained in the original Performance Period determined without regard to this Section. The Accelerated 2024 Exec PSU Grant Notice/Agreement for 2019 Plan - Final-8-Units shall be settled in accordance Section 4 immediately prior to the consummation of the Change in Control. 7.2Involuntary Termination Upon or Following Change in Control. If Section 7.1 does not apply, in the event that upon or within twelve (12) months following the consummation of the Change in Control (but no earlier than the twelve month anniversary of the Grant Date), the Participant experiences an Involuntary Termination, the Units determined in accordance with Section 7.1(a) (as if Section 7.1 applied) shall be deemed Vested Units effective as of the date of the Participantâ€™s Involuntary Termination and shall be settled in accordance with Section 4, treating the date of the Participantâ€™s Termination of Continuous Service as the Vesting Date, provided that payment for each Vested Unit shall be made in the amount and in the form of the consideration (whether stock, cash, other securities or property or a combination thereof) to which a holder of a share of Common Stock on the effective date of the Change in Control was entitled (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding shares of Common Stock).7.3Internal Revenue Code Section 280G. Notwithstanding any provision of this Award Agreement to the contrary, in the event that it would be more likely than not that all or a portion of any benefit payment under this Award Agreement, alone or together with any other compensation or benefit payable to Participant, will be a non-deductible expense to the Company by reason of Code Section 280G, the Company shall reduce, but not less than zero, the benefits payable under this Award Agreement or the Plan as necessary to avoid the application of Section 280G.8.Adjustments for Changes in Capital Structure.The number of Units awarded pursuant to this Award Agreement is subject to adjustment as provided in Section 11(a) of the Plan and otherwise is subject to Section 11(c) of the Plan, to the extent such section does not contradict Section 7 of this Award Agreement. Upon the occurrence of an event described in Plan Section 11(a), any and all new, substituted or additional securities or other property to which a holder of a share of Common Stock issuable in settlement of the Award would be entitled shall be immediately subject to the Award Agreement and included within the meaning of the terms â€œshares of Common Stockâ€ for all purposes of the Award. The Participant shall be notified of such adjustments and such adjustments shall be binding upon the Company and the Participant.9.No Entitlement or Claims for Compensation.9.1The Participantâ€™s rights, if any, in respect of or in connection with the Units are derived solely from the discretionary decision of the Company to permit the Participant to participate in the Plan and to benefit from a discretionary Award. By accepting the Units, the Participant expressly acknowledges that there is no obligation on the part of the Company to continue the Plan and/or grant any additional Units or other Awards to the Participant. The Units are not intended to be compensation of a continuing or recurring nature, or part of the Participantâ€™s normal or expected compensation, and in no way represents any portion of the 2024 Exec PSU Grant Notice/Agreement for 2019 Plan - Final-9-Participantâ€™s salary, compensation, or other remuneration for purposes of pension benefits, severance, redundancy, resignation or any other purpose.9.2Neither the Plan nor the Units shall be deemed to give the Participant a right to remain an Employee, Director or Consultant of the Company or any Affiliate. The Company reserves the right to terminate the employment or service of the Participant at any time, with or without cause, and for any reason, subject to applicable laws, the Companyâ€™s Articles of Incorporation and Bylaws and the Participantâ€™s written employment or consulting agreement (or similar agreement) (if any), and the Participant shall be deemed irrevocably to have waived any claim to damages or specific performance for breach of contract or dismissal, compensation for loss of office, tort or otherwise with respect to the Plan, this Award, Units or any other outstanding Award that is forfeited and/or is terminated by its terms or to any future Award.10.Rights as a Shareholder.The Participant shall have no rights as a shareholder with respect to any shares of Common Stock which may be issued in settlement of this Award until the date of the issuance of such share of Common Stock under this Award Agreement (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company). No adjustment shall be made for dividends, dividend equivalents, distributions or other rights for which the record date is prior to the date such certificate is issued, except as provided in Section 8.11.Miscellaneous Provisions.11.1Clawback. In consideration of the grant of this Award, you agree that this Award is subject to any clawback under Section 15 of the Plan and the Companyâ€™s Compensation Clawback Policy (or any successor policy, the â€œPolicyâ€) adopted by the Board and in effect from time to time, as permitted by law. For the avoidance of doubt, nothing in these terms and conditions in any way limits the rights of the Company and/or an Affiliate under the Policy.11.2Amendment. The Committee may amend this Award Agreement at any time; provided, however, that no such amendment may adversely affect the Participantâ€™s rights under this Award Agreement without the consent of the Participant, except to the extent such amendment is necessary to comply with applicable law, including, but not limited to, Code Section 409A. No amendment or addition to this Award Agreement shall be effective unless in writing and signed by the parties to this Award Agreement.11.3Nontransferability of the Award. Prior to the issuance of shares of Common Stock on the applicable Settlement Date, no right or interest of the Participant in the Award nor any shares of Common Stock issuable on settlement of the Award shall be in any manner pledged, encumbered, or hypothecated to or in favor of any party other than the 2024 Exec PSU Grant Notice/Agreement for 2019 Plan - Final-10-Company or shall become subject to any lien, obligation, or liability of such Participant to any other party other than the Company. Except as otherwise provided by the Committee, no Award shall be assigned, transferred or otherwise disposed of other than by will or the laws of descent and distribution. All rights with respect to the Award shall be exercisable during the Participantâ€™s lifetime only by the Participant or the Participantâ€™s guardian or legal representative.11.4Further Instruments. The parties hereto agree to execute such further instruments and to take such further action as may reasonably be necessary to carry out the intent of this Award Agreement.11.5Binding Effect. This Award Agreement shall inure to the benefit of the successors and assigns of the Company and, subject to the restrictions on transfer set forth herein, be binding upon the Participant and the Participantâ€™s heirs, executors, administrators, successors and assigns.11.6Notices. Any notice required to be given or delivered to the Company under the terms of this Award Agreement shall be in writing and addressed to the Company at its principal corporate offices. Any notice required to be given or delivered to the Participant shall be in writing and addressed to the Participant at the address maintained for the Participant in the Companyâ€™s records or at the address of the local office of the Company or Affiliate at which the Participant works.11.7Construction of Award Agreement. The Grant Notice, this Award Agreement, and the Units evidenced hereby (i) are made and granted pursuant to the Plan and are in all respects limited by and subject to the terms of the Plan, the provisions of which are hereby made a part of Participantâ€™s Award, and is further subject to all interpretations, amendments, rules and regulations which may from time to time be promulgated and adopted pursuant to the Plan, and (ii) constitute the entire agreement between the Participant and the Company on the subject matter hereof and supersede all proposals, written or oral, and all other communications between the parties related to the subject matter. In the event of any conflict between the provisions of

Participant’s Award and those of the Plan, the provisions of the Plan shall control. The headings of the Sections in this Award Agreement are inserted for convenience only and shall not be deemed to constitute a part of this Award Agreement or to affect the meaning of this Award Agreement. 11.8Governing Law. The interpretation, performance and enforcement of this Award Agreement shall be governed by the laws of the State of California, U.S.A. without regard to the conflict-of-laws rules thereof or of any other jurisdiction.11.9Section 409A.(a)Compliance with Code Section 409A. It is intended that the Performance Share Units granted hereunder be exempt from or comply with the requirements of Code Section 409A, so that none of the Units, or the resulting shares of Common Stock or compensation, if any, shall be subject to the additional tax imposed by Section 409A. The 2024 Exec PSU Grant Notice/Agreement for 2019 Plan - Final-11-vesting and settlement of such Units are intended to qualify for the short-term deferral exemption from Code Section 409A. Each installment of Units that vests is intended to constitute a separate payment for purposes of Treasury Regulation Section 1.409A-2(b)(2). As such, each eligible Vested Unit shall be settled, per the terms of the Plan, the Grant Notice and this Award Agreement, within the short-term deferral period, as defined in Code Section 409A, the applicable Treasury Regulations and related guidance issued thereunder. Notwithstanding any other provision of the Plan, this Award Agreement, the Grant Notice or the Plan:(i)The Plan, this Award Agreement and the Grant Notice shall be interpreted in accordance with, and incorporate the terms and conditions required by, Code Section 409A and any Department of Treasury regulations and other applicable guidance issued thereunder (including any regulations or guidance that may be issued after the date hereof), and any ambiguities herein shall be interpreted to so comply. (ii) The Company reserves the right, to the extent the Company deems necessary or advisable in its sole discretion, to unilaterally amend or modify the Plan and/or this Award Agreement to ensure that the Units qualify for exemption from, comply with or otherwise avoid the imposition of any additional tax or income recognition under Code Section 409A; provided, however, that the Company makes no representations that the Units will be exempt from Code Section 409A and makes no undertaking to preclude Code Section 409A from applying to the Units.(b)Separation from Service; Required Delay in Payment to Specified Employee. Notwithstanding anything set forth herein to the contrary, no amount payable pursuant to this Award Agreement on account of the Participant’s Termination of Continuous Service which constitutes a deferral of compensation within the meaning of Code Section 409A shall be paid unless and until the Participant has incurred a separation from service within the meaning of Code Section 409A. Furthermore, to the extent that the Participant is a Specified Employee within the meaning of Code Section 409A as of the date of the Participant’s separation from service, no amount that constitutes a deferral of compensation which is payable on account of the Participant’s separation from service that would result in the imposition of additional tax under Code Section 409A if issued to Participant on or within the six (6) month period following Participant’s separation from service shall be paid to the Participant before the date (the Delayed Payment Date) which is the first day of the seventh month after the date of the Participant’s separation from service or, if earlier, ten (10) days following the date of the Participant’s death following such separation from service. All such amounts that would, but for this Section, become payable prior to the Delayed Payment Date will be accumulated and paid on the Delayed Payment Date.11.10Restrictions on Contracts and Payments for Insured Depository Institutions in Troubled Status. The parties acknowledge and agree that while the restrictions contained in the Federal Deposit Insurance Act, Section 18(k) [12 U.S.C. §1828(k)], relating to contracts for and payment of executive compensation and benefits by insured depository institutions in a troubled condition, do not currently apply to the Company or the Participant, such provisions could apply in the future. In the event that any such restrictions or any 2024 Exec PSU Grant Notice/Agreement for 2019 Plan - Final-12-contractual arrangement with or required by a regulatory authority require the Company to seek or demand repayment or return of any payments made to the Participant under this Award Agreement and the Plan for any reason, the Participant agrees to repay to the Company the aggregate amount of such payments no later than thirty (30) days following the Participant’s receipt of a written notice from the Company indicating that payments received by the Participant under this Award Agreement and the Plan are subject to recapture or clawback.11.11Administration. The Committee shall have the power to interpret the Plan and this Award Agreement and to adopt such rules for the administration, interpretation and application of the Plan as are consistent therewith and to interpret, amend or revoke any such rules. All actions taken and all interpretations and determinations made by the Committee or the Board in good faith shall be final and binding upon the Participant, the Company and all other interested persons. No member of the Committee or the Board shall be personally liable for any action, determination or interpretation made in good faith with respect to the Plan, this Award Agreement or the Units.11.12Counterparts. The Grant Notice may be executed in counterparts, including execution by facsimile, pdf or other electronic transmission, which, when taken together, will be deemed to constitute one and the same instrument.11.13Severability. If all or any part of this Award Agreement or the Plan is declared by any court or governmental authority to be unlawful or invalid, such unlawfulness or invalidity shall not invalidate any portion of this Award Agreement or the Plan not declared to be unlawful or invalid. Any Section of this Award Agreement (or part of such a Section) so declared to be unlawful or invalid shall, if possible, be construed in a manner which will give effect to the terms of such Section or part of a Section to the fullest extent possible while remaining lawful and valid.2024 Exec PSU Grant Notice/Agreement for 2019 Plan - Final-13-APPENDIX A ILLUSTRATION OF RELATIVE RETURN FACTOR AND RESULTING NUMBER OF VESTED UNITSPercentage Point Difference of Company TSR Over/Under Benchmark Index Total ReturnRelative Return FactorVested Units(Per 1,000 Target Units)25 and Over150%1,50020140%1,40015130%1,30010120%1,2009118%1,1808116%1,1607114%1,1406112%1,1205110%1,104108%1,0803106%1,0602104%1,0401102%1,0200100%1,000-198%980-296%960-394%940-492%920-590%900-688%880-786%860-884%840-982%820-1080%800-1570%700-2060%600-2550%500-25 and less0%02024 Exec PSU Grant Notice/Agreement for 2019 Plan - Final-14-APPENDIX A (CONTINUED) ILLUSTRATIONS OF CALCULATION OF VESTED UNITSPER 1,000 TARGET UNITSCompany Total Shareholder Return Exceeds Benchmark Index Total ReturnAssumptions:Target Number of Units1,000TCBK:Average Per Share Closing Price (beginning)\$25.00Average Per Share Closing Price (ending)\$30.00KBW Regional Banking Index:Average Closing Index Value (beginning)\$80.00Average Closing Index Value (ending)\$90.00Computations:Company Total Shareholder Return((30.00 / 25.00) - 1) x 10020.0%Benchmark Index Total Return((90.00 / 80.00) - 1) x 10012.5%Relative Return Factor100 + (2.0 x (20.0 - 12.5))115.0%Vested Units1,000 x 115.0%1,1502024 Exec PSU Grant Notice/Agreement for 2019 Plan - Final-15-APPENDIX A (CONTINUED) ILLUSTRATIONS OF CALCULATION OF VESTED UNITSPER 1,000 TARGET UNITSCompany Total Shareholder Return Is Less Than Benchmark Index Total ReturnAssumptions:Target Number of Units1,000TCBK:Average Per Share Closing Price (beginning)\$25.00Average Per Share Closing Price (ending)\$30.00KBW Regional Banking Index:Average Closing Index Value (beginning)\$80.00Average Closing Index Value (ending)\$100.00Computations:Company Total Shareholder Return((30.00 / 25.00) - 1) x 10020.0%Benchmark Index Total Return((100.00 / 80.00) - 1) x 10025.0%Relative Return Factor100 + (2.0 x (20.0 - 25.0))90.0%Vested Units1,000 x 90.0%9002024 Exec PSU Grant Notice/Agreement for 2019 Plan - Final-16-Appendix B to Performance Award AgreementTermination of EmploymentExcept as otherwise provided set forth under Section 3 - Vesting of the Award Agreement and this Appendix B, any unvested PSU outstanding under this Award will be cancelled effective on the termination of your Continuous Service for any reason.Subject to these terms and conditions (including, but not limited to, Sections 4.5 - Right to Set Off and Section 11.1 - Clawback in the Award Agreement, and the Sections eYour Obligations and eAdditional Conditions Precedent in this Appendix B), however, a portion of your PSUs will be eligible to continue vesting as if you were still employed by the Company or an Affiliate through the Vesting Date if the following circumstances apply to you:Retirement/Full Career EligibilityYour PSUs under this Award may be eligible for continued vesting upon your qualified retirement if the Chief Executive Officer (or, if you are the Company’s Chief Executive Officer, the Committee or its nominee) determines, in their sole discretion, that:eyou voluntarily terminated your Continuous Service with the Company and/or an Affiliate, andeyou had completed at least six (6) years of Continuous Service with the Company and/or an Affiliate immediately preceding your termination date, andeyou age on your date of termination equalled or exceeded sixty-two (62) andeyou provided at least nine (9) months advance written notice to the Company of your intention to voluntarily terminate your employment under this provision, during which notice period you provided such services as requested by the Company and/or an Affiliate in a cooperative and professional manner and you did not perform any services for any other employer, andcontinued vesting shall be appropriate, which determination shall be made prior to your termination and will be based on your performance and conduct (before and after providing notice), andeyou satisfied the Release/Confirmation Requirements set forth below.After receipt of such advance written notice, the Company and/or an Affiliate may choose to have you continue to provide services during such nine (9) month period as a condition to continued vesting or may, in its sole discretion, elect to shorten the length of the nine (9) month period to a date no earlier than the date you would otherwise meet the age and service requirements.Portion of Your PSUs Subject to Continued Vesting Following RetirementIf you meet the requirements of this Appendix B, the number of PSUs under this Award that will be eligible to continue vesting following the termination of your Continuous Service, if any, will be a percentage of the PSUs that would have vested if your Continuous Service had continued through the Vesting Date (as determined in accordance with the Award Agreement and 2024 Exec PSU Grant Notice/Agreement for 2019 Plan - Final-17-Appendix A) based on your years of Continuous Service preceding your Termination of Continuous Service, as follows: e60% if you have at least 5 or less years of Continuous Service, e62% if you have at least 6 but less than 7 years of Continuous Service, e64% if you have at least 7 but less than 8 years of Continuous Service, e66% if you have at least 8 but less than 9 years of Continuous Service, e68% if you have at least 9 but less than 10 years of Continuous Service, or e100% if you have 10 or more years of Continuous Service. There is no pro rata credit for partial years of Continuous Service. The portion of your Award that is subject to continued vesting upon your qualifying retirement is referred to as the eCV Award. Any portion of your Award that does not continue to vest hereunder will, upon the date of your Termination of Continuous Service, be immediately cancelled and forfeited as of such date without any payment or other consideration therefor. So, for example, if you have 7.5 years of Continuous Service immediately preceding your Termination of Continuous Service and the Committee determines that, based on the degree of achievement of the Performance Measures and the terms of Appendix A, the number of vested PSUs under your Award would be 110 PSUs, then you would be entitled to 44 PSUs (i.e., 40% of 110 PSUs), subject to potential adjustment described in this Appendix B.Release/ConfirmationTo qualify for continued vesting after your Termination of Continuous Service as described in this Appendix B,eyou must timely execute and deliver a release of claims in favor of the Company and its Affiliates, having such form and terms as the Company shall specify within 30 days of the termination of your Continuous Service, e prior to the termination of your Continuous Service, you must confirm with management that you meet the eligibility criteria (including providing at least nine (9) months advance written notification), advise that you are seeking to be treated as an individual eligible for eRetirement/Full Career Eligibility, and receive written consent to such continued vesting, andein all cases, complied with all other terms of the Award Agreement. (See section captioned eYour Obligations.)Your ObligationsIn consideration of the grant of this CV Award, you agree to comply with and be bound by the obligations set forth below next to the subsections captioned eConfidentiality & Non-Solicitation, eFalse Statements, eCooperation, eCompliance with Award Agreement, eNotice Period, eConfidentiality & Non-Solicitation2024 Exec PSU Grant Notice/Agreement for 2019 Plan - Final-18-You will not, either during your Continuous Service with the Company and/or an Affiliate or thereafter, directly or indirectly use or disclose to anyone any Confidential Information (as defined herein) related to the Company and/or an Affiliate’s business or its customers except as explicitly permitted by the TriCo Bancshares Code of Ethics and Business Conduct Policy (as amended or replaced from time to time, the eCode of Conduct) and applicable policies or law or legal process. eConfidential Information includes but is not limited to: (i) information received by the Company and/or an Affiliate from third parties under confidential conditions; (ii) intellectual property and trade secrets, technical, product, business, financial, or development information from the Company and/or an Affiliate, the use or disclosure of which reasonably might be construed to be contrary to the interest of the Company and/or an Affiliate; or (iii) other proprietary information or data, including, but not limited to, customer lists and information. In addition, following your termination of employment, you will not, without prior written authorization, access the Company and/or an Affiliate’s private and internal information through telephonic, intranet or internet means.If you are required by law or requested to provide information to any private party, including the news media, related to your or anyone else’s employment with the Company and/or an Affiliate, you will, in advance of providing any response (to the extent lawfully permitted), and within five days of receiving any such legal demand or request, provide written notice to the Company and/or an Affiliate. Additionally, you agree to cooperate with the Company and/or an Affiliate in connection with the request for such information to the extent lawfully permitted. eFalse StatementsYou will not, either during your Continuous Service with the Company and/or an Affiliate or thereafter, make any untrue statements, such that they are made with knowledge of their falsity or with reckless disregard for their truth or falsity, about the Company and/or an Affiliate, its employees, officers, directors or shareholders as a group in verbal, written, electronic or any other form. eCooperationYou will cooperate with any Company and/or Affiliate investigation, inquiry, or litigation, and provide full and accurate information to the Company and/or an Affiliate and its counsel with respect to any matter that relates to issues or events about which you may have knowledge or information, subject to reimbursement for actual, appropriate and reasonable out-of-pocket expenses incurred by you. eCompliance with Award AgreementYou will provide the Company and/or an Affiliate with any information reasonably requested to determine compliance with the Award Agreement, and you authorize the Company and/or an Affiliate to disclose the terms of the Award Agreement to any third party who might be affected thereby, including your prospective employer.2024 Exec PSU Grant Notice/Agreement for 2019 Plan - Final-19-Additional Conditions Precedent eDetrimental Conduct, Risk Related and Other Cancellation/RecaptureIn addition to the cancellation provisions described under Sections 4.5 - Right to Set Off and e11.1 - Clawback in the Award Agreement, up to 100% of continued vesting of your PSUs under this CV Award is further subject to the condition that neither the Company nor an Affiliate in its sole discretion determines that: any of the following detrimental and risk-related conduct has occurred: you engaged in conduct detrimental to the Company and/or an Affiliate insofar as it causes material financial or reputational harm to the Company and/or an Affiliate or its business activities, or this CV Award was based on materially inaccurate performance metrics, whether or not you were responsible for the inaccuracy, or this CV Award was based on a material misrepresentation by you, or you improperly or with gross negligence failed to identify, raise or assess, in a timely manner and as reasonably expected, risks and/or concerns with respect to risks material to the Company and/or an Affiliate or its business activities, or your Continuous Service was terminated for Cause (as defined herein) or, in the case of a determination after the termination of your employment, that your Continuous Service could have been terminated for Cause, or you have failed to comply with any of the advance notice/cooperation requirements or employment restrictions applicable to your termination of employment, or you have failed to sign and return the release described under the section captioned eRelease/Confirmation by the specified deadline, or you have violated any of the provisions as set forth above in the section captioned eYour Obligations. The term eCause, has the meaning set forth in the Award Agreement, but for purposes of this Appendix B also includes your willful, continued and unreasonable failure to perform your duties or obligations under this Appendix B. ePerformance AssessmentUp to 75% of your CV Award may be cancelled if the Chief Executive Officer of the Company determines in his or her sole discretion that cancellation of up to 75% of the CV Award is appropriate in light of either or both of the following factors: oYour performance in relation to the priorities for your position have been unsatisfactory for a sustained period of time, or oYour conduct is not consistent with the Company’s expectations as document in the Code of Conduct or the applicable ethics and conduct sections of the Company’s and/or Affiliate’s Employee Handbook.2024 Exec PSU Grant Notice/Agreement for 2019 Plan - Final-20-Any determination above with respect to these performance provisions is subject to ratification by the Committee. In the case of an award to the Chief Executive Officer, all such determinations shall be made by the Committee and ratified by the Board. eCompany PerformanceIf the Company’s pre-tax provision income is negative for any of the four calendar quarters immediately preceding the date of the termination of your Continuous Service, then (1) only 25% of such portion of your CV Award shall be eligible for vesting on the Vesting Date and (2) the remaining 75% of such portion of your CV award shall be automatically canceled and forfeited. eRecoveryIn addition, you may be required to pay the Company and/or an Affiliate up to an amount equal to the fair market value (determined as of the Vesting Date) of the gross number of shares of Common Stock previously distributed under this CV Award as follows: oPayment may be required with respect to any shares of Common Stock distributed within the three year period prior to a notice-of-recovery under this section, if the Company and/or an Affiliate in its sole discretion determines that: you committed a fraudulent act, or engaged in knowing and willful misconduct related to your employment, or you violated any of the provisions as set forth above in the section captioned eYour Obligations, or you violated the restrictions and conditions set forth in this Appendix B following the termination of your employment. Notice-of-recovery under this subsection is a written (including electronic) notice from the Company and/or an Affiliate to you either requiring payment under this subsection or stating that the Company is evaluating requiring payment under this subsection. Without limiting the foregoing, notice-of-recovery will be deemed provided if the Company makes a good faith attempt to provide written (including electronic) notice at your last known address maintained in the Company’s and/or an Affiliate’s employment records. For the avoidance of doubt, a notice-of-recovery that the Company is evaluating requiring payment under this subsection shall preserve the Company’s rights to require payment as set forth above in all respects and the Company shall be under no obligation to complete its evaluation other than as the Company may determine in its sole discretion. For purposes of this subsection, shares of Common Stock

distributed under this CV Award include shares of Common Stock withheld for tax purposes. However, it is the Company's intention that you only be required to pay the amounts under this subsection with respect to shares of Common Stock that are or may be received by you following a determination of tax liability and that you will not be required to pay amounts with respect to shares of Common Stock representing irrevocable tax withholdings or tax payments previously made (whether by you or the Company and/or an Affiliate) that you 2024 Exec PSU Grant Notice/Agreement for 2019 Plan - Final-21-will not be able to recover, recapture or reclaim (including as a tax credit, refund or other benefit). Accordingly, the Company will not require you to pay any amount that the Company or its nominee in his or her sole discretion determines is represented by such withholdings or tax payments.Payment may be made in shares of Common Stock or in cash. You agree that any repayment will be a lawful recovery under the terms and conditions of your Award Agreement and is not to be construed in any manner as a penalty.Nothing in the section in any way limits your obligations under "Section 11.1 - Clawback" in the Award Agreement."Right to an InjunctionYou acknowledge that a violation or attempted violation of any of the provisions set forth in "Your Obligations" set forth herein will cause immediate and irreparable damage to the Company and/or an Affiliate, and therefore agree that the Company and/or an Affiliate shall be entitled as a matter of right to an injunction, from any court of competent jurisdiction, restraining any violation or further violation of any of the provisions set forth in "Your Obligations"; such right to an injunction, however, shall be cumulative and in addition to whatever other remedies the Company and/or an Affiliate may have under law or equity."Suspension of VestingTo the extent provided under "Section 11.2 " Amendment" in the Award Agreement, the Company reserves the right to suspend vesting of the CV Award and/or distribution of shares of Common Stock under the CV Award, including, without limitation, during any period that the Company is evaluating whether the CV Award is subject to cancellation and/or recovery and/or whether the conditions for distributions of shares of Common Stock under the CV Award are satisfied. The Company is not responsible for any price fluctuations during any period of suspension and, if applicable, suspended units will be reinstated consistent with Plan administration procedures. See "Section 10 - Rights as a Shareholder" in the Award Agreement.Limitation on Restrictions and ConditionsNothing in this Appendix B precludes you from reporting to the Company and/or an Affiliate's management or directors, the government, a regulator, a self-regulatory agency, your attorneys or a court, conduct you believe to be in violation of the law or concerns of any known or suspected Code of Conduct violation. It is also not intended to prevent you from responding truthfully to questions or requests from the government, a regulator or in a court of law.2024 Exec PSU Grant Notice/Agreement for 2019 Plan - Final-22- EX-31.1 6 tcbk-20240930xex311.htm EX-31.1 DocumentExhibit 31.1RuleÂ 13a-14(a)/15d-14(a)A Certification of CEOI, Richard P. Smith, certify that:1.I have reviewed this report on FormÂ 10-QÂ of TriCo Bancshares;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act RulesÂ 13a-15(e)Â andÂ 15d-15(e)Â) and internal control over financial reporting (as defined in Exchange Act RulesÂ 13a-15(f)Â andÂ 15d-15(f)Â) for the registrant and we have:a.Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiary, is made known to us by others within those entities, particularly during the period in which this report is being prepared;b.Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c.Evaluated the effectiveness of the 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; andd.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; and5.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.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; andb.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.Date: November 7, 2024/s/ Richard P. SmithRichard P. SmithPresident and Chief Executive Officer EX-31.2 tcbk-20240930xex312.htm EX-31.2 DocumentExhibit 31.2RuleÂ 13a-14(a)/15d-14(a)A Certification of CFOI, Peter G. Wiese, certify that:1.I have reviewed this report on FormÂ 10-QÂ of TriCo Bancshares;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act RulesÂ 13a-15(e)Â andÂ 15d-15(e)Â) and internal control over financial reporting (as defined in Exchange Act RulesÂ 13a-15(f)Â andÂ 15d-15(f)Â) for the registrant and we have:a.Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiary, is made known to us by others within those entities, particularly during the period in which this report is being prepared;b.Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c.Evaluated the effectiveness of the 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; andd.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; and5.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.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; andb.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.Date: November 7, 2024/s/ Peter G. WiesePeter G. WieseExecutive Vice President and Chief Financial Officer EX-32.1 8 tcbk-20240930xex321.htm EX-32.1 DocumentExhibit 32.1SectionÂ 1350 Certification of CEOIn connection with the Quarterly Report of TriCo Bancshares (the "Company"), I, Richard P. Smith, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. SectionÂ 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:(1)The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and(2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company./s/ Richard P. SmithRichard P. SmithPresident and Chief Executive OfficerA signed original of this written statement required by Section 906 has been provided to TriCo Bancshares and will be retained by TriCo Bancshares and furnished to the Securities and Exchange Commission or its staff upon request. EX-32.2 9 tcbk-20240930xex322.htm EX-32.2 DocumentExhibit 32.2SectionÂ 1350 Certification of CFOIn connection with the Quarterly Report of TriCo Bancshares (the "Company"), I, Peter G. Wiese, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002, that:(1)The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and(2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company/s/ Peter G. WiesePeter G. WieseExecutive Vice President and Chief Financial OfficerA signed original of this written statement required by Section 906 has been provided to TriCo Bancshares and will be retained by TriCo Bancshares and furnished to the Securities and Exchange Commission or its staff upon request. EX-101.SCH 10 tcbk-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover Page link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - Condensed Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - Condensed Consolidated Statements of Income link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - Condensed Consolidated Statement of Comprehensive Income (Loss) link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - Condensed Consolidated Statements of Changes In Shareholders' Equity link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - Condensed Consolidated Statements of Changes In Shareholders' Equity (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952157 - Statement - Condensed Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - Summary of Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - Investment Securities link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - Loans link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - Allowance for Credit Losses link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - Leases link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - Deposits link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - Other Borrowings link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - Junior Subordinated Debt link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - Shareholders' Equity link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - Stock Options and Other Equity-Based Incentive Instruments link:presentationLink link:calculationLink link:definitionLink 9952169 - Disclosure - Non-interest Income and Expense link:presentationLink link:calculationLink link:definitionLink 9952170 - Disclosure - Earnings Per Share link:presentationLink link:calculationLink link:definitionLink 9952171 - Disclosure - Comprehensive Income (Loss) link:presentationLink link:calculationLink link:definitionLink 9952172 - Disclosure - Fair Value Measurement link:presentationLink link:calculationLink link:definitionLink 9952173 - Disclosure - Regulatory Matters link:presentationLink link:calculationLink link:definitionLink 9954471 - Disclosure - Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 9954472 - Disclosure - Investment Securities (Tables) link:presentationLink link:calculationLink link:definitionLink 9954473 - Disclosure - Loans (Tables) link:presentationLink link:calculationLink link:definitionLink 9954474 - Disclosure - Allowance for Credit Losses (Tables) link:presentationLink link:calculationLink link:definitionLink 9954475 - Disclosure - Leases (Tables) link:presentationLink link:calculationLink link:definitionLink 9954476 - Disclosure - Deposits (Tables) link:presentationLink link:calculationLink link:definitionLink 9954477 - Disclosure - Other Borrowings (Tables) link:presentationLink link:calculationLink link:definitionLink 9954478 - Disclosure - Junior Subordinated Debt (Tables) link:presentationLink link:calculationLink link:definitionLink 9954479 - Disclosure - Commitments and Contingencies (Tables) link:presentationLink link:calculationLink link:definitionLink 9954480 - Disclosure - Stock Options and Other Equity-Based Incentive Instruments (Tables) link:presentationLink link:calculationLink link:definitionLink 9954481 - Disclosure - Non-interest Income and Expense (Tables) link:presentationLink link:calculationLink link:definitionLink 9954482 - Disclosure - Earnings Per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 9954483 - Disclosure - Comprehensive Income (Loss) (Tables) link:presentationLink link:calculationLink link:definitionLink 9954484 - Disclosure - Fair Value Measurement (Tables) link:presentationLink link:calculationLink link:definitionLink 9954485 - Disclosure - Regulatory Matters (Tables) link:presentationLink link:calculationLink link:definitionLink 9954486 - Disclosure - Summary of Significant Accounting Policies (Detail) link:presentationLink link:calculationLink link:definitionLink 9954487 - Disclosure - Investment Securities - Amortized Cost and Estimated Fair Values of Investments Securities (Detail) link:presentationLink link:calculationLink link:definitionLink 9954488 - Disclosure - Investment Securities - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 9954489 - Disclosure - Investment Securities - Amortized Cost and Estimated Fair Value of Debt Securities by Contractual Maturity (Detail) link:presentationLink link:calculationLink link:definitionLink 9954490 - Disclosure - Investment Securities - Gross Unrealized Losses on Debt Securities (Detail) link:presentationLink link:calculationLink link:definitionLink 9954491 - Disclosure - Investment Securities - Amortized Cost of Debt Securities Held-to-Maturity (Detail) link:presentationLink link:calculationLink link:definitionLink 9954492 - Disclosure - Loans (Detail) link:presentationLink link:calculationLink link:definitionLink 9954493 - Disclosure - Allowance for Credit Losses - Summary of Activity in Allowance for Loan Losses (Detail) link:presentationLink link:calculationLink link:definitionLink 9954494 - Disclosure - Allowance for Credit Losses - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 9954495 - Disclosure - Allowance for Credit Losses - Schedule Credit Quality Indicators (Detail) link:presentationLink link:calculationLink link:definitionLink 9954496 - Disclosure - Allowance for Credit Losses - Analysis of Past Due and Nonaccrual Loans (Detail) link:presentationLink link:calculationLink link:definitionLink 9954497 - Disclosure - Allowance for Credit Losses - Schedule of Non Accrual Loans (Detail) link:presentationLink link:calculationLink link:definitionLink 9954498 - Disclosure - Allowance for Credit Losses - Amortized Cost Basis of Collateral Dependent Loans, By Class of Loan (Detail) link:presentationLink link:calculationLink link:definitionLink 9954499 - Disclosure - Allowance for Credit Losses - Amortized Cost Basis of Loans Experiencing Financial difficulty and Modified (Detail) link:presentationLink link:calculationLink link:definitionLink 9954500 - Disclosure - Allowance for Credit Losses - Effect of Loan Modification (Detail) link:presentationLink link:calculationLink link:definitionLink 9954501 - Disclosure - Leases - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 9954502 - Disclosure - Leases - Components of Lease Expense (Detail) link:presentationLink link:calculationLink link:definitionLink 9954503 - Disclosure - Leases - Supplemental Cash Flow Information Related To Leases (Detail) link:presentationLink link:calculationLink link:definitionLink 9954504 - Disclosure - Leases - Weighted Average Operating Lease Term And Discount Rate (Detail) link:presentationLink link:calculationLink link:definitionLink 9954505 - Disclosure - Leases - Future Minimum Rental Payments For Operating Leases (Detail) link:presentationLink link:calculationLink link:definitionLink 9954505 - Disclosure - Leases - Future Minimum Rental Payments For Operating Leases (Detail) link:presentationLink link:calculationLink link:definitionLink 9954506 - Disclosure - Deposits - Summary of Balances of Deposits (Detail) link:presentationLink link:calculationLink link:definitionLink 9954507 - Disclosure - Deposits - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 9954508 - Disclosure - Other Borrowings (Detail) link:presentationLink link:calculationLink link:definitionLink 9954509 - Disclosure - Junior Subordinated Debt - Summary of Terms and Recorded Balance of Subordinated Debenture (Detail) link:presentationLink link:calculationLink link:definitionLink 9954510 - Disclosure - Junior Subordinated Debt - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 9954511 - Disclosure - Commitments and Contingencies - Summary of Bank's Commitments and Contingent Liabilities (Detail) link:presentationLink link:calculationLink link:definitionLink 9954512 - Disclosure - Commitments and Contingencies - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 9954513 - Disclosure - Shareholders' Equity (Detail) link:presentationLink link:calculationLink link:definitionLink 9954514 - Disclosure - Stock Options and Other Equity-Based Incentive Instruments - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 9954515 - Disclosure - Stock Options - Stock Options and Other Equity-Based Incentive Instruments - Stock Option Activity (Detail) link:presentationLink link:calculationLink link:definitionLink 9954516 - Disclosure - Stock Options and Other Equity-Based Incentive Instruments - Restricted Stock Unit (RSU) Activity (Detail) link:presentationLink link:calculationLink link:definitionLink 9954517 - Disclosure - Non-interest Income and Expense - Components of Non-Interest Income (Detail) link:presentationLink link:calculationLink link:definitionLink 9954518 - Disclosure - Non-interest Income and Expense - Components of Non Interest Expense (Detail) link:presentationLink link:calculationLink link:definitionLink 9954519 - Disclosure - Earnings Per Share (Detail) link:presentationLink link:calculationLink link:definitionLink 9954520 - Disclosure - Comprehensive Income (Loss) - Components of Other Comprehensive Income (Loss) and Related Tax Effects (Detail) link:presentationLink link:calculationLink

link:definitionLink 9954521 - Disclosure - Comprehensive Income (Loss) - Components of Accumulated Other Comprehensive Loss (Detail) link:presentationLink link:calculationLink link:definitionLink 9954522 - Disclosure - Fair Value Measurement - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 9954523 - Disclosure - Fair Value Measurement - Recorded Amount of Assets and Liabilities Measured at Fair Value on Recurring Basis (Detail) link:presentationLink link:calculationLink link:definitionLink 9954524 - Disclosure - Fair Value Measurement - Reconciliation of Assets and Liabilities Measured at Fair Value Using Significant Unobservable Inputs (Level 3) on Recurring Basis (Detail) link:presentationLink link:calculationLink link:definitionLink 9954525 - Disclosure - Fair Value Measurement - Quantitative Information about Recurring Level 3 Fair Value Measurements (Detail) link:presentationLink link:calculationLink link:definitionLink 9954526 - Disclosure - Fair Value Measurement - Assets and Liabilities Measured at Fair Value on Nonrecurring Basis (Detail) link:presentationLink link:calculationLink link:definitionLink 9954527 - Disclosure - Fair Value Measurement - Quantitative Information about (Level 3) Fair Value Measurements for Financial Instruments Measured at Fair Value on Nonrecurring Basis (Detail) link:presentationLink link:calculationLink link:definitionLink 9954528 - Disclosure - Fair Value Measurement - Estimated Fair Values of Financial Instruments that are Reported at Amortized Cost in Consolidated Balance Sheets (Detail) link:presentationLink link:calculationLink link:definitionLink 9954529 - Disclosure - Regulatory Matters (Detail) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 11 tcbk-20240930 cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 12 tcbk-20240930 def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 13 tcbk-20240930 lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Obligations of U.S. government agencies US Government Corporations and Agencies Securities [Member] Investment Securities [Line Items] Investment Securities [Line Items] Investment Securities [Line Items] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] Adjustments to reconcile net income to net cash provided by operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Other borrowings Interest Expense, Other Long-Term Debt Beginning balance Endingâa Balance Credit Loss, Allowance For Credit Loss Credit Loss, Allowance For Credit Loss Collateral [Domain] Collateral Held [Domain] Cover [Abstract] Gain on sale of loans Gain on sale of loans Gain (Loss) on Sales of Loans, Net Measurement Input, Discount Rate Measurement Input, Discount Rate [Member] Future Expected Operating Lease Payments Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Leases Finance Leases Portfolio Segment [Member] Trading Symbol Trading Symbol 5.21% Fixed Rated Collateralized Borrowings Five Point Two One Fixed Rated Collateralized Borrowings [Member] Five Point Two One Fixed Rated Collateralized Borrowings Loss (gain) on marketable and trading equity securities Equity Securities, FV-NI, Realized Gain (Loss) 5.23% Fixed Rated Collateralized Borrowings Five Point Two Three Fixed Rated Collateralized Borrowings [Member] Five Point Two Three Fixed Rated Collateralized Borrowings Non-NEOs Non-NEOs [Member] Weighted Average Operating Lease Term And Discount Rate Schedule Of Weighted Average Lease Term And Discount Rate Related To Operating Lease [Table Text Block] Tabular disclosure of weighted average lease term and discount rate related to operating lease. Dividends per share (in USD per share) Common Stock, Dividends, Per Share, Declared Loans held for sale Financing Receivable, Held-for-Sale, Not Part of Disposal Group, after Valuation Allowance Percentage of aggregate depreciation in unrealized losses Percentage Of Aggregate Depreciation In Unrealized Losses Percentage of aggregate depreciation in unrealized losses. Total other non-interest income Noninterest Income, Other Loans held for sale Loans Held For Sale [Member] Loans held for sale [Member] Operational losses Operational Losses Operational losses. Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Cash value of life insurance Cash Surrender Value of Life Insurance Fair Value Measurement Fair Value Disclosures [Text Block] Exercise of stock options Proceeds from Stock Options Exercised Award Timing Disclosures [Line Items] Financial Asset, Period Past Due [Axis] Financial Asset, Aging [Axis] Other borrowings Total other borrowings Other Borrowings Financing Receivable, Past Due [Table] Financing Receivable, Past Due [Table] Portion at Fair Value Measurement Portion at Fair Value Measurement [Member] Interest payable Increase (Decrease) in Interest Payable, Net Net interest income Interest Income (Expense), Operating Total capital ratio (to risk weighted assets), minimum capital requirement Banking Regulation, Total Risk-Based Capital Ratio, Capital Adequacy, Minimum Share-based Payment Arrangement, Option, Exercise Price Range [Table] Share-Based Payment Arrangement, Option, Exercise Price Range [Table] RSUs released (in shares) Restricted Stock Units, Released, Shares Restricted stock units released shares. Number of investment securities classified as level 3 (in investment securities) Number of Investment Securities Classified as Level 3 Number of Investment Securities Classified as Level 3 Plan Name [Domain] Plan Name [Domain] Leases [Abstract] Leases [Abstract] Prior Financing Receivable, Excluding Accrued Interest, Originated, More than Five Years before Current Fiscal Year Class of Financing Receivable [Domain] Class of Financing Receivable [Domain] Net cash from operating activities Net Cash Provided by (Used in) Operating Activities Operating activities: Net Cash Provided by (Used in) Operating Activities [Abstract] Components of Accumulated Other Comprehensive Loss Schedule of Accumulated Other Comprehensive Income (Loss) [Table Text Block] Provision for (benefit from) credit losses Credit Loss, Expense (Reversal) Credit Loss, Expense (Reversal) Interest bearing cash at Federal Reserve and other banks Interest Income, Federal Funds Sold and Securities Purchased under Agreements to Resell Quantitative Information about Level 3 Fair Value Measurements for Financial Instruments Measured at Fair Value on Nonrecurring Basis Quantitative Information Fair Value Measurements for Financial Instruments Measured at Fair Value On Nonrecurring Basis Level Three [Table Text Block] Quantitative information fair value measurements for financial instruments measured at fair value on nonrecurring basis level three. ATM and interchange fees Credit and Debit Card [Member] Award Timing Method Award Timing Method [Text Block] Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Measurement Frequency [Axis] Measurement Frequency [Axis] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Insider Trading Policies and Procedures [Line Items] Obligations of states and political subdivisions US States and Political Subdivisions Debt Securities [Member] Use of Estimates in the Preparation of Financial Statements Use of Estimates, Policy [Policy Text Block] Summary of Bank's Commitments and Contingent Liabilities Summary Of Banks Commitments And Contingent Liabilities [Table Text Block] Summary of the banks commitments and contingent liabilities. Reclassifications, before tax Reclassification from AOICI, Current Period, before Tax, Attributable to Parent Adjustment to Compensation, Amount Adjustment to Compensation Amount Compensation Amount Outstanding Recovery Compensation Amount 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 Revolving Loans Converted to Term Financing Receivable, Excluding Accrued Interest, Revolving, Converted to Term Loan Tabular List, Table Tabular List [Table Text Block] Levelâa 3 Fair Value, Inputs, Level 3 [Member] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-based Payment Award [Line Items] Fair Value Measurement Inputs and Valuation Techniques [Table] Fair Value Measurement Inputs and Valuation Techniques [Table] 2021 Stock Repurchase Plan Two Thousand Twenty One Stock Repurchase Plan [Member] Two Thousand Twenty One Stock Repurchase Plan Options excluded from diluted earnings per share because of their antidilutive effect (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Non-interest expense: Noninterest Expense [Abstract] Schedule of Capitalization [Line Items] Schedule of Capitalization [Line Items] Revolving Loans Amortized Cost Basis Financing Receivable, Excluding Accrued Interest, Revolving Schedule of Accounts, Notes, Loans and Financing Receivable [Table] Accounts and Financing Receivables [Table] PSU vesting Performance Share Units Vesting Performance share units vesting. Goodwill Goodwill Other comprehensive income (loss), net of tax: Other Comprehensive Income (Loss), Net of Tax [Abstract] North Valley Trust III North Valley Trust Three [Member] North Valley Trust III. Assets and Liabilities Measured at Fair Value on Nonrecurring Basis Fair Value Measurements, Nonrecurring [Table Text Block] Interest-bearing Interest-Bearing Deposit Liabilities Employee Stock Option Share-Based Payment Arrangement, Option [Member] Financing Receivable Portfolio Segment [Axis] Financing Receivable Portfolio Segment [Axis] Debt Securities, Available-for-sale [Table] Debt Securities, Available-for-Sale [Table] 2025 Lessee, Operating Lease, Liability, to be Paid, Year One Comprehensive income (loss) Comprehensive Income (Loss), Net of Tax, Attributable to Parent Amortized Cost and Estimated Fair Value of Debt Securities by Contractual Maturity Investments Classified by Contractual Maturity Date [Table Text Block] Award Type [Axis] Award Type [Axis] Corporate bonds Corporate Debt Securities [Member] ATM and POS network charges Network Charges Network charges. BBB/BBB/B BBB/BBB/B [Member] BBB/BBB/B ROUA obtained in exchange for operating lease liabilities Right-of-Use Asset Obtained in Exchange for Operating Lease Liability, Net Right-of-Use Asset Obtained in Exchange for Operating Lease Liability, Net Premises and equipment, net Property, Plant and Equipment, Net Total liabilities Liabilities Dividends paid, per share (in USD per share) Common Stock, Dividends, Per Share, Cash Paid Components of Non Interest Expense Components Of Non Interest Expense [Table Text Block] Components of noninterest expense. Market value of shares tendered in-lieu of cash to pay for exercise of options and/or related taxes Market value of shares repurchased under equity compensation plans Market Value Of Shares Tendered By Employees In Lieu Of Cash To Pay For Exercise Of Options And Or Related Taxes Market value of shares tendered by employees in lieu of cash to pay for exercise of options and or related taxes. Held-to-Maturity, Estimated Fair Value Debt Securities, Held-to-Maturity, Maturity, Allocated and Single Maturity Date, Fair Value [Abstract] Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Less than 12 months, fair value Debt Securities, Held-to-Maturity, Continuous Unrealized Loss Position, Less than 12 Months, Fair Value Cash dividends received Proceeds from Dividends Received Expiration Date Trading Arrangement Expiration Date Investing activities: Net Cash Provided by (Used in) Investing Activities [Abstract] Other Noninterest Income, Other Operating Income Total Shareholder Return Amount Total Shareholder Return Amount Due after ten years Debt Securities, Available-for-Sale, Fair Value, Maturity, Allocated and Single Maturity Date, after Year 10 Cash and due from banks Cash and Due from Banks Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Financial Asset, Period Past Due [Domain] Financial Asset, Aging [Domain] Residential real estate mortgage-backed securities US Government Agencies Securities, at Carrying Value Due after one year through five years Debt Securities, Held-to-Maturity, Fair Value, Maturity, Allocated and Single Maturity Date, after Year One Through Five Interest-bearing demand Interest-Bearing Domestic Deposit, Demand Equipment Equipment [Member] Stock options exercised (in shares) Options exercised (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Debt Instrument [Line Items] Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Weighted Average Exerciseâa Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Other assets Other Assets Internal Credit Assessment [Domain] Internal Credit Assessment [Domain] Automobile/Truck Automobiles [Member] Average number of common shares outstanding used to calculate diluted earnings per share (in shares) Weighted Average Number of Shares Outstanding, Diluted Unrealized gains (losses) on available for sale securities arising during the period OCI, Debt Securities, Available-for-Sale, Gain (Loss), after Adjustment and Tax 2019 Plan Two Thousand Nineteen Plan [Member] Two Thousand Nineteen Plan [Member] Schedule of Fair Value, off-Balance Sheet Risks [Table] Fair Value, off-Balance-Sheet Risk [Table] SFR 1-4 1st DT liens SFR 1-4 1st DT Liens [Member] SFR 1-4 1st DT Liens MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Consumer loans Consumer Loan [Member] Total shareholdersâe equity Beginning balance Ending balance Equity, Attributable to Parent Due in one year Debt Securities, Available-for-Sale, Fair Value, Maturity, Allocated and Single Maturity Date, Year One Amortization period Regulatory Liability, Amortization Period Current fiscal year Financing Receivable, Excluding Accrued Interest, Year One, Originated, Current Fiscal Year RSUs added through dividend and performance credits (in shares) Share Based Compensation Arrangement By Share Based Payment Award Equity Instruments Other Than Options Credited From Dividends Dividends Share Based Compensation Arrangement By Share Based Payment Award Equity Instruments Other Than Options Credited From Dividends Doubtful/Loss Doubtful [Member] Number of subsidiary business trusts (in trusts) Number Of Subsidiary Business Trust Number of subsidiary business trust. Aggregate number of shares of TriCo's common stock issued (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized Document Fiscal Period Focus Document Fiscal Period Focus All Executive Categories All Executive Categories [Member] Effect of dilutive stock options and restricted stock (in shares) Incremental common Shares Attributable to Dilutive Effect of Share-Based Payment Arrangements Unrealized holding gains (losses) on available for sale securities before reclassifications Net unrealized loss on available for sale securities AOICI, Accumulated Gain (Loss), Debt Securities, Available-for-Sale, Parent [Member] Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Assets: Assets [Abstract] Credit Rating [Axis] Credit Rating [Axis] Credit Rating Document Type Document Type Current Couponâa Rate Debt Instrument, Interest Rate, Effective Percentage Savings Deposits, Savings Deposits Loans Insured or Guaranteed by Government Authorities [Axis] Loans Insured or Guaranteed by Government Authorities [Axis] Junior subordinated debt Recorded Bookâa Value Junior Subordinated Notes Held-to-Maturity, Amortized Cost Debt Securities, Held-to-Maturity, Amortized Cost, after Allowance for Credit Loss, Maturity [Abstract] Carrying value of loans fully charged-off Loan Charged Off Carrying Value Loan charged off carrying value. Other Income and Expenses [Abstract] Other Income and Expenses [Abstract] VRB Subordinated - 5% VRB Subordinated Five Percent [Member] VRB Subordinated Five Percent Depreciation of premises and equipment, and amortization Depreciation, Amortization and Accretion, Net Provision for losses on foreclosed assets Provision For Benefit From Losses On Foreclosed Assets Provision for benefit from losses on foreclosed assets. 60-89âa days Financial Asset, 60 to 89 Days Past Due [Member] Consolidated Parent Company [Member] Maximum Maximum [Member] Debt Securities Available for Sale Debt Securities, Available-for-Sale [Abstract] Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Credit Loss Status [Axis] Credit Loss Status [Axis] Investment Type [Axis] Investment Type [Axis] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table] Total lease cost Lease, Cost Accrued interest receivable Accrued Investment Income Receivable Statistical Measurement [Axis] Statistical Measurement [Axis] Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Income before provision for income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Name Outstanding Recovery, Individual Name Year-to-date gross charge-offs Financing Receivable, Excluding Accrued Interest, Allowance for Credit Loss, Writeoff, by Origination Year [Abstract] Total, unrealized loss Debt Securities, Held-to-Maturity, Unrealized, Accumulated Loss Debt Securities, Held-to-Maturity, Unrealized, Accumulated Loss Corporate bonds Corporate Bonds [Member] Corporate Bonds Net change in cash and cash equivalents Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Excluding Exchange Rate Effect Marketable equity securities Marketable Equity Securities [Member] Marketable Equity Securities [Member] Postage Postage Expense Award Timing Predetermined Award Timing Predetermined [Flag] Measurement Input, Constant Prepayment Rate Measurement Input, Constant Prepayment Rate [Member] Dividends paid Payments of Ordinary Dividends, Common Stock Company's investments in the trusts Equity Method Investment, Aggregate Cost Subordinated Borrowing [Line Items] Subordinated Borrowing [Line Items] Diluted earnings per share (in USD per share) Earnings Per Share, Diluted Commercial and industrial Commercial And Industrial Portfolio Segment [Member] Commercial And Industrial Portfolio Segment Common equity Tier 1 capital (to risk weighted assets), minimum capital requirement Banking Regulation, Common Equity Tier 1 Risk-Based Capital, Capital Adequacy, Minimum Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Preferred stock, shares issued (in shares) Preferred Stock, Shares Issued Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Asset backed securities Asset-Backed Securities [Member] Deposits [Abstract] Deposits [Abstract] North Valley Trust II North Valley Trust Two [Member] North Valley Trust II. Net income Net Income (Loss), Including Portion Attributable to Noncontrolling Interest 5.46% Fixed Rated Collateralized Borrowings Five Point Four Six Fixed Rated Collateralized Borrowings [Member] Five Point Four Six Fixed Rated Collateralized Borrowings Provision for income taxes Income Tax Expense (Benefit) Total service charges and fees Revenue from Contract with Customer, Excluding Assessed Tax Financing Receivable Portfolio Segment [Domain] Financing Receivable Portfolio Segment [Domain] Measurement input Alternative Investment, Measurement Input Statement of Comprehensive Income [Abstract] Statement of Comprehensive Income [Abstract] Fiscal year before latest fiscal year Financing Receivable, Excluding Accrued Interest, Year Two, Originated, Fiscal Year before Current Fiscal Year, Writeoff Interest expense: Interest Expense, Operating and Nonoperating [Abstract] Amortized Cost of Debt Securities Held-to-Maturity Debt Securities, Held-to-Maturity [Table Text Block] Geographical Descriptions Geographical Descriptions [Policy Text Block] Geographical descriptions. Net cash from investing activities Net Cash Provided by (Used in) Investing Activities Deposits Deposits, Fair Value Disclosure All Adjustments to Compensation All Adjustments to Compensation [Member] Due after one year through five years Debt Securities, Held-to-Maturity, Amortized Cost, after Allowance for Credit Loss, Maturity, Allocated and Single Maturity Date, after Year One through Five Accumulated Other Comprehensive Income (Loss) [Line Items] Accumulated Other Comprehensive Income (Loss) [Line Items] Fair Value, Off-balance Sheet Risks, Disclosure Information [Line Items] Fair Value, off-Balance-Sheet Risks, Disclosure Information [Line Items] Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Due in one year Debt Securities, Held-to-Maturity, Amortized Cost, after

Allowance for Credit Loss, Maturity, Allocated and Single Maturity Date, Year One Obligations of U.S. government agencies US Government Agencies Debt Securities [Member] Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Entity Address, State or Province Entity Address, State or Province Three years before latest fiscal year Financing Receivable, Excluding Accrued Interest, Year Four, Originated, Three Years before Current Fiscal Year Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Financial Instruments [Domain] Financial Instruments [Domain] Accounts, Notes, Loans and Financing Receivable [Line Items] Accounts, Notes, Loans and Financing Receivable [Line Items] Vesting [Domain] Vesting [Domain] Liabilities and Shareholders' Equity: Liabilities and Equity [Abstract] Prior Financing Receivable, Excluding Accrued Interest, Originated, More than Five Years before Current Fiscal Year, Writoff Real estate construction loans Construction Loans [Member] 12 months or more, unrealized loss Debt Securities, Held-to-Maturity, Continuous Unrealized Loss Position, 12 Months or Longer, Accumulated Loss Restatement Determination Date Restatement Determination Date Fair Value Estimate of Fair Value Measurement [Member] Multifamily Multifamily [Member] Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Charge-offs Off Balance Sheet, Credit Loss, Writoff Off Balance Sheet, Credit Loss, Writoff Schedule of Amortized Cost, Estimated Fair Value and Allowance for Credit Loss on Investments in Debt Securities Schedule of Available-for-Sale Securities Reconciliation [Table Text Block] Loans Insured or Guaranteed by Government Authorities [Domain] Loans Insured or Guaranteed by Government Authorities [Domain] Weighted average exercise price at beginning of period (in USD per share) Weighted average exercise price at end of period (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Operating leases, right-of-use Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Junior Subordinated Debt Junior Subordinated Debt [Text Block] Junior subordinated debt. Options outstanding at beginning of period (in shares) Options outstanding at end of period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number California CALIFORNIA Service charges on deposit accounts Deposit Account [Member] Amortization of prior service cost Accumulated Defined Benefit Plans Adjustment, Net Prior Service Attributable to Parent [Member] Earnings Per Share Earnings Per Share [Text Block] Description of Business and Basis of Presentation Business Description And Basis Of Presentation [Policy Text Block] Business Description And Basis Of Presentation Policy [Text Block] North Valley Bancorp North Valley Bancorp [Member] North Valley Bancorp Stock options exercised Stock Issued During Period, Value, Stock Options Exercised Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Dividends Dividend Income, Operating Interest and dividend income: Interest and Dividend Income, Operating [Abstract] Non accrual, no allowance including guaranteed loans Financing Receivable, Nonaccrual, No Allowance, Including Guaranteed Loans Financing Receivable, Nonaccrual, No Allowance, Including Guaranteed Loans Summary of Terms and Recorded Balance of Subordinated Debenture Schedule of Subordinated Borrowing [Table Text Block] PEO PEO [Member] Total Collateral Pledged And Unsecured [Member] Collateral Pledged And Unsecured Name Trading Arrangement, Individual Name Deposits Interest Expense, Deposits Number of loan production offices (in offices) Number Of Loan Production Offices Number Of Loan Production Offices Other Other Noninterest Expense Total capital (to risk weighted assets), minimum to be well capitalized under prompt corrective action provisions Banking Regulation, Total Risk-Based Capital, Well Capitalized, Minimum Benefits and other compensation costs Other Labor-related Expenses Sale of customer checks Sale Of Customer Checks Sale of customer checks. Loans, including fees Interest and Fee Income, Loans and Leases Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] 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] Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Local Phone Number Local Phone Number Repurchase of common stock (in shares) Share Repurchase Program, Authorized, Number of Shares Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Revolving Loans Converted to Term Financing Receivable, Excluding Accrued Interest, Revolving, Converted to Term Loan, Writoff Charge-offs Credit Loss, Allowance For Credit Loss, Writoff Credit Loss, Allowance For Credit Loss, Writoff Obligations incurred in conjunction with leased assets Obligations Incurred, Leased Assets Obligations Incurred, Leased Assets Four years before latest fiscal year Financing Receivable, Excluding Accrued Interest, Year Five, Originated, Four Years before Current Fiscal Year Provision for credit losses Provision for (Benefit from) Provisions For Loan Losses Amount of Benefits From Reversal Of Provisions For Loan Losses. Allowance for credit losses Debt Securities, Available-for-Sale, Allowance for Credit Loss PEO Total Compensation Amount PEO Total Compensation Amount Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Occupancy Occupancy, Net Other Other [Member] Other Available for sale debt securities, at fair value (amortized cost of \$2,159,708 and \$2,384,325) Estimated Fair Value Totals Debt Securities, Available-for-Sale, Excluding Accrued Interest OCI, after reclassifications, before tax Other Comprehensive Income (Loss), before Tax, Portion Attributable to Parent Total capital ratio (to risk weighted assets) Banking Regulation, Total Risk-Based Capital Ratio, Actual Debt Disclosure [Abstract] Common Stock Common Stock [Member] Total capital (to risk weighted assets) Banking Regulation, Total Capital, Actual Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Reconciliation of Assets and Liabilities Measured at Fair Value Using Significant Unobservable Inputs (Level 3) on Recurring Basis Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table Text Block] AAA/AA/A AAA/AA/A [Member] AAA/AA/A Recoveries Credit Loss, Allowance For Credit Loss, Recovery Credit Loss, Allowance For Credit Loss, Recovery TriCo Cap Trust I Tri Co Capital Trust I [Member] TriCo capital trust I. Entity Central Index Key Entity Central Index Key Due in one year Debt Securities, Held-to-Maturity, Fair Value, Maturity, Allocated and Single Maturity Date, Year One Subordinated debt Senior Subordinated Notes [Member] Beginning balance Ending balance Off-Balance-Sheet, Credit Loss, Liability Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Shareholders' Equity Equity [Text Block] Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Equity Compensation Plans Equity Compensation Plans [Member] Equity Compensation Plans Financial Instrument [Axis] Financial Instrument [Axis] Amortization of actuarial losses Accumulated Defined Benefit Plans Adjustment, Net Gain (Loss) Attributable to Parent [Member] Change Included in Earnings Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Gain (Loss) Included in Earnings Professional fees Professional Fees Measurement Basis [Axis] Measurement Basis [Axis] Loans, net Loans Receivable, Fair Value Disclosure Title Trading Arrangement, Individual Title Consolidated Entities [Axis] Consolidated Entities [Axis] Multifamily Multifamily Collateral [Member] Multifamily Collateral 5.70% Fixed Rated Collateralized Borrowings Five Point Seven Zero Fixed Rated Collateralized Borrowings [Member] Five Point Seven Zero Fixed Rated Collateralized Borrowings City Area Code City Area Code Restricted equity securities Restricted Investments RSU vesting APIC, Share-Based Payment Arrangement, Restricted Stock Unit, Increase for Cost Recognition Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Total other non-interest expense Other Noninterest Expense, Excluding Merger Related Costs Other Noninterest Expense, Excluding Merger Related Costs Loss on disposal of fixed assets Gain (Loss) on Disposition of Assets Payment Delay/Term Extension Payment Delay/Extension, Amount Payment Delay/Extension, Amount Debt Securities Held to Maturity Debt Securities, Held-to-Maturity, Fair Value to Amortized Cost, after Allowance for Credit Loss [Abstract] Other time certificates Other Time Certificates Deposits Other time certificates deposits. Other Borrowings Other Borrowings [Text Block] Other borrowings. Total Financing Receivable, Excluding Accrued Interest, Allowance for Credit Loss, Writoff Repurchase of common stock, net of option exercises Payments for Repurchase of Common Stock Asset management and commission income Asset Management And Commission Income Fees received from asset management activities and commission income. Quantitative Information about Recurring Level 3 Fair Value Measurements Fair Value Measurement Inputs and Valuation Techniques [Table Text Block] Per share data: Earnings Per Share [Abstract] Equity [Abstract] Equity [Abstract] Available-for-Sale, Estimated Fair Value Debt Securities, Available-for-Sale, Fair Value, Fiscal Year Maturity [Abstract] Retained earnings Retained Earnings (Accumulated Deficit) Actual and Required Capital Ratios of Compliance with Regulatory Capital Requirements under Banking Regulations [Table Text Block] Financial Asset Originated Financial Asset Originated [Member] Class of Stock Class of Stock [Domain] Credit Loss Status [Domain] Credit Loss Status [Domain] Change in the market value of foreclosed assets Increase (Decrease) in the Market Value of Foreclosed Assets Increase (Decrease) in the Market Value of Foreclosed Assets Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Loans and Leases Receivable Disclosure [Line Items] Loans and Leases Receivable Disclosure [Line Items] Operating lease liability Lease liability Operating Lease, Liability Payment Delay/Term Reduction Underlying Securities Amount Dividends paid Dividends, Common Stock, Cash Amendment Lay Or Term Reduction Combination Payment Delay Or Term Reduction Underlying Securities Award Underlying Securities Amount Dividends paid Dividends, Common Stock, Cash Amendment Lay Or Term Amendment Flag Carrying Amount Reported Value Measurement [Member] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Commercial loans Commercial Loan [Member] Non-interest Income and Expense Other Income and Other Expense Disclosure [Text Block] Substandard Substandard [Member] Credit Loss [Roll Forward] Credit Loss [Roll Forward] Credit Loss Threshold for loan analysis Financing Receivable, Threshold For Loan Analysis Financing Receivable, Threshold For Loan Analysis Due in one year 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] Collateral [Axis] Collateral Held [Axis] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Face Value Debt Instrument, Face Amount Loans and Allowance for Credit Losses - Loans Financing Receivable [Policy Text Block] Entity Address, Postal Zip Code Entity Address, Postal Zip Code Advertising Advertising Expense junior subordinated debt Interest Expense, Junior Subordinated Debentures VRB Subordinated VRB Subordinated Six Percent [Member] VRB Subordinated Six Percent Tier 1 capital (to risk weighted assets), minimum to be well capitalized under prompt corrective action provisions Banking Regulation, Tier 1 Risk-Based Capital, Well Capitalized, Minimum Accumulated other comprehensive income, tax effect AOCI Tax, Attributable to Parent Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value 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] Schedule of Capitalization [Table] Schedule of Capitalization [Table] Provision (benefit) Financing Receivable, Credit Loss, Expense (Reversal) Schedule Of Other Noninterest Income And Expense [Line Items] Schedule Of Other Noninterest Income And Expense [Line Items] Schedule Of Other Noninterest Income And Expense [Line Items] Schedule Of Other Noninterest Income And Expense [Line Items] Accumulated other comprehensive income, before tax AOCI before Tax, Attributable to Parent Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Proceeds from the sale of investment securities Proceeds from Sale, Maturity and Collection of Investments Held to maturity debt securities, at amortized cost, net of allowance for credit losses of \$0 Totals Debt Securities, Held-to-Maturity, Excluding Accrued Interest, before Allowance for Credit Loss Number of a Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Employee Stock Employee Stock [Member] Fair Value Measurement [Domain] Fair Value Measurement [Domain] Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Class of Financing Receivable [Axis] Class of Financing Receivable [Axis] Time certificates, \$250,000 or more Time Deposits 250000 Or More Time deposits 250000 or more. Weighted-average remaining contractual term (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Outstanding, Weighted Average Remaining Contractual Terms Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Schedule of Stock by Class [Table] Stock, Class of Stock [Table] Farmland Farmland [Member] Farmland Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Total assets Assets Purchases of premises and equipment Payments to Acquire Property, Plant, and Equipment Other intangible assets, net Core Deposit Intangible Core deposit intangible. Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Commitments and contingencies (Note 9) Commitments to extend credit Commitments and Contingencies Mortgage banking service fees Mortgage Banking [Member] Termination Date Trading Arrangement Termination Date TriCo Cap Trust II Tri Co Capital Trust Two [Member] TriCo Capital Trust II. Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Non accrual with no allowance for credit losses Financing Receivable, Nonaccrual, No Allowance 2026 Lessee, Operating Lease, Liability, to be Paid, Year Two Other liabilities Other Liabilities Held-to-maturity, allowance for credit loss Debt Securities, Held-to-Maturity, Allowance for Credit Loss, Excluding Accrued Interest Past due 90 days or more and still accruing Financing Receivable, 90 Days or More Past Due, Still Accruing Due after one year through five years Debt Securities, Available-for-Sale, Fair Value, Maturity, Allocated and Single Maturity Date, after Year One Through Five Debt Instrument [Axis] Debt Instrument [Axis] Service Condition Vesting a RSUs Service Condition Restricted Stock Units [Member] Service Condition Restricted Stock Units [Member] Net income Net income Net income Net income [Loss] Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Service charges and fees Revenue from Contract with Customer, Including Assessed Tax Two years before latest fiscal year Financing Receivable, Excluding Accrued Interest, Year Three, Originated, Two Years before Current Fiscal Year Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Loans Insured or Guaranteed by US Government Authorities Loans Insured or Guaranteed by US Government Authorities [Member] Gross Unrealized Gains Debt Securities, Held-to-Maturity, Accumulated Unrecognized Gain Total non accrual Financing Receivable, Nonaccrual Common equity Tier 1 capital ratio (to risk weighted assets), minimum capital requirement Common Equity Tier One Risk Based Capital Required For Capital Adequacy To Risk Weighted Assets Common Equity Tier One Risk Based Capital Required For Capital Adequacy To Risk Weighted Assets Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Due after ten years Debt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, after Year 10 Debt Securities Available for Sale Debt Securities, Available-for-Sale, Fair Value to Amortized Cost, after Allowance for Credit Loss [Abstract] Entity File Number Entity File Number Tax exempt securities Interest Income, Securities, Operating, Tax Exempt Consolidated Entities [Domain] Consolidated Entities [Domain] Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One OCI, before reclassifications, before tax OCI, before Reclassifications, before Tax, Attributable to Parent Name Forgone Recovery, Individual Name Weighted-average remaining lease term (years) Operating Lease, Weighted Average Remaining Lease Term SFR HELOCs and junior liens Home Equity Loan [Member] Gain on transfer of loans to foreclosed assets Gain on Transfer Of Loans To Foreclosed Assets Amount of Gain on Transfer Of Loans To Foreclosed Assets. Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Unrealized gain (loss) on securities available for sale Unrealized Gain Loss On Securities Available For Sale Unrealized net loss on securities available for sale. Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount Issuances Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Issuances Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Tier one leverage capital required to be well capitalized to average assets Banking Regulation, Tier 1 Leverage Capital Ratio, Well Capitalized, Minimum Tier 1 capital (to average assets) Banking Regulation, Tier 1 Leverage Capital, Actual PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Adjustment to Compensation: Adjustment to Compensation [Axis] Regulatory Agency [Axis] Regulatory Agency [Axis] Document Quarterly Report Document Quarterly Report Financial liabilities: Financial Instruments, Financial Liabilities, Balance Sheet Groupings [Abstract] Consumer Consumer Portfolio Segment [Member] Due after one year through five years Debt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, after Year One Through Five Total interest expense Interest Expense, Operating Accumulated other comprehensive loss, net of tax Accumulated other comprehensive income, net of tax Accumulated Other Comprehensive Income (Loss), Net of Tax Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Average number of common shares outstanding (in shares) Weighted Average Number of Shares Outstanding, Basic Proceeds from sale of loans originated for resale Proceeds from Sale, Loan, Mortgage, Held-for-Sale Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Company's common stock in lieu of cash to exercise options to purchase shares (in shares) Share Based Compensation Arrangement by Share Based Payment Award Number of Options Tendered by Employees and Directors Share based compensation arrangement by share based payment award number of options tendered by employees and directors. 12 months or more, unrealized loss Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, 12 Months or Longer, Accumulated Loss Regulatory Agency [Domain] Regulatory Agency [Domain] Name Awards Close in Time to MNPI Disclosures, Individual Name Options forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Less than 12 months, unrealized loss Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, Less than 12 Months, Accumulated Loss Payment Delay / Term Extension Payment Delay / Term Extension [Member] Payment Delay / Term Extension Entity Filer Category Entity Filer Category Provision for (benefit from) credit losses Off-Balance-Sheet, Credit Loss, Liability, Credit Loss Expense (Reversal)

(Loss) gain on marketable equity securities Gain (Loss) on Marketable Equity Securities, Net Gain (Loss) on Marketable Equity Securities, Net Statistical Measurement [Domain] Statistical Measurement [Domain] Gross Unrealized Losses Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Loss, before Tax Three years before latest fiscal year Financing Receivable, Excluding Accrued Interest, Year Four, Originated, Three Years before Current Fiscal Year, Writetoff Components of Lease Expense Lease, Cost [Table Text Block] Life of mortgage-backed securities Life Of Mortgage Backed Securities Life of mortgage backed securities. SFR-1st Deed SFR First Deed [Member] SFR First Deed Analysis of Past Due Loans Financing Receivable, Past Due [Table Text Block] Common equity Tier 1 capital (to risk weighted assets), minimum to be well capitalized under prompt corrective action provisions Banking Regulation, Common Equity Tier 1 Risk-Based Capital, Well Capitalized, Minimum Loan Restructuring Modification [Axis] Loan Restructuring Modification [Axis] Internal Credit Assessment [Axis] Internal Credit Assessment [Axis] Loans contractual past due Nonaccrual Status Loans Contractual Past Due Nonaccrual status loans contractual past due. Total, fair value Debt Securities, Held-to-Maturity, Unrealized Loss Position, Fair Value All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] CRE owner occupied CRE Owner Occupied [Member] CRE Owner Occupied Computation of Earnings Per Share Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] (Gain) loss on sale or acquisition of foreclosed assets Gain (Loss) on Foreclosed Assets, Excluding Transfer Of Loans1 Gain (Loss) on Foreclosed Assets, Excluding Transfer Of Loans1 Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Cash paid for income taxes Income Taxes Paid, Net Common Class A Common Class A [Member] Pay vs Performance Disclosure [Line Items] Interest income on nonaccrual loans Financing Receivable, Nonaccrual, Interest Income Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Deposits Deposit Liabilities Disclosures [Text Block] Other Performance Measure, Amount Other Performance Measure, Amount Leases Lessee, Operating Leases [Text Block] Common stock, shares outstanding (in shares) Beginning balance (in shares) Ending balance (in shares) Common Stock, Shares, Outstanding Operating lease cost Operating Lease, Cost Pass Pass [Member] Fair Value Measurement Inputs and Valuation Techniques [Line Items] Fair Value Measurement Inputs and Valuation Techniques [Line Items] Loss on disposal of fixed assets Gain (Loss) on Disposition of Property Plant Equipment, Excluding Oil and Gas Property and Timber Property North Valley Trust IV North Valley Trust Four [Member] North Valley Trust IV. Entity Tax Identification Number Entity Tax Identification Number Loans Loans, Notes, Trade and Other Receivables Disclosure [Text Block] Investment Securities Schedule of Investments [Text Block] Combination - Term Extension/Rate Change Payment Combination/Extension, Amount Payment Combination/Extension, Amount Plan Name [Axis] Plan Name [Axis] Equity Components [Axis] Equity Components [Axis] Warehouse Warehouse [Member] Securities held to maturity Debt Securities, Held-to-Maturity, Amortized Cost, before Allowance for Credit Loss Mortgages servicing rights, fair value Servicing Asset at Fair Value, Amount Business Acquisition, Acquiree [Domain] Business Acquisition, Acquiree [Domain] Investments [Domain] Investments [Domain] Supplemental disclosure of noncash activities: Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract] Geographical [Axis] Geographical [Axis] Proceeds from maturities of securities available for sale Proceeds from Maturities, Prepayments and Calls of Debt Securities, Available-for-Sale Weighted Average Weighted Average [Member] Repurchase of common stock Repurchase of common stock 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] Debt Securities, Available-for-sale [Line Items] Debt Securities, Available-for-Sale [Line Items] Loss (gain) on sale of foreclosed assets Gain (Loss) on Foreclosed Assets, Excluding Transfer Of Loans Gain (Loss) on Foreclosed Assets, Excluding Transfer Of Loans Total, fair value Debt Securities, Available-for-Sale, Unrealized Loss Position Charge-offs Financing Receivable, Allowance for Credit Loss, Writetoff Cash and cash equivalents, beginning of period Cash and cash equivalents, end of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Revolving Loans Amortized Cost Basis Financing Receivable, Excluding Accrued Interest, Revolving, Writetoff Amortization of investment securities premium, net Accretion (Amortization) of Discounts and Premiums, Investments Marketable equity securities Equity Securities, FV-NI, Current MarketÂ Plus Service Condition VestingÂ RSUs Restricted Stock Units Market Condition [Member] Restricted Stock Units Market Condition [Member] Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Product and Service [Domain] Product and Service [Domain] Short-term lease cost Short-Term Lease, Cost Loans purchased Payments to Acquire Finance Receivables Fair Value Disclosures [Abstract] Fair Value Disclosures [Abstract] RSUs forfeited (in shares) Share Based Compensation Arrangement By Share Based Payment Award Equity Instruments Other Than Options Forfeited or Expired In Period Share Based Compensation Arrangement By Share Based Payment Award Equity Instruments Other Than Options Forfeited or Expired In Period Due after five years through ten years Debt Securities, Held-to-Maturity, Fair Value, Maturity, Allocated and Single Maturity Date, after Year 5 Through 10 Preferred stock, shares outstanding (in shares) Preferred Stock, Shares Outstanding Security Exchange Name Security Exchange Name Basis spread on variable rate Debt Instrument, Basis Spread on Variable Rate Subordinated Borrowing [Table] Subordinated Borrowing [Table] Weighted average exercise price of options exercised (in USD per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Regulatory Matters Regulatory Capital Requirements under Banking Regulations [Text Block] Interest receivable Increase (Decrease) in Accrued Interest Receivable, Net Number of units released (in shares) RSUs released (in shares) Share Based Compensation Arrangement By Share Based Payment Award Equity Instruments Other Than Options Release In Period Share Based Compensation Arrangement By Share Based Payment Award Equity Instruments Other Than Options Release In Period Telecommunications Communication Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Banking Regulation, Global Systemically Important Bank (GSIB) Surcharge [Abstract] Commercial real estate Commercial Real Estate Portfolio Segment [Member] Salaries and related benefits Labor and Related Expense Less than 12 months, unrealized loss Debt Securities, Held-to-Maturity, Continuous Unrealized Loss Position, Less than 12 Months, Accumulated Loss Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Gross Unrealized Losses on Investment Securities Debt Securities, Available-for-Sale [Table Text Block] Gross realized losses from the sale of investment securities Realized Investment Gains (Losses) Fair Value Nonrecurring Basis Fair Value, Nonrecurring [Member] Significant Accounting Policies [Line Items] Significant Accounting Policies [Line Items] Tax effect Other Comprehensive Income (Loss), Tax, Portion Attributable to Parent Common stock, shares issued (in shares) Common Stock, Shares, Issued Total capital (to risk weighted assets), minimum capital requirement Banking Regulation, Total Risk-Based Capital, Capital Adequacy, Minimum Total, unrealized loss Debt Securities, Available-for-Sale, Unrealized Loss Position, Accumulated Loss Two years before latest fiscal year Financing Receivable, Excluding Accrued Interest, Year Three, Originated, Two Years before Current Fiscal Year, Writetoff Losses from fair value adjustments assets and liabilities Losses from Fair Value Adjustments Assets and Liabilities Losses from Fair Value Adjustments Assets and Liabilities Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Combination - Term Extension/Rate Change Combination - Term Extension/Rate Change [Member] Combination - Term Extension/Rate Change Common stock, shares authorized (in shares) Common Stock, Shares Authorized Total principal balance of loans owed, net of charge-offs Financing Receivable, before Allowance for Credit Loss, Fee and Loan in Process Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Debt Securities, Held-to-maturity, Allowance for Credit Loss [Table] Debt Securities, Held-to-Maturity, Allowance for Credit Loss [Table] Other secured financings Other Secured Financings Other Other Loans [Member] Other Loans other comprehensive income (loss) Other comprehensive income (loss) Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent Fair Value Measurements on Recurring Basis Fair Value, Recurring [Member] 0.05% Fixed Rate Collateralized Borrowings Zero Point Zero Five Fixed Rate Collateralized Borrowings [Member] 0.05% Fixed rate collateralized borrowings. Summary of Balances of Deposits Deposit Liabilities, Type [Table Text Block] Options granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross 12 months or more, fair value Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, 12 Months or Longer Other assets and liabilities, net Increase (Decrease) in Other Operating Liabilities Provision for credit losses on loans Provision For (Benefit From) Provisions For Credit Losses Provision For (Benefit From) Provisions For Credit Losses Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Loans Total Financing receivable, excluding accrued interest, before allowance for credit loss Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss Regulatory assessments and insurance Regulatory Assessments And Insurance Regulatory Assessments And Insurance Fair Value, by Balance Sheet Grouping [Table] Fair Value, by Balance Sheet Grouping [Table] Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Change in joint beneficiary agreements Other Comprehensive Income Loss Joint Beneficiary Agreement Liability Adjustments Reclassification Net Of Tax Visa Class C Common Stock Visa Class C Common Stock [Member] Visa Class C Common Stock Amortization of intangible assets Intangible amortization Amortization of Intangible Assets CRE non-owner occupied CRE Non-Owner Occupied [Member] CRE Non-Owner Occupied Accounting Policies [Abstract] Accounting Policies [Abstract] Liabilities: Liabilities [Abstract] Transfers between levels Equity securities, fair value Equity Securities, FV-NI, Restricted Total salaries and benefits expense Labor And Related Expense, Excluding Merger Related Costs Labor And Related Expense, Excluding Merger Related Costs 12 months or more, fair value Debt Securities, Held-to-Maturity, Continuous Unrealized Loss Position, 12 Months or Longer, Fair Value Current Fiscal Year End Date Current Fiscal Year End Date Discount for present value of expected cash flows Lessee, Operating Lease, Liability, Undiscounted Excess Amount Construction Construction Portfolio Segment [Member] Construction portfolio segment. Common Class B-2 Common Class B-2 [Member] Common Class B-2 PEO Name PEO Name Vesting [Axis] Vesting [Axis] Award Type [Domain] Award Type [Domain] Loan Restructuring Modification [Domain] Loan Restructuring Modification [Domain] Tax effect Other Comprehensive Income (Loss) before Reclassifications, Tax Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Non-PEO NEO Non-PEO NEO [Member] Courier service Courier Service Courier service. OCI, before reclassifications, net of tax OCI, before Reclassifications, Net of Tax, Attributable to Parent Recoveries Financing Receivable, Allowance for Credit Loss, Recovery Equipment Equipment Expense Summary of Loan Balances Schedule of Accounts, Notes, Loans and Financing Receivable [Table Text Block] Amortized Cost Basis of Collateral Dependent Loans, By Class of Loan Amortized Cost Basis of Collateral Dependent Loans [Table Text Block] Amortized Cost Basis of Collateral Dependent Loans Tier 1 capital (to average assets), minimum capital requirement Banking Regulation, Tier 1 Leverage Capital, Capital Adequacy, Minimum Foreclosed assets (Residential real estate) Foreclosed Assets, Residential Real Estate [Member] Foreclosed Assets, Residential Real Estate Class of Stock [Line Items] Class of Stock [Line Items] Four years before latest fiscal year Financing Receivable, Excluding Accrued Interest, Year Five, Originated, Four Years before Current Fiscal Year, Writetoff Accounting Standards Adopted and Yet to be Adopted New Accounting Pronouncements, Policy [Policy Text Block] Class of Stock [Axis] Class of Stock [Axis] Investment Securities [Table] Investment Securities [Table] Investment Securities [Table] Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Thereafter Lessee, Operating Lease, Liability, to be Paid, after Year Four Lessee, Operating Lease, Liability, to be Paid, after Year Four Proceeds from sale of available for sale securities Proceeds from Sale of Debt Securities, Available-for-Sale Number of business segment (in segments) Number of Operating Segments Recorded Amount of Assets and Liabilities Measured at Fair Value on Recurring Basis Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block] Off-Balance Sheet, Credit Loss, Liability [Roll Forward] Off-Balance-Sheet, Credit Loss, Liability [Roll Forward] Loan origination and principal collections, net Payment For Loan And Lease Originations And Principal Collections Payment for loan and lease originations and principal collections. Equity compensation vesting expense Share-Based Payment Arrangement, Noncash Expense Unfunded status of the supplemental retirement plans Accumulated Defined Benefit Plans Adjustment Attributable to Parent [Member] 2024 Plan Two Thousand Twenty Four Plan [Member] Two Thousand Twenty Four Plan Interest rate Debt Instrument, Interest Rate, Standard Percentage Allowance For Loan And Lease Losses [Abstract] Allowance For Loan And Lease Losses [Abstract] Allowance For Loan And Lease Losses [Abstract] Supplemental disclosure of cash flow activity: Supplemental Cash Flow Information [Abstract] Total non-interest income Noninterest Income Change in: Increase (Decrease) in Operating Liabilities [Abstract] Schedule Credit Quality Indicators Financing Receivable Credit Quality Indicators [Table Text Block] 4.75% Fixed Rated Collateralized Borrowings Four Point Seven Five Fixed Rated Collateralized Borrowings [Member] Four Point Seven Five Fixed Rated Collateralized Borrowings Total deposits Deposits Total liabilities and shareholdersâ€™ equity Liabilities and Equity Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Deposit account overdraft privilege Deposit Account Overdraft Privilege [Member] Deposit account overdraft privilege. Restricted Stock Unit (RSU) Activity Share-Based Payment Arrangement, Restricted Stock and Restricted Stock Unit, Activity [Table Text Block] Underlying Security Market Price Change Underlying Security Market Price Change, Percent Capital required to be well capitalized to risk weighted assets Banking Regulation, Total Risk-Based Capital Ratio, Well Capitalized, Minimum Measurement Input Type [Axis] Measurement Input Type [Axis] Individual: Individual [Axis] Agriculture production Agriculture Production Portfolio Segment [Member] Agriculture Production Portfolio Segment Accumulated Other Comprehensive Income (Loss) AOCI Attributable to Parent [Member] Weighted average exercise price of options forfeited (in USD per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise Price Product and Service [Axis] Product and Service [Axis] Statement [Line Items] Statement [Line Items] Measurement Input Type [Domain] Measurement Input Type [Domain] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Originations of loans for resale Payment for Origination, Loan, Mortgage, Held-for-Sale Beginning balance Ending balance Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability Value Allowance for Credit Losses - Securities Credit Loss, Financial Instrument [Policy Text Block] Number of lease renewal options (in renewal options) Lessee, Operating Lease, Number of Renewal Term Options Lessee, Operating Lease, Number of Renewal Term Options Components of Non-Interest Income Components Of Other Noninterest Income [Table Text Block] Components of other noninterest income. Minimum Minimum [Member] Common equity Tier 1 capital (to risk weighted assets) Banking Regulation, Common Equity Tier 1 Risk-Based Capital, Actual Other service fees Financial Service, Other [Member] Adoption Date Trading Arrangement Adoption Date Financing Receivable, Troubled Debt Restructuring [Line Items] Financing Receivable, Modified [Line Items] Tier one risk based capital required to be well capitalized to risk weighted assets Banking Regulation, Tier 1 Risk-Based Capital Ratio, Well Capitalized, Minimum 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 Common equity tier one risk based capital required to be well capitalized to risk weighted assets Common Equity Tier One Risk Based Capital Required to be Well Capitalized to Risk Weighted Assets Common Equity Tier One Risk Based Capital Required to be Well Capitalized to Risk Weighted Assets 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] Exercise Price Award Exercise Price Recoveries Off Balance Sheet, Credit Loss, Recovery Off Balance Sheet, Credit Loss, Recovery Conversion ratio (in dollars per share) Common Stock, Convertible, Conversion Price, Increase Arrangement Duration Trading Arrangement Trading Arrangement Tier 1 capital ratio (to risk weighted assets) Banking Regulation, Tier 1 Risk-Based Capital Ratio, Actual Investments: Interest and Dividend Income, Securities, by Taxable Status [Abstract] Shareholdersâ€™ equity: Equity, Attributable to Parent [Abstract] Tri Counties Bank Subsidiaries [Member] Less than 12 months, fair value Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, Less than 12 Months Tier 1 capital ratio (to risk weighted assets), minimum capital requirement Banking Regulation, Tier 1 Risk-Based Capital Ratio, Capital Adequacy, Minimum Non-interest income: Noninterest Income [Abstract] Supplemental Cash Flow Information Related to Leases Schedule Of Supplemental Cash Flow Information Related To Operating Leases [Table Text Block] Tabular disclosure of supplemental cash flow information related to operating leases. Other Operating Interest Income Other Operating interest income other. Tier 1 capital (to average assets), minimum to be well capitalized under prompt corrective action provisions Banking Regulation, Tier 1 Leverage Capital, Well Capitalized, Minimum Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] All Individuals All Individuals [Member] Gross Unrealized Losses Debt Securities, Held-to-Maturity, Accumulated Unrecognized Loss Total loans, net Financing Receivable, Excluding Accrued Interest, after Allowance for Credit Loss Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Receivables [Abstract] Receivables [Abstract] Stock repurchase program, percentage of common stock Stock Repurchase Program Percentage Of Common Stock Stock repurchase program percentage of common stock. Gross Unrealized Gains Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Gain, before Tax Accrued interest payable Interest Payable Components of Other Comprehensive Income (Loss) and Related Tax Effects Schedule of Amounts Recognized in Other Comprehensive Income (Loss) [Table Text Block] Base salaries, net of deferred loan origination costs Base Salaries Net Of Deferred Loan Origination Costs Base salaries net of deferred loan origination costs. Pre-tax compensation costs Share-Based Payment Arrangement, Nonvested

[illegible]

[illegible]

[illegible]

Cover Page - shares	9 Months Ended	
	Sep. 30, 2024	Nov. 04, 2024
Cover [Abstract]		
Document Type	10-Q	
Document Quarterly Report	true	
Document Period End Date	Sep. 30, 2024	
Document Transition Report	false	
Entity File Number	000-10661	
Entity Incorporation, State or Country Code	CA	
Entity Tax Identification Number	94-2792841	
Entity Address, Address Line One	63 Constitution Drive	
Entity Address, City or Town	Chico	
Entity Address, State or Province	CA	

Entity Address, Postal Zip Code	95973
City Area Code	530
Local Phone Number	898-0300
Title of 12(b) Security	Common Stock
Trading Symbol	TCBK
Security Exchange Name	NASDAQ
Entity Current Reporting Status	Yes
Entity Interactive Data Current	Yes
Entity Filer Category	Large Accelerated Filer
Entity Small Business	false
Entity Emerging Growth Company	false
Entity Shell Company	false
Entity Common Stock, Shares Outstanding	33,005,380
Entity Registrant Name	TriCo Bancshares
Amendment Flag	false
Document Fiscal Year Focus	2024
Document Fiscal Period Focus	Q3
Current Fiscal Year End Date	--12-31
Entity Central Index Key	0000356171

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Condensed Consolidated Balance Sheets - USD (\$) \$ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Assets:		
Cash and due from banks	\$ 110,141	\$ 81,626
Cash at Federal Reserve and other banks	209,973	17,075
Cash and cash equivalents	320,114	98,701
Investment securities:		
Marketable equity securities	2,690	2,634
Available for sale debt securities, at fair value (amortized cost of \$2,159,708 and \$2,384,325)	1,979,270	2,152,504
Held to maturity debt securities, at amortized cost, net of allowance for credit losses of \$0	117,259	133,494
Restricted equity securities	17,250	17,250
Loans held for sale	1,995	458
Loans	6,683,891	6,794,470
Allowance for credit losses	(123,760)	(121,522)
Total loans, net	6,560,131	6,672,948
Premises and equipment, net	70,423	71,347
Cash value of life insurance	139,312	136,892
Accrued interest receivable	33,061	36,768
Goodwill	304,442	304,442
Other intangible assets, net	7,462	10,552
Operating leases, right-of-use	24,716	26,133
Other assets	245,765	245,966
Total assets	9,823,890	9,910,089
Deposits:		
Noninterest-bearing demand	2,547,736	2,722,689
Interest-bearing	5,489,355	5,111,349
Total deposits	8,037,091	7,834,038
Accrued interest payable	11,664	8,445
Operating lease liability	26,668	28,261
Other liabilities	141,521	145,982
Other borrowings	266,767	632,582
Junior subordinated debt	101,164	101,099
Total liabilities	8,584,875	8,750,407
Commitments and contingencies (Note 9)		
Shareholders' equity:		
Preferred stock, no par value: 1,000,000 shares authorized, zero issued and outstanding at September 30, 2024 and December 31, 2023	0	0
Common stock, no par value: 50,000,000 shares authorized; 33,000,508 and 33,268,102 issued and outstanding at September 30, 2024 and December 31, 2023, respectively	693,176	697,349
Retained earnings	662,816	615,502
Accumulated other comprehensive loss, net of tax	(116,977)	(153,169)
Total shareholders' equity	1,239,015	1,159,682
Total liabilities and shareholders' equity	\$ 9,823,890	\$ 9,910,089

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Condensed Consolidated Balance Sheets (Parenthetical) - USD (\$) \$ in Thousands	Sep. 30, 2024	Dec. 31, 2023

Statement of Financial Position [Abstract]

Available-for-sale, allowance for credit loss	\$ 2,159,708	\$ 2,384,325
Held-to-maturity, allowance for credit loss	\$ 0	\$ 0
Preferred stock, shares authorized (in shares)	1,000,000	1,000,000
Preferred stock, shares issued (in shares)	0	0
Preferred stock, shares outstanding (in shares)	0	0
Common stock, shares authorized (in shares)	50,000,000	50,000,000
Common stock, shares issued (in shares)	33,000,508	33,268,102
Common stock, shares outstanding (in shares)	33,000,508	33,268,102

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Condensed Consolidated Statements of Income - USD (\$) \$ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Interest and dividend income:				
Loans, including fees	\$ 98,085	\$ 91,707	\$ 292,799	\$ 260,868
Investments:				
Taxable securities	16,812	18,657	50,878	55,746
Tax exempt securities	897	1,350	2,729	3,920
Dividends	376	333	1,143	935
Interest bearing cash at Federal Reserve and other banks	1,177	333	2,247	976
Total interest and dividend income	117,347	112,380	349,796	322,445
Interest expense:				
Deposits	30,688	17,379	83,238	33,981
Other borrowings	2,144	5,106	13,640	13,318
Junior subordinated debt	1,904	1,772	5,574	5,086
Total interest expense	34,736	24,257	102,452	52,385
Net interest income	82,611	88,123	247,344	270,060

Provision for credit losses	220	4,155	4,930	18,000
Net interest income after credit loss provision	82,391	83,968	242,414	252,060
Non-interest income:				
Service charges and fees	12,782	13,075	38,215	37,240
Gain on sale of loans	549	382	1,198	883
(Loss) gain on sale or exchange of investment securities	2	0	(43)	(164)
Asset management and commission income	1,502	1,141	3,989	3,233
Increase in cash value of life insurance	786	684	2,420	2,274
Other	874	702	2,353	1,894
Total non-interest income	16,495	15,984	48,132	45,360
Non-interest expense:				
Salaries and related benefits	35,550	34,463	105,255	101,740
Other	23,937	23,415	69,075	71,175
Total non-interest expense	59,487	57,878	174,330	172,915
Income before provision for income taxes	39,399	42,074	116,216	124,505
Provision for income taxes	10,348	11,484	30,382	33,190
Net income	\$ 29,051	\$ 30,590	\$ 85,834	\$ 91,315
Per share data:				
Basic earnings per share (in USD per share)	\$ 0.88	\$ 0.92	\$ 2.59	\$ 2.75
Diluted earnings per share (in USD per share)	0.88	0.92	2.58	2.74
Dividends per share (in USD per share)	\$ 0.33	\$ 0.30	\$ 0.99	\$ 0.90

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Condensed Consolidated Statement of Comprehensive Income (Loss) - USD (\$) \$ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024		Sep. 30, 2023	
	Sep. 30, 2024		Sep. 30, 2024	
	Sep. 30, 2023		Sep. 30, 2023	

Statement of Comprehensive Income [Abstract]

Net income	\$ 29,051	\$ 30,590	\$ 85,834	\$ 91,315
Other comprehensive income (loss), net of tax:				
Unrealized gains (losses) on available for sale securities arising during the period	44,538	(44,040)	36,192	(31,511)
Change in minimum pension liability	0	0	0	0
Change in joint beneficiary agreements	0	0	0	0
Other comprehensive income (loss)	44,538	(44,040)	36,192	(31,511)
Comprehensive income (loss)	\$ 73,589	\$ (13,450)	\$ 122,026	\$ 59,804

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Condensed Consolidated Statements of Changes In Shareholders' Equity - USD (\$) \$ in Thousands	Total Common Stock Retained Earnings Accumulated Other Comprehensive Income (Loss)			
	Total			
	Total			
	Total			
Beginning balance (in shares) at Dec. 31, 2022	33,331,513			
Beginning balance at Dec. 31, 2022	\$ 1,046,416	\$ 697,448	\$ 542,873	\$ (193,905)
Increase (Decrease) in Stockholders' Equity [Roll Forward]				
Net income	91,315		91,315	
Other comprehensive income (loss)	(31,511)			(31,511)
Stock options exercised (in shares)	8,000			
Stock options exercised	156	\$ 156		
RSU vesting	2,082	2,082		
PSU vesting	972	\$ 972		
RSUs released (in shares)	72,847			
PSUs released (in shares)	55,928			
Repurchase of common stock (in shares)	(204,964)			
Repurchase of common stock	(9,108)	\$ (4,289)	(4,819)	
Dividends paid	(29,921)		(29,921)	
Ending balance (in shares) at Sep. 30, 2023	33,263,324			
Ending balance at Sep. 30, 2023	1,070,401	\$ 696,369	599,448	(225,416)
Beginning balance (in shares) at Jun. 30, 2023	33,259,260			
Beginning balance at Jun. 30, 2023	1,092,781	\$ 695,305	578,852	(181,376)
Increase (Decrease) in Stockholders' Equity [Roll Forward]				
Net income	30,590		30,590	
Other comprehensive income (loss)	(44,040)			(44,040)
RSU vesting	728	728		
PSU vesting	355	\$ 355		
RSUs released (in shares)	5,061			
Repurchase of common stock (in shares)	(997)			
Repurchase of common stock	(34)	\$ (19)	(15)	
Dividends paid	(9,979)		(9,979)	
Ending balance (in shares) at Sep. 30, 2023	33,263,324			
Ending balance at Sep. 30, 2023	\$ 1,070,401	\$ 696,369	599,448	(225,416)
Beginning balance (in shares) at Dec. 31, 2023	33,268,102	33,268,102		
Beginning balance at Dec. 31, 2023	\$ 1,159,682	\$ 697,349	615,502	(153,169)
Increase (Decrease) in Stockholders' Equity [Roll Forward]				
Net income	85,834		85,834	
Other comprehensive income (loss)	\$ 36,192			36,192
Stock options exercised (in shares)	7,500	7,500		
Stock options exercised	\$ 174	\$ 174		
RSU vesting	2,428	2,428		
PSU vesting	1,122	\$ 1,122		
RSUs released (in shares)	69,043			
PSUs released (in shares)	32,248			
Repurchase of common stock (in shares)	(376,385)			
Repurchase of common stock	(13,651)	\$ (7,897)	(5,754)	
Dividends paid	\$ (32,766)		(32,766)	
Ending balance (in shares) at Sep. 30, 2024	33,000,508	33,000,508		
Ending balance at Sep. 30, 2024	\$ 1,239,015	\$ 693,176	662,816	(116,977)
Beginning balance (in shares) at Jun. 30, 2024	32,989,327			
Beginning balance at Jun. 30, 2024	1,175,050	\$ 691,878	644,687	(161,515)
Increase (Decrease) in Stockholders' Equity [Roll Forward]				
Net income	29,051		29,051	
Other comprehensive income (loss)	44,538			44,538
Stock options exercised (in shares)	7,500			
Stock options exercised	174	\$ 174		
RSU vesting	809	809		
PSU vesting	348	\$ 348		

RSUs released (in shares)		5,232		
Repurchase of common stock (in shares)		(1,551)		
Repurchase of common stock	(67)	\$ (33)	(34)	
Dividends paid		\$ (10,888)	(10,888)	
Ending balance (in shares) at Sep. 30, 2024		33,000,508	33,000,508	
Ending balance at Sep. 30, 2024		\$ 1,239,015	\$ 693,176	\$ 662,816
XML 27 R7.htm IDEA: XBRL DOCUMENT				\$ (116,977)

	3 Months Ended		9 Months Ended	
Condensed Consolidated Statements of Changes In Shareholders' Equity (Parenthetical) - \$ / shares	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023

Common Stock				
Dividends paid, per share (in USD per share)	\$ 0.33	\$ 0.30	\$ 0.99	\$ 0.90

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			9 Months Ended	
Condensed Consolidated Statements of Cash Flows - USD (\$) \$ in Thousands	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023

[Operating activities:](#)

Net income	\$ 85,834	\$ 91,315

[Adjustments to reconcile net income to net cash provided by operating activities:](#)

Depreciation of premises and equipment, and amortization	4,562	4,829
Amortization of intangible assets	3,090	4,902
Provision for credit losses on loans	4,670	16,415
Amortization of investment securities premium, net	511	433
Loss on sale of investment securities	43	164
Originations of loans for resale	(48,197)	(33,389)
Proceeds from sale of loans originated for resale	47,476	35,179
Gain on sale of loans	(1,198)	(883)
Change in fair market value of mortgage servicing rights	468	215
Provision for losses on foreclosed assets	0	679
Gain on transfer of loans to foreclosed assets	(38)	(114)
Loss (gain) on sale of foreclosed assets	26	(38)
Change in the market value of foreclosed assets	262	0
Operating lease expense payments	(4,658)	(4,840)
Loss on disposal of fixed assets	12	22
Increase in cash value of life insurance	(2,420)	(2,274)
Loss (gain) on marketable and trading equity securities	(121)	81
Equity compensation vesting expense	3,550	3,054

[Change in:](#)

Interest receivable	3,707	(2,739)
Interest payable	3,219	5,521
Amortization of operating lease ROUA	4,481	4,861
Other assets and liabilities, net	(19,812)	(21,016)
Net cash from operating activities	85,467	102,377

[Investing activities:](#)

Proceeds from maturities of securities available for sale	315,627	243,245
Proceeds from maturities of securities held to maturity	16,074	21,754
Proceeds from sale of available for sale securities	31,534	24,160
Purchases of securities available for sale	(122,873)	(34,468)
Loan origination and principal collections, net	107,690	(258,183)
Loans purchased	0	(6,423)
Proceeds from sale of other real estate owned	149	165
Purchases of premises and equipment	(3,250)	(3,885)
Net cash from investing activities	344,951	(13,635)

[Financing activities:](#)

Net change in deposits	203,053	(319,370)
Net change in other borrowings	(365,815)	273,370
Repurchase of common stock, net of option exercises	(13,651)	(9,108)
Dividends paid	(32,766)	(29,921)
Exercise of stock options	174	156
Net cash used by financing activities	(209,005)	(84,873)
Net change in cash and cash equivalents	221,413	3,869
Cash and cash equivalents, beginning of period	98,701	107,230
Cash and cash equivalents, end of period	320,114	111,099

[Supplemental disclosure of noncash activities:](#)

Unrealized gain (loss) on securities available for sale	51,383	(44,738)
Market value of shares tendered in-lieu of cash to pay for exercise of options and/or related taxes	1,168	2,134
Obligations incurred in conjunction with leased assets	2,226	4,311
Loans transferred to foreclosed assets	458	105

[Supplemental disclosure of cash flow activity:](#)

Cash paid for interest expense	99,233	46,864
Cash paid for income taxes	\$ 27,200	\$ 39,800

[XML 29 R9.htm IDEA: XBRL DOCUMENT](#)

Summary of Significant Accounting Policies	9 Months Ended Sep. 30, 2024

[Accounting Policies](#)

[\[Abstract\]](#)

[Summary of Significant Accounting Policies](#) Summary of Significant Accounting Policies

[Description of Business and Basis of Presentation](#)

TriCo Bancshares (the “Company” or “we”) is a California corporation organized to act as a bank holding company for Tri Counties Bank (the “Bank”). The Company and the Bank are headquartered in Chico, California. The Bank is a California-chartered bank that is engaged in the general commercial banking business in 31 California counties. The consolidated financial statements are prepared in accordance with accounting policies generally accepted in the United States of America and general practices in the banking industry. All adjustments necessary for a fair presentation of these consolidated financial statements have been included and are of a normal and recurring nature. The financial statements include the accounts of the Company. All inter-company accounts and transactions have been eliminated in consolidation.

The Company has five capital subsidiary business trusts (collectively, the “Capital Trusts”) that issued trust preferred securities, including two organized by the Company and three acquired with the acquisition of North Valley Bancorp. For financial reporting purposes, the Company’s investments in the Capital Trusts of \$1.8 million are accounted for under the equity method and, accordingly, are not consolidated and are included in other assets on the consolidated balance sheet. See the *Note 8 - footnote Junior Subordinated Debt* for additional information on borrowings outstanding.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023 (the “2023 Annual Report”). The Company believes that the disclosures made are adequate to make the information not misleading.

Segment and Significant Group Concentration of Credit Risk

The Company grants agribusiness, commercial, consumer, and residential loans to customers located throughout California. The Company has a diversified loan portfolio within the business segments located in this geographical area. The Company currently classifies all its operation into one business segment that it denotes as community banking.

Geographical Descriptions

For the purpose of describing the geographical location of the Company’s operations, the Company has defined northern California as that area of California north of, and including, Stockton to the east and San Jose to the west; central California as that area of the state south of Stockton and San Jose, to and including, Bakersfield to the east and San Luis Obispo to the west; and southern California as that area of the state south of Bakersfield and San Luis Obispo.

Reclassification

Some items in the prior year consolidated financial statements were reclassified to conform to the current presentation. Reclassifications had no effect on prior year net income or shareholders’ equity.

Cash and Cash Equivalents

Net cash flows are reported for loan and deposit transactions and other borrowings. For purposes of the consolidated statement of cash flows, cash, due from banks with original maturities less than 90 days, interest-earning deposits in other banks, and Federal funds sold are considered to be cash equivalents.

Allowance for Credit Losses - Securities

The Company measures expected credit losses on HTM debt securities on a collective basis by major security type, then further disaggregated by sector and bond rating. Accrued interest receivable on HTM debt securities was considered insignificant at September 30, 2024 and December 31, 2023 and is therefore excluded from the estimate of credit losses. The estimate of expected credit losses considers historical credit loss information that is adjusted for current conditions and reasonable and supportable forecasts based on current and expected changes in credit ratings and default rates. Based on the implied guarantees of the U. S. Government or its agencies related to certain of these investment securities, and the absence of any historical or expected losses, substantially all qualify for a zero loss

assumption. Management has separately evaluated its HTM investment securities from obligations of state and political subdivisions utilizing the historical loss data represented by similar securities over a period of time spanning nearly 50 years. As a result of this evaluation, management determined that the expected credit losses associated with these securities is not significant for financial reporting purposes and therefore, no allowance for credit losses has been recognized for any period reported.

The Company evaluates AFS debt securities in an unrealized loss position 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. Any impairment that is not credit related is recognized in other comprehensive income, net of applicable taxes. Credit-related impairment is recognized as an allowance for credit losses on the balance sheet, limited to the amount by which the amortized cost basis exceeds the fair value, with a corresponding adjustment to earnings. Both the allowance for credit losses and the adjustment to net income may be reversed if conditions change. However, if the Company intends to sell an impaired available for sale debt security or more likely than not will be required to sell such a security before recovering its amortized cost basis, the entire impairment amount is recognized in earnings with a corresponding adjustment to the security’s amortized cost basis. In evaluating available for sale debt securities in unrealized loss positions for impairment and the criteria regarding its intent or requirement to sell such securities, the Company considers the extent to which fair value is less than amortized cost, whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred, and the results of reviews of the issuers’ financial condition, among other factors. Changes in the allowance for credit losses are recorded as provision for (or reversal of) credit loss expense. Losses are charged against the ACL when management believes the uncollectibility of an available for sale debt security is confirmed or when either of the criteria regarding intent or requirement to sell is met. No security credit losses were recognized during the nine month periods ended September 30, 2024 and 2023, respectively.

Loans

Loans that management has the intent and ability to hold until maturity or payoff are reported at principal amount outstanding, net of deferred loan fees and costs. Loans are placed in nonaccrual status when reasonable doubt exists as to the full, timely collection of interest or principal, or a loan becomes contractually past due by 90 days or more with respect to interest or principal and is not well secured and in the process of collection. When a loan is placed on nonaccrual status, all interest previously accrued but not collected is reversed against interest income. Income on such loans is then recognized only to the extent that cash is received and where the future collection of principal is considered probable. Interest accruals are resumed on such loans only when they are brought fully current with respect to interest and principal and when, in the judgment of Management, the loan is estimated to be fully collectible as to both principal and interest. Accrued interest receivable is not included in the calculation of the allowance for credit losses.

Allowance for Credit Losses - Loans

The ACL is a valuation account that is deducted from the loan’s amortized cost basis to present the net amount expected to be collected on the loans. Loans are charged-off against the allowance when management believes the recorded loan balance is confirmed as uncollectible. Expected recoveries do not exceed the aggregate of amounts previously charged-off and expected to be charged-off. Regardless of the determination that a charge-off is appropriate for financial accounting purposes, the Company manages its loan portfolio by continually monitoring, where possible, a borrower’s ability to pay through the collection of financial information, delinquency status, borrower discussion and the encouragement to repay in accordance with the original contract or modified terms, if appropriate.

Management estimates the allowance balance using relevant information, from internal and external sources, relating to past events, current conditions, and reasonable and supportable forecasts. The allowance for credit losses is measured on a collective (pool) basis when similar risk characteristics exist. Historical credit loss experience provides the basis for the estimation of expected credit losses, which captures loan balances as of a point in time to form a cohort, then tracks the respective losses generated by that cohort of loans over the remaining life. The Company identified and accumulated loan cohort historical loss data beginning with the fourth quarter of 2008 and through the current period. In situations where the Company’s actual loss history was not statistically relevant, the loss history of peers, defined as financial institutions with assets greater than three billion and less than ten billion, were utilized to create a minimum loss rate. Adjustments to historical loss information are made for differences in relevant current loan-specific risk characteristics, such as historical timing of losses relative to the loan origination. In its loss forecasting framework, the Company incorporates forward-looking information through the use of macroeconomic scenarios applied over the forecasted life of the assets. These macroeconomic scenarios incorporate variables that have historically been key drivers of increases and decreases in credit losses. These variables include, but are not limited to changes in environmental conditions, such as California unemployment rates, household debt levels, changes in corporate debt yields, and U.S. gross domestic product.

PCD assets are assets acquired at a discount that is due, in part, to credit quality deterioration since origination. PCD assets are accounted for in accordance with ASC 326-20 and are initially recorded at fair value, by taking the sum of the present value of expected future cash flows and an allowance for credit losses, at acquisition. The allowance for credit losses for PCD assets is recorded through a gross-up of reserves on the balance sheet, while the allowance for acquired non-PCD assets, such as loans, is recorded through the provision for credit losses on the income statement, consistent with originated loans. Subsequent to acquisition, the allowance for credit losses for PCD loans will generally follow the same forward-looking estimation, provision, and charge-off process as non-PCD acquired and originated loans.

The Company has identified the following portfolio segments to evaluate and measure the allowance for credit loss:

Commercial real estate:

Commercial real estate - Non-owner occupied: These commercial properties typically consist of buildings which are leased to others for their use and rely on rents as the primary source of repayment. Property types are predominantly office, retail, or light industrial but the portfolio also has some special use properties. As such, the risk of loss associated with these properties is primarily driven by general

economic changes or changes in regional economies and the impact of such on a tenant’s ability to pay. Ultimately this can affect occupancy, rental rates, or both. Additional risk of loss can come from new construction resulting in oversupply, the costs to hold or operate the property, or changes in interest rates. The terms on these loans at origination typically have maturities from five to ten years with amortization periods from fifteen to thirty years.

Commercial real estate - Owner occupied: These credits are primarily susceptible to changes in the financial condition of the business operated by the property owner. This may be driven by changes in, among other things, industry challenges, factors unique to the operating geography of the borrower, change in the individual fortunes of the business owner, general economic conditions and changes in business cycles. When default is driven by issues related specifically to the business owner, collateral values tend to provide better repayment support and may result in little or no loss. Alternatively, when default is driven more by general economic conditions, the underlying collateral may have devalued more and thus result in larger losses in the event of default. The terms on these loans at origination typically have maturities from five to ten years with amortization periods from fifteen to thirty years.

Multifamily: These commercial properties are generally comprised of more than four rentable units, such as apartment buildings, with each unit intended to be occupied as the primary residence for one or more persons. Multifamily properties are also subject to changes in general or regional economic conditions, such as unemployment, ultimately resulting in increased vacancy rates or reduced rents or both. In addition, new construction can create an oversupply condition and market competition resulting in increased vacancy, reduced market rents, or both. Due to the nature of their use and the greater likelihood of tenant turnover, the management of these properties is more intensive and therefore is more critical to the preclusion of loss.

Farmland: While the Company has few loans that were originated for the purpose of the acquisition of these commercial properties, loans secured by farmland represent unique risks that are associated with the operation of an agricultural businesses. The valuation of farmland can vary greatly over time based on the property’s access to resources including but not limited to water, crop prices, foreign exchange rates, government regulation or restrictions, and the nature of ongoing capital investment needed to maintain the quality of the property. Loans secured by farmland typically represent less risk to the Company than other agriculture loans as the real estate typically provides greater support in the event of default or need for longer term repayment.

Consumer loans:

SFR 1-4 1st DT Liens: The most significant drivers of potential loss within the Company’s residential real estate portfolio relate general, regional, or individual changes in economic conditions and their effect on employment and borrowers cash flow. Risk in this portfolio is best measured by changes in borrower credit score and loan-to-value. Loss estimates are based on the general movement in credit score, economic outlook and its effects on employment and the value of homes and the Bank’s historical loss experience adjusted to reflect the economic outlook and the unemployment rate.

SFR HELOCs and Junior Liens: Similar to residential real estate term loans, HELOCs and junior liens performance is also primarily driven by borrower cash flows based on employment status. However, HELOCs carry additional risks associated with the fact that most of these loans are secured by a deed of trust in a position that is junior to the primary lien holder. Furthermore, the risk that as the borrower’s financial strength deteriorates, the outstanding balance on these credit lines may increase as they may only be canceled by the Company if certain limited criteria are met. In addition to the allowance for credit losses maintained as a percent of the outstanding loan balance, the Company maintains additional reserves for the unfunded portion of the HELOC.

Other: The majority of consumer loans are secured by automobiles, with the remainder primarily unsecured revolving debt (credit cards). These loans are susceptible to three primary risks; non-payment due to income loss, over-extension of credit and, when the borrower is unable to pay, shortfall in collateral value, if any. Typically non-payment is due to loss of job and will follow general economic trends in the marketplace driven primarily by rises in the unemployment rate. Loss of collateral value can be due to market demand shifts, damage to collateral itself or a combination of those factors. Credit card loans are unsecured and while collection efforts are pursued in the event of default, there is typically limited opportunity for recovery. Loss estimates are based on the general movement in credit score, economic outlook and its effects on employment and the Bank’s historical loss experience adjusted to reflect the economic outlook and the unemployment rate.

Commercial and Industrial:

Repayment of these loans is primarily based on the cash flow of the borrower, and secondarily on the underlying collateral provided by the borrower. A borrower’s cash flow may be unpredictable, and collateral securing these loans may fluctuate in value. Most often, collateral includes accounts receivable, inventory, or equipment. Collateral securing these loans may depreciate over time, may be difficult to appraise, may be illiquid and may fluctuate in value based on the success of the business. Actual and forecast changes in gross domestic product are believed to be corollary to losses associated with these credits.

Construction:

While secured by real estate, construction loans represent a greater level of risk than term real estate loans due to the nature of the additional risks associated with the not only the completion of construction within an estimated time period and budget, but also the need to either sell the building or reach a level of stabilized occupancy sufficient to generate the cash flows necessary to support debt service and operating costs. The Company seeks to mitigate the additional risks associated with construction lending by requiring borrowers to comply with lower loan to value ratios and additional covenants as well as strong tertiary support of guarantors. The loss forecasting model applies the historical rate of loss for similar loans over the expected life of the asset as adjusted for macroeconomic factors.

Agriculture Production:

Repayment of agricultural loans is dependent upon successful operation of the agricultural business, which is greatly impacted by factors outside the control of the borrower. These factors include adverse weather conditions, including access to water, that may impact crop yields, loss of livestock due to disease or other factors, declines in market prices for agriculture products, changes in foreign exchange, and the impact of government regulations. In addition, many farms are dependent on a limited number of key individuals whose injury or death may significantly affect the successful operation of the business. Consequently, agricultural production loans may involve a greater degree of risk than other types of loans.

Leases:

The loss forecasting model applies the historical rate of loss for similar loans over the expected life of the asset. Leases typically represent an elevated level of credit risk as compared to loans secured by real estate as the collateral for leases is often subject to a more rapid rate of depreciation or depletion. The ultimate severity of loss is impacted by the type of collateral securing the exposure, the size of the exposure, the borrower’s industry sector, any guarantors and the geographic market. Assumptions of expected loss are conditioned to the economic outlook and the other variables discussed above.

Unfunded commitments:

The estimated credit losses associated with these unfunded lending commitments is calculated using the same models and methodologies noted above and incorporate utilization assumptions at time of default. The reserve for unfunded commitments is maintained on the consolidated balance sheet in other liabilities.

Accounting Standards Update

Accounting standards adopted in the current period

Standard	Summary of Guidance	Effects on financial statements
None		

Accounting standards yet to be adopted

Standard	Summary of Guidance	Effects on financial statements
ASU 2023-07 - Segment Reporting (Topic 280): Improvement to Reportable Segments	- Requires disclosure of the position and title of the chief operating decision maker (CODM) and significant segment expenses that the CODM is regularly provided. - Requires the disclosure of other segment items representing the difference between segment revenue and expense and the profit and loss measure of the segment. - Allows for the CODM to use more than one measure of segment profit and loss, as long as one measure is consistent with GAAP.	- Effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. - Early adoption is permitted. - The amendments are to be applied retrospectively to all periods presented and segment expense categories should be based on the categories identified at adoption. - TriCo does not expect adoption of the standard to have a material impact on its consolidated financial statements.
ASU 2023-09 - Income Taxes (Topic 740): Improvements to Income Tax Disclosures	- Requires a tabular rate reconciliation using both percentages and reporting currency amounts between the reported amount of income tax expense (or benefit) to the amount of statutory federal income tax at current rates for specified categories using specified disaggregation criteria. - The amount of net income taxes paid for federal, state, and foreign taxes, as well as the amount paid to any jurisdiction that net taxes exceed a 5% quantitative threshold. - The amendments will require the disclosure of pre-tax income disaggregated between domestic and foreign, as well as income tax expense disaggregated by federal, state, and foreign. - The amendment also eliminates certain disclosures related to unrecognized tax benefits and certain temporary differences.	- Effective for fiscal years beginning after December 15, 2024. - Early adoption is permitted in any annual period where financial statements have not yet been issued. - The amendments should be applied on a prospective basis but retrospective application is permitted. - TriCo does not expect adoption of the standard to have a material impact on its consolidated financial statements.

Investment Securities

The amortized cost, estimated fair values and allowance for credit losses of investments in debt securities are summarized in the following tables:

September 30, 2024						
(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value		
Debt Securities Available for Sale						
Obligations of U.S. government agencies	\$ 1,234,038	\$ 76	\$ (132,117)	\$	1,101,997	
Obligations of states and political subdivisions	249,709	159	(20,526)		229,342	
Corporate bonds	6,179	20	(335)		5,864	
Asset backed securities	364,561	492	(1,513)		363,540	
Non-agency collateralized mortgage obligations	305,221	352	(27,046)		278,527	
Total debt securities available for sale	\$ 2,159,708	\$ 1,099	\$ (181,537)	\$	1,979,270	
Debt Securities Held to Maturity						
Obligations of U.S. government agencies	\$ 114,558	\$ 4	\$ (5,253)		109,309	
Obligations of states and political subdivisions	6,173	6	(29)		2,578	
Total debt securities held to maturity	\$ 117,259	\$ 10	\$ (5,282)	\$	111,987	

December 31, 2023						
(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value		
Debt Securities Available for Sale						
Obligations of U.S. government agencies	\$ 1,386,772	\$ 2	\$ (165,037)	\$	1,221,737	
Obligations of states and political subdivisions	262,879	268	(26,772)		236,375	
Corporate bonds	6,173	—	(571)		5,602	
Asset backed securities	359,214	255	(4,188)		355,281	
Non-agency collateralized mortgage obligations	369,287	—	(35,778)		333,509	
Total debt securities available for sale	\$ 2,384,325	\$ 525	\$ (232,346)	\$	2,152,504	
Debt Securities Held to Maturity						
Obligations of U.S. government agencies	\$ 130,823	\$ —	\$ (8,331)		122,492	
Obligations of states and political subdivisions	2,671	6	(43)		2,634	
Total debt securities held to maturity	\$ 133,494	\$ 6	\$ (8,374)	\$	125,126	

Proceeds from the sale of available for sale investment securities totaled \$28.6 million and \$24.2 million for the nine months ended September 30, 2024 and 2023, respectively, resulting in gross realized losses of \$2.9 million and \$0.2 million, respectively. In addition, during the nine months ended September 30, 2024, the Company participated in and completed an exchange offering with Visa, which resulted in a gain of \$2.9 million. See further discussion in *Note 9 - Commitments and Contingencies*. There were no sales of investment securities during the three months ended September 30, 2024 or 2023. Investment securities with an aggregate carrying value of \$761.6 million and \$702.2 million at September 30, 2023, respectively, were pledged as collateral for specific borrowings, lines of credit or local agency deposits.

The amortized cost and estimated fair value of debt securities at September 30, 2024 by contractual maturity are shown below. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. At September 30, 2024, obligations of U.S. government corporations and agencies with a cost basis totaling \$1.3 billion consist almost entirely of residential real estate mortgage-backed securities whose contractual maturity, or principal repayment, will follow the repayment of the underlying mortgages. For purposes of the following table, the entire outstanding balance of these mortgage-backed securities issued by U.S. government corporations and agencies is categorized based on final maturity date. At September 30, 2024, the Company estimates the average remaining life of these mortgage-backed securities issued by U.S. government corporations and agencies to be approximately 6.67 years. Average remaining life is defined as the time span after which the principal balance has been reduced by half.

As of September 30, 2024, the contractual final maturity for available for sale and held to maturity investment securities is as follows:

(in thousands)	Available for Sale		Held to Maturity	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Due in one year	\$ 6,625	\$ 6,421	\$ 1,137	\$ 1,143
Due after one year through five years	2,701	60,553	3,453	3,361
Due after five years through ten years	239,924	231,415	87,693	83,990
Due after ten years	1,850,985	1,680,881	24,976	23,493
Totals	\$ 2,159,708	\$ 1,979,270	\$ 117,259	\$ 111,987

Based on an evaluation of available information including security type, counterparty credit quality, past events, current conditions, and reasonable and supportable forecasts that are relevant to collectability of cash flows, as of September 30, 2024, the Company has concluded that it expects to receive all contractual cash flows from each security held in its AFS and HTM debt securities portfolio. There was no allowance for credit losses related to investment securities as of September 30, 2024 or December 31, 2023.

Gross unrealized losses on debt securities and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, were as follows:

September 30, 2024:	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Debt Securities Available for Sale						
Obligations of U.S. government agencies	\$ 7	\$ (1)	\$ 1,092,624	\$ (132,116)	\$ 1,092,631	\$ (132,117)
Obligations of states and political subdivisions	—	—	216,428	(20,526)	216,428	(20,526)
Corporate bonds	—	—	4,598	(335)	4,598	(335)
Asset backed securities	107,510	(164)	109,099	(1,349)	216,609	(1,513)
Non-agency collateralized mortgage obligations	—	—	245,023	(27,046)	245,023	(27,046)
Total debt securities available for sale	\$ 107,517	\$ (165)	\$ 1,667,772	\$ (181,372)	\$ 1,775,289	\$ (181,537)
Debt Securities Held to Maturity						
Obligations of U.S. government agencies	\$ —	\$ —	\$ 109,144	\$ (5,253)	\$ 109,144	\$ (5,253)
Obligations of states and political subdivisions	506	(3)	1,029	(26)	1,535	(29)
Total debt securities held to maturity	\$ 506	\$ (3)	\$ 110,173	\$ (5,279)	\$ 110,679	\$ (5,282)

December 31, 2023:	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Debt Securities Available for Sale						
Obligations of U.S. government agencies	\$ 224	\$ —	\$ 1,221,320	\$ (165,037)	\$ 1,221,544	\$ (165,037)
Obligations of states and political subdivisions	6,229	(75)	216,497	(26,697)	222,726	(26,772)
Corporate bonds	—	—	5,602	(571)	5,602	(571)
Asset backed securities	15,928	(93)	264,731	(4,095)	280,659	(4,188)
Non-agency collateralized mortgage obligations	44,276	(583)	289,233	(35,195)	333,509	(35,778)
Total debt securities available for sale	\$ 66,657	\$ (751)	\$ 1,997,383	\$ (231,595)	\$ 2,064,040	\$ (232,346)
Debt Securities Held to Maturity						
Obligations of U.S. government agencies	\$ —	\$ —	\$ 122,259	\$ (8,331)	\$ 122,259	\$ (8,331)
Obligations of states and political subdivisions	—	—	1,012	(43)	1,012	(43)
Total debt securities held to maturity	\$ —	\$ —	\$ 123,271	\$ (8,374)	\$ 123,271	\$ (8,374)

Obligations of U.S. government agencies: The unrealized losses on investments in obligations of U.S. government agencies are caused by interest rate increases and illiquidity. The contractual cash flows of these securities are guaranteed by U.S. Government Sponsored Entities (principally Fannie Mae and Freddie Mac). It is expected that the securities would not be settled at a price less than the amortized cost of the investment. Because management believes the decline in fair value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell and more likely than not will not be required to sell, there is no impairment on these securities

and there has been no credit losses recorded as of September 30, 2024. At September 30, 2024, 144 debt securities representing obligations of U.S. government agencies had unrealized losses with aggregate depreciation of 10.79% from the Company's amortized cost basis.

Obligations of states and political subdivisions: The unrealized losses on investments in obligations of states and political subdivisions were caused by increases in required yields by investors in these types of securities. It is expected that the securities would not be settled at a price less than the amortized cost of the investment. Because management believes the decline in fair value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell and more likely than not will not be required to sell, there is no impairment on these securities and there has been no credit losses recorded as of September 30, 2024. At September 30, 2024, 148 debt securities representing obligations of states and political subdivisions had unrealized losses with aggregate depreciation of 8.66% from the Company's amortized cost basis.

Corporate bonds: The unrealized losses on investments in corporate bonds were caused by increases in required yields by investors in these types of securities. It is expected that the securities would not be settled at a price less than the amortized cost of the investment. Because management believes the decline in fair value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell and more likely than not will not be required to sell, there is no impairment on these securities and there has been no credit losses recorded as of September 30, 2024. At September 30, 2024, 5 debt securities representing corporate bonds had unrealized losses with aggregate depreciation of 6.81% from the Company's amortized cost basis.

Asset backed securities: The unrealized losses on investments in asset backed securities were caused by increases in required yields by investors for these types of securities. At the time of purchase, each of these securities was rated AA or AAA and through September 30, 2024 has not experienced any deterioration in credit rating. At September 30, 2024, 24 asset backed securities had unrealized losses with aggregate depreciation of 0.69% from the Company's amortized cost basis. The Company continues to monitor these securities for changes in credit rating or other indications of credit deterioration. Because management believes the decline in fair value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell and more likely than not will not be required to sell, there is no impairment on these securities and there has been no credit losses recorded as of September 30, 2024.

Non-agency collateralized mortgage obligations: The unrealized losses on investments in asset backed securities were caused by increases in required yields by investors in these types of securities. It is expected that the securities would not be settled at a price less than the amortized cost of the investment. Because management believes the decline in fair value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell and more likely than not will not be required to sell, there is no impairment on these securities and there has been no credit losses recorded as of September 30, 2024. At September 30, 2024, 18 asset backed securities had unrealized losses with aggregate depreciation of 9.94% from the Company's amortized cost basis.

The Company monitors credit quality of debt securities held-to-maturity through the use of credit rating. The Company monitors the credit rating on a monthly basis. The following table summarizes the amortized cost of debt securities held-to-maturity at the dates indicated, aggregated by credit quality indicator:

(in thousands)	September 30, 2024		December 31, 2023	
	AAA/AA/A	BBB/BB/B	AAA/AA/A	BBB/BB/B
Obligations of U.S. government agencies	\$ 114,558	\$ —	\$ 130,823	\$ —
Obligations of states and political subdivisions	2,701	—	2,671	—
Total debt securities held to maturity	\$ 117,259	\$ —	\$ 133,494	\$ —

A summary of loan balances at amortized cost are as follows:

(in thousands)	September 30, 2024	December 31, 2023
Commercial real estate:		
CRE non-owner occupied	\$ 2,251,705	\$ 2,217,806
CRE owner occupied	947,278	956,440
Multifamily	1,020,466	949,502
Farmland	268,075	271,054
Total commercial real estate loans	4,487,524	4,394,802
Consumer:		
SFR 1-4 1st DT liens	865,756	883,438
SFR HELOCs and junior liens	355,341	356,813
Other	62,866	73,017
Total consumer loans	1,283,963	1,313,268
Commercial and industrial	484,763	586,455
Construction	276,095	347,198
Agriculture production	144,123	144,497
Leases	7,423	8,250
Total loans, net of deferred loan fees and discounts	\$ 6,683,891	\$ 6,794,470
Total principal balance of loans owed, net of charge-offs	\$ 6,720,629	\$ 6,834,935
Unamortized net deferred loan fees	(15,298)	(15,826)
Discounts to principal balance of loans owed, net of charge-offs	(21,440)	(24,639)
Total loans, net of unamortized deferred loan fees and discounts	\$ 6,683,891	\$ 6,794,470
Allowance for credit losses on loans	\$ (123,760)	\$ (121,522)

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Allowance for Credit Losses
[Allowance For Loan And Lease Losses \[Abstract\]](#)
[Allowance for Credit Losses](#)

9 Months Ended
 Sep. 30, 2024

Allowance for Credit Losses

For the periods indicated, the following tables summarize the activity in the allowance for credit losses on loans which is recorded as a contra asset, and the reserve for unfunded commitments which is recorded on the balance sheet within other liabilities:

Allowance for credit losses – Three months ended September 30, 2024						
(in thousands)	Beginning Balance	Charge-offs	Recoveries	Provision (benefit)	Ending Balance	
Commercial real estate:						
CRE non-owner occupied	\$ 37,155	\$ —	\$ —	\$ (949)	\$	36,206
CRE owner occupied	15,873	—	1	(492)		15,382
Multifamily	15,973	—	—	(238)		15,735
Farmland	4,031	—	—	(15)		4,016
Total commercial real estate loans	73,032	—	1	(1,694)		71,339
Consumer:						
SFR 1-4 1st DT liens	14,604	—	—	(238)		14,366
SFR HELOCs and junior liens	10,087	—	196	(98)		10,185
Other	2,983	(170)	63	77		2,953
Total consumer loans	27,674	(170)	259	(259)		27,504
Commercial and industrial	12,128	(274)	106	2,493		14,453
Construction	7,466	—	—	(347)		7,119
Agriculture production	3,180	—	1	131		3,312
Leases	37	—	—	(4)		33
Allowance for credit losses on loans	123,517	(444)	367	320		123,760
Reserve for unfunded commitments	6,210	—	—	(100)		6,110
Total	\$ 129,727	\$ (444)	\$ 367	\$ 220	\$	129,870

Allowance for credit losses – Nine months ended September 30, 2024						
(in thousands)	Beginning Balance	Charge-offs	Recoveries	Provision (benefit)	Ending Balance	
Commercial real estate:						
CRE non-owner occupied	\$ 35,077	\$ —	\$ —	\$ 1,129	\$	36,206
CRE owner occupied	15,081	—	2	299		15,382
Multifamily	14,418	—	—	1,317		15,735
Farmland	4,288	—	—	(272)		4,016
Total commercial real estate loans	68,864	—	2	2,475		71,339
Consumer:						
SFR 1-4 1st DT liens	14,009	(26)	—	383		14,366
SFR HELOCs and junior liens	10,273	(41)	296	(343)		10,185
Other	3,171	(538)	184	136		2,953
Total consumer loans	27,453	(605)	480	176		27,504
Commercial and industrial	12,750	(1,274)	389	2,589		14,453
Construction	8,856	—	—	(1,737)		7,119
Agriculture production	3,589	(1,450)	26	1,147		3,312
Leases	10	—	—	23		33
Allowance for credit losses on loans	121,522	(3,329)	897	4,670		123,760
Reserve for unfunded commitments	5,850	—	—	260		6,110
Total	\$ 127,372	\$ (3,329)	\$ 897	\$ 4,930	\$	129,870

In determining the allowance for credit losses, accruing loans with similar risk characteristics are generally evaluated collectively. To estimate expected losses the Company generally utilizes historical loss trends and the remaining contractual lives of the loan portfolios to determine estimated credit losses through a reasonable and supportable forecast period. Individual loan credit quality indicators including loan grade and borrower repayment performance have been statistically correlated with historical credit losses and various econometrics, including California unemployment, gross domestic product, and corporate bond yields. Model forecasts may be adjusted for inherent limitations or biases that have been identified through independent validation and back-testing of model performance to actual realized results.

The Company utilizes a forecast period of approximately eight quarters and obtains the forecast data from publicly available sources as of the balance sheet date. This forecast data continues to evolve and includes improving shifts in the magnitude of changes for both the unemployment and GDP factors leading up to the balance sheet date. Core inflation is slowing but prices remain elevated relative to wage increases, as reflected by higher living costs such as housing, energy and general services. Actions by the Federal Reserve to cut rates during 2024 and beyond may help improve this outlook overall, but the uncertainty associated with the extent and timing of these potential reductions has inhibited a material change to forecasted reserve levels. Furthermore, geopolitical risks remain elevated and appear to be getting worse, which may lead to further negative effects on domestic economic outcomes. As a result, management continues to believe that certain credit weaknesses are present in the overall economy and that it is appropriate to maintain a reserve level that incorporates such risk factors.

For the periods indicated, the following tables summarize the activity in the allowance for credit losses on loans which is recorded as a contra asset, and the reserve for unfunded commitments which is recorded on the balance sheet within other liabilities:

Allowance for credit losses – Year ended December 31, 2023						
(in thousands)	Beginning Balance	Charge-offs	Recoveries	Provision (benefit)	Ending Balance	
Commercial real estate:						
CRE non-owner occupied	\$ 30,962	\$ —	\$ —	\$ 4,115	\$	35,077
CRE owner occupied	14,014	(3,637)	2	1,702		15,081
Multifamily	13,132	—	—	1,286		14,418
Farmland	3,273	—	—	1,015		4,288
Total commercial real estate loans	61,381	(3,637)	2	11,118		68,864
Consumer:						
SFR 1-4 1st DT liens	11,268	—	262	2,479		14,009
SFR HELOCs and junior liens	11,413	(66)	723	(1,797)		10,273
Other	1,958	(558)	190	1,581		3,171
Total consumer loans	24,639	(624)	1,175	2,263		27,453
Commercial and industrial	13,597	(3,879)	316	2,716		12,750
Construction	5,142	—	—	3,714		8,856
Agriculture production	906	—	34	2,649		3,589
Leases	15	—	—	(5)		10
Allowance for credit losses on loans	105,680	(8,140)	1,527	22,455		121,522
Reserve for unfunded commitments	4,315	—	—	1,535		5,850
Total	\$ 109,995	\$ (8,140)	\$ 1,527	\$ 23,990	\$	127,372

Allowance for credit losses – Three months ended September 30, 2023						
(in thousands)	Beginning Balance	Charge-offs	Recoveries	Provision (benefit)	Ending Balance	
Commercial real estate:						
CRE non-owner occupied	\$ 33,042	\$ —	\$ —	\$ 681	\$	33,723
CRE owner occupied	20,208	(3,608)	—	(2,097)		14,503
Multifamily	14,075	—	—	164		14,239
Farmland	3,691	—	—	519		4,210
Total commercial real estate loans	71,016	(3,608)	—	(733)		66,675
Consumer:						
SFR 1-4 1st DT liens	13,134	—	262	139		13,535
SFR HELOCs and junior liens	10,608	—	314	(759)		10,163
Other	2,771	(133)	52	230		2,920
Total consumer loans	26,513	(133)	628	(390)		26,618
Commercial and industrial	11,647	(1,616)	91	2,168		12,290
Construction	7,031	—	—	1,066		8,097
Agriculture production	1,105	—	1	1,019		2,125
Leases	17	—	—	(10)		7
Allowance for credit losses on loans	117,329	(5,357)	720	3,120		115,812
Reserve for unfunded commitments	4,865	—	—	1,035		5,900
Total	\$ 122,194	\$ (5,357)	\$ 720	\$ 4,155	\$	121,712

Allowance for credit losses – Nine months ended September 30, 2023						
(in thousands)	Beginning Balance	Charge-offs	Recoveries	Provision (benefit)	Ending Balance	
Commercial real estate:						
CRE non-owner occupied	\$ 30,962	\$ —	\$ —	2,761	\$ 33,723	
CRE owner occupied	14,014	(3,608)	1	4,096	14,503	
Multifamily	13,132	—	—	1,107	14,239	
Farmland	3,273	—	—	937	4,210	
Total commercial real estate loans	61,381	(3,608)	1	8,901	66,675	
Consumer:						
SFR 1-4 1st DT liens	11,268	—	262	2,005	13,535	
SFR HELOCs and junior liens	11,413	(42)	416	(1,624)	10,163	
Other	1,958	(438)	129	1,271	2,920	
Total consumer loans	24,639	(480)	807	1,652	26,618	
Commercial and industrial	13,597	(3,303)	267	1,729	12,290	
Construction	5,142	—	—	2,955	8,097	
Agriculture production	906	—	33	1,186	2,125	
Leases	15	—	—	(8)	7	
Allowance for credit losses on loans	105,680	(7,391)	1,108	16,415	115,812	
Reserve for unfunded commitments	4,315	—	—	1,585	5,900	
Total	\$ 109,995	\$ (7,391)	\$ 1,108	\$ 18,000	\$ 121,712	

As part of the on-going monitoring of the credit quality of the Company's loan portfolio, management tracks certain credit quality indicators including, but not limited to, trends relating to (i) the level of criticized and classified loans, (ii) net charge-offs, (iii) non-performing loans, and (iv) delinquency within the portfolio. The Company analyzes loans individually to classify the loans as to credit risk and grading. This analysis is performed annually for all outstanding balances greater than \$1 million and non-homogeneous loans, such as commercial real estate loans, unless other indicators, such as delinquency, trigger more frequent evaluation. Loans below the \$1 million threshold and homogenous in nature are evaluated as needed for proper grading based on delinquency and borrower credit scores.

The Company utilizes a risk grading system to assign a risk grade to each of its loans. Loans are graded on a scale ranging from Pass to Loss. A description of the general characteristics of the risk grades is as follows:

- **Pass** - This grade represents loans ranging from acceptable to very little or no credit risk. These loans typically meet most if not all policy standards in regard to: loan amount as a percentage of collateral value, debt service coverage, profitability, leverage, and working capital.
- **Special Mention** - This grade represents "Other Assets Especially Mentioned" in accordance with regulatory guidelines and includes loans that display some potential weaknesses which, if left unaddressed, may result in deterioration of the repayment prospects for the asset or may inadequately protect the Company's position in the future. These loans warrant more than normal supervision and attention.
- **Substandard** - This grade represents "Substandard" loans in accordance with regulatory guidelines. Loans within this rating typically exhibit weaknesses that are well defined to the point that repayment is jeopardized. Loss potential is, however, not necessarily evident. The underlying collateral supporting the credit appears to have sufficient value to protect the Company from loss of principal and accrued interest, or the loan has been written down to the point where this is true. There is a definite need for a well-defined workout/rehabilitation program.
- **Doubtful** - This grade represents "Doubtful" loans in accordance with regulatory guidelines. An asset classified as Doubtful has all the weaknesses inherent in a loan classified Substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. Pending factors include proposed merger, acquisition, or liquidation procedures, capital injection, perfecting liens on additional collateral, and financing plans.
- **Loss** - This grade represents "Loss" loans in accordance with regulatory guidelines. A loan classified as Loss is considered uncollectible and of such little value that its continuance as a bankable asset is not warranted. This classification does not mean that the loan has absolutely no recovery or salvage value, but rather that it is not practical or desirable to defer writing off the loan, even though some recovery may be affected in the future. The portion of the loan that is graded loss should be charged off no later than the end of the quarter in which the loss is identified.

Based on the most recent analysis performed, the risk category of loans by class of loans is as follows for the period indicated:

Term Loans Amortized Cost Basis by Origination Year - As of September 30, 2024									
(in thousands)	2024	2023	2022	2021	2020	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total
Commercial real estate:									
CRE non-owner occupied risk ratings									
Pass	\$ 85,786	\$ 179,495	\$ 417,796	\$ 271,527	\$ 153,621	\$ 937,565	\$ 158,727	\$ —	\$ 2,204,517
Special Mention	—	—	1,595	—	—	28,361	436	—	30,392
Substandard	—	—	—	—	—	16,796	—	—	16,796
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total	\$ 85,786	\$ 179,495	\$ 419,391	\$ 271,527	\$ 153,621	\$ 982,722	\$ 159,163	\$ —	\$ 2,251,705
Year-to-date gross charge-offs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Commercial real estate:									
CRE owner occupied risk ratings									
Pass	\$ 56,032	\$ 74,060	\$ 196,922	\$ 180,017	\$ 106,181	\$ 272,791	\$ 32,701	\$ —	\$ 918,704
Special Mention	1,646	—	1,651	1,742	3,260	208	—	—	8,507
Substandard	—	—	8,027	5,420	3,527	3,093	—	—	20,067
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total	\$ 57,678	\$ 74,060	\$ 206,600	\$ 187,179	\$ 109,916	\$ 279,144	\$ 32,701	\$ —	\$ 947,278
Year-to-date gross charge-offs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Commercial real estate:									
Multifamily risk ratings									
Pass	\$ 30,509	\$ 28,045	\$ 175,965	\$ 294,983	\$ 119,176	\$ 317,604	\$ 40,955	\$ —	\$ 1,007,237
Special Mention	—	—	—	12,316	—	209	—	—	12,525
Substandard	—	—	502	—	—	202	—	—	704
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total	\$ 30,509	\$ 28,045	\$ 176,467	\$ 307,299	\$ 119,176	\$ 318,015	\$ 40,955	\$ —	\$ 1,020,466
Year-to-date gross charge-offs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Commercial real estate:									
Farmland risk ratings									
Pass	\$ 8,447	\$ 18,332	\$ 45,362	\$ 21,187	\$ 15,384	\$ 50,085	\$ 43,544	\$ —	\$ 202,341
Special Mention	—	2,708	2,911	8,331	425	3,763	1,506	—	19,644
Substandard	—	83	—	21,123	—	12,846	12,038	—	46,090
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total	\$ 8,447	\$ 21,123	\$ 48,273	\$ 50,641	\$ 15,809	\$ 66,694	\$ 57,088	\$ —	\$ 268,075
Year-to-date gross charge-offs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Consumer loans:									
SFR 1-4 1st DT liens risk ratings									
Pass	\$ 42,829	\$ 122,899	\$ 177,574	\$ 245,529	\$ 116,777	\$ 141,713	\$ —	\$ 3,982	\$ 851,303
Special Mention	—	67	—	—	—	904	—	168	1,139
Substandard	—	253	353	3,504	2,107	6,620	—	477	13,314
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total	\$ 42,829	\$ 123,219	\$ 177,927	\$ 249,033	\$ 118,884	\$ 149,237	\$ —	\$ 4,627	\$ 865,756
Year-to-date gross charge-offs	\$ —	\$ 26	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 26
Consumer loans:									
SFR HELOCs and junior liens risk ratings									
Pass	\$ 252	\$ —	\$ —	\$ —	\$ —	\$ 77	\$ 338,631	\$ 6,183	\$ 345,143
Special Mention	—	—	—	—	—	—	\$ 5,126	\$ 235	\$ 5,361
Substandard	—	—	—	—	—	—	4,381	456	4,837
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total	\$ 252	\$ —	\$ —	\$ —	\$ —	\$ 77	\$ 348,138	\$ 6,874	\$ 355,341
Year-to-date gross charge-offs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 41	\$ —	\$ 41
Consumer loans:									
Other risk ratings									
Pass	\$ 10,102	\$ 24,078	\$ 6,501	\$ 6,817	\$ 5,555	\$ 8,002	\$ 612	\$ —	\$ 61,667
Special Mention	—	92	35	231	110	8	15	—	491
Substandard	—	82	166	114	2	342	2	—	708
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total	\$ 10,102	\$ 24,252	\$ 6,702	\$ 7,162	\$ 5,667	\$ 8,352	\$ 629	\$ —	\$ 62,866
Year-to-date gross charge-offs	\$ 285	\$ 67	\$ 16	\$ 74	\$ 28	\$ 56	\$ 12	\$ —	\$ 538
Commercial and industrial loans:									
Commercial and industrial risk ratings									
Pass	\$ 60,316	\$ 61,459	\$ 66,387	\$ 46,857	\$ 5,087	\$ 10,539	\$ 213,784	\$ 161	\$ 464,590
Special Mention	143	100	1,530	67	282	1	3,082	—	5,205
Substandard	429	—	1,555	847	43	636	11,384	74	14,968
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total	\$ 60,888	\$ 61,559	\$ 69,472	\$ 47,771	\$ 5,412	\$ 11,176	\$ 228,250	\$ 235	\$ 484,763
Year-to-date gross charge-offs	\$ 186	\$ —	\$ 178	\$ 93	\$ —	\$ —	\$ 817	\$ —	\$ 1,274
Construction loans:									
Construction risk ratings									
Pass	\$ 21,043	\$ 103,279	\$ 94,936	\$ 29,098	\$ 6,676	\$ 7,585	\$ —	\$ —	\$ 262,617
Special Mention	—	—	13,419	—	—	—	—	—	13,419
Substandard	—	—	—	—	—	59	—	—	59
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total	\$ 21,043	\$ 103,279	\$ 108,355	\$ 29,098	\$ 6,676	\$ 7,644	\$ —	\$ —	\$ 276,095
Year-to-date gross charge-offs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Agriculture production loans:									
Agriculture production risk ratings									
Pass	\$ 639	\$ 1,379	\$ 2,495	\$ 1,028	\$ 214	\$ 7,530	\$ 122,624	\$ —	\$ 135,909
Special Mention	—	—	138	400	107	227	7,204	—	8,076
Substandard	—	—	—	96	—	15	27	—	138
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total	\$ 639	\$ 1,379	\$ 2,633	\$ 1,524	\$ 321	\$ 7,772	\$ 129,855	\$ —	\$ 144,123
Year-to-date gross charge-offs	\$ —	\$ —	\$ 173	\$ —	\$ —	\$ —	\$ 1,277	\$ —	\$ 1,450
Leases:									
Lease risk ratings									
Pass	\$ 7,423	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 7,423
Special Mention	—	—	—	—	—	—	—	—	—
Substandard	—	—	—	—	—	—	—	—	—
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total	\$ 7,423	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 7,423
Year-to-date gross charge-offs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Total loans outstanding:									
Risk ratings									
Pass	\$ 323,378	\$ 613,026	\$ 1,183,938	\$ 1,097,043	\$ 528,671	\$ 1,753,491	\$ 951,578	\$ 10,326	\$ 6,461,451
Special Mention	1,789	2,967	21,279	23,087	1,132	36,733	17,369	403	104,759
Substandard	429	418	10,603	31,104	5,679	40,609	27,832	1,007	117,681
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total	\$ 325,596	\$ 616,411	\$ 1,215,820	\$ 1,151,234	\$ 535,482	\$ 1,830,833	\$ 996,779	\$ 11,736	\$ 6,683,891
Year-to-date gross charge-offs	\$ 471	\$ 93	\$ 367	\$ 167	\$ 28	\$ 56	\$ 2,147	\$ —	\$ 3,329

[illegible]

	Term Loans Amortized Cost Basis by Origination Year - As of December 31, 2023						Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total
(in thousands)	2023	2022	2021	2020	2019	Prior			
Leases:									
Lease risk ratings									
Pass	\$ 8,250	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 8,250
Special Mention	—	—	—	—	—	—	—	—	—
Substandard	—	—	—	—	—	—	—	—	—
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total	\$ 8,250	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 8,250
Period end gross write-offs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Total loans outstanding:									
Risk ratings									
Pass	\$ 608,770	\$ 1,255,416	\$ 1,205,360	\$ 551,257	\$ 438,305	\$ 1,483,309	\$ 1,049,903	\$ 10,841	\$ 6,603,161
Special Mention	125	20,754	20,212	8,408	18,111	20,070	15,967	165	103,812
Substandard	188	6,122	19,897	2,000	2,968	34,992	20,166	1,164	87,497
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total	\$ 609,083	\$ 1,282,292	\$ 1,245,469	\$ 561,665	\$ 459,384	\$ 1,538,371	\$ 1,086,036	\$ 12,170	\$ 6,794,470
Period end gross write-offs	\$ 529	\$ 369	\$ 240	\$ 3,701	\$ 39	\$ 2,237	\$ 941	\$ 84	\$ 8,140

The following table shows the ending balance of current and past due originated loans by loan category as of the date indicated:

	Analysis of Past Due Loans - As of September 30, 2024					
(in thousands)	30-59 days		60-89 days		> 90 days	
Commercial real estate:					Total Past Due Loans	Current
						Total
CRE non-owner occupied	\$	1,035	\$	—	\$	4,077
CRE owner occupied				251		3,262
Multifamily				502		502
Farmland		1,201		205		8,291
Total commercial real estate loans		2,236		456		14,846
Consumer:						17,538
SFR 1-4 1st DT liens		214		—		4,152
SFR HELOCs and junior liens		2,678		810		859
Other		128		80		89
Total consumer loans		3,020		890		4,886
Commercial and industrial		1,158		8,501		1,850
Construction		—		—		276,095
Agriculture production		15		—		28
Leases		—		—		43
Total	\$	6,429	\$	9,847	\$	21,610
					\$	37,886
					\$	6,646,005
					\$	6,683,891

	Analysis of Past Due Loans - As of December 31, 2023											
(in thousands)	30-59 days		60-89 days		> 90 days		Total Past Due Loans		Current	Total		
Commercial real estate:												
CRE non-owner occupied	\$	3,876	\$	—	\$	1,382	\$	5,258	\$	2,212,548	\$	2,217,806
CRE owner occupied		34		—		247		281		956,159		956,440
Multifamily		—		—		—		—		949,502		949,502
Farmland		635		3,798		2,052		6,485		264,569		271,054
Total commercial real estate loans		4,545		3,798		3,681		12,024		4,382,778		4,394,802
Consumer:												
SFR 1-4 1st DT liens		141		1,449		490		2,080		881,358		883,438
SFR HELOCs and junior liens		16		—		623		639		356,174		356,813
Other		148		40		30		218		72,799		73,017
Total consumer loans		305		1,489		1,143		2,937		1,310,331		1,313,268
Commercial and industrial		244		605		1,654		2,503		583,952		586,455
Construction		—		—		—		—		347,198		347,198
Agriculture production		593		878		33		1,504		142,993		144,497
Leases		447		—		—		447		7,803		8,250
Total	\$	6,134	\$	6,770	\$	6,511	\$	19,415	\$	6,775,055	\$	6,794,470

The following table shows the ending balance of non accrual loans by loan category as of the date indicated:

	Non Accrual Loans						
	As of September 30, 2024			As of December 31, 2023			
(in thousands)	Non accrual with no allowance for credit losses	Total non accrual	Past due 90 days or more and still accruing	Non accrual with no allowance for credit losses	Total non accrual	Past due 90 days or more and still accruing	
Commercial real estate:							
CRE non-owner occupied	\$ 3,624	\$ 3,624	\$ —	\$ 2,024	\$ 2,024	\$ —	3,624
CRE owner occupied	3,278	3,278	—	3,994	3,994	—	3,278
Multifamily	502	502	—	39	105	—	502
Farmland	12,967	12,967	—	5,996	14,484	—	12,967
Total commercial real estate loans	20,371	20,371	—	12,014	20,502	—	20,371
Consumer:							
SFR 1-4 1st DT liens	5,991	5,997	—	2,808	2,811	—	5,991
SFR HELOCs and junior liens	3,995	4,238	—	3,281	3,571	—	3,995
Other	108	117	—	—	—	—	108
Total consumer loans	10,094	10,352	—	6,128	6,487	—	10,094
Commercial and industrial	1,529	10,556	86	1,379	2,503	10	1,529
Construction	59	59	—	67	67	—	59
Agriculture production	170	213	—	—	2,322	—	170
Leases	—	—	—	—	—	—	—
Sub-total	32,223	41,551	86	19,588	31,881	10	32,223
Less: Guaranteed loans	(852)	—	—	(766)	(878)	—	(852)
Total, net	\$ 31,371	\$ 41,551	\$ 86	\$ 18,822	\$ 31,003	\$ —	\$ 31,371

Interest income on non accrual loans that would have been recognized during the three months ended September 30, 2024 and 2023, if all such loans had been current in accordance with their original terms, totaled \$1.6 million and \$0.4 million, respectively. Interest income actually recognized on these originated loans during the three months ended September 30, 2024 and 2023 was \$0.5 million and \$0.1 million, respectively.

Interest income on non accrual loans that would have been recognized during the nine months ended September 30, 2024 and 2023, if all such loans had been current in accordance with their original terms, totaled \$3.0 million and \$1.7 million, respectively. Interest income actually recognized on these originated loans during the nine months ended September 30, 2024 and 2023 was \$0.6 million and \$0.8 million, respectively. The following tables present the amortized cost basis of collateral dependent loans by class of loans as of the following periods:

As of September 30, 2024												
(in thousands)	Retail	Office	Warehouse	Other	Multifamily	Farmland	SFR-1st Deed	SFR-2nd Deed	Automobile/Truck	A/R and Inventory	Equipment	Total
Commercial real estate:												
CRE non-owner occupied	\$ 3,042	\$ 364	\$ —	\$ 218	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 3,624
CRE owner occupied	140	23	147	2,968	—	—	—	—	—	—	—	3,278
Multifamily	—	—	—	—	502	—	—	—	—	—	—	502
Farmland	—	—	—	—	—	12,967	—	—	—	—	—	12,967
Total commercial real estate loans	3,182	387	147	3,186	502	12,967	—	—	—	—	—	20,371
Consumer:												
SFR 1-4 1st DT liens	—	—	—	—	—	—	5,991	—	—	—	—	5,991
SFR HELOCs and junior liens	—	—	—	—	—	—	1,512	2,483	—	—	—	3,995
Other	—	—	—	—	—	—	—	—	108	—	—	108
Total consumer loans	—	—	—	—	—	—	7,503	2,483	108	—	—	10,094
Commercial and industrial	—	—	—	8,334	—	—	—	—	—	1,244	978	10,556
Construction	—	—	—	—	—	—	59	—	—	—	—	59
Agriculture production	—	—	—	—	—	—	—	—	—	—	185	213
Leases	—	—	—	28	—	—	—	—	—	—	—	—
Total	\$ 3,182	\$ 387	\$ 147	\$ 11,548	\$ 502	\$ 12,967	\$ 7,562	\$ 2,483	\$ 108	\$ 1,244	\$ 1,163	\$ 41,293

As of December 31, 2023												
(in thousands)	Retail	Office	Warehouse	Other	Multifamily	Farmland	SFR -1st Deed	SFR -2nd Deed	Automobile/Truck	A/R and Inventory	Equipment	Total
Commercial real estate:												
CRE non-owner occupied	\$ 124	\$ 615	\$ 519	\$ 766	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 2,024
CRE owner occupied	614	—	297	3,083	—	—	—	—	—	—	—	3,994
Multifamily	—	—	—	—	502	—	—	—	—	—	—	502
Farmland	—	—	—	635	—	13,849	—	—	—	—	—	14,484
Total commercial real estate loans	738	615	816	4,484	502	13,849	—	—	—	—	—	20,502
Consumer:												
SFR 1-4 1st DT liens	—	—	—	—	—	—	2,808	—	—	—	—	2,808
SFR HELOCs and junior liens	—	—	—	—	—	—	1,816	1,467	—	—	—	3,283
Other	—	—	—	—	—	—	—	—	95	—	—	95
Total consumer loans	—	—	—	—	—	—	4,624	1,467	95	—	—	6,186
Commercial and industrial	—	—	—	—	—	—	—	—	—	1,712	791	2,503
Construction	—	—	—	—	—	—	67	—	—	—	—	67
Agriculture production	—	—	—	2,288	—	—	—	—	—	—	33	2,321
Leases	—	—	—	—	—	—	—	—	—	—	—	—
Total	\$ 738	\$ 615	\$ 816	\$ 6,772	\$ —	\$ 13,849	\$ 4,691	\$ 1,467	\$ 95	\$ 1,712	\$ 824	\$ 31,579

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 tables show the amortized cost basis of loans that were both experiencing financial difficulty and modified during the periods presented. The percentage of the amortized cost basis of loans that were modified to borrowers in financial distress as compared to the amortized cost basis of each class of financing receivables is also presented below.

For the three months ended						
(in thousands)	September 30, 2024		September 30, 2023		September 30, 2023	
	Combination - Term Extension/Rate Change	Payment Delay/Term Extension	Total % of Loans Outstanding	Payment Delay/Term Extension	Payment Delay/Term Reduction	Total % of Loans Outstanding
Farmland	—	—	—	—	\$ 1,043	0.37 %
Commercial and industrial	—	326	0.07	45	—	0.01
Total	\$ —	\$ 326	— %	\$ 45	\$ 1,043	0.02 %

For the nine months ended						
(in thousands)	September 30, 2024		September 30, 2023		September 30, 2023	
	Combination - Term Extension/Rate Change	Payment Delay/Term Extension	Total % of Loans Outstanding	Payment Delay/Term Extension	Payment Delay/Term Reduction	Total % of Loans Outstanding
CRE non-owner occupied	\$ 211	—	0.01 %	—	—	— %
Multifamily	—	295	0.29	—	—	—
Farmland	—	—	—	—	1,043	0.37
SFR HELOCs and junior liens	—	41	0.01	—	—	—
Commercial and industrial	—	1,008	0.21	206	—	0.03
Total	\$ 211	\$ 1,344	0.02 %	\$ 206	\$ 1,043	0.02 %

The following table presents the financial effect of loan modifications made to borrowers experiencing financial difficulty during the three and nine months ended September 30, 2024.

Three months ended September 30, 2024		
Modification Type	Loan Type	Financial Effect
Payment delay / term extension	Multifamily	Added 12 months to the life of the loan
Payment delay / term extension	Commercial and industrial	Added a weighted average 60 months to the life of the loans

Nine months ended September 30, 2024		
Modification Type	Loan Type	Financial Effect
Combination - Term extension / rate change	CRE non-owner occupied	Added 120 months to the life of the loan; converted from variable to fixed interest rate
Payment delay / term extension	SFR HELOCs and junior liens	Added 60 months to the life of the loan
Payment delay / term extension	Commercial and industrial	Added a weighted average 53 months to the life of the loans

The following table presents the financial effect of loan modifications made to borrowers experiencing financial difficulty during the nine months ended September 30, 2023.

Modification Type	Loan Type	Financial Effect
Payment delay / term reduction	Farmland	Reduced term by 12 months; changed from amortizing to interest only
Payment delay / term extension	Commercial and industrial	Added 12 months to the life of the loan to delay balloon repayment
Payment delay / term extension	Commercial and industrial	Added 12 months to the life of the loan; changed from amortizing to interest only

During the nine months ended September 30, 2024 and September 30, 2023, respectively, there were no loans with payment defaults by borrowers experiencing financial difficulty which had material modifications in rate, term or principal forgiveness during the twelve months prior to default.

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Leases

Leases [Abstract]

Leases

9 Months Ended Sep. 30, 2024

Leases

The Company records a ROUA on the consolidated balance sheets for those leases that convey rights to control use of identified assets for a period of time in exchange for consideration. The Company also records a lease liability on the consolidated balance sheets for the present value of future payment commitments. All of the Company's leases are comprised of operating leases in which the Company is lessee of real estate property for branches, ATM locations, and general administration and operations. The Company has elected not to include short-term leases (i.e. leases with initial terms of 12 month or less) within the ROUA and lease liability. Known or determinable adjustments to the required minimum future lease payments were included in the calculation of the Company's ROUA and lease liability. Adjustments to the required minimum future lease payments that are variable and will not be determinable until a future period, such as changes in the consumer price index, are included as variable lease costs. Additionally, expected variable payments for common area maintenance, taxes and insurance were unknown and not determinable at lease commencement and therefore, were not included in the determination of the Company's ROUA or lease liability.

The value of the ROUA and lease liability is impacted by the amount of the periodic payment required, length of the lease term, and the discount rate used to calculate the present value of the minimum lease payments. The Company's lease agreements often include one or more options to renew at the Company's discretion. If at lease inception, the Company considers the exercising of a renewal option to be reasonably certain, the Company will include the extended term in the calculation of the ROU asset and lease liability. Topic 842 requires the use of the rate implicit in the lease whenever this rate is readily determinable. As this rate is rarely determinable, the Company utilizes its incremental borrowing rate at lease inception, on a collateralized basis, over a similar term. The lease liability is reduced based on the discounted present value of remaining payments as of each reporting period. The ROUA value is measured using the amount of lease liability and adjusted for prepaid or accrued lease payments, remaining lease incentives, unamortized direct costs (if any), and impairment (if any).

The following table presents the components of lease expense for the periods ended:

(in thousands)	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Operating lease cost	\$ 1,416	\$ 1,451	\$ 4,315	\$ 4,553
Short-term lease cost	52	43	159	279
Variable lease cost (income)	(15)	9	8	29
Total lease cost	\$ 1,453	\$ 1,503	\$ 4,482	\$ 4,861

The following table presents supplemental cash flow information related to leases for the periods ended:

(in thousands)	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:				
Operating cash flows for operating leases	\$ 1,511	\$ 1,576	\$ 4,658	\$ 4,840
ROUA obtained in exchange for operating lease liabilities	\$ 800	\$ (544)	\$ 2,226	\$ 4,311

The following table presents the weighted average operating lease term and discount rate as of the period ended:

	September 30,	
	2024	2023
Weighted-average remaining lease term (years)	7.7	8.1
Weighted-average discount rate	3.50 %	3.31 %
At September 30, 2024, future expected operating lease payments are as follows:		
(in thousands)		
Periods ending December 31,		
2024	\$	1,454
2025		5,509
2026		4,950
2027		4,284
2028		3,275
Thereafter		11,106
		30,578
Discount for present value of expected cash flows		(3,910)
Lease liability at September 30, 2024	\$	26,668

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Deposits

[Deposits \[Abstract\]](#)

[Deposits](#)

Deposits

A summary of the balances of deposits follows:

	September 30,		December 31,	
	2024		2023	
(in thousands)				
Noninterest-bearing demand	\$	2,547,736	\$	2,722,689
Interest-bearing demand		1,708,726		1,731,814
Savings		2,690,045		2,682,068
Time certificates, \$250,000 or more		465,907		250,180
Other time certificates		624,677		447,287
Total deposits	\$	8,037,091	\$	7,834,038

Certificate of deposit balances of \$100.0 million and \$50.0 million from the State of California were included in time certificates, over \$250,000, at September 30, 2024 and December 31, 2023, respectively. The Company participates in a deposit program offered by the State of California whereby the State may make deposits at the Company's request subject to collateral and credit worthiness constraints. The negotiated rates on these State deposits are generally more favorable than other wholesale funding sources available to the Company.

Overdrawn deposit balances of \$2.0 million and \$1.8 million were classified as consumer loans at September 30, 2024 and December 31, 2023, respectively.

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Other Borrowings

[Debt Disclosure \[Abstract\]](#)

[Other Borrowings](#)

Other Borrowings

A summary of the balances of other borrowings follows:

	September 30,		December 31,	
	2024		2023	
(in thousands)				
Term borrowing at FHLB, fixed rate of 5.46%, payable on October 7, 2024		75,000		—
Term borrowing at FHLB, fixed rate of 5.23%, payable on April 8, 2025		75,000		—
Term borrowing at FHLB, fixed rate of 4.75%, payable on April 8, 2024		—		200,000
Overnight borrowing at FHLB, fixed rate of 5.70%, payable on January 2, 2024		—		400,000
Overnight borrowing at FHLB, fixed rate, as of September 30, 2024 of 5.21%, payable on October 1, 2024		100,000		—
Other collateralized borrowings, fixed rate, as of September 30, 2024 and December 31, 2023 of 0.05%, payable on October 1, 2024 and January 2, 2024, respectively		16,767		32,582
Total other borrowings	\$	266,767	\$	632,582

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Junior Subordinated Debt

[Equity \[Abstract\]](#)

[Junior Subordinated Debt](#)

The following table summarizes the terms and recorded balances of each debenture as of the date indicated:

(in thousands)	Maturity Date	Face Value	Coupon Rate (Variable) 3 mo. SOFR +	As of September 30, 2024		As of December 31, 2023	
				Current Coupon Rate	Recorded Book Value	Recorded Book Value	
Subordinated Debt Series							
TriCo Cap Trust I	10/7/2033	\$ 20,619	3.05 %	8.61 %	\$ 20,619	\$ 20,619	
TriCo Cap Trust II	7/23/2034	20,619	2.55 %	8.09 %	20,619	20,619	
North Valley Trust II	4/24/2033	6,186	3.25 %	8.76 %	5,684	5,602	
North Valley Trust III	7/23/2034	5,155	2.80 %	8.34 %	4,544	4,472	
North Valley Trust IV	3/15/2036	10,310	1.33 %	6.54 %	7,797	7,615	
VRB Subordinated	3/29/2029	16,000	3.52 %	9.11 %	16,852	17,000	
VRB Subordinated - 5%	8/27/2035	20,000	Fixed	5.00 %	25,049	25,172	
		\$ 98,889			\$ 101,164	\$ 101,099	

The VRB - 5% Subordinated Debt issuance is fixed at 5.0% through August 27, 2025, then will have a floating rate of 90-day average SOFR plus 4.9% until maturity.

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Commitments and Contingencies

[Commitments and Contingencies \[Abstract\]](#)

[Commitments and Contingencies](#)

Commitments and Contingencies

The following table presents a summary of the Bank's commitments and contingent liabilities:

(in thousands)	September 30,		December 31,	
	2024		2023	
Financial instruments whose amounts represent risk:				
Commitments to extend credit:				
Commercial loans	\$	889,617	\$	788,742
Consumer loans		627,109		652,110
Real estate mortgage loans		432,022		453,647
Real estate construction loans		266,126		331,178
Standby letters of credit		51,691		38,449
Deposit account overdraft privilege		127,285		121,539

In April 2024, Visa Inc. announced the commencement of an exchange offer for Visa Class B-1 common stock and the Company subsequently tendered all of its Visa Class B-1 common stock in exchange for a combination of Visa Class B-2 common stock and Visa Class C common stock. Completion of the exchange resulted in a gain of \$2.9 million relating to the Visa Class C common stock. Visa Class B-2 common stock continues to be carried at zero. The Bank owns 6,698 shares of Class B-2 common stock of Visa Inc. which may be convertible into Class A common stock at a conversion ratio of 1.5875 per Class B-2 share. As of September 30, 2024, the value of the Class A shares was \$274.95 per share. Utilizing the conversion ratio, the value of unredeemed Class A equivalent shares owned by the Bank was \$2.9 million as of September 30, 2024, and has not been reflected in the accompanying consolidated financial statements. The shares of Visa Class B-2 common stock are restricted and may not be transferred. Visa Member Banks are required to fund an escrow account to cover settlements, resolution of pending litigation and related claims. If the funds in the escrow account are insufficient to settle all the covered litigation, Visa may sell additional Class A shares, use the proceeds to settle litigation, and further reduce the conversion ratio. If funds remain in the escrow account after all litigation is settled, the Class B-2 conversion ratio may be increased to reflect that surplus. Until all U.S. covered litigation obligations have been satisfied or the Applicable Conversion Rate for the Class B-2 common stock reaches zero, there is no dollar cap on the amount of payments that a participating holder and its guarantors may be obligated to make under its Makewhole Agreement.

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Shareholders' Equity

[Equity \[Abstract\]](#)

[Shareholders' Equity](#)

Shareholders' Equity

Dividends Paid

The Bank paid to the Company cash dividends in the aggregate amounts of \$10.5 million and \$11.5 million during the three months ended September 30, 2024 and 2023, respectively and \$54.4 million and \$41.4 million during the equivalent nine month periods then ended, respectively. The Bank is regulated by the FDIC and the DFPI. Absent approval from the Commissioner of the DFPI, California banking laws generally limit the Bank's ability to pay dividends to the lesser of (1) retained earnings or (2) net income for the last three fiscal years, less cash distributions paid during such period.

Stock Repurchase Plan

On February 25, 2021, the Board of Directors authorized the repurchase of up to 2.0 million shares of the Company's common stock (the 2021 Repurchase Plan), which approximated 6.7% of the shares outstanding as of the approval date. The actual timing of any share repurchases can be determined by the Company's management and therefore the total value of the shares to be purchased under the 2021 Repurchase Plan is subject to change. The 2021 Repurchase Plan has no expiration date (in accordance with applicable laws and regulations). During the three and nine months ended September 30, 2024, the Company repurchased zero and 344,324 shares with market values of \$0.0 million and \$12.5 million, respectively. During the three and nine months ended September 30, 2023, the Company repurchased zero and 150,000 shares with market values of zero and \$7.0 million, respectively.

Stock Repurchased Under Equity Compensation Plans

The Company's shareholder-approved equity compensation plans permit employees to tender recently vested shares in lieu of cash for the payment of exercise price, if applicable, and the tax withholding on such shares. During the three and nine months ended September 30, 2023, exercising option holders tendered zero and 2,506 shares, respectively, of the Company's common stock in connection with option exercises. There were no option exercises during the nine months ended September 30, 2024. Employees also tendered 1,551 and 976 shares in connection with the tax withholding requirements of other share-based awards during the three months ended September 30, 2024 and 2023, respectively, and 32,061 and 52,437 during the nine months ended September 30, 2024 and 2023, respectively. In total, shares of the Company's common stock tendered had market values of \$0.1 million and \$0.03 million during the quarters ended September 30, 2024 and 2023, respectively and \$1.2 million and \$2.1 million, respectively during the year to date periods then ended. The tendered shares were retired. The market value of tendered shares is the last market trade price at closing on the day an option is exercised or the other share-based award vests. Stock repurchased under equity incentive plans are not included in the total of stock repurchased under the 2021 Stock Repurchase Plans.

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Stock Options and Other Equity-Based Incentive Instruments

9 Months Ended Sep. 30, 2024

9 Months Ended Sep. 30, 2024

9 Months Ended Sep. 30, 2024

9 Months Ended Sep. 30, 2024

9 Months Ended Sep. 30, 2024

9 Months Ended Sep. 30, 2024

[Share-Based Payment Arrangement \[Abstract\]](#)
[Stock Options and Other Equity-Based Incentive Instruments](#)

Stock Options and Other Equity-Based Incentive Instruments

On April 16, 2024, the Board of Directors adopted the 2024 Equity Incentive Plan (2024 Plan) which was approved by shareholders on May 23, 2024. The 2024 Plan allows for up to 1,200,000 shares to be issued in connection with equity-based incentives. In conjunction with shareholder approval of the 2024 Plan, the 2019 Equity Incentive Plan (2019 Plan), which allowed for up to 1,500,000 shares to be issued in connection with equity-based incentives, is no longer available for grant issuances. The Company's 2009 Equity Incentive Plan expired on March 26, 2019. While no new awards can be granted under the 2019 Plan or 2009 Plan, existing grants continue to be governed by the terms, conditions and procedures set forth in any applicable award agreement.

Stock option activity during the nine months ended September 30, 2024, is summarized in the following table:

	Number of Shares	Weighted Average Exercise Price	
Outstanding at December 31, 2023			23.21
Options granted	7,500	\$	—
Options exercised	(7,500)		23.21
Options forfeited	—		—
Outstanding at September 30, 2024	—	\$	—

The Company did not modify any option grants during the nine months ended September 30, 2024 or 2023.

Activity related to restricted stock unit awards during the nine months ended September 30, 2024 is summarized in the following table:

	Service Condition Vesting RSUs	Market Plus Service Condition Vesting RSUs	
Outstanding at December 31, 2023			123,102
RSUs granted	144,487		56,516
RSUs added through dividend and performance credits	86,036		1,536
RSUs released	4,685		(32,248)
RSUs forfeited	(69,043)		(2,458)
Outstanding at September 30, 2024	(4,001)		146,448
	162,164		

The 162,164 of service condition vesting RSUs outstanding as of September 30, 2024 include a feature whereby each RSU outstanding is credited with a dividend amount equal to any common stock cash dividend declared and paid, and the credited amount is divided by the closing price of the Company's stock on the dividend payable date to arrive at an additional amount of RSUs outstanding under the original grant. The dividend credits follow the same vesting requirements as the RSU awards and are not considered participating securities. The 162,164 of service condition vesting RSUs outstanding as of September 30, 2024 are expected to vest, and be released, on a weighted-average basis, over the next 1.7 years. The Company expects to recognize \$4.4 million of pre-tax compensation costs related to these service condition vesting RSUs between September 30, 2024 and their vesting dates. The Company did not modify any service condition vesting RSUs during the nine months ended September 30, 2024 or 2023.

The 146,448 of market plus service condition vesting RSUs outstanding as of September 30, 2024 are expected to vest, and be released, on a weighted-average basis, over the next 1.8 years. The Company expects to recognize \$2.3 million of pre-tax compensation costs related to these RSUs between September 30, 2024 and their vesting dates. As of September 30, 2024, the number of market plus service condition vesting RSUs outstanding that will actually vest, and be released, may be reduced to zero or increased to 219,672 depending on the total return of the Company's common stock versus the total return of an index of bank stocks from the grant date to the vesting date. The Company did not modify any market plus service condition vesting RSUs during the nine months ended September 30, 2024 or 2023.

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Non-interest Income and Expense

9 Months Ended Sep. 30, 2024

[Other Income and Expenses \[Abstract\]](#)
[Non-interest Income and Expense](#)

Non-interest Income and Expense

The following table summarizes the Company's non-interest income for the periods indicated:

	Three months ended September 30,		Nine months ended September 30,	
(in thousands)	2024	2023	2024	2023
ATM and interchange fees	\$ 6,472	\$ 6,728	\$ 19,013	\$ 19,928
Service charges on deposit accounts	4,979	4,851	14,489	12,863
Other service fees	1,224	1,142	3,876	3,300
Mortgage banking service fees	439	445	1,305	1,364
Change in value of mortgage servicing rights	(332)	(91)	(468)	(215)
Total service charges and fees	12,782	13,075	38,215	37,240
Increase in cash value of life insurance	786	684	2,420	2,274
Asset management and commission income	1,502	1,141	3,989	3,233
Gain on sale of loans	549	382	1,198	883
Lease brokerage income	62	160	377	332
Sale of customer checks	303	396	916	1,091
(Loss) gain on sale or exchange of investment securities	2	—	(43)	(164)
(Loss) gain on marketable equity securities	356	(81)	207	(81)
Other	153	227	853	552
Total other non-interest income	3,713	2,909	9,917	8,120
Total non-interest income	\$ 16,495	\$ 15,984	\$ 48,132	\$ 45,360

The components of non-interest expense were as follows:

	Three months ended September 30,		Nine months ended September 30,	
(in thousands)	2024	2023	2024	2023
Base salaries, net of deferred loan origination costs	\$ 24,407	\$ 23,616	\$ 72,279	\$ 70,675
Incentive compensation	4,361	4,391	12,329	11,663
Benefits and other compensation costs	6,782	6,456	20,647	19,402
Total salaries and benefits expense	35,550	34,463	105,255	101,740
Occupancy	4,191	3,948	12,205	12,099
Data processing and software	5,258	5,246	15,459	13,916
Equipment	1,374	1,503	4,060	4,322
Intangible amortization	1,030	1,590	3,090	4,902
Advertising	1,152	881	2,733	2,656
ATM and POS network charges	1,712	1,606	5,360	5,217
Professional fees	1,893	1,752	5,047	5,326
Telecommunications	507	567	1,576	1,971
Regulatory assessments and insurance	1,256	1,194	3,651	3,979
Postage	335	306	983	916
Operational losses	603	474	1,199	1,999
Courier service	542	492	1,581	1,314
(Gain) loss on sale or acquisition of foreclosed assets	26	(152)	(12)	(152)
Loss on disposal of fixed assets	6	4	12	22
Other miscellaneous expense	4,052	4,004	12,131	12,688
Total other non-interest expense	23,937	23,415	69,075	71,175
Total non-interest expense	\$ 59,487	\$ 57,878	\$ 174,330	\$ 172,915

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Earnings Per Share

9 Months Ended Sep. 30, 2024

[Earnings Per Share \[Abstract\]](#)
[Earnings Per Share](#)

Earnings Per Share

Basic earnings per share represent income available to common shareholders divided by the weighted-average number of common shares outstanding during the period. Diluted earnings per share reflect additional common shares that would have been outstanding if dilutive

potential common shares had been issued, as well as any adjustments to income that would result from assumed issuance. Potential common shares that may be issued by the Company relate to outstanding stock options and restricted stock units (RSUs), and are determined using the treasury stock method. Earnings per share have been computed based on the following:

	Three months ended September 30,		
(in thousands)	2024	2023	
Net income	\$ 29,051	\$ 30,590	
Average number of common shares outstanding	32,993	33,263	
Effect of dilutive stock options and restricted stock	144	56	
Average number of common shares outstanding used to calculate diluted earnings per share	33,137	33,319	
Options excluded from diluted earnings per share because of their antidilutive effect	—	—	
	Nine months ended September 30,		
(in thousands)	2024	2023	
Net income	\$ 85,834	\$ 91,315	
Average number of common shares outstanding	33,119	33,259	
Effect of dilutive stock options and restricted stock	132	97	
Average number of common shares outstanding used to calculate diluted earnings per share	33,251	33,356	
Options excluded from diluted earnings per share because of their antidilutive effect	—	—	

XML 42 R22.htm IDEA: XBRL DOCUMENT

Comprehensive Income (Loss)

9 Months Ended Sep. 30, 2024

[Equity \[Abstract\]](#)

[Comprehensive Income \(Loss\)](#)

Comprehensive Income (Loss)

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities, such as unrealized gains and losses on available-for-sale securities, are reported as a separate component of the equity section of the balance sheet identified as accumulated other comprehensive income (AOCI), such items, along with net income, are components of other comprehensive income (loss) (OCI).

The components of other comprehensive income (loss) and related tax effects are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
(in thousands)				
Unrealized holding gains (losses) on available for sale securities before reclassifications	\$ 63,232	\$ (62,525)	\$ 48,438	\$ (44,901)
Amounts reclassified out of AOCI:				
Realized gain (loss) on debt securities	(2)	—	2,945	164
Unrealized holding gains (losses) on available for sale securities after reclassifications	63,230	(62,525)	51,383	(44,737)
Tax effect	(18,692)	18,485	(15,191)	13,226
Unrealized holding gains (losses) on available for sale securities, net of tax	44,538	(44,040)	36,192	(31,511)
Change in unfunded status of the supplemental retirement plans before reclassifications	114	114	344	342
Amortization of prior service cost	—	—	—	—
Amortization of actuarial losses	(114)	(114)	(344)	(342)
Total amounts reclassified out of accumulated other comprehensive loss	(114)	(114)	(344)	(342)
Change in unfunded status of the supplemental retirement plans after reclassifications	—	—	—	—
Tax effect	—	—	—	—
Change in unfunded status of the supplemental retirement plans, net of tax	—	—	—	—
Change in joint beneficiary agreement liability before reclassifications	—	—	—	—
Tax effect	—	—	—	—
Change in joint beneficiary agreement liability before reclassifications, net of tax	—	—	—	—
Total other comprehensive income (loss)	\$ 44,538	\$ (44,040)	\$ 36,192	\$ (31,511)

The components of accumulated other comprehensive loss, included in shareholders’ equity, are as follows:

	September 30, 2024	December 31, 2023
(in thousands)		
Net unrealized loss on available for sale securities	\$ (180,438)	\$ (231,821)
Tax effect	53,343	68,534
Unrealized holding loss on available for sale securities, net of tax	(127,095)	(163,287)
Unfunded status of the supplemental retirement plans	13,527	13,527
Tax effect	(3,999)	(3,999)
Unfunded status of the supplemental retirement plans, net of tax	9,528	9,528
Joint beneficiary agreement liability	590	590
Tax effect	—	—
Joint beneficiary agreement liability, net of tax	590	590
Accumulated other comprehensive loss	\$ (116,977)	\$ (153,169)

XML 43_R23.htm IDEA: XBRL DOCUMENT

Fair Value Measurement

[Fair Value Disclosures \[Abstract\]](#)
[Fair Value Measurement](#)

9 Months Ended Sep. 30, 2024

Fair Value Measurement

The Company utilizes fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. In estimating fair value, the Company utilizes valuation techniques that are consistent with the market approach, income approach, and/or the cost approach. Inputs to valuation techniques include the assumptions that market participants would use in pricing an asset or liability including assumptions about the risk inherent in a particular valuation technique, the effect of a restriction on the sale or use of an asset and the risk of nonperformance. Marketable equity securities, trading securities, debt securities available-for-sale, loans held for sale, and mortgage servicing rights are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, such loans held for investment and certain other assets. These nonrecurring fair value adjustments typically involve application impairment write-downs of individual assets.

The Company groups assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the observable nature of the assumptions used to determine fair value. These levels are:

Level 1 - Valuation is based upon quoted prices for identical instruments traded in active markets.

Level 2 - Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 - Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

Marketable equity securities, trading securities and debt securities available for sale - Marketable equity, trading and debt securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security’s credit rating, prepayment assumptions and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities issued by government sponsored entities, municipal bonds and corporate debt securities. The Company had no securities classified as Level 3 during any of the periods covered in these consolidated financial statements.

Loans held for sale - Loans held for sale are carried at the lower of cost or fair value. The fair value of loans held for sale is based on what secondary markets are currently offering for loans with similar characteristics. As such, we classify those loans subjected to recurring fair value adjustments as Level 2.

Individually evaluated loans - Loans are not recorded at fair value on a recurring basis. However, from time to time, certain loans have individual risk characteristics not consistent with a pool of loans and is individually evaluated for credit reserves. Loans for which it is probable that payment of interest and principal will not be made in accordance with the original contractual terms of the loan agreement are typically individually evaluated. The fair value of these loans are estimated using one of several methods, including collateral value, fair value of similar debt, enterprise value, liquidation value and discounted cash flows. Those loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. Loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value which uses substantially observable data, the Company records the loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value, or the appraised value contains a significant unobservable assumption, such as deviations from

comparable sales, and there is no observable market price, the Company records the loan as nonrecurring Level 3.

Foreclosed assets - Foreclosed assets include assets acquired through, or in lieu of, loan foreclosure. Foreclosed assets are held for sale and are initially recorded at fair value at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, management periodically performs valuations and the assets are carried at the lower of carrying amount or fair value less cost to sell. When the fair value of foreclosed assets is based on an observable market price or a current appraised value which uses substantially observable data, the Company records the loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value, or the appraised value contains a significant unobservable assumption, such as deviations from comparable sales, and there is no observable market price, the Company records the foreclosed asset as nonrecurring Level 3. Revenue and expenses from operations and changes in the valuation allowance are included in other non-interest expense.

Mortgage servicing rights - Mortgage servicing rights are carried at fair value. A valuation model, which utilizes a discounted cash flow analysis using a discount rate and prepayment speed assumptions is used in the computation of the fair value measurement. While the prepayment speed assumption is currently quoted for comparable instruments, the discount rate assumption currently requires a significant degree of management judgment and is therefore considered an unobservable input. As such, the Company classifies mortgage servicing rights subjected to recurring fair value adjustments as Level 3.

The table below presents the recorded amount of assets and liabilities measured at fair value on a recurring basis (in thousands):

	Total	Level 1	Level 2	Level 3
Fair value at September 30, 2024				
Marketable equity securities	\$ 2,690	\$ 2,690	—	—
Debt securities available for sale:				
Obligations of U.S. government corporations and agencies	1,101,997	—	1,101,997	—
Obligations of states and political subdivisions	229,342	—	229,342	—
Corporate bonds	5,864	—	5,864	—
Asset backed securities	363,540	—	363,540	—
Non-agency mortgage backed securities	278,527	—	278,527	—
Loans held for sale	1,995	—	1,995	—
Mortgage servicing rights	6,520	—	—	6,520
Total assets measured at fair value	\$ 1,990,475	\$ 2,690	\$ 1,981,265	\$ 6,520
Fair value at December 31, 2023				
Marketable equity securities	\$ 2,634	\$ 2,634	—	—
Debt securities available for sale:				
Obligations of U.S. government corporations and agencies	1,221,737	—	1,221,737	—
Obligations of states and political subdivisions	236,375	—	236,375	—
Corporate bonds	5,602	—	5,602	—
Asset backed securities	355,281	—	355,281	—
Non-agency mortgage backed securities	333,509	—	333,509	—
Loans held for sale	458	—	458	—
Mortgage servicing rights	6,606	—	—	6,606
Total assets measured at fair value	\$ 2,162,202	\$ 2,634	\$ 2,152,962	\$ 6,606

Transfers between levels of the fair value hierarchy are recognized on the actual date of the event or circumstances that caused the transfer, which generally corresponds with the Company’s quarterly valuation process. There were no transfers between any levels during the nine months ended September 30, 2024 or September 30, 2023, respectively.

The following table provides a reconciliation of assets and liabilities measured at fair value using significant unobservable inputs (Level 3) on a recurring basis during the time periods indicated. Had there been any transfer into or out of Level 3 during the time periods indicated, the amount included in the “Transfers into (out of) Level 3” column would represent the beginning balance of an item in the period (interim quarter) during which it was transferred (in thousands):

	Beginning Balance	Transfers into (out of) Level 3	Change Included in Earnings	Issuances	Ending Balance
Three months ended September 30,					
2024: Mortgage servicing rights	\$ 6,666	—	\$ (332)	\$ 186	\$ 6,520
2023: Mortgage servicing rights	\$ 6,741	—	\$ (91)	\$ 142	\$ 6,792
Nine months ended September 30,					
2024: Mortgage servicing rights	\$ 6,606	—	\$ (468)	\$ 382	\$ 6,520
2023: Mortgage servicing rights	\$ 6,712	—	\$ (215)	\$ 295	\$ 6,792

The key unobservable inputs used in determining the fair value of mortgage servicing rights are mortgage prepayment speeds and the discount rate used to discount cash projected cash flows. Generally, any significant increases in the mortgage prepayment speed and discount rate utilized in the fair value measurement of the mortgage servicing rights will result in a negative fair value adjustments (and decrease in the fair value measurement). Conversely, a decrease in the mortgage prepayment speed and discount rate will result in a positive fair value adjustment (and increase in the fair value measurement).

The following table presents quantitative information about recurring Level 3 fair value measurements at September 30, 2024 and December 31, 2023:

As of September 30, 2024:	Fair Value (in thousands)	Valuation Technique	Unobservable Inputs	Range, Weighted Average
Mortgage Servicing Rights	\$ 6,520	Discounted cash flow	Constant prepayment rate	7% - 11%; 7.2%
			Discount rate	10% - 14%; 12%
As of December 31, 2023:				
Mortgage Servicing Rights	\$ 6,606	Discounted cash flow	Constant prepayment rate	6% - 12.8%; 7.0%
			Discount rate	10% - 14%; 12%

The tables below present the recorded investment in assets and liabilities measured at fair value on a nonrecurring basis, as of the dates indicated, that had a write-down or an additional allowance provided during the periods indicated (in thousands):

September 30, 2024	Total	Level 1	Level 2	Level 3
Fair value:				
Collateral dependent loans	\$ 8,384	—	—	\$ 8,384
December 31, 2023				
Fair value:				
Collateral dependent loans	\$ 4,175	—	—	\$ 4,175
Foreclosed assets	\$ 50	—	—	\$ 50
Total assets measured at fair value	\$ 4,225	—	—	\$ 4,225

The tables below present the gains (losses) resulting from non-recurring fair value adjustments of assets and liabilities for the periods indicated (in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Collateral dependent loans	\$ (4,051)	\$ 4,749	\$ (4,358)	\$ (2,281)
Foreclosed assets	—	(41)	—	(233)
Total losses from non-recurring measurements	\$ (4,051)	\$ 4,708	\$ (4,358)	\$ (2,514)

The individually evaluated loan amounts above represent collateral dependent loans that have been adjusted to fair value. When the Company identifies a collateral dependent loan with unique risk characteristics, the Company evaluates the need for an allowance using the current fair value of the collateral, less selling costs. Depending on the characteristics of a loan, the fair value of collateral is generally estimated by obtaining external appraisals. If the Company determines that the value of the loan is less than the recorded investment in the loan, the Company recognizes this impairment and adjust the carrying value of the loan to fair value through the allowance for credit losses. The loss represents charge-offs or impairments on collateral dependent loans for fair value adjustments based on the fair value of collateral. The carrying value of loans fully charged-off is zero.

The foreclosed assets amount above represents impaired real estate that has been adjusted to fair value. Foreclosed assets represent real estate which the Company has taken control of in partial or full satisfaction of loans. At the time of foreclosure, other real estate owned is recorded at fair value less costs to sell, which becomes the property's new basis. Any write-downs based on the asset's fair value at the date of acquisition are charged to the allowance for credit losses. After foreclosure, management periodically performs valuations such that the

real estate is carried at the lower of its new cost basis or fair value, net of estimated costs to sell. Fair value adjustments on other real estate owned are recognized within net loss on real estate owned. The loss represents impairments on real estate owned for fair value adjustments based on the fair value of the real estate.

The Company's property appraisals are primarily based on the sales comparison approach and income approach methodologies, which consider recent sales of comparable properties, including their income generating characteristics, and then make adjustments to reflect the general assumptions that a market participant would make when analyzing the property for purchase. These adjustments may increase or decrease an appraised value and can vary significantly depending on the location, physical characteristics and income producing potential of each property. Additionally, the quality and volume of market information available at the time of the appraisal can vary from period to period and cause significant changes to the nature and magnitude of comparable sale adjustments. Given these variations, comparable sale adjustments are generally not a reliable indicator for how fair value will increase or decrease from period to period. Under certain circumstances, management discounts are applied based on specific characteristics of an individual property.

The following table presents quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a nonrecurring basis at September 30, 2024:

September 30, 2024	Fair Value (in thousands)	Valuation Technique	Unobservable Inputs	Range, Weighted Average
Collateral dependent loans	\$ 8,384	Sales comparison approach Income approach	Adjustment for differences between comparable sales; Capitalization rate	Not meaningful N/A

The following table presents quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a nonrecurring basis at December 31, 2023:

December 31, 2023	Fair Value (in thousands)	Valuation Technique	Unobservable Inputs	Range, Weighted Average
Collateral dependent loans	\$ 4,175	Sales comparison approach Income approach	Adjustment for differences between comparable sales; Capitalization rate	Not meaningful N/A
Foreclosed assets (Residential real estate)	\$ 50	Sales comparison approach	Adjustment for differences between comparable sales	Not meaningful N/A

Fair values for financial instruments are management's estimates of the values at which the instruments could be exchanged in a transaction between willing parties. The Company uses the exit price notion when measuring the fair value of financial instruments. These estimates are subjective and may vary significantly from amounts that would be realized in actual transactions. In addition, other significant assets are not considered financial assets including, any mortgage banking operations, deferred tax assets, and premises and equipment. Further, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on the fair value estimates and have not been considered in any of these estimates.

	September 30, 2024		December 31, 2023	
(in thousands)	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:				
Level 1 inputs:				
Cash and due from banks	\$ 110,141	\$ 110,141	\$ 81,626	\$ 81,626
Cash at Federal Reserve and other banks	209,973	209,973	17,075	17,075
Level 2 inputs:				
Securities held to maturity	117,259	113,708	133,494	125,126
Restricted equity securities	17,250	n/a	17,250	n/a
Level 3 inputs:				
Loans, net	6,560,131	6,259,677	6,672,948	6,278,577
Financial liabilities:				
Deposits	8,037,091	8,035,484	7,834,038	7,828,554
Other borrowings	266,767	266,767	632,582	632,582
Level 3 inputs:				
Junior subordinated debt	101,164	105,949	101,099	95,407

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Regulatory Matters

[Banking Regulation, Global Systemically Important Bank \(GSIB\) Surcharge \[Abstract\]](#)
[Regulatory Matters](#)

9 Months Ended Sep. 30, 2024

Regulatory Matters

The Company is subject to various regulatory capital requirements administered by federal banking 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 effect on the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company must meet specific capital guidelines that involve quantitative measures of the Company's assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum amounts and ratios (set forth in the table below) of total, Tier 1, and common equity Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets. The following tables present actual and required capital ratios as of September 30, 2024 and December 31, 2023 for the Company and the Bank under applicable Basel III Capital Rules. The minimum capital amounts presented include the minimum required capital levels as of September 30, 2024 and December 31, 2023 based on the then phased-in provisions of the Basel III Capital Rules. Capital levels required to be considered well capitalized are based upon prompt corrective action regulations, as amended to reflect the changes under the Basel III Capital Rules.

As of September 30, 2024:	Actual		Required for Capital Adequacy Purposes		Required to be Considered Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(dollars in thousands)					
Total Capital (to Risk Weighted Assets):						
Consolidated	\$ 1,240,075	15.56 %	\$ 836,744	10.50 %	N/A	N/A
Tri Counties Bank	\$ 1,232,404	15.47 %	\$ 836,543	10.50 %	\$ 796,708	10.00 %
Tier 1 Capital (to Risk Weighted Assets):						
Consolidated	\$ 1,099,766	13.80 %	\$ 677,364	8.50 %	N/A	N/A
Tri Counties Bank	\$ 1,132,442	14.21 %	\$ 677,202	8.50 %	\$ 637,366	8.00 %
Common equity Tier 1 Capital (to Risk Weighted Assets):						
Consolidated	\$ 1,042,283	13.08 %	\$ 557,829	7.00 %	N/A	N/A
Tri Counties Bank	\$ 1,132,442	14.21 %	\$ 557,696	7.00 %	\$ 517,860	6.50 %
Tier 1 Capital (to Average Assets):						
Consolidated	\$ 1,099,766	11.57 %	\$ 380,245	4.00 %	N/A	N/A
Tri Counties Bank	\$ 1,132,442	11.91 %	\$ 380,234	4.00 %	\$ 475,293	5.00 %
As of December 31, 2023:	Actual		Required for Capital Adequacy Purposes		Required to be Considered Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(dollars in thousands)					
Total Capital (to Risk Weighted Assets):						
Consolidated	\$ 1,196,106	14.73 %	\$ 852,850	10.50 %	N/A	N/A
Tri Counties Bank	\$ 1,190,542	14.66 %	\$ 852,648	10.50 %	\$ 812,046	10.00 %
Tier 1 Capital (to Risk Weighted Assets):						
Consolidated	\$ 1,052,063	12.95 %	\$ 690,402	8.50 %	N/A	N/A
Tri Counties Bank	\$ 1,088,717	13.41 %	\$ 690,239	8.50 %	\$ 649,637	8.00 %
Common equity Tier 1 Capital (to Risk Weighted Assets):						
Consolidated	\$ 994,907	12.25 %	\$ 568,566	7.00 %	N/A	N/A
Tri Counties Bank	\$ 1,088,717	13.41 %	\$ 568,432	7.00 %	\$ 527,830	6.50 %
Tier 1 Capital (to Average Assets):						
Consolidated	\$ 1,052,063	10.75 %	\$ 391,620	4.00 %	N/A	N/A
Tri Counties Bank	\$ 1,088,717	11.12 %	\$ 391,574	4.00 %	\$ 489,468	5.00 %

As of September 30, 2024 and December 31, 2023, capital levels at the Company and the Bank exceed all capital adequacy requirements under the Basel III Capital Rules. Also, at September 30, 2024 and December 31, 2023, the Bank's capital levels exceeded the minimum amounts necessary to be considered well capitalized under the current regulatory framework for prompt corrective action.

The Basel III Capital Rules require for all banking organizations to maintain a capital conservation buffer above the minimum risk-based capital requirements in order to avoid certain limitations on capital distributions, stock repurchases and discretionary bonus payments to executive officers. The capital conservation buffer is exclusively composed of common equity tier 1 capital, and it applies to each of the risk-based capital ratios but not the leverage ratio. At September 30, 2024, the Company and the Bank are in compliance with the capital conservation buffer requirement.

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Pay vs Performance Disclosure - USD (\$)	3 Months Ended		9 Months Ended	
\$ in Thousands	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Net income	\$ 29,051	\$ 30,590	\$ 85,834	\$ 91,315

XML 46 R26.htm IDEA: XBRL DOCUMENT

Insider Trading Arrangements

Trading Arrangements, by Individual

Rule 10b5-1 Arrangement Adopted	false
Non-Rule 10b5-1 Arrangement Adopted	false
Rule 10b5-1 Arrangement Terminated	false

Summary of
Significant
Accounting Policies
(Policies)

Accounting Policies
[Abstract]
Description of Business
and Basis of
Presentation

Use of Estimates in the
Preparation of Financial
Statements

Segment and
Significant Group
Concentration of Credit
Risk
Geographical
Descriptions

Reclassification

Cash and Cash
Equivalents

Allowance for Credit
Losses - Securities

Loans and Allowance
for Credit Losses -
Loans

9 Months Ended

Sep. 30, 2024

Description of Business and Basis of Presentation

TriCo Bancshares (the "Company" or "we") is a California corporation organized to act as a bank holding company for Tri Counties Bank (the "Bank"). The Company and the Bank are headquartered in Chico, California. The Bank is a California-chartered bank that is engaged in the general commercial banking business in 31 California counties. The consolidated financial statements are prepared in accordance with accounting policies generally accepted in the United States of America and general practices in the banking industry. All adjustments necessary for a fair presentation of these consolidated financial statements have been included and are of a normal and recurring nature. The financial statements include the accounts of the Company. All inter-company accounts and transactions have been eliminated in consolidation.

The Company has five capital subsidiary business trusts (collectively, the "Capital Trusts") that issued trust preferred securities, including two organized by the Company and three acquired with the acquisition of North Valley Bancorp. For financial reporting purposes, the Company's investments in the Capital Trusts of \$1.8 million are accounted for under the equity method and, accordingly, are not consolidated and are included in other assets on the consolidated balance sheet. See the *Note 8 - footnote Junior Subordinated Debt* for additional information on borrowings outstanding.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 (the "2023 Annual Report"). The Company believes that the disclosures made are adequate to make the information not misleading.

Segment and Significant Group Concentration of Credit Risk

The Company grants agribusiness, commercial, consumer, and residential loans to customers located throughout California. The Company has a diversified loan portfolio within the business segments located in this geographical area. The Company currently classifies all its operation into one business segment that it denotes as community banking.

Geographical Descriptions

For the purpose of describing the geographical location of the Company's operations, the Company has defined northern California as that area of California north of, and including, Stockton to the east and San Jose to the west; central California as that area of the state south of Stockton and San Jose, to and including, Bakersfield to the east and San Luis Obispo to the west; and southern California as that area of the state south of Bakersfield and San Luis Obispo.

