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industry-leading products and technologies for professional customers, including those sold under the CloroxProa,® and Clorox Healthcare® brand names. About 80% of the Company's sales are generated from brands that hold the No. 1 or No. 2 market share positions in their categories. The Company was founded in Oakland, California, in 1913 and is incorporated in Delaware. The Company's IGNITE strategy accelerates innovation in key areas of the business to drive growth and deliver value for all Company stakeholders. IGNITE focuses on four strategic choices aimed at fueling long-term, profitable growth; innovating consumer experiences; reimagining how the company and its people work; and continuously evolving the product portfolio. In addition, integrated environmental, social and governance (ESG) goals help drive long-term value for the Company and its stakeholders. Business Performance Guided by its IGNITE strategy and underpinned by its enduring values, the Company remained focused on making significant investments in its strong brands, strategic digital capabilities and streamlined operating model to drive long-term value creation. The Company entered fiscal year 2024 having delivered strong execution against its IGNITE goals during the prior fiscal year. In August 2023, a cyberattack created significant disruption to the Company's operations. Together with factors such as continued inflation, a consumer who remains under pressure and economic volatility in certain geographic markets, this created a dynamic operating environment as the Company continued its efforts to drive growth, rebuild margin and deliver transformation. 1 Table of Contents

À Á Despite these headwinds, in fiscal year 2024 the Company has recovered from the cyberattack while advancing its goals to build a stronger, more resilient company. While net sales decreased mainly due to the disruptions caused by the cyberattack, the Company rebuilt gross margin primarily due to the benefit of pricing actions and continued positive returns from its trademark cost savings program. Diluted net earnings per share (EPS) increased 88% compared to the year-ago period, largely driven by a lapsing noncash impairment charge in the Better Health Vitamins, Minerals and Supplements (VMS) business from the year-ago period, partially offset by the loss relating to the divestiture of the Argentina business, continued investments in the Company's long-term strategic digital capabilities and productivity enhancements and charges relating to implementation of the Company's streamlined operating model. The Company also launched numerous innovations and new products in fiscal year 2024, including seven new Hidden Valley Ranch flavors, a new lineup of Pine-Sol concentrated multi-surface cleaners, new Scentiva Disinfecting Mist and Toilet Bowl Cleaning Gel, Clorox Toilet Bomb Foaming Toilet Bowl Cleaner, Kingsford High Heat and Low and Slow charcoal briquettes and the Brita Refillable Water Filtration System. In March of 2024, the Company completed the divestiture of its Argentina business, which consisted of its production plants in Argentina as well as the rights to the Company's brands in Argentina, Uruguay and Paraguay. The transaction is in support of the Company's IGNITE strategy and the commitment to evolve its portfolio to increase focus on its core business to drive more consistent, profitable growth. The Company's transformation efforts continued throughout fiscal year 2024. As announced in August 2021, the Company plans to invest in transformative technologies and processes over a five-year period. This investment began in fiscal year 2022, and includes replacement of the Company's enterprise resource planning system and transitioning to a cloud-based platform as well as the implementation of a suite of other digital technologies. The total incremental transformational investment is expected to be \$560 to \$580 million, compared to the previous estimate of approximately \$500 million. The increased estimate includes impacts from delays as a result of the cyberattack. The implementation timeline is unchanged. It is expected that these implementations will generate efficiencies and transform the Company's operations in the areas of supply chain, digital commerce, innovation, brand building and more over the long term. In fiscal year 2024, the Company completed the implementation of its streamlined operating model to help meet its objectives of driving growth and productivity. The streamlined operating model is expected to enhance the Company's ability to respond more quickly to changing consumer behaviors and innovate faster. The implementation of this new model resulted in the reduction of certain staffing levels and is expected to achieve cost savings of approximately \$100 million annually. Clorox continued to work toward its environmental, social and governance (ESG) goals, which are embedded into the IGNITE strategy and throughout the business. The Company prioritizes greenhouse gas emission reductions and reducing plastic and other waste. Clorox continues to invest in talent development initiatives across all levels and functions. Through both funding and employee volunteering, The Clorox Company Foundation extends Clorox's people-centered impact by promoting well-being and inclusivity within communities. The Foundation works to support communities on important matters including health and safety, education and racial justice. The Company has been broadly recognized throughout fiscal year 2024 for its integrated ESG efforts. For the second consecutive year, Clorox earned the top ranking on Barron's 100 Most Sustainable U.S. Companies list, which considers a number of metrics, including activities in support of sustainability, employee experience, inclusive representation and corporate governance structure. The Company was also recognized by Fortune as One of America's Most Innovative Companies and listed as One of The Most Trustworthy Companies in America by Newsweek. Clorox was also named to Wall Street Journal's 250 Best Managed Companies and Newsweek's America's Most Responsible Companies and America's Greenest Companies lists. Clorox also continued its longtime commitment to providing value to shareholders through regular dividends. During fiscal year 2024, the Company paid \$595 million in dividends to shareholders. In July 2024, Clorox announced an increase of 2% in its quarterly dividend – the 22nd consecutive year it has done so. For fiscal year 2025, Clorox will continue to invest in its brands and capabilities to build a stronger, more resilient company that delivers consistent, profitable growth over time. For additional information on recent business developments, see "Management's Discussion and Analysis of Financial Condition and Results of Operations," in Exhibit 99.1, incorporated herein by reference. 2 Table of Contents

À Á Financial Information about Operating Segments and Principal Products The Company operates through strategic business units (SBUs) which are organized into operating segments. Operating segments are then aggregated into four reportable segments: Health and Wellness, Household, Lifestyle and International. Operating segments not aggregated into a reportable segment are reflected in Corporate and Other. The four reportable segments consist of the following: Health and Wellness consists of cleaning, disinfecting and professional products marketed and sold in the United States. Products within this segment include home care cleaning and disinfecting products and laundry additives, primarily under the Clorox, Clorox2, Pine-Sol, Scentiva, Tilex, Liquid-Plumr and Formula 409 brands; professional cleaning and disinfecting products under the CloroxPro and Clorox Healthcare brands; and professional food service products under the Hidden Valley brand. Household consists of bags and wraps, cat litter and grilling products marketed and sold in the United States. Products within this segment include bags and wraps under the Glad brand; cat litter primarily under the Fresh Step and Scoop Away brands; and grilling products under the Kingsford brand. Lifestyle consists of food, water-filtration and natural personal care products marketed and sold in the United States. Products within this segment include dressings, dips, seasonings and sauces, primarily under the Hidden Valley brand; water-filtration products under the Brita brand; and natural personal care products under the Burt's Bees brand. International consists of products sold outside the United States. Products within this segment include laundry additives; home care products; bags and wraps; cat litter; water-filtration products; professional cleaning and disinfecting products; natural personal care products; food; grilling products and digestive health products marketed primarily under the Clorox, Glad, Poett, Brita, Burt's Bees, Pine-Sol, Ever Clean, Clorinda, Chux and Fresh Step Brands. The Company's products are marketed and sold globally. The following table provides the Company's global product lines, which were sold in the United States (including products sold in the Professional Products SBU and internationally, that accounted for 10% or more of consolidated net sales for the fiscal years ended June 30: 2024 2023 2022)

Cleaning products	43%	42%	42%
Bags and wraps	15%	16%	16%
Food products	11%	11%	11%
Cat litter products	10%	10%	9%

Principal Markets and Methods of Distribution In the United States, most of the Company's products are nationally advertised and sold to mass retailers, grocery outlets, warehouse clubs, dollar stores, home hardware centers, military stores and other retail outlets primarily through a direct sales force; to grocery stores and grocery wholesalers primarily through a combination of direct sales teams and a network of brokers; and through e-commerce retailers. The Company also sells many of its products through alternative retail channels. Some brands are sold using the direct-to-consumer model. The Company sells institutional, janitorial, food-service and healthcare products through a direct sales force and a network of brokers to distributors and redistributors. Outside the United States, the Company sells products to the retail trade through subsidiaries, licensees, distributors and joint-venture arrangements with local partners. Sources and Availability of Raw Materials The Company purchases raw materials from numerous unaffiliated U.S. and international suppliers, some of which are sole source or single-source suppliers. Interruptions in the delivery of these materials could adversely impact the Company. Key raw materials used by the Company include resin, non-woven fabrics for wipes products, sodium hypochlorite, corrugated cardboard, soybean oil, solvent, derivatives of amines and other chemicals and agricultural commodities. Raw materials were generally available during fiscal year 2024 with minimal constraints. While the Company does not expect supply constraints in fiscal year 2025, supply risk may result from external factors outside of the Company's control. The Company generally utilizes supply contracts to help ensure availability and a number of forward-purchase contracts to help reduce the volatility of the pricing of raw materials needed in its operations. However, the Company is highly exposed to changes in the prices of commodities and transportation used in manufacturing and shipping of its products. For further information regarding the impact of changes in commodity prices, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Exhibit 99.1, "Risk Factors" Volatility and increases in the costs of raw materials, Table of Contents

À Á energy, transportation, labor and other necessary supplies or services have negatively impacted, and may continue to negatively impact, the Company's net earnings and cash flow and "Risk Factors" Supply chain issues can result in product shortages or disruptions to the Company's business in Item 1.A. Patents and Trademarks Most of the Company's brand name consumer products are protected by registered trademarks. The Company's brand names and trademarks are highly important to its business, and the Company vigorously protects its trademarks from apparent infringements. Maintenance of brand equity value is critical to the Company's success. The Company's patent rights are also material to its business and are asserted, where appropriate, against apparent infringements. Seasonality Most sales of the Company's grilling products occur during the months of March through September each calendar year. The volume and sales of grilling products may be affected by weather conditions. Customers Net sales to the Company's largest customer, Walmart Stores, Inc. and its affiliates, were 25%, 26% and 25% of consolidated net sales for each of the fiscal years ended June 30, 2024, 2023 and 2022, respectively, and occurred across all of the Company's reportable segments. No other individual customer accounted for 10% or more of the Company's consolidated net sales in any of these fiscal years. The Company's five largest customers accounted for nearly half of the Company's consolidated net sales for each of the fiscal years 2024, 2023 and 2022. Competition The markets for consumer products are highly competitive. The Company's products compete with other nationally advertised brands and with "private label" brands within each category. Competition comes from similar and alternative products, some of which are produced and marketed by major multinational or national companies having financial resources greater than those of the Company. In addition, the Company faces competition from retailers, including club stores, grocery stores, drugstores, dollar stores, mass merchandisers, e-commerce retailers and subscription services. Furthermore, heightened competitive activity is expected as inflation continues to increase and consumers experience reduced purchasing power. The Company's products generally compete on the basis of product performance, brand reputation and recognition, image and price. A newly introduced consumer product (whether improved or newly developed) usually encounters intense competition requiring substantial expenditures for advertising, sales promotion and trade merchandising support. If a product gains consumer acceptance, it typically requires continued advertising and promotional support and ongoing product innovation to maintain its relative market position. For further information regarding the intense competition the Company faces, see "Risk Factors" The Company faces intense competition in its markets, which could lead to reduced net sales, net earnings and cash flow in Item 1.A. Environmental Matters For information regarding noncapital expenditures related to environmental matters, see the discussions below under "Risk Factors" Environmental matters create potential liabilities that could adversely affect the Company's financial condition and results of operations in Item 1.A. No material capital expenditures relating to environmental compliance are presently anticipated. HUMAN CAPITAL MANAGEMENT Purpose and Values The Clorox Company is led by its purpose to champion people to be well and thrive every single day, including employees, consumers and communities served around the world. Clorox employees are committed to making a meaningful, positive impact through their work and to authentically living the Company's values: to do the right thing, put people at the center and play to win. These foundational values underpin everything the Company does and are essential to achieving long-term success. The Company's purpose and values also are fully embedded in its IGNITE strategy, which accelerates innovation in key areas of the business to drive growth and deliver value for all Company stakeholders. IGNITE focuses on four strategic choices aimed at fueling long-term, profitable growth; innovating consumer experiences; reimagining how the Company and its people work; and continuously evolving the product portfolio. In addition, integrated goals for ESG performance promote healthy lives, a clean world and thriving communities, all supported by strong corporate governance. 4 Table of Contents

À Á Workforce As of June 30, 2024, the Company employed about 8,000 people worldwide, with 76% in the United States and 24% working outside the United States. Clorox's U.S. workforce includes 47% nonproduction employees and 53% production employees, while the workforce outside the United States includes 62% nonproduction employees and 38% production employees. The number of employees during fiscal year 2024 was impacted by the divestiture of the Company's Argentina business and the implementation of the streamlined operating model. Inclusion, Diversity, Equity & Allyship (IDEA) People are essential to Clorox's efforts to drive growth and deliver value for all stakeholders. One of the ways the Company puts people at the center is through its continued commitment to inclusion, diversity, equity and allyship. This work builds a workplace that values diverse backgrounds, experiences and perspectives to create stronger teams, unlock more innovation and "ultimately" contribute to greater success both individually and collectively. In fiscal year 2024, Clorox continued to make strides on its IDEA journey by prioritizing three focus areas - building teams comprised of diverse backgrounds and perspectives, fostering inclusion and allyship to establish a culture where people can be their best selves, and engaging with the Company's multicultural consumer base through purposeful brands. Clorox continues to conduct annual pay equity analyses for non-production employees in addition to monitoring pay trends throughout the year. This effort proactively identifies potential discrepancies and helps to ensure each employee is compensated fairly, regardless of race, ethnicity or gender. More than a dozen employee resource groups (ERGs) help drive inclusion within Clorox and foster belonging, in part through greater understanding of different backgrounds and perspectives. These groups are an important forum for talent recruiting and retention, professional development and open dialog that strengthens the Company's workplace culture and, through regular volunteer opportunities, the communities employees call home. The ERGs also serve the business by serving as internal focus groups, inspiring product innovations, accelerating product placement plans and deepening knowledge of the Company's multicultural consumer base. The Company was named by Forbes to its 2023 list of The World's Top Companies for Women and as One of America's Best Employers for Diversity. Workforce diversity. As of June 30, 2024, people of color represented 42% of Clorox's total U.S. workforce, 24% of U.S. senior executives, 35% of U.S. managers, 51% of other U.S. nonproduction employees and 44% of U.S. production employees. Women made up 36% of the Company's global workforce, 48% of global senior executives, 50% of global managers, 57% of other global nonproduction employees and 19% of global production employees. Board and leadership diversity. As of June 30, 2024, the Clorox Executive Committee was composed of 54% women, including Chair and Chief Executive Officer Linda Rendle, and 15% people of color. Additionally, 50% of the board are women and 25% are people of color, with the Nominating, Governance and Corporate Responsibility Committee (NGCRC) and the Audit Committee chaired by people of color. The Company's NGCRC chair is also a woman. Hiring and Development Clorox looks to continuously attract, develop and retain the best talent to deliver against its strategy and commitments, prioritizing career growth and leadership development to establish a strong foundation for long-term success. Company investments include a suite of training and education for people managers to help them become effective coaches and leaders; mentoring programs and initiatives to help build a pipeline of diverse talent; and summer internship, co-op and rotational programs for college hires. In addition, the Company works closely with ERGs and establishes partnerships with external organizations focused on advancing equity and opportunity for the communities they represent. Clorox also conducts a robust talent review and leader succession planning process to ensure a strong pipeline for key roles. Additionally, supported by its strategic investment in digital transformation and related productivity enhancements, the Company continues to strengthen new ways of working, such as hybrid work experiences as well as implementing new tools and technologies that allow employees to collaborate more effectively, work smarter and make faster, more informed decisions. 1 Management defines people of color (POC) as any race that is not White (Asian, Black, Latino, Native American, Native Hawaiian, or two or more races). Gender and ethnicity information is provided by employees on a voluntary, self-identification basis. To the extent that the employees do not voluntarily report, the data would not be included in the respective calculation. 2 Management defines manager as an employee at Grade 26 through 31 for U.S. employees and Grade 25 through 31 for employees outside of the United States with regards to the Company's compensation structure. Senior Executive is defined as an employee at Grade 32 or Grade EX. 5 Table of Contents

À Á Finally, in order to attract key prospective talent and continue to advance Clorox as an employer of choice, the Company continues to invest in its employer value proposition and career development and talent acquisition strategies. Employee Engagement and Retention In support of its efforts to actively listen to its workforce, engage in effective two-way dialog and embrace continuous improvement, Clorox conducts both annual and periodic pulse surveys. The Company surveys its employees to assess their perception of Clorox as a place to

work as well as their views of leadership, the Company's IGNITE strategy and related transformation, sense of inclusion and more. In fiscal year 2024, just over 82% of employees said they feel engaged at Clorox, which was consistent with the Company's fiscal year 2023 results and above the 50th percentile for Fortune 500 and industry benchmarks³. Employee leadership then uses the engagement survey results to develop and deploy related action plans aimed at addressing employee feedback, strengthening the overall workplace culture and, importantly, retaining top talent. Employee Safety and Well-BeingAs a health and wellness company dedicated to helping people be well and thrive every single day, Clorox takes a holistic approach to caring for its employees, with benefits and programs designed to support physical, mental and financial well-being. Consistent with its core value of putting people at the center, the Company invests in workplace safety through a combination of education, training and related policies, while operating in compliance with applicable regulations, including Occupational Safety and Health Administration (OSHA) guidelines in the United States. In fiscal year 2024, the Company's reportable incident rate (RIR) was 0.47. This was significantly lower than the 3.2 average RIR for goods-producing manufacturing companies in 2022, which is the latest available data from the U.S. Bureau of Labor Statistics⁴. The Company has continued to prioritize the mental health of its employees, partnering with external vendors to provide free and confidential mental health and lifestyle services as well as other related resources, tools and forums to employees and their families. The Company also provides parents with support such as paid parental leave, adoption resources, family-forming benefits and subsidized childcare. To support employees' financial well-being, the Company provides competitive compensation – including short- and long-term incentives – to attract and retain top talent. In addition, Clorox supports its employees' retirement readiness by contributing up to 10% of an employee's annual salary to their 401(k) plan each year and offering third-party financial planning services. Societal Well-BeingIn fiscal year 2024, The Clorox Company Foundation continued to support the Company's purpose of championing people to be well and thrive every single day by focusing on programs in three key areas: community wellness, disease prevention and disaster relief and preparedness. Since its inception in 1980, the Foundation has awarded cash grants to nonprofit organizations, schools and colleges across the globe. The Foundation provides cash grants (including matching employee donations) to support communities on important matters including health and safety, education and racial justice. The Company also provides product donations while implementing cause marketing programs to nonprofit organizations in support of causes that are consistent with the Company's brands' purposes. The Company continues to embrace and support employee volunteerism, recognizing the value it brings to the communities it serves and in fostering a culture of giving back. For every hour employees spend volunteering outside of work, they receive \$10, allowing them to contribute up to \$300 annually to the nonprofit organization of their choice. ENVIRONMENTAL SUSTAINABILITYClorox has continued to work toward its ESG goals, which are embedded in the IGNITE strategy and throughout the business. Its IGNITE environmental goals prioritize taking climate action and reducing plastic and other waste by reducing virgin plastic and fiber packaging; increasing recyclable, reusable or compostable packaging; increasing post-consumer recycled plastic in packaging; and reducing waste to landfill in our global facilities and plants. 3 Employee engagement surveys may vary across companies on a year-to-year basis.⁴ The Company's fiscal year 2024 RIR of 0.47 means that for every 100 full-time equivalent Clorox employees globally, the Company averaged less than one reportable incident during the past year. The criteria used to determine RIR follows the U.S. Department of Labor's OSHA guidelines and is applied globally. The RIR does not include workers at offices with fewer than 10 employees, but it does include remote workers.⁶Table of ContentsAs part of its climate action goals, the Company set science-based targets to reduce scopes 1 and 2, and elements of scope 3 greenhouse gas emissions by 2030 from a 2020 baseline year, which have been approved by the Science Based Targets initiative, and committed to net-zero greenhouse gas emissions by 2050. To contribute to its scopes 1 and 2 greenhouse gas emission reduction goal, which the Company achieved, the Company has committed to maintain 100% electricity from renewable energy for its U.S. and Canada operations. The Company entered into two virtual power purchase agreements as an integral part of that commitment. Available InformationThe Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Sections 13(a) or 15(d) of the Exchange Act are available on the Company's website, free of charge, as soon as reasonably practicable after the reports are electronically filed with or furnished to the SEC. These reports are available at TheCloroxCompany.com under Investors/Financial Information/SEC Filings. Additionally, the Company routinely posts additional important information, including press releases, on its website and recognizes its website as a channel of distribution to reach public investors and as a means of disclosing material non-public information for complying with disclosure obligations under Regulation FD. Accordingly, investors should monitor our website in addition to our SEC filings and public webcasts. These items are available at TheCloroxCompany.com under Investors/Investor News and Events. Information relating to corporate governance at Clorox, including the Company's Code of Conduct, the Clorox Company Board of Directors Governance Guidelines and Board Committee charters for the Management Development and Compensation Committee, the Audit Committee, and the Nominating, Governance and Corporate Responsibility Committee, is available at TheCloroxCompany.com under Company/Corporate Governance or <https://www.thecloroxcompany.com/company/corporate-governance/>. The Company will provide any of the foregoing information without charge upon written request to Corporate Communications, The Clorox Company, 1221 Broadway, Oakland, CA 94612-1888. The information contained on the Company's website is not included as a part of, or incorporated by reference into, this Report. ITEM 1.A. RISK FACTORSThe risks and uncertainties set forth below, as well as other factors described elsewhere in this Report or in other filings by the Company with the SEC, could adversely affect the Company's business, financial condition and results of operations. Additional risks and uncertainties that are not currently known to the Company or that are not currently believed by the Company to be material may also harm the Company's business, financial condition and results of operations. Business and Industry RisksUnfavorable and uncertain general economic and geopolitical conditions beyond the Company's control could negatively impact its financial results. Unfavorable general economic factors that are beyond the Company's control have materially adversely affected, and could continue to materially adversely affect, its business, results of operations, financial condition and liquidity. These factors include, but are not limited to, supply chain disruptions, labor shortages, wage pressures, ongoing elevated levels of inflation, recession and economic slowdown, as well as housing markets, consumer credit availability, consumer debt levels, fuel and energy costs (for example, the price of gasoline or alternative energy sources), rising interest rates, tax rates and policy, unemployment trends, the impact of natural disasters, pandemics/epidemics, civil disturbances and terrorist activities, foreign currency exchange rate fluctuations, conditions affecting the retail environment for the Company's products and other matters that influence consumer demand, spending and preferences that could impact the demand for the Company's products and negatively impact its net sales and results of operations. In addition, geopolitical instability, including the conflicts in Ukraine and the Middle East and rising tensions between China and Taiwan, actual and potential shifts in U.S. and foreign trade, economic and other policies, including as a result of escalating trade tensions between the U.S. and its trading partners, including China, as well as other global events, have significantly increased global macroeconomic uncertainty and volatility. Sustained macroeconomic uncertainty and volatility and geopolitical instability, including relating to the results of elections, could undermine global consumer confidence and could continue to reduce consumers' purchasing power, thereby reducing demand for the Company's products, and continue to disrupt global supply chains, impacting the availability and cost of transportation, logistics, raw materials, commodities, labor and packaging. This uncertainty and volatility also make it difficult for the Company, as well as its customers, suppliers, distributors and business partners to anticipate the resulting impacts and to accurately forecast and plan future business activities, which may, in turn, cause customers to limit their purchase orders or affect their ability to pay amounts owed to the Company in a timely manner or at all, or adversely affect its business partners' ability to supply or provide services. These situations are evolving, and there is significant uncertainty as to their full or related impacts on the global economy and geopolitical relations, in general, and on the Company's business, in particular. These geopolitical conflicts and tensions may also heighten other risks. Table of ContentsAs disclosed in this Report, any of which could have an adverse impact on the Company's business, results of operations, cash flows and/or financial condition. The Company has experienced, and expects to continue to experience, the indirect impacts of the conflicts in Ukraine and the Middle East, including increases in the cost of raw and packaging materials and commodities (including the price of oil), supply chain and logistics challenges, and it is not possible to predict the broader or longer-term consequences of these conflicts or the sanctions and export controls imposed in response to each conflict. The situation continues to evolve and significant uncertainties regarding the full impact of these conflicts or the related impacts on the global economy and geopolitical relations remain. Increasing unfavorable macroeconomic and geopolitical conditions have caused, and may also lead to, recession risk, increased credit and collectability risks, higher borrowing costs or reduced availability of capital and credit markets, reduced liquidity, asset impairments, declines in the value of the Company's financial instruments, and failures of counterparties including financial institutions and insurers. If any financial institution party to the Company's credit or other financing arrangements were to declare bankruptcy or become insolvent, they may be unable to perform under their agreements with the Company, which could result in reduced borrowing capacity. In addition, if any parties with which the Company conducts business are unable to access funds pursuant to such instruments or lending arrangements with such a financial institution, such parties' ability to continue to fund their business and perform their obligations to the Company could be adversely affected. Any of these factors could negatively and materially impact the Company's business, financial condition, and results of operations. Sales growth objectives may be difficult to achieve, and market and category declines and changes to the Company's product and geographic mix may adversely impact the Company's financial condition and results of operations. A large percentage of the Company's revenues comes from mature markets that are subject to high levels of competition. During fiscal year 2024, 84% of the Company's net sales were attributable to U.S. markets, including U.S. territories. The Company's ability to achieve sales growth depends on its ability to drive growth through innovation, including as part of its IGNITE Strategy, expand into new products and categories, channels and countries, invest in its established brands and enhanced merchandising, grow categories with retailers and capture market share from competitors. The Company has implemented price increases and may implement additional price increases in the future, including to account for increasing costs, which may adversely affect sales volumes. In addition, competitors may or may not take competitive actions, which may lead to sales declines and loss of market share. If the Company is unable to increase market share in existing product lines, develop product innovations, undertake sales, marketing and advertising initiatives that grow its product categories, effectively adopt and leverage existing and emerging technologies, such as artificial intelligence or machine learning, and/or develop, acquire or successfully launch new products or brands, it may not achieve its sales growth objectives. Furthermore, a general decline in the markets for certain product categories has had and may in the future have a negative impact on the Company's financial condition and results of operations. In addition, changes to the mix of products that the Company sells, as well as the mix of countries in which its products are sold, may adversely impact the Company's net sales, profitability and cash flow. The changing retail environment and changing consumer preferences could adversely affect the Company's business, financial condition and results of operations. The Company's sales are largely concentrated in the traditional retail grocery, mass retail outlet, warehouse club and dollar store channels, in addition to e-commerce channels. Alternative retail channels, including hard discounters, subscription services and buying clubs, have become and may continue to be more prevalent and popular than traditional retailers. In addition, a growing number of alternative sales channels and business models, such as niche brands, native online brands, private label and store brands, direct-to-consumer brands and channels and discounter channels, have emerged. In particular, the growing presence of, and increasing sales through, e-commerce retailers have affected, and may continue to affect, consumer behavior or preferences (as consumers increasingly shop online and via mobile and social applications) and market dynamics, including any pricing pressures for consumer goods as retailers face added costs to build their e-commerce capacity. Further, consumer preferences continue to evolve due to a number of factors, including inflation which could cause consumers to purchase a smaller pack or quantity of a product or a lower priced alternative to the Company's products; fragmentation of the consumer market and changes in consumer demographics, which includes the aging of the general population and the emergence of millennial and younger generations who have different spending, consumption and purchasing habits; evolving consumer concerns or perceptions regarding ESG practices of manufacturers, including the environmental impacts of products and the sourcing and sustainability of packaging materials, such as single-use plastics; a growing demand for natural or organic products and ingredients; evolving consumer concerns or perceptions (whether accurate or inaccurate) regarding the effects of ingredients or substances present in certain consumer products; changing consumer sentiment toward non-local products or sources; and changing perceptions of environmental impacts (including packaging, energy and water use and waste management). Any significant changes in consumer preferences or behavior, such as time spent at home or in shared public spaces, could materially and/or negatively impact demand for the Company's products and, in turn, the Company's net sales and results of operations. Consumer preferences are also influenced by perception of the brand image of the Company and its products, the success of advertising and marketing campaigns, the Company's ability to engage with consumers in the manner they prefer, including through the use of digital media or assets, and the perception of the Company's advertising, use of social media and engagement in political and social issues, and geopolitical events. If the Company is not successful in continuing to adapt to rapidly changing consumer preferences and market dynamics or expanding sales through e-commerce retailers or alternative retail channels, consumers may reduce the purchase of the Company's products, which could negatively impact its business, financial condition and results of operations. In addition, e-commerce and alternative retail channels may create significant pricing pressures for consumer goods, presenting additional challenges to increasing prices in response to commodity or other cost increases in all of the channels into which the Company sells. If these e-commerce and alternative retail channels were to take significant market share away from traditional retailers and/or the Company is not successful in these channels or business models, its net sales and results of operations may be materially and negatively impacted. The Company faces intense competition in its markets, which could lead to reduced net sales, net earnings and cash flow. The Company faces intense competition from consumer product companies both in the U.S. and in its international markets. Most of the Company's products compete with other widely advertised, promoted and merchandised brands within each product category. The Company also faces competition from retailers, including club stores, grocery stores, drugstores, dollar stores, mass merchandisers, e-commerce retailers and subscription services, which are increasingly offering private label brands that are typically sold at lower prices and compete with the Company's products in certain categories. Increased purchases of private label products or other lower priced brands could negatively impact net sales of the Company's higher-margin products or there could be a shift in product mix to lower-margin offerings, especially at a time of ongoing inflationary pressure, and this would negatively impact its net earnings and profits. The Company's products generally compete on the basis of product performance, brand reputation and recognition, image and price, thereby requiring substantial expenditures for advertising, sales promotion and trade merchandising to gain and maintain market position. The Company is also increasingly using digital media marketing and promotional programs to reach consumers. If the Company's advertising, marketing and promotional programs, including its use of digital and social media, are not effective or adequate, the Company's net sales may be negatively impacted. Some of the Company's competitors are larger than the Company and have greater financial resources. These competitors, as well as new market entrants, may be able to spend more aggressively on advertising and promotional activities, introduce competing products more quickly, adopt new technology, such as artificial intelligence and machine learning, more quickly and successfully, and respond more effectively to changing business and economic conditions and consumer preferences than the Company can. Heightened competitive activity from strong local competitors, other large multinational companies, and new entrants into the market may result in more aggressive product claims and marketing challenges, increased promotional spending and geographic expansion, and marketing of new products. Furthermore, the Company's competitors may attempt to gain market share by offering products at prices at or below those typically offered by the Company. Competitive activity may require the Company to increase its spending on advertising and promotions and/or reduce prices, which could lead to reduced sales, margins and/or net earnings. Harm to the Company's reputation or the reputation of one or more of its leading brands or products could have an adverse effect on the business, financial condition and results of operations. Maintaining a strong reputation with consumers, customers and trade and other third-party partners is critical to the success of the Company's business. The Company devotes significant time and resources to programs designed to protect and preserve its reputation such as ethics and compliance, brand protection, product safety and quality, and enterprise risk management, and has published ESG goals, including relating to environmental impact and sustainability and inclusion and diversity, as part of its IGNITE Strategy. The Company could be the subject of negative publicity in spite of or as a result of these efforts, including relating to product safety, quality or efficacy, ingredients or substances present or allegedly present in the Company's products or packaging, or ESG and related issues, including if the Company is not successful in achieving its ESG goals or provides inaccurate information. In addition, the Company's products have, in the past, and could, in the future, face withdrawal, recall or other quality issues, which could lead to decreased demand for and reputational damage to the related brands. The Company's products, especially its dietary supplement and related products, are dependent on consumers' perception of their efficacy, safety and quality. Emerging studies have, in the past, and could, in the future, prove or allege that ingredients or substances that are present or allegedly present in the Company's products, the products themselves, or

similar products of other companies, are ineffective or harmful to consumers. The Company also licenses certain of its brands to third parties. Such licenses and partnerships may create additional exposure for those brands to product safety, quality, sustainability and other concerns. Widespread use of social media and networking sites by consumers has greatly increased the accessibility and speed of dissemination of information and misinformation. Negative publicity, posts or comments about the Company, its brands, its products, its marketing activities, whether accurate or inaccurate, or disclosure of non-public sensitive information about the Company, could be widely disseminated through the use of social media or in other formats. Additionally, marketing initiatives 9Table of ContentsÂ Â Â may not have the desired effect on a brandâ€™s or productâ€™s image. Such events, if they were to occur, could harm the Companyâ€™s image and adversely affect its business, financial condition and results of operations, as well as require resources to rebuild the Companyâ€™s reputation. In addition, the legal, regulatory and ethical landscape around the use of artificial intelligence and machine learning is rapidly evolving. The Companyâ€™s ability to adopt this emerging technology in an effective and ethical manner may impact its reputation and ability to compete, and this technology could be, among other things, false, biased, or inconsistent with the Companyâ€™s values and strategies. Further, the use of generative artificial intelligence tools may compromise confidential or sensitive information, put the Companyâ€™s intellectual property at risk, or subject the Company to claims of intellectual property infringement, all of which could damage the Company's reputation. Dependence on key customers could adversely affect the Companyâ€™s business, financial condition and results of operations. A limited number of customers account for a large percentage of the Companyâ€™s net sales. Net sales to the Companyâ€™s largest customer, Walmart Stores, Inc. and its affiliates, were 25%, 26% and 25% of consolidated net sales for the fiscal years ended June 30, 2024, 2023 and 2022, respectively, and occurred across all of the Companyâ€™s reportable segments. The Companyâ€™s five largest customers accounted for nearly half of the Companyâ€™s consolidated net sales for each of the fiscal years 2024, 2023 and 2022, and a significant portion of the Companyâ€™s future revenues may continue to be derived from a small number of customers. As a result, changes in the strategies of the Companyâ€™s largest customers, including a reduction in the number of brands they carry, a shift of shelf space to â€œprivate labelâ€ or competitorsâ€™ products or a decision to lower pricing of consumer products, including branded products, may harm the Companyâ€™s net sales or net earnings, and reduce the ability of the Company to offer new, innovative products to consumers. Any loss of a key customer or a significant reduction in net sales to a key customer of the Company or a business unit could have a material adverse effect on the Companyâ€™s business, financial condition and results of operations. In addition, the use of the latest technology by its customers regarding pricing may lead to category pricing pressures. Consistent with the ongoing variability in information technology (IT) systems industry-wide, the Company's IT platforms may not be fully compatible at all times with those used by its customers and may not be able to respond to customer data or technology demands. With the growing trend towards retailer consolidation, both in the U.S. and internationally, the continued growth of e-commerce and the integration of traditional and digital operations at key retailers, the Company is increasingly dependent on certain retailers. This trend has resulted in the increased size and influence of large consolidated retailers, who have in the past changed, and may in the future change, their business strategies; demand lower pricing or higher trade discounts; impose other burdensome requirements on product suppliers; or move away from branded products to "private label." These large consolidated companies could also exert additional competitive pressure on the Companyâ€™s other customers, which could in turn lead to such customers demanding lower pricing, higher trade discounts or special packaging or imposing other onerous requirements on the Company. If a significant customer ceases doing business with or materially decreases its purchase of the Company's products, the Companyâ€™s business, financial condition and results of operations may be harmed. The Companyâ€™s business is based primarily upon individual sales orders, and the Company typically does not enter into long-term contracts with its customers. Accordingly, customers could reduce their purchasing levels or cease buying products from the Company at any time. If the Company does not effectively respond to the demands of its customers, they could decrease their purchases, causing the Companyâ€™s net sales and net earnings to decline. Furthermore, unfavorable market conditions or competitive pressures may cause customers to reevaluate the number and mix of brands they sell, resulting in lower purchases of the Companyâ€™s products by these customers. The Company may also modify key customer credit limits due to customer financial strength, which may have an adverse impact on future sales. The Company may not successfully introduce new products and line extensions, or expand into adjacent categories and countries, which could adversely impact its financial condition and results of operations. The Companyâ€™s future performance and growth depends on innovation and its ability to successfully develop or license capabilities to introduce new products, brands, line extensions and product innovations or enter or expand into adjacent product categories, sales channels or countries. The Companyâ€™s ability to anticipate changes in consumer preferences and quickly innovate in order to adapt its products (including product packaging, environmental impact and sustainability profile) to meet changing consumer demands and/or evolving regulatory requirements is essential, especially in light of the reduction in barriers for even small competitors, and these innovations may result in increased costs. This risk is further heightened by the continued evolution of consumer needs, habits and preferences as a result of shifts in U.S. demographics. The Company cannot be certain that it will successfully achieve its innovation goals. New product and product packaging development and marketing efforts, including efforts to enter markets or product categories in which the Company has limited or no prior experience, not only incur substantial capital expenditures but also contain inherent risks. These risks include product development or launch delays, noncompliance with applicable laws or regulations, or infringement of third-party intellectual property, any of which could result in the Company not being first to market, and the failure of new products, brands and line extensions to achieve 10Table of ContentsÂ Â Â anticipated levels of market acceptance. In addition, success in launching new products is also dependent on the Companyâ€™s ability to deliver effective and efficient marketing in an evolving media landscape (including digital), which is subject to dynamic and increasingly restrictive privacy requirements. The Company may not be able to fully recoup the cost of unsuccessful product introductions or may experience a decline in sales of existing products as a result of consumer adoption of its new products, both of which could materially adversely affect the Companyâ€™s business, net earnings, margins, financial condition and results of operations. Loss of, or inability to attract, key personnel could adversely impact the Companyâ€™s business. The Companyâ€™s success depends, in part, on its continuing ability to identify, hire, develop and retain highly qualified and diverse personnel. The Company's ability to attract and retain talent has been and may continue to be impacted by a number of factors, including employee morale, its reputation, competition from other employers and availability of qualified individuals in key geographic areas such as the San Francisco Bay Area, and challenges in the labor market, particularly in the U.S., which has increasing labor costs, sustained labor shortages, and changing worker and talent market expectations around flexible work models and relocation. Increased labor costs as a result of increased competition for employees, higher employee turnover rates, increased employee benefit costs, or labor union organizing efforts could increase the Companyâ€™s operating expenses, and its growth and results of operations could be adversely impacted. The Company continues executing organizational change, which may impact hiring and retention efforts. Related activities to identify, hire and onboard qualified talent at increasing compensation costs may require significant time and expense which could further adversely affect the Companyâ€™s operations and financial results. The Companyâ€™s success also depends on its ability to retain its key personnel, including its executive officers and senior management team, and to continue to implement its succession plans for senior management and other key employees. The unexpected loss or unavailability of one or more of the Companyâ€™s key leaders could disrupt its business. Acquisitions, new venture investments and divestitures may not be successful, which could have an adverse effect on the Companyâ€™s business, financial condition and results of operations. In connection with its strategy, the Company expects to continue to seek acquisition, joint venture and investment opportunities. However, the Company may not be able to identify and successfully negotiate suitable strategic transactions at attractive prices. In addition, an increase in regulatory restrictions or continued market volatility could hinder the Companyâ€™s ability to execute strategic business activities including any acquisitions or investments. Furthermore, all acquisitions and investments entail numerous risks, including risks relating to the Companyâ€™s ability to: â€¢ Â Â Â successfully integrate acquired companies, brands, products, technologies, systems or personnel into the Companyâ€™s existing business operations in an effective, timely and cost-efficient manner; â€¢ Â Â Â maintain uniform standards, controls, procedures and policies throughout acquired companies, including effective integration of acquired companies into the Companyâ€™s internal control over financial reporting; â€¢ Â Â Â successfully enter categories, markets and business models in which the Company may have limited or no prior experience; â€¢ Â Â Â achieve expected synergies and obtain the desired financial or strategic benefits from acquisitions within the anticipated time periods, if at all; â€¢ Â Â Â achieve distribution expansion related to products, categories and markets from acquisition and retain key relationships and/or personnel of acquired companies; â€¢ Â Â Â identify and manage any legal or reputational risks that may predate or be associated with a transaction, which could negatively impact the Company following the consummation of such transaction; and â€¢ Â Â Â manage other unanticipated problems or liabilities, including relating to a system shutdown, service disruption, or cyberattack on an acquired companyâ€™s IT/operational technology (OT) systems. Acquired companies or operations, joint ventures or investments may not be profitable or may not achieve sales levels and profitability and cash flow expectations. Furthermore, acquisitions or ventures could also result in dilutive issuances of equity securities, the incurrence of debt, the assumption of contingent liabilities (such as those relating to advertising claims, environmental issues and litigation, negative reputational issues), an increase in expenses related to intangible assets, including trademarks and goodwill, and increased operating expenses, all of which could adversely affect the Companyâ€™s financial condition, margins and results of operations. Future acquisitions of foreign companies or new foreign ventures would subject the Company to local regulations and could potentially lead to risks related to, among other things, increased exposure to foreign exchange rate changes, tax or labor laws, government price controls, or repatriation of profits and liabilities relating to the Foreign Corrupt Practices Act (â€œFCPAâ€). In addition, to the extent that the economic benefits associated with an acquisition 11Table of ContentsÂ Â Â or investment diminish in the future or the performance of an acquired company or business is less robust than expected, the Company may be required to record impairments of intangible assets. Any impairment charges could adversely affect the Companyâ€™s financial condition, margins and results of operations. The Company has divested and may, in the future, divest certain assets, businesses or brands. A divestiture could affect the profitability of the Company as a result of the gains or losses on such sale of a business or brand, the loss of the operating income or sales resulting from such sale or the costs or liabilities that are not assumed by the acquirer that may negatively impact profitability and cash flow subsequent to any divestiture. If the Company is unable to complete a divestiture or successfully transition a divested business, including the effective management of the related separation and overhead costs, transition services, and the maintenance of relationships with customers, suppliers, and other business partners, its business and financial results could be negatively impacted. The Company may also be required to recognize impairment charges or other losses as a result of a divestiture. For example, in March 2024, the Company completed the sale of its Argentina business, which consisted of two production plants in Argentina as well as the rights to the Companyâ€™s brands in Argentina, Uruguay and Paraguay, and in July 2024, the Company entered into a definitive agreement to sell its Better Health VMS business. The Better Health VMS transaction is expected to close in the first quarter of fiscal year 2025. As a result of these transactions, the Company recorded a loss for the sale of its Argentina business in the third quarter of fiscal year 2024 and expects to record a loss for the sale of its Better Health VMS business during the first quarter of fiscal year 2025. The Company may also encounter difficulty finding potential acquirers or other divestiture options on favorable terms. In addition, any potential future acquisitions, new ventures or divestitures may divert the attention of management and resources from other business priorities. The occurrence of any of these risks or uncertainties may have a material adverse effect on the Companyâ€™s business, financial condition and results of operations. The COVID-19 pandemic and related impacts has had, and could continue to have, an adverse effect on the Companyâ€™s business, financial condition and results of operations. The COVID-19 pandemic has affected and could continue to negatively affect the Company's business by causing or contributing to, among other things: â€¢ Disruptions in business operations and in the ability of significant third-party vendors, manufacturers and other business partners, including customers, to meet their obligations to us; â€¢ Worldwide, regional and local adverse economic and financial market conditions, all of which could impact the manufacturing operations of the Company or third-party partners; â€¢ Adverse impacts on the supply chain, including manufacturing by the Company or third-party partners, due to raw material, packaging or other supply shortages, labor shortages or reduced availability of commercial transport and port operational disruptions; and â€¢ Sustained labor shortages or increased turnover rates. Although the World Health Organization and the federal government have declared an end to COVID-19 as a global and national health emergency, respectively, risks related to COVID-19 have adversely affected and may continue to adversely affect the Companyâ€™s business, results of operations, cash flows and financial condition. Operational Risks Failure of key technology systems, cyberattacks, privacy breaches or data breaches could have a material adverse effect on the Companyâ€™s business, financial condition, results of operations and reputation. To conduct its business, the Company relies extensively on IT and OT systems, many of which are managed, hosted, provided and/or used by third parties and their vendors. These systems include, but are not limited to, programs and processes relating to communicating within the Company and with customers, consumers, business partners, investors and other parties; ordering and managing materials from suppliers; converting materials to finished products; receiving and processing purchase orders and shipping products to customers; processing transactions; storing, processing and transmitting data, including personal confidential information and historical payment card industry data; hosting, processing and sharing confidential and proprietary research, business and financial information; and complying with financial reporting, regulatory, legal and tax requirements. On Monday, August 14, 2023, the Company disclosed it had identified unauthorized activity on some of its IT systems. That activity began on Friday, August 11, 2023 and after becoming aware of it that evening, the Company immediately began taking steps to stop and remediate the activity. The Company also took certain systems offline and engaged third-party cybersecurity experts to support its investigation and recovery efforts. The Company implemented its business continuity plans, including 12Table of ContentsÂ Â Â manual ordering and processing procedures at a reduced rate of operations in order to continue servicing its customers. However, the incident resulted in wide-scale disruptions to the Companyâ€™s business operations throughout the remainder of the quarter ended September 30, 2023 and negatively impacted fiscal year 2024 results, though some of the anticipated net sales not recognized in the first quarter of fiscal year 2024 as a result of the disruptions were recognized in the later quarters of fiscal year 2024. The impacts of these system disruptions included order processing delays and significant product outages, resulting in a negative impact on net sales and earnings. The Company has since transitioned back to automated order processing. The Company experienced lessening operational impacts starting in the second quarter of fiscal year 2024 and has since returned to substantially normalized operations. The cyberattack may also lead to additional regulatory scrutiny or litigation exposure. The Company is in the process of a multi-year phased upgrade of its digital capabilities, including enhancing operating efficiencies and transitioning to a cloud-based platform, as well as replacing its enterprise resource planning system. It also uses various other hardware, software and operating systems that may need to be upgraded or replaced in the near future as such systems cease to be supported by third-party service providers, and may be vulnerable to increased risks, including the risk of further security breaches, system failures and disruptions. Any such upgrade could take time, oversight and be costly to the Company, and may include potential challenges, such as the cost of training personnel, migration of data, the potential instability of the new system and cost overruns. If such systems are not successfully upgraded or replaced in a timely manner, system outages, disruptions or delays, or other issues may arise. If a new system does not function properly or is not adequately supported by third-party service providers and processes, it could adversely affect the Companyâ€™s business and operations, which, in turn, could adversely impact the Companyâ€™s results of operations and cash flows. The IT/OT systems of the Company, its customers, business partners, suppliers, and third-party providers have been, and will continue to be, subject to cyber-threats such as computer viruses or other malicious codes, security breaches, ransomware, unauthorized access attempts, business email compromise, cyber extortion, denial of service attacks, phishing, deepfakes, social engineering, unintentional or malicious actions of employees or contractors, hacking and other cyberattacks attempting to exploit vulnerabilities by hackers, criminal groups, nation-states and nation-state-sponsored organizations and social-activist organizations. These activities may result in unauthorized access, disclosure and misuse of customer, employee, vendor, Company, or consumer information, including personal consumer information obtained through online and e-commerce sales, and online activities, including promotions, rebates and customer loyalty programs, as well as increased costs related to the Companyâ€™s involvement in investigations or notifications conducted by the Companyâ€™s business partners. The Company has seen and may continue to see an increase in the number of such attacks, especially as the Company continues operating under a hybrid working model under which employees can work and access the Companyâ€™s technology infrastructure remotely. The rapid evolution and increased adoption of emerging technologies, such as artificial intelligence, may also increase the frequency and magnitude of cyberattacks on the Company and amplify its cybersecurity risks. In addition, while the Company has purchased cybersecurity insurance, costs related to a cyberattack may exceed the amount of insurance coverage or be excluded under the terms of its cybersecurity insurance policy. The Company may be unable to obtain cybersecurity insurance in amounts and on terms the Company views as appropriate for its operations. The security efforts of the Company and its third-party providers may not prevent or timely detect future attacks and resulting breaches or breakdowns of its databases or systems. The Company has in place

disaster recovery and business continuity plans to address these incidents, but if these plans or those of its third-party providers do not effectively resolve such breaches or breakdowns on a timely basis or at all, the Company may experience interruptions in its ability to manage or conduct business, as well as reputational harm, governmental fines, penalties, regulatory proceedings, and litigation and remediation expenses. The need to coordinate with various third-party service providers, including with respect to timely notification and access to personnel and information concerning an incident, may complicate the Company’s efforts to address issues that arise. As a result, the Company is subject to the risk that the activities associated with its third-party service providers can adversely affect its business, financial condition and results of operations, even if the attack or breach does not directly impact its systems or information. Cyber-threats and techniques are becoming more sophisticated and are constantly evolving, including through the use of emerging technologies such as artificial intelligence, and are being made by groups and individuals with a wide range of expertise and motives, and this increases the difficulty of detecting and successfully defending against them. Continued geopolitical instability has also heightened the risk of cyberattacks. The Company has incurred, and will continue to incur, expenses to comply with privacy and data protection standards and protocols imposed by law, regulation, industry standards and contractual obligations. Increased regulation of data collection, use, and retention practices, including self-regulation and industry standards, changes in existing laws and regulations, including reporting requirements, enactment of new laws and regulations, increased enforcement activity, and changes in interpretation of laws, could increase the Company’s cost of compliance and operation, limit its ability to grow its business or otherwise harm its business.

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In addition, data breaches or theft of personal information collected by the Company and its third-party service providers as well as data breaches or theft of Company information and assets have occurred in the past and may occur in the future. The Company is subject to the laws and regulations of various countries where it operates or does business related to solicitation, collection, processing, transferring, storing or use of consumer, customer, business partner or employee information or related data. These laws and regulations change frequently, and new legislation continues to be introduced and may include different standards and requirements, be interpreted and applied differently from jurisdiction to jurisdiction and create inconsistent or conflicting requirements. The changes introduced by data privacy and protection regulations increase the complexity of regulations enacted to protect business and personal data and they subject the Company to additional costs and have required, and may in the future require, costly changes to the Company’s security systems, policies, procedures and practices. These laws and regulations also may result in the Company incurring additional expenses and liabilities in the event of unauthorized access to or disclosure of personal data. Volatility and increases in the costs of raw materials, energy, transportation, labor and other necessary supplies or services have negatively impacted, and may continue to negatively impact, the Company’s net earnings and cash flow. Volatility and increases in the cost of raw materials, including resin, non-woven fabrics for wipes products, sodium hypochlorite, corrugated cardboard and other packaging materials, soybean oil, solvent, derivatives of amines, and other chemicals and agricultural commodities, and rapid increases in the cost of energy, transportation, labor and other necessary supplies or services, have harmed, and are likely to continue to harm, the Company’s results of operations. Significant inflationary pressures have impacted the Company’s gross margin in fiscal years 2023 and, to a lesser extent, 2024, and it expects inflationary pressures to continue into fiscal year 2025. Many of the raw and packaging materials and supplies used in the production of the Company’s products are subject to price volatility and fluctuations in availability caused by many factors, including macroeconomic and geopolitical developments and uncertainty, supplier or transport capacity constraints, changes in supply and demand, weather conditions and natural disasters (including the potential effects of climate change, which could also pose physical risks to the Company’s facilities as well as those of its key external manufacturers and suppliers), fire, growing and harvesting conditions, energy costs, health epidemics, pandemics or other contagious outbreaks, labor shortages, currency fluctuations, governmental actions (including import and export requirements such as new or increased tariffs, sanctions, quotas or trade barriers), port congestions or delays, cybersecurity incidents or other disruptions, loss or impairment of key manufacturing sites, acts of terrorism and other factors beyond the Company’s control. The Company has also experienced and may continue to experience disruption in its manufacturing operations and supply chain, as a result of the factors set forth above. Although the Company is unable to predict the impact on its ability to source raw and packaging materials and services in the future, it expects limited supply pressures and market disruptions to continue into fiscal year 2025. If such cost pressures are incurred or exceed the Company’s estimates and the Company is not able to increase the prices of its products (or sustain such price increases) or achieve cost savings to offset such cost increases, its margins would be harmed. Sustained price increases may also lead to declines in sales volumes and loss of market share, as competitors may not adjust their prices or customers may decide to purchase a lower-priced alternative. The Company’s projections may not accurately predict the volume impact of price increases, which could adversely affect its business, financial condition and results of operations. To reduce the cost volatility associated with anticipated purchases of certain commodities, the Company uses derivative instruments, including commodity futures and swaps. The extent of the Company’s derivative position at any given time depends on the Company’s assessment of the markets for these commodities, the cost volatility in the markets and the cost of the derivative instruments. Many of the commodities used by the Company in its products do not have actively traded derivative instruments. If the Company does not or is unable to take a derivative position and costs subsequently increase, or if it executes a position and costs subsequently decrease, the Company’s costs may be greater than anticipated or higher than its competitors’ costs and the Company’s financial results and margins could be adversely affected. Supply chain issues can result in product shortages or disruptions to the Company’s business. The Company has a complex global network of suppliers that may, in the future, expand and further evolve in response to market conditions. The Company also relies on a number of single-source suppliers for certain commodities and raw material inputs, including packaging, product components, finished products and other necessary supplies. The Company has experienced and could continue to experience material disruptions in production and other supply chain issues, including as a result of supply chain dependencies, which could result in out-of-stock conditions. The Company has business continuity and disaster recovery plans to address disruptions to the manufacturing or sourcing of products or raw materials, and these plans may not be sufficient. Significant disruptions have and could, in the future, interrupt product supply and, if not remedied in a timely manner or at all, could have an adverse impact on the Company’s business, results of operations, cash flows and financial condition.

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The Company also requires new and existing suppliers to meet its ethical and business partner standards. If the Company’s existing or new suppliers fail to meet such standards or any other relevant governmental, industry, customer or Company standards; if the Company is unable to contract with suppliers on favorable terms or at the quantity, quality and price levels needed for its business; if any of the Company’s key suppliers becomes insolvent, ceases or significantly reduces its operations or experiences financial distress; or if any environmental, economic or other outside factors impact its operations, the Company’s business, results of operations, cash flows and financial condition could be adversely affected. In addition, the Company may increase production in-house and reduce its supply and manufacturing arrangements with third parties, which may lead to additional costs connected to such transition and unwinding of certain manufacturing relationships. The Company is subject to risks related to its international operations and international trade. In fiscal year 2024, 16% of the Company’s net sales were attributable to international markets. The Company has faced and will continue to face substantial risks associated with its foreign operations, including, but not limited to: an unfavorable and uncertain macroeconomic and geopolitical conditions and potential operational or supply chain disruptions as a result of these developments; an environment, civil unrest, work stoppages, labor disputes, widespread health emergencies, pandemics or epidemics, terrorism, kidnapping, and drug-related or other types of violence; a foreign currency fluctuations, including devaluations, currency controls and inflation, which may adversely affect the Company’s ability to do business in certain markets and reduce the U.S. dollar value of revenues, profits or cash flows it generates in non-U.S. markets; a difficulty in obtaining non-local currency (e.g., U.S. dollars) to pay for the raw materials needed to manufacture the Company’s products and contract-manufactured products; the imposition of tariffs, trade restrictions or sanctions, price, profit, capital or other government controls, labor laws, immigration restrictions, travel restrictions, including as a result of pandemics or epidemics, import and export laws or other government actions generating a negative impact on the Company’s business, including changes in trade policies that may be implemented and the impact of geopolitical events generally; an employment litigation related to employees, contractors and suppliers; a potential loss of distribution channels as a result of retailer consolidation; an increased credit risk of customers, suppliers and distributors, and defaults on obligations of foreign governments; a potential harm to third parties, the Company’s employees and/or surrounding communities, and related liabilities and damages to the Company’s reputation, from the use, storage and transportation of chlorine in certain international markets where chlorine is used in the production of bleach, whether such actions are undertaken by the Company or by the Company’s business partners; a lack of well-established or reliable, and impartial legal systems in certain countries where the Company operates, including difficulties in enforcing intellectual property and contractual rights; challenges relating to enforcement of or compliance with local laws and regulations and with U.S. laws affecting operations outside of the U.S., including without limitation, the FCPA and intellectual property laws and protections; the possibility of nationalization, expropriation of assets or other similar government actions. All of the foregoing risks could have a significant adverse impact on the Company’s ability to commercialize its products on a competitive basis in international markets and may have a material adverse effect on its business, financial condition and results of operations. The Company’s small sales volume in some countries, relative to some multinational and local competitors, could exacerbate such risks. Reliance on third-party service providers could have an adverse effect on the Company’s business. The Company relies on third-party service providers for certain areas of its business operations, including aspects of the implementation of the Company’s transformational initiatives (such as its digital capabilities upgrade including enhancing operating efficiencies, transitioning to a cloud-based platform and replacing its enterprise resource planning system), IT, procurement, supply chain, manufacturing, certain finance and accounting functions, including financial reporting, and legal, regulatory and tax compliance. Failure by these third parties to meet their contractual, regulatory and other obligations to the Company, or failure to adequately monitor their performance, has in the past and could continue to result in the Company’s inability to achieve expected cost savings or efficiencies and result in additional costs to correct errors made by such service providers. Depending on the function involved and despite the availability of contractual remedies against these providers, such errors can also lead to business disruption, systems performance degradation, processing inefficiencies or other systems disruptions, the loss of or damage to intellectual property or sensitive data through security breaches or otherwise, incorrect or adverse effects on financial reporting, litigation, claims, legal or regulatory proceedings, inquiries or investigations, fines or penalties, remediation costs, damage to the Company’s reputation or have a negative impact on employee morale, all of which can adversely affect the Company’s business. Legal and Regulatory Risks Government regulations could impose material costs. Generally, the manufacture, processing, formulation, packaging, labeling, storage, distribution, advertising and sale of the Company’s products and its business operations must comply with extensive federal, state and foreign laws and regulations, including, in the U.S., the Environmental Protection Agency, the Food and Drug Administration (including applicable current good manufacturing practice regulations), the Consumer Product Safety Commission, the Federal Trade Commission, and the Occupational Safety and Health Administration. There is also an increased risk of fraud or corruption in certain foreign jurisdictions and related difficulties in maintaining effective internal controls. Additionally, the Company could be subject to future inquiries or investigations by governmental and other regulatory bodies. Any determination that the Company’s operations or activities are not in compliance with applicable law could expose the Company to future impairment charges or significant fines, penalties or other sanctions that may result in a reduction in net income or otherwise adversely impact the business and reputation of the Company. The Company’s management is responsible for establishing and maintaining adequate internal control over financial reporting. The Company’s multi-year phased upgrade to its digital capabilities will result in changes to its processes and procedures which, in turn, could result in changes to its internal controls over financial reporting, which may require significant effort and judgment. Any failure to maintain an effective system of internal control over financial reporting could limit the Company’s ability to report its results of operations accurately and on a timely basis, or to detect and prevent fraud and could expose it to regulatory enforcement action and stockholder claims, which could have a material adverse effect on the Company’s business, financial condition and results of operations. Fluctuations in federal, state, local and foreign taxes or a change to uncertain tax positions, including related interest and penalties, may also impact the Company’s effective tax rate and the Company’s results of operations. Changes in tax laws, including additional guidance issued by the U.S. Treasury Department, the U.S. Internal Revenue Service or similar bodies of state, local and foreign governments could create uncertainty, impact the Company’s recorded liability in future periods and have a material impact on the Company’s results of operations. For example, on December 20, 2021, the Organization for Economic Development released a set of model rules designed to ensure that large multinational enterprises pay a minimum 15% tax on income arising in each jurisdiction in which they operate. The model rules are known as the Global Anti-Base Erosion rules (GloBE rules) or Pillar Two. Many countries have agreed to implement Pillar Two, and the Company will be subject to Pillar Two in certain foreign jurisdictions beginning with its fiscal year ending June 30, 2025. The Company does not expect Pillar Two to materially impact its effective tax rate or cash flows. The Company will continue to monitor and evaluate new legislation and guidance, which could impact this assessment. The Company, because of the its extensive international operations, could be adversely affected by violations, or allegations of violations, of the FCPA and similar international anti-bribery laws. These anti-bribery laws generally prohibit companies and their intermediaries from making improper payments to government officials or other third parties for the purpose of obtaining or retaining business. The Company cannot provide assurance that its internal controls policies and procedures that mandate compliance with these laws will protect the Company from reckless, intentional or unintentional criminal acts committed by its employees, joint-venture partners or agents. Alleged or actual violations of these laws could disrupt the Company’s business and adversely affect its reputation and its business, financial condition and results of operations. Federal, state and foreign governments may introduce new or expand existing legislation and regulations, or courts or governmental authorities could impose more stringent interpretations of existing legislation and regulations, affecting the Company’s operations, which may require the Company to increase its resources, capabilities and expertise in certain areas. For example, the Company is subject to regulations regarding the transportation, storage or use of certain chemicals to protect the environment, including as a result of evolving climate change standards, and is and may become subject to increased costs or mandatory funding or financial support requirements for recycling and waste management programs under extended producer responsibility regulation or laws, through plastic or packaging taxes, or restrictions on certain products and materials or on the use of certain types of packaging. Such regulations could negatively impact the Company’s ability to obtain raw materials or could increase its acquisition and compliance costs or cause the Company to contribute funds to recycling and other waste management infrastructure, thus making its products more costly, less competitive than other competitive products or reduce the Company’s consumer demand. Furthermore, additional or amended legislation in the areas of ESG disclosure, healthcare reform, sustainability of packaging, including plastic packaging, executive compensation and corporate governance, could also increase the Company’s costs. The Company is also required to comply with increasingly complex and changing laws and regulations enacted to protect business and personal data in the U.S. and other jurisdictions, which have and could continue to subject the Company to additional compliance costs. If the Company is found to be noncompliant with applicable laws and regulations in these or other areas, it could be subject to governmental or regulatory actions, including fines, import detentions, injunctions, product withdrawals or recalls or asset seizures, as well as potential criminal sanctions, any of which could have a material adverse effect on its business. Loss of or failure to obtain necessary permits and registrations, particularly with respect to its charcoal business, could delay or prevent the Company from meeting current product demand, introducing new products, building new facilities or acquiring new businesses and could adversely affect its financial condition and results of operations. In addition, the Company markets and sells products that are subject to regulations relating to dietary supplements. In order to comply with any changes in these laws and regulations, including any changes that result from newly published clinical studies and emerging studies that may assert or prove that ingredients in the Company’s products or the products themselves are ineffective or harmful to consumers, the Company may be required to make changes to product formulation, labeling or marketing claims, perform additional testing to substantiate its product claims, make costly changes in its manufacturing processes or supply chain or stop selling certain products until corrective actions have been taken. Any of these developments could increase the Company’s costs significantly, which could have a material adverse effect on the Company’s financial condition and results of operations. ESG issues, including those related to climate change and sustainability, may have an adverse effect on the Company’s business, financial condition and results of operations and could damage its reputation. Companies across all industries are facing increasing scrutiny relating to their ESG policies. In particular, customers, consumers, investors and other stakeholders are increasingly focusing on environmental issues, including climate change, water use, deforestation, biodiversity, plastic waste, responsible sourcing and other sustainability concerns. Changing consumer preferences may also result in increased demands regarding plastics and packaging materials, including single-use and non-recyclable plastic packaging, and other components of the Company’s products and their environmental impact on

sustainability; a growing demand for natural or organic products and ingredients; or increasing consumer concerns or perceptions (whether accurate or inaccurate) regarding the effects of ingredients or substances present in certain consumer products. These demands could impact the profitability of some of the Company's products, cause it to incur additional costs, to make changes to its operations, or to make additional commitments, set targets or establish additional goals and take actions to meet them, which could expose the Company to market, operational and execution costs or risks. In addition, governmental and non-governmental organizations, investors, customers, consumers, employees and other stakeholders have placed increasing importance on ESG matters, such as animal welfare, labor and employment practices and human rights, and depending on their assessment of its ESG practices, certain investors may reconsider their investment in the Company, which may hinder the Company's access to capital. The Company is subject to climate-related transition risks, including increased energy costs due to increasing demand for alternative energy sources and new or increased legal and regulatory requirements to reduce or mitigate impacts to the environment. Increased regulatory requirements, including in relation to various aspects of ESG, such as extended producer responsibility, or environmental causes may result in increased compliance or input costs of energy, raw materials or compliance with emissions standards, which may cause disruptions in the manufacture of the Company's products or an increase in operating costs. The Company may undertake additional costs to control, assess and report on ESG metrics as the nature, scope and complexity of ESG reporting, diligence and disclosure requirements expand. The ability to achieve any stated goal, target, or objective is subject to numerous factors and conditions, many of which are outside of the Company's control. For example, working towards achieving the Company's goals will require significant effort by and resources from the Company and stakeholders, including suppliers and business partners, governmental entities and the development and adoption of technology that may not currently exist or exist at scale. Lack of progress on or failure to achieve its ESG goals or a perception (whether or not valid) of its failure to act responsibly with respect to the environment and other sustainability matters, such as single-use plastic, or to effectively respond to new, or changes in, legal or regulatory requirements concerning environmental or other ESG matters, or increased operating or manufacturing costs due to increased regulation or environmental causes could lead to negative publicity, which could result in reduced demand for the Company's products, damage to its reputation or increase the risk of litigation, regulatory proceedings, inquiries or investigations and could adversely affect the Company's business and reputation. Product liability and labeling claims, commercial claims or other legal proceedings could adversely affect the Company's financial condition and results of operations. The Company has in the past paid, and may be required in the future to pay, for losses or injuries purportedly caused by its products. Such claims may be based on allegations that, among other things, the Company's products contain contaminants or 1) Table of Contents A A A provide inadequate instructions or warnings regarding their use, have defective packaging, fail to perform as advertised, or damage property or persons. Product liability, advertising and labeling claims could result in negative publicity that could harm the Company's reputation, sales and results of operations and the reputation of the Company's brands. In addition, if any of the Company's products is found to be defective, the Company may recall such products, which could result in adverse publicity, additional litigation, fines, penalties or other losses. Although the Company maintains product liability insurance coverage, potential product liability claims may be subject to a deductible, exceed the amount of insurance coverage or be excluded under the terms of the policies. In addition, the Company is, and may in the future become, the subject of, or party to, various pending or threatened legal actions, government investigations and proceedings relating to, among other things, advertising disputes with competitors, consumer class actions, including those related to advertising claims, labor claims, breach of contract claims, antitrust litigation, securities litigation, premises liability claims, data privacy and security disputes, employment litigation related to employees, contractors and suppliers, including class action lawsuits, and litigation in foreign jurisdictions. The Company has been, and may in the future be, subject to additional claims, proceedings and actions with respect to its dietary supplements products. In general, claims made by or against the Company in litigation, investigations, disputes or other proceedings have been and may in the future be expensive and time-consuming to bring or defend against and could result in settlements, injunctions or damages that could significantly affect its business, financial condition and results of operations and harm its reputation. While it is not possible to predict the final resolution of any current or future litigation, investigations, disputes or proceedings and any reserves taken in connection therewith may not be consistent with their final resolutions, the impact of these matters, including any reserves taken in connection with such matters, on the Company's business, financial condition and results of operations could be material. See Management's Discussion and Analysis of Financial Condition and Results of Operations and the Notes to Consolidated Financial Statements in Exhibit 99.1 for additional information related to these matters. Environmental matters create potential liabilities that could adversely affect the Company's financial condition and results of operations. The Company must comply with various environmental laws and regulations in the jurisdictions in which it operates, including those relating to air emissions, water discharges, handling and disposal of solid and hazardous wastes, remediation of contamination associated with the use and disposal of hazardous substances and climate change. The Company has incurred, and will continue to incur, significant expenditures and other costs in complying with environmental laws and regulations and in providing physical security for its worldwide operations, and such expenditures reduce the cash flow available to the Company for other purposes. The Company is currently involved in or has potential liability with respect to the remediation of past contamination in the operation of some of its current and former facilities. In addition, some of its present and former facilities have or had been in operation for many years and, over that time, some of those facilities may have used substances or generated and disposed of wastes that are or may be considered hazardous. It is possible that those sites, as well as disposal sites owned by third parties to whom the Company has sent waste, may be identified and become the subject of remediation. In addition, the Company also handles and/or transports hazardous substances, including but not limited to chlorine, at some of its international production facilities. A release of any hazardous substances, whether in transit or at the Company's facilities, due to accident or an intentional act, could result in substantial liability and business disruptions. The Company could also become subject to additional environmental liabilities in the future, whether as a result of new laws and regulations or otherwise, that could result in a material adverse effect on its financial condition and results of operations. The Company had a recorded liability of \$28 million as of both June 30, 2024 and 2023 for its share of aggregate future remediation costs related to certain environmental matters, including response actions at various locations. Two matters, relating to environmental costs associated with one of the Company's former operations at a site located in Alameda County, California and another relating to former operations in Dickinson County, Michigan account for a significant portion of the recorded liability. The Company's estimated losses related to these matters are sensitive to a variety of uncertain factors, including the ability of third parties to pay their share of the response and remediation obligations, the efficacy of any remediation efforts, changes in any remediation requirements, and the future availability of alternative clean-up technologies, and the Company's exposure may exceed the amount recorded for these matters. See Management's Discussion and Analysis of Financial Condition and Results of Operations and the Notes to Consolidated Financial Statements in Exhibit 99.1 for additional information related to these liabilities. Failure to effectively utilize, successfully assert or successfully defend, the Company's intellectual property rights could impact its competitiveness. If the Company is found to have infringed the intellectual property rights of others or cannot obtain necessary intellectual property rights, its competitiveness could be negatively impacted. The Company's intellectual property rights are a significant and valuable aspect of its business, and the Company utilizes trademark, trade secret, copyright, and patent laws to protect its brands, products, product packaging, goodwill, inventions and 1) Table of Contents A A A confidential information. If the Company fails to obtain, perfect, enforce, or adequately protect its intellectual property rights; license intellectual property rights necessary to support new product introductions and product innovations; or if changes in laws diminish or remove the current legal protections available to them, the competitiveness of the Company's products may be eroded and its business could suffer. The Company also licenses certain of its brands to third parties, including for the co-development of products or devices, or promotion and sales relationships with companies in industries operating in public spaces. These licensees' actions or inaction may dilute or diminish the value of the Company's brands and products in the marketplace, or create additional exposure to litigation, investigations, disputes or other proceedings, as well as product safety, quality, sustainability and other concerns. The Company could come into conflict with third parties over intellectual property rights, including to assert and defend those rights, which could result in costly and disruptive litigation. If the Company is found to have violated a third party's intellectual property rights, the Company may be required to cease use of such intellectual property and pay a substantial amount for past infringement or for continued use of those intellectual property rights. Any of the foregoing could have a material adverse effect on the Company's business, financial condition and results of operations. The Company's business could be negatively impacted as a result of stockholder activism or an unsolicited takeover proposal or a proxy contest. In recent years, proxy contests and other forms of stockholder activism have been directed against numerous public companies. During fiscal years 2012 and 2011, the Company was the target of an unsolicited takeover proposal from a stockholder activist, which resulted in significant costs to the Company. If such a proposal were to be made again, the Company would likely incur significant costs, which could have an adverse effect on the Company's financial condition and results of operations. Stockholder activists may also seek to involve themselves in the governance, strategic direction and operations of the Company through stockholder proposals or otherwise. Such proposals may disrupt the Company's business and divert the attention of the Company's management and employees, and any perceived uncertainties as to the Company's future direction resulting from such a situation could result in the loss of potential business opportunities, the perception that the Company needs a change in the direction of its business, or the perception that the Company is unstable or lacks continuity, which may be exploited by its competitors, cause concern to its current or potential customers, and make it more difficult for the Company to attract and retain qualified personnel and business partners, which could adversely affect the Company's business. In addition, actions of activist stockholders may cause significant fluctuations in the Company's stock price based on temporary or speculative market perceptions or other factors that do not necessarily reflect the underlying fundamentals and prospects of its business. The Company's amended and restated bylaws designate specific courts as the exclusive forum for certain stockholder litigation, which could limit the Company's stockholders' ability to obtain a judicial forum of their choice. The Company's amended and restated bylaws provide that, unless it consents in writing to the selection of an alternative forum, the state courts of Delaware (or if no state court has jurisdiction, the federal district court of the District of Delaware) will, to the fullest extent permitted by law, be the sole and exclusive forum for certain types of actions or proceedings under Delaware statutory or common law. The choice of forum provision in the Company's bylaws does not waive its compliance with its obligations under the federal securities laws and the rules and regulations thereunder. Moreover, the provision does not apply to suits brought to enforce a duty or liability created by the Exchange Act or by the Securities Act. The Company's exclusive forum provision may limit the ability of its stockholders to bring a claim in a judicial forum of such stockholders' choice for disputes with the Company or its directors, officers or employees, which may discourage such lawsuits, even though an action, if successful, might benefit its stockholders. If a court were to find the exclusive forum provision either to be inapplicable or unenforceable in an action, the Company may incur additional costs associated with resolving such action in other jurisdictions, all of which may increase costs of litigation. Any person or entity purchasing or otherwise acquiring any interest in shares of the Company's capital stock will be deemed to have notice of, and consented to, the provisions of its amended and restated bylaws described in the preceding sentences. Financial and Economic Risks Profitability and cash flow could suffer if the Company is unable to generate anticipated cost savings, successfully implement its transformational initiatives or strategies, or efficiently manage supply chain and manufacturing processes. The Company continues to make progress to improve its competitive position, generate efficiencies and transform the Company's operations through implementing certain transformational initiatives (such as its digital capabilities upgrade including enhancing operating efficiencies, transitioning to a cloud-based platform and replacing its enterprise resource planning system), optimizing its supply chain and generating savings through its long-standing cost savings program intended to reduce material costs and manufacturing inefficiencies and realize productivity gains, distribution and logistical efficiencies and overhead reductions. If the Company cannot successfully implement its transformational initiatives or cost savings plans or 1) Table of Contents A A A optimize its supply chain, the Company may experience system outages and operating inefficiencies following these implementations and may not realize all anticipated operational and efficiency benefits and cost savings, which could adversely affect its business and long-term strategies. The Company also continues to seek to enter new markets and introduce new products and product innovations. These goals and strategies may not be implemented or may fail to achieve the desired results. The Company may also not be able to successfully implement any future price increases, including to account for increased costs, which may negatively affect its profitability and cash flow, and any such price increases may also negatively affect sales volumes. In addition, the Company expects to continue to restructure its operations as necessary to improve operational efficiency, including occasionally opening or closing offices, facilities or plants. Gaining additional efficiencies may become increasingly difficult over time, there may be one-time and other costs and negative impacts on employee, customer or supplier relations or sales growth relating to facility or plant closures or other restructurings and anticipated cost savings, and the Company's strategies may not be implemented or may fail to achieve desired results. If the Company is unable to generate anticipated cost savings; successfully implement its strategies; implement new pricing; efficiently manage its supply chain and manufacturing processes; is ineffective or slow in developing and implementing its transformational initiatives; or is unable to achieve the anticipated benefits or cost savings from its digital capabilities upgrade or streamlined operating model, the Company's results of operations could suffer. These plans and strategies could also have a negative impact on the Company's relationships with employees or customers, which could also adversely affect the Company's business, financial condition and results of operations. The estimates and assumptions on which the Company's financial projections are based may prove to be inaccurate, which may cause its actual results to materially differ from such projections, which may adversely affect the Company's future profitability, cash flows and stock price. The Company's financial projections, including any sales or earnings guidance or outlook it may provide from time to time, are dependent on certain estimates and assumptions related to, among other things, category growth, development and launch of innovative new products, market share projections, product pricing and sale, volume and product mix, foreign exchange rates and volatility, tax rates, commodity prices, distribution, cost savings, accruals for estimated liabilities, including measurement of benefit obligations for postretirement benefit plans, and the Company's ability to generate sufficient cash flow to reinvest in its existing business, fund internal growth, repurchase its stock, make acquisitions, pay dividends and meet debt obligations. The Company's financial projections are based on historical experience, various other estimates and assumptions that the Company believes to be reasonable under the circumstances and at the time they are made, and these assumptions and estimates may be adversely affected by the risks described in this Report. The Company's actual results may differ materially from its financial projections. Any material variation between the Company's financial projections and its actual results may adversely affect the Company's future profitability, cash flows and stock price. Increases in the estimated fair value of The Procter & Gamble Co. (P&G's) interest in the Company's Glad business increase the value of the Company's obligation to purchase P&G's interest in the Glad business upon the termination of the venture agreement and may, in the future, adversely affect the Company's net earnings and cash flow. In January 2003, the Company entered into a venture agreement with P&G related to the Company's Glad bags and wraps business. In connection with this agreement, P&G provides research and development support to the Glad business. The agreement with P&G expires in January 2026 unless the parties agree to extend the term. The agreement requires the Company to purchase P&G's 20% interest at the expiration of its term for cash at fair value as established by predetermined valuation procedures. As of June 30, 2024, 2023 and 2022, the estimated fair value of P&G's interest was \$531 million, \$527 million and \$635 million, respectively, of which \$510 million, \$495 million and \$468 million, respectively, has been recognized by the Company and is reflected in Other liabilities in the Company's Consolidated Balance Sheets. The difference between the estimated fair value and the amount recognized, and any future changes in the fair value of P&G's interest, is charged to Cost of products sold in accordance with the effective interest method over the remaining life of the agreement. As the agreement nears its expiration, there may be increased volatility in the Company's net earnings and cash flow, as the estimated fair value of P&G's interest may continue to change up until any such purchase by the Company of P&G's interest. The final cost of the Company's repurchase obligation may also differ from the estimated fair value. The key assumptions and estimates used to arrive at the estimated fair value include, but are not limited to, tax rates, the rate at which future cash flows are discounted (discount rate), commodity prices, future volume estimates, net sales and expense growth rates, changes in working capital, capital expenditures, foreign exchange rates, inflation and terminal growth rates. Any changes in such assumptions or estimates could significantly affect such estimated fair value and, accordingly, the value of the Company's repurchase obligation and may adversely affect the Company's net earnings up until any such purchase and cash flow at the time of any such purchase. For additional information, see Management's Discussion and Analysis of Financial Condition and Results of Operations and Notes to Consolidated Financial Statements in Exhibit 99.1. 2) Table of Contents A A A The Company's indebtedness could have a material adverse effect on its business, financial condition and results of operations and prevent the Company from fulfilling its financial obligations, and the Company may not be able to maintain its current credit ratings, continue to pay dividends or repurchase its stock or remain in compliance with

existing debt covenants.As of June 30, 2024, the Company had approximately \$2.5 billion of debt. The Company’s indebtedness could have important consequences. For example, it could: A A A require the Company to dedicate a substantial portion of its cash flow from operations to payments on its indebtedness, which would reduce the availability of its cash flow to fund working capital requirements, capital expenditures, future acquisitions, dividends, repurchase the Company’s common stock and for other general corporate purposes; A A A limit the Company’s flexibility in planning for or reacting to general adverse economic conditions or changes in its business and the industries in which it operates; A A A place the Company at a competitive disadvantage compared to its competitors that have less debt; and A A A limit, along with the financial and other restrictive covenants in the Company’s debt documents, its ability to borrow additional funds. The Company may also incur substantial additional indebtedness in the future to fund acquisitions, repurchase stock or fund other activities for general business purposes. Further, certain terms of the agreements governing the Company’s over-the-counter derivative instruments contain provisions that require the Company’s credit ratings, assigned by Standard & Poor’s and Moody’s to the Company, to remain at investment-grade or above. As of June 30, 2024, the Company’s Standard & Poor’s and Moody’s ratings were both investment-grade. However, if these credit ratings were to fall below investment-grade, the counterparties to the derivative instruments in net liability positions could request full collateralization, and it may negatively impact the Company’s other financial arrangements, including the supply chain financing arrangement offered by a financial institution to the Company’s suppliers, which could, in turn, impact its working capital. The Company has historically declared and paid quarterly cash dividends on its common stock and has been authorized to repurchase its stock subject to certain limitations under its stock repurchase programs. Any determinations by the board of directors to continue to declare and pay cash dividends on the Company’s common stock or to repurchase the Company’s common stock, however, will be based on a number of factors, including the board of directors’ continuing determination that the repurchase programs and the declaration and payment of dividends are in the best interests of the Company’s stockholders. In the event the Company does not declare and pay a quarterly dividend or repurchase its stock, the Company’s stock price could be adversely affected. ITEM 1.B. UNRESOLVED STAFF COMMENTSNone. ITEM 1.C. CYBERSECURITYRisk Management and Strategy The Company maintains a comprehensive program and processes designed to assess, identify, evaluate and manage vulnerabilities to the Company’s business and operations, and other material risks from cybersecurity threats, as part of its overall Enterprise Risk Management (ERM) and cybersecurity risk management program and processes. The Company’s cybersecurity risk management program includes the following features. A Leverages the National Institute of Standards and Technology (NIST) and Zero Trust Architecture frameworks for managing cybersecurity risks; A Maintenance of security policies and standards, regular updates to response planning and protocols, and implementation of new technology to monitor new vulnerabilities, emerging threats and risks; A A cybersecurity incident response plan designed to facilitate cross-functional coordination across the Company (including escalation based on the severity of the impact of an incident), mitigate brand and reputational damage, and comply with applicable legal obligations, which includes guidance to support the Company’s assessment of whether an incident is considered a material for purposes of U.S. securities laws; A Executive and IT team tabletop exercises; 21Table of Contents A A A A cybersecurity insurance program to reimburse covered costs, losses and claims relating to a data or security breach; A Use of consultants, third-party service providers and information security firms to provide technology systems or administer aspects of this program, conduct assessments of the Company’s cybersecurity practices and penetration testing, and cybersecurity, risk management and legal experts; A A third-party risk assessment process that utilizes a risk-based approach for vendors engaged through the Company’s procurement process; and A Regular phishing and cybersecurity awareness and engagement training for all employees who have access to Company email and connected devices. The Company’s business strategy, results of operations and financial condition have been materially affected by our previously disclosed August 2023 cyberattack. See A Risk Factors A in Item 1A of this Annual Report on Form 10-K for more information on risks from cybersecurity threats that are reasonably likely to materially affect the Company’s business strategy, results of operations and financial condition. The August 2023 cyberattack resulted in wide-scale disruptions to the Company’s business operations. Impacts of these system disruptions included order processing delays and significant product outages, resulting in a negative impact on net sales and earnings. The costs incurred included third-party consulting services, such as IT recovery and forensic experts, and other professional services to investigate and remediate the attack, as well as incremental operating costs from the resulting disruption to the Company’s business operations. These costs have been partially offset by recognized insurance recoveries in fiscal year 2024. See Notes to the Consolidated Financial Statements for additional details regarding the impact of the August 2023 cyberattack. GovernanceManagementThe Chief Information Security and Infrastructure Officer (CISIO) is responsible for the Company’s cybersecurity risk management program. The CISIO oversees the Company’s technology risk management team. This team works in partnership with the legal, financial reporting controls and internal audit functions to review information technology-related internal controls with the Company’s independent auditors as part of the overall internal controls process. The CISIO has information technology and information security experience, including enterprise risk management leadership, and holds a Certified Information Security Manager certification from the Information Systems Audit and Control Association (ISACA). The CISIO reports to the Chief Information and Data Officer (CIDO), who is a member of the Clorox Executive Committee and reports directly to the CEO. The CIDO has experience overseeing and executing technology strategies and implementations in complex, global organizations. The CIDO has been in this role for the Company since June 2020 and has experience leading technology strategy in the consumer packaged goods, manufacturing and retail industries. The Company has established the Clorox Information Security Executive Committee (CISEC) which oversees the information security strategy, policies and practices of the Company. The CISEC supports the Company’s objective of maintaining a strong security culture by overseeing alignment between the Company’s security objectives and business goals, risk exposure, and compliance requirements. The CISEC is chaired by the CISIO and includes in its membership the CIDO and Chief Legal Officer, who are both members of the Clorox Executive Committee, as well as the Chief Accounting Officer and Controller and VP, Internal Audit. The CISIO also provides periodic reports to the Clorox Executive Committee and quarterly reports to the Audit Committee. These reports may include updates on critical information security and cybersecurity risks and the threat landscape; cybersecurity improvement initiatives, the internal control environment, and ongoing internal audit activities; and, if relevant, the status of actions taken with respect to significant cybersecurity incidents. Board of DirectorsThe Board, through the Audit Committee, is responsible for the oversight of the Company’s compliance with legal and regulatory requirements relating to data privacy, cybersecurity and IT risks and its framework and guidelines with respect to risk assessment and risk management. The Audit Committee receives quarterly updates from the CISIO on the topics set forth above, in addition to the Chief Legal Officer and CIDO. The Board retains responsibility for the overall process for assessing and managing major risks facing the Company and receives updates regarding information security and cybersecurity risks as part of its oversight of ERM. The CIDO and Chief Legal Officer provide quarterly updates to the Board on topics that may include information security and cybersecurity matters. The Board may also be notified and engaged as part of the Company’s cybersecurity incident response plans, depending on the 22Table of Contents A A A severity of the impact of an incident. The Board and Audit Committee include directors with knowledge, skills and experience in data security, privacy, IT governance, and management of cyber risks. ITEM 2. PROPERTIESThe Company owns or leases various manufacturing, distribution, office and research and development facilities, including a leased facility in Pleasanton, CA, which houses the Company’s primary research and development group, as well as other administrative and operational support personnel, and a leased office space in Oakland, CA for its corporate headquarters. Management believes the Company’s facilities are adequate to support the business efficiently. ITEM 3. LEGAL PROCEEDINGSThe Company is subject to routine litigation incidental to its business in the United States and in international locations, including various lawsuits and claims relating to issues such as contract disputes, product liability, patents and trademarks, advertising, commercial, administrative, employment, antitrust, securities, consumer class actions and other matters. Although the results of claims and litigation cannot be predicted with certainty, based on management’s analysis, it is the opinion of management that the ultimate disposition of these matters, to the extent not previously provided for or disclosed in the Company’s consolidated financial statements in Exhibit 99.1, will not have a material adverse effect, individually or in the aggregate, on the Company’s consolidated financial statements taken as a whole. ITEM 4. MINE SAFETY DISCLOSURESNot applicable. 23Table of Contents A A A INFORMATION ABOUT OUR EXECUTIVE OFFICERSThe names, ages, year first elected and current titles of each of the executive officers of the Company as of August 8, 2024, are set forth below: NameAgeYear First ElectedExecutive Officer TitleLinda Rendle462016Chair and Chief Executive OfficerNina Barton502024Executive Vice President - Group President - Care and ConnectionStacey Grier612019Executive Vice President A A Executive Chief of StaffAngela Hilt522020Executive Vice President A A Chief Legal OfficerChris Hyder492021Executive Vice President - Group President - Health and HygieneKevin B. Jacobsen582018Executive Vice President A A Chief Financial OfficerKirsten Marriner512016Executive Vice President A A Chief People and Corporate Affairs OfficerEric Reynolds542015Executive Vice President A A Chief Operating and Strategy OfficerChau Banks552020Senior Vice President A A Chief Information and Data OfficerShanique Bonelli-Moore442022Vice President A A Chief Diversity and Social Impact OfficerGina Kelly612024Senior Vice President - Chief Customer OfficerMichael Ott552022Senior Vice President A A Chief Research and Development OfficerEric Schwartz522022Senior Vice President A A Chief Marketing OfficerThere is no family relationship between any of the above-named persons, or between any of such persons and any of the directors of the Company. See Item 10 of Part III of this Report for additional information. Linda Rendle is the chair and chief executive officer of the Company, a position she has held since September 2020, having taken on the role of chair in January 2024. Prior to this role, she served as the president of the Company from May 2020 to September 2020. She served as executive vice president A A cleaning, international, strategy and operations from July 2019 to May 2020. From January 2019 to July 2019, she served as executive vice president A A strategy and operations. From June 2018 to January 2019, she served as executive vice president A A cleaning and strategy. She served as senior vice president A A general manager, cleaning division of the Company, from August 2016 to June 2018, having taken on responsibility for the professional products division in April 2017. She served as vice president A A general manager, home care from October 2014 to August 2016. From April 2012 to October 2014, she served as vice president A A sales, cleaning division. From August 2011 to April 2012, she served as director of sales planning A A litter, food & charcoal. From January 2010 to August 2011, she served as director of sales A A supply chain. Ms. Rendle joined the Company in 2003. Nina Barton is the executive vice president and group president - care & connection for the Company, a position she has held since July 2024. Prior to joining Clorox, she was the chief executive officer of Vytalogy Wellness LLC (including its predecessor companies Jarow Formulas Inc. and Natrol LLC) from July 2021 to November 2023, and senior advisor from November 2023 to July 2024. Previously, she was strategic advisor at The Kraft Heinz Company from November 2020 through May 2021; global chief growth officer from September 2019 through November 2020; zone president of Canada and president of digital growth from January 2019 to September 2019; and president, global digital and online growth from October 2017 to September 2019. From July 2015 to October 2017, she served as senior vice president of marketing, innovation and research & development for the U.S. business at The Kraft Heinz Company. From July 2013 through July 2015, she served as vice president, marketing at Kraft Foods Group, Inc., and senior marketing director from February 2011 through July 2013. Earlier in her career, she held a variety of marketing and leadership positions in the consumer products industry, including at Johnson & Johnson, L A A al and Procter & Gamble. Stacey Grier is the executive vice president A A executive chief of staff for the Company, a position she has held since January 2024. Prior to this role, she served as executive vice president - chief growth and strategy officer from March 2022 to January 2024. From January 2019 to March 2022, she served as senior vice president A A chief marketing officer, having taken on additional responsibility for enterprise strategy since September 2020. Prior to this role, she served as vice president - brand engagement and enhanced wellness marketing from October 2018 to January 2019. She served as vice president - brand and marketing strategy from October 2016 through October 2018. Prior to joining the Company, she served as chief strategic officer at DDB Worldwide from April 1996 to June 2016. Ms. Grier joined the Company in 2016. 24Table of Contents A A A Angela Hilt is the executive vice president A A chief legal officer of the Company, a position she has held since October 2022. She was appointed to senior vice president - chief legal officer in December 2020. Prior to this role, she served as vice president A A corporate secretary and deputy general counsel from September 2018 to December 2020, and vice president A A corporate secretary and associate general counsel from October 2008 to September 2018. She served as senior corporate counsel from December 2005 to October 2008. Ms. Hilt joined the Company in 2005. Chris Hyder is the executive vice president and group president A A health and hygiene of the Company, a position he has held since October 2022, having taken on the role as executive vice president in May 2024. Prior to this role he served as senior vice president - general manager, cleaning and professional products since September 2021. Previously, he was vice president A A general manager, cleaning division since July 2019 and vice president A A general manager, homecare from September 2018 to July 2019. From January 2016 through September 2018, he was vice president of marketing A A cleaning and general manager A A laundry. Mr. Hyder joined the Company in 2003 and subsequently held positions of increasing responsibility. Kevin B. Jacobsen is the executive vice president A A chief financial officer of the Company, a position he has held since January 2019. Prior to this role, he served as senior vice president A A chief financial officer from April 2018 to January 2019. He served as vice president A A financial planning and analysis, from November 2011 through March 2018. Mr. Jacobsen joined the Company in 1995 and has held a number of senior leadership roles in the Company’s finance department over the years, including serving as the finance leader for the specialty division, head of finance for Brazil operations, the product supply organization and various business units. Kirsten Marriner is the executive vice president A A chief people and corporate affairs officer of the Company, a position she has held since December 2020. She was appointed to executive vice president - chief people officer in January 2019. Prior to this role she served as senior vice president A A chief people officer from March 2016 to January 2019. Prior to joining the Company, she served as senior vice president and chief human resources officer at Omnicare, from March 2013 to August 2015. She served in various leadership roles, including as senior vice president, director of talent management and development at Fifth Third Bank, from October 2004 to March 2013. Ms. Marriner joined the Company in 2016. Eric Reynolds is the executive vice president - chief operating and strategy officer of the Company, a position he has held since September 2020, having taken on additional responsibility for enterprise strategy in January 2024. Prior to this role, he served as executive vice president - household and lifestyle of the Company from July 2019 to September 2020. He served as executive vice president A A cleaning and Burt’s Bees from January 2019 to July 2019. From January 2015 to January 2019, he served as senior vice president A A chief marketing officer. He served as vice president A A general manager, Europe, Middle East, Africa and Asia from May 2012 to January 2015. From May 2011 to April 2012, he was director, international business development. From June 2008 to April 2011, he was general manager, Caribbean. Mr. Reynolds joined the Company in 1998. Chau Banks is the senior vice president A A chief information and data officer of the Company, a position she has held since June 2020, having taken on responsibility for enterprise analytics since September 2020. Prior to this role, she served as chief technology and digital officer at Revlon Consumer Products Company from January 2018 to June 2020. From September 2013 to November 2017, she was EVP, CIO and channel integration at New York & Company, Inc. (now RetailWinds Inc.). She has held leadership positions at leading global retailers including COACH, Abercrombie & Fitch and L Brands. She previously served as a management consultant at Caggemini and Ernst & Young. She also previously held positions at Energizer and Kimberly-Clark. Ms. Banks joined the Company in 2020. Shanique Bonelli-Moore is the vice president A A chief diversity and social impact officer of the Company, a position she has held since July 2022. Prior to joining Clorox, she was executive director of inclusion at United Talent Agency from January 2019 to June 2022, and director of corporate communications from April 2018 to December 2018. From November 2016 to April 2018, she was senior director of global internal communications and diversity & inclusion lead at BuzzFeed Entertainment. Earlier in her career, she held positions at leading companies including Anheuser-Busch InBev, NBCUniversal and GE where she focused on corporate communication, diversity, inclusion and belonging. Gina Kelly is the senior vice president - chief customer officer of the Company, a position she has held since June 2024. Prior to this role, she served as vice president - general manager, Walmart and leading-edge retailers from January 2022 to June 2024. She served as vice president - ecommerce and strategic accounts from July 2019 to January 2022. Ms. Kelly joined the Company in 1988 and subsequently held positions of increasing responsibility over the years, including vice president of sales - business development, acting vice president - grocery, natural and pet, senior director - Kroger and the natural channel. Michael Ott is the senior vice president A A chief research & development officer of the Company, a position he has held since June 2022. Previously, he served as interim sustainability officer, a position he held from November 2021 to February 2023, while also serving as vice president, research & development A A specialty division, from August 2018 through May 2018. Previously, he was vice president, research & development A A cleaning, international, and professional products divisions, from 25Table of Contents A A A October 2014 to August 2018. Dr. Ott joined the Company in 1996 as a scientist and has since held positions of increasing responsibility in research & development. Eric Schwartz is the senior vice president and chief marketing officer of the Company, a position he has held since March 2022. Previously, he was senior vice president and general manager A A specialty, from July 2019 to March 2022. Prior to joining Clorox, he was chief marketing officer and general manager at Tyson Foods, poultry segment, from January 2017 to February 2019. Earlier in his career, he held positions of

management responsibility at Tyson Foods and Henkel. Mr. Schwartz rejoined the Company in 2019 after serving as brand manager at the Company from 2000 to 2004.26Table of Contents

A A A PART IIITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIESMarket InformationThe Company's common stock is listed on the New York Stock Exchange. The ticker symbol is CLX. HoldersThe number of record holders of the Company's common stock as of July 23, 2024, was 8,435 based on information provided by the Company's transfer agent.Equity Compensation Plan InformationSee Part III, Item 12 hereof, which is incorporated herein by reference.Issuer Purchases of Equity SecuritiesIn May 2018, the Board of Directors authorized the Company to repurchase up to \$2,000 million in shares of common stock on the open market (Open-Market Program), which has no expiration date. In August 1999, the Board of Directors authorized a stock repurchase program to reduce or eliminate dilution upon the issuance of common stock pursuant to the Company's stock compensation plans (the Evergreen Program). In November 2005, the Board of Directors authorized the extension of the Evergreen Program to reduce or eliminate dilution in connection with issuances of common stock pursuant to the Company's 2005 Stock Incentive Plan. The Evergreen Program has no expiration date and has no specified limit as to dollar amount and therefore is not included in column [d] below. The following table sets forth the purchases of the Company's securities by the Company and any affiliated purchasers within the meaning of Rule 10b-18(a)(3) (17 CFR 240.10b-18(a)(3)) during the fourth quarter of fiscal year 2024.

[a]	[b]	[c]	[d]
Period	Total Number of Shares Purchased	Average Price Paid per Share	(1) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs; Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
April 1 to 30, 2024	\$933 million	\$933 million	1 to 30, 2024
May 1 to 31, 2024	\$993 million	\$993 million	1 to 30, 2024
June 1 to 30, 2024	\$993 million	\$993 million	1 to 30, 2024
July 1 to 31, 2024	\$993 million	\$993 million	1 to 30, 2024

million.

A A A (1) Average price paid per share in the period includes commission.

ITEM 6. RESERVE ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSThis information appears under Management's Discussion and Analysis of Financial Condition and Results of Operations, in Exhibit 99.1, which is incorporated herein by reference.

ITEM 7.A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKThis information appears under Quantitative and Qualitative Disclosures about Market Risk in Management's Discussion and Analysis of Financial Condition and Results of Operations, in Exhibit 99.1, which is incorporated herein by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATAThese statements and data appear in Exhibit 99.1, which is incorporated herein by reference.

27Table of ContentsA A A ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURENone.

ITEM 9.A. CONTROLS AND PROCEDURESDisclosure Controls and ProceduresThe Company's management, with the participation of the Company's chief executive officer and executive vice president, chief financial officer, evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this Report. Based on that evaluation, the chief executive officer and executive vice president, chief financial officer concluded that the Company's disclosure controls and procedures, as of the end of the period covered by this Report, were effective such that the information required to be disclosed by the Company in reports filed under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to management, including the chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding disclosure.

Management's Report on Internal Control Over Financial ReportingManagement's report on internal control over financial reporting is set forth in Exhibit 99.1, and is incorporated herein by reference.

The Company's independent registered public accounting firm, Ernst & Young, LLP, has audited the effectiveness of the Company's internal control over financial reporting as of June 30, 2024. See Report of Independent Registered Public Accounting Firm, which appears in Exhibit 99.1.

Change in Internal Control Over Financial ReportingNo change in the Company's internal control over financial reporting occurred during the fourth fiscal quarter of the fiscal year ended June 30, 2024, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

On Monday, August 14, 2023, the Company disclosed it had identified unauthorized activity on some of its Information Technology (IT) systems; see Note 3 in the consolidated financial statements in Exhibit 99.1. That activity began on Friday, August 11, 2023 and after becoming aware of it that evening, the Company immediately began taking steps to stop and remediate the activity. The Company also took certain systems offline and engaged third-party cybersecurity experts to support its investigation and recovery efforts. The Company implemented its business continuity plans, including manual ordering and processing procedures at a reduced rate of operations in order to continue servicing its customers. However, the incident resulted in wide-scale disruptions to the Company's business operations throughout the remainder of the first fiscal quarter of the fiscal year ended June 30, 2024. During the disruptions caused by the cyberattack, we deployed additional interim controls in response to taking certain systems offline during the period to maintain our internal control over financial reporting. The Company is in the process of implementing a new enterprise resource planning (ERP) system along with a suite of other digital technologies. In the first quarter of fiscal year 2025, we will begin implementing the new ERP system. As this implementation occurs during fiscal years 2025 and 2026, the Company will change its processes and procedures which, in turn, could result in changes to its internal control over financial reporting. As such changes occur, the Company will evaluate quarterly whether such changes materially affect our internal control over financial reporting.

ITEM 9.B. OTHER INFORMATIONRule 10b5-1 trading plans On June 7, 2024, Angela Hilt, EVP and Chief Legal Officer, entered into a trading plan designed to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act. The plan provides for sales of up to 1,733 shares of the Company's common stock. The plan also provides for the sale of up to 25% of shares of restricted stock units and performance units vesting during the duration of the plan, excluding any shares withheld by the Company to satisfy income tax withholding remittance obligations. Ms. Hilt's plan begins on September 6, 2024 and ends June 6, 2025 or when all of the shares have been sold. Each trading plan is in accordance with the Company's insider trading policy. Actual sale transactions will be disclosed publicly in filings with the SEC in accordance with applicable securities laws, rules and regulations.

28Table of ContentsA A A ITEM 9.C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONSNot applicable.

29Table of ContentsA A A PART IIITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCESee Information about our Executive Officers in Part I of this Report. The Company has adopted a Code of Conduct that applies to its principal executive officer, principal financial officer and principal accounting officer, among others. The Code of Conduct is located on the Company's website at [TheLoxorCompany.com](https://www.theloxorxcompany.com/company/policies-and-practices/codes-of-conduct/) under Company/Leadership and Governance/Codes of Conduct or <https://www.theloxorxcompany.com/company/policies-and-practices/codes-of-conduct/>. The Company intends to satisfy the requirement under Item 5.05 of Form 8-K regarding disclosure of amendments to, or waivers from, provisions of its Code of Conduct by posting such information on the Company's website. The Company's website also contains its corporate governance guidelines and the charters of its principal board committees. Information regarding the Company's directors and corporate governance set forth in the Proxy Statement is incorporated herein by reference. The Company has adopted an insider trading policy governing the purchase, sale, and/or other dispositions of its securities by its directors, officers, employees and independent contractors that the Company believes is reasonably designed to promote compliance with insider trading laws, rules and regulations, and the exchange listing standards applicable to the Company. It is the Company's policy to comply with all applicable securities and state laws (including appropriate approvals by the Company's board of directors or appropriate committee, if required) when engaging in transactions in the Company's securities.

ITEM 11. EXECUTIVE COMPENSATIONInformation regarding executive and director compensation, Management Development and Compensation Committee interlocks and insider participation and the report of the Management Development and Compensation Committee of the Company's board of directors set forth in the Proxy Statement is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERSInformation regarding security ownership of certain beneficial owners, management and directors and securities authorized for issuance under equity compensation plans set forth in the Proxy Statement is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCEInformation regarding certain relationships and related transactions and director independence set forth in the Proxy Statement is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICESInformation regarding principal accountant fees and services set forth in the Proxy Statement is incorporated herein by reference.