Reclassification

Some items in the prior year consolidated financial statements were reclassified to conform to the current presentation. Reclassifications had no effect on prior year net income or shareholders' equity.

Cash and Cash Equivalents

Net cash flows are reported for loan and deposit transactions and other borrowings. For purposes of the consolidated statement of cash flows, cash, due from banks with original maturities less than 90 days, interest-earning deposits in other banks, and Federal funds sold are considered to be cash equivalents.

Allowance for Credit Losses - Securities

The Company measures expected credit losses on HTM debt securities on a collective basis by major security type, then further disaggregated by sector and bond rating. Accrued interest receivable on HTM debt securities was considered insignificant at September 30, 2024 and December 31, 2023 and is therefore excluded from the estimate of credit losses. The estimate of expected credit losses considers historical credit loss information that is adjusted for current conditions and reasonable and supportable forecasts based on current and expected changes in credit ratings and default rates. Based on the implied guarantees of the U. S. Government or its agencies related to certain of these investment securities, and the absence of any historical or expected losses, substantially all qualify for a zero loss

assumption. Management has separately evaluated its HTM investment securities from obligations of state and political subdivisions utilizing the historical loss data represented by similar securities over a period of time spanning nearly 50 years. As a result of this evaluation, management determined that the expected credit losses associated with these securities is not significant for financial reporting purposes and therefore, no allowance for credit losses has been recognized for any period reported.

The Company evaluates AFS debt securities in an unrealized loss position 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. Any impairment that is not credit related is recognized in other comprehensive income, net of applicable taxes. Credit-related impairment is recognized as an allowance for credit losses on the balance sheet, limited to the amount by which the amortized cost basis exceeds the fair value, with a corresponding adjustment to earnings. Both the allowance for credit losses and the adjustment to net income may be reversed if conditions change. However, if the Company intends to sell an impaired available for sale debt security or more likely than not will be required to sell such a security before recovering its amortized cost basis, the entire impairment amount is recognized in earnings with a corresponding adjustment to the security's amortized cost basis. In evaluating available for sale debt securities in unrealized loss positions for impairment and the criteria regarding its intent or requirement to sell such securities, the Company considers the extent to which fair value is less than amortized cost, whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred, and the results of reviews of the issuers' financial condition, among other factors. Changes in the allowance for credit losses are recorded as provision for (or reversal of) credit loss expense. Losses are charged against the ACL when management believes the uncollectability of an available for sale debt security is confirmed or when either of the criteria regarding intent or requirement to sell is met.

Loans

Loans that management has the intent and ability to hold until maturity or payoff are reported at principal amount outstanding, net of deferred loan fees and costs. Loans are placed in nonaccrual status when reasonable doubt exists as to the full, timely collection of interest or principal, or a loan becomes contractually past due by 90 days or more with respect to interest or principal and is not well secured and in the process of collection. When a loan is placed on nonaccrual status, all interest previously accrued but not collected is reversed against interest income. Income on such loans is then recognized only to the extent that cash is received and where the future collection of principal is considered probable. Interest accruals are resumed on such loans only when they are brought fully current with respect to interest and principal and when, in the judgment of Management, the loan is estimated to be fully collectible as to both principal and interest. Accrued interest receivable is not included in the calculation of the allowance for credit losses.

Allowance for Credit Losses - Loans

The ACL is a valuation account that is deducted from the loan's amortized cost basis to present the net amount expected to be collected on the loans. Loans are charged-off against the allowance when management believes the recorded loan balance is confirmed as uncollectible. Expected recoveries do not exceed the aggregate of amounts previously charged-off and expected to be charged-off. Regardless of the determination that a charge-off is appropriate for financial accounting purposes, the Company manages its loan portfolio by continually monitoring, where possible, a borrower's ability to pay through the collection of financial information, delinquency status, borrower discussion and the encouragement to repay in accordance with the original contract or modified terms, if appropriate.

Management estimates the allowance balance using relevant information, from internal and external sources, relating to past events, current conditions, and reasonable and supportable forecasts. The allowance for credit losses is measured on a collective (pool) basis when similar risk characteristics exist. Historical credit loss experience provides the basis for the estimation of expected credit losses, which captures loan balances as of a point in time to form a cohort, then tracks the respective losses generated by that cohort of loans over the remaining life. The Company identified and accumulated loan cohort historical loss data beginning with the fourth quarter of 2008 and through the current period. In situations where the Company's actual loss history was not statistically relevant, the loss history of peers, defined as financial institutions with assets greater than three billion and less than ten billion, were utilized to create a minimum loss rate. Adjustments to historical loss information are made for differences in relevant current loan-specific risk characteristics, such as historical timing of losses relative to the loan origination. In its loss forecasting framework, the Company incorporates forward-looking information through the use of macroeconomic scenarios applied over the forecasted life of the assets. These macroeconomic scenarios incorporate variables that have historically been key drivers of increases and decreases in credit losses. These variables include, but are not limited to changes in environmental conditions, such as California unemployment rates, household debt levels, changes in corporate debt yields, and U.S. gross domestic product.

PCD assets are assets acquired at a discount that is due, in part, to credit quality deterioration since origination. PCD assets are accounted for in accordance with ASC 326-20 and are initially recorded at fair value, by taking the sum of the present value of expected future cash flows and an allowance for credit losses, at acquisition. The allowance for credit losses for PCD assets is recorded through a gross-up of reserves on the balance sheet, while the allowance for acquired non-PCD assets, such as loans, is recorded through the provision for credit losses on the income statement, consistent with originated loans. Subsequent to acquisition, the allowance for credit losses for PCD loans will generally follow the same forward-looking estimation, provision, and charge-off process as non-PCD acquired and originated loans.

The Company has identified the following portfolio segments to evaluate and measure the allowance for credit loss:

Commercial real estate:

Commercial real estate - Non-owner occupied: These commercial properties typically consist of buildings which are leased to others for their use and rely on rents as the primary source of repayment. Property types are predominantly office, retail, or light industrial but the portfolio also has some special use properties. As such, the risk of loss associated with these properties is primarily driven by general

economic changes or changes in regional economies and the impact of such on a tenant's ability to pay. Ultimately this can affect occupancy, rental rates, or both. Additional risk of loss can come from new construction resulting in oversupply, the costs to hold or operate the property, or changes in interest rates. The terms on these loans at origination typically have maturities from five to ten years with amortization periods from fifteen to thirty years.

Commercial real estate - Owner occupied: These credits are primarily susceptible to changes in the financial condition of the business operated by the property owner. This may be driven by changes in, among other things, industry challenges, factors unique to the operating geography of the borrower, change in the individual fortunes of the business owner, general economic conditions and changes in business cycles. When default is driven by issues related specifically to the business owner, collateral values tend to provide better repayment support and may result in little or no loss. Alternatively, when default is driven more by general economic conditions, the underlying collateral may have devalued more and thus result in larger losses in the event of default. The terms on these loans at origination typically have maturities from five to ten years with amortization periods from fifteen to thirty years.

Multifamily: These commercial properties are generally comprised of more than four rentable units, such as apartment buildings, with each unit intended to be occupied as the primary residence for one or more persons. Multifamily properties are also subject to changes in general or regional economic conditions, such as unemployment, ultimately resulting in increased vacancy rates or reduced rents or both. In addition, new construction can create an oversupply condition and market competition resulting in increased vacancy, reduced market rents, or both. Due to the nature of their use and the greater likelihood of tenant turnover, the management of these properties is more intensive and therefore is more critical to the preclusion of loss.

Farmland: While the Company has few loans that were originated for the purpose of the acquisition of these commercial properties, loans secured by farmland represent unique risks that are associated with the operation of an agricultural businesses. The valuation of farmland can vary greatly over time based on the property's access to resources including but not limited to water, crop prices, foreign exchange rates, government regulation or restrictions, and the nature of ongoing capital investment needed to maintain the quality of the property. Loans secured by farmland typically represent less risk to the Company than other agriculture loans as the real estate typically provides greater support in the event of default or need for longer term repayment.

Consumer loans:

SFR 1-4 1st DT Liens: The most significant drivers of potential loss within the Company's residential real estate portfolio relate general, regional, or individual changes in economic conditions and their effect on employment and borrowers cash flow. Risk in this portfolio is best measured by changes in the credit portfolio as measured by changes in the general movement in credit score, economic outlook and its effects on employment and the value of homes and the Bank's historical loss experience adjusted to reflect the economic outlook and the unemployment rate.

SFR HELOCs and Junior Liens: Similar to residential real estate term loans, HELOCs and junior liens performance is also primarily driven by borrower cash flows based on employment status. However, HELOCs carry additional risks associated with the fact that most of these loans are secured by a deed of trust in a position that is junior to the primary lien holder. Furthermore, the risk that as the borrower's financial strength deteriorates, the outstanding balance on these credit lines may increase as they may only be canceled by the Company if certain limited criteria are met. In addition to the allowance for credit losses maintained as a percent of the outstanding loan balance, the Company maintains additional reserves for the unfunded portion of the HELOC.

Other: The majority of consumer loans are secured by automobiles, with the remainder primarily unsecured revolving debt (credit cards). These loans are susceptible to three primary risks; non-payment due to income loss, over-extension of credit and, when the borrower is unable to pay, shortfall in collateral value, if any. Typically non-payment is due to loss of job and will follow general economic trends in the marketplace driven primarily by rises in the unemployment rate. Loss of collateral value can be due to market demand shifts, damage to collateral itself or a combination of those factors. Credit card loans are unsecured and while collection efforts are pursued in the event of default, there is typically limited opportunity for recovery. Loss estimates are based on the general movement in credit score, economic outlook and its effects on employment and the Bank's historical loss experience adjusted to reflect the economic outlook and the unemployment rate.

Commercial and Industrial:

Repayment of these loans is primarily based on the cash flow of the borrower, and secondarily on the underlying collateral provided by the borrower. A borrower's cash flow may be unpredictable, and collateral securing these loans may fluctuate in value. Most often, collateral includes accounts receivable, inventory, or equipment. Collateral securing these loans may depreciate over time, may be difficult to appraise, may be illiquid and may fluctuate in value based on the success of the business. Actual and forecast changes in gross domestic product are believed to be corollary to losses associated with these credits.

Construction:

While secured by real estate, construction loans represent a greater level of risk than term real estate loans due to the nature of the additional risks associated with the not only the completion of construction within an estimated time period and budget, but also the need to either sell the building or reach a level of stabilized occupancy sufficient to generate the cash flows necessary to support debt service and operating costs. The Company seeks to mitigate the additional risks associated with construction lending by requiring borrowers to comply with lower loan to value ratios and additional covenants as well as strong tertiary support of guarantors. The loss forecasting model applies the historical rate of loss for similar loans over the expected life of the asset as adjusted for macroeconomic factors.

Agriculture Production:

Repayment of agricultural loans is dependent upon successful operation of the agricultural business, which is greatly impacted by factors outside the control of the borrower. These factors include adverse weather conditions, including access to water, that may impact crop yields, loss of livestock due to disease or other factors, declines in market prices for agriculture products, changes in foreign exchange, and the impact of

government regulations. In addition, many farms are dependent on a limited number of key individuals whose injury or death may significantly affect the successful operation of the business. Consequently, agricultural production loans may involve a greater degree of risk than other types of loans.

Leases:

The loss forecasting model applies the historical rate of loss for similar loans over the expected life of the asset. Leases typically represent an elevated level of credit risk as compared to loans secured by real estate as the collateral for leases is often subject to a more rapid rate of depreciation or depletion. The ultimate severity of loss is impacted by the type of collateral securing the exposure, the size of the exposure, the borrower's industry sector, any guarantors and the geographic market. Assumptions of expected loss are conditioned to the economic outlook and the other variables discussed above.

Unfunded commitments:

The estimated credit losses associated with these unfunded lending commitments is calculated using the same models and methodologies noted above and incorporate utilization assumptions at time of default. The reserve for unfunded commitments is maintained on the consolidated balance sheet in other liabilities.

Accounting Standards Adopted and Yet to be Adopted

Accounting Standards Update

Accounting standards adopted in the current period

Standard	Summary of Guidance	Effects on financial statements
None		

Accounting standards yet to be adopted

Standard	Summary of Guidance	Effects on financial statements
ASU 2023-07 - Segment Reporting (Topic 280): Improvement to Reportable Segments	- Requires disclosure of the position and title of the chief operating decision maker (CODM) and significant segment expenses that the CODM is regularly provided. - Requires the disclosure of other segment items representing the difference between segment revenue and expense and the profit and loss measure of the segment. - Allows for the CODM to use more than one measure of segment profit and loss, as long as one measure is consistent with GAAP.	- Effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. - Early adoption is permitted. - The amendments are to be applied retrospectively to all periods presented and segment expense categories should be based on the categories identified at adoption. - TriCo does not expect adoption of the standard to have a material impact on its consolidated financial statements.
ASU 2023-09 - Income Taxes (Topic 740): Improvements to Income Tax Disclosures	- Requires a tabular rate reconciliation using both percentages and reporting currency amounts between the reported amount of income tax expense (or benefit) to the amount of statutory federal income tax at current rates for specified categories using specified disaggregation criteria. - The amount of net income taxes paid for federal, state, and foreign taxes, as well as the amount paid to any jurisdiction that net taxes exceed a 5% quantitative threshold. - The amendments will require the disclosure of pre-tax income disaggregated between domestic and foreign, as well as income tax expense disaggregated by federal, state, and foreign. - The amendment also eliminates certain disclosures related to unrecognized tax benefits and certain temporary differences.	- Effective for fiscal years beginning after December 15, 2024. - Early adoption is permitted in any annual period where financial statements have not yet been issued. - The amendments should be applied on a prospective basis but retrospective application is permitted. - TriCo does not expect adoption of the standard to have a material impact on its consolidated financial statements.

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Investment Securities (Tables)

Investments, Debt and Equity Securities [Abstract]

Schedule of Amortized Cost, Estimated Fair Value and Allowance for Credit Loss on Investments in Debt Securities

9 Months Ended Sep. 30, 2024

The amortized cost, estimated fair values and allowance for credit losses of investments in debt securities are summarized in the following tables:

September 30, 2024				
(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Debt Securities Available for Sale				
Obligations of U.S. government agencies	\$ 1,234,038	\$ 76	\$ (132,117)	\$ 1,101,997
Obligations of states and political subdivisions	249,709	159	(20,526)	229,342
Corporate bonds	6,179	20	(335)	5,864
Asset backed securities	364,561	492	(1,513)	363,540
Non-agency collateralized mortgage obligations	305,221	352	(27,046)	278,527
Total debt securities available for sale	\$ 2,159,708	\$ 1,099	\$ (181,537)	\$ 1,979,270
Debt Securities Held to Maturity				
Obligations of U.S. government agencies	\$ 114,558	\$ 4	\$ (5,253)	\$ 109,309
Obligations of states and political subdivisions	2,701	6	(29)	2,678
Total debt securities held to maturity	\$ 117,259	\$ 10	\$ (5,282)	\$ 111,987

December 31, 2023				
(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Debt Securities Available for Sale				
Obligations of U.S. government agencies	\$ 1,386,772	\$ 2	\$ (165,037)	\$ 1,221,737
Obligations of states and political subdivisions	262,879	268	(26,772)	236,375
Corporate bonds	6,173	—	(571)	5,602
Asset backed securities	359,214	255	(4,188)	355,281
Non-agency collateralized mortgage obligations	369,287	—	(35,778)	333,509
Total debt securities available for sale	\$ 2,384,325	\$ 525	\$ (232,346)	\$ 2,152,504
Debt Securities Held to Maturity				
Obligations of U.S. government agencies	\$ 130,823	\$ —	\$ (8,331)	\$ 122,492
Obligations of states and political subdivisions	2,671	6	(43)	2,634
Total debt securities held to maturity	\$ 133,494	\$ 6	\$ (8,374)	\$ 125,126

As of September 30, 2024, the contractual final maturity for available for sale and held to maturity investment securities is as follows:

Debt Securities					
(in thousands)	Available for Sale			Held to Maturity	
	Amortized Cost	Estimated Fair Value		Amortized Cost	Estimated Fair Value
Due in one year	\$ 6,625	\$ 6,421		\$ 1,137	\$ 1,143
Due after one year through five years	62,174	60,553		3,453	3,361
Due after five years through ten years	239,924	231,415		87,693	83,990
Due after ten years	1,850,985	1,680,881		24,976	23,493
Totals	\$ 2,159,708	\$ 1,979,270		\$ 117,259	\$ 111,987

Gross Unrealized Losses on Investment Securities

Gross unrealized losses on debt securities and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, were as follows:

September 30, 2024:							
(in thousands)	Less than 12 months		12 months or more		Total		
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	
Debt Securities Available for Sale							
Obligations of U.S. government agencies	\$ 7	\$ (1)	\$ 1,092,624	\$ (132,116)	\$ 1,092,631	\$ (132,117)	
Obligations of states and political subdivisions	—	—	216,428	(20,526)	216,428	(20,526)	
Corporate bonds	—	—	4,598	(335)	4,598	(335)	
Asset backed securities	107,510	(164)	109,099	(1,349)	216,609	(1,513)	
Non-agency collateralized mortgage obligations	—	—	245,023	(27,046)	245,023	(27,046)	
Total debt securities available for sale	\$ 107,517	\$ (165)	\$ 1,667,772	\$ (181,372)	\$ 1,775,289	\$ (181,537)	
Debt Securities Held to Maturity							
Obligations of U.S. government agencies	\$ —	\$ —	\$ 109,144	\$ (5,253)	\$ 109,144	\$ (5,253)	
Obligations of states and political subdivisions	506	(3)	1,029	(26)	1,535	(29)	
Total debt securities held to maturity	\$ 506	\$ (3)	\$ 110,173	\$ (5,279)	\$ 110,679	\$ (5,282)	
December 31, 2023:							
(in thousands)	Less than 12 months		12 months or more		Total		
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	
Debt Securities Available for Sale							
Obligations of U.S. government agencies	\$ 224	\$ —	\$ 1,221,320	\$ (165,037)	\$ 1,221,544	\$ (165,037)	
Obligations of states and political subdivisions	6,229	(75)	216,497	(26,697)	222,726	(26,772)	
Corporate bonds	—	—	5,602	(571)	5,602	(571)	
Asset backed securities	15,928	(93)	264,731	(4,095)	280,659	(4,188)	
Non-agency collateralized mortgage obligations	44,276	(583)	289,233	(35,195)	333,509	(35,778)	
Total debt securities available for sale	\$ 66,657	\$ (751)	\$ 1,997,383	\$ (231,595)	\$ 2,064,040	\$ (232,346)	
Debt Securities Held to Maturity							
Obligations of U.S. government agencies	\$ —	\$ —	\$ 122,259	\$ (8,331)	\$ 122,259	\$ (8,331)	
Obligations of states and political subdivisions	—	—	1,012	(43)	1,012	(43)	
Total debt securities held to maturity	\$ —	\$ —	\$ 123,271	\$ (8,374)	\$ 123,271	\$ (8,374)	

Amortized Cost of Debt Securities Held-to-Maturity

The following table summarizes the amortized cost of debt securities held-to-maturity at the dates indicated, aggregated by credit quality indicator:

September 30, 2024					
(in thousands)	AAA/AA/A		BBB/BB/B		
Obligations of U.S. government agencies	\$ 114,558	\$ —	\$ 130,823	\$ —	
Obligations of states and political subdivisions	2,701	—	2,671	—	
Total debt securities held to maturity	\$ 117,259	\$ —	\$ 133,494	\$ —	

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Loans (Tables)

9 Months Ended Sep. 30, 2024

Receivables [Abstract]

Summary of Loan Balances A summary of loan balances at amortized cost are as follows:

[illegible]

Commercial real estate:																		
CRE owner occupied risk ratings																		
Pass	\$	56,032	\$	74,060	\$	196,922	\$	180,017	\$	106,181	\$	272,791	\$	32,701	\$	—	\$	918,704
Special Mention		1,646		—		1,651		1,742		208		3,260		—		—		12,525
Substandard		—		—		8,027		5,420		3,527		3,093		—		—		20,067
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	57,678	\$	74,060	\$	206,600	\$	187,179	\$	109,916	\$	279,144	\$	32,701	\$	—	\$	947,278
Year-to-date gross charge-offs	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—
Term Loans Amortized Cost Basis by Origination Year - As of September 30, 2024													Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total			
(in thousands)		2024		2023		2022		2021		2020		Prior						
Commercial real estate:																		
Multifamily risk ratings																		
Pass	\$	30,509	\$	28,045	\$	175,965	\$	294,983	\$	119,176	\$	317,604	\$	40,955	\$	—	\$	1,007,237
Special Mention		—		—		—		12,316		—		209		—		—		12,525
Substandard		—		—		502		—		—		202		—		—		704
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	30,509	\$	28,045	\$	176,467	\$	307,299	\$	119,176	\$	318,015	\$	40,955	\$	—	\$	1,020,466
Year-to-date gross charge-offs	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—
Commercial real estate:																		
Farmland risk ratings																		
Pass	\$	8,447	\$	18,332	\$	45,362	\$	21,187	\$	15,384	\$	50,085	\$	43,544	\$	—	\$	202,341
Special Mention		—		2,708		2,911		8,331		425		3,763		1,506		—		19,644
Substandard		—		83		—		21,123		—		12,846		12,038		—		46,090
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	8,447	\$	21,123	\$	48,273	\$	50,641	\$	15,809	\$	66,694	\$	57,088	\$	—	\$	268,075
Year-to-date gross charge-offs	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—
Consumer loans:																		
SFR 1-4 1st DT liens risk ratings																		
Pass	\$	42,829	\$	122,899	\$	177,574	\$	245,529	\$	116,777	\$	141,713	\$	—	\$	3,982	\$	851,303
Special Mention		—		67		—		—		—		904		—		168		1,139
Substandard		—		253		353		3,504		2,107		6,620		—		477		13,314
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	42,829	\$	123,219	\$	177,927	\$	249,033	\$	118,884	\$	149,237	\$	—	\$	4,627	\$	865,756
Year-to-date gross charge-offs	\$	—	\$	26	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	26
Consumer loans:																		
SFR HELOCs and junior liens risk ratings																		
Pass	\$	252	\$	—	\$	—	\$	—	\$	—	\$	77	\$	338,631	\$	6,183	\$	345,143
Special Mention		—		—		—		—		—		—		5,126		235		5,361
Substandard		—		—		—		—		—		—		4,381		456		4,837
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	252	\$	—	\$	—	\$	—	\$	—	\$	77	\$	348,138	\$	6,874	\$	355,341
Year-to-date gross charge-offs	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	41	\$	—	\$	41
Consumer loans:																		
Other risk ratings																		
Pass	\$	10,102	\$	24,078	\$	6,501	\$	6,817	\$	5,555	\$	8,002	\$	612	\$	—	\$	61,667
Special Mention		—		92		35		231		110		8		15		—		491
Substandard		—		82		166		114		2		342		2		—		708
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	10,102	\$	24,252	\$	6,702	\$	7,162	\$	5,667	\$	8,352	\$	629	\$	—	\$	62,866
Year-to-date gross charge-offs	\$	285	\$	67	\$	16	\$	74	\$	28	\$	56	\$	12	\$	—	\$	538
Term Loans Amortized Cost Basis by Origination Year - As of September 30, 2024													Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total			
(in thousands)		2024		2023		2022		2021		2020		Prior						
Commercial and industrial loans:																		
Commercial and industrial risk ratings																		
Pass	\$	60,316	\$	61,459	\$	66,387	\$	46,857	\$	5,087	\$	10,539	\$	213,784	\$	161	\$	464,590
Special Mention		143		100		1,530		67		282		1		3,082		—		5,205
Substandard		429		—		1,555		847		43		636		11,384		74		14,968
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	60,888	\$	61,559	\$	69,472	\$	47,771	\$	5,412	\$	11,176	\$	228,250	\$	235	\$	484,763
Year-to-date gross charge-offs	\$	186	\$	—	\$	178	\$	93	\$	—	\$	—	\$	817	\$	—	\$	1,274
Construction loans:																		
Construction risk ratings																		
Pass	\$	21,043	\$	103,279	\$	94,936	\$	29,098	\$	6,676	\$	7,585	\$	—	\$	—	\$	262,617
Special Mention		—		—		13,419		—		—		—		—		—		13,419
Substandard		—		—		—		—		—		59		—		—		59
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	21,043	\$	103,279	\$	108,355	\$	29,098	\$	6,676	\$	7,644	\$	—	\$	—	\$	276,095
Year-to-date gross charge-offs	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—
Agriculture production loans:																		
Agriculture production risk ratings																		
Pass	\$	639	\$	1,379	\$	2,495	\$	1,028	\$	214	\$	7,530	\$	122,624	\$	—	\$	135,909
Special Mention		—		—		138		400		107		227		7,204		—		8,076
Substandard		—		—		—		96		—		15		27		—		138
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	639	\$	1,379	\$	2,633	\$	1,524	\$	321	\$	7,772	\$	129,855	\$	—	\$	144,123
Year-to-date gross charge-offs	\$	—	\$	—	\$	173	\$	—	\$	—	\$	—	\$	1,277	\$	—	\$	1,450
Leases:																		
Lease risk ratings																		
Pass	\$	7,423	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	7,423
Special Mention		—		—		—		—		—		—		—		—		—
Substandard		—		—		—		—		—		—		—		—		—
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	7,423	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	7,423
Year-to-date gross charge-offs	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—
Total loans outstanding:																		
Risk ratings																		
Pass	\$	323,378	\$	613,026	\$	1,183,938	\$	1,097,043	\$	528,671	\$	1,753,491	\$	951,578	\$	10,326	\$	6,461,451
Special Mention		1,789		2,967		21,279		23,087		1,132		36,733		17,369		403		104,759
Substandard		429		418		10,603		31,104		5,679		40,609		27,832		1,007		117,681
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	325,596	\$	616,411	\$	1,215,820	\$	1,151,234	\$	535,482	\$	1,830,833	\$	996,779	\$	11,736	\$	6,683,891
Year-to-date gross charge-offs	\$	471	\$	93	\$	367	\$	167	\$	28	\$	56	\$	2,147	\$	—	\$	3,329
Term Loans Amortized Cost Basis by Origination Year - As of December 31, 2023													Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total			
(in thousands)		2023		2022		2021		2020		2019		Prior						
Commercial real estate:																		
CRE non-owner occupied risk ratings																		
Pass	\$	180,326	\$	413,863	\$	290,210	\$	137,656	\$	206,408	\$	792,875	\$	141,686	\$	—	\$	2,163,024
Special Mention		—		1,329		—		5,281		17,093		14,174		1,247		—		39,124
Substandard		—		—		767		—		2,139		12,540		212		—		15,658
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	180,326	\$	415,192	\$	290,977	\$	142,937	\$	225,540	\$	819,589	\$	143,145	\$	—	\$	2,217,806
Period end gross write-offs	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—
Commercial real estate:																		
CRE owner occupied risk ratings																		
Pass	\$	71,288	\$	196,915	\$	190,384	\$	118,457	\$	59,220	\$	268,990	\$	23,740	\$	—	\$	928,994
Special Mention		—		5,773		1,513		2,754		703		2,678		—		—		13,421
Substandard		—		2,972		7,835		—		111		3,107		—		—		14,025
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	71,288	\$	205,660	\$	199,732	\$	121,211	\$	60,034	\$	274,775	\$	23,740	\$	—	\$	956,440
Period end gross write-offs	\$	—	\$	—	\$	—	\$	1,380	\$	—	\$	2,228	\$	29	\$	—	\$	3,637
Commercial real estate:																		
Multifamily risk ratings																		
Pass	\$	28,445	\$	177,032	\$	279,660	\$	89,106	\$	104,108	\$	225,446	\$	33,470	\$	—	\$	937,267
Special Mention		—		—		11,914		—		—		321		—		—		12,235
Substandard		—		—		—		—		—		—		—		—		—
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	28,445	\$	177,032	\$	291,574	\$	89,106	\$	104,108	\$	225,767	\$	33,470	\$	—	\$	949,502
Period end gross write-offs	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—
Commercial real estate:																		
Farmland risk ratings																		
Pass	\$	21,729	\$	46,398	\$	37,134	\$	16,006	\$	16,780	\$	41,663	\$	50,857	\$	—	\$	230,567
Special Mention		—		2,170		5,802		51		261		734		—		—		9,018
Substandard		101		813		9,053		377		—		13,266		7,859		—		31,469
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	21,830	\$	49,381	\$	51,989	\$	16,434	\$	17,041	\$	55,663	\$	58,716	\$	—	\$	271,054
Period end gross write-offs	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—
Consumer loans:</																		

Consumer loans:																		
Other risk ratings																		
Pass	\$	34,441	\$	9,061	\$	8,908	\$	7,419	\$	6,825	\$	4,619	\$	659	\$	—	\$	71,932
Special Mention		21		54		203		63		54		37		18		—		450
Substandard		87		183		164		30		116		52		3		—		635
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	34,549	\$	9,298	\$	9,275	\$	7,512	\$	6,995	\$	4,708	\$	680	\$	—	\$	73,017
Period end gross write-offs	\$	376	\$	82	\$	—	\$	36	\$	39	\$	9	\$	16	\$	—	\$	558
Commercial and industrial loans:																		
Commercial and industrial risk ratings																		
Pass	\$	70,930	\$	83,184	\$	51,455	\$	9,504	\$	10,193	\$	7,636	\$	340,858	\$	318	\$	574,078
Special Mention		33		663		237		83		178		1,126		—		—		2,320
Substandard		—		2,014		782		103		4		762		6,318		74		10,057
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	70,963	\$	85,861	\$	52,474	\$	9,690	\$	10,197	\$	8,576	\$	348,302	\$	392	\$	586,455
Period end gross write-offs	\$	153	\$	287	\$	240	\$	2,285	\$	—	\$	—	\$	896	\$	18	\$	3,879
Construction loans:																		
Construction risk ratings																		
Pass	\$	56,378	\$	136,294	\$	85,144	\$	47,632	\$	4,583	\$	6,518	\$	—	\$	—	\$	336,549
Special Mention		—		10,582		—		—		—		—		—		—		10,582
Substandard		—		—		—		—		67		—		—		—		67
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	56,378	\$	146,876	\$	85,144	\$	47,632	\$	4,650	\$	6,518	\$	—	\$	—	\$	347,198
Period end gross write-offs	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—
Agriculture production loans:																		
Agriculture production risk ratings																		
Pass	\$	945	\$	2,749	\$	1,595	\$	396	\$	620	\$	8,491	\$	114,935	\$	—	\$	129,731
Special Mention		—		183		543		176		—		—		11,302		—		12,204
Substandard		—		—		—		—		—		—		2,562		—		2,562
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	945	\$	2,932	\$	2,138	\$	572	\$	620	\$	8,491	\$	128,799	\$	—	\$	144,497
Period end gross write-offs	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—	\$	—
Term Loans Amortized Cost Basis by Origination Year - As of December 31, 2023																		
(in thousands)	2023	2022	2021	2020	2019	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total									
Leases:																		
Lease risk ratings																		
Pass	\$	8,250	\$	—	\$	—	\$	—	\$	8,250								
Special Mention		—		—		—		—		—								
Substandard		—		—		—		—		—								
Doubtful/Loss		—		—		—		—		—								
Total	\$	8,250	\$	—	\$	—	\$	—	\$	8,250								
Period end gross write-offs	\$	—	\$	—	\$	—	\$	—	\$	—								
Total loans outstanding:																		
Risk ratings																		
Pass	\$	608,770	\$	1,255,416	\$	1,205,360	\$	551,257	\$	438,305	\$	1,483,309	\$	1,049,903	\$	10,841	\$	6,603,161
Special Mention		125		20,754		20,212		8,408		18,111		20,070		15,967		165		103,812
Substandard		188		6,122		19,897		2,000		2,968		34,992		20,166		1,164		87,497
Doubtful/Loss		—		—		—		—		—		—		—		—		—
Total	\$	609,083	\$	1,282,292	\$	1,245,469	\$	561,665	\$	459,384	\$	1,538,371	\$	1,086,036	\$	12,170	\$	6,794,470
Period end gross write-offs	\$	529	\$	369	\$	240	\$	3,701	\$	39	\$	2,237	\$	941	\$	84	\$	8,140

The following table shows the ending balance of current and past due originated loans by loan category as of the date indicated:

Analysis of Past Due Loans - As of September 30, 2024									
(in thousands)	30-59 days	60-89 days	> 90 days	Total Past Due Loans	Current	Total			
Commercial real estate:									
CRE non-owner occupied	\$ 1,035	\$ —	\$ 3,042	\$ 4,077	\$ 2,247,628	\$ 2,251,705			
CRE owner occupied	—	251	3,011	3,262	944,016	947,278			
Multifamily	—	—	502	502	1,019,964	1,020,466			
Farmland	1,201	205	8,291	9,697	258,378	268,075			
Total commercial real estate loans	2,236	456	14,846	17,538	4,469,986	4,487,524			
Consumer:									
SFR 1-4 1st DT liens	214	—	3,938	4,152	861,604	865,756			
SFR HELOCs and junior liens	2,678	810	859	4,347	350,994	355,341			
Other	128	80	89	297	62,569	62,866			
Total consumer loans	3,020	890	4,886	8,796	1,275,167	1,283,963			
Commercial and industrial	1,158	8,501	1,850	11,509	473,254	484,763			
Construction	—	—	—	—	276,095	276,095			
Agriculture production	15	—	28	43	144,080	144,123			
Leases	—	—	—	—	7,423	7,423			
Total	\$ 6,429	\$ 9,847	\$ 21,610	\$ 37,886	\$ 6,646,005	\$ 6,683,891			

Analysis of Past Due Loans - As of December 31, 2023									
(in thousands)	30-59 days	60-89 days	> 90 days	Total Past Due Loans	Current	Total			
Commercial real estate:									
CRE non-owner occupied	\$ 3,876	\$ —	\$ 1,382	\$ 5,258	\$ 2,212,548	\$ 2,217,806			
CRE owner occupied	34	—	247	281	956,159	956,440			
Multifamily	—	—	—	—	949,502	949,502			
Farmland	635	3,798	2,052	6,485	264,569	271,054			
Total commercial real estate loans	4,545	3,798	3,681	12,024	4,382,778	4,394,802			
Consumer:									
SFR 1-4 1st DT liens	141	1,449	490	2,080	881,358	883,438			
SFR HELOCs and junior liens	16	—	623	639	356,174	356,813			
Other	148	40	218	218	27,799	73,017			
Total consumer loans	305	1,489	1,143	2,937	1,310,331	1,313,268			
Commercial and industrial	244	605	1,654	2,503	583,952	586,455			
Construction	—	—	—	—	347,198	347,198			
Agriculture production	593	878	33	1,504	142,993	144,497			
Leases	447	—	—	447	7,803	8,250			
Total	\$ 6,134	\$ 6,770	\$ 6,511	\$ 19,415	\$ 6,775,055	\$ 6,794,470			

Analysis of Past Due Loans

The following table shows the ending balance of non accrual loans by loan category as of the date indicated:

		Non Accrual Loans					
		As of September 30, 2024			As of December 31, 2023		
(in thousands)		Non accrual with no allowance for credit losses	Total non accrual	Past due 90 days or more and still accruing	Non accrual with no allowance for credit losses	Total non accrual	Past due 90 days or more and still accruing
Commercial real estate:							
	CRE non-owner occupied	\$ 3,624	\$ 3,624	\$ —	\$ 2,024	\$ 2,024	\$ —
	CRE owner occupied	3,278	3,278	—	3,994	3,994	—
	Multifamily	502	502	—	—	—	—
	Farmland	12,967	12,967	—	5,996	14,484	—
	Total commercial real estate loans	20,371	20,371	—	12,014	20,502	—
Consumer:							
	SFR 1-4 1st DT liens	5,991	5,997	—	2,808	2,811	—
	SFR HELOCs and junior liens	3,995	4,238	—	3,281	3,571	—
	Other	108	117	—	39	105	—
	Total consumer loans	10,094	10,352	—	6,128	6,487	—
	Commercial and industrial	1,529	10,556	86	1,379	2,503	10
	Construction	59	—	—	67	67	—
	Agriculture production	170	213	—	—	2,322	—
	Leases	—	—	—	—	—	—
	Sub-total	32,223	41,551	86	19,588	31,881	10
	Less: Guaranteed loans	(852)	—	—	(766)	(878)	—
	Total, net	\$ 31,371	\$ 41,551	\$ 86	\$ 18,822	\$ 31,003	\$ 10

Schedule of Non Accrual Loans

The following tables present the amortized cost basis of collateral dependent loans by class of loans as of the following periods:

	As of September 30, 2024											
(in thousands)	Retail	Office	Warehouse	Other	Multifamily	Farmland	SFR-1st Deed	SFR-2nd Deed	Automobile/Truck	A/R and Inventory	Equipment	Total
Commercial real estate:												
CRE non-owner occupied	\$ 3,042	\$ 364	\$ —	\$ 218	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 3,624
CRE owner occupied	140	23	147	2,968	—	—	—	—	—	—	—	3,278
Multifamily	—	—	—	—	502	—	—	—	—	—	—	502
Farmland	—	—	—	—	—	12,967	—	—	—	—	—	12,967
Total commercial real estate loans	3,182	387	147	3,186	502	12,967	—	—	—	—	—	20,371
Consumer:												
SFR 1-4 1st DT liens	—	—	—	—	—	—	5,991	—	—	—	—	5,991
SFR HELOCs and junior liens	—	—	—	—	—	—	1,512	2,483	—	—	—	3,995
Other	—	—	—	—	—	—	—	—	108	—	—	108
Total consumer loans	—	—	—	—	—	—	7,503	2,483	108	—	—	10,094
Commercial and industrial	—	—	—	8,334	—	—	—	—	—	1,244	978	10,556
Construction	—	—	—	—	—	—	59	—	—	—	59	59
Agriculture production	—	—	—	28	—	—	—	—	—	—	185	213
Leases	—	—	—	—	—	—	—	—	—	—	—	—
Total	\$ 3,182	\$ 387	\$ 147	\$ 11,548	\$ 502	\$ 12,967	\$ 7,562	\$ 2,483	\$ 108	\$ 1,244	\$ 1,163	\$ 41,293

Amortized Cost Basis of Collateral Dependent Loans, By Class of Loan

	As of December 31, 2023											
(in thousands)	Retail	Office	Warehouse	Other	Multifamily	Farmland	SFR-1st Deed	SFR-2nd Deed	Automobile/Truck	A/R and Inventory	Equipment	Total
Commercial real estate:												
CRE non-owner occupied	\$ 124	\$ 615	\$ 519	\$ 766	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 2,024
CRE owner occupied	614	—	297	3,083	—	—	—	—	—	—	—	3,994
Multifamily	—	—	—	—	—	—	—	—	—	—	—	—
Farmland	—	—	—	635	—	13,849	—	—	—	—	—	14,484
Total commercial real estate loans	738	615	816	4,484	—	13,849	—	—	—	—	—	20,502
Consumer:												
SFR 1-4 1st DT liens	—	—	—	—	—	—	2,808	—	—	—	—	2,808
SFR HELOCs and junior liens	—	—	—	—	—	—	1,816	1,467	—	—	—	3,283
Other	—	—	—	—	—	—	—	—	95	—	—	95
Total consumer loans	—	—	—	—	—	—	4,624	1,467	95	—	—	6,186
Commercial and industrial	—	—	—	—	—	—	—	—	—	1,712	791	2,503
Construction	—	—	—	—	—	—	67	—	—	—	—	67
Agriculture production	—	—	—	2,288	—	—	—	—	—	—	33	2,321
Leases	—	—	—	—	—	—	—	—	—	—	—	—
Total	\$ 738	\$ 615	\$ 816	\$ 6,772	\$ —	\$ 13,849	\$ 4,691	\$ 1,467	\$ 95	\$ 1,712	\$ 824	\$ 31,579

The following tables show the amortized cost basis of loans that were both experiencing financial difficulty and modified during the periods presented. The percentage of the amortized cost basis of loans that were modified to borrowers in financial distress as compared to the amortized cost basis of each class of financing receivables is also presented below.

(in thousands)	For the three months ended					
	September 30, 2024			September 30, 2023		
	Combination - Term Extension/Rate Change	Payment Delay/Term Extension	Total % of Loans Outstanding	Payment Delay/Term Extension	Payment Delay/Term Reduction	Total % of Loans Outstanding
Farmland	—	—	—	—	\$ 1,043	0.37 %
Commercial and industrial	—	326	0.07	45	—	0.01
Total	\$ —	\$ 326	— %	\$ 45	\$ 1,043	0.02 %

(in thousands)	For the nine months ended					
	September 30, 2024			September 30, 2023		
	Combination - Term Extension/Rate Change	Payment Delay/Term Extension	Total % of Loans Outstanding	Payment Delay/Term Extension	Payment Delay/Term Reduction	Total % of Loans Outstanding
CRE non-owner occupied	\$ 211	—	0.01 %	\$ —	—	— %
Multifamily	—	295	0.29	—	—	—
Farmland	—	—	—	—	1,043	0.37
SFR HELOCs and junior liens	—	41	0.01	—	—	—
Commercial and industrial	—	1,008	0.21	206	—	0.03
Total	\$ 211	\$ 1,344	0.02 %	\$ 206	\$ 1,043	0.02 %

The following table presents the financial effect of loan modifications made to borrowers experiencing financial difficulty during the three and nine months ended September 30, 2024.

Modification Type	Loan Type	Three months ended September 30, 2024
		Financial Effect
Payment delay / term extension	Multifamily	Added 12 months to the life of the loan
Payment delay / term extension	Commercial and industrial	Added a weighted average 60 months to the life of the loans
Modification Type	Loan Type	Nine months ended September 30, 2024
		Financial Effect
Combination - Term extension / rate change	CRE non-owner occupied	Added 120 months to the life of the loan; converted from variable to fixed interest rate
Payment delay / term extension	SFR HELOCs and junior liens	Added 60 months to the life of the loan to delay balloon repayment
Payment delay / term extension	Commercial and industrial	Added a weighted average 53 months to the life of the loans

The following table presents the financial effect of loan modifications made to borrowers experiencing financial difficulty during the nine months ended September 30, 2023.

Modification Type	Loan Type	Financial Effect
Payment delay / term reduction	Farmland	Reduced term by 12 months; changed from amortizing to interest only
Payment delay / term extension	Commercial and industrial	Added 12 months to the life of the loan to delay balloon repayment
Payment delay / term extension	Commercial and industrial	Added 12 months to the life of the loan; changed from amortizing to interest only

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Leases (Tables)

[Leases \[Abstract\]](#)
[Components of Lease Expense](#)

9 Months Ended Sep. 30, 2024

The following table presents the components of lease expense for the periods ended:

(in thousands)	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Operating lease cost	\$ 1,416	\$ 1,451	\$ 4,315	\$ 4,553
Short-term lease cost	52	43	159	279
Variable lease cost (income)	(15)	9	8	29
Total lease cost	\$ 1,453	\$ 1,503	\$ 4,482	\$ 4,861

[Supplemental Cash Flow Information Related to Leases](#)

The following table presents supplemental cash flow information related to leases for the periods ended:

(in thousands)	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:				
Operating cash flows for operating leases	\$ 1,511	\$ 1,576	\$ 4,658	\$ 4,840
ROUA obtained in exchange for operating lease liabilities	\$ 800	\$ (544)	\$ 2,226	\$ 4,311

[Weighted Average Operating Lease Term And Discount Rate](#)

The following table presents the weighted average operating lease term and discount rate as of the period ended:

	September 30,	
	2024	2023
Weighted-average remaining lease term (years)	7.7	8.1
Weighted-average discount rate	3.50 %	3.31 %

At September 30, 2024, future expected operating lease payments are as follows:

(in thousands)		
Periods ending December 31,		
2024		\$ 1,454
2025		5,509
2026		4,950
2027		4,284
2028		3,275
Thereafter		11,106
		30,578
Discount for present value of expected cash flows		(3,910)
Lease liability at September 30, 2024		\$ 26,668

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Deposits (Tables)

[Deposits \[Abstract\]](#)
[Summary of Balances of Deposits](#)

A summary of the balances of deposits follows:

(in thousands)	September 30, 2024	December 31, 2023
Noninterest-bearing demand	\$ 2,547,736	\$ 2,722,689
Interest-bearing demand	1,708,726	1,731,814
Savings	2,690,045	2,682,068
Time certificates, \$250,000 or more	465,907	250,180
Other time certificates	624,677	447,287
Total deposits	\$ 8,037,091	\$ 7,834,038

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Other Borrowings (Tables)

[Debt Disclosure \[Abstract\]](#)
[Summary of Balances of Other Borrowings](#)

A summary of the balances of other borrowings follows:

(in thousands)	September 30, 2024	December 31, 2023
Term borrowing at FHLB, fixed rate of 5.46%, payable on October 7, 2024	75,000	—
Term borrowing at FHLB, fixed rate of 5.23%, payable on April 8, 2025	75,000	—
Term borrowing at FHLB, fixed rate of 4.75%, payable on April 6, 2024	—	200,000
Overnight borrowing at FHLB, fixed rate of 5.70%, payable on January 2, 2024	—	400,000
Overnight borrowing at FHLB, fixed rate, as of September 30, 2024 of 5.21%, payable on October 1, 2024	100,000	—
Other collateralized borrowings, fixed rate, as of September 30, 2024 and December 31, 2023 of 0.05%, payable on October 1, 2024 and January 2, 2024, respectively	16,767	32,582
Total other borrowings	\$ 266,767	\$ 632,582

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Junior Subordinated Debt (Tables)

[Equity \[Abstract\]](#)
[Summary of Terms and Recorded Balance of Subordinated Debenture](#)

The following table summarizes the terms and recorded balances of each debenture as of the date indicated:

9 Months Ended Sep. 30, 2024

(in thousands) Subordinated Debt Series	Maturity Date	Face Value	Coupon Rate (Variable) 3 mo. SOFR +	As of September 30, 2024		As of December 31, 2023	
				Current Coupon Rate	Recorded Book Value	Recorded Book Value	
TriCo Cap Trust I	10/7/2033	\$ 20,619	3.05 %	8.61 %	\$ 20,619	\$ 20,619	
TriCo Cap Trust II	7/23/2034	20,619	2.55 %	8.09 %	20,619	20,619	
North Valley Trust II	4/24/2033	6,186	3.25 %	8.76 %	5,684	5,602	
North Valley Trust III	7/23/2034	5,155	2.80 %	8.34 %	4,544	4,472	
North Valley Trust IV	3/15/2036	10,310	1.33 %	6.54 %	7,797	7,615	
VRB Subordinated	3/29/2029	16,000	3.52 %	9.11 %	16,852	17,000	
VRB Subordinated - 5%	8/27/2035	20,000	Fixed	5.00 %	25,049	25,172	
		\$ 98,889			\$ 101,164	\$ 101,099	

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Commitments and Contingencies (Tables)

Commitments and Contingencies Disclosure [Abstract] Summary of Bank's Commitments and Contingent Liabilities

The following table presents a summary of the Bank's commitments and contingent liabilities:

(in thousands)	September 30, 2024	December 31, 2023
Financial instruments whose amounts represent risk:		
Commitments to extend credit:		
Commercial loans	\$ 889,617	\$ 788,742
Consumer loans	627,109	652,110
Real estate mortgage loans	432,022	453,647
Real estate construction loans	266,126	331,178
Standby letters of credit	51,691	38,449
Deposit account overdraft privilege	127,285	121,539

9 Months Ended

Sep. 30, 2024

XML 56 R36.htm IDEA: XBRL DOCUMENT

Stock Options and Other Equity-Based Incentive Instruments (Tables)

Share-Based Payment Arrangement [Abstract] Stock Option Activity

Stock option activity during the nine months ended September 30, 2024, is summarized in the following table:

	Number of Shares	Weighted Average Exercise Price
Outstanding at December 31, 2023	7,500	\$ 23.21
Options granted	—	—
Options exercised	(7,500)	23.21
Options forfeited	—	—
Outstanding at September 30, 2024	—	\$ —

Restricted Stock Unit (RSU) Activity

Activity related to restricted stock unit awards during the nine months ended September 30, 2024 is summarized in the following table:

	Service Condition Vesting RSUs	Market Plus Service Condition Vesting RSUs
Outstanding at December 31, 2023	144,487	123,102
RSUs granted	86,036	56,516
RSUs added through dividend and performance credits	4,685	1,536
RSUs released	(69,043)	(32,248)
RSUs forfeited	(4,001)	(2,458)
Outstanding at September 30, 2024	162,164	146,448

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Non-interest Income and Expense (Tables)

Other Income and Expenses [Abstract] Components of Non-Interest Income

The following table summarizes the Company's non-interest income for the periods indicated:

(in thousands)	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
ATM and interchange fees	\$ 6,472	\$ 6,728	\$ 19,013	\$ 19,928
Service charges on deposit accounts	4,979	4,851	14,489	12,863
Other service fees	1,224	1,142	3,876	3,300
Mortgage banking service fees	439	445	1,305	1,364
Change in value of mortgage servicing rights	(332)	(91)	(468)	(215)
Total service charges and fees	12,782	13,075	38,215	37,240
Increase in cash value of life insurance	786	684	2,420	2,274
Asset management and commission income	1,502	1,141	3,989	3,233
Gain on sale of loans	549	382	1,198	883
Lease brokerage income	62	160	377	332
Sale of customer checks	303	396	916	1,091
(Loss) gain on sale or exchange of investment securities	2	—	(43)	(164)
(Loss) gain on marketable equity securities	356	(81)	207	(81)
Other	153	227	853	552
Total other non-interest income	3,713	2,909	9,917	8,120
Total non-interest income	\$ 16,495	\$ 15,984	\$ 48,132	\$ 45,360

Components of Non Interest Expense

The components of non-interest expense were as follows:

(in thousands)	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Base salaries, net of deferred loan origination costs	\$ 24,407	\$ 23,616	\$ 72,279	\$ 70,675
Incentive compensation	4,361	4,391	12,329	11,663
Benefits and other compensation costs	6,782	6,456	20,647	19,402
Total salaries and benefits expense	35,550	34,463	105,255	101,740
Occupancy	4,191	3,948	12,205	12,099
Data processing and software	5,258	5,246	15,459	13,916
Equipment	1,374	1,503	4,060	4,322
Intangible amortization	1,030	1,590	3,090	4,902
Advertising	1,152	881	2,733	2,656
ATM and POS network charges	1,712	1,606	5,360	5,217
Professional fees	1,893	1,752	5,047	5,326
Telecommunications	507	567	1,576	1,971
Regulatory assessments and insurance	1,256	1,194	3,651	3,979
Postage	335	306	983	916
Operational losses	603	474	1,199	1,999
Courier service	542	492	1,581	1,314
(Gain) loss on sale or acquisition of foreclosed assets	26	(152)	(12)	(152)
Loss on disposal of fixed assets	6	4	12	22
Other miscellaneous expense	4,052	4,004	12,131	12,688
Total other non-interest expense	23,937	23,415	69,075	71,175
Total non-interest expense	\$ 59,487	\$ 57,878	\$ 174,330	\$ 172,915

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Earnings Per Share (Tables)

Earnings Per Share [Abstract]

Computation of Earnings Per Share

9 Months Ended

Sep. 30, 2024

Potential common shares that may be issued by the Company relate to outstanding stock options and restricted stock units (RSUs), and are determined using the treasury stock method. Earnings per share have been computed based on the following:

(in thousands)	Three months ended September 30,	
	2024	2023
Net income	\$ 29,051	\$ 30,590
Average number of common shares outstanding	32,993	33,263
Effect of dilutive stock options and restricted stock	144	56
Average number of common shares outstanding used to calculate diluted earnings per share	33,137	33,319
Options excluded from diluted earnings per share because of their antidilutive effect	—	—
(in thousands)	Nine months ended September 30,	
	2024	2023
Net income	\$ 85,834	\$ 91,315
Average number of common shares outstanding	33,119	33,259
Effect of dilutive stock options and restricted stock	132	97
Average number of common shares outstanding used to calculate diluted earnings per share	33,251	33,356
Options excluded from diluted earnings per share because of their antidilutive effect	—	—

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Comprehensive Income (Loss) (Tables)

Equity [Abstract]

Components of Other Comprehensive Income (Loss) and Related Tax Effects

9 Months Ended

Sep. 30, 2024

The components of other comprehensive income (loss) and related tax effects are as follows:

(in thousands)	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Unrealized holding gains (losses) on available for sale securities before reclassifications	\$ 63,232	\$ (62,525)	\$ 48,438	\$ (44,901)
Amounts reclassified out of AOCI:				
Realized gain (loss) on debt securities	(2)	—	2,945	164
Unrealized holding gains (losses) on available for sale securities after reclassifications	63,230	(62,525)	51,383	(44,737)
Tax effect	(18,692)	18,485	(15,191)	13,226
Unrealized holding gains (losses) on available for sale securities, net of tax	44,538	(44,040)	36,192	(31,511)
Change in unfunded status of the supplemental retirement plans before reclassifications	114	114	344	342
Amounts reclassified out of AOCI:				
Amortization of prior service cost	—	—	—	—
Amortization of actuarial losses	(114)	(114)	(344)	(342)
Total amounts reclassified out of accumulated other comprehensive loss	(114)	(114)	(344)	(342)
Change in unfunded status of the supplemental retirement plans after reclassifications	—	—	—	—
Tax effect	—	—	—	—
Change in unfunded status of the supplemental retirement plans, net of tax	—	—	—	—
Change in joint beneficiary agreement liability before reclassifications	—	—	—	—
Tax effect	—	—	—	—
Change in joint beneficiary agreement liability before reclassifications, net of tax	—	—	—	—
Total other comprehensive income (loss)	\$ 44,538	\$ (44,040)	\$ 36,192	\$ (31,511)

Components of Accumulated Other Comprehensive Loss

The components of accumulated other comprehensive loss, included in shareholders' equity, are as follows:

(in thousands)	September 30,		December 31,	
	2024	2023	2024	2023
Net unrealized loss on available for sale securities	\$ (180,438)	\$ (231,821)		
Tax effect	53,343	68,534		
Unrealized holding loss on available for sale securities, net of tax	(127,095)	(163,287)		
Unfunded status of the supplemental retirement plans	13,527	13,527		
Tax effect	(3,999)	(3,999)		
Unfunded status of the supplemental retirement plans, net of tax	9,528	9,528		
Joint beneficiary agreement liability	590	590		
Tax effect	—	—		
Joint beneficiary agreement liability, net of tax	590	590		
Accumulated other comprehensive loss	\$ (116,977)	\$ (153,169)		

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Fair Value Measurement (Tables)
Fair Value Disclosures [Abstract]
Recorded Amount of Assets and Liabilities Measured at Fair Value on Recurring Basis

9 Months Ended Sep. 30, 2024

The table below presents the recorded amount of assets and liabilities measured at fair value on a recurring basis (in thousands):

Fair value at September 30, 2024	Total	Level 1	Level 2	Level 3
Marketable equity securities	\$ 2,690	\$ 2,690	\$ —	\$ —
Debt securities available for sale:				
Obligations of U.S. government corporations and agencies	1,101,997	—	1,101,997	—
Obligations of states and political subdivisions	229,342	—	229,342	—
Corporate bonds	5,864	—	5,864	—
Asset backed securities	363,540	—	363,540	—
Non-agency mortgage backed securities	278,527	—	278,527	—
Loans held for sale	1,995	—	1,995	—
Mortgage servicing rights	6,520	—	—	6,520
Total assets measured at fair value	\$ 1,990,475	\$ 2,690	\$ 1,981,265	\$ 6,520
Fair value at December 31, 2023	Total	Level 1	Level 2	Level 3
Marketable equity securities	\$ 2,634	\$ 2,634	\$ —	\$ —
Debt securities available for sale:				
Obligations of U.S. government corporations and agencies	1,221,737	—	1,221,737	—
Obligations of states and political subdivisions	236,375	—	236,375	—
Corporate bonds	5,602	—	5,602	—
Asset backed securities	355,281	—	355,281	—
Non-agency mortgage backed securities	333,509	—	333,509	—
Loans held for sale	458	—	—	—
Mortgage servicing rights	6,606	—	—	6,606
Total assets measured at fair value	\$ 2,162,202	\$ 2,634	\$ 2,152,962	\$ 6,606

Reconciliation of Assets and Liabilities Measured at Fair Value Using Significant Unobservable Inputs (Level 3) on Recurring Basis

The following table provides a reconciliation of assets and liabilities measured at fair value using significant unobservable inputs (Level 3) on a recurring basis during the time periods indicated. Had there been any transfer into or out of Level 3 during the time periods indicated, the amount included in the "Transfers into (out of) Level 3" column would represent the beginning balance of an item in the period (interim quarter) during which it was transferred (in thousands):

Three months ended September 30,	Beginning Balance	Transfers into (out of) Level 3	Change Included in Earnings	Issuances	Ending Balance
2024: Mortgage servicing rights	\$ 6,666	—	(332)	186	\$ 6,520
2023: Mortgage servicing rights	\$ 6,741	—	(91)	142	\$ 6,792
Nine months ended September 30,	Beginning Balance	Transfers into (out of) Level 3	Change Included in Earnings	Issuances	Ending Balance
2024: Mortgage servicing rights	\$ 6,606	—	(468)	382	\$ 6,520
2023: Mortgage servicing rights	\$ 6,712	—	(215)	295	\$ 6,792

Quantitative Information about Recurring Level 3 Fair Value Measurements

The following table presents quantitative information about recurring Level 3 fair value measurements at September 30, 2024 and December 31, 2023:

As of September 30, 2024:	Fair Value (in thousands)	Valuation Technique	Unobservable Inputs	Range, Weighted Average
Mortgage Servicing Rights	\$ 6,520	Discounted cash flow	Constant prepayment rate Discount rate	7% - 11%; 7.2% 10% - 14%; 12%
As of December 31, 2023:	Fair Value (in thousands)	Valuation Technique	Unobservable Inputs	Range, Weighted Average
Mortgage Servicing Rights	\$ 6,606	Discounted cash flow	Constant prepayment rate Discount rate	6% - 12.8%; 7.0% 10% - 14%; 12%

Assets and Liabilities Measured at Fair Value on Nonrecurring Basis

The tables below present the recorded investment in assets and liabilities measured at fair value on a nonrecurring basis, as of the dates indicated, that had a write-down or an additional allowance provided during the periods indicated (in thousands):

September 30, 2024	Total	Level 1	Level 2	Level 3
Fair value:				
Collateral dependent loans	\$ 8,384	—	—	\$ 8,384
December 31, 2023	Total	Level 1	Level 2	Level 3
Fair value:				
Collateral dependent loans	\$ 4,175	—	—	\$ 4,175
Foreclosed assets	50	—	—	50
Total assets measured at fair value	\$ 4,225	—	—	\$ 4,225

The tables below present the gains (losses) resulting from non-recurring fair value adjustments of assets and liabilities for the periods indicated (in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Collateral dependent loans	\$ (4,051)	\$ 4,749	\$ (4,358)	\$ (2,281)
Foreclosed assets	—	(41)	—	(233)
Total losses from non-recurring measurements	\$ (4,051)	\$ 4,708	\$ (4,358)	\$ (2,514)

Quantitative Information about Level 3 Fair Value Measurements for Financial Instruments Measured at Fair Value on Nonrecurring Basis

September 30, 2024	Fair Value (in thousands)	Valuation Technique	Unobservable Inputs	Range, Weighted Average
Collateral dependent loans	\$ 8,384	Sales comparison approach Income approach	Adjustment for differences between comparable sales; Capitalization rate	Not meaningful N/A

December 31, 2023	Fair Value (in thousands)	Valuation Technique	Unobservable Inputs	Range, Weighted Average
Collateral dependent loans	\$ 4,175	Sales comparison approach Income approach	Adjustment for differences between comparable sales; Capitalization rate	Not meaningful N/A
Foreclosed assets (Residential real estate)	\$ 50	Sales comparison approach	Adjustment for differences between comparable sales	Not meaningful N/A

Estimated Fair Values of Financial Instruments that are Reported at Amortized Cost in Consolidated Balance Sheets

(in thousands)	September 30, 2024		December 31, 2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:				
Level 1 inputs:				
Cash and due from banks	\$ 110,141	\$ 110,141	\$ 81,626	\$ 81,626
Cash at Federal Reserve and other banks	209,973	209,973	17,075	17,075
Level 2 inputs:				
Securities held to maturity	117,259	113,708	133,494	125,126
Level 3 inputs:				
Restricted equity securities	17,250	n/a	17,250	n/a
Loans, net	6,560,131	6,259,677	6,672,948	6,278,577
Financial liabilities:				
Level 2 inputs:				
Deposits	8,037,091	8,035,484	7,834,038	7,828,554
Other borrowings	266,767	266,767	632,582	632,582
Level 3 inputs:				
Junior subordinated debt	101,164	105,949	101,099	95,407

Regulatory Matters
(Tables)
[Banking Regulation, Global Systemically Important Bank \(GSIB\) Surcharge \[Abstract\]](#)
[Actual and Required Capital Ratios of Bank](#)

9 Months Ended
Sep. 30, 2024

As of September 30, 2024:	Actual		Required for Capital Adequacy Purposes		Required to be Considered Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
(dollars in thousands)						
Total Capital (to Risk Weighted Assets):						
Consolidated	\$ 1,240,075	15.56 %	\$ 836,744	10.50 %	N/A	N/A
Tri Counties Bank	\$ 1,232,404	15.47 %	\$ 836,543	10.50 %	\$ 796,708	10.00 %
Tier 1 Capital (to Risk Weighted Assets):						
Consolidated	\$ 1,099,766	13.80 %	\$ 677,364	8.50 %	N/A	N/A
Tri Counties Bank	\$ 1,132,442	14.21 %	\$ 677,202	8.50 %	\$ 637,366	8.00 %
Common equity Tier 1 Capital (to Risk Weighted Assets):						
Consolidated	\$ 1,042,283	13.08 %	\$ 557,829	7.00 %	N/A	N/A
Tri Counties Bank	\$ 1,132,442	14.21 %	\$ 557,696	7.00 %	\$ 517,860	6.50 %
Tier 1 Capital (to Average Assets):						
Consolidated	\$ 1,099,766	11.57 %	\$ 380,245	4.00 %	N/A	N/A
Tri Counties Bank	\$ 1,132,442	11.91 %	\$ 380,234	4.00 %	\$ 475,293	5.00 %

As of December 31, 2023:	Actual		Required for Capital Adequacy Purposes		Required to be Considered Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
(dollars in thousands)						
Total Capital (to Risk Weighted Assets):						
Consolidated	\$ 1,196,106	14.73 %	\$ 852,850	10.50 %	N/A	N/A
Tri Counties Bank	\$ 1,190,542	14.66 %	\$ 852,648	10.50 %	\$ 812,046	10.00 %
Tier 1 Capital (to Risk Weighted Assets):						
Consolidated	\$ 1,052,063	12.95 %	\$ 690,402	8.50 %	N/A	N/A
Tri Counties Bank	\$ 1,088,717	13.41 %	\$ 690,239	8.50 %	\$ 649,637	8.00 %
Common equity Tier 1 Capital (to Risk Weighted Assets):						
Consolidated	\$ 994,907	12.25 %	\$ 568,566	7.00 %	N/A	N/A
Tri Counties Bank	\$ 1,088,717	13.41 %	\$ 568,432	7.00 %	\$ 527,830	6.50 %
Tier 1 Capital (to Average Assets):						
Consolidated	\$ 1,052,063	10.75 %	\$ 391,620	4.00 %	N/A	N/A
Tri Counties Bank	\$ 1,088,717	11.12 %	\$ 391,574	4.00 %	\$ 489,468	5.00 %

Summary of
Significant
Accounting Policies
(Detail)
\$ in Millions

9 Months Ended
Sep. 30, 2024
USD (\$)
office
trust
segment
county

Significant Accounting Policies [Line Items]	
Number of subsidiary business trusts (in trusts)	5
Number of loan production offices (in offices)	2
Company's investments in the trusts \$	\$ 1.8
Number of business segment (in segments) segment	1
Loans contractual past due	90 days
North Valley Bancorp	
Significant Accounting Policies [Line Items]	
Number of subsidiary business trusts (in trusts) office	3
Minimum	
Significant Accounting Policies [Line Items]	
Loan term	5 years
Amortization period	15 years
Maximum	
Significant Accounting Policies [Line Items]	
Loan term	10 years
Amortization period	30 years
California	
Significant Accounting Policies [Line Items]	
Number of counties (in counties) county	31

Investment Securities - Amortized Cost and Estimated Fair Values of Investments Securities (Detail) - USD (\$) \$ in Thousands	Sep. 30, 2024 Dec. 31, 2023	
Debt Securities Available for Sale		
Amortized Cost	\$ 2,159,708	\$ 2,384,325
Gross Unrealized Gains	1,099	525
Gross Unrealized Losses	(181,537)	(232,346)
Estimated Fair Value	1,979,270	2,152,504
Debt Securities Held to Maturity		
Totals	117,259	133,494
Gross Unrealized Gains	10	6
Gross Unrealized Losses	(5,282)	(8,374)
Estimated Fair Value	111,987	125,126
Obligations of U.S. government agencies		
Debt Securities Available for Sale		
Amortized Cost	1,234,038	1,386,772
Gross Unrealized Gains	76	2
Gross Unrealized Losses	(132,117)	(165,037)
Estimated Fair Value	1,101,997	1,221,737
Debt Securities Held to Maturity		
Totals	114,558	130,823
Gross Unrealized Gains	4	0
Gross Unrealized Losses	(5,253)	(8,331)
Estimated Fair Value	109,309	122,492
Obligations of states and political subdivisions		
Debt Securities Available for Sale		
Amortized Cost	249,709	262,879
Gross Unrealized Gains	159	268
Gross Unrealized Losses	(20,526)	(26,772)
Estimated Fair Value	229,342	236,375
Debt Securities Held to Maturity		
Totals	2,701	2,671
Gross Unrealized Gains	6	6
Gross Unrealized Losses	(29)	(43)
Estimated Fair Value	2,678	2,634
Corporate bonds		
Debt Securities Available for Sale		
Amortized Cost	6,179	6,173

Gross Unrealized Gains	20	0
Gross Unrealized Losses	(335)	(571)
Estimated Fair Value	5,864	5,602
Asset backed securities		
Debt Securities Available for Sale		
Amortized Cost	364,561	359,214
Gross Unrealized Gains	492	255
Gross Unrealized Losses	(1,513)	(4,188)
Estimated Fair Value	363,540	355,281
Non-agency collateralized mortgage obligations		
Debt Securities Available for Sale		
Amortized Cost	305,221	369,287
Gross Unrealized Gains	352	0
Gross Unrealized Losses	(27,046)	(35,778)
Estimated Fair Value	\$ 278,527	\$ 333,509
XML 64 R44.htm IDEA: XBRL DOCUMENT		

Investment Securities - Additional Information (Detail)	3 Months Ended		9 Months Ended		Dec. 31, 2023 USD (\$)
	Sep. 30, 2024 USD (\$)	Sep. 30, 2023 USD (\$)	Sep. 30, 2024 USD (\$)	Sep. 30, 2023 USD (\$)	
Investment Securities [Line Items]					
Proceeds from the sale of investment securities	\$ 0	\$ 0	\$ 28,600,000	\$ 24,200,000	
Gross realized losses from the sale of investment securities			2,900,000	\$ 200,000	
Gain on common stock	693,176,000		693,176,000		\$ 697,349,000
Securities pledged as collateral	761,600,000		761,600,000		\$ 702,200,000
Residential real estate mortgage-backed securities	1,300,000,000		\$ 1,300,000,000		
Life of mortgage-backed securities			6 years 8 months 1 day		
Visa Class C Common Stock					
Investment Securities [Line Items]					
Gain on common stock	2,900,000		\$ 2,900,000		
Obligations of U.S. government agencies					
Investment Securities [Line Items]					
Impairment losses recognized	0		0		
Allowance for credit losses	\$ 0		\$ 0		
Number of available for sale securities in unrealized loss position (in investment securities) investmentSecurity	144		144		
Percentage of aggregate depreciation in unrealized losses	10.79%		10.79%		
Obligations of states and political subdivisions					
Investment Securities [Line Items]					
Impairment losses recognized	\$ 0		\$ 0		
Allowance for credit losses	\$ 0		\$ 0		
Number of available for sale securities in unrealized loss position (in investment securities) investmentSecurity	148		148		
Percentage of aggregate depreciation in unrealized losses	8.66%		8.66%		
Corporate bonds					
Investment Securities [Line Items]					
Impairment losses recognized	\$ 0		\$ 0		
Allowance for credit losses	\$ 0		\$ 0		
Number of available for sale securities in unrealized loss position (in investment securities) investmentSecurity	5		5		
Percentage of aggregate depreciation in unrealized losses	6.81%		6.81%		
Asset backed securities					
Investment Securities [Line Items]					
Impairment losses recognized	\$ 0		\$ 0		
Allowance for credit losses	\$ 0		\$ 0		
Number of available for sale securities in unrealized loss position (in investment securities) investmentSecurity	24		24		
Percentage of aggregate depreciation in unrealized losses	0.69%		0.69%		
Non-agency collateralized mortgage obligations					
Investment Securities [Line Items]					
Number of available for sale securities in unrealized loss position (in investment securities) securityLoan	18		18		
Percentage of aggregate depreciation in unrealized losses	9.94%		9.94%		
XML 65 R45.htm IDEA: XBRL DOCUMENT					

Investment Securities - Amortized Cost and Estimated Fair Value of Debt Securities by Contractual Maturity (Detail) - USD (\$) \$ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Available-for-Sale, Amortized Cost		
Due in one year	\$ 6,625	
Due after one year through five years	62,174	
Due after five years through ten years	239,924	
Due after ten years	1,850,985	
Amortized Cost	2,159,708	\$ 2,384,325
Available-for-Sale, Estimated Fair Value		
Due in one year	6,421	
Due after one year through five years	60,553	
Due after five years through ten years	231,415	
Due after ten years	1,680,881	
Totals	1,979,270	2,152,504
Held-to-Maturity, Amortized Cost		
Due in one year	1,137	
Due after one year through five years	3,453	
Due after five years through ten years	87,693	
Due after ten years	24,976	
Totals	117,259	133,494
Held-to-Maturity, Estimated Fair Value		
Due in one year	1,143	
Due after one year through five years	3,361	
Due after five years through ten years	83,990	
Due after ten years	23,493	
Totals	\$ 111,987	\$ 125,126
XML 66 R46.htm IDEA: XBRL DOCUMENT		

Investment Securities
- Gross Unrealized

Debt Securities Available for Sale

Less than 12 months, fair value	\$ 107,517	\$ 66,657
Less than 12 months, unrealized loss	(165)	(751)
12 months or more, fair value	1,667,772	1,997,383
12 months or more, unrealized loss	(181,372)	(231,595)
Total, fair value	1,775,289	2,064,040
Total, unrealized loss	(181,537)	(232,346)

Debt Securities Held to Maturity

Less than 12 months, fair value	506	0
Less than 12 months, unrealized loss	(3)	0
12 months or more, fair value	110,173	123,271
12 months or more, unrealized loss	(5,279)	(8,374)
Total, fair value	110,679	123,271
Total, unrealized loss	(5,282)	(8,374)

Obligations of U.S. government agencies

Debt Securities Available for Sale

Less than 12 months, fair value	7	224
Less than 12 months, unrealized loss	(1)	0
12 months or more, fair value	1,092,624	1,221,320
12 months or more, unrealized loss	(132,116)	(165,037)
Total, fair value	1,092,631	1,221,544
Total, unrealized loss	(132,117)	(165,037)

Debt Securities Held to Maturity

Less than 12 months, fair value	0	0
Less than 12 months, unrealized loss	0	0
12 months or more, fair value	109,144	122,259
12 months or more, unrealized loss	(5,253)	(8,331)
Total, fair value	109,144	122,259
Total, unrealized loss	(5,253)	(8,331)

Obligations of states and political subdivisions

Debt Securities Available for Sale

Less than 12 months, fair value	0	6,229
Less than 12 months, unrealized loss	0	(75)
12 months or more, fair value	216,428	216,497
12 months or more, unrealized loss	(20,526)	(26,697)
Total, fair value	216,428	222,726
Total, unrealized loss	(20,526)	(26,772)

Debt Securities Held to Maturity

Less than 12 months, fair value	506	0
Less than 12 months, unrealized loss	(3)	0
12 months or more, fair value	1,029	1,012
12 months or more, unrealized loss	(26)	(43)
Total, fair value	1,535	1,012
Total, unrealized loss	(29)	(43)

Corporate bonds

Debt Securities Available for Sale

Less than 12 months, fair value	0	0
Less than 12 months, unrealized loss	0	0
12 months or more, fair value	4,598	5,602
12 months or more, unrealized loss	(335)	(571)
Total, fair value	4,598	5,602
Total, unrealized loss	(335)	(571)

Asset backed securities

Debt Securities Available for Sale

Less than 12 months, fair value	107,510	15,928
Less than 12 months, unrealized loss	(164)	(93)
12 months or more, fair value	109,099	264,731
12 months or more, unrealized loss	(1,349)	(4,095)
Total, fair value	216,609	280,659
Total, unrealized loss	(1,513)	(4,188)

Non-agency collateralized mortgage obligations

Debt Securities Available for Sale

Less than 12 months, fair value	0	44,276
Less than 12 months, unrealized loss	0	(583)
12 months or more, fair value	245,023	289,233
12 months or more, unrealized loss	(27,046)	(35,195)
Total, fair value	245,023	333,509
Total, unrealized loss	\$ (27,046)	\$ (35,778)

XML 67 R47.htm IDEA: XBRL DOCUMENT

Investment Securities

- Amortized Cost of

Debt Securities Held-

to-Maturity (Detail) -

USD (\$) \$ in Thousands

AAA/AA/A

Debt Securities, Held-to-maturity, Allowance for Credit Loss [Line Items]

Securities held to maturity	\$ 117,259	\$ 133,494
BBB/BB/B		

Debt Securities, Held-to-maturity, Allowance for Credit Loss [Line Items]

Securities held to maturity	0	0
Obligations of U.S. government agencies AAA/AA/A		

Debt Securities, Held-to-maturity, Allowance for Credit Loss [Line Items]

Securities held to maturity	114,558	130,823
Obligations of U.S. government agencies BBB/BB/B		

Debt Securities, Held-to-maturity, Allowance for Credit Loss [Line Items]

Securities held to maturity	0	0
Obligations of states and political subdivisions AAA/AA/A		

Debt Securities, Held-to-maturity, Allowance for Credit Loss [Line Items]

Securities held to maturity	2,701	2,671
Obligations of states and political subdivisions BBB/BB/B		

Debt Securities, Held-to-maturity, Allowance for Credit Loss [Line Items]

Securities held to maturity	\$ 0	\$ 0

XML 68 R48.htm IDEA: XBRL DOCUMENT

Loans (Detail) - USD

(\$) \$ in Thousands	Sep. 30, 2024	Jun. 30, 2024	Dec. 31, 2023	Sep. 30, 2023	Jun. 30, 2023	Dec. 31, 2022
Loans and Leases Receivable Disclosure [Line Items]						
Total	\$ 6,683,891		\$ 6,794,470			
Total principal balance of loans owed, net of charge-offs	6,720,629		6,834,935			
Unamortized net deferred loan fees	(15,298)		(15,826)			
Discounts to principal balance of loans owed, net of charge-offs	(21,440)		(24,639)			
Allowance for credit losses on loans	(123,760)	\$ (123,517)	(121,522)	\$ (115,812)	\$ (117,329)	\$ (105,680)
Commercial real estate						
Loans and Leases Receivable Disclosure [Line Items]						
Total	4,487,524		4,394,802			
Allowance for credit losses on loans	(71,339)	(73,032)	(68,864)	(66,675)	(71,016)	(61,381)
Consumer						
Loans and Leases Receivable Disclosure [Line Items]						
Total	1,283,963		1,313,268			
Allowance for credit losses on loans	(27,504)	(27,674)	(27,453)	(26,618)	(26,513)	(24,639)
Commercial and industrial						
Loans and Leases Receivable Disclosure [Line Items]						
Total	484,763		586,455			
Allowance for credit losses on loans	(14,453)	(12,128)	(12,750)	(12,290)	(11,647)	(13,597)
Construction						
Loans and Leases Receivable Disclosure [Line Items]						
Total	276,095		347,198			
Allowance for credit losses on loans	(7,119)	(7,466)	(8,856)	(8,097)	(7,031)	(5,142)
Agriculture production						
Loans and Leases Receivable Disclosure [Line Items]						
Total	144,123		144,497			
Allowance for credit losses on loans	(3,312)	(3,180)	(3,589)	(2,125)	(1,105)	(906)
Leases						
Loans and Leases Receivable Disclosure [Line Items]						
Total	7,423		8,250			
Allowance for credit losses on loans	(33)	(37)	(10)	(7)	(17)	(15)
CRE non-owner occupied Commercial real estate						
Loans and Leases Receivable Disclosure [Line Items]						
Total	2,251,705		2,217,806			
Allowance for credit losses on loans	(36,206)	(37,155)	(35,077)	(33,723)	(33,042)	(30,962)
CRE owner occupied Commercial real estate						
Loans and Leases Receivable Disclosure [Line Items]						
Total	947,278		956,440			
Allowance for credit losses on loans	(15,382)	(15,873)	(15,081)	(14,503)	(20,208)	(14,014)
Multifamily Commercial real estate						
Loans and Leases Receivable Disclosure [Line Items]						
Total	1,020,466		949,502			
Allowance for credit losses on loans	(15,735)	(15,973)	(14,418)	(14,239)	(14,075)	(13,132)
Farmland Commercial real estate						
Loans and Leases Receivable Disclosure [Line Items]						
Total	268,075		271,054			
Allowance for credit losses on loans	(4,016)	(4,031)	(4,288)	(4,210)	(3,691)	(3,273)
SFR 1-4 1st DT liens Consumer						
Loans and Leases Receivable Disclosure [Line Items]						
Total	865,756		883,438			
Allowance for credit losses on loans	(14,366)	(14,604)	(14,009)	(13,535)	(13,134)	(11,268)
SFR HELOCs and junior liens Consumer						
Loans and Leases Receivable Disclosure [Line Items]						
Total	355,341		356,813			
Allowance for credit losses on loans	(10,185)	(10,087)	(10,273)	(10,163)	(10,608)	(11,413)
Other Consumer						
Loans and Leases Receivable Disclosure [Line Items]						
Total	62,866		73,017			
Allowance for credit losses on loans	\$ (2,953)	\$ (2,983)	\$ (3,171)	\$ (2,920)	\$ (2,771)	\$ (1,958)
XML 69 R49.htm IDEA: XBRL DOCUMENT						
Allowance for Credit Losses - Summary of Activity in Allowance for Loan Losses (Detail) - USD (\$)	3 Months Ended		9 Months Ended		12 Months Ended	
\$ in Thousands	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	
Allowance for Loan and Lease Losses [Roll Forward]						
Beginning balance	\$ 123,517	\$ 117,329	\$ 121,522	\$ 105,680	\$ 105,680	
Charge-offs	(444)	(5,357)	(3,329)	(7,391)	(8,140)	
Recoveries	367	720	897	1,108	1,527	
Provision (benefit)	320	3,120	4,670	16,415	22,455	
Ending balance	123,760	115,812	123,760	115,812	121,522	
Off-Balance Sheet, Credit Loss, Liability [Roll Forward]						
Beginning balance	6,210	4,865	5,850	4,315	4,315	
Charge-offs	0	0	0	0	0	
Recoveries	0	0	0	0	0	
Provision for (benefit from) credit losses	(100)	1,035	260	1,585	1,535	
Ending balance	6,110	5,900	6,110	5,900	5,850	
Credit Loss [Roll Forward]						
Beginning balance	129,727	122,194	127,372	109,995	109,995	
Charge-offs	(444)	(5,357)	(3,329)	(7,391)	(8,140)	
Recoveries	367	720	897	1,108	1,527	
Provision for (benefit from) credit losses	220	4,155	4,930	18,000	23,990	
Ending balance	129,870	121,712	129,870	121,712	127,372	
Commercial real estate						
Allowance for Loan and Lease Losses [Roll Forward]						
Beginning balance	73,032	71,016	68,864	61,381	61,381	
Charge-offs	0	(3,608)	0	(3,608)	(3,637)	
Recoveries	1	0	2	1	2	
Provision (benefit)	(1,694)	(733)	2,473	8,901	11,118	
Ending balance	71,339	66,675	71,339	66,675	68,864	
Consumer						
Allowance for Loan and Lease Losses [Roll Forward]						
Beginning balance	27,674	26,513	27,453	24,639	24,639	
Charge-offs	(170)	(133)	(605)	(480)	(624)	
Recoveries	259	628	480	807	1,175	
Provision (benefit)	(259)	(390)	176	1,652	2,263	

Ending balance	27,504	26,618	27,504	26,618	27,453
Commercial and industrial					
Allowance for Loan and Lease Losses [Roll Forward]					
Beginning balance	12,128	11,647	12,750	13,597	13,597
Charge-offs	(274)	(1,616)	(1,274)	(3,303)	(3,879)
Recoveries	106	91	389	267	316
Provision (benefit)	2,493	2,168	2,588	1,729	2,716
Ending balance	14,453	12,290	14,453	12,290	12,750
Construction					
Allowance for Loan and Lease Losses [Roll Forward]					
Beginning balance	7,466	7,031	8,856	5,142	5,142
Charge-offs	0	0	0	0	0
Recoveries	0	0	0	0	0
Provision (benefit)	(347)	1,066	(1,737)	2,955	3,714
Ending balance	7,119	8,097	7,119	8,097	8,856
Agriculture production					
Allowance for Loan and Lease Losses [Roll Forward]					
Beginning balance	3,180	1,105	3,589	906	906
Charge-offs	0	0	(1,450)	0	0
Recoveries	1	1	26	33	34
Provision (benefit)	131	1,019	1,147	1,186	2,649
Ending balance	3,312	2,125	3,312	2,125	3,589
Leases					
Allowance for Loan and Lease Losses [Roll Forward]					
Beginning balance	37	17	10	15	15
Charge-offs	0	0	0	0	0
Recoveries	0	0	0	0	0
Provision (benefit)	(4)	(10)	23	(8)	(5)
Ending balance	33	7	33	7	10
CRE non-owner occupied Commercial real estate					
Allowance for Loan and Lease Losses [Roll Forward]					
Beginning balance	37,155	33,042	35,077	30,962	30,962
Charge-offs	0	0	0	0	0
Recoveries	0	0	0	0	0
Provision (benefit)	(949)	681	1,129	2,761	4,115
Ending balance	36,206	33,723	36,206	33,723	35,077
CRE owner occupied Commercial real estate					
Allowance for Loan and Lease Losses [Roll Forward]					
Beginning balance	15,873	20,208	15,081	14,014	14,014
Charge-offs	0	(3,608)	0	(3,608)	(3,637)
Recoveries	1	0	2	1	2
Provision (benefit)	(492)	(2,097)	299	4,096	4,702
Ending balance	15,382	14,503	15,382	14,503	15,081
Multifamily Commercial real estate					
Allowance for Loan and Lease Losses [Roll Forward]					
Beginning balance	15,973	14,075	14,418	13,132	13,132
Charge-offs	0	0	0	0	0
Recoveries	0	0	0	0	0
Provision (benefit)	(238)	164	1,317	1,107	1,286
Ending balance	15,735	14,239	15,735	14,239	14,418
Farmland Commercial real estate					
Allowance for Loan and Lease Losses [Roll Forward]					
Beginning balance	4,031	3,691	4,288	3,273	3,273
Charge-offs	0	0	0	0	0
Recoveries	0	0	0	0	0
Provision (benefit)	(15)	519	(272)	937	1,015
Ending balance	4,016	4,210	4,016	4,210	4,288
SFR 1-4 1st DT liens Consumer					
Allowance for Loan and Lease Losses [Roll Forward]					
Beginning balance	14,604	13,134	14,009	11,268	11,268
Charge-offs	0	0	(26)	0	0
Recoveries	0	262	0	262	262
Provision (benefit)	(238)	139	383	2,005	2,479
Ending balance	14,366	13,535	14,366	13,535	14,009
SFR HELOCs and junior liens Consumer					
Allowance for Loan and Lease Losses [Roll Forward]					
Beginning balance	10,087	10,608	10,273	11,413	11,413
Charge-offs	0	0	(41)	(42)	(66)
Recoveries	196	314	296	416	723
Provision (benefit)	(98)	(759)	(343)	(1,624)	(1,797)
Ending balance	10,185	10,163	10,185	10,163	10,273
Other Consumer					
Allowance for Loan and Lease Losses [Roll Forward]					
Beginning balance	2,983	2,771	3,171	1,958	1,958
Charge-offs	(170)	(133)	(538)	(438)	(558)
Recoveries	63	52	184	129	190
Provision (benefit)	77	230	136	1,271	1,581
Ending balance	\$ 2,953	\$ 2,920	\$ 2,953	\$ 2,920	\$ 3,171

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Allowance for Credit Losses - Additional Information (Detail) - USD (\$)	3 Months Ended		9 Months Ended	
\$ in Millions	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023

Allowance For Loan And Lease Losses [Abstract]

Threshold for loan analysis	\$ 1.0		\$ 1.0	
Interest lost on nonaccrual loans	1.6	\$ 0.4	3.0	\$ 1.7
Interest income on nonaccrual loans	\$ 0.5	\$ 0.1	\$ 0.6	\$ 0.8

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Allowance for Credit Losses - Schedule Credit Quality Indicators (Detail) - USD (\$)	9 Months Ended 12 Months Ended	
\$ in Thousands	Sep. 30, 2024	Dec. 31, 2023

Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]

Current fiscal year	\$ 325,596	\$ 609,083
Fiscal year before latest fiscal year	616,411	1,282,292
Two years before latest fiscal year	1,215,820	1,245,469
Three years before latest fiscal year	1,151,234	561,665

Four years before latest fiscal year	535,482	459,384
Prior	1,830,833	1,538,371
Revolving Loans Amortized Cost Basis	996,779	1,086,036
Revolving Loans Converted to Term	11,736	12,170
Total	6,683,891	6,794,470
Year-to-date gross charge-offs		
Current fiscal year	471	529
Fiscal year before latest fiscal year	93	369
Two years before latest fiscal year	367	240
Three years before latest fiscal year	167	3,701
Four years before latest fiscal year	28	39
Prior	56	2,237
Revolving Loans Amortized Cost Basis	2,147	941
Revolving Loans Converted to Term	0	84
Total	3,329	8,140
Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Total	4,487,524	4,394,802
Consumer		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Total	1,283,963	1,313,268
Commercial and industrial		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	60,888	70,963
Fiscal year before latest fiscal year	61,559	85,861
Two years before latest fiscal year	69,472	52,474
Three years before latest fiscal year	47,771	9,690
Four years before latest fiscal year	5,412	10,197
Prior	11,176	8,576
Revolving Loans Amortized Cost Basis	228,250	348,302
Revolving Loans Converted to Term	235	392
Total	484,763	586,455
Year-to-date gross charge-offs		
Current fiscal year	186	153
Fiscal year before latest fiscal year	0	287
Two years before latest fiscal year	178	240
Three years before latest fiscal year	93	2,285
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	817	896
Revolving Loans Converted to Term	0	18
Total	1,274	3,879
Construction		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	21,043	56,378
Fiscal year before latest fiscal year	103,279	146,876
Two years before latest fiscal year	108,355	85,144
Three years before latest fiscal year	29,098	47,632
Four years before latest fiscal year	6,676	4,650
Prior	7,644	6,518
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	276,095	347,198
Year-to-date gross charge-offs		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	0	0
Agriculture production		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	639	945
Fiscal year before latest fiscal year	1,379	2,932
Two years before latest fiscal year	2,633	2,138
Three years before latest fiscal year	1,524	572
Four years before latest fiscal year	321	620
Prior	7,772	8,491
Revolving Loans Amortized Cost Basis	129,855	128,799
Revolving Loans Converted to Term	0	0
Total	144,123	144,497
Year-to-date gross charge-offs		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	173	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	1,277	0
Revolving Loans Converted to Term	0	0
Total	1,450	0
Leases		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	7,423	8,250
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	7,423	8,250
Year-to-date gross charge-offs		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0

Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	0	0
CRE non-owner occupied Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	85,786	180,326
Fiscal year before latest fiscal year	179,495	415,192
Two years before latest fiscal year	419,391	290,977
Three years before latest fiscal year	271,527	142,937
Four years before latest fiscal year	153,621	225,640
Prior	982,722	819,589
Revolving Loans Amortized Cost Basis	159,163	143,145
Revolving Loans Converted to Term	0	0
Total	2,251,705	2,217,806
Year-to-date gross charge-offs		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	0	0
CRE owner occupied Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	57,678	71,288
Fiscal year before latest fiscal year	74,060	205,660
Two years before latest fiscal year	206,600	199,732
Three years before latest fiscal year	187,179	121,211
Four years before latest fiscal year	109,916	60,034
Prior	279,144	274,775
Revolving Loans Amortized Cost Basis	32,701	23,740
Revolving Loans Converted to Term	0	0
Total	947,278	956,440
Year-to-date gross charge-offs		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	1,380
Four years before latest fiscal year	0	0
Prior	0	2,228
Revolving Loans Amortized Cost Basis	0	29
Revolving Loans Converted to Term	0	0
Total	0	3,637
Multifamily Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	30,509	28,445
Fiscal year before latest fiscal year	28,045	177,032
Two years before latest fiscal year	176,467	291,574
Three years before latest fiscal year	307,299	89,106
Four years before latest fiscal year	119,176	104,108
Prior	318,015	225,767
Revolving Loans Amortized Cost Basis	40,955	33,470
Revolving Loans Converted to Term	0	0
Total	1,020,466	949,502
Year-to-date gross charge-offs		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	0	0
Farmland Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	8,447	21,830
Fiscal year before latest fiscal year	21,123	49,381
Two years before latest fiscal year	48,273	51,989
Three years before latest fiscal year	50,641	16,434
Four years before latest fiscal year	15,809	17,041
Prior	66,694	55,663
Revolving Loans Amortized Cost Basis	57,088	58,716
Revolving Loans Converted to Term	0	0
Total	268,075	271,054
Year-to-date gross charge-offs		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	0	0
SFR 1-4 1st DT liens Consumer		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	42,829	135,812
Fiscal year before latest fiscal year	123,219	190,060
Two years before latest fiscal year	177,927	262,166
Three years before latest fiscal year	249,033	126,571
Four years before latest fiscal year	118,884	30,099

Prior	149,237	134,188
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	4,627	4,542
Total	865,756	883,438
Year-to-date gross charge-offs		
Current fiscal year	0	0
Fiscal year before latest fiscal year	26	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	26	0
SFR HELOCs and junior liens Consumer		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	252	297
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	77	96
Revolving Loans Amortized Cost Basis	348,138	349,184
Revolving Loans Converted to Term	6,874	7,236
Total	355,341	356,813
Year-to-date gross charge-offs		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	41	0
Revolving Loans Converted to Term	0	66
Total	41	66
Other Consumer		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	10,102	34,549
Fiscal year before latest fiscal year	24,252	9,298
Two years before latest fiscal year	6,702	9,275
Three years before latest fiscal year	7,162	7,512
Four years before latest fiscal year	5,667	6,995
Prior	8,352	4,708
Revolving Loans Amortized Cost Basis	629	680
Revolving Loans Converted to Term	0	0
Total	62,866	73,017
Year-to-date gross charge-offs		
Current fiscal year	285	376
Fiscal year before latest fiscal year	67	82
Two years before latest fiscal year	16	0
Three years before latest fiscal year	74	36
Four years before latest fiscal year	28	39
Prior	56	9
Revolving Loans Amortized Cost Basis	12	16
Revolving Loans Converted to Term	0	0
Total	538	558
Pass		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	323,378	608,770
Fiscal year before latest fiscal year	613,026	1,255,416
Two years before latest fiscal year	1,183,938	1,205,360
Three years before latest fiscal year	1,097,043	551,257
Four years before latest fiscal year	528,671	438,305
Prior	1,753,491	1,483,309
Revolving Loans Amortized Cost Basis	951,578	1,049,903
Revolving Loans Converted to Term	10,326	10,841
Total	6,461,451	6,603,161
Pass Commercial and industrial		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	60,316	70,930
Fiscal year before latest fiscal year	61,459	83,184
Two years before latest fiscal year	66,387	51,455
Three years before latest fiscal year	46,857	9,504
Four years before latest fiscal year	5,087	10,193
Prior	10,539	7,636
Revolving Loans Amortized Cost Basis	213,784	340,858
Revolving Loans Converted to Term	161	318
Total	464,590	574,078
Pass Construction		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	21,043	56,378
Fiscal year before latest fiscal year	103,279	136,294
Two years before latest fiscal year	94,936	85,144
Three years before latest fiscal year	29,098	47,632
Four years before latest fiscal year	6,676	4,583
Prior	7,585	6,518
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	262,617	336,549
Pass Agriculture production		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	639	945
Fiscal year before latest fiscal year	1,379	2,749
Two years before latest fiscal year	2,495	1,595
Three years before latest fiscal year	1,028	396
Four years before latest fiscal year	214	620
Prior	7,530	8,491
Revolving Loans Amortized Cost Basis	122,624	114,935

Revolving Loans Converted to Term	0	0
Total	135,909	129,731
Pass Leases		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	7,423	8,250
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	7,423	8,250
Pass CRE non-owner occupied Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	85,786	180,326
Fiscal year before latest fiscal year	179,495	413,863
Two years before latest fiscal year	417,796	290,210
Three years before latest fiscal year	271,527	137,656
Four years before latest fiscal year	153,621	206,408
Prior	937,565	792,875
Revolving Loans Amortized Cost Basis	158,727	141,686
Revolving Loans Converted to Term	0	0
Total	2,204,517	2,163,024
Pass CRE owner occupied Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	56,032	71,288
Fiscal year before latest fiscal year	74,060	196,915
Two years before latest fiscal year	196,922	190,384
Three years before latest fiscal year	180,017	118,457
Four years before latest fiscal year	106,181	59,220
Prior	272,791	268,990
Revolving Loans Amortized Cost Basis	32,701	23,740
Revolving Loans Converted to Term	0	0
Total	918,704	928,994
Pass Multifamily Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	30,509	28,445
Fiscal year before latest fiscal year	28,045	177,032
Two years before latest fiscal year	175,965	279,660
Three years before latest fiscal year	294,983	89,106
Four years before latest fiscal year	119,176	104,108
Prior	317,604	225,446
Revolving Loans Amortized Cost Basis	40,955	33,470
Revolving Loans Converted to Term	0	0
Total	1,007,237	937,267
Pass Farmland Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	8,447	21,729
Fiscal year before latest fiscal year	18,332	46,398
Two years before latest fiscal year	45,362	37,134
Three years before latest fiscal year	21,187	16,006
Four years before latest fiscal year	15,384	16,780
Prior	50,085	41,663
Revolving Loans Amortized Cost Basis	43,544	50,857
Revolving Loans Converted to Term	0	0
Total	202,341	230,567
Pass SFR 1-4 1st DT liens Consumer		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	42,829	135,741
Fiscal year before latest fiscal year	122,899	189,920
Two years before latest fiscal year	177,574	260,870
Three years before latest fiscal year	245,529	125,081
Four years before latest fiscal year	116,777	29,568
Prior	141,713	126,975
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	3,982	4,079
Total	851,303	872,234
Pass SFR HELOCs and junior liens Consumer		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	252	297
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	77	96
Revolving Loans Amortized Cost Basis	338,631	343,698
Revolving Loans Converted to Term	6,183	6,444
Total	345,143	350,535
Pass Other Consumer		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	10,102	34,441
Fiscal year before latest fiscal year	24,078	9,061
Two years before latest fiscal year	6,501	8,908
Three years before latest fiscal year	6,817	7,419
Four years before latest fiscal year	5,555	6,825
Prior	8,002	4,619
Revolving Loans Amortized Cost Basis	612	659
Revolving Loans Converted to Term	0	0
Total	61,667	71,932
Special Mention		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	1,789	125
Fiscal year before latest fiscal year	2,967	20,754
Two years before latest fiscal year	21,279	20,212
Three years before latest fiscal year	23,087	8,408
Four years before latest fiscal year	1,132	18,111
Prior	36,733	20,070

Revolving Loans Amortized Cost Basis	17,369	15,967
Revolving Loans Converted to Term	403	165
Total	104,759	103,812
Special Mention Commercial and industrial		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	143	33
Fiscal year before latest fiscal year	100	663
Two years before latest fiscal year	1,530	237
Three years before latest fiscal year	67	83
Four years before latest fiscal year	282	0
Prior	1	178
Revolving Loans Amortized Cost Basis	3,082	1,126
Revolving Loans Converted to Term	0	0
Total	5,205	2,320
Special Mention Construction		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	10,582
Two years before latest fiscal year	13,419	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	13,419	10,582
Special Mention Agriculture production		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	183
Two years before latest fiscal year	138	543
Three years before latest fiscal year	400	176
Four years before latest fiscal year	107	0
Prior	227	0
Revolving Loans Amortized Cost Basis	7,204	11,302
Revolving Loans Converted to Term	0	0
Total	8,076	12,204
Special Mention Leases		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	0	0
Special Mention CRE non-owner occupied Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	1,329
Two years before latest fiscal year	1,595	0
Three years before latest fiscal year	0	5,281
Four years before latest fiscal year	0	17,093
Prior	28,361	14,174
Revolving Loans Amortized Cost Basis	436	1,247
Revolving Loans Converted to Term	0	0
Total	30,392	39,124
Special Mention CRE owner occupied Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	1,646	0
Fiscal year before latest fiscal year	0	5,773
Two years before latest fiscal year	1,651	1,513
Three years before latest fiscal year	1,742	2,754
Four years before latest fiscal year	208	703
Prior	3,260	2,678
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	8,507	13,421
Special Mention Multifamily Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	11,914
Three years before latest fiscal year	12,316	0
Four years before latest fiscal year	0	0
Prior	209	321
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	12,525	12,235
Special Mention Farmland Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	2,708	2,170
Two years before latest fiscal year	2,911	5,802
Three years before latest fiscal year	8,331	51
Four years before latest fiscal year	425	261
Prior	3,763	734
Revolving Loans Amortized Cost Basis	1,506	0
Revolving Loans Converted to Term	0	0
Total	19,644	9,018
Special Mention SFR 1-4 1st DT liens Consumer		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	71
Fiscal year before latest fiscal year	67	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	904	1,948

Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	168	27
Total	1,139	2,046
Special Mention SFR HELOCs and junior liens Consumer		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	5,126	2,274
Revolving Loans Converted to Term	235	138
Total	5,361	2,412
Special Mention Other Consumer		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	21
Fiscal year before latest fiscal year	92	54
Two years before latest fiscal year	35	203
Three years before latest fiscal year	231	63
Four years before latest fiscal year	110	54
Prior	8	37
Revolving Loans Amortized Cost Basis	15	18
Revolving Loans Converted to Term	0	0
Total	491	450
Substandard		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	429	188
Fiscal year before latest fiscal year	418	6,122
Two years before latest fiscal year	10,603	19,897
Three years before latest fiscal year	31,104	2,000
Four years before latest fiscal year	5,679	2,968
Prior	40,609	34,992
Revolving Loans Amortized Cost Basis	27,832	20,166
Revolving Loans Converted to Term	1,007	1,164
Total	117,681	87,497
Substandard Commercial and industrial		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	429	0
Fiscal year before latest fiscal year	0	2,014
Two years before latest fiscal year	1,555	782
Three years before latest fiscal year	847	103
Four years before latest fiscal year	43	4
Prior	636	762
Revolving Loans Amortized Cost Basis	11,384	6,318
Revolving Loans Converted to Term	74	74
Total	14,968	10,057
Substandard Construction		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	67
Prior	59	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	59	67
Substandard Agriculture production		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	96	0
Four years before latest fiscal year	0	0
Prior	15	0
Revolving Loans Amortized Cost Basis	27	2,562
Revolving Loans Converted to Term	0	0
Total	138	2,562
Substandard Leases		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	0	0
Substandard CRE non-owner occupied Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	767
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	2,139
Prior	16,796	12,540
Revolving Loans Amortized Cost Basis	0	212
Revolving Loans Converted to Term	0	0
Total	16,796	15,658
Substandard CRE owner occupied Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	2,972
Two years before latest fiscal year	8,027	7,835
Three years before latest fiscal year	5,420	0
Four years before latest fiscal year	3,527	111

Prior	3,093	3,107
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	20,067	14,025
Substandard Multifamily Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	502	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	202	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	704	0
Substandard Farmland Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	101
Fiscal year before latest fiscal year	83	813
Two years before latest fiscal year	0	9,053
Three years before latest fiscal year	21,123	377
Four years before latest fiscal year	0	0
Prior	12,846	13,266
Revolving Loans Amortized Cost Basis	12,038	7,859
Revolving Loans Converted to Term	0	0
Total	46,090	31,469
Substandard SFR 1-4 1st DT liens Consumer		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	253	140
Two years before latest fiscal year	353	1,296
Three years before latest fiscal year	3,504	1,490
Four years before latest fiscal year	2,107	531
Prior	6,620	5,265
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	477	436
Total	13,314	9,158
Substandard SFR HELOCs and junior liens Consumer		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	4,381	3,212
Revolving Loans Converted to Term	456	654
Total	4,837	3,866
Substandard Other Consumer		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	87
Fiscal year before latest fiscal year	82	183
Two years before latest fiscal year	166	164
Three years before latest fiscal year	114	30
Four years before latest fiscal year	2	116
Prior	342	52
Revolving Loans Amortized Cost Basis	2	3
Revolving Loans Converted to Term	0	0
Total	708	635
Doubtful/Loss		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	0	0
Doubtful/Loss Commercial and industrial		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	0	0
Doubtful/Loss Construction		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	0	0
Doubtful/Loss Agriculture production		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0

Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	0	0
Doubtful/Loss Leases		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	0	0
Doubtful/Loss CRE non-owner occupied Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	0	0
Doubtful/Loss CRE owner occupied Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	0	0
Doubtful/Loss Multifamily Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	0	0
Doubtful/Loss Farmland Commercial real estate		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	0	0
Doubtful/Loss SFR 1-4 1st DT liens Consumer		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	0	0
Doubtful/Loss SFR HELOCs and junior liens Consumer		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	0	0
Doubtful/Loss Other Consumer		
Financing Receivable, Excluding Accrued Interest, before Allowance for Credit Loss, by Origination Year [Abstract]		
Current fiscal year	0	0
Fiscal year before latest fiscal year	0	0
Two years before latest fiscal year	0	0
Three years before latest fiscal year	0	0
Four years before latest fiscal year	0	0
Prior	0	0
Revolving Loans Amortized Cost Basis	0	0
Revolving Loans Converted to Term	0	0
Total	0	0
	\$ 0	\$ 0

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\$ in Thousands

Financing Receivable, Past Due [Line Items]		
Loans	\$ 6,683,891	\$ 6,794,470
Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	4,487,524	4,394,802
Consumer		
Financing Receivable, Past Due [Line Items]		
Loans	1,283,963	1,313,268
Commercial and industrial		
Financing Receivable, Past Due [Line Items]		
Loans	484,763	586,455
Construction		
Financing Receivable, Past Due [Line Items]		
Loans	276,095	347,198
Agriculture production		
Financing Receivable, Past Due [Line Items]		
Loans	144,123	144,497
Leases		
Financing Receivable, Past Due [Line Items]		
Loans	7,423	8,250
CRE non-owner occupied Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	2,251,705	2,217,806
CRE owner occupied Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	947,278	956,440
Multifamily Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	1,020,466	949,502
Farmland Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	268,075	271,054
SFR 1-4 1st DT liens Consumer		
Financing Receivable, Past Due [Line Items]		
Loans	865,756	883,438
SFR HELOCs and junior liens Consumer		
Financing Receivable, Past Due [Line Items]		
Loans	355,341	356,813
Other Consumer		
Financing Receivable, Past Due [Line Items]		
Loans	62,866	73,017
Financial Asset Originated		
Financing Receivable, Past Due [Line Items]		
Loans	6,683,891	6,794,470
Financial Asset Originated Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	4,487,524	4,394,802
Financial Asset Originated Consumer		
Financing Receivable, Past Due [Line Items]		
Loans	1,283,963	1,313,268
Financial Asset Originated Commercial and industrial		
Financing Receivable, Past Due [Line Items]		
Loans	484,763	586,455
Financial Asset Originated Construction		
Financing Receivable, Past Due [Line Items]		
Loans	276,095	347,198
Financial Asset Originated Agriculture production		
Financing Receivable, Past Due [Line Items]		
Loans	144,123	144,497
Financial Asset Originated Leases		
Financing Receivable, Past Due [Line Items]		
Loans	7,423	8,250
Financial Asset Originated CRE non-owner occupied Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	2,251,705	2,217,806
Financial Asset Originated CRE owner occupied Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	947,278	956,440
Financial Asset Originated Multifamily Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	1,020,466	949,502
Financial Asset Originated Farmland Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	268,075	271,054
Financial Asset Originated SFR 1-4 1st DT liens Consumer		
Financing Receivable, Past Due [Line Items]		
Loans	865,756	883,438
Financial Asset Originated SFR HELOCs and junior liens Consumer		
Financing Receivable, Past Due [Line Items]		
Loans	355,341	356,813
Financial Asset Originated Other Consumer		
Financing Receivable, Past Due [Line Items]		
Loans	62,866	73,017
Total Past Due Loans Financial Asset Originated		
Financing Receivable, Past Due [Line Items]		
Loans	37,886	19,415
Total Past Due Loans Financial Asset Originated Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	17,538	12,024
Total Past Due Loans Financial Asset Originated Consumer		
Financing Receivable, Past Due [Line Items]		
Loans	8,796	2,937
Total Past Due Loans Financial Asset Originated Commercial and industrial		
Financing Receivable, Past Due [Line Items]		
Loans	11,509	2,503
Total Past Due Loans Financial Asset Originated Construction		

Financing Receivable, Past Due [Line Items]	0	0
Loans		
Total Past Due Loans Financial Asset Originated Agriculture production		
Financing Receivable, Past Due [Line Items]	43	1,504
Loans		
Total Past Due Loans Financial Asset Originated Leases		
Financing Receivable, Past Due [Line Items]	0	447
Loans		
Total Past Due Loans Financial Asset Originated CRE non-owner occupied Commercial real estate		
Financing Receivable, Past Due [Line Items]	4,077	5,258
Loans		
Total Past Due Loans Financial Asset Originated CRE owner occupied Commercial real estate		
Financing Receivable, Past Due [Line Items]	3,262	281
Loans		
Total Past Due Loans Financial Asset Originated Multifamily Commercial real estate		
Financing Receivable, Past Due [Line Items]	502	0
Loans		
Total Past Due Loans Financial Asset Originated Farmland Commercial real estate		
Financing Receivable, Past Due [Line Items]	9,697	6,485
Loans		
Total Past Due Loans Financial Asset Originated SFR 1-4 1st DT liens Consumer		
Financing Receivable, Past Due [Line Items]	4,152	2,080
Loans		
Total Past Due Loans Financial Asset Originated SFR HELOCs and junior liens Consumer		
Financing Receivable, Past Due [Line Items]	4,347	639
Loans		
Total Past Due Loans Financial Asset Originated Other Consumer		
Financing Receivable, Past Due [Line Items]	297	218
Loans		
30-59 days Financial Asset Originated		
Financing Receivable, Past Due [Line Items]	6,429	6,134
Loans		
30-59 days Financial Asset Originated Commercial real estate		
Financing Receivable, Past Due [Line Items]	2,236	4,545
Loans		
30-59 days Financial Asset Originated Consumer		
Financing Receivable, Past Due [Line Items]	3,020	305
Loans		
30-59 days Financial Asset Originated Commercial and industrial		
Financing Receivable, Past Due [Line Items]	1,158	244
Loans		
30-59 days Financial Asset Originated Construction		
Financing Receivable, Past Due [Line Items]	0	0
Loans		
30-59 days Financial Asset Originated Agriculture production		
Financing Receivable, Past Due [Line Items]	15	593
Loans		
30-59 days Financial Asset Originated Leases		
Financing Receivable, Past Due [Line Items]	0	447
Loans		
30-59 days Financial Asset Originated CRE non-owner occupied Commercial real estate		
Financing Receivable, Past Due [Line Items]	1,035	3,876
Loans		
30-59 days Financial Asset Originated CRE owner occupied Commercial real estate		
Financing Receivable, Past Due [Line Items]	0	34
Loans		
30-59 days Financial Asset Originated Multifamily Commercial real estate		
Financing Receivable, Past Due [Line Items]	0	0
Loans		
30-59 days Financial Asset Originated Farmland Commercial real estate		
Financing Receivable, Past Due [Line Items]	1,201	635
Loans		
30-59 days Financial Asset Originated SFR 1-4 1st DT liens Consumer		
Financing Receivable, Past Due [Line Items]	214	141
Loans		
30-59 days Financial Asset Originated SFR HELOCs and junior liens Consumer		
Financing Receivable, Past Due [Line Items]	2,678	16
Loans		
30-59 days Financial Asset Originated Other Consumer		
Financing Receivable, Past Due [Line Items]	128	148
Loans		
60-89 days Financial Asset Originated		
Financing Receivable, Past Due [Line Items]	9,847	6,770
Loans		
60-89 days Financial Asset Originated Commercial real estate		
Financing Receivable, Past Due [Line Items]	456	3,798
Loans		
60-89 days Financial Asset Originated Consumer		
Financing Receivable, Past Due [Line Items]	890	1,489
Loans		
60-89 days Financial Asset Originated Commercial and industrial		
Financing Receivable, Past Due [Line Items]	8,501	605
Loans		
60-89 days Financial Asset Originated Construction		
Financing Receivable, Past Due [Line Items]	0	0
Loans		
60-89 days Financial Asset Originated Agriculture production		
Financing Receivable, Past Due [Line Items]	0	878
Loans		
60-89 days Financial Asset Originated Leases		
Financing Receivable, Past Due [Line Items]	0	0
Loans		
60-89 days Financial Asset Originated CRE non-owner occupied Commercial real estate		
Financing Receivable, Past Due [Line Items]	0	0
Loans		
60-89 days Financial Asset Originated CRE owner occupied Commercial real estate		
Financing Receivable, Past Due [Line Items]		

Loans	251	0
60-89 days Financial Asset Originated Multifamily Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	0	0
60-89 days Financial Asset Originated Farmland Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	205	3,798
60-89 days Financial Asset Originated SFR 1-4 1st DT liens Consumer		
Financing Receivable, Past Due [Line Items]		
Loans	0	1,449
60-89 days Financial Asset Originated SFR HELOCs and junior liens Consumer		
Financing Receivable, Past Due [Line Items]		
Loans	810	0
60-89 days Financial Asset Originated Other Consumer		
Financing Receivable, Past Due [Line Items]		
Loans	80	40
> 90 days Financial Asset Originated		
Financing Receivable, Past Due [Line Items]		
Loans	21,610	6,511
> 90 days Financial Asset Originated Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	14,846	3,681
> 90 days Financial Asset Originated Consumer		
Financing Receivable, Past Due [Line Items]		
Loans	4,886	1,143
> 90 days Financial Asset Originated Commercial and industrial		
Financing Receivable, Past Due [Line Items]		
Loans	1,850	1,654
> 90 days Financial Asset Originated Construction		
Financing Receivable, Past Due [Line Items]		
Loans	0	0
> 90 days Financial Asset Originated Agriculture production		
Financing Receivable, Past Due [Line Items]		
Loans	28	33
> 90 days Financial Asset Originated Leases		
Financing Receivable, Past Due [Line Items]		
Loans	0	0
> 90 days Financial Asset Originated CRE non-owner occupied Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	3,042	1,382
> 90 days Financial Asset Originated CRE owner occupied Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	3,011	247
> 90 days Financial Asset Originated Multifamily Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	502	0
> 90 days Financial Asset Originated Farmland Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	8,291	2,052
> 90 days Financial Asset Originated SFR 1-4 1st DT liens Consumer		
Financing Receivable, Past Due [Line Items]		
Loans	3,938	490
> 90 days Financial Asset Originated SFR HELOCs and junior liens Consumer		
Financing Receivable, Past Due [Line Items]		
Loans	859	623
> 90 days Financial Asset Originated Other Consumer		
Financing Receivable, Past Due [Line Items]		
Loans	89	30
Current Financial Asset Originated		
Financing Receivable, Past Due [Line Items]		
Loans	6,646,005	6,775,055
Current Financial Asset Originated Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	4,469,986	4,382,778
Current Financial Asset Originated Consumer		
Financing Receivable, Past Due [Line Items]		
Loans	1,275,167	1,310,331
Current Financial Asset Originated Commercial and industrial		
Financing Receivable, Past Due [Line Items]		
Loans	473,254	583,952
Current Financial Asset Originated Construction		
Financing Receivable, Past Due [Line Items]		
Loans	276,095	347,198
Current Financial Asset Originated Agriculture production		
Financing Receivable, Past Due [Line Items]		
Loans	144,080	142,993
Current Financial Asset Originated Leases		
Financing Receivable, Past Due [Line Items]		
Loans	7,423	7,803
Current Financial Asset Originated CRE non-owner occupied Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	2,247,628	2,212,548
Current Financial Asset Originated CRE owner occupied Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	944,016	956,159
Current Financial Asset Originated Multifamily Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	1,019,964	949,502
Current Financial Asset Originated Farmland Commercial real estate		
Financing Receivable, Past Due [Line Items]		
Loans	258,378	264,569
Current Financial Asset Originated SFR 1-4 1st DT liens Consumer		
Financing Receivable, Past Due [Line Items]		
Loans	861,604	881,358
Current Financial Asset Originated SFR HELOCs and junior liens Consumer		
Financing Receivable, Past Due [Line Items]		
Loans	350,994	356,174

Financing Receivable, Past Due [Line Items]

Loans	\$ 62,569	\$ 72,799

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Allowance for Credit Losses - Schedule of Non Accrual Loans (Detail) - USD (\$)	Sep. 30, 2024	Dec. 31, 2023
\$ in Thousands		

Financing Receivable, Past Due [Line Items]

Non accrual with no allowance for credit losses	\$ 31,371	\$ 18,822
Non accrual, no allowance including guaranteed loans	32,223	19,588
Total non accrual	41,551	31,003
Non accrual including guaranteed loans	41,551	31,881
Past due 90 days or more and still accruing	86	10

Loans Insured or Guaranteed by US Government Authorities

Financing Receivable, Past Due [Line Items]

Non accrual with no allowance for credit losses	852	766
Total non accrual	0	878
Past due 90 days or more and still accruing	0	0

Commercial real estate

Financing Receivable, Past Due [Line Items]

Non accrual with no allowance for credit losses	20,371	12,014
Total non accrual	20,371	20,502
Past due 90 days or more and still accruing	0	0

Consumer

Financing Receivable, Past Due [Line Items]

Non accrual with no allowance for credit losses	10,094	6,128
Total non accrual	10,352	6,487
Past due 90 days or more and still accruing	0	0

Commercial and industrial

Financing Receivable, Past Due [Line Items]

Non accrual with no allowance for credit losses	1,529	1,379
Total non accrual	10,556	2,503
Past due 90 days or more and still accruing	86	10

Construction

Financing Receivable, Past Due [Line Items]

Non accrual with no allowance for credit losses	59	67
Total non accrual	59	67
Past due 90 days or more and still accruing	0	0

Agriculture production

Financing Receivable, Past Due [Line Items]

Non accrual with no allowance for credit losses	170	0
Total non accrual	213	2,322
Past due 90 days or more and still accruing	0	0

Leases

Financing Receivable, Past Due [Line Items]

Non accrual with no allowance for credit losses	0	0
Total non accrual	0	0
Past due 90 days or more and still accruing	0	0

CRE non-owner occupied | Commercial real estate

Financing Receivable, Past Due [Line Items]

Non accrual with no allowance for credit losses	3,624	2,024
Total non accrual	3,624	2,024
Past due 90 days or more and still accruing	0	0

CRE owner occupied | Commercial real estate

Financing Receivable, Past Due [Line Items]

Non accrual with no allowance for credit losses	3,278	3,994
Total non accrual	3,278	3,994
Past due 90 days or more and still accruing	0	0

Multifamily | Commercial real estate

Financing Receivable, Past Due [Line Items]

Non accrual with no allowance for credit losses	502	0
Total non accrual	502	0
Past due 90 days or more and still accruing	0	0

Farmland | Commercial real estate

Financing Receivable, Past Due [Line Items]

Non accrual with no allowance for credit losses	12,967	5,996
Total non accrual	12,967	14,484
Past due 90 days or more and still accruing	0	0

SFR 1-4 1st DT liens | Consumer

Financing Receivable, Past Due [Line Items]

Non accrual with no allowance for credit losses	5,991	2,808
Total non accrual	5,997	2,811
Past due 90 days or more and still accruing	0	0

SFR HELOCs and junior liens | Consumer

Financing Receivable, Past Due [Line Items]

Non accrual with no allowance for credit losses	3,995	3,281
Total non accrual	4,238	3,571
Past due 90 days or more and still accruing	0	0

Other | Consumer

Financing Receivable, Past Due [Line Items]

Non accrual with no allowance for credit losses	108	39
Total non accrual	117	105
Past due 90 days or more and still accruing	\$ 0	\$ 0

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Allowance for Credit Losses - Amortized Cost Basis of Collateral Dependent Loans, By Class of Loan (Detail) - USD (\$)	Sep. 30, 2024	Dec. 31, 2023
\$ in Thousands		

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss	\$ 6,683,891	\$ 6,794,470

Total

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss	41,293	31,579

Retail

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

SFR HELOCs and junior liens | Consumer | SFR-1st Deed

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss 1,512 1,816

SFR HELOCs and junior liens | Consumer | SFR-2nd Deed

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss 2,483 1,467

SFR HELOCs and junior liens | Consumer | Automobile/Truck

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss 0 0

SFR HELOCs and junior liens | Consumer | A/R and Inventory

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss 0 0

SFR HELOCs and junior liens | Consumer | Equipment

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss 0 0

Other | Consumer

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss 62,866 73,017

Other | Consumer | Total

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss 108 95

Other | Consumer | Retail

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss 0 0

Other | Consumer | Office

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss 0 0

Other | Consumer | Warehouse

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss 0 0

Other | Consumer | Other

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss 0 0

Other | Consumer | Multifamily

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss 0 0

Other | Consumer | Farmland

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss 0 0

Other | Consumer | SFR-1st Deed

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss 0 0

Other | Consumer | SFR-2nd Deed

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss 0 0

Other | Consumer | Automobile/Truck

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss 108 95

Other | Consumer | A/R and Inventory

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss 0 0

Other | Consumer | Equipment

Accounts, Notes, Loans and Financing Receivable [Line Items]

Financing receivable, excluding accrued interest, before allowance for credit loss \$ 0 \$ 0

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Allowance for Credit Losses - Amortized Cost Basis of Loans Experiencing Financial difficulty and Modified (Detail) - USD (\$)	3 Months Ended		9 Months Ended	
\$ in Thousands	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023

Accounts, Notes, Loans and Financing Receivable [Line Items]

Combination - Term Extension/Rate Change	\$ 0		\$ 211	
Payment Delay/Term Extension	\$ 326	\$ 45	\$ 1,344	\$ 206
Total % of loans outstanding (percentage)	0.00%	0.02%	0.02%	0.02%
Payment Delay/Term Reduction		\$ 1,043		\$ 1,043

SFR HELOCs and junior liens

Accounts, Notes, Loans and Financing Receivable [Line Items]

Combination - Term Extension/Rate Change			\$ 0	
Payment Delay/Term Extension			\$ 41	\$ 0
Total % of loans outstanding (percentage)			0.01%	0.00%
Payment Delay/Term Reduction				\$ 0

Commercial real estate | CRE non-owner occupied

Accounts, Notes, Loans and Financing Receivable [Line Items]

Combination - Term Extension/Rate Change			\$ 211	
Payment Delay/Term Extension			\$ 0	\$ 0
Total % of loans outstanding (percentage)			0.01%	0.00%
Payment Delay/Term Reduction				\$ 0

Commercial real estate | Multifamily

Accounts, Notes, Loans and Financing Receivable [Line Items]

Combination - Term Extension/Rate Change			\$ 0	
Payment Delay/Term Extension			\$ 295	\$ 0
Total % of loans outstanding (percentage)			0.029%	0.00%
Payment Delay/Term Reduction				\$ 0

Commercial real estate | Farmland

Accounts, Notes, Loans and Financing Receivable [Line Items]

Combination - Term Extension/Rate Change	\$ 0		\$ 0	
Payment Delay/Term Extension	\$ 0	\$ 0	\$ 0	\$ 0
Total % of loans outstanding (percentage)	0.00%	0.37%	0.00%	0.37%
Payment Delay/Term Reduction		\$ 1,043		\$ 1,043

Commercial and industrial

Accounts, Notes, Loans and Financing Receivable [Line Items]

Combination - Term Extension/Rate Change	\$ 0		\$ 0	
Payment Delay/Term Extension	\$ 326	\$ 45	\$ 1,008	\$ 206
Total % of loans outstanding (percentage)	0.07%	0.01%	0.21%	0.03%
Payment Delay/Term Reduction		\$ 0		\$ 0

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Allowance for Credit Losses - Effect of Loan Modification (Detail)	3 Months Ended Sep. 30, 2024	9 Months Ended Sep. 30, 2024	Sep. 30, 2023

Combination - Term Extension/Rate Change | Commercial and industrial

Financing Receivable, Troubled Debt Restructuring [Line Items]

Weighted average increase term 60 months

Payment Delay / Term Extension | Farmland

Financing Receivable, Troubled Debt Restructuring [Line Items]

Weighted average increase term 12 months

Payment Delay / Term Extension | Commercial and industrial

Financing Receivable, Troubled Debt Restructuring [Line Items]

Weighted average increase term 53 months 12 months

Multifamily | Combination - Term Extension/Rate Change

Financing Receivable, Troubled Debt Restructuring [Line Items]

Weighted average increase term 12 months

CRE non-owner occupied | Combination - Term Extension/Rate Change

Financing Receivable, Troubled Debt Restructuring [Line Items]

Weighted average increase term 120 months

SFR HELOCs and junior liens | Payment Delay / Term Extension

Financing Receivable, Troubled Debt Restructuring [Line Items]

Weighted average increase term 60 months

XML 77 R57.htm IDEA: XBRL DOCUMENT

Leases - Additional Information (Detail)	9 Months Ended Sep. 30, 2024 renewalOption

Leases [Abstract]

Number of lease renewal options (in renewal options) 1

XML 78 R58.htm IDEA: XBRL DOCUMENT

Leases - Components of Lease Expense (Detail) - USD (\$) \$ in Thousands	3 Months Ended Sep. 30, 2024	Sep. 30, 2023	9 Months Ended Sep. 30, 2024	Sep. 30, 2023

Leases [Abstract]

Operating lease cost \$ 1,416 \$ 1,451 \$ 4,315 \$ 4,553

Short-term lease cost 52 43 159 279

Variable lease cost (income) (15) 9 8 29

Total lease cost \$ 1,453 \$ 1,503 \$ 4,482 \$ 4,861

XML 79 R59.htm IDEA: XBRL DOCUMENT

Leases - Supplemental Cash Flow Information Related To Leases (Detail) - USD (\$) \$ in Thousands	3 Months Ended Sep. 30, 2024	Sep. 30, 2023	9 Months Ended Sep. 30, 2024	Sep. 30, 2023

Leases [Abstract]

Operating cash flows for operating leases \$ 1,511 \$ 1,576 \$ 4,658 \$ 4,840

ROUA obtained in exchange for operating lease liabilities \$ 800 \$ (544) \$ 2,226 \$ 4,311

XML 80 R60.htm IDEA: XBRL DOCUMENT

Leases - Weighted Average Operating Lease Term And Discount Rate (Detail)	Sep. 30, 2024	Sep. 30, 2023

Leases [Abstract]

Weighted-average remaining lease term (years) 7 years 8 months 12 days 8 years 1 month 6 days

Weighted-average discount rate 3.50% 3.31%

XML 81 R61.htm IDEA: XBRL DOCUMENT

Leases - Future Minimum Rental Payments For Operating Leases (Detail) - USD (\$) \$ in Thousands	Sep. 30, 2024	Dec. 31, 2023

Leases [Abstract]

2024 \$ 1,454

2025 5,509

2026 4,950

2027 4,284

2028 3,275

Thereafter 11,106

Total 30,578

Discount for present value of expected cash flows (3,910)

Lease liability \$ 26,668 \$ 28,261

XML 82 R62.htm IDEA: XBRL DOCUMENT

Deposits - Summary of Balances of Deposits (Detail) - USD (\$) \$ in Thousands	Sep. 30, 2024	Dec. 31, 2023

Deposits [Abstract]

Noninterest-bearing demand \$ 2,547,736 \$ 2,722,689

Interest-bearing demand 1,708,726 1,731,814

Savings 2,690,045 2,682,068

Time certificates, \$250,000 or more 465,907 250,180

Other time certificates 624,677 447,287

Total deposits \$ 8,037,091 \$ 7,834,038

XML 83 R63.htm IDEA: XBRL DOCUMENT

Deposits - Additional Information (Detail) - USD (\$) \$ in Millions	Sep. 30, 2024	Dec. 31, 2023

Deposits [Abstract]

Certificate of deposits \$ 100.0 \$ 50.0

Overdrawn deposit balances classified as consumer loans \$ 2.0 \$ 1.8

XML 84 R64.htm IDEA: XBRL DOCUMENT

Other Borrowings (Detail) - USD (\$) \$ in Thousands	Sep. 30, 2024	Dec. 31, 2023

Debt Instrument [Line Items]

Total other borrowings \$ 266,767 \$ 632,582

5.46% Fixed Rated Collateralized Borrowings

Debt Instrument [Line Items]		
Collateralized borrowing, fixed rate	5.46%	5.46%
Other secured financings	\$ 75,000	\$ 0
5.23% Fixed Rated Collateralized Borrowings		
Debt Instrument [Line Items]		
Collateralized borrowing, fixed rate	5.23%	5.23%
Other secured financings	\$ 75,000	\$ 0
4.75% Fixed Rated Collateralized Borrowings		
Debt Instrument [Line Items]		
Collateralized borrowing, fixed rate	4.75%	4.75%
Other secured financings	\$ 0	\$ 200,000
5.70% Fixed Rated Collateralized Borrowings		
Debt Instrument [Line Items]		
Collateralized borrowing, fixed rate	5.70%	5.70%
Other secured financings	\$ 0	\$ 400,000
5.21% Fixed Rated Collateralized Borrowings		
Debt Instrument [Line Items]		
Collateralized borrowing, fixed rate	5.21%	5.21%
Other secured financings	\$ 100,000	\$ 0
0.05% Fixed Rate Collateralized Borrowings		
Debt Instrument [Line Items]		
Collateralized borrowing, fixed rate	0.05%	0.05%
Other secured financings	\$ 16,767	\$ 32,582

XML 85 R65.htm
IDEA: XBRL DOCUMENT

Junior Subordinated Debt - Summary of Terms and Recorded Balance of Subordinated Debenture (Detail) - USD (\$) \$ in Thousands 9 Months Ended		
	Sep. 30, 2024	Dec. 31, 2023

Subordinated Borrowing [Line Items]		
Recorded Book Value	\$ 101,164	\$ 101,099
Subordinated debt		
Subordinated Borrowing [Line Items]		
Face Value	98,889	
Recorded Book Value	101,164	101,099
TriCo Cap Trust I Subordinated debt		
Subordinated Borrowing [Line Items]		
Face Value	\$ 20,619	
Coupon Rate (Variable) 3 mo. SOFR +	3.05%	
Current Coupon Rate	8.61%	
Recorded Book Value	\$ 20,619	20,619
TriCo Cap Trust II Subordinated debt		
Subordinated Borrowing [Line Items]		
Face Value	\$ 20,619	
Coupon Rate (Variable) 3 mo. SOFR +	2.55%	
Current Coupon Rate	8.09%	
Recorded Book Value	\$ 20,619	20,619
North Valley Trust II Subordinated debt		
Subordinated Borrowing [Line Items]		
Face Value	\$ 6,186	
Coupon Rate (Variable) 3 mo. SOFR +	3.25%	
Current Coupon Rate	8.76%	
Recorded Book Value	\$ 5,684	5,602
North Valley Trust III Subordinated debt		
Subordinated Borrowing [Line Items]		
Face Value	\$ 5,155	
Coupon Rate (Variable) 3 mo. SOFR +	2.80%	
Current Coupon Rate	8.34%	
Recorded Book Value	\$ 4,544	4,472
North Valley Trust IV Subordinated debt		
Subordinated Borrowing [Line Items]		
Face Value	\$ 10,310	
Coupon Rate (Variable) 3 mo. SOFR +	1.33%	
Current Coupon Rate	6.54%	
Recorded Book Value	\$ 7,797	7,615
VRB Subordinated Subordinated debt		
Subordinated Borrowing [Line Items]		
Face Value	\$ 16,000	
Coupon Rate (Variable) 3 mo. SOFR +	3.52%	
Current Coupon Rate	9.11%	
Recorded Book Value	\$ 16,852	17,000
VRB Subordinated - 5% Subordinated debt		
Subordinated Borrowing [Line Items]		
Interest rate	5.00%	
Face Value	\$ 20,000	
Current Coupon Rate	5.00%	
Recorded Book Value	\$ 25,049	\$ 25,172

XML 86 R66.htm
IDEA: XBRL DOCUMENT

Junior Subordinated Debt - Additional Information (Detail) - VRB Subordinated - 5% - Subordinated debt 9 Months Ended		
	Sep. 30, 2024	

Class of Stock [Line Items]		
Interest rate	5.00%	
Current Coupon Rate	5.00%	
Basis spread on variable rate	4.90%	

XML 87 R67.htm
IDEA: XBRL DOCUMENT

Commitments and Contingencies - Summary of Bank's Commitments and Contingent Liabilities (Detail) - USD (\$) \$ in Thousands Sep. 30, 2024 Dec. 31, 2023		
Fair Value, Off-balance Sheet Risks, Disclosure Information [Line Items]		

Commitments to extend credit				
Real estate construction loans				
Fair Value, Off-balance Sheet Risks, Disclosure Information [Line Items]				
Commitments to extend credit	266,126	331,178		
Real estate mortgage loans				
Fair Value, Off-balance Sheet Risks, Disclosure Information [Line Items]				
Commitments to extend credit	432,022	453,647		
Standby letters of credit				
Fair Value, Off-balance Sheet Risks, Disclosure Information [Line Items]				
Commitments to extend credit	51,691	38,449		
Commercial loans				
Fair Value, Off-balance Sheet Risks, Disclosure Information [Line Items]				
Commitments to extend credit	889,617	788,742		
Consumer loans				
Fair Value, Off-balance Sheet Risks, Disclosure Information [Line Items]				
Commitments to extend credit	627,109	652,110		
Deposit account overdraft privilege				
Fair Value, Off-balance Sheet Risks, Disclosure Information [Line Items]				
Commitments to extend credit	\$ 127,285	\$ 121,539		
XML 88 R68.htm IDEA: XBRL DOCUMENT				
Commitments and Contingencies - Additional Information (Detail) - USD (\$)	9 Months Ended			
\$ / shares in Units, \$ in Thousands	Sep. 30, 2024	Dec. 31, 2023		
Fair Value, Off-balance Sheet Risks, Disclosure Information [Line Items]				
Gain on common stock	\$ 693,176	\$ 697,349		
Common stock, shares issued (in shares)	33,000,508	33,268,102		
Common stock, shares outstanding (in shares)	33,000,508	33,268,102		
Visa Class C Common Stock				
Fair Value, Off-balance Sheet Risks, Disclosure Information [Line Items]				
Gain on common stock	\$ 2,900			
Common Class B-2				
Fair Value, Off-balance Sheet Risks, Disclosure Information [Line Items]				
Common stock, shares issued (in shares)	6,698			
Conversion ratio (in dollars per share)	\$ 1.5875			
Common Class A				
Fair Value, Off-balance Sheet Risks, Disclosure Information [Line Items]				
Conversion ratio (in dollars per share)	\$ 274.95			
Common stock, shares outstanding (in shares)	2,900,000			
XML 89 R69.htm IDEA: XBRL DOCUMENT				
Shareholders' Equity (Detail) - USD (\$)	3 Months Ended		9 Months Ended	
Class of Stock [Line Items]	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Cash dividends received	\$ 10,500,000	\$ 11,500,000	\$ 54,400,000	\$ 41,400,000
Repurchase of common stock	\$ 67,000	\$ 34,000	\$ 13,651,000	9,108,000
Stock options exercised (in shares)			7,500	
Market value of shares repurchased under equity compensation plans			\$ 1,168,000	\$ 2,134,000
Equity Compensation Plans				
Class of Stock [Line Items]				
Stock options exercised (in shares)			0	
Employee Stock Equity Compensation Plans				
Class of Stock [Line Items]				
Company's common stock in lieu of cash to exercise options to purchase shares (in shares)		0		2,506
Other Share Based Awards Equity Compensation Plans				
Class of Stock [Line Items]				
Company's common stock in lieu of cash to exercise options to purchase shares (in shares)	1,551	976	32,061	52,437
Common Stock				
Class of Stock [Line Items]				
Repurchase of common stock (in shares)	1,551	997	376,385	204,964
Repurchase of common stock	\$ 33,000	\$ 19,000	\$ 7,897,000	\$ 4,289,000
Stock options exercised (in shares)	7,500		7,500	8,000
Common Stock Equity Compensation Plans				
Class of Stock [Line Items]				
Market value of shares repurchased under equity compensation plans	\$ 100,000	\$ 30,000.00	\$ 1,200,000	\$ 2,100,000
2021 Stock Repurchase Plan				
Class of Stock [Line Items]				
Repurchase of common stock (in shares)				2,000,000.0
Stock repurchase program, percentage of common stock				6.70%
Repurchase of common stock (in shares)	0	0	344,324	150,000
Repurchase of common stock	\$ 0.0	\$ 0	\$ 12,500,000	\$ 7,000,000.0
XML 90 R70.htm IDEA: XBRL DOCUMENT				
Stock Options and Other Equity-Based Incentive Instruments - Additional Information (Detail) - USD (\$)	9 Months Ended			
\$ in Millions	Sep. 30, 2024	Apr. 16, 2024	Dec. 31, 2023	Apr. 16, 2019
Share-based Payment Arrangement, Option, Exercise Price Range [Line Items]				
Weighted-average remaining contractual term (in years)	1 year 8 months 12 days			
Restricted Stock Units (RSUs) Service Condition Vesting RSUs				
Share-based Payment Arrangement, Option, Exercise Price Range [Line Items]				
Number of units outstanding expected to vest (in shares)	162,164		144,487	
Pre-tax compensation costs	\$ 4.4			
Number of units released (in shares)	69,043			
Restricted Stock Units (RSUs) Market Plus Service Condition Vesting RSUs				
Share-based Payment Arrangement, Option, Exercise Price Range [Line Items]				
Number of units outstanding expected to vest (in shares)	146,448		123,102	
Weighted-average remaining contractual term (in years)	1 year 9 months 18 days			
Pre-tax compensation costs	\$ 2.3			
Number of units released (in shares)	32,248			
Restricted Stock Units (RSUs) Market Plus Service Condition Vesting RSUs Minimum				
Share-based Payment Arrangement, Option, Exercise Price Range [Line Items]				
Number of units released (in shares)	0			
Restricted Stock Units (RSUs) Market Plus Service Condition Vesting RSUs Maximum				
Share-based Payment Arrangement, Option, Exercise Price Range [Line Items]				

Number of units released (in shares)		219,672	
2024 Plan			
Share-based Payment Arrangement, Option, Exercise Price Range [Line Items]			
Aggregate number of shares of TriCo's common stock issued (in shares)		1,200,000	
2019 Plan			
Share-based Payment Arrangement, Option, Exercise Price Range [Line Items]			
Aggregate number of shares of TriCo's common stock issued (in shares)		1,500,000	
XML 91 R71.htm IDEA: XBRL DOCUMENT			
Stock Options and Other Equity-Based Incentive Instruments - Stock Option Activity (Detail)	9 Months Ended		
Number of Shares	Sep. 30, 2024	\$ / shares shares	
Options outstanding at beginning of period (in shares) shares	7,500		
Options granted (in shares) shares	0		
Options exercised (in shares) shares	(7,500)		
Options forfeited (in shares) shares	0		
Options outstanding at end of period (in shares) shares	0		
Weighted Average Exercise Price			
Weighted average exercise price at beginning of period (in USD per share) \$ / shares	\$ 23.21		
Weighted average exercise price of options granted (in USD per share) \$ / shares	0		
Weighted average exercise price of options exercised (in USD per share) \$ / shares	23.21		
Weighted average exercise price of options forfeited (in USD per share) \$ / shares	0		
Weighted average exercise price at end of period (in USD per share) \$ / shares	\$ 0		
XML 92 R72.htm IDEA: XBRL DOCUMENT			
Stock Options and Other Equity-Based Incentive Instruments - Restricted Stock Unit (RSU) Activity (Detail) - Restricted Stock Units (RSUs)	9 Months Ended		
Service Condition Vesting RSUs	Sep. 30, 2024	shares	
Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward]			
Outstanding at beginning of period (in shares)		144,487	
RSUs granted (in shares)		86,036	
RSUs added through dividend and performance credits (in shares)		4,685	
RSUs released (in shares)		(69,043)	
RSUs forfeited (in shares)		(4,001)	
Outstanding at end of period (in shares)		162,164	
Market Plus Service Condition Vesting RSUs			
Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward]			
Outstanding at beginning of period (in shares)		123,102	
RSUs granted (in shares)		56,516	
RSUs added through dividend and performance credits (in shares)		1,536	
RSUs released (in shares)		(32,248)	
RSUs forfeited (in shares)		(2,458)	
Outstanding at end of period (in shares)		146,448	
XML 93 R73.htm IDEA: XBRL DOCUMENT			
Non-interest Income and Expense - Components of Non-Interest Income (Detail) - USD (\$)	3 Months Ended	9 Months Ended	
\$ in Thousands	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024
Schedule Of Other Noninterest Income And Expense [Line Items]			
Total service charges and fees	\$ 12,782	\$ 13,075	\$ 38,215
Increase in cash value of life insurance	786	684	2,420
Asset management and commission income	1,502	1,141	3,989
Gain on sale of loans	549	382	1,198
Lease brokerage income	62	160	377
Sale of customer checks	303	396	916
(Loss) gain on sale or exchange of investment securities	2	0	(43)
(Loss) gain on marketable equity securities	356	(81)	207
Other	153	227	853
Total other non-interest income	3,713	2,909	9,917
Total non-interest income	16,495	15,984	48,132
ATM and interchange fees			
Schedule Of Other Noninterest Income And Expense [Line Items]			
Total service charges and fees	6,472	6,728	19,013
Service charges on deposit accounts			
Schedule Of Other Noninterest Income And Expense [Line Items]			
Total service charges and fees	4,979	4,851	14,489
Other service fees			
Schedule Of Other Noninterest Income And Expense [Line Items]			
Total service charges and fees	1,224	1,142	3,876
Mortgage banking service fees			
Schedule Of Other Noninterest Income And Expense [Line Items]			
Total service charges and fees	439	445	1,305
Change in value of mortgage servicing rights			
Schedule Of Other Noninterest Income And Expense [Line Items]			
Total service charges and fees	\$ (332)	\$ (91)	\$ (468)
XML 94 R74.htm IDEA: XBRL DOCUMENT			
Non-interest Income and Expense - Components of Non-Interest Expense (Detail) - USD (\$)	3 Months Ended	9 Months Ended	
\$ in Thousands	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024
Other Income and Expenses [Abstract]			
Base salaries, net of deferred loan origination costs	\$ 24,407	\$ 23,616	\$ 72,279
Incentive compensation	4,361	4,391	12,329
Benefits and other compensation costs	6,782	6,456	20,647
Total salaries and benefits expense	35,550	34,463	105,255
Occupancy	4,191	3,948	12,205
Data processing and software	5,258	5,246	15,459
Equipment	1,374	1,503	4,060
Intangible amortization	1,030	1,590	3,090

Advertising	1,152	881	2,733	2,656
ATM and POS network charges	1,712	1,606	5,360	5,217
Professional fees	1,893	1,752	5,047	5,326
Telecommunications	507	567	1,576	1,971
Regulatory assessments and insurance	1,256	1,194	3,651	3,979
Postage	335	306	983	916
Operational losses	603	474	1,199	1,999
Courier service	542	492	1,581	1,314
(Gain) loss on sale or acquisition of foreclosed assets	26	(152)	(12)	(152)
Loss on disposal of fixed assets	6	4	12	22
Other miscellaneous expense	4,052	4,004	12,131	12,688
Total other non-interest expense	23,937	23,415	69,075	71,175
Total non-interest expense	\$ 59,487	\$ 57,878	\$ 174,330	\$ 172,915

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Earnings Per Share (Detail) - USD (\$) shares in Thousands, \$ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023

[Earnings Per Share \[Abstract\]](#)

Net income	\$ 29,051	\$ 30,590	\$ 85,834	\$ 91,315
Average number of common shares outstanding (in shares)	32,993	33,263	33,119	33,259
Effect of dilutive stock options and restricted stock (in shares)	144	56	132	97
Average number of common shares outstanding used to calculate diluted earnings per share (in shares)	33,137	33,319	33,251	33,356
Options excluded from diluted earnings per share because of their antidilutive effect (in shares)	0	0	0	0

XML 96 R76.htm IDEA: XBRL DOCUMENT

Comprehensive Income (Loss) - Components of Other Comprehensive Income (Loss) and Related Tax Effects (Detail) - USD (\$) \$ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023

[Accumulated Other Comprehensive Income \(Loss\) \[Line Items\]](#)

Other comprehensive income (loss)	\$ 44,538	\$ (44,040)	\$ 36,192	\$ (31,511)
Unrealized holding gains (losses) on available for sale securities before reclassifications				

[Accumulated Other Comprehensive Income \(Loss\) \[Line Items\]](#)

OCI, before reclassifications, before tax	63,232	(62,525)	48,438	(44,901)
Reclassifications, before tax	(2)	0	2,945	164
OCI, after reclassifications, before tax	63,230	(62,525)	51,383	(44,737)
Tax effect	(18,692)	18,485	(15,191)	13,226
Other comprehensive income (loss)	44,538	(44,040)	36,192	(31,511)

[Unfunded status of the supplemental retirement plans](#)

[Accumulated Other Comprehensive Income \(Loss\) \[Line Items\]](#)

OCI, before reclassifications, before tax	114	114	344	342
Reclassifications, before tax	(114)	(114)	(344)	(342)
OCI, after reclassifications, before tax	0	0	0	0
Tax effect	0	0	0	0
Other comprehensive income (loss)	0	0	0	0

[Amortization of prior service cost](#)

[Accumulated Other Comprehensive Income \(Loss\) \[Line Items\]](#)

Reclassifications, before tax	0	0	0	0
Amortization of actuarial losses				

[Accumulated Other Comprehensive Income \(Loss\) \[Line Items\]](#)

Reclassifications, before tax	(114)	(114)	(344)	(342)
Joint beneficiary agreement liability				

[Accumulated Other Comprehensive Income \(Loss\) \[Line Items\]](#)

OCI, before reclassifications, before tax	0	0	0	0
Tax effect	0	0	0	0
OCI, before reclassifications, net of tax	\$ 0	\$ 0	\$ 0	\$ 0

XML 97 R77.htm IDEA: XBRL DOCUMENT

Comprehensive Income (Loss) - Components of Accumulated Other Comprehensive Loss (Detail) - USD (\$) \$ in Thousands	Sep. 30, 2024 Dec. 31, 2023	

[Accumulated Other Comprehensive Income \(Loss\) \[Line Items\]](#)

Accumulated other comprehensive income, net of tax	\$ (116,977)	\$ (153,169)

[Net unrealized loss on available for sale securities](#)

[Accumulated Other Comprehensive Income \(Loss\) \[Line Items\]](#)

Accumulated other comprehensive income, before tax	(180,438)	(231,821)
Accumulated other comprehensive income, tax effect	53,343	68,534
Accumulated other comprehensive income, net of tax	(127,095)	(163,287)

[Unfunded status of the supplemental retirement plans](#)

[Accumulated Other Comprehensive Income \(Loss\) \[Line Items\]](#)

Accumulated other comprehensive income, before tax	13,527	13,527
Accumulated other comprehensive income, tax effect	(3,999)	(3,999)
Accumulated other comprehensive income, net of tax	9,528	9,528

[Joint beneficiary agreement liability](#)

[Accumulated Other Comprehensive Income \(Loss\) \[Line Items\]](#)

Accumulated other comprehensive income, before tax	590	590
Accumulated other comprehensive income, tax effect	0	0
Accumulated other comprehensive income, net of tax	\$ 590	\$ 590

XML 98 R78.htm IDEA: XBRL DOCUMENT

Fair Value Measurement - Additional Information (Detail)	9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
	USD (\$)	USD (\$)
investment		
Security		

[Fair Value Disclosures \[Abstract\]](#)

[Number of investment securities classified as level 3 \(in investment securities\) | investmentSecurity](#) 0

[Transfers between levels](#) \$ 0 \$ 0

[Carrying value of loans fully charged-off](#) \$ 0

XML 99 R79.htm IDEA: XBRL DOCUMENT

Fair Value Measurement - Recorded Amount of Assets and Liabilities Measured at Fair Value on Recurring Basis (Detail) - Fair	Sep. 30, 2024 Dec. 31, 2023	

Value Measurements
on Recurring Basis -
USD (\$)
\$ in Thousands

Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	\$ 1,990,475	\$ 2,162,202
Marketable equity securities		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	2,690	2,634
Obligations of U.S. government agencies		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	1,101,997	1,221,737
Obligations of states and political subdivisions		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	229,342	236,375
Corporate bonds		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	5,864	5,602
Asset backed securities		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	363,540	355,281
Non-agency mortgage backed securities		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	278,527	333,509
Loans held for sale		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	1,995	458
Mortgage servicing rights		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	6,520	6,606
Level 1		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	2,690	2,634
Level 1 Marketable equity securities		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	2,690	2,634
Level 1 Obligations of U.S. government agencies		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	0	0
Level 1 Obligations of states and political subdivisions		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	0	0
Level 1 Corporate bonds		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	0	0
Level 1 Asset backed securities		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	0	0
Level 1 Non-agency mortgage backed securities		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	0	0
Level 1 Loans held for sale		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	0	0
Level 1 Mortgage servicing rights		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	0	0
Level 2		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	1,981,265	2,152,962
Level 2 Marketable equity securities		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	0	0
Level 2 Obligations of U.S. government agencies		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	1,101,997	1,221,737
Level 2 Obligations of states and political subdivisions		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	229,342	236,375
Level 2 Corporate bonds		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	5,864	5,602
Level 2 Asset backed securities		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	363,540	355,281
Level 2 Non-agency mortgage backed securities		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	278,527	333,509
Level 2 Loans held for sale		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	1,995	458
Level 2 Mortgage servicing rights		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	0	0
Level 3		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	6,520	6,606
Level 3 Marketable equity securities		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	0	0
Level 3 Obligations of U.S. government agencies		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	0	0
Level 3 Obligations of states and political subdivisions		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Total assets measured at fair value	0	0
Level 3 Corporate bonds		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		

Total assets measured at fair value	0	0		
Level 3 Asset backed securities				
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]				
Total assets measured at fair value	0	0		
Level 3 Non-agency mortgage backed securities				
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]				
Total assets measured at fair value	0	0		
Level 3 Loans held for sale				
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]				
Total assets measured at fair value	0	0		
Level 3 Mortgage servicing rights				
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]				
Total assets measured at fair value	\$ 6,520	\$ 6,606		
XML 100 R80.htm IDEA: XBRL DOCUMENT				
Fair Value Measurement - Reconciliation of Assets and Liabilities Measured at Fair Value Using Significant Unobservable Inputs (Level 3) on Recurring Basis (Detail) - Mortgage servicing rights - USD (\$)			3 Months Ended	9 Months Ended
\$ in Thousands			Sep. 30, 2024	Sep. 30, 2023
Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward]			Sep. 30, 2024	Sep. 30, 2023
Beginning balance		\$ 6,666	\$ 6,741	\$ 6,606
Transfers into (out of) Level 3		0	0	0
Change Included in Earnings		(332)	(91)	(468)
Issuances		186	142	382
Ending balance		\$ 6,520	\$ 6,792	\$ 6,520
XML 101 R81.htm IDEA: XBRL DOCUMENT				
Fair Value Measurement - Quantitative Information about Recurring Level 3 Fair Value Measurements (Detail) - Mortgage servicing rights \$ in Thousands			Sep. 30, 2024	Dec. 31, 2023
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			USD (\$)	USD (\$)
Mortgages servicing rights, fair value	\$ 6,520	\$ 6,606		
Minimum Valuation Technique, Discounted Cash Flow Measurement Input, Constant Prepayment Rate				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Measurement input	0.07	0.06		
Minimum Valuation Technique, Discounted Cash Flow Measurement Input, Discount Rate				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Measurement input	0.10	0.10		
Maximum Valuation Technique, Discounted Cash Flow Measurement Input, Constant Prepayment Rate				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Measurement input	0.11	0.128		
Maximum Valuation Technique, Discounted Cash Flow Measurement Input, Discount Rate				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Measurement input	0.14	0.14		
Weighted Average Valuation Technique, Discounted Cash Flow Measurement Input, Constant Prepayment Rate				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Measurement input	0.072	0.070		
Weighted Average Valuation Technique, Discounted Cash Flow Measurement Input, Discount Rate				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Measurement input	0.12	0.12		
XML 102 R82.htm IDEA: XBRL DOCUMENT				
Fair Value Measurement - Assets and Liabilities Measured at Fair Value on Nonrecurring Basis (Detail) - USD (\$)			3 Months Ended	9 Months Ended
\$ in Thousands			Sep. 30, 2024	Sep. 30, 2023
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]			Sep. 30, 2024	Sep. 30, 2023
Losses from fair value adjustments assets and liabilities	\$ (4,051)	\$ 4,708	\$ (4,358)	\$ (2,514)
Collateral dependent loans				
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]				
Total assets measured at fair value	8,384		8,384	\$ 4,175
Fair Value Nonrecurring Basis				
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]				
Total assets measured at fair value				4,225
Fair Value Nonrecurring Basis Collateral dependent loans				
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]				
Total assets measured at fair value	8,384		8,384	4,175
Losses from fair value adjustments assets and liabilities	(4,051)	4,749	(4,358)	(2,281)
Fair Value Nonrecurring Basis Foreclosed assets				
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]				
Total assets measured at fair value				50
Losses from fair value adjustments assets and liabilities	0	\$ (41)	0	\$ (233)
Fair Value Nonrecurring Basis Level 1				
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]				
Total assets measured at fair value				0
Fair Value Nonrecurring Basis Level 1 Collateral dependent loans				
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]				
Total assets measured at fair value	0		0	0
Fair Value Nonrecurring Basis Level 1 Foreclosed assets				
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]				
Total assets measured at fair value				0
Fair Value Nonrecurring Basis Level 2				
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]				
Total assets measured at fair value				0

[Fair Value Nonrecurring Basis | Level 2 | Collateral dependent loans](#)

[Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis \[Line Items\]](#)

Total assets measured at fair value	0	0	0

[Fair Value Nonrecurring Basis | Level 2 | Foreclosed assets](#)

[Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis \[Line Items\]](#)

Total assets measured at fair value			0

[Fair Value Nonrecurring Basis | Level 3](#)

[Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis \[Line Items\]](#)

Total assets measured at fair value			4,225

[Fair Value Nonrecurring Basis | Level 3 | Collateral dependent loans](#)

[Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis \[Line Items\]](#)

Total assets measured at fair value	\$ 8,384	\$ 8,384	4,175

[Fair Value Nonrecurring Basis | Level 3 | Foreclosed assets](#)

[Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis \[Line Items\]](#)

Total assets measured at fair value			\$ 50

[XML 103 R83.htm IDEA: XBRL DOCUMENT](#)

**Fair Value Measurement - Quantitative Information about (Level 3) Fair Value Measurements for Financial Instruments Measured at Fair Value on Nonrecurring Basis (Detail) - USD (\$)
\$ in Thousands**

Sep. 30, 2024 Dec. 31, 2023

[Collateral dependent loans](#)

[Fair Value Measurement Inputs and Valuation Techniques \[Line Items\]](#)

Fair Value	\$ 8,384	\$ 4,175

[Foreclosed assets \(Residential real estate\)](#)

[Fair Value Measurement Inputs and Valuation Techniques \[Line Items\]](#)

Fair Value		\$ 50

[XML 104 R84.htm IDEA: XBRL DOCUMENT](#)

Fair Value Measurement - Estimated Fair Values of Financial Instruments that are Reported at Amortized Cost in Consolidated Balance Sheets (Detail) - USD (\$)

Sep. 30, 2024 Dec. 31, 2023 Sep. 30, 2023

Financial assets:

Cash and due from banks	\$ 110,141,000	\$ 81,626,000

Cash at Federal Reserve and other banks	209,973,000	17,075,000

Equity securities, fair value	0	\$ 0

Financial liabilities:

Other borrowings	266,767,000	632,582,000

Junior subordinated debt	101,164,000	101,099,000

[Carrying Amount | Level 1](#)

Financial assets:

Cash and due from banks	110,141,000	81,626,000

Cash at Federal Reserve and other banks	209,973,000	17,075,000

[Carrying Amount | Level 2](#)

Financial assets:

Securities held to maturity	117,259,000	133,494,000

Equity securities, fair value	17,250,000	17,250,000

Financial liabilities:

Deposits	8,037,091,000	7,834,038,000

Other borrowings	266,767,000	632,582,000

[Carrying Amount | Level 3](#)

Financial assets:

Loans, net	6,560,131,000	6,672,948,000

Financial liabilities:

Junior subordinated debt	101,164,000	101,099,000

[Fair Value | Level 1](#)

Financial assets:

Cash and due from banks	110,141,000	81,626,000

Cash at Federal Reserve and other banks	209,973,000	17,075,000

[Fair Value | Level 2](#)

Financial assets:

Securities held to maturity	113,708,000	125,126,000

Financial liabilities:

Deposits	8,035,484,000	7,828,554,000

Other borrowings	266,767,000	632,582,000

[Fair Value | Level 3](#)

Financial assets:

Loans, net	6,259,677,000	6,278,577,000

Financial liabilities:

Junior subordinated debt	\$ 105,949,000	\$ 95,407,000

[XML 105 R85.htm IDEA: XBRL DOCUMENT](#)

**Regulatory Matters (Detail)
\$ in Thousands**

**Sep. 30, 2024 Dec. 31, 2023
USD (\$) USD (\$)**

[Consolidated](#)

[Schedule of Capitalization \[Line Items\]](#)

Total capital (to risk weighted assets)	\$ 1,240,075	\$ 1,196,106

Tier 1 capital (to risk weighted assets)	1,099,766	1,052,063

Common equity Tier 1 capital (to risk weighted assets)	1,042,283	994,907

Tier 1 capital (to average assets)	\$ 1,099,766	\$ 1,052,063

Total capital ratio (to risk weighted assets)	0.1556	0.1473

Tier 1 capital ratio (to risk weighted assets)	0.1380	0.1295

Common equity Tier 1 capital ratio (to risk weighted assets)	0.1308	0.1225

Tier 1 capital ratio (to average assets)	0.1157	0.1075

[Consolidated | Basel III Fully Phased In](#)

[Schedule of Capitalization \[Line Items\]](#)

Total capital (to risk weighted assets), minimum capital requirement	\$ 836,744	\$ 852,850

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2\$).N1EH62\$A5.LI<AN@11J1&~85E1^AP1IA#<B4>OYX^). KWVY&S+M&=..32\$)M1^079\$O(A<1A> W.&5F8RI05/(WJ)<1/AZ7&W47>@SW A<C>WJ M&5&9L&A723 HP%5A# F9@4J]3>? D\$N.8D(PB..LI^YF.1D14QK^~^F217 M18<=6.1MR3B8D0Y^). @W O WSX?TEP.61^CZ^DAIJB14D70@H8061. 14 M8.AIO9\$@NWL&A8J.%~^<4 L^<CGM3 F\$6J N1HMM1^0^0II^V(C3^M73I^ I4C4+&LJTAU2#P#4&=&\$9F0M%MD.EOC^%.(U2^X<5N%~^14+EP4M^=2.M2\$C15B8(O\$UO0*8KT+=*O^\$^2@FH0@T3GX^\$YPVYO.TLLZII.1V@LIN2.FB+&C/ZNS>3>=>O6I13^> M^+MZP >W9C^260A3=L.W>J.1ZHKI^~^OJ7^T^1U2H!^1.VU8BSHE7\$B(C^ M5T1UEU<2^<1F4 XL61.6^>^158RE2<^<DY^HO PK6715Y9HV5IX^K>+^5.M8>PN^FEWEI\$E.VJ)5=E>E..>MVIA> G/NCS.L4O=Y+Y1.6Z.. M180R9E4XNQIB@IM<87 +.#E.DN3.\$SEK5.1\$BC@E7M18739B99R^B9H.R^C< M^I%#X#C=KG7>+<FTY+>FAHW.7CWIUP>0XS(6=S<X MD^X\$YIK>+>U1^H8S(GD513T+93W JI16IHL)5M.3+J2. 6.O%OE1T. I. MO7LL12B7R15E0 1 U&F(M^OC.=1^914=NO\$1EU MXK1(O3.T.#^ICB#<5 P0.OIU^1U^T^G +I806P91MWC7^RM.WGJ>WJ>A&A K MKH7BVO\$M.SPYV4R1S MBHJ T\$S<=<@:7G+>Y(UTL7Z6KGAIHT>@G.1O10^I=6Z^I.T.CHD9JIN5H7K8TU^>YG^U5Z0J9Y%09OE 0YH1^HOI^ZYX<=2VYU.TOI.. M^AT5).NR+HRIVK#7Z06I&AUCIK^?<-8%>B+L.8XPXPO(RYLV.W^UK&D3 3 FUXU1^Y+R^I^6YV60M^N904>+>66\$=ZN> BOMYN2@R@NOIS(G8)I? MH^I^Z^1? 0EHWY1^S<=P1.^2IWI^UOCL=<%(YLH@<E\$.A9I\$?2>5(AJ.TI@OVZ3I^~^+VHEO@T35X280K DGF.M3I +U55S09R=ATGMTXJ%HN\$6I.F68<=&.8@.O^8^78EIT+09 LT^*Y=67%I) (BIS\$5>7TW=AG6Y57%I (M@OB%1^G270\$A0D0+4Q0A10@4+>SV^<E4M^D1#1M>V46I)>ASQ9.GSJ?<=<OM ME.ORI1^2J24I=>@.XGXVP1^FWSWAXB^R).D4+<=<C>P>+>2W3S.51802J1^* MY41.S4C%I@H18C.(1.6%&8^3Y2=1BCI#F45C#1Q..50+>121KHM.C#4I.M^B1EF4.RN80M7K%I@H.5.6THV 9J2@O).RITKI+<=<M^>I@HJG5\$AFER(EH.M.XZ)^ 6TS.UUSQ1.C5\$7EV9>SE4@.Z 520>0+>J9. 61%~16\$=X.MY:<^E118XFEF^VOJ%I%~1.02^C^W3IS^XX(6V^<6W\$^SVR^QS)(I#7I).1^@L^3ZU MY^1 BTDQGV6\$07.T +FP]I^=8.F. \$FF\$9@WC#224=B%>+Q03 <JSC.9^C^M1S1JOHX&B%>+WWZA9.\$IOSM.^CU W\$4 U(VU37E.OZICW0 U^&BAZL5=1 M&M(GO+DOI.N+OSZ6O1^U1Y076=INNU^14(FK(I)I). +XKD25=1JTN^M791 MJ9<J541<1VSNB81M^<C%>+I72^I.JLH@O(NM50<7I#M^7JTWID+IRM=>M^9K1R#8E9<^VV.% ^K2I^F.926d1E+.)I>+>4V31F91OIXKN<+>+S(MJ1.# 1^<#71^007?7Q13ZP^TOV(R.NFC R9Y(9WH<4#<2>@<C.8\$1(WJ.1^M^16X48K=>OEG(AM.NEVVY5A5E\$3.C5LCDZF0(Ip681<1^ELON1^WUN F& MB%O<=<CD^L^K3V\$9P2^ PI+^CKPQ2@#8P1+APXH1<@>XU^H.O5&1) LNI0 M#1R\$B.5X^DR.6^@^YX\$=3HCT/ZZH<^<^4I3+<^/R.G8(3^I)I)Z(MW MOS>ND7^TECZ&PIFY62Q3^1F33? F4B.O^Y^I@<^>@QWNI..C^>#>9J M=BY<C^P@A7E?Y.EYQ(C^K\$V1R\$T@G.SP.6JGC 3L^T^RG7?T2@+1+PDDZJ+3270I(A)O>=<6XA^).M=2D3+Q.C%(%)@<=&HE@&N.. ASNL\$@..29IY(42)1^<V(H8VXW@7E..10^..M^1@+>HWY.M.OWL<~^PNL<@C%&4Y%V+>+W.H.E45L3C+H%2X^I^LSJ2VXN<=>5.1^5Y1 MB+ZH(\$QS.D54@H^@I(U7N MBHF@ 1.4TClO(TWBHBY^).F =7=B^I^JUKIE)0D^M^#>+O1T6&1.1.4#K\$C@ MJOIYM.^I@^RM>@>#s1>M5A^*(S16=E0X& ^W\$0ASVH800Q9&ICT14S0RD.. M18JB@=&8@B@GD1DZH.1OPZ7^1I M^MOQO&2&IQ5=<+NZH28.1I^)=OP=P+A^>B MW2P=WP.NT1 QZ3+& RSX\$B\$S(12%>7W^ DXC94 R.9@&AS7QZ.#!@0<=<H+DJD MOSOE9H. A/6R^#4S8<3^*P^M 8=5I(74XKNWN19P.2)S11.4#S^*K6C1N^I^M^I9L^H85I7M.BKDSNO\$062+010&1M^S^=FR<1\$ 24 2717^55-\$4YIE28<+> MH.N=8414+U> [PLE]=102^DB>B&^?12YIAG\$XW@.\$B\$E+&SD0A4C>026TP M2IG21. @.GCG.018174&25Z\$805Y2U200.2>@>OONB\$TA.NDZW1^TPFZ3) MH.1@<6GOXKI^M5\$1^/A\$#>0.1F+\$24JIV4Z4 %2P^8BF\$5132A1+>@RHV1.M.OI0V1?=>GW.OO%1^L/M7G1F07A.CAICP0I^=(GM\$#. 9TXX4ADKCYCAOP MBU@I(HZRB&N\$=(%AI+NI1JMB4 1)AEXI8J9M&B\$=FTE9Z1&8EL(=13PF M2=H4P4W1^9P^8^Z2^<C 8.X9XR^P1520L2+1.OH^M@D1.P4.^IITXIMS1&\$.J.M^J2U^2FM5+AW23% M=IU^..RQ0S0 79>5YFA^9X^TO>+>J.1P7K51O&K#sJ1Z3^52 6A<I^ M5LN40CG2\$2W^V.5DD4<+>^GL.EI.~#C^IO\$2XXCX8VUXEO^AE.JQI^ZP>5%M3 (EIUE^V^VF.P+>+4IHB(SD1.M\$0=H22+02.>2^P7)FEF. @6LH.O.G.M\$VY.I\$SK\$8NS405D74^5.N36 400AF.H=K@10^2UN)~#E0.PF1.8)94DX M59K2LQ<+>H^? 66\$M4C2^C^RZ/U.K4=>55<1\$9V.KZONPKKOA0M^GJIK.V 2 M>V95?TO+5IQ+!+=4^IPO9\$50.0I6A.M4ZDE224T.E.U.^2IISG. (4BT4R MI12021B8A=6W^M^PEO^*O1^5X KH31^H.SU3<?<GWNZJH1>F.H6DG&G>VMI.O MP..FO#&+&W16 F#>+>D2FOF09#>=TL^/73Y49J9V1=BN^VE2WP6@>3U3T5^1) M1.X&8VH&X.%2 3>1\$SB3<1I+VCC^SO2^WJ^P.EKAZ^D4I@P@ 1A M^VY<1^K1T^%L=M.OVQH IOI3JGAS.V^V%CBJ^XG MI^&=F^I I@C^\$K&M.<@&S\$W15>J\$89+7W?R^I.T<30Q.7JNH5V@P@I.M &@GX@B~^+43.1O@506I1.^POO^&O.^U1I26K 6P.3M.F34J>+>Q.O.SU.ECB M^U^..4^LZMMPR I@B.J1 +8.1\$WVP^K4W1^C.EB=O86FQM^F63QN^12I MR1YD1 AJSOX@/(A^C&PNN).D66EY9I=XBG\$526B M^6.902V2W^<K+ MHJ^I.WPIA^1^17XMA10M^TDEJYI4^*OJA4 =W#&A^E) M0^KZ0?=>S0\$=(+F5.B1^OL^YDMMN.FP6 O(FL8<1^XRI (ZU%OE.30@.1 M^J1V7I^K.O1 1 \$O.VD.S8HP^R^C^Z(FD16\$5^<^DO15H1^2@ VAU M\$H&H1^01..OL

QW%BU%FIY%6IT(U.F.X%CI7F7E/F> <NP21Q(5GOHPJ033HMM MZR2.L13K3F5F229PA<IG%0Q84#>@<4I(TT+47Z2I);<S.C.VX=BY1%I2G,4D,9 MQ)-F.5OZH-X-2(U5G7EY5S<+GF&I>A<XIW>5%JX6R)UF(VWYNX MB&<8.KXXVYJOX<K8Q\$30<-#*O:236>4+@J(VJB)G1019PZ<+IXK>?BE MAIG(T<D&I@HA.U.SRTQO<6J<K&K&ULK5<=>JLVY%KXIUUY1I)(6B90?>VB1 DG5.M:8)FFYI&I; R+0M119=D+8-8OYY.2VIT<?>2N.7M.O<I2I3I-HOIGI=6S.+0JMV*M.TGZY.MTTU.CN.WF.RDR@<U%VW3VLB>6.U. WIF6W=WI/I38I=5B9<9/ITY&AMV<M* MAM 6ESWV=ICLMI9VLE.I<XCGHI/YZS8XG M3MD6Q<UF&PN+7GFMV9=5X.NJ<I<SRRXY<I WG&M(SB3<9/G&KOV8Y6EL>3+M.G-OR=I<9Z.I=6N17&EN<^&I%B94;WQPIUS8JR;GB:<^S\$>?DJE M&IT.0K(ZI=<@<KYDPGMQ3*AW=I3S:6CC30PU2L.YIN.B7(4<OS.O?R1E273S>CM/RJ/V9 J9A5=V 8I4FI,I7Y&GIH^K<@<I1U1V%I<R=I?3GZ;A/ M/7M-RUU- A<UKUTUJY=UIIM:GMG03<X6U J?RKF&9 USF2IG/L 4J5G M%3IMIKI8<+12W/7HH<?>D?17+=V.;R*1*O-Y6ZU<I J*RAU*?XHV&EJE M,Z@SDI2S;ILW:NQ>=>4)MC9:UCHK:75 *+> **/SOEX.F@IS>?<CF/R.L M>?%IIN/I?>GT12-1?2BUU2%5YH@L9GX4I115D@H;NN4(NFM2H/IYH M). <IMVO@E@D-IMNNI)U1582T504(GNJQ(R3.%0W@U...> (DSFZ)I&A) *MBF4<M*MAI(1)<O/9I?=>I)22E2%QSH#(JCGNZN7P.I.2FG9CRN8A3P=>R4 J1 06G9=8I<@<Z.;+IMV9V@<I)N1JHUS(= MG 6GAOV<I@<U/O+IB V19(F.R1) (4X73J0I1.I)@<O I&D&BVTG<C-WMX MOBIH161CPI>1<I&B;I@<K<-29/44A12 M=C5H&D?D7I.JK&P<64:2JG<I?1 MOV=>?3XISPPMGADOB=I/X<2IKN%N...7E; HF-SBDI- @#(VRKYI\>D<O M?2VI#X1S8H8WLETT3<O85I?RG@U(POHMA.V1+9<Z*4S.O&D6% 72WNJVU12 M-XRJ=**@<IR42@+/(+4QI)H31D?EFOPTT1M&6&9XIB&JD AI>NLIPO M2,3C79DC&N&DO&C; C_KN.N.RHJIC<H0Z8 L^8KI;O&H<A&?IU'R.SL3A M7SL7N/LENA7YOS8E.KI@<K&9I6<F>I> <(<F&S.-#%I.C?<KLP<F&D1) MM+O&QWLO E&S&PUU><OYF.YC7R&O<N%N5I)TP<@<AT6I.M%+>+15/E-HV M2I<(<7WL^C2+>S96%528?<O&CK&5BW?H! HHJ-HTOV4V>I>Z Y(KX@<S^A8I+DL?I?49HC M/SOROKRXL+RK6Y?5 A8<+> G4X&S&N\$U.W9NFI<30<?>GMSX52<HDLU6A<->P#IXG+@<5O?HPU<9 M\$A&HV/5F FSN8?1EZT?2=>QVHIWV3&O I4 M?<?>QGNCN0P-XBR3 Y=>5A9T?5?B&T3 CDBM<I1D.AO.LXH&@<I4+4USJ E M. H\$@<P<(G.2?A?MIR.SQ&3<I<HILKYUO0)6AGY?=>=>HUI.M.DLFGO? M4J "N<=>I&EGP1>R40?R_SU%4741C10I?<R.O(K3ITL1M^H^B93B+RA#>#37< MSUE?IT1KG>0<G< GF<+MIW5/WK<G<C1D#8I) %WB*WVX<^<IOYZG XWIF<^ MA _M^XLOO.X=H^JKOL.WKXSMXIVWL7&WB=HJ 4B.G ALIES80K! MW1<R0DNI4\$1I10 (<Zs9UFIEN@<I. &S* 9=>6PO=VIR=H M965TU?%K 6C5)3N+4<I?D?>=>D&R M&_#<?FCQ&A&AI(VDI.31ZXZ256=UC&3I&F2?N<IIOCCG3G;&OG'DO/I26M MW#PIO? /XMAIE?>9D?<I&K2CVIZ5=O:ZV&OP&G6W<#(<?<2E452UFX=NU M7A2+62U6> (O<?>WIMU:17W%W5 56M&E&E?K8S2?ST=G&F. @<IHWB+?2I3W6WO/A1S)A&T^F6<S0<+<K MIB?<W:84<+?#27G6 1/03MI60I?ET. JI00Y(MI6I)I)ST6A 8S8 B*>PGPB9 M2?I2P8I&FJPCRKG3<D9X5<25>THIKLX.IBFS MI10<OYTOG+>VOW J1& <^&X&X3I+<3<1UO<NT:HI6:5Z/CX8<#9<I.V25A MIB=FY?#<H9IHG AG.H MOI.U:BP83?51Y49E920D:R?F?I?<P1E2I186C.MA=<K2O.IUHR&A1^7I)I0R0=BC9J&ZJF7?I.R119.ZI&X:RH)S V5@<M VY)ZH. /X?2?<L?LYAS8.04G&%. TW.%> (3TVAT1I^H%<+OJ1Y43<+<G MO@<U21720<2<D<N=<E.OCL1IS.H^LCIUE2EU;A1TXI>=3Q324(2 W.MIBO:GZDAK&S\$>S17# A-M<4XH9A=>YZWD.TI9ZLR@F?I4V52*N+ZIN? WJW@W"8ZFI<6&@<P=IPV?YIZO&O1OV=9HBX M*5?2?>@S&F5+&S5<26*DW&CJ V1?IC7Y%A"MF4@MPR@<O<8I@<?>7 50A M-J9QO.VI?TV ?U+X@<O?I W>=>#<6A4 BIHX+WF6XX M9.\$3172B@<Q.B^M^+M<KJ16&K<=>=LOI?I?X1 M&R1RION@<I JI.GI;9.WX<WCZL P^T4B-9D.CPZFI4@VP=>N "F^H<I?2?T M) G3@MZ :/D I>>&&E&F8 2IYW+Q/U1+ P04 N&A=>9?7VZUS%<#4 M&P& 0<A1+V=O<I MRJIE2%TI<^<O I?14U5?>DMYJNJBX/KF@<I I7G6BSOK%I. K701 MGYG6? <G&OR7ZLW&C. A4N42BH<S*53<BK/>G5RD.KU?A>?<E=D.V?2Y?<E M<OZYM8)2&2E%F?X&XHDN2I@<I&ON<6LI1202WQVOTV1533V+>CABZ5 \$O M:7I6&7? 8GI&E=60U?K3T&AYP1<4>D.#M%<O&I<K>+>OD@<P7GZNA.UA?Y J-C5B) N MLI&I2<I<55R8BI-T5D?CC.DKZ>2?H&H&I/IOI<P3Z>C2&H&I/OI/F66;I MTHIRR2HMRD04D@<O4DF2WF#>H.K.#<0P9!< MV+9 @L^\$%<8X7%<G.3ZRND37D9I%96NOJ<XDPFZIE:U3I#>3#%6:U% YC M-%5*6@<#C>= KQ36W0%<M4B65I&D%<#<93I8MG.I?V<=<I?<F68@<X11 M M6I:512VY U=8K&VHK?<GZ SSRY?IUI3A?7?<9.05@<O)FVJYN&I(68U2I?/V8? I(VT6=>+S4UIEA<S6BOQ/<I&7&IT?R10I)TL#41YHRU?P#<S4 M2V9Q0?KU=R3A0N1<1-KE@<I&S?<6I6IUNCC@<IS>?>L2;RAV(XC<6%WJ73C&GOZ9I?<7.6IY-TP*% M^C<LY L+GI&UXITL8IWHWBOD<C31FELHOSYLPNLT3<8&3D 5W0WP.P01.8 M^P&S<OX5EH?E=I?T H& ICG.0G3L>2>63%KMS?P2??>UD02#<P0I.M?M?G?M?YK1R14U? H4 @GLI\$S?<@YN<QO?EK<I16:9R? MI^%<T.DI9=UCIMC?NLL=6 AC&G8P7I2<2>IAA?TO<O>GIGS?1?OSN.OMZ.A M?M2SAQ&P.BD1?MIGCM9?1?1QD?<KOCZZ>+>6I>I A2I0I. #B8+N/ZSND MC>MYNS<=<=>?FK:65WSWEI63N)LS!<5N \$KY6<NVUIZY5AFZ3<9V8P! MSTXO?21DB9L(9I[NWO!VG:<5HWBD=I!FX.G9=78SN ?%I&A;M?I?UH M M2)J1I<A?<O0=RA-H&+?W7P175B&DI>=>?<C&D&Q&O3D5I&A@<@E HMYC<I9+1<+I?W>=>QD72?D@O 7G2.AOW1RZ-F&W1I)SIFJIVNPIYIIA<N&FV M4DD+<B?<HT?<O28.V&4R1JORY<8L3H<?<E/83&H&M3D>?4G8I<O&HVI GPIU+I M P04 N&A=>9%<W&F54A 1110 &

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M\$.S.XY.T #1)E"TRHOY<GL15 M>B>8&J8I.1&81OPV1Y.AT137 (J3D'E-CO3#H<3<+1U' L\$%L >)P> MDXS>>R1S B:3T^X)IN@090V&AT.IH<
*HB RW2JIAQIC<OZH<^OY.E>P>67D1I.2*9A&C.8EHS M\$KLAIV:L<8I-V^K7- GH7<G58.1N.O8OB-ADG4KGI L72.9(IR8B=B/OSUF. M'7UOD0=18 HW 7#-7K*MI+<
(FJ6UVAIEF.R\$>+HZH1J3OHR.>P BME MI\$3WVX11XBMM. @68X=DA^H#8E.ZX) 08CML<=<:Q5Y3GPR\$>HAI=OZ<K> @>B MP4OIY^<^O \$AFI*:9PU@X@>P>7@< /Z\$5&XRI:P90*A<
M+LH4^ M)M0:E2\$SHU.XD9FOZIH1@.1+>SD9J4<W^O71&I^THG)>.GDVH7Z4C<= M.POGLHMK517C3<6>1>YI#Q.O.F9+9M.4MEV@*?>@_1.QZZO.O.V\$K\$2 2<
M]=>FLZH110EN.S7WS(9CL-EL.P3+UW MZFJG5H(Y.N75>6=9.5.871+23%&K: M1S3Z1TID64YK38V67Z5JQ'WQGOV/QJHC+76<@&17Q)MZA.JY.S&E5 2<D>P2 M/6<=&N-
T2.42LU.YI07S.FLOG& RJK M&C4*F1N'=WFQ@S@NU1D:SW)GA3O'T(KG^U1OIOJAI|>1I>.UG^PK6CI&M\$M. M>>9F03NKBY=DK93S6=VF6XR'W216Y:R0K-X DTY+<
_5S/3IM5?IUIWDPW1\$>5- NY/S@>M^P MUZDIJX<C HPEJXHPR<3-S7?>F@K1I>2TQV0:ULSFJGWON1C|YA:W2FVFNZKI M56195S6=63ZX72TBR28<1 >74<9'>B.(B8*&M<A<@<
L<=<3.3 MI00%84IRO:TWIA=<^3RX7?7TBNR9D">18PEM0XIN\$A%I>:D3R0J7M<B:7U%&U> ILI-0%KTNOI0=>Z">J0.E0<
M0\$>Y&9.93YZ*=<^WNIC7?PE6E2^<@&M1@>AFFRO>X1I1Z.^U30+&JO5 MWIXX4H.FZ.C/JOI0ZU>+#+@<23?1\$4L\$110 ("Z\$9UOF>X'VFPT. M^04 9 >+PO=VIR:W<
H965TJ<B4AU|U57IUVGVH1I>IK">OIQMH*WNOYI=L@OIK=4EI B MR.O.XYEG'CL3#>.20%K (>F YEDAAMY:RLV=XMD#3D1+::10CU9.IX3I2IY MRA<=>#BOMG?<
+.#X.<X>=<6%MYH4-YIX'.1VAJ.O#>D=C.F>?2)I'>=>#FWM-. MCV2UEOJQ/OILR KF(IW#UQO<35?2K. H1&4%KX<<F>1A5I15>: \$5A+TL MD4PEP=@77&2#KU<
1P09Y)>#<6W@REDF49297. M@>B8BLNOGFLKUT.MY*(4EYV.R8I.A2JA6.E+1E+I7H#M\$DJV0^<^500Y M+OJ Y&M%Q0E|H0"IIO"N^<=<HLHA^>11%F-2.2C<117U@L<
GY3I>00.?"31T+R\$7.S2Q+&EDR1&8 MP5*19JEME<+>1%&K1IUDZ(FIKP8I)T23^<^L6Q1W3#N#>.S=48-9E4IK=K.M.R/6N<XUML8ZF4QO<
30%906M""P.PID.W62G>OIMN.2)4=<IDO=FJ6N2ID> MP.(3/O)>#&NS. <+LU1'VKI'1%&6&1T10K7NBWSF-KWD(KM@>E^YI5H4B0L MVI1C:UC7%HP1V+?V:COIU9-UWR9(C<
(F'S:F.EL"NTV%BOVW<<R.O MJKLHZ.ENHDGD^3MPHYD:ENI1H<-6D%7."8EQ^8^A1>3.G:GIE' YDZ=FCB MVM1<+>F/HAINXU<2,IM@A87N+1\$SBOA^I E8?<
C@F.A510<+UL:A(ZB7^TLB^ MI-M^NIB^M1.HX=<8ZQI>6G39WTK).18UN^K7W0Q5KOOI'RV VP<IDW6^6Z M^<@>(SBCIT5KG6=7OZIXZ^IN>WB.CI)<
IDYMG6X=17%<UWZ7^93I7I/FOEMEY6 M2I.%1<+>U=UFJ7HW12I02P.\$S+<+H1G60. "=<3^P MT. ID.IX<IW:W/MG&LUM9M<LO&S<=>K<D- M=>9V.(I<
K:28A<=<TG(G)<1+>+3E.Y'E.OQD1<^<430.2%M6 M.<86I=VMDKE>+1I7AU7U:U726-I.ORM6IQKZX.YKIUO>+>G9GEWGILES: M5?<
N7YD:YDWIL/IT6:KFI^W3LO0.O.#Z?"9%ZN+<FZOMIY4-U3EIEDA^ NF M^<K1IUDZ(FIKP8I)T23^<^L6Q1W3#N#>.S=48-9E4IK=K.M.R/6N<XUML8ZF4QO<
NP< SZXNP>T9V86=< MAIC: SIJ5TL.E+1I/ZI@UIL8W:ASI H>OMBVI?S>+MMR-R?>BWMQ=7R07 MP=S>YIM%I|A|GN716I>+>+R46 _#>X?>^U\$LR7I7|MZEMF+Q M7? B^/<
N^<:I1YKO@FZ18?> ORDVC=M^:JU673INM<+>F<I/VH'X\$> ZN7P8B M.#I@>(9>8^W3<=>:U:ALN2>VEGK\$K.M@>G^/O.D?71">=<N9O/WGNNE^V MZ=WGF.ISS+<1,9KC<
HWN:IN^<O@K9W9XG?<6&M^AGBI+>+5#<XO6+ BY ML0&M^?2O^<?>5%508:M'7^K MIGFERA1#I)A5Y?>#Q< BCUX430<
M^>E+H^>P10?>F88R9A.A+>S^FILL<.>D.JG.1I<12:RVII8.F1+W4WY.M)26W>GHT LU""@8LI<C MAHRID3 #>CE\$S<=>+<UXM@A6169SF<1VVOK MVG=V1.YK1O3P8GN^T<
M\$Q<IC(HI13>+>#3MS9^1=BG):>:9=<(N%GI:9I=1^?D?QW.84WV4549/S3FIJ>=> MI2 OL\$XCC9GSPX:FI)T(A9>BE++>DB22?BHINRB^O1V7II?R+Q3=D/RF\$>@<
MW9=9KW6Q41FIDM/V90+>@241^>5%TC(H34-ID5\$>Z07L1@X1TIE^EH M^>1J694GH&I6DHS:IB:BWUO&AIIA)&51=0H6(S9<^>L.T51>CP@HF>13XRSE4 M&8/2#<
(KFYQ7QIBX.O:DSDR(3306X>I>]>8%BT<C75^VO^V.YO MU*1=V.G15I)V21+>JC9IR8Y&.49-VOUDB^>S^TNI8B K3=T6NJVDVUDQO^1+>V9(CDI1<2DI9I.1FAJH1Z@Z^YM70P<
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WRJBMET72KZKHJYR1&2G^3&T\$K+H#0-11D4527V7L:BZBS1 M&3D-8724B6M@<(TE&90+>6>N6.C

[illegible]