30Table of ContentsA A A PART IVITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES(A) Financial Statements and Schedules: A A A Consolidated Financial Statements and Reports of Independent Registered Public Accounting Firm included in Exhibit 99.1, incorporated herein by reference. A A A Reports of Ernst & Young, LLP, Independent Registered Public Accounting Firm (PCAOB ID: 42). A A A Consolidated Statements of Earnings for the fiscal years ended June 30, 2024, 2023 and 2022. A A A Consolidated Statements of Cash Flows for the fiscal years ended June 30, 2024, 2023 and 2022. A A A Consolidated Balance Sheets as of June 30, 2024, 2023 and 2022. A A A Consolidated Statements of Stockholders' Equity for the fiscal years ended June 30, 2024, 2023 and 2022. A A A Consolidated Statements of Cash Flows for the fiscal years ended June 30, 2024, 2023 and 2022. A A A Notes to Consolidated Financial Statements. (b) Exhibits: INDEX TO EXHIBITS Incorporated by Reference Exhibit Number Exhibit Description Form File No. Exhibit Filing Date 3.1 Restated Certificate of Incorporation. 10-K001-071513.1 August 14, 2018. 3. Bylaws (amended and restated). 8-K001-071513.2 May 26, 2023. 3. Certificate of Designations for The Clorox Company Series A Junior Participating Preferred Stock. 8-K001-071513.1 July 19, 2014. 1. Indenture, dated as of October 9, 2007, between the Company and The Bank of New York Trust Company N.A., as trustee. S-3ASR333-2007224.1 December 4, 2014. 2. Fourth Supplemental Indenture, dated as of September 13, 2012, between the Company and Wells Fargo Bank, National Association, as trustee. S-3ASR333-2007224.5 December 4, 2014. 3. Fifth Supplemental Indenture, dated as of December 9, 2014, between the Company and Wells Fargo Bank, National Association, as trustee. 8-K001-071514.1 December 9, 2014. 4. Sixth Supplemental Indenture, dated as of September 28, 2017, between the Company and Wells Fargo Bank, National Association, as trustee. 8-K001-071514.1 September 28, 2017. 5. Seventh Supplemental Indenture, dated as of May 9, 2018, between the Company and Wells Fargo Bank, National Association, as trustee. 8-K001-071514.1 May 9, 2018. 6. Eighth Supplemental Indenture, dated as of May 8, 2020, between the Company and Wells Fargo Bank, National Association, as trustee. 8-K001-071514.1 May 8, 2020. 7. Indenture dated as of May 11, 2022, between the Company and U.S. Bank Trust Company, National Association, as trustee. 8-K001-071514.1 May 11, 2022. 8. Form of 4.400% Senior Note due 2029. 8-K001-071514.3 May 11, 2022. 9. Form of 4.600% Senior Note due 2032. 8-K001-071514.4 May 11, 2022. 10. Description of Capital Stock of The Clorox Company. 10-K001-071514.10 August 14, 2019. 1. The Clorox Company Amended and Restated Independent Director's Deferred Compensation Plan, effective as of November 16, 2005, and amended and restated as of February 7, 2008. 10-Q001-071511.5 May 24, 2008. 3. Table of Contents A A A Incorporated by Reference Exhibit Number Exhibit Description Form File No. Exhibit Filing Date 10.2 The Clorox Company Non-Qualified Deferred Compensation Plan, adopted as of January 1, 1996, and amended and restated as of July 20, 2004. 10-K001-071511(x) August 27, 2004. 13. Amendment No. 1 to The Clorox Company Non-Qualified Deferred Compensation Plan. 10-K001-071511.3 August 16, 2016. 10.4 The Clorox Company Annual Incentive Plan, amended and restated as of September 20, 2023. 10-Q001-071511.1 November 1, 2023. 10.5 The Clorox Company 2005 Stock Incentive Plan, amended and restated as of November 17, 2021. DEF 14A001-07151 App. October 6, 2021. 10.6 Form of Performance Share Award Agreement under the Company's 2005 Stock Incentive Plan for awards made in 2023. 10-Q001-071511.2 February 1, 2024. 10.7 Form of Performance Share Award Agreement under the Company's 2005 Stock Incentive Plan for awards made in 2022. 10-Q001-071511.2 November 1, 2022. 10.8 Form of Performance Share Award Agreement under the Company's 2005 Stock Incentive Plan for awards made in 2021. 10-Q001-071511.4 November 1, 2021. 10.9 Form of Nonqualified Stock Option Award Agreement under the Company's 2005 Stock Incentive Plan

COMPANY Date: August 8, 2024By:/s/ Linda RendleLinda Rendle Chair and Chief Executive OfficerPursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated. Signature Title Date/s/ A. BanseDirectorAugust 8, 2024A. Banse/s/ J. DenmanDirectorAugust 8, 2024J. Denman/s/ S. C. FleischerDirectorAugust 8, 2024S. C. Fleischer/s/ E. LeeDirectorAugust 8, 2024E. Lee/s/ A. D. D. MackayDirectorAugust 8, 2024A. D. D. Mackay/s/ P. ParkerDirectorAugust 8, 2024P. Parker/s/ S. PlainesDirectorAugust 8, 2024S. Plaines/s/ M. J. ShattockDirectorAugust 8, 2024M. J. Shattock/s/ K. TesijaDirectorAugust 8, 2024K. Tesija/s/ R. J. WeinerDirectorAugust 8, 2024R. J. Weiner/s/ C. J. WilliamsDirectorAugust 8, 2024C. J. Williams/s/ L. RendleChair and Chief Executive Officer(Principal Executive Officer)August 8, 2024L. Rendle/s/ K. B. JacobsenExecutive Vice President æ Chief Financial Officer(Principal Financial Officer)August 8, 2024K. B. Jacobsen/s/ L. PeckVice President æ Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)August 8, 2024L. Peck35 EX-10.28 2 fy24ex1028thecoloroxcompany.htm EX-10.28 DocumentTHE CLOROX COMPANYSECOND AMENDED AND RESTATED EXECUTIVE RETIREMENT PLAN (Effective May 20, 2024)ARTICLE I.PURPOSEThis Plan is designed to provide for additional retirement benefits for selected executives of The Clorox Company. This Plan was originally adopted effective as of July 1, 2011, was amended with respect to subsequent elections effective as of July 1, 2016 and was first amended and restated effective as of November 14, 2023. This Plan is hereby amended and restated for the second time as set forth herein effective as of May 20, 2024, except as otherwise expressly set forth herein.This Plan is intended to be a plan that is unfunded and that is maintained by The Clorox Company primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees within the meaning of the Employee Retirement Income Security Act. This Plan also is intended to comply with the requirements of Section 409A of the Code.ARTICLE II.DEFINITIONSIn this Plan, the following terms have the meanings indicated below.2.01A Å Å Å Å Accountæ means a bookkeeping entry used to record deferrals and contributions made on a Participantæ™s behalf under Article III of the Plan and gains and losses credited to these deferrals and contributions under Article IV of the Plan.2.02A Å Å Å Å Beneficiaryæ means the person or persons, natural or otherwise, designated in writing, to receive a Participantæ™s vested Account if the Participant dies before distribution of his or her entire vested Account. A Participant may designate one or more primary Beneficiaries and one or more secondary Beneficiaries. A Participantæ™s Beneficiary designation will be made pursuant to such procedures as the Committee may establish and delivered to the Committee before the Participantæ™s death. The Participant may revoke or change this designation at any time before his or her death by following such procedures as the Committee may establish. If the Committee has not received a Participantæ™s Beneficiary designation before the Participantæ™s death or if the Participant does not otherwise have an effective Beneficiary designation on file when he or she dies, the Participantæ™s vested Account will be distributed to the Participantæ™s spouse if surviving at the Participantæ™s death, or if there is no such spouse, the Participantæ™s children in equal shares, or if none, the Participantæ™s estate.2.03A Å Å Å Å Boardæ means the Board of Directors of the Company.2.04A Å Å Å Å Change in Controlæ means:(a)The acquisition by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act) (a æPersonæ) of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of (i) 50% of either the total fair market value or the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors (the æOutstanding Company Voting Securitiesæ), or (ii) during a 12 month period ending on the date of the most recent acquisition by such Person, 30% of the Outstanding Company Voting Securities; provided, however, that for purposes of this subsection (a), the following acquisitions shall not constitute a Change in Control: (i) any acquisition directly from the Company, (ii) any acquisition by the Company, including any acquisition which by reducing the number of shares outstanding, is the sole cause for increasing the percentage of shares beneficially owned by any such Person to more than the applicable percentage set forth above, (iii) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any corporation controlled by the Company or (iv) any acquisition by any corporation pursuant to a transaction which complies with clauses (i), (ii) and (iii) of subsection (c) of this Section 2.05; or(b)Individuals who, as of the Effective Date, constitute the Board (the æIncumbent Boardæ) cease for any reason within any period of 12 months to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the Effective Date whose election, or nomination for election by the Companyæ™s stockholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board, shall be considered as though such individual were a member of the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board; or(c)Consumption by the Company of a reorganization, merger or consolidation or sale or other disposition of all or substantially all of the assets of the Company or the acquisition of assets of another corporation (a æBusiness Combinationæ), in each case, unless, following such Business Combination, (i) more than 50% of, respectively, the then outstanding shares of common stock and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors, as the case may be, of the corporation resulting from such Business Combination (including without limitation, a corporation which as a result of such transaction owns the Company or all or substantially all of the Companyæ™s assets either directly or through one or more subsidiaries) is represented by Outstanding Company Common Stock and Outstanding Company Voting Securities, respectively, that were outstanding immediately prior to such Business Combination (or, if applicable, is represented by shares into which such Outstanding Company Common Stock and Outstanding Company Voting Securities were converted pursuant to such Business Combination) and such ownership of common stock and voting power among the holders thereof is in substantially the same proportions as their ownership, immediately prior to such Business Combination of the Outstanding Company Common Stock and Outstanding Company Voting Securities, as the case may be, (ii) no Person (excluding any employee benefit plan (or related trust) of the Company or such corporation resulting from such Business Combination) beneficially owns, directly or indirectly, 20% or more of, respectively, the then outstanding shares of common stock of the corporation resulting from such Business Combination or the combined voting power of the then outstanding voting securities of such corporation except to the extent that such ownership existed prior to the Business Combination and (iii) at least a majority of the members of the board of directors of the corporation resulting from such Business Combination were members of the Incumbent Board at the time of the execution of the initial agreement, or of the action of the Board, providing for such Business Combination. (d)Notwithstanding any other provision in this Section 2.05, any transaction defined in Section 2.05(a) through (c) above that does not constitute a æchange in the ownership or effective controlæ of the Company, or æchange in the ownership of a substantial portion of the assetsæ of the Company within the meaning of Treasury Regulations 1.409A-3(a)(5) and 1.409A-3(i)(5) shall not be treated as a Change in Control for purposes of this Plan.2.05A Å Å Å Å Codeæ means the Internal Revenue Code of 1986, as amended.2.06A Å Å Å Å Committeeæ means the Management Development and Compensation Committee of the Companyæ™s Board of Directors. The Committee has full, discretionary authority to administer and interpret the Plan, to determine eligibility for Plan benefits, to select employees for Plan participation, and to correct errors. The Committee may delegate its duties and responsibilities and, unless the Committee expressly provides to the contrary, any such delegation will carry with it the Committeeæ™s full discretionary authority to accomplish the delegation. Decisions of the Committee and its delegate will be final and binding on all persons.2.07A Å Å Å Å Companyæ means The Clorox Company, a Delaware corporation.2.08A Å Å Å Å Disabilityæ means the Participant is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, or is, by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than three months under the Companyæ™s insurance plans.2.09A Å Å Å Å Effective Dateæ means May 20, 2024.2.10A Å Å Å Å Eligible Employeeæ means an employee of the Company or of a Subsidiary who has been selected by the Committee, and notified by the Company of eligibility, for Plan participation. Unless otherwise determined by the Committee, an individual will cease to be an Eligible Employee on the earliest of (i) the date the individual ceases to be employed by the Company and all Subsidiaries, (ii) the date the Plan is terminated, or (iii) the date the Committee, in its discretion, determines that the individual is no longer an Eligible Employee. In addition to the foregoing, the Committee may, in its discretion, deny eligibility to any employee or group of employees who may previously have been Eligible Employees.2.11A Å Å Å Å Employeræ means the entity for whom services are performed and with respect to whom the legally binding right to compensation arises, and all entities with whom such entity would be considered a single employer under Section 414(b) of the Code; provided that in applying Section 1563(a)(1), (2), and (3) of the Code for purposes of determining a controlled group of corporations under Section 414(b) of the Code, the language æfor at least 50 percentæ is used instead of æat least 80 percentæ each place it appears in Section 1563(a)(1), (2), and (3) of the Code, and in applying Treasury Regulation Å 1.1414(c)-2 for purposes of determining trades or businesses (whether or not incorporated) that are under common control for purposes of Section 414(c) of the Code, æat least 50 percentæ is used instead of æat least 80 percentæ each place it appears in Treasury Regulation Å 1.1414(c)-2; provided, however, æat least 20 percentæ shall replace æat least 50 percentæ in the preceding clause if there is a legitimate business criteria for using such lower percentage.2.12A Å Å Å Å Exchange Actæ means the Securities Exchange Act of 1934, as amended.2.13A Å Å Å Å ERISAæ means the Employee Retirement Income Security Act of 1974, as amended.2.14A Å Å Å Å Identification Dateæ means each December 31.2.15A Å Å Å Å Measuring Fundæ means one or more of the investment funds selected by the Committee pursuant to Article IV.2.16A Å Å Å Å Participantæ means a current or former Eligible Employee who retains an Account and/or has been selected by the Committee as eligible to receive contributions pursuant to Section 3.01.2.17A Å Å Å Å Planæ means The Clorox Company Executive Retirement Plan, as amended from time to time.2.18A Å Å Å Å Plan Yearæ means a calendar year.2.19A Å Å Å Å Retirement Contributionæ means a contribution credited to a Participantæ™s Account by the Company pursuant to Section 3.01.2.20A Å Å Å Å Section 409Aæ means Section 409A of the Code, as the same may be amended from time to time, and any successor statute to such section of the Code. References to Section 409A or any requirement under Section 409A, as the same may be interpreted, construed or applied to this Plan at any particular time, shall be deemed to mean and include, to the extent then applicable and then in force and effect (but not to the extent overruled, limited or superseded), published rulings and similar announcements issued by the Internal Revenue Service under or interpreting Section 409A, regulations issued by the Secretary of the Treasury under or interpreting Section 409A, decisions by any court of competent jurisdiction involving a Participant or a Beneficiary and any closing agreement made under Section 7121 of the Code that is approved by the Internal Revenue Service and involves a Participant, all as determined by the Board in good faith, which determination may (but shall not be required to) be made in reliance on the advice of such tax counsel or other tax professional(s) with whom the Board from time to time may elect to consult with respect to any such matter.2.21A Å Å Å Å Separation from Serviceæ means termination of employment with the Employer, other than by reason of death. A Participant shall not be deemed to have Separated from Service if the Participant continues to provide services to the Company or any of its Subsidiaries in a capacity other than as an employee and if the former employee is providing services at an annual rate that is fifty percent or more of the services rendered, on average, during the immediately preceding thirty-six months of employment with the Employer (or if employed by the Employer less than thirty-six months, such lesser period); provided, however, that a Separation from Service will be deemed to have occurred if a Participantæ™s service with the Employer is reduced to an annual rate that is less than twenty percent of the services rendered, on average, during the immediately preceding thirty-six months of employment with the Employer (or if employed by the Employer less than thirty-six months, such lesser period).2.22A Å Å Å Å Specified Employeeæ means a Participant who, on an Identification Date, is a æSpecified Employeeæ as such term is defined in Section 409A. As of the Effective Date, a Specified Employee is:(a)An officer of the Company having annual compensation greater than the compensation limit in Section 416(i)(1)(A)(i) of the Code, provided that no more than fifty officers of the Company shall be determined to be Specified Employees as of any Identification Date;(b)A five percent owner of the Company regardless of compensation; or(c)A one percent owner of the Company having annual compensation from the Company of more than \$150,000.If a Participant is identified as a Specified Employee on an Identification Date, then such Participant shall be considered a Specified Employee for purposes of the Plan during the period beginning on the first April 1 following the Identification Date and ending on the next March 31.2.23A Å Å Å Å Subsidiaryæ means shall mean any entity (other than the Company) in an unbroken chain of entities beginning with the Company, provided each entity (other than the last entity) in the unbroken chain owns, at the time of the determination, stock possessing fifty percent (50%) or more of the total combined voting power of all classes of equity in one of the other entities in such chain.2.24A Å Å Å Å Unforeseeable Emergencyæ shall have the meaning given to it in Section 409A. As of the Effective Date, the term means a severe financial hardship to the Participant or Beneficiary resulting from:(a)An illness or accident of the Participant or Beneficiary, the Participantæ™s or Beneficiaryæ™s spouse, or the Participantæ™s or Beneficiaryæ™s dependent (as defined in Section 152(a) of the Code); or(b)Loss of the Participantæ™s property due to casualty (including the need to rebuild a home following damage to a home not otherwise covered by insurance); or(c)Other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant.Hardship shall not constitute an Unforeseeable Emergency under the Plan to the extent that it is, or may be, relieved by:(x)Reimbursement or compensation, by insurance or otherwise;(y)Liquidation of the Participantæ™s assets to the extent that the liquidation of such assets would not itself cause severe financial hardship. Such assets shall include but not be limited to stock options, Company stock, and 401(k) plan balances; or(z)Cessation of deferrals under the Plan.An Unforeseeable Emergency under the Plan does not include (among other events):(A)Sending a child to college; or(B)Purchasing a home.ARTICLE III.CONTRIBUTIONS3.01 A Å Å Å Retirement Contributions. Accounts for the Participants may be credited with discretionary contributions as described below.(a)Contributions. For each Plan Year of the Company or at such other times as the Committee may determine, the Company may credit a Participant with a discretionary contribution under the Plan. Such Retirement Contribution, if any, and the amount thereof, will be determined in the sole and absolute discretion of the Committee, and to such Participants or groups or categories of Participants as shall be determined in the sole and absolute discretion of the Company. In the event that the Company credits Participants with a discretionary contribution under the Plan for a Plan Year in which a Participant retires after having reached (1) twenty (20) or more years of Vesting Service (as defined below) or (2) age fifty-five with ten (10) or more years of Vesting Service, such Participant shall be credited with a prorated portion of the contribution credited to individuals who were Participants for the entire Plan Year.(b)Crediting. Retirement Contributions will be credited to Participantsæ™ Accounts as of the date specified by the Committee.(c)Vesting. Unless otherwise determined by the Committee or provided elsewhere in the Plan, Participants will vest in their Retirement Contributions one-third on each December 31 of the first three Plan Years immediately following the end of the Plan Year with respect to which the applicable Retirement Contribution is made, subject to the Participantæ™s continued employment with the Company through the applicable vesting date; provided, however, that from and after the date a Participant attains the earlier of (1) twenty (20) or more years of ævesting service,æ which solely for purposes of this Plan, shall be calculated under Article III of The Clorox Company 401(k) Plan (the ææ401(k) Planæ) entitled ææServiceææ along with any other relevant provisions of the 401(k) Plan necessary or desirable to give full effect thereto, or any successor provisions, regardless of the status of the Participant with respect to the 401(k) Plan (ææVesting Serviceæ) or (2) age fifty-five with ten (10) or more years of Vesting Service, the Participant will be considered fully vested in all Retirement Contributions under the Plan. Furthermore, in the event of a Participantæ™s Separation from Service by reason of his or her death or Disability, all unvested Retirement Contributions shall become immediately and fully vested as of immediately prior to such Separation from Service.ARTICLE IV.EARNINGS4.01A Å Å Å General. A Participantæ™s Account shall be credited with earnings in accordance with this Article IV.4.02A Å Å Å Investment Options. The Committee shall select the Measuring Funds whose performance will measure the amounts to be credited under Section 4.03 to the Participantsæ™ Accounts. The selection of Measuring Funds shall be for bookkeeping purposes only, and the Company shall not be obligated actually to invest any money in the Measuring Funds, or to acquire or maintain any actual investment. The Committee may, in its discretion, change its selection of the Measuring Funds at any time. If a Participant has elected pursuant to this Section 4.02 to invest all or a portion of his Account in a Measuring Fund which the Committee decides to discontinue, such portion of his Account shall be invested after such discontinuance in the continuing Measuring Fund which the Committee determines, in its discretion, most nearly resembles the discontinued Measuring Fund. The Committee shall provide each Participant with a list of the Measuring Funds available for hypothetical investment, and the Participant shall designate, on a form provided by the Committee, one or more of such Measuring Funds in which his Account will be deemed to be invested. The Committee, in its discretion, shall designate the times, procedures and limitations for the designation of hypothetical investments by Participants of their Accounts among the Measuring Funds (including, but not limited to, the times when a Participant may change his hypothetical investments, the increments (expressed as a dollar amount or as a percentage of the Participantæ™s Account) in which a Participant may chose to make a hypothetical investment in a Measuring Fund, and any minimum increment (expressed as a dollar amount or as a percentage of the Participantæ™s Account) that may be deemed to be invested in a Measuring Fund); provided, however, that a Participant may make a selection of a hypothetical investment in a Measuring Fund on a prospective basis only.4.03A Å Å Å Earnings Credits. The

Committee shall determine, in its discretion, the exact times and methods for crediting or charging each Participant's Account with the earnings, gains, losses, and changes in value of the Measuring Funds selected by the Participant. The Committee may, at any time, change the timing or methods for crediting or debiting earnings, gains, losses, and changes in value of Measuring Funds. ARTICLE V. DISTRIBUTIONS. 5.01A A A Distribution Elections. (a) Initial Election. Upon commencement of participation in the Plan and for each subsequent Plan Year, prior to the commencement of such Plan Year, a Participant will elect, in writing, which of the distribution options described in Section 5.02 will govern payment of the deferrals and applicable earnings credited thereon to Participant's Account for the following Plan Year. Subject to Section 5.01(b) below, the election made under this subsection (a) shall be irrevocable as of the first day of the applicable Plan Year. (b) Subsequent Election. A Participant may change the form of a distribution election with respect to all or a portion of his or her Account by submitting the change to the Committee, in writing, at least one calendar year before the originally scheduled distribution date. Unless otherwise approved by the Administrator in its sole discretion, only one change election under this paragraph (b) can be made for amounts credited to a Participant's Account for any specific Plan Year. Any such change election will defer the timing of commencement of the distribution for five years after the originally scheduled distribution date. A change election made under this paragraph (b) shall be irrevocable as of the date that is one year prior to the originally scheduled distribution date. If such a subsequent election is not valid because, for example, it is not made in a timely manner, the Participant's most recent effective distribution election will govern the payment of the Participant's Account. 5.02A A A Distribution Options. (a) Separation from Service. A Participant's vested Account will be distributed to the Participant upon the Participant's Separation from Service. A Participant may elect a distribution upon his or her Separation from Service in one of the following forms, subject to the timing requirements outlined in paragraph (c) below: (i) Lump Sum. Payment in one lump sum within 90 days following the date of the Participant's Separation from Service. (ii) Installments. Payment in up to fifteen annual installments. Installment distributions will commence on January 1 of the calendar year immediately following the Participant's Separation from Service. For purposes of this Plan, installment payments shall be treated as a single distribution under Section 409A of the Code. (b) Timing. Subject to the provisions of paragraph (d) below, payments made pursuant to paragraph (a) above, will be made as soon as administratively practicable, but not later than 90 days after the applicable date or dates determined under Section 5.02(a) above. (c) Default Distribution. If the Committee does not have a proper distribution election on file for a portion or all of a Participant's Account, the vested portion of that Participant's Account will be distributed to the Participant, following the Participant's Separation from Service, in one lump sum as soon as administratively practicable, but not later than 90 days after the Participant's Separation from Service. (d) Delayed Distribution to Specified Employees. Notwithstanding any other provision of this Section 5.02 to the contrary, a distribution scheduled to be made to a Participant upon his or her Separation from Service who is identified as a Specified Employee as of the date he Separates from Service shall be delayed for a minimum of six months following the Participant's Separation from Service. Any payment that otherwise would have been made pursuant to this Section 5.02 during the six-month period following the Participant's Separation from Service shall be made as soon as administratively practicable, but not later than 90 days after the six-month anniversary of the Participant's Separation from Service. The identification of a Participant as a Specified Employee shall be made by the Committee in its sole discretion in accordance with Section 2.23 of the Plan and Sections 416(i) and 409A of the Code and the regulations promulgated thereunder. (e) Limited Cashout. Notwithstanding the foregoing or anything in this Plan to the contrary, to the extent that the sum of Participant's Account and account balance for any other plan or arrangement with respect to which deferrals of compensation are treated as having been deferred under a single nonqualified deferred compensation plan under Treasury Regulation 1.409A-1(c)(2) is less than the limit under Section 402(g)(1)(A) of the Code at the time of Separation from Service, to the extent permitted by Section 409A and the regulations promulgated thereunder, the Company may cause the Account to be paid in a lump sum. 5.03A A A Subsequent Credits. Amounts, if any, that become payable to a Participant's Account after distributions have begun from that Account, and before the Participant is rehired or dies, will, be paid out pursuant to the distribution election in effect for that Participant upon his or her Separation from Service. 5.04A A A Death or Disability. If a Participant dies or becomes Disabled with a vested amount in his or her Account, whether or not the Participant was receiving distributions from that Account at the time of his or her death or Disability, the Participant or his or her Beneficiary will receive the entire vested amount in the Participant's Account in accordance with the distribution election made by the Participant. Such election must be made no later than the time of the Participant's initial deferral election made in accordance with Article V in one of the following forms, subject to the timing requirements outlined in Section 5.02(b) above: (a) Lump Sum. Payment in one lump sum. (b) Installments. Payment in up to fifteen annual installments. Installment distributions will commence on January 1 of the calendar year immediately following the Participant's death or Disability. For purposes of this Plan, installment payments shall be treated as a single distribution under Section 409A of the Code. If no valid election is on file, the vested portion of Participant's Account shall be distributed in a single lump sum. Distributions under this Section 5.04 shall be made as soon as administratively practicable, but not later than 90 days after Participant is determined to have a Disability or Participant's death, as applicable. 5.05A A A Unforeseeable Emergency. In the event of a Participant's Unforeseeable Emergency, and upon application by such Participant, the Committee may determine at its sole discretion that payment of all, or part, of such Participant's Account shall be made in one lump sum payment with the last payroll of the month following the month in which the distribution is approved by the Committee. Payments due to a Participant's Unforeseeable Emergency shall be permitted only to the extent reasonably required to satisfy the Participant's need. 5.06A A A Prohibition on Acceleration. Notwithstanding any other provision of the Plan to the contrary, no distribution will be made from the Plan that would constitute an impermissible acceleration of payment as defined in Section 409A(a)(3) of the Code and the regulations promulgated thereunder. 5.07A A A Withholding. The Company will deduct from Plan distributions, or from other compensation payable to a Participant or Beneficiary, amounts required by law to be withheld for taxes with respect to benefits under this Plan. The Company reserves the right to reduce any deferral or contribution that would otherwise be made to this Plan on behalf of a Participant by a reasonable amount, and to use all or a portion of this reduction to satisfy the Participant's tax liabilities under this Section 5.07. ARTICLE VI. MISCELLANEOUS. 6.01A A A Limitation of Rights. Participation in this Plan does not give any individual the right to be retained in the service of the Company or of any related entity. 6.02A A A Satisfaction of Claims. Payments to a Participant, the Participant's legal representative, or Beneficiary in accordance with the terms of this Plan will, to the extent thereof, be in full satisfaction of all claims that person may have hereunder against the Committee, the Company, and all Subsidiaries, any of which may require, as a condition to payment, that the recipient execute a receipt and release in a form determined by the Committee, the Company, or an Subsidiary. 6.03A A A Claims and Review Procedure. (a) Informal Resolution of Questions. Any Participant or Beneficiary who has questions or concerns about his or her benefits under the Plan is encouraged to communicate with The Clorox Company Executive Compensation Manager. If this discussion does not give the Participant or Beneficiary satisfactory results, a formal claim for benefits may be made within one year of the event giving rise to the claim in accordance with the procedures of this Section 6.03. (b) Formal Benefits Claim. Review by Executive Compensation Manager. A Participant or Beneficiary may make a written request for review of any matter concerning his or her benefits under this Plan. The claim must be addressed to The Clorox Company Executive Retirement Plan, Attn: Executive Compensation Manager 1221 Broadway, Oakland, California 94612-1888. The Executive Compensation Manager shall decide the action to be taken with respect to any such request and may require additional information if necessary to process the request. The Executive Compensation Manager shall review the request and shall issue his or her decision, in writing, no later than 90 days after the date the request is received, unless the circumstances require an extension of time. If such an extension is required, written notice of the extension shall be furnished to the person making the request within the initial 90-day period, and the notice shall state the circumstances requiring the extension and the date by which the Executive Compensation Manager expects to reach a decision on the request. In no event shall the extension exceed a period of 90 days from the end of the initial period. (c) Notice of Denied Request. If the Executive Compensation Manager denies a request in whole or in part, he or she shall provide the person making the request with written notice of the denial within the period specified in paragraph (b) above. The notice shall set forth the specific reason for the denial, reference to the specific Plan provisions upon which the denial is based, a description of any additional material or information necessary to perfect the request, an explanation of why such information is required, and an explanation of the Plan's appeal procedures and the time limits applicable to such procedures, including a statement of the claimant's right to bring a civil action under Section 502(a) of ERISA following an adverse benefit determination on review. (d) Appeal to Committee. (i) A person whose request has been denied in whole or in part (or such person's authorized representative) may file an appeal of the decision in writing with the Committee within 60 days of receipt of the notification of denial. The appeal must be addressed to: The Clorox Company Executive Retirement Plan, 1221 Broadway, Oakland, California 94612-1888. The Committee, for good cause shown, may extend the period during which the appeal may be filed for another 60 days. The appellant and/or his or her authorized representative shall be permitted to submit written comments, documents, records and other information relating to the claim for benefits. Upon request and free of charge, the applicant should be provided reasonable access to and copies of, all documents, records or other information relevant to the appellant's claim. (ii) The Committee's review shall take into account all comments, documents, records and other information submitted by the appellant relating to the claim, without regard to whether such information was submitted or considered in the initial benefit determination. The Committee shall not be restricted in its review to those provisions of the Plan cited in the original denial of the claim. (iii) The Committee shall issue a written decision within a reasonable period of time but not later than 60 days after receipt of the appeal, unless special circumstances require an extension of time for processing, in which case the written decision shall be issued as soon as possible, but not later than 120 days after receipt of an appeal. If such an extension is required, written notice shall be furnished to the appellant within the initial 60-day period. This notice shall state the circumstances requiring the extension and the date by which the Committee expects to reach a decision on the appeal. (iv) If the decision on the appeal denies the claim in whole or in part written notice shall be furnished to the appellant. Such notice shall state the reason(s) for the denial, including references to specific Plan provisions upon which the denial was based. The notice shall state that the appellant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to the claim for benefits. The notice shall describe any voluntary appeal procedures offered by the Plan and the appellant's right to obtain the information about such procedures. The notice shall also include a statement of the appellant's right to bring an action under Section 502(a) of ERISA. (v) The decision of the Committee on the appeal shall be final, conclusive and binding upon all persons and shall be given the maximum possible deference allowed by law. (e) Exhaustion of Remedies. No legal or equitable action for benefits under the Plan shall be brought unless and until the claimant has submitted a written claim for benefits in accordance with paragraph (b) above, has been notified that the claim is denied in accordance with paragraph (c) above, has filed a written request for a review of the claim in accordance with paragraph (d) above, and has been notified in writing that the Committee has affirmed the denial of the claim in accordance with paragraph (d) above; provided, however, that an action for benefits may be brought after the Executive Compensation Manager or Committee has failed to act on the claim within the time prescribed in paragraph (b) and paragraph (d), respectively. 6.04A A A Indemnification. The Company and its Subsidiaries will indemnify the Committee, the Board, and employees of the Company and its Subsidiaries to whom responsibilities have been delegated under the Plan for all liabilities and expenses arising from an act or omission in the management of the Plan if the person to be indemnified did not act dishonestly or otherwise in willful violation of the law under which the liability or expense arises. 6.05A A A Assignment. (a) General. To the fullest extent permitted by law, rights to benefits under the Plan are not subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance, attachment, or garnishment by creditors of a Participant or a Beneficiary. (b) Domestic Relations Orders. The procedures established by the Company for the determination of the qualified status of domestic relations orders and for making distributions under qualified domestic relations orders, as provided in Section 206(d) of ERISA, shall apply to the Plan, to the extent pertinent. Amounts awarded to an alternate payee under a qualified domestic relations order shall be distributed in the form of a lump sum distribution as soon as administratively feasible following the determination of the qualified status of the domestic relations order; provided, however, that no portion of the Participant's unvested Account may be awarded to an alternate payee. 6.06A A A Lost Recipients. If the Committee cannot locate a person entitled to payment of a Plan benefit after a reasonable search, the Committee may at any time thereafter treat that person's Account as forfeited and amounts credited to that Account will revert to the Company. If the lost person subsequently presents the Committee with a valid claim for the forfeited benefit amount, the Company will pay that person the amount forfeited. 6.07A A A Amendment. The Board may, at any time, amend the Plan in writing. In addition, the Committee may amend the Plan (other than this Section 6.07) in writing, provided that the amendment will not cause any substantial increase in cost to the Company or to any Subsidiary. No amendment may, without the consent of an affected Participant (or, if the Participant is deceased, the Participant's Beneficiary), adversely affect the Participant's or the Beneficiary's rights and obligations under the Plan with respect to amounts already credited to a Participant's Account, unless such amendment is required to comply with any provision of the Code, ERISA or other applicable law. 6.08A A A Suspension. The Board may, at any time, suspend the Plan. 6.09A A A Termination. (a) General. The Board may terminate the Plan at any time and in the Board's discretion the Accounts of Participants may be distributed within the period beginning twelve months after the date the Plan was terminated and ending twenty-four months after the date the Plan was terminated, or pursuant to Sections 5.02(a) of the Plan, if earlier. If the Plan is terminated and Accounts are distributed, the Company shall terminate all plans and arrangements (which would be treated as aggregated and having been deferred under a single plan under Treasury Regulation 1.409A-1(c)(2)(i)(A)) with respect to all participants and shall not adopt a new account balance non-qualified deferred compensation plan for at least three years after the date the Plan was terminated. (b) Change in Control. The Board, in its discretion, may terminate the Plan thirty days prior to or twelve months following a Change in Control and distribute the Accounts of the Participants (whether previously vested or unvested) within the twelve-month period following the termination of the Plan. If the Plan is terminated and Accounts are distributed, the Company shall terminate all plans and arrangements (which would be treated as aggregated and having been deferred under a single plan under Treasury Regulation 1.409A-1(c)(2)(i)(A)) sponsored by the Company and all of the benefits of the terminated plans shall be distributed within twelve months following the termination of the plans. (c) Dissolution or Bankruptcy. The Board, in its discretion, may terminate the Plan upon a corporate dissolution of the Company that is taxed under Section 331 of the Code or with the approval of a bankruptcy court pursuant to 11 U.S.C. Section 503(b)(1)(A), provided that the Participant's Accounts are distributed and included in the gross income of the Participants by the latest of (i) the calendar year in which the Plan terminates or (ii) the first calendar year in which payment of the Accounts is administratively practicable. 6.10A A A Applicable Law. To the extent not governed by Federal law, the Plan is governed by the laws of the State of California without choice of law rules. 6.11A A A Severability. If any one or more of the provisions contained in this Plan, or any application thereof, shall be invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions contained herein and all other applications thereof shall not in any way be affected or impaired thereby. This Plan shall be construed and enforced as if such invalid, illegal or unenforceable provision has never comprised a part hereof, and the remaining provisions hereof shall remain in full force and effect and shall not be affected by the invalid, illegal or unenforceable provision or by its severance herefrom. In lieu of such invalid, illegal or unenforceable provisions there shall be added automatically as a part hereof a provision as similar in terms and economic effect to such invalid, illegal or unenforceable provision as may be possible and be valid, legal and enforceable. 6.12A A A No Funding. The Plan constitutes a promise by the Company and its Subsidiaries to make payments in the future in accordance with the terms of the Plan. Participants and Beneficiaries have the status of general unsecured creditors of the Company and its Subsidiaries. Plan benefits will be paid from the general assets of the Company and its Subsidiaries and nothing in the Plan will be construed to give any Participant or any other person rights to any specific assets of the Company or its Subsidiaries. In all events, it is the intention of the Company, all Subsidiaries and all Participants that the Plan be treated as unfunded for tax purposes and for purposes of Title I of ERISA. 6.13A A A Authority to Establish a Grantor Trust. The Committee is authorized in its sole discretion to establish a grantor trust for the purpose of providing security for the payment of Accounts under the Plan; provided, however, that no Participant or Beneficiary shall be considered to have a beneficial ownership interest (or any other sort of interest) in any specific asset of the Corporation or of its Subsidiaries as a result of the creation of such trust or the transfer of funds or other property to such trust. The Committee may establish such a trust at any time, including without limitation the time of a Change in Control. 6.14A A A Code Section 409A Compliance. To the extent applicable, it is intended that this Plan and any distributions hereunder comply with the requirements of Section 409A. Any provision that would cause the Plan or any distributions granted hereunder to fail to satisfy Section 409A shall have no force or effect until amended to comply with Section 409A, which amendment may be retroactive to the extent permitted by Section 409A. IN WITNESS WHEREOF, The Clorox Company has caused this Plan to be executed by its duly authorized representative on the date indicated below. THE CLOROX COMPANY
DATE TITLE: EX-19 3 fy24clxex19insidertradingp.htm EX-19 DocumentCorporate PolicyPolicy Title: Insider TradingDate Issued: 5/20/2024Policy

Category:Ethics and Standards References to The Clorox Company, Clorox, and Company refer to The Clorox Company and its subsidiary companies

worldwide.PURPOSEFederal and state laws prohibit the buying, selling or making of other transfers of securities by persons who have material information regarding the issuer of those securities that is not generally known by or available to the public. These laws also prohibit persons with such information from disclosing it to others who then trade in the securities of the issuer to which the information relates.The Company has adopted the following policy (this Policy) regarding transactions in securities of the Company when directors, officers, employees and independent contractors of the Company have Material Nonpublic Information. As discussed more fully below, Material information generally means information that is reasonably likely to be considered by a reasonable investor as important in making an investment decision to buy, hold or sell securities. Nonpublic Information is information that is not generally known by or available to the public. You are responsible for ensuring that you do not violate federal or state securities laws or this Policy. We designed this Policy to promote compliance with the federal and state securities laws and to protect the Company and you from the serious liabilities and penalties that can result from violations of these laws.If you violate the insider trading laws, you may have to pay civil fines of up to three times the profit gained or loss avoided by such trading, as well as criminal fines of up to \$5 million per violation. You also may have to serve a jail sentence of up to 20 years. In addition, the Company could be subject to a civil fine of the greater of \$1 million (as may be adjusted for inflation) or three times the profit gained or loss avoided as a result of an insider trading violation, as well as a criminal fine of up to \$25 million per violation. The Department of Justice (DOJ), the Securities and Exchange Commission (SEC) and the New York Stock Exchange (NYSE) are very effective at detecting and pursuing insider trading cases. The SEC and the DOJ have successfully prosecuted cases against employees and other insiders who traded through foreign accounts, insider trading by family members and friends of employees and other insiders, and insider trading involving only a small number of shares. Therefore, it is important that you understand the breadth of activities that constitute insider trading. This Policy sets out the Companys policy in the area of insider trading and should be read carefully and complied with fully. Directors, officers, employees and independent contractors of the Company should always consult Legal Services with any questions concerning this Policy. POLICIES AND PROCEDURES.A.Trading PolicyProhibited Trading1.Trading While Aware of Material Nonpublic Information. Except to the extent permitted by Section E of Policies and Procedures hereof (Rule 10b5-1 Trading Plans), you may not trade in the stock or other securities of any company when you are aware of Material Nonpublic Information about that company. This policy against insider trading applies to trading in both (a) Company securities, as well as to trading in (b) the securities of other companies, if you have Material Nonpublic Information with respect to that company gained through your work at the Company. For example, if you have Material Nonpublic Information that the Company is engaging in a confidential negotiation of a significant supply contract with Supplier A that may materially impact Supplier B, you may not trade in the stock or securities of the Company, Supplier A or Supplier B. Transactions that you may think are necessary or justifiable for independent reasons (such as the need to raise money for a personal emergency expenditure) are not excepted from these restrictions. The securities laws do not recognize mitigating circumstances and, in any event, even the appearance of an improper transaction must be avoided to preserve the Companys reputation for adhering to the highest standards of conduct.2.Tipping. You may not convey Material Nonpublic Information about a company to others or suggest that anyone purchase or sell any companys securities while you are aware of Material Nonpublic Information about that company. This practice, known as tipping, violates the securities laws and can result in the same civil and criminal penalties that apply if you engage in insider trading directly, even if you do not receive any money or derive any benefit from trades made by persons to whom you passed Material Nonpublic Information. This policy against tipping applies to information about the Company and its securities, as well as to information about other companies. This policy does not restrict ordinary and legitimate business communications where you have a reasonable basis to expect that the other person will not trade while in possession of the information and will keep such information confidential.3.Short Sales. Short sales of a security (i.e., the sale of a security that the seller does not own) by their nature reflect an expectation that the value of the security will decline. Short sales can create perverse incentives for the seller, and signal to the market a lack of confidence in the Companys prospects. Accordingly, you are prohibited from engaging in a short sale of Company securities.4.Publicly Traded Options. A put is a right to sell a security at a specific price before a set date, and a call is a right to buy a security at a specific price before a set date. Generally, put options are purchased when a person believes the value of a security will fall, and call options are purchased when a person believes the value of a security will rise. A transaction in options is, in effect, a bet on the short-term movement of the Companys securities, and therefore creates the appearance of trading on the basis of material non-public information. Transactions in options may also focus your attention on short-term performance at the expense of the Companys long-term objectives. Accordingly, you are prohibited from engaging in a put, call or other derivative security transaction relating to Company securities on an exchange or in any other organized market.5.Hedging. You are prohibited from engaging in hedging transactions in Company securities. A hedging transaction is the purchase of a financial instrument to, or otherwise engaging in a transaction that is designed to, hedge or offset, any decrease in the market value of the Companys equity securities that were granted to you as part of your compensation or that you hold directly or indirectly. Examples of hedging transactions include pre-paid forward contracts, equity swaps and collars. Because participating in these transactions may cause a person to no longer have the same objectives as the Companys other shareholders, no person subject to this Policy may engage in such transactions. 6.Pledging. Directors, officers and their Related Entities are prohibited from holding Company securities in a margin account unless all Company securities held in such account are blocked from being margined. These persons are also prohibited from pledging Company securities as collateral. While holding Company securities in a margin account or pledging Company securities as collateral by independent contractors or employees is not prohibited by this Policy, such employees who are not directors, officers or their Related Entities should exercise caution when considering whether to do so. Because securities held in a margin account or pledged as collateral may be sold without consent if there is a failure to meet a margin call or if there is a default on a loan, a margin or foreclosure sale may result in insider trading. The foregoing restrictions apply to all directors, officers, employees and independent contractors of the Company. The restrictions also apply to transactions in Company securities by any of the following individuals and entities (collectively, Related Entities): anyone who lives in your household, any family members whose transactions in Company securities are directed by, or are subject to, your influence or control, any corporation or other entity controlled or managed by you, and trusts for which you are the trustee or with respect to which you have the ability to vote or dispose of Company securities in the trust. These restrictions apply to any Company securities over which you have voting or dispositive power, as well as Company securities that you own. The SEC and federal prosecutors may presume that trading by family members is based on information you supplied and may treat any such transactions as if you had traded yourself. There is no exception for small transactions or transactions that may seem necessary or justifiable for independent reasons, such as the need to raise money for an emergency expenditure.For purposes of this Policy, references to trading and transactions include, among other things: any purchases and sales of Company securities, including sales of Company securities obtained through the exercise of employee stock options granted by the Company, gifts of Company securities (including charitable donations); or pledges of Company securities to secure a loan, as described in greater detail above. Applicability of Policy to Benefit PlansThe restrictions in this Policy do not apply to the exercise of Company stock options, including where you pay the exercise price and tax withholding using cash out-of-pocket or as a result of a net exercise of the options, if no shares are sold; the vesting or settlement of Company stock options, performance shares, performance share units, restricted stock or restricted stock units if no shares are sold; or the withholding by the Company of shares to satisfy a tax withholding obligation upon the vesting of performance shares, performance share units, restricted stock or restricted stock units if no shares are sold.Therefore, you may freely exercise your stock options and have the Company withhold shares to satisfy your tax obligations without violating this Policy so long as no shares are sold in violation of this Policy. The restrictions in this Policy also do not apply to periodic purchases of the Company stock fund in the Companys 401(k) plan, provided that such purchases are the result of a payroll deduction election that you made (a) at a time when you were not aware of Material Nonpublic Information and (b) while the Window Period (defined below) was open (to the extent applicable to you). Thus, for example, if you made an election to contribute 5% of your income each pay period to the Companys stock fund in the Companys 401(k) plan and such election was made at a time when you were both not aware of Material Nonpublic Information and in conformance with the Window Period requirements (to the extent applicable to you), periodic purchases through the Companys 401(k) plan would not violate the restrictions in this Policy (even if, for example, the purchase occurs at a time when you are aware of Material Nonpublic Information).The following elections may only be made at a time when you are not aware of Material Nonpublic Information and in conformance with the Window Period and preclearance requirements (to the extent applicable to you): (a) to begin or terminate investing in the Company stock fund of the 401(k) plan; (b) to increase or decrease the percentage of your periodic contributions that will be allocated to the Company stock fund of the 401(k) plan (for example, to reduce your periodic contribution to the Company stock fund from 5% of your income to a lower percentage of your income); (c) to make an intra-plan transfer of an existing account balance into or out of the Company stock fund (for example, to transfer \$10,000 or another amount you have invested in the Company stock fund to another investment option under the Companys 401(k) plan); (d) to borrow money, to the extent otherwise permitted, against your 401(k) plan account if you have invested in the Company stock fund of the 401(k) plan; and (e) to pre-pay a 401(k) plan loan if the pre-payment will result in allocation of loan proceeds to the Company stock fund.This Policy does not apply to purchases of Company stock in the Companys employee stock purchase plan resulting from your periodic contributions of money to the plan pursuant to a payroll deduction election made while the Window Period (to the extent applicable to you) was open and you were not in possession of Material Nonpublic Information, subject to the preclearance process (to the extent applicable to you). However, this Policy does apply to any: (a) election to participate in the plan for an enrollment period; (b) increase or decrease in your amount of periodic contributions to or direct purchase/sell orders under the plan; and (c) sales of Company stock pursuant to the plan.To the extent that you participate in the Companys Direct Stock Purchase and Dividend Reinvestment Plan, this Policy does not apply to purchases of Company stock under the plan resulting from an election to reinvest dividends made while the Window Period (to the extent applicable to you) was open and you were not in possession of Material Nonpublic Information, subject to the preclearance process (to the extent applicable to you). However, this Policy does apply to any: (a) election to participate in the plan; (b) increase or decrease in your level of participation in the plan; and (c) sale of Company stock purchased pursuant to the plan. Directors, officers, employees and independent contractors of the Company should always consult Legal Services if they have any questions.Company Transactions From time to time, the Company may engage in transactions in its own securities. It is the Companys policy to comply with all applicable securities and state laws (including appropriate approvals by the Board of Directors or appropriate committee, if required) when engaging in transactions in Company securities. B.What is Material Nonpublic Information? 1.Material InformationMaterial information generally means information that is reasonably likely to be considered by a reasonable investor as important in making an investment decision to buy, hold, or sell securities. Either positive or negative information may be material. Depending on the circumstances, common examples of information that may be material include: earnings, revenue, or similar financial information; financial or operational results (both positive and negative); unpublished financial or operational reports or projections; extraordinary borrowing, liquidity or bankruptcy concerns or developments; changes in control (e.g., mergers, acquisitions and dispositions or actions by activist investors); changes in directors, senior management or auditors; information about current, proposed, or contemplated transactions (including disposition/acquisitions of significant assets or a subsidiary), business plans, financial restructurings or significant expansions or contractions of operations; changes in dividend policies or the declaration of a stock split or the proposed or contemplated issuance, redemption, or repurchase of securities (e.g., share buyback programs); material defaults under agreements or actions by creditors, clients, or suppliers relating to a companys credit rating; information about major contracts, including the gain or loss of a substantial customer or supplier; significant new product developments or innovations; significant interruption of production or other aspects of a companys business as a result of an accident, a fire, a natural disaster, a pandemic, a breakdown of labor negotiations, a cybersecurity incident, or otherwise; significant cybersecurity incidents (e.g., breach of or unauthorized access to information technology infrastructure and/or data) and identified significant cybersecurity vulnerabilities; significant product defects, modifications or product recalls; significant pricing changes; major environmental incidents; and institution of, or developments in, major litigation, investigations, or regulatory actions or proceedings. This list is for illustrative purposes only and is not an exhaustive list of all types of material information. Federal and NYSE investigators will scrutinize a questionable trade after the fact with the benefit of hindsight, so if information is not clearly immaterial or already public you should always err on the side of deciding that information is Material Nonpublic Information and not trade. If you have questions regarding specific information or transactions, please contact Legal Services.2.Nonpublic InformationNonpublic information is information that is not generally known or available to the public. We consider information to be available to the public only when: it has been released to the public by the Company through appropriate channels (e.g., by means of a press release, public filing or a widely disseminated statement from a senior officer); and enough time has elapsed to permit the investment market to absorb and evaluate the information. You should generally consider information to be nonpublic until one full trading day has elapsed following public disclosure.C.Unauthorized DisclosureAll directors, officers, employees and independent contractors of the Company must maintain the confidentiality of Company information for competitive, security and other business reasons, as well as to comply with securities laws. All information you learn about the Company or its business plans is nonpublic information until we publicly disclose it. You should treat this information as confidential and proprietary to the Company. You may not disclose it to others, such as family members, other relatives, or business or social acquaintances. You must exercise caution when having confidential conversations or viewing, printing and distributing confidential information, including in the presence of family members, and abide by the guidelines set forth in the Companys policies that address the handling of the Companys confidential information. Furthermore, you are expressly prohibited from disclosing Company information to, or participating in, so-called expert networks, or entities that provide specialized or industry information to investment firms. Further, in order to help ensure that such information does not become widely known and is not leaked, it is also our policy that internal dissemination of proprietary information is limited to those persons that have a business need to have such information in order to perform their duties within our organization.Also, legal rules govern the timing and nature of our disclosure of material information to outsiders or the public. Violation of these rules could result in substantial liability, including criminal liability, for you, the Company and its management. For this reason, we permit only specifically designated representatives of the Company to discuss the Company with the news media, securities analysts and investors and only in accordance with the Companys policies. If you receive inquiries of this nature, refer them to Corporate Communications. Finally, this Policy prohibits the knowing dissemination of information about the Company that is false or misleading, whether you are the source of the statement or are transmitting a false or misleading statement produced by another.D.When and How to Trade Company Securities1.OverviewDirectors, executive officers and certain other employees and independent contractors who are so designated from time to time and are informed of their status by Legal Services (such executive officers and designated employees and independent contractors, Restricted Employees) are for purposes of this Policy required to comply with the Window Period restrictions covered below. Even if you are not a director or a Restricted Employee, however, following the procedures listed below may assist you in complying with this Policy.2.Window PeriodsExcept as permitted by Section E of Policies and Procedures hereof (Rule 10b5-1 Trading Plans), directors and Restricted Employees may only trade in Company securities from the date that is one full trading day after an earnings release is issued to the end of business on the date that is three weeks prior to the end of the quarter for which that earnings release is issued (such period, the Window Period). This Policy also applies to the Related Entities of directors and Restricted Employees.However, even if the Window Period is open, except as permitted by Section E of Policies and Procedures hereof (Rule 10b5-1 Trading Plans), you may not trade in Company securities if you are aware of Material Nonpublic Information about the Company. You are responsible for determining whether you are aware or in possession of Material Nonpublic Information, and you should consult with Legal Services if you are uncertain or have any questions. In addition, except as permitted by Section E of Policies and Procedures hereof (Rule 10b5-1 Trading Plans), if you are subject to the Companys preclearance process (described below), you must preclear transactions even if you initiate them when the Window Period is open.From time to time, the Company may institute special restrictions on trading due to material developments or other reasons, such as a Pension Fund Blackout Period, as described below. In such events, Legal Services may notify directors, Restricted Employees and any person otherwise subject to this Policy that they should not engage in any transactions involving the purchase or sale of Company securities and should not disclose to others the fact that special restrictions on trading have been instituted that preclude them from trading in Company securities. In general, directors and Restricted Employees are prohibited from directly or indirectly trading in Company securities during any period of more than three consecutive days during which at least 50% of the participants or beneficiaries in all individual account retirement plans of the Company or its subsidiaries are unable to purchase, sell or otherwise acquire or transfer an interest in the equity of the Company held in such

plans due to a temporary suspension by the Comptroller or a fiduciary (â€Pension Fund Blackout Period). â€Individual individual accountsâ€ retirement plans include, without limitation, defined contribution plans such as broad-based tax-qualified 401(k) plans and profit sharing plans, stock bonus plans and certain nonqualified deferred compensation arrangements. Transactions permitted by Section E of â€Policies and Proceduresâ€ hereof (Rule 10b5-1 Trading Plans) and certain other transactions are exempt from this prohibition. Directors and Restricted Employees should consult with Legal Services prior to attempting a stock transaction during a Pension Fund Blackout Period other than pursuant to a Rule 10b5-1 plan entered into in accordance with Section E of â€Policies and Proceduresâ€ hereof. Even if the Window Period is closed, you may exercise Company stock options if no shares are sold and if you exercise a tax withholding right pursuant to which you elect to have the Company withhold shares subject to an option to satisfy tax withholding obligations, subject to any pre-clearance requirements (if applicable) as described elsewhere in this Policy. You may not, however, effect sales of stock issued upon the exercise of stock options or that you received as a result of the vesting or settlement of Company stock options, performance shares, performance share units, restricted stock or restricted stock units while the Window Period is closed. Except for approved transactions pursuant to a Rule 10b5-1 plan, all pending purchase and sale orders regarding Company securities that could be executed while the Window Period is open must be completed or cancelled before it closes. In light of these restrictions, if you expect a need to sell Company stock at a specific time in the future, you may wish to consider entering into a prearranged Rule 10b5-1 trading plan, as discussed in Section E of â€Policies and Proceduresâ€ hereof. 3. Pre-clearance Process The Company requires its directors, executive officers, Grade 32 and above vice presidents, and certain employees designated from time to time (such officers and employees, â€Pre-clearance Employeesâ€) to obtain pre-clearance approval from the Chief Legal Officer or Corporate Secretary (and in the case of a Clorox Executive Committee member, copying the Chief Executive Officer and the Chief People Officer on such request) in advance of effecting any purchase, sale, gift or other trading of Company securities. The procedures for requesting pre-clearance approval have been or will be communicated to the Pre-clearance Employees. Pre-clearance Employees must obtain pre-clearance approval even if they are initiating a transaction while a Window Period is open. The Related Entities of Pre-clearance Employees also must obtain pre-clearance approval before purchasing, selling or otherwise trading in Company securities. If a transaction is pre-cleared under the pre-clearance process, the transaction must be executed within two business days after the pre-clearance is obtained, but regardless may not be executed if you acquire Material Nonpublic Information concerning the Company during that time. If a transaction is not completed within the period described above, the transaction must be pre-cleared again before it may be executed. If a proposed transaction is not pre-cleared under the pre-clearance process, you should refrain from initiating any transaction in Company securities, and you should not inform anyone within or outside of the Company of the failure to receive pre-clearance. Transactions pursuant to a Rule 10b5-1 trading plan (discussed below in Section E) do not require pre-clearance at the time of the transaction, but entry into the Rule 10b5-1 trading plan requires pre-clearance. E. Rule 10b5-1 Trading Plans Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the â€1934 Actâ€), provides for an affirmative defense against insider trading liability if a trade occurs pursuant to a pre-arranged â€trading planâ€ that meets specified conditions. Specifically, a purchase or sale will not be deemed to be made on the basis of Material Nonpublic Information and, therefore, will not violate the insider trading laws, if the trade is made pursuant to a trading plan that complies with the conditions in Rule 10b5-1, including that the plan: (a) specifies the terms under which securities are to be purchased or sold, and (b) is established during an open Window Period and at a time when you are not aware of Material Nonpublic Information. A trading plan under the rule may specify the amount, price and date of purchases or sales, set forth a formula for those requirements or specify trading parameters that another person has discretion to administer, but you must not exercise any subsequent discretion affecting the transactions, and, if your broker or any other person exercises discretion in implementing the trades, you must not influence his or her actions and he or she must not be aware of any Material Nonpublic Information at the time of the trades. Trading plans can be established for a single trade or a series of trades; however, in no event may any employee, officer or director have more than one Rule 10b5-1 trading plan in effect at any given time, subject to certain exceptions that are permissible under Rule 10b5-1. Further, if a Rule 10b5-1 trading plan is designed to effect the purchase or sale of Company securities in a single transaction, you may not have had another single-trade plan (Rule 10b5-1 or otherwise) during the prior 12-month period. It is important that you properly document the details of a trading plan. In addition, there are a number of additional procedural conditions to Rule 10b5-1 that must be satisfied before you can rely on a trading plan as an affirmative defense against an insider trading charge. These requirements include, among other things, that you act in good faith, that you do not modify your trading instructions while you are aware of Material Nonpublic Information and that you not enter into or alter a corresponding or hedging transaction or position. Because this rule is complex, the Company recommends that you work with a broker and be sure you fully understand the limitations and conditions of the rule before you establish a trading plan. Any adoption or amendment of a Rule 10b5-1 trading plan may occur only in an open Window Period when you are not aware of Material Nonpublic Information. No such plan can be adopted or amended during any periods in which special restrictions on trading are in effect, such as a Pension Fund Blackout Period. No trades under a plan may take place until the later of 90 days after the plan has been adopted or amended, or two business days after the Company has filed its 10-Q or 10-K for the quarter in which the trading plan was adopted. Any amendment or modification of a Rule 10b5-1 plan (including by canceling a trade or modifying the amount, price or timing of a purchase or sale) will be considered an adoption of a new Rule 10b5-1 plan and subject to these requirements. All Rule 10b5-1 plans and instructions are required to be reviewed and approved by Legal Services, with notification to the Chief Executive Officer and Chief People Officer through the appropriate channels, prior to implementing any such plan or instruction. In addition, any amendment or termination of a Rule 10b5-1 trading plan must be reviewed and approved in advance by Legal Services, and the Chief Executive Officer and Chief People Officer notified through the appropriate channels. F. Certification/Training Restricted Employees will be required periodically to certify their understanding of and compliance with this Policy and complete training regarding insider trading. G. Noncompliance Each employee who fails to comply with this Policy or who refuses to certify that he or she has complied with it will be subject to disciplinary action, which could include termination of employment. H. Post-Termination Transactions This Policy continues to apply to transactions in Company securities even after termination of service with the Company. If an individual is in possession of Material Nonpublic Information when his or her service terminates, that individual may not trade in Company securities until that information has become public or is no longer material. Furthermore, Section 16 of the 1934 Act and Rule 144 under the Securities Act of 1933, as amended (the â€1933 Actâ€), both of which are described below, may continue to apply to you for some time after your termination of service. The pre-clearance procedures specified under Section D.3. Pre-clearance Process of â€Policies and Proceduresâ€ hereof will cease to apply to transactions in Company securities upon the expiration of any Company-imposed trading restrictions applicable at the time of the termination of service, including a closed Window Period. ADDITIONAL SECURITIES LAW MATTERS. Section 16 Directors, executive officers, the principal accounting officer and beneficial owners of 10% or more of the Companyâ€™s common stock (each, a â€Section 16 Insiderâ€) will also be required to comply with the reporting obligations and limitations on short-swing transactions set forth in Section 16 of the 1934 Act (â€Section 16â€). The practical effect of these provisions is that (a) Section 16 Insiders will be required to report their beneficial ownership of common stock and other equity securities (including derivatives) of the Company and transactions in Company securities (usually within two business days of the date of the transaction) and (b) Section 16 Insiders are deterred from short-term speculative trading (generally defined as selling Company securities within six months following a purchase or buying Company securities within six months following a sale). Any Section 16 Insider who purchases and sells Company securities within a six-month period will be required to disgorge all deemed profits to the Company, regardless of whether they had knowledge of any Material Nonpublic Information. Since deemed profit can exist due to how the Section 16 rules match any buy and sell trades in the period, even if there were an actual loss or a tax loss, Section 16 Insiders should consult with their external financial and tax advisors to fully understand the consequences of any trades conducted within a six-month period. For purposes of Section 16, Section 16 Insiders are treated as the beneficial owners of securities held by family members sharing their household. The Company has provided separate materials to the directors and executive officers regarding compliance with Section 16 and its related rules. B. Rule 144 If you are a director or an executive officer, you may be deemed to be an â€affiliateâ€ of the Company. Consequently, shares of Company common stock held by you may be considered to be â€control securitiesâ€, the sale of which is subject to compliance with Rule 144 under the 1933 Act (or any other applicable exemption under the federal securities laws). If this is the case, note that Rule 144 places limits on the number of shares you may be able to sell and provides that certain procedures must be followed before you can sell shares of Company common stock. Contact Legal Services for more information on Rule 144. EX-21 4 fy24clxex21subsidiaries.htm EX-21 DocumentExhibit 21Name of CompanyJurisdiction of Incorporation6570 Donlon Group, LLCDelawareA & M Products Manufacturing CompanyDelawareIodine Holdings, Inc.ConnecticutBrita Canada CorporationNova ScotiaBrita Canada Holdings CorporationNova ScotiaBrita GP OntarioBrita GP, LLCDelawareBrita LP OntarioBrita Manufacturing CompanyDelawareThe Brita Products CompanyDelawareBGP (Switzerland) S. a. r. l.SwitzerlandBurtâ€™s Bees, Inc.DelawareBurtâ€™s Bees International HoldingsDelawareBurtâ€™s Bees Licensing, LLCDelawareThe Burtâ€™s Bees Products CompanyDelawareCaltech Industries, Inc.MichiganCbee (Europe) LimitedUnited KingdomChesapeake Assurance LimitedHawaiiClorox Africa (Proprietary) Ltd.South AfricaClorox Africa Holdings (Proprietary) Ltd.South AfricaClorox Australasia Holdings, Inc.DelawareClorox Australia Pty. Ltd.AustraliaClorox Brazil Holdings LLCDelawareClorox (Cayman Islands) Ltd.Cayman IslandsClorox Chile S.A.ChileClorox China (Guangzhou) Ltd.Guangzhou, P.R.Clorox Commercial CompanyDelawareThe Clorox Company of Canada, Ltd.Canada (Federal)Clorox de Centro America, S.A.Costa RicaClorox de Colombia S.A.ColombiaClorox de Mexico, S. de RL de C.V.MexicoClorox de Panama S.A.PanamaClorox del Ecuador S.A. EcuadorClorox EcuadorClorox Diamond Production CompanyDelawareClorox Healthcare Holdings, LLCDelawareClorox Holdings Pty. LimitedAustraliaClorox Hong Kong LimitedHong KongThe Clorox International CompanyDelawareClorox International Holdings, LLCDelawareClorox International Philippines, Inc.The PhilippinesClorox Ireland LimitedIrelandClorox Luxembourg S.a.r.l.LuxembourgClorox (Malaysia) Sdn. Bhd.MalaysiaClorox Manufacturing CompanyDelawareClorox Manufacturing Company of Puerto Rico, Inc.Puerto RicoClorox Mexico Services Company S. de R.L. de C.V.MexicoClorox New Zealand LimitedNew ZealandThe Clorox Outdoor Products CompanyDelawareClorox Peru S.A.PeruThe Clorox Pet Products CompanyTexasClorox Professional Products CompanyDelawareThe Clorox Sales CompanyDelawareClorox Services CompanyDelawareClorox Spain, S.L.SpainClorox Sub-Sahara Africa LimitedKenyaClorox (Switzerland) S.a.r.l.SwitzerlandThe Consumer Learning Center, LLCDelawareCorporacion Clorox de Venezuela, S.A.VenezuelaCLX Realty Co.DelawareDallarm Servicios Corporativos S.A.U.ArgentinaEverest NeoCell LLCDelawareFirst Brands (Bermuda) LimitedBermudaFirst Brands CorporationDelawareFirst Brands do Brasil Ltda.BrazilFully Wild LimitedHong KongGazoontite, LLCDelawareGlad Manufacturing CompanyDelawareThe Glad Products CompanyDelawareThe Household Cleaning Products Company of Egypt Ltd.EgyptThe HV Food Products CompanyDelawareHV Manufacturing CompanyDelawareInvermark S.A.ArgentinaJingles LLCDelawareKingsford Manufacturing CompanyDelawareThe Kingsford Products Company, LLCDelawareLerwood Holdings LimitedBritish Virgin IslandsThe Mexco CompanyDelawareMohamed Ali Abudawood for Industry and Partners for Industry Company Ltd.Kingdom of Saudi ArabiaNational Cleaning Products Company LimitedKingdom of Saudi ArabiaNatureâ€™s Products, Inc. FloridaNutranext, LLCDelawareNutranext Business, LLCDelawareNutranext Direct, LLCDelawarePaulsboro Packaging Inc.New JerseyPetroplus Productos Automotivos S.A.BrazilPetroplus Sul Comercio Exterior S.A.BrazilRainbow Light Nutritional Systems, LLCDelawareReNew Life Formulas, LLCDelawareReNew Life Holdings CorporationDelawareRound Ridge Production CompanyDelawareSoy Vay Enterprises, Inc.CaliforniaSTP do Brasil Ltda.BrazilYuhan-Clorox Co., Ltd.Korea EX-23 5 fy24clxex23consentofindepe.htm EX-23 DocumentExhibit 23CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMWe consent to the incorporation by reference in the following Registration Statements:(1)Registration Statement (Form S-3 No. 333-264693) and in the related Prospectuses of The Clorox Company, and(2)Registration Statements (Form S-8 Nos. 33-56563, 33-56565, 33-41131, including post effective amendments No. 1 and No. 2, 333-16969, 333-29375, 333-44675, 333-69455, including post effective amendment No. 1, 333-86783, 333-90386, including the post effective amendment No. 1, 333-131487, 333-193913 and 333-213161) of The Clorox Company;of our reports dated August 8, 2024, with respect to the consolidated financial statements of The Clorox Company and the effectiveness of internal control over financial reporting of The Clorox Company included in this Annual Report (Form 10-K) of The Clorox Company for the year ended June 30, 2024./s/ Ernst & Young LLPSan Francisco, CaliforniaAugust 8, 2024 EX-31.1 6 fy24clxex311certification.htm EX-31.1 DocumentExhibit 31.1CERTIFICATION, Linda Rendle, certify that:1.I have reviewed this annual report on Form 10-K of The Clorox Company;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 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 registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:(a)designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;(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 U.S. generally accepted accounting principles;(c)evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d)disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is

management or other employees who have a significant role in the registrant's internal control over financial reporting. Date: August 8, 2024/s/ Kevin B. Jacobsen

Kevin B. Jacobsen
Executive Vice President - Chief Financial Officer
EX-32 8 fy24clxex32certificationof.htm EX-32 DocumentExhibit 32CERTIFICATIONIn connection with the periodic report of The Clorox Company (the "Company") on Form 10-K for the period ended June 30, 2024, as filed with the Securities and Exchange Commission (the "Report"), we, Linda Rendle, Chair and Chief Executive Officer of the Company, and Kevin B. Jacobsen, Executive Vice President, Chief Financial Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to our knowledge:(1)The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, 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 at the dates and for the periods indicated. This Certification has not been, and shall not be deemed, filed with the Securities and Exchange Commission. Date: August 8, 2024 /s/ Linda Rendle
Linda Rendle
Chair and Chief Executive Officer
EX-97 Kevin B. Jacobsen Kevin B. Jacobsen
Executive Vice President, Chief Financial Officer EX-97 9 fy24clxex97thelcloroxcompan.htm EX-97 DocumentTHE CLOROX COMPANYPOLICY REGARDING CLAWBACK OF INCENTIVE COMPENSATIONAs Amended and RestatedApproval Date: November 14, 2023Effective Date: October 2, 2023The Management Development and Compensation Committee of the Board of Directors of The Clorox Company (the "Committee") has determined that it is in the best interest of The Clorox Company (the "CLX") and its shareholders to implement this Policy Regarding Clawback of Incentive Compensation, as it may be amended from time to time (this "Clawback Policy"), which shall constitute the Restatement Clawback Policy in Part A and the Detrimental Conduct Policy in Part B). With respect to terms defined in both Part A and Part B of this Clawback Policy, the terms shall have the meaning assigned to them in each of Part A and Part B, as the context requires. Part A: Restatement Clawback Policy Under Dodd FrankI. IntroductionThis Restatement Clawback Policy (the "Restatement Clawback Policy") is intended to be construed to the greatest extent consistent with, and is subject to amendment from time to time as the Committee may deem necessary in order to comply with, the rules related to clawback as may be required by the New York Stock Exchange (the "NYSE"), the Securities and Exchange Commission (the "SEC") or other applicable regulatory agency, (the "Clawback Rules") with such amendments having retroactive effect to the greatest extent permitted by applicable law. This Restatement Clawback Policy establishes and reserves the right of CLX and its subsidiaries (as such term is defined in Rule 405 under the Securities Act of 1933, as amended, collectively and together with CLX, the "Company") to recoup Incentive Compensation (as defined below) made to Covered Employees (as defined below) in circumstances involving a Financial Restatement (as defined below). This Restatement Clawback Policy is effective with respect to all Incentive Compensation (as defined below) received by a Covered Employee on or after the Effective Date, including such Incentive Compensation deemed to be received by such employee within the meaning of the Clawback Rules.II. AdministrationThe Committee shall have full authority to administer this Restatement Clawback Policy. However, the Committee's discretion in the interpretation or application of the Restatement Clawback Policy shall only be permitted to the extent permitted by the Clawback Rules. Any determinations made by the Committee shall be final and binding on all affected individuals and need not be uniform with respect to each individual covered by this Restatement Clawback Policy. Subject to any limitation under applicable law (including all prohibition on discretion in the Clawback Rules), the Board of Directors of CLX and/or the Committee may authorize and empower any officer or employee of the Company to take any and all actions necessary or appropriate to carry out the purpose and intent of this Restatement Clawback Policy (other than with respect to any recovery under this Restatement Clawback Policy involving such officer or employee).III. Defined TermsFor purposes of this Restatement Clawback Policy: a. Applicable Recovery Period shall mean the three completed fiscal years immediately preceding the date CLX is required to prepare an accounting restatement, determined in accordance with Section 303A.14 of the NYSE Listed Company Manual, including any transition period as contemplated by Section 303A.14 of the NYSE Listed Company Manual. b. Covered Employee shall mean any individual who is (or was at any time during the Applicable Recovery Period) an executive officer of CLX (within the meaning of the Clawback Rules), whether or not such individual is aware of such individual's status as a Covered Employee. c. Financial Reporting Measure shall mean any measure or measures that are determined and presented in accordance with the accounting principles used in preparing CLX's financial statements, and any measures that are derived wholly or in part from such measures (including stock price and total shareholder return, and regardless of whether such measure is presented within any financial statements or filed with the SEC). d. Financial Restatement shall mean CLX's issuance of an accounting restatement due to the material noncompliance of CLX with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period. e. Incentive Compensation shall mean all compensation that is granted, earned, or vested wholly or in part upon the attainment of any Financial Reporting Measure. f. Clawback shall mean the recapture, recovery, cancellation or forfeiture of Incentive Compensation, whether or not such Incentive Compensation already has been vested or been paid.IV. ClawbackA. Financial Restatement. On and after the Effective Date of this Restatement Clawback Policy, the Committee will reasonably promptly seek Clawback of any Incentive Compensation that was granted, promised, paid, earned, vested or otherwise awarded to a Covered Employee during the Applicable Recovery Period, but that is deemed to be erroneously awarded within the meaning of Section 303A.14 of the NYSE Listed Company Manual. Incentive Compensation is deemed received in the fiscal period during which the Financial Reporting Measure specified in the Incentive Compensation award is attained, even if the payment or grant of the Incentive Compensation occurs after the end of that period. b. Amount and Method of Clawback. In the event that Clawback is required, the Committee has discretion to determine the methods by which to carry out the Clawback. The Committee shall seek to recover Incentive Compensation received during the relevant period in excess of the amount that otherwise would have been paid had the compensation amount been determined based on the Financial Restatement, except to the extent permitted to be waived pursuant to the Clawback Rules (e.g., where such pursuit of recovery would be impracticable, which includes situations in which the direct expense paid to a third party to assist in enforcing the recovery would exceed the amount to be recovered, or affect the tax status of certain qualified retirement plans). All calculations of Clawback shall be done on a pre-tax basis, regardless of whether the Covered Employee can recover previously paid taxes. For Incentive Compensation based on stock price or total shareholder return where the amount of erroneously awarded compensation is not subject to mathematical recalculation directly from the information in the applicable Financial Restatement, the amount shall be determined by the Committee based on a reasonable estimate of the effect of the Financial Restatement on the stock price or total shareholder return upon which the Incentive Compensation was received (in which case, the Company shall maintain documentation of such determination of that reasonable estimate and provide such documentation to the NYSE). The Committee (or its duly authorized delegate, if applicable) will act in accordance with the listing standard and requirements of NYSE in the implementation of and compliance with this Restatement Clawback Policy, including with respect to any supplementary documentation that may be required in connection with determinations under this Restatement Clawback Policy. The Committee is authorized to engage, on behalf of the Company, any third-party advisors it deems advisable in order to perform any calculations contemplated by this Restatement Clawback Policy. For the avoidance of doubt, recovery under this Restatement Clawback Policy with respect to a Covered Employee shall not require the finding of any misconduct by such Covered Employee or such Covered Employee being found responsible for the accounting error leading to a Financial Restatement. c. Reporting and Disclosure. The Company shall file all disclosures with respect to this Restatement Clawback Policy in accordance with the requirements of U.S. federal securities laws, including any disclosure required by applicable SEC rules. V. General ProvisionsThe Committee, in its discretion, may modify or amend, in whole or in part, any or all of the provisions of this Restatement Clawback Policy, to the extent that the Restatement Clawback Policy remains in compliance with the Clawback Rules and the listing exchange standards. Nothing in this Restatement Clawback Policy is intended or should be deemed to limit or restrict the Company from providing for Clawback of Incentive Compensation under any circumstances, including as required by statute or the rules of any exchange on which shares of CLX are listed for trading. In no event shall any Covered Employee be entitled to any indemnification or insurance coverage by the Company or advancement of litigation expenses for any disputes concerning Clawback or this Restatement Clawback Policy. Further, the Company shall not enter into any agreement that exempts any Incentive Compensation from the application of this Restatement Clawback Policy or that waives the Company's right to recovery of any erroneously awarded Incentive Compensation and this Clawback Policy shall supersede any such agreement (whether entered into before, on or after the Effective Date). Any such purported indemnification (whether oral or in writing) shall be null and void. The provisions hereof are intended to be effective only to the maximum extent permitted by applicable law. In the event any provision of this Restatement Clawback Policy is determined to be unenforceable or invalid under applicable law, such provision shall be applied to the maximum extent permitted by applicable law and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required by applicable law. This Restatement Clawback Policy shall be construed so as not to violate any contract, agreement, compensation plan, law or regulation. Nothing in this Restatement Clawback Policy is designed or intended to limit or restrict the Committee from taking any other action, including disciplinary or legal, as it deems appropriate. This Restatement Clawback Policy shall be binding and enforceable against all Covered Employees and their beneficiaries, heirs, executors, administrators or other legal representatives, without regard to any acknowledgment of or execution of any agreement relating to the Restatement Clawback Policy by such individuals. Covered Employees shall be deemed to have accepted continuing employment on terms that include compliance with this Restatement Clawback Policy, to the extent of its otherwise applicable provisions, and to be contractually bound by its enforcement provisions. Covered Employees who cease employment or service with the Company shall continue to be bound by the applicable terms of this Restatement Clawback Policy. Notwithstanding the foregoing, the Board of Directors or the Committee may require that any employment agreement, equity award agreement, or any other agreement entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require a Covered Employee to agree to abide by the terms of this Restatement Clawback Policy. Part B: Detrimental Conduct Clawback PolicyI. IntroductionThe Committee has determined that it is in the best interest of CLX and its shareholders to implement this supplemental Detrimental Conduct Clawback Policy, as it may be amended from time to time (this "Detrimental Conduct Clawback Policy", together with the Restatement Clawback Policy, the "Clawback Policies"). This Detrimental Conduct Clawback Policy establishes and reserves the right of the Company to recoup Incentive Compensation (as defined below) made to Covered Employees (as defined below) in circumstances involving Detrimental Conduct (as defined below). This Detrimental Conduct Clawback Policy applies with regards to circumstances only to the extent not covered in Part A of the Clawback Policy. The existence of this Detrimental Conduct Clawback Policy is not intended to result in the duplication of penalties. This Detrimental Conduct Clawback Policy is effective with respect to all Incentive Compensation granted, promised or paid to a Covered Employee on or after the Effective Date.II. AdministrationThe Committee shall have full discretionary authority to administer this Detrimental Conduct Clawback Policy, including discretionary authority to interpret and construe any and all of its provisions. The Committee will have full discretion, in the exercise of its judgment, to determine whether Detrimental Conduct has occurred or whether a Covered Employee's fraud or intentional misconduct was a significant contributing factor and whether to pursue the Clawback of Incentive Compensation in connection therewith.III. Defined TermsFor purposes of this Detrimental Conduct Clawback Policy: a. Covered Employee shall mean any individual who is (or was at any time during the three years preceding the Committee's determination to exercise its right to Clawback) subject to the reporting requirements of Section 16(a) of the Securities Exchange Act of 1934, as amended, in respect of CLX, all Clorox Executive Committee Members (regardless of whether such individual is or was an executive officer for purposes of the Clawback Rules), and such other employees of the Company as may be determined and notified by the Committee; b. Detrimental Conduct shall mean any conduct materially detrimental to the Company, including, but not limited to, the name, business interests or corporate, brand, business or other reputation of the Company; c. Incentive Compensation shall mean all bonuses, cash-based awards, equity-based awards or other incentive compensation granted, promised, paid, earned, vested or otherwise awarded by the Company, including, but not limited to, the proceeds of any sale of equity received as a result thereof; and d. Clawback shall mean the recapture, recovery, cancellation or forfeiture of Incentive Compensation, whether or not such Incentive Compensation already has been vested or been paid.IV. ClawbackA. Detrimental Conduct. On and after the Effective Date of this Detrimental Conduct Clawback Policy, the Committee may, in its sole discretion, determine whether (or not) to seek Clawback of any Incentive Compensation, where in its judgment, a Covered Employee has engaged in Detrimental Conduct. The Committee may seek Clawback based on Detrimental Conduct at any time up to three years after the end of the fiscal year in which the Incentive Compensation in question vested or was paid to the Covered Employee. b. Amount and Method of Clawback. If the Committee determines to exercise its right to Clawback of any Incentive Compensation, it may do so with respect to any amount (up to the full amount of Incentive Compensation received by a Covered Employee (before deduction of taxes)) with respect to Clawback under Section 4(a) hereof and by any method, as it determines in its sole discretion (including, without limitation, by withholding the amount of Incentive Compensation from other sums owed by the Company to a Covered Employee). In making these determinations, the Committee may take into account such considerations as it deems appropriate. c. In addition, and without prejudice to the application of Part A of the Clawback Policy to the maximum extent required by applicable law, in circumstances involving a Financial Restatement (as defined in Part A of this Clawback Policy), the Committee, in its sole discretion, may apply the terms of this Clawback Policy (as contemplated under Part A, Part B or a combination thereof) to any member of the Clorox Executive Committee (regardless of whether such individual is or was an executive officer for purposes of the Clawback Rules (as defined in Part A of this Clawback Policy)) and any individual designated by the Committee in its sole discretion (and such individuals shall be deemed to be "Covered Employees" as contemplated by any provisions in any award or similar agreements that include provisions related to any clawback policy of the Company or its affiliates). The interpretation and application of this Clawback Policy with respect to such individuals shall be in the Committee's sole discretion. V. General ProvisionsThe Committee, in its discretion, may modify or amend, in whole or in part, any or all of the provisions of this Detrimental Conduct Clawback Policy and may suspend this Detrimental Conduct Clawback Policy from time to time. Nothing in this Detrimental Conduct Clawback Policy is intended or should be deemed to limit or restrict the Company from providing for Clawback of Incentive Compensation under any circumstances, including as required by statute or the rules of any exchange on which shares of CLX are listed for trading. Nothing in this Detrimental Conduct Clawback Policy is intended to supersede or limit the rights of the Company under any other policy, plan, agreement or arrangement concerning the matters addressed herein, whether adopted or in effect prior to, on or following the Effective Date, except as explicitly noted in such policy, plan, agreement or arrangement. Notwithstanding the terms of any other policy, plan, agreement or arrangement concerning Incentive Compensation, in no event shall any Covered Employee be entitled to any indemnification by the Company or advancement of litigation expenses for any disputes concerning Clawback or this Detrimental Conduct Clawback Policy. The provisions hereof are intended to be effective only to the maximum extent permitted by applicable law. In the event any provision of this Detrimental Conduct Clawback Policy is determined to be unenforceable or invalid under applicable law, such provision shall be applied to the maximum extent permitted by applicable law and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required by applicable law. This Detrimental Conduct Clawback Policy shall be construed so as not to violate any contract, agreement, compensation plan, law or regulation. Nothing in this Detrimental Conduct Clawback Policy is designed or intended to limit or restrict the Committee from taking any other action, including disciplinary or legal, as it deems appropriate. This Detrimental Conduct Clawback Policy shall be binding and enforceable against all Covered Employees and their beneficiaries, heirs, executors, administrators or other legal representatives. *** EX-99.1 10 clx-20240630 d2.htm EX-99.1 clx-20240630 d2Exhibit 99.1MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSThe Clorox Company (Dollars in millions, except per share data)Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is designed to provide a reader of The Clorox Company's (the Company or Clorox) financial statements with a narrative from the perspective of management on the Company's financial condition, results of operations, liquidity and certain other factors that may affect future results. In certain instances, parenthetical references are made to relevant sections of the Notes to Consolidated Financial Statements to direct the reader to a further detailed discussion. This section should be read in conjunction with the consolidated financial statements and supplementary data included in this Annual Report on Form 10-K. The following sections are included herein: a. Executive Overview b. Results of Operations c. Financial Position and Liquidity d. Contingencies e. Quantitative and Qualitative Disclosures about Market Risk f. Recently Issued Accounting Standards g. Critical Accounting Estimates h. Summary of Non-GAAP Financial MeasuresEXECUTIVE OVERVIEWThe Clorox Company is a leading multinational manufacturer and marketer of consumer and professional products with fiscal year 2024 net sales of \$7,093 and about 8,000 employees worldwide as of June 30, 2024. The Company has operations in approximately 25 countries or territories and sells its products in more than 100 markets, primarily through mass retailers; grocery outlets; warehouse clubs; dollar stores; home hardware centers; drug, pet and military stores; third-party and

owned e-commerce channels; and distributors. Clorox markets some of the most trusted and recognized consumer brand names, including its namesake bleach and cleaning and disinfecting products; Pine-Sol and Tilex cleaners; Liquid-Plumr clog removers; Poett home care products; Glad bags and wraps; Fresh Step cat litter; Kingsford grilling products; Hidden Valley dressings, dips, seasonings and sauces; Brita water-filtration products; Burt's Bees natural personal care products; and Natural Vitality, RenewLife, NeoCell and Rainbow Light vitamins, minerals and supplements. The Company also markets industry-leading products and technologies for professional customers, including those sold under the CloroxPro and Clorox Healthcare brand names. The Company primarily markets its leading brands in midsized categories considered to be financially attractive. Most of the Company's products, which can be found in about nine of 10 U.S. homes, compete with other nationally advertised brands within each category and with non-branded brands. About 80% of the Company's sales are generated from brands that hold the No. 1 or No. 2 market share position in their categories. The Company operates through strategic business units (SBUs) which are organized into operating segments. Operating segments are then aggregated into four reportable segments: Health and Wellness, Household, Lifestyle and International. Operating segments not aggregated into a reportable segment are reflected in Corporate and Other. The four reportable segments consist of the following: Health and Wellness consists of cleaning, disinfecting and professional products marketed and sold in the United States. Products within this segment include home care cleaning and disinfecting products and laundry additives, primarily under the Clorox, Clorox2, Pine-Sol, Scentiva, Tilex, Liquid-Plumr and Formula 409 brands; professional cleaning and disinfecting products under the CloroxPro and Clorox Healthcare brands; and professional food service products under the Hidden Valley brand. Household consists of bags and wraps, cat litter and grilling products marketed and sold in the United States. Products within this segment include bags and wraps under the Glad brand; cat litter primarily under the Fresh Step and Scoop Away brands; and grilling products under the Kingsford brand. Lifestyle consists of food, water-filtration and natural personal care products marketed and sold in the United States. Products within this segment include dressings, dips, seasonings and sauces, primarily under the Hidden Valley brand; water-filtration products under the Brita brand; and natural personal care products under the Burt's Bees brand. International consists of products sold outside the United States. Products within this segment include laundry additives; home care products; bags and wraps; cat litter; water-filtration products; professional cleaning and disinfecting products; natural personal care products; food; grilling products and digestive health products marketed primarily under the Clorox, Glad, Poett, Brita, Burt's Bees, Pine-Sol, Ever Clean, Clorinda, Chux and Fresh Step Brands. Non-GAAP Financial Measures This Executive Overview, the succeeding sections of MD&A and Exhibit 99.2 may include certain financial measures that are not defined by accounting principles generally accepted in the United States of America (U.S. GAAP). These measures, which are referred to as non-GAAP measures, are listed below: Free cash flow and free cash flow as a percentage of net sales. Free cash flow is calculated as net cash provided by operations less capital expenditures and Earnings before interest and income taxes (EBIT) margin (the ratio of EBIT to net sales). Adjusted earnings (losses) before interest and income taxes (adjusted EBIT) represents earnings (losses) excluding interest income, interest expense, income taxes and other significant items that are nonrecurring or unusual (such as the pension settlement charge, incremental costs, net of insurance recoveries, related to the cyberattack, asset impairments, charges related to the streamlined operating model, charges related to the digital capabilities and productivity enhancements investment, significant losses/(gains) related to acquisitions / divestitures and other nonrecurring or unusual items impacting comparability). Adjusted EBIT margin (the ratio of adjusted EBIT to net sales). Economic profit (EP) is defined by the Company as earnings before income taxes, excluding certain U.S. GAAP items (such as the pension settlement charge, incremental costs, net of insurance recoveries, related to the cyberattack, asset impairments, charges related to implementation of the streamlined operating model, charges related to digital capabilities and productivity enhancements investment, significant losses/(gains) related to acquisitions / divestitures and other nonrecurring or unusual items impacting comparability) and interest expense; less income taxes (calculated based on the Company's effective tax rate excluding the identified U.S. GAAP items), and less after tax profit attributable to noncontrolling interests, and less a capital charge (calculated as average capital employed multiplied by a cost of capital rate). Organic sales growth / (decrease) is defined as net sales growth / (decrease) excluding the effect of foreign exchange rate changes and any acquisitions or divestitures. For a discussion of these measures and the reasons management believes they are useful to investors, refer to Summary of Non-GAAP Financial Measures below. To the extent applicable, this MD&A and Exhibit 99.2 include reconciliations of these non-GAAP measures to the most directly comparable financial measures calculated and presented in accordance with U.S. GAAP. Fiscal Year 2024 Financial Highlights A detailed discussion of strategic goals, key initiatives and results of operations is included below. Key fiscal year 2024 financial results are summarized as follows: The Company's fiscal year 2024 net sales decreased by 4% to \$7,093 from \$7,389 in fiscal year 2023, primarily driven by lower shipments resulting from the impacts of the cyberattack and higher pricing. Gross margin increased by 360 basis points to 43.0% in fiscal year 2024 from 39.4% in fiscal year 2023. The increase was primarily driven by the benefit of price increases as well as cost savings, partially offset by unfavorable foreign exchange rates. The Company reported earnings before income taxes of \$398 in fiscal year 2024, compared to \$238 in fiscal year 2023. The Company reported earnings attributable to Clorox of \$280 in fiscal year 2024, compared to \$149 in fiscal year 2023. The Company delivered diluted net earnings per share (EPS) of \$2.25 in fiscal year 2024, an increase of approximately 88%, or \$1.05, from fiscal year 2023 diluted net EPS of \$1.20. The increase was primarily due to the noncash impairment charges on assets held by the Better Health Vitamins, Minerals and Supplements (VMS) business in the prior period and the benefits of pricing, cost savings and lower manufacturing and logistics costs in the current period, partially offset by losses relating to the divestiture of the Argentina business, the pension settlement charge, unfavorable foreign exchange rates, lower volume and higher advertising investments, all in the current period. EP increased by \$176 to \$573 in fiscal year 2024, compared to \$397 in fiscal year 2023 (refer to the reconciliation of EP to earnings before income taxes in Exhibit 99.2). The Company's net cash provided by operations was \$695 in fiscal year 2024, compared to \$1,158 in fiscal year 2023. Free cash flow was \$483 or 6.8% of net sales in fiscal year 2024, compared to \$930 or 12.6% of net sales in fiscal year 2023 (refer to the reconciliation of net cash provided by operations to free cash flow in Financial Position and Liquidity - Investing - Free Cash Flow). The Company paid \$595 in cash dividends to stockholders in fiscal year 2024, compared to \$583 in cash dividends paid in fiscal year 2023. In July 2024, the Company announced an increase of 2% in its quarterly cash dividend from the prior year. Strategic Goals and Initiatives The Company's IGNITE strategy underpinned by its purpose, enduring values and commitment to inclusion, diversity, equity and allyship accelerates innovation in key areas of the business to drive growth and deliver value for all Clorox stakeholders. IGNITE focuses on four strategic choices aimed at fueling long-term growth; innovating consumer experiences; reimagining how the company and its people work; and continuously evolving the product portfolio. The Company's long-term financial goals reflected in IGNITE include annual net sales growth of 3% to 5% increased from 2% to 4% in 2021 annual adjusted EBIT margin expansion of 25 to 50 basis points and annual free cash flow as a percentage of net sales of 11% to 13%. In March of 2024, the Company completed the divestiture of its Argentina business, which consisted of its production plants in Argentina as well as the rights to the Company's brands in Argentina, Uruguay and Paraguay. The transaction was in support of the Company's IGNITE strategy and the commitment to evolve its portfolio to increase focus on its core business to drive more consistent, profitable growth. As announced in August 2021, the Company plans to invest in transformative technologies and processes over a five-year period. This investment began in fiscal year 2022, and includes replacement of the Company's enterprise resource planning system and transitioning to a cloud-based platform as well as the implementation of a suite of other digital technologies. Total incremental transformational costs are expected to be \$560 to \$580 million, compared to the previous estimate of approximately \$500 million. The increased estimate includes impacts from delays as a result of the cyberattack. The implementation timeline is unchanged. It is expected that these implementations will generate efficiencies and transform the Company's operations in the areas of supply chain, digital commerce, innovation, brand building and more over the long term. Finally, in fiscal year 2024, the Company completed the implementation of its streamlined operating model to help meet its objectives of driving growth and productivity. The streamlined operating model is expected to enhance the Company's ability to respond more quickly to changing consumer behaviors and innovate faster. The implementation of this new model resulted in the reduction of certain staffing levels and is expected to achieve cost savings of approximately \$100 million annually. Recent Events Affecting the Company Cyberattack On Monday, August 14, 2023, the Company disclosed it had identified unauthorized activity on some of its Information Technology (IT) systems. That activity began on Friday, August 11, 2023, and after becoming aware of it that evening, the Company immediately began taking steps to stop and remediate the activity. The Company also took certain systems offline and engaged third-party cybersecurity experts to support its investigation and recovery efforts. The Company implemented its business continuity plans, including manual ordering and processing procedures at a reduced rate of operations in order to continue servicing its customers. However, the incident resulted in wide-scale disruptions to the Company's business operations throughout the remainder of the quarter ended September 30, 2023. The impacts of these system disruptions included order processing delays and significant product outages, resulting in a negative impact on net sales and earnings. The Company has since transitioned back to automated order processing. The Company experienced lessening operational impacts in the second quarter and has since returned to substantially normalized operations. The effects of the cyberattack negatively impacted fiscal year 2024 results, though some of the anticipated net sales not recognized in the first quarter as a result of the disruptions were recognized in the remainder of fiscal year 2024 as customers rebuilt inventories. The Company also incurred incremental costs, net of insurance recoveries, of approximately \$29 in fiscal year 2024 as a result of the cyberattack. These costs relate to third-party consulting services, including IT recovery and forensic experts and other professional services incurred to investigate and remediate the attack, as well as incremental operating costs incurred from the resulting disruption to the Company's business operations. The Company does not expect to incur significant costs related to the cyberattack in future periods. The Company has recorded insurance recoveries of \$30 in fiscal year 2024 related to the cyberattack. The timing of recognizing further insurance recoveries may differ from the timing of recognizing the associated expenses. For the fiscal year ended June 30, 2024, the Company continued to experience an inflationary environment. Additionally, the Company is monitoring macroeconomic conditions as a result of increased interest rates and volatility in capital markets. These evolving challenges contributed to a highly dynamic operating environment as the Company continued its efforts to drive growth, rebuild margins and drive its transformation. Other than the cyberattack, the Company has not experienced significant disruptions in its operations during fiscal year 2024. However, the risks of future negative impacts due to transportation, logistical or supply constraints and higher commodity costs for certain raw materials remain present, and the Company continues to experience corresponding incremental costs and gross margin pressures. For fiscal year 2025, the Company anticipates the operating environment will remain volatile and challenging. Inflationary headwinds are expected to continue and consumers may feel greater pressure as continued macroeconomic uncertainty impacts spending. The Company will continue to invest in its brands, capabilities and people to deliver consistent, profitable growth over time. The Company announced and began implementing a streamlined operating model in fiscal year 2023 and implementation of this new model was completed in fiscal year 2024. The impact of continued inflationary pressures, macroeconomic conditions and geopolitical instability, including the ongoing conflict in the Middle East and Ukraine, rising tensions between China and Taiwan and actual and potential shifts in U.S. and foreign trade, economic and other policies, have increased global macroeconomic and political uncertainty regarding the duration and resolution of the conflicts, the potential escalation of tensions and potential economic and global supply chain disruptions. These factors are difficult to predict considering the rapidly evolving landscape as the Company continues to expect a variable operating environment going forward. For further discussion of the possible impacts of inflationary pressures and other recent events on our business, financial conditions and results of operations, see Risk Factors in Part I, Item 1A of this Report. RESULTS OF OPERATIONS Unless otherwise noted, MD&A compares results of operations from fiscal year 2024 (the current year) to fiscal year 2023 (the prior year), with percentage and basis point calculations based on rounded numbers, except for per share data and the effective tax rate. Discussions of fiscal year 2022 items and year-to-year comparisons between fiscal years 2023 and 2022 that are not included in this Annual Report on Form 10-K can be found in Management's Discussion and Analysis of Financial Condition and Results of Operations in Exhibit 99.1 of the Company's Annual Report on Form 10-K for the fiscal years ended 2023 and 2022. CONSOLIDATED RESULTS % Change 2024/2023 2024 to 2023 Net sales \$7,093 \$7,389 (4)% Year Ended June 30, 2024 Percentage change versus the year-ago period Reported (GAAP) Net Sales Growth / (Decrease) Reported Volume Acquisitions & Divestitures (1) Foreign Exchange Impact Price/Mix/Other (2) Organic Sales Growth / (Decrease) (Non-GAAP) (3) Organic Volume (4) Health and Wellness (2) (4) % 2% (4) % Household (7) (8) % 1% (7) (8) % Lifestyle (5) (6) % 1% (5) (6) % International (4) (2) (5) (4) (21) 23 % 23 % Total Company (4) (5) (4) (6) (1) (3) % 5% (1) (5) (1) % The Argentina divestiture impact is calculated as net sales from the Argentina business after the sale date in the year-ago period. (2) This represents the net impact on net sales growth / (decrease) from pricing actions, mix and other factors. (3) Organic sales growth / (decrease) is defined as net sales growth / (decrease) excluding the effect of foreign exchange rate changes and any acquisitions or divestitures. See Summary of Non-GAAP Financial Measures below for reconciliation of organic sales growth / (decrease) to net sales growth / (decrease), the most directly comparable GAAP financial measure. (4) Organic volume represents volume excluding the effect of any acquisitions and divestitures. In the fiscal year ended June 30, 2024, the volume impact of divestitures was 19% and 3% for International and Total Company, respectively. (5) Total Company includes Corporate and Other. Net sales and volume in fiscal year 2024 decreased by 4% and 6%, respectively, primarily driven by lower shipments resulting from the impacts of the cyberattack and higher pricing. The variance between volume and net sales was primarily due to the impact of favorable price mix, partially offset by unfavorable foreign exchange rates. % Change 2024/2023 2024 to 2023 Gross profits \$3,048 \$2,908 \$5 % Gross margin 43.0% 39.4% % Gross margin increased by 360 basis points in fiscal year 2024 from 39.4% to 43.0%. The increase was primarily driven by the benefit of price increases as well as cost savings, partially offset by unfavorable foreign exchange rates. 5 Expenses % Change % of Net sales 2024/2023 2024 to 2023 Selling and administrative expenses \$1,167 \$1,183 (1)% 16.5% 16.0% Advertising costs \$324 \$341 11.7% 9.4% Research and development costs \$126 \$138 (9.1)% 9.1% Selling and administrative expenses, as a percentage of net sales, increased by 50 basis points in fiscal year 2024. The dollar decrease in selling and administrative expenses was primarily due to cost savings and lower incentive compensation expense partially offset by incremental costs associated with the cyberattack, net of insurance recoveries and an arbitral decision related to a commercial dispute. For further information on the cyberattack, see Notes to the Consolidated Financial Statements. Advertising costs, as a percentage of net sales, increased 180 basis points in fiscal year 2024. The increase in advertising costs reflects the Company's continued support behind its brands. The Company's U.S. retail advertising spend as a percentage of net sales was 13% for fiscal year 2024 and 11% for fiscal year 2023, respectively. Research and development costs, as a percentage of net sales, were essentially flat, while dollars decreased in the current year as compared to the prior year. The Company continues to invest behind product innovation and cost savings. Loss on divestiture, pension settlement charge, goodwill, trademark and other asset impairments, Interest expense, Other expense (income), net and Effective tax rate on earnings 2024/2023 Loss on divestiture \$240 \$46 Pension settlement charge \$171 \$4 Goodwill, trademark and other asset impairments \$445 Interest expense \$90 \$90 Other expense (income), net \$24 \$80 Effective tax rate on earnings 26.5% 32.4% % Loss on divestiture of \$240 in fiscal year 2024 reflects the loss on the divestiture of the Argentina business. See Notes to Consolidated Financial Statements for further information. Pension settlement charge was \$171 in fiscal year 2024 and reflects the settlement of the domestic qualified pension plan. See Notes to Consolidated Financial Statements for further information. Goodwill, trademark and other asset impairments of \$445 in the prior fiscal year reflected noncash impairment charges to goodwill and certain indefinite-lived trademarks related to the Better Health VMS business. See Notes to Consolidated Financial Statements for further information regarding the impairments recorded in fiscal year 2023. Other expense (income), net was \$24 and \$80 in fiscal year 2024 and fiscal year 2023, respectively. The variance was primarily due to higher restructuring and related implementation costs associated with the streamlined operating model incurred in the prior year and the gain on the sale-leaseback transaction recorded in the current period, partially offset by the net impact of interest income and Argentina foreign exchange rates in the current period. Restructuring and related costs In the first quarter of fiscal year 2023, the Company began recognizing costs related to a plan that involves streamlining its operating model to meet its objectives of driving growth and productivity. The streamlined operating model is expected to enhance the Company's ability to respond more quickly to changing consumer behaviors and innovate faster. The implementation of this new model was completed in fiscal year 2024. The Company expects cost savings of approximately \$100 annually. The benefits of the streamlined operating model are expected to increase future cash flows as a result of cost savings that will be generated primarily in the areas of selling and administration, supply chain, marketing and research and development. The Company incurred \$32 and \$60 of costs in fiscal year 2024 and 2023, respectively. Costs incurred are expected to be settled primarily in cash. 6 Of the restructuring and implementation related costs, net incurred in fiscal years 2024 and 2023, \$7 and \$41 was related to employee-related costs, respectively, \$6 and \$0 was related to asset impairment costs, respectively, and \$19 and \$19 was related to other costs, respectively. For further details on the streamlined operating model and restructuring, refer to the Notes to Consolidated Financial Statements. The effective tax rate on earnings was 26.5% and 32.4% in fiscal year 2024 and 2023, respectively. The lower tax rate in fiscal year 2024 compared to fiscal year 2023 was driven by the partial non-deductibility of impaired

Better Health VMS goodwill in the prior period and an international legal entity reorganization in the current period, partially offset by the divestiture of the Argentina business in the current period. Diluted net earnings per share% Change202420232024 to 2023Diluted net EPS\$2.254 \$1.20A 88% Diluted net earnings per share (EPS) increased by \$1.05, or 88%, in fiscal year 2024, primarily due to the noncash impairment charges on assets held by the Better Health Vitamins, Minerals and Supplements (VMS) business in the prior period and the benefits of pricing, cost savings and lower manufacturing and logistics costs in the current period, partially offset by losses relating to the divestiture of the Argentina business, the pension settlement charge, unfavorable foreign exchange rates, lower volume and higher advertising investments, all in the current period.7SEGMENT RESULTSThe following presents the results of the Companyâ€™s reportable segments and Corporate and Other (see Notes to Consolidated Financial Statements for further discussion of the principle measure of segment profitability used by management, segment adjusted earnings (losses) before interest and income taxes (segment adjusted EBIT)): Net salesFiscal year20242023Health and Wellness\$2,485A \$2,532A Household1,950A 2,098A Lifestyle1,275A 1,338A International1,162A 1,181A Reportable segment total6,872A 7,149A Corporate and Other221A 240A Total\$7,093A \$7,389A Segment adjusted EBIT (1) Fiscal year20242023Health and Wellness\$719A \$594A Household260A 308A Lifestyle253A 284A International122A 89A Reportable segment total1,354A 1,275A Corporate and Other(309)(358)Total\$1,045A \$917A Interest income23A 16A Interest expense(90)(90)Loss on divestiture(240)â€”A Pension settlement charge(171)â€”A Cyberattack costs, net of insurance recoveries(29)â€”A VMS impairmentâ€”A (445)Restructuring and related costs(32)(60)Digital capabilities and productivity enhancements investment(108)(100)Earnings (losses) before income taxes\$398A \$238A (1)See â€”Summary of Non-GAAP Financial Measuresâ€” below for reconciliation of segment adjusted EBIT to earnings (losses) before income taxes, the most directly comparable GAAP financial measure. 8Health and Wellness% Change202420232024 to 2023Net sales\$2,485A \$2,532A (2)%Segment adjusted EBIT719A 594A 21A Fiscal year 2024 versus fiscal year 2023: Volume and net sales decreased by 4% and 2%, respectively, and segment adjusted EBIT increased by 21% during fiscal year 2024. The volume decrease was primarily due to pricing actions and the impacts resulting from the cyberattack. The variance between volume and net sales was primarily due to the benefit of price increases, partially offset by unfavorable mix. The increase in segment adjusted EBIT in the current period was primarily due to lower manufacturing and logistics costs, the benefits of both cost savings and pricing and favorable commodity costs, partially offset by higher advertising investments and unfavorable mix. Household% Change202420232024 to 2023Net sales\$1,950A \$2,098A (7)%Segment adjusted EBIT260A 308A (16)Fiscal year 2024 versus fiscal year 2023: Volume, net sales and segment adjusted EBIT decreased by 8%, 7% and 16%, respectively, in fiscal year 2024. The volume decrease was primarily driven by lower consumption and distribution losses resulting from the cyberattack. The variance between volume and net sales was primarily due to the benefit of price increases, partially offset by higher trade promotion spending. The decrease in segment adjusted EBIT was mainly due to lower net sales and higher advertising investments, partially offset by cost savings.Lifestyle% Change202420232024 to 2023Net sales\$1,275A \$1,338A (5)%Segment adjusted EBIT253A 284A (11)Fiscal year 2024 versus fiscal year 2023: Volume, net sales and segment adjusted EBIT decreased by 6%, 5% and 11%, respectively, during fiscal year 2024. The volume decrease was primarily due to distribution losses, supply chain constraints and the impact of the cyberattack. The variance between volume and net sales was mainly due to the benefit of price increases partially offset by higher trade promotion spending. The decrease in segment adjusted EBIT was primarily due to higher advertising investments and lower net sales, partially offset by favorable commodity costs.International% Change202420232024 to 2023Net sales\$1,162A \$1,181A (2)%Segment adjusted EBIT122A 89A 37A Fiscal year 2024 versus fiscal year 2023: Volume and net sales decreased by 5% and 2%, respectively, while segment adjusted EBIT increased by 37% during fiscal year 2024. The volume decrease was primarily due to the impact of the Argentina divestiture. The variance between volume and net sales was mainly due to the benefit of price increases, partially offset by the impact of unfavorable foreign exchange rates. The increase in segment adjusted EBIT was primarily due to the net impact of pricing, partially offset by unfavorable foreign exchange rates, higher manufacturing and logistics costs and unfavorable commodity costs.9ArgentinaEffective July 1, 2018, under the requirements of U.S. GAAP, Argentina was designated as a highly inflationary economy, and as a result, the U.S. dollar replaced the Argentine peso as the functional currency of the Companyâ€™s subsidiaries in Argentina. Consequently, gains and losses from non-U.S. dollar denominated monetary assets and liabilities of Clorox Argentina were recognized in Other (income) expense, net in the consolidated statements of earnings, utilizing the official Argentine government exchange rate.On March 20, 2024, the Company completed the divestiture of its Argentina business. The financial results of the Argentina business through March 20, 2024 are reflected as part of the International reportable segment. See Notes to Consolidated Financial Statements for further information.As of June30, 2023, the net asset position, excluding goodwill, of Clorox Argentina was \$48. Of these net assets, cash balances were approximately \$28 as of June30, 2023. Net sales from Clorox Argentina represented approximately 2% of the Companyâ€™s consolidated net sales for both the fiscal years ended June30, 2024 and 2023.10Corporate and Other% Change202420232024 to 2023Net Sales\$221A \$240A (8)%Segment adjusted EBIT(309)(358)(14)%Corporate and Other includes certain non-allocated administrative costs, the Better Health VMS business and various other non-operating income and expenses. Fiscal year 2024 versus fiscal year 2023: Net sales decreased by 8% due to lower net sales in the Better Health VMS business. The decrease in segment adjusted losses before interest and income taxes was primarily due to lower Better Health VMS operating expenses and reductions in employee related expenses primarily due to cost savings and lower employee incentive compensation, partially offset by higher foreign exchange losses on Corporate and Other assets related to operations in Argentina.FINANCIAL POSITION AND LIQUIDITYManagementâ€™s discussion and analysis of the Companyâ€™s financial position and liquidity describes its consolidated operating, investing and financing activities from operations. The Companyâ€™s cash position includes amounts held by foreign subsidiaries and, as a result, the repatriation of certain cash balances from some of the Companyâ€™s foreign subsidiaries could result in additional tax costs. However, these cash balances are generally available without legal restriction to fund local business operations. In addition, a portion of the Companyâ€™s cash balance is held in U.S. dollars by foreign subsidiaries, whose functional currency is their local currency. Such U.S. dollar balances are reported on the foreign subsidiariesâ€™ books, in their functional currency, with the impact from foreign currency exchange rate differences recorded in Other (income) expense, net. The Companyâ€™s financial condition and liquidity remained strong as of June30, 2024. The following table summarizes cash activities for the years ended June 30:20242023Net cash provided by operations\$695A \$1,158A Net cash used for investing activities(175)(223)Net cash used for financing activities(655)(753)Operating ActivitiesNet cash provided by operations was \$695 in fiscal year 2024, compared with \$1,158 in fiscal year 2023. The decrease was primarily driven by higher tax payments, an increase in working capital and higher employee incentive compensation payments in the current fiscal year; partially offset by higher cash earnings in the current fiscal year. The increase in tax payments in the current fiscal year was primarily driven by payment of fiscal year 2023 income taxes previously deferred as a result of the relief provided by the IRS announced in January 2023 due to winter storms in California. 10The increase in working capital in the current fiscal year is primarily due to a decrease in accounts payable and accrued liabilities due to the timing of payments.Payment Terms Extension and Supply Chain FinancingThe Company initiated the extension of its payment terms with its suppliers in the second half of fiscal year 2020 in order to improve working capital as part of and to fund the IGNITE strategy and in keeping with evolving market practices. The Companyâ€™s current payment terms do not exceed 120 days in keeping with industry standards. The Companyâ€™s operating cash flows are directly impacted as a result of the extension of payment terms with suppliers.As part of those ongoing efforts, the Company has arranged for a global financial institution to offer a voluntary supply chain finance (SCF) program for the benefit of the Companyâ€™s suppliers. There would not be an expected material impact to the Companyâ€™s liquidity or capital resources if the financial institution or a supplier terminated the SCF arrangement. While the Company does not have direct access to information on, or influence over, which invoices a participating supplier elects to sell to the financial institution, the Company expects that the majority of these amounts have been sold to the financial institution. Refer to the Notes to Consolidated Financial Statements for detail on the SCF program.Investing ActivitiesNet cash used for investing activities was \$175 in fiscal year 2024, as compared to \$223 in fiscal year 2023. The year-over-year decrease was mainly due to net cash proceeds from the sale of the Argentina business, a sale-leaseback transaction and lower capital spending in the current fiscal year.Capital expenditures were \$212 and \$228 in fiscal years 2024 and 2023, respectively. Capital expenditures as a percentage of net sales were 3.0% and 3.1% for fiscal years 2024 and 2023, respectively. Free cash flow20242023Net cash provided by operations\$695A \$1,158A Less: capital expenditures(212)(228)Free cash flow\$483A \$930A Free cash flow as a percentage of net sales6.8A %12.6A %Financing ActivitiesNet cash used for financing activities was \$655 in fiscal year 2024, compared with \$753 in fiscal year 2023. The year-over-year decrease was driven by lower net cash repayments on short-term borrowings in the current fiscal year.Capital Resources and LiquidityThe Company's current liabilities may periodically exceed current assets as a result of the Company's debt management policies, including the Company's use of commercial paper borrowings which fluctuates depending on the amount and timing of operating and investing cash flows and payments for shareholder transactions such as dividends. The Company continues to take actions to address some of the effects of such cost increases, which include implementing price increases, driving cost savings and optimizing the Companyâ€™s supply chain.Notwithstanding potential unforeseen adverse market conditions and as part of the Companyâ€™s regular assessment of its cash needs, the Company believes it will have the funds necessary to support our short- and long-term liquidity and operating needs, including the costs related to the announced streamlined operating model and its digital capabilities and productivity enhancements investment, as well as the costs and impacts of the business disruption associated with the cyberattack, based on our anticipated ability to generate positive cash flows from operations in the future, access to capital markets enabled by our strong short-term and long-term credit ratings and current borrowing availability.11The Company may consider other transactions that require the issuance of additional long- and/or short-term debt or other securities to finance acquisitions, repurchase stock, refinance debt or fund other activities for general business purposes. Such transactions could require funds in excess of the Companyâ€™s current cash levels and available credit lines, and the Companyâ€™s access to or cost of such additional funds could be adversely affected by any decrease in credit ratings, which were the following as of June 30:20242023Short-termLong-termShort-termLong-termStandard and Poorâ€™sA-2BBB+A-2BBB+Moodyâ€™sP-2Baa1P-2Baa1Credit ArrangementsAs of June30, 2024, the Company maintained a \$1,200 revolving credit agreement that matures in March 2027 (the Credit Agreement). There were no borrowings under the Credit Agreement as of June30, 2024 and June30, 2023, and the Company believes that borrowings under the Credit Agreement are and will continue to be available for general corporate purposes. The Credit Agreement includes certain restrictive covenants and limitations. The primary restrictive covenant is a minimum ratio of 4.0, calculated as total earnings before interest, taxes, depreciation and amortization and other similar noncash charges and certain other items (Consolidated EBITDA) to total interest expense for the trailing four quarters (Interest Coverage ratio), as defined and described in the Credit Agreement.The Company was in compliance with all restrictive covenants and limitations in the Credit Agreement as of June30, 2024, and anticipates being in compliance with all restrictive covenants for the foreseeable future.As of June30, 2024, the Company maintained \$34 of foreign and other credit lines, of which \$9 was outstanding and the remainder of \$25 was available for borrowing. As of June30, 2023, the Company maintained \$35 of foreign and other credit lines, of which \$5 was outstanding and the remainder of \$30 was available for borrowing.Short-term BorrowingsThe Companyâ€™s notes and loans payable primarily consist of U.S. commercial paper issued by the parent company and any borrowings under the Credit Agreement. These short-term borrowings have stated maturities of less than one year and provide supplemental funding for supporting operations. The level of U.S. commercial paper borrowings generally fluctuates depending upon the amount and timing of operating cash flows and payments for items such as dividends, income taxes, stock repurchases and pension contributions. The average balance of short-term borrowings outstanding was \$168 and \$232 for the fiscal years ended June30, 2024 and 2023, respectively. Long-term BorrowingsLong-term borrowings, consisting of senior unsecured notes and debentures, were \$2,481 and \$2,477 as of June30, 2024 and 2023, respectively. Stock Repurchases and Dividend PaymentsAs of June30, 2024, the Company had two stock repurchase programs: an open-market purchase program with an authorized aggregate purchase amount of up to \$2,000, which has no expiration date and was authorized by the Board of Directors in May 2018, and a program to offset the anticipated impact of dilution related to stock-based awards (the Evergreen Program), which has no authorization limit on the dollar amount and no expiration date. During the fiscal years ended June30, 2024 and 2023, no shares of common stock were purchased.Dividends per share and total dividends paid to Clorox stockholders were as follows during the fiscal years ended June 30:20242023Dividends per share declared\$4.80A \$4.72A Dividends per share paid4.80A 4.72A Total dividends paid\$95A 583A On July 30, 2024, the Company declared a 2% increase in the quarterly dividend, from \$1.20 to \$1.22 per share, payable on August30, 2024 to common stockholders of record as of the close of business on August14, 2024.12On July 27, 2023, the Company declared a 2% increase in the quarterly dividend, from \$1.18 to \$1.20 per share, payable on August 25, 2023 to common stockholders of record as of the close of business on August 9, 2023. Material Cash RequirementsThe following table summarizes the Companyâ€™s current and long-term material cash requirements as of June30, 2024, which we intend to fund primarily with operating cash flows:20252026202720282029ThereafterTotalLong-term debt maturities including interest payments\$90A \$90A \$90A \$984A \$559A \$1,193A \$3,006A Notes and loans payable\$5A 1A 1A â€”A â€”A 7A Purchase obligations (1) (4)181A 128A 81A 43A 27A 45A 505A Operating and finance leases111A 106A 91A 71A 57A 61A 497A Payments related to nonqualified retirement income and retirement health care plans (2)15A 14A 13A 13A 13A 48A 116A Venture Operating Agreement terminal obligation (3)â€”A 531A â€”A â€”A â€”A 531A Total\$402A \$870A \$276A \$1,111A \$656A \$1,347A \$4,662A (1)Purchase obligations are defined as purchase agreements that are enforceable and legally binding and that contain specified or determinable significant terms, including quantity, price and the approximate timing of the transaction. For purchase obligations subject to variable price and/or quantity provisions, an estimate of the price and/or quantity has been made. Examples of the Companyâ€™s purchase obligations include contracts to purchase raw materials, commitments to contract manufacturers, commitments for information technology and related services, advertising contracts, capital expenditure agreements, software acquisition and license commitments and service contracts. The raw material contracts included above are entered into during the regular course of business based on expectations of future purchases. Many of these raw material contracts are flexible to allow for changes in the Companyâ€™s business and related requirements. If such changes were to occur, the Company believes its exposure could differ from the amounts listed above. Any amounts reflected in the consolidated balance sheets as Accounts payable and accrued liabilities are excluded from the table above, as they are short-term in nature and expected to be paid within one year.(2)These amounts represent expected payments through 2034. Based on the accounting rules for nonqualified retirement income and retirement health care plans, the liabilities reflected in the Companyâ€™s consolidated balance sheets differ from these expected future payments. Refer to the Notes to Consolidated Financial Statements for further details.(3)The Company has a venture agreement with The Procter & Gamble Company (P&G) for the Companyâ€™s Glad bags and wraps business (the Venture Agreement). As of June30, 2024, P&G had a 20% interest in the venture. Upon termination of the agreement in January 2026, the Company is required to purchase P&Gâ€™s 20% interest for cash at fair value as established by predetermined valuation procedures. Refer to the Notes to Consolidated Financial Statements for further details.(4)Includes contracted spend through fiscal year 2026 related to the digital capabilities and productivity enhancements investment, which is expected to be funded through cash generated from operations.CONTINGENCIESA summary of contingencies is contained in the Notes to Consolidated Financial Statements and is incorporated herein by reference.QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS a multinational company, the Company is exposed to the impact of changes in commodity prices, foreign currency fluctuations, interest-rate risk and other types of market risk.In the normal course of business, where available at a reasonable cost, the Company manages its exposure to market risk using contractual agreements and a variety of derivative instruments. The Companyâ€™s objective in managing its exposure to market risk is to limit the impact of fluctuations on earnings and cash flow through the use of derivative instruments, including exchange-traded futures and options contracts and over-the-counter swaps and forward purchase contracts. Over-the-counter derivative contracts are entered into for non-trading purposes with major credit-worthy institutions, thereby decreasing the risk of credit loss.The Company uses different methodologies, when necessary, to estimate the fair value of its derivative contracts. The estimated fair values of the majority of the Companyâ€™s contracts are based on quoted market prices, exchange-traded market prices or broker price quotations, and represent the estimated amounts that the Company would pay or receive to terminate the contracts.See Notes to Consolidated Financial Statements for further discussion of derivatives and hedging policies and fair value measurements.13Sensitivity Analysis for Derivative ContractsFor fiscal years 2024 and 2023, the Companyâ€™s exposure to market risk was estimated using sensitivity analyses, which illustrates the change in the fair value of a derivative financial instrument assuming hypothetical changes in commodity prices, foreign exchange rates or interest rates. The results of the sensitivity analyses for commodity, foreign currency and interest rate derivative contracts are summarized below. Actual changes in commodity prices, foreign exchange rates or interest rates may differ from the hypothetical changes, and any changes in the fair value of the contracts, real or hypothetical, would be partly to fully offset by an inverse change in the value of the

underlying hedged items. The changes in the fair value of derivatives are recorded as either assets or liabilities in the consolidated balance sheets with an offset to Net earnings or Other comprehensive (loss) income, depending on whether or not, for accounting purposes, the derivative is designated and qualified as an accounting hedge. For those derivative instruments designated and qualifying as hedging instruments, the Company must designate the hedging instrument either as a fair value hedge or as a cash flow hedge. The Company designates its commodity swaps and futures contracts for forecasted purchases of raw materials, foreign currency forward contracts for forecasted purchases of inventory, and interest rate contracts for forecasted interest payments as cash flow hedges. During the fiscal years ended June 30, 2024 and 2023, the Company had no hedging instruments designated as fair value hedges. In the event the Company has contracts not designated as hedges for accounting purposes, the Company recognizes the changes in the fair value of these contracts in the consolidated statements of earnings.

Commodity Price RiskThe Company is exposed to changes in the price of commodities used as raw materials in the manufacturing of its products. The Company uses various strategies, where available at a reasonable cost to manage cost exposures on certain raw material purchases with the objective of obtaining more predictable costs for these commodities, including long-term commodity purchase contracts and commodity derivative contracts. During fiscal years 2024 and 2023, the Company had derivative contracts related to raw material exposures for soybean oil used for the food business and jet fuel used for the grilling business. Based on a hypothetical decrease or increase of 10% in these commodity prices as of June 30, 2024 and June 30, 2023, the estimated fair value of the Company's then-existing commodity derivative contracts would decrease or increase by \$4 and \$4, respectively, with the corresponding impact included in Other comprehensive (loss) income.

Foreign Currency RiskThe Company seeks to minimize the impact of certain foreign currency fluctuations by hedging transactional exposures related to inventory purchases with foreign currency forward contracts. Based on a hypothetical decrease of 10% in the value of the U.S. dollar as of June 30, 2024 and June 30, 2023, the estimated fair value of the Company's then-existing foreign currency derivative contracts would decrease by \$3 and \$6, respectively, with the corresponding impact included in Other comprehensive (loss) income. Based on a hypothetical increase of 10% in the value of the U.S. dollar as of June 30, 2024 and June 30, 2023, the estimated fair value of the Company's then-existing foreign currency derivative contracts would increase by \$3 and \$5, respectively.

Interest Rate RiskThe Company can be exposed to interest rate volatility with regard to short-term borrowings, using commercial paper or under the Credit Agreement, in addition to potential changes in interest rates relating to anticipated future issuances of long-term debt. Weighted average interest rates for short-term borrowings using commercial paper were 5.58% during fiscal year 2024 and 3.92% during fiscal year 2023. Assuming average commercial paper borrowing levels during fiscal years 2024 and 2023, a 100 basis point increase or decrease in interest rates would increase or decrease interest expense from short-term borrowings by approximately \$2 and \$2, respectively. The Company can also be exposed to interest rate volatility with regard to anticipated future issuances of debt. The Company utilizes interest rate contracts to manage our exposure to interest rate volatility related to movements in U.S. Treasury and swap rates. As of June 30, 2024 and 2023, the Company had no outstanding interest rate contracts.

RECENTLY ISSUED ACCOUNTING STANDARDSA summary of all recently issued accounting standards is contained in Note 1 of the Notes to Consolidated Financial Statements.

CRITICAL ACCOUNTING ESTIMATESThe methods, estimates and judgments the Company uses in applying its most critical accounting policies have a significant impact on the results the Company reports in its consolidated financial statements. Accordingly, a different financial presentation could result depending on the judgments, estimates or assumptions that are used. The most critical accounting estimates are those that are most important to the portrayal of the Company's financial condition and results, and require the Company to make the most difficult and subjective judgments, often estimating the outcome of future events that are inherently uncertain. The Company's most critical accounting estimates are related to:

- Revenue recognition;
- The valuation of goodwill and other intangible assets;
- Income taxes;
- The Venture Agreement terminal obligation.

The Company's critical accounting estimates have been reviewed with the Audit Committee of the Board of Directors. A summary of the Company's significant accounting policies is contained in Note 1 of Notes to Consolidated Financial Statements.

Revenue RecognitionThe Company's revenue is primarily generated from the sale of finished products to customers. This revenue is reported net of certain variable consideration provided to customers, generally in the form of one-time and ongoing trade promotion programs. These trade promotion programs include shelf price reductions, in-store merchandising, consumer coupons and other trade-related activities. Amounts accrued for trade promotions are based on various factors such as contractual terms and sales volumes, and also incorporate estimates that include customer participation rates, the rate at which customers will achieve program performance criteria, product availability and historical consumer redemption rates. The actual amounts remitted to customers for these activities may differ from the Company's estimates, depending on how actual results of the programs compare to the estimates. If the Company's trade promotion accrual estimates as of June 30, 2024 were to increase or decrease by 10%, the impact on net sales would be approximately \$14.

Goodwill and Other Intangible AssetsThe Company tests its goodwill and other indefinite-lived intangible assets for impairment annually in the fiscal fourth quarter unless there are indications during a different interim period that these assets may have become impaired.

GoodwillFor fiscal year 2024, the Company's SBU's were organized into the reporting units used for goodwill impairment testing purposes. These reporting units, which are also the Company's operating segments, are the level at which discrete financial information is available and reviewed by the manager of the respective operating segments. The respective operating segment managers, who have responsibility for operating decisions, allocating resources and assessing performance within their respective segments, do not review financial information for components that are below the operating segment level. In its evaluation of goodwill impairment, the Company has the option to first assess qualitative factors such as the maturity and stability of the reporting unit, the magnitude of the excess fair value over the carrying value from a prior period's impairment testing, other reporting unit operating results, microeconomic and macroeconomic factors, as well as new events and circumstances impacting the operations at the reporting unit level. If the test indicates that it is more likely than not that a reporting unit is impaired, a quantitative test is performed. In the quantitative test, the Company compares the estimated fair value of each reporting unit to its carrying value. If the estimated fair value of any reporting unit is less than its carrying value, an impairment charge is recorded for the difference between the carrying value and the fair value of the reporting unit. Determining the fair value of a reporting unit requires significant judgments, assumptions and estimates by management which are subject to uncertainty. The Company uses a discounted cash flow (DCF) method under the income approach for its quantitative test, as it believes that this approach is the most reliable indicator of the fair value of its businesses and the fair value of their future earnings and cash flows. Under this approach, the Company estimates the future cash flows of each reporting unit and discounts these cash flows at a rate of return that reflects their relative risk. The cash flows used in the DCF method are consistent with those the Company uses in its internal planning, which gives consideration to actual business trends experienced and the long-term business strategy. The other key estimates and factors used in the DCF method include, but are not limited to, net sales and expense growth rates, commodity prices, foreign exchange rates, inflation and a terminal growth rate. Future changes in the judgments, assumptions and estimates that are used in the impairment testing for goodwill could result in significantly different estimates of the fair values and future impairment charges.

During the third quarter of fiscal year 2023, management made a decision to narrow the focus on core brands and streamline investment levels in the Better Health VMS business. As a result, revisions were made to the internal financial projections and operational plans of the Better Health VMS business reflecting the Company's current estimates regarding the future financial performance of these operations and macroeconomic factors. The revised estimated cash flows reflected lower sales growth expectations and lower investment levels. These events were considered a triggering event requiring interim impairment assessments to be performed as part of the preparation of the quarterly financial statements on the global indefinite-lived trademarks, other long-term assets and the Better Health VMS reporting unit. Based on the outcome of these assessments, a \$306 goodwill impairment charge was recorded during the third quarter of fiscal year 2023. There is no remaining goodwill associated with the impaired reporting unit. No heightened risk of impairment or impairments were identified in fiscal year 2024 as a result of the Company's impairment review performed annually during the fourth quarter or during any other quarters of fiscal year 2024.

Trademarks and Other Indefinite-Lived Intangible AssetsFor trademarks and other intangible assets with indefinite lives, the Company has the option to first assess qualitative factors, such as the maturity and stability of the trademark or other intangible asset, the magnitude of the excess fair value over carrying value from a prior period's impairment testing, other specific operating results, as well as new events and circumstances impacting the significant inputs used to determine the fair value of the intangible asset. If the result of a qualitative test indicates that it is more likely than not that the asset is impaired, a quantitative test is performed. When a quantitative test is performed, the estimated fair value of an asset is compared to its carrying value. If the carrying value of such asset exceeds its estimated fair value, an impairment charge is recorded for the difference between the carrying value and the estimated fair value. The Company uses a DCF method under the relief from royalty income approach to estimate the fair value of its trademarks and other intangible assets with indefinite lives. This approach requires significant judgments in determining the royalty rates and the asset's estimated cash flows, including consideration of related net sales growth rates, as well as the appropriate discount and foreign exchange rates applied to those cash flows to determine fair value. Future changes in such estimates or the use of alternative assumptions could result in significantly different estimates of the fair values.

During the third quarter of fiscal year 2023, as a result of the interim impairment assessments performed on various Better Health VMS assets as noted above, an impairment charge of \$139 was recorded to indefinite-lived intangible assets associated with the Better Health VMS business. The useful lives of the impaired trademarks, with a remaining net carrying value of \$28 as of March 31, 2023, were changed from indefinite to finite beginning on April 1, 2023. No heightened risk of impairment or significant impairments were identified in fiscal year 2024.

Finite-Lived Intangible AssetsFinite-lived intangible assets are reviewed for possible impairment whenever events or changes in circumstances occur that indicate that the carrying value of an asset (or asset group) may not be recoverable. The Company's impairment review requires significant judgment by management, including estimating the future success of product lines, future sales volumes, revenue and expense growth rates, alternative uses for the assets and proceeds from the disposal of the assets. The Company reviews business plans for possible impairment indicators. The risk of impairment is initially assessed based on an estimate of the undiscounted cash flows at the lowest level for which identifiable cash flows exist. The asset (or asset group) is not recoverable when the carrying value of the asset exceeds the estimated future undiscounted cash flows generated by the asset. When impairment is indicated, an impairment charge is recorded for the difference between the asset's (or asset group's) carrying value and its estimated fair value. Depending on the asset, estimated fair value may be determined either by use of a DCF method or, if available, by reference to estimated selling values of assets in similar condition. These approaches require significant judgments in determining the assumptions utilized in the DCF or the selection of comparable assets, as applicable. Future changes in such estimates or the use of alternative assumptions could result in significantly different estimates of the fair values. No significant impairments for finite-lived intangible assets were identified in fiscal year 2024.

Income TaxesThe Company's effective tax rate is based on income by tax jurisdiction, statutory tax rates and tax planning opportunities available to the Company in the various jurisdictions in which the Company operates. Significant judgment is required in determining the Company's effective tax rate and in evaluating its tax positions.

The Company maintains valuation allowances when it is likely that all or a portion of a deferred tax asset will not be realized. Changes in valuation allowances from period to period are included in the Company's income tax provision in the period of change. In determining whether a valuation allowance is warranted, the Company takes into account many factors, including the specific tax jurisdiction, both historical and projected future earnings, carryback and carryforward periods and tax planning strategies. Many of the judgments made in adjusting valuation allowances involve assumptions and estimates that are highly subjective. Valuation allowances maintained by the Company relate mostly to deferred tax assets arising from the Company's currently anticipated inability to use federal and state capital losses generated by the 2024 sale of the Company's Argentina business (see Notes to Consolidated Financial Statements). Other valuation allowances relate to deferred tax assets for net operating losses and tax credits in certain foreign countries. In addition to valuation allowances, the Company establishes uncertain tax positions when such tax positions do not meet certain recognition thresholds or measurement standards as defined by generally accepted accounting principles. These uncertain tax positions are adjusted as a result of changes in factors such as tax legislation, interpretations of laws by courts, rulings by tax authorities, new audit developments, changes in estimates and the expiration of the statute of limitations. Amounts for uncertain tax positions are adjusted in quarters when new information becomes available or when positions are effectively settled. Many of the judgments made in adjusting uncertain tax positions involve assumptions and estimates regarding audit outcomes and the timing of audit settlements, which are often uncertain and subject to change.

Venture Agreement Terminal ObligationThe Company has a Venture Agreement with P&G for the Company's Glad bags and wraps business. As of June 30, 2024 and June 30, 2023, P&G had a 20% interest in the venture. Upon termination of the agreement, currently set for January 2026, unless the parties agree to a further extension, the Company is required to purchase P&G's 20% interest for cash at fair value as established by predetermined valuation procedures. The Company's obligation to purchase P&G's interest is reflected in Other liabilities. The \$4 increase in the estimated fair value of P&G's interest since June 30, 2023 was attributable to an increase in the estimated future cash flows since the prior valuation. The difference between the estimated fair value and the amount recognized, and any future changes in the fair value of P&G's interest, is charged to cost of products sold in accordance with the effective interest method over the remaining life of the agreement. See Notes to Consolidated Financial Statements for additional information on the Venture Agreement. The estimated fair value of P&G's interest may increase or decrease up until any such purchase by the Company of P&G's interest. The Company uses the DCF method under the income approach to estimate the fair value of P&G's interest. Under this approach, the Company estimates the future cash flows and discounts these cash flows at a rate of return that reflects its risk. The cash flows used are consistent with those the Company uses in its internal planning, which gives consideration to actual business trends experienced and the long-term business strategy. The other key assumptions and estimates used include, but are not limited to, net sales and expense growth rates, commodity prices, foreign exchange rates, discount rates, inflation and terminal growth rates. Fair value determination requires significant judgment, assumptions and market factors which are uncertain and subject to change. Changes in the judgments, assumptions and market factors used could result in significantly different estimates of fair value. For perspective, if the discount rate as of June 30, 2024 were to increase or decrease by 100 basis points, the estimated fair value of P&G's interest would decrease by approximately \$54 or increase by approximately \$69, respectively. Such changes would affect the amount of future charges to Cost of products sold.

SUMMARY OF NON-GAAP FINANCIAL MEASURESThe non-GAAP financial measures that may be included in this MD&A and Exhibit 99.2 and the reasons management believes they are useful to investors are described below. These measures should be considered supplemental in nature and are not intended to be a substitute for the related financial information prepared in accordance with U.S. GAAP. In addition, these measures may not be the same as similarly named measures presented by other companies.

Free cash flow is calculated as net cash provided by operations less capital expenditures. The Company's management uses this measure and Free cash flow as a percentage of net sales to help assess the cash generation ability of the business and funds available for investing activities, such as acquisitions, investing in the business to drive growth and financing activities, including debt payments, dividend payments and stock repurchases. Free cash flow does not represent cash available only for discretionary expenditures since the Company has mandatory debt service requirements and other contractual and non-discretionary expenditures. Refer to Free cash flow and Free cash flow as a percentage of net sales above for a reconciliation of these non-GAAP measures.

EBIT represents earnings before income taxes, interest income and interest expense. EBIT margin is the ratio of EBIT to net sales. The Company's management believes these measures provide useful additional information to investors to enhance their understanding about trends in the Company's operations and are useful for period-over-period comparisons.

Adjusted earnings (losses) before interest and income taxes (adjusted EBIT) represents earnings (losses) before income taxes excluding interest income, interest expense and other significant items that are nonrecurring or unusual (such as the pension settlement charge, incremental costs, net of insurance recoveries, related to the cyberattack, asset impairments, charges related to the streamlined operating model, charges related to the digital capabilities and productivity enhancements investment, significant losses/(gains) related to acquisitions / divestitures and other nonrecurring or unusual items impacting comparability). The Company uses this measure to assess the operating results and performance of its segments, perform analytical comparisons, identify strategies to improve performance, and allocate resources to each segment. Management believes that the presentation of adjusted EBIT is useful to investors to assess operating performance on a consistent basis by removing the impact of the items that management believes does not directly reflect the performance of each segment's underlying operations. Adjusted EBIT margin is the ratio of adjusted EBIT to net sales.

Reconciliation of earnings (losses) before income taxes to adjusted EBITFiscal year 202420232022Earnings (losses) before income taxes\$398A \$238A \$607A Interest income(23)(16)(5)Interest expense90A 90A 106A Loss on divestiture (1)240A A A Pension settlement charge (2)171A A A Cyberattack costs, net of insurance recoveries (3)29A A A VMS impairment (4)A 445A A Streamlined operating model (5)32A 60A A Digital capabilities and productivity enhancements investment (6)108A 100A 61A Adjusted EBIT\$1,045A \$917A \$769A (1)Represents loss related to the divestiture of the Argentina business. Due to the nature, scope

[illegible]

[illegible]

included in Property, plant and equipment. Capitalized software as a service is included in Prepaid expenses and other current assets or Other assets and is amortized using the straight-line method over the term of the hosting arrangement which is typically no greater than 10 years.Impairment Review of Goodwill and Indefinite-Lived Intangible AssetsThe Company tests its goodwill, trademarks with indefinite lives and other indefinite-lived intangible assets annually for impairment in the fiscal fourth quarter unless there are indications during a different interim period that these assets may have become impaired.With respect to goodwill, the Company has the option to first assess qualitative factors, such as the maturity and stability of the reporting unit, the magnitude of the excess fair value over carrying value from a previous periodâ€™s impairment testing, other reporting unit specific operating results, microeconomic and macroeconomic factors, as well as new events and circumstances impacting the operations at the reporting unit level. The Company operates through strategic business units (SBUs) that are organized into the Company's operating segments. Reporting units for goodwill impairment testing purposes were identified as the Company's individual operating segments. If the result of a qualitative test indicates that it is more likely than not that a reporting unit is impaired, a quantitative test is performed. In the quantitative test, the Company compares the estimated fair value of the reporting unit to its carrying value. If the estimated fair value of any reporting unit is less than its carrying value, an impairment charge is recorded for the difference between the carrying value and the fair value of the reporting unit. To determine the fair value of a reporting unit as part of its quantitative test, the Company uses the discounted cash flow (DCF) method under the income approach, as it believes that this approach is the most reliable indicator of the fair value of its businesses and the fair value of its future earnings and cash flows. Under this approach, which requires significant judgments, the Company estimates the future cash flows of each reporting unit and discounts these cash flows at a rate of return that reflects their relative risk. The cash flows used in the DCF method are consistent with those the Company uses in its internal planning, which gives consideration to actual business trends experienced, and the broader business strategy for the long term. The other key estimates and factors used in the DCF method include, but are not limited to, net sales and expense growth rates, 32NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)commodity prices, foreign exchange rates, inflation and a terminal growth rate. Changes in such estimates or the application of alternative assumptions could produce different results.For trademarks and other intangible assets with indefinite lives, the Company has the option to first assess qualitative factors, such as the maturity and stability of the trademark or other intangible asset, the magnitude of the excess fair value over carrying value from a previous periodâ€™s impairment testing, other specific operating results, as well as new events and circumstances impacting the significant inputs used to determine the fair value of the intangible asset. If the result of a qualitative test indicates that it is more likely than not that the asset is impaired, a quantitative test is performed. When a quantitative test is performed, the estimated fair value of an asset is compared to its carrying value. If the carrying value of such asset exceeds its estimated fair value, an impairment charge is recorded for the difference between the carrying value and the estimated fair value. The Company uses the DCF method under the relief from royalty income approach to estimate the fair value of its trademarks and other intangible assets with indefinite lives. This approach requires significant judgments in determining the royalty rates and the assetsâ€™ estimated cash flows, as well as the appropriate discount and foreign exchange rates applied to those cash flows to determine fair value. Changes in such estimates or the use of alternative assumptions could produce different results. LeasesThe Company determines whether an arrangement contains a lease at inception by determining if the contract conveys the right to control the use of identified property, plant or equipment for a period of time in exchange for consideration and other facts and circumstances. Right-of-use (ROU) assets represent the Companyâ€™s right to use an underlying asset for the lease term and lease liabilities represent the Companyâ€™s obligation to make lease payments arising from the lease. ROU assets are calculated based on the lease liability adjusted for any lease payments paid to the lessor at or before the commencement date and initial direct costs incurred by the Company and excludes any lease incentives received from the lessor. The Company reviews ROU assets for impairment consistent with the approach applied for its other long-lived assets. Lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. The lease term may include an option to extend or terminate the lease when it is reasonably certain that the Company will exercise that option as of the commencement date of the lease, and is reviewed in subsequent periods if a triggering event occurs. As the Companyâ€™s leases typically do not contain a readily determinable implicit rate, the Company determines the present value of the lease liability using its incremental borrowing rate at the lease commencement date based on the lease term and the currency of the lease on a collateralized basis. Variable lease payments are the portion of lease payments that are not fixed over the lease term. Variable lease payments are expensed as incurred, and include certain non-lease components, such as maintenance and other services provided by the lessor, and other charges included in the lease, as applicable. The Company elected to combine lease and non-lease components as a single lease component and to exclude short-term leases, defined as leases with an initial term of 12 months or less, from its consolidated balance sheet.Restructuring LiabilitiesThe Company incurs restructuring costs in connection with workforce reductions; consolidation or closure of a facility; sale or termination of a line of business; and other actions. Such costs include employee termination benefits (one-time arrangements and benefits attributable to prior service), termination of contractual obligations, noncash asset charges and other direct incremental costs.The Company records employee termination liabilities once they are both probable and estimable for severance provided under the Companyâ€™s existing severance policy. Employee termination liabilities outside of the Companyâ€™s existing severance policy are recognized at the time relevant employees are notified, unless the employees will be retained to render service beyond a minimum retention period for transition purposes, in which case the liability is recognized ratably over the future service period. Other costs associated with a restructuring plan or exit or disposal activities, such as consulting and professional fees, facility exit costs, employee relocation, outplacement costs, accelerated depreciation or asset impairments associated with a restructuring plan, are recognized in the period in which the liability is incurred or the asset is impaired.Stock-based CompensationThe Company grants various nonqualified stock-based compensation awards to eligible employees, including stock options, restricted stock awards and performance shares.For stock options, the Company estimates the fair value of each award on the date of grant using the Black-Scholes valuation model, which requires management to make estimates regarding expected option life, stock price volatility and other assumptions. Groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. The Company estimates stock option forfeitures based on historical data for each employee grouping. The total number of stock options expected to vest is adjusted by actual and estimated forfeitures. Changes to the actual and estimated forfeitures will result in a cumulative adjustment in the period of change. Compensation expense is recorded by amortizing the grant date fair values on a straight-line basis over the requisite service period, adjusted for estimated forfeitures.33NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)For restricted stock awards, the fair value of each grant issued is estimated on the date of grant based on the current market price of the stock. Forfeitures are estimated based on historical data. The total number of restricted stock awards expected to vest is adjusted by actual and estimated forfeitures. Changes to the actual and estimated forfeitures will result in a cumulative adjustment in the period of change. Compensation expense is recorded by amortizing the grant date fair values on a straight-line basis over the requisite service period, adjusted for estimated forfeitures.The Companyâ€™s performance shares provide for the issuance of common stock to certain managerial staff and executive management if the Company achieves specified performance targets. The number of shares issued is dependent upon the achievement of specified performance targets. The performance period is three years and the payout determination is made at the end of the three-year performance period. Performance shares receive dividends earned during the vesting period upon vesting. The fair value of each grant issued is estimated on the date of grant based on the current market price of the stock. The total amount of compensation expense recognized reflects estimated forfeiture rates and managementâ€™s assessment of the probability that performance goals will be achieved. A cumulative adjustment is recognized to compensation expense in the current period to reflect any changes in the probability of achievement of performance goals.Cash flows resulting from tax deductions in excess of the cumulative compensation cost recognized for stock-based payment arrangements (excess tax benefits) are classified as operating cash inflows.Employee BenefitsThe Company accounts for its retirement income and retirement health care plans using actuarial methods. These methods use an attribution approach that generally spreads â€œplan eventsâ€ over the service lives or expected lifetime (for frozen plans) of plan participants. Examples of plan events are plan amendments and changes in actuarial assumptions such as the expected return on plan assets, discount rate, rate of compensation increase and certain employee-related factors, such as retirement age and mortality. The principle underlying the attribution approach is that employees render service over their employment period on a relatively â€œsmoothâ€ basis and, therefore, the statements of earnings effects of retirement income and retirement health care plans are recognized in the same pattern. One of the principal assumptions used in the net periodic benefit cost calculation is the expected return on plan assets. The expected return on plan assets may result in recognized expense or income that differs from the actual returns of those plan assets in any given year. Over time, however, the goal is for the expected long-term returns to approximate the actual returns and, therefore, the expectation is that the pattern of income and expense recognition should closely match the pattern of the services provided by the participants. The Company uses a market-related value method for calculating plan assets for purposes of determining the amortization of actuarial gains and losses. The differences between actual and expected returns are recognized in the net periodic benefit cost calculation over the average remaining service period or expected lifetime (for frozen plans) of the plan participants using the corridor approach. Under this approach, only actuarial gains (losses) that exceed 5% of the greater of the projected benefit obligation or the market-related value of assets are amortized to the Companyâ€™s net periodic benefit cost. In developing its expected return on plan assets, the Company considers the long-term actual returns relative to the mix of investments that comprise its plan assets and also develops estimates of future investment returns by considering external sources.The Company recognizes an actuarial-based obligation at the onset of disability for certain benefits provided to individuals after employment, but before retirement, that includes medical, dental, vision, life and other benefits.34NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)Environmental CostsThe Company is involved in certain environmental remediation and ongoing compliance activities. Accruals for environmental matters are recorded on a site-by-site basis when it is probable that a liability has been incurred and based upon a reasonable estimate of the liability. The Companyâ€™s accruals reflect the anticipated participation of other potentially responsible parties in those instances where it is probable that such parties are legally responsible and financially capable of paying their respective shares of the relevant costs. These accruals are adjusted periodically as assessment and remediation efforts progress or as additional technical or legal information becomes available. Actual costs to be incurred at identified sites in future periods may vary from the estimates, given the inherent uncertainties in evaluating environmental conditions. The accrual for environmental matters is included in Accounts payable and accrued liabilities and Other liabilities in the Companyâ€™s consolidated balance sheets on an undiscounted basis due to uncertainty regarding the timing of future payments.Revenue RecognitionThe Companyâ€™s revenue is primarily generated from the sale of finished product to customers. Revenue is recognized at the point in time when performance obligations under the terms of customer contracts are satisfied, which is when ownership, risks and rewards transfer, and can be on the date of shipment or the date of receipt by the customer, depending upon the particular customer arrangement. Shipping and handling activities are accounted for as contract fulfillment costs and included within Cost of products sold. After the completion of the performance obligation, there is an unconditional right to consideration as outlined in the contract. A right is considered unconditional if nothing other than the passage of time is required before payment of that consideration is due. The Company typically collects its customer receivables within two months. All performance obligations under the terms of contracts with customers have an original duration of one year or less.The Company has trade promotion programs, which primarily include shelf price reductions, in-store merchandising and consumer coupons. The costs of such activities, defined as variable consideration under Accounting Standards Codification 606, â€œRevenue from Contracts with Customers,â€ are netted against sales and recorded when the related sales take place. Accruals for trade promotion programs are established based on the Companyâ€™s best estimate of the amounts necessary to settle existing and future obligations for products sold as of the balance sheet date. Amounts accrued for trade promotions are based on various factors such as contractual terms and sales volumes, and also incorporate estimates that include customer participation rates, the rate at which customers will achieve program performance criteria, product availability and historical consumer redemption rates.The Company provides an allowance for doubtful accounts based on its historical experience and ongoing assessment of its customersâ€™ credit risk and aging. Customer receivables are presented net of an allowance for doubtful accounts of \$5 and \$3 as of June 30, 2024 and 2023, respectively. Receivables, net, include non-customer receivables of \$39 and \$14 as of June 30, 2024 and 2023, respectively, and related allowance of \$3 as of both June 30, 2024 and 2023. Cost of Products Sold Cost of products sold represents the costs directly related to the manufacture and distribution of the Companyâ€™s products and primarily includes raw materials, packaging, contract manufacturing fees, shipping and handling, warehousing, package design, depreciation, amortization, direct and indirect labor and operating costs for the Companyâ€™s manufacturing and distribution facilities, including salary, benefit costs and incentive compensation, and royalties and other charges related to the Companyâ€™s Glad Venture Agreement (See Note 11).Costs associated with developing and designing new packaging, including design, artwork, films and labeling, are expensed as incurred and included within Cost of products sold. Selling and Administrative ExpensesSelling and administrative expenses represent costs incurred by the Company in generating revenues and managing the business and include market research, commissions and certain administrative expenses. Administrative expenses include salary, benefits, incentive compensation, professional fees and services and other operating costs (such as software and licensing costs) associated with the Companyâ€™s non-manufacturing, non-research and development operations.Advertising and Research and Development CostsThe Company expenses advertising and research and development costs in the period incurred.Income TaxesThe Company uses the asset and liability method to account for income taxes. Deferred tax assets and liabilities are recognized for the anticipated future tax consequences attributable to differences between financial statement amounts and their respective 35NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)tax basis. Management reviews the Companyâ€™s deferred tax assets to determine whether their value can be realized based upon available evidence. A valuation allowance is established when management believes that it is more likely than not that some portion of its deferred tax assets will not be realized. Changes in valuation allowances from period to period are included in the Companyâ€™s income tax provision in the period of change. In addition to valuation allowances, the Company provides for uncertain tax positions when such tax positions do not meet certain recognition thresholds or measurement standards. Amounts for uncertain tax positions are adjusted in quarters when new information becomes available or when positions are effectively settled.Per U.S. GAAP, foreign withholding taxes are provided on unremitted foreign earnings that are not indefinitely reinvested at the time the earnings are generated. The Company regularly reviews and assesses whether there are any changes to its indefinite reinvestment assertion and determined that none of the undistributed earnings of its foreign subsidiaries are indefinitely reinvested. As a result, the Company is providing foreign withholding taxes on the undistributed earnings of all foreign subsidiaries where applicable. The Company accounts for the tax on global intangible low-taxed income (GILTI) as a period cost.Foreign Currency Transactions and TranslationLocal currencies are the functional currencies for substantially all of the Companyâ€™s foreign operations. When the transactional currency is different than the functional currency, transaction gains and losses are included as a component of Other (income) expense, net. In addition, certain assets and liabilities denominated in currencies other than a foreign subsidiaryâ€™s functional currency are reported on the subsidiaryâ€™s books in its functional currency, with the impact from exchange rate differences recorded in Other (income) expense, net. Assets and liabilities of foreign operations are translated into U.S. dollars using the exchange rates in effect at the balance sheet date, while income and expenses are translated at the respective average monthly exchange rates during the year.Gains and losses on foreign currency translations are reported as a component of Other comprehensive (loss) income. The income tax effect of currency translation adjustments is recorded as a component of deferred taxes with an offset to Other comprehensive (loss) income where appropriate.Effective July 1, 2018, under the requirements of U.S. GAAP, Argentina was designated as a highly inflationary economy, since it has experienced cumulative inflation of approximately 100 percent or more over a three-year period. As a result, beginning July 1, 2018, the U.S. dollar replaced the Argentine peso as the functional currency of the Companyâ€™s subsidiaries in Argentina (collectively, â€œClorox Argentinaâ€). Consequently, gains and losses from non-U.S. dollar denominated monetary assets and liabilities for Clorox Argentina prior to divestment were recognized in Other (income) expense, net in the consolidated statements of earnings.Derivative InstrumentsThe Companyâ€™s use of derivative instruments, principally exchange-traded futures and options contracts, and over-the-counter swaps and forward contracts, is limited to non-trading purposes and is designed to partially manage exposure to changes in commodity prices, foreign currencies and interest rates. The Companyâ€™s contracts are hedges for transactions with notional amounts and periods consistent with the related exposures and do not constitute investments independent of these exposures. The changes in the fair value (i.e., gains or losses) of a derivative instrument are recorded as either assets or liabilities in the consolidated balance sheets with an offset to Net earnings or Other comprehensive (loss) income depending on whether, for accounting purposes, it has been designated and qualifies as an accounting hedge and, if so, on the type of hedging relationship. The criteria used to determine if hedge accounting treatment is appropriate are: (a) formal designation and documentation of the hedging relationship, the risk management objective and hedging strategy at hedge

inception; (b) eligibility of hedged items, transactions and corresponding hedging instrument; and (c) effectiveness of the hedging relationship both at inception of the hedge and on an ongoing basis in achieving the hedging objectives. For those derivative instruments designated and qualifying as hedging instruments, the Company must designate the hedging instrument either as a fair value hedge or as a cash flow hedge. The Company designates its commodity futures, options and swaps contracts for forecasted purchases of raw materials, foreign currency forward contracts for forecasted purchases of inventory and interest rate contracts for forecasted interest payments as cash flow hedges. During the fiscal years ended June 30, 2024, 2023 and 2022, the Company had no hedging instruments designated as fair value hedges. For derivative instruments designated and qualifying as cash flow hedges, gains or losses are reported as a component of Other comprehensive (loss) income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. From time to time, the Company may have contracts not designated as hedges for accounting purposes, for which it recognizes changes in the fair value in the consolidated statements of earnings in the current period. Cash flows from hedging activities are classified as operating activities in the consolidated statements of cash flows.

36NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)Recently Issued Accounting StandardsRecently Issued Accounting Standards Not Yet AdoptedIn December 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures." These amendments primarily require enhanced disclosures and disaggregation of income tax information by jurisdiction in the annual income tax reconciliation and quantitative and qualitative disclosures regarding income taxes paid. These amendments are to be applied prospectively, with the option to apply the standard retrospectively, for annual periods beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact that the adoption of this guidance will have on the Company's disclosures. In November 2023, the FASB issued ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." These amendments primarily require enhanced disclosures about significant segment expenses regularly provided to the chief operating decision maker and included within each reported measure of segment profit or loss. The ASU also requires all annual disclosures currently required by Topic 280 to be included in interim periods. These amendments are to be applied retrospectively for all periods presented in the financial statements and are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the impact that the adoption of this guidance will have on the Company's disclosures.

Recently Adopted Accounting StandardsIn September 2022, the FASB issued ASU No. 2022-04, "Liabilities - Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations." These amendments require disclosure of the key terms of outstanding supplier finance programs and a rollforward of the related obligations. These amendments are effective for fiscal years beginning after December 15, 2022, except for the amendment on rollforward information, which is effective for fiscal years beginning after December 15, 2023. The Company adopted the standard as of July 1, 2023. The adoption relates to disclosures only and does not have an impact on the consolidated financial statements, results of operations, or cash flows.

NOTE 2. DIVESTITURE OF ARGENTINA BUSINESSOn March 20, 2024, the Company completed the sale of its Argentina business, which consisted of two production plants in Argentina as well as the rights to the Company's brands in Argentina, Uruguay and Paraguay, to Apex Capital and an investment group. The transaction is in support of the Company's IGNITE strategy and the commitment to evolve the Company's portfolio to increase focus on its core business to drive more consistent, profitable growth. The transaction was executed pursuant to a stock purchase agreement, which covered all the outstanding stock of the Clorox Argentina S.A. and Clorox Uruguay S.A. As a result of the transaction, the Company recorded a pre-tax loss of \$240 during the third quarter of fiscal year 2024, primarily due to the one-time noncash impact of the release of the cumulative translation adjustment losses of \$223 related to these entities that had previously been recorded in Accumulated other comprehensive net (loss) income. The major classes of assets and liabilities of the Argentina business divested as of March 20, 2024 were as follows:

Divestiture	Working capital, net	\$31A	Property, plant and equipment, net	18A	Goodwill	(1)16A	Other assets	3A	Other liabilities	(3)Net assets divested	\$65A

(1)Goodwill corresponding to the International reportable segment. The following table presents net sales of the Argentina business, which includes the financial results up to March 20, 2024, the date of sale, for fiscal years ended:

NOTE 2. DIVESTITURE OF ARGENTINA BUSINESS (CONTINUED)	2024	2023	Net sales	\$123A	\$172A

The divestiture of the Company's Argentina business does not meet the criteria to be reported as discontinued operations in the consolidated financial statements as the Company's decision to divest this business did not represent a strategic shift that will have a major effect on the Company's operations and financial results.

NOTE 3. CYBERATTACKOn Monday, August 14, 2023, the Company disclosed it had identified unauthorized activity on some of its Information Technology (IT) systems. That activity began on Friday, August 11, 2023 and after becoming aware of it that evening, the Company immediately began taking steps to stop and remediate the activity. The Company also took certain systems offline and engaged third-party cybersecurity experts to support its investigation and recovery efforts. The Company implemented its business continuity plans, including manual ordering and processing procedures at a reduced rate of operations in order to continue servicing its customers. However, the incident resulted in wide-scale disruptions to the Company's business operations throughout the remainder of the quarter ended September 30, 2023. The impacts of these system disruptions included order processing delays and significant product outages, resulting in a negative impact on net sales and earnings. The Company has since transitioned back to automated order processing. The Company experienced lessening operational impacts in the second quarter and has since returned to normalized operations. The Company incurred incremental costs, net of insurance recoveries, of approximately \$29 in fiscal year 2024 as a result of the cyberattack. The Company recognized insurance recoveries of \$30 in the fourth quarter of fiscal year 2024. The following table summarizes the recognition of costs, net of insurance recoveries, as reflected in the consolidated statements of earnings and comprehensive income for the fiscal year ended June 30:

2024	Costs of products sold	\$17A	Selling and administrative expenses	\$12A	Total	\$29A

The costs incurred relate primarily to third-party consulting services, including IT recovery and forensic experts and other professional services incurred to investigate and remediate the attack, as well as incremental operating costs incurred from the resulting disruption to the Company's business operations. The Company does not expect to incur significant costs related to the cyberattack in future periods. The timing of recognizing further insurance recoveries may differ from the timing of recognizing the associated expenses.

NOTE 4. SUPPLY CHAIN FINANCING PROGRAMThe Company has arranged for a global financial institution to offer a voluntary supply chain finance (SCF) program for the benefit of the Company's suppliers. The Company's current payment terms do not exceed 120 days in keeping with industry standards. The SCF program enables suppliers to directly contract with the financial institution to receive payment from the financial institution prior to the payment terms between the Company and the supplier by selling the Company's payables to the financial institution. Participation in the program is at the sole discretion of the supplier and the Company has no economic interest in a supplier's decision to enter into the agreement and has no direct financial relationship with the financial institution, as it relates to the SCF program. Once a supplier elects to participate in the SCF program and reaches an agreement with the financial institution, the supplier elects which individual Company invoices to sell to the financial institution. The terms of the Company's payment obligations are not impacted by a supplier's participation in the program and as such, the SCF program has no direct impact on the Company's balance sheets, cash flows or liquidity. The Company has not pledged any assets as security or provided guarantees under the SCF program. All outstanding amounts related to suppliers participating in the SCF program are recorded within Accounts payable and accrued liabilities in the consolidated balance sheets and the associated June 30, 2024 and 2023, the amount due to suppliers participating in the SCF program and included in Accounts payable and accrued liabilities was \$205 and \$220, respectively.

38NOTE 5. RESTRUCTURING AND RELATED COSTSBeginning in the first quarter of fiscal year 2023, the Company recognized costs related to a plan that involves streamlining its operating model to meet its objectives of driving growth and productivity. The streamlined operating model is expected to enhance the Company's ability to respond more quickly to changing consumer behaviors and innovate faster. The implementation of this new model was completed in fiscal year 2024. The Company incurred \$32 and \$60 of costs in fiscal year 2024 and 2023, respectively. Costs incurred are expected to be settled primarily in cash. The total restructuring and related implementation costs, net associated with the Company's streamlined operating model plan as reflected in the consolidated statements of earnings and comprehensive income for the fiscal years ended June 30 were:

2024	2023	Costs of products sold	\$A	(3)	Selling and administrative expenses	16A	12A	Research and development	A	(1)	Other (income) expense, net	Employee-related costs	10A	52A	Asset impairments	6A

A Total Other (income) expense, net: 16A 52A Total, net: \$32A \$60A Employee-related costs primarily include severance and other termination benefits calculated based on salary levels, prior service and statutory requirements. Other costs primarily include consulting fees incurred for the organizational design and implementation of the streamlined operating model, related processes and other professional fees incurred. The Company may, from time to time, decide to pursue additional restructuring-related initiatives that involve costs in future periods. The following table reconciles the accrual for the streamlined operating model restructuring and related implementation costs discussed above, which are recorded within Accounts payable and accrued liabilities in the consolidated balance sheets as follows for the fiscal years ended June 30:

Employee-Related Costs	Other	Total	Accrual Balance as of June 30,	2023	\$23A	\$5A	\$28A	Charges	10A	19A	29A	Cash payments	(25)	(13)	(38)	Accrual Balance as of June 30,	2024	\$8A	\$11A	\$19A

39NOTE 6. INVENTORIES, NETInventories, net consisted of the following as of June 30:

2024	2023	Finished goods	\$56A	\$59A	Raw materials and packaging	17A	18A	Work in process	9A	8A	LIFO allowances	(9B)	(87)	Total inventories, net	639A	698A	Non-current inventories, net	(1)2A	2A	Total current inventories, net	637A	\$696A

(1)Non-current inventories, net is recorded in Other assets. The LIFO method was used to value approximately 36% of inventories as of June 30, 2024 and 2023, respectively. The carrying values for all other inventories are determined on the FIFO method. The effect on earnings of the liquidation of LIFO layers was insignificant for each of the fiscal years ended June 30, 2024, 2023 and 2022.

NOTE 7. PROPERTY, PLANT AND EQUIPMENT, NETThe components of property, plant and equipment, net, consisted of the following as of June 30:

2024	2023	Land and improvements	\$174A	\$168A	Buildings	816A	810A	Machinery and equipment	2,398A	2,355A	Capitalized software costs	413A	400A	Computer equipment	137A	131A	Construction in progress	198A	186A	Total	4,136A	4,050A

Less: Accumulated depreciation and amortization (2,821) (2,705) Property, plant and equipment, net: \$1,315A \$1,345A Depreciation and amortization expense related to property, plant and equipment, net, was \$206, \$206 and \$193 in fiscal years 2024, 2023 and 2022, respectively, of which \$10, \$10 and \$8 were related to amortization of capitalized software, respectively. Noncash capital expenditures were \$5, \$9 and \$6 for fiscal years, 2024, 2023 and 2022, respectively. There were no significant asset retirement obligations recorded and included in Buildings above for both fiscal years 2024 and 2023.

40NOTE 8. GOODWILL, TRADEMARKS AND OTHER INTANGIBLE ASSETSThe changes in the carrying amount of goodwill by reportable segment and Corporate and Other for the fiscal years ended June 30, 2024 and 2023 were as follows:

Goodwill	Health and Wellness HouseholdLifestyle	International	Corporate	and Other	(1)	Total	Balance as of June 30,	2022	\$323A	\$85A	\$244A	\$600A	\$306A	\$1,558A	Goodwill impairment	A	A	A	A	A	A	(306)

(306) Balance as of June 30, 2023: \$323A \$85A \$244A \$600A \$306A \$1,252A Divestiture (2)A A A A A (16)A (16) Effect of foreign currency translationA A A A A (8)A (8) Balance as of June 30, 2024: \$323A \$85A \$244A \$576A \$A \$1,228A (1) Reflects goodwill related to the Better Health VMS reporting unit, which was previously included within the Health and Wellness reportable segment prior to the segment changes effective in the fourth quarter of fiscal year 2023. (2) Reflects goodwill related to the divestiture of the Argentina business. See Note 2 for additional information. The changes in the carrying amount of trademarks and other intangible assets for the fiscal years ended June 30, 2024 and 2023 were as follows:

As of June 30,	2023	Gross carrying amount	Accumulated amortization / Impairments	Net carrying amount	Gross carrying amount	Accumulated amortization / Impairments	Net carrying amount	Trademarks with indefinite lives	(1)	\$493A	\$A	\$493A	\$494A	\$A	\$494A	Trademarks with finite lives	(1)	83A	38A	45A	89A	40A	49A	Other intangible assets with finite lives	578A	435A	143A	579A	410A	169A	Totals	1,154A	\$473A	\$681A	\$1,162A	\$450A	\$712A

(1)As of June 30, 2023, reflects changes to the useful lives of certain Better Health VMS and International indefinite-lived trademarks to finite-lived effective April 1, 2023. Amortization expense relating to the Company's intangible assets was \$29, \$30 and \$31 for the years ended June 30, 2024, 2023 and 2022, respectively. Estimated amortization expense for these intangible assets is \$28, \$28, \$29, \$28 and \$11 for fiscal years 2025, 2026, 2027, 2028 and 2029, respectively.

Fiscal Year 2023 ImpairmentsDuring the third quarter of fiscal year 2023, management made a decision to narrow the focus on core brands and streamline investment levels in the Better Health VMS business. As a result, revisions were made to the internal financial projections and operational plans of the Better Health VMS business reflecting the Company's current estimates regarding the future financial performance of these operations and macroeconomic factors. The revised estimated future cash flows reflected lower sales growth expectations and lower investment levels. These revisions were considered a triggering event requiring interim impairment assessments to be performed as part of the preparation of the quarterly financial statements on the global indefinite-lived trademarks, other long-term assets and the Better Health VMS reporting unit. Based on the outcome of these assessments, the following pre-tax, noncash impairment charges were recorded during fiscal year 2023:

Impairment Charges	Better Health VMS reporting unit	Intangible reporting unit	Total	Goodwill	\$306A	A	A	\$306A	Trademarks, net	127A	12A	139A	Totals	\$433A	\$12A	\$445A

41NOTE 8. GOODWILL, TRADEMARKS AND OTHER INTANGIBLE ASSETS (Continued)In connection with recognizing these impairment charges, the Company recognized tax benefits related to the impairments of \$83 due to the partial tax deductibility of these charges. To determine the estimated fair values of the global indefinite-lived trademarks related to the Better Health VMS business, the Company used the DCF method under the relief from royalty income approach. This approach requires significant judgments in determining the royalty rates and the assets' estimated cash flows as well as the appropriate discount rates applied to those cash flows to determine fair value. As a result of the interim impairment test, the Company concluded that the carrying value of the global indefinite-lived trademarks exceeded their estimated fair value, and recorded impairment charges of \$139. In addition, the useful lives of the impaired trademarks, with a remaining net carrying value of \$28 as of March 31, 2023, were changed from indefinite to finite beginning on April 1, 2023, which reflects the remaining expected useful lives of the trademarks based on the most recent financial and operational plans. The weighted-average estimated useful life of these trademarks is 20 years. After adjusting the carrying values of the global indefinite-lived trademarks and concluding that the carrying amounts of the other long-lived assets were recoverable, the Company completed a quantitative impairment test for goodwill and recorded a goodwill impairment charge of \$306 in the Better Health VMS reporting unit. To determine the fair value of the Better Health VMS reporting unit, the Company used a DCF method under the income approach. In accordance with this approach, the Company estimated the future cash flows of the Better Health VMS reporting unit and discounted these cash flows at a rate of return that reflects its relative risk. The other key estimates and factors used in the DCF method include, but are not limited to, net sales and expense growth rates and a terminal growth rate. The decrease in projected cash flows due to the revisions adversely impacted key assumptions used in determining the fair value of the Better Health VMS reporting unit and assets contained therein, primarily projected net sales. There is no remaining goodwill associated with the impaired reporting unit. No other significant impairments were identified as a result of the Company's impairment reviews during fiscal years 2024, 2023 and 2022.

NOTE 9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIESAccounts payable and accrued liabilities consisted of the following as of June 30:

2024	2023	Accounts payable	\$950A	\$1,021A	Compensation and employee benefit costs	190A	262A	Trade and sales promotion costs	156A	157A	Dividends	25A	23A	Other	165A	196A	Total	\$1,486A	\$1,659A

NOTE 10. DEBTShort-term borrowingsNotes and loans payable are borrowings that mature in less than one year, primarily consisting of U.S. commercial paper issued by the Company and borrowings under the Company's revolving credit agreements. Notes and loans payable were \$4 and \$50 as of June 30, 2024 and 2023, respectively. The weighted average interest rates incurred on average outstanding notes and loans payable during the fiscal years ended June 30, 2024, 2023 and 2022, including fees associated with the Company's revolving credit agreements, were 4.77%, 3.48% and 0.54% respectively.

42NOTE 10. DEBT (Continued)Long-term borrowingsLong-term debt, carried at face value net of unamortized discounts, premiums and debt issuance costs, included the following as of June 30:

2024	2023	Senior unsecured notes and debentures	3.10%, \$400 due October 2027	\$399A	3.90%, \$500 due May 2028	\$497A	4.40%, \$500 due May 2029	\$495A	4.95A	1.80%, \$500 due May 2030	\$495A	4.94A	4.60%, \$600 due May 2032	\$94A	593A	Total	2,481A	2,477A

Less: Current maturities of long-term debtA A A A A Long-term debt\$2,481A \$2,477A In May 2022, the Company issued \$1,100 in senior notes, which included \$500 of senior notes with an annual fixed interest rate of 4.40%, payable semi-annually in May and November, final maturity in May 2029 that carry an effective rate of 3.89% (May 2029 senior notes), which includes the impact from the settlement of interest rate contracts in May 2022, and \$600 of senior notes with an annual fixed rate of 4.60%, payable semi-annually in May and November, final maturity in May 2032 that carry an effective rate of 3.25% (May 2032 senior notes), which includes the impact from the settlement of interest rate contracts in May 2022. The notes rank equally with all of the Company's existing senior indebtedness. Proceeds from the senior notes were used to redeem prior to maturity \$600 of senior notes with an annual fixed interest rate of 3.05% due in September 2022 and \$500 of senior notes with an annual fixed interest rate of 3.50% due in December 2024, which were redeemed in June 2022 prior to their maturities, and for general corporate purposes. In connection with the redemption prior to maturity of the \$500 of senior notes due in December 2024, the Company recorded a loss on the early extinguishment of debt of \$13, which is included in Interest expense in the Consolidated Statements of Earnings, representing the

and issuance costs associated with the debt extinguished of \$8. In November 2021, \$300 of the Company's senior notes with annual fixed interest rate of 3.80% became due and were repaid using commercial paper borrowings. The weighted average interest rates incurred on average outstanding long-term debt during the fiscal years ended June 30, 2024, 2023 and 2022, were 3.25%, 3.25% and 3.25%, respectively. The weighted average effective interest rates on long-term debt balances as of both June 30, 2024 and 2023 were 3.25% and 3.25%, respectively. Long-term debt maturities as of June 30, 2024, were \$0 in fiscal years 2025 through 2027, \$900 in fiscal year 2028, \$500 in fiscal year 2029 and \$1,100 thereafter. Credit arrangements as of June 30, 2023, and June 30, 2024, and the Company believes that borrowings under the Credit Agreement will continue to be available for general corporate purposes. The Credit Agreement includes certain restrictive covenants and limitations consistent with the previous agreement, with which the Company was in compliance as of June 30, 2024 and June 30, 2023. The Company's borrowing capacity under the revolving credit agreements and other financing arrangements as of June 30 was as follows: 2024 2023 Revolving credit facilities \$1,200A \$1,200A Foreign and other credit lines 34A 35A Total \$1,234A 1,235A Of the \$34 of foreign and other credit lines as of June 30, 2024, \$9 was outstanding and the remainder of \$25 was available for borrowing. Of the \$35 of foreign and other credit lines as of June 30, 2023, \$5 was outstanding and the remainder of \$30 was available for borrowing. 43 NOTE 11. OTHER LIABILITIES Other liabilities consisted of the following as of June 30: 2024 2023 Venture Agreement terminal obligation, net \$510A \$495A Employee benefit obligations 263A 259A Taxes 25A 19A Environmental liabilities 24A 24A Other 26A 28A Total \$484A \$825A Venture Agreement The Company has an agreement with The Procter & Gamble Company (P&G) for the Company's Glad bags and wraps business. In connection with this agreement, P&G provides research and development (R&D) support to the Glad business. As of June 30, 2024 and 2023, P&G had a 20% interest in the venture. The Company pays a royalty to P&G for its interest in the profits, losses and cash flows, as contractually defined, of the Glad business, which is included in Cost of products sold. In December 2017, the Company and P&G extended the term of the agreement and the related R&D support provided by P&G. The term will expire in January 2026, unless the parties agree, on or prior to January 31, 2025, to further extend the term of the agreement for another seven years or agree to take some other relevant action. The agreement can be terminated under certain circumstances, including at P&G's option upon a change in control of the Company or, at either party's option, upon the sale of the Glad business by the Company. Upon termination of the agreement, the Company is required to purchase P&G's 20% interest for cash at fair value as established by predetermined valuation procedures. As of June 30, 2024, the estimated fair value of P&G's interest in the venture was \$531, of which \$510 has been recognized and is reflected in Other liabilities as noted in the table above. The estimated fair value of P&G's interest in the venture was \$527 as of June 30, 2023. The difference between the estimated fair value and the amount recognized, and any future changes in the fair value of P&G's interest, is charged to Cost of products sold in accordance with the effective interest method over the remaining life of the agreement. Following termination, the Glad business will retain the exclusive core intellectual property licenses contributed by P&G on a royalty-free basis for the licensed products marketed. NOTE 12. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS Financial Risk Management and Derivative Instruments The Company is exposed to certain commodity, foreign currency and interest rate risks related to its ongoing business operations and uses derivative instruments to mitigate its exposure to these risks. Commodity Price Risk Management The Company may use commodity futures, options and swap contracts to limit the impact of price volatility on a portion of its forecasted raw material requirements. These commodity derivatives may be exchange traded or over-the-counter contracts and generally have original contractual maturities of less than 2 years. Commodity purchase and option contracts are measured at fair value using market quotations obtained from the Chicago Board of Trade commodity futures exchange and commodity derivative dealers. As of June 30, 2024, the notional amount of commodity derivatives was \$38, of which \$27 related to soybean oil futures used for the food business and \$11 related to jet fuel swaps used for the grilling business. As of June 30, 2023, the notional amount of commodity derivatives was \$41, of which \$29 related to soybean oil futures and \$12 related to jet fuel swaps. Foreign Currency Risk Management The Company may also enter into certain over-the-counter derivative contracts to manage a portion of the Company's forecasted foreign currency exposure associated with the purchase of inventory. These foreign currency contracts generally have original contractual maturities of less than 2 years. The foreign exchange contracts are measured at fair value using information quoted by foreign exchange dealers. The notional amounts of outstanding foreign currency forward contracts used by the Company's subsidiaries to hedge forecasted purchases of inventory were \$29 and \$51 as of June 30, 2024 and 2023, respectively. 44 NOTE 12. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS (Continued) Interest Rate Risk Management The Company may enter into over-the-counter interest rate contracts to fix a portion of the benchmark interest rate prior to the anticipated issuance of fixed rate debt. These interest rate contracts generally have original contractual maturities of less than 3 years. The interest rate contracts are measured at fair value using information quoted by bond dealers. The Company held no interest rate contracts as of both June 30, 2024 and 2023. During fiscal year 2022, the Company entered into an additional \$650 of interest rate contracts. All contracts represented interest rate swap lock agreements to manage the exposure to interest rate volatility associated with future interest payments on forecasted debt issuance, and were terminated in May 2022 upon issuance of \$1,100 in senior notes (See Note 10). These contracts resulted in a \$114 gain recorded in Other comprehensive (loss) income, comprised of \$25 attributable to the May 2029 senior notes and \$89 attributable to the May 2032 senior notes, which is being amortized into Interest expense in the consolidated statements of earnings over the 7-year and 10-year term of the notes. Commodity, Foreign Exchange and Interest Rate Derivatives The Company designates its commodity forward, futures and options contracts for forecasted purchases of raw materials, foreign currency forward contracts for forecasted purchases of inventory, and interest rate contracts for forecasted interest payments as cash flow hedges. The effects of derivative instruments designated as hedging instruments on Other comprehensive (loss) income and Net earnings were as follows during the fiscal years ended June 30: Gains (losses) recognized in Other comprehensive (loss) income 2024 2023 2022 Commodity purchase derivative contracts \$(8) \$(6) \$17A Foreign exchange derivative contracts \$A \$A \$A 1A Interest rate derivative contracts \$A \$A \$A 89A Total \$(8) \$(6) \$107A Location of gains (losses) reclassified from Accumulated other comprehensive net (loss) income into Net earnings Gains (losses) reclassified from Accumulated other comprehensive net (loss) income and recognized in Net earnings 2024 2023 2022 Commodity purchase derivative contracts Cost of products sold \$(6) \$5A 23A Foreign exchange derivative contracts Cost of products sold \$A 1A \$A 1A Interest rate derivative contracts Interest expense 13A 13A (9) Total \$7A \$19A \$14A The estimated amount of the existing net gain (loss) in Accumulated other comprehensive net (loss) income as of June 30, 2024 that is expected to be reclassified into Net earnings within the next twelve months is \$8. Counterparty Risk Management and Derivative Contract Requirements The Company utilizes a variety of financial institutions as counterparties for over-the-counter derivative instruments. The Company enters into agreements governing the use of over-the-counter derivative instruments and sets internal limits on the aggregate over-the-counter derivative instrument positions held with each counterparty. Certain terms of these agreements require the Company or the counterparty to post collateral when the fair value of the derivative instruments exceeds contractually defined counterparty liability position limits. Of the over-the-counter derivative instruments in liability positions, \$0 and \$1 contained such terms as of June 30, 2024 and 2023, respectively. As of both June 30, 2024 and 2023, neither the Company nor any counterparty was required to post any collateral as no counterparty liability position limits were exceeded. Certain terms of the agreements governing the Company's over-the-counter derivative instruments require the Company's credit ratings, as assigned by Standard & Poor's and Moody's to the Company and its counterparties, to remain at a level equal to or better than the minimum of an investment grade credit rating. If the Company's credit ratings were to fall below investment grade, the counterparties to the derivative instruments could request full collateralization on derivative instruments in net liability positions. As of both June 30, 2024 and 2023, the Company and each of its counterparties had been assigned investment grade ratings by both Standard & Poor's and Moody's. 45 NOTE 12. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS (Continued) Certain of the Company's exchange-traded futures and options contracts used for commodity price risk management include requirements for the Company to post collateral in the form of a cash margin account held by the Company's broker for trades conducted on that exchange. As of June 30, 2024 and 2023, the Company maintained required cash margin balances related to exchange-traded futures and options contracts of \$3 and \$0, respectively, which are classified as Prepaid expenses and other current assets on the consolidated balance sheets. Trust Assets The Company holds interests in mutual funds and cash equivalents as part of trust assets related to its nonqualified deferred compensation plans. The participants in the nonqualified deferred compensation plans, who are the Company's current and former employees, may select among certain mutual funds in which their compensation deferrals are invested in accordance with the terms of the plans and within the confines of the trusts, which hold the marketable securities. The trusts represent variable interest entities for which the Company is considered the primary beneficiary, and, therefore, trust assets are consolidated and included in Other assets in the consolidated balance sheets. The gains and losses on the trust assets are recorded in Other (income) expense, net in the consolidated statements of earnings. The interests in mutual funds are measured at fair value using quoted market prices. The Company has designated these marketable securities as trading investments. As of June 30, 2024, the balance of the trust assets related to the Company's nonqualified deferred compensation plans increased by \$25 as compared to June 30, 2023. Fair Value of Financial Instruments Financial assets and liabilities measured at fair value on a recurring basis in the consolidated balance sheets are required to be classified and disclosed in one of the following three categories of the fair value hierarchy: Level 1: Quoted market prices in active markets for identical assets or liabilities. Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data. Level 3: Unobservable inputs reflecting the reporting entity's own assumptions. As of June 30, 2024 and 2023, the Company's financial assets and liabilities that were measured at fair value on a recurring basis during the period included derivative financial instruments, which were classified as either Level 1 or Level 2, and trust assets to fund the Company's nonqualified deferred compensation plans, which were classified as Level 1. All of the Company's derivative instruments qualify for hedge accounting. The following table provides information about the balance sheet classification and the fair values of the Company's derivative instruments: 2024 2023 Balance Sheet Classification Fair Value Hierarchy Level Carrying Amount Estimated Fair Value Assets Commodity purchase options contracts Prepaid expenses and other current assets 1A \$A \$A 2A Commodity purchase swaps contracts Prepaid expenses and other current assets 21A 1A \$A \$A Foreign exchange forward contracts Prepaid expenses and other current assets 2A \$A \$A \$A 1A \$1A 2A 2A Liabilities Commodity purchase futures contracts Accounts payable and accrued liabilities 12A 2A \$A \$A Commodity purchase swaps contracts Accounts payable and accrued liabilities 2A \$A \$A 1A 2A 2A \$1A 1A The following table provides information about the balance sheet classification and the fair values of the Company's other assets and liabilities for which disclosure of fair value is required: 46 NOTE 12. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS (Continued) 2024 2023 Balance sheet classification Fair value hierarchy level Carrying Amount Estimated Fair Value Assets Interest-bearing investments, including money market funds Cash and cash equivalents (1) \$95A \$95A \$243A \$243A Time deposits Cash and cash equivalents (1) 29A 9A 9A 9A Trust assets for nonqualified deferred compensation plans Other assets 1154A 154A 129A 129A \$258A \$258A \$381A \$381A Liabilities Notes and loans payable Notes and loans payable (2) 54A \$4A \$50A \$50A Long-term debt Long-term debt (3) 22,481A 2,341A 2,477A 2,327A \$2,485A \$2,345A \$2,527A \$2,377A (1) Cash and cash equivalents are composed of time deposits and other interest-bearing investments, including money market funds with original maturity dates of 90 days or less. Cash and cash equivalents are recorded at cost, which approximates fair value. (2) Notes and loans payable are composed of outstanding U.S. commercial paper balances and/or amounts drawn on the Company's credit agreements, all of which are recorded at cost, which approximates fair value. (3) Long-term debt is recorded at cost. The fair value of Long-term debt was determined using secondary market prices quoted by corporate bond dealers, and is classified as Level 2. Furthermore, impairment charges of \$445 were recorded during fiscal year 2023, of which \$306 and \$139 related to goodwill and certain indefinite-lived trademarks, respectively. These adjustments were included as noncash charges in the consolidated statements of earnings. The nonrecurring fair values utilized included unobservable Level 3 inputs based on management's best estimates and assumptions. See Note 8 for additional information. NOTE 13. OTHER CONTINGENCIES, GUARANTEES AND COMMITMENTS Contingencies The Company is involved in certain environmental matters, including response actions at various locations. The Company has recorded liabilities totaling \$28 as of both June 30, 2024 and 2023 for its share of aggregate future remediation costs related to these matters. One matter, which accounted for \$12 of the recorded liability as of both June 30, 2024 and 2023 relates to environmental costs associated with one of the Company's former operations at a site located in Alameda County, California. In November 2016, at the request of regulators and with the assistance of environmental consultants, the Company submitted a Feasibility Study that evaluated various options for managing groundwater at the site and included estimates of the related costs. Following further discussions with the regulators in 2017, the Company recorded an undiscounted liability for costs estimated to be incurred over a 30-year period, based on one of the options in the Feasibility Study related to groundwater. In September 2021, as a result of an additional study and further discussions with regulators, the Company submitted a Soil Vapor Intrusion Report to the regulators. In January 2023, the regulators issued a new order directing the Company and the current property owner to conduct a Remedial Investigation and then prepare a Feasibility Study to evaluate and remediate impacts to soil, groundwater, soil vapor and indoor air. While the Company believes its latest estimates of remediation costs (including any related to soil, groundwater, soil vapor and indoor air impacts) are reasonable, the ultimate remediation requirements are not yet finalized and the regulators could require the Company to implement remediation actions for a longer period or take additional actions, which could include estimated undiscounted costs in the aggregate of up to approximately \$28 over an estimated 30-year period, or require the Company to take different actions and incur additional costs. Another matter in Dickinson County, Michigan, at the site of one of the Company's former operations for which the Company is jointly and severally liable, accounted for \$10 of the recorded liability as of both June 30, 2024 and 2023. This amount reflects the Company's agreement to be liable for 24.3% of the aggregate remediation

obligations by purchase date were approximately as follows:YearPurchaseObligations2025\$181Â 2021628Â 202781Â 202843Â 202927Â Thereafter45Â Total\$505Â 48NOTE 14. LEASESThe Company leases various property, plant and equipment, including office, warehousing, manufacturing and research and development facilities and equipment. These leases have remaining lease terms of up to 33 years, inclusive of renewal or termination options that the Company is reasonably certain to exercise. The Companyâ€™s lease agreements do not contain any material residual value guarantees or material restrictive covenants. Supplemental balance sheet information related to the Companyâ€™s leases as of June 30 was as follows:Balance sheet classification20242023Operating leasesRight-of-use assetsOperating lease right-of-use assets\$360Â \$346Â Current lease liabilitiesCurrent operating lease liabilities\$84Â \$87Â Non-current lease liabilitiesLong-term operating lease liabilities\$33Â 310Â Total operating lease liabilities\$418Â \$374Â Finance leasesRight-of-use assetsOther assets\$33Â \$29Â Current lease liabilitiesAccounts payable and accrued liabilities\$13Â \$9Â Non-current lease liabilitiesOther liabilities21Â 21Â Total finance lease liabilities\$34Â \$30Â Components of lease cost were as follows for the fiscal years ended June 30:20242023Operating lease cost\$97Â \$89Â Finance lease cost:Amortization of right-of-use assets\$11Â \$9Â Interest on lease liabilities1Â 1Â Total finance lease cost\$12Â \$10Â Variable lease cost\$94Â \$87Â Short term lease cost\$3Â \$4Â Supplemental cash flow information and noncash activity related to the Companyâ€™s leases were as follows during fiscal years ended June 30:20242023Cash paid for amounts included in the measurement of lease liabilities:Operating cash flows from operating leases, net\$97Â \$88Â Operating cash flows from finance leases1Â 1Â Financing cash flows from finance leases11Â 8Â Right-of-use assets obtained in exchange for lease obligations:Operating leases\$113Â \$84Â Finance leases17Â 21Â 49NOTE 14. LEASES (Continued)Weighted-average remaining lease term and discount rate for the Companyâ€™s leases were as follows as of fiscal year ended June 30:2024Weighted-average remaining lease term:Operating leases5 yearsFinance leases3 yearsWeighted-average discount rate:Operating leases3.6Â %Finance leases5.1Â %Maturities of lease liabilities by fiscal year for the Companyâ€™s leases as of JuneÂ 30, 2024 were as follows:YearOperating leasesFinance leases2025\$97Â \$14Â 2026\$94Â 12Â 2027\$84Â 7Â 2028\$69Â 2Â 2029\$6Â 1Â Thereafter\$61Â â€”Â Total lease payments\$461Â \$36Â Less: Imputed interest43Â 2Â Total lease liabilities\$418Â \$34Â Operating and finance lease payments presented in the table above exclude \$2 and \$3, respectively, of minimum lease payments signed but not yet commenced as of JuneÂ 30, 2024. On December 14, 2023, the Company completed an asset sale-leaseback transaction on a warehouse in Fairfield, California. The Company received proceeds of \$19, net of selling costs. The asset had a carrying value of \$3 and the transaction resulted in a \$16 gain, which was recognized in Other (income) expense, net in the Health and Wellness segment. The leaseback is accounted for as an operating lease. The term of the lease is 8 years with options to extend the lease for two 5 year periods. On May 25, 2022, the Company completed an asset sale-leaseback transaction on a plant in Ontario, Canada. The Company received proceeds of \$16, net of selling costs. The asset had a carrying value of \$2, and the transaction resulted in a \$14 gain, which was recognized in Other (income) expense, net, in Corporate and Other. The leaseback is accounted for as an operating lease. The term of the lease at inception date is 10 years, with the option to terminate the lease at 7 years.NOTE 15. STOCKHOLDERS' EQUITYDividends per share paid to Clorox stockholders during the fiscal years ended June 30 were as follows:202420232022Dividends per share paid\$4.80Â \$4.72Â \$4.64Â On JulyÂ 30, 2024, a cash dividend was declared in the amount of \$1.22 per share payable on AugustÂ 30, 2024 to common stockholders of record as of the close of business on AugustÂ 14, 2024.50NOTE 15. STOCKHOLDERS' EQUITY (Continued)Accumulated Other Comprehensive Net (Loss) IncomeChanges in Accumulated other comprehensive net (loss) income attributable to Clorox by component were as follows for the fiscal years ended June 30:Foreign currencytranslation adjustmentsNetunrealizedgains(losses) on derivativesPension andpostretirementbenefitadjustmentsAccumulatedothercomprehensive net(loss) incomeBalance June 30, 2021\$ (403)\$21Â \$(164)\$ (546)Other comprehensive (loss) income before reclassifications(45)107Â 1Â 63Â Amounts reclassified from Accumulated other comprehensive net (loss) incomeBalance June 30, 2021\$6Â Â (14)15Â 1Â Income tax benefit (expense)\$â€”Â 7Â (4)3Â Net current period other comprehensive (loss) income (45)100Â 12Â 67Â Balance June 30, 2022(448)121Â (152)(479)Other comprehensive (loss) income before reclassifications1Â (6)1Â (4)Amounts reclassified from Accumulated other comprehensive net (loss) incomeBalance June 30, 2022\$2Â 3Â (2)3Â Net current period other comprehensive (loss) income3Â (22)5Â (14)Balance June 30, 2023(445)99Â (147)(493)Other comprehensive (loss) income before reclassifications(16)(8)17Â (7)Amounts reclassified from Accumulated other comprehensive net (loss) income (1) (2)23Â (7)17Â 390Â Income tax benefit (expense)(1)1Â (45)(45)Net current period other comprehensive (loss) income 206Â (14)146Â 338Â Balance June 30, 2024\$ (239)\$85Â \$(1)\$ (155)1)Includes the release of currency translation adjustment from the Argentina business divestiture. See Note 20 for additional details.(2)Includes recognition of pension settlement charge reclassified into Net earnings (losses). See Note 20 for additional details.NOTE 16. NET EARNINGS PER SHARE (EPS)The following is the reconciliation of the weighted average number of shares outstanding (in thousands) used to calculate basic net EPS to those used to calculate diluted net EPS for the fiscal years ended June 30:202420232022Basic124,174Â 123,589Â 123,113Â Dilutive effect of stock options and other630Â 592Â 793Â Diluted124,804Â 124,181Â 123,906Â Antidilutive stock options and other2,704Â 1,444Â 2,448Â Basic net earnings per share and Diluted net earnings per share are calculated on Net earnings attributable to Clorox.51NOTE 17. STOCK-BASED COMPENSATION PLANIn November 2021, the Companyâ€™s stockholders voted to approve the amended and restated 2005 Stock Incentive Plan (the Plan). The Plan permits the Company to grant various nonqualified stock-based compensation awards, including stock options, restricted stock, performance shares, deferred stock units, stock appreciation rights and other stock-based awards. The Plan as amended and restated provides that the maximum number of shares which may be issued under the Plan will be 5 million common shares that may be issued for stock-based compensation purposes. As of JuneÂ 30, 2024, the Company was authorized to grant up to approximately 5 million common shares, plus additional shares equal to shares that are potentially deliverable under an award that expires or are canceled, forfeited or settled without the delivery of shares, under the Plan. As of JuneÂ 30, 2024, approximately 3 million common shares remained available for grant. Compensation cost and the related income tax benefit recognized for stock-based compensation plans were classified as indicated below for the fiscal years ended June 30:202420232022Cost of products sold\$7Â 7Â \$6Â Selling and administrative expenses\$61Â 61Â 42Â Research and development costs4Â 5Â 4Â Total compensation costs\$74Â \$73Â \$52Â Related income tax benefit\$18Â \$17Â \$12Â Cash received during fiscal years 2024, 2023 and 2022 from stock options exercised under all stock-based payment arrangements was \$23, \$52 and \$35, respectively. The Company issues shares for stock-based compensation plans from treasury stock. The Company may repurchase stock under its Evergreen Program to offset the estimated impact of dilution related to stock-based awards.Details regarding the valuation and accounting for stock options, restricted stock awards, performance shares and deferred stock units for non-employee directors follow.Stock OptionsThere were no stock option awards granted during the fiscal year 2024. The fair value of each stock option award granted during fiscal years 2023 and 2022 was estimated on the date of grant using the Black-Scholes valuation model and assumptions noted in the following table:20232022Expected life5.3 years5.4 yearsWeighted-average expected life5.3 years5.4 yearsExpected volatility24.2%21.7% to 25.0%Weighted-average volatility24.2%21.8%Risk-free interest rate3.7%0.9% to 2.1%Weighted-average risk-free interest rate3.7%0.9%Dividend yield3.4%2.9% to 3.7%Weighted-average dividend yield3.4%2.9%The expected life of the stock options is based on historical exercise patterns. The expected volatility is based on implied volatility from publicly traded options on the Companyâ€™s stock at the date of grant, historical implied volatility of the Companyâ€™s publicly traded options and other factors. The risk-free interest rate is based on the implied yield on a U.S. Treasury zero-coupon issue with a remaining term equal to the expected term of the option. The dividend yield is based on the projected annual dividend payment per share, divided by the stock price at the date of grant.52NOTE 17. STOCK-BASED COMPENSATION PLANS (Continued)Details of the Companyâ€™s stock option activities are summarized below:Number of Shares(In thousands)Weighted-Average Exercise Priceper ShareAverage Remaining Contractual LifeAggregate Intrinsic ValueOptions outstanding as of JuneÂ 30, 20234,075Â \$147Â 5 years\$69Â Grantedâ€”Â Exercised (234)104Â Canceled (51)170Â Options outstanding as of JuneÂ 30, 20243,790Â \$150Â 4 years\$16Â Options vested as of JuneÂ 30, 20243,052Â \$148Â 4 years\$16Â The weighted-average fair value per share of each option granted during fiscal years 2023 and 2022, estimated at the grant date using the Black-Scholes option pricing model, was \$26.95 and \$22.26, respectively. The total intrinsic value of options exercised in fiscal years 2024, 2023 and 2022 was \$12, \$27 and \$18, respectively.Stock option awards outstanding as of JuneÂ 30, 2024, have been granted at prices that are equal to the market value of the stock on the date of grant. Stock option grants generally vest over 4 years and expire no later than 10 years after the grant date. The Company recognizes compensation expense on a straight-line basis over the vesting period. Awards to employees eligible for retirement prior to the award becoming fully vested are amortized to compensation expense from the grant date through the date that the employee is no longer required to provide service to earn the award. As of JuneÂ 30, 2024, there was \$5 of total unrecognized compensation cost related to non-vested options, which is expected to be recognized over a remaining weighted-average vesting period of 2 years, subject to forfeiture changes.Restricted Stock AwardsThe fair value of restricted stock awards is estimated on the date of grant based on the market price of the stock and is amortized to compensation expense on a straight-line basis over the related vesting periods, which are generally 3 to 4 years. Awards to employees eligible for retirement prior to the award becoming fully vested are amortized to compensation expense from the grant date through the date that the employee is no longer required to provide service to earn the award. The total number of restricted stock awards expected to vest is adjusted by actual and estimated forfeitures. Restricted stock awards receive dividend distributions earned during the vesting period upon vesting.As of JuneÂ 30, 2024, there was \$41 of total unrecognized compensation cost related to non-vested restricted stock awards, which is expected to be recognized over a remaining weighted-average vesting period of 2 years. The total fair value of the shares that vested in each of the fiscal years 2024, 2023 and 2022 was \$28, \$22 and \$20, respectively. The weighted-average grant-date fair value of awards granted was \$138.51, \$143.20 and \$157.50 per share for fiscal years 2024, 2023 and 2022, respectively.A summary of the status of the Companyâ€™s restricted stock awards is presented below:Number of Shares(In thousands)Weighted-Average Grant Date Fair Valueper ShareRestricted stock awards as of JuneÂ 30, 2023544Â \$155Â Granted405Â 139Â Vested (173)162Â Forfeited (55)142Â Restricted stock awards as of JuneÂ 30, 2024721Â \$145Â Performance SharesThe fair value of performance shares is estimated on the date of grant based on the market price of the stock and is amortized to compensation expense on a straight line basis over the related vesting periods, which are generally 3 years. Awards to employees eligible for retirement prior to the award becoming fully vested are amortized to compensation expense from the grant date through the date that the employee is no longer required to provide service to earn the award.53NOTE 17. STOCK-BASED COMPENSATION PLANS (Continued)As of JuneÂ 30, 2024, there was \$15 in unrecognized compensation cost related to non-vested performance shares that is expected to be recognized over a remaining weighted-average performance period of 1 year. The weighted-average grant-date fair value of awards granted was \$140.39, \$141.90 and \$162.46 per share for fiscal years 2024, 2023 and 2022, respectively.A summary of the status of the Companyâ€™s performance share awards is presented below:Number of Shares(In thousands)Weighted-Average Grant Date Fair Valueper SharePerformance share awards as of JuneÂ 30, 2023368Â \$158Â Granted176Â \$140Â Distributed (39)\$189Â Forfeited (22)\$177Â Performance share awards as of JuneÂ 30, 2024483Â \$148Â Performance shares vested and deferred as of JuneÂ 30, 202483Â \$164Â The non-vested performance shares outstanding as of JuneÂ 30, 2024 and 2023 were 400,000 and 306,000, respectively, and the weighted average grant date fair value was \$145.06 and \$162.77 per share, respectively. During fiscal year 2024, 58,000 shares vested. The total fair value of shares vested was \$12, \$12 and \$11 during fiscal years 2024, 2023 and 2022, respectively. Upon vesting, the recipients of the grants receive the distribution as shares or, if previously elected by eligible recipients, as deferred stock. Deferred shares continue to earn dividends, which are also deferred. Deferred Stock Units for Nonemployee DirectorsNonemployee directors receive annual grants of deferred stock units under the Companyâ€™s director compensation program and can elect to receive all or a portion of their annual retainers and fees in the form of deferred stock units. The deferred stock units receive dividend distributions, which are reinvested as deferred stock units, and are recognized at their fair value on the date of grant. Each deferred stock unit represents the right to receive one share of the Companyâ€™s common stock following the completion of a directorâ€™s service.During fiscal year 2024, the Company granted 19,000 deferred stock units, reinvested dividends of 4,000 units and distributed 24,000 shares, which had a weighted-average fair value on the grant date of \$141.85, \$145.15 and \$89.91 per share, respectively. As of JuneÂ 30, 2024, 127,000 units were outstanding, which had a weighted-average fair value on the grant date of \$140.22 per share.NOTE 18. OTHER (INCOME) EXPENSE, NETThe major components of Other (income) expense, net, for the fiscal years ended June 30 were:202420232022Amortization of trademarks and other intangible assets\$29Â \$30Â \$31Â Trust investment (gains) losses, net(20)(14)21Â Net periodic benefit cost 14Â 16Â 16Â Foreign exchange transaction (gains) losses, net (1)25Â 13Â 3Â Income from equity investees(5)(4)(6)Interest income(23)(16)(5)Restructuring costs (2)16Â 52Â â€”Â Gain on sale-leaseback transaction (16)â€”Â (14)Other4Â 3Â (9)Total\$24Â \$80Â \$37Â (1)Foreign exchange losses are primarily related to the Companyâ€™s operations in Argentina, prior to the divestiture. (2)Restructuring costs related to the Company's streamlined operating model plan (see Note 5).54NOTE 19. INCOME TAXESThe provision for income taxes, by tax jurisdiction, consisted of the following for the fiscal years ended June 30:202420232022CurrentFederal\$132Â \$153Â \$71Â State18Â 33Â 17Â Foreign56Â 40Â 43Â Total current\$206Â \$226Â \$131Â DeferredFederal\$(99)\$ (120)\$ 6Â State(5)(28)(2)Foreign4Â (1)1Â Total deferred(100)(149)5Â Total\$106Â \$77Â \$136Â Income taxes paid, net of refunds, were \$347 and \$73 for the fiscal year ended JuneÂ 30, 2024 and 2023, respectively. The increase in payments in the current period was primarily driven by income tax payments for fiscal years 2023 and 2024 that were previously deferred as a result of tax relief provided by the IRS due to winter storms in California. The components of Earnings before income taxes, by tax jurisdiction, consisted of the following for the fiscal years ended June 30:202420232022United States\$311Â \$154Â \$483Â Foreign87Â 84Â 124Â Total\$398Â \$238Â \$607Â A reconciliation of the statutory federal income tax rate to the Companyâ€™s effective tax rate on operations follows for the fiscal years ended June 30:202420232022Statutory federal tax rate21.0Â %21.0Â %21.0Â %State taxes (net of federal tax benefits)2.5Â 1.6Â 1.9Â Foreign tax rate differential7.7Â 8.6Â 3.1Â Federal excess tax benefits(0.3)(1.8)(0.9)Net U.S. tax on foreign income(5.2)(2.3)(1.7)Loss on divestiture10.5Â â€”Â Â 2.5Â â€”Â 1.9Â International legal entity reorganization(6.1)â€”Â 2.5Â â€”Â 1.9Â VMS goodwill impairment(2.1)â€”Â 2.5Â â€”Â 1.9Â Federal research and development credits(1.2)(2.7)(0.8)Other differences(2.4)(0.6)(0.2)Effective tax rate26.5Â %32.4Â %22.4Â %The Inflation Reduction Act (the â€œActâ€) was signed into law on August 16, 2022. The Act introduced a new 15% corporate minimum tax for certain large corporations, effective at the beginning of the Companyâ€™s fiscal 2024 and it enacted a 1% excise tax on the value of share repurchases, net of new share issuances, after December 31, 2022. These provisions, as well as other corporate tax changes included in the Act, have not had a material impact on the Company's consolidated financial statements and are not expected to have a material impact on the Companyâ€™s financial statements in the foreseeable future.Per U.S. GAAP, foreign withholding taxes are provided on unremitted foreign earnings that are not indefinitely reinvested at the time the earnings are generated. The Company regularly reviews and assesses whether there are any changes to its indefinite reinvestment assertion. None of the undistributed earnings of its foreign subsidiaries were indefinitely reinvested. As a result, the Company is providing foreign withholding taxes on the undistributed earnings of all foreign subsidiaries where applicable. These withholding taxes had no significant impact on the Companyâ€™s consolidated results.55NOTE 19. INCOME TAXES (Continued)The components of net deferred tax assets (liabilities) as of June 30 are shown below:20242023Deferred tax assetsCompensation and benefit programs\$109Â \$123Â Loss and tax credit carryforwards153Â 94Â Operating and finance lease liabilities111Â 104Â Accruals and reserves\$33Â 46Â Capitalized research and development43Â 34Â Inventory costs29Â 32Â Other33Â 34Â Subtotal\$11Â 467Â Valuation allowance(115)(59)Total deferred tax assets\$396Â \$408Â Deferred tax liabilitiesProperty, plant and equipment and intangible assets\$(84)\$ (157)Lease right-of-use assets(100)(96)Other(36)(36)Total deferred tax liabilities(220)(289)Net deferred tax assets (liabilities)\$176Â \$119Â The net deferred tax assets and liabilities included in the consolidated balance sheet at June 30 were as follows:Net deferred tax assets (1)\$198Â \$147Â Net deferred tax liabilities(22)(28)Net deferred tax assets (liabilities)\$176Â \$119Â (1)Net deferred tax assets are recorded in Other assets. The Company reviews its deferred tax assets for recoverability on a quarterly basis. A valuation allowance is established when the Company believes that it is more likely than not that some portion of its deferred tax assets will not be realized. Valuation allowances have been provided to reduce deferred tax assets to amounts considered recoverable.Changes in the valuation allowance on deferred tax assets were as follows for the years ended June 30: 202420232022Valuation allowance at beginning of year\$(59)\$ (52)\$ (42)Net increase/(decrease) for U.S. capital loss carryforwards(46)â€”Â 2.5Â â€”Â 2.5Â Net decrease/(increase) for other foreign deferred tax assets(2)(1)(1)Net decrease/(increase) for foreign and U.S. net operating loss carryforwards and tax credits(8)(6)(9)Valuation allowance at end of year\$(115)\$ (59)\$ (52)56NOTE 19. INCOME TAXES (Continued)The Company's carryforwards for capital losses, net operating losses, and tax credits, with related valuation allowances were as follows as of June 30:2024CarryforwardsValuation AllowancesNet CarryforwardsFiscal Year ExpiringCapital losses in U.S. jurisdictions46Â (46)â€”Â 2029Net operating lossesU.S. jurisdictions6Â (5)1Â 2030 - 2042U.S. jurisdictions (with no expiration)9Â (8)1Â N/AForeign jurisdictions18Â (16)2Â 2025 - 2044Foreign jurisdictions (with no expiration)8Â â€”Â 8Â N/A/Total net operating losses41Â (29)12Â Income tax creditsU.S. jurisdictions30Â â€”Â 30Â 2025 - 2034U.S. jurisdictions (with no expiration)2Â â€”Â 2Â N/A/Foreign jurisdictions30Â (30)â€”Â 2026Foreign jurisdictions (with no expiration)4Â (3)1Â N/A/Total

income tax credits66Â (33)33Â Total carryforwards\$153Â \$(108)\$45457NOTE 19. INCOME TAXES (Continued)2023CarryforwardsValuation AllowancesNet CarryforwardsFiscal Year ExpiringCapital losses in U.S. jurisdictionsÂ Â Â Â Â N/ANet operating lossesU.S. jurisdictions4Â (4)Â Â 2030 - 2042U.S. jurisdictions (with no expiration)6Â (5)1Â N/AForeign jurisdictions21Â (16)5Â 2024 - 2040Foreign jurisdictions (with no expiration)9Â (1)8Â N/ATotal net operating losses40Â (26)14Â Income tax creditsU.S. jurisdictions23Â Â Â 23Â 2024 - 2033U.S. jurisdictions (with no expiration)2Â Â Â 2Â N/AForeign jurisdictions (with no expiration)29Â (28)1Â N/ATotal income tax credits54Â (28)26Â Total carryforwards\$94Â \$(54)\$40Â The Company files income tax returns in the U.S. federal and various state, local and foreign jurisdictions. The federal statute of limitations has expired for all tax years through June 30, 2015. Various income tax returns in state and foreign jurisdictions are currently in the process of examination. The Company recognizes interest and penalties related to uncertain tax positions as a component of income tax expense. As of JuneÂ 30, 2024 and 2023, the total balance of accrued interest and penalties related to uncertain tax positions was \$3 and \$2, respectively. Interest and penalties related to uncertain tax positions included in income tax expense resulted in an expense of \$1 in fiscal year 2024 and a net benefit of \$0 in both fiscal years 2023 and 2022.The following is a reconciliation of the beginning and ending amounts of the Companyâ€™s gross unrecognized tax benefits:202420232022Unrecognized tax benefits at beginning of year17Â 17Â 21Â Gross increases - tax positions in prior periodsÂ 1Â 1Â Â Gross decreases - tax positions in prior periods4Â (3)7Â Gross increases - current period tax positions9Â 2Â 4Â Gross decreases - current period tax positionsÂ 1Â 1Â Â Lapse of applicable statute of limitationsÂ 1Â 1Â (1)SettlementsÂ 1Â 1Â Â Unrecognized tax benefits at end of year22Â 17Â 17Â Included in the balance of unrecognized tax benefits as of JuneÂ 30, 2024, 2023 and 2022, were potential benefits of \$15, \$14 and \$14, respectively, which if recognized, would affect the effective tax rate. Unrecognized tax benefits are not expected to significantly increase or decrease within the next 12 months.NOTE 20. EMPLOYEE BENEFIT PLANSRetirement Income PlansIn the second quarter of fiscal year 2024, the Company settled plan benefits of its previously frozen domestic qualified pension plan (the Plan), following the Companyâ€™s Board of Directors' approval of a resolution to terminate the Plan in May 2022. The settlement occurred through a combination of an annuity contract purchase with a third-party insurance provider and lump sum payouts. These payments were made using Plan assets. The third-party insurance provider assumed the obligation to pay future pension benefits and provide administrative services, and started making direct payments to participants in January 2024. In 58NOTE 20. EMPLOYEE BENEFIT PLANS (Continued)conjunction with this settlement, a one-time noncash charge, net of curtailment gain, of \$171 before taxes (\$130 after tax) was recorded in the Companyâ€™s consolidated statements of earnings and comprehensive income primarily as a result of accelerating the recognition of actuarial losses previously included in Accumulated other comprehensive net (loss) income that would have been recognized in future periods. Following settlement, remaining excess plan assets of \$19 was contributed to the Companyâ€™s domestic defined contribution plan during 2024. The Company continues to maintain various other retirement income plans for eligible domestic and international employees. The remaining domestic retirement income plans are frozen.The Company contributed \$14, \$14 and \$15 to its domestic retirement income plans during fiscal years 2024, 2023 and 2022, respectively. The Companyâ€™s funding policy is to contribute amounts sufficient to meet benefit payments.Retirement Health Care PlansThe Company provides certain health care benefits for employees who meet age, participation and length of service requirements at retirement. The plans pay stated percentages of covered expenses after annual deductibles have been met or stated reimbursements up to a specified dollar subsidy amount. Benefits paid take into consideration payments by Medicare for the domestic plan. The plans are funded as claims are paid, and the Company has the right to modify or terminate certain plans.Benefit Obligation and Funded StatusSummarized information for the Companyâ€™s retirement income and retirement health care plans as of and for the fiscal years ended June 30 is as follows:RetirementIncomeRetirementHealth Care2024202320242023Change in benefit obligations:Benefit obligation as of beginning of year\$476Â \$513Â \$26Â 28Â Service cost1Â 1Â 1Â Interest cost12Â 18Â 1Â Actuarial loss (gain)(26)(11)(2)(1)Plan amendmentsÂ 1Â 1Â (4)Â 1Â Plan settlement(31)2)Â 1Â 1Â Benefits paid(26)(45)(2) (2)Translation and other adjustments(2)Â 1Â 1Â Benefit obligation as of end of year\$123Â \$194Â \$194Â 26Â Change in plan assets:Fair value of assets as of beginning of year\$381Â \$412Â \$412Â \$412Â Actual return on plan assets(13)Â 1Â 1Â Employer contributions15Â 15Â 2Â 2Â Plan settlement(31)2)Â 1Â 1Â Benefits paid(26)(45)(2)(2)Transfer to domestic defined contribution plan(19)Â 1Â 1Â Translation and other adjustments(1)(1)Â 1Â Fair value of plan assets as of end of year25Â 381Â 1Â 1Â Accrued benefit cost, net funded status(98)\$(95)\$(19)\$(26)Amount recognized in the balance sheets consists of:Pension benefit assets\$7Â 244Â \$412Â 1Â Current accrued benefit liability(12)(13)(2)(2)Non-current accrued benefit liability(93)(106)(17)(24)Accrued benefit cost, net(98)\$(95)\$(19)\$(26)59NOTE 20. EMPLOYEE BENEFIT PLANS (Continued)For the retirement income plans, the benefit obligation is the projected benefit obligation (PBO). For the retirement health care plan, the benefit obligation is the accumulated benefit obligation (ABO).The ABO for all retirement income plans was \$105, \$474 and \$512 as of JuneÂ 30, 2024, 2023 and 2022, respectively.Retirement income plans with ABO or PBO in excess of plan assets as of June 30 were as follows:ABO Exceeds the Fair Value of Plan AssetsPBO Exceeds the Fair Value of Plan Assets2024202320242023Projected benefit obligation\$105Â \$119Â \$108Â 121Â Accumulated benefit obligation104Â 118Â 105Â 119Â Fair value of plan assetsÂ 1Â 2Â 2Â Net Periodic Benefit CostThe net cost of the retirement income and health care plans for the fiscal years ended June 30 included the following components:RetirementIncomeRetirement Health Care2024202320242023Service cost\$1Â 1Â 1Â 1Â Interest cost12Â 18Â 15Â 1Â Expected return on plan assets(2)(10)(15)Â 1Â 1Â Amortization of unrecognized itemsÂ 1Â 1Â 3Â 8Â 9Â (2)(2)(1)Curtailment gain recognized(6)Â 1Â 1Â 1Â Settlement loss recognized179Â 179Â 179Â 179Â Total\$187Â \$174Â \$174Â \$174Â \$(1)\$(1)Â 1Â Service cost component of the net periodic benefit cost is reflected in employee benefit costs, and all other components, except for the net settlement loss recognized in relation to the settlement of the Plan recognized in the second quarter of fiscal year 2024, are reflected in Other (income) expense, net.Items not yet recognized as a component of postretirement expense as of JuneÂ 30, 2024 consisted of:RetirementIncomeRetirementHealth CareNet actuarial loss (gain)\$20Â \$(14)Prior service benefitÂ 1Â (4)Net deferred income tax (assets) liabilities(5)4Â Accumulated other comprehensive loss (income)\$15Â \$(14)Net actuarial loss (gain) recorded in Accumulated other comprehensive net (loss) income for the fiscal year ended JuneÂ 30, 2024 included the following:RetirementIncomeRetirementHealth CareNet actuarial loss (gain) as of beginning of year\$213Â \$(14)Amortization, curtailment and settlement during the year(182)2Â Loss (gain) during the year(11)(2)Net actuarial loss (gain) as of end of year\$20Â \$(14)The Company uses the straight-line amortization method for unrecognized prior service costs and benefits. 60NOTE 20. EMPLOYEE BENEFIT PLANS (Continued)AssumptionsWeighted-average assumptions used to estimate the actuarial present value of benefit obligations were as follows as of June 30:RetirementIncomeRetirement Health Care2024202320242023Discount rate5.52Â %4.37Â %5.38Â %5.10Â %Rate of compensation increase3.23Â %3.62Â %n/an/AnlInterest crediting rate5.40Â %2.67Â %n/an/aWeighted-average assumptions used to estimate the retirement income and retirement health care costs were as follows as of June 30:Retirement Income202420232022Discount rate4.63Â %3.72Â %2.56Â %Rate of compensation increase3.20Â %3.09Â %3.02Â %Expected return on plan assets3.39Â %2.67Â %3.00Â %Interest crediting rate2.69Â %2.69Â %2.57Â %Retirement Health Care202420232022Discount rate5.10Â %4.65Â %2.61Â %The expected long-term rate of return assumption is based on prospective returns according to the fundâ€™s current target asset allocation.The actuarial benefit obligation gain incurred during fiscal year 2024 was primarily driven by increases in the discount rates for the retirement plans, partially offset by investment gains lower than expected return on assets. The actuarial benefit obligation gain during fiscal year 2023 was primarily driven by increases in the discount rates for the retirement plans, partially offset by investment gains lower than expected return on assets.Expected Benefit PaymentsExpected benefit payments for the Companyâ€™s retirement income and retirement health care plans as of JuneÂ 30, 2024, were as follows:RetirementIncomeRetirementHealth Care2025\$15Â 2Â 202614Â 2Â 202713Â 2Â 202813Â 2Â 202912Â 2Â Fiscal years 2030 through 203448Â 7Â Expected benefit payments are based on the same assumptions used to measure the benefit obligations and include estimated future employee service.PlansAssetsThe target allocations and weighted average asset allocations by asset category of the investment portfolio for the Companyâ€™s qualified domestic retirement income plans as of JuneÂ 30, 2023, prior to its termination, were as follows: % Target Allocation% of Plan AssetFixed income80Â %79Â %Cash equivalents20Â %21Â %Total100Â %100Â %61NOTE 20. EMPLOYEE BENEFIT PLANS (Continued)The target asset allocation was determined based on the optimal balance between risk and return and, at times, was adjusted to achieve the planâ€™s overall investment objective to generate sufficient resources to pay current and projected plan obligations over the life of the domestic retirement income plan.The following table sets forth the retirement income plansâ€™ assets carried at fair value as of June 30:20242023Cash equivalentsÂ 1Â Level 15Â 174Â Total assets in the fair value hierarchyÂ 174Â 744Â Common collective trusts measured at net asset valueBond funds6Â 289Â International equity funds16Â 15Â Domestic equity fundsÂ 1Â 1Â Short-term investment fundÂ 1Â 1Â Real estate fund2Â 2Â Other1Â 1Â Total common collect trust measured at net asset value25Â \$307Â Total assets at fair value\$25Â \$381Â Common collective trust funds are not publicly traded and were valued at a net asset value unit price determined by the portfolioâ€™s sponsor based on the fair value of underlying assets held by the common collective trust fund on JuneÂ 30, 2024 and 2023.The common collective trusts are invested in various trusts that attempt to achieve their investment objectives by investing primarily in other collective investment funds that have characteristics consistent with each trustâ€™s overall investment objective and strategy.Defined Contribution PlansThe Company has various defined contribution plans for eligible domestic and international employees. The aggregate cost of the domestic defined contribution plans was \$63, \$64 and \$58 in fiscal years 2024, 2023 and 2022, respectively. The aggregate cost of the international defined contribution plans was \$5, \$6 and \$6 for the fiscal years ended JuneÂ 30, 2024, 2023 and 2022, respectively.NOTE 21. SEGMENT REPORTINGThe Company operates through strategic business units (SBUs) that are organized into the Companyâ€™s operating segments. Operating segments with shared economic and qualitative characteristics are aggregated into four reportable segments: Health and Wellness, Household, Lifestyle and International. Operating segments not aggregated into a reportable segment are reflected in Corporate and Other. The four reportable segments consist of the following:Â Health and Wellness consists of cleaning, disinfecting and professional products marketed and sold in the United States.Â Household consists of bags and wraps, cat litter and grilling products marketed and sold in the United States.Â Lifestyle consists of food, water-filtration and natural personal care products marketed and sold in the United States.Â International consists of products sold outside the United States. Products within this segment include laundry additives; home care products; bags and wraps; cat litter; water-filtration products; professional cleaning and disinfecting products; natural personal care products; food; grilling products and digestive health products marketed primarily under the Clorox, Glad, Poett, Brita, Burt's Bees, Pine-Sol, Ever Clean, Clorinda, Chux and Fresh Step Brands. Corporate and Other includes certain non-allocated administrative costs, various other non-operating income and expenses, as well as the results of the Better Health VMS business. Assets in Corporate and Other include cash and cash equivalents, prepaid expenses and other current assets, property and equipment, operating lease right-of-use assets, other long-term assets and deferred taxes, as well as the assets related to the Better Health VMS business.The principle measure of segment profitability used by management is segment adjusted earnings (losses) before interest and income taxes (segment adjusted EBIT). Segment adjusted EBIT is defined as earnings (losses) before income taxes excluding 62NOTE 21. SEGMENT REPORTING (Continued)interest income, interest expense and other significant items that are nonrecurring or unusual (such as the pension settlement charge, incremental costs, net of insurance recoveries, relating to the cyberattack, asset impairments, charges related to the streamlined operating model, charges related to the digital capabilities and productivity enhancements investment, significant losses/(gains) related to acquisitions / divestitures and other nonrecurring or unusual items impacting comparability).Management uses this measure to assess the operating results and performance of its segments, perform analytical comparisons, identify strategies to improve performance and allocate resources to each segment as it removes the impact of the items that management believes do not directly reflect the performance of each segment's underlying operations.The tables below present reportable segment information and a reconciliation of the segment information to the Companyâ€™s consolidated net sales and earnings (losses) before income taxes, with amounts that are not allocated to the reportable segments reflected in Corporate and Other. Net SalesFiscal year202420232022Health and Wellness\$2,485Â \$2,532Â \$2,427Â Household1,950Â 2,098Â 1,984Â Lifestyle1,275Â 1,338Â 1,253Â International1,162Â 1,181Â 1,180Â Reportable segment total6,872Â 7,149Â 6,844Â Corporate and Other221Â 240Â 263Â Totals\$7,093Â \$7,389Â \$7,107Â Segment adjusted earnings (losses) before interest and income taxesFiscal year202420232022Health and Wellness\$719Â \$594Â \$381Â Household4260Â 3084Â 234Â Lifestyle253Â 284Â 280Â International122Â 89Â 97Â Reportable segment total1,354Â 1,275Â 992Â Corporate and Other(309)\$(358)(223)Total\$1,045Â \$917Â \$769Â Interest income231Â 16Â 5Â Interest expense(90)(90)(106)Loss on divestiture (1) (240)Â 1Â 1Â Pension settlement charge (2)(1)71)Â 1Â Cyberattack costs, net of insurance recoveries (3)(29)Â 1Â VMS impairment (4) 1Â (445)Â 1Â Streamlined operating model (5)(32)(60)Â 1Â Digital capabilities and productivity enhancements investment (6)(108)(100)(61)Earnings (losses) before income taxes\$398Â \$238Â \$607Â (1)Represents the loss on divestiture of the Argentina business corresponding to International. See Note 2 for additional details.(2)Represents costs related to the settlement of the domestic qualified pension plan corresponding to Corporate and Other. See Note 20 for additional details.63NOTE 21. SEGMENT REPORTING (Continued)(3)Represents incremental costs, net of insurance recoveries, related to the cyberattack. See Note 3 for additional details relating to the cyberattack. All insurance recoveries are recorded in Corporate and Other. For informational purposes, the following table provides the approximate cyberattack costs, net of insurance recoveries, corresponding to the Companyâ€™s reportable segments as a percentage of total net costs:2024Health and Wellness30Â %Household24Â Lifestyle23Â International8Â Corporate and Other15Â Total100Â (4)Represents a noncash impairment charge of \$445 related to the Better Health VMS business recorded in fiscal year 2023. (5)Represents restructuring and related implementation costs, net for the streamlined operating model of \$32 and \$60 in fiscal year 2024 and 2023, respectively. For informational purposes the following table provides the approximate restructuring and related implementation costs, net corresponding to the Company's segments as a percent of the total costs for the fiscal years ended June 30:Inception to date ended202420232024Health and Wellness3Â %6Â %5Â Household2Â 1Â 2Â Lifestyle1Â 4Â 4Â International4Â 16Â 11Â Corporate and Other91Â 73Â 80Â Total100Â %100Â %100Â (6)Represents expenses related to the Company's digital capabilities and productivity enhancements investment corresponding to Corporate and Other. FiscalYearHealth and WellnessHouseholdLifestyleInternationalCorporate and OtherTotalCompany(Income) Loss from equity investees included in Other (income) expense, net2024Â 1,124Â 1,088Â 1,110Â 1,327Â 1,102Â 5,751Â 20231,184Â 1,082Â 1,091Â 1,410Â 1,178Â 5,945Â Capital expenditures202474Â 84Â 36Â 21Â 24Â 212Â 202351Â 97Â 29Â 24Â 27Â 228Â 202261Â 112Â 24Â 27Â 27Â 251Â Depreciation and amortization202458Â 77Â 24Â 45Â 31Â 235Â 202359Â 78Â 25Â 46Â 28Â 236Â 202257Â 67Â 24Â 47Â 29Â 224Â Significant noncash charges included in earnings (losses) before interest and income taxes: Stock-based compensation202414Â 11Â 8Â 6Â 35Â 74Â 202314Â 10Â 7Â 4Â 38Â 73Â 202214Â 8Â 6Â 3Â 21Â 52Â All intersegment sales are eliminated and are not included in the Companyâ€™s reportable net sales.Net sales to the Companyâ€™s largest customer, Walmart Stores, Inc. and its affiliates, were 25%, 26% and 25% of consolidated net sales for each of the fiscal years ended JuneÂ 30, 2024, 2023 and 2022, respectively, and occurred across all of the Companyâ€™s reportable segments. No other customers accounted for 10% or more of the Companyâ€™s consolidated net sales in any of these fiscal years.64NOTE 21. SEGMENT REPORTING (Continued)The following table provides Net sales as a percentage of the Companyâ€™s consolidated net sales, disaggregated by operating segment, for the fiscal years ended June 30:202420232022Cleaning30Â %30Â %29Â %Professional Products5Â %5Â %4Â %Health and Wellness35Â %35Â %33Â %Bags and Wraps11Â %12Â %12Â %Cat Litter9Â %9Â %8Â %Grilling8Â %7Â %8Â %Household28Â %28Â %28Â %Food11Â %10Â %10Â %Water Filtration4Â %4Â %4Â %Natural Personal Care3Â %4Â %4Â %Lifestyle18Â %18Â %18Â %International16Â %16Â %17Â %Corporate and Other33Â %33Â %44Â %Total100Â %100Â %100Â The Companyâ€™s products are marketed and sold globally. The following table provides the Companyâ€™s global product lines, which were sold in the U.S. and International, that accounted for 10% or more of consolidated net sales for the fiscal years ended June 30:202420232022Cleaning products43Â %42Â %42Â %Bags and wraps15Â %16Â %16Â %Food products11Â %11Â %11Â %Cat litter products10Â %10Â %9Â %Net sales and property, plant and equipment, net, by geographic area for and as of the fiscal years ended June 30 were as follows:FiscalYearUnited StatesForeignTotalCompanyNet sales2024\$5,956Â \$1,137Â 7,093Â 20236,237Â 1,152Â 7,389Â 20225,951Â 1,156Â 7,107Â Property, plant and equipment, net20241,188Â 127Â 1,315Â 20231,192Â 153Â 1,345Â NOTE 22. RELATED PARTY TRANSACTIONSThe Company holds various equity investments with ownership percentages of up to 50% in a number of consumer products businesses, which operate both within and outside the United States. The equity investments, presented in Other assets and accounted for under the equity method, were \$45 and \$43 as of the fiscal years ended JuneÂ 30, 2024 and 2023, respectively. The Company has no ongoing capital commitments, loan requirements, guarantees or any other

types of arrangements under the terms of its agreements that would require any future cash contributions or disbursements arising out of an equity investment. Transactions with the Companyâ€™s equity investees typically represent payments for contract manufacturing and purchases of raw materials. Payments to related parties, including equity investees, for such transactions during the fiscal years ended June 30, 2024, 2023 and 2022 were \$77, \$87 and \$117, respectively. Receipts from and ending accounts receivable and payable balances related to the Companyâ€™s related parties were not significant during or as of the end of each of the fiscal years presented. 65NOTE 23. SUBSEQUENT EVENTON July 24, 2024, the Company entered into a definitive agreement to sell the Better Health VMS business. The transaction is expected to close in the first quarter of fiscal year 2025 and is expected to result in a loss on sale. The results of the Better Health VMS business are included within Corporate and Other in the fiscal year 2024 consolidated financial statements. The closing of the transaction is subject to customary closing conditions, including regulatory approval. 66 EX-99.2 11 fy24clcxex992reconciliation.htm EX-99.2 DocumentExhibit 99.2THE CLOROX COMPANYRECONCILIATION OF ECONOMIC PROFIT (UNAUDITED) (1)Dollars in millionsFY24FY23FY22Earnings before income taxes\$398A \$238A \$607A Add back: Certain U.S. GAAP items (2)580A 605A 61A Interest expense90A 106A Earnings before income taxes, certain U.S. GAAP items and interest expense1,068A 933A 774A Less: Income taxes on earnings before income taxes, certain U.S. GAAP items and interest expense (3)215A 220A 174A Adjusted after tax profit853A 713A 600A Less: After tax profit attributable to noncontrolling interests12A 12A 9A Adjusted after tax profit attributable to Clorox841A 701A 591A Average capital employed (4)2,978A 3,383A 3,428A Less: Capital charge (5)268A 304A 309A Economic profit (1) (1) Adjusted after tax profit attributable to Clorox less capital charge (5)73A 397A \$282A (1) Economic profit (EP) is defined by the Company as earnings before income taxes, excluding certain U.S. GAAP items (such as the pension settlement charge, incremental costs, net of insurance recoveries, related to the cyberattack, asset impairments, charges related to implementation of the streamlined operating model, charges related to digital capabilities and productivity enhancements investment, significant losses/(gains) related to acquisitions / divestitures and other nonrecurring or unusual items impacting comparability) and interest expense; less income taxes (calculated based on the Companyâ€™s effective tax rate excluding the identified U.S. GAAP items), and less after tax profit attributable to noncontrolling interests, and less a capital charge (calculated as average capital employed multiplied by a cost of capital rate). EP is a key financial metric that the Companyâ€™s management uses to evaluate business performance and allocate resources, and is a component in determining employee incentive compensation. The Companyâ€™s management believes EP provides additional perspective to investors about financial returns generated by the business and represents profit generated over and above the cost of capital used by the business to generate that profit.(2) Certain U.S. GAAP items include the loss on divestiture, the pension settlement charge, incremental costs, net of insurance recoveries, related to the cyberattack, incremental operating expenses related to the implementation of the Companyâ€™s digital capabilities and productivity enhancements investment, restructuring and related costs related to implementation of the streamlined operating model and noncash impairment charges related to the Vitamins, Minerals and Supplements (VMS) business. Refer to "Management's Discussion and Analysis: Summary of Non-GAAP Financial Measures" in Exhibit 99.1 for detail on the U.S. GAAP charges.(3) The tax rate applied is the effective tax rate before the identified U.S. GAAP items and was 20.1%, 23.6% and 22.5% in fiscal years 2024, 2023, and 2022, respectively. The difference between the fiscal year 2024 effective tax rate on earnings of 26.5% is due to the tax rate impact of the FY24 divestiture of the Argentina business, the pension settlement charge, incremental operating expenses recorded related to the implementation of the Company's digital capabilities and productivity enhancements investment, incremental cyberattack costs, net of insurance recoveries, and costs related to the streamlined operating model of (8.6%), 0.9%, 0.9%, 0.2%, and 0.2%, respectively. The difference between the fiscal year 2023 effective tax rate on earnings of 32.4% is due to the tax rate impact of the FY23 VMS impairment and incremental operating expenses recorded related to the implementation of the Company's digital capabilities and productivity enhancements investment of (8.9%) and 0.1%, respectively. The difference between the fiscal year 2022 effective tax rate on earnings of 22.4% is due to the tax rate impact of the incremental operating expenses recorded related to the implementation of the Companyâ€™s digital capabilities and productivity enhancements investment of 0.1%. (4) Total capital employed represents total assets less non-interest bearing liabilities. Adjusted capital employed represents total capital employed adjusted to add back current year after tax U.S. GAAP items, as applicable, and deduct the current year after tax noncash, nonrecurring gain. Average capital employed is the average of adjusted capital employed for the current year and total capital employed for the prior year, based on year-end balances. See below for details of the average capital employed calculation.(5) Capital charge represents average capital employed multiplied by a cost of capital, which was 9% for all fiscal years presented. The calculation of capital charge includes the impact of rounding numbers.Exhibit 99.2Dollars in millionsFY24FY23FY22Total assets\$5,751A \$5,945A \$6,158A Less:Â A Â A Â A Accounts payable and accrued liabilities (6)1,473A 1,650A 1,463A Current operating lease liabilities84A 87A 78A Income taxes payableâ€™Â 121A â€™Â A Long-term operating lease liabilities334A 310A 314A Â A Â A Â A Other liabilities (6)827A 804A 778A Deferred income taxes2A 28A 66A Non-interest bearing liabilities2,740A 3,000A 2,699A Total capital employed (4)3,011A 2,945A 3,459A After tax certain U.S. GAAP items (2)0362A 0Adjusted capital employed (4)3,011A 3,307A 3,459A Average capital employed\$2,978A \$3,383A \$3,428A (6) Accounts payable and accrued liabilities and Other liabilities are adjusted to exclude interest-bearing liabilities. EX-101.SCH 12 clx-20240630.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 00000001 - Document - COVER link:presentationLink link:calculationLink link:definitionLink link:definitionLink 00000002 - Document - AUDIT INFORMATION link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - CONSOLIDATED STATEMENTS OF EARNINGS link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - CONSOLIDATED BALANCE SHEETS link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - CONSOLIDATED BALANCE SHEETS (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952157 - 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Schedule of Stock Option Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9954536 - Disclosure - STOCK-BASED COMPENSATION PLANS - Schedule of Restricted Stock Awards (Details) link:presentationLink link:calculationLink link:definitionLink 9954537 - Disclosure - STOCK-BASED COMPENSATION PLANS - Schedule of Performance Share Awards (Details) link:presentationLink link:calculationLink link:definitionLink 9954538 - Disclosure - OTHER (INCOME) EXPENSE, NET (Details) link:presentationLink link:calculationLink link:definitionLink 9954539 - Disclosure - INCOME TAXES - Schedule of Provision for Income Taxes and Components of Earnings Before Income Taxes (Details) link:presentationLink link:calculationLink link:definitionLink 9954540 - Disclosure - INCOME TAXES - Narrative (Details) link:presentationLink link:calculationLink

link:definitionLink 9954541 - Disclosure - INCOME TAXES - Schedule of Reconciliation of Effective Tax Rate (Details) link:presentationLink link:calculationLink link:definitionLink 9954542 - Disclosure - INCOME TAXES - Schedule of Components of Net Deferred Tax Assets (Liabilities) (Details) link:presentationLink link:calculationLink link:definitionLink 9954542 - Disclosure - INCOME TAXES - Schedule of Components of Net Deferred Tax Assets (Liabilities) (Details) link:presentationLink link:calculationLink link:definitionLink 9954543 - Disclosure - INCOME TAXES - Summary of Changes in Valuation Allowance (Details) link:presentationLink link:calculationLink link:definitionLink 9954544 - Disclosure - INCOME TAXES - Schedule of Carryforwards with Related Valuation Allowances (Details) link:presentationLink link:calculationLink link:definitionLink 9954545 - Disclosure - INCOME TAXES - Schedule of Reconciliation of Gross Unrecognized Tax Benefits (Details) link:presentationLink link:calculationLink link:definitionLink 9954546 - Disclosure - EMPLOYEE BENEFIT PLANS - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954547 - Disclosure - EMPLOYEE BENEFIT PLANS - Schedule of Retirement Income and Retirement Health Care Plans and Amounts Recognized in Balance Sheets (Details) link:presentationLink link:calculationLink link:definitionLink 9954548 - Disclosure - EMPLOYEE BENEFIT PLANS - Schedule of Retirement Income Plans with ABO or PBO in Excess of Plan Assets (Details) link:presentationLink link:calculationLink link:definitionLink 9954549 - Disclosure - EMPLOYEE BENEFIT PLANS - Schedule of Components of Net Periodic Benefit Cost (Details) link:presentationLink link:calculationLink link:definitionLink 9954550 - Disclosure - EMPLOYEE BENEFIT PLANS - Schedule of Items Not Yet Recognized as a Component of Postretirement Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9954551 - Disclosure - EMPLOYEE BENEFIT PLANS - Schedule of Net Actuarial Loss (Gain) Recorded in Accumulated Other Comprehensive Net (Loss) Income (Details) link:presentationLink link:calculationLink link:definitionLink 9954552 - Disclosure - EMPLOYEE BENEFIT PLANS - Schedule of Weighted Average Assumptions Used to Estimate the Actuarial Present Value of Benefit Obligations and Retirement Income and Retirement Health Care Costs (Details) link:presentationLink link:calculationLink link:definitionLink 9954553 - Disclosure - EMPLOYEE BENEFIT PLANS - Schedule of Expected Benefit Payments (Details) link:presentationLink link:calculationLink link:definitionLink 9954554 - Disclosure - EMPLOYEE BENEFIT PLANS - Schedule of Target Allocation and Weighted Average Allocation of Plan Assets (Details) link:presentationLink link:calculationLink link:definitionLink 9954555 - Disclosure - EMPLOYEE BENEFIT PLANS - Schedule of Retirement Income Plans Assets Carried at Fair Value (Details) link:presentationLink link:calculationLink link:definitionLink 9954556 - Disclosure - SEGMENT REPORTING - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954557 - Disclosure - SEGMENT REPORTING - Schedule of Reportable Segment Information and Reconciliation of Segment Information (Details) link:presentationLink link:calculationLink link:definitionLink 9954558 - Disclosure - SEGMENT REPORTING - Schedule of Concentration Percentage (Details) link:presentationLink link:calculationLink link:definitionLink 9954559 - Disclosure - SEGMENT REPORTING - Schedule of Net Sales and Property, Plant and Equipment, Net by Geographic Area (Details) link:presentationLink link:calculationLink link:definitionLink 9954560 - Disclosure - RELATED PARTY TRANSACTIONS (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 13 clx-20240630_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 14 clx-20240630_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 15 clx-20240630_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Operating leases Lessee, Operating Lease, Liability, to be Paid, Fiscal Year Maturity [Abstract] 2026 Defined Benefit Plan, Expected Future Benefit Payment, Year Two Adjustments to reconcile net earnings to net cash provided by operations: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] RELATED PARTY TRANSACTIONS Related Party Transactions Disclosure [Text Block] Long-term debt repayments Repayments of Long-Term Debt International Defined Contribution Plan International Defined Contribution Plan [Member] International Defined Contribution Plan [Member] Finite-Lived Intangible Assets, Net, Amortization Expense, Fiscal Year Maturity [Abstract] Finite-Lived Intangible Assets, Net, Amortization Expense, Fiscal Year Maturity [Abstract] Amount due to suppliers Supplier Finance Program, Obligation, Current Cover page. Cover [Abstract] Thereafter Lessee, Operating Lease, Liability, to be Paid, after Year Five Net increase (decrease) in cash, cash equivalents and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Short-term investment fund Defined Benefit Plan, Short-Term Investment [Member] Defined Benefit Plan, Short-Term Investment Schedule of Maturities of Operating Lease Liabilities Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Schedule of Indefinite-Lived Intangible Assets [Table] Intangible Asset, Indefinite-Lived [Table] Inventory costs Deferred Tax Assets, Inventory Income Tax Authority [Domain] Income Tax Jurisdiction [Domain] Trading Symbol Trading Symbol 2029 Unrecorded Unconditional Purchase Obligation, to be Paid, Year Five Comprehensive income Comprehensive Income (Loss), Net of Tax, Including Portion Attributable to Noncontrolling Interest Non-NEOs Non-NEOs [Member] Finance lease cost: Lease, Cost, Finance [Abstract] Lease, Cost, Finance Related income tax benefit Share-Based Payment Arrangement, Expense, Tax Benefit Dividends per share declared (in dollars per share) Common Stock, Dividends, Per Share, Declared 2027. Defined Benefit Plan, Expected Future Benefit Payment, Year Three Summary of Tax Credit Carryforwards Summary of Tax Credit Carryforwards [Table Text Block] Allowance for doubtful accounts Accounts Receivable, Allowance for Credit Loss, Current Dividends to noncontrolling interests Noncontrolling Interest, Decrease from Distributions to Noncontrolling Interest Holders Disposal Group Name [Domain] Disposal Group Name [Domain] Line of Credit Facility [Table] Line of Credit Facility [Table] Net Carryforwards Carryforwards, Net Of Valuation Allowance Carryforwards, Net Of Valuation Allowance Inventories Inventory, Policy [Policy Text Block] Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Commodity Purchase Derivative Contracts [Axis] Commodity Purchase Derivative Contracts [Axis] Commodity Purchase Derivative Contracts [Axis] Issuance of common stock for employee stock plans and other Proceeds from Stock Options Exercised Unrecorded Unconditional Purchase Obligation [Line Items] Unrecorded Unconditional Purchase Obligation [Line Items] Award Timing Disclosures [Line Items] Settlement of interest rate derivative contracts Derivative, Gain (Loss) on Derivative, Net Portion at Fair Value Measurement Portion at Fair Value Measurement [Member] Segment Reporting Segment Reporting, Policy [Policy Text Block] Glad Glad Business [Member] Glad Business [Member] United States UNITED STATES Other assets Other Assets, Noncurrent Leases [Abstract] Gross carrying amount Finite-Lived Intangible Assets, Gross Other employee stock plan activities (in shares) Other Employee Stock Plan Activities, Shares Number of shares issued during the period as a result of exercises of employee stock options or the vesting of other share-based awards. Unrecorded Unconditional Purchase Obligation by Category of Item Purchased [Axis] Unrecorded Unconditional Purchase Obligation by Category of Item Purchased [Axis] Operating Segments Operating Segments [Member] Net cash provided by operations Net Cash Provided by (Used in) Operating Activities Operating activities: Net Cash Provided by (Used in) Operating Activities [Abstract] Schedule of Performance Share Awards Share-Based Payment Arrangement, Performance Shares, Outstanding Activity [Table Text Block] Schedule of Changes in Accumulated Other Comprehensive Net (Loss) Income Schedule of Accumulated Other Comprehensive Income (Loss) [Table Text Block] Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Award Timing Method Award Timing Method [Text Block] Net periodic benefit cost Total Defined Benefit Plan, Net Periodic Benefit Cost (Credit) Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Restructuring Type [Axis] Restructuring Type [Axis] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Finance leases Finance Lease, Weighted Average Remaining Lease Term Environmental Costs Environmental Costs, Policy [Policy Text Block] Insider Trading Policies and Procedures [Line Items] Fair value of plan assets Defined Benefit Plan, Plan with Accumulated Benefit Obligation in Excess of Plan Assets, Plan Assets Use of Estimates Use of Estimates, Policy [Policy Text Block] Professional Products Professional Products [Member] Professional Products [Member] Adjustment to Compensation, Amount Adjustment to Compensation Amount Additional paid-in capital Additional Paid in Capital, Common Stock Payables and Accruals [Abstract] Compensation Amount Outstanding Recovery Compensation Amount Cumulative translation adjustment losses Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Reclassification Adjustment from AOCI, Realized upon Sale or Liquidation, Net of Tax Income taxes payable/prepaid Increase (Decrease) in Income Taxes Payable, Net of Income Taxes Receivable Financing Lease, Lease Not yet Commenced Financing Lease, Lease Not yet Commenced [Member] Disposal Group Classification [Axis] Disposal Group Classification [Axis] 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] Transaction Type [Axis] Transaction Type [Axis] Entity Small Business Entity Small Business ACCOUNTS PAYABLE AND ACCRUED LIABILITIES Accounts Payable and Accrued Liabilities Disclosure [Text Block] Company Selected Measure Amount Company Selected Measure Amount Aggregate Intrinsic Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Aggregate Intrinsic Value [Abstract] Tabular List, Table Tabular List [Table Text Block] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Liability for aggregate future remediation costs Accrual for Environmental Loss Contingencies Expected return on plan assets Defined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Expected Long-Term Rate of Return on Plan Assets Amortization, curtailment and settlement during the year Defined Benefit Plan Amortization, Curtailment, And Settlement During The Year The adjustment out of other comprehensive income for actuarial gains (losses) recognized as a component of net periodic benefit cost during the period. Antidilutive stock options and other (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Deferred stock units for nonemployee directors distributed (in shares) Deferred Stock Units For Non-Employee Directors, Distributed Deferred stock units for nonemployee directors distributed. Less: Imputed interest Finance Lease, Liability, Undiscounted Excess Amount Credit Facility [Domain] Credit Facility [Domain] Outstanding, beginning balance (in dollars per share) Outstanding, ending balance (in dollars per share) Share-Based Compensation Arrangement By Share-Based Payment Award Equity Instruments Other Than Options Vested And Nonvested Weighted-Average Grant Date Fair Value Per Share The weighted average fair value of vested and nonvested awards on equity-based plans excluding option plans outstanding. Noncash capital expenditures Non-Cash Capital Expenditures Amount of non-cash capital expenditures incurred during the period. Goodwill Beginning balance Ending balance Goodwill Total Commodity Purchase Derivative Contracts Total Commodity Purchase Derivative Contracts [Member] Total Commodity Purchase Derivative Contracts [Member] Performance period for performance awards (in years) Performance Period For Performance Awards Period over which performance is measured for performance-based awards, in "PnYmNdThHmMnS" format, for example, "P1Y5M13D" represents the reported fact of one year, five months, and thirteen days. INVENTORIES, NET Inventory Disclosure [Text Block] Fixed income Fixed Income Funds [Member] Stock Option Share-Based Payment Arrangement, Option [Member] Foreign exchange forward contracts Foreign Exchange Forward [Member] 2025 Lessee, Operating Lease, Liability, to be Paid, Year One Total comprehensive income attributable to Clorox Comprehensive Income (Loss), Net of Tax, Attributable to Parent income taxes payable Accrued Income Taxes, Current Finance leases Finance Lease, Weighted Average Discount Rate, Percent Cash equivalents Real estate fund Employee Benefit Plan, Real Estate [Member] Other differences Effective Income Tax Rate Reconciliation, Other Adjustments, Percent 2025 Finance Lease, Liability, to be Paid, Year One Alameda County, California Matter Alameda County, California Matter [Member] Alameda County, California Matter [Member] Award Type [Axis] Award Type [Axis] Net deferred tax liabilities Deferred Tax Liabilities, Net Schedule of Net Sales and Property, Plant and Equipment, Net by Geographic Area Schedule of Revenue from External Customers and Long-Lived Assets, by Geographical Areas [Table Text Block] Cash, Cash Equivalents and Restricted Cash Cash and Cash Equivalents, Restricted Cash and Cash Equivalents, Policy [Policy Text Block] Accelerated amortization of losses on settlement of interest rate contracts and issuance costs associated with debt extinguished Deferred Debt Issuance Cost, Writeoff Work in process Inventory, Work in Process, Net of Reserves Property, plant and equipment, net Property, plant and equipment, net Property, plant and equipment, net Property, Plant and Equipment, Net ICFR Auditor Attestation Flag ICFR Auditor Attestation Flag Total liabilities Liabilities Noncontrolling interests Equity, Attributable to Noncontrolling Interest Dividends per share paid (in dollars per share) Common Stock, Dividends, Per Share, Cash Paid International legal entity reorganization Effective Income Tax Rate Reconciliation, International Legal Entity Reorganization, Percent Effective Income Tax Rate Reconciliation, International Legal Entity Reorganization, Percent Options vested (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Common stock, par value (in dollars per share) Common Stock, Par or Stated Value Per Share Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Foreign Currency Transactions and Translations Foreign Currency Transactions and Translations Policy [Policy Text Block] Revolving credit facility Revolving Credit Facility [Member] Expiration Date Trading Arrangement Expiration Date Investing activities: Net Cash Provided by (Used in) Investing Activities [Abstract] Current operating lease liabilities Current lease liabilities Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Accumulated other comprehensive loss (income) Accumulated Other Comprehensive (Income) Loss, Defined Benefit Plan, after Tax Schedule of Items Not Yet Recognized as a Component of Postretirement Expense Schedule of Net Periodic Benefit Cost Not yet Recognized [Table Text Block] Property, plant and equipment, gross Property, Plant and Equipment, Gross Retirement Plan Name [Axis] Retirement Plan Name [Axis] Exercised (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Gains (losses) recognized in Other comprehensive (loss) income Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), before Reclassification and Tax Debt Instrument [Line Items] Debt Instrument [Line Items] Allowance for credit loss Financing Receivable, Allowance for Credit Loss, Current Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Weighted-Average Exercise Price per Share Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Research and development Research and development costs Research and Development Expense [Member] Lapse of applicable statute of limitations Unrecognized Tax Benefits, Reduction Resulting from Lapse of Applicable Statute of Limitations Nature of Operations and Basis of Presentation Basis of Accounting, Policy [Policy Text Block] Diluted (in shares) Diluted (in shares) Weighted Average Number of Shares Outstanding, Diluted MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] AOCI Attributable to Parent, Net of Tax [Roll Forward] AOCI Attributable to Parent, Net of Tax [Roll Forward] Total Clorox stockholdersâ€™ equity Beginning balance Ending balance Equity, Attributable to Parent Subtotal Deferred Tax Assets, Gross 2028 Unrecorded Unconditional Purchase Obligation, to be Paid, Year Four Net sales Disposal Group, Including Discontinued Operation, Revenue Schedule of Changes in Carrying Amount of Goodwill Schedule of Goodwill [Table Text Block] Capitalized software costs Capitalized software costs Software and Software Development Costs [Member] Concentration Risk Type [Domain] Concentration Risk Type [Domain] New Accounting Pronouncements or Change in Accounting Principle [Table] Accounting Standards Update and Change in Accounting Principle [Table] Letter of credit, amount outstanding Letters of Credit Outstanding, Amount Selling and administrative expenses Selling, General and Administrative Expense PBO Exceeds the Fair Value of Plan Assets Defined Benefit Plan, Pension Plan with Project Benefit Obligation in Excess of Plan Assets [Abstract] Accumulated benefit obligation Defined Benefit Plan, Pension Plan with Projected Benefit Obligation in Excess of Plan Assets, Accumulated Benefit Obligation Aggregate cost of the defined contribution plans Defined Contribution Plan, Cost Derivative, notional amount, additional contracts Derivative, Notional Amount, Additional Contracts Derivative, Notional Amount, Additional Contracts Costs of products sold Cost of products sold Cost of Sales [Member] Cash equivalents â€” Level 1 Defined Benefit Plan, Cash and Cash Equivalents [Member] Number of shares authorized (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized Purchases of Inventory Purchases of Inventory [Member] Purchases of Inventory [Member] Document Fiscal Period Focus Document Fiscal Period Focus 2028 Long-Term Debt, Maturity, Year Four All Executive Categories All Executive Categories [Member] Dilutive effect of stock options and other (in shares) Incremental Common Shares Attributable to Dilutive Effect of Share-Based Payment Arrangements Schedule of Accrual for Restructuring and Related Implementation Costs Schedule of Restructuring Reserve by Type of Cost [Table Text Block] 2026 Finite-Lived Intangible Asset, Expected Amortization, Year Two Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Average remaining contractual life, options outstanding (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term ASSETS Â Assets Assets [Abstract] Retirement Plan Type [Domain] Retirement Plan Type [Domain] Total other comprehensive (loss) income, net of tax Other comprehensive (loss) income Other Comprehensive Income (Loss), Net of Tax Outstanding, beginning balance (in shares) Outstanding, ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding, Number Dividend yield Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Document Type Document Type Domestic equity funds Defined Benefit Plan, Equity Securities, US [Member] Derivative Contract [Domain] Derivative Contract [Domain] Effective interest rate Debt Instrument, Interest Rate, Effective Percentage Gross carrying amount Indefinite-Lived Intangible Assets (Excluding Goodwill), Before Impairment Indefinite-Lived Intangible Assets (Excluding Goodwill), Before Impairment Dickinson County, Michigan Matter Dickinson County, Michigan Matter [Member] Dickinson County, Michigan Matter [Member] Actuarial loss (gain) Defined