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[LG1>0/AP1WA.6S'.%)M%MQ[&1,1HE#.) M]>=>3QE?^1.A73.+AZ|ATBG<=>PWF9,9PO.?'E:JZ'@?+S9&EW3M.?JC3>?IF3IO'H MDH.[Q2/X'B]>J+H=A@#?T4 C^I31 G?..EQFG^1/Q?=>+?Y4^5%<@MILG1>0 EPTWA,20 7FC@?>S.Q+1%L5X?XOI Z1.0R1WM..I?+>+ MJ1?WB1 CWQ2?>8J19C5?>FJKOSETBR9TWK1L-./?>^Z.P?P= M%$S2CIA P.? =>F/W+>82+?2 752.7XQ1P. P102P.#>+>+H1G62W=>N4U M' QDS ID 1X.'1W.WK&ULMQ0=>ILV6%.' M'N$50PNTM4B#? 4E1E@Q405'D?I70R1&4OFU1H/3Z+B1MB/R6V1FA1M(V2-M-XEE?QZ1YX>|>DRI/ML4Y=|Q1@/WL.TK1XG^1?KZ3.*EZQ+>+?FNGBT N MBC*+N#<|L1Z? 5NF31LFV41T?D72.14D^1Q1|UW1NY?=>S..D9Y1+4.59%6L MKUE..XGOD?1.6-Z.SLW5TSVX8 1?7?JC2<1+L.E87B5%#DIV=>SZY M'@160=T.T."W2-BFZK7&32BW1? &M.7BW0|JXC2?6LI>W+B+Q|X$M6)HVGH2. M?I=.)JMS->WIKWIXOVJ#%'<1A5%..F7R9?OSB>S?5BRNZ.A?76Q>FA=M;MK6(IHD;RIC#2.%IXEHQ^<7J.B041XS(+H$ M6)1LE7?FOI|J5H$7X$;TFF6=F#<=<8BZ1=>0.7-1?>RBO|J>1?>QFQD29,9QZ M/GD&GH.DIU1615U%?:(ZFV|AT13G1-I?>=>W02.R.KCZ1?<17>5Y?|W27X/KEG.DH?F-F7?>+H MXN'R9N'QO|<O..LJ 16Q=HY1 7.PP2FJL 3N?B1#8L?2J>./>@HY1N M/5Z1<59ID>5HOF^M17I=EE&E&T.EU M'71G(7?Q2&M2?<1J?>J89#3.3ATV1(1C.%1%&?> RTU^1C=>SXDP9.#0RL M/Q K1=<=>G|T|SDM?|0HT4.K#>H$U/L 1|(<#H^A?..% J1L?>?>R#Z<5.4 M#(C:2|>1&D7PDA?|SPB:K1?=>E$<^C1<|VFF=>5&SWE79=>7M1APC> W.L>+W.MCZL.?S%RMS<?>E?X^+F1Z>.>?>(PDL8SG5|>+>#E3DA+ND4^2+..AS3O8C?1.X1|>|>?>EOWHLL@R5LJ2*S .12PBD>:<04?>KTZ=>FOY M4.6MWSHNRPD7S@4?>12C:12% (34@>XAO&C.(L.B=&))%1. M%1<5ABS.D:#7J$@>WP1A0P@1T2A-PR J#F.R455+G(CFGE@4 B5$=>1^L@H.C MMKRI@4IS@>SX9.5J%1Q>U^"UDA^0%<^%J98X2 (?M?X35FB(Q- ER)M|>+F.)C|A1?F.S%TCR CK."R1VSEXXK?KS&#+> MFOJ1P.DE|FO56:PY4V?>1.)@TS Q1."FO"FH.G(OQA|7L 5>)"A1X>+^3.(ZY:40NBZ+Y7A).#1Z=1C8J; M+3$1..4$3:4E33|H$1|>0..WMOP1@I@IV# K81+>6 J.MLU4|J$K|..Y- WISFH7495+>+M/8% F$H.JHJB4M?>M?>F#Zy.>+YHMCDD 1%?>KA"W1? <^XIQ@F.YPZ.FOY4 (16WC@BU9Q|J1@ MRYN:"TD+OG-1%5K&RC:GW46*6KB:1I6Q*#X$8?>U."BU"W2.(4842&7RG MR.21@>CB:1E. 8$9J|U(R?11=>6N<^6.S47DBM|US6A^4*61 |44^2*X$A MKB1#.. "HMQ@>E1U?G&88CHY(NB 62.(T4&G4& UKE RIG^*#>0P80A-5.62 M.8B9.3I4*4. NHBQ)|T.C#S:W1P.61@>4$BP($1|>E@>U^"UO>1%$STED8Z|PLR M1G<BHI$M$>0Q )%<0?5) A+FC4#8W&U$F@>($Z|@AP&^T)JEH^13$>Q554 M9FFC1*3J84C^E3.R Q@CC%>(&5(VOY4IRVHA G1%>H89@P MFJBJ4Q0.TPT. >+>M|+>1+6YSIU@G=C1Y4?T1IARYN:DD4U"E14"MS$>F M?C R Z51>?>YOLFU M^151X@F@|3=B3>R^>E-V1G0%0BW^>+YO^Z+K^VY M8M^2E8V1^/RN#>B/V8K ^ZG&^./ U1+ P04 ^NA&=>9?>6Y&+ F 15 M+ (&O^AL+W=01 94&UCM^M&+167NKF10A E.T.D>=>K)^1%000A&4?7LU.T1THIFVXX1=>GRJ?B1H2D.F M#2+K&C&G.B.RR.XT75>?>?? CR<X&3VNIWU?1+Y2L.YW>.>^Y1^5N^F.M?>SU OUP>X :>F^W1^*^M^?IP .#107#1|YUINGU1|U#?>2 M.GOX^>=>|K>W0Y /FR.=>S>?>ZU.W=OWIYN V$ER> >M.JL.WPV6Q1S 111^124Q10:H..XVY..SD..DXIJ71S:LZ>O<1#R710A MPY11^>Z>+> L1S> 1L27Z.O^K+K 2.U<=>6ZQ1B>.>?>JXOKZ.G^00WU? M2?>TTL21V|Z|AL? 3.#1CBIVE .=>?2Z1.Z+91VS>OAS?>N^03M.L/Q.MATIGJN.OKQ?7QX>.>CXBIVZ>|>INC1P$>OKOQDST?0DEMWM M21V..QW..W=W_KG3RR^OSY718^GS5?>X^ZXV:1Y |OUI? 8T+>7FZ^1Y5Z=>S?>13VIOC9YJM. M%Y@>XV7III>+>?>O1XO-IG$S .01W7?>1^ KX MXOGI?>+IS AZM.G NKCI 8KG J1X?VO. ZZZ..K^Q^<17^1>^J^/NX6$0BU=7^1O9T/OQ JD. #6J?>BIVG+W= M1=O-M/5L/M1^1ULGO:1X FS^N /M/MV>+1-P/VV^6$XW1. ALYUO7C^1$W0ES:Q1A63W&301.G0T9XR. W1^WUTN>?>Y9:1B6P7ROGK M1Q/G10>|IUDR.5M@D.W.UY M4^NXYZ9OMJY5|1P$WKS9GK|/4XK41HT^2. MQ.U1^F. TOS1JB.DEUIUO1?>=&E?>071^1#@G.P.PZ/OSSW/OYGL.S2Z2$MKP M1?>+>1VJQ10-RVT.71R<=>#?>ZY 7L^KLXN^7$H.UX?>1)<L$1.G=X- MA171^1NXXQ1- -3CFS.M.9W727%?>=>DS.R. 2PD=>41^9WU-60X1=>1^M.T MK5^YYB.EF=>5^IHT^2.E.(CRK1K18.S71|WW>+>L406NK@R8/<C.2.FEGVWVW1_M=123YNM46+> IN1M.R+3I84>YAO:ZZ1^1K30ILD9V9W$PS:CI1A.REU. M% M1X15$S)1GOYOY&>+>|3|R^1|Q5Z1K^3.RVTZ6%LN9JVINNRNZT1?>T.CN M IZ^4#U>P^1COT?E"E(OD- X#1$4>.%C1^>+>NM+>9 1^T1Y 2|B1^<Q M ZL.T1301>>>65NPU&4$*M301LFATB3&5$AOE50K0?>3A>""15)80C)6L1D M1F?Y21& MPUSU=>#Y&?M7HEJW.HP) (U1+?F)1F1WV..%CT^<66$556C1E9>088 M1P88+T^6C7Q1U>O>AY>+>N-BV.U?>1."3YBKZ?>.O+81@QNI@EQG|Q151G2. MJLQO^VY:G?>9QD107> <35W8$EN(6ET3BR.IBYC<KZ51|TQCA=>A#1^NGHD M126M%>NK4D0MM&ERH187X.615UOG^V$+>OZOYH=>1^G1.M.U=L^ALP.:> M2PSN1ZIS UK82;?># [70ILD9Z6%1^1MO.0."ISA+>#H06$M1M443^6?>E?>MVS$#@>-GU+>3^>1T7R51L^MK4J.L1^FR9G9C1UO@BVI5R^9.2AM.^1<=>$V=BNC MGWKD=S7F=Z0771ASPI#9=2XQ:M"E.C."KFU"C.40IM^>V KDAITE^+G-7**= M.Z.M1^ULHC4CPVLPPUM+2BAC$S^ZR^LW 2 $;6U6W426^6FC3Y(SDL+D$ M5=>94^75M26P6M97U|1Y#681^WV@>+2|AG&S2UWV>.>3^>QE7L39ZHA39- M#ODB1^70%>K&M=>@G@20/UIGPIC9)2XQZFM&^MCBBL^>?D74 M01LF9Z2(S26(P.U5)|LL'6 M5A1N58FB^MHCN.2.1:1^ADFG2B. O 1R=>Q(1-J?>O.GGLU1.PZEYCYM2= M.&T6X51$)61A39.SLL3135B3A=>J|USIHA4P1^>P=>P7.5#H.FU12$S^E M+TQ58^..W1>IE** (44|1VTM0@INYSCT. |>SIO>KB1XK62$^Q1O+M9GOC&V1N M8HF72Q2OU&4& 6TVCOY(PL/L+Q1O>9BK0=>Z<=>+GTNI^P072K.PI=>?> MZR3E1^>U1YMN$> |L85>=>W1(H.G=3Y70?>DQ1RONP2=>MUN0$>
```

[illegible]

7)*MKI*CHLK&9J|YI9D|H?+7H2%|D5>325"4>44*\$U/N@;7 M4"<-<LTU|L6\$N| (47|E6SH@0Z(N@6|'3\$A.>@L4\$1=\$G0;.^4%CE@H&>N M=S?>-%#?!S%W(R.8-
IX)/D=1#FCQ4+5=|/1+|+C8LNWX1|&9FV"v"<#3T8X=A MYKX:|H|C@LEEC>@SCI2|Z5.K%-=%AUM2^P|J+DHBRY%&HWV" R7Q1%@:?"
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+H1G62Q90>|7 P 6@P |D M |X;|IW;W|K&|ULK5=-CZLV\$|TK%KVJ=|7;Y2OD M8YL@|894|<-M5S>|I4|5|P>+&8"U@:IMD^~|I|D(3XLNNVGT)V\$YSOG.|>";+
M|Q?|.@-0Y*7(2|FR,J6|>|N6<08%F7|@A|74B3*|G H|K:L|^D,2|IRVW< MJ5|U05EKAL|E|S&2|UR|G|3P|(NNBH.+O|I|CY<66Y|UGB,|MG2D_8X;*B>|B"
M^E|I^|S9|40@M^B^EKR41D^ZL|=^,|2|X|U|^>|S|Q|Y#\$S0&L|2UCS_G24|G6UESB920.MTC|G_GQ1<R|B^3|1S^|9_|I|)CAWAL\$M=2|.(SQATX&R?|73X

D\$25D? M.UY+6B;R(EP.5|H^K>C2>VX<W8NO:<XMHGGWB|DDV90*P3X;MU^V-LH M0Z^%=|+B|HLEW\$)U|W\$G(<\$<V+8S_KMYKX|G|G?2?Q05^(X?>)X3=|ML3
MXX<G50?|T_382?>FDW;=|JZNY<5C6%EX7TF01S-"K|QH|ZWYN42D^RZ#W|M-N|S=-G\$FD_Y.)F|X<|8_U@9|P|;H#;3AM;71X;H;=P.G=|V3Q4_Y3K|P.M+E^I-
6H>S(W)|6|SC5|XJOA0T|H|@<S|H(0#3|AP(K^P|D^K|L=|A|X|!09<8\$W|W+|B\$|L=E+AC8026|H;?K6|SCK*#B|U5LL(\$B|I3O30>HR|H|RW<5_52-7L#_K
M.NT5F8X|HDE3+M#B83EM2ZL|M" OX|BNM^>@&U\$M^EFL6D67|F>K53 M^U|H@.9#0^~Y F&O.8F969-8K.GN^W^DE2|XKB6D>USE5F^|DW"Z
MXBKD&W|M&Q=M9D|?5:0S83RAZD2F5#>|V|=+&G.3N%|QGD0W40Q^ZQ|&7 M.^Q=|D4|S|.EAW\$%740|L.F."4ZQ|IFCSQ|7MYFE>1#^?>=|N(Z?7\$9@S1 M.F6?
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82+|2);O|Y|H&+3|WGT@#>I>#SAN^<M_A*SH53.Z\$<1N6#7Q4C@X|N1^|E|N1_C|3)5T|I+?>F|Q|ZH@5|L%\$SY&|M0E"6H|H^WSO+4>="@S|LSC>W#>YV.CAH|H>B.8?
C6M_|5J|H^W&46|9%=-M^A|T|<90ZN|4W\$Z;94|P\$F;72|F?<\$S+P9|H\$&S>5|B _P3^N.F+@<MD@R|)L=D342%F0|V\$|H|)42-JK\$Q2K|DRDM;_W M |Y%00L^+";-
R%<6.X14U4:~\$SXC0""M.P2E|Y|D|Z_5B5BV;OJG9NN^Q.MD|5K|L#>|K^A|VTPZC7M7|4P|6CNC|F_C|M5BPB>B4T5C.KPY|PZGU|V289=|DH2.R|D;54;+UB
QBX3Y|NRO1^9\$U\$G96_M|>S_7H_6UVV|H|B|Y|(FQ|)34(V|L+8|W|LWZK-BRZ|~C-6^C\$B^|PH|)T^Y|MH8\$|L">@4(T|;P|L4;AYE3|)IW;+O=A;1+Q>|HDS&K+&\$7|>|V=M|Y>V|T
M|^D)=60|~243X|LW|FYZ^>~"1M""^~T|G-B^X_P.PG4|IEG#H#ME MFG?QC.8ZPX|^>|VRK@P_X.DF^I|=~*X|2Y6#71^0B-#SBHS>@^T.CX&S|
M|@V=A@%F;A;%.08.*S-|L0U3?|>W&J=5|Q2R%VNK514E%CF;FJ5+@D_ML|H2|;E|V_~\$W_78|F_U7|?LMVRA;Z8FLFK#8S|7E#^2|9YRR8=|H2NV_M9M|H30-|L.V|H0E=Z;
P|H=<8X-80|(#X|V|5&|T^%4^L;|>BZ70P^FU<OQXVH|F7_3^T+|L_U|N4U|;6=^P2V0T_H|E|WT=#>2|=T_M\$|V^M|>+P3W0T|K|E;W|Q>W^2;U#;^|Z|@?>
DAHA30|KAMD;^0+Q>M228M|G|Z3=AF3+|H4|6215|00B3;^4|>#Q8=|LH6NV|IQ0_7^D0V|<@M|TPX-6U_Y|3MM-56S-MM09|=@UR|H|N|D|@74Z|G;@?SEHA36|K|M8^L;J-
=M0T@D-R|C2F4+S>~CM5|M6|D|9L%V|E5;SFULD_OJ3R0R47AE_T|90M=L373_M5BL+9%<6|U>0.GMOZ^N|0F\$3JMM7FU\$^F|4^P|B5Q2_9\$^<MK#-.Q*B(\$&EC;9-
I0@<X>KAE_T|90M=L3455^L|P^>|H43;Q|V_Y|3MM5_M6S-MM6Y#_~\$S-00Z_HAN|26B%-SYM9A^RRS|F84;|^ZX?@?DAHA31=|4;
M.NC+Q&D|E3|F+W|Q^7;^<C=|P7@0LAH|52>#|FCR=Z6W0_5VHH|_V9RE|6_M|A|H3P3^YAN<|KB4|D_Y0L;8|Z0Z*<E|H@>H=N^P-02P.\$% @+M+H1G69YRM(KK P_R|(+D
|X;~|W;W|K&U|W05A=|L|V^U|TKA8;~\$|HFB39;G^)|D|H|DG927|H_M2F|35M15D#P32P^Q|~L<75V=<+87|H0: FCTE#_NYM|Y6Z^+&|U6ZA9RH;U\$ M-
W4>XN9>=>U>+F;B|Q(RN)=|E7E_Y>|/M_P1^|F^Q^<|)GNM|E|J=5%JR@020C|6|~#N.C^F;7%|4<2LKGW=|L<6|=M^H|^~\$S5TH9^*LAOMG|
W7KN;88B|)H^8G|QTL@3S;R=3Q3Q|4;W_Q|U^M<0?~&S|H|H6_K|VU|WK|~Q+|+2&C|H|2Q|IGZ_1%~MX|6^J^HOVC6W|H;L4_M6N2-LZD@H\$^4|~
\$4<~2^|0^|X^A;7|6H+5\$N^Q_6|F=H#N^BASOQ2>A|U^OT^M|F|@<7 M^HD_24C3;B|9T;|K@Q^DM2_1Z6R|H=0N;4&^P^Q|NT=6;M^@-HAS|O46F|GRM_M9KXV=0L?
MK4^+<N_7RAQ@0&G=NNV_8BD+M6|K^E|F0K\$7;^|N3<4=W&G+U=Q?E_M>H_Y=|B6|405^8>R;#_K|D#;^|M=W@<~1%Q\$#^!%|B|E|H+H#BZAH2|U;~\$7+|3;#^+
L|E3%QUUC&5\$PXZ@ MW>|B|D|H|9+S|=|N^SBR#BV=@Z40MBU_OB5U_V(G29;=E&4G#^|H|A|T8X23\$W09>#VPV5B-MB|H|F|^|;F\$;E366Q004CO^|D|S;YUG=KH&~
M(G@X)>@D.G2380_T^4\$~AE76Q2;|0H|H^E=|Y_Y5R^VQ-TAJ8_M^YD0^GEC#S|PZQ%2U|+P04^~NA&=9=|H^L8^~C|P&Q^AL M+W=OW<>^X|YQ|U;^|DQ

.1J#2C*|EJ*HHB-Q.D8G-V.MYNX4;NLJU7?#C44E6N\$|H6UY+,_-;
ME)06R!45'"1F8V_2.YL_;;P+N*.X47MCL\$J60MS;R64Z|@)+"!DFVB<0\UKC
M#!FS0(&CP;3:TO:Q\WQ#OW<:3=;ED3A3+"O-7YV'OO08H9J9B^\$9L+;/0;
M+%XBF')/V#2Q@0=)I;0HFF3#H*"|?I.'QH>|A'|OB82P20C_2 C#)Q*B)B%R M0FMF3M;
<:!*|T-B M-\$&S0Z<-R|;J*^<|N)"2_.5FCP=GQ,JX8ZP"N\$*B:HD MFBW2< *3-
76;.+@DM>GQ=I^-\$=.#L>^=I4MOA^TE2:U|7")R|H@|O!|=|@ M\$T|Q?9SO&|8M|7!?"
1IV BZP/(4H> MA\$|A=C&'H|?0/D:E;8B%IA4DNKM M :JSER-'.^0.QE%K=N1PH^?-
GE.5,&'|50!MLE1:F@/I_9"K-63_.*3|R<|4
M21(<>^8O5BC7Z,5O7O6&P<=#NO|3V"/U_59|OPL|_EP52Y0@LKT|E50\$C4V M)
(PH13.**1 %#-?
((((CR@_"|V|EVWVM*8U<+1L5UO'P\$(0Q9Q=@6DIS(%:8G(LL_|1T^R|>S^~|Z|^_UP0(-
_7L|F(,E*|HKEMBN MMC?0Q#5>_W=X?
7U=&5V4VV.8F=3@|)TQ5M970CW1HG1=2FTZ=%NF)M;|%*4- M;|S(?
1N8@NT|W+|^U|!+ P04 " NA&=9?" @DB\$* "7;0 &0 'AL
M+W=OOR9O)859NWTVfy>)2KI+S*-W)=_8^+U9)53|M
M|J;EH#)Y)VLOFX^%_6SZ5%EF;|DNDSS-2OD_?VN>_+;|F3C-D&0F%U6CD=3_/E;F66-
5#V0 M/P^JD^--FPO;CU_4?|G-O|H-/GE;9|H.UU6CS>3;.*6|C|99M67_/E7>9B1
MW^@M|JS<_9<|^V*="5MLRRI?2ZN1|!|*U_M_D|_.F6A=X^HG+N^""_C0"|3A M
K&;Z^YDNVE|2*ID=EWDSZQH|HFN|U|YL\$N-|NKZ|FDZZ;.=U51_S:MKZMFOR|H MP?
Y(LJUDGV12;@M9%ZEB;|@7N9I MEE:I+%^N6|^D8BVYND:UQK8HT04#>Y^4:*8.
(&ISW|/JR1CR3YE|J;|W3<9?6HR|JO_7C38B3;O;T|S-XX=+ 2OIT_M MJ?
7CN|OPN|NC'.&74WG4^CKJ3TGQK>|_>2:9_';5M|9V11P5VC=<=%\$UTW(1
MB2D3|X|3|T?5YSYEXHC\$E,0%Q|0%-O|H+^JW^S>(G4Z3ZX*\$I^_P|C#>\$!WO MO^99^I
T?Y|+YN_%UZN|^_0AEBQ?NC4G/!>G&BV5%ATYH|B2DYB(XYB\$;5
M|!%EXHC\$E,3%Q|3%-IH|H|O6QZSKU^WK8Z7=-'.=N*\$)|R|L.)1CTO1EE51R M7--
WA1\4<^JW;Z7Z5/:P*|>6|!;F%:12DU-2(LHW5&|@{|#H4H>D9J:/!\$!"
M^P6G2U!|U7E|9S^PN.=5X\$N3@2BA4#JN('(^7!S);O-BDQ=UZ|_Y?HK-407C
M.A&H?,%EG_|<34Y*0U2J:G) QYT46JZN,G|7O/Z4>!U6UP3%9QB=Q=0S,59 M;%=D-
D|6W^JAXN".*QG7BDA-G3<@G1N,J|%)29!|*34T>L*" +\$M/%C|H|U6KA^MD_~|+L/KXGR?
1^Z)9@<44"!0>G2UC^H*H 21C|OXKPF3@CA_|&^|7EK30X^L(IY
M4H|A|H|R6|(#XO6)ED^G'2+J;96\$WC
&|3HB"5FIH|0\$&. +^|=VNEAKX<#GW=91A<5;.&)5@<"XSB!^91/,MOGP-4. MCC3|C\$|I-
G2Q@&X_'U=VDM\$>E|E|*0^L"7|>|U%1RAJRV;Z-.+;|<+@"R|0U;|I
MN|G_F*G#A*N;UH|*3.HBD|-KXLZV?P 7@(|
MKT|SO)|PF|D7\$H;BVL"X\$Z,RVT5|Q(I:8F#_A06%'<1=|_|T(L!!UM !D M
@P*2PXL>*OM':>RE@(>|I' M:X#>|)S>_B^% 784+FC|^1H;|VT>@*
W+L_5(R5^*C4U>4".GA7/U>M|J=U.
M1T/4T0*J>3Bj=3K=P)?^A8V+9F/9S6M|F&Y^U^""U#FX5#6Z?B+S2G|_
L8EM+\$8YP|^>>/R93U2,*124Y,'8.A9|66|
MOM_:ZW|L1!TMD|B^DUBG_P%2YM7#8;:W(^@)X_+E?6)|5#*C4U>8""
MOA57UN_|K;V>QT+4T;8V2. |UN|YKAT6|98&&VML/N",R:GU2%J124_= \$

0L&5HS:H& !J09\$82J: &^@L\$6+7^=2X7?R+2(5&IJ
M6H#R@G&YM0\$I&5*IJZ=T<J0"8+AALX_)A MWA4N:%PV&XMQ 8!A,"Z7-B E22HU-7E
DH\$5ES;H6[";K52ZJ)-J4(N""P M5\O-"Q;DA*3)2J:G) V0,K7BY8=^HU6ZTTL1A
M&ZU"H+5PL*O+A/M:N*AQZ6PLYH6MXU+&Y>&&M*>LV,#&\$+ QM.+AAGV#5K/O
M2A-U-R/*-2"F02DU-'E!:@9,6RC?I^K&9\ MH2\JY/;"" .K&FS\F*8?
85+FA<+!OK;S\$@8#PNRS8F948J-35YP(RQ M%.G?./G?/I;_&8SHA;AQ\
I@|U:8>IM+LYJO+/N4% _H_7Z> MR?OZ,N>J^>!#L?
|2L/V3*M _LOD=KGE=5OMH\?)3)4A9-0/W\^SR07IXT7\UU M _"ZVV?!\4\$!#!!0 (
"Z\$9UEB*|^=M@, &, 9 >&PO=V\JR:W-H M965TS&#S8O9\|PS(RH<7\KU7>| C#D9!:%
M'G@K8\WOJ^3%6147\LU"-Q92)51@U.U\|5: 4T+HXS\81!T_ (PRX0W\Q=JC
M&O9E;C@3*B(SK,,JE\CX'(I%K>;N&)+5?&+OC#_IHN80;F>?VH<.;7+"G+
M0&@F\5&P&'AWK=MIS^(+P%<&6\TW)E;),7,KO=G*?#KS '@@X),8R4/S9P!@X
MMT1XC\45IU>|M\|XQW\QT(I:IE3#6)\O\4K-9>SR,I+&C.S9/.68;!W9BFA
MANRQ/6LFEF3&EH(M6\$*1\UG(N0:UH7.Y%ZL9*6;.1 MU0PW)V
HXY=XF@>IS!+KEE@"EEB,LB6@<>|Y-B\$7\R_)>|(\$^;*2N<8CZKYO
M,#Q6D)\4H1B5H0A?"\$6\$7H19:3(5*:0.^EI^YL3\CFZFPXS_CUYI%+SO_S/OW/W@^"\$=6'
M5V1,>9+SLLC->9*<\$\R ME2E _HJJ#QCI#ZCO=-O\9HF,/ #PTK:.P1O^!\5-M"?
YVI>|MR29O239|(|*#1,=UHN-3[,1+)D0-HESRJE(P)6'DJ)34-A7X6;8 MP4_?
W^S'UP'JQJU#T,3%%#28IBZF5EB##G2V:YWMDSJ_*"KT I3&:\O\GP7
M^"8O1W)Q28J\|L9RZGM\1R=_>.U70B,!9Q.0L8GH*<2"\4POOG\0^7E&QM(IC
MPG.|*%%^J7%*E4V\|^;N!\WB0Q2%#;4.T\$TSW0Y,W.DU)#M 8:OM5MVM57=/
MJK\7.K?5\37/7+8ZC6KV8&)&Q&8'&.B7@,S/<:\$.R\HZ\7:>B>UX00OS//: M.WZ
VF&S6AV@|DU3XFN8IF>82I'^7M>4@5H6\;HFB&PO=V\JR:W-H965TO!%J69
MHYG&#>J(HS7CW\420**7-.%B\|VES*Y\7\1+2+&X9!E0=6?>(JE&O*%+S<.
M>&;>Z&WN?!(%DNI M+_B34887\ 3R2_ ; UJ9VW#\|?H-^:Y%4RSUC E"7? MR\$PNQ\I
I00S.8XSR1CVS\|SAH09HDPOVA=V@8>BG,A65HZJPA20HM_-(2
ML>4017L'&>*ML"-73^"2Y MNDN4GYS<8L+15YSD@.X!\BYR#FB.)_D!_Y9A*
(K%F&=W1HF,|<^J&M CQ#GG MA"IO)UA!@CJH&4F@MS<@,4G>*G&_3VS;L&F&D\I
W\$"B8T M,)UF&%\17+\$<52Q'!K=S&LMW-,M5\BIE<|/@\S/\$2TI^Y"#0WY\4#KJ3D(I_
MFC@I'MIM?JA>*Y%AF,8>ZK#->7@37\|+>P'?S8QXPC,XJ=3|=I0Y\|L"DA
M4AD7:*ZY6VGNFB@H\QP-T7\CR,PBY\^Q4^_O;JV2"&:E*9L"XCA5ED'E\|S@
ML(YPIQ4:??;TPJ_*=O ZK;"QW%O_K7<.<K^P"S*AA5EPW/4_1E/X\|+'ZN
M*GZN_G_17S74\FZ\|M\|M8L85!K9F"INCPR^NO->TQG3JYKM!L!K=49WB.^B^?
MZHHC1V@V1\5F#%LEUW\$14&+L%/AN%Y16ZF/&,HN>SJAUFWA>'FJA.,+OWM
M@9P\|M8\0;-H\1AVSU+^306A*S2;HUHAAJT"Z\CR\|S65?W>W_18V1'6&BUL M%VG?
S\Z\JNWW*^#ZL_9UWP>MP9T\|V8\0;"IK!1D.SM(03@6C*S2;HUHRAJV*
MZ\B&&#:M\,\$@O+*.W0;9X\706\+.H!9U8;NJ<\PAU\;K1&=7 &.T.Q-I%IW M1L%9MI&
<*DM7:#9'M;*6E79<5U28NR\|S**=KCAD543H;VV^ZIWO>\P7A J4
MP%RY!9<#U52\|V\$PN\|D)E9C_VF4G)4G.Z!#P#K@W4_3ECJ\|E)!^S#CY(54;05QG*>#'\3V
KO=13=Z:@\I71ZEV;?\X64!D11TE^ M-E@4Q?)D.,QG"QD'^=MT*1/UF^LTBX-"?+
(KRP'\ZN@QNY)4L MOBP_9NK;L*,PU@F>9@F))\79X-W\HGP1Z5!->)K*._RUF=2GLJW-
/U>?GD_ M/QLXY8QD)&=%B0C4CUMY(:.H)*EY_%U#\XW\TK#\1^9XNJ\I-7),MR.5%&OT>
MSHO%V6 R('Y':RBXE-Z\ZNL3ZB:X"R\NI?/=09DMLJ+*Z-U0SB,%G_ M#\4@6@9*\$ZW
:T-Z*;!_X"!5QMXNWKP:P_-5P^CVF" TJ&X-AA7L5\JXHT
M"XI@>JE=ROK1RM: ^:%*5V6M APF965=%9GZ;:CLBJD(PHQ\#:*5)!|DD*\R
MJ*=R7*T9>OGA%7I P(9\7Z2I7Y/QT6*AS*&S.6\PY\9\8\|M\|D,5NR: |#Z
Y\0*O)++M\1S7A/J4+|C/A>| MFWM=I_ T\ QIWH7=G,F9,G>|S(U8>DTQ>A7/>|087S\|:?
ZKB/C7E5H\JJ+|_ M+I4#\KZ0SM\XSLC\W1XV\|JBC_R)F8@U@7RAMMC.(=H^C(I,
I:N(I LL97+<|14,@LB-3BK.Y=YN52\$*5!TAE *ZOOU8.\$,22,(V\$"!#R
M.VZR.SZH\CI&U@<2QI PCH0)\$,RHCZ.F/HZL5 _GM% 7?MU X\9\GFZU76E>
M0T>MMC;Q)AM=|<+JN6_Z=O'(D1\%T?8JX\Z-&H\&N"=-N"?6<+?NGKSG-T
M7#NU;Z:A- :E<2A-U+3VPN%3^D ;=UL*BKM_(R?_DGYWU79GO9.+I#\$HC4-I M
D4SBX#J(I 'U>SKZ:#*!\$EC4\J'T@2*9I:)%KA:TON88E+ M+E1=@M(8E,:A-
(&BF66B)2;W630F.\5WMJ%J%)3&H33A;DME(^>!U53K5JY=
MN,*NII.M&3J;*^FDX\|7W,V%1%\$.|^)0S\|M<0Y\|#,G*U9N1;)8='U\|+>2NC
MM3^W,YY0%0A*8U:A\(\$BF;N(=!*\$'4.:OFD4 D)2F-0&H?2!(IFEHF6FJA=
M:MIS^;13>V<;JBE!;1Q*\$S6M>U\$Q4ZB%(FI5&'HU^-\BH=UW\T1#52\$HC4-I M
D4S:T*K002P\CU1Z,8G*(U!;1Q*\$RB:629:QJ)V&6O?|K\|M'FW>8ML=|T\A

MHPXYU*P.C2#K<4L^C0Q:Z-/Z1MV5WVONZ@VA:4QJ\$T@:*9I:"U+7I8VA:%
M:EM0&H/2.)0F4#2S3+2V19!%V)3>V<JFU!:1Q*\$W1,VWJHZ6MIBSYA3Y;9
M!&EG+J%IM* T!J5Q*\$V@:&::M>A&#VNG%H6*=% :@J(XE"90-//A%"W2><^R
M7U:#S1X3PMHWM/V:K4;?& UQ>Z! =Z*A,AN4QJ\$T M@:*9-:\$5.>^PMFYY4)\$2F-0&H?
2!(IFEDGKV<1GV;KE;6HVE1?I(YH !1 MAQSJ4%=@=FL'64I=GEHIZINF=U!>[RH7'50R@I
(XE"90-+,4M!#GC0ZK/4-% M.BB-06D<2A,HFEDF6J3SK.K.WNT9JK5!:0Q*XU".J&F!-
'TMH'EV:U'T^JZ M6<&Y'=JEU E#4KC4)I T*=% :@J(XE"90-+-,M\$CGV7?&
M! =O@H5H;E;:- ZEB9JVV- ROM;0?+N&UJ?'IQ9@I+IYAI*8U:A)(\$BF;6 MA!;E?/>@%@
?JM-!:0Q*XU":0-',M\$ZG6_?;?G E!3VJN^YZ=L ONG<5=
M?*H3U'3=GMVSM>REV^707HVP)V4&+O+WA<@5#Z#TCB4)E TLQ1;J_R#ZM/
M0P4I*(U!:1Q*\$RB:629:L//M.^?V! =0W0U*8U:A)\$36NO-50/> U;+PB-
M9793OMWTWX(MLILPR4DDKY4KY^V1FFZV?MWK^DN1+JO7DWY+BR*
JX!+&>GN!#J02P,\$% @ +H1G6>DC?07E @ @@D !D !X;"JW;W)K
M&ULQ59=;JHP%/TK5E9-(&U-2/BH.HBT@JHAM5-7 MVNYAVH-)+L2J8Z>V
^V_WJ639K!2M&I(>R%V?, AGG.O8P_74MWK#,"0QYP+ M/?(R8XI3W! =)!CG5QI(
@2L+J7)J< *J6OBX4T-2!Y<6N#E^9C|WVE'+G&H82_Z=I28;>2<>26%!2VZNY?
H+U'IZEB^1 M7+M?LJYC X|DI38RK|&80EA)I- M-')_E4)!4BK%Q)*
<4NX&DDRPAQ(T^7&!/&1J(-< =_D3'=? M Y%M^=-M_.GN;8O?
_NR266'I#FN_U*OX)#K!9EYMIO|RJ-L9D)J@K;1Z35J! M_6E)W*%<:KM|M08L5>L:-+--
:_M'DO^*)_8T3TMY.+JE;J\$)AP6" M@N,!MI*J30QJ8F3A#LVY-'@\$NV&&ER10-
@#7%U*:YXD|AYMK5_P+4\$L#!!0 M ("Z\$9UE_,T-09P8 -0N 9 >&PO=VJR:W-
H965T.@29JL XM5B1H|S8="Q4\$EV13HA
M/WZ4K(A613&V>OL22|Z|1_<>B>31,>38GGA=-/'UQG=YM5/7%=#'?
LCM^P!6G|<=2GTU;E%6:|T*F MHD E7Y|WN"SA,ZJA#KB<|H?
Y,\$QJEJY%>)+=?N=3IQJHIXQI>J@F#ZXYY? M|BRKD'0=7QO0270-*O'P^ G|JFY>-
W/!)+|4V3_I2FW.)_\$K?B;|3)U+1|
MY\$U#086W%)FL_Z*)M;H.5.*I\$WR;J"/"WVG^Q;0\1! 08'\$DB30(Y-H\$T"
M/3;:Q+|FIE|*S4/"5-L_2_% RJK:(U6'=1DUMFZ_2H|ON-*O5_4YVG%E(>J|0\8A02;|TIR=|
MJ=-QG4XMZ+WW|!H?>'C1Y(L 0(K\$,=;FC+O3%)9;Q(H56NDG>UV* M7;|.01=I(W
/%-9 U31YO|#8PS|V/&|^O3|DIQ|9XY"\$O<#\$6=O(SOVV<_^(MSA6ZXBM>ZD?
G>G^%F@RA-KP<9F(!ST1|S9+*)D)OJ1./*BH,^\$L:13 0M M\$X&3B;=?=ZEZ1)
(O=V6J4BY?H74UE|U7H^3N5RG MX;|M.#QROLA2=IMF==/622.\$G#0@P1(@L Y_4&F
0QZ0|29U4C>X|;GF-GSW_MBE140E"WO=+/3|4PK_BM MLO4>|T>|AW'H|WNW1NJYI-
^|L|J10<_:WF?/3)5E^:AO="54=EKU_(?>|WN> M|?&QC0\$GWJGC!A(L 0+K|
(@|HR*|UZ!H"11:E|!#%8ZAY\$J#%!RA M5RRA X+%7=
|8|HW.Q4XM^".:I4\$^1K180@=4B|O8E860!2 MG U1D&@)%%J73".L0|P-
0TU(8_2+0\$JW+GQ'1V*VB;UKYC#8!6R\$E4,Y4 M! =6CE_B;1X'6G&E+--#T2
MCHU,W#6.Y.\$&/-G+ Q7(4&A=,HU)AC "@52L0U_D&@)%%J70P,GV:VPWPM6
MZ%6KX-87>|)7QF\$0>IA:IAY;|B1F6^9>MQ%C6W:Z&A"@98L JJ?0=\$2*+0N
MB48_\$|>??(I!1"R^|(!#9 ^U6D3N L<28 0P<0O@@@Y_(GC>(W%@G/TB@?C,4
M6I='(Z+)|L>ZT:PH'=:9!T1(HM"Y_1H 3MSM|@D=\$^M|SD\$=D"1WPB-SEC6W? M2&?
BELX_X!&10EH>|H@LH0,>D;OL3|2J'UAYEQ8297RMX;W7D7ZPR_T6ZOV)\$MMZ4_&M-
M!>&&_UF5@7H_Z^%4\$|GU3|E=B|XG|02P,\$% @ +H1G670T%Q)!@ MG2T!D
!X;"JW;W)K&ULO9I;JLV%,> "N\$5 M0PL4.6^Z=8Z!Q4&Q
"L0-.WV.,Q!L9E8B"2Z\$ATWQ3|!%D5=2&ER)&2A|BR M#H_.Y"4?CS4XL"3AW3+F #?
HS!..SV=;(78?YO-TO661GY|Q'8OEF3N>1+Z0 MA|G|/-TES_-DC:)PCB&TYY\$?
Q+/E(O_M.EDN^%Z\$0SW|&'%?6R M!KG%7P\$|D)7O()RR_E#="G"U.9_!+ "
(6LK7(7/CRXY&M6!AFGF0/^;BI9A;V4K'OX=;;3V?;.;P(;=?M0?;.'/U@AR,K|K7F8YO_!
MH;"%_|#>IX)'16.9013\$QT_>Y&(2@.,#0UPT0_MP\$I&I!*L&V|\$(L|LIU8?F;W^|
7/'D"GWPA6)*"MY=, M^\$X#KP!00R^;/D^|>-NI@+>;VLU7Q=^+XX^L8&WS=L=P8(?
|PQ!1|O;D\$ M;| ^|T|A9=;NY9&OI!N5NB-[-7*HNI>-2.L|4H/?%8|3'@8;7|"-3EQGZVQZ M?
4AW_IJ=S^3|25GRR&;+7W|!-OQ-)W\$D9S6AI!1*6 C)F#D9S5C!:=VM4B MM|K(K>|(-Y8
=%KH1|J6-23H>8YM-T+7V5D8VD0?NEV&;O?L"B2@XQ|VP?B
M";Q\$B*T)D&+LDH:0MIWG40|Z>AU.J<;9V@7^(TOD8ZXK9J<|'K3)U|EU)-M
M@W8'C/@DF^_#-'4#U:X>G#_P0|Q>5:@F!3D<\$08Y.D"BV@TSKE&?A<-V,"EE.,WR|8?
6. M6P|?/?1Q_YX#|P(?DO!%=75^#C/@R?P/56_K !5|V_V_%Y8"OO|40H(D"3
M(0\$:E0G&|E;|@Z("-H6O,_0.XCVD1KYV:Q.F%\$0"&V2VC#@M\$MNAM#G4-786
M=BUH&.D*&M XU#!<69L5;,#G<&9*&)!N*|)@9V9&-JJ

MG@G%2'@<1AJN6LM%L'GG[36KZZJ42[KAZ4L2@!7?QR)@J42G^\$\$X[A5DRDH
M"2M*PI-1\$AZ5DL;R5L^#HB0!6?\$\$ZZHG!-VJ-663Z!%#<"%0KAZ0HH6%,9
M03+!2E1%^+H2BNLZR%:ZP(IW\&L54;"FBJ(7HRNW=(E14(GJ*1@38E\$'BN
MEM(5N"(7/'\$U!10**;2Y^C484A-18H4G>.J*"M;72BAN/6H-M1=J>+H2Q1GD
M=8LJ1%\K:4LR&)HE*6 @TQ55B*&HXK7"-Q@BP_V5*"X@/5PP= TM+6Z9/!^6 MK8(?
TFX?;V0>=@F/=@*L>9*P?(LOW^F3/2Y//;9Jj%V)ZJ(L:K:16RG51K3
MV+D(0VJ87*2RQJ+Y#%ZNZ@RW,:DTI\$>KB6B[K*FHQZJN1SW52<|S?_#">D)N
M;5.!31S2JJ'KJ* @G30UI4/! G@\$/7*)>+OXVKP^N)^AJ2H(:\KL,ZNK5(Q! MHJVI3-
+U=JM++>2X-FSF1&."9<8BA5\$L0KI9I5Z4L0K#81C3%D%OJK#=#K.& MT6J75ZU A_2
SH"RTR3=[K:ZDSH6|HH|?3H|UZ.V:2XH2B+/H*2LHT-6Z!|0 MS?54:?
7IRS&M_NTSJ^~^*WRBW?C46L0/W0;HC|T83N6MWHV%'E1--4"GW8R MW>
|C.2MG@>%<'1DA'MFQ8HJ:(O8%FU.9IV=A6UJF,Q441GMIK+)M@>*ZS:V
M03!LKDAU=A|SQ#,HJIS/TLUGK|0-4D31V:QO2: Z>QLEQ+#ZH(J
*.#JSB841|S3JTTQCKYZ-&K-WCZSHZYY MY=W9L7E3WYR\2H+|V0R>.(FD!S?!3X>" +
|+7Z>|Y4+P*/^Z9;XDWLQ MGK_C7/P\R-|0+=_(7OX/4\$L#!0 ("Z\$9UGN|;&P9_,'<7-
M>&POW#"@.5V/?DG'ML7^>C@U*O!+N?;Z:|929D.?3G M6A>?
@J'^F&GB7GV#4QT>BC|UF|<9ZPH?|X|?|7(M8.*\$6,'
ML4V)Y>MUW&:WW>+T|+ #UV;|'Z|KUNHB|+7,8F2#D;;;E!W61CP9I+MM:)|X-
M&'V.;>^)BJ\$ _IH)/% =62C,N5C;F4YU|@X_4RWM)?IQLI5)2F;IC%4-ZV,
|8#^HK5WI3M04K7*_A3KK|L MS!'DU8=297>*I7Q9|9=I8P!3#W%U6A1B|5GPFF-
)|N1GXXK6CRPI5Z7TS+%/7=/T/_G><9DTQ1L6G:U/XQS_*K
M'9/>6UFNKB|AIT>ZP>.8S=Y??PF27S!NO'M6,W>1+|IG|*)D^A)GMO=F5_
MB(<9^C_@G4BT2;W)@ @O-9=V;|R1A M|MDCMI'7=" +8MKXY/V\$|70C|T(!#OVU_9PE?
9'%SUAU,1'U6V_X&PPNCY@7* MY.(R84N6C.NNFDVJIF<.)FO|
<(NZ1Q3\$@483;Z'CL=C+%YBR+X<:\$/>|2..W:N-Y0\$&M@I8
M|4!^=OZH*3>'\$%A5S!NV@W\$DCC\$\$.M%=HU&\$S\$X\$7_?Z8+N\$D#AV(X"Y'1"" M(-;
<01S !XPA)#J/KAS/PK6|ZF@_5?|Z"|02P,\$% @ +H1G69>*NQS M \$P(L !?
3T|\$MP>:4#M.*2VBZD8_1!2:5K5N%(MB6/ M:(7->=I3W;+T|!;X"O
M.DQQ0FE(2S.,|W2?S+WPPU1>5*(Y5;&GC3Y?YVX\$G1H2)8%H%R=.B':5-
M'^7*E&^M_L6ADXLK"ND0\$VW7+J
MUTDRJ^4"DTIC8Z/LVDCM9F|>;V|UJV;X@T;5!FT-;"SV_%9JT?_W_%N4SQH
MK^|UK<.WDTG_0583T6BC&_U=52>3XXGP*_OXNW7ZNS5!UO/2V;H^F07Z2|H|?
\$^3|G020DTEV#!=<.:=#?T9_?0F,#PI.WFRUP5|J.BAW M+H-
ZYVR|UF;970;N8HINHX_#|G;3Q%?N_X31+A:Z5.>V;|MEPB:..3M4=H/\$K MO?
83862C3B9G|D\$Y<2N7JKLI^"M7U>8& Y"A<+E7&@ZXJZIGY.00E3)>50*^
M>5OK"C@J|5;6TI1*(.B(@.(P."/EWA"!C C(^.2\PX&?(LB\$@P."#F(9\$I
MIH>\$C!%D1D!FAX1,\$&1.0.:A\$P19\$% %KR0|9H/LF|\$+,|=)H^)DT09R6 MI6U-T
CR)0'YDA?RRCPH'|J3Q%R5K=-!*X^|&J#S_FA;NVT@Q@2*\$P&^6T
MKNUC+P_XN3ASJM)!7%OOA_&B=#)C|LFUDL|H*&_F,5QKM;6ZS#@H10Q8W;\$
MQ|""%.6M=41QB3,L&,604?K#G2!HH)\$(*X,J5M5_||77=N1:GS)04
M(F8I7\$AGNN8K;B&\$_6/'9)0A(O:;HX&J%&H1I9.(62>C:;%X\4D"QK
U4V*)F,72Y|>C5)1'(F:/\$(ERQXI' M-2B/Q-
S%19\|CT4OIB02,TMDFS6/|E'JB)G5|3QI'@4DQZF8|:\$OCWX"Q9B4
M2F+VH2HBG18O,"8EDYA9)F32.AR;|P2,_N\$3%J'F)1/8F:?!":MH|V'DDG,
M+!,B>WW>;5-VB9GM,H!CD4SH>R2,-ME-Y4=1:1,DS";AD|%\!T0GDG8?;.
M>"IV)\$X;ZX+^CC\$|^R3,|MF+64'ZHRW&.)=)F.U#1G/07R:4?1+V4F8<|YV#
M_DC|B3\$|^R3,J|&C.6A"E'T29OL|U0GG*DA=#_H?2C@)LW"H.N%(S#\$F)9SD
M@.4,/&D|M4@))V46#HDYG &EI),>;A8%, '&+22GH,S2H3'Q+&A*22=EE@Z-
MB>=!4THZ*;-T.;P,8Y+3||S2H5OZ!<:DI),R2^=IX.)':F%D#>GZYE*PA3\$I
MZ:3;L&).RD+9SOIDZQ|HCRKH:7&8'V!2%LJ8+80PQ|HZQJ0LE#%;:'=D<#?3
MS"C_9,S^V3LRN'G|&)/R3W:@A0!/CQ|CD@O\$#KD>0.#H(SR3|: ^1HS ""3\$ M&>6?
C'MQP,C"A=\$&1-DG8|8//1B,L_:6A||=,H^.;-|.;S!0Z<5YY1_R8JMJDZCN|
(L2M)N0>NBK>LSV/?17%M9;?|.;?N?=6_!5!+ P04 " N MA&=9(!6^\$(0" F,@ &@
'AL+UJR96QS+W=O#8|0/2K'MIQWYV&W?X|+ #Z.A|P:G;C>/X1PK#>U6,|/'3G>KH<
MV73|L1TORWX;SNWZO=W6(C,NEA_Y^10A=#|S|?YKO|SL=MLINOZLUO_/M;3
M^(-!X4_7OP^|6L=F|=KVVSJNFO!QN.T>PG43'RZ3F|7+VZKI7|YB\$^8.\$@B2
M^8,4@G3^H 1!;?X@@R";A@AR.1P.N(8\$<"L2.2'0G,CHAV)%
I(MN1P.V(<\$<"N2/2'0GLCHAW)-!;

M4&AT%M0;R'06R8/VP1Z"^HM!'H+ZBT\$>@OJ+01Z"^HM!'H+ZBT\$>@OJ+01Z
M"^HM!'HKZJT\$>BOJK01Z*^JM!'KKY&4)@=Z*>BN!WHIZ*X'>BGHK@=Z*>BN!
MWHIZ*X'>BGHK@=X)4X\$>B?4.Q'HG5#01*!W0KT3@=Y\K*;0.^\$>B<"01/J
MG0CT3JAW(M[H=Z)0.^\$>B<"00WU-@*]#?4VKT-138"00WU-@*]#?4V KUM
MAK&20&]#08U;T.]C4!00IV-0&]#08U;T>]G4!01IV=0&]09U;T>]G4!O
M1IV=0&]09U;Y_!;\$* @MZ/>3J"WHIY.H+>CWDZ@=T:;X'>&?7.!IGU#L3
MZ)U1|TR@=T:;X'>&?7.!IGU#L3Z)TG/PL2Z)U1|TR@=T:;X'>!?4N!'H7
MU+L0Z%U0|T* @=T&]X'>!?4N!'H7U+M|H|H#^'FHPZWG:XW7_TZJQ\NY|7;Y
MZ_)KY^2&NN(<|BN&Y|J02P,\$% @ +H1G68ENS'XK @ NS !, !;
M0VIN=&5N=%|4>7!E&ULS=M;MLP\$(AJQC;!H8L4J34(LZF|;:-HA=@
M)3H6K#^03.K':^_ OXX6;Z|MW@MAD^A.EC
MEOEZ;WOCTW&R0US9C:XW(7YU=JEDZH.YLYG8;'16CT.P0UB'N49R<_W9|LQ| M%U9?
C0%GWX|/#-G&V|GJTVGCG+5-S#1U;6U"7,1>AN:/E/530AI/+GO|OIW|
M5=R09*|FS"M_#W@Z|^W!.MGY\$J_T.YV;6V;ML;
|OXY'43|Z:QN^M#7V7GHI>G4|.18;MZ3._.'|I/EL>E|_Q|S-^J?_
M/|2D#PGIHX#TH2!|:.\$@?):2/"M+!T@?^8;2"\$74G\$)J3C\$UIZ":4U3-*.SF
M%%=S"JPY159!D5509!44605%5D&155!D%119!45609%54&25%%DE159)D552
M9)44625%5DF155)DE119)476@B)K09&UH,A:4&0M*+(6%%D+BJP%1=:"(FM!
MD5519%44615%5D6155%D5119%45619%54615%%DU159-D5539-44635%5DV1 M55-
DU119-45639&ULA:4F0M*.*6%%E+BJPE1=:2(FM)D;6DR%I29*THLE84
M62N*K!5%UHHB: 4_9?TQCH=_'||T|ZTPW-^MOQG X>874\$L! A0#% @
M+H1G60=!36*! L0 ! (! &108U!R;W!S+V%P M<"YX;6Q02P\$"% ,4 " NA&=9=Y6)C.| K @
\$0 M@ &O 9&|C4')O<,'08V|R92YX;6Q02P\$"% ,4 " NA&=9F5R<(O & M "<)P \$P @ '- 0
>&PO=&AE;64O=&AE;64Q+GAM;%!+ M 0(4 Q0 ("Z\$9UG^4H5TL@4 *P> 8 " @0X(!X
M;"|W;W)K&PO=V|R:W-H965T&UL4\$L! A0#% @ +H1G66RYGQ8I P 7@H !@ ("! MXA4
'AL+W=O&PO=V|R:W-H965T&UL4\$L! A0#% @ M+H1G62U3%2X|"@ %%, !@ ("! U24
'AL+W=O&PO=V|R M:W-H965T&UL4\$L! A0#% @ +H1G60XY)/Y-'P XUL M !@ ("! 3#T
'AL+W=O&UL4\$L! A0#% @ +H1G632ZI"L" M! D@@ !D ("!=FH 'AL+W=O&PO=V|R:W-
H965T&UL4\$L! A0#% @ +H1G6:W JD_7 P C@@ !D M ("! 9T 'AL+W=O&PO=V|R M:W-
H965T&UL M4\$L! A0#% @ +H1G61L(L|+E!0 J@T !D ("! OZ@ M 'AL+W=O&PO=V|R:W-
H965T&UL4\$L! A0#% @ M+H1G6:|C1;YR!@ G T !D ("! |+L 'AL+W=O&PO=V|R:W-
H965T&UL4\$L! A0#% @ +H1G60;ZCZM# @ B@8 !D M ("!=^L 'AL+W=O&PO=V|R:W-H
M965T&UL4\$L! M A0#% @ +H1G6<9K?CH1! J @ !D ("! 410! 'AL M+W=O&PO=V|R:W-
H965T&UL4\$L! A0#% @ +H1G M63YDTZW% @ _04 !D ("! FCH! 'AL+W=O&PO=V|R:W-
H965T&UL4\$L! A0#% @ +H1G68|H3@(|P S08 M !D ("! KD0! 'AL+W=O&PO=V|R:W-
H965T ME@8 #,. 9 " @<-+ 0!X;"|W;W)K&UL4\$L! A0#% @ +H1G68GCQUES P Y @ !D M
("! D%(! 'AL+W=O&PO=V|R:W-H965T M 9 M " @4); 0!X;"|W;W)K&UL4\$L! A0# M% @
+H1G60QU(89! ?PL !D ("! A&0! 'AL+W=O M@# I M\$ &0 @('4: \$ >&PO=V|R:W-
H965T&UL4\$L! A0#% @ +H1G61J, MF_<0" _4@ !D ("! !0! 'AL+W=O&PO=V|R:W-
H965T&UL4\$L! A0#% @ +H1G69|@?;3 P I!0 !D M ("!)D! 'AL+W=O&PO M=V|R:W-
H965T3 9 " @;B8 0!X;"|W;W)K&UL4\$L! A0#% @ +H1G6:218Q,+ P *H !D ("! M&ZH!
'AL+W=O&PO=V|R:W-H965T&UL4\$L! A0#% M @ +H1G6?W=@N4U" QD\$!D ("! "\$
'AL+W=O&PO=V|R:W-H965T&UL4\$L! A0#% @ +H1G612A\$B#R @ _P@ !D M ("! QD\$"
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("! U\$H" M 'AL+W=O&PO=V|R:W-H965T&UL4\$L! A0#% @ M+H1G6>OV3C|>!@ S" T !D
("! ^U0" 'AL+W=O&PO=V|R:W-H965T&UL4\$L! A0#% @ +H1G63A;E=\$| P J L !D M
("! T," 'AL+W=O&PO=V|R:W-H M965T&UL4\$L! M A0#% @ +H1G683|W*)T!@)QL !D
("! -8(" 'AL M+W=O&PO=V|R:W-H965T&UL4\$L! A0#% @ +H1G M69YRM(KK P R!(!D
("! |Y(" 'AL+W=O&PO=V|R:W-H965T&UL4\$L! A0#% @ +H1G66(KOYVV P 8PP M !D
("! J0" 'AL+W=O%P &0 @(%;J (M>&PO=V|R:W-H965T&UL4\$L! A0#% @ +H1G6>DC?
07E @ @@D !D M ("! |0" 'AL+W=O&PO=V|R:W-H965T MR08)TM 9 M " @2F^
@!X;"|W;W)K&UL4\$L! A0# M% @ +H1G6>|UL;!D P =Q< T (!*<4" 'AL+W-T
M>6QE&PO=V|R:V)O;VLN>&UL4\$L! A0#% M @ +H1G62 50A"\$ @)C(!H (!|<|"
'AL+U|R96QS M+W=O XML 107 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)
fe=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)
fa.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}
XML 108 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 110 FilingSummary.xml IDEA: XBRL
DOCUMENT 3.24.3 html 1087 439 1 false 117 0 false 11 false false R1.htm 0000001-
Document - Cover Page Sheet http://tcbk.com/role/CoverPage Cover Page Cover 1 false
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http://tcbk.com/role/CondensedConsolidatedBalanceSheets Condensed Consolidated
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"http://tcbk.com/role/AllowanceforCreditLossesAnalysisofPastDueandNonaccrualLoansD
"http://tcbk.com/role/AllowanceforCreditLossesEffectofLoanModificationDetail",
"http://tcbk.com/role/AllowanceforCreditLossesScheduleCreditQualityIndicatorsDetail",
"http://tcbk.com/role/AllowanceforCreditLossesScheduleofNonAccrualLoansDetail",
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company for purposes such as seasonal working capital needs, inventory financing,
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expending a portion of its resources to meet the terms thereof, and (2) is exposed to
potential losses or, less frequently, gains, arising from (a) possible claims against a
company's resources due to future performance under contract terms, and (b) possible
losses or likely gains from uncertainties that will ultimately be resolved when one or

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 interest on deposit liabilities; securities, mortgage loans or other financial instruments
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10-KT or other fiscal year statements having FY." } } }, "auth_ref": { } },
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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." } } }, "auth_ref":
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for all other submission types: the end of the reporting or transition period. The format
of the date is YYYY-MM-DD." } } }, "auth_ref": { } }, "dei_DocumentQuarterlyReport": {
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], "lang": { "en-us": { "role": { "terseLabel": "Doubtful/Loss", "label": "Doubtful
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weaknesses inherent in those classified as substandard, with the added characteristic
that the weaknesses make collection or liquidation in full, on the basis of currently
existing facts, conditions, and values, highly questionable and improbable." } } }],
"auth_ref": ["r135", "r136", "r137", "r1119"] },
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Share [Abstract]" } } }], "auth_ref": [] }, "us-gaap_EarningsPerShareBasic": {
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period." } } }], "auth_ref": ["r236", "r255", "r256", "r257", "r258", "r259", "r260",
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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." } } }], "auth_ref": [
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 "Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet
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 nonvested award under share-based payment arrangement. Excludes share and unit
 options." } } }, "auth_ref": { "r1171" } }, "us-gaap_EmployeeStockMember": {
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 corporation can purchase the corporation's stock." } } }, "auth_ref": { } }, "us-
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 arrangement granting right, subject to vesting and other restrictions, to purchase or
 sell certain number of shares at predetermined price for specified period of time." } }
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 Stock, Shares Outstanding", "documentation": "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." } }
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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." } } },
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sequence number may contain 1-8 digits, the optional suffix may contain 1-4
characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] },
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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." } } }, "auth_ref": ["r922"] },
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of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": {
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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)." } } },
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Name", "documentation": "The exact name of the entity filing the report as specified in
its charter, which is required by forms filed with the SEC." } } }, "auth_ref": ["r922"]
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Shell Company", "label": "Entity Shell Company", "documentation": "Boolean flag that
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Act." } } }, "auth_ref": ["r922"] }, "dei_EntitySmallBusiness": { "xbrltype":

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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
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foreseeable future, or until maturity or payoff, including commercial and consumer
loans, whether domestic or foreign, which may consist of: (a) industrial and
agricultural; (b) real estate; and (c) real estate construction loans; (d) trade financing;
(e) lease financing; (f) home equity lines-of-credit; (g) automobile and other vehicle
loans; and (h) credit card and other revolving-type loans and (2) loans and leases held-
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 known amounts of cash and so near their maturity that they present insignificant risk
 of changes in value because of changes in interest rates. Generally, only investments
 with original maturities of three months or less qualify under that definition. Original
 maturity means original maturity to the entity holding the investment. For example,
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MWWR=%Q^_*JDO0'OW-/V_F=2\$N=LIO)ZW1"9;SU|W&?|G6L8!-<_NBG|&T"Z
M774!;M6|ALY(AG^6%THPJ0QZQWJ81\$G_+8+*PFFO|H"#TI M)2>0+ZJE-
GVET02EPF6PPZ):*OYU|2O_ |U>4C752O.2ZD(/XICS^T78M?Q06 M:3%
(.!.PE/B_?"W1ZK*"F| M|S,/'%MF&-
\$#Z_2A|I*'PL&@-3@|P(T7:C*V!E6RTLT;FZ|3GS"%@YE&)X|E
M,Z.%XD*X1EE:7RF9U^_ 7&;86PPO)FBU=HBTGXQ'FZP*C E3Z"GH63L619LW77|
(E+%E>S)@.AJ|I6)GCO(?/ M44ZC78<.-4;)S*AYX6KTKA>484J1\$/^IM@N\$FM69;H&)3H-
5_M_ ,|^+5& A M# =82AD2R!WX,J\$'X|P6QAE-UKH0BG,(7?
MI7F8X:\$*XIYAN&C+>;,3<&L|FS;?)LFSS;_>?97@TRSS9DE)I5 M?&.*=>O|3F_+,-,?
X)34:ZENVP;_157CV-:QE>V9=,LT %|T&P'"#:8R@K|XO1L0'+-6T^+66B;
B.WS."8,\$_6(=98 M5 +MDN?M\$:EBX/>3FLTED\$#VO47RC*+6'9T|+""J
MGV#,,=WMU2*:+\$%L27SIR@*A29DPD0H(=FCA!_244MJ,>^SDVC, LC@N3GI."
MTQ),T6H'M10H1BQ,#5/=9(CGD;QSG,K6/"\$Y/G:'P(@P?)0>@NUCS M^^WMOER?
^DN&H_Z>CI^_(N;'I4MBBI@|V70R^B!|T)58K-\$F&|W9ZP.|5E0
M@15^_"6R'2O3=8').Q| M8|9*W5H@C#875ZJT-?H&9"VFL8<54UB2X|_
\$QZ#8=\$*RKP%.G2749(C33=B' ME-/4<2+ELU@?^>.T=BF75:Z+8.); "G5/G?
7VI1W6G%SFUQ@,7>^4M&J^ MD)&%V37"N||+|T 2URK|2#F|G-HJ@<)>7';=Q;A#!H'*M?
NVC MR?E^*?: %3(_NE;XC(USXP<(N2EKDU-M%|P%(Y0HR_;;EHEGICVMJH86
MJL,*9N(_6_CAD +SHV6 XA6<^HM*Z1 M<1O@CU"Z2XVPX&;VUC&6#3%OU%DJ4
KXUR|);0LV.\$YJ8B=J.F=F_4N|
M_K<: @.V#@!"P|DDNU4/HM9HWM^7GME|MR|UT*T!;AIY/92YJ|)%>E;"EF^
MQ));=O|SROY/=S.12 U|EV-L|_ |JWM.>(PR^/VX|8F%XY\$FGX*MY|M@X625
M:7|H*'8ZI=0G" _8%25XS44C&;2>:FC"Z8;\$O?;)VQQ|%KDA7P1QI586-(T6R
MUJF=MJT@41PX*4VU#B^!B9)TL6*-7W;8"74ME M; S88_6LYN 'JC*22,'Q=-
VXS'G;9#4W6,A7G9GPIK M|A'5;0388!.-OKP4QQ1U0/;| ^2:|V+S;)14.= %7D^PY02V|EE|!
<;Y8"PQ-MZ.9RC!BPO_4GO59'#6IN%?
PL|>SDRWDF*!1(+8Q,6N#EUL=MF.E7>V_V|HD8 M|) G_L6;O9?|^"/A|N3-
2.BUV;V,S(0S|T=LF)+@5&2\$?' +5@&5RU0&C%3%M
MD|C*Q'9EDL;*B#E2R0)IX|:V5HO(+N3J1_GL:8T
3|WQJ'E:(X8|1T|_|E;F+;I&,UF1*38@JGI::+I9K;,)7'?Z#-CP-)Z (B&CT2H<('..Z7S2U>|H-
(Y0_ (R1O" M8|(YB@.E&|P>@(|ZCX KU|M|=NK?J5ZX+(#XNR=JA1\$2<&
|= =420#@<|W\$RPK4 <;1)A|(\$@A>#-- M9@FGJ\$9N5_A+|*>DE!9=O53-+Q*D-
6S"3I_VL&;@++ #1E5YE,#*FQ9E^C(-
MX|AKGP34MFHD/SEF=%S|Q|X|HRO)%GZ52|:/4Q@7R\$?A>?2
M%+|F&36Z(TLX,A50K9I6YKGRURFV>7E;Y, 'BR|R;!'^Z8'H@">-A(?+"\$?Z
M/\$V<2>8(*. _*VL%=|!EMF|J0I|/U\$|W>7(!^;EMLZ#C1R*'3')F|SF;J.1ZR/>)F6L|LV>NS|
96)?)N64J\$;UK@|HDR5F?2@BN3H4YF,'=|N>/|+.M M)2|@2*^FFM|)2&XZF4N-
>BL4&^A6O.TD06P%>HJ_ZBR05M?U" M? !X#OX67@_ '/(%CPJA*
N02; &3<*EU1.XZR"V9|.#ZE> @6KJ.2D+/APB, MSV\$.PA%E90_&AB36|HN3\$-@4+*.

J)Y_NT)/8M*JXG"/@-M(VPOQ7721ES,G/M&R3^|8CW_M-QK^6-%J%/,+*6|
)YTU)+*/<*VD^ICE(/,J?)F.V4-0D6<-7V MR(N?HKCZN6)&*NM*
|R.\$+Y>.,Y9KO%J,E\$BR#,-"@L+60R7E|B'Y48^)|32Q
M)'?:Q7H,3BOR5W7A7UO&,\$)\$QRGGKW5LKG3J6N A6\FV5TGB|QB@|)\$MTB=E^
MBK"TSQC9:*FP9&!H;PC>MP'I_#P,DRZ'".?(<^,_,2Z|=#^L_X@ MQ?|A.|^/,9=B=
|'"0)ZZD;QR_|+W5_6K+^|'"H@;|03D/(OQ;R\$DB12HB'SL&N(439-
(J)Z)@/@|B;&0PF)DTN)1!U& MA&E0XY3Z-3B|+17B6AT;% "UK| V?
FJ|P'ZXWOY.7M)'%\$,D%=KCC,|6F(PE? M5K9ZITST*=8J<\$"A|*,G?' A.O|6,AB,
%9ZT,S|6Q4YWV%2='J82TXQES J M+/U.Q+94L1&_B3WF| W/9;9\$LHSZP30W+[5++L#|
?<(\$IH3R4&A; M@;<0;|@2VB48N"0?%B_55!U^V903696N;2S")?
=WTOB6R4+S^|F<&3TT#48M MT6|<4X\$/EY'QB S_CB47%MU2FI2XF|=L1TA'UF1\$FXF,
(09 V@IU?CF>|:U\$
M&H4FX8|U>F\$*&'1"KFN.>'1D53FY'"%*F8(XA^LCLV(FJKI7*.\$GKIU5U>83^ M-+!R\$?
LHSA3/,09,%,JPG34"-: "(IS5F:B THRA M.) (R,./\$F
M3+P)\$|/|3+P_R#"QOVN>^_ (7*3P,UF14',S|5(R33|\$!XYA=-RCFCG*2MF)-
M?./3|M|_8NF#000DG?M%K\$>F@G78'.|]=8XX) #F-|@)6>'#-9HT!&#YKY(.AJ8ZQ'Q
MV6OZ)+S*%??U4F)P^P5+ M(%:Z*,2V!Z4|/0-J%DP5AFS\$"FL46LA@|5>25;G=6GH ?
QPYJI-V@> MY=Z';L)XFI(OD74|_9-B|=FQUPM|O@&N7I_%W:\$1A#JWR4@T>O=-
%_Y)Z|1 M.IN?H^,|!|96_|!^VWLL^HD=+_&|@_P1|B)60V?@9_|TG8YH+7,XK
M|.ZS*BP25-OR^*NX|^ WG+4W)|?G,'LCH<(#'U@H<)"*
(KO+&);,INI&AM71!%FXH|^8(PF3OZDOFTKTD F M\$?0R*9+')8O|X|TG(HP@,A?
DW#!SD\$|!7/%0>"!R"2>FN17FN|OD4|78F>*Q MMO7|V?9&>+Y-
X3\$(:O\$,K@YV'HE; &6\$?&'R8HXH5FQ*>X!-Y"4:O_.DY>O M<|C-"O/Y M&05Q3W3
G<^2=PISFC5NHL4BQ\$NI\$^FJV/8Q>)9M1;|=|3C5X
M5YPY@^=/%16MA*EN.B&EE&#&Q>0E"V"/ ?|Z!#IN((4P|.T4&^W|+6ZPMI-B
M)|K@IQ;YO&!#DH7<1R;.*REU;OC96F<_"J7L.QIB^P)|!%#3QI!CSJ;JV|+B
M0\$HE\$J\$=;R9J94@;;?NK%=>V@|L1X,||(!F4Y(W3< #)G A10J6+7(8L!R> MNJ!%&R6?
J#2_BJ|CIP>T-1SN(4:L=IZ&K8*JSH,&XQC199XSX(BJWW"";9O3 M7!|K|CB18Y#>
|9_,^C3\$8C6'OLH)Q%FU@^SJ(2/!.CG9J5Z3R4%@U23AGZKL M
GFJ.'#2_7*BM"";|LUSV4@I\$|":4GQ/P*.6;;UF9(2OU!8R#1CI@M|';C4
MW#9THX&4O^T@50G1G|HEDT'/'V04X;|QOVI'1OI6..JYE5;W8#0MMOF&=- M,(R0O#
>&1Z@|CBL(BL\$)GWJ6=7RXC9=DH63@E;)/RY(#:CDV|PZ|,6D|2
M=TE_MHT#*EK^JNB._B_1?U|)+S:U5VE*Z^TW;"+ED5F&D&61CZ|:U)"35=7
MKC>: ^ZCMD-W_T+%YDB?CJ^|MXM%&8-LEJSK:@,@V(+(-B.P!0&1!/!@DBVZC:
MSU"U^|VZ=H_@(:R86|_J=*|16?4S?JLOCY/>|=GO|D^3^YV*&Z6YS.6YWGQ
M|CQI+L_3S?)||>5YV;L|3YO+|VRY=LN+31#RRZP9F@#>HB&)8<\$UB\$N6:..#A
MH^XU.,>B("UI5A@4" Y:E2_2|K6)U7U@,WY"+^|!VE(L02?W_)FI!>UJG/!
M7Y@6M%S!8>E251|^SJ;:Y H|KM?,I@XI09ZE1>XQ9\$X';\$Q1#+B89E J|4
M"D&%B0_|L&AF(5J8*H+GAK;)?IC|P.'|MYQ/V|H47G D|Y*:3G+1|+= M,T0,CE4.
<0#*PN+%B8+'I&WIY_WQ4KV^#*&S2C!(7D78(\$R9F)B4+IO;D;.'O&G.LJ|^?
|G*8<0MM8;@,UQS_L|V,FM6JH\$-W2(>&,8JLI=2P:V)S M51MP^,U+-
*9295"K84)5U,|E+Q3N#J2): %!50GTL M#*QIHW8UR,6?ALF,^)RFX57N|OT8\$E4T-
DRVOQRALV)R|P(4BW4- M5ME!(E)2Z|6%|ASZ9)>|(J*%&F+^%1@JH|I(V(Z
M|9H,N;+%/.#^)<2*YE3J.8BM6^\$VIT(5L3UB0C,5>\$V L:N8=&.C|BLJ%"|C
MS*BO%KP26YEYA3CB1*U6F"0>UD@X.Z@AEQF@)FNKA!RN=>C0;9NHRY>)N@@K
M#+*R@2KS'1I+0.*QP33R|N-@ZPRYOJ4T&MNFP3|5?\$_5YWA|V 93M_'7_)AA M?
T;/3&>E9B3&'VNT_0(\$:DO8S#)Z|S L',L.4U|8)#!%#@,;-6N_VW)S,X. M6=:X6Y.0M./?
OG_R|@TF<'?.V#?3/G+!_8R2W|U0;KGY5I?<2VC MML (&&G"38&6?FX=I'5@;&+N%
(NB2F""^8|?-^%W1&Q86E21JD@8.&AW-9C M\$;B+X7:"%,37E.!>W(|KNTEI= M)7.O2
|SX"0=(C9@!D>8\$|&+\$8:6?|L.!6RO>R:A\$254H|0I8IZ&2-S6
MT>K'C4S+"^1AMH>0|5U!S=M)7ID6-@VO&1)U\$1*1&/(&CNWSNF?9LB.@?:E*
M2H4E98,*@IQ2XIASVU6Z;557D1;I3^;V<..0>>0.SO)3,)\$P4;!A;1'UVJSY
MVV""%JH5NN0DSM8%Y;6!>&YC7+|!G@X2Y055GZ0="*_>%8?
S,W.>AP=ANY|DU5(35HMQ^64P%\$ MZ/0;Z^8DTD\$4UR6=
|*#H'G7842:DPT!;4|P;^+CV\$DXBZ5X"4I5AD|= _GRF0R-MD M<
>|08XM|XJ4A^A&AVPPZ;)>ITC*FI-N M
;H|DBI/"@M3S;X.#+/UI1)83,V_6(U"W57,HZD9FVY87R=|6|!'!%7QJC@TN1VT+48U1=7
K?;!FIS_(3G>BI8|LDS=. M,PY/M>3?/?NN""M,ZYFQ2'3CEC

M;Z!2I:TV==RLB:CF26>PR5-2H*RK#E>1+SOI6QU=@HH\$1DN&&OK:)7"";2'
MM"14,10416G=YY""-.7YD)R?N)P*.10Q?9B\SSZJ"K=B0,3I# C80Q1!Y-
M5E_5E^:^WADVU_OT56VH%\$0?D34.-6>VV(*ER6;NK1HV6))M<.YVHCP/2;\$
MWFS7T=\$IB%JXF6CL E1 ;D,!W'F-F3^PC8?K4#'%3)&3ND&71%,=#1Q1W,/N
MOIP^>*.#UJV#WJJJ2%!H984H;G::E!^1D<;TE.0B.:T)U M#!ZJR51AT
/=+7^D<9G^..H5?*Z6J_VRCG!"!I&-0\5K^797!,BIV+__K0L3 M@OPX(
+_.9KE&>C.>%W7_!&"A74;%3 !H_+'3LIEDP_V*PI.NRFN<@N
ML80E8H00%J#70=V7=UL=;UI^@.?.A_10/VXZ#68W!|,|C6U5V45XP6AK/=?N
M@JSH8B19F4_#@IC<*U R-5KHNDFFK359(2KMFR 3|_CYLU7?(=EXDYT/T9Q(
M,#&|M,ARDI/=Y'0W.=V|YW2?#3*GN|R*VMYWYRZ!A5M:*Z<-MH@YCK\$Y/*! MSO
LB+#!X"5W6(7M@4E6TZQ#LE,&YLV97WY6Q,&MS5!H(L8VH-VAN'Z.39L MSZ2#.-?'
LMPCQ93,F-(66KS)1=%7F+SW0N8,6RT&DS#).5@#B/5IK 3BC!A
M@\$58EH3A(#YI*2MRF*.)FMI\$AC#>&5%09;2+02;N8*!%JL!&IHV+E|H.)A M|:N-I-
Q&>KI3@%CE91N.H!H|1!.Z\$|1*_6:YY"QL4\$)SS64?8Z,+9-%5 M/9W#BBPOXX2:NW8,4:-
V-K|R??O*AL7\$ZA*_H M7TAW2HKT.\$#A+O|P!@1JL^1?9,E+F#-)B%5UD0GVA8M-
FS\$|*HKI*Z+J*SK7 MD&Y!97-I*19PQ2J,<=B?PV"T6?P|+/Y5DNM
M=GB3J0V=*NBPDE^I?1Q<.L" MNG6TH!UPN/S
TW=+DDM!5|/#%^N6<_J01L.5DTCYUR%27C9.F52 M!!L?Q|=?
AMF%1KIAIW.G6_P6HF\$2^%@,KEFB8FIP3.1#|.U"ZNAL#W:WVISL M?
P3':O=L7A=STX7|*R!86., O_LQ3,OH39/D^UA6(>E> SA*S""Q6B7GH
M:CZWU(RJR^(:.*^&H1HVF|5%/7|Q|^JSH@CJ@,QY\$-DRK1<-5?|1SD);-D:2E
M|'DJH8@%^ZL3Q-,*G5>5Z9HA=D/01: A>F;+IV^B)K.ZKD30%Z"!PVCX;G1
MBPG^=F3|;!B(NC_!>59|JOWXC9S"W,R+<(ZIAJJ:<4>|D3|^|^HGD5PTE=
MF087IBQUU*QKFH(QT)KI!V:17>=D7RZ=;(2NPR%^E1"3 Z9J4ISZ02.I#2>4=4-
J!:=!)8MX='P(*!CD-RBFJ>_3N<7CS'PAX|N+9?|0)0L5IMVRY M_1|;Q2P.F
QL\$|0_F'>")_60)61M>(A|N!)M3LN>JR#='-A|/#LE!'W&'E-
M=/(5)O^RC:&:AE0|L|PKW"!A-DB8#1)F!27?@X1Y/GPDS";@OGK_<|F|HLD MX|G!RY-
)?V4 Z?MP+4,H@6=S&B=U8& M8VR6|Y;+J2&LB2'>+Y.RZJK*MY7|!+
0FQ:S|7E4"Y&&7.JQ*TD9KILM59;6 M2;_?\$/YIH-Y:5=|H/GQ2.IC@U_ALDF>?^RWIV|A?
RU/U S8D#MP3"!-U#6 MJXEZ@7DN??":DS7S&T.@H:PI3AT^*C:#B17\$@U?&
|FK0|L3!P1W24W67"" M6S9:=#??
Q^E=&I%EQ_HIQT83@UKWSW_00H^|JQ^G70_'GOO&DJZ/!*9+K&Z\$J|H!GL'SIMGY(UZ
#P695,VE;6;WJ(>V=K?%HR(:KSP8OG+ M00|E80V^24CNBNDGTVP,GPX^CSO|
9\$#&PUS5PUS"G|1W7Q.((_J^7YBF8 M.(Q1&.(5R.BY(-&@&SO(9/4=CP0ML"F!>!AQ=
(37 5IK4*MIR^TZ\$Q !US MT=VSVY8ZF1#\$JH.-,(=R&@#,.|."LRJ./J(FN\$M LF+-
)\$+LWJ2L'_^5BQ._4 M;WKC<*SN<+R7QEE-T>JBU^A93G<-A;6+3I5+Y,O"
|E/:=33M!\$!)>2(C1B%; MUEU^<3Q&)J1Y,IW6JO6P&P3X_=0/1&+XPQ;EE%2=HAB%\$8-
|G().Y%1ARK98 MYV^PQ\$,|F4UJ.A^>NZGWN*?
U^F)XS.6K=L/YNUG'E=>1|6,7^2Z1FZ39= M@NKFM0Z<--3-
)2>/A(3T9/DA;#I34\$|/|. *?)|@YZB(G1MX.
M4X68DP@PK6;*|)S%37,%R0V)|B\XP=L;%2M,(6S>>7RNJXVK|K"*<7F1WBD
MDF|0(+8)?62)T2=99T3A)HY>KY@&-FED:Y_4\$R9JZ)N5^ MUD.
<>"K_+*Y4Y^<4*,E4|&1N6H>V7V,X0/%E+7M,/UF9+"8/)PL=^AIEQ)
MH9%9V>|!212;%G2IRL:R.|GU'MNT7X-L|MN;_/8FO|U":*HGO_UBD/GMK|HN M0-
4OY36EJ:^Q*GJT2B"@DP2+"U#Z;L?8P:5*A:47 ^RAG'P:WZMKC YE5!6 MM.M00)KXS
*6T+:@,'5/O(S#8&7/(=2,?O2,F-Z\$X\$X"(LNL;C8'(U*YOU
MS3BQ)|)%P\$DOG0SZ99.R:@+EK_'KL*X|2D"G@*)*B4%>Y%,C"ZVG2|Y3WNK|UNF)
(\$FH-8QP1*U('6M(J)0QO\$Q M1AY00)BQQ29/5*:F2;4I#@XBM&+@)B1O=X=H!J
M!QR5GM9,3VW;EA%:@2S' M,UW=@)ASH76EG7X6"DIA+)OU1^)<-
*)#)DUB>C1+>+N>K+|32F<@CF;V&&<4;Q+! WISX42LU/K)D|JPC MI:4/FAOW?VYLD
)W10JH3(7E6(LUF,ERASWV,16G-.A3KDW;M1FVE1X/T
MJ*|.6)QQOB\$FJ=V9%E>S@|+T*E^7M_IL|E5/R.P\$ M84OG_N>P,^/3%TIO.
S'IS7VIN"WMN>'(%5F(|"74,K=PCQ&>F%)?A+R.5E_MX@%'S7KB% CZ9(E%A# X0?
K,AZ9;J^7&;=*U&#X-=H*3/'AW#19V>9G,F:2| M9!YS#O/2\$75F>^G0;TQ|?NKFOS|?
X+P7D-=>_AD34S_OYGM@6"|TV: ^T++_M|W|=8-
2:YZQLTIG+TYD(|C1D+VR^@|):W;3@K"TN=">29*H1VBM:OBB369H MDQG:9(8>
(C/TLC|S|/='B_@'Y?5+/WQ_P-02P,\$% @ +H1G6342?W" M2@)Q@" !X !A,3
R+3(P,C1E>&5COOWM'Z|J2?;C#U=:)3_ ^KQ_ ^|Y.|*:(MFXG.ZR@NM:IU\$C55FE|&?

R2Z^A#M\A51\5T5J:75W6TO\O-/JC*#^DUXI_MK\ZTS^:Y_SP=[O'_Y.+_EA5"2S'W\ (TNLH3?|O7?HTB4?/Q^_GHV<'!T\W MG\5J\%*|>/'DY?-1\$H\?O- S\G\WOX%:XG.^IZEFF_='_),UWKC2^_J6S@^'S M:~WZ)DWJJU= IN\O_15UP9:T_UCLJ2R_S5S1>^'56K\W?I?Z_Q MEYVOFJ39\5_7J03746G^B8Z*R8J_1\I?)H\I)E.N8+J_3?^M7>/KR<_O.&MQW, S\G27)OO\>WCD(X_7J6CM\IV=H?|/_P=KS=?-?=MWHACF#|=_OB0\Y8: M\L79R=';Z*? #TZ/S7P_/CL_#8: A@&&...:+XS?1^<7;H_1;O3\JN8A^_3L\ MO8A.WUZ<'WW? L)\$E9<@4J.BKHO)*Y G^000U_+'_W_XTG?|U51U.IY\|OEZ_MVKW 97I41#^I/*ZN5*FK0:2B(QC8N"CS5\$5Q44Z+4M5ID4=;J96:_O;|B_W\ MW=?FPS{3D.F)K\ (:!A(OL>A'Q62J\MEG'M3">:1YV7N\|8BF35DU"D90%U%:_ M5Z :JUY&Q_1JTG6G>0H(^FUCMYE:IUG%(>W'M- YI4L\FD67)4QIA7.*?)5&6=QBF(:+T&\R.+_BL:&>(J9VD;->"9 MKNHRC5&XSNLB_A"|S^'VK-9C656\X\$PM=:S1*BER'6WM;4=D"^+,%8%E-P\OC)3B G^GT!2-W M_K?G"6SL/\$G1.*RB2M<1&(WU%9W8:4Z_IWS# (G5Z>%EJ3;ZFJFL8(ER#X!! M;:5YG#4).IZKF\K79*DG.A8K^%63@^6!5X&^G4XU?/_ 'Z'"52SN(UE9SME9X_M#73H- HDE3AA:N_/9#"CL(&SBZX@\$@NR"W5G\;P\F.UPIKW/_UU540&WES=P MG\$6)'L.+S.4#;W.87V0#D+4\FRK+HBL%^PS_5JF)>)\\$JQP\$O>(<8/'^@O9N_M=%J X:CMF%OS;_R\>|GME?|X0ZU&F39WCXH29'P'EB93TTJ_/_O_R.DFK::9F_MK* <)\IAN>AVZS<|@_XUVKLJDO'08/AG%Z\$9\G*4IH;AU(EYL_P\I)^_7B?S MO\U,7RYV_S\G#/_O9W>C8_'SZA_OO\|I\^<|<,%4)ZI97^|_./\$9_M'L\13^|;D&X "- |A>XDOY37K!#60;5SO\|P^9\IPX>>EA_ SP7YV_?/7KR. MOI!*|3/X7^Z\3G.XNXRV ;PWT\>MR)BFQ4,YXP5PAM03\|R_JUR_?ZH2M.;> M@.*^FW5;N&ZGS62DR\|JO_ =|W4QYG^21_&W\Y\>O#ZGH!O_1;P9_:7CFO^C M+OB? I/+79/EZX7;|_YT*P>'R* Z>_?WALQ?+'3QW^6UO^3)X^PN M@SUX,GR^OO:GY&JV8K<,_PYN"(Q%=ANZ&DVF5VN4PK\NV\$@/LA0L^%|>Z^WR ME^\$<|_#WRP3UL3*>O)J%A#_28%>_1:A(ZM>K#:HZTGVY'^5Z,RL.ES_ =8 M0>|-96C.5^A?&R|=S?UQ6L*|?'-<#@YZ6:DRA:~! MWJ!LO^@=#7(=G,'_BJ**#UV36 CLY!|>P>OJ^@(GI?F3=%4T;DNK\|SA&\! M5-S@O\26_1;K:"ZO>!G5= HS0P?BA#~|_ MM"!FVC(5(8G"6<BS?J&AR>TMGUD36C8/1'2%>&_KUX\&2705?>P7V1*FO M4WVC\$|HGW&39+*)D!1B8=/'!2)&A42WW9B_1XA(=F!WO&)'\$N=,RPODK=3WC M&4Y.;J5Q.950B85C">&Z:HTCC*%U8"K\|\$<=-|5= MOZ|O9G2(FW5>43201FF.@Q_@=,.'5)C?HIE)77VI<,D+U\,G\|P\N%=X? OCRX.F#AS.>|!ON/GO^X+&7_>'!D_M&;?H'NW?_ M0-&M<_#R_B&=Y\|M87J*OU\<(I<6?? H(-^G7.Q+O#LXN3HY-WAZ<7P23/?IK=U_H_?WVZ9/ABG1R";J_ L=WZ41=ZO_95<._H? P MO#*>^Q_ QR#,8>+NHTKW\UY./W\WX_+1O;N\3M_JFNX\&SXY6(32?JS\XY12 MIG>;S8=QL^TV6H4Y?Y;&5VA301M&YV"37?DQYLYX\|S>^Y=Z5*1J;|Q"6S=:K MF\,++&Z!O?>NU)7:8)NX=^?^_+B=71T_85V^|>EVDN"W#ATD"JUE\|@U+|M_ DF<|"PKQN*|+PITVN|.2X^22R^|_|#|XHF%ESEP9-' MJ%E|H\|S\$R#|J?#)\BH*NH*&#ZB@- FU\JWU%=|LUUWBQI51=;4|I=|1>"CE:%> M/P^(Y,52"HF*RH\ ZAAS)4'HE# (I+E(I+D\JNLB28\4\T,T5XHZXP24N\|Z1 MF-YA:RR=0\FM&-C_ZO2O? -2\XQ*K3\|J#<_TIE-VI6M?"/MQ: ^W_+63_ Z MF V\,@/O? =\$/=/_I3G:C_|VZ*H5*=+BXO#HU_>7QZ<4\G6Y_MNE2ARC"* M#D%>IC;YUJZA7E#R.|#,'!AD,">)2Z5,RZ*:ZKAN*DE6S\$P+?44'DAE!'&1 MYW)FBTWX/S21:6^3&'*OSKN8Z;\$G2?YFS3\4=PF_-+2654F/_P_Y?AMN\ M(KBH("9 MPG\6- 29!*+%2:DJKX)M:C^K\|BY_/2Y1C+_Y;?/;YK?;|?|MK%)-S;I@|BD_M7\B? 6@|:W=)8&VW7=5)=|0RV_>384V?T;H?^?#6\Z?MJ*?;>(>^CD;L;U1_MVANE? 9|MWHXWKD? 8GF\|_#S^'0YKKQ6&. VU8;5J@?#_37Z_HY;+_W)Q= M1B>G1|>G%R>_T?O?CL\|C9;4TWLOUNASNKD_#_X/'L3'?YR=GR,:%E/VR_ M_|3UX%_69I+L2<>V C.+XE8\YG3KLU:&V<'3\$Y>O#/'^E'=A>2D+1:DKGF MLS/5+#A53+5+#>|7X"YKX2^\$68:NXFA(YN/+GYTBH_Q\5@;..VY>K#I0 MN)ZP:6=%."RD\ MC\|YPE3!MF/_M6(J.BLL;5+5HMOA_1\$08FOY4I=+*U9 MD)#2"6>XX/>I5\#M4E*M2F(P.=)),R&J6#R8,<&4EIH+|1=O64ZXB\|EU35_MWN\6>- NOBUHVA\1>MB&62"6Z5FE&\$PD:L/03=Y74,E\$@G?OD)\GU_NIT\A=9TSG(4\ |Y3L56H4J:9KJVNWBSS)27U^ MQPX\|HR.D? PRNL%DH\A<|%=4)Y:GOM\|DOODZR2:'78.C&GVPM4NM*HUU ME:@S0&81F9H@KT9ZK3+,E\$SK_U5"6XK&- RX+"91#2M+F@O_B2=IK*9T/_V;D_M\2NOGD_CR=S; MVU*A\$IO?XLN\$3==W^^^OV?

87GH05;^6'HH(,ON2B|W|92C,*USN!2|U:5%. M5!9|T=7OWA!?:#|T+Y"Q1KOY;*CT?=
I&'C!R&<%,22ADAW!1(|Z^YU8\$,S9 M6;FG=1T|=Q7@|==Z/1MAM/VY"
_=2>|T0J+L9X>O'Z35FJ49N! KU8;GI#9 M"Y8!%=F+6+T#9TCEL(S@ |%
Q"i+>6X>LDPV\$9*8#B_*7 9@DZ!8_5@,V4RT4D*GAF|SDCX(\$KMR :6<2A!#%|*;A>+>
(IQ ML47I%9|3JE8?R#@;1MC5?P\$H_25;
<(B.'KXQ3H@S)HW%J3)0NRN(B)YJOPH|I&#S|>R|?@ M|HL\$L^T;I0G<|:4CJ
MZ06PP/!.7R2N4T^?KN|D2+=7F)0(#>;G MP^U63|RMSE>KBO5D!BT&_ MN5N1A+
(IB04IM-P|GB-6T_1D=|5H9_^F@!B)WL-&'GX\$Q_E0|U+4</9V4!V M-
I"=|X7LM,G8UP.RLS:A<<|>|>DA?:4B-, '0GHS1W!|=51B8BGMV4SD#S#(R|M)E?B"
(#^)^5XX,NXJ#'.F(|QD|>6.XS4M=%#6@2.08,X<#.RU'1;)M0/3I M|DMROJU:-
F|)!%F24;"5MEUTA|B; CRSOP1N/@P!UB_3E-IC6RE02%;GVOJ M|2|0C-4Z_YA6-
#:'KF|58G|;H00-.3\$PFHT#|NP9.R#:.0.:|?0&V32I>*CDY M>0Z0DEB0"*Z1+
(8X.3_C2D2ZR|R,@R;PJK+4UP4%'/@JW"- \$ MC9EEY#A7
Z<&%OD(I|M6^9A"9>L0_I.PR|4A4\$4CL2K(|%|@|/+JZ0;S2?1%
M/1|4GG5!^FV#^%N0'9!6?HKGFK*;QCBZ78%B4&_0QG7^W8|Y@R^7+&_"U<<9>IFI.
(QK#J>ZW) M'4LY=\$7|N#5&GL5"^Q.GXNT()
(UY9ZT;G|M+#A/^3#@*CMPGOV/(5Z*Y3X\$, M82.*:*XS>>4B=CZ@1OT,\$41^|8+
|/MK_=@72RLG5G,T3"N'0U=AZ!XP_O M7D|O/5B+P:_@+|\$|6-
|7LG|&WKOBWFXL.3WX#@NEHZ7+|KAG3OIV)8^XHR?&)
M_EX=S+GR1VCT#XSEBSF@'L!.%>UC5AR&' M.OTU03L!O(>SZ\$Z1B=9J?
Y|BM@|L8Z=<=?Z'6HHH;%IE!C M1C,!C_K?G,-HG<#(MIFI&!W87QK0GE87^%RTRG!|
(CBB)4OR3A@FXDV/SU>C.|FW_9,TP66|\$\$_B9 M&H\$OC1),FJU..PLCQ
MX7"KK>^HP#W+Z#*T9T.R)VM0.MT;O CG_7P\$ER=2Y10^1Z9%?ID,Z?|:78|
M/ZNTC/ZIR@_@7/W.G|_Q)23R?8WHC7J'S8.? "Y_SKZ:H4VVUO&GD93|=,2>*
M.^ ^LY<8Y#\$>Y#EN'D|9&A/WMX81D&)WC%FB-WM|4|K&'F3KK&,"0Q/1MVT*I
MOOS,#IRE*AJI"MX_Z|3VOK17(KT83\$W/J)W^.*!S#;2EV"!\$LU1D@W>4,2)|4U6
ZD@KU^EAT!N|3Y551=N!57%FK,K P\$Z5-/)'#M; &\$R&LIB6
M%!F&BQB=C3^,BN)#&_0:<<9714D#=#H;7E-"8*6".>X\$ON0M+AN%P
MJ(OC7=;Y&/24TUF-LVF7OY\$/.1WP\$;SEV2B/0;/R5*95&#JC/)DQC8+3U?Q
M*@TB;WV'M-NR^;;Y=-LF
ME_8P1"X@%C<:O9'*+=!36*!#I+9FUPBEMJX9CH*R8XBG1>2&VU_W'OZCPP#N M;?
CN*W'<(.D\$K-5VDL'\$N6DO^?UM&;E4O7EP|7#Z*>9|)_E+W>E832A;5TO:IF_SK*DR!(O?
1#@ M:0LV_.R60Z!;;1,2AA6VK9O!?!*MJ)9ZF+.\$FNA<\$,L<8SIMP.(^CF5M>"LN%
M#WLVARU6ORR+JIHOLO>"1_/"O_7+B,MB#RU::A1%GJ4YTH*%,(MUM%TOR-G M<|
(|9\$QB_I1XM\$FT9VL6T7K'>:85AZ3.W?YO\$5TPT-R#|4AJU|=D\$_5!!_E=
MH<=#M_3Z7P6N)I""U@=^*:RB>|2RI|<&@;MVHX@/9&P5B <'_\$M98F?KYF
MO_%6|3R@;%T;6:^B SI@G+2'THN%YFBV,5PMUSTQ"C0@M6'H84|=Q7F^BMWG
M:!!+L>?<%K1*510Y>^M4"|P5,FBT4)3)LP_IDNBTK&?1UI/=;4'6\$P-."U@C M;(>2
35Q&2Y-(\$9WX*R=I/\$-M 4)K:S'C3--F=Q"25/9=0B"UMZ>#D<8+2; M9LX/4^
D(EE=6>1I+.\$:B>@X0ZYSYV^|C6H0(6ZDE;Z|D@GS8I M2H^H%WE.B6KC-900-04
_I#;EAWZ"H-YIF<^:1>\$'N_RF2)Z|\$UHHK(4?
MT.PC@8/;=;0_5M|5E('.*#MZ(GW=)|/FIT,9RV/F7,100\$+:N43+T*|%@(M! ?E1G6,-
HMG=4DQ8P)|HXRE6=TAQO0|U5A>,%NT+Q_?|&(UU0E5-&-(@ MG@?
PK|K9TC:IPDVJ<),J?-!4X?-JG#1M%6V|6GFI(|\$B|U)SY+S X&C' C+?:ULN\$W: A
M:=,KLK AO6H&YLJ\$SX; = OGPV#|,K1N\$CF*8*)^5PKD0DJOA@AF1'_ AP#
MIW\$68%./BF1F2EG_@J^K\$CZ*V1UARQC!6,QW-?"J^;MLUTQ?8G4_V**5SB34
MG8.|5U7(-R16(|S6N,F"ISN :&GY?X!"8=0JJ|#L|T|#\$Y*R|=B#SN9F+%* M,1N(>T
^7.+,!>W-B4F"@L*1YHW.UZ8FPQR2N+QG-/R'"*@QU;0W6(|SR

8U/B|41%N S07 K\$VA0V MU&.Y9V4G@8>B2CPAVN\$>4YQ8^3%P+B-HNV;1STV)UV-
RXQ)F)(/O8&=&2YV' M=EEXY,KQ!&F!WQ D7MJ>#)= "V
RLYSDXR('7Z_4P)F:VKNL+4_F5!C?/Z0Z6 MT_-Z4<[* |
(&H7A;2,+9'LKQD%MC*F'L|"R<\$:^5!GEFF8JM//H2 |N:DC)H ML;8=|JJ&ZUGQS_!0?2?
|XW\$<%>T6'|T02CCX%)U.#BCF'<|TB01L4979
M3C-.W\$=9@75W.=E*(QZN*^3^@I/4_AX=(|D@O*BM>&+R5|W^_D=WR>E +R
M+/X9L+|I2|9!*0%HC23ZC/RJ,V-"51Q)K6*3%_5A8T-TT.:2M3"3^K)@*,', M? ;^>
,378,X26 P5-&DAQ4;|GV4#&9CNW+C!C8J"? 6_R^TIP%G&E?-T: ^N6::6B>;Y!3
M!.M+)3!6O6)R8_70_-:^5(9\ P)#R5C+B6\$;Y2IPZ15N*!-N;H7SQ'G":!Z(M.((QX5_U0@;

(JX(FL[\ / M0N5#[K6P0>@J&"E]5X:Q(%O"(+"*1,T6Z-C>0 ^#"0/R]O4O)G9'NZWE\$7>
MVUT?I4'AO_?C2>RIX7FNS^#E=&+6)NF6(? MZ@/,B/\"]+N=@V6, -
&/Q"C/8;NR"30GF!8E]!7C97U(?+^L/;#,*U&F7","4MHPH\$[IO(N)%X?
RZU2CW4I@;\;93,F:6DLZ"9#JG3.T 6"T)[6> MK 6A!./N^ATO)E)PQ2:M/J,NPV5)0
R,'TS>LO'[(46YM0_J;: M\$!@/2Q"KZHJR4#JOL.(4.8KX#. >0T7Y2)9HM\$Y+M+O?
N4:@'6.M\$YOZPY3K M@H"SAAN6&R61%+IRH"7Z2U,S\85+/J!_@=W=T1@BC>*051C7;_
V'?Q\$6>2^6G!6=(Q0%%5K*9'U'%REJR MVRQYX/S#;0*^-
PO24;)K=G;/FT'%BJ@@O1GA:+D%"=B?BNR>W6.::S)@+I+#1=PM%,
ME#UOQ3M#=T%H=9UWSI]\$0RYHMX&!N;%3T*XV;Q?<\$/=+7IB;4BUH41\]5YF=
MT!753W-JJXI=2#\$8CE&'/-:J1=1 THP3AB3Q]28LF&)OK"\:9:28N8?38L< M:69T-
A/VZ]:^Z\$HO^-^ 749Y&R/7 +A@1FZ80+@U=LR7L:'9X=1^?O?_H_QT=P MW=OHZ-?
#TU^.Y3GGO[Y]_N;Z.CMZ?G[WR[P3V?1VS].Z5F';WX_.7][AH/Z M/'MS7]Z/LY
+^"U_[\$]QZ?OQF0*,[.CR%^]W??H9K]>'OWI^]>WM^'+W].3K\>T)
MO_3PO]\=_GE\%KT[/CW[>+D^/PA>F5^>CBY^H)OW?/Z&*;6> +#:^/%GV5
M89_##&G1+\.*/_T1-0FI%U;GD<=788S1K6J["_J\F\$YBP#@MC_!;P!XNJ:% M;AT8K391'[-
)S\$4ZL)B([WB0A2R!U7UFJD=NHQH8F%+\K2429N]LZD7K<1
M5(0.UY4&]PA3MA:QWW-H.OI;"Z,/JM3ME+8@VCZ0_T_G4>T0"<5-&VS5
MU\B'M"%%X]4_L'6?BJ;=;+']R:'NUG.; MFBMG'10+I@5].Q5FJ,) XHP?=P,GA-
7!5G4WN<'O8@FXP^)3@LHO_R;3%QMS M"*E9:][W?#]N-G9,WV:-
[;=3^-7LKI/4((/CL6Q,:*QG+"+;I!"=W^?&6 M\$UL&YM-SD9_B6"P=SV/TW'("SG-T^
)8P4(\RA9%/7;N&O79V&/2;U3.U8J[M_ASF,P,3]T,B(QU=I@AV MXV0CR6LE4
3_>6+^/4#ONKT&'87L'6E_IMOBO+#+6/M+=&G/:TO?^9 M5D0RF^NB634ZYEM/'/<9?
Q<&<%5CW[V_A9H;E MJFZP>!!1@;!
[>AD1B7YR"=MUGO4N]Y_6@9/RL8)VHLJJ&T7:31!J5P9[+"X MD3I_4_/*_QF48F-
U%"^Y*=\@@@JF <'2^@C]694F4T5R^T918UB8OJOU2*DF'
M)*EB7N7YM!5EW3M/V=J>!UP.DP-TS9GE')4IEW(+<)<<4E*\PFMFEDI-
&5\I;&\$XT>4EUC*BU5]D:2*0?;^:<4"/X3K MJAEA)*A.J:T?_9\$G8-14,(U5%7A@8)W4[2EZ-
#*2+%/377:T6686[>HBP2)#6 MIS.;QB0!F#\$!X0)#,3'\$=S;7Z:!:>N-L3':=5]W[F6.>
<&49\P"9SJ(\H3 O M& W.#G#KA89]K<6-K\$VGQO;K]\$?,WF"2T4MAN:1HJ;G\K56,UE=
%G3W]89M MQ/!2\$F8SG]= >F8:]-]0=5A24ORTRT!D4]C[DNL'1^@IFC+R7B\$ZKK\$J 5
MO(*>A5-Q8&CRS9=T"4M>E!,F@>% .M;C>._A&0=3BJ])6 HLSY>,NSQ@.&[1Y]I;?
9XEM\$Z7L,GK!J/A22&X]^3N5A MJK+O?J*M4JZ?#Z.^(^V9\OF65S8&08E Q!I4G>3ZX-
P;# ME2ZZQ%@OM2A0F0<^9^W>Y\$(<10?T-2Q=(A0OYA>R>]RO(3.3_%&)T1XHYEN&
MC+?;.;<<FQ;5)LFQ3;@Z;87JYEBFV=L6E.YPTIS&U2.[WMT3R]ES2H,K=L
M@TO3J^O<:UBOD@<%:JI*B:TFJ-0FSAB!E"(F5QM#+5'6H][LP%T\$CLT-T(
M]>!L%Y0FRS .8W C,@)\#S'A8I0=;0@9-AHJ,CF]VCJPYE9Y]A_TG_U'+6HR M KT\$?
1H0\$K-2J^ +&6>;LB*_N."\$D\$[.%S8(5(+JDM,=,*=BS/>CGDPEAD"F MOG
+6'5TZ'%RJGU\$]A--*:+_%IR7B9H@%A2 MID@D&](?
FO@_843KGL>NS@N@L"TC3.;F9,RTPJLT'H'M10H1BQ'59EI*,3S
M2(XY3N74]F\$!JT(2\$1N S!C*=\$+C M.LBFG\$5GCK/3]F\$:XIAV]K=&VUO[VT.D)
<7)&"W"MOCVO&3>\$O!U/H#C%NU M\$[AL)_FRZC[@JX#DC03_9Z?
76DO0>A")NA%^F0PA8VL>/CV>\$M!8M^V4C; M;]-
^S>Z*;GR=A\$AL177K>SL;>91S\$[&X%O/NVF]O]\7JU%^Z/NKOZ?#Y2Z)Z
M7+@DMG0YD\$TOF0^R-RUU+39+C*EV>\\:Z)[#\$SCAQUIBUVW,*Y\$?S,NJ+1Y^
M@QNY-IK 2FS9DEBIF@GDLU#Q#*)H+G.^EC?.W"[E M8LI5\4IT2Z'IG[/:'K3K-
2=7Q0W&05<])7.57LC#0NFRN<*N0.)-RMDWPKO/ M'_M
\$M=:?:!T7D\$ME\$#AZX];."V(.%"YUKSVT:1[OQ1GP!))'U,A?,[&N?4#
MA,V4M@!%*G./O7'O\$<|N*UG!1#E=;0=1A!3/3GROS\$4-@#LF-)'^, MT#;:1;?
Q"!+:0C#4!K_2@L\$88E@.(3G/J'*ND74;X'+?HS0NDN=L>,FE^:UC M+1OBVVCR3%
4*][UFKEV:W"<-,1)U';./I/79OWO- #7^ #17_,GN=0,H==J MWSP0/W?]:E?
D9=K^T3+T?)*_RES(*Q(WU+(\J6.TJICY7M>R>_A_BV"II'O M:IW]X;G?
<)\CE""LO2U=*SR/-/T8;3W?!@LGKVVK0TNLTRFE(3MP*\$CRFI%& M]FTWT=1PT0^+?
>F3M30^*)%N@KFR*@J;!(IDK5*];3M!(GBP&E9U=C6TG*S M\$-G8E2Q=R[NY3;-
"3BW!P;&UH\$%R/K9,%:O>KW\$>A.*FMCP!YK)@T'/U"5D40*A*?K
MQD7.VR:AN4EH;A*:ITEH[NVN949SC1\$P+_JS8.UVH:9E -MJHLR8B.*\$ @YH
M>9/J0=:L\$S%7#;/IHBR\$::7P#8]*Z^[N!!D)<;?%(1"_%WKf30UJA%PZVC
MGZ5UG7PYSP1% :E=D\<0?O-Y[L8_PF]/7@^\$ M2ILIRMA..)-
l)8:"0Y\$QL6GURTP)M<:,\$81,S:IK\$SB5B9MK8Q8(K4LD+%K

M71NUF\$Q"KGF4SQXW".LTI(Z&>Y3F3%#K7Y0 EXRGX3=KX52S172.U9+!BSY MW?,
<1LD07[8 L976'OCU/^%\$A)TK?"J,UL:MID9RB2O&K,^EN\$VK\$T:UK G M,0NFD%@:?
EAZ::MDCE(GEY?(-XEY)DN1Q/V]S5C VE_83#RTBJD_RU1R]JV> M,A8B;0: &/A8A
H7R+Y3NKQT5."-+AH(?;N;4EF*)M#HQ]* (1L9NDDY>S4P&_ ^?H6NE!30HI>7
MZ>D5HACR9C)"O\ X=B-0=MB4JHA36'G;CLQ<9F#[?Q6CB%I4#>0GCQR4N ?,
MAR5(.Y-5IHB'8L\$!%]:75DB 7X&,0-@ZCW&\SNC+ #RL\$Y1 DVLTVZRC(+RS19'A#
[>=P@:JJJ4\$1TN^,/78*HPY"M*)TWT&0%Y M'6>)V^E2T\ 5Z@,
<030JBP[@0UU2F&'B]=;T.IJY47'WU' ,?E=7\$V/")F@3 MN[0!5VR;:\ ^>=X60
MLCU%+0>BWM9++%H"*RP"";:&!2E^4^'. \$T2^@E*]I- M1&E-[[V J9]Z1)E<2K;PJWSV?
9S"IS0">@X15[;D-YJK9&5B MJW"=\$I>2=Z7]?
+R8TLXYAC\S\$!/KI)'PHF:KH70%VPHQ00F\$QZY1^&\$1K:[GPR-?!=@\$E
M44R]QAX_80\Z4^LG &;>PM05I*!_ \$F0MH+'#3K_4+)7\+80MF!;)"?BU==]
M#RZI>L!%7I] LFH\R,=N0SPH@*W) M*6^ZTW"ALANN;]M() :+0V=H5%<@-
J0L!/D[8\9S> ^BXGZ151>84Y5FHVMT
M;*N+2ZI\']CD0F>]'UK21EM5R+;EB!"^:8';7^!\!^;(&H@<%!!I74]\$X&<=)/7!G
M6ZG9&.?7VJ<-":MU-?%!^V%!'\$\DIDS+,HL](9M)1P3J^> LD/"=HY 1290
MOI%/#]BMEP4FDQ4.T*;)OY@O2D-CE\$Z(8Y#(N
MHHDV3NB"D;@4M40VLIGA8S>A1"6YQTT^<),/W.0#'S8?N/>5Y -7A/%KD2&5
M[2.!5&VH3+M(\Q?4!(@R)#:1;]DL6:-.D53*]@L1 . 1^)NZ60-+*!0*G^B M!\$
NY4U"GM81M.M@LV1V ^=2@F_H^#EJB3H?(1R^@#E0 TK(' @XM*ZSK#2?1 MKS\$81?
5.,=ZA)[%557,11\3=HEUP^:^F3*N\$\YZW2/SC\$> _JI->HQN-P9!1
M9"61I8NVD992VA6TG]8=!1YD29,=VREK\$B?@NNM!\$#I%<0W3Q(Q/-O4%F!@A
M5+T@V _/"H-1DHD20)Y@/%MJQ!"ZOD #+ #WI*5&)!VK;+YAC\522LZD*]SMFQ
M*3\$;9YRZ-F&YRJMF@8=LI=M!_4C83X R+_\$5)OHIN#)_QN#F"6\9^(G_H\$26
M>\'0(XZJBS\$2!>&NWMX,"+OM;L@@ -9M&<%(A_*D03"\T5"/I=Y+3RFM]=I7L
MYB@C4-X2'VZ)4WATI=(NGRADQ/LF#(%N;/3_K#\^L3H3X;L?3W!7HGM\AEB>
MIE7RLO]B]Y<5Z^^NLN%6P7!W-5Q8/)'Z@"6FKK.Z@:XJ,AM6LZD\$Y/C+,"&A M)7^4&J
\\!JBD,W2#ZB>";V#NXFA4,+;Y',@43<1H18T\$*5^ #0YORX2IUH0% M1R/DXBO]AYO-
[Z4D75!1(:7 #G<7IG)T9-W+J]D^*2-SBLV5-:!0A(\$3 M/KB0#@ \K&"P\
_L[:&;^K8SQ"EJK#KL"M0;(6N LG])O1- MCV6V@./,.0\$TMV\,K>X:^ -^B*./
NL,"R\AX1)9UQ[\$) MBVZI;#;<3V'.!T<'SF1\$FXF,(<8^NKIT?CF>\7,Y-(I*PA^;[-*6+9A<7-
<< M>C(JO+2\$*1,P1Q#X)'=L2-=WVB=8XR5:IPC M["U9%F"4J0R^T
=T>,J539HQ6E!\$4Z:7%1 9<=0>U! ?0TA7Q6.H8UF%65M
MW+ _P@<\$*>YSC_+4" _UDD%5;R6&?*T7-/UL5-A'@3(=Y\$B.\5(=Y?RPAQN&&>
MAZ(7:SP'5F1/'\$[!2DS2C] \$AHY=M)R@FF])RMF01?.O3[M_K8N&#000D7815
MJ\>V9'6]/Z9[ZQQS- L;_ 0X"1,:W!T7)4Z&^ZF3-I8W;!8?N?HBJDG"4": M['!WO.73%^4?
NV]YA MJ4 _BL=D9,O+-IEM0 ^\%ZH,0CF?N6XH9P^GGMV:PU(BVC_L=GJ ^)-3&/@
MQ51]H+??Q]'U&1:%RH7G*:M35Q@6IR6X[Z@2L%^Y[5 (K[T++=X:'.+).1,
MUY(4(.OVYP9F] A<;-""Q[04 6_] >GYSM]31'B<%/Z?4#2;1R)HT"R!A<\D, M VDJA?
\$.4M*.UU&;OI" ^%M"SF (4!9<:T- G2FU;00;TI6)NJ9E! ^_9E:H7
M" ^@<8 _MI\$D[>ZNCLB,%^WR%W!UALG_OR9#F I?S&AS[O%9EBHI!#G^=]!\
MEJ3V%KCS9Z<+X/GCS55J:C,-)B0VDFPX!)RD 6F
MQPA_ P(3,I#%*W9TRHUR_A8WV+Q_8E&:X**6Q;1D&Y*%/,0CVRLI86JYV.: M?
A1*VUY48:L"=IV(\"? M>\$(@N*8B1YK@!LS80HH4#%LD+6 Y//.ABBY
/M)9G=X,IO3\$*O3/+XJ+P;G MU XRJ2O&?
W7RKU.!)K.!P*I)FC_3^2424W',I/OEQ&%!)F=>&\$[+2%B%USJ;EKU.Z=BZ'^Z6*H7GC^R"
M+N2WWI/2O95..*1F5[W=^0=MO_4:Z+UB,8+Q9\$E_ND.D0IER!)!^9!F=KED
MF&N=Y\$"4H
4P'T_ ^I^O.%'E%CGV9"V18QLE^PE*=K]/RSXG2(@K9#A8J&WOT/UTLSK+ MK\
[30M4Y:*W.B_N=A9O%^83%>=ZW."[:B_-RLSA??%'>|"W.R];B].TN5FQ% MN8D[?
IDEPL_6#-8&NH&6.I%2[3F\$:/N-;C ZA\B+J7P7U0B 6I<@A?*1B>5
M[ZCL,7YW#ZZ0P@7341]ISJ]:&D@HMK-?,)BD MH
YY=1"KQ9%X#:\Q*C+@8=G8IWG4\$G&\$40CV<-AE8508:P+C*M?#/N\$6/\$QR
MX"[.I]Z]D\$N4.#O@25^EM)P7 VG>J1!QXY1# KIAUZ'#B60'9FKQYX/ALX4A
MGP40FV7"/_ (F @)ADL1&H4QYY":P>8?)L<'?S< 8U-E_G27 XM;: 7#9;CD M^(?M:-
"N2@45ND,J5"4HL8XZPZV)RTYMD."W+]&02I)!JZJ4JJ6?RUK8Q?\$W
MD%-419@"ZHSZ6DS(\GU#URC9@T#L[F3H>G]+SW%_@/B06B]&HZ+)
M+?"Z<)/31@1&.4R!QT13F6+?.9G9V2'+&G=KJD@[_NW]R]>1Z=%OG->4\$6^

MWX=|X.[|66654)Z2%SA_Q9\$!/?=?D0;P"%+6K+>47Z\LR/|\$|X1.,X\$E|9(M?
WV|!.;MU+Y\8"^R|)<3I =>KM55TC)."XR @2'6%##IIQ8|"B<=& OH\$@ZD
M\$6(V8WY3^U_8 !%|DJ95G GF%1[*G3MFD;\8?K-'P7B-">#%+;>VV|15MXS/
M|BT:-156X%:F.C>&)2DF2.*JNV@| HY1,O?*|*B(?@=(.W/B \$0.4U +\8< M5OK)O.-
(X/6F+1(:44(I2LT@IIE"@K:.;CY^8%I>(< |S:8)<>PIJS4|RR02O ME;IA%-2E(L(PY
<4"4NK%N#\#.:7\$)>=WI/0|IRXC+=*" MS&_3QA'SV!^<(Z-@PF"B6L-
J(FJGV?"WP0K5,|-5\$V9J@^S:(+LVR*Z'178| M74MDUU=U^((U6^J:VK|&5TC*F
U0>Z%&'|A#:4 =>7)L^SK@WMW78!E/A6#= MJ=NYEM:|5 1X47CH4E|J0+))\$8@?+-
H@H,EBJ2"^F;QT3IR5,'FI#7M?Y;L M_L:JF^G'07VSQ\B%;KI6U'|= ?5A!Q50.|Y@ A?
(;5@^("FJ|F2"P/.NE4094\R|<^" MQ;I+A^ TIMY4H*YT;0GC=|\G&B3R+KG;-
=X@)XYCQ6|Z+Z:;J^#U*J*".2N\$ M)OGEKKD^DWI**>H;ZJ(\$E,#WWPDJ>
27;1\$=5:YM?)JDI?G_S!B1,55)@(' MHN;%ZXA K)IBL"O:"FGMX80'3>;GML#*>FDB/
8PV4F)LR&EWDD18S1U SMMBZNV>|YJ&#DFK6PVY_6STWP7%@L*,^02%K*WR6#I
*:O::WQ MPGEZZ)WP;84%EW"G.2RXR)|N!U@>AV|ZDIXS-
^@@=D,|A>%3S5P.>\$>8SB0S MQ^9-[W]|HOE@3LMH#*N!40W3 ARTQ0?"-H(M(#U|I|!
< FWLT M|7(J#UUI(3; 2"!C%B5"004);=(9;/)4U)NTJAH. M%1&U>R5;G9T"RD&J&:-
L/:U2^H,0%:E3B>CIJR<\ZPH/C/P.2TDW2<.AT: ^ M5NP@-BWB#|HVS38PMPXS(L8?-
>G9;/75;_6%:8|'MOW-'EUF"UH%\$09#K5,=
MN"VV2ED2J0LKE!V,U#BJJ);MI^7|\E^8Q6'N QZ|)%71'C+2
MMWFZ:0X#9NY>2FZPVN\$^*LI!7%P;I6.A4&U:"@L\$SSI8;#S*7<>KNR0V[F#_X;N\+BE9(
=V7|QO=8)Y^0.>A^L M/FT|KLUJ| ^?[1E8J\XOU24#K@9!JTT\$T?5I>L
MD&QVPV@)^&_P\R?+OD,2\38QK|"<2#\$GO+"Z5SGZUE.G>C
MX)=6|*\$E=0/:V=)9>4VR0P7K0!C>3.FHU=OJU%EAHPYY?
2@)*"/!X|N(LGO(5^VBSY%UGR"N9, M^\$2TW:XCDIA^DJG^DK-#9!;L-
A<4(IE6XE6"0|4VB+-HM_C|6_M3@L3H|9;W O2*K|62HV*:VV.@SN7S:VBR^P:1|H/
WTG"W\$ B3PL=B M7,T1\$E,/8WH?PFYG4CWG.JS|->9D_R,NUKAGTZ:|A%5"#(W@:
:C2Y86[*S6UE-WXQ8US3-R'@8"D M8SC;41-ST3|">>_E?
+.B4:|9D7|<&NTW1>-.G1>#4:;XBMKU*T%EB%X'/*C\$/?JE>-
P\$)X;NMC@;T>RSX6|J,L3G&?E-|J|+ ^\RMS G MXU(U"95/C6OVL\$?ZW__=\$BFJ\$9-
9=MNLD&;?2'4S(51MD5TSD"#6*9A-\$S I09C!U\$WK)B\$= M0(SYTL;K>M46O-
M,U:|U)YAY1V)T\$UNW1|=N(@D%>#W** MZAZ_?1S>_ 'O"G!T|^X|Y6E!QVAU%
|BUMW5NUJQY.#.P3E'^8-X*FM0!E9*TS M8#MX4N./BQ|K@=Q|!#P|.R/('49>4Y-|A8L
MIMJ+N!'Z#+D^(%_2XEL_4:H=CY-YOV6B"ZT&^|*NJD#[X|)%4Q4:_PF6CHOC0 M;TK?P?
1:G*-98QONT+.V!-I ":|VX 7FN0IQ:U|"+&P\$@3:RX33U"*C8 B8N MD !9 6_D+@|)%
(@MQ0/R6W%3!'V|5ZL+=?A|G=FE\$C@|KIP(;2ZS5NG_Z@S8N MW'U=..-U>*
|<>BSIZJA?NM3JM\$0WXJ/;^)BT*R;<&\$=?DH?#I|-??H+GALIT MGBAJ U/6R#70W=##
|EREZ:W<&T>;>UM1T4.S|MGOX|41;M?C'4\$K=(((:)-M ML50^W|<6|#8BY>M5O.
MW|TZ+KV.;!_|H'>)W*3M+@.;GE.WKW7D9:|NKS9Y)-2CIXL/8=N*@(M)Y%@_G M-
>)Q7'7;AE5S68I>T?R2(=|0P)RV3"DGZX\$J-UBO_O.03 MA|\$?
0G=+/+MF_6'GZ,N">'@|3!7B2R*LM)YHRVZ6M,T5I#0DLK\^C!^PL5&U
MPA1.IK7/YKK&12KY!B; F|)\$E1I_FG1&%VYAY@SH:V*1)-8Q^ M-B'BZR)-#)-
K4C0CI&CJFI2'60|QXJGRL|S6G9|3H@Q73,!&YJ|9/1#2<9N&)>|QF_&ON0H+84"CB(M
M2WU=2%DLO)XFO)SK6W!R/J"N0GS?MD ME/AU,4UJ-8S^=.SZM+^H78
Q|HS5K80"/YKS6@SM9|L5-@Y4_4)*T?^D-0)SH.EA5 161-) M#^ ^|OHT|<9V@U-
|HF:CEO00=?9+_U>3QXZ(Q!^&SM-VL0/RROM)XWTC7V:|V MFP^)!@&TQ3%/|UKF-
A%"=6(^L3EXUC;*16-@83J::X&A_-65: M):E<2=%(R=?C#<'4&|3AYUXKBBB<|5O_?%&?
K0S\$#>3AIUI:444L,K>P(SB M#6)8(-M(DNJE.ATY|GC6D=+#!V-AS|W-B"!^X(\$SIL*.?
=%!B61_3B4X\$70 M*" _8_5;1= 8,R\$ \$MB+=9K))|A|4|O;^YY
MVC<|QZVOKN|TV=R7GD#9*2*6+L+/86=D_8D'"7G2>:@R12'4@DX0/C-EI5::N:'\$;9\$-
V+X M--J)3HOH|0U8V-55.F56|HJ)RSG"2T?4N6N>0|QU_F9G_KZ=(/S0?!=>|VX
MDQ51^_JFMP?BL|:J4)'|I|=6NCU@)G99/)7)S)1)RGI7AA|PU,3L1,8F|K
M;EVC831@H9KB;|O3BH^%2U2"N33M@' =2/%F.3\$&/70JYAL MN"DT(O^I-#?1T4R@W|
83\$P,RTR,#(T;F|N97AE8W!S M=6%W87)D9W(N:'1M|;UK5^-(EC;Z_?
P*G:K3/3#N+&!!"I|:BTG25;Q3C69 M"|BJZ4^SPE(81Z4LN76!/=/_Z=U|B0B%9-N9J@=4?
JDGK%I<=^|Z?_?=Q-@E_M_OM8BN#G_ ^?O_ ^_CORB"WM&>|!^/= @^#_ ^W|(_|I?
Q,FLU""^5|_M3%2T,Y;X_9_Z1|VC:?:^5@79^*?>|NY??
BC=FV1F)B0IG/_W'E9K(U#N7M|Y%/'1?W12\$:4|J4S4B&|, MU;_E3|T>?)S^>
|I_6|XOYG5W-R<\$?NP M?C)Y|B'OWS7D/@|YZN+LY+/W87!^'Z<3.-

\$9"J.O*UL++V_GC4[^^^-Q-/IB'3
M&W]2&0S\$7V'K3N+)5\$2S9Q[4TG6D=>F]W^YXTSQ)9>Z//4'K!=
(D#.%D@@@293!.5PC&-1Z5UO41YXWV-D\$VB4#:JIV?;G\^MR[J9!E6CM+DP).)AS
V|&"/UO*/([M+Q"H MB?0EJB1X!F|\$F\$N\,8ZDM]7;]D@KQ!| QYJ \$GB9Q?
ZW#ERFVT'=G<"|H@". M>10H5!-3+Y69!Z<|&Y/L5A%=5_S
/&,=7"=2DL4HL@Q&"8P""X-Q-9 M /:P38M,*PR:6T?
O,VZ=BHP.KU<6=+@TJ42.X&_8AJX'/#B4:>K%\^'AR"ZS:
M"^0/(F1N|SA::Z8[40MEEG]6&@22L6D>,-\$B@CL Y0? +K|!24X[SP&A4C: M,5?
6LWM_LVFYM34500"CV GE*/MI[UWW>(J&?":&H32W#.,\$-,H=V+903%/Y
MD_GC?:#2:2AF/ZF(%I|>>C\1R;6*=H9QEL63GPY@IVXDZG@BU*.C@?)E[5LX
MWN|> /3009#!2+ / ?%A|'KKD>?A:%LQ?V|OM|OI?867EOVVG>'W;W# MU5[[-
QHR#QL6)@5-JK|^V/NALKP_J:??/?1G.+N\$*SZW-O&T|&0IKV90%UY1
MVK% ^|_ #0^2UAQPW|^ .Q6|YT: 5|_ /#AZ7_')Z/5|XTMUI^M*,ZCCWGL5P=.9
M%P%K@'_ OU:U72V.5A6-. ^1'X|N:2V"HKQ1.,I*_J5#_E\$7!RO.N'G |A\$A"#
MO0ZYF5NB NYOHKF#\$H+Z=YY.A3%#M(OGU1#@^S7X5>L7|G_A?^O4"SM>F@
ME#YI^"+ Q6 E_ 6F27RC O2;S5;0OMIS4K>|_ Q#?U22?M ?ED82ZC'G ^-P.
MCZ4'R%K*ZQO\$LL7I'>RN8+3+ G^K."#&|Y|MY|E7 MZ',,-.?-I\$A2;RAA/NBI>*C_B2*
[#H6C7PV,@K6NU0PCN;OT^\$&K\$|D3C, M_Q+^G|S">QWOL-LC|CGL|HWX6-
GSUW".L_O Z,| ?HH3;^JP|RFO|Q061V3> M"!VK<>3=20D-SAQ|VL=QJ (Q2SOL4
U\$)KU;Q<\$V7-((9NL-,>U*IJ"0|A^ ^
MSQ)!YQ6>|D9Q&,:W^*|4@W7X="MR[RER_R%%FB>OQRW3))\$KO4"-=.BA@^\$!
M7\$F*)P#E8W*,N(9#\$*L(E4A8|;FH\$>L|0.P9G J.ONCT'^|JAF/'<66=(('A ML\$SR);)SA
WQU# OYS3L#EOU=| W=3Q86C@0\$@,=)L8A?&#R
7WW5L%5S|_D(VYFW!P(4;4;:%KPZ<5!|8;L_@ "F>PLGWM^700^?OO#W| R5|_#
M&0/M?Q#1-Q0&?!ZVKI3_#8|-Y6PRC\$/OKS|>|I_ |XO_V6Z)|V|BO)"AH,P^
MSZ, ^"3^+DY9&|TVC U<2;"4Q:M>|2?R+)" :I9EZ/%)O>;D99#;V_\$(N/XLR|
MIK1S%|LB|GH'NW !Q!D*;|,ONW_9|N2_8)WVR4)I^S<*|I>8'_KQ M_-:
N'|/)>;=A:HD^|0L+ "/19W""T>\$<,T#O-L_I&7SDB +W=W^>OW3DDXZ.Z^
M6WSYH2D)_ ??=@Z.G?^T|1ONT8HV7^ZGYZ-%=-\$Y|2H4UYW%T^EWZWI?+KZ7.
M&^*>A;J*>C:EJ5, ^SX|W28%N8,_(\FKLB#:Z7??|97?\DP%(:MOB9W>SKTE
MJRZN0X68*CRD=|_#91ZN_YWENK6=X"J.IW/^ .D^+-UW)G"#+WVXX8P5;|J.);
M,4M_N&>YU1U?;5.YVE2NY|+;?P=USBV@5Y5HTQQM_:K(T2VO)&>M*U:HR4F9
M3|&526%5K05/5)9)S"X>*5^),)P5[A?]G\$09A7JX|,=*WK"XTDZ7&I?<\$I^-
M|Z3N&L_#B;LSUFFPL>_G"7T8'MT_0)|KZCA=|64CE*Z\)#4S8?|6QY/?3G-
M%@RKC9T^ZKS#"K;I&@|I|U|,"5* BE3>F.! 509@0'N7='QY8)1JAJ(X(3D
M,9BSES*YP:10+ ,JTF>!IA5Z>=D:+QVHK0<<@6U.5H|L.H*[W1U/ 2,!PWL+ M/07P2?R
9-?P@H0>>| ^?:VW)EYT#):N^/A.""!-E2|I>4U2X.H+X-JKZ.V|' M<2BY&&.[M?:?R-
IOV6*Q2)Q&|)7E_NS;J09|I) N;#S\$MA%+@.7-<-^P4SE2&H<4D<*1\5/-@K4I90
M;|MA\$2*D+9(YJ "B/V-""^(\$OEQ=*181K@P2N*=47 X+/40V;|ZI+7 S6AM5
M6M7JDRKRP_P%RICA6VMES;2RS5RB#VNMV+0A:J=KIZT.EW)1|4KDC9*W
M0.;XS"A,XKFD<(9P9P1X!_ \$RM*5B+=3^VEM""G@G7#6\$IG-.!<%/C\6^&4O
MGD|C),LCA+F @Q0/,Z&-)Q\$80<^'HY7*L-#YY'?IYYD|ZW439/B'XH3RZ4=.
M/524AM;|HPG'+465BI: |"N<-NRLF74",X#/#/(6AB|(I+LQ0LD|1/?Q7C@P: M|Q&)
(Q@B6L^|UFUNS>"C'|) OL_Z'.F\$|UE.K|CUW|OK|N_M/:V/OM?M|0? M|
IEU_K==_M//UA8@_Z*_K9|K<%^|I|C??|@:|UW#%;)Z;*N%0%&/<'V_SI7X
M,KBX.CLY^S(XOYI7YE8V5CS|_ |TYM|BNV4=60B'6=G">/X8TPIVEYI<@|C(
M_NL'-1'7|G|W|T3WS^DUC"3QYW|KQ70.8'0/X^*,SSO<7&O3293
MLQ#WHL!WW;V7L/SO2P?LLIK_ |Z|/|*:|B| |^I6+UQ3&H=YLB%|L>H|'I|>I>@ M+(I;|J
%=J)0VW| H3R(391HX!Z(OTTC);G+""*H*|2Z;9F.CC3)5_7H30OK MCWM'|I|V3T|_W((YFI-
>|+>H/B;J1KY,A M_#SR5CY<<<|&7C'!|>'58SIC17P#Z3XQTOWY@OD^POJ%|J#?"V+?
B|=9YWB M|+4LZ%.JE:OGQ;9% FV10%LDL+E% OVV2*!Q10*:SP\$|_?2NFGK5VSVJ#P/1
M3RI"B_.G';IK70605U>#DU_ <7I^=4F*YR+9M01+N>MY |CCZ\$LB@2
:8)G\$ZE7Z6IT55/O*!;2*G0E?P^W\$4Z61KRKS&FQ)YK2A/ ML?3KI?3S!"2=Y-
R:T^ ^6\$37.AB?ICIYE.HS>;@5 &H;/LI)#KK=-HJH/ (? MBQNA0KI'@U7_FL-
:>104C6+E%W/X/CU=9#ON/
M4EA>GIP:W|1M15BFN:9M@U|N3D|1>7KJ)@)-3IJ>4^ ^:VSNC0;W:*'V5&HL5 M "-
N|BG"U2_I7%+*|>05;V#KF;:MO|M|J#5RNM7?J 3HT-;(J7=HOIZTR:*L, M'HD13S36P%/8-
;UL@V?7B'?HI9BNG|7.HTTL_+C%5<|-9V_VN|_|7=_J9R M-

ATXYA6:/FEJMZ91&YSQ>3_S5?&SQ0\$P.G75.7L/+W2K3ZJ*|_|?J?D5TGPY
MB*\$#&\$X)Y'WZ(I95"B/X!98*+@E/P.LHW@'7I\|I*P(4E6,Y41\$A4" 4) L
M##>HA(X9JEU_40-V1PUB#:JW:W1ME00N3)|>J.<%W>TG^3:S3F>U/%\,26: MQ
IOYFF53I2V^:1(L:0<;BO7<=ZGSV0I*+/W;FTX#;WNRYSKVL8'Y?0?F[E7 M;JI<&6)?
9QN\$)VIE>@=EH!\XC4A0=!HPX4:R*0,Z=YF%FW MG#,I*1+"C8#/A KA3/"O?
|LD|K9VM_7L&.EK@HLDTF7(/Z#:7-;I3<1NYS6A M2O|=0AAA:!'JM%X?E>%\<:2Z8'
(AP>I0)0!21(YA8D2|Z|IU:S7O +:LKQI M,TP=I&*F\$8QA%V0E^LUE\|PM/PF5P,HDWX 8?
J>>T 3U!#=#CG%^DXZ)M,\$XB M!\4MA('BV\$D-
O.&Y+)P@+OX=A%:=7>IQ0:P|BHL528LE@,\$1#7W;V^J8\$1N4.
MEN9FMQSMYSP:,1H4+V^*"1/PKW@(K\$?4I"V|-*.;HPCLOQH16(-0^'+JPE<5
MB*|)%ZBTBAEYCJ("\$UI_)&QE605T&GG*@Y=P+4? "=[@W_.8:(I@)MN,3/N8_
M(/ZJJ,M|+:NH_Y%Z,9ON@6 M4*T|_-,K)JBH=Z =RT X#,2/*HH1*S/D.1A658""%5S,>\$O\$
M<;C4YJJI?K-.'TA"T(%2;ZH_@FD|>*NG^76,L0-!|E^| M*|663LO&Y|D>= O|9\BS|7?
WG^&U:9YMFV?;|@)I1)G/ W-FUT, 96=G*-*, M!,5"Z|B+@> KP-^/\$T:E\$8Q4:(KTO|&
3V"W"S*(GE,!N4@#|2|J73NLL9T'.5&(0="T|-A/REUH<9_Z*8FH!6(MZ334/J-
Z7E4*5X,IYHDA|\$. -|WL7&|36KPC0_.274\$%#1Q6?PB CA.GH:1I MCEG:&"E&|
|J&,+;PONA!*D8KO^|8IS\AKG?H.GJA1#IVX@'H"F+BT1?2#*:3
MENIZB4= @J*VLKG*BY|)%&*.-/\$F?CI_E\$KM7WQ3AB!!C8)>Q8F<;CF
M2/&93JN|,ED|R/L\$.WIQ+2Y@/'B5JBLG1YV>V|M&6BON|= @&CN+;N(P!_LE
MF97:9'ZR:3<-IT*J>B HI-BVN,UN97B#6:?!6\ "+QQ7N|UB"6
^F=B(I'1)=K&0ZZV|C%.\$CZ(|!DAMN3RLC20V^X5#"*T>:QA.0,D|&V/
M<|3QT|4;+&5YQ0G8|GJ#Q35F=5LXGX")GFYM7L/ X5| +S,) W%|J|*Q2_ =Q MS
2X.*9AIGIS=>|RFA5.JF|T?_WQX/B|-XYO07@DG;G4^N655-;|Z5KMT&.Q7Z.IYI4A5<>H-
G4M.KE\ LU M%D%SPC!\$UWJ5IE9""QP=C>|&RP%/"YK#>
(R.../21C#RM.UXE&X!KHT6&A&HLZN8^F MEGXKJ=EX9F
:BE3<(19R"FV\$33EVR@IRBB67"EXPRB.?K&.' MG*-Q(-*8WXON ^ P@:8*:-;L-
TGAIW2D9*KKD!Q0ET7!%N|0.ME'U_LGT),Y?3*|@Y9<6D8? %4:8?J%\$9L'!SIJ
M:RU,.EL5CUZ-0P|.A,C3PH=2QV<[=)5|R#-&42!#A3D8PKL&89X(+*H.I3:Q
M_5"H">*Z>R-Q\$R<54=[!4T3>03RXQ!ZH!)#!DM(2 ^#U05-6C6:,D4|/F8^9
MDG>5)/(F)H)WX6Y(>2|X90S=%|8|TLUE|J@QN =G('FP |,X_R_:%776OV7
M!XTYV|K2D&@6|LMX,HFW9OHX>'1:O\$|Y|,.)\$#!LY"FY 10@VRPY|9\$LT>1.
M8Q+S2.I(DL|A-U.B&2V84%FJE!(NF@F|::!)O:4B/ M1,=CYR'H:C7P)05:(GCV9Q!@?
M*3(B*|;W!: 2!\VWT;)S\$ M^?5X#G%@NP;0Q4|BWB|J|DG3W?_*09*.9HPFL J#
|X^F7JMT0==LZ30>>R*
MW3OW;MVQQ\$HN1R7<;U(=|, @I422@PGM3JR8X9#2/-8&4;YCJ9Z@.MTQ.N68
M2B=J8053;Z_:/|!_JO_ ^V3%@_:ED;.:>'3:+=WUDKQ0>M0:@D3BQWZ48FA5/
M48LITCJ_?UZ0;M4<_S?C|*Z>6E;GB"i+N9(XI7. Y 0T1A MK4>V(N.|=|N_-
A6B385H4R\$V(A6B|?GG3GZ=J1"-4U,:")JQFE'; &V&1'IS M=)>
|UVW>D|"="|@UH#-1|]#T/P0)<704ID? _^_OK(7S6' />|IXYQ(0:N(|^0 M.5(|Q3?UEG?
&1@=(|H<[]*-PX%O!;Z:1#A|+I<1#P ,H#MPLP4 M%&0(9|/8<|A VGAE!- <"N@==7?
W*A1PH^*P**%RF,\$T#F\$7&%9FFL2^#/+ " M&|@IBJ|_&K1>'.L@S\$K1P|D0(?VK'|(-
>"NV\$K9@E(B|N@S>UK):6ZN7 @0>T\$^Y0*+EE9&E2F M0@.<.DX
ICFNG87QJ|J'C;=E0DYU^X 6'IIOK5OGA=TZHK#- C"FHYQ+QA=G
MJPPQ,1QSO&64"L:5>/7:1H/DD76;W'MC1 |'"ZQI4"/ D%,:4 "3:#!QAK+W
MX,QZ,!*94M7\$M8RO\$S\$%09|@&&AC MA3\$J|P28YX&4ZA5J|"*7T;RF 3?
2(DOEA|XTJ#DJ"KQ//1\$;B*@/|+J/D MBP7^35OP4L9V?
+!KLUN|H^O9M|-1I:=E.I:Z:AF!1TAK< NMJ?(,1-V_729X&WH.S4*WU?
*U(#4\40VMS'1..6+=Z-6^ACPYE"|G1 MYJ&T>2AM'@KFH>RW>2@-R4-
9%R0'5=O*H!+QJ,!0&>B,,LH4 YK'O|G"5J_ M-F^>Y!,K:5L?
MDOO)1DT\$HHF*K%.#_XVCF*Z_ 'J|<7+| W/JUW32ZT|RYTL*3>G'WK)2
M\$=W|U2#?.=K>HLH1M0H0*E"<|T9RF)|RFB/1&BU|1-N'HCB#47#UV6Z|D)'DVI?
K!@YHR=N|_ = M(MK0,)4(F5KB*R7P|U))GU.FSP6@'\$(. ""?|N)7=G M82TB25FN3L46;
<|I471HY^(0#**;9A|C#/'3?3,F_7K3TF<8XQ\$BRW-@3Q M2:C\$='JCKB<=5|,HBC\$K5-
(QO||5+YE*T!3(YZL7CV+,CN:#>T^.B+G=I|U: MK3G|&^3P#T8^0J**/|I
<(WS<_S!^I#|P@=+1@/'KD/'S!!L&D"*AXR8@L?
ML(8EYSD@/M2"/I.^YMLUE8,N*^>81;W2"G*L,FJZ'M3PC8ARP>|0Q'6P00/
M=RC=+/^B 9)#NI@EPV6HU IOBY|OH#8+I\$ #J%F96(>V2;F|&#ON(VG-,W8;
M@1R3S>*D#>MB<5'H'RDJ^*PI+2&2H7HWKU*W;+3"1J_K5TXY*|?@4!(2Q@)V

M4!Q(1\ED.+FBFP5!6Q31M"H*Y=?N9=<;R8! \S",1N"WH;B=!VXG6%VK) \$O
M.E^(YJZ5/:TMH^!@QX_BT9?FO02MEY&"BN A|+.YA'AG;O5SK8-AA.9|+)[Q3!?= ^#1T'
M0;5.< MMF> 0>O"V;Q<1I<-6]QN34QS0A_/%&&WSFC*#"VE\$38UA(\$^1\46Q-2- VR3
M1)%M@U8O-2_VY?S)+Y\./,E:C?8!/Q36JR ATB-:C5!"(D\$N1 (A&F*Q
M#IG<4OM%I>,J34JZQQ)EBQ48K856:6QV2\IV48Y-6P0I+PO=<>!3_EG=_;!
MA52EA^<43U9M+C.6W!4M04U %H(<+G!+\$J?|LHAXJ4 ;>@KV^+7L%,ILL3I+ M5Z2
>V6?02A\J\|XB@4J@DJ:2*M|SI^A-36 I?T>.!C.W84"E3V)-=CKJ9%
M:F73W@RG!2N1U\$TU'A6+4NBEH713D4IX-7-M9D M::U1L9#+/!:+G)B/3L!>:J|
S7@2|>G4CR*UTN\Z.UIOHF)0FU28@?E=M0TF R7,MM"MRKV.DPT1\5Y-| M8E!BL6L-
!AZYV4O9BG6\$F-,595 (B\!&D?7;%-4GNGL" <|Y&_4-=JV@4I&!
M"!F9(M*EKG+X32>A6Y^,60L:A%W2BHT?6\QRJC>70|UZH
MO8*B*LW@#DJ%AYN'(OIF8Q=%;OQ<%YN%8-K\;03P3D!4EG>*H+Y-5|Q\RHX\$
M/Z:>&_A.CM?"%(B1>Q"YI&1R!A\$*&3F6(:!)12*(!|1R1@=KU4XCONR(MA MNVH=2?
|%ZW#W3M#H@=IP,YP.K;R1IAB/QJJK|VJPO=JLPM?JTGXNA+?O3^* M%K5\$4X,
2X#;G*|7(I6FY7Q%WB_<%J@YJ5/EG"@ \$7G=[@> ?KF<*I9?N=Q2P M8<\$XZN;F1.J.S>E"
(WL>%^T^GN|T=F8V/A6S),8 \$N)F%%5>Q.U3O&J\$Z5S< M%Y\H4F>(#:>%LSG S)[.,;-0
'=TYM,D+>F=AFN3S>Y\$>#HFNI@M9UFNI.D|-R)-9|@YZ=>WM7 M-
Q|1J?:HSK/_^CPNR^J=A65;2"6&:V+S7?+9I49JJ:2:\N5R[4+73@WWO=;& M\$>[0_-(
Xl;\7,;-B2=#!W\$D6QW4|'E81-N-H 04,Z-LX0Z:,ZY M";|:B-8)R;
L\$Z(^)W\$3K6777K1'\$,BTRD>D7
M0AE/W(@5^E%5I";PC86,JLB@1CUAWL8V3DZ[GCI|&8B^4X3[*\$M]@9/7-B5=
M_(X=7X<13I(:T.1NIB)%):PQC/-GAO8\5)P<53S(8J>9DO<0G-5LY@-KOE"
MU<&+?!Q3O,#J6.S393PS\$9GR7O)SJ\$*(-+G-) \$W*LY3PJ/6O5:[90<6IX:/ M\|M3)9*=0)
(&K+\$UKP(V?O9-?!^>_G-:|J?+7SU|_ ^ ^B=P#-? M?|OR?CV|]#Y?>+^>7GB?
_SBGUP|^_GYV";_!VP<7'|_?Z%W?#T_N[K\$K'/
M5|_B:S"PJL/_.^#IV;D';SD[OSJ%\$7_\$U_UQ<78%_!?!?(!'+T|_ =FC)X-S M>+
[X|1/<2P\>O'E|^6I|_F3- C|QE_ =/_7P;_A'%|.3T?_'9U=GKYJE/. MWKV:S(N!:P/AZ0.!
(1'^^~P&+K|O)*7DP;,"N7^|;_LIU/3FR|+%BN?RC #D M=*R
IPLU30VPBPEA:FI"8.CWE)@GC?H-"F)(^47 0\$D!X F!H:
M<;L|;_'7&QDX_R@RT818>4=7U6=8&TEBUNK-BW:N%'\Q0FV\$G3GP'|;B<6F5
M_I+L!YNFV?&&>4;V1 A&2T9:^)S6;|^ (F8 =;XPR&[@/B\$70'S(@F>D8@X)1
M/AEBH0BC^(R\H4JR<=<+8T+|T-F%,WM;*D)*9OPS'GJ9RK|V@B\MB550FHA9 MC@
31\$/.|0>CA*M&2JG|0/*:-G9PD)H2B/\$|!T?*PW@<,"?|KM,?)7BGS>4
MLP/)>*_Z&#DF+|"184^2TLL K0)L23%^"Z M,2U?*6X MU||5:'/\$YVDXCLZ&M&L\$7/:W
AYV/U'/RFU)NQ N6*1H+|)DT5.U_T:P< MA<;ST+,-,"J*E:9:-'
T@:+\$*N;C5U/U:3H0CF(<5L5!,9EPS9U1<6%L>0ZDD
M/[8((V!6KQ0+JJIH5N&,=9346N@VQ+:DWMFVD*3(%1F=NK9J\$B>R)@O U<5Q M-
6OWN5I=1/O^X\$V&&1:I#\$C7CZ5-G+2;\$8<[\$"28^L4)S62\$Z 2L#JKUJ.:C
MRJ_/1AL|;*.':?2PC1|^/\|.81L|;*.':|11]=EP86Q%&0#!"X+)0!EB1P;8 MA.Z_+
[FGN';X:|=P<7':S|:.'NUX!3K9U+D;GV#QNI#I\$<40TO8MJC*\$DA_A# 4M?|UXL.M\$-JU+.
CP5.!QG)IV\$YR+ MVNC6KC-4'YQZ9Q?UFGP/%I79.*V6S(X0GWV07T\$9@:--|F|
J*)5+628JV, MQ^*2%Z"_FNI*/KG"U5O"(E^!+ #ME(@26%3C@?);6*5!M*^TLSZ6
M\4H&+:NT|\$->Y>|K/@;WDD84W+4E|3T2R8E;JS0U;RUM|N-|M: <35FNL<0
M"CTGFR#\$'IEXU?B>E_!7!|69X)X""^4(1S!%|NZ-@@Z=(MS-\$+1"7'&(&H
MY|T!6)UPT+A.S#BEPANPI'6J*:#M-0X2I3!17R|O'=- MCFJEL6.!M.K\$N4@#|2|JG5L-
+*T-HTT#CR^@('5\$S*6T*#0W M%Q!I9)@SG|Z"TZAC0#57*R@N3"9
\$WGBCT5J4T|6U|,-*" =8 < MRA-
#QDO%"TQ:A6%.CB-.X*ORDD=DK315\$#1(\$IB^T2@)/@_&2.,Z@7@?RN M)<)328%*Y):
(W0!%)D: KF=X:;[L_*C9?V\&U\$M>5* M^O9NOV\$*| \RY_LH'+\XK D'.D63;
MO0D;6U1Z#;%B|YR,&M6D|\$KK|O#TF4,UYQ%KLJ_ =#PT8VV"AZ##:TQ|9/:F MW
ER@L)VREFQI (2ERU,-%YVS#^S*(,=8\7A;..DZ,)"G:'2BHU'+3LIM&|H
M8!4R984UBHD*'B-.%'7&#^M^X:S" 9\$K, <%V|V|
M7Q5_F#XZ)A\$BGTQ*!O*>XBM8>!6 M9U&!)N)JH%^G#
CZR3I^YR7DFAW@1<=L4&&+>E%TGC
M(CQQHK@'|Z|ZW8)\ZEL?!U|+=9NNN@83F&NR6 MXR#&|MU!|3@+-
)A%,RL'EGR4H'TUIYE.CQ0,E6'O'2=.QJR5E!M -ENVCT M)(R?FB+3|>Y?|10I-M5=S9I@-
BR53O0/@(1P;B//^/QN)7U@1-T@8'#C6+%_MNC19)MML-IV_A(^DV!1LYGC9N>8
EO9/AJW38W.J A8D@=?)KYV|= &PFMLS M5,HB\A\$"H|TUYKAA*?

VCW5_67(M;!Q!>@*V6ZPP&+D:V/J(: GQ>FL"AYZY\ M>.@QIR-4WJ#2)/Z/[U4MPG_-
R@UA0@J0E4(A-A&XFB',1\5AQKP/7/HZ\,9!E_D\U79X+H&
MY@F^4SK53MC&AE;FWS+1%4\V)],,<\$.F&)ALDE\$6L9_%#>Q"MR@B5EG=Y#/
MP@C66 M[/&J2+JGKQ TD472R1*\$:\1,Q511QI@XY>:)1N.000CR+JUVKWD9=
ME3>/YU0JBM@&N4#0%G9W2Z&@(HCGJ4C7=.K1*HC8Y?JT?
V986/GST*M7<3D03A\1U:.*# MI,5>L^:.*@6/MLJ5B\$*%=(L/\$!>@7ELP[WI-3#O'&3Y,
<:K9#CE\H37R5[P:0NU-GJY\$Q.BY[/Y1;*<:((+4J+ MQ 3='PF8Q,! =XA#YI2T?
*D"^40L%LG7LB5+':FI?-.??65Q39)H1&R6>NPA5
M/FC8Y8<9.DKDU'T":.2U[B2\$#PAGJ9!#"8GA*"XU^(AX2AKIN6S"T66AFUZ
M\$G&3=^*PA?RS> \$L^F@&==3J9A/),@D3\24EA,+;I/,(P89B*:TZ,J
M0#\$57%14+Y(C;W97&?LX4I_'8)'W2F\$4&@&Q>"7%1872"FHZ\$8AJ6CSFXK. 8
M*%MV^'9*OIY2\J&TY/>U2LX/QD^>UOAI42WUG(!6/NS"*S8J39D-W8AD)H^
MS*=@^#*4!42&.7>H>3G&720^94F,3=4U:481<'0%AYM!1\42?'KMK?%9NUV
M/0QKE9.I))\$WL4_JLI)'U:;#WPHR;O&\^A1H19@8F(:%*&EC+5^:,3:9\$YD
M\$"@0L:;)YI\VNW#(,J:;)2E-L2%@RT/"),\$D)CHFQ.QC6-<=)9DT?[@/7 =9J MQZJUWG;J4.?
<.,# [.#D^1^ZAD224/<S +F*Y13N"!")IT MOUF78&^W.3[!WG*?(#493QFXW*E8;#V
:|%=+3H,1K%VN_'>."5AM0U"%Z#W M<31D#MIJ
(41@'F4JG,L%HDB)6R%9'U!9\$GC&'"E)%79^@6SO-%?\$^JF=+&S M;!'C'W[/(:+8I
<5\$\$>.HBR#@XL=1"L/+5-J0MN>*V<830B?JM+_SKV3TS55SJOZFNWAC;)%7?020
M4[:.U@ZLLDZ^VGLU?/4?*D505A%)3(_J8C)EUIK//W%7D^8SW854U!A\G;R
MG(!V/Q3^M^Y:U>:SJ))#J%DIAR%**<=6@3_+!,OY+8P#HQ34\+!"O/ M/YA+9ZBSA-W
I&=6ROL2@PT](Y6>FWS[F,J\$WGZZP\$9U(XOM>.1-J+ #L1A/
MG<;N'V+X3Q6':FCKO"QJGJ@>*)H7&9;HG>J3IKJ0UED1E<(XGR8=3#R M-
"X0F%.3Z%"!""??SXQB0@3J]?AKYG0!QPX!RBEZIQ@-1&KZ>&MYJ"Z&E/W MP*QK
\$I50&E C>CDS1@^C&Z)(ZO71ATG'C=>,^H6HL3?8D"PPVPMTC7"PLR2
MWQQ@"0+&L>J T-3\$NT00-IY#D\CN8HZJ[:F_'^=ZL8FJHD=+J-E\H^1P?*
MO!Y)OY2409K 63**4=PT@HN9\$"%[SV M35J""T][8]+4^;2?
DYN*S"V#ZEI*%LO#_CB&ELEF[7>.:6IG,V+@N[F\$M7
MC!7.22X@MV1:=T!M:3C1:F24DOK/VKS#&JO^XHBRY"EHNX!:-6\$\$[04(YI2
M3_%O;*@VFZ)-Z@N-D,,L2,0QHG)E.?& Z85@9AK(E7"+:@H<*&2F&%ADUKH
MFT4_0.,5J"3F.#D32[X-G.74FKV%&J-%0\E&_U:7A'DNSQ. IG1CJZDM?4
M>-4\>YW#5Y6@C,907HNPTB9RLW3K_6:IUKJKDG<6 2'E5'O1)O:6&.8W(PZ
M';O\8J18/S?A#--\0A5#-^G7F?A6N4EC=%)35L,?0]%TK\$XIV:\BP9"0MHXI
M=:D:KMI0J_"@693[01<&,:K@Y_VQ_:<
>824'GHFUT_JY"9L1/V0D=.3",GT=1QQQ0Q#6SA9-,+2JW) MX^1:S?%^16?
XL%EG&./J:!:>AT07:1[KT]%<=T&GJG@6J8T:>|:H;JQ4HXBJ/&%<7'9=,YX2> *7
_R.E.MJ7[F5WT*U%(I;V
MS._\$HQUZ\$S/:3'.I(CK%G.??/%%IP+;49MDMQ\TB\5+H_T\$:9CG(10-I,F1_MUIDH9@' |
"-[HI&1J]T=V<|:"?,\HZ*5_%+"Z_PX*X1Q'KG4:KQ///EB4I
MOR=3G6D6)Z6T%?:OD.\$W,7VPYG)3.EX:FW2=R"H(&L%!6VQ%9Y9%N0!))!4
M8%T4H)IE;=:!9,C\$=T]-.&Y0-.|P>3/(HDUO.)(62B%_U<MD)XKC SFRW^ECG-
4A)FG8855K"IF,M19>6B-D MDJ&TS#GE\@7MA*CSKCF8?
C7B67?/HLQYZF3(=5TUBDPE';%F#8R7BOTOUJE. MMM>E?
9E5K+JUB+T6+O&FA+-5K0]VIS:W"@Z[/+&HP|P =JFHG--11?OC?4(MEK;""7EHMT
M\$+R!X2JB+L4IJ!1FV,C+<%;3&<[.0Z"MCWBP;==X2ID)A729 M!!TB7TS#WI9-
4I=8&L6K\$![-/\$BJ:[G&E=AM472I =TJ=K!B,E3PO\$UM4%'I MPF&3,)-
)#RQF22^CUT;M#2)WTSGQ#M26*G2MZPQ'KZM;_D#U"3E> (=IMQH\$=
MDIU;RD\$K@+C)J%0NWGG%ZJ0\;K8QGCC=<3W\N&9.ZEG7FC8-Q*J9N(I3W&
MH)Y(@DJN>8Q!/*>FYUJ.Y:W1@+D0M9J9-=^G(HI-UQG35>%./>8=:R|
MMH+O'BUT..I<.-T0_4/;3M:@(,2@PEMI;*AZ:/Y8V15'6HXK8OR\@\$@6!_5
MSJH@90*\$N]&4#3E+**DAE'N-!4A\$)[YB\X]Y\$5_3Z%4Y*S)/<_==B|5;+RV8 ML\$LL--
[RUBW;.[W/JNC;L1H!+1@%?YKAZMG9;3*3*DI\$68%8H"J@]JNHXW\$Y MN[S4^@OM7?
7=VWJG6W^9/M%% [#[3*%,EC6964,YBA-9;!9UU&V6\&XDY !Q M:VQ8JYDUUC8V<-
EZX[UL2X>P79QQ)*N12LK=J5/*9AF;1G1E_,!!S9.*,BD M^IT!YY.1M]7;W>.:P.46>G=J(Y
"QE0\H[MZU'Y8%Z?HXG%D-ZG#/+@>?&0L M'9EGLFI>HJB?,AIDS!Q)%\K4W%N^5J
M%>@>JGUU"!9(-,(%0SB?VSW7H_B01)RWU*ECGI>NC /GS?.^KC1;BV][I#>+EUMU?
AVV1E&-K#JS8 '< 4 HBF4U F\ MRJ8"0SA&O3J!L3^JLCJ;5F5ZFXSF9%U_'2^(N1T0-?
7)T\$6"MEO%."HL8\X.V^-26

MQOU#@&LV/AH#@TG&QZ"H9W7SO]=Q"JMX<@XN,Y62K%|;*B[71BVFSSYBK
MA+1R2\GP)KU3E*;*J:3ULYE2;LQ:?.)31PFL,S6QT43J\JL9!::2=(LR)0/? MI*
LXWBT>T!HG1OKJR-;(%0IHF+@"YD5/FVM\$%!=!FXR)P B3H/I?Q^@E%#A MZ_4;H7;
=LR2(NERF^1RY9)!Z,(B+)D HTP9MVXB39/6):.JO(T*\$6\$\$>,J ME);
["NT,*4W90H,5>V6:USNS7 66?|Y1|^-"6VOF+HU!JCSF?/J<-@DH:=WU MV-6:39.[HC\$U
FZG6 S7@6LTUG],F#0CX5,_"JGQIL&H0":7(5!9\$D?*9S0"
M;="!A\$>3OP_++^CDVUZH1?=S&L+V#"QW@C8%!B(_6Q80Z|QB R'G.T|JL9"
M,:Z|F3\$G#BQ<(-+ZOV-[%+HO0:5S#ALR,&3AQ MHSQD_GL#!:-
HMY.Y\$E&YO;V*CQ:EFOI'TH>K?2?O&#(^;L>|<#!=0B\P?L!%
M|JUR.FJR2|X\LHV99W=_AJ=\$H81I#,_=|B-Q@R,H G%"=_ &<)#G\$04>=^G%I ME.=JA3:-
Q Z|&*\$=G'D"QA(B)*.UYH1:"JM_1"MJ6'C2R\$%^=!166MJZQU
ME;6NLHURE>VUKK+FNLI>B#9J=:\$EO5<&7|ZG'N?1J<7'V^|;G'^&7RZ^_79V=
M_*=? W'AJ,+O/WWT\NKT_X>U_.SJ\NG7J*2CKK/NOK+"M6C?G?OL/<0F;H/
MJ.JP_ ^EEZGYW|^C=TI_VN/MN TEDJMX2!@! |U2,BJ4A8WT51 >||V#N|A) MQ&?
D943RW2>'>-T7F>"H@&5Z7V*%0.2<*5."\$ 5U&2-G&M71U"6<%ADZ"^BMR M%|SZ >X<
U%^||@I^>58RVR04%AU<0UV|J+2^TYJVG|WT2V*MW|55@G>.- M\$YQ3?I@B
6T!|7J|#GS4NP+>)C.^M%U:MDT\KPMTZ,R&C|!1%O|WC53|UW ML/N7C3U,"Y:D<|"
|^W0GY75-OK_|.'NP@5/J|3|B;^R.7?V-Y>&>P=OCX;W M-I&&|S:8AM|@'^YO(@WW-
Y>&C|>?">.-I"\$>T<;2|);Y"\$WVTB";_!6!(^ M?(DO+^))+R_L23|
|@V2<|32;B_L23|!ET204TTYW9|&TO"^V^/A'|N>9<|PV2|":<|M/:GB?
Y|TA>C5+P@FWK4GHV9E=E9A_6|HOL=/85^^J?786*5GY^TI|L>;
M9WH>;Z|AN?/VG"?FV=X'F^NV;GS|AS8QYMG=AYO;@QQY^T%\$8|W+X9XO+D)
MH3MO+Y'C:./,BB\$<;,2|O62ZH\TSXHXVV(A|>PG-1YMGQ!UML!'W|HI*CC:/
MB#O:8"/N#5;V'6V>%7>TP5;<&ZRO/MP|"C|<8 I^@R@7|S:/@M|JM,@6_/1|
M)\$A\$KVV*#Z%@@S5<@|3TQFB<8+FP0QNK@89|6R>?SZ_.SK^> M?
MQ>11:|= @#Q2X0\$/QG|=O+U-PLH?E^\$|+5.YLOIA4'4'5S|>^? =>FG>/\$C3?
#*E3IA_?'@ MZ/V#|= FTVE+B\$^R!;^:T'7O@O/<=%;E!@=OF=Q?DGCN.!-
/^/:7ML|+%;AO MZ(2_ ^ D|^?#?K8QI9|^D9,CHZ |F_EV.SM+CTV3^FW:1 =-&@H
MK;:QJGAFO:|WQ_ ^|"Y H8@C\$7H?1/0-V24YMELMN*7+|J|'^W|<\$*U&I(K8:YTL+V
M85G_TG+VEK.WG/T1IVCU9.&6JY>X^K'#UUO|BXP|"U4+8&U'_5|O?
<>O+FWOH%746Y;>LO3'>8)_EVDF@P?FV|_%95J29XY*^"*NTW+M%=>Q= "T
MX:L5,7(:SM97Q|1Y%8-MK&AH062:5D?=@LBT(#)/J%(T%43FH 61:4%D6A"9 M)9;
()H/(E\$4N?8-FHH 8HNRGO7?3US)G<0LN\BA/^XB>PA99I M94PCR@-;.)G-B#*VT#
(MM\$Q|:Y_:%IHF== "DJVVT02>V4++M'391+ILH66: ML-
LMM,R:/S6M|ON&C@Q':%OUIQ709*MF-(%AMM@R+;9,RX9:-M1(O:W%EFFQ
M99JF8K;8,BUG;SE|BRVS)|J.!FX++O/D;+U%(FC9>LO66W"9%TY07 PN@QRI M!9=Y^-
(>MXIZR|%;CMYBR|PDMLPBIM/R|!5Y=@LLTP++K\$LN/"PS&K5S7>_
MLD6=*:ZUJ#,MZLP3*AM-19UYUZ+.- QU9A'2QXN2RX*2|.D4|JF^>Q^|+,:* M#SA5|%)?
>H-;D02>/6|WAC%I@C%R)1/814I+P2K@T|DTC&>O8#;U1_OTNR|! M|Q&I)
|I/0^6K+)QYJ21.F(T| A\$B;U!_|VE|&G6>| 8T22#N|Q(;+Q MW/YZ(@K@=Y5Z9FU>?HI+
<9\$LH:YO?#_ |W/\$PO2"/;MC*10D5YUF:"ZO"TM*S|@_N0E6ET%N>)=P(#45\$>YZEW*9,;
M++I":8??J:5QE'W51+P93|/\$R:/G 9FGO+<4Z(|X85I/0Q;TM%?ICC>G:|
M89YY49QYH9HH7/ L|E0H//7VNP?6!WJ|7|W7|^*Q^#P:&9K'3U1.1J_7|<'A M. G%
|5#XW|R=*JH|'1U|/*1G/ZM?|T_:BBA|Q:F:#Q@(@)|\$@| 9<,9;:7))J*3YPU&
(Q4JD<\$+QTF<7X_I'LU; MO8|X03%G'8'-\$|_BK|Y* 'R"|,&'1#3*3!L& Y|MR9)LG&' ^+
|0=1GM=6@O&V)/7.)#46J%^!<)-(20*T*= A M, ^!8(\$6Z2FZ Y/C7'WOO M=M>Y6@VER1-
XTS!1;XL6^|W=/4V,0#+79/K0WT@*9(|ZY""10 *= G5), 'A! M10Z|5'W/9CLC%&M;
|PZV6^+93.(!KA+?J,!E8A\$|&T=;WL3>.L8=.S@AKQ7 MMPFJ.Q\$C|C#V.(L-
'IM,*@(|B&J@QM|)2_?)ZWCR-7_:#0|Z4=!GB"ONQTK M?VR^87)QR2YBW&G.5Q/F;&F:
(4D0.|L2Z@8'0N9; 2&CQ_ '|:G\$)#\$|X_MDFG*-B8L?R03^AV_':B 3.@I^_;
(B6!'8+P*,7S:3!-TQO: ;> !FS=:TK%@
M6QHLUR2>)JQ(I\$;NX&9MKUS(@*@"#|1!NZ)=Z.-&GL|Z%(D-|YD>F6?
A|H(%+8@)2,:^2E%O*% M!,<-0;\$=*2 PHL,+X+K:|\$X=#_I0AO'MZW2M#NALH-*MIAG*
Y(T)=*PLY*@ M0;^&X|CE*3G6-R0+"Q<:?"C%FN%.-%BD+Y=ELQ&&H+(\$X6SU_7-
%6P'1@(? M)W<\$NBKFG!&PJ^Q\$3L>P;9(=MJ&KN\$S.KA1_W%X1+#.&
<4>6#RA(E\$N^ V! M%O?>;9R' 8O\$6P73GTB@\$+P#55=D1'J^)+P-&36=;.
|KS/M2^%8+YY?CP#^Q MVV9KR,W*7 WCKV\$P*Y,;:R0!E-
D\$CXX'0F2E;HX;)O.U:9SM>E<;3H7IG,=MNE?'N.%F|/?G5|I9SMRJV0.N-?

ZXJ0\6ZM&FP->C8 MQ6#.DBU:U8W:(*W\AY^OQIA\$JC"K#GWB'FC?PO,34%
[9K)T*,%%^!3S;E;4 M 28^EX3K>/= @1="+8WQW4N0,?W2S(C\$^/I))
(MEWGY+#3&=5G_S.G^J:_.E! M-
%LVF""6*07"W0@&CL3#W6/W)/H*.SPL&Q\$PKUK!_AB6Y'>!
MV6B=,G_H=YXI@'N;'B(8*U^@&J(H*BG29\G6+V5AK7&/?OA9V9!#MOB MF
0PE1\8UK@TM&J1\$Z/\$R F0>A8R@/JS?YXC&ENK*;L=#HP/6UCR\W7&Y\32F MU">02B)
KD#T'MD=;?\$+|Z?L36"HO@R^!WB.IO(?5F4"&Z@83/4%)IB.-9.V'0H'Z M
=0[\$C=Q8C06)]F'&^F.+_R^". "N N M\JM4_ZJS:?@D%J3H116_B-
[9:THO,3EZQD/\$K\$V004]^J G683.%1&1\$>.,\ MLA48<;\$XU=Q@+X(5,'P5C*G4@
, \$T7M,AMFYC F\ M@SYA68U\|I,(@>%=PF5..9R_X\14?|0]?D(GH\$@QJQ!
[#3S!S@|GXZ!;0\76 MG\8D#09Z979MVFFV-S%ZF[*]&26W.8)LSV.8,MCF#F#-XU.8,-
CIG<&6AN3ZX M\$|Z;!\VNLXTE%.K0N\GDL\$@6&MBB,1\0(PR'Q\$,D-DDLC^*T_I3JS["74-
M\$KP45"P*D\|DBT3N+*!I#BB#GW(\HX1X_HJ)MCV0=>|A7&)|%5!GF*4:'4@.9
MXL.6Q!.9I%27/@?-\$-D4S.W,J>:|2=1)C+W_Q49DH(& ?EH3D\$|I3E@|,%)
MXT37.WY!B3ZC:0A@<0\$7PB<2!*\$*^()H,_'^G%!+5'] OTXK<-A=/
M3G&D)*>GI#5(FE@H;CEM\QH6\$LQU'P;3+=Y70\H%8A4: ^C*E) R55I"ZR#OH
M;:EMN*_8(&U.KUSOS#,>*U!B*8PN32F)\PZN@ ^#KQ\|C5^FS&89?_2SGN<\$.
M9>P"RQ)!96M84H91%>F/(\^3W';P-EZYC=[_C 3'!'BJ\B@0I;| 2F')\VIF7
M'N<*0"QX4YFZ\X2VC0MK&> --FKF3?!(\$GP<3"Q+ >*S+48#EP5D!.
MZ2HX.K>.:138!4XM:&G18LYIT(N+YW?FT!"@.5MZE%@O^,R:B(+!B= GB_# MM-
@L!XUA=?@C0T=45FJNEQ^NZ.K MVQ8%9=KX 6#&=S;@|V\$MP' MP(?<*I%VA-
G'|&!)VZ;95/9XZ3H]^5'8+\$_H"OX#|H0NL=CA@1,C=(= M)Z0#ID6?W)0+|*|V\$V1'8
A/\$3%1|,G77N?H/SS2M QR!"ZBX-Z|5E_J;/N M.(??VC&02#2V
^=.@"O.*")WK=5"%:.\$&,R,M/E3%|QI B<0P"B\VEWP_3_@E
M<|+N+M9A@NQ^G(J\$9I#CG'SS.A\$|,.;P2\$FE:+&Y MP#J
O!2AH6.AU8S=N=J(\#06F^4F"M>A0&@V43@^9L \$XL(C(A&GG&.\$CDL
MF54,J)7\$Q'#0,#&X;HMU\39&U,:(VAC11L6(CML84:-C1\$M%\ /|R+V@.D/S
MOZ/S1:M!KEV#_ "BS1"&?U%M\$L8\+E7|S+K0S%I6=SV3CGW |FPX! 9.JD)CW ME"?
RC2B:3HC"VJ^,^<"\X|J*Q6EMWCSJ! MP_H|PT>=,%@/!'H\$(OF/SB2.0"\6OKP_ =<2-
R7W=Y2SO 2-9EUO.!,Z!)L,> MSO*." :P85-TQEJ#Z;,_ ?8W-ZNTANB>L*Y&%P-|@E3C
MIXBV+8D-PWYAQ-VVK-*12EO@P&D_ "Z?G9SM)C|K)HKB2\$XP<#.%+<%C3A*0
MG:3M-CPA;U43SN\$)B\|C9=1(#ZXKD:-R8Q&,S\$DK70G-JT A.0B(49|N(-*6\$ M'FJAH
OJG&8)U(W!^@?1|XT.M@Y)T-3EH\#9?9E\$Z9QCG^ ^T5-%RXN903WTP
M&.L;BQY;R\$9/4-C69A%2" |9(&P5<:"DJ71"XVGA1S9V;U63JV6J'Y1=8Q\$.) M\8U0UR=-
%J->G6-VH*1%'RD7"UD%6Z30105+D>_B+Q6,.-+ #60P3P|\$_.UN+
M3E:F27I:D@O7;OF+;'D*:Z:#HEF>1#H'BDNLJW8_%8(MJAQL)G; 70 OZ_ " |
M&+>'3@KF\$G.LXPRD"/#V>T"WS7N9VO/P@/-PHV+C +1=AQ',@H|_+(20-
">8B%"9C;K5O'<<_& M/-.U(VZAM.-J;C=C\68T*AMZLZNJ71" 7D&
[MFPJ,&,|RM%B0X/_E(OQO> M;E=>8%/>T7J\4E'D1': 2^-Q!T9 P:1*"(@LW%+T#-
Z4N^_BUSIA*3C_6+\$-N&EL/:"""VZ21ON+Q4VKNPZ;;?SGMMIOE/* N*F*LWJ
MZJF*FBMRAVIAC|ZQV,JU#:2^OU1ZJLLG7/^&+*I>S?O? T9!U M2(@\8|5
(0B|M!SO=SQK9=1|-%P,'J*#F< @YE157XI(P1<9\CY>IM5W""|J/
M\$>C=X::51M|5|I%7G\$94(#A\B!&%_RFVZ_ 'IWK##S6'C8'GF,7-V-+U01_4
MJ:33!-6V\|5Y1<|:/.'N'_*:-\$JV;-SD/-2Y12BC0%"KBR3#2MOZ?@9NWXG| MH+
<2,OQ6;|N+(WA?GTUL.N'5GAC6YK9GO824:C-)H_F.MGC|M_K;.B(V ;L- M+QTN_Y@H?
TSDH%@)4BYLCXQJBXRN|SA\X)6(K_6XO3"+N8! ?0: ^B#"7W\;355I8 MZ|D|J=L%(BIE2-
E&&QJ*BBSUR00.ZF46^| ^0_ |PHX"=P(L%&S1(US#,GQNWF MP#VHR6;KHEG=1?-
%MP"JTE-=&?F"[73W4"/4D"P9(S8,|M@QSC8+% "YT)@M6 M?B?
ZG+K;KUTU">LNOAM*YFD+ |H,M|OR(WVMI<,1|4:)R(\I'IR/F4.N:GI MB!W
|2!"05B"JMQRU5AF,HI2&T^ZQ/MU|,G6"Q *E^ ^:W<(W78?5|Y'UHK= M|
|MZU95,/ &VN^U\$^_.|J'TK&3/GRX6P19RG>*D%C7,Z;A3X3-L&2VY5 M9\$K-[TV|E?
4.ZN*A%9+ZD2" % :&:)|\$&9@*|I2HLO+E%=_8|]?0*(\ \$+VD(M \$Z.O(X)?
K)&52%\D""F9|J)M'@^055=01@O KB*0?D!Q1I9*RSA9)JY&(:K MK:O)X ZQK0F*5#
(((\$DSA1|M81S5M?&QA:*L6D+*4, R'-\$B|WB<35+N)56#P
M"X,X'R(D2=VB/,U^:-.=REN2&UD|'0H#I PY1,JJ?66|&.,7:E6VZ)Q8;C,\$
MF\G#B6(GT\BF9\$M4,K-B/DB)NEX5|:BTLNU.YL("W?0^G6<;S\$\$^U>7'%9O9
M6<5DJ*T;Y@2R18^CE3&6H4:N0P>9'D/7^S6^E3?H1" MY,9:8\$ZSE9PN(-
>JG;1@Q/0EQ.K#KL3&U"JPB7\$,A02J5GK@PL(DX:X/@#0N"ORI50JMPJ>L=IK#PEBE*UV

I;Kl:0I?M-:*Z*:U09 MQC>@Cl:N*DX(M2CJ0'\$#TQH?
&.4,JlT:X%&DP+JYLF DAR5F H&A9G0 WJ_Y63-J*.YL(
M2\$6+JlT",\5TAG'7^V&&,|Z"*N\$BH
MK9P0:9LLZ*8+:+!\$1:TXTMl4@HC)9F|EDT"LCDG#+ 'L8|<2!(l(MKLM'Y@L_MM
-2HRlYlP(U:E1-Q(:"@%F@*F#89l&?>>2_0!IH\$(+F,S<1/MMM0M+>X\$0 M2:OX>;3
-5lRY"lWO3OW,l" AK(FF &; <+,)T'NEI \#,1\$7*_!:l)C/"@@
M"&.090l/7,7M5Z2!@)69A;J5KD&HOGX6#G\$H2QP==BSBFVW8>|9X9).II\$3R M/_
\$I8'2=Y)77&>+X.EI3=P9\$^|/-SCAJ3LHO&/C6/"KH"?3W(VB'4GF!(>
MW"VL*#Z@U0PLlP^47*G13(:S?Q2=U!!Y>,9A\$B;HO+0%)7+/\$6XXOY=-@3F-+ZEN
*2V5@ MSO&Q#DFl&0L4QD+;*lKl.IVJ;MU0@@:
(URU"J#41lT'JK%";0795GP[9.&3).lV:"\$%&88U l M_NK|lE!RGST8,!-*
REJ>SIF7XF<% 'DWF:&BQ*-6*<% 4#HXU l+Xl|8S:PK=9G-0M40lRLQ5CH_ ;I8PFA
DR0+E_B+lOO#S/H:>5.D MFQK -ZY1^T&@*P&J5HB11/T+? RE#) M&ZE-
:>PDY&IW^&VM EDP-:WT<2"5.HVEC, V5UMH7l7USBBD1 @'R.\$HCA28
MAG340L5=0F1_G&2-396X41G<28T@F.:SFQl\$39?L\$C:52\$*[1=F-,lG5LE\$ M;D,S;6BF#
P, '@ &\$Q.#0M,C R-&5X96-PVl:U?
C2)8V^OW"lIVJTSTPQlBQ@00J>VHM)TE6l4XUF00(JNE/L)2&\$>E M++EU@73_ ^G=?
(D(A63;F:H'5'Zl)ZQ:7'?N^G_WW<38)?_l[6(K@Y_Gl_O
MSHlW,?;SB8PRST^DR&3@Y:F*KKT IE^lW9Vl%TG|726J.MQYO5W^_O>'W'R
M3=T(OIZl+)_0_F ?l_6_ l|_C3lRlV\$ZlN!l7lUP_J8-l_W)=lN_Y>M_WC?
ET+TCWKO@F,lJ.W*?7&P_l^l'^!1N)V?2;-9*/_KAXF*=L82O_l3_ZAl M-
,W>WZH@&_4VlWlRP^E.S/Y>=L1H;J.?J+QPM51#+/3E_TXC).??MRE_lW' M*SLC,5'Al)*?
_N%(3F7KG|M:lB"SFIN;_V(?
UDlF3S[D_ ;N&W,Ql\$Y*=CD5C:7WUQ^/^OW=JlV9BSS1D>N-/*H.!^"MLW4Dl
MF8IHlLR#6KJ.M"Zl]lJL=;YHG:2Y@!%GLJ2P%#M<l[Dl_E:MLYIU%2"lJ1GI? M0M'D%
<7A-6.YQS*1PYEWG<"2IKBFN&;C. QDXH4J11\$SE&%lV^3%%\$FF? 4D
MFC5@3;TXl9JU/GK39G&NA[C.5=I&#OA%)L X5V^l :W(@D:3%TTO@;0U7;7
MNlS]L2=HO4":A"&<3) @DVFB4CBFl:BTKl#M6l(=*@<>Q_04"-9&^1)4\$S^"-".) M-
l:l]l+9ZVOYlA?@#Z%@34 (Ol]C_UH'+=#NHNO-X5Q3_8l"A6IBZJ4Rl^"4
M9V.2W2JBZXH?F&>L@^M\$2K(819;!*(%1X&,PKN8RAMFF1:85!<^OH M?<;M4Y'1X?
7*PDZ /l7(\$?P-Vl#U@ >,DVl&lY;H%5>X\$YYW'H!!).^;*>G;O;S8MMl:F
M(@A@%#NA'&4_l;WK'D_1D_.\$_)3FEF&<@\$:Y_lL6BFDJ?S)_O_l4.@W%l'"<5
MT>+30^lG(KE6TNAl?867EOVVG>'W;W#U5l[-QHR#QL6)@5- MlKl^V/NALKP_l:??/?
1G.+N\$*SZW-O&Tl&0IKV9O%UY1VK%^l_#0^2UAQPWl
M^_Q6lYT: 5l_/#AZ7_)Z/5lXTMUI^M*,ZCCWGL5P=.9%P%K@'_OU:U72V.5
MA6-.^1'XlN:2V"HKQ1,,I*_l5#_E\$7!RO.N'G_lA\$A"#O0ZYF5NB NYOHKF#\$
MH+Z=YY.A3%#M(OGU1#@^S7X5>L7lG_A?^O4"SM>F@_E#Yl^"+ Q6 E_6F M27RC
O2;S5;00MIS4K>l_Q#?U22?M ?ED82ZC'G_^-P.CZ4'R%K*ZQO\$LL7l M'>RN8+3+
G^K."#&lYlMYlE7Z',,-.?-I\$A2;RAA M/NBI>*C_B2*
l#H6C7PV,@K6NU0PCN;OT^\$&K\$lJD3C_Q+^GlS">QWOL-LC MlCGLlHWX6-
GSUW".L_O_Z,! ?HH3;^JP|RFQlQ061V3>"lVK<>3=2OD-SAQl MVL=QJ (Q2SOL4
U\$)KU;Q<\$V7-((9NL-,>U*IJ"0lA^ ^SQ)!YQ6>lD9Q&,:W
M^*l4@W7X="MRlRER_R%%FB>OQRW3))\$KO4"-=.BA@^\$!7\$F*)P#E8W*,N(9#
M\$*L(E4A8l;FH\$>LlO.P9G_J.ONCT'^lJAF/'<66=(('ALS R);)SA WQU#_OY MS3L#EOU=l
W=3Q86C@0\$@,=)L8A?&#R 7WW5L%5S[l_D(VYFW! MP(4;4;%:KPZ<5!
l8;l_@ "F>PLGWM^700^?OO#Wl R5l#&0/M?Q#1-Q0&?!ZV MKl3_#8l-Y6PRC\$/OKSl>
l|_lXO_V6Z)lVlBO)"AH,P^S7,^"3^+DY9&lTVC M_U<2;"4Q:M>!2?
R+)"l:19EZ/(%)O>;D99#;V_\$(N/XLRlIK1S%lLB|GH'NW_!
MQlD*;J.ONW_9lN2_8)WVR4)l^S<*[l]>8'_KQ_:-N'l|>;=A:HD^ MlJ0L+/"l19W"lT>\$<,T#O-
L_lI&7SDB +W=W^>OW3DDXZ.Z^6WSYH2D)_7?=@Z.G M?^TlJ10L<8NU)*?
SH+@*G#:6JFM/OTO>^7'XMY=P0WRP45=2P*4&=,GEVO\$|* MM)
l.lY/4l5%T\$Z_ ^VZO_)9G*@59C3_lJ';N+;-W<1TJ9%3A'KT#SCM:_3W/
M24Y7UVO*DWNR7R*3DP*J&Kl=Z*R3&)>l4CY M2H3AK'"lZ_.
l+;;9@6&W4l% 'G'5:P3=1XV'G_ M8DB00A-(F=(;"PR=R@A,;^ ^*CB^7BE*lJ0 OG)
(_!D+V4R0VF>V,!4)\$X"S2M MT+_ +=GClO&TlX AL H8"9C<6^@C@\$_B!R0lA1>DlL#
l^%QK M&l]l%BC9l_4Y\$.22*-OPl3ZBPLD1Q+=1U=-Q.XY#R648VZV=_T1V?LL6BT6Z
ME%D6LC1l4DU(B +ANZ(:l@IG*\$-2X)(Z4CPH>l!4l2ZBWY; (\$=(6R1Q4 -&?,:\$+ M<0)?
KJX4BPA7!@G<4RHKAX4>(ALVC)26MAFMC6JL:O5)%?EA_H+9,0JES/"M

MM;)F6MEF+M&'M=9JVF"UZ[735H=+N:AZ)?&R5L@9T,:3 M"(S>Y\12F58Z'SRN_3SS)
[UN@DR\\$-Q00GT(Z<>*DI Z^#1A..6HDI%2T#V
M%4X;=M;,.H\$9P&&>PM!%Z1079BC9IZ@>_BM'!HWWB\$01WCO?
Z,:ZAP|Z|;)K>Z|:XOE_G2GP97%R=G9QJ&9Q?S2MS*QLK
M'O|_WIS;X(4B4RMJX1|JF90OC^6-,*|A=:G(-8B/IKQ_41%S+_JWMB^Z?TVL8
M2>+/_U:*Z1S Z|!'A_N|H^GWQI7<>-|CXEZ;3*9F(>Y%>^Z>R|A^=^7#MAE M-?_?
1_M37L7>GU.9>N.8U#K,D00ECU'9_=+U+D%9'K?L00OL1*&V_P!'">1"; M*-' /;!.FD90+
<|91%!7B'+; ,AT=:9*I"M"=|M>R>GG^|! ,U(KWE; MU#D(@H2JB5KZA-5XMX?133
ALYP|SQ|3=2-?)T/^X>>3L?+CCG;%L>T)8'/\$KO MX>5N*P1>8X5
OZT0:%R%&9R0\$H_O:OF7?5VC^IC0/23BM#<_&F'|EI7W>/5 MU>#DUW^MX
JG@ZL^A,E>X>2YI14&ZA@+<\$,B@R:9) MG\$ZEG^5I48R/?&".R*G0A?
M^'\$4ZTYK2KO&F1%XK2E(L_7HI_3P!,2;T MNS|6T;6.Q*>ISARELDP>;@5WVH.;,?
B1JB0|M\$8U;_FL%;> MA4SC//\$EPE/|F?,EG1J\$:>N|P_<(5
S#CF2&,7S*"T@D907@ERJONA.MY(DH
ML=4|6MVCU3U:WP0KMX7;_ ^'Q^LIA_U':RLN34^,;M:T(Q337
MJ&WPR\7I*6I.3|TXH,GITG.Z77/[932H/QLEKE(SL0)4Q,TZ18CZ)=U*2EF> MO.(-;#?
3M/UW5ZV!R|7V|CQ_AZ8Z5J5+>^2T|05M?<\$C<>&)QAIX"IO&M%ZV
MR=,KY%O41DSW|\$*/D696?AREBLO_MN/?6LZF|&|0J,^K>_6-&># M,S|O9+XJ?K8(
\$:GKGIF|^&";O7I56G^&^;LSOT*:+TBZF?J"&; MHP;+IK>|-
=IV2SE7ADQOE//BCI:37+4YQY,ZGB^F1)-8V|TK=)|TC:<% "D6 MD|-
MY0K.^_26+\$5D|MZM#:&AUWV9UNZVGAUC?
\$UPD42Z#/, '5)O+.KV)V.V)E3IN4O8(@PJHI_6ZZ,R MG"^5)?J#^'P(!6(A1)(J+|-
>V9|9I7X%J6-VJ&J8-4S#1J,>R"K(2^ MN0">I>4GH1)8F>0;\$,/OU>:0)
|@9@SRBW12@N(4P4!P|J8\$W/)>% M\$|3%OX/0JKM+?
2V(MT=QL2)IL00P.,),T49EX1W#S:8'TK)\$AF.-I05P0J9B M1C'M.H'-
+&U&D"RUTAYQX+X8+(/R>/#+SE|?E&"HG,'2W.R6H_V<1R/&@>+E M33%;
OX5#X'UB)JR\$*7N .|P; ?&\$.<\$6?,'_ ?D?@4^%7#L:5B2#W72 M>)B3&"8F=X-
|"QAS6"#NSX-Z,+1?5@J+<'0<9?>2& +5" ^&|X"B4X MUL&-3/"1+|C)B*RBDS
E,"_0V'UI3|7>KN=VQM.PBW?EV=)IV?@DV^-NO_ |, M2;;|JOXSO+9-LFV3;._+C-
H6(*7)/TF!SP,39M=# &5/9RC2C*3\$0M/(BX'@ M*WC?CY-\$Y1&,5'+7\$!YAYS=!A1LV287;
|3=6A|N#J|JEP@D|6\$VT@8"/>KX> M|Q3'FR*|+W!?\$|8MHLNB&Y3/P;E(_\$O?
5U|J|&+!WE6*9|H3?A7VW-D0< 6 M/XC'3@;+*"|WVC|^#)|30%SGAB\$'0KO383|IM9W&?
^A>)J 5B.DTU ZC>EY5 MBE6#,>:)(?!#C>I|[%QNTIJ|(T;/DEU
TQ4?|GF(@ (T0!IZ&D:8XIVA@F1M^Z M1BZVJ+|H/BI&*|_O&|_ :UWZ#JZH\$0Z=H(!Z
=BXM\$7T@RFDW.>#+:CT&&% MFJN%CVF4Q!--R\$"U>>*/8?@I@P\$'5"C*1\$|+8RQU?
5M)!QH MBDM=9MTJ^N-K\$R!^DP1(O M|RT5NZV^-Z?
OU5!4LX|K4EU/T:AO<-165EJXF) MZXA@LV+@;R I;!%=-"P|?HYB*S1Q84?-7 ?;.KVSW|
|HE?'L,F1H8)6AY/E M5(H,">./0;A*T*DSA<.JTUNL?XOGTQLPF(M'<^E|7Y'U0UK
M+S;IM-)*M*Z7;)"38VC!\$M,'HD>>EO[C|:NU'HW|!A^-CU)D8PI\$?E2I&*I0 M9;-
U4 |(F|6Y%RCR+FC9#H8VO!JV\$BP9&FD(L,Y|5R00MW+MM'1#-8/(H_> M/PF|4J%Y
A1*V@(0&|8IVEH4HV+H@X"7*!U8328R4"+#?H_T|.@2'NC3@KL;
MI@IF+A(PB=*QXER^4D*U*1(Z1/6\$>M|J&77X|4-9^"[Y""QPC6|1|,UM#+Q
MG0Z)KE0R#76W<8KP\$73'8+T-=Z65D:2^WG HX94C%3H92E6|M91|I0&60EG\$ MN
#1Y3). \$R|L&L=J@X:8>:A^R5;B>B,A.("P#!@+6DI^\$'W*7,S=9!/6P/ MG,#67T>F?
608^Z"[AHAG%|J|Q|P>("L|HMG,^^1\$^W-J|AX/ OH)>9A/^XM%7AV*7|. &8"7!QS,%.I
MN;IE.'#|WAO'MR |DLY<7OWRLCG-S|OLFS;|ILV^;:-O6GA=
M=_;*EWU#@@@8\$/<@>5S6XD:9X0:*TIL@P LU*'?|?)&-8-"*V%UXCD5924JP8
MUT; .NUWV/2 _B*62O*FM|M)5VR#\$8C_'4TUZPBN/SFOJ005RX(4:CV8"G|6UA/\$;&EM")
(QAY>E:|2A< T6:3.6RL|3IK<|* M-;VYN%OKU.Y#I6;L|!VVS\$2|') ?9EJ;XQ"+R?
|J|!0AT6%W\$<|2|^5=&P| M,S -1?KM\$ \$LXA;;
IAPX9>TXQ6)+!2|8Y9/'"1FT;\$9!G#-4C.LCSM\$R\$&G, M|T7? 7"80)L\$-
&MVFJ3P4SI2,M452 ZB_,>MBU1^=9|[%6A*,OO#5N))'\$SAK
MT>WO'I/+V:Z,^0J7+UW(\$\$/AI%N<4'\$5+!(|>.%^OS 6N>GVZ^90+Y4ON(*#
M@^/'RT)@"W=HG>RCZ_T3Z,F8EG;V* M.Z_&FPGS,=,L;M*\$GD3 MD|N\$|+\$\$'+
<<+X9>B|L^:5J2V7P8O .3C|S ?FX?U?MIYKK<|+@|:;<;5UC M2#0+^V7?
PFRG1C|9,J"Q52MD6S83<-*BDWEJQ-PFB!102#Q|Q|<
MMQK@D@(H@RNZ444+U40Q*+'*96^^@>T\$|4\$XN<\$+X^4OXRN?1R"J5, 8+
M4M7K|NP#)Z&X'0K_F|EQT9A,*;;NSY%ZJ*AEZ&_7H_DGKM-G"X:1NE_6MPP"

M7@,0!2?%>GQ!>RT@FK9#:.ET"9T2<@S9Z-D[B 'H\AS6P
M70/E8B=Q;Y5\$.Z3I[G E(\$E',\816(5!=A^?2;U6Z?NN6=+W/';%IIU/UUUK M@M%
<(DH#K=,3KEF.HF:@\$% M4V^OV^ ?;P/ MDQ8/VU=&@64[O'(ZV4@M.+Z+2:C[1Y5 L/
9#<=E>8)F M 'FD09(HU>#!RS6?5<":.ZSB2*I"P)3U>I%G,28K^//6FF?5!M2R5TL\$#1+
M0\$RZI29&@%MGBLT^+T\$^F1APN:&AG(76:F1=*@'S>)=JDKA4>M
3@D3N!W*7IFQ5/4HHFT MSN^?%^1:-5U3FBRD*N)\$XI+6@VQ\E12.O=^26.]
045CKD:WH MLKEWM\|V#Z+-@VCS(-
Y^'D3:ZL^= #KS(!JGHS00+F,UB[8!J@S)\^8H+G>O MV[P:@1L6D%] IZ'H>QX"
;BZ_E\$B_W\I9&_:@[Y[W??>-"#%PG@"%SI'@* M;NHM[Y33+Q#=?"C=%
S2.Q.\$2S6N49,'3945##4A"E<^1G-T7K@H/+4DM>B%
M64R9\$U2OEMUB/D7%R3KO<3DX7I5N' IX+733(+I=;E\> !D -N%:2DHR!#(
M9K';L(&T\4A;IUAF"\$6<66)HL3KT)S(89["MW6K\$C\$:"96\,59YTR0Y=J U
MF>I.SFTE,;\$H\$3E7/HY(=9&3H?SWOTT#%1/'\$L,\M78/RKNI3+)9!XXVH2"Q
M@\$PPC3>8VUBO)N#UVO:V09O;UTI*=7/A0(+:"?
8IE5JRLC*285:IE@VD76\28RYFEF>3%66!\2'B2;N=I:SE^IX#428FH=5=_6H-(4& M.'6*
;5YB(F+'N\&K>0A\=RA,;HTU" M:9-0VB24G?TV":4A22CK N.@.EL95,(=?%0I
YI1!I=B'/8]_D0=/7)LR3 M<&(-;>O#=#NF) (!&0I\$WUZ?
NB#EC4@5%D3YHB7L%3(<#R4'W:E%&9;@GV_R
M500A^1=QR<)4)=;CP= _&44P7P*XO3HM_8#;JFDYZ'3;N?#&AJ?G86U8CHONJ M&L
[1]5;5#*B5L\$ _!8H3OB\#66Q/&>21"*VV<(*+.:Z1^QNL"U,=IG([^D*/ M-06B?/_50)1?
EGJXV^+[%K+|A>BD89#E9VF:"RVM+A=67)U@-Z#3?^7J!A\$4 MG|O'.
IUQI;81:ZXVNB7JL-FU+!82\$#&&EWO|OG5H_SCP=<>-0IZ07,X@DQ MTKS7%>RZ>-
YRAI-IICOR'W8[PF"31-0\9 16_B MM4%ZYL2& H93.A4BK!N7GB^ M0^EF^1<-
D)S8Q2P97T.E5H!;M'V#S5E "QH\$SLK\$.K1-RNWL=L(
MY)AL%B=M6, ^+BT+_2%%980=K"<(.U;MYE;IEHQ4V>EV_T\S#OA\%HE"7C1
M^4+L=ZWL:6T9!0?BQ2/OC3O)?""^#"U4!!R!G\TET3MSJY^+HJ?!M-) "X3/_ M
FZ6:T|O:0Y97252R6E(KL.<<>V'7\$Z UXXX9TJN.>2E:\$V | \ (3+10/?2
M59%!9"T#&N+2QT.\$[.I-0|P,U/3"8& Z42")W16T1<-(FK);LK+N ?+U4Y|@_1W\,\$C0\$*M|
MR-Z6VBDJ'3|I4E(\EFA:K+UH%;1J8+-/TG:6<@S:(K!Y62B. Y\2UNKNCPV*
MI"HJ/*=ULEYSF;'8KJ@(:@)"%E:X0#E-7-O+PN>E @WH*1CCU|)3:++%ZBQ=
MD0(37(^|6DBI M-4U|,YQ\$+%U6(^L8^#,/KEVUJEJU7'V55E<[S\$=G;*|UZ>&
VSS_ZV"9Z^Y%|8W"+>Z+KLKL8R)3\CELS; MPYDR@OV\NF?
D5KI=9T3K3724!9.>\$Q" JW:L)'CEN6[;%;G7,=)A(KZK23XQ
MD++8XP:CCMP:IJR?.\$+,Z:\$R*(1%8\$/(^FV*"AK=EI>\$_KR-^@:[55"IR\$"\$ MC\$S5Z5(_.?
RFLI:M0!:L!0W"+FG%P(\MPCD5J,NA|L-+<-JWLB(I%Z%D=)|\$6 M0E&59G
'Y<[#S4,1?;.!BR*9?J|GS4+H;?XVPGTG("K+.T7 X*;!9CYE%=&/
MJ4,'OI.#M3""%H%@1NY!Y9"0R1A *F3F686)A<('*-|1-IC|+I7@CCOR8MBN M6D?2?
|\$ZW+T3-'J@-MP,IYDK;Z2IWJ.QZG*|&B3P-YOM=?|JLKVNQ'?OCZ*;
M+= '4(,"H3;AZX5(I6D)7Y'W"S<1:D|>5#DA"F':W%&"#"M)W/,+!3 '9WV-\$E+>J?
AVF2S.^&=#@=W^%/G<2.=!;,\$#72\$%07+@M13\UNI1!7|D5N)
M!/M6SP.76U\$6U\O4T|_3! &VN7.! 0\$8|5DF)\|M(:U29|^|45RS84E4K@P%
MZK_"L|4@.U5|5ZPB2/9'*3!6P;\O8GW&BY08BRV00<[N/<,!=?'XPJA=(B?4 M=
<)>HOFD^PH2SJJ)9&!QSQTNWC\^0'Y+>6BJY=9VFNB_EK!R&-=^@9^?>#L;G
MF:Z"8(J//NO3^*RK-Y96+:%5&*X)K;J)9|=J262JKY7B|7+G3MU'#?:VT< MX0|
+PTP;DS.9:"9>#)T(\$JRU5%0GX=%M+T+2L@RH*!+C29L=\$?^ MQ8IT|WA\$@!# +O7%-
[5Z>|/YH%9SZJ|'H,@EFF1X4N_\$.)W
MX@:#T\$6I(C6!;RQD5\$5E,BI;|^:K|1_:|=19P4#TG2*21MG?"_RGMCOHXI?# MJ?/C*
+Q3QOETT5"I/6%-4Y?=HK CI?B=J.:#U%@,EOB<9FK1L4L:\T7JKY3 MY..8/07R9+&
|E+'%1&3*9LF%H HAPJB;TT3>J#A/"1M:-SWMEGU#G'(JRE,G M0YRB?
(1ULC1CS\$FY+@I|ZQ:ZGGN9\H;27@H5IK8N0V?).0M2XQHJ""8O'F-<
MJPNT8=5/&\$I\|R=!A/0_KSM=AVAQ,4--T|J5&0_>_1?\$(M)0?6G.QN14#;'9K
M'M.USN6DSK2.)=7AKJ@(:%IB^(1CXO_*&0'70 !BAI_0B7B86(#@?|+&IN:[MD-?
WTU4\$^AJA| C.(0XVG.E^T17^5)<;Z\$X-U_-6H%|I3)-2^7;U6G@PO|Z
MZGT97%R=G9Q|&9Q?>5_//YY>7%X-SC|>PK7!%=UP-?@?|I?|'Y<>_.Q=G/[R
M|;?!U=GG<_CWQ:EW^?7#_SD|@1L_>R>_#LY_:UYZ^6OG|_ ^|M\$|@6>^_G;E
M_7IVZ7V^|XJO? ^_W%.KO|_|/WL\$GZ#MP|N|IZ=_T+O^I^=G6)55B?KW|%
MWV!@5ZXEP;X|>++Y|M3|_G;_#[YS/^Z.!_O@S^">/Z6<%BOYZV=93J.G-EV6+%
<_EP7;D=*R MIPLU30UVB|E6:FJB2^@YEIB"C/H-|F)(^47OG8D!PZN3PV-N)T6

MMO#KC8Q)?Q29:\$(8NJ.KU3.L.20Q: 7F13M7"FT8H3;" +AGX#UM)N+3Z?4EB
M@4"79N..E,2%IZ,2]F;TM%2'E"?X9#SWJ<= 1EY9XH2@#PRQ'@+F7 M(?-
@U""!1FEK'F@>&6T] &QAJ3%EZ&%BC(I) ' XX\$ Y72: ^20'&TJ'@>,2
M\5]T./+.)\$]N6U"\$:9Y0#0:\7X&B0I^E)18!VH18[6%|T!:XMI44=QK[VJT M.>+S-
!Q'9T/:-Y:(.> U,(WS87".*U-6RUB!6^0. M,*M7[G)6:32K<,8Z &DM=.L\75)';-
LY4NR/C\$Y=MC2)\$UD38'=U<5S-VGVN M%N\00NM-;H.7;?"R#5ZVP@5TNI3U6'#!:
<530"D+GS2X -B:P1XO#LW MEA\$+Y!H_F!D5XL*,S+!X[*1KE>N;RRC??
V4]0=;_F\+7L6>?A7>4^ONK*T MMF^JG.2>MM[AJ_ '%S\$%7-IMH?KC?
Q7&7O%:WRJDJ0.,NTCD78!SJN)A%)\$]6J MN129: RPA;-+"Z_ =&"3GSA9EJ\$= "%
MFAYHXI=18\$(J 0%23&2 JD0X+!0Q\9CM61V!*/L@_ P*RL@6:?)\ JB1SJ*JE11K93P6[+M
MTM545W+(%7[>\$L#W"F39*1.AL*S 0:RSM\$Y1:EN1\IG&D<%AQ%\NM*<+_ LCR
M)/(^@341)VLAZ+?:JF?JIN%DXJ M08C-*O&J<3POX:|. %#+!*<
4N>A".8(J\G6]!71>I%OPHA>(2GDQ_ %#/NP.P M.N&@:/_ X,'A.;K=.5FOHDDC-
)>*/16H2C@ (YF?+JY1SQ:7LPTH)U@!S*\$T/& M2\4+3%J%84Z.(I|>J_*21Z2L-%40-\$@2F
;.* D^ #\9(T0RJ!>!*XEPE-) M@4K8EHC=#P5F18"N9WAIIR0MC(S@\5 /D:4*)M[NDPJ-
E.;P;401S4KZJFZ_
M80KWP#+G^R@=R)7M";&Z4+6#!;JEKLI.PI|>5QCIXO3BH"0%LXZ1H;4+MEM**C4?
M,REH8RA@%3)E MA36*B0H?^(TX4=<8 J\IAK.
(!IRKP!5P7;S:Q^+N;IM8T296M(D5;6+%49M8 MT296U--&Q?
EN&F"5U9]RS\5*R\$1K5R8+(I\2C\4.6>, QC[E);I6B. #<.T M.HN*&G970?XZ91S03]80/;|
I:./%|VU0<,N:EG1LS.K--@FNR#74I)=T+-;
M&=Y@O]/^=GV8<"42J;8XVJR3(@F5Z59*2B>_ GUX-ZE^\$A9;<4G>2OK B)I P.#&L6+W
M>6FR3+;9;#I_ "1)D L1'8S D"<#T\$+.V?C%:GQ^94+"Q(4*!2WSMXJ-A)\P%@MUT,7&AL?
40U\O>|-(%#SYWX M!-!CRDFHOJ&60_P?Y1#=9?I NTXD@B;7S5X-4W'0M><+@\$,-_9?
%U\PC;):L: M'8YP*ZO@/N?E!DVAA\$1+@ M#;!P8Q=\$.0STJCH3@>^9
UX:ZIZ%+'U<0':+>SNEB)518S1ZY&NZ=3*58"PR^JSGO)+3JFN&+I_A6F\ MRMY?
H_LSP\9NGX5:NXC)@W#X:AJS4.I@ (FWC3LWH+9H*3HC&7IH55Q\3]2LB MV,A;
I+8TU&U9J:3.Z5U55N*8<5M5JEX*& 680H:I%C?!M:+)JFI60W5-IMH^ MI,5>L^: *
<6WM4M9B\$&%G;&@7EL\WI-3/ON&6H"X7:<"*7]V<|!IA3DJA /<,[?C4BY#SV3IVR
M9Q0BH5 3+4\3Y,<;K9#CETIC7R6YPF16U-GJY&-BS\Y;;<;((R4J+ MQ
3='PF8Q,! =XA#YI:UN*K")\40L%LG7LB5*7:N[:.-??65SR9+I+&B6>FP=5
M/FC8Y8<9.DKDU'I":.2U\B2\$-@AG\7! ("8GA*"IU_. (AX2AKIN6S" T66AFU: M\$7%C=^*PA?
RS6 8L^F@&=:A*6@@@46X!R78&9&052+TS%X!EQ(VH<#PDE:L0\$
MXAS_P0@55/KGSJ06"0*CJ62M<4LP&92^TS%^'\$**VX=1ZVJA%M\(
0F7\8X5F(B=Y9#SE>.)<,PH?P-^-7PV,48DY MGA\$ZXM A%V\$X989_IS!
[ZRTL_(CZ;1NER;Y0.'953?;<0HQKM2K2KL^YRC<* MRX\$Z=*UNYOOQB**3#I
_MO.\$5YU.IF\$|DT -'PED+;;&X2<8Y0PS\$54 MA0JD+&H_R8WNE6, 9TJC>\$R2/FFL-H/-=
J^\$N6@).KU!/VHQB\ '@IT:VUV +6_BP"(WNJ]>R-70BDI@|S M:E*^*#,"<37 JG
H^7D&W6M^G4L;;5YU(4M1;K6%1UO!!T52_+KM;;'5O5V/
M8%OE9"D)Y\$WL4US62!%#HV,IPNV6AE,N,+V0':P%?,(H)=W%!_ W MZ\ 'L\3;'9=E;
[K*DUNH"X\$.. MULRAXB]\$5\RC3(5SJ4H4R"K2^OC/4OBXIC"):D^T2^:
C@M'S'\@QEG[L; MQO&WM\$;+(P\;D(<.&*#\H4M\#2M\;5-FA10]*R= C8C?
ZL+)COT3"QW4C0@9 MIKU<(ED8.;P\^ I>9M(O\91Q>2:RR%(J*?
U(Z^>CLX\JY^DNWAA:(EZ?CAYQFJT.)%*O^EAI/5 \4; PLXW:N\XG\?
ZA)#>C*P1Q/LPZ&!@; M% ^#5J\89=0L\IF_1&=UAMA;I"FMA9LEO M#K!"
L/L=^"/:N)=HA<;SZ')LW?AVMU,6 .>.)\;5@Q-5?)-W9Y599^C@P)?
MWX2@E#N\OWL\T&JT_9:3,K8P <JJD7&?AY1@FT! \L947#2"BYDP&X70/9-
M6H<+3WMCLNCYM)^3FXK,+8.)6J+6R/\^.(;6R6;M=XXUM:F;_ '=;;=,
MVO2/.JL4E)"!*"D9^J"1F@-B\3)))+1;M=XSFNY)8Z.1UUDE_ &[3/4^L:+4)=
M+MY8YNK_)+:"U-[MX'J(8; #K"QCW;\N'%<9F>YW1>+0@YW#
M5Y6@5)I07HNPTEYSLO3K_68IUKH;E7<6 2'E5!/?2 (/F&*8>(V'E?U\,5*L
MGYM8ANG;H8JAF\3P3'RKW*3A3:F9K4F.H5 Z5LZ4C%>18#Q(F\45EV-56VH
M27C0+,K]H(N6&*%_ \42[T ^A(LQ\$T!S8U"QHFMZCWA4G9A(5=4\3K40#>W!
M1.DVR6A/FF D&':H;&*[\<.,IIZ; JY19MB2Y!Z:9I!U\|F+|T^FQ0_ ^NG\))F MG8QWS3H9;
("LFX\@'(C&@DW>TQL<0HF9)(V\$_.@0,5_F.U06\G2=V+, A<#U M5KB./=VH=/|%!\$M T?
\$(*3WT3**?U)E-V,#\I(2.OS=RZ:U25_\$[R"?\$]J:D M:ES#T;QN9=P^|WW+,0F |ZO*
[S.XH;%/S:Q&3I:IHV<7 0WL?F5S"THMW>/D M6\WQ?
O5G^+!99QB3CJGH7\=#%VD>Z\|17&='I_9X%GF-&A7)YN'HSM9;;IL*

MV"@C!N^EB.J.4A#|)'XP=[I]>+XM-\$,N#O)]UE]= \$7N>A M[F=19\$[-A4"I P#\F(?
70F=%VE!JW9+QZ!#JN|#UUVGG4:82MR/ 4&:W4BY6 M#BR3B+3BPM.<"#!
[\$T^W(.#EQX;A\$IR_S-DZI11S M)\$\9P3_JNE3/&O6-
^Y\$4#C7CZJ+CDNF\$T!..@%'AGI\$3'^JJ| ZZM2#.TI|Y
MG7BT0V|B1IMI+E6\$IIICS_)DG* @W8EMHLN^6X621>BOL_2,,LQ^=H(\$WN=M"
M[F(HYL\$ L"*2;CZ&1I9T-V<|Jl.>,4DX*Q /;TL!A0=S>B?5.HU7B^6?+DIW?
MDZE.,XN34LX*^U?(!)N8%F)SB2D=+XU-KDYD%02-+J\$MMJ*IS:)\$@*12R&IP M. K
S!(VZ\!%9.*[IR8<-RCZGIBDF:LVR-X&V=L@>QMDQR![KPVR-RS(OI*B
MLB9Z,=UDR<@LI8E11*W '7(QAI _"PS9.BLMUEV<9#OH@|%'&A#(!P| W;\$
MIOI2E,\$UF9^G6*.*T3V0A68('62NSC.M*P)5,Q?,P@)=C :\$1I+UH7:<_ \$A MKC
LF"X(,5(9?B%%1*,FS893BKR0EGSR'0UD<|V)EA#99TDPKL,@DZ
M1+Z8AKTMFZ"N432*5R%NFWF0&%"YNI7\$1E%NJ9'F.W:P8C)4|+S-:U!1_<)A
M0=>2Q53U_6\$H|O5+7R@RH0;G4X%FTMH-"H M(B'2Z_)((2<%)AV:6A%XE'I:STK!#E-
HMA_':Q&RBPPYB^+1E<0ET5LIV3D
MEA+0"H1PLBB5"|1>,3DIPYOR|#8>!WQO7QXYDXJ%[FLJPRNG@Y-|MXZ?1B=
MAJV)+CY:|Y)80C8G;"*^\$6IU*5|0.7&%Y U:O^O2J1<:JHU\$KYGX1CF/,:@G MDC"
<:QYC=-&IZ948%|J|<\$%|VV&UW&'UDO5S:PKHEC/,/"Z,*O 1%- 9P8SK MCA (ALX -
W#50'<"|,I+6PG:U 05E#AJC0V5#WF^?PQLJH.->K6Y7AX) O@CVI'6A S M>
<)MY^Z|%'ZCVA%DS8)18: M;WGK%NV9WF=5-!19C8
6C((_S3CZ|.DV:4D5):*L0"Q0%=#U;=3QN)Q:7NI) MAO:N^NYMO=,IR4Q_|:
(SV7VF4";+FK2LH1S%B2PV:|NM7FN&|&XDV !Q:VST MJYDU5C4V<-
EZS|UL2X>P79Q()*N12LI=05-*91F;#GEE_,!!S9.*,*D&_ \$! MY.1M|7;W>9.RN7>?G=|Y
"QE0|H|N-U'Y85Z;HLG%D-ZG#/+@2?&0L'9EGLFG^HJB?,A-G/!K)%\KM M +N\$"@P;8
*AG,_JG^ML_DDB0DYHYL_K0>ZH@9|U"GB;HZUOVZ"M'/?>|_J4 M*7/2]="!??
B^=|3'BW!M|WV'7;K:JO'MLC. ;& ;KP\$/X/1_Q%\$HJ1-XE^U1
MAD",>G^"8G|497^TK.KT-AG-R;K^.EX0.P7S&E1|)%Z_C:0W+)+> MF+"YD:
Y2&@!YG=T72 M<^BB(_5Q: CZ6,G@|?K8IG"BI? M7V-;:F:|/)L\$ CO(*8H\$N+ILGN%A?
A;>_7V2"W,E?2EFG*NOZTOT)5;MA&5
M&1.60/JF(W;1K5|_Y:9/(G|(>F\$ZA).J|Z|44T*@Q@P_|+XU&;&_>- :|8| M&H-
^29;'H*AD=3._U\$|JC|R#APS%90\$MY),7QLG+E=%+:;/_F.N#M&9+:? F
M0T>4IM^I)/2SC5)N%UQ|D _ "+0S-8'11.JFRT%II)TBQHGX|=^DHVGC>+10
M0&B%&ROW(UL:5"F?8L@+F14.;R2416N1WJ4PL\$(6Q)*RWV%|H24
MIFP1P8J|HC4HSW(5-/[Y]M&/BVNMF;LT!J#RF#/I<|HDH*1U5V)7JS5-XHI&
MTPBXR6,Q7 >ET9C^,:1C(1/;2QDOYL&HP*07(9_94D<*9|Q"+"+!!\$NN3?Q
M_|#PCDZVZ=|>|)%BO+5W#E'HC8%-@(|(QX9YZQH#Q'C,H=H;B\|X|BJ0\$7/B MQ*
(,+JUT-+)+H>L:5#*CB5.-;|_-3+@, #1|!P6#5>%@NH1;8)R B|Z|Y?3Y9'\ M>60;T|
IN_@Q/B>((TQB.^1"YP9"5_3BA.O//X\$9R?(...K7ATN#.U=IL&HD= M>C%".SCS!
(PE1"1,':PU(|N5.|DA6Q+#QM9""|.Z%K/7BM|Z_UX/7V6@|> M74QN#K[?Y|
M_N1=G/X&?_|^"G|E'|^OYV=7E4R|120G=9V7|927J4;^|=|A|B\$#=#!_9WN/_T G6_NW?T
M|NE?>|Q|J_M_|D E5O"=?VH_LI1LW1D+&^"J(#WGDP=WF)!.(S|C+R^.Z30|SN MBTQP5.
RO2^QPHP2!3INPE@M(Z1LXSNZNH2S_D,G0?T5N0M>_0!WCH\$HOWEG M|--
W|RI&X^."W/HKB.LWM9876NW6T_<^">S!N_HJL,IQQ@G.*2Y,D8"V@_*I
M7@<^ZET!;Y,97|HN+=LFGM<% "00!686?G7*MW>|ZJ?>.|C|J|R|8>I@5+TCG8
MW7VZD_*Z)M_??9P|V, I|?:?@L1?V9P|^YM+P|V#MT?#>YM(PWL;3,-OD_W M-
Y&&^YM+P|=OCX1|1QM(PKVCC27AHS=(PN|VD83?;2P)'|Y!\$M|?1!+>WU@2 M?
O<&2;B_B23|Z3 MX|TS/(\WU^S<>7L.|/_SN/-S>&N//V@HC'FQ=#/-|WM%)4>;9|0=;;
1|P8K^XXV MSXH|VF K|@W65Q|N'@4?;C_%OT&4BW>;1|'O-IF"WQX/?
A(DHMF,T3K!H6JU|U_MM_C1&LWG/N+*M427V"5W008;N;0(_+ ?/3Q\$G;ND+^@?|T-
HC|=|;LY(^=7K M7W3Z_8Z)W,-G=T^3_EYZYL-WZ*5Y|R!-||F4^ES^|<>#H_-
"|YSTS>5NON|97)_2>*YXTP|X=M?VCHOE|^ ^H1/^XB?PY,-_MS*F ME3\$O08'U1WF
G66QBQ)(#)#09,P3F&|WI<\$FQ90#268=|C=<_M-T^BZ!,-+ M|_?
_US_HMKS|14Z.I|;V|:%Y\$|=F;W?IL7E*OTV#Z*!!0VFUC5?%,^OUW? _M|(=W
0I%'(G0^R"B;|@NR;':=L\$M7:Y?EAL)SK&6WT68MQKPFQ/E1|M%>7MJ MGN34M-
KO&SHRQZWV^TI(LM4RFL_O%R=|Y)EH(XO/1(DM&|K@S6_9T*K2_*|<
MLWL3YN8LW=86^0\$|RN'VR)6^|>UXO6T/5J!60VHUS)46M@_+^I>6L|>7L
MCSA%JR<+MUR|Q-6/'Y.|J|6JS|)GE">|!R|9:KMUS|: ?H0A>YFM*03|+/
MXJ3EYXO9#O#R_|;ZG=W@8%OH6H)K/VHW^N|IY C;:_NE&XY>G5I>P>MHMZR
M|):E|X3_+M,,QD|_- ^+2|3DCQS5,(7<9V6:Z^XCKV#IPW?K0B0TW"VOCJ@ MS:L8;&-

%0XL@T[0ZZA9!ID60>2HIV%0\$F8,60:9%D&D19):8(9N,(%.6M_0-
MFHD"8HBRG ;>35>KW6V,37DGL09ZOTFT[2]&H.8:'%E2M=:7)D65Z8!(VUQ M9=Z\$-
ZO%E6D)\7%:*H)O<65>3%/"TFVVD83>&: +*/291/ILL65:<)NM[@R;_4M-KO
M&SHR'+%MU=170).MFM\$ \$AMD"R[3 ,BT::ME0(6V%EBF!99IFHK9 LNTG+WE
M["VPS)JX.ANX+;+,D[/U%H:@9>LM6V^195XX07\$QL@QRI!99YN%+>|PJZBU'
M;SEZ"RSSDL RBYA.R[-7Y-DMJDR+*K,NN?";J#*K53?? #3*2:S??
<^>%F,Y1YPJN"E000&MR() M/'O<[HUAT@1+Y\$HFL(N4DX(EP*>3:1C/7L%LZH_VZ7=?
@N(C4D]^GX;*5UDX M\U))G# ;>X0@1*Z@_N[12^G3K/> ;:(!N>
(K03>XT)DX[G][404P.\J[7X,*TBY8]Z6BOPPO_7L>,,\Z(XIT(U4;C@
M6=RI4'CJ[7K]N#PW\$2BMNA\+^9.U54 M=SHZ^GA(SWY60^Z?N%^?
A["Z)05M[HN#@*OZ44 MM-WQOO&M!!4-=L2; M]SCPT.0E;HM L 6KP^3Q)
[X99(?)010]YMS)! MRP4?DB0>@,J&,JIJDTI\$)\;C\$8J5"*#%XZ3.+|>TSV:MWH?
|8)BSCH"@R>^ MQ5]JE?CY!-F##VL@IE-@V# <^&Y-AF3C#0%]
<>LN9*82.BZDJ7_*84U/!)R@ MQ#NES8#URV8-GW0]W?
W3DM<@LLP>53H%,BTG_E,*&1@FN) M72]#.2=C)4=D_.0D(H"#
>|/O*T8Z%T3+!;C.M1)G_P?;KHV8ZY&1AH)B42 ML\I28*H@=*3<|@+) DBF'F!N>[C\$.,
(WR&RY21;\K(@<%W-YI7 M[79Z1]-
U^0R)Y;Y[OT9.6UJNWEZ7U@*W]R8.\R@3B4)6H54#H)5%:L&MRL8E M9@5RATY?
A6EU&BI68+@M23TS28T%ZE<@W"12D@!M"G1(&!T(\ZUWV]Y,BB1% M&?H(I0+49"
(#_O(=DJ:#7(IHEI7P0V0%/_Z8^_=[CI7]J'T>)O&B;J;=%A MO[N[IPD12.::S!
[Z&TF!;%&'/"0*1Z!1H"X)QBZHQP&2:3;;R6YC(-;^=DL[
MFTD[P%3B&Q6X_"N"A[VMXVUO F]=@WH=W)#CZC9!32="NQ%9&!N;A3*O;045
MP3U\$='!#K=#E^Z3U&;FJ'XTF)=4HR!-D;=CY8_--ZV,ACXW YO'C&-/.&5-H8|+|1S)-
V;R\$Y8]D0K_CMP,5D/4\ M9;<>^0_L"(Q#(89/FVF"NM@>L
T[8/V2CH6;\$:#T9K\$TX1U2"9R8S(PS[9W M3D0 E ^\$GV@;M\3:D2:-
:3X4*3)Y+0BFCM/9N()R/T-L OB=?R,003Y+.#P^
M9]NOEEK+MNX])R+=TN\#!40*&Y"278V\]\$*BD."0(>BU(P4\$1G1X 5Q76]VI MXSP?
RC"^?9U>U0&=#=2YU31#^4:2IEX;=E82-.C2\,=QG)+T'(L;DH6%%PU^ MU&*M\$"=:#-
*WK61FT6S\$(<@|43AZ7;|;^SKROA1^U<+QY3CO3^RV&??G)^OR+)R]V!^
MC3E+9^QCL[ON[C+35^N@OR- 1D?0HB[7^TS1G;B;H[|PI|>*R-7?"WCOV\$ M0"Z
<78R0)E-
T,AX('3FBE+@;:YG&U>5QM'E>;Q[4|/.X&IW'U2#%926]8+#6P'W%Z%\6=*C\$#RI)
M7'7R7J1:4:A#FJ=1\$]C9._^Q82@256R?M@#--I";JU9%,|[9X\QY]T%VW*
M.TJ=HETA(=PZ>8L5CK;W7G\$[NPOVIW#RNX+-N>XLCF]W>6,K8HDL-PWU^|9(_8,-
>K2IL'>H#L78SA+|FA5YVF#U.T? M?KX:8]JHPCPZ=(5[H'8+ST] :V5|=BK
|A3A4|R[6<\$&F/AC2C.^CK)Y3+NT'F0WP7FGW5*_.&P>|/#4#ER2
M4W;GUMA_2+SMH^D>AY69P(9JAM,[P0=F8XTDK4?"@7J!U#O2-S\$B=%8G!0?
M2J2OR3T@4T#YLJDZ.BIT,*68:>EISNU+I]+'\$X=;*WQG;Q>4V%EJOK1J3+XE
MFV9|=L;3FLU3@O 08G[AF[9>LJ%(^C"SJ^,#B\$W\$Z;2P";ZP/^ EU%=\$R9]
M\$NWB!3:BK5%6DV;3];8N)5(5%X+|8HK_+X,[2KJ]VZ]2_:O.IN&36)"7%U7<
M(GIGKRFMQ"3F&0<1LS9!!CVYH298>,T4\$!\$1-8SSR-9=Q,7B5#."00A6P/!5
M,*924_T_1S0|.Z1;|VQC(7_\ZX][1^^\SC:N8P)K8,^85F-?>Z3"(A7<)E
MSC.PT>PF5V;:YMC" MINRO1DEMHF";*-.@F"K;)@KVC-E&PT8F""TO,|8&;<*8\F&
(=3RI2H'4]SV-Q M)S"L12\$L6O:.%X UYB-N&>*01/9?>4IW8J5/J.N.X*6@7U&
(S)6'WEE\$H1C2 M CG+?D0I]O@1%6U].C8;["^"Q\RC!/,324&H
4'[8DGL@DI4KT.=BU*=K8 MF5.\>Y6HDQC;?OLI]AP#930.R\$%S"JJIS|&B#^8;)
[K\$|0N*|QE-0P"+|[CT
M/9\$@-7WX>Y3\$W(\$T63@_SNE<*C^@'Z9UN*VN5YRBB,E(3TEE4'2Q\$)QR|EZ
MU["08*OL)AN\;|Z52[PJ=#*EREE8*BT@LM%KD%O2VW#?<4&:5MZY1)GGO%8
M@09+(71IBD=|W %6!A|]1B_2I_-./3J9SG/#78H8_17E@BJ5,,B,@RI2"|<
M(;_OX&VX=!V|^QT/B GV4.%5)\$AY V; E&/3SKST.%> 7<&;RM2=)|1M7\$O+ M<&ZP43-
O@D>2P.)@8EF2,PWSOV\$*R"!6"98)[:/ MN:A79OA:=V(Q 3.(CG<"")LY'O!CFC%U.Z_I
OUX0L.>=9PBGCE \$)A"46'/ M=EO!BDR8G+U;QA|C8:\$&RX&S F!U[W1N=5,HX
K<,H_2XL6 MF3!3N!WX\$9C_+0Y?+;'5W 3A|P\$;H'C0^<69QY)7D(
MF;|&SQTG5Z[J.P66|0%9P'[9=YCVH^I/>"=Z22UU(KY)C?2*@ABF:A:SPV>"
MPA/PQ(RX)2%?T+>^1?%M* -:9:H2;P3;@4XJBV:AP7=(W'#
"8&J4[3D@'3(N6N"F7Y%^#L)LB M.P!#>(B*CV9/NMH^0?GGE=!BD"%T%T?TVK/^4F?
=|0R_M6->D6AL!\Z= %>< M43CN6JN%*D(-9D9:?

*B*WS5F\$HEA%%YL+OE^GO!+YF3=7:S#1-CI. =5(C2'
M'(/FF=&)X(T9PTUD6NU)\9)*TYP-,S S\$&& #SM;!A1W%3-.E73X2N(LI3A
M!?:O9)@G:>\$M\$V0-=5P0'QWBU%:'1/CJG7BT,XWJ;Z#/@H4K81:83P KHA5
M&\$E[V!MQV)=&>MX: S"G=)5#:%E\$V?E@;>N2\6(3@77T>"DF0\>BJ1F[<I41 MX7>L-
|O-\$J[#?!=!LHG!\S()Q(5'0!!H/\$,;)7)8,JL80RN)B>&@86*@W!;K MXFV J
T0M0&BS0D0';K:+5]>N!WZ46:*0X>DMH@C&
MA4J_>1?:I8HJRV>RU\$^X(DT'RLTD+FGJUC\BF^CLIC,6\$[GL,\=-N7.%AD)IT-
@VVC/*'J3\$LM M=%PT1;0M(^T6J_V%JJN"C3C:L!P(T I'\1V<21Z#=
M"E_>GSKBQJ2O[G*B]H AJ,MM8@+G0)-Y#F=YQX1'#!SN&(M(?;:[I\$YO=VC
MA^U.:5W^@/?A.I/'=;&[\$: >] SY18RN@;A'^AX""VUNR\$KNH%4E,8CD5!G
MH0Q84(Y>%#!\$,4,^+*+*.KZ?FAS'=O83-
MD;#9RQ"=#-9AZ()73Y!J_!1ALB6Q8=@OC)O;-E,ZWFAK%#B8
MS^_RV579;N*S;J(HCN0\$PRJ3V!(\YB0!V=79;L,3\|E8UX4R![HFSNER0&T4K)B+A6ST!
(5M;2X@M4V+M%' M]9*BTkZ "X87E,\352:/5J%?7J"V<2,%'R@4_
M5N\$V>4!1X30TB_AI!>N[U/D%L^U M+.UZ.16FM2E)1EM[9:_R):GL&8ZM)GE
M2:0SF;A*NFKW4RW7HN*_9I; WX7AL I/BW%[Z-1>KA+'4LQ B@!O?Q3Z6GL> M'G
>;E1L'("6ZSD,..'6-XIA?".-='QEQV%13>L:C\%;20*^TIJ0K0H@S<6<
M];\$&B,"|9)*0L,2TR/F)R>.\$B).Z L2M=79UF+-Z,1N4T;W9AM(O# M-R#/P#T;#368\7ZE*
'AP5|*S);?RRW&"W3).JF%5^J"G, @.<&D\|L (*)A4 M"0&1A5N*GL&,.8M,)W8Y?
HP|XKYZM%\,NB:|%-9>D*-%-U?# M_:7RQ)5=I^UVWG,[36A*64C;5*59755443E%|E M|
\$|%ONYKF34|Y<*2'41 MA.O?D\$7MJOF^14 I,QG|T;K<;'OQ5%+ _";<,X_K98MMZ#4|
(TH@*\$X4.,(/K/ M+WE;6_AY0<+8NG-LXF9LZ?K0"^KTT6F"JM;WXKRB6RV>4U:
()LU;F8> M*MPBE%\$@J%-_%DF&Q;'T_ K=MQ'W05PG9?:NW|<41O*_ /IC6=|&I+"VMPV|
> M0CJU::31?!M://Y;_ 6T=#IN T8:7#I=_3)0_)G)0A@3I!+;%1;7#1=|'+|O
M2L37NMM>F,5AH.M!\$ECJFN'#M8)>LW%:CA%|!1#X3V)W7?IJ.|17?
C0:SM%4!;7K;7\$H<#\$ 3%_ U?CDJDA*Y?RC-IGUB?;K MZ;.,K%B"-+|^U.X1NNX|K|R-
KQ6YJGW9TJRH8>-L@=UX= *2?U(\$,*HT*T3Z*, M+05W2E19^?*;^QZ?VB@1D*(- O
)T=>QX0@6:.J\$,3'\$),SY41:2)Z@JJX@ M\$A=A5,6@_(!BC:P5EG
RS5P8PM76U:1OA|B6!\$4J&00)YN^C9:Q#FC8XMC"N M58LI69C^TZ4ZU+>|3
M1@TB==6^LEZ,X0NU*EMT/BRW"8+-Y.%\$L9-F9/.Q)2J963\$?I\$1=K(IV5%K9
M=B=M88%N>I_&L0WF()_JDN.*S>RL8C+4%@US|MBBQ|'*&,M0@|\^A@TR/H>OI
M&M_*&_0Y*PHWUY\$/J!&10:|5.6C!B^A+"|6%386-J M%?#".(9"
E7+/'!A89)P9G7W(J9A/7:#*U@W?C/V%4=I:\IP%"H!,SW6M0+P
M>5KT."3%RC/KSNS:D/B;4B|#8FW(?% ^KPV) M-RPD_JHT%%KAA#"+"<@ZT-
K"K|8%1SK#8K/X- M921'*MON>@,?|69X"-
&M75%G!V!T591N1CQ'1D3/;\^Z2C>*48N4=R2_NEFR M:2'&6;F@4-DRZ?U6|
F*+YL4\$14M4G8(C!1S<9=|Y|%'#DI:H2O;HP*8^T)
MC1GNS5G+!B&QXH(QGH,J8B*AKG(JI&V2H)LFH+42%57B2'J3"8(@F|V530+A M-
R;ULNQ>U!,'OL6&N"XYX|VYER\$-\$!0U 0S8| JF M/@ERMx3D82 FXGK5-
@X=XSX!01B#+'-XYBH^OR('!\$S,+1|< W"-/:C<(A# M6>+HL%<1W^S#W#-&
(IM,):60_YDG*@V4OI-<>-21E M%XU_ ;+P2=@7|?)*SS:H|N920X&YA1?;\$!K69@87^@Y\$J-
8@K<;>:7N@,**A_ /M(\$3:_)2'YJ=L#"!MA(S.W|NJ@R MUST(VE7,I.>P)36MP146"H
O&\$33 O6|Q M0:V%. ?B#B^Y<9M5:|6<'-
U2C9LS"ZN5.K^YKW,4TU%ETNF|9LUMS:FR2F'V MW%5Y-FSKE,'"=&|EC ^%.>+Z|U?
GEX5.DFQ+ -ZY1^T&(*P&J5HAA1/T+? >AU;A'&&G+
M<1+)&3DM!.M_'5O0AX,>RE#)&ZE-;>P\$Y&IW^&VM ED8-:WT<125.H6EC+TV
M5U5H7|7USBB>1-@&R.\$HB!28AG+4 L5=0F1_G&&-39&XT1C<28TFWT9/ZZ,G?
AG\$P@_ |;9Y/P MY_|+4\$L#!!0 ("Z\$9UD+/@.KHT # +,(30 1 =&-B:RTR,#(T,#DS
M,"YH=&WLO6U7X|B2+?Q|?H4>GYDYU6L92J^6177|+@JH;N92P&#ZS)S[99:P
M\$M"4+?E(,@7GUS^9DFU>;+!EIZR(5,RZ|W3A%UG*V!\$9L7=FY*_ YW\$TU!Y8
MDH9QJ-M?C7W|KQJ+!G\$01G>_ ?6P?W1Z^M?_T_N77_ ^_O;W_ GIUIAW'@|F(
M19EVE#_8X'V,\SNM>R>:?.|5)S_"!U^|/'K9;9R,JO:*KQW%XZ|O9O!P-
ES++TSN'4),,|J_DG|1>7&CV^H%N?Q=LW?LIF'Q?OAA|VHS2 MS(|&SY|?
N/Y/*_ ^TX7G>Y_S=V4?3;)S,/YE=?;XXIU78Y4FV>*@|A??#NCR M&_UH-\$U|3S?W#'-
ZD??O7)AY|DML\$"R_ ^8'05|'+/,U| |=/8WY+@ ^*OWUH9>|P^YX/ZN?A|L|? ^|7/QXJ^?
MBTO?Q,%3|]<@?-#2|&G(?FL%83H> ^D'41PQ?@/AXX'X(\$N?*X9!P*+|G_S|
MIQ2O>LD/(JUKWQHTWL_8>FOGU]=NL00'?*%XC |VWHW|U_PFGU;OUARC:
M|BR>?@O3@3_|_3;_R5=/X+G59/C*VL'|CD'X^#US_AMGK_:6W^ T>3)'GU M

"=1<,RGAI96..UO+>[E!P%_96_\$KW*_%A/I_NMGJ&^=DR-O_Y@)'_X2M?
W@:!:>SQ_[+GZWNMGL/_SW(Z?-8H)2.V/?N5Z4OPT'YK MI>%H/!2Q-G_M/A%W_2J*[3^F
8]Q^>|/_|CT-J-XDN1_Y?/LP20*L_S&BPC3 MFKT^8GXZ25BO^&L6?EZ_-_M;7&/A>A-
^#V\O-HWZ\W_VC|M>BXIQ7\IS\$_)H\ M*(G1?)R%E3;\V87OBQ>/612/PFC99=
<=FE>7^/SZ\|C\ZZD\$|B;*GA4\$4 MICXHWBLUB%DR2:/E5\O?
*G6Q^/8V'+#E5RO>*W6YE-V)(+_>M,W2UTPC\Y8 MFHFO\?
QGDH3OC>/SY_K3SY7ZF6@RNF').TXSYO\L.0K%+0QY1'MO*(I/B)A7 MZM(\!+"?_C
>BWBU_-K3CUSD'UGGX.M.H66"5SVJSUUD^I>F= _|2PTR<3DG2<=>[K!_J_L>|_OS6|S
M>/%1;T]D?Z_?F?T\^Y'/KYY[\^3"8 (_A2,>SXL D,/ @CV_\$+3=S9Y,@O:D\VR MV39/9L-
Z,HL7AWN6(>/)'!/]M8IW=T\90?;,%CK#X,E;QA<@,._P;HB6. S= MJH=A^C1%VE+|&? ?
>QP/PT&8?6K/.M%|/_IG^C\|Q>Q6 P7"5%RB8,Q8(!J\|SL)LH-=SCJRBW:B|
MJ\$, _YU0T\|67D2I.(Q79HO):MKY'PUXS\B\JFVO+R>!--[N;C3F"ISX"NO#16/ MJ3)M 4["D?
=HV"O _'=?I|:@5)O9RK_XZO2;#41D(W\$#8;\8=YI2R\G@3>[FX MZYQ2VL!CUSD\Y)32;\$'%
|/IC;LI;^V)1.5O3P%.Q"|<6P(I9F8]&Q6RIE+N> MQ586%;-(#4?%+' #43&|/_74%A6S-
0T\%;-P;(&|F-V\BE##1B0;>_E;?^)^5 MD^&PE\|51'J,!"XU@FXPE\XR94?W;&I M5_
_OX=1.)J,L,@(-KB:?-F8^H^HQA1L&?TMC'A|"5\$;F#1+|BXXKR?:/_N_
MQP\LB<0\1SR.Q\$G>CB0\|C(+#.|:_RM)I5P/^+S3V %MBKV&/?!(6XW\9#_FH
M\QFX\|D1O3|\$E?"8 &RQO=(,\$S=@Q^PF0PA^L*7URI\$ _3%.6??4'/UB ;|P=
ML,7RN^,^S26C/-+S6FPH*N7\$'X;_9,%WGF+>^7?LXF88WA5S AI+@*U^\$4W'
M,CN(@ "MV<4S',DT MM %.1W+"EP-2S@Z5CFN(.KXYX KMC\|S|-?)_G-
Y,X.KZLF;*Y@K.^!(/!+F*LP,CJ\$ Y!TY, M4(I<@3.VX!B--U->=?%!BQ\|&^&C\K3@(6G,
|/>OGZ-"6-EWSZA4V.KD|. MX^CB9\22B\|%,@Y9('EF?OG#EW&2W?)).X7#
|VX)HE8BZ_80|P)!73|MMO M8(EZ+CBBA-!3,7HDQAX7'/|2\$7H(.M(##SA6AZ"#)>J
XXHD0R=?NC\9\KOQ M1^'PJ;F@D1EOP%!!KXD08\$B\9\IT. H3+QFD>DMC6 _^|N#-
M(L^/KLY"ME *K1\$Z43CAVL#IQ MMQ%L9Z/1(C&V=%5G-
V>7^R,>L:*/3,U9'/+HHCJE27B1&U\4YS'SV2AO&"9P
MTK")2&9@49V|;#109\$843'PE0%/(|%E,!"" 4|CT"OR,6B\$FSWF;PXB'UV"2 M9@G_
ZV'X&?4P)A%IK=@8M0^-.\$N^T'X@|OAC=1\$/\$U\|T182_<+ #Q 9|8(L7 MFMUE\$@?
('003Y0+;*#(|!1.O\7'J6WR!G3\$ _92E;)|)%\$'T"UATS_P%2ETYI|
M2=XLZ^!P#Q.Q0.C9&#UO^|;7<\$:SAXDXH37ZH*(4)G*'H(.W1&%BJVA9/XS@
M9.B8>#5"#<*X9.B8Z\$+: J.F\$B-0DZ>\$.4.CRM6OZO#E_ ;8.=J!,G;Z*T& M4GV^\$:QN\ ^ "
(A2I3N/2O@3)P4AU\K:Q@ \$1CE2G;!NIFT%F'#)4IVE;AQ0(M '&&GXXC(YJ8:#Q:88<+
M6YB(1EHPA0U=F A36@:#!E;JD+C-,IR%G^R%)?'78D1,G"|85;D6RV%B4.'K
ME|68\$!,W"5HNJ\5ZC:#|2"Y|H96;\KHO&A8F-H_@(R=46>N'JC>=/K<+58T@
M'1NNME85IU0G%0D|0(*4ZOQBLY7ZJL(3)OJ04(Q,-F8B\$Y:WP\$I.MF8Z%6"
M#MX0A9\,5M/_U6%X&^Q %MC7Y5R8R\$,P"^RK\BA,U!P88X!P(TS\$%
|S=#E7Y\$R9V"9Y5 M0#@6)@H'U!Z4JGP*\$U,"RB 0W*E3.2&!92
PL0&TO45&%+0D=A+M8.(D"#|2 M8O:Z?4\MB1LY.YAX%L*:I%#E20M5F!|@>VB
%:YK#1\$@1=A#/<9CX,P(:K D. M\$|M'6^R@3&V8B\$5"#N%.'0ZBOY9C42(>? M2
#2?;@#A3K+BFZECH@ZHGY TYU^ _S9XTYS=U3'0(|?5 ##1,5_M
MM4<),4R<%.UZQ8LS _'0:&5"Q.|1/AM&SHPD1_THI5-+!2A\1M MF.'P|
|>PEHO5840#\$^<+9CT%",MA8E#A:<0@3(B)FP2E@(&P'B;:KW(Z9NV;
M.^6#F\$3^|"AA09@=IAPOZ>(=??)40<(\$?(?JX7;ZKBU1WS6(/ZP.L/TQ\$|?S
M70Q&7"4ET4SH8F)-T4%W'*3W4Z&!%K)H,5\$ M|&(#+>#%\$BE:5>*/H:\$515:+%+?XZ7/
N 6?TN(\$K8E?+H +6N#Y+%+\$XI=) MX"(68#);:CDT()RJHP7!PRGH-
!8M8DG_:F("BQ:NI'XU+G5%BU62NQJ5M&ZP
MP0H06\$GC:FCFBANVI'(U,7W%C5G2NAJ7P^(&K\$HBUT;:>QJ2O);:_\ L'H)9*
M@A8\$@,)/6-%"524E"P1482>I:'&JDI(% :>0\$U.T(%5)O((4H")Z4;=0@!!
M5"7!"@)\$0:>FV,&JDF(% JQ@DU/L2%5)KH* 5*#I*7:8JB1/08 IP 2U7,,Q M0-
A428:"@\$W0F2E:E)+VU)24%"M\$;5*?&I&+HL4G?LE)8HO'W2>D@)" 7|2!
MBX12Z1\|@3.#74 !C8NUD"Q @\|L6< &Q9FH#" WX)8%M6PLW.F/ S|, #,S_6 M- \$ _DPT-
"!AS _R<,3 4X\$L(|!.RTCK6-SDS!GA=#0FMN!"7WPZ|/2;+V M#'\,N0 %C|_
!1>P|+=H\$(:N.JP:0.C"WB>|&K?J4(P< MY|P1JT*I#6<(#
M+>#%\$BE:U:%5X:\$515:+%+=@>6 5< L^I44*6K!|N@*@!9|/(D4L6"E" <0"
M3&9W>8223)RZ8.4;|7 *.HU%BUC2OYJ8P***ZE?C4M=T6*5Y*Y&):T|/S-)
M*EA)XVIHYHH;MJ1R-3%|Q8U9TKH;E\B\|JQ*(A>\$AJ%0D|=GJLD%: J"5H0 M
H_844+5964+!!0A9VD8L5I5R4E"P).(2>F:\$&JDG@% :0 \$|/9Y79XHI)4 MB*HD6\$&
*.C4%#M855*L0(5;:**:DJR540D HT/<4.4Y7D*0@P!9B@|O*8 M):G85\$F&@H!-

T)DI6I22JM24E!0M1\$EJ:D0NBA:?"^4GN=D5=Y(4282//RB M#EPD[+#+HU1,X-=0 &-
B1RTHI0("OV(!%Q IZ8\I%0WX)0%@)VCARACP\^S MS(\U3<#/#9\$,# L;< #IG# P%#!
(" (0LU&.R<&4&^%E/J#C FB(HPC-"1 2^ M7,'2%2\$; <(!6I)@Z?A)QM=?
'%J%J9\|P=+QTXH (8 S5;:IT *PB1#!@S!+P M\$XP D8 000!++ZHX%8-E|=2>I,
R9PI/+V!9*E4#.5@2J!CHLSA-^YF?3=)E MD|=8+, MD5TDX1U_ (509(KVZ;&*7K97J/3-
IF)M,+W-P\NDW.YZPI29)I7%+ MOXX=[JA_2J=?
J=2Q)!Y4:AE@Z31R+ '*LM,,=JXO3LU72O0DRR@=4^R:N:[E7*,&Q@M6|RL0;Z
M&%9ZC18PD!>!\R*\$W)I)"Q:(D5 2:R:M"&@L,D@B|3J1B)6 M&.:%L.*FX|B
Y\$AQ'PDM7V*0)DB/!<2156!2;))\$)R*PBE,SK'(8F2 M' >"XR#DG&P22\EWT("5=-
)&@75VN3_B\$> -9/C=X_4L052'#2+(E5X+D2HCI M,-
*6R94@N9(RA!CIX>18,')0*FD*1XO'R80^(I^1(')+A#FDPY,/ @? A51@PA|1Y|BBBOLKY
M#"T2()|ASJNTV|"" '(;##@EM1TM3AM\$)Y%TW1B4(B9L2"5N#\$I5H40ZI,VJ
MC%FDI\$.)-@&H!)A6=|A7;-68)" JESVR\$A9TR>6TL=1L%I%\$S2+.%_P I7
MBA31'5* &HE8O 5UA|2G1B)6F>*;1*"FX!=KH4WR3\,0BK'H)O4'#\$@!H8+4
M%BFHX#9()H,,7P-6O%*DZG9)8&D.3/&6VBXI+LV!J2KUM4MJC-*@15I4NR0- M-
0&6""MIER2@>I\$)"JDK4B PHMCB"^3.(8K52IHTE+;2!>\$1?4I*PT\$* * M5-
8DN30#O5A+;!)_&H5/A+5VEX0?(! %A E26>1L'RB^P,Z8G_ (H BIB*5)O
M=TE;.:194|9;.:7=);F@555:KL+LDQR@,7:8'=)7FH*=#\$6%N3&%0_@!|@;06 M*F
70\$2!I6*"Z @W8""LH\AXA%O3^6/1T0|%1H"!UBP0\$-/'&ZLAIMS;| M7C%_>,) -
DBU\H|*:V|B7|M'5R7D<7?R,6'(Q&\$S&8=U!K,:RR-HSS#W+D.-8 MQ#F38%\UK-
V6EE(=BQAS2|5S8CZ)S<#Y68|I#BD.A*)N1(\$!UI M1S215%\BK8E|J9PO 0(O:6*
!R^@64 -GLW6248DKP+J56A)-ELG79:|JA7 M*<*PV7JS-&_R,=@^AI-
>LW5:P\$!>!,Z+|'%KMDX+%LB1,!)KMDXK AJ+W#3)
M#KY/AMQ0_B@^LP@A9^<"J93J<*A&:3|DXN!<3&D1)I!RQ#(B: Y\$48VC98?D!^M|T>
M@\$LZOQ+ ;1!?!=IY(Q&+F PBM;J1B%6%:3%)*FX?*I'2&"8)PPU#*\$*.P"2A M%0Q(
:&"E\$)9J(C2"<<%!K:H_ ^W*L T>OJ|/00X|@')60+R 27H@.1(<1|)+
M5YBD"9(CP7\$D95@4D@C)K2"4SN@7 M^R,>,9|E)@"DD*1XQ'T;B_ D0
M"!J"3(21#D\^!,*E&' 2)TGCR+JJYS/T"(!\AGBO,JZC4T+ LAM,."4U':T M.&T.G623=-T8E.
(E;&Q2B1N#4E4H\$9NT694QBY1TL\$F";0 J,9:UI&O6"DQ M2"!U:CLDY(S)V0 M"-04_"
(MM!V2?QJ&4(1%MT/J#QB0 D(%J2U24,%MD\$P&&|\&K'BE2-7MD,#2 M')CB+;4=4ER:
U-EZFM28Y0&+=:BFJ2A)L 28R5-\$E"JR 0\$!=)6)\$#AQ3'\$ METD<0(Q6BM31'=)2&HA7O
5UAY25!N)5EP""\$C"H%)Q 12D&U!1M@(BQ-M3 M^>,244^%AL!!LUAP0_/EM/-^SN?
1NF\$&^ B^7WB)_PA&0N^/OT>/| DRHNL M278?)V\$6LC=V>?_+?
Z9+OUZIP>P|W=NS=#D& \ME*F0PJ1X&EN';H)G<;&OI
M%?.)WQ0LH5O5#@#;MPO_NCJY#R.+GY&++D8#";C4-Y\$?10/AR(/YS/ JZ&Z M8ID?
#M%\$E2Y8HH| *A^DQ2\$*M|?AH-H,42I"P7*/A%#Y"\$V3|." (3=QY,4
M\$4;!4J&\$T:JBJ#B*!@| P=*R!-"* /I|N2V|4?A|.GY?3R !4L2\$V K NPW M/QD-
_A:"DTJ1L%RV(31BC#:_W;U+4S2|)A53/5*Q2E8CIUP6AU.^_Q>HP 7
M4,%J\$@34ZAC3PTD6C^*;<(A(C.F""%6,(J16%U,!!QY\$6?KB9J+|KJ,L3I|P
M()=4J08A=_;ZR3\FX;CR)<J1,-4@G\$|;OLU>O!RRX(X%/,#^&7&+BK4! M>(!+>A4
X)+F_P%"2:UJ"D(Q"OX>:55-@2=.M=|C;:HI \$4H|7ND2C4*G;AU M?
H^TJ4:A%9W(|Y\$FU2B HE3X/9*CF@92A/*^1|)34U""6-MW=%*>F@)3A81| M1R?
=J2FP1:OJ.SD)3TT|J3J2OJ.3(E4C:H5(|(+D)#' -39)C%(?FPAE?>^"1ZQR
127U\8A;G#1*0U >H2K*|0=J1^H#%*|@;)!^I#T^%I'B# M5*6Z%Y &8%0A&=|J|T-
M)4.#=@U U@>K\FRN\9+I MUS,J6 UE&P&5C+^6|2VPFL3&ZB19?CW+@V7|I4E_A(3UD
"64|J|&5R/CKV=| ML%SUMJ(5 6 | ("E@;=6A @!ZR\$ +*6ZO=Q"\$%@/ F
92_E:|D%B/4B@XP/7 M%0H(.L! |X^&RR#2:"4)+ BV|G@V56"9';
(Q+G+CX;+,=+F)05)5'MW+!/|LX\$2\$F MQ+U;SP;+BQ-
)0\$4W0X|&RQ33YB4A\$F4N_)LL/(!X5(>+A'NQ+!/BA@\$3'F, M)
<;=S98=860*2ED*K+CSB;51V&DXMUEYY#PHS N%=I9YY >M&.@SB|W1SQB
M(K!E3|06=Q&6) DI#4N,TKE#JI#2F,0IGCLD!2F-2H3RN4-*D/J0Q"V@.R0*
MJ0|1=!*Z0XJ0^JA\$*:(|I @U ID(972)""EH8E92.^0#*0T-E62TCND!"F- M5;QB>H?
\$(*61J9";!41I_H;|)(ZI"8>,0KH'=%*U 0C3N6\ M0QJ0FG!\$*)EW2/E1&(NXM?(:3|*8Q.=2-
XAO4=A.*)4QUV2>=2&)\$9W"4Y M1TU,8M;#75)RU 2E2D*X2QJ.FB#%JX"
|)..H"4F%I&|7K+H#|HS6C3P!D,7!
M"B@PSV7%;FZP&@74LUBQ&QPL|0_R_%7LU@;+JZ,X#L)9J=B-CHN:
M@WH^*G84H&'L;J;DIR"<'8>;3SS!),T2_@=>ZR.C|^JAY|4T/1HNKUJ7DGC M>
|BHO'IH>S4MCXO3@T'AJXD\$7\$1?;72^FL9'P_?53^VK"0!&X%?!ZK@/(1"LO@IF1T?;

:#R5; [+JX.)G^O @[0,72UD_8*6-W M1=!*9.I5@ \$:[@X"/7]XEX2#R3#CH+M,X@"
/[9&Q>#7R](H9'@V?I'X"P5[ST MN+B\&IE[Q>R.B]\$\#1.\$KA@-<'%^]7+YBID?
#\P\$A]14S/RZZ#P"[KYC]T=%\ MM=/:@' Q,7X0>3[%0,\$.NZO9N)?,?/CHO| *@""X0\$-
*PBDOW[Q!7;&_)2E M>,V.C!\&LM\F^(C9'PP;"Z+2OB-
5Q<7_ UMMM7Q.2X.#\8M+|B\$,#%^]7>>%\1 MJZ-
A^^HG^]6RO(6+YH/1@E\1TZ,C]"#TX5?\$]KC8/&#LOF)80,?DU=^17Q'+
MXR+S8"ZBD\$!#<=7BLX'-,#(Z+1UB'- HXN&N2I#40,:7URTT#ID,*#!Q<6^ M;\$*
[PAEL&Q?AL2;!'6A\T; *9:E\$0&.,JWHO0]H!\&F1T9?'Z]!B@4<95@FY% M1
\$:=735WKJ4#Z QQE7P;4.N !ITL'7@!L<]SEH[7S%_>,(')5OX1H6D%_]7 MG
0L#VYI)G[LZ]/1T\$_ 3B]LEGWX)I*N3[SBZ^!FQY&(PF(Q#>=Q8
M>Y8A!Z1@BVD"J7R0[HL.DXI0L(P\$(50^0G='2D8A0L*TL8K0BC.Y-HL.(4+*]-.*T.
MISN2N:0"%:P40\$"MCC'=E50H%:E@!15":D4AM4:Y52IR295J\$')W*UE+Q2D)
M4PW":FP!:OJN^2]-04D"HDZ;ND2-6(6B\$2O2
Y2):VI(;C\$+=J|D)"#*4Z%T2D=3')V9QODL"DOH 54F6[Y]VI#Y@|0KR79*/U(>G0E)|
MEU2ENA>0'-XEX8"#EN/F+/8CTN-? Y2TI88 %*,HWR6%J2'HQ*G,=TE9:@@^ M\$]K6A%
%@/ &!IX*T5(4+ >@@ 2ZEN+|<0!:-:# %C&4KZ609!8#Q+H M^,!UA0("P'H
P\$4);L/"\$R+60P18IG #NT3IA%L&@Y;%4U| #-GC-W<_ 6W0|*W\$
MAFZ0(J8]*E"*Z28I0(Y")4\$8W20)2&IJ8A723
M9""EL:F2E&Z2\$J0T5O&*Z1:)04HC4R\$YW2*-,=0?>:'!41I_ H;/(ZI"8>
M,0KH%NE":H(1IW)ND0:D)AP12N86*3]*8Q&W5FZ1]J.P-M&)Y!;I/0K#\$:4Z
M;I',HS8D\$!=PF&4=-2"HD?=M@ MU1VP9[1NY F + Y60(%Y+BMVQ8K=X&")?
Y#GKV*W-EA>'<69JIBM M#Y;"AGK.*G:#@^6'(9^MBMSH#EC^%?
1YJMBM#I;0A'V&*G:S@R4-<9V;BAT& MZ'@Y"&>E8C> M5I/T;+B|>JEZ-
8V/B]KA[97T_*X.#T8%+Z22.C@(|OIJH_/5-#X:OJ]^:E]- M_!B_NJE^=5\$ #K2KT]*7TT(X*(
@='_:D("1]8GQ2@)|@!P48*P9 \$U\$8&& M*80A\$?"Q3B:#C%|\#K[F1]8.UZ@(|V!L-*PA"#%#
XBXN]J]6!4 %<^/B^T#1 M_BJ8'Q?:5S?7KX+%T;![8 A^%:R.B| #P>JK8'9TI!T
*E|N^/BZF#R]RK@ M !U#5SMIKX+5<9%T)EZ%6" AKN#0,\?WB7A8#+,...@NDSA
;OLN,A:01IY> M,<.CX?, \$/:*F1X7EUH H?,5P@(|OCJY?+5\ST:'@^(*2^8N;' M1?
_1WY%:\$|+C(/%J>O&!30<'REZ'Q XR,3EN'. T\W^/^; M7V?^WGRH@Q2,06Q]Z(TEL5'
M"T1OQU)_@;?FOBU6N6C\$X>L^)*5]QB1_ =^=%+0 "5F!I#\$GAJC#QU,J60.L-PF&G-
(C55@*<'WS<%#5&Z./GM@D3".208 RZ7AL8?,<&6!
MI9Y6AZO<'O^/);%*|@!+VN"QA|QX98&E/=::SB|BI8(56%(!B3&D>@:^FESS\$
MIMP819!Z,9'C=PU|-3DP:TCU#7PU^742'L5'_CC,_%U,DFS4WGR7'3'C3D2 M/WW|
'XC"?99%,9)?W(3)X'0?EEP'F<5+UJ6:FI|;|RIH:@EUGXB ?E<5'5 MW(N/TU@P-
4I/U36VS'AOXR-,&F!L"!?'QD?=- 9%<5\&Q|O=|XGV?W?_.&0
M/:EO:ZDA'Q_MI+ZM041!?!28^L"H*N#C(|@6;"VT?76M+37DXR/PFF!M\$\$\$?
M'^?7!&A4%?;QT7AOK2W6KZAK;*E1'Q^1UP!C0PCZ#C|6KP'(J"CF_ B(O+|= M?
7TYWOWP|9(E R:O*S(|B|L_ X^-J|I%<1_ ?\$1@\$V!1U53 #YF|XW%|X6'
MJIMCE8E@_>N\$MU-; 4&KQOEXIW?&168T(+++!Y8\$B7^;72;A0SAD5?
0EK@CU+KZ"LWX#R/0 %VS| MR4-+QL1WIMV<^UD\^/&F V44F 3>US MJ*AYP-
:XM9NGJF@%KMH51]GT|_ V\$7;'Q)!G<^RF|3.*|Q|^]W\$6
M#21,U)5/>&"YP2666>#R|R;JA:8N00:>T9G_FS;";P>)A+NQ7"?AQ'+&(NJ
M'FS#DSG86'BUV 9H6EAX4[J]W<2|WK)S]8-D< 'FMCH<<:YMP@\$ETL?%FS(@\$(M:
(#ESZ! H_ :<0.:Z6@|L-0;%W'7G!%*M#9;T4L?;*W|X_@ VJ8>6L M1><;<\$P7,+O4-<^
HYF V:6N.08<'P3,+G7-+^"8F]5VF3>NF;Z;KWM5.B8= R\$A4)/WU#'W&
@Y@5D_ UZ|^]"_.|A2==1 2 M KLU3%WS#4(V8.<>4|M,@Y.V+G'U#++'.
(#BD7PCP.6IC/;%|.JSZUR%=_>| M6#56RW2#B|NHW49US3R(>(+;533)&0B(@MJMU%-
|Y\$)CC\$HN17L<#"8C"9# M7QS,Q;(_ HX3YP_ "?+'CNH?Z]'T9G<;KH9&6"XQ2P&K"FFN:
|&Q&)L;|)C=AA\$+OK*(_R/+|RL?|O|*9SF8B3G&>[VM*LJJ.S(\$R*%CCN13&|
MUC1;6@KQ-2#M6M,T:BE\$XX"T:TWSJZ40N|/*KG|&_ BA.,D\$=J.VY6@HQ/O",
M6M?,VA06J"Y/K65;:0HW5)>GUC*G8F6,)PZK2)Q.Z@GMT4_@6/ES2%, 'C(UB9#PC)0%5>
&83J7X"EG?X MYH?)W_ SAA'WEH^FGDR0?X6|)^|>\$18.G-
SMZ9Q|^|= 'TB@TF2;)|ZV|7ZMS3; M-WS*ASR9B!|Y 9"BZY|_ V0%BOKBY|,L9(BR/;
DQ@LTS/_Y|^BGPSNG|]8 M QN^ XC3:#S)TOP3AC0<\$#1W#TVP|(P;.)H\$3;S0=,
23S*@\$:1\$T\$4,3+*6& M"0VS#_ S9_SU^8\$DDWCF*DW&HI8=1<'C'YHC R-
&P%)|E/018)XX3(SF_ +#!Q&0|Y\$@;^L#^Y"<*4%P)\$2S M\$OB4*1)&IQC%
(&A0ZCAB\$*H,2N,7!46C5I9 Z'&HX8-!'P")@OATY3EGWU!S]8@)"|I2@M M-
S0R<5,\$F!AD!4KA&@A,I86-1B9SB@ 3@YH!'@MY8G|>1|DB_ W04#|4NGJ38

M!SH[&>'B9AC>%=HJ'G0HK2,T,M%3%JH8Y 1* 0BJ>YZKM.[1R&106:ABT\$1P
MH.,LJJ/T#S8,OL5)WQ\R\!A06HAH:A*(%Y 8I A*]1H\$2*7UD.8F='@!B4\$'
MP8&!G1UL6A44E%8>FIN\H<:CABD#(HL6L,')5631J9PZ&& M(P9-!#P"9A_8?
6\B5@PN!D1@(\$RMR8B\$X.P0\$E<\$Y&IM+;1R'Q.%61B4#3 M@P%2ISRY\%!:3&ADLJD
W>50KCF4)O.19E:0L(&!/&J2<@.)&TIS MZ@CS"TC8@.MN@NM\#V\ (ZEEL:&<\$E<&
//!S?)COV,38?>W=/GC_ G\WGP(M@QO;AE:"2VS"L%(U';WYP,-E\$<\$-O"4U+L%ER6
_ *NX9*T?ERRI M<0DN903#2J_ =0V)<@DN) !QXB8FJ"9?\@#P;_ EHY9\ "2X- <-
*+J\$#E.H> M<&M\& / _=MI>USWD3MM@J^T7-\$.K5P_C=EKQN/M)X[B
K"7"10\3^+E*SXP MLL@8P:WD"YBOV> ^"O\Q>7,WB^!?
A^D@GO#Q#H\|/|/;./ZY\;VD279PY4=W MTY\6?WX/HW T&:FK'TDMXBRP'?!?
3VX^X\\$_ 7A#I8L(KBO!?? 8@)Q+#A\ M8 D'(L%^/=B#I>K*PWX&LP; G5*94B
'2XL2R"F!D05RL*PR@9S2%ME@!\OD
M4\9."8QT_ <0"JY\0W"F5D0\WL\$(4P9V2FNI@#U8&I R>4AE9(=(16T2R"F!
M*0%R6R'MM\$\$_@I\1E(I"#54ZWWQ1T'D>)]'W'SW>5\X4^&OII^NK\CUE7P&,V
M9IS8A\RY#!YVS@8K*BJVUY7@N1\$\PP1/W0:K^E"Z1_#4;:Z#4Y\$?(OY3P\CE 7Y
MVXB0X(5-2C-:S(L,<@/E-XU#I9*:R -3^L0PQ*#JES\]B!91&FZ'V=:!0D>
M&.CVAJ4WD."A-/>.,\V !\,W#>BQ&JW?!Z(#KH.!FZ:X+,*G4U.G6(.U8!
M/G7UH^Q@()P)/FM\$GUKZ-78P\$.,(X%,JZ04BY^E@(&X)-M!RG0X1JYAA4UN.
M@X')=B RVTPL,)P5D1)70#?P4"YPAE\J7QF!P.?N59@NF)I\;/^(KYPQ, ^ M*BOW5T,R!
9F\$*IJ^=5/P_3U71SY2?(D-G^S<9R(+>@CL=M\ G6Q_9V#AW\? M49S\$P/XA@@@/\$>&
(!XF+V_E74./#Q4#O(<('C! B=99Q,5!XB" "(3(Q0<& MK@J\XABP(43N+(!ET,\$\$0
A1"X^,!PB/!(X3(G64PD&V((@A,C%P9" M\$.H:3+ A1.XL@X&W1 01
"%\$+CZ4IE.;&D+DSC)*TZF-#"2\=\$%1Z>*EKKB M^(-X& 9\H(.3<5LA2Y\;
J[E\Z"; 443P: ^\]\$3GFC=!4=+RAWJM9WMBMU-AGX6
M)T^'=|^+0G*J\DWL<&U\?)XQ\JFPR'3Y?W_ .@-\$)D9'#)(.6%K\>< |(+ ^?('SH_?
L_H@AX_DZ:/0TY D9AM'>?'R-R8)O\KC/.OOP,@^S^P-#U?VOE M'^W\FO(H-_O"(!
J&R<%?!\$)N;J_ <\OO@/_ JI_ 2C=2_GS M3-J.PW^R X\?./_KY_3'=/W+, (S8I,=-
R_RW+ ^*1JP(VB)\.)6#2<0?5'R* MWXA?JPUH""VWO\7^LGJ8N?
M=^S=#IL6WVI\$P8Y2EOW\V^=B+89R98&Z(WJ\9 M_NGIT\W\$"?
)O8%8^3L.V<'L'U^",!T/ 2<.G/RN\R\J]&?G)'3?@39QE\>A M&.^!)5DX\ (=I_ C""BP[R!RK>?
K;KOE\8-N,@RH+9+T_?WN=O?5Y\W>ON>_KR MM_1\ (W_ \9AI\?//ZD%\40,1FY=:J"Q
M'P1A='>@:P;_S.PW\NGUR:'6OSZ\NF_-OZ+6Z\W'OLG1W\>G5Z?GO2UP_-C\>2_
MC_XX//_J1#NZ^/JIM-_O3C?^8WK:JWX?QWV_S@/_WZXKRM'>?J6NF\IM@>
MT%'^G\7_>=.7T#8,&O\|>+J^_:KWS.B>+H?#>+B%QEHTZGI2H1#GF^TM,@7 MJ43
PH/C>#_1KY*#Y^I=ANF/3\$9> ^\%Z5G(M78S>MOEQD%X\WKO\9G>M>/\>
<)_%;G\/**+W(I(7!B\$>R\&UN\K4Q?17&M;_ M.?3\$?
M_#IT'E:6FW<3+R,YY\68'M^\$C":R9#)'OMGJ_?M?/-?N?'D7_%D
M;_161^!\^.:#H16CH5U.DG3"4UHMB\4^&XC\23,L+4XTP_D4_" +2H>R>B;/@WMQH)UV.
NI577\7+X)GI\K8^3:37!Y).#;R MY_W'?)R*%%\3^YB"@PVBZF7^_9-B'\YK\
(FR:F_ \$+W\$OOK87^\$J\3Q/JE@T M
Z\%)WLVSO)2YM_8G3T+Y;>U@1KMG9D_G"\WYNK*&HV/6I>)_S70A\$.W@^;
MM_XPG<=>QHW;27CYO-PR V<6OG(676262Y09L\#,XV4MTD\FCU5%09Z2P&(
M^_F(@RCB9G7_*_%9UQOZ+%9\>.NNL\;SPU\$\&H6IH"^U;R&?+GF\X]-TF1PA MIU2?
Q)>+/\YBJ9-SN?DF<- "?:1%9UWC\B.[K0T&?"G&MS\V\.)C^Y9^O_< M&?O_ JYK:?
Z03T11QL8CKZ^#&? M_7Z^; ^\9>[DH?WE079SZ\T@5*YK-%B#V- M^-0UGLY>?
=\$#X4BLU\$R>CN)@GL%V>\$@_W")YG=/=S1C3: Q="HO#O)Q?3V' MN:V>9^ ^9KF=V\?
_MWB2?>Z\@F\TN?.C\)_YW\ 4"+;ANMT_VJ_OZ^=C;:#^(DEQ?B\PM(TF?H%
M:WE4UID.@X\G.,GT/V?>L;D;JM7L<2FF3*/SC)!^C\SW\J\X^=ELKG7!/?R-WVHOD,HD?
PFCPFIOC3SLXR)OEC/G;
MX@+/I)RA\UOAX\D_'H7^V_O9\&XN8_YSP_ \7CE\28;!HZCCN=;BKX"TIJ?I
MPXB\|#+AHQJ_:%V\L@&' +@/3+NXY0\TE\ ^\>?4Q(. ^GY:"1\;TI%PVKUNEYW3\?
TA>M#!NFKAI?-1=K@/'WW\OS2ZDF \T\I%6%LS\$5\>%3 M=[@!>!YT?M@_/OS/
NK:=S_YP;+5W..ZF6\$U0\9,<&WU3J- 4&%,NWG2\O>, M/PV_F1\|K*
<810Y7S(OHPZT3\8OVKV?:K?AD*>+_G#(WQ7+%\$06^8I)*)(
MGCK>L.D'^\$6W6+.03\$2O\?RCXX0-6%ZE&::6+V5*M4_ \>F)Y0#KA03N\%YT1
MDMGB@.S>S\I\YVD>!\JLDLGO&&VYV_?_ _G\$Y_./ M\B^)NYA>)V\,K\W6*(S\--
_J70O\IW1?T\1E\OF-/ _AQE\23*-A\;==*L_WY M2L/*EA
L1U=IDNIHDHBM<\7:%Q'^,C^;T'/OMD.?8X\ \$9AEG&@LB&'7Q)'(JH.GS3&

(^R3=BJ"K3 (N:YC/.+A0%07/#Y M&B +NJL) Z2M.U-
)5VR"\$N[9W[06/HE5\$>X7TQ(2H5-X:9CR. ;'0MFMVA^+
M^YV[&4M_JWO;8D[C%^,3@1B7.XVC\F=V/WM[MGT]Q3
08;1CE2]=ROEIPD.;^9>&'M>-+^W9![ZY^; ?>IA_,I[3I9]^Y MS=DGPZB(#CRWWS-
GD_3+F7F_!'YVS Y9^[9MEEW:R^.<)8>',?<=UY7#K[K] MGO,Q#[/^39E=!]KCF?
N&6]6:D2&[7<#*G&+8=11;7J*|OY9SYYFAOIM);?GO
MOM&,*N6>/H3%+N:OC=:]B)0N.>*_!_RY.GI;4IOF\BEA,/W0BS+5: 7.EL\? MPC2?:"(
M&O G%>FB6+ N/BPZ\$ 5^\$J2:6)H8!N\M#[(\$^~;|L)0NTMS,X)*N4)Y/2>S8< MS@RG?
>+FR(F=8@?,Q[R](#)+SX'BY]8.4^:|84K[.TN)1A45YWG\ _D)%"+RF
M0\$V4KTH4&"KVFFGQ),L=47BD<.9\W<(48F&:3@I",% ;F"JG83G'. "B4^%3(
MDVVQ76OZ#7%>:IIQAQ;L_)|1--\$:X #BJ!R]>H(HUL9^HCV(;M;SC8_?J?@ M'YI\$8>%
(Q9BUWCB7V>*>.@AY?I3^UCH] _J9\$=_E:GW<1_Z;9W3@NIM.#A F=[(\$MM+I
IOLO|IO3GK_@W M:3R<9.]Y;WUG\MN\4U;N#5[^KGS GG[WR7/F=,?
V:A+F_JCS;_F/'OC#G_Y3 M*L:-&OI!:ORWLU![G81'L?9UOK]YP3EV>"|Y2[&B(UA]-
W%]/^/7L1+OXIAU=_MG%^?G%\O]N?[,);L7/LR]KMZZ2T!GK6OVW*6#ML\0'RL#JU)-
FQ>)R"?%46 MRMVU"N5+'EQWP;+("K\KGVI%4XZMP^^6-|!^!7[ERX/KZZUTUP,-
XPOVK?3 M\|SH]/#,XTGA3SN'%[G'2T70K)\XG5Y\$!|C>\$=H+?9,+K.>|)]9L|Y/A|L:
MSGK'*M4KQ=-+[(G/'QC=CVH@|KNEYNOP"C=C(|UX]KLYVY3OC"W64'[Z,_(G
M09BQX!=R06@NV"\$7Q.R"NC[U07/N@]_JB*/W.6^!OSM@=KP3S.2W?
DB3&CRW\|CM4+N=:|< M|G#N=Z)XT[|Y@RQ.R.7
N9RP&+D<9I=S%EC2/Z,7O='Z_K!87'?RCTF8;/WL
M7B%JO#|35G2CS*=%^G'J]'23M.'508<|H*^S0J
MEFGRRVZ^LU1=%*@3IKO&%+2=>9@^>;P/;|*ER^DHYM8:GT^O'Y&
[#5(!^/VZ70^8/DCAZ&A6E-W\|V_J^)^ MV,F:W2?
QY.Y>+'D0^|V"Z2FCBUO<0*W@[WK|CM\$INX+?K;|=MC_JH(MG^VV-
(\&O/_J&6XXU,E\$OYO+!'"|T5.DDZ2G! Y M>C[W6BW+_7&FALM-+?
<'+Z6ULYC_ZE<_ ^J&6J2Z^*^5D%V,6S?8.BO12'">C M5D;Y[4HIW|IB_/L/3,7YZUJ]
(NW;1)SBE/F/N< D3C|Z|(<|EU3*5K|?'EZJ M8*S?622|BAM,I-L?"W;X1;8X/7A>K
K^|&5(?^FN)EM#%JA6US'1Y MJ(29XFC,\$K&[H6@6G;),K:4>BJPA*-8-
O%ZZ%JJW;N#RZ%@@:UU.DL&]G|+9
M\$JICEHD3, *_#E|2R5_]I)>Q5A,"%;ZOM3_ZL2|I2?|:;-#L;3#@.>\$N9G%"FG>?5/
MKI1@\$|N3|7B8|UD5"W(>V6"2-VB|8EF8Y")KET-?,=-|4X+.Z/|&S+M6WY!
MD7*\$@=B#HI:I+A2QE6C%(99N|SN)Q.NS93F|8%:.??J;&HKEW|1QI<*QQL;
M83C(SY^)|DI%2IOKOKU=*;#IB_YT)0D,HEO/DXVIVQ*QVYD=WDZ4'G|SV'N|B
MP,TEI\HW<<^R*67/LD5|EK'N6?YX" _^:|N^TEOC00CN-V=%|>TD|P.|KX%6 MOW@EY
|>90=[5J]>J|NL_.+0S|XR>^|2>M=7IT<7VE=NLOX?AU|[^0NCR|.CT_.^R?'
MXL"X_L79Z?'A-? CZ^\$90_\$3K?_'RC/=TGMGAD"^?/SZ=1EIV'T_X
M)8*TK;%|L?'E.+94G!;K?]|\$6@8?B<-).9|_1/SZF;NV=|_ :^V_GXG-/U7[== M4|Y-??SCE1_#-
XWXM9_#UQ>+M?*3E"V|. \$E7_@GU@!_ _F VF3V_D3V^5J:H6 M3P4?#!CCF5&-9JY
M7CX/D,-2WSW&?9(&|]PMUZ>X2|^*HYPGZ1]=[X_/A!|(R"XPG|QF\$@MI6D
MZYW;LW.;: ?T5L|P|+8A#LIZQE<"/GXD6|7 MCGRCU>L:|8|9_0)|2?D)^(DKT|
|NVA%S69PO(ULZDJ;NM3W7VM8M/H|G%?/!.LEF0P'T3BRM M!D
63RC1@=B'|;Z_:+)9.1V"MNDLE/UDOVQ;_ M.7D>XQ6SS)Y_FW8DM*0M:U64W)."-
PZZY6+0*?5 M|IM5Y=5 %8*0/63Y-/H@:5%GYUT?M3.5N1>W?
Q=I10=V"FY:|QW^Z>;/TP MYS:SLHIA;|7\$6YP|I7SPU+>|!|LE.OPNJ;=|70@Q?Z.)U(50;-
BKIO!&C<' MC24K-:MX|IL)S?EA&N|BK,I|I5IB>V^1CM7))X6=BG"SCM=Y@_*4 XFC|^;E
M'-X6U->M'R::@TC3M\$ _2*PD%)T0!W&:=|7|5XE|!YC _^C/ZY|?W+4Y\$. ^|[#_MV6|?
|9|^>1P,)V+T#@>#9,*"T^GNZ^*_/PN;MU|G7RUV#8J^ZV5=J2M*MKMRUSD19Y LXZ)6\$|
9PMUK.VY M7MMTM\X.UH6:Z-IKYVED_?K M";NM12R?M?
U79Y,4_92T87XV2>E)O10TQ4U?Q|/V0,NGJO?ANH!(L|(+?E6
MK590,1XO>6'CB57ANFD+N^T@5|)ML2#%;9N.!Z3JHE)|MQ/N|B'G<,A95MOV
MD!3Z"K#<+WHOR&%%'4Y75P3LYZ%|E@Y*NT G5^U-AZH<96"S(NA*@8T+##;J
M+_X6#>13|5Z4*S.BD=2D4O\$R'\\$K-F#A@RCK1;HQ+>W/678>9Y=^DEW<'H?I
M...C^SL?M7%9M^CFM)&W|1(HRF"A8&I%,-T(4PNP|5H|VUEDQORD'K3"44K)9
M*GC.&|P|@WT'%9JCMWJ|=J=KM;O>ULN4*\$.%@K450;4FK|D":ZYG MVTPFD|C
M%DP=OD^C-R'#_51ME"Y+N9?S&9.GO*;5=CN+'O,+9;OX|%4^,E>+|&IQ#3:
MCFG6CR_U\$^/K6+3M'(KT.!\$7UX"?
2BZC,|B;:7V6\$4G,P&|YR53H8ZK9ZK MVUSZQW:E'!#0<^* M>"P3/2Y'C|&V;|!<(>M1/I/_-

V<6: A6&X:WXH"DZ>G=1#^7WH+=GR0)\$ UD M\|VN%|=G?
\$#GIZ&7|0:AU%E>VS(6"TNBE9%B:(U-U%(QY D,==I=#PJ&U\$|
MIT7(\SF.R;Q0H<2T5\$2=EW.S-4"G^=E|SX5?26_HZ*V>9;7UCD+|Y)H.H14! M53J\$#
ZA3MOMT%*(7:'A|S@.?H;#(:6CI8+G;-C* MSD -?MMFU#R1@HZZPZ M2&X%*0L:5-
1/+HL3C7EJZ4=W^>\$ Q>'31'N6[4T9)^R8Y><'GVTW0YM
MYU(&+:OBY.9H\0JT>!T5CY6P/::!|XH5J|LC8[6+_V|_I'Q91^:.2>ODK^
MVL3)7;W5\|I=4VQ'D[5%"/IR6O*B)GO1*@5P(R|RA!=YAM[6NUOW>D*TWA<>
M|L|"_R8M3)M=)<^7?G;*GB;X YTZ@(L?F#+G&|I-DA)|_|L_@:LYN?S.)JM9=N| M87XB6/
C7@TWH9&4RG74BF=6E&4O ##UP(+4|)^\$90+)EOB7+^V8[MMUU*(
M|R=GP.|_*VJ+*IS!\$L|@FF:|(ZWR %)D*G MU>NV=D?Y+EW1|(
7@8/BC|^*(C9X&^U.!|K1#I3?[BJ_E0@B3|SKM@VE1E)_M/^*:I>/:<%J=/
\$&Q2W6B\|JO*>2^._J^5+?SO8;U^!:0 M\$*? (|I%) -@N37^>B5!;PMTDG1X&7K'H243T)!
MS#HQ\$QUD+,B9\$I"CEL@1_ =4U.:!;TC%'C_25IWKN3G2! G[7+!J(36^?Q,RJ>
<|'22WO251N%|G|)B|LVQ\$?\$S#&@R@<
M_M;*D@E;:&K|_ 'R'47#TNEFB/3TPLR|WQ)4U:#8\$@;%F ^*LCOZEFWG9%ML
MYU1\|@Q^Z/FN7";ME2<+ \$!|(/?K2U*-&?E(<.7&@O>M1JSDMBXF M69KQ'(#
|:XE|Z^P\$J)O=&R_QQ3NK\;D&@L/<:'F.%#_?C.9G6I^-.S:Z84F1 MO%IZ6S-
UT\X_>LP&+|)R|K>L+5H|*DS[K"AN7\,B/Y|D)13F58?'Z|M\BC>_M &%|B">LND;=#C >,
TM5NN*%;B2\$H*MVKF*7Y*1G|\$;UWZG"WS|HQ6S|&W MR=^^R\$Z?
%Y|NW2E_C<0C;7:Z;8Z'^2=X;8W?|YCO*^PX=,6Z9|""R-6I'LO8+!D
MZEY),QLZ+TPZGM4V7(7:>C0=,ZM,-P6,Z| C"MCOS:LY33PN-)F17B=ZI#>.T
M.)M+G*Z=^8|-6,O|::L0F_*;YO|:Y.-/SC(U. 746L|F=XTKFNG ;Y+KP
M8F5C^NZ:@FT2W,8M/UN1_>8EWG24BP;"8%VRB8?)A^6LU%"C@|E1T.5),/YVG&
MYTRT))M)I"^6GHS|Y"Z,|I_NR%IWXJT"@9FO#F=,|P>"4O.C)Z\$\$1V*7H9;% M' |^) @%
|<:A\$!/RO?A7/BPY&W<;1GXT"\$4YF/\$7\H7V^Z|5X!>./U5RRJV M|.6M+|DQ#Q(V|(6
.5G&&3W,VB^.+48/KS5_P;?A.3|/VOO##+@ (E^<#MR MJWQ\$WZY|?/&_XA8%PD-
F^QV_>^Y@1/8+G.|CG,|X,AE+O^|:|I^CRG6=A1?
MND^>%RC=L;V;A/D_ JOQ;_E0'_O"G_Y0*>+W\$\$@?2|(9LLQCLM^/T|FC0PO%'0RSV\$8B
M@/|K9|^WS-#5H_#M8|M+47A|=7ITH7T|/#_J_W%X==)_UR|KO% @ M6OI.?
W@:*?;YDWQ>?-WN|O/*?NE;^KZQ|/7W+F48^X;MEKK4^Z|;5A?>3=FN
M">^F9(Z4_'SK2|6/J3NO(6/+2DJ"M|^B_51& 1#ME-^A4\|D3!OQS|VG&N/S M2_#K3?*Y-
U|IUEZ>XV==NH,R#E_I0)| /<'=N2=XHBN|WNYN?H0 MK!TU4,N4RM-
FX%;B_&#.Q"4FTGUT\$ M=)<#>OL>GE2^0D'&BKRL!#(|T>'7(F2H@HP5Z=;
|R"@W0UIZW H?%)N H YP5
M2=;Z(<4R6CW/@K((47F=?;H6_X;YB5A.//#3>|%O_1L+N(F&VA7C%WY@14OV
MO,'EC1_|(#)L&S)L.K;?^- "D_7@8B*84|ZKC"'=PDK>A=< MQ|
(4PV'I4)LW63.6|+6D>A8IV\$JQ:EN";1%/EI2,C| \$!4VE"+;=ABY;4'&F
M3:%+&;"5HN*DAR|1MPG,422JKX3+^SJ&'^SUI&|E6P'DU6B=T1'='\$.BZR%
M3R"Z\$\$JJX!N'O_5W8@Q2NU)Z.:H/7EF)L M5KZ=%&%F-
HIEYPQ;YW.&WNYT::>!,LA9L_#:%CEBEQ,O|EV%=OHW'3EKEDS;
M(L=L|;I6V|0HYBB#G#6+G6V1DRN)::|K \$&.XFL|+HKE&W&2Q#_#34|I5EB; M*I>CY:-
Y%D=WURP9';:TJO\$|5S=Y|!HD>1NKG C7&U|!#FMGM,V="B*)B%H
MQSG;|@@2(I_5|MA0MJH0A:'D&5LG?|#7% = MPR@_ZRK@=B/&;9MLKAC5_HM!Y;|
HFR2E&|69W?%BEM/WSJQHX(8"IC*)792 MP>0),+DN|:|2!DSE-42=D#|\$Q8.N%L;L
MG>+;O,Y9|IR4TKZN:AL'3#V'CWEIG^FT>EVS W3%DK;4 \$:AI,\.&@AL 3J7 M@Z|;-
DQ9;7X(=(A!5ZK/P!:@\$X=6V6+?JBR6DU""&'6E&@YL@3IQ0)2KM_4.
MBMVJ:N|6NDSBAS 5B.#&TP8)"|),&|9I2LW:UTP|L|'-CX/Y,'Z+DZ|L8K=A
M|BV)1_.74_ZZ.\$|M+!_9)<|0T;DS@.E^2TN*JLH7-T)+N;C:,5H|N|U+?@*3 M*F!Z)P_2>|V
28K/Q>./S|0-#6/: -3|6_|WRT1/&|^, M2R1DQ23DH1C|ERXV+?\$U?|KS"|/YJD
M_)E8PB>=X42,R:'@45(67/N/I:<8L6?;+M=VN>D#*I6E'*|0)67|TW672BG M"1&JJJ|*=H
J5W39Z|9-@U"E#*I6U%>|0)4ASMALF|NWXI"\$*L6|8?WNAY'&
M49%R.VCQK3;DQ3\$M\$RF7&(HQ%(3"1=3GHYA>W J&
(OTJI\$8X^#>S^ZRUL,'I@:29.:=/2^3ENQ,5MD7)=W)|.MQW392EQ7J(A
Z@FJ4G>;UD2+|.,V^((Z9J&^860 QDY MG|;*R%)^T_Q?6|:7;JMG+TZPOQ!"|"%D(?
&2@Q!!P7<6U|/L|""**TUF">S6&=3MEKM MZJ):=70B.I0!T\$<|HRH D)'3'?;6*Z4)0% | -
%NJ H)%K3M;TNT?#*.BC M'5 5 \$@P|6W3(E)M)T#@1DJ8GS*>OFD#/[W7'OSAI)
KPUOQ:CI)_&BP53JO7Z5)/ M;67@L4*|_!@>)>=30="W|>V;91!ZH*!GA8 I%3UB8T|;|-
//7W&.+3|KB2BT M4JG6>1R%KS:GY8,X|_WZ_J3::?6ZVP.;ZE0H.%F1-

#J.T(88;65SR=)HLULJNJV M+%EK; EMB-%6-N4LC3:'HUI6]2%!T@7GND9C-
2&AVZ.VO\!U{:" D..V MD\!A?;J3=&1E;_E*O'SGP.K<,HN"J&<=KJK?14TFGU+*?
M.*0[*@.<:%.65 M)."X^=FV=D?6D4X\$G-
J\!LZ)*D@0\!+=\KF\DJ,0\L@H\661S)\OCAMOZ2ATWAYG"XN>VN2Z<6\$=Q*K'G8%&Z=5I
M\;:U_3F:A#?>\%M_U<.F>'.%WLRV)ZW?.JU\V&0CNCAP\X9QV\!G4S;S@]:G MAW%F_N-
VYZPWSG56'KLIQE6TVIKUG0^C"1^#Z2KU.\$J_YN8H/GF?<(K
MML"9=MO197""L)+UY80QL&3]4FYZKO "EK4R<.XPT\+U:[%FM;13B"UP>MNR
M91%TR#@1%9&S5@Z\7+\$=C:C;5-W*760LU86NCUR;%ZQ\YA#!ZJJ@YRUTL#M MD>-
PY%AMPU-LN26P).VNH-KR9]FC\Q[V_UK=0R-WIE6K\$UCV7.Z5=FW1
M;=!KZXZL!N+0605RI2:[TJJ5%UNYDIOG5\|VLR2Y\$KD2>%=:M:ID*U<2K1Z=
M=M=JBDA#KM1D5UJU8&8K5_):/<|H6|)V@1#\7IY\9XF6WOL)TP(\S=K#K*X
M4,GBXQO\$DYLAV\!Q3H4"]T=I+M3?,?I5S\!QKSDXC?;*J-9QZTS?X1E>9& MS.-?
#X=]80[S\2QX.L7"]-LY0N83GCZ?\\$R\U=/WNPJ= TX85P?C'3D8 M-
P3&/85ZG\!&U<&X(0?C9JMG\CL*G4M(&%<'XZXR6L+BN6\$SGH9;V;)-
3Z*LJ.N2!WLIU:FGM4PCT!\JJ:A")H"^\$;RB1/B)\F?^S9#Q
M_P;A0^]7_C^SGWUQG0\$3W0_D&,U\8S3WK=%,8;2CB_/CD_/^R;'&_J6_.#L\ M/KSF?
20^7^&GYQ?:Q??^#O?+Z.N?._W;B79ZSO\^T3Z=7?3\O\Q'LJ:' M6D!B_E"?
3B,MNX\G_!)\^H4#T9\\$(2)>%V^7FU\898Z_8G\$P? M7X(P'0_JIX,PRG\M_J*7D9_8>
<#9\Q8&HI!*-]\^C_,LGOA*?MZX2W3 M\$G7ZR\W\ E;GQ=?M\O\O,Q>^I:~;RQ\;U+&
<:~82W_RGN7>O\URP)X4\9K MPKLIJ2-E?WBI%03(APM(O86/+9D_"X=^"_91&
1#MM.NU/<)8QJ?'\+]\5.,S M
PM^O4D^]_ILG+'1#4LT2V^OL0A:G0\$YYZ^4&8]MD/(B>7MOI?Y'R^67#]GN MDQ93-
^UU%LJO?%;%!\G:U\!4&0K"2VF\4".%U\|%^~Q4WF=792,%RZ1&"N1*
MC7&E*ALI6!8U4B!7:HPK5=E(P;*ID0*Y4F-IW\&>4,/\#_V2!
M=N>'45K@F:6_:#SD^0\^.,SE,-&|.6%+L8&DR3,0I9J?A*F_FU@+_ _|=M1*Q #..
#NPN?V#WTK+%_(R!P)OL<|K M0)DX)*S3-
E3J5*\$BU\$J%MH4B"UIH\SCHC+9C+#+Q.P\MBN^H\|KWHSM1@FFC M, I'DY\$FVLP+
U#_R8PW+Q; M'52NHA^JDZEF@YL?'SK1?X@Q_OH\Q(>S\$3Z;U03/WI-
>B;U":1KRS^;GDF\B M3K8T=R*6_0KXWDE8X8'/(? I!\YW\E9XX.L0^)^0#WSOI*SSPN=#
U\ U+JLP MK.OM9E%M;:@7F<.#3D\!\$@*)#9H\|G K *2CRUI-0*B\$ALJ=KT"H
I^&A(4'E4-3
MS2V_1^OGOVNNRY\VCWES%MLVKH9\|AVXP\$PY\$BL');\$F\$U7+SEFJ^=::;4\)L\]-?
M<51A_S.QG\$:"F,>)&SH9QPMSSU8!21??%J_/WY*_X-OXE)
MJOY7*NION]*=|A&U7P_!R_ \5MRC@'3+;|_C=&||-G,!VF=MUG-L!1RYS^=|=M_9_Q!%?
A1&>V\&^~TX MO3L:M\?R\&5:YK\5;L*=/ \$YRB?F NR5+Q*?XC?CUWH\VGXB8\I?
5QG!;O>M\ MYW5\JQV<)\@O%/1\RPS\TA!%!V(14CK+6@'NLI/T|=7IT87V\?#\J/_X=5)
MO^|6T)OUN^|G#:_.#S_:2OG9YK^;\<7%V?'+5SY97,L\|E,^X_) \ \$DSVMJ"=O76/&?<
Z7'NY13 MGNNE;UFG\OH'\$17ST,4D2S.>/_Q6(|W>CZ=R.FT>I;5-AVO;78J;SZ+B=N
M'M.K.)?;_9C+S=WI/A\RD4A/_C\$)LZ?2%*];ZG4\IVWIE;?+)#\B/ZK+C\|S*
M_:C;ZCENM\UU9+70(C\B/X*W:L?0UURV(\&EO%:/Z\IMRUU<" + #I<@ M= Q9I_<
)E5\<:"M@J3Y\JE,#PJB;7O7F:@FW\A-#WM_N^0GU6RI6<%LOM
MI!V+6O.KA#.@\1TZ-AR8K9@29TO1^#VR\U%)G\KN4VI6R5?]\!4'EF;\#L&6 MR0W-
^@W\X\3_1;^RZ_B0\|^XHC^|_|/@-#KRQV'F#W/_ZN?LD!\\$3AXV\Z7>
M5\|S@23C(6)!377_RFTBOV#\F81IFK,^2AW#_+O,SLJ\8(+Z+|BLOBY%.J^>:
MLOHS4;\$+Y_L=;D5A38_C^M \C@U2_7++:=*\$DIW/B7FW3^Y_^OI?C1@N1/F
M3O:WPI#+7,EM\2Q'UO(2)5DT\ ?4.?XJ"=X6=_H0O(-92NO5\$O8D(EGE"50QF?WJ\)(-
/\HF+AA*#?.\2_&/-HDJE.R_+YN5S)!> M+61\!M/(@>)+P<2AXIEF2M)
'N7JKYWEN_:H7E8021/P5&L)"/F;YRP)<6A M:[1ZQF+]\5<('1GRL6_JY\$3Y,CH\|%|@<
U/NK^?E/QN4*0V0B>5JMG+7;.@\H M0RZK):MSWGHE/@X?PH!%0;J-
_3#0/OWK1R;GULISD=+9S8NM\?;?G%WLR\$ _O MA2RW++^Q6SU\WUII-
!REP"R+J_KY"=(;4V7(.PQ?0%\$@LN_:=7@* MWO;<;9(L8B\$)MNM-
HM)0VP&#VAVQ(S6T!KI/&-.XE;+]\5_.V8X'69^_.C6\X
MW&7I%3;066O:*Q#O*,NC.#MLHN.Z11.=CM6V3,D-G%=;#M.ZT9NME9NO_6*
MXX&VWV_M=D4\G4\;ZD@^%H@|BCP*HD>MPXMLYU%B-83GM6U\Z\6FJGM4\|P)
MO"^5J^K7/2\|S>Z_JZJV>:3IMVZ#>.C0_*3P_5=Y L6OD'79%3
M4TIB=A/SHPZXQ\SG<.N28<^W_?;HGI(|D>F'(/R0FDM\EC=[MINPK]7M
MD(|JB0809MOK>FW+7%ST@W8SS-;809IB*)5%5-X^MFL)WLAH=UU952Y\GZ O M ?
KF0K\7Z="W.?1MN\WI4M0GZ\$\B8\R%\JJS5\3\$.KR(|1MM19+TBX1\F_DO! M?

YTEN=NAOB.X\$|-UVKHCZQ@75*LA=V9WZD'S?M M92; 2@+LBC4;0(8OFR17[%
[<<408KI>WA'4LAV3)(*0F3,NT2'/5TOA|*\$ _3=+*L
MNT#^YD4QS">S42ZK4'I&J^>V'1W*^1142VP_KZ^S('P15/F.WG9)N-
[N=AQ:5!EL'#FP;?VCIG?P4 M#O[4;4>7W.%<@EF!M@^J&+*X'2)
<|M|[#E"6P\0)\MX|+KZ(!;.:JABX4%IN6UJ27|:'<|T\KAES|G
M_71F,@'_G|D=C_SD+HSRW_5>>|F|5%/Q*DJXJOS)RSNDS_=T!^G|&#VCR^S
M54%AE)LW_|*7Z=6GC^V,%S4?|7O%VU|^AD%V+P"QKQ>@F))BTU^>OKW/W_J|
M^+IE|GNZL_0M?|=|8^OI|ES*,_4ZG6^I2|[[N62|=-V4N"GW8WC26D8 GU)S
M+>|/+0X\|:.(GLW.#MCKC6E4"?8?G!EF&D1/HEB6:YR|*_6AW<&V-':0YNDJ)
MMEGUN4&6(18X>:[\$TW\$)^@1|&35FU><&68;5ZCFVV?|_V707YL21+5'TKRC8
M,^=T1|@4DA""JCY\$N%Q5W75N=[FC|)Z)^VE"H,36+I#8DK#;^|>?M5:F'H'X M" D0(B?
V5&/0(W/E>C_|EN3Z\$O7KY!(U3C8WR- P>VQ@J&"YGS_+5>)_8_&_M\$/H?
>VZ0H9DT<|G;RYU?7LL"|?;.:YM=PE3R\$&ES5S%8-P&W6@=-;73E|WIFW?
_E5+D#IE7=X+LUHL@FVG, MRTEZYV|U|I<6R0;0?11J|.M-%8NTU.XCK\$
M4WR<25R&;K6&EJ|VN^L-J2Y(^7YI835#FYRM 'K:'>Z:J#7L-FSUP%&AV;|/+)I
M^\$LQ-|[[1:0V|JMX?2/QI!|/LJ.&I'G|TQ)^^UC#|.??|UXJ_ ^0!58J^>FLX
M4+6@2MG8UVA%5FIM*UJR)"!N18#=: "7 M*9J0WA^)^M_M)V MH1KZNANG5)?P2V_ :?
Y73-"YS6\$81^:/MX^4JU1G+H+%4/=7HK3LF)\$5)BFH< M11U|T)N!8>C!H,
(.NY*BSH|CUT51A8PD;=|. "A70%H;Q=#.WB^A YTD64FR MJJ.@6AN35C4Q=6GH4L?JJ-
W.NN.AAJ)*N";B1<2@U8%B3NXNRVQT9;34V3UY M;|TUN38\$3EVI(ZBX
AC1TQ,Z|!5O7R|[%VD|J|R/N;:|W(L2-R|,B)
MBL+*)*-4.G;\$Q(0LJZ<:?:;1J6'7A4:'IY4V7>_1^E+ _<'Z?\$N)/Q>(|/OJ M=JK"ZTU-%7+;:-
C8HW/??ZWX>W+VARE%AMHSRW1&OT1_P@7.'=FI7QTX=Z3' MYXZL5|C+N2-
7:\$96*FZK&N#0ZY(/R.J5:4LJW3|2;_<3LY6AK5D?M+WFN2.E MNAB*|I|!8VL-
(C2P*Y5,VNJ4.M*;|@P|<
MVE|H6@|J|/2A=6F07!+EYD@|_>B|&GN4LV&HFK4N[4Y*J))6):U>-JT>O;ED
MKP^TVM/5?LZ&8'3Z|'7WGO%1PZ(-= MAZY3EQC&%N,
|)=|L|PUVJ'A^Q\$(E|N'X|87C1@S9C_|JOX6(7UED M
DP2"S+Z;1V!O0JGC="83*K#+|W0_Y-3""Y'U!%ZGL@2A;@5; 0^|P+4)X# MY&7_V'T88)
(_N5B^MH=LD% |% _>V<.|@SX^%JYNV|K%PL?O7^_NE8^WW^X> M?
KO|_OEA(UV>=95W|J| ^?|V|F3 |>|G_ ^NGV\$?YX>
(3 _/'YV^.#_04|P@D_I'SS9R5>+_ 'IE)^1G(\$E3>UY MR-|"SXX;CB?
VF_O78 _>03=|)\$*)!,\$\$DYM5 /&Z=_RSH?#!H:P,#25T\$*L2+ M!1=HPYK?
K7_?,|L#RIC|J|=/60-JC:OWT M@,Z83064OSJ>PM;P7,%M-
AJ4QKFPL5#6E\4UY7HE|_|/6I28"B@*?8""CD+ MWY?
|I50)2AXKN|**Q9T(D;8D..AF'3%I|J|B(TLDTE^9;RMO7A3N(=N0&_1GX M\$S8R|1O
M0Z|JP !MONX4#*9\$ _N'W^-?8#I^5>>|CVJ2CC-X4OVIEZ|SZU,6H3(95.T3Z MQ.:
/'ZY,=\$3"7_-W)"%BNTY"G;UFR.2J?2G/<-V_?^F:Z^Z^|(!61PG9UQLW |W|R-
8'F+0&S,&%AF8G: M&90>P5'#0N0KQ9|=+'IB_.DA8Q[4?-"X5*WSNI6AS14B-
L&1*R";'3=2<%@@ M:-?PY=2'1TLUND#KUAB>7_S@(_/8Q(V^!/XL^3J\$|^|(RK\3D
N3FH6DUK/D MM*3&H-,&5GT;=.JWAEI|4H/6Q-T:FR3CYX0)63C14 ^,^XK69|8K>0V:
U-;:U52IW4)*EFE^'= MQ|:@?@?DOU'OKM92T<|!*I3/J%&'L^FS>764M,^C\$'_ :KL>
OC>>P#PHD&| ME88TI*%:*SQ2@3X"\$RZ()=C9K%?O5 NI% ^?EZ0\$H7<_FPY^!TY(|@JP;
4/N M>PU;<)7-C/ZTWXA&P-3,@/9^|@=H,D_V\$ _L=X?L;FSIP 1)641NTC_'!OJK) M%JK-
0*==Z4#1J\$U. P4YL-U!F=O"#1_2!5Y'.Y'Z(MGC%A0>H_COR*^|. %*3M5^"6(JA"TI|ZC
PP+A_|?C): V-,BX(J0|7!D.V M|=T2&-+%IL1EQA|+?
@LR6P_/<&9_YQU^\$HEN&0^6T)*W)6W2CV?_QY/%PB4 M%3K+HRH3#,RJ>O-+G;?^S+
<|QO1*2FJ|I9|/*8QM*%=|PE>|IE:E|7|UQ@&S M0_:)|?|^|1Z?V9*S;Q_5QD(F+/M>5(4QS-
"9MHPQ=W#;*' /|6)_A\$)S9 MWY/5K|R3)?7E|
[4.G2)B*.SO.4X54.8B% (:|.0JDR02>/Z.X(PS2HMF2 P& M5\$MMUE;ID1IRA1D2E> ,+)-
Z\$'77Z^|K@C-24=Y2?(?:|D-|2NHQ2ENI&5=4 M=_>)(.OR5/Y-
"G&WH|6&FM2'&X,GQ20O|L03'0RG>N.)U'-S<">V@- E02U= M\$V?
\$U)W@M^\$BL+VQ+,\$KJ.|^M+T?|Z|>VA=K|H&13|-3*7.(T@P|I046#C)JAE
M=/1V97TWJ|I1'?+#I0P*_+R_?W.|_ =O9OYL2Z7AX#,5'17V|_5)-0OU3|CZ#Z
M'XHJO=:P7|I1EK0 3LV ^7\$K.%67>2'O38==5HCMZ7|CC7(Q>Q
_003E|B|@N:0E+ ^'A;L6\$ _OP*Z>"^;./Z>@+AXN7ZW
M,T!&:W76FV#5B=%>O8"NTC=W7(32L,14M0S9!NN2'%@)OY|;:P71?<*I:# M?
TS_7&+:EGYV7D1||L\$-F?%!N>NO;(G5*(ZO!9.1>F,I4+ ">_M)B%8 MIX27

KHPO6'\>*#V'=0Q
MM@\$V&,|OI8:AJ4Z.I_=R>%:/@./(#QP6W,">WB,80G.J.DJ\DTLAQ@H=*P#M M.P
VM5=RF//Q#70F!^@P!OMM O7""%&BUAGU3[?:J\GSO?707H+Y?'1KN\,P<
M\$0UQ\$F9'5PWK@O'P_*J^54=1P0<|+0N'4A'QO8[V7.'R*A9W?J6CG@D5RU-*
M@+W\$8U;J27:HJOUBNU-*.|8NH=M!1X M9E,'>X^*"|ZNP:5X'AF X<>?
7'16PG"Q/KTGMK)*7&K4Y3VZKV,YQ\$ E6&9 M3CY'JWQ2=<.,=CY?
>/>I^LJ?|GZP@8K985G%6|603ZQ4>&XK8Y-J375-.I= MU2#U &-.+*P8I;
VOJL"\M0:I.1&OX&G+X+OLQT>RY%S8>K5.:/ JWXW\MM MW(!53'=44JZK?:O./#NIK=
<&G?:<'GXL=(,FV%TU;XQ;3;|):N6;.G_B^)! MX8ADF-0U#UQOI,[M*6YZRN@@2Z1W-
5A|VFLR@2 ^H#2\$-AC&E\$1YGP(=C>4_M8YC?I2 O3(8XN|9CJ;U!O=6IJ)?
0*QMA<#K4ZH.B;O9530| O30EG297*.A MJCO7H(D?4Q'
I3EC5E:9!KNWXZ^JP\NHQV|5+Z/J7SO0J'=[-CHM(8JM:O7 MUGJ3^G81+[A/914!
XV;A9\$=P9?8?%)JVR7|WY3OCFW3/A-4|P@)0Y?=>HMM MO7IU^:@.|3UP1,?
P|A7FG)R_|ZK4| JVQ||#-G/Q.WITL'7K')60:|]^C^J' M!P8RAPV^_3FUO0B,Z||Q9 NK<
;UQ\AI+5@3%4|:.,>T:K#HR|B4;^_+I|J M@D=2-)VVI-
"HHVA:+CMT#&|YO@UATDUS^'%7H:)|8;ZN.C"K:MVP
MW|%=@"EU^1AXE!+T(^)B#XPR0^T99>3>F;#P_/9++>L-N5M4UAO*>L-*M UJ
MXLS%DNL!NZ(!:C*GN)@RL=Y#Y), 9&&&C5.].|@4?3UH42=/VM5|6T_4B^9@
M/,+6^MI -:S:CF(IOWRO.UO&28<|Z 5B,|!8?URFM2AK<.R,8WO20'6_>3A
MV0^B1Q;.#DGI-+"JNV>J?:VVCJ6K=U >*2Y6&0YUL6#;.G)9=9VR7:0:G8]? M@
@BHH0!I;\$_F_GX8G_|@Y*!>5-?PCSV-PO&&&VZ!O7Z&/&E+WZ00OM^P M?
D!0%R8ZC3M&N4J>60ZO49V/4G%YVLGA,J M<|N|BCS?8W#B^TD"QS)\$A-
%|7;5ZM6V0>O7:|S&X<\$7(@U71 W50WYF_4F/>
M,,=5Z,%4#XU'+Q3DJJ|"+CY7*BW"|YV",X>OD40W6-)=00215W[K@2)%4WGUQ
M!*/&YKL,KA..G%^|K7D*T0+.5AF|*9.<>'9K??*SQ=(!SA YWD=SMBGR<3-BX>AQJ G-
\$UM:M5E7IR?F\$C)V4< MQ:BH-
R*:'KUZ%55KRIG;6P46#/7<;LE%A|MTE*JAY8.%O81EAW%
MT#FF8:TU'/15JU/52.,C\$+\$XS1K9/DW%3\$.O\$VKJO'^8 M;E25KW,&W+P4BZA6
H:|MOM%RO\$MH7H YC^..M.-+YTUU8DT43^HFE95@*=J M\$ZZXS-
QBPDF2NTZ2T_IUHKDNJ.:IG8&1|<+(7E8#WOZ:K^%",;./F:N=L,"M|4M;|S89++_Q@8I
M-J8;^G|JR<@1^X0?46_8|\$#@+|"I8B'W>!2C/ 7+0?|BL: ?L_FA@.:3M9C5 M-
|W)&!@2L^#OOC|Y'ZLU?*31|*#OWB'SI3B /6:Q0P?%O/YE&\$:ISU58,OCJ1|N
N(3L'\$>0RS9EV"?H\$U|C^_JUX; M|.:2TX>; O*P4RM<|RA/MNLI/P&BA#|K6!M59
1.Z3SJ>D!C?TLN;U|7'DW< M\$!:GWOPIFOP*6/(|X,B|EXY961W 4M@X,UM#4U.-
G'|/=2JM+!0ID!113XJH M-) _K%+31:PV|7=4RKFL|8.39#D!S (L4 M#\$E0+L
^G+ILO;77J'U&OC*WWTB?8)DZ\$U%A@I&==SYVD9_:\$=P=V7|?1SEV M5?
:'|= _X6E@WP,|BT=Q%! ?/L_F4 ^-L?"K|SNQ|6-GI4IIB8ZBAV&|. |Z LK|ZU M3&0@_ %4
F(:N.;<\$RL+DAKG)JJZ7KDFKCOEW|=BSC=-7C#V|#E@ZJJ%5E4MX
MT!/P(EOK'"7L|H#0<#53<;U.9<8OWE8_V.PM>R6-|%'|JG|GO2;7B);L-5
M(3CV9ZQ\$!*G!SIW=|S(=.1X/Y223&R:K>J=>O?,EAI!*GEO::3IM8;&0.W7
M'&F.456P*=- _LH>+>2U9UDR|L?Y8_R1_FC_/ST/Y:4R+N*@WC9U0-CBCT& M40HO?,-
F*9X?83Z5#|+97C@N9D6!7';0KT.?
J/Z0DJ5\$*TE|"@N%+ZB7'E/W61/&QC90MC>;1V;^VV \$C [15-N%&&8?%O, MX#GC=?-
UV?9X,|B3D""|Z):X)T+#|?R_@F,<>QB\$MK?T<B)9;8# |0- _+@ (9!A^ E6'|B407?K.1_MT
WO)W|&+,3X\$7Y+ MJWW+@4= =>/'(IGXHS_X4;5|%:|+D\$H.U +|J\$U(5U?,2K
MLHO!+^*WMI5'^\$ \$LC^"--%|(ML GEF=G.OQ9V\$(D4;^7NV1W|:F:9;86>0'>L M|.!F_!S?
22N-GNT(KV'>\$|A3>AR^|(EY+ !=|B=V87HH?2,3+<4^C&!'@THT>
M#*+1M|4F:DNMJCI+= 2T-F(!CAWB(+%W|A\$1%+X^F=E&IPN.!ZSM+R6?\$G
M"6CLU-8(N/. S6T!5|0\$ P>N8SSAT4Y9SSQF/0)OTS?\E:0N/N#S MB59NB9G8=*
Q?>T|#\$+X|MB*+N>LPBCX*VMW\$ZGBNW|\$ _|BJ_087!XB9T2L MLI6)|0:X|(0.\5WPJ|"?
+3_+;+!.QCSTV\$X7#J8,P?)L'N:V0?|-X+#HNP"+ M:P)2BNUH\$3".I:E/%
<^B#0F@A6)5,5KS?5&L|":FDN120GE,L."GFETFF|J@ MTME1DIJ-@B7;=:VS|B
H3|#/QA(|\$ YP^CK9|B?)Y6(Q"UW\$!'6(&"A"<,LR# M8-,W5\$"62?^A.@KTM?
2^E=5H!%B7#&P&;O!ACD|?P: ^ MLZ#GW4|F2(-%@0962?
3JK|,L%0RCMRS.\$UYOW(I/BUACF7MLIB(< +TG BL@ M|PGL|:|6+IX.L4%.U? --T"1L+_Y
?SP7| 'V1N)6Q"3P': (-*&01P5KB, MN.<"I&B(1YR!#J*'9GU |O""8F8GN.(R(N\$; _^/P-
F3FJ@*+ #8ZBMS|8|(RM M=^.7WSX|!>P).,V=C| 4|.JE|#):0ZV|GO.G
.^8XHJ0B0J6QGA4C,PMVA"C M5RHS>B?BA2JD#8 'B0CO|?QHF8/'G#EAU_QI-

SQ\LR1[(T^V\L3WX_0TZ+\|7SA%@!,@-(&"-H!C M8X^RVJUK(JGJ.(3A-
@HJ3DN\$[UYFY+3B+R*0?!X>W(H 6C5*"AE5?V%!SN

QH*FG]9:^(M7\$B8KCBGW3]*G\$KWD2\(-'A)UH:9B>[Z\|@V*M#IXCH@92\YJ2"-
K2V)U/#U,3 T9,-U3^L#U0S?&%:&C,[!_/A(P\$T\ 43H3
M)9PD6VUJ#4Z/YTP7F<BWP3\O9+F2,;Q\$[YYTSW\|+<@+VPL
"YQ>)I+E0<1:D:Z8W\$42IN^BR?32R\7(7GI5"!8\|L MV0TC'P\$YI6<&+D,NB*^
'U\|L>,XB3+GG"OP"U#:G+BR,C+L1KL\$.@1.@WROE MXF,W&"|F2/|C6)C!@2VF?
%^08)8|DPP6FCW:S,A7X AQ, _|<.\$|".B/|(OR)
M=A"0XYE*>K>=5K)0%!.P.L=%Y)JC\0+-'0G\F=A=Z"^",5I!M^-H06*8KW!F MO\|%Q
Z8\$ _&IN,J0PY-OD5P@,2*\$FT W.''+5|N\|Q'P'0LB;*R2Y=L(P432 MI(@>"B,'P)
<5K+EH0*|U6(KP4V,G#34 P'W@,7@#*\$ _APN:,;@#!N,16T ^K* M8BHJ|P0Q/F3:R< 5\?P
)X9:;!H-2\$QA>RP=H%?YBZ@@"R2\3)'4Q??0N M&QQ6*8(N@+P,H@|E#QU|=;S\$*V_ \$Y-
XOZ""%*=U;OX_(C:|Y8W9 38H)FUB MS%|KYCD-AJ8J>D0IB M^ 2HTB=ZC?
U0L9\$?,B&DXA?1\2YR-A|V,G|F\$0N(OO(RJ|DST(F\|XRF(#GP?
MO!U|/B@=R;% 'SG@/=K/1EA,OW\|ODHSY\$F8Q|QX"20E,*FS?|UI#W\LOAU=A
M(OP:\$2R*LRZ,YXG;N,M|NA50==D|)?^:@7O&1Q|NBB|85DT)/+L1);N3&M+O
M%R%)A.<"&8Y#*Q|2NH2.1"M|*|8-9F5X/^R"X0HU&\$@&!E*P0!%H)=U;=NI
MWF<3T|T|HLOA.|XT\$M>9JM!@TPA= UQ? \$56,%6 W?_%S8@?7D'W^Z|PKCK=
M|E:|F\$0VZ|TTO0EV0>K%!A97LU'D(!!"Q@ZN0NZ/<%L);|D1O._>5UX07T
MNAT@R5E<|HTY|ZE2XOX)=D7 ASA|9S'CX|APF_CP,|B>4NF^4< 34JEF N:O M,J.&Q/F
J>:@7|X2K\,50Q<7N@14)*%SE;&"5Q+8>ZR\$-!AGOJ M9&R3)SWVFL=
<:@FS\$WQ>*D|Q1(^JXJS8-S*1VTDY(:9|@ (:""%&<;SN)\$X ML:@.V(A|YH#P.
(3O@7\$;@+V\$QNPBI)I3 U"C0F^ 1,8 _*<%6U>_G 48T&|)
MJO4|K>&@LXKO"EQ"P2!>770#E\$1SS
3TPM0+3GOC|N|+F4M(CBP0|S\$R9>SZ|>"&2%Q|2) OLY.2E|;3T|IB9T>3L%
M+","?&*VL,%PRX!+-QGO0PW)-&NLS\$ '(:L=785C|E3PK4SY5H"/_/_;X|Z#<
M*,IVZ\$5|1TFCG|+%-X+GV?|S\$#L^O?%.BMSDC1<|A"2M#ET%=AQ@HC@A7!QA MS
&0=^2CV4>F"|B86R0MLKM\$73&(*@;X2BEX^>MZ)0,D0777"S/V,^A*#^B(
MRGA!N0%Z=++8P>)DOA&2(,3 _AAL+0) \$AZ9V&^8> V)^60A)W(OLK|O '&|
MWC#KN%Z\$X*NQC\$X|D)^3CRW|\$,NYLB+X|I*##@) 1M;* M)|I8:/9SU+V
M_5=;>6@KO_I@C7N<<0=D&|M/S*/4DJ0-(V@CPIV99'D,=*EB'GL9K= '(F|
MT7V,9D4*4>K|*+;%(;|2;#^RR<. ?DJPT?^U0 4|SC#Y-PM|?@::N>.|E4R| MO(SG.
FWN1G/_::,|H#)RR=/7MZ<-ZKGYHT;K8WW< F>(|?UTV=|YF-M&MT! M#L:.)'(N2!4
::@6%|!|1>#HL("\$T+3A?W;P9).?L&(GH@4\$L-TP=Y" M.)+6Z('Z"/LP.V22(:N^1:(
M,X"G#QI?E\$F: ::=6:<;DN,_*YDG.)E8O:;Q:"*=J:H|M+P&/CL)((.3| M)YZ01 P=)((
3VR7Y*B|&QGY^7!T"W7IR_IH>+06:??NC^0/Y|ICKCP
MZL*3:%\$B=2|^>K@8(WR2!XRX3H|G"8NCU&-40G- SEW5&(D*6!8/Q)&MH5L,
MYGV.A+RV8DG_._U,&O7L*9|0G;82,H?1.9|U2,|#:,\$,8_A7@ \$RH0GFO+R
M%.YEB(22+D :+SV%:E83SQYP:MIP@1&).T6"2,I&W*P#9AD&ZA(GRDZ)P
M\$|. &5A.\$ _SLCRO)R4'%:.(2>WIXP->4NM;|VDJ/ UL#A7&<>^%R!H&M_H@-"
M0D1C9_+SD@DIDHO@?;^GS|*""*Q|L'\$23|B%^NW=|P@B+RO|,^% ^S)809C|/
MR'GCEM9N.6-1>UUJ*|HW/WWU,A1C MIW=,KYET*P|E')P2\$ "U7\$T*1.|'-;8">
A618AYG@K?7JK#V=YUQAQDC1^*M MQ_O;AM|3OP=WGJ4^LQQ|O*_7UF?&>
|;6T",FFLFB1C%;M@!XRDH4L|D8Z0\$# M,8"A8-I3XD8FF32WW_S)9-
GW;4=Q8A0F#"AD3700)ZX%(\$?YA D1C%PP M)-
+%55*MSA0L.Q(U7N*!)BMC\$7+"RKA^<(-IMN1ST=MCA|',F2RF4Y5,!\$Q4 M\$)X|'K=-
_&VXG7C=JD(>\$5K9B*T)X*./=WPD#E&,U'! WXZZ)#S.A'2) @% MC2B4VI3SBMC?1E*<9
M2L\$C_3N);/A8!|1S->-%MY;|QTV)U| 0!'S'|BI/ MQ8C?/T<6|B|"GJ9&
|L;1(A(9Z/3|6)|4*DI,+)G<%6HK7P5|2V|BT2>L,*| MATN&B.|WY(L)"(B'CDD.>J|!"
|V/4KVCSBO+#T:6D4M"Y2WY/@-((#Q|7 M)98IH!!+\$4RS<5862RLC|(\$700%
<4\$JMB0A;DLR6S:=))N|2<>+CU/CPXKQ/ M7'IJ:7.5(3ZZV&\$:ORG\$F|6VR9=).#Q"!78%=
<0R=KB.!8:M9M>!N3T6282Q M0-HBC/=*:Q73(+81PV9|Z-
0.ZA>,W\$ _O%FEB9T'1|4@:DO|X@R&U1FFO?# M_25=8;G+Q
MZ(C4"P!U2"9R!J9US#/#/^\$C3G/EE@HBO',%G| M\8K&LI96!,9\$W_V!|I&
M:4A_B,1|E3MT2#OWN7J!!1,1QO;7(E|JWB\$O\$9G;9FF184&!46G M/PLV0Y0?^V(#-_Q|Y
%""Y %V(O#KGBA#R0_MI>IT"!SSA&P3&LF,E%&@;SY MCE=56-
6@|T<4T\HMY=PGU1K,+1G"^YK MHZ6+I^9ZPT<,D)|>G%#7Q,< LR+Z

^!B!\$ZG+T@UPP?B?"914(.NE="-%L); MGRI<8IG(57CY"+V=K^-: LWDQ<.:J)!
<^L"H8DR/59K, #:BM,5 AU23-\$9Z0 M94/PD&@A%D%N(UH @S>C@B<-K+@@
%NQ&666:B3>\$U DXQ_4;F1RZ,*(HY* MCX%\$!G;NSA8SOC@|1M26,D7V:-
FL0'RIE"1@/,,\$?43,ND1%5 F=QS#&8[Q! M]\$\$?RYIJ,(KMQ3[CK#0_8FC\$V%<"F-
U69"#|%-1> &3I'+D3!,*!T?,@G MO'!U@Q_+LL?UXGX6C*Y !!R(TH'^B5=+!BQOX
MGA@6D.7\&I'J#LD);FQKU90.*.V0IQK+YVJ30!1UFY?,A3#+UWHWN MR))
(/9#140@!A0\$O[R_+; 8@>^Q'!L,ZDSD5VS39E(&\75;@RDJ02DMPM]# MFN,W&1
(=SWM(29OFR/1S6+.W;IPO"! S<@9ZW1(H JX)02!*.'K&ZHA M9:J6&V64&RX*\$%2)?
TYLY"3U11B8\$V%;VK%0;/8#:EDMSEW9 @. ^%>,JTM\$+!\$KM/HT+Q-A(7"ID)(9> M
K)2""LQ3D "H&+\$K2]XC(^*H"=|S;PB@;K9<:..LU(ASB/E'4H\$O4D*>T94]#GV?
P\$+M\$%12NPW6F M6^<9,,B;10\$[ZJ="Z=R0Q9*!&WJ9:6=8?4Y:EX^*M=,1UF<0:3,(8
M\$|2R2Q-XUE|3[G.CG!=T(Z.^+(JND..#LO"FS@M&V G<#;9^TMIGB>&-
R>,R\$|4R'GLE>1 %O\$^82'K@UC%9N.A:BYN>48 R
MB8EBQP;>OC#6:HG#JRM@24,S/'L<-2CR@0I=-Q2N>-3W,^9,1F"1&9PIX:&5
M+QT|UMK?A?
M5MYN,POBQ9W[;:6"=59Q,OG\$X97JLFF9@+S_W7(O&W^7\$ _@:36^RU9I8B.Q
Z;:>&/P=/?% M==!O"O@2+;RT_ "/= &*Y?352FE(TNE|(%D0);<.GX;3TF#H!_7(>"S)D_Y2,
ME=:2Q&Y(XAOB7ZLK02|.EMA,:(+>8G|E@B^>8!PA\$Z8Q,--HXP<+O-?HO3
MJ6&M0#[1E/&<5F*QJ&|. * <(1-XQ|S5||94QD=,D(1GB0!#WXR5&(162CX,*\$@^4\$K-
DZ'VON"Y\$U#VK% MF@>=)K#F/U_9\$8|3MMJWR(U3EQ6E@+M4I3;A9\$&Q\$XP=
<96)MSESLUX|&QVO M/*X?F|4BV9K9< 5>+3*9D\Z+!I6;6#1T49X6DMG;ZD;(-MK
T7HW^*Q)L,:XR9!:5*+BN1P7BQRUU70M76I MR7K\$K0&/%*?K^I0*--['60BDC ,#?
XL#;I17|CHHI:&M'(%;O-|2F7'2S,I M'TE|XK*+@,Z6D(-J#L;*6)+?,>^5!
H|V&\$^GBY"H0N0Z+@ (HOQB|,L;/\$| M2.780Y|UB4X
%Z9IB7%#*/>W3C8G>DT0Q|0Y8:[T69:5\73X|1!\$*\$3L:2T M?"I6;=#XR?
02S/'W9'HUB1SG)V"0@(*+@'Q.7'=(*GW3S"7,+XG?B^C^@J1/ M:(7^+
(H.8NQ|E*V6C94Z"C>3/YRR240F1*8A=)R=F(G&O2*^@O8"CT!.0YD3
MB&#NDX?)0EPO\$Y9@)C4^;9K'J1F=:>-,+L4RH8 "Z9.B(1H29ZK?/,8\$Z\H
M/Y7KXKUQ?"H)_ \$=)HFL><>4:A#I@5&(FVQ501\Q3A'K%HTLDZ-)5);X?2%5
MW-.')ZD6,;".MP&'8BT.)9TL?|0:T*%*.O*K%U08KNOG3=:X|"2/O;|CI?MOBO:35?
1PDCY|*C|@ (7)V,/V':X7,"8";O/_2CI61>&V3(A>-YS@5MP81J'Q61 I+>XX5VZ
M+&SR@#Z;)#MJR=!,<^5\$H"H> HS-<&FG8YY,XV| #N:OA-MI*RL-
ER'+\$ _=|^_WY_QT\$DVI,+ \$E >1,8;EU&YJ\$SL402|M,P_Z)W_0%!^\$2B|9+ "
(AEK3;O*!*BE9HD""+1GPI3-;,&A>#,U%|YV->?2 M/T_HHP=\$5(+X84:OFR;YP!FY98.
X+8\$G^: N129JG|'\$DEK7 M+2D'L0XA*FL12<;IAKVTK6R&XVIN,7|
(N'3H<5I'K&DN/.R2A/42:\$JGKC?" MFKTE^GD)|1|11D@E|+TC-*|QDH!?
P|M%Y,_|2CIL2F;9FMB| ^N4"! =>?%O M7OSI" ^|_8J4G|2I 6DYX<|)#EGF=;8TC>93'
M1#?,KBFM6"K(MT.6|'\$|V6R>QUX! Q|_G9G:#YZ|@S,%%Y7|_D=I"2;#KA M!5T
[5'LOR/T1],K4YZ:GG+F;%.LX#4^:.UE\$NQ! @/4A2<.=DNL ,^HB"0|\$!| ?7KB(L#|RR
M)IYY*8CT=+*/96<#AYZPWN8D<9|U/2V?5;@8CS.55+&WB\$H3J9J SV3@")>)+?MS<
M9:|P1Q-AKCIX"V63QN;|XC(Y.&61WU3!E/ANF=&)?!+:@O-JA9:PT==DW
MSTDE|;S9J3,F%TJHKV3N386#A/F*Y-0QH6M(+&*X*M:E3 M3++ID#>
|H.KM.,4&*!P9ABNRJN.BJ&5&G9U9B4TKA)=1=,8(7MQX,\$|28(IK M_;/YQ"%CA@?
#%J1^Q2_9"<|EX^6"4OP3732H#|2UP_IAS,,PI" M4|*FR;R" M7SA|(^H3&?
KIJU\$A\VR1|DE%^YAT&068;Q"A6YY2A6^ 92B&R17+A_C(JEL MQ<|,=P#JO)B&6[X9-
2L0M:|Q74GMW4KA6=KI<;7PAHS*;//,Y?J;5//=U1A, MYG#B0K2.3.)L=!*G2+W?
2LMD#|MD*>:9&"B@23-2 M:I7%G/<002DW64R78Z;\$=/. "IG&MLALF<5&>"AN'
T4_P\$6\$SF6A#'|@5::K MID_B>(KOB2|^5^: I%&4|-8JPBBBAY|7IX4#6N.(R=0%,7
M8Y_^^>L|3A@*Z#S%),ZHDQ_+S7NG\$BJO?#0! MKQC+(;0I)=+'U?#N&ED M-
DT=S@WIAJN)&#.:QFYC\$A?.\$ND)4M)Q|'Q:((0/A6+2=,X\$Q:"^_1|^9^+
M@/H<.0A7@E0F#H9==-(C-O0(F,0H1+/R|_H_FL67^8)L6;..# "_2DF4R3:
MJ<.>T+FXI)Z*9\$>J*HD+TYMG / ^8&?@9)?!RLZA8&)PDQ=:YR4SH,6"5?)T M:VQ?
Q.U+\$7GY!"T^:Y'L^I54B:S%)2)#&?<)Y2>,(N^0NU>R^6(V3S@*|+GK M)%M-W"
(B\$P3^YE:7T-#CU#|8!3:BX?%\$WA@@7&+;N!8DN!5G==8?@W"C,8\$| M7(-&O-
O^9>8OV=F8XMT93XN0*5FOJDUD:9O)=.H!+JM*|?9^9V3Y2|P|7,
MSB;3;JP;_2)J:V)CH2@8QF'JL+\$GEX:Z1C\$VQC/(D@8*
MO"6(:.61(0MLZ8WND|6T;Q\$S%4/QI-^;_2-^=3;@+M=#| MOEYOD|Y3H.Y|'|')U|Q|H;M
ZMHW,|T.#LU%'|3*G-G4QY|G;T!6< M=Y_90)ALP';|

!%3@Y<8!^P>_>,YVXCX)@"=D/29A^QJ_.\$#L.GYU"YH[WJT M.KKI@WB6!+F@O^\$%759
<|*?0FR1_YRZ(MH=|HZ(OA_)WZS^+D-/W+^;|7
M|HMZ|D^=ME;P>|,H=L>F175|H9XQJ-FB#+VM=:VMCWT'D.?0AP-&1/D_+;5 M.IM(
KS7YW\K6BQ7L_ZQU5/F!UP/:103=X+_D;-KGQWV>.?3P\$P9>=& M;.&8!9FPR^5!01@-
//J6-OGWXB^9@W'0L&G|*N|Q_3^9X_?3HS|!%PU_N=G|K M7V>8@):T3.97D>00-X9|X-
5.0.U N L%-+I#|=X' !HUR./NQRGY39,ZN|C\ M@#R6;C1-?
AD_NVR2R34!;.;M!F|^TQ|_|U3"3&F3:%,7CY 1-9.4 M;
_7|V:.&&'4*TKHZI_W+*'BWOEB|:7G!OLC"X: @D|P39WGL|DK;S&+_A5=L M=1K?@6.90
5+FIM|F4)>6,R\$IXIS3V_<5D|_0SQB>:G403|M\$*=HYB?7!;
M+8YUVYF'Q6M9>9_*.SYBD#%U9!IVOCK|>V?;8GUN|">,UKW)6XU'V+\$
MAKH89!I"4X)).LQ7,U4QHB<9\$>'.D@8.(H^LT*.ZRRCSF3"?=&5*C*"RHD;
M1:MD@.Y4&S#%X8Y3#P/(5LT#@Y8%/CI&"\$*V\$RGR5K3^8|VW>)+)4QB)LG
MG^8\$A_ ^8NK@DU?2AY,KLJVWHV3M*L-W#M?<7SN4191DW2?,14))8FZ/|D4
ME47G-|7EBT/40#7SDD\X3TZVCVBSGDT>#D>BLDPCSA6,!:%5G=%%%(20GJE
M|BGAD_N(P_)J5@V@MB80; 7T@.@6UUL?@!99_-),1:B2QT/X!A>(T;C)\$2U MO|
|N%=Y_)9,QX@E""|XB@ N?^|JQ1S'9= M4(?W>/I=R+ ". \$I*D7PSZ4^9*>G4-
4.4U>5QE'@EF;F,-,%2 MF=LN3W\$4*U,5D?0;YYYC9@E=JF:S-S/IHR<@&_+>E'N C=T>
(<K@/@"_F; MQ\$@26S'_ \$|O^@;=\$HF'I,YPC% CEN98543"4&O.4H"<#X;A":8G,K
^3%>289 MAYG-+6TKYV371M%O =26#?#L8H8Y-!Z=@1VB797 MXF;@BABT|3*M-G?
1TEH%""|H(?+WE|_|+B|Z.' F3B'G(^"R)-47-*A5\$1G M&?7>YX,HMV)Y*I:320%4+IS*?# 'U
Q/6EW2!>#CM+@6C!A)|V?%9J.|M;N;H
MD':XT05Y/7G6VN8|:UPCAK!WYP;.;5DLF9U|B4CF Z|SGRQ8 M-
^2S#W);%@^2EL7|;SK=XFT|&E=T)4R7^'U)H25DR &"L6=6RADF'JQ.:DYS MG|+)(*)D:-
MX|\$FFFQ2E/;|.L^;|!-#_ '(8IE8=R5 %\$CH&NQIXU"#0;O?
M,XN&H8Q>N|/M51*GT;IMK=.O*"C4M8K%QN2BMMR1HW;'6>)?
#_);|BNV\$B!P_>5AV4 "O5^Q M,Y(\$WZ'@XQ.53P&_@X5%T|B62/OP7*I@7'5_?9_O;S-
U/J"FG M%H62&!ND9Z.Y42:LN!%GBO" 8|4LY>).R3VJV6AA|IS0_ZV2IT+_'=2,3EO#
M^|'4?;*32C,^G30MS|6?&)C|ZZ*CR.X|2FT5TO|HM: L?@)|ZODW)#P^7W!B
M,44Q:ATUJ=V=|K44+-S)Z&_Z>%0ZR6_4'(J%,^O>H32K1;5&P__RW*
MTV_'XV#;G*|B4M)':AM_&WM2X%;>G0_UD:79#^ ^|Q>S&|4EFF(*O@",C"@M
M|BIU6T--U8VNVC'ZL:LLWNCP?_U#ZW4^E#G.F\$CW/M8"G&?E=5DN*"FI^92T
M2CLKE)6.D2<%/M7=T>KA)/1H_YU'\$F9K;/4D+4A:..++?I@|/\$@#
(C0PP%A4AJYIFK9'+FB/J BCE"&Y:274UH|K3Z7*;U+?"5&:ABJ9U-'4P6*>S|XBE
MBMPK%V*_4:8+CU_-:D8TA0N1M@5"1/G_-L |6(@R64\$ET@XUF490?W64.+.
M5*LS*\$M?6_#|&.)L'T>0Q,'3F@|_#8->F1*1:(U(QW?M(F%1&|S8|'>!9'=74
MURW5_57O&B)9E6|K|B'LZ:1016JKV=\$ 0?6!:G3UFO#"A@<=|I+N7B/?:/ M4,4PJE-/.
C;3RATE&Z3#1FYZ(T5JT#U-4Q55TOK;'6T#LAUD?V=4T MRM1'7@+956D!2A)N#@F?
3*6MS/'E8LN!-5!UJZIHS?\$HMZ(X3JULX2)=KGYC M4^I?_H<=X5=O!_6X\$C#)G)(!1^'X"
|2|"W6Y*^DSDTL|CZ>QXFTV/_.^OZMY6 M^Z8?7*CL;I*\$+M8/ 9GSHQ^SYLXF3
12.NJIEF5DZD&JK4DG.83SC*IY-JE M?V6&!8GQ">@5RJ."06M8.@=>XK_\$_Q.VKSJ.
Z1\$7H'JT1T4R: +RF31:G 4 MNU!3 ^K"J*B|NM(9J\$9MVLXT/'_T)&V=&IR;4JRQO.GU?
QW3JE2K(Q-!KP;E M*M6<=:;U;%#CUR;B3J6-F|HG>O(@SDNZX)59=N M|E>9N/DL
E.S#8&I/4.&8OS@2L@!=|'7N(VFN40JA,J%FHUZN51|AHQ5R2&NB\$.<@\$\$<|B+
%O6:I@|Z|L|:|\$_.R,7P+L)T8/BO-MX|X,?
Z%_ ^!YP0&RRG_1'NCS9&%_>&+N%S\$/V/O|P(:9VUZ,CHL^S.S@R?7B
MW9KS=1|\$_+IW_\$\$,9.|TVAV.&.(7(MZ|?8Z|8::U0?Y/|!R|_|S>Z6;>RT71
M|X9A|;KC"*)H|P9|VS>RPVNW/=R@K5V7(|7J,E+Z\$QNSV8@%BJ&IBM|1C2)S MI
LFTI|474|)7KV%_ (US3|O*4J\$|L>#YX4-A/3Q^IF.=W^T.GVZ!LXR7#| M9H(|;MW7
KA%^E!1"7?;!.?PP@4WD@< &K'|(%4Y"),.? =^05-VX?9*"J=NE MSB(/.9U%B@'F/
|H;K+E9TC4;3:79XZ^?#T#*KJTJE|TR;JL?NK'B5K:A?5 ML,?
H8!FTT>^IEM6@;HB2DH/2<=J#6K@/#M)"I(4:A19/!8ME.IZ8^@@.WJF
MVBG5|:8^E*22*&DNL8(H-,TJC\$.U-!T75.M'#J|_%3?B|#@CE-!UN_:2U_ M+#.
(.SIZNMHO/X:UAC7#\$_@=:T!|@84:009U)FHA(Q=3O(V%2.?6|AVB6Z|>1
M'0Z:A|"GD|Z5::X6(*C14PUK?9+P=;0|. #V6W/G!'*."3!GYGB;.&ZP21JG>
MHZ=72_NM84_5K/4>-A?KCI08>/+.|1W/;^;<_)L%?AZ*#5J_3'U=TS|(*)LS
MDA536(^\$92L*ZQHV=;'IEK7>EN7:W<%-1,C3R=VJ%-*NAF5104Y=HGO-=Z/>
MAB&+%-P(EEG9U')XY4'6M0>U')0Z>QUO:Q0F\$9ET|!!*1 M*E
^CX1)I;REW6YKV%6U_KI;7CI+FX>OIQ.^E>FF)LI4+-HOW=12.DOWQ))O

MOG=#N=AON\$%D.0'G-IJ5\$ PD^*G>0#2E[I"-^9E*:T|(+> **WE: ^%KZ*.0
M.%@+;VK7DM|4BT"R8@KMD;"LG\$+;1X5!M7+Z?TIO:_,0|G22N3*-=@(:ABJ
M67|J00W|K1?3H=9>*@.4(O(G:44E9DK(NB|**S0FIH1UGXBPC
R1;=WTBS:'=6NM)=E6:
M>)*\$FT/"|)9J|L30Q9JYJ|@VU:50;\$|2BWHCA.W4BD2!.LW|24EC|V3&DI M I;-
\$^*SAU6XI5,QUYADCA,VQ3K=O|VSUQKV5<,H
M4_A4'^ (X|9|&\$EISQ=#!8VM,'\$NGZVTW4+I22^;"UJGA59-S:@JUW#B#D=/G MTZ)+9Y?
7.&5,HMSQ1X6:@|9P/4 E<:=&N%-I2ZLRRO:|O0ZK6%WW;DB|U2;
MAX2GP,&#%1D+0*!VTDPFIAR>D/HM@W&Q#,&|/2*D48\$=) E7\$FY3";?A-S317|Z
M78K@6.LR^=?(PO(LP"1K^ MZ|@OPWA;WQ8S.+WQ|! ?X,M|\$\$S Z>7(AO10=^4
E2#'8AA8Y(16?@ |R<4)D\$ M_DR)GAF5JF(H:KV 57&|%|/#**'\$PXUB(T-W'.4_BB#8%E?
8%68 M0AZCVJWG W/G3*:,7A/>3K|F*4O|G+|4J:-7?:Z^CE +@F|'*&GV|/>C.X| M?
F.ORG=_9GL; *|U|H(!?D*+J#|>1\$Q(9D MZ,\$OUI7S&5SQ"K_ H72(:^&"H2L#"':+8"YN^
MT5^+;00L&YB4|H1U8DI<)|J9:;50|K1R+"H\$@^?5LG@NWA/BN9HPX9|0'T> MPF-
(N+W>G'"&=|HC.3JM:J6#UK"SA3*7#Z&M*%|A|2 X(K- 68 YQ\$CL|+/- M^:IT^9T_
Z1|4^8VBE=WC@8'GBL"9@R_31E^ 6C)_AX_VQ|V"YM,&+WMU8V> ME?|R0UM57I_=|:-
#&_|@3|+8P(9F|/X3EPMX>(G_|HX#RDX+9ZN0C!>-M@'7|NI@!(@H'HL T'"%0P,
9+T+;?|%3/;9:Z#'O75:DW/\$>J_ OF1TP9*#> (MJ3.7BS;"SCNX%=!PN:CB9\$ #"GP\$># 'E%?
H@N)+&-Z|1-#OR'3NI.BO%0Q? MGG,M>FOH^6N4NLXA45|FD9.O,V=X8_0-1S_>IU;?
GZ#|/S'G-KO+NCGF<3FC;-1Z MVA9MO+C@ZU:YOBZLKZ-
O\$7>*6W52SZOQ"54%2)VP:4_P+\$6'J8VJ@:*/|L+D?NE'83I@CMMSG7;4QA M#_>
GV2MSLYIK4|@4HH==|(!"(01 1!0&LX2A?7\$=H,49|=Z*VT^A|;\$;H0@> MW0+@\$P>
|%1N 'C|HKYXR8E/_M:W<+EV 3YW9 \$@7%0EN#. <|!R|L;&|")DX
M'Q:P&Y_M%T;D3(X|C+/-#|4SOH.8|F|,%F8ZFG\$|A)_ROOXA6+B6JGC//GN+|
M8*4;=ZLN/36GO&|LQE+|PCAN-Y/L H.^I\$=NL*,1U91@D/T5|GQ7P^_)JNY
M%>_.^).C.|&?"NA-@Y1BT6G4WE0|A)\$^N%|0&"36>X65B(&P-A(KB,%T' MOX
31FL!\$1"Y9MR&|F9M@@(HE3Z.\$J@>%@); W#V!Q% MDE.&->
7O(2: ^'3|:CCW+ _B|!1R@,%|P2OX4\$AWHEN'J,M^2 I@\$R_?0;P5' M.L6(N;@MW+HE-
PP7|_U0SO|H_@R|D@| ^0%1,& 0_ O GKA>ENHUW4_ ^\$&OZ2\$M*\$7T)LX%GCM^# O#&
|'"#%Y5YKV&OWK%4WH8)7(1/(AP:< M@|, Z%R4D#H|>K|'C-R>@%015A#^DN)FC|W/-
K(SYL%3G<680^S9GDI:RU(\$ MES0FQ79AN+)|I#HK!OZUH8.O|CG78
"NC\$0VS|@W^A< MO,\$OH"Y&|;=&8I_LX 2OU,08%G=3&PS7B(^,&"M>JKSMV2?-
K*X|,2Q|_ ^!|7%V|/@\$W?5A^/-+T:AHH MXCC_69#[8-"V# TI7F2CBA<+9M
&X+Y; |YKMGL|_>G3EO+ _7|3HS2M;76, M0H_: 'W7*08DN:A*%F5M?=2.7.?
F=|O:6!DWV&>S7)|X|W:|E2XQPH>?-+7^)=1|&Z(S8WW:1:VSZ8WI5@U\$(B?8_19
1&3<11RK)1E(G!>9H*;'R&U462_,55QL8,YG|U,Z MC6)-
F%/0&O7L/Y+XQW^|T;/KW7OL_P<,6YI&4#3GT^JWACVU=_S>YSFLM,95
M&Y+|)/GM27X'IUM;V%5"|>I5S;R4I'=^9)2D=R#I;2IFV\$)XWU@2N081N/*
MR|Y^IS745,TH/1-3\$J DP"LDP(,E7U|CPLOIBE-#PJ06=W|&8Y2G(,3V**8Z
M^HNG9V7BOO!O|FEGU|0:|4I@|<(7J"(1P|7+P!6)(ZPE%G6UT\$WU%4MIR9W
M*XD<1|KLV41,(DEA)#FA17L7MMH:&VI58TF0L
M.9R)F(@=1J^@!Z(FG=|JJVJEFE6B;\$7,VUO7.KQ?>|,(HY|18(0M/'(O J4 M,*Q<-
P;J0*^J6UD-G 2X8Z*<(?S8JS -S2UJU45BI'(5G=D*R#VOZ/V^RZ6?V'G;3/<0NK&L>2IGF*
M|0N#+HZ TLU3=W-2U5%*|I'A)|<>W_@|W|7'8MP:"NU|Q#<(E35S8V@JH M
C39KWW2Q|A|'G:TOJ:7O"W5T@P&U^/_RWL@"PX?|T!Z4Z*W.5,!HQ;(|+ %M
M|EO<*O1?"X 4=B>I'3XK\$VS)I&)|IET= MHN(N@,_4\$Y6V""%A=| \$VV-
_80I7:|,\$R&*8Y8=|;,%NH|V|?R>SQ|HA*B5 ME O @X?K*;-
DZD=8N8|1E'E/V,1UPALN'2KTA/,T-O#SK5
M| #0;M'NF7EFCFK)/DFMJWIKZ;4LK^NY3K*G7X+YOK6\$B+)583K|?F&ER42W. M?
FHNFB|?|5M7A+=HUZSPR4RJ0:/<4"|YHC72RA|M^V;ED%N=B65VAR M4|>K?
7NKE>H9UA"@_97HN@0Z=#I6T)6N(<"1&"4Q2F+4V8&V"Z.:F)U4H,&R
M7*Y,HN966%6<^\$ _B|WJJ(-:L:#6L/|6.L|)6|BCLC M4CF|;T34-&|?%Q|W|/;*)#'=)=
|T5'BCW/Y3N-+1V?+X;'N:_@?Y/'("H8/6 ML'0(=
NY'2,/8>5U>^4A2)HXKYNDOD1Q.QXO9@N*A/%DH%4;Z76PMFR-1M:< M/9() 'E(^-
WWGEA0,+&FUZ%RN|Y 5WOEFW=(PI&\$Z,DGF)T820"QBC=P%V2AR2/V@B8?/HH*T:Z
ML1A9M_)/+D8J"B%QOLAD;+9_*XBS|% U|-6\$^HH1|S|FEK4FE:945,?'Z|\$ MMLNPJ#5=
(H\$OI:U)K1&G95JL984(M|N>SBO=@N|B:KF.IE:7F3W235D!XSTISNW!DON
9;WU#&T97*D'-:;QK);U,D6:|*Y%/(M|)S6W=Q(&FIMK12P^7ERA7 M&|WTM#A75F?M

0L::J?;C,KU)B+?Z7"O(GO;DESM(A#KA%SM./9VOSZJ^'1 M:FH&OSZN9JG-:IC39G77]GI
MEJ5+F2>I)*HL#XRKV+?FX'OXXZF&CDT*86B).=ZDN/)J+\$.:Z1!/2@MRU3U M?
E7Y/Y+6)*TU3/0=Q4%K=+F,XTR#2V/3G05)4O5RF5;9%K6;SAP/O*5/^R(M)M ?-
"M+P"1S2@8,OT#U<=#S;09\$9N3JYNF:LKN"!I*IG.:V;YGRAZDO=
ME90JNVZC*"KT8T&4RJAJO=&/KVSZPKB5CI-%::AH@21 HXG=@R7A2,(Y?OZL
MT<3>QY)T).EL(IVLK(D)PAMDSA ZFLL4K;[5NZ4EW4OOQ MT?#:[9-,WKJP2HPJF^@?
R86V3C\$:4\$QGO?1"EOC4"+\$J'<JP-!_3.F]HK6\$9 M3BR1JNGZ[O::0U+C9>16-
5T;G8XYS*IY51. MOV;)N6J\$8Y5PKC+&| #KB8-
^',CT69=WTX773SR+A;K8AX6]/5\$@.Q=6,HNM- M!"T'COJRC0JS?T_F%: J!0I4>+
UJ4M+&KX.&JXRA?^\$#IA^.0>,I%)O\ V@ MWQJ0;
I6^+@P":OU5LTIWYY)\$+HF|&41>!R%=<3Z4R0/:5@5S%"2!2P*-<*O M 7T?++%-
C4OL7@XM2XDM"?HJ";H*B7VZ[(#)3)V'CWG'#^=1^ MP[VQS:0NKZK/5?) &W:5/-
"&724/M&%7T8&^B| #M#OS7<5^&O| _|=4S.WAR
M/=XDH@U:\$*A3=&FB\$G#9/L:15_.008| ?(A?XWJD)I%-!33A)Y@SMD;-JMWAYI+
.O%F!7;?GJW_KVAMP<=,=>G3EO+_7[3HP9M4)4*
M/6GSJUVKV)/DFIJWIG[;THJ^^Q1KZFUIT@Z^7|#MU.EMLT]LS&8C%BB&IBIZ M1S?
>;ZSA&.RSJS\$#8RXX |XPC*I\$S_ V35=FY*S=HU76UARWBH_LFO%#W#0
MXMJTAT;OGE*YEG9\Z73ZD^L!.OL+>(03KCDB\CQUF|P+.0Z&.AXANF!_&07O
MAN2'+8N]S8%+ZN6M|+HZ+Y3NN|IO\$58=. "'1T'G>OFH8 B|TO5,I
M!4" ^10BXT1KJ>NF^0_4I4Y14(:GB5*U5S6YEK54E 4D"NA0"*COUSJ3B>%W7
M5\$/O2,*1A%.CE,334D[9],4>36Y5.Z7F^\$@*DA14%]!%3S6PYTXH%C%F^!;HD
M#TD>M1\$P1QD'9_9K)\$9.W7CF|.ARDD:K^W99K@D)%:(@_ ;0^LX+\$-&@->R!|
MJHH)JT%M5Q,1KAC//BG&|>X"TNNTAM9Z:|E+ '*C01-RJ#VJ5|=3TM-90UW|J M=
|'N&4AV5B.4JQ\$|J|C'T=.Q2ZO:R| % R>_J@7RGP|UJW ,JBGGJH73_5=R
MM1HAU@FYVE\$,ZQYUF%8MJX+Z|DN;7G)Z;+GS@SGF|3%EY'N.G\$^R2A| |^J<<
MTVS>&D7053?;MSZ^6HEMEY"'T.MN.JY\$ONM OM)&-;9B5GN==:5 (ER-\$*Z8
MAGE2C-O#0XA35RWM_.\$05.NC6.9YL89=14QWH?>FKK#/&%6.)T6Y/9BRWAH.
M:C!B6>)6S;E96=07PM!+KZM:QKH&(-E9C5"N1NRLXH"RU6T-NVIG(-GZHH
MIT. J:HOCR2FUN^H/5,F_ =4:L4|(U(X23|9ZR+JT_KHI(./)E2/+ -|^|H=8+ M;|A|/+.
'RBVV(N>X"?%3S.Y9;1YA7K,6AO5%A!25]6MT@E TH9'X9]4I3;
MPZC&&\$R_C%4MD>LZV%EIJWJ "NA U8W2LP,ERET)/ZO8JNYW6D/#5+529K5\$
MOF;PNVK,ZKX&* &48JMDL;59+Q&H(5SN*6=W7B7=95AF|6D:EB_1K|Q0819F8 MM&
(O=5<-<[JK|H+ USUU)Y957UD\$X9|2A*| ! (L M)+1KEJH0|V+|>YD<,DEM-
4#!*Z*VVA!;65=3GWHW#@:6:N2X-J7,DU188RJL MC|RKV006:PUU0U/ -*K):) #E*.
|GK&1HT\$7\$594;6:3U-D1M9O;:HHH: |84?XU=M!\$|(\$ M3#*G9,11/X"O?
1CR9,*I7W= SX^O;/K"N%F.8T)I0FB!3C+|066=9.I3!2)1Q+ .|9LP M#3J2="3I7!'I9&5-| +>
(-VV|8#|!' "@ZZK>I/(S23WUI)Y*9YT<2CX51T|& M>F085XVSJMX9=V8*BKEA5!Z0ZG;-
)>Z !RKA'.5L:97\$>H,&7XS&X%JZ-5G6%0
MQ:'7U.|MZ5O2|XGIN|0'Q^KHDL(EA4L*KQN%5^DLLSH4AC94/6> D"1R2>17
M2>15EO;5(R/+ZO"0NM6MK-A/\$K@D|\$LE|!K0|^\$2VY026Q*T).C*)?;) |MNL
M3N_BA3%Y^M| %V*4_ NNX+|X+|I6,SC"|? 7^#)>_LP.GER/KP.)MQ+,&.S" M# +U?
>M|Y?&9 =;,\$)ZQ,X5P9W.
(IKO?"P@BO#N%S=D3)M@"O,:PH%'EV|G3J_FOA.H!B;5H&HBMBQ,*>PB/"9V4R|5_I
M;=\$S"JE2EU=XR|/"#FOX/G|3+>C7=\$\$/2Y3_K 9+>8+7.G0W^.?VK72"%#A?T|9V/
=7B|>\$:LBMX|1=31_ |M2!GA|U\$TA00A,EN!MXR9,F5AB#=Z=*.HUX(P&.?H,&WE
%Q6U\$^, @*,K,| M ";M8<2F+H-+Z&*@*SQF/(L)"%'E!:4H+M..HL
=+0@L1HSAI<^,3JT)?!S MJ..*X10_ZLJ_-?)6^XG7XZON_!G@Z100%-R\$-^!S/
KUA&PZI>MA0(!) M|P<#6-(V;I7-,8)@&#PT7XB|M4?'1
*R| \$M7I9MM79PK7N:%>_ \$P+?>LY7 MV(,;\$Y^9V/_R4/P?_4^VX\$"&"W1|'3|BVK-?3|
::EN,D;D%|6<#3A:0F; M&'/EB*AHB5\$(TNWJ;E|P(#9NB_LPZOK1,^Q%I>Y43# 3GJ+/0)V
MMX@VWY)A=F.&^'\$B@45L23-6H)+Y|SF(ES ' K@9 :OX<6-/8(7OI>FK_18B-M
|YR5V"M*X!;W?/&G4TFU3%MA&
(NUG.^"Z2W+M3Q8@:X;UW\$|NXQ=^RKSOJ|<.,L:"Z\$9/@*1U \$B=MMK5>:26?
RB3P9UE93Q\$OZT.XJF,| -V|L,H!|\$7;2 XV!5=^>3E5>VHO3& M:BX|+%&#WERPJD+^.
H.#^AWKC9\$;W/&7Y:@KM1"ZZ2%6F?70C7M("VTK S, MW_B)9*"F7X0,+ .CPV6@AC'
|OJHF4(R<#=#S.XDPM(XO##\$2U.ZM=WUL@BR|
M|X.Y3RZ6D>|Y!43=>/E&*A*O#P6_@/9UR! MOWAZWD2UQ-*0T:.,#%P&G :8
(H,!A+%4X|DMB<8> 7WM,1.<'@/)P !Q#G MN'4V?

Q)J'YP=*K7.ZUAI/TK/Z@A2HK5#>&?17W'!_T''=IE@>P:\$2 (9%6<) MOQ"#?92Y
(L#ID%B-HBKEK'S+56N#9I/BV=4N72S^,|*,-\$2JM<>J7.@WWD_MZ>"TX02;HV0SOD)?
8H&8'@@|@:GN"GK+5_1BDKC<,S|'N@C7!_L@J1T(? "E?H M\$T\EK\ P9UGL3ESDGRCP"
+DX58@2M3SW57CIBGX%W!9_CYZ!LH4*%V.%R"A; MP0%MWTS<1HCGXJ0?
_TC/UFPE,J%S&XGO\ (D,\$&&.F!0L& ?3Q\$?QBTODK"Y< MS.#@-3A!A:
| \$VB"JSO\$'(4ZR1PU10X2*BNG(:X#E%C+LQ/XE9^P/NQ\A#-WT0>"IR+#!
D)+5X3F8<<%_3A-/MVAV>?"*Z 8@WBY_+!
H>^|W;9AY/_4.6NYWVIZE*.UNYUBC\K|"MWJRT7M
M\8JNIE>WJ.V/VM%K8FLSDL':93DIWCPIH/RYS8D6H<0*Q!Y#H)JS_4JL+':O MT>Z-
I=WOB05%,_BWTWO\#O^W MST"SG?O<-0KJD@'U\>/'=_B_LD3?.\$!(O"F#-
Q4U:*K5_,6CS3"|VO*P"RP_M*|22S3JLI+-HF9?>:PTUK.N:YKKI1
XWEN34%' +J5T%.6UL1Z=:16A%)2CJ\ MM#X;&9UXGX5H:' BD=3'TK..VM?
7NX76@Y#PD"0522HZA(IZG>-+HLIGTAZ) M@'H:7%;SK)?
#:DI2R(%CT(K*&:/3&NJJU2G=HD9V,J\ZAS8+;|N5;8I7"FX*ZJT2:#4AS8,NU(IS&J
>G.519NPBWO)R5_M(%NZG8ACF"
<2,UWTZ%L5#NV5O18DV4M"E80J"747H1X_|&X<*!^YH;:%SU(|^A-FJG7Z27E.L-?1L&I
MX<8:G^OI9H=25O._(MK1'S:W7>SVVG))JB7V_1U0UE;_UAE;=:&.N"(*89" M#\$OI4+|
|'DF9T5\O_M*3/ZZR5E)9-)5Q)0\G\5_TP?F;.8HJUCN,QL-N(:X%> UOXXGJV-P: ^F6XC
M9^V#U55N*B:C'>UFBB>I8;P5I7A4J8CULLK(GF*9?.\$@%T=@FW0Y%,5_X
M/@;X153%|7IMPS*J*.OJMON#;B6U7IVV85C5+;I71;U7;=7;#04^NRLY.EQ?
M4'U9VD5MOU19VH4&=.|&0BE,3Q&P0)Z\$.J8?_-^CW,OGOV4U?EWE>D4;0K
M6=SZDRM*MJH\OFI3_H9P64DAO_U0.4H?CQ=QE3ID8:2.<\$7G\NG2GPHY, MY!R-I0/?
X^D" 0_J**B/SE?1_ ^4CF_C!7NV+=CL+NY10HN::G76.R1>;'*0 MD)C+IQAKI1;QN2A&
(XK1++7?66_V?!Z*J4@MJK.4W"XA\|KKRMET4Y)(K1WY
MQ^>B%;TU"0M5;>JIM2L04CIZG%M1\+RN7#- %PS>VJWVZD)KC7<=OEC,8U<
M_CA9#K)"(CO2L\|%(IAFIW;TCMK-F5-QLBZ;ZK6%7I?8M MU2-C"V\X684?
OGQ7M)NNHH61NE1F;I,MCQ9XWGU#&B;G=:PWS-5RY0>KL;@ M6K^>H6!3
USK&VK7*!W>DAZN??GR;Y_|O\ CO:G^"3CC!R78(HYZQ
M8+;.&09TM2\#P0U"M7H&@DVS;-0,M;-9-4&U*K7D&L<>N..I1+2A?\$/G2R2B
M>D:+3>SJH>I@;0YZ=>TQ?C:E^LHPM)XQ9M-"##4T0J5\|J1_TLP^WIE*0G20
MN)ZS""-JM3*5VBHGC%E\$V/*_:YJE>?Q4BVO#;|5,SIL#EI#L\|3NV9="O^:
M&P&.@@4!5GJH5TBCGD'\$E;%6CVU,Y"IF8W!M4\$|@X@|K34TNI;J#>I2(I=, MU?
CV*7# 'BVFT")@R#WRG!\$-NL*XRJ&?8L*=C*[RNJI6?KR;UXMK@6CW#ACV#
MXUIWT#!_='1U^|EE+|<&&OVQI::K>R\992'SX_IM4S6M@S6|. ^ MJIM-
K.+7S=IQ81XLI\BAJG@LPJZ?#INP_Z0M_ ^<,#\$*TG%#W@KU.#4#3>K# M=!V-
TFLJJGJM84_M\0VU\ZAJ;MWY(Z5;|A)?M=)?C65WQ:2GS4_HJ+<-E
MT5D)H3X/7#C_.7P2';SCCMZAXK\I)Q'WXV<|>&(W_F2ROV1?C\^OC)QH)'LI
MONL+9S'%)?PV5H*-|ODKS%#ZQ%#TCMK3*QX/N,<)UGMND22\AA)><=E^!;C;
M('UC:XZ,*J*@QZ7)H9N?K+2Z=NH,A>-|^O(8KUTW'EUBV)\5)A6K
MTQIJJKGO'#7QE+(R%3\|:S^/* MDY7>&NI;DO@_,*PE(UL;L\CCP\3C4\9T
MG"#>PQ!D.^!5;JW\GCC)-'IN(>K=K97-I8:LJ0C^Q/SNMM"K,?=#%Q?Q/F!36,T+2P?
+H^Z:N5%L)/>8H\;5M\$FV_)@(G/V#X1 M">BX\$,UVX_L9M1P.P?-
_8\$MO7>GK\;R&>=_9TX&A6H+T*J(W@F\$SV\!=@!SAT M0_I/CK% "(4%>!4LQ#\O_I3G
/G0/W8?|O"%1Z0D=;'=(0LC1Y8\ MS#OH?
#+1^@F=E\$3"U4U;N4CXS8^8TE7^US_ZNJ9\4'Y9(O05-JRM,MY+LO" M1HCGXJ0?
_T@Y9I_S=& IS+F-Q'?X1 ;<=8ZD" QYU83@SU3X0\>8T!),5UA6_M^EY\1Z;J
<3NW;'7:#SZ\?YA,8,S>KN?W_*3?W&CMZ\>=N_HM.:+O/7(@QU^
M8\|Y" ^V8",+TC)+3(@*35_,/!&G:H;1P(H@7"-;=AJ-Y
MM_Z\WF\JK'3/WITY;R_U^TZ,TO=W3^X4>M?E\|P\CYH\PC)(8ED# K=%4M-R@7 M5?
FBC.TOW^&#VO\CM=:NR\|\$N4IY?ELK\$57<\$PJ\D'_@#)9_YER6?XZ5@4?0
M>Y@R@^<_APHCUOG_YA&;C8)&AU5T3LX7"EC\NP)TH:Z3^1(/7\ @G7+/D
M\CPA^Q8_U!\$O/C*0.QXLD@RRCUS@5;+I;-L#F;=33N!NSURF"J\$ ^T7#ZCLH M:+
(=TM&K005\|6?@?_BAF@&_31B'INX436\K,DP^ ^SA"D6L'7(&1>7\9P4HY,9_14#W\|?
CQ=QE M:\,2Y,&V_J=UM"P5*TVG7"KK.&SITEB>Z2 MB:\XU(!-L9?_#MR(W8-
!N4QG\$ _=OYMS\FP5^HEIK2\$Y??0/S:\$Q21>2+C)T M(=P';T7(OI=D(0"Y MRYP'.R"0=)*
| #Y"DVKO/KW^KBI+MMJB\Y\$.R5%I
M8KO%036L557/_JULLR3:17F\5\$4.FW"HP!U0)UN!_#J%R'H6!QQF#CBZ98A
M2VU&QNN(9M?K154-OD\++/|A>V%#WD46;T+'PH# MECTOJ\01JFAK_ZCH0-7

4!6J:*A2\$5.UA).*4%))R'/@V=B|+V*FZO7L9|"8GWFH*6.>64SHE M8-74<"
M(X!JLPXJ:4D"PF*#!'"<0*S/>3LZ\$U.^<>OO_YH:SI_2|&EE760EQ1V\$?"M-&33M)D|@,
f0C<"7Q\$M"5@71U2)VT/0=@4EGFI40H!5EP96DQM80UG@;FJVDKQC'X<>6YYJ
H(24\$S%&.:B1;~*)4 M7+< FVK8U)C;.*(UFJ)+)\D|HB%LMA5=+@VZ
MUP*WH=!V1.BQ++9>NJU#.H X.1'7=H&CLL18=C7,L*9=.L)JR5NR.?9;CC@M
MNNT=^_N)Y&%1S(A|\$WM>NYJEBZGF|S@;X6QY_WR+)NZPN)Q,99N6OLV|LO7
MB<.:0W&BZ"0)R#X0;Z.\$X2\RP1 A4 S%&.: "3Z|\$)0T)2"!F^YQ0YMGP^+A
M+KH3RJ*J|X+:BR>R.?);9=2+HYH|2#H)9,DDCHT86\$2WO%|599/9;9ZR4'? M1X))Z-
R+X!8"P X;BV|CN 6@(H|%M^FJ0P%3\$BE'.HO%M^U19#O|GFJ(?)\$# M)
f6D\$ME<_&V>R\$|W32JC,W3)3<:N1'37VQ@U=^:E|; M\$1"1!2*A;.
H=LA/5|9)5:X&|I\$JB/R>Q(SH,(6|7R^|E|3W_|8#/#(XP53 M1Q4@K4YBZ<^6)1R8.@
J8E.' U/'96"JGJEC'U14I@['D5M'#^!\$EE6GK|I M|_9|I#CL>-7:NTHN0X:LT?8OD|5W
VTBIDN;"WYK#!HH)UN7,!95A"B5=.Z(M>!!;=TVJ)"E2A/M):!HY."X7_1:YP%\$Z6"|%7
;|B4 M'3&B.#X|<7B=KX| V@4CK;X0%#|0650N|P#518)*MNA@)RO/@|XG/S#5M.-|M3-
AS7TMY:|.8GO'N+15HLDF4!"T|_@8J=&W^_YYPPGYZ2|BES.H|_)#.
MT^);78ZXQBCR=,MLS1)U5BP|1U3B@F#U|. @U&(. *O9K(6W84E!^ 1X&E@
MLG%ALKD,|+13N1PPV)S>\$|^>+(4\$|S%A0Y%7|X*D|KHN5&LK:B|2PD85ZKY%K(-M-
85#*|,(9+56PP3RMOQD2"?E/8=X| MB_^OTNX^U8GM>6WG;2"2@Y@)KT&X100CYA
W2Y,H" GR ER|I'S#)4+3V1(M;3L&&'&JV+C 657-R)L6(JP0461F(MCK5"2W1;<'8|GJ9?
HO_9CUV+.%W'V MF"YW#?/8M&T_X2UA_V23);Y|Z6'93M;
f>;S.D|O=' <f|@35=BGD6#|U_W:N M87NO4>/=*"?/Z?
3XNDN#,>|YW)P;|5|VR|NKYICAI0;_<^M8&P;:N4E8VQ6 M?G|H5:8U|JR@UJL.?
VL);|_4@8I K@ZB4>2-LH|_ ^0F|^%;BK|W7|5>.DFX
MS|+P.|C+>E|NRVR9+_|H@Q_*O|L(B)|O848U|H7_8F_2%NSU3|F6"*^=3|FZ
M2|8/2;:9AJY9AN5|M|:?:32'CM^2)=;|3:L%=|SW|3-6Q|MP-2498_)RP
M;6?)&OGC0W8;.:U@))WNW!%'D1GX|,2V_N1F-9L==H(C'/>+|JNM)B<|DA\$"
M0U4.U8OCMO;#0|),9FE!LY:I/&.: +GD+MW++H?503?_<-Z6OLH3|2/(B+I*|
M##^|V%7C3'D9O6|9&?_U62R6:?) MM\$V:*Y64CRIH\$'VJO"M4|3L>3SWEZH9/9:F30,?'
f|,+2"<_Z4R+*L-ALO1: M'EW@A3PD S% C)9IP#RZF!+P-KSHD1>T528|'@^CFU;K6AM@
5A QP)/MIHT M'L_CYNF6- 5|B1269VLF^M9+787F?
TFR|;*X7MF!+.M0W|;1GB60/S;S(BU?AZ*8|CA2,8-WV#<<'3'
M#"21SB6S)%X|8\$V+*G=E,|'#5|S*|U#1@;J!&)YLO!'D;.:06N9 M14*E\$!1>|S!KQ==YH
MC4!*S7"G.W|KJO7 WN5CS_=E.V4ZH|@W==NFBECK%)ZJIA5:YALFQ;5*)*12
MKJ"AD|K@^8'S|O1,P\$^_?=3,&TA-_O'K|W|^R+5X.=7^Q<"R
MREK((0J|02RY>D(>,"NH-@F=1R44./X|GI(,)HYWK) M#T?HLB57-_W6&0-E5/7
PD&QVU,Y+9^0 M++Q1Y-K|@94P<<@!FJ\$P|#5U93&645@R)
(|)*;|86,6AU:LLI12#)#1|*0+VF|\$)E|XJNX2&.8H|8U^M5%MM>3'0O1:X#86VPU)/: %BCH
F, M:ULL@;@&B*LK+X4&SR|H4UGK *X+!E<@6>Z/T'#\$0=\$U6FM|^H GD7%,'O'K
M375Z|D26+J>;O.!OA9WG'7LD2_41&CR4Q=)|M_7)04)E& P|;.*2315|=3!C
MQQDH|7AV8|O?7^A|Y(#4T-!ZIA\$Y/-8!15#|K("K)GA;:/6*B|f;Z D&R M("B0+
=&.)31+@1;:KGL1-+))TLFCVS\$P"*JY7M.A))%UX>F,8H"/7!5=Y' M4
O!*8#*@[A1"L'O|S|LA*"% :H|HN|#DZX"%# ED>ID#U0-(V)J;J"B%I1O MH|>"0L","#"J);-
(%J\$?FCQOGVZ:LI1(5M.D|M-CEDXV|V*3)=HZ6TU;""|* M"_2A9""YH2GB9EPEU8XPIU"
<":@0V|*<8@ISBE-A|X,Y10Y,#06I(^84TZ_, M-7?YROI@TX0A-
fKIH\$"M,@@*)0OE#|V0'|YLDZK6 HPI51#Y/8G9.@ S
MRCLR=;!|OX=W2^3_DD0,AYE\$*CR:-E5(9#;SB04S"4!%;":Q8":Y0DS5CE:Q M>-DC%5-
B7BE"PNZ#^_EF)Y0N=D|f0|:MM2SIN|H1%| M%2@_,!4T_|S,6'/?
2V%MKJ%%, 'KX\$#4!>O0MR*U#|0R+0(PMZ3D@B
M'9RCG%'DZ:8T'C:*FX%\$#N>&PELY2'1(5@K-&RW!?=B8+^GZ==H MUZ?
_XG7%TDGTH_A0W/'2D;(YK!|S>)TG=|L_|G=2;H4TRD>NE_\$V6.ZW/6.
M:~>:JUX:O+|H_IM'BZL|UQZ%D< UOEW_:+RZOFF,'C=O_S,|B'1O4E8VS^ MO4O#ZG7?
=4)-VU!QT(DN64_.;%RZEX,DL6<=DY|BW" MV|A=|(OSK753-
S"^Z*M5UDQ6|W3%7O#ZF50DI=F3=^E:"N>LM7F|4F+V3?.\$ M^6HI?"/XE^;.-7^7^#
<;P602YX6V9@.RFK*_N>237 Z%6W@7|M|Z?^P#|+B MFY:RRY.8|2=G?
VY31Y0W/F;QM/R"AU66K9X3-N#).O|&DP_PUPO_%3YK3_'7 M1'M(\$@Z@N!#3(
9LPAY+YJ(G8MK>C-OW/>/?|35F|=WD6L(&.:5("G8?F_T7
MGY87'Q\$^INF232EW?.'8W:%VBS+&OOS7+ M33QC+;R+Y|_QMYRO
6|ZP@!W|V|@WO?Y8,|F,|JUP;*MOY?^0U,&@\$S,|AW/

M>)'QNUA#XF\$;H#UEW.7K/I+\$B;TX>C/H3MU_,0/7'8@GB<^'5BS_9'
MT6?1\$;U#1Q;3&3JB*.J.7L'YZVKE^1-U;I:L:N)-?BMVG/HD9H5^M7Y>\$M#PSNC/'+-
-8VRV2QGJ_\$0J"\$S98*O@5/&64170TM79".C>2:#R9;'E;LG]_2M9#1-
V9KTQVJ:S%_6JEQ:Q_8J+.%TWJ/M&^+M)JRCOV3M9IDX;^H^OJG\$7K:N^/T&P7L?
KJFD_5OL_7S'Y_@VT/&5HUR:5XJ%&Q"*?%ME^?9<+*W9:N%MMXIS_-)>S3^&K-
J6;CLK3;9A' ?RY;W4,8,:SD/&N8)VP@MM<JL3WCWRAWNO:Z8?%W-OY,:4
E%JG&Z6/,\$7&SFJ=T5O!J2WS#(GY5R4=U!MYR/\$EI9Y>?YX^,8VR4>&>WY<*\$10G!
JY9O+\$;WQB&R3/5-?XF>3QF^C"JGRB
M15Q!_,O'VD^3DBOL9;P7OR53<<,NG1!KPX0UE,:2T7:3]:^Q#,LIB9%\XT3E
M?'Q*YNOM6+.'^#RM-L5|M?JB|0@0ML'KHLOEN\$Z2C\$. \$G2?B/%1-TM=-GUJG
MR^INQ-G19LLY=B%/V"&(7TH%SI:UJU@_8SZI3^E#RE|3:QR9G_:_6>5=V&&F
MY*7H&!OM9,JZ_JLF8^_.%NP.MCHEJS4I8XDCB3@O/L|_:Q:C0,(.E.S%#_ST
M6(B%X9G!@KWB^2EEP|^A\$-\$?'GY#HR>2SG-9G-V2*++HO"V%YD&%_L&&:M|
9S.3B|:7\$9V|<,F@(*#X'>0?DGF:B"%G"IOV7'?GI6>VG2^3|LPDZA6R
MKK/GMP38SLOVF|IM#Z3L+>Q)-GV"Y@RA?#EFW|_0;P|_GX\$MX|L7|;N+?I\$
M87M+EO&I)?#01A;R>(:JC2QDVYNTR^9O;:'@@UDNC_GN?)Q.|>WR-|_R79RW
M^=@L6&/9^TM1A@L8Y;'ZE&CSDG)Y"|"4(W/"?9RGG.OO5GK@A\$JVVVDI71S/
M"E;QMM6R8CGCY&2-7!7E:E.F;DB3_.|4Y08Z)_UZ9X?AV+?-NM|95C VS)/>
MV6>JRK3&GN/5>M7ASVT|/4\$169R@ZB4>2-&KH6WJ_#1D?Q=,<^:P21O?J8/8C=CA
MD6TB^5Z&+;>W*S_MFLT.)RDE'/>+JMM1'UZI-(?
AJH\ VX+8/SPPR7>6%C3KF"^DHVALD/_:C+9K--DVJ9NL4KI'53*T6#:LE7I%OB&+;
(*+|_MZH9/E==5DE)O,NLECNLD7NVQ|3JM
M2G42T_9DXP@O3>#HANE(4K|\$5L6S0HBMER??JH>OG^V(O/F>O;^0GYX7T)|
M*H2IH2!U)*>[XX^BUEI*H.9B4\$,L9(DTX|X!"F#(-^2|?#%TV(S_24P)0&9
MXH;3/S;S(BU?UT@R.5<9<8'<.,U_G*X|B.'K9LV+(W-)1.E\$1L.:J5S5;32M
51TH&I@X7)5M'!4R;Q\$O:4|TNK(YO-T76YIMKR;4DD>IA3)/L@1J)?0DM'MD!4T*E2#
M""T^,'5JF"(66@(NM!CM7=J(%D0Y,OFZN*&W*)G!:UE%@F+98KG57P MI%>5@:QE|J
V-I@698LOD\$NF(YOITC-&D6?J=G039:T)'5H!U;/=YO)17L_7MS+&'S7SS/:^9A>%Z:O
X5_P/.*?YED\$ _FE FM)(HY6R/&X;_G633&T/V%TD MI'S9?'TAYTF SWP6D
M"0\$*4'6JGN#AE\$V!_P_NN.'0)J" ID|_:SPC)|@2\$+R:3W0^52MRC|^_?
W/#V5IK7|QL*RR%L**PNX/IB;:_X-O"&%>&;>C6^J37-KYVD^M@'_MHCF*O/WP%*3RD
_S0T'FB"SB6Z/(MU105(V\$G>KZVRV?=|;B?10Q=FDJLQD|0|M#722RV,?
A|XHLF#ZLF",T@HB<61;Z3+9(I;M|,IV*K"=&6S(@;&*+(<MW;-
:6Q%K3>C0.J.>32:7C_)Z(HW;2::/??:R8XJU|S=?6YUY&:"|J-A;/J MY!|G+*
6/^.:E7V!D!132C22E;!S1W,+(!*U0|4723J_MG|_)AX&%F^|KCR MY/(.B29?/:A->
<(|U)+E|_7O"WPE#T?L&6S7X:N"+INUMAG|H=1DL111B ME00I0@)1CBJH<&V'(4D.3
T%J2.&L;!GH#&1E?MZ<\$,L|HAX&A|(4@=|@6Q^M.@&/V\$@N*UE M8KFB;2035WYZS-
+)9EYLLD1;9ZMI"||%86'>=+LW1.X3P!U%H;&B2@C&\$@)\$M=A+/?_XI\$MG'
*J&UI*06TNHL@\$#-O+#AECX\$,82SY\$E+Q00U%|XD,U7)111M-
VX@":4M)7|GL1L'8"5Y/URVKWT|#W@62MY!C\$52_3!#*\$R\$Y"^\5-EB#M80#!)
(:K>P&5M.^/P(8(2FDXN'^;U#@|>E16|>00*|;|^FLX|L5*F|7".A<.&@?^LT;|(
M;F51A>L|BVIDD=2ZP|K'S3N6|KBME9'W27C3K)0=8!\$4##5T3Y*WNK:2_Z
MF+#GOI8BW68Y8|U|>/<6B|18).L" Ej2:8AL|G?X M(OO!6#"65NUPBK"-+;|F-
Q98L!:L!6L)|3C<8FVSL56Q*QIX"Y>TV*,TZ MDH2%%=7;9_8BM|
|6X6F|::@G@_L|S3|&HD.;%-EYM8|*CB\$W;CKDN+.'M, MEZ)M'F-
P"8_HQX>,OWT|".*|;Y|9SK)CC7U>O6V|RE/^WKLLF;_O^)^K'TD?F"CL2D./)F+"8)=|OH"
<\$6;XCI?S|&:W|^9;LFK./ MY.8A2^(-O_&M?NGC_'WW(^/V\FHWRNX%|W^>#/?9O-
SN|9>*)GEFW|O408M8|@J\$XBXXVX4&;^+-20>M@':4|:7A|H(\$R?VXN A)*?
NU/\$3/W#=#V80Q,/9MOP-K|M_L9/R9(U);S;0/?#41|A|Q5#5G| RBP70A/^!KS?
9*,OVIV"WJC_X_M\$JY8H^,<\$H1!;U@/QO->;S.D|O='<|55*Z%,,C'KK?OFO+%
(Z2|IN/G+E MY2V PG#LAA|'T%;GOOWB+;S&#%ZW^Y|;_C@TGM@MWFN?V1J<;
OVKJ=<2X2+W:=D722+AR33;\$/7+,,ROSLCG3E^TA|: ?TB76O&T
MVK|73/;J56B51'3NF4Y&#/RMRLGI?LW+^:3#;K-)FVR7NGDMI>)?
6|Z5%5&2<+M;,,463;NM&^+L|1MTBGL=0;:70+M|J)*J-\$RJ9|\$%2,G#,C #S&B;&-
"BB_P",4",HE1/Z6A98|B M+S"!<^!<)IS;TDDDCI!(?&|ZDH(J1%)F=4/QU4/KR;8ZPPU-
3W|N18|BBR M#-TR DF"4675,2L\$V9J|3YW7TST|AXO|N%5H;2IG.4
U5"8:B0M^L@3C|@N'U@48#X|P=-=H+W90U9LD8X=M"88/E6>#
E48KV+,\$I#EJHX6T.KG:VBU0ZH MHD-5\$QG&5M'B!5"= %5|;Y'-,Q9Z*-VL\$\$.H:O#1G<

<<0*S;5JHJG_P6 M9XMYO(1Y3TU?
*H:+'34<(7B.FQMKI=0003S"@%BJ1QYF\HF'E3A0!6U;+I MRA6"JH%L\$HPBUVOI:
1&Y,&(=%5'!9!7M!&4+.(K:!)U4>!H/U(5)7SKLDDZ
MGTK'&\$6^J1NF)WT|M0NVPEP^S.LY;0A4;I%M7,PQ)AE;M<-7#%I7S+=VITAE%GJ=
!9!X!MJ-);-/0.M!PB:U5+B&5T@4-G=<&SU!7ZIY/OWW4S!M'_"^6S-D^3=HH2 M-
3\$D"6RENZH7G7H3/02HA0H(I03U\$!'G!469Z* M^;P "'H3KA/P'5 6OS!@A
C5'!M=*>L4)RR"*JNP!WT7&'D'!^_N>'7(N7 M4^U?
#"ZKK(5,HK3#@W3.V"X/AS,J#5F7!U<#E!VD VHG*0;RB0N73B0 2CV<2)?SW'7\$4C%