Benefit Plan, Benefit Obligation, Actuarial Gain (Loss) Capitalization of Software Costs Internal Use Software, Policy [Policy Text Block] Schedule of Reportable Segment Information and Reconciliation of Segment Information Schedule of Segment Reporting Information, by Segment [Table Text Block] Average remaining contractual life, options vested (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual Term Other Income and Expenses [Abstract] Other Income and Expenses [Abstract] Schedule of Defined Benefit Plans Disclosures [Table] Defined Benefit Plan [Table] Notes and loans payable, estimated fair value Short-Term Debt, Fair Value Maximum Maximum [Member] Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Supplier finance program, payment timing, period Supplier Finance Program, Payment Timing, Period Net carrying amount Finite-Lived Intangible Assets, Net Accounts payable Accounts Payable, Current Deferred stock units for nonemployee directors reinvested dividends (in shares) Deferred Stock Units For Non-Employee Directors, Reinvested Dividends Deferred Stock Units For Non-Employee Directors, Reinvested Dividends. Schedule of Fair Value of each Stock Option Award Granted Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Statistical Measurement [Axis] Statistical Measurement [Axis] Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Earnings (losses) before 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 Summary of Changes in Valuation Allowance Summary of Valuation Allowance [Table Text Block] Unusual or Infrequent Item, or Both [Line Items] Unusual or Infrequent Item, or Both [Line Items] LIFO allowances Inventory, LIFO Reserve Summary of Net Assets Divested and Net Sales of Divested Business Disposal Groups, Including Discontinued Operations [Table Text Block] Variable lease cost Variable Lease, Cost Commodity Purchase Derivative Contracts [Domain] Commodity Purchase Derivative Contracts [Domain] Commodity Purchase Derivative Contracts [Domain] Goodwill impairment Goodwill impairment Goodwill Goodwill, Impairment Loss Goodwill Disposal Group, Including Discontinued Operation, Goodwill Cyberattack Cyberattack [Member] Cyberattack Award Timing Predetermined Award Timing Predetermined [Flag] Subsequent Event Type [Domain] Subsequent Event Type [Domain] Cash dividends paid to Clorox stockholders Payments of Ordinary Dividends, Common Stock Diluted net earnings per share (in dollars per share) Earnings Per Share, Diluted Environmental liabilities Accrued Environmental Loss Contingencies, Noncurrent Counterparty Name [Domain] Counterparty Name [Domain] Schedule of Supplemental Balance Sheet Information Assets And Liabilities, Lessee [Table Text Block] Assets And Liabilities, Lessee [Table Text Block] Revenue Recognition and Cost of Products Sold Revenue from Contract with Customer [Policy Text Block] United States Income (Loss) from Continuing Operations before Income Taxes, Domestic Maximum undiscounted costs Maximum Exposure, Undiscounted Cost Maximum potential amount of future payments (undiscounted) that the Company could incur over an estimated remediation period. Total current Current Income Tax Expense (Benefit) Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Non-customer receivables Nontrade Receivables, Current Retirement Benefits [Abstract] Foreign exchange transaction (gains) losses, net Gain (Loss), Foreign Currency Transaction, before Tax Preferred stock, shares issued (in shares) Preferred Stock, Shares Issued Customer [Axis] Customer [Axis] Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Receivables, net Increase (Decrease) in Receivables Employee Benefits Employee Benefits [Policy Text Block] Disclosure of accounting policy for the entity's various types of employee benefit plans, including retirement, postretirement and postemployment plans. Other Deferred Tax Liabilities, Other Fair value of shares vested Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Fair Value Net earnings Net earnings Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Loss on divestiture Pre-tax loss on divestiture Loss on divestiture Disposal Group, Not Discontinued Operation, Gain (Loss) on Disposal Income taxes Total Income Tax Expense (Benefit) Interest cost Defined Benefit Plan, Interest Cost Income (Loss) from Continuing Operations before Equity Method Investments, Income Taxes, Noncontrolling Interest [Abstract] Income (Loss) from Continuing Operations before Equity Method Investments, Income Taxes, Noncontrolling Interest [Abstract] Derivative, notional amount Derivative, Notional Amount Derivative assets Derivative Asset Canceled (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period Compensation costs not yet recognized, period for recognition (in years) Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Net sales Net Sales Revenue from Contract with Customer, Excluding Assessed Tax Statement of Comprehensive Income [Abstract] Statement of Comprehensive Income [Abstract] Distributed (in dollars per share) Share-Based Compensation Arrangement By Share-Based Payment Award Equity Instruments Other Than Options Distributed Weighted-Average Grant Date Fair Value The weighted average fair value at grant date for distributed equity-based awards issued during the period on other than stock (or unit) option plans. Finance Lease, Liability, Noncurrent, Statement of Financial Position [Extensible Enumeration] Finance Lease, Liability, Noncurrent, Statement of Financial Position [Extensible Enumeration] Net cash used for investing activities Net Cash Provided by (Used in) Investing Activities Interest expense Interest expense Interest Expense, Operating and Nonoperating Income Tax Authority [Axis] Income Tax Jurisdiction [Axis] Number of additional shares authorized (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized All Adjustments to Compensation All Adjustments to Compensation [Member] Compensation and employee benefit costs Employee-related Liabilities, Current Prepaid expenses and other current assets Increase (Decrease) in Prepaid Expense and Other Assets Short-term Debt, Type [Domain] Short-Term Debt, Type [Domain] Other intangible assets, net Other Intangible Assets, Net Derivative Instruments, Gain (Loss) [Table] Derivative Instruments, Gain (Loss) [Table] Charges Restructuring Charges Accumulated Other Comprehensive Income (Loss) [Line Items] Accumulated Other Comprehensive Income (Loss) [Line Items] Tax Credit Carryforward [Axis] Tax Credit Carryforward [Axis] Commitments and Contingencies Disclosure [Abstract] Soybean Oil Futures Soybean Oil Futures [Member] Soybean Oil Futures [Member] Disposal Group, Disposed of by Sale, Not Discontinued Operations Disposal Group, Disposed of by Sale, Not Discontinued Operations [Member] Commodity purchase derivative contracts Commodity Contract [Member] Net unrealized gains (losses) on derivatives Accumulated Gain (Loss), Net, Cash Flow Hedge, Parent [Member] Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Entity Address, State or Province Entity Address, State or Province Finance leases Finance Lease Assets And Liabilities Lessee [Abstract] Finance Lease Assets And Liabilities Lessee Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Defined Benefit Plan, Plan Assets, Category [Domain] Defined Benefit Plan, Plan Assets, Category [Domain] Payments to related parties Related Party Transaction, Payments To Related Party Related Party Transaction, Payments To Related Party Defined Benefit Plan Disclosure [Line Items] Defined Benefit Plan Disclosure [Line Items] Valuation Allowances Carryforwards, Valuation Allowance Carryforwards, Valuation Allowance Derivative instruments subject to contractually defined counterparty liability position limits Derivative Instruments Subject To Contractually Defined Counterparty Liability Position Limits Derivative instruments subject to contractually defined counterparty liability position limits. Better Health VMS reporting unit Better Health - Vitamins, Minerals And Supplements Reporting Unit [Member] Better Health - Vitamins, Minerals And Supplements Reporting Unit Weighted-average grant date fair value per share of nonvested awards (in dollars per share) Outstanding, beginning balance (in dollars per share) Outstanding, ending balance (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value LIABILITIES AND STOCKHOLDERSâ€™ EQUITY Liabilities and Equity [Abstract] Schedule of Components of Net Periodic Benefit Cost Schedule of Net Benefit Costs [Table Text Block] Restructuring and related costs Total, net Streamlined operating model Restructuring and Related Cost, Incurred Cost Restatement Determination Date Restatement Determination Date Estimated Fair Value Estimate of Fair Value Measurement [Member] Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Interest rate derivative contracts Interest Rate Contract [Member] Unrecorded Unconditional Purchase Obligation [Table] Unrecorded Unconditional Purchase Obligation [Table] Property, Plant and Equipment [Table] Property, Plant and Equipment [Table] Interest crediting rate Defined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Weighted-Average Interest Crediting Rate Outstanding, beginning balance (in dollars per share) Outstanding, ending balance (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Concentration Risk [Table] Concentration Risk [Table] Operating lease right-of-use assets Right-of-use assets Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Derivative Instruments, Gain (Loss) [Line Items] Derivative Instruments, Gain (Loss) [Line Items] Outstanding, beginning balance (in shares) Outstanding, ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Total finance lease cost Finance Lease, Cost Finance Lease, Cost Deferred stock units for nonemployee directors granted weighted average fair value on grant date (in dollars per share) Deferred Stock Units For Non-Employee Directors, Granted Weighted Average Fair Value On Grant Date The weighted-average grant date fair value of the deferred stock units for nonemployee directors granted during the period. Short-term Debt, Type [Axis] Short-Term Debt, Type [Axis] Tax Credit Carryforwards Deferred Tax Assets, Tax Credit Carryforwards [Abstract] Maximum duration, commodity contracts (in years) Maximum Length of Time Hedged in Cash Flow Hedge Plan amendments Defined Benefit Plan, Benefit Obligation, Increase (Decrease) for Plan Amendment Dividends Dividends Payable, Current Incurred incremental costs, net of insurance recoveries Cyberattack costs, net of insurance recoveries Other Nonrecurring Expense Total liabilities, estimated fair value Financial Liabilities Fair Value Disclosure Curtailment gain recognized Defined Benefit Plan, Net Periodic Benefit Cost (Credit), Gain (Loss) Due to Curtailment NET EARNINGS PER SHARE (EPS) Earnings Per Share [Text Block] Subsequent Event Subsequent Event [Member] Federal research and development credits Effective Income Tax Rate Reconciliation, Tax Credit, Research, Percent Increase in deferred compensation plan Increase (Decrease) Deferred Compensation Plan Assets Increase (Decrease) Deferred Compensation Plan Assets Trust investment (gains) losses, net Gain (Loss) on Investments Granted (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Subsegments [Domain] Subsegments [Domain] Income Taxes Income Tax, Policy [Policy Text Block] Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Segments [Domain] Segments [Domain] Schedule of Maturities of Finance Lease Liabilities Finance Lease, Liability, to be Paid, Maturity [Table Text Block] Income tax benefit (expense) Other Comprehensive Income (Loss), Tax Lifestyle Lifestyle [Member] Lifestyle [Member] Reconciliation of Unrecognized Tax Benefits, Excluding Amounts Pertaining to Examined Tax Returns [Roll Forward] Unrecognized Tax Benefits [Roll Forward] PEO PEO [Member] Name Trading Arrangement, Individual Name Accrued benefit cost, net funded status Defined Benefit Plan, Funded (Unfunded) Status of Plan Property, Plant and Equipment, Type [Axis] Long-Lived Tangible Asset [Axis] Entity Public Float Entity Public Float Disposal Group Name [Axis] Disposal Group Name [Axis] Operating leases, remaining lease terms Lessee, Operating Lease, Remaining Lease Term Federal excess tax benefits Effective Income Tax Rate Reconciliation, Tax Expense (Benefit), Share-Based Payment Arrangement, Percent Income from equity investees (Income) Loss from equity investees included in Other (income) expense, net Income (Loss) from Equity Method Investments Treasury stock, at cost: 6,539,654 and 6,921,439 shares as of JuneÂ 30, 2024 and 2023, respectively Treasury Stock, Common, Value OTHER CONTINGENCIES, GUARANTEES AND COMMITMENTS Commitments Contingencies and Guarantees [Text Block] Benefit obligation as of beginning of year Benefit obligation as of end of year Defined Benefit Plan, Benefit Obligation Schedule of Concentration Percentage Schedules of Concentration of Risk, by Risk Factor [Table Text Block] Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Cash dividends declared and accrued, but not paid Dividends Payable Grilling Grilling [Member] Grilling [Member] 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] Number of hedging instruments designated as fair value hedges Number Of Hedging Instruments Designated As Fair Value Hedges The number of hedging instruments designated as fair value hedges held by the entity. Cash and cash equivalents, estimated fair value Cash and Cash Equivalents, Fair Value Disclosure Restructuring and Related Costs Benchmark Restructuring and Related Costs Benchmark [Member] Restructuring and Related Costs Benchmark Retirement Plan Sponsor Location [Domain] Retirement Plan Sponsor Location [Domain] Gain on sale-leaseback transaction Gain on sale-leaseback transaction Sale and Leaseback Transaction, Gain (Loss), Net Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Local Phone Number Local Phone Number Total gross carrying amount Intangible Assets, Gross (Excluding Goodwill) Valuation allowance Valuation allowance at beginning of year Valuation allowance at end of year Deferred Tax Assets, Valuation Allowance Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Foreign and other credit lines Foreign Line of Credit [Member] Other Other Restructuring [Member] Income tax credits Income Tax Credit Carryforward [Member] Income Tax Credit Carryforward Average Remaining Contractual Life Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Additional Disclosures [Abstract] Changes in: Increase (Decrease) in Operating Capital [Abstract] Fair Value, Assets and Liabilities Measured on Recurring Basis [Line Items] Fair Value, Assets and Liabilities Measured on Recurring Basis [Line Items] Fair Value Assets and Liabilities Measured on Recurring Basis [Line Items] Maximum contract duration (in years) Maximum Length of Time, Foreign Currency Cash Flow Hedge Trademarks, net Trademarks, Net Carrying amount (original costs adjusted for previously recognized amortization and impairment) as of the balance sheet date for the rights acquired through registration of a trademark to gain or protect exclusive use of a business name, symbol or other device or style for a projected indefinite or finite period of benefit. PEO Total Compensation Amount PEO Total Compensation Amount Property, Plant and Equipment, Type [Domain] Long-Lived Tangible Asset [Domain] Income Statement Location [Axis] Statement of Income Location, Balance [Axis] Unusual or Infrequent Item, or Both [Axis] Unusual or Infrequent Item, or Both [Axis] Defined Benefit Plan, Plan Assets, Category [Axis] Defined Benefit Plan, Plan Assets, Category [Axis] Debt Disclosure [Abstract] Debt Disclosure [Abstract] Operating Lease, Lease Not yet Commenced Operating Lease, Lease Not yet Commenced [Member] Common Stock Common Stock [Member] Impairment Review of Goodwill and Indefinite-Lived Intangible Assets Impairment or Disposal of Long-Lived Assets, Including Intangible Assets, Policy [Policy Text Block] Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Long-term debt, weighted average interest rate, at point in time Long-Term Debt, Weighted Average Interest Rate, at Point in Time Segment Reporting [Abstract] Segment Reporting [Abstract] Entity Central Index Key Entity Central Index Key Cash margin balances amount Margin Deposit Assets Schedule of Inventories Schedule of Inventory, Current [Table Text Block] Net decrease/(increase) for foreign and U.S. net operating loss carryforwards and tax credits Deferred Tax Assets, Valuation Allowance, Net Increase (Decrease) For Foreign And US Net Operating Loss Carryforwards And Tax Credits Amount of deferred tax assets for which it is more likely than not that a tax benefit will not be realized resulting from foreign and US net operating loss carryforwards and tax credits. Accrued interest and penalties related to uncertain tax positions Unrecognized Tax Benefits, Income Tax Penalties and Interest Accrued Foreign currency translation adjustments Accumulated Foreign Currency Adjustment Attributable to Parent [Member] Discontinued Operations and Disposal Groups [Abstract] Discontinued Operations and Disposal Groups [Abstract] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount STOCKHOLDERS' EQUITY Equity [Text Block] Accounts payable and accrued liabilities Increase (Decrease) in Accounts Payable and Accrued Liabilities Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Less: Current maturities of long-term debt Long-Term Debt, Current Maturities SEGMENT REPORTING Segment Reporting Disclosure [Text Block] Schedule of Effects of Derivative Instruments Designated as Hedging Instruments on Net Earnings Schedule of Derivatives Instruments Statements of Financial Performance and Financial Position, Location [Table Text Block] 2025 Unrecorded Unconditional Purchase Obligation, to be Paid, Year One Stock-based compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Restricted Stock Restricted Stock [Member] Unconditional Purchase Obligation, Category of Goods or Services Acquired [Domain] Unconditional Purchase Obligation, Category of Goods or Services Acquired [Domain] Measurement Basis [Axis] Measurement Basis [Axis] Argentina Business Argentina Business [Member] Argentina Business Title Trading Arrangement, Individual Title Right-of-use assets obtained in exchange for lease obligations: Right-of-Use Asset Obtained In Exchange For Lease Liability [Abstract] Right-of-Use Asset Obtained In Exchange For Lease Liability 3.10%, \$400 due October 2027 Senior Long-Term Notes And Debentures; 3.10%, \$400 Due October 2027 [Member] Senior Long-Term Notes And Debentures; 3.10%, \$400 Due October 2027 [Member] Schedule of Components of Earnings Before Income Taxes Schedule of Income before Income Tax, Domestic and Foreign [Table Text Block] Unrecognized tax benefits at beginning of year Unrecognized tax benefits at end of year Unrecognized Tax Benefits Less: Total comprehensive income attributable to noncontrolling interests Comprehensive Income (Loss), Net of Tax, Attributable to Noncontrolling Interest Option to terminate, period Sale Leaseback Transaction, Option To Terminate, Period Sale Leaseback Transaction, Option To Terminate, Period City Area Code City Area Code Current liabilities Liabilities, Current [Abstract] Auditor Location Auditor Location Disposal Group Classification [Domain] Disposal Group Classification [Domain] Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Stockholders' Equity Note [Abstract] Stockholders' Equity Note [Abstract] Dividends Payable [Table] Dividends Payable [Table] Weighted-average remaining lease term: Weighted Average Remaining Lease Term [Abstract] Weighted Average Remaining Lease Term Line of credit facility, remaining borrowing capacity Line of Credit Facility, Remaining Borrowing Capacity Minimum percentage for calculating the amortization of actuarial gains

and losses under the corridor approach Minimum Percentage For Calculating The Amortization Of Actuarial Gains And Losses Under The Corridor Approach Represents the minimum percentage of the greater of the projected benefit obligation or the market-related asset value that actuarial gains and losses must exceed in order to be amortized to pension expense under the corridor approach for purposes of determining the amortization of actuarial gains and losses related to the entity's employee benefits. Treasury stock purchased Payments for Repurchase of Common Stock Long-term debt Long-term debt Long-Term Debt, Excluding Current Maturities Schedule of Segment Reporting Information, by Segment [Table] Schedule of Segment Reporting Information, by Segment [Table] Weighted-Average Grant Date Fair Value per Share Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Restructuring Reserve [Roll Forward] Restructuring Reserve [Roll Forward] Subsequent Event Type [Axis] Subsequent Event Type [Axis] Net earnings per share attributable to Clorox Earnings Per Share [Abstract] Retained earnings Retained Earnings (Accumulated Deficit) Finance Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Finance Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Effect of foreign currency translation Goodwill, Translation and Measurement Period Adjustments Environmental Loss Contingency, Statement of Financial Position [Extensible Enumeration] Environmental Loss Contingency, Statement of Financial Position [Extensible Enumeration] Net Sales Revenue from Contract with Customer Benchmark [Member] Canceled (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period, Weighted Average Exercise Price Cash flow hedge gain (loss) to be reclassified within twelve months Cash Flow Hedge Gain (Loss) to be Reclassified within 12 Months Inventories, net Increase (Decrease) in Inventories Letter of credit Letter of Credit Borrowing capacity under the letter of credit without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding. 2026 Long-Term Debt, Maturity, Year Two Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Vested and deferred (in dollars per share) ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedAndDeferredInPeriodWeightedAverageGrantDateFairValue Share based compensation arrangement by share based payment award equity instruments other than options vested and deferred in period weighted average grant date fair value. Total operating lease liabilities Total lease liabilities Operating Lease, Liability Underlying Securities Award Underlying Securities Amount Performance Shares Performance Shares [Member] Number of renewal options Sale Leaseback Transaction, Number Of Renewal Options Sale Leaseback Transaction, Number Of Renewal Options Distributed (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Exercised Defined Benefit Plan, Weighted Average Assumptions Used in Calculating Net Periodic Benefit Cost [Abstract] Defined Benefit Plan, Weighted Average Assumptions Used in Calculating Net Periodic Benefit Cost [Abstract] 2029 Finance Lease, Liability, to be Paid, Year Five Amendment Flag Amendment Flag Carrying Amount Reported Value Measurement [Member] Notes and loans payable Notes and loans payable, carrying value Commercial Paper Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Machinery and equipment Machinery and equipment Machinery and Equipment [Member] Amortization of right-of-use assets Finance Lease, Right-of-Use Asset, Amortization Subsequent Events [Abstract] Subsequent Events [Abstract] Selling and Administrative Expenses Selling, General and Administrative Expenses, Policy [Policy Text Block] OTHER (INCOME) EXPENSE, NET Other Income and Other Expense Disclosure [Text Block] Actual return on plan assets Defined Benefit Plan, Plan Assets, Increase (Decrease) for Actual Return (Loss) DEBT Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Face value Debt Instrument, Face Amount Entity Address, Postal Zip Code Entity Address, Postal Zip Code Advertising costs Advertising Expense Cash and cash equivalents Cash and cash equivalents, carrying value Cash and Cash Equivalents, at Carrying Value Schedule of Amounts Recognized in Balance Sheets Schedule of Amounts Recognized in Balance Sheet [Table Text Block] Intangible asset impairment charges Trademarks, net Impairment of Intangible Assets, Indefinite-Lived (Excluding Goodwill) Other Payments for (Proceeds from) Other Investing Activities 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] Auditor Name Auditor Name Forfeited (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Current Current Income Tax Expense (Benefit), Continuing Operations [Abstract] Loss on extinguishment of debt Gain (Loss) on Extinguishment of Debt 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] Estimated useful lives (in years) Property, Plant and Equipment, Useful Life Number of Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Fair Value Measurement [Domain] Fair Value Measurement [Domain] Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Net deferred tax assets (liabilities) Deferred Tax Assets (Deferred Tax Liabilities), Net Deferred Tax Assets (Deferred Tax Liabilities), Net Financing cash flows from finance leases Finance Lease, Principal Payments Amortization Amortization Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Translation and other adjustments Defined Benefit Plan, Benefit Obligation, Foreign Currency Translation Gain (Loss) 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] Weighted average shares outstanding (in thousands) Weighted Average Number of Shares Outstanding, Diluted [Abstract] Projected benefit obligation Defined Benefit Plan, Pension Plan with Accumulated Benefit Obligation in Excess of Plan Assets, Projected Benefit Obligation Total assets Total assets Assets Cost of products sold Cost of Goods and Services Sold Valuation Allowances Operating Loss Carryforwards, Valuation Allowance Capital expenditures Payments to Acquire Property, Plant, and Equipment Other liabilities Total Other liabilities, Noncurrent Deferred stock units for nonemployee directors distributed weighted average fair value on grant date (in dollars per share) Deferred Stock Units For Non-Employee Directors Distributed Weighted Average Fair Value On Grant Date The weighted-average grant date fair value of the deferred stock units for nonemployee directors dividends distributed during the period. Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Commitments and contingencies Commitments and Contingencies Stock-based Compensation Share-Based Payment Arrangement [Policy Text Block] Schedule of Reconciliation of Effective Tax Rate Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Termination Date Trading Arrangement Termination Date 2026 Lessee, Operating Lease, Liability, to be Paid, Year Two Bags and Wraps Bags and wraps Bags And Wraps [Member] Bags And Wraps [Member] 2025 Long-Term Debt, Maturity, Year One Water Filtration Water Filtration [Member] Water Filtration [Member] Debt Instrument [Axis] Debt Instrument [Axis] Net earnings attributable to Clorox Net Income (Loss) Attributable to Parent Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Schedule of Balance Sheet Classification and Fair Values of Derivative Instruments and Fair Values of Other Assets and Liabilities Fair Value, by Balance Sheet Grouping [Table Text Block] Fiscal years 2030 through 2034 Defined Benefit Plan, Expected Future Benefit Payment, after Year Five for Next Five Years Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Schedule of Target Allocation and Weighted Average Allocation of Plan Assets and Retirement Income Plans Assets Carried at Fair Value Schedule of Allocation of Plan Assets [Table Text Block] Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Entity File Number Entity File Number Schedule of Weighted Average Assumptions Used to Estimate the Actuarial Present Value of Benefit Obligations and Retirement Income and Retirement Health Care Costs Defined Benefit Plan, Assumptions [Table Text Block] Fair value of plan assets Defined Benefit Plan, Pension Plan with Projected Benefit Obligation in Excess of Plan Assets, Plan Assets Noncontrolling interests Noncontrolling Interest [Member] Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Capital losses Capital Loss Carryforward [Member] Not Subject to Expiration Not Subject to Expiration [Member] Foreign benefits not subject to expiration. Federal Current Federal Tax Expense (Benefit) Senior Long-Term Notes And Debentures; 3.50%, \$500 Due December 2024 Senior Long-Term Notes And Debentures; 3.50%, \$500 Due December 2024 [Member] Represents information pertaining to senior long term notes and debentures 3.50%, due December 2024. Deferred stock units for nonemployee directors outstanding weighted average fair value on grant date (in dollars per share) Deferred Stock Units For Non-Employee Directors Outstanding Weighted Average Fair Value On Grant Date The weighted-average grant date fair value of the deferred stock units for nonemployee directors outstanding as of the end of the period. Effect of exchange rate changes on cash, cash equivalents and restricted cash Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Health and Wellness Health And Wellness [Member] Health and Wellness [Member] Name Forgone Recovery, Individual Name Options vested Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Intrinsic Value Operating leases Operating Lease, Weighted Average Remaining Lease Term Transaction [Domain] Transaction [Domain] Loss Contingency, Nature [Domain] Loss Contingency, Nature [Domain] Property, Plant and Equipment and Finite-Lived Intangible Assets Property, Plant And Equipment And Finite-Lived Intangible Assets, Policy [Policy Text Block] Property, Plant And Equipment And Finite-Lived Intangible Assets, Policy [Policy Text Block] Other Other Noncash Income (Expense) Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Deferred tax liabilities Components of Deferred Tax Liabilities [Abstract] Schedule of Expected Benefit Payments Schedule of Expected Benefit Payments [Table Text Block] VMS goodwill impairment Effective Income Tax Rate Reconciliation, Nondeductible Expense, Impairment Losses, Percent Line of Credit Facility [Line Items] Line of Credit Facility [Line Items] Gross decreases - tax positions in prior periods Unrecognized Tax Benefits, Decrease Resulting from Prior Period Tax Positions Inventory Disclosure [Abstract] Inventory Disclosure [Abstract] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount Land improvements Land Improvements [Member] PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Impaired trademarks, remaining net carrying value Indefinite-Lived Intangible Assets, Remaining Carrying Value Indefinite-Lived Intangible Assets, Remaining Carrying Value Adjustment to Compensation: Adjustment to Compensation [Axis] Less: Net earnings attributable to noncontrolling interests Net Income (Loss) Attributable to Noncontrolling Interest Divestiture Goodwill, Written off Related to Sale of Business Unit Employee benefit obligations Employee Benefit Obligations The sum of the carrying amounts as of the balance sheet date of the portions of obligations to employees under pension, postretirement, and health benefit plans that are due beyond one year. 3.90%, \$500 due May 2028 Senior Long-Term Notes And Debentures; 3.90%, \$500 Due May 2028 [Member] Senior Long-Term Notes And Debentures; 3.90%, \$500 Due May 2028 [Member] Issuance of common stock for employee stock plans and other Issuance Of Common Stock For Employee Stock Plans And Other The cash inflow associated with the amount received from holders exercising their stock options. Also includes the net cash inflow (outflow) from other financing activities. Accumulated other comprehensive net (loss) income Accumulated Other Comprehensive Income (Loss), Net of Tax Restricted cash Restricted Cash and Cash Equivalents Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Basic (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Net Carryforwards Tax Credit Carryforward, Amount, Net Of Valuation Allowance Tax Credit Carryforward, Amount, Net Of Valuation Allowance Non-current inventories, net Inventory, Noncurrent Walmart Stores, Inc. Walmart Stores, Inc. [Member] Walmart Stores, Inc. and its affiliates [Member] Proceeds from sale of productive assets Proceeds from Sale of Productive Assets Total stockholders' equity Beginning balance Ending balance Equity, Including Portion Attributable to Noncontrolling Interest % Target Allocation Defined Benefit Plan, Plan Assets, Target Allocation, Percentage Name Awards Close in Time to MNPI Disclosures, Individual Name Construction in progress Construction in Progress [Member] Entity File Category Entity File Category Loss Contingencies [Line Items] Loss Contingencies [Line Items] International reporting unit International Reporting Unit [Member] International Reporting Unit Operating lease right-of-use assets and liabilities, net Operating Lease, Right-of-Use Asset And Liability, Net Operating Lease, Right-of-Use Asset And Liability, Net Unusual or Infrequent Item, or Both [Table] Unusual or Infrequent Item, or Both [Table] Statistical Measurement [Domain] Range [Domain] Statistical Measurement [Domain] Capital expenditures Segment, Expenditure, Addition to Long-Lived Assets Schedule of Components of Lease Cost, Supplemental Cash Flow Information and Noncash Activity Related to Leases and Weighted-Average Remaining Lease Term and Discount Rate Lease, Cost [Table Text Block] Deferred stock units for nonemployee directors outstanding (in shares) Deferred Stock Units For Non-Employee Directors, Outstanding The number of shares of deferred stock units for nonemployee directors outstanding as of the end of the period. Unrecognized tax benefits that would impact effective tax rate Unrecognized Tax Benefits that Would Impact Effective Tax Rate Working capital, net Disposal Group, Including Discontinued Operation, Working Capital, Net Disposal Group, Including Discontinued Operation, Working Capital, Net Other Other Obligations Other Obligations Segment Reporting Information [Line Items] Segment Reporting Information [Line Items] All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Award vesting period (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Carryforwards Tax Credit Carryforward, Amount Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Long-term debt Long-Term Debt [Member] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Derivative [Line Items] Derivative [Line Items] Income taxes paid, net of refunds Income Taxes Paid, Net Equity method investments Equity Method Investments Pay vs Performance Disclosure [Line Items] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Derivative [Table] Derivative [Table] Restructuring Liabilities Costs Associated with Exit or Disposal Activities or Restructurings, Policy [Policy Text Block] Deferred Deferred Income Tax Expense (Benefit), Continuing Operations [Abstract] Restructuring and Related Activities [Abstract] Interest crediting rate Defined Benefit Plan, Assumptions Used Calculating Benefit Obligation, Weighted-Average Interest Crediting Rate Other Performance Measure, Amount Other Performance Measure, Amount Rate of compensation increase Defined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Rate of Compensation Increase 2027 Finite-Lived Intangible Asset, Expected Amortization, Year Three Goodwill [Line Items] Goodwill [Line Items] LEASES Lessee, Operating Leases [Text Block] Common stock, shares outstanding (in shares) Beginning balance, common (in shares) Ending balance, common (in shares) Common Stock, Shares, Outstanding Documents Incorporated by Reference Documents Incorporated by Reference [Text Block] Gross decreases - current period tax positions Unrecognized Tax Benefits, Decrease Resulting from Current Period Tax Positions Operating lease cost Operating Lease, Cost Number of shares available for grant (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant Long-term operating lease liabilities Non-current lease liabilities Operating Lease, Liability, Noncurrent Benefits paid Defined Benefit Plan, Benefit Obligation, Benefits Paid Property, plant and equipment, net Disposal Group, Including Discontinued Operation, Property, Plant and Equipment Interest on lease liabilities Finance Lease, Interest Expense Service cost Defined Benefit Plan, Service Cost Entity Tax Identification Number Entity Tax Identification Number Other Miscellaneous Other Expense (Income) Represents the sum of miscellaneous other income and expense recognized by the entity in the period that is not otherwise specified. Schedule of Finite-Lived Intangible Assets [Table] Intangible Asset, Finite-Lived [Table] Number of production plants disposed of Disposal Group, Including Discontinued Operation, Number Of Assets Disposed Of Disposal Group, Including Discontinued Operation, Number Of Assets Disposed Of Schedule of Long-Term Debt Schedule of Long-Term Debt Instruments [Table Text Block] Gross increases - tax positions in prior periods Unrecognized Tax Benefits, Increase Resulting from Prior Period Tax Positions Treasury stock purchased (in shares) Treasury Stock, Shares, Acquired Retirement Plan Type [Axis] Retirement Plan Type [Axis] Foreign Deferred Foreign Income Tax Expense (Benefit) Interest-bearing investments, including money market funds Money Market Funds [Member] Selling and administrative expenses Selling and administrative expenses Selling and administrative expenses Selling, General and Administrative Expenses [Member] Rate of compensation increase Defined Benefit Plan, Assumptions Used Calculating Benefit Obligation, Rate of Compensation Increase Cash paid for amounts included in the measurement of lease liabilities: Cash Flow, Lessee [Abstract] Cash Flow, Lessee CYBERATTACK Unusual or Infrequent Items, or Both, Disclosure [Text Block] Treasury Stock Treasury Stock, Common [Member] Thereafter Finance Lease, Liability, to be Paid, after Year Five Equity Components [Axis] Equity Components [Axis] Total lease payments Finance Lease, Liability, to be Paid 2026 Unrecorded Unconditional Purchase Obligation, to be Paid, Year Two Proceeds from divestiture, net of cash divested Proceeds from Divestiture of Businesses, Net of Cash Divested Net actuarial loss (gain) Net actuarial loss (gain) as of beginning of year Net actuarial loss (gain) as of end of year Defined Benefit Plan, Accumulated Other Comprehensive Income (Loss), Gain (Loss), before Tax Bond funds Defined Benefit Plan, Bonds Funds [Member] Defined Benefit Plan, Bonds Funds [Member] 2027 Unrecorded Unconditional Purchase Obligation, to be Paid, Year Three Options outstanding Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Noncash financing activities: Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract] Geographical [Axis] Geographical [Axis] Schedule of Total Restructuring and Related Implementation Costs, Net Restructuring and Related Costs [Table Text Block] Net deferred tax assets Deferred Tax Assets, Net Interest income Interest income Investment Income, Interest and Dividend 2029 Lessee, Operating Lease, Liability, to be Paid, Year Five Operating and finance lease liabilities Deferred Tax Assets, Operating And Finance Lease Liabilities Deferred Tax Assets, Operating And Finance Lease Liabilities Supplier Finance Program, Obligation, Current, Statement of Financial Position [Extensible Enumeration]

Supplier Finance Program, Obligation, Current, Statement of Financial Position [Extensible Enumeration] Household Household [Member] Household [Member] Receivables, net Receivables, Net, Current 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] Segment adjusted earnings (losses) before interest and income taxes Segment Adjusted EBIT Segment Adjusted EBIT Stock conversion ratio Stock Conversion Ratio Stock Conversion Ratio Prior service benefit Defined Benefit Plan, Accumulated Other Comprehensive (Income) Loss, Prior Service Cost (Credit), before Tax Class of Warrant or Right [Line Items] Class of Warrant or Right [Line Items] Cash payments Payments for Restructuring Beginning of year End of year Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Compensation cost not yet recognized Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Foreign Current Foreign Tax Expense (Benefit) Current assets Assets, Current [Abstract] Consolidation Items [Axis] Consolidation Items [Axis] Indefinite-lived Intangible Assets, Major Class Name [Domain] Indefinite-Lived Intangible Assets, Major Class Name [Domain] Audit Information [Abstract] Audit Information Share-based Compensation [Abstract] Share-Based Payment Arrangement, Noncash Expense [Abstract] Treasury stock, at cost (in shares) Beginning balance, treasury (in shares) Ending balance, treasury (in shares) Treasury Stock, Common, Shares 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 Settlement of interest rate derivative contracts Settlement Of Interest Rate Derivative Contracts Cash inflows (outflows) related to the settlement of interest rate derivative contracts. Vested (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Goodwill [Roll Forward] Goodwill [Roll Forward] Preferred stock, shares outstanding (in shares) Preferred Stock, Shares Outstanding Fair Value Measurements, Recurring [Table] Fair Value Measurements, Recurring [Table] Disclosure about financial instruments measured at fair value on a recurring basis. Raw materials and packaging Inventory, Raw Materials and Supplies, Net of Reserves Loss on divestiture Disposal Group, Not Discontinued Operation, Gain (Loss) On Disposal, Operating Activities Disposal Group, Not Discontinued Operation, Gain (Loss) On Disposal, Operating Activities Security Exchange Name Security Exchange Name Percentage of ownership by venture partner Percentage of Ownership by Venture Partner The percentage of ownership interest by the venture partner. Exercised (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price State Current State and Local Tax Expense (Benefit) Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Research and development costs Research and Development Expense Finance leases Right-of-Use Asset Obtained in Exchange for Finance Lease Liability Number of Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding [Roll Forward] Total inventories, net Inventory, Current And Noncurrent, Net Inventory, Current And Noncurrent, Net Subsegments [Axis] Subsegments [Axis] Goodwill and Intangible Assets Disclosure [Abstract] Common stock, shares issued (in shares) Common Stock, Shares, Issued Retirement Plan Name [Domain] Retirement Plan Name [Domain] Concentration percentage Concentration Risk, Percentage Line of credit facility, borrowing capacity Total Line of Credit Facility, Maximum Borrowing Capacity Schedule of Purchase Obligations Unrecorded Unconditional Purchase Obligations Disclosure [Table Text Block] Computer equipment Computer equipment Computer Equipment [Member] Derivative liabilities Derivative Liability Venture Agreement terminal obligation, net Venture agreement terminal obligation, recognized Venture Agreement, Terminal Obligation, Net Venture Agreement, Terminal Obligation, Net Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Less: Accumulated depreciation and amortization Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Transfer to domestic defined contribution plan Defined Benefit Plan, Plan Assets, Increase (Decrease) for Assets Transferred to (from) Plan Common stock, shares authorized (in shares) Common Stock, Shares Authorized ABO Exceeds the Fair Value of Plan Assets Defined Benefit Plan, Plan with Accumulated Benefit Obligation in Excess of Plan Assets [Abstract] Class of Warrant or Right [Table] Class of Warrant or Right [Table] Other Defined Benefit Plan, Other [Member] Defined Benefit Plan, Other Other comprehensive (loss) income: Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent [Abstract] Restructuring costs Restructuring Costs Plan settlement Defined Benefit Plan, Plan Assets, Payment for Settlement Statement of Financial Position Location, Activity, Accrual [Axis] Statement of Financial Position Location, Activity, Accrual [Axis] Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Entity Voluntary Filers Entity Voluntary Filers Accounts Payable and Accrued Liabilities, Current [Abstract] Accounts Payable and Accrued Liabilities, Current [Abstract] Amortization of unrecognized items A A A Defined Benefit Plan, Amortization of Gain (Loss) Deferred income taxes Total deferred Deferred Income Tax Expense (Benefit) Gains (losses) reclassified from Accumulated other comprehensive net (loss) income and recognized in Net earnings Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), Reclassification, before Tax PROPERTY, PLANT AND EQUIPMENT, NET Property, Plant and Equipment Disclosure [Text Block] Discount rate Defined Benefit Plan, Assumptions Used Calculating Benefit Obligation, Discount Rate Settlement loss recognized Defined Benefit Plan, Net Periodic Benefit Cost (Credit), Gain (Loss) Due to Settlement Revenues from External Customers and Long-Lived Assets [Line Items] Revenues from External Customers and Long-Lived Assets [Line Items] Goodwill, trademark and other asset impairments Goodwill, trademark and other asset impairments Total Asset impairment charges VMS impairment Asset Impairment Charges Total Current maturities of long-term debt and Long-term debt, carrying value Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Fair value of assets as of beginning of year Fair value of plan assets as of end of year Total assets at fair value Defined Benefit Plan, Plan Assets, Amount Lease term Sale Leaseback Transaction, Lease Term Thereafter Long-Term Debt, Maturity, after Year Five Deferred stock units for nonemployee directors reinvested weighted average fair value on grant date (in dollars per share) Deferred Stock Units For Non-Employee Directors Reinvested Weighted Average Fair Value On Grant Date The weighted-average grant date fair value of the deferred stock units for nonemployee directors dividends reinvested during the period. Contract term (in years) Contract with Customer, Timing of Satisfaction of Performance Obligation and Payment Finance leases, remaining lease terms Lessee, Finance Lease, Remaining Lease Term Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Document Annual Report Document Annual Report 2027 Finance Lease, Liability, to be Paid, Year Three Weighted average interest rate on notes and loans payable Weighted Average Interest Rate On Notes And Loans Payable Reflects the calculation as of the balance sheet date of average interest rate incurred during the reporting period weighted by the amount of short-term debt outstanding by type or by instrument during that time. Vested (in shares) Vested (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Trust assets for nonqualified deferred compensation plans, carrying value Deferred Compensation Plan Assets Risk-free interest rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Net carrying amount Indefinite-Lived Intangible Assets (Excluding Goodwill) Amortization of intangible assets Amortization of Intangible Assets Foreign Non-US [Member] Liabilities Liabilities [Abstract] Accounting Policies [Abstract] Accounting Policies [Abstract] Fair value of Financial Instruments Fair Value Measurement, Policy [Policy Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Less: Imputed interest Lessee, Operating Lease, Liability, Undiscounted Excess Amount PEO Name PEO Name Weighted-average dividend yield Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Weighted Average Expected Dividend Rate Share based compensation arrangement by share based payment award fair value assumptions weighted average expected dividend. Asset impairments Asset Impairments [Member] Asset Impairments Award Type [Domain] Award Type [Domain] Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Non-current accrued benefit liability Liability, Defined Benefit Plan, Noncurrent Non-PEO NEO Non-PEO NEO [Member] Estimated useful life (in years) Finite-Lived Intangible Asset, Useful Life Trust assets for nonqualified deferred compensation plans, estimated fair value Investments, Fair Value Disclosure Additional Paid-in Capital Additional Paid-in Capital [Member] Non-current lease liabilities Finance Lease, Liability, Noncurrent Other assets Disposal Group, Including Discontinued Operation, Other Assets EMPLOYEE BENEFIT PLANS Retirement Benefits [Text Block] Domestic Defined Contribution Plan Domestic Defined Contribution Plan [Member] Domestic Defined Contribution Plan [Member] Recently Issued Accounting Standards New Accounting Pronouncements, Policy [Policy Text Block] FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS [Abstract] FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS [Abstract] Financial Instruments and Fair Value Measurements [Abstract] Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] 2028 Finance Lease, Liability, to be Paid, Year Four Accumulated amortization / Impairments Finite-Lived Intangible Assets, Accumulated Amortization Schedule of Weighted Average Number of Shares Outstanding Schedule of Weighted Average Number of Shares [Table Text Block] Name Measure Name Carryforwards Carryforwards, Gross Carryforwards, Gross Entity Interactive Data Current Entity Interactive Data Current Type of Restructuring [Domain] Type of Restructuring [Domain] Deferred tax assets Components of Deferred Tax Assets [Abstract] Thereafter Unrecorded Unconditional Purchase Obligation, to be Paid, after Year Five New Accounting Pronouncements or Change in Accounting Principle [Line Items] New Accounting Pronouncements or Change in Accounting Principle [Line Items] Employee-related costs Employee-Related Costs Employee Severance [Member] RESTRUCTURING AND RELATED COSTS Restructuring and Related Activities Disclosure [Text Block] Maximum duration, interest rate contracts (in years) Maximum Length of Time Hedged in Interest Rate Cash Flow Hedge Stock-based compensation Total compensation costs Share-Based Payment Arrangement, Noncash Expense Costs of products sold Cost Of Goods And Services Sold [Member] Cost Of Goods And Services Sold Total common collect trust measured at net asset value Fair Value Measured at Net Asset Value Per Share [Member] Total deferred tax assets Deferred Tax Assets, Net of Valuation Allowance Retirement Health Care Postretirement Health Coverage [Member] Loss (gain) during the year Defined Benefit Plan Gain (Loss) During The Year The accumulated change in the value of either the projected benefit obligation or the plans assets resulting from experience different from that assumed or from a change in an actuarial assumption that has not been recognized in net periodic benefit cost pursuant to FAS 87 and 106. Pension and postretirement benefit adjustments Accumulated Defined Benefit Plans Adjustment Attributable to Parent [Member] Annual fixed interest rate Debt Instrument, Interest Rate, Stated Percentage Corporate and Other Segment Reporting, Reconciling Item, Corporate Nonsegment [Member] Supplemental cash flow information: Supplemental Cash Flow Information [Abstract] Settlements Unrecognized Tax Benefits, Decrease Resulting from Settlements with Taxing Authorities Capitalized research and development Deferred Tax Asset, In-Process Research and Development Concentration Risk Benchmark [Domain] Concentration Risk Benchmark [Domain] Auditor Firm ID Auditor Firm ID Effective tax rate Effective Income Tax Rate Reconciliation, Percent Projected benefit obligation Defined Benefit Plan, Pension Plan with Projected Benefit Obligation in Excess of Plan Assets, Projected Benefit Obligation Number of reportable segments Number of Reportable Segments Total liabilities and stockholdersâ€™ equity Liabilities and Equity SUBSEQUENT EVENT Subsequent Events [Text Block] Dividends to Clorox stockholders Dividends Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] International equity funds Defined Benefit Plan, Equity Securities, Non-US [Member] 2026 Finance Lease, Liability, to be Paid, Year Two Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name [Domain] Net U.S. tax on foreign income Effective Income Tax Rate Reconciliation, Repatriation of Foreign Earnings, Percent Operating leases Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Underlying Security Market Price Change Underlying Security Market Price Change, Percent Expected return on plan assets Defined Benefit Plan, Expected Return (Loss) on Plan Assets Tax Credit Carryforward, Name [Domain] Tax Credit Carryforward, Name [Domain] Individual: Individual [Axis] Expiration Period [Domain] Expiration Period [Domain] Expiration Period [Domain] Buildings and leasehold improvements Building and Building Improvements [Member] Accumulated Other Comprehensive Net (Loss) Income Accumulated other comprehensive net (loss) income AOCI Attributable to Parent [Member] Expected life Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term Inventories, net Total current inventories, net Inventory, Net Product and Service [Axis] Product and Service [Axis] Property, Plant and Equipment [Line Items] Property, Plant and Equipment [Line Items] Statement [Line Items] Statement [Line Items] Notes and loans payable Notes and Loans Payable [Member] Notes and Loans Payable Amortization of trademarks and other intangible assets Amortization Of Trademarks And Other Intangible Assets Amortization of trademarks and other intangible assets. Option to extend agreement (in years) Venture Agreement, Option To Extend Agreement Term Period Venture Agreement, Option To Extend Agreement Term Period Amortization period of settlement payment (in years) Amortization period of settlement payment Amortization period of settlement payment. Deferred Tax Assets, Valuation Allowance [Roll Forward] Deferred Tax Assets, Valuation Allowance [Roll Forward] Deferred Tax Assets, Valuation Allowance Benefits paid Defined Benefit Plan, Plan Assets, Benefits Paid Other liabilities Disposal Group, Including Discontinued Operation, Other Liabilities Schedule of Estimated Useful Lives of Property, Plant and Equipment Schedule of Components of Property, Plant and Equipment, Net Property, Plant and Equipment [Table Text Block] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Other (income) expense, net Other Income (Expense), Net [Member] Other Income (Expense), Net Derivative Instruments Derivatives, Policy [Policy Text Block] Operating leases Operating Lease Assets And Liabilities Lessee [Abstract] Operating Lease Assets And Liabilities Lessee Minimum Minimum [Member] Adoption Date Trading Arrangement Adoption Date Related Party Transactions [Abstract] Related Party Transactions [Abstract] Schedule of Provision for Income Taxes Provision For Income Taxes On Continuing Operations By Tax Jurisdiction [Table Text Block] A schedule that reflects the provision for income taxes on continuing operations, by tax jurisdiction. Subject to Expiration Subject to Expiration [Member] Foreign benefits subject to expiration. Operating Segments and Corporate and Other Operating Segments And Corporate, Non-Segment [Member] Operating Segments And Corporate, Non-Segment Schedule of Retirement Income Plans with ABO or PBO in Excess of Plan Assets Defined Benefit Plan, Plan with Accumulated Benefit Obligation in Excess of Plan Assets [Table Text Block] Segments [Axis] Segments [Axis] Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Statutory federal tax rate Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent Sale-leaseback transaction, carrying value Sale Leaseback Transaction, Net Book Value Derivative Instrument [Axis] Derivative Instrument [Axis] Exercise Price Award Exercise Price Schedule of Components of Net Deferred Tax Assets (Liabilities) Schedule of Deferred Tax Assets and Liabilities [Table Text Block] Arrangement Duration Trading Arrangement Duration Schedule of Effects of Derivative Instruments Designated as Hedging Instruments on OCI Schedule of Cash Flow Hedges Included in Accumulated Other Comprehensive Income (Loss) [Table Text Block] Carryforwards Operating Loss Carryforwards Loss and tax credit carryforwards Deferred Tax Assets, Net Operating Loss And Tax Credit Carryforwards Amount before allocation of valuation allowances of deferred tax asset attributable to deductible operating loss carryforwards and foreign tax credit carryforwards. LEASES Lessee, Finance Leases [Text Block] GOODWILL, TRADEMARKS AND OTHER INTANGIBLE ASSETS Goodwill and Intangible Assets Disclosure [Text Block] Stockholdersâ€™ equity Equity, Attributable to Parent [Abstract] Remediation period (in years) Remediation period Estimated time frame of disbursements over which remediation efforts are estimated to occur for an individual site. Cleaning Cleaning products Cleaning [Member] Cleaning [Member] U.S. jurisdictions Domestic Tax Jurisdiction [Member] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] Expiration Period [Axis] Expiration Period [Axis] Expiration Period [Axis] Total finance lease liabilities Total lease liabilities Finance Lease, Liability 2028 Finite-Lived Intangible Asset, Expected Amortization, Year Four All Individuals All Individuals [Member] SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Basis of Presentation and Significant Accounting Policies [Text Block] Reporting Unit [Axis] Reporting Unit [Axis] Buildings Building [Member] Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Current maturities of long-term debt and Long-term debt, estimated fair value Debt Instrument, Fair Value Disclosure Translation and other adjustments Defined Benefit Plan, Plan Assets, Foreign Currency Translation Gain (Loss) Hosting arrangement term (in years) (up to) Hosting Arrangement, Service Contract, Term Hosting Arrangement, Service Contract, Term Retirement Income Other Postretirement Benefits Plan [Member] Total net carrying amount Intangible Assets, Net (Excluding Goodwill) Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Impairment tax benefit Impairment Of Intangible Assets (Excluding Goodwill), Income Tax Expense (Benefit) Impairment Of Intangible Assets (Excluding Goodwill), Income Tax Expense (Benefit) Percentage of LIFO inventory Percentage of LIFO Inventory 1.80%, \$500 due May 2030 Senior Long-Term Notes And Debentures: 1.80%, \$500 Due May 2030 [Member] Senior Long-Term Notes And Debentures: 1.80%, \$500 Due May 2030 Schedule of Net Actuarial Loss (Gain) Recorded in Accumulated Other Comprehensive Net (Loss) Income Schedule of Amounts Recognized in Other Comprehensive Income (Loss) [Table Text Block] Schedule of Borrowing Capacity Under Revolving Credit Agreements and Other Financing Arrangements Schedule of Line of Credit Facilities [Table Text Block] Loss on divestiture Effective Income Tax Rate Reconciliation, Disposition of Business, Percent Undistributed earnings of foreign subsidiaries Undistributed Earnings of Foreign Subsidiaries Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items] Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items] Change in plan assets: Defined Benefit Plan, Change in Fair Value of Plan Assets [Roll Forward] Current accrued benefit liability Liability,

Defined Benefit Plan, Current Lender Name [Axis] Lender Name [Axis] Valuation Allowances Tax Credit Carryforward, Valuation Allowance Schedule of Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Table] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Disposal Groups, Including Discontinued Operations [Table] Disposal Groups, Including Discontinued Operations [Table] Net assets divested Disposal Group, Including Discontinued Operation, Net Assets Disposal Group, Including Discontinued Operation, Net Assets Accounts payable and accrued liabilities Total Accounts Payable and Accrued Liabilities, Current Restructuring Cost and Reserve [Line Items] Restructuring Cost and Reserve [Line Items] Tax Credit Carryforward [Line Items] Tax Credit Carryforward [Line Items] Deferred income taxes Deferred Income Tax Liabilities, Net Risk-free interest rate, maximum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Maximum Expected volatility Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Schedule of Restricted Stock Awards Share-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block] Retirement Plan Sponsor Location [Axis] Retirement Plan Sponsor Location [Axis] Foreign tax rate differential Effective Income Tax Rate Reconciliation, Foreign Income Tax Rate Differential, Percent Pension and postretirement benefit adjustments, net of tax Other Comprehensive (Income) Loss, Defined Benefit Plan, after Reclassification Adjustment, after Tax Federal Deferred Federal Income Tax Expense (Benefit) FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS Financial Instruments And Fair Value Measurements [Text Block] Financial Instruments And Fair Value Measurements Lease renewal term Sale Leaseback Transaction, Lease Renewal Term Sale Leaseback Transaction, Lease Renewal Term Change in benefit obligations: Defined Benefit Plan, Change in Benefit Obligation [Roll Forward] Foreign and Other Credit Lines Foreign and Other Credit Lines [Member] Foreign and Other Credit Lines [Member] Measure: Measure [Axis] Venture agreement terminal obligation, fair value Venture Agreement. Terminal Obligation Venture Agreement. Terminal Obligation Schedule of Pre-Tax, Noncash Impairment Charges Schedule of Impaired Intangible Assets [Table Text Block] Gross increases - current period tax positions Unrecognized Tax Benefits, Increase Resulting from Current Period Tax Positions Preferred stock, shares authorized (in shares) Preferred Stock, Shares Authorized 2025 Defined Benefit Plan, Expected Future Benefit Payment, Year One Stock option awards granted (in shares) Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Net of Forfeitures Entity Emerging Growth Company Entity Emerging Growth Company Indefinite-lived Intangible Assets [Axis] Indefinite-Lived Intangible Assets [Axis] Total liabilities Liabilities, Fair Value Disclosure 2029 Long-Term Debt, Maturity, Year Five Weighted-average discount rate: Leases, Weighted Average Discount Rate [Abstract] Leases, Weighted Average Discount Rate Statement of Financial Position Location, Activity, Accrual [Domain] Statement of Financial Position Location, Activity, Accrual [Domain] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Amounts reclassified from Accumulated other comprehensive net (loss) income Reclassification from Accumulated Other Comprehensive Income, Current Period, before Tax Accumulated benefit obligation Defined Benefit Plan, Plan with Accumulated Benefit Obligation in Excess of Plan Assets, Accumulated Benefit Obligation Expected volatility, minimum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, Minimum Schedule of Accounts Payable and Accrued Liabilities Schedule of Accounts Payable and Accrued Liabilities [Table Text Block] Right-of-use assets Finance Lease, Right-of-Use Asset, after Accumulated Amortization Equity Components [Domain] Equity Component [Domain] Preferred stock, par value (in dollars per share) Preferred Stock, Par or Stated Value Per Share Accrued benefit cost, net Defined Benefit Plan, Amounts for Asset (Liability) Recognized in Statement of Financial Position Digital capabilities and productivity enhancements investment Digital Capabilities and Productivity Enhancements Expense Digital Capabilities and Productivity Enhancements Expense Cash, cash equivalents and restricted cash: Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents [Abstract] Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Angela Hilt [Member] Angela Hilt 2028 Defined Benefit Plan, Expected Future Benefit Payment, Year Four Schedule of Dividends Per Share Paid to Stockholders Dividends Declared [Table Text Block] Property, plant and equipment and intangible assets Deferred Tax Liabilities Property, Plant And Equipment And Intangible Assets The amount as of the balance sheet date of the estimated future tax effects attributable to the difference between the tax basis of capital assets and intangible assets and the basis of capital assets and intangible assets computed in accordance with generally accepted accounting principles. The difference in basis, attributable to different capitalization of costs, depreciation, or amortization methodologies, impairment charges, or other reasons will increase future taxable income when such basis difference is realized. Capital assets include but are not limited to assets such as land, real estate, leasehold improvements, machinery and equipment and furniture and fixtures. Supplier Finance Program [Table] Supplier Finance Program [Table] Statement [Table] Statement [Table] Counterparty Name [Axis] Counterparty Name [Axis] Revolving Credit Agreement, Matures March 2027 Revolving Credit Agreement, Matures March 2027 [Member] Revolving Credit Agreement, Matures March 2027 Consolidation Items [Domain] Consolidation Items [Domain] Jet Fuel Swaps Jet Fuel Swaps [Member] Jet Fuel Swaps [Member] Interest paid Interest Paid, Excluding Capitalized Interest, Operating Activities Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Axis] Total assets in the fair value hierarchy Fair Value, Inputs, Level 1 [Member] Foreign currency adjustments, net of tax Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax Compensation and benefit programs Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits Total current assets Assets, Current Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Senior Notes Senior Notes [Member] Insurance recoveries Unusual or Infrequent Item, or Both, Insurance Proceeds Options vested (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number 2027 Long-Term Debt, Maturity, Year Three Unusual or Infrequent Items, or Both [Abstract] Percentage ownership of equity investments, maximum Percentage Ownership Of Equity Investments, Maximum Maximum ownership percentage in equity investments. Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Employer contributions Defined Benefit Plan, Plan Assets, Contributions by Employer Trade and sales promotion costs Trade And Sales Promotion Carrying value as of the balance sheet date of obligations incurred through that date and payable for trade and sales promotion costs of the entity. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). Senior Long-Term Notes And Debentures; 3.05%, \$600 Due September 2022 Senior Long-Term Notes And Debentures; 3.05%, \$600 Due September 2022 [Member] Senior Long-term Notes and Debentures Instrument Due September 2022 [Member] Weighted average fair value per share (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value Senior Long-Term Notes And Debentures; 4.40%, \$500 Due May 2029 4.40%, \$500 Due May 2029 Senior Long-Term Notes And Debentures; 4.40%, \$500 Due May 2029 [Member] Senior Long-Term Notes And Debentures; 4.40%, \$500 Due May 2029 Accumulated Other Comprehensive Income (Loss) [Table] Accumulated Other Comprehensive Income (Loss) [Table] Total Minimum lease payments signed but not yet commenced Unrecorded Unconditional Purchase Obligation Entity Well-known Seasoned Issuer Entity Well-known Seasoned Issuer Other intangible assets with finite lives Other Intangible Assets [Member] Net Carryforwards Operating Loss Carryforwards, Net Of Valuation Allowance Operating Loss Carryforwards, Net Of Valuation Allowance Time deposits Bank Time Deposits [Member] INCOME TAXES Income Tax Disclosure [Text Block] 2028 Lessee, Operating Lease, Liability, to be Paid, Year Four Taxes Liability for Uncertainty in Income Taxes, Noncurrent Plan settlement Defined Benefit Plan, Benefit Obligation, Payment for Settlement Domestic Plan Domestic Plan [Member] Percentage of liability for aggregate remediation and associated costs, other than legal fees Percentage Of Liability For Aggregate Remediation And Associated Costs, Other Than Legal Fees The percentage of costs that the entity has agreed to under cost-sharing arrangements with other potentially responsible parties for an individual site. Summary of Operating Loss Carryforwards Summary of Operating Loss Carryforwards [Table Text Block] Operating leases Operating Lease, Weighted Average Discount Rate, Percent Notes and loans payable, net Proceeds from (Repayments of) Short-Term Debt Schedule of Major Components of Other (Income) Expense, Net Major Components Of Other (Income) Expense, Net [Table Text Block] Tabular disclosure for other income or other expense items (both operating and nonoperating). Sources of nonoperating income or nonoperating expense that may be disclosed, include amounts earned from dividends, interest on securities, profits (losses) on securities, net and miscellaneous other income or income deductions. Advertising and Research and Development Costs Advertising and Research and Development Costs [Policy Text Block] Disclosure of accounting policy for recognition of (1) advertising costs and (2) research and development costs. Net cash used for financing activities Net Cash Provided by (Used in) Financing Activities Accruals and reserves Deferred Tax Assets, Tax Deferred Expense, Reserves and Accruals Credit Facility [Axis] Credit Facility [Axis] Loss Contingency Nature [Axis] Loss Contingency Nature [Axis] Entity Registrant Name Entity Registrant Name International International [Member] International [Member] Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Depreciation and amortization Depreciation, Depletion and Amortization Unusual or Infrequent Item, or Both [Domain] Unusual or Infrequent Item, or Both [Domain] Gross profit Gross Profit State Deferred State and Local Income Tax Expense (Benefit) Fair Value as of Grant Date Award Grant Date Fair Value Customer Concentration Risk Customer Concentration Risk [Member] Pension benefit assets Assets for Plan Benefits, Defined Benefit Plan Senior Long-Term Notes And Debentures; 4.60%, \$600 Due May 2032 4.60%, \$600 Due May 2032 Senior Long-Term Notes And Debentures; 4.60%, \$600 Due May 2032 [Member] Senior Long-Term Notes And Debentures; 4.60%, \$600 Due May 2032 Fair Value, Inputs, Level 2 Fair Value, Inputs, Level 2 [Member] Geographical [Domain] Geographical [Domain] Property, Plant and Equipment Property, Plant and Equipment [Member] Schedule of Compensation Cost and Related Income Tax Benefit Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Schedule of Restructuring and Related Costs [Table] Restructuring Cost [Table] Cash dividends paid to noncontrolling interests Payments of Ordinary Dividends, Noncontrolling Interest Food Food products Food Products [Member] Food Products [Member] Restatement Determination Date: Restatement Determination Date [Axis] Deferred Stock Units for Nonemployee Directors Deferred Stock Units for Nonemployee Directors [Member] Deferred Stock Units for Nonemployee Directors [Member] Title of 12(b) Security Title of 12(b) Security Concentration Risk Type [Axis] Concentration Risk Type [Axis] Common stock: \$1.00 par value; 750,000,000 shares authorized; 130,741,461 shares issued as of JuneA 30, 2024 and 2023; and 124,201,807 and 123,820,022 shares outstanding as of JuneA 30, 2024 and 2023, respectively Common Stock, Value, Issued Restructuring, Incurred Cost, Statement of Income or Comprehensive Income [Extensible Enumeration] Restructuring Charges, Statement of Income or Comprehensive Income [Extensible Enumeration] Document Financial Statement Error Correction Flag Document Financial Statement Error Correction [Flag] Operating cash flows from finance leases Finance Lease, Interest Payment on Liability Amount recognized in the balance sheets consists of: Defined Benefit Plan, Amounts for Asset (Liability) Recognized in Statement of Financial Position [Abstract] Asset retirement obligations Asset Retirement Obligation Schedule of Recognition of Costs, Net of Insurance Recoveries Schedule of Unusual or Infrequent Items, or Both [Table Text Block] Finance Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Finance Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Weighted average interest rates on long-term debt, including the effect of interest rate swaps Debt Instrument, Interest Rate During Period other comprehensive (loss) income before reclassifications Other Comprehensive Income (Loss), before Reclassifications, before Tax State taxes (net of federal tax benefits) Effective Income Tax Rate Reconciliation, State and Local Income Taxes, Percent Other Deferred Tax Assets, Other Finite-Lived Intangible Assets [Line Items] Finite-Lived Intangible Assets [Line Items] Land and improvements Land and Land Improvements [Member] Indefinite-lived Intangible Assets [Line Items] Indefinite-Lived Intangible Assets [Line Items] Trademarks, net Impairment of Intangible Assets (Excluding Goodwill) Financing activities: Net Cash Provided by (Used in) Financing Activities [Abstract] Concentration Risk [Line Items] Concentration Risk [Line Items] 2029 Defined Benefit Plan, Expected Future Benefit Payment, Year Five Preferred stock: \$1.00 par value; 5,000,000 shares authorized; none issued or outstanding Preferred Stock, Value, Issued Cash and Cash Equivalents [Domain] Cash and Cash Equivalents [Domain] Long-term Debt, Fiscal Year Maturity [Abstract] Long-Term Debt, Fiscal Year Maturity [Abstract] Reporting Unit [Domain] Reporting Unit [Domain] Total deferred tax liabilities Deferred Tax Liabilities, Gross Basic net earnings per share (in dollars per share) Earnings Per Share, Basic Operating cash flows from operating leases, net Operating Lease, Payments Deferred stock units for nonemployee directors granted (in shares) Deferred Stock Units For Non-Employee Directors, Granted Deferred stock units for nonemployee directors granted. Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Expiration period (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period Other Liabilities Disclosure [Abstract] Other Liabilities Disclosure [Abstract] Trademarks Trademarks [Member] Tax Credit Carryforward [Table] Tax Credit Carryforward [Table] Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] % of Plan Asset Defined Benefit Plan, Plan Assets, Actual Allocation, Percentage Dividends Payable [Line Items] Dividends Payable [Line Items] Schedule of Goodwill [Table] Goodwill [Table] Total current liabilities Liabilities, Current OTHER LIABILITIES Other Liabilities Disclosure [Text Block] Weighted-average volatility Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Weighted Average Volatility Rate 2025 Finite-Lived Intangible Asset, Expected Amortization, Year One Schedule of Reconciliation of Gross Unrecognized Tax Benefits Summary of Income Tax Contingencies [Table Text Block] Line of credit facility, amount outstanding Long-Term Line of Credit SUPPLY CHAIN FINANCING PROGRAM Supplier Finance Program [Text Block] Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Redemption price and carrying amount of debt extinguished Gain (Loss) on Extinguishment of Debt, before Debt Issuance Cost Writetoff Net deferred income tax (assets) liabilities Defined Benefit Plan, Accumulated Other Comprehensive Income (Loss), Transition Asset (Obligation), before Tax Supplier Finance Program [Line Items] Supplier Finance Program [Line Items] Net increase/(decrease) for U.S. capital loss carryforwards Deferred Tax Assets, Valuation Allowance, Net Increase (Decrease) For U.S. Capital Loss Carryforwards Deferred Tax Assets, Valuation Allowance, Net Increase (Decrease) For U.S. Capital Loss Carryforwards Risk-free interest rate, minimum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Minimum Vested and deferred (in shares) Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Vested And Deferred The number of shares under a share-based award plan other than a stock option plan that were vested and deferred during the reporting period. Expected volatility, maximum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, Maximum Discount rate Defined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Discount Rate Repayments of short-term debt Repayments of Short-Term Debt Other employee stock plan activities Other Employee Stock Plan Activities, Amount Amount includes the value of stock granted during the period as a result of exercises of employee stock options or vesting of other share-based awards. Other (income) expense, net Total Other Expense (Income), Net The net amount of other income and expense, which does not qualify for separate disclosure on the income statement under materiality guidelines. STOCK-BASED COMPENSATION PLANS Share-Based Payment Arrangement [Text Block] Entity Address, City or Town Entity Address, City or Town Long-term debt borrowings, net of issuance costs paid Proceeds from Issuance of Long-Term Debt Natural Personal Care Natural Personal Care [Member] Natural Personal Care [Member] Leases Lessee, Leases [Policy Text Block] Weighted-average risk-free interest rate Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Weighted Average Risk Free Interest Rate Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Weighted Average Risk Free Interest Rate Schedule of Stock Option Activity Share-Based Payment Arrangement, Option, Activity [Table Text Block] Total intrinsic value of options exercised Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value Pension settlement charge Pension settlement charge Curtailment gain, before tax Pension settlement charge Defined Benefit Plan, Net Periodic Benefit Cost (Credit), Gain (Loss) Due to Settlement and Curtailment Net operating losses Deferred Tax Assets, Operating Loss Carryforwards, Components [Abstract] DIVESTITURE OF ARGENTINA BUSINESS Disposal Groups, Including Discontinued Operations, Disclosure [Text Block] Interest and penalties related to uncertain tax positions included in income tax expense, expense (net benefit) Unrecognized Tax Benefits, Income Tax Penalties and Interest Expense Forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Loss Contingencies [Table] Loss Contingencies [Table] Defined Benefit Plan, Weighted Average Assumptions Used in Calculating Benefit Obligation [Abstract] Defined Benefit Plan, Weighted Average Assumptions Used in Calculating Benefit Obligation [Abstract] Schedule of Changes in Carrying Amount of Trademarks and Other Intangible Assets Schedule of Finite-Lived Intangible Assets [Table Text Block] Property, Plant and Equipment, Net [Abstract] Property, Plant and Equipment, Net [Abstract] Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member] Foreign jurisdictions Foreign Tax Jurisdiction [Member] Lease right-of-use assets Deferred Tax Liabilities, Leasing Arrangements Finance leases Finance Lease, Liability, to be Paid, Fiscal Year Maturity [Abstract] Cash and Cash Equivalents [Axis] Cash and Cash Equivalents [Axis] Curtailment gain, after tax Defined Benefit Plan, Net Periodic Benefit Cost (Credit), Gain (Loss) Due To Settlement And Curtailment, Net Of Tax Defined Benefit Plan, Net Periodic Benefit Cost (Credit), Gain (Loss) Due To Settlement And Curtailment, Net Of Tax Net unrealized gains (losses) on derivatives, net of tax Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax Document Fiscal Year Focus Document Fiscal Year Focus Product Concentration Risk Product Concentration Risk [Member] Treasury

[illegible]

AUDIT INFORMATION	12 Months Ended Jun. 30, 2024
Audit Information [Abstract]	
Auditor Firm ID	42
Auditor Name	Ernst & Young LLP
Auditor Location	San Francisco, California

CONSOLIDATED STATEMENTS OF EARNINGS - USD (\$)	12 Months Ended
shares in Thousands, \$ in Millions	Jun. 30, 2024Jun. 30, 2023Jun. 30, 2022

Income Statement [Abstract]			
Net sales	\$ 7,093	\$ 7,389	\$ 7,107
Cost of products sold	4,045	4,481	4,562
Gross profit	3,048	2,908	2,545
Selling and administrative expenses	1,167	1,183	954
Advertising costs	832	734	709
Research and development costs	126	138	132
Loss on divestiture	240	0	0
Pension settlement charge	171	0	0
Goodwill, trademark and other asset impairments	0	445	0
Interest expense	90	90	106
Other (income) expense, net	24	80	37
Earnings (losses) before income taxes	398	238	607
Income taxes	106	77	136
Net earnings	292	161	471
Less: Net earnings attributable to noncontrolling interests	12	12	9
Net earnings attributable to Clorox	\$ 280	\$ 149	\$ 462
Net earnings per share attributable to Clorox			
Basic net earnings per share (in dollars per share)	\$ 2.26	\$ 1.21	\$ 3.75
Diluted net earnings per share (in dollars per share)	\$ 2.25	\$ 1.20	\$ 3.73
Weighted average shares outstanding (in thousands)			
Basic (in shares)	124,174	123,589	123,113
Diluted (in shares)	124,804	124,181	123,906

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME - USD (\$)	12 Months Ended
\$ in Millions	Jun. 30, 2024Jun. 30, 2023Jun. 30, 2022

Statement of Comprehensive Income [Abstract]			
Net earnings	\$ 292	\$ 161	\$ 471
Other comprehensive (loss) income:			
Foreign currency adjustments, net of tax	206	3	(45)
Net unrealized gains (losses) on derivatives, net of tax	(14)	(22)	100
Pension and postretirement benefit adjustments, net of tax	146	5	12
Total other comprehensive (loss) income, net of tax	338	(14)	67
Comprehensive income	630	147	538
Less: Total comprehensive income attributable to noncontrolling interests	12	12	9
Total comprehensive income attributable to Clorox	\$ 618	\$ 135	\$ 529

CONSOLIDATED BALANCE SHEETS - USD (\$)	Jun. 30, 2024	Jun. 30, 2023
\$ in Millions		
Current assets		
Cash and cash equivalents	\$ 202	\$ 367
Receivables, net	695	688
Inventories, net	637	696
Prepaid expenses and other current assets	88	77
Total current assets	1,622	1,828
Property, plant and equipment, net	1,315	1,345
Operating lease right-of-use assets	360	346
Goodwill	1,228	1,252
Trademarks, net	538	543
Other intangible assets, net	143	169
Other assets	545	462
Total assets	5,751	5,945
Current liabilities		
Notes and loans payable	4	50
Current operating lease liabilities	84	87
Accounts payable and accrued liabilities	1,486	1,659
Income taxes payable	0	121
Total current liabilities	1,574	1,917
Long-term debt	2,481	2,477
Long-term operating lease liabilities	334	310
Other liabilities	848	825
Deferred income taxes	22	28
Total liabilities	5,259	5,557
Commitments and contingencies		
Stockholders' equity		
Preferred stock: \$1.00 par value; 5,000,000 shares authorized; none issued or outstanding	0	0
Common stock: \$1.00 par value; 750,000,000 shares authorized; 130,741,461 shares issued as of June 30, 2024 and 2023; and 124,201,807 and 123,820,022 shares outstanding as of June 30, 2024 and 2023, respectively	131	131
Additional paid-in capital	1,288	1,245
Retained earnings	250	583
Treasury stock, at cost: 6,539,654 and 6,921,439 shares as of June 30, 2024 and 2023, respectively	(1,186)	(1,246)
Accumulated other comprehensive net (loss) income	(155)	(493)
Total Clorox stockholders' equity	328	220
Noncontrolling interests	164	168
Total stockholders' equity	492	388
Total liabilities and stockholders' equity	\$ 5,751	\$ 5,945

CONSOLIDATED BALANCE SHEETS (Parentetical) - \$ / shares	Jun. 30, 2024Jun. 30, 2023
Statement of Financial Position [Abstract]	

Preferred stock, par value (in dollars per share)	\$ 1.00	\$ 1.00
Preferred stock, shares authorized (in shares)	5,000,000	5,000,000
Preferred stock, shares issued (in shares)	0	0
Preferred stock, shares outstanding (in shares)	0	0
Common stock, par value (in dollars per share)	\$ 1.00	\$ 1.00
Common stock, shares authorized (in shares)	750,000,000	750,000,000
Common stock, shares issued (in shares)	130,741,461	130,741,461
Common stock, shares outstanding (in shares)	124,201,807	123,820,022
Treasury stock, at cost (in shares)	6,539,654	6,921,439

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CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY - USD (\$) \$ in Millions	Total	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Net (Loss) Income	Noncontrolling interests
Beginning balance at Jun. 30, 2021	\$ 592	\$ 131	\$ 1,186	\$ 1,036	\$ (1,396)	\$ (546)	\$ 181
Beginning balance, common (in shares) at Jun. 30, 2021		130,741,000					
Beginning balance, treasury (in shares) at Jun. 30, 2021					(7,961,000)		
Increase (Decrease) in Stockholders' Equity [Roll Forward]							
Net earnings	471			462			9
Other comprehensive (loss) income	67					67	
Dividends to Clorox stockholders	(430)			(430)			
Dividends to noncontrolling interests	(17)						(17)
Stock-based compensation	52		52				
Other employee stock plan activities	19		(36)	(20)	\$ 75		
Other employee stock plan activities (in shares)					524,000		
Treasury stock purchased	(25)				\$ (25)		
Treasury stock purchased (in shares)					(152,000)		
Ending balance at Jun. 30, 2022	729	\$ 131	1,202	1,048	\$ (1,346)	(479)	173
Ending balance, common (in shares) at Jun. 30, 2022		130,741,000					
Ending balance, treasury (in shares) at Jun. 30, 2022					(7,589,000)		
Increase (Decrease) in Stockholders' Equity [Roll Forward]							
Net earnings	161			149			12
Other comprehensive (loss) income	(14)					(14)	
Dividends to Clorox stockholders	(588)			(588)			
Dividends to noncontrolling interests	(17)						(17)
Stock-based compensation	73		73				
Other employee stock plan activities	44		(30)	(26)	\$ 100		
Other employee stock plan activities (in shares)					668,000		
Ending balance at Jun. 30, 2023	\$ 388	\$ 131	1,245	583	\$ (1,246)	(493)	168
Ending balance, common (in shares) at Jun. 30, 2023		123,820,022	130,741,000				
Ending balance, treasury (in shares) at Jun. 30, 2023	(6,921,439)				(6,921,000)		
Increase (Decrease) in Stockholders' Equity [Roll Forward]							
Net earnings	\$ 292			280			12
Other comprehensive (loss) income	338					338	
Dividends to Clorox stockholders	(600)			(600)			
Dividends to noncontrolling interests	(16)						(16)
Stock-based compensation	74		74				
Other employee stock plan activities	16		(31)	(13)	\$ 60		
Other employee stock plan activities (in shares)					381,000		
Ending balance at Jun. 30, 2024	\$ 492	\$ 131	\$ 1,288	\$ 250	\$ (1,186)	\$ (155)	\$ 164
Ending balance, common (in shares) at Jun. 30, 2024		124,201,807	130,741,000				
Ending balance, treasury (in shares) at Jun. 30, 2024	(6,539,654)				(6,540,000)		

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CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (Parenthetical) - \$ / shares	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Statement of Stockholders' Equity [Abstract]			
Dividends per share declared (in dollars per share)	\$ 4.80	\$ 4.72	\$ 3.48

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CONSOLIDATED STATEMENTS OF CASH FLOWS - USD (\$) \$ in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Operating activities:			
Net earnings		\$ 292	\$ 161
Net earnings			\$ 471
Adjustments to reconcile net earnings to net cash provided by operations:			
Depreciation and amortization		235	236
Stock-based compensation		74	73
Deferred income taxes		(100)	(149)
Loss on divestiture		238	0
Pension settlement charge		171	0
Goodwill, trademark and other asset impairments		0	445
Settlement of interest rate derivative contracts		0	0
Other		26	38
Changes in:			
Receivables, net		(34)	(13)
Inventories, net		55	58
Prepaid expenses and other current assets		25	(1)
Accounts payable and accrued liabilities		(140)	157
Operating lease right-of-use assets and liabilities, net		0	1
Income taxes payable/prepaid		(147)	152
Net cash provided by operations		695	1,158
Investing activities:			
Capital expenditures		(212)	(228)
Proceeds from divestiture, net of cash divested		17	0
Other		20	5

Net cash used for investing activities	(175)	(223)	(229)
Financing activities:			
Notes and loans payable, net	(45)	(188)	237
Long-term debt repayments	0	0	(1,405)
Long-term debt borrowings, net of issuance costs paid	0	0	1,085
Treasury stock purchased	0	0	(25)
Cash dividends paid to Clorox stockholders	(595)	(583)	(571)
Cash dividends paid to noncontrolling interests	(16)	(15)	(15)
Issuance of common stock for employee stock plans and other	1	33	5
Net cash used for financing activities	(655)	(753)	(689)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(26)	0	(6)
Net increase (decrease) in cash, cash equivalents and restricted cash	(161)	182	(138)
Cash, cash equivalents and restricted cash:			
Beginning of year	368	186	324
End of year	207	368	186
Supplemental cash flow information:			
Interest paid	102	99	89
Income taxes paid, net of refunds	347	73	100
Noncash financing activities:			
Cash dividends declared and accrued, but not paid	\$ 16	\$ 16	\$ 14

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SUMMARY OF
SIGNIFICANT
ACCOUNTING
POLICIES

12 Months Ended

Jun. 30, 2024

Accounting Policies
[Abstract]
SUMMARY OF
SIGNIFICANT
ACCOUNTING
POLICIES

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations and Basis of Presentation

The Company is principally engaged in the production, marketing and sale of consumer products through mass retailers, grocery outlets, warehouse clubs, dollar stores, home hardware centers, drug, pet and military stores, third-party and owned e-commerce channels, and distributors. The consolidated financial statements include the statements of the Company and its wholly owned and controlled subsidiaries. All significant intercompany transactions and accounts were eliminated in consolidation.

Use of Estimates

The preparation of these consolidated financial statements in conformity with generally accepted accounting principles in the United States of America (U.S. GAAP) requires management to reach opinions as to estimates and assumptions that affect reported amounts and related disclosures. Specific areas requiring the application of management's estimates and judgments include, among others, assumptions pertaining to accruals for consumer and trade promotion programs, future cash flows associated with impairment testing of goodwill and other long-lived assets, uncertain tax positions, tax valuation allowances, the valuation of the Venture Agreement terminal obligation, stock-based compensation, retirement income plans and legal, environmental and insurance matters. Actual results could materially differ from estimates and assumptions made.

Cash, Cash Equivalents and Restricted Cash

Cash equivalents consist of highly liquid interest-bearing accounts, time deposits held by financial institutions and money market funds with an initial maturity at purchase of 90 days or less. The fair value of cash and cash equivalents approximates the carrying amount.

The Company's cash position includes amounts held by foreign subsidiaries and, as a result, the repatriation of certain cash balances from some of the Company's foreign subsidiaries could result in additional withholding tax costs in certain foreign jurisdictions. However, these cash balances are generally available without legal restriction to fund local business operations. In addition, a portion of the Company's cash balance is held in U.S. dollars by foreign subsidiaries whose functional currency is their local currency. Such U.S. dollar balances are reported on the foreign subsidiaries' books in their functional currency, and the impact on such balances from foreign currency exchange rate differences is recorded in Other (income) expense, net.

As of June 30, 2024, 2023, 2022 and 2021, the Company had \$5, \$1, \$3 and \$5 of restricted cash, respectively, which was included in Prepaid expenses and other current assets and Other assets.

Inventories

The Company values its inventories using both the First-In, First-Out (FIFO) and the Last-In, First-Out (LIFO) methods. The FIFO inventory is stated at the lower of cost or net realizable value, which includes any costs to sell or dispose. In addition, appropriate consideration is given to obsolescence, excessive inventory levels, product deterioration and other factors in evaluating net realizable value. The LIFO inventory is stated at the lower of cost or market.

Property, Plant and Equipment and Finite-Lived Intangible Assets

Property, plant and equipment and finite-lived intangible assets are stated at cost. Depreciation and amortization expense are primarily calculated by the straight-line method using the estimated useful lives or lives determined by reference to the related lease contract in the case of leasehold improvements. The table below provides estimated useful lives of property, plant and equipment by asset classification.

	Estimated Useful Lives
Buildings and leasehold improvements	5 - 40 years
Land improvements	10 - 30 years
Machinery and equipment	3 - 15 years
Computer equipment	3 - 5 years
Capitalized software costs	3 - 7 years

Finite-lived intangible assets are amortized over their estimated useful lives, which range from 7 to 30 years.

Property, plant and equipment and finite-lived intangible assets are reviewed for impairment whenever events or changes in circumstances occur that indicate that the carrying amount of an asset (or asset group) may not be fully recoverable. The risk of impairment is initially assessed based on an estimate of the undiscounted cash flows at the lowest level for which identifiable cash flows exist. Impairment occurs when the carrying value of the asset (or asset group) exceeds the estimated future undiscounted cash flows generated by the asset (or asset group). When impairment is indicated, an impairment charge is recorded for the difference between the carrying value of the asset (or asset group) and its estimated fair market value. Depending on the asset, estimated fair market value may be determined either by use of a discounted cash flow model or by reference to estimated selling values of assets in similar condition.

Capitalization of Software Costs

The Company capitalizes certain qualifying costs incurred in the acquisition and development of software for internal use, including the costs of the software, materials, consultants, interest and payroll and payroll-related costs for employees during the application development stage. Internal and external costs incurred during the preliminary project stage and post implementation-operation stage, mainly training and maintenance costs, are expensed as incurred. Once the application is substantially complete and ready for its intended use, qualifying costs are amortized on a straight-line basis over the software's estimated useful life. Capitalized internal use software is included in Property, plant and equipment. Capitalized software as a service is included in Prepaid expenses and other current assets or Other assets and is amortized using the straight-line method over the term of the hosting arrangement which is typically no greater than 10 years.

Impairment Review of Goodwill and Indefinite-Lived Intangible Assets

The Company tests its goodwill, trademarks with indefinite lives and other indefinite-lived intangible assets annually for impairment in the fiscal fourth quarter unless there are indications during a different interim period that these assets may have become impaired.

With respect to goodwill, the Company has the option to first assess qualitative factors, such as the maturity and stability of the reporting unit, the magnitude of the excess fair value over carrying value from a previous period's impairment testing, other reporting unit specific operating results, microeconomic and macroeconomic factors, as well as new events and circumstances impacting the operations at the reporting unit level. The Company operates through strategic business units (SBUs) that are organized into the Company's operating segments. Reporting units for goodwill impairment testing purposes were identified as the Company's individual operating segments. If the result of a qualitative test indicates that it is more likely than not that a reporting unit is impaired, a quantitative test is performed. In the quantitative test, the Company compares the estimated fair value of the reporting unit to its carrying value. If the estimated fair value of any reporting unit is less than its carrying value, an impairment charge is recorded for the difference between the carrying value and the fair value of the reporting unit.

To determine the fair value of a reporting unit as part of its quantitative test, the Company uses the discounted cash flow (DCF) method under the income approach, as it believes that this approach is the most reliable indicator of the fair value of its businesses and the fair value of its future earnings and cash flows. Under this approach, which requires significant judgments, the Company estimates the future cash flows of each reporting unit and discounts these cash flows at a rate of return that reflects their relative risk. The cash flows used in the DCF method are consistent with those the Company uses in its internal planning, which gives consideration to actual business trends experienced, and the broader business strategy for the long term. The other key estimates and factors used in the DCF method include, but are not limited to, net sales and expense growth rates,

commodity prices, foreign exchange rates, inflation and a terminal growth rate. Changes in such estimates or the application of alternative assumptions could produce different results.

For trademarks and other intangible assets with indefinite lives, the Company has the option to first assess qualitative factors, such as the maturity and stability of the trademark or other intangible asset, the magnitude of the excess fair value over carrying value from a previous period's impairment testing, other specific operating results, as well as new events and circumstances impacting the significant inputs used to determine the fair value of the intangible asset. If the result of a qualitative test indicates that it is more likely than not that the asset is impaired, a quantitative test is performed. When a quantitative test is performed, the estimated fair value of an asset is compared to its carrying value. If the carrying value of such asset exceeds its estimated fair value, an impairment charge is recorded for the difference between the carrying value and the estimated fair value. The Company uses the DCF method under the relief from royalty income approach to estimate the fair value of its trademarks and other intangible assets with indefinite lives. This approach requires significant judgments in determining the royalty rates and the assets' estimated cash flows, as well as the appropriate discount and foreign exchange rates applied to those cash flows to determine fair value. Changes in such estimates or the use of alternative assumptions could produce different results.

Leases

The Company determines whether an arrangement contains a lease at inception by determining if the contract conveys the right to control the use of identified property, plant or equipment for a period of time in exchange for consideration and other facts and circumstances. Right-of-use (ROU) assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets are calculated based on the lease liability adjusted for any lease payments paid to the lessor at or before the commencement date and initial direct costs incurred by the Company and excludes any lease incentives received from the lessor. The Company reviews ROU assets for impairment consistent with the approach applied for its other long-lived assets. Lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. The lease term may include an option to extend or terminate the lease when it is reasonably certain that the Company will exercise that option as of the commencement date of the lease, and is reviewed in subsequent periods if a triggering event occurs. As the Company's leases typically do not contain a readily determinable implicit rate, the Company determines the present value of the lease liability using its incremental borrowing rate at the lease commencement date based on the lease term and the currency of the lease on a collateralized basis. Variable lease payments are the portion of lease payments that are not fixed over the lease term. Variable lease payments are expensed as incurred, and include certain non-lease components, such as maintenance and other services provided by the lessor, and other charges included in the lease, as applicable. The Company elected to combine lease and non-lease components as a single lease component and to exclude short-term leases, defined as leases with an initial term of 12 months or less, from its consolidated balance sheet.

Restructuring Liabilities

The Company incurs restructuring costs in connection with workforce reductions; consolidation or closure of a facility; sale or termination of a line of business; and other actions. Such costs include employee termination benefits (one-time arrangements and benefits attributable to prior service), termination of contractual obligations, noncash asset charges and other direct incremental costs.

The Company records employee termination liabilities once they are both probable and estimable for severance provided under the Company's existing severance policy. Employee termination liabilities outside of the Company's existing severance policy are recognized at the time relevant employees are notified, unless the employees will be retained to render service beyond a minimum retention period for transition purposes, in which case the liability is recognized ratably over the future service period. Other costs associated with a restructuring plan or exit or disposal activities, such as consulting and professional fees, facility exit costs, employee relocation, outplacement costs, accelerated depreciation or asset impairments associated with a restructuring plan, are recognized in the period in which the

liability is incurred or the asset is impaired.

Stock-based Compensation

The Company grants various nonqualified stock-based compensation awards to eligible employees, including stock options, restricted stock awards and performance shares.

For stock options, the Company estimates the fair value of each award on the date of grant using the Black-Scholes valuation model, which requires management to make estimates regarding expected option life, stock price volatility and other assumptions. Groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. The Company estimates stock option forfeitures based on historical data for each employee grouping. The total number of stock options expected to vest is adjusted by actual and estimated forfeitures. Changes to the actual and estimated forfeitures will result in a cumulative adjustment in the period of change. Compensation expense is recorded by amortizing the grant date fair values on a straight-line basis over the requisite service period, adjusted for estimated forfeitures.

For restricted stock awards, the fair value of each grant issued is estimated on the date of grant based on the current market price of the stock. Forfeitures are estimated based on historical data. The total number of restricted stock awards expected to vest is adjusted by actual and estimated forfeitures. Changes to the actual and estimated forfeitures will result in a cumulative adjustment in the period of change. Compensation expense is recorded by amortizing the grant date fair values on a straight-line basis over the requisite service period, adjusted for estimated forfeitures.

The Company's performance shares provide for the issuance of common stock to certain managerial staff and executive management if the Company achieves specified performance targets. The number of shares issued is dependent upon the achievement of specified performance targets. The performance period is three years and the payout determination is made at the end of the three-year performance period. Performance shares receive dividends earned during the vesting period upon vesting. The fair value of each grant issued is estimated on the date of grant based on the current market price of the stock. The total amount of compensation expense recognized reflects estimated forfeiture rates and management's assessment of the probability that performance goals will be achieved. A cumulative adjustment is recognized to compensation expense in the current period to reflect any changes in the probability of achievement of performance goals.

Cash flows resulting from tax deductions in excess of the cumulative compensation cost recognized for stock-based payment arrangements (excess tax benefits) are classified as operating cash inflows.

Employee Benefits

The Company accounts for its retirement income and retirement health care plans using actuarial methods. These methods use an attribution approach that generally spreads "plan events" over the service lives or expected lifetime (for frozen plans) of plan participants. Examples of plan events are plan amendments and changes in actuarial assumptions such as the expected return on plan assets, discount rate, rate of compensation increase and certain employee-related factors, such as retirement age and mortality. The principle underlying the attribution approach is that employees render service over their employment period on a relatively "smooth" basis and, therefore, the statements of earnings effects of retirement income and retirement health care plans are recognized in the same pattern. One of the principal assumptions used in the net periodic benefit cost calculation is the expected return on plan assets. The expected return on plan assets may result in recognized expense or income that differs from the actual returns of those plan assets in any given year. Over time, however, the goal is for the expected long-term returns to approximate the actual returns and, therefore, the expectation is that the pattern of income and expense recognition should closely match the pattern of the services provided by the participants. The Company uses a market-related value method for calculating plan assets for purposes of determining the amortization of actuarial gains and losses. The differences between actual and expected returns are recognized in the net periodic benefit cost calculation over the average remaining service period or expected lifetime (for frozen plans) of the plan participants using the corridor approach. Under this approach, only actuarial gains (losses) that exceed 5% of the greater of the projected benefit obligation or the market-related value of assets are amortized to the Company's net periodic benefit cost. In developing its expected return on plan assets, the Company considers the long-term actual returns relative to the mix of investments that comprise its plan assets and also develops estimates of future investment returns by considering external sources.

The Company recognizes an actuarial-based obligation at the onset of disability for certain benefits provided to individuals after employment, but before retirement, that includes medical, dental, vision, life and other benefits.

Environmental Costs

The Company is involved in certain environmental remediation and ongoing compliance activities. Accruals for environmental matters are recorded on a site-by-site basis when it is probable that a liability has been incurred and based upon a reasonable estimate of the liability. The Company's accruals reflect the anticipated participation of other potentially responsible parties in those instances where it is probable that such parties are legally responsible and financially capable of paying their respective shares of the relevant costs. These accruals are adjusted periodically as assessment and remediation efforts progress or as additional technical or legal information becomes available. Actual costs to be incurred at identified sites in future periods may vary from the estimates, given the inherent uncertainties in evaluating environmental conditions. The accrual for environmental matters is included in Accounts payable and accrued liabilities and Other liabilities in the Company's consolidated balance sheets on an undiscounted basis due to uncertainty regarding the timing of future payments.

Revenue Recognition

The Company's revenue is primarily generated from the sale of finished product to customers. Revenue is recognized at the point in time when performance obligations under the terms of customer contracts are satisfied, which is when ownership, risks and rewards transfer, and can be on the date of shipment or the date of receipt by the customer, depending upon the particular customer arrangement. Shipping and handling activities are accounted for as contract fulfillment costs and included within Cost of products sold. After the completion of the performance obligation, there is an unconditional right to consideration as outlined in the contract. A right is considered unconditional if nothing other than the passage of time is required before payment of that consideration is due. The Company typically collects its customer receivables within two months. All performance obligations under the terms of contracts with customers have an original duration of one year or less.

The Company has trade promotion programs, which primarily include shelf price reductions, in-store merchandising and consumer coupons. The costs of such activities, defined as variable consideration under Accounting Standards Codification 606, "Revenue from Contracts with Customers," are netted against sales and recorded when the related sales take place. Accruals for trade promotion programs are established based on the Company's best estimate of the amounts necessary to settle existing and future obligations for products sold as of the balance sheet date. Amounts accrued for trade promotions are based on various factors such as contractual terms and sales volumes, and also incorporate estimates that include customer participation rates, the rate at which customers will achieve program performance criteria, product availability and historical consumer redemption rates.

The Company provides an allowance for doubtful accounts based on its historical experience and ongoing assessment of its customers' credit risk and aging. Customer receivables are presented net of an allowance for doubtful accounts of \$5 and \$3 as of June 30, 2024 and 2023, respectively. Receivables, net, include non-customer receivables of \$39 and \$14 as of June 30, 2024 and 2023, respectively, and related allowance of \$3 as of both June 30, 2024 and 2023.

Cost of Products Sold

Cost of products sold represents the costs directly related to the manufacture and distribution of the Company's products and primarily includes raw materials, packaging, contract manufacturing fees, shipping and handling, warehousing, package design, depreciation, amortization, direct and indirect labor and operating costs for the Company's manufacturing and distribution facilities, including salary, benefit costs and incentive compensation, and royalties and other charges related to the Company's Glad Venture Agreement (See Note 11).

Costs associated with developing and designing new packaging, including design, artwork, films and labeling, are expensed as incurred and included within Cost of products sold.

Selling and Administrative Expenses

Selling and administrative expenses represent costs incurred by the Company in generating revenues and managing the business and include market research, commissions and certain administrative expenses. Administrative expenses include salary, benefits, incentive compensation, professional fees and services and other operating costs (such as software and licensing costs) associated with the Company's non-manufacturing, non-research and development operations.

Advertising and Research and Development Costs

The Company expenses advertising and research and development costs in the period incurred.

Income Taxes

The Company uses the asset and liability method to account for income taxes. Deferred tax assets and liabilities are recognized for the anticipated future tax consequences attributable to differences between financial statement amounts and their respective

tax basis. Management reviews the Company's deferred tax assets to determine whether their value can be realized based upon available evidence. A valuation allowance is established when management believes that it is more likely than not that some portion of its deferred tax assets will not be realized. Changes in valuation allowances from period to period are included in the Company's income tax provision in the period of change. In addition to valuation allowances, the Company provides for uncertain tax positions when such tax positions do not meet certain recognition thresholds or measurement standards. Amounts for uncertain tax positions are adjusted in quarters when new information becomes available or when positions are effectively settled.

Per U.S. GAAP, foreign withholding taxes are provided on unremitted foreign earnings that are not indefinitely reinvested at the time the earnings are generated. The Company regularly reviews and assesses whether there are any changes to its indefinite reinvestment assertion and determined that none of the undistributed earnings of its foreign subsidiaries are indefinitely reinvested. As a result, the Company is providing foreign withholding taxes on the undistributed earnings of all foreign subsidiaries where applicable.

The Company accounts for the tax on global intangible low-taxed income (GILTI) as a period cost.

Foreign Currency Transactions and Translation

Local currencies are the functional currencies for substantially all of the Company's foreign operations. When the transactional currency is different than the functional currency, transaction gains and losses are included as a component of Other (income) expense, net. In addition, certain assets and liabilities denominated in currencies other than a foreign subsidiary's functional currency are reported on the subsidiary's books in its functional currency, with the impact from exchange rate differences recorded in Other (income) expense, net. Assets and liabilities of foreign operations are translated into U.S. dollars using the exchange rates in effect at the balance sheet date, while income and expenses are translated at the respective average monthly exchange rates during the year.

Gains and losses on foreign currency translations are reported as a component of Other comprehensive (loss) income. The income tax effect of currency translation adjustments is recorded as a component of deferred taxes with an offset to Other comprehensive (loss) income where appropriate.

Effective July 1, 2018, under the requirements of U.S. GAAP, Argentina was designated as a highly inflationary economy, since it has experienced cumulative inflation of approximately 100 percent or more over a three-year period. As a result, beginning July 1, 2018, the U.S. dollar replaced the Argentine peso as the functional currency of the Company's subsidiaries in Argentina (collectively, "Clorox Argentina"). Consequently, gains and losses from non-U.S. dollar denominated monetary assets and liabilities for Clorox Argentina prior to divestment were recognized in Other (income) expense, net in the consolidated statements of earnings.

Derivative Instruments

The Company's use of derivative instruments, principally exchange-traded futures and options contracts, and over-the counter swaps and forward contracts, is limited to non-trading purposes and is designed to partially manage exposure to changes in commodity prices, foreign currencies and interest rates. The Company's contracts are hedges for transactions with notional amounts and periods consistent with the related exposures and do not constitute investments independent of these exposures.

The changes in the fair value (i.e., gains or losses) of a derivative instrument are recorded as either assets or liabilities in the consolidated balance sheets with an offset to Net earnings or Other comprehensive (loss) income depending on whether, for accounting purposes, it has been designated and qualifies as an accounting hedge and, if so, on the type of hedging relationship. The criteria used to determine if hedge accounting treatment is appropriate are: (a) formal designation and documentation of the hedging relationship, the risk management objective and hedging strategy at hedge inception; (b) eligibility of hedged items, transactions and corresponding hedging instrument; and (c) effectiveness of the hedging relationship both at inception of the hedge and on an ongoing basis in achieving the hedging objectives. For those derivative instruments designated and qualifying as hedging instruments, the Company must designate the hedging instrument either as a fair value hedge or as a cash flow hedge. The Company designates its commodity futures, options and swaps contracts for forecasted purchases of raw materials, foreign currency forward contracts for forecasted purchases of inventory and interest rate contracts for forecasted interest payments as cash flow hedges. During the fiscal years ended June 30, 2024, 2023 and 2022, the Company had no hedging instruments designated as fair value hedges.

For derivative instruments designated and qualifying as cash flow hedges, gains or losses are reported as a component of Other comprehensive (loss) income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. From time to time, the Company may have contracts not designated as hedges for accounting purposes, for which it recognizes changes in the fair value in the consolidated statements of earnings in the current period. Cash flows from hedging activities are classified as operating activities in the consolidated statements of cash flows.

Recently Issued Accounting Standards

Recently Issued Accounting Standards Not Yet Adopted

In December 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures." These amendments primarily require enhanced disclosures and disaggregation of income tax information by jurisdiction in the annual income tax reconciliation and quantitative and qualitative disclosures regarding income taxes paid. These amendments are to be applied prospectively, with the option to apply the standard retrospectively, for annual periods beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact that the adoption of this guidance will have on the Company's disclosures.

In November 2023, the FASB issued ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." These amendments primarily require enhanced disclosures about significant segment expenses regularly provided to the chief operating decision maker and included within each reported measure of segment profit or loss. The ASU also requires all annual disclosures currently required by Topic 280 to be included in interim periods. These amendments are to be applied retrospectively for all periods presented in the financial statements and are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the impact that the adoption of this guidance will have on the Company's disclosures.

Recently Adopted Accounting Standards

In September 2022, the FASB issued ASU No. 2022-04, "Liabilities - Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations." These amendments require disclosure of the key terms of outstanding supplier finance programs and a rollforward of the related obligations. These amendments are effective for fiscal years beginning after December 15, 2022, except for the amendment on rollforward information, which is effective for fiscal years beginning after December 15, 2023. The Company adopted the standard as of July 1, 2023. The adoption relates to disclosures only and does not have an impact on the consolidated financial statements, results of operations, or cash flows.

DIVESTITURE OF ARGENTINA BUSINESS

Discontinued Operations and Disposal Groups [Abstract]

DIVESTITURE OF ARGENTINA BUSINESS

DIVESTITURE OF ARGENTINA BUSINESS

On March 20, 2024, the Company completed the sale of its Argentina business, which consisted of two production plants in Argentina as well as the rights to the Company's brands in Argentina, Uruguay and Paraguay, to Apex Capital and an investment group. The transaction is in support of the Company's IGNITE strategy and the commitment to evolve the Company's portfolio to increase focus on its core business to drive more consistent, profitable growth.

The transaction was executed pursuant to a stock purchase agreement, which covered all the outstanding stock of the Clorox Argentina S.A. and Clorox Uruguay S.A. As a result of the transaction, the Company recorded a pre-tax loss of \$240 during the third quarter of fiscal year 2024, primarily due to the one-time noncash impact of the release of the cumulative translation adjustment losses of \$223 related to these entities that had previously been recorded in Accumulated other comprehensive net (loss) income.

The major classes of assets and liabilities of the Argentina business divested as of March 20, 2024 were as follows:

Divestiture		
Working capital, net	\$	31
Property, plant and equipment, net		18
Goodwill ⁽¹⁾		16
Other assets		3
Other liabilities		(3)
Net assets divested	\$	65

⁽¹⁾ Goodwill corresponding to the International reportable segment.

The following table presents net sales of the Argentina business, which includes the financial results up to March 20, 2024, the date of sale, for fiscal years ended:

	2024	2023
Net sales	\$ 123	\$ 172

The divestiture of the Company's Argentina business does not meet the criteria to be reported as discontinued operations in the consolidated financial statements as the Company's decision to divest this business did not represent a strategic shift that will have a major effect on the Company's operations and financial results.

CYBERATTACK

12 Months Ended Jun. 30, 2024

Unusual or Infrequent Items, or Both [Abstract] CYBERATTACK

CYBERATTACK

On Monday, August 14, 2023, the Company disclosed it had identified unauthorized activity on some of its Information Technology (IT) systems. That activity began on Friday, August 11, 2023 and after becoming aware of it that evening, the Company immediately began taking steps to stop and remediate the activity. The Company also took certain systems offline and engaged third-party cybersecurity experts to support its investigation and recovery efforts. The Company implemented its business continuity plans, including manual ordering and processing procedures at a reduced rate of operations in order to continue servicing its customers. However, the incident resulted in wide-scale disruptions to the Company's business operations throughout the remainder of the quarter ended September 30, 2023.

The impacts of these system disruptions included order processing delays and significant product outages, resulting in a negative impact on net sales and earnings. The Company has since transitioned back to automated order processing. The Company experienced lessening operational impacts in the second quarter and has since returned to normalized operations.

The Company incurred incremental costs, net of insurance recoveries, of approximately \$29 in fiscal year 2024 as a result of the cyberattack. The Company recognized insurance recoveries of \$30 in the fourth quarter of fiscal year 2024. The following table summarizes the recognition of costs, net of insurance recoveries, as reflected in the consolidated statements of earnings and comprehensive income for the fiscal year ended June 30:

	2024
Costs of products sold	\$ 17
Selling and administrative expenses	12
Total	\$ 29

The costs incurred relate primarily to third-party consulting services, including IT recovery and forensic experts and other professional services incurred to investigate and remediate the attack, as well as incremental operating costs incurred from the resulting disruption to the Company's business operations. The Company does not expect to incur significant costs related to the cyberattack in future periods. The timing of recognizing further insurance recoveries may differ from the timing of recognizing the associated expenses.

SUPPLY CHAIN FINANCING PROGRAM

12 Months Ended Jun. 30, 2024

Payables and Accruals [Abstract] SUPPLY CHAIN FINANCING PROGRAM

SUPPLY CHAIN FINANCING PROGRAM

The Company has arranged for a global financial institution to offer a voluntary supply chain finance (SCF) program for the benefit of the Company's suppliers. The Company's current payment terms do not exceed 120 days in keeping with industry standards. The SCF program enables suppliers to directly contract with the financial institution to receive payment from the financial institution prior to the payment terms between the Company and the supplier by selling the Company's payables to the financial institution. Participation in the program is at the sole discretion of the supplier and the Company has no economic interest in a supplier's decision to enter into the agreement and has no direct financial relationship with the financial institution, as it relates to the SCF program. Once a supplier elects to participate in the SCF program and reaches an agreement with the financial institution, the supplier elects which individual Company invoices to sell to the financial institution. The terms of the Company's payment obligations are not impacted by a supplier's participation in the program and as such, the SCF program has no direct impact on the Company's balance sheets, cash flows or liquidity. The Company has not pledged any assets as security or provided guarantees under the SCF program.

All outstanding amounts related to suppliers participating in the SCF program are recorded within Accounts payable and accrued liabilities in the consolidated balance sheets and the associated June 30, 2024 and 2023, the amount due to suppliers participating in the SCF program and included in Accounts payable and accrued liabilities was \$205 and \$220, respectively.

RESTRUCTURING AND RELATED COSTS

12 Months Ended Jun. 30, 2024

Restructuring and Related Activities [Abstract] RESTRUCTURING AND RELATED COSTS

RESTRUCTURING AND RELATED COSTS

Beginning in the first quarter of fiscal year 2023, the Company recognized costs related to a plan that involves streamlining its operating model to meet its objectives of driving growth and productivity. The streamlined operating model is expected to enhance the Company's ability to respond more quickly to changing consumer behaviors and innovate faster. The implementation of this new model was completed in fiscal year 2024.

The Company incurred \$32 and \$60 of costs in fiscal year 2024 and 2023, respectively. Costs incurred are expected to be settled primarily in cash.

The total restructuring and related implementation costs, net associated with the Company's streamlined operating model plan as reflected in the consolidated statements of earnings and comprehensive income for the fiscal years ended June 30 were:

	2024	2023
Costs of products sold	\$ —	\$ (3)
Selling and administrative expenses	16	12
Research and development	—	(1)
Other (income) expense, net:		
Employee-related costs	10	52
Asset impairments	6	—
Total Other (income) expense, net:	16	52
Total, net	\$ 32	\$ 60

Employee-related costs primarily include severance and other termination benefits calculated based on salary levels, prior service and statutory requirements. Other costs primarily include consulting fees incurred for the organizational design and implementation of the streamlined operating model, related processes and other professional fees incurred.

The Company may, from time to time, decide to pursue additional restructuring-related initiatives that involve costs in future periods.

The following table reconciles the accrual for the streamlined operating model restructuring and related implementation costs discussed above, which are recorded within Accounts payable and accrued liabilities in the consolidated balance sheets as follows for the fiscal years ended June 30:

	Employee-Related Costs	Other	Total
Accrual Balance as of June 30, 2023	\$ 23	\$ 5	\$ 28
Charges	10	19	29
Cash payments	(25)	(13)	(38)
Accrual Balance as of June 30, 2024	\$ 8	\$ 11	\$ 19

INVENTORIES, NET

[Inventory Disclosure \[Abstract\]](#)
[INVENTORIES, NET](#)

INVENTORIES, NET

Inventories, net consisted of the following as of June 30:

	2024		2023	
Finished goods	\$	556	\$	595
Raw materials and packaging		172		182
Work in process		9		8
LIFO allowances		(98)		(87)
Total inventories, net		639		698
Non-current inventories, net ⁽¹⁾		2		2
Total current inventories, net	\$	637	\$	696

⁽¹⁾ Non-current inventories, net is recorded in Other assets.

The LIFO method was used to value approximately 36% of inventories as of June 30, 2024 and 2023, respectively. The carrying values for all other inventories are determined on the FIFO method. The effect on earnings of the liquidation of LIFO layers was insignificant for each of the fiscal years ended June 30, 2024, 2023 and 2022.

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PROPERTY, PLANT
AND EQUIPMENT,
NET

[Property, Plant and Equipment, Net \[Abstract\]](#)

[PROPERTY, PLANT AND EQUIPMENT, NET](#)

12 Months Ended

Jun. 30, 2024

PROPERTY, PLANT AND EQUIPMENT, NET

The components of property, plant and equipment, net, consisted of the following as of June 30:

	2024		2023	
Land and improvements	\$	174	\$	168
Buildings		816		810
Machinery and equipment		2,398		2,355
Capitalized software costs		413		400
Computer equipment		137		131
Construction in progress		198		186
Total		4,136		4,050
Less: Accumulated depreciation and amortization		(2,821)		(2,705)
Property, plant and equipment, net	\$	1,315	\$	1,345

Depreciation and amortization expense related to property, plant and equipment, net, was \$206, \$206 and \$193 in fiscal years 2024, 2023 and 2022, respectively, of which \$10, \$10 and \$8 were related to amortization of capitalized software, respectively.

Noncash capital expenditures were \$5, \$9 and \$6 for fiscal years, 2024, 2023 and 2022, respectively. There were no significant asset retirement obligations recorded and included in Buildings above for both fiscal years 2024 and 2023.

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GOODWILL,
TRADEMARKS AND
OTHER INTANGIBLE
ASSETS

[Goodwill and Intangible Assets Disclosure \[Abstract\]](#)

[GOODWILL, TRADEMARKS AND OTHER INTANGIBLE ASSETS](#)

12 Months Ended

Jun. 30, 2024

GOODWILL, TRADEMARKS AND OTHER INTANGIBLE ASSETS

The changes in the carrying amount of goodwill by reportable segment and Corporate and Other for the fiscal years ended June 30, 2024 and 2023 were as follows:

	Goodwill										
	Health and Wellness		Household		Lifestyle		International		Corporate and Other		Total
Balance as of June 30, 2022	\$	323	\$	85	\$	244	\$	600	\$	306	\$ 1,558
Goodwill impairment		—		—		—		—		(306)	(306)
Balance as of June 30, 2023	\$	323	\$	85	\$	244	\$	600	\$	—	\$ 1,252
Divestiture ⁽²⁾		—		—		—		(16)		—	(16)
Effect of foreign currency translation		—		—		—		(8)		—	(8)
Balance as of June 30, 2024	\$	323	\$	85	\$	244	\$	576	\$	—	\$ 1,228

⁽¹⁾ Reflects goodwill related to the Better Health VMS reporting unit, which was previously included within the Health and Wellness reportable segment prior to the segment changes effective in the fourth quarter of fiscal year 2023.

⁽²⁾ Reflects goodwill related to the divestiture of the Argentina business. See Note 2 for additional information.

The changes in the carrying amount of trademarks and other intangible assets for the fiscal years ended June 30, 2024 and 2023 were as follows:

	As of June 30, 2024			As of June 30, 2023		
	Gross carrying amount	Accumulated amortization / impairments	Net carrying amount	Gross carrying amount	Accumulated amortization / impairments	Net carrying amount
Trademarks with indefinite lives ⁽¹⁾	\$	493	\$	—	\$	493
Trademarks with finite lives ⁽¹⁾		83		38		45
Other intangible assets with finite lives		578		435		143
Total	\$	1,154	\$	473	\$	681

⁽¹⁾ As of June 30, 2023 reflects changes to the useful lives of certain Better Health VMS and International indefinite-lived trademarks to finite-lived effective April 1, 2023.

Amortization expense relating to the Company's intangible assets was \$29, \$30 and \$31 for the years ended June 30, 2024, 2023 and 2022, respectively. Estimated amortization expense for these intangible assets is \$28, \$28, \$29, \$28 and \$11 for fiscal years 2025, 2026, 2027, 2028 and 2029, respectively.

Fiscal Year 2023 Impairments

During the third quarter of fiscal year 2023, management made a decision to narrow the focus on core brands and streamline investment levels in the Better Health VMS business. As a result, revisions were made to the internal financial projections and operational plans of the Better Health VMS business reflecting the Company's current estimates regarding the future financial performance of these operations and macroeconomic factors. The revised estimated future cash flows reflected lower sales growth expectations and lower investment levels. These revisions were considered a triggering event requiring interim impairment assessments to be performed as part of the preparation of the quarterly financial statements on the global indefinite-lived trademarks, other long-term assets and the Better Health VMS reporting unit.

Based on the outcome of these assessments, the following pre-tax, noncash impairment charges were recorded during fiscal year 2023:

	Impairment Charges				
	Better Health VMS reporting unit		International reporting unit		Total
Goodwill	\$	306	\$	—	306
Trademarks, net		127		12	139
Total	\$	433	\$	12	445

In connection with recognizing these impairment charges, the Company recognized tax benefits related to the impairments of \$83 due to the partial tax deductibility of these charges.

To determine the estimated fair values of the global indefinite-lived trademarks related to the Better Health VMS business, the Company used the DCF method under the relief from royalty income approach. This approach requires significant judgments in determining the royalty rates and the assets' estimated cash flows as well as the appropriate discount rates applied to those cash flows to determine fair value. As a result of the interim impairment test, the Company concluded that the carrying value of the global indefinite-lived trademarks exceeded their estimated fair value, and recorded impairment charges of \$139. In addition, the useful lives of the impaired trademarks, with a remaining net carrying value of \$28 as of March 31, 2023, were changed from indefinite to finite beginning on April 1, 2023, which reflects the remaining expected useful lives of the trademarks based on the most recent financial and operational plans. The weighted-average estimated useful life of these trademarks is 20 years.

After adjusting the carrying values of the global indefinite-lived trademarks and concluding that the carrying amounts of the other long-lived assets were recoverable, the Company completed a quantitative impairment test for goodwill and recorded a goodwill impairment charge of \$306 in the Better Health VMS reporting unit. To determine the fair value of the Better Health VMS reporting unit, the Company used a DCF method under the income approach. In accordance with this approach, the Company estimated the future cash flows of the Better Health VMS reporting unit and discounted these cash flows at a rate of return that reflects its relative risk. The other key estimates and factors used in the DCF method include, but are not limited to, net sales and expense growth rates and a terminal growth rate. The decrease in projected cash flows due to the revisions adversely impacted key assumptions used in determining the fair value of the Better Health VMS reporting unit and assets contained therein, primarily projected net sales. There is no remaining goodwill associated with the impaired reporting unit.

No other significant impairments were identified as a result of the Company's impairment reviews during fiscal years 2024, 2023 and 2022.

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ACCOUNTS PAYABLE
AND ACCRUED
LIABILITIES

[Accounts Payable and Accrued Liabilities, Current \[Abstract\]](#)
[ACCOUNTS PAYABLE AND ACCRUED LIABILITIES](#)

12 Months Ended

Jun. 30, 2024

ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities consisted of the following as of June 30:

	2024		2023	
Accounts payable	\$	950	\$	1,021
Compensation and employee benefit costs		190		262
Trade and sales promotion costs		156		157
Dividends		25		23
Other		165		196
Total	\$	1,486	\$	1,659

DEBT

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

[DEBT](#)

DEBT

Short-term borrowings

Notes and loans payable are borrowings that mature in less than one year, primarily consisting of U.S. commercial paper issued by the Company and borrowings under the Company's revolving credit agreements. Notes and loans payable were \$4 and \$50 as of June 30, 2024 and 2023, respectively.

The weighted average interest rates incurred on average outstanding notes and loans payable during the fiscal years ended June 30, 2024, 2023 and 2022, including fees associated with the Company's revolving credit agreements, were 4.77%, 3.48% and 0.54% respectively.

Long-term borrowings

Long-term debt, carried at face value net of unamortized discounts, premiums and debt issuance costs, included the following as of June 30:

	2024	2023
Senior unsecured notes and debentures:		
3.10%, \$400 due October 2027	\$ 399	\$ 398
3.90%, \$500 due May 2028	498	497
4.40%, \$500 due May 2029	495	495
1.80%, \$500 due May 2030	495	494
4.60%, \$600 due May 2032	594	593
Total	2,481	2,477
Less: Current maturities of long-term debt	—	—
Long-term debt	\$ 2,481	\$ 2,477

In May 2022, the Company issued \$1,100 in senior notes, which included \$500 of senior notes with an annual fixed interest rate of 4.40%, payable semi-annually in May and November, final maturity in May 2029 that carry an effective rate of 3.89% (May 2029 senior notes), which includes the impact from the settlement of interest rate contracts in May 2022, and \$600 of senior notes with an annual fixed rate of 4.60%, payable semi-annually in May and November, final maturity in May 2032 that carry an effective rate of 3.25% (May 2032 senior notes), which includes the impact from the settlement of interest rate contracts in May 2022. The notes rank equally with all of the Company's existing senior indebtedness. Proceeds from the senior notes were used to redeem prior to maturity \$600 of senior notes with an annual fixed interest rate of 3.05% due in September 2022 and \$500 of senior notes with an annual fixed interest rate of 3.50% due in December 2024, which were redeemed in June 2022 prior to their maturities, and for general corporate purposes. In connection with the redemption prior to maturity of the \$500 of senior notes due in December 2024, the Company recorded a loss on the early extinguishment of debt of \$13, which is included in Interest expense in the Consolidated Statements of Earnings, representing the difference paid in cash between the redemption price and the carrying amount of the debt extinguished of \$5 and the accelerated amortization of losses on settlement of interest rate contracts and issuance costs associated with the debt extinguished of \$8.

In November 2021, \$300 of the Company's senior notes with annual fixed interest rate of 3.80% became due and were repaid using commercial paper borrowings.

The weighted average interest rates incurred on average outstanding long-term debt during the fiscal years ended June 30, 2024, 2023 and 2022, were 3.25%, 3.25% and 3.25%, respectively. The weighted average effective interest rates on long-term debt balances as of both June 30, 2024 and 2023 were 3.25% and 3.25%, respectively.

Long-term debt maturities as of June 30, 2024, were \$0 in fiscal years 2025 through 2027, \$900 in fiscal year 2028, \$500 in fiscal year 2029 and \$1,100 thereafter.

Credit arrangements

As of June 30, 2023, the Company maintained a \$1,200 revolving credit agreement (the Credit Agreement) that matures in March 2027. There were no borrowings under the Credit Agreement as of June 30, 2024 and June 30, 2023, respectively, and the Company believes that borrowings under the Credit Agreement will continue to be available for general corporate purposes. The Credit Agreement includes certain restrictive covenants and limitations consistent with the previous agreement, with which the Company was in compliance as of June 30, 2024 and June 30, 2023.

The Company's borrowing capacity under the revolving credit agreements and other financing arrangements as of June 30 was as follows:

	2024	2023
Revolving credit facility	\$ 1,200	\$ 1,200
Foreign and other credit lines	34	35
Total	\$ 1,234	\$ 1,235

Of the \$34 of foreign and other credit lines as of June 30, 2024, \$9 was outstanding and the remainder of \$25 was available for borrowing. Of the \$35 of foreign and other credit lines as of June 30, 2023, \$5 was outstanding and the remainder of \$30 was available for borrowing.

OTHER LIABILITIES

[Other Liabilities Disclosure \[Abstract\]](#)

[OTHER LIABILITIES](#)

OTHER LIABILITIES

Other liabilities consisted of the following as of June 30:

	2024	2023
Venture Agreement terminal obligation, net	\$ 510	\$ 495
Employee benefit obligations	263	259
Taxes	25	19
Environmental liabilities	24	24
Other	26	28
Total	\$ 848	\$ 825

Venture Agreement

The Company has an agreement with The Procter & Gamble Company (P&G) for the Company's Glad bags and wraps business. In connection with this agreement, P&G provides research and development (R&D) support to the Glad business. As of June 30, 2024 and 2023, P&G had a 20% interest in the venture. The Company pays a royalty to P&G for its interest in the profits, losses and cash flows, as contractually defined, of the Glad business, which is included in Cost of products sold. In December 2017, the Company and P&G extended the term of the agreement and the related R&D support provided by P&G. The term will expire in January 2026, unless the parties agree, on or prior to January 31, 2025, to further extend the term of the agreement for another seven years or agree to take some other relevant action. The agreement can be terminated under certain circumstances, including at P&G's option upon a change in control of the Company or, at either party's option, upon the sale of the Glad business by the Company.

Upon termination of the agreement, the Company is required to purchase P&G's 20% interest for cash at fair value as established by predetermined valuation procedures. As of June 30, 2024, the estimated fair value of P&G's interest in the venture was \$531, of which \$510 has been recognized and is reflected in Other liabilities as noted in the table above. The estimated fair value of P&G's interest in the venture was \$527 as of June 30, 2023. The difference between the estimated fair value and the amount recognized, and any future changes in the fair value of P&G's interest, is charged to Cost of products sold in accordance with the effective interest method over the remaining life of the agreement. Following termination, the Glad business will retain the exclusive core intellectual property licenses contributed by P&G on a royalty-free basis for the licensed products marketed.

FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS

[FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS \[Abstract\]](#)

[FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS](#)

FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS

Financial Risk Management and Derivative Instruments

The Company is exposed to certain commodity, foreign currency and interest rate risks related to its ongoing business operations and uses derivative instruments to mitigate its exposure to these risks.

Commodity Price Risk Management

The Company may use commodity futures, options and swap contracts to limit the impact of price volatility on a portion of its forecasted raw material requirements. These commodity derivatives may be exchange traded or over-the-counter contracts and generally have original contractual maturities of less than 2 years. Commodity purchase and option contracts are measured at fair value using market quotations obtained from the Chicago Board of Trade commodity futures exchange and commodity derivative dealers.

As of June 30, 2024, the notional amount of commodity derivatives was \$38, of which \$27 related to soybean oil futures used for the food business and \$11 related to jet fuel swaps used for the grilling business. As of June 30, 2023, the notional amount of commodity derivatives was \$41, of which \$29 related to soybean oil futures and \$12 related to jet fuel swaps.

Foreign Currency Risk Management

The Company may also enter into certain over-the-counter derivative contracts to manage a portion of the Company's forecasted foreign currency exposure associated with the purchase of inventory. These foreign currency contracts generally have original contractual maturities of less than 2 years. The foreign exchange contracts are measured at fair value using information quoted by foreign exchange dealers.

The notional amounts of outstanding foreign currency forward contracts used by the Company's subsidiaries to hedge forecasted purchases of inventory were \$29 and \$51 as of June 30, 2024 and 2023, respectively.

Interest Rate Risk Management

The Company may enter into over-the-counter interest rate contracts to fix a portion of the benchmark interest rate prior to the anticipated issuance of fixed rate debt. These interest rate contracts generally have original contractual maturities of less than 3 years. The interest rate contracts are measured at fair value using information quoted by bond dealers.

The Company held no interest rate contracts as of both June 30, 2024 and 2023.

During fiscal year 2022, the Company entered into an additional \$650 of interest rate contracts. All contracts represented interest rate swap lock agreements to manage the exposure to interest rate volatility associated with future interest payments on forecasted debt issuance, and were terminated in May 2022 upon issuance of \$1,100 in senior notes (See Note 10). These contracts resulted in a \$114 gain recorded in Other comprehensive (loss) income, comprised of \$25 attributable to the May 2029 senior notes and \$89 attributable to the May 2032 senior notes, which is being amortized into Interest expense in the consolidated statements of earnings over the 7-year and 10-year term of the notes.

Commodity, Foreign Exchange and Interest Rate Derivatives

The Company designates its commodity forward, futures and options contracts for forecasted purchases of raw materials, foreign currency forward contracts for forecasted purchases of inventory, and interest rate contracts for forecasted interest payments as cash flow hedges.

The effects of derivative instruments designated as hedging instruments on Other comprehensive (loss) income and Net earnings were as follows during the fiscal years ended June 30:

12 Months Ended Jun. 30, 2024

12 Months Ended Jun. 30, 2024

		Gains (losses) recognized in Other comprehensive (loss) income					
		2024		2023		2022	
Commodity purchase derivative contracts		\$	(8)	\$	(6)	\$	17
Foreign exchange derivative contracts			—		—		1
Interest rate derivative contracts			—		—		89
Total		\$	(8)	\$	(6)	\$	107

		Location of gains (losses) reclassified from Accumulated other comprehensive net (loss) income into Net earnings	Gains (losses) reclassified from Accumulated other comprehensive net (loss) income and recognized in Net earnings					
			2024		2023		2022	
Commodity purchase derivative contracts	Cost of products sold		\$	(6)	\$	5	\$	23
Foreign exchange derivative contracts	Cost of products sold			—		1		—
Interest rate derivative contracts	Interest expense			13		13		(9)
Total			\$	7	\$	19	\$	14

The estimated amount of the existing net gain (loss) in Accumulated other comprehensive net (loss) income as of June 30, 2024 that is expected to be reclassified into Net earnings within the next twelve months is \$8.

Counterparty Risk Management and Derivative Contract Requirements

The Company utilizes a variety of financial institutions as counterparties for over-the-counter derivative instruments. The Company enters into agreements governing the use of over-the-counter derivative instruments and sets internal limits on the aggregate over-the-counter derivative instrument positions held with each counterparty. Certain terms of these agreements require the Company or the counterparty to post collateral when the fair value of the derivative instruments exceeds contractually defined counterparty liability position limits. Of the over-the-counter derivative instruments in liability positions, \$0 and \$1 contained such terms as of June 30, 2024 and 2023, respectively. As of both June 30, 2024 and 2023, neither the Company nor any counterparty was required to post any collateral as no counterparty liability position limits were exceeded.

Certain terms of the agreements governing the Company’s over-the-counter derivative instruments require the Company’s credit ratings, as assigned by Standard & Poor’s and Moody’s to the Company and its counterparties, to remain at a level equal to or better than the minimum of an investment grade credit rating. If the Company’s credit ratings were to fall below investment grade, the counterparties to the derivative instruments could request full collateralization on derivative instruments in net liability positions. As of both June 30, 2024 and 2023, the Company and each of its counterparties had been assigned investment grade ratings by both Standard & Poor’s and Moody’s.

Certain of the Company’s exchange-traded futures and options contracts used for commodity price risk management include requirements for the Company to post collateral in the form of a cash margin account held by the Company’s broker for trades conducted on that exchange. As of June 30, 2024 and 2023, the Company maintained required cash margin balances related to exchange-traded futures and options contracts of \$3 and \$0, respectively, which are classified as Prepaid expenses and other current assets on the consolidated balance sheets.

Trust Assets

The Company holds interests in mutual funds and cash equivalents as part of trust assets related to its nonqualified deferred compensation plans. The participants in the nonqualified deferred compensation plans, who are the Company’s current and former employees, may select among certain mutual funds in which their compensation deferrals are invested in accordance with the terms of the plans and within the confines of the trusts, which hold the marketable securities. The trusts represent variable interest entities for which the Company is considered the primary beneficiary, and, therefore, trust assets are consolidated and included in Other assets in the consolidated balance sheets. The gains and losses on the trust assets are recorded in Other (income) expense, net in the consolidated statements of earnings. The interests in mutual funds are measured at fair value using quoted market prices. The Company has designated these marketable securities as trading investments.

As of June 30, 2024, the balance of the trust assets related to the Company’s nonqualified deferred compensation plans increased by \$25 as compared to June 30, 2023.

Fair Value of Financial Instruments

Financial assets and liabilities measured at fair value on a recurring basis in the consolidated balance sheets are required to be classified and disclosed in one of the following three categories of the fair value hierarchy:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs reflecting the reporting entity’s own assumptions.

As of June 30, 2024 and 2023, the Company’s financial assets and liabilities that were measured at fair value on a recurring basis during the period included derivative financial instruments, which were classified as either Level 1 or Level 2, and trust assets to fund the Company’s nonqualified deferred compensation plans, which were classified as Level 1.

All of the Company’s derivative instruments qualify for hedge accounting. The following table provides information about the balance sheet classification and the fair values of the Company’s derivative instruments:

Balance Sheet Classification		Fair Value Hierarchy Level	2024		2023			
			Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value		
Assets								
Commodity purchase options contracts	Prepaid expenses and other current assets	1	\$	—	\$	2	\$	2
Commodity purchase swaps contracts	Prepaid expenses and other current assets	2		1		1		—
Foreign exchange forward contracts	Prepaid expenses and other current assets	2		—		—		—
			\$	1	\$	1	\$	2
Liabilities								
Commodity purchase futures contracts	Accounts payable and accrued liabilities	1	\$	2	\$	2	\$	—
Commodity purchase swaps contracts	Accounts payable and accrued liabilities	2		—		—		1
			\$	2	\$	2	\$	1

The following table provides information about the balance sheet classification and the fair values of the Company’s other assets and liabilities for which disclosure of fair value is required:

		Fair value hierarchy level	2024		2023					
			Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value				
Balance sheet classification										
Assets										
Interest-bearing investments, including money market funds	Cash and cash equivalents ⁽¹⁾	1	\$	95	\$	95	\$	243	\$	243
Time deposits	Cash and cash equivalents ⁽¹⁾	2		9		9		9		9
Trust assets for nonqualified deferred compensation plans	Other assets	1		154		154		129		129
			\$	258	\$	258	\$	381	\$	381
Liabilities										
Notes and loans payable	Notes and loans payable ⁽²⁾	2	\$	4	\$	4	\$	50	\$	50
Long-term debt	Long-term debt ⁽³⁾	2		2,481		2,341		2,477		2,327
			\$	2,485	\$	2,345	\$	2,527	\$	2,377

⁽¹⁾ Cash and cash equivalents are composed of time deposits and other interest-bearing investments, including money market funds with original maturity dates of 90 days or less. Cash and cash equivalents are recorded at cost, which approximates fair value.

⁽²⁾ Notes and loans payable are composed of outstanding U.S. commercial paper balances and/or amounts drawn on the Company’s credit agreements, all of which are recorded at cost, which approximates fair value.

⁽³⁾ Long-term debt is recorded at cost. The fair value of Long-term debt was determined using secondary market prices quoted by corporate bond dealers, and is classified as Level 2.

Furthermore, impairment charges of \$445 were record during fiscal year 2023, of which \$306 and \$139 related to goodwill and certain indefinite-lived trademarks, respectively. These adjustments were included as noncash charges in the consolidated statements of earnings. The nonrecurring fair values utilized included unobservable Level 3 inputs based on management’s best estimates and assumptions. See Note 8 for additional information.

OTHER CONTINGENCIES, GUARANTEES AND COMMITMENTS

Contingencies

The Company is involved in certain environmental matters, including response actions at various locations. The Company had recorded liabilities totaling \$28 as of both June 30, 2024 and 2023 for its share of aggregate future remediation costs related to these matters.

One matter, which accounted for \$12 of the recorded liability as of both June 30, 2024 and 2023 relates to environmental costs associated with one of the Company’s former operations at a site located in Alameda County, California. In November 2016, at the request of regulators and with the assistance of environmental consultants, the Company submitted a Feasibility Study that evaluated various options for managing groundwater at the site and included estimates of the related costs. Following further discussions with the regulators in 2017, the Company recorded an undiscounted liability for costs estimated to be incurred over a 30-year period, based on one of the options in the Feasibility Study related to groundwater. In September 2021, as a result of an additional study and further discussions with regulators, the Company submitted a Soil Vapor Intrusion Report to the regulators. In January 2023, the regulators issued a new order directing the Company and the current property owner to conduct a Remedial Investigation and then prepare a Feasibility Study to evaluate and remediate impacts to soil, groundwater, soil vapor and indoor air. While the Company believes its latest estimates of remediation costs (including any related to soil, groundwater, soil vapor and indoor air impacts) are reasonable, the ultimate remediation requirements are not yet finalized and the regulators could require the Company to implement remediation actions for a longer period or take additional actions, which could include estimated undiscounted costs in the aggregate of up to approximately \$28 over an estimated 30-year period, or require the Company to take different actions and incur additional costs.

Another matter in Dickinson County, Michigan, at the site of one of the Company’s former operations for which the Company is jointly and severally liable, accounted for \$10 of the recorded liability as of both June 30, 2024 and 2023. This amount reflects the Company’s agreement to be liable for 24.3% of the aggregate remediation and associated costs for this matter pursuant to a cost-sharing agreement with a third party. If the third party is unable to pay its share of the response and remediation obligations, the Company may be responsible for such obligations. With the assistance of environmental consultants, the Company maintains an undiscounted liability representing its current best estimate of its share of the capital expenditures, maintenance and other costs that may be incurred over an estimated 30-year remediation period. Although it is

reasonably possible that the Company’s exposure may exceed the amount recorded for the Dickinson County matter, any amount of such additional exposures, or range of exposures, is not estimable at this time.

The Company’s estimated losses related to these matters are sensitive to a variety of uncertain factors, including the efficacy of any remediation efforts, changes in any remediation requirements and the future availability of alternative clean-up technologies. The Company is subject to various legal proceedings, claims and other loss contingencies, including, without limitation, loss contingencies relating to contractual arrangements (including costs connected to the transition and unwinding of certain supply and manufacturing relationships), product liability, patents and trademarks, advertising, labor and employment, environmental, health and safety and other matters. With respect to these proceedings, claims and other loss contingencies, while considerable uncertainty exists, in the opinion of management at this time, the ultimate disposition of these matters, to the extent not previously provided for, will not have a material adverse effect, either individually or in the aggregate, on the Company’s consolidated financial statements taken as a whole.

Guarantees

In conjunction with divestitures and other transactions, the Company may provide typical indemnifications (e.g., indemnifications for representations and warranties and retention of previously existing environmental, tax and employee liabilities) that have terms that vary in duration and in the potential amount of the total obligation and, in many circumstances, are not explicitly defined. The Company has not made, nor does it believe that it is probable that it will make, any material payments relating to its indemnifications, and believes that any reasonably possible payments would not have a material adverse effect, either individually or in the aggregate, on the Company's consolidated financial statements taken as a whole.

The Company had not recorded any material liabilities on the aforementioned guarantees as of both June 30, 2024 and 2023.

The Company was a party to letters of credit of \$18 and \$14 as of June 30, 2024 and 2023, respectively, primarily related to one of its insurance carriers, of which \$0 had been drawn upon.

Commitments

The Company is a party to certain purchase obligations, which are defined as purchase agreements that are enforceable and legally binding and that contain specified or determinable significant terms, including quantity, price and the approximate timing of the transaction. For purchase obligations subject to variable price and/or quantity provisions, an estimate of the price and/or quantity must be made. Examples of the Company's purchase obligations include contracts to purchase raw materials, commitments to contract manufacturers, commitments for information technology and related services, advertising contracts, capital expenditure agreements, software acquisition and license commitments and service contracts. The Company enters into purchase obligations based on expectations of future business needs. Many of these purchase obligations are flexible to allow for changes in the Company's business and related requirements. As of June 30, 2024, the Company's purchase obligations by purchase date were approximately as follows:

Year	Purchase Obligations	
2025	\$	181
2026		128
2027		81
2028		43
2029		27
Thereafter		45
Total	\$	505

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LEASES

Leases [Abstract]

LEASES

12 Months Ended
Jun. 30, 2024

LEASES

The Company leases various property, plant and equipment, including office, warehousing, manufacturing and research and development facilities and equipment. These leases have remaining lease terms of up to 33 years, inclusive of renewal or termination options that the Company is reasonably certain to exercise. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

Supplemental balance sheet information related to the Company's leases as of June 30 was as follows:

Balance sheet classification		2024	2023
Operating leases			
Right-of-use assets	Operating lease right-of-use assets	\$ 360	\$ 346
Current lease liabilities	Current operating lease liabilities	\$ 84	\$ 87
Non-current lease liabilities	Long-term operating lease liabilities	334	310
Total operating lease liabilities		\$ 418	\$ 397
Finance leases			
Right-of-use assets	Other assets	\$ 33	\$ 29
Current lease liabilities	Accounts payable and accrued liabilities	\$ 13	\$ 9
Non-current lease liabilities	Other liabilities	21	21
Total finance lease liabilities		\$ 34	\$ 30

Components of lease cost were as follows for the fiscal years ended June 30:

	2024	2023
Operating lease cost	\$ 97	\$ 89
Finance lease cost:		
Amortization of right-of-use assets	\$ 11	\$ 9
Interest on lease liabilities	1	1
Total finance lease cost	\$ 12	\$ 10
Variable lease cost	\$ 94	\$ 87
Short term lease cost	\$ 3	\$ 4

Supplemental cash flow information and noncash activity related to the Company's leases were as follows during fiscal years ended June 30:

	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases, net	\$ 97	\$ 88
Operating cash flows from finance leases	1	1
Financing cash flows from finance leases	11	8
Right-of-use assets obtained in exchange for lease obligations:		
Operating leases	\$ 113	\$ 84
Finance leases	17	21

Weighted-average remaining lease term and discount rate for the Company's leases were as follows as of fiscal year ended June 30:

	2024
Weighted-average remaining lease term:	
Operating leases	5 years
Finance leases	3 years
Weighted-average discount rate:	
Operating leases	3.6 %
Finance leases	5.1 %

Maturities of lease liabilities by fiscal year for the Company's leases as of June 30, 2024 were as follows:

Year	Operating leases	Finance leases
2025	\$ 97	\$ 14
2026	94	12
2027	84	7
2028	69	2
2029	56	1
Thereafter	61	
Total lease payments	\$ 461	\$ 36
Less: Imputed interest	43	2
Total lease liabilities	\$ 418	\$ 34

Operating and finance lease payments presented in the table above exclude \$2 and \$3, respectively, of minimum lease payments signed but not yet commenced as of June 30, 2024.

On December 14, 2023, the Company completed an asset sale-leaseback transaction on a warehouse in Fairfield, California. The Company received proceeds of \$19, net of selling costs. The asset had a carrying value of \$3 and the transaction resulted in a \$16 gain, which was recognized in Other (income) expense, net in the Health and Wellness segment. The leaseback is accounted for as an operating lease. The term of the lease is 8 years with options to extend the lease for two 5 year periods.

On May 25, 2022, the Company completed an asset sale-leaseback transaction on a plant in Ontario, Canada. The Company received proceeds of \$16, net of selling costs. The asset had a carrying value of \$2, and the transaction resulted in a \$14 gain, which was recognized in Other (income) expense, net, in Corporate and Other. The leaseback is accounted for as an operating lease. The term of the lease at inception date is 10 years, with the option to terminate the lease at 7 years.

LEASES

LEASES

The Company leases various property, plant and equipment, including office, warehousing, manufacturing and research and development facilities and equipment. These leases have remaining lease terms of up to 33 years, inclusive of renewal or termination options that the Company is reasonably certain to exercise. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

Supplemental balance sheet information related to the Company's leases as of June 30 was as follows:

Balance sheet classification		2024	2023
Operating leases			
Right-of-use assets	Operating lease right-of-use assets	\$ 360	\$ 346
Current lease liabilities	Current operating lease liabilities	\$ 84	\$ 87
Non-current lease liabilities	Long-term operating lease liabilities	334	310
Total operating lease liabilities		\$ 418	\$ 397
Finance leases			
Right-of-use assets	Other assets	\$ 33	\$ 29
Current lease liabilities	Accounts payable and accrued liabilities	\$ 13	\$ 9
Non-current lease liabilities	Other liabilities	21	21
Total finance lease liabilities		\$ 34	\$ 30

Components of lease cost were as follows for the fiscal years ended June 30:

	2024	2023
Operating lease cost	\$ 97	\$ 89
Finance lease cost:		
Amortization of right-of-use assets	\$ 11	\$ 9
Interest on lease liabilities	1	1
Total finance lease cost	\$ 12	\$ 10
Variable lease cost	\$ 94	\$ 87
Short term lease cost	\$ 3	\$ 4

Supplemental cash flow information and noncash activity related to the Company's leases were as follows during fiscal years ended June 30:

	2024		2023	
Cash paid for amounts included in the measurement of lease liabilities:				
Operating cash flows from operating leases, net	\$	97	\$	88
Operating cash flows from finance leases		1		1
Financing cash flows from finance leases		11		8
Right-of-use assets obtained in exchange for lease obligations:				
Operating leases	\$	113	\$	84
Finance leases		17		21

Weighted-average remaining lease term and discount rate for the Company's leases were as follows as of fiscal year ended June 30:

	2024	
Weighted-average remaining lease term:		
Operating leases		5 years
Finance leases		3 years
Weighted-average discount rate:		
Operating leases		3.6 %
Finance leases		5.1 %

Maturities of lease liabilities by fiscal year for the Company's leases as of June 30, 2024 were as follows:

Year	Operating leases		Finance leases	
2025	\$	97	\$	14
2026		94		12
2027		84		7
2028		69		2
2029		56		1
Thereafter		61		—
Total lease payments	\$	461	\$	36
Less: Imputed interest		43		2
Total lease liabilities	\$	418	\$	34

Operating and finance lease payments presented in the table above exclude \$2 and \$3, respectively, of minimum lease payments signed but not yet commenced as of June 30, 2024.

On December 14, 2023, the Company completed an asset sale-leaseback transaction on a warehouse in Fairfield, California. The Company received proceeds of \$19, net of selling costs. The asset had a carrying value of \$3 and the transaction resulted in a \$16 gain, which was recognized in Other (income) expense, net in the Health and Wellness segment. The leaseback is accounted for as an operating lease. The term of the lease is 8 years with options to extend the lease for two 5 year periods.

On May 25, 2022, the Company completed an asset sale-leaseback transaction on a plant in Ontario, Canada. The Company received proceeds of \$16, net of selling costs. The asset had a carrying value of \$2, and the transaction resulted in a \$14 gain, which was recognized in Other (income) expense, net, in Corporate and Other. The leaseback is accounted for as an operating lease. The term of the lease at inception date is 10 years, with the option to terminate the lease at 7 years.

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**STOCKHOLDERS'
EQUITY**
[Stockholders' Equity Note](#)
[\[Abstract\]](#)
[STOCKHOLDERS' EQUITY](#)

**12 Months Ended
Jun. 30, 2024**

STOCKHOLDERS' EQUITY

Dividends per share paid to Clorox stockholders during the fiscal years ended June 30 were as follows:

	2024		2023		2022	
Dividends per share paid	\$	4.80	\$	4.72	\$	4.64

On July 30, 2024, a cash dividend was declared in the amount of \$1.22 per share payable on August 30, 2024 to common stockholders of record as of the close of business on August 14, 2024.

Accumulated Other Comprehensive Net (Loss) Income

Changes in Accumulated other comprehensive net (loss) income attributable to Clorox by component were as follows for the fiscal years ended June 30:

	Foreign currency translation adjustments	Net unrealized gains (losses) on derivatives	Pension and postretirement benefit adjustments	Accumulated other comprehensive net (loss) income
Balance June 30, 2021	\$ (403)	\$ 21	\$ (164)	\$ (546)
Other comprehensive (loss) income before reclassifications	(45)	107	1	63
Amounts reclassified from Accumulated other comprehensive net (loss) income	—	(14)	15	1
Income tax benefit (expense)	—	7	(4)	3
Net current period other comprehensive (loss) income	(45)	100	12	67
Balance June 30, 2022	(448)	121	(152)	(479)
Other comprehensive (loss) income before reclassifications	1	(6)	1	(4)
Amounts reclassified from Accumulated other comprehensive net (loss) income	—	(19)	6	(13)
Income tax benefit (expense)	2	3	(2)	3
Net current period other comprehensive (loss) income	3	(22)	5	(14)
Balance June 30, 2023	(445)	99	(147)	(493)
Other comprehensive (loss) income before reclassifications	(16)	(8)	17	(7)
Amounts reclassified from Accumulated other comprehensive net (loss) income ^{(1) (2)}	223	(7)	174	390
Income tax benefit (expense)	(1)	1	(45)	(45)
Net current period other comprehensive (loss) income	206	(14)	146	338
Balance June 30, 2024	\$ (239)	\$ 85	\$ (1)	\$ (155)

⁽¹⁾ Includes the release of currency translation adjustment from the Argentina business divestiture. See Note 2 for additional details.

⁽²⁾ Includes recognition of pension settlement charge reclassified into Net earnings (losses). See Note 20 for additional details

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**NET EARNINGS PER
SHARE (EPS)**
[Earnings Per Share](#)
[\[Abstract\]](#)
[NET EARNINGS PER
SHARE \(EPS\)](#)

**12 Months Ended
Jun. 30, 2024**

NET EARNINGS PER SHARE (EPS)

The following is the reconciliation of the weighted average number of shares outstanding (in thousands) used to calculate basic net EPS to those used to calculate diluted net EPS for the fiscal years ended June 30:

	2024	2023	2022
Basic	124,174	123,589	123,113
Dilutive effect of stock options and other	630	592	793
Diluted	124,804	124,181	123,906
Antidilutive stock options and other	2,704	1,444	2,448

Basic net earnings per share and Diluted net earnings per share are calculated on Net earnings attributable to Clorox.

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**STOCK-BASED
COMPENSATION
PLANS**
[Share-Based Payment
Arrangement](#)
[Noncash Expense](#)
[\[Abstract\]](#)
[STOCK-BASED
COMPENSATION
PLANS](#)

**12 Months Ended
Jun. 30, 2024**

STOCK-BASED COMPENSATION PLANS

In November 2021, the Company's stockholders voted to approve the amended and restated 2005 Stock Incentive Plan (the Plan). The Plan permits the Company to grant various nonqualified stock-based compensation awards, including stock options, restricted stock, performance shares, deferred stock units, stock appreciation rights and other stock-based awards. The Plan as amended and restated provides that the maximum number of shares which may be issued under the Plan will be 5 million common shares that may be issued for stock-based compensation purposes. As of June 30, 2024, the Company was authorized to grant up to approximately 5 million common shares, plus additional shares equal to shares that are potentially deliverable under an award that expires or are canceled, forfeited or settled without the delivery of shares, under the Plan. As of June 30, 2024, approximately 3 million common shares remained available for grant.

Compensation cost and the related income tax benefit recognized for stock-based compensation plans were classified as indicated below for the fiscal years ended June 30:

	2024		2023		2022	
Cost of products sold	\$	7	\$	7	\$	6
Selling and administrative expenses		63		61		42
Research and development costs		4		5		4
Total compensation costs	\$	74	\$	73	\$	52
Related income tax benefit	\$	18	\$	17	\$	12

Cash received during fiscal years 2024, 2023 and 2022 from stock options exercised under all stock-based payment arrangements was \$23, \$52 and \$35, respectively. The Company issues shares for stock-based compensation plans from treasury stock. The Company may repurchase stock under its Evergreen Program to offset the estimated impact of dilution related to stock-based awards.

Details regarding the valuation and accounting for stock options, restricted stock awards, performance shares and deferred stock units for non-employee directors follow.

Stock Options

There were no stock option awards granted during the fiscal year 2024. The fair value of each stock option award granted during fiscal years 2023 and 2022 was estimated on the date of grant using the Black-

Scholes valuation model and assumptions noted in the following table:

	2023	2022
Expected life	5.3 years	5.4 years
Weighted-average expected life	5.3 years	5.4 years
Expected volatility	24.2%	21.7% to 25.0%
Weighted-average volatility	24.2%	21.8%
Risk-free interest rate	3.7%	0.9% to 2.1%
Weighted-average risk-free interest rate	3.7%	0.9%
Dividend yield	3.4%	2.9% to 3.7%
Weighted-average dividend yield	3.4%	2.9%

The expected life of the stock options is based on historical exercise patterns. The expected volatility is based on implied volatility from publicly traded options on the Company’s stock at the date of grant, historical implied volatility of the Company’s publicly traded options and other factors. The risk-free interest rate is based on the implied yield on a U.S. Treasury zero-coupon issue with a remaining term equal to the expected term of the option. The dividend yield is based on the projected annual dividend payment per share, divided by the stock price at the date of grant.

Details of the Company’s stock option activities are summarized below:

	Number of Shares (In thousands)	Weighted-Average Exercise Price per Share	Average Remaining Contractual Life	Aggregate Intrinsic Value
Options outstanding as of June 30, 2023	4,075	\$ 147	5 years	\$ 69
Granted	—			
Exercised	(234)	104		
Canceled	(51)	170		
Options outstanding as of June 30, 2024	3,790	\$ 150	4 years	\$ 16
Options vested as of June 30, 2024	3,052	\$ 148	4 years	\$ 16

The weighted-average fair value per share of each option granted during fiscal years 2023 and 2022, estimated at the grant date using the Black-Scholes option pricing model, was \$26.95 and \$22.26, respectively. The total intrinsic value of options exercised in fiscal years 2024, 2023 and 2022 was \$12, \$27 and \$18, respectively.

Stock option awards outstanding as of June 30, 2024, have been granted at prices that are equal to the market value of the stock on the date of grant. Stock option grants generally vest over 4 years and expire no later than 10 years after the grant date. The Company recognizes compensation expense on a straight-line basis over the vesting period. Awards to employees eligible for retirement prior to the award becoming full vested are amortized to compensation expense from the grant date through the date that the employee is no longer required to provide service to earn the award. As of June 30, 2024, there was \$5 of total unrecognized compensation cost related to non-vested options, which is expected to be recognized over a remaining weighted-average vesting period of 2 years, subject to forfeiture changes.

Restricted Stock Awards

The fair value of restricted stock awards is estimated on the date of grant based on the market price of the stock and is amortized to compensation expense on a straight-line basis over the related vesting periods, which are generally 3 to 4 years. Awards to employees eligible for retirement prior to the award becoming fully vested are amortized to compensation expense from the grant date through the date that the employee is no longer required to provide service to earn the award. The total number of restricted stock awards expected to vest is adjusted by actual and estimated forfeitures. Restricted stock awards receive dividend distributions earned during the vesting period upon vesting.

As of June 30, 2024, there was \$41 of total unrecognized compensation cost related to non-vested restricted stock awards, which is expected to be recognized over a remaining weighted-average vesting period of 2 years. The total fair value of the shares that vested in each of the fiscal years 2024, 2023 and 2022 was \$28, \$22 and \$20, respectively. The weighted-average grant-date fair value of awards granted was \$138.51, \$143.20 and \$157.50 per share for fiscal years 2024, 2023 and 2022, respectively.

A summary of the status of the Company’s restricted stock awards is presented below:

	Number of Shares (In thousands)	Weighted-Average Grant Date Fair Value per Share
Restricted stock awards as of June 30, 2023	544	\$ 155
Granted	405	139
Vested	(173)	162
Forfeited	(55)	142
Restricted stock awards as of June 30, 2024	721	\$ 145

Performance Shares

The fair value of performance shares is estimated on the date of grant based on the market price of the stock and is amortized to compensation expense on a straight line basis over the related vesting periods, which are generally 3 years. Awards to employees eligible for retirement prior to the award becoming fully vested are amortized to compensation expense from the grant date through the date that the employee is no longer required to provide service to earn the award.

As of June 30, 2024, there was \$15 in unrecognized compensation cost related to non-vested performance shares that is expected to be recognized over a remaining weighted-average performance period of 1 year. The weighted-average grant-date fair value of awards granted was \$140.39, \$141.90 and \$162.46 per share for fiscal years 2024, 2023 and 2022, respectively.

A summary of the status of the Company’s performance share awards is presented below:

	Number of Shares (In thousands)	Weighted-Average Grant Date Fair Value per Share
Performance share awards as of June 30, 2023	368	\$ 158
Granted	176	\$ 140
Distributed	(39)	\$ 189
Forfeited	(22)	\$ 177
Performance share awards as of June 30, 2024	483	\$ 148
Performance shares vested and deferred as of June 30, 2024	83	\$ 164

The non-vested performance shares outstanding as of June 30, 2024 and 2023 were 400,000 and 306,000, respectively, and the weighted average grant date fair value was \$145.06 and \$162.77 per share, respectively. During fiscal year 2024, 58,000 shares vested. The total fair value of shares vested was \$12, \$12 and \$11 during fiscal years 2024, 2023 and 2022, respectively. Upon vesting, the recipients of the grants receive the distribution as shares or, if previously elected by eligible recipients, as deferred stock. Deferred shares continue to earn dividends, which are also deferred.

Deferred Stock Units for Nonemployee Directors

Nonemployee directors receive annual grants of deferred stock units under the Company’s director compensation program and can elect to receive all or a portion of their annual retainers and fees in the form of deferred stock units. The deferred stock units receive dividend distributions, which are reinvested as deferred stock units, and are recognized at their fair value on the date of grant. Each deferred stock unit represents the right to receive one share of the Company’s common stock following the completion of a director’s service.

During fiscal year 2024, the Company granted 19,000 deferred stock units, reinvested dividends of 4,000 units and distributed 24,000 shares, which had a weighted-average fair value on the grant date of \$141.85, \$145.15 and \$89.91 per share, respectively. As of June 30, 2024, 127,000 units were outstanding, which had a weighted-average fair value on the grant date of \$140.22 per share.

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OTHER (INCOME) EXPENSE, NET
[Other Income and Expenses \[Abstract\]](#)
OTHER (INCOME) EXPENSE, NET

12 Months Ended
Jun. 30, 2024

OTHER (INCOME) EXPENSE, NET

The major components of Other (income) expense, net, for the fiscal years ended June 30 were:

	2024	2023	2022
Amortization of trademarks and other intangible assets	\$ 29	\$ 30	\$ 31
Trust investment (gains) losses, net	(20)	(14)	21
Net periodic benefit cost	14	16	16
Foreign exchange transaction (gains) losses, net ⁽¹⁾	25	13	3
Income from equity investees	(5)	(4)	(6)
Interest income	(23)	(16)	(5)
Restructuring costs ⁽²⁾	16	52	—
Gain on sale-leaseback transaction	(16)	—	(14)
Other	4	3	(9)
Total	\$ 24	\$ 80	\$ 37

⁽¹⁾ Foreign exchange losses are primarily related to the Company’s operations in Argentina, prior to the divestiture.
⁽²⁾ Restructuring costs related to the Company’s streamlined operating model plan (see Note 5).

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INCOME TAXES
[Income Tax Disclosure \[Abstract\]](#)
INCOME TAXES

12 Months Ended
Jun. 30, 2024

INCOME TAXES

The provision for income taxes, by tax jurisdiction, consisted of the following for the fiscal years ended June 30:

	2024	2023	2022
Current			
Federal	\$ 132	\$ 153	\$ 71
State	18	33	17
Foreign	56	40	43
Total current	\$ 206	\$ 226	\$ 131
Deferred			
Federal	\$ (99)	\$ (120)	\$ 6
State	(5)	(28)	(2)
Foreign	4	(1)	1
Total deferred	(100)	(149)	5
Total	\$ 106	\$ 77	\$ 136

Income taxes paid, net of refunds, were \$347 and \$73 for the fiscal year ended June 30, 2024 and 2023, respectively. The increase in payments in the current period was primarily driven by income tax payments for fiscal years 2023 and 2024 that were previously deferred as a result of tax relief provided by the IRS due to winter storms in California.

The components of Earnings before income taxes, by tax jurisdiction, consisted of the following for the fiscal years ended June 30:

	2024	2023	2022
United States	\$ 311	\$ 154	\$ 483
Foreign	87	84	124
Total	\$ 398	\$ 238	\$ 607

A reconciliation of the statutory federal income tax rate to the Company's effective tax rate on operations follows for the fiscal years ended June 30:

	2024	2023	2022
Statutory federal tax rate	21.0 %	21.0 %	21.0 %
State taxes (net of federal tax benefits)	2.5	1.6	1.9
Foreign tax rate differential	7.7	8.6	3.1
Federal excess tax benefits	(0.3)	(1.8)	(0.9)
Net U.S. tax on foreign income	(5.2)	(2.3)	(1.7)
Loss on divestiture	10.5	—	—
International legal entity reorganization	(6.1)	—	—
VMS goodwill impairment	—	8.6	—
Federal research and development credits	(1.2)	(2.7)	(0.8)
Other differences	(2.4)	(0.6)	(0.2)
Effective tax rate	26.5 %	32.4 %	22.4 %

The Inflation Reduction Act (the "Act") was signed into law on August 16, 2022. The Act introduced a new 15% corporate minimum tax for certain large corporations, effective at the beginning of the Company's fiscal 2024 and it enacted a 1% excise tax on the value of share repurchases, net of new share issuances, after December 31, 2022. These provisions, as well as other corporate tax changes included in the Act, have not had a material impact on the Company's consolidated financial statements and are not expected to have a material impact on the Company's financial statements in the foreseeable future.

Per U.S. GAAP, foreign withholding taxes are provided on unremitted foreign earnings that are not indefinitely reinvested at the time the earnings are generated. The Company regularly reviews and assesses whether there are any changes to its indefinite reinvestment assertion. None of the undistributed earnings of its foreign subsidiaries were indefinitely reinvested. As a result, the Company is providing foreign withholding taxes on the undistributed earnings of all foreign subsidiaries where applicable. These withholding taxes had no significant impact on the Company's consolidated results.

The components of net deferred tax assets (liabilities) as of June 30 are shown below:

	2024	2023
Deferred tax assets		
Compensation and benefit programs	\$ 109	\$ 123
Loss and tax credit carryforwards	153	94
Operating and finance lease liabilities	111	104
Accruals and reserves	33	46
Capitalized research and development	43	34
Inventory costs	29	32
Other	33	34
Subtotal	511	467
Valuation allowance	(115)	(59)
Total deferred tax assets	\$ 396	\$ 408
Deferred tax liabilities		
Property, plant and equipment and intangible assets	\$ (84)	\$ (157)
Lease right-of-use assets	(100)	(96)
Other	(36)	(36)
Total deferred tax liabilities	(220)	(289)
Net deferred tax assets (liabilities)	\$ 176	\$ 119

The net deferred tax assets and liabilities included in the consolidated balance sheet at June 30 were as follows:

Net deferred tax assets ⁽¹⁾	\$ 198	\$ 147
Net deferred tax liabilities	(22)	(28)
Net deferred tax assets (liabilities)	\$ 176	\$ 119

⁽¹⁾ Net deferred tax assets are recorded in Other assets.

The Company reviews its deferred tax assets for recoverability on a quarterly basis. A valuation allowance is established when the Company believes that it is more likely than not that some portion of its deferred tax assets will not be realized. Valuation allowances have been provided to reduce deferred tax assets to amounts considered recoverable.

Changes in the valuation allowance on deferred tax assets were as follows for the years ended June 30:

	2024	2023	2022
Valuation allowance at beginning of year	\$ (59)	\$ (52)	\$ (42)
Net increase/(decrease) for U.S. capital loss carryforwards	(46)	—	—
Net decrease/(increase) for other foreign deferred tax assets	(2)	(1)	(1)
Net decrease/(increase) for foreign and U.S. net operating loss carryforwards and tax credits	(8)	(6)	(9)
Valuation allowance at end of year	\$ (115)	\$ (59)	\$ (52)

The Company's carryforwards for capital losses, net operating losses, and tax credits, with related valuation allowances were as follows as of June 30:

	2024			
	Carryforwards	Valuation Allowances	Net Carryforwards	Fiscal Year Expiring
Capital losses in U.S. jurisdictions	46	(46)	—	2029
Net operating losses				
U.S. jurisdictions	6	(5)	1	2030 - 2042
U.S. jurisdictions (with no expiration)	9	(8)	1	N/A
Foreign jurisdictions	18	(16)	2	2025 - 2044
Foreign jurisdictions (with no expiration)	8	—	8	N/A
Total net operating losses	41	(29)	12	
Income tax credits				
U.S. jurisdictions	30	—	30	2025 - 2034
U.S. jurisdictions (with no expiration)	2	—	2	N/A
Foreign jurisdictions	30	(30)	—	2026
Foreign jurisdictions (with no expiration)	4	(3)	1	N/A
Total income tax credits	66	(33)	33	
Total carryforwards	\$ 153	\$ (108)	\$ 45	
	2023			
	Carryforwards	Valuation Allowances	Net Carryforwards	Fiscal Year Expiring
Capital losses in U.S. jurisdictions	—	—	—	N/A
Net operating losses				
U.S. jurisdictions	4	(4)	—	2030 - 2042
U.S. jurisdictions (with no expiration)	6	(5)	1	N/A
Foreign jurisdictions	21	(16)	5	2024 - 2040
Foreign jurisdictions (with no expiration)	9	(1)	8	N/A
Total net operating losses	40	(26)	14	
Income tax credits				
U.S. jurisdictions	23	—	23	2024 - 2033
U.S. jurisdictions (with no expiration)	2	—	2	N/A
Foreign jurisdictions (with no expiration)	29	(28)	1	N/A
Total income tax credits	54	(28)	26	
Total carryforwards	\$ 94	\$ (54)	\$ 40	

The Company files income tax returns in the U.S. federal and various state, local and foreign jurisdictions. The federal statute of limitations has expired for all tax years through June 30, 2015. Various income tax returns in state and foreign jurisdictions are currently in the process of examination.

The Company recognizes interest and penalties related to uncertain tax positions as a component of income tax expense. As of June 30, 2024 and 2023, the total balance of accrued interest and penalties related to uncertain tax positions was \$3 and \$2, respectively. Interest and penalties related to uncertain tax positions included in income tax expense resulted in an expense of \$1 in fiscal year 2024 and a net benefit of \$0 in both fiscal years 2023 and 2022.

The following is a reconciliation of the beginning and ending amounts of the Company's gross unrecognized tax benefits:

	2024	2023	2022
Unrecognized tax benefits at beginning of year	\$ 17	\$ 17	\$ 21
Gross increases - tax positions in prior periods	—	1	—
Gross decreases - tax positions in prior periods	(4)	(3)	(7)
Gross increases - current period tax positions	9	2	4
Gross decreases - current period tax positions	—	—	—
Lapse of applicable statute of limitations	—	—	(1)
Settlements	—	—	—
Unrecognized tax benefits at end of year	\$ 22	\$ 17	\$ 17

Included in the balance of unrecognized tax benefits as of June 30, 2024, 2023 and 2022, were potential benefits of \$15, \$14 and \$14, respectively, which if recognized, would affect the effective tax rate. Unrecognized tax benefits are not expected to significantly increase or decrease within the next 12 months.

EMPLOYEE BENEFIT PLANS

Retirement Income Plans

In the second quarter of fiscal year 2024, the Company settled plan benefits of its previously frozen domestic qualified pension plan (the Plan), following the Company's Board of Directors' approval of a resolution to terminate the Plan in May 2022. The settlement occurred through a combination of an annuity contract purchase with a third-party insurance provider and lump sum payouts. These payments were made using Plan assets. The third-party insurance provider assumed the obligation to pay future pension benefits and provide administrative services, and started making direct payments to participants in January 2024. In

conjunction with this settlement, a one-time noncash charge, net of curtailment gain, of \$171 before taxes (\$130 after tax) was recorded in the Company's consolidated statements of earnings and comprehensive income primarily as a result of accelerating the recognition of actuarial losses previously included in Accumulated other comprehensive net (loss) income that would have been recognized in future periods. Following settlement, remaining excess plan assets of \$19 was contributed to the Company's domestic defined contribution plan during 2024.

The Company continues to maintain various other retirement income plans for eligible domestic and international employees. The remaining domestic retirement income plans are frozen.

The Company contributed \$14, \$14 and \$15 to its domestic retirement income plans during fiscal years 2024, 2023 and 2022, respectively. The Company's funding policy is to contribute amounts sufficient to meet benefit payments.

Retirement Health Care Plans

The Company provides certain health care benefits for employees who meet age, participation and length of service requirements at retirement. The plans pay stated percentages of covered expenses after annual deductibles have been met or stated reimbursements up to a specified dollar subsidy amount. Benefits paid take into consideration payments by Medicare for the domestic plan. The plans are funded as claims are paid, and the Company has the right to modify or terminate certain plans.

Benefit Obligation and Funded Status

Summarized information for the Company's retirement income and retirement health care plans as of and for the fiscal years ended June 30 is as follows:

	Retirement Income		Retirement Health Care	
	2024	2023	2024	2023
Change in benefit obligations:				
Benefit obligation as of beginning of year	\$ 476	\$ 513	\$ 26	\$ 28
Service cost	1	1	—	—
Interest cost	12	18	1	1
Actuarial loss (gain)	(26)	(11)	(2)	(1)
Plan amendments	—	—	(4)	—
Plan settlement	(312)	—	—	—
Benefits paid	(26)	(45)	(2)	(2)
Translation and other adjustments	(2)	—	—	—
Benefit obligation as of end of year	\$ 123	\$ 476	\$ 19	\$ 26
Change in plan assets:				
Fair value of assets as of beginning of year	\$ 381	\$ 412	\$ —	\$ —
Actual return on plan assets	(13)	—	—	—
Employer contributions	15	15	2	2
Plan settlement	(312)	—	—	—
Benefits paid	(26)	(45)	(2)	(2)
Transfer to domestic defined contribution plan	(19)	—	—	—
Translation and other adjustments	(1)	(1)	—	—
Fair value of plan assets as of end of year	25	381	—	—
Accrued benefit cost, net funded status	\$ (98)	\$ (95)	\$ (19)	\$ (26)
Amount recognized in the balance sheets consists of:				
Pension benefit assets	\$ 7	\$ 24	\$ —	\$ —
Current accrued benefit liability	(12)	(13)	(2)	(2)
Non-current accrued benefit liability	(93)	(106)	(17)	(24)
Accrued benefit cost, net	\$ (98)	\$ (95)	\$ (19)	\$ (26)

For the retirement income plans, the benefit obligation is the projected benefit obligation (PBO). For the retirement health care plan, the benefit obligation is the accumulated benefit obligation (ABO).

The ABO for all retirement income plans was \$105, \$474 and \$512 as of June 30, 2024, 2023 and 2022, respectively.

Retirement income plans with ABO or PBO in excess of plan assets as of June 30 were as follows:

	ABO Exceeds the Fair Value of Plan Assets		PBO Exceeds the Fair Value of Plan Assets	
	2024	2023	2024	2023
Projected benefit obligation	\$ 105	\$ 119	\$ 108	\$ 121
Accumulated benefit obligation	104	118	105	119
Fair value of plan assets	—	—	2	2

Net Periodic Benefit Cost

The net cost of the retirement income and health care plans for the fiscal years ended June 30 included the following components:

	Retirement Income			Retirement Health Care		
	2024	2023	2022	2024	2023	2022
Service cost	\$ 1	\$ 1	\$ 1	\$ —	\$ —	\$ —
Interest cost	12	18	15	1	1	1
Expected return on plan assets	(2)	(10)	(15)	—	—	—
Amortization of unrecognized items	3	8	9	(2)	(2)	(1)
Curtailment gain recognized	(6)	—	—	—	—	—
Settlement loss recognized	179	—	7	—	—	—
Total	\$ 187	\$ 17	\$ 17	\$ (1)	\$ (1)	\$ —

Service cost component of the net periodic benefit cost is reflected in employee benefit costs, and all other components, except for the net settlement loss recognized in relation to the settlement of the Plan recognized in the second quarter of fiscal year 2024, are reflected in Other (income) expense, net.

Items not yet recognized as a component of postretirement expense as of June 30, 2024 consisted of:

	Retirement Income	Retirement Health Care
Net actuarial loss (gain)	\$ 20	\$ (14)
Prior service benefit	—	(4)
Net deferred income tax (assets) liabilities	(5)	4
Accumulated other comprehensive loss (income)	\$ 15	\$ (14)

Net actuarial loss (gain) recorded in Accumulated other comprehensive net (loss) income for the fiscal year ended June 30, 2024 included the following:

	Retirement Income	Retirement Health Care
Net actuarial loss (gain) as of beginning of year	\$ 213	\$ (14)
Amortization, curtailment and settlement during the year	(182)	2
Loss (gain) during the year	(11)	(2)
Net actuarial loss (gain) as of end of year	\$ 20	\$ (14)

The Company uses the straight-line amortization method for unrecognized prior service costs and benefits.

Assumptions

Weighted-average assumptions used to estimate the actuarial present value of benefit obligations were as follows as of June 30:

	Retirement Income		Retirement Health Care	
	2024	2023	2024	2023
Discount rate	5.52 %	4.37 %	5.38 %	5.10 %
Rate of compensation increase	3.23 %	3.62 %	n/a	n/a
Interest crediting rate	5.40 %	2.67 %	n/a	n/a

Weighted-average assumptions used to estimate the retirement income and retirement health care costs were as follows as of June 30:

	Retirement Income			Retirement Health Care	
	2024	2023	2022	2024	2022
Discount rate	4.63 %	3.72 %	2.56 %		
Rate of compensation increase	3.20 %	3.09 %	3.02 %		
Expected return on plan assets	3.39 %	2.67 %	3.00 %		
Interest crediting rate	2.69 %	2.69 %	2.57 %		
	Retirement Health Care			2024	2022
Discount rate				5.10 %	4.65 %
					2.61 %

The expected long-term rate of return assumption is based on prospective returns according to the fund's current target asset allocation.

The actuarial benefit obligation gain incurred during fiscal year 2024 was primarily driven by increases in the discount rates for the retirement plans, partially offset by investment gains lower than expected return on assets.

The actuarial benefit obligation gain during fiscal year 2023 was primarily driven by increases in the discount rates for the retirement plans, partially offset by investment gains lower than expected return on assets.

Expected Benefit Payments

Expected benefit payments for the Company's retirement income and retirement health care plans as of June 30, 2024, were as follows:

	Retirement Income	Retirement Health Care
2025	\$ 15	\$ 2
2026	14	2
2027	13	2
2028	13	2
2029	12	2
Fiscal years 2030 through 2034	48	7

Expected benefit payments are based on the same assumptions used to measure the benefit obligations and include estimated future employee service.

Plan Assets

The target allocations and weighted average asset allocations by asset category of the investment portfolio for the Company’s qualified domestic retirement income plans as of June 30, 2023, prior to its termination, were as follows:

	% Target Allocation	% of Plan Asset
Fixed income	80 %	79 %
Cash equivalents	20 %	21 %
Total	100 %	100 %

The target asset allocation was determined based on the optimal balance between risk and return and, at times, was adjusted to achieve the plan’s overall investment objective to generate sufficient resources to pay current and projected plan obligations over the life of the domestic retirement income plan.

The following table sets forth the retirement income plans’ assets carried at fair value as of June 30:

	2024	2023
Cash equivalents — Level 1	\$ —	\$ 74
Total assets in the fair value hierarchy	—	74
Common collective trusts measured at net asset value		
Bond funds	\$ 6	\$ 289
International equity funds	16	15
Domestic equity funds	—	—
Short-term investment fund	—	1
Real estate fund	2	2
Other	1	—
Total common collect trust measured at net asset value	\$ 25	\$ 307
Total assets at fair value	\$ 25	\$ 381

Common collective trust funds are not publicly traded and were valued at a net asset value unit price determined by the portfolio’s sponsor based on the fair value of underlying assets held by the common collective trust fund on June 30, 2024 and 2023.

The common collective trusts are invested in various trusts that attempt to achieve their investment objectives by investing primarily in other collective investment funds that have characteristics consistent with each trust’s overall investment objective and strategy.

Defined Contribution Plans

The Company has various defined contribution plans for eligible domestic and international employees. The aggregate cost of the domestic defined contribution plans was \$63, \$64 and \$58 in fiscal years 2024, 2023 and 2022, respectively. The aggregate cost of the international defined contribution plans was \$5, \$6 and \$6 for the fiscal years ended June 30, 2024, 2023 and 2022, respectively.

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SEGMENT
REPORTING
[Segment Reporting](#)
[\[Abstract\]](#)
[SEGMENT REPORTING](#)

12 Months Ended
Jun. 30, 2024

SEGMENT REPORTING

The Company operates through strategic business units (SBUs) that are organized into the Company’s operating segments. Operating segments with shared economic and qualitative characteristics are aggregated into four reportable segments: Health and Wellness, Household, Lifestyle and International. Operating segments not aggregated into a reportable segment are reflected in Corporate and Other. The four reportable segments consist of the following:

- *Health and Wellness* consists of cleaning, disinfecting and professional products marketed and sold in the United States.
- *Household* consists of bags and wraps, cat litter and grilling products marketed and sold in the United States.
- *Lifestyle* consists of food, water-filtration and natural personal care products marketed and sold in the United States.
- *International* consists of products sold outside the United States. Products within this segment include laundry additives; home care products; bags and wraps; cat litter; water-filtration products; professional cleaning and disinfecting products; natural personal care products; food; grilling products and digestive health products marketed primarily under the Clorox, Glad, Poett, Brita, Burt’s Bees, Pine-Sol, Ever Clean, Clorinda, Chux and Fresh Step Brands.

Corporate and Other includes certain non-allocated administrative costs, various other non-operating income and expenses, as well as the results of the Better Health VMS business. Assets in Corporate and Other include cash and cash equivalents, prepaid expenses and other current assets, property and equipment, operating lease right-of-use assets, other long-term assets and deferred taxes, as well as the assets related to the Better Health VMS business.

The principle measure of segment profitability used by management is segment adjusted earnings (losses) before interest and income taxes (segment adjusted EBIT). Segment adjusted EBIT is defined as earnings (losses) before income taxes excluding

interest income, interest expense and other significant items that are nonrecurring or unusual (such as the pension settlement charge, incremental costs, net of insurance recoveries, relating to the cyberattack, asset impairments, charges related to the streamlined operating model, charges related to the digital capabilities and productivity enhancements investment, significant losses/(gains) related to acquisitions / divestitures and other nonrecurring or unusual items impacting comparability).

Management uses this measure to assess the operating results and performance of its segments, perform analytical comparisons, identify strategies to improve performance and allocate resources to each segment as it removes the impact of the items that management believes do not directly reflect the performance of each segment’s underlying operations.

The tables below present reportable segment information and a reconciliation of the segment information to the Company’s consolidated net sales and earnings (losses) before income taxes, with amounts that are not allocated to the reportable segments reflected in Corporate and Other.

	Net Sales			
	Fiscal year			
	2024	2023	2022	
Health and Wellness	\$ 2,485	\$ 2,532	\$ 2,427	
Household	1,950	2,098	1,984	
Lifestyle	1,275	1,338	1,253	
International	1,162	1,181	1,180	
Reportable segment total	6,872	7,149	6,844	
Corporate and Other	221	240	263	
Total	\$ 7,093	\$ 7,389	\$ 7,107	

	Segment adjusted earnings (losses) before interest and income taxes			
	Fiscal year			
	2024	2023	2022	
Health and Wellness	\$ 719	\$ 594	\$ 381	
Household	260	308	234	
Lifestyle	253	284	280	
International	122	89	97	
Reportable segment total	1,354	1,275	992	
Corporate and Other	(309)	(358)	(223)	
Total	\$ 1,045	\$ 917	\$ 769	
Interest income	23	16	5	
Interest expense	(90)	(90)	(106)	
Loss on divestiture ⁽¹⁾	(240)	—	—	
Pension settlement charge ⁽²⁾	(171)	—	—	
Cyberattack costs, net of insurance recoveries ⁽³⁾	(29)	—	—	
VMS impairment ⁽⁴⁾	—	(445)	—	
Streamlined operating model ⁽⁵⁾	(32)	(60)	—	
Digital capabilities and productivity enhancements investment ⁽⁶⁾	(108)	(100)	(61)	
Earnings (losses) before income taxes	\$ 398	\$ 238	\$ 607	

⁽¹⁾ Represents the loss on divestiture of the Argentina business corresponding to International. See Note 2 for additional details.

⁽²⁾ Represents costs related to the settlement of the domestic qualified pension plan corresponding to Corporate and Other. See Note 20 for additional details.

⁽³⁾ Represents incremental costs, net of insurance recoveries, related to the cyberattack. See Note 3 for additional details relating to the cyberattack. All insurance recoveries are recorded in Corporate and Other. For informational purposes, the following table provides the approximate cyberattack costs, net of insurance recoveries, corresponding to the Company’s reportable segments as a percentage of total net costs:

	2024	
Health and Wellness	30%	
Household	24	
Lifestyle	23	
International	8	
Corporate and Other	15	
Total	100%	

⁽⁴⁾ Represents a noncash impairment charge of \$445 related to the Better Health VMS business recorded in fiscal year 2023.

⁽⁵⁾ Represents restructuring and related implementation costs, net for the streamlined operating model of \$32 and \$60 in fiscal year 2024 and 2023, respectively. For informational purposes the following table provides the approximate restructuring and related implementation costs, net corresponding to the Company’s segments as a percent of the total costs for the fiscal years ended June 30:

	Inception to date ended	
	2024	
Health and Wellness	3 %	5 %
Household	2	2
Lifestyle	—	4
International	4	16
Corporate and Other	91	73
Total	100 %	100 %

(6) Represents expenses related to the Company's digital capabilities and productivity enhancements investment corresponding to Corporate and Other.

	Fiscal Year	Health and Wellness	Household	Lifestyle	International	Corporate and Other	Total Company
(Income) Loss from equity investees included in Other (income) expense, net	2024	—	—	—	(5)	—	(5)
	2023	—	—	—	(4)	—	(4)
	2022	—	—	—	(6)	—	(6)
Total assets	2024	1,124	1,088	1,110	1,327	1,102	5,751
	2023	1,184	1,082	1,091	1,410	1,178	5,945
Capital expenditures	2024	47	84	36	21	24	212
	2023	51	97	29	24	27	228
	2022	61	112	24	27	27	251
Depreciation and amortization	2024	58	77	24	45	31	235
	2023	59	78	25	46	28	236
	2022	57	67	24	47	29	224
Significant noncash charges included in earnings (losses) before interest and income taxes:							
Stock-based compensation	2024	14	11	8	6	35	74
	2023	14	10	7	4	38	73
	2022	14	8	6	3	21	52

All intersegment sales are eliminated and are not included in the Company's reportable net sales.

Net sales to the Company's largest customer, Walmart Stores, Inc. and its affiliates, were 25%, 26% and 25% of consolidated net sales for each of the fiscal years ended June 30, 2024, 2023 and 2022, respectively, and occurred across all of the Company's reportable segments. No other customers accounted for 10% or more of the Company's consolidated net sales in any of these fiscal years.

The following table provides Net sales as a percentage of the Company's consolidated net sales, disaggregated by operating segment, for the fiscal years ended June 30:

	2024	2023	2022
Cleaning	30 %	30 %	29 %
Professional Products	5 %	5 %	4 %
Health and Wellness	35 %	35 %	33 %
Bags and Wraps	11 %	12 %	12 %
Cat Litter	9 %	9 %	8 %
Grilling	8 %	7 %	8 %
Household	28 %	28 %	28 %
Food	11 %	10 %	10 %
Water Filtration	4 %	4 %	4 %
Natural Personal Care	3 %	4 %	4 %
Lifestyle	18 %	18 %	18 %
International	16 %	16 %	17 %
Corporate and Other	3 %	3 %	4 %
Total	100 %	100 %	100 %

The Company's products are marketed and sold globally. The following table provides the Company's global product lines, which were sold in the U.S. and International, that accounted for 10% or more of consolidated net sales for the fiscal years ended June 30:

	2024	2023	2022
Cleaning products	43 %	42 %	42 %
Bags and wraps	15 %	16 %	16 %
Food products	11 %	11 %	11 %
Cat litter products	10 %	10 %	9 %

Net sales and property, plant and equipment, net, by geographic area for and as of the fiscal years ended June 30 were as follows:

	Fiscal Year	United States	Foreign	Total Company
Net sales	2024	\$ 5,956	\$ 1,137	\$ 7,093
	2023	6,237	1,152	7,389
	2022	5,951	1,156	7,107
Property, plant and equipment, net	2024	1,188	127	1,315
	2023	1,192	153	1,345

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RELATED PARTY
TRANSACTIONS

[Related Party Transactions \[Abstract\]](#)

RELATED PARTY
TRANSACTIONS

RELATED PARTY TRANSACTIONS

The Company holds various equity investments with ownership percentages of up to 50% in a number of consumer products businesses, which operate both within and outside the United States. The equity investments, presented in Other assets and accounted for under the equity method, were \$45 and \$43 as of the fiscal years ended June 30, 2024 and 2023, respectively. The Company has no ongoing capital commitments, loan requirements, guarantees or any other types of arrangements under the terms of its agreements that would require any future cash contributions or disbursements arising out of an equity investment.

Transactions with the Company's equity investees typically represent payments for contract manufacturing and purchases of raw materials. Payments to related parties, including equity investees, for such transactions during the fiscal years ended June 30, 2024, 2023 and 2022 were \$77, \$87 and \$117, respectively. Receipts from and ending accounts receivable and payable balances related to the Company's related parties were not significant during or as of the end of each of the fiscal years presented.

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SUBSEQUENT EVENT

[Subsequent Events \[Abstract\]](#)

SUBSEQUENT EVENT

SUBSEQUENT EVENTOn July 24, 2024, the Company entered into a definitive agreement to sell the Better Health VMS business. The transaction is expected to close in the first quarter of fiscal year 2025 and is expected to result in a loss on sale. The results of the Better Health VMS business are included within Corporate and Other in the fiscal year 2024 consolidated financial statements. The closing of the transaction is subject to customary closing conditions, including regulatory approval.

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Pay vs Performance
Disclosure - USD (\$) \$ in Millions

12 Months Ended
Jun. 30, 2024Jun. 30, 2023Jun. 30, 2022

Pay vs Performance Disclosure

Net Income (Loss) Attributable to Parent \$ 280 \$ 149 \$ 462

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Insider Trading
Arrangements

3
Months
Ended
Jun.
30,
2024
shares

12 Months Ended

Jun. 30, 2024
shares

Trading
Arrangements, by
Individual

Non-Rule 10b5-1
Arrangement Adopted

false

Rule 10b5-1
Arrangement
Terminated

false

Non-Rule 10b5-1
Arrangement
Terminated

false

Angela Hilt [Member]

Trading
Arrangements, by
Individual

Material Terms of
Trading Arrangement

On June 7, 2024, Angela Hilt, EVP - Chief Legal Officer, entered into a trading plan designed to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act. The plan provides for sales of up to 1,733 shares of the Company's common stock. The plan also provides for the sale of up to 25% of shares of restricted stock units and performance units vesting during the duration of the plan, excluding any shares withheld by the Company to satisfy income tax withholding remittance obligations. Ms. Hilt's plan begins on September 6, 2024 and ends June 6, 2025 or when all of the shares have been sold.

Name

Angela
Hilt

Title

EVP -
Chief
Legal

[Rule 10b5-1 Arrangement Adopted Adoption Date](#)
[Expiration Date](#)
[Arrangement Duration](#)
[Aggregate Available](#)
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Officer	
true	
June 7, 2024	
June 6, 2025	
273 days	
1,733	1,733
12 Months Ended	
Jun. 30, 2024	

[Insider Trading Policies and Procedures \[Line Items\]](#)

[Insider Trading Policies and Procedures Adopted](#)
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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Policies)	12 Months Ended
	Jun. 30, 2024

[Accounting Policies \[Abstract\]](#)

[Nature of Operations and Basis of Presentation](#)

Nature of Operations and Basis of Presentation

The Company is principally engaged in the production, marketing and sale of consumer products through mass retailers, grocery outlets, warehouse clubs, dollar stores, home hardware centers, drug, pet and military stores, third-party and owned e-commerce channels, and distributors. The consolidated financial statements include the statements of the Company and its wholly owned and controlled subsidiaries. All significant intercompany transactions and accounts were eliminated in consolidation.

[Use of Estimates](#)

Use of Estimates

The preparation of these consolidated financial statements in conformity with generally accepted accounting principles in the United States of America (U.S. GAAP) requires management to reach opinions as to estimates and assumptions that affect reported amounts and related disclosures. Specific areas requiring the application of management’s estimates and judgments include, among others, assumptions pertaining to accruals for consumer and trade promotion programs, future cash flows associated with impairment testing of goodwill and other long-lived assets, uncertain tax positions, tax valuation allowances, the valuation of the Venture Agreement terminal obligation, stock-based compensation, retirement income plans and legal, environmental and insurance matters. Actual results could materially differ from estimates and assumptions made.

[Cash, Cash Equivalents and Restricted Cash](#)

Cash, Cash Equivalents and Restricted Cash

Cash equivalents consist of highly liquid interest-bearing accounts, time deposits held by financial institutions and money market funds with an initial maturity at purchase of 90 days or less. The fair value of cash and cash equivalents approximates the carrying amount.

The Company’s cash position includes amounts held by foreign subsidiaries and, as a result, the repatriation of certain cash balances from some of the Company’s foreign subsidiaries could result in additional withholding tax costs in certain foreign jurisdictions. However, these cash balances are generally available without legal restriction to fund local business operations. In addition, a portion of the Company’s cash balance is held in U.S. dollars by foreign subsidiaries whose functional currency is their local currency. Such U.S. dollar balances are reported on the foreign subsidiaries’ books in their functional currency, and the impact on such balances from foreign currency exchange rate differences is recorded in Other (income) expense, net.

[Inventories](#)

Inventories

The Company values its inventories using both the First-In, First-Out (FIFO) and the Last-In, First-Out (LIFO) methods. The FIFO inventory is stated at the lower of cost or net realizable value, which includes any costs to sell or dispose. In addition, appropriate consideration is given to obsolescence, excessive inventory levels, product deterioration and other factors in evaluating net realizable value. The LIFO inventory is stated at the lower of cost or market.

Property, Plant and Equipment and Finite-Lived Intangible Assets

Property, plant and equipment and finite-lived intangible assets are stated at cost. Depreciation and amortization expense are primarily calculated by the straight-line method using the estimated useful lives or lives determined by reference to the related lease contract in the case of leasehold improvements. The table below provides estimated useful lives of property, plant and equipment by asset classification.

	Estimated Useful Lives
Buildings and leasehold improvements	5 - 40 years
Land improvements	10 - 30 years
Machinery and equipment	3 - 15 years
Computer equipment	3 - 5 years
Capitalized software costs	3 - 7 years

Finite-lived intangible assets are amortized over their estimated useful lives, which range from 7 to 30 years.

Property, plant and equipment and finite-lived intangible assets are reviewed for impairment whenever events or changes in circumstances occur that indicate that the carrying amount of an asset (or asset group) may not be fully recoverable. The risk of impairment is initially assessed based on an estimate of the undiscounted cash flows at the lowest level for which identifiable cash flows exist. Impairment occurs when the carrying value of the asset (or asset group) exceeds the estimated future undiscounted cash flows generated by the asset (or asset group). When impairment is indicated, an impairment charge is recorded for the difference between the carrying value of the asset (or asset group) and its estimated fair market value. Depending on the asset, estimated fair market value may be determined either by use of a discounted cash flow model or by reference to estimated selling values of assets in similar condition.

[Capitalization of Software Costs](#)

Capitalization of Software Costs

The Company capitalizes certain qualifying costs incurred in the acquisition and development of software for internal use, including the costs of the software, materials, consultants, interest and payroll and payroll-related costs for employees during the application development stage. Internal and external costs incurred during the preliminary project stage and post implementation-operation stage, mainly training and maintenance costs, are expensed as incurred. Once the application is substantially complete and ready for its intended use, qualifying costs are amortized on a straight-line basis over the software’s estimated useful life. Capitalized internal use software is included in Property, plant and equipment. Capitalized software as a service is included in Prepaid expenses and other current assets or Other assets and is amortized using the straight-line method over the term of the hosting arrangement which is typically no greater than 10 years.

Impairment Review of Goodwill and Indefinite-Lived Intangible Assets

The Company tests its goodwill, trademarks with indefinite lives and other indefinite-lived intangible assets annually for impairment in the fiscal fourth quarter unless there are indications during a different interim period that these assets may have become impaired.

With respect to goodwill, the Company has the option to first assess qualitative factors, such as the maturity and stability of the reporting unit, the magnitude of the excess fair value over carrying value from a previous period’s impairment testing, other reporting unit specific operating results, microeconomic and macroeconomic factors, as well as new events and circumstances impacting the operations at the reporting unit level. The Company operates through strategic business units (SBUs) that are organized into the Company’s operating segments. Reporting units for goodwill impairment testing purposes were identified as the Company’s individual operating segments. If the result of a qualitative test indicates that it is more likely than not that a reporting unit is impaired, a quantitative test is performed. In the quantitative test, the Company compares the estimated fair value of the reporting unit to its carrying value. If the estimated fair value of any reporting unit is less than its carrying value, an impairment charge is recorded for the difference between the carrying value and the fair value of the reporting unit.

To determine the fair value of a reporting unit as part of its quantitative test, the Company uses the discounted cash flow (DCF) method under the income approach, as it believes that this approach is the most reliable indicator of the fair value of its businesses and the fair value of its future earnings and cash flows. Under this approach, which requires significant judgments, the Company estimates the future cash flows of each reporting unit and discounts these cash flows at a rate of return that reflects their relative risk. The cash flows used in the DCF method are consistent with those the Company uses in its internal planning, which gives consideration to actual business trends experienced, and the broader business strategy for the long term. The other key estimates and factors used in the DCF method include, but are not limited to, net sales and expense growth rates,

commodity prices, foreign exchange rates, inflation and a terminal growth rate. Changes in such estimates or the application of alternative assumptions could produce different results.

For trademarks and other intangible assets with indefinite lives, the Company has the option to first assess qualitative factors, such as the maturity and stability of the trademark or other intangible asset, the magnitude of the excess fair value over carrying value from a previous period’s impairment testing, other specific operating results, as well as new events and circumstances impacting the significant inputs used to determine the fair value of the intangible asset. If the result of a qualitative test indicates that it is more likely than not that the asset is impaired, a quantitative test is performed. When a quantitative test is performed, the estimated fair value of an asset is compared to its carrying value. If the carrying value of such asset exceeds its estimated fair value, an impairment charge is recorded for the difference between the carrying value and the estimated fair value. The Company uses the DCF method under the relief from royalty income approach to estimate the fair value of its trademarks and other intangible assets with indefinite lives. This approach requires significant judgments in determining the royalty rates and the assets’ estimated cash flows, as well as the appropriate discount and foreign exchange rates applied to those cash flows to determine fair value. Changes in such estimates or the use of alternative assumptions could produce different results.

[Leases](#)

Leases

The Company determines whether an arrangement contains a lease at inception by determining if the contract conveys the right to control the use of identified property, plant or equipment for a period of time in exchange for consideration and other facts and circumstances. Right-of-use (ROU) assets represent the Company’s right to use an underlying asset for the lease term and lease liabilities represent the Company’s obligation to make lease payments arising from the lease. ROU assets are calculated based on the lease liability adjusted for any lease payments paid to the lessor at or before the commencement date and initial direct costs incurred by the Company and excludes any lease incentives received from the lessor. The Company reviews ROU assets for impairment consistent with the approach applied for its other long-lived assets. Lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. The lease term may include an option to extend or terminate the lease when it is reasonably certain that the Company will exercise that option as of the commencement date of the lease, and is reviewed in subsequent periods if a triggering event occurs. As the Company’s leases typically do not contain a readily determinable implicit rate, the Company determines the present value of the lease liability using its incremental borrowing rate at the lease commencement date based on the lease term and the currency of the lease on a collateralized basis. Variable lease payments are the portion of lease payments that are not fixed over the lease term. Variable lease payments are expensed as incurred, and include certain non-lease components, such as maintenance and other services provided by the lessor, and other charges included in the lease, as applicable. The Company elected to combine lease and non-lease components as a single lease component and to exclude short-term leases, defined as leases with an initial term of 12 months or less, from its consolidated balance sheet.

[Restructuring Liabilities](#)

Restructuring Liabilities

The Company incurs restructuring costs in connection with workforce reductions; consolidation or closure of a facility; sale or termination of a line of business; and other actions. Such costs include employee termination benefits (one-time arrangements and benefits attributable to prior service), termination of contractual obligations, noncash asset charges and other direct incremental costs.

The Company records employee termination liabilities once they are both probable and estimable for severance provided under the Company’s existing severance policy. Employee termination liabilities outside of the Company’s existing severance policy are recognized at the time relevant employees are notified, unless the employees will be retained to render service beyond a minimum retention period for transition purposes, in which case the liability is recognized ratably over the future service period. Other costs associated with a restructuring plan or exit or disposal activities, such as consulting and

professional fees, facility exit costs, employee relocation, outplacement costs, accelerated depreciation or asset impairments associated with a restructuring plan, are recognized in the period in which the liability is incurred or the asset is impaired.

[Stock-based Compensation](#)

Stock-based Compensation

The Company grants various nonqualified stock-based compensation awards to eligible employees, including stock options, restricted stock awards and performance shares.

For stock options, the Company estimates the fair value of each award on the date of grant using the Black-Scholes valuation model, which requires management to make estimates regarding expected option life, stock price volatility and other assumptions. Groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. The Company estimates stock option forfeitures based on historical data for each employee grouping. The total number of stock options expected to vest is adjusted by actual and estimated forfeitures. Changes to the actual and estimated forfeitures will result in a cumulative adjustment in the period of change. Compensation expense is recorded by amortizing the grant date fair values on a straight-line basis over the requisite service period, adjusted for estimated forfeitures.

For restricted stock awards, the fair value of each grant issued is estimated on the date of grant based on the current market price of the stock. Forfeitures are estimated based on historical data. The total number of restricted stock awards expected to vest is adjusted by actual and estimated forfeitures. Changes to the actual and estimated forfeitures will result in a cumulative adjustment in the period of change. Compensation expense is recorded by amortizing the grant date fair values on a straight-line basis over the requisite service period, adjusted for estimated forfeitures.

The Company's performance shares provide for the issuance of common stock to certain managerial staff and executive management if the Company achieves specified performance targets. The number of shares issued is dependent upon the achievement of specified performance targets. The performance period is three years and the payout determination is made at the end of the three-year performance period. Performance shares receive dividends earned during the vesting period upon vesting. The fair value of each grant issued is estimated on the date of grant based on the current market price of the stock. The total amount of compensation expense recognized reflects estimated forfeiture rates and management's assessment of the probability that performance goals will be achieved. A cumulative adjustment is recognized to compensation expense in the current period to reflect any changes in the probability of achievement of performance goals.

Cash flows resulting from tax deductions in excess of the cumulative compensation cost recognized for stock-based payment arrangements (excess tax benefits) are classified as operating cash inflows.

[Employee Benefits](#)

Employee Benefits

The Company accounts for its retirement income and retirement health care plans using actuarial methods. These methods use an attribution approach that generally spreads "plan events" over the service lives or expected lifetime (for frozen plans) of plan participants. Examples of plan events are plan amendments and changes in actuarial assumptions such as the expected return on plan assets, discount rate, rate of compensation increase and certain employee-related factors, such as retirement age and mortality. The principle underlying the attribution approach is that employees render service over their employment period on a relatively "smooth" basis and, therefore, the statements of earnings effects of retirement income and retirement health care plans are recognized in the same pattern. One of the principal assumptions used in the net periodic benefit cost calculation is the expected return on plan assets. The expected return on plan assets may result in recognized expense or income that differs from the actual returns of those plan assets in any given year. Over time, however, the goal is for the expected long-term returns to approximate the actual returns and, therefore, the expectation is that the pattern of income and expense recognition should closely match the pattern of the services provided by the participants. The Company uses a market-related value method for calculating plan assets for purposes of determining the amortization of actuarial gains and losses. The differences between actual and expected returns are recognized in the net periodic benefit cost calculation over the average remaining service period or expected lifetime (for frozen plans) of the plan participants using the corridor approach. Under this approach, only actuarial gains (losses) that exceed 5% of the greater of the projected benefit obligation or the market-related value of assets are amortized to the Company's net periodic benefit cost. In developing its expected return on plan assets, the Company considers the long-term actual returns relative to the mix of investments that comprise its plan assets and also develops estimates of future investment returns by considering external sources.

The Company recognizes an actuarial-based obligation at the onset of disability for certain benefits provided to individuals after employment, but before retirement, that includes medical, dental, vision, life and other benefits.

[Environmental Costs](#)

Environmental Costs

The Company is involved in certain environmental remediation and ongoing compliance activities. Accruals for environmental matters are recorded on a site-by-site basis when it is probable that a liability has been incurred and based upon a reasonable estimate of the liability. The Company's accruals reflect the anticipated participation of other potentially responsible parties in those instances where it is probable that such parties are legally responsible and financially capable of paying their respective shares of the relevant costs. These accruals are adjusted periodically as assessment and remediation efforts progress or as additional technical or legal information becomes available. Actual costs to be incurred at identified sites in future periods may vary from the estimates, given the inherent uncertainties in evaluating environmental conditions. The accrual for environmental matters is included in Accounts payable and accrued liabilities and Other liabilities in the Company's consolidated balance sheets on an undiscounted basis due to uncertainty regarding the timing of future payments.

Revenue Recognition

The Company's revenue is primarily generated from the sale of finished product to customers. Revenue is recognized at the point in time when performance obligations under the terms of customer contracts are satisfied, which is when ownership, risks and rewards transfer, and can be on the date of shipment or the date of receipt by the customer, depending upon the particular customer arrangement. Shipping and handling activities are accounted for as contract fulfillment costs and included within Cost of products sold. After the completion of the performance obligation, there is an unconditional right to consideration as outlined in the contract. A right is considered unconditional if nothing other than the passage of time is required before payment of that consideration is due. The Company typically collects its customer receivables within two months. All performance obligations under the terms of contracts with customers have an original duration of one year or less.

The Company has trade promotion programs, which primarily include shelf price reductions, in-store merchandising and consumer coupons. The costs of such activities, defined as variable consideration under Accounting Standards Codification 606, "Revenue from Contracts with Customers," are netted against sales and recorded when the related sales take place. Accruals for trade promotion programs are established based on the Company's best estimate of the amounts necessary to settle existing and future obligations for products sold as of the balance sheet date. Amounts accrued for trade promotions are based on various factors such as contractual terms and sales volumes, and also incorporate estimates that include customer participation rates, the rate at which customers will achieve program performance criteria, product availability and historical consumer redemption rates.

The Company provides an allowance for doubtful accounts based on its historical experience and ongoing assessment of its customers' credit risk and aging.

Cost of Products Sold

Cost of products sold represents the costs directly related to the manufacture and distribution of the Company's products and primarily includes raw materials, packaging, contract manufacturing fees, shipping and handling, warehousing, package design, depreciation, amortization, direct and indirect labor and operating costs for the Company's manufacturing and distribution facilities, including salary, benefit costs and incentive compensation, and royalties and other charges related to the Company's Glad Venture Agreement (See Note 11).

Costs associated with developing and designing new packaging, including design, artwork, films and labeling, are expensed as incurred and included within Cost of products sold.

[Selling and Administrative Expenses](#)

Selling and Administrative Expenses

Selling and administrative expenses represent costs incurred by the Company in generating revenues and managing the business and include market research, commissions and certain administrative expenses. Administrative expenses include salary, benefits, incentive compensation, professional fees and services and other operating costs (such as software and licensing costs) associated with the Company's non-manufacturing, non-research and development operations.

Advertising and Research and Development Costs

The Company expenses advertising and research and development costs in the period incurred.

[Income Taxes](#)

Income Taxes

The Company uses the asset and liability method to account for income taxes. Deferred tax assets and liabilities are recognized for the anticipated future tax consequences attributable to differences between financial statement amounts and their respective

tax basis. Management reviews the Company's deferred tax assets to determine whether their value can be realized based upon available evidence. A valuation allowance is established when management believes that it is more likely than not that some portion of its deferred tax assets will not be realized. Changes in valuation allowances from period to period are included in the Company's income tax provision in the period of change. In addition to valuation allowances, the Company provides for uncertain tax positions when such tax positions do not meet certain recognition thresholds or measurement standards. Amounts for uncertain tax positions are adjusted in quarters when new information becomes available or when positions are effectively settled.

Per U.S. GAAP, foreign withholding taxes are provided on unremitted foreign earnings that are not indefinitely reinvested at the time the earnings are generated. The Company regularly reviews and assesses whether there are any changes to its indefinite reinvestment assertion and determined that none of the undistributed earnings of its foreign subsidiaries are indefinitely reinvested. As a result, the Company is providing foreign withholding taxes on the undistributed earnings of all foreign subsidiaries where applicable.

The Company accounts for the tax on global intangible low-taxed income (GILTI) as a period cost.

[Foreign Currency Transactions and Translations](#)

Foreign Currency Transactions and Translation

Local currencies are the functional currencies for substantially all of the Company's foreign operations. When the transactional currency is different than the functional currency, transaction gains and losses are included as a component of Other (income) expense, net. In addition, certain assets and liabilities denominated in currencies other than a foreign subsidiary's functional currency are reported on the subsidiary's books in its functional currency, with the impact from exchange rate differences recorded in Other (income) expense, net. Assets and liabilities of foreign operations are translated into U.S. dollars using the exchange rates in effect at the balance sheet date, while income and expenses are translated at the respective average monthly exchange rates during the year.

Gains and losses on foreign currency translations are reported as a component of Other comprehensive (loss) income. The income tax effect of currency translation adjustments is recorded as a component of deferred taxes with an offset to Other comprehensive (loss) income where appropriate.

Effective July 1, 2018, under the requirements of U.S. GAAP, Argentina was designated as a highly inflationary economy, since it has experienced cumulative inflation of approximately 100 percent or more over a three-year period. As a result, beginning July 1, 2018, the U.S. dollar replaced the Argentine peso as the functional currency of the Company's subsidiaries in Argentina (collectively, "Clorox Argentina"). Consequently, gains and losses from non-U.S. dollar denominated monetary assets and liabilities for Clorox Argentina prior to divestment were recognized in Other (income) expense, net in the consolidated statements of earnings.

[Derivative Instruments](#)

Derivative Instruments

The Company's use of derivative instruments, principally exchange-traded futures and options contracts, and over-the counter swaps and forward contracts, is limited to non-trading purposes and is designed to partially manage exposure to changes in commodity prices, foreign currencies and interest rates. The Company's contracts are hedges for transactions with notional amounts and periods consistent with the related exposures and do not constitute investments independent of these exposures.

The changes in the fair value (i.e., gains or losses) of a derivative instrument are recorded as either assets or liabilities in the consolidated balance sheets with an offset to Net earnings or Other comprehensive (loss) income depending on whether, for accounting purposes, it has been designated and qualifies as an accounting hedge and, if so, on the type of hedging relationship. The criteria used to determine if hedge accounting treatment is appropriate are: (a) formal designation and documentation of the hedging relationship, the risk management objective and hedging strategy at hedge inception; (b) eligibility of hedged items, transactions and corresponding hedging instrument; and (c) effectiveness of the hedging relationship both at inception of the hedge and on an ongoing basis in achieving the hedging objectives. For those derivative instruments designated and qualifying as hedging instruments, the Company must designate the hedging instrument either as a fair value hedge or as a cash flow hedge. The Company designates its commodity futures, options and swaps contracts for forecasted purchases of raw materials, foreign currency forward contracts for forecasted purchases of inventory and interest rate contracts for forecasted interest payments as cash flow hedges. During the fiscal years ended June 30, 2024, 2023 and 2022, the Company had no hedging instruments designated as fair value hedges.

For derivative instruments designated and qualifying as cash flow hedges, gains or losses are reported as a component of Other comprehensive (loss) income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. From time to time, the Company may have contracts not designated as hedges for accounting purposes, for which it recognizes changes in the fair value in the consolidated statements of earnings in the current period. Cash flows from hedging activities are classified as operating activities in the consolidated statements of cash flows.

Recently Issued Accounting Standards

Recently Issued Accounting Standards Not Yet Adopted

In December 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures." These amendments primarily require enhanced disclosures and disaggregation of income tax information by jurisdiction in the annual income tax reconciliation and quantitative and qualitative disclosures regarding income taxes paid. These amendments are to be applied prospectively, with the option to apply the standard retrospectively, for annual periods beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact that the adoption of this guidance will have on the Company's disclosures.

In November 2023, the FASB issued ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." These amendments primarily require enhanced disclosures about significant segment expenses regularly provided to the chief operating decision maker and included within each reported measure of segment profit or loss. The ASU also requires all annual disclosures

currently required by Topic 280 to be included in interim periods. These amendments are to be applied retrospectively for all periods presented in the financial statements and are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the impact that the adoption of this guidance will have on the Company's disclosures.

Recently Adopted Accounting Standards

In September 2022, the FASB issued ASU No. 2022-04, "Liabilities - Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations." These amendments require disclosure of the key terms of outstanding supplier finance programs and a rollforward of the related obligations. These amendments are effective for fiscal years beginning after December 15, 2022, except for the amendment on rollforward information, which is effective for fiscal years beginning after December 15, 2023. The Company adopted the standard as of July 1, 2023. The adoption relates to disclosures only and does not have an impact on the consolidated financial statements, results of operations, or cash flows.

Fair Value of Financial Instruments

Fair Value of Financial Instruments

Financial assets and liabilities measured at fair value on a recurring basis in the consolidated balance sheets are required to be classified and disclosed in one of the following three categories of the fair value hierarchy:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs reflecting the reporting entity's own assumptions.

As of June 30, 2024 and 2023, the Company's financial assets and liabilities that were measured at fair value on a recurring basis during the period included derivative financial instruments, which were classified as either Level 1 or Level 2, and trust assets to fund the Company's nonqualified deferred compensation plans, which were classified as Level 1.

Segment Reporting

The Company operates through strategic business units (SBUs) that are organized into the Company's operating segments. Operating segments with shared economic and qualitative characteristics are aggregated into four reportable segments: Health and Wellness, Household, Lifestyle and International. Operating segments not aggregated into a reportable segment are reflected in Corporate and Other. The four reportable segments consist of the following:

- Health and Wellness consists of cleaning, disinfecting and professional products marketed and sold in the United States.
- Household consists of bags and wraps, cat litter and grilling products marketed and sold in the United States.
- Lifestyle consists of food, water-filtration and natural personal care products marketed and sold in the United States.
- International consists of products sold outside the United States. Products within this segment include laundry additives; home care products; bags and wraps; cat litter; water-filtration products; professional cleaning and disinfecting products; natural personal care products; food; grilling products and digestive health products marketed primarily under the Clorox, Glad, Poett, Brita, Burt's Bees, Pine-Sol, Ever Clean, Clorinda, Chux and Fresh Step Brands.

Corporate and Other includes certain non-allocated administrative costs, various other non-operating income and expenses, as well as the results of the Better Health VMS business. Assets in Corporate and Other include cash and cash equivalents, prepaid expenses and other current assets, property and equipment, operating lease right-of-use assets, other long-term assets and deferred taxes, as well as the assets related to the Better Health VMS business.

The principle measure of segment profitability used by management is segment adjusted earnings (losses) before interest and income taxes (segment adjusted EBIT). Segment adjusted EBIT is defined as earnings (losses) before income taxes excluding

interest income, interest expense and other significant items that are nonrecurring or unusual (such as the pension settlement charge, incremental costs, net of insurance recoveries, relating to the cyberattack, asset impairments, charges related to the streamlined operating model, charges related to the digital capabilities and productivity enhancements investment, significant losses/(gains) related to acquisitions / divestitures and other nonrecurring or unusual items impacting comparability).

Management uses this measure to assess the operating results and performance of its segments, perform analytical comparisons, identify strategies to improve performance and allocate resources to each segment as it removes the impact of the items that management believes do not directly reflect the performance of each segment's underlying operations.

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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Tables)

12 Months Ended

Jun. 30, 2024

Accounting Policies [Abstract] Schedule of Estimated Useful Lives of Property, Plant and Equipment

The table below provides estimated useful lives of property, plant and equipment by asset classification.

	Estimated Useful Lives
Buildings and leasehold improvements	5 - 40 years
Land improvements	10 - 30 years
Machinery and equipment	3 - 15 years
Computer equipment	3 - 5 years
Capitalized software costs	3 - 7 years

The components of property, plant and equipment, net, consisted of the following as of June 30:

	2024	2023
Land and improvements	\$ 174	\$ 168
Buildings	816	810
Machinery and equipment	2,398	2,355
Capitalized software costs	413	400
Computer equipment	137	131
Construction in progress	198	186
Total	4,136	4,050
Less: Accumulated depreciation and amortization	(2,821)	(2,705)
Property, plant and equipment, net	\$ 1,315	\$ 1,345

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DIVESTITURE OF ARGENTINA BUSINESS (Tables)

12 Months Ended

Jun. 30, 2024

Discontinued Operations and Disposal Groups [Abstract] Summary of Net Assets Divested and Net Sales of Divested Business

The major classes of assets and liabilities of the Argentina business divested as of March 20, 2024 were as follows:

	Divestiture
Working capital, net	\$ 31
Property, plant and equipment, net	18
Goodwill ⁽¹⁾	16
Other assets	3
Other liabilities	(3)
Net assets divested	\$ 65

⁽¹⁾ Goodwill corresponding to the International reportable segment.

The following table presents net sales of the Argentina business, which includes the financial results up to March 20, 2024, the date of sale, for fiscal years ended:

	2024	2023
Net sales	\$ 123	\$ 172

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CYBERATTACK (Tables)

12 Months Ended

Jun. 30, 2024

Unusual or Infrequent Items, or Both [Abstract]

Schedule of Recognition of Costs, Net of Insurance Recoveries

The following table summarizes the recognition of costs, net of insurance recoveries, as reflected in the consolidated statements of earnings and comprehensive income for the fiscal year ended June 30:

	2024
Costs of products sold	\$ 17
Selling and administrative expenses	12
Total	\$ 29

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RESTRUCTURING AND RELATED COSTS (Tables)

12 Months Ended

Jun. 30, 2024

Restructuring and Related Activities [Abstract]

Schedule of Total Restructuring and Related Implementation Costs, Net

The total restructuring and related implementation costs, net associated with the Company's streamlined operating model plan as reflected in the consolidated statements of earnings and comprehensive income for the fiscal years ended June 30 were:

	2024	2023
Costs of products sold	\$ —	\$ (3)
Selling and administrative expenses	16	12
Research and development	—	(1)
Other (income) expense, net:		
Employee-related costs	10	52
Asset impairments	6	—
Total Other (income) expense, net:	16	52
Total, net	\$ 32	\$ 60

The following table reconciles the accrual for the streamlined operating model restructuring and related implementation costs discussed above, which are recorded within Accounts payable and accrued liabilities in the consolidated balance sheets as follows for the fiscal years ended June 30:

	Employee-Related Costs	Other	Total
Accrual Balance as of June 30, 2023	\$ 23	\$ 5	\$ 28
Charges	10	19	29
Cash payments	(25)	(13)	(38)
Accrual Balance as of June 30, 2024	\$ 8	\$ 11	\$ 19

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INVENTORIES, NET
(Tables)12 Months Ended
Jun. 30, 2024

Inventory Disclosure [Abstract]
Schedule of Inventories

Inventories, net consisted of the following as of June 30:

	2024	2023
Finished goods	\$ 556	\$ 595
Raw materials and packaging	172	182
Work in process	9	8
LIFO allowances	(98)	(87)
Total inventories, net	639	698
Non-current inventories, net ⁽¹⁾	2	2
Total current inventories, net	\$ 637	\$ 696

⁽¹⁾ Non-current inventories, net is recorded in Other assets.

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PROPERTY, PLANT
AND EQUIPMENT,
NET (Tables)12 Months Ended
Jun. 30, 2024

Property, Plant and Equipment,
Net [Abstract]
Schedule of Components of Property,
Plant and Equipment, Net

The table below provides estimated useful lives of property, plant and equipment by asset classification.

	Estimated Useful Lives
Buildings and leasehold improvements	5 - 40 years
Land improvements	10 - 30 years
Machinery and equipment	3 - 15 years
Computer equipment	3 - 5 years
Capitalized software costs	3 - 7 years

The components of property, plant and equipment, net, consisted of the following as of June 30:

	2024	2023
Land and improvements	\$ 174	\$ 168
Buildings	816	810
Machinery and equipment	2,398	2,355
Capitalized software costs	413	400
Computer equipment	137	131
Construction in progress	198	186
Total	4,136	4,050
Less: Accumulated depreciation and amortization	(2,821)	(2,705)
Property, plant and equipment, net	\$ 1,315	\$ 1,345

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GOODWILL,
TRADEMARKS AND
OTHER INTANGIBLE
ASSETS (Tables)12 Months Ended
Jun. 30, 2024

Goodwill and Intangible Assets Disclosure
[Abstract]
Schedule of Changes in Carrying Amount of
Goodwill

The changes in the carrying amount of goodwill by reportable segment and Corporate and Other for the fiscal years ended June 30, 2024 and 2023 were as follows:

	Goodwill							
	Health and Wellness	Household	Lifestyle	International	Corporate and Other ⁽¹⁾	Total		
Balance as of June 30, 2022	\$ 323	\$ 85	\$ 244	\$ 600	\$ 306	\$ 1,558		
Goodwill impairment	—	—	—	—	(306)	(306)		
Balance as of June 30, 2023	\$ 323	\$ 85	\$ 244	\$ 600	\$ —	\$ 1,252		
Divestiture ⁽²⁾	—	—	—	(16)	—	(16)		
Effect of foreign currency translation	—	—	—	(8)	—	(8)		
Balance as of June 30, 2024	\$ 323	\$ 85	\$ 244	\$ 576	\$ —	\$ 1,228		

⁽¹⁾ Reflects goodwill related to the Better Health VMS reporting unit, which was previously included within the Health and Wellness reportable segment prior to the segment changes effective in the fourth quarter of fiscal year 2023.

⁽²⁾Reflects goodwill related to the divestiture of the Argentina business. See Note 2 for additional information.

The changes in the carrying amount of trademarks and other intangible assets for the fiscal years ended June 30, 2024 and 2023 were as follows:

	As of June 30, 2024			As of June 30, 2023		
	Gross carrying amount	Accumulated amortization / Impairments	Net carrying amount	Gross carrying amount	Accumulated amortization / Impairments	Net carrying amount
Trademarks with indefinite lives	\$ 493	\$ —	\$ 493	\$ 494	\$ —	\$ 494
Trademarks with finite lives ⁽¹⁾	83	38	45	89	40	49
Other intangible assets with finite lives	578	435	143	579	410	169
Total	\$ 1,154	\$ 473	\$ 681	\$ 1,162	\$ 450	\$ 712

⁽¹⁾ As of June 30, 2023 reflects changes to the useful lives of certain Better Health VMS and International Indefinite-lived trademarks to finite-lived effective April 1, 2023.

Schedule of Pre-Tax, Noncash Impairment Charges

Based on the outcome of these assessments, the following pre-tax, noncash impairment charges were recorded during fiscal year 2023:

	Impairment Charges		
	Better Health VMS reporting unit	International reporting unit	Total
Goodwill	\$ 306	\$ —	\$ 306
Trademarks, net	127	12	139
Total	\$ 433	\$ 12	\$ 445

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ACCOUNTS PAYABLE
AND ACCRUED
LIABILITIES (Tables)12 Months Ended
Jun. 30, 2024

Accounts Payable and Accrued Liabilities, Current [Abstract]
Schedule of Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities consisted of the following as of June 30:

	2024	2023
Accounts payable	\$ 950	\$ 1,021
Compensation and employee benefit costs	190	262
Trade and sales promotion costs	156	157
Dividends	25	23
Other	165	196
Total	\$ 1,486	\$ 1,659

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DEBT (Tables)12 Months Ended
Jun. 30, 2024

Debt Disclosure [Abstract]
Schedule of Long-Term Debt

	2024	2023
Long-term debt, carried at face value net of unamortized discounts, premiums and debt issuance costs, included the following as of June 30:		
Senior unsecured notes and debentures:		
3.10%, \$400 due October 2027	\$ 399	\$ 398
3.90%, \$500 due May 2028	498	497
4.40%, \$500 due May 2029	495	495
1.80%, \$500 due May 2030	495	494
4.60%, \$600 due May 2032	594	593
Total	2,481	2,477
Less: Current maturities of long-term debt	—	—
Long-term debt	\$ 2,481	\$ 2,477

Schedule of Borrowing Capacity Under Revolving Credit Agreements and Other Financing Arrangements

	2024	2023
The Company's borrowing capacity under the revolving credit agreements and other financing arrangements as of June 30 was as follows:		
Revolving credit facility	\$ 1,200	\$ 1,200
Foreign and other credit lines	34	35
Total	\$ 1,234	\$ 1,235

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OTHER LIABILITIES
(Tables)

Other Liabilities Disclosure [Abstract]
Schedule of Other Liabilities

	2024	2023
Other liabilities consisted of the following as of June 30:		
Venture Agreement terminal obligation, net	\$ 510	\$ 495
Employee benefit obligations	263	259
Taxes	25	19
Environmental liabilities	24	24
Other	26	28
Total	\$ 848	\$ 825

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FINANCIAL
INSTRUMENTS AND
FAIR VALUE
MEASUREMENTS
(Tables)

FINANCIAL INSTRUMENTS AND FAIR VALUE
MEASUREMENTS [Abstract]
Schedule of Effects of Derivative Instruments Designated as
Hedging Instruments on OCI

12 Months Ended
Jun. 30, 2024

12 Months Ended
Jun. 30, 2024

	Gains (losses) recognized in Other comprehensive (loss) income		
	2024	2023	2022
Commodity purchase derivative contracts	\$ (8)	\$ (6)	\$ 17
Foreign exchange derivative contracts	—	—	1
Interest rate derivative contracts	—	—	89
Total	\$ (8)	\$ (6)	\$ 107

Schedule of Effects of Derivative Instruments Designated as
Hedging Instruments on Net Earnings

	Location of gains (losses) reclassified from Accumulated other comprehensive net (loss) income into Net earnings	Gains (losses) reclassified from Accumulated other comprehensive net (loss) income and recognized in Net earnings		
		2024	2023	2022
Commodity purchase derivative contracts	Cost of products sold	\$ (6)	\$ 5	\$ 23
Foreign exchange derivative contracts	Cost of products sold	—	1	—
Interest rate derivative contracts	Interest expense	13	13	(9)
Total		\$ 7	\$ 19	\$ 14

Schedule of Balance Sheet Classification and Fair Values of
Derivative Instruments and Fair Values of Other Assets and
Liabilities

	Balance Sheet Classification	Fair Value Hierarchy Level	2024		2023	
			Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Assets						
Commodity purchase options contracts	Prepaid expenses and other current assets	1	\$ —	\$ —	\$ 2	\$ 2
Commodity purchase swaps contracts	Prepaid expenses and other current assets	2	1	1	—	—
Foreign exchange forward contracts	Prepaid expenses and other current assets	2	—	—	—	—
			\$ 1	\$ 1	\$ 2	\$ 2
Liabilities						
Commodity purchase futures contracts	Accounts payable and accrued liabilities	1	\$ 2	\$ 2	\$ —	\$ —
Commodity purchase swaps contracts	Accounts payable and accrued liabilities	2	—	—	1	1
			\$ 2	\$ 2	\$ 1	\$ 1

The following table provides information about the balance sheet classification and the fair values of the Company's other assets and liabilities for which disclosure of fair value is required:

	Balance sheet classification	Fair value hierarchy level	2024		2023	
			Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Assets						
Interest-bearing investments, including money market funds	Cash and cash equivalents ⁽¹⁾	1	\$ 95	\$ 95	\$ 243	\$ 243
Time deposits	Cash and cash equivalents ⁽¹⁾	2	9	9	9	9
Trust assets for nonqualified deferred compensation plans	Other assets	1	154	154	129	129
			\$ 258	\$ 258	\$ 381	\$ 381
Liabilities						
Notes and loans payable	Notes and loans payable ⁽²⁾	2	\$ 4	\$ 4	\$ 50	\$ 50
Long-term debt	Long-term debt ⁽³⁾	2	2,481	2,341	2,477	2,327
			\$ 2,485	\$ 2,345	\$ 2,527	\$ 2,377

⁽¹⁾ Cash and cash equivalents are composed of time deposits and other interest-bearing investments, including money market funds with original maturity dates of 90 days or less. Cash and cash equivalents are recorded at cost, which approximates fair value.

⁽²⁾ Notes and loans payable are composed of outstanding U.S. commercial paper balances and/or amounts drawn on the Company's credit agreements, all of which are recorded at cost, which approximates fair value.

⁽³⁾ Long-term debt is recorded at cost. The fair value of Long-term debt was determined using secondary market prices quoted by corporate bond dealers, and is classified as Level 2.

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OTHER
CONTINGENCIES,
GUARANTEES AND
COMMITMENTS
(Tables)

Commitments and Contingencies Disclosure [Abstract]
Schedule of Purchase Obligations

	12 Months Ended Jun. 30, 2024
As of June 30, 2024, the Company's purchase obligations by purchase date were approximately as follows:	
Year	Purchase Obligations
2025	\$ 181
2026	128
2027	81
2028	43
2029	27
Thereafter	45
Total	\$ 505

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LEASES (Tables)

Leases [Abstract]
Schedule of Supplemental Balance Sheet Information

12 Months Ended
Jun. 30, 2024

Supplemental balance sheet information related to the Company's leases as of June 30 was as follows:

	Balance sheet classification	2024	2023
Operating leases			
Right-of-use assets	Operating lease right-of-use assets	\$ 360	\$ 346
Current lease liabilities	Current operating lease liabilities	\$ 84	\$ 87
Non-current lease liabilities	Long-term operating lease liabilities	334	310
Total operating lease liabilities		\$ 418	\$ 397
Finance leases			
Right-of-use assets	Other assets	\$ 33	\$ 29
Current lease liabilities	Accounts payable and accrued liabilities	\$ 13	\$ 9
Non-current lease liabilities	Other liabilities	21	21
Total finance lease liabilities		\$ 34	\$ 30

Components of lease cost were as follows for the fiscal years ended June 30:

	2024	2023
Operating lease cost	\$ 97	\$ 89
Finance lease cost:		
Amortization of right-of-use assets	\$ 11	\$ 9
Interest on lease liabilities	1	1
Total finance lease cost	\$ 12	\$ 10
Variable lease cost	\$ 94	\$ 87
Short term lease cost	\$ 3	\$ 4

Supplemental cash flow information and noncash activity related to the Company's leases were as follows during fiscal years ended June 30:

	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases, net	\$ 97	\$ 88
Operating cash flows from finance leases	1	1
Financing cash flows from finance leases	11	8
Right-of-use assets obtained in exchange for lease obligations:		
Operating leases	\$ 113	\$ 84
Finance leases	17	21

Weighted-average remaining lease term and discount rate for the Company's leases were as follows as of fiscal year ended June 30:

	2024
Weighted-average remaining lease term:	
Operating leases	5 years
Finance leases	3 years
Weighted-average discount rate:	
Operating leases	3.6 %
Finance leases	5.1 %

Maturities of lease liabilities by fiscal year for the Company's leases as of June 30, 2024 were as follows:

Year	Operating leases	Finance leases
2025	\$ 97	\$ 14
2026	94	12
2027	84	7
2028	69	2
2029	56	1
Thereafter	61	—
Total lease payments	\$ 461	\$ 36
Less: Imputed interest	43	2
Total lease liabilities	\$ 418	\$ 34

Maturities of lease liabilities by fiscal year for the Company's leases as of June 30, 2024 were as follows:

Year	Operating leases	Finance leases
2025	\$ 97	\$ 14
2026	94	12
2027	84	7
2028	69	2
2029	56	1
Thereafter	61	—
Total lease payments	\$ 461	\$ 36
Less: Imputed interest	43	2
Total lease liabilities	\$ 418	\$ 34

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STOCKHOLDERS' EQUITY (Tables)

[Stockholders' Equity Note \[Abstract\]](#)
[Schedule of Dividends Per Share Paid to Stockholders](#)

[Schedule of Changes in Accumulated Other Comprehensive Net \(Loss\) Income](#)

12 Months Ended Jun. 30, 2024

Dividends per share paid to Clorox stockholders during the fiscal years ended June 30 were as follows:

	2024	2023	2022
Dividends per share paid	\$ 4.80	\$ 4.72	\$ 4.64

Changes in Accumulated other comprehensive net (loss) income attributable to Clorox by component were as follows for the fiscal years ended June 30:

	Foreign currency translation adjustments	Net unrealized gains (losses) on derivatives	Pension and postretirement benefit adjustments	Accumulated other comprehensive net (loss) income
Balance June 30, 2021	\$ (403)	\$ 21	\$ (164)	\$ (546)
Other comprehensive (loss) income before reclassifications	(45)	107	1	63
Amounts reclassified from Accumulated other comprehensive net (loss) income	—	(14)	15	1
Income tax benefit (expense)	—	7	(4)	3
Net current period other comprehensive (loss) income	(45)	100	12	67
Balance June 30, 2022	(448)	121	(152)	(479)
Other comprehensive (loss) income before reclassifications	1	(6)	1	(4)
Amounts reclassified from Accumulated other comprehensive net (loss) income	—	(19)	6	(13)
Income tax benefit (expense)	2	3	(2)	3
Net current period other comprehensive (loss) income	3	(22)	5	(14)
Balance June 30, 2023	(445)	99	(147)	(493)
Other comprehensive (loss) income before reclassifications	(16)	(8)	17	(7)
Amounts reclassified from Accumulated other comprehensive net (loss) income ^{(1) (2)}	223	(7)	174	390
Income tax benefit (expense)	(1)	1	(45)	(45)
Net current period other comprehensive (loss) income	206	(14)	146	338
Balance June 30, 2024	\$ (239)	\$ 85	\$ (1)	\$ (155)

⁽¹⁾ Includes the release of currency translation adjustment from the Argentina business divestiture. See Note 2 for additional details.

⁽²⁾ Includes recognition of pension settlement charge reclassified into Net earnings (losses). See Note 20 for additional details

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NET EARNINGS PER SHARE (EPS) (Tables)

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

[Schedule of Weighted Average Number of Shares Outstanding](#)

The following is the reconciliation of the weighted average number of shares outstanding (in thousands) used to calculate basic net EPS to those used to calculate diluted net EPS for the fiscal years ended June 30:

	2024	2023	2022
Basic	124,174	123,589	123,113
Dilutive effect of stock options and other	630	592	793
Diluted	124,804	124,181	123,906
Antidilutive stock options and other	2,704	1,444	2,448

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STOCK-BASED

12 Months Ended

**COMPENSATION
PLANS (Tables)**
[Share-Based Payment Arrangement,
Noncash Expense \[Abstract\]](#)
[Schedule of Compensation Cost and
Related Income Tax Benefit](#)

Jun. 30, 2024

Compensation cost and the related income tax benefit recognized for stock-based compensation plans were classified as indicated below for the fiscal years ended June 30:

	2024		2023		2022	
Cost of products sold	\$	7	\$	7	\$	6
Selling and administrative expenses		63		61		42
Research and development costs		4		5		4
Total compensation costs	\$	74	\$	73	\$	52
Related income tax benefit	\$	18	\$	17	\$	12

[Schedule of Fair Value of each Stock
Option Award Granted](#)

The fair value of each stock option award granted during fiscal years 2023 and 2022 was estimated on the date of grant using the Black-Scholes valuation model and assumptions noted in the following table:

	2023	2022
Expected life	5.3 years	5.4 years
Weighted-average expected life	5.3 years	5.4 years
Expected volatility	24.2%	21.7% to 25.0%
Weighted-average volatility	24.2%	21.8%
Risk-free interest rate	3.7%	0.9% to 2.1%
Weighted-average risk-free interest rate	3.7%	0.9%
Dividend yield	3.4%	2.9% to 3.7%
Weighted-average dividend yield	3.4%	2.9%

[Schedule of Stock Option Activity](#)

Details of the Company's stock option activities are summarized below:

	Number of Shares (In thousands)	Weighted- Average Exercise Price per Share	Average Remaining Contractual Life	Aggregate Intrinsic Value
Options outstanding as of June 30, 2023	4,075	\$ 147	5 years	\$ 69
Granted	—			
Exercised	(234)	104		
Canceled	(51)	170		
Options outstanding as of June 30, 2024	3,790	\$ 150	4 years	\$ 16
Options vested as of June 30, 2024	3,052	\$ 148	4 years	\$ 16

[Schedule of Restricted Stock Awards](#)

A summary of the status of the Company's restricted stock awards is presented below:

	Number of Shares (In thousands)	Weighted-Average Grant Date Fair Value per Share
Restricted stock awards as of June 30, 2023	544	\$ 155
Granted	405	139
Vested	(173)	162
Forfeited	(55)	142
Restricted stock awards as of June 30, 2024	721	\$ 145

[Schedule of Performance Share Awards](#)

A summary of the status of the Company's performance share awards is presented below:

	Number of Shares (In thousands)	Weighted-Average Grant Date Fair Value per Share
Performance share awards as of June 30, 2023	368	\$ 158
Granted	176	\$ 140
Distributed	(39)	\$ 189
Forfeited	(22)	\$ 177
Performance share awards as of June 30, 2024	483	\$ 148
Performance shares vested and deferred as of June 30, 2024	83	\$ 164

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**OTHER (INCOME)
EXPENSE, NET
(Tables)**

**12 Months Ended
Jun. 30, 2024**

[Other Income and Expenses \[Abstract\]](#)
[Schedule of Major Components of Other \(Income\) Expense,
Net](#)

The major components of Other (income) expense, net, for the fiscal years ended June 30 were:

	2024	2023	2022
Amortization of trademarks and other intangible assets	\$ 29	\$ 30	\$ 31
Trust investment (gains) losses, net	(20)	(14)	21
Net periodic benefit cost	14	16	16
Foreign exchange transaction (gains) losses, net ⁽¹⁾	25	13	3
Income from equity investees	(5)	(4)	(6)
Interest income	(23)	(16)	(5)
Restructuring costs ⁽²⁾	16	52	—
Gain on sale-leaseback transaction	(16)	—	(14)
Other	4	3	(9)
Total	\$ 24	\$ 80	\$ 37

⁽¹⁾ Foreign exchange losses are primarily related to the Company's operations in Argentina, prior to the divestiture.

⁽²⁾ Restructuring costs related to the Company's streamlined operating model plan (see Note 5).

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**INCOME TAXES
(Tables)**

**12 Months Ended
Jun. 30, 2024**

[Income Tax Disclosure \[Abstract\]](#)
[Schedule of Provision for Income Taxes](#)

The provision for income taxes, by tax jurisdiction, consisted of the following for the fiscal years ended June 30:

	2024	2023	2022
Current			
Federal	\$ 132	\$ 153	\$ 71
State	18	33	17
Foreign	56	40	43
Total current	\$ 206	\$ 226	\$ 131
Deferred			
Federal	\$ (99)	\$ (120)	\$ 6
State	(5)	(28)	(2)
Foreign	4	(1)	1
Total deferred	(100)	(149)	5
Total	\$ 106	\$ 77	\$ 136

[Schedule of Components of Earnings Before Income
Taxes](#)

The components of Earnings before income taxes, by tax jurisdiction, consisted of the following for the fiscal years ended June 30:

	2024	2023	2022
United States	\$ 311	\$ 154	\$ 483
Foreign	87	84	124
Total	\$ 398	\$ 238	\$ 607

[Schedule of Reconciliation of Effective Tax Rate](#)

A reconciliation of the statutory federal income tax rate to the Company's effective tax rate on operations follows for the fiscal years ended June 30:

	2024	2023	2022
Statutory federal tax rate	21.0 %	21.0 %	21.0 %
State taxes (net of federal tax benefits)	2.5	1.6	1.9
Foreign tax rate differential	7.7	8.6	3.1
Federal excess tax benefits	(0.3)	(1.8)	(0.9)
Net U.S. tax on foreign income	(5.2)	(2.3)	(1.7)
Loss on divestiture	10.5	—	—
International legal entity reorganization	(6.1)	—	—
VMS goodwill impairment	—	8.6	—
Federal research and development credits	(1.2)	(2.7)	(0.8)
Other differences	(2.4)	(0.6)	(0.2)
Effective tax rate	26.5 %	32.4 %	22.4 %

[Schedule of Components of Net Deferred Tax Assets
\(Liabilities\)](#)

The components of net deferred tax assets (liabilities) as of June 30 are shown below:

	2024	2023
Deferred tax assets		
Compensation and benefit programs	\$ 109	\$ 123
Loss and tax credit carryforwards	153	94
Operating and finance lease liabilities	111	104
Accruals and reserves	33	46
Capitalized research and development	43	34
Inventory costs	29	32
Other	33	34
Subtotal	511	467
Valuation allowance	(115)	(59)
Total deferred tax assets	\$ 396	\$ 408
Deferred tax liabilities		
Property, plant and equipment and intangible assets	\$ (84)	\$ (157)
Lease right-of-use assets	(100)	(96)
Other	(36)	(36)
Total deferred tax liabilities	(220)	(289)
Net deferred tax assets (liabilities)	\$ 176	\$ 119

The net deferred tax assets and liabilities included in the consolidated balance sheet at June 30 were as follows:

Net deferred tax assets ⁽¹⁾	\$ 198	\$ 147
Net deferred tax liabilities	(22)	(28)
Net deferred tax assets (liabilities)	\$ 176	\$ 119

⁽¹⁾ Net deferred tax assets are recorded in Other assets.