!C!63PE&!R4:B!"J0-!;1CPHYGC2+/HK(4 VS2@*WMLD9F@O'L462'^Z=8 MK&27"ZYZV)
(N8;3GB*.A9U_!A\$9="03MMX4LN<.9NERNLD+_E;8=MZ31SIG
M3(^'O)BZY^O7N!A!H>,.Q2'"2J7R#;9/#ON^6%+_'Z>&MA^Y #54)@Z*@!Y
MHZAJJE;@YF)P0UP)RA.5H\$RO!<\$2\$)(&0J%T:4!'@!CZ5:%5'W1MB!D)0E MDTHV8F
1!_>%= (Y8_H!-:%NV,BTCK"72L12N4DV#'OQ\$?8"5%&G#/3I4@8" M5!<#*F*IQ>R_)?
<0!/%68+/(X!"62(9+*!;"AP!" 7@)44=M+ MA++@-4!5Q.!U%%K!2 M<.,(0?@*<"+!XM-
JLM8* #FC2)8SEN+YP5XFB^!(VD1,ES87%-<8-E!^MAY=
MI/Q"D3LB:;_%I4F:/B@0@GM)Y+@R' M0>\$Q0TS@L,(64XA0\$U%J!\$;X* U!4V
;KK!ITI721SP,-H3%J,^JL\$-X)9EFZ&K;O@\$<!AT/HV ED.U ?UJ8R'9U&-
M6@X^9PD@MQ9>(O?!5_"54N-PBJ!/'*IA"W95D!*D!"G)=#0!MV28+E5X%T@*
MDEX120_IPSH2ZO'S_MG\$Z+!LP'+NAQY&P5?-MO!B!;HX92&!W/!/?
<6@ZE9>,L5GY^:%7F=;8!JQ: MKSK!N6V'IY!H0%!\@5P?
1*)&^=67=JZH24;EOQ!^ZKV#4G"7=Q&GZ!;!9> M(:RKYKWV7^PI;<%>J91KB?
#G^92LBV3QD&2;:>B:95CV=TOWF<,G!6'BAW2I M%4^K#70%--J3OU2=U,
!-=F2\$P,!)VV*6K)\$-/F2WT=8 1M+ISCUT%)F!#TH
MFT!N5K/98?.O&J'S>IYR<!!J!EDLTZ3:9L\$6BJH\$Y52"JHR9=)E?1A%3-0,/2K5H00:
M^S!H7\$!^6EG&515J9IEYS(-NG@,>5@&9H 9+3.,F09=J F(6+T2 S:N'_3
ML'DZ7=J3*!W:.'#Y-# !6SJ!Q6\$"BZW!W#(F!56(E)8R:R>.:R9>#:17&OOF
MRY:=W31XV(NC&V;KJ!<)8RR1B:!!J)(9E4.4K;)'(S30!GNW(-_8K@"-CK!R@ M&@I31!
(3(.B/!@Y@%9%G=G+MZS(FOE9%)K9
M#V)%E="ZXHOT;+*,4>29NAU0N1Y+GC4NC9"8>6^89):ZU2*#F416CH=#=X_KHR^GS:
FWCB:F1?:+Y^U>9JT M4Y(HN7\$YTN7"L7C4G*E,WK!>/F^-
?!)3CB4YVU&HV+3K3KH0(!:JZU5'X MH!A2,LT7@-./QB'@.4H,@TJL X0&AY#I2Q<:9(4B-
AM7QX:GJ?GRBK_~/7W
M/S_D6KR<:O!B<%EE+406E7TA'.G"3&U#B"R."6_4J_ %&K6F)I<+L=S)+!1+-
M4>3LGRZ1R\$.T R%F6,2B6TQR)C(PR U<-JN-CEK-ONK8!G\$%E%QGK6?JPH+
MD!PXJE<^D2J3\$-U!BP?&\$&KIR7+04MR\$!F?QE&2PF;P70*03UVUN,1%#%R:3
MJS&9U#P1^#W)'OX!3-H\$KIXR(5 AU P%FJ,"",!D:,D2X@!@=+<:K\$CX+N?
MY2N4MOW:(60&TOFEV"\$WO(56ZX W"2TB\$@>!E4Z4+4+<3A6!4Y_KG09.QR#
M!M*& M=DP8P*0TV8@!'*>TV;FNW1,#NDF%G!E0*!H#HV=977/,*W9
M!AR:1*8@R<2P#Z!91!AC6KJ<;O*"OQ56H?<2EW1)11RW=.(5HAL+444%)!-*HN+
(!./T(/<)JY,/PJ Z\$S% ^ MK3YXB7:7!4 M,*G6!88A_BY=X2D)\$0I4#9*!W:4K/
5070RHB*46UQ9>2&!KN&Q 2!8(F:\$M MW?G,X6DMC?.*8!G";"036GYZS-
+)9EYLLD1;9ZMI" %9: '>[3!>OX(!!B@* MC=91L1+JAF
X(=CTJ2(CF!HG2\$&\$&5#6UG+C^*+);! !"-Q>#&VH11!A.S\$#% MS?%*
(62&TN540R0%7/JW0?50W3CU4@AM=;0G8Q26%23^2@ M!A.M=<9R1I%B1@U9!3!;?
\$+2)F"YM+ABN,6R@9FTMNMCMC219=X/+K\$<'6O
M(BI:M@IC%VP_N7R8USH!)=)*GK"ZR;(9)Z':XGT!(%6LO%X;#H+!:+#H'A+!0
MLE>4359Y<042ZR&1V+3C<=..ISOMU9! W26CSI0NPZW'XVA,5PLJMI9\$F4" MN
A3T<>\$/?>UE.8VRQEK?L*[MUBDQ2)9% C BU938V-'TYWC.&?/I*4F*5!H
MGL8/Z3PMZ!H9?&.4:;H-(Q*,2#7.\$L7DX@Z):!T<=9R> AS M: +16?
DMH39(U'71#\$.!8UX6A6IU1?Y401K)0#T-BC5JK.1Q:WT8@RX'ZH#Z536
MQ\$OD/O@*OE)J'\$!1M;'=U>_&!@K.@K/@+)D*A!NI !UH+WV#I6#H;'TD+ZL M(R%8Y,
T=9_:=M!|7862!;:;@_@!L!S3!&HD.!<%-EYM8!A'!O&N XLX>TR7 MHB4>
(RSK&W_T!7ME.UG7Y0\$Z3^YV?J!SOY-UT*:99/'2_?=>VS^YZ7R/'NU%> MOG!;A73G16:
SO@V-@!J!K=?7% XUQPPVM_N?A!\$X-*HO&6/S!UT:9G\$7U5TG MU,\$-
U3,GWCA!MW\$7*4R&;R#NPH1>J5V84,7NPH0J=APN M3*AB=V% "%;L+\$ZK879A0Q>
!/'A"IV%R94L;LPH8K=A0E5!'Y,J&)W84(5NPL3 MJMA=%2Y8^PY76R>ITN>*OW%W?
=+, R!|Y8%GB8R7N;.:LT);S;3B*2D!VU;+ MF! =5NGPL_!58+=-
BE;:_;V_:Y<7!GTW,HU!WGWWY8+5BCOXDH>A^%!DRM?4J M*V:K>;K2M46!C!|3GG9%*

!)XB77)DE6Q.GR?O2Y32=Q.PK<:G-A6/KCUL M"FVY*K1YNDB+9*H5I)5%EBRGN98E
IC@I2M6V@ I RE;S9LT3|XF<|Z^2986 MZ82-
RE2+EVS*YG&>H.4 5.DI-398|OGEDFA39|8E"0WJ|FLO/1RC8W,.LFX M*^'+|&Q?
P%_I0_IU>^,T82/I/YMD.?FF/:.?%\$^LD;|_+:(PU|?/KD+&'X_FW
M_TW*,4=X2Y^)".7!9FG|1#7C,8CY8XNUI7KXV M9W^P_|,-%@.P+-,D^*P/[35IL@+|C@?
P84Z;TZ90:|VL">.Z;&N#GK>)# MP*?H;:58/2;+9+7)=_;;R9/?
!X|ADFS#6;-2P'PGK>9'L|MHLYTF>:RLV MSMD;&+X^_F9>.?
K2QT=VXV*5)=HL2_CGA99|C>>E5R6;AM_%9#TD|I6SF#QI M|M(I.I#%|E5B2+?
#R4>3X7@9B|H_?M_VU6.J5Q;)@E/KL1!MP">^U;5O 7/ZRR;/6N5WG*[|DK
M5X2OR=:G=.ML_;;|I6)KO#X2/^2K^:8X_@;C|M)PE."|>0H+99I,W@W*F|^ M/F6|)JS9
GOSP(#|Y2;>L1;>Q?/G^%O.MZ"W^PW;:-X-W/L^ ^S9;\$:W 5FV M|??
2CYG|?)6)V;WC*;HR?A=K2#QL S3& D;\$_T@3)_BX""TI^|4|1,_<-W9 MY"&>)#|I=V#-
_ML?19^%DS3;:CYP#H048G%4-6?OX+REI.|'-TZY + KR?2G
M8O>I.SKDG6U;_1X5WNY8FR*=IWS'BLO=9|?U_%M>) N^-\$MZW"Y|GK"/TYB
MMI*R84J+|=H|WBZ2?;\$1=XFE(BX7+2V+EX_|O;-LM=#^8N_D|^_.6/M)|:->
MY&QC7XMAW!Y""^+*?L76=|^!L56/|S-G&G^|NO|9%;(HLV6+;:5N<|I0OI^J@
M._S.& ^&|Y+2^O")3?*"UYSEQ9LR9N<;FI M<;&@5|>@DKD939%V&.3|X|1|;
M=LPL"D|HC)THWIZSQOS@EN^_.8<6W-
0|F8(>I1<+.C8M57FCI3)Q3^V9_L>|^|*W*|6&W8L2'F5&*|)M|:V"HN#JT|M*(0<.:8; M;:
(SP#^P73+)OJ83=@KGL;+L5IWOMS.V3V52&%V<>LL+?)_I7F5?
>\$285Z,GG'_ISC8_I3G"?OLU|QL,P/OMM7)5-S' MWL)PRCBQRJ:B%@*78#AN-W-
^/_ZF/6Y2<93CRS|I#6"FDO4@O3&(HM*T\$K.6K M!1=|^|(A^>9'4W88|R\$NF
M"5'_M_OSRTJ>K.-O0IADZ.<|*7)Q|N378MY|3EW^'G90GK*C.2,2ZRB|MV"W
M5LJKNY.@MA769AM^T/V>|I|QQA:.HCSR"|%HRLVDGWYW%K=S|ZT1^D?-4
%331RK/S-|^=O&Y>C|M<|2\$:_JH|BM?K M);
|\$>>X|_I|PNV:S=)+R|HC=CE^HH&NY8?.2+^PE6&=L|4G7|L\$Z|GY;:;>R-TI(A^:77'-
;|K,E1_&852)<O7L1?TD\$P9-2B<6(\$ _A|4YWNV?K&%S75N5&^E# MS'60_\$"
|R7B3Q++%W|Z/W^RKV/+^Y-ZIV'S+\$X58 /BJPP;:W?T_|I_ |HCB@
MBO/'@E'J@?|SK/V5E)I+_|J97E7\$BE%_KKGA;-DC7|GB"6MBN<7K|YO;:IXD-M4|;=|
|:4|V7VHG^5_=.%|I3_S;YFSE8H40N*8U\$T.OYFK2N/W+.=X46>\$ _#>
|I%+R'EPUVIT5EK&5R<|9-;:3IEL?SKURPW8JRW)S#3C-/I8F!-W'7@K50
M1|/C#7^*B15IMA/V3;+:N?;=VF.FKU|M|L.(0EOSVKS^%0*2_?S86_|I;+
M&:>P.|V|/X+N|P;V4+TIFQ5OM-)B1-'SMX_G_*WE1:BJ6@\$Z^C|U5;"7Y"4
ML|^_9))'5@AK0BGQ;+^@G\$YQ=!*37\$?I_6|5^&Z;.(7-2+Z|2&|C?;7JYP
M/*W2=+S1&XWEKBM"8?F:O^GF^
MFGQY8YNP|O2@_\$/^54G.%F>NBF+GW>F#S|K0CO\$ M8,EWY1?
3W(M=3G|54++Q21|YNL P5"X?#J|*(KY^|IWV|D7R77-!>;HS7273
M2;5FU',Z#|,POD9I5ZB3S|TOVY@55YZD|_CK%?Y8|OS:|WT|>V7>|:-!/:
M=+UM*!'7|M0|I5\$QS+%;|MR%06B9|RP;SLNPXL|I:1Y?|<^B/R)1C|I(2V5(>P5
MTWP097M55|I-/RDCA<|<=D|W|41FP4L?)!N#='J0+ S2Z4\$R,4BG|AG ()T8
MI+^X6P_|R: ^3VX8_LESV76I6E/Y0&4!R=P|5#W6X_1K0LC@Q6H:6H65HF2PM
M&W|ONNR|*G=>|UB9W2-U57WYMN"/OXHPS|7S,LFTU62R67,W&6\$Z+QUDS|&S
MMJT"B>?Q)X?H(H|J|H(4K|HB6;9TBSR/'&Q3CER)ZE|5_;KP*EZ6:1|O>U_A
M0/CKO|=90'XJ_SS^L(W;HHMG?D|_|@#;O:./Y>?5*FU>^_)PPOB0\$-')&D>F'NM.^A#QX
M!!Y)S*.G+'FS 3%;|4|S,AZYH|@Q?=T/L1^!1PKSZ+?5)GM#(|XJ6B)YH|CR M3=VU?|
)1%*82.G7-_L1|Q4MCWQVL'-MW;/VT|>!1^"1\$CQZY<|?C#2?G^(E M9Q4MCX)1%-
J^|GH0D,_C17GTX01?GQXAWV8"W<=Q#?10GAXOP3"25SP4AD?(M2,^86?
KO9'KSOTFVJB)+:&S34ECW((M,-JR.F=)S;X:B27GD^HDG.N#)2WY;
M965""9X3I?;&\$|JCR-(MP|%=<|BMA<^>Q;:ER|ZKMG|B_.4A;:Q=|E&#WH|
MU73YJEQ'+W*3=@:S;9_8JBVRK?H(8KO8JL|Q|@'9FTY<5NO:FN\$8CS?RY%LZ+W'-
<.37SEF\$J;\$0'W&CA MUEFWC+H#\$_.G|+P;Z&9/P\$_.L,OX*2*VR
MIYM|6I5|*,7.!96|3"K|RW*HWU73ON4\$@#O|^X7'DU1I;|)%ODGHD0"X2:ZT M-
^EL1H"?LO#K3&EO(I@(|!M0:6|BF@CX&TYL;|+9C _%>'75FE_GZ() +|
MR!7V)|@*\$@*H^U/8FG67HFH FM7V
#F7GVP=,H.R(<0CN_(K)U#G+SNSQ28KVW|4ZBZL72ERUQC)#XJHU9U>5/G/I
MW4YN/ZD!P4%P3V=4+=#JO(%("5(J3HI M.R|.8UD6=7\$>L!*L5)Z5G5;ZL2R;NM(/2
E2JDS*'H+\$+&<4A8&E^U;K|#@@ MI01(!2F|)F7C&D26Y?(-,-1-SP;7P#5PK3??!
(O."0;:DP".8%|7S"-Y|1| M42|)-77?N%3;Q?!>\$9=JUPF?CIJN&Y3N>?

Y9/.32%4/S92)8QI#9)YK DZTQ N5K/97H3G*:>C+7K+;KP'/'R+/-
!1)+AN'''73M,R>W0(^6>6%@D#;JU# M%+GK'<&T#^07"GZ#W/RNYZS22.^'TF=#KZ#
/^-!HKWROY>X+!|U! M!|H<9%I1'CR;";@/ @/PO?A?=(^3I7 MPH^A\$8W)TQ*!QJ
Q:\$SKCM2(V>09G!L;!O,KL_L:D>G1IPFS['=R2Z M|+N\$&I1MP;'(?D_3K|&/XH?XY
4*Y:2RU|WC=9|<|?ZXW|TM70KJB(?N%W'& MA,D=/MSU?IX;/N?EY?OG=%H|<;*
C9)P6Y>L|3=O+X_9I=N*S_VQ&UB5EXRQ M6?W(@5?Y8|OS:|WT|>V7>|
:|/:=+UM|+NXN-5,2?E@M%DDV8: 1LH3|8)07"1WG559P_X'L|?U_.5*Z=7+YWR
M3G_AR|>"?0056STODTQ:32;:=9LM2S-OVA97+#+&'Z|UE!+BN?Q|Z_T.>)
MSI"REKS|*|ZO=%FG:TJ89ZKZ=>%V%E|90>)4U;8_BEQ/-VRJ!\$9|&4-;)'M;;Z/
AUGE|:#4>0|NN\$9H!%HI#"-NLT';?/2|:&GAV3Y| C|\$A""G6=PMGA MU0X"0S=,JA3.(!*
()".1NLVZ|)B,1X:GFP%5UF7P"#R2C\$<|)\$IV1\$D|2_?) M"GV
1^"19#QJGMO8L4>1S=AA@|U@A^KL;)F-V\$+Z%.<+ #U;L#IFBM2EGNEH
M0IHZV'%46@&;&-Q|N7*MMYS;1/N\$6<6"4VXG|:)< :|@YV5V0@?|%|HK|JZ M|)M)
(+,EU/&8J*|H3NN:04= VW-4*!|'B|@V1L03AQJ?.NX1|%;/?MT:WYQ M+
(|N:QD4"%05@9V;K;C|5_>=UM9?0%|9"-8T^R.#S#5&D64\$@!:@@-H@MQ#5' MD:U;
|5W%@\$ 5\$7C BG|4V',E+EM>N, MHD!WC=8>;*V UE1U?5G11YV#WD1+Z=Q-
FVDMC|73'61|S!:=7#7K<|:|?D9P; 4|G(' FD1V+7.V@U&D:L| MED*1?X
@,02|(#5)P0ZY0=+\$(H\$#J;0|@R/0"&T@\$ @D4FE|=/7U@|JE4=52
MI>W1V4ZN"6A2J|3I4\$:JTO9L|GJ|@&|ZP1|7K<,:?^9;5Y*&;^2V?*CACOZ.(M94BJU?;
(^W9=A87QNN#6G5;:(Z|J|?B|!|66NT3|",O@ 3X*0> 5BKM\$ _A# M(KPUZ4^~P3|L
A.M0F7T"?B'@!_A1:D| Z@|JGK09/MT)I-K IK,FFQ" ME)VOR3Z!,DEB36@|LR537G|>%?
&|KC6 N)#W(IU.YXG4*82H:G7WW|4ZJX!| M5ZJ|@|0IOCV*7% W_-8AM;4F|?
R%8CNY_63J_@?|P>'K4?@.<3T*W\$U!VX_T<7-'Z0C@<%|HXF);5HS_#/I.T
M2!AP:YT"R%V<="*:JRR/"\$?|!|O!L;?|7PE&O&=/*LQ^Z^@^H^&\$TXCMY
MC@'P'7P'WWWQ|6A\$>/*L#B|"-_|^\$|THCOY&DTP'?P'7SOPS&E\$=_)TY: M|^|^|^|"\$-
^ (QN3I7T|CT!|@TIO6G:<1L|LPZ8#:8#6;79W:UITX33H?D>8T&
MXK3PY+DM^*BQW|/T:R3ZP^<@76YBT:%=#_JKLV#3/8E^9+?M^K.=5|<:^RZ;
M^_4J3_DS=UDR9P|_3>Z?TVGQM)OW-P|N.VJ|A(_LYMBL_/O.G5).%3VA-F
M+=X0,WR9T7*4W0Q|RG9-6,>/R.TZ;@75CEJL/NY1,?RI>/K9&AY|R_>#&VWN(?
^KOYE%PZQ7U@LAL..?Q M.D_N=G_<3|_V8^_W:5+,3|BH?
M%G#TRJ&RIPF'R/C,/'|KR|BN"QD:)HJU_MWO;:MY?'|_)MQ>?^V
VLRDO&V*Q^Y,"K_+'M^;7>=|ASVZ|W)K0);K>-KE& M/09?:YM"TSOZJHUW|
|LCCNDP*>:0\$'0T>Y^|?U^%B%(>:8;|,E%78W+NKGV MTV+%&O_ R93MJ7FA_1SG::X|?
--VBFV^#W*U=7GB%>=A|U|I*>>|I*=D722+ MAR33;\$|7+,-R#M8A.7<81UJV>GZ?
\$/|\$"101%H7!D6#\$XV|Y4;IHQ4KC6+S: MD=G/|@UB|,%G&&003
!\$7Y_7RAW2I^4^K#70%-A_9TSVV;*PC'-ZYCIXNH^' MH*|(|(-
D8I-.#9&&03@^2B4\$Z/4@&|NG\$(/V5I:N,X"C2|C8U,SY_6"T6239A
MK|&RA/U|B(NDKMS0-D|JO446AN5'\$7+T#*T#"T;LF64M6U|&47&/S;S(BU?
MIV5I_D7CAJ/EXSDZE&E-_|GL?SU_4|T4GH KA X@T|7YM|#J|.JO1JO^N
MU4Y|5,|C2O;R7%+73 G-460;NFM0)9UNY@)5OU!7BUQBH,WUT;:C,B>A-8JL M0#
<<%S0"C12F4;>524)I%)F^JX<>>0>* _L8Z9TG-OAJ():16+,&3BBVX80F|9 M_J|LX;-|
TCIQWWTSH1KI-_L,S&^2#7C!6O4Y7DOXB=Y0^2R|4V%=L@SR)
M1%_|RCE.%X#;X&:\$\$_S 3_KT/SVPGXD1>: ?R4@U_'5BO;X.9?2|?;%|L& M!I7%8
N#SXDED+P6!^"G%/R:V\$D|8;:R(_6|I: F(H0.V!"_+%PD=<8*K4
M1%4|U;MMD">WOPJ@R9W2E1)HE,IKVPB\$-!:K8VBK<#6HL|RQ04A?=HAY\$6|
MG;:9M)'B^EOKU46NQ|:LBFNZC;:R&\$0!-UJX=;>X-NGL)H"?LO^KJ;BN@)DY MBES#_L0
L0Z4TR>6.#KC"/"G+/XZ4TR;=\$7A 3|5X4>CF#8=D7T0\$/\$B|33
M)EVQ:Z!*:52U5\$R;=!:0:P*:U"|5="@|KI6N0)_BOR! |6NQE_ZE|7FH9AM MYK=|N
M_9X%CJ1*9Y.|0.Y5F*O"VX=*IW)J|@?"NK|KS-O:0NQ(H#?@ _H M"| \$BP-JP"FD+P2*
7Y<994|C|X> OBI"+|&RFH+X1|_51_*:HO.*G)-0-: M64V'LO-=J\$^@3)*@D*.*
|&.^TZ%TN6_VJ|>81DXKP3?V>E^@^@|S|J)WQY|P> M7WA\$A3^Q*DK4#+GI(K
4.@H.#EX^PK8"X?_0X"4XJS|E;
M:U'8%L^=YWNZXU%ES@,I04K52=EUBB#;X*=77I="""_!2K!2ABH9MFU25|D
M*4%*E4G9?<|_|,TN+A &WUCF MW-N)8-J|/"30M/*LLP66!2P+O2P+|9PL&BT3Y
F,|L4Q@F< RT>|R4|I?>;1GPGS|YR&7S'L0#+A!++Q(MW0B|VDR?' ?O!?'K" ?_97^"8U
M6A#(TO5A0<""@_6AMP6AVEFJT5) GF-JH*5 N%+=%GS4V.H^C7Z4?P0G|PT
MNOOZUN!YO,Z3N|T?H,T7|_C;W?I4DRR>.A^\$6=-MOUQ%WOIW3AK2LOWS^G
MT^*)PV)LE-#8NG5MOWE|>F|"F|"FZVV3:|1C|+6V*32|HV|B2LPE63ZN#ZO%

(LDFI#5:EK ?;!/>/B^3N M8^V)MB5:1#R>Q_/7|3QE;1Y?
NA7TMSA;S;/E5.O2_(N6Q05KIN'Z/&V\$AN)Y
M/(_GK^MYTI2P9|0VZWD!_2O>KV=6IVMG*R3|S|=.TJSGF91H3BKLSI71UW M% 6ZXU
EK>LKMWB+J&>PYOI8TW%"5L<;16: @V|9"Y;!!(I"HYQRJCC^*%>W M/= (-
%*81EUG/75X?G|3-P.O:NA%093L\$C4 CR6C4/!>H:S*9Q|9=|YL,V*\$Z.UJFIW3I8F5-%I!%
M3K*09MQT|5%D&99N.Z8DC*%T@Y'0C/MIG0@WPC_8F9D-|D\$/F*LML.P-9@T|
ML;>@GC?@-K 9T779:JW|1@ \$ H.:14 M2VE@M=3\$>^0YZP
TI8!&JL7V++:HA;K7WD9*!#;,%8Y\$^;1|R(EY.XVS:2(%| MKN7J(CGB2ZK-INCRALEC'
7<.:,%65X%= 3-G% 6MQ18@3%F\$M5!0GUC@7"QP M@- VFG/*T,K+"R!P&
'80DGED"Z@G2 GXKPZT%U|05,&+?TP*&JX P(*@7! M%KKK4"#+L%O|OP!92B.KI?
+:IRNP!*"I"#12Y;7/ WP|W0@-2<"FN ?V+ZO- M0S';S& Y;.'_ ^CU+
DG5USYY'1Q8%)6#6QO_ZQ/P(Z^Z OBI!|_=-L^HD| MOTYUVR?P1V=; ?Z4Q5|G>FW?_P
OP|UVB?@1V=6 ?Q4A-!G?8)5 5 %5#5 MASX|!- -!)|HG&@!72&\$QD=L4/I=-F?5T4|KVL?
N*("M05Z?.\$U:GVT"TD\$ M)FTAB>'K4K?(V04*@H+#IY,)+&)?57-2G%2>D|TFV
GL4>0\$NN6#D^ D."E' M4\$?@B SE'EF23) 2I%2>E-
T6WPA<47PC,\$)P\$IP\$)V4(_OF|4>1YNA=2U2H M)|%)E3G9/!8J|-F1U->-
@"H6"E0#U:Z":BV-Z0&=UP:8)P\$ \$ MH|CR
MWPJ;K%=4<_HD"Z/FOY^&UA^U_.3;:1W|GS&X#OX#K|WX8/1B._DV0; _=
=?._%OZ,1XK_/D;O?' 33-U_/XVUVZ%#,L'KI?Q!F3 M=G;=<-?|7|V;5EZ^?TZGQ1/'Q-
@H<;%U)MI^|_ ;RF%VZK?C<|N!57G)&)O5
MCQOQE3^V/;_6FPY;MOUWH0VH4W7VR;7J;?@:VU3:'TWT24|TJRPQ(|>N>;
M19)INF%ZS*CI^OT|L9Q8Q_ ^VC9MXXFID7 MVB^?M7F:+'M2_06A87K
>':.TS5B)Y_\$|GK^LYTD3B+|65IVN MG:U.'|^=KOW@5T|U*'N6X%#FI*!A.(H<2P|LJB0N?
26F;A\$Q"H<'VVZ3>3) M^LL+XS(>A> 1>*0RCSI-OND8)N.1|^NN3Y7
"#P"CR3D4<<),QV#9Y9V7-W% MP0Y\$4H(G2:Y= R;:4BFI_L^5=D\$| @|DHQ'W2>F= R'|
<@Q==^D2JL.'H%' MDO&H21%"QZ"+BP\$SP
S)F7\$R| ^,Y>XDWBFP|#"SP128+5L=DD=@#G)(IE+D: M'<.,?
18%KZK8Q|*GKK3=W^W2,LHP/ZW93,1S|0|V5&8C?-!|Y5KKI=K&8);0 M\$T1UUJ-!(0IB|
6MK7C"YPI75EHP\$|Z^+4R29W 'WGR M3N!/?RUL.2<@|JY+DG 3RGX-3&
5,#,'D6AT=IQ!1:3\$6*.;,F>8X|H\$|- M5%7JU2L
Q6MV>JTKEET3F&36.Q,BB53Q;'H,9KHM_8|:P6TIEKGRPH<^K1Y MR(MX.8VS:2.-|
|D6IHM<;4U)-8R8@|LMW-|KG,U@%%FN0AY7@!|@Q M0&JIG"L@%HXB&Q #Q(*=+.,
|@WDMM>| (+*0K#;& ' +9+NL;AH*10@ @70(M|&|WK)&D:|=|E@\$ \$
H%\$NF>+KAX34*4TJL|4/5O.*)4"J/K'DQ2ZY|HD\$2J M>|:XB Z7)Y_66T>BMEF?
LNG"@|/IREB2:I^MLB+N%R%*"ZX-8F M9=()^)%7&@|U(-?9|H0%L(|
+!|O:&M\$|@#_@;SAK81# +X=:FP/|@\$_ Q(| M?N3::ALA'D
530:2\$T"C,XM<\$|"DUF33H>Q|3?8)E\$D2^-&%"W4HG1;|ZJ(MYW7-
M=2Y;5>=R|Y(?!EKM3@V"YQI8:.2K;VD T+U/UAJSV8//P)LO6+1-<
M!?!Q2\$K1MA^63\$BM*@|B|!%<%%1+G8=BV'S>#;GU V;*B (9-09525CMU\$I
M=L@K5P1Z\$% Y0H*+X**"7.PA/L?AY0'9OFC9.*2"B^ BK>W7H?,H +O KBM@
M%T45#L<;18|N0>T"SH%S/<6V.?8H"CQ7|UU;M81A;WU61'*/PM%_/C|1NMF
MRN0%C74AS(7)4YP|)C>KV6PO NY4=|>C7W;C_000+RN+=#J=)W*N+(3#<1*A
M_8|G97'M+P>G1#^F:5%PH!;Z|1-|H\$_.WG+U#;Z:~QFP_ P>|A^5W/T^&5
MIQ6|=D>1U?I8-4J#TJ|TCPX3C;9P|O!_!|U!|H<PL3>A,8N>686T!@T!HUI/64:
M,9L|Z0V8K;2O39^TEM@1AY+3U3XXQTQBKG6D)K&W;CBW!1|5|GN:~HU^%#_-\$
M)R|M+K^;M78>K_/D;O?' 33-U_/XVUVZ%),H'KI?Q!D3:~=<-?|7|V;5EZ^ M?
TZGQ1.?|K%13OW6)6C|S=O+8W;IMN)S?^P&5N4E8VQ6/W+@5?|8|OQ;:SK|
MN6W7>Q/:A#9=;YMD=?1-1|B;)SD/L=)UO%DFFS=FY.K|6\$"@ M;8\$./(-G|?
QU/5^Y8KL.L|H(KOG1+YZ??/FK_ ^/7W/S_D6KR<;O|B4M2*K;-I MLLRU+,V_:%E"GTO^+|
(C1UNG:VVJ#_M*FUHW3JJ0|DSP-K|YJ9 MKT(38/-"VI8ZM)1+%FD "H%"6+M/ZJJ@"?
L,9TSQ)R|L"?A+#KT-#E\$=GS 7^E,5?9T819;L T_E@DEIG38 MX4T"
RC@1@NW|K35/IVQ!|/3%GZ=::M|F.)X*A M=%KLSZLBGM2Q>. C M^*@R'VF*:80.83\$-4
Z44YERS2.20I=G3P|TTP| -7-7.NWS\$?H|3(?@>^ M?" ?R-
=O7%OHL|W/=77;H8K'|8Y^1&%O?9:~L|" \$C_ LP&|F3*!06-=R'-M M|A1GC|G-;C;:BX
|U=WM!)3=>#|5|2^\$ |A2|^IN7WZ|PSRPM\$@;<6AHF M'1GP/P7?P'7R7A.^U7"L:|
TUR',#@._@ M_ C>B^M&(|*39V, X4%X\$+X/UY!&?"=/?
P&^@^ _@>Q^N)XWX3IYN!'P'W|W M%K;X5QI7T-491>TM?& JF JF=N(UTV@/)D|Z
V:~V6!V?697.^,IE^C'|4AQ^L|N=O|<3|_|4| G:7+L4|BH?N M%W'&A)=3|SU?

A(WKKRIOUS.BV>^,R/C7+VM[Y!VV_>7AZS2I<5G_MC-I J M+QECL J1
Z_RQI;GUWK3X<IMNIZ,T":TZ7K;Y!KU&'RM;0I-I^B;3GA6IH9J MME,=.:J=XUT8.-
QU<7<1)5Z3+-:,\$ZKSS2+)M#D3I_.[@W5#VI;EP?-X'L]? MU_.4!9=\\Z5;./XLGMFQF:?
Y%R^*"M?=PT:6VJ6#Q)I^I?U/&F>7_FJU?T5
MIQ>JH.ULIT*_.=5KQW+6H^('N>^#Z#YNH&IKJ&/XL0S<-JIR^?66.;Q\$<
M#H<'VW:I.\$IAT;!*+(+;RA4U!TL HM(M<I Z>02/3\$*F0S&&KC(-&H%&W-&J1J?
8<%IFCR-5=UP6+P"(U6=2VFN8Y++)& M4: ;T"^-1JRZ\$W*V K\\V^PL9@+|0+ JZ&I7O-
0UZ4I_@RP@BYQDH4RZZIHN MWUITSY-%SJ?
T;Y'01/MIS>8BGFM_L!,Q&^2#WBU76Q\$|&,S2>6)K00%VP(W:
M0E@!,W\\4A:U/^D"8L@BK:3RK0%C TZP#84 8D6&I F*\\PK=-%5(C*F'L9I6
MEWV(6<8H,DT#\$/.\$:SP2%1 S1U%K5RP 3\$6_'=766Q9;FG# G Z5'1;Y#D/
MKP)H/2O\\AD+9<0UQ:9IX2KYPV/,ZGQKU(W0^;1|R(EY.XVS:2/5|KLGG(I?9
M4%+5KT67W\$X>JR+@1@NW\\JI?RV/RAD). 'D 8, <);JWXM'JCG>8 8(-:9|M<* MN&* JH
R,*8>QMKK?KEY 0 #P+K2_-K&*+(=0
P0JZO\\M4TL3;JGXOR_/WE\\7FH9AMYK=*N#W^XX"CB&I M\\M>F"RFY)DO;=
<&M36:@\$ _C+ZP#^*D'OQ89=4I_#U\$/@%^GJ6A.X,_H" _M#G.XG(!? /@!?
ATF/SD!OQ#P_ S.TT6?CRKV_4 54-6\\IMHQ 33%--6\$*#L_ MC<4)E-'90Z1S8
ZETV)_7A7QO*Y9X(J*&M?K\\877+0YLF#XO)0#7;)44!*45)F2/=2%<)>%|*&,
E*@I)M0Y<<7C?/"D\$E M4 E4ZLU&\\M(Y8X!Y\$L
1S.N:>:3E+UR3;WIZ0)84I3OV\$87\\5D8QC\\+1_SH
MSP;L9LID!8UU(<^UR5.W\$U!VX_T<\$"\\O,A?1(1R."W>-M,ZT^:XK\\,TN+A &W%@.UW-
S.,H7INQM4X8 ME :E0>D>O22.4MKA:1)!;:5 :E!Z4TC6|+(YRVAU%?NNLE. T.
U.|^BE<932 M'I>F06E0&I0>C-+UO3R.4IK\\6.'D#4J#TL-1^L6T?92I/,T\\59UB,\\5,\\5-I
MG5!>R5O#&84\\WPR8#6:#V?697>W>C|>PYUMAWV0RO5WG*
HIG+DCFI^6MR_YQ.BZ?=[+YY M<-M5X_61^('U;%,D&GQAEC&RJR6X_3FYU.V:|(Z?
DON'K(D_M_G(3SU@+I^+Y<_PMYV/HB.+='GS;N#>|_E@SV:S\\W\\6GNB995M_+I'':+3*
MQ.S>,7 F&;^+-20>M@':4;I_A\\XL1>'#R\$ _M2=.G|B!ZX|FS R)3|I=V#-
M_IO)L9\\YBK753/O 5XEED?|X&T=5<_8.SCM&FX%U8Y5K#+N43^\\J7CZV1X>>
M\\OW@QM\\HB\\:|.91L.L5\\8+*,#CG\\3I/IG9_W\$ _3?#V/O\\VE2S\$^XJ\\I19PQ
M87^W*G"8O\$|&PX>NO/R*H+,%1HFCKN\\;JYNWE,;MT6_&Y/W8#J_*2,3;K'SGP
M*G|L>WZM-QW^W+;K00EM0INNMTVN48_!U\\JFT/2.OFGK^?ONB&,Z3%8Y).H<
MS5QG\\H7(8B41YKAC^!|N,A@IS| KD'R<8@G1XD"X-T>I!,#-+I03(P_M2"
<&Z:|L764\$|YB6MU6&,GJUXW&C@A.NIQN\\H*_59OS
MD^3=.;>A\\5#/#SC.?:PQXM0\\O0,K3L0,LJEW2S9HV\$G?Q)ZO|SQI(0|YRDG_%>|7D:|3-
26%>1)9CREQ4P^,) M'K@@D?@D5&,JRPQ|%EFGK?M_ZFQ7H_7I(3H_*Z@H5I.#9
M*#P3A_AU"0\$:=#\$+^32OJ.IH2\$)8XAJ&\\AJJ_VT3H3KR!_L8,P&^:";2\$UW
MF4KB7R11K%Y-GON,\\VV?S@V4?(\$",*7_%TD*IK#JR F,FEVM8++B"F+;2Z M-97Y%L.?
\\MI (!!(966J0!EE-0Q_3#V(U33_5"#,X5F?J3)/_F)*0:R)=:(" M8B|,*@\$P_(Q2;^\\HH\\C6#:Q<
%:7|81|GSJ%ZU4_K6>%X%_H(U4C^P'W=K\$, MJGJ6S8#&9T|I:)|/FX>\\B)?
3.)LVTAZ?:S:ZR%78'E\\HS.TIED+>*H 4+:3: M!),XUDX 0)B*"/1+ ?.*)/LA4+G
3\$ZB#77+0?<8&'JMDHNX4!6!\\@Z
MTYTZ|"B*95\\3EJ36\\,|B51_/_C,(EG\\IA'XO@#D/\$!3P4P|^+=3+Q^\$7TEDW_#|5X=
\\\$Z1EF@?JMIV=16>13J?S1.HL.F?V
M^"2H^N\\JG>4@|&4NE!#ZHE!"\$%!9MAXN/'CFBK&=W'\\R58&#X.#P51?"0%1=
M<,FJ+H"3X*3RG.PV>B_,&2=#W?%;!T:#DQ(%9SL@Y,=UX/P#&,4.;|N^U0I
M54%*D%)Y4G9:7,(S3!YN|YC8)T%)4%*&2A6>88FX"|.GBN@!)|%)E3G9.,3)
M,^Q19%F!;KE4.P"^-Q2F5V4D7">X8XB)W!T MWZ/*/M=_8CBY/JL5>.:?|20N;
!NYDRD4%C7FF=B!G M.G
8!'Z6P_7\\'5XY?:9_HF>0YP,&W\\%W\\+T/7XJC>SBO>.FW|BT\$\\%I<+I/ M7XRCI
Y'44A5A1"9.JD"FH"J\\JK0N+(TV8?*,_F VF UFUV=VM>-,.:?/<* Q_M'5Z"R&J?LWQ86@O?
FMN"#QS|/4V_1C^*\\^*3ET:77\\:/(_7>7*W^^-^FN;K M>?
SM+EV*>18/W2_BC\$DWNYZXZ_T,'KQUY>7|YW1:/'%DC(T2'5L_G^TW;R^/
MV:7;BL_\\L1M8E9>,L5G|R(%7^6/\\VN|Z?#GMEW036@3VG2|;7*->@R^UC:% MIG?
T341YF"1+O\\2.X7F1;/ZZGB?- "I?;N_XOWR576ZIH1.LJI?%ZY< MM!Q7XFR>GNF.
(LO4#97* X.VH\$V_"3@|DT>>&;9N^509.,\$C|A&'G6:--,S M_5\$4.GJH4BEQT
@TZCO\\I1FP8UVH&^&P)8C!(_"H6QYUFYK2Y#F<=8\\L#1Y8
M!!9)OJ(>LDE:QBCR=3>@2L\$%%H%%DK&H2<5 SZ(+G0\$SP S)F=&NZJ%GT=4, M\\EE
%CG)0IAT>*9A3U+\\J\\>Q\$QAM(-1D(3|J+&|!MW3%;VZ!\\054AV,IH=6() M),_F"?</p></div>

RIA\6QIX3\ L /A"00RO)"?B%@!_@1VU>L,DS\0%5:J*JI6K>)D\! M=Q5
ZUD\13*2'7:MB6%E,JG3OV0I\$^:AJR(ELXFS;299IKO+K(99BVQ*#=
M+MNF2P4FCYT4<*. %6W>Z;)O.E +X*0N_%KKL\$ _"C,Z4 ?JK"KT,IMNT!?\#? M8"ILFVZ,
OBI"+\F>NP*F 6CR%4HT\ D(ZZ Z>ZUUB\X E0IC:J6JFJ\SB9R M34"36E5-A\+CJNH*)F#
IX---=&7Y5G\RVKS4,PV\UL^\$ _"K?L^0%)=M\$,7 MLW--AL'K@EMWNFB'O"H*X*
<>_#K313N(*@!\M1%.P@K ?Z&TT4\=*80P\$]\% M^'7K4^T@H@3P(U=4.P@4
:IZ450C)\$0Y134=RL\WJ3Z.,E>2\$)\N _*E#Z;38 MGU=%/*\K%B"N2+M(H-
Y(G5R(*JBL UWM*R\$-2U9;>3VT\ M+G 0'!R^OH1K4=>8 "E!2N5)V6W>'?FI
QTVZ7*;\@Q2@I2JD\+K\A>N0US^ M J0\$*94G9;>U-%R7MI8&*
E*JDS)\@ISN!XOS.\$Y#B@)2H*2W9B,7?*83-- M-
+L*FK6TH;MTSAI@G@1P!\Z9AYIKC8W"\$66\^E&*+JJE"A^KL_2/Y90.)R M
1NPF RD3)#36A3S7)D\QJIC. W^#TLO^OY2#3B.WDV8O=? ??
M^W" _;1W\B0#X#OX#K\WXMGI B/#D:1U >!>A. #:Z01W\GS:(#OX#OXWH=+
M2B.^D^2I=%) \IMP4>_9ZF7Z,?Q0_QR4NCRZ\G#9\ZSRYV_UQ/TWS\3S^
M=INO+R_7,Z+9XX+,9&"8VM5\VF\>7Q^S2 M;<7G_M@-K,I+QMBL?N3 J_RQ\?
FUWG3X<JNN\JR:T"6VZWC:Y1CT&7VN;0M,I M^J9*GTRO=C8HR9)_?28I9/-O-ADB;,.5M-
->6*8L\X?G>PM\$;RB!X'L_C M^+VQ5IVM** FK^G7AVC\+Z3?/9X5F+QQ%GJU0M5;0
K3H. ?6F;XPB4\?) M\$F^"16"1C"SJ-E>FSY-*ZPY9.#A8!!9)R**NDUOZ/ ^T;EA4N2U!(H!
(1AK5 M3\$=9012;%S&@2FX'FH FDM&DAQ21OL-31+JV 1:!!16JRZ\$!6QW/(X;*3F&7I
MGH5-!O10G1XMLS'Z=/\$@BL E9\3QTR1NB2CI*D3?9\ M++KA\;P&N>F=1F/ M>*)
(:'O\ M&8S\$<^U/\A1F8WP0;>3:RV/ZQJ#E2H\L:6@&C/@UJ5I 3\4*,9
M*.VJ>W#+.#&9\NUMA\04Q5BM0U.%1@S1Q'K&# &C'5EC0E\$^5H?\$ /\$:"P9
M%1#C\ C\+\$ /\$2-7\@;!"649K)3^ I32P6BK(_*!9U3YN'O(B7TSB;-
M(LGVM)NLA5N, B,;768O*BC1(8 M*P&W(6N9U((?
>>5"P\$J\^+6(UC@!\SK#!N"G*OP(M,ZA,8K"UF=00\$Q9B-54 M.I^_PH5T1<(
/O7A1Z.0#KG-0Z%P1R"L@ZS,E<#AEHS6A@P 1VG@M-0WAW1U M=:X):%+KF^E0=ES?
7(\$FE\1+ ">[*]Q'QRVKS4,PV\UL^%7!6?D\!2U*5 M#^4JS'O7!;??
N5,HA>=\$.P\$J\^'6F4@X1J@'X=9HYYP3^\$*L!_ VF; 8- _# M_#1,Y7("G3F#L!/1?@=
<(X^@2H+J *JNM=4^X8-H*FFJ;9#V?F>T2=01F/RFKP#%P;/"*"]\AT59<
"5!2>4IV6GY!M_P>?D&S\9!25-2E)2A
M%H1O!R;=,GR#X.3X*3RG&R;RL@WPE%D6R8X!\Z!XNPQN5G-9GNQ<*>Z MNYV
LAOOYX\X?9&Y !;A<%RX\YMHQDI^,\L+1(&W%JG '(G)8)I\B##OP&MOX?
E=STGB\$9\T)*#+Z#\^!\QX6KWROX#7W;_);BQ+@-#@-3O?IHM%H\$R?/ MO0#"@_
@?!\^XWX3H\L GP'W\W/GQ/&O&=/+D(^Z^@^ \MC.W5-#\SF?Q M:KNZY5-
5\$023P60PF=9MILD>;9&GP &SP6PPNSZSJOURFF_8O;."KA4Q6ET^?6LP?-
XG2=WNS_NIVF^GL??\M*EF&?Q MT/TBSICPL^N)N\Y/^<%;5UZ^?TZGQ1-
'QM@HT;'U'H\ _;RF%VZK?C<\N!
M57G)&)O5CQQXE3^V/_6FPY;MOUWH0VH4W7VR;7J,?@:VU3:'I'WT24N\$FR M?
\$V_)W&>Y<'ZPVTK=>!Y_\$\GK^NYRD+M?ARKIA:EN9?M"PN6'L/%VMIFT(2 MS^_
Y\]=SY/F\Y6ORM5? \7YQJSI=4T(!6=6O"J;KGJPXF3IV4C5,5.D+N!(1Q/2/(VV*8,!IVD-
QR.+A+::#^MV3S\$ M<^T/=D\F(WS00>5J2^DZ@YDZ3VPHJ-P,N
UG(H11SQGP&Z^9DM2Z\GPDQA^ M'=JF; /*OCKS*YCTYE&
3\5X=>M3<0F3X8(^"D%OT;V!)L\Y1Y0I2:J MVNKB7.17070I%9ETZ'L?%7V<90Y=!:?
5BAKJL>^K%BC3YN'O(B7TSB;-M)A MGVNQN\@EV)54A^W0)?22QR@*N-"K3L=MD-
>CA'P4P\^G>FP'3H3"N"G*OPZ MU&\$*H;Y 7_\$^M.A^VH&("^-!KUL=MJ-
B=!G@1P>_1CIL1\6 *Z"J U2U MU&\$*H8E=0\TJ778=" @CTV%+\$N)S; \8OZPV#\5L,
_ETP1/H?T"358KN2 M&'HNS)QX77#K3HOMDE=%?S4@U\G6FP7<2B WX!;.!>!*,#?
<%IL%X\$H@-JP M6FP7<2B '\D6VT5X"5#5AQ;12")%?&\
MKEG@BBK2UNOQA6\ZH=25(MR0-M'0\!6C6R3K @5!P4\$-&1YYBCSP\$7Q4GH^=
M678\N@L!\%15)V\9JZ/ \X-1 2A%2>D)W9_CSR #[P\$7Q4F8_ /WMO^ \PF
MDN\H_RN4SCE7\59AF::!INTIJK+)S'6V:F8G-4G5O-S"%HXYD25?@.(HYZ^_MNY&
<9&ST@/ @!K=;WQ7JRD\'=S><+S>^Q7V=H1)\0"#U"CS;K\2CO<\$2>N F9 M069G(;..
!O*(/(&<5RH/R;%8>:5^22)R*NY H46Y(Q8B#,-*O!&K!+F;J'<)>1
M4RA+Y_8^+3YE%\N\NU'?#::9V;>70B78R^DPZ\# MFUL\XT,&+ /Q9Y%6FP&VU!R
/9B*X\I(??HS:7GR;2#OJ&OL?5=[MHB*/T3EZL M&'J'WJ'W(: (MCM&I(*)F+U# \I#I(-
\$<1PF>O'X#!_!0_!#1(L>VB0=7\8XV0RTHOF?KO+/\^2_%3_J#_Y-N+U
MWU:CG:>/97;U_(-K65X^SM.O5_FBOL+U0==IZG\$3Z^_M-Z::NOKY_R
M676OF9AZ:RXVP42;OISY>JJ^NFSX7\$S#V&_ \RINRYD.VG\$L,>21:G6G\YYRW

M.O/&A#&=[YA"KYV"SW5,DD7[SM2P*7N^0ZNG4W9 P.;+7]=OM?LM+"^RI+?
M(JHF9)C+6%U\$SIFK_K26:ZJNK6W'NW6KBA'HC@>!R/XW\$Y0WVA7GMO_=_M8=R-
JH^|.P4::5&NKWE5="N#@>Q^-X'-;[M74CG[OT]>-L.S;.<99LR
ME/U0F%\$76(A)PGWN))\$C+N>'T%'T')%.NI01/@0 M'(A^263(W!#6 M.,C#>GGL+7%
IB&("14CQ7 ZS&P1CJV!(*I/&X22)W"!B;A".00?K.[K&0 ?P
MAT=UT=*Y\YO:8ZM+L37"YFQJDL MN8)W=OL#01L1/-Y!(;4'3[(@\PA8/9+6V[3?
PQ")=X.\$V!9CZMGO+VE\$4N"(T M^J9U9FE/'U8W=<9^6LR.LG@?
ZA(I22G)02W>#9H)U=W9/ZP75ZPOX480 KD,-FF_6ZYNJK05_%)?5(100Q!3
MY(T6QKVS&TCLD7?M@CO2.MRZQ'#OP8^M13PLP^_#L;P/?B1]T("?M;AU\DO MOH<-
?I 7X]I&#WXQ< / ^/5H = ^#GP1^P*^H7LW5
MND%,%6\$.34*3%FMR@'0B%NLG9KAJ'F4I7-[GQ:~LHOEW=VK5+UITIUI:RDLI4B-?=
P= MCZWC=B\$4.W6M6X12%4R&K"%KR'JH*(R=L@YTRP:JIC70-70-70\6Q[%3V#J2
M"L*L"L"%L\$X3=*A)DIZZC2>)WKEL.64/6D/7 P20[9:UCN3H[TB!KR!JRIG&1 M?U=K6I>
<;D?LL@!;Z@9:C9\$S0T!+!T"WUT(P"O?&YK/0"J_..B)I/6]HL?
+%*JTGWO!)_8OKA;@H&DV MBU)_KGX|_ID-'X\$_%:%BZ'%9YOH\$5T4V5V?
ZDET_Y;/J IF?'P|B_ ^N@8_KPOGH?PF'[*+FZ*+/U\D=ZI\$5ZE M\Z?T:ZDOQ |3>
<@7%R|6|N6ED5|Z:4X5FA M?TL-)!UW_Y|H6|F_Y%G01JE|8T4LW 6B\$S\$87AWJQ29"?
7_8_NW^J^J-&MW%G>.6_U?6A1E3|=IDG3-70!^O.-03WV|6U|U4V>U-
I^SB8;#M*B/|B?G60 M_E0^7|=:=M^IKV|:CGGZ6.973W_X_I9MOFB7I_ZH.N'M/BD4-
E(16/RLA*/M7KKUU|)FGIKBC8Q=IN_O/EZJKZZ;/A<3;/8_ S*F|+F0|:<2DQY)%J=:?OG
MG+<|\$:\$.9WOF\$*OG8+/-4R213O/M(E0?K'%88%Z(JJVZ|H9XH^_KV&EYWU
MEF;|3;Y^<7;TFW/I0'E8JL|:S93S|2R;K' X)89'V+Y*1=J|2\$QBD?8LTOLB7Q8\$>Y2.
MOT94_=FPHL|OEP\67&K3N,4F?J1E55:95>'0'E\XNL^6H_J.XJ18608&48V
MYL@:GQ'1<3UQA7G/BC|^=A;+Q<7R:9\$5SO+V=O689S.GR.O/CO8I+3X=8F0Y
MKGT'CL?Q./ZTCB?MEV)>A_#WZ>O&X&VF9D4H5M.|3CRBRH^&K/|1/JZ*31(6
M>R|WJ2J%#17|V*\$>&'1S?KKIN6\$)UZ5U&'?CB*JR+'0\$'9FHHWZ;C'^27SI
MN3ZC:C\$""4%!'NJH|I8@/%;;R|?!0.U8C_-Z%W: MCJ C,W4T0/-
'DT2(7TW%B%T!!W9J:/CVV5PH:9K 7.C&-LUR,-V>>QM<;\$| MTY_'9)G^\$
Q\$8J982%M2<%G7O8FXZ_E434*|:H:HI82I#MT/CUD="F;VC>K
M1=X:R^*WFW&C|\$J2*OYH?M'=3Y? HZXC8T Y&.!&BUO/|L1 N^4)RYV 0/L(M|."
(VW;#|'\$#!'XC^Z|"/DE"UX^INA4:0?L0|-?S\$V@/JG_I LLXZ0-J|=P
MF@2Z443@,M'YG1T(VHC@!Z&(- (O&#Y9(62_92=8'2WU@<"K!\$;RLH=Q).\$ M2Y=U-
W\$3P69YSM*U4U9I8M96LR,,F?ZMDZ28UP4\W;=&72S7&> C=:W+J8 MMW?
C%)Y5X"?M?BUM&TW8,8FB>C>8A&(V8I8)_OUGEL !#S@GP MZ|BO0<_#OR
7_M(ZSU4!:_*5_U@R8Y"@_02(S9>T"CX!SX+ &?0<7\$7K(9I-Y9G01H0-
GO)>KX:?.YHX@/-;242"NI7\$P8TF#|QK M;*[N_/6Z(\$*(I*#E5"E5"E\$7DL@JE'I1^Z\$5D:
40)4=HLR@%2>X0_26(F MW3"F2B^#*"%*FT5Y?* \$NP?6NE+LLHJ;
ZU!;V>AM8Y.=4\$700'E&8 CE->W M\DA3YH1. 79I)MS8,I^A2)12-V0_'W\$02N_54I=?
OFNEG|I1Q>7H SNKT0+L>)WWL8#P>;./A3DZO ;4)(|X(KCL?>X0 M=@3D0=_0I
|CZ;AR0L60^_0_0^1!S&47HG+SH O4/OT/L@(1Y'"9Z| MS,\$\$#|%#|-\$
\$CQRC|YB|K@;T#KU#|T,\$IARE=_ (Z)M |I Z|=_##'R5C|GHP
MD#%D#!G3AM,/ 3K5;ZHKW!|T/5# M6JBWG>=IA(^O_|0>VOKKZZ=|5MUK)J;>FHM-
)'F+V^ ^GJJ0+AL^%|P|AN_MJ:L^9 MIQ)3'HE69JK^.>?MSH0Q84SG.Z;0:Z?@X?
@>!R/X|_K^,8|9W1<4QAAWAWTCY^=MY=,B*YSE|>WJ;
<|F3I&7GYTBK=3@MW>)Z5J|L?C>!Q_6L>3EA0UKSW6^_1U
M5ZPV4S08HCA|>=W6*7|MK(.FUPL>,IFF=3Y?'\$X2P5P_'K<%'FFS1<@&LAFX MH&
<<31(F(UMJU=)S>1Q_1I"103KJNVQF""LAL=@- M0JJRF1
2A&2BD/JM=!G+21)*U_>I"EU"1I"183(:H#:E|:)"\6NE-1=&2I MCHXO)REU/67N"K)RRE
'U&&J.CH6@)1T.2@0"1BIEA(:S9*/DFDKS=?IAC5 MB.HRFNK+_?"8U5&!OZE-
LUKDK6\$L9|M"-1K-);KGV8+6T,!M9%>B#"=)Z K! M02 (,4))|4SVPT9" 2!(F0I-
!EQD78><,*!U%L*7CIP&R>)((#W|WD&TW6F W_6|M?5 M="T|G2?'K|, 3\$;\$>O?
="V|>))PEWD6)9>!0#H"CS-=T_6_E564|71=,WH M?"0
S4;02\$W7C*FM6N!ZOBDO08'7|;KFZJN|74E\MA%Z_5\$ELJ/&:D;>6
M@3_1.MRZ&* WX\$?>_P3XV8=?|OU'OR0> +|1C1;LQ#|@;|>2^WLP8_..P+|
M;2QJTE|WX""^ \$_:GLVBT\$5J|K"GDWG. %H-H)VN#U|
VB^</MHX10<2\$+ZC+B1Q/@MHC04ZX(&H<'Q@_%|?Y+X
M7NA&\$55=28@2HK1>E/WF)_AJ@2JK1>E;TVWY!^.\$DBS_4X5=U::!*:M%F3
V3^>)%ZIQ2:*P15/#-\$'5': M+JCVX)(7Q"W!8'4(+6SD%I'CH/H/%|H:Y1F (Y37M_)

(4^9).4ED&+G!"3SX MB++IANSE(PX"Z;TZ:CESLL7,41,H2^>IR*OL8GEWIRJK;MJ<-
ZN_GL/+ "W!& M-Q?"Y3CQ.P_C0Q;1^U.3J!MLP7@Y+%.!)>IS_W!CE@!Z!OZ'E??!0(ECM(I
M>3UCZ!UZAIZ'B,\$X2N_D!0;.@=^@=>A!DO*-9! =8%K@.OG)YW-FN,U#|!#|
M@,\$C1SWCR:MJ0._0._0^1&#*!8_X4'<@!VJKFJ0/"0/R7?
PQ7!7TF+Z<#95,H>^#B!6;*>N!%&\$O3S9\$XQV^JZWX/\$>_<M!V\$,0>M+_ARI5?
DI_J'4GWT;|MMJM//TLY/NCZ(2W4;|WS,-+'UW!:#VW!H?53/JON-
193;XW&)FIH!Y"Z5J>\$L?C>!Q_M7L>35AT!H(6!+?
1!^GKWEEM9G>P37+XJ;7.!6QG7S2!JK TN8@HEY/\$C!T@ M,*57'L%^#;*,!
:N^QEXDX0)X7!D)0:A(^C(1!WU6ZH58+K6D22LGPI=04<&
MZJCOZ!H!TEBZ3(O@HZ@(XMUU&!S\$!G+WF!TA%5DP7H"#HR3\$<#U+,_K6O
M!T,W"/|@HXLU='Q92>#<))P!@8";SU0A^WJZ%@!J#K7 RQ0"QFBH6TN&,@
M)HGDPO6CSL'D1(JA#(HOTYW!X3&KXPI_4_MFMJ!\$;SBNYYO*""M-
'#KTYNX!S!TE@9^(SOA0NW,9JYDG9L_4%;\$>SDOIH"PS)ZX*"/_OXZ^#W MV8,?>9F*X&
<5?L>X2QHPXY.\$^YU;7P(Q&Q';XDG8<^,BK!T!JNRD!J, %/@P! M&D
:RGH=1KI/M.OSSAD*1+#9GXOT87535NEBEA:SHPS7ASJM3E(FS%##=4A7_M
|P_.C!)L#/#5OQZ-%I'=,WKP)^U_/5F MM(!H?"; ST;|NL;X!|&/SF<_"&\$S!RB#=#L1!%;@:P*
=T7E.)J-H!UNT-X#
M&IWG!)!8!S+S;KFZJ>Y6!TM|L1""_5(DOJ'F!(@NS0=.1EMQZ|^<'9%W5_%^
M!N'7FSD!0A8*!|O3G(TT%/WGCE;T'E3@)^-^/5KSA;(0_%^Y.9L@<024#6\$M.500^4T
FHV@49FSA7\$9)Z2QV=*XAF4?EU4Z;^LB.*-NU>UF?.(J97Z#&XL M(4+BQA+C-
YWN4+!+&H0&Q^!2(2+J+A40)4!HO2C!K;8CA!O2N:&HG.Y'8C2 M%(ARB%\$V7?
_#!\$3!|^*""*ZT79;S..(F;<4"4\$*7-HAR@LT?LK3M!"+B MTA E1&FS*
(!O\$Q(SXC8AD!JD=A92Z^A1C!GS6Z\$!*,JFY9&6@(OY))&!=\$//M?
+!%44+=D'ETXB"0WJNCEC,G6!P<-8&R=)Z*O,HNEG=WK!+J!LUUL_KK.;R! M &=T!S?I
C%@_ZAK!U7>|M0(FC!\$Y>Y!AZA!ZAI!R%B,(!2.WF!>@=>H?>!PGO.\$KPY!4>('@(H(?
(G3D-M*+V3E!2 WJ%WZ'V(J)2C!\$Y>P@1ZAI!ZAI!PY>^&-
D+,E+P4#&D#%D3!M.;B:FWYF(32;3YRYNOI^JKRX;/O32,_<:OO"EK/F3+J<24
M1Z+5F;9_SGF!V%,&-YCBGTVBGX7,P38-L()N!2X#*8)(\$DJ_.DQ51Z>" MD;Y:\$>J"D1
+O&*86-AK/"K%L\$GB<|!-R>J(=U4,91R,@7!<#X!9'4?XF!HS
MJT7>&@)SMOU6QVNON.?9@C!2P&U4-Z)B4'OC7=;|S#T(M);/CUPBL!O8VZ
M*T""#05@);.Z!:*L590R(3\$:OTX#89%ZDD9#(@1^3P:\$!.31'2/5_%B M-
B*VQ1^PYQ640)8>J+*3JJYV=/(B;@#-*M!(-=#,FR32!5CGV&@BUBS)/JP
MNBFK=#%+B!E1UN=#W4XG*9%P4.MS@Q;8;K;<^;W\$!.!ED*)%JJV%N0\$Q?Y+\$
MS*)8*R!&C%B_)F3&Z!|=!)"!8"!F9!;H5""3@AK F'F,=<@-V/WVS.AZF \$_
M&_K/:9>,:@SO+CK1Q9E>%!;@2/C4=79&FWAAN"%A6\$%@!@-71!,WH?!T
MS4;0:\$W04KTM,#>(3+FK61X%_6ZYNJGN50+?;40_U2)9&A,=^>5<8^6M
MPZU+/#/0>_A;EP_^_#K8+W>@Q!R0(!?KZ5!JO#P1_X&|VL!0?_#_CU;-;>
M@Q^=5P7XV8C?42'5?@2J0-4 !FO?_#2_1F+!W@.:<4DBI/'4TCA;|L=EE<|;
M^@?J"UTNQF?>.?G\$4WW!|BY?%EW)FD MRV.JH
!H\$!JT7!|IBAPINN/N#*F"@>!)J%)VS79;|,*)4J_KK8?D#5_@2@A
M2NM%V6<'#*5)KC0!7"_YA6:A"-2/WAND1C2-A.YJ\$)FW6Y/&Y4%S7J8Q= MP:BR!"
U2.TLI;-1F!|IPC;@/-PA/+Z5AYINAP7D!07S/5"!VTQ1)ET0S;4 M\$0>!|%X=M9PYV6+FJ
F4I?-4Y%5VL;R!>Y51MV^NF!5?S^E!3BCFPOAY_Y@1QP>|U!CZOO=D\$21^F=O"8Q!Z!
M0^!#!&O-8|Z!0^>#!<)<)7CRZ@X0/0/P0!1.'*4WLG+4#OT#OT M/D!0RE%Z)R!?
KU#|!|!R_!43(F+P,#&4/&D#%M,,U1RB:OL-F4RA!X'H&M9LIZX\$482!/-
3!J9F!LM&@:M;7^SEZY!+22Z;^.|N_)#_5/^!OHUX_?5 M.:?I8YE=/?
C>I:7C/TZU6^J*JP?=#U0UJHMYWG:82/K_ ^T'MKZZ^NG?%;=
M:R:FWIJ+3231YB!OOIZJKRX;/A?3;/8;O_*FK/F0+;<24QZ)5F?_CGG!6|^>^C.|VQ1.D5>?
G:*M%+ #W!X6 MIFNQ2AR/XW!;1U/6D/40'Y8!|/7;#;3.U@6^+P!71;L:ULPN:7B!8F%P/
M-!"Z2VSH"K+Z+4,5!>Z0+O=G)!N>J!A&<1*1!%TI4!56!,8L@(-M,K)31@.4I
QUZ68_/0!^QK6&M!G!&X=?);-6'/-(2GN#//OXZ>'1VXQ>15Y0\$?E;A-X G)&*3A+DRZ.Q/!
(\$VM\$GB4#R\$B+Z0!JNRDJM'^W@_4U^U=P!)8ZMDV'04*--<+.K?/(V+!BRC#ZN;
MLDH7L!28'665/M0==9(2D;EZNOQYNM-5Y3+'XPG<:%K;)NP"Q2+R;!16'W
M0(P8L7Y3/R*=BNCZDJJ3+@BTCL"^DR8BG<7G!A(W02!(9)QN@\$Q.DI!;E)4# MQ.@0&!
+3S%G^M'%@7B@T_Z HAR0_NZSDV@RFJJ#C1 "W^2!!RO_H"!LPNT MX)-
\$NBPT);_3!MCH=|O5376WFE_JBX7(Z!P:4'>20/X68=?CV'3 EDCX&^!L&F!K!@UZ?
5>@!^2!H!?!N0F MZQBY(*""IF;)M#H?", S4;0#C=G!P'_N"P0TFAJ:9PM^^.R2N=M_0-
GU/2Y MW80/O* SB*;|_!0<_5_W>8B93^3G&K!Y5! MxB2.TCM=ETSH'7! MW@<,P3A*

I^3U!J!WZ!UZ'R2ZXRC!DU=X@. A> A^B,"1H_1.7E(#>H?>H?-ICE(V>94=*)M"V0/7-#!3
MU@,OPEB;:@!0.4+-:AHGK69!O9^C=RXK063JO!A2U)/1E^?+?%*Z!DT?*)^
M!7DZF!L: ^%,1JDO_N"QS_3M713970_PENW!9!7!V7_X<#-/+WOAZ0W:EJK
M:OLA/TSJ-M-7="!D?3T0W_IV0=?K!//^ ^)Y"(_H^SBILC2SQ?IG1KA53I_
M2K^6>JU_F_A#OKAXL7_OY!QU9G=WAI|,HF9S_W_6J.B!+4LZJMH_W96<./O_ZI
MAI>3!9YF_#)I^B77T6^YI?/F8:D&|_93#U4R\KY1UKFI7/SU7DV:>L'H398
M_56F%T!TK!!"ZG-N(/-UGA<_8ZON?SK7U(#EW_B5,LGUX61#R!M?QF1-BQ_MH%B)|_
!0XU=+1%)!MRKPN?-A!2_+9CEN2B:D7ATW_,-G"J>Z7*W6*6?GW_M_R@X^/78Q(MIX
UR_QRW:<"21?*Q2/L7B6&1JB^2AT7:NTA,8I'VI0@6^;(@MV*_
T_#6B(M"&^4G49K!&UX= N/QV: !*#VJ\$2E&AI%A9!C9F"-K M?
#:\$P7'=:H5Q#XD/O_SA_/?/O_I^MG34JZ+S/ZN%>B(!SQ;E\$Z1EY|=!5):_M?"J;7J6!|B!_
;0#|GW=H?-U X.G!A^P!6ZCDF!(_C3.Z*P01L@-,0_/5B
M((4A?;P);KJ0!60Q6(JEYM&5U("\$("\$&#)=17GVCFT56I@(_0@(_7,EU%^O: ^;1 M57Z_AJ
A@S745!|NYM'54H"\$("\$S)71,+?T&J4231%(U>H)*H!+ #5+*EN/W^M*K_,T!U=
NY&DJK*+^0!>9@J#X*B!R,+)TGD!D\$ _04_O=NJ%LHX\|Z1ZPH2> M&_+0\$,4058LWU?
7ZX5%=C'3N_*:VQ6J1M!8L^>UFW"C!DQ2*/UH+|HTO!|P!MFWNH9!N.(@O_C1:W_CR#C
\$_X#>:5XV1|WH?M;AUZ-'BI'W'@!_!O'7FS>'MD9?"!WY6X=>UJ_->_,@+LP,_J_!WL7
HDGBN|H;#_%6%:#U6B<;!)Z;-G MG;U5@,E&F\$@MURS6-ZZ
=6X_3,2:Y2E#_U8W994N9FDQ. \IF?:BSZB0EPDVU
M6=/5\$S;"PK<:"KSV;MT!E,@)^U^/5FL_-I7";_SU;|>K19^S8F\X\$_8OYZ_MLUG!-B;"
3|Z_/JU6?LVYI !/SK\CK=9^^\$DX:|?W?0#L*P&ZT";M1|-DBBT M*&(<,-
!1&JS!G4^CQM!B2!61YK_6ZYNJGN5O-+?;\$0:~?U2)(&A5FN?O+!E
M_(C6X=:CU9J!^2/PLP_-WJS6"DFF&|JS5'H@GX&|JS9%H_OS&LUI5Y)D
MOR.LUGNH0OH(J**I@;('-"2* #0:<_8>T"+30".-OY;&V;)?MWL\ P#|P6.NL
M@XL&/>2SV3PSNFC0@3/>R!7P4VUS1QBX2\$J#_5EFX>#. |P=>%/87+QARF!|
M8!#8J/X*3NSY(|/3@JX;MHA7193I91_.J#:66B- MH@-(\$P2X?
H<#SJ(#^(:,\$MT)FY8>3&C!LO/Z+DMR\$|H8B#0JOCEK.G&PQ
M<|0\$RM)Y*O(JNUC>W;U*@MLWU\WJK^?P!@*(JCM(|>7D
MZ!UZA|X'B=LX2O#D!1D@> @>@A|B+N08O8?D%3"@=^@=>A|B|N0HO9-7'(<_MH7?
HO8,C_B@9DU=N@8PA8|B8-|FN|(;%,PG2??;M!_OH7@'KC)@IG('7H2Q_M9-
L<@|_3L,&I'E9?TN<8G,M*KXKZ|RS_D0Q4_Z@_ ^3;B|=!6HYVGCV5V!|?R/
MZUE>|L|3KU?YHKZ(|4'7#VFAWEF>IQ\$^OO!3>FCKKZ^?EEUKR_!U%M?^DT|
MT.8O;|Z>J|N&SX7TS#V&|_RHSYD"VG\$E,>B59GVOXXY^W.A#%A3.<|HM!K MI^!S'9-
DTHA*YRYVCJ75UMI'"1MU('C<3R_/Z_C*9NO_M"/NG+|7|^JV6>3E9Z=(S7>
!0U8NI:%Q/\$X'L>?U_&DU3|-ZUSU/GW=L*K- MU_ZV+PY?^;9U1E|
!6Z'H7S#T9IN'9"^^^KTO<-F9(@SJ"/1ID_!E0%N,|M1\$;1))&N%T%%4)'-
NI00O,0%8E)\$KO2BZ\$B|A>%74J?'F(C&)=#R5@\$C"
MC"R648=RE8>H2\$Z2R(W|\$"J"BNQ44=?&>@>H*/(F2>!&>!9!1;JZ(>ZD0W|
M_44"4\$ _Z+>=_HY|#"Z7!*(!6(Q4RRDE14ZO)|TD2U!0\$V\$!9.DK!S_MC7<09BUA+?
UC#81%ZA|F=2ZE#,1L1:RU\ZB!,3%)(B_&Q(@<*PV\$Q7A.@K^M.UM%><<(Q*Q%K+.1
M5PAU%V-437>!F%6(T5AYA?8CF!+>!,*(FRWE5>|!|-N.G/R!O3!P!:#:"MUM;
(&^M4\$6Y*NJ'EP;SOEJN;ZFXUO!17_Z&|+U40CU:S;|_E|SC"#QKUN'6 MI=;/OPX|_
^/1;)V8-?/R_7Y_59?;P%X(|_=C698|^\$7_#_CU6,JD#WX" M^
&_PRS2+;B*016H&L)>+0\$:0",I3K\$;- \$GG&#\$Q8%D:9|O^N*S2>5O_P!FU
M'&XWXQ/O*AP')K<;D*QN-Q_&5!71QF\KW*!\$S0(#8!~NT#ZNG>!+ZFKD.2
MD*3UDNRW\$8+DM20%53 (-E)VB!OKLJR\$!W50@953@R- E-6J_)?ELTR%"W_M;)
2CTE(\$I(THM^#C'2_!T'6P@N2A"1MEN3.+";I"S7&5\$F!D!*D=!92ZN@H_MEW01&5">
3A">7TKC!2MA9231'#78U15GOI3'U&.W)-7!1!' +U71RUG3K:8
M.6H"9>D!%7F572SO!E|ERNV;ZV;UUV-X>0'.Z-Y"N!PG?N-A@1PP1.%/3:X"
MM^%6XWN>+B+E_2;IS_MT#|D#4E#T@/&?^R4=#A)H&@H&HH>3!?'?-
X|A1KI=@-0*I0*I8ZOU(;HE*,_M7^35:~!L"F4/G/MOHP'7H2Q--
T<|;+S4:P;&H14|4<'5:R^IL\Q+Y>57A;U_MWUG^)?FI_E%_!FW\$Z|^M1CM/"OLZOD?
U!_?)RG7Z_R17T5ZX.N")"O98|M3R-|?VG|= #67U_!Y;|J7E_WJ;>^HOXFU?WGP!55]=_
GPNIF'L-W|E35GS
M(5M.):8!\$JW.M/USSMN="6/"F,YW3*'73L'G.B;)HIUG:HQ>C%i713)L0_1V_M^?"0%:~J-
\$ZZF#GY8K8J*WU69ZYVVN75UEK_73MFX'@0LM3NA>6.3E9Z=
(*S6'!|=U/NM9DQ/\$X'L>W.YZT5*5Y;9?>IZ^|+;69VL%F
MN.'+MK9.,VMG4C.J#NV0.1UM<|H3^>4>;ZTJ2\$R9/9#%LITF?>)(FYRV*+

M6M=#1I#1L-4=?<8F2*S+ZK"Y<"IX&D%&-LNHUR**
M/N.3A'DNDQPR@HSLE%'_A0H5I<'CKJGK4%%4)&9*MK2W^X0<82Z[8OGQMU# MWR
/R,-P>336'VP01:1\$P2 ("_)205"6!/?29F"2A"%Q/F*(8HNI_IKIJ/SQF M=>3(;VI?
K!9Y:Y3(N7;>E-Z@'L\&1<3J^='YI7T'E.CE>M)\$M74&-A F)TD4 M
3\$@1N0H>XV8/TT2GW\ "M1S/R'OS(.V0 / OPZU#J9PI^,? #?GV6R-G#GP1_X&^TT.? WI
K\>: M+'OP8\ / ^+6W6N^A"OD(/A.#:Y:T(0KKLF=* T>JB'G[3:-!\$N\$/U*F@0&AP_+#Z(
M)DD710600VEEH[<#IKJ!7"1-0%J0%=0V<\$1?R21+&\$6%/V _ID1Y0L-V3C
M&G\$02._547H SNKD0+L>) MWWF8DOAPL0I_:G(5N(WW&EV6-J2JYTP.?O<
^P(IX.&H>%Q-=PNUF&GHL-)
MXL=4;4"@:6@:FAXB5F*GIG6EY8"JSC(T#4U#TX/\$6GP7=5LK@- U>_VXLPT MFH?FH?
D!8SF:);+|=2@D+W!04/OT/L0<2)'Z9V\H CT#KU#|OTOR,= MV26I>K=|JI
JH\$H;P()306R2=*^+ #? \$2BG?@0@%F*G?@11A+MLUA,4<;QB(= MF>;&0IZBH/4E?
PZ;N:STJJG_SO(OR4_UC_J3;R->_VTUVGGZ6&97S_^XGN7E
MXSS|>I4OZHM<'W3ID!;JO>5Y&N'CZS^MAI;^ ^OHIGU7W&HNIMT9C\$|*S^BU9FV?
+YNS-A3!C3^8XIJ-HI^%S' M)%FT\TQ\$%98,VR^I#799%:OU/F&NMM?EU=96
5T;:Q_7L>3U08TKT_5^_1U>ZHV4S08%#E\G=06
M^7CMS(JF%^X=,O>E0751)H%+A<6|=&\$;"";@4MK1CJOC\$>N+RWJ(0H=04<#
ME\,PKI\$+0L@ (IC(8AGU7<\$RBB9)(-R(4U4T@8Z@ (Q-UU&_5R4@H&;EA3-7\$ M
"J"B@Q3T0!U(J-XDD1NV#TD\$2J"BLQ4T5\$= 2.ZI!@H \HP7!D=NQH*NH\ M\$
O\$8J982.LJ"ETTF*N-5|Y=)O(.91A,:Z<#|\JHN1SIW?U'99+?+6Z)>S M;6\$.C.8)W?-
L06MFX#;R!U'PNL%)&'>VV)!;Q'LX'S;/_/7H\ -F#7P3\@%^/7I(I^
G@!_RHW0N"O,8>J+*3JJZF>?+B;@#- M*M!(S=J09YBAQ/+ \$I ^KF!)%0
I.TF!UET3I4E762&@D-M6C'S\$)O*7"CQ:V+ M17L/?G0.%>!G+7ZJ6;-C#OR
WWC6I)C.FP+^K.6OI36I;-PDD2=^YZ!;L) MZ|=@'=/Y2X"?C?
@=9;".Z=P@H,IJCH:K&;ZSPA LQ&TW0;K!J"D03LQRZ.L MWRU7-17=:GZI+P9BK%^*
(#+4(BWTAG?@)+05M_XLTI+.(0+|K,6O-XNT1(8) M!O1(BWI/" +@SUK^>HNOED@O
7ICF:LELDN 'FY6B)I!%0-8:Z62 \!:#3Q MU7M ,RYCA#2V6AIGR_ZXK-)Y6__&?65;C?
C\$V|=+3V3&T5(2=PH8OS>T1T* MVVNP3VNFVM\$H0=)0I*0I
&=.K@7T';J@"0A29LE>8S?F'MTT0B0 MF0'L06:#R;R;
(YU|Y&FK4!Z49I/R*"NW<4I,\$AX(ETGS|Y=\$271#|NH1!X'T
M7AVUG#G98N:H"92E\U3D57:QO+M|E4RW;ZZ;U5_/X>4%.*;"^%RG/B=AX5#
M%L3I4Y.KP&VU!2 /<2*X|WN#W:\$X\$?T/>X^FX7'W&4WLEK\$T/OT#OT/D3H
MQ3%Z9^1E!J!WZ!UZ'R2LXRC!DQ=V@. A> A^B)"1H_1.7DD#>H?>H?
7\$=*)M"V0.7.C!3U@,O MPEB;.@|0.4K-Y\$6-!E6SOM|T3N7E5XR|=19_B7YJ?Y1?
_)MQ.N_K48[3O_+ M|.KY'|>SO'RN#KA_20KWM/\$|C?'S|H_70UEI?/^6SZEXS,?76
M7&PBB39_>?/U5'UUV?"YF(C:QW_B5-V7-AVPYE9CR2+0ZT,/.6|W)HP)8SK? M,85>.P6?
ZY@DBW:>J3\$_.VI= _JPS=*;3T5^NYI7JR)S'HOE;+7>+LS5%KR|
MVMK3H&MC\$;R/XW\;1W?^O|WXNWTQ^VS.)7|8)&7GYTBK=0\$MG=XZ5IW\$L?C
M>!Q_6L>3E@,UKI75^_1U1ZLV4S08-CA|:=S6J7KM|'RFU_H5@Y;V;##KB4DB
M@|'0#G4\$FRK(K(8N-HFBR>)|XI_0D50D<4JZK<|)L3A+FAQ+,(*K)81:T+ M6KY6BN|-
\$BZI*CM#)|")B3H66.R029LDD0^51%)R_0R,4PF-1H|U)\$KN! M9%
15&2GBK:4:CQ\$%R|L;# E1SO+)"|?+H6&+1\OS@%@@@%C/%0EH5T0_5
MX\67KN"FI+Z(C:A^:ZF7|)*@N1CIW?E-|9K7(6P-,SK8Q:3Q:|(ISQ8T7_9N MU\$|
!LR\$NB""(@!1H/60-B|20) R &O'TT'VE':_?&H&#.6L8ZM/?;05'C
MY\$48@9J5^'5U:>S!C|PD("S"K_C?0'3X?5C=EE2YF:3\$|ROI\J-OI)#4B#;4^<_*V MC09X-
H\$;+6Y=4E#VX\$?>NQ#XV8=?AJR-/?@)X ?J*W6+?BCZIL&_JSEKS^+ M-
ET,;>!G(W|H6K0#.H<*|+,1O^,MV@'36>UAU-F@#;"L!JNC03N@:JL#T&P\$
MC=2@'7"S;FJ61U2_6ZYNJKO5_%)?+,13_U4DW/,M6@'Y#U9X&2T#K?^+-H!
M>>,0X&+-IU#!?C9 MB-16B_9NJD(DGH"J(J+Q1&DR04>
Y"=!#>4+TN0D'9ZP*:@^9LUMP-C3/"
MF+9Q!B0)2=HLR>/SE\$)=SM*/72&I^F|":|#:66BMHZ|(D\^A?*@/)N51YK+ M%C'UX
L"MDE4_ ^=Y5^2>C+Z N2+55K/IN\$3I8O/TIEO?N2JRN?KE M+|GU4SZK|HO^P\;N;I?
3IDO5'36E7;#_EA4K>9OJ(#(>OK@?C|VP5=K|/_M/^ ^+YR\$H^RBYLB2S|?I'=JA%?
I_"G|6NJU_F\$B#_GBXL7"O9SSUIG=W1T^ M,IEG9C|W_VN-
BM+7LJBO|H4B,ROT;ZF!L..P+DOI#W@/_ (L2*,TOI%B%LX" MD8DX#.JNE9(RH?Y_-I-
16|W?M04.L|YZV^?2RJ|J?+-&FZ9B|PWDB:L=B
M""?;OA8BOF#>^MZDOLIF;ZIO'|/G2U8+Z3O@M635RLW3QS*|>O|'12PO'^?I
MUZM|42|%?=#U0UI\4E1L5*&)>*E804KKK|_#;O76P&P"\#9_>?/U5'UUV?"Y

MF(:QW_B5-V7-AVPYE9CR2+0ZT_/:6[W)HP)8SK?,85>.P6?ZY@DBW:;>:1.^M_&
(WPP+UIK+M16=G'3W^ ^O<:7D/6NY?Q2^7IUUE'O|^6SIN'I1K_V8S]?@L.M*^=NV]*?
6SJIW:OXW@^;I)>I M0 Y=P(E3+)|>%B4|@;7|9B|8L:|8G,WB?#.I.-72T12>
I1F,0B|4L&+|)E0;|Z?AK1(68#?.()JE959>'0+A|?FM^^@|
MJ@DH1H:18608V9@CHVPT*|O|-CA%7GYVM'=H|>D0&|IQ+3!P/(|'|>=U/&EG
M\$.Z=+|/7S?G;C.U@V.HAG|C:UW2J%T|E.EMB|AH#<8/J%\DF"Z1Z8=456N/
M"W%JWRBK0XDPJ.;|5--?GW1!5WP'\$H*\$#)90;|W>!5T|&T@(\$C)70CWVJQ=T M-
6*@(6C(8 VU;-/10D)T55<@ (4C(3 EU|J01T)TA4P@ (4C(3 EMZ9*Q1QET M)3^@#"C#
<&5T|&DAZ IK0"P0BYEB(6U#(:19;AS*2!<#G;4?'M6E2.?:VJG MK!9Y.YR+WV|&C;
(29G0MN9LX_/< 62)R4M!#/5D.22L K@9|BR,&? #?J.Y MVF+R1C' SSK|>G12Q>2-
2|"???SUYN")R?MH #^K|.O7.1*3=W4?E;A=Y1C M(2;O'0"J|*2JHU\$^B|.#|I
NUP@_8>T.C+J@|NS3ZMU*/JYNR2A>SM)|@=
M9'7KR5;VIAL!OSH|#O*DBUMS+|"53U0U=&2
M+6W,4@)H=!*16;*E<4D_EL=EOUNN;JJ|U?Q27RE\$9;|42&"H+5L.Y_&!:|X MW'JT99-
W>P5^|N'7ERU;317X;_1;-
F!AZ04|#>:+3OPD)0" \$.S90<>^O/A1X@K;ZT;'|)TVLXP4)0H)CNC,"C|QZ'00(/5JOQ_||
M.^296M C|&B|'GMT>#RW#4(\$H*T7I"|>0 9>3(?|@|VJS'?EVBC#RY\$7J\$
M'FW6XU\$^8D:>Q F9069G(;..3G-&GK|*Y7T?^T,^FVSLU#>|%, =27F4S4H"
M%IKM+MQ<5;ITN2&?5>(@C-ZKHY8S)UO, '#6!LG2>BKS*+I9W=Z_2YO;-=/Z MZSF|O
!G=&LA7(X3O^ ^P4 X8K?"G)E>|VVH#0|L1'#9C|E!\$03;0=_0|CZ M;A<*<
<93>R6L70^_0._0^1*C%47HG+R@_O4/OT/L@H1Q'"9ZA, \$#|%#|\$. \$
MBARC=Y^|9@;T#KU#|T.\$HARE=(:)=|I ZI|= #!'R5C|EHOD#%D#!G3AM(<
MI6SR,C|O-H6R|RY:8*.L!UZ\$|33=')YSE)K)RQ<_JF9|O9^C=RXK063JO|A M2_)3_:/^Y-
N(UW|;C7:>|/;9U?;_KF=Y^3A/OU|EB_H*UP==/Z2%>MMYGD;X M^|I/ZZ&MO|Y^RF?
5O69BZJ|VYV\$02;?|RYNNI^NJR7X7,Q#6._|2MORIH/V7(J
M,>61:'6F|9|SWNY,&|/=&+=YC"KUV"C|7,4D6|3P34;DG|UZ#ZB)/SEQMNDMG MN;KJ-
KQZP%M|W3M#H+C<3R;/Z_C*9N^"!/OHG_DY6>G2"LUV.U=7|K6HL3Q M.|!|G|?
QI"5&#VB7-?RM|WWZNE%6F|G9E(JK4|8M|T*3*X;ZX22)O-@5@BH) M| 3R;*;&|J-ES*?
A^@HFB3,|: M|=PX8!_!&.G8\$BK/G(^22(W|KC+(E,T0QD98Z9_||.CNB+IW/E-;.'5.F^
MCCG;3JO1H&|2!ED\$ZCGB=W|!WP\$FFO>>-%(|>Q!Y.\$E|SQ5A 2!X"BN-Q|5 M"/K;|X) #
2!X"C>'AZKC6#L,M;YY0@ (VHC@\$ (X263^ (O>Y! MF4#01@2/|S
\$V@47NC+J!|\$"LJPFJ|TW|"3|EA%L)H IK|UD'MY^%N;S; MJ?U)21|6-W4F?
%K,CC)8'^JN.DF=B)\$-U@'7|RF=WY/-|7H"*5JD>C98!X'V
M(S*_|^T8!%I+8+_VZB!4=T#IQM*B|'8@2(M@W_ J0/M,7+5H0! (CF*O#H0F M4\$;8"8+
<.!*B:T@\$*0U5Z|=(2RR**<>9/5_%D4D>5BG)|&H

K4S5|A+X(7FK M&G@9K<.MBZE|#W|D_52 GWWX=;|S|&/O \$(|+,.OTXV|CW|A>
/_/5HX-Z# M7P3|@% ^/UNT|^ G@!_S:6|;W4!6*#E!%8M7> YH\$: "-Q*2|&|3(.PTTTMAL
M:.(YN^Y8UM9+0-S4|@1*"E&UKC7|IA"8W&,B8KK'A'2|F*JF'76?VD&+=T&# MT.#HP?
N17U?9CWW7)XO:@BJA2MM5V6|'0|1K50:A&T14!9*A2JC2,1 M!9,DC)@;=4|TAR@-
(!6B'\$*4_6;|1.\$D"4+|I@J7!>:A"8MUN0 >4!1W00Q
MU)UR!%5E:;@2JK18E<>G1D5UGT0OCER/4V5'06P0VSF(C2);+)-E0GV7D37.
MAO@@/HO%1YH^%TE=>TC(P U.O'|\$N75#BD8<1-)|==1RYF2+F;F4);.4Y%7
MV<7R|NY5@MV^N6Y6?SV*ZY6>;9<*9S65X#X|C)|M;AMQ?*J=C+Z/ +T>;F
MHU0|8%S#GYI=A6|3_49XDR3T.|MD"*_MX?>AS36FB;Z#C""CL67<+C1BIZS9
M).='/:V0-60-60;6|%3UOXD|0.JW@F0-60-60|5G/%=URU- H*K9|DK/*JN M/9 |9
_9#Q3^L?-I'BAA8X|.54/5HZJZ?0#)|<|RW007|3E5DRJH'JJ'ZKOY MS'<^HJ-)(@/LO*%6J-
4,M39\$N.P4L.ZZ3-5X'OJET;Z#|0|I'|,I=SFP)CC M=|'O;J/.3M0(KJ_Y<|S,9:673?
UWEG|)ZMGHBY O5FD|G89/ZE|<3^ ^FT*?9 M3+7^?_
^7|0KF69!&;7PCQ2RW:K%R83Z_|%_IV_=F&|ST'I|_|5Z
M4+S=OB3D)1'OT|)ZM|H:P"@_Z|U;_'F"|O/_|P*>6;S7!;/:F>OY0GSM3
M%_Y1G;U2)*W1_7\$E-F<0(KY@|_4YZH_|R0|KTE%?X48>:|5 LW3 MQS*|>O|'|2PO'^?
IUZM4<^X/NCZ(2W4*)|U\$SZ^QES+8/WU|5,^J^ZO9#SE
ML="WH4VXV.8/K|HE4|6"EZ_||^54LN:00"EK_'S;J>0T|N-69|K^>1!SC EC M,G%,-/
QYICT|FSO+DO'7O|>PW|O-|'_%C@-XMT_K7,Z|NE?C8YZN'D_%K? M4R^<-
7"|+|*GNXR0J>Z|C>W|PE|W#@6ME;.#WW_*%>DXL5^H4L+O6_M" M_/!"L6VST|?;?
&2<^|BE.M=X"S|NK731LL9-XO!FE6+O(L8J|9VU?|/I^IZ MO6C2P^*U7+RZPM|ZU?
2MN=ZAJMOS^I/Z'HV%|&@A-XXIK-:1A26)BFF:9Z|^ MNWQ0;^VWZC1.D:D?

65FIE\2K0T Y/HMH'SY'17?#R#"RTQL9:=,Y(ZOTOOWC M9V>Q7%PLGQ;J!6IY>
IMZS+-9EVK(5N30-LWKQ#-EN2?-S)6-Z\F'N16-|=V&=Q-|<+!%&@!8-!%H#4\$+=M?
\$.JZM>R0"8A*&/^;@VO3"P9A%K8_1V/80UJ5GS(ZI6<6#--8,J5=*3R<3 M!^K.1E76'K2-
3YL_AK?O\$J8IDVXONAL7B*BS?Z@F-J6RI?G^ZH=^1#C60G MJ9,Q"V|WY&E;Z%7'%"
X2';OH':!:"-11KJ0\$HW;C3LR@V3-Y7-I@"D\$ M3);!-
(8_XI!WDKJ/HL>D*R.JHCS@S0#>AG)+M.5MW4K0|JP@ZFQS@;J_F_B53_QUN\$C=|
<_UNU<8AUG2'-:&U_\$F|(J5)T>B)FJFZR;T8EUV(8BD*V/<1,^<43-S;\$/UHS&ZC|J
M\$|=BZH%1BVO"+DK=RZ53%=BQ:W#B>!S_E^/M3RKY|,L?#KL('*,:6'QTYGG6
MS3AHY|-O*_UZ|<;|R:)SQ#.:|, @7\$%/\$-F8P%/@&;H_YG5Q2|EF=4#K!G
MFJ'>9U87CF0A|D|L8LU0ARP+)DD<,3?RL%VSB#8SRQ6&+-2TA:X@|f|:8MLR
M_&7YOW_^|?>W9=U8|W|4,.NBPSNSS?%H@:%>81;IL)D(L8|VL39:X<*0"74;
M9IW|Q0,F.8 &NJ9X9|V L;=.9^&9K)PORYM+4*71521%&#T1!DU-.,&YK1F+LRXL8S
M2N0K-|_ \$V|9|,48=.IXO9JNRTF>%V_RED Q-|&:%A(+X56WB#5#DWNX3NYQ
MP^X|,|'..:P9ZMSB==NL.\$2\$AT6L&>K;XKKB(5,W-CA2+8+-4/'*
|F_99OGM37R77JAWYU6|MLB|?JF/,7Q-N|M+!1Y9 M>2DD !D#FC"OCEE 5|
<,H)D#VAC>GSV@^0#-0M#&<.'L 8T#- M!;J3%\$>B6 M4B)R/6E*K\$;01D";H4Z.(#2--
FN|SV|^%?GM:EZMBLOY+):S#N_.MN6Q% N MF@8Q:"|,9QW 3FD.2V.X8/9L)@7*?
%L(VGCURH)8/<\$1#V,12^-ER@3?:V** MZP0L\$;|D:-)+Z.FVH('KH::)1;3%AJ:PA&Q-&--
N;=9ZQ;^-40+#+(6X7RG# M//=")/>)C:"9YSX)X3ZQ\$;0QW"=|0 L FH6@C>\$YV0-: "-
L!,W0W) PFB3" M#;J_NX U"1|LHE*\$J-0M@0|CD* MV|
2F)&OW|"C'(|CRI'=J&ML|*VX:6#HUXK>V8N|&DJD0WEK9K;_YEI==. M_7>6?
TGJ">DKD2|6:3VCYRG^2W)|MYM(' M_E2\$'H_'99GK\$UX5V5R=^4MV_93/JOMG-
'XX<+,,WO=#TALUZ56U_9 ?IGR; MZ:L^\$-:'^H@?'_4-?
OOY7SP/X3'JE%W<%%GZ^2*|4R.|2N=/Z==27X8?)O*0 M+RY>+
S+.6^=V=W=X3.3>V;F<_UB I*2R+&H4K!6Y6Z-|2 TG"8!S7^C|
MQ'_D69!&;7PCQ2RW2JA94+|_IB_^|>8)|UX;|RSGFK;S&+JOSI
M,DV;KMD+|C>:%R*^8/|Z;J6^RF9OJF|?|FVH_Q R OV5TP?TN*3NL ;P/42
M;#ZIM1VH|Z:Z7=2#_2:%6O|JC>?I8YE=/? C>I:7C_/TZU6^J!>M/NCZKZ?7 M|+Q0?
KV>ZZ^_8S7UUFAMO'J;O|SY>JJ^NGS|N2^G 6O^RINROL^WG4L.I=|_MQ+8S;?|!\$#
|&A#\$9.:9PYYGV^-5WQFSPU|_7L!|=>|Q?'WP2^6:3SKV5>ZOOQ M^|2LG'>KS/E5-
Q=S+IPW|_|NS_B(7|2RW.55&HH6"U MCHRXL8S;|X>&)T6F?
F1EE5;9U2&@M&X|TX:@HV*%,3@,|N0'1OG0S*21|YP_M?
G86R|7%|FFA7JF6M|>KQSR;=4FPMLG78I?/Q- 2BE&@>T|'PI3F|0/X-*&7
M4|"+>;F,\$5TJ|0"L5"*Q=|TS*ANU<5C'WJ!7DS2BZ\$H9&8)*KV|2R\$WJQ
M02^&IDM&NIZGJS9D;AA,|",49HQ-!4ODFO-"#?V3'GD)W(J&&|HVVWE^S;O M%-
\$MZYZ29JQIC"DCJ#<=8C@5YO-H(V5)I3 U"^CF_07%\$ M,)D#TU!Y-0TP<=T9H7/2#&
R!R9# '8XBF"0RC%P6=BYR!-K,HZF0,3|V>%Y/(0KXE_28N'>;J
;-B52,9SL|2Z8!S07"H.MDIS8#*T?%G,=2J.D)TCV<":::P9 MZH6)
QT%YH6=G^U@S1S6#/?!Q&'=U"3&,|0BU@S-(HC=5^+ C>,X%VVB#9#
M|W5BH6@33#U'30D>/9,F<&IN3=5:G/G.2D@'F)@Z5+0^26\$9FM@3QY-\$W<0#
MX@KM9M9@|Y_-^30TB2:61*_JX/.T^334521U0HL;=0_H!9\GS:=OJ'-)LDG" M?-'S.^&;
>AI VIHFR#IZPTHCWU7"#SDSYQ10_U%DM>,RL"-R7ST/3>TL;-P
M|*+4#7@ZE8H=NS(GCL?Q?SG>_C25#|_|X;"+P&&ZT<5'9YYGW4R'=C|HAO)? M-SS>
O6.\$%"|P9|8%LM.F QU4,M0ERD,@LXN0!F#FM#.:@;<(K4OEQ2=80' M3;
9*C_68HZBBL&:Q:Q9JA+5L:3)(Z9RVVJ3@K:#'6P2JEIXV| 3:'-_NP3
M_4+|WS_ ^OO;TDD7,^= % #C+HL-|LURF9"/"W""8ST^0B3W='T|4* MA2D!_J"-
@#8S_1"1%ZYIBYDI#TK|O<"_5_=9;?O2X6,YCV)/-TSS*9N+H!IM*.J) TQBDG2O_
J6S&%I*.(TNO>CJ#)8M8&LKWT<"2;L+\$!) "S""8S,|B MYDT2X;M"(KC)'M@",|,Z(L84;-
SU6.>N-8Z;A0 &\$S|S/+|0G& M4KY-9W*A|_62P9@QKH:'>*9_I5_+0 MZVPR
FOFL&9F_<#(IR=)&'-7=N^P MK,HR^@\$R62T\$;0ROSQ|00H!F(6ACN&_V@!8!-
M!&|,LPV!*1K*!=, \$YLD,5G/;!D \$SCY%UNDOH(0!|(M8,35WA=6,3WY78,7\$N&
|!\$E#E8,&@:!,YOE)/PD-H(VAI|D#V@Q0+,0M/'R M/+C\$X|\$RF S-
|PAT&3(W|AY|!|,84T8FN<1: ^\$ZX>=:W6:Y=DU00C9D:WF
MU^MTQ=4\$9|N58F2=C=TA!;|H38:7TG^LAXG?T|Q-)GT/UK7;|_4%WLD
M2R|T#5VWU|6A?K| MQ)RA:"JZPU=0|=GI6M#?:Q!H'4=LLZEK;!KZ/H<=6VH M-
S00WFSI!HPJT1G"AK#/2MB&UJ,,HO5&/0|LB(&T#:T?5;:-K2.9R|J;NW4?V?
YEZ2>D+X2^6*5UC/:7+1_Z8X<^>V+J|2>KTIU>_Y MZL/M?39;S;/?|_ZU7-37QW_JGMX?
-1_X;Z|!_SY>WG|8RGCB96N)?09U MQ10B|2

(B)3[B/1K6_HHJZ_!D,MHU,OA%/>+YI*IU+?9 N|NLY-.M?8.,L| M1RV\$DZXGMNY.XMQ|K?
_AW*95|FE9?'724O^B/GRF/M(%1G/IW>SJ&Q3U%-6/ MYOD^L6G?/%\15F@1K|Y2%|R-
1&U+)NA;3A: Z%69IX^EMG5\S^N9WGY.\$^_ M7N6+>JKU0==_/7WX^(J'FI?
UU|=/^:RZUW*=>FO);EP|F|^|^7JJOKI_|;D? M3R,O:/S*F|+&S|>=BJD!A&&K4VW_!/!
^!H5!&3NH:/G.YS|LV?|R MD/GKDZ3A8?+C8^0VTT_2|3<0ZK'B;)XKSJ^OFD-
U62<6OERGUX_;\$UFD_-4# MZ\$/V6&4/-
UGA<,JU?,\MH9ROT)DH3/8_W>J5WE>OE8O7S\&-2,?27Y6|Y0
M6Y3E2IUB5OZ=B@R#+^J_?MBX/>75O=K).>GS"X% ^!7!NZU<"M9DK=Z4|4&C%
MGE5=|^O|85.,=3MHW=ZGI7K%6V6.| -1;PE=UPRF*%|0K>M(756*3/W(RBJMLJM#6&K-
9\$>%0&-P M&-S)#XXR3IM)\$JAWO|QLWYN72R?%NHU;7E|NWK,LUF7_&^;?.\$@V^8*.R
-2 MF|7-?N9?RV^_G_:'^EU8SXU|BP|H0 |GJ0?U+_WXF/US\47MS1|4)QH0CZH
MO=JJ02,TI"_.B,.-<4COG7JGT^|X|U;9F|7L@WZA>|-YGVN3Y1XRLBQWR 0R MH9/) \$?
FN-'NJT->-RSP|J'"\$|= #'WLJ#G% _':.*@VY/1=<%BT@F1\$;|@XUM
M0UOW_ C9V6UE^S;LRT?3)/1|0RPV!(9-P-++|F|!'_D@)S^L#<M-
R\$.N.6/N23P>|B.X|R3B!\$: Z2V;Z%|J I!%:CJ|PD8F8:8Y0|57|+B
M89XNX\$9|*8OV|=QHS,>1F"3,=V6\$|C'G#%,/|N,H!ED@J|>GMS3-@ S\$NB/6 MOOHAS9-
0>),D=*6,P-(9L|3#@U PW;K9#6)X4D%6+P|'"X9OV(!RZ6=K K|'K
MVC&WC;4_UN51NSA8.|1|/D4IM>_02_3 URDGGLL%<7<1,TN1 T!"/O8)02@
M\$302T4BWL R#WP0#+T|2R?7MSHJ=T5)L1/4;|P\K*>??1 MF>=9-|N=E0^ZL2I0JC|_-
G|=S6-K L@HLLMUX;&/E MPW-'!|ZK;F|<5PV,O<|E2,#2"/4QW.PKK@7,VRP
%8_ST'CLL(L3Z|0H/_M_?.00|MZUX\ Z-0618=7FLMCM^*QRI;%X?KJB|JA(8%:B
4<@Z4^N?1) E< MGZ-
L'<#JYW&.LG46(C96V;JX+E0GQYW?/L#2"/4QW.P+EL7=@^C!%A6@47V M')0H6S?
L: ^WOU7U6P" _|0A,|%JR3.F\$-!N>SAN6X@G725^0P>%9!3C^/7A2L MLQ QLH)U#<
\$ZF5_@I4S9N7(!UFHMT"=C?0@QRIRZ!YD5M>=,SAA?QVEWR%% M?
S/M|IVB<>J3B=U=3K|QH-M+ MD%?! Y;GB>5(E?.\$YTV2R&4^5>@)^#L7_N@?
TL)C&L8@IJHZ"QC/%T;J9|3P MR OT&92@WVR!,,P |V9|K3X=&YTO9JNRTF>%8_F%
<\$8JQR<|KMZNW-"N?Z<
M6>IC1Q#4K^UAV+FR,|BRBJP|C_<&DL))\$H,B>R@;J:B=|'11.Y<+/.O.F:4^
MGG6Z/TT;>AQ@ :Q.C|K;UV\$(1?;6C*N*5;VPR,|J 3U9V:D&M'5EJ8!'(#3EXV8T96-
F*F(";)RD8U_-/\$C17/&M6CGR.<8 #<'|I MCM&5?3(K|I:PU| MNP"J|""*[E%-5|
<)>B|F#&%E=I08@&>=| \$AC@\$3!| O!%:CJ|PE(5Q#*+*>I
MJ06A/JQN+BI=%*J+P_2|4JJW;:FKVYO/6Q|FKY|E_USNB+2<)|U_>I?&CCI_D3&1;|Y&XF-
IL_.A+C21(P-PRI^NB!1)M(M|#=+QY>\$":D |R3!V|!"/>6QS+U)PJ0;QE3-
| #DF3!)_5CF3&T0F1MW;S % M\$BTDL=_'O<)>DV<-JO1T(O|HLKQROM|_NA=|/A5=_*V5;
19H:<& 7"U+VTH MD_MW&\$J-
(*5O4&CM|QQ>'6#5LP&>P|=S&HRU?,B157AJ0":.)")Z;7W!0^Y,
M2#DN|X<+M3<2KPTDP,8,;(:GANXA1H>N
2_RP6V%7&>154>^U:|7ZHJK*)WXWZ25D_!!;J:QMI;Q|SW3"BSF2)16ZA6|'
M3VR0OD0,40,\$?>|6P|HPZH&%VQM\$;^L|)*H_|R+|GSA/ZE
M6|/GM|E/ZL/GX3^DQ:=|48|*#L&2T"#WT>!K&OZI+G>AKI23+VZ7#YFC@%|C
M=#:WW750E5/=IY7SM%S-9|Y|^B5S;K)LX13J2G|;J+|T--@Z:E=Q4#YFZL,OV?
SKU'G)D_IU M=?KYUQ|Q4=-2UZL;GJ|=|1R|UQ\$DYRDM2:
H02|7SS/H9SW1QK43>NW" _J|X MU7AC/=|7AL4MU_K;K;B^NS7?S9A_VK>SA?
H+)WS|ARUOYEMN>Q\$-X>0Z9L#Y>-KRP6G&J^OQ_LZ_N:@FYD^ M2
|V7ZS2^J@?;V^;&T|@3T6H;DJ/RS+7OW-59/-4G^WZ*9|5|_|H|1|.W&Q"
MO>^'I#=#JR|FJMA_RPX;S-M-S'NA-H;Z9^N&+5?GAIQZC7NH|") (HC6^DF(6S
M0&0B#L.|6|4= SX3Z_ [%_IV|](38'W1?XWY,/V47-T66?KY(|J2TKM+YDWI+
MT#OG'Q|DZBGR8K5?+M36Y;B|HWNV^_S_K_7>?Z9?;VHDKM2|1E;HWU(#2<=<=
M@*/V2DI2_|'_8J@=R4>M)&=YY|S5:E04Y4^7:)=)TH?_RNO+Z7O/#|?G-PU*|
M;JF;X5MU(_Y'6N;E|W=OEWEAZQ(Y^ ^R1WW+6U3U;;G^|Q_5F?XQ7|Y^_D&O
M?'U_4)++9F^JYP_U7|J4NA_UWRI6V?K|J4=M;LX@1'S!7I^C_CC8PPK|/N2C MNN??
+;7QN7X"Z#F7SJ.ZX^BGOWX@L|I+I@:LGB|W>M'T1;G|MFSJYKA9MWC
MY.:KY;R|>K4|6||^>FFN\$P;OJS'^/U.5;|7 MUX-Y++KYW|J|J^NFSX7\$X5QHU?
J8UK|R%;3A5.23|L=::MG_M>NR.VC2F8QCXW
M;\$Q8IU,>D_0#P|9D(D|FCBGR(XS|)'473@,N=YZL:|T8W1^)+^?X%##|06K M-
XSQ/11OZFW-MQ=DY_G=^" ^V_X&Z/8V0SY)K@|)RI4XQ*U|EBS1-|92O|1|9
ME>;JL.UF66C)BQ9IM_O|O+;#;NT9YG^3(M,2P?9Y<=B=?L9"

I90P2I_J/U6.EH42T+W.7WK=C/_V^5/^JPKD-6ZOA:5S8O MX<=7I:@JM U_%3?
+A|>LN)6G<8L.O4C*ZNTRJZ.8FKQ_SU6UR;^=J47V)5GHB0 MK3-%?OI_-C6@ZUR0I&
<_|CNED7V+7'SEV7QMLAFN0[R;)|_%@:3A+M>8%'I M8>C% KW\$WD!Z:9!\$J"01O<IH@"
@B!\$%P49X@.PNLQ?2-6N#6" 62K'XXSTI MQ"3Q&57?%P@"@B 11/NR3KT_/>B*M\$(L\$
NE6-I7=>A=+!)B@5B,%\$MHG%@B M#V*!6(P42V2>6!C\$ K\$8*9;VC9%Z%XL/L4 L1HJE?
0.6WL7"(1:(Q4BQC.& MWR,6NMZ.\$ O\$0B@6.90GOF7D2J3=J&|DF^*H)XI1-
SQ<;7>HVK=YGVL?/#F4 ME|Y|.#J\$D84'GLL!HJF@.3.-YL2/MQ>Y<\$QXLF?X40>=/
6BF@!9Z8_@B|H 6 C0+03.OVT|0 M9=L!-'-&|K&W|*4)H3VKOK"%%._-<5
#BFENDLEA\94G*1*S\$M?\$S:FKP\$T M\U*_A(VI7P#-/+=&.&/:%\$ SSZT1VYAR!-"&T 1 LQ
T M\ZS_.:S_-H(VE/6_2AID@G#_ES6O>TD,BWL!\$TYP6\$OD6%H+F&UK[28:3A.E.?U25L
@VOP7 M\$CD7-H)FGN-"TCDN_)HYH)GGN)!TC@N 9@YHYJ4M2+JT!8!F#FC&>0=B#|X!
M&T\$;PSNP_!TS|HAA;YZDB;'21'?MQV65SM7<'AZRXE:=S"DRJ4-=V+3*G/E2
MG;A+ONS-LIAEQ46U?+S2RU NY_G,>9Z)G=(PQ|RB+1\G7+.8JH@B.(OI F\$
MVYP4I4,Y4OI Y K\$N/-'AC: @.%0KI8&#_.2NLG T (.N9F.F-@+U|_L")2"
MTI"/UOTB|B+*^%E@>-(8FEE3*_8\$E>T F-J J7'>H=@C3VL!HB>-J'%^I=@C
M+X<%1\$!4?;4HR|D!80/6E\$C!P|K*>??1F>=9MS W.S=^QN7!Q@S%.RT\$+3"N
M>&?,4+S31M",RX&-&8IWV@B:<3FP,4/Q3AM!_R_*@:%XIXV@F1>KP-"ZRT;0
MQH@X.,#=X'N3)'2EI/(V@#4#6#,O=,!'|RX;03/Q^3^_@!F@&@&5VT_>^??
_W|>FDBYGS/PJ;9=!' M=VMS@9_0/\$^'CVJ?-H)FGJ?
#1|5/&T\$SS|/AHJGC:"9Y^GP4>W31M#,RZWD MJ/9I(VCFN3DX>H'9")JAM2^Y/TF8&
|+!8S FCFL&9J6R'5:HAO\$*S9PYIY MS@Z.CF 6@A:9EPG!Z3(A
)HYH)GG'^#P#|@ (FJ'5(KG0I76E# UAS?Z.R2N?Z^M>5
M^9WY,NV6'WMF|2Z\$>>Z+D#PKH|I6%P/'S)P;G.:Y/\$+R3 |>:)PFNG<M)
(#SM.\$TS[42TKE6_.=IPVF>.R8DSR!|G*<)9VR>"RD M%X31)!%NZ%\$E@8+/\$^73T/274-
!F*8//\$^5S*=4 X(QB5|)XV@:EI83D MU;:,@7/_0(#M8=B:YR6*|/42 5LJ;:?
P'QVP'8V8W@NXG@R,1Y'K+A5IZG+:^>+V;JL|F1L_U21>8YNB+D
|D(FGE,JPCY0#:"9IX#*D(^ MD(6@24.|N43A)
(E=SCOOA&:R95^,L0K=W&T\$S+UTH0KJ0C:"9ERX4(5W(
M1M#;|I\$*!9F(VCF^5\$BH79")JAG@^A/1^N'^#%TR+6AO(/-.#D3Q(I3\$FV
M!4P\$;!G:YT3PVF4;A|SAL!%E=IOHF%V45;&JUQ:-CE_*PSS/A4!K%OM BSSS MTF
\$6K/8")IY;@N!UBPV@F:>VT*=@;N-H)GGMA!HW6XC:Y+01:M|L(VE!N MB|=
Q=XD"258LHC;B-HYJ4MQ.3UN0":."9E|80D|?F@&@&:>M|3^&|=|T-
A0QO\&H\$*#|006)K^^^53DMZMYM2HRY|8SCIX6RT.1HB8>;Z) M&"D5-
H)FGF|B1DJ%C:"9YYN(D5)A(VCC=6")Y23Q\$1-J\$4OF94U(9\$W8")IY
MQ@F)%NLV@F:>T*BI)*-H)GGFY HJ60C:Y)B1**ED(FF|>8H)\$BW4;01N0
MQ;K4+=;C\$#9 |0!OX&F'3O"!Y|P413:-FK?Z:I676J?.PG>";YW"02(:P
M\$33SDB\$DDB%L!TX;X3TR'MA #0#0#/.&R\$J9\$K8")IQW@CI(5/'1M",\T9(M#YD2-
H)FG#=">LB4L! T;IPW0GHHDV0C:;E(D@/99)L!VX5 3IH4R2C: 9 MYQF0'CP#-H)FG&=
>L9Y!HA27>N_RXUTT'Y<5J^;N^Z;WJ:Q|GJT5UQ-<+9<
M*4#6S74|M%V8TW^H/TURB7S)@EW6>P3Q7I07.R1 HZ@:^BZ MQ:Z'@?N:&K2|?
TE.7;|!&&\$-ASR70_5<|ET9 MC;SAMEOAD+?-C^9@C\$B20|0=31+AAA&>W-
U='V\$KL<(W#E\$USK_V UB|@QD
MZ|JZ/BM=#Q4GU2#=#6#>|A@T,PH5PCQ#N&'%GASR0I5*UZP?!>>EZ_T"@>"B^
MF^(-#0SS/:UX%IW9%AR*A^+|5OP8-1H.43R;)(%ZR,M3EWP=EWWY9Z853_YWE M7Y*?
ZA_KT=|4^EJJ^NFSX7\$Z#
MV&_|RINRYD.VG"J<^G|8ZDS:/>|=D=L&U,PC7UNV)BP3J<|ND'AHW)1)|L
M'/%D1QC32>HNG_9<|CQ3U|2QQF3%2'X_P.&BQ^W%;>9WE:-OYM4SK+.^>=
MVOT|W&2%PYGK^)|/_|+|LK;-Y_-RA5/=+U?J%+/R|UMKHW(|+O4?697FKS(
MCYIEHR0L6:;?|_|RVPS+M&>9_DR+3\$|_*[47J.H^*|!*>U;IM|6|RM>GPUKM M6:M?
TN)AKIY96*@|"-7AES^<"U96:H.38;4.6BU_-<J';1S7JD_N+S)Y|GE
MQV)U^QD+MF_!+O|PU\$W+^>?BBQK1LL!|?M^*_?S_5OGC@QK,(2M%XV6B;/!/
M:_NZW,I K3_4<@TYS|?+AX>LN%6G<8L_WMZC%_6|79KXVA0C9
M%>HS7I\$97Q>9|GB=4|@GAZ". 5!#%6|H4\$0?))\$S*(&J1"\$#8(8K^B)KXN>
M/_LO6N3VSB2-OI7&)K|H|CCL&3>+^4.193+|5WOZ78Y|K>>#|L"2HQ#%
M:DC*Y9I?S)!4E=*\$5(BE,|+9MB0*!Q).1%Y55S"\$8 B.&,(15QF1\$H8P M>P;/L@1#"
(-@B2'XZ^*BL>OB(IA%, M+9N&O\$XW&KA.-8!;!+"R9Y5Q5(FHP M"
|MN.H)9!+.P9!;^.@)H#H""681S,*262Y1U&_L^B*8!;!+%PRRR7J 50P MBRJ813
+E|QR+H|Z#6;1!+,(9N&263AME:+K6-Y5X28ZA5&4^<\$Q9^<.-_Z

MN[0_V&RQZ&OM\VM>S@VO&QB7TI@51/-H;L!D7:(31H6.8O+6/%H C0'0SN4:
M+@&4!4>XV\BEB@ 3/V#BM!> ;F.'j5Y+P"!-7ZPOI_G46?G>11 XP=H_'GM M='9>.P\$T?
H#&G|?+8.?Q\$D#C\VC|>8L,=MXB 31^@,,:?A5@YVD10.,')?P M4E0 31=
ZR#0SF7DKP\$T0P"M>T"S.6V%:9AH2G-=7IQ-YZ\U<6: ZR'E4_>Q MR*&A%JUD\$?
ZRVHPN9K4)H/&7\$69T,2-, (T_GX;1Q6PJ 33^?;!I&%S.1!-#X
M\VF87!-=@D/P"\$W3Q=NGH9L M.)U,EW6Y\|4^1JD7P,*F4Q/(83 DO ?
V%4O)5(0P%5OO#9BHM0*?|<8G?TX8FWGJB !G*!%I M*YR6T+)-5NYH !=!V Y0_AX_-
/\$U%@+ .EX.3/260S3VT1X&PL/ES+-G,"V4) M<+84G/REH\|C,BVL)<+84G/REL#C,"W(\
<+84G)P--D4U%XQZ@ MC)*M.?/KWT=A,I^2^:G^|YIY(SXO?B|^+WXO?C|^7|?|=X-
WSY^E=0;0U*3 M5/KP*
4^:19^UDV5C\ D5\$>4T^PBT/@KI^F(!OE^<@B/*:781:/S%'#C!OE^O+5?
TVNHBT/AS#KC".=!%H'&:9^GJ M?-T'.M|* 3VV_W\|P_WB>2%(^E?
@)DH;N"X\7#)'5OES\WABOJ;'02:QI^; MPQ7U-\L(-/|< '*ZHO|E%H/'GYG!%_?|@!-
I&YT\$6B|^30.:Q+/PJ@<0 TWGP: #21 MM|%%H/&6MZ\$KJLC;Z"+0>,O;_*")O(TN
HT_ ;X8J\|C;Z"#3^O\FJ*.K41:"= MRYM1 BBC-W!9=:(46+H+E@S>\$AH
8Z)N4Q>!QI_Q7Q7&_RX"|5S&_Q) V1R= MCBS38S63.Q?K8Y1Z
>X\K<40!9'7+"_VRKI&/QY+E3FV1B7;|W'"*%;FVL#) MG|=#99!|
(<#94G#RYR'1V'E(!#C;#4|^O"H::Z^* &>|P@-#MC1#X\J\6ERFO:BF6RSDP4^6XK/
M0E7T"&;I=L; M6++JL*JQ=#I\DJUYLS|?Q\IR0>PC"T.K8?CN9)BJ.*K.M-
#N+/7Z6+C)XN M
HT_WY,N,GJZ"#3^_ \$BZR.CI(M#X\PGI\|G.BT#CKSZ9+MJT=Q:H%G_I\KI(
M|^DBT/A+|I%ND\7@<.:?T47M;ZZ"#3^W"2ZJ/751:QZO+070RFL55-8*T|
M6#N7R,\$3+|2X"C3^7 MA2%:KG<1:/RY+ S1!=B|C?PF@=(|T_6ZFO-X|Q_YP
M\J3SF\$BS.!HU<+5V.0K!YL\Q88I',6&*7(HN
HT_QX0IU8(E"2UT\$VN5:IUM&;Z#SDH(HL-0<2RZG
M32|L\$ZUENL9+;G4WTUW_(%Y"&G4<|B93|>KL\$0211>!QE\2A262*+H(-/X<
M%1;S|A@":!P_C3|A24R++H(-/X<%;;(L.@BT/AS5-@BPZ*+0.//46&+ # (LN M
HT_1X4MRBMU\$6C\93'8HKQ2|X#F*/QE,=BBO%(7@<.:?9\ 6GH\$N HT_SX#- MG6>
48HL?;_GW?V,4JW6|6K2WOP9L1Z5:'U8VB.: CZ\;H/%R&4'.ST1_MOP@|6B|_
+E=#RW9Z UMGE?3\$8CUWANHNPNP8KF!LP=B"L>LS|B4B1PYA;*,W,&2+
M6<=7P=>"KZ^)KU5.TXT=\$|N"&|V+/PN^%GQ|C7Q|KKBH\$M:U>@-7N*D\$WPJ^
M/8)O.2V6Z|AX'MNJL'8+OA9|?01?7R|@RW%Z TT=%4V|;9;M&G,^L4"0=_COP? |H@W
8_G'MT1<42A^GL./#P6_TL6Q| M3S\$.DJ^5?@|_*5;:|HMN
3|F4>+C;+&9WG.DVN/S)%A\$|LQS?\$0 MT\$|L^+>CC?
^);5|R'TWB8MXS|YG'TX.MX(**7AN>HDQJ=@(MYE)R!-8A0K M?
ZO>#%"W'Y\$E|&@LW:-\$"M/DM|?>H&RC-|@E%Q&V|=R+I/_ #I8K%HAL4_
MHY\$!D;'F212&DD@.>+HA<2)1|.8\$A"l:4TSN2F%TCP_)BV('N5IMZKY(R1)9F,3SCS^"G
M"YZ8PMN!B\$DV@A>.I"B=D%C*1&9"AX%M&N&, 5S(B63Z\$4"PDG>-
)Y_A^"6AD0_|E+ _07'D0>;OO\$ M2R780|SA1!H&7D+ _2Z4 @!&H17
M2V#\$(F6BY&>)"W#"&4W,OCB)Z|%%.SA-P6?WD'\$YT%WNNM'|+MHS|Z_-6
M#|+B'\$=1O)DTA>(I^WHH?M*)JGSY*W|S?G7??CJ|2;GFM07,*OT*Z6OEGZ^
M:R@5)F":M8;:;FNVV)28E+<3LHR|@|5-(FR-&U77QE@3=?K|V_V)K+W|H M@WL3%
<4I*%,HS|_T KH%'MYK5YZ3D%\$U-|E8?2/BD8;?R"PETR=0@'1%EC0%
MS4/KU\4RDE6N^+IHIC/%&|=VHS>@ '*63: Y#C))?F>"\$XUV^CZ9/H+U1_?M&
M>L2;P^_%S>'M5|R*W\$^|)F(94&I%_P M+O\$'O<|S,D!0:\$>1| O&L@D<
76^)J)56|WP7Q:C)GA4I07-_*"2|226> MXNTIL;,>>\$AO:L:<8|7G*PC)T|DJ*??
3B:0"J0Y.63PTB4UH8D:%J M.R(RTN'3|JM1P!;4_%>4;%_"?R|6H M'N65|
</|A3(K8:)/\$;T1EWR5+(K ME.Y+YO^OA.R-MH)9YB7M!6;YQVR9A+1W)\$, M9Z|7(!S_'|*
l=0E""%Z UUCU81"H(,+Z|9|%'V5/PJ0OC VWL#8|LDX"&1YD(DL-JS8YPQ>|4.5=D3A-
1^EK|&\$TX M5|9Q=.ES!0-,|%QA5>/|Q%UN+W|!%4)"|Q5/R4VM&-
/L?"CX%3|J74X|6#KBL'\$M-M^/CSH MZGYJGN0=B^57?K,-
*1RJ8G;BU+E8_*4XZ\19=X&S;D<'|Z/..JO4D| BYAJ MZK(H62U*H@M|
<4H\41)=E\$073YTO,H_'9->00TNPU)OH)00M-QH.YS.2;%7K
M/=#&=WW^EHY|5%3M@|J|^P+N2CPE;F^@J8U3'=I0V4QPC>":4|7?5%7EJNIO
M'N%=O!|_X0;@+NY!5%4V^6P=K1(HCA9QM!QYM&B*\$KQTCFH" MJJC/+S2V?
01"#5Z@TTMW\$FD\$ '1UK?!D N8Z=:Q9B-=CK-
%2|K)PAK@"1.T&T2|+!K_ =,I4E_#1V|M/S5%UL>Z 1BT;@K6>9 MBL;|1B\Q8V-
>R|S,5XN?IAJ?QMPC*)###PV&| 1ZN#NO5BZK&W'4F'|=QR:4I

M1YO+:D@NY@XL@1S.D7.B4B\;XZ;; D<|G(:4+IXZ*3&ML&R: 4@GA*5X|O| ME-
C0CCW5\?B3;Q^_20_|^Q\|PGMKODO.)^C6 I4\!%/,JZ;N*H9RMWKXG^
MFE>*GT/C432G-S\XZ5 EP,'B|K.!C|O??:5RNVJ)D#&00\$>7QC|[-*Y<^4*
MY)P8.>S#4731ZK/E(-IUQEVPN/+AX2@Z.P?K><)1+G|/%D|)0|5/|7Q@#\$X
MXZ<@2&\$8:BCRP|\$|27%4\$4&V\$<2A'U_3@(V92!=O&%>*G^I+V@\$N=-V@+G3%
M\$>|D)7AV!)!I%|QE+S\$CZ2;-:F)5?8@GD-4_W=L\$K|)(Y>="5O'E\$|ENX|H
MZ^).5R43:F_-:"6PW|D)Q7'/+|-8!H5VR6R|?!DC7&XB4 4%SH_-:4V-"/24V MM&-/L8S-
T@^H%7AFDQ|+>LZ&D0GWA/0HTW*6YE|B775>)U-U7B&6W0AEZ|@ M1L&-
)^!&)N9=0T'SKFX8@DWK1%Z(9MB|T7KQ.|^ALFF&?4E(-|9|/%P&AE;N,F@1|PN|4_A?
WQXHB1|0V>4I-|^CA4JZ-\$JL.V7"FH(%;19 M>?ZW*1(?_ASY/P: T?|DCSS%;Y?>__4O&|
|5K9JK1@VN\$P(2+@BB%Z"L1&()QF O3;\$_-1#"|Z0K>\$FGJC8B41A+L7AR|D#B1R,|9
MS(A0_*V,C^"7|V#|)%4:S6/Z4GA+.HD)H5&6(4P1Q@|3"0P1CLA(^D9F*4\$F MR="F*
|*D*9K1+R%;-O|"QF0@'R!-TO(:?&7=X5-W0|I/>B|WDV|^D/"U": MLVU+..(L^_K=BS|*)
|C:??27C|MPBG|Y_|H/7|W=-EQ7^Z:EEGZE|M^KNMV MK5_LFI3|A7N)F680%|C|U|_-
_2&U@YPZ|GMN|=U'*A'!*8%4R(Z?5#:2XK5 MDUUZ?)T1UB:;3E\$+NZ-?
G\$|'M9KG@WX?%T?U|_3;|9C=7LN<>:/SF^&H(R#
MPB"|E4!7GH)FDUMM3A:VV6&*M+|HWW8Z6T'T;#NQ\$>A_F5|O-|"H,,M|).
M|8/OC&3TOW1T,KJ#Q7G/!"T@G|)A3+R\$?(RCZ>H!M&80@?D;T&-A?TRGT1
M"Q4N;HOY! ?%80ZW!%3Y W|_|#)!_PXR>UV=/^>)WGZ9M!(=&A*FEX6\$|:6D,,+
M,W!'S%G"^-/N?5G&F6\$JA#%(I/ MKU4*|W8YA=E4|D0\$O MB>*|)#?
=,;09EDAUE.!K&;S.#^Z|A@P;N,|= \$>L'_A%%F&I5> M_'0BS1;R;NS-
@S1!G;..S?!EX@|GTL0;20_"@G38,\$3Z(77|RID4C&)I!BL= M^C-
X\$)#S#/,+29*L):.^D.#'@@@3P./R(GBITAAL&O|)=+;8L-QC2FX8&W+|W MMXL?Y?
MB:'T;38RS*/%QX-L8I#F25FGN|^R8HP MP4QP\$|I)W%+,;:28&*5?^BW-\$|O6)X5F>|^3:
(W-DV,1V3',|!&%);/BWHXW_M:3J|XD>3N)CW#*3&S1,
(C_|WWAB6=>L%+|YK@N)W=7M@;S:HO4FHG>08C|FQ MH*9KOV1R?42&44QO=L G
8GQ*9B(=|D)2),8I?C?JC?#|@T>J7T=!.D|'@!A MFOSVUAN4;?2I!)Q="K;/44HD4|K9?
TQM^9?^ -E R -((2!*^/P"D')(S@ M?1-OZ|<,7I6S@\$ '!Q;:?\$A#DB2H3=#7HOGL)?
9")MGT3|H-D3*RDMP0++7 M;+U=?7IK%^,!P^!|Z7",%XBB0Y@D%FC|"F%&|0?)@
MM_)Q/ F/CFA\$SW1_20_@(#^S,YT^@!;!GV9H|TNK_->)%J9|T,* C>DQ_X M<|.8T-0.?
T4_YKTL;L@*#20?":TP8#|+BGH MX<7XVBF<20FA*XL*9!9/P"JS(W%E%,G' 1#(^!.0B@&
L7XQ%F,|^2<+Y/ M;:O@0A)9NGO|\$|H
25Z3G_#_=DC(KQ"*2F#VIQ!DW|*A#/+|I.Q8D'!W@
M.@!;-8S23&_2B1()="F;NB)G_|C=|G_->(25#. UZ1XG.-3"4Y M^S%,%E %-
BMCCF2Q)MA1E\$^H @UOR2/R M4Z9O6ZP>?K1X?B=
|BJM'A*E&UN;+N8"|SGX#>4T?)1JH?!& M&#I71=,MG5P,5;F7%(:K6|E3J2O7!,|FDA?
B9Q^KH)CP89UTIT-QV<|6J2N M^&4&&#@U"_%5P%2&L<)G9,W|
D5'1D+*|>%|:4^&=# :&3U' 8;R/&<<4BXN M|
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M;_%PD)5T#HK\,L4C|F&1'W?:QDD>_H0.(:^=&,7AF,5|D)H%DGPF(\$|:2<
M6OG+;9@'BBPOB9_#X==PI@ ?KP|)I5*Q\$=FH:7;_I.?;D\$*>,T.|G+I^1C- M)&.H15HS.:
<*P=4F"*| -F|/_33XD79."|36,H/|HDYGGCQ#@7E;N;(/QY94I+LD6XM48OIN'N:4&?C<,"
S3|@\$@"!0.0 M&|H^F@DDE'-^3&58|45_2PFO=S#>^CMI^Q^8&Y>!#@Z'?;&>Z&Z"1(H
MDZ4YP?\$|Q.RU'(I%G)ST6U!Q_-&6KENW|',NH%6AM-WX/++)#P*OE!U9N%1
MCIC4^2=E-@DDVVOI=^O6PSP|-"&SW%T^=*BJ?-
M4\$4LFL,0H^370UQLQ|3M+*S6RGIS+.&JQR,+;>>WE1|=(<4 DCL@-3-)"'
M=;,PO0+5|12ZH1_'3_-&2=GI|LRD|FXWZ\$7>>GZV.F3G'2CL:|+G) MZ0T,&?X|-2<)-
A)LQ%D?)9LY"(F6;CMDGJ(B@JE/4#0:&"^&/5|DV XN*@ MJ-
|P0%|HJ8KD!%5U!1H48=B H=LQUX044W3=Y_-;<>A2F_||MPM>\$V"7NRUW\$!@/=
MJ#8BS-Z@L< 3J. %%%3N4H|JHL'H#1Z"B*ZC8UVN|BIL4(|X\$185VE\$1K@H3-M);M1=
(U/==/(1IMJ'Q-%41J1R+|#)>=N.|RSIT7*Q66&3/-XB;SF9BYB55>HB
M7=O9V"TS\$7PJ^9&P6;L"7+O*EJ0B^%PI^)*U9?YXOK05|&;#BO7GN!+P9=7 MQ)
<5OI\$&?(FN5=FQ&HD(?QM_EL%N2Y MY/=,>,OD81"^?PHS&0*2O6"B,C!ZCS;)%W*3;:V-
N%21:7(D6R*0UF9*M GAY^29:&VFK8)-/DMM#\$-4HZ:QIJ?33 M-
8;A;F9<3VY|Y'KJ1F8N+JF=TN-PNR|C|5M-PLUB4K5JU,^+RU M1E+?
I*53%Y!;TZ1U&LOP'@.P "8WP*R54GX|, T*3+MFF08!S.L%9JT,|>.! M:;
(3P#)KQHL*8%XO,&OE/!|V3(MZIPSEO,#L|+4T*Z;^A!6CLUOH6INUZ

MJ2::) #2XA9QZV+I:SL(JM''J ?V*8SZ_Y&0.RP' I!#YE/X>PZ8CU&\SN_ M%'6F/Y/2Q#S;
I@T>=@!FC=1F=: M2CBG9\$8*W*P+/V6H3V(8('06ON3TD+R,(%07-5J>"CNN
MK+=_REK*+\$/Q+AJ):XS75S+FJQ.*9QM|13?8Q'(I?<>J%|6W^W/; '*_)49.J M7-^YID>
I\$Y|5-S+M_3L3F2'''|A%"YU|HSP5I0:*I2 F^+0VVQ(1@^|Z_\$ MBP^+2611HIE?
5:9)H'B/-5_0JK3>P^_.,LM' M.,GI@V5:NI^JL:\$G/41:(J:65/ #:J*UOF1-2/NP;MZ:|=5;
MLU\$+M:MW0"\DQC-|<1F^T59P:00&>M||IX?PC/3^I6EX=>|O|)UGWA3%M
C3^:L|X1=_6_DW@)J&=R|Q03|_N- M-X89WGK!B_>:(*57;5A^>+-
!N,TU|US9>,S.K*7IVB|9VH\$|HYCN|BUH:23& MIV BWF4G(\$UBE"!_XGA69|SY-HCVM-
RC;LYJ|C+
<;FBI,PW|ZZ3R&AW=:JTM2^8&+RW;.!^@@SN;*G<9'HZ|X+HOL5FY=5|5S%^NF4|340/)
MF9R///6!#'-KJ7J(M?3PFSNC@H4'9ZF1A_1/%N|7^IF:6NSS?02+<=,M3JPO8<;
|1Y#97LS|T, M'^;D,XSX^\$'''^3"/.LFU&<%C)V33:4E58P|<+99HM/525@!3X+'EZ@^!|!N
M<&Y=FZ?T| M@:OV!KJLV8U|ZXICX+#"9R0FU.XN#H.#&('&|^|E@L?H?GB^:|H.KQ?
(' M_%5957A)&6AZ%AS;:/#/@&*. Z^N!*Z/!TDKR*,=N,&2W5WCN-LYC.+X|)W
M3S.7|T|YZ8<7S*F;;N\$P6M8,N@:I72OWL0GW_",L(IS(Z/>?0WCTCM8XJ|J*
M&+XCN^KV7?;LN9#=[*KTQUHJ_ZODK7A:I<+1RK3*-RZBV5'44M<'0ZIP*%L8
MBI8=0J6^|/#A9FK)EL7X'&;P@PP3Z=;#HS8#J#"V>E1'<:"7=1W!D2<-N7-
M+@W|^!RE1+*D&ZE>U,P'0J.Z_EA6)T%=(BPE&92\$BCC6AD|@89D=)<6|YL M90+F
R<|8YZ+)"_2(!LZ8LT H.VE/|I.=N8NNO:|N8OG#N"1DOD470|:)|H^ M>8\$7@E*_Q|E1-
T*S6E#"P#+ZMMZO6KT>Z)L+,-BE'=HV(SZ\$N"D1.C/H2OB
M)9%L/:WQ*7Y|:/I=@2DU+2#!6JA23H&+U)8^LSK_.0IHW &2@(-C7HQA6R,R
M:7#702Y=EXI>>|'=UL!78/0^0J&V*E)?'7>P=(MIV+*ML|+%GE3A/D-M%|%E
M7>8RXQ)<1@LDV9HF6PZK&*A+VI_Y/F|_7:8=C'?KOZ|FD#|-\$4_N\$/<|I-
MH)2KBW=-43#TU58?&H?7CIX*R<@:/3I%CZ/)2G.G MQWG|IGP+PT=_2J0A3F\$,DTA)
(DM_UTQ@3D61HEB:10%5E.^H&=6%5"LP#-2" M_SW\$?P*IZN/9Z
T.RY1=Q1.J'8|C/%VH|,6N\$MUNMG1X@-'5G1:5MRZE=LO&I5VN*8L
M&\$DP4FV+2'U&%M<2%BGXB+*:UA0D)*!/@++\$Y0JVI&V>;NMH;F'MG
M/HZC*0VM_);FVW(A+."7U/>H%)K/>6WS9J10#+A65+7LL"6*^Y1HE41%?E
M7ZGT*UV68+&85^/_(:%K7|*6%??1%'#Y*LT|1+T_P|?A%+P%;F9Q|!Q|4YCS
M&.8YDIY>=R|\$4RS7OI|ZK_#_W|DRC!1FGB|?^W_^YFBJ_2Z:F?U|!L27DOG3
MOV"&4AI)-(84-@A4/US3\$%X.TWF)XG0"F\$|2W.LDC3T_3)-L,2%YCE(?VXG0 MNKT
=8P=)\$DOF^4D@.#/),2Q@U=J))3&WH|HIB&MZ008-:)7|Y=)%)-\$MEL:
MS|,26TDTCY&)O|^>'V2/1ZL+ZE=5KKN 0'@ |(QB|R4|N2S8#H_X2H:|ER0
M9#*Z2_Z(8!7P\$?%_(.W44F9"!|LYI0"326/AO|V<;8-.7QY:A8ZQ#ABP>' M%
+F+#T1D7+TMJL|R8;&#PF&|@')QLL;_?OHSBF37E*<@LTU=C.+8/MW,+
M,E/=|/NY*8XF|N MZO|+Z64*UNZK*7X"U1|O|W'^|E:>S_S#5W/!5JA%PM#4U|/G
MCYMZWDR_|?C?Z04^A|S^,7D8XSSP|^)BB(T%RCH*:I5 MN|&!HYGGG*-5J|^L1UPN?
7!+S)6X<|JHX?2PS"-D&WMC<3R3*\$4#LDRK)4D-M2*
&|XT,YW!G_>B'L'>HU|0VE:E.;V";>./GQ)TDO)\$,L&,VQPZ5E#?_(7%4 M"ANW-Z"&%>T=)
I@Y:VF.3AQFUAG/"DTYXC"SSSE!M_ V47^L=YC=S6(-D!QZ ME)D-
CK(.%T'O41YFF,SO*^*J2>45'F7/. MD|(XXBASSSE!LS)6MD,<.2<71Q90FK6XD3'
C7L>%YB1Y#)HM#%'RKBXR3\$ MCW9R="8X|NYI00*|G0^O; MF'5&4TSA-[%6E5=|I7?
IBO5UG^Q'N"IU9S6KTPYL:-F|2 M:B4 >QJN36(CULL7H!S8E.W/1 JSG MD.4!HYAKSP"F.
<0P1D)SB\$B3!-J.HH1|U@|8S6MF'C#"1QY3X!>N,+F|D^|MW0@#/_QP1&MKC&
|7=V,OGL^;B\$RKH60RK\$XFLFKWX1!FE#ZLZS:K|&'79=4^ MK=N3TOJZ4?
|5!2>E|MV:0UWKI/2^YN|?OMP M:\$L:FHF8CJ=#7UT-0"N'H/# M=--TW(*4_/MH/HO"
|'Z&#AWIS5|PF.+A|*ND9Q|HW|VEV/|HF?_M_|^WE M'D*4TLYM\$|WNUAV*.YMM=
|K414:\$+<|H626'3LFS+1T>@!#|>VISGW|SI_YH M%)!S\$N%/#S1G/WVE!3P^"FN:O4?
X49,5_Z7%|P9+KV.V8I'NMS/XQBF0DFS M>;8<0*5Z95"Z2<*O^7V5TO!|J%'W/*"B
=AR5C07H'DL@'KR|L7?2??>3J, MYTDJ?
3J\$|XZ*)3PA'3GQHJC*6_NMIN@Z:QHRHUL'/7+==[@Y>D5Z/*J5G|"\$ M|7P*\$A?
5C;L|\$"RM|WLS,+0MM16|).H@D#7JGH8:WZ/+S\$9 M\$U#A1C2V*R|X.R)DBJ:
RHA/P^P-J|+*(3|Z0=L;=^>5DAZ_ |PY6Z7X+I>L MjYC^?
3S.0HJ_D:CU7.JY!|RMWL#I6W4|?0B8"_U(Z\$>,|*-M!SVZ^8|(3;*O M3#T2?'7=?
%51!X<97SEM|JNSYLE=S@YTG""HD#R99K3BA)'LMYJ.MIY#O'@B
MG:B6U*FHHL3.VN&R\$CLB&8VG.YVAG,IF86(V2=|L;+@-@@1?N|VL"i?LM#^Z)
M+0^FBI8'A00A)L#*%Y&8'BLK@&F)L|CSH"J"@|QPP\F?@.6L!L;/M_6?L
MFBG|Y04!>6UV4V04,L#_3=%XJQDGB0JHX|SHFRIJ-

+\$/[*9H&KV!):O.=A*K#>#9=5'43W91I,YMC95SNJNZMT#I?
I1JHXH4A>US85P\$V#EBTA,SV-FMNC(V))0MQ^!L>
(X9H.=BK(BS+#C4.PHK(J+"&_BP==X\$5\$4'L7+R):*XI;L M|HG8PT)6^7
0"0,F,PV|/\$B4P3W1H@Y%AXNF!|RKW@*E^U%JGOB>:%&'HMY8
MZQ9@02*P'G,>L|+U+:TW,&33X*QXCAF@YV*-L/,L*,C=@R|8\6F6W!/_\$NX
M\$_>13'^KFGA-M(3YDK5HJ0AW9W9-M&C/(%E71'M+'XIYH F+Z
M&\$)P>;QPKWH+E.Y'J7/J>Z+5&UA|DPOOC K7T1B>B ST_7MWL"6;9=5BPAQ
M'%|>.V9%XUIFV'\$0.Y;*1:A/9_V)?WU|OU8-77@2|U1-1>NB"L-%83EDI%4
MJ8AF9W=%=&FC/(6;?M@"/4R4;|,|F(!%=%6,.34Y.)>R;W6+5"Z'Z7JB:^(
MMMh;N'VU<54D=8K NLO!S(K=_6Z'GL|"%"?Q7G,!CP5S2>9@4<'!-@<*7-G
M=2:>M|7|YDUQV^N| MU6A|95-86EE+PHKH>V;W6MND:=H,1"&'MM9,-
E'^>1|C7|8#6.E5-*6_M%Y)*2"KFDHJ5CN,H&"BNRJk%*H6IQ9)*<*K@U/J<>J9T,4?
-.%5QVZY3T&O,MVQ1C3A;>B&Q!GT'OBOTA|>@4TY|Z|,?
9O/0:)|F!CAPJW"@T8X%\$R*AMX)=#=_MQLP|S:8|O4T9OB"A|.('@33Q?A#)D|9!Y*6
2BG&?O'16'*5FY'W*L&W,;Q7
MPC;QTBR8)U+!)|@Q@I"H'X:@VP=>BTBMN*>^|Q\$^S6+BC1|"OSR8+? 54E|M
MH71&QCL;1'R"T.R',9=0(4#Z1WKFIQ^&?A/DA6?QP|M\$)4IF J_")X5F> M|^3:(W
DV,1V3',!|E';/BWHXW_B8%J^3 |!(ES*D%BERX5);|D+N5(+N3MVWSK_*3*.@B!Z0?%\$
MCST)V#7)J"XEV?I19(%0DY*_^=OCJ;|Q*@V_K^#!?TD((E06Z+G+"&WQ5->C?
QD%GBOMWY(YTL|J"XG3ZX+F+/M2-L|WK.OW|WXHW1R MZ|HU=51O.4FR?
S%V;=J'|;^=OMSR^F|IE'ZE=)72S_-?92J|TV|WE"/|S=L MF|VDS+U#59AQ:X; G%|J?N.'
-5H#D.,DE|K-(\$O65%Y_-?SK^D;F:4\$#V-)
M5V3:Q1WTC\$/H|UH,6H!"3Z084X!=4&|J8KB9PKJND1\$0@A:,HPB^0N|*I%>
M)E%"LJN51\W B1237')+L9|OVWB%SZH@US3Q)!C?U|OLMDUA4'=QQCQ'JT W>9U
^"NB)P(|HDP:>)|A|82EK6Q=
MK;>8573|V7/MJ6|ULWL#QW%E2^U0ZK7@@@YP@561/LZ4"S"%W'%DVVA)*\$N;:
M3JPP02M'^7E5\$JO5R9 LJr))BBF8W=|TFQ9K=MX|#22^|006YN>T4|!L;:
M|BJP|:8FJW5KFG&2RL2Q#/(M*0-|F";J>I&D4|_H,#E4GEU7|*E5D=#'/%J
M;V#HFJOHO)S:(GJ9-8(J0M^9(@C+\$YNZ;|F'W'XZH->MRDS88;0:9IM_W7I@
M16@^4W!C/U;+DE6M9E|QH0/9|^|OJ;CKVM1D@S\$(,!*4!\$#=#46HN(DBS
M!W1%S@4NXO\$',GHA;-8(EF_'BY?LES*|R:*?G"P:R!O;Z+L|R%+0X1^I'_C
MH5PX(5O|OD&(>1C3RL/-7&OT@/_#AX?P\$"J0^A+"0T^OB_#X'F+MXCWC8+&<ML=
|#/\$W0((+*I'"NJ*72V\$I%|1"2MQ|6>\$9-X)DP2H&M""")C ,RS,|>7"O> M*NA)BB1%&S
&8=+<"Q7L,/|P|PIK.Y3QCSXHJ2@T,; M<%)^F,S'8Q|4RNSUV8NIUI&A|@?
50I8ORS4B7'I"X"G4#?%S(&X)H|K2/"%T MI%D%"S9;F|(WER"^SFOTXW+40>_!VF=S&-
,D4->IKE9^+Y_|+_U2|@F M14|!_MG.DV234U7=D@V&-; M303SPYL
:F|2:B52GQ\$,7V.^WMJZ@;*/+,(ND8ZI*K7S,:ERD(F0Y'9;I_?
MZ3Y^^^2_,!Y^/^CE\$|ZIGVB6G3<#-1O>*(UA/0573OT\$E4C0RO(+?Y&ENY!
MI0&5,00|Z0E>1:4W@LH>00>!4WV%;37J9|N9UEGB=2OR/>@/:ZP>BX(I(D
MVJ+_"|%-0TV'VQ(-WA<|):KIOM%^ED*2H6D?3I68+BFV;XWCL(^VE5_@5 M7")PR\$*PX
WL:9XITE3^Y 1/YL."MOU#9*9Z9JE,3T/I*YG-XR%<9(GT)?!" M#H7|0RA|)\$_Q)/LL70("
HUNR^|C|QXA/OZ :ZQ0WH+,:D)(A| R+7)U M:+.8(21J&QYV"/HD3C.-8DE"X
|GV)M^IF5!'L:9'>)N,:7'Z#U9/ES.SM0V MO!TAO>#FI8%@Y8S|?Y+UJ|<;_ |HM+F|O|JY,9
RYD|8\$_)QW?HFZQ31U|M!
ME%)D64#F8;QBJ"FK<**K:/OL;P<|_E(LNB#!TKZ3VVKHN5Y('+2TY)(+!IC#
M)RF(#WB6^D9>LU%6 (+|'.(5|/H=X1\$|L(O?@IW??B.D^%:V:IH0(=!BO)|H/FTP%VPLN:
M6=Z)9#|U4|IVKXH1X"TOJ;8^S:E)G>YI^N3'3=(P4VF*L:05(^@<H3-C
M\$&5E\$B;9,8VG=|*AROVXIO0D2|/63;9>X>TI6|YP=3DS7 Y>>?"1J:S('HE MF?:318
Y@VS:)(?)\$%_,^J8KK5^X+P,_)3RPKD:;QA|2 M6?
+*ZJ;O+AHMY/RLX6ZKKA=DU+'M1/?GH=?<"UZ+B#O)IYD|YM-|_HL2|W
MX6AQ;ZHE1R6DMW9%5)QN>4?<#9H<\$?19%/9SEQ9^!E7!96|<5|;*Q"W&C(%MQ
E)1CAZM.0@*|"?9+< N&^|X'|JTHJ H/*KBQD9?L I5_F|P|G|H#G T
MT+##\$MAL+G+58G7PO;O+796@N5%#1AR5T &WXC\$|J.R:6XG&1S'E@871"A9
M)JP37'LGWY4Q4=G!D,<^9*YF8,Z(.OKI&#=#/|-3V<+X)4X.V?-Q6F%QL15T|
M8IJ7)BL6*T#NL@;P307,_%D0|V9QTEY78 "XZ%3V%F?Y(/LQ NL/\$&S6U
M!S@HMET9_ZD8U.%OS"(EA#Y4_@*('XWM0_QXCV"/45R<,8O-@9UXB+|F
M846/WD^2E-T@-OM""6@.|Z.X*SG^AB779|-[23Z0?Z>?|^|F&8"GL?|YC@|
M|H27H12F%_2W2R|T0(*K|+0^ZBK8C?2-

W5R!!3JQ!%9&K<3;WK>K3D\$)\8E5N4'FS\0L_67K1\F?3V!OEES@,+,
B_R>AD_2@N\AH1#" MSPN=S\$?+R,W,
MD@|K2G:,MS#=#ESK1\$L:UT*VJ6NAGMF\DP3=J|>";99@-=0\$M#ND_!
/D<\$LN2_,>53L_G4#8U MC9=:Y@|%+I%JK;IKRARI(^#"W(M*#XGCI M==5ZE""?
_PD\CD=-=FE|+(;GHWE893VAH_C?+5N58)&8T5QTZ=;6R74_4E!
MUI3|AN7,8^C3JWC9G283;+D(7(BU)%, \$X>%_S<.5IU?V8.D@S17\$!??7E_)^J
MNWN0X;MU-S)N&:T'HCE3;)R^|8=K4^S8I)>4QT\$, %R8'='^>'Y W;- (TF>,
M;EXT@F\AQ<#9)&N5XU85!_G?B!WCP22%Y*>ZYN?.;
MOG'CF,LW'8|@^L(+.2GG|"8;/J39""WJP6'@J"|/!#(-MP@?-A-!(>%PS4
K=UN'KJLZ.^.|1=2VM"60:P2!#B?PQJ#0T::0M6KFND/E M"8B|HV4%._
EA7G|GR4'7VY'N7EJSCJOBEGT0C8XX)&U>0:TD9#C NUL%_5 MN
IE8=\U>UCHCLNJ782C5@Y5DF1>D " 2VHJ|=7_#(W9_K7RKVKVPVA_AX7L M1*&)(-
\$X8Y/L<#F@M/S1^|UIBOXO_0<949K>9:V^Z-^+*W%&99KB>(E6%B"| MSTF.AJ60ME1:
|>@A;77SJ%F&YZ"6\$*VM95&N7>YR8C36+7/|8&6_/N>ADG5U
M2Z,WL%&W9%3:Y^!=9E;K1AKEOKZ|P':VX\$S^*W1YVC M)2ONT%%Y,L-
93OK_HE:"3V\$64?)?<934"CK2K=Z 1LUH|QAU3V|C8;BG|_E5 M07C/<: V.PZ26C#>?
R340+?-&|I9%LOE^#08^!>OH4+N&|9'0L-HP4.N1\ZN MZ|!%6W|++5,V|V.6GBP#E4-
X7T#U0Y)<@V&5|"Q"*_D&">3,F/A"U;^\$JO|Q MHSUZ|0JNJ;,,&0IOR!0!:|1|)?
F)6^;ZB|0?PJ_"EK3>*E00WBA4.E|BH MJE5Z8H=*!5=IS+A*>%-
\$4V+>.73/R:CSX1.IP;HZ:|8|3X^ C5"O/'8)-:." MP5|K,8+2" 061KA/HY\$_-?
J5Q=7E46!ZV=U06\$HT\$A%OM(6'N5U<@5=U=(%74 M.FU3K=,JE"
|/LFSP8"O)NCU<*M4*5*VNMG'>4%;7|1N65C>2U5;|JFNS"34
M^H;JUQIJ7_2IR6Y2^X>ZFNC3;R3^@6&0&:YY7X31TW_116@D?L8.7|_IXY!X MU.
|0)1YBP^3KPPOWU| MQBX,6#WIR(A3 |M,&X9L.*QZBE_2G(R5^EUHOED<=*G1S,6Z=-
T656V\$ _TY M1/'O:|XG(H8RSV,MJN4S^D9;3UPK3Z?P<79L61%WZZ|Q)-
/50A1ZR*RLL@R MMXAT>@/3DDV5%T1V/&22RG:8*JT) >MX7C95P53NC.8S\$M-M#
(=YYMXP)G#W MVGTA08;HM;J'0;.*9I5|=T^WA(S66HS49S^W-
S!DJV|'|C.'9XJ02E;G02M M:2JT4D=S)44\$6QY),0DH,THKT"?KQM!?
S\$9_S7;E*.5*U/M#2Q75HSM.H.' M!|X+39|O+%Y(M#?
&HD8KR6K&=C/TLV/Q&G3|9J'S+=./6B/1/Q:|A#_GI7V M.IZA=%3=%64|)863I*JKUH;
(|M9HM+ E@J&V43*|Z6VM8,1%-;&FR:FTWDSO.OLH.(BVX10A^*.6' MRAYT_/(#.IH-
2S9*KB%MY(>CXML0%3.YNH|3C%V7V;JE+Z|G86W+,KJT
M|V>Z/3JMMT2=V>L;%;Q7O*D,?\$POU%ZP;Y23Z|2|883'&UM,#^1AKF%-N|C
MN^+|F0*X4ZQOC#UV(YICL-9K).^3G3|JP|K\$Q,Z_|Z_FC906WQBGO(>&OV MLT45X:)?
0-9 8\$=3K>RM14N|XKTS|Y4&|_*F!SC-.,9BR1YV|D6_%B4GK"!_M-
XR|1=)E4>0(N,O'IVFP0U;&?/&FW.>5AQYG?8 !?XNM6NL|Y&4|!\$#@>>PS M4J-H3 #
|G/A93X69AYSLSSPZ1D*&|QBFC\$6AKXM#G#-Q"&X!^8G|,|)X=1PF M@^H361B|9829)
|WD:5 W7I8')3UYB9_ ES|RO(1 ^IK|\$DZW!;OSM|Z2J>>' M|#FF1L19V^Q'+
R|MDT@R(>WHWF;416-L;%=BOVYBE"FXWD("V2DC*R)ED6 MP#;Z#N\$TJ-
N)|:W;|9%O)8|#+B?F HN4;LDC=OU8_1Y|4GR.TO|+X+7Y-\$?+ MD;(?;1*WK%.+I?
0&1K|\$KT4G&H#A+.;D@9_K#36'V!1C-6D"7I:0*HP_D?2%
MD'|ONQ|8R(7/T.9N+%)8EC%:|EF\$G&*OG,NN>NT2>|JV""K3ZNTFG*WF72|VP?
|K/E*2#FU 7.E M\$|G7V|U4@:BO-5R"0=-O=?L@|9|F*VQMF#;U9/|DO|\$_6GFEK&K=3&
<0W E MBBEQCB"&JYRFB_/G:L6%BE67=FR2QKEC0C,M>BCO>R+%A.X.(8'M30&|9;,
MD|+?PT'M@VKP\$ _^Y(7?LU_K2F.I00'6?;XKJ&GZPR5*6V4H.#1 X|ZQOX M;7<.;?
(W6=^ZB|9U(G&|3XOP.PZ%SB4:%6NU&A53\$?@H!CA'LPXG_ ^OTG"FVR
M;.&%8DGM0626|_RQKNRTA:#|W/G(DB" I>P|GO.7'=[D+|HP)H\$|SA"R1F%
M|\$@9TS7"M(1999/563 LODL,O"XG>V_K >0E)Y5X>I6^-E6C/_.HT5?5#BD
M_""J@>WJ<678?==DU.-!MZW0H)^|+)|2959U+|AVI20|M4ZV 1SCOUO6| MO%K
2BQ\$T^()K2+(YTU|MX(>|R*%V_)P;VA9F&@.0XR2K<"BL@B!&DY8'C=X M;V!/S656U KI
*EV5|*H73FE |00P#D2.-VL(G/W^">|H%">3A!VY4T)MO= M+T|;8X./P*KQK
M8V0*4.N20C|W^C1^WF865-?N.;ZO8\$E&R5&30Z+@IRA>*|@N6ZSG,8|R|G(M<(CAV
<5'&I9!8!ZO&-RP#L.)AZ|MLM)Q2Y1 M68(!KBP.<\$43VAVS<81%@2M^<&5S@ "L#
(Z!EPQ\$ "JT/ 4H;7 ZX 5.K94UK7&A %*7A!E>JP@&N.)E: M5@U63B"!*PYPQ8%ST79Z
UUV;%ZJC I<,< 5!QXTS'?095U1.,%5-XV'?T9Q M^IQEBX;?LU(*#?
7#+M^6U%.XN;A|V"&O"ZNV1T"SBE|-27 40\$X1N,B| (X M_""
T>%@SGUO1M&XVH1=U*|&QY5TZ, M'K,W<\$4A|XZ 9|L9<6+P6'!YL#@H."|0PP
|VI;+X<3HL;%TSO85H:WEZGEM M2D++@RU+^_0Q?YB(UM1BU^T:W"4PL/5VJ&A#

!;3V"M7=Q-;!"\$CEZD6-I!7!T@.PF!=%0!IRYK1V#%I#D!V MTZ;Y*2].BE9-
VDIA8=H_#%^FLOC|+K=Q)YY=;05H0Z_|+O#R\A&?T!)/Y4 M4#@KCE?
*)UI08#NLHH*XD-J,# Y7AZP*Q;8VLO3>P')8Q<<*9+48614*ZGYD MU3WXY;,&JN-
&|%@.00A%E"SRL2BYK=BLD7C?#)/"D\$I3+_2R"074X(JU MW?TDH86'Z,F#-\$I:
<9E2|,1%0>|";:0D_-8/J&9,Z;"RL;:F-%Q&T M0W,|&8+R'!F1.MT9!;W0\$\$^&()H-XXHX@:
(>J=S(\$T;P731?)T*(<\$P'JY M?HB5QG|@\$3^3M 36,)G>P#0; MBT418L0+."J,>O7
@3Z5YC\$0 AR|@*/'"+K<"/5.2T.AN2FJRZK^G, #.Q;%3
M85JK)UCTWL!Q6!4\$%;:QLKW|@WIBG^+H>|9W5MC"CO&N%N1;WA^2/)JA%-=& M;V
)U=GT%'E(:V)#BRH9;&*3Q'PN#@|JMR<->%A8023+>#1%7A4.2-KPL;N
M3T\$4YB>&-9MSL|,PCTR4AA,R_"X,4#4+WJ_2\YK6+)?(S;|P(JI0?_B!)2H.S\$C*?UZ&V
8U5PCOV?9'3S'Q)'L:#1>P_11U.U M=P(Z/\$.G5KV)+?UK1|6)NA+&P\$J8#8I*"AP
Y%#*VG5A0@U=F_'Q|=(V>R M5%U<^9IZ|7>2>D^@|I%_S_WTM:F^U>\$;R#X#UA+G?
RXH^CLEZ+<%/7>XM56T MX)OBILHU3FH)QRW=;T,X-D;W1LXHC(IJ@A_'+G-*8Z^@P
DW,J5* MX6J,&)5>O=-R CW"WHV=(H MFJ.'M9AXLP)|9;0Z/R/I_8)4;EUQ|Y-1G66S58X;?
O@VCX?86B6D|B0.@9#A//,909 MYE'0;>K%SWY(5V^!E& ".|<*=AJ|S\$|
(E03.5X0I96L7>Y*M2GJ!/?TI> C@* M@N@EN2WV/XN(+G8_VT.8;^#-\$G);_7=R\$|F@?
=ZZX=T_01'|_(UYYP9|MF M#=-S?|;MW+_XHG2"G|)6,6W+S2O|F_.L^?/5V^W/#
|KNF6_J5TE=+|/|UE*KV M5;W)|N&VOVY86MB4N>?U/ZA*HQW>RW#|M9C);?OD"!S7?|
>9S\$A\$A3>&Z2 M2"0 M|)-\$ED*2HNH|(F,2QV1\$"ZM+\$=Q*_
"CM|EAF*1; >8)'>R@|>B67^+W M1?4CO+|EZ/L,TH?QAQQ96;W88FK>X15_=N|#GQJR
;SO">@)1CLFV^3\$C&;V!C9VBSQYV*M@-,%H%V>T M?9D|)V8T"QA-D2V|<<24;MZ+%
(^A7C9|W|DCAL2)G0_1=+TX=>K!0705PB8 M_#JLX3=&QBR;HGVF9W!SKX;
UOL;|0|S4NI"NSP@IU|2C!;|&-DI";KFNBZ MVAGP|%/LF(+P#(|JFQ90.3S=|1-0\$(R|M-
\$|L)1GK"JK.5NP7J))HUD0DJ MTCYHJM@?'EP
S0W%\$S94'@YM5AF.ZLN=RIZIT.KRZ.@FIK=FAOH6,LH^NQQED+MPM,XCO_17KLH6+SD
S%2Q8ZAJ_)H 6I55M;'05.K" MUI161);I%W6A-H(1I%FN*V(D"XFW&+|S4DV9Q-"1)
K.DIM0D&J=7N),AB;|L%*R?2|'"OZR9C0|^\$5'\$"Y J M|,13|
<%D'@!4H4>>"H@F;3;"*09GOV_ M&|'WHV%3V,WJ:6Q+RAU|04\$?
@ZPV|UXN|K2|@*9*2RL!30DNK-|<5A%6PI4 M7!P55:H7 U%B8_=M6Q<6U';UBN
M_26*OTO#B1<_D^,*L'3XAK\$01?=S1KK|C'+UL8Y%JV1;Y>4Z(>ZC)TVB;8@6
M&ZM4R9;"2|B&0,M)TUR;HD7%H\$-V/0L%6BZ.EGUYJ\$W1HM\$05;5Q#1YAV-JS MV5_B:
(P!>U'H!=\$8'*EK=?AZ46'>6J7?1W(,S'4|0AU7W\$@|YD*XU9SR!A4 M1Q?VT.Y
IL+RU1PR)AZFBBAHUQW(5-B|FD/&HMJZ)JQ>|HSQ1Q*0832=PDx/
MJ4M8&+OJ*6#WJ|0KQ;\$-.&|>24<_7D!1(5Z50T(!P!A"4!T!A 5RM,&(.H>
M@|0@;MK"Q-D90%1H3LWPXE"3N&OSTC&FFV;KK^1Y'GAI%+|*7I*GHL)\$%GQ
M7S|,YK\$7#H|K6='A",^K^&2GG=+OS_0VMU|AQFHL;YTD=B2< M\$ VM5UV1+|L9
_WS+9X_0#2TWC)%@&|G +3/W7@"!FTS"*SGL4G5N5&?C(+MO%><*-F-
MVM|JINFPR|1DGK/HC);38=M1K4|8>4.MJ#06959%_?|BR.BRA|;
MC0AL!"&"W+J#B"iW:S4B|-|=7CIS2D0<7)O:C4B'\$"\$J%UVT@U|F)&86F6|M0
HBU/*%C>|P&|*|?Z@Q"N%L=L;6*+@5'<0L<|H=Q B7"P/)*K6=0<1^ZQP
M)8BH:31QU:HL6B-<35QK\$A_+B@9U8);|&P
M|C&&^8Y)_##^(X*_J:6;@75|1*@9U|AYPTH#8X49K*Y?DD3YJ|!+^_"R3T5C
MA1?;!!!PZ01<|NEH;.!B*@HGxJ6;|JT_-;*O MD(RYMWQ1BKBVMJQ43-K?
3=1^Z@YJ|D9H,4*-15&CB"BNSJ|F;Q07(|1@QUI-M5G610=D9V.R-
Y6(\$&X?"QG(<3F##R "6(4#G3D%|C%(T?U\$U#8A|X|_<QR1)
M&VEI.0F>HGA\$XAM8T2U2((D"?R05Z^@B?U2J<)^CL"!PSB\$+J_")'XF|5<2
M>"D9W4=)_6Y>IN+"?4:779U5>J#-|_%5^_K V.E9GA;,*H*!;ALLJ%6!L M,1@K%.
|<7,F_%9&:W.SV9_OR!56BYU*Dj+;;N<^H(%TE<
MV7!8%6IGMWD7,M@(GA4|>|+B+RQXU@">M67'9F70\$CPK>|J>;B/|+GL6T
M*|N0=;UQ,SK!M()I!=-65E!BP;28_69KLMO<(,D%T|)|^=04@Q?"GR/_QZ!8 MUN?
Y%/9KF/T;R>R'V8YG@(*R4V_-01 M0Q_\$ LKYL/BCG!93+W|VPVQ%(V:'(WT&1OHDE#-
'V.4B*ING0C_;;VS&WI MOPZ=W|T8L|.|\$JE>3F_K5.3>8EY*|O=> K0EQ8)G M6/T!%RS%9
9L2,)4|L-A-"62|V/S X2AE\$82=B/'K\$=|=-!(%/|/\$@07X(S*2
MGEZE=\$*D|+5D=,;|MKUG(|@'S/L'PT7CMUXD4S=,D|4+D\$FDTC_\$/_#U,Q8|& M?
>F#'|QAF/(YC@,R3"5DL;SBU_K0Z<1+I9=H'HRD"4Q#>B(D7'N?/X9IP_@^ M?
+F^I^5,E6|)3D)#Z|LFD+F(0KR-T5X(8|U|4?H)"/*S_ A8BR_(GW!/(
M%KCS)RNB8DA0.)Y)ME-XZ/H&55;^_XF+*V^>8N)|O_&;,+WCQ7A,4
M7ZL@!X10\$&YSS3M7-AZS |ZF:|D AB.D2@K3',+8I_ \$^!1,Q+OL!*1)C#+N M;|7"V^X-

'BE' D =HW@,,:7%&Y3MV1X9Q8TPFD6X!'^+C2?>*&=/TE CLJ2 MEX!X"0+|TPM?@?
_4_2K+L'""=<8*TP/PPR#U)I'\$=3S/P!(3ZB8V'%[W]-M@^,,:<\$)&|X|C#>/'I+
f)1+K'HUI0=0T[9F>:L'T-?=I"#+FSJO0)-IL3#
MDG"D<10\$T0LJ2;N.V9W@=Y3R0BVL459ON"V3?
f.NE%.LKF23+W2CYF_.O^_#5V^W/,:UON>5?^7VU MI/-=0ZEJW!*<6D/M_MRP-
6:3LO>OK|+UM-?OZ6X|5G)MS,[-R]^4'D&R\$PDX M.9TD\$@E16?
I&9BFA>I&NR&LWDP.IPNTM^8V/W!W-88A1LI7/6F:(V'6-VI?I
MP,O6:HIF,%EC*,A*8UGW;6%5CF*2 M?
J*HP62W^F8PC!%U98598Z..6*8%+W62EZH[SE4Y]PC MN*7MU%=T:-
M1616IOP*/#=1N=GBT*!YUM7%CGA;EN/%W.CSD"C>AZ8L@Z&FD
MPVZI+SV1H0?'!)XC*8P4@ZJ>^@LMGE#%OHFFOK*)0&3'>7%BK/A;H7\$W|AP
M'ONI3_)RP63T\$7;LGH9'>%E!N|WHDKLIT#E=YU!;R_;/R2.2IG3|@ \$7.IJJ MO6-
ON*S8UA9< JX2HQ7GQ?DQZK0+H^OAV%LQHA6Q=DX1:|>>X"1#JQ I6R;7-XBG
M86;.:ID'I;.8JI#_)94'IMD|H*IJ|C8B-BDLXCCTX24Z|B;I(ON)5T"4H4, M/A&0#-
".655)Y\$3YY4_6BM@D/ECL-.6962R(;N.*3N.4.Q&;U D|J=VL|C
M'I04/#A5Q";)V*26|V+%V7#VN J=Q"8)C-8|+|Z/T5;|)NVH8M>H6*3)9;%(M0Z*
H+ZK6^|>8FVF RCYQ &1X/<#P++E(O>'(DL/7M^;JT+@ (HP"A8|"W-5P@^E9Y(0V
1^)TTG*!Y(|G/-H?..AO(JY|@ \$H/64KFPPG6D9N',0&& MPEELO3(*,W9?E,"|
2%RDx"|R#Y/%M)(EO+:F5&,V@W6IY,2,O-BO.EB|;,H
MQ)*.F6HC(1725W@@@\$X_YIT|>@'7I0|LBN+81UH;^_EHP^%|2N_-HIR9WW-
M<7GINS=W#_>??LT7YZ=DBA,+(MB.%S^=K-LF^|B8@G.8=^X2)!?I3G|+ MP,?
4T,ND8EVMPH;^ M,|/3?4R1|W012|JO&C|W,|G.\$+W.@V+9('++4,;:'*LRQJS
!DN_*PB?/Z*^_Y-M/<;3-ADO@6G#WR|&@1PH";:VG;0_9;Z+IA;|!|?S%>|W1.#CV|S
4)"(/_*4KMAIKB\$|H^8946&1V#P1 M,\$;J+AKZ|_.8CX OM,-FQ2E1E\$|Z/3&Z@6+W7U
M*Y3'(N8+)|DIVX^|:GQ*\$X3CBG"US!8ZEW8+!JYZVEZ^VE_-T""8E=77T>.Q
MRHN|)_IZ<1A^B6)|\$QL=S,W=V8V|Z|7:T#;G#+<&F.?R|YX;HZ;"P.\$KX,D; M/-
EZ0L|.2K4W,%59=U@UO1/(Y :9I_(5GAVC&G4.VB7|BC@2G-UWL3PN|LB\$ M%X6E1KR?
7=3Z_(*5SQS9PJ@6@H 595-MUK)#@09S05|*2:IGY73EV8!O/3@ \$@=U;KJ=8-!Z_#G1X?
OH M5*P2CE/A2X,|;N|L*MHVLT2=IJ G8!=#KN*>LPL8:>#?F\$(V G8>R< M|I'.0-
BUHHR.2&H62|9|*WA,0_""6A\$ZN(A*G MGN1W>
<>CHWK6D27=,6EJGG7M,KW+^G*0A@N>4FU=J.LY;Y;SN*H2T7
M|3DP9"L"0QW"4(4;|4084LMM|_)#K<10A4_P1|C2R@WF9|>0J#)RKBHC>_1Q
M/F/4'R.,@/'VN!.JFBBB_GR2P)B.RJ*JL)|@3R2*|J4Y4:|M:8.BX.MQ=Y@PT
M!:ZN"<5@3\$GPIW95|7N&LY|BHB8TZ\$.ZNISG|RW"4_|)A^/*^K:-|9=.%:=8
J6\$;E+>Y(Q+9=5IEE"2Y-@*N#X&J@C;(\$ MER| U4%P-5 G68++X U_&K MY#W')%.D H
A@,_?175|MBDF)ZJ_E,-!F3GKA.UH;H R5/5ACH*\$Y-J*^(6FME6&T+19E5F6#R?
|TE@D6LL'F|/981%2SF?TXDK6ZKA|#DUI|(B8V7% MPWQZ)|H:8A_;&S%;SZT.5!A%
<^RD72RC >?Q0;B_7XHD+1="YXQRKFX(:BGJ M:9I_-|WF"|F.!%|+OCZRJM-6C#@?
+7|M16/>-5TPMV#NUC-W'=ZNZ -S=L;6 M3|-N7O"UX.O6|W6M0WO+;_+H8T-35795-
56'|K4A/"6D@+^'/D_!L5R/L^G ML+O#|(^X)WXXIZ:6P6_P6+&F?&,-K6^C|6
6)3X^8%WS=/=/5E8UA"TC|9F
J^%\$=&.QJQF55OX|B8LIS+QG>L%+|YK@H1>6YYITK&X\7YE;L3)-UW|)L_) CV*Z
MN|>84|WC4S_1H(3D"8Q"H&_ ^<3P+,JYQ(!,3)#(,=SDJDWJWRU,(?
K|HVVCORI%S|#9BC_:W"J,L%|
MU>9DN'^<\$&IVBT*DZ:\$U_64TS@5S3,WW89X3D+&3*(|J3:AMU7XGD7_/_?15 MEN
:R4M ^@9!|)(L6@|3B;24%53|P3H#;Y:0V^ (O|XJ6"WY()TY_|"XG5BY@
MD+DVI|A%7/;UDN_Z2L9|N3DU?W/^=1^>KO|N:WV=<,J_4KHJZ6?|OI*U6"H
M|JIV#;7I<|V6V\$UJ_U5)FCN|W>_#S3232'(4;:1N1Z*|H.I;@\$)|/A3@%U00%|C0)GRN
\$D7W.=8.F"|JHT MZ|!|_&9\$1;\$)\$XOWP_,#*E"V!G;0|%*AO,8%*_M|H6GS?
+@@^T/OX|57G3; M+URNL65+V7'EPH+W=)|8#KE46;V|ZBBR4>+L8%<\$_YQ&D3UA
(+/KIS/MOH* MGX_/X+ZDP=\$|JCCG?,8RQ\$%UN3NO1:X8FV.
(&6.X08&IR|JA@KCI#&A*+<3C542_=1HM%N\$QFY&!OW/(26'KMX 7H^K M*C*%#
|A^EK*>B#=[4Q_#DNY"FAVJ0%6T=7H.("YK0&8"/ZX6I?|_*50;\$7 MC7D?
|):IPMT\$SP%BDP5XV/4"\$"\$>S%18\$<|Q,IE;|Y)8PC):.W0/H=Q>6DHS
M@)O>&KAU.P;C|H:44>E|V?(!5+;\$B?84X5#R5++@;5E>K|0!)AF|J.LFN
MW20"C/G^=JX&C&#KJV#K+1_&I=C:|+8V=5FUFCBMN6#K'=5?UJN|;_:#P;H4
M2(OJHAS8U#3Z(#2G|3#X? 2NUUY9|5XR8YJ(?GX M9:_ =743\$.G|-\$>1"+WR5YJF/61J)-
\$8:_*TF"YID\$AIA!TO/6K3WBC?|V3 M=/' \$ #M^:D)0F!3|QPM#_ ^"3|_-

SPU(BF)IS";U9%&RQWL2YJ"V)@4&#W% M?)'E4S(-
C=B;GZ7\$3EPTGH_WL.'Z83+Z553&+\$C_!TC/2BY!Z!!|^|\$_MOH-XL@;3N2B90'R
YCKVRBF#P^C9/DH3FXVSY9;^MZP KJ)=!A/IW1.MC9 M?/+WSCQD?!J6 0.J1/-
@).T3VH%D!@##-7LY\$268P!+S2#8V_7YE9.\IFJ?T M?;&??(>'0+CB:G\$C|E>|V(W+IHL1-
#-VTOHRL,="G.@C^&3&(J"F3DP#YPB M/E-,C6YG|5;X
EAD1F(JM<,AZ4M_TL72!)^LJLQ:>D|:>W0EJY^-R%.ZL\$R
M0^@&1KW!>/8_S!DP=0Z4MW(+Z1 EX00,K2.(ZF\$J"1X)ICG^LPG'K8\$@8&
M@37&9+3"!NOHA>MG#7H>X%&Z^6I60^G&RNT0!_D(S+Z\$(++EL=L"!|,|^ MK
VYBU%?9WCJ!(BG'U'P@|(^R
NV2SZLRH_IRUY@&P@Y>."W!#="/8L,)!_M="V/A)3LKY#/[U|WF\$5@>4&W16ZN5|H)K|JR@
M8.DQAF_*D_Z2@JKT M*<#BJ#5HR=>P!:_RBP<[Y2^N5/|)"0Q-8=18;|*G4V5 M D|!^",
W0B.3Y-2+*AETRD<1"JY%|2@|/7 7 Y|*3S0 M86|J%"Y9PP,04E=KH:O=J;@L4YN+U9|
ZC?;"MAR_@=.NK;F|+T|K!/&(+N
M/5Z^&M3K|8;6XBOXAEY91K9U_FK\$/0GEG1EHQ3A800*Q-)|30WR!?
%A%IF&13&.C:G-&V=>|LF(B#6&&?BK%|)%8C MXZ S[S73ZE9%;EC8Y,<@L*
X.9A|H0XO_*+OE2K+/"GKVI^|<6);9&7%.D MPL=,9C_|!;J;%(46)8HJ4EVUZXPDKJ!|
&@V0A>T|Z&Z--,OY\$7Y?U"|M7?F6@NM_%)<|\$_M&VBMF!*_Z+!*+)8;_9/0*P
+LQ)38HSCZCG|N5K;H&<,F
M4W+'U\$=92%5GH\$RBN!|S;*.XCF6/26K,D(5=V%>3EU/V1HI6QCM.1!V MUD;OY;&
=#SZ_OY+AE7R?IM|+A|RK1C#1|Y@B7@/"6-N3<|HE>*A3@W|V&T M%B-KD VY4|
MV>1'+|1TA&Z.2Y\$/0H\$|864XHM!YP; T3"A#!7\$PT+^D0:8|E7?|>B#"X
M!@R9,7K63)VIR@O)!OC(_D(0H.,I=V!2NB!S1@M (-^O|54)VKS*,H M6*5=;.:?
E!ZU1\$3\$8+|&\$C2K45_S&2|<&9!(-X&E%3ARY?^3L,@OPP))*P M2-L8#R%;&UY|
QPB".TX3W""C2D%L;Z%H%"*/8!;' #JGJ<"X7W?GB8!?.
MD)0@15?.4D!FT|PVB2_3M\$!OMQ3R&T@|S\$@L@19!\$.8\$1 RKZC_C%>,L5IS
M2G_EP=7E-^0RC\$N@JM "LD-/>"F_.@ |/"74|KGI<,M&HW. 7T&5S(>(.1@M
MRR.=6&.:TA%,(FYJ!2ML2S=1 (R8.5,6A2U%K8|2U,#,(83*7-TEY9F6@:|
M"+EI""TO&\$%='AE@!NX!R/C)%.V*5REE_.8H++<\$S'W!4NW37VX/AY/ MP2?|?
4HV/94%HHLGES4UC+/D1N9.(1K/2-LW5|LO=|ENUY'.7,#<&.HQ)1A+^2
M@|@PR6)J+;X);*&H"M*7=[E%ZL*M|Q7!X2R"MH*!&G)F=_BG2|,9H|!^ZS+
M)=.:!U7M97|&|.J|@R_X,G>G/L&VCT|B|T6D*TRT!T|O W*"J"|/#03=0|,A|S M=;1-
@QZE^|R6&*.?P!7&35?JZ-&MC M8H.N#R+W|?'MEG&^L3>,H>YI2-8ZV
MI4RP"W;\$41+@?-9&W#,|)%\$6O&@ #XK0|.UOVMEB_W+U";Y:&?
A8O4A>*M#C\$LSC.H=6.;|5QRE?X8^0 MF_UHB(? (5SJL:\$|B\$G99#'#)|=Y%N'5A7C-
)7+2F81%0>.|=X9#Q5|1\$M_Y| M:S;")38"=J9&E'1).63T4&(4C9:KN?SF>3?
NYET@\$*S@%?0?|T075RDTI,H< MZR+VGRKR.?R\$22Q*'|@N!>#2>
MZH;+"L"Q*-2"*TLP47,-MF1!W-D;&W5G#FR45>1K/= %Y2'T/MUD33!T^V|
MW|*O^;A^PC5T6|LN8| #6MFM=\$W!J0|2JNM M:D?-UYJ(KYP8HY;PAD,^U<^_N#;7?
CC/GLH>=%*P3!6O0E&"9/2E84K"N M1|"&M0C6|@)69GT%K*142:D27ZKL7A-
29;1*JO8XAWF0%F9!M@OA-5|5S8I-
M/^|H/_/^@*##"M/\$,@FK##1:5S.OGYFR*#P'TBX7A# M
*E**;.1.5NNSUWH|GLW3PQ9;JM|3U>"PY"Y;LJV0. A:|QY#N/+JMOXDM 1 M
#K|FNG4IWQ|J7PZB:|!#7|J43Y|T91/QQLHK%AW|POL^/F\$68S8>V2)!OA M4;
<\$+Y)M%E;.%8E_)|_H4JW-S;QA#U;0,08KERTX+->!G7PWO6M3J0+0^"Q(Z M-
4"GL3UYQ_6K7O?TKH" "=QN+_EBD53^?0TT3LWQ(NJM_Q
M!OEFK)6\$E%&V5;1W|CVA67?W(|#J|K6R7FRTM45!S|;.%Y8|6U>2.B(YW& M
OR6(U5/!_'31(#?;\$B|_W_\$HVVJIWOX<9H(-O"!Z|>41G0YL&&7); M!7QCVO4V;XP'-J"N"
|2ZZT!|4UL5|CU;5=(Z(@#G<9B_;8M%4_GT--\$I+6 M+M+?
T0)EV^KCRLC:*NP;VZ6PG90|/CBW=941DLZM .AI8H_"KF^/0D)".C4 M\$|+?
YVAA\$X'H=-8Z;M^3ZPUJYM1-5HA.J^)|O|D&?E6SF=-MXK7L32"U%V58 M2B>?
PG65&ZN?*JW7(8UMZ_1U%BSHJ9935|"@/D9>*-P@Y5?*|TGR.ZAG6^T0 M^35J*G|K95?
*KI1=E-W&=@C|; (=PH*M&7ZZ|4GZE_-8BO_7LT1XBOU9_-K<0 MLDN|HW>T;TJIM>6H-
FV_U'7W|Y-R\$')GFT8H/J9C'G+-IVV;#.W|B|>-'E1
MVEG)EFW7."9LDVV;#MH%^Z|/^K;J4Q:"R/KF_3T)I95|T1(3QOV0-"M86 MP;HGQ?
0P>I+P9*"=3V"54|2X^YCGJGHP?N*).#8Q!?!1L8\$CL"8:>Q\$/_ E.JG MBP!J(L8_-\$|&W_%
FVQ!|=IPP-+9K,'Y/=BQ)7:ZB)W&'K,- M^V(M6|V,C|F&8K(I00-
*I+\$MFJ&#U1WUOJ\$;IZ=*U|D)"P4=I!+ 3Y1@.O9 M(CM\$@ 5PBN%5PHO%=&#BD-
AW3UM0UUV)>KKQ1@*<#U""!33;V=7J|F M'UP(X=W05(Q/ZTLV|Z-

:9.Q?!*|7Q@=B@'26PLF4E'QS9>J3V(W"U?%C8D2DW"T%,*+/-50A)<"NS)P\#TLM%L#OAD>%J1+%RMB/Q|DL2=UP3!+X";S^L9LE<#->EO)J.K+U!|/E2<2PJN"MX!5+@L8DF6/I>7%3Z?T\H_1#,CS2D-^SH=\$^2-SXY3\$<#D.E):?4N9Q!&|*M-.5Q2F"TT+_A/%>@0Q2U|J|_#_A39K^5;D97|Z_N_)4D*C\$V)MS=VV2O!7J|HMDH.F|F;|*='NW59B)?-/YFJ@F@|&9X^JM6Z_0J8\$ORM4JV54(5*N7M7WOWY-276MWWE,ZK?P*Q(01_Z3F_C)A-HA+N,*,V?PWDGC^\$NBK5'>,U/033^7B*>MR?CFAQGO'M+|2QP&5+/82!IG)&;35J:ZP^B.|E|0+*?A0\$T0OE'RT|!#3+UMI'M8T(U*_X("*.X|KH>UWH(%2;?;\$^90LP<|S5|"MK|(-H(&7S4+E)';?Y,F_JAN(FQ;R1&;?T5\$&/&2MT49\5:TO#0=S;&L>GHF|C1|M:(K6R%\$.JO6#ZG>X#R>N#3'9MI0KL%1WH|WF3|D"G\$4O|O_B2GAJVK&6"QB-ME*XD#%K#%M7\$VZMIK<"BV9?W7|A-KDLT2Y|S(+S57|HV>FV0RC.%Z1L/S)C'!F9;KA8Z)N|J3F\$(N!#%'#JEAP-M|P+Z('1C8|&*?:8=0,<9JOBX0F)W:O&|HXC^F(8I3JM2N,,&X;V6<|##/\$W99M>G4I'YCSO3(T!_,IYU'BXS7O8Q*XF-"|2*-LYO(S),P>XM;W!&XQEFZ_9:UM?(J&,\$=SCM,YM,ZLNB-DSC#<,*!;,*"(LM_C,5X%_W\$O.P!E&J,0_14GEMMW!Z.AMX|F>Y1!G8-N3|<@=\$P<^#XS)OYR;^T>:%QQ-E(H_R&&#=\$S|33Q;@7-Q.L_HMWVW(B,>OK9NM=|&\$^3T'963*LB@YKW)0K1Y4MU.6OVP_?"0SEKN3@RDSEF7&MLLQ8EAG+,F-9|K*?)=ZOIYJ8(/\$.JJYRAJ+GOLB,Y=V@W5-!2Y2=0)FQ+%>3MEJ|F53\$-F+\$LQ%%P;A9;""1NPV.1O<'!+U.BEV4NS:M('MR%C69<;RS%B6R2%"?B>XJ^""#C+6-:%S7NZGHSE/;5&|8E3&#)C66K#_M8YS|9N%=S=D'8^S>T&V9LGRE6!8;RML|9L,V|782OUL,1NJU.6#:%2EK>F M*%^X0/%W|KJQ;C M+._Z'P.>4Q#.?5M%=*68>3939-A>3UC1_\$ZR|S3Y.@N@ET92_Y@7.M55J2N%P'V0_';2"/)'F1WZT#H>-8&4,*F/O/HAIQ:<*S!9SSZNS;""#B!P&6MVLX""#B*B%YHCGGY2>ZWK^S),4')LHM'0MA0|_JHK<:IA\$#!:-"Y|IV6Y4)MKPV4I;QO&R@;9T|B?>.LH|PX:Y#P\$|JZX\$#!5^B,%Y2(?|W+V;_2;3TA#MUD":B+VAWC@JM4,+BPI\$+"Q.ZUI32OZ@:5(&-3|D2A-UNCO""MJ+_N#E|+TM_M_\$NPY/BV\$O,(@Y_)N/R3SDK,OU_F>D4RMB(=W1AJEK|YIR-2AWNV+5H^LZ,-M|*HO/_N@!EK?'H@VJ+YF|T%"NS._=QW!>:!:3L;RP*ER>-^;:'!<@IAJHPL1M3?;|S;-|%|7_KRKCM5A2*36*=?6J;.%!V9'@:;!K-5T6#KY@#K|+9_TZ_YTGP-M#S_RL#POD0;=<#/F8G_M6V|?'UW>7Y,ISW*;_H!M^@(-U_-Y2!>>#VV04SWR M8;=HP|W.Y.4#|J|R%Q'5|L_<=^?1\$,90#(D/GV|;Q\$S8_M9XR2M)&Z^Q)2|A=?JG#;|DT*>@X|B@W*=%GBO;'633."80T^O\$Y?"8L9E6*_M0U-+K5":=T9);_9O|HTUC?E&N=O>|'#;&,U>'6,1.LO30"KM:Z73'KSX8@)M+*U8ZRU+CR?R(BLK8?DWVS(2;IL->YHXROOKWZ_P K|YW(\$^RC=?'Y:=5/|MFL;YU.|0M->ZQ7J|<_C4OH7|!Z|_K5CWZUSH3E4&QWV_(TZM%_9YX=EF8<&:^_MJ:&L|V=#41NFV8EXTZ9YM3^DM.<4?=TA)5CVZSD/OUF8_MSA8UNCZ3N)|T/70+8_|*+6%?6JBG0S|+%G\$|KDL8DP3K,GMZ-<1:GL=EAH_MTFOKIR/;77A4XJ@3.TOD/M_5HG;ESKQ,TKR,_|5!A.)VW@;8W#7=Q?ER,|Z|AJVBBD>ON.<-+Q\$>WJ%(-0M@L,YQX8.X)\$\$\$3RPZEX.)RFPW4V8L1=E:-\$OD;5K^XD59MWZW49K3P(|<^P+M/Q^#=\$&\$#FSE?4:K=W,_4,W!>C3EN'W&P|ETZ5W(786WZQ&T=D)O3|_F_Z&WMNOX5X+NNNMD2=QW!G=D\$|HRKPYTT)|H>F-A3/:A&8|)LDS&OO|W(P|P#;)=M%J_Q*DFX4PBWO-%'_VG+?HPS%'7P30=|0;5_?V8X97NQZP=5I#;,>V-\$1'KMYM2=:BN>|6',Z M()#=#T5#UGN9K|82JZVLM*K\$C\$;V-!BJ!SO|!#F)'!+KV=6'KWM.&H<>EUQ%IZ_M:W(R!36A/T4O04|A\$0K*PJTNY\$-SSNJ^H='0W|_#N@TU8!L.Z&|9+|(B_G7KR!7=CQSZVB;#\$CM#8.3|A;P-&=(&6I6X6GJ(|=?DY_MULWG5FO-L|\$I7%?!|JITGXE44|VY@%N&Z@C<-L_HRZWK3XNMB!F=F9!;B=T_MZTE_W&;F8TF%DO<7@%NZ|FDVH;2^*VSH1Y:2Q)8ZEGUL_>(BQ9'?)6-J6M'LWF@+VNUJK>B%)MZ,GUPT2Y|38F)'G+N|MB,9I)',VP@M#=#HH30EG:TT61;M<2(Q9%#@=J26C|OG'ZUCIP|FGL.A|(E3-W5<3X_M|<2HM3\$(R&O<6KA"87?6MB3J|;\$C+B53E|;\$'22'Q4ADOW3PW4\$,V|,&U?SKC!E>;L8_N|FU%'W=+F,ZM'GU_RMU@SZ!Z|H1;OP=)C|^Q!ZORY|G;J>;Q|WYZ|WGYOK3MX/3R|T/ZTM%+'NB%A%"5O+E\$Q@V/!7XZ)&\$RD=-WCN|L92WJ2|77))VY*?V9B<#5#.3'N|ML8A9|7D#:=T:@T|?#^EL2>6L1_MD-VI/|WZTGO%.3361415U;E;|GN/AM0&Z.A@N9RB4R5@!%)!6U(|FU!!M9?GME(@20@5M2<&L4P698-F9YN5U4\$-|LU;^S<F?;6^5?<.PTGL%#M8(R6WXY);17#7TE|OM"1H|FQ3F|MH'K2QH448RG&;17C:H;|A1?@?

MW!(5)RI>1>A>1>.#FG[^VB\VA17=K)/>MGMR"G4W!4R'/OI>Y0?"J\$#Q?
0H^(8.*>XLZ M'BR9!0!8VOL_.C*>&NJ7H& M&BX?\$1+RDRKPO#0J'6#1E-
^G)*2'4SY&,YCM*V GN%A-R*N_WYRHN?3A'" M?V0P'C_YKHRG+H(\$IH
1Q)UZ:'Y=!:+Z;4A@'!/>4;MHHYTE/F^>C1\$)?%&Y MD3=KUKT8CZH\$)\$F4A
0!WC:.DC31E)_I(&+B,UJ953TD Z=!O?AM*L_43 MY8F\$^"!0"V/!!"@?009C>@^>1&*<
9!1P MX_@5A[X^A"58P-<@RT]3^O."0\BR<4P\^5A)\$UYI/?#T M,)I3F3^0NFDP2
M;)N^&\$Z"7-D!67S^EL-5(Q=W'3E3MW&-#6=JDOSI&?2#<[#T2'9CS:G>BLZ
MV0T_LB?_IE\Y".@NGEO_+O7TKN#FWO\4WM:00:Q:,&'=+>|(WJK,GJCC#7
M5*N**@6!2)/891/-HN)JD3P2[ST^N@E M1(%-%L*
f5-.%23C54SA!5%PJ'_((IAQW3B/HSFL::!T&\7YD("R?\$'T^S@>MF-)+[*
<\$UN^7<\$4H*&F*N\IBO&AT3&^AO_D?F)3Z?JOB07"!S37FE_F("<M+=-
AYH;N\$PT:|^-.N!J#G,\$'Q_VB,,T:/P-EG5'^\ \$M0QH1CTSR0W;U\$L@Y M\BQ#<=
8XSQBxW!?\$Y!_YDL3B\BI*-T(S<[>HM;W!\$8&5FZ_9:U>|&+^YK@F9/63:
6E@AW.J@3&/4\W_QB>7VW<%HZ'BV9SG\$&=CV9_R&+7'@|!"8_NL MXD=Z'!?
\$Z",N#72GQ+W?Q+,5..M3=#;^!YJ M;=<"=.=L-D96K(_U-QUG=# CK7B6J.LS7PB+92%?
74HF*R7U/;.&Q?#BY3G# M\p37+'@(&-"X8,!MD0M:' U+A1E: '=C*33R(I/8'SD*JM(
0)N!3(8U2G M_)4,,G4G'BHZ)WP4.#S..> %"GO"08KI>-!29YA'J+6C\@ ML-IJ9"U>EF4=6
M\$(4H*W-!4_X*9@ (E7((.& @79;^ZZR8J&0LO,(P0*&R^/1J7L0AHO:0,HU>
MRAKBQ0>K2@@IG0- M4&,70IO,P4\$!JFWT>|2B&!'J&7-M10B6?=_2B\/_V3 &C^E\JM?
G!1"*F-3? M2^D\$8,%_D.#<#NF ZBBP0-U\Z(?MJ
M43_IJIHA_M\KD*I4C&4QJ,ORH: #.,1G#G,RXI# R?PWFVXUQ*%XGP%8UC
ME: +@=_H\!1@M'F!H8#?640'Bj+H?8N2]-E.X^C|^.:I4=_9QNJ;|LW/MF*: M>V-
M!9W>S?U-0?K&^PU\|D_?BN=,T00QJ8'Z^/E,?<-(UR,C8O(&57/>:2, M?OB\!#THSKU-
C7SV1<#GWIU)TV+Q3Z.K(LKS'0^CVKKMB7/A0NJF5HCE5M?N>O
M@&08FC.H^O*SE^6U-^PK%U@EE!7NA+X4&?6242\9!1(HZB4#7S+P MU:7
5V,-3QRHJ;>,O EG*O U|R!5QUNO<: 1(SXX*L9RB2NTPQ!VY5T_
MOW\|E23LG!G8)J4TVFVG"UMN8G3,6-AR./6H?M..4;W?|'F6|7.Y1A=:AY5M
M2_#EG\$0QUT=EU|+8"+6N;\FZ_+;)J%=)PM6W#[:AO+^0^V*+TU&[MK_PWW]Q M\$*
XT9.?N4KRLO;06Y:.@!?:LZ8'FL9\$87\R7G99:/3VV<8GYZ M9C\$EG'.2C?Y-QG1;D)WX>-
UT/(8>J\BK)- S/2_Y/^-&^I(?(<)KC%|_E.:* M1_;QZ#\$|^)*?ZRV?/LD/-
L=T>L6!)CPZ5LR"7U,<7L)#2:.*+(K3)V"8,G+# M_3HSIS\$^<\$3C|
*A\$|)W3_Y>PHTSPE,QHBO_('YD_1^IHRJ"Z'%HMPE^8.GA@> MGEH_E?
B\$3R\$WHG\$H>>X2Q1"D@,AV #*K#WZV,DO^1G#PL!,?IML.ESR""!X MB,E7,@M?DV)
<"%,:=,'//44R:M
MV#2V36W@5,O=W_:HH=:WJ^WTGG_/6(I\#'5LF'<_M:E)YVJ:/_T=V^LMSUM
M8+D#|RDM-(^*&3<_X;PX#?7>'JC%5->LC^T=VA+*H<5!J<;2,<[?>+8E=)&(
M.@.BNMF:JM.*Q_3^E"VF6A!TT?TK:;B3!U=3LRVZB> ()R^EM&<=G&G,|CI. M9
|L;R+O;_|^FM0A:|A"X"?CV|":@5Y&2H@J&PROEG7:UU+'K-XHH;PVL- MCY/%/"
(3J^6/6S;VN|U1|0|NRXS+(6E B7,*_%?#?TGZX
M5OC;\$OX2_D+"W\G2&KA6^/=O|@>ZVC?Z\$OT2_4*A?TNOE5K1|PB&-CH;V&=
MEU3Y1#QZB.8KP5-7+ V\H0EL=&8*2G2H7V@|C@#*=P*>2D'*.U&TQ9X^%XJ&\$D4=1-
\$VL_1,*!KTP\$%SU-|H|PD MB 0"T:Y.>F< D2X8B,J,4@N|R6* M;A;0"Q'0C /7,8W|,9|APE-?
Z:N2%-P|RHX|= .IG7*PQX|[A9)P@?]/SU_|M!86K2T.?NN1&U5H%(N\GB!#
L(G?>>S6F_7BG;8ZW4+66.E+)|V29FL5W"> M0@_ =R5LW9=YZ!^_ON"W^*U9)I7V-
I>6|9A/L*19*:?>5C(E/*Q37435T,+BY M\ZMVOZ?
J9H<27R66G#VUY,Z!I2%BR;""M\Q))8ZA*4|QT_.@*5A#|'4=PQU M;)T\YRG-
+.M5+SD"UA=%+-3DI@AEWBT/HV,K=#VCD0KHG7;I? M)BRU.F'GVN_O>,+2SV0>)?
Z.AC77N|N|9U!|6A|H/VAB<[U3)% M0" 0!4E1JA5\$)|@.1K5JG-S.6(!
((1'MV_FH%D75S|Z@#TP(@R62W+H%H3|)2 MK2"R*8@,)|M4311QW=)?
F.'8*,XIBU|999297N.'1(J"%@=|/V;>Z/?5YV^ M*" \$C&7YLP(|&3:.\$T78;/9CL9-K@-
:QJ|3-D;#H\$FSU6VLEP&8H&&YE\ MU>KH_K7?
WW&WXF^@KJ(8&-|\$.8R7=K7QR\$BF8E5.Q6*4_%8BY)V:O5\$B74YQO<4M|BB)|BS=?
LNE>L|2QIBX&<19PZA4^A?' MB!SVB>7VW<%HZ'BV9SG\$&=CV9_R|(PY\AB3?
V%B';H&N?CGKM/Y&X4\$_?| MG3N!::;UW@Q?W-4'VE)OZ^>'="K57";65')/X>38UR?4,
(TW#&" \XBUD'P/ MP"0Q7@4#<2| |&4;HU3_93|SG)M\VE\16T)^1(408AJ(>
|^)T>O=%6E/\$/M< MW5F=C2!\$I:/H?>5...Q+9:Z^OI*G#.0QBE\NG,_Q=)@?
V1^3+NW)O|\$TOW\$ MNH+R"|&)YWK7R4/8IH3-
\$VLGH59GP\$JHYHU;0#N&8=KS|Y/I!%A:5(F05,'I9MELV.QBRK\GOJP

M6BECT/^N^V+37H\A79WC9+\$^P6O1(;G)^.8T\X%>M+B\JHL%ZVJJ*
M/U&HU*7N=O*J^NOER_NV>C,H(V1T4*K_1NY?0J^@:/2^U/2XULDQ2^X-UX
M*4B+B;H>S-0=ORI/F>|19_KK_0_?M,>NS6QJ3,LN2E%\$WF<,Z/D'AXF\MO8QV]?7#YRB
Q|!0_*I7>|XI^%%"~35_MN>;==4OIOG3H.8>BR>1NQ%K_WB78
U;Q@0AX'XPC&&>LL2XE?'FJ\ACHCV+R_M!//>8U76B00B)W3D#>N7
M@T#^V#>:7<@P-8F"@;@V7@2|!.=\$.Q/S7L:TRFP:7L+|<3FY%+1*/J8|M@P_M;V9*
|R;?/*?>*=/*L-E&N8"CTL7%PAW/|@|Q\$BBGJR\$!,KGSY\5ON0I7L,@_MEXE5Q9F3GD^#-
HO&[MF,:?G5:S,*,+A|PHQ&,\$8O5XH|BF?3_&K.V V.*MG_M/Z'*EVN2K3/ZN#R<8IC
O!%12AVP7T@0Y(.GK;=1T-D@,A#7K1JR!'1\$^LP8_MI-JC;P!C*Z_J_D;
(>K@GG!F|QGO\$Q^WP#.FLO%%(KVFB;EF98PYL;,>OZ[E;AW]?7WMH.28YIGK'U)?
MQE'-/-#U_M_*L.C'-ET^T_)5ZR\$WYOZ1Q>_U|2B"UFF24(N"-@G^N+J?@>K@GVWL"PZ
MU9;J8=F^4W+3J|:\$AI9WA;Y\$^VUN\$:T_INW\$_(I69^V|VCM++HD|B3V)O0X0
MJY5/*!!AO?RDH"|O|NW%|G|K<^%\$ZF/Y9V\4XYW-B)QK*;YM7Z+*G!WK*;
M5)|7SXX"@N:J8?4\$;C.FSUQ7_PRP>43B?9BQMD#F,<+U/U_^V>I?(.7.*\$\$%
MJW+;FBU\$X@&Z?ZF|D,S4B.+R>B*&GEOJ^_R5JCW*8KY-WE_N|JN'MS<#|R^
MZEBB%#:0FKHF3;V\$I<|?/E4&T^%:?(A9|_KIK16N78N?X\$8(2)XO|QXD@:H0_MJ.
|!#EP)ZE(^OKWRD:8TDH6E>IYR.Z(01LVE>_N*THA&SIS#-L6ZEWJ-NI6FH
M5D^>%>V8L6+4ZE;J.G4K+2&.90EOD.P_IJ3(8C*ZHD;>4_!J^K=2-YA;:5NF_M""(H-
75|FMILS*W4S9K<2JG%I187D=%GL:MSP7N,?B*8RUE*XZRNQK%Z|K!/?M1Z-XJ<;%4N-
&-36^4VZW&Z0'>=>OQ;C;X0<,SY3Z(VJ5-'G_==_?4#M_M4:D_TI84TP(X*O4'U?
IO(4%5CF=^O:-CMC05J#<)>69TP72|0|CFK*2JU=T^3|4H4J@^MP_M+3^|N1_(\$.1%3C*
(B^!C;X>NED=/XMR?:.03^6C+J_4H)E\$.F82_M62?W#9%ISV+9,KLSB4|U2@W,++
(T0XBNML(;+/+2M1C5_>EY2J|7|OM!1O^T5B3YNJHN"Q3)^UMT?|>#NK+4.<-QWT%
MAJB2_H7J;+|,'QW298E&EJ\$:@Y./'\$D342P3<4_-H:THHH4J-UM^++GH|&,-
MK3;|H(VBUB-D=S!S;UM.^K.+D7JU3@8BGP;?E%Z7CT?1.XSA'2_M'=[<.|?
NZL*/+)\$4<.)1NTZ^2)+%%U',O6^H|J3U.:9FG;E&F|;++MF3|6B
M(QQ3LZ|HFM/B):*6DQ&UURYJ_G'U#288|H?RB,.'5/@VU*,&G1,3;,>QU0J_M?
*GP161T4Y9YG>E&I@4:7W?405|(L90:_SI1E4U_BEY1Z9|<|^_JD./5U./
MZ0%&Y#X160E)WM^|^SL>#Y:5D#IOE7PK3XT6%@60BINS;E08605A#T_M&'&
|8)>=B%E*NF;+,O8R-B!5|:\$ED%8\$KGJ|BI_F|.R=M"^MP|;(-*^>8P(H47UXY/XS3S_T.L.
/W.\X731;1;|<(D#3LD@VS7T^Y1|9_M/(12DIQ*WG;2)(V4\$?EQ%+^CV7L^+.CP)9I-|+N%
|51E%ZEBUO\$%!'I1HHGR_M.OD3-#T54U<5HV>8!V4;ZLGC>;OT9ZC"8|*#G/79J
H;'^8X={8X;/DUMKR_M1'%<^ZFP;TOUY!<(3&9Z8EDD=7V>JX|F84O86%5;=D_T7
+1\$F+6+!-=)Y?\$_MWEFQ=XKK8%8DOL"\$N?4P9A.GBA|JZ33*X%>|O8<-8S\$LP\$?
(W0#9)7K&NX7_MUD!L.5VOY_ZFTQ*;5S>R@?'G|T*M/=48CLU"I*?A|&%?
U7NRH4O'ICBMW471_M*C9|Y\$HA&_KKA3V02M%G4F0@YO|@6VH_S';M|,D5I+X5Q-
Z3)5-?|35K"*M+3W9ZE%6O95GP-14%OT!L358&OXH:_WS>+PV_M.W-7NE7ZO';
L.2X&*4"1+>)FEA6%^N%&("L.)*X33M|=H&|WC|_MULEMZ^0*
(M8*XC3F|=IF31|OM:|N4HN+R>BSV/MU^N^S+5#CNJ^V+"\$L/*G&_MS^0(|%?
CH00MVVJQZ^|>EA#1<0O\$&Y:KR->8RY7S7%*P>|7PND3D"|R?E&K
MG+WAS/Y""|8N|3U+#+>8*Z_M^LF=GF0JNUCFS.
|4L%,=YCZFBIF:)0NS=W370*XD8@*PWE2Q\SO,?8,YS(8Y
M%\$%5R!6FN=2Q\SG,?;,>A_G:%Q^IY,5D="/N0IV997T+M+PU5/NF|",ZIN7W_M99951|?
A:MY&-2_+QZ|M?H=J|GV,9K-(&(D_15.6_:F:BEF@1V_6DB|Q?_ME@"3)
<"NOJS=5P*,KA^_T.6#&R%'|+|_-?#H:4.>|)|9CYNJW-S;_8%JGUY302XL8BTL
MV|+%TO^H^R9PG2,./KRY=ZX|/B(K9,D28@WGC;7NC)4L(78=Z?'|2@K4YS\$I
M=::R4QXL4R;/57%CO"9G;K2Q62*>|M|9KF_B"G|QU46:|)G=@SF,UNF/&+5
ML85E6\98@SZS8|;C,U_|0B05OIB;LICJ#-|S+%XQN.C""\$N|<^?/595_MXY^21N;8-
_?J:S|>>TWURAY@4.X3D97*6N9\$^D@7>;^L5"8KE5V-7Q8L;)?
M"5M@C@Z>RT)EW;5X#RI4MH*@QXB;+NL6(>6W75DB3(90I=+B_@JX)0292L*_MH,
|P^>#FWASJ;M0PN&52TOC%DO6)I.UR61M,IE6_M?UBQ@5-
=Y(\$L3=9=,^:@TF1^N,@#S#+3-?WDO!&9\$-|R%UDN(6*J@%.*DIW/
M11X8S\$6V^4L\$32&7EL9KDM7J|(@_,>ESD:U|U|87D|%-_AUH,-+)^#P5"U
M^B=W*Y;J72SU?F_QLL!/=9!^MV_N|6O7|S2_12YU1P&|_WK^|WU.CB_9#)X_
M9I^18WZ8N90^/|++V\$-&,>:(|?2|^&??|!O9:A.3;:1XE/C|@?4P">-(S_M^?
#B>^DT1TWI1D:5|H|W%+>XHB8(LW7Y+B=!C_O"*&Z*I@0/!(KAE&I3_G<;Y_M\$.:Q|M13-
SO=^X\$1OC>#5|Y1!G8-N3,8@I_M<>#SP)C|R|FY?T2
*|%\$^8Bj)TR3|^Y|YMXMH+U0EGT+% =NXE?|5;|YLY@

MJ9#@D+^1>4I0<3*J9/94Q>@9EN*&GO(S&9= TNE/IJJ,>=ID !HS2!0W5=(I M@HDV\$)&SI(B3 +9HH/PIATHH3P MT"1QXU3/W0ASO(L;E^ #CXQB2OA(<9\C'RZ#I1#? %/@SN)R--Z0W^WY21K/HXS^ MH
(%H_%W>.0|B|=3>\$U"P007C6."ER#01U&8)1/ADXHXR+)A,?
MW@@H13KMFIM/L19D"=P6Q,(E,UB&8%H@B^.EXI8IRU'FSU+I@/Q4<>?S'=-+ M\7N>(KW(:\$V\$0C?F!\4R6,F(P&W,9AOX%(;14F=;M,N\H("R.//#=<\$R4
M%S^=,LCOF'B)7RL WV@#/(M V85%HJ:1MTPS8X&O)H1.P?"O#PIG37618. M9R-\$/X- Z48Q"Y!M;L)@^6 WC /93(" NR'(' ^JPOCX&1:6+\$E0.Z)J?0C= MX#7QJ4'VR0J!H
((\$3\$>U4'TFJ\DR8*47O+;G#;!0)L>CP;S9#;S^N:R+S33Z M|-
O7WQ^_^GSWZV^_9_/7_ZJ?'M>/SE|H|>?QV_!3|8DWQHYOEEL0W,\$BX MX?
*5/+DQNO;*IRA^@3_O?HTB:CQ|#ED("Y9HT\$S8J0;W.Y+%N/%=1K,*C S
MIF#_@AF03L\$B1Y,;8PI6%51C!\$(90*V;\$)_F/")!7QBI:<4>F87146W,(7^6
OPOMA3\$CA*\$8Z9 %?:5E""8B,VL9,6< (<#AP M)P")(!8"=\$*B&3P7K\$ZD+5R*//!#%2QH?
#H0UU.8=-)O(!9!&+V"@8P4VLY) M:QJ#.D*:(*|"%,(NFSL4>,I\$!^!M0I>JT0^@#U+TT\$
L7!A0K"JA"!G|K(+6(@9X2+!\$31."M_%T1PD28&A4Z<8 MU=7,?
44@XW|0S\$>\$*2=4),H8<(Z@9%PK*>G-JOE_XSH:|HL?S7^QN5XS%:# M'\$ D?;/C*"SB
4S_RUXL@Q)9EVE87I'^?:V3J+O M1\$>=Q)2H<\$H%JH(&><3YJD7:TZ "HH|!4#
;9&KXQJ;*8P*+K0(U=@, B< M((+%'=4):\$2?*T>.L&2|^!BDI6;2"+Z?\$2X! MQ%.YFD!=!0-
#A510:C%!??"#7D6R6/|U@=LI"7*H,(F"JIE@HQOQS#6)#=C M8L13'EI*T/K
%|^<H|VN@D+)N_IX0"%GY'6XF&\$\$(4T8C%3L,B=NZ5S DT M?^8@/J
AF+A&84C8'BF5&KR-L1!CS1PIR 4/J3|YS34;+ #N@RR;N,^@*^N(8 MG
>7KX8Y8*@U1(7|^>H!0H/3!^ P|^G+)O@:LE33T"2\$W?"40+;S+*W^_ M?S=)
(O@""T@GPD+U*+<_Z#T%&!_0O108642)0#EV;-#,,%H?':9EOCG9>LJ
M7|C&\$ZNO/@4J=R4%AIT0V?*KIV% \$_=>; 7+J%0K T*4!|D'LO&#EEY 8C
MFRO.A47!PLED214H||"EDPO)"U|^_RX1;JPCV @""^*MK"JE9;"L^/!-49:B
M/4|U,_'F4QR|4,1X2|8H#R '/'#8>TR,=S\$\$, M/? VN%%"L+)1<9\ZL8%Y_OXIUJODFZ<*/A,
(SX+LRJY51Z0NZF M4&+G!@!8@;BZ@^B5-'(AD>:+>PJ&/=.JD^MTSR|Z-
/N9#8&!Q!/RA4&K<4 M"H^%;8*YH9_ ;DL"\$("4#VB=, Y28"!UGKBZ8QX<O"K.M2?
Z8YRO MTZ6P25?DL/#W7W1Q<+ -#R M@%WJ2<|Y/1C4EN&/E H?@'6&WR1S=X9D=,?
(SFD&8%&HO;C!OX/| M4:*INF1Z'KR|=P5Q*>,A>113R'CR9?|PN1 M(VQV1=2XY-
/FR;'F-E4|08W3A&U;"(+8+? J!> MF'W!;F|BH|&%#|)I M>9U9R!|H|/#7LF*
I@ (4&B_/KYH^ ^XNC1W%@(X'5-HBB_ UA-
JXU+Y@ (W.Z)9W063K>+&;TX!2|M25EBK&C%(B,>9O6+YC>"M\$3R7QE-C#)R\$&#|)
M(VKRQ'0UI@;FQHAW\$;K*4-M@(@9|6>(B@!,>|^"U;Z*/7\$D(TY<\$K5'D>7:9O
M*X>8#XTM P#&L3|"7473.?A4)IC=2/,U@#8/89C1>","&.Q# 'GT ^%+UW|W^H M#8AC?
P7|!PB,KMRVW!|FPDU=|^"P(1@&#W%7 !WQ;CHS||BYN|N-
*@')N+ZT+2H\$PB\PMEJ"MN5R%|('(<\$@B?) (2T!R MT/"!?!Z|Z: ^\$ ^QM|JC?RE;;"QF!V;-
R=HZ=4/J8|S0;;KQW=VG7+O|T3>?) M^W?O7EY>-"S|J,%*|RZ/&-S%^1R;W%:F^V&Y
2!:9SPR12CPEH"A<8#C MBDVU!LM*5_.JE6)Q0NTRHYL: ^=X(:H*QFQN.>2@U)I,
EX3E;1Z RN_?+>(!BVO?4C-CCL7*%)K*E7*G:OO&CUH\$ M*Q"Z?\$2(-+: E-
8|KK%8/\$HM#*47/P\$HHD|_3_\$9160#5%/@OFS(A3MT_W>X M9_17|S6|?
Q7%DD|)+GO;%O36U-!^V/_8X3Y7>,\$W'4 XBU@#8Q\$%H2CFL9' MYE!%#6SB2N>%
<"6CYM\ 7*|PS4X_Z&TQ%/EBOH.;4W=9UC7F#54Q#U*YIL/
MR;EFL>KUXH&+.GO/,D3W|&RK4BOS|,NYBP23..X0'@@@9/YLO =H13G0D1O@
MHKL4@:|2D_ ^@9&S|%-:W8\$RWD| #EX\F""|>))>.I*YO:+V#)<#2_US^2L_%
MT13/SQ?"8K/Z=|P|.PSH64|O5@UF#|JLNN: |EFD_|ZN,&PO(<4?%@7AS=
MYW>53X^_X+:_SU,E(;NH_\$O9=1C.#+90)H3|FXFGH|Q3Y@#E408@ (4QM
MCIFHMWCU7Q|>_O%6F8&%3/2W,#|;2P;D %QCS8AW&1A+K?Z&9SE;IPQOCP
M"N6#;IX^/*<, +O3S?,X|W_71+X6IUGQN;A=4WYO\$S4=9KFWP-1DRGN,|7
MXCQ+KV5/_P>XHLIGY:|S|5(62=D.H-*<&UO_PYT1&C2'VP*_/_LZN|S9Q|_+
M%*\$SY@2FF1G12SZ8DK#1Y6!M2MO3G*|G?5/?GKY98:G3C1N9|-FAI,^_./M,=|K?
%CHU'^4|TM^R2: M=CDM"D;_0_7N6R%96|:6;|V#3(WO9.E^"0-
6X!347)1@%1%5(8GJ+%(=%O. M0Q,1%VA^> 8M&
|KUH"JPL(R*C>L8/8&,/X|'N_FZFV_4E|E2N@VUX3'F)YH MD&6Q%U)ZIJ;|AHQ4T&#-(
I;')=,A#R%)&-TA0W M\$B_/A%O9NBY..VW:" ,*JMV%TLOZ5,"S0P2HFC6\$N|1AJ&
M:B1|_!7'CO-RD+"ILFNX(@MJ%3>2L,GXTZD2X-6)<6U@J-5E5/6\$;FJ M7H5PZ1%+S-
VSV5J^#P&;XVA#KA\$ _E;243K0&.'4M|/\$\$8|/.CVOD##H.E
0_04NYB6!T3YF89AYUN."UQ|^?|S^3// M8CP'AYC@@>-

1B^>I/I/M,Y"W)J)M(B\$H^;%GM8I#!(Q.:N!X"2\$"TP_(NO[M0 M">Y* @"/O\$AI*V1,A?
4V&G/49Z8B(*.8QM?WX!V?Z-K"/OA!03G@X+>!6ZU M!7AKFN?:HJAV(QRHP@W@&
/YIF7+|N/5%:J/&EJ-S!0ZA%PP"L M!L8=5NOY;JEY=1*?!@:?
WYT/\$MO.EPT,HW_.XV2;WKM,! =W2!C9.^PLI D4O MP*P?C*&F*S.>&@<|^Z&G#088I
03+ A(/)3NJ.4L.0+ ^N?%^WJK|SD;|N,+
M,2@TNCV%2<\$Q;A;LXR4/T\$AVIF;GSRR5:!!\$SE/1/>4'W5QF;4|SWN F3|H1
MJ':QFI_&'A18ZH,N,B!^,!S-6GZ>N>UY=|Y?Q9?N:80D?-*|G|6GB?|SRP M6#K6 UA.
\$3YMC6C_P8-DH*1R Z#>TES<'1B7KFC A9<;W9)K*2:S4JX*74
M/N7VT^,O;RE_3,W1WU0(QNZV?I3S&_YWPB>33*B:T8GWIUF#YM8F/MJG
MW_|^D65=Y@=O1N2)G0/YNQN/I^A0&?FF LWC#&AP#\,"ROAU"!#PFNYH'H^7
MFY(DI6X|H-QX(O5++0#. @U&|KF@&>- MKEW-
BT7AU4.4DP\+%WW5^&>C^UL6DAH&I@^K#&PXE)"KR3/D;GAQ'!%|<^:3
MOV#,"/T%V\$:/,*.HOQ>|GEIQ|^5M"@IH1+AD9Y&=ST6+,"@Y?#8)+?>|9(
MNDM(SU@P54Z#D*60/PT,\$&K|S# =5OVSLD;"/8,W.16%NIK424>2GUC!>,'1
MMM\$*#*38[XW> M|5U8Y"XJ?*LGW;D-7E\$/&T6D;EWR*C(=GF9M>MHL,5W)_FK.SXY-
^N'C|_2 M?'SF2+"->&9|>#>R|JG|9%QJ8^0TI-#T>4=\$<<>C34U1T)U>/^E=C#0W\$1\$:
MZ5\$W#/'!U*"A|FMG/1|)#4L51PC4XRFVE2W&(^ ^J: FTQ6Z#(3#:&S;/EZ=& MB7X@_=
|X#^4M4M7DU-6;NTRVFLZRN 5C;S8C9^K5@6ZL?A8>DRCU|_?_Q-
M^>GAR|=O_WP|9<-%2?/*RT'5L@L@R^93.@|NNEA|E9J&|_8| LRN 17E*<
MZUHXJ3PK|_|S>YAWNK;?"*T3|1"F>%A7^R"\$;CSA+S/_B0=WCS0-IR>M.'
M=4MDI1,&I0G|F2N&X5;|&W4#;S#*G|Q5QL:3;.=^O>6HQFZL_&GGJ9O_|;
MHW1=L_1^I4=M_|XT|W)0C0_*VWR/?U|=W;L&:Y=MJ\$E#Q/ORW=|>:390.4D
M(&KB%":8 M;7 8V_ND.0+ZM)47OH<0I22KVAE,ZD^7&@=&E2K9+/L 540_O|
MD/YPATRS^Z0R3Y6H3E%# N=(X%1N,C|>\$|*)O-?UH^>'MQ^C4_V8*YWHL5D
MY4D+V(AN8*A|7: 8;*JQ_9UG%%S |J>;IO_ =! =>9|7D#:"=6*.&U^JH.!
MJAMFS3@|S|J1|A*D\$J0K1H/EJ*9E291*E(J,4J>G|OHHIT5!;V<#>T?+W\$_.| M>
<+ _8_LN|E:OK\$,=J6|-H_?V8+Q=4W?PYJ%X:ZFZ;3?&C>HKT?5Q8V@V)1N2
M&_NXH0|4>&SC|+B""%/Y@,GF"--!@-HP<9\$7/KV06D/|. 'M+@##^*^5G2O(SK
MMCH<'FH">".=9\$EUD#534.R1"26V*IK*/8-G?PPJLA+^QV%7Z@/52M@2=-
M03&\$_-9VU(\$SD-
Z'(.S0'4LUI3M(!+OC%4>W;59+NJ\$|^0:RS1VC6TP@IL#ZM&_R1:)5HO
MD|A|JP.SZHZ.1*M\$ZT5F.1154Z^Z)=P\$6FN*.HF'KW|@YUEZM/IG-W7?;XTP M'3#7\$@-;
(+ \$797@ @N^H|J: <2CDZD497IW=JF:P\$QS1Y*4\$E0U0PJYT@_2Q!7
M2FSK<'N=Y5.VBCHA()OF):' '&\$?BL.)(\$E*J@JvX<25!)4>^U#J:DDJ&JW M#QL!|W2"?
=C&Z:./_K/OD= #P|U/1DS;(?
3A.4_I2V@NI"FNHJ8X4|1|)%UY=H,.8'>2.3PC|K#||RDY&9?.'#C'_ =)E M%%,|F(YFM|> M,
UU.&RO7|H)EIBJT9D=4;I&/0\$??YJAR#LH8|Z<2LB+LK5WW_5>2>_1K!
MO7)E;B#G0.1^34'E'#0_H;|:YCJ8-A> T,B2U1D.;V|VN|7=0X%M).\$76H> MH|0-
%#|)DDZ(V&J)&2:9>V MP2|55<,G6I5S8L7R>,0#RB<_ =,Q/\$7YZJ9^E!R7
M>BFPFW+5|W<_ CG+,8#\$N"K|_QAF3O,2F|,-SO#-V=;6;L'@\$C4J) S\$RN/2 M-
;W1\$&;S.Y0P.\$P;-'EGM9TPJ--
@;XN|PT*LZTC9UW"0"PBZ;I6.9.TU3AH.K+N^<_YL_DC|O#Z M|V8?
<-4,%0RDP A>2*GZ8DI@DJ3)SXR<_S.E2PQALS3A@%|!H/JT? 31(X*;^ M_ F|:CO#
WGL\$|!-R'X@)O|6_VM4N-8#Z/71O,0F-GMH)BI.8T>TFZ+<7!E M03'S,GVU)0S\$6CE-K?
)V59'0R0,-A+)TBY2&JP|)F+K@F*_3";^V"?A^%6) M,0WC&N)?
_9|6DP\$PT3S>"^05VUKE>ML2!|V+?A#K5|:5V.T|/R3E|:K>0Z745ZDZ%5+IDM??
@.XD#7C\$|L2>C@_ =TWUW|9F.FROM^U+\$.& MUI<|S1('>|JZ|*75..C^YA(KGC=VYS|^%
|1Z|"??|USOWUF"+1A/T/&B+M&M MB*Q>0+;MZB\$HN=/201Q86K,-%2^_
ZKCWZ7N*"!|YTF I#90E7|YAYF-M:."V M-K!/2, T=-UN,-S>% &YJ7WO MOVY|8KEJ|=S
.:HM60YQ|K8|&0.B_?A;D7|JAW^QFBCZHBRNK|W0VL82"
MV2/CB&9BA.|"#\$C,R/Z5)%F0)NC9_P:N/?T|_2,?-HWOY EY9(S5|^?V/HQC|
MTU4^+%.4R>+|L|%T,W8>IT291\$% 2RDJGI^,LR3Q|1!8"!9(Z :OB9|H|#^/ M) !U,\$O
3IG'T;/O\$<551B1-2:Q05A1-,8\$+6/8;K_7OTQFL&<7|D5V DG-
_S.:VTERJ0HAC*.X!W(7E6)&*?AA3%C MO|I.)OJ(P='?H#>|@QF|42P'XL*WX)P>/@M7I-
;7G|!E,5C/KQD&F6!!S.# M|UU A4+Y|^S<(QO55| =,K'"W..\$Y@
_)5\$@>-1V2S*MGQ+X0M|;9(39'6* M7Z(4WHG5+ D0(8C&|
ENJGR&&Q6=W>8CI>91G&J5-505=Q|*LGWP4SB;+(/5 M;EO7FR^ ^ETZY|B_?R-
_6|SBCH".6;K|EM)R-B:8HM_DN0#+7,EN+ _T|C1=' M%Y|(W0B0 X;|!\$;XW@U>W-

<\$C98RZ8*~X1;G?/6F4TF]>D PS1VZM4?W.L'R>QJ?3 MT=4PWH M^9,) !#"3;"2O!
2KEZ*YY'SK^Z(&X>H|WDA%M2CQ>7DSSFJXZ7K1W #7H O M!CY)-.53L=K!X #?
V8R.G>MH>.<!"G.M#?83'S|=RX0/F^T>P+(C:Q%5VMKZ
MTK^54|3:72C!&+"MGS@SA/R/O_C ZS\$||I?>^E 7TI@_+:-U@B%))8C|O M%
(K68TJ%OU+XF_G/&OST;OU|6P<[N;_OIYZE;_Q^VZ/TCF8/S4J/VOZ|Y1AU M#21L,
<1;L,)3L,OA\$5ZRO0A%*93\$|"KU4N>I0NUS!0>W MZWCJ9J UGX7XC/8? MJ8=|55-
^HVR8=\$W;1N)UA/R|;!A7#1!O%>U5Z>Y2|>3#)RU@J%\$S7'=6TCJP| MHD"*8|;X|
(('(&N#::55C"M6UP-8_MA2_Z M5*MLC)|&6T\$XV=.:
|+9V/DZV)VEJ,K|TJ<|QI.IMV:ENJ8_5XQUGS M_=J2B=L!&|
&PP5)"XCP@:\$.!D=V!1,B@+K#.9-H|2!:#>?(P|,2K9?GWW6AM=|LJ2X MZ%"M\$O7JR,
|4D07%Y,Y4>_*R-00+V6P%|DQ:P*+O2C#0P-MP_|133(JS|I| M\$G"YO?U60ZA?
=364\$*JK_L9A)+Q4=9"*H^,+4/|8G,HV.Y35;/&J,Q^V*D8G MW/V=M6P>QG|D?
DP|)8C@(:0X \$PC5=SQ.;L#^Y(4EE\$|4OWUUE\$|9 BH!= M|8R"^8/QT'F\$5KA826*?
5(:0Y?B***'2G2UIS?:?ZW1T)U\$U87"Q?:1.OL2 M4Q)3VS1593=6'\$O5B=NV):Z@#
|5+,,1JPJ_ NCG75S/N^,AL0))\$@S?BD4N'BKK%?:\7,1LEZMK%#U>1DVZZ4
|4UPW5K'R&O25%0"5" MVU,=1U:LE15K+UYDRU(-VY\$5:P5AA|Y3+:?A(JF2'5M785,
|LB;0E:RTLFKM M->9RRZJUUY-;_5DU5J1^&K5S&D)2_.Z^&86L/;(-!T!;77!;N/>6H;:O#
MJ+)PK41KB| Z4&VCH|5_)5J|AM9;6^U;@_ MHBV(?75B>^JVKUD"<;\$|H|; M4K-
DR5I9LE;\$X^9=@=|EJR5)6MER5HY.E'O|ZQE(TO67M_|LF2M+%F|95X" M6D>R9*T
3.@@JDRC:DZQ1)5\$U;|-|EY3N;PR6W%O+J^IZ20BAX;_CR%=A\$O4H23A).\$JX55TG"2<)|
MPK7B*DDX6:B6R\$*ULE#MVIADH5H6_85O9)W;R_-!UJFM.\$U9I_84N1&X:*NL
M4|OQPQ"R3NV5U:DUK:J#(:<JG/4EIFU/PQ--/5UFH5N_|JFH;LE*M&*)V M:V,Q?
ELF&XO"CH:Z|O"P8*P8VAK5=U5F?|M*|5V/9&|>;-AH,M*M2*I#5W5
MG4MDUDN;:#|R5J7?@.3%F8_052GDU>I\$||ZY|D)6|2DG;-L=2K4&JMXW9?E/ M"-=6P-
715<;|TE&5<+T| Z|+KK>&J?8<4Z!|"AT'P#JQ274|T*H'CN4&57LR
MM&2YVEV5|8Z,2,E;H|)<+6|&VY,5CV6Y6EFN5HY.U/L|;JG(0F!
M||6&+E^'3=2K).\$DX23A6G&5))PDG"1<*ZZ2A#M+N=JEH(WAY%:_ 'WHD3_-? MX3<-
F< &JX7PML8PS""O_+M>'O@DV>2P T\$|R|N|3C^'7!Z|_CL.\$/C(! 6"@,\$%_ 'L#-MWCU
M7Q|>_O%6F1\$WR6("OT;|HRL/(|OX,9^&H|JFZ2D"3!Q_AIHL"4LR!-5"0# M'0DG
J,C'1)|SI^=(^5=P)/L|K_.8W<;?AA17GP8>\$AO'|GA=_KLT,N2-'|5
ME.4(6%'H^O|'48R8W_CCB6@:'H3@7VGV!.=D\$7)T@?|A)F?S13_11%|1("X ML?
+L!AE1D9_"6,W@8^<#TTA0A+0!WT"@3SAJ"(V4,G0Y6*@Z5GQ &8NF
M;@FB4H|3W_*!AU\$SUGL\$KH.Y 5|8|+)X/(7/>=8)0!K!!K.9 P6CR40A;AP MO_|YCQ@4Z.?
B5PSKTEL1;J^E661A.?UBD/!4^+H@8HFR_FQ&/-|-"3T_YW0 M'(%HE5H?
Z.1@Y&Q^|BN,@+'ZV8U?E<1_"OV)/W;#%|Z#;%|^R-PX)50-|#|5
M)8GH+3B7|36W\$'(C#;U#_9-47XFR=Q/"2-10)Y=G'D_RHD?;/C*,3C_6B M8.ST>#^|
%X_A|=|HL"/&|M4INH2_YDC(4H.P++*R9|H"STSCD+0ABF|_|>8 MQ<@:'
_GQEI A91;C.WNJ@D5P5>5O64B6OZ-TV7RJH6|_U";2O@-/?"UG@)" M'|#,IA|ZVC#_1-|
/YN+GX'6+VJTOUG> M.N\$5WGN+6|Q1\$@59NOV6M5JM32|3EK6R_U'Z=QHO;
(LG?|^YTY@A._=MX,5|3=H*1?;|.|%
<*MSGGKS":3^M2W81HOF/\$#2BJ*J.R|SP">,=MV^=&| M|
"4:4PF_W7S%Y|8;M|=C(:.9WN60YR!;4_&(W=,/'@|_|;_J#)S%(I9J_5N*\$Z?
|3!DYOL:/T")9%N|)\$9I5%, M*P8QX^&6&89(Z5*1?BV7QF;:GPR'FHE=/NXX|3XQ3=8Q9<-
/U;MGF/JPMHX> M|?1CD6.28Z|Y3(9|M@XQYEH|JX MK2X\$+@|Q>-B&=_?
0.84FNGV*LUV|_01
MF&#G|702(2J9M4&G"E4%I@DW_FCPCSL.%VV@TP::Y=8O)=IG:OB|HW_|LJ?T
MLB0@(:R!U2!G%P_-A'OWSW3_6ZFO0T^K"22E4DJFJ%+94)|!82.1EM.;J9| M4#T: >H
R,')P0DXN*8/53>O8^@>=R.GID7N/W?42<3F)|17^|.;>AJ-5NVO MMV|_,D%%
<<51|).\$L\$8HFI6567XSH8(KS7R M&5W#D
2N6=8R9U8W;=5N<=RJDSQ1|7Y|=|"ZR!\$P^ALMNWOI14S"8(MY::B. M%\$VQ>*
(ZMMS7%8DCIC:0)?\$CX^F4|T;VR^CU%*#USF%OY;/E45Q_4,O1,O M\$?
|1>P/5/#9WQ/79X6F+FYGS\$(C5NJGSB95^<
M\$GC_,Z%E9B*L#T,++A|GD;3_L1Z;JFU6S0:1L8XSA^H=F9TI\$D?LZFBVY6QU|
MDC#8;|+UU7YEAUY*YED--_2QWTD/|8V\$|6&E|C*:H^MW-
HX_<:BEE;X|GTKJH_6|T.G^"X|\$R7|HQ+-6Q.Y 9 M>NWW=PB3_Z.G#BY2JD
PGE|B_|L|6|&0QILV;_R6C!CS/|S"3.5)"ZA#AFJ_MWU>'3M>=JBN|7PH|JP1V
:H81UY"%X|!GO;_IH>&.@^_7@|FS'U?KF="B!
MTP3X>5&&#;M.+KPLJ@G9LOLE=R|A(@<_J|V@/1(S/4#AZA=1DJ>P|=M3=\$ M-

RETU3!JE7Y!+PX=74DLL1\$5E_5S?:BJLH>3EMBAKIVK.?0SIT8J5PZJURP M,
(2N!HU+5!^3RU:7D66JPV/3S@1 51>7K9YV,-I/Y>M|B<0?'.?8.#)5F>Q
MBQNVAMH?I%6S)X)B,05W52-WB6JOTF6;/=2KNODBH3!%GWI# 'NJ/I0'<\$7B
MRE"U6JR_KXLWM!W%WEBJD/S\$JVC)\$>V.I#:#!(&17L, MXQUN0"LJ8"PRCTZ/(G?
B&*.M6@Z6.CXR9")\$>G!-WGLG^&GVU'IEH'7Q,S6 M<-
+0*A>FJ33W!JQ2HD"G3>BQU9[CJ'9E^_*.5\$&;^*D|JEGYT)UDHJ#,U,PC M-
T1D|8L6!N=9|0M@71R|8 |+5<3G'5LU^K)3N4@|_53=DL%YD3AB:0/9.U|" MP+*&JN%
(T12))|:J|V1.MT@01(LRFM=?1,76W5L"U21K O?#7Z:%E87DLSL0@)+ M|44G6|H0B0*=-
J'"5ON&HPX&1X;|KD(5M(F?AJ4.E;-)3/0%9*.N.<+)970< MD;-;%Z;|X\$5DRZ-L"=T.U+?C_L?
EW(H4|JM7MW2ZB A05WF(:RBXP^| |H-NJ MW>_1D=GP;QQ<-
>2*%E3=*LM|JC;MJIWX63NM=_?)4SV!ZHYO\$2VC6|E5U!
MZBSAN+4+R#4X\$;IJZ)9JZQW8Q;|V^SN%2FRK;'4A|:F-JW>|*V1P%L("B6:|&MYK:X5
M(.6JTG\$OMWDBA:2U0F(>7>6JG4+2M,-P87;#|?1C%"_ O_ANYL9/?MB:Q=P|
M93&_O+/%4+!+!7;4X3IPX@)|JBX&A#@:G>5R'3?|27E>'=DO-H|,AV|F&": MI0*5"G2+
AVH|K\$=#Z0"O90"K5RRN-4*E#H!|U(7H)5;EO://A ^ISO4(. _U
M0:LI#\$"BO/|D\MD49NREN5L9\$@5F-LX 6I MKPU!>+TA<*S\$!/:Z;\$&06,LJ%6;A/A+%<
5:%P-|H7!RRQJ^0VVZ2\$+AGYH?9 M|IV(\$&7N^LNW;3B;W7FVFR*RG848%#|!\$9W-,Q3?
T6LAS,@B9*;G3R9P?3@F MRHBD+X2\$NP,7Y,|Y"1.BPHW/OL>>60;%R U%N<
3*4HH|JA@| MPP*XD3%H, >3.#|:6|VT4!""G"JPZ_3=* &BD_# QM6'R-B(>ERV_ ##2|^.7
M-S,KC+_>U!3E,^ \$1 Z5@ZJ\$&^0,!H@4!|3=01B!V,TCGRK;2\$"^ (VZ-"H< M0.("0?
!(W#C%;'|7GH5+)KSL\$0633QAQ%VX@)+X@|N'EP"S%3=/8'U\$9AV>| MB|&Z@?
*#;FIF,7|Z4JKFUF0::\$/P=JK7X2WT|0G*2C3VZ?+_XJ=3.@N2^J@=
M<01C)">N+\$D&_ZA46^ 8E " ^@GF!/@==KBK*_.J&3X3*T3R.O&P,I/_U.AD-MQQ\$,
U7&MM-UQ7BHPAFLD#C77\$C4G)|;H,0&N\$H|>#>U7F*LP|>YL,3R+3HN
MW'\$BL(19&|/,%N"H5_!A\$D>S5106+U@QIG9B\$RVL<9: '4|B5/4AJ|;.X6#F
M/U%>IM&+&X-9-P79A+G2%9|* 8EG!1K<.,/DP!|, <&::A!#'|\$_T(IP@'VQ*
M,|QV\$@+Q3J_*|RE^>8'1F|KF@'2XR9* F(;6>T.99?:U(?R5*G_+0K(T><;,
M+811P>)|!2Q6!&KPRG.4H0A"N8D|98+G0|<&04E""%(&;19 +K!G)S
WT02A,8UDB*+OLS=;?'*?Q M5!R7K0W,@^|08,+U%^DBG5T;" ^DGN)^#
W#%X'SAY1B&0,OB|3RDX6%._>MY0F7QL)IM7T<|'&;@*|%,HQ>-TJV6QHZR|L\$?
V'X;8UI^ HEV!N.RPQ=&W% M9BOS_8^C&|;MBSG?(&U#,T!DV^#P?
KB>^F4>|OE&WDPH>XQ1TE40!KQM9; M2N&#,4&8-Q0IH,;#9;JL.97^G<8+!^*)W(V
|_OW F,|+T;O("QAC&BL@T\$ M!M *X5;GO'5FDTE|9I%A&F^8AP-+0T0U:??@>+\$42,T?
B1->R U! OB?_=?;7 MGUANWQV,AHYG>Y9#G(%M3|9@V1('/@^,R;^=JGUBF-!BU
2P.10(W G2?D??|!U H||!??_V703)KEM M9%WXXS#DUKGM>"&*^|*2%:&1|7-
|PI9|+9VY|7Z:0)&H+HY89)E+M_O|^IL MR>JJKI6U\$63E1(PL%4\$0R">1R
1RB1(Q/?2N^7>|5633EPS@.^KIN%R M'JCOHNL/U^P!6|'#R07GUNPD|N;;^D::J:W_?
U!5|7_=_;|:3Y=|MU<\$PX)AG' M9-A;>|KA#;+|YFOA F'IWF)|R|JOW*|M;|Z?
CG^&7+>I5&P>:K233|9T?- KW(-TU\$ A7):Y*65?E8".4 M/X|HL+MC/-
O.DUSJ1&Y0.#@\$|:V QY^&J8&Y?9MHQ&KS>NX:>|_B5Y8'DQY3\$1.00*
MK'+!>|/\$K%Q#\$FR#;.*9%\$S, +?
V%6E0YQ#"|8A)&>2ET87I37ZHRVOMPW;Y)=ZX:GO'-0J
M@PZ=P)O+:00)AG3>I%/ZKJ13 S)F==,E=NOB-WC <%:126P+CWRD0D2UNE@B
MTBO|5|8&NF<1VOA I8X!86(3S>^OP| 0\$3%5YZHN=D|Y/FZZ,IZ/5|5DHKF&M?
U19R\$'4WS:(|NK\$ LZ4KPGWY@XA|X&GS@KQ#+XQS+6>?D1_/BBE5^61@1:E
MNZV;Q-+:70.C0) 33TVZA&C*B::M'AKH,;!C'62@ |1+\$<%D^|>5'D.!(N>
MIF\$21SZ9@&@>:FQ(IW?UQQ+IW:G|H^)^D_@C#HV>VM.OIQ!K">=.UOS|@G01,
M@|A:%X?ADF':Q?
N#S=I9G3&ME^SGU63DF/^A!9WWF+2\$,L0GKN,2WQGZ*_BZ;|LWS4=%IC3!/8+TY)7|!#1
0)#X#^F6U+.N4 M2X>F!NLO^4"&I&_(KE+HQ#4|XK7VWI\$GKPYREFJ2;Q#(/=B00;
@9|G)60ZQ>JP-#7';TM1#4S'T M<|L:O@?|!%_H |TW6HM#O+\$UB;-
JQ+8Q'9|J)@.,1T,NY0)\$EWUN@!\$>BOE MRMC ()|NP?|Q EV;A^8Y. M|\$.3^*#5?1Y)|Q.
|M2*&D)PWSJ)U^HM>'X0@&ZQG |TDYJ&1SK@TSW1J|F(
MB\$R(&*IQ59>=ISPU|D4&C&?/H^,/D0<1AFD3T|6)IAUH#4KA'GPBVWT0>'HF M,5I?
<%|3F+U!TE!;IQMN-??^|!%*RL\$Z?N,VBT"N>;FPN|4D< M2T-O)(+\$5K4NPAVD5^6OC
TLS2!::Q<)7)IGE|:FWM|0@2%"8JD6'LVRJG| MO|HD2C,E+
|EA\$R6T8#P<>%1<@W.WKH&*;&!:=;YDPL8GM8CEGF1!Q5;,+UU'I M-
>0K8P,N+#4;_IEPL0FFH=NW3(AXF %EV%7<&G|5^+G!%M77|;%)I|);77, M##\,|7-

()8M7<%NB=#L#92&:IXZ46Q/=RI96*=/W&,3R_)XV&A|H'@:1#3
M&WKBZ&L!4!>JZ|=T4\Y3<|B1-|7=C>(I5G\$U0:0B:5=ZM|-2U2"O,(:5\$,L
M!+/#.8OHMDF!0_W+D9F|&MRU^\$J>Z'BK+^M1=TS86@:0]_:WQ\23|H^L;PN
MW&TDPQ0+@YPRB>/&0B#78\$3H1/<<8EC7840,^OUA<:5F\$=T80\$;+/KX_!,*0
M|=ZEH+!XY\$DG+&DP>*1@WX?%>SP%BP6CY3U_4O;B&'T<,G|)E,;O=Z4?)8Q_M&C;
<=X(QV*JQORC>B>NM*569#&MH@?
VCK/R&T/ETB,56|;5""7B^22QO!6|<41*D4R;L_OEO_M4YK=1TEO-
G/SE,V!>V.KXH)MXG&@!M>>\$Y=06AB61W3GP)NW5K/OVNP:T'6I
MJ3I=I'*67M.3U7I&"3ID">KJQ&@=-HX2M,/D+MI5%:H09L#;,@)K;-,\$,MD|3&RY"
IG2002Q*0I84=V_X+Z<9^A|:LW&X|JQ_?T)%?R>5Q4"7"">KCLTI_M|7,9QT|*0?
FY!;WC0!T!DHJMS|>E|5?D8Q!I3Q.*PNJ3,;,&O*S.FP*R"_M,A9Y:CAB=%,H=#';!8#
M:>"KZK(=,3RL#4FP7G-TK&0,_ILS#A8'BL(LZ#VK(%<J@3P39/G.&O^\$T>;
MYCF#=#Z914BZ_R3E\$F=%H^;4UX=F#A|V4\$?;JD\$&)3)E"7Y-<80GGJ"|L
M5C!>E,CBJ\$9%G;,"T"(<7!N#%/501K%,:Q3HL"VX|!&(%-X8'FJT3P13^|
M5U@|VXS_SFC+.TNF+L<_!Z'^;&4E!198",2C_M,+T\$!')\$)3:?
1/6RG_"LPPJ#,02T'0HQ!B@CN61GP+\$O#,NB#!2L,,KA%3YH_M.DH?F"JP:I"8"ZY|X%
<>X1'LZ;#14:XMIN,Q"\$I.BV=@Y^_S?6',6,,&/8X_M!6\$!FF3>#KB-
4(G^%CY|8SB&:LX!X0-HWN)-&_7U^07KQ4(4\$-JJZ;X^2_@(_M.6.KKK_OZW-
6KA<0#6!D#^_F*2_(DX6|HMR_M**+'C1,\$9\$&|YZI/_*0JNW:5^H2;_!
(+^XPCMAEAULUWQ>I\$;_:F,YR=M?|MY1T081;3H|LH\$?N">.G=1(3|54;W|ES|)_M./;#,:
(WC|!%&\$ME2A)*R*,R|FY&6|5<3CA:-Q
MQ\$*B4"5_)K4(?HFX#ZAK54TSL)+38@1G5,JGE-JU%#|JB&-RRG|7CQ?|_+|M*U5<_?
+X>YH^FE!_A4=LP2I*BBWAVC5\$EJ&Z/"AG-5JZCK81
MJ1X67ZQY2GM^A8Y@;F6Q^96%W!4!X|2|4)H*P7Z6|R+CV<?*DZP9P@R?3/*
M&WVAHYAA'G6UB&;RNPNM#%J15M.%=-MF80LJZ+8W|_
N!Z!;,C;^X=5W\$;_H0|V1|X9V;+G,|6Q|'(OHP%SXMV>,_^6" M?!!+@-60,&4#6M==":
!;J&;Y|M!"TME=7NJ&:MUL|XMSU_MUQCX(/:3O1CXM!T>Z7=
3DNNY:=5L"BNM(E&KOXMPU_JO_MJS&I&W><3F?
2!#%7HWZ,BDGUMV+_&2Z'UZY)H|DGTTB;6>U61'.G)701YM_O
MDQ^O14+|=ROP=S_A?PJ|Z503W97,K^?\$XE8'DFK_4D%=\$)D&BEURGK_4R1F4
MVR;7QO=K++.|8S)MGI?;|8G2<YH<_WVKKTK|EZ8(7_EZ38VY%OL>7I3V9.4
MZL3PMB>|E""R'K+)"<9M\$|W?7HO|*R'B'8KG=6Q"^J0&W+;GE9_>H!
MU*@I3^R:LZ#;EBK(GV_49RTU\8(=UE>;&%#"YUN#N):Q8C:W9%!,OWVB_@9V
M%|FW\$8|M|V|T|8NOCF&8-9|H/E%HH?S,P**CL?(G@WX>J@N_M)BP3!G1Y-N*
MX;:&C_K"+IZOO?R(!+9\$CZFK;Z|8?#GMO,_E_A|H_XPR;R-1^|C:MZ;|5@23YF.4YDU
M0Y9KX|Z3T22.NUUXR734)*P^AI-V57I@B9Q_>TGO*B_7'P-&P8B(A\$B+K'T
M|9L3JH1;"?A|=>^89IF(ZQR62D@TST>E!"Q7CZ@2GL29PG/|5
M)K0895|R,|0H\$0'6(1L5UZ_9HD^45&@<>J.\$>)P)CXYT|,T0OE=.M:4)-Y' MQ
|ALMC<9>S)<+O?3K|6BN#_' +W>|:V:6|1\$ _C<' ^LO2>X
M|T3"BIH9#^_E&2XS=D_Y@>3|A6.|)?N9&FH?(XB6*>M, '(K9. ?X(GD#QA(/%|ZJ*;NZ@
3(|B+&02+7)A|KD/B5UXM.W5;93/MUY_M@M4?
H|&82@&C.LLTM@Z:#T4^ ^G6;B;/R*.23|!#%1Z"A|8)N3G"XDA=2-RV;|
M_-RZB)7;G|_!|U_D#5+4&2?4ZK\$|L3S=G*8V'?*CH_OR')M%|=|<13|?
F30|YKJHK")5;*F22.YZ/88&G6.WRD><-H4>7BSS_|M(FTNB|D#+98>-&(L3;8>
{Q(8.;3.0>Q'8|@"DB)^FCOXP(!_\$CVS|.47:9S#_M@*:S#&83K@P=/KH5_M/;?N12|X%U.
<+OPN;391*0>%*4|W4'\$_PR|+DG_8>4V3'="/9*8'A52MF:XL_M22,'0B>F<-P!K_M?PL,
(-^(_Y9._!V^F;UR1,%|HC/M+T!|1'+NWS&101-7K|+\$<,L.)<4(G*>M|>\$00VM_-
X|1@|>9T50GNM:%GDU@86=V&M#(R+L,KW0>WL2_X-I35^D0=#|_M_S-
CR>X|>758&B;QM.TID!;,WH#I\$-^7\$4Q;WK"BTA;|L;IY#05L+T|J"8_MNIA14RH|_
!X8@)#(!8FG=P3),ZEAISE5">:KV%*J_-!B*X9!SG>K\$
MM%U4#;|SF^;LR'6\$>N\$^MT8|LJFA4HCY3C>5H\$!%1"8T/,1#+CSZ<|=8CG|ZBO)<:-
_Q5F/+5,HN_PZ,*,IV=%P-:(YG28T&_R3:*|9L|6P/NMI,^BM
MR>2D3(VXDL!JG|R(AJGJ2ZD1#:7EI&_#8|5SZS1^7/=|J3#5/6M;WF_M?/D\$F4N)(U7?
Z;#(63N7R+(Q5C"^9T,MP^EUHSW/7M!JQ@(>(1_G3BOIN&JVND3:RI1^,KB%G4H=
I(=T,|M%SF>K8|_M#D!L,Q?^|1GC?
^F&|6I'MMB3949X27MW+>VKY+O_IZ0B|2YXA,LW:A0?DWS
M7/D#*!OE0"D@RSZY;L|V^/6,|^,A"6V):/^)"ZF\$)|.^.88PHJ<-9-5QFFF_M!!498B_#,%?H-
JS("/41|4M+\$-U>1|5U>P2|_2IKY=S<=2|L?;|AV!4E_6FU_I*M>D_MP-

ER7V2_6/ASDCT?IMVS-R-8M=>T#&,!(f&C_0IYSK*(K<"JIX@W,LY;YS9
M>'PZ#C9,XW6E986^3OWI(/ZS!;+S9ZE%38)6Y0F|>?*3KY'F.)PIK^2%KI!E3Y
MDR.'7(YG0JL^39+D/F2R7Z!+_W#_"^(KZL)/RHE*!7,^JX7RVG X#O-7HYZ6%?:
0GL!8G>(A9'9KUJ9K6(MYUTAMM?
1"AGL.5I%SM4_JOB_+2XD)W42W:PX#5U'/HX>\$BY2X\ACB.,(TA?5
MYER.^;B.!K..+*+;QUFADJPDY'[D_@.XWS<'L8\@JRWMS=T/*JHO\|VX1A
M^2_"L+3+NNWS<)ZMSO:).%YLO.|-=:|R&>->('=?1H04_W,@VSXBSR^)IC M)-
D:'MJAT|E\|N|H6@7|0+?A5I53ON%>(-ZQ#,78_M+O\$8(AWIE3(,BS9Y# MBYK0DR!-^!
J)VHE9@|LKL.ZJBE.'V\$48I#TQ&-N:|J\$3NJ0\$QZ50I4;4W7G M YK'!<%8>" ,CS%:'E24
+A16(K0%?9_XU+\$QU1TS)7'J)@(#SLFSFA9%@!F M8D#P8ID7'\$)EEF;%&!@PW1QAL
_H-NV) |\$PQ|4*?V_T=5ZDZNULNS3=M6. MUUMH@6|8??371*?6_8B\$;M'(+X?
SRRFSVNZ1>'R_Y'I<39<1>Q7QY6!O MS*"O="54Z6""E:&?&?3Q5,
PB:WOR*AWW+3E/O=" +NT#E^HN,8T#:Y,@ER*7 M7DB6ZL3>D5X?
N12YM.O*AC900%-|SLOBB+QWW8C+\$_Z/_?V>ANAHUSZF#AT?
M90OV0D1DBVA"1*0+VY'+.UCB#?%7<1|>W6>'\$_+|&HHHW5J6U3H9K@0FP""Q
ML+>5ZT,T+EY"P#1\1\$,2-%QB^OK%T1B^&?@G"[@#550E8)UEI""*RSQ^6MP(
M*U>QH *=U7S08WWHGBX:!*A8?GX_J0"0^=Z%K;H|2&H1R^R P|F1|I/XWF0_P?"_H-
/VXVV;D?^3_WO(_RG_D_VOF_S|*_|T" M.KL*W|R2|EFY_?CIUZH"VPT('M6;AS5"2UWU|_-
<8"E\$?ILJS).*X|T-Y9KJ M\F|O::RB&(8*K\$S\$O\|P"FA>U|
|R9#PND@^Z"1&MXS%!'8V2*E9T_GY(M"^@M2Z?*"#(" -GB5/M_HK@(:TS(+6#-
(EX=P*GD\$|;\$RTR,,+5&\$/:?S_ZA#,(Y#FDJPD>Y_W@^B<9%'8W#E"FI3Z("FO_O!A.:W-
=1 MG|<\$|&B3-AT%J=///6>Z/_?_QC'IP:|H93REG,,,1_P)!@M?';=5T"H, M/X|K3IE5)-
LXC/.F-3H%==*8^%2E-;BO?
|2.|7ZJ2)DE@9&|/-0M/BSSD@(@PC*IAA<'1PL*C/R|D;L*87_3"F,A,6S)EB7%|D"*,LB
M3M-O37PN\$7.N*!O @H0Y\|VIH>9X&D9@W#Z@5SV'Y-
C00HFGM^P\."1,7BGJFGW")P!73Q.(@ "TX1SB?AZ M|04E8?<5LB#S
\$(1A1VF4Y;#YQ0&O)Q.X2| -UY;3V##UV 5;TV@QP2X0;#C M\$MN/6!PQ070*3RK*.
N+BD=%O"1,B@V8|(APFGQ3-(F@BIZM/5QPB>H\$WHSJ< M&Y@49LV_PZD@^J;+-*Q?
28(TFZ45GP@6Y-1K%HPZKWBXNT;5Q81L=>\$_\$_|*D
M9(JIP;)IRKD(G5;KMBD|REFL:NFKM>+\$F4+Z)D-|5\$R|5;DQ7|9?Z62US9VJJ MM?
PH(|_@3A:*|2G|-HQN|*IO4UC1*%?(F,(ZJ")/C^#^R. 9B!656S2K@
M(8H%9P+2L/6";+_1G87\$!&7>CD7ZP"/7L,J!-
Y+_BKA@S"63PW1M+5YV5.6TD%\$V6RW9Z+VA6;20WHJ%Z+SH5&|@JK>K9O>A6UU^
M7_5K^.O|W5P|;|<-2Q.H2>L2FUPZ?)O+.:A!5;>4;YHRT&%&2Q!(=/\$KC@'
MI%Z"L.AX_4^GIRG06#W_-*NDC8=6436/SR""=79WE!<-
BRGT/F."|GR6>Z99);3+2H.!XL M?,|: ZAUf+ZA.IHO64(#6.M>N^E=
(,D"\$JKGA+IH"4AL=36MKC9)10^BY@^N MN+9G2H\$>D\$ < U5FSN|ED1>;K109?
P;2,"-62 *V: E| \$)|#N:"|C=8 M; "5|J|&6#?
B3GU_ ^*7)9WNV3HNCP(.5=N8L.'(AC*R|J4Z7!N,ZP37R;6L M\$|TCCH/K!&/_L-
4IK8SF|3S+8Y76|81'&/@^OC^,HM?M-A*|E:#3>WQ*:9Y
M7J7(K3*@|B3>S|G2K|*36G71;:=SY18|X50;V1#9L&N0=-4XL'0)LB&:^MA*
M8IUT_<6|?#KI2C6*_Z_*D7|'U;1GSA6::F.6ELX/"*|>QT=3K;A4|B&DKP_
M*#9L754/V1"/2|F%5-ZJIK-4D,UZ"4!0|W'|VR9OPL|'7NPH_/9='S1E1/;(ME-
EE#4L|O/;CFGPRJNHIY M8G#(\$T #U%|4_Q:21%5-2U#2FO.JD\$3P\$OIC7CY;"IKCD
MH_ ^I=E!NCP434 MI:QJ' I2^^5BIO|+X#^")0%+..-U'6'95(S2E.S,GQG , S5>BY?
MMJ/RV8MR53%|IZSF)9U|AQ2Y%8R ,5YUJP<*R;W6REF: MS.58S_3=N-Q=I*.H|1=,>-
U.4340G@/Q1Z+N;JBD05_"|,%3)3*KH<%,(T'D M=#R&1E3"CCZ)F)8_K", \$4JYN9+;
<@OD\$J|2-TOSB+|QUQ2=?2Y. MQPO3+;Q8EL;3GE^A(U&A"U*QHR=W)2^,
MR%O!0&BW U F(C_U >/5=Q"SJ4&_DNZ\$=6BYS/=L>|Z""Q?^|1GC?|F@E(AJ
MB|XG^"#O'KC^|?TPSK,Y!"/^Y3XY+MIGM<|8UW"4@GHC_9U@=:%FH"C("P
MX@6\$07_X=UWX,JLK?;+G4M6)J#0,|H6+K524EJX*+,(XB>N0-%<5';E_UW: M1M-
107'6XK36|_BGA>Q>%,!TX=.D>EP5'F95C;G<2D,N(D-NA_%#WBY5,)P7
M|E%35_+57V|7=G4C158=54WVU9;W?2|Y1HXJ,L:GM7>Y8<77N>Z:TD|AJ MW5?
0)ADW|(M)7IW_B.IR_7|3E|&|TS->E|HMFV|V+W#5&1DO3WKA!Y?<;OG
M1+JN,IHWRB>AW%|5I%|7ZO6:F5_ (QP6QR7G^_'K;_4Y.Y",_688V|_PUJXP
MO9>K^RJ",E\$UM\$-BSMO3.8:4=Y%6"8RZ_"8U6V=\$@J9%9FU&^!/L)T5-MFZ'O;-HF#.
(XEI4%15/U)\$*Q,P>U"WF@7UCO_<*RAR@0?C79?77S'S)OUZO0-M((#I%?
A>XXY4.5#Q,,JNE(AHF,R4JGP,*XK2_ PSYU^%TX'>;T+KSMQ:J-P M|H5U=6)@S2C)\$-

&M+D*A\$9&-Z;1#IG@<%NG_NYUIH!A6KN_I5EQS^,D1C3Y
MOCV2CMYX>Z8S6B9:N5+AT4FL,>*Q;"SO8\$U(G%6)'350"P6_=EK>V'9?H' M:L/=V*?-
JEMMNWP#%H!K,7G@+,%C6*YC9N<17+W1R/M7<'X=F@&1M?&W/
IRZ[X]"N(WQTI M8>B<%/_^:!:JL.E_:1+?!*Q!-)H F_9Q
M-: YF7&1Z4<811/8C=RO5.7>:JD*\$AWUP6/>^1 1P5\$4C(D=6V@83I7AZ2E
MMKW&1+ T?MW4?^2991;2&HE3"YX3,1+)ANK\$(-=P9:13N17@PJO)<_O*H6NZ
M3(B8#N(A%1XZ^J;WWJ K_3YXY_7J5;L I#_::2I,WE_%R?HH2I^QC K/N6LQ<1VT;V6" Z!
/"3" MXI9OD8_#H3AO? "ZI??:J/U2&[-!F0-U6:8\$\$\$Q9\NPJSUM1,5-MEPL/OH@8Z
MXK%YGV TAVA&* _J0F:JH63#ZL11>9LU.HS",V45!_#7-1^5^Z5CY\$QA?I?Y
M=6\$7CI('EA?B@C=G0%A&&UE.>)Q5EGN6GC9*0D4IJ%>.:! M?W;57EQV5@E
JL+6: ^KJGB5,MS?L;1)7/_!"M/ML^<.:!^P-B@;QM5,' R**
M%TIVK9TZRAHQO/A*=%L'_9P7Q/XH\$UM4)V G3BNVA3^R::XU!!=>="3,.TY(? MN
OLKZO@WXE)(N\$:T1UB^<=EZ#J6+!T9A!@.PQ_-0*8T MNX^2AA8N1%_(N:O
>.=9.#^KH\$;?."?5XT!_A^1+#!4;C355N13,<_JEHSZ_0\$0B)LMC\RH*
(!"BGS86D@5A4EK),@14_M)UDSA!GPTIL10/+M#1W#"JH_\$B?S[7\$ &Q-S MX=^>?Z
Z7^ ^K#5^\$="/S]"3I(1*EL^F\$=9A0%MKXLMATAM2NGPSG3BDT-J!"3 M6<[NFK^!"Z-
1%M.GNR@1TQ,005ONG:A\JB(SIQZ_,P JE8Q07UD57^Y?JS"
MH]>KOUNNZMO^VD>;JJ_125-7NJJIYOI7-G6U^7?+-7!0EQ_4JJYV'(ANU9?I ME69K%-
M*.'>OP'WF^ ^BBRO)^E+WJ,%U;H8VD
M)701YBMN#.OLN7WM!ODYCZM8)YGCKDB&GA)/WZDWC"-TI5ANVJ)EW;EFMF
M/DPOGX]??Q.&Y\$OC[6S)D0=QQMIZTA*>%^D^T4[NPW3)_MSA/(K0/D5M\X
ML+X<ON0(MG9I"0>:7VZ:KJUVKBP8Y6(?D6-?7E1VI+?JS!Q
MNJ_0((#I' %A:N F>!&KI%+*^M\$S3&SIP5\$H-X#D;Z204)<8PNJA(@ (IL7"9:)
MZ/_QDPC=GE>9/KBR=,JR#IC\$ \$BORY\$'\$C&A!1,YSIFGI
MF\$9%\$B@L+!G1:P.W40\R'<'@C/M?%L+S YI/ MGFW!.!KS7_,RHTEPGERIO5H'Q#
(.O%Z58E-"KJA%+ WWU
DW\$P&24>5;DWV1|GHQ=7|Q|WR_US#';Y)?/18EPP1PT2'=9D0<5M7X\$,1SJHU
MFZTW: +S-EVX/_L^E'V4I=J81H4?W=48N2|6EI0*#/_O..(QUGPL#"M0R8X=!/ #L?
MOWWZIH=IY=O9@PH)O5V'A^CK&F\J\$ATXTOVVE%T3DK"[JNHOA M
M)@X:C:9<'HSU9|F&4|C<(P9A<%|=6%Z(MZ|Z.>T35?HNLL1
+,:#0C0.KWR\$>YUD;KJFVB&=%D|<' M^_"49M|854>)UQ@KGH|=>GNF6QI:%Q
MJHPGJ4BSG:P66C|+9)O6-PGOGZ@K=MJDH5S1S_V|D6/Z"&ZBGPJ9AG*THS!?!_73%
D2HW MEJ?JZ=AF0%02C%A2@)?4::PZ4FNL"2\$?KZP6<&F(Y95+YL:40S-L A/AC2C
M&;00_=FJM:Z_JA\$MHH?|^S951?F8@|530!,Z2A\84<0:T==GD9:H;D29M!K
MHHR>G@-H: !? \$JY#RB.T8#%|H+R7*!&CX9TK,R!V&HI\3D"YJZ?4R5D=7I)
M=*S<:*H_GP_TM#C95G12E=1831XG40RS>)D4>TT1Y 4\$86(WNNHL@LC+<+Y> M-
Q|N.O5_8^ZY7,V|B2F.T|C.'WD>"S-"1X_4J! ?R+O-&*Q" _LF&M!0^4&8%
MRY_X!OKRYDMT?&(T6X/4G.8U%D_*8U1.('79=3B036>8/^,<@H+)PV^*6/X
M.#1# #X#"630JB^>9PDDSI?P:W6JS-?KA_>CS+8,3;U4J|Z MRU! =&|H0@ \$-
IS(6"|Y^|QB%Q:06)XLLOUM_5GE^A(Y"0,)V-KRS(QX!QIK^0
M*!020=:6:;#X)Q|C%/IP*F(6=:@WMW0#BV7N9YMCP/8/9@+__.:1;IT4WO5-MO#7)FH'/
/8W(V#M;V_H&.9U1^-'1I3SG7H1,,#F!;E?4FHC/<;CTTE8PS1> M5WL52(64"S
#_9&EO%6,!#:10"42<;&|SZ;C<:JL/7X5W)4BU3_!)BJM MTP_KD%Y=.6)?\ZUK|F|H6?
_IZQ)&=|KG!GTPJ_R(C!%<33L|BM?%KS<@H#
M@CYR(T^<;F=//W'=YZAN^_RY2,15LT5^LA\$XTJ2A5\$^B^G3792(L8J7WBT3C"^PET>;A
M_.H3UOK#|YO5W^W'-5RUC_20!=9|_NFKG1=M;7UKVSJ:O/OENOBH"X_ M*&=K5SO.
H<:=_Y*LS566+69=FJM? 7!O:PY"MUUCKCTJH#AN=!/8DR 7:18G M:M(>#|T*?
38MH8LP7_%K77?ZL^*U*R/K<7/D)'6%-)LP@40V%H MP,SSU0*9!_L4#/+ "H/6D)3SZ-
"QB'11^)^L7-UQ9/(.36P7&K29Q#TP8AMW:/ MWW5QJWMH/B796?4D+I9|NCDU0-
S/V.QEYY\$1?Z2<.,\$WU'R>S66Y\$(+OH8P M28N8#@:"289(ZYT#\$3EOV'N+W&|
(Q5FAT%07|_T^2***)6P<%54|^+3V17C> M"\$B9S6\#,1#)CQ|I<# WRO9@?L8
M4|A<"HD->=3LSNR%U|4!%O_PCGYL8MO'!0Y)&QIT?6!:Q'(.S J%8\$H&IDXT
M|!"238BE9%B:ZG&A:5=|P-X+L_W("CA6\363(@|8G7+:+CQ>!L#2);QV8 MH1:QE
Q+PY+NDA>1/##0^G)=_R,MJ#++TH#E.8^TXD<7>3HN'FEV M%<5J;6+8;?<=O)
<1R)6%P4Y\$9'-17L0#HG@T XU:|DW^V%%?_37V4TXPD7 MKN&"7B>F: ^UHU2(V-
J!1AHB7ENUOR0%3>XCGMB# M3E,8R?|Z3C3SP%MVU-?/M=?ZB(A,B-
S:#KJARX%::L&^J'WV)3|&(KO M1^/CZS!F|=;UUU!=/R@%P#B<9H7Q?QD-D/4U.
!*/L:GVVV%S;MQZ^_MB=O9/W|_PL.:;9MR;Y1778M2|>0TF&B*/A1:U4B"

>4N'AJ%W@T9JHMQ?F M[1]9.N.:46E"8Y'4_SJ,7,'^T&Y\$"QV\$N1"PT/'&2"
MPSXT'G>0^V\3DR\)\$!9::ZOU3#/'OY(X)NJ:XT("W;-&TT0&7" V\6I<+ #
M!\\$.B>#PU2[\$E:QZ24_!7Z?L:HV-HV5..4G]=P"N!@'Q4>@%*2X5'GKK
MK1;Q.*\S/9X\]-^4_9266<0R!=Y^B X\;N^9CFA;Z+XM\$QZ6CWC(A,>AN? \$1
MCO/H/9AFZQPV\30*PYA=U&'A/VF4?"\L6B5->)\$\J290H._RBB/1*6L=*R,
MTXP%T(:%XE+!..@IG84T@J>"XU>T6F1_0B\.*?
f>+D%G\$8_/:T%U5QZ1WNF7^)JHDQHM#US1C3.JH4J%")J\,L&AXT7OP26B
M3>GVWZi\$="IVX21-WD1)P3*6%U@?NE'Z3>*.6(9V,&!:^H\$^H0BF9&#:AG0U
MA1')PY8E5H<^M9DO9FN9JFM+JG+LHVSLFO-QS+^.%)'=^9\DY:0UVV?6%Y;
M::HG97B16P?'K2\Q#KUP1V\|M'K_KXE:>^/C H C9F;7-.=I-&+IQ\$Y_-.+ #
MW\$XNG3@P+7G1 MN>_6,(&\$\M\$=_1C9K\5A_R?>H9NGXUZ\8XD7E"O3Q+XUK9:Y\;?
^;J.EGJ M,XR6*A6.W>ZB;PL*,X'_AM'#A_?P1S.0*5.;^Y(X: M'QF!;1 WOW&(7%I&:
fQ1=K?M*>7Z\$C4\$G+8O,K"^\LH8:S^ M"RT90QC\^C(-
%O^<9,T09J"W01D\!;^H6,8X1V-'^E3SF7LXI*"U?."<"_G
MO'%FX_'TUIA&J\KZ12R(*U2:=R!S&,9;P4#H=T.0(%U.?{AU7<1LZA#O9'O
MAG9HNF%=(?J!'36<[NFK^!;J*918F8GGCIW7+O'.67=@6?>?6X9@#?5W7?Y#Q0
M6S7UAVOV4(\$\WJ\^;CFJY:Q_I*GZVMW=;7KJJVM?V535YM_MUP7!W7Y03E;
MNJHA,V_5#?V59FO4NTHV=Z_D?(9?EC;U\Z/L\8?Y9JS_/KR'+;2GP7CF9GN"
M)NUQZRUH%\4D+;:&+,%\1NM?9+IL.J\9V;P'M<43S+'7:<4/2>2>?KU)_&\$
M;Y1/\$YILR08ZQ\$F_KFR>-3,?9M#"/\C=U1A9A)<Y2HR,8LXQ9CG%)NMT6@
M%PIEM*OT+EAZ!=PKD\$,=Z W<,BM@^_6C3AN6U\8Y%;DULZ<&PX,RY*=6:_0 MN>'
W+;HW-3YX9?\$FZ:1 J,7*.P)! =Z\#7DS\ -8F(6>+D@;W#:2MQ\$))S
M0N(XF&=&)COLM8O"HOW9=/MO*K7N8O\Y\UU_"M5&^>P+-QM@V5H"!IGTS!\H
M"R2Z3RP-\$YU(!0DQK_/?Q"1\VA%:A>)9_JS"V_1.71?NNUX#\>_JT^NH6LV M,6Q,R#_4-
'7B6@NZ00QMH/?UPBFY@_4I>;ZP&Q=K1J1E!-)395N3?9'G^C%#?Z/M*#+\$L#
MEN<\Y)?7^3IN'BDV564A=1M8MEXCR\5)";Q=;PWE@H28EOH62\$5(KJJXU5^
MWZWYG_XJH\F4)<4U7-=;1/:^AKC1>1Y\$3%;YU9&1,Z)R*WA8_U.6;!PL.)C
MKVW;7Y*"O<13_E!IRF,Y'^NQCW=))J\!=UE0L0B?FO'. \$3DK/)=)Y\>8K=% M-
_Z*ANFJVF7\Z,\V\PMC\|F,HOL^/D:;!G#6(:QX8WX@*^YD0<>P#;QX1D;,@_MXF)TADQP&
(=>YU\)-ML+J_;CU_\$+>T?OW_A&8D>T^R;\$DQH=L\."_KJF9YH M\$|/U*3)J\N=%Q-"
f'"M%1#9>#N)EK51X&!AVW7_S\H\L'7,GJ32AL3)F!\^ZV
M/=;8::)AA+5DB)@&&KDR(7)KN#\>V4J"A:U>^/ZV\ML+ZS;KRQF03J=E@F,
M@=_67H51JQ\;18\7N1#QW2X<+!&1S1>\$OHV7M9)@86AX6=MK:_9/=E_&M\$BS
M)X7F.=BUW_NYREX2)7F9T20X+ZG9PJc21R\K9Q'%?Z\B/B')M='1,ZT\QH>
M&KB28.&A@5N-I*G2EZ0)V\PPU\AJF"<#?Z1Y0;<47\J0>NU\>^G%1X8CBP5
M'\ZZ&\@\$A\NZS@<> "\$BWO?X^8U7)9AHK<)?FC:*31PSG7PCHA(MAK@?
Z8P:C=AJ%861*)B5CI5QFK\$ VK!07(=?1_VLVs;9#U"O/R\4-F(A"19ZZ\|FB,=9
MUX908"*NT\|G6_#_HZA;U8\+W1W=MNSU3+75, R43'*TS8"/(4"0-E9NW*I76::jVI(j
M&_NH&;OF?SCKR/%Y=&_.=^D)>1UW;6(:1YX92F%S-YBXR&\#H\=#>+K_ZW;
MCNPZ.'8EUE"9M)#'4TN\AV/.)ZSY1Q&<=*\$4V9POXJ
MHP<;LP20*^AXO/D;8_I+W""5B::P5*8SFD&CJD\#1>=|CN%S;3HT547Y.HERY1'ZC7D%
MG/A)H4611:.RJ+X E&VFQEU;TS57IP<_/U-("6G#(YA4XB5F5!'!+&\$C:-B
M\B\3C5>SGVE E'&63J%Q4L++?%f03J104&CX\|S(OGE,J5M>_L"0*/K5F1#G_M\|P\O-
UB)S"Y+|V FC'PB=(X3Y4(B!CP.8Z>EN8(=);.5H:T P^SZ:S.'UB MC*/P_/UR9Z"\R&C\|J-
*2H:-2\$N\N@*3*);.2CZ%6N74V%<9F(ZLXQQ) 5D_MGSBJR1-_S/YF 9!?
X7,"*?!83)1T\&|6%-\$#S&3\$GM*\$Y3WE>4P*!JH/|@XGJ?RO_+JPU.:
#6G@C;|PS"Y+|J>H/4XHT"^\M,BC*C E.9/DBMH)X0*BXM,|AO#
f/C@0A;PM2D^R!=C0/.)'_UMK>(Y\IQY M==5;8EY7U5Z+0<%R@F\$(R#A0*YD\Q-
O:\ML\|D\PU+&!\V'P8&9^96-2\PM2H MS.Z!\^9Z>"2PPXH^A)W?>4TVT:E53CC'GM2@-
U;F4G,O\$*/SA5<0LZE!OY+NA M'5HNP8S_7_NT9XW_HOEJLR05PA\RJSW#)NRS<#7?
A4^fSIU9998>47_X,K+0?(YAOZ8(W@%_%/B_2I\$85\|P'2P=>
MR*_HRG\|Z9I^*H#\X+%72\>_FEH,..KMHHFY,L)/BP^E+('\$EI0L)^+7L%JH
M_\$&SL,CR=BA/V%#YJD".AV\>6R5!O%/JOR;.-?ORA_!G8?ST<*
M6R5G#Y">LS*;I0+VQ7TS3(&7D\2_44L#LYHL#4'WZHE,X&|H=HPJCU2L\$P<
M4=A"8?Y\&8B=#|AOQ#,W3T#N5\43N*3/8\7F\|2^|S_IL\5;L5K,@X3A_% M-
@@\UEP6Y14/+T@%&\$LU_CZ_-1ONG\$@=|N06*).P;C\H43/C8C*5@",8CK+ MV5WSEW=-
MLLH\$407+|U;|HU?T+Z\|D.7\5#U^|QB%Q80K\ZHF%/KF'S^J/OUM'LX%5\4,U\Y+^H/?
GQ(^/I"\$,<|=OSF2\$*8\$5LG+XYHMTPL8MY:f MG^!2NXYM^TF._RI!33TQ)=HUDT*X\I

GDL+#_*,Y<MH'THT*_LA=?*)Z&EK+OG.J.DZR"6.N2Z4%:?6*0E=!7F*X>Q9V?_'O#)S3J6
M..4'"&S:G*|+)W+=^Q!>?OY=>KE+X\7H0U#3IVR/H^;NT!JHJ6
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MTW!TB\$[9I!-/S)BJ:YQ#M MT\$,I1.4\5IE&S,06KQ\SGQER;|L0^,1+
|X|H:M:#MDLS:,NDDEW<,Q(-.-% M30 -9LE0L35BM,I*:@:B:U;|U79C&;L#5W:#)O
M#/:O\VD957)(87|RJ#41<1P|L.>0(QYNM/!B';"D/;|1WD:E\7F5U;<;|\$ M@AJLXWE
*_%/R=S+^L906=01AFCW|H0,8SPCL:/|"GG=%R,"(N2-R\|HW+.
M&V'N/<2HM/WX|99IT%3R|1%)GG> 1\$#SV,|H7\$W(TP=Q;@|/=Y
M/7**T1XFB@I",H\$7R8OPTS^EA'_|/P12STC.EKJCY/!O XB6*>|^^))SMX MR|_#/%6I%8
?A0O+O)L;T_&>LP@0_F8P:>*<<+,R|R&HD< M!+TD:~YJ(5^\$ZV|&O#.
S=X9+N(((>_|RP1O#5H_4\$TX|##1+,H:+)=
M"%GPF\$4|@%@@D47ED,7?.7UP;PK2"KXM0+LND))@%_93RW2C"@G=01R'2S,&:QX
MFHEA|!DM?&\$9|O|=OK5#ASR3|/U3. MJA0 CNJZ508/NMHLCL9B#A:
(12=&LWS#D"NB5|EP,D_LBW@Z@:6|B_J?~Z.N M!KIM?
(9J^CO'9ZK>?'S_5^Q/"QE|>|ZL)!3|S?/@RB+BS*R(O#Q_U<0 MF6M 2;-BG
)J5:JG|)XF("K2Z@F!1)\(2|GO&DE :N"? F3VL\$H_VKC\$+> MVR,P@#)BS2A"D3?
E&7>8T>H8HFK+;#Y0\5Z=X2NJDM?4PQ#Y718?5X*6)R,! M:<_93TZ1_&--S;D8?
I'NR7Q>.E9X+\$BZ M>2|8YFI86MWC|Q<'Y<|:L^\$X"QF|;+\$M*Q-LJ3G(!
I%5B07>:"U5'C%_8;>< MB|:7REV37*_9N5,0K/_S/OC&N"8!CS|"ZWST8E4;2Q?
U\$>AEBZGI^DJ&<6P|IRT M26G2ZW5Q<\$J304-E95PX>V8MVCW'70GY>TXD|_3B1.
()MTA:LS+I@;L183X: MS\$=SS?EHD&'E95C?)9K6-D)ZZ Q|?=PJ/:O>NB8/Y|S?
P|D/F9/:+L=P:R2 MN,&U|U_ \$WZ8|@530F#*E^&BXFH>
<1Q_>2(3*K>&15Q7EI0ODL'1R3YL8:08 MIE;|U"J#0\4TP4IR#\$1%(E1N#5@JCF^V-GVN
H\MC|?O106F+MD@-HLYBZ1 M%|7-)X|5-D@:43FK1N(2RVJ;+N|J:
(+G|J>I%UTB5V,|8JX05&|EP,0&Y<1W M:<1\$(DQN#5J|ZIV?L*D#/\NA\|D);W|:|1|G|
|+L@TQR)PT@|O0!6^UGB^V M.GX?P5>K;|;<&Y0|8NJW/.,\$(DX+:#W+
FBU8#PH^|*Y- #|P^O6#9E_5|P:>Y>FA>TK;6\$-L7PW(BEW^2OC MLXFAMM6|
M<6F>=6DZ:A='+/AW9|WMAT7|.DS?"E^))F:99<<|K056|_S48|X;K\$=O *T.9 M;-
\$M|:~Y#;J6*|@&Z|=|\$|1QK6V6)UR:9UV:MMK%46A_MOPM"H|N2|?W-PET
M|O6,;IDXMPX0-(\$ 85KR#IMYG#C|M4R^ZQ/#!/:|TP+&4Z8%A M=|YE(0LO\|TW_>(#Z?
6^XZL,H""^"D%L\$-TV0&=NJZ*A(\$9!+ \$?*=OE|Y,< MI8O,&0?6C;5*L|>-
Q4&U&=3VKC|U|J;.P-09_0KI_1AO M:Z|Y^'Z4O?WP*CFX"|EV7%YN|4JBD8282*-
O<>ZZ16R|BZ|JO!??6,S8Q30:F\$9C&.+%U'@I
M>10Q\$F'B>ZW\GLM7BYM7W6ECF\$>#7%KZ6KHV""|5(AAR@UP-Z|)Q<5U*A0AF
MT#C@4&9OY|O+SW>|_ ^VF4|5|=;|_#_3=>'L8/R>XZ(54D7#FZ|A+#+/C|8XG2D MZ8'-
=^;5(0L_':.#^U3TW2*|'"G&>A5+Y"J6R:1++/S|B"J4R2F4IN\$%^OUS=
MNFSIOX6BA5OT=E#L@XS1G(7*C>ZHA@*?CZ,TX6UN0&%3S?DO6^O|)\$?
XX2*7|J;>K'F?>WY%3H"-B^+S: ^L>|)=B)F-
M|AKN""^4A3_Y&*/PAU<1LZA#O9'OAG9HN1=7"*P/EZ0^R6E-M)C/#!/=JC%,8ZM?
MT7O:|0"42<;&/|SZ;C<:~ACM8C\$!NW^"#_)E|_XM_ ;Z0VRRKML@=5?4YKL M+*C:4?
G43URH)4_*. W*""1H!#((!,ZDF)6<*W+(4&(!OJ_1O|R**_%T07
MY8+NCLO&*Q4EYC,G|#3)2WC^_.JY:R|=HB0L|X)/9_&%(BL# M(>_JW^A|)%@5E#
(*B|PT7'PJNHFYR,U5A4|KXI(&|J%DXGH'|&5V#Y*;1U/S MNK#52U,;E|UM5B@PP.?
^&-43,2O(G/F."T+,J_ \$?;)|#X7EAFS&ZBP"|?F#?,HD83(-ZCC 7%(E*P
M>7(R/\$1A2>_1VACCE-_7:H9NP?RPM|'90Y?SCDO/TZB8_+J0?80!0_9QS9B MU;
<;EFOX14\$"<.)LGI!) MSMEJ1)-O|*TQ?#R#X5832K.*6=ET%J=|/#+
I%=0+X.H/E(A@C!;IDRCA*;)6 M2_1+(2I*P3W+@YW2;ZPA&?32;|V?>_IZ_9W-
8L\$T_*H3UFMS@CG"R1\$*=S)82WR(**QZDRBZG@|.?'?&V/XBB?P(*B!>|9E":A0L\$+|RQA
MF;:G\A0"\$&YBI8F(5|;==^+4K+K"|+2^>3|?#?R+8P82!5P_!JKH!#\$,V M9AE7&,5COD
K|,H#P"\$ (B>UUBE\$S>(Z9^%>9:1KHF TG"PQ7CBH?0=UDF@X
M:0_A|HR#ZE7D&@;N'1ZXU|_ \$Q)_6:O4'!K-?7X*+'N:OL(CEN<0VCLM?T7UZ MB@-#Y?
9/7-'CO:2.VS|YXWGAE?|_?CT/RC|>B|3-|B7NN2%BC|>B3|K-9A M0@,5?L;I?
VI/FJ^ALS9.C\$|D_@.1@DA8JO=E\$327HEZMK8@)BZ20P'HX2E M0L7' EF#;I=:OC^^AF
|RI.(VWK/Q|"@P:#'O#=8CFMQ4D:#F<5>W"BEC(!1,RR6ZCS;|3)C8U|4RAVG2 M?
USKW7T-|KQN641OG>T+K8;SIODX| ZXGR(%N6#CRK3| Z^+<67BRD1|?OT< M?
Q616M=@R;O\$PD2>4B&B79>U@%RP_EB8&'87^5QQ7>*ZO)ZRUO%2X/O9:QH
MP_>J'FB6)HL95V|R|^IPF,Y:-TVS*LZ=|S'-6| \$R M53,(\$5=MRFO7J1|R148/<|
<52=MHE.>NV53 J//?WS,-V=U417>T-#>_?%, MG21-

!!D96,OB1;Z.Y\$J<[M,Z&%,J5/RH@I09EE/ D/SV0%%)LLIN(2KM!U
MWJLFH2#AR9%\$5RP7/26*KI&PGG)H NW"DA%E5%8=5@F3FCP_4:*,RSCF4IGV
MI2B*10*^WO& IABG; 00LA_?630@4C0R),%B=<\$7699&O !0=^ 9\\$,;>_. MG#?
K6:1/67!<375\\$/I M\KOTB@2+^5T:"EQ#CI*\$(K4/C M5M,B=NO43*CYG>82JMH2>+&
I0FP8QRN#"Y"L<4WMBV*Bj=;:HTO\\$/_#K@7 MUEZ'PD(FLM#
?;T^KQI+/5Z4\6/OI0:&^/N MZAUEL?F4EO.%" M1!\$A;/9SW(:@P>*?
D^PY(N.>O1EEC'Y\0\Y%6./:\$WLE+#+,1
M/3EA\/^.,64*74YRA0&I0F4>:U3)H5BTLW4>Q+19SBJ9SNG"9I35,H5V/I M
A%I0!5\>T0?#JJI:^\XGFR#DI)2,"AG>^@J1HG*%R+Y#QH+2XL6RG^5"5-6
M1/3*O= _8JH\|P=|>A.F MCV!EVWI4.DR\|*6M93C8'7?&N:-ST*E3+#U8X7E!2W8 MW3'W
WLY,>S@G,,N'W\|P.+C>#^Y\$US#5L_,IG\#Y\|R=^*/0&IF&0M&D0E+,(MMAC#J'X?
FV;EX2'JA;Q\Z*%Z\|N>;:\IV<9.'>&P\U\&)9SDK\|Sj(1B=H
MB+2+QCM<(8C)R3!!W41.W<0D3E>EE\$X:?"6GSKY=7Q^B_Y)K\$-3WTD06#1\$ M1
I:1"3\^HEK>_MHM8X/I 3!"3KG=VP_6Z063@HN_E7\$15=U=@QM\|WTW9 M(6)B.WA
+1,>N\$80\$0\$,>DC)IWM)0,_4/R99M.8)E=QC*B;1'/S 2(H\|MHA8Q.>|YHF;A:;
(<6.#Z0\$P0DSVV=H/X3AGZ1^?CVC+|I\B1_8=1)YJ'*8=Q5N#:'Z+6W!\$4#8\$CSA0QP1
M1\3QM.J-!NK-@67\|S@?C4\$-D\|P\$-?ML.2'Q?7S_TN^?U,\|&OG(87W\|^4I'?
M6(J>%\|J/7Y4X8M>1M\|F^J'V4L_V\|X@XK7VI\$,|SFJ+NAH&'H!!7IT(':(
MR3Z;NM\|.NI3^|G(J2;^|Y\|^?U3+FHJ_|M,HC0\|0EOLV?V<28Q#:W#BC>FY
M\|CLLC*F4"9%;WT>W&SF@0!3+?<S(Y7(P1-MDPD.7>|H<00BL5XL,&*C4B<%0D'H9
\$"CPZE\|371_P:\$IGT\|XWY=>88<M7_JU_QY)'K'M ZO"=N\|7=B(#L?
|H&D0S#PS80!2E0?%6=|W6AY:(GSSXM5%J M\$3\|9X#OJ3!1QE 9'72.F?#K,,N0+|39X3?
Q41*6><%\|O8;35J.\|S.OH-V^P M9ARSB\|K?
B,A&G<@TVT<0(A;GP<)P|=15\$BSPU%4^3\$!Q=*Q^9T;33CU,0!TL M U\$?^
H\,YVVZB\|ZU,@G9!\$36>|@0\$E<'8@)8M)Q'\$_:R%RYG#(E4PD_WF=1
M4,9%F3%EEJ7A\$,N%QJUL&'D_)@04>3R\$FB,D>5X!= M>?@A\|SP5T9S=A4QW&CH(2:
("6*"F" FB EB@J>' +0)XDC29L6R<9E,8Z1G+ M)O3)Z\|4TB.M;)TXM? K'UPM;CH
4I>);|L(YB# O(65:=NG*Z. ./:(E151 ME S%\Y120#2\|0=/2B6.VS;QW"3'">3\|H\|K%\|N4
M"1":L;(Q\|GU8Q\|J4! L"\$1,\$)-J=G77;7MS+8\|FURN)>RKF%<'N M3*!PF):CF,V5\|^
_EW6TNCS_W71(%0F7HVD3HW7-Z9-3IC\|F^|D6AR3LH//< M"L<52D1V&
@OW)I\$MUID\|S\|M92\|Z=A6!0HYSJ\|1TDR'#XXQ?%_? D!-6_4
MO%>N4"P"#_JX((0=.:@|\\$X;Q@|?'@O_C@|Z6S5V\$4\|0WO\|L;F\$0\|?O.M8
M3(OH@;WC,WUC)ST+|= -<|8\|X(%WRL-I2\|LR',PE3!*D4.DH?& #%@&1\|9>U9R?
*HHRQ4_BH5K!,2+.\|ICSP>7E>!P%\$1\|J3 O(MX\$G-C_-S8Z6H;HV
ML.RJ.'B,PF)2" \|K% %VN)J3V_0D<@',MB\|RL+T-R ^6W='XD3\|E7%8O2@P0%R\|
(I\W+.&V@@-: _#JNXA9U*>R'=#. \|1Y;O
M(Q<3>'D08;ZR;D&I\$72;KT*AG7\|A1&W.TJE5<79_WUU^N'ZOPZ.WJ\|X:C>K:S\|H&FZFM
M:O/OINF>:E":.;>.@\|AB4KCJ.)\|N@I*04#_JOMG:UX\|ZMY?5: !V=80GE*2^@B MS%<.L\|K-
J%(ANI_3\|VA,DX!QE?E'%@@@9KIBZ\$-|FBQFN/?3J%2\$^L|=J\|K\|MQ\|J+V_?
C\|*W'_Y)XU)H\|N)?\|_EWDQK3;X*Z+.'XT5(ZCP\|@L8+?5?_JNV M:"Y"CJUR0
)=7:L\|UJ<8>>WO*6U;GKV'= M?K7AX'!PO1_<24MXF_OG#\|_XN=";V?YF?A05#;
M(MA^CLBZ-*0;2MGO& T"VR(F+I,(\$8L8.E;*D0F16X,X.B; E 0-3+:(F%S: M^PJUDXYB#
|JKXW?*>NN2:NW;-?:\|Y%3\|0LM,XOL=A99AL-JZ^Z-MB@B\$XZRJ
MKMLFTSMB(9\|2A9@(@)M>%B4D,MVV\|\$+GBQ655\$G\|KXR*JNKN&_D\|IMV*'B(FM
M=53V%?'-8*8(':(R6_PZ6PO&?A9XL\|TF\|8TN8H31-TBEH='B#)!@C:Y?)C<MZL3673Q)E
-7"&("6*RQ^9N\$+|UJCL)CQ(-6SH=LL)ZA MD8/-D_UFWP-#LO\|P6L0U?
42QYRC>6L1S\|= -5E\$\$\$^Z%=(8Z((^X)O7&=(I+ M97<&&(<:
9KD):C9QX1|=AUAA^_C^<+HO2E6\|_??OY3T=|8BIX7RH\|?E3AB
MQQG\$O=D7B(?;E(A8A+.'K#: R)R)FO4;%^C%K\$X#Q:&@U#(05ZV,B'B4U\|MOZ/-
XZ0^-G(JB/_|HU\|_U0E6?YWF41I=H2>V+.:9/8;EL\|\$>|*SWI72KS6 M\|U6(R)E\|C2_A:;
(:)Q7:|<0"CF@0%<;^3"QB&\$.(6A\|DWQ\|V*RY>Q_0:;& MKK6M-
8_&WUEU=*WM@D8\|SJJ\|X+&A-% 83GMW(L1"(FT0,3GK5JX/X-30E,15
MH&ZKAQ"C0"SWI7XN#>).BT\|/!\\$ M!:5!T#3: !WDB?M+@=|3)*.(H#8ZZ1DS\|P-
LXB=RKUROUDNG4"P5V^\$UAE(1E M7O!>K^',U2"VWE%"9C2=-RU\|1T.'39D@;W6T"P
IY,'#1?1D 0-/V5#Q.^ MA5C\|3HTFG8Z8@Y8J(Z\|6X9W:5- 6=.:|T38#!:)Q5@4\$?
3(E00(=>7# MY+9-93V\$XJRW:AWM&.\|_QXGT5!&1=EQI19EH9':
(\|LR<,8AH8U" T5(EWY MUR >ZS<|ST7?
3%FPT(EEMXC5033D4\|\$1D_/N'OVNP2J98O@KHSF\|BJAMM+<1

M\$!0\$,4%,!/\$!#^!D\,643M)FLQ8-DZS*8STC"42^N3G:NK\$|T^=10@4KJX7 MMAP'
::A\$|X=;,\$\$!+.K\$TUB&^U/T1!'V7 TB6:~L/0%XMB#:W4\$44X0+9TX MIB/A#CG,@|F?
TXP%<9JS4*%YSHJK.*,UB-LZCQ):U&==|:U|L1&AZI\$F%53 M%BSP!%^3'045S+!
1NZTU&!^NLYCEVO'^ZIDU<\$NS.!PF%:CF(VU\N/LUK6 MT>KR_?'
3(54D7(ZF16S_P\$2EIZ-,?RSV_ '\$"TMEJL8MXAO;ZW2S-(QZP>)>OF!;1 WO'9_K&4#GI
M7XZ;YHQWP*|=OU<;2E\!9D,8Z!;F"% (I=)0^, "Y6"O%TJ4!;\$9P@|,S\$;!
MAUF8T7&A!::W;;WZ7B:TN4WFM|!-F4)<\$VNT(!S/'R.)??P,|_R)|X+
ME,=,O/&*W\!9"SA+0;,OC "F!W|J-%Y_6"3>&,\$Z80_ GL4\$2,F|%\$..TSSG MDV(9?
P;MTR"B!7SW,2HFO%E>->U3E;+KFKG M;J2Y2BGC'Z>SG-TU?
WD71ODLID|W42*86+ST;KD_>U6Q\$0L;|?C=8Q06DSO# M57W;,>?UJ?L|1?|AZJJNP*
ZN_NY|JJ^M?P2D?;W9!&JL*PU;=MJIOMYK' MM1PT*R94,_>M2XE)Y/%?
Y;_8I|SPT*R<"%GEPUWY7'-/H6I!=74XN>I M51|9=\$Z*D!;,>^F'4<="M^~:65_60U'7-
%43X2^M7!0M1S5T?>VC!1?%O;K2 M'577K%9=;?|=-
V!#VIG5U)*J0MN82W3@W00@RO"0|(2N@CSE5#<=C,*0+BR MK/LYS;W3%5,C|T?
9VP|+(0B|Y|;#Z;4')&@BG113GU/ O"H*K&6"?4C004RY MH'SJ;;K+CYO5FIL|(-
XXZ|.3.K0@Z:'O;QR;I9VE>*&;%4@::4^CRF|J1D!;*G&_!L8NM>;TL7 M(EM)RE86;?
S^UE-&MI*4K33B&QT5|H15XY#0;)|5>_F43M*L4*9IR.*0%D|F
MB<4UI,XW3=CO.TJU>TKC9\$B06\$0WV|:40DC.O\$|,0ZH*\$|WO#6@E'WA*Q2_7
M|J(0+&>>G.F!QJ5(DW1T=<2^+";+N\$9_+;E55.|:X|+3517??' WF!*O=C&7<
@R3N\$|;S+^MIMV1A8A<
M.B0N!57%.+!Z%G(IV/4JMYQ1<3VF'_K97C!^;|^R"/MM/5C>L|";MN;\$60A9*\$7
M+'2@Q|#UL%#W:L/)59!=P6AU>!*G888OJ<+K-9E_|X:|CS-#X'&B:#,JW!R;P.X"@8D?
M,7:4F1+|_M^D/^|)Y%+|S0(XQ&D7H%")K,Y-T|GT3S7=*,P(&BEGN-8H%7#>G!Z
MCL/^PO>R.#Z(#J,@')H& QY%V1Z |7C>N)LD)#K%|8LY8OE;YRM:&4|_JJKJY;V*OY=
(96WJ*)|9F% M"U,+VIE=@H3SDGCU)4_:A4|D"+D8FKUY&A3_'.C79S^YK\$M|M#|
<6(H="UF|4US9\$/DQ2SX=U|?_<=Z|NH;US8P_F_@ M@=BO_7=?)!\$=|_G;?
X>#-1^SRS;^ZV;
MJM8MUQN|LJ.YH^H=|T!MUEU+;_2B>IW!P1K2^|5;U,\$HI8%XEFNX\VB5/4R
M==BV|A.?TF|9TSZH;3LS.40_>ZVV7^QG)X?H9:_5|H|P?W|H|S:R">1-,)A'
MP6T@P8\$ _&.0|A?8-I?)U;,>U>UUI;8NS: 5&9FH(=N_2WZ)K80Y0KPF#34GN5
M8F_%SM|/4ZC22N-7!_O7ZRO|TN7?93?>3!-8*RO84ZVJ;F5AK!|5K#Z)K"G
M|P=,RYE""@'XR=#P%VS|EI42+X)_ "B!O+T-':VZI9B=2K7KM;Z!4M?51R6=-1S-M8-
DS:P6D4 S|8'4S\$JQI+ /KX7@|_;Y1^!QF-C8;|!"&8W!+T;0=N|_E1G^<
MEVSJ.4Y8*N_@6R8%?:5OGN/(5>KE2DNIGN.=A-3+:A&IKW0&98|&I%X>5R_E M
7CM#|!O|D+73KPX"1GVI#M|!. U2QL-Q=@5Y\$XF|L=YI2;/OJ44@%Z:~3G0 MI4H5N-
\$RG3SH&&NC7CO/WQ2I;3M-6P3GN3
MI(+B=8A)>002I>YFN!FX4,0IK(S\$K89D'\$,&BT-K6I%RH,/VZC5|N6PC97#-HZB0:V
O=54 MLUJ#+2IV8GAHZ'DIAE(,=Q#'#'<':FB:&S:P\$WP@"?JKXH6;U
M6;JG0-.0%5&N&4E?|K:.0YB?5&:%&97*_0 %.B8LI,Z, B5=:H2I&2
M(K5:I%HUP*Z9R75)+\$*96:_0!>,<|PE:95Y;EP9UY6&-%*G#OLRV5@&^6A^/ M78O,>@-
XFS=^=FI5MMG?|1W2X>A3'RVL<>K5%G&VINO)D.(LQ;DZ|_)QWJ^HOE7B0!5R
MP0).P:M?AB&V\$:>WD1?)B^1%Q|LHU=ZNKEJ(2#\$-(A??HEV'S*.Q>|H0!0(
M0E&X,#5DG=DE= @V*XE77_*D#_E\$EHE#DYC6/ V*?X|#;_E3>L>NAB&CWZ_H
M""9X3;T'^ABA/RQ2&LB|0+C%|:_#@=U8X,&N?\$CX:@2ZX%N|/AS106\$SAE
MX&H"\$|3;J'@2/H|U>.623\$V"DR\$656=1Z2=@2369ITC*H\$R#&-S"5C\$S@ M=^.
(,+ "@#O?;1D9*PUZ4D9^=CE?EXBJSN,57HDC M|\$'E=-.@.!>M|)*GK+C5!FS=/?
J(B'VES"X=R.<;|!Q5F29^HJZ5,@8^CG:"67GU\$|I^*)KD2*4XTE5Z
MEN1(E3BB|92N=@|DGN8?.'WD,WKL,0WOF',5C\$|'= %NTTPCKS_H8>,Y0RK MTI
LG75?#@LY \$MIU,7?;DL'K MQUZSIL3_ ^JFO: K+VAX|29Y(GDB>2)Y4|7"S5%Q77:=X
(=8LTOW-Z&2IP|' MK?PTE%ZG_Z3D4W)#.HCDR3DUY+"98>4|X.^)%
|OB=C(7E#&NY(GDB>2)Y,F1 M<|*'N<'W-)QXU)?
IGPQN)4|D3R1/) \$^_FPI6|CVWF"4LBS.:='WS#_&-OK|E
MVE67:%%,WGXCGL06P)5*6RC|D^1)JWARH??D>Y5JL*(QX5MU/>%O|SY^?A/Q M2=-
_)KX;A' LX1'E)@|M)4|:QY.+KK:|0Y2L."XK|).SHOD9X>=XS,(VI(7
MFM61L6U5>&\$8DA<5X85IR%JZJO"B>P9>-/ZH/F)PT3/|9TDBO&N;4CS+G2K
M*^/7BO!"4WI:B>,UR8TC2)Y(MH MJ_MDA%L/I*^RS%UTN^7?
BFR|QI\$R,W@HJD8IB7Y6'L^&CA?2/*Q|GRT%&-0 MOI+XJ'P|T;#+G-B%2>S|\$M=WF!|?
ZQU5-P|UBGX|;MPR.X!5NBSBH_Q"=N|& M2>0|%@,!\$1HL#).7^~4-

N+X|H6Y|0|!O8|+E|:>_I'E#VMB@>4!X1@ETF_M/(B1|)\$\D3QI-
D|.&==5URFV;R:))LLD*L0-6;I2/9|4=U|T\$|EQ)GMUV)RP_M2)Y(GDB>G+5_
MH7(^<#_Pl;J6);3|^G9_SAX\$?%W:0NF?|CTR|LE#XRKQ0^I(I7AR-AUI/NKI
MH='7:W9"i@UZ\L2R0OPPM*[D1X7XH4O|J|0_NMJ9^-^I!W_/6:15;|0P:W
M%6**?._*K%#ZY>-0"0_CLH/?5#_W*^29_>'1&.061BE=6186R5^#;J6:DIV_M'#4+
|Y>UN9(?QSW_M.J?|572|^X)RUZS6\$J^VY|D3R1|)\$|.6LN6;73SP/"MLM2)YTFR>M'#
(^K"P,>|@U(.L^J>)%*_-W:2**QZXG|=ENO0D?RL/Z(WOW!H551_MH:D8_WYJ"M=
M0Y=|K#T?>XK>-ZK%QX8G|:~I1WV;\$1H3YCL|I8?|!\$|JXX;7JX=1G;R6CP_
MWJ8KJ&R;;BA6|I|);D4R(RFNC1-7S53Z6ME.*"FN4ERE=97B*L6UKM;U0\$=K
M%0N|;^#Q|Z1>#;:;>(^LQP"Z.D\$R|)%ASM:S|KBNH9CVE-^@H1NFBN=*;/I.)
MA939)LJL.;4^\$|*K)39VLBL99K*H#04CI19*/GD|GNP%#.OEE%F3W1/(3_M1^&W-
';#B%Q0WT|@_7|SYU("53?I^D/6953PY0T695P4JC(NB|693A+""M+7
M.9!H\$IKFG#S;))\$21S^U<9OS/Y4M#L(M#P@I8087#01F|@DU\$0\$CMD CAM#R!-%\$!
(=-.0BJ_M6:|PF+T=7_C44_!ER_@*_=#.@>4FQ;.:1)K(.5_BD%'-O?H\$ _LH5;.'CG^J*R
>Z>+O/5+|,0#Y?2VRQ>E#ZMJXL^GFD0N8B4_M=!TRC|;N/7OYX#KQ.%U-|4)!B^O.!(ZC
(OB5=?4B"OS?R8A2>BI,YQR?OS_M-
"C^_0ZS)4PAW+H:AHQ^OZ(C6.\$U|1|H8X0Z5*0TD'F!<(M|7KFST6C|G0TV
M|\$PW|!=":|UF|R'E;_!A9R'^^A9"S|L_|@|9Z-=G|/FL2WNT/QQ8CNET+6;U_M37-
D@W(R"_|=UT?_L9Z|^H9BC37=;^"!(!|1+S_35|MXME'D|Y2GQ4U;2^7I_M?1_R&T)UYI
;B-?C2""XP@GKO_&|X('7J6-0_Y%|ROUK|"#WK\$VL%PAOHUQ
M@;A6S"2X42\$.BZGK0>X|W|G|9!KXR_B.J|TESU@KW)Y_26TP#F|2%R>NF24_MH"DE?
\$\$)FE\$BXJ00B8W""XXW|6%-9(+^4=8SP_7?V73F\$V&+"1&1R%Z1^_F_MKSC\$G/CPI?<
7T|.HW8=?;7EXX;33WZ>_WZ?;AHI2KTC/<#@&|BD>|PG^)*5VY\$(4LZ_!T+;TUMFI_91
M4WA@!S;2*+'+#2|K:T",K|1;@VS6Q!W_BWH)CZPXPV^?G7;LD=;=BR*+;_MDM?*""JG?
|D8('Y+8M7)<#|W(RP)/X@C_M#3^E+DPFWS7<-%&3.E(E?EP8@^|V<+D
MQ3%Y89VEY;>Q.&YB)-*3;LT=L3O2;LHE!TM;J4|,\$DJJ(-Z8I4^R#PL5;J-M6K3#
|J0FU/7E4|_G.A1)<)6|L8|D79"BZ
M,")"~6SI%7O@K;-9TU;ZE<:_E3R+HK="8WAW@D0)4KFGLO!|N&#Y|H+FS!
MY|V%S|=<1D*"5DT9=C/R|Q'|GL;*_L_8HP^?1Z"IKE?DZ9BPF-V%(3LV
MWSM5'1WYRACY%;2,#!T10LVZ(>/(H2M+6CWN+2;7|JVA2|4^:O\$B>C1CLD'
M^#O14_R^@((23#_BW>_Q&P.%I!|@W|7KPY|3WDY&Z#!(XJ5*9@>3B1MAN9O
M>'P_~LO@J2Q3"=3G_&B<*L)5Q&E,"S3>79A;K6+"|9.73P|O651D(3VYH;^
MU)WAW<_XF|G80C;X&R_GS*SS\$
M(L/OO<"_NP)#.H&|A""=R@;%.QHR.Y=|@!/"=E=XM'0>T03_3OUJ1",)7)1_M0>)|HLE|
@S!63P2W>3&4N;T>1W0D|??N&0;T@A%TG|3A<1!-=W\$)(Q_M."?|63)%?
=856"/^GT1C(%*T0/%_""*4+<&^!_9USFWT!VE|JY&'L_MVF-"I#.'ZD#Z;G6B^R.V?T+
<'T?QR_ZA|XB*9\$N#|@\$#-|X>_MA?X0(CZRB@0\$3%J4#%&4|4KX_BQ.NI=,@"?
TL<@&|*A%@LOX;\$=U;"M%.C|N_M@?&_X/6#*?/A?
N%W!+4(08G<>Z"=|WCEL|L@=CG|8^Q.I;SS;%(?!G+HX6WA_M6P>|!+_#J)
(P2ZO.%;YVA>:7Q;SF8'VI6NHVEVX;_88S"?DQ=-;7"F4BPY9W;_M-D3)W-
<|N#\$7#@|7@RC/?H@|9%5H(U_B)3R&5%T+-7T^<(S'(7A(W_EN(61!_M'ASR-PL#?
B^CVU4,B)!2B>#42YG-)94+R?.VB&38ORE05B6?;(00I&|UFQL_ML6;-G+;DR|><_JY-
5O|XE+)|@/)%\$Q_VY9*/#-!4W4.C5A?R6(^L)U&|3_M10'+/;\$H
_JG<3F*.\$3E+_C|/V"AYI^~/F15.-#=/|Z*HN|M-7^POW4=C;
MK0BSMQ3S_KR8;YT3NVIN&SE#QX\$'UB_Z1T;L^42GU|U2FDP>G9FX%5*;=4J!
M=@1D!6X<3+@I?JX/%K;GI#4ES|O=+|W(|?
\$P;|^B\$ _HH(DYXR)Q51H|T+E0CP;@N^IX|D+V0-/#0U+-4U\$4\$U=7;&=?ITH
M/C=T5>NO_KDQ|XGR->3Z4EA,_G3@9AV_^J?-S=?R_3(F^!G-O7LE+I+7|Y
MX"IL#;3)71_XW!|CFP3E73|_@GBQGWS)X*5KJBHRYP'0HA@7U\$RX9Y|=N6<
MAU0X/Y_KD%L/MJ0?C>9)J.MJSUI/PAOT=;CS*8;301*AH@M7^V6Y^(BZX2R>_MH/?
4I=#E74'\$<15!|@R_NV<"+(-\$#")AL'-L!D_EL!\$+^9+H#Q:E24|"?3^*M>(SV&@B&?
86!IN9>X#|*%>BGVUEJG;FI>@NGIGCBW23.\$|=H2.8SYC><_MWKM94!\$HU
VJVNJNK7|H(02YK;|QA5PWV2BRJS;0""E+B_&=<*9V0_N
MT_3M%Z&VR!.8K7VDH/#&K<1+OBK2B;^DV@:I>)M|IQ6O|N^_TDF'+|J5J3B_M0?
B8_A-"L9_?FQP.R;KN|)*R=539;N:0|)%&AV|TG0QYRIP>3NS3;K5?R4Y%_M7M!KIEJV(?
GHH|EM@=-OA@!UU\$;#6D@!;I4==6R#<92@*0_20NTRV"TB D=I
M^\$|H0XG8K#8B;JCK.T3J*6P|Y*UXUU_@W61K*LLZS1=70|@*7E76=XU4^V;
M>;KR9JX()*L.V?^\$I2ZRJN4UYNV8-

R=Q*982RYUZBEDK4I_N!M,A65=9UN\$D10*NF6JW_6QP_M_4QMK5J'UYJ+O_>.V...;3
Q5NVNV8=+%EWY^K*[?.,2Q_(>>FG7L#1YJ4+_MZK[B!6&[-V5WGSVYY;\$MB&:"?-RL[Q-
!8&1,';M!-(JT11&HC'S1MCQZ/+>M9)?W\$J5V!/N+1JZ7=DJB/?
B:IX9P"7NA^@S03LQ<:.(@TE@8PR?9QZ1A#>LMPA<)
(_RY=@4^!TZHE+Q"27T6/6V48GD\$*G3<4LG.3]S#-*ITW\$G"V.RENP5BS'
M"1AO+B*>.W'CXNWA1L4;(L^QD3B_K6AHYKM6R><\$7,U0M+E'E"X?+Y+.>W/
M1'?S7]4:-T:4=%&GO<-*UF'DYWVD(-;>BI9^\$*-3(8]X!Z!/RE8PV3JN;->MX
4\$@*QQ\$GYWSWR4-WQ8>AIZ%[]5X UKC"D)H(C,|:(-96 S0D<"M#9B7:PM:V=T9
MP/4J\$2G"HM_%G&4?A*P M\$9#"4INWWK^58]/MN(+G0;IBF9;2Z^[X/NK]
M:;QR,FI+Y'2@:XJH5VX^ZEE=SFXC1\$[/O8\LB]J),'|<|@@;1BU>J\$+|"4Y M3+
(B_.AUJL2/>@2HASJPV8Y%?_A3CSEW. '%H2XB>A6/L)I>4*H8&@5MW1V=8
M@="LF5PQS;YB=G9LF:ZU:=DS\$#FM:7F#")CYCF\$8QL+'\$XW%@@??Q7RWO"&I
MF1_4K:XRZ.PXGTC&)D?AB:DINFE4B27U"\$!.QB#!FJ="AB1I/%6-|>2%4IE4 M=?
EHB_->6>Q'CPKJ>5?I#\$Q%'Y15]0.2I=KGO#%9_08PL\U35_W2["_"4YNJ,8^9#9D)
M8@XG?LA2&@AD[(T(P6<:&K)8(N|&[EQ5NQ4 !P?N6\$4SV';|'XQ*\$[YG/H M9\$>@?
(IXY1RO-NF3)1D"6C]OCE#TI|'B=8ZNMK-O|KBJ89*/F&-%7\@/DHP MF', (Y4;PEZ-
7&UVS_.F?5=B4&"Q07*F_^:;%&&9X5/^*TDV (OF FAHO# M;UY3_]O"R_K2DJQA\$LIJ!@7-
Q.R;|-T3,"KFT|N&L9O.!#00Z!\7L^9EF,B MR9D?
I07I)Q9R2.O/X]3J,9LS,ZL=K0P:HF(44O%(4U1@A-A0#C|4<*9Y_7Y MF!X6PT+%K!->Y*?
P(3U8;>|&L2C/C,|3=>X;P6#(LP MP8\$P40J13-15IF.&A!SC0HS")LH@VR'UD;,"
|AW;3\$ _ID#O; ;/F XS, @8R M:B'&%UY>P><4;HFW*
<#O*R2RQ|Q)O%1>|F=D|P|4SC9A/[V"M53)UJEM"O=' M;K(?
4S'8";'K@Q3'OE!|FL|MFLW1\$|8K5I@6U:YEIDPI2ZSB(GB@J:
M32**DM\$((@DFQNE@/6NX.%,|ASU@HYF#TW5^"QZP"U1YHO\$|#)F5|V;^JQ_9 MQ6.
(7>_&A+E|:WP^5E8)C97#8EA%F%H!T!PA/V)&("73 +6-M|3P8\$5<\$S+_
M#M0O|T"X75CEVZ6TR)8+RTN%">^1R68^+T-X"\$-7^_,S:_1!P<3GHK^#Z^"W M6S(!
<.G@GT/<^A; M7%<.,BD4IYR-6M4F(:^1UU3|FFU;>:Q-|Q6Q9C|_
KJ_PK(6|WNP#GE7S3U:U
MJ&W84VNZZ'H=V477F"ZZ(^C)L1MF1#O|^'^-9_+ZYM;K|_ =W+|HREVS_O+3
MYT|BWM3|[#Y_@NP|W|GO[VZ^_@&_6#T;|A\$0;6:Y-%W_X-'\$P_8+08&U?P+;+
M/F4WT_ (I%0;P82@CHCAB4MV!K=DNF.:&^ (/ =O&\$,WA/TE\$=^ 4 CK;A:PR
MGY/UA\|3UJ_8 <=#OIL)PX2%7"#_+Q7109TVY6'P#|%4E\$=5^5RR64IV.J\$, MX^G96%
<^GW*V;GAPQ-9=+%8W>_"0V33ALSKAKY|+|MDL0WC\$(RB;!3&X'25>
MUNA&0^XPYA|J|@8R8CD1P>O^(M,L:(Y RR&DP4,#T0/>RX\$#
<2836VY<&M^7IREJ7|6_F'^>|8N)B5;*"B'T+ MIP9|4A|?
7QY#E@%A<12|,7A\$T0O/LQOJ/4*RGXY\$@%7BO>&I_^:SSV>S0K,C
M(6X3L|QNCK1)A)Q:R=!(9#VY\$, S7J=G@!"@%:Q|1Z1JUH88K>;\$PA7X5*WB.5,.) M?
&1JGNMNY_0D|BP=;(NKB5|J@X>G/7DG-"9|/?;IN_X&|4<|H/8-/47O|M
|@|>V4N|6ZIK^-[8,'>W|4U0W6?%'K6TE;|SM&Q|\$7#S<:=4PMT^+1UM'
M!+6K49/LUF_6_-TXCJ.Q|6/L0C^"U;:;#?O>D-S|V5U
MIF3EM|G&5|:N087IN;\$Y1%56/8&OR_7JE)V^*N>CXZ|W4LEM6A|=_UQ%>^T
M>ZG/|0?R2Z+>>5#%3.-&X*1=Y&4NKE^\$H+.#"=LJHC|0U>DToFYIG2T_M&0
M|4_L.VM!;V.|J/E8OK(&-#(40=.1-%I+HZZB#?3|TH@UK7G5--?O." JOO&A
M8O(!CVS(HAN|U>=_#6K|*BE6|@/T7Y9,?
SV|P>3S1*IL0X8*K)#*09;\$*FK=H|E8*H1/K3M
MG&E9N.1ARQI+#Z!&A!;KD984(Y&+3VES4BN.I, 2RO,#>21UX!A+ER+5^K,|
ML"P|XE9*,6B4&R.=3)9C9BC5(QUR)#^:M5OY),J,"O)!J|O)A K|2C*A M K^23*C
KR03*O KR80*_&K=7(.U|&D;,""70;*=&*NHKUJ#S@Y8199I'0J@ MQK+*W6H-
:DZW*Q=U|D5M0*V2^\$(27TCB"S4(B\$3BM^Q\$-HD))&5*8@+MA GT M)<00|P?
BH5YQ\$-P(W_V'+\$Y"O|C9RR=P|+\$M|*|DR;#*,D1H!""-7-G9P'XJ
M7WB#0"4I^O4ARL^J^U+SN3Y0.J96!Z6#A9@>U
MNGZX6&T""U(:.G45S30EI::BU,"0?|ZS|U7.IT|36U-VW1X'#MD(YP:-8MJ
M^>"EF0W&H;9^Q+;IRCG(F4UU)>6Y,5!ZVN"E<%?Z=77%["P|RL@6D%W0Y7-
IS^0Q#W+|_K%-DY9QB.N;'QQ?
@V'LI96"=U;G7@DY|JZOH70G*08E.5L|2!KW=LM0VT:D/=H,
M!D<|ZJJVC14E#>UX8ZLINM953\$V>1VRBDZ;I2K0|LJ.3U%;F^>0|X=E6=H7#%Y(+Z?
@*+^YLY9T|Z/,IN*IW M)!Y;Z_'80 P,*092#%3-DF(@Q4#5RP)
(;2L&U8@"VH;.6++G8O;*=_JXJ&:@ M69K.*^L()79:|\$6@+|\$YI1AH\$J-5B@&*P;!53J&-

QT!S;V1:=PPT4,VRR,\$R M\6N>&&@==7#2P2J2#BHI!P.U)\!H!AHVO&F
E*R=)E=7;40\$7<:1"Y.#KL.F4=C1YZE0+AB&\4+4QC=SNP2.HP"+XE7
M7D)JB<=F@8X+Z6GS-"C^.@_T,4+M*VQDXOI7 M"X1;W//G8U+V^JLL&%GNJ&_-
+N,#L(*6<#:D+|5>P\$'K>!9!QR\$:/OO)M95W:H_WAP'),IVLQJV^:
(QNTFEGPHX^H_U|-4WCNP""(1_3+S_35_M,IY5#2%:-4=\$*
(@W*@Q.L@AK7>P7"/#P=;+1>U|:)TB1 M\$:(E0O2J^+AQ ML+02S7DDZRT7@|JUN-#
I(R_1J MXY9F+|WO@L|Y<#VOV9@Y|O"ZVST(Q0SS^ M+#UL.#QT7^D,MCE.DK#'\$-
::/4FJK4H0:AV&_0FL_6DDE=VQ.AK'85HODI MPM*C-XD&->KYH*,I
^NL""^UIIU,!5C(&T=YY;9>F*U9'RM|A|4VEV|.6 MV?6%.C/-E\$#0C5J&!
((^W4C)VN34^XR4;W!PSXC)=M#I#U&2K:'2(<8*5G? M(ZQ) "OYF|<>8_GP|! K!5|2B
_F%|H!-CW@*+|C9HN6;AOL:^&\$+1#C@?
MKI\$DTA5MOX2|-20RE*YYE/JQ"@>RWS+3ZL\B6GI/78|W7<1!=K95K)61)UP|
M(+8L.6EJYU!94ZP=BY D^2"(QL&|GAPY_"ZJUB|?CM.M^3U\CQKLTH<'>RM
M9BWL.X"IU;J#72(9+|K=P|IVU8.JJ'X4@RVL@:EL=ZD-6B>&.R"|59G:|#|_M?J"G8<_N-
3U-C4T5\$W.NI'@E|HJB7FL90#L=="78KY4#KMHP.9;M+3\$|&5O|P&?
U_U5KX*|N(A*,MO KYV?)&=A;6@5B6LUV|7\$(-J);&^9G5)-
M*P5K=7XU/;*UQ=F*:.6085@|4O"Y6)1RF*:-+|W_=7V)OYY?3L|H|OY'
MORZ3^3VZ'6I3!X@H2<9_Z6BR7G(CJHTY4'K|;1 ISJ^Q%?1XHAJ_DF%P5HV? M(?80"(.?
H\$H4"_:W0%E:)HRV!\$.K#5|*X;650:#;8AT?@V6L)+^\$|MZ|%3:M2|I%2W%\$W;K4/R0
%#K>G7|W8AD-@&;>7|ZGX\$TY%|G1&E6ZKN^,.
MIN+7GY|ITG>4|AT<;%=\$BNW('P=*7S>4_HZ|X.W)'P?*0.LHG?XVG2SGUU29
MAK|4>:./G^L@#6H:ORPH/8R;T07:*)EZ_62BPS1T|!:@:ET!MLP>)|H+Y)1-*L#5U5|9?
L1:%^>TA\$V20XTU>I(.3B_!|JF4_U MK7G9OWZW|E1J>95N=1?8AE_)U|WR=7?#G?
&;0O@9D2")HQBRR M4E@|H3%A6\$ YPC#4#9PVO.TV#_7NJIB=_AE>=>
INOYO^|AG8HO?ZBM8Y!S1@_MAY)V#H/@.|FG7L(N9^,BS5E,3&VC45;>JF#Z_M'E?
P^+7"-F&K<|B+O\$|HA978|RJ-MTRS_6^>MXA4'6@D:D:+6TO/\$6YB;RL
M^I>E"M'550N+>J9|Y.)HW>N0>31V|UE:RR,4IGAA6@G4F5U"AU'@)?J2XX\$
MB;Q1V3DD+POL2N_8U3!D|/L5'<&^KJGW0|AC5+;"|B>N?|5_|D5*K:3':+0|
M/39!1.N&_D)88X?90C79S|MYH:%00'Z^F!\$ MWL
#0:BB7WZFKY9QNL@(|Z@K#G&NCE_DJ%U;DQ|=7^,EQP+N? MO&_FDOHA9A-BJ-
DFCO#_GG\$A2PGPADU(_=F-L?WAG^/SA=+OWW M6S>RO2!*|_R4#H,D)K_3|#N+R:T;?
5HY@HL/QHWEU/U-8V8@T-DXC%\$KF.(M3AFO*G+1+(H)B#_N)6(|#|LA(_X#R?
N#PA8W5&\$9LVTG(/XV28001,L@S5M(7"U8(%JLH_*&CP/."!_QY
M.G5@57R*.GP.R3A0Z_&_?NKKFO4RXH^/H@G>#XQ\$>0/@?RX>O@D+R,2|F-T
M^\$.ZQ(U@E7C|:1C_/|COF*.E1<_H1|Y:U'P_BH(CE,0'+A7D(3DAL|M)+=L&H0Q\NA|)\$Z
MUKGZ;Z!%R._"&3%PW7@X1.JJ=N(6_|DXJ:96;GA*@XH17;^(R)>*O"00/G
M79SF|\$=N%#|/^(H%._@4L_W FPQ7LDSWNJ14"N"/0|H|L|<,4),QVIT!(SA-*MQ+A-
MG<)#M(IG!=F,J4J78'+X#W;Q,NF|BF&&P^NX*L#FX@WF%\$2'7|>N5>
M_F_BL|7/D.G++TAE?-7:X'^"&F'@)\$+"7*&S(\$,AZ!AY.&VU)|Q0H'_#/HO M^+,LU=#@
Y"l*;-1S+Q'%H//L>W<+)|K.8';U7\$)X/LARC;?R:1*-FU|!+?
M|%|A+9YW53UC@X*D?|B|HE@AS_L#3>V!U1_PCMQ9H)+A46,X"XQ7CXLVJ)_M4S
W7V.@>TR^A.Z\$71X/U1Q<7;UB;JN6+Y\$OG2P7C|="0#RU3R\$";/PU_/(8N*!I8\$U &=H
MQ@D01|B(&ZFKAURDA|;MZXB?26T:< MY&""?50*0U.M%|SL<|G,?
@./>)^\$^&B%.#.ES31#F,>U-L<.HGE7|F09#_Y
MT57=\$(|5O&A^,>*7FFKJ:\$/^G;D!EX=_^/4'_ "?W,I0D_9&_Q'A|28^S3
M%8AY|@KXKYQC_!|C.VX+0642/N4>GNP%CX)1/VP42,|%ACIXW@1K_1D>\$C'V
M'7|Z<>^XWF8ZLL|8>\$!_QB_N0+5'EWGR0S7_N;37AL M#%L>LX(4#*E?
5@'7V0(DC"WB0E|!)Z"?&|=|@|D#A)PO\$8"M|^HG8>'P@? MET3<+ _#X#NW%P6V?
TLE4=AH-W1RIL,%W*DCLPHR_2MPD9%@<+GOG%N:XSI< MJ9,8^8,N^G'I4W^?
OV0LB))?-ML+ZE|\$1F\$PX0|_|JO'UP|A#2(1P_4^ZJ60
M)@9^/8I#L.P)/BN9(K,TG7"/\$Z%4.R0!FD!DL3\$9T3)E(<;AG0RY7_57H*R0!0>^)=|?_"3&
(+T^_E A7-8|X+;7"#!/GL_QP7!_+MCP\$*(+|N%3=
<@7XIUKFP2!'|PJ<87<'&.@NKB|=&B='NK9+%0D_5F*2>%QB
M,0|D|O)@'S@|/^|F""^8PF?E#;/7"-N3:LBO)3*P-WPPB:|Y|;@;F=B'A^_K1\$
MO7HJNFO/H\$Z8A7V;2V_2/KAD@A+X-Q_&IC HUTGE5D>@3QU&)S=;<|/|(QRD
MWZQ)F5,9G_\$TO\NH1.@=10:#.V GO3UQ_M5%8;>BH_78(0\$,CK%7E5V#&|)BX%6\$7?
_F@OSQ2Z^:898-G>=AR89NSF;& M)EFYH8:ST*2YZ@X*WL)A(Z++_Z^33Q&(-
>:>8%NR2| M&SAMGZ*\$-C"Z_#YV(%I0+O" ME2|^.*N85K+J*5|UYWAC4;)+2>Q.V*Q#

M:BDCL,_,BX)M-LS;'XJ[AC51VTYX16OZ?(1C27S7%D(6+-W)\$NRP/*9VV_W\$:
HABO,UIUCZQ?I7TB0W<8G=GUC*PN5LL9&+S|TT+R U> M5XZ=OCG1>(-7.CA1.TX"-
/&'6/I @2-X)2S2DI-|UH"#PGOL=A0;;MQ9_MO^JH6&T_RADO-
!!VNYH/I<'9,..9IL"O.1D_B;#0,9^.4@?"7F|MOY,,"@QH MVDOR^=MO|V)AT_O/I_^-?
O/MP^=|N^<%@RWR@I/'_!D)W|.1C^#P/!Z,O1| M58Q|WXIN2|XJ1L,>-
+2TPR3"CD|L|V/<2KO^?>#=#BZ*#XSN;SG8F# #U\$0KQM M4+0AHJ^GX2.V|8?1D_NJY-
Jc"+_ \$3Y.8-PR((#CBS@)L2H0A#L)F@)"#&+|V
M58=A_ZB+SH+QE3D!_UQTB|ZN!R)J"K"Y2||@/>0|X<;G3*AXT^<'(VC<;8^O^PK*-
T2V&W M|H\$H^*TTN|;P7Z|WP^U5L/M1TWCZ6AY78)C>'G. NMMEEX(9Q8'17TE|B4).B
MH62P#L!>L-X)1"H0#<,%=VD,%(11,|(^6R1.%A1-0W;OBF|2N53E"PUC|D\$A
M&653C=D-&B4-YE)|E#35R9%:OKY|P^_ \$AF&".JH/BK =*26*R0;&6S3+\$&%G M\$2(H1
03U?V/_PVN'A|BBSA\$CG2G60|5^JQJ-
#@4|BID3A_ "\$.9^HPJ.HRE|;MC,&UIX TT"2%3B!:@FF@XCP|T;N>RRUI|ON07"P|AN@,K|:
M#|:HOMJW>@UNG5V7C7U9/SEC_SU6(\$\$7KX?HI7#3WQ|61_S53V;>NS"M=%N;
MT9.L6|P|\$6O,|+=S|-<,8,&V\$;2GYS?H%:JTM?_44".>@I"Q"^UR(65N0S?R MQ3
5N!L!N9:R,'1MQD/S*76=4O,3&T0:>Y,NBO|*V1?4FA=|<2P|A:B8?XM_
M3X:>: ^,)|N|B6^G7>_08?C|N|02Z+N03J*3\$+H>%M&YS/KA?|B39%+D0S5M
M(:*S^CSE3 M;4U!UW'Y5X4DYMFKYT=CVM;,,N%NN|HZ*#OCKR;"VCK#LULSF>1F-
;G9|YE* MUZJB;C:S|>-| IF8M&&?M/Y5M,9(GDB>2)R=UD+)W?@U)|H1=(.=
M_?/YNHC27I%SS8)CR1|)\$|F3Y0!DKSSQR&ZPVMZ.OQ;YHPP>3GZ8J|%: ^MQHJO,Q-
;Y2,_,;K)VC/ ME|E6K46|4(-
THO+=>0KHIMKAXUO2&8E15LF0EP8LE_ F/9/O)CB&C3'R%6OC MR>
<'GX71V)V2+QX50RFGS,|&+|PJ@K"".2N6P&KU4#R;I7?C#XYP<"@V;&3C
MTD0%>3K6Q_6Q_";,'DM@\$J^PB(^!3AM0^N3W61Z3M25A?SCL-1+^F_5#*
|R=@/*>A"2*T@F)R|C/.R(*M=Y9 MVW3*)!M^#LL2%?Z"3UL6LE=.0_6*.:C;
"0<&YU\$QS9;K#G"MO<|M9;W)?6 MOUP!*RB6?
(U;B|ZZ4T|BN:'5"LIY%|IGSL8/LY:>"O1H M+5|XUOAA7FGD6T@Y8L|_-
&&*QT2TNY|X,M(#.U, MP1G2|H9QX|>T099S|.W(APPS.W O@@?W#:UR-
P3+#OB&9K2R\$94LR,U-P5-M'@XVXE-P+PZG>QD2RM,9Q541'-S;|^!^SL>Q97ZT@,)|
ZG,F'L';)CY@T%S-A MB'+RW8M)B2GD \,|!%B(C/_A@PP|3S3>X;C|6N:0/A.>42?
3:VE""SB3MU4 M(KBA%0\$;7VC:CLM=09/-Z*4X|35\$BRUXNF0|)=|_64/|:4%WEI|RS*2
M4X)#CK&|&93\$SF\$WL\$T37|B)7")Y2I\$T#N*\$:I\$%#ISE46>X#C'#L,%: ^V* M**|U|+.
G|O#5TT4D6FUD)5J;::>|_?OUO|HE&#OT+ M+-\$=|3N#;;L.S|X XXDSX=;|B'QO.VT2**"T
G<(U_||\$&6Z2B<=-|WG,JR M';,DSG:029"DLH M+G-
%_#|'&@QB:3B#T7%GVU^|G=BU2OXXF+Z(IF\$,F#R@W6.VX"6DSH8@BVGU
M.032G#W,US'W<&2)!#S)FI6W;8%7R(=G90S.U6KHW9>&6H%^>L/R,
MHHKR^>"Q)|B'TT;9G>;4(ZX@&%*_F"D=OK7G G+-*+25G_>XW*4NKE/1DG(
M8^:453FG8(FY:A7H.Z;W'%,@)AZC.-;7_4\$0%2"U^FCA6'CO-G7R+ORL*QI,
MMAMF)JY@+-#U TH.EH'6!<"5"@HKRS\$(K>Y=P/DAA'\$SL"U0#S<918'*L
M0JXT@DC-XV)7=C'M\$ _@8Q4@+Y1|ERO6%O>*Z,&L!%XL7>&)1,OR3XW \$Q&8A M
@;P9-!H3"*<&.PMPOM4J@2Q4-\$=TJ+SC>GXR 3^H<0(=H3(=W(B|A-*
MK%TL12\$7^N7<_G(9CF8((=F.G-S/N M(9G/J_M2H%^4=28X=ZO;:)Z1\$M/NC
M6_#\$S'/04(^Z\$XZD-:+W0;C@C)8X"F34R86|78:1/'5C_/O M>6L,DO1'D"O|CP-
BGI*:*Z:07.=T-LM#386H|HB'@7/Q3^%WX%/VMSQ2QG M,"@^NQ/)PBA%|4C-
T@AQ7OX2:##100#%;);#2Q:L20&<^8|YNU4"6.7Q8,0
MK2>V|&ZZ^:+2T0>04T""YE1|&HW\$3S)3)SL%!H?-(7=\$L)^998'=\$R\$O/'?D
M"A@5S%61B\$ "W1Z0,2#,+&3JM-"A&)Q8)=-&"UQ=X06#SV8^Q.W0%AE;A5%85
M6#|Y8E?A4@\$6EL)N%N^@=52=KQ'^TLWOFV,&3VIK0J_+H:7Y-/-|5=GWU) MGF!
(J\$A|H6|/,7|>U'_B?D@DLP>;A\$=C\$6|1|H7YC/AT MM@MG/|*?#Q
MB|9/;+6;,+P1AYCO/7KWC(C3Y5^?N3_BZY|@SFP2R|""XJGY;KHH|,,FM
M'|7'\$#)X6^CY9A* M/7JE78PN9^?F""/LDU*BB?P<7H"3VY@!4S M"G;)AE!V\$;7:Y?
CJG;XX-;|#\$&1T5U^O_OLR/_O*7P0AQ#/U%FFW /&V.P)9 M7UN&0_*;%^!&
(34CH3;_RS+!D0NM|.1CGN|0V5PYH;%U(^.Y_?_OP^L,W M|N'3VW?_>R9|KX';
|>EE|;T&JJ4=#/|**H=9M6I-?4OM;NMOM7O=9E7-75(Q
M3|NAT%U_"M3%LJA&P|ND%%@V:&@AC3:XFI5:59M94ZVA7&(-B=/.# MV7@4B;G?
7:B.8|12!:T)6GTJ:&23EON_GY|0-J|_*|VDH#FL+I+HW2MUUKN|SNH|OA3-
UUZ6ZEU)WJ>I2 MU2NJZD;1LT^?
>G:CO:J^KBCO6%Z=2%V7NGXL7>_F;GVZU*UWI:YOK>02I4LU MKZ*:Q_;P.U?SSL#H_&

=\$T3^FUH;?99**97R1\$JHYTK9PERZA%^ETHIE?)\$2JEGGE)OHZ?BK-S U^|@=,,MLR-
=I-3&09QO|OVRZ '^F0>5+T3BYZ7V|?M5WT MOH0LPK95.?S:
(H%OW|UONP2^Q281=UOYVP8|4M,7H>FP=Z,T8MB\G)^D77EI M#\IX>YC-
U3W,95INNGG+C>Q\KEGG|S(-.W\$OU-TKLY,0C "+P/*EV"W-H?2T09&-P-N7.C.,S@
M&OR0V.^5-NXA3,+5 M P/V9AZHPPHA M%^H.Q"UGB(VX1WHXF|3@(
M86|.WD|SXD|L3>UWM+*=6%T\$UBS7BK7J5B;8D/|Z6VT95QQIMO,IE\$I Y-|
M>/-9G"F_OOGTYNMO-T7|VF*F;?T(L6**|6VN>)=;1+SF\$2+>BLY:V(Y^;VG;
MKF<(CM:&V4(UDHR?HY_)%T0C(O|4R;-!>K,CZ\$<98/?JD>CHY*D|!/?+B3_(O MK ?%C-
HULE+1-V.7C1ZJS.YGX>|PC_&<<3|J7_!U|+ P04 M " NA&=9\$5.%W@; #&.0\$ \$0
'1C8FLM,C R-# Y,S N>'D|5U; M<|LXLGZ?7|CEYVI6L7W)\$Y-LB5?
E/64'7EE96; />9F"2%#"AB(T(&E; ^ ^ L/ M&N!-X@4@)<68H>9E8@K=Z.ZO<6L
C9_ |3+WK"? ,D+|CP?;XX.+S;U""^ MJ./!U_&@|_[@'Y|^ ^.'G_ ^GU_GTYNK.NJ1W-
L1|:5PRC\$#06,PEG5CC#UF^4 M?2-/R'KP4.A2-N_U/@FR*
H8.C*=A=;)T/OWZ8>S|TV=%Q>|B6V? M|Y/CH:|ODY.CZ33%^"#X\$|PW-D<=7|X,-
+|/%@%H:+#X>'S|_/YY/WU V M/3PY.CH^_/?|W.;H>A"7|8C_;;7TRX1Y2?G30_AY@@*%<
M258< GACT_DA MJ'ET<7J4E (>I(8K\8,0^7;*U0E9+UPN<'!<3L1_/X3?
H:*CWM%Q|^0X7Y43 MIF3Y>LX/Y8^%6M25G/2.3GNGO!(4AHQ,HA /-+
|7V\$61QRN+ _#|BY!&78(<| MCX?!/58*Y'X.\$9OB|
N:XV"!;%QCO\$|_6|9@2>8+RD++++Y"X*)@(40,6"K(# M2^)^1VT4"G>&DD%BAT+Y0^R%
?S5@|_>O 3.P:%^K5'0FR*T:%1SGD;6'G|I M(D&= Y6)44H"?_42NAY|ZAV?<(Q;RY
UC68R)'0;RE#;)JI 45&*OX--Q4A; M36,Q8LI&8I0W=4TL\$@(
X;Q)A0&VWTSITZ&#B4Y#6"|_ VCB^BM,L.TTJ3,I M#O|H76<0+EB32M/RXE\EU2+?IZ'@
%_B;XL%|5TJ/_!/T\$0^).UDA-VDKR|_ M5O'0=GQQ<7\$H?N5|O2!&S&4P_6%#Q>,+C
+"0|R YU@,&/8_7@ G70OZ:|_ M7S#|ADN2%"E4L-K8X6=> P|XX"#TOT|&FJ/2?|W|>
<1MY317G)' ;DM?%Z(!_SWRWB?#RXHGR>_H"F7#SX M_G5T6YP^B?
JR@@FWA%_F@)^.O'_5B^;TOKN.B>,B-
81KEM&F6VU(I63QQ|2"M7;U'>QS8OZ/('@K\$@77-)?):@:00XPS@, MU 97*8&#*A|ZW.P-
/HZ/39*_ \$|U,M86|2U)/,|:K%- MJ'M%YUS!&2|"GK"TSAT-VG6@&FR5J)XU1!5
7:DLAMCZ\$>K;M|HKO_V;9M&?
DC|Z0,WE5L*|0YC=^D|X",%O'[\$=,1)J(%1*H3C8AV/C(V5|>F0Z>|H|I6VEH54
MQGU|M&Y<0=DP6L.H3
%9W/B9A|N4(L55R,;CAQ.9\$T|4965UF7E*NL0NE^H3_P0R2.#|@%G/L\$"0WB/DPV7G
3'0|*AP*Y57& M?U=8|R8L+,Y#|G<=LG?K;,)VVV#O"DO@_1X7P#! A/V*O C?|4J-
PSTQ"H, M2FF4 !26Q|!#&\$GRL'*,.V7Z\$IR #9: |:/D MUR4|1"!/?#X|4:7%"YV8H.ZBA:NV
/2,KJ|6XE"(%-9L(W01'1G|UVP ^,)* MRQA9O)O(:?A" '!|%Z*+)1O
M+,CA4\$NKA*,0UZO:FN@B+#4;#7K8J|DH 2J\$|FKW*|J(4HMXMQYZ|1FK4'U?
MB!&V#Z=W\$?*.X+@>M&H&2@+@+JWA%C+V+. *T'S_7 J:|2(E)8L!<#|UT\$H2*4
MKCV"U1 K(2FLZ&NB|5W\$IBS\$K@=, #:42E<+ZOCO\$WT5_"J%W/32JR)10%|!|
MQ;A|%V'0"|E?XQ_1Y>6;1KR4@!4"!TV"|"J*2+@%9%#OSRD+R7_A)@QDY7%N
M@I#,8:&9|FGB,FM"&&24>H#OI\$ZE8Q0"&^7;|3TK%<4"6>04,9\$FUQ/'MVY3
MB5;V'/:)\$!U', \$>>;<^Y&\$3(F|@ (S7LE/ 7 BF5|*>U6+EJH#JME/J0C@J
MHY@L(0+"D|U&R.-#)GQ>|K*C:."* TFWT;B#|HOK0:8AP78YXLK1R\$EJ)B'N7
MD_ ;YS/CJXZO/,/+ OG);"QI^'N3V#M6\$O>+N1_Q|4;"7+*B'SK;J42);B"5G99862|F
M\$EC\$7R,"*=(#%GL72;#;8,+?AJ42^D8'9?93?XT^P)YA)_*P_/8OR*8<+FH
MA|@0\$MNTY6LQ5X)>"-DIVGM<;_)#7*^55;QW@%QSY(UC&9" N@|H"*|CV)C|
MPEN,;3-NMP:#|^85*!VA\$ I4M/ZX9NCYH6Z+5R|6<5GU^TE!59NE+K=2?VM>
MH&*KQ+X0|=/L|!#CVO\$;KO|>|HGGF%TB72#34*^IQ<3%#WC5>8,AT% J|72ZO-M|!3P
O#7AKW"AM4J_:40'E3T%:MK-2&13-B7R&2E0DDG^KMUN;2\$8%!S!_W M;E6+KS
;:,Y@! Y/^=,|!3DI09Y#7)=P9<(E|Y|OJ2->=-B^@|430.EJA9|B M.U>375-
>/"N5S|H\$%"-8(N+>Y3+\$;UP7VZ%\$6=K'WL)R1<%5X1SG1X4 8KUS MR.K2'B5?
8Q>QEF?Q-UB%JADH\$2S\$^^(K_OOEY3I.<:-(^C*YHO@2G|1K I6"
MAQ*MBF11|4DHR5DT+_B<'17L*F2/T6(AGU5"7I(/, ^?+(PRS'V=,9>DF0+;B
MK(2W>&,M@3=?7Y9Z|^D|H|K|A>#8-_TG/K>=XB&?=" X.R-^
M'6,V|_L.V|F.U(RXT9H@WY*W\$OM"|_"%JG1BJNTTCKC=@ZU6KQ:*ZG7@HJH
M"_|@"KD)|SG;>30?B3;S@);BV,N LE7\$&K7Z-HR5P%==TNM9LCHKKL^2%5I)
MC1:OL|!#O&OCDDF6Z!O>_ \$1+ 5KC|2:JUZS-2@EH
M\$W1EKRZIO.Z;)W=%NPOA!HL@'19*V H!V!QL^X50Q/7S*B92(%\$*H@-!NPMUZ:\$O1#=
MW"!#Q7Z|WAK&=^4QU74J/*43'-O*8/'%V4'KO,#H@CC#_)|/'^W*< M^"N79?

3X=>>^HU6MTHV*%ZPW<:-,H@/2&7|R.7ZJ=->59,)|_ES8O=KA33
M6=|NA_*W: ^7W7J"!4Z,C%)NR5_I!(>38P@^LU|Z?/IB M/>62'KX55\$K8"L'"LD1-
W0.A(M=2OJF(D: ^BG(CIRE,LZ\$4>W-./".VH8I4K MG!2"AG4)HM9;KYP'U%'(R')\S :|Q.
<9NQHE4H'%)BM)|?*"Z6%(9/K:" M.M;I3WN?K_3Y?
T7<>@0T@|@E1.@ZA"8W"U&32+9GVW91N M9U'31_""Z(07E(7@-BLWO(E_1?V
>L0!70&1QL<9QIN,Y=|J5|%^+N ME>Y=F=FVW&5!<@O"OXGLX+MK_|2);^452
^,2A6ZZ,B%|_-Z/E9%IH2_\$+|O M2UK^EX;AY|.7X-:+ COL.&+ _OWJ91=?.)?L+P!*"D
"V_|.%T'|X0 |D,)C MA&\$MA?OO|KHX. B#|X)|H\$ M^0#Y&Z@#HG|(|#|DM
V3GR:RY7P|VE#='AA|(@%G M.:#L\$OOMVQWZAO |EJRX8|O^E&%!GJQ6EGWG/U&<
MY)VO?B&%3YIDXP|A^X8O52:|3O4;*S5'S 3TV4Q?>&3!CC:\$ _R*888SK6YJ
MM43&ZEIRMH|Y|L%-4D?H4=VYZ) VT;N!@H%@WQ9*3?VT:%|=08T>/|_G9Z.A
M8I61J8/%U8R|IKR|ND?L&P|%RF#HWO.I |2/ 8|)?D,@Z=0(4BG43(L:,3'5
M%|6@2@2^!7#9|L|MC5U#FJ^9AJD,^(^\$-_S) ?N)@-9;JT,=4VA#;|L1T^ M: "X%5&
|>;&|R.%>O:9>K3&;LC+6+GOZPZ|GO|R_|?^>(976K^VD|1A96J# M*>H21TV\$+-\$-W-
>>%Z ^'|M< "T:6*|15U.-%>?EB!=5?*DAQ|AR,H5;JC"(M|FV/C|@V62
/ZST#')>.88,K+S2R^7-?.1)>9S0?^X&CH0KQF3+E?<,5N7C"S"?<-'|H% M
(\$;EIV9K)GN|;928VT|G^AD*AL_|X,BQBL3+4K5I2OIC-58SE#B89A!)CKM
M<4R'U%B|T_RC:WUGG#8WUCBONU0@CAH4NJ^1?"#HN@C+A#+&+^&EQQ?C
M|7&=4H*MJ^*%\$K ? "HX_A\$DU&BJ59Y|0;Z:D,T7!RR@@/H:CR(-B+P2Z3MB
MMW3H/N1V*|L3|GDNUYNT9FF*2SYA.&5K,B-U)T5,M ET+:-;HG"5;PEHVF 3EJ:8)<-1-
Q7O6H&QOZRI7K,,^!:1MNJ1+85"C:VXW:K M,|:<28^|/M5JV&\$KR(U3=SVU4|BM5-3.
|3E:XJ|LJMA,:;%VN:;%FG.R\$03 M%"JEMU!|?S<04U2L.DY:>(!W4GR#M9R=(A|43I.
(YWC&L*X|9#,%)!*#D . M2P|CFAG|N/6+XE77M5J\$:' M<@M.:N&'&2_)
|&B";|L';+YPF&8<60|O^3|0CE6 ^,6L@4Z/
MG#EQX!A7\$D8:LRBHWKI3TAF&:Q:'QAU(EMN*G)'TX"K@JK!.'='*)6^Y?G(
MA^PH\$MRF>#*A\$|OR>:'U63Y=^1_E1|J|B%'YS*+1,# EAR^R6W%J+K.
MIGR,Z%)O_2!A9PH;?5GSJ5ZLUU.U/V2_X|U1XN9.|5TB^QMV,E6J|T45 M9*_?
A8K\$ _E\$J|4.|?S|5|=)(>S*9^"_1?R+B:YLBK5WHRIJ1,|&@5P^
M'KC|Z93AJ7BI:|&7L*#|P:V?311':%MPVO;\$XOSY-MX|O,Y%S:8U>DU'T>9FJ(=
(1Q^)^P/_A51V|,5RVQE|'3*""QBRW;?LU?.R
M78OA34>+I*01TZ*^^^*|^QK!:Q@BQ+|5_|6*OEC%|'*O1#9|^#Y|HOB3BI71!
M^+RY5H<: E,4;J:-N:KTITP|D1TQ+%YKKF|2Y86-4.1Q,#H^.^;KSO\$=P:K5
M7\$5A(Q01NS%B15VO0|&<\$>+#+|@K.="(/)G*^\$|&X@KP'/L%UJ4?H(YX"@:++) M-&-BB.
(BHF|+LU'-M%53&J%BKOUG4:UFNC9B88320|?-.WID2Y7?^!044|>M
M/AZHIC3U|D&EZ+>>|)LV5SIC+88|XY8:GG#2A|1LRIG|P6"K|VS"43*W|T
M+_M:O26N)#0U|J*27-E0|1F8VEY5&BB;K3Z#/T'KC8|QC#"7.*B)--90F IT
MO'_O3SD@F(@|"G|YHV|L_OEC|.4*(XBQ4V^FC?D:&I4K
MURL&>TM64G(SU#;9UDNR&^,|7WE7:<-9+=6Z1H/4E#D^L;%BO;U2Q@RQ(02@
M\$24P2NA|OOHC+IH3+|>77J|\$+8D12@T0F_/6J&@0ZZ6,\$/UQ;!H0%H376-6>
MRTJ:HL(CI!%WM'0H%C5"B?C06FX:(F)?3|P0)#^LCZIHT1JA9IR\$X(K.)W'6
M@9N74.Y)R6<,5.D+ZBB-G9'%LE|C#RT;ZEM.8ZRF.7CR"@P97,89X3CB5W

YZVH7EHV9/|)UY_18R \$)2>0&@-B=F97E3F^A:|J#A).0. M(T>RG6KRYNI#G?1
MA@KE*(Q0*71(CE8)!M)E.>0HC5/U=)E/|=GBO'- M#|5|_A69B9A8
M;=\$ (7L\$*N9.9N>8#ZC\$' &(I>+K,B|:.)<,QD"R">-RA)MRT2WS%LAY15!^N^6_VO M_1-
H0|3|9?F7=|ZF0G-)R?D%^+C\$&_D69E1\$;T=_)I'+|S|QWQ_&'9(U&*
MXQX-!BA#N5)5'Z?E2C='Y-9_-WQ V,&PTU:.OZ|A|Y2Y@>LIN7A3RU
M_FH.7R?,JT.0I@HNSW?*YROY|)^5(TI3-N:D3;IYL7\$05+P|HUA\$Z)"_:9YH MXZ/.*
B&U6O?_X/WB?A*)PI"+B&|FF&|YKWF|L+&GBW,WF:2,QH04O9)6?BL M|HB.-
KVQ%DC/SMRN>*+PS^H3&;5\$QNH*PP|W4,0D*D/W.HZ5PH69W*ME<.:L MVL4;LRE.
MG@BKQ|X%)U.-PEWWF;)O5WRV,ZU+|+I6S%1U1G@*V;HH6|)AR2_0LTEQ9R'@
MAO#ZJX|9JBE-53KNAZD/-TAKD|^5E#15J2O*!T|,XD!+S;G^U6*FJM|&=IC MC>E&
U|&#L=BNI!.)>*^5'\$,M*2XJ<"O3_\$W&';L#+5+++G\$BK_ ^2OY8+<- MJ;K|4X9%Z?
0(M_*26G-61JPID|V.LG2|8M.7N-2:MGB&M@\$OJJW;|MR|N:L,TE1DA(
!N_PERO1U5I(P|I%8/|,T3?JM|TTT444YE@O>M3^%4I_O+ M2QL!DEQ2P
Y)^C)0W_E/%,1/H@F|X07/|H#FTFMZ^_2M3|X%US\$8X@.VCD"!O
MA)%W\$X3<1YO!7LO""% ^|)A|3VL0>=|R 4|_|+6T(L=P/9\$1BLFS/G)8'O.5
MY|#'(Q)|D|M>|B#Z"/-?^9H)\$IW)+WV'?T+VX;GZ-/_P|02P,\$% @ +H1G M68>Z-XS%-0

#C4"!4!T8V)K+3(P,C0P.3,P7V-A;"YX;6SM?5EW6SF2 MYGO "D.ZT0E]J5.5_5Q>JEV"V?
*8SN[>IYXL 0L3E*DZY+RTK]^ E?I0HD2 M<_LN_.O_/BO7IZ_??9RD8Z/<+YZ]J+#L,+
[.MT=?AL=8C/M_K]H_IA^"<=>S<*J++HC@+_V_^S%XO/W;OKI!!>S01!:<-
KTY^58T)'8X%SR\$Q[R&FI\$%+9E+1.G!U]J6S MZ?R/[I=?8ECB,V)OONS^)>?
#E>KSW_^^>>07[_^Z50L9G!:=)I^%HS)G||^M_=/IOI_=/^/07V7^>:>^|_IO_V_*/+Z6T?
I*_E/_7KV|_I\$,| "C"=+U=AGNH" MR^F?E_T/WRY26/6[?B]=S]9^HOX)SCX&I4?
!4C^IV_+_--? ^79LY/MZ!8S M?(_E6?W]I_ =OSI=8Z3^6B]DT5P'_ \$F:5|@^|
MB*LET=|_W^K]9_S+3|OIT><9GOWLL/REY_J-T(5-/252K^YP;?^O,%I2G;
MTO&LWYBW].?3[Z]D-2(:OZV0_L7)HRM.END*Q^:5=DLNK-_0L19_U/)|=+
M^!3"YF"U2+|<;B893HZK_YQ/%U]GV2N%%J?P\$6;" MW:S*T)
(XZF5:PC+V@CU=XN>ZBS_C;+4|^TF_K_V>KJ?B9"!?S|<I(@R| #G/_MU?|99L=^G9HJ,M
M(WUT|.06'7-J2H]H2ETZ0J;AZCTT_|O#P^_NJ_\$Z8K/#K]IZ5;_#65_FK1 M=M-
/A\$M;_"O|%"XNCH|7|\$A4:012!(42A#"@=+/'(^@DLF0|MMKN9T-_C*DSGF%^%;DYF?
_D|D8FO>XSY)99IFJXFD6?A4A&_DB"H M;'+@C9_0051)<^XSLXUA<#|5FP!#/DU@-
!9),ZA2") MFX!(/4T0#2FL=HA;+LE%F^24G"0_'K@T\$106"9[E#_FE<3IQY7QK!7.R|M86
M,RP/G|]S_:_V*| \$N847"T?+YZ\$;KN.QW=\$[V>#)->ET+&O+(GK8#_M_.3R90|_M'SRRU-
J;_D+8F'RJ1R#AACUM+HOF.#|YSO|P'7?3U127K|_|IT8%(RB60;_
MDR)7W&MP)B._@8U86Y:U*OC\$L;J_C3:Y6_Q1LO=7-A/X2X^J"CN=?PI0^_;/7
MB^X#0?/5MS0|KHD64M3=,>8W|Q5VN%Q->-1<_AE7|_|=UE/Z"9='A|JEL|;5F1XBO
M%Q1S3E?
5"YC\$K(M4,D\$HGC8N24|7+,M|Y>M.9A3+Y<B""X)W4)WAE&\$4BA;_=7:I4CHC63TK+&J'
PMJ&:(>CV= MDTXCG7=|I#HU^+S0|VNTH/_|K+2D&4|#2E'B_P%E!)2|
(HK|4'D335ZWY"6"EYY;:50>G+<2D1>9'%)JP%2Y'<3M5%;D#T= M<+250C-
P_&VQR%^GL|D\$,85DDH.21"&UA06BSAS0,J&M439(W1@#9VMO).HG ME
)^U)YN+=%:DC)Y09'W2R0O>4KX6H7YIVE%5O"ZF&P0F\$R2D)4#1&\$3),F-
MY"IG+U|)33KOWXC|3V|W&VC#6QV-_(QR"6YY_>8ECB^|HY!^7W)?8L\$DDJ_MVV-DA-
(R*,,X!=2\$,LFY#D\$GYV5KG7TG01NAX_DE8MOM?CM_U!O44|98L\$|Y M+>H-
0J"0(Q0*?',"C5XKZZ51S5.EEY;?2-A/*,WYV)UMF\$K05_0T='Y_2;WTY#G,[Z#/+ \$
M9LR:&P/9T2|*)_\$Q!_Y&_VVD5#%A:XD:T_ UT\$X"T%4/31;|Y1/%.Y.R
M(<=>:2T^-.3EE,08#CJ%.V5J-JG6P|HA:ED=S_(87Y/4?PGS/^B0)E:"#@I_ M4K4C03&
(CG9(RFS*L|GU#J5=PL98U*0|3&RIHCGT7)H%,Q5*E:OD38WS-[C
M\$KL02%3USLH)34KK9'P,P\$)5X,%DB-EX|GFT3,9FF=0U3;DNL+MOJ3'IO^D
MA"VC^WJB:;+><9L,5QE*#|UP""B6\$+RX6T|K*<8BKIT'W|X*AL!KM99%
MJ,87E\$(#01@!C=5I\$HB|G,#MZU-V94.WP:;M|C|:P:(;7|I>2M+1G3A92@_MR1),8A|4J?
8L%PL^FFBX)F=2MHXTMR;Z@58(_C^\$|(_H:%>7",A2U"LQ!
PBI.CH/T7K|JZU8=T6>1N4649E;&V5B^1MY3!D|<1I4G<
MJR)*;%W1<7O>9K|J_;&2O5EW^(A|;9ZB>!>^UR/UHK_3K1?|ORWFZ>0/\$V_|
M5"&P6N11Z-ARTOH|*9"A.%)?|)@T/_R4|H|B|K3&YZ*RRTEL9_%S1G|'Z?&(^&
MJVR@7O>30^31)MY+<8N.>2\$J;DN6\$/*F(KC6|&AQ:ZW09*YS)DBH^VB)T.>
MG0,EK(-88@:6@PTH*.P4K?;UVD84PEZ,Z%OL|MI?W+HNL67VM'|*3V*K* @ M-
;C\$;@\$M(7B>%<10?U""DJFU|W*-A#^5CC>5|2-WN9FH_^-X/EUT'XXC;2(Y MV2LD:|J2?
\$A;|/H0_M40HY&|0BWC2I(Q'5EK77?32TC,VD5.=!TU8K_M\$J2G7SQI5V"291^3EJGY5?
1(:V2;(N%&|L,CM|SIP)7I29M.S:HOYM6YPGFJ_M!|6'.9_##*N"U6%,Q1Q:Q.E'<)1XX
MJ=P@6N?;UA(S)A>E+5#;|/|<#@HEY0-?5\$B1ET@%D/A(A\$!KDYL92&7E!-:
M+UIW|M|SIA|E"\$A|7@9M"F7ZNNW?PWS|*DWX+WC3&|TLHX5/F4V*R8<:@Z^
MZBPE8Z;X*C/0497"A\$8>U\$;U4O>O-.8L;|NI#|')S=1!+(&?WUV^?P. MZ90T'7-
F2R84<600R|N%#K>+*1"@O175HG|C<%!B"4\$@TTJU
MSH,|C,)!J|Z?:ZHK+A@D%A&4,(|"&3R(5L6R01P%DOK!/\$Z6L84GPV(GW6E
M\$5N)IHHW=9FW7W".9;JJ,>7YCY>7>\$9R#R,7RCD*#=87%XR1X)A#D,2N,B@|
M#W(C3^QAZXZJ@'_0!E:-,V5|NDNG|N"B;2V1I7DJW)9_*D!U^R|L%Y|;V. M.H?6P?
TZ6AKS>%|C%IW0.@4+VBAV,@S6Y|0@<^712*\$*|J"7"-EC&IT*T2L_M4YC;B&
PS/AM./L%0Q+F_::V#"M)
(M22MV|&>%^JL9HE!MA9|W9:22B@5("P.1/X9O_>@NIH(4@B(M(POI"^5(
M7_!8(/N0E4K6|=RZ\$NP>DL9HIP<&30OA|_(QK|HAT>?51!6AK\$4\$E-7EC#Q0
M8"/FD<(J-T@H#6L;JE"QK|DM69";53@%*LW,,OSONTB%9_MR_Q|G43Z_%.')R5-
'Q=UG,%L-BD6\$|>1&"%6"01#B1#""*27M'D8P9UEYM_M1?
Z8|LIVJ|5V)_2&J#U|X^NLPF@Z/Z9=.=V>Q7QYTEM_|CE2OKA|H6W5A9-H MJ?
O^AG9_61O|:FW28C;K|X9.>Y>M8>@|B|_C(X:\$H>A)N@R9%UD?|LVY^22&_M

=G9\;65+ZPX'2V4X"20K7,0G"W L\3)6U\;:JYC\^VVG?8,PX4;W3 TT;F MP\W
3ZR/(CDC03-5R+*\$!#KG#%NI6#D9R\$V'UUZ3ZGKON.C<.)K.\D-:!3
MA\$!4%F6DTA3Z5Y-*9A\$B\Q&,"LU3JEX8+ T\%WBZ#"T&.&U Q&N
M+K9H4D>"N42AG1:ISES!\^EP:3X N"6NLU>WS?%<(&+-7%9S/#NED!X:NCJ&/ M4
<.:0U)1%PIS5/'MM/OCD_ C,*\O?1*XK1,89)9SLEX M!2A\$G;0G=8V=-*#T/&L7.,NM*
JG7D#*JRI'62-INXX>T\,PI@;I(*(:7P2\6 M0XQ6 S?"^>B<I:GUI-?
I+/W#^7H;XJ*C8/T\JB\AG_ '&>0\%. \$FEMX0&CIS M*8%/I%O,CJ390,'Z5DI&I22WP\"-
JNKMMH\H^);,^*NSMC\$F#2)XXLH RX% M\;C)M6KA+H\|='M)'IE_P4JQ\A:86XP?
6+S7<.((-V6LTGN"6M0A7\Z4V M?ZM\$486-
CGREVMZ7ZD1\+BE&8#FBT)'%V/IUCCO(:9L72L7XDG2\$:.OKY-P0
MQFO\XVL%B56,@J'6KRK=D1?:\RL+C3\;P(R/XZ\!UOZXBO.4)G/+Y;=/W&KU;=-M-
!ZO:B71Q\6\T\$;Y8:%%.MS<*56%!7\;R#P*A*Q\$'4F7;,*MO;0M21Z38S\4 ML'8IU=%
1=F%-<98K#U \$CZKT(A42#*,Y/9>M=|UFQ+*+;=L7?U!\3LZ6L= M\Q;+58>K:=>;T-
/45GVT>?D\ _I_CDTD%Y\ S)MD8E(;D\$^UD(B44HRF@?'F_
M/&I"QR!1>'M6'FA%AG52=PGPAVB\$74&E37?E79S\QV)Z1G&:AN\|>>G/^6SD
M"Q:6\;S'-PG(YI<_ VTK000,'Q0IXC2"4%* RI/\@3 P"9I4\E1R'*OV\;P;4L=D MR_!|A\$"8B?
F\;F7,)W5W7N\Z.J\F802MUN.J-!%2F<2A,A%\I=(B#Q,I&\$89-M-./>1*L'F\,-
Z:NP4UY5SNA7N+)|V_FYTW,TD?A0H\DA\07\$-!D<+*.W%(Y.B,U
MIN;W2.NI&5,J8R#LW'*7WD(TS8PH9L0B\$:(@%2E1LZ"D-J*TSGEM1-B8W+P=-:B\;P-
IAZ908LK=\$V6FK MP4%-2A\MYOUPXHFT6(SO&;14-7\B%41FZF
H;@7&\$)5NW;)T/U6C*M+<%8S: MRJHYA@|*V;WC\;C)-RN9@94R
)M9^.^LA9&I'E\$2")X>GX%#XN9VB\;W:Z_5#8 M:2"C0>Q83\;Y\|&|=4W\-*4MF&BL,S,<
O<|01*A\H7#X I\43'T.4A;=BM M1(VI2VT\IFM\0;6L_-Z-^_.K\4O<>|0L6)
<@RT#:T\$4'CAM;7^1,+,>2L/G\$ MG<(300"@|7:-"TWI"TA0V"WPV&AA#;:IZ;\\$ (JJ:V 8F_
M\ (6#)U<_ G;)ZE>2?"B=HF3.Q\2UY^G47KLTX@!GG189ZN3I^@<#(I0;_IT\$-7
MW@@@|TB>>7C1M\$'/36Q?-,=7M6B?QSHHM%5\;F(B-4<5K L="&^.:N7_ \BQ)VFT'27
/+N6V"HG*G22"R_.9 NR MCE13.B5PV2CPP;,L*3+?_*OB\4WPL8/EKI^Y-XWD_VK?
QQ/5\O*M1??_EM M^A\#;/K?F;\2H1.GLP^6:B\8L;F\|U\$5Y^M.QU MFNZ5MEI96*0@H-
QJ7^LR(;G3\$,IT7)R_PWRUN\0VG< M"&+F\X/8H(((<,"=0,U\|=4-"E">8+|IE|-
:%.3.NZALG1-*'I4\$'7 ^N0W M.NVY=O\?)XA
M)J\+ZZZ6.\C9"\$(_6IZ\IE7@&P,O+Z;)OL>FUYVDQ@D;I:1\$6B_0RS2HBN,@;
M<)VR4\;R\$J%O/1+B3H(TP\Z/EMMN):->%5&*U%,\$4)'2PCAXQO-M!***K\T1B'Z0//,NQ#-
TO\;)UWYU+S22)N1.00"i9K%8A*@0T\$KG4)LL:R&^2R\>P.GN#KSOOVB<27X39
M;'E0:AKOX^+T0Y?2RA,O="8\;C;FB!\\$^\$2\;I2'HIV:A%8\$%+T;I*00'93Z"Y
MJCD8=RSL1A'O"7&G#\|=O:|J*=U\4H\XG?:IYS\;L9C-,/4_GABN'=<46)'C
M0R=*F@3>\$*T%(\N\;(G2V85O6HTEX"F;,6J%LA\;(:L%9B_42N?FA)?7>091X@
M,4;:D0W2QM#N%:12LYQ8XJU+!A*XQ/HZAI2L347XSYL\7KR)RD*P;FW%,Z9
M^ORM0/"UO5%(PZ4\TJR, MDS6H0&YL;!2\JB2#3AF\;5Y*_4_2\IAZ\;J1-2ZD;!S43L;YX,5\|
JG(22\;R MSG"1ILZ=,R5#M\$9"4M8RKA-&(X>&UTVRGD)'VN"0VE): |HR?>M+7AZM:SC
M/2?%V&\V0R"HJ;":X;>R7O^_
M)F2^\$%G\3.GEJINF%>;Z%_WK>Y=_.<.F3\H";+O+UQ.IY2H^H0\>|9ZX>U4*
MA3R36IL2992UR9?VS1;:04XL.R,HV.&6&=&Z\JW'.YRVI76NDX@A>CJB(^L
M:ID\2F#"DS//A_2>F#/8Z==\?DMG/%B_);G=880_SXN)T0DK85>@G'U"1AG M29W5-
V@YTD)80I8)K7WCQUY;
I/E%G2E0\;A.TZZ_I%XN+I=O7HYC5Q3B7B5XL_<'I\%CFY<*AM^81F\;U-S!
MQ4)7KX\;\$7ZM6OL7+(L.G\IFBZ\U?+S2GCNQ#_40*%@9;@DJ2@4!'14#(B5A
M>\$DIM&\W;,W#M@H\W04E-J)R"G>M%M4?7;^N>+//6K+M4'-@2++
(&.=G%V5/5,>JD"3\H)9;)U=&)BE87=|'4431CH(L\|@HV.@DHO@
M+,N08BJ">5.QN=-.7\$?I>%VF_:+|YN3-P7'0;JSB->JNT7YA0?_6T;94,WK1 MQW^R@?
T+@=%R;\;F,EMIBK5*=-|E*;\-BB-8;:U\|
(4FA(_8IQH7I'E&6UVR%Q!+J%US)D"P.4*MVTK)F2""0G"KQ ^7J_MQP#XXU\$RHISF
MHEQE-WY_L9BONI!6QV%VYMCN.L'Y\$*)VG^U\);--?7IM-&EMN=EQT@WY\A M*JM
*HM1),D+_O^:^JQT7H1_ GVZ;JQ=M/A_.'3\?4?7?;^\$'M69Q1-E X\6 M<|A1.U
+1(BB""+EO,LZ<"MS:V^!|=WC\>UWC.U_H_O\0#%XFNDJY<|+;2_1
M_O&P6QQ_.GP_=+SL+S)A)=&H\|C"W\$!%;2_E<*DB&CQP)JFUJH0(U9&%/-
MP1,\$^3\0V0?>(^)\#>6A>*UTR.!RJ@|^ ^0">2R1&7!!11)IRZ^F2+>@>KYO_
M=)#=!A3\@',|B:>'ZSH+4\8;*M\|1&?E\Q=U/.&NUX MA>D05&,1@5DUT-
JMRY#K)AQ2HB2%./-W\;:<&NJQQOK\!?!U\^7\$!L;'8!G? MC8*VJW1'D5%%"MB

M%Z==9<%K"M%B,E X;9YR48./6A P+YUA4R\$2WJj*^1:"JM74091U;
MO840N7497R/2000,C :HS62|SRNZ200G*,PP B2: ^JRO4^""T* -!N8H+F&N M|4,FV|
|)C=|-) #<3JH|NFM86Z&M8N3!IPA2U(YZJQ\$(A"\$YE%E1!9M:|^R M1:7^|C--% ^+--
J&P)%E97T)2GG#E4&>DCAF@#<8|F|7Y!
MOF7!ZRPC9*QO"E4CX"6OW6Z6)71*9X/|1.NVX>4X4N|H!VXS\$.RL0>:6EAY< M+N97-
|HM^|M#EFS=W)H=ANUKJP+%VL#S71^O#B^1MR|T|= -HMBCURJX/J>LA2DR#E"
<(:# ,N2ONQ0C MV&R#C(A"A|:W1X,R| -0MWS:8'U9O;(: Y#2^0,<@-;W^?>XC;UAC_?
YF9T+1F-;CG/G|RY M>*#R41UPR9-
00!;,@61\$D+R;JZ# #9SP\K2FGG=6E\TAN1OJT&O86,NY9|/L^O M\$2=<%F,TUHX+
(T'5B2K.&T5G,%@?M8DFMY2|BA"QV3^|X'5ZUIO>&DW,^VW
MD/H2"W9=W292,#C)SAGG48*W1)OROHX'0>Z",=88D3L#.@|M5:)&->MZI(C;
M0HQ#HNOW>3CK1:YFZ|7BZ&C:%_4<=-//|^*A61SL2|H^FQTH7-X@
M7'Y(AYB/R=7M? : C|G)77U_,|_3_NALX3MNM^ VWF9#5D?FG|;N+>L!|UMD M|=_"
#XK#H5, &1,_>#@3|IM*D)|@|H;HAU+"EC3%(H0'J50(7Z<&:HWB'|1:8CSSEO/7-P
M4(9^1.=|EP=B./3LZT"|7AQWESBJ#-|)DPG|T5%&,*AKSY+7-4H*8 (SB95\$
M!K%U3="P'(VIC^P)'HDA|:W,S'|F@1T M|CT*4,LK;L7!F5HDQ.A_WDB|H">?
1R("U9^K2^J'8;Y^32)=2P%ST-BJ8#@ M)8-"C>!\$M!|,3\$(KYTK8H|?
T<(8V.1#FGP=B#^C9QX%XCUI6LR_TPEG6?IB M&6_V,N#)&*VDD(SO()-_+YV;P-?
^\$|IM9+U75+Y8S+|@5WVQQ4?L MCNH%Q*0.IM?6N#"*5_R.
C.D|,E4Y%":2;2'A/'=Y&^"7;=|/\$|*"+V>?; MM^|O'4EH4Z9-9HR(9K6R
_D|6\$WG, @J9L%3N6M?:-2-^)\$KA?"|U|A00 M(C RK@0%R6M&NP
+064N;-2Q=6%T8Q:>Z#U'0XP/T"8>A9&G\$:1<;+/D7*CD M0?
4M@M*0N^FT@:.*5X)PI'WSK=JV=,/9\$|S|&<2AVA*>G<2UXSAHR;DT*Y,: M).M#
(P4<|W4J+2KF>\$F&M6|WV EC3_169!Q'94=X>B+W(^>|*>N\$M""", (F#
MPD1RT/2+5(1QDV|7>VAE5%%+L-) &HM@E MB*|V1!@4.5N>@A| #QNTA0!|A#<EIU(-
B.(&1@V&I?VB9F&3> E>9 M2<.|8K'U.X |8>R)WLF,YZCL \$ _#M(EC6-;Y9T>?
%W,B<;DH_4|>??N,|R5N MT3^ ^R?=NU5C^8,(:= ?
3TR_10E0KGE*O>@+.ULZL4#S\$%!ZQ85QQ7C.76:>;S MQ;=5EP>?
L:/=GG^ZO\$|T1'T4(.MS>@HC Q=E 2.B<4QX+5GKTH>;5(SIWN=Q MDKZN2+;
?;);58RA)0UE)R=06|X+JVMV4TJ MQG2IT4;B6^YTFRG'_QFZ:35:YS2<-
EMKK12S7\$(_0U,9YL%I4:%H4K\$B%JLV
MFV.|9H\$Q)=ZW\$V>S;1S0<+|^7AUW^ MT/CTZ/GI/=C#.WH7OM2|Y22|15=6S
MS3281R^VO8G?FL5F=G^YI&CHRGIO"103VDM|1M'+8YQX'EF4UH&3%1KH\$@3C
M!&0?E?1UW'KS5MU-:=06AFRTSGL|'E/|.Z@7*F)5@)Y1)"^D>N\$H?H8FT7
MT)GE%%W2K?/ #CZ=V7%|(-+B|;K)V)-AFSLRFF_(:?'|+|P|,>)8B1)YJU0L9-MXH(>@A8%-
)?*&OI+'EK?X3V6UG\$Y1F,!X;9"W3D\$3R_3)X6+'#(7(RK+H@5 MX#,1&;-B)J*(@K5^|?
N!)(|+=1L1X!XCPOW@K"9L)ZC1!8|6ZN1Y4"(\$VA(C MH127I/\$%+;9N^7|PD6,J.1@?
UAXLOKV@K68Y)X\$)J9"VPW.L4UIE-?^N&9\$
MP10)!%N7&C^4QC%=Z8|:P|68IOTQ)TD?ES|@N_-/ML
M|CHIPF/DSCL#)AI37^UQX*6(@":HXE26OOE;HJ-(BOP^SZ># #&_ ^L;HH|^/ M^K&
M4>BR3-)FX|;-8>O*8.HJ=:9^84VJG6;)UA#|)5,A#T/8@X|E\$G,V<
MM35\$3GRVF@MM*S'\$OBR,M'&NKSPRS K\$SQF%3KXRO'G|_L/F7;VA'LE"(U-
WML3\$VXAH/2_12=45ED6VS|&=K+VM@KCM|5|>M|.'#J'Z>DWGP%UBLL)!98E MQ5A
U.IT@C|C#Y"*3|M,"=:GH+ U?Y00-29#|'"@L7%<5S871S*Z|N4:6XHC^
M,\$VGY+W\$HS#/Y)G*R7Q*AFI->6UA!BL)?)0B^QT9JHUU+!-Z!J3Q6D"D^;"
M:/CVSJD^#K52>GG.K=7)6:|/\$?1N/B+%D28,M9#^+"4:|PH,5 RG(:Z2,*:/= M! PMMKQ-
N?C|C/EA>:T?|<=+6Q=E**BJE.53&"R4I*|%((>\$1285\$HF>|U M)^Y<84RIXZV\$VFX?
VXCT8'6(7:7G|7:K::G#T? \$"8H',3O2B4%SC;|UQXL'Y M\$LS7E+*U@JI-I+KG|O7#;|>@@.
<\$E#^2DK(E,R6D|I>7"6OK8FRL? M>WR@L.6*VT0/+9EM%%+<(*G'RR39)'.2!K*K_1-
:.\$RZ4X!<>J>|2RWOF*Y MG9)M'81?
POR/@Z|SS&^G!=_E|==#==.*^B4\$D48H<%D@:|BB!" +0=#!9!^U MX-
*TGBAX%SUC"B|X.*ZX|!:%&U,S?/E\$E>_AGGXA#7M|GR>^Q=5ELMI/7X| M4;
|DK&P.@;)7;EVML+01C&W/_6F.*&1K*?HB=;A8|_"U,Y|59 MYV|>GUM<'I3^I<#?
<#51@7MMLP,5=*R/C26(:,@|JH|LJ2M|JTK!<=2,Z8 M8@"MT\$8(S3#Q2I?X
SM"Z@5\$E^_Q"|Z/<6*|RR4I|3'7_MN2ZLSU%"%%%'7X M7K;-ZT?O(&=,,<@0UJ*1(-
H8BXK-@_+B>+DBYKH7AYC^6\$X,8|8&IX%P?.D2|CKH6
AT%3&PC|W#;MX|I"FEM\$+;>S8%,P\$%Y,_|'3/;7;-4CMB1 M2(Z(Y:"D,A"CSB"+-XQSI-
KG4.Z@YPQU7|:;@8>+X@VQ_V"FE| #|P=%7|7U M|A_ 'T|7WB^>:jXD*P6L5

@-6'QU7*!3XI&OIK|(^Y2 TQHTTP(8+CFF<0&NE M,,2>-
TI*G5VHOKF%7VF"ST8C9(T%E&,1 JMOB"81HY6>PIG-C,! =JXRI-IZU
MW)OM;C.C<(/#228BDM4!(F=DFT0DVX390\$!A#"H02: MUI?ENY!6?Y^N#L^L\,5D@?
I:Y1+SQ !MHAB/ED=2M4@'3B5MP&++DY,*' MR./@YV9C!;JW\,I6\$&FP\R-)
I&|H&/:)7>;VA\N3,C%O<|EJDZ7.U<9OV+W
M";OW..MGY"V6Y&=G66*,R8%!'F\$RT@1&,5BENDHF&%1E+29*_/@M;?5AJS
M'3(^7=*7GRXV83;4TA1.D&<"E/*1CAOM>HL+|RYU)\$X P-4<9.)XL<(Q<9.|-K^P
MO+S^&)+T^SCGCY9!FQ/^'C_5?5YTW\|X#Y?|'R>SV\7)\|@M2C2""J70\$DM
MP">'8+04PEM4(FPV.^;>I<:0C|^Y'F@K@&;JH=X9',JKK0OMU83E8.J,5-). MB7!9.(++
(D-))C#%;9"II37_%0+&D,K?AW)XO!2:YNT6|S"KB45<3H((WO!2
M1R9%BHU53!!U4J2AO*X-\$.3!PF8>|O6O'D-Z?N>G?|L-;B-D,CQ?%|T?+PX#
M\44\$N!@DSV2#8GT<6Z""*%P&|WF2*G F\V;Z_NKWCB'OOG/Q;K&US31Y00'X
M7*W*61AA5"HR.@_:Y0+*<@U.*\$M_)(?3F.B2;3W#Y#H-8|C&|T.?;R6+AO7!
MYS<&IW34N^,23; !LJ8@1\$5BS3F3@#\$>E/,A<0WT^NW?OF O<-D,!;77#
M;J"RZ\$ZVYR.FP_EBMOCTG=S,EV\$5WG6+V@1+-\$YROI!|*J27A 7E^@H13ZXG
M%_VMH7?78="@"V@3RC9*|"\$?""\$#"JX9J)X?+;K5|+|XFK!P2K,/TWC#/MR
M16);IV)2L)!I91MS!J*1K%_*Q+1U(9?68|KNIF@C\$/V0R<1V@FH&GG?\$5?AT M-
NM|HFW,1F@\$X10%-YISPJZJOA'#*1.OOG#+%O%QVTV6*)^82;RWXV(7YLM0IN'VU/"
<;J#@W7D+&6'OT M?
89HC:S=^EBT\$%SH:YWP|O8B;KSX1M#1/Q)T=B*F1D/N0EOTY""?AKS!AH0H
MI;8U89\Y(HHO/?!&*CG)5\$Q|G="\$H/7GHK1M_,\$\Y7TR|JN04MU&/ES"N(
M02G#,-0+R0"JO@GEC"(6F2V&3K=W|EIE-'?|P|K|RB%HMNOM;H6K"NAW
MX"K|RXD7+!2;-21BEI@4&J*S_9*+*GGT*34?*K.6F-\$4#>P&*VV%TT8S_A*6
M^",0G=25WY07B*IZ@YSU=5G|VC1|HUPK1"=M"RHRDKV*%*&4XN@|0YO@K=O,Y!>8?
=A\|0;5&^N.;:MJE*W(2X1H,\$
M_MYCD%R@+WW7WF-'1|Z/B^GLV/Z;:_Z\N!X1<'ZO")F0G\$Z>3RR.->ROEX3
M"T1F\$FBO*%R3ELY|Z|+R!Y*XK25;L|JR=0CPTS0A%2\$YCI#A|L0N1T
M?"CN4,X\$H5KGKA|X\$B|FUU@|;K)&DZ*#6|'4M=WUH=9+;E8S\$^(>|Y:==X MW#=#2?
5ST/ZNZ-9_.F7S>471RTI&_G%B!SFG'->L02@@\$'SFOP6T65GE6KK>R M-
K@YV9;J,3A1^X#DCN4|B-FL\4*A^1%4/!P4C%?@^G+M?*|L|CF<^'<%?D8
MOKTJ!=,VLT.'(V8;X|VC+6ID_~|BI7?CB(IW|1Z'CN<5H+X+|6';B=(YV|!/
M#G2Q#KC2X\$K)\$5F(@>6BF@|7&%+DIM\$JFN6/WFT|YXM0^?IN_9/NU7O.IRG
M+>/90C B.6.%1M|ZTFE;FL?D1>P2L;<&PKN2?=O.U!;BGP&-WH9&53O)\$Y@U>V
M7OC(FK 4&E)P.FF'1?%=&J*';|7'=-),3Y9YCV D6ELN3,9%UXL|YZK=NE2R6
M_0B(>C:TF71@A.E\;WX\,CC14ZZUZ*E/O>XT1^C-AIWA1=WL+%^GL?;!
M/U^DZ8OCKA+U#KOI(M|-=Y;;R6PDR!"0%* G\$^FC,,M<\$5';U7K\$>';4_UD MK,_@<-TQ
AKV)JX|9F<&^U9;BQ!2QNK5,4.66I*E#BH;X#K1WIE\$EKIU64@BQ()9%2>;W^|
!9G>#2VLC,/\$.?>?<8; M7-1)*|S;&&LS>ZI=C4H0F3\$J
3DDQ@0STI;6TTT>1^FX|,D>P#B|/?>5)'V> MTO'1<9_FN|EE_?"@6=%-5Q|X#?JH36B4|
|QS|9MQ^H1IXV-*5;=5;RAJ0W%X ML9"9=+S\$G(5N;,>(2.+6?
17DGZT|Q3H&4N4%+,N^UNI+(.<,H01AK"UEB|. "20;G14-!)1NUZ6S8:"3%:@L3J\$%
\$%TV&@-P7 M%"K\$W'RD"M#4WGZ<_K+S\$L|:_|O| 4\$L#!:0 ("Z\$ M9UEO3_HTH@
+&#!@ 5 =&-B;RTR,#(T,#DS,%|D968N>&UL|+U;%%AG|^O4 MKR(!,H&,3\$
@VH4)\$4A/W?_,L(|-S|7_'GV>G/WS!^6(RF_|;7_A?V5|^MP&F.YWIV%99O,S@'|?;-7L|?|
YY,/GY8_"";4 MU:|= _>W;SHG'Y(-\$&0)H"POX%3PH'AV:"(+SIO_Z^/?E&-"1V.!<|M|,>|A
MIJ1!2V92T3IP=?&AIY|/|_J6_XAA@3^0>-/%ZMM_~|NGY?+SWW|H8|_OCK
MGW%^^^M?9_..|@C'YX|5O_~7RU_~|_M_R-5O<^_|CZN_O?|5Q63=+|+^A_
MUV^_OD^?|"S_9+I8AFFZ>0 |B^O_~%M-/K'B|^D7UU_K98_?M?9RDL5P9Z M5(0?-
OY&_0ZN?@WJCX +D/RO?R|R7_|H7W|XX4)S89|FLU-|A^6'RR_|>|U M?:23Z?
+/'#G|?)W?@RGIX1X|0G+KY_QW_ZRF)Q|L6KGWV;8|F(-DKD"DI7 M_/IG_0?
>V/Z1\$#FZ3PBT\$|Q6BG>\$..Z3^~/?^?JS(&,)YZ?+AHCO?W93O+;S M,&FIX'L?
W0#MZH/@#,\BSEM" >9S;^&|GD7X3+%?_XUS?PAP_S4XSK=@_?Y9/GU<2GJ
MLZ"NO/K1*+B<^.<2Z;N%JXK.*>S|,TO MG=9EL*V\$15SRV?2/5?\$_XNER3Z\$-(
MGB!CQHO @9>B:6/%#Y9!8P%815W*O+!9%HA^%:>&|J|F%|)=OF&;K71E/GL
MK*D|E|F:KRP%(^RP^S;:&8?"OZJ|6R|;=T.J-W@%|_~3G>_'V71*K?SY=
M/9#>9/Q8OVC&A(NWZ-7L|/-L6E^V%W|. %B?.LY(Q14B?+ YO|
;W8P|";|%;X.@KU9,,=3#^MMJU.H\$|NN".-V+ 6 M4\$,6;'2G'N! ?\/-AM+Z;)2(-
D44/@"MD@Q4"A24\$4|@1NHR!:6GZ=UW_?| V,,VNIV?NF9GU_-0Z7)!/FG|-

1.JE^7%RB0E\46FY MB21 A2C!%RDA8\$A,6*.C\8WMO1\),1B\@8X'>,E?I'1^=GY:
ZXWRT\XKQ)3 MA%57Q" X>DHA&EX"12K:HM\$"
[2J*5\N&PMH'=984S*6=F8#)W!'0,_AK'\$ M?G*F5'(J28\$LM5YG'L(S/C<&-
>9F3Z2?)0;8FNY+?<(49R)4 M'"%+3CIE\ A\2!HDH2B\$%;DT/Y>XB^*X&=%3ZP/L-[C\F+
I^W6V6)SDJ\$PT M,H)C@DB)W\$+,18,VS/&Z_PK9^LSR&P#';?W==7W?|+*OX3>Y014;
7U3/H0_MW\|F^*TOE_-)/%_68\H/L|>TDDV7)UL:A3Y24"6M(S^)._1.4B9B6BC3\Y
MD7U/R,=-KC'M>9^JLE^|JQ.,?T_F<-LBW.)_1L6^N?K+-Y\KJL7/?^(\ M31:83PPOA?
QQ"UHG6X,|!S\$Q36&|#!\$K5IOQ?5RV/L#*1I-X1L#B-"A5\$@&V"3 4+-
D'GH0;AV.;03Y)EC6RV7V2F=[G/OG_M.U\L5^GU#[,7.:JL\$4|?
ADE^/7T5/D^6X73UCKP,J\|S\|V6=:L5>7C=[A@M;F MM,K0DV#_(#NWB%IG1N"(>-
+\$/F2_W7P^|Z^M1|Z6<\$)H4;,%>S%N)M(+\GR1& M#8J%"%"9P+8&%(D\$EOM\KK9?
7U/#VM MRKCT% DZB1:-R=F\|HG@H* J\$T0B(5C&1F'3*/7K'JN.SCI@!C15|GP>^_=M_
M!U_RFB5'^!BC(\$2)PBE\$INA8.X-8(F,FR-T7@2?#A:-J7G,(V?NL>B7Z_Q|M/D^?
*JS\0<1)LMIDGS-DHXFM, @:2GPDHD4NML02:K\|E VM_|?A#5<=)F(*NL M(4Z,X^L-
\$% =QP8E1(O*2-CR9R@\$H 7..W3T+5%=9Q^+;WV=XE%03YE\$YIB=XZO#UT3
="#7**Z&|J=A8_\$\9D MV83EN#G2Q)KJ-'|/S!7!V:\$BQS&>C?3A.
|G,H%#05DUUB,075_*L|ZQI MF\|R?D5RZK\$'E>K^FTR:KRL|8ZAT2;
(\$,U+N|U|_O,A7^G.;8L|+@|\$/^%R MDD*^JJVE1|/?GQ/91\:/&"X&I", I&O\G0B\1"S!(= *
<.).983K3&M7|+! M:T""\$,+D2\$*P>M@M&4) 9@="5@:%1FW%L=: ;&/1VI
ME'C|U\$#4JR6SJ4 M653ET (+ (1@2T!;|F?J =E&X:-=^_|"ZJG7@&QEN\$XW_M_W?
1^FB4()87I8GR/O@:(I\$WYCVG=R'S@@Z3*:IUV/JJU("T9\|VRAZE!B1& M:4H2%
6YDFJ9BX+@C /NO,V" L6!-'B\0.*SKWEL9Y|\$:D&TT.^REW.L0^"W.
M5ZYWC7|KJN|\$<^NP\ (Z>@7*)@Z1Z0A>.Y&8B"8C\|Z&W\$=Q 7N/MYD<^5O
M)\$B3V/7|^=E9F'^=E?>3C|)H1ALNGR1TNQ\6M-X;RF62Q-<_%0K7G8*3|?Z
M_!X1Z.YR| PR5^F/!Q|ZPRN4G M6;XI('VF5<0R"< %\$\$.B83MD&|YA"MWA>
MK^39@X^X<*|JL,(\$'8B\|@1;-J#QX9A"D2BI%+X-DHK\XHX260UGOFR198Y7N
M._APM|=|O/ A@|!"S\$ O/6FNZH6.Y G7!H-N0+AVJ+J"VB38?H\$F(-& MF0T--1M*RZ-
10\$?!E;"9O"@K*80*\$5R.CK"R\$,FA-NGNU8KOP?0;H\JQ+;^_
M@5;S"#RS(EEM\$,|/'9\^8KEO'CKNAKBS
MVF\5H!4Y%04"D"MXDGDH+W_2;AWZ'QMM9
M9P,D,%Z>+R937"Q>I(N*DZJYNJBD\$KU1BCB5F +E:BN_4!012_IHN7\$|A<8'
MV1N@')/7TU+K Q24KX-5OYPC7OKL70 .E.Y^%-Q^4M|-3-F!'OWM,-+J\2U0
M7W2,U@1(FC"N>J0XP@S:??+|<86I#M^"!MKT:O!U!"4@G&1|L1.&8Y-3Q@_
MW=G8\$K/6:FSH|EV_J\0WI17JZT1%X3LGV\H3/ GSKU=<_S_7RQ/3,1\$
MOF^&5%0"E3+YKS9K NB<3*AD-MUJ\A\YT)':NX5:FR_J
MZ#>%U\$%DS\$Q'61@YNLY:"GN,@QC(|_557FM,LKB=P=<^YDC-W5^E S00N|B|
M\1LN\WRZ^D7O.AC\.+CQSE^I/7GU8SXZ+U!+=!";#R \$JMB8TGBN\|X#9QI
MV=J/ZP#K>%@RE"TB!*"ON'RQ/9\$&+E,\BQ.ON1<^QM\4PM?KG0%<8N21*&N8
M2LODT;H\$;2.8XZ-&&|TW;/QUZ9Y.0TKS\W!:\$|7GB|K"+5|-ILMY2,OSV@%E ML?
S|\$18YDY:\$P&|SK69 TP/Q_Z#J7F WEPK M6/^!|_F7V?Q|,4/;#|
|<=\$2+%8O\|H\F|=+|);^T*)0C.)1ZN;+PCHH"6._Q8FW3/YE|_G80X.;7=|,59;5KXOU?
=CBYJR4^4\2DQRT D2U)G M3!"D%9"1B!;" +LJ MH\YYL9R_>K MP'C;8'<>>)E)(O?
-5*%3J/?8I"K@D6M(T>C\$7""ZM.Z/TP'6:'7@_'E7N>*MQK;8|U7Q*|E^F4S#-
\$W""Z>OI@IZW"A@O4@N!"2\$M1,80E#;KUE :F/"FB!"D M\$JW\|V^ LJ_:Y.86G\77_
!HN0|S\|@L+SA783W:X"4%F\|V;=0V>LY2'Y3\$*XI\RH9 0XQ\FM9<*6Y)\V MNO6\$E,-
GZB\|Z8,GZC9&'8"@_WC_HD7G\$|KI%>S^>?9?!4^5=%>?,1IC==N M-
HJK@F7C&|.I@%9U;)WF KR0_@@O\$|EX)43K1@ |P|P_6;X_7LS&->H 5>C_
M>+^JAZD0ZSG!JKW3^_.8)U\F\3V_0NE,|"SZ""7+VA74<8C9*M#.^8")?&AL M|?
IU0_:DV=;=<(-TM+AX#_!;W_EJM)XNP49?@#GC0>44R%DN!223CB7E)?+V M\$TX?
/2\$Z=3.4 .DE%L%KA\&=(,=^#9JPO0OD\$6=MZX\U("XG\%P%*,2R M3+6^6OP
G"?H%9&:IACOLIUK;?KZ\FIW7>YSRG_MLS_J< #ZIZ_FF"?
+U53"Q\$/Q|%J#R'50K@|'"8M\$)HC024<>L8_-V.;*#Z9 M1Z785FF*W\9#Q#(|"E%?
MALA,N>%!6U JCJ4 M/CH!7D)#;S3I%^70FP>|;0_DS886TIP_7=AS>0370&">/6Q\|@|F"
M*)5J M*Y;(+@W6+QV);9V\$GC/TJ+QKG01N+;H7>A5\)|B&&%N3T1T;#DV*BD5;3*Y!
(??\$RO3.ZZ3|ZX=9V)_LYCAA0*A:=&*?!&TA\|L9!T*13*I6SGHQD>;
MTMR^G86^R:^VT=NAUR?DH(OT+D.4&4'93%\9KR#%"1SN6?#<
M.U5DSO373XZL.Y8D' Q1MS'J@90D&(\F&4;.2W4T-\$4-I#OEH4@N;#92E
.Y)&\$4.K4SU,@E"2Q\RX,O MA(7"2Q),<-XZE\ 83WMR+!((" M(YU\$.X.PCJ5@|PR"?</p></div>

2Y)V)4PUMH@ LRUV/-7IV&!>ED-=OV8JR9*ID5+B&' M53=G)&
I'XB9*X5LVV|Y6805I%?W9|WK8,@?Q@!1L%H\$+@IIE1Q89%%Y3%GE,N|/P|9
MWU/H:X#9-H;X\$#D|7R6\$//B%U) O3<^IK#SW6J*;
<="GDFQB6#W<:Z;O&N|P|SY/:8|:K8YEH %:|NRPUN(%4 M|Z0MZCTA)' HC?09P2=-
E\$=RF6-@ G@R3"GIBV?M&ZH^ .AHF-).|8.>AFYB^%H+|-|+N0WCA(M.P=?"
MO3W%_!'SB|5-H'NBN2>). =RA20M31351F9IPS/1:0J37,B^D|OPX&.^>|LV MUN0-
RYOIW_NYWM>+%^%^?SK9/KQ|N)?X*PX%X 9^D,%GL#9*&D)RKR@CR7) M(-YCP+|
I@DSO%E:CV/X=5+P3;DZ|H DGIBD^7"F036"4^>,6.0Y;MU2GGX.=^|X5OKLN&HA16T;Q
S4QJU3>Z|/83)?.:WOKJ^5OY|^ M'.93XNCBA\$>6N"H(F*(")>O@6F<\$A%BRC2XH>;<88
.)^J X#HJ.9H8YILLH%OIY^*P;MZM'QP%+0X((S MH!(MSQ4F>)%\D\$DX8;L-
HWAx=|I=4;1^GV6^(%+F-8T^!|%+?NY_8*T+6G: MYI&-2YOVEG8O
V2L,9Y3+6'509E)7&(I7H,5W+!:(6-K0|^#VZ C,"DK%," MLJE|&V=+1T%?|F:">
<%UZTOC'PW0Z0V88ONPR0V<86AUZ@53)R5C,>G 6* M<(/+%. \$J#Z)PU P9HCK2
JW|+-Z06FL;S1|Z|4L769ZKM380L E!ABR"V<6Z
MA|Y83%F@Y*;F=T.=HHL0N&3@BV7!% PJM3|D.'RF|EBM=3!\$W<:H!U*M9;E-
MR8DZRM74>RP,":T)8"DBDCQQA ZK|%(^G5JVU%2|:5&MM8|3|56N%Q)(7-H,)
MEH'RIHZY20ZRCM9XOYDLK>=R/HEJK7YL:VZZT:NUR%'.4ORCF,T!*X(B*MA M-
Z+8)*U|J5UC7AUSM58?.K4SU,C56M%&YY)(D*2L_!U!">CA"2TTBH:9;+M5VN-
P*!61M|H|M993GJEZX4=&T&Y6G64=;V|H4M2AL"|.XQZKM;:E3S#6VC4 M
3+7/=ZB,\$Q)Y|&4.AC0TUH92TC +;:2!QE<:GU8|CBJ0VHW.(=!6@D-JW+X;1|9*" QJX,%
|5YE9|T|6E%!4=DZ)6;DFF::|H M@::)4@LX&1-&D400?"3IH (|DWDP|P|03_03|DJH_--?
9|.J|T,<)>022SY-B MH7U+10|.D9Y)Q\$)^B2U6CCMC:UL)GMG;SL"CCW#95H|H V*.P3-
1W|"0Z%TL MY%9|:R(DOKS)Q>GB6M^9&%2@9S(/9OX!8JE=
|A6>6*VC0(U@L:EU.5L,.)'>
MQ|H%G_ F4M1AWP5V\XDQL8&Q&E9&|,%|QVQD7F+!2\$+1>^(U *B,@*PU)FY
M*)J)7K3M"-8#|3+^>IAR@S&*SAJPEX7GM_5E2K29\$+\$+MN@=-2|BG\$CLJO>K@%"TD/
M-9O R1V6A7R3TCKW/) HSZP>G CSN|Z3*S;+^E53'?SLDK!DI Z +E1=2ID
MK39GA0,C+UMQ*Z((Z4!8_:@SYP>V/@C#@>CK>T*!-=T;N(:BK:R#|LA_HY|
M9LDE|U*X|YMV,|A+EF=6#*\$V#*\$Z<6/B77S8@9?BN&*0DUC2*DZ!8C2)F!;2<^5-MU

RJK|O (/8=1A.WY|*|L-|GOO\$;N.O.;@,^.\$V"3P%C-\$KHI&|H"X;F/6
M=GK|D1)J)'ML/(L;:E3C|0GVLW)?Q.6UB(T'&|HX-9C'?M)WJCR>=UCSZXZ
M4ZYM|7%SY%6|2ODE ^00\$;-|K:6/'8R2VB5+,7SS\$08|X XY+G|HHR|J-1W#
M3.^9H1LNUCUTQA:91|9>0%;9@ "H45CDO\$Q1E6%8L8#&M ^;#9^J.-=<'0|1M
MC#IPS?55/>|:8C>C;!*:8GK)A*OI@ NQ@)"966B|BK|UN3KBNT|KQ#:B@\$=-MNN|V-
M_2JH5#P0|5@M16WW*1\$EU/XHU-UWK,3\$7
MKN^|L"05K59WKXLHPCA@LMYGTBF!CR)"3M)J9YW0ZL|5C UG>G< ^2D\$?U5
MVKJS_VTPUT-Q'H>SWG008.E|>-8-M+|)?CU4-N2;>@G+%2Q")%HN7*WH(D@0
MO+&T5"5T@1>)H=OY^U@6W.!Q#F_335VG 050^|:GQ+G|JGC"(NJHDC!8
MS0UX|H0P7"5E.YGL|J>.W-FUKWYG+933T--: 7FY^M|5DQ,=*8JH=W=RKBY?
M(7%T|)!LDISB' (\$12;Y") G5\$XL'M&|?8 |Y\$7W(BB479O M|?
D4:/R*88%U(@1.OE0_H?)HB8CSN=X8_ LA1%|97"U*:82MO9PBA\$89T8C
MWP7B|4==./@Z<"%HP0)G8J5|4|39%:*IY134V6|3&5|+HV;G MAN+,W45B"
(L<6/9M^0%&K#J.A2#=&NkW|NOE<-(UOWTQ>#8(E(9|W>"X!.5H
M|74N(VVQ2GC%K\$&CALG5|0.^KZ|^\$\$.MS^2-:D!O*5.0FP6X:H34P9NC Z9P
MMQ3@=|_@:8S>_SNW<^_SZ9O_ICB_\$U*YY|GF*|&B5/+4*68%:EPTQD"*I.
M)P_2"AYC;JK;&/:CO@_#MV#06;-E=WZ;(E0K8.46&#<,0XDCP'ER)N.=2R1 M"HX%-
(:B|VZG3.L RD:OZ^:&|H|B_GRY#?;\$2+3JRI9ED|O|B\$H5)JM43!*HP\$1#=-PV0-
0|0711QYR"9JGU M-=&.T)|8*6|OZPS0W;.#S,OWI@00|GDx|H#3J>H&P,PZ
MG:VJ|Y;GH\$3|2CM:1@-GG@E?G&G=.6|/A-K^='2/?-K&/(.9CH|HY5|SD|?
M83C|>5\$O/M|%>KD?2V.M.>,|N"NLWJP-
X%%)0!:#6;+LX)ZP9TWF2=&_WLNf54DA^H?|. @|=,*X.9V>;7-AY&
M=+R;:6:'YCF5:S*3=_AZFL|7RSE|LP&IR\%&19YA<9+X;."-R|5"XO.RL2-
M"=WF+VWUV&.CO<"*,U|X,%N5|J2|JDT,CAE-5+2Z28.@C*;0WWH+@25KLS1> M8+>
|V(|ZTC)T%3%K4|?;YT'OYWAH,XDW&EMNX%7GA-3(M"VC :?-\$A9J%B
ML1VOY7=_Z%%R8BBE#W!&>Z\$-O#A\$@,<^#L(Z.-4-99(#N_VL4|??.Z?
0|UZJEE;G|8QSB7-<+|BF7| M\$V=1>9\$X1\$82*!E@/;*,8HSQU/ 7GKADJ-
H(|OK&N*>_#M@/\$3VO\$>@N M*?87Q!;N"Z2<^ 8R5<36D(TVD**T2L?@E:A=?

WX3D"?%/T:VVV!!4&O1&D^F>J14\$^*1#WL,4XBXQ_3
M<-4@L:JIOIB358/PS7SRD7YIU285L791F./9Y/RL*FUV/EV>U&\$;B7L/84
MBIM<1UI:R#EPBQ%Y*2/LHCOC?U(T',?*J0A7W>M>>V*Q,E9.%%QZNO4U9^N
M#D&B&(<183!"NAP,CISDX6FZ'>@GOZG&9CQYS=!*309?,&(.8M%(*@.%IR'7)NWLH
MQC6<8LD>5*K+?"2?Q&4+Q25>D,M2;.OZ_>^X'G<;MSNQ:CIN-18ZK'E>9\$D5R&91/
IOS_5SM_I;1V*2+2&A'<"R/KQYW*T8-4H^I MC64/MHBQBQ#/I;C#5#-N1:!!JAEWL?
I!4CFAKKV'-%AA:DLA1VM#29S6!JV2 M-REGT_I2_ %3>)1ZW/TS>!NCCU>/BXD9K
<+AB=5NULA>!TS9*FMR-YGAOW; MZ1U;/>Y6INI6CIN-LD>JOV56."S<
"N>\$213R#E)\$NB'S+HH=436U?I/QF^B MYL'K<27GFL=(@VB?
VIU./N0H;^FA^G^EIQ\U9AV!Y!K1UG+NK98 J M5GE+|#REF|*W9?^HZG%W-
GM_)8I5CRL%"6+JP5DTM<&P0XC,)@A<,M3)*=E|MJ-DQU>/NPI:FIAB|E=;&T3F#+3--
<,D-03R5T%J28JH+%;=5H5CJ4'H MI=HJUN.BS4DK)|^E2&)&VK.BW=?9:C|L% MZ',I;C-
3IUP_N8N=IEJ/ZU\$!ZW\$+=Z%. '6*!T\|. %?GF(B%8KEP,,4BC6A=V'T<|HE8F|E&/NX5I
MOJ_'5=93Z)X5B%Q+O)+@X*-WP&6JHP22E9DW9|_W6H_ ;CS'-I+#+?>EQ=FW-Q MIVCI-
9&4X"/Q.:Q&B42N!;?ATZAU='4X^Y"BX\$5OX=Z7&V38AP3R\$(1@_+"
M0JR=N9OPUK%ZW|/CU)WONQZW!QF:JGB?I;C:&!3(>10&T7|PB#Z8,!HX|T1
M66;=K37RD=3C|LR)H92^IWK|?7. 'DI=G4Y=W.|^_SLH;_X(|SSB1(JR<*&%^;Q"7I
M(%IRJK,/DG04@LVM2|DI@SOL8HL^5XV'L<|X5;-
;5H6DP+'DVH701|BR^QC,9Y;M9K\$!*F@HKB8>/_+I>*|G_|MC-,%YA/+!4_15!U(7_I
\$4|+\$CAM5+&^";W DYO/CV,Z%BIT|_.@|5_??9L M1_06C@?
(@M2B5)WTPE(&YHWQ+&;;Q\$?(B/7QP+;7&FTB+|I?=S|3XC+V_|M0YR<3I9?
WO)7L8XQJ#HAB-UVD8J!A%@V3B;&5A1F!;KO5A_58 CS<0&LY. M WB?
CX,I"EG.0@:1EV!7@=XZ!DHH@J6_\$.R2%)G,G"NYWI/OJH8Z3! \$IN MG>+9B.
I: #XTN,!\$M R%J)W2;/ 2N-00CM<|!1-VQS>;CCWIZ%-A)R0,X^X_K
MX;93M'(IWR\$!7X33D^2=5(7V5N(I;#%\$7MK!TD5C-.% '%Y66I_1|H!|C!P; MVXH#Q!\$=-
DI-<9+*L0"+6&0Z=(UHH|NXX_/66^DRN9W)VZ;/|H0.%J"M=D@
ML5BZ6E*9"AR^4!:XU,RZ+256|IYW\U?6YEBO64;Z+'Y':I'P-VX>-8'ZFM MYU&3^(K3
F^PMD)+1O-LL|ZFB;"=Z?W8?2=I#KV&W|MW!\$1:1\$+I(85R\$A| M6
@L0\$8A198B2MZQ1KWC\$X_;"#OIM?7%J,V>%\$K!/!=9)/(\$":6|A<@T!PR: M^RB-E-
AM5.P!^+##FK>/YAKZH-VVF5!7DY 9.&)=G8LBP968@+LD6+\$.P|9F M?6B|'K;39/J\$^?
P4+W|V?Y^'ZLJ^GN;)2D5#I)?L| ANDIN+^D>>DEFI-Q) MJ: P3<2GB
N"U;'.W.&!2U9"+5R4.RUA.'4CBZ M*//X6CC87I+;<&;77I+;6.10>DFNR_VP@.PR0*MN\$|?
+Z;1=T U7_/HQL M/R6_ |2S9D2(I\$# ^64J)|:IV(G|5T1_%>O(+ "2|MR%%*2;2, M=U|Z-
HV4.L#|H0>?L9;I_49RD3*OFF\$I9IVI&ZWTY'BE5&A|I"C5).%9
MX,50.-38T.MP')7)>RMZ@?'I_7E<+;TA_E5\$|0Z.5<\$9,"LB*!L\$1!-+I|I
M5('G1\$QM72QP#|1QF;V7B@>X6?W3|P#PNR_GD)1HCK&#*:^"%U3,?EH%V+ DE
M28|2(^.M<&_17!4UNZAW'\$F!.W0EIE%FU"(.I5#4J+1\$(P#BB#T(X7I77K
M@/)S!SH\$WF.;IEQ:COVZ/_618CGF0/#=&S?BD"#=&S?Q?H'.W. ^R8"@6T
MLS79OPT)DQ6D(&51IA33W.T^8 J;G-@_PS>QNCCS1P06A9CM \$CG23/A7L(
M5A80,EAGB_*1W;E&_U1F#FOEKVXS!|91|D@S!VQ!'824(\$KR-3 ESS6; %Q\$
MKJ3V@I5NE^*!;^9_'^/W5?/(@,P>4,C))1M+\$VOA^O MY'%F#CA|F+A7H)EF-
8TAR3'BH<|"X"4;G/N=C|J&8.|&SV_DH>;^9|S*
M4!CX8@D)H@:B9@&9":BV2IKFJ9UCFCFP" T:V6/PF0-)"4902BT1H\$*TH+3
M,8+DGFGD(.=#,U#OWB_-%3GN=.:!<2+\$.;(Q14!RM
M,EYT\$';%A^12R8F/D*/Z#F<.C;.G;(:\$^DX9@YL9>+=9PYL8Y_Q9PX0'!<0R25DM9
UPA!0S9@G6"UKGLZUQ*9X%^%I(PDK&|;:R.X8S@=1))%^YRZC;^_4AF#NS,B:&40J>9
I\$)U%DY8\$76 MPV.6(19'GA&/C@L>'&.MCVR_|YD#?3R-UA898;,
&D5LZN|YLA81;^@(^O+K MF_GD(WU6-=O_@V'^^M)2&M+R1&OD+LH":+&VKM\$9
H6)8(.1BG&M;6K=FMH MF0Z|5U"? MB#8L,X@Q\$VR5=AOYGBE2"87YW/Y_3:_D(J#Z?
U;T^89%I:Q4 H M6=N=.T;K/0FC1::WUY=4FI>G-Q7@();=/?)K=_ (W)L>Y &/Z""+C%
(K3:YDV/;L95-SV_&@9)G MG)SL0|+I;CN?
WY*MBOJ@="RZDIDAZ30%Q2J(.H\H>PA96YV*%%RT3L,)*|S
MNW&H|EGHL>#TDV^W'KQJZP/O_DAZ), U:K>E4V&3R|J2"B%86%K'(99A;D M0
(IOQH'2H|'B'="/4;2?+A4YA641|4SBBI-8L2K'4&5)\$6_HL92@C.9&D|
M3WL,LK<7Z/G-.%#RC'-3:AZ MGI'59'&\$@LY'<3|S>%Q3WZ>GW0<|7|VF7W!>;,9!YR?
U8-I|P2)ITM>(JU M\$#N|;XX)"RPER8)!7IPX,;N@?Y,XKT3XCZOW8'DM\$X";1'1.
O96PK'=8DD MAD&PG-/&(J-2I?58L\$;0GWF|=T+I\$CG0M&+S*T#
MR8W@@M3.PYZ/(KL).NQ:2%^6"2Q942*NZ8D|A M2=;

TKC"C="C5"NUUZPYW=DS.SN3G3ZWK*UT*Z*W03\$+PGH/*TH-GHD-J
M&K7R9*0NA'F*((IOS-CYGUWHM-WE_ ^IEA*SBM88"4EZ7I/UD_,-,|<+00;35(1=*P-
4)6VM9.6 ^36M9)XBH#-XX\$LOS 3ZI4L/+ 'MAA8|JO/YV*/+6CX_E#6FQ_M,1,IZ"SE%|
P^G4Q6?B\FD7S1>CXD\$FZ<\$@Q<,*ZTN6Z%77B0L1;+ \$ZMCYHZ8YNK(G+P|/I
MWLRS82QT*.7UPJ%||DL7XJVZJPG(C/!V0A"K6:).0X1:Y&D+5*B\$LI8\$>H
M|P/;5|/4H4CQ^+| 2J(6"K-K/AQ^KT3:ODOJOGBTA6&&XTXK=,PKYR! MJRD5/
G\$!G8\$@6H8!T\$APRXRU9)GT,!%Q<|6%&GH->^|J'6P*,TM0FG)'-<,*Q"=|>J-/?K!U6
ME18V&6EG,@35K8&JLE;6:U|H12U^3PQ'E-^WEV'SA&C;|V!;>U.I/ ^|2@)":|T2RF
MU+K&>QV.(S_6Z:WZ?:FNY@N^=|%U4"-NL1|>>,IK_%'J%
#W6/L#9F@&EDT42M>?.DS)@D>.1930.;*EP4|/;MU*NYKW&'RF M,
P, SX|0!9I*L;4+=2A!U;(S.9 GN@'1^+Y#"|L|Z"KT4OHXIR;WDVZ/3J=W M"6F_5
*/G/V73)X&Z,WGQ3V|N??9|,W?
TQQ_B:E||^3: ^W_:/PF:F|X|B_FRY/?;\$>^N|EVUC|X*9&AO^9;CP*|-9.LWBJ^ M0E3O7B::
:/A%9\$!"ELEN(+6BN+K#0N C>&!#1*0ZR)-|J>9&.)T7|<)|.O_?@G9_ ;^2AZ@P|!_MS;
|PY_|^GRR_WJ*B|X7SN@*9D 3YP1DA)&| N&)*,%*39|PX|B'XRDQ|D|
M&E;4KUC|90D)YZL*DZN1U|I*D+,#+6IG8<\$X."\$9%)&L-|:0A+;3JG#WDY^2 MN?
NK=IP|+N3)2|NH*8LC',UHVX**(?DH)@8".8M1?&W M@<;I6K-A FH7H.,=UZ X'>3!'LOU-
O3V=>MAIG(/5#8"SY"IJ6H1|<;8U&7V| M99H|.(^L2.1!BQ%FI8U)J.T/2/?(IVW,,|3EB-
G9&2WNDW#Z#L/ISXME6-Y# M>NUZ.<93M.
<>>9*Z0@\$E'9X(7314@N6FU^8Z(SN(#RF%B:^>ZUB&/L,D%= _M-
9LNS@GK!G3>J6@X|J 7!VM%?YU'F0M8KFU-)QC+6|>>AC1|3*FF1V:IU6N MR?
QB2F%%/E\LY_3-!J0YI""S,A'5LS!G*(OOM MA/K@; **8-*M=H0!-/;)R*D&T.8&(/FJ>C)1EA-
8AW^VPJH&|V^S#RALCJ4|I M?EV=LL|*|V3"0;M|/?;H 7I;27=7CM|Q4A+I>
<(937Z5&=-I%+VA!%*KFH
MX,8X_S^HSEXY8&9&&_ "J|B2JU*^2A.1MBMPS1VM|8Y4<2V>O;=C4H|/7-A8Z
MX,Y>.IQJ+4&3KU%#&A82*=A7R74\$5Y0HAER?Z\$88 _'^451M;D6J0JHUMC'NP
M5|V|"/%M"#3(G?==K'^P5(XB).9(#L9"|>%;D':SC;!C+IFV-I6IC_PS>QNCC56W(H"BD3
I<+*27R!5X&S)HR|,O)GN' K'XZ#BK M-K;R5|>JC6V4/5+5!HGBDQ4*M/0\$"5.M)& (3J>0
PM,ZVX7|8ZK;J.A?NJ M>?"J#9<90U-OC4LI01D1@>351\$.I7 X|=CRJ>RI5&
|N0H;_FQZG;0,9T|AJ MY5BN+8HL1,8DQ=G!1,9IN6*/GH|=7|7&SJJ_?
R6/4|5!:+)B2#AH50)ES"D&;V&+QJ@_L4:XM58%%2I%1+S+PL'D0J3#0%BY&RTZIP+%4;
M.R|(O52|QZH-2W&R+,%#-K7/%<=5N147,BN M>>_2XZC;&
(E/6YAGOU4;3'#!ZN!H835%92X:"+63AI+<^61E=K+UC;7CJ-K8 MRL2|5VUL8Y_QJS;:
<8E".-)E97C;FM)?@ 6D)/9HY*A/7N^UZJ_?HQI9H?| M5FW(X+Q&ID"|Y"J?
+03A\$F!D&\$QPB;G0*;HZFJJ-76@QL.+W4+6!V2?G*>87
M#\$D+OK;R4^S:D.QS*6JE;0LKV8%Z!|!*I#(MB|)69-H)GU+5QLZ<&\$KI>ZK;8,P;=\$H
S|*3 T2ND/>\$V,AB30Z"21SF=MYW M6|71Q^H;9\$|JC961XNOR3&8WXS _MYF(?
I\$C& _/KWV1><3U=!W_GRTVQ. M%L&+'O;2H:)%D('4/(\$2)H-3+(*6(2D>;
(ZB|=G>#C"/_)QO;,-T'1|2|B7 M+V 7T
.=^T\$>#|G@8/3H1_|>MAR@+. =W<#KPH.V(8\$-L9#O9V@3D,R"9C*G
MS#D;WKI%|@ \$1|)&SP^ ^#?|N8<%3>_6.Q%O;5;1_.O&\$V0|9H0*%1X+4+H\$+4
MGC,M2O-I?CM""=^3&X\$(G:G7SHKC#&7Y?38-%Z5_O|^N"P5/5\$"OLJC=P!_%
M.3Q2&"/(28E&I92#5P1V^+S(6FP'\$2@,7&4VB)U:7P)>#_(>QM?3R|+@F|=D M|?;
<,"R")ZF@1\$<"^,PA.L*>>-92!MH7L-M154|@QTRHT0VUKS*9F|?C8K|6
M2>'9|%J9D='2F^&8AHB" ?6EZBS>!5N?M#^X&|^461F MTI*.6
JB=M.MS5M,@N)#L9;V?2;ZK&B///Z8F3224?8U9>R;<= OIOG|
|J7I"M6+P|*!%D"3Y*W3BNH2|#,%|\$/4QLW%/MMV8+QBT M!|J+L|E|. ?G?F%=_
%LN783%9S,JKV>EF64>3G_ "S|4MR'2Y>MDN*R=GI7|7 MOD=*7R@#|!%|I|HU&/5:
(7+|SZ7+Q^VQ) *<7Z^ -16^X;V7.)A8*>5V@#"#AP M!HY12\$JQ,*V*EC.E6Q_B=|76KI/*-
T|N^,-O6J6KI|K1A\$409"@I;D MZTH#)C@40A7/6.L+@3M""O'RB|LVMQ693AS'5>/%
<.#B,PGR('V#)5-KIW> MR+?#H5';BR?P9O8_3Q&JZ8.J,K MV 2\$S=8D4@'GA "N1\$3)I+
Q/A9L'6?#E:WLU:WARC;*JGA"K<%D?X/UM7;
MAK(0I\$@>BK<:=13(4L=YB?"&*T59S4I*X*5WH&OU3;VITYI3 M-DXP%E(GO_ ^I-
%S9A0S|-3|.PY60)0;!(R1G\$%0)DL!\$!MF5J%-DJ%FW|?^H M&JL_/KW5_(X#5?
(468|9P/2U%LD04MP6=86VC+R8KVPO-O_-J|N+*SV?LK M>:R&*XF8J\$-
"X""0"B2RNV|4++R,AN+Y|IAGQNN|&1C,WL,WG EH;/. \$T.=
MPUKBRAV\$S!&"59K|%, =5Z#:EY5@:KNR|(12|1X;K@2,A1,!2=9:1T)N*_FI M%*\$P(2B
=HJ'U+H?TW?3<&6OH|Z|K;77|BM=@#YW7VEFZIV|9>QB|HUV7PF> MQR*"@615O?

PO*+2J#;*BT+XP[PWB'L9Z'I9IZ3/YM(5Y/MM)14?AC:~-%3B MH)*EK5EQ7+
SU#8\$:1TV)M)Q=%_9RL2/=U_9QC/C=U|A443-E05:J_J5|P)|
MLN0L:A\$8BS(KT9X)WVOWE7Z;:6:'_79?85RFJ'@MXPf^SBS/\$&6)X#,ZABYI
MISKF78ZE~\HNM!A8\7OHOF(YA0N,(@:7ZF (-QQ\$9CU8730J)Z41764 J"5M>99K|
(@:(J00C(Y.9BVY-L8^D^|K.G!A*Z7OJ MOD+6I9V,^%QJ54GEM("'
A8,4/.I83+TM.4C,|JUV7^GC<;2VR #:=5VYNBU_, M%E(JAN@YZ&P=NQ|.=|K8|H-
HJZAW('.>6X@TLPC3IG!.&1Q|V_E;?SQRS 74YP%G3NU5=U|75\$>N-*58 MAB@(2V\$0I++
2-P8/-:MB|2N/W|4P|C'5FC53;^I5^4HDX=7E0%EDK2 E M|DH-RB G,H<(.3&1)
G(|YX|;TJ|W_K4(I%9TCXQ9+|.1|W*1|LYCC|2R?17:~FAF=67C\$D=\$
M&:V1"%+C:CR.A&:9%_.8=18NJ&*-4MS?RYD./Q&R|=-7PQ&2%X|8-VQMYKS)&
M'),.3\$\$.&\$!9XI*/|9%7*J4NWN0|8KC P|Y)INVTF7K6VJ_A/G9:9A>R>=8 M49;E
LGF>F\$.3\$SW"C0M^Z*4Z\$OI-A3LV|)|DOVT%C#JV=7%V_FTRS M;:Z-
1QH>+7EB7(1ZJ|GBJ8-D"DX%RVOL)P#|21&+V-DN|;W?+=+
M/5Z>B=|JC)VN|D|/Z1|= %2A9 E&"8B2NKXWZ;-(7G0 1R/.F/01)^&XYOPY/
M.Q)S#Z/=-2<.04^6:07!Y|O)3D%.>DP*C/&&MA%BHA|50.Q6@U!^L#%|F7M2X773:I^N-
M2LBUQS9/&8)D"8H2.EM9|ZL1KMGN GW|L^I1NAWMP|;C|H';QZW4NG/?W|&
M^0176KA41SC-DWI42)'LUOK_S.C;">9QVLCM|FJDAG(-#9V:|F0ZWFN).<(
M/5\$SKB|J90/:2*=M(G)MVZ_>^BMY9SR@J1G\$(JF=2(8#K'D6E%<=,|9!4RM
MBS>/I;7<-FQJU5IN&W;=<&NYM?4CSF9+6X2#Y'0 Q70AV4C XC(+S)B(O/6\MT2,M%-
R*)3L6"FYCK;W6=+D(|=V|>IO?M5@0:J/?M+M8_V_|-@AMGZIA16@LD M|5)U^Y-I
K<.F4F>QS1"*\$H%!ZE>_/_&;R-T"|>UE-=9|G"F 2S;4D<#UEH&.@);+D)*R M1G>
|f\$GM4/7QW7@'Z*WD +WQM|J"LI|O:.0B1AH76).PT8'B)1KCK(O8>JS?
M,35SW84AS>S1NGSE;?BZ\$GIV%DG@JOZ?:|*^FDOSFJ|>^*EY#GH#"|.L82
M"T2M&0A#O\$:AM<+0:9EX|J\$'?.EFESSP /IM??)XB>XG/ U?|^+2*EOC-0>K M2B17-
U)*V9^F'V8+ M;:-<+Z^T7|W| |W|WN%EUZ83GY+6EEX|SU'4I@XU'2D92*5+L-&
IPCOWS>OP MO".CT%":WNC,#'HUI.=2,"TO+C?>?@/:W_ =|Y\$D#7.+<1K9&-S;?65<6-|03
MQ7!-+BV4* R%P ;!FV(0^+.%N-J:%TKU!EO8DA
M6!NR;5WF!6NY2*A:2L+GZ7+0G%6DA)(\$RYFR|ZN2T M/I54XE;&>W@|
(8)=Y!!9A40K.5U;,"%*B#S1M(8QS.W8?;6ATFHE&
<7MH#\$R4#S7B<98KW\$K)01G+*;6/LRCH)Y< M>-
C63&/SZ"HEWP'B0(%=!WC|'=L:&W8;VO2PR@";51>H/"1"Q2S8U77|Q , \$
M;OUPQ218VC|OMC'&..XKK)<-.JUG^0*\$)8,7M/L&U#J;+*.W<9N/?*(|I-|2|7NISSV"/,"
|#\$2UM44"Z/D (YS&86^T|R|J#;9 (-VNM>T=@'ZW-&BF:EW M|D"PBYWVVM'"&JV-
"09*R*7V7<| H|VXK'7RF!;?: S<|H|18AP^;6.>UK|O MG0;@S-1&'VB|A-U+Q;4|=|M4P?
6/L|f\$|?1G7|H29A MI(O6D8@BU5C.6 O>280D?30^ZZ+N-K@Y|FX2.W-
@.,6/>14<|W_AY..G)>87 M7W >/F)UT%|/T|Q.LOR%|'H|\$#CA,0;-DZ/@S-5FI\$J"SR1*B-
(:XY)A68|U MI6|KY ?!P %NL^W!KL,V>%W-C'DYF|JG?|108?+=NNL_J.<=W |(&EVQK1'3
MZ|6-ZKJ W|!"%VZ"4R1ZBU#5E5"AB1EV !18S#SXST3J|L@%*W^7HVX^|B>Y
MM|:P8"D>1 Y*HH"8E-.)DV!TS+-.|4J|RS=J)=6|CX|F+05ZN'1,"Z7B64.0-
I&OE:656GB,K3>>^RCV=-KH0446P-=;%XJ
M%K(130GT71/AD>.+L7BPC9Z;'TO,OE"TI6CKZ978^?S_YAY?)GYAKHBC?3.:H
MG>MOG+&K|@L2@TS&0^&QCKYB\$9SW@DOJD47'F+7L;^Q%X+QXPV!IR-K?W6
MIR#7H#_|. ?M IL7.J"G^CU9:|Z@#DIZXIM G&P@|JV13DHIWR^GM#.&H2#.H M_IL0-
_3P%>KW^ 6G58;L-%P|AF/8\$VM>|VUY00:"#R*:\$S*470=,+DSAJ/@ MS3@6:%V&?
DWW%>S_%^>S|GPO/'&OK88EH|T:|7TEC(3H+7P\$=%0I<&XER("12)X3!;8\$+9;>T);*T'>
<3;XK M@F-@S"C;:S@)^SHK@+E"JV4"|6+7RS#|YXO|I?:/6+RO+^O/
MKYJ|H5*%D">O5S?N).W"224#CE,VAEDRJQNO9C^0XR-%
MRP,EYI4789JO2N!>AM.Z@,W*G7|! MFB(F|Y|/0)&CVSPX%HE\$N^_;QK>MVB;"Y&,JY
^D2.BB+>>>FT+E.2=|>A| M%*W7|(<1|6L.M.|3+U)F/FO:-
H.F=|AR4,9P<#5EIBU+KD|H7=+.(1==0| M-9<5:W7Z&P^%DG5N9|_D M|S9J'C/7V
774TT^;V6SKDG'710^:O*9Z|2C84">7*YM&!QX16%|H(5HYGW
M9=@K2H>7?|Z\$!|JOHN75.Z_|HFKV*GR>+./IA_GY8OGZZAB06V0I;W|&49IU-PVV?
E=_G|V7G_Z3_%=|>@>53*#FU2&| M+!55+N2AD)M")|+0BCGO'XTX'W|\$.9BUC?Y;)U?
OH:KW":|FMF9,21/'LE4% ME%0)G(H2B(CY!|3O1;|R9^7XP(NL3F3=5!" M0ZUG
66%A,A|1K@A#16")ZZC3%^Y\$"8.*6NFR875R';953_P:>=(26|J?-^Z8V_7LI33|N<7Y6)?|
_<^:B M,KHP%1PBT.,#N?B0%3*.:4HS\$E.M|ZGM@Z'\$=V+M9;U8/T80L6TU43A-ZH
M!FN_M@|I0CJN|;78(Q3HH>Y|^J|M15JHDC6V M=100,4GP:/>T<3BPC98'L/U|O)OM7
T>NFI_\$*0L'@U9BEM06>IZMI.H+=> M8DPIM-X0'@2TC_99_:UV-|O63.4#W #ZUA.Z?3?

I_)"071BPD<106>3K%? MF0CUFK85\$)VV8-!J*Y/0Q@Z:0WL(W?A,&3 ?.Y!1!J?/+R'AY
M848J|T- <=6 M- ,T7:Q, V E.)WD.I+R_V_OW9K;Ri5TP??Y+SD^1O+1-
BN|>XZ456NL5VJ M8YX4N"1LGD)-TEY; >OGP2IFR626A2!14KRB\VN;0^9'X,A-
YJ7ZYP=K0 MK3A9\$V<=>J!HU2>M1|'N 7*L^)&"W%O#49W3&!|E?/J)X;S7Z=E-
O|RX\$S0_M_3_2//ET\H:I99>CKCXL)REOW^|-7!6.V\$%Y.,K,%I"YC@("HHYU4G#K MT=
;@;2;|+GZN9?CHBY;UV)@#J4!O8[W+?#&2N5 M|'J;Y_%>9B,3SB%5#B-
4M0VHC4NK,CM@A"Y!*MTSMPQ%^_6B3^G%-)6^GTX MAW0?.8^9,C@\$UTO-(=U+9T-
S!Q|C|#\$)(1D3DL4\$,@E!O&<*(BOUD3X\$G50P
M|&Z/FB=&A/US2+OP8;\YMXYL//BL6T3242H&OO;+45(8B#,\$8,"H'-%\$S'H95
M9S^A1_*|%++7(-D^TNP0S=SX!N2M2I75\$-\$4-'5[B2803A&2R>WBM|-0'Q>
MC^2=;OZ#93W>*D05"-UE7POC0U|(7V,N,=I)=*2:V=!)8Y'7Z^*+KBB/;I
MH&*B5,H/FIY|HB1XS"MY!P|L(^717\E3=,IQ48#%VH4D,%I!6<@LYXR"<8RM
MNS<_C5?RO;2VUROY/B(|BMY*+R0XBZOLF.*U7 M\O:AIDZZ&)4UFQY;N
XH"GMMXR:~06|S9,YO\5SB_(X2Z7068^?~\$98E,*Z,\$^7*N9JT7"9XQ
USXG)U(SI36KUD'P&WW MKK<3Q#I4H;W*ME@+GG:FUR2:2K)/K7T|RH Y%;'YR/|H|
(WU|C<6N|: #S;6 MU:D|&%|V=:LO|C|\$Q%?"49R!|G5IM@>O.412K92G%YO|T-
;EYP%HZ MA2);KN.H V@/(CLO+1|ZHR-C%MO/\$+AJ@8'T=8:=4>.>+(E"<.;OU*>O|,
M'3;9|G2)NH|2.Q#T9F!G;;9|U0P^)W+B/ >;@R?S1!,|389E)W|HI
MX"8=Y'LKRS_GDV^0,E<&UE%ERP.4XJ.R/DGMADVD&O:|%|B/7MKHD"CPZ_0;+E8AHN!
MRUPFX\$J+6BN1(\$160!+=+X|^*=\$Z|G(?Q;/W\0X4?>9|>%9L(?(?UP=?KEY'F,1%;A&)G5
M+\$.:(+GN06>=\$#C8ZV|K(/,UZE|*D)R=WX, ^4NX2_5Z%6|+J M=7X6IHN;FY"3S6* YZ#
(DC%U.")#X"9H8UE XW1CY6^!1%'-Q|X|LQR^?=AU4 |?/KHZ ME1R^5?
U(-4&W<|A71J3QSDJ5,-! :UAG=ENR)&F-GA7)N3:MXW!;P3P)YWLO
Mj=^/RC100P_#^Q:>JW|Q Q!UAK|OHSF.Y|U(77=-JC:R'H<%H0C):9> 5HH;|?11/5M&-!
LAR>;6R;\$R/.LU M|SAC#F10LHZ>-. "#J1-+M74>\$ _>N=3G770Q/*|QUB.-WD/0|A4
O|7SX'.:X M^'6QN,|YAF7THL(+LK:/0HE..4"F!2SY88Q'9LW+-T,Y45RX|&ZZ'8WK&"|
MF4V_X7PY(;=T_ =MJV/XYGR021HC6""!12DU#V"9=.:TA!1:CH|R7:-/!HE M6\?
<|@+X(NG46&|;Z4U|H|=+!<*F"9OG=%JF8I/\$ M8F11K7-
W=N%YD10Z3"M;G=,/7OSC0R|FR^<?V|9^K.>\$|9 MAJHK_(L\$96*&9(B"T-
Q0RP(Q8+V&*443DML;LV/W8"J"1#%|S(0EC%/G^F.^W,^
M^S0/7U91M41>=4BID(A2KJ_)B59!#IX5OG!47AD_Z(6?/G.+*O2G&YKL1G#|
MUX<#|3MK+N>&YNMV5)=N_1!<^|PW/(H'QWAM.*FO|REP@+#+)(VC%DE%.'#
M0.>E-1!X(#>|J*"EE"7?H?|\$1X=CL&!~63<^MWAX|F'S_+/FH^R|= T9WR M_ =T45Z??
+;#GUS6T00<5;/)0C.(U*),@F"@@^"1)-DX|: AN?|GO_KVJIJ M-HJ<^Q2,K%_3M?
9|-5YMEJ#Q3ET&D/CN<0?3U2TV_%2G%(6-@(Z8D%X%5 C>H*E) M\8P
60;)"I6#|C:)UB&'\$TAI:*"<|8'&1TBV@VGPZE|AGJ|+7YSG5HC((.O: MC9;,%H@E."@V;?
!F^KWJ(U17<+&.:JU5|:Z|/D#5ULA1ZK.4=-EG!4%D#LBCPVC)4 RMLTTVP#C"!J CZ>N
MV7V@6Q<5W?| ^ M<|/|RW;^WI6K?1V|1?K832=#.M3,(D?KYDM*CY
K!TW|36J@*EVN&7%\$.I@ M"ITN3@&+W)88\$B^JM5UP_O9C/QT/EV;KH>;D-
'5E5;:75\E2B?/)GTC\$P, MA@J\$O+ _V7R;9)Q MFA?
O,>'D&^8SC;EXO^@&XC&!4I%,#^EKXVK/F Y9B^;#8G8".I4I6H\$,ZK-Z4|H|STKM^4_|BH
B()K%)(7UTL|/?&H#.9S8407N ==1 MDZ,A!'@DH|5P@=X*G8(\$,Q:#
M0B3YF,20K%_D0(>L Y?1^NQBUG?S7;?<*M|HBFSH|.0.|S1WP&;?|F83Z:?
M".QDEM=,/A/(K")@0T):SA_G0%1|"H#/>%195:-W%|&-539DDGV?=XUMF!
M<%UZIZ/564@!NM0D-V\3T==|R"9%X95!K|NWA'T U'/GQOZ2;QA26!|Q#P78
MML77KB|)=U_K_|#X6(LUYIA??|*FM:&9;|YICHZXNSE%()ADAO?&;DN*4: M<|,\$*
(1/Q6L,R0^|@<8!_)29=[*~04|>W>1<6U>&WC|T5_Q:S-/9'^93Y-Y)N|K|)"04_AIF?^/R
MLK!P#7(#^7^=_C;|!"|+|PN+SQOEMG+>S^17^ZTU#. ^3=_#V>UZGQ_.Z?KW
MS'#EA0-CZL#X8A3\$VK|&Q(+%*Z;|P/X?/5\$^9=*E@KO<|.VK/"M7<"X:S/
M4NN@V.HT_W5:_9)-|PU/6G5J;)=&|&" Z|DNTHTBT8UJ)NOXK01A;|J3V^M
M9A73O*+EJCK|?;VZ;W:)X"D|5BH?3:U*J0-+,EF1O##M2A:E-&_)W6FY90XFMGL/T8L?
97MF=|R:@|:~%>|V<("%)4EPSQ&YX/A4?'6
M7O.D|1|TU/\$^TNQ>_/MV=C&_589JM/4Y1P6Z&-F*>O)S!-)UZVQRWDHT85CC
MT0<^=/0\$A+V4L+L|P)MLX1087M#S*9EHC36\B\$+-Q|EH\$C=U#|'8&7+D*F MQ=-?
6|M3W%>W|S_S+#+1|H/0ZG,@_9M(7(UQ4"L%9(VJ/U#I6A\$B6;)TSPFS4 M&1L?
R*=6A75JMMKC%=3C/A'ZO20-?TLY-JKD&LOFHQ1\$?,8'3^90|H>0B* M|N,F/*|+
=MP#%7YY4W|_ =ZZ_ S;Q| MS'FL_ ^XBR>1(WSK_1L?1F-ET_2&^ZDJYFQLN MP4@+R)
(#Q9P'+SQ=3Y('Z:0.+MP9!+4M?V|P-|>W\$0|0S*R_6%M'ZC;"6B6P

M7". 1*EX1%8RHC>S%I1(!3Q)!T2U192)7"HU2/F#/_ED==!J(U[KZ!LD,L9
MXA9+'1!M59UF:&TD,R0%T\$3,@DDQS0;YHP!4^5Q_!*YTCZT*)K!X:-
/4'F/EMDQXOP/%:K^?U7P1HQ*-/6ZVYE&IT:/%^F,7M,YHOY7#OLIS__@Y3"!3W_ ^H
M@!P6Y!LEWY6KUZ1:W.R)&-M>Y @6F_ 2?)VK8R_ OY4!L"^B_NY-TZ62J=T
M/SRXT%OCV_Z)DT^?:A!/. ">5%29M8\$&! MK:V!E:V>)EF!\$3
VOY/F!MQN!/>5X!0P, ^! =VH:V8N2/69#7#7)7\$==!OF
M^DQ9!TS!.%N&!JO_ T^S3M*KT;J/%N!(Z\$Z2T(BV=1-PK
M.IAD@(#U;C=1!,>BS*%U8<!1%OMSWST9JC5!YCVLDO_!T^8!GM=IM!H.UX79
M9QQ32-QSNMH3W?32*G">EBIK1QOE""EN6';P;):?]+8X879L#9\$?J_ YYP!O0
M^P!_O4KTSPX;D-L)RK@5T?M+IVMI! #VWNP<[J3SD9/YHYFCH!D@>&TE""^!
ME#\$SR4!&(O!MK)+G(7EUZZ>SY\$RF6!R""3G6OE1TLOG)P!F%*45=)#8?;=*
M_ '\$+F;NQ=-^BY3!*/!7ZY!_3CA73*05G@=D@0_D2H,Z3!M8SS@MC^?6D!N? M1-
5+)P!L+'#91Q=/!4!@R)!I^%KCL5>"R%TW&J!1XC(Z?"G!1J:X);8E6 M5 ?
%*5H;+=%!3;00I<3HZV^ZAV_
*7E#BW+-79Q9IN%2DA1BW+7FK96>OP&)EVKV5A6B3Z=H+D MHP3%?
007'6'\$;*1D4??>FCP:=6RM-/O/J!8BV+4\$IC,A&!J!4!24\$KBP4 M%
!12Q=L2!VC!R=>R!*"691!;R!"/6X!6R^&BC2:@A>H=U@L,@O"03#*BB#ISG
M@85,3Z:6Y=&Z!R/4)Y6B<_V8^WYV?OYV-J_ TYF-"=\$82?Z8((\$*GL&'P\$%8
MHX/AF8=A13,GD8.S:84GZ+QTCG"?+H&>=!:H5Y%K'R)D(^LLM"0@D+< 243M
M<[!>*O!T=LH98&>!DN/EAVZ#!6>U-7S'_0CEHOK!(W"5I("!"!2!X_-'O!H.YC63!2HS
MM2A1'ZU <!)UJ7UXZ#%R2P#T7S&OR0(T^!C;9CO!GCAE_QS3B4H!Y=N.5! =G"
ML&@%-M2F#9+6&(3TP,AA"!9DYU-Y,@!-QMA DUQS^LFTS7!/_ W7?*TMAFDF
MSA!XK(N832N<6:%_!N!/_ ^SQ*>4?O& S/&6:STP07Q! %P_D: T?0_>JVMX M-V%
()9Q@+-*5YVH!(I<L6 \$Z!G2=68#WNWPN^TNV/_CA!V<@!-W?O4WT4=G M2@0>-%G
I@ZV+Z4 W>|H5&3&IX&7WGX?!HUT/8KF?!Q6.DK^V%G4M=W'G_-9
MODC+=/_+Q!35J!-G,@MN+#!"I(JCB0WTW=, C<|FCPV!;=\$K9!VQ,V!Z*WG6 M4-B-
FQM=XJGS+"!1+;Z'9#P,JF&OL:U QN!|=KB.[BN!D8!'U+YPWOL":2;
MU*H,>"TMZ)A"U(49Z0T*QM-Z_[M M9!JF:1+.;+!>Y,G NH5DNI! ^DF^?:HLX.NJB1
7%JB1R3K3PU@,|=!Y#&QH M)>T.&=2_ S^;+3^\$30@!3OR?
33U0!*/US"K1^C_Q%O6MGB"M=ZJ83L?6T>=)49BB5KZ1A=1UIJPN+!2T%!!?PH-
BM,6@\$YA4TPNL2!5'+P;,\$!\$V.A9,ZR*; M1! =, ^-<7!VZ34EB\$7<[K]<"V>,^ ^T014<))
(#!X- MD)7KZJ5G#8_!&6<:DVH7GF?GF;J:%W!4>FZ_#U,P_H5A!;9Q;ERV11??)+
M>.AE3B6'F@Y8;.D!^\$ ICCM&@=-+A\$RV?,"SK&F"=;J?%AL17, M,^5(6R5TF%?
V>CH!>|7. \H:VB!M+!4QG5*HD!=F&3!9;B> X'6A1>:9BC"" MUF4=, ^ !H4=
<!)XL,UHKXCY'S\$%P_VN=;%C?8Y=)P!|P'0Q)Q7@ZBIS
M*.*39./ (R,C0H=|!#&;D%M,S%>J<8R6;0J3#P@| ^4#MUD?I7!B!>O/M*%U:M
MJ_TQ^6@EG;/BK?,|KJ!|9P8TD^Y!M;M# MKXQ!*"U^C,B)GE*R6F"8+2M;:F60!Y)"-4%
(P;%! =N!G), ^5%0_?)X5O3HHS MSC61421_B0Z4PP11!
N*"4L&3U9MNY!|=@ \$2Z/"7D+?S'=B#5-U:X!J'#_7 M7)!OEV&Q>J?=3EU=26G+OPO3_!
!PW(5=OU*9B6B! =G!28#J&V3EH7CRO9FJU3K+BX+-BX*V7";GU*K8.1^^+!>!NN, ^
M=YG#R&6B!5D@Z4S7MK(&O\$!|)J"CIU) M?%W\$L:2UU1^T!@!NSHY50ATS(G)?
*V<*W2M*AP(! (P/NBM;!AFBP^>R!78". MU=VO'PWNUIJ'S*0!F*X:(@T U:FUWT9
QVGQUU!Q=|?D-)/Z:)3PCHY4 MYPPP0QZ\$T01+P,S)B4=+RZDYF!#(U+A@6: 8S-
A'V%W8,"MH_\$/7/XUG6,X MKS-
S;N*/5!&HJ_1*D9.MT4=9",QU!9WQBCPR@I.AR5/K'6EXKX8QR_B;: #: M!99+>
!UTR\$RYA?>7*G#,KW%*OUFNABV!RO_G8HWZ\$JVV7"L9:E, \4!LC2@7!
M15M3)9C/6NNH8C!6#4#XS#C46B=|3Z*=:&D!_#F?S;:7S3@7RW7^_U7^IT7! MR#<
8^OX&H\$?7S.!63((G84KW'9>E?T_!E-E_6 M4_O.61UY*#:: KAJPF#(KPU("XG<).
<*+YJW;E_6 O=/?K94;.NV8;<6!+!G M).!U_#0)! ^ ^O/LUQ9=/^ -@EQ(=|P'=IAK+;
(!O,9V'Q6)">% =M/O;KO_X8_OUJ MN9Q/XL7JT?GCL!PIU6<&1V9C\$:"MFCJQD*
(TEJH!;>DN<=>26U>M!/ +J4<^H M_@',138P3NXB!;FW+^:I,KH'_62!H4MHF_*
(HR0(=X!)Z7QN%!G") MT4H4>C0)/8NM*!D/Q?
S,23FJ2GO/(;2.#3!.Z0MF7B/U=2BDW6!;DL_!KFRS(*00/\$5ER8)0Y%+%1+ND MEM!1?
LEH1S2YTZZ_NKK4 "Q2RY7N'<9"P6#Y!H!*"YE4!8S>"X4 ML&@"
(VD:FUMW!#HX.2(O=1T--(BBR8@T"2EQ:/X\$JE:3(#DS80!BGD!2)F@F!-
D*)TH+R(D.0SH!/VL>8 M"S.!=3^OIYH4N9=J#TV*W\$ MQ!C%
(%W>"VLS^V!7!B)P2D%4@:F1ALK8-8R\$5@0@I64)> S>LP'P+U!&*0
M!WG83972XV(B@%M3A8*RCE"LA@:#4JM4(:! HC2:BZ)R:5!@L1W."V!*"T7T M-8*'Q-

3/C\$Y:D6%5ZR8Y>0&NU&XT\$31:54POF%7'O/LA\$)HESHJ:.O-U>2E
MXVV8S/AGK%_@/Q@6%_/5/?L>4_U2?O6EJO:~E56SS=KTX.H"GN#B/I_GL+S^
M"/I^JHC:3Z9?GH=%I,#'D#Z@SK@761DB35Z+KG^YAK:JXW0WMW@H7_POXR\MO-
OP;O8*)N:9-*R2+Q.'2X0:NL4QC+IK6;*~Z^B:+J_@R== "SCNY*QP)F
M40,XJN:YR5P3C6KQ.Q:#K'/(6K"-_,UA/-L:AL^,%4?1^*H/UZM_?W6_MV?
=VCOH@=/T?160Y-)PJ\BPCBHA*,<9^,AK6ZR@0V1&*JDZ)6@_K&,H:R)
M+JM8VTAO/4;W;+A4KP%>QA:&0.ST,C0_WG'>B9JK=AMU&NOE2!12401=F[AR
M6_LW,JO!8R;0""5Z%,GKUHI2T:CSP+O2*3!G'W6.Q)C%/15E\&61TV4H,S.=
MP!E4J66#V7LH045&?U31MGY?&H)K?(>ZN4('\$8@;70(WMW:-->=<!)SNDC
MG|_AM_P?+5OHF;>*6->DPDAMJJOLD"-AKN;\$X,>>M4LV'(?MI!C;77X5EA
MXSZXC_=ROPT!.Z)1M!7HT\1L1BJC%*5EZ"#K2_M+|XR;8+&6%H_8YT
MX;;3Z=!K7VTU)-2OTZ_7BP7*PGPJW&@JGCC"@/!/:.C_MFE#%#(4*811P;ODNH4+
H,Y#=.ID2*W4>9_+?2TG6Y!\$Y?0A\$:TBJQ%[8(!_MA1@A"DY;1"T'R!"_ML(4\#F%=M|B?
3@OC2"/T4(R_AJXO2OT\5R?K\$:_%?OV&R\HR+6C+F:+F:
M>!L)8/0I,L>%DIHN"YOAR+3D=V4#VL5'^I&+_MS?_IY"19\VRJ39"==LR7
-.7\$0CO/L2Y%D7C8^IAX!\P4R;BRE=KA'
M_JPHZK\$/^<56,XA?;/%S%/ODU6@WZO=@N/T=01CDK5S\$|DT03M"O"H"386
MR4+KLN1AR%XTVYJKKG77WZM-@*JGTPW%R&05,XL9@N6<7.20P-?,<KK['R3]>F=^?
S,[KU4#\W4QI>^S^?)3^(3OXOGD_MT_IVO8K=8Y0E*\$^>Q@HLN2#.1-2H-
+&.)T8&W2LH/OE%TB>_AIJV\$OM!?:W_M&8GL/_\$|OYW-ZPSS*X87%,76F;0%U",)
IH<:WOU\$&5\$6P(3P^ZBS3_I5*C_M@;1;CXJ_HN6U4-Y//GU>7E&3<:4RD_7-SV(=4%S
Y57%K+\$H>#36F4\$|V/F9_METJ'=K)O."C^APOPYJ'HE\FB%@Q60.MBQ-W;A(5C'MP?
Q3#S:;460E6,H<4N"3_ML!HDMD3(SM_&0F-*Z):XW7=S;(J#L>T?
B\$66))R=8!)EG111D?'DC<)F)%T_M?7)NN>Z6JH-
H#;7+AZ+UUN3.XY!AL,I8|SRN&=DH0076Y!!15!"(7CN-404
MBL>,,MJ7DD9R%'H,S",91TVG_C8_9"T_LTGV?*3?BR|^D?HIU39RRRCJP<9
M)@B.,UJ3)E?'U))_@VB8X#G@SVR2IT;4?93:.)MD9_C\$Y3H!@&X08S"RM%"
M2/3'@,EEPTK0(;WXT-5>ZAL>NMI'CWK!0XW1MZ\$|U2L,I%OW|.S|_YO!*_
M\WS&K7|317/^M.,|KJNJ3Z@*U?+|!!#;H42*C8ROP\$T:H_M\CMX(4|Z|!0@W(
JPG'9,E(!ZY!%;5G3|77\!R|/(F:GK./@BO.@@@O@34TL_MXB\$|H/B/HMNUT'XY|/?
#:3)GLX!!RSMJJ'[K]-T?I%KJ_=A/F4_MGBC"DO_M(TL:4
FR.*/A\$#FO:706'(OU3%@M*F:0C_DAK7%%=FOPV'(A/I?%J;&EPQS8/K:BT(IY(PMDQ36H
MXA,\$'Q!|!;><7>\$BG\H6&.!9=,NH^'\OPG0Y61*.VC.ZS.9?5I!"G*WHO(;U_M?IO?6|>-
D6B\$9K&.0\I9'1""9;K_|H^/L/T>3KY;SH2;F(B+IM_IX(&YCT'_MQ;T\$EU4\$YYBQW\$@N;?
FA9W6=-Hf#?@6S|>9L=2X\$Y_C)H<7&T=A,*1C'L;MK)8V1|8Z0Z|G>IY2M^9F^Z!'
^5|OK|H!-98;|^3I+Y"KA_RPHQ_OVU_M,%XJ|70+S?WPT?\$|_(/\$/FLALX:O#;F0?
4M|MCSY!Y3U:9HUWWC^Q9CU@?O4-Y^%Z6=PI4:QA8+CTH\$QQ
M\$*U%\$%D8%IAF.0_J6?F_\$C=^_.DI\W_9CM@OCM&ID#.NAJF3H98D!U=[V44T
M7/&BA.-FPF>.*+OJ=C!+576@4EMT|4&K.5GTN\VK8@2-
=))3^NCLG45MVYGU|@TN|>ZAN>|+N/|ND-MXW*E:;)B5?;@!|_M\$E.97
3R#@)Y!2""\$UH5Q5GS807-2'X:;+/F"NN0RG\$?U>6N&8*KD^VU#=-Q
M|*@6>GN0"@<(O8-)M!6?LR;J3\$=IEL*"AP.31:I#FS&_"8O;/|G_|J|";TRRN:|5U1\$-
*H(99Z,3+)M/(A_MAJ0Z2C_?MI%,*4?K_8O"MVTQLP_+3.)EU4%J'-+M-
N"YWTQ!DG0R4|:B.8Z*TT=X_2AP@_M^@Y7U_Z\$62;5=-V442=0,6DZ#16=M|\$ZNHU-D-
AZCM;8I'C_5!F;\$_M(?_0N_MO)E-%\LP7?XYQZ_A^ZH)5%A>O;8\$+-IF|<")U6M+5!
E8952!.%DO2(?)?\$<MP(Y=^,8W65KH|0&Z-%/*"&:+E7EU"V'AK%8JD9G/'9GY*I,H
EVU,3(5=50.M?>M^3@^C>K9D.5-'6EY<"R3\$|JS:!"PGUSKK,RM)UJW.IN!?
3)GTWMB;5MA_M5R0E4U-|1/L:"M'462+|/\$^FC\$(*M<1(S7\CHC2|>ZY18+.(5Z
MF.D^#H'8*:0|-Z1TOA:JW9=7X+O1R)0E9F0J8R_M%%5=.;!<-
^"@C\$/PH@T|6ES%Z!)1\$#)E_3_MN&R=D(>I%L1@!L(H'9,J6M6M8'PWM"-ZU:W4.H
VA^JD9^O_U|^O?_N?\$YS3_M1SY_7_5-6&T@%33CQB&P5>I')/(3"59|BQ:E>4K&FH|6T
YD/PVBQMH;J0W9_MXC|>JSS6_6!'M(ZV_CVZG=1,XT-.KJ;J&NL*W
I:T^V/G/9J<|BQ=DB6V_MGINQ\Y+(ACM-#3,GH?
>5'O#D/B\7JELTH.4,3(6#U#47P\$"*W@\$5R;;G2_MBG<+|+
P%|I/.EQ'=-O3KL7SR\$ZHMU=UE=XT8%V|/;#&:SJZLW8(=7:_W1U7
M|SUOS=;KDS%XKR(#6?."EZ&+3_MG8D26PK:=W_GZ+EJ1U+FK(AF&KJ0*VA09V2KK-
(>KJ2U@A2SU258"SI*K.EX
M'\$)*|,?;.%FDS,F|LQ2VD&/SS_)BB:2|W#Q;9_|I*0TF(M&O#D_O#;(BK_M(4@IG\$J1E=

(Z)7\KF*/SYXAI4VTTU/HU7M_1\MJ
M^H>:VM@<(^/ZB"L8<0\F+HXH2SOG34/=!ZCDR8!1V7)[DL*8F8(0D?F78D9
M8[<'G)BU%)"+)HYSUEN;<'G)W0>!^,.CMA!*<M8%
IYG0!)I-8H2:X)V8D:E"!&G"\$Q:X6BH&=,J=;5;,\RG-^&+H,C-/NH[2E%-M0H>LZV>\$_Z
(-U[4&2LD^AB]/R5>H\0DF,U0V_N31R8!)\L"9)TT76=IU#UVA#I0IXDKP!***H+BOX#Q=3
MRMPGPK^')GI'^_C8E+QD;?I'L/Y/Q;+FZX?5B8G@Y"@JL11.7(\$K<="=,C*M,5I
I@0QCS!X?_4F??CH:I8\$@)<_0YJH,D3PX54@.D2.#)(4,*3C+7.MTPV?V M0-
#-2VZCM*IG4I?H+A%_I\H6HGZ_XV*VL?_XIG-8ACEIY>MLOJPOPU=?Z#>3
M_+I'9D8_8UK;8.TMS_X_/_9 MQ5?:5I>+^%"/T+J&-^'K;JCRS\$!&"XQZX<&A28D&G;FFP
MC|3<,\$JT"<\$ZGJ%\$ "2+F #ZMYGYS#E&C!T-73 HQ!%*ZY2KMP#5ZW',,7NV(M:I51T
G&)V|=0*OK/VIBH@M.%0BYVEI,"HBT,O"OSLK+06*_G/3-D(X>JVQ&
M@4&M+!ZGB@Z6YI_U9B\$QWIS_!3!@:F:KN;9N#KJ&?BI M 5B/ZW5?
PBM/SBF=DG"*SFH5Z\C!")I/PUR;R*205M>+=KKX=N(X=D&O.G^;_*
M./(\Y)"0W7&L+I)L,2FJ2BJ/3V4;>GU(YI^>7G\$S_1YP.VCG ZE MFF_"?/ZICK;Z=)
I60M@.5WF5=0H!'(OD\#;AP#N)D+11/C*5>6X=3ID3XOA\ MZJ;NV7BZZG!\$7?
GOIH0N63/7! 6N!*F=J7/X"(CDI0IVH6R,-J C7FU#IIG
M2ZIN6NI%;JK\$0.Y&4%DXPE;"J"200B>1R"/!)ES9!"(DTL3KLGSPA.6R0%
M'+W=SA"P/IOMM-3X03U1'J.NH!?:\<9XE1(#IENE%:%\$N"PA6G^YHI+IY
M=\$^IWSER+W M:++>SCQ9&;K>3LA>!!0I)%\$U+U@C.. \K?4Q:NUV6A/D,5H8N=V.
M#TXY2^>F3,61V4<6912)D\$;'M6/D.9K60VMVP'EI!F,%GI8QAM>U:_;IVG
ML.OHGC:&B>9I_ =B/B+5CO)V M.Z:*NP0j%YI)?
3?,0%U@+15^'Z=^+L^2=)!5@=7&1;1K;#:=R:X@KMH;X@I.Z M?
3#R'HPC\$&E47=Z+0AZFB.;YQA7ABWFFNCZ'FMR)!*^=I0/.%^CTS)CT,Z!
M5X6VC=*J%4*&#W#M<:O^)Y_GCI/>PO)A/ MEM_ U*3&=?
\$X)J\$YV5\0=,PF\$D;JRF^T327;VP6XG/NV64K"M)J4^*(XNUWD."I\7WLT 7,>=HE1K3
M%1L*_*<_UEG9'0)+O^#7V6*RN8@C"EEIX18DEE);3-/EGHH'4Z+AF!S:YI" M7!
I+ #KH^!9^'UT(I:2YC-YI_ U>6>>5N<4I& L;DZD%* %_2+*DXI*Z,0 MNK5)?
@?"2R3((5KHX+ #I\XOI9#;_>76=_(LES@_H'YN
MVX\ZH+1M\$+I&56T"Y#3)0IZV)!4VWDL/@CKTW-CV@75>D^8E>Z<+6,/(2*-U
EUQ!DIF/&EG MDM*M&YKM!#16I5A;+MPJ%=K)_@U8(OYNQVA>@_ :KM
E'722:%SC03+3!6 MC!:@ "3@5C*F!8.HZ\ M69H^9R)H*T/4R!(O
M@YX83TSY6U+PQM;I/M)MK/_PI\$&=&9?OH;I\LL#)I19DZNL'8KIS@+,FDU
M!Z8,+Q&U27;0,-<'E+WAT^,Y%BTU,FLGSH89_Q4.N2N+29Z\$^:K/R;K24P4; ME)&
KCXQL:PA\.)K7W))%YD-CK=0IOTO/WG='BC,#N&C&Y_JU:~?K6>;%%,IX MG66NLP.ELZ?
ET1H=2T)C5#:4UIELFW+YNME;0I0(KN8KJD^!!4G8HV-B,Z M3G7&X1H@('B'N\$X^
279-B1)/(3%&U.943\$5Q2@4XJ% C-763+1.M8Q)@D> M**,8BP/I2+EUIM?
KL,#SCZ0I?'MQ?OHS\ TY_SKI/*2"AAK+5N"H'R-2^H(
MP7H%R18Z\B07FIOMRUY7SL_,WY,N(4B9EVDV"70&0W*)+I M
M\$&*1=7:MASQJH5&V?M: ^_/3X"NX;NGN,1#LHJN,\$Y^ ^F^'ZR^+L2,%_!,D'8
MK)0'I GRHV3P,G.:T4F.-RE\$%Q45C16^!\MP4WT+B'6YOP0@XJP?6/W'R MZ?/RJA7QF:X-
>\$H.D).AU?I0"PYXH,4;7121U#6YI:"7Y#LFV6^ZP
MC5"90XPZZEI!I@@#@A&BCPI06)5=)*8M1ZMM >IYT::7IKID&BI_>9I7P5R MIKC&;#
(Y4=\$P^J48JG(52XQ.U&LMC:WSD9I-)S(TM+#+=PGB.EC@'RRM-?&?R1. MSS&_GJ MM-
7"?9JX30;+ #L#,^B*+=Q!4X;I R97@P'%A)Q2I1A&6MBI_V!OG<:-172_ =I MY3M:-
LQ%Q4#I9^V0EIM)DA6E; &>T+Q\ (XMJH0> S.YT:N\KK;\$*-K%:V\ M9?
@HH,^-7OVUM8%CK6+)PZ_R MC:M0:&J.(X>027BJ2>.[\$A@SB3/3 FAM(X(-
_!W#@XOC8WW+J8SW MKO\#EX/H<^*R #+/: (MOLA("RU
+1"VCM1L#.VYT.!\$%+>!AZV" MZ8,-
AKLA%Y8)I30(,8K5PS&"HP6ID\IGET/,K'5;BP,A/Q="D.#&QAX>"3^ M1\ ?9Z_QGWA^?
BTJS&>1)3(8H@8AL<:#M84H5_7+4Y3>^AA:MQ9I&-5SXU% C M/6R@RL\$Q^8.0-
#DZ*M=Q&\$BGK5!288Y.Y+OSID>@SW.^*T?4 MUP::'1S'?
^!FWI@S@A%!"0L^6G)QHJ7C-&D\$K.,WDDPEQM8GU/XHGQN].NMI M I5ZQ_Z'I A"6G-
0N(-@. =.VT%F-/GF\^IC@#XWTO77UH:\$SD<_'^SK M._=,YI.<)>ES 8-8:LN9-\$.":EP&
I.E.RJN!+7V;8WLNA#L%U6V@XL&/#KM= MYDV;QT5C8XHD.!-
IYC:QQAU@N"9)/I9!EK.J&&. %W#.,I=72!EYU2EK?N3ON
MQ&)*C4N3/4HG\TI<I+N,!E@47#+N,X_CD,-O_SB67>(#C>0I+"N:"09+C#I
MWY\FW_X7IOR_7OTKS/_!^LRIZ?GW'S^I J1W:#W2Z_7/63\$KYAD_N2INJ/M
M@I)56I3/88IK.VOVY2M.%V%-TGF8?EH/?'GI_>;?_!F^U\I:P;K&I FJ:_SP/

MTS "% SEA\+;5BW#>D\M" LZ463V"?#8;UJW^&S5RR%*(.+|W_|U!+P04"
NA&=9RJO?MC-)E8 % '1C8FLM M,C R-# Y,S!?
9S\$N:G!G!+H'5%1+LS"ZD219<@X"@HF_| MUWIK?
0V|=W=U=7=5=75U5<|FCA/G@6/G=0UT 1(2\$D ? _.(("S17=8)AK@!@ M9
2>.:|0UA:0EI12\$#AI"8.I((+|3@\$' M564I:64I*0\$I>65I1: &3W 8 2')E,4EI:ZLDO#HE\$
'ARY/>L)*^>D/ZA M .3|,%&0D/ZBG.+OW)%X_|4=2?#?N3M"|F>|&T?
^C\$TU FL_|5 _C'|Z)X|0I M0:LX2D%:24%^E)*2DHKJ*#4M"QTM#0TM)Q,S PLO%S|?+Q
((PDI(PFQ\$^ 'J20G.4R_&!5@I2,G(+R*!4U#8A0>PSD MF)3T"!DI.3D9R"Q).-
@.D#&2,QV7TJ1@-G6D%/1AD;Z9E'M42*NRG=5L "TL
MX^1|BXJ:C9V#D^N\$B.C)4Z=EY>05%)64M<_IZ.KI&YR_=-GKJ MY@Z|YN7<-
|_|ZUC=W!_=@|X O4 M_) +?Z5 _R00CR=82,C)2,|H ODB-!|PB,9.3'I2B8-
\$TI'7V8!.:5O'F712LJM M;* <2DC%#LSKY#E"S"EZ1+D_>AR MTL+DG3=5&^6-
<#H'!%Q|L|B1@'+5LPZI4VHE*|23K0K(^EIE=+@8|"UD5>*=UF\$ \$T7*|. #V?
J=28>_ =*X@I7/*_ PBPCRB C=M"|3|6"=G#X2+'I3XQA#;#.5EX^L M^_ ;G9ZW)CD>\$??
37^BX"|.R(2W\$KK+R;7:@CJL/&L/4\$S3G9\4S&|9FG3< M4CB=NN|. ^G
@0M+**CBR2|Y>;&2Q/J' 2 MRGW7/J?8 HOIB>RG9:-5/=ROA6GBIT\G2|VG|XGL
H213&'|XG?YJAH_|D| MNW+/5\$8H|KSF<2O&U'GF9*!+8XY5E2E3:<36_K;U?FY
|SZ#.3 _%O/9|X! MT%X@04^6)"|L9Y:M!;W1AT*43;5F>/K(=DI*/9H_|@Q.EBPIU1=
<\$ (Q89(HJ MM@L_D193*J|NA&_C=81-%ZGHJ.>)IK7XX'
M@K|%^ ^R'LU):0BF40M>5"%K_.YWINX\$9>^=@L KE(I7E%5C&2V+ #L7=SI*_0 MUG-
6:-P=-/I>33Q;-LB|'K"1&OJ4KI1QY|;SXH|EFLP/^%"_N!ZLC>#J7W0 M4T.8|P|C*
|Z.%@>>V9 =5W#?KCK_5(DX;X|EV+0TRQO\$7;/21)<'WVKF: M+4=W)GFC"WJ1LN+""?
((L90(9?3S4#3#8(W_8SUC#.4&O61ZC&CLISY>YK>H
ME_4.21_%O6F<:7V6=_>GD51M%):WFW46-AEP1\$4.^G=|:;: (J5=ND@&
M8=)B6_0:V&:|_|AB6\$|G:ST)."7-A3FVO=WQ ;'KCZLI-
E^M2T4_5Y^CP2=.|^Y2|#:L.=#BIQ41:6"O9T)9MUIZAVE4| QYL%>&K
M94: ^2K!JY:2)VQ1O:0YJ9&@AK#YHEAX#3RI>O33*8+&ORN7;O*R&' ^;ML2+
M!DA5\$DWH-F...WX-9S4*JQNRBX>->%O(;G@= MK|JM?
81,PR_QDODV+ _OY4=6*#37IOITWO8D;DF>S9.*6O!7|*)=M7U\$SFB:| M?
E|W,Z*%EA7(3,UI4WS;FK9?8G:KL66UUC-Z-RD;N:N'^Q|H8WK|9|VH.?
%W92_AV,Q(W!F17K@J*GL|M9'1F_G&WBM^;|4>>:Z'&P@) MC|1H&PP%N#/1&1K7-
\$=Q^_ ;X4;|N"7&AH,P\$G-TS#;M?|T)3A-:G"V;T52C8 M50-
Y@M1*H&S(Y" ^NBK: ^J/+TN1#N0K606XL^K=O+(HU;>#Y^&H_/%XPM|
MPS@4&STN2W_EI<>|"9%2JA4+HD<'|P|4|@JFDM\$|42>L:
MFSV)HITS(>V|^ZRJZK'XZV@?(5+XHQ>OR3##+M^_7O/84' |H4Y^,NIQTR#
MP;/G@M8L24.WI#18#^=_ ,&KR.=,SL/H^|*:8\$-5Q7H63'(HIQ5L; !<&A8*W
MWBL|JO(LCTZ2QTEM'|=X#|C|5^_*B,N"2AJ&1@=N\$<P#S^ M5QE@YR&Q
4BY3^C|>1|XD&##(K!^XI8.+G?|D)@?|Q#" ^T.A| "OW^6# MM|:G|T&=X;#0)5CP
886S/^@SU|C0GTO.GI!+ ^M87?XSV<|.)KX(A.LEJ'^ MM|'3-6<03 N8 +X OOS!02 2P 4|
<"_ .#+M3>?|!_ #Z/EZ0_11&M4P#, MTQ|&/QP2K%, =8FL;61O^E(*?<
X1L7|PS/0WCHV|_6\$(N-^!5 _YO:.' V8" M9-+)|T_%S,W/Z*|67|CV706X_U^5"TZ>?
G|J%|W|_|4=+P|S_VI@'+|:V@M M9P^W7X+XY56:Z6E|S|*#;#.14# !1'@I(&8 _^U,
WJ^|A\$T_+|SWA:OBZ7 MS>' ^ND)FGO| WY*6IXO OX*;^7GZ|)-@CTUS/Z
J0.ASOX(WW.. _HY_M,+ \$ MS<3OMU8O;3X&!?)A^K4GZ0ZA M|N7H|H#.^<|ZZ??
#.M7OT4@.>XD>^S76|R#J<&|2|<.R/B#AZ@JV>()/BE^= M?D)R,S+_0*0/GS;@|S=\$|O
HA?D<\$S<8=G|_|7_9% ^/FC^W|JV*(NCO^1| MJ/Q-'|F7VU|?^3TL|YU4")_-\$|/SW1PX_*?
(L|H 4(MR+05F>< !@(-V MQ!> !0A_8;@HG1 #""|V %G?ZG? M CC8/|37.
:#B@|=.. "3#|(^B'Y)&X><)" .BJ)/^8A_RP#2PP
M@9GRL&)P|F|C4|KY(@*|_P&B0/C"W&|_K+#.I8-.QH_|^1*A_(A|_#EH,O-
P\$ _@_P3QK@Z_F/H^A0^/^\$&/FY?.XHG#T M|+_ LZ/8/&+TS%.P'#?
8W|_.;'3AMT\$|^AO|_#V0J=X1OB*8GS.VWI!A^J_ M&WP@73"P=PPXM(A4@5!?
W^!;O\$; \$|T&BV!_P/X<&^>_D/S\$<@ M:.. O..AD>2G32-C.:P=Wf|=UFD/20C|);
G8)8\$B_/H=&B=@ X#N^|_|@#; MPQL|VTCX CQ*T!_6-
<;AST(TX!MP':HT>/4AVEI:*B9:2AIF%D9:"E96#E M8&9F96;F8*0|3+|>_SJ1T-'0T-
'3':.GA9"3T_/_>PN.N;R_M#%/R3|UQ2(_D7"/R^HMB|G&YPX)9QL<-Y_.DLV4#XP;/_ "F|;
M_+ "%+ROQN;8M'GO5A/ME9U.U|W5UR_AAAM'TH:L_>|0E3&MSI3*3S6437|;
M:S&*G;M<4NKG;7M?)":+(T (4:1VX|J7TK/6U|H^#3N3JB'E,DGG.LYS= M&?
AKHSWT/<|HJ12<;?5(*KY)|L==NRCNT|JU;+I2X|= "WKQ_ =3;LC2EA%#9 MRK+

>8:4W*PI?&T_E C\$TUSKSKG8R"&6;-S\LJ&9"+0_URN=J\$.#?
8JGR.P1\$.AK1ME\$9W*!W8*Y"C MR-+WO1S(FLK64?B>9 ^;L07YM5=W8*
<2S_ZG8H'6U^,&6LAS+JLZQ5Z.#_T M]5X7Y>V\^*8TO-!OV]-6ERE1&1_Z1?#M M8JF6A;
J2&4*];I@H-F@=58RL#8QXO^<:-!F.^!2\$*!S8.T=(A&JNH?(F4,/I M] \$7Y-KM=\$)O6\KE(-
Y.*8N='Y_6JZK)(M:_H?JJW.;VT2+ M>| ^>PM0^_P?\$5CABE1^.;TH\$2-
?.V\$&PE@3E2"Q#+A8Q =| #3 2NSZU%!.6O MS^W3G5 (08JAK^VN7&G[TJ X|N^_
W&1:J0B.*A|#9\$^L182|= @>*Q6W\SO& MX0N_9EMWH81\$D?-(8C)-Y;J|
I#T@OBV/%E0VNNGVW2/FL^C:4D3MOC?2;D^D M/3R4WJILSWA2S<>R?&|N;UL-@I-
+V78K=C'_T/K5,..!FUKW'AS%M'O_PX7M1 M|=Z="=>YP)|F.VM:.^!JNX<#T^?
(M3R3J|^,V&V4>A7L,##;.9F*]5;>_X
MR^,>6;)|VOJA*#:5V"BJLWMV!MX?|]#V;."*R\$ZTSN7UL= YU7X\$C0B.?&RQK\$!
MNZRPQ5K5\$#VT6CN;9?MC%\$68-C"^O%F>8S\$UC'3ERT_\$#A(PP\$&LMW;ZULN
MH>%VA'CU4V3U|M+V|;<8N/6O)>XFF.GK9UYKV)?\CZ')A+@J95SQJ'HPAG M49|2|1-
MVX2.O4MC@43 =FA|'VDIYSRU1D@?F?@D2R\$&XTMJ9N\$T'V)B5/|B4Z\SHKM\$1AU8B
9LXS:\$3F9|^ (JBU:VFN^5;M1K*;) M"L|C|D"ZLN|;+<,4EUX/.5\$>7EO|E82W:Q!0
M|T^H|_67S5GFW.Y|,IL7CU48/^GUJ3LZY!EBZH*/|1)C9_%ZK3&ON=NS;3"
MRH\$PSV_(BME3&XMV&VV-&BD7NG=E0B3W:09@09#FL M\$)
|=TC|A_"WH>>&7!:.0H+&\$Q,2AHM67P9&<6&?+1_V&I'O"XU/KH3Z3H^&E
M@Q7,SJA!&6X"^0GU*.-1^ACD1>3E4068JY<#)U+69*42L'MG?2!YU5NIA'@"
M\$1B4TLI?AWY6H@ ^2|]#X,BU|TCBP#;MHVN^Q0\$* M"GZ\WP02>(-VWJIN>.:\$PCF?
SW:O.T|WIT=_*2 "3U="48^V1DO.*RWT2--&
MYQ5)|Q)O&F4>>!/B7W2V5G(5&UG%L2TTM(-"OK9'N^//O.0PI&O,2/KS_L*
MHR|:/5BU77<7I@_|NM_48PE98GQ&!"T4Z6|!E;V1A(<2)|XEZB.1NT>2)Y
M;9S+|WJR9TW|CYZ|QUNI0?M7/LO|8X;XAS:|1WU"?;EHRDS|H6X^=ZJ|>T+
MA7_1\$399OK1MN3;#87'5%ZBKCRDVQP MT6JW?-
NK9D(IQ%X(HK)R='C2BFO%LFG0|R%W_59\$'I8(V-GVKHYS!@TDI2;.: MC3DI-
G&|Y>)9FP|&G QZ#L<*_.Y)|1PH?#^Y=VZD#MK,86FV 6W|B_1P*8)
M+Z\$N>|X2B1K>#1VVWH:L5"C;2[ZFG^5?O4/_>*H#DC77|+VN_';R)4O^M O|U-Q<5?
JZ2OP|7|4^|2^_0K^O-W?U5\$);,XM30!G-6HAQ!&U-!RTYI?.\$ MU
&C")7U+>S&Y;3_UTI4=JW93S|<+|=R;BNY+|U.=JZE\FVOO@TXMI=#U^;
M@F8AE|Y:.*?HK=K9)!F;=9.*UV5K93WC/C@&7M3+Z49#PB42KK9!=E
M>:.\$'+J|);VRY\$9-F4(0*JC-7@E!ODP<)%1L74QLWGIWVH?7-3'GG_Y6 UP;E)?
\$;V|I?)|#_O|?V.XB2),R@?H@ M7V>H3B 4|B_TN|N+|Y^ ^WF >"#*L? |A"
PH&YW^OH^G"&N?PUJ|*TDK24K(RDE)@+U,E1
M3\$H*JB#F")62%H,J.4JL.CHZRKLX2OT>S0#NY^|(PCSU01!B#@,'\$E64D;.*
MV54!*B8GI^0D)JH*RVFZ_)5%).7=)*15I*2D|^CY=ZIT-'6D
MI;44Y!5USDGIZF@J26E*2VK+2RDJR\$DI*&A+R@@*N#@KNR)\O1S!;!8%Y.;I!
M):YY0|T\$! ?YBX0+4S='YNH')9>US.#>H'XBG?4Y;5U=3X9RFHK;"EHZDDJ2<
M@J2"O*..HJZDG+;K,I?>Q^&O\$8(%ZB:H,S?X0;VB: ^"%>8)_2G%H&8OE!' M?
^@Y,*L)'GSX(0:*24KJLI2\J2?I_S<'E2J/Z60#_#NU|_"?NY:2Y! ?7Y5
M?|8|80*JJ_LZ'RPD=0\$ _1P#H>#R_03"_L7RRT%EI9WDE13\$9&2EY,0DG62E
MQ!PEY63\$G%SE7&2AKN Z.DO_|A_D#H7_1PZE9)1E_G#X\$|T/X>H?Y.@+U70#
M5>1_PN6O?L|NCG W*&CA) 0E_E|R|3|3ZO^JW^LV_IVKE0E_K%VJA+>7U_ MHOS-
)AX:6XE?UO: T\$O|L?1@3>#_0/KW)/ ^>Y-^3_'N2?T_R|TG^/@8Z6OJ#|N\$GP
<|P5|@/^U1RJ/_W4<_|T/'|\$DK_|V MP|>_ /P'^_ \$GP/OXH\$G@7_G_Z|R13B2/L/M1%?
GP%0|=7JR <=IP81G*1^H MS9+ /KRL\$:A0:I7R(9)KV)^ MO('NY3PM|?|HEC#+.?)
I6V52%N&*8EH_N/DVS*;-/2I5=NO7O3ZM@'<&.& M@&SC|TB65K:UN:-X:_F4TG-
LYMR+J4H)RPQZVJL|P|TIV(79C#D-
E9+=UZ'"HH<.OQ*-.O1DAE"#HDI@M"&W81E|4'Z5U,;FK"R;T&XZ.^A6L,=K=
MH3&\$UDC%)TS/+ZEYAY|H7H'D-9|!N!%HYW%3\ZAH%/H"DM<*=Z|KEOV#1_\$N
M%ZELNV93QE;5|'9^D\$71FH,I|S7;)ZYX2VYW_SJFJ3TS*-(3K^SN\$DSA4:;
M/&CW*#\$H::L+DCXR_2"K;.D% I(^::0VT9IJN.GSH;F-_D^+P;G?LLN+K#
MIB#GF40&,L"M1%-5WO#61.K('BE MKEE)*Y>77D(Z&+KGN?I%_+NOS-
@|O0@"UWDQ&OP/B<1(C#_S3@:R:LNCU-H ME|^A: YP#ECB|7VK'?W)RVPDKSXT8Y
U\$' I22>|V4<>|<9R\$=DF@9.7P6KC M##!C|?;G!R
PL5#ST6:9"JNU43;C15XVG>:7MQ:5G.^4G.,,5"9_=?)B|^">4 M)
I@SFI%+A7@6YGG+|9|ROQ*+_T2T1\$T(S?H|A^7XI('1W=@GV>U|86G-NM9
M(^DN#N=O@)N/JZT76"5|K|<2=1;1(3J\$ZF53Y5W:|4KY M'2V;G<(EC-

SCEJWKA"TZT8>4#5!F/3)N-" MT;.,\YL)LDV;=^Q/#(7):
H%\$!V6R3;V^EY5C46I9I+4PCX:E2,7R,((.'#'*58 (VOA3OEO;W#F8J%M[Z4?>
(K;>7Q>5UCAQ;.,X2'IS)+D M=WLZYGB"l7IL+GBR&;.06M8/YJY+!
HT\$0.9Z"DC%S5X\$UE&?/A2A,^7=0K M^H1U\$<*,FB^
5%>TAZZ6JUIBIA;H(A@;UNUQ>GCGZICR\$"9\F9%X2^\$Z2 M3I^L,((H
RF^YD1\$E\J5R.X<#_0,1;#GZXF67HD+
VKA*!FHJ.QPZVD48UX%BWX+7RCZ,\$1)=_Z<|4"SMD=0ESKO)2_X11P..91-
^DW7=2_6YLZINOS ML,E%G>O!4.CY"E15?=PVB41-S9JS J19*P7G8?
+*"N,!#>NGGMTLC*)K'EA(WMM\$J6-<1 MEQ>X*\$SD0LZM!9-MSHYEN.2^0?0M#3*
;U0,JF^LFJD MMOT\$0 =W)GHR4? M5
Y%E+,\$9YCKZ);.=F>F0V1\$UPIL5\$;8DAURK;6^VJZ,")R<'")"#U5ACB*_M;+I"!*YQ
[<=A+86)R\$7#^)(Y+#2ELX@PQ?JT83M(WO80R=5!#MK_G\$QT*_M@Q(!,@;
<1#&,*RJAN""&CB2WL?JQ6f0I\$:"BSWK3F/PLG XP!Q=+!IG>94!#
M%AH(@S9S'4CZ,"6.WFV)&@1P?996NBLG1GDYTJS:C?>R(8TTDI2T3+>'6V>\$R%
8;YY1;7= MJ(3TPLGX(3NIOA?:Q!;=G%@B1&Y(##@HXYH(U%_VSN+83?
9\$"L\$JPWYK!??4 MF, /J'0:MCC;@1HCN5&9NJ)-'S#B0(V\$;IZM/'@;'&(I7C/UV1I;W445PZE:
MAXHT4JTIIV(O\$E06M7@*)(V\$05K+^S.)ITJN5+FJ6IB MK>L3IV*,A61XP%ZB!-
FNVPI\GF/9ZB=JCRE=0.!%;+ISV5+=?%&Z'GNC:I;;^T,F,H8A;CZ;^KZ^8I
<^@*A\DK;Z2)N"#:/E L MLUC&X.U!'4DGJ!\$!8'NB)H=%9K&HW^D>VTI9I*
MJ@CRIY7%|@:;E\$!=O">--VVVM2/%WL I%-L;B*E%2_1D+^CIEQ@FDGI9\$*_M'#/HL3!S*
fNO-6=1%;TV&@PO?W!;,*52,?CCI=>G.VXQ%#VA*GH:"YQ9X<=>=
MI.R\$U;10&J!G:@KDAN_9V44IBG\$=8S0N\$D09UG30L^PF O7#@P:8DO?<@>; M1;?#
OA<4,,Y;UHL.N@%/2U+TTT*,WL^3B+"K'XD:/9(>MAB9\GHIT6=A>
M%UL2Q7U!TV;:#6?U841OF=A/7E&0MIOPKBI6+SHJO'WRJK^7Y MV\MOE&HNVJ-
Y)0CMA"C4_M?=)O!%*|1^*ZLD|;3699L5K+;JX?_|@|+|\$
M^\$7_LOV\3V^;U+;5H>.3Q>Z!(I*8>7+F+WRXOY"/L_1(:EE'W\$BXM%#R;
MI<'H?"VP|>J^Y^-.1:Q_JZ 8QS9)%PRA^;;0DY08@/J<.5%5SPRIXWDXPM1
MJ3QDJ>Q^WA?7D=2WT%6258XP|^T4K4XG8-UI3R?.M>,K1&V;H7Y+OY)CUI
M+J'|_(/66H>%@AHBP+SOY1%2W>F46KYL+>2;H-^W#%6\$"KWG30-M3F'J<.8#-
^,LHYIK?3.CI9_"9H-B"Q/?YL7&5L>55VQ_M@35-Y7P-K-GHV+O M*/XB|M*3-
2YX2EGPDFZX_.!WDSFL;9!X?*-1/OZ9342.7P*LOTR:CXAAP4R M?
H5%!V8CCECC9:OE8C?@;-K?H3)A?OY,=\$\$Q;M8J^X%<JKN%.F2'F&PEW*8
MM\$.J0M!A#OA4B8DQ0KO-)B&ALF**X0X\$@IS/8,-S/K,_FC@|))
MZS_XAPG_-FVOM"H#'=XPYN(E#M M\$P&*5D+?W-'F)%\$A=CF\$Q@+XWKU=.;QMIB-
_XN&+|\$J@LO|4-*IM&O5S@A MEY'MJ9!OIR3XD1/FP\BM@;P!
(D!9BGQSMID4/\$4L+Q*!(=U*#?Z;D!>;ZUY| M.H2Y\$.,I!%X|
(WHS%F^=J^<'*|+%&%>C#-5\$E"1/3IX_-&| VXIF0TJ\YHV
MK;:58IT)=%^ (0&08Q!V!\$!W96,I'6^\$>>|S/2&C6?|C<6CV|(5=1YU!6W7U3
MW>I#3PW/K7.-;MUJ5:0\JV0'XT2>ZF0'3D'U#)7@H!-60'PD\$2N2\$Q@?D MUA+"8;
>SRL'>B"7,;)XY@ZL%GA>WB;PK?E!1ATCB-M=L;&|EK91MZ0W5)XF M\$R!|@=|,%?
8DGIN',04F;:S>|TO@L;=-!%+V<+P@GZ2:()_Q+1&5R/9-!6F%_M#36T/%NR-D|\$R!
;^YT2N"3^VH7/S |WSRA*%_#B<2A&?;,U7-09.>^'A
M.,KJ1*JGG^L%/-1%,7+X%Y/A)5=ZE|^>2X,5.*9|%8U/YT|\$%4-<@K,(M*7I
M^5O;:H.MQ\,8AU.=SIK9&5ZJ2YIV^VB*9;./7LI0-5;XI"?@W8CQ,/RD>V!
MZX7UJ0F?!HO+"*9ZW|_J M_\$X1WPFIJ@NR'87B!|W^4GN;)DQ.Y%B'/3?
ZLD(Y;|^U&#I1OH#*T|/N,2,8 M:PTIE6U54K#^?+_!|B@VG,KBK@<*=|:UF"=9|:I'
J^@8FK".7<+O;8MIHS\$ MXGA'@#.WE\$+0E/S.R70?BZL 8++1H4;
(UID8Q61I;K)L14'Y4|KR MBUNPAX|Z51\$!L2;TBTFVOWJ<'.L|BVT?LF:I!H3E&!|:EH>O?
0^..V-%&U9S0 ME'HSV?
6X4D@H<69:7UK26_^S/N0!\$@WE0_D@0#T|C40*+V6HL@^3:6R\|Y>;
MN9;D)%IOD%,?;?V1=->|8KYBOOZ5D<) J#<4U#?'LQ-%!+>5\$01@:U-#PW^Y;.
M>\$Z'/<,9G,G,%=S>?\$M!26_+64A- #LP?ZS!9'4;.,FY%(Q3^*M,+HE(I#@
M@#Y7;6XI/6I%6WQF1K M|7RQ@K6D^&L=_?CU&VFL8
M%\$UW"RCIK\$;5NXI^MTI|8,*SPI3_Q97J;X!E9/'S5DB(D"UM |T-J MW/
L_%BU1EPXYLO|=N(|@FKV6F!(Y#7LIJAYRO|AS7NPB^3|CK3"F2RY @UGRU"A=HR(#;:-
=)! M:-9*(8|OTN M+IM1<=E,+5|Z;3;|H69DB)=(%_0H%@|AC=3WCS)/T(%
;7|H4|85C8Q'18 M3VP51;:?) *>AOTDN*>|8J(|? QI4Y=>C,K23)PS.W/Z+?E,V93S?;|J186
MNF1'SNP:XXK!W5\$^V@KNQ,9LUOV"YVRCB+OVI|\$;SY,*8^J/4&W_X-UP>?F-

ML)E60=?5W1?E/#6+.G%XT_##;"*"+@0 4,B,)BU5KGG>:T>C#\$H\$@@|@1\$>
MX=F(.YGOGL<|?L^|><>ZL&S|6!;AF4?4WS|WIVM M-)*78C\$6IKTHIH_QZ%)
|=;P*.9J4P:C*606?590>G7L"&3^C<3D>3%UMFI<
M*EIK<;5R14^.4\$P+ZU&Y8E4)#UZV%,I6MD0AVQ/L6:J-Z2(&)E?2FTR25S0J
MZ37VT|W1MYO=H&|D%>+.4 M*SE:D98?
Q*98FIRW#|68+FI>;K6Y"^2S%^);1%OA1'A%&?U/_GC2QP^:D;@DGX\FE""G M2_E?
B.> L;L8=5\$34:?)9SF|YGRHS();WK|=%;^@(TW7F>>?DU M;H4.*8)B(E
2AG/0VHF3I@CQ!4S%*P?6294I:X|=EP39C6N|/7=B%_SHAL5J MK3JG&H'/946*+2+95?
1^D<*%L9/HP- MSM5#UCD7\$3B1"CR7\$>; L.|VG":*Z,UW%^X,R1DHU/+H8:);%9|
|>;014V%&"T6C/9=O:L|(U|W> MS_8;7I2AH'0*V?|.|KF|7Z#*L'<5E%,|BK55\$(PXR7/N-
@LMG|SA|_PL_R9M
MV6ESK1D>1ZHG*'GZ=90T"X&;&OSO*_#;2U@^7#08GP;77X17Q,FXC\$V.S";L
MA+Q1+^5|)GI=&6JM*5#I2*#J0_+Y9D_(46R|;K?1(.!|Y=|X&+F0_ZD2 M
6ZDV|K=#6Z>.S1/K=>"7GD|??(B6LFE5A|_VD;|JZK\$|^.*5WOC;KQCV*
("CW1ND%W^UM/(=KLP=G2>#L|M M>? 9'9 8|3VSEN&V.J/D&?
EJ0K,19ID%G#,7CHN"W/;B=U<& MFB4*^J^&5(G%RPN!M(*1 :?Y!!JD@_
(_=|PI_(CR%#|&&%HUF!MTV M;(FJ5V;DZDV;Z(1>+88 K4Y)I1
;8L1;5<7P#6@1_L76G:BMWJW|H5IO)2Q M|Q'.L')'^UDV\$|K|Y|J>|UO ^S?Q.7MP3W
X(X(X+GHEA|P8V?YX*|Y_03 MMH9XC ZFQW*ZBGD=K(96D;B?W8S!Y"
|E@&X(3Z<=SK>Q9X4_L5T70X?4Q M"3'S*)K|!'+|
|N+1A='OW1Z3|^&9P|2;Z:LHT;B<="Y9|HSUT 4%|C:MKI^.>79B|/2FZ_/;SCF*I|YIT0|K-
1GZ^'Z73 MIDW.%Q4":80RB!>292:8'2N+:RBWJIMZS|>TK7=T,N1?;(S|76>;=-!5&SB
MN|!V&S%>C7V)INQRW^)^V8'X_KV8O9B,F0H@45*E/5-%,|?#J_-9^*YDZ%MA7
M0|OA.:WW-#Q0M,>'MQ%WYFBV("Q7-\$2XA%IF.@/7-01/P|)P(U.SV;.(44 C5#L?
N.Q_7|M6SV8::AKE;FM,^MZ8LJ|M3SF%25 M!6@R|PT%|64U&J&(*&2G3|0I(I 7
'KR!#9FY+<3\$0|@9K!%SC|#PROSI(GW.OGS:_>?+YHU*Y
M""UD.^B%WFQ5!QWC|F");CYA|%Q\F-#|#/LKA4I8;=SXI-
35FE+4MM|F|GI/= 10JT275??V.* M%UJZ^G3'5UZT1!WM5X):"B5B+X8WCFV"(=\$.-
G@\$Y8(CUEPZ.-^7YQ6"Z' M!/?Z|EQSXPLW#|N|5^>9DNOE=
M0_OU17UPGKHOD17|-4<%&Y>!LT7_QB(NU:FLU* M3)@VE"VO8(W-ETILTVM9
_,Z3KGT%%FX.^FUV)-/CAQLCENW<8*Z.9H88=-J MW9+)|Z;|P,OENV0DQ9
M8G|8)JL+:K(!>H4)E|GLL)-6NCGQ0^;#FTK4Y2|=Z@G\$YRTWB3UI_(68Q:|7 M0.)+
|RQ;7|SUW&2'2"8!W(E|Z/QQKD5*N#|-W&|"/SQO"|#/7LSZO.3%SJ*
M\$S131<>EE|V/P9:\$L|NQQ-.ZB?KOD<<|Q!RL;UV/|*=|A%C=EZJ*.4M32S_M760-?
R1!&4|Q5L:7FF@|0I?|T09,-V/OIW/G;@B%CPD_!RZE9#|:1*F\$:6K+
MO;/X^",%&YSI#>NV|3M/C8&UEN<'M&(|\$+6=Q|>"9-ZB AYD/W%5C3/>!",
M/-40>F3P?G1U;D2T(EOZD |9=QG1VNVD"V.ORAD,H;?(JZ5*PKE*!&N0S"?
MA#Z3A_&C)|O'S""1N>WALO)8:0=M;(:K|YTD20*WS&W;C^/81|*UM5 M9O^K|
<:^HK:2:4"G0&&|WYJA"K/9S?>YY'8|JW!*&6K/XU/C@O8R;\$6KD>Z M(3)6?
<3Y&>^FJHKS B7V=@P|8|:(|2'##*-|"G 79W6N.HWL(^"K/4-5A;O
M=,@X|P|-6Y9'O,VF3&ES(*NOM;V#;R|JK>!7S":Y<0-H6'Q#^%=841@3PY/
M.=R|J#\$S0;+UH+&|W0IRN,U'Q1ZW2S;X/D)<,LVJ*DRH;>TRM>Y&2N+@.R8K.
MX**7)??2,D_ P2KZWH|9IZG2KN6KJO-Q>HD&|;K@|R(@|RV_#X'G9#^RR5<0@YYL#J
%77^;|ZX< M4>^VD,B|.XTUTNNP>?S1\$WO|S4W1VI>3-&7247'I&M8V" T<%|;
|DC|2EE\$X MZ1R+6C|L2,0P=8F73^|+.4:M?
Y|JN_&6Q1=F8Y97M4W=K00(7WTXQ3GIHX#G M*U@
#|6W&9U5.J5JNQG1+X|32%U%=FSB!G#8B.,% 8-J,V44DM'+C7BUU M3F8_3|S-
M^(I>J+|&G/D#2(|KS D&Z>5(HT65A4A#_ 'Y|JB<6S|^8B+.:&TTA,SY='RB(#
4T/12;.,OE>&#NYIO28.> E=VPNJ3|M4O(9| YV=_|V&.AFD//N M/ZR=BT(RBL&?
##@=(=)CI^D?NOK:Z1*_8,1T"IRH,|J=\$&'&?Z>8K% M/W|O94?L2Y?
O^>.YT6/E+PO#K/&N16V;5:Z-&|TXLZ_TU0DSR=5)%L;
M' O^>\$|+&%&JB;H1AC,A|UCCB5,#7=SH?O^/=O2>|VRH1N/XS|H)W+E|(@@
M7S54D"+;'Q&|V|H8 &BD60/.6LJIAL%8%QF9K6%AWG4DG5N=-XP|S MF|X&
|(|KIS|K1&0@VZOYT>;M_F/0>:SU,EP#HO?;,&6KU",ZMS:ZDD!SZ|M MQEDPS4Z=_69
OYEZHU4U72=|&>|EYM1);T_+D?/Q!/+|!N3|(SXR'#M& MW &7%O7|4U<#QJAO1>
|K43B2|2V#%Q(U=O)-S9Q*D(\$ MZG)TH+28_#!Y1.J!=ZY*|YS!8D.
<.49V2N|Y|DRP|H%* M_+B3+8SN24XV9/|UW(W=Z/P|W3!WW*/1*?|6|H|
6?:\$A0<\$K\$?3LP9_|0; MML)G5:XG|8X|CNA#H5WU-EB7-ME! 31;H_?'1CC_(-

F8P/^<52.J*T4Q2C MD*K;YKM";?J'#ZXX9F)/8H#@ENB8G|C"U\$%
(K>|_GQ@:W1T*S2J;J*|*#| MWD3YM861R|+Q43P *R.CAKD)H%:%BD'BP&#U#KB-
CB+;#5%NX;86K=6#6RT2
MBXCHKYL2XI^LO#:.YK7!;7L;,\$R7F8|VPF0B')4?!5\$I27R@.J3.5>;'04L
M94_!'@=9U.|YA14+66._I5P#EMYH^UJ4K+2?\$H7@-10%=FOCZ-END8XZJK
MP/@M9&?E3Q9FR(WTWUW/BY;:/COHC/?XP0^>8CC"M#TX|JU(9+N)ND#P7GL|MW?
7Y<9WG=Y_.R|K*(!\$PZLXQ0)*6S2!LS*Y-000"#5_*9EMD>ZY#G>H.8QX,MPN!H>;5
#R/MH1'ZZ+@B7UM.>?@J*)-<)\$UO)"@N;H7PMXL2G4%<(05Q&F
M\$L!+R#G@)1=..1|Z9UP5<5WU=;SR&>"#5.>='S?9VL.TD^).\$6A!;<|1,-M@1/46V>?
5|.RLWD+S7_05VJC?-5VMC:~YJG"4DSB!G.!RD+CDMS6)H|S#+A8M)#D3?HO88@1?
BFCCGPF)-'3)F1-R+\$T5#4-X_Z1S:RAAW_M_A6#FB|'5O'V=#RV-4?0?;\$)OX?
TQ|36UH,!237"62|QY4)QL+V2L*Y)Q^89_MV@.H<AW7?C6!-_C5?'#S|P7^(I-
3XN4A5?,3)>|B7LZQ^X<\$BA;G;T!M,4'.V|>XV;1,VGL6|Q)Y-
0)_OC7_R1T_VM0D/0@V@VWV^U_#Z%MB704>FT\$/8;G1.9RC|;@|URB>LJ0"83+R
MH"8?ZKOV&H8'>|'9|N+N!R,V6L!;EUF01?B6S_F/M;5^!T\$M(!WE1&)F-
M&.0G"V"X"~ZQ|/7OBT;*L|">CCFN-|R/8&S+R;-RCT"/3L#|H>|709|HGT,M/|@
J.@2!_U4|AV"XA7JVP&I(J?INE)" + M""^:O;)AMI9|1*C!M(GZS90S23?
<23\$T!+ICH,Q2|&K|<:WJ8>=Q2(Q\$YR3B MMC|J5GXR;/=B:#1.D_GI(_9'-!)E'0P2FV!;?8
M4@MK9|:ZC*.QX%Y|+|MZHD|_F.|V90IOSXI#_ ^9&(7B..N MT(4)FYL\$,MS0
MJU9Q='SG|H;L'..5UL=EUD(*C.E6DU2OZ*O@=|('QN(^|Z/=OC:BRM:2H9M
M|=*#CO<7GC_'G|P2KR;|;8S|S!SR=1;|B7^IG6#/Y M|.D5H0I:6I"i&|^J6XCRRRC"C0Q;6
:WI<,<,V=X*VQ.<#AYJKPS^N(:|R9NSLN*,Z-<2F2|CJZR;C.)I?
OCCYQUJ46OP|T"W8W|E|)9_M!1G-
"H6XPE=|RL%.Y|6&)^L>U1^_WC,=_R(9#A@8SJ,&E0>&20,P1O|=!;"
M\$YRS@+I1(R4^E74;E6|>,M'SGH515|BO=^%38BZV_TMZMS%.H"|FH1|G*'H/
MXI(3J9P;G5(4G&E+,Y5SS&/'/"RZA;/E0X+GP^YAVS5|'D.EU,77<&-3RSU5E?(T"V*%;|?
+O|*E^:RZ_M*JKJG:Q1N;YO|HQ|W^F|SB.3W)|D)#+MK+E\$B?I5*
|E;JD>A%J*6L@2PIE<
M3AQ;VKZ='#\$Q%;G482E=\$)/+1'N83\$94J).RS#;W:YO+^FHSY^MO.+^>'UZ_M?
7YZOS|O|^/Y>JWWM7_5A>LS'N;Y|.X5+ATNJA|H^\$.&5FZ<0N;.)%=:|/M.C^8,_#_CD^
'K|&B>,N_Z/_FJ'R7|3DJCF"H&;)D@ (BFO)9V8>3+SV?N|_M>8*WI-+E9\$?
_4.8|S=CM,TPE_08#|3IRV_@:XF&YGK(@L42CL5>4?E(1:03(
M&HSWB\$VRI3<4%9&B|R|_VAG8OD;KF',VQE((NB"|Z4#_M*;D)'6W|2,?Y"
M2';\$Y>#J:CZ9-M&|21'U>Y|/9OGZMCFB'30T"5TNM",|Q6|TP79CX.F33.*MQXLI;W9?
C#-ZF_ ^8.'|XAN4?6S=E0,PUD&*;)R_MQ|C+O3F|^%TU/9;=+#L0N.6H>=X:C+%
|07VQL.T!1T^I7&8%O"U &0.SULD0_MG:8@5E(5VE#4S^N*8DMW\$E_?
|9>_BY@RS=S148_3/I:6KD|SXX'2%.L0&J|_D4+R^CJ<,?489L,Z-_M?\$AO0??-
V1'F|*OL;K|D?J2^!RIYN<|<3?
JU'*R|P1.NU9J58J|3I&;L.N@"\$@/|@YD(2QGL="!1(.710#UWO9<=S&>FM9(79IY
M9=!\$(&Z2\$;K\$^YC2#&=F3WA>*V0NKX'BLMX-0|OWSS:45_)RJ^0XT%E49=WJ
MYB8Q?S(3U&|?A9+IXYK-QIOU/*HLZJLIT>JT@-M4O_MQ9LQT2X0Z%_3>86'9QQ*
|OG+3BD|MV65PF&5,'^QNTL_8\$"B#|N_"MI(2^*FD=-
:YZR2=Q>|++L4YC.'RIDS&1&K#.!NR88Y@3^>HQ;LAA3V1H+%;JR_M!S?
V0VGDM'3L8/5| (2""E|L.@6T*#.CE6&-?1L_#U99|A(V1H3-MAH0H(1/.9C!Q5:C\$)3D>+;
G<% 'O(2|BR2KM)03|M4(H;DJ,>&56KJ?_M=+,&V@%Q("._=(P@C+ (#RA!;B1(H;F)|A-
QB5%)OXX,#!H5L=>L%NQT;Q!_M-
4_L=HJ9C5'J9R/DGI#K*8HOB!UE08\$<,0>7H0."=1*S79%WG/0/(.5J|TME
M+>ZP40Q:5=34A+Y|!&UNX<7
M^E4ZM^Z|JRQRJFMW)F\$R5GEDM9*%D<,H'B@\$8)MAF-T71%Y-OU=6FT:_F=)\$L
M;M>5>O)_OA|
MS5C0M|V\$5CF\$%AN7&DN\$X|WV4S8CEM9Q9)VB'%G42Z<+4;|83BS2C_M;MMC"?
5Y93I#Z-+KEHFT9EM;|_EW;S&\$UT5B3O_MM+B_T7ZT,E_J=UC|2^XH|'DVWU!9Q#J8
_D?NQB|@TI6;-7|;#UDQ+)6%_M_\$-ISRHZ>J&37/OON_NL@#GSS34THRG4(SG4*|J;F
M:?!*#V#QL,HM?GB"<=GSG,U6#S//;_\$|_OM?_UW_VM=_5!+P04_"N
MA&=9F7XRK5E^_0_1J_X_%0_'1C8FLM,C_R-#_Y,S!?;&%B+GAM;-2|>7/D_M.) (O^/_|%-
@:FYD|Z&*!WCU',|D969/KF6EM"EE|OLK6PO#*7\$J1&I(AC(U_MGWX!DG%';
\$2.6.|70K)1+N_@/ =X0#|^~?_?UI#EYX5>=E|6|_ ^;|Z/P%>MT)+EQ<._?3U_@;~?_K?
_Z_M>_E|0_I^K+Y_NY(NGGC1@.N*XX8S|'UO_M'D'SR,'?R^K/_6#VSEN1%D|0?

CO[6O7Y?-KE3||-B#P K1|;/G7ZB\1HQFF M"88X%:BBQ!/@+2KT@(G\$"?3_Q(?*R#!)*
(QB%7DQ% M%&\$?=8/.|^+/OZC_(KCF0(I7U.T _^VGOZ9Y_LMOOWW\|NW7|Z2:_UI6#
|!% MGA?^MGSZI_|Q|WO/?PO;I_TLRWYK_HZM,X//2B'17_|/|_NJ./_G#O*%; M7%!:H,
|_4K>_ %12W+2HG^0+"U" 0LN'X/J5|/8.C _^KUF/_W|_P*@@Z,J MY_P+%T#|
|H\RD MVU^"J^80)GTONV|&:UV?^;S_5 M^=/SG"_|JUAQ<7C8>55MC.JXS!27?
JRX_(=CQ'X|@WU'_#;|O#I@KA7WLR|> MAS#|H(S=>VDA^/@,;Y YF^7N@WI?
L*F^W16H LUD?GV-7GT79X/D\$G|6:S ;+ M< 6+3 *GGHP::,"8MG1ZT|W!*O_>|
(+OSEIN#0UR|F|_R9|FBOH^8/P|^WKW MUU(NE85:_Z|+ZKFL6@-
>7Q;L|D&NFCFO|SA=5'DC?_J=/Q%>S>3.)@2E/A11
M*I|)8_@H<5CP#W7\WK;VN1QH%Z_B_.#?" M|NL=6',#-
MD!N&|@R1!87V_17E3+W| #U6|:13Z'|@|_V|J++BDYKNB)N>J?^(V6TBM|
M;N#6M(FJ?'(&45,Z^_ZZ"96L_P3*BO%*^NL'8%CI4D/)G|_/Q0NO&T5L:/JT MF?
QCPY_J&6>,Q:G@,/,2 E%(\$"0)|2"F\$<<>HB10, MM/2/ZXL|9L-
FOBT29M9D0A!8OPULO|V)P-BB.04HVI947|L.8*KG6ROH9:'7 M6D*.
\$28Q>/J2+.V:P1MFYFMI,#_@O/H;GB_XIOR3?-|;15PO*LYNBB^*7I47
M#U>XSNN014EJ7KU@,N.@Y?P";/(.6N;!--O<6
MYF;4B=9S"M|Z^LSL_%O.G+%W.2:TCMS/45B>0;GD&N_5VW\O6Q!&F5:|!>&M)|ML
M0=B9IQ6_0#(,H|!SXXG7|2?%=O@=F.J?E:LR_G|!:RX!VOVP1|+ 1RN"F/B MZVA5&
(7%25>%4'>715&I66W*GPLL,F3VY+W WY|Y4?;YI%7G|KBX9Y73^|X M:69^|'F>"|.#,@B"
B(40Q"/H!=AE'F(\$Y\$F)A;^%,&Q#V(5/4#*JBJ_23P-M3UQ/HJ5G.%UB8'KZT5\$&/>D+T
&BJ\$-%'BCZ|DR8KJ2.S-%)! M1U@6Q5\$|>|ZYAQX^W#I%T^1SWZ6L_>5?
+8>|*-2J3?!E_,YEHL.GK\KGW!>S*(X3D.2(NC"%\$%\$(6I'Q'(' MJ
@\$|PEF0NO.ZQB!D;V|-3GP1T?0)AU#Q_|Q^X<,0TMU%K"_^!S=EL8|?M
MF"R.7+6|X2=US8X)M^N*7W.3,18S^50+|S2/&'9>W|,#TF2<7A<93Y_U|
MS>FO#^7+;_*=[J.1/ZR_E?V1)OE(C@JP_#J./V!G?O|JORQE06^*.SSG|8WX
M5.*B_LR;6>*C,!#2&V=)\$\$K'DGJ0("^^"?ACA!&4115R8V.&CE\$8VR(JNNG&IM)545
#579,U,|G&0;,*8W*)XT&M#HB,?PS3"1*Y=2<*|. \$XXH;/-F+Z183H9
MI_A60.DM8DZ^\$3,CU\$K='Y*X5NZ2OJ6H4ZH76WKIT4S|\$"=YS.I"O=27%W
ME|S3+|@9N?|Z2^TVVENN=WE-RT71?)%*T@.:E1K=)ITF.;/8V&.BNDR_D@>@F#!3;
T\$|33<+2YFJGX*DA%B_7% M=:3Z&@0GM0'Z.P: X,W|:S")U|7G*_N-SY)>JL|!|?<./BI%
|OU=7X/?> M7\$FI_IQA/_&E60AAXLG_DAY0!#J\$(P0Q2\$+,X)"8F(F+'@8.^QH(8GRH)">
MJORQ|95CRORXQ:_M+9*9;#|6L^@C(R@F87IF+G8!6T=!O1ZH6YXB8(Q9Q=@
MR1_XH^40*!9|RZ-#&W0&0HZ,D@T'DUJLR#:-5OG#&49@)D7ZE"NI53?EE4C
MRGE>W0\$'I:?!XHP|ZA&"*(P|Z>,@%E*(T9ARBB)(AZ3R#/:S&G0'-E.=:0- M(Q@UD-
*S.H|E-LR?'MM1@11|T|\$?P8PSD=17TIT%OVA@^?0CV00(,7C4_MW;NOL+HNNWM|
(N5|!%H89"i5+Dj:I@@"F"21I2B_GTD%)D@A3H14TL3?RR/K< MTP(=,3V|WI?^|_
FFM4QF.JHICM')YD'6K4XVMT>:|&3SH";)YN"|"(-?B0 MO_#;B^:^V_E3<\$_Y-
|Y4Q|L'MCY5S_ ^LZM5,|R&,#G:9SY!(I\$KHY(9_)F MR&
<0QRRF82I2P6+MA"M+)D96M.C7P|/T#+3|GH9V&8'7!E&*)T%^+#"3@6C MZ?
K| (AUXQ1&0+_)DQZ%F_)US|R9OV ML\$%EL#>|F|);?D&|8MAL8Z4%M=
|_RAER5J:|H|Z1B7H!|OP-?OYX_98|@ (T+ M(W?|*Q.I'6VPM\$.NL,R_6%WBV7T|HD.Y;V<?
V5&,<>)1&1+F7H88BX-"X9 M)B%DF&?83Y@*;;=R*8W8&-^I#,,=U*LU-
W0K1X/R+,>RY6H:U|(.74OGQS67SFY5(Q_,SXWDL C M6V9)"WY^?Z-
I=O=%&K:D9TEC9AR7@C@|W3|/*<"AFGRG|ZXH6SM5^R--HD1' M!5C|Q?
\$'+|P@52R3+>A1OR=JX*AG%V^2)5ZZ_ZV58K09<\$VK^F_|'E7'FH| M.FSW3CVE'N8!AD&
(U(DU%C_-F?276!#>+/(.C|7NID;D<60=7;(*>E|W+MW; M|) #C)N\$T(SYA3I^%FO?
V\$F)F9);_@1H"|>1F:#= S#N|+O?DSN-Z?;X,G+BW MGT,|?T_26|QQ!9AD;5ZJ:"(5V?
EM::NXG|5Y.T>-FE5U)L*6LUJ|6:WZ66W* MC9(
|1N_.G(#QT5WT\$<>GHJB|M&CO0N5WG|!:MO M>77WB"O^CE/Y|7.VBZ)8)"Q*88
XA0BK/'H64XAQR_OSA!#W"RCZC31D5?, M%5T@L06UH@Q^S@OP|>|=^C?'S^?
LL=0|Q'2-D-D2UE\$'+7D5XMHS<\$D"Z#E M0?
ZVY)ETI: ^S,X2N31(3ISL.L90UD<0\$AK2-4FX\$\$Z89<=@7K/A9?BZJ_15\$W
M/KR>>5@:KX2F,\$J(BMA/?9BR#,\$0>RC(N!?:Z@:=|NF#!P,BV:|V14CB|Y FP M#::=(P6*
|_O.7+8 -J|O&R<#(8)K9M@T_65;|JPH"
|CDH*_5:>9T'@%*SZ||7WSCRYN5L!W!OOR;_|O6"1'SMT1 M(I/Z;|_."
|KIH)YZV|);_IV_#U>LO"GWD>S|C!(8H|R&*T@"FV_|@J\$@B3@) M,U|KGSA XT?
=|P|!HN\$(G2^LF3)VU3=+ \$72)G|DB,
&'LOY@MLY)0G=_R#TX|:F%=^L/RLI"+: ^<"\$S|,O="3EH1Q58B& M19!\$ \$88X|7V?

1H@+K)^3L3?R#9E@Y|YQFL?"PUK?MBWI1J=AF1JBAM5=,XE2#Z(0%(:W?
W>*B)E"MV"L:'=|CMJ":0J6CR=A,:17UA75U:7R
M27K3WBCKBKJWG:S|XIE|W|ZMHJOJ=719EB4,\XC#*TBB&B4P30-&4Q4UWC&M>
(8SLX(C0|1&50|U/R^P493*LGG:0;3TE-X9!F8*OR'^!F'PQRC%BK1D=-U7M|""MMVD0-
B3VT4Y?@R_9:?=M55+.6?U!LMJ&I-P|MVUPWW_G%D^27%D+5_246M9K>B#LF/3-%/
Z>G M|S[A,%/X)6F@OM,NC STU,&*O#N5UY;4D=J?IC>IZFN+OZO^B^;|=,&Y4H&@.(
2!:'XH)T|:6G|J>IFN M03+T-G?QN7Q0RGT""|3B%"F,8IAR3!*?
\$S/TN\$42|/SOACWP:=U0)P%NX(14)D\$8\$1 MEO^%I' S&<"
(DX33Y6R82R80?"*E!:@L4G'*B#&%2IZ5NX,2^2|HZ#E16;8@N4L,*;
MR^S(#A@0GM1\$F.R:STL1K|2RLKM3&,:%8'=@=.|OKHJ2 B6*C>A%&H2K?
MFT%"\$FEH4\$3",%"1KD;^C0'MD4U+SPG #7!OH&X"JN:)VSA0&9Z|G4)IA.+>M%H*
|.HSH#SMH9PY)'O'F&0R"V"=%DRE'J013'CL1|E/#\$Z2|A.K)%6744?^XHFC94UT!-
SW*X MQL+,9"RI@Y^7|'1&34K='H>'D720<\$:-LFF.\$C R >3Z-I #.
MRJ\$Y"|"NWTOMJFN;R71@)|HK|L|ORJ>/#|CG3ZR-D)M;E86'W|??\$|;1 M=
<^Y5(00JB)SQ55GK??DEK_|#GI@259&6CL%/+C-2)HS(
MG09/ZQ+/|ESC83%OP|X@)>R:6*@9Y# M5?@L+R|6_UQR?%^|Y!W&09X!DK.0@-
M>)@X7/,F/9#",|9|-Q3V+;P3?NY M79=/RKJV'V/|V_IRT3R6E4HZ_JK"&S?""V|EQUQ?
O2Z#(&ZKG/(O*N*.V'T M6>)Q' A(\$AI?*T/2M4B9_2+=,/E:'O:LE|+?F_L+;
(IVLXVH6XA2E.,F@4(GI M*&,(I@EG,"|Q@&A">>)I->|5I#>RX?YR|
|56E4E;BFWAP|;@X4!\$B00AJWI
M""8F<,U|3Y(M:6N6K5T|"^Z8H3'S!RE82(@C|,0HC"D,*6A!|, @Q%E"DQ
+HX"R|>"CNR0_P** M&OBCHV=X)K"#A=X>WEY",U-
H()OYX,5!&5S%5FP//FWXQ\$!|B(D#C|E6=JZ M,:Y^2:33A6DSRQAAV,MB&"2^@
@E#&9IH\$*E\$^%-\$-)@HRJ5F|-/|)"=<3 M'TMRAOJT X6>/MD+:*9/^K*9UWX^*
(*KLL|;@T|;L?F@8'O%F|_Y2Q|Z_UW M.E^H;K&7E%8+SI87H#=#5_B"?
EAN=W|N*WS_B0C5B^T^J_J*" _FKZ|8*0?;A MKRF>J|/_ "C61"G4!
22^T,\$<0A2F":>#CQDI0R1,|,|'+|=BK9Y67Q|M@ MOL'DZ-F+'P9R,--
S.&Y|Q3GH65|)%3UV-?<70/\$/&BD :)M'MB(TLH >B% M)T7|MU'3U=RC/5Z:FT-
>WSH|SCWL&FEU(O|UMBS(G|0|+UM:C=+!Z|J>P^? M^IY(!0Y@'k 4HBSC\$,?
\$AX10+_)EH3,Z!+6"5J\$=M5;J.3NSJ M|6NMJ*^"-2|HD|^T1TRS(\$AH&*0\$(B+D?
^\$@@!F/(AAC/A4!#:E(A%&)>VW2 M\$X3I4E4UKJTGL^ZBB%<,&%:^U|=4S|:-
@Y3AD;L\$J2VMM^0"D%?PLV(\$Y,4O M&QU%+T^C9EX|WQ@_5_7T|0E/6V/?
&)"|NOOF(XQM858G0FF(F,=2'WJ^JCM MLT8W.*"=W|IA, M;H?>Y@30'B|N^3H)'\$=-
B8WKXNG1=L4MZW)DH>RD+ZI>UF9H/# MKET.V.*Q+;|O&W|K-QMZ-
FY"C,T,W|H|NP:XRQ0KQ=|O)BWE0B^_|)K/Y|,0(3^*?7732!A 32N:-9K%*R!/4BLX(4
MSG@;V02NDK@)QY7:7;6'8ZKB2|GLNYTO/ZWF@&
MS\$S03@;|Q0KTEE&@.&UQWXC17#\$+,%FW+BS6|H"E!Q_!82?=4|PE3_|SMXP
MM=|)L/5-R0L'>_Y|%+HUE.|'J#VT4DJH_E-6JV.|'0N|U MV^6|A|A&X6+;HK/95\$|
92YNL)UW@7!WLL/B^|L\$\$/XHPG*)(E19AJ@L0
MB6.8^!&E!)AYFF|OP8XHR|\$FS*!S8\$!)B4BV89#GZD\$EC=>M#K>LD;0B\?
M8SMUQ.3(FZ*#5G8#;/_YT/GW|S)L=;O(Y^+|>^D^GOY#+K2_DYM 7TG^(
MK:@F!R\$ _X@=DL"UZ&GB09,B7GI?ORY^"4&ZMO8@E*GH\$&VVHCQ\$.V2>Z
MO/^JW8"UA=VDHZQ*5PAN&B-R%"6|K:P+V:V:!)7D+4V@B(Y0|/649*Y*)1TC M,VTUI!/"
|A4|.O6|?2>EWWGS6+*U'Z+9M?C(ZV/KX&9?I8ZT?HOB8Q(:YXC M806ZXP|A|4Z4Q>T-
>VDQA/LI1%'H(H"#V(|@|# MG/@8QBBB(:!KXZ3FACE\$QTV K0.S;_9X6
MT773WP&*;|/Z|S0\$1QL :|QJ9@P8SV?OU3;Y|;|>BJ+MH115|7H9M'4C=RF
M2+,SPSZ1_TD|R!*"L^HYA!#"W\$XEZ'&*<>B+6VW+JD109!'0,@(Z#KJ+8LH(8
MV.!|SQIH CAL"-S#8F8#SD5\$VQR8"3JPGLN!.B,@?UCKON;PDZB|F:A+C3=|
MR|RC_EC4N7RR|R=NRWE.U55E51JU_14892_+MF4K;+)F-U!O8 M0&PK7U1G_,E<4P-
A-SU5D|?L'->O=W<;GA|63-U?)_3/+|;,\$+7?4/&&=7| MF\$6,9(B\$D)(H@2C;
IA%!,,\$^GX/^"N170;OUYQ MU'|XSTN>0+W!E)E+JXFLGE?K'B|S,'U#MRMX5FQ
#9Y4\$>P6V7:W)_#FL'@ MR/G5)#J|_VL&Q*X+;/BVI66I^8UX7S?YDR(UXVF(L\$=2*
((@EA8\$ \$TAP(KU> M+&U'X"<^X;&1!=D:~F1+(8DI"
|SBIUI%-8^J4CA_QE5W^;M.HU=ZH?M#W_,
MC<8V:)K&P1H*0R.P@|)%YRW(#6|_OZ/D>1R6SI5N;P|^K0X?%&Q/5P|_91'F
M=K=X>L+5ZXU0S4HY1+G;3*_,@/79:'RV.2_/N68Y//6@.|\$@61H&B4)0Y|F
ME\$(428>+D"B#&68BBX*:/H+I@96=|H|M37KOC|YQIL<-@N@6L>P0;3!D\$|MY|
|&L&F8&F,S0|*\$|Z:#=QO=RZ/HGA=%=2|@!C%0\$P)O%|&T|7VK9:P-E=T

MYQ.GZTF8KUEU%7GD"/N%S:4P7]>,
(C:V8'5=CVKE_7_BRB#CM0H6DP)\RDO6U=NZO\OFZ,*R:).I.2AOL7ID1EF N1=2&#;L-
YV!H)!X,8\$L M2_,O8811FLX*_J#2#_.U/NLLJES?7'BU4=PHJ!%="2QPNPR:7*7>GX=,?
@NL/,D5/L M@%')'6EW.XZWPLY'M@B"8OJU7ZK,Z.=L<.=V\M^M+|4BDV>QI) ME7DJ%
IK=(O=\$/7UB;BNEE;TX+N I^'YOJO>+@MZN)O*IAZ;2FZ@>NFN""S#V5U^3PG|_ ^L
M^ML,W67*="QU|*'AZKUT\%U%SN?%^ILMU:VOT\ "W"Y|<[6LP%%6X'(^EWYC
MT9;G:-OUR> ^N:R:MAX86&ZUMU2@W6D9+(_&Z"QAHXY:88+[5N@|_!VZBPX
M|99Z8VK3^0.V0&PY#=#V\$9LW3WA^?QJ4><%K^N9R/PD%>J2&R4Q1(P@2+(H
M@CA#ODQ#%3!X79#Y(Z_)BYUW!=WO\$Y5ST<^_A* R?|T+L3N.>XD:|J33WB9Y&WL
MJA^4^_1"?*(9HC*ZW18C@DDM5Z=W# R9:T(7\$V5ZW!YT;O*/2%OY3S%_GI
MZ|*0|K|Z?7TJ<3%#%_/IOC%D/F!@(C0_*9A\$D(/^W%"189"ELWD6Z0<
MH7O0\$&!W6HH|@8K8O0X(3H':>_734Z=(C3PFV ME2-
Y|N\$S\$R4_%L^+IF|+W|!:\$<8B\$0D*PY@PN>O.Y*X|@7T@@111@*?!4;M
M1P=HC:R4+:E_@<_JOY%L|.W#CZ:/H.;J0W|@%4QK O0T;U8%6)S'P:N(:+K MQ,<#E-
XFX?&XR\$<3'0=>L>Q.H*HKE0UQLUSU8VT|:O7|2.W^%7|JUG|&F5
M%i72E.\$LQ3#&62)U7:00\$Q3_) \$UC)#(_1%E@U*#@;)9&-@DM=4C:BJC;UV%K
M'E6N_ ^9S/9^@|HBAE8(UUGSIV9YI9|_1'7 7FE.P)7M!)CW,7"&F:M6|N;_F^Y_2Q MR/I
|T0=ZSFB<97\$8<>@'_JG^>0'\$B*8PXQBG(4Y8&AN5/AN3V9&-|^%*H+TG
MTP9#KQ@#;|Y.%F.9?DX-7<0WGBE;|/I)-E|GR.BY|H|'8/5M_%_1P3|J_|M)DV+1*
|L;^7|8|FHY2=_TVJP.M-P=O:|E_XV6C+K|WOZFN-?4V!L0@*|@,RV'S.BY"
MAD=EWTJPY-TC #)R6&|3F_1SP7.(EJ- #M4J6,@'24&V4%P6 FE-F(T^4| M64FZE>5D-
X*=.WY9-#G+YPM5!7E=YZ"|J>!,)0>H?<*B^|)NQ'M<%7(=J&|Y
MU6X3NBOVF8@)#7CH0>Q3 5&&&\$Q9B&#_?12F?
JK..4W|;B=@5DP!PBE>=/GFS2.7CA_>D;)P(3AMP,JYT3U>:W;_ML|VY--
CME!LLK=9O./HUDQML-B6 %A.F.2R.S YF?-A|&8|QW;:5=%GE_-|SW;5OUEHXP#CQ,
ABF)(:()ABF<1;|5(0X MX6D44&94<^0XJ9'-
IR0,EY2E#6U)F|;F/@Z3GAUS(|R9<=J@N>IS.\$HK|9.R MN6J9?9S0M*VQ3PJ|UP+
|H!OGMKJ^Q|JY@^?Y_|3F8GWWD#%*\$|9N#<^YX3L*H>87C\$AS#&YHS<3FC MA?
0)69TWB3Y&|XW:0)|0_WBCYU,O3A?U.HMCS (O1C"B5%J))\$@@2;(-"DOB-M'-
_43RK|*&J)O^?|E)3KI(&S>G.OEOSHf%D! TO\$.R#5=|V*/4' MB\$#|<--7<:6.G-I)
&UQ:D_EPVO6X6|+-@!CKK;_Y\$@ (AA-89IE(42H+7CC M1Y 3@AGEOD")L'-
TC/B8T/U9|G4|6LXN>J.FSEH;:O=C:OM=)|@Z3*.;'BB MT|Q%,41|D3|/;&Y?
V7&Q1MY7590'??%|(:SN'^|Y57; 5"*VQ|C?"WRIOZ; MM)_*,<@"1.<^#!# 8*(!6 M;!
:C=M#5P*;68P-JMUI+FCI@K^YE=_@\$M 5#G9W?IMX=-<1BQ:/_GMP50)1 M1|C!6|W!::
|Q-_.18^0.3NL%_|?KKV7)ON7S^2P)4K7K\$S!|(E.'1A%,\$0|@ MHU8Q&\$@HM2H8OURX)'-
SI*,F8>SDEK/9;&1Q8W45H|^|VRG#3/)*WVGyQ#^5=?V9-S?B'G_O:MC)WU<<MU_P=
|_YW=3> J)|X1.Y!&_DBB#+B0Q*B!;:(Y_XA\$0A,5&C|UD: ^Z9;:AJ MX:XY!'G+
(OAY+IG|Y0(4O&GOI?%WPSL8!_AI^#3HFQF&CJ MY@#'WN/W4 M?^X
EDR;|A|^\$\$8:&QQ'DIN9G-"MW1MXAZ'Y#?8X#C"P6Y_<_@C<+6MT1!M<%>
|P6;K|/W(YP@2@(\$<8B4V^:%,*5\$0(X#ZH4H MC1!/SLCMT>%A9\$/6,=*><6ZVB%AR!G
#-A)&R@)LA\$DHO14';V;'G;=L6Q&OL=?R|K M?+;/A?2U\$L:%D)M.1@A\$#"8QE\$,?
133#|',N296*^3%\$>V54OZD'0,F|F> MTWCIF1FG*)@9E14/6W0\$|?
JG61L0+0%=60N3M;_U#AHB|HK"O1?M%/AJT_/M|_*5=^D974: ?MGHDX,,K,-+NGWB3T?
93)&/RZ^GP\$Y\$-U/<@|40UOGO%ST;
M(|1X.2FL(^4|3F=2I3TH|JZRGG|!6>S=K=S:B'*>EW?|H2UQ\#VO9JR/_#23
M.XR8A@%\$D9|!HHHE<|GQ\#SL(1QJG8<8TAU9RP|&G: SX #TCX_%BFG>OR:P
MFGL&|W 9|A.<(.4B?&Y(|O\$BY@Y2?>L@N2\$H-.+B!E^W,R>J)_OZ,^CR!>=S
M1>E#6=WA99P5)SR+8^S#-(A3:4I"Q(1!S#).*\$H|*#<&AU6:-
UYS?/'/54+MX^*1N=9;:C|?>^:S?+?AG_KVY_|G+ SWLF@>ZYG' M0T0H6 4AC%\$J1?##
(<>3#&G,4)|%|0HU_.6D9&-BOR|(C-K88VHG@F9 BIB=<|P>J%J31|H>"
<78#_E#M=5:C4G- MT;E@|=JHL|>S,UP'|JN7=J6SV*.<411#6,"\$>
(\$9A|QH<_2&=>G"4)G35E M@^=ZMFF EI'Y65'4UJWKXR\$Q9E9I""XJP^,
(!#/:HAFQ,GZ_6 W|5F1(4J3 M&@H-D7=M@54MM%8"RP//?<:AI=WN.\$|=6C
M3&YI"/*AYV/H_@T@H2%(4Q9C),XC4B&,I.K#7MFQKZAWU|^LF?VI;
MN&W>S0JPLQ|095@W)!+\$4S03_6Z&.;M;86M")F=0R|#82>F;\$6S|QNZ\$MF7LSID
2NBC)M MC3UM<:5#8NT523KXD.U6HWHNY>Z&:O_!->(H4<"GR<,9CQ,I7,A&,1>&D-*
MLS#UL!<0SRA_>)#;R&JVH@U(63##6*UAF'0W&8Z\$-|UF+.7>=8KAL
M+S%\$;^+=A(:8^_L)G9=L@LY|ZVL_KQ^Q-4#ETMC%B\$OQ!\$,,X8@|KBJRNXA

M&&_#C)!DL#7SY_='GOLA?'^H;)O[VY4RDRBC"@'663^_IM.(9UJ4PAS32S
MIP.NSY7))\$S<6C;+R/#M>7,6\$GY0C.\$H\U7)@S\ LCK=JSWX42%;\$AEHN*UD=OI|O|=FI
D\$9EYGF"HTAPJ?>,0!0G M,21,[HM#G\3(#UGD"U^OAI D#;DR^1KM29C=?
+T'9,P7R0E6';MD"HJQ N;K# MFRO.P%PC5-CYA&B8INE -C-
F+5^P%%;R!EK6P,T&UN\WL=ZY+IV+I4\3@>W
M@=V<#G8\2SL!_&:VV@U@|_|;3!+3K0=NL-A:01P-:7)AP#WH8;FCI
1F8<(@241(\$Y\$F\$36J@CU\$;&1A\B M3WG-N\0_OJ3;5F0P.R-!\$SO?,@5#&96?
4GUHNTWTM^JK8%P8BY,)'1T.C1(M:M+#+(1VA=|^&M-ZO#(K;2//^41)C&GJ0\$91!1\$4"
<<01Y"0AOI=%6'B^22R) M;0*<>>S(O7K%W(.!(*)P\$;!\$(!XRG*
<2>M!PH\ R(F;0FD<>0ORD20B\ P9CRZ'>N2U944)9D9E4* M?=>EJQ> HP A1C7.6L7
RMA\+B&X.0V022G4F:@;')6.A9WM(&?-Z*UW06\ M.62&+MZ M7>8TUQ^+3SE?J/8B\>-
J>8M?/Y35^^^H\HG+S?R/Z9H)RHW53?>%S%4\ZC\^K
MNB&2'B(AAUD02K>.L@!BD40P"KTL0%G(\$"4&Q^=C\ CJZ+|\@Q#UZ6(;9=GT30 M_*
O(!SR;?Z\$U7^3E-*I_&U/8\ D/?J;V7?N!\$7\#?YIZH30=6^-#J&'W7: M R\2-
JPG.PT@ (AP"E,?,1BP!)\$TQ%00K1JE\J2D6RS?1Z;\6C5"96"A)&E/
MSIK7MLBIU.ZNP*S'.J'F5\$=-^!F2-@R3FX>@4KWJ5G M 13WZKEV2W*O@10!+&50?
UOV5I5B@)L*|(^&Q)10T\ E1\ E8NT\FU-F ME\ P"OH@N2DWM,%@UP;\ DNUG1.^H\$ZS-
5N6\WCIGL"Y?>G: MA:
(MZW:JL0G8J.Q67\ VNG^E3Y\ M\$EK;&C\$_3.\$D\#_I87;:D::*:E,88AZ&
M*\$R"A\BEL3KC;&2#O-F\KJN-1\HU2:0FP7RVE36S0=71?3;7*LSV\ F=.XMZ M!OO-
YL;,@.\ /RY7NM%Q93,L9\?<0>B\8=ZY?+U1"SU*%@L/6F7L MYL6B7-1?BXJK_LN
M>ST9^,Y={37G8,TZ4+R#)?,78&O^?N_G3V-+Y,S7=H+OR'\W>3S^\$#ZX\$YAU
M_7\$WQ*O#>"GGK/X@H5E%.'2E.3F;4)0FOD1C"/LJXKX F(D!&0^2P3UF4"Q
M;QC#>YS:V%\$&ZJB3K4*5JIZJ<0#O_%QZIM,9"&8F<\$D6*"U8AR"!+Z>L G@
M/2V@NPC> 5I3A_">%OM #*_&2V:ZS2F;W5=,>H00OS_G5>LZJGV\ CJ8>>W=D
MY5P3:X^R\J3RJ)S#>NA"1#\5NZ\ P4VDV&_X\T)586_M.B75 X6L.?WTH7WZ3
MK_:Z1ME:Q8X..(E6G1)GJ4@GG\;_%S_SIHWOJTJED^SJH6NMLFJZ4D9R+B\H
M(\6UK4F\I)?.: (8RD80P(ECN;X0*^&Q:@(<"QH6,34:+\$T9V%D)5U1!GA% MVK
5J06L>HOJN&"9J;NJRM@%|_;\$ X149'+EI41\9"+4E#JZ,%Ej:A<0V!H6W9"%KM:%V
KK7Q.INW^|U# M.V(BLBO3H45S6FMA L.>@3:ZV<+?
5ZEN\8GP8SF7KWQIBLNG1MOC/_CVR(K< M9>=M4)5;T691%>#RJ5P,5"
I6E5UC%W"VV(\ \$N)S?8 @T+9\0(.#SG=/F!0 MI*V=P/"3ED5\$=
H.'+M)OO12"^YYHS#_RXOJ U?J8\$DO>BKQ0EN\5U(\7\7?F\$V(6!%D6VG7DCXZ-
+WO7'@15;Q4= 2HS?=| #Z?)! M'=>=Q,9%M\HA2#K=L;CZ\U?RQ=>%6T0YP.7!'F\ MT?
2RN<95\2J9Z+;XH1!IG"0^C\$E"(4I3^V*;!#|!@7%#N<9\1HW8+1M1'-B1?M>*U"
(!JE)"H4"O"Z44T)5\$^G!_R@PMGIGW*/6Z_X,I,H9DCKV971\#.S+E_O
MP)H/L&1DZS0\JWO)CAG7\8I6(#@R/&:T)S4_5K#L&B&\0<9,GFR/#FX*?O\8
ME8N'QP_Y'\YA_,SSXOB+%)DZJ?!\ E@AC+H\1>B(,42\W:=.GN1KLM//
MLN#MZ2=H.E: 4.T;+)\$#)-W46I3;\$ MD^90GN;JAXC>MH32+G\2?WC;OI_=M?
&5%1^M=+A5"\$E\!U_5N'A\B3_)YG M:>+1*\$41\ "8011%&20A22 + TP"+%!,
(K/^GJ>)CAYMUK\$ 2<<#8"U5TV:< M&N#IF4;7D)C9O14:/7FPI\JZ\B\I
NV%\+IGZ@OLK\$^F\LF)^V'J@| #?|J|+@ M73OCL"KYW"> (5*TRCV(<|B#R(\6
F30#TXB_,\$TXI"XWLP,\X\$QP\$M\3, ME'P7!\#U\|D,T\V/>EM (K?2,."%
(7='GU3SCHBVJV3"K,L5: JO7ZLZP5G MIQ9*;;O#GJ\ 3?O'OFCLHH-
FV%\$(AHC"F\N,ZAB/>2>)XPA)Q'S\!8AQ)!1 M30)C%D;6RI\FJAK4LD(4:XL|=W6F#*LZ6X
L\,ZB,/5AR%&@(NH\2(2/(!9! MPI T;C\ELX(_*?_36'.I@W6=\$&^N9-(=SFN-^G6:&5;?
DPF#%A8ME\$;N+ M566\ MCI:)Y\#.@S6H+DJN&#.P+25%;P\VBNA8#^2W8JA-H,?
B\JIVJ\JG_*" M?VSX4SVC3&ZYDBB"?D)%JE0-@UD<\$"BR,,T0%E\$8&O4:/T)G\I
_M==RR)@O^ M4(1\2JGP+N\83GIFQX'T%N=,IH(;&X838CG2_F-
4)E7Q\$Z+NZO&IO\U#8S\ C M)\ZDUM-%D\ P&R%R*O7!(DCFY\$ CZV1+'ZP8
\$L;*)E3H,RK)_A3#3TM-0 MC!! HRVO52C-Z=\$G"ZK1%G0SO\$;_)X0>^|
AN*\GREW(^%V6E7IPE&8O\-(A@S#RA8G92B+,DA#BA!\#\$; MB!\!K%?
I^_Q%&MDA++D#/\QLJ;_J=_D#NU?VFX,=R_3#_+FON?'WKNWF\ M""7
M!3CZ/8\6N%&2G=JN8ESMT:878-H\WIM-T-X>|>TXL5OSVES1-F:PG6,9\$FF
MEB"Y\|\$#DIW(=|G \$.1%!FO@H#&*CP(J-L4=>);HT9=R2,EL--N77,1.64IG9
MSTZ@RV&\C W9 =8=69C-D2=5_0,B\>KDH4?.N"\O\ RZXB00U)!UK32XCQ5F
MF,WX22%=WHL?)S;\C?A)P0_>A9\^RS)!>|&43R7)Y\SNKX %
M(MC'@L.8B\$QNV53GACB@4 A!\?8\$CE 5&*8=[%\$96\#6JW^ZK!\?W3,(=Z#P\|

MQ3U+2C-=W2 UPK7X44%<)1GOC3/MWO Q|?92@8|^-:*=H.^/NYX4:|T:|R^<+
M^=ONDF7#.YXAQJ2J80|ZJA|>2GVYV*+0@X*\$L53!.*-Q9-(ZW)"^D9*.MQ=?
M|FZ+EHVVG5+7YK?OOE2N.0\$+M7EN2D#QG"Y4JQO_J8!QU4AGZAWVB9;7?N:
MSH^>61@1=3.CL7>N|F%?-_1;.L8HF?0G5FQ!.*1T3&E/JE)LH1FUV#9#G/& MOEJ=
53|D1=U_L*|.DRJ^-/+O*@KK1-W/O+D1|_C|3/0|8@AB (<0A2L; <<
MR^TY"@+FQ1|%66S6V-
T5;R;*. -7PQM+^J!E% C9P*(BW%GT>!H8>*9,3R7N/ZHHH\$U2LG\5?|8
M+FKY)7|."|YP7MS*3|W?U,19@!*,!>1)\$\$. \$B>K G J8I6\$0>20@6&@EPIXF M-
?)N+_#|#"AJ!GU3AZ\$9-F5N!38S3I(L6-(%2|M|*?W@:8H&+1_=8:&7?_6
MA@R|3A\$;K>:HER5;34KTWSFURMTK\NA'B"LOQ*;|Y+SYDM=_ MUET'M 1SGX?
25/FBK0*"&\$S#,(99)"*6!3OEJ5G,N'OD6W99D^TS4Q,R0|D
M'4.@Y0BT+)W;BTX#;#VW;BP(S:SC)F*E1*RG#|>(C=DE3E|RYXW@-\$B_4:|W M?
5".MW,S&,"/2|K|,5'?MV\N_ ^42T^M7_P"G*5R4Y!%A*Y,<49@SC+4ICB MA
<)>#TGB:Z6""2&&-ED_/|Y|B-0L.=EO:@X:#EHSYZVXML, MVI>?@F38GCA\$P|RHF!_E"!.
J.UI#6*BQZ:-S) J(UA-L,A=9YW++*;EG4 MTM16G\K57E?@S!=R\$Z\$"P1*(C^&:9IQB",
<9"*+TY 8!2GODQA9=Y<\$P5Q2 M-"VMNX^GM=_ GI1F.KD24!\$;X=+
|N"RNRNKN\$YBVJNY1 ?>*ZAY_|HR|*ZE M0-V5;9WA)
(JCUJ%,P)1&D8PBY,0IC'%H>|Y.*34Y&Y|G|3(U|==XIZW2RA M_J=_2,_^1?
6_(6&LN_&Y M:W#53('3+CEMM*|X0UZHBWK0GV*
<#4_D|,;>*C^@3,4H(:H*!P0\$^D\$0>"\$6 M0F|<>GC>%R99|6>"LR2F#^#.:!Z?:|#PIX,
(_|)/C-G'Y>|X|YL5-T1;Q6I?/RV@: M^F\$2JV!|N5N-01@2)ATM\$B.;ABD5?F*4SGT>.R.
|8JJ,85ZL:AB.T|E"-!Z MVC|=?&:68N0&+LO2A-/W;AD&+4>8^2%
|MPP#9|N|Y<2H=B;R"W|0H8EE M|?HIQR2?R^_N4A5>SO^G/2WH*FG,
(M_W\$APQ*#>5H:KL*J01Y 12'%&AY!G MS*C|M!;5D0W>)D&K&"0|Z/1LFW-
S\$S8FCQ8T;| 6PBYKH|C)+\$C6Z-|E9DXOWW^E|P=H.M|1:J)ZW7D>;J|4|"S"|"I:|KMOVJ"
|!F^ (LYZCCN7UHU!8= MYV,Y7B:./WA|ZW8?Y|JT13\$
1&;BW_;/1/9N1|VNKU2WP9|WC|CH4|RI|-#W. M5\$^R=|GJ:5ZP>D8\Z L|*!(&%%A|@2F+
(LACT64AHD(XU2K>=%;.#^R0?|R M|
|4&F#&5Y=.7C6<|Z78_)YU*N0%|L.?:,M?:9|F|R:3/KPV_.A3;:9TM%R" M\$Q51KOJ**.!
1130|W3;\$*EOSZZ\$6I9+ 4NQ@)(+K 3|@:|"DSB2'_=KL(Q0 M^4&_"L-
@F+>9EN\$PFXEYFC" YVW0W@X->B,>+NIE@O2B,6|O|^G<2|A# +H
M!4P57;Q)-3W8!22" L/"T&.,OBWAQ_|+TG|HM*EC&LD|H-@H.S%XXP^/M
MGLX(T0N'17!5 75|A&D+GQX4;* _>Z>&G+#8%RYS9NP6I<%K^O| M:E\$W,S|-
&8X|"CT>,8BPET B E_54_=3+R,|"K442X?8R&JV30^N5_0!Z1D MC>*@|!|"TV|
|%,H:GC%#K\$QT|(>EAL|UJ3|DC9HB3M\$PL S=(B(G2>G|<| MZLC=TH1UT#TZ-
<9T|HRF-%ONA^X|\$|>!7;'5|KPO%\UC6:GT|1FE-(N"((4| MBR)5,RB"F-, RE|)E(:\$)3&?
L,SK,0|'O@1|>*C:MA4;|4V6E4R\$-!OY=?G/ M|:K\$2=L4)&|+|9_1HL+Y).KY2V|Z-
19'\$N<5;=VKDK+F^P>HOWH*TK<9SZ11WBWQW6MY=87Z0OZMGF&413|
(8!BCDTHGU M0YA)_Q4*A).(DA2'5"N!=I#*Z)O\$CN|R@JFC#%K2>F9T&*-
A4^A,&G8YGZ|^U|+/^%!*OBJ MPJ|F;MC0&&|/_Y1JN(-7'|1+!!
(;5S:7L9AIW3&R'9SBZPEEE?@T./%GJ MEXYXFIE?6L_:%CBF5;L2X_FUZXSW*^Y&D93I
=8|FTX%10B MA!)(DH1:07V>(2PW.R@P*X)|+DLCZ_Y|(3AME O6/2L/*4P@%U\$=)&A-
A=(9DRL#(9G2CV*/\$S'1=*9% M'PF70^72UM(YKNMDAE/C|^DF1^)"(9)0" *.0A)*#)
(.Q(D).GB M), "S@FOF((XR+:O6L8:9B9(#L%A/C)J)D|P.MIZB|>8'|>AC|R6S-S@9|LR
MIE963Y<.,\$8Q/:GEBMYQ7?ZW*Q;- % M"|J:(49> 7K*0)\$&+6V;MI-#)\$S>1SN2WLQ\$#
D^0I-)#1FM=M-#XTZVF=80 M;G,OK?.XI7_7AQ:=J.;81\$30GT,\$RQ"N2V.,^DDQ F,4C|@?
I22+,5F9;RW M"9A\G5;%N#MR?S%US,O\$|@G'H&^+SPHU2B"A#(*,X^2.
QQX@NMXZ6#
MHX^|P'6|HSIZ\KN3%\$VJ|.UA.:Q.9TMHN(@Y%LX@|N<<(>V"?;:\$=13509>FB|LYQN|6H
|1A^QO;_EJS/*F9ZEU6TS"|B6|&'M?X<@RZ+K"JXX,0R--|)3SX|=#25#/54G
M3&L^+E;)R6KY4MG+2V; FAN'L?B/6WDO@TL>X'|5H/8&ISGLLZ;
M^@Z_J(YRRW_.A(@ (SCP,19!0B-(TAJD7JFUN%HV#0CG3Z|-4)M;@05'W=77X<3NM5\$5(
M:VD"%M+-OJG^NL 5EE: LZ07OY800"K:|LN7++MH*0V5BC-HC1!!"K,0RI M(X5I@!@,
<8J3S",>(D8-0BQX&%F;6XY SY+\$ZR94N'.|; !E|&6|9S|-U'D976W(/*EKJ+)
MY|+A|2P)HX3X:08SWU,=.)G|R0L2*%*1H2 2*%|\$X-UA,|(1JFCJ|+ #5F0! MDPZ(B3)
((Q3N0.SY<.68IH|AF/LB#%?AQZQ.QZP0%*50<,7SA5 M'PT#5V7Y9|>=,^BI<
HG/>/K0'8S |M_)L404O2G?4|(9,C"Wf,RJ16|(2H MNY;NU-
VUNP_^)S=E|LB|>*;7|FS36NJE=U//I4+J1)7=Z5(8P%17)/E0K. M(1)R8T5'"\$'?0TFI-

!HQ'+\KH*W=/B\6%7S9+ZJZQGZ F;4HQ#%
M(2+.)) M6)@3Q\$: ^\RZIP5>VB9)H>@:TP"QE,I? >UX@J40!A>H0I -VS.7
M8)CO*T%/577Q!"M@#%R^D\(:W"0[0L'N4KE%HY\U:.\$3T*W/Q%7U" T9!Z^< MAJZ?
!O990XJMBVB=Y^T_+)@H^KQ&:^CGGR">&"8!JBIL+V\$2'R M)VFI, _B@&*
<1('63;4>N9\$-5U=9KJ/>YC4MZ>NX!3;HZ7EB\ C QLU\GP6'L
M)>E)Z<@).D%L4A\3 !=%T;S+0L/Y6]?KC9WBO_6\VO\CD(290PS+X0H0E\$ M%!\&8ICB
81@*X?L>19Y^,=M3U\$96>4E^ ^UP"@N@?#5;FDV!I. ""\$0X*R"/HBF(O"BG%1GT5 M-.F.:
(VN5",.?FOIURMXFD)5PT+G\O &?5/O,&E<;B %L9Z+L\ (R)D>,JT9-MV.GAHG!.,7\$!):M.
(PQ,Y'87<:!=>H(!,H#D0D&+UNX2C=5N5+7LMQ/I35 M%2^XR!M5UO=3FI!
!HW\+51=ISKJ\$@1E* @B2.> BI'ZB;/B% @QF(!PS1-!:8\$
M!SC3HL,B8HL8U;K74HSZ/I5LP%PRX> !+V\$*KX;G-2)H9N9EC9>D"7I6
MNNKE'3/@IOW3\$KS+L<\$S\,M&!--.3=O^ ^\$@/IK(H0U^BJP;G2S@&_3G3,:=S
MIRREW?+V,;=PUGJKCKW\,LW>X=?Z%M?-NP5?EDZG'"-(BAPJ(!=\$86880YI
MX*,!8\$7L_3,OEK':(HLH&./IED7;+DZ;-;9AV%4, ^ &PD8,R/<,X'GG7FI M +&G:NJD&5!;
,4%4 U=W1)CIVX\CX8\ 7E45= MSG.FMMYZAN\$8#L/*[T Z0R\+I
!DS+36'>GQ"DB%=E:JNZ*G\UUT'EXTZB1Z>
M\$&FI;Z<>,J>GW_ 'W_&GQM*PV%,900FD"J: "HI (B*7Z0" \30J#0YZG>%?C>
MR"/K4\$]+7WVVO3ZM.-; "F*E,3:QKAQD_ @PMV1YO,OTX*,;F9AQ^P++"QM&&
MUNL@.E _^' <19(CX\$'D^AAE-(DAXG/@D%AD-C=S5TR1'/ZK<"NU:5XMJ=W:* M)
<,":A1YLH;6.%4^M&4>08G\&U4#T09-OQGIF1>TJJA/UV-, MQ79T!YIUO7AJ:
!&^RX7@L^;&IGV4(WK!U M&!EIXGK1F.F@H
MJ\$6U\6.R.*N>OD=@XFKHQP3>NJ_<!QE!Q=? ME/=>Y<7#%:
!S^FM1DH7\?'RQ^)YT:B4SH+*MJH%^UH?H9\$'+,\$1S#R(Q5) ME%&(119 +\YX3%&
<>43K0'@L!D=6>L5NE^1P 38X\DN6U87LBFG0_@FW\ILJJ_&1H/YW.K9WK>@T\OZ<
F(F2HNL=C8VO398%]. M@V+3K4-/4?M.4\0F\H?AY\X\QIP:+YH?CG_1?4/:#?
R6@_8L,SB&T4AE766C8S MM;04R^C&?D^, V\KUV--=E_ Q_!F+?W^!TOX3Z7O9?
%G/L>B?S+JKJOGHJ& M?9CC!\W\MJ,#C*P3DBY4A(&B#/VM9NCWO'KJ,K#T+J2.
W'Z\LP)!F:ZHR<^ M^\$-QX>A:[*245C=@QT>=
!++KI&";JUG\8L,U>+G3J&5S'DUV71Y,5" \B!O MGGG5\<>!\:00F=<_ =X^ ^!?
O^!J7"7;%B\?FSX4RV9D_ (V4G!)Z6%9:GCF(12S M)!20"H\$@HHF &?%2F KBA:'08T:-
!H0C\CKR+K-W^_H6A,l;"1=YH=&L6O< M\!6TN=.]
(/@A9L3TH\$%O.NOU^6YK#D':J:7T\4_WW)_ ;Y795+=!H6=FQ, MW?
6+'8W3J1O)C@WY@0ZSHY.T?F9EY-I97NO\!W2^4)161X+=@KHJ?JAK-
9A2W^O\H:70ER\WE3Y@IKX20OZ MGQQ7J\CX*4DC:(TA#[\$&5Q"#/?#V\$0!30*D)?
Z@5%/!O%9'MD^*%*JTJQ* ME0,/EOJWZRH;JFJ6YR?5NIX_03W0CS4K9A9MQ?
O&C<0%6+\$ /UC<8G0-70T6 MEW)^K!KAM\ZZWBD"=!(5AZ+LD5I&Y5SM\$Y:V2Z7 MO&
!QOM'Z77\$TRQ_+&>8@T0@!H&78);X6811.BOX@WKA_02QF3TG
M6@8GZPS.'C\FH1<78+'BHBTW8E"DO0\!E8:L^,FAC56Q?
M,P=Q/6C^G^5L/B"YW(FZR_26:UR*HV2^L-EP;9_L?'D+;_R4CJX MM%*!BN\X\I
!K!UC^ *BNY=?-7F>Z\FPYZMHO MV3GMMV7=X ?
>MXN9Q0D+8HRE%XV\$@(C*;3\OL@1R2CP_C9@@@V*A\T_ ;P(YNO MGIB94\I# @)
!3:2^6F2WJZ2S\++GSSPX+X,A_VAE\4O_FL&" \L>1\O#6RZ_ MX8K= /SW<5IPUU5-
A%/%_1.61=:2E">[S]\4'4(1YTP:YFT3X'Q9Z6'.QSS(&)&^=^@%E)%V,;4':7;JLQ
M+'WA;KSZ1KQ3\8^ \8/5U^?14%G>-*OV8!30.O-2#?AI0B++,@VF8"M7J,"9I-MXN%
(^*M@!\@,7>9"J3>""19G=)67PC'--3T 3-4V'^GP0+ O"=W15&[2;/A\$! MK%A0%D0Q
5HN"K?6M*Z\L:'B4WKG6L)ON>MZ\UEI_3=KOIWWCR6&QGSEP\ M5:M-
;2D43E(j6\$)ARE4;=H@F%%?;HU\J37(03F6OU-#6B.?AW>UNK_YOKD M*_KJ9\+WD)
!F+; //59I0)\L=I")-4^! EF;J% M%@(2\ID6AGX6"(-_ \$-R3&\DJ;+6V75\$'?RCZH&7 L-3>"?
#T#((\2,QLP3EH M&)\L!2\$=68-3Q"95?
CW!=_5>\RU+EP!7A1O.733>/>*O\OG"TEGEL4<)T&L
MFL%)7P!):2\$6<0(%RCC&.GCF%:@5??"S= "^WKU; M_ ^870R?@""": "Y^RD/X 6Z@0
CR_+;M&E/\O,./3^06\Z' A,OG/2XWOW/2\MM%"^XL8H&M0\$RF\$-Q<@,Z7?P\$;R M
=,;@!4GH&?%+HC6!#;CZ-J1X+,-N\6&T5E(K@4)V)U34:<,HC70M*=Z%Z; M\$2S#?
MNCF&XC=I_SZJ;@U_@Y;_# \BPHBJCA366K=;RZ9_!6FK\42^/0CT,8 M^B2%*/;RB,;
(0R\2((JD'R6064L1"R8F,,)EL0RD4DP!'!":!?!S4X\JK_ \ \$ MWWC^ \-
BL>E#_<@&>\JMN+=\M.H\$&-0D=Q.CYZJ-#;,>92;_"09\=QN^#RH"1
M9FQULV;+9E\!F+Y UBR>0%^ \R;_83#L&6BY"FFU86':P-0S M0-
H++SUG+/,@\$!6I*C>B2D/?E;S^7#8\!F65\!^/>:_HCCFS\$-A@!3'("BK)9

M6J15Q1#JRI\$#I(8-T7@@F9F>37P4\$T!R-;LX#-"9S5SV:TB40S(3!>8BIZ
M9LR*Q=N6E\D2;UY)4!->4K4;W\IC72\XFX48^=SC/(@R0GT%\$-"FA&60\$#F2
MQU/N,Z,*Z<=)C6P=5H1!K2A?=(=&-ST_!,WB)B9@C48 M=QT8'5G0T75X>7Q2-E<7Q!
<)37MI?%+@00OCTV\87@8M;<->-Z,MUJ\$U5G;>-
M&9=%=N2.)A5QP.3>QD<0(80A",P0>AA'42)03)&1>NL0'?MB:+7(E0*LF!+
M+G1*X=CCJ7E+Y!@EP\NB\PS\$ROS(RD-C5Q9\$.R6FOCPQ V+M\$,GG7LEV*VM5? M8?
JGM\$6!>3J9PB+,*85>IHKCQ-B#)/D5\HS^(HH@&1HU2CM,:V3RTE %I M21NGC.E
I6<"' %@I0DM4=A1'2<7RD\5XU0!BA-VP+EM,A\54\T7K'3Y7?!\
M61F'53WTV"9&>N%=\Q73\!;5\+KG:S82&=H/OFHNV#4V487)E\5KU\$UY
M6_R_:J<+J"!\$TY?B^3?!\SVO3=X^J\8XK7G"YS,P2+Q5"^E^0>:K0+
<4DC#RH1_Y&1-!D@:I-WOA
M%2EUW:ICE\$S49).>P86@RZ9X^TCIN6H.I#>SP^OF#GGNCQ:V#+GG)' MQ7+:#VZ?
RAOT/UW()JE5ZTX% M=>7NHVY%|Q4S6T0UC,!(^
F9AYZ9M9=*A4(X)OD!RP9VNK7TO.D\(\DI MZW\$&
(HXLBPT'DUJ=,R#:M4CG#.6L%=9N\N\!@GGT@,/!&!*
(I(%D2^12HX)TVY9\$MTZ\$^2(W2#EXN. M3\RC\>XZ0C=M^Z--R'1ANE\$P-
81G:,I5:J'DLO?%UX8+=8T2R(?!\ZU(-<M.@00H2"!J72)8(!X@F-",Y89N4!:5\$.06&\LK
M'@<1I%HXZ\JF5\$=\$SLS!:@#LGLM1\$?/=!IEK4WRK>U 2:@=!3HV%&\PRL^D7> M?
RN7'20Y^Y#7%,_5KZ^X*"M^O:@JR??ZU\NVDS/F1XA@3T"240Q1'%*((\$Y_)
MK53BA20+,".43J3 MM8XW#6 M\%WMLBF%WR\|M#U%:0N?>26W4\B\JN/SV51
MKGXQAGMZ0F)G=W^J4Q\JS^WT4\YKIVRF\:<1 MU=-HSB968&3#::!'?M(:K3V@?
&@CLR\J?I36H6M,7?-1#Z+UJ\$>/Z5EP--
M'W5ONAPYCJR)O@K,SKGG5ID%>K@O(X,TRPFPLLJ/,",\G'BJE3\$4-+!+\$G=
MM>9+BC24\B 'TO1>.,S_J*VOE*%,5%T@9??R:R.W9MT9A-JLM<6S,L=+',M GF>2S4-
4F;64X*DYCION #X!?!PD&1&(_ 0RVO("KRZ@9NU;F #CRL0P(
MS^ILF0/RVNNR6&%92V.^\$X#2+,JR&*6!#S/* M.(SS,"!&&1>;E35-
D!K8F=K0\FN6OT4-GJFP9'\$IONLCN@"2+) T04\PN\K MV0>D"--.^"I X\O
Q+9C=#\BY^0:(MGA7E8'KH^:O.L044V^4P< MZ+7E\H<("X^5C>():.92(V(>M'V?
>=T9OV@=4GTJBD+GS>3AW#F>\E'F\$P MB&3)1QYE, MP!KY
!9\PCPWPVPB9,C"U@|9C\RA^3N<-=CTU1LOV,\9=SUQ/ MB::A_<=>2/-T;TLT7&5^FY*?
PG<\$IRC?#;=2RS,3=;QOO.WZ&5?%'_?V"L ME=,IFMUVE,IWN:/JNQTR\$4\SR)J
>3!,NXL(=A%D4\$^F&4(Q\DO'8*,?2
MGI>I,R>WT8X%N)\$#-3ON@&)/3?)H%GMQ\$+#'X@BC-N;9Z-FWF1 W,W7\8%<"
M\XQZ Q\|3&|3"Y2E<G3GGW0DS\$LIR8\F2\|R95Q1=C0H M2K'?E9O<\$\%\$RF).@E3N-
RF,(3+!/= #2*2QXADB\IX@F#C,U P1Q*+ -UE@- =E\N4<%-/ #N\$* >XK/&_2ZP\,&^_1
M(OP::YM9W5_?Z+ MG,=52AM_M3'M@OS1;(@PY7\$>^ AF7)K71/A^*\$QD&Y&+K
M>8-7Q3WJ_@/LM8P#UG)E956U0\2SG%%"96<=?OX,="^!JZ\|F\ MRM9W/XS#5'1'9DJ;
|*RFR!2,U^,&^X\|D_*Y*N^%)C*I>_\$\$GV/(I3Z7IQZ M%/(DYS#*>*S),Q@+G:./5Y1&,C
W*:S,3F0A*%DJKZ\B^)&S9W>D,3'HF M8;SP9@9
R7UG*K>QN@^+Y4BYSQ"9596"!7VMN!>N-E-3RHKE!\&1:U^N*!6/ MO%%-
\$FYJE38IF%!\&Q(HIX%(Y)2=*.489GY (*QBV..64"UJLPN\$9I85302 MH*>| (JZ0
ALZ.NIZT6XAA76)0AF*FLOO\;Z@HWD%HEENAT5ORP4\6+"^B
MK+KB;=15^_I9VHO(/M.I"O0\|0RZQ(S%>A+|*,D\|@(\ABA,Q\LY2X2#SV.8
M,!3\69H(UMT>B0W8F-AZ+?)5^144,1T\>G>2SVPSP4PY,SN08BDO_#B+=
M@_W\H,IT4\DS3J'6 +^_BU#3)G\|D7N%6 (_LDF(+57SU/F(*\2D_)<\$\CV6Y%WH9\)-VT
M\SW*EJ\$7\|S\$_%Z*Z2MW"Q3D(V\HBC0<.0#.65M5H\G"E!?'^S>3T+!.2)?G
M7W72NS+!#N?*"!SNWZO\$OF3+(T)RB'>1S\$,&
(R\|RR".8XSC,6TMGIMS:@ADK\|D!'&GEX=JSJMY)L5\KU^F+ M+
^("X2+55>J)MR(5FRR'JJ5N+_Y|^*^UC)YODF!9H&0R0)@SQ=O\H@)U?*X
M^,D\HRR)J=CP<+,AA;JD3;Z>5E,+|OC\4,UZ5O\K\|+ 3_+= "P9=CG5 M!E?SH'D"P
R\GE\AU=&=))785%A7\|J*Z9.<|HC8\$X^C0VO3^R4_%=I'6+U7-
M\AY0N:V6O=2G/<"\$|\DFOK!\$"\$,W6./\Z^;"2\6DJ3=TISO+2V OD!>%17?6C: MXE%FP-
MLY,307W\#4."@RS#&8%9F(FM%8DXS"+&(2\$!9B3&H9<3DZV5"?&I
MTYBV+8#,"?C_/0R^G:O\?;^;&-WNS(GT1TY%D:D9_46;\$!Y
M\|0)8K6%F49JZ77Y9K\|H\=B\|=) Y>.(IWZ4\$IB\$GMB?)2B\$",<=>S'GH93Z-
M8C_1:00Q/3VC\2*"4H/GA\5>>)SUP^HOF=0T#.9 MCW<9LF'58;@J7L*BZ<:\$I@3\$+*
X)BFAGMN\H;+Y5\$JG MGM\4OZQ1C_VVUNU#U7?WZVLYY<3V,YE*RP?
1F'L0>Q3#DF>H#S* M(L(SH_D85EQ,;&&\K(J>*7F\N&-+SMK<|RFWX\|RZGY;-4\SDI-

C:V89)X+5 MHEW7"%B<=?RX6'F9E\C8#KN!39F,40'4A8GO\$,-H_O!""YJ0?I>A>C?
O>PN MN44OBH< 4\$UONOG.-^NV:87S5)3W?V/% 8-PJZX\$K^B>??B3U:1HV&U=\$+;D
M09#E?H0)US,1=I\$&*<2\$(!A\$H>?D),M1E"^^?6%U4J'N+ZE;3"YV'>Q-U?RV# MMN9O&
"HXP"PG@7P)'D J 68W1=E*5. A= 4\$0("6?TU^_OY:^^@D;+^;B+
MSO0%H#3+DCQD,,MSV8,JBF!&>0(!E.>|<#/HJ3 _GPHZ;_YXH(X/+A,|/%# M^?=
H)H|E1_001IN:"1W4+'WJK'+3@;Y_MZ_KI<#*\$6H!=%_+39@&V7XQ> M'K
1""B)':Y^YGT\$KC9).W\$|HUYJWD=QM.6:F;R=XW(C+!^2=:N?F>#CFZ1S
MPW|MV%73L':9XRA\$#%.8B'<.C%B\$(I(#',<13|01P&1CNP06H3|H2VM,%*
M\$A<6HI;T8<7ANC',-1E&3<|8.V"/,B_A4'178!O&Q0\$;,"(N|. &6C(ZLF'#
MM&:U/%IBO|87>C=9|H63T1UA/EZ,3K9/W3NQFFX|NZU>NE?Z:U=@PXQQ9|M# M!
(.5U(7P9G|H+;?;4_\$A(<>TM#M<<.YV=B?%.= '*|O1U%J?H_VM=%E7|?8W% M'5T-
GNI\$OCUIX(3X8103R&DD)^UY#%'F!1#Q+!|;HH#IE4*IT-L8@7MJ(-|
MANH8Q^"T^!):P|KI&@,S/3TGOE|+27,L#,-'6)B=VK>8|/L8T,% "W|Q=\$RN M*>#@(?FE-
>8|(M>4YN" 7/>>-X|B?EVKC,N(\$\$1Y2F%,F^ M)PQQ*82;QJO|/B<)3+9\$P?5COI0-
%*%HYJWBT?U3Q %.(=)D,+,9S&,4B(' M/8<,RC&G7AOX&,_9 CP M\$-,?+|C7|_?
O&M8|A'?"-XK0H;E'.U3O;R^6@8>Q2EB.>2)G|D">Q_FU&

=&O.\$^MQ2&|V^J*5Q_,N9;OV9.L9>Z;D/:U M.!'RO1CQ%""4R<-
+8T63D4*O0C|&4^3*,1&?8=/\$9DZ0U*U>&:J\$QRE>)(M.RX
ZANNFGD")X'2>YF/%=1,4WIJH"SZ|H|, >XR>_MO:)|C
MA'B,0L;E6/&4(|A|0|_3#,4HBE\$81D8G18|XFEC|^YSHS@^5VX!;Q3|V-D\$P
M8|Q'W,G3T+,7;X"QF8G9;|'2R8%'X|;X'B\$VR,|E7;U@5>MRK9
MN:W\$=J">IEK;:9+N^I@|X6KN-N\$4\$(B'%&CQ@|G*\$U|C-?3E:6=W9;LX;4
MA=KA7Y54|/V+YH;?BJ_%YK3DMEH5Y&7W?461EY\$TR6><>\$9T22%&>(QS'U"
M,\$Y"&D9;?1=&<3&QMN^Q(|V@#9>J'\$PQ)S_=9|_@@,P;:>(U3Q#G@-#,B6^CV
M(;W:PGAS""/XO6-,JY++(;0&AY)S0&QW6FD(=8^T6Y/N!*+!|T|KQ><|'|TK
M_|\$)Z>C%+-X-7|4N|. \$WM%|JOEW>H)%7|U. #6)CY:78AL9GY/27LY?VB@=0&EM.%
M|':6T>B1F|FZ2T(-VK*S-|GJR|Q?V"++EYLF:8A)X5|;HUV,.N: ^'TWJK3
M9U6!K_|6'T!M|L3I\$A.?HCF,\$;<@Y\$P2F)#B1D,L\$-L6GJ/C: ^N%+#JF;5;_4E?
K)T6O;CZ6QN/3|Y:8V'A(MRD"1!CWM!A856U9F700'H)@V\$XXE-
|&@P)/L\$=\$=0T9|7JR#:P|7YNVR| (= M=&|3N-SRH+UX+B@KZ2?A;SRR;5')DM"
(8AS\$T\$LY@U&24IG")_8C).WC)/<9 MCD.CL_;3=*8.-
/5430_5SX"B|P)W(*J98FX(@HZZB3%SK:3H|7|!6RM7Y^ADJ
MAQZQ#XMZ=,I^X7(|O=Q,;HJZ1D"V|F3B1|&+(@QQ+D7P"@7/Z\$TQ9!QA\$(?
MA#44_)I0#+3^P-|SAN!229|FLOO MR\$08\$)
|5:I@#|MJ06*Q@\$7P|,2'NJY"0U&NT^EIMF_\$)RMW4N%U#'-4H9^FA
M+\$S%RO_FC'(8A2R#* X#F% NC%"2Q)3&VC'*D9&8!R@J@;?" M8L,0N-
+UBC(8|;D26A\$1&?\$U|QTG1ZVN>5-_KAK#+D 6P;W&W-JGAE0@UCL
MC+C;A6RGQ|LSNL(L,%P|@;:T6-'%Q\$%QVM>;83KK|O8COJKJN_A#\$=K\$/
M/TM'"FIFC,!(R|*(P#0EHF96M3J>"| M%>T%LF_4AUF(?
\$ARDLKZ"=F*2WLCID%P8MVXJUJT,O#F=2#2
MV"\$Y%MQ,IW;\$04|=)91MZ=NDDNC@8K"3<8R/W6|E\$DZ,-B\$&L@YN-'36F6|S
M82#5P8;|Y#|S=_1=3:_J^E-)OZ)'|?YB!S=-'?P1)/1?UH?B7'YA6TMB9F#N
M:J1V|7M5Z'(SKV+I8M|!H4T>IF?%,CJA7ZXTFPO|9,"|+ _83U|P|G3GPY^R
M40#K"S6;):9^BH.00!_S\$\$;4%8L|P#SO(P89 CV9\$OHW(<*F&0A7&4IFGL>UCKD/4R
MJ:G?:XJVC*3(|PKPM"4O/E+T55>B_F?-MD0: ^&FXXLY0,5/D'I;K@+:8\$<9
MJ*2=86"2S.T*"|N;FM,#-.|=<07&'&1&|=20ZSO;7NL&S3W3ZP^FM5 M%H=F=M2|
<;J>2U^B|:-'J M&_O7NA;Z+OJ'?L;6ZWZC^6@Q"42/@;-D_|SZD|PL>@:112|6.J MU?
57G^0<,3U_.GK@H8"==|\$_RQ';LB>Y4W/R_8U\$6C^M'V70#,_WU?8N M-4%R70JB9Q_<
FUF*MZA M|_=.?Z|H%,A4%B #O=O NM-|2.\$SG81\$"|Q|<"?F@=V=8|,%P9&,T",YJ
M;00!>&UY#.XEMF!-0Q+C1.OO8A3Z8G|38V%|L#QWSPG)
MLC1+/'/X|2EB4U.WYZE.V"OU&N4|'?_E\$V6#,W\$>=,O(>Q4-CX#XHFK#NB
M&P_"87CBHF NG8B3=.9W(X;\$/>E(#-Y@\$.:00UAO^/6Z::M'5E|_./+/9IDE M/\$B".
(49|8GP'#P,<2)+R"GW,4Y9EC&MN.%9"E.GQZ NN8/T1_%15 UVWB=A
MT0@ZC!763"^5G&)7O:\$'KIW(:1|8&"NO73SAS/-UU>A_2*C|Z,')&^<+&@SQ M?1
K&+QP=(')1|:Z1'.5Z2<^4".%FF62YS0,.(>|3V3,,Y+30V,/>AG"J8^C M(/82R|*2,R0G-C.*V&
(O>YLSTR'R&K"9'5BX Y(*X|NM\$SA%|J_J0"P,U(5OZO_HWM+I2?:WJO|7UN
ME#XQUH*KIZ=5090>_28LMW0UT1%UR6E|Z1R+6?)B07E&OJFR-%#O&RMYG|^

M9@;M1WETCK.BW<)N94D=L3";L74+V;X]=KRRRA7MV?[_VPR>O'EMM3^S@KJF=
MKOOIFMVCEH'M3-)7Y<>Y?@!V?K4&8-O!L:7\$,7:J2D9N[22:'L/*/#I>9S-M@DZ*
<.#OG+["3\$H*Y:?!9:KVP?Q4/IY9M2G?H9S!&_HS#*PAQFD1=!C^1!
MGF#/RQ.MQNBG%I||2D%DHKND=VG8V&4,F*TEU0F^N MUNU#5*S5(G(T)Q,K
MXXZ2BEI7CX_"SC>JZ:'Q!;QJ|KIZQ8&AY|J/D&>V#VC"W CIG-:\$55Y:L8
M=3!3S14D0U%)060O(BE^VYO(-IK^/+/<7,&TG0+G;,%1/O/7JOT|:|ASH?B/
M4Q38ZVWJ|)%8V(CVH(=:U: ^|GFLC#QP)S Y|LN/\$9J@7Z4)!F/=^,\$ MWL*YORCN&9?
|GUV1YLG6IU|^+,|KN2'48W9RI?&/_U>JY4|OW9U:WT@|D M|AWR?.5O==&RBO-
E&@4Y37(*61;+(4M!!G\$:<H0R1A&.8!:(Q#*,B4VGQT*8IA'A0<*S,*++4KD"XF6BV?
E"D|B6RN>=RA^Q MH*W^UVHN;!3T3)+^M \$<-I;N|;#KBJ%
4ELL6M"!P07X.!/%ZW:"*!.,F1, M)AEFPQ7P!FVS3
\$8+AWANYB,S;0,)3OL(N&Z@!"0F=D;WJ,LT M/D5>'NN*Y_B/=F5_U1M
|@I7CJ*XP,+,0E+#4LJ\$.SS SG/C@;RHLNDX^" M*|=
(&)A(AXC86<8QR)@90TU1!VW@I37F,WV:TAQ8/_UD)M_,R^2,C|4SNZF+ M^Z|+X\$?
Q_9"?-N|8KVIV+9DKVX|)%0!|*?KZ,PC0."(E@%C|A*3V|9=ZM/VJ?
92@\$Z,X6RT*>,\$|G#/"S6PX/5'C2'8PSXB MHC""J(5_?+NI#Q>>=U|?^E%
MOVX\$9_+6(:TQUF3&,_8,PCD)+4@U&8<)C1 M!\$.XI#ZR(^CE"V?68TK+8?
9C+J)"=GGP2!MLJ<+!,Z =/O"E;)MX!P:0JKA M-
4'DYFE/<3GIYX5('7L9|/#C1NVJ57.AG=O=Y<.I\$>^;LFS)
MCPQ9"W|S0&S4T.QSD+JJ#K1#9=!#-UQR/H?=3M8#_JUR"BE2W8<\$L&-
P:'OAO(W>6%GH4N'IN|&2@V0W \$|R '3L+L&4(" @BA9&D_(H/ M Z(A^2-
0,75!#T;%N8=KS<"I*/9>V/6LAHLH%KK&*;CO|IMXGV|;-3?-0:
ME87_6M9ANS!23\$,7S4I"TI D\$IV2QG5!PL-:<8U6L|G|:U:K80&RU*N94K#-/6#&!
(DI|Y\$8+8BW+(_90BCG'&O=PH0#31'\$(>LGX1F^ M?&7M,L-
>ED8!@RG"&\$8Y3:#87U+H,1^E*(^XC|5*64XM/O5Q^(:484>|??'U
M#*BM4(8GV|LJ"R#H..Q4=X)|5|W|H>>MQ_=":&.6M"=NL8FQ42VLNM;A0D
M|4F8R*HODHI_L!!F01K"- \$NQQU& B>_HY/L%IY:5_2|1A^)K!&_MA3\$4#|4 M7T>+J5#
|PI@D;M@)99FD,?B #-,PCAD?3KG8NW|&|IC+@|3*4|?8HXZ|EC
MNF40)DF"HP#&6/;+IYA"3 F'-"49|7+QER37.PH;Q|CDIV);1E1PL)'M"JD, M*C9|0474
BY|A6?59.0G|)%C5K6I/+7O*RD.. PP6?IPO4B|3+=3\$KV\$6+<(@ MUJP/'?
FP8D0|DL8<(HH1C%@FSRV\$S#+JY8&'S|+C?R8Z1^5A17_T+3%H^IG
MNJL7S8(N%:|W%.,\$|QXLL6J4(4H%NCZ+,@SWT.>C*7|..ANF=%&5|6"
MG)XRG,73Q3F#"Y0F.&DXGY8SUU'#)6!F.6PXR|0/=-QP"2BS X>+JXWHVBXC
MM#5|8&53/&^;0#9|NLP=^O-6OHVJ|JIMZP*O6|4SKKI%,HMFZ:&8AQ|",D2
M#B.E24A>;MM+<6_6G1!G|4|!#<.;^(KL68C_S611YD(1(M&.,XR6'&LA12X=WY.4N|+"
64W9.T9K8%SXP MF)DHDV\$XX)N|0'API%T/3!ZWG7|S)+C;P3MG M?
(6;MD;\$9+|Q?//\$^XD=0?#|AJ3#0|AAF1QN!4X0F=W5/R_H*5=^X&K+%X|J
M\$*8Z'_71U@2'*^9|!/&#TNGE-8>*73\$<|O&|*(FK%|#1^O.: 7/B'1G|LO>.G|NK.Z;6X=-
C/G|/"TTHPHG|KFE|K#?Q MIR|X3I9*I/I:"|ZJDL E,BV=6O|Q?BXU7/YSLAG|HQ?Z,,F
9Y#D:K#DU#EQ M'2=@PPJ@:Q5XZ+E|I>%W "R,,V--P|M6QPEQ,U-7QY"9-
;PW|A"NJ|T|G?E: MUYL+?|?"WN+V-T_MW366I"GB"
<<8,B_R893Z!&*241@2\$B"/ACX+S,KM)V|R M8F-U2%4J6K<)|H9PG4KW| 96;&9=-
K(U^SWXKY4,>ZR/9'ZV8"?/K-G|5## MGT|DB|Y90J|N@|J\$?
Y>D:FM1)TG8GF72SA<&|XOK:G/T6: ^;|E/_ "LWS.*<^SV'DRT@VE345
M&0KDT&V2)U\$2\$Z2U\$QZD,G5<6Y*5|5V@B()!NI^%A@-.^A"7#.|DRB"3E05 MPN_%M?
&CSLIM8-9_!QN@2_P?&Y^+% MYB/Q|I1MT;Y&\$S|P|T,"|S3)>>BQ M*&>)|ER|DQ0F-
C(=3=3!8HJ\$&3U1^2=QF78SCB1ULS&& MJ-#)O4!BKN7FG M5YQM>-Z@0/L3|(8OM
N_ Y6MZ%WU!;4R+_QEEQ|N4TSZ3|5O?RO:AZ*|*9GJ M?
K@)S2SC*\$A3%":0Q42||\$F8013Q&-(L|E|\$_3@/?),@^!AF)E;>|VLU>EZ> M-
)EWCQT%LEZ\$>2|HS"S|4;=I|*):I62AXF?"*^Q7; M_AF|W_IV|0*6=Q%D5V
Z"A:/J56:/"+D|I'?UULJ:=0?S.RJ*JOZ^QN*GK MI_JU:F7LN?-M.4^(".#0"
|E_,8^S",OAC'RLC"@/DX"HWE:@|0F-FG|5%7) MJ)E1&P9*SVHY\$|_+'5DP0\$ BO \$B71:
(CHR&L.T9K4*6F*_5GN|FRPKT3A_MAU8R-/+|@:%V%QS9'#"|+/T@|7V.0DB20"AWE%"
(D\$=@\$H7B7V\$6H00MGUA= M5/1|BVK-)IV7"9MAT5^3UT|K8_=%6,PT
MW2TR1LF4FC);)5!>6GNV|E-(?<3)75OL=SNR,J&AVHE|F@^_&LMC(-TN7;% M1;M-
^;E&?Y|WS|OZ#C MQ' GI(VAYJYH"F0,0|B*K.-1X|;RN=H>;.=.==ZMD"L?1MLEX
?W_I5L77GW M>/_7ZH|OY5-Q73:TWDT|UWWM#Z|RL:
(KXN"N>%0#IP4+X,O7VT|R|G13"! 8 MU7_#7T#C|@O>'1:F>GT1|89&HT5F??:M

M5GP%-G&YF=QB-,,QLR/Q2;=SR'V>3]-,LSW_>|C&K5'5XF-?5I:O>&.G!. M%76#%
(9AJ(:UV" T 5F_G8|EM|CB&03!(YG &AEU&A_D7PBRI0TN|P6)=M/6ZL%?_5DTR|JR/\$A;D*?
1ISN5^(X59& 20!'F> MD= +XU0KW>,"G8G-U)8JV)\$%OTO"IN,
(SL"DMZ5P(+R9B;*1VW9\$YSFIW [7 M/*+R%F,QSX EZ9J#EV^FE.(49Y(I-& XA4KU>
<^*I1*0JU1KJ|9&KJG4=' M=5LGB60(IY;*83,;S2L|_AW MIKG?!"?+D%T9-
*XG&G47|^M0":)F3|?S*5V)HFFY;K!_&;ZA&JR(.B *_ _!|/OOS=<6%:>3_YT M-
;W!'^IAC:Y1WY," "\$_-E'X/4,J:,"|JTXBX/7Q-Y7 %Q|^09UZW,I"=?% M|)/S_385[G,|CK-
E|LQ8/>^NJTksAHY4QFM/C+6+#+%+|I0V<L"N1D'09S M@C%,.\$,DSE" F>T;|S%X3F-
A#WR<'.#-UR8_@T+/#8X0T,Y<|GTGOVNI'NX+N7/4.@=%L%?6@;AF(+ '< 8D0A&&
<(0,1K! M/,/8(RDA46BD;1?H3:Q|^|^JO1=,N0'8!,T/7:#P29AIJ#(*|KS\$LFFL/X0RU
MMWFO#XM^|FUAX38I)?|&S0KW6M|1V!_ =+% 0H#E,U\$DELUL3V#.9Y
M'D#*N\$_|**\$A129Z?IGDQ*JN&%B OKM%@\$S%5>TP8|X?O'37B=M M=QJO+ZPCI=
<@.*O>ZP/P604-|C1|HKFKZ55=?RKI7=&NM(+ =QW=-K*B*AGY"
MS"N)AG5QG#!F.G=7HVZ<55W+B\$X7"A9DB^>"KF4#A\$YCY?)<3HMDE=?R:JG9
M|EA.B|"?MW+F"C,=.:IV*5..JE5!98!.%3;+H5323^-I+K:/ 1>(4 JC-,<0
M<_%3\$G@1023@)-1JKC9\$9&+EV2<+G2-G-I!A(:URY7<9GIF);*V>NG(-/0* M\$_?00;
|\$:SMU&UQZ%L73\$6ZC@EK76B2-?5FOVH*COV+UYC|92Q 4)3|S)WE VRHX: &=9#E^(:
M;B5W1,&JDUNV)#T!EACE"PRPL|C8:CI# -R093PH;NGR|A3\$.*@W0PG>LM MC-
#XIG=5D79?F?/K/P_K*X^%G|R^DT:NAT=>?;ZKJJKZ@|9Q^Z_C#C"-)9 M!)&//1@1EL
L1PBF08:PV#" +4J3AG)Q|0F+/Y+ZOT_0#\$\$%#?@D!VPX|=MR4?
KF\$!YP'3S\$!*GH!B"BBN@&1+#U<;*SH"8,C.P_0=C9X!.".#/5X= ;M M^(CEYS/SXS\$X>
LX6,Z|- =QUT;YRCQU20M(8OKMWPYD'S:|8R0RW/CI"6/4XNT4YU:=
MW0X6FJVAVRGV|_NXG?R|W1G"-|:T=4%:>;3_S+HTM6:99DGNV;\$/4|3>I%2
MX0WA%,/8CZ/ RWP_C;5Z5@|2F5A)=C0!ZRH|FFT;*+.S@|,8Z1T7C);<3)GV MA-ZCY^Y
8% <1V< IVG,&O8?%/-UI'_X8LM\$^6W:.-775%:M"HS0);L?RK| M7JFJ|ER-
I=VOJ|EQHZIZ?RT+F>HC%*I6O:=U<|%8;>JC8U,+HOU M3?J!"XZ9M;NZ_72| (K5?
K|U+7I"1 'IS5|1K&;=BKYEHh>*UEB="UNETT>0<^:_MFV
M/FK#|GLRP;RLK@56\$S2%,; "Zaq=G|L1^S&@N^?OIO?;!&&OVD?6/VU*HM2
M:.*P4/U4S@|_RAOR|8WYPNI|5G|CJR|0TXC-5\$;SB/"_0HR3'\$9\$;CBCT(A M#YGOts3R
N%_RB'*&N%W<_I&UF7+A7X.B9K^7\$FV0%F5<,,88!UG!J%@"VPU
M8NS3(F9F7A008(^9S23>!=CR SJ&0,^1|MY,3BPL4#0(I\$^+IET W3VJ9N%S
M>TP&P^86R|X7+K>7^2|_/F(9N^##INCGIGQ?-\$|5H|S&&|X-Y_67"0^('ZIMU!
|!8F>'|\$D:|R!|QW:|F=YMD/2D={6DO\$)MU"ZHG^_L=H^9=
M%KY;'T!Y+ZS)RX<_6V%HQ,I=E|9E\$,ESL22#4<@YC'A"8,XH@23F<>*61HP
MK=,_R2X0FWNMM8D2*|A05N(1;!DP|"&&D-)PN1S);Z;4AZ)OR2Z,.A1?E-|
M57*\$@IU/9(N&F>>C(>*@BS-T_WR^C(84!TZ+SO5N!TY=X::M\$6F7J;!'B\$<^
MI%DB#R^S*(.BW|PFB\$OX5F>&)UE7"(XL;EZ-0))34"2|68V#+F9)+5%3|K
M<8F)F0DSF@|@E<;K:|%M1^YD%0%P|A+W!L_QP|"SX?2.#P|I)7;@FGOVT)?=#
MS'=Z+;SN#*>C^VQ#5'?%(|MFXLO!"SDJK'G/E"O5+#+/?3S*.& PB0F&\$2_9S M/_!A2
*2!1%.3FJ|0!|MJVD'?+U%C+),C@1F/A=WTQ384I1S#C&/\$&,F3);,;XS4|
MRWF9J,7IFIE1W-&5IT=\$40;-)*UZ^<@/JR=UN,3^9#4IC'M::P"K9QL=@34F M/-
|H"W8(64>_RU|UV'I/6UA7S?@N\$YRW/9|V \$<-^_3OM-CN|J9.|+ZA\$70|S
M52G3/A|+U2#P4RG TARU3YN4Q|B)(.25@A",|YS):10"%8L)@BZ2!H,86T2TN9M:@@V1"
CJ8\$<>?)H \$H/I MHUMH+,N"&6M
K5|HPA>4ZMTE:AQ|D4A;/'=')R>_4ZYVG_IX#.Y#-9:9;T>J
M+|/WM3@MI'M3;N,!T%@T|&XD-/>5:=%>K-K:BPN^%J5|4&/8WF_ ^K;=,?)0
M%O|:L^9.^H5|P92<9)R@&.:4!S 2WA?,IK!,8R\$R+-L%E+XEFXGMA._W|K
M)#L&"1:>96=TX:@|=-E-)\$*[6|5Y3|,_L63RX,QG.V4.PMQ
MN|?.IO7|+:M5.=8V9R()\$.NRV(.9H1&,Q%M#N.(IA|Y',0_\$6|0CN.28(|LT5DRLYJ0
M2|^*^UQJ+UULJ|JNKWL/T&^D&"\$/8"2&DB|U9C"O,HSB!GON^G:>S|3*O_X.GE
M)U;*S2#URUJ-'2@TE=%:0\$,5U);-7.U.BN!*V0X7GU?%3@IVI%BGK|)L10&;
MBI5J8EW5W|&*|5*Q9#)>GZ_E?MN|PS=?MQ_'7L+|%J(B!U4EL<081+|A#;2
M1:&741X:M96PY63JZ-6&+R@V1%!RM@_?FK9X5'54.Y?;L'N\$->YZ:CX+FF86
MX2B|Q2R^Z.|/A8-02OP=X;J;4;L) 9E-%BN&C)8|S%O:X6Q3\$ MYFS# &!6TPHU(-
S4&Z!,-\$6PRV^X2?7H^+%?1 =ME:2U=89WVV+A*F6 M+@#" ;BT|H0S M_) Z/K57>^|
|0J9'J G*KWC=U+,E7|TK=I4*./5<41%S*QJY%UC1F,/=|L;L-
X@ABBAGT<\$!RCWC<1T:%AL/D)C;\$ M6^)=;3_8D;?*93V'F>89FS,D#
_SH)PN6V|;0|H|2'=)H:>(_86V9X7!#^3 MPGGI+CM-OUZAIKGA*F_K??

4HO,EESO.,^YX'DR *A79'""(F5-Q+LX"3(^9
M9S0Z\9C\$Q\JM",J7^G#2H"X>>IH\3DHS;3T4\$/S>T7.HH>>%<:25)PC,JHGG M!7RM?
0-76FK<-K7Z>XO:==_RU*/Q;D7Q#!-F!P#SF.(O2B%C(89YL2+4&P4 M2SE-9FK-
VRLG\A>_G*:@*2IBJ-%-U1""ZG-57)0*%=J>9K(O*HY*.B1>@Y?
M;9&!O.F.)YU_Y4WCVP+ZC^VM5>/6&?ZQJ)D>9,MKE;"S3-,@|GF:0\$94O
M%_L09SZ#&4\QYLF\9%\KGF%)?VJE?I=I4%1@O:!\@4?%"7A6B52R2\B6&:-6 M8;90#UN
&0 T,PW;5ML_;;CY>0-DQU&?D2: W#%UJYDA\J1'+&.L,WJOC,9?Z\+HS#ZD>
M%.YX8O7PY>,J^.%?HUGY1HIJIG1GI708_+L@E)52G5IO-F4:\$&9?B88NLPL@?*Y0J?
+\$Y9NSV=5U MOR\;^<97F @\,UUWB9MQ\$,, " 4>1 M#1/*LX8\+"!Y'0.Q6<+.-
P\L1K):6""U*90Y66).?)1%*;0RX)8F!GLPYQG MH?@UC**<4LX#HX2.,W0F-
BE;JF"EMI;K#5TSPW\$.)!|!"=!"EGH^3"B.89Y MQ-D,8H+2./2HG_E,ZMQ-2.,^_3T;
<@4.C94 D'0X;4 M1UR.@\1\$X\BB'W29QC+Q&63K\5JA\BY1 M,3RWV=\$'!^"
FOI,C8\!-4\3G8Q5Q=XF858S20?#*MJ+C5?*5,MH/PJ>&M
MYC\$:%0GXM;3UZN5^+_ZC'S \N\#\$-D\EQ;U>Y.MZ1U8_5G->\LL1&R'C&?TBS,<92;-
<0\1TKK*SJF#=Z6,'A"A6%BY5E\ M\8,HV2VJ^7;4%P<=*3OPFR\G8-EP1SM&TX2V;6?
<,E85\O""Y>;Z;KE!7+ M*_&BI?)E^W&%\IQK\$25;_ "KIZ>:D4+M?+15\PI\M\ WJVVW?)
+MO2:V\$EW> M_CX#H.,_ "1X;X75UM"HVZ1DR//LV@E5/O2<#RTSON\IE6>P!U
M'_2L'*063=(;P0H&5R?K1K3G/6^W@>7H%-YJ\$4L_?XV;5GQ_4+VIG\1)D&(
M(QCEN7CW9\2'N1=F.,QIEN>\$A'YJ5!EY1&%J9W\!S\!O/X)"TX\?(Z"AW\XC M-86+?
DX05R\YT?KSNN#GO#MRN<\>:)/_LJV8_%:M5A^K6AYK+8,<\$Q*D 20H
MY#!B<0YQ1#A\$7D)* Y(F&?
ZZ2ZG2\$SM7N\LI9D04_79+SD:6R&M.6,2R1#GASDC@U=:V)\$3D^7N!%;-
M0\6B8GFY%;DJT>JE*9HE\SU,>>C!V"-R5B*8,9#'WIO'.&(44X#_9%-!H0G
MMCE;LFINF=S5""^WHVR@AR9 :BBBB> Q,U"GIUCN\!*,.=.&!JVGQ,K!F\$^%F
M.=_)&7YFEM "A\$'\:++>?%;30LH#6VIS_ \0=R&7#N***9GL!WWU6-5M\7\9
MO;Z:=LE2WR>IK\FB<@_%/:SF'&8\GD8QZ&'TT3+1KIC;6*K_'ZMFE54)0,O
M@O0TK<<' -?;I,T+HYGUUFI&ON4%2&86VR;DW4!BHGK'R3C0=Z\$G*];K4?Y>
M_&71\2T74LW?I_PRH#,W+!|@Z(?L7'X90-L6YAHKCQR;MS^);?OA7PM6BR4?
M7OHN4W%&H\75GV(3\$A&/'!S+8.XS\J,HR"&*\$(\$ACD*6)S3,,R,/!#YR8^M-13 M\Y*
<;2_0RCTM-|>0,,PVDZVOS*QJ\H@H,5)\2DYG)U1'RP^|\^GT*<&.SZ5/
M7F5>CB2V6=4SJU\N^(>ZEEVRS7LPZ"XSW9=M0UVV)!/TQ?:D6C>KONN*J(?
MY9%;E_PT62<&4QRL*GNT",Q6Y&,B\GZ\CI%IEJ4_POW\5#9MK4)\$'Q%&71+E MDN&
(^E&<0H1B"J,@8! 'G\$ 41RAF?D-09R:OC'.)\$O#WCNI\$4\--!'8Z1>\$2S3<8H_)P^F9"KHW
MF\<?*BA;:8:44O'-:6ZKID6K_U,\75>4+8-\$MG/W\$4Q"BF"4!A'\M2'&4U)
MX"&?;J*5SC1,9F+;T!\$&/>4%Z&@#01Q(ZOIEA0- #:N_-'-|U6HX!D,(R B,YMCY/L@2&?
5(SK,@B8TFBQG0GE@Y.I*@V;,-J-BRF&FJ
M"99Z*CP10F:ZO6%BH\|@+T.,USPC8<>).\2W\$=V013"C/:BHL('EM0VR6L\$A!
M_.W;N_U%OO=_WC+Q!2O;/EW>)R\$/@RB&.(ER&"\$:P1SG%"*>9RGA2<)R_;DL M%XA-
;#X\$|0-E,,B7NX32L)UP+;N987@M-A"D04_|\^Q_+0@V4">N6>PQZF9>?*
808J5"CDP%S%B:V=)(A MX_/23UW^J:U_+9@#?S!99[X=,_7S CP69?&X?
@3B"LS\$WU>KS5TJ+;T;T?PD MO@-/++2!573/2%L\,(-4=4?|A67BYE6GLTN*9Z7EBTSX),
|MI/-AZ ?H'(_F# MBL'-9.P%D'R!/<86X\$OW;-PY;O;H./+7+!B8U6VS!^BU\S9B)XCBA(<)
(*A1\$|0! M:EH*-.8/XA41;WJI44)*E4@381YJMF#<).E;2I4D>T"M.A/P#@7%LLPDC.
MI&9(9R0Z=K&=F^M/0%!=@'VZTK!WE!T&>BZ+YRKB,T!IWM#/99&/8D:M\AV
MBVL>KDHJ_R6G#CVCE\H@BA-&^OVPK87WT5%Z+JI%?
LZ6MGVPFB*O35")_8#LV3'O\$Z0"HI^O.83'3^BTB MZH<|A8 M6#;26\X?|2B,9R!T;
|P>G0G+D)G \$,QZW?3&XV3_B\?BCOAY4?
M96\N#;|9MPTM\|P6\7\OGH7;B5J_U&5+/Y6W=?WWVG"2G#6!B3<_LO !RJPS MJ ID=J-
W\JS+19?|@P<"V7VI42H="7'9;RZBIO+Q\I
AFNU1F!FF69^"XQE\H^&TROBTISL&NAH8/9S0\&&ME2T0^K@=T7?L!!A&#D\?
|D9'F;F: 04YBUW=\$1TU7YGD-:\K7AT MQ#YJRZ-
UDYVBWVZBDWT\|>9=MV9^GT24.,, ^"+(<)CF51-\MA1H(<>B0*LBSW
MPM@STO1AP\$L/>5V\X&9=HN\;"79+08-M'\Z1L3 M3DF#5N?Q,59X\;\$=:?P%8K,J0)
|@KW5>|RZ+P^R=-5\$-|KY6Y;;MY+;S7D_F M\;FB1,_"W/.84)D0>4YM>MDU>
|9IP6TWZMH1V*G, :NE\$_(!8&IRZ3XRIW4G\|-B:'=6/ &;P^-YFW?F. M\|\$=(?
7#,\V8=^S.O=XQ7-3MW7A/P-"!N'=ICH2/%|\$, (LOCF/@QX7&<)20T
MZGE^D>+\$UESW\LK'N41F/G9US"B^B=@SG"R. ?KY9_M.\$Q+5H>'8L/T9C\; MTQ+_U
&9WHWFP>^_UQ*VH>67H>2KI\K^O?Z=<#)+/9MN_XLNUFT-^50\QS(6T2Z)P/=

<6A[+'Q6D6UKHK,%ML?"LA_7'KV6 M=;2+,\$,;CT(PV2!LTRQ.GC%6JQ53&7O-#?
^DOEBJ=<_2CX.8^YD'@R!D,,H M'&9)GL(L8A["(0VB3"NY>P0/T\?%%\$=
/F^A;0PTJ(L"%UL>0&,XYG@,Y-J! MM"F!-#-
PAQAVG0NWK0A5/L&6)0GL'D!0VRV@+B+NQES,->A>DAA'?N!| M, IS"J,D0A!|20ZIEU
_CA*4,ZVPWE0,3FSW5"NL=EYW.BIK)/,W0J/0AM MVX\2U7ZT9*U48'30JH)T4?
15UZI"/D_/?-&-\$X?;1YD41HG_0P1D1--4@RS M,/6@1W#&\$8UC%*4FF6UO^FC-
D^#NY"V&;RKGST#O-?;6R)J|XX|:|4IF85O! M74O>+<.@YQAL6-
|&6|XV>7';OV@*2!WV/7+*WNS|DJ8_1U2?I4GH6&,\$/(@= M:%>FL=
|ZJN9|E=Y\$=J7WOSU#D"N|WKM|TQ*"A".2(TA#S(
M4A@%/(X2CGT8S_Q,0L#S|=&J323L#GOB_CK6N|MQ'OSO_|#3|S_5@P:&N^)
M'H^>"7|H T W/Z"0SF|J|_7:0>RP#_+VK^O9|F(U"!|SOCB(R6B."#)/%IH4
M7U=91M,P.6|ZTJ1_'4U34O-SLY_>'Q:52^J?'#?<0U"QF)\S"&|!+_B'SJ
MPRR,,0@H1/LX4DXSHW8HX@13 @>D M<61"3E&85?'1'RM0\$.7CAR>L.M_*P_
N^Z:3=_6'Z4QHI'8UV8YRF#\$A=,\$ MPR2"+."4TSWCOPY)&_)13WM=0V.FSK;HV|!#T!#3
M|0R\$(9)O,_I X2S\$P|T|C4_IKZB_|BK;EDE?82/Y6YJM>8I)G;IY!H?|8 M|P,
<3NC5DM3J9/?F M;
>O%X3:/U>|=F8WM0'<^ADTWHY3F!WNO'NY7J%FN:&G|A:S>3@68R2+(FA
MG|!4O+D)"G,YGL2/4I0&"3"PS;073V2JXGM@"(N#P1.MV^V&'3BYEEH>@!S
M(VQF9T!::|D.VQ\$83MMEC^7I#=#H.X+Q=+MM5XM;%%?<%8_L/7NJFJ)M@M@3
M_|FI0U0U6V(2Q*\$!0<&"3PGX5JV#8Y\#;UBC9-R1!1Q/T#E<Z@Z/D"|8020'2=K/P(M?
BI*-8BX,:OJ_:'PG/K\$|:V_|,?U/4IUGL2|Z5CK9#YY#&>;+/8M\#L)0=; MT<&>|\$()_P.
<|DWY3-_Z<'2V?X|SA2G?*S.CB(G9=*BH97@_DJMM'JY107| MK>.GCZ
:|T|UEYLZB')@^7IV@.0'/#=_ZL^F8TAMU;#HK|OE^3>=OL8@M?D3UHWCHFS+0T/=(
MF/HY9!AA&\$5:UX,PWIE+S-WWWYJV MO'?GBR,02J%HI"KCS6KQ3=>>&
(3!MK6AE.>(|:IE43+C7LMZ|8^U5YN+|' M;X|N9=|_4F#-
+)%#3|T7U%N#9+55,*LD9VQK/L)_D8=OGH;S^\$5VTK|FKKH@:3'-;5T^L;E|N MQ2-
J9<,N|>G3HYHA0WR64Y1!/_<|& 4XA2A471,)RS\$1'CGC9C-D|(EK??G&
MC)2Y%9|_H+Z^>:EFCX7|6;Y#V(8'P\X0^L#J:;%CL.SZ0/0\R+KRG@NP86,!
M%",+!=J'BZ"9|W|PEM|5VP=|PO-V>S &Y*C)@_D*%CO|ZZK>I %|S C N S|KZ0
MX28FWK@)"0*8YRF"\$4US|5,0B5_AU4/ M!8=|FET-\$(
HV4VC<+7VQ0AL",X6E*#L,!HB>VB TKR/B|H|WF|2@D:E&HP M:'#ZSOEB!X.
<'X00A|TCR1%/O6I M7,V,W3Y-*_2\$76%_MK(3:-
GM\$1SB8>H:'7Y|L@XG#EZ6S=6RD*8,AS R\$|)1#3+A\$+S M,\$L3'&5ZY|2#5":V?QN: /?
SNAM6/Q>RA13"EW MWU-B4")'RGJ:QJQJ.BCF:P4=OMA|*W17TZNZEIF51:F|(E
IKO?:7GSQ-JV M1TT=YNGO4TZ+>GDS,EI*,|6ZJU'7(W_0BUU;,*-
Q:|@5KN'TRO.MD48%&A_ M'S!H4UI8UU<5_T NKMZW;1W?U2H?:%L^J'B,,P0HEL-
AI"Y,M_)(??:BD* M8JH_'NH|G:G53A*6@P^!(@L^?
3(H#N/CD:DTHW,IDI8@\$Y>2;676="U260: MD-ZDL-\$)"I:EC9N'OP?
&IT_.BAHO2C9/GRD6VBNM-= MX<-_+A N5JH:)|!#36_*;|)U:%VH"0)?
J|+>_H-.47S>3L2+/-SD@1Q!CV\$ M8QAY40AQO!GT&0FBC'A^JG?
(.@EW4P=/MSE""|QJW:G>P0OB@8H\$&_E+<_J MJGVN@6+;8I+;-
_J4;S/Q9D_*;#K|%()OHF62S!-=|MRPMO;M.5R">O9_EU. MB3CK-
"1H(=GE&V^5MO.SLN41S@AC\$.,LO)<@9SG.FOPYP+^Q(A&HE|+?
\$ASG#.*;\$HPL3\$.32D/|I|)Y;B9GQ M,,5/SX9,B(J9*>D8D;W->U: XF6Q=;9>%O+|C-
56KOH,N4%1^Z,BB44CFR+ M?*5938PE-*|MC>TR=@9'9<#M>5-+AIHXD<2%@?&Y
M4?OBUP0F-AE=1M|J1|_,?AS!H6<@Q@AI9@\$Z^3YKR&>LVN>\$<*2|1|O/JISG MA'NM?
6>OFJJ&&XC M&>D"0H*3"9I%#S|,ZSC0A!"|B!)J_-W4,N.FT|@_7)^F@;06 M1G-
VCQYFZ*VC3)8_6O6-UEO9LL;Z&14K25:8:#E,>&*I6'O#;GX|8H+|W)3
MLKN'NEK?/WPLGM5.M=G&|)<495|*,)'#J80CFX0\$HIC%D&4)SCF/6<:YB?%T MQMG\$-
E0|\$X D#T#6,L@^J*#M6_%<|_)U1C4L_7?V4/2,Z)M /|=)WW?(A:<*<
MN|GG^T>6ASZM|!K>|9WX+G1FQ78CTF5VTJ)_@|JN)N0#O8! 2NBP^-TUS*|J
MYYWQ-6|)OFLXCZKXG1.PCS;L&GUV(TW""%./QC (N/!4/81@GD8I# '&:9!|S
MHA@;C30Y)C&UU93ZO*-H-9'D!"|ZFW5|:2T,E|Z@5EOFT|(XW/J^(C#|P%O:T
M@*>VHF>NM\$@|_ =Y5&EQ7I=BW%E7Y37AC=4'\$>T0UU_NU+-IFDVJ8>TG,PPA&
M(0EA1\$@,,^11B(.0YS|W6.1IY7T;TIU817M&P)83T#ZZH8E?_O^JZ9;8PKG
ML|!|")*99A_CL^_B|X.I^+ #):S7Y|NGGN4Z#FEW>JSOTS#)BS3\$8S) U6&Z^
MC%ES&0|R:"UNMW-LOC)AKTGUR&18<(D#*MV6' 8HCF&4"@.*HDPV%|VCA'MI
M|&>929^O@|6-; *5YNRJ!"Q2*F)D+> +!&*4R>|U)D3HZX"=)Z6=PU0IS@->MFG;75N

6U4[;29T4S)\$W>[CV MK(HL2;%>^["G+[*I/525;E=UK?9%VD6'^W=-K"LGB0'^ITG%X8&
PRHS3C8S-M?
3E58^AJTW=>#LN2PH.E9JPE/["7"81'AR2OLW(QO)F5: 91+ "9> /*WHGVX
M7C>M4+1:Z%M_ 'BFSFAM&[I]"?RSRC#\$OXBB%B<=1\$. !EN|UJO\$B)DI=<|,D-
_C[2BJ+DE^PI ",;%D" M&YZ 8,K=>W\$\$ (H|>GC815>\$>[ND2+ASR^M:Y&.YA
MUTC3F("H^2|OJOE)3?8B M[7ZUI6^O/T,);&913LA;#<0"SB?
@'='6*JOIX/%JLVT)SPJRORL?Y%E65Z% MRN93V=49U|^LD9I/PNB|EU^;7V07RU(=)*
!;AZKNBY*["5C.PY0',40)BV%\$ M: "S6&P3LS3W. MO|,N)%
;E>79|3*RSBBO0LR73%7>,R5EWOWX'.H 'G.& MI7V6ST#/)YH!63/;8
OJ!"W@1F+CJO;/DHMY:P#0754"SAR.3MK=YB;OTMF
M\$@L^G\$M=T#T5|E=H;HOB_+Z%^KE71O?D%%N<0A";+\$B^3@G0A&U,MAEO-(
MYM2+DX2R!'G4Q.#9LS*QS?NEKIH&2-IH)2D#2=/0HHW 6<^HS8.>F5W3J2W: ML0?
V^5,8NS-KX|)%Q9-E&,#*K<1L/V&O|YF#%"6N =@T>OK>"Q6:),Y)CX<7!
M#%,\$(TRE)R= Y2Q-IH%,8E&MW2YS,?DQ_/=-3+)RU^5E@H>(W"M8U=N 7,1
MD|K1G|DVYYS@,9&&-M9 \$H?KS9|@PL3*>=X4D9SL=
[PB=G.U'J;)V!^|)\$|:=:CBG^OGY\ MK%|\MT|-6|AE=E4<_.5)WXE'L|9%ERM.R_FH&|'-
Y7|&WNJZNWH|<UVJS%><8QY1F,<2"-+4?T4YED8PICQ((A\FF:>5L?@4XM/O1M6
MY("D:'SJ">M;L) [#IFFL=(9;4GW!M(W!D 0#FT5Q6Z?4XH>=+H|<;!;%)!C
MHV6#U|BY'9NTWZYHN=^C/#W^RQZ=VF> L|3D1G@2G'\$8H#B'* @Y3\$J8A
MRZF/L5%3R8L4)U8N00/MON|S+ MS.8 0<>+N|>VMMB.7LR7Z,P@EF: ^!"F
4)^GN\$LUMI9#).9_ QU1QAL*(? M.JJ:G6TNX#2L|^ZD-U-T2\&UE5I/KB%-
%BOL:;'X;:?!%Q:?!6WU!-SHJN;5 MMB|KI?BM6% @EV&YVGR0DA*01@EDL|_XQ2B".
(@^F*>=YGGb>3XWV_F?H3*RB M?9..+5F=+;13+HOY="F|Z*S>6V>.
<.2N7L37N:RLSOUT%1C|^JPY?;;D6O M*!4/O>G_|;DHF;^D-
(@#+Q3;T9R%XE7*F7B+4@I1&#*Q\5IX&LIZB"5>3:G
M/<7%Y@<@:L(Z6WVKR:"VZQE1T0:,2>|M2J,VIN!P0|WN4. M76PY5XH4717K-
T96J&D*7A!URMT7MPI7>K|U%W5|89:AC|* ^PGD*5RLD*" M.,PB'T\$?IPD)@Z|VO9X#2
MS\$|LHWC\$T_8O@JW%Y)W(1F+C:L26)1?S3N(:!|71P*Z1RYEGBWT4DE>ER@1_
M9O7+IY)^18|:WL3YNR>V-Y*\$?L+6&0&'K80;V"ZH'\$P|
M*+-1#M6P6%9Y4F>6G"T7:EBD_7RG"U=:>@<'TRVW>9R"+H7L.O.?O/'.U8_
M"G|^11B%&84X|H1;@/P8HIP0Z(59YL5)E'M19N06&#(PL7YN&("HXT X|3T+ M8"5Y
&+-1_"32F3ZV= G,(5:TQF8\$!\$!#+^#U+-Q='GD/YL;=|@H@&7+XZK=\$ MPM4|WY3|O"|
|2W".WO*VZUA6P%>/K,OJE17X?5(RRF,<|RB!%"69'/KF08Q1
M#',4YZKQ*G2,Q;^ST@Y%5|]"U%E61LM|HKRK4=EP M5M|PU17CKA*>"9.-
H;E5B%*>|;F"4Q#+-. MM=K2+'G4I*WU!(1"#M7>Z:|U746?I*MEIM"R,NH?
ISCC."7XQSC938S:4/B@ME M;4?58L."644ZSBPY6Z1C6*3|2,>%*RT)O:3%
M61)#DLM9?3S+(2*):!WTYT|5+(YXPK01 "|H3Z^M>GZQ|^7|Y::7F@XC7S"XS
M\$*"#TH)&N|3 !FH-1V8Z,V4_U6/L2|)_Z8\793QT:@HPP8Y^|F.@3MG)P|M)\$O6
OD=O/@5=.7@V&\$QZ.<8+CF?NV,GZX'78|F\$N?-SLVZ;%I6J/_/|??NA
MKF7Y|IM5CJ^O_G%U@ZB/D'5T@"-=J4PD\$^:IDU;HYK"SOW'M|S^@|*I>=(R> M&(:
'6)AY"|=E-7*93J_ZFQ>TT7!|AVGRQ=;-NG;5#)|84BV0)467T|6^+6L M<,-
JU8_K4_DDJ,O3J9(4JP)U8PB%H:@%-ZKDZ7.!L/A+^_*I:=:L6>8^C?W0 MIS#Q*
(%1AD.8\$SFPQT_?^?^|>M;EQ'&D3_2N(V-@|W1'&O+R MW<_N6|HUD9W MV>OR|,2<_J#
U=:T+'E(J|J|O_X)"51LD0A09"N/1^FOV63R,R'1#*12#PI M1!0%3!*KXTJC:CFR|S!"S.%!8-
9WG =BES9^XZ834%=GU"B- M#K6^0CN|4:WX%=JI?H4N/SXXO>"8\JB'QQ%QVGI"
<>\$^15|X:C"!OKT=W1A M7N&OCU*N?RE7FVZEN?7^5)^UK_2|CO/DHCE"A?4<)DP
MKMTWX1+*LX#Q>(BIZ|31L'/"L|YVZ+AN;K5ET/M5 M-
A411P1Z|ZMWA|RL6A_:9;5|ZNV>&*|:66.'J=IBA/C44F24IRG>F\$B) N"
M7\$F9A2"*J*\$*C>Q6:[9*4S|X:|4|9GD59DN52?27UG+|MSISI'^|+=*";+Z
M>U|V3G5*^&%:11U=_MGP93|8@O;?:|GE#S=|-09=^!AU==43=4//Z
MAZF^V+D4P>K,ZE/|07>L4_U-JY/GSH311CQD">8_WJA1_<>/X!5@
MK>ICO|JZ8*A|T|AU0CLN M9A.W=|^J_P24"1U8>7GZ:|L(FS7G;4-
_&F^2H).6>-6"70PTG0%0*,<_*C| M.7F|6|S8AA2K|N7Z02|Y2_W*%&DBF2(YCL+Z|%+
_,TQ53&>;2RG/)802+& M4T)&GDA|D:B1>>D=LT?'+D8<;C-L;H'-!8>!??
9X"@)/BI@T!.PS|C@ |+T6 M3@WRH:T0^M|;6NKW??2,./1)*F+ @HEI3GF(11AIF4#
=4B(0G411PJT,|
M/3)&GHI;J6@GMNTJ8,|^<@Z<_JGHR6383(1;"R(!N6"/\$P7(N3\$G(P"Y8%27
M_N/2I8.Z*|+%YV6U+FL!U>YVW_W\$N:Q.Y<0\$|FB01J,UN#IDG9CKX=VO9L.?KZA

M2\$'K1AVDM#ZC=W^Z^'#L/-";00Y3?I<[GH9&*N3)I9BENUH^R/J=4 MRD2L0@4
M5\DC/T|NM<&K8PZB'?
UJ0_(7M5'95<*3D8+Q3I@0C!6!#A*M=,".:86,/JZ"6LYVUWF*G0M@Q*Q!,0YI&|/-6:H
-5VN8ZZ">C MS<|7Z\$N#XGT/BO"(T0T+7S\$A4/JT49|;-*_B.L=A'(K#EM72|&_ ^ ^HV_K|:P
MENZG|AVL,Q 8"JA|JW%|1JL_#;GLEYA 6K"3AG>[PM\VR;|)?,|=PBO<|X
MMXJP4P-.5P_68\Y!-5C?=6[AU1\$09],W|T9|?:3Z:7=.B9MSA7S&HBCD&1.8
MLHB89CHA9@F1F&=Q&G.5Z3 5!8#DCYV:-66\$2|K)8"7G'X?MD|V:B".KIDN;|/O1,
(GC|T,-F3 M?N:=8#G^R+L-XN:/;LL5EU)4G|0DE%THWY;E>L'+;9FT?LON1!;6J.P2(K"
M'.@HXJS) L5+AAC6.I5"6>_EP/W'Q/?@<@ M>%*G P?DV,XC !?
47Q=_WE;|IOROBH_5NOY4UV(-9MX^M:RT"WI0FYM6>X_WJ|JJ@1A?
I58<5.)=7<YQ@3D%&TC0'T81
M5&OB:74",=HM6(E8++5"3<|FH&=)|#E6<=G^B81(KN28OKLM2O2'VB_JW+
M_D;^E)W.#2\$HML YZ8Y|OES5MZ|N7CT_/B|6+E-7U4GR8EY+K=Z":Y4F2
M|)P1S+A(.%Z440%"W&1Y'&A5T9!GEHMBJ94>O2RH*=GNGSY?ZK=&JJ>B7K5
MM)C+3;VVHM6C.00C0|N2SRL|UL"#OV|9SWJH^GZT:ZP*NM21|_OQ/A41|J MT)\$:
I5"MWM%!O|T-B+V@|G6M':AA0MXO!EM;T-88<|_G+K&8&?0#_BT 5RJ M/^!3=R-
A:9XJJY|J|SY|>OCT|YUS^W3I_73W^=4=M.1|_3EP=,76|+|A:
M_!QZ"6"GTF4ZYMB)T3V@G)U:MEM*PU2XC"?";J:KN?+S6I3|0ETS9;)|J:
M&^7"Z#|=|Q6-U4_ZZTE:5G1T7<|DL34))9:APJHH,\$R\$#K|/)<1B+@,=*Q9D(
MMQU4|/(<@H^IKY:T.NZ|_0H|P0D^U B;B?UJ5>MV_V9-(F_UO6+9DW*=GEV|Y
M^R\$"|Q?S\$|T*:1#JJW0M|T|JJA MH9<JQ|=|=B#J7IO&CK=KTP#F@_SB@,|2_>-,?
+|@_67|C7V3K=DQ&_V'36D"DU%Z4-L8|=Z?Z=S TW9INF#>JUY-EZYW
M^TXZKP/;|9_ ^V"LY7YMWX?/R5L;SE9@%4@J6QAE.HY3I=56>8,8XQ|104B2,
M%\$(%L'75"%J.OIK:)NM4(UM'VLZE+V,|)+NO_%L:|YYJQ9:I5GPBU7JUS;|!>
MH8|BQO|UJON+-\$;\$U5.8,H:&D|8X(T)|'""-*>HM\$F>_RJJZ?Z2I)=IQZH70 M1":B*'#
DP1K?TYQ'H0<"Q*E69Y1D:>3)LXNZ#NZJS?RT5HK@'8IM#=-G5UZ M?
E.DSGP|DS=.G1T|UM_:Q_JC|LXL?XA4F>7=/_*5F";O?U)FM4(?*C_;K M|J\$NZN|+)|^?
E|WYQ/:TQ-Y411Q%A>8FS8T)-"Q?9\$1|?J#2*5"QG\$AK2I' M;82-72O:AGZU>/0?R&B =BH
-M O8=;O;GTC ?.6_2|!=7!+;);FEE| ^;X|3&FV|2VM.9@,|KV'C@QYD?M2-ET4-
%+)-2^RX58)GG')-4,\$Q5\$F'.8I&%DDA)<|@&W !=MQ@XORM6W>?T1:-=?
F)R*=5|71^R^!GQ6JEZ80AM2SH\$?;N%WT28PKR"5@JW M6N%:+;V(:T#|M29NZ#0,|?
Q^RVF"?MIJ>#|U"EZP><#)TW)LB":3+K8|0':|ME/(Q|_-
":=^I_3=:_BG79OGV|=|+6Z_KOLBUS,ETRS.DQ0K\$6B'%X6&&8EQ
MTT5)L"*32G(K7E^(T)\$|6|_|@1ZT,DB|MZ>=*DC6NJ|JIPQ@W6 +J.5J: @28 M8,|**.
#2|R6VYY@PVV /:W|L0LOUKN@49 MT+J#A1GT7I@?K_E!E@ (W%)U--
W4B|!I""\$E4<9T\$0 MX(C3%!J!,-%+,"L\CBE1:P'3PO>HV^4U<+|/HR@:|_#P"N|78=+,"
M2)#;V3(|^0"N\$*M5|4QAYA.ZD(K<=-OB@_BW+ASO)Y?Q; M'>-|YXN-
X671&I0*;*8\$G890|Y.>"S<|*I%|_6(T/+N-.N|W9:D_D)_FE?YD MFM__0YLB5TK-
1,0R1E2(25X0'=TD!699(7 D,A)'19'0!-1S?|JU1PZ>:CT:
MTO*M#S"/NUHC5:M2_|FI(.|T6_/ %D-%&B:A7@_'1#%,DEBOC/-,8*I,(XPT(RDE
MLV^R9"O:K|<921!/T|5G|5!_,@>1J69-IT1 M&4F5%3'FD=
1'PIB7|2I7FD30GA(LSCAQ#KUWR|KY#-."#?S|:D5CUDMWRW1 M?P\$UB_R^/RR D|C
<*-VO'BH\$=U9 /N# 9"_JP>'6|K^ ^ .U K|X.7WPD=L;V M)N@O#%#=7M|.EH-TO.4M+H1?
G^X^SM*3N.X>#A3|:9ATP(|_I#M7":M-<M"C1/V BA9AIDJR.+TH'-OKB-
SAK23T/T^K8)&8/.ZGQ(|G/^,D=J8:H'V|@3 M:ZCJ*/PF(D@HI1&.9*17*C0),0W"&+.
(T(@F-%8<1+!|@+7ED?W*|H(N7:EZO
M6HQ.R#3BJQE5@0S"UDC:+61&P<='CF@'TIBK';#UONB#K>5.RQX,A>,5>3!X M-
<^OX;:LJDDN)_7;>O>T^?YFB|N3 E1*<7|ZIWAUPLVE^;GALHA%/92ST
M>B|@)H,>XCS0 4K,DX2FF?;4 MS702HKP^(/V|K54%>C.WYVCGV49_.C
O|XXN_VO|7\$V&4A|0;|_6QX.'=:J/8%3):HHZ:5^BWYGGY;'<|"YO79!|=)BX.?(F%
|W3|XRF&.*6,<<M=|)T.:>F|^?RX;>5F*LY;XZO7ITT5>|7HRIJ@DFS%N<L1?NY %Z8;,:=+
|@,U|_QS-!G MX|YSHJ9OWGO!Z);-
?"=XY"6_);.4K,W31>F\$'=3U0D'PPY0ZL!|=|9=K|WB
M+*4|_B/,I#"GZ@*"||XX%FE"DRQ(>2(+ZURMI=)OOJF!|).+'HV&06QL=PG M!N%GD>,=
178O-|K@!H-FO03ZNB2|J,|\$@13P"5&YYXPYD50/9XNQ;Y6N+ M"FA|;Z|9=JSI\$M!
ZPZRTM|W<(AT^#J?O4;:;%6|YC*)4Z53W1>_DX7^DUG M-
&5A\$IB<=5IH9QH'F,4AQOE7*B9)%A49@;3F'JP1R-/"FW7?K^H;&X+VE=
|K@G)JQ@W<#|QAA| VZQ0*WL+I^G9<+Z(@#| M/LBG|3#7_MF|.SGY=|J23!;3-

MQAI_KZK#L=OJ@HPRZ%OU-W-&S4*V<|1*X0NSU7?X,#F MK#4N(S30A%CN-
*&M!\$PVL2'F=BZ3>H-QMRYM;IDA JNA_D M.BYDP0C6R:U|P4Z6U5,|3|>#>_L.>"(IAV
MR8P)((0YO*U"IZ&|0K5::8O96K%1Z_H&PN.K!8*C%M.V.1@&U:M6!@.'&|2D M|FE52M-
92(KKNJYM=T!3+|:6E3)M1^ND<3C+|SAAB8@PI9'"A,0"4U,9&"O) M)6.9B+-
XRUIR#R97L|:#.CX>|I7<_."M&A\$*F;_""RBMK\$0|
<')MM<(-2IUC|5OM3*'O1J|1@:3B:UM%%%"| M,+?Y M>5QPV,C"6GF_VX;|'O!K;Z#-
<;?!QX*NQ.?V/'@"7A=5E>B|6S|HR? M%O3!-
OMUYO:10TPC%1FQ.#SH*=5J8) F.F?|Y@/(|Y3\NJ" M<4|YJG-C3I:BNF!4-
RMUZ5)/G3;KT&U0G\UZA+\$W?"Q;4 |LQ-F 8;'|XP4' MX.:|)03M6LS77M!:%2_VUWFR&?
=O&FP>F76R|>7BU:\ENG6BFWV5EDL^&KC<|) M*QR&|G|>|&^L
MC7QH7>XK:;Q2*L,LADW,=ONF%E9O|'BB(|YLB|=RVU<")BZR/6?@Z|+:LU<_M.7OX?
J\$7R=?;IE8J'F(N(IR'48I)E,9--B&)4R(C'LHT<3A8V!4Q?N|3'\$2K M:.)KES-
+|WC83;AA5@+W8PX,|)%C|<-D8KV?C#>@2|P<&W4P:>|M5V|DIX 'I+
M7WXW*43|47@R/1KV4Z\$ C :H M5L%3_4PUBD0LOE_LH@,8&PW-
(|BT#U|NB^H7^_6R^NGM6V.YL(P_C_L((QW5XE\$M'W44T--AO2F7Z/HM5E: MMKFQ
<8B9/'""3!<& X'+%RP,|0M5+@P|G1A@IV1!R&"Y2UNX<\$'^6QJ|<|
MON:RZN3C|M4@@2)"9%DL@T3BE,41)C'/ M,8M8A05B/)5%2*(T8E!6_#Z!D+?
2B1R_D0?EP>_R.YSZL|NV&QLY%ZAG>2F M(|!8WT|,|UQY/<*FY@JW|;PUXSY5G<-
V8;YNM8CU;%Y=;-95VNZ-'5&,TYX M\$*6,XC ,8TS"+,*Y2D.KO7CTTWS9
M_OH:VHX@E\$:A)2F,2XXS3%A48R9Z1V2%L=C MP=9HOL\Z4I2T:LZ?
D|\$GR\$9RJ,\$KU0RY0P''JFUTH0Z/>1) %3J90J;_| MN+3LD.@7O*U8: ^@^_J;N+C9?6Y|
(0'IV+0S|6LS\$QO!^M.S%^U|_|'0*_|
MBF=\$O<\$,8|_1|_<:|SC|H\$Y_&Z90B^SE,29C(.8QS1)M%.D*2X*I7_8T#BG MDL4L!
|91>BUD|'!'Q'RLMZNY)7 N%S> 3R-C-VV'6 A=JAR%ATSK)WPP|;XJG
M>7E"P*2S|;R!QW.PYTKG;@%;6HTL2|,B5Q)30CDFD: X#_(|(MKOM3E2L=TJ|?
T*V^:5VW)WDV'K1|'/'=FOJ@|Z2^TVE|O?G\$_-S'.|G?^'!D5_M5)Z|8+^L25V8E=G'_L?
N)B="|7+|J#W30K|!#|MP|07!F_3SQ^?|3>EPR|P.9|H08I';POV7#\$V7WQ:;
(#J4CAKQ=O/R,E|;LDK"C#Y R |:RT-JZGYD:/T404 M^H=|('YY\$FFK+6!VTEK?X-|
|JRVHM*|/_6ZIZ|ZZ?2)W)?2|8M04I4*MS@3#G-\$"\$YHE>G(+A<-
"J5RH0L4%Z'REDQ8C3W>'7K!N8-HM3\$:'".8+:G7, M@9BUV7.M5:I7&TTY7D>K@Z-
UXQ0!#4'&8V|SN Z3|SMSANE4#S3WP5Q)%K|) M:FU"R/|:|^0)NY-F-T-
/&=|_P>:|)M|.T\$>RV%|/#.B;9?JVS@S3_1K/KE,C3C*7>DS9
MSIR^2_SVZIT%@HDL*V(L26*BR"3_5(41YD\$HC+|HBJO7'^6Z;HIKCAU<(29-
%PMT05BL_J|/ MJ1DNV?>E%(9J8|53D>^M0Z|GK^19,3|\$/|MSW|:|USO&NK+|C>
<6G4=T_5Z M7V79IC+2(@Y9R".3>%BP')<|)#+|'D|C%K\$@IFD\$BG;|Y8W|^?Q-OIH|/\$'/
M^VJK!RKG#X^F&89KK^U+|"%K&O_YP::7=T#4DA%==|I?^|O^_WT%1!?'D#9M
M2&QG^JN@V/(VM_G_;/E-/E|*JKO>-B^H?2RD_K)|H?#F+P|Q@6:QPEG,=+"N4+(
M(|(\$5CP0VB<8)@O.'|XREI PE&\$4@8ZS718YV49|Y>@!+%"SX7W1EN@?&WG-*;H=
|>XU M7|^_'7'S7;-J75*^GL52QFF>2KU&(|H_O|A|B|,|4|,I*K(0L*M^AOY4FAD
MA_%U_|R|J'.5=&_/FWKXU;*D'\$;C1'=:?>?0#:7H<_"SM%,B3#,#=5|;XQJ M-
5UW#>9.NH\$<4_M05?PH\$IQJZ//;A2>X/+%,3-4G6EY:#R!|XJKQM>X|SV%
MW6;%+W+U4+GQSFGBW: 788TR0,L8\XPB5F:,4X(5H'(91I35C"K_?9>*2|
MMZXXT*9@/S27-Q^|& QS-Q;|0?L0%VT9L"-Q?NS)|B8NFM?=|A|L6.E2|GB
M4HKJDU:MS8|JF7Y;RN>FQ,8<%'|/%XQJ1EU_H_.%J6S^M"J_TH7L;F|D>1X7
M28:33&68Y)DR7:SU#&:%H@/4SUQ024R/K0:N|FU1&9HK= #?\$4AW#5/L=
M\$KK5KT|FT;7P"(<+P_+J29":8HSE\$?*_@%>JH6|>,@G?+ZJCKSH-
&VYDD|87|4Y>1WD@J M YN)>^F|<|3,W0HL1+Z D6YHF@
B="&;1+,:%9(E>I@4D#>),&|7BT8=V:@1CAKI5\WNML|B3TM3015Z7I(W<;&GI?FO
M"SYM;X0W?/GX|_7+|5^EJ#XOOVZ>GLJZG+1:|^_90L=#U|+|MOCGEDG%LA\$;
M8,B1Y_KUPT-9>U?T2VGXI#Z8'SL,"ZW'N,L1,:=>-Q YD_7<3"^VQO'
MY7;'2&YWN07\DNS7'94H+4QD(E,L64XPB?,0,T\$+_9\HCV+"|7\H*"Z!2!_9
M;UU(9YCLT@"65QC.EE',6.C!O))%'F@DLE4G 'S%.2#9T|8|+K"\BG^J-
7|ACG|R7G_M*B7+&U4S@|Q"28DL,KT>BC*)22A27,1<
MXB!|DZS(19I1"&6IHQH.ZTU7\$M.'?K1V-7=G|88,C^E.21"9J2OB_0YI3_!| M\$)
|N%6HJB:LNM>E6*72C\$("5R15)P_|<1%U.Y\$ _#K*PD_KNN/0>W7<8=KJS
M_.XV'QSN'S";.^-CMMY_(X_)7|?EI(NS(D>H|1MRUP|BTDHM3|/L0BC'),L
MRS%+J,2IB@0+*\$DCGL|6ID^S79CIH@0HVMRI8CV/ZB|3|B<|G&"UBRK"!LM|
M<'F%|DK5Q|H05BV?K93=0?'66-E!A8G;+|N#|+K|H"Q'#NM;*NR|CQSNY.%

M6FYSKM#(D)4_M%HZ,E:&5\<-IJKB3E;K6Z(5_UTYHV_ ;G,F: ^Z0\$, [X-M2/LTW3U7GF/-
_10\$C,BEP MEA?UR8\4YR'A6+\$XS\|C9ZE(\$EEMP4V3T|\$)7&Q/^S??
<|YW3'L ^-9E=H*8\$= MS!WQM_,"(V+J5B2TU0?|U-7HY_K(QE:I.A+ /)YSDJ,:FW
M&P;4L9|,:))J;AVO*SO8)VT_?OLOGHB!,:,2<7","\$|(9SB-.<5%PG@2Q7N"& MH&
|NIX2,')?|1LL_Y;JNCL-9=W>(<%|T\$F\$|/S,4+MA_J.M(.SNN7SZ'7_Y
MK!>8F|*4/AFW^@SS-/|BIAT=O<9>3QW>Z|UJ*W9+^OJPA0?E+O"|X8|9HHWZ|Y^?
R>74FD%KI_6MJV:>V*J&M M3DALI&\$I/E; ++#=#, +|^M9K!N-L| JGO:*3 %9JO&@A-T5F,
()DZ'-IP\$3G9Z M8P@|)C\A?-ZOZ5OWROXR&KQU6Y-@WO?
I6TDF9'9Z84E7\$F"0YE6).72|PB6>CE MEV*ABE(5) &L9<%K(9#7TJU9@1&)UZ:3WA
((15Q+!9Z+>@V-75)DF+FP6=C8 M67"Z%=|R=K/64PD0DA@0G<9)A0C*":0|0L"2(
AD6O_1+K7)VSL M!N>'Z CW(:%@Z;G1_P!09PI>V, |SFP\| 7S4=?.*FK=FP,/I538;-/0H
M'E!?:2G?F6]=E^;BNBQ-?VGC5|ZH|"H74U-F=%LP'Q>:A7J+!'ULWZ4Y?TC
M7=X|FR\$JO:176N!|L&+ZI(GZ| MHH3M'L6WFNEEPZ?YM_D_6.YVCP\WLOE/R4MJUT\$-
N,I\$US\$8!#B7AE1%AJ90
MBTB<9A&E>BVD(@YH^A)KY%71Q_TJ'Z"OK"*5M&UK7X5V;/D@ER|*M_*D_%M7-
9EVM|3NL MW^ 9R?-JC3!-#:%=IDJ.\$U#05YD+(D)%R1B(#[0=[HF|*M|(-|ZI=S:'5
M7@/X(L|62LNL^ H'NW6VR^ -M@TLE%'N_ ^"%96>NM|T"|MXIX&5J;-|E9@
M=QO,#0@YG|6NY^7C=_YHXL8O|\$G.:%1\$ =7AE78 ,2949*9-;8XI#7/):!0Q
M;I51/B=@Y(F^%8FV,I\$1:C>?SV+2/X%|6_L,><,"M)ZDERSI*:'2MS8340^P
MGX=G!YODXETR9SO3+E|G3BFV7VC51V_ /I>2BIOE|H2, @8|H|B_
M0/<|5F5MF+Y|OC0KS'>KLES|9=@/S>BS+\$K6!0,BTQ\$F*B08)9S':G+A*DT
M+F22QB">Z|.BQOYL=P2CG63T1RT;2F%|'B\| |^'|> GW0T> G71=ME7*=
M%S1M2==%@U^5=EV^P|6|D+2MCJ7M6USLO^ _RY+/*UEM4|)'9.V?|AMYUQ'
MAD1\$,DP89B(QD7RD,\$N*#',N&0|"E0NF0,YA4O5'=CB|9EZT;>8E6^'HV4@W
MQQA6|8|.JB --O#?OWXPM\$|I@("8*)CX!;#T=C_L8W78|A;|&WP58NT.'SZQ
MPW>UW<0S-"RM3:85R;:CT.L&<-NK4V:SSK;MW@DWFIX)U5^XOK@MW@PKVN/
MWT0+MX_>G7S8+,S|_O*>/L_7='GZSK)6L^+_5|^CRSYKNIK|0Z'-|Y9 : M?5V&
(6WWL9@,/YCO|T#7ZH6ZBJ&-T0RUJJ&.:CK UMJA6CV/4;87F#SYXV&Z
M3.I>O6G.AWR0S?|_7KYB|J6B7^1ZQG/8R9IGF E0XY)
M'&EO%U"!94H,-4U:LB*#\$6G!%|B|K'(K%94|L3 ?!P34S|F-)*3%|OJ@7|: M:O*S"3^/B0
/^*_|'|, @=V6&Q">_!10^*2.R0V88T_D_,H/55=^)Q>-ZFU=
M:1Z3)\$I\$@FE\$0TQHJ%U6H@(|TS|GW;%=R^KI2<=9|K7U8U-;(4=ZN%::QN;|H)&
<=*R@07>2XQX2HWA,42 MYR*/XB)+ "BIAM1^3JC|V/4F|Q\?ZXX+=7B |M1=X-
C!8=P*#*|0S3O^X6_ :U M%=1_ &(-1:S&TBF7:M|G37O&;O2/^|XHO;|5|WKXWSX>Y2E-
M7WL5_D?:_MX ME <#WCX>1PNWC^JKO9E?%BM&%U|?
M)@G_ =U>+%X^/SVORC4U%9C+/W^IYNQK
M32!5/D@@WXL76>,YK=?;EU>HT1!U540|'>L-3_33+U|_O_L9|10=A4G&*W2> M/(D?
G29U\$%YA/)|W?@=W7V>:VA*S"TL7'ZLU7N38=*|(.MVAD:O5@:|2+7&T
M7|+Z1P>^OFV!,4J@1@NT4P.U>GADIWGO8R| MCJ4+6IJF8H99H&PD(|:R<,-9K>
M9X1,.I7|/3V>MA>N|LO|GZU7, ^7F|6F^0O2? M-)U'3A_QV5=5-+WZ55676
M%V'TF|HRL;KF?|.TJ14SE|U8&-I2@56A=FOCB)EZA|BG"0LCT5&LU1R|T+<
MD=1UV*5V(='52C1)B#!"3|4>5VBSTQ&* &CT|U_.6#V,L'IF|FBO-M/#)JH:WZ5^C@0?
|6/LB.%?7UXQ/(>,)Y9\$*9H5K^\$ 0SGJ"V)9SQ)6YP+R+|
MD=\$SJ&TSHM>@9J&I%Z1LOM#Z|DO4W9H1V0T^*:,1JH-!96G8E4-M)SA3)%
A%4%\$75:W04*G6;V+N=@2:H=CGF<>L\$C467FCOZDS_?NQ|6==3_"
M=OYF.&".AQL;>#I>N!;.:?FI\$GR|^=SBP:&&BMP.)?;(F/G!H8?;K X4V-PUL
MJO*,I*:+1+W_ F6EO|WZ|2_ GRX=V4Z=(N:.)1*C6ZVC^0+\$APP=((AV\$N\$DEI
M2&"4899RQUXE|5N?=&4WY%B.|5|N &GG 4: !|CZZ1 /'T#C?RL;:*OO_C 7 MI+Y-
JQ@|*,YVC;&+W>6@W_QA6;=H7:ZO.3>- =O6PMZO%G.LOY:_SI?R\ED_5
MC*HP3O,PPC1G 2:R707@NT50/|811!
MM2:0_N^6>/9|C9%0@GF,MP4(&@&=JM;I%77+IH"R%(^RF4U_R8_+_GJ29HP|HY^_
Y4*IBIRO2|G;+.N%WVK M6UKJURJ<)4)F,=\$QETO,Z3VE.OJB:8)C)L-8BJQ()758F
U0:9IEFVGL+I62 M'-@|=PC6=@':V- YN>"F'OO *|2HU:S@?KY"6K8KVAF@R:03H;+C|_
#D.|%EZMEAT;^|K1; MH|W5CB=OJ|<5^JW!TJ.?L,7"E|>X*&|:WV%K_BLO8GWC&:O?
IVN!7E5>ZN6G ME("U#@;PAC%+\$XD3042J
BCB!#!=DL@|Q+.:1X/JKDLA78*PCS4P+I*|_! MSBM-
!>M8&^E7/662XU5\$>D1MDHUW.XU^H/UX\$(2P;7K8T(Z;=?;E7?+Z2-V6 MM^C=
H8F+9<1|Q^IG7?O7X)Y\$TY?VA:"|S_M:H;^KV3^BV7|S>E6>))FE><

M+LSO_Z'MDBNE9G&F\$FJZ P5!DF,2%0S31##!ST@1%8L\0+05M\46H='ZU
M:EN@LEH/9!YIM4.J5J3^\$W'(<))':G9^*,J(.!6Y5;I YI2G06OZ\$ROFJZH
MM1E7:&^(#E[U4_YG]RFWUJ#&G/IO5VAKD<=<="D?
@*_ITETGG;W=&HQC1%;I\2LJ4*9[X5I>5T+UN;1*A/F2X MV*L'V MU>
06&IV#+.#8JB^L.*@IL*WT85*39FMZ;5R/I\TV6\$^AVN=W!@I\A6("K#
MJ./I+).UV4IGEBZ//MD9)6M#N^>1I&JR"-W>KYI80#G=I";IX_?UV8?>+4T MS4+?
UJV^V^4GD<12TF,:1@*3%C*,9,Z8!.Y?*Y7\$26<6Y?MV4H=?YMVJP;"MR&B"=JK\A]%-
&SQ9#S9=R-2U\I\0_M_LJ:3E>K-^7)4F[SLKTE0DE"0X"WAF'"(E+F1(M,
(15)S3,TPP.*VO9RWJ+TA:ZD^ZQO*4#G^5^MQI0P"[R59D+V@L>L=+EM75C
M5;MT)+UMQE%/.U69GIE=B
MR.*\$2XGS@J>8J.L.?!U%121/@JB0N8A!9I6=M)BD0N:YG&O%GO5/C"Z,(N;4
MY&)%EQ5:_652Z\$NY-KJJ!SQ2BGH,2JG!^"S^\$75A_[%NW.PTXEI/^)&J7J
MW>8KI)5J\CO;IKI;L%FW^=R&'H33>-L+%CJ\I7:!/4P6Z7_8(X\AJOE@_8\$
M3V9C^UX/1U1*P3\C(KLJ(MQ\$8F,D*OD!&+_C""@93X)P&R\55#S8:FS;7%IS"+X?
R%/2;Y8B\))6):I\(>M(U\Q%_9=ZZ-2I\I'Z\0GJ.DA9E*D1*1)B@7/0DQTOQ(%SE2@L.9-
"%30A\$>AX MMJ,>(T_LLT1W3SNBN\I?S98:!=>@!7)^'G9.8 &68'I%@\$G0'>&Y'!B>44K@
M\+5XP\I(W,%3IH6\PX0:W33='LDY?0_V0LY>Y)^YX(M\$9I\$2<<&'9+:V/I,S4!^0>X\$?
U&G>47YP"">'L(W1W:.R9# MP5=Y)G(2"ISED?;4\$0\QSK7/3HLBSL.T"
F+9H\DR58^6",\PI_5Z_6!P (MSJ8;U>7\TLLI;7)^?PU!(O":@E\#1YH>AF!;!Z&9@
SKD1@\$L.I\TV1KXS,8=I4P7,H\1;S1&1\CM;:GMYADEX"Y;A\APC\A\$+(9GK\R3PO!8Y-
OS%YX!P8J\I-R\#FO8_U>6J\JO5_M?+DV\WS2\NG3_+L4=7G0:F&.\Y7-
+12D.N0J#3*DX5E;G(0=L;(:"?X6)A=U;J@IG#M0!NT5P>PMG1&W&*!
M/06.,\$=C%\$&U2JC^T2AEA:C+LMT96L#R?@J(W=(W;>U--CR0VS93J._>4H3_M#,6B-
YW@//AT;8>A\A^D)P8/YKJW^FQ.Y7>_RIA-VZ.&\$&FFTER(+,\,Q3X
M68J9HA'.15\$HD15YD@ (W4B\+ '=FW?I\I/'RQ2S1WC5%6Y7YN=4,3"%B :+M
MHJ=?;*!;G;7T\FFW;=W\$J#T\I&WVMG\H(7+BS4H\I\$%I\O3+N=2,3SNWJVZ;T
MO^@+U\7GY:TLYRM1=YZ8)2G+\$\EBG\$6)B2%SA?,TB'&L(D\#+\$BH *T\1\!Q
M\I%V71C\Z;)*E)"A7CL'-8;@P\I\$;I4F6PZVCKJHHR\B+ZA\7:L\$JH6^0JW:
M5ZA10*XUK54WO_%*?#0BLIZ\Z\I@:3NIT1X3XV\$>/*6H,KI+;2FW\2AO2E/Q
MIQ=1*9\$ L8GF_99@ (3)*084:C\I(M,T2(L@D)EH(H40^J-I\AW37\U\$]_E?*J MPW?
ADX_%ALP\ZW AL:H%JPU%GU]=UU\5S/K%%I*LXZ5S@GH;\#*_<#;=FY M
@LCM7.6XN:F/R^YEE+)*#I+Y_|+>E\YEF6U+1DZ%*R9#(*\D(6F,8%Q83G
M\I+-8+I3#)*",!20D.8'X8(#L24H%3Y,%U0>L8\$X6 JJ=!QT)*IA\W"J! ?MJJ
M\;.)4!OP=JKX);,9 (GAP:1/*FW/>R:54 M\I
I6AU\G\INCJH:S9=,5DJHU04IN^*_D^H&*8R59BG>13(-\$@3NVX%3M)\C4I
MN74U/V^J^1>I=KR+WDH\#I\A:
I/2,B1C,Y>S\TB+13ZTRR&CS,IKK4_ ^UP^V;YP'@1.2W2ZKY;7X M5W5;EE^_I??
5NMW%M*0A.W/I\V#ZU(1XYH->I+>I=Z2"O3/5;?
6%CI1"=V;LS)2,0N&-6E#KMTZ>A\2E&:6!PH&@!!-!*:9!D&#.*0O37#(I
M):S"_@T@=ZJTWS.8E!T&\$\EC7JLI00@T/\$G67'VSQ!N\3'&SP5_MV-<73H1_B6SF32CN;
<"GL2^5ZNWYIT9_N4 (GJKX1U2-&U#L57Y8@B.JZKA_M.FYJN=6F-
)FA="13R%"+"G1'SG3%3=GL<1!\$G.2I'\$1*OO^XA?%C1PL\I.77 M6=I6@3KU.I^J
\$@A7\$;/(NOB%1.8&^O T9&-M'#T>10X "D4KI"XY4P&P0-+ MCUA;VYL/N3S*=
D0:XL.,A\I=PT\O/3NI:W0_/HHY?J79*YURTS^FZIM:I2_ \T MW)=>S*C)VZ?
#/:9HVK;I\I"GU:K=;+U=KRV\X'@EUF=#I;IG1?M/U//99 M=6YAJ7-
V\I-28DV9'>XPZSH\I\70J?>G6JJ2Y@?%PMJ"UWZ^7OU:V493VWP5/1 MI M;"MCLJD--
+H\U:&WNA)AG2\$Y^%_F2%OCW_F_FT9\$DOF(R0D"
WUKL2\$%H;H+E0XR%,EPUAQF0L8L\I:8ZH\LE=K&
M(_E^E=I\);MU45TJR^DO&+I\YV>16_FAG@K,%_:PP=1%QI7ZJ*,_VAFP*5I
M.=@>/K:A9I.YJ=ED?JCG"N5%^U&>I\Q"BM;=^S@Y4;E/?ID;E0M)B;FP+1
MU^QUDTAU"!^GU?TOIGU?(<)R99;@:=SJB#E"9F(SA.,\$V""=2Q8E0411F MD?
6GNT?0R:I)=(QG5HM%\I\U_#'?3:9?"\$]&0_[MIVUVX6@H_<I\?^4>+"M\2,?
Q%#@#MO"N%Y7VW?=\$\2PHH#\I\9SO=LVPO63H5?I/_5#OE&?I>->/LS9
M0C9=8F<1#S.1A_*(4VT>Y(1ID6>84G2(A>,)2RPXNRU\$S>RD^H*-VP6\YWX
MIN0;+O@_G0Q2S)&\$XKCE"E,B,HQ)43@ (BU244B1YD4.*_ 'Q\YY3Y<I\G#EP= M3;R"9K>
I\X@I(F+<_?H\$ZB%SWOT#@O10\I\$SWMHEP0-NG^B9WAQSLGEG>Y\I,&I
M^_A%C_G74I8WG&^>YU*TG^0B52K37M#42RIST"? N0P4C@1E!;\$.-H>-
P5HFKH6BK52G/K5G+8\FN_D:S9^>L+/L)0L.6IE>O-HQ/N-M3\$JA^V;ZO

M6;4N*5_/9""FNFEH\@*D_J,IRS+,5Q02(6Y3D/"*B#Y'E18|=E.|\FYO)
M;4#:SAZ|+*,+,R@ (PKW " !Q47;?,54)P7-&TP<='@5X'\$Y3L<&R?N3R+O
MWLA(JCQ.\P2G-(VQ7B&\$.#>=#D3\$!57.*:8AB.'KA(R1IVY'XG|"^R2>P,-N
MA@ZT\$C8U.)&F9(IQOCJCWA"PK3M\$<^;^*H|8L^E;M/NX|W|_7+GJWDT|L)CD3,\$6Z?
T"1U^DWY=T M62D|D1&3Z|^D7**%_ "87P-3&)=2"+%9ID.
(D"O7R)R4\$%X(6.&., '!LS3M3ATV;.^_ 8Z_?#84^%OI_OR> MG96>7. %89-
Z0SO#CQVCY5T.^0T|65;E|5+<2<.B+#Y^-^1|^|.|O\GR09;M M^U!
|&H61U+R4.4XB|6G)\$7\$,0T\$OPD)91X4)"E2:G-8U\$T|R!LXG@E%%5W0
MTGSR57D:MBV_E(UR@!0!"%R+L,FHD &C(Z-*?8RDE8=;;;I"!N%=E?4*HV*
M(2#|,BJ6;FD9_YC",C?.D/1F="C3I?I<;X(-/D/H|;9'O887?_::C\$OW?_ MEUQ\DX<
M5QC,T0LYG|W?E*;1W:=YQ>GBGY*6'Y?B@_Z"S&2AHI@&#.=(Y)AP)3'E"<=Y
M00*>A5%11%9^ND_(V%N/C5C4R\$5&,-*2D1%MYV5[\$>IWDK|LAODX)Y.M'9.-
M33T'/O3MC401/^P|2>^@DS@"&|.V|CJ6L<\$OJPJ*??.HH9N=%=!^O>ET.+,
MSH&)_+B^|/K)_&O&91:2F*28IA'1Y3GF":TP(7,J0IDQN(PG2WE@XD*+9A
M+GI8O=)%|TIWM;.'_>K=B:S:89WVA>4C-AI=|6ODKU!7*|2HA1J|/.Y,#('U|Z%DPI3|FX,
M@>G5_L>@P5RJFU;+:EUNN(EA3*-=M5K,5U_E@TE;M,4L6930D,82*T(SO2+;
M%2YHHO|C,L*BM\$@\$L2H!M90W=M#140!2ZW,9)XO,G5_K@:%'1S;:"4>M=*?Z MIN80
JA0&+C6!'5Q>AYAU'5:;&K+Z2|I?
TU4I>'F;!8RMJFPZHI^|N/!,B*3@.N3DOJXI"KZ"DPE&:226E#!3@J.P):|K_I\$17/MXAV.0-
/U-1I6/FN0C5_G=6B>FUMZ;2?(&PVRU|7Q6#Y6J*L=|0+|O);F@1>E9|0-MWM-
:NSORI"OH\$R8=KXM/73)2H|J7*)^C^F:Y.<1-PP*S5#\$"VU|8C4#@/!|EP=@Y
MA+>&&^99(\$C|;ZH| (JINNJZJ/ACM=4= #*XK^X068X;*2NZK&L7|;I_4YK2
MF)78|6VT\$S<+XRR57*_0|SC%A\$4"LXA0+%4>%4&HTI2"RE L9(|L((T&Z\$_%MU-
7|T6O:8&FY"^^(7(>">QU!PX+L;|N;ZVLNPD#CMSH4|!*V*0"WNCF)/D?* MIH7,5-
/91BW)&-"21)CDK! KX\$XPWFN4AQD>9@2F0K#A=-N<-|;NP|W;1PV
M7>_ACD4+0E(IR8\$|7AT1MO,F(P+FFX/N)Z/3S|NV)J_4NO+/-N8'\$&\$^NR%&)
M2;W3,*".!'; T>#I1"/K6CM'NEB|W-*Y^+UZO_HJ%W45Q&^25IM2@EE_(6..
MOP^Q"R;15B=DE\$+?JK_5\$XTNS6&B1C04JF>?QP3A=SG9.19TX.T-%|1&H EV
MP<,IY0H2-%E>UL7|;O+6Z7ZX\$_FR6IHTL5S!6I@>W3:R*S_4(G6J|^._?0^
MMNSR#!Y@%&R2=NSQW'3TC E.|^IXK,FFSADCNK/CW"5.6_AZ>2'+MA/L+;Y(
M+M(TPF\$0AY@P&F|FBBMSFN19"!>\$*O&H"?&'OV#60M#52,-M)|I \$'_3|EH
M&/1SUMCT=:A-H.UY5|M<=^8/GIN_&J|39ES8E#^X9G/
MYV="|BT9|_5Z7<|99FWZX=RO;JDI|YY1R54F8HHEIQ*3*"TPS52\$I6!Q&'&6
MQ(6"|+!U4P/D1N#^DV_>?|YUX"Q?+U67V/|.@#(?.!8P.)#_7T,'P
MQ'+_2X.A5NL*=15#ZQ5J5/.8#1@\$C;|L@)|L2TV8#!@'U*ALP;#3'AGVO>Z2>
M|H(J#0GYZILL7V:%4)2D06*VDV_,B5QD3")HR+F41%D1&;9P\$;HEW08.2YJ
MQ|V7+VKPUMV5;2&R MZ*1L/90|0|:S"8Q;QH(9*7(9J|
P|\$Z%J6;AF!;2XU3P4.0J\$H1;|4D^)|V|D MC|(|3!^=N.H#!SEL,,0|F"G:2MGP@?
LF83AGAD7|H8/C)"9=.&7>*8NGD=8Z%
M9OQ1BLU"WJB64K+ZLEK+RNROQC%KFHX&_ZJ4S%\$V_P7>=U8|_B6KUJQ
9L6Q(V'+)7E5|>AG3(V+9,M_W|T3M:S:L;|7ZU,+1')5U|D-JW"M-|R:AQ?
S@5LSQ):)|@2+&088,+2#.B M_QDF5&64\$**H?
7;778^17=Y.L9JU"|6JF1F|5P|MM&MF|15ZJ|*>#6K|)"#5.M.N!Y6*2:IT\$9YA;A \$.|H5>\$
8GO:9!V2Y+|#\$?>41A|.2F_*?<#PTZ7GAV-P MD,KW.)Q;P'P_E^7-
4OXJ|9J6/LCW|F^IHL|J<-RO>@U:|_F|= "XKREQG/ M11BD&
<=Y::YBK_/EC*(@BD)D"|3^_*C#R=|*H@T+\$&Z'HI_4*T4:S MME05SU?
H;:Z=A>5C;+PU2|8?+NP>4Q(81^%=W3Y9Q,"/VP6M&&*Q'> M:H=;9:ZV/Z"M6E?
HMP9H?S&R*S*> F.P^\$FC85=PCD-@YW\$_.LCPYB%9J_,S(+R" &L1L8X\$%S"MOT>JT:
(F6=|A M911!C28N#_B@5|)\$^AT);>0TOY|3Z&F@_6|L25DO.F"201PB MJ5_LK=)A1X-
^S7FYD>+S4D|,'0L8>LY|V_RHP_Z+O6)BK;E.:W|;&5V2> M_RCG;|E2:E;DE*0DXC@3&
<\$DD87IG)|B-"|80*;T5=2J<_JD6H|>@6U*|&+T MV!8XF75|M4;J(9PU?
QI<9S"|"L|3S23_<\$P(&?2=K.?8|'5H3T-:&JX8?V)AQ MA?;&7*Z*?^S^Y1A I?H:U%HY:"C/<
QBL>&4'GMRXW&>|Q6!2HC"C<|0/T M1?
|5Z>-8K|;Z1|ZP'=1='5^:_|^|S|"H|/\$S*!59%J#")BDP0R\$6! T)4%L@H M2SB(;@JP-
A;300^HE_7="EH*2IT+5;/YI"9V2+^IUR;|E8FM|^%?23 >-OY M^S%1A+ENK0GJ-
FD|T.6J;=KZ@OYH_W^43757,#RY4;#X23VB*SC'SLUY',<: M(;;-J-WH_"R8PG"0|SRC
G(L(DXZD;.@G%0F8B(C0J2 Y:QYZ5-/%;UH'@ M|3Q(=E|\$B^G#5K.>.>
N6N2K>N:L&EK8RZ9^ZKRY>(-#OG|S|MO,J0QH^Z| MPM3|GS;:T2B.XQ

S%68Y)GIAAHG.%!Z)4HXS>,BL<[FGQ4S\D3=R^WT8&KK
M(B"YY_,P6>3FO1@/FZKCVPW(L'NOWRV?|H8#+(5^T;S>A/GYNZ=+CU^TX" 9 M?
OEJ."5 RRX H2KNW#*R\$X%1%7=-Z7<. ZR >8,MX88_VN(3:CN=|^_,JE9
M_Q/*=| YG_HSO,791QULKU_JG 'EZ_DW^8&N:9L9F)\$D*/3"7'16"=-QMPF:U?4.87!OAZ+
|U3MIZ""NE19:9_T*S'3 M(7 64BXQ\$;F>P|%>QN9A3""4QS0/918L:76>S%'^V&5ZC|*4U
B\$|+2&HV@1 M/H^+ #6S.VW0Q:S*.1JDK5"/8;GCH,
|N#4:;L5EU)4G|0Y7VE|N@;G2_,6N33JC2_V:J03!_F
M&8GC/(QH@%5@?':8%;C@AG^9<\$X5(XG@5FV27!48V6EOU4'F^:.*-F?HZ%:E
M^EA|_ =MJIQ4L:0D&W"Z7.2:,,/|^B.#7%L%7/;QWZF\$-3:7^4N#NH+A*3L*
M%C|ITM05G.-*-VOK%M!E?-9)J)@&89SM,HP21@"K-,Y,4 M4:8201)4
6A'Y*RD L7,DM5PS6=BFFB|Y|:VOR#Z:;|<_EQ95DA?OLW.L7A!_M
^9!JD#LXYBM5(|;H<,,|4>E:;M!NAE|Q|M>-Y|8:A|>?Z+S|W32";BJ"
MKY=B&^IHE|&FD,3-|LZX\$4,E7Y|Y.SHGJ;@,\$QY%F%*:8B(IP30,0JQ\$)J(L
MC5@JN!LA@@?M1G88AN9% R-:|L_U8?_F=(6IW.AHNZ4+%HBND;\$+=[TWS:M
M%5KUF|.9KNP*/AZEG3|ZLP<\$|V%=!H8|XE<7'|#K1S(1(8-' +U3-/C0|8U(
M&SS">H&P:<01V9.I5J"EJ^/4J|W9%2|Q>O=:K'0D;YI'31C(E%AE(4X(J') MW9,84Q4(G-
DX:DL"BI-174@Z2,|9:T+;I5!M397AS1L.Y70'T8H*G1"ECZ M
L;/SK..AB+,#43DL0R+E(K=5>D3HJ>=YJ@OA>E9H_&)|Y M=P??8C-C7\$#=:H8YJDV+V-
R8!&.W/8XM MUB83NS!8F|=V46.|ZF)|H7VQ=0^&*/>W0|WT?;|!B,P;'>Q_#1?#;^G2F>
MDBC246E\$ X*)R"3.,W/.)_TB.^F.(Z6=+\$&A%YL! MX|B(C1:)CG
MT(+15C)J1#>G|8UP%ZJF2V %G,>07%;LO6"XVDU9FED|YKKTAC3K:PLK3E8
M|G>XQ9EF1*.ST03V-L|_ ^U!_COM->M#=>)6ZF>07XP'.1.<1\$5\$,LRSG&,2
MLOA3%@E,9%I\$<:A(04-1EKWHD9W:5C0J^|C#AL)G%S*-PK,Z=5%77LEKG8\$
M)%7IQ\$=Q|3_\$00/"DL1 FJ"M241ACPD*)2:H23(,HPX+%B0Q2)KBPHO
%R!S9>>Q:,YW(\$C>:H#^V
MNH!8QNT0M8B>_,,\$7'Z|,400TG704#D2K/N!#\$BN#C*^GTC=J@)2=-!MAT2 ML_N=
&3WUVHC ;(J(Z.GAU#(YV^TJ)6TJ=-C<.@^)^5LAQXNV=-_6HY;T.|MSTN^>I*SB
9Q4>CEFP(T8LVE6:.%2EFF2J2B_HBB@S2+OF5!)"|@'="OC>W
MH.5JB;=BT;R6"RRI#1!P0?9_-GY?ZTW|YH<=>QH2H/1)28#\$J18Y(!.>9F9&1
MB)@J3&+8J0.5F_B10^;O^|U6K)Z=P^|U\$\$.|>3L>;K!)O=4#_35Y&>-4/=(M;Z=N?
(PON!L0GMP"4/BD/L_-F&.'XCB*-|+MIN3R?V_HHJ:|\$//Z?3@^C)%D MB?
8PN5XYA%+_)XI23,-(XE_0_2>2*TI_C49=%1E|/;\$|HM&6&+?:H+TZ@TFQ MI?"VU%3H
CS5B=;B)X%<|2S+\$/!&8|6VDZ-MV:.*!H%E0?X,&|^IL=*FO%W- M#8G:-[DT?-*?
YM^E;|EKL6|,9SK6O5N5Y>HOK5W5|IZR.\$D"05.<\$:|JHQ% MF.8IPX4D12%DD>4D
19M|/5K4N3,|^@IDU3.W:P|D9<&|-G8:BHP<.,YEBX|KZKYNIH%653DK.
X\$%F,29H&ALQ?Z;5UHOUID29!
M'\$,R6|N!)TEHB588M.Z@M=TNP'2Q".9+/UPRPZ\$4X%!G;QOH; 3;^,?&O-Z
MD_|H|VY3HK027(J:|OMOM=#W5|V)@5F2)(2P7\$^0(E-8!TDISC.68AFE<;QX
M:H(DR%2Y)""2*;3H9\$Y,*5IERM%;-?'|?|NC;/N?2;-JP";9133M)H/C&"3
M|MHK:6>9JZ%|5-J5MC3^>ZM;WP;FB|S8+&08L":_+|KY|6J|% MIP5|L*6-
/GWWR&L9(Q09J3CLGN%|H)|:EH(V?-+GS&_?Y;ZL1PV+R|C?XP
M&GC(HEPV SXF=^LR0DQ%5|YO4Y:R^<*5C_G7+S/'N9??C?AUUG%ORQQ?3?7I1
MJRM)"J\$BFG_LXL1T+*14?VU)@1)H<(F%,8@_X|-0HRUE@?*+?4H<6+Y(L F9R;S|0(
\$QH03(5*L\$K#.)8)XXK
MJ|J&5';L9==.D;9EG5\$%_73W|>|_HZU"KJ21(SPYN|CO1WD>L\$_.|13:;+5|_*
MA),G'^#5|ME-Q"XY'L|>R29'4/6-N"?'_T|%>6(|N%IKK|O1;EX>6AYR%|^M^|_-
|A+A|_|A|N.5KVV17_R@C^UM7&KI#05VHP#ZC99_RCH Y!(U-93VN:|+ MF%S.@?F#
^;^+)&XVAXW|9,2L|/6*35V8>C)4F1V)G93999WN\$5V|^GS?\$T7 M=V8CH3"-
#WYAUP|VE^;|>|U=V|^O,? %SNM3"SFO MMW5#'|8B+**"YUD806(V-
S5&|@:M=%2V6K7-?/|2BB&^U|S|NM2ZZ3|TRB%: M:P<+U!P?A%T(-
CZ|_|RCB|_|*H8'PP5C/YF7:%FT|!HT49=6_COS 57R"B, M.AI?
H=_FR_G3YLE?!#4.)D^QD;2DT8|PX_ZCF<&CN;F^%JB|N;P_?F?:^' MJ1/:198G69I&.
^5Q*2@.SRI+UX/7V"8JN90<|&ASE.4AJQ-V75X4N)L\$FT=|_|=[FSGGUG;+ZHZ\$FB^)/F|"-
VL|< MX<+A|J#=#_HX)&G54<3|+Q3:4)) L#08I|D)&1@LL;+REX+M%-C
MV|7+9<<*@A>\$QV4|G|L%_-Z\$A"YP*P|971SN'TQD?+-^ ME*7)H);R42ZK^3?9'#YO7_
DB,(B3ADFL3,>XKC(J4,"ODE,L|(\$E|JR&'< M+WELK|KAWZT500>:M"0'Z"?#J
/L@V@/KMT:8A3(@.|VYOWG-V\$AMC/8/P'Q M!;EQQ3UL!T8|OLJ0AN-
W6?)Y)>LL|"S+B90QRW\$2Q103Q5/, EG@6+(P\$9P3 MP4 =HJ.?YC&;4OQHCJ_P=-

!9_./:/"/0_89K,KUK(W;M;JOLORFAZJ36CRB.2FR"\$NEE/Y,102S2_0X%3R(=!@MB]"J<=
Y2_1EJ1M=8U/*Q642C^+2[GIF\$MS+,Z&&KM|"Y9T^>0|+T=9Z3_M7=\$9X>=Q%%
<,FH|MD2|>YQA0&K)H,|=G2_E9_UC-5,JC(C,.4YIFF"\$H;UY%*82LXD\$T44A:|^
MKZ|C#S9=@+1'T8DJF4"|ZQ.X&(9)VR%AC&P_R%1Q9G;?'U|7|M8-JO\UD#
M7WT_SU_L_XP^J)SI>S-^9R.(\$9R(*#*4ZPS1)%,Y52@NI>)(5(#+@|Z+>M: ^Y\$>YA%
|D%\$S&YF^H\$!-D=\$?"REWQHW(B|R:V@-H//C389D?YZ [XGK*)
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M;!"Z*PM&BC1D!/K!=.Y"U@.EZ|@K4#*|-Z_M\,@,=S-@.8&JJO@|SX0K?
5(NJZY;S4J|U%TD4HBR@_M4\$0L@R@F
200Y!3S"7B>10F:/Y4!QV5(U:NS>S7*+S;J.LQQ|::^UZH!|G2_M&>Z4+/6,&L?6&UX?
4BR\$3#%)H8Q2Y9;RA\$#*2:S2&8"X5_D1+0/Z=/*|!/S
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|FM.%L*VBLT'7S.2.A9EE*^('T_QL&=D;|PO^:'@9H>_M"PB^ZN%L2\$|;|><-RJO:-
Y<^TW0R.C96:"&C|G^:"3-R@SL\$&W9J1MF=OE5XV%G
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=;'2T:|K66'/(8YPR%, \$LYX(B,DS))_G:A/<&S5L*/50? \$"MOQA.7_0
K(=%='A,N^V.J%JEKV59RO!Y6:=-|R@."%M9Y3"3=|//ANU?4B*[V M\$&TFG/KJ;.@J?
Z|)%MEYT.IOL*N^!579>Q#ZAM>TSTI78XH1A%_B8A^&HNT=+ M2,
(XA5\$8!2)!8:ZLL&DFZ|'8R?S7.B62|5AS=9;Y 0FI MA^M-
EHEZ4HS|%-33%SB&LHK'QV+5C\$>X6ZCMT\$JT/5OF428QCGD&|G>G!9%DNU(.C88C*
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MQ:W:|/Z8|Q^- \$B,0Q&KCR-.M9,BF?)/_N6D8"*1X\$S(5!B%D0QHC6P'FEUU
MU59\$2&\$;F.Y#R?#HSX_LE@=XVTAS2W76^A?^*YX-Y/,L_8DI;<8"|LG|IG)
MK|VWV&?!WI7|JBRO>!/P_\$C61A_GTW>.?6|4D@*:EGF.Z@D)^|5NN!VFG97
MDCHE87_PD)FL5HFDYT5R2A8|L=QD":'G1=E/^NRY:M#W;G_VF|7T@|<%D'_M
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'AMGX CZ_9? M5U*9*SUS_>Y!|8KN'^|SZN^"E-4V(7\$NLDA(%B,HXRR!*)49S,..(0IZ\$. \$!Q
MG_F16/64||79R#;YXT8_HGD_4K>8>|&TP;KA!:S%JOF-9;,Y;T_%S-*^="9V
MQK;>@^_XFH\$MS|LZH1DXR,YNNY15RYKFZD_>;H'B#+92|'|<^V)SMHGJ(4!_M"6BE
V'@L?V=;XA|MT|?-|P_FJO9YW_F|L,YAGF2_M2XB(S-6^63_8Y3*AB&>YX%8)-
H|YF_3P:_U6V^FQ'FZ_M?)'IF=S3|Q^J;8_MK3?7X&AS??BTCC?9^M?
U7;L6>#_!T|)+*|K#I^:<_M%|P|'K">U_MC+J<6AG2EWG,&,8<,XCC+(,HX1QBQF.82L'".
(_2D!F%_ANKS*_M=/Z1L40'|H|Y74/2V^N!Z1^*E5IPO:|+T?
Q8Z:E\$VGQ^6;%2%P3.0V7/1(H%_MI(109>ETQGL04LAX**(H8))+JZ|+5M1'CP-
V5(&N@2Sj(FE>+)?Z|,9U2(8=_MO&8G,Z:|YA2)J_G06?%;3KI_U%#6S,Q
QX|O;'A+%+PFR)O2?H.<>4M83J?1_MVR|BFI'|<5,VGT"K;-SNKK\$SQ?
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<|9V)37=%J71*VGB=2
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|N|1M9:.)SK#JNV D8=LX/\$+?H"6MY PQSXHV//8WG <(P|6:P!C\$QJ
MP(8#=#FS//*SH.D)*.3--_NJ.1?;*E@FXR01&8))KB?9!(S_/Z5-OQ7__YO.
JSO|H39;6J@ZJ?Y'F:29@S/0>_M1+D_\$L4PD_\$,L,DBYA
I@UK7B|_ML|3+L"8K/2Y@_HW;QY_YH34/2KZ'!
M|_1RGY;G=C;G01C0T^;\$H|_UMCDOT'YWFYZKW+Z-.GMY|_T|SG+^4*CWR"J,?E-
7/E1SA-(S\$0*4|ESY0ZD*202_M\$;AH8QZD+"&"VGQ/_;(WLBK5^Q0/QNS;_79P
MVQD6H^J/;M@QV|H8@DZCF?@X)DU:/O;(XP#IZ=|A6?F)MV+C_/L|?YE)"JC
MU\$DKIMK?7"U*)>3D8V<<(SEK\$_QD1272:MJ_)P_L,@S|_TQT(D9/XL2EIX
M*|0VXI0&4NQS-U)D>08>VQY11^4?.OSCM4+;|+|\$-"DB|JR@F"%5W_^Q8GKX^
MV@ZV;C!:%D=;+NYF@5_U7|T&1E*!61C&""8!\$1"A/(=YQB6D
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M<3Q^HOK6(M^[-IDG0;_ALW)+F5;TU":W!"Q1L66A9[I/JUJ_ ^DQ_?2D?GJ+
MO:=7[I2HV#ZI>D)/Y:L= _TA@IF9C^Z8Y7>[V2&@=9]/1<_EY*5;^,O!UIAN MPSI/,&-
(RA12(5*(\$HHA%G\$\$\U0?O=" ,I,3\^]=':>2/64W#IJ"C#Q2#3XTO M4>V^&SOK?
S18!GB5WZ:6Q1,.CF4L6SR.G)QF (HO\VHB9'_E2M\ "\$Q:M&,AQ M6*[B'.<)^ ME-
FOMYL%,5V+1WMH (8K+>B_16C2'IXS84B'A>P+9'Y; ME_78O>I;-J4&.+?)L%CF_ HCVZ;?
U!ZU7+2S'>M.%2=J3LPK:7J0Z+<<_D"P M,PJ&\BM?W.<@8S-9G6IP>I:=K!
IGLFC[M3D&5SMTPE@NOZRXSES=D&5EU\SG MU+TC*Z\$B"?
9H6K3%:"7G944;*J*=BAU)YIF539\L;LTR3BTX7>VW*8.9NCT"5;I'SYD7>9\GX??ZUU'E)
M1WE*MC.8!H!MM@4?&4_N6":2;@NX%['WQU[8]^_&F1_N_#AZ'C:C@]@9-)]M^7#
CC?H'E;T-C3GTyJLN='+*^+E1O!M_8MN\$:R;4/_0K3UTZL*VL<>4;.!&D4\$LKE?
%TH[+;XOEARVJGLF7./2A;P'+@JR4 MJJZ\$98:5)^3-#. #T>-H9Pl.C=
[8L@I;';4"XZW2^Y1/(HMQO[C/J@)X!T(TW MO<>%J;:<>[3, 2.(Y/T-
6=ZW84Y9:;IG7IJ<>>C: (XQR%,"680X2R1-?M\$8AQ M3 7+
(ASPR*YXSX#JV&D6'0\Z;K#/Q?_M6GH:)"<-P-3,#'I'RL[*>0')H>+/_M0FAOQ7\F-">N/[2
X75)H,W-;L9C9[AVA?01%20/:K#.*(0I213.RQ&H0S" M(&=<" ,Q:STT1C8,>Q2=3<
I9,P4?J"=NIM*:JU(O<(XTEM3U&85\$E[1#Q6 MR;Y+75(NM5K?BB?U;:[
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_G<>'K387R#8+PT MB&_8XL/ZY=V0%\W)ATVIVPQ=K?
@W!5#SCWD8RXC+5&UJ64@.@RM0>ER!*89SA M-
(AC'DENU)3&@N;8"05M['B;/_O4L.+6#;.\S-#YQD1.S.VS:B^N0""<,(#C79,[D5L?
8]+96X^I1|VVJN_ \$WQXE?5G6NLJHU/97B M0:RJQ;-H!9(% =6 Y(|36R M\$=\$\%"O=15-
I(#5;X("OKD3AG6;MEHJY+;@C?P)/DDIF.V8>E^/S# X/OV#
ML'2RNWT"J01:%L&.1STE[|)SL2@DM ^T^P705RC>\$U?3!NOJ0ODJG.JY>8=X
MHVX'H?;!=4>T;V)]+3**92=YU\+LKHN%_>+51T\^5!4ZVHN*4\$QRB,8XEY
ML%F;0^5(4\$AD1'@0DCP0N7&|T8KTR'95|P*JEIDZBT)K-V\9JL,K%*9;E@#3
M/%F\$SNQ@-@XC@:>G2VL<>OX (H1'5|L6-&:%
[#'#/@P*FP6\$J#4;|Z5M1JU05O)I76J6#[?]>,"?O6?Q?KW:=EMU)S4_VAT:W6KI_T
M+=4|HC\$.@OA!D04"(ADED!#"8)+).,"+,VHE>_J9I*,-&X*05\MY\$ 91FH4!) "R*((KB%-
*\$93!#)*9\$I#0ETCBV,8B5L0^B|CC1 M?
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(L#E,68A9QH^<%;V1 M/PB-4V=;2D_R6\>NMT'M404O6WQ;20#9/^|8^2I-N%@U\$
M/MXAFMSBDE*_>7PDY8NR%-HJ?5^49?%#F8OCT^F;Z-1X#N_R:0623'>|= *L>T^-
WK5#=#|'3+BK?T=RM1^_/>S9:;.'. =2K;# M3'>[6QU;,) !% ^5<|:;LWM1W8-;
:_K98/_R^*F@ERKK\$Z^KJQ#%#SGM2+;JO"T+57|8O=R5955(9K6_*|XBB-
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NOFIT+^4G=-7#;_C"U; M.8SX!;WV<#_)<|'|%&BF0P;G@:.'|%J?N.GFYGK\$S+|KPA[G96
MWZ3O61-GTE/5"H->/^KKL;MU69MP/1-OQ<%W)8_Z?'1_UD=5HEM.RPV2|<.,
M@_ \$;J@U\%B-W67/EJ=HO3806M-^;\$/)# "W=-.'EZ\$Z15O_AFK5;4:W+#+=A
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K|:T@2Z"P4MX'>&PI-WUC|;3|&|4S;1X@JYWV;@EY
MI&I_00A/"GF\^J0*>\$.T8X4|=YFC2W\$R%[G^;76U63\4I?;_?]>3ENHV/DUB
M\8UZWM6G/T7)%KKOSX*)6YVY_W6Q\$E_6XK&;2QY0RA,"|\%B|0W. DAQD\$": M! C+ &?
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MO,T;&&Z5;6=?"%IU;4;R|9;S|:|P716;D20'Q6MF=SA8JVLI%TRT+ULLDPA) MP2&7 8.
(!Q)BBCD,980E0B0*Z/Z@56B-K>|O|_5XQ M +3WH:-B10G\$GVHWMVJFBIV,?-
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JKW|9S7%*PC#&%.8)C2\$B@D&"0@))+@DGB0PHMRX&L6'B3
M&B\$7D,X5#CFMY6:N^B8ZW>A?%*NK%:^ONBFJ=2G6BZ;EOWNQ\$G*OKE-OK_@_M-
LWFL1Y H@?:9EAB0IF %.6Z*HD@2&)*(8TX(326/%5,V/MT(|\$|C3_XH7&H MU0|Q<;%:/&
|T|.Z:9;#LNJ'8F<.Q'IZ9Q7S+9^\$6\$#PQ N|=P_,O;;>,CXJQ
ME=J#M2P"S6/7%>-6L"6IJD8%ZRR|+>=)5Y"%X^,KR<+/-1.7DOKQD:\$^MO-C
MDW/|/%#23Z3_|.Z.|,BU\$>;T2\C38DV6M_IJGZ,49VD>8HB15'X|ST*(XY K
MYQT)Q"6*19#9;%(OT!M|/|HD6XB:/-#T00A80U_7,"P*|&Y=@')1_1A\$/IX M2#?.T?
V,;1,R+N%J9FT|HF5G-74*>M/7XEY/X6|' #-7@?3H |U9|U5:-M9R! MFC4|^WV|
(4M_EM\$0"T|6|A*U22V5H>C'%L?T-I=6QML&&-^4V=(#Q30|VYL MN-
:|\$8WMI#OL;VQYKYWEK,IU4_NZRYN|*8O|DCPJY|L5G.BFP)@1""#(5/^
M,TLAQ5D,XYC\$:90+%,9&A1J7"(UM(>L |UZ::TL<-&0-U3_BW#U6T:?(%A: M0V?YC?
785+B^W9!;8V\GI/ZUVP5=7'X2=385LE-AX^L=7252/2@/3?|'|ZF> MR5(?G-
X4RP5|V7V'1(|27(.189U5+JVG1(*,QEGJ1_41I;4PF5,=VFQ3Q MNJJ_P_F&/#4N?R A 0|(-
ROV*GX6D1EH>
!_M/_U^OEVDmZ71V1\$H+1%O#1;.,'Y"M2K!_N.^>/Y/=4>K58SOE.EXG4FTY SS
MW>M_|L|#)P35HQ6K=F%^?31NXM5PBL/9%.|?ZML_Z/|UJ/DNB&*2)3O32,"
M499G,\$|0"D.L-O4!DQ3)P&D|D&=&1U;/FARHZ5GZ|*,_(-O^<^ NYTOL8+<M?
4C/2'CXGM#CF|VW&<|S\$MAG9_,1<-2-^H=T*4BI&Z5/BXN|\\C:6003*7,
^5T8U#3D0824FOE:_33VYD@|DEWM3QS|IT7D"V#+B7|E_T-.0!CO:_HR3-
4%8L:'#|/C|V&X5UVRL_%8OY)^33K MET^/HKQ7MN?7LOBQ?
M!Y+V3U,H|9R/,T%U"\$3*A=5D(@S?(4|A3G-&8130*C M,I
+=96|X8RZ\$B#AC9HB9NH|R6D^O7:H_QV"NTHNK\$R&PK6XQ2I%1H%5C_L
M|/;2NL,HK*%PG::;7NY2LJ|3S'9|>*|^D))OVR4\$,-|SQU &6091Q#G,>9I#
M'@N9I@I01(TZVEXB-+*2-HF?S5E|J5|_?H
M2RPJY/W@X%@P;_L:6);07Y:MOZ*^Y_X)"^PO2W%8;V|PO8-5NKHO%VRS7"OW
M16==M&|:E 4Y240\$<;7IMR>D|H,B MO9P?V(-^*QV#P|GL7UL/9PFT7Y.DS@/I-
QWDNKV'2*AD%!"H,S", \$V)B%D: MVG5EO\$C3Z" TU1V1WW%J/ M_I|OQ!
9AY!%5*>JLP!2DB409Y1@%%.*>6(3D#2D._+>HTDEUGD\$#1H.G&8 M2^
PH4463.+0)>=G;#\$U36AL-2<\$ _FPY3J|\$:,\$\$HIC4V|NWU6Q;=B|:NB
MU)ZQ?!.05*Q=/3=?_+MO(-GB|DHC6P;%/SUZNH&='D,>SR8YV48 -*O_OZQ ML-
/Z/A@|HUC9B>J4|V&P_&3I(:B|F>)6-SEMA|HZN%T#+58J4U@FU<0\$4(Y M1AG\$::);%V
&H(30,(A08Q!%.MOJCO.8193GH>\$IY(-=>%T9V|+S-H M.0"+C@5PO^7!9E3R)P-
HHVCH^?#|JQI\$?J=7#NF+*NW'6#TR*@.3JL;@/' M4>"U"XX.0J8W>.JVG3|U4&2'P1?
AZTKK\$%>\$|Y|'?N@22N=/NCO:"SL^_:@:@- M(^!=R|HO72NF+3OUK+?Z0\$ISY+|
|GAT2G0OB&1)_DXYX=L"85)_G.2(8AR@M.4ABG/L(L= M.D|R9-MSIV_961|=
|.0M(ZTIO.*|G|)(E"J+G4Z6DAL'=BPN-|S'NZ /% MP+OG7_8,,,QCNY?
AN!S;|8J\$G5KW@3!'"9=-84J? |N75)XOK&@NZ'|8UO|DU MX?S|@U@NN^QI*0/*PH1!
(7\$*42_9S\$.N'(A_|#-#-\$!;Q4=O"T|N/'<=M)GO+E=7;XR:M2Y3SA*,82")V@:+*
(88(P0QDRA!28X8-:K: M,J0WC:(=L# #-1-Z&E++"-
"MFM|E6;:9,"%Y|5NS^1M;MK*J;4CR1EVW""K)<5M?RO|62WQ7M12^|
MB=SS(\$_4_T493+@0\$,6ZK!-3|0G_|UOPGD0BL&I_Y8&GD8U(QR'03QD|;GG4
M_4%W\$|^LM\$C9DC/C'@=H;|\$.L=>S.PQV#;ETNOJ|^!9A*N M"|BQ";Y?
GL+F4'KJ#31O|:G#.9JXB-4;A*|K7?TM|2TWO8J#NR+)/Y*7ZH94 MZX^;;O1HE"
(>YZGR_Y)(;:\$P1Y#(D\$&>.!G1! <(V_4@;:<|J6,E?^5_N_
MA6GP%ZY(#TY,/PNAF:4;"1@|B|8R09:@;K|P W&@OQ))#C030',!%N7ZV| MY*M?
\$G^|S/6SE-|ZA_T2);9|!>7<+,I:O.WXO3EJUAK5;R6'^K#PU8#4I'D M2488C")|7!%P;,\$@
10X#;|A3,(L#6V,2!^QD:U&2QHL&|KZF|Z=_WA\$6R"B82>C\$
OJ4FUWD3H8S4WNL=9K|?UW)>F>(*E
M<9:A6\$*91E3/248PYR2&."8D"^,X2JA56Z1!G!JGD%/),O)
|&\$F>)U5A.6P9&5LGK9U'RDOO8==,X M 25+/1JU CNN %'_*E;5YE&4-MFFSJ";J?:84-HI?
|L)V&,%|/.B 6SJR7;L M^+/,KCAXLB#6Y">U;:|@'%LAYW4<\$N'K7N3KST)=3I:W0K?
I\$|TP.#V*JYJ3 ME) HC#&4(=(+SR . DCF' <\$LJDVB88;>C-R(UL@YKN^;K^NN8

M"S4@;NB M[M="-1<6*=F7 >RW,/YAL;G-2)7KQ%1Y\$'3P>:J=T0L\$M*](N.6?-ZL,I)%
MJ#SISOB:H&XL<6/2^>55IDL@-Y;H(%G<_*Z!K9S;@C_18GPNQ;V8L5>VAHT MFO
P9SB#&0/3B%C(81ZG H:"(V49=^E'9J2Q*92^PK5F!&=-H1C!<2K
MT(f=W=Y.6S_IV9:UU4,==6>A)HW\|X+HL;C7Y>)>W;06_,F++5-6U2,+/5?
M_U8NUJ*01A#FBFS(WD@|A1G04*-1MF.RN78CEM#%|B: M,'A1E >?XGIX(-;F|<&W;
f.G:ZVW7(6I9!Q_,,:+Z 8GL&=HS/0/?,&M|K
MBV:@8W_4XV1_Z(YW\,R!Q|<^HO8'L!%AMD=BWHR|'F2A5E"\"/\"M.:):T/6?=
MNEB)+VOO6,V#@",*;\$'AKTV<.DX%ILUC,((<2O M!XKK07|O'XKE4AG(DBOUT|:?
BG)|3^|%-5TN|NN(-=@7>;QHAA&&61|G:3 MW9&*I3%,9/3AB 0|I\$;GD\$|41S95NND:J?
D|f(A|AR!(H=2Q91;VN4|DM|2POZI1Q5=3H3V M +#!ND.=ESE/3CG<5YD6.^-&
f+@W|1Z'E".TH3&, QB"E\$4%NM6N7^H1
EL5T|SRMD2UN3:HI"@P=\$U|.X&,8?/0CM66(47|8:JJZ
M7ZJF.P,U91".4>5W643?:2XG*+U->LMYD<^FM?3<,LE9|-V/8G>\$LCL|>2^4
M8R%>'.G,PYP\$!&4)C&-.=(^%&|+,*GUWJEUIU1/'&B_V3&V&|OOM;
MG^WXAww@|;8CT8%5H-=21Y<^+XL?U16MUB5AZSG'62!HFD*:"ZEV?S%7/W\$!
M4R;BA)-0A,BJR4X?L;%3'K=5E+JN6R3T76UZBM3;U)
fV""VV\$K70'C<%OWHFBZ4V.9^+|CM9BEVOF8^"KG=M M:K8OKW*ON2"(P20:
(HB0GE541|RC6%"4\$|HR;J/TM@R; @TT;W>3'7?)MT) MY3>G?
EG6Z)J9AC\$QLS,76TZ@^OI S>'K:J4)SQ||H5L05#\$^6Q9K|I;&
M%9QC"^2|CC=W|;>"UOG;|0RVHFX@?ZK)S;F=TXU0+!J/8|)+I(5WL6&7&(-M,AQ
RG@"4YY2'!">B|BJK'XT3D>VRJ>GIPSF|J(JC;|>UD4CH40E
L;ST'UQ.=;Z=^X39P3#T3'/1UT%.BU->F/N&JMK^K^|=5|YMF(M|?A%C_
M6A;:)7+;|Q(0G2RTPF^/M1G8_|KA;@9:_D#-(-
AR.,JVUQ=+80N5|M=5/|A3RK|V^S%.8M3 MQ.),^:9!\$D,4|T)ULFH+&!)%.9Q&
=62GN&SM@^IJ(*0L :8N"=|E%*Q0'X M(71>2MV=3%M\$2Q?S'&9F:NL!"3O5U=UI&F_L?
K-L1UBTP&@F8,U%E|8ZT_FI M&
f+T|A\$7Y/6DQ>>H3*K)%T0|UN9+ESO&TQG;/.H'+9KF1'H>3BD>Q*I:/(MF
M1)R>&=E|:6*)DPR%!(91(B#*J-25H @*FI @24D4\$BL_Q(:XR+J_QTK;.>R
MF>WH5,W/+V|?;BNH#0/K(P%H&53WBIU|0-T!!%_!=!O2TP;2'4|Y%41W66/D
M8ST|U;S(G_WH'R1^X<|L=)9 |653O75110?BFH|SZ.<2I%32(@@\$D:0YR1 M
8BRCAFRDH)J(8K|R-?2"XZ<9B2ZU|.GNK NN&'| 6J^8W(QT+&CT=SV>&
MOC&WLWU'YZ|J0_3JA%'|KN,%.&9FV|-9|9=E;=_TWG+%P7>U|5).TW;FSD?U
MEVY&=YW*E8:62A &;W B:0/UU,>51KS|G&>9-K Z'W1:\$7\$SXE^%|H|V\$X6_M"K5-|?H
O|RT0X.4?=\$/RN%FLU6:|@')LEYW7<+^Y^6,G;&|G^+Z)|0=2EB_ZT.|1=|2;
M!S&F89PQ&*99!\$)):0B\$Q#'F8CB.)!|)9.7=^F|JLLVBX|0" _!F1FQJ. ?N M X|' *+|>|3;
ZQW@C_H43A?|MR.*M%LU8)OH=6ZH& _= ,<94:ER'*8 MB%3MX0*,
(&5)#).DEERRC&1Z.<,&&R84QSZ6^ _; ^I_16K1_<\$(L'ZC,0H, MUH<+?-?6H-!ZO,N6
9=V8D;06#3\$|V16R.,BU|YZGIA(VUOMPNC A;K9#;=O?3BMR&OC|4,G_Q M)K.%W?
f@NYNI67|D0|-&5AJ*EC.CSB%B8%V&
MR6EG6,80T:8KV""1'7M_|8OLJZG763GZ6W>|OFW"!EUG>3YLPW7^,K?(SZU8
MD|6RW3_SA0@.&E%UHYD|V ML^"+JT1V=J'A,D+LY|3|GJ(C!TM/&O|X)=1QA-/D-6X:
(HA20.J1|CF,*=*OZ046\$8H2C&R2F:R96!DS>L8@*3A M /"6!:"XM&P";
(VMF=.;B9B=9K|Z-N^8 2TWVRBJ_B2*;1FM/Q/@BH4G,V%- M?E)3X@K.L;EQ7L?)-
V4!1."5Y^50+?BJ3V=OY;?'XIRK2MW|%2/\$H9(9)R MF+*40Q0P|(G@#
9(!E\$B8O6LB(T=,J(ZLO'Y)M:.;=O'MO.0B|(L?N@J-SOC M8X:BF<7QCHV=F>G(
_V*@W<|#D A?P\$U\$|N*+G^VQ4IJ3P;%C.:D5L0*AF/3 M87>SF|VHCX^K|T7J><\$%?
_R>Z5+YK>%|N>|7,281H(KBO! CU # E(ORPA
M(D\$614F4*T|AOM9E^69&PYRTE>78,F!G.?0QY4:70|\$7(+|=|+,CEEOU#836S M(N.
96=-.\$|U<6|'A<;JG69\$6=Q?|KI_C#HP!X 3U;%@O"DIL4>D&/|XK"" MFY'1=8C7/U:?"
UU(655;4J=)-6&N#'),|7=H#"*(:(HP22, Q@2 A.\$IPA M'(Y\$^8B-
O0121LC|Z4!N0VJ!LN|4JR@!,A8S1?B7N=<#81?GF#WS|1GQE! _OKZZVRL|B:*JC) DT7
M; FW=7C^S*N)?)X.;B^I24VHB=#'1M/H'CLSR<5B_FFU7JQ?;L7|0G?C6*V_
M\$6T:1(S'R.6Q(@AU-H(F:J>Y9 M3/K5U8>D=BJ*2Q8EZ2Y(0R5H+|QWWQ_)_JUD8/U0|
|H3N|X"0J=TF<3LTN M7F>G6H+Q^17_ QUWQK5C=B.*;*3AZ^?5G?
AS_5|Q|4|3|FXR,AZI&AOFFFL MNIY&#Q2|^70-OJG_UWR(5=7D7WXNB06J,
(VS7D:F7|_|@F*GG;1U;8W7P;0'2<#=#0B6JRK>1Y@A'D00QRB&*"IZWK3 MC,,XCG+! I20-
+\$;1GJ.U&2G LV +>57|I:R|5#2LV"9>9!^(+!3S*TI_|ZC M^HOVK#|>0L!A#.DEX;Q-
)#U+.;+AD)<\$?CVG|.(=#KE|G_YDHJK.3-|K|UG" M-(IBQB@,DBB#*\$XEQ)

(BF,1YQ'(4XS@V4F93@B.KJ&Y&I->AI"9(JFOZ&/A8 M.J.U!/?/S1EWJ*TQPL<@LJ
(R/6ZIAB/H.T4MA.W-1S199/H\$10NI#C(6;>|S M-R|T:M_1@.4BP5D..46YVM)\$-2\$!C!D-
(J2\$4E&V=|YH='4|T*CX?-"(ZNL M1T|2VYFU_-"HXGFA4:C)\$KV47KS>:%1?
QJER2UV2ER5Z_EW<:^M^:^BN"_) MTI."D66;O"X#BB,B\$RA%%\$(4L0SF
>*01FISD\L(D=!(?7NIC*RX^P0M<-KI
MP>G776\BVVFMG;3&:FHD39^"J@7VE%/J:Z>8_6M/HD)&XG7*.:Q@UNAG!6U
MYN)9|[\$=4/_VI?Q1S""AE"WD,LTAWB)81ACD3\$0S#1\$@>9#B*C#I\$7Z0T_G%|
M0QJP/=H66^->E Q!5^R6P<%6K\$/PN4M75_B6|@ \$OF!P|P5.OP5-/1|>0(F M,O:Z
+T+3+?W-Y'C8--O=(.#A?I:(FV/>HM-/(*:F:+BHEEOZG90-09?0
MQ!EQ+4S/<+|=C,ZKA^S+S00+U&MASMPZG6WY_W JERXU/Z<|594W:!:/?<1R
MJ>>B,CUC/"KR"9BCR+X*/1(&CV16W^U-.&(L:2=UO+ #P(&^1R.F\$|M=YDIXL|PNR?
+/9=9I_%UG:L>PDC>K=8+|4C7K*\$B MVJF5K716>6OGQ'#*67NUV&3Y:N? \$V,J5.WN-
6P!::9(?BJ7W=<|^V61|2)P\$ M61 3R+,T@B@+
IACI4KJ5U0\$.*!7=3ZF,#89W4U.5!H>C.P*L 3*9MCN_|" M23 +@OK_0?5 U"*
;-8/1.G;JOX%Q"JUR3 ==,T|<|HQ:,PB,"BJC9MHJ3|
MP<%\$|VQ|6M<;@28X'@O9'>J4+J3_LX0SHGCZ>#@U?*3GA:<\$^|XB.#L=0-'
MHJ9;_AM2K3|N1.OR"8\$2DA *.0L3B&0LH.ZG!GG,E=:E&\$EJ5=#<0VOL;8>N
M7VR,E"8+%-WF7U_UJ'3'Z;DG\$#-32TX6,8&#H?;SD 'Q:B'?9<%| #VE|@2E MMQE
>U|DL|-E>VYQ!N|J+0?ORG%M=R/\$-Z*>E:5;H!6?=>| ZKGY'73!K;C
MG7&29Q* \$LA"22&* \$PH&,XQF869+ID+4S-@VH|X> :C_:U@L6OJ;@#F-FVH&Y7H!
|-5O7SZJ. MT_*ZF1&?BU)_XJ|6O)FP4BA36|T6RZ7Z@T|_GF,>!%B;.1EG4NUQI(18**

Q_R M6>Y)/M^"AEHMG47J|0T_=-JU9: _7|P>A M?=>Y;4C:V>0ZH5.WJ&M'D|5;.=A=-
D4QQW)YH|)Y#V\$W^97Q2FS1-3RFUJ-9?BVH MO?I6K
ACY88LZ\OG\$K\$@12B#68SSID0((Q+"@,9Y1#-"D#2?*^O"PGZN7W)JW.0,>0|C?
0HOFU17/'%:!(MR7)'TV*3-
S;J;IN_<="UVOD.0:9WQ^BT|'0|R2%R'^PP!RWD.LI&2%\$J(GO) MQ(CRC+
HARRF#")\$,D@BW0\BS,,DRB.,\$J/>D#TT1K;.6XJGD^+ #|SGO, _MHBR\IK_;3L5Y_4#,-
J4#8::SYCN\$Q|WQ|A'VT";UQ0F'E|S5L37PVK.7^JP ML|O6|YNVL|/:>O%J3CD*),
(\$4EJWLE.N)0E2JG9Q288I"_. \$F_. =3M,86?|K
MHN!Q43&Q5'0Q::J>@U8|'3.P&.P|QHNMTV-O+NAMUU%(<+:|\$Q&BZTV|:G M\$;
|8"M|^:&_5WOUR|6Y#S<>%2UWRH=B#X)NEN);UVFKCLFAW
M,LTDAZL5;|GW.7\$:1C+. P5!*L,>L1) 2ED 9H"SD.,YQ9%3'ZD)|#RJ
MEAL=G6W>USV&VCDC0+'4:2|XH^,**AG)\$FT#,S8BAG;V|2>\$SR;:SP8'7/ M?,-
IF2SFAD=_(IGEFA,FF;E)>YB YKB&FT^H|Y7U"W4GV,-J|: ^-:#O@!9S)
M5\$8<,A0@/=%40DPYA2+%H0QS2@D*;!S#?|BR921V|2|(>>W<7KW=3YT^D7.GIO#>B
MK MLWI-JP>:"\$ \$R&4 9ZV+>C"*(,4DAY5D6Z:2G(3/3X|%
V"EQ1TY/+@ZVG^Q8YEN.ZJ@B_>^5V^V/LU^;T/?O?+I?JG|M'T++9GUUD@
MLR0E.91:KU\$>8OUY#B",|8EXV&:6M6N#>1G9.7ON+/, "1@*LID1F! Z.W/1
M,;8|/%8(M&_6W?X^|HOLR699V',0AA(C"%2A@YBR1',8HS20A) M8_/X|&5Z8X>&=@R
'0>@8|\$EE'\$90I/@CU=@+.,|:X&)343*S:.09R!&%G& M;
(PE|@_37%YFPLB,L4R'P1CSV|SV@=L@?%VBW+5"F&>\$LRS(4A@@JCRV(LA
MCN(#L1|0?6Z|D?6PF;UZMWC4K^%OWVZ^@%T|&|MALR?%|I<|Y+;*5Z? MT&.,>
|XDH?L VL.K3CN"MD^P5T-H>RJV4+O|_7-JEI=|7|4WY_9AVK=|JHP MU;HS|X^M=/?
W9;V| #=J>U?4VOGDE?MU\$4|7J5:6ZC@.2@,-- # "I8*: R MOYZ-)J*Z:>*Y1:=3Q
MB'>CAI6L=QJH|/&M>%)/^T%_3TL|2^JQ'@<0I\$DH M29!|+E&JMO8H@31*& QHB
15FU62&AVL|H,9.Y!1'fWL*(.6|*7Q 39 |:NI M/_\$MPQ6.DMN-8|LHV)!Y:.
<7GVX@VT4!#R:R7;f:M3M\4RI;+H3+J|_?B@%
M7ZSU3W.29@SG>0)#RAA4;G@&:8Z5'YXAA.*\$D01+NT;Q9VF-K:S-0+NV.|N
MDO1K66R>P %?NL:|X0MHQFP|E9|'T|S?|H(21G48? J|IS?8QF#5AMA?P1_M?
MK|MA"FI|M3H_3VGBKN<717|= /WR+6Z6H#O8U=U)=PU+|_K6OG_97=*ZQ_7^
M_=._HOURY=5M2|KP&Y59VW=/9#5|9->HOI5+:%/5VY\$N2CX7 0TE4DN8,+S M'*
(L3*'ZA8 49RSF49 (-'2@,37C(|NHV^^_5^!>4Q2|3NEHJG4LXIF MYNQG?#8.NYVVF?|!
<,O|CL|T!9QL^JPEF8%&%K G3)N'NE;B@%:>&6@D NK) M-
S+Y,ZU3/P5/=GHRMBE|(6V"VI6N,63W:Q%-L.U|H'ZV1G7C|YJ;NJ'< M3|8USKDUW-
#^;|WZ=6F|)O*Y*+^3I;@3Y>-<1BQ\$RGV'(0D"B @*(,D""J7:
M7^0)RT|26)2Q>P3|E@7>Z|UR.#;?K6WREQ=R^UPH|W=DMHHK;_J(%Y1
MJLNOUE>/Z@?>A4&?:7Q9*<^&*I8+KM=Z3Y:Z??_W!R'639+-[O24LBR67&UV M

B9BB!*\$(4/AU\$^%*?/K#=#I@=BV6 M;GFO%:PY:U+NV+YLH/4.--)9Y.1- J+T6/R?
_O';F=+33_IZW/7\B@/?N_) M7/UZ\E|ZGWR;<6@4" T)7@:+=,^?
^:5P2QI=O1Q2OQS/6L,@MR_XI19*/?, M MF^*PU"VS_Y:#MRU'5
OIJQO!6CZ(WJW5RIJ;+D7TKO \R;M^,B9''+>X' ME*J=94I%A,*Y5'')-&GC Q2/7XQ3|
(1%3G)HC0>9=[B:7|&/HG4K8RZF&|I M'MF\$@IO@6AL_E*?|>@'I+VG/=(QC-
/QH)CZBF, M9|CY.<+BIA2/B\VCED!77! @+P7A@-PK>)WLV
MJNPT1KXCI+9G/7@J% XKQ)I5OZ_9=:C-7-Z(%Q0_=UG EUO6P /5H|P4LI'0;
M<^WGR9G9TK=Z&G:&===@>|_JAZCS>C(VH%ZIWC|H?|&W>Q2O6H^P;N.T/_/
MVZYSM|T"Z'=0MQ_6WF*RMU=0SXP"JTO#M2D/7>_B\SI,N"X>V|C|_E3-)NM&
MS|ANEB)+VOQ6,T1(GG*(1-I-GC MI|>#B4B|<,)M,IGF\$?RAN00UF|9#Q0<|,|I
I#20>S_L&XBV0P^#P3AYZU_@MSLG\$00L&0_:Z;|P)>W,)!>+^2?
EF:KU.5>O;/5!_7A=WA4_5G,>A3(.HA!F MF\$IE_B(*1;J?|
(T9@A1\$F;\$Q/SUT!C|I|"F"EJR,Z)*UB)FUFJ?KPZ;= MGJ2V#)J|"&QL+
Q\$ZBFM47'U)"E6;G832)0%SZ(4!S&,648A\$F\$,21@CB"C*.4J5
M1T=XUX/DSMQ6#F;,2+L/>Y;<.50D'S@5K'\$JEHHMVP8"_N%RO=!;+.4|-M?LH3GF9"
I=\$R2B-B>0IS&@OC@*_U5_!J59|-5-\$^EK^OM*-L07_+,1QZEN.
M4R)BF<,T#96K2Y),VAMV|5GHUA|;K(I TOCZO M:
|B>U<=UC<7=)CRJFVM19N!;I(>|TV7AV+B%LTY1C1|W;C-)/WUY^ M3|Z"!>%)W0)
I0(IW_PXKC-1SICK7C.!DRX&_B<7|@|Z\$?Q8EN1>?_A0E6^AN
M60LFYCC"G"4V,_YX'JFL=:0!;6@#T1+7 M>9;-
_J1H\$|;W^|, &3DTY8,W/'|I.1^G^'^G4CSH/K;/HAE: ^:U8 MJ_N|69XQM1&&81P0B\$2&
(8E0"E,4Q@E)60JL+<.BA?(3=Q&T4SXU|T4#>|S,P+O-|5B M):KJB|G-
<|6H;97NZJO46Y*,OI#S/-2S*#-(*<4P381@#*G_BZUF49ZA,|+*M=U3!'EFKWL>78#+3=
"VRFXB|S6ZGQ:*D|:?(|*I,I|0=1CG;UTN9NJGC|= M\$GOUL)1D01HLTH|12=,TUS;!
MYS)|9LKL%1(|M>|!8J1/MK&PGK3|,KU)|=Y8_&,+8'ZC_>R0C|^<5|?E|?JA M_%3J>;?
|>O7I7^N7JQ|EK|ZM|>|_5+=RR=;|R^INO=0|",W&<|G_7MJ-&?% M:N0O_,?
%|X*+%;|T24#;I6 |?IDLN,Y":T.|M9-5@56Q;B|H6,"MT(N!=/A M@L4*U(T:#V,2M:
(5RG*I*_XN2&D^U|3'8^JW2&_PA.SLU=0/Q_/,%8_8.HUG
M14%_LDDN'L':_KB\$@#5\$P;MU M
4K%&_BQ#=#&K3|VZ^F4&'A>KQ>/F<7MIV;"L0UYVFS?|AV"VF1L56DN?C:S^
MV:0^WF^6I"E:9'6|'4|X:|=6?<#Z|B;@=|:L/UM_IS!|;09M*<_Z>;0&9|C MS:|+|0H-
J3M1Z6D^_%>L;4JT_;D2|Z9!|!%C(N,IB3+(8H10A2)B7,D S"C.=) M%\$8VYJN?W-
A!WTU96EN;"P"9F19_8MO9D5TOR9KP3\$=T@:8-%'&/.R0|.TF M/Y|C|A:9S1<\$Y.V?.DN-
|W^5JC=-9/=_%|MA|7GY*-X*BKE?2X(72SKK(AY MGHLH3E@
):M|;@<8DA#50ZM1GB(19,)J8I8)T9&U?(1%2|L>|!>/9&68XFN% MGYGZ^T;%S@CL
|*2!RU|L,> /RM@ (ZXG6V!\$A8N&*LFD_=%F"4D\$C#B5.:T>&PAPG\$L9(
MV8HP%7F:&N5(NC(PLM6HV0!TOP<@'2-@V7%BD7CN G&_,9D",L0|)(X9T."W
MQP|8|K,U,B^7=QQ^@+1(TA|94+<|_U@_V'R8OK*JO^1F_JO,NZTV7'#Y#Z M(
%^R#KV;8T^MJ_6YT7%R%*/#^KWU3S*(YE%.4"1CG6+EL00T*"NE\$*2QD+ M49(9;>EZ:
(P=QV^I@H9L\$|ZM"9LW-3J'3K^|22S963<7ERKED87!)J:71N
MSRSC,. *86XXHNTQM9C90"VO6. IV-6FYF:(JG M+|;C!@@: ^#%^<;%3|@:2/>+@K@
|ADVHU#,D%AZ)7VC<!"SM|:7UV\$N<: ^3
M8;#;=#Z%N4P'+H3%;8Z)@_4BVT\$MNV\$#Y
Q&M(T@5(WZ41#F)+\$ZX/<"FL.'PG6\$|WEDS#9W7N2UC%O5)/9;_M/F1E|1|E1=Y|0;'X;)" +
)-3+D5 M>BNI%M63JCJ_!R/ M.Q@E7T-TW1F9=M3N8,!>#>0=OJ)
|M/>F:TGXD:S%G"CC%,1J|T&",-0CLU.U M78L2F 8Q2U\$2Q DV:F%_DL)4D=Z&J.
|C|319^SCO(2|F45YG:1UCO*."_D5X M3PHS*+Y|N.+DT=V3 IV*|9Z^<% "2|U?1E%E?S,"
|*|J"|,|7CQ*4Q8F_.'=' MA*)(| ^V@!;,"8|0R%*(JIO00'Y&5N&C!&!M\$XLZ#;CKS3%: K#S
S+;CTP(MNYTMZ4D.|HC=9@3?ZK|/F2 |%"Z_Z<+.W+Q%|O!0Z,ZD\$@|>=D0O|_-&S 5) M
YSI21X8JST,(Q+B0/T4X40&B4Q8)/A|K0,Z'GTN1=C*+F|)VX6@1G"Q-&0> M'2I+
(,9TGR9VDO8DG|)(ETF1_/@=H#PPG=V?_ISZJYUKE=,4#>|-G:YK!N|>
MR*IMHO.MJ+O#"?YM4V>')3P@",KM0YPPF6#UL\$659* AFJ?
WLAY_R:3O/B+C>>|9\$IQEV(R/46|L^K_A M2>,DOU&HMA A98&>9AI"*A,*F4Q)E
HIDX#9#IKXB9^S|4"*HZ&7 LA>U.(M^_U|PAR6IJJ8!6IY1%F6AVDDH|Q0%-868
MIP&,98IC|2M\$8JOFAV92?K*G-9M/UF,097NR?^|_65?R:+I1Y;|;DHOY.EN'HL MRO7B?
_2WKEJ?FS;U7NA9)G0%8Q@)F-\$/*F2\$(YI(A&(4H#&6:9@D/ M|/+P1N9X|&R^+
<=0,0\$KH@?!'U@?B+|3Y#=#47+CO,9.%2J M|I52'3Z?OI&*,T!K,|
H>USR%UPLYU!'K6/6R7N7S M9KE\N7G0L>LOW7-PJLN+=XY6+>""_&H/:S.>|HM

MBDN2)\$R1@#CFRHKA,\$\D3ED.&%Y&J"\$H\FQ%3,F.I)%^U!LGHK5O_I;F_9_MT>3
N|^2G_LU!T;H9RAJMN|\$(H=[AU'1YUR83PU4K!6OY>|VF^MVG2FU%K"[-J?|=CFX6CF-
6.G(YM_4;676QK/Y;UG.:=YHAQFHM5[PLJB;::PI%T79U&O>"J930A9RP9J<./Z/
M33/&.:H6+FHL|SF&0E3P@F#+ "7*&B8Q4C02/(!QQC/,:9:IQVMC#6T9&-D M'O-
@9^ZLT32S<&-B9&?4CLG/ZL184G8MA7?L@#|NBN6"08!1IM^Y(N+)8EF3
MGJ1(N8)S;)>.R^Q0BKT<\$_,P1K?+H# MJX*:KAA7*[XWA.>WMK7HM?
H8*@J:3^I1%WPK5F7WS_>D6E1W6JAY3EDJ=5L|\$_.MLVF;I#74@=DQ<\$^.^"/FA?7
MBJ3!3!PN_6F%M^/S [5X-Y0L;W]53@_EZFVHK7W">K<|R1L#>"?^T6B_6
M+^UNR5^X+ CMKY"JJE7MN(IJ3B)Z|&1NNHEX^ZZZ MT?4.J2.
[4X*;I>#WNB/|AV*IYUV59#G/LX1D+ NAJ#/@ YT!CVB@%#(/" +9W#&1*|! XC*7N3-
OI7F"Y1PTB2@^0,LSO"?2*G|&U5M MWF6\$TQA'&89(^5\0)4\$*!SP)(,U%\$"
<|HS@+;'RRTV1&/T%LB(*,JIT/=08: M,X=HN,"VOX%'LHY0P-,ODR>WY R127V,?
D&/'88+5|MF Q1,"%Y|5LSI3(1K M63=YN15D^:E:Z^R_E"0TR5.EDP&+|4R&&!
(A!0QB0FD<8Q;DU.[X_P+%D;6U MHP_T|P"ZFETWXRKJ'DVE8@*(F@M0_%!8VR8#7
+33*F|0F2GWX?H?&_1.3I8 M.:?J@8<#GN;ZAK-X.B_1F_CDWE#|UT?
UIC=Z.QBL/OUK0Y9WQ:|*3=9-(Z@|
M^\$A>JAM2K3|N1/OADH\$(2"8R*,0*4<\$1Q"3B\$\$>LIRFDD9A8&4PG#D9V9#|
M^_WZ+TUZ>AXT_ ^6*@|';88H.Y^C^4!T'P!S1A0G(VPU1B,SWA'689\O/49E1U#9AH*|@2
M>MZ9CX^B^>^754WCH5BJ:JF=_!ML5Q^+DK=3%CME2C.XC""+&W&/@20RB"& M
K,4YS(-N%T9B27|D6W|JBO\KN/G%[4O_OLL_=^N_-@?FBW0\F69<&.+NIGI M&:1%+.V,R
HS6!L81#\$.FOY;Zi\$;(\$9ICL^2ZC)NA^E:LNEKO3W_J_N=BGJ X MBT4J8\$J4MX:XT W%I?
HHU&F#%(89HE-6| #7)*S,C>-T*| J5G!;QBX:PG;F MY
0V9A9CF,1V1F&/%OAT04IK;3|OB">%/D%@4IT|+^"Q6O9<:=|H_-.?@FW6 MBV?Q@:S%?
5&^U'WJ#;|O9V|>.T^LHPDZHOJEIDOGI>U7)2^"VFG2:QFI->6_M*
(U3W_/3*T|6\KQ7H/UNY_T7.N1Z';9@W:79"YTH^N7QB2S*=LXU*_Y?;U?/ MVS (1/?|"GY
D6Q_+,%\$JMJE4M2EV2UL(\$OJ#)WZ|PO4)(Z28 YCEBBR8M|=
MDR#|Y|=Q'/06\8_!OAAN*16,UHQ@V7@)9&L M+;HOZ*;UN.GO8H,
6*06<>V>XTD9A*T%=|TJ)EN.%)/:L#Z)#5V#TX+2 MBF: 42T5W6\$^MBBT1S*
|Q6#*Z85;|)#.*A>#AOLG790! PT|8Z?-P_FU-R<- MNWN-M*3KMW5?\$=Q7^NP^5C+
<24IP(J<9677|+QL!W%4_VO\ '#YP,+PFG?-M_|R|'|;?
W**NZT9^/|K3,ND*QFOL9NNEM@0!?!3| SOT>L=:@.,P3-:BW|&/ MH2"/7D<1/4)A3,1R#
'1T_JPJBYA'C*Y@MV?V6|MKSFK M:M,GG!/=>Tt4#>
|J4F)9E(3S0K)>>KF'/+!65J=7<,0MNM*I"AX@FF;8\E"? M\3B K1J3|"
R""M.^=X0\$@#^/Q\$28_G_,22=7Y)>C4;3-#I%-F?KG<:_" / M6^ 5K;?SESB94|C'W9F?
I%OX5K0>WKSZ J24Y0"++#
(:H9'&|JM/A.2+:B^Y,1D|2UG0M/ZEON'S^;2E/6|^K;;V"OJHU-"?+?Y M U!+ P04 "
NA&=9SY4"Y_7I "'@L %0 '1C8FLM,C R-# Y,S! ? M<')E+GAM;:R|67=;R7(N^Y_1?
7IUXY3.0|>MN^25%(=^5:59\$EEW^X7K!PI MW (!'@!42?|U';G!_00)\$\$_
N|)3MY6,519'(&+Z,C,B,X1_Y|?+R0|?TGPO MGDW_Z2_TK^00/Z1IF,7Q|.*?_O+
HS=@_O(_E_ (I_ +|_ O?+ #|_ |L M7%^FZ?*5_/DEBG^|. =X^?F'Y>?TPI/_YG^,O|@?
WD<_,L_FEP#_W/W;J|G5_MM_GXXO/R!T:8N/VOVW^=_X.,P;J@'3B>'0A-,QCA+
@:35*>.&/5_W/Q#|(0 M)KW20*FF((BUX\$.0(#E1(4OIJ%AI|Z&0|_>,?RA_>+=(R-YTT?
WUG_|R>;F| M^HN'K3|1 M_@:W/P;E6T 99|R/_VE_"(4?1++25GL
M_H_Y1_OU|V;IP6"I>/S%_S&S6>4U0ZC(7U=IFE,*YYN/WTR"PI^:%(D.IO?
M_N;\$^33IOCN*.3SJ/OF%7RSG+BQ'VML@:";\$@+?<@\$A5@8C; O!,R2JH"@|9 M+N0ND-
Y. 8L4_GHQ^_(C?O"/10SEBTX>G2P>+;>2R7%TW^ZX3_BS(Y,|R<0I MR#00W
4L@3%.XU|98M8XGTD^B>SUU1Y2O:|+%/PPVP>TQQ-QNUR;AX>Z/4Q
M6&|^XL;+D>=6,207N(T<1(@9?'04@I'*FZP- MEZ=A=LO">^&
M8^#4^39""3>I_EX%E|XT|X^(ZH\$@S%0 "/2#PZC1+@9*20 M"/=XK/*LC*P"B ?+
|@4'WCXV_Q=!MCL#MA/X1 M99|>S:ZGR_FW5|.81D(%X/AH+3\$\$ (H1
5Y| "BJQ*)FBT=/3G,<|B-@+(ZIU MC-232^OHTHOG\$>KV+2&_RIE((R:*)#)!2&YEF#
(8\$"3<&C|(SR2E4 MS);E|X**;ATJ-63;!\$A>Q(@J6-S|Z/Y1\$?
2*FUM4A"SQ^_1,@I&0:\$1BNB MSS8H40\$@3RR|%SA,Z^X5:8M>,5?
OEN_FGVYW3DHC#94PLI&0E"6E:PK4!2 MSA'HQC)OZ|B?N&|0&&_ \$U<*^<^6(-
&=C. FI^>S+^_I2".T;,:.' "%G1+60
MQ9L.A((U+IF4HS&:U|/%QNK|W6:1|P0=IXBV)8B\GRV6;O+_C:|ZSRD2YVFP M&'|3QU
T"FU?-A;#<9FE=9\$2==H-U_:U|X-'P|>=E<0Z,#B*U7LQ3V|E2\$>G MM)
>DA*LW,DPL)9H4#11&341PIP6P:ZOMA\ &K|F/%IT ZN\/(1-WG^>36_#

M;F>D,JYKD)X76^8".)8Y9,FC*V^#G)RF|LT5|U-JPU>:)XEP8/5_3.%ZCM"E
MS!:+R=IQ'B2'@|M#)JY.%=!D,91^>'!1|M-U'\$D|2_N>)^ZF_X^O(D\$0ZL_M_D|S5Y(-
/GZ|+|/)*+-(A/\$6D,ARW^H(F&0|"B0H'RS3TIZF^P?+|:?.XAF|L MCQ=>(YO^|=?
PV4TOTF_N,HU0""%&KD&HA/1S0L#&F\$JGTWDSO"C*A1T:N<(2L>0) 4P!LG((?"B+1"
M&5|A(AZ|?V@T?P-9_71-@&1MU/-!3'^\$OZR2W=#5LCE4-2,@30K/-T/<-3
MCY0G7!"J7\$'^?3J^T&D^7O("J)M B+E|6|^RBW3Q6S^#<_#H+D6_3@7 MZ
59B^1S9"1DU:7|>)Y|:60|6'0_0#1_!WF|()O P<=+-YF|O%Z,IVFQ&/FL
MC#89@Z&4D/P@#;@<(YC_258,7>4J%N+!HOOE3#5_VWB|()O P>O+-+-(^_G
M^>S/Y>=7L|LK_TV0K12;2P'E32RX7("FTO:K-16F*QT"#7LPL+|X>+YJ|9
M3Q=L\$ _CX^#E-)K?46Z|3T=&"\$1Q/.QXH6.HU4#1ZT@0KG:MB)M;6W|_#=#Y
MGB C&)D" A%^6+(Y9^./C9Y3;XMWULJ3KE|AZQ%(TE"@ "F8>\$7G*)J;7AX*T*
M4BJ9>#HMI>YY&O8#2<.WDY7%W_1H/J2+<1'+=-G%VQ9C*&HD!Q&U!2&U D^,
M!4JDXR8SR7F-7+N'J^X'C(O+4|6Y'&9IK'DC;Z9N(L1=TQXDPSD)#%& M"D:"-8\$!
<2D9&D@@|K1L|?+|:?.|AN|NCO=>(^G7;|:|X";_W+S_-B=OO+.D(=J%A=9=VC^W;@A-
\$ MKV6*(P|RY2(5#Q@D.8B6|AV%EBJ?EHV|;>7|<-'PG645D3;A1;Y"-N9N|G8: MT|?_E;Z-
*";A!<. &1F0"X.^3|0,XVGI/<_/LPJD^LZKY>P(5S5Z,N%
I(<%. _RF_\$4%QOC:3%;U7'=82L33WS6'(Q MU)8 ME/%8H%B
MO>/22!FB(QZ<%Q&\$,KB#\$N/ _":>^T4W76'=0R7#RD8IF;+R3<6ID*XC|:
MQ*""|+|,3CYQ;^E^YQ><7>%I>ISE1<@9W5%/*!C4JSYBO|EFX0"=Y;J(CYEX3|O%M^
M3O,5-|1+(CAR0PPK+CB+8_O*AUHF51)9\$ _L4;3?4L-T|J@ (BAXD.B ^-B!>_M_O/Z|I?
C+VZ"TER|6+YR|_FW|?3BW|SDNJ0@9R|HJD"5+Z_&R)Y%)QP\$-|9+ M:2BWN^|#3K
KNPD;IG|!Y:FHAJ.Q|9LZ295L/5V^B4MEN4,7_R4_!+Y*[PM
MO|VDN8W3O>RTBEPFX2'Z|M+DA0.7M2IMD,H);X0GN|YQCP'8_M0-TQ*A|Y3U MH)
&S-@F'V^_^_#8>:8PZO?4*0M*EUHY(,))+4+B-.-2TE@;5\$ _1,:P|U)?_M9Y45T"
(BGS6Q/+%C?&')NG-;/X1|?'KKV%R75XX7X0POTZQ2|1#T8ZTHRGD MD\$
+;M\$J&X9|\$WU#;8-//C|-|:|OV-@=AREP|I@9P+B&9381/CWD,^_I4G|M-
/O5+6_SQY_D|F7*LWEZ,9G,_BSW."B35TCZ>/G+;+\$8*6&4CP|=5:I*5S4> MP-0M *F/M,B
ZMKW#;5Y&-8='_3@9U9|_U8:HZ|E?|R6A;L|@8|*>)\$2A68=|_R M
6X|98HIJG;F_QR#I'|('*;Y4@|XZUM%#:#PYOYZ>G'/YE&&FB1J%/,/=)G.7
M62=+W|,H(!D6?);!QEC|W;2ZZ BI#*Q15UJ;9W>3+1PS2F.@|J>U3?X7BU*|Q.TT5Y9?
XTA.%|D?&_M6S9K4ID)*0SDTD56"*!/)DE1_M*Q&\$,,,ESJS1??GL_<=|:;%<
0<,@=>1263HYJ(??V5 MC@'E+GH&LG5-|J2;V!
<|N|)WWL4NQ0_MT;TKO|RSBGM|/%|;SLCY%R*FB' MKG0FN:OSPE@NB5
J0RURFC+5N|+4CGW9VTG40/V|>GK6JR?_!@!U9VQOKP1*
M^|S+=&^61THR|9Q0D,M(%Y\$(!:W:_4,ZP\$> M1TES|"PE#)-_2E|&|<DT\$X_JE*AD-
IE.I*%UVA@F0^R+Q1 M;+\$M,^FICQ^H3UCU=*231=>
"7B'|I8KW6Q^26Z1/I3Y8N_R|XO4"6F\$'GM* M2O#2T09|=LLB6.4E,&J,BBP%
|VNG'NTD;*!&8ST8BWIR;P%\$)0-O)9Q1\$"R6 M=UM(/-O2(U6M|H.)8\$9(|G*M>^:UI8?J
M9'P Y4J8-P.&&;JDC'G9*0PBI M)*D|Y;""%12Q&_41J9=4P^_SZ\$?J-
I8'Q|GX9)LX.KDE|'SX|GJT7T:NTX% MGV<3E|B|29_)YI
F#8)N0E%(B)HC+|4AF.1*R8XS<&HVO'OOK0-FZ|3>_U% M+R|J(C5GG;-
;)J@ (G*44@5N%#GFR*"F*.XE'2I+WGCFZJW;X5)PU4=+3C|9W MP.H8X3=P>-UX|
(O|ET0W+Q?=T_C;:#K>^_8\$ _SIUI=W?;LJIBRU(Q!\$|?J3
M0ULMO\$|V.=7>9Y|VSF8X+I/K))+;P>51D'F4H74^_34 U|=,W0A@3:XC'7PR MDBM@-
FH0T:\$S\$I4\$S\$S*+I2=ATK5SL?>A:UC@G14HLYZUU@_2WS|+D)>">6-*
M!U3A4&*A="2*"O"P4=)%GU0PE6'X+%#'^GE#8K"NOAH X*TP1R6JPIB+@J"Y MS
V4&6|:WU#-& TNN=JWV;=K#YL\$/22NV_E">>F)|I*9.&F M?|_4&\$PY-
+16V2)6PV>^+72+RR2B=.=.W|8@ZQA35=MOZVV'AHP2_O>&|%
MJFT4*;51*EYFC.'!KAD%AJ|'F9W%32*EWSF8Y?1;J3M2AC57M2%40|XMP*;<M_*Z?
PXD90BPQ|5)<@D_379Z4\$E".?R<|95*|L<0F#<-6X58'RBD2;@4A+V?S
M^>Q/1/MB%|FA+ED|8W/BYE;RZG9QV@J'>'E=J*.;!4|-#0M8'X6GF&-F5-D-5)54T
*KWM^MV+*V;-B7TS'R9WQK"G"4|C@7:6PP" MHPE9<\$X5|I5?
XYX@8^AFCCG4T_*A4XS1Q-X"8M5\$*_*JUXM|DD(&8+\$O>'<:!
M13*&2**U8HGN'%US|)FV3L/0B2>|8.4D03<E_HZ<;3%%^|_|^;1\$A"|N+Z|
MGA17_Z>4QV&|'#F-9|'E CF*Z"&6!LE>.0"#CM*HVL;F>;J&|;|Z E-E M930
KS4.NJN',@)JGCZGZ6+|):V*3\$H)Y6H^2Y_4PI# M>A=\$>L%<5;GS?3|&F4^AY
X|'UA3|#K4TT-H/"QU\$8I29VY+O)*!@0MV0>" M8%CI>3)!LZ1V3OZLXXP/>|?
8\$Y9.%'8#=#P//12>CH""*UT2F@S&)4\$K-#^&<-M+-

!\$/+%;RJKI'L_1U,XSQEE2,\$I62S68G6V)VAJ9,\$M-0Z2>.HJ9Y2_M_Z-H9I\$J\JM.0-1C:6"EY
=%\$.<6NAI<'MC\$*Q-EC5=7&G?.\$0B&^P*#,I9YBE'*.+JGY=6B?NAK
MF;/B_FQJ;@+B#R\R5S-U7UPOA_F9:N/DDI46725PE>LZPC9=?M\U&^.
ELA((:.'++F&>0,J.)L:TUM6/MPAWD#)M\$UCNN:BFB14S=F%ZB%2/9E+U0GHN9)>
JLN\$J\$A(3)6GV\$U-"G#_M9IR='TM'***!% '*W;6=P3RJK\$T,YBR"&='
MU+&J^"XF!M^)^:E?+3WQT_2OEY^BO=)6\^NB\Q>X?R@3/3FH\$ (46_M1(X4;%
8N"G\$!Z>4VE1_P-R3I-2J%BR#2<=?
QBCIN%KIKO;HCFEGY/N\@SUO(N4+7O\7R7A..,04@(Y1A2D)NA.1N_!;VD3YRBQW\$N
MD_FP"2\I*!S!@T'5_M3@%XEJA&3=I@R#M"50U@;|NY,7+*.#P7+#+6D-VB3-E"#J+7-
"N4F4ZUAY-L_M(67HD:|G.6)KJ*\$!-#W<'F\2ZL9-WEQ/X^+C:|)+*N'=CGE_/0^?T;6-OY?)
M&B\NYFEUM_!H@\$(U)F,M,R,=RAP0=>YFH\$-R5IL4Z<1,L(I+V&(J*Y_-I_M%'IFO_#K-
=, @&2?A70P)CGGG*:C\^M;2%E:'>PO\O_4V3>D*6Z8>.NQ1Y%KU25PDEFB\5\$*!J05
2&.R!&0JFW?9FG_M#5+:B&%/4O-NZ!PE_:@L^IX-9M>?
\$K\$RY+L.7(D!)8PS@FL!#L86;..)!_M(4_6C'K:C>A>XZFH>U0\V_Z300MH>IQXR-
D"D5\C3\S"I*X;#D'Y3#J\$5J7_M\{D>)4L)+3@-;/:C3P.(*^-
T+1'K%7337NPNW<%&7:;JE(CJ;+6*\$ (9"VA\BX>9*!H_MR
(0%B1+6D81^WT2N*=E:/4GPM^DM0'1\$|WXN_]?/9EO\$MO)G-7Z9IRN/E_M&Y3>W;
<7^/WRVEL*8M"LFFR-M(R"t@D#7\p4Z"/B[E_E9_T^:/YQK1E;.)A_MZPYM>NJ\IV^A-
U%O\3.Z":GKW-^R^^(RR9I1XBQITC@G)@*(MX8'MI4Y\$Q
MZ:OY^'X4#GTO=2;:54=#9R';L_5@S>=IGD,AA*,<:-Z_P*,5%<&/>"UU(S
M(W44KO;+T59BALWN\p-5=>3>@#O^(7U)T^M4C'+I0EE8^/?Q\O.KZ\42N9HC
M5H<4^+U(L07_4T=H(G\LTS*L3B"+_7>+LHX&&T1\$:UT96D>0.>QU5B6
M/&J7U;^V&@#DSV\<6>)WTU*EOWB7NPR\XF02GOW^3P"3G)09B;+:52,8!)Q8\""4TF*0
@Q/-?DW@*5'\$NJ>F^ZN;6^8,LX3\J0#RLM0BF_C"BKA!G\$6_;P8_MK>>UKQ/V(FS8>*!
=-772(LP*Z)*_9C@+N@2Q4Q!1\)|@,P"B>6)(9O:E;:>/MB!BV@/M,\#E(TFW=-
&T^3&D2I&,8%.BH2X3)_B0(AAILC).9:EJH!LIV98_M\1\UW2*Y!LP-
_@ALSEZ>A\2UWCYAIL1X5E98@)HJS,(+Q0XF2FP&+33*N'^
MJ.T;/4U),U=&)^EYLXGLZ4)O_#K=:?M80B-*&F)8V3@0BI7\$QQ,Z2B6LF>)
M&*95J#Y_1VE2FKD2J@F>&F)O_#U/<.3HPJ=,D#QH%0B*8-\$G0#EC)8L.DU
M\92F(S%SCON?FI@Y4=@-^#KW_?O;|K'TVMT\F^|=ETL6H,N_JY3^YK6KS^
MBH);I6?-O\W%TW\19AV7_.K99-+%!STO-!*HS(C143*@&D9\#PQ#OV%_MY\$ (;U,*3@9?
>W\|S_P+V\^S)\X24XP7<@&FYG??T/LVIEF-W\$B%6VVQ20\$^R
M>R%"3\%DDT'B\|S\$F4'IFGSM!(G\$"1GV&J&.CA!SN\$";Q_U\XTGUA\41T;I_MP+
(M@4E\$P>C\$P&.;>+C2G@JD)(G<,VYN2!GV#N\$LR#E&Z_U@9ZU'YFTM\SU+
M*4SP/Q%-SIGU@3(T:%I=E2#56BD_Y5>ZP,O.7!_M@_4@^\$D&A^=8-5\U-
)>K!N\;9=%S,@E-3SA1HT#P_MX*TO^|4G.G;'=(?(O8F8?Y)\JFBEQ\2\!V1>.FJBK>
I^>R<|KE(FRDM@_4-8_MP36Z!::4)QK#90Z"Q>I'Z.E4-S-0JG>_GEG##3A^NSC>G"FW-
FTN_I_K5=+K_MW01A1Y6QOB20D6804DHPQI54V.RT8@S=WMI6M!;MPQK@"0,>;Z1
HGFL"M9&Y_N>9ADRH_MMIZGJ&7M?(>^6!G6\#>|,SF_MW^Z;|MU.=_YV+X/%AQ*
I+A9C_-D.1G="R8\$37DI2M;3H"W)#P#-*P07\,C+*
MJ=^OU*!W4H>|;1AH3S2(@L9HSMEE#&B(WE!LYS4R9\3T^K:63:O_ZUR2K5Y_=I"
(MWDZ\I_M*_#/LPGJ=/'Z\H=XL-2_\$WYFO7YG7NW-:~?W;X>Z\X<&*~Z!EE.BL,*X+J=@N
MGS08:3.PI!/^\\$TTVU8\N\JR+L5"-WM\BG;J1#(D19YM_WSV5OTA1+(W0!A#BF
M!3KLG8M8NGWY(03-WP96PL&G_3I\W_P\?'?4KB11K\N6;?OBZW@Q,I;DF(*
M0)\$C(0D%&UU7B&ETC"H(4CONWTE0(U@Z0M;0'.RV!O_T_8\ATNW7@ZICKX
MQ*P#;7SQ#5T&@_P_55Q&K\ETU;>B/4E((Y@Y7=&::1HG2\T\Z*QE!~?R;+GV:
MCUS(W\AI@>#^I&R_I^S@9AYZ3=!E;|^*~>H1\$0.G@YVNV.VY%T=(N0&8?.\$A+
ME\$&*MYDI-UPDFT725&%H4(I4G.@R;4U=4-
&*!^LB5!DIE>4"T'BRQ"@C*C1'GO"*!J5\W_M5#22ZU#1:3Y.P_U_9/2\^WT<5#Z83:9O)G-
_W3S..+*!N6)ATAU1(/+.:!3_MW@,1-D7/;BI\@%W((F->~='(N)Q*5=OZFD?
6MN8'<3MWAWO5PLW;3TGOQY_M%;T/E(,6QH(P1H%-N,1\$8P(G"42:A^!N^@9>K1-
CT#8\HR?H6C\$7;5/3#A_M7IHO*QV\$F\(:\$4\$)J&\XG\5@5(DJL%'!~*D(H86EY3QVM\4X5G-
?8Z).!M^CI=I\|?<MJ8_-DFN1K+=>*ERL;2,C@T&0B3;V^#K^ZT?JX?WUUU/2Y>?
TWS,%ZD.%(86F%PK\$*TJ;.^?(;3R3\$
M;)VW@F1C:U^|T\EX&,K\$GL6\Z?!!@SN%@|_S4VNT\,,"NU5H#%!RD:"\$*6M_M2M
!D\LIQ\+FGM5N+G\$PD8./P!@;H97TUP!_UQ(UAU>Q#@N\+C)>S>;Z>O_MW-5XZ2;W1?
IRW3"LZ53\8>TP%,D=DM(C?I^_2ZXG27XR7Z6.:?QF'M)+6
MAQ1F%|/NDT=1&F(XE^!LPOU+/ ?C'&EO?=29R5L\5RR,L,X>,-.LVV.EK\$S_M=-,H#</p></div>

I/YI>E:7.-S!(IZI50VH!\$Z0>X-.(=I#ZDJ^MY^%RX>!R@C8*6*MH8(2J).X-I
MA^(B#+*G7(K(K:2UNW\^3I7PC<[.&YS44I&IY8>|PZZ+ND9*,\$ISD,#0X|
M2Y6BGF3PK|BO9+0^FH9<.|2M1_H_O.|GU134!.8NVNZM/;>^,HM/H|X|-\$8
MVEWG!\^1\$.G0??2AV6|G(K!751I)LHV4_A/VG>&&IHHXF@+7S_3JH|#0Q\$?#W MD!N*
8K+&-)F%4T@/CA1/4/SI*R"_O0O)=74,XU50%4@-5&FNGA0_I^4XN,E#
M)OLOV7RX^&#UFSMD<-9BSBP<(LV@SY||PIJ5_S.5COV)\$4LD8;U5JAVQF).
MQQ1CT0N@I#P,-A;2U%0D>9D4E!9U+Z/^Z*.0I2I|I%G(=(00'H/'XS))ZK7+K" M2)-
#J6|5X(PJ|5&MCDB"TZKVK+?OHICS(,4^6|OYB)0;@,D311LQL91H5_A<
MMD|HFVN2P*T3@S\$D!@Q1>NO/_\$N3=5)5SJ/C!-P
1^8UBR^W9"7|8B1I&\$A^|I#5R!%UI.X/Z-I_E"(J)M6>|0H ^7PS MF?
W90Z0^!Y_>X",I>|D;*X0R%|=(SPI/*,,=4C|D8!AW#WK>59%Z_W_Y4%&.TD|G8;Q)#TH
M^?HT.UB4&9D)6@+NQC+-T.(C>BY8OS!4TPN4EH.'?? P|\$OR|\$X<" UL
MAH2KAS&*Q5?ELJQ_UAI/8T00B@=T+MFSB.>E1;&>_)HQ/M;09GRY8/R!" +
M)MI0NX!Y3I!*&M;K#8V@SL:(A3: TW562E?>I9M>C/TD05@LTG(ODI:*8'F9
M+BPYNURX72_7.P#5QZV7K|9 M#/:OM1;LXZUM?|C3?AHOPNRZO-!,X_MYNAQ?
7R|>3K^D&|6,,D|9VD" I.C0 MJEL'1C 'W&?
J>=0RZ^IV|RA*ARWQ:P;+9U1W\$|F5/IQQM\$CWW;0,JRHGQSTS
MD6)XR01Z_<&7|T;&P&AC@3J5A-369U?|4FD'.<,6|I#<'T%J*&WY+-9+61%
(0P&P6@JUVF!<HB1#2G%1?)_5QMS*&|K>2G(5P/F2_M*6LCAHI"\$RCSJ5&.@LA<^TUZ?
^J&K;|O#|C|H+4|O_!A,.)XESN&R@4&8U)Z
M:AEHS@4(3E%>I?;,"YEQ#Q+F<|'_QHOPY;A-P?'DH;U&!V0>,J?OMI%
MX2&K#EO!WPSP^M56HS=.JXN*^=6|*4QF*-B;VS0FF_B2E2PXZW&3E;|A3\$70
MP9(4K#%J,^OPL NG;0L/W_B@+33VJ;2A_5GL^|OHSD;=5S|QKQ_FCWB242+
M>,J2@;T007P<(,.,F_X^>&)DVG0AMP!QSP4';@00%@#|4-+PT?@=:RO_8L;
MUU_#Y+J4>&|P/0K!|1_C!VV<+1W;<'OE2"%1*;*5/E))|X;B86L/W#>@/53V MJ+I&
/JX*O73Y_3+WFT#.EWRJ#K_9D@@X*!|B5|H8R1W3B6Z..M@"T;/7_M'KCM0%L
|5EU#834=V+|I?!W>^B*_ =M-O=I2@9N4M,"OJJXF|QWO3_I-
X<35;C%>7JS>;2!'.4N(:O"SY*#9G|%82_M<(F2Z-
G4M6>O|&3H(|&C2'PGK:&_Z,ON7H90^|>|/*2X_SFCH%|?STMOM
M)>%19%\$&FQTX;36(I#UXKW"3.2E|4#)\$7COC;1<|^'^QO|Y;337=-6\$;5V62
M'U.XGG0/EM_&'Y";C_TCQ=N>-8N9!R!C_1L-*K:0!Q|T"&HQ1A@6+^ZXR
M(O>A:SID_M=YC*FNRW8,YM.-GD>1V("44""(R
(%:68"OIJ(&!Y')+ =N|1CY|>3AP*S(E|JD3MCF2X=Y-7|2Z6YWFQ
MENRX"Q4728HDJ2.,OI>J|O) ZYS.W MA-^T1N!\$@2."ETYU-*9L*2/|HW<7A:U-
)JR'E6=A64UQ3?BR|^W;+ M%?7;)Z\$L!%4>|,M71@D*'F67(E&|Z?
|A^|BNUD89GA&\$)RHZ+?#)W;5@Q3F MA|=W6O|NXSG3W?
1,"+4FJB=|NG*=)!\$(GHN40+-BGE#(DIXO|V)Y'1VB#\$
MZN@|LZ:;/*6|47M/27;\$991.\#*2G5@04B-
KJ33|E\$::P'C6JG80|*>UX,,Z6;M(G'%4P*X|\$4(&N:#"\$YV53|-%?P_M*AOI>'FCB^UU-6 ?
5S/==_5+6|N6M_/T|7-Z^B+:7SE)I/%N_SBBQM|BJ+MDP!_?R|
|DHG0YD%W45L&.^RGFM05HFLE"6>|_LYG3"F^PS4PU=.TH;SJ/J_M|PO?
I;|CT^SFA|9>'48"/1YKK_86R|1RRCG88"(H+1VS.M&@:D?N%P|,5E=@|P"|V7J?
9B_"WZ_"|_0,>RI\$D2RG8*7"-)+!DZ0!)D\$&3(Z
MI%S6;NYX((G#7@B<&YX|JF_X=_A592GY\$?C\$='=OZT5+*^Z/XRG87SE
M)JFEDTD*W;=|.L5@J*;AS>%VGZ2|"2Y)5Z|7Y99EE'PLU9X:'|H|\$G@5Y'Y,NDY
M)^&3D;YVGZ-GB1JVA|'@;N,I*FK13T0.K|)|^>W|Q\$V7;-M+&N!5^9\$14TX: MRQ*PI
EN)>31)ZU*L":%B0Z&(+:D\$%R MF4M.-"W-05;7!=():HD|TY01#BJ'O>PY|YM1+74U<&
_3A?X*75U3(L1Q_W# MRX9BMEAX+R180@+H&"1!/,N4|L|W\$Y-DZ|U7#P;|'44H_%
|K#NZ'NPO|_M=_GCY|E|B:'.97?=9+3GBF!HQ9S!^\$K9C%&^IL_H\$3DSEXSH|EQ*V%-
/KOT M!;KZJFH!>|Y&GZWGX7*Z;|MH_JY'FCO(B+N)+SR.14&:6,Z#1FBA8H+IZ_MA??
S5#7Y>-(\NHJJ8FFX_W=_KF;D+;:3U)1*(E^JF-2EGR|&C/T3MV-A|K_M?
8CUGZ%W4M3D(R:S)P8#,2.4_Y%, MZ>ZF+!#.9'0J,F.KM|Y|CJ@FGS|
<<2>KJ(&CM?|Y3<2C&G%C0)9|C_Q6B=@M?
(G*B+>>.>V00L""V"9?//I"84|*:^!VI;|5_K_<5WYQDV+B/R24V#B@I2W_M|&('WYCI2??
I_EX%C=#K|O^6_A%UTGS_UKMUSDG5(*)/|7J41PJ=O.: THG
M!U"!F"@M42|4#I#/R^&P3D%OMSH-P^1|WT0C+YP@)A00:#)-)^*Q9_0DXU:
MH124J=U_ ^B2"A_4_VH3X04H|&K%7W49"" VD4RIC@*8902\$4@9LE@2" M-"1R\$?
#/VM5K_>.V-X^E4=P>HL03>X%9|O|VF;^|?^*:QB<L7LV50Y= ML/|I=+

[10.G=]#Z)=#.]=.0Y*0V[%>[DE :#082+OP)C+I(DK=L;UR+]; M=]A7H_,"8G8>[0P-0
=-9[M.3HM/:8J*+) 'LZ\NKR>Q;2HNWTU_&Z7JUPS_-MWKMOR.KM+4NIT;]-7TW_Y
FW3V<^XKQKC+&4(X^3W1%\$ "0K=-J) ,TL]H9I
MIB39"Z9]4CGLJ]1PH&Y&T=O@2H[FAM[V6N MF%5>,<@Y6Y1Q*J_ \$7H!TUEGFI!
<[(7C9Q8:HEJ."C6E/ 0!G4U >&FNSRN M_ <0P! !,E95&\$<@THT:JV*#&I*! 6# '5&#C
M]=75I.TW>16KF^G>3: 7*GS+E%0B:1D: ?A@ "%K>),8B9%;C-PP%] <2UDY M@-
F3M&&3@ 'N+4_I03 -XN^ | -HZE_ 5? *7"3F!%#- "0AG/=AR :NBU"Z:3'/U MVIH-\$H:-/GI1\Z-
\$M>-EW@1D2FO/S@&|Y4"QG Q3!!2-\$410&C>6L,"B8]KS MY(2Q_4;^F(Q!
["SR;C4%Z9'U" _&/(MINREQYZ? _,"JQ9N\W"SP _"G4Y^ ^+DOL%?JRV@Y\O,S] \$W?BI&04
KK2Z.X0 MZ\ 9Q\$,TG',C@[6D]NB+]=2<[SMDNPG%;,+2'3L M(
>DU6AK.*GN'^U%V;!'6264/'*\$ZBNE-<-T/V! ^K9G,\$6;HR<|YR>@|3UDE M\$W._4-?;X*:
<;;U;S#V8(@TVH4/M0V0@J&\$()B\$@"/1INF.J6VFB^LUKO'F#H M-
Z.Z)=C2CDR@|P066P:1B!!U*NVGJ|WLZVF^J4^W/^BKK|KO'K_
MRA.K5W)35AHAP%4A#0>P|T@!6*!0U> .P:4DY@| \$!;)VK<1#RDXV3E)" +OT
M<" +#&@H)S2)8+2#%TEN'1@TF<072<9%\$)H2(VD5XNRD:UMTX0?N/(UZ@F]O
M^]^U)#C" #QL9W"L"7B:@DI&X/;#[X]"%RAE*H/) 1U *@(8\$RQP2SW^C4?G
M:C^D;=)PJB&X^;RUV1?WGN|Z35]45C(=@/E T=7E&AQ-'(BQ,7N:@ZA^Y;P?
M9<;,AI,0L6D:>E!%:U%"%U6]G,WGLS_+;#;J6Y?:^ONUXBI+3TNT>"G#-CY5<,J'1%%
<&79*:"DB*^D!3C,&)4.\$6>6B|K6| MZX<4G+3EGY;:/6(Q-
)F7(,%11V(4)+G2WL[1JAE)E'/PWXID<|L-*P!,\$&E M#S9^36FVMO]+YY#QZ@G&3>.K6?
>*G*;)GSL^KB3+,'>=%8R!VOKO=A8[XDS
MA3EC,?;#0X28TMY;\$G0N;8D0LS.!:MI\N&@P@|N1'"Y^@8@>@)A|E;+!SC@.-
K\$S@| \$JEV@^4=9R7 M^ ^QQA.,#L96'OZ<@BX!5R5\$-P25DE2D|U&G B)X0%M I)U37?
A_9F|BFO)|#
M./ \$HU:P7=31G0=9Z6KF;U^45MR]=UV,HX*>/OZ2W4Q3I=6=4CS(Q1RQSF@TZ
ME:|ERQW>.FZ(UXE)*<0=5/) ^&JV6"XZ>^D+6;==[N|'"J>DLG8.HC8(K: E
M6",=.MU*YI228[GZ]>9)%)|H;OOZB_75|_?BTE\$YDL_23*W |>RADD=Z"%M(A+!.I3;?:
T1)('OB\Z'SX?72N?4=6MF=W?9M/Q32'.JjX";=3KKT4\$Z1CS
MNNOC3C*C>|_9R5QV=GJUTHN|E>|AIF5(5IHR?4_A\RGXJMK]-6CE,)HGF-M
M<[B;HE/-W<-/7YU2JR6>6=[C|%&CS|C)!.TFZ):L>3&(OH(OC5+45RV>?J,1K
+HXIM+#F#1UZ@
M/_E1HUZ>/T1?/U=1W\$@=2/:@LF#EO/'@M,Z0;>!6>!URJ.VFU+V*>D)VY?)C
MK5[%1JV|+Z/\$RJ6H66F!.Z.F,J|+V.,ZMHUU_1U-3%TR\$(>.+^NHP6L;:
M:|QXWO6#^C6YXC5UD_N.,!E/?LY)N)YRBH9B|N%UK*H|H!C7_HY40FR|U*M
MR&"|0M|19>.=|H:0VO|&+GL-21/?9:;!%|ZGA!A(="/+.<63!2E=;EETCL:
M;*P=S^PD:%@34@T7FP;EGA):LR8?TL7UI\$#PVZ|N6=8XQI0|_I'3|,@S-%4R M(B_=|
_T*6|60^)^GLR\FWS|MEBFRW%PD\FWMY=7L_G239?E9W|>C/W';D|/
M_&+MF36*DKD502J-N@^2@)1B.HP%%,6H0#@|X0EQ.GE/'^=(7D2P<.:
MM?;C==/^G4_ ;K=G'_=K\$|_LYIQ-;P9K?A,E=5Q(2(EVO94LV%C>)
((CF0HWO^E2_UY>+|;3M%C|E!9A/N|>4%|XTNW&">Y?=K:NM6_::6\$|A<
M"*7^R'DK0&A=1KX1-SP'0LM0))GV*T0|EH)V>|X<(X':9AGT44#?=U^+ZU^
M7R^6XTNW3*4;.:11-4|U;:9Y9Y;I(#C|8DQQ1EIO8-RD,*ANWG5AE)%83<M
\$1>S;JDC?GJD7B|^&-5J%R^&@7+5/910A",@J D@I4E?5!\$\$K40R:I4&2|
MR!FVQW)/X*DE_J&:) _<9A=S=_6YN)YK5G6Q:4#+LZ"WGD*@E)3VX@D,UP*D
MS(I8Y)W?3&_>"P:93|.+OZD'0#=#NC|?#R;KV:*?4AAXA:+SA?M-!7_
MS_6JMJ;:OR/MN0TZ.%!4!1 V.8P@*->'ITEDU|RVIGAA|X|\$RMGBQ6KXIJ M
(@WPY4V|HUM|'Y6>BKFJ|(%8@4PY8| Q@=_&K-8%RS9,F?4P;>I:P8<=A|75(
M5E=)"SB|:PASTU'?3>[39A_ '%9I3P4IS%V M 'W##K+J"W5|*:@!|*TX2ETCM-
O&1XO|_F^R-Z+L&'G\$?0\$M_HJ:0!GOZ4_U|0UGTWQR|'Z(EXQM+F/M%7.
M\$.%*SWPTXE))L-R@\$|N)9C;\$A|I.&7*'TK@7^NOWAKY>%=7:!?Y3+9<_ =7T?
MC[FLW_%IU1M#/T7E^=M#<|H#M1%=J^@1,25CE@BH8-/0Q!24JMJEX.GA.17;P-
F)M97-V%Z&1!82K>+ +* =Y%>W+'Q_ ^\DM MTP:OQCGOHPE@DU:E3SMQBQ|H
/'V<"|_D4V@!XBQRW M#VK=X(T8|TDI\$#;H=2!O"<7+209?VK E%2VO'AT?0M^P#Q=G
F=O"FL C'!+
MD_AI=KNYUKRQ^V+U0\$CD1\$#2!/<45P)LMAFB,E0I8;2RM2^CGR5JV*>/.|&N
MKFI:"U16PS"/CDS6?_WT@1_IQAY/-?AW3E*?%0)"J%+05XJ@65# \$D:>-LI\$
M2.W'YQ|&0JPYG:OP>C5WX/:6YVZ8ZOW2:P,'F,F:Q0@Z^@A"E2YC*7&PGF9/ M_J?
LG:ZQ@GDMCM5;:Q9GVQB&XXW0,Y_8R|"(DS5(3,#@LPL

MA'(M5A)_1(P63"82.&/6,>%D?XYL9UA=\$2WQ\$WZ9\%Y-|YV|OIYJHWJ^':
MW=R4M'R7?Y|F-Y^F^",="/O!,QR1V0O@7B=DGG*,E|V'R)G6CDK/(IV+^=J4
MM3|KXA#XF8SP11YPL=6/E
MI8^\$!:=!_#&1LW1=3&Z=MO@O8D;YD;C7%CL1T=#9VC>>[2_H9I"F./&NH_K
MUC,9\$B4Q::"6H->L21D_-160G)652A*Y.7IWV_F|WX+#7%.1#P^C%
MY6R^/'_JH/83<7\$J|FD-!>;EX34J^_)D3Y=/LIF2%%P32\$*B4Z&T|R\X+_,L
MRL.UDS&;=SBHVD8)B/S+&{DV):"UA01BH=?T>V_OL5YI'U>\$NV,9?*.>Z=
MB1)4M!)\$|AR,0Y<|Z&"R,E(Z;2L|"+6GDN&G%;1NOK/:P*6P",*D/,(Q*3_L.M.HC4">^"0G-
9NPW*%E*.FD-VB+X?SR\$|7=05!Y"=[,)|O+|"O5U>%|RDI_6_M0=OZ=HG\|OU9I>?
9IN3US;>1)6-I:4F:\$71X!*B_/A+\$#529E2>AF<_EG_M79TJA_W|FET!=H-K:V@OZ9|W?
T_CB|_(W00XB=9Q|2O-+/Y+XY!RM?P!MN=|B@PT1!\$Z|4=R!3)Z"<*640NL(S\$43
DHCTOW&+/5#W|_W?5Q.YCN&KBH_M>&IRY>VLNF^W|ZT;+ #KA@I21
./H>|:'CZLB,|5LIY)UWU'"<-'D#GLNWC5_M0|U?%;7FZM^_7SS>V=_XA"JS1WMT^!_-
F|3\$,6I"!\$)B&0;D:;+%H_|FC2|S_MJI63M5W^_B>0?L+?W,P/LD%J\$Q4\$PS((CAP;C@YJB-
&7?'-E<^T(8!^ZAA" M>
(:GA^>J(:6C,6FR,6C|893W|0S3FDO5J0)P=7&J=98,R#"|F6"Q|!&_@R_M<"4S
GULDE+M*IL>H'>O7H^)<_U(=L184PB9.'+**J(?\$J%<8.46AFF!-N<
MZ_/<@_3.188V\$B+3!V/EY/!K9V)7\$OQ#M4KU6W:4:Y|P&B*_|HW#FP
MV3.0AAEADU*T>OG#OK0UU9'Y\$51L3|&KJ(S6C,N.8:/6YCG/|2O_:DIVIK#
M1EE2G4)F>,)|O+PW"S93^D9J#EHH+&GP289"YH'4=F)|!<|%EW0>^<^|/36.N@
M5+0::#0)A>|-.0H(FGU@HJ'PUM?;|C.8Z0|VDVZB&>MI#.H.R6K-N1|P#_M/-
|J'_8N6<>|AG0G399#B-V@4YL|N|E!8X@I!0:&IC)_@E&*NY>\$Z0/!3J?ZNY_M>
A*=WB5YU!X_R|U&QS|38X_)!3K.*#<_|H06-KXSN_3SK88#B2MN3_!9G\$>|ZH_Z%|S0_M
MT?5X9A(D3=D"PW8|K%_EE'=4CLPB-'(NR&-M6?L|#-%M//JR|Z831%6|
MRG_H|!UYI"OMS=|K6_AM1?|B&&HTQ9"*J6LE_CP-DJP20:'CDH(UAX,K.=6
M'?;HJLJHM4/MT6S,HT^R+9|4=?9LGP|8VR:/J8\$Y4\$"|9:#T-F!,TYMR\$'K'(4@L78@W-
<\$VGO7;G.%4@40NF2UR75)4-NH:3**F(CA/)2)P*WX!EQ_M0(*(&*5I/_!_:1I#8ZO?
80#&WWQ_M36FM6:079\8!|S;L_WUEJZ_M|&>E,X*K7\$(\$;|!EP2'\$P#2-W-
%0N_U)7V^M+RZ|!AJEM|H%M%0H09UV)_PN
M&:1-4G2.4,89(M|ZTLK#@Q&R%"MXG71RF9+.)=J52&_JH?80/.UHAG(V539U_ML?
8BA.O+Z^Z2Y@!V/;<88\$|T8=1:4+Y4%GD2P5\$?@#.3%3.6
M1UD|F:#A=#WX+|;Y<5BD;H7Z;5WZ!O!QW?3#Z5MWAR=T*YL>&KB&-CD4Q#
M|&62,9%EZ+JDD"7QSAME=.SO!:"PV/GSX\$=JLMW+F5W,#)?,?R'IS^/IWY
M19IW_3O>3J^NEQ|IGN|O\$+VV!ET4,#'E4J"%-M|:D0'FVSTTE?OV|T"|.>MX;WA?
7"5MP3|/7CO|_3@AB;)G%;KVA1Q|VT"MN&@|6\$I<2#0SM!%|H8,^&1NV.K7_C=\$,*-
K;?*>B>,3Z>B)>3HJBSQ^%QYC4_M*@?..0/>|B^9D|JPVJ.FCR!SV.K5=?ZX*DH_M:/%F-
G|BXMB=3%XL|W|K"?|DKZDR2?\$Y^9|E@J66I;+(%E>!O80!SYX!2H
M\$J2V5//P7#8!BO#CM6LO@7:\$;I!^!AZ-JU.VXYWG"XP#GI")I|^N^6+>?J0
MKF;STLAA^:|+UMOI|HET,9N,8U=YXB:E/?"SRDM-X^_|'+042MP* <0B3,P
MS"60O,SZ|FB&-F.#+9OGW)0/.P^TG|W2M/9;NPW|D"|[*|>=L7CI"E#6.OPK<
M|E\$GW0/N15^E2|/2H='U|^R61!)_GLR|FWS|MEBFRS)/>_+M|67!"MKB|K,_
M+|;^X_4|?;SB|5GWYPRD5Q_8_1=X6@1MS'C5|((@O_'G:W|,E>%|'K7BN4.M'6-IW"
|/_EY^OM?@*W>%1|CD0_K|H?CFK/H=U39_1/Z:\$Q?05R-4\$-_F,Q!;
MEF3K@"\$X5|Z\$D(FHWN:V%T:&O68|/I*WWT<_A8|6+|.1-8=@L?QQ?3+L9Z=/E
MX^F=/Z6E&T^_JH-[NJ'/KS6L_M:/ND|(>%FG7E.V,M)@O1Q|1&9T1_3G-
+N;NZG.Q|B^<CA>CQ!5!)B0X'20(MA9P@.QR(SC8ZQJW*>SW8X2IKNP'=_K|3=A(PX)R-
VBJ>U9;WT*!)%YLL_#2|_M=._/I2'I&!=,1#,:Y(+S8\$HW|Z>)|RH+%>Q>LZ:>|TV
H8!347%SF|+>4BH_M+*_FHUCPDCI-G"R#X-5WZ-!|Y1J/(3+SHK0C+=6EH@QF54XP
MFQ-58;|H?|A8K)8<;OA+|?CQ?C3N;%_M^(7LK<)8&EP@_N/I%\$O_(8\$@YM:7UOHTU&
|:O864->*>|>03U)1|HQ_*W6UN_MNO&;;9;>: ^4@2.2E-
\$@|P!-3I082S+J7:OG&>)&OAF0H;J|X#3|7H8^C'_MMJE|^?G?
W&22OKUTTS";7|T86*82"L)90"-;JELP2A&R|X+P2GCT0+O==NY
M;87VD'&"%F>U13HT+G;:Y%|0=&^7Z;+?"C%93(%|I_-S.R'FEVKM'H3?J0^9WT(MQ64?
+SVBW\$O:E=I^%6KT0|XB5&B)N!2YEC;:|
M^2Q>AZ*B=QG%A|"/1J>="I;HTNBF#+@_'9I?6^2CE0HZ'0:6)Y=I-4ZJ")73_MQ=M
N+2J9_XU+3_/XMOIE|3H^@*_N+B8IPNTDR4'<62M2H(E#4Y1!X*IFK.*MD|)
(A%#M:\$G'J1PP|4%6J|I.:0CK2R|-0.UVW|P-|MYVEJ,+*>668|QIBV3_MAW)P8
)!CU|H140@*K+:^3%;B1EP^O(98%5'!X,?<+.I6TTJ+P_CUXMN7G3I_M8UZ2;_"|HJUB^=-

U&I%(#=?*0[(28U,6 EBIT,=SUEAID_::629;@_.] %APF MD?T\AUX/(F_)G5L_"U-
XIO9_*,.=),S1\9K9(/(\KR#X1&>.5B-?TB6?60V M<5G=' #U%QUYHTM\FJDO@'TW.<-
WXVTO*G>Z-3T/LW'LS@2RH9-\$6-\$HI
MI@":.P8Q\$>9I#"2(VCW\JB)L+WR9IQ5?I7736N\VO5OXL53/=;74#XJ'2L?E
MOV5(LWS_BXO\WSP^Q\IL7.D\!*>I?,I5ROM?6*U/22B/9SN)?(MN.AX35F59
MQF=J@:91"/\!:"!1"YHULK4KOS>G\K3!Z\Z=55\07F7J^+;HV%U;8P.JF)*
MHRM1,AVYR& 3E1"\DH\$89V2N7=*T!UG#/\L_TA)'@UCKJJ>!H_N)4LR;?)T!
M&.,:/"\$)A%04#\$\$\$V"\$/L,>>XJ#Y4,PLIP\ _HK*KRS5X%*>3? (P^S=&+Q95+M2Y./:?
X%'9C\IQ99"7_S(+37-T^IFKI@ (S)K@C @.@F)@#\$6WA#"=@R%2R;V2 MG0\I
7DWZ!VYB5@-0LT:TVP"R? _X\^Q+FD\+"Z\IF\ZO9?%7WB*)X<3.A\MX^
MW+S<>V4(82&#%(2@K"D#6UJH(G^\$164%8\I5'-A\!YK X'0Y3L_,JN D,=X4S MA:427"Y+!
<3':Q_'7\:+PNH-5T9Y2SQ&F#ERE"(S%'Q\$)TD:8UT*/D)4^!S? MC\}AV^0UA-3J:FP G+=
I+CUTM6Z8L3(H\6T&8DJSRQ@<^E8Y R?W5;,%*ZGL_=I-S_ 3J;+R_<17KG)^.+ ME3-
RN\{2\XPY#4JO,KC="O!.)XB1):.3 M7DPFLS\+ER\U5?(QWA9YJ",
G79XED&+,H,PCH&/LL GBN>DO11^MKC'GIF M:>!.1N>\$YT%O2^?%RO%;9\9TDU_.@
WQW\|^GF.W/T^G:>5_8SNG@K.7QR
M7T=4: ^,D=9!4%X@*"HX,E('UAJJL":&UWTJK\$#ZL\S+D-CB_WALX)XYENFSL
M>Z8CI9DXJ8 +ET!XP\RC'R5-A+U88+SU:J:A ^\D)7:JPCVX_5^-.CM"NS3
M+MT^GL\$MVG:ZC0C5RGM003FN08A06CS%! S#J)2M--G7=NN/HW386\IVG9@J
MFFW 7)=LW4^S7\VR\EDCI\$*T=@@@!.'(5*D%EP2!+RP6D2KK76UD?H<3<-Z
M%.>+,*OJ\@&L/=Q1#\D\[*@Y@P0B&NQI48!('@H#A1N))"2):29).PIG9R36T>
MA@T2ZR)LIP\$JL\H;"/NV"O?>%RINT.U\$X_-)D4@Q?D?44%\$<:%CG#T#82)R
M&DJ2O*!1.492\K6!73RUPYKC7B%)A4V8)N/X\3;EHIY)44RP%0I#TN48(#J M<8,2*
JGU5?*J\$^./TW;8 *U\L!ZLPB;"KFV\WH4%(^45UQ(W7# AECM"!R5;
M""0@WDN619"UDVV>)6K88&H0!VGD.^B+"O&KG=6>9>_FYM6N>)JQO+UBZGV
MY>?!=5)49:8HHL8RVLU?&\$"X"7\$3L;+0(BH/2&Y_SJ\+@_C*46L7M0C\COG
M4X3@L@:AA "K./Y!7)0N8\@8\JMSW\K\$=U/F=(CZ'V2YU)%N H9MD*(Z(3B
MQD3P/"80.N)7R@J(/CA.3,S3?_K-%D/??
#\VWCA.A9>09I=7LZF'1W5E,ZA0YB&FL.2>A9*/MRAY3@F925QQ&Q/8(\$UIF:G!.*
!D6\$/^/_9>J\F MN&XD#?07903VY5'>9GQ#;?E*FIF8^!+ DI 80\{\$!1=)NS: ^_B>(JJDB>!:<.
MBNY^<\$NRS)/+ET!F(A?IBV?M!S<_0U!G7G;E+53P=QBLX\ LZ%WM_AU/9-W M
K.6\$ARKHZFB)<^@KN/-\J>DD'26ND3NI"7/ST2GR8=P(?M!_M*SGUEQ
MC4Y\7#26:@\?,M\<_ABVVZ^GYY\NZB8#9\6Y,S0/U3@"9R-DL\,MS OZ6))
<+LWZ10)77*ZSW"&TG(K6CN?>GA9\5VYSHX\|S\2!^?&%\S\|F0,,549L-
Y\PM\1@%^&PX117,"^M-2HXWOB:G MT+GB@H/E;LO%%38C#+P_"2_G6;Q^ ^9ZJ?
KM7K\;WU^<. IN2Q ,;:&L^XDY MQ.
(IDK'2NRRTY\9UN783P@>!UK\JT"ZATK7O\=JQFZKB/M79!;=:1W\|HB6=
MJK3YZ_FW;)/? \$AT/+(6Z8L894(DND

)%\D\$DX8>6@ZWS"QX=E8-F1X.X@ M*CB*OKD7MW9MRK?&&:\^V\$YIF(\^!*\$S,42ML,ELLLP.WAYG\$WIT=\$AR52>:
M,461LE(>G\$P*F=+=F+LG6363@ MZEHO*X"OIC*KK5H9A%!\#V\$8S W?)K:Y5V\$P-9?;3B\ GYZ_!2_QK#I
MAO.3YJ/S7).3\EQ\&P"5\IP0Q\Q1L92O/2W-E4\|S\MM3G\$)H*ID;Z\."%O M"GV3&/X>;NY^O3YEL_=IQ_IX,3IY-
_D2>@4+;^3C\RTT1\$1")S%;536;1^ M4&!*0* C67O\27L4)L5)9ON/^(YWN8S\|QS+D#(0"98,HX\4 SC+;\$C MN5K3!%YBH-
_AK5V90%4)L\!KEV\I;+Z^T.XTE\X0\ AB*P@140B)C\Q1#!!*581EN"/.+RT\$V M-BS63+6>;?2\$E X&=PY5Q%WN\4X).=
MFP3P"BGJ03@B4X*3UX/02(47&A4HK MWOC2\$;NXX\H9ZE>*CLX\?"%!\?2#^);.C&M-%UKR=<26<.+XFE"CE\H&>I; M%
I/.H_@XTC4S8=4B53-QT>\$Z*^!"O&I&IT"EB64)C MN5DK\ _DB\<>1GED'YVTU?VR0WO.0/H\UYGVN#I3!>A* "AY"C@;(\%\$%AYC\I
MJEG)YX@_CG3.BH\QIOEG@_SWW&K\4U3\$+9>UDY:E K%;T%-HM'2"2=T\HU" M7&D7U8\$ISP==X#HB7N#DO9,6T,"%C6Y\+BM7986?
(I9%!=8I*U>2RX\$6KU MD\$E;H\ IQWD/9Z:X?ZM9' _#N^Z7_UV5^B\Y,H3D6CLL4GN8YY(+..0.L>\$GR-
Q&H"S'LFC0\PRYG.80FY 5E;OH\VRS4\BKGH;U#;/6=0RH# M7CL.D8609#21H\NLGB=U+H<\$^+;HN"XP\H8/BPF"Q%+?D.@DP6
@Y"XP+^5Y\$Q28&I-"E#\$;7.XC;#\KNNJ" M"2L>JYW50QP=S.2INV-LWS,D\""P>F*=Q7+M4)2H5\08W1VJAR:KV*Y\$6B
MCB&+LA9\IVFN68)DP<%\$ _I=7%P\K^T.Z\VL=1V_"93S8?C29W\;#\!\$F MQ(*)@)0EU>*M)\$+M MQI5-
X\$PT7KJQK#C0QZOKK\>MN(P\$3QK\0C;@)UCHM+@I@OPW;">>X1"%HV;(\$%7K 95/D+(NLJK?-->_AW
J.GZITQ9H.2FEL@4A.HB\X9 M^<8)9_6#2JU+^5020RY@FPJTXEV.T#VE-WSEMNA6;"@79T\);@2R=F4E\MAZ9L'#\$@KN
L.#MM*"Q)(7-H.)EJ(X:T2=+L@ZVB- M=YS)DIO#=@AEZSX'=(34YFKL)S\ZDGORK'+F9BK%.VBD'8O2Q\I'M8)*U!
MJ5L7XCQ+T+K)^6Z@V\$YT2#PN5WUT4.GDDBO1"2WB6P(G(P2DM;*JVBA P>9C M>)H9\IV<>32H.Z6PMR>CK%-=G\I
T732E2U*&F'TL\J) M&?QCO\QNGQX"VOK0Z.P0_L^<KLIJ/X.G6VK=WBP^L\9Y3\'+SJ"LU.18 MJ@L\2RX8K;"Q=5_<*<
+7H\F3ALMIZ\@)@T2W=97\)(34D)Y.(55Y>9:M/P M+>H59U%EOSJHOTGIZLM5\89V?^U\$1<>DX\!R9)JF+0>J3E_K/NSE'WTE\G\A\;?
H\U'M/22R_\$(1L\KWTF\GKO+8#X+B\XC\IH)W"XV.+M%)Y2^1#%HHL4FH\41D\6'A(7D7T MS90"&I
I'+KE:P3=.6J=>J\^/A\A3LQFQ)M\L;Y%Q)4\$&X\(\$9A 44Q\ M9:WH\UL4^@A"JA=QWXR\$JU/0R-BS_ ^A6=_XK5\=-
H82CTS:8PR.G1.9\$T M@+2 ZQ;IF76\1#M9\HJ37#5&+I UL2SD<%Z\1-3R5)4+M%N\9U;! @+I
M(>Z6H\H;LW#+#F+W868J775&#M\$#+=,F=5-X^YS(+H\X8@OBI+0 M)/6.T2NBD;OT+A'N2(G2E@G2\I7&)#;IY(ZV3B M.
<_AF;>VF?^";RSO9 MM)W\I#S2<I.S.3I\;=%.>R*"Z@Y.A.E;JF&5?Q\1N:39:T3 FO=-C6 M+/?GKTN%78,,QF@)4O.
92T\6*P#G1QBC\$NK\)#CB^AM2CGO.Q\F=C\@RW MAE;H=Q3K>024\22AZ T+&#^<\$P.MZ?<8\6N\022(Y@_L1_HLZ+&*.3
M#J\5M*.GR"2R*RRH9.F2QEYV6"H@S+B@4LIG54\KIG18P\)+S(L9HMP-D M\OPG<#L_8&^3K%\$V"4=1GF3"U11W\!C Z.R.E%
IE7UKU ZE\I15-AAB#GF9.FNUO(ZR**_Z8K&5_-B7P443(25KM\Z\3^)\%CWJR3^VA
MRWJ\A7;\$RIN\85+\$(D@K*K35=\$.@10+)E10A=XD1B&91&-JGK7'X-M/24 MOB>(\&V-OIG\I
IW;"/E;J7BB6530\XP06\$V>JNT.%PE90\I^N%/43+4W2S M:2&HM37\ P^Y MQ.+*1PHA9ZY+J?@Q=B7TPTNQ
1&2>V(7W\LC7JHA= MM\IEC434H73; 8R?>M8\H2NX^&LJN=;*+4#4.Q.FS==I;+E5LG0A\BI>
M,J\$+@6^@_LHS4Q&V^XC9MO;-H\$?/MAD+Z4^1#_S60^*3\+1Z%GP/28\ M;,>10^>O\$.RG 4'D4+B>L6%NGFTUH

6HX+ "F\$WK(91IR)AIO.PD1X.Y6PP7 M> " @9I. +I+9YNJ>S.#2 XIH5U4Y^?XIH(>O/YZ%B L\U. O8LR,0B4
MAJ+X+@%Q>CP=2XC.9E*,>.6L0%,:@I)X>M"=:(I7_M.ZI^CP743I^\$WFE M.GD7I. %00+D8ZIVR73<_L(#{&4' U+*>V^>O^WZR
M/G#FBG0%U%Q L+T ^<75V> 5K'EI.SKS?S#H19E#H2F9N1@#% 9B0%&T+B MPP.MTII ^%?2I^IQR.T?7C=SMAZ0YFMAI8/GS?:
M:2(.R.-MOO" M\$3@Z^&-I MT=9<0.U8(" (>10)\$LB(I)AYI/> ^HNI3^QIYI@:_I-F0^_O.^*7US^/I^M M^=Y7*"CN4IAT6I(=@S'4+@?&-7C-
E.L.)I5(C.L.?KIA^M#)GY N1@C(ZB MS1>^KN^-/NLG#9)\$C99E"">8@Q(OW#B&*MRDTP?=>0I>Z#47KH:N9:M8^MDMY=?
L:M+I=S.I6?Y2@R.U:8D76!;!DZ@SW> H(L(RI5)*3Z?/> @05^_J @M.E., '9QI>T3R^V9I639GIYI^_FN;#JE8I ^28:@GZP:+F'.'*+.N84-
\$NM MJWH'DK9NQ+92MG2VCHX#>C?6R:S3V:HJLHB?HKI> ^5<:3T+:3IQ MW66:YD-C/PFZ*D# ^/ZX^?%(M)M16
^3V&LYI@:M7Q8IYN3G5IK^57,@IWA=6* MD@>E01DP2GM>8RL=9I.'7=0W^*/+Y;S+:(KKI X?G%?%?V!#?>9)T9K15, M9+X^R3-
QWGGGPEFEE, #/, "7I>8JZRY N@K9F.EDI#K@W^?2CW/5Q>76_K-M\$YRY^Q4Y*4)I EV; \$#PQJ5:B.FL3-
R8,&P1VZC/=-I7O15=&K4DI)J^*>VWT/;C^M_KI=Y&?Y2L:5.KL7>.^UR5T4DH1X(L.,0L5BQW8+C^HIWE6%OC:2D%=-.I7
M74L/KPIS)UC2\$GG4M=M^DMA\$2.1^1^K8:V73DJ?39VUK@:0U5WN=0\$/H5V M.@# O+6C4J-2.^I?
G8BM%Y.RRVNYPYVQ>QA^SGV2!&-_Of8Q^61 MG^_A5+: G1: L1HJH""J%UC.?A^:V/&8M!MK., ^S^&2;BCYI3QMONI)
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(PYJ@JTO MO(X9LM169.^SPX&C+%JSD_M2.S.%_C:D-G?7560MLEI.F3F^IR# M@^IO(I\$4Q+BAL#I&4^>?X3(+(+4.=G)+-
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M)Y(^#3I\$)2&M12@:=MG(D1GJ.^_J^C?M1T4^F?<1I+I%T^XU8^ZRG&)^9^34)3 MG\$Y@W7^;.*#9YMU-DW@LFX4N 9L)LFXDXCO)=
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D@(^63CI^I^E^T M;U^4IG0N7Z.^I^1@GI(^_5IVB;8)^*H&=3JZTK;^_2^GMH0BZX^0@I^T MP+I5^0V&^CRN6@SY/M_-%4-
WIN(O6TATJ\$^8>E^E^F_PIG7B+I^3?DI7%S^=(7A/^_V.O15.\$1^26YQ MOUA^<^<762X_D><#+IG^6NN>^ITX.
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```

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MV=G.>%5#RFN4IQIC-.CT6Q%#f%1-X^8-CF3-19Z-IDC8$P|F83M+*ZW.W.?>Z^9 MJKNGS/?
A$G_+X.WOX.KD*S.FM(+1-3RBGP)7E@SGD1E196|E%.Y<O=HRB M*71^XK&CG=#71M+9#YMON+J=.%V4$1$*JMJ.*=FQ!)WQ
^/.)NLX+>O.M^Q|L Y.>#THUA@H+B$A#<(&D)PH-G7E@H!%>7R1+D|<(-M^*#.OT4IVS%0>.>RS8&JV-"12YA%$J-
4.)Q|P#E1$-G/B@ZQ>S6$1M8-(L@3%Z600^?27FYD4B%9$HE.LLC@BL^>VB|A-U$8-O4THL?2
M|EGQIN$>"/."C70FZDC%.12$2J48RQ%KR3"$GZ-'S613V>9_)WZN.?C) E ME ^G#?270/HUX>U?08JA^#F2_*(PI24!P9MB $BSA.C?
6B=1AU.7"J$2=?W MNAHHKV=480XO/WT^1+SF$IQ&SYA#71^/4_.6|S"VGF(?G|>@>7(4+1+LZ.M.U-)D..D1HC7?)L^P|/=E1E=W|>
U5#P+J?CWNH_KU<@O|GYM/Z$=ELO|PLI7SYA|ZJZAQ)|P"SKLDRO57|OMA^*#B(10=KNK9.W71OJMBS(&
M&ZU0$>/_REFY=6J0H4+Q=+$@Q"?IG.S:524>W17W>|Y A..*7=J$SM
M1!:=!>.&O<UC2PS<|HS.$8XQ/J|S#/.NZ|*V=;IRO|&^=M05GW>9J0M_K'
MYIQ^3IW.6^D3N8|O|YAH+|2E3$&F6.%25X%HYQB+;N0#1|0B@V@.$; M"EE@F#K_0UMCI7-G_8MSNN.YA..DOF4
TCAZX;7E.%5|2+G;6W2KG0>IO MIU1T=9.T?)CIV6F@H.L.Y1.1.?9(M=ZZ-WS$ 2B5RJ^77(?*%)^+;$#ES MNCZ^BM0.^-|3L?
(&33N0$13PJB#979K<.&GNRZN6_K)<|Y|P1G=K^*+1U M1JO^+H-S0>5&D$HBW:9 G1L0^UGT|8"9M+K(-;|Z^G@PQ+|H4J B
M|JYGY.HFAMKXC|5B86|^2"WSS5|XL#W6/=Y8^Z|JU_.<|+4&-NA|+I?Q4EWR1A2O*!2G/|3 M C@5Z4)H9TH47?
O.1K02_UH2A|IGQ7K&"X%&E*Y %&A&.#D7F8S1.K5N M2MQ/25?>ZAA M/^M3A+TVB|@JVLV%WYCPM0X^Y.M(5G9>X9_F2:U47I
MLME^R^9;NGO/STXOQ_Z&ER" MTV7NO1#16A$(D-E4ZV0U0T$S^W(L@|+^M@36_.$Z6@17B_J^R=Q|IG.>^AUK+
(U=W9EC$+IG=E9.1V$=<R|H|^@R?Y U1@>LR3^(-FOFXA-S-TK&S&G9^DH2^O^MK$T=G6|+>^N.8? M9%5?
KKZWP5;MX|J=<^|S|f%|RR|<:W^6S>5SF(M59B^0K>=%@=S90|8#.9|#. ME!281&S?J|T(MWWN?GRH^VWQBV)|8|H8A/$$8B*&X2
M>18B);Z-$|H|UL/HIM..5>7ZQC42)$X.C".KAF|W^ZTQ7^1J|J21|>Q/
ML3F^QOXFV(B255L|01%5DX)R@.2F3C$R^*W5D^EM.MK=W^08SE76$8&R M&MS^OS8GAF.Q3_1P@EE0425PNF1@)>::8595I^?
P421V|6T^A.4(QDZ94.G2M.Z9IV3CL9>O^F3>8.H3. MC^<@.ISNA624A6.#R.#D4!.$G(VV6|BS#302QU^VR^LV8ZQM|@RFE5^+
2R M_SC/_E(S#_..1%?O=EU$%CFGQ.(QM2|W+9$).8X8#F2.Q|DD.YUG|@D0@?|MSOT|)JH:3P6_346S_%3K9%9X.'BCL$3*4.T1@;
(j9:5)5|S$WEH|YP^X^DIP?6EBBB|UHZ$%H70$%@25 B)FJKTXQ|1GZ MF@YQ|QF_3F|TDY S2^" ^<(M|S_ QXL19PG:Q6.?E.%L6::
JQ<@<M>Z|P^ST^#XR&FNA@Z<|?>2..3Y0K|Y33>_81?PGD^>3D8KKV$ MS)|B65FG3|>M-975% C&$ESKAZ@A=V;VVI^K>9JZ!:= =
^+..$KCH8G7 M.<3=FEJGZK=NJ9#|.J8D+D2+<^>PGL^>3D8KKV$ MS)|B65FG3|>M-975% C&$ESKAZ@A=V;VVI^K>9JZ!:= =
M27|M&+R| (S:RLF/N+V|J*|X|. #)GC10/%#IQD0P|R17E(RL>2N8C|!1L@ M|.OGULU;MP-$.UEV=*R^"|3 M%EQCZXZFUN^Q|H
|SPY07L^EWC I^B9|! =M|RHXS@4L "BZNFEM=GWG^ VPV6XW?UV^A%.OP_T_+U M-X^Y9A=>O^Q="6">BZLMWJ&(QYR15
HP2E^L$^VR1<@7THD9C6J76V=#E M|T<^>GK>9W96|PK^5|H-UKQ|HD>M.^MNE^K_?
Q3RYZHNB|?K^PFVD=K.8XSQK6.9JZ5T1#D#;1RJEE5IXC^T=H>^1 M6|KLQ3|+!%&2IDIG/P6OMQNU$)&^R_%KW5LK X&^6);
(&SBH5.;R:5&T MW-/2$V;Z_A9R$P4^J9NU|.132-Z?GE|5<|1K.>|8<=$BBXXO.X<-9I^04|8FJK|MS:$UTOW$8_!@PZB."8B M-X|
QEE$+^VP^V2|12>E@;^16(-CQ>6|.#8_P%)F.B2Q|3)@:6W."O)C M@>YU|AM8^6<|2^P3:5@|=?@UF@IB^:Z2V^|O=L5PFU0RF1|)
I2N0|. +^Z M LL9AY9|J|8<%>4GJ^*UHGOQ|)NP/8_($Y6D#=#EJ?BGX(Y_S)O^YJVW_M84O_1E^=>?7
W_Y0 SVL^S@GRFYAN#6XF^2G%102|133Q|T7QG&S$Q803 M2.TI$S(S)H17^IQ 9QU< >@|@?3%7WZ.FO11>U"SEX1V=927*T2=^
DDX#& M^9M#<"PWWZRPEY*>SK.VP&H@|5YPEF^<^$JDBK|.OCKM8%WS5YUX.1%.._Q
M.55=Y9OFK|UY1^|0"60YTXL2EB|C5DG%XC|J5|_#Q|_|>G5Y^O7L09|JAI71^*M.2|=*
(H.Z<9+&3B&$W2|KL47R^Y_Y;V;MB^LCOSLBN75:25WB09_EU8$) MOO^KT5?:LN2B+RD^WDHV?V7.DI2LZUK-
T|WV|V+^R#RV_&Z|U6M89J|12 MTXFLA_.@32TZY.R8JV.J2B@MZJ|5KH|6BB#^"|@XN#_M7"<>#0/R C^H M@&1-B@E(7IAB-
+<+%MOU7%1Q"@=#RZ^&^PM;|_|>G/VY^#^<7H:SC|NK MB|M?;U.TW") +F8-$|@!5P@#19P%.6=-1I_8L>9|H|0Q:F^F_36I+=P>^C
M7YL^G^EO.Z=2^03E<^$Y|^+EQYG0LR/VPIR-/Z?Z_7P02TZ2Y-BA^VVP0
M|_JG.#0KX^XD$G&M^NXD:5RD00=N^8N>|4DM&+AY4I OFGQQ3_?Y^TBT MD65WB*^U_3=^ (P|<)|SMJH_DG6NJHH2".^Y!3?
BSP^_FG20#&G_8U>7|=;H6^B-<^MQ7^<^&AT/AD|WNS=N>^FZZ"$AF^|V6^K_V^GCFA#16^YX:|U3.U&?
M_U^OS^%3X=%2K|UA9%#7|@TS2GM98LYU.(0@P|_@0D+TIE2.@O$DIT^DN^<
MM.Y.S<5L.D^R^0YWF|/1^|U(EI9^FUT8+PI3P2$^D1HQ|C)HE(&.*<= MC2G1^>8K'_0L6|LE|F|+;_P3-C5&
```