Changes in the valuation allowance on deferred tax assets were as follows for the years ended June 30:

	2024	2023	2022
Valuation allowance at beginning of year	\$ (59)	\$ (52)	\$ (42)
Net increase/(decrease) for U.S. capital loss carryforwards	(46)	—	—
Net decrease/(increase) for other foreign deferred tax assets	(2)	(1)	(1)
Net decrease/(increase) for foreign and U.S. net operating loss carryforwards and tax credits	(8)	(6)	(9)
Valuation allowance at end of year	\$ (115)	\$ (59)	\$ (52)

The Company's carryforwards for capital losses, net operating losses, and tax credits, with related valuation allowances were as follows as of June 30:

	2024			
	Carryforwards	Valuation Allowances	Net Carryforwards	Fiscal Year Expiring
Capital losses in U.S. jurisdictions	46	(46)	—	2029
Net operating losses				
U.S. jurisdictions	6	(5)	1	2030 - 2042
U.S. jurisdictions (with no expiration)	9	(8)	1	N/A
Foreign jurisdictions	18	(16)	2	2025 - 2044
Foreign jurisdictions (with no expiration)	8	—	8	N/A
Total net operating losses	41	(29)	12	
Income tax credits				
U.S. jurisdictions	30	—	30	2025 - 2034
U.S. jurisdictions (with no expiration)	2	—	2	N/A
Foreign jurisdictions	30	(30)	—	2026
Foreign jurisdictions (with no expiration)	4	(3)	1	N/A
Total income tax credits	66	(33)	33	
Total carryforwards	\$ 153	\$ (108)	\$ 45	

	2023			
	Carryforwards	Valuation Allowances	Net Carryforwards	Fiscal Year Expiring
Capital losses in U.S. jurisdictions	—	—	—	N/A
Net operating losses				
U.S. jurisdictions	4	(4)	—	2030 - 2042
U.S. jurisdictions (with no expiration)	6	(5)	1	N/A
Foreign jurisdictions	21	(16)	5	2024 - 2040
Foreign jurisdictions (with no expiration)	9	(1)	8	N/A
Total net operating losses	40	(26)	14	
Income tax credits				
U.S. jurisdictions	23	—	23	2024 - 2033
U.S. jurisdictions (with no expiration)	2	—	2	N/A
Foreign jurisdictions (with no expiration)	29	(28)	1	N/A
Total income tax credits	54	(28)	26	
Total carryforwards	\$ 94	\$ (54)	\$ 40	

The Company's carryforwards for capital losses, net operating losses, and tax credits, with related valuation allowances were as follows as of June 30:

	2024			
	Carryforwards	Valuation Allowances	Net Carryforwards	Fiscal Year Expiring
Capital losses in U.S. jurisdictions	46	(46)	—	2029
Net operating losses				
U.S. jurisdictions	6	(5)	1	2030 - 2042
U.S. jurisdictions (with no expiration)	9	(8)	1	N/A
Foreign jurisdictions	18	(16)	2	2025 - 2044
Foreign jurisdictions (with no expiration)	8	—	8	N/A
Total net operating losses	41	(29)	12	
Income tax credits				
U.S. jurisdictions	30	—	30	2025 - 2034
U.S. jurisdictions (with no expiration)	2	—	2	N/A
Foreign jurisdictions	30	(30)	—	2026
Foreign jurisdictions (with no expiration)	4	(3)	1	N/A
Total income tax credits	66	(33)	33	
Total carryforwards	\$ 153	\$ (108)	\$ 45	

	2023			
	Carryforwards	Valuation Allowances	Net Carryforwards	Fiscal Year Expiring
Capital losses in U.S. jurisdictions	—	—	—	N/A
Net operating losses				
U.S. jurisdictions	4	(4)	—	2030 - 2042
U.S. jurisdictions (with no expiration)	6	(5)	1	N/A
Foreign jurisdictions	21	(16)	5	2024 - 2040
Foreign jurisdictions (with no expiration)	9	(1)	8	N/A
Total net operating losses	40	(26)	14	
Income tax credits				
U.S. jurisdictions	23	—	23	2024 - 2033
U.S. jurisdictions (with no expiration)	2	—	2	N/A
Foreign jurisdictions (with no expiration)	29	(28)	1	N/A
Total income tax credits	54	(28)	26	
Total carryforwards	\$ 94	\$ (54)	\$ 40	

[Summary of Changes in Valuation Allowance](#)

[Summary of Tax Credit Carryforwards](#)

[Summary of Operating Loss Carryforwards](#)

Schedule of Reconciliation of Gross Unrecognized Tax Benefits

The following is a reconciliation of the beginning and ending amounts of the Company's gross unrecognized tax benefits:

	2024		2023		2022	
Unrecognized tax benefits at beginning of year	\$	17	\$	17	\$	21
Gross increases - tax positions in prior periods		—		1		—
Gross decreases - tax positions in prior periods		(4)		(3)		(7)
Gross increases - current period tax positions		9		2		4
Gross decreases - current period tax positions		—		—		—
Lapse of applicable statute of limitations		—		—		(1)
Settlements		—		—		—
Unrecognized tax benefits at end of year	\$	22	\$	17	\$	17

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EMPLOYEE BENEFIT PLANS (Tables)

Retirement Benefits [Abstract]

Schedule of Retirement Income and Retirement Health Care Plans

12 Months Ended Jun. 30, 2024

Summarized information for the Company's retirement income and retirement health care plans as of and for the fiscal years ended June 30 is as follows:

	Retirement Income		Retirement Health Care	
	2024	2023	2024	2023
Change in benefit obligations:				
Benefit obligation as of beginning of year	\$ 476	\$ 513	\$ 26	\$ 28
Service cost	1	1	—	—
Interest cost	12	18	1	1
Actuarial loss (gain)	(26)	(11)	(2)	(1)
Plan amendments	—	—	(4)	—
Plan settlement	(312)	—	—	—
Benefits paid	(26)	(45)	(2)	(2)
Translation and other adjustments	(2)	—	—	—
Benefit obligation as of end of year	\$ 123	\$ 476	\$ 19	\$ 26
Change in plan assets:				
Fair value of assets as of beginning of year	\$ 381	\$ 412	\$ —	\$ —
Actual return on plan assets	(13)	—	—	—
Employer contributions	15	15	2	2
Plan settlement	(312)	—	—	—
Benefits paid	(26)	(45)	(2)	(2)
Transfer to domestic defined contribution plan	(19)	—	—	—
Translation and other adjustments	(1)	(1)	—	—
Fair value of plan assets as of end of year	25	381	—	—
Accrued benefit cost, net funded status	\$ (98)	\$ (95)	\$ (19)	\$ (26)
Amount recognized in the balance sheets consists of:				
Pension benefit assets	\$ 7	\$ 24	\$ —	\$ —
Current accrued benefit liability	(12)	(13)	(2)	(2)
Non-current accrued benefit liability	(93)	(106)	(17)	(24)
Accrued benefit cost, net	\$ (98)	\$ (95)	\$ (19)	\$ (26)

Schedule of Amounts Recognized in Balance Sheets

Schedule of Retirement Income Plans with ABO or PBO in Excess of Plan Assets

Retirement income plans with ABO or PBO in excess of plan assets as of June 30 were as follows:

	ABO Exceeds the Fair Value of Plan Assets		PBO Exceeds the Fair Value of Plan Assets	
	2024	2023	2024	2023
Projected benefit obligation	\$ 105	\$ 119	\$ 108	\$ 121
Accumulated benefit obligation	104	118	105	119
Fair value of plan assets	—	—	2	2

Schedule of Components of Net Periodic Benefit Cost

The net cost of the retirement income and health care plans for the fiscal years ended June 30 included the following components:

	Retirement Income			Retirement Health Care		
	2024	2023	2022	2024	2023	2022
Service cost	\$ 1	\$ 1	\$ 1	\$ —	\$ —	\$ —
Interest cost	12	18	15	1	1	1
Expected return on plan assets	(2)	(10)	(15)	—	—	—
Amortization of unrecognized items	3	8	9	(2)	(2)	(1)
Curtailment gain recognized	(6)	—	—	—	—	—
Settlement loss recognized	179	—	7	—	—	—
Total	\$ 187	\$ 17	\$ 17	\$ (1)	\$ (1)	\$ —

Schedule of Items Not Yet Recognized as a Component of Postretirement Expense

Items not yet recognized as a component of postretirement expense as of June 30, 2024 consisted of:

	Retirement Income	Retirement Health Care
Net actuarial loss (gain)	\$ 20	\$ (14)
Prior service benefit	—	(4)
Net deferred income tax (assets) liabilities	(5)	4
Accumulated other comprehensive loss (income)	\$ 15	\$ (14)

Schedule of Net Actuarial Loss (Gain) Recorded in Accumulated Other Comprehensive Net (Loss) Income

Net actuarial loss (gain) recorded in Accumulated other comprehensive net (loss) income for the fiscal year ended June 30, 2024 included the following:

	Retirement Income	Retirement Health Care
Net actuarial loss (gain) as of beginning of year	\$ 213	\$ (14)
Amortization, curtailment and settlement during the year	(182)	2
Loss (gain) during the year	(11)	(2)
Net actuarial loss (gain) as of end of year	\$ 20	\$ (14)

Schedule of Weighted Average Assumptions Used to Estimate the Actuarial Present Value of Benefit Obligations and Retirement Income and Retirement Health Care Costs

Weighted-average assumptions used to estimate the actuarial present value of benefit obligations were as follows as of June 30:

	Retirement Income		Retirement Health Care	
	2024	2023	2024	2023
Discount rate	5.52 %	4.37 %	5.38 %	5.10 %
Rate of compensation increase	3.23 %	3.62 %	n/a	n/a
Interest crediting rate	5.40 %	2.67 %	n/a	n/a

Weighted-average assumptions used to estimate the retirement income and retirement health care costs were as follows as of June 30:

	Retirement Income			Retirement Health Care		
	2024	2023	2022	2024	2023	2022
Discount rate	4.63 %	3.72 %	2.56 %			
Rate of compensation increase	3.20 %	3.09 %	3.02 %			
Expected return on plan assets	3.39 %	2.67 %	3.00 %			
Interest crediting rate	2.69 %	2.69 %	2.57 %			
	Retirement Health Care					
	2024	2023	2022			
Discount rate	5.10 %	4.65 %	2.61 %			

Schedule of Expected Benefit Payments

Expected benefit payments for the Company's retirement income and retirement health care plans as of June 30, 2024, were as follows:

	Retirement Income	Retirement Health Care
2025	\$ 15	\$ 2
2026	14	2
2027	13	2
2028	13	2
2029	12	2
Fiscal years 2030 through 2034	48	7

Schedule of Target Allocation and Weighted Average Allocation of Plan Assets and Retirement Income Plans Assets Carried at Fair Value

The target allocations and weighted average asset allocations by asset category of the investment portfolio for the Company's qualified domestic retirement income plans as of June 30, 2023, prior to its termination, were as follows:

	% Target Allocation	% of Plan Asset
Fixed income	80 %	79 %
Cash equivalents	20 %	21 %
Total	100 %	100 %

The following table sets forth the retirement income plans' assets carried at fair value as of June 30:

	2024	2023
Cash equivalents — Level 1	\$ —	\$ 74
Total assets in the fair value hierarchy	—	74
Common collective trusts measured at net asset value		
Bond funds	\$ 6	\$ 289
International equity funds	16	15
Domestic equity funds	—	—
Short-term investment fund	—	1
Real estate fund	2	2
Other	1	—
Total common collect trust measured at net asset value	\$ 25	\$ 307
Total assets at fair value	\$ 25	\$ 381

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**SEGMENT
REPORTING (Tables)**

[Segment Reporting \[Abstract\]](#)
[Schedule of Reportable Segment
Information and Reconciliation of Segment
Information](#)

**12 Months Ended
Jun. 30, 2024**

The tables below present reportable segment information and a reconciliation of the segment information to the Company's consolidated net sales and earnings (losses) before income taxes, with amounts that are not allocated to the reportable segments reflected in Corporate and Other.

	Net Sales			
	Fiscal year			
	2024	2023	2022	
Health and Wellness	\$ 2,485	\$ 2,532	\$ 2,427	
Household	1,950	2,098	1,984	
Lifestyle	1,275	1,338	1,253	
International	1,162	1,181	1,180	
Reportable segment total	6,872	7,149	6,844	
Corporate and Other	221	240	263	
Total	\$ 7,093	\$ 7,389	\$ 7,107	

	Segment adjusted earnings (losses) before interest and income taxes			
	Fiscal year			
	2024	2023	2022	
Health and Wellness	\$ 719	\$ 594	\$ 381	
Household	260	308	234	
Lifestyle	253	284	280	
International	122	89	97	
Reportable segment total	1,354	1,275	992	
Corporate and Other	(309)	(358)	(223)	
Total	\$ 1,045	\$ 917	\$ 769	
Interest income	23	16	5	
Interest expense	(90)	(90)	(106)	
Loss on divestiture ⁽¹⁾	(240)	—	—	
Pension settlement charge ⁽²⁾	(171)	—	—	
Cyberattack costs, net of insurance recoveries ⁽³⁾	(29)	—	—	
VMS impairment ⁽⁴⁾	—	(445)	—	
Streamlined operating model ⁽⁵⁾	(32)	(60)	—	
Digital capabilities and productivity enhancements investment ⁽⁶⁾	(108)	(100)	(61)	
Earnings (losses) before income taxes	\$ 398	\$ 238	\$ 607	

⁽¹⁾ Represents the loss on divestiture of the Argentina business corresponding to International. See Note 2 for additional details.

⁽²⁾ Represents costs related to the settlement of the domestic qualified pension plan corresponding to Corporate and Other. See Note 20 for additional details.

⁽³⁾ Represents incremental costs, net of insurance recoveries, related to the cyberattack. See Note 3 for additional details relating to the cyberattack. All insurance recoveries are recorded in Corporate and Other. For informational purposes, the following table provides the approximate cyberattack costs, net of insurance recoveries, corresponding to the Company's reportable segments as a percentage of total net costs:

	2024	
Health and Wellness	3%	
Household	24	
Lifestyle	23	
International	8	
Corporate and Other	15	
Total	10%	

⁽⁴⁾ Represents a noncash impairment charge of \$445 related to the Better Health VMS business recorded in fiscal year 2023.

⁽⁵⁾ Represents restructuring and related implementation costs, net for the streamlined operating model of \$32 and \$60 in fiscal year 2024 and 2023, respectively. For informational purposes the following table provides the approximate restructuring and related implementation costs, net corresponding to the Company's segments as a percent of the total costs for the fiscal years ended June 30:

	2024	2023	Inception to date ended	2024
Health and Wellness	3 %	6 %	5 %	
Household	2	1	2	
Lifestyle	—	4	2	
International	4	16	11	
Corporate and Other	91	73	80	
Total	100 %	100 %	100 %	

⁽⁶⁾ Represents expenses related to the Company's digital capabilities and productivity enhancements investment corresponding to Corporate and Other.

	Fiscal Year	Health and Wellness	Household	Lifestyle	International	Corporate and Other	Total Company
(Income) Loss from equity investees included in Other (income) expense, net	2024	—	—	—	(5)	—	(5)
	2023	—	—	—	(4)	—	(4)
	2022	—	—	—	(6)	—	(6)
Total assets	2024	1,124	1,088	1,110	1,327	1,102	5,751
	2023	1,184	1,082	1,091	1,410	1,178	5,945
Capital expenditures	2024	47	84	36	21	24	212
	2023	51	97	29	24	27	228
	2022	61	112	24	27	27	251
Depreciation and amortization	2024	58	77	24	45	31	235
	2023	59	78	25	46	28	236
	2022	57	67	24	47	29	224
Significant noncash charges included in earnings (losses) before interest and income taxes:							
Stock-based compensation	2024	14	11	8	6	35	74
	2023	14	10	7	4	38	73
	2022	14	8	6	3	21	52

[Schedule of Concentration Percentage](#)

The following table provides Net sales as a percentage of the Company's consolidated net sales, disaggregated by operating segment, for the fiscal years ended June 30:

	2024	2023	2022
Cleaning	30 %	30 %	29 %
Professional Products	5 %	5 %	4 %
Health and Wellness	35 %	35 %	33 %
Bags and Wraps	11 %	12 %	12 %
Cat Litter	9 %	9 %	8 %
Grilling	8 %	7 %	8 %
Household	28 %	28 %	28 %
Food	11 %	10 %	10 %
Water Filtration	4 %	4 %	4 %
Natural Personal Care	3 %	4 %	4 %
Lifestyle	18 %	18 %	18 %
International	16 %	16 %	17 %
Corporate and Other	3 %	3 %	4 %
Total	100 %	100 %	100 %

The Company's products are marketed and sold globally. The following table provides the Company's global product lines, which were sold in the U.S. and International, that accounted for 10% or more of consolidated net sales for the fiscal years ended June 30:

	2024	2023	2022
Cleaning products	43 %	42 %	42 %
Bags and wraps	15 %	16 %	16 %
Food products	11 %	11 %	11 %
Cat litter products	10 %	10 %	9 %

[Schedule of Net Sales and Property, Plant
and Equipment, Net by Geographic Area](#)

Net sales and property, plant and equipment, net, by geographic area for and as of the fiscal years ended June 30 were as follows:

	Fiscal Year	United States	Foreign	Total Company
Net sales	2024	\$ 5,956	\$ 1,137	\$ 7,093
	2023	6,237	1,152	7,389
	2022	5,951	1,156	7,107
Property, plant and equipment, net	2024	1,188	127	1,315
	2023	1,192	153	1,345

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Narrative (Details) \$ in Millions	12 Months Ended			
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022	Jun. 30, 2021
	USD (\$)	USD (\$)	USD (\$)	USD (\$)
hedgingInstrument hedgingInstrument hedgingInstrument				
New Accounting Pronouncements or Change in Accounting Principle [Line Items]				
Restricted cash	\$ 5	\$ 1	\$ 3	\$ 5
Hosting arrangement term (in years) (up to)	10 years			
Performance period for performance awards (in years)	3 years			
Minimum percentage for calculating the amortization of actuarial gains and losses under the corridor approach	5.00%			
Contract term (in years)	one year or less			
Allowance for doubtful accounts	\$ 5	3		
Non-customer receivables	39	14		
Allowance for credit loss	\$ 3	\$ 3		
Number of hedging instruments designated as fair value hedges hedgingInstrument	0	0	0	
Minimum				
New Accounting Pronouncements or Change in Accounting Principle [Line Items]				
Estimated useful life (in years)	7 years			
Maximum				
New Accounting Pronouncements or Change in Accounting Principle [Line Items]				
Estimated useful life (in years)	30 years			

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Schedule of Estimated Useful Lives of Property, Plant and Equipment (Details)	Jun. 30, 2024
Buildings and leasehold improvements Minimum	
Property, Plant and Equipment [Line Items]	
Estimated useful lives (in years)	5 years
Buildings and leasehold improvements Maximum	
Property, Plant and Equipment [Line Items]	
Estimated useful lives (in years)	40 years
Land improvements Minimum	
Property, Plant and Equipment [Line Items]	
Estimated useful lives (in years)	10 years
Land improvements Maximum	
Property, Plant and Equipment [Line Items]	
Estimated useful lives (in years)	30 years
Machinery and equipment Minimum	
Property, Plant and Equipment [Line Items]	
Estimated useful lives (in years)	3 years
Machinery and equipment Maximum	
Property, Plant and Equipment [Line Items]	
Estimated useful lives (in years)	15 years
Computer equipment Minimum	
Property, Plant and Equipment [Line Items]	
Estimated useful lives (in years)	3 years
Computer equipment Maximum	
Property, Plant and Equipment [Line Items]	
Estimated useful lives (in years)	5 years
Capitalized software costs Minimum	
Property, Plant and Equipment [Line Items]	
Estimated useful lives (in years)	3 years
Capitalized software costs Maximum	
Property, Plant and Equipment [Line Items]	
Estimated useful lives (in years)	7 years

DIVESTITURE OF ARGENTINA BUSINESS - Narrative (Details) \$ in Millions	3 Months Ended	12 Months Ended		
	Mar. 31, 2024	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
	USD (\$)	USD (\$)	USD (\$)	USD (\$)
				Mar. 20, 2024 productionPlant
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]				
Pre-tax loss on divestiture		\$ 240	\$ 0	\$ 0
Argentina Business Disposal Group, Disposed of by Sale, Not Discontinued Operations				
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]				
Number of production plants disposed of productionPlant				2
Pre-tax loss on divestiture	\$ 240			
Cumulative translation adjustment losses	\$ 223			

DIVESTITURE OF ARGENTINA BUSINESS - Major Classes of Assets and Liabilities (Details) - Argentina Business - Disposal Group, Disposed of by Sale, Not Discontinued Operations \$ in Millions	12 Months Ended			
	Mar. 20, 2024			
	USD (\$)			
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]				
Working capital, net		\$ 31		
Property, plant and equipment, net		18		
Goodwill		16		
Other assets		3		
Other liabilities		(3)		
Net assets divested		\$ 65		

DIVESTITURE OF ARGENTINA BUSINESS - Net Sales (Details) - USD (\$) \$ in Millions	12 Months Ended	
	Jun. 30, 2024	
	Jun. 30, 2023	

Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]

Net sales \$ 123 \$ 172

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CYBERATTACK - Narrative (Details) - USD (\$) \$ in Millions	3 Months Ended		12 Months Ended	
	Jun. 30, 2024	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022

Unusual or Infrequent Item, or Both [Line Items]

Incurred incremental costs, net of insurance recoveries \$ 29 \$ 0 \$ 0

Cyberattack

Unusual or Infrequent Item, or Both [Line Items]

Incurred incremental costs, net of insurance recoveries \$ 29

Insurance recoveries \$ 30

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CYBERATTACK - Schedule of Recognition of Costs, Net of Insurance Recoveries (Details) - USD (\$) \$ in Millions	12 Months Ended			
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022	

Unusual or Infrequent Item, or Both [Line Items]

Incurred incremental costs, net of insurance recoveries \$ 29 \$ 0 \$ 0

Cyberattack

Unusual or Infrequent Item, or Both [Line Items]

Incurred incremental costs, net of insurance recoveries 29

Costs of products sold | Cyberattack

Unusual or Infrequent Item, or Both [Line Items]

Incurred incremental costs, net of insurance recoveries 17

Selling and administrative expenses | Cyberattack

Unusual or Infrequent Item, or Both [Line Items]

Incurred incremental costs, net of insurance recoveries \$ 12

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SUPPLY CHAIN FINANCING PROGRAM (Details) - USD (\$) \$ in Millions	Jun. 30, 2024		Jun. 30, 2023	

Supplier Finance Program [Line Items]

Supplier Finance Program, Obligation, Current, Statement of Financial Position [Extensible Enumeration] Accounts payable and accrued liabilities Accounts payable and accrued liabilities

Amount due to suppliers \$ 205 \$ 220

Maximum

Supplier Finance Program [Line Items]

Supplier finance program, payment timing, period 120 days

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RESTRUCTURING AND RELATED COSTS - Narrative (Details) - USD (\$) \$ in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022

Restructuring and Related Activities [Abstract]

Restructuring and related costs \$ 32 \$ 60 \$ 0

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RESTRUCTURING AND RELATED COSTS - Schedule of Total Restructuring and Related Implementation Costs, Net (Details) - USD (\$) \$ in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022

Restructuring Cost and Reserve [Line Items]

Total, net \$ 32 \$ 60 \$ 0

Costs of products sold

Restructuring Cost and Reserve [Line Items]

Restructuring, Incurred Cost, Statement of Income or Comprehensive Income [Extensible Enumeration] Cost of products sold Cost of products sold

Total, net \$ 0 \$ (3)

Selling and administrative expenses

Restructuring Cost and Reserve [Line Items]

Restructuring, Incurred Cost, Statement of Income or Comprehensive Income [Extensible Enumeration] Selling and administrative expenses Selling and administrative expenses

Total, net \$ 16 \$ 12

Research and development

Restructuring Cost and Reserve [Line Items]

Restructuring, Incurred Cost, Statement of Income or Comprehensive Income [Extensible Enumeration] Research and development costs Research and development costs

Total, net \$ 0 \$ (1)

Other (income) expense, net

Restructuring Cost and Reserve [Line Items]

Restructuring, Incurred Cost, Statement of Income or Comprehensive Income [Extensible Enumeration] Other (income) expense, net Other (income) expense, net

Total, net \$ 16 \$ 52

Other (income) expense, net | Employee-related costs

Restructuring Cost and Reserve [Line Items]

Total, net 10 52

Other (income) expense, net | Asset impairments

Restructuring Cost and Reserve [Line Items]

Total, net \$ 6 \$ 0

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RESTRUCTURING AND RELATED COSTS - Schedule of Accrual for Restructuring and Related Implementation Costs (Details) \$ in Millions	12 Months Ended	
	Jun. 30, 2024	
	USD (\$)	

Restructuring Reserve [Roll Forward]

Beginning accrual balance \$ 28

Charges 29

Cash payments (38)

Ending accrual balance 19

Employee-Related Costs

Restructuring Reserve [Roll Forward]

Beginning accrual balance	23
Charges	10
Cash payments	(25)
Ending accrual balance	8
Other	

Restructuring Reserve [Roll Forward]

Beginning accrual balance	5
Charges	19
Cash payments	(13)
Ending accrual balance	\$ 11

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INVENTORIES, NET - Schedule of		
Inventories (Details) -	Jun. 30, 2024	Jun. 30, 2023
USD (\$)		
\$ in Millions		

Inventory Disclosure [Abstract]

Finished goods	\$ 556	\$ 595
Raw materials and packaging	172	182
Work in process	9	8
LIFO allowances	(98)	(87)
Total inventories, net	639	698
Non-current inventories, net	2	2
Total current inventories, net	\$ 637	\$ 696

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INVENTORIES, NET - Narrative (Details)		
	Jun. 30, 2024	Jun. 30, 2023

Inventory Disclosure [Abstract]

Percentage of LIFO inventory	36.00%	36.00%

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PROPERTY, PLANT AND EQUIPMENT, NET - Schedule of Components of		
Property, Plant and Equipment, Net (Details) - USD (\$)	Jun. 30, 2024	Jun. 30, 2023
\$ in Millions		

Property, Plant and Equipment [Line Items]

Property, plant and equipment, gross	\$ 4,136	\$ 4,050
Less: Accumulated depreciation and amortization	(2,821)	(2,705)
Property, plant and equipment, net	1,315	1,345
Land and improvements		

Property, Plant and Equipment [Line Items]

Property, plant and equipment, gross	174	168
Buildings		

Property, Plant and Equipment [Line Items]

Property, plant and equipment, gross	816	810
Machinery and equipment		

Property, Plant and Equipment [Line Items]

Property, plant and equipment, gross	2,398	2,355
Capitalized software costs		

Property, Plant and Equipment [Line Items]

Property, plant and equipment, gross	413	400
Computer equipment		

Property, Plant and Equipment [Line Items]

Property, plant and equipment, gross	137	131
Construction in progress		

Property, Plant and Equipment [Line Items]

Property, plant and equipment, gross	\$ 198	\$ 186

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PROPERTY, PLANT AND EQUIPMENT, NET - Narrative			
12 Months Ended			
(Details) - USD (\$)	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022

Property, Plant and Equipment [Line Items]

Depreciation and amortization	\$ 235,000,000	\$ 236,000,000	\$ 224,000,000
Noncash capital expenditures	5,000,000	9,000,000	6,000,000
Capitalized software costs			

Property, Plant and Equipment [Line Items]

Amortization	10,000,000	10,000,000	8,000,000
Buildings			

Property, Plant and Equipment [Line Items]

Asset retirement obligations	0	0	
Property, Plant and Equipment			

Property, Plant and Equipment [Line Items]

Depreciation and amortization	\$ 206,000,000	\$ 206,000,000	\$ 193,000,000

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GOODWILL, TRADEMARKS AND OTHER INTANGIBLE ASSETS - Schedule of		
Changes in Carrying Amount of Goodwill (Details) - USD (\$)	Jun. 30, 2024	Jun. 30, 2023
\$ in Millions		

Goodwill [Roll Forward]

Beginning balance	\$ 1,252	\$ 1,558
Goodwill impairment		(306)
Divestiture	(16)	
Effect of foreign currency translation	(8)	
Ending balance	1,228	1,252
Corporate and Other		

Goodwill [Roll Forward]

Beginning balance	0	306
Goodwill impairment		(306)
Divestiture	0	
Effect of foreign currency translation	0	
Ending balance	0	0

Health and Wellness | Operating Segments

Goodwill [Roll Forward]		
Beginning balance	323	323
Goodwill impairment		0
Divestiture	0	
Effect of foreign currency translation	0	
Ending balance	323	323
Household Operating Segments		
Goodwill [Roll Forward]		
Beginning balance	85	85
Goodwill impairment		0
Divestiture	0	
Effect of foreign currency translation	0	
Ending balance	85	85
Lifestyle Operating Segments		
Goodwill [Roll Forward]		
Beginning balance	244	244
Goodwill impairment		0
Divestiture	0	
Effect of foreign currency translation	0	
Ending balance	244	244
International Operating Segments		
Goodwill [Roll Forward]		
Beginning balance	600	600
Goodwill impairment		0
Divestiture	(16)	
Effect of foreign currency translation	(8)	
Ending balance	\$ 576	\$ 600

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GOODWILL, TRADEMARKS AND OTHER INTANGIBLE ASSETS - Schedule of Changes in Carrying Amount of Trademarks and Other Intangible Assets (Details) - USD (\$) \$ in Millions		
	Jun. 30, 2024	Jun. 30, 2023

Finite-Lived Intangible Assets [Line Items]		
Accumulated amortization / Impairments	\$ 473	\$ 450
Total gross carrying amount	1,154	1,162
Total net carrying amount	681	712
Trademarks		
Indefinite-lived Intangible Assets [Line Items]		
Gross carrying amount	493	494
Net carrying amount	493	494
Trademarks		
Finite-Lived Intangible Assets [Line Items]		
Gross carrying amount	83	89
Accumulated amortization / Impairments	38	40
Net carrying amount	45	49
Other intangible assets with finite lives		
Finite-Lived Intangible Assets [Line Items]		
Gross carrying amount	578	579
Accumulated amortization / Impairments	435	410
Net carrying amount	\$ 143	\$ 169

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GOODWILL, TRADEMARKS AND OTHER INTANGIBLE ASSETS - Narrative (Details) - USD (\$)		12 Months Ended			
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022	Mar. 31, 2023	
Finite-Lived Intangible Assets [Line Items]					
Amortization of intangible assets	\$ 29,000,000	\$ 30,000,000		\$ 31,000,000	
Finite-Lived Intangible Assets, Net, Amortization Expense, Fiscal Year Maturity [Abstract]					
2025	28,000,000				
2026	28,000,000				
2027	29,000,000				
2028	28,000,000				
2029	11,000,000				
Impairment tax benefit		\$ 83,000,000			
Impairment, Intangible Asset, Indefinite-Lived (Excluding Goodwill), Statement of Income or Comprehensive Income [Extensible Enumeration]		Goodwill, trademark and other asset impairments			
Goodwill impairment		\$ 306,000,000			
Goodwill	\$ 1,228,000,000	1,252,000,000		\$ 1,558,000,000	
Better Health VMS reporting unit					
Finite-Lived Intangible Assets, Net, Amortization Expense, Fiscal Year Maturity [Abstract]					
Goodwill impairment		306,000,000			
Goodwill		0			
Trademarks					
Finite-Lived Intangible Assets, Net, Amortization Expense, Fiscal Year Maturity [Abstract]					
Intangible asset impairment charges		\$ 139,000,000			
Trademarks					
Finite-Lived Intangible Assets, Net, Amortization Expense, Fiscal Year Maturity [Abstract]					
Impaired trademarks, remaining net carrying value				\$ 28,000,000	
Estimated useful life (in years)					
		20 years			

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GOODWILL, TRADEMARKS AND OTHER INTANGIBLE ASSETS - Schedule of Pre-Tax, Noncash Impairment Charges (Details) - USD (\$) \$ in Millions		12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022	
Indefinite-lived Intangible Assets [Line Items]				
Goodwill		\$ 306		
Trademarks, net		139		
Total	\$ 0	445	\$ 0	

[Better Health VMS reporting unit](#)
[Indefinite-lived Intangible Assets \[Line Items\]](#)

Goodwill	306
Trademarks, net	127
Total	433

[International reporting unit](#)
[Indefinite-lived Intangible Assets \[Line Items\]](#)

Goodwill	0
Trademarks, net	12
Total	\$ 12

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ACCOUNTS PAYABLE AND ACCRUED LIABILITIES (Details)		Jun. 30, 2024	Jun. 30, 2023
- USD (\$) \$ in Millions			

[Accounts Payable and Accrued Liabilities, Current \[Abstract\]](#)

Accounts payable	\$ 950	\$ 1,021
Compensation and employee benefit costs	190	262
Trade and sales promotion costs	156	157
Dividends	25	23
Other	165	196
Total	\$ 1,486	\$ 1,659

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DEBT - Narrative (Details) - USD (\$)	1 Months Ended		12 Months Ended		Jun. 30, 2022	May 31, 2022
	Jun. 30, 2022	Nov. 30, 2021	Jun. 30, 2024	Jun. 30, 2023		
Debt Instrument [Line Items]						
Notes and loans payable			\$ 4,000,000	\$ 50,000,000		
Weighted average interest rate on notes and loans payable			4.77%	3.48%	0.54%	
Weighted average interest rates on long-term debt, including the effect of interest rate swaps			3.25%	3.25%	3.25%	
Long-term debt, weighted average interest rate, at point in time			3.25%	3.25%		
Long-term Debt, Fiscal Year Maturity [Abstract]						
2025			\$ 0			
2026			0			
2027			0			
2028			900,000,000			
2029			500,000,000			
Thereafter			1,100,000,000			
Line of credit facility, borrowing capacity			1,234,000,000	\$ 1,235,000,000		
Foreign and Other Credit Lines						
Long-term Debt, Fiscal Year Maturity [Abstract]						
Line of credit facility, borrowing capacity			34,000,000	35,000,000		
Line of credit facility, amount outstanding			9,000,000	5,000,000		
Line of credit facility, remaining borrowing capacity			25,000,000	30,000,000		
Revolving credit facility						
Long-term Debt, Fiscal Year Maturity [Abstract]						
Line of credit facility, borrowing capacity			1,200,000,000	1,200,000,000		
Senior Long-Term Notes And Debentures: 4.40%, \$500 Due May 2029						
Debt Instrument [Line Items]						
Face value			\$ 500,000,000			
Annual fixed interest rate			4.40%			
Senior Long-Term Notes And Debentures: 4.60%, \$600 Due May 2032						
Debt Instrument [Line Items]						
Face value			\$ 600,000,000			
Annual fixed interest rate			4.60%			
Revolving Credit Agreement, Matures March 2027 Revolving credit facility						
Long-term Debt, Fiscal Year Maturity [Abstract]						
Line of credit facility, borrowing capacity				1,200,000,000,000		
Line of credit facility, amount outstanding			\$ 0	\$ 0		
Senior Notes						
Debt Instrument [Line Items]						
Face value						\$ 1,100,000,000,000
Senior Notes Senior Long-Term Notes And Debentures: 4.40%, \$500 Due May 2029						
Debt Instrument [Line Items]						
Face value						\$ 500,000,000
Annual fixed interest rate						4.40%
Effective interest rate						3.89%
Senior Notes Senior Long-Term Notes And Debentures: 4.60%, \$600 Due May 2032						
Debt Instrument [Line Items]						
Face value						\$ 600,000,000
Annual fixed interest rate						4.60%
Effective interest rate						3.25%
Senior Notes Senior Long-Term Notes And Debentures: 3.05%, \$600 Due September 2022						
Debt Instrument [Line Items]						
Face value			\$ 600,000,000			\$ 600,000,000
Annual fixed interest rate			3.05%			3.05%
Senior Notes Senior Long-Term Notes And Debentures: 3.50%, \$500 Due December 2024						
Debt Instrument [Line Items]						
Face value			\$ 500,000,000			\$ 500,000,000
Annual fixed interest rate			3.50%			3.50%
Loss on extinguishment of debt			\$ 13,000,000			
Redemption price and carrying amount of debt extinguished			5,000,000			
Accelerated amortization of losses on settlement of interest rate contracts and issuance costs associated with debt extinguished			\$ 8,000,000			
Senior Notes Senior Long-Term Notes And Debentures: 3.80%, \$300 Due November 2021						
Debt Instrument [Line Items]						
Annual fixed interest rate			3.80%			
Repayments of short-term debt			\$ 300,000,000			

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DEBT - Schedule of Long-Term Debt (Details) - USD (\$)		Jun. 30, 2024	Jun. 30, 2023
Debt Instrument [Line Items]			
Total		\$ 2,481,000,000	\$ 2,477,000,000

Less: Current maturities of long-term debt	0	0
Long-term debt	\$ 2,481,000,000	2,477,000,000
3.10%, \$400 due October 2027		
Debt Instrument [Line Items]		
Annual fixed interest rate	3.10%	
Face value	\$ 400,000,000	
Total	\$ 399,000,000	398,000,000
3.90%, \$500 due May 2028		
Debt Instrument [Line Items]		
Annual fixed interest rate	3.90%	
Face value	\$ 500,000,000	
Total	\$ 498,000,000	497,000,000
4.40%, \$500 due May 2029		
Debt Instrument [Line Items]		
Annual fixed interest rate	4.40%	
Face value	\$ 500,000,000	
Total	\$ 495,000,000	495,000,000
1.80%, \$500 due May 2030		
Debt Instrument [Line Items]		
Annual fixed interest rate	1.80%	
Face value	\$ 500,000,000	
Total	\$ 495,000,000	494,000,000
4.60%, \$600 due May 2032		
Debt Instrument [Line Items]		
Annual fixed interest rate	4.60%	
Face value	\$ 600,000,000	
Total	\$ 594,000,000	\$ 593,000,000

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DEBT - Schedule of Borrowing Capacity Under Revolving Credit Agreements and Other Financing Arrangements (Details) - USD (\$) \$ in Millions	Jun. 30, 2024	Jun. 30, 2023

Line of Credit Facility [Line Items]		
Total	\$ 1,234	\$ 1,235
Revolving credit facility		
Line of Credit Facility [Line Items]		
Total	1,200	1,200
Foreign and other credit lines		
Line of Credit Facility [Line Items]		
Total	\$ 34	\$ 35

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OTHER LIABILITIES - Schedule of Other Liabilities (Details) - USD (\$) \$ in Millions	Jun. 30, 2024	Jun. 30, 2023

Other Liabilities Disclosure [Abstract]		
Venture Agreement terminal obligation, net	\$ 510	\$ 495
Employee benefit obligations	263	259
Taxes	25	19
Environmental liabilities	24	24
Other	26	28
Total	\$ 848	\$ 825

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OTHER LIABILITIES - Narrative (Details) - USD (\$) \$ in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	

Class of Warrant or Right [Line Items]			
Option to extend agreement (in years)	7 years		
Venture agreement terminal obligation, fair value	\$ 531	\$ 527	
Venture agreement terminal obligation, recognized	\$ 510	\$ 495	
Glad			
Class of Warrant or Right [Line Items]			
Percentage of ownership by venture partner	20.00%	20.00%	

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FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS - Narrative (Details) - USD (\$)	12 Months Ended			
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022	May 31, 2022
Derivative [Line Items]				
Maximum contract duration (in years)	2 years			
Maximum duration, interest rate contracts (in years)	3 years			
Cash flow hedge gain (loss) to be reclassified within twelve months	\$ 8,000,000			
Derivative instruments subject to contractually defined counterparty liability position limits	0	\$ 1,000,000		
Asset impairment charges	0	445,000,000	\$ 0	
Goodwill impairment		306,000,000		
Better Health VMS reporting unit				
Derivative [Line Items]				
Asset impairment charges		433,000,000		
Goodwill impairment		306,000,000		
Senior Long-Term Notes And Debentures: 4.40%, \$500 Due May 2029				
Derivative [Line Items]				
Face value	500,000,000			
Senior Long-Term Notes And Debentures: 4.60%, \$600 Due May 2032				
Derivative [Line Items]				
Face value	600,000,000			
Senior Notes				
Derivative [Line Items]				
Face value				\$ 1,100,000,000,000
Senior Notes Senior Long-Term Notes And Debentures: 4.40%, \$500 Due May 2029				
Derivative [Line Items]				
Face value				500,000,000
Senior Notes Senior Long-Term Notes And Debentures: 4.60%, \$600 Due May 2032				

Derivative [Line Items]			
Face value			\$ 600,000,000
Trademarks			
Derivative [Line Items]			
Trademarks, net		139,000,000	
Interest rate derivative contracts			
Derivative [Line Items]			
Derivative, notional amount, additional contracts			650,000,000
Settlement of interest rate derivative contracts			114,000,000
Interest rate derivative contracts Senior Long-Term Notes And Debentures; 4.40%, \$500 Due May 2029			
Derivative [Line Items]			
Settlement of interest rate derivative contracts			\$ 25,000,000
Amortization period of settlement payment (in years)			7 years
Interest rate derivative contracts Senior Long-Term Notes And Debentures; 4.60%, \$600 Due May 2032			
Derivative [Line Items]			
Settlement of interest rate derivative contracts			\$ 89,000,000
Amortization period of settlement payment (in years)			10 years
Commodity purchase derivative contracts			
Derivative [Line Items]			
Cash margin balances amount	\$ 3,000,000	0	
Total Commodity Purchase Derivative Contracts			
Derivative [Line Items]			
Maximum duration, commodity contracts (in years)	2 years		
Derivative, notional amount	\$ 38,000,000	41,000,000	
Jet Fuel Swaps			
Derivative [Line Items]			
Derivative, notional amount	11,000,000	12,000,000	
Soybean Oil Futures			
Derivative [Line Items]			
Derivative, notional amount	27,000,000	29,000,000	
Purchases of Inventory Foreign exchange derivative contracts			
Derivative [Line Items]			
Derivative, notional amount	29,000,000	\$ 51,000,000	
Carrying Amount Total assets in the fair value hierarchy			
Derivative [Line Items]			
Increase in deferred compensation plan	\$ 25,000,000		

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FINANCIAL	12 Months Ended		
INSTRUMENTS AND			
FAIR VALUE			
MEASUREMENTS -			
Schedule of Effects of			
Derivative			
Instruments			
Designated as			
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Hedging Instruments			
on OCI and Net			
Earnings (Details) -			
USD (\$)			
\$ in Millions			

Derivative Instruments, Gain (Loss) [Line Items]			
Gains (losses) recognized in Other comprehensive (loss) income	\$ (8)	\$ (6)	\$ 107
Gains (losses) reclassified from Accumulated other comprehensive net (loss) income and recognized in Net earnings	7	19	14
Commodity purchase derivative contracts			
Derivative Instruments, Gain (Loss) [Line Items]			
Gains (losses) recognized in Other comprehensive (loss) income	(8)	(6)	17
Gains (losses) reclassified from Accumulated other comprehensive net (loss) income and recognized in Net earnings	(6)	5	23
Foreign exchange derivative contracts			
Derivative Instruments, Gain (Loss) [Line Items]			
Gains (losses) recognized in Other comprehensive (loss) income	0	0	1
Gains (losses) reclassified from Accumulated other comprehensive net (loss) income and recognized in Net earnings	0	1	0
Interest rate derivative contracts			
Derivative Instruments, Gain (Loss) [Line Items]			
Gains (losses) recognized in Other comprehensive (loss) income	0	0	89
Gains (losses) reclassified from Accumulated other comprehensive net (loss) income and recognized in Net earnings	\$ 13	\$ 13	\$ (9)

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FINANCIAL	Jun. 30, 2024		Jun. 30, 2023
INSTRUMENTS AND			
FAIR VALUE			
MEASUREMENTS -			
Schedule of Balance			
Sheet Classification			
and Fair Values of			
Derivative			
Instruments and Fair			
Values of Other			
Assets and Liabilities			
(Details) - USD (\$)			
\$ in Millions			

Assets		
Cash and cash equivalents, carrying value	\$ 202	\$ 367
Total assets	5,751	5,945
Liabilities		
Notes and loans payable, carrying value	4	50
Current maturities of long-term debt and Long-term debt, carrying value	2,481	2,477
Carrying Amount		
Assets		
Derivative assets	1	2
Total assets	258	381
Liabilities		
Derivative liabilities	2	1
Total liabilities	2,485	2,527
Estimated Fair Value		
Assets		
Derivative assets	1	2
Total assets, estimated fair value	258	381
Liabilities		
Derivative liabilities	2	1
Total liabilities, estimated fair value	2,345	2,377
Total assets in the fair value hierarchy Carrying Amount		
Assets		

Trust assets for nonqualified deferred compensation plans, carrying value	154	129
Total assets in the fair value hierarchy Carrying Amount Commodity purchase derivative contracts		
Assets		
Derivative assets	0	2
Liabilities		
Derivative liabilities	2	0
Total assets in the fair value hierarchy Carrying Amount Interest-bearing investments, including money market funds		
Assets		
Cash and cash equivalents, carrying value	95	243
Total assets in the fair value hierarchy Estimated Fair Value		
Assets		
Trust assets for nonqualified deferred compensation plans, estimated fair value	154	129
Total assets in the fair value hierarchy Estimated Fair Value Commodity purchase derivative contracts		
Assets		
Derivative assets	0	2
Liabilities		
Derivative liabilities	2	0
Total assets in the fair value hierarchy Estimated Fair Value Interest-bearing investments, including money market funds		
Assets		
Cash and cash equivalents, estimated fair value	95	243
Fair Value, Inputs, Level 2 Carrying Amount Long-term debt		
Liabilities		
Current maturities of long-term debt and Long-term debt, carrying value	2,481	2,477
Fair Value, Inputs, Level 2 Carrying Amount Commodity purchase derivative contracts		
Assets		
Derivative assets	1	0
Liabilities		
Derivative liabilities	0	1
Fair Value, Inputs, Level 2 Carrying Amount Foreign exchange forward contracts		
Assets		
Derivative assets	0	0
Fair Value, Inputs, Level 2 Carrying Amount Time deposits		
Assets		
Cash and cash equivalents, carrying value	9	9
Fair Value, Inputs, Level 2 Estimated Fair Value Long-term debt		
Liabilities		
Current maturities of long-term debt and Long-term debt, estimated fair value	2,341	2,327
Fair Value, Inputs, Level 2 Estimated Fair Value Commodity purchase derivative contracts		
Assets		
Derivative assets	1	0
Liabilities		
Derivative liabilities	0	1
Fair Value, Inputs, Level 2 Estimated Fair Value Foreign exchange forward contracts		
Assets		
Derivative assets	0	0
Fair Value, Inputs, Level 2 Estimated Fair Value Time deposits		
Assets		
Cash and cash equivalents, estimated fair value	9	9
Notes and loans payable Fair Value, Inputs, Level 2 Carrying Amount		
Liabilities		
Notes and loans payable, carrying value	4	50
Notes and loans payable Fair Value, Inputs, Level 2 Estimated Fair Value		
Liabilities		
Notes and loans payable, estimated fair value	\$ 4	\$ 50

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OTHER	12 Months Ended	
CONTINGENCIES, GUARANTEES AND COMMITMENTS - Narrative (Details) - USD (\$)	Jun. 30, 2024	Jun. 30, 2023
\$ in Millions		
Loss Contingencies [Line Items]		
Liability for aggregate future remediation costs	\$ 28	\$ 28
Environmental Loss Contingency, Statement of Financial Position [Extensible Enumeration]	Accounts payable and accrued liabilities, Other Liabilities, Noncurrent	Accounts payable and accrued liabilities, Other Liabilities, Noncurrent
Letter of credit	\$ 18	\$ 14
Letter of credit, amount outstanding	0	0
Alameda County, California Matter		
Loss Contingencies [Line Items]		
Liability for aggregate future remediation costs	\$ 12	12
Remediation period (in years)	30 years	
Maximum undiscounted costs	\$ 28	
Dickinson County, Michigan Matter		
Loss Contingencies [Line Items]		
Liability for aggregate future remediation costs	\$ 10	\$ 10
Remediation period (in years)	30 years	
Percentage of liability for aggregate remediation and associated costs, other than legal fees	24.30%	

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OTHER	
CONTINGENCIES, GUARANTEES AND COMMITMENTS - Schedule of Purchase Obligations (Details) - \$ in Millions	Jun. 30, 2024 USD (\$)
Commitments and Contingencies Disclosure [Abstract]	
2025	\$ 181
2026	128
2027	81
2028	43
2029	27
Thereafter	45
Total	\$ 505

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LEASES - Narrative (Details) - \$ in Millions	12 Months Ended				
	Dec. 14, 2023 USD (\$) option	May 25, 2022 USD (\$)	Jun. 30, 2024 USD (\$)	Jun. 30, 2023 USD (\$)	Jun. 30, 2022 USD (\$)

Unrecorded Unconditional Purchase Obligation [Line Items]

Operating leases, remaining lease terms				33 years	
Finance leases, remaining lease terms				33 years	
Minimum lease payments signed but not yet commenced				\$ 505	
Proceeds from sale of productive assets	\$ 19	\$ 16			
Sale-leaseback transaction, carrying value	3	2			
Gain on sale-leaseback transaction	\$ 16	\$ 14	16	\$ 0	\$ 14
Lease term	8 years	10 years			
Number of renewal options option	2				
Lease renewal term	5 years				
Option to terminate, period		7 years			

Operating Lease, Lease Not yet Commenced

Unrecorded Unconditional Purchase Obligation [Line Items]

Minimum lease payments signed but not yet commenced	2
Financing Lease, Lease Not yet Commenced	

Unrecorded Unconditional Purchase Obligation [Line Items]

Minimum lease payments signed but not yet commenced	\$ 3

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LEASES - Schedule of Supplemental Balance Sheet Information (Details) - USD (\$) \$ in Millions

Operating leases

Right-of-use assets	\$ 360	\$ 346
Current lease liabilities	84	87
Non-current lease liabilities	334	310
Total operating lease liabilities	\$ 418	\$ 397

Finance leases

Finance Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration]	Other assets	Other assets
Right-of-use assets	\$ 33	\$ 29
Finance Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration]	Accounts payable and accrued liabilities	Accounts payable and accrued liabilities
Current lease liabilities	\$ 13	\$ 9
Finance Lease, Liability, Noncurrent, Statement of Financial Position [Extensible Enumeration]	Other Liabilities, Noncurrent	Other Liabilities, Noncurrent
Non-current lease liabilities	\$ 21	\$ 21
Total finance lease liabilities	\$ 34	\$ 30

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LEASES - Schedule of Components of Lease Cost (Details) - USD (\$) \$ in Millions

Leases [Abstract]

Operating lease cost	\$ 97	\$ 89
Finance lease cost:		
Amortization of right-of-use assets	11	9
Interest on lease liabilities	1	1
Total finance lease cost	12	10
Variable lease cost	94	87
Short term lease cost	\$ 3	\$ 4

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LEASES - Schedule of Supplemental Cash Flow Information and Noncash Activity Related to Leases (Details) - USD (\$) \$ in Millions

Cash paid for amounts included in the measurement of lease liabilities:

Operating cash flows from operating leases, net	\$ 97	\$ 88
Operating cash flows from finance leases	1	1
Financing cash flows from finance leases	11	8
Right-of-use assets obtained in exchange for lease obligations:		
Operating leases	113	84
Finance leases	\$ 17	\$ 21

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LEASES - Schedule of Weighted-Average Remaining Lease Term and Discount Rate (Details)

Weighted-average remaining lease term:

Operating leases	5 years
Finance leases	3 years

Weighted-average discount rate:

Operating leases	3.60%
Finance leases	5.10%

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LEASES - Schedule of Maturities of Operating Lease and Finance Lease Liabilities (Details) - USD (\$) \$ in Millions

Operating leases

2025	\$ 97	
2026	94	
2027	84	
2028	69	
2029	56	
Thereafter	61	
Total lease payments	461	
Less: Imputed interest	43	
Total lease liabilities	418	\$ 397

Finance leases

2025	14
2026	12
2027	7
2028	2
2029	1

Thereafter	0	
Total lease payments	36	
Less: Imputed interest	2	
Total lease liabilities	\$ 34	\$ 30

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STOCKHOLDERS' EQUITY - Schedule of Dividends Per Share Paid to Stockholders (Details) - \$ / shares	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022

Stockholders' Equity Note [Abstract]			
Dividends per share paid (in dollars per share)	\$ 4.80	\$ 4.72	\$ 4.64

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STOCKHOLDERS' EQUITY - Narrative (Details) - \$ / shares	12 Months Ended		
	Jul. 30, 2024	Jun. 30, 2024	Jun. 30, 2023

Dividends Payable [Line Items]			
Dividends per share declared (in dollars per share)	\$ 4.80	\$ 4.72	\$ 3.48
Subsequent Event			

Dividends Payable [Line Items]			
Dividends per share declared (in dollars per share)	\$ 1.22		

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STOCKHOLDERS' EQUITY - Schedule of Changes in Accumulated Other Comprehensive Net (Loss) Income (Details) - USD (\$) \$ in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022

AOCI Attributable to Parent, Net of Tax [Roll Forward]			
Beginning balance	\$ 220		
Total other comprehensive (loss) income, net of tax	338	\$ (14)	\$ 67
Ending balance	328	220	
Accumulated other comprehensive net (loss) income			
AOCI Attributable to Parent, Net of Tax [Roll Forward]			
Beginning balance	(493)	(479)	(546)
Other comprehensive (loss) income before reclassifications	(7)	(4)	63
Amounts reclassified from Accumulated other comprehensive net (loss) income	390	(13)	1
Income tax benefit (expense)	(45)	3	3
Total other comprehensive (loss) income, net of tax	338	(14)	67
Ending balance	(155)	(493)	(479)
Foreign currency translation adjustments			
AOCI Attributable to Parent, Net of Tax [Roll Forward]			
Beginning balance	(445)	(448)	(403)
Other comprehensive (loss) income before reclassifications	(16)	1	(45)
Amounts reclassified from Accumulated other comprehensive net (loss) income	223	0	0
Income tax benefit (expense)	(1)	2	0
Total other comprehensive (loss) income, net of tax	206	3	(45)
Ending balance	(239)	(445)	(448)
Net unrealized gains (losses) on derivatives			
AOCI Attributable to Parent, Net of Tax [Roll Forward]			
Beginning balance	99	121	21
Other comprehensive (loss) income before reclassifications	(8)	(6)	107
Amounts reclassified from Accumulated other comprehensive net (loss) income	(7)	(19)	(14)
Income tax benefit (expense)	1	3	7
Total other comprehensive (loss) income, net of tax	(14)	(22)	100
Ending balance	85	99	121
Pension and postretirement benefit adjustments			
AOCI Attributable to Parent, Net of Tax [Roll Forward]			
Beginning balance	(147)	(152)	(164)
Other comprehensive (loss) income before reclassifications	17	1	1
Amounts reclassified from Accumulated other comprehensive net (loss) income	174	6	15
Income tax benefit (expense)	(45)	(2)	(4)
Total other comprehensive (loss) income, net of tax	146	5	12
Ending balance	\$ (1)	\$ (147)	\$ (152)

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NET EARNINGS PER SHARE (EPS) (Details) - shares shares in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022

Earnings Per Share [Abstract]			
Basic (in shares)	124,174	123,589	123,113
Dilutive effect of stock options and other (in shares)	630	592	793
Diluted (in shares)	124,804	124,181	123,906
Antidilutive stock options and other (in shares)	2,704	1,444	2,448

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STOCK-BASED COMPENSATION PLANS - Narrative (Details) \$ / shares in Units, \$ in Millions	1 Months Ended Nov. 30, 2021 shares	12 Months Ended		
		Jun. 30, 2024 USD (\$) \$ / shares shares	Jun. 30, 2023 USD (\$) \$ / shares shares	Jun. 30, 2022 USD (\$) USD (\$) \$ / shares
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Number of additional shares authorized (in shares)	5,000,000			
Number of shares authorized (in shares)		5,000,000		
Number of shares available for grant (in shares)		3,000,000		
Issuance of common stock for employee stock plans and other \$		\$ 23	\$ 52	\$ 35
Stock option awards granted (in shares)		0		
Weighted average fair value per share (in dollars per share) \$ / shares			\$ 26.95	\$ 22.26
Total intrinsic value of options exercised \$		\$ 12	\$ 27	\$ 18
Stock Option				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Award vesting period (in years)		4 years		
Expiration period (in years)		10 years		
Compensation cost not yet recognized \$		\$ 5		
Compensation costs not yet recognized, period for recognition (in years)		2 years		
Restricted Stock				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Compensation cost not yet recognized \$		\$ 41		

Compensation costs not yet recognized, period for recognition (in years)	2 years		
Fair value of shares vested \$	\$ 28	\$ 22	\$ 20
Granted (in dollars per share) \$ / shares	\$ 138.51	\$ 143.20	\$ 157.50
Nonvested awards outstanding (in shares)	721,000	544,000	
Weighted-average grant date fair value per share of nonvested awards (in dollars per share) \$ / shares	\$ 145	\$ 155	
Vested (in shares)	173,000		
Restricted Stock Minimum			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Award vesting period (in years)	3 years		
Restricted Stock Maximum			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Award vesting period (in years)	4 years		
Performance Shares			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Award vesting period (in years)	3 years		
Compensation cost not yet recognized \$	\$ 15		
Compensation costs not yet recognized, period for recognition (in years)	1 year		
Fair value of shares vested \$	\$ 12	\$ 12	\$ 11
Granted (in dollars per share) \$ / shares	\$ 140.39	\$ 141.90	\$ 162.46
Nonvested awards outstanding (in shares)	400,000	306,000	
Weighted-average grant date fair value per share of nonvested awards (in dollars per share) \$ / shares	\$ 145.06	\$ 162.77	
Vested (in shares)	58,000		

Deferred Stock Units for Nonemployee Directors

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Stock conversion ratio	1		
Deferred stock units for nonemployee directors granted (in shares)	19,000		
Deferred stock units for nonemployee directors reinvested dividends (in shares)	4,000		
Deferred stock units for nonemployee directors distributed (in shares)	24,000		
Deferred stock units for nonemployee directors granted weighted average fair value on grant date (in dollars per share) \$ / shares	\$ 141.85		
Deferred stock units for nonemployee directors reinvested weighted average fair value on grant date (in dollars per share) \$ / shares	145.15		
Deferred stock units for nonemployee directors distributed weighted average fair value on grant date (in dollars per share) \$ / shares	\$ 89.91		
Deferred stock units for nonemployee directors outstanding (in shares)	127,000		
Deferred stock units for nonemployee directors outstanding weighted average fair value on grant date (in dollars per share) \$ / shares	\$ 140.22		

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STOCK-BASED COMPENSATION PLANS - Schedule of Compensation Cost and Related Income Tax Benefit (Details) - USD (\$) \$ in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022

Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items]

Total compensation costs	\$ 74	\$ 73	\$ 52
Related income tax benefit	18	17	12
Cost of products sold			

Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items]

Total compensation costs	7	7	6
Selling and administrative expenses			

Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items]

Total compensation costs	63	61	42
Research and development costs			

Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items]

Total compensation costs	\$ 4	\$ 5	\$ 4

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STOCK-BASED COMPENSATION PLANS - Schedule of Fair Value of each Stock Option Award Granted (Details) - Stock Option	12 Months Ended	
	Jun. 30, 2023	Jun. 30, 2022

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]

Expected life	5 years 3 months 18 days	5 years 4 months 24 days
Weighted-average expected life	5 years 3 months 18 days	5 years 4 months 24 days
Expected volatility	24.20%	
Expected volatility, minimum		21.70%
Expected volatility, maximum		25.00%
Weighted-average volatility	24.20%	21.80%
Risk-free interest rate	3.70%	
Risk-free interest rate, minimum		0.90%
Risk-free interest rate, maximum		2.10%
Weighted-average risk-free interest rate	3.70%	0.90%
Dividend yield	3.40%	
Weighted-average dividend yield	3.40%	2.90%

Minimum

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]

Dividend yield	2.90%

Maximum

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]

Dividend yield	3.70%

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STOCK-BASED COMPENSATION PLANS - Schedule of Stock Option Activity (Details) - USD (\$) \$ / shares in Units, \$ in Millions	12 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023

Number of Shares

Outstanding, beginning balance (in shares)	4,075,000	
Granted (in shares)	0	
Exercised (in shares)	(234,000)	
Canceled (in shares)	(51,000)	
Outstanding, ending balance (in shares)	3,790,000	4,075,000
Options vested (in shares)	3,052,000	

Weighted- Average Exercise Price per Share

Outstanding, beginning balance (in dollars per share)	\$ 147

Exercised (in dollars per share)	104	
Canceled (in dollars per share)	170	
Outstanding, ending balance (in dollars per share)	150	\$ 147
Options vested (in dollars per share)	\$ 148	
Average Remaining Contractual Life		
Average remaining contractual life, options outstanding (in years)	4 years	5 years
Average remaining contractual life, options vested (in years)	4 years	
Aggregate Intrinsic Value		
Options outstanding	\$ 16	\$ 69
Options vested	\$ 16	

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STOCK-BASED COMPENSATION PLANS - Schedule of Restricted Stock Awards (Details) - Restricted Stock - \$ / shares shares in Thousands	12 Months Ended		
Number of Shares			

Outstanding, beginning balance (in shares)	544		
Granted (in shares)	405		
Vested (in shares)	(173)		
Forfeited (in shares)	(55)		
Outstanding, ending balance (in shares)	721	544	
Weighted-Average Grant Date Fair Value per Share			
Outstanding, beginning balance (in dollars per share)	\$ 155		
Granted (in dollars per share)	138.51	\$ 143.20	\$ 157.50
Vested (in dollars per share)	162		
Forfeited (in dollars per share)	142		
Outstanding, ending balance (in dollars per share)	\$ 145	\$ 155	

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STOCK-BASED COMPENSATION PLANS - Schedule of Performance Share Awards (Details) - Performance Shares - \$ / shares shares in Thousands	12 Months Ended		
Number of Shares			

Outstanding, beginning balance (in shares)	368		
Granted (in shares)	176		
Distributed (in shares)	(39)		
Forfeited (in shares)	(22)		
Outstanding, ending balance (in shares)	483	368	
Vested and deferred (in shares)	83		
Weighted-Average Grant Date Fair Value per Share			
Outstanding, beginning balance (in dollars per share)	\$ 158		
Granted (in dollars per share)	140.39	\$ 141.90	\$ 162.46
Distributed (in dollars per share)	189		
Forfeited (in dollars per share)	177		
Outstanding, ending balance (in dollars per share)	148	\$ 158	
Vested and deferred (in dollars per share)	\$ 164		

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OTHER (INCOME) EXPENSE, NET (Details) - USD (\$) \$ in Millions	12 Months Ended			
	Dec. 14, 2023	May 25, 2022	Jun. 30, 2024	Jun. 30, 2023
			Jun. 30, 2022	

Other Income and Expenses [Abstract]

Amortization of trademarks and other intangible assets	\$ 29	\$ 30	\$ 31
Trust investment (gains) losses, net	(20)	(14)	21
Net periodic benefit cost	14	16	16
Foreign exchange transaction (gains) losses, net	25	13	3
Income from equity investees	(5)	(4)	(6)
Interest income	(23)	(16)	(5)
Restructuring costs	16	52	0
Gain on sale-leaseback transaction	\$ (16)	\$ (14)	(14)
Other	4	3	(9)
Total	\$ 24	\$ 80	\$ 37

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INCOME TAXES - Schedule of Provision for Income Taxes and Components of Earnings Before Income Taxes (Details) - USD (\$) \$ in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022

Current

Federal	\$ 132	\$ 153	\$ 71
State	18	33	17
Foreign	56	40	43
Total current	206	226	131

Deferred

Federal	(99)	(120)	6
State	(5)	(28)	(2)
Foreign	4	(1)	1
Total deferred	(100)	(149)	5
Total	106	77	136

Income (Loss) from Continuing Operations before Equity Method Investments, Income Taxes, Noncontrolling Interest [Abstract]

United States	311	154	483
Foreign	87	84	124
Earnings (losses) before income taxes	\$ 398	\$ 238	\$ 607

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INCOME TAXES - Narrative (Details) - USD (\$)	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022

Income Tax Disclosure [Abstract]

Income taxes paid, net of refunds		\$ 347,000,000	\$ 73,000,000	\$ 100,000,000
Undistributed earnings of foreign subsidiaries		0		
Remaining valuations related to other foreign deferred tax assets		2,000,000	1,000,000	1,000,000

Accrued interest and penalties related to uncertain tax positions	3,000,000	2,000,000	
Interest and penalties related to uncertain tax positions included in income tax expense, expense (net benefit)	1,000,000	0	0
Unrecognized tax benefits that would impact effective tax rate	\$ 15,000,000	\$ 14,000,000	\$ 14,000,000

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INCOME TAXES - Schedule of Reconciliation of Effective Tax Rate (Details)			
12 Months Ended			
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Income Tax Disclosure [Abstract]			
Statutory federal tax rate	21.00%	21.00%	21.00%
State taxes (net of federal tax benefits)	2.50%	1.60%	1.90%
Foreign tax rate differential	7.70%	8.60%	3.10%
Federal excess tax benefits	(0.30%)	(1.80%)	(0.90%)
Net U.S. tax on foreign income	(5.20%)	(2.30%)	(1.70%)
Loss on divestiture	10.50%	0.00%	0.00%
International legal entity reorganization	(6.10%)	0.00%	0.00%
VMS goodwill impairment	0.00%	8.60%	0.00%
Federal research and development credits	(1.20%)	(2.70%)	(0.80%)
Other differences	(2.40%)	(0.60%)	(0.20%)
Effective tax rate	26.50%	32.40%	22.40%

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INCOME TAXES - Schedule of Components of Net Deferred Tax Assets (Liabilities) (Details) - USD (\$) \$ in Millions				
12 Months Ended				
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022	Jun. 30, 2021
Deferred tax assets				
Compensation and benefit programs	\$ 109	\$ 123		
Loss and tax credit carryforwards	153	94		
Operating and finance lease liabilities	111	104		
Accruals and reserves	33	46		
Capitalized research and development	43	34		
Inventory costs	29	32		
Other	33	34		
Subtotal	511	467		
Valuation allowance	(115)	(59)	\$ (52)	\$ (42)
Total deferred tax assets	396	408		
Deferred tax liabilities				
Property, plant and equipment and intangible assets	(84)	(157)		
Lease right-of-use assets	(100)	(96)		
Other	(36)	(36)		
Total deferred tax liabilities	(220)	(289)		
Net deferred tax assets (liabilities)	176	119		
Net deferred tax assets	198	147		
Net deferred tax liabilities	\$ (22)	\$ (28)		

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INCOME TAXES - Summary of Changes in Valuation Allowance (Details) - USD (\$) \$ in Millions				
12 Months Ended				
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022	
Deferred Tax Assets, Valuation Allowance [Roll Forward]				
Valuation allowance at beginning of year	\$ (59)	\$ (52)	\$ (42)	
Net increase/(decrease) for U.S. capital loss carryforwards	(46)	0	0	
Net decrease/(increase) for other foreign deferred tax assets	(2)	(1)	(1)	
Net decrease/(increase) for foreign and U.S. net operating loss carryforwards and tax credits	(8)	(6)	(9)	
Valuation allowance at end of year	\$ (115)	\$ (59)	\$ (52)	

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INCOME TAXES - Schedule of Carryforwards with Related Valuation Allowances (Details) - USD (\$) \$ in Millions			
12 Months Ended			
	Jun. 30, 2024	Jun. 30, 2023	
Net operating losses			
Carryforwards	\$ 41	\$ 40	
Valuation Allowances	(29)	(26)	
Net Carryforwards	12	14	
Carryforwards	153	94	
Valuation Allowances	(108)	(54)	
Net Carryforwards	45	40	
Subject to Expiration U.S. jurisdictions			
Net operating losses			
Carryforwards	6	4	
Valuation Allowances	(5)	(4)	
Net Carryforwards	1	0	
Subject to Expiration Foreign jurisdictions			
Net operating losses			
Carryforwards	18	21	
Valuation Allowances	(16)	(16)	
Net Carryforwards	2	5	
Not Subject to Expiration U.S. jurisdictions			
Net operating losses			
Carryforwards	9	6	
Valuation Allowances	(8)	(5)	
Net Carryforwards	1	1	
Not Subject to Expiration Foreign jurisdictions			
Net operating losses			
Carryforwards	8	9	
Valuation Allowances	0	(1)	
Net Carryforwards	8	8	
Capital losses U.S. jurisdictions			
Tax Credit Carryforwards			
Carryforwards	46	0	
Valuation Allowances	(46)	0	
Net Carryforwards	0	0	

Income tax credits		
Tax Credit Carryforwards		
Carryforwards	66	54
Valuation Allowances	(33)	(28)
Net Carryforwards	33	26
Income tax credits Subject to Expiration U.S. jurisdictions		
Tax Credit Carryforwards		
Carryforwards	30	23
Valuation Allowances	0	0
Net Carryforwards	30	23
Income tax credits Subject to Expiration Foreign jurisdictions		
Tax Credit Carryforwards		
Carryforwards	30	
Valuation Allowances	(30)	
Net Carryforwards	0	
Income tax credits Not Subject to Expiration U.S. jurisdictions		
Tax Credit Carryforwards		
Carryforwards	2	2
Valuation Allowances	0	0
Net Carryforwards	2	2
Income tax credits Not Subject to Expiration Foreign jurisdictions		
Tax Credit Carryforwards		
Carryforwards	4	29
Valuation Allowances	(3)	(28)
Net Carryforwards	\$ 1	\$ 1

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INCOME TAXES - Schedule of Reconciliation of Gross Unrecognized Tax Benefits (Details) - USD (\$) \$ in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022

Reconciliation of Unrecognized Tax Benefits, Excluding Amounts Pertaining to Examined Tax Returns [Roll Forward]			
Unrecognized tax benefits at beginning of year	\$ 17	\$ 17	\$ 21
Gross increases - tax positions in prior periods	0	1	0
Gross decreases - tax positions in prior periods	(4)	(3)	(7)
Gross increases - current period tax positions	9	2	4
Gross decreases - current period tax positions	0	0	0
Lapse of applicable statute of limitations	0	0	(1)
Settlements	0	0	0
Unrecognized tax benefits at end of year	\$ 22	\$ 17	\$ 17

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EMPLOYEE BENEFIT PLANS - Narrative (Details) - USD (\$) \$ in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022

Defined Benefit Plan Disclosure [Line Items]			
Curtailment gain, before tax	\$ (171)	\$ 0	\$ 0
United States			
Defined Benefit Plan Disclosure [Line Items]			
Aggregate cost of the defined contribution plans	19		
Domestic Defined Contribution Plan			
Defined Benefit Plan Disclosure [Line Items]			
Aggregate cost of the defined contribution plans	63	64	58
International Defined Contribution Plan			
Defined Benefit Plan Disclosure [Line Items]			
Aggregate cost of the defined contribution plans	5	6	6
Retirement Income			
Defined Benefit Plan Disclosure [Line Items]			
Employer contributions	15	15	
Accumulated benefit obligation	105	474	512
Retirement Income United States			
Defined Benefit Plan Disclosure [Line Items]			
Curtailment gain, before tax	171		
Curtailment gain, after tax	130		
Employer contributions	\$ 14	\$ 14	\$ 15

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EMPLOYEE BENEFIT PLANS - Schedule of Retirement Income and Retirement Health Care Plans and Amounts Recognized in Balance Sheets (Details) - USD (\$) \$ in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022

Retirement Income			
Change in benefit obligations:			
Benefit obligation as of beginning of year	\$ 476	\$ 513	
Service cost	1	1	\$ 1
Interest cost	12	18	15
Actuarial loss (gain)	(26)	(11)	
Plan amendments	0	0	
Plan settlement	(312)	0	
Benefits paid	(26)	(45)	
Translation and other adjustments	(2)	0	
Benefit obligation as of end of year	123	476	513
Change in plan assets:			
Fair value of assets as of beginning of year	381	412	
Actual return on plan assets	(13)	0	
Employer contributions	15	15	
Plan settlement	(312)	0	
Benefits paid	(26)	(45)	
Transfer to domestic defined contribution plan	(19)	0	
Translation and other adjustments	(1)	(1)	
Fair value of plan assets as of end of year	25	381	412
Accrued benefit cost, net funded status	(98)	(95)	
Amount recognized in the balance sheets consists of:			

Pension benefit assets	7	24	
Current accrued benefit liability	(12)	(13)	
Non-current accrued benefit liability	(93)	(106)	
Accrued benefit cost, net	(98)	(95)	
Retirement Health Care			
Change in benefit obligations:			
Benefit obligation as of beginning of year	26	28	
Service cost	0	0	0
Interest cost	1	1	1
Actuarial loss (gain)	(2)	(1)	
Plan amendments	(4)	0	
Plan settlement	0	0	
Benefits paid	(2)	(2)	
Translation and other adjustments	0	0	
Benefit obligation as of end of year	19	26	28
Change in plan assets:			
Fair value of assets as of beginning of year	0	0	
Actual return on plan assets	0	0	
Employer contributions	2	2	
Plan settlement	0	0	
Benefits paid	(2)	(2)	
Transfer to domestic defined contribution plan	0	0	
Translation and other adjustments	0	0	
Fair value of plan assets as of end of year	0	0	\$ 0
Accrued benefit cost, net funded status	(19)	(26)	
Amount recognized in the balance sheets consists of:			
Pension benefit assets	0	0	
Current accrued benefit liability	(2)	(2)	
Non-current accrued benefit liability	(17)	(24)	
Accrued benefit cost, net	\$ (19)	\$ (26)	

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EMPLOYEE BENEFIT PLANS - Schedule of Retirement Income Plans with ABO or PBO in Excess of Plan Assets (Details) - Retirement Income - USD (\$) \$ in Millions

[ABO Exceeds the Fair Value of Plan Assets](#)

Projected benefit obligation	\$ 105	\$ 119
Accumulated benefit obligation	104	118
Fair value of plan assets	0	0

[PBO Exceeds the Fair Value of Plan Assets](#)

Projected benefit obligation	108	121
Accumulated benefit obligation	105	119
Fair value of plan assets	\$ 2	\$ 2

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EMPLOYEE BENEFIT PLANS - Schedule of Components of Net Periodic Benefit Cost (Details) - USD (\$) \$ in Millions

[Defined Benefit Plan Disclosure \[Line Items\]](#)

Total	\$ 14	\$ 16	\$ 16

[Retirement Income](#)

[Defined Benefit Plan Disclosure \[Line Items\]](#)

Service cost	1	1	1
Interest cost	12	18	15
Expected return on plan assets	(2)	(10)	(15)
Amortization of unrecognized items	3	8	9
Curtailment gain recognized	(6)	0	0
Settlement loss recognized	179	0	7
Total	187	17	17

[Retirement Health Care](#)

[Defined Benefit Plan Disclosure \[Line Items\]](#)

Service cost	0	0	0
Interest cost	1	1	1
Expected return on plan assets	0	0	0
Amortization of unrecognized items	(2)	(2)	(1)
Curtailment gain recognized	0	0	0
Settlement loss recognized	0	0	0
Total	\$ (1)	\$ (1)	\$ 0

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EMPLOYEE BENEFIT PLANS - Schedule of Items Not Yet Recognized as a Component of Postretirement Expense (Details) - USD (\$) \$ in Millions

[Retirement Income](#)

[Defined Benefit Plan Disclosure \[Line Items\]](#)

Net actuarial loss (gain)	\$ 20	\$ 213
Prior service benefit	0	
Net deferred income tax (assets) liabilities	(5)	
Accumulated other comprehensive loss (income)	15	

[Retirement Health Care](#)

[Defined Benefit Plan Disclosure \[Line Items\]](#)

Net actuarial loss (gain)	(14)	\$ (14)
Prior service benefit	(4)	
Net deferred income tax (assets) liabilities	4	
Accumulated other comprehensive loss (income)	\$ (14)	

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EMPLOYEE BENEFIT PLANS - Schedule of Net Actuarial Loss (Gain) Recorded in

12 Months Ended

Accumulated Other Comprehensive Net (Loss) Income (Details)
\$ in Millions

Jun. 30, 2024
USD (\$)

[Retirement Income](#)

[AOCI Attributable to Parent, Net of Tax \[Roll Forward\]](#)

Net actuarial loss (gain) as of beginning of year	\$ 213
Amortization, curtailment and settlement during the year	(182)
Loss (gain) during the year	(11)
Net actuarial loss (gain) as of end of year	20

[Retirement Health Care](#)

[AOCI Attributable to Parent, Net of Tax \[Roll Forward\]](#)

Net actuarial loss (gain) as of beginning of year	(14)
Amortization, curtailment and settlement during the year	2
Loss (gain) during the year	(2)
Net actuarial loss (gain) as of end of year	\$ (14)

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EMPLOYEE BENEFIT PLANS - Schedule of Weighted Average Assumptions Used to Estimate the Actuarial Present Value of Benefit Obligations and Retirement Income and Retirement Health Care Costs (Details)

12 Months Ended

Jun. 30, 2024Jun. 30, 2023Jun. 30, 2022

[Retirement Income](#)

[Defined Benefit Plan, Weighted Average Assumptions Used in Calculating Benefit Obligation \[Abstract\]](#)

Discount rate	5.52%	4.37%
Rate of compensation increase	3.23%	3.62%
Interest crediting rate	5.40%	2.67%

[Defined Benefit Plan, Weighted Average Assumptions Used in Calculating Net Periodic Benefit Cost \[Abstract\]](#)

Discount rate	4.63%	3.72%	2.56%
Rate of compensation increase	3.20%	3.09%	3.02%
Expected return on plan assets	3.39%	2.67%	3.00%
Interest crediting rate	2.69%	2.69%	2.57%

[Retirement Health Care](#)

[Defined Benefit Plan, Weighted Average Assumptions Used in Calculating Benefit Obligation \[Abstract\]](#)

Discount rate	5.38%	5.10%

[Defined Benefit Plan, Weighted Average Assumptions Used in Calculating Net Periodic Benefit Cost \[Abstract\]](#)

Discount rate	5.10%	4.65%	2.61%

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EMPLOYEE BENEFIT PLANS - Schedule of Expected Benefit Payments (Details)
\$ in Millions

Jun. 30, 2024
USD (\$)

[Retirement Income](#)

[Defined Benefit Plan Disclosure \[Line Items\]](#)

2025	\$ 15
2026	14
2027	13
2028	13
2029	12
Fiscal years 2030 through 2034	48

[Retirement Health Care](#)

[Defined Benefit Plan Disclosure \[Line Items\]](#)

2025	2
2026	2
2027	2
2028	2
2029	2
Fiscal years 2030 through 2034	\$ 7

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EMPLOYEE BENEFIT PLANS - Schedule of Target Allocation and Weighted Average Allocation of Plan Assets (Details) - Retirement Income

Jun. 30, 2023

[Defined Benefit Plan Disclosure \[Line Items\]](#)

% Target Allocation	100.00%
% of Plan Asset	100.00%

[Fixed income](#)

[Defined Benefit Plan Disclosure \[Line Items\]](#)

% Target Allocation	80.00%
% of Plan Asset	79.00%

[Cash equivalents](#)

[Defined Benefit Plan Disclosure \[Line Items\]](#)

% Target Allocation	20.00%
% of Plan Asset	21.00%

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EMPLOYEE BENEFIT PLANS - Schedule of Retirement Income Plans Assets Carried at Fair Value (Details) - Retirement Income - USD (\$)
\$ in Millions

Jun. 30, 2024Jun. 30, 2023Jun. 30, 2022

[Defined Benefit Plan Disclosure \[Line Items\]](#)

Total assets at fair value	\$ 25	\$ 381	\$ 412

[Total assets in the fair value hierarchy](#)

[Defined Benefit Plan Disclosure \[Line Items\]](#)

Total assets at fair value	0	74

[Total common collect trust measured at net asset value](#)

[Defined Benefit Plan Disclosure \[Line Items\]](#)

Total assets at fair value	25	307

Cash equivalents — Level 1 | Total assets in the fair value hierarchy

Defined Benefit Plan Disclosure [Line Items]

Total assets at fair value	0	74
Bond funds Total common collect trust measured at net asset value		
Defined Benefit Plan Disclosure [Line Items]		
Total assets at fair value	6	289
International equity funds Total common collect trust measured at net asset value		
Defined Benefit Plan Disclosure [Line Items]		
Total assets at fair value	16	15
Domestic equity funds Total common collect trust measured at net asset value		
Defined Benefit Plan Disclosure [Line Items]		
Total assets at fair value	0	0
Short-term investment fund Total common collect trust measured at net asset value		
Defined Benefit Plan Disclosure [Line Items]		
Total assets at fair value	0	1
Real estate fund Total common collect trust measured at net asset value		
Defined Benefit Plan Disclosure [Line Items]		
Total assets at fair value	2	2
Other Total common collect trust measured at net asset value		
Defined Benefit Plan Disclosure [Line Items]		
Total assets at fair value	\$ 1	\$ 0

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SEGMENT	12 Months Ended		
REPORTING -			
Narrative (Details) - segment	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022

Concentration Risk [Line Items]

Number of reportable segments	4		
Net Sales Walmart Stores, Inc. Customer Concentration Risk			
Concentration Risk [Line Items]			
Concentration percentage	25.00%	26.00%	25.00%

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SEGMENT	12 Months Ended		24 Months Ended	
REPORTING -				
Schedule of				
Reportable Segment				
Information and				
Reconciliation of				
Segment Information	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022	Jun. 30, 2024
(Details) - USD (\$)				
\$ in Millions				

Segment Reporting Information [Line Items]

Net Sales	\$ 7,093	\$ 7,389	\$ 7,107	
Interest income	23	16	5	
Interest expense	(90)	(90)	(106)	
Loss on divestiture	(240)	0	0	
Pension settlement charge	(171)	0	0	
Cyberattack costs, net of insurance recoveries	(29)	0	0	
VMS impairment	0	(445)	0	
Streamlined operating model	(32)	(60)	0	
Digital capabilities and productivity enhancements investment	(108)	(100)	(61)	
Earnings (losses) before income taxes	398	238	607	
(Income) Loss from equity investees included in Other (income) expense, net	(5)	(4)	(6)	
Total assets	5,751	5,945		\$ 5,751
Capital expenditures	212	228	251	
Depreciation and amortization	235	236	224	
Stock-based compensation	\$ 74	\$ 73	52	

Cyberattack | Product Concentration Risk

Segment Reporting Information [Line Items]

Concentration percentage	100.00%			
Restructuring and Related Costs Benchmark Product Concentration Risk				
Segment Reporting Information [Line Items]				
Concentration percentage	100.00%	100.00%		100.00%
Operating Segments				

Segment Reporting Information [Line Items]

Net Sales	\$ 6,872	\$ 7,149	6,844	
Segment adjusted earnings (losses) before interest and income taxes	1,354	1,275	992	
Operating Segments Health and Wellness				
Segment Reporting Information [Line Items]				
Net Sales	2,485	2,532	2,427	
Segment adjusted earnings (losses) before interest and income taxes	719	594	381	
(Income) Loss from equity investees included in Other (income) expense, net	0	0	0	
Total assets	1,124	1,184		\$ 1,124
Capital expenditures	47	51	61	
Depreciation and amortization	58	59	57	
Stock-based compensation	\$ 14	\$ 14	14	

Operating Segments | Health and Wellness | Cyberattack | Product Concentration Risk

Segment Reporting Information [Line Items]

Concentration percentage	30.00%			
Operating Segments Health and Wellness Restructuring and Related Costs Benchmark Product Concentration Risk				
Segment Reporting Information [Line Items]				
Concentration percentage	3.00%	6.00%		5.00%
Operating Segments Household				

Segment Reporting Information [Line Items]

Net Sales	\$ 1,950	\$ 2,098	1,984	
Segment adjusted earnings (losses) before interest and income taxes	260	308	234	
(Income) Loss from equity investees included in Other (income) expense, net	0	0	0	
Total assets	1,088	1,082		\$ 1,088
Capital expenditures	84	97	112	
Depreciation and amortization	77	78	67	
Stock-based compensation	\$ 11	\$ 10	8	

Operating Segments | Household | Cyberattack | Product Concentration Risk

Segment Reporting Information [Line Items]

Concentration percentage	24.00%			
Operating Segments Household Restructuring and Related Costs Benchmark Product Concentration Risk				
Segment Reporting Information [Line Items]				
Concentration percentage	2.00%	1.00%		2.00%
Operating Segments Lifestyle				

Segment Reporting Information [Line Items]

Net Sales	\$ 1,275	\$ 1,338	1,253	
Segment adjusted earnings (losses) before interest and income taxes	253	284	280	
(Income) Loss from equity investees included in Other (income) expense, net	0	0	0	
Total assets	1,110	1,091		\$ 1,110
Capital expenditures	36	29	24	
Depreciation and amortization	24	25	24	
Stock-based compensation	\$ 8	\$ 7	6	
Operating Segments Lifestyle Cyberattack Product Concentration Risk				
Segment Reporting Information [Line Items]				
Concentration percentage	23.00%			
Operating Segments Lifestyle Restructuring and Related Costs Benchmark Product Concentration Risk				
Segment Reporting Information [Line Items]				
Concentration percentage	0.00%	4.00%		2.00%
Operating Segments International				
Segment Reporting Information [Line Items]				
Net Sales	\$ 1,162	\$ 1,181	1,180	
Segment adjusted earnings (losses) before interest and income taxes	122	89	97	
(Income) Loss from equity investees included in Other (income) expense, net	(5)	(4)	(6)	
Total assets	1,327	1,410		\$ 1,327
Capital expenditures	21	24	27	
Depreciation and amortization	45	46	47	
Stock-based compensation	\$ 6	\$ 4	3	
Operating Segments International Cyberattack Product Concentration Risk				
Segment Reporting Information [Line Items]				
Concentration percentage	8.00%			
Operating Segments International Restructuring and Related Costs Benchmark Product Concentration Risk				
Segment Reporting Information [Line Items]				
Concentration percentage	4.00%	16.00%		11.00%
Corporate and Other				
Segment Reporting Information [Line Items]				
Net Sales	\$ 221	\$ 240	263	
Segment adjusted earnings (losses) before interest and income taxes	(309)	(358)	(223)	
(Income) Loss from equity investees included in Other (income) expense, net	0	0	0	
Total assets	1,102	1,178		\$ 1,102
Capital expenditures	24	27	27	
Depreciation and amortization	31	28	29	
Stock-based compensation	\$ 35	\$ 38	21	
Corporate and Other Cyberattack Product Concentration Risk				
Segment Reporting Information [Line Items]				
Concentration percentage	15.00%			
Corporate and Other Restructuring and Related Costs Benchmark Product Concentration Risk				
Segment Reporting Information [Line Items]				
Concentration percentage	91.00%	73.00%		80.00%
Operating Segments and Corporate and Other				
Segment Reporting Information [Line Items]				
Segment adjusted earnings (losses) before interest and income taxes	\$ 1,045	\$ 917	\$ 769	

XML 142 R123.htm IDEA: XBRL DOCUMENT				
SEGMENT	12 Months Ended			
REPORTING -				
Schedule of				
Concentration				
Percentage (Details) -	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022	
Net Sales - Product				
Concentration Risk				
Concentration Risk [Line Items]				
Concentration percentage	100.00%	100.00%	100.00%	
Corporate and Other				
Concentration Risk [Line Items]				
Concentration percentage	3.00%	3.00%	4.00%	
Cleaning products				
Concentration Risk [Line Items]				
Concentration percentage	43.00%	42.00%	42.00%	
Bags and wraps				
Concentration Risk [Line Items]				
Concentration percentage	15.00%	16.00%	16.00%	
Food products				
Concentration Risk [Line Items]				
Concentration percentage	11.00%	11.00%	11.00%	
Cat litter products				
Concentration Risk [Line Items]				
Concentration percentage	10.00%	10.00%	9.00%	
Health and Wellness Operating Segments				
Concentration Risk [Line Items]				
Concentration percentage	35.00%	35.00%	33.00%	
Health and Wellness Cleaning products Operating Segments				
Concentration Risk [Line Items]				
Concentration percentage	30.00%	30.00%	29.00%	
Health and Wellness Professional Products Operating Segments				
Concentration Risk [Line Items]				
Concentration percentage	5.00%	5.00%	4.00%	
Household Operating Segments				
Concentration Risk [Line Items]				
Concentration percentage	28.00%	28.00%	28.00%	
Household Bags and wraps Operating Segments				
Concentration Risk [Line Items]				
Concentration percentage	11.00%	12.00%	12.00%	
Household Cat litter products Operating Segments				
Concentration Risk [Line Items]				
Concentration percentage	9.00%	9.00%	8.00%	
Household Grilling Operating Segments				
Concentration Risk [Line Items]				
Concentration percentage	8.00%	7.00%	8.00%	
Lifestyle Operating Segments				
Concentration Risk [Line Items]				
Concentration percentage	18.00%	18.00%	18.00%	
Lifestyle Food products Operating Segments				
Concentration Risk [Line Items]				
Concentration percentage	11.00%	10.00%	10.00%	
Lifestyle Water Filtration Operating Segments				

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O+TX^>J)=T1UO^@EWL.*2:IX^<=1,"XXJ|JRZ>9FI^Q^ 8DRPNJA5-V55^ M9X.*R6?6F?SR\$Q|V?X>:Z)3|DA,%VB^>=>=<2CZY%XG2D9EJ|L0^>Q-Z5%= MVF3\$YPDYU|JWVO-
O@/8/;Sf37QR&H|JC|857107|GK&|A|VW5&51520?4 M501|S|SQD|J|SR9;|S[E=9+M]+BF=M+A.902?3C1L|>=<+0,3CE;3ADL_5^>C@P? M|I|&|P|M^=-
|4T2;|!C,\$%V\$5/R_J0=0;S;AAO0^Q|HXPP?2#)WA VA,|H* & MSVCQD3|T1,E,B = \$U^V^&E4H+*A;8R9Q; %C@M %CDF?; P|P|&P.C|V M8%J|
[S4^AA2|6|1TWCL_7071_N14|4GSLF?< \$ |G^>|W|>|!%5127PRG3 M-%,IKM.200|;@.55R=>@SX&L=B\$E<(^,ER^HA<C^>T^>H9\$|K1%|<(^2(G01C^&E^29AF7YHY|C|OBV91+32
M|A5O513+>=|J0^QFD|N1P7^7.NA.(V?B+5^?PO=|HJ8 FCF_Z|?NE@>H&G ME?R9|&|G|;#41M,6^?2XOZ.2|>)&W+>1.4@_>2\$R8|D|K#2D3|UAFZM?8T| MNQ) @|;:FWO
|?117RZL43JW1_@,LP#M++1|?ADT9+3A7ML4L_>#@2C_Y MQE*F!>T9J6901RP^09^2H_>^N?~;S44>>|N^O M_0,7(2^~WQJ31>6/QQ8B,|ABGB43?&\$#+%? Q|Z<N,F;
|UTJ8391YX73 M \$M\$P^QK^F@K@O7@ 8/6YQ9M,|AMKA.4|V;+V;B;+4;R7|G*M^2|G/=>[S~K-R=M@>1PDN50@H/|JXW^0@;C%G0.FH M5?>Q8X|/ZT)=T6S9Q|<(^
<^>|W)X16;QNMV|&+&2%>^BKA~WIDBF@Q@M G MAY@ HJB^B^<E%>M@>E/O|P3@ZTY^?>S~R=9 (8R^<~*K1N&6~\$FUA*(6%V66=MSDK6 BI M=6?I Z KB#E&7O815(2X|_K6@>F"
<6(AHV#Z^>S0L?T^C9S+E M4U=OD^4^8G.1|;:~ZZ2?|>>>X) SDAIE;G^&R^&12%\$ V7?1~7;|O=|969?1^~?OJ;|:69*SPS|A@>L-44- 47<8|S>B5
M7%F7,9%67B8^XK3LRB+15^X?>[369]|JQYVM5OYB|_ M_WO-D>>XUZ350(7|A8;#16U^&E&EF:B2+7?>@9?~M M&?P140V12VS0G6@FNJM|>I;61^AGO^M
MVKW&R7IHOW=S^Y_TG|NVD|T9)313ML2PMY<1CR&+7*)|3|C%WG7(&9JOE6;X MP!1H?N/P&2EWNIS7))&S>B|J06<~;"R?ZF=\$^U3?YC1^">X^W3V^>ET_?>E^M?
H,ODN9I4ANF>@;CU^Y5Z^>M0SA8Z9/ 32%+=~1+>F^46~5/4,Z?4|&^H7RX9 MU2LV|(|#7+X10VS^7YI49|A|~|U+| P04 ~# @O^A969^C@|G, G #B@O M&0^!A~+W=00^IV>|JGMV^
M?;FR2^#3Y,ESO _M?|(|V^<=<K^>|&|F|K|F?S19^|V^>T^>F+M-GD ;|>N#6^G ;|J56SWMU9W+2WYI49>C4X>CXTZ~7C4G|_ |G|W|M?OZQW0U|B|W;B7?>O M-
|N|SVJW>7^T_GG^O,0;7;5;_C@T<|>0.5NW7^A^W^COY2Y^OS|JZ=XGA_Z^7N^>C^W4Z4R~N^~.F_G @>YVA4^5LCl?W^N VMV4MU|B|P_J9KG0M|6M+>|U0|9^=SK+>(>W^>
=UG^MRF^|T^WEU)UG|EOFN^MZU_M_|A|S^|L%|1UCW_|~|N79Y^|F_X^?>?;||] M?>NOI^W;|>F|FUI^W^Y06OV=LWKVZN;U|<_ OAHH|WP MUJ^~UWXN;U|>6?Q09?>
9;VPSK/GO1E^Y,%WA\$@>|H+PW:YY;F8 M99<7ET|26^_>|_ T37N_JD?6NB|>=-4/5K+^W;5T5E>NS_W6UZ<_J.5_3YU8 MUGLZO1XXZ/M^FQ?NIQ-BD=Yu=>|DYW_M|= _NOCA 6B?>
>FB?>K3Z|[RK?]; MV>M^V^4N^Y29FZWKN61^CEUG59,|M>M^W:OV&20&B^#^<|Q\$SZW;7NZRH=POZH&S&K M^B?Q^+0\$|2Q;MQN?K^?>N^QF<#S.F6W6|VR+4E^P^+&IZFH|V>?>
&M955Y50 MV|8P\$M4/G<=>=NR\$P^UIHG3^>_J^E1?U61K5K8D@O|W|H&?<YS\$E^?>FV |WV MK|JEBPQ^Q,VA@BS6+VBC^> 7+3 K<~|V^HF#Z?>
MLZ=>S5V65=1B3F^R|JFV|55,MJRO|O|M^J3E\$H|>@>CQ>?>AY|MZT0|524WBJ|=M6XN|P0|OAH?>?>C@>|U^U\$38;OJV&= MK5Q#5(=#\$DQNBUTSP,9*7K7KC.H^<~
!6>N1T8M|MK|BF&CIR=>?I?C\$?>KZ|I_ MGA^E_&U7T82?35DM@&UKZ^>|.66;NM&D&C\$P^<=>@>C|C|B>~^W JBAG5,+=<~>
MDL:A5|=M0Q|!M^!%XN^,UGY7HH^*C;GMB(+N)VZPI<OD;S<_<*^LX^Z|/MEN22 MQUL|_|L|O;+Q|_T<(^>U7KA^ZF0\$ 6JREU4#0;,\$\$OLOP#>_5 HO+=|_|MC_=
V+&C64S;Z|>E&A?>ZVZ?>K+7^4T5\$535 K+4^>P|D199JNV+>|KHD|F^H^6U03E=4TJFG^~|+M^K^H\$P&|>N/;|>M^X9|QG>_>MY25^>|>T^X3|O@NN@;99^_T_X|V&5;U;UX& ZQZ=U-
4|>YE#3?U|V<_ M1|MLR^|J|1L2+&0= ("A%9)B6^<?&5;Y?6;9-4+>GLGE6|5AL_-8&L# M1 G0\$?>0AFFYH&RG&C;G>U26^>8|)DBBXK|IXN6^Q^>M\$S^=W&+LFG_XO|D>
MHA&X&M,R^<=<@<9@K< 7^_W10|A=>D7 SYK,M|JYKKNCK4H0 O7V^<=<G3H|S^| M899L;|>W^>|Z;T(L4^>XEZH[E~NR RB.S<?>C4Y4413|D(1>4|>TDW2.QNH M&G V&VP
M_47>=>7L^#<+B/9)GHUX&2,Q8Y|>8U(^>7,U4G1|BI(M=7|A^>=75|6(N3G7V^>T|>^>=3.3SOF4T(F1X+>C2^>9LOZ^>C^>U^OP@2^A^D^
M1R:|>|CLGMB|HF(6N)X.#5^3K389Y=A/@O1ED)<1TTY>D (\$0X)OA(|#4ER4 M>7_TAD@MTID(H\$^Q5.RZSC4^6FR2T6|4IH/8YB>4=B?YH|1097KRWHF6F=E70
M_>|DIHYHHDPHQ#K_A^7!U=U^K%2,R<Ov<^>|3| O5@0;S;M^?>5U D1=>N5 MHJ+2L@>H^>?>U1N|>N|N:RQPQ6K1^*MG>M^>|>|^>+7#0|X|_&LL3C6>9E| M|VR6^4??
>>KF&J|>|>O016\$;1UO^WE=>|U^Y5W2P^|>QK^>_>P;|B%|>|] MUD>+04X|J^>+>+0X^|H^Z<^>|>FB8N3947|9E5|0|27~ED^C^>=>5Y6^HC3|_>O^>Q7L|RZVH^
MLN9@>I|X|O>+>C^|J>|>V3\$X\$Z^>0BB8) 30XV?Z3(&3CE+Y M^M^Y_G_6|_R.AA_5+>@?SIDM=BW^<M+SU.1\$@E4I;Z;UOG3^>19T+&^9Q7P M+>2|63C_Y|UY^XJ^>P^7C^>Q|JLM?
OUZ3Q_>|>Y>SRT3=B#E1=<5NO\$S|J8M M2\$R+ UOU|5R513AC(A|G 8335+4Q7;|=ED|JO|>ED@>^>AK6|00800\$R M^%|HDL^4CUHA
K7J\$^6NAL|Y&O)CRS)P>PV9>D&U^3AC 43UE DL01?T@D|>Q MHE^YI-V;|>DGHK78\$&_&E@_FIMW5<_>D8~V^>(Z^>Q^M=M=1I4=9"
<=>OW;|VL|1^!SAUYB^EJX6#|ZBG46XG80B_/IO|>G;DO16;_>Q6G8 M#EK8GY^EGG(3I45?>218BR1|12W@>@>SPKL^M29|KEB^QT5)XO=>|B_UOY#16 M2T;J6?-
L^%G(65X0SZOKPGSFD&TK0H^VP+&+1PN^H\$^OQ_3_>VF7V MULQ|?>20^_Y0\$|J3|310D?>?>GYOVD76QN|MLZW;H@>AVDT&.&02 M4-BNV<11BEFZ?|>(11)|+E2^M+>
(HD/BF^WQ&X.4\$>M@61.SUZPK<?>Q|?|< M3PEUP-B?)#S^ FR,S|>Z>F^Y>|>N?>AHG|MHYMD;|IK1V6P|D|>|>F(D012A M)^+5X%|>|>IN6^<^>T5RQD^879(2-
-OM<^>_B06\$H5%>G;O,RI|L&G|FBZF ME|>F!>Q=|>AP?T_#S^>K^>B^>Y7Q<1_Z7Y^>H^>S^>K^>O^>B^>F|TID21A|1AIDS6;QPDU\$A|S^> M^BD2=>Y8Z;H>9%>XGB|_I05Q34M23^MH^6V|P|J\$~.5;
|UJM8^>=-8C,XC%>Q5(1S^<46;08|0|^UO^DCL M^>7X^9<(1-@>\$S0/17^%&=2 CB^>)/RKZLMWZ^<_>4&A/|>G?>_>9^>CZ M7HA^>(>%>5B|B_7NC^>_W<@>=>X7^F;ZSHWXC-
ZT|2R6|1^M^82?>R^9=>2MU2 M^|7Y^C^&R/ R8S0QJ4QBRWN^&K^>KW^H_+9|L_OXKJ8;R^>?>YJH3|>(>7L9N20^N^X^T+>^>|DPY1N5|XZ>#>+?>| M3F^>?>^>C^>|J^>3%.WRAN32&U?>^>SCP|?
NYGZ>+>28\$3Q^>C\$1\$|Z^N^>O@36MR MPVP^>G|>B|IR^H OQW?>_>_>(>A>R>|>S^>=>|2|O^FEZ8~?>266#>=CPY^|P^M M%K @>S|J>O>L9|U^>I^>R8IY\$>#^>?>Q>|>I9_>5B^<2\$-
>:RKWK^>B84Z MLQ|>IF5H<^>7%>M&K.SIT<~<K^>|>|>E,F^U^>A1^>|XQXWW^>C;LP^>+020=VTM1^>L M^G(MT2^>55R(@>P&^>I>X^>M^>W^>C^>Y^>S^>BOH^>B^>V^> ARB9|R|>(>6;0219/RC=L3B
MPVS+XA^>A^>F|K|JR-JRRZ,U3I=F=R91 DZVL^51<= 1L>@>@>(|@>?>_>QTO55JF^>1 M+Y+AL6|P|WJ_4DA>A Y^>Y^>U^>7^>@>C@>E@>Q^>S^>MR\$7UA^>A^>X\$>Y^>P^>_> M 470?>3|43;>
G|3^>NUX3CXN=2^|>CYCDH.ZAY; SY_1|>=>DEAD8^X3T|?>|>M|>|>5\$P|P|>_M5G-NS^>^>2|68W9\$6^>0;B0W(L6)\$LTA^Y8|<3Z>E^>J^>=AYHO@ M^X^>S^>Y|ZD=^>HBPP
|G?>ZQV64<1B60K9=NR<R<0|1|KV\$>0^>M^>A^>N^>|>2QXGY804^>?>4:H10BP4+>4^>ITD|B6A^>?>3@>E@>S^>M|J^>_>Z+A/R9<9^M_-9|6R1>0^>47^>AF\$U^>7VD^>15F(3+>R+U^>25W|O~^>I^>
M_>6V4&T\$>+>7)BT0E^>S^>N^>N^>M^>NW^>YVP^>L^>=<K^>59|,C1&=<=VC@>_>5;(>S7&^>M2\$>E1A6AWPI^>F&OYN@FA^>Y21P0>9^G@>|>TW9L9?7G=M^>=|D^>M2?>_>1 MVIAY@>GO_>~
|6X(1Q|5\$G&8^>E^>8^>_>H3^>F^>VWR|C|>B^>+|>=>DB6%> MYE;_>VWLS8~W^>_>S|>R(N4D)H_QA|O>^>Q>^>S^>J^>Q^>=KR+F=G1\$>C|JY|M MR^>W^>_>|>|>5\$>N4&4HX?>
N\$~^>N^>Z|>TUNZ4^>ZCYH^<4&G^>PCC^>+>A0|>6R4U(3M)>5&8 M^O(=>(>3N66&Z^>_>=>HIFE+>A&G8XIC^>I^>T|>419MFQ>|>#I|C554OD84VZ25>X 9V M^>V+54C|PU^>B~>|>2>
3ROEPD45=Q90HIFH_7G9DC+>90PU01>HFR^3|T^>821; M 4P^>T2|^>O3K#^>A4,M^K^>K^>_>5G|ASTO(4|4>W1Z D^>A0|FEI6G^>C^>S.1# M.TRE^>02E&~>Y|V.7=(V;~,%FS)<9B^>#A-
9#>6W>+>2Q21^>K_X@LYV5A9 MCVFS-RZ^>YU|J|P70^>010; %E?>2(M|O>|PKKQ.KIG^>+5+>N134QO 3K0OY MW|>#0^>QCHT@P|F0|KAVT|WC2UO:HLM JPSG(A.A
(8^>90/Y1?>0_0UH255ET|T5 MOX\$A~#|_>#UKE^>B25;_>99RWH7^>W_OJ;=>6IU>UROYE^>A^>X162;|>B|R^>Y^>K^>%&=&74;>~7|06 |I2AAR^>T.D5;<=>6W|>M^>BU&?>
MUY8\$^>8|F^>RVBG>+7^>E3V|U=XGOV^>HAP^>M^>W.M_9^>N^>Z|6E^>F^>N^>T+>S^>S^>8L^>M^>M^>C^>T^>^>U^>B^>O^>N^>^>N^>^>2^>X^>7|68_>1E>^>P^>E^>7E2V^>H\$=>|>L N.H0G4M^>U^>| M^>Q?>I^>N^>M^>
ZQA59H=IN^>U^>|>FUO\$01SB^>T^>~>=A0>2A^>W^>0A_>2^>N^>K^>A^>4_>O MPT12 |OTGTX+>V+SSY^>3Y@>^>A|+>=>S^>?>3@>(M)?=>19VXV M^>R^>Y^>K^>+>HNZ3R^>LFPB2PVFN&+>
(Q<=>35JGRS6DCK50<^>U6|L4@& M^>2^>1RDND5,3ZNZW5^>K^>K^>O^>A^>O^>3^>O^>7YA2YZH)\$HE296O^>#F9;+>IOWKPF5^>%>M^>S(O\$>CGFYHL=>+>G&G^>B3WFEV=O#_>|I(49%>^>Y)7S+L&K;|>LR(*
94/K|J~|6W M=TB^>P.FAX+>B8X^H 8\$K5L|Q351K^>TBOY_>2<79>4N8@>1;Z&Z&I6P&+>5RV;+>T^>M5 HO^>%>=&G8A8^>?>+54>4O8F55K|Y^>|DAI|X^>|S1,EU0.8I>=>0_>HBJD+X M-
2|>S=>=<@>K^>T^>G^>N^>+>PV+>A^>GXA10D^>_>MS8|3(U+C^>F^>+>JIK8U^>S5<_>S^>=<=<V M HD2\$>SF2^>N1^>O^>M G5N7N5|>MEZ>E^>PDM_>544Z^>_>K^>M|K.0SOG^>LBNJ5^>BWZ7-
+>TXE^>X79J^>1K2 MK7|6B8C\$2^>~%>S|>8^>ZIV^>C6U@>L^>|>I^>Q^>A^>Q M2106>50NFRY|3DIE|RM:FM-B?MSUF&F^>~>K^>H|I^>SHN;V\$|S0^>6HE^>|I^>7G2D|MDZ^>I^>E
M^>@2+>C^>P^>R4RNAF^>D^>5^>K_>|>97;5NAL^>=>T^>4^>T^>4^>LE^>|>1K4|I+>HXYQ^>M^>2016>50M^>P05>S^>E4^>|AIAK2Y1A^>B|20S^>U^>769^>09256^>?>Q7U^>Z150M^>O.HIM+>G^>VSA^>+>GU
MM3FOT41|0\$=ASQG^>|5|>VU2?A^>=B|4.H^>E#6 5PQ\$3.16EUWQ|L?0_ M6DB#GV\$|U_>BP^>C|>BT2I^>M=5XRC^>Y>|>B8M|>K5HHJN|14+>+>S8XB^>U^>^>8@_>MLZ(J4Y^>_>R.TB|^>?>4V|+>+>EOTFLU^>?S3M^>O^>_>L^>P^>UN^>UQ^>^>JD>Q|Q^>+>6 MW541^>L^>M^>5^>R 8G8R091G/8^>51SKNYECZ^>8^>TDKP&8,NK;|=M^>N^>1^>N^>D MUWRD&#
|HK\$>HZ4HZU|>U^>O:SO7U&O5B^>Y^>LNCM^>2^>LQTKM|>N9.BW?>7 8FS>+>C|TBK^>_>J3|>AKNSDKP^>_>M^>#<|>C&MR^>?>+>R^>B^>NS(B&+>1 O1\$>2DOD5|E&T^>=S1VY1&^>N1^>|A6|J^>%X&
M+>|WT^>7^>84\$K&G|I|UPT\$GSD^>N^>~^>S^>Z3Y|O4Q^>V^>B9_+>|>+>%>B^>RQ B(B\$O M\$V^>Y805^>~^>N4.SFS=3VE<_>S|J^>D^>M^>K^>RZRN:
|EZX|KUDW^>H^>7^>K57^>05X|J133^>89T^>|>W^>M.4_>1Z^>|^>Y9BC|>IBM M2D^>T^>O^>7CH^>X^>+>A>6|S^>4EH23P0^>@>+>ELACCI^>043836HV9Q^>O^>5L=<4|O M|
(W|W^>UO0#&BG71NMK.N|I=OEIE5@=>P^>734H.B|YV/(SEX\$R+>72^>YAYBV M^>F|U^>|M=8VETK4-5VDNC|882R^>M^>7WAWG|7+>Z^>NZ^>OF|N\$9#4G^>S^>|>M6|B2Y^>71\$BPC?+>
=>|>L9GU1K-LIB|>I7>_>M+8D-|>=1245U@W^>=>R>=1^>T1961^>H4<=2>Z|>CB^>M^>DZ^>|>+9\$>7EM^>G3^>C+>J0G|RYPI|9PD<2^>_>ENEQ89^>#0>2G>=<C^>#=>= 0|>P0PZJ
^>E^>A&U+>G^>U\$M=W9\$O<(>L|> M1Q4R=U9|E^>G(8^>B^>C^>7E+>VKEDCKTFA6?>#|>C 72019A\$^>S^>D|JY3?X^>X^>F<6 MD>1* S2P15V^>^>Y^>F^>1^>V^>+>F1^>D(90S+>P-2H99P^>QE9Q|MF1XZJDC-
^>X^>YEL4+>M|>W&^>^>^>~>VH<_>HC0F3Q490A@35GY15L^>H@>B|F^>|>YJ_HO44(LV^>A~O^>A^>M^>W=WT>1^>L^>AB64K^>V^>V^>A(P9?5^>+>I^>P>66&B&I^>TOR^>X^>?>SRDSE8^>B>+>@>D^>= M^>
M^>U^>+>2^>A|>2^>A|>J^>2TCLSDGOQ2Z^>8^>B9AT^>K^>~>K^>A^>F|ZMDM^>|>7\$>9.4 T^>1 M8B8^>1QI^>#^>7D^>+>|>L^>20H5N|VR>(>AE_|>OJ.MPL>T78G.O M.M^>|>V^>C^>285|>U^>@^>U^>+>
+>BE3HR|I0^>~>|>W^>A8^>K^>P+>Y^>F^>CU@>8%>R^>C|L^>|F M^>C<^>^>^>7T^>|>6^>?>Q^>_>Y^>F^>2^>H.C.GHVL90_EKG^>Y<2TSM^>Y|+>7X^>5FCQ^>2^>S=70^>1^>=>1^>S>?&8^>_>M^>3A.C^>P^>OKQ^>L^>_>R4
4^>L|>C^>15MA^>G^>S^>L^>P^>K^>S^>S^>~>W5>#^>?>Z^>Y^>A^>H^>Q^>Y^>+>MH^>O^>C^>F^>G|G39_PHC_PV7+>4&B3^>H^>TS^>?>C^>I^>7Y0^>X^>M^>X^>%>G\$JM^>@>H|Q^>+>M1+>+>|X|JX|L^>FQ^>C^>RZB|L^>1^>RE9?>
<E5WA&G@HWW+>G|I^>E^>BEPUI^>M^>F^>R6N|H0XJ^>L^>M^>H^>O^>1^>B3P_S|_>^>P|>UQ4@>H>#>|UK8^>Y^>F0|>E^>AEE^>3^>M6AC^>1^>X^>2^>P^>SFG^>^>Y^>P.M(2^>EXN^>36EPRK21A@>B^>H^>Y^>S^>)|E3@?>
F|V=>#>2^>|>MOJEC:0WX+>12%>6^>O^>|>F4\$Z>=F^>M|JL2T^>SVDOBVNL(R#=>6E^>G^>P^>0150^>P5~>P^>MC^>4^>PANI^>S^>E^>2QIU^>_>GNDQYTF\$40^>^>9^>H^>M^>2^>|>V^>G6G^>FQ|>_>Y^>#^>~>W0 M^>
YET^>F+3C8(S^>W@>B|62VCU2|1^>0>O^>K^>C.H^>1^>2%>=>D^>2^>ED6^>G^>VD^>S^>M6EO@;9|,135|A1R^>C^>W+>#7NSTXEG^>T^>PB^>|>6^>TYZ M94^

432DFM>>51J>|P&Y(M#P)QC84RK40V%J^1# M#PEAVC3>,\$4HJKR 06&*+0MIT#1Q/N>K&EXP>7>BV7;LVB*V. :2'@04@ M+=|IV@%W-U, IH>V">D?J|<4-F2-
UOXFIC@>P>QD6WM5=W?M,=MJE?TRP/L M'2#2JDUGR># N~W~3 1LK@.P65&46M;V-Z=BI M7=W~C~^:A(9^7=Y~D?QWOMST'.D5?='3R0E
<72~3PAX.C>=>DBJIG@V@|L.6V.MU#@.:@\$N:84F~9.~W~M(P M22)>#6J1?7. WY4E840?:.I8LM2G20WCW>3G;
UO*U*P0+CI609AY5C:G<C6R?FMF1J1U2516MF%:G+Y#0:6-Z=:ASGX ^J MN9<91HN9?7?6BYEJK> 2UO161=;|R10J.TVFD21@>~K~Q12\$F?20Q#NW7 M9JUI?<
H5_ZW?7F7E1E<?S7SVTUCXBR>+@%K? W M.O.QNWS7~.Q.">-. 81-1L(I.M98577?Q*H.F.ORSOTZ7?Q*~K~FAOZ3:ESFKZRLG+NZ~K~M= V_KSN&|B|
MNEG>K^YN/L/ZILNGV~7U+~+84PU6G&68=W\$?2 WB3!~?Z5M)61WV2.^7.F.CU.M#)=~PXOD*~+OK1S!~P~R3@V/B(W3>.>>KSI.PUV)4H \$F3!^..1QJ<|W1-CZ/JC
MAWX\$#_ZL\$%J:IC<0L50:V9+>#3^&@# M:01J90C+IG..>#C0:2RYK6QJ15 M3JIR5~;G=J=V1FPAJVA="X/(1~M+G~^1J1M21J6XJ|HL2?6P+ORXIE|
MVS=GR>3#1Q.0.&S&K&1/V>MUB@M@:O:NW~<+NU:0?W*~ CYF25E.DC'D&N:M-MPC-ERGU~VHG5.S>:H6JH|O,10N?J1L:|A(=S> GG7~.<0EG7~"||GB_M_T&1R-
P.O5~7WQ(ZY-@ZV>YV>9Y?BW2~#H5K~KMUZIO-2RHK&GLMUGZS- MKB&Z~"MJC&#M.49:YCGOS/G32<~L6&1JH@B6RC=ZPVN>S(=L~.D.B3Y M5.TS.J.T?>7L?<?>
5N/L&8L9~R Z(V<:&+2(W15?T1 FDU&X&E:BC>Q M:0~ 85HG=V4F990?~|XNKNXB2~X~@:~KU2N-16&S:~YV7+>R&Z30@.QJG M9SV1X385SWSL@>>TR3K=>7R80?>1<?>
L_KNNEH/76@~79UUIA+RZ.CS0:T.MS?<7>+|47E1I3XH.7|4ACE.#N9!~JL74CW2RA &E-Q+D.:2'RW~^+~#0GD%#3.M04&7#DD@~^#26YYSNOVIE~N@T9@IH:<|QIC~".30IH1Y..B|
J3?9ERV@M B M6B16SKB1@.O~H\$~T?K.RODZ\$X:HR1A85FFEL. MIWK MK3<+<-5X.DJ7?BNF2YICT@%0:ICT8>W>AP20D+JOI_4B516N&Z7S8M7H?&=<#W0B7F16|@
4UO1102P.\$%>PX|(6ZFSR.N)10 #0T ID M IX:"IW:WK&ULG5==> MRY5UGWOV)118V. ZIOAU1?=>KL1+J10 L349@E:5VF 61P?H M11+~F2G>S
M7N~L6TTEE.|+N/|C2YMSIORI.S)WU25=.MKTG9U@U>EW~@M3M2@+~W1'E15< MT~V%G 4'A1ON@J5J00?1F0K1&YE>=LCVT> W12N IG:N.Y9:S<^~ Q2K9#F&<-
S18MT14H4Z57>MSKL;#CO:S!M=S=DD7=6?#E~D&+IU= CNIN7H0@~|N1VMN@L.V1>B8MX~X4~L1&?B&K36A1.&+<
M%#0M1.B~W99BMJ~XG>U~.~4Q1Y+0.Q99+QONP1M10QY50.%3(9./KLE#XY19 M#&D~24M 05B5~6B@B/Q AC8/6<~?Q~9*#X>..N&N?~USNNJ@43RY)75& MSY_USWJOIM
?~ND/I? GXSM7V~R<IK1X>=>T4:P@J4(8^>~<~Q(0%&M.)>~M:"SZ46?Y..S(P1&I- J+8I1Z9 Y9A=T~H?YI..L_~*5%W~F~#9#%K~M%KXJZPC?/R3CNLY=B8/4~
<L@J1S:B4276~C1R@IUU?~S?7EHF>J1J-6&8 M1AF&C:(^@69C+W\$<241~P~62(I7~D 3#@~. 97)<=>#3(HM>#3@~1LOZCIF0 MLCT:130R8E>#?<
\$F18X63R~&?FDI9?T.2B~PQ~1~Q~40\$25> QRY;IHR M4Q0?2A1X9B/R(3~W-E?1~60V<@<2LB~07(I(152RXYH+244BM68R%M68R?>1160~0#T.1448896)%CBZ2K~QJIR?<
MVHS=>N150~#R#(IAZG|P|<|QMJH(PN#13\$SYSE~OXU?Q_3& 8&1;9Z?M02IDRM8)IM&@IL@IL6Z(NET3~1)0Z1Z?D~<9F+L7<1: M&68N?V1;Z+Z+R+#8X
B88ID0<~57@<40/N-TMG5PW1125LGD-N00:72? M.H\$HJ4Q9F&C.LP.YR\$N@Q:IOV;KAI<8)1&@6IK4\$=>2.YI1J3CG3~.105: MUZ7AG1A1<41-
K2.138GVFF~34G@~(001~)#B%205PN3FOZ1 MXIE(XW 8&: MRCH~K~KH ~W-E~!IRUN? YIOC.XY/OI?+5CAYSNSA5K1QO/(CS&PO~IM/J=G5IU^A~G(X7_1' MX2W8*~|O7-
L19V..L(EPI?Z2:8.AYX9S:@~|PO2 Q?<@<~#Z~W-FQNV.Y M1#HUI+ P04 ~#~@<A9D1MN~#H# 1)P &0_~'A1+W=O~R5EE4~<=<
CQ&E19?~#DR@?FIRRT0A>&L7.54611:42A4GW>XH+H7471?P:SJ1J~&HJ1J3&~M~PM4E26P1Q949CF+>M~FX~HN~NUNK~(BUN43):H21H10~O~9 M=-
PLAEX~<2#3>~2MM:@(IDSYMYOSK~9U/4.H<+<4>03?P X 9TR0.S&K5SF.MU)KTBMOK#219JB(UCN1~|XSZ+<C~7S~Q10|GFHE.NVBP X3J>H<+<C+PA64K
MYTB&2&M1R1EPKL?>EUV.Y>~\$S1~4PIKZ?@P5DNIW8RAX<5&S.9I:L3PK1I~G-M~T~H09N=DIHG?<99016LY~:G%11+VXOKU1|SIP<~7H1C1VC~K1KX72<-C<)<
M~PBI1+X81014YUAI@09G=>GY~3~9J13M3Z?K<~23<~9J~KMSV UD_ M11CU VIGI H~D2J5H=HB. B~C~V>Y~X~W~(H.#>?#54B05G&S64H'S": MOWW5&W7?
|W|WT+HIV(7~1RGY.P38."11YU51#44.S YN(A~XK14~H~M~P)GG/D1R'9|A/VIGIEQHG&Z.R0A&PW_XM~J\$~|P~DH02H95~\$OB=-S.M+Q8~KW>80&X/Q/RR~# ?AUCBA
MOW_P2H_ZXCA~OGA1~>NMI90_R~TUN|A~A~QHMBKQGMGT|GHZ~R2CZ44 M6Y~P10?E87~#1|(90G22C6R6#~):SDLI @U @U@|X\$21.5(KZ)<@ M=|ZWC~QFEO:G~P~<
GOL.F1<(POJ21.9<~U>~>WHI@~K KB003~"N.6>|>=> MIX?MPIY/OOM:@(>J."SOC.1&Y&H# MOW5H00#?Y:XS<|:~@.102P.5%>PX(67&IGIA~P<@<~ID M
|X:|W:W&K&U155M:ILV\$XK1RTH5D~P7NVX MKFW 3CVL0~)YI=MA~?1:EDX648E422J.~C~MWW15S.9C/V#Z(XLO=P~>Y(X.3.M@U3?=(EHHX+ZNA)YI13~) AT5F+~1\$
V&BED~1FAH9J~|A&@F1OYICU1A|&1~3V@~< M-QM~FQHL?R7F0G.10&@Q191E>VPA>~1G.71~ME~TCN211.12G?2LE:KV3U1L~?&N18L&R~
MM ~P~YIT~"U>|BOM6CATMNG@|ZS51M8G9V0<1~VIT~F~K~X_10% CDS#@0 MW4:Y0=FV~R~Y 4M28TVW~2G3>1X(FY9-1M.KC)P~WMIJ05K?OWS87~ 6 M6UBL~|J~C|V~
S>K1=>16H1@S8M8Z#1(2Y1~#~%C&C&ZD.6&E<@<QPH0 M&=&9Z5 YSFNE\$9SCR71K5?KS.S1H #1 M~33GGSGZ~Q1-3-G Q01MB9#)N1&~8J11%M#T46GSZ~)C%<
52DTF0J0I@:AT.M01ZHD+ Q1Z8 Q4(4J5VXE)FEP2N~9@P1U~S&~M~K~R~Z~*U16@.RY97.6?H M&S3~+M~(5R0AAGM61_1\$10~)JBRC21IUS~)C%<
M%0EL#~HSA~BYT~"U~\$~\$~HNY~"1=6.922IR&B~+~Q~+2P~UHV15~(C&X916 M1@L(K19N~V~D~)=B(RSK09F:54A0_HGZ_7~\$~D1F+=> M%?<
I1@>~ZL0~E5=H~"N@U7@<CPL1C9Q2D.IX 7?S.MB91~PY5+&A=O2~.M&:J3~HJ~%UN15:U~D=2ASPGVU&~?F=-.439M71.5%~1L1~"1#M:HIJ1:
M