MN^W*JLXN/B6_P^SRYPH#(G2_OKV|P|=S|Z.IM^#UV=7WOMD)6PP.0)&|\R.M3:~D5+CDQ^1>M/OU#P.P;U0^IM^;~*L6>+JL/GQ\BH<1?WZKSR^;NU.MDNF(O)>{0(G|HD2.>\$D\$YX0U+PV(CR8_VH(5=U3YV32GVB;X5SOI(Y7_M;6A+IC9LMI)GOXSB#7C&=O;ELH-CKZ;W0%{OT#4_UY;A5Q@Y.:2|}~|=M2;BASDF0YI(CGR9^+C92D2S9CKGVIUF2^H_5;W#IBVU-E<5>"CG6HLL_P^MNIQ?7YP|TJRI#?Z^A^H_UJTW2S75;0P|<=5(XHC4)UBP^EKXN_YQ6""R.M33>;SQ8=X\AME#O10Q+6ED^410_\$5%3(0<2\$B\>2Q(#1?+ZHX^|PICN^M=M=9\$;+U;J2LE5XA(I^TQ+8B)496%22?HNVO(9PAI+^5C9(4&BV2-1B90M\$^J.7A)9^@#&#8CNI>U|0W3NJ.6L#10\$W_F+?>|61D=(HIKD00(LSU0^M^26?M&>*K7^.'WZD)93%(%6Q16N!)EJE-00P%?)9;SAPW2.C52J^|VZFCVH3I5_F|>12(A MS@RXV32^UZV5UT;Q^&V_HJO?*(^|)RBP)UUGT=(LR#D2?(80T@V7=@9C2Y7NQDZT6/H*?8QGx_4Y%9.\$H0E\$JHZ("<17OB/CH\T4H=V.MHA^JHG;0=>=RZ1P+A.0)@=!(5^D39;)3E\$DAVDP>|A|M7^""JS&S7_X0^;U.M\O/PA-L+;(S_&5%+~.6&W7Y@%M.MRY7I_G^R;B1."#?#"+ARL<7B_T."E.M8X%|A8_O%\$|GAFO^=16_M|YIE17W05'MIH@*FM=W0=(KK+?"QU-1EJOOMX1+@10&#\$.?1!SCD9."M2+*)\$58SQ8L+ZC|R4^|SEG@>.&64DTPRI9C3|/M6H\^~S+78XNT|MH6@L/JAHNC.57_CJ/K-R^B1^_CU%L^35%?Q<@OWW2319FICU1?QBFH.&F M++86R6Y;W|6O.^O.SF=OSX(W_.)PX=N_R\X_Q1|=SW)\$%AOF+DNVRL^2DY;@=4C MAH.19|;9FT0Z;C5Y+|%=@2T=UU9BM2?)=WEX|H#1C5?K_(SK)IBN;B03GR;("M^HIS;STQ%P0#QX)4QOI_Z)AN54_UQH4W2?^60D5|Y+;6+=1-8R4^Z|P^~_MY96^OSMN|&G|Y^Z+BG)-HH&8AZJ_0SH|7CR_XIO(^9^O^~^F^2^OQ?6^L<0S0&.66P|WGRR^90B2DW8N0^9R.M#E;4;IQ1;@R30|0;#D\$S01|~_FB^CZH.MK503+5ZMGQ_0PVY6_V|R|H#|YMFQC+23>1.JY22XA_?G.MFSP^U^C-KFR=O^".Q+M|JERDUA?/%YWN79;/?2_*QWS+%;0>=%LV;^KF(F>1RH<M4LXIQ^7CR&^LD;?~.DVMT?UFFE^?O_G;BB^~Z6|H6T?M#V2RA|G7V8MLP02#_MG%0.#S^6G2L;AD;<^^XL5;IT)=X^+1XAWO6IOI8_M|P0^~^6YQTA_[53GYM\$T#V|@W""7@D?^N!9.0XF M1P86|R_196U|JBC=^J|L|326<^N)4^Q_M7-8-2GZ_NZTA-5^;-(^5W|F6V==@D911\$%;8\$AIV_%;KEH;P5^+GN+|^Q^~|^MF#NR01>9T/N!;?SN57;VHDCUW3Q\$)C_5-(X;L2=^~|H_M+TDX(3L_3^W<WLR4JF.X23|271W^~23SHE."(M^#;SYH95+QR^|A#/\$E*72 M14SQZ>|JBG+XPI86GL6^~Y|A+6W^|M%_~3#@^AL<#(4I7|2+*(G^(>T0#_M|DE28WZ;(L|A>/QA;C#8GL;"J|5)<-W0M^O3YMRK9KKU(77BZ_|R2;_M5L+L.F#IZP5B+O<7E;|^4)P4-\$Q_OG;Q9|MB|US(DZ122-K^~|MS16^"68:=Z;H9O<=AC_~AMPQ9YVE>98>~^U0CGS_M\$^*=(Q&_2E|@_9R3TZKFS|W;WIRE?;?+0^#8V3Y^XTT^?#?|>C5704 M|_&S|TP3;#<OY^&00^8M\$|Z_8^B^42IK^O|_~?B|8G;|_|#XZ;@#G+W0@_M|YX0A3U^DL_?9|E#CC|^!~68L|_D>~<*5URT6BG^+W4N+~3_#XRX=X^H^|<|YB%ZX_M9^1NI9|B0Y9PA9^V@O.D5^K4/FA.L7OI=4#_17O(^+R.G?R-PXY;2/CFG_M(^)14N /9IAMY\$Y80D+/\$0_GV2G^8-P;(^~&3|~#|~E_N6^~0333QA&_E(^O_M|K9&1\$8HAJ@1AC\$7;~/_CZ9;6KM7FHS<&3|Q|H|9I?U;|CZNO%#_.OR@E_M@SB?@KFA)"|C+4^426E|<3V&|PBIUQ\$(>~|F#70Z_L|^NGOL=56E36&M.R.#=2A(H+|GB(+9A^YZH0)5AG%FRG_&J3|WL;|0(KJ8=A^XG4N^V_M>9IM2.48QA#^|Y25S^OF^?W%)W^S6V-E20_&7V|/Q=J99|~_27CP^+5#_M|_&\$|@8X&8^ZW@_FWHZ^CT^04_0GOB_#|&A.")4+17 MH^|BPL|T)_UTNZOY^/VX.VV|MR9HCUJN!;).YXN^D2|_46*Y.D.07A+5K\$+M.WLIY3_1CH&057|9PPLEU7R20P7TW=-21M-27;ASYQ;J.DIB7CZP8@&PY5=>W1/SD^1N#(I64+H73&9D<@E9_MZ)9+N71^*9%5&25W6|K?TW_~|H_UKZX+0N^JJS*@|^N/_OXX|<~GUL5FDR.MBTPL@UF@|^J\$&7>OY^S/HQ&Q^F^M#8C+JA(3@3=|NPZ_AM=R5U#D;4|F|O)8_M<3;9=H83+4Q)B^O?4YQYQ(9P102SELG\$|;|S^K|H>;Yp34&R=^O\$Z?^1(M_3?P^+R15@0VWD8WFK|_W&5+Y7_VDKF+\$HFSS(-"+#|S>;VYBD3|Z+TGT<MMM^2^3|JKD;0.8-8=M_~|@^|ONYO)2_4#G_Y<>S^T_7^>~0.0AMJ4_H|M^R|J5-JQTUMDF.N|KQ&T?+N&@|O|H_12|/|EEI49OF)%%16ZD_L_ZOS_M|E>~(8.MS98^L>7OIRJG^J@0YD-8YIRPDBUR^#BE#N."1|A;A_~<V\$Z_M7L|)00&3Z^2|_~U3_1XG-S&G=MS_P?|W|/IES_+W+^I5>S&6RW_M&^|M7U=)^A6M\$CZG&_EM\$(R4V^5G<96EJYO/8#;L|K;A_WSRJAU5B_M_SC-7L#%GO/X|BCESDXW4_JXU^<5T8+&G5R(<\$^=.(HA:=78FE23;EEI_M1_N>L|^")9|7C&UU#Y^|H;8_VHG=OF0^7)ZTWW|HK-1OG1.L%~_5X%&RN_M|^&(QBMF.MX^PB=+9R^Q^%G%1%+0W3D2^L^0A)6(&T|W%A;"B86VP@?BEL+824R=6K&^A-MRBBB62|GG9_+|I=|FR1V>K@QQ(APHXC;9.MP^0EQ05;|BP>|VDJ|_2^4+=M@^3|V2&7J2?%E;BT2NJVC|6F\$PHMHK@W@2M^E#N(EXXB3AQR+|EUKN(*<7|J19HZ|F4F|J;G<@^EMTSI7_E_P<0WT|~|M%?M28N;@8<C;8^X&4\$D9|@.(2FG.099IK)&/3_8^TKZK^\$TF/QK8<KB_M&QS^NX^W_M^NK_1^CSE_M|I23=~/W#^)+F0_3(<X_X17B+!>7>FE0L\$%2SB6.Q9L);^DWXTF/FM0_M=3%X8CJYG8)***N^!&?_H19%\$CKJ^CEP)M.6<^O^*RO=1/<9\$?UPI&<~MC1^G@6(OJE96L/K;4I85/WDB0L+=O|F|H^AJ.F|&S=X\$8P_N@X9,%\$H\$%M^MYB8&73H);<#*@ES)^&%G2Z=P(O|F|FX7="9R;1U=CR8+=2Z&EQQ|>|4RQW M6X^ME1^6C(8EK/<P43&K7JY5GM|=FFJPKV<@_3QVHXR=VSN^M#PN(EL)_M|LHD3^W&^D^9IYCF2_~;\$14ZZ@|TXZD?G=^N|Y2M|VW+4@|DM<@&7/&6C&^E_M;KJ;G(GIBLEM|^><10|IR">)\$1\$%A(B6-2TE)A2A>B;B6F;F.2_7!45ORU_M#^44Z|H!4;=FU^B#.81>~YX)|SYIFTO_MZ|H^MVX1C^)|YK@08^O_OO|H9B;~V2|JF7Q=;N(S^RZ0;=|>WN?&SNW^9=S M6&C^C7%\$7^\$U4(VQB3E?UX+|Q\$U_C^5+~T=U^AKJHD88\$%0#*8!N.6+M^V_Y#>C>|P.CJ8EP2_J\$^=NB56(4P|EG9B&/7_UU&N|JR9T_0D<@NP&P_MO/K;3>>C_UVH(K|?SNWD>N3&<9&5_~N227\$5+54DF01^6&M+M^F;N=(P7_#16&D5^|C\$S^<~|TG|_J|&OAU?W;3/Y|L1/S^Y(X)\$%MAA^+4S)XM_EI&BCBQ<7B32^2HMD|W3=2LIG0=81PBO@3.(7^T4%WES=OP^M_OW_*Z>4B.B&\$^ABA_*B81CD|J_3^VN/30G4^&KV/GCO;\$^XX;=|Y/E|LH_M^12O;Y|PNBYV6LZDGC;XV|2(ZD)1#&D.C\$LEYWT&|%E_@=ZTEC2=|S5_M^Y_JAX|SNA|>0.0-6)6/W6QNK^=YX2U25I0AI+TX#DE#^>H#P)IDE0PGCH M2L|K>#\$|/R;0?ISX@^AXUUYI_M|5Q^&GEID3DY^T_|3|=MY_J\$^G^I5CAU=;|0W|T^VX;_B;Q;^|E+^O|H\$M8V|E^V^R|@5R=UT_0U(I|B<1S|W#&\$_5_PLZ1@WFOOE)X2^MV/HUDMF|C^&G_/%REAUC|V|H\$^~O_IRA+X;HXHK9_C|E^B46(6<M|MS|OR7|_~2^VSN|&J|E|=|ELQS|YJ2BLI(##^1CL\$%U|OIBDQ|D_|%8B)D_M2512R4*(O1)|S_&F|H)MU;X_Y.@9_KV4>((?*\$BBR=B@<L\$?+T%_82|JR(ZK8V+I?23-EJ.MA9Q5>V1?;K;T^|MP@F\$|;^+\$\$2-#L|3;/ER;JH\$4U>ZM|43_NJ6%Q3|IS/C<+"&|BM_72;+1XA_M^N^~+RQ^IASD1;2F5W6_~B(C%JH\$+D@DK+5_X=GH|537+748|^3Z_08H;T4^~^90&M+Q|D@P@>^0^0^>+|2^+O|W|5&7|H|W^44_GOT>WPY^S\$A|HED5^K^70O_MNMA>3G)+.(Z^&(O|T_AQV1^DEJL#\$>=%|)(4K|T4?7YNO_POYI9|RJETZ_M89Z(E)7.6^4^X^1;9\$%_L\$N+=VH=|_Z^L?CR/CF>\$<2BD>~)J?02_+M^WDIKX=MOAA|AB5UQ_01RRG7|_F;C9S&|&A+^#AE+3|_<25|=2_V@_7Q_MO<64T@#^UGBX&R>BP0^66B(L)>Q^?^Q_>29GIQDK3UQ9LL;R2D+|J^*GI#_MR=MQ4F_~H|VW(8OMAV_Y;6%P;Y|8HD&^RD;5L_F^""%>^%G_O^BO?8P^~)O|+Z.2/T_MP=;L|U|U=WE;?=@^T^A;B|A0KUB^|4_&N;4;64H\$P|IBRPCV|>X;?>MG;C^M^7^T^KFDJL+X;|+|++H_U|4|FY2#<^Y&RA^7V;4_VH^<G37M<5M8KN_DFNZGSUB^|THEIR_X?V>GMJ^MI7|C|OYRL^XWA+P;M@JA2Y#PJ%|+%)?<AT4N/M.DQ^T51&O=0#9_K9H_XJ7?C4LYA6<1/AM6+)^P@=^D_D<P;GA8|S&9|UG;O^7^H_JCSYF0U@=|V|_CZJO_C\$S23S;|^Y^WM^UQ^E^HUP3ZW3NM RD5TEQJ|^U|BEK|^H=^H|I5F8W#)|K&^ZY<1/WX_9|<M+Z);2HXP08<|J8_&16;0H|@P^">=CP;|XMTRCZ2YKCM| M6@M|J204VD);TVSG;Q2D|;30^09Q^&(R40UTDBYU^3CF^DV^4R|+7|>06S=E_MKAD0EU3|5GE9QY7|@8>H;|<6(4|^ID^R^5(4J556P;I>9^FZGM36C=MKAGP^E)E0IC=&A_L9E|L|^#F%_YH^CL^#Q_PVN^U08=1_M6K>~7|R_M/L@X^C|Y^Z4T<#;|T.RQ6|H%JH\$^3BC^KDG/7PQSR(4CHJ3>G^#^4?)3|X+M|WOE|^~CE_80MOGQ.5\$A#?BY2_GBP3;P^&D>|>6;<4%CAR7?HTZN_SDO13=M^S|Y^ZDW^|YJ&=^P|^4^O^R|^0G|P6+8_~3_MH^1\$?^9PCA|^4CN^"2Q|<1_XTOX_I=^I?2^4MV/B@T%5UP(T|NK|VYV7Y#&(M_O;?+KE2T=17|Z|C;6_5A408T@;FNNG>5^M_|7(4P>"XHM<1;1BTP^0A_/7C1XW9RSL+^E4_9^4<~|H|RN|V|E7E2@HO_M;1\$.06;0^Q\$D|2_R2BXDDF&0_2L^*L^#XEGE@1Y%|<5%YK|U|O|6CZNQW^MQ%CG=TL&|^F&TG%?R;#KPX8|~^W|B|J>LH_@H\$QU3^;T2Q^+B9/NIN_MK^"#Z%#KD^\$0_#^)&Y^W+L@A@M#16;E6WCMHN>X_9;K)FF/MS|G;#>K)@MKB^7^+W&97488H2^X&HEUX0+26%K\$2\$HB|(+U>O^3;0_N|_IN74^M&|B>M3K|<3Q(^&?+|Z|H_??XP^9_3D0>~?4|S<|="^DU^M@RCJ3>Z>"Q&A^M^I6-E;F;HK|>6G&\$#;^&JO.9%SLFS|99#HL^%RFL=|H6AR09#E8E>R_A_M7K\$4A)0G~#F7DV9RERLGMOH|L#)_SY2UW;Q@J5DFEKG0TW;L2|PH|*^LO&MC=UJ\$HZ=A+N+0=@|HWA|/Q^A6|R^>^?Z;KQ|Q\$Y0L_35=SQ&E!FIW^5^M_*0IG)7<.(DT5P%);HRB_&^C^U25?MV=I+~S;J(+|JG#/_C03;9/5+&|MS60_VQAH?JKFN;2%ASp?D\$MW8Y)8;1UQZ52D8LQW|0WV|QJQZ65U^N0WXB0>~MOY|Y9^G>3^~^+~\$WRY2^PB3|&D>^~(JX^\$/_/_NNP%)R5S|?O058C M2#PM8+|^M|V6@+D)H96+Y7<42N24@H^X+^H^OYRH26311_J^W=UX_L_M1@!9^@K;H%9+XU^7_~8U=P\$9S1&#&\$#EONI M;I;0EM)A2A|N>|I2;U|_~_DHD|S|6A@M^HDX3M|JJA86T(KI4;IM@+P|GLP_L\$%=+|^915TM8_~GR|6^O(G^X_O>#)2 M|XPHH|CV^W^AO_TH_4HEMT9|7;ICP@YR&L%9>1|L@|N1&FD47^3%"A4Q^@Y.MBM|6(AZC0XZ2E_N??(A.\$ED|86|^8T.2-(B2VA"(4KA)2Q\$0NEL_M@Y+T5_|R2@^J;T2|IM6N\$?K73|^~(B.78|V_U)H^087-8A@3+14|HGY^S1_M|>V^MXF^ZGD+|WV|+JCI^+2AL-&W3/O_428_321;FV|ZK|HNVQ>|D#|>M1Y>G^UC_9(^<@^YF(^S=5|X_#9X|J@F)|B4&/@AAW6_636C46H_54^FX^MPXL_|S2QRH|3MZ|^X_H|^F56|W|E=8Y&S^8^KG|P>0916Z2(2\$|F3_S_MTHD=2BKZX_VA-3B;JC=M|MN|BZFX0|F3@+F_7D%6\$0QG/3^YK(40&ZE1_M7^9#>Y^W7FU;OV_~T.L;2+T^F|8(("%|_T<S|PSR|_G5ID;F+8_34|=+77\$E598;9/U^26_8+~|TX%T-EZT^?NVF|VM|M^2<~>2H|^#N+M.C8|ER_U<@CD(H|T^C\$>4|H^7Z);_O^W%G_C_|M|Q7+TV&F^0H4PFN(91^R^3J\$<8#?M^LQ_19F+11FH&VT|G|2^1\$~(W^2C4>+57M7H?TV_Y%~^EU/M^IW)|/?IV_P^&5S<3C|CA^_Q.3_P@E^H^5=7^#BL^H+@MD;)DB43<~(T_M72PD3%)4_2M4^?XD|6#N^W40N3|4^4YHOE_M_W^2\$?7\$8#EJA7AHY_OY%GU;29<~|F|?>F6|^9O=0^0L=XA3^I\$A1B_7M^2@ADQ3VD>|~>VZ9|G_KF(H|P6|>4LA|^~?/70>)DA?4O_M;1_ML^R|H8CY_0|^AZ@1D7A^O^EQ|D.SM0XUX?B_OA-E(|\$+6T|Q|=OUI^~R_M^KJ^?>S3VQ7MZLO_LLN:<+~\$Q\$A^7^14U_N2LB^"#\$&J+&&+Yp2Z_2C+R MP^R>\$F^M4>Y16N0FH^Y_G=E|FP_ZAHM@BB7L_~T^<7|D8>~>OVT_M0_Q|BXS_*;\$|FLT_8X=BB59^>|>D;VE^E473&H(64=P_|YXLF>\$G_AGLRO_#7/8^Q0YA3^428|<(3G9VH=O\$|N&|WUW^F&BG|^M0_MJMD(M;W;|PV6K_#GV>PFSJZ43(XRHI#&+INAA2Q<0QC2IF2.K^|FR69^21M^*_MP|XZ_#EG?(&M=HZIX-A(EE#@)|_~AY98R_R>29(T(G0T.KV.3ZL&JRBXL?<M/N60-0@_E0_1^G|KD@XT

HK^NV.5T0**[HKEN4LZ1 B096ZYPIT^GH5&,7FLD/! MFUY-# I@J&82QA*6E7W 9*KK/!2Y/1UYNO*!*!=&5 Y8)IH@3Z-.)H?@ MUUO:Q4H6)53^Y*5E7Z(RKH2JNM>/O7A(C3XQXGCMK88+8HH 6'Z5?2_OF+Z8GCU/4)MO1B(YC0IB9\$DS" N MDT9.J8AHH!);+(OEF.\$41S)**P!_11-@.N.N.*80<2KO/U! 6K(S/9!M-MV9KMP7-TE0^HN!(&?@QE0 M\$&CD>>1!37C^C?>1!12TSV? 10P.VI0DYLMB@WIL4B+7(8Q! #P47U(+K MB:C55/#\$2Y>.^9DD:2(UHJ0NHK4GPW;>METX\$V)N!486X#AP9B@.BR>H8 M- 4Z1E6Z1N8V6NA:OA)Y2A.XI0F!3*9SZ-8WAC9U>CFL 5S;9<E5L+^U M+=Y) 2..(#P#X\$T9\$MR08\$WIP*-=:T!H!TO RQ\$HJ 2/GEF7K_09S5CL M2\$9!F!L82Q/4#T2.O!Y:OX\$S!K2Q5S!&DDZZFU(L:(ZAJ%\$X&K!N:Y M%RZBX(3/SYX"MA6^C6N5AB- !6A9+M_3DU=NU9&VST@=(H8P31FPIB(SN9 M2Y&\$& 9VT3/3N^N^VU_0@6AD;+ZT^D1(#WABCEFF6C72O!H8+6+OO: M=@F7H!;04U"+X!Y^11XG@7T #B!1X.#R **S8/*=P!P)QW4T!5OUO\$Q5 MW5OC\$P'M2&4T ^*!/)!:?IBM;=9!P3AB!L#%PA.33 IQCEU5J8ADA^C!Y!\$&##'\$6" M8"HHT4:GTH!""R3!D+ED!^*G&TZ9#6\$SU1C6F!P2!+ ^V3P2;>NGVY4/4@JG M!; 0_L5G)+.8N28818C0.(K3!)>Q^V0Y(E!)!>460^N 91;1Y1YDV>*M%LP<30=Q4LERDKF%#42\$!"NE/41E.BV&742!7; !D(3:WP(HA2N**TC8_-^&N\$D^Q>6A-5RZ%#&*%&C7.*KHH2B2\$MURQ: ?#ZW:R&D^B M.00S#%;%M- <2(#4>+1M9/(.80L.F8%5Z9=(H.3FMD-0+(M4E#H4?HC%X:A=KL!2Y=W0!29Z.W.;)Y<&7T>>2A!@0.0T9MPI/MC-UV!2 M&H% <*4CT@-RQ^FD)=HO!W_!URA.@>@OMXMBY!5FY59@<(G5\$>)*MXA+&C!3G M:K2)"^*!5'+4W<'9>=O!H"5D/MYPS E;6T!9T YG"6*^CA4 M3\$0V!JO:G\$LBO PAEDZ4W\$\$.S(KX#X)M<#M2(XV^B!J+1&0T6BN1M,*2R%\$M!3&(5JC^C-=;2P2? 60!8T!N>2ANQXU FXQ7AKQ 8^#YVNXWD3!ZKU^!^!8:CRVL9<=O MX!P!9#J9+X:SWTUD-TYK!7-."N")XC<#%<6F5.%(DY= <:H&^!H!W!G4:@ M514(W3!;J0VPIOT_ACP\$3<\$JP9NNM MOI<_./ZC805S0^J@!;..ZF/G^7M78HJ3!Q)KE<*H21Y0^\$JC#)78TEN.8- M!BG!E=V.1.5806=F).CHH^ML^W@N024.15S28B!9)(\$8!0J@2QC5^O<\$JE M^RVV\$M!4V7Y*@\$PG!;1ULP^Q^ZGKBMQH.=)W^V^B3! (-OP/S2+!;I9)C%? ML@4^D.SA5B^!^0E!HB8CPQB2F\$UEO?;?EL- VTY A70=PI5E1Z<4.EM M^8X^W/!- 6NZNPQXY: M93P=RMML^MX.W\$75C4P+20/2B4!8DL!"(QA%(3\$CL8\$8A!^NRI^T!2H^!#Q! M2 5!C(" !HAM(9)3F&^!V/!(X&2!D)B2.\$!D&F:##F? +!YT<16S3MBI? M2^<7C^V4UQ^2H!118!02J@W*\$\$.S 0S8"&+14%X@8WFENO!9A !35XRJH+ MJ5XRJM%!!80FE^!./3\$&0(9P! !:\$F0- F05.0A6.P87R^C.466^UPKIT MXNP!^A2#C.IWUGV4> Y-).\$YST 5^<@W _EK-O8&WW^OD MKH!^#Z!>C>%- !VM.W7=@S _CY2XRE!W2>C-B!6!5U^V229!; M2V.109)BKC!(VYDH@!FS@G&CJLTV/74D^22KV!2B>G:7?5#2SAKCD-%GJ M@D7&+!99\$X^Y@ZZ&K!QZ)DQ^U.^94TX"1L+D9?G&MW M\$P^U!3PA+W+@L\$7<14.B!/=PN6Q>*(#3U-BXBF&@5Z.(PQ32\$KX>- F-V MC)8MW.X"8YWW(=4<\$!LG+JY!Y70MK/"#0 "6XLT=A=8DJ!T2PB+R0W#O-M0NE ?\$!2ZV)Q.*ATH- !") HN4A!Y!H.U0H13F4>0!"0=CBBH#GL>!)8P M;L;F^R^Q^K7GZ<"Y& :P"/2MM@+L:9 &+/\$6<2!CLH8X!"YUQ^J!TT- ' M:U!R#EUU3A" E0!)/2Z#K5<!)NI#3<>XR(R:5L2!D!7?H8\$4! VF^NZ& !R0 3_M;Q8?#+78\$N1E\$B\$B9&6VJ 4E3+."T6&ZP-VW@US2H/K M:(TT"!JZ!HBS&JX5Y?FDP?2P4!KQ@X> M^@ZCN1&8\$A!+G\$^E+4!XPTZ> ^6ZLR;)/P!(EUHMAB@:R0N>@S=LAH"V(W M2H. !+26FQ1^QCZ2Y\$1_O) A:A 3/8FY@K:4Z@C!7.R_O.F2&1%"M\$)K9^B"+BH(A%C@P!B N^+ MD:4!X6@M!9IR4MQ^W\$9+9=^O!L!T!H!Z!43N^VK^>_.\$@/?XQ@!VVG(S^/ MXH8)8\$A!^! W#C&3(R2=#;1;4\$F9!;L!JARJZ6:H^NHJ@8LW+V!T/M M#2;2H0-J4)>XXA&B^*Y!L!"! JFR!44BQ:)M)PF;TM- 07!J!B3?F@LKT^& M0+A3G(C!J*+!+U"N=;.<)>8=KHMCD)0&#="& D-KNYR<0 MO3> !K?Q6S<::; !(<90EDXA"+*4.1^#""^ 303(Y2+7415_6ME!3L/A!##@ MZ(15_@6!9@W73_9G%\$!H!>8Q5XK9W-Z* 3Y!8JF4J_MQ%F M""12N+2CN1V/ G=9?;UXK10D!;^60D!B<@H!H^LXUB5* LOM!USN_R!T^X0A8ICDF,+2*8!QML56Y)85%Q) M88U- (4;L>NU#<.@CM.&?^I^VZ_MU_59005UA63>(EU6^#U5\$8T\$Q^N"(PE22X^Z560J<(OH&3#JN"QR^!J)MC(R!J8C<+! M3A2!);8=OKA5EDN&HLYO9#@<(9\$DRN><^T.KK^8E@!^RW4" X\$P<1@&PGD M^T^65!YCOO^CB:9#""!HR""!EP\$ ^ (F6CLJ8B.*UL!*MA\$1!T!HO)>23&9 M-XB:U4:RC%HG/9RI/>JTN#J!M:M_! N&:85JZ!G.S)74!VN.U_)D#A!W M!12MUW86QY>@!C^!D+&CU_@S^GRO=Y+;D9^<W33%NH.S2!W2 2>^<@:#.W#T^1C^FE9"2)>\$!A9.4N!4D9.#X M)DJ!5C:MKQ(5- Y!YN&J!+;+!>Y\$S:NC**!\$F9UQ!Z;\$Z\$C^!_!@""R^<7DSBH!LCVO!POT;TE(5.#>(&S M%A=A&6A^0C%22!<1&^X MP!@XP7D3&#A!-9<26;.3C!F!H!J7-6REILVCH!P#.#!M"THCZ78\$!M!0.7 M^6JO9\$!8:X9X2C"6""^1\$CHP2U*JQ2+U&9*ZJ;^GL0@/2!H!A"TONRRX;U MWW%T_65^U_+2N2F:BE8%+P\$Z1B;2WJ(!6%)D3AL""%!V !H3MTLW!X1\$=K MH0%_3FG !*#&=8Q_)+PR^FT-8A9Q^D2H>M<X5!<>5;<+>!)!3<=&I MJ0\$;C_=/V4!7G\$B8H! (>XDAO!DB4SN!)2*(A!R^K"0Q!Y4 M!XDJ7+K=&B^UVX\$Q^X+J:P^3.YR&I3PFI^BOL-MAW?K!6\$!X91G;9A\$ M8L(DEBZ:H3.? L@!UYO!H177 #!@W.OH!^_46.P1MCBW.W*P38T!6G!G(#? M2Q!H0%N;QK!@?2*!7PZ&45@#@R!H8U!0!14!OHC.FE!V!S+ ^(!H6"S<@C M9=*\$GDIH\$!H^FN+O&#JZZ)CB5!RP;V>9!YKQ!@FP:2/\$-+@:B.L!3=8 M)FM3Z8N;(H3W0_!YQX* <4+55\$T:R_WRSF2_QA_!H0E%+!L\$!;6.Y0T M420%*X);Z^FVSE^/5\$^YIF^@PVLm+.\$Y>;L\$Z^9T88B%1S!/>\$< M6<\$9PEA+H.ELO@P9Q\$^R5C_YA4\$HMP%(Q_R!L6G24B^8X=JBX +!8%& M1F!L%)CH(O"CN"QQ""# _K O4!>JKG.%Y! !W&7VW!X"#AH60D(PQY9Y? M%CDE&0P)*\$>\$YX;W!Q?G+9^8#Y\$%ZL6!B F=UID!G!GVHGE?..Y" P=[%_9 M!P5\$X9\$UF 42F07N3WH5=;Y/=-.K&\$5=HZ8?;JEO(C!HCK<C!L! A2@1 M=10P3\$P@IC0YH?U!HH?8!WZX.HU"ZI? &7*PIB!ONZ^_S_1A^7RK_Z!TW_YM^C!7# JY/R\$Z!T^!H@!^B2U#Z!(&\$S5_8LV_FP<0?V3T3/G6U_!K7M0?N &M2>P.+>H!>K\$@KY_OH!SH);!#O!RRCR)D^U2FGZBH!XV^<D%+Q!H^E" M7YQ_Z4)A?;VM6_4F_M!M.99& (!KZ")^=3!H.PONQO2ZB!K20!A!V!V^3/H^"C=VO&A9>HRBUI;J&Y3M MEGGWD@JF;Z7Q^(&NN!H!1VVB30M6T!6F7?H!-# Y>MR_!_? F3")>G3M MNQ!\$RKUYT4R@_*OS%V!V^5H%E^O)%4W!0M.MWZG;LW-(H!-7Y)U W84;JV_P>3!B;J32A.??7!UZ?@ ML^CY>W6!N!Q!2&2P6H92D**7H=*[!48!F XM+YVN3 M!K2D_!WZ_J=M>7D^U?58!W!WDGB4YS!R_CV\$!O=VH GLT^??!MGAN!H5 MMV_E?Z=Y+Y70<76\$Q^WLO0^2NSNX6K!Z_M!0L32ZU+V@RB!PG!1_TY M^!O!IMNX;IWN42!MK;9=(6E#9N!^F_B.8A+ !ZV&L@V4!E2_!^9; M!A/8/CG;^TWL^!UXU&L!TF!H?QUM^T=E93W=V;=>C%?0.G-E!GU!W^< MV7MAZ3K!>Q9273_AM)IT^6ZZ>IT>*.R^>P^DBU?+!H N6GZ+OO<7HD9Y!MZQD8#L)IKP!2 8< M_22!;U!^MHJZZ7\$!H6C46#>=!E?+!_D_S_1A^1HZ>9#_D0NQ)*>;!2Q:22 M7;+N7F"!!H7.EPD?1Y.S+)!+7; !/NXXFE\$!U#(H;Z;N_Z>KYBZNC;J!+= M54OW!U4!W!613JW!\$W!^3VEF!7)9-VZ+74 R-HZWBJ-RIS_!DHQ?1R M- GTWFX^<VF4BQ;F.J\$X?J%87<*A6!Q%;90U?W.S!QL Y/KDN;\$JWKUJ!M4!0 M7:XHH^8.P_=# Q_J2.18!V^GR@6MU @W0!@_A!^!SH_5>S@OB8 ^!EP0!L#Q?V_L>)1& M?D7!H?WK=9S\$)H?G2QQT?K/=67A\$?N.8%"3!C8SM9\$2SSUV!3Z^?@!N-MM;L F ML!+;J4?7W=M<09QX;K;V/UH8!&CO=&GZLQV^25DT\$&K68!??P^5_0TY6+ M9/_L(+9 YL!>_OH&<0K3UU4Y!+WXTV?H<8U"? X7) !H!H!N.ZAA<@! MOR!GH7_LB>3Q>)Y4!R6! M.%X70.53E5T^!FELNH^QJZ GAY6J9E3K!N!QV_UT_R 9(<("%""^EKU.E_L MJ90M00@G5_&4!)T_8G_Y"?N!YOP/Y?=(AX=GL!7:E.M6N!W;+1V=H*&C_O MR2JS=-;7JW>L!Q1WUX? WYD!Y!O!XO!H8EL!G0%G.OY!N07Y2W5K!YX*.WW73 M5!&OR2:0F=I2VUFH!_HU!<37@-HSS<#BI^W_V8V+Z3=C806!OZ*\$G&7 M&X^H^Z7U+^AMEH+TF_ZR>*1K3T<3HMK!CU>OM!P-TM44@M6!_CN_??7G M-PRB054M6F!>OWT>YF!2)H13D#NR/P?2 >=/X-6W2YMGX(\$!8>=>7^U# M!_7!VW0>GK>O>H2Y^URI(H!;ZW!^NK_C_3=Y/P/K>!N!CW3!PTG63^WWR? MAO!HUMZF^R_FH3?)M!G!U=M(VMOY!^N!W+"KHR5%\$H/G!O!H!C_@ M/QG6N(V_RK;1B- @!%RM+@KP^5W8/#Z!7PCWH\$^M!V!>R2YJ^84EH" MP>MOX!FEVD%1L7:8>@S8^H^/CU8K!RQNOXP2=N!TTYCO"E_1.PO- SY:MYK>:AU?5E& MU?>B=IG^!A\$^=[Z6M6Z!H!R!YS;*HKZ&7OGYCV!V\$;42BDJ\$U+5NN")?2_GY=5Q9H;1>AY)!# MOUZ!44Z^L%HP!>D%<G!>H6U!>NUQCD&+OZD!) J^ M_Y G;4!00WQ\$=#Q!_T!3_1N2VEWST_ZSQ-RH+H\$V7ML^!S/P^ M6QPB!BYE07!HQ2/G30%0DN=^GZK48.2CN!A!1!J_?W^!^!1W7P0=H?Z0+U_M!A5T05ULS6GXV27S4)K>+>@F_J!N@_5;6_!SDSE? 77Z547K?_32=TNW_M3WL^K!JE_O!C_#^WOR-7JN?>J3^5WM76W8SM!)2!%IPJ7O!JKW4V=JU MUH!^J!W Y!Y!EV)N0+40VRE9HZ3)KMV!BJW_S?&R^GQH5Z;..DJZ>P^JKT M;BSYQ^/2S?E;IUR.3W!VOW4F(K%U@IQ5=VUGSO(=? A!7!6NEBZ@=HFE M=H?P!J!EC@H!;-Z0?35TH7!1&T<_529^K9X5Z\$;BE6Y-8JCN!^!T!K> MK=+!RW=P:PQWT;H!JV#=? E;9T3=)@FFHW^0D+9YA">H0 M+H+B2U=@/076?5\$8PR77;..?W^P%V!Y^>75N^EV9;N0GH+K;Q-IE-7D_2 M!) <0%\$&ZKTP=^GLQ& M!G(S+J5U.G!Q.<!YTG!JP=@_PY"B""9!L!>@+Q!\$A40!^!0S6!S8!^?KLL?<M0- !O!S!LCE^/!&2MVP!G!)%T_NG^<(H_9+P3U!1!>2KB!U533<H;U!1^PU5 ME!X;CS? 8DC+MK!6!_NG" DI7!O!UN;3!669W+%MM#<WG(P!F!J>@J!Q.3&IRM5Y^UX2:P^XK^KDD\$D M!; SA!#9CF6K5;7OH;7!=\$ 5S0E8M@!+R\$57RR7+6^!D.X29!&0.+Z=? M)_RMO#1DM5!V0!WA<1%T!8E+*2P!M6^V_R@XV!H!@&Z=;0<^E_(\$JZO M6^!R_1!KN\$4>3>C!W5_?1M.2JEL!%Y=<B&VBR!)A3U!F9)6_5\$W2!5K!K! M\$6L2Z !M7R_F8ZF!B!7U!;OO=C0^NKYAQ!KUZL04=A.V9S<_#;CSR MP.#;>?>Y^!D!GH.WLU^.?COIYYAL"!L;UCWHT62T?B!*=Q9^>? 5&MGHYWZWN!2TM>55_#M^YX=NOB^U!S_U_Z!T&5X.S\$O+!FAT;>U:76!;MQ)H!Z!@;3!U_?G69V1+3H#4!07RTO:F?H M4\$NN!B!W!)^E8ZE4_9!T^Z>19L5E^W!EA-9UYUFUW^<QW M8^5G;=<K!R6;^!Y:B!CHUEF4(S.6+Y!D:H.5!B!9G!77&>#CD70&@!..%\$GXV MZK3;YQMBW(!A;0W!3H+CH!4Y!YV6.P;? !H=Y7L!5GW)D8;_S!OA_&U_>M>;T%\$X!H!6!5&0?^!<175!1/E!B!JUR6706 MZ9(O=P!S5&>13JMSK;!Z?Z!VF? BB!U">=>4>=>W!V>E2!GRL\$^""X%_U=0R!_!RU>O!BFR!4VS^C9?YMCG9;M1-?7_OVLG2N M6P- :AO=LON>263E7<@Z!C/E!%08ZQG@!R!CLPIS!>_XRI_Z!5MX;IQ!/\$ M(6K2!9? X=\$!N/C!QAZ@&\$MF2W>=FH:68RL96F(2!);E!2H\$&KG+&R4K^R" P\$N@UG!&H8H\$!M V^!D8H&290_H"D-6Z"8AMX+PXO^!VAF- 78N!J^X@L3(AZ!H+!S)\$!C!U#3@H809?4UL_"J^*Q<(E(R#_0@;VFUD!BL MME!S+!J+!ATJA(C!H5!;V.*5\$=5TZ<\$@!U_!1BD1 21T!N!X@2=J^C" M+!F3Y0\$&29B#H2PBGPN!Y64FE!;@%!A!4!@!&QG-DB!O!K!DD0-(WQ4GP! M+9!4BB/H!M+8!G.E""G#WQ4+WAVY+@-5471EFJ^6 M5!/\$Q>V!^5=EQO'4&Q_WEXD!KQ@!(VG2Q&V8TA^VX)CDP%?