[illegible]

[illegible]

R#1-6;\$@/1A.1.MK0\$1#9#8>1)XDK1(8U72(1.8H.F5^~#M"5_#62^~.GWX=U=IVFH.LK38Q+H7MM)BH1H^*RR@~.MRD&+HF03K^\$~C:CR5NG@/MU4W<@.@5L\$2@)JG.44?<2~L89+K*6PPX25~1.M1U/1A1B.A1~.RF@1P~.QEO1(F@/S/P#^~.M/(F@1Q0>H1=36PNK1.MN^X@1\$3&VTJ2~F75G3W/N1^&HU_1JHWNK@/M#037\$SW_~1US<1~E~R=6~M21R~#G~B1Q1^~68GV160>MYV~6721EFQTK(\$5M&C&3X>43K0#F6T9X2K.M1~WM~4~CV~EN?~417~M.J1(9_QG~76H1X\$T=664\$P.D1X<10<1/G1QO\$SD1.WL9RAJ3J2~1.P.PP.M8A6U61F~P.P@S~1"Q~2A0~R~2~M~D~J~Q<~49_~RKEA3T~Q~K~D~K~4~1~\$~(S1G1~SZXA?6~B.Z7~M9J+Y3Q.12Z~RK~1<1~7.MWQ(R<E~C~X16YG70J\$#40X~1F1M~)XS^*1J71>~#AL/ECX8Q1Q.0~M~2~7EM\$0UA<~51%1~&VTJ.LPC9JN4>5&(^N#14C+R.9F/PLV~N~K@/BD\$M/GD~A~R0D1~7F5~55E/DN.MV.DV#IO.H?<~>3EV)C(46M?~3P92CM&7.1.MD1F1C1K2=1.Q~FOX~4\$F3&~CKPE8Y1T=86N16%>1Y~M1=Z1U0~2\$S~N~M_~?>N1HGS0~WZF?>1(AB11+L.D<~>1B/2~1T1=K?N~A3.EWDHFOQ0<1~I.M9~M1AJCQGQ^~?>1HVR\$XKR89=NC~L3?Z(HZCVD4~Q05C21Z&1\$<~#SAC1\$1+>1MEA(HBC~U01)/D+B>Z.S894%<~>Y1~92J1&1.GDD.F@Q&W~96Q~48B1~M2)1=U(DRXCYD1+U\$~H0(8N%)?>FU~31.K01Y2(TLXYX1<1YX33PH)R&D?~QG17/O8(B~HPI~)~P1/2T~G<~MD)2#R1+C.5Y1.LVFOJ6L~C.G3DBB(H?Q~P.MU~1A+~427~Q~*K1W=~1T7J7A%2RB+ES~\$S1O>Y1A^Y1J\$~51750.0WU/G~MC?YV52.#556U@~Z@&H'S~QPPV1R1SH:(371#8SRVYX2A10:16P4C^C.M1F~B1C~M1B~C~1A+STH1~W\$21W=~988A.1~B&A1~)=@AK7#98Q>1Q1U1=*<~>1MT=2N.1M~0VX0~VU~1R5SPN1\$@~=(85216.F~9M1JDC=~?Q37~3YHC.E13AT15C17A.M9PHK.PVE>~7@~#X9.K&+50~A~EVO1@~8*SLQ46~WGA@f@>~80A721Q~1~)D~M7~e7~.7HT8X~C1HFBN&+A1L1=6Y5.W~8~86/Q~1~PTCRPDC~3~D@+8H1SB6.M~1~1=1CTY1C1.MNZKUPIH2(K1Y0Y1\$%#9SJ~B~WSBR1AD4V&A~L1UJO&DA.M\$H>94ZG(NV6X1~1\$1.SD1F1C(Q~.ZP1~\$~.E1S~>1W2Z+7H1LM041DUY~M1B1&K1V~1~9~8Z~C1~AHY352D3H1&XQ~K19JPH1N1M8L~?~F101\$~1~U1M~D6~*1&1@>~>C~0~U~1~Y\$23/GNM#H5\$6~VRFD&D~Y4~1~1~R~269~1~M~78+~C~R~M1~CTD1J6\$0~<~OJDIKA.(7A~21RUT~2>DG)W=40~G/9EKWA:8~MI#)L1T1H)D~ZY1T3~+2C1P1~Q101BW=~NSA@C~G20V14Y~K10A~M1V71.6)T~BM1~3.A~1+X0A~#450~8~HP~002AK~T1FL0G15ZLAUG5.M90K2X5GK0X2E~1+D5V~#3J.Y0/62~1LL30(C~)M1~1+D6X52\$8~?~>D~U~4B(F)H~N2U1~)10~40(6H1~1BTBE(M.O1E~4~8~\$POY.M1ES1U2~1&B~A~0000C8MHNZ>1G~TVE\$931~4Z2.R1)1H1ZP3=TV

+H^HC_4L5,L&Z9Q M)L6?2/#9V!DXD&#**F%>Y.XW/,33M7BQ%+H>8=?
HJD@YKK21^<&8&.2!&:V M^9"\$X.!=\$@.!@\$->_&4Y@_SV?1H#=#/9I/GU:3U_ ^@# +Y!?
Y;Z_@O=KMA&H M;T:N(JN(70 MZT#@!=\$50+!0UCCA1?PIG\$LJ]+P8@M+*7C,43S;
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6UI50TL<:94MK;*EA4=:_L-D#TYHNHUC0S%,>,|N|MR=QWE5<)/2G
M=&TJD'HRDR(!GEOO:&\$T=.\$GB#S8(U,:JWB-V+?(WEXE"|8G%&T;O|=F9"4
M_.Y!;2;SLC*HOI.W8E9RPP3_0@RU3,V.*818:G)FU?H'-9NPF)!D4?/XOWQT MH\$
:8DFWH+;!DX\$AB%0*2KMZ|\$CB(5""5GDEZ@I(D"HYPJRYUVV8N52&?VD.W@>=
M0>#?V+GO=6|.^N!2@FT^_B'JZ7J.NG"N1|V32S9'M:V?@\$@WUO='PU"S5H# ?!P&0
'AL+W=O MQZ;2R'(?5(HX|?='<^+ZQ;B&>3BNUQC?:Y>M0TBSN4G)!%,(! M\$8U?
+6;4I72!Q^,#^F>OG;1LF<&/2GSCN2VFT6T\$.>Y8+>R3;O|&5L^_P|N4 M,/X+3? =C2+
(;F-5V083@Y++|&>_VSH/2; MUZO|Y7H-EQNV%6BN)K&E?"XJSEKL1#?^=983:?
H^ZE*A#S#TWGCJ&-00&,W>OTM&;_ MJ!AV*H;GT&?K<*%
|>">KO'<&+2&^+^@L:3+B7'K:T;:Z)PZRZ(V!&7,*4%G
M4YX6M"F0CN8/I2\$3C\$CX9"RP<20\$9ULNN.7!8LE|KO?HZL|@VW*!O./MO;XP
MG16TWV'/H4&-SK)3@OJ)&;=BN*UI_1LU "[WD+&*6R9Z(\$GV!0P2>-34QK1|
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M.NH7,+KQ(!UBIC35J5(R=P2M|NI7IJ*6_LS1.= -8*6W=90.#>T?L&EQ)@U0?
MYHV^X)+2.=;FL*FGJ|F#IN!4/RXS4>?DZ=QVY"\$S|E;:ZEX&ZLI1^K/4/>^;
M.XL.WN7I\$15-T2:CT%=DV@"ZBST.6T.?@:|&X'0!"&UL?51M;|HP\$/XKIZR: M-
@DU(="7,8@\$K-/8U*D"NFF:|L\$D%V+5L5;/@7:_?F<';BI10L0^ ^ ^ ZYYYQ|
M;KA5^L\$4B!;>2B'-*"BLK09A:-("2V;:5862;G*E2V;)U.O05!I9YH-*\$<91 M= !F6C,L@&?
JS.YT,56T\$EWBGP=1ER?3S!(7:CH)NL#^8|W5AW4&8#"NVQ@7:
M^ ^L.DQ6V*!DO41JN)&C,1&X.YCTG;|W^,%Q:P|VX"I9*?7@C%DV"B)"" 6F
MUB\$P6C8X12\$<\$-%XW&\$&;4H7>+C?HW_ VM5,M*V9PJL1/GMEB%%P'D&'_:F'G
M:OL%=_5<.+Q4">_L&U|+^, TMI85>Z"B4')9:;RHT|' 1<1Z|\$Q+N V/-N
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M>E\$'XBCNG| #KM77V/%|O%;Q|69N:"5
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X|C_S@|D&6)>NV'CR'6M;2-0MO3=KZ-&UG_ =V^&XRW3;WH_\$)A3:'1^ M=1&
;@9.8UA5>9&OE*61X;<%S6C4SH'N&UL ME59M<^(V\$/XK.|L,#76F|D^J;SA-
O.6BT),@,Z8E85D;P I|4Z"K/F7J_0R%W MDR *|B^6_"4S|D4X'9?
L!5=HGLLG1;.P04EYCH7FL@"%VTDPBT9W?;O>+?B# MXTX?
C,%&LI'RFYT|D).@8PFAP,18!\$9_KSA'(2P0T?BGQ@P;E|;P<+Q'_|G%
M3K%LF,:Y%'_RU&238!A BEM6";.4NU^QCL<13*30|@D|O_::/'/:5-C*OC6F>
M|+ _L|&3<=*|D#9U81F!RY49TWD>&\$W9644 M?>5D9Z;+Q6H?)ZOGYEHO?
9^0%/<|V+SR+ ^5A57T.U<0MR)>V?P MNDWL78?7/14|;J.JQ%2*%R_
BA26*)C!%&96*|OPU/#7;\$.K2#Q_'TN!|=| |M|L
6U\$B7+.%|0!6C4;UB-/W|*1IT:L_0|S7T>^?0IRLIT+02""(+;VF8@;-|

M/>2E0*HEPUPMS*4V^A(>T1P+ZJS;XT&M,P3C.*C<5 U!_XJA\1S**CQ,*UE
MPMBV'3<9&\$*,R\QDQ?OG3\,XNK\50*C(^"@>2R\$)+P5,'K*IE2\$HBV%"E<@
LCOJ51JN&%36A M?7982E7-K<1L>P)\HW:K27?1
*B":\$?);9*YI2F^4A,M;0@-8"MJPU=BJ:#E M::?
W\$"ZU(UA0UN4\XD_-I;7\YAZ@#_1AF6E/Z:6,85SXS@P;92^HL-G\$D\$+?0 M;^0%=&-
Z#>#IP1M_11M_]#^M\EB2J(CIV3WY,Y<=<\$?M;O:8%OI: SS#HUMBF2 MW\$A?":?
VZ'3"#CC: ^3G%_EB50\$H2K&BO2"X;^4KI WV73EM-'N\H1<152(USZ(KH
I^C,P1#F&5,OZ_0;W4\! W.F,ONI M"*BH6MUA^P/X/8(=TB^*
I./FJ%##@_T1W)O;PT:7&+|T=J;2XF,W|>_I?<
MWVJ^\$'M>:!"X)=/.U35I3_F;@I86;K3>2,-G?5NF-'E"15=0-^W4IK\Q#IH MKFO3?
P%02P,\$% @PX((62/_A*7' @_4 !D !X;"|W;W)K&UL?
91M;|HP\$,>_RBFK)I"Z)H1G!I%*2S6FE5; VA?3
M7ICD(%8=FIE::_IS@DPM@%",GZX^_E_%|_U-TJ_F!31PELFI!EXJ;7KGN^;
M.,6,F2NU1DDG2Z4S9FFI5\Y9;V1)X90)/PR"EIQ+KVH7^P|ZJBO*-RB\$ Y&,7UNFM|_2
M.1|.=_2|(G:*9<\$,WBCQS!;#KR.!PDN62|L5&V^X#;:>IN/%2IABA\$UI6P|_MB'-
C5;9U)@49E^4_>|OFX<"A\$YQP"+<.8:&|O*A0>V M*<)2"2I/+E? C-NCS"-
EOE=DW@UUN..2TSM+8*548N "FLV6&|M-F+(-O4F+MFC-A@,D\$*"|JN!B9*?
XEOK.OW?J%*K0DB_DG'2|O)H;3=V6X7+ M628WU(%BI>E=NR >*&:>4F60.N*Q+^T?
5&2&>E7T'4-YSZ4MBW._NV|MUV5% M_S\$O^^(ITY1(P*7Y!IZ++7E
NKUD5|+Y2E;E%,4VK/J)T!G2^5LKN% MNV#?|*/?4\$L#!!0 (,,""%FE3<_1?,,|'9
>&PO=V|R:W-H M965T|:W:7 M;AB&?
5!L.A8J2ZXD7YK^^E%VXN6Z)/M@O9%\R(+U"HW=0+O>/\$|6UAWXLTG%MOB,|F.UTK;
MYE-O'HX7B=-O%|GN#,G:W!,-DIH^RG/5L.4DYV=K9X^K)9/ZSHL+J?/ZYA_O@.EKH?
+|Z6#ZN M>_ "X7,;=-L(-#<3WY)#9^:G!_!%"OY=|C>%#2%@:6,L/L-8!/D7;A1L=P
M%|%5Q%|K>0MQT(HB)(K>'%'|V|PXDOT-96WMGNB+YBTP&0&R\|UKZCN+-&G
MKOAKOC%64_7|?2X!+7QR'MYUU-A4+,6I1RUC4+^@_OANW_0-'0E^*0+/KF&
M/GNF#LUJ@:;!RN%-EI20%;=SN_VF=XW+5VWDNZP+!NO*C>MOJ+1ZX1D:0&,Y
MJ0QF4!O;:P&"FJ^)^K>IBJ|K8!|@::/: C*&TIX)FGO.4N>Z|A64'N*BYR+C<
MFL94/(5DH40&O'3>L6R2T(>WD_2P1Z8-W#O%5^(P(E|E#^PM""V>O|,#\$I MA?
V#DLMP;5%_(^_\$.K.*6"?Z5(C0JMSNF\$5)ER)E3&Q|47,+25_J:CYZQ)&& M5-\$M:|OY,K
\$D2M|Z:8D4+;:<&?4%\$|IQTQ=NB%O2_R'^/83#Q(V#T4DB1^& MON!B(J)>_./(C?W^
:))&%/2@W.I^N,A?2&))'53W5|)7#KV6ZHF^B/D(|P-M8*T())>& |H#/H!W)-X#/,TK
MN'D8|&|.FN%2@ET^>C'|Z69.^G"N.?V32|9\$O6V>\$D/;VG;^|8||5ZK>7M)
M_ZO>/G4/3&^Y-%2|.9D&M|. ^!|H/MJ-555S96^4I0>@61;TXJ)V"B3/E;+' MC7/0O>&S?
P!02P,\$% @PX((67P89,@K!0 KPT !D !X;"|W;W)K M&ULK5=;4|LZ\$/XK.VFG
S.4^!H"A7>_U7|?6CY="E#991J^%7D M7)WU,JWG)_V^BC-
:\$'4HYI3C2BID030.Y:ROYI*2Q:H5>=|SG\$&_((SW1J=V M|D&.3D6I<|;I@P15%@61RS'-
Q>*LY_:B4M;+W)/OP#OO'_C.Z\$*MW8/)Y%F('V9PG9SU'_.(YC36Q@/!
MOQ=Z3O/<.\$(8/VN?O3:D,5R;|Q_M;EC+L|ST7.1|I%\$9V>|80\2FI(RUX|B-M<47K?
\$+C+Q:YLE=8U\Z/8A+I451&R."@O'JG_RJ|^\$|!EYMX%G<52"+|H)H
M,CJ58@'2/(W>S(U-U5HC.,9-429:XBI#.SWZ=G|_171|OQ| M M'!=|Q/KRX?X?
IN&MU|NQ|?7\$(TF5Q.)| W)<|Y5?NG?8WAC9-^7(<:5Z&| M+:%
<#VX%UYF"2Y|OY+6#/N)NP7L-^+&WT^~?)3|\$WSD S_&'?"|I=C-|Z|_? MMAE") N6YT!X
M=
<\$SYCF"Q\$2E&MX(*I.!>JE!3^C9Z5EDBI_ |KVH8H2=\$"X8TXQ"O/*MS;#Q3UK_LV8WGY9
(A<^I4G_E2D4SD2=PPU*JJ!(Q8:VIY,3T"0S9A6K/ MW8>IT+@Z)CGAL0V(2:Y#|N
C^(CG(PQ#O'A!@->!XYAI9X!7|R,ARMTK)@3 M)NUF?/HP|%SOR|;_/72P7U^W_"W
V@<&1!>Z"&77S!WI@V9|HSH8'=P?|K
MP66:8D<^XJJ5EI6%MRI@|@D;\$X@P5"06&^,"1*
MOD2"QWEIV+=@.JO9WL6K#HK)3-DKL(WDXUPJ-U'+\$,CH524\$IW^+(DT.T&
MKR1@RWMH2K6C1X1MCPC_4(^82I+@*0!/"&M:V.B,71UD-X+W=1#|.KJPT=DJ
M.JGZ\A_H&%\$'^S;G?/@F!98ZBN.R*"MRW>'J87^F^6UW31DPE3P_, "0>A1R MHT?
+XX\0'/NO.%Z-@^/@S6RPX7##V= '?PA!","C"!RTJ4NXN8F;|N\$16OHA MN(&|VCO.N
_CNLV:*3GA@92<&3@#89N-3^0=&UD|*1:T.# M6B;8G-,RKR&@54Q15\$B13?
76+^FUQKW:S|_&/EDG\$+I_M;227X0RS1%Y);\$=
MAJTAJ|6UX/DGZ>DE|'<="X3%0&UZNFC|*3F'F7>G8&Z#Y!C/%LBAJHQ(3'
MIU@4%@\$_.555EI4Q8=5!W&T-|PTIT|5D;B+R&N/9>BBN(E6-DC84TJDI*:0S?
MMJ>3CN1^VW7?E/#-8L6U|HW90\$A7*C#CE0HP!|2;ZQWA#UO_Q=7-QQU+351

M#5U%[J]=H@N*V,VG M+3-*/J/-W.ME\C474(7SU>?:V2/XL-!|P|6V&7U14F@=P/15"-
P,3H/U&&_T/4\$!#!0 (M,.,""%E0'S%'S0(T&_9>&PO=V|R:W-H965TF.=(>QW"
!&.=J'8J9I%|8H&<|1&JXD:%SU@D&C,VPY?^_PE>/6*S! M*5DJJD"#|=|!\$|>.VE9,H,C
M);|QS&YZP64 &:Y8*>R|VG|&G9ZVPTN5,'Z\$;>6;\$&:&JOR73#M!
<0^|XK(9SEFE06|6FU!.V|)!?KLP_L%6PHT|JA)5H7_M'*8|BF%%\$;|!T8CA1DF|,7
M,|S^!|@@IWSKI>)_T,#Z)^*64Y|",SB".XM8) MO&9|"4V/UWSM\$M)4E=
(:F+%GIQ*8S(",NL0,HPMN>"6HSF#4:DU2@L_!DMC M-7U2/X_ =1\76.L|FRJQC"I9B+Z
Z,J@?,>B->|-(HH|GM+1J+:U3Z/TYE6U6 MD@:U@O_5=4S#29;C&FJZXH".
|>C\$ "QVDBHK:6+)2DG: #L%*"N@.7:V#&V>B! MD1ZXXQ_8#4WX!_PM7+4C&AMG4=R
D^T;D;H(T5=5:6^M>-ZA*_6|:I0W3*^Y M-"!P1:'1^44| %TUGVIC5>\$+?
JDLMO^_W%"_1NT7>J!)A'\$6W8<6X#!8SO_!H%S-56\$E/FHP
M=54Q_;"H8|S8!"|+CSQ<52L.5!(W%//%@. MIJNAPWO
'QR/YN09G"=;|:ZXR>_Y/(B<(|286_DRY897"OQ)|_M;AZ, |BQ8+6P3^KX&|: ^>(&9\$L;?
X=ABHP"R MVEA5M<;DH.*R&=G7|CW|B\$' <&L1>=W.05WG/+%O,M#J'=FAB56|_XKAT
M07FVFG8YV=G%_05!G|>L*U ||LLM\$3I-L*L-5|UYO%WS 'R1SS MA!'<7J%+^D<3#Q?
|CT'<6OAGIM,*%-KA+^6 M6V,U)5>E+K2',B|4'M.:8 |-0\$!0.3-0(DKX\$
MI*"6K%+;|F|\$R.GUJ5I:TP-BJWA=&6 R|S3 C:F9)/-,&8?@,A,UY0+8'4*A
M!)4|ER4PXU@INDC1G?
KHNEl"SRBYTG2>P8P"E(-4%CM^E)86S122_B#ZJ0.!NX|&|!\$-:&NM2:/J(#) M*VXY^I-
9G:N67G-1:>9G6@^SU@X M,K_2)+0Y3>"G_Q|"Q<2%\$W(#@QYUQVZD/D)=0IX|"2TF
MX_!BE,.3SWZ%NO3-S8 OU:8#=#M=_UPV;>,>--|Y@NN30@L"#3J#^BZ.BF
MH343J_ :^B6R5I9;D'W?T#X#: 6B_4%2U|<0=T/U5+/X%4\$L#!0 (-,." M"%E0\$1|'H@(
X%_9>&PO=V|R:W-H965TLFC:I:D((C#(|!U3F5JM*JS|.V#22Z)5T_W|G|*#F M4;
|XY7SW^+FSGYMLE7XR!:%E|U)(_4*:ZNO|YNDP)*9"U6AI)-,Z9)9VNK<M-Y5&EC9:I?
##(!CZ)>/2BR>-|5|'\$U5;P27>:S!U63+|.D>AME.OY^T-#SPO MK#/X|:1B.:|0?J_N-
>W|B7E)4K#E02-V=2;|<;SR/DW#H|MV5+O!PO4?_TN1.N6R8P2LE?O#4 M%E-
OY\$&*%&:N%?5#;&|SE,W|XB1*F&6';^D:!!TEMK"IWP<2@Y+*=V1/Q:RPOH!^<0:F%T J_?
9=MO|IO96L+U'#+V88+;CD:N.8F M\$ _?|8;|YQ.THXYV M= H|7I\$4TUH@J S^2^\$8V9-
PO|FVN.*@-(DBZ1F+J;N63B%3@C3,90|,|N|
M#M+KC)O7<4,?'E%:5|M9KA%)NO8L:OJV3(#: ")XS)|5SD-1MSF#0"VB,+@>P
M*"NA7A%A@Q(S;@^<#83#/H2#2UBS%V(5#J:W21_LF6LEW0T\$?746;MF-&LU^->|
|61W3.><MB_O,*#2X^#3P0+?=H=U8536*W"A+^FZ6|354U,Z!SC.E|'|C+NA:="/P'4\$L#
M!|0 (-,.""G:3'UF;08 \$T3_9>&PO=V|R:W-H965T9^(^8RJ?5.W-BM|IVHS\$8R
M\$;>:F2R.N9Z=B4A-3VNMVGS@3DY"2P.-WDG*)^>V,?T5N.N44H)9"P2(U7" MM!B?
UQJMX|_|6N|6?)_B:|ZC"P9*?6=;BZ#TUJ3 (E(^)8D<%R>Q4!\$ \$0D"
MC*="9JU421N7^W/T%|YVV# +B1@Q4|)L;,'A:ZRO0(QY%MD|_?TJ"GNZ),|7
MD7\$MFQ9KFS7F9|JN-@,|!+%,|BM_*?RPS0:OV. YW+DBA_*<6|X|T6K*_*V&
M-.HX4|UN@),)'=-|N>|CR)A=D|:%O|)2L,O=)WENKPW=+4|=JT2&QHV M3-(1K IH
'B)WINC/_V2OPE2^JLW=QC7M/K;)#7+KW1=O+;_YHW?N^/C-7@
MUA|5_LBU=:JU4:P=FY3|XK2&@#)"|XM:|I.'UG|SRP9;J4MG4W2>_>(WR"+M!%-C-
AR/\$06&NN="RV=,H<N\$T#/\$&&8.1=&3A)N1<"X85|%,)'9&4%0NC7
MP665E1MQ5%OY\$ HF%J""|2BYI#)8_146H.0:*!L*S7P50WI(V0)"=B)ES"Y6
M8E@PG@3L|OE-<)U @&%3H05)'*L(20EZ,DV"(8B-I?%YQ&98:Y@@FC*03(!D
MQ^QGY#B3RP;_D9)|_4GDGU@BMX%!'*6F38W'!BJ.52#MC*69|D-DEF4W^@4
MHI5A'|G.X2ZU^|2V#ABR\$7)-PL0+=B63-|9|^G#HM;POY;6%P|2PVUBFX='M M-
AT>L0=EX8|U\$,T#MH&AW9*AW?^:H73,P^*8JZBZ\$5 U5:^4S|T#!- FKQ@0 M<6/D6
+46*N8|7T_B|/(H505C\$B;Y45,K%JE9VO?:/E5 \$K-)U1>,|F3E0
M(!_|DFH59#1@5|24).GB!XG;L;5:U(*|X6""Z7B!=4+L#>:M/_SM%NR>4# MXO-1-9U-/
XO>;R_-8-/>,037|!|5U\$-B|K&\$3'<,&E9M|XE(E-9*|8F2>8
M/DA1S%)|/A*1M%)44GTS9DK>?ISF8|>Z>3|9XF<"W|DU9|/#\$(HYU+CJ# M
M+Q;|UZ:Y_\$F@GTO0-0ZI3R9_63>2//2_S;Z+Z%0|B :STCY\$-C9>PBH6*H
M<%8%GU5*\$LT2;6ZU2+D,YJS)75Q\$5Z8U@"+M.'\$M\$&?.Q^6>YWX5RLR4I^|3
MY4%9ZU56?
A52.*TIU|\$|5:R+7|I^=!:W2@N7>%=E|3BS&>)O"0SRE1XN)I\$+"0R:9#JGS*I15-5697
+A;_U9DS7/MYQ&>)7EM|HQ;%|9| M|/"LH"&8Y6(&5Y;|?'H'F=)
.9P\$SKS?.H08.AWN6^GM>O|?|2=-UZG7;0/ M>"%\$&DF5D?
9',CQV5/P|: +Q(S5U*+DQ4|I3Q*|^FXAU.("0"|Q1%M.0N2>\$N
M4R3=,O!;W4| ^\X|<#Z"ZAV7;FP5|7*

(W"A;Q%^D2.2X8@\$=V_7:G3;N\O0ZT>WOM#K6=@P/j>_2XHQQG2LSEUVXQWL8J
M9QGI4#S:4)EZE+\$N_QS\59#!248.E\$ M"U&XC\$<1*2RPO\LNT&*-
*2X_K(JIYYEND02@=&W7E-/CF^Y12_0L,V2|@9PD MX+H\S%1+,OLI4Y0D1C-
(UZERM=H(*R\$!AZ3),MP R%)E" E7XEE\$S*M7E62- MI4\<D(5=B3&V-JL'^^E0.&UL?
51M M.;HP\$/XKIW2J-JEJ7H#"*" !92V3H
CHIFG:;Y,=8QHx#T1J>XZL3%9VW5U&&/"I*W,,*67M50),W15&U=G
M"EE4)"7"#3SOSDT83YU>I_-#-5*|CU"W\47_#XY;?6*#K60EY:N| MC*.NXUE!*#
T%H'1\89#%,("D8R->TRGHK2)I_8!_5M1.16R8AJ'4OSDD8F| M3LN!"-Z2J%#YP
SK=93<@K+1A&:-HM0BF\3QU/XI"Z/HE5.>Z3TOGT9S M&#Y/E^/IXV@Z'(A6-
_#XTI_W\01: 'I_Z0.13B;CY60T72|@|Y*M!.HO'=<0 MN\5PPSW3H&0*/F#R
YC(U,0:1FF\$T?|+LFNM<'I8/@(N+W/+V%FG<#@1?4
M+^#5JE|4"KS:|WA#F23D&TY"CA@>N0R%UKA!^|U?;*|J@
M_IQK0TE2/T|BAZRM,Q9BUZ\$ITJC>T.E=7_EWWOV%\$NI5"?5+Z+T%#6V4"P2Y
MAEFNPI@^6'A>";YA=@CT.;T7\$<_KI6M+0/W'JO|W8&*DEB492W?75ZW;|YK MR
X:Y%\$#K'9'?|0,PA:IJ2S+E'SG-&@H=L TK*6@E:;|N9.E9#9 WX!'|+
MM^8=^\$'+&DTH'2VHU^SY%:A_URS\$|AI?+;,+4AE.I
M>4ZMTV&PZH&UL|5AM;|LV\$/XK!_<%&|#\$
MEN6WN(D!)TVQ#.U6Q%V+8=@'6J)LHA*ID53=[-?OCI1ER5%48Q_V:4_@2WQY
MHZ|>TYB+G=?S%;SBU|RU)IKGI;:_YOV^B+<^8.5Y
MYBQVF|*T/OP,)OV,"=E;7+JO#WIOJ0J;"LD_:#!%EC'|<,U3M;OJ!;W|P+W8 M;"T-
|!>7.=OP%;>_Y1|T/O4KE%AD7!JA)&B>7/66P?QZ2NO=@D^"[TSM'HC) M6JDO|'
77_4&Y!|/>60)@>'/5W|_#TY2 T(V_2LQ>99(VUN_WZ&|==^2R9H;? MJ/2SB.WVJC?
K0%*%C7N"KMR|: '46&LRLK-Z\$\$FI/IE MW\HXG+)A6&X8.K^|(>?
E&V;9XE*K'6A:C6ATXZBZW>B0.4:+J\$
M\O.-8)S1|5=8DSE9P5AB.@X=8<+P+=LN8YA),!74<3N"FT1H|EZE2PM4B%
M%8B^GU%'B/4USV\$VHLL4?E'R+'H2ZYV2FS/+==;)%)H8C"(.!?!%04|VZ|HV!&
M#"ZF\%9(%|VNH&|J=(U|B)?A10?W912I0N+BG#V0^(')&)MDI M,==.1@, N MOL/?U?
&0;TYDF=09"'"%%VNF0TKC2DKCDZ5\$=:HD)XKXY+H CAG|JBFR
M&V:V\!;KM"XP%PSD&'DDMX3:Q+RD8R0\$.RXYC6UX;|V2DW0'C)|X\$P;X-2>
M|_JXF47N#K|2|#^,2T<%7:|+|%4YFJ+_H 37V.>ZG;43+?+;:+\$+I%D?IEF6ZV3|=
MI_6|X^#A:98GA9|5WPY\$|'+&3D?ON> M62Q|)VI.OCAF^"|0|FV=;Y,^U?
+TU|CSO+^J&1H^|DN?'YXK|CO,_A|) MZ%&\$CV*+6|=|@05.YQ-J5-
C)|'9*Q3NENQE,+L"-7N..S09K&ULG59M;|LV\$/XK!W7H;&"PI>:WU#;@.:V:K6V.-TP
M#/M 2V>+BT2Z)!4G_WY'2E'MP7:7?!%B7?/<|^1QOOOI+K7&.*!QR(7>N)E
MQFPONEV=9%@PW9%;%/1G+57!#\$W5IJNW"EGJC(|&_I^OULP+KSIV'U;J.E8 MEB;G
A<*=%D43#U=8BYW\$R_PGC_<|DUF|(?N=+QE&URB^;)=*)IU&R|I+U!H
M+@4H7\$^|67!QV;|KW8+?>|TWC082%92WMO)=3KQ?\$_L(YYKEU M1#2^UCZ|!M(:
|K|>_9Q4ZOK)C&N1S"1 MN79/V%5K!Y\$'2:F+&IC8E!P48WLL=9ASV#HGS (-X/0:Z
'LK9MATK.0. ME%U-WNR+"|59\$SDN;%*61M%?3G9FNKR|F?_ZX>;CU?
O;Y8_P_K5N_"\$NR"\$3U*83,-|D6)ZZ*!+W|J"X3!/R_"LQU|*
MT8'(_PE"/XS/^ (N:@"/G+SH5L)')?2;S%)6F@+^6W#S!9VD0_HMM%&T3?X^M%G?E-
3|NU1Z="|UE"4X\AL:U0-ZT|=O@K|_|@SGN.\$XW"O?^M\#QC8H;N(!9DH1%F3-
#W&|H)@5S69 XF:U* M#PB?J6JV/DJMVW M\$EG@,=7/(Y| DPXM.4 3%BUW;-RA 3-
&|55H"=R|CJ MR5E*@<+|5VL:U7?24+UD.1.)/EN|DQI0
M;EJO'5IK'9!|I:35B_NMVL M#Z,|C&R%Q),^OKTV!X NA',"MD*8RFRR#)
MF=9|S0E^K61Q1+JW;X9A\$+XC8,(->N2@RA_81@*AP#4G-?&1;C>-|6;Y@"#; M\$+F
J^B-W8-<'D_)(>F:K0|4!ON#H|*\$M"@>TBI2I17TPC;-!Z,7*\$)F)&#&
M:;+Y.#T+KTQ"USRL2D@JM|-5:6&.R|E4)."9%9*4@P48CNV9@E1A%+|D;_0G1
MLEI2T@8O4^-|ZL5M%WPH64YL! Q1"/_O&+6**@V@7N|2K?0|]=|NY%# V/
M2A?;DQ1&(WNBACUWO-SA"GJ|B@;QS,N4RHH|Z8IZ(&I<;&UK#C1==*\$3(NY
MI_10HU%8FDXN:S-3&YISP6!5:BI9FDH|D=6&FU)A!Y:(U:T9NH+"TH1;7U10
M4C2,Y|KC|&MX4%+D1K@UEL>VKB4:C&UL?55=;|HP%/TK5YDTM1)|J/@B4=H
\$+5L|J1V";GV8|F"2&V+5L9GM ME/;?
|H|M),H+_ZAY|QSX/IFN%7ZR92(%EXJ|B_RX|N4,'Z\$;1;/H^"L-E95.S IJ+AL M9O:R^QW>
0;1!X!D!TB|B:15WG-+!L/M=J"=M'\$YA;>JD>3."|G|*TFFXY MX>SX?08
L|GB_O;^VQ+FLP4L;R;+&9S,YLM3.'E@*X'F=!A:2N4_8;:CG3:T
MR0>T<0)W2MK2P\$SFF/|/\$)+&5FBR%SI-CC)^K^49=*,.)%&2'N'KML:|GJ_|M
=^,:WEL)T^V|DPC M3|W)@Q,N":5J0WMS"K4AH%60,9'5@EET+XYG(*D|446Z*XHv>"

PYZ)V:~?>A MU*^\\GH(;"H)79-H NF(\$*B6D4KKTi>2&KAL2F/I<<9)VX0.4YFZG-
/CP&PO=V/R M:W-H965TW*5H@L?5J.6EBP\$|2K=N: M&"6?ACV@9:~
A%)=\$G:3O;K=R1EU6EE+1OVP;)(9Y|>^Y(GF^%?%!+1 V/ M15ZJB|Y2Z|59KZ?2)19,=
<4*2_HR%|)@FH9RT5,KB2RS0D7>"SROWRL8+SO# M9B>|'Q.|N).|Y8:C/1&YZOV *GJ|'?
322-M>C5*Q@LL%1/51SV!;,> 8&@\$@BLW4Z1 MM?*:38|EV(+TJPF-/
B7;729!PO35*F6M)73G)Z.+V_O?SU9#R:7E_!Y>VG MR?7='3_!78&)K^~;J:P|H-
UZ:/'0ZXOF<23,:4T@PE| M(J9I&\$G)R@6:|V.X\$67*U!*"N'ZD\$%,(?
HYG2DGCT9U,XG+*H69FIK3.U8BE> M=*AX%,H-=H907OE|
|WV+*U'M2M2&/IQ2K6;K'\$,X5(4QE0F27|IE 969G'" M.=/DZ,@STU|LBM\$Y
MYRIE.3PADPK0\$!"/(DCT:;|T,8_0/ (7(HK;2HILG6H%2N09O(:D^O5A2CV#
MEPOK\$,NH"+FA@>DF@X:"OHA|V(@JT(J7ITJ|.<\$-FK2RU3\$P41!#3|UYH
MLB|/F3*J(S,(Z1"-19:PC=: 'YF%,I%IK(5%J;#Y|^%4,*MBX51 MI8F M!<_R:G-
HPFSSN"4ZH-*|L!\$C_..#C 8&WL+ 6AD,,S_&3&-!;4W:P5+@N% MR#!WB5:T3UE+%)3")
<%12^3\$- MD>N/9'15,HTC-TIS/\$>)N6!D:=Z/J|8O= M)3 |81N4M.E9 K6+U*
;063@.==\$\$3=X @"OYL<@180Q%WOZ\$?L)H'!\$=QQ M|7 REXCDD::2(OI+\$Z;0H'G=4P?<
9|1L0Y3^*70\$-SZC@X(DCE5'8C4AMA6E7 M_8"9'9!H872_9G3_Q8Q^3E|S%J"X-
#&W%;*Y|UVA9CQ71HUAB&F%K'OZ|VH0
M^,E|J1VMG6L.M*/MISH,V0YH.|@9W*R+&4J#58<*1E6L1HN%Q(6)^&U%33IG
M*4U|M?W)6E#UN6/'R^C82V+3(J*\$H|C%/6TTUWM@K4R>\$|T0YERTWG?!F'T
M#GPO@DM6IG1^HJG8IYG\$>Z':, +CY-0S:F,/HEJMWZ|!-L0=U(|;9#UJ?<;D
MP7/9%D8D-2.2%S_".K66W):6(X=M:JJ)\$ZV@S9P8| #'Y|"9Y>
(|PR(!W46_~1OH^U1,S8YFJUMXL+3=;_0<+J?S2"P MDTGR;Y1&\$
W"JD!_\$/M6VO;|TW%3=\$|:E|K= M;NK9^FXXB;|O=Q?(3DPM.+2?'8EZW83.)M)=UMQ
BY6|C,V\$INN6?5W2 M_1:E64#?YX+V_VI@%-0WYN'4\$|L#!!0 (,.""%EW,(C?M_+<'9 M
>&PO=V/R:W-H965TJF4=N-DY7U|GJ;N6'\$E7,?4K+&S,+82'J|VF;K:LBBC4Z72O-L=
MH60.IE,XK=|:QF9M5=2|TEMZXJ8;=7K,QFG&3)_L.#7*Y|^)!1K58|B|/ M7^M|B|?<
T@%+*BK631I/EQ3BYS,ZO^L\$^&OPF>>->/5-0,C?<
F*;S_~>H'5KFPO&U4_+TJ_&R5E")2_\$/ M6OD'L_G_..SV#@%<
<8Y>)*F|9VV\$VH6#MOJITS&%12-__B99>'5PYG;SGD.X<|
M|FX"198_"B|F(VLV9(,UT,)#E|J|04|J4)1';|;\$KX>/TA.ZF,VK-Q%RQ:X|2CTC!/BUVJ%<-
:OX&;|3K=%^Y6BJ2RZ_ M!4A;|< SW_ |RM|/_&6M.|3KGE#>S?<
OOX/4.NGL1K_>6;K|B2S>Z,!63T"5- M7|/GCAW|>3EWWJ);_CJFNT'M'T<-)^CX=P_<
M<_Z_ ASYYQ(DLUXK)+.A6_&TL79NJ-IJU=^%;HZG5B&K0%:&6|(|)>3_8;7H
MLQ"D.!9\$|H+P/HAF?T(8\$H1|6DA7"\$5;%M81AQ8@%)!10-JPY?-8Q;#TPI+3
M966LE_^(>%1!/DO,7PPF&)M3(PIM1=Z*=&2))OCT/F_|D|8@(HEHYG%>8'9
M,SN/N>&IM<14S/,LOZ&=P M(9!R0O\$/BC&JYJ)X^I9O0-
S:QR0TY>R#:^M3FV;&HVQ(:Q_+64SK:13TORPT
MBDE8IMI*E\$JJ+8:T\$AZU|B9V0>A.H;ICB5VD\$F7=HD:22U_ D)H
MG,:KE"%!\$F*Y\$U4>4W|TO>.8_JB"LU<|N/|J3(E*ZJ50 H<,|T9SS1H=XX=
MRO35,*T8)..5X1!WK7TS5P|?#|?293,,_S-OKK1;89?H#U*|@&NWT9VW':='*:\$G;Z?0!
(B\$)78K0-I5|Z_O.0V/L=KT6-MYOY*YGIWWN.|ZL\$'M5PY?#"Z_-N(|R5|M/F08&
|44TE4VM96*4+9N3BO'?) MGUUQFD-C|BNYLXUKAJK,M?X%;UYEY|T
)9*Y3!V2\$""ZD|N*^DM2'I29"RNO=?XWE;G5>6_~8YERS=6J?7Y6208*T*?Q9?<
2D,T)DR#\$Q/'7K|H<|,^7OHY|U/XIY+NW@;_2-X8 MI269*T|F/\$&&A^R-
+MS*LILBD|DA@1'(5-L65H)=A9T4_|HMABP*GK P",, M>E&M:\$3THE.*%JE>2_91?<
&\$OE\$US;:=&LG|>S|TS (U_M>GL*<;M%#%>GMF-
M2.5Y#P+"2G,G>Q<_||"3X'F'O'\$M;|Q%_>(6XB_~YI+I!7MO|)VB-(P9'M-MI&V3NI-
NN|0?5Y)M#I@HS|0ADR=L?H|7|_|;HVRF*)Z>L%1#;%HG,Q31-86%<
MSB'(5;\$D"00\$+"UR=B^%L4PB,ACX58)?GY%?|1#A(6376V-DX=A+F4D#(*-DY8'+
X8A^U@VEI2>9'H)K@,4R(M%&,EFZPBUNPO""|U'MMNF\$36/&86|EFV@V15Q\$<
M>\$R"29=SDMHYR:|=|T&"HJG*E:"J@|9:+"35'DH^'T#@-K=T<|B\$"GA,%RUF M0?<
^MT^:~>+4I4|SW!#(+9:1J(F!'%<|_3\$,^>0|6K86J1R+5#=#! ^K;TCOT| MOKE|(%3-
(^3#@/UT=)11|AA_0(Z\$5"N.7,N'|E0S@Y8.!PS/DS@-ZL|7-|<
M%.B\$P:|@WF0(CH>1T9#7 2^_I+; Y*L'PPCC-|AAGLPA"A^"P)|&MX:9S/ MAL2G-&Q_/
PQ,Y33)@/V6@-1&)B!~:U3#NL*#T!2,G;XO#Z_*IPT!=D7L,GE M\$F4"<=T|>|<
<.*U&HW|OW^|D0DLWQ_,|O;ME2ZVRG:ZZCWJ6UU7 M.F,,"Y.NF"@RR%IWT(9M:%<
(*V8L,P\$M|)F0,,,|<+>IK9FB4)|A3&|3.L+X MFX?P"1-
0^2<6P5AT+9TZ8FM2Q|;D=R8^=%2=U#&T+JV5J-%K)>80*\$Z=:&6Z

M&3Y,=@C).N&COJ)DE#<8P4,<6\8\$\$P"N*!J&
<=2,D1</((C999J:K<@/13+16RRX<*<N049!!E6_R>PTJJ.1S\$M_0YN,&DVH)VX0Q@4>
(JHA&WV/FC?#P&SG\$R89\%OBVUQIQ#:+Q3A1/%4D'NR?<
MG|:~/1ACE)/1##;Y3_7BZ=;6\168)94H=,./,\$|PT")V4ZQ^B(T'M!IEVODZ
MR,#_\$VIH^(PA4\$!/\$U5JF?XE\..3#2M_M,1&T.O/YA2LEHA6A^4QR&=XM"/
6!E,"Y&_4SZJP%)0/4S\0F#Y9BM MRO3DLU,_3AY6-^_6BEY%V=/3Y,JJ\$K="!C%!PV
M%.J:&"D)34;11LBEK MF4HARQPPDX! QPLF?%)VRFW@GC-*06U/(XAM@VJ:(GF X7;
M@M\$2'Z'O?2H#_0/S=?-LJ@H-<:F H\$CZ:BQB+=? O"##C!@<*<|PV.:&5 M)8=)D%N?
PBD.VX;UR3*%AGX51"-U!FQ&N./L|>BR|GP/A!*N,J!M!"%&GOZ
M18FQK2RF^T:2V/CBU>9-%G,(\$S#ZOE9C-"6G0"A2OB<%D+)"W_8PT0|FW>
M800@WH^"_|DWV(#6.5'E9F|_NJA?@DX,H)A4,WI<("N:L|""^H(I!GP|CGW
M#X;J<7ZMRRH|EC\$@CGBIC&_';<5YD^|+.0>MV,?T\$0_^!?:?^|@ZY@%:(3
MA|>/Q"RXK-8V@L'7O_?8K9|ZLRW2%^!XCCVPP#E|5"_0*#UB1?
+3_=E+_7G^_UYWO|_5Y_OM>?_!ZT_ADR?^+|?8_&ZQ\$
MGPK<"E@6M%V%"Z2KWM2IU\CM=E?9?;!14AQ;|/OE_.TZ%1E=K06VW%UL MVYU?
D@|:I@|7>N6KR\$G1Y:S_-)=0#X>XM5ZV0+*\$,2&VV5!PC\$|8HJ+0 M::6S?
6CS^LJ3J!:=CR"!<8VIKC|9M/"OON+YT4>T9H#FN(5CYZ13V>BUV%@"
MDMALT4WR*1:=S#K<*PK#AF|98&36^M|*^E6=+_&:I0C3YC_|UT_H_\$Y?^GP+|X?
X/%V^\$5Q8ELL%3 V&DW"/;V|6 M-TYOZ\|#<^V<7M/E2HI,&AP
IQ=:N^H&&=3_) +GX#U!+_P04 "##@@A9 MWNX,\$E|) #:'@ &0
'AL+W=O'^H"7:YJXDNB25Q/OI;X;4 MTY85MW>'A(ED_.>WPRIRQJKC60T-(OBJ.YSJ@?
4YYTKB_-N|F|OA2ICGC"YI*H-(ZIW-ZP
M2+Q<==O_.N*!K|8:7_2O+S=T01Z9_G4SE_#4+ZB\$/&:)XB(ADBVO.C/WXL;U
M<(&9|1MG+ZHR)JC*0HB_|. \$^O.HX*!&+6*"1!(7;,[ME48240(YO&=%P1,7
M5L5!F016|%= 'O/-3KJ|ZD0T*VI&FD\3++RQ3R\$=Z@8B4N9*7;*[3 M(4&JM(BSQ2!!S!-
HIZ^9(8Y9X&4+C""ZEI&1|@/5|/I2BA?_KZQ|T=N;G|AFG\$B%B2BN3W22!B1F@2
M5M_ ^PFBDU^262D;F\$4U4DS9O\#/IR?|F(>&)S7K,'A@106;D5L0;FFQ_FGB
MN>/W"A*S8,Y+D2IOUU:D \$7:H\$B\$*M0%I^5\$EUP%-");1J4B#,..&@-,9.)UP M,WI(H
/=5'5M3+\$P,#+H#*Z7=-D04_HLK!.)F(1971!@C=|+W,Y%JP%4A2 MGJSP
24B)V0X'L'5=P=P|7#H3<@C^)^D'C 1":>+"/V,2|WUQOT|T@W#0V0R/ MN!,S;Q;H%
P,^D9"*=)= 72>D:XW@HOKX@@"9|9_A)^(>JH|NAWAV?%V,Q5
M3.O(&J0|<+VS017Y08CZ#>5A0GGH9YSA|TF"FZ+,*_F 3Z2A(9_AQ96;IO
M4|^W+\$-2A4U=;U!8UIU:PY8^VQCE%:@\$OOI(N23/- \$I-\$MBW+=X:3%RD#!8_
M*80J1|,|\$49H*A,B;JS |H/#BMW%FTALP1(!X)ODBI2\$G%|_..!O_ ^#%Y;
M3@L20F(ISO.L-Y"084T\$|T'7G1|F=81'71MUNROKMJ_::M^IGF|LOTMB%@0R
M!9GS/,1\."<)=!S+U.2ZTE2G"GS4G4|.S,TW-|3HQ%BF!4?|D?|HW%T%HL4
ME7Y@@"5@E&=:1&PK:048_8C%M1,YV#I8J1%:5*,+;(B-LJK1"WRFN-)KO@LRS M!BP^-
UKP)2)39./M,V/0)F^VX\$"42MO2 +E9Z\$RD6.RH<| ^RKZ M&"
|'S6PJCG,I_H2VN.+4"EH#'CL^7@TLN|/\$H#46KB"-4T"1YF6N,X0E\$|,8 MEQY&CEV
0.QLB9=Q\$2_CH^,%VQ21&&2#IR|0JW,FN0@!0O/Z= MAW!06K4R: MP^O)'(#Y8"H|)\$.'-
#=&^|W0,3U0\$D0IOC#S3*Q@Q0L*2|:|N-5UB+!F_W ML=;4@-ZOBFW\$A2C--+!PFE1A
M5K-8D0&9D&F!=UC+ "AR1|,5PL>P XMT|2 !CBO M\$K7HMT2QIA1I9V|9)L!RRVKET+
_JBPW=9;.,LJRCI-WWY563A:9L-N|#,.,H M8WL-M=0QIH9Z-
@<@D\$1EH9XC6;6M1CK0:3\$HEV&>09J^DJZ-V;.B8G(&'!L MAS5PM-
T5*BK9&NO|_N\$|;10'-?/Q&GQ|H3P|_1H?Z/HY0|CD^'Z#V,"|+T,
M;5=2E?:KD?:V)BU2Z>+BLPQ.FJ*@7:C#OI '!&DR&Z)J-S*"9'YHP,LZ7&;Q
MT@R:WQ|YA_<9GMD/FI"JPM,Y"2JX@Z!V1*\$J40B*).ATG4G_%9>YBC+<7|
MMBM|2CZ!JL(^)8(TRC5Y1S--:\$63 M--.\$534H;_)-"E:G(9SAMT.KXYL/UJVL|\$'R"
|XT#A_)HOD5,R| W&J-Q9?;W&_*|H#ZPK_@!8^YT-W6##7LCJ_|8_KXHV,LY9@ESM3>
<.4; M_?%QS7">W&PW&|:"C;^FYY+0-!RK'Q>|1.%!H MGN?PG&|
:4)C)K;2;>ZK"P9Y:FTR!O_|X|A:|3C?WYD=/'CT|V)NFND1<8=V M-
"90'LQH4HRFV!M|Y&.UU?<L)60VWR?QI-G9@_!H:N5&AS.Q<'P^L;2B"|1Q>);\$C_B
M#H75X!QJ|K:>-(5X|@<0\$|DZQGV NZTP6.G=9|(+V6#>H\$WZ,N'%+U9JP
M;RF'TF2RQ: 6|!|LYV(:T#(7HJ>TJ-GWV(<2;8 !*E&;J-BIE5X(|_!#'^@^UW_9VDFLPZCMT?
#7N<&XQQ84D0Q9X*,KL3X@9MDMW=|:404U! MJUVK+H36(C9#@/'029P OR^%
MT/D#,B@^9U_!U!+_P04 "##@@A9&+U!;E<) Y&@ &0 'AL+W=O MB MS01-.OVPV
^TQ-C<2J(JRDTSOW|/)6E93F1/N@,DU(N\//?RW ?IDWO5?-5+ M(5KVHRPJ?
3I:MFU|/)GH;"E*KH|4+2AN5--R5L|HN)KAO!_>,-)DK|94>WN>G M(X|

B4)D+4G@N'P7%Z(H2!!@?'R1|V4-+!_OY;^QN@.7>9B.6K72K2C<8"\$I9V2O_X>SPG &!
M&Q 8W'8B@_(U;_G92:/N64.)(8UNC*IF-,#)BA;EIFWP56)<>W9S^?;CY=4M_M^W1Y_?
NGV_=7;|G|+9\70A^>3%K(IUZ3S,DZM|*";+|@'U45;04|++*1;XM M8
)@';|@C>X|V"OQ7ZOJB(7>F 5>\$.V1%W;;AD9>N\$M;L0"A609)U*H9;5@
M_WXUUVT#;OQG2%|K+1J61OYRK&N>B=,1'\$*+YKL8G?WZBY|XO^W!&G58HWW2
MSV|@?_FJ\$S\$S=.;RT+FRMPOO*>J2A=I6C2Z;J3!;2OL*@@9Y#.NY%.;SC|5(P
M@T:S.;DU,YP5;|J=WL|A%.CDZ/D;.+X?ZM;AN5%GSZN'77Z;|G_ZF&89K
M55%A6S0X*I358#("0)R_V4R6A_B'T&#|6+ADOU;IJ_M-;@+>/H4REB!(0;
|QC3'+\$KH+HOJ_Y(C MG?&'0"983\$U(34!>R=X03@P|_O"4B6T9B|8,(ZFL;G&86"?
@Y2|4RLMEJK(MF3^>Q1|>>K,IW4|C|D'>="T^*\$_#M(8;1C2MR.L?
BM;"IC3J#POWX24#OU_M3>OUF;5>@5;UZ)J;IVG TK\$?S>@^BH8494'@LR"G"1DMV;
<"XSQ9J&YAM.9 MN?I>VK&1Y_|%5!-|EPJ0H9"9IK|N/V_+U"<|2Q"&T+GC16#Q\$-@F;
f@|N/M+!;H@|L|ARF/:S-+=%H/9X|@MP6P6#-KK(/1FAVCC*=H@"|J_EC+Z)E
MG_DI_4|F%#@#9P=D JOH)BS?OQ0^D9BW8P>6C9GW(-IT.8BB>/. \$ MD"1X2<\$I9RA(.#
<%|U+EHF',5F4L"8|H5|+A23+9KSF|&QDAM MHDHQL\$0N\$+Z"Z2NHQ|E|I:4A AL,
MAAMXWFY|X18^6+0Q2&@%_Y)|@X|>:9!M^|J8/=|QN1SL-G@Q_513#K*:408|
MOB<1H'3LIS1,6J_031-HFNI.(>'|J|OD9/V%I:6)432=F?G8!M^AD!MZ|&4_RFX%U|?
9:#H8(OW8 MQ40X'H113.@1@R-+5QG7RW|<WG5S" M(Q-8>E-3S&T0.58-690
KR<"%.LWMFSI+0|1SKC6GOA%L)'I2> +9*6G4"+S MC3 1T74MS\$ZF>-
C'KH|CU_^CVCZ"_4,AVD=5RRA;!!FZBGM\$9PGP3>C=7ROY6UGA>.714U9*R-
@3:FV3;'D:FL|@?O M319TY<==HTHFOJT(KD4HA GKQ#"46S;TI%=B^|U'5A_(<|U|
XG\$:^Q8/M5=>V(|7;WHSJ|RF MF3& #&(6
0'5R(F=)DY98OM;\$+B|D8L*A4'&0;JU9+;A>'NU?|I:/T;1H*O
M_Z0SEQS4+HD?/?|^1&XYA7,#=NK" +WT6 JO1?65NKT!7IIN9,TX8'OvyG&W M-X^?
O3>_@-9POL9"N^X2Y|!>>|_4VWTA^VJSSQU(T_>)8|18C1?+|JQ;|_F M#
|U|Y&+V^%DO^=\$&|*(0G%;8E@"F 45>LNM&(9)H&SVN;133)AK3?T11>2AJ MTT?;4
_YPL;|K|TO:-T|HBPP;JYP/|@S1)GF:D_RG^WS:R* @1/:3N92|%
MT..F>:-4|@1|Z^8+)|YE09+>%>WCMRVF&3?-H M:TGIR3:\$1AA#LLPSIYD7?
^EEFVM0%6"J0Y"/^|J@ADR4DOW(=+N\$#,FO>^4B"5TH|6 M%-
#A)O9DOWO;_2|RR0XD&ULQ5EMC^(V\$/XK M%CU5>U)O|P+|6A:))=D|JH-
%RVVKJNH';V+ NB2FMK/L5?WQ'3L0"!O,YF3I MOD 29AY|YAE/_.#NBO&O8D&
(1"|HDHF;UD+*Y;7CB&A;4BQ.V9)D|N;|11+ MN.5S1RPYP;%V2A'='|US)|4T:_6Z^MF\$|
|HLEPG-R(0CD;X2S|F4R,?EA,=4Z+\$-"69H"Q#G,QN6GWO.O0NE8.V^)|V2
ME=BY1BJ4)|: ^JIMA?-RU8Q(0B*I(#!|V9;|21*%|//X9PW:*L=4CKO7&-0|
M'3P\$|X0%&;#D#OK+O4WKLH5B,L-Y(A_8ZA-9!W2F|"*6"/V)5FM;MX6B7\$B6
MKIUA!BG-BF_|LD|\$CD/GD(. _=O#?ZM!>.|3?ZM!9.W3V"S_@./9VD&'A2Q
MZ|0%6.)>E|,5XLH:T-2%SK|VAGS13!7*5'+XE8*?|T?1Z/^PY_H_@Y-AQ_'
MP|OAH#_ ^@OJ#P?WC^,MP_!%-|CV|!-PBCZ@,>8<*V+124 DIHEXC|XAFJ|\$1
M31*@770="7-2R\$ZT'O^V&-|, +|GHQ'+Y\$*@(M)7_5P()@R(G|3T:UO1/PM
MSTY1V_T% ^:|?08_3)V|>X|6)|J3;#|A.0Y%+JLF>K@|<#M1L#!VX'|1L#A MVX&|#;
AQ>VR:-H:MWT =PSK0Q|%+,|DS!!-.,O@.B)JE@(QC@8+G,V)JHR* M&J3;#
)EAH":Q"8:>DL&-|ST0*"L:21*C"(M%'0L%P(4&4.^;Y|Y9UWG> M3>UK"Z|J\$;RV:%&4
MQ0CNU67Y&*|PC|4./W6|F\$=I'Z;%Z-B4%IM@H26P"BT7)2T7QH2-:.\$:3/%4|
M1+!"8\$^H:8EP\$N4)U@M(+H":E'%)_15Z4|=F:E^78TYO@N:P"14(9S%*F!!\$
MH!S>WUP|18QS&@;7BXYPU%M=RFF=|6S|MU3=|_!&&-HRIU-L-26(6|RY*| M2R-W
|@P<6!BOZW5I=F,Q. UK'S5.SLAHG;|&|&:|G_:A)<-PD M- ?|O=U?J@L|XR2LC&1-M\$"
M|VBA+;0J|D5L%ZYE59@@*._M6M)Q=\$;2L2.B-'GI'("R2S9V,BK"176VA5
M(K;:U3/+RA%^.=C5;\$K!@56TP"I:: NMRL%6J'H7/|:KV=2% ZMH@56TT!9;
ME&PO=V|JR-W-H965T9-=%G!CQID51|(&Q:)M82M225)P4_?A2LB.Z0'SD"N&+
M)5|:-'@T.F-RL)|JFUXS9M!S*C(I#-;Y.=AJ!=KEE)|G.6V9&E5"DUMJE6 MH%HD-
_5FS/SD,^4;84U2L)3EFDN,Z38WW>@0?W,,G#_A7|NEJ7|, >MAZ"+8.4 M9|LK?=XE8B|
=PX\$D%T J7AO'U2Q_\$0-'0V4W"!5SK9HY4VUU"K:DN-9^5;F
M1ME1;N/;:XPG5|<_X'NKM%|OEV/:"9H9A#-\$G3U MO>"Y?9D&??C\$#.5"_S0(C>5?
L@@7.ZZ76Z|D-=?B^P\$Q=%'1"+2^6|X;)= MKYW4:R<57N< WF7!1<*SE:XH"F9?
|EJ*!|\$T5_*)E70U^@=-><;3(GV++XA? M?E#G.J<+-@SL%Z.9>F+!Z,(9>&%5O2P.&|&XC
7+=FESW741!GP^)|L1O MF=I>S;|G410|#!S|_?/^ ^XL"ANQ\$C:H XK=F=@E
W92*/KPL@6,M\$GM54SSQ* MX,P#7P0-F+A9!7C/+?'_U|A4@"CM4VG|S=,/\$H|^W W|.P-
@Q|4 M4@LP9GR\$%IR+8=ASIG2QMEWJI6&8.K8ZP'

MATF%'!':NE28:/N'-1'NG=.69|Y3JE8\TTBPI86* M3OJV JGM,?*V861>='T^2F-
D6MVN&4V8*B?8!:64YK51G@;7A_FC?P%02P,\$ M% @ PX((68TY"Q/W P '1,!D
!X;"/W;W)K&ULU9A?C|HX\$," BI6K3JU\$-Y ^ ^ < "4C2XW1+T;+;>SC=@TD,^.K\$
MJ>TL6ZD?_L9)R %*+\$A^N1>('<|OQC/C<>S>AHNOCQ3C"9D M)I#;XAB+
|R/"^*9OM:OMQP-=K97NL>|%*(G*BG=":@95>4B,8DD90G2)!E MWQJV|H);/3X?|
(62C=QY1GHF"|Z_ZL8DZEM;-!|A)%2:@.'OF8P)8QH\$9GPK
MF5:E4@ON/F_I03YWF,L"2S+FI"|J77?NK%01)8X8^J!;WXGY7PZFA=R)O-? MM"G'-
BT49E+ON!0&"V*%:/_XI?3#CH#CG!!P2@'G7 &W%'#/%6B7 NUS!3JE M0.=
P#TUZ6XIT,U|7S@K|H2'%1|T!-|@H4<#33_DX4I!3 M
V_RQ9\ 3AZ?'GST.4# #AT_ ^|'\$R':+1TWPR|>=S|!%-L1!8)P!Z|Q&%*9,?
MT#M\$ \$W1/&8/TD#U;@2D:.(>EVE&AUCFAUD7W/%%KB?PD(M\$1^7&|2,NI=C@
M@|H1SM81(Z>6>(_% %7);#>0TG39ZFGOH ;L|QPRKQ_R1)8!IOHGQSL>X-1C_M?
(Q3@PG.+(VSG50J>)3E=6'&<*)J?.|62>CF?/<\$?Y*\$/ "9HKK B4+14 XTP
MH\$/HRHLK3B(TC"*J=6*&/"I#QF4FB\$2+|H9<@G|GP3/4ME @&-91)-5/A+2
MA"89B=#GE.@TAGQ%?_)%J.):)/_ '\$O>PMSV<7-UK;^3*0Y)WX)B+HEX)M;@
MUU|:W>9OQQ+&),PS"?-P@)#L+T\$;E<)U*ZC#V:"?%3X!4%62_3|503%2BJJ M(\$6.A;
<6=FEX"|AU#M;/^//:3=|H0-NU'X>&@J3,-|D+# \$VXO;:16UV|JHC;X8|4A3PF<2(:+@W_T
M+YQ!=67/XTF;:MJW/X?0<0|"6*O|TA":A/DF88\$A6!%">^=8'Q/X!-,7,!*%
M/\$M4<:"M>JL|GF%^M7'0/V|=^<55S2NFN#B"D|V*PK;*R!*0S;MK^)@0Q65, MT5
|S2|V%EP|N>/:X(C(O0>+_D7&T;6D%U(S;X#U!+_P04 " ##@A9 M|)|"LPT# !>!P &O
'AL+W=OF_|&ZF>|!K1P&LL\$CUPUL:DYZZKPS7&3)_)%!/:64H5,T-3M7)U MJI!%>5
L7*|>|H@QXXGC|_UF?+|L.C.")SA3H+,X9NIMA\$)N!D|/#>5^8|7: MV
77|Z=LA0&:AW2F;.:6*!&/_= %<)J|P.7"&C?-1SY|/#_S@N-\$|8|'9+*1|MLI)-'#J5A_*#
(U%8/1XP0L4P@*1C..21 M60^!|I."F"?%D|UN?=@) M|+P|
=XVP,MU%T2YRC\$SS.|KN0%E3Q;.:>2IYM\$DCB?V4@*C;)=3G/"DQ^7 MP?
WD_F%^"7=7,)Q?7T|O)|AC|Z"R?0R". 4;MEQJ>|,"*U1@US"D_9& TLB
MN.%LP04WG':.QV@8%_J\$8H9JA8GA"8-1HE3:UH<T<(XNY M>(.
":S!5;J|H\$4H;GM'F78J*V2O4< 0|@5LNA)WU74,&V#3< <)O|J\$C6VY/L M+5-GX-5K|/-
:|!,"X?CHY",_2_Z5)GJEB5Z.V|R#.TE"&2,\$AAFD%|;48,0\$ M2T):R@O+&C6;
(FZ3H.QM=D+J3)%GE/9'5W0-"\$YD\$4|6>WWX>4,*8\$)L^E>5 M#87<5K5<6^?
G.F4A#APJ9(WJ!1W_ZY=&I_|M@!G-THSF(73_D:K0:@|9R@T3 M-
4C05&DL4+HYBFT=+WZST7=?*IA;)7/K(-,4:|2YJT&*;E?V(|/4^+_JFC
MH|#L|AH|*IUM\$L=|8,ZKJ6,-O225K&U/I-UJMDZ)5OG(-N=6;,"EI=D%6/G
M\$V.SFK!;\$G;_@U#|+?PJUNXGUM,|M+V2MG>0=FH+J6@|\$35R;3"J(NY|>JTZ
M|7^(W9UV;:|U!96G*I*X)*"ZF==NB15=-/B8F2;=|'"%--2A^&:/H"H|'_: M7THWB>V*9>?
5A/4\$L#!|!0 (-, ""%E%'&C?V0((\$' 9 >&PO M=V|R:W-H965TAB;7R%/(RD08-9O'8<:X#/I=
M'IO6_:XJK. 2KS68(LN8?AJB4.M>TJ> S=|N;(N\$/:|5MBC':67VN:A35+
MRC.4ABL)&A>|8- Z/3MR^3|ACN;:(S!53)7ZMY-)FDO:#I!*#"QCH'1ZP'/ M4
A'1#)^5YQ!O:4#;HZ?V<|H53+G!D|4^('3^VJ%WP.(4%*X2|4>NO6-7C
M:29*&/^\$=97;#" IC%59!28%&9?EFSU6/FP_6L<| %%%B%X#.CL |0K0|H66
MRGQ9(V99OZO5&K3+)C8W|-YX-%7#I?N*L=6TR@EG^Z/)W3B^G=S;:L9P=0Z#
MFXOQ|'8R'H'S#H M?_S0.FY^V>;1.Y&|<*Q3.|;Q|.T=CDUDHC*\$V#*+U#!L
X9,)E0R#ZYO| 9Y,.P_.F^"TY)U&=4VH*-|H1AO3W MNR9M(%&%M.4IKJ/U/3#P|>|5?
\$CW0|G_|&4E|LETTM.'T|@BB;AR>D2Y<- MNYQ8E?N>-U>6.J@?
KNB.0^T2:'VAE'V>N WJ6|/_%U!+_P04 " ##@A9 M@3^Z""4#_.#@ &O
'AL+W=OK+IFG;|Q;B)K8U':@_?<|)R\$#&E+0 MLGV!V+|G.=|ISL7767%Q+^< BCQ&(9-
=8Z|4XL(TI3^'B.ISO@"&*U,N|HP M*&:F7
B@DP04A:9M64TSH@\$SW\$XR=R7<#H|5&#"X\$D3&443%4Q|"ONH:-6,|
M<1W,YDI/F&YG06=P ^IN<25P9.8LDR ")@/B(!IU^C5+KRVMD|_O@6PDAO/
M1\$#T:3KF'I#4\$(OM(%/^6,(-PU\$2XC8>,TA=:N#FYK|0Q(|QC*F M\$@8|!Y,U+QKM
TR@2F-0W7-5Q|ABZ>A^7P>RN27K%+;|AK|L50|RL"X@RA@ MZ3|HS/*P_4">8H"=
>Q=0',/P,D_SBZ@O@=0SP#U0P&-#)"\$;J:Q)XD;4D7= MCN K(K0ULNF')/L)&O,5,'U;:I3
U0!QRAW|Z'O7O=O;WN S>4N^4B&H5HZ< M#D'101050RXY4W-)
M/#:|20%^4(ZOV24\$)L:=!V^O@^_ ;I8R?8G9.'N,V)9=+|K0W|&'A|. = KAW M.-
PN28:3GP0GX7|V-VQ6,8T)%R0\$9L*>(B!3)2\$)WIN3Y7<_+S"X*2.?FK MZ
"D'NK%'G3)NY +ZD/7P)HF02S!<%^_JC6M|T7)KY)L6"695Q'9EDSU7*9Z
M&;L|8GXL!\$SP7?0%8,56J)G/I9)GA.%WA4|Q1<:"A^PD/M|"2* PM>UU-&Q M;J5DK81,?
YR6KOVN8RXW-7AN8FU;>&466|EJY-EJE&9K|#0&K&B*^O=%&2@%

M'YN!*LF&59)Y%9%M*=#,%6C^|/+2K%*F*LF&59)Y%9%MR=3*96K|K|)2ZNA8
MM5HOEY4J_7D5D6UIT,XU:+^@P6\$);C_+B;-32>ECHX|Y%62>161I0DV-RZ^
M\$8A9TG%(+/+1QC@T; "&V ZU/.U7J@'>0MH/L;4\$L#!0 (M,.""%F4/8(*K,) 2 9
>&PO=V|R:W-H965TG7J^RI=0D'5 MH5@!QR|S(0N|L2L7OED)H)D%;D?|<'<
+RCC7CRR8YCKU:7\$GM^P9*P KIC@1,)|DV%ITG8 M,P |XS.#C=IJ\$Q/*C1"WIG.>C;W->
0YI-I04/Q;PQ3RW#"A'U|K4J^Q:8#; M|7OV=S9X#.;&*IB*_O+|'+L'7LD@SDM
OE6F"L7JD%|- MXY\$4&R+-; &0S#2NF16/XC)MUGVF)7QGB=#S|9_+VZNS3H|/7^0/L-
ME94Y M\$#G\$5Y"*!6=V=-;|%4JK_(W;D7LG7-52LI3L-/6(|DH|CH|35FNWB#3|2PA
MKU^|(:|(X^2"Y3G2J)&OT65CV\$|K|R:5>|3|H41N1!<+Q5YRS/(V@0^QMH\$ M'-
T'/(DZ&3^4_)#T@@,2!5%_AT/3Y|-|.^#)|^%11S2|9OEZEJ_W!-|U+U5)
MDG^_8@@.Z;^V|4"E87^;@OFW#E5*YK"V,.# M18%<@Q?_ELX"/|ENW"*4%
|1M(UHQ7@41/@46> TV|W M(*G6-+W=Y70G>-
|X9(L<436\$FW0B#9X|7P;N%36)5GBB*RE|+!1=OBK|JTR M-.C*MTY?|I7-\$5E+MN-
&MN/N+ #8*&7%64F1EBFTE|HS|3WZ2WIVL^VY"EV2) M(|*6FB>-FB|
(U>/.|K\$Z|D=@%S8DH="4JNJT=L,|J45'1^,246VP)X(&FJM5<4+E.4D.
M&ULM59K;|HP%/TK5UDUM1)K0GA-'42B|,54*)UTU3M@TDN8-6Q,|L! M^N|GAQ"!%%
KT2^)'=|S|CTGOG';*R%?U0)1PSIF7'6NJ<(\$Q49|IAL3RIV@G3T;R:
M4LTHQY\$E<8QD6_7 MR,2JXU2=|8,QG2^T?> &|83,
<8+Z.1E),W,+EHC&R!45'"3..DZW>M5KV?@L MX!?
%E=H9@U4R%>+53OI1Q_%L0<@PU):!F-L2>|B8)3)E_,LYG2*E!>Z.M^QW
MF7:C94H4|@3|32.|Z#C?'8AP1E*FQV+U@+F>AN4+!5/9%59YK.= F"HMXAQL
M*H@IW|S).O=A!U"O'@#X.C1|_0.^AVQ_"77_8'?;ZPWL8C9_NQ|T!G-^@)|2I
M"@&SY,.;#^|@#.@':4,2,;5-05I@K+Y89YQNM-1O| QH|OX2:5P'?|^LE M-
|HX;5|N&NT%P;XA0%^QE<|9\$")(RBA#O*"0|11E+),8GAY=%\$0E|CK/Z6 MJ=S0ULMI;?
=J82\$V'%,=RF42W2"KU^J3>|F>83D>TY4"LL*3#0QGI@AB%D.H83|2"B:~>+
|5K;+|RA%N>QB@SAE(/ MCQ?6#4.1E;X/98H1,\$JFE)F46+8'>Y_!O.=NO7"W?CQ5;#-!
ME")H83Z6&Z|+^V9#U,J(|=-W&?A>H^TN=W65Q/A>\$;-78:..HL'&TP@%9TSB-
MRRHZ"OSH'C|1V9|&9J&Q^3E=WCRE RE^7SW('DFV7FQ| (VEE3 M<|L.S1PE%5&9&
<&WKMLF9TF M-|?W9J)%DIV 4Z'->9H-%^:/|Z4,.,LS(?1V8@_5XA|J^|02P,\$% @
MPX((63|?B&&- @ L@8 !D !X;|W;W)K&UL MK55=;YLP%/TK%JNF5MH*
9I.78*4A&SKM'852;.:0|.W 2KQJ:V2;I_/|L0 MFK:DZD-?
P+Z^Y|PO?!ALN;B5.8!"|P5E2@#%:XHBKAVV_0U'-F^%).I7VB;>U|KIW32BI>-
&="04%8_<;W M31_V +W^_8#? /RG@/ (&@ P6L!80.PK7;K4FP?8JQP-!|BX3OUFQF89MI
MT;|PLS89TKH4Z)Q*D|JLWFRF,P7R>7U5S2ZCE\$R_3&:3V,T^3F;S|!'=(V%
MP&8XZ#@&A0F5)|JZF,7H^.@\$'2"'T!6A5_!1#ERE4S+\$;MJ\$'!A_0/A>SZZ
MXDSE\$DU9!MEC E?7TA;D|PH: ^R|R?J_8*0J|#|CW_+ CHO^OUO<|=S7M+LOB-R!XU-
FP;&|H\$WM%8T30V MY5)U?LDUX;DE-
&JZB0(|XLU^>YZ|+W'+O%SEP>|NA)W|S87(-96%:7.JV*J
MO@>MM17>D=6;):Q%N1:/Q|H:C6_PF)-F\$045IK2.ST_*%Y:S5AR
MI17(+G/|4P%A'/3YBG.UVY@ |6J|^@|02P,\$% @ PX((6:|@/4PK!0 M:B(!D
!X;|W;W)K&ULS5H;^ (X\$/XK5FYU
M:J6V(8:FW1X@M9B|ZVG;K:#=>UC=@TL,1)O\$.=N4KG0_?FTG) 2"*=1H|P6(
M,_,Q|XUG/*:D/:?L&Y|2(L|K'"6|XTR%2*|B2*%).WX-P=UBO|4BLN_%^B_:^>E M,|^8DQZ-
_@X#,>TXEPX(R!C/(C&@|S)|M"YPA01B.M/,|E&PX8S;B@<;XL M+8C#)/O&KSD12PI-?
X,"S!7@6Q6:N4)S1<%K;5!HY0HMS4SFBN8!88&|;4;G
M@"EIB:9^:#*UMG0_3%3.H|/@UN|_|U_<(#/J?KA_|M"/0^#Q^X!0,Y58+9A\$!=P>J<
1&! NV&PD9BQ,.)@ G@5R)L"!N(W3B,A= M(;.:H|RP4_O=R^1X@('\$|6"(^#1\$X^G,/H
P 7=A%\$E9WG:%=\$<9Y8YR MTV|RT^\$&TST(|F@BIASDX \$50!7|E"0 1=DW\$ CXE^SY
PT&R<-F"KQJ#> MV|6;-
>KH|>K0X\$VS"&U3XS4WA;82)A6+/%:\$0ZCJPW&M'I_OJ+YS=^JR.)ABR!%8AM560VC*A
M,MT+K:L|J|DNW*2/YLLS\$NHC?J|J@=9%2HF+T>6"TN=%HG8;N6>U"@MEHJF,3D!
<2T51MNUJ7K8X&5M&0 M+;0JC>5TX+4.6B;-P|?S-
I\$0|0JLR6(XQGGF%^4IG<;E1MUH"1FKAJ8V(9 M\$)D!|PU+.1EYQAEA6W"TM|:1-
2*GWFIM/,24,7>U=:F36,_00 PDL!Q)H?EYASM!KSN5W&*WTW#IZ
M(+,)|N|KH+CV\$ETW31+_,P.69-TM\$|@BZ6"U>F+C6KPFLK-|X5RA|H:&\$R=|" MN,-
L\$B8<1&0L(1MG%S)&+'NQ(L0_-6/^I^I\$#36/Z<\$!X0I 7E_3*E87*@_M*%XOZ?X
4\$L#!0 (,.""%G:-2(|<,-H, 9>&PO=V|R:W-H M965TQD M^S#L
R.=+;\$4J9)4W/S|D9(LV;/\$-6GSQ18IWO/<'>|>GR<|+C|+&\$"AKREE

M>#lUE<1U/'QX!A5-9"*'F\$!ME!HD[<>7"M2I.8WAX?,>_7T10[F@4A8Y
FK/PF7ZM\$!CX?H>!7QGXA=|E4>'EDB@2_M3-3?(6%.:S3S4(1:6&OG\$F9N9:V\$?
IMH.Q6LKM9WJ_O%W?WJ^N,'-/NX1*NK M/V9W5TNT^+2^6Z,SM-:%\$.44\$-
^@61B*G%"DJP&M0"J1ARH7"=LBPB*J0XF" M"%VG&05|@FH52_E!-7Z2B,+VY8>3PO/?
8|_M/,8^NN%,Q1)=L0BB8P!7AU_GP_-G8.Y;\$7_/V3GJ>A@W_,OT/UZB=Z^>6?!
M|=6Y|16XO:|<'F5(KT|OHQ2E%NJ1V1\$3_M,5?HEZTHYHV0909"6"JZ#XL
M,)W@YY_PP/O5XO-%|?%.#3V8PS9AK+C1ZJX?""4LA#9'2ZAA-67:_S'P1Q/W
ML86^7|WK?2+F(@MM%9%:3@X)!NWDPUJLH&=C,@89>3)E&HKY>"\$|JS7\$>"P
MYAQ:..77-?F-RAR?DN"/>4U9+7P>VIOEV<:-F.!!/_TXQ.FP9W:4,CJ=BJ?LH
MFO');SK&_Z%W#|;-%'3^S%_M4&ULK99K;|HP%
(_BI554RNU#2202P>16F@UH56T.N':1L8L"J8S/_M0/OO=YS0B(M!3-J7Q\$|_.^_HY)
|ZDM13R34T)T>@|9URUG:G6LRO75>F4Y%A=MBAGA|&8L9(XU=..7\$53-)<%:(9YC
M^7%#F%BVG;KS^6!)U-M'KA):X8G9\$CT|^Q10L^M7#*:\$ZZHX\$B2<=NYKE|U_M8A-
?!+Q0LE1K:60R&0G09C|JK.W4#!A)-7&<-M03J\$.6.\$&'16GDXUI!&N_MMS_=
|XK<(9<15J0CV"O-|+3M1|*R!C/F1Z(Y7>RRJ=I_%+!5'%%RS(V#!V4
MSI46^4H,!#GEY1V_K^JP)J@W|@B|E<|5N"O!"Z1:\$E6I-
7%&BK,Y+))F,VBYB_4,+#+%QLXK9_&M48(V#8_|MA_FOB:28*81YAJ
&;WA"^<1&69H%:P3UT-NBM,1\$GIVR65\$V#U*^PF9EUL),
MBI0H:_V:./Z/&6UR|\$9&=*JBH@H-4/WMW#P@SV*HQ!RP;5;_SYD4<;7%98J+0
M3A969.%!LB>A,8."5=O+.)\$VP##G<\$#?|MPEIAX3^FB"C_Z"-@7_"*=2PE|
M1V%&.PC;L^Y0Q_9B7""&1|3P7R#CG>49^.\$6IB4F#K9_W;4#QQSV|UC">E2(
MD3&H:|H|3#HJ>!)WAK3#DD1&=;.*CN_MR1*\$03@_L|/,(6\$+X6\$+4
GSG21.9EC:FA:QDC93SMFQNXW/CT58-
M\$^XO+HVRM|SB3#J=|4QF|W>+Z61YAF:3>_0!S:A2U"4701N#H8SK|S\$Q|BV'
M(%G+>|WPAB=XOU2BAZ+@#(5!>'X\$/GH|/'H))U9A)S/L9(:>+SHE4^Q_&*F>
MT9CIC\$M=*4_KU:.*%M(OX|H:PC/CO.ZYAKJDF:08-
L|&M0.==JCO|&GW"&V3|&ULM5AK;|LV%/TKA%8,+9!&HN17,MM
MXGA8AB1U|@P#|O_2+1-5")5DK*:_OJ1DJ*"36MU)GU(+,KW'IH">"4=W?&6
M|2|BC;\$WZ*0BHFUEC(^MVWAKW&\$Q"F+,57?+!F/D%1+OK)%S#*\$TJ0HM%W'
M&=@1(M2:CM-S"SX=LT2&A.(%:R*)(L1?+G'(MA,+6|G|LEJ+?4)>SJ.T0H_M8/D4+
|A:V05*0"),!6\$4<+R<6!P?P?9Z.B&-^(|@K:@<UW*,V-?|.(ZF%B.M9H1#|L-
@=3'|L|P&&HDO>-K#FH5OZD3|>OZ+^FQ:MBG|',Q;^20*YGE@C
M"P1XB9)0WK/M;S@OJ*_Q?!.*|_#_8YK&.!?Q\$2!;ER8I:1&CVB;|E0E028.|
M@ILGN#^:X.4)J7)VQBPMZPD)!USM@5<1RLT?9!JDV:K:@C5V_@@N?J6J#PY
M7=Q_6LSO'_|Z_8N;B|M'<'%W!>:GZX7M_|JQQ-P-W|\$'&#:IX@"3%@2S!C_M4
4+!+0E#M9-B;\$M5B*9C^SGIRXRT>X#T|PD|!9YS_ES'|1G29S^>|M73_M;25?H:%:BF>
XA#9M\$'_?J!P+7\$D_C&5FF'WS-CZ*CX7,?+QQ%*7J(4,7A-Z18:XD
&7O;#B3!CW.D.=|JCZKK.9H_W_M&-N;F&&(*?0%\$\$UPKV"<*^1|
T6XAQ<^'X2)2&2.%#7O|+%)RB|PRC^*&<MDN_I"1/W|<&%5H?
W9\$+=|B;HH9.W|R^7|/#O_Q^Y*98FPOT|M"#_1V^H#>_M
_J#@NZ@6>Q4305'HIBS#=#8LC>W0"/L|=26*WB85'QL;|PK!-&5H"JDP
M*F08=7);&.TWX;"WTZB&F,'(W*=G!=VS1KJ7'0D#0E=&3HVIQVY*2V"U*J%3
M/O>=#KLS|V|)B;:0ZE)4+!#L|S-SV&K|C>#N@|L8=.#!40'_1N?Y-;Y*_5_M*?
Y2)VMDV:K!:_NM7G=L:;#79=(8^S8;8"S6!'|U=+:/722_|#_M!UVV;JNVJ"VTNA2E,8*
AN/MK3O<:TKUJK#;N88@Y|-MS0QL-G%Z-?>1&+^
M'_?:1I"C=ZDEM'K)I1&"9UTV;*M>J2VT^OM|:9;<1@?RYH;-8>M04L.=AC4&
M07/#NJ6I<9M-S8Q1(7F2#JE:Z6D,=-LA#IZ!M\$26KWPRC"FTVE,N^8
M+MR26|HEMYN)C+L_;8%|L\$4-!KLM*U=F4S|L?_MXBM"!0CQ4F4YIT/U3:;9
MI#5;2!;GP|IG)B6+TL,U1@'F.D|JOV1.OB|T_+.8=T_!5!+P04_"##_M@@A9&I:1|D#
#X\$0_&0'_AL+W=O\$YH#AU=B9^!20|RD'_M;?SGP5N^5P.*RCVE7U3E,AD|GAH13G\$%L%
22CP<|PVFJD.0XOM:@3M.GTL1Y"1O'JBQUJ(/O>_X)#4#L\$APZI%QS"VB\$|UJ%7.VBIW8J
M@:(1HUO_E+5\$4P4MIO:6|)\$FNYOU&_/F62#|1+;|_7|ZO;|^|A%HBD_(-LO;N!X/V|_#R-
7R'\$H-#>N_M^YQ6?08O|.D'X(KF8L!/|\$|PT@9P)8&&1?#\$8AIT(OY6YJ<@|Y\$X_4|PX!F
MQ|N'!G=XO'O0P29LYB34>.%+<|)D6#/Q32%#>+!/CGLS0'
MEP)G_%^3|A5VSXRMMI\$+7J_8CQVY3W#,'K_3_?R3W_=^,>EF\$PQ:FMIVFLT
MI76A1O!+T)B@:K.1@J*,D&^ZP:3C!7<0_.IS?,A"L(S3_|&|L.^1B;+OLD2
M&BR#WH%EB|U9P^ZLD|V"YC'B&Q"C@@B4_OPHOPL)\$:44TD2N0N00#<1,I;G=
MN9'8<|M#_5JT^@VM?B>M646?',<)X'0EMHAA\$%,NC*0ZL5Z|&V"04M@+0T'_MC8: #-

IQ,!C8UM0D&+8&U-!TVF@X/U^7D!WO\!%DX^XQOHHXUA,-AUT!=MX0
M.>|D,BU)FI!|,8RG3M?7SKU-,&@)K"69/^TR)N-(ZH&MR2K531H"ZTM[%XJ MZG>'%>?
RH,,P(QK+>E)2M8ZRHP+M(;;CXK# /NQ">P>U/AE'>Q(!YVD.U>3 MD74GWJL7D\$TT:
NMK>4N;_?;G^VK6;.5M&@+;2VL+ODV;>P=3 MW8E<(;8F.0XW5Q@U&"F3*0[U>4BJ>*
MZJ"YI(G^ U!+ P04 " ##@@A9T:R9(N,% #D) &0
'AL+W=OK+@ (B)278JE%:!)7Y2*0HM;-L!*R(! MZX&R;T08C3D&QD&C'X1*
Y\$S1'/%S3DV_..TWFY<1\5U+?L\$;#-5G2&95?
MUU^\$NK*R*X0418'G"%:!.%>=L7,V15Q=(2G09T"W|=YOI*\$|J|
M,^@@GR|OI3W?'M%4T!='6_.PSCYB|9I6;N#YIM8\BBMK#*(K;|3WZD';%7
MP>F|4@&G%?!A!>^5"FY:(>DY:Y=9 FM*)!D-!=\BH4NK:/I'TC=);84F8'H8
M9U*HIX&J)T>?|NZFWZY0;MZAA_0Q|/)V?/_#(T_3I'=P|7E/;K^_##^_.GZ
MXN82C6>SRX<9>H|F:BKYFY BOD"3%6%+&J. H0D1XCE@2S2.^ (9)_?03Y_XV
M"\$/T=DHE"<+X%U7|ZVR*WK|Y!;W1E6|54S6:|= "2"HQ.R9JGB5_L\$L>O).Y@
M=,N97,7HDOG4SP>P5"ID78%?NN(" @Q%_W|/R+7?(6QCKR2A2?WJ+I".FXV,
MF\1S7QN9E\|ZYKOVK2;HGP_R|KJ5T@KSR0)H*S>\$WF|+RC5GI,Q1/MC'|^
MR>G9OY:A;"E8#K.78?:@Z*,+N@P8TY/HD82\$S6D9VEV(?A)"L|23F@M=/+2>
MJE&4%.IV!UFA7';=++LNF%TV(D&T)H%09";+|@.#'#L:NV""|/1SO7;M7CJ.7
MX>B!.*.*.&,9R(TH|=|>L4FG=|'"|8,-)TD_2|/IG^Y6"@-T/RB5\$S1-%,|
M*01E\X3^\$1'&,2'-@EU"/HH@EPI5M)?GK"A?+Y&:?.@P%:A+D6WZA72:#56 M&C8.(-
*6|7:6UH_<,-)PIV\$@YAJ6|.3_C:GV'VZ*51@!#!N!:G|&1=4N M+H&*0OGDC+)C6-
FO^":F*Q|ZM9D9#GCL:F@K6AZ^|078;XN9<4LJG^ (^A6? MQC-@V#/48F9<|2#
|N&L!,ODLS/&_YS7FYJ-@%;&#;3;\$9|<>P^M?@Y:)4%Q<6":_G6KT MW(7U_"98J'GS'-
+;K P'/'IC|11NP#5NP'5:VT|N2=M3W*=P"JYQ"B|L%&JO MLEOT =CS#F9E1:%\?
GO;_+!9J,G+<)2CQP3:7,@#;,+OPML!%;SL5K_SPPTT MG2E&O|V*=_|&O.Q6|P7;3?
%9M3?A=6_FI?=HE27+ &X4#XYH^@NK.C73%+! MDMXE87UV;06MOJUH^2XPGL
=M,;.+2E|BOL4?L\$U?L&%_4(|=B|:@9Y=6&!P MH?SW2&,;-
@TU&1G.,JQ8^)!6PMY(\$;^/7@SH(*=O>(;?_&K'|Q\$TV_#1LF| MBG?
^QOSLE>S@'WXV@QMO"L|8 ^V=4\$G0;8_Z;=|1>&J%BHN JLO?,B\$17+ MY!A-
C.;ZW,;NO\$1V-SNJ,TX.J!S2KY-3*8|<2AXE/U>4^%3H NKY@G/Y&PO=V|JR:W-
H965TS0T2H->Q'Q|XL,|,B 4/W @ M#F&
(^,AK'+#CP(+6\XTYV>ZDOF\$/^WNTQ0LLO^P?N%K9*#.P M10!R# 'O:
(+X2O!1Y*Z!#N61L>|Z,5T/+ \$20V|U,|3'N,@T\$B*QS|) MJ)7^3^V8OWY&_Q0%KX)Y1
*/6?"-K.5N8'4ML,8;= CDG!T_XR2@CL9;L4!\$ M?
|QL74LL#H(R<+\$63\$("8U_T8|D\$3D'Z)8XM!*'5EV'=N+0C@*-F45A39!\$
MPSYG1"UM4+3%U%N(F\5#:%Z&Q>2JZ=\$^CN9GHUNP:CQ>)ZN0?P\$*5TOH08;
V8+Q#=(L%(!2, M\$>< "=V"4<@.5.JG2X|6JN|410)\$U^!>|C '4RJ5#WE4 ",AL!3@|01+1
+Q M3H%_64S VS?OP:L->4N"0.VUZ-M2A:H)VZLDK*LXK%9)6\6BG>6A7H0|J|4A/ 1(
MJC2@D'%)_D51-|M@&NX1X6I 2.-VO|A^A*M'T|/0|=7.-.4C,|ATG-3FA+"; M\$G8K"2^91
'8R|RSD_+LU.!)U=BO MP;)3(!UX1G)HHT/2SAZ*4>OFF,Z#4RD*GU?6N,-
@9V\$Z:=A^16|/J5*1>)^ M#_YGO_M-YJ(AL)-<==--
<="NW_*9NXW0+Y>;VSMO;9...2|*7\NM5\KNKUS"| M&NQ,-B7LH).)L_++5/M_-(Z:0KM-
-3<.02^ID0FZ\$WEHB&TTUQDIP58*<+U MVR;|R5==|HPP33:|DL+,=|R^EI
GP'DZ|>XYX:*-6R+D,%-R6"W E-7L=%N79 M|9SS,|B4I313<%@MX?'IF&25C^+*/Q*Y |&@
"THYJQ68K^X_!M".|U\$=DZ MWJN.@D:/ \$DVAG>8B.TS 2GU^P2CP"S79\0N-
93(|J|Q,Y&&URO_",#!H>K00 M;08C6#8.,N6'C4A_@D)_J8!N8<0:C+SSM-
JYEW3|A>06|2VA @1XH|R<"U|U M'8|.L0+R?;1>_LCDY*%T>4J,-
UP,J^88Q^;S0GP+23S_#_P!02P,\$% M @PX((68:/X'M!0 ^"<|D |X;"|W;W)K&ULS9I=
<|HX%(;_BH;=V4EG:+'1TB6,\$.PVK*;D)V0MK/3V0L%1-#4MJ@D
MAV1_4JVL7\$02FC/17018*'S6J|+.DU&JRY^".7E"KT\$>)/&LLE5J=MEIR
MMJ0QD6_XBB;ZFP47,5'Z4MRUY\$|0,L ^"XJ@5>%ZO%1.6-(;#K.RC&YXJB*6
MT("R32.B7@|HQ%?GS7|QJ;@FMTME2EH#0G5'U:~13ZJE52YBRFB60|
M08(NSAHC_Q0'71.0U?C,Z%IN?4.F*|>TP1N?|H0WV:=UYVY)9*.>?2%S=7RK-
%OH#E=D#12UWS|GA8= MRAHXXY',_D?KHJ|70+-4*AX7P;H%,4ORO^2A\$&
(KP._M"0B*@(.)0*>_)Z!= M!+2?WJ&|)Z!3!'2>|G3V!'2+@*SKK;SOF7 A460X\$'R-
A*FM:>9#IGX6K?5B MB1DH4R7TMTS'J>&| #Q_" +Y.+BR:ZN1Z%^)T_?
<4C:Y"|.'F;Y&DZN;T=6| MR?D%1J/I%-|,T6MT180@)KWH**2*L\$B^TJ6?
IB\$Z^OW5H*5TJPR|-2M:<)ZW M(-C3 C|ESQ12XEP,J?
S.J"ENU/V*=CTZ3QP\$O|*DS>H|351X 4=2X/&+P|O M6|+ #EX<'EG#L#K\|D0H?

IMK07Q&B7"6YGO/8>WEN6,\$5?7^A|S=\$D422Y8|<1 M12,IJ9+HZX6NCR:*QO)?6^YR>,<.-/I8J5R1&3UKZ&E*4G%&|_?O-[WT|V MW2%A(20,
!%J&>J4&>JXZ,-1S(5B_Y%LXN0+Q*HDD2Q)MKS DR,,,1:#^V%P MXF7_IJWL;HDK:
M1&^9G)\$(_4.)0)=\$I8*I1_1U="N5T*N5=?!W(0<_) "R\$A&\$@6"VAO3*A/>?@ MU|_-
MXA5A0IMFA11Y0+R/ M(:A5A:+5Q:LJN|VJONOK0KO>D@_V+-
D%W5K2U#0#>P"6KC=KI6+W^1_4_T+1ZF)7 M#MAW6V#G_ I2,?^KJO>41;4
D/1ZLI6)MAWN^";S6;.^L+7^7RPMJ".&92& MH6CUWXXJSQQXOI B\$4
ZXC\$H+02E82A:/V56P^><>M/?E796BS0;\$G\$';4^ M=F|JP?G9M>Y^V_JF,
2],8:BU<600'O@=JSNJWZ;N\$>B8JJQ^XW3^6BL5\$Z52DDB[2 M"\$5L0=\$12]"C?
G"D|72,&WFP|.X&!E|>\$JO*H%8?BI9GHK5UPBFF>K\$V1\LD MFO\$T4?
G!H+*T/+XVR@YM/2D_I T_#_! !:AZ R(_ M9I9?*>+I*SE'=&UL MM9A=;^ (X%
(;_BI4=K6:DMODLM%U L*T|):V F;F8K47+CD0:Q*;M4WI_ONU
MDS002*.FD|Z4.,G|^IS'R0K4ZPYX" 1Q9'I6%;+C#&A1J^3G'O@00|:R(A0>.!(:.(8|_+&
M\$+%MU|"-EQ-3L@JE/F'V.FN|@AG(:^L'KD9FIA*0&*@@C"(RZ|1MZ|N|NZ4%
MR1W?"6S%WC'2J3PRJE,/OD'7L'1\$\$,%":@NL?IY@ "%&DG50<_V:F1CZG%NX?
MO[A_39)7R3QB_4,6_2"!# +O&A8\$"6.)-)*=L>P-90N?;A\$BD?Q%V^Q>RT"+ MC9
LSL0J@IC0!|<_9R#V!"K1*P,T\$|EL%7B;P\$C)H*@D"TO< MZW"V15S?
K=ST00(S4:OT"=7K/I-<725*)WO7|_?^C_'M|0F:3_O^:.*?_C5#_M_3L?
W<|O1E,TOIOW|Z|^@|L1ZL|FH_D,G:*9>O:"302(+=\$#A|Y?CY!=XPN ML C1.%YCPM6#
(=\$PO'P%_GWV06(2B2|)*^VWFH|^?OJ|/B%_T(5&DUEYT3*DR MT?
&8BRSJ01JU\TK4MH,FC,I0H!\$-("@:F I!SL%YX3!P*AW_W- SY%HGR+\$<
MKR2@X=OE;HGVC%BELBZQU*R=F.G:_=1SK5;'?-H'T="\$!1#G M.8CS2A!SC@/U!5)?IQ-
\$09;OJ#2HRR,U: ^WQL-W+ QX-35C@T=F6|_Y 2.+H!'_D0?9_,U\$=|S;@D M=
(4VJG"4I5+I6'!=!FS3S&S(KD+S(25Y|=*V|:!)LDV9^0V8%L)Y2Y&?
S|:1^LHET<'Z@M|F2K9^=3;I'-|%|1:A \$2R5I7765DO)TVV0
M=" #9.MD(>F12LC@Y#\$ \$|@US?H*XO&9,O SU!OOG8^Q|02P,\$% @ PX((M6?;<+!;M @
/@ !D !X;"|W;W)K&ULK9;1 M;MHP%(9?Q1('O:\$VU1*9NF:1 DU*44MMUG,!,! M!|)
<23U@A|T<+V\$*\$4K4@HFM+Q:-=|7@|JZ":VSTR|H5+\$,2LR*= \$O^
Y!82S!*E!7D""Q@3/ M"262@+A\$4<\$Y9!+|ZL^%Y&HG_C8E7\W6-,^FO\YKD>,8>I;Z_3P-
5CAQP^- MP/EL*L5_,GM3&*|NC'?*_5|A|JHP|F0KAU;IH\$^.=CQG:Z|WLWA,*;AN(TZ MZ
U;LV9KGF2+6*H-(&K,T\$M&*0Y92|: X9+(A\$,1/2N#DKXV 7H./?|CC
M|JZ9V*^)_9/\$COPGU=X2F((J*F&ULM9WO;|LV'L;_M%<*W.VO_%EN_|"1+
R2AR.MA|15M=|AN!>*3<="9/1?FE6@@AR==EEE=O!@LI5Q?#835=B&52G18K MD:N?
S(MRF4CU;7D_K%:E2&9-IV4V|S>C|7"9I/G@ZK+9IJ&|NBS6,DMS|:\$D
MU7JY3,JG&Y\$5CV|&WN|YP|?T?B'K#<.KRU5R+SX)^=OJ0ZF^&VX|LW0|BHM
MDBM%TKRVXB=9JI^FJI^|HO'-9_(S>9^495*; M@OQ(A4S2K/I);?
WM\$R4_O#3Y5"JD>KVPVE+O=E0_0ZJ1|X5N5Q4),YG8F;I M3U_H|SL 0|6+V_WTG_?
SOG<2_|.3TDP.B'^R|/|.7|T MT-(|KY|8.G.7K?OW-W|7?)\$ L_6VU
BV#HN:!!E^/\$G21O|TJ6:W5(D^2/ M7U4#|E:*9?4?F|,VM-!JX_4%|4JF8HW W4HKD3Y(
97?_N+-Q|H8E,9":-(M6(R\$,22,@V"&6<*M64(77?W>25&1))^1K\$CRBJR2I^0N\$S:?.%\$|?
8*\$T0UL MTL#JTN#A*APU_UT.'W8M<-@N&MD;N3L.AFR!MMY8V<|O|>5 IB1H('4:K*
MAZ2Y%&H82=392!!5JN3&| Y5%|#(&%T_-&|.J.3D?A9+)G 'N|(#S;T|_>
M;A2%9CL.V@E#VO%6VO\$KI*UJ;,,BO_19;5RJVO%.GJ@6TVP|2_-|A>"B/E<
ME:NDF.^9HGL5I5-?^=|^NJ/A-&Q75<_VM/_R';LR'8PT89?(=9G*)_+|9TJ|!55J;4
/\$.JCH11)"Q&PA@2 MOD\$PPS_G6_<^<.P|CZJ(CLIG"V:NO*9
P>GY0Q>W7>0P=F\$%I'\$4SE=>Q MG^<,BFKESZW*0P,^*(VVM%WEHR|EH0\$>E,91-%-
YG>%Y|A#O|T)=Z"5S=15@ MU1:W\$%IM*7MZN|Y709 CLR@-
(ZBF0;0*9_GCOF:A+^8DVDI9JDD|V2:9NJZ M|X3<=:6"U8G/-%'CJVU6AT"3/2B-MC3#
(7Y@SW?;MA.S;62->*&SY"B;J;^_ M CUW%LB*4J3W>1/C_EJHP&YW3BA-
H8URW,#>TL.3?;@M!A*8U:1J%,V^@\$ MT9M|
|^S(@T:&4!J%TF(HC4%I'\$4S?:0C2,^94+WZ|,-(*\$TVM)V3S|=)Q|+ MRXY3#S0\1-%,
|75|Z+GSPT|MDV6QSB4IUK*2ZKRD3'IHS0FFT|5DN2_>E
M|VS8H3PT3\$31S/4^_DWTW6EBI_*EJ)?HU;_UQ_W^N|?IZP\$HC?J|_-OU3;V MM
SLJPN@,^0HFND"G3#Z|H3QHW@HLH=&8M,'5J6AL2.41J&T&\$IC4!T4S' MZ(32|
|HWU>E#PTPHC4)L93&H#2.HID^TGFG|X|7UEUNNF|/02-1?W#6-3S
M.V*Q'FT9=)|8<13/UUZFG|TX|XD|+4K2'\$X^UX>3S5K&ZWQ6'UA\$KHXDHOJ%_MA*?
AZ*|GY=UUB9T+4B|VK8K*KG>/V-L3T*@42HNA-:E<13-D)4.4_W(>7HJ
MNW|:AZ:G4|J%TF(HC4%I'\$4S3:,36/^%|!%:AR4.2K:WKZMR=>UL\$FK:V--NJ

MZ(-3#31*A=(XBF;JKZ-4W[T;|SK/UZJ(G:=?Q6GU S0UA=*H;U|"&8;| M9H#FH5
:1|%,^@|U?GH4=7)N.F,AD;E4E@NX/HQCUB;|=,U(H+8;2&)3& M43335SIK|
<^QE0DT7(72*)060VD,2N,HFGDSH(YI W=,ZZY,W)W[6@1*HRUM
MMS(9=U0FT(\$9E,91-%-'= &[H"V7V7BA07V S2A;6D'EDXZ]*1U|5SKVMO30\$>|&.MX-
MW/'N*^-|-[VWAZ!1+I06MS3|'P_ P8 '9RC:*9)=%8;?./"U^6G|C|O4T"
MC6Z#P|6L!U70BTT8=\$X<13/5UB%KX Y9VURE25.L'9ZMS3
_H=#5PKV3=;/NH*|_OL+S /8'>/H+FL5!:#*4Q*(VC
M.;;SMG0>&XZ@YZ<0FM!":.11*BZ\$T!J5Q%,TTC0YQ0W>(ZSX_N3OWM@@TM(72
M8BB-06F|I;D74ICZZ|PV=.;>V_4)|-ZRW'Z Y+)|060VD,2N,MS;&0PC2#3EA#
M|)+7N'EP6_TLV9>= \$U2H30*I<50&H/2>\$L|>"K9V7F'%7:>WND.2;^U9CU^ MX8E|
KT=!,U1H;082F-0&D?13)OIF#7\$+HD-H;DJE\$:AM!A*8U-.1|%,T^BT M-GS-
DEAWY|X6@6:U4%H,I3\$HC8>'BW|E|B8^NL@-D0NB77#>OL!&L-".3&4 MOJ
T'G8L_AUWF\$'\$K*\$|8.U3LT+35BB-0FDQE.;@--|27\$ _2:V@<|;P>^2L
MP>DHVJU9/XF5*C_N1-GUTH4;|S1Z^PB:MD)L,93&H#2.HIF/O|=I:X1-6R-H
MV@JE42@MAM(8E,91--,T.FV-7I.V1HRY%OW.+WUAT:I4!H|_D/AJ(%-
M<764&B&CU,@>X@6C:%|J:\$H*I<50&COV(^&H84VA=4P:N6/2;ZTS(N/ON51,MMV6&
|+|.SONR|YUC|-,?VA "J6QXS|4CAK8%%>GGY\$|_>Q9 M9G2|
<>B@RH#FG%!::#*6Q(S|1CAK5E%F'G-%+;V&JFE=MB:|RS> _7;5HCO_%
MO'DKDU7JR>\$RML#^:PT-;:&T&\$IC4!|T4Q+Z*@S=|5,+%?->X!79:H. M|?
53F:=)63|5|ZP|WYBP,R-U)CIV/O'@6R^,SYH+XZ"|,'Y?/POC&UO;+YQSZ+O-
0Z41J&T&\$IC M4!|T4ROZ2AU|\$\$OC,?0I:Q0&H728BB-06D<13--HR/;3*B=<-
Z6Z8CW=Q| M13"%CAI#:0Q*XRB::08=XX|=,>Y'L4J>ZF-'5=<^U4+52/JUMU8_0 /9EK9;
M# 7VQ(%"!XZA -:E<11M8XFA*D2%I(E,KBZ7HKP7MR++*E7!J@NE^LRRLY64
M8EZ_D^#BVA|,#!;?>!>WGF4|I2Y8LWVH|5>7J^1>O\$O*^S2O2";F;JC1Z20:
MD+)^C_+S-D)8J8!|@-P54A;+YLN%2&;BK!NHG|+52RUW|0#|/!;EEV9WKOX/ M4\$L#!|0
(,,"""%E-5(K%>@0 \$4; 9>&PO=V|R:W-H965TGETB3C8VW1#,OG-DK(4"WG*5B|?;
((715*:N,CS(C?%<>9,1L6U6S89 MT5PD<49N&>!YFF+V|Y(D=#=VH/-XX5N|6@MUP9V,-
GA%|HCXOKEE|LRM5!9Q M2C(>TPPPLAP|'^%U/=40A'Q5TQVO'\$,E)49I3_4R?
5B|'BJ(I*0N5-26'YL MR90DB5*2=?Q7BCK5F"JQ>?RH_JDP+|W,, "=3FOP=+|1Z| P
J6BH@Z*>U-D2S=QIA|CG6#RVUCFB7A&!XX2_DV'?|Z| VS?O1JZ00RL!=UX.
M<|D?|AT9YG.>|8#000?(0X\$F??K|=+^=
|DK#E6M4N4:%GG_,M3)V67'!GL|7CAIU'59NBF@5'%8%A^:" MGRP|?Y|305/75?
HZK,R%BFWX/>K^_!F|#SP"(GX.MH!> M_6/KG=9^R|RFWXU#HH0Z-6Z,#4)F #!N
3C6)8-(JP;|1?|\$_5) ::DHU2 M+UTLMM3:QFL>@':! %HE EMJ;?,U\$T
S%+RL691BG6XQ/)RGOD%/-56C!#2S MA+EAE,G-|18>Z1CF<4|U41,&-
"/&|9;118N@TP=*"UVT"(9&LH U6D S6P2| M0-X=S4 :J*0/9I RDIPPX.)RGYZ
,5%,&>@UEH.=3 MAGF<4WW4E(%I RDHXPC+4-'&8&Q9=24@9ZBC*AH&5&
|92!MR58IPY9:VWA- M&<@N92"KE&%+K6V^I@QDD5+0\$Z=D" !="@ &0
'AL+W=OMA6-WMMO"O|^U\$|(&0@>H MO"1V?,_)N>?>..ZOI;K1_8,+ M-
IL;^|"/^PLZ@PF8J|6YPIE?LJ0L Z&9%\$3!|=.-XY&/100 GXP6.N-; &9 M7\$MY8R>GZ<
+K"#@D|C+0/&V@A%P;HE0Q|^"TRM?;8&;XWOV\$Y<|YG)--8PD
M_|E2,Q|X78^D,*5+;B|D^@L4^;0L7R*Y=E>R+F(#CR1+;616@%%!QD1^H>% M#QN
1O.)0% @ PN<"H@ (0N41S92ZM,34T|BNY)LI&(YL=.&|<&K-APE9Q8A2N
M,L29>/QY>\$D^D@EV1|KD0.24#*5"\$B9F9\$07-&'FCER)%!2Y@)7D*|>@(&6&-M'|14
MSACG6%#=-|PWF8U7Y2:%|F&L/G|/^=2D.211|(&\$0-FO@H^?#HRK<1P-*|V2
MRM#Q14_P?<.Y|:|PYP2MX|:7VIAU\$'F?|ZE'=\$5C\$@*@V(MK"E|)07I=A#NLXF-
U65G\$CC+!BJTWEM4&M M,JBBJ%DJ:FY5|*|CD|PHTZ(H=2JW4KVT#CLBJV3=*K-
NO4DCMG9IP(|(*@:T M2P/:KVO\$'-
:N|%@0/&C\$ _P15%'5*19VMB0"7@S|4X;9)Z;,)HB%M8.W6MY70 MI<78\$5DE|6Z9>O=-
NK&|2P-V1%8QH%<:T'M=-_8>|7B/-L6:D(=;HK_Q|<'<
MKS.J9DQHPPF&*H."P@U^BR@|S^<3(A3L/7\$N#IPLWG./Y#Y0-P/6IE.9^8H|8
MY8DR_@M02P,\$% @ PX((60?@I@;8 @ +@@ !D !X;|W;W)K&ULK9;1;MHP%(9?
QALN7N4*0*&WA#+9=U9* MI1>N*V)Z+\$NKZGM=Q\$TR8\$ _?R>P|B|O%,
M4<+@02"9)0D6|Y= ^::OM)R/&X|DN5+FAAOW4KR\$":CG|\$'HF5NYS\$D"3!+.
MD(!%WQFT+H:1B<|7@AL9&V,3"93SE_-9#SO.YX! @HS91RPOJOA")0:(XWQ
MI_1TJE<:87W|X7Z=YZYSF6|O0TY_DKE:|9W(07-8X(RJ|HZY@3*?MO&;<2KS
M7|0I8ST'S3*I>%**-4%"6""%;V4=:H)6>\$#@EP+_LX*@% 1YH@59GM8(*QSW M!-

!@8:*UFQGDM'FS+75V.JB9^51,|PL.U600 MYQ&1,|IE)@#|&DRE\$KK[?MOR+
(Q#N|'9D1OP|3)MW!4@#H7:N0 J'|#U/\$IY0LL=F\$IXB!LI6A|.|F
MWN8|LH|;+;_GKN09|<>\$Y^TJ9@LZK*##1NBK)*7|'0!-@<&"J|Jm2L+MTX-
MP>|\$.YB6F/;Y';-8;8;_9_P&UAYVI9W|>#LA|0.T'0JFDYST=B:"|.L&NO% MI?
^ZWD;8V2<,-=P@;0|8(NQ5AMY\$PWX|VFJYE_79H+"&1G2;J:.*+FU>.Z3C:;
M:.*^AHS#;P;'\$^+M-|J: ^YN8DO<-B29A\$%|9:Y9UU=0^(XG0J)HJG^0=^RI4^
M+O+A2A_H(\$R?K|@7'U,S)E1_46(_P)02P,\$% @ PX((6< #354: P M^PD !D
!X;|W;W)K&ULM59=;|HP%/TK5UDU MM5)'0O@J'41J;P';N.?><
M&|_8G8603VJ*J.\$Y85QUO:G6Z;'OJWB*"5\$5D2(W3|9")D2;J9SX*I5(1@Z4 M,#|,@J:?
\$.J|J_/6;F34\$3/-*;<;"6J6)\$2^G"(3BZY7|5X7;NEDJNV""W52 M,L\$!ZOOT1HJ9G|.;@
<4<%;!XKCKG52|>VT;|P(>*"|4RABLDZ\$03W;2'W6| MP
I'AK&V#;3|S;&'C%DB(^/'DM/+4UK@ZOB5_9/S;KP,B<*>8(JTI*==|B# M\$8|)C.E;L;C
I9^&Y8L%4^X7%EELL^Y!/%-:)\$NP49!0GOV3YV4=5@#5YA9 MN
2\$FX!M&6I+0,T9S90Y6V=\$DZ@CQ0*DC39L=N|JX|#&#>7V+0ZT-\$^IP>GH
M^N|B_!8N^R>G_G|.KY7(J>45K3F^VA: ^'B-*@1C#HRTCUR DN:;
;YO^NV@P^%IG>\$=E:">IY">IE|-%U MZEI4""!GC7P\$9"(13>|KV#>;YP6)5
=%%2BG;67((K>EP'|TV|C=-DIE/1A? M,XDK)C5*TZJ\$@1@R.B&V&(-6K7CSU=-%L2\$
MK3QF37LSU|HJZL&&|K8+|=N2J0VRT5ER+C;*YLNJ(0;&|,|)A/MKYRO"B*R
GE"AB.#32HM\$Q3R^RJD4VT2-UI/13;G/UN.#6W M,Y0VP#P?"Z%?)S9!M^+?
@%02P,\$% @ PX((6&ULM9U;<^(X&H;_BHJ=W>JIRC3X
M1)*>)%4\$*3N9ZF2|0KKW8FLO%|!#@;1|8VR3-UOSXE0|!*"8"3|WIBPX8ZY| MO?
BS7TD6%RH|CU?"E&0'W&4Y)>|95&L/O7|^70I8IY_3%U+=G61KHLH3;27C.3K.;9YEI\$Z4
_3A&1B?MD;_9_8T'T+ M5'M|"|5+0O.;E(?RE*;*RS>WL|O>H&R1B,2T*!%
<_GD68Q%%)4FVX|!-M+>M MLRRX^_J5?E,=O#R8)YZ<+1K|,YP5R|O>68_,Q)ROH^(A??
E--<4E+QI&N75 M_ ^2EV7?0(I-U7J1Q4UBV(Z3^B_ T01BIX SW%/;_0JX;POX>PIX30'OV
)^M4|!_6^!L3X&@*5 =>K|^|BIPE!?!ZB)+7TA6|BUIY8L|^E5I&|P*|HDR*3
MGX:R7%'UTIN1KR626|VV:<%TWP=W3!;3\$FYR)Y%|^!IO?W&&@U|-(4;"*!+&0#!-
#7^KAF^C2W%_A/\$Z M)E/YA<|DDB2S=7DJR8SY(4S(1O-L-
YY!=JL;ES3)8"W8508DC(%@F@S!5H;@ M*!E>HW|"PJ00LIZ"R
UB*TI|^0|9|+=Y^6:P%N|J"A#\$03)-EN)5E: W8F.=+ M,I?
W+F0I9@M!%O)&AWR(TEQ>8(J4/ EY:S*->)Z^U#;Y)6R6,H=BA<1R>P6 M5|
<0DTIUI:=5I>6-T_/5V:#Z=|_%WA7%VKBHNB!A#_331#G=BG)J%67G A(F
M>9&MY6VB/#R|=-_Y,U>J%,9A8=2K;L|P1Z^W2IVV%'5,BE+KD745
0331#C;BG!F%6&4Y|(T MA/&*AUD9?S)=|FPAC.\$|.QB^|AZ^'Q@#>-8*)L|F+7=?
S(JY|NHG%NC|09TQ0T(H9BJ9'7-E1193.|30N1DE,P(%4|R|&M9ZZ_\$_^@/_M_GI"?
I+W%H2N!2F|-MR!>VX4!FDNQU :A=(8BJ9KIZRO\$| N%TAG.8;2*)3&
M4#1=\$^5|;OQO9%H|LRMC3*#,&QEF>9NO65A|?5TCC'4Q*)H>HR5C77L/O;H
MG#6LJ2/WVEYCY_,#2:-0&D/1=.V4^W7.8#D+9\$@;39 T"J4Q%\$W7
M1'EOQVZ^#^2LMD|>|LM92*_,H32&HNG#6,IWNW;?W>2L*E.9HFPOWO7+ #J51 M*
(VA:+H0RF.L(_M0CTVE\$;A-(:BZ9HHC^W;/:8| =D+=Y8!2:-0&FMH6F^X M,U#_MNE6C|
RUH=6>|F(?('>0?O9V| 9ZV@0|H0&D/1="F5;W=|6|J#^G\$H MC4)I#\$73-5%^W+6/\$A|
(8U + #J51*(TU-+O+U6.L_+5K|)=_H4=;P7M#>BL M\$|3&0VD,1=.E5#; />86E,*@|A|
(HE,90-%T39<|)=^^CT@10&=>10&H72F-L>
M+F^;7CW&RFZ|=KO|F/&9B'GVW6P\$H6/<4|J%TAB*ID^F5(|<&Z#2CPEY<1"A\$>EW,C;
S<)>FD_T,@GIQ*(TV-*VC/S|V|)#-4Q;H4
MRFA|=J.|\$441B6HV3CI_, ^'|Z%P&M>-0&07:;!MIQ?+,2|S'<|2D|H|MGM^.'K
MR/OT;J;U5DJ|\$F'TAB*I@NL3+H', ^D>U*1#:11*8RB:KHDRZ9|=I\$/2'J3*
M0VG4:YMOUSBIG:'JU8503MZS._E17,Z<_E_IV=*1CZ=E8KD2|5WU1_|0|? MV:OI+
;4|Q|(P>G>)Z,8JAWZXWG*W_OV\$7?LI>GX_F-|L|J*":51*(VA:+K MJK/AXWD^|!|. RB-
0FD,1=,U4?T*OKU? 7%ILE?162QH+X?'J\$_,W87,52| MNA"J|&W#_6C+DWV:CJ+>U>.!
"9|/_VH1JB*|.SK/C|KZ\$<1K'Z:QZB'*= M39<|W!V0'L0H#0*I3\$43== (=3+XL-GU/K00
4JC4!I#T71-5'>#?|1CY3/_M%C)G/?&()U-YLU;WP1EU;3|O;GQ^:NRWY^6_|?ZWMZQS'-
_#U?O*U?OV&?2/ M:<\$CHK+0E|FVS/TV/5&#E1A6P<&:N^A-(:BZ40!*,L?
V"V_98C&I\$%#TRX/ MYO5\$FCVU1W'-ZU386|@UGBB:'D_EL/|< M;J C|'B:'D_EB@.
|*YZDFR?!(\$_*,))H^IZ-<81ZH"A- JE,11-UV-G:368 M PZ@#AA*HU
:0!%T390##NP.N&O.:1M;H2<X6=3P6H-8;2&(JF M2Z>L<0"SQ@'4&D-
I%\$IC*)JNB;+&@=VW=DU/|6?+S4EGW.RYZ|6"/0X,ZFA1 M-
'T53>5HAW9'. ^99MBG79AM5,91YJ>ZZX^6J5#DIU|Q<"C+G858_M4&6H@AUT% :A=