2DFKNJ*^/26Q2 M5 -A\IX\$K GP(T4/ /(B9 IW(HR8S!W04%G!J6"SUJD?<\$HJ1<I*DM!3Z MC=2Y9J!..(VA Y8*>S#1-5!C%T<8)
("PZ"P1!5X3A8R7#-0#<0>FRZV2T M/L:)=JLH@|Q N8ER)DA:>%6,OF5,W4E=W#H_D&U^1%^(Y,ZL0U.#N>??6(+ MMY"BWB6-
4T1:VXB=S*.HXZUAOK5OD^&#*!>2 F)G# Q M=#&F-2!%>7YCD G&13NB>/Q+U72!^>62I8+Y8<.5>1+N)%|^<|KZO^7YMQHE
M&DK&|H\$ M\$).E\$2T*AR|>K4LY#|GDO+-E"^-@W%9K@CK>^/G@2XZH@2;R+V M4!L7&.CDBMD.@KJ43\$"\$ EV8@5@\$Z=V4&?
&"5@C-51MEIY M(CHFGCJ\$S10-1EX#K@)MQH5PIKQ!RHKGL1500HLT";J4308F8B M2(C(M^N YJH25YCAVR=M56W@_73<&^_8T?
\$TM)NH^4Z@6^1UBE;@H M2IMV#00G!S5A9(H7FRY*P^*0>^/L(GOWF0CTCBG9(JI-@U,7NZEW
M!77K#M"CU!7>XG!#Z!>9+?F"Q+U+W;H!H:PU!O8>|U3G8JZE!^A! 3QJ MVLMM@FWM92;V^127Y%0=|1>P9 M:MAJ..?
ZFR,>0054&#<=>+|VBC?#;Q#D0N38Q)@5 R>JO!UF E&1;2N7D-E4!MS-U1&^!W<4>G%V O.QTV4E>Z6AUG3DQZ ^&MXH,V-
VHN0H3+|>7|3R7!^Y M0KN9SI9/GR,E\$SH9(71VIR#@IG\$Z)(CLZ^ MXV@R.1!^!R=#Z^AK2?Z.C#
(5X&#/=J<71X4JNOFO NEPT|N/GC4(G+ MIE& Y^CNZ+27\$;Z0J=E4-GJDL.PSF#3_#1^LE0:(=^MZA*LN(G6HC?="+
|S16EK9KR:@T"%KU)WFMX7\$1+YCGER5U!H0 M#CF-|>9FBDGSJ+>X*YA.YP9K)SYYTP=:C7UMSJG9!2!|_V+Z\$QVH^&)?!H
M>#B^B\$9)~2=5V2<2E4LG=*ET*FX>OOS/IYI_ZYIYJC?B%1OS8\$Q46>H
MV#NQ%Z3!MGO:"Q5Y087263!#NGFU/HJ.A6AS=NXJ\$>R^#7~|UEB2:1\$2_#Y^).0E# MJ^LM?IE#:#IR#Z5^
P+CX_2(NH(+!%4MR4>I%3R!04DS62K-DD4> M\$!NS&G1EL 8J.O!1H(C%HB500:6(GAL"3!OEYD*LZ\$K?G/>OR"##63L.%
MLCER&#>|A7(9+!05Q=Y GK>^3JFFW,2!1LN;D.3P6^9U!|*FDJD20&2 K MH^|XBCVYSTJ\$C%E82\$!HXKQ!>#X"Y12P!G4
M>;Y&9P,;>|C:(!\$L8H.2!0Y!_)#=#QXQ=9;%DN;B337"!QBU="ULLY(*)+< M&#R O9T-V-G6F
Y!GQ;RA@>O/=W@O/L^P0C2!L@ZVF!RT^P^*3(GJKE!MW#N!G.0Q@IBK64X<2T&Z^Q7-N,1+%;*YDO^3E1-LZUK3&6=3H(/E.CJF
M!_U6G_#0%L 0!O;N,EMMOQ/NO9D*!&CS3P2>71@!)8^A! MOJ!WZ_#K+KF(!,^>HZW"2CF5MJQ_!V7)!0&N^C>1?71M;
"!^*!E)\$4 M^GEXP\$Y3ZR91&|HEAU^3@=PZ30DSF^ M;K.Y5XL^MMHYE2C4#1+18)/ M^7/4UM.W^X+6Y E9EJ2\$YU7%/E=
(RJN<|DY \$Y\$Y\$18% \$.\$4JO3!+J)Z28V!AJC85(&U! MX1+V B3>_%47E.)>B0^LM%#%6!8%D^!M"+C.6J_+!5>%W_A@+MBX3=5
MF=>>|JCBZE^H)=4<^%;L!5Y;\$!8:"!66BQRL&@C9M*\$9GNG;|+@G.T\$**P^!-Q8P1_7'(PD^M19@CF0U#P6:VY7S/5N0!
M@B@YE^LXK@V?B.U;IFUT.A/>8#5@K!.%%\$!G.X.DP# HDY!T8S@.5N2O M&?
@&HJQ7=CT/5F72KJHJ.C>4R5O#KT3#V4N3JAO+FSN&>2>SE^@S<7Y0 M)
|1P>|DTH_A8R:7=)9TU3S)!;2%TS%F/M\$<7^@QIV99U\$>NTL:M!|QLP M95\$HYX@^DA-
F&A4!JR<^!0E)3H!G4+|EEL>_7\$VWYF#^!J7.IQN^N!)^M Z>M2R5/O!HHJ%D!^!8!_?H&-%@\$3JU>GG@7)!TZ^H63SZ=
<7E_Z.M+T M>A3@FB_N(G80FTRP4!+V;^&K!&H\$G5W7 C_1;@#6^3E0E7:=SXD382FOFXMYT! C M%56NEX3>1:8#(K-
0!2NFWT YC)TR2Y.YBY;N!MXOSY!&U00Q)M^V%)969JVRZ0!^!<+J>|H(OO!UTTALYT<|J8LL8Y)Q-4 M(8U6KRYT-
R^D)Y/>^>B.WTD!@_35G^SNKKG7U>?NN1AWZC?&TOV=^|TN^PICNX9VCH>_31 MQ6EVD^L%=SE^S?
1^ODUK=P76:VO:4>W%)<|WV^!U5LO@%9WW%+L K3_#6F M^!505!3^K>5S^5MOY5VS1<\$LHYW= #66GW
MUT/D#&MW>XAC QJTD/G Z1!16_0502P.\$% @+H1G60.Y)DM@! M41!<|T8V)K+3(P.C0P.3.P>&5X.S(O+FAT:=U86V_+
A1^WZ_@""Q- M \$N19.F0J2= YV9_7Y8YR=#@!1IB^A!&B25Q@OU.R0EMTG+L.Z-ET>#GG M.IT+#!J3.M/5PW%Y/2^U8!|@%
D)F^L.*A2%.M^4^*9N\$;O"7041_7&O9 M;12!@Q*HB1!|Z1ZSVZPIQME.#T=|R_!OJR!E9E9)L3E>\$W2!&3B:L3#_2
MTP^E#D5>+CR.(JR^M^=S0H^E_+D!_B!C#8;3D!F+1-!0ZW!|S^W^XZPS MQ2TCLGC^H 6\$MAP!&V>OVC5!UXCE&^4IRJ?^IR/T5
MEA+4N&5D!^X8BW5Z%=ZBRYDB!6+J<9"!YHJ5GM&S?ZDSJL 074>0X0!9X*. M\$<2)!GLKF\$E.VB6A^!QW8\$DVR#>^>|
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"%PXLY_|>(DFB8BW;#HN>XN+OP3^?H&J^<")@K?^J9;.*Z>_M6TD0%01:ZY)VAK8E59YGC^DU!V&^L:18>L60-
XK9A@8QX*@L|NJP>^0A^V M+^=:H2X<)&X&F10U5%L\$ V\$!2SNCF%+V>H@L&6A1!;T)TV8^E*7H^T3^BNH!_M63>UF
+!MV0!Y#2FFRD)B%0^13U^EL@V7!TCT:2!00T&_A9:@T.R MF=H_9&=2!RPR<|G-1R.76)584Y!VDQ;6+TD.%X=H^A%Q2*LP-
RN\$WFARK>50^0 MT7@Y2R&7R!)6W0!AC!GSS"<3.(E;Z=A AD.H@2^NOR.R<.#L AH^Z!22 M,>(<Q."S^KNH \$ZZF3JF
T6B_@T+^G&H/H^KY|X!)|P!9U_&HA^)+! M):R\$B!\$H2FE;_!^!S8@51A^F# MKD7N:L^3AS5AN0P7VH=BUU^CO.ZQ)=V>9?4?Z M1-
AR?)@OWZ5N4=S2X1+!H7X?G8;(^3WH=Y#YN0&H;1!Q&H(C QY2\$R<=<MP?@SV\$@F#17@ M\$!Q-
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MPX\$8?1#)7Y>77^F/W+|2_@)02P.\$% @+H1G66=^Z@=H M!;1!<|T8V)K+3(P.C0P.3.P>&5X.S(R+FAT:=U86U/<A1^|Z!0
MEREF:77M!W@79A)MZ&3EY(\$6AX!LB5C363)D61@^MD-F_ F4MFE^RL.. M!7/_SD5^K&K3!_533\$Y^6IU?1"@GV39-
5085^J#26HFTQDY+PZ38WXMGT3).IQ% M4V58Q4ILOR-9H?7IV;."B+Y;\$%^*J40!ATPTR-3\$W1ZPXK0Q7?
H#>TE(DFBY5HV+18;IQ8O^X&H.Y6JZ<8&)M?^J9+^M26_!6TD0U01:ZYRAC8%59XGC<^G&#>+L/4+(!4.PR.8T^0BINRQ#**
M0A!V#=:H2X<)&X&F1355%|S_!\$2SN#F&+TV4IC!(&M&XGB?HU/7(7!0.V;+2;RM/F0YDIG\$?1+!TCE6!:=7!V2VG&_2!=#E^MHB@9
QU#B-!%K%MVPQ(3#? DXKDT!S^&+HK0F8L^G03K!@5Z\$!_47QY M!W=Q2;
(PS2P0X!_WQ=5OZ%)2D@!MU6YK51%WW5.43OZM4Y|CCL3@!P=(=" M!2?
&Z3^ZNM\$7=9S0^2C/(Y="2EM_(9)!TPG\$S^&C^Y82(&#\$(SOKK! M#&G&S(\$B:"S>O8DC^G",3 &Y@&0&@AT7KLI*KME
"%A#G5=H8_5)=!64@8 MA.ZFOC=!!HP,+C@=0^JD(E0@!7^K;Y!+D3+<^W(FZ!_G71"-D4UN MEX-K.Y!\$S
/_V97(74EX\$!P@U!^XU\$Z&@3Z>LHC%+N.&O!1 M@C5!RVS;TB2^N^Y/C_+EFH!MCOMIV7RIW>^|XW\$!@?XZT^N8?#X<^R9P
MHZX%9"IG!70?>\$L@/S5@OR7L LF.JH0GKB9^F3O!&1A!S @27A.@HQB#NOG@Z7? GS# MX-KD)+3^Y.@Z..3;
<5T!57!>?7B\$&ARX6U6H^&+>9AJ\$^!B^"!DIG=H!S8MT^NO^QW;X&_5!+04 Q0 M^("Z9UD9_0H3\$H (P8 @>_0 !A;3
Q+3(P.M.C1N;VYE>&5C7@_U+!# !X M^!A!0^&\$Q.#,M,C R^YO.F5X96-P">#R !A;3 T M+3(P.C!E>&5C<^U87=A&UL4\$!_A0# M%
@+H1G66!/^GO2B L8;& !4 (!^N.\$ ^!C8FLM M.C R #Y.S!29&5F+GAM;%!+ 0(4 Q0 ("Z\$9UG+V!^V.TD "5@ 4 M"
2!L!0!T8V)K+3(P.C0P.3.P7V&UL4\$!_A0#% M @+H1G67E.C!<!)P;R4 !<(!2!X(^!C8FLM,C R M^#Y.S!X97@S.3\$N:1M4\$!_A0#% @
+H1G65Y#&@(&7!P.7R4 !<M^!H8B(^!C8FLM,C R #Y.S!X97@S.3(N:1M4\$!_A0# M% @+H1G60.Y)DM@! 41 !<(!TBT(^!C8FLM
M.C R #Y.S!X97@S.3\$N:1M4\$!_A0#% @+H1G66=^Z@=H!;1 M !<(!9S(!^!C8FLM,C R #Y.S!X97@S.3(N:1M4\$!_A0#% @+H1G60.Y)DM@! 41 !<(!TBT(^!C8FLM
\$!end XML 115 tcbk-20240930.htm.xml IDEA: XBRL DOCUMENT 0000356171 2024-01-012024-09-30 0000356171 2024-11-04
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