(8BJ9KHA\$T\-"4\|VDF MRCYN>=+,Q%QD6;6T;:P22=X,DT8\,4K4'O0UST<:VY00.? Q0LXRBU>'O\|RO4 M'XML4?U'"0%X0%5LO||=NOT5@E&U\|OZ; [=?.)UK_EH#"U#|M<%>+^0D\$G.) M"P\|E7?>6?UK ?6; (EU5R^\$_ I461QM7+I>#R/JW<07X^3\|B\|4U9P?8W&Z\^ M#U!+ P04 " ##@@A9SOU#,VT\$ "%@ &0 'AL+W=OVR?W+B\|8?R;6!(BT4O@4\|'1EE*N M\|G1=,.\$L28"+5H3"DSGC 99PRQ>Z6'&"W2@H\|'7+,,IZ@#VJ==M1VQ/OMEDH M? 8^2)XY\$& 28_[@G/MMT-%-|;9AXBZ54#7JWO<(+(,B5RMGKB<*>G+*X7\$"H\| M1A\$G\|X\|6,^|LLZ\$"(L17CVS\$SC52J3PS\|DW=#-V.9J@1\$9\|X4E%@^%N3/O%| MQ03C^)Z0:FF?*G#W^I7\|(4H>DGG&@O29_Z_GRF5':VK()7,<^G+ "-H(DE!- M\|3G,%\|S0VB180T-."0+DF 80>#1^!^_) \$+L!)CU(P%6\$F#M!U2/!%22@,JY M =4DH!H\|S\$Z<2Z6!CB;MMSC:(*S2PJ8M(S"@:TO>HFO>IY/#4@SC9?1B.>^/\^ ML/> (AN\|E\|EL-!A_F:+>V\$8/O>\$ \$?>T\|S@9H-A-9Y-! .P&36'QN:/%\$)NC MP7P.,RC4I4VXM\|9J&M&0"LE#6!\|PQ";"6U LB8NP0)^ (N_#H(H. Z? <'R), M732&E3\|G)\$H"N;2.SYXAKZG\$UM=/7A&GU 'D4CS_=AT8BV+D\$"E8CN).G> MQ^E:1\| (U+31B5"X%&E"7N%D";,1+!;1>!;RW"AG_">DMJA@?D658U9P!\|<V MK^2\$V^>'6P795- +E4(GX*D?X\|N?P(_H; ' 1=/3(!D_'?(P2AH22!^#|O!N(> MJOD\|*!\|^\$ROLD(X&1B4(7Q.M^ ^U\|W M;YIM?;VK7@ZDGH78AQ#3:*283*JU--7:A:GZ6 AO\|D&R<\|X"U'.<, C\|R!-8 M3NH47""3?N0- 6!.'5V%N1H7\$E^ZK,LGLDL@R@C9201MO\|EB- M,I4MD\|PNB2RC;#-5MOF;':MYL)T.'"L'LN\|8AQ#SB&&UTDQ;\|^P6B:VM0- 9OMJZDP\|V=9>SMSM,0.P=B'MF>VXK="+Q; MWX=Y)6,LE.<08N\|+4\|22E6=;=IO%=? >02@)+3"(. IQO786D%^ ^M,MGLLMBR M@FZ+>\|V\|M95^ %QL;QELMEEL67EW7X? F,4?"&\|@7?73>_,DQ,Z!-%M'-N>V M=C<+" \|AWXEV-PT_@RKY IS%V#N9F7R%\|YZ0N('P1G7@*2"JD,CYS2EO34\|5> M=):XUWZO3ENC\$| M37Q4.)\|H53UR1PHC=L&K&<>GW\|&-Y*MHO/ 9R8E"Z++ M)<('@C H S^>,R= <;U4%Z!\|MW\|!5!+ P04 " ##@@A9>/2Z=,| ("61@ M&0 'AL+W=OC\|9<+Y\|YVFRPV- 2/HNV=)80+-,6\$2X>,J>INF6 M4;+;#8K"J3V;>=.(!/%D?K9\|3.;GR49#X.8?F8HS:*(L-SB? 6Y.<+ M=!'3AN./-(4GJ1A\|&* \|XYGYQ,T\|QN21;RN^3E+UHZA'-\|RR1,=W_12RD\| MFZ!EEO(D* @<+"Z(@+OZ3'^5\$5_98;LL NQQ@ \|QW@E.\| \$NX\$8Q^?7- \|^>+VXN;Q4=T\|AT\|7M MEWNTN+U\$UXN;.,_1U\|?'A"GVZ6MP_W%T5\|HU%\|R*65EE(4;)&'TA(XB5%\|N8 MNPA)F@;K8\$F*-8I7Z)H\$# 'TE84;37/Z2LN"9Y\$N';N*4LTR\$!\| \$|UDO_P#65H MD::T?/\|C0!Z#.,"!>/_ W2\|D)\$*9_",>\|B_1H_ ^@7Y%08P^!6\$H+IV>3;F8 MG=S'Z;*VJQE^T7^XHPZ?BC79+XR\|7QA\|H\|H MT54(66*B\|>10?2 M/K\|@Z6:WLLO\| ? V>B<@(\|W!\|X(UYA\| #6(G\|S'@^Z62A4^SO5>:YZGHN)\|YL^ M5YUKRCB>OY=1;';W- KN@S5\|23D)\$6A>G&.U5+HE\|;-7LT@B=NEAO&-X;AL%X MJ7PZ='9ADT%C2)GB\|H? WTP,7X#;AM, @'84+B%&W)*WD;.:9^0\|1K3\|M86IBF! M9_IE\|?? F^G",9XR)D\|8IFV>LR%TBMX5)_/264Q:)BO/(B^RFO-3";\|AK.V> MU\$--)^2W? 9.\|CZ== 'QN2\|,649+%7&<;J&!\|HN!E2IOAZNO?U=&0:/C7IHB%E MBHO63#+ #S02E%NSVRECFHHU8--(V+K0\|V\|)(EU4,(MARO7Q"=UPYI"3N6C MHIHF* \|0%E^B.E&L9+=2FM*F^RE)MP;6Z\$B)AA\|L.\$ 2E+TV1ML60==GJ4YB\| M; &M67I\$S<=T\|C12V6Y*F)0NT! =;,% ^57* U\$&.)5TM48;K=6FM*E.RVIM>2/S MIP76^<%N&M*FNBFKO 67^7X9M%F,&QE44Z\|;XDY6:PLNU\|4, ^@;1?12N\|RAL M\|8M2:4=>;0JUYU59IOQ;.^ (61K2K/CUK.M5JH- 4>W*\|ADLB\$K4YXT!OJ\$5<\| \$FH(RPY>85_M_8=Z\| "Q\|L<& \|^F/4N\$H3B) MOV2*\$I6 7\|%VTP(D92*F=BGH&42DKB@C\|1CE:9_ %*.P.PI4,7WI0V=5XE/CG6R#SC@- PUV\$U#VE0W)6TY,&T= MULJW&_%\|6J=\$C8SM.BU17SF_@+L; Z*^ \|^X=ON+@93T&0CD2H1QW;/2" \|^#78 M34/:5#%/ONA4H+8%\|4";7QHB-1QX%/3 X,\|L.@;\$;9M<)P<@Z8< M25../;C &+88#<.:5/=E&#FP VC7M#H-%L_ =6C4B+1HR- !RCFH.^08\|0V9 MTJ;>-\$LF9TJ9.C^0JHZ\|4ERC#253VE1?)66Y,&4= \|^48/MWE; MBN9.#ZU46Q_=E;\|A?"5G_*@8T8O*;'0",LT0B/ M;? #1IM,IK2\|;DJ(PC!\|4HAN'F4UHA:2\$2UK7)3+=P9&AJU7X(HKW?;) U: M_#!\|^XQF =+YL%C#|\|&PT;:/*6VJFQ*!<,<\|O(>5JIMELK/4D_'DP_HZ+\|^@)T*;,\| 10T#"E39T\|26;>V\$;39Y2F3&E3 MW90TY?6^@ \|^D=,SSHSN32C:9("V9X\$H\$ \|^)RM(Q- Y1IM"IK2IODJD\F"DZK\|3 MA9K'877FTXBT\| %2\|RA>,X\$ \|^J&0R;KL"6S)X88^!29\|\$)&_LZ9AGM+%C2IOJ MIB0KS\|#IF= \|^.:*J+9)HO'@;LRHT.W%VJ/4 -H/ M,J5-=5,2D0\|3D8%C%;_9!;KO7\$ 1U7*) (S\|<*&KY@F>>8X=LQK4>&>494\|K4 M>9(X\|/=H0YF\|(VVB\$QI4WV5?.3#+:(#003K-

[M"]=MN-"*M7_N5F./#F#,V MC/O>9P9??O#Z'J.1Y\$OD\N%&4E[2:VQW#LO%_H***;
M(HV(GE9^- "3_Q99/A#T%PIZ0KL6@V;L))%CQ(RC%\$YYL=|C|IAPGD2|AQM*
MQ)8Y%Q#OKQ/A6?DD_VF2_4_1SA'4\$!#!!0 (,.""%DID4E+;P0 -,1 M 9 >&PO=V|R:W-
H965T2SFA.BT6O&N.IY95B^71(FECTO|X'|FDZUV; M|W<7."53HA\7=Q+N_!
(EH1GAB@J-))GUO\$%X,0P|OL%:_\$G)4FU<(R/E28AG-MT;DL_MZ\$0|Z(01&@NNYPJ-
>\$*2*H/VDJ|T;O R|B)^\$?.3U S:* HB%HUA(8_HYT
MT&F6Z|VT>,T=>#="*30\$B92GA,>4*/3M!FS0M2:9^KMNQ0K_5CV@V>87:H%C_MTO-
@'RLB7XC7_67L|W|7J?V0&_5|:U2>|N%WK^A^(DRJM|0E!^\$TU22%&N"
M9KG.)8&BD)&\$8KN|8Z%T;?H4,W3L#*9\$O?2CLZ|_LBG1:5(A?EH2/W42'_ \$7
M*@6'ZJ4Q0ULA?&N@J089YBD2,_29<@R!!<,|H:A5|VWTJDWE>V(\$|CK/B+0J_M:Z/M9C*
(8Y%SK="OV\$#AWD"13"6.4D06ZTO)%4#W>HYD>AF)O+"3SK_M,N-
_F+@2C'89C+8|BXC6, &L="PA7^JT7+9_2(%P.TMJ3%KU6=(IB77V(M9_M.#-
KAN#T5|K6" *ECFR!VMY@\$FOQ=5E4J)Z55,_TQ1S1|)%Q8^Z|PZ%5EV!=?
|3M@Y=>\$)G2|6W_@.A5?6OVZC0W40< MI/2<_EAZML|+MTV5_+KM"-
U|Q_ZEQXWG+#U.UX_&:=W(A.Y.YH|(V/2Z*3'= M#-L1M/+5?\$Q2RM;9X@RY'RR|6_N>
H_-
B||=8R03J&T@7L".P@U>POS DRV;*5<^NLR0D@UP0EB,JZ|5:|P_=/3Z6^@#I3J1DO&VSV
ML8 ^HS|)(M.N%5@H@14N)RQW1/L_7@Z7|RH*)JHMU_K6"@NA&39/E@IR\$A>MO?'|?
A|. ESW1("|#W!+W16H5#G_\$DAY/^:#B_18|0O5EOLA@.YZ@W&:C9|7BT&|GBSGZ
M@N;J7"0%!<16:%KP.%5|@IZ7E*ROWF>|K@<@,: 'B|ETADJ,QH52/A|94>C75
MCO?:'BIM|@EMWXO|#C6=6^0Z;@N|S ?H^NKFWS2VLEM|=FO/;IFW>2)OGV49
MD>ID28%PGJ ^RR7)UY# '! 0:\$!%3)@H.Z%=O*217!^>W27P%:9DA^C+=BPV.
MH6NIVR*_|&*/G|H^,|7,Q::M87FN>R1VA'/I*F*:I=1^CYNHT;0".VM =6J_M4:U+*
^\$JJ+|0Y0;F%%>C?(NH=HFE'>\$_.F7*KTG^5)@ (OE'I%;33&K7I/8E
M4L=\$:A^1M'<3*:A)P5G2(@55EE<2N(D7'#OSS+Q.S>N:9'S<60NQN;8L'JU)BODEW9!;?
EE2EF(A7|G*XAM&|\$(I8GEVG;? M2G&<=28CG?;)B.:BR3.R"-
#/\$|3S%YN24*WXX|3V25|BU=KH1*LR6B#5V1& MQ-/FD:= |UZ!?!&O1UWQ>=I7O:QP)/
M1HQN\$5.Y)4T|: +FTM>S@.%,C:R:8_!I+.S&Y"VYFP0Q|1@^8,:Q41A|H(G"< M|_H
XHS=|GB1P#?&0)69ZRLJ*2|1=L|P3;<=\$|S<2:HR!;D\$4=8,F*5K5U_M=
|6|=8U\$GT27R.E>(-=V/?0T|J|"#Y|0W:A|VE" _J9EVCU^0V|,P=P=K;J69_MAGN>72+/UIBN
1.J:;)HG>">Y3QDA\$F901/641S1:Q_MZG.
<16LYM='7>1*OL'87?|U):_1%D)3_W="\$VZ*H;G-1RI=>|PV.R+@C
MG24G|)ET)C_Y/3M7YHTAH3YD+ \$A8"P6KB=ROQNR;ZY.N&*^0K5!"I-3|
M0JXI:M6J4I @+&WR\$+=&<%NI(6&^NAUX(9DUM"B"K\$0+!;KKV*EU|QD:&
M<8:SB+17U8AMJRHDS#CY4 M\$|+ \$ A64W-0J3DPJOG(:\$3(@J,EHRGB."&
(+M&&T46N^4(E_M"Q3)K?2+|J+/,E)DS(%NW_0|=Z1,*|SN\$>Z&.O75A=(6
@\$J^DRK'09&G7Y_M52Y@2&Y|^4E|FO08OCD-
I@U9ND>*#%|H=DP)7E/L>H|06\$ZM2QQ|?:SC9UR_M5ZWF38U_P_CJY)(Y?
H'9S('6.W/>3IG##EY1G) MR%:>L8H#+D?
_GC|JWI90@|>8FLMMNPJ#T@)06@A%JROH|A5TSYAO._5.SCLS
MI&>8=T;+UD)"T@)06@A%JPNY#WHXQF.U//CJ>(:@6D1Y6A+D_LG#<\$P;MAQF
M6ML|QMU&QB<*V@8_Y060M'JBNXC&IC8|2<=XE)F(NI;7Z_MH%&1DF;8
:@!890M+JD^|B(8PZ,%,'+^G)(>,04U":#TH+0&DA%*TN^3|F_MXER|HR>'C'E,06D^*"T
I850M/H8V,=W"._|J3&TMIK3XDS7=>QX"|8T|. M66-(12LDM0YN(Z2\$K?
2|)\$2|ER#-1_*N_2JWNIMSH&QE'Z;ZZLZ)O.>PQQ867
M>|Q6<=<;E(%A*I'TYD+L+5MPA*5X\$W>@|#W,J|\$WUXYK@!6\$J@_R^I%3L7E0!
MU4V>R7|02P,\$% @_PX((6>^T;R"? P_00X_!D_!X;"|W;W)K&ULM5=M;|,P\$|XK5I@02-
ORNKZ,-M+6;0(TV\$08?;\$| M<%.WM7#L8#OK|N^QG2Q-6C=CJ'Q|W+WY+E|??.S;_7X+
|%)\$2(*'C%_Q=I92_MYJ>N*|(ERJ_X9CFBZLV<|0Q*=FT%,G7ADGMWR>,0*
M23!%MQR((LL@?SQ'A*W&CN|V?B"%TNI'ICQ*((<+E"!YE|HR=>?6*#.<(2HP
MHX"C^=@Y|T|G?J0=C,4WC%:B<0UT*%/&?NF;#|.QXVE&B*!4:@BH_N|1!!&B
MD12/WQ6H4W|3.S:OG|'O3/JF"D4;+(=SR3R|\$S<_,S6%!Y!>V>H^J@\$XT
M7L|J(+|@5=EZ#D@+(5E6.2L&&::E|WRH\$M%PB/P=#D'E\$/RM0U@YA";0DID) MZP)*&
(X6P&NK16:OC"Y=XJ&DRUC(GDZBU6?C*^OCQ++A-P!!*U0&8%08#- M05+D.4%*+
D).(<\$TA2|Q*RJ#|1<.EJ"-Q=(0DS\$6^5^EUR_-P=OP0'_%'S"
MA"@#;7*EHJ@_Y*85G?23K"#SL>"H/0.P2!%T06|G?NX=M=U.UMX
M>P)K!106P89=Z+\$IX2,V/RH\$ E ()*WOEB!|Z*;Q'T<|KR1>|,PV(3|6J;
M%KNH9A=ULIL4G*L%60H!"(933+#\$=DU*J%|C^X-H@Z+%I&|G>%(S/.ED^)G1

MH_0E+\$^V*(3A)DV+C>_9>?9JGKU.GE^9+FO67MK/<>UM*1KY@PVNVS;A<\$=.
M^S77?FTR(S"C/ZTY;V;S(U<(KZ|'4S^_MU;N5F6&=F>\$^&M-
P>_F%&RMTVR08VA>H|ZTW4.|ENEU7=?1X"*J6M5_=GF%S MEJ:LH%*'#Y"C0?
I3,U**2_0)D:G_P7Z'96&V.)O|IV7V\$U=?4WI;?8|) ^ M/1WXC?
MOA_1J+TC_B_K=A,K"NUYGJ|G\$*OG>|_HI7,|)_T|^>+0)_M4^M.FS;3|?
SA=P|@Y;8Y;VY(SW*-'/'0)E>+S>8&|S;F>WVX^@3Y E.A2,R5 MDW?
<5U,"+||KY8UDN1GYITRJ X2Y7*HS'N+:0+V?,R:?.00IHCXUQG| 4\$L# M!!0 (
.,""%D#&SU0(P,_,D) 9->&PO=V|R;W-H965TI CIU20GWHR!H^ EEPHN|KN|.Q5VY-
)P)N%-\$+Y.\$ MJC|#X'+5|T)OW7'/Y@MC. RXF|YC, |I'<*6WZA,F4)",VD(IF/:!?=H9A M8!-
IKS \$@&'B;\$2%/^>80B<6R7D^)^V+>L68-G'S M>:U^Y60*;|KDYEZNOD|NZ-
SJ3237|I>L|MC (Y.E M-C+)DY\$@82+|IR|Y(382PL:|A"A/B'83Z@<2;GE"S1G-
R)RM"VIHW%5R192- M1C7|X&KCLM\$-\$W8:1T;A6X9Y)KZY|(AN1^24C""!3)<!S
MF;JW\$MMR6R_|_O.FC?V0 M5KL(V8(|+^#. *Z?
BB@DJ)K"!UBEC.W_/R7@GL2V_C<)>OHW(R^HE4AOVE|H.)
M.UG9;|JIG)TNT3|5&DSIALU\$&QN%#|. =N=D/.3 US0*U68EZ+0Q@_0Q!TFQZ M.*-
CQIEA4_K9W(?<8;R*V&)L%8RM2L;OTE!.9GN+J ROM3|XM,-7\$A*4 |8+
MP'8EX"-56#3^%EM|?_+J.VS|(:UF.5L8O)XT027=:(&KD> T)V_PY3J;_|^V
MPU<24M_A|S<.Q034W-T5- ZZ%"8|3(K>XC|2=Z?P3O WE/<8?LJDUUR;JF:
M,Z'1S@PE@|F;G:5W1NRAI&I.WK'TN!!|AX7>-<"90/P_4Q*LV|8_8K;6_P/M4\$L#!:0 (
.,""%FFJ*^"1P,_,H) 9->&PO=V|R;W-H965T9ED86 M48I422I_|Y#2M'Z(AM!D1=;)&
<.SYR9(3G;*/W=Y(@6G@LAS3S(K2TOP| D M.1;G*L2):UD2A?,TE"00U-
J9*EW*D08|7JCL&!*8J|C\$!PVF M*@JF?UZC4)MYT
|>)A|Y.K=N(HOG)5OC\$NVWD'3*&Q14EZ@-%Q)T)C-@ZO^
MY6+J|+W!OQPW9NL;7"0KI;Z|P9=T'00<(1286(? Z.|)%RB\$ R(:/OK,H-W2 M.6Y_OZ#?
^=@IEA4SN%#B/Y|:?!Y, D@Q8Y6PCVK\$S&9MX+AQ>HH3QO|!L;L!
M))6QJFB,0|3L,CS@,&H>|#!1FYL.Z89;%,ZTV
MH)TUH;D/KXWWIFBX=%E<6DVKG/QL_/7V;GF|A#-84GVDE4!0&2RKLA1(N;),
MP(*9'.XHV_!%UE7CY9"<,PLM!2%XQ(F#>/KFG%TA'\$ _@GLE;6|@5J:8|@*\$ M%'ZK0?
2BP75T\$O&O2H#H/<)>HEXT|""T>+W|X 2=09N2@<<,'|S@I>_|IT|R M
RM4):TAS1)14;Q./)LC%"1PI7V27,J\$TQL\$9RLNN.5H+KN4K3<>=F_L#HQ+
M4|(\$YP&=" ;U\$P;Q'^_ZH|Z?7;J|\$=B.1L-6H^\$H/B?\$C45HER#K|_|RM-
MIE4|JEWQDIA/(-%V:5%O;/8;N+/N*9Z.9^3=H2')I-):|+|^Z+E??&;O#,N
MF4RP8=U%N\$8>;;'H_ \$|9;%#=#|32'9VD>^=) _1|=T2&9?;Z')D?D';=|QR=;
MQU|'9RH|JZ@9F#%(C:-6=+)NG'P.T0YO)L#MKTY;9|!55=JJ6I@>-V_ OU4.3:+_X
MPZUKLD"||J' XD|8.O;HIUM'RA7_E|>F|^FATO|SO@?IG|UW#.JYM)0*!E! M|I|'U)*Z?
DG4_ZM*?QFOE*6KW7_F|/A"|I0QH/5/*O@S&PO=V|R;W-H965T\$)_FG^_WD\$EZD.I1|P
->2JYT--@9TPU"4.=|Z"DNB9@& M_>"XL&3;G;\$+8996=LK,-^KA<)>9Z%4*5H+03
JB8#,-9OW)?&S/NP, _&!ST MR9A8)VLI'^WD4S\$-(@L\$")C%2@^|G-
G%LAQ/C9:@8^I0T\1_5|YQW|+*F M&JXE?V""V4V#|P\$18\$-
K;L;R|!%:/XG5RR77|H<&%@+@-B!UWD|A1WE!#LU3) U'V-*K9@:/JHA&."5N4E5&XRS#.
M9/>WL|7MBER1%9:|J#D0N2\$/S@L45|_|J*"P-68*M+Q-;<@|X|>0;J))049-;MIG-9"T.6U
|Y<,17^#X7(L>&43O2!S%P|_#0|3D M?<7>5^ST!A?TO 7:6E#> G<6#%J8G.-L=(?
G=>T|M\$5S6\$;X\$N@0>TAR%Z_ MZH^B#QW4 T|Z%+/OE8(:SRD/L?7K9"09Z!*=[
/&ULM9CA;Y|X&; %8M-TR;= M%0P)2;H\$:6LWW4ZMKEIN=Y_=":Q9C"SG6;
H|H|"A2H6_G2+PT&OX|_CUUX M+"^/7'R7>P""?F8LERMOKU1Q|OMRLX>,R#-
>0*Z?;+G(B-)-L?-E(8"D95'& M_# (8C|C-/>297G01B1+?E",YG CD#QD&1&_/@+CQY6'O?
L;7^ENK|P-/UD6 M9=K4-^*&Z%;?J.2T@QR27F.!&Q7W@=|?A&6!66/?R@<9>
<:&2NWG'WC2_I MR@L,\$3#8*"-|J,|=7 !C1DES_*A%O69,4|B|OE?_7)K79FZ)A O._J6IVJ^|
MN8=2V)(#4U_Y|0^H#4V-WH8S6?Y%Q|IOX*'-02J>U<6:(*-Y|4M^UA/1*<"3
M1PK"NB|;D%4%T2ET8JLM'5)%\$F6@A^1,+VUFKDHYZ;LUFYH;I9QK81^2G6=
M2JX^?5A_6J/?T5K_@Z0'HAOT351!T\$5!6E:Q4@B*+Y#EV!GC!\$|A1|HCG) M-U#?
N: +DEK*JX.TE*\$*9?*7OM+<9G1_4S-^ MK|C#1QC_/1G*I^0V\$03D;*+YY?'CTL|_5L-5,6-
E,6EGK1(WKM?##C?M10 MI3_95S"OYKDLR_96GG|W)(@|)(WKW 1_*NR('3?8|5/8|S'L>
(=+WK85F%'|F#/?L*>S&&/1M@3^,>ME78 M\$70>8,^MV'_000?
V5H\$8@Y|YQSWX*WRCO"+!GYAA^>*L.K#B0KR2V|(U.@' M=#&P,1GXL(|DZ,;7
&5B=7(.4Y^I(5!P6I#CB|B#5:+H%0S-1SXM|,%VBW MC5|LEKUU67<%<#|.|-
NZ&W|8K?|Q<, QF\$?_242&+<1C-TR& |#N+_CL2N| MDK#G+Y'#N UBD);\$>!C%_1"P
|N2MUF,_T|8XV\$;!WW^ETAC MW,8Q/DT>XV\$@1_U-D7TH1RMA&|CAJ0(Y'

9R_X6PC^7JI*9^7E'D@* MPG30S[>&ULK55=3JLP%/TK5JFT#6EKTC04 MQ-I(E##!
D9'8=,T[<%-;AL+QPZVT[*_G^V\$4%"*>.E[<<IQ<>WYR,UD)>
MJQQ1PVW!N!H!N=;E@>^K-,>"J)XHD9N=A9_%T68JE[XJ)9+,@0KFAT\$PI M" MN1>/W-
I4QB-1:48Y3B6HJBB(O)L@\$^NQU_?N%R/H,M=VP8I')5GB#/55.95F MYK!?
PB^);:8S!5C(7XML.3K.O%IB\$D&&J+0,Q MKQ4>(6.6R*1QTW!Z[9\$6N#F^9_B:C>US(G"
A(%^TTS68V_?@PP7I&+Z0JQ/ ML*EGU_*E@BGWA'43&WB05DJ+H@&;# K*ZS>Y;738
/2'6P!A PB? J(M@\$\$\$ M&+P4\$#4)J5?
E^)T2(@F14B*-4@;:=CLP(GIT*9RNVUSJ0TNJ3@=#R[/#_Z
M=G+^/3F^F+V'XYJ7IY=_X!/,3'ME%4,0"TCHBF;(.P53E##+B428\$IJ!%C#3
M(KW.!&,NCM!7H@:P>M)UJ4SE/F M0AN'F2#C@ M(!/%Q+3:J9X9XX@:IB";FW!WP%))
(@H3CD0:QY@_G@)AJZ'1,=83U!\$BE'K" M=<)7L
4Y&TRX6IDEI0@BH&*B%'\$83XT3CK'7E_9P8_(EB)C7>D=S)C!\$X/ MSH.AT=8!
0%?:@)6CR6,@!-4F'<%TRC=*F%F^IK^N=L[VHO,RQ@Q,C/*)#A MT#@R4
!SG!)YS59G4.RGJWD^(R+J1*O)"K"*((YH_4.1APU! M0IDAL J!J5RPRX="QJ/3B%P-
E7T"T\$V=;-?.J9XL988G? V0IQ::UH^B7+ M?J96^8JH_IY,)5>KD=))=WIS-?
IZ=G4QIJZG[Y'W_?;YA?ZB+YASK\$N(3H8
M@101\$8=JIBTRD0@Q!S\$PI7*N\$:9?;!KECJP=CCH6NF14A@)Y-(!@&V"JJ,00
MK77HIU8M4M*6LAN?T!6VW*J OJ7G-;*Q_O+
J0JYMJ_<280&G(KJ3G.=4_3U="P2L/04/>/+X\$PWWW MIM-K?
ZI*=9.P<9,PKR'85E&B59>@U?)GTFBQ*D!QDS"O M(=A64?IE4?
K_XS+IOSBVG9;U!&R/:B-Y;06:A'D-P?(*F!M)4PQ\D36L ODI
MI3+00\K9LB<^R5K!9_CU2OGK>T3)F^T+S%?1%0@ G.%:+?ZZESSO'G-!Y(E
M67MEKJ/HX-I K<J9D^N!=E#^@W#_E!+ P04 " ##@A9(NFY M,K4&!)*&0
'AL+W=O?W;I+)F&I\$&,3L)D'D)HHN62 MA7Q[WG\$[SS=N@^5*9#>ZD_&:+MD=\$Y_6-
XF\ZE8L\R/B<1KP&"5L<=ZY<,H M,LP:Y(A? J9-=SZC3,H#YY^SBZOY>L1"-
A,9!97_'MF4A6'&)/OQ=TG: MJ9Z9-=S!_S^0RY>BGF@*9OR|+=@+E;GG6\$'S=F";D)OR[?
O62FHG_-'>)CF M?J&VQ#H=-ND@D=E8JF#*(B+_2I#,1. J=K:8#+!EAMT&MI0,H&Y-
&O:)! M+XJ,(26/@T!%G8P3OD5)AI9LV8<J'EK*3^(LW&_ \$XG-I#MQ.3N_GKZT_OK
M#_ZIV\OOT+M?EW=_XY.T9V<7--R!?!H.F*QDN6HB!&%J/9)MJ\$5+ YNA8K MEJ
IC^16V43X9&AG^5\$/?G T_0UNHIG/&+HQ&>"J&|<8H^W?GHY-5KJ"JC
M^AB\$H1SX=-P54D;6F>ZLJ)ET67G #-<.:8X:4@TIR?E("J_%J?0*70B1!|_ M01_D(
J_:FC"80\$F'R\$YIO?T"?UOR\,OR:=G2Y/YG|X%_IP<_),M)9NJ8S M=MZ14R!ER2/K3+
JQO6<JZ\$8VB3S+9\$UXMNKXMLSL4\NV3*(XR!>RH03TGC& MH-5%(.
<(LN\CO.,G7'W<3>"AHCG"6'62 @G M89X,@CP90\$%Q,?L\$?
8)B5CS\$VXD9(4,E9GTMKJ=NKXGQ=8PWJ"-@5XET#,*
ME(EFSWA|>M^QVG<=H|T)W|B/_SB,@TKEP*AR-[M#@YF-7F- H4 8'W%LSK!)
MYELB:X1V6(5V^\$(Y>6@SOC;)?\$MDC?B.JOB_ GJ.'FGOWVE01)27% (-1LJ;
M"H#Z/0_.,:Y36S"*)Z7P)%#TPZ?2;HBRD:1HL@AD5K2;*T3LY4,1" M AB/M\$C=
<9VN.=5\$?!.+=>)S#F+A\$?(2A(JG|Y(OR.U_*@4Y>HZG60VR(> MU^*Q47QIC645E
.:LT4@%:\$GN9)+V6M0#09&J: ^JT4&:%A.DJ:7VFJ|1:MDJ M_>53S+4?
.G%'P"U57^W=GRNV?+MK_|E0;-O?6V0_)26@GP0M9.#FB)JD^:;
M79JL*G(5',M592+KSNP+\$@F-TY 6Z^_Y7W*Q*1?T DXF1NICRXY5-M66S.L
MM35TO13:F;IF:WI0?2\YFN^-GBA!U%!J!R&4TY8N
M:QOH&EV0I()*.I^K50:XJ%N#9B5M3:VW)7+,G^JHU7C=A&*MN#@ "I*RXC
MI+F=5#LY;'9RQU9X#/@P99"F 8K4@!(FY3;J6&S4|-4X+'NH" C3E4 I-9& M-
(Z57'MR+#9D>VOIQCP8)B,5 &04U,SD ^CABTB:BN&S58LJS6;.&\$T#/Z1
M+J:2!G%:#!3PR1K_)PEP2/-IMG!;&*F/L\6&7S;,\$U0U0I/IQIH1J/6JZ
M3:VR^;;8FD&N_2DV^|. #:CS6-PE'VENH8URLUCP A%M6=KCV@MB\3VBWO&-I
MP_!471-!&\$^5JF-ANG@ ,&KZIO&,VY9:2.W#B-F'W92_M=-XCM8\%0D30<*R!7LU M ?
>LX2^DEM!HEY,J!ND2?Z9I^KR04PJE83I"FT-F3\$;,B^
M0'QY3IE^Z97QR\$JVF*N!"|C_N&)TSI(,+J?<"Z>+J(5<.)_|" M4\$L#!0 (
.,""%FX1&PO=VJR:W-H965T" MHY(+FC=DN8(<_) "J!:%T\W#U\68)YN #+V^DB M!?!
A?'D)+@ (D(|X)?@(> H9XKL7)N QI26').9C7A9T\WJZW4,/7D^W
MSKBQVTVQ*SW\A%X(&<%DS<\$<.,!4\$0<_ IRLNF/Q+?O6%NY9S^N54YKCF!8S0
M1).I@2.V09K _IWI&I_Z0O668L\$;B1V\$T6G#Z)Q3|V>0XPA@0H M262^!#0!,C%\$3X
6*GER('J#0\$4J3L+;@='ZW-MHV/U&#,861V?QQA0=,*D M VYIT7S;)XI<40NHB_8_F?H*
<0_9&LL09"B1DL:5)P\1J\MRW1&TJ K5B@I9JHIF*F\RB"F M_)Y0*G8=-4%|_+_ E!+ P04 "
##@A9%B8Z(HL) V4P &0 'AL M+W=O5CL@V(QL5!J>"3:21;SXY?

ZL&A*]+65WB!/:&R9/)>ZA[SD
MN91X^!H/F/ (EYX(4QE&2GPV60JP^CD;Y8LEC/O^F*YI(7^|2+/:%_)K=C_)5
MQOV@K!1'(SH>3T:Q'R:#+^6EY|3J;GZ9K\$84)O\Y(OHYC/WOZQ*/TX6Q@#;87
MOH;W2U%<&U/5_X|O^'B^ ^HZD|H0QCS)PS0A&:\|&YQ;'YE+BP|EB=|
M_I#O?";%K=RFZ8_BR^?@;#N6L0COA %A"/;@%CZ("2;;CSQ|TT-@L*NY^
MWJ+ 4MZ|O)E;/^<7:21'&(CEV6 V(&_||>1^)H^_(O7-^06>(LTRLO_R4=
M=CP@BW4NTKBN+%L0ATGUUW^L;%3@5H*M"Z_FU5_G5_=D_DRL\ROR"3O/6X\.,H
M?T?>D!')EW|&7_OL'<|L-T+!T/3_W_@&OMIM?9I0E|7Z|K@#X4_SP@
M%VDLHU[NEW'C7':VY)]+2"3(|1/9+7?M/Y67SQ_|+"#_ ^4U"DL^"Q_E_39VM MLN^8|1?
1|V.^|A?|;"##:|ZS#1_,_XW:S+^AXEA3#_/XPA@6DD.@V)#H0^ MOUK'MSPCZ1WQ@R
LZ/:C;=_SUV*99N'_)&|O95BHKKXS\$579F)0VBEEM,W?'MY;_3T6:7_|M?3G!&-
(8!H';L!>R0'O1T/O<=(>YQ+'J81AD2F.;X2>/X M24_';^3!28;'(HUC.7O(U=+B1^E_'J^B|
(GS^M(J|A-)41*05"PE;7^1-R9"0(-| M":G ICN\$4+O%1;>(2_4BK%O\$=ILBFM|FC=|FH-
|N2H^DJVJ=7DRF>=5=#X<, M\$+BO?
V:=#MONJICF&!*8YO*3QN4GH,O_*.6*|^_X9F47^3.#S.R|.;U)RO9
M'4N7E\X/TBCRLUQ=?5?TU3U+KXH4T'1?4C#!O_ILMCL")L,3M|7##:7HD\$|
MG=P;*UTS!GW^+15R.1(F(@NEJEW4WI:QHNKY.>&//%N\$QF|78*)YJ&@,"TTG@BHB
MZ"L+H|H:6%1BHGFH: P+3;=225P+%%_SBHX-
ST68W!4#5J%AH.@|*I5JP3&6/JS"K!M%Q)&*PXL#C;/& NH*A4+
M36=|Z50+%J|.;%NDN2!)*N2|"Y+Q17J?E(IUWT2,*E5K-&W5W9Z'464J%IKN
M>254+5BI=CR?&US_?CLV"O%47RXK'!@KJ!+VP(U08*B@JEHL-)TPI6LM6-A^ ME5-
&%BX*O5"NRXR.1Y6JJ&@>*AK#0M/4&+9FKWV@@Q55:.B>:AH# M-IU*) M<
M6X3|U!;:&J|IM=PIRK/8K&XJ9-8:(J8R|?
RIJ7F59K4_?:::KD0L_"0IU?"#O#\$/W=IC=R3Q/J=7=*3&4^/=2K464M|6|!6E/:T*M1M2T
G;4DEVV,LP M">-U;'0XJEI%1?-0T1@6FDZ+4K!T^LJBB: +J7U0T#Q6-8:'I5"K|2^'=XF=D
ML6'\$WMS |.;!3FJ>_5"TWEOXI7"XM44Z?S'O9\$.5:ZBHGFH: P+37^,40E;
M>_S*DH:|XJ&L-"TZE4DM>&)>|S(AV,V)L;N'W ?AUJ.Q@6FLZ#\$M5: ^_U |VG6S5WG
(+U=C|J-C8K&L-!T.G:>U'U1|5QG|7&?5@;|VGM ME\@4V"i38,.9@N=\$.%2!?
Z|JP%H.M1T,"TWG0:4'|)?;"X>A>Q/2W0NWV@D7_M5(L,"TUW04H8V*^W&OZ;|DT-
?"-6V1#C4\$')&"AZ7RI3((-|X4_8Q|"1NQ-M0_48:8RECFG;BMQ;L/B|R?W(6#TWIZ:&?
87QD/|L.TM4SEK>-)V MF*'8A_Z=/0\&VTI)V|'2_IF-"|BZM|=..BE;Q_3*AJ&_#::T ML/OC;
|F1@3G|6>VL5JG\$Z.4K0,KQ^_V(V"0 MWBZTNIMGLV|71C7*L-|T/ROEZL#*U>-
W/,N: # %WY7G2YAI AIWDAR00EBD*D MQF7N)|A ;PY052TJ&L-
"TZE2JM9Y;57KH*I:5#0/%8UAH>E4|KR%#*O&:K M MBHDDJXZO*)@T4H(J9FLT;
<_U'=U052L6FNYGI5H=6+4VT;UZI7+=1+=D)|H% MV^AV|"N%L-
'>G!@VP4\,LPZJ|,5"TWEO1DM:|E6:/7C(>;I=<0;@) Y|4JRZ(M)%1EZW1?
5>X^5>_AVF18:#I'2L8ZL(SMR5\$0%IM|M^MCQ@^JVJW1=JFA)FY0 M=
|BOT'1NE(AV8!'|S+CV+S3*R>A'>WS7\$F#JLX=L^J>M;-|J%89%H.K9+Z
M#BSUGQ|:7YY=U\$Q"C699+<7:2>:BFF58:/K1)RKAX,(OAY^ (JB_.+|STOORZ MW43#
|&1XTEYOHAE6&@ZNR|KX<)9BY|L|LCBP89|<|/-=%AT:CCZ!C75@86F MDZ-
2'>Z1J8|^Y+S|T\$-HKBFQ^;'P_:+!AZJ58:%5M\$|VCD?;.:9?7DP8RXU
M\SH1U7EXS=7F|,?S|LC#UO4+ZR.KCG!4,-6)DI=^=A\F.8GXG80<#Z=2%&75
M(8W5%Y&NRE,(U,ATKC|N.1^P+.B@/S|+DW%|DMAH#DJ<_Y_4\$|L#!0 (M_,_""%D-
%%&PO=V|R:W-H965TDH3PL?61HCLRK9YN(\$4|TN: M_9%W5I2E6,@E6|L|8X
CK90FMNGUPC165)Z7>UN(G&EJ,L@@"H2"P_-O!')\$(4D|?A2@5OE,I7AZ M?
4#_79.79):8PYPF_|21V(RMH84B6.%M(A|H_@|H"/447D@3KG_1OI!U+!1N
MN:|IH2PM2&.2_^.GPA\$G"F|_C)7*AUA>X9A4ZAT'FM0K=0T*ZV#)B=
(^8DI9HZD(|4VM+^C%1<0|\$DW=CJ2|/_*^+V32X|M'|_G9Q?1=;
M'V_N|I#BZ_0N0!B6'7BN'0W'">7\$+6=S+O+B;6.18_9/GN\.;BP:108U%@|@9
M%OV21;^5A4YB>8!EC\$;:4'#\$:1(U\$6B%>6LBFP3S#8%5W#)RTTZZQ^BR@*L55>Z//FV;
|TC\$^|F+GP-FX487:@0|^868_MZ:PY3Z<5\,U981+--X56=>:Q)W??
85/N&NW*C: +YIM"J|3@VYJZYSMQ|V537 M_.&D5Z|1MM0&PO=V|R:W-H
M965TZ5C=-1>O<@Z@T%L4
MQK+GS)5:7+NNG,PAHO*2+R#6;Z9<1%3IIBY@YUMQS.;S572X?-'|Sj#.;B_%R.A6VZ!
M\$K (8LEXC 1,>|X 7P|):I".^,)@+7>>44+EA?/7I'\$?!PO|0A"F*@\$@NJ?
M%0PA#;,D|<>W'-0IYDP,=Y^WZ;|3|IK,"Y4PY.%7%JAYSVD|*(I78;JF:==
M@)Q0,|&+|%"F_|\$Z'^LY: +*4BD>YL?8@8G'V2|_R0.P8D.81 Y(;D*H&?F|@
MIT0SSU):MU31?E?P-1+): (V6/*2Q2:TU&Q8GRSA60K|EVD|UQY^?AG|=W S& M=

I=H^/0PNGL<#S[?/SVBT:?!XQA=H+%.G& 9 N)3I)\$R@:f0<)FV@\$fF:*SX MY!4I+=
(U&:RI"-#O@L8* O3++2C*00EK@K(SK.LJH7@RO3O)G;S)G"1'G,0\$ M/?!8S26ZBP,
(I@%C-%\|YI.UX=TM60:I"^^*DA?5508%0|UH=,;4Q,,Q#LI2C)
M(7J>Y>DH:MPM40#.M>)*=HJF+3J,OF0f-TL6D8F2E:TNK79,L8'MXKX[%%J
M%Y3;)U"B:\NVF<|L4+PCNS IS"RUHD=LFY6 MY6B'@?+:G?V (VM'2J;D1*;'R|
<.69LI,3(E^ BU4K5@ZTG__R(2-?+4KYBG MYG%5EZ4%=-A^G-
^R%0L@#M"&01@8/6Z8/6X<>FR=Z-3**K4#KBD>@O>9-2LR M,X\CQX)?'OW8?
O8_6(K^3"=YSN!|Z)<"@/<^L\$Z'Y|53)P+;3|C =M51 MH2; /*C1RM,KY78H-;%
<;#Y:MWFI9F&9T/8_JDN=0KP?G-_D3+(E_|K_'B*(ME"*(V\$70^_EM:ZA-URQY_,./W?
G/BD",4NOV22:\&6LLCN6HK>XRAND%U@'_M_3?X>IA=R)4PV?W@
Q4S%DL4PE1#>I&ULM9C04^(X&,_?_F4QOYT9GU/Z@_M@'_C #*)WY^ZJC*R|KV/H
!G3ADU2T/_^TK2T0&M\$#M|_6_(A>3Y/GCS|DNZ2
MA6'<7MBV"&418G+\$YQ.J7">,1ENJ63VTQYX!#;111VW.<
MEAUAS\$EO|KGXVXOTN2R0E,8PX\$DD48?YZ"90M>Y9KK1X|D.E,I@_L?G>.IS & M^3@?
<75G%UY"\$D\$L"(L1ATG/&K@70T\;Z!\$_"2S%VC5*49X8>TYO;L*>Y:01 M 85 IBZP^EK
\$"A-/:DX?N=.K6+.U'#|>N7|;PVO8)ZP@"&COT@H9SWKW\$(A M3!'Y0-;_@LY4#/U%S
JH"=:YF,="P6)D"S*C54\$8FS;_R2)V+-P&V|8>#E M!MZV@?^&02,W:&C0+#*-
=84E|G'CE;>T@N=&VVM:\$B<+N-8CD87U^AX?WMZ/IN//AQ\$;W M<|T
@W0|B'Q%1U<@,:'B6(U^%'^AHR_'Z NRD9AA#@*1&#W&1(H3|5!|=WQ)*
ME;GHVE*0GP9A!WFHEUFHWANANAZZ9;&<"70=AO!N.K 5=P'OK> O/:'KTE|
MAAK."?(<,03J-8BX;VUWC#WUT2/0'7B=:IJTM1YL&O|Y#N^0LQ MQP'T++6I!?
%6/T_ W!;SE|U> =RM@'K%|'"^R7O_/I%"XC@D|?0\$/<&4Q+&Z M5%M2XC@
=*1*)2N@X|HT9+Y;VG?:J19|WVDW'Q(V"|"*FD? ? MCF,)X7LHS0K*
H1QFCTA6@5\$RPAQ_0(A.)|C%8%X|1K^-45,4ZW)TR|@&D;
M889I:='W6=I5EJ9;13%.MB?*>8%ROOOV ?V|Z|XYK| UVAVGBE<=M|W'-B+O
M%)%WS)'KUX="Q H(Y.-5BGZ56#-HL\$"N)(_M: +5OT(@3M21SU==U4Z|H
|3F';J'|K:9BC4|X?|?OAXR2C\$7.BEZZ6M7/I^G
MO;;TKM_>6G9S,/O">B6L|X'NN".75REIU_&WN8SS|LM5"A'7^_K?;)0|8C6J
M6.WM76J>=E^L4G*X'|<-4US1|*J^"||; %5+?6+V; *6B<,V2HJ9W|AASLR:< M|^V8/T-
HN*72<%O&)|KIJG0^0_OU,UV:HY#Y7?_023-%W,JEQG@<2%'D*/D.> MN*4^<1|,IQRF6
Z40D@L2 !^HEI M4E_!^|Q(^.?EGR"BOE%&>49L4|6VMM.N8W7|6-|XZV
MV:B_VM!J1\$LEM(-J%GOM|'"<"/M5'8D)MGB26V4E(A;0X=AOHPZ;MY?NQ3-I
M/"O=9&=YMY@K&2<0A8ERZ9RUU7N"9|=CV8UDFT,P5?N20%9KBD
MN|W=)\$Q(T|_"/H GMD4E&K_?B79&'R):W;|!5M&Y|4YC^6C(XV.A+ZR'0!' MA, @8F-
MQ_G^5M>9NX,0LR|90R3^V1 :8BZ;=*NS/07L*.,PT"W#Z.LA|B-M M,E+/EG0R(C\$/
B6%+\$X# #'|9P8!.8XU4SL|> /*W.RX?Z)/1'F|A!?'S;?DE%
M2|I4/#^\$B/DD0A0V8VUJWBY,1QJH'B|'^-G%/9*AK EYE8VOWE@SI\$<0@,NE M!|:7
|PA-"*22|.-*JIE8TK#R_N3^A<50 AFC1G,2?#=-| ANK TUY,\$&QP%_M(L<-(
VH)_5<\$C#UBXYI7T-#;LPX"5-CX4'H1|D5_TQ!7!B8_3<,K-3 *AHX
M;QC8J8'=U,.)#11J/0E%<5A@CB;% 2"R04_./5= M#AY:<>*^HND14X^A#PO@V
_81|&_U*>#?D,Z8CM,@9TN?H2>=R1F./+82.AFJ M7BVJWRF.Y\$?^"R:|SA/'Z!68U
YT+9.6Q'),^AF3?BV3%Y'|?HVD7T+2,0=V M@4GM0-I:*BV)Y:@,,RK#YHD& MU+5IEAF6.
TLL|"TW*>4B1:U#O|'|&^R|&J5ZCOJAP#KS,|!7E)5+9!(D* M!M
7I%/T@H,8T%ZL8FH)J^>PT^8*UJ;8HB6Q'%G3.!=TQO|=PSP2!|)@RQ5?-
MM,J)EHXSN)A%9NF+K'?F6G)MJ>717=3"9N,UK2&CM+HV+R'9PVZO^\$6F'8>7
M_1R|:Q4^RJINO4'W3#T?F76.S&JZ,C4,S"JE\$+-O%8.J?3JE|^26A|1N6@V
M:RO+PD+5D))=IN24*+5:'K>EEJ=T+I#-*RKDBH6K(3>GG%J<4FJIZ%3,/XMZ
M=Z_%H5|LI\$.@6W4@P9!+XH@GN\GL:7;H,55;_<+SF3P,41OTLTORDC*/J4C) M#
6P\$9)&=R *5IH<3B0-3O9JN|XF7&S^U>T.L =4=A#_ ;PCAIX8<(#LBFOP+ M4\$L#!!0 (
.,""%D|/(=B*P0 (A4 : >&PO=V|R:W-H965TY>\$*;GTM< + M>&I;G"1#
|HM7DAV#L:.8GM|@2VC_VOUY1|NCT8'0;VP+P-'W)\$|9V-AROKLO M3;;:0H)9C^P@%?
^L"4TP%T.Z,=F. @Z541*;CF7Y9H*CU)B,U-R<3D8DXW&4 MPIPBEB4)IO_-(('L6\$;+Q-?
HLV6RPES,MKA#2R_|:4S\$R2Y4P2B!E\$4D1 MA?78F-HW@>U+
|7B.8(#.WE',I0E(=_DX%,X-BSI\$<2PXE("B|<>;B&.I9+P
MXH|U"CWE(:G|R_J'U7P(I@E9G!+XJ|1R+=C8VB@\$-8XB_D7)!\$?:?
|S\$WPL0)P8BT&8#IS!PS@V|5PSB. 28X|F(D@.BI_.X+3L6_D;#CD\73X^U?5|/I MXBY
MX_W|N'Q?3IT^,#FO|J?5B@*|00F19F,2"R1G.@*M/2%:#%%E- TP.F M(4/O N
XBME|85!;Q,3DK|A\$+!4CRA%3UN2,9R&;&1R\$8ITR%P5;L|IRMYU7

MW+8==\$/20F7H+@TAK J8@D\$)PGD!,7.TBI^SM(=0\G?KD,>.,BZ2,TLT'M(1-
E*,B59PML\(:YR\H7O& MJ;ZF=AH%6@=_ ,OSK,OOK;?C/P&1&" "R50-
*WTZ/ZUI(M:BU>UZ:'1V)5?#8 MUK\$YLI1E_*MJ6R&\FNZ!BC8<;&RFKRSK?
MJ5K0E5H5\TGO: ?6A^2.,:4*<0J+1NSLMAG<%KC^N=U7^_,Q>@Z4JNBV+&A:YCL\I
HA:5\$,IMLZVMK^LE?"6 MX;GU-F=8"ZW3-KDKM2JG8Z-LZSOE:DE02;G>(-
N#P3FE3CODKM2JE(X\JLJUO MDM\J2VY-3317NV
Z;H"@5Z=W\6Q\\$/MO7\H6LEOR4&OQZA\YUCZ+1\DHM MYV6>W-0D0#?
JOHNA%&ULK9AM3^LV%,>_BI5=32 !>6I38&TE(.%)>)L%%P-TF37OAIJ>M
M16+WVBZ%??HY3@AMXGI4RILV2?_G;^?GT^.'X9KQ9\\$/D.@USZ@8.0LIE^>N M*J
(%Y%B9,/99H(%7+'L3S*5BY%SZJ IS/ JDP\I_0VJ%^H7 M?BG+A/Y\$ZUC;!0Y*5T*RO
I6/<@)+;_O:P5B(\#O\0@(\H"@&1#N" BK@+ 9 M\$.T(Z%4!O<\VJ5\%|\#|;,\$%4!D69?
PM*D8RSQ>,C9&O%"K=R*"SU<.(EH!)K3(MK\$?)U:\\$Q_T"P?L+7
96QQC2\$^3WCE#@!:&A0U?V\%O\AH*^C@Y,KV./_GU%3U#HZ?"> M(3SY?+BI\|>?
#P\I*,Z%T+M%^|*!;D CFYHRG) F\$Y1\JH*F"!_KZ8",E5 M%?
C'T,O+TK5G=BU*X\IE8XA1&CJH O@+..??_\$/C\|S?3<'5I%G=IEG1H=MV1
MV=8X\^IQ\MGAM2ZX-\$K^6;+'OU^S\5O9/ M7-5T!?!<%A%03M\$0'H35"M!OM"!=
(L/C,4XT9.)@9- MJUH8-'TS5M _V&EX5K/_BI?I7+% "9WK.FS,6+O+OG0\|=8LK-
UNA30R:~M# M:|X_ |N;_1*|ZOJN B57D%SN X [7;GN#T>;H&VG\K25.*QNNC*+&/S&N
M1-!2@RBYIK+Z-;/02?XH!-8Z>B\|C1&-6\O=.O2+:|<-E\$T9WZ#I#D'&23' M9SMX?FP5?
>L.9?S\$),Z,/ #O=#7;J%E=N6\N""M"VYK25HFU-.&@0=3?.9'+@ MKP0J-
JGC,GWFZ*!^CQS_!|02P,\$% M @ PX((6:>ZOJ9A! FA\$!H
!X;"/W;W)KDFD=K0T72UG:DF|>Y*JWUPPTV"!NR, M\22=OU;,*
G&H&Z5EP3#.=?'U_ ;EF/&>|>|B#2#12Y92,7'64FZN>CV06\$-& MQ"7;
%5/EHQG1*HF7_7\$A@.)0LOW\$P<\KC6_);BWUC=YTO"\$KF(-\VCQPU>I54>(D
RH21A&'Y<2Y MQE<1#C4A1_ R9P%X<72,IE&?&ONO&73QQ7*T(4EA('8*HOQW,
(\$UU)*7C1QG4 MJ?K4Q./KU^B?L&KP3P3 3.6_I7\$(B+)=,S9'G&-5M'T19\,G*V&GU\I
|W)U=-\$|>3T\LOLZ_ TM>KS^~W:. M+M!0!"8S1CV891H%)H"WA-*\$K M@6Y H:\$/XM
DB05'U4/3_ (G7WXB#Z@A*+D)\$U5!V+J^*71\ M+;JQA^X9E6N!;FD,<3U
3R6ARH3WFHD;KS/B\UMZB7SW"FN%U@\$S=Y.JRWT MZ.UTKV,T?C60?
A\;XDWWV*NYL:6V((8V(FZSER)#5G Q%&%1 #?@3/I1<| M<'^S)>64P:
(3!;LE+* @2%G1%GWZ"&#A);0DKB&%U'5T-|6^FJ/=<1XLF+Y? MQT1-3(@K2\$UTOQ+=
|Q0\ET2"37)!&QS+&1J*FQ#?%&R)\$MH%#RK!@^XLJH0 MK*A-J#167\|@2&Y" M>0;
(X=LEA)3GLE/SQ)\$E5*6|=3V&C2\UE5LPGH&) MFACLMZR/8:5\|V%D%(EB"TAW;9
I/609.&2PZ4;:QD95QD;O+0.CQQQ4B\|@*:I%|9#|P>|M!R:SM M9%-W\$W*!3=E-
3,N>PMY!M?>&BA!W*TR0%V9ZYKZ;A@9(Z@B>JWC.!@#G#G
MJH08@56XWTQ7HYA90&%HJK8\$|MN6^>\$=C8/;>E:ZRK_ F%!F"Q=Z^V.;R)_H'N2:Q1?:
|8Z+<7_K:\$GC1:=*EIH@|&!'<|DR>;2(A1 M7I?LIM|B/S V5YK% @?
0#IVB6@|DFY&9)BQ4N\XJW#"AO^U!^9KM\$"|OS&NZ()&KBF
M<^P='5HSX*O\|_0@FVI+\$YMU=WJ+U?JPV|M_H#P_Y8?@0IOAJ<4_X*E'5
M((6E"NE>AFJE\.)#0-&0;),?C9^95 ?M_'(-1#D #5#/EXS)UX;NH/H<_T/ M4\$L#!0 (
.""%F.=ZU\HP /T+ : >&PO=V|R:W-H965T;*\$5J)&5\|^MWI&3-
/QC%*Y(/,4G= /=U\IW>8"W5-|T\$,&23Q!..H4= %/8)Z+!X6\|L\$')6 Y",RF(
M@ODP&'=NIM2_IJ7;FH==A(ZO1<2XCHA/DSHOI'0U G)J0G=.J'K ME*FH.!VFU-
#10,DU438:T>S"B>FRD3X3\K\$ _&857&>:9T;|W
M3^0G\H4J1>V3(&=3,)1Q_1Y/GY^FY.S'\X/0X!UM7IC6Z+<5>OP">B(73^BG1(WNJ I#_
< M QK4"H+1NQ\ZO>B#3ZVW!)N^\$=B>DMU&R6X;^E9)0S>@24%9=DX\$#DTYM\I
M%)GV25E\H\AVDG8^K4=+M1^YO\$*YV=3J.|">^P.EQ8">*#B+W""XV"!";3Z+
MC&%7L%EI("-E6!BH2U!G/TXW01.HEF&.: *@9=MA= _;*>V096L%_ |<;W@AL M3ZQ>
(U:O5:Q'L%|H%(BL""^I_<)H;_1.K79&\$FF6H\KA\#,!2MDK^!Y2K<%X M\|>L=Z1=
I>^4XKN-ME=?C\KCW&^|H5N\|C-%4EDF"" "IK"!4909= N<'&V%6A
M%"DH'/+"\$2^D9DXH'_?^4.W>|H?;|3FSHV<& N;,>+^:5Z>UR.0X\|E#(MH@|=X;=:Y?
F3,* M4KD0\)_ZA:AY:&*6U*" +*SGRS _I& +S.3C?Y@+1.("/H/7Q2+STLO4\$=KW= M-
AQ\ZZ'9S?HK>MK.A_)4QOJ=JP;_W M.,P1,KKH\X\Q3E=FL-D86SG\I-\$S\$YY9+I.>@;
!>GTMIMAM\|@;QC_X%4\$L# M!|0 (,.""%G0F'-N/ 0 / / : >&PO=V|R:W-H965T7@2!
M2C:04^6++7\|LQ(RIQIOY3I06PDTM: |"^ (P' 8Y9=R;3>RS.SF;B)W.&(<|
M2=0NSZE\OH),I*=>Y+T\N&?KC38/@MED2\>P\|UI>R?Q+JA84I8#5TOP(F\$U
M\2ZCBT74-P;|9G!7AU=\$R/E08@OYN8FG7JAF1%DD&A#0?'G\$>:0988)Y_&U
M)/6J.0WP^/J%_7N<>26%%=YF^%_L_H!0T,(R)R)3\ M3_9%

I*COD62GM,A+,X@9/SXI4^E\$4> :-@ B\$M ? IH&J%7 GIO! ?1+@+4Z
M**18'Q94TIE\$BCV1)AK9S(4UTZ)1/N-FW9=:XEN&.#V|>3<'M-/E|^?;TD
MOY(EIJMTEP\$1*W/(B>)RQBU*X1/KET|+P1.2%U0NFDDRHG03RS^6#TA*/R|N
MQPO&OIO1Y)+M:4)3#U,\$@KD(WBSGWZ(AN%O+K>^)|GB.Y'5G.Q73O;;V&=+M3?
5."E,5I""I!G1.*K\$>ORL.:6RZ3-A|GH1|'D^#QV)NW!"TZ@FL:H66 M0:<6,/, '1@.*Z;=!
I* @CL+:C,)X<"+'18-3^0UA(W=H>5 MP&&K0\$SGF*QYM40D99AV)'#-.82-
71.8S0Z\$>4..Q^,:WIG\$MV@7L,:CBJ) MHW:)Y7K!4P)*U9;-);="["ST>^&/KN6>=P C JP-
7'2.. 'X%K!EQ7AEQWLKT M'O?O)W I6POP&LJUY|9U.?RHIWO;.#'#5YT.,F\$Q<=P,@?
M7LQKKP8MS*] M\$|@5T(,4OZ|*,XW)WF7 V+4CH_#T"(I?IYZ3K=T641,0A8=:
(FR5<,,U2&|+ M!:=S=&:S-'L=SJY^Q1,3:E'+VS;YU% @OMW&=#5.E>VA+9)K8UI*
|VJ**6F?T M^79)UD*D>Y9EA.5;RB06Q-J|+>J.X;P,^9_YJ96XKBL^Z(K?E)W,=YC*9\$,H
M3|&4?L0>86L\$DD1"VI"J.JCOM#2=SRDY| #AGI0<=R-"1YNK6""JRJ+5,F7W0
M&Y#5!PF3M|. #=@Y4TF_RH_9^L,F#SJ1KWVO>W"HI: +V8NK0!+05427)R7:;
MAZ=YRAW7,^5|?;| ^8|B"CG!42N4@US;EE*11.RX+AJ)ZFG5ME|:9NWD^95I M9VV+=;
I>N%;*M>,*|QO*Z0,1'60;)H+XL;+;;VX7H0&MLW>[G!EARD"<#W
M*R"TRXT9H&KR9_!|4\$L#!!0 (,., ""%F7S!2H'P4 *D<: >&PO M=V|R:W-
H965T;3!"V7A.\$MSPF*7YD(-F"6(OGW!;,|S<.=%X_ ^\$K6&RX_<,>C#*WQ M'/_
OV2,39VZELB0)3G-"4| #PZL:YA= M.)ZL",)B%BC'\$QK_0Y9| M<^,, '+#\$*|2-
^5>Z_PN7%|25>A&-|^ (OV)>QG@.B;|CV MP4<30>;,H'3\$8+-7E0 MT"^R!2^2RD:9B
N6C\$Y3;&@*| A"8937'* M:|,GIZ8\$F M?7IZNJ|)GYV>#IOIKAB|:KC|:KC|0B|X0Z|: 2Y&
!4CH"-Z\$ GU(G+NNRJZ*\$L(52\$^U M61H+|>E);\$&RU| %LF=D>1M%;
(OB0U.6|EIR/85*T.Y!-23LM;@9BSF7FR6Q M!K=^Q:UOG@Y11CB*R7_X@
VQ:%,P7.*=V(UF8F_)=1C|*J,V1C4D: +>?L:9S M,5H2:V<5!@'1H0WZ4Z
HNP%1#37K^T#!:8??7D+4D,!O\$3.6<2XQ2V(-8L.* MV-|^?
\$-9CI.P_=O4\$U(N|.,/WXN)TMB#4|0JW?ZGI'4?+O@5-RCVBVXIZ#H M*@N!)BCL|5O
S\$6<2|R66A/9D3F"1F3?4;PM=WBQL-1R7=72@PJ8#H3=-CY- M5'?
8Q@>5|5^GV|HY9|J@L YJ7FQM+;:QOSQ^DLTA3?8I#J/4;MP|PU|HBM6@
MT!NTK|BJ);"EUF18FP(8G.|/WME|09N|^ (E5M:E5M9DMM>:@U!X#FDW&(Z-B
MA|Q?/H(L1BDOMB7XYY84FY+BC*07;:FLLZ&^"MW,5!U\$9U F6A/"J:.*SB;UZ|P&
| "V&| #L-S2+U7O3K>HC.KZO=)XN M:J"LTE8-ARVU)LK:5NV(+;4F
MS|J00+,C>8.GEJ#J0.!PT":H"0J5%<6J4;&EUGS&73L5W^Q4%(+OW-JE7+|Y M:
|6<)|L7A|J.E9C) ?+^BE+^>R'=)U=O)|?|02P,\$% @ PX((657V MG5!B P?0H!H
!X;|W;W)KDX^3O.Z1DQ588 M-
RCZ8I/4F<,Y.QQR)ENIOND"P)"D@L|#0ICUF=AJ+,"2JH|<@T"ORRE*JG! MJ5J%>JV
YLZHY&\$<1<.PI\$P\$R<2M7:MD(C>&,P'7BNA-65+U> Y<;J=|-|@M MW+!58>Q"F\$S6=
4+,+?K:X6SL&')60E",RF(@N4TF'7/TK'%.| 7!EN|-R96
MR9V4W^SD,H&D74(.&3&,E#|NXC7!GT7F4J*BT-*#4TF2FZ)LFADLP,7 M3&>-
|HFP:5|8A5|9VIGD|N|T|4%^3S|IV)!WI%%E7TBEV1>4+\$"39@ @7RC? M4)>F&
<=S0D4&Y"0%0QG7IVAUNTC)R9M3|L:"KQCG"-63T*!_=H3N/CS+^LQ\$=THO>DCB*^QZ
MT|>;QT?4)|I<|1Q?|P6^%):@%.3D.WT@,ZW!Z+?>W/QW(SDG6!:=JO+ _?8FH M-NK|
|)7S9E>TPRF=XE&M0|!,F??W2'T5^^(/Y.L00WD1T\$N-\$N'^,/7F*
M)6UB20VY@Q43@HF5+8M'H,H7T8IYY)CM77N?O!N|GX3W^X'R8>)#3.K!|)|P M!
|(&C:S!45D?|25@(|L-704-XDD,U.B7X:.)#;S|)#,KIFAG+"I=8X4>IQ*>W1 M|=9PM=?
PP,%A2^AS3-22>00Q('+8B!S^5.1.6GBRDUN)E*8_94?X"@C|*E1E M9+"J"LCG|
|AJ%5#1D3H=/Z^O M;G?0TN,!M8LY|6':A1KN/&PO=V|R:W-H M965T_T?=Z7>4-=VGV?
=|+81\$ M|YLXR:|&:RFW+|;C?+D6&YZ?I5N1J&|NTFS#I3K-;L?Y-A-
|50|:O&,E)5AO>:2SZ99ND=98:V!%0?EVI2C M53114ES&AO|&?
7|YSYL%>HX6*DU6NUB@|;->9;|4(FR MY|DJ5|+D>2,9=BA;|R>,?+R_ R5HG
DZ7(T=/70O(HSH|U|6K|'3)|_0 M\$Q0EZ'T4Q|HVGXZE4ES,.UY6ZEX=U.\$.=7_NDC-
\$@M0#C!U#)|?YR8P|=J MG>K%PO5BX=(?Z?
#W0965*J!,A9|Y_:U"H.+ECR'\$>O0=U'KNQA^
M02^L>2EK27.8=%3"9:WLTJMLL;O^IGB(9(K>W&^C|+ "*"Z\$O9XLS|&V71?DJ
M*G'IE.SUW?3,6(8PT|0+0.|,E1N@F*&|F4\$WT|T.*^=J?#/C)JV<=)AT
M5\$NH*1EZF71T/5=NS%IMZW/8= G45 O|6#NJH"L?
QLVP+X;#J*!VMH8P!HXX>A|34QM6EH8S^T?85|+C|<_1.|U. &VMP8QAP8U!P
M0WDS@|;@Q@/!C6TH6|7CV%|WT*?&-H;|!K:)' +3EN: # =H4|S&P,P&|M MM;:
M9V)JT|S&?F;|^3:2/*Y2^&A0^|WVSNM3@)IH4!,_J#_S>S3/Q"HZXC(14%A# M>3,#U|F
V%-'-OG=I_KL.G8)1)-:P)#:^+:/EL";,N@8T'QP" T)K|JU4P*)*AO)F!:R23 M@4@F-F|G5H'8-

EW/E(F&,H&!,G\$0E!0?RKN,< ?!B.8R > RL:%KRW/LMSMV M+\$23F?
C);>OHO.PI;5_QMZI?PIJ4TUM"D=M"DIM*&JFX)K:= ""UJ4UDT@:/
MPP83=I2C6T* @VWJ(W*E[VAH4PUM"@!M:A/97CS;IG/Q&K_ZJL6VJZ/WG7I M)^V=^:?
/-68IW"8IZ"8A_)F!JXQ3P=BGMH(MI/6.!=C8I - 85I"*BK(;!B M\<[UV%ATYT
!.@=J=P56&-YI'AN&;C'H(UJ.X4_Q_:/V+KU3M!E,MOD,KLU@_MH&T&E#,\$-
KLU@H&T&E#&PO=VJR:W-H965T_74_GG0\MC392?=)K
\$.>,R[TV%L;DU_IOD[6D%%]!+G,0N+*4*J,&AVKEZUP!39U3Q0OTH M" 9^1HGP)B,WJZ
F(UD8S@0!***+ +*/JQ2XW(RIT-M.S-AJ;>R\$/OGE= 5S M,(-Y@! *17ZND+
_AF11\$P7+LW837<>@8!=5P*_GO+#7KL7?ID126 MM.!F)C<_0@5T8?42R;7I)90*-O!
(4F@CL\H9(B8*/_I<I41.P[AX(A#5#E\$ MAP[I
(PZIRJ\W4H=^Y=I!W.U.BN'V(J:&3D9(;HJPUJMD+MYG.&_&9L'F?&X6K
M#/W,Y,,OMI_>WY&/-W_-SE18[XA>,TE'T_>W#TGO\$B96)&;3!8",_8 "C,F
M!)21N\$[Q\$;O<9F*)33YV007E'08[404':\$V+I("L2V,/:%"##5X EL+_M
1LT@CKK'Y"UF/0.T%LANULPYIM^,JD)852(\$P%LX_1C9LQ'1U-;TB ZX
MFA;I=JS+&NORE2E!+=;ER2?QI\$7<9;&'=55C775B_4QS[0YAFN><)72!1I(V
MU!3&S7*6,4./(EV=1#H\$3&ULM5EM;ZLV%/XK M%KN:II7N+9BIM5T2J:ESM4YM%
I7KIFG;!X><).@"SFS3I\$K[I,;!0@C\$;2;G M2P+FG,<^#^?
8C_%PR_@WL0:0Z"6.\$C%RUE)N+EU7!&N(J3AC&TC4DR7C,97J MEJJ%
%YE3'+F^Y_7=F(:),QYF;3,^'K)41F\$",XY\$&L>4?YI Q+8C!SNO
M#0_A:BUU@SL>;N@*D\$^;69+" M68T@#IAG[X41.PXX/X!!
IHPV<=N@<<.H5#YIT.W<*AFS&3AY+Q0*BDXR%G M6\2UM4+3%QF9F;
<*/TST>W^47#T-E9\<3^JFM]_.9VBR?1^ ^O7F-S2IO;I_ M1%_0/>6"/A*0-
(S\$)I7Z]I\$C0QP^?T<4)N@NC"+UJL30E6HD&L-BEXG M>;_ ^@5ZQC^Y8(M<"39,%+.H
K@JAC,-C6/B&Q%_29,SU/\$^(I_SNRT#NGZ_M>Z?%G;S?W3=\$TRG?2B?#ZQS
(I!4+0LT@41=232+;:)(*(*(B90#^NM6/48W M\$F+Q=QOI.7JW'5U)9=B0P,8.6JN\$,"?
P1G_ ^/N>S^U,6<3C%@"JI'+5GM MFM#'URG7B:QF+8E6:DK\C.:@9DY
DKZTL9BC#3(T/7\^CI_@_1ZZS[OL-(V\ MN@4Q6=3BZ)5QI
(QQ/"6A5,GQ**F\$UN(SNA_I^FV"\$4M@=-KZ)6WJDO95WR:K M-L&():
:JX.2U8\$Q&:I6*PXKE8DH8\$(BMD1R#7KES;@.U"S/PWF:K?;\$;17AK MON8I'YD2_"8A
R#-!K.E[O4J1SLHTA(^:Q
MN6<3C%@"JW%Y47)Y<=**OK#)JDTP8@FLQBKV*DWHG;RFBRYVB[K?V2OJ-ION
MWNK98M,I;U\I8IHQ<8;Q()/*\$Z AH=5XEFY&.3OBH:L8569I6O6/5/6HX% MO"UJ;:
(16VAU:JOI_#8*8SL5V6E6TCGY!-DWZ^_5H,JE'5^ER;!,F#R!##IDN
MOTD"M4"V#M^(<71VV\$0CMM#J_%7I_ =PI;>%9W3!812.VT.K45GL&;!3/XVF
MB=AWX+4::R^O?E/%-NKK;1MB'M#_#;B2I_@-/1I\$;9Q&5.IPYT4^L7D4KK+5
MLC7P%OGN-2)O&G4'C;6^:=3#_H'9I1+IN84V8QY=\$E8EMRVT
M.I^5Z;:G5=W8JNRVBD9LH=6_85;"VS<+I[V_4/E-<=S!0F7N\UB&;*5&;J4
MNV[6[DV&Z%)I^8,\$X29!'6^?(*LBW!9;G;!*A/M&)7K\$@E4_I7Z8Q-UJ:MZV
M(6TVO;U)VITYH8B!K/*3'J'&F"8R_!A?MI:G25?9&^P1?DOQJ(+)CZCN M*%^B4
1+!6D=S90PH'GIS[YC62;I!QDSJ1D<7:Y!KH K@W4R5C\O5&=U"> MO8W_ U!+ P04_ "
##@@A9L4PG(A8(R. &@ 'AL+W=O7B;:IH%NNG:II@
M=XQ_7I_FXEEW%V46KUA:Q%F*RLTY,9L81-N0Q!Q7_W;,R21\$82>?
Q;!>WLWE,,W'_\%/UC:5Z8F=""C;/D MKWC&EV>=40?-V)QN\$OXU>_C\$*D-
I&6^;)47Y+WJHM+T.FFX*GJVJP2*#59QN
M_Z<_JT+L#0@&!P;@: @#6!T0"!H35@+ #I@* @:4):ZN[52UH%03LJA^P!Y5(M
MHL'D'93'+T<)^G,KK?L=S!==8C./G5S>WG_X^ ^H*75YIN?IX_0W=?KIX. MT)V88;--PE
V1UA9CW,FKC9'U^DT6S%\$TIG^JY!83?@2C6G.T&U"TZ(47*RR M3H3=2=Q,G
MB9@9Q6F7"YIRV^ZTIG2YI80/> HPNLE2OBS053ICLWJ KBC0KDKXJ4J7&(SX
M^R;I@,+>>X1I.+(D-&X^/+0.)\V'8!-N+OF81DO.A#/N)RV\$H,AY&IT4JSI
ME)UUQ')3L/R>=HA6LBE9L(6<9K&-MZ4(^>60TMJ5T&WM8QI8;V_UY-
!R<=N_W2V5J^D%8UQ P1I+*# '85&(- 5N!/Q
M8K\$,3K."VSQN1P_VI@I TATX%&1@U4(I:TL-=TD,PZ>N4,U\$*?C#KH9D3UM*V
M2\$9:WA9)WY[X:)?X"\$S\8LHW-(H@I*L\$)O.0A#1.YN!D?'61UB?6A9-H)<>
M3,=S:AWOS!Z#9N4.C*A8WV=RC;=NH,>&A9YFTJD@8!*>%H.>XI:>VV3!.\$_*
MG"ZNP[24WU.V:(F/)!;1_I99I26_*6A*3.MR62K\$9I9.2D&KJ-1J M--)6M'H1%2T%,"YH'&:
IFFR*;,^;6OX'&"JPN?VG"D\X1%%.FK)8\$3I2V\$ M@J8
H9R'TI0SO@F3U%6FU16XR8D'>D8.+: (C,4!3,07ML*N.:NH4ZR1I%
M4C@5WVOS>+A;!A9@^Q4^75K")R0KV&%:P';:TUV=PN&679W4V5I;V=[RW0QWI

ER6%_?+!ICMR,6T?YN5W>G*!#%8;9N?3H?D]^3W M*&4?"V:KP|3;/# (1-
MJ!OJ<|J4R\$/N^I1Z#>S#"OLPC'WC39|+XVJJ?;R2F\$|B).:/5NLV|M/YP"K2
MSPGA|'S=*K#./U|R=*CJ5<%3-|;M;IUR8*>OJ70SA%WQ(H'L2N|L#ZZK5
MMH4,S974)C)6TM= 0ZS0\$, -H: ^P62VW1'95;=J,1MJ*5N|U*>H,>RVW;,*6
MZ+#J?;49C;05K5Y,1:YAHZ-(S|Y-;.*I47&IM'|W"20D50"O""M.JW83. MP|:Q6T)
23WSO<8OC*?. DUH.4W44W=*""BHZZH,@21JGD'IXH# '@?;-(.) MUT"4"">Z\$|=Q,G-
, 'M*.*=FAICHKT&VX6*[4*8|1H<|83. |JQ6T+@/'Q| M*HH+88ISGO.\$%A S)JY;0^|?'TJ5
MA5/,ZW B=QW1CMX3 F?DZ5|@6-CK)
M>W8+)S3|HQ#+8M&WSJ)33.RK|N1PJ>H*3ZY^C=1J|C4:C325K1Z\$14V13 V
MO;1_\$YE0I|W!(!)^E;!(5-\$8Q-
S^W=1&Z,S^/|@RFMP68>F>QE7%:GA,!Y^/I4=!8U^OW:XM3P5D\$P|G+6S:1F|W<\$@*GZ
|AL(H/8X!Q|?X.KV*X/
MLUU;G9I^J^37:C325K1ZB17Y|6'R:|ZIZ;L9SRTA<#J^=A7C|6'&|VK4|!O|
M@*^!AL"Y^7I7J->'4<^|3=.W-'4#O4MG\$OEM.CA#WPHH^NN|SNB>T:6I8@W!
M5=0F,E91.*OGNN|NW4RU8OFBO"E-KH%BJ=S>;,1|=7?CVT5YNY?V^F5P0K:W
MKZDPV|OI:F@NOO05*&%S\$;+W82@@+|>H+9|PK-U>&PO=V|R:W-
H965T\$I7)|@O4HM+FU;AC\$F1%|P!;ZS8R+A"@|%7-;+@22*Q,@|LO|@EX\$0L_I
MBB6B":;2|A0\$S@;6T+V|ZIGX/."%XDINC,\$XF7+^:B:WT-5#RPNA9\$.",94T|!|O+
M/RW#%W(F|RN|REC'@C"3BBH"&7R3!.)SN'Y|DUG)Z,Z166?5MI@T:F
M'99F1H49;X^9|UEZ 0WG"WB.UZR;7WTSM?8PVFB^N,%VR=G,W|@Y: ^Z|3Z|G+3
M3TV,VZMBMF0V*YG-@S*'89@E&2,?%UKPM;>\$-G>\$UL2XW7JAK4IHZZ#00QJ6
MZRI:F"HB>ZNH|>|HSH|"0Q%;^MJ500;|J@_ ^I^K;QZSZ(Y%M9:%39:%SU*KO
MU!13=V>I:F(|MWZQNI7,|H&KOELC=+<|:V+VM6>O\$MH|7M7WWOT>O!V%AR(*
M??;&GFK,,=\$S*G>|QC.-;YZ.C&\$<49H9@HOLBWV2E7>M/A|\$^5J\$P?K|
MC'.UGIB=NSJH^?|4\$|L#!0(,,"""F/"WB1F 0/X6: >&PO M=V|R:W-
H965TB'RRH2SRA!RRK-K3FH4|TP"CZ|?V#^DR*""CY G=)
|P^33DZ2|ZY%C+0|!8WR8*D@PB3|Y|S0AP%V*.6 M "&W,
|8H7)4DGKX'K"FTT8/2"6H"5;|6MW_ ^LURB^?)^>'F\$UK=7M^OT7NTEC,LB\$-=(6--I3
M-D3P9'009^,*&*8!|M\$<"&RPD! NT%L7A(=#_D|&?UZ|Z.V;=^@-P@3=X3"4
M7>834TC-R9M-/|,?,3E# M ^LWY%C.4""%H?KP@2+@1Y&+NAY3' M#-
" M (QNA\$0|?|4U< 8AVKV9-.YXGO/AZDA=Q4.|F,V: ^_V"/K=U7E^B1S
M>R*K5'585'6H8Y|HHL(+5>7*PL9I6+*E/LUL.8>>CHN@@(RJ\$%<+J0@^+P2? M:P4_@;
,Y'XLT WQ:00J|5J*4WO=)YG;\$UFE=*.B=*.?NH)&?5:U3S*W)|)* M5<=%5
G4UE\$GPM4A*J(O"M\$76M\$W1(LA6A5 M?=%\HU.3K8!%\NM\7S7OHH.8D9B)@1)
W5/IG&'N<@E%_ =MRX:&|_5,%!#;JJ6BPK3D8ENE);%.GYG7\$64"?
_ =2MRA=2\$P8^1+|>9-DY6 M9S9WVWZ5UL-JR!_4BJ" U-NI@%RVE.#
(E=G;ABYBECBI=\$/?2O>.RF25B=C- M/HSJF30Q|6YJ(=5,G#(3IV,C\$"+,ODQR0^5=B3C-
M3&^K&?2!#4R:4+&+9F4 M3LO66HYV4Y# '5=?\N"Y: 1K756LQ5=FEE;'U7N;
(&GP\$+Q0|M/"8TA_HB4|
ME/7*YO;%5BUB::_L|Y|J\$NQ>O5>O;&Y?;-72EO;+UOJ03J>0AVM6^Z(;XFHA
M5>6EQ;'U'J?3+MC=+J<;XFHA5>FET;'U3N=TPV-W74NC#9T05PNIYE)Z'UMK M?
OY'N_ *T_0*C*O"M'34*4V3HS5-ISH&IVE:ZNWLAKA:2#61TOHX>NMSFF%P M.EW-
HAOB:B'5/\$KCX^B-3ZM=R./&ZO;GFKLOK@)3%VT>'0Q&P+;I 2N7^U5,
M1'9B5MPM#G&OTZ/+VOVY?>5F1|E378R?>Q+28!LD+BB/OV0|02P,\$% @ PX((65'X
MUJ+ P #0X !H
!X;"|W;W)KM&!)@C5|LV\$EF&TAL%\V09\$;|BB&?;#ELT64\$EV2LK/|^ATE1;\$2 M6UW-
COA-G-,C69FHTD*D1/,&9 IW&,5-_7Z&0NZ'C
M.X|+|WP=&;O@C@8;ML8YFD^;F:*96Z(L>8R)YC(!A:NA<^E?C/V.=<@L?N>X
MTWMCL%(64GZQD^OET/\$L(Q08&@O:Z&^+8Q3"(A&/KP6H4^YI??'C^@?,O\$D
M9L\$TCJ7X@R|-'3.'%CBBJ7"W,O=1RP\$G5J|4 J=_<*NL/4<"%M9%PX\$X.8
M)_D_>R@ "L>?@=P|X!(5#\%J'3N&01<|F66R)LRPT4#)'2AK36AVD,4F|R8U
M/+&O<6X4/>7D9T;3V|G-KY^G4|B:WDT_7A&LYO+NSF|ASDES#(5'"(%UP9C M#7?
2P&=*K'L,Y3KA_ ^2F 8&8QE09(*)L:8SJ8U"PQ7&=F7Z0/FF\$8XF;!@7 M^IB0|TG#!|X
7= M&O?QZ|T|57>78E@&,B@#&61XW0-X|T^BKY-0QEBGJ!"GM@+O6\$A#ATZDAK5
M%IW1CS_X/>_G.GTM@574=DJUG0R|TLH0K3&AD8"98 A.N0R%UJA#^ MO*">=|51>
(3IN!; FL\$HAN&8ANXVN_HP-|I2AEBC,|H%| #T9JJYW&=ZARJ MGT'9^KH=!=|
W>YKJ3'Q.Z5-A>)|I2?&TD>),<4F%FX3S\$&&10|/\$Z>CE;V_O MY^P:-WICI'NEC-
Y_1HKJ,RI%><>S(P:&/< 1TQH-51;|V8(+;CC65I/>"W7O

M3Y):R3P1GGJ4EZ_4=YE&*9Q*I@A==)\$J(
4TCZ1_61NL4BM7'=MY7!CU#QA5>>YU0WX\|M;+J7!0;%OKI?&*DA_M\9L\DF\MF
7\OL07"K\!#^(-2%^\XZ?J\VMF@7\HB0J1K?87[EZO;B]*MTRM M>.)!X(K@O9,^?6-5?O?
)T9NLO9I(0U=!K)A1/R,H;X"C M?P%02P,\$% @ PX((63,G\9YQ P 7 L !H
!X; "IW;W)K8%%N@>(-%+KW0:%P3M5:=3 M/YAD(%8=F\H.;/OK.W:R@55#U%Y?
OD#L>)YY9N899_H\J3\H%, "0AXP+/?!2 M8S:7OJ_C%#*JS^4&!+Y92951@TNU\O5&
4V<4<;!*" @Z?D:9\ (9\MS=3P\|, M#6<"9HKH\NH^C0&+G<#+_0>-^9LG1J\X0_!&
J&!9BWFYGC"E5^A)"P#H9D4 M1,%JX(W"RW'8M@;NO#|,=OK@F=A0EE)^L(OK9.
%EA%PB(V%H/BWA0EP;I&0 MQ\<2U*M\6L/#YT?T5RYX#&9)-4PD?!\<2DPZ\GD<26-
&44-'?:5W!%E M3R.:?7"A.FLDQX2MRL(H?,00S@RGM\;.^W^G4S*>WDU?7;\ALYO1W8*
(NL M?Y)S(-)%\E =H\CD5#*R8W4FIS\A14_)7.(I4H@(4S@B3C/+J\H(R?/3
M!MQ6E>^6PVT?P9V#80I0UJ9,0EVP C1"V3R_UAL8P\#"|&M06O.\$?S\).|&<#
MP79%L.W06T<(CNXGUV1DC&++W- E"L!(J,*&9^Y\$J(>WM_!M\J
<_KHFC_@B@NJB@N&M-LB=)*L=PI=NT42\6-8 EK)@03;!OX!%35!5"XZ#H7
M\G;,#J.PU?>W-;PZ%:!. (Z\1)I5AGZF\|D3&C4\+;7 8&PO=V\|R:W-H965TV+;,- MI\$1>| R8?
K+B(B5*WXJU+3,!) "ZP4T*9-1T7:TLQ'?-<)93!4B"9
MIRD1_!PAX;N)A:WGA7NZWBBS8\$ _&5G# ZB/V5+H;|M"B6D*3%+.D(#5Q)KA MJQ_/C4-
A\8G"3AY=(T/ED?,OYN8FGEB.V1\$D\$ "D#0?37%JXA20R2WL??:)A5 M_:9Q/+Y^1G\;D-
=D'HF\$;YY\IK':3*Q+!"6P(GFB\OGN'92\$!@8OXHDL/M&N
MM'4L%.52\;1TUCM(*=M_DZ;+N\7; MF\ _!OWL\|@'\@AYTA<5Y
HBOI.A"CV1:\$K@8TD\|L;|XB3Y*_4!QM)"* MZCP 4AMM\$*F<"\$H2M!0@@@2GTB21Y
38"!BNJT(?A*!)'H.P&-V#H@)28WO# M(IY"??4=D\$1MT#41@*ZY5!+!%((B-
)\$ _CVVE8V\$8V5')>|HGL;PQBZZY4QM M)%JP&.)3
%L'L8JD^QS)N=N)^%O.+I#GO\$&NX_H-&|H^W\|UK<_/_=W<|V'A5
M77@%GM^"IR(;32'NA# 3ZTIF)(*)E9DB\$%NPIC_ ^@/_GUZ;P\|D6\|@1V\$CJ_ M"IU?
H'LMH0MU>3/=\$|^%ODP(>W-&#U&F;SN)\D0W\5LW\|GZ<_8HE="C\J^F M;/A\9J-/L+
GL)-L#*IL#H+;0RXKDN8Z%G4U/8\N\8*?S-:W(|=2Z1OF_*
J"F&|.BA\|R/FS.N5\|CW6SF!O64
M=^|KE;PO*!;7_!>TN=,29@\$;YKMO.&|YKMG;'065WP@;
|!WGH\|M12KR7(Z7&K,W.&=6HM1JZ M+=R.I" NY+9XRO2_#|T+ E0N&-
+,,MT\B\$@)2C:2P\|U\|49U=LV&+T=':3BJ M ;909;U)6PQQO4? "YF*#SH5
M\|^S:L\$|Z=0RYGVBA7VAG6:F(*)QMXK^>BFVB&='^QO%L^ (P\9\$KQ=/B<@;D!F\$;|/;5Y
=8 |_1=02P,\$ M% @ PX((6=014H ; P &0L !H !X;"IW;W)KV M ^V_GQW2D
T'V+2^\$#OVN>=<._=PNRLN'F4(H-!3Q&+9<|QV0"W
M#'#;|87"2L&R*3RP/FCF8QG/<U"DX#;|M?HE^F26ODWD@\$BXX^TIG*NPY;0?
-8\$Y2IN\XZ@KRA!HF7L'9S'|1*M_K.2A(MI>)1#M8*(AJOG^0I/X@2P/CR_%G-
+D^OYVB\|VB\|W^6,D\CD9/
MB3Y\$F\$*!Q#"G"DW(L\X9)='Q\$!2A3)Z@(T1C=\$,9TV.^1|?AW=3X?
H^.CD\|S"N3JW(SR_R\|X\|8JX=Z"H ",6C>_ M1V"3MC.\$J8LSF9
>H\|^"6()3C\|MV\|PT_NP0V"M\$%C+HM:._O/%Q\5PV;IC6JE:&,+2S\6.; M6I@:;!5-
C'U/3QK1&-AF=1M&C\;NIM MNP;L;3S-.|3HKX P%:(+|JR5OSO0/Y8/+IDO?
M7BS\/_9_D;|6\|S;6J_G-8
M^5(KOBN\4F\T\DJ'2""<*UL36\|U\>L'I#'#N':&!O>ZVQ6%\#;UE;%M;\$V MO-?;K#Z
M\VMBFMC;GBWN_V\|^0!RW\;K3\4N*5&QS2--
T0L:"P1@|G&>*M)XHG6>_SP)7NI+)AJ'M7\$&:#7\|SKEXFHTJNN'^+U!+ P04 M"
##@@A9HMAPA&ULM59;3\LP%/XK5J9-F\212TLO+(W4TJ)U E91-C1-
>S#)260AQ,%V6O;O M=YR\$4"#M\$(.7Q+?OYYBR%F20J3Q(J_XR B_7 MP0
JP#%1MBE4.%R3#4-?G61)K5R&8:1:@%&LVQU&1EKB7. M,L3I8'(R._|V;X-
6;X\5\K2U\8XAQ)"(C M2+&E2^MCID(N5"Z!_#K&:3+5D*C?
36Y+|G8SN_FN#E1&0QA8^.\$HD"NP@G=O MW(|S>8?
W5NV\|M8L\|>/LX.TT62Y)^06*^U%7@^O;J0;==Z\;_H7LOQTV;|:=J
M\|M>: ^SLUC\|@-9HEMK9J=Z&?FH5-|Z\|QJ#75>P7NW\|MY\|B1KJ\|JGL|=KSFB0
M5N\|;O7U&E2\|_6;9?BW;WRE\|2-62P'7.5I3C0;2:='HJ(KE?G*|YMRZ=Z>YN_/?
4I150P/A\|>3_;&O6K^44XP)I8J
MPB%&&)8A'CBRO;/+CA99<=5>"HT7=|%&ULM5IK;|LV%/TKA%H4+;!\$ \$OU;:AMHP@3+
M*HDN2=L-L\| 4E8DRW(8R\OZ8NMQ\|O'O\$8_)8W*PYN*'#!A3Z%<<)7+H!\$HM
MSEU73@,64WG*%RS1=^9>#\ASFYF0T=S\|2(16RJ# 357RMV MR:+(.EV_,Q G?
R9)G\|^!G\|BU>%_-);ODT9_A3 5#I^ ^@&9039;3N^?IW

MEA74,7A3'LG T\$ZVS6,!T Z54/,Z2=00B,-E\TU\9\$5L)?ON%!)PEX\$,36EE"
MZI"\$=L:03IG9E)+R0*BBHX'@:R1,M\$8S:RF9:,8N/TS,>YHH>^&.D^KN[&
MMU_^NKI"%U>?KZYOOJ+QI:./\$W2")KJ'S9810WR.[HD*!=-06Z&;9,ICAL81
M323Z)"53\$EU2(4(V0U2A:QH*)U&2X;>\$Z9H&,D/&JP*(<(^30AZ_8#>HO" M!-
V%4:2I@1RX2A=EFN9.LP(N-@7@%PKX8YF;N)OSP\O:4GG1R> MCLOIKGX3^>O^>O
5IK!3S"YOK%#VP1!^IE&=\$0CF-N%P*AOZ^U;?1C6*Q
M_&1WMP^O0JE\$!VZH%!2\$35\$R#IWU569'KJ|@Q(.(\$5F*TDS/::51O
M'4A6(<\$(\$%B)U6[-A=0:QNLH90O!VY52-ZI1VU61MT9+F\O-S>>7J82W6-M\$QDI
(O)LY#5)"#JXH9M3THW1L3/0L+N7D92JLSZG;G2#!"!8B=J^SF^_49'V M(5F%!"-
8"56SW)6SP!%>E:18&50K(:TO-Z.3*U-.K)@WROFNIZUY\$LJ\1^M+D-
=HIZ+2O3N31_-I^".Z92L6(1_JB_-I/\$&M_>MV.!HI&H-#*S&^Y#++11"6?P M4-
1"HA\$HM#*UA6/PK5/GFCK.P&RC\9Z0RG\K;J.Q-1?S>=I^H;_@ROS-E\E,
MYI*%&'M3ZW=RR#1"!1:F?'">?CM9@4,ZC\T0@46IG:PH+XUKEX70%W*NKL
MI@JX&H+I9\I*,L(@^(5#_.T6X2913"34_-/>GBS=CLGIJ0M%_OB-C%A*-0*&5
MWT!A6OQ>LXH&-2N@: 0*K4QMX5=|Z|2IKJ+I%;GZ%4GOB>GL*KH)-^\$7=L*W
M^PG"8R95.&U0S\$#N(:4\$HU_H97_-2Z<#?::=|8U+J_HA\$HM#*UA77!UOEI
M33%G8+;YI>LAO-ZD8TO>6H2P6XI)P(4ZT0-TK"WP2JLZ7;DQ@@;5LIT5M3L=
MI')%\$P8'%P8'MYK5,ZB3_44C4&AE:@LG@VLLHKRNY_;K>JZ&I*X%V9MT;F%
MP\!VAW'/S\Q;*JI8_RH&70,!12-0:&7>"Y.#N\VJ&-2I@*(1*+0RM85[P8>L
MN1RLXE\5\$>^J^-408F_2L247K@+;7<47%3_!UW0E1%0-_*%5B:I<#/XK%GI
M@GH54#0"A5;>BU%XE99I%;F;@ROLH_"W\IV-40W9G5#;FU2W9'=KOY79'7='
MQ6.82!2QN8;W3GMZV!&;#6>;\$|47Z1:LZX4C\I/#@-\$9\$R9_WY\SKIY/S*ZN M?-O?
Z#|02P,\$%_@_PX((65'V7##D_@_4PH_IH_I X;_IW;W)KNJ>1EVM+IQ^!;#3AZ,B:YDSOFI-
D;+GN7HA(!I#0#Q;M#(Q381I M_"PXK3*D\AZ.J^P?
3.U8RYQ*%!V%R_4NF>IM<@"EG3#U)3O/D)13UOS19Q) M\TMVN:_0623:2,63
HP9)'&:_I_.0H<#0_-7_+@/L8T#H\J_JU1_JP"T MC#)Y*4:'D"H:=-7?
\$:&|D4T/C)@&C>7J5\VF1+X-4:<"F;#ZYO A^)^9,AY,O MT\O1^)^J
(6,J!-7+05Z%H&C,Y&N"-%TR0U/MU5J28;J_Q3&!C?
F62;OH/ON6<9/F\1!/>"N(IJDAH'2X5P\$/GPYWSU3C_ME4O@&3\O!-^IQ\$*JR7'@S"-
Y3WY_AEJR\$A!(G\4"9X3MJH)I4UQ*3;:0<_"
MJT""V((5O'S1)WW56+521;61'8D9*L4LG6./1AODCD(PI=X'V5<#*IGL-^V
MLDK&G,XW=/I^W_:XFI:'VIP-^%QM:B(IJ9=:M,^KPV^(#/*0)+?Y(XRO.+1
M5AP#79!1&C5P>F!N&Q3PWPUP9)=[9>,_=@W62A361'>GLESK|=1\FOTXAZR0+
M:R(I\$K)3"MDYNV&A'YTLD_=@K_PY178A\|
MMWA>5J9MD23BFU3ECU@Y6W9&5Z8A>#3?QXXL:W#^TN3MU@T5JSB5A,\$2*9U&
M!>TR%N8W%_I,X_ZG"L M&:XQJX/A';[TO.U=[0_'&PO=V\I R:W-H965T>9H;?>G@;:
H\KJ8\WGO+\$^'_*B?GVV;YK; M5ZM5O=WS0UI_7I
IR0OS+=5D=TD9\K&Y6\6W%TUUWT"%?>MUL#JD67%V<=YI_MH\ZZ."^/39X5_'UEU??
ZS#YI^.(RN\DW\I>KB_-I(9?A>:W MV_>5^+0ZH>RR_R_JK"RLBE^_/ON_8K9ZZ
IHC/Y/>-W\>!OJQW+A\+V'YX MNWM\MFY=XCG?-BU&*O\WB6\XGK=0PI\$>|2STTG;
X=_/Z#_HON\&,V'M:: M,O\CVS7\UV?
1F;7CU^DQ;R\+NOIY/R*_Q=N6>=W\U\KK;==GUO98-^6A/UAX M<,B*^_ ^GGWLF!@?
8P2;./T\CGZ_H@!;G^_ ^J0#O/X [ZDN^?T!W=!7\V/O MB\$O2)KTXK\H\JVJM!5K\I=^=
I3@*RO:E7+55.)?;W%<W//U@OK2NQ"?G%OEM77);ANJ23^(3U?
+1BR1QGI;W"_0;IZ+G3#9 MEL4VR\I\K\1!D.6+A#=IEM??BAA=I58+
HYUOK&R@KK79;GPJ_ ^7S5B/*U7 MJVWO^YM\WYU"?+<=ZUU9-/O:8L6.[P
A@;X'@*P\$DR>Z'0>Z'SCH(C_!/:? M6^|Z.M9.Q\@T;IA\O X?^~G%7_IB!^N_0:13
M@B648(P(3)D@[S1!'H9^I;X);I*>_>'AMVA\>-IXMP'8M%^6G(*V#D M1K%JE
!&|CI4C1CJZ4P>_!//LK#VZ+A_K41X6A;'CC\$QCU_!B#HW-AFMB!
MOH1HXFLTH(I.'I"\$XT1\CO;^620B-KZ7&H< M28V#4I-D-
UF3YM8VO4T_"G1B*NF\$Q>W5;D\MF(R:IY8O-BW5U:I&EQH;6! M^=%EY4_)'.FAET
=8!;9.(#K N03*5-M&\$|4+EE:%6\$VU\2(7/UQA'G#*-'#?2:3*- B/-PX+_WELU\I9/U1?
6+4!7N03,I<M*;I.)6#CZ50"-GIRA(IT+L,R9;QG/G7LKU>4I'6&GA=-;ENZ.MY &05FZ&=
M*"ONB?;-/)XIA(BDV<;SYXWZ6T7PKHULNL21I@8,_5U;".L T:;<<\$!1CK#
M#/=Z\ C*16;2-I\$)%I#;3%:+TD;-_"AOIP5(CYD*.ZYQ#4%&NMB"C\Q\IV>) MO-J6B;6-
9\973;G\^+*M=.Y\$'GEHHOCS\$2FCO9T8@;5^?%3*U\1Z=EB>3: MEMFU_?
3T^G_6^_L_*K\Q729U1\!FH@RWIY02K2\$(U1H:F53IG; M.^L%RWL.42\>EU4IT1)2-
\$.%IDZ35!T.KCK4JT;(CO93"FOW'BH>UK"T"(.)?

M;3+3E&B,"DUE6HH8!Q2+A1(M(45C5&CJ%\$H9Y2RY9>&0|EF0HB6D:(P*39TF*>,<7,9-
BFG>M>\$P;-4EPAR;3AYU0Y40*,@<79+^<*DK|(@;5!PXR>8E2HB6D:(P*39T.*0>=
M8,E(0J3:~FFB1\$M(T1@5FCI-4I\ZN#Y%MT#|8X=J*HA"7:L#5J'MZ9N@CJE&
M@|C3Y2CN|5PVI!QU1N1HOVC3W7^.=9NX\,?+BOU>89OFC-48'5-QVJZO:U?(!
MR@GU6A!|@%<>Z?,6'.9=&*5|=7+Z;H5AD?#_R-&_V'5|_|#PO>US12I?2=\$2
M4C1&A;:VIDCYZBXI7UU2^4J*EI"B,2HT=9JD?'5Q^8H&:-?SN7#2DQ75QB+A2@77.'*
|3UW6C R(_UG0O R(WTFC0^R+DD M#MK2|+VRA3>|7',?3-_1'C=)QDT8/LRY-
\$H1YN(B;&P'R#4WL6Q;+!|O0*O(M6%:D\LLU_|)(4SU1"1)S<07VU!T@U|ST\|D*=%F!C3-
>D@|(VQ+8V|/ ">-2!7D MXIMBD|= _7'/_R|=WHR\$;/_=V&;
(Q8OH3T<*7T<"|L67OQS4UAFU<2>,VB6NJ M\$-V&X6|/I45J\$!/?7(\$|-
GL6WS|DFPKV8G;|1HB6D:(P*39U/*8;<>,D\FU0. MD:(EI&B,"DWM!)=RR,,|L:45'NH8?
ER_ ;W1&DZJ:4C1&!6:RK74-!ZN:2:\$ MN.7VE' ?IUY9I&@)*1JC0E-G6VHVSUDP 'JD6W^D:
DI&J-"4Z=)JD(/5X63 M J +!, "U\$0%!*|U-"7=K,HG@.7U8VGB#&X5PK0='K)8\WV90W?
>O<\$!)Z|_ M2K2\$%(U1H:E3(U6GYR|97DCW TG1\$E(T1H6F3I-4PAZNA/%
|H0)3NL6^7C4" MK)RUWJN=>*;RM6.|H,)P;^>R(6O-Z)|EZEC>D#+IWXWQ-8PU(I>
|A27KB.Z8W>@K49-TG&31@^S+DT2H'JX;MU8W5,S|S)REY'>E\$* MMM(W&7!7)H>TV
P;0|_4FV&E%/1'1. 3ZYB^><>5'F\$2P;|,6.^ (9 M|O/<&X2E9/-QR3:YD.F;VTFA7N2%;/1-!
@\$>B\$3|WTN-U+@^";4A,*F3V4
M6GK7:0%L|+ #BF_ M,D<|*\$GK"EWK"Q_4\$GC(_LWJ)GWMJVD:*EI"B,2HT=1:E MV/&|!:-
KGU0\$D:(EI&B,"DV=IL\$#'\$:VWB:(|OY*E3+RC2ODA2-
\$:;%ILZQ%&A^N&3<(Q)&_311HB6D:(P* M39TF*0%|7).BGL15!K4NUEA*[WU
'=K,HDCGJGD2&'GSVC#_"FI%M'I2PY3 M1+K;2(J6D*(Q*C3U04-28@9+-
E|&L,V7I&@)*1JC0E.G2:K>X!G-E_VQBDPS M^K4WD)5K/#LB,%6N|?
C:A@K#O9W+AM2YP5=IO@Q,*6L,?0,9&5URH)%>;<,'
M.9=\$*8N#K|H&8PW7XZ;),.F#!_F7!JE+@V>UWP90&V5>A5E UFM8_W"G=E M*"
(KHLA&_T>G2?@,-SWN=O(?1/0-5|&9F.E7OT'3/0J=P#<_*9SLH28"*28
M"&9T7HRY6=6+/%S3|/92/LM2=\$8%9HZBU+U!\$OV6P:D"H@4+2%%8U1HZM-%
MI0(*Z?HM0ZC?TGC^+|'J623HC\$J-)5LJ6/'&0V7P|BV7,42|VSJ!46*EI"B
M,2HT=8ZE.@N7;+,,2=LL2=\$24C1&A:9.D|1_(5V;90@T,^I!#^QWU(4Q|M-D
M:L%S/E*N#*6D"V?T6';/Y"XZLE+P*;\$XZ.2%2|K%2(K&J-#4Z9\$",URRSS(D
M|,D14M(T1@5FCI-4O2&S^BS#(\$^2SO0MT! *_TFYB0\$^BQMHIJ&>SN7C<%#
M|+|*GV4(W\$;H:1L:K(0;O3V,X4.<2Z%4Q>%7|;|,|@>?EVS5TR;XB0-L
M|/H"/M*Y3\$IE&CZOT3(\$6BA=_0D,&|C*,_K#<%>8:B:12BXC|+ "-SYTA_?
O0&LM%OPX%L#&Z6 M4#B15#@179|E9/90ZE5NP,18,,#3/'1.EI 3D903T8PN2R5I?
F;=\$C__U,2-M%"TA16-4;.L,2OD3+=EI&9*(%*TA!2-4:&ITR1E4\$37:1E!G9;&2SCP\$TXF
MFU3,4*&I9\$LO\$|WHM-2CVW*U2|R|R1<5;,:?YP)-5=-/+AK(2 MBU?
\$G2X\$=2H8Y(5T@Y\$4+2%%8U1HZ@OJ|+B,EVRQC\$E;+\$G1\$E(T1H6F3L,4
MO/\$S6BQCLWG2,90_9*2_@C*)@:;|KJ6PUV=2X74M_%7Z: ^, @=>WN6OC78N0 ME?
|HN02R(:/,?<\$&X:|/ ">-2(\$6
M\$|=8QN:ND6L\$=*|TE@P@\$VL<|_J|(FEJ(GI6BQCLW_2>.D;9&/0 CRV0W|D
M*N|V7%JDB(C'1(21)S^S1(F?<*'N1MI:28K&J-#4J1N|'G)ULJ85/F0HB6D M:
(P*37OI|/"MTW3-E0|8FAXV7CF)GW(JX;1PC Q.HWSP;NOUV&OFH+"V7&UR
MQ)^IEQ.M7\$(+Q|C@M.EU!M.|9?'E SK99)'V5|+ ",3(X;:(&|P)?T_58/F'I
MX4^_!VP#FYGOEL4|FTXE=-9"G!EKP>O 5|/HK5L@|,3:Y@CZ-.7,^EV(RT<
M(X/3)FOPIO'UDIV7#^ADDT6Z74D+Q|C@M,D:O 5|C2OBA8IX#Z=5'PIF=|I
M9K&M%Q8@JS#0Y?/(2*=RN:KWG#)=)VJ07YP=>W?-S_-:.*-C(>#;7^+3MU;%
MKUNJ7_W=.5L9W|^Q7R5V^_U*PER!:+HKUD#|^W59-@|?
VA/%X.6J=|WW4'_76<9+W)N'QNRB=C
MMA5IDM\$I=_+M>AWS|S(I6:Y\$|41_,M|S2_L,Q1^;*9>/^A5E
MGJQIEB>%!|@EI79IU+6@<0BGHPYVSF|B):TXJ L9CE:|HD MQ?
O^++C|;2+'B^=7YUF>7/-M2AVV<&Y9-J.9 MX"Y+DTI+Q|)\$|+YB5
1)VG^LQSP*_,/YSBEN3R>|<97,ZUP%|F6F5KO^:|HUO)?Z^S2Z

!H8&@& M%A|R5_DFGM'KGOP4R2E_H;W)CS|X_
1, *":<4;5,4;H&4T0!82"2,@F%:(857((4Q&PR,)N!=NT%!2FR!B# K-
M>KJL,KFT9Y+2.\$NRI;/97\YR4PI61->3 DC(OA6NE%5NA%:32-D(9\$P H)I MA?
17W:|7AC5)0=T/5, M@-((BJ87SU?%|J&R.A!1U432"(JF5U,99|H)|LI*S"HP8N:RC) K*.A.E

MIZ/LJV?WKV9FUL05?;QG4%)(V@:'KME'/V(KBPH#X:2B,HFEY-9:4J\|L M)JR!20S-
;U.MHLBY*#T=96B\,XXV%DZ:"\$&Y75Y62N<3 DDC*)I>066D04NX
MO*#&&DHC*)I>3>6M/:OC["OD4D2376U""'+&('=D%I>O[*UOMI?O:)R*5>D(
M/I,TS6B>.\|Z'V56,CWYW>N9+M6G\$^U'=# M:01%TZNI?+=O=:*=%'==
Z3H)FDZQ510Q1P4G-*>,KV\WOF;-2UWM-D9UC3;ZP^Z\@VE\$11-+|'R|&\BR2-6G8H
MC:|H>C6590|PK22|L0-DU-1?FRABCCIUZ5.>.;|YKK^[GF2IH706HL.NAX.
MH1\$43: ^K,N\!O-DD@+IW*(V@:'H3I'+O(:|?)#3UB+A-OVF.&KK:OZ/NR#-H M/3OEID.
|FWZ?+&@NOJ>TM?#LP*ZG"11&4#2|E,K+A_!VE!#JW:\$T@J+IU53>
M/<2UHX3&%I(CX;6)(N>B|'1JW=1V\UQ7FM::TEYYT(5P*(V@:'IQE94/X?TJ
M(=2U0VD\$1=.KJ5Q|B.M7"5OUJYBCFL*S!^G)*,?X^(+WMLD?UE"J">'T@B*IE=3>?
<0U\2&CM0PJ;TVD21:Z+|S\$66U|VTOU#G;3K0%7\$432^R\O
1O+D&5CX_@'2P1U+A#:01%TZM9VZ*)ZV")3'TGS=T\$MZVBB#EJ MV%!:;O|:'?
\$WYLMR+GSL SMLW\$?G|U|6RUW_|N&PO=VJR:W-H M965TWAUX&>TI^|:W (I
M)3'A8V,K1'IAFGRUA03S|Z"F.|AFV|;"RBS5:H#7,R2O\$&EB>TCF3*|D M",,\$"
(H00S68^/2O@AL5P&TQ5\1|/G1,U*A/%+Z32UNPK%A*8\|@AI50% C^ M|&*
<:R8H!?"U*C_*8""C^L'_1P4B"U',Q)"6"4PI0:E\$,Z+\$%=. M*^,?&3E'KG6&'OI-3@T?3_<;8
'|X<|+=&XY;&ZFL|H@V\!R"9/+4UHPF: M/OE@!,=HJA,*6'Z:MY1L/M_*L@O1)>
<@:/KG5O*(&P\$)_[?I4*/|HH_JEK4 M!4_Q"L:&|\$\$K_5|4-!IV5!PZ&@"8BF MF").
A@3V|7|M9B:C'HUHZ#5NQ./S2MC|UIC?R"1D*F_%%@T'UTK_\$>S04NR
MH".RBFQ^*9O_,UJ+WZ7879(%'9%5Q!Z48@|:RV#5Q76'_|J6AF^_
O(CD65G|5RFON,?;AGFNWWNQ.|#(%:<49YU5<#49|M0Y6IQ=AVB0
MD_F^T0,Q1RN:\$9&/,N5N.71?ZE&SMG^EAG\$|(!YH\DG^#K--1#B*82TIK7-?
M7L%8/ASG" T%3/2X^4B&+3C|N 8? E(%\OZ94O"S4!|I_44S^ U!+P04 M"
##@@A97.7YBN@" "X" &@ 'AL+W=O&ULK59A;JHP\$/TK5E9-K=21\$
)T'40"TFF=U@X!W31-^V"2@UA-|1VH/WW MLYV0
@VHF_J%^)QH^Z>|5UZ:|O10P@T6:.4-&W8BFS2|L680PI%@V6-55O
M%HRG6"J3+VV1<<"1:6)|3L.QTXQH9;?,WMC|O=8+A-"8
4"K!+1>"!*&>4*4HQ.@188K_V1HQ|:W8 MJ,*(:="J?+\$+UL4|E5V^)PDE_<-
E#+.4>NXWHU"8U>#V_5P(/7P|TCU;2JTV@9 MOM:ATX_\$2XC0&/YA&8<4X'-1#H|V
N)%?6GSK9"UJOGE:WCDN1X1#ZENH-M
O@*+/_|NV;' ^50GV5N2!6|\$MB.G5|G|6/WQ\!#H%*U+|36%+B(28;8 L%# M3I2^A*Y 2-
7#1#C7=XJD>5HG;A'DHPFBV^C*=QKMGKW:UNQH(O^JV1N1|6C6 MKC1K'|7LJM
F!1FS:%NB.F4*JNZ6,MZ^,#4NK5V7X&A" UENIRJW<_PO@H, M=4@R-
<6*VY>IVT>@MN#.BVJZW;V"7|H<|+D\$+UV:S6>?H@Y|JZ>GP)=F-@H4
MLIS*HCU6N|7X'9BIL|<_5&.YF*+/-,5,O|%\251K26"A*)U&5QT\$+^9D84B6
MFW>GE/G+20*Y?FLW2,:%3D\FO|:C7,EN7R+B E:=%BRXIR(E\$RKX5'-@Y;3@8NW" PC,
ME% Z,+8@;+H^1*H"! ==#VJET2FX5+K.|3*XW|F^!ZPZ8%|+D1K<\$!<8#PJ
MJ3%,RRO;J0?7P2=0T+1OUZ5U.-=TW1^NLGX M+9A\|JL|/R347*0'L/F_-ZZ).Q<\$=IH
%>QE/R BYWHD@;3)1>&RZ:WX%G& MY);.@I4W=&HO\COZ=GS&3 '&,>QL#S_TWR&
MZ'PI\$ARAFB',?R(9/ZB^7Q'KWQ_L+8FB)/\$C@/D= M1!&&P-N((Y@#|)(A452?
@WOG4;@Y|+NOUOC1U!+P04" ##@@A9EXH M',3 @ "P
%|R96QS+RYR96QSG9*Y;L,P#\$!_Q=">,?0(8@S9?\$6 M!/D!5J(V!
(%BD6=OZ_:I7&0"QEY/3P2W!YI0.TXI+:+J1C|%)I6M6X 4BV
M)8|HSI%"KM0L'C6'TD!\$VV-#L%HL/D N&6:WO606IW.D5XA-
/E_G;@2=&A(E@6FD7)TZ(= MI7|=Q_:0T^FO8R*T>EOH^7%H5
J.W&,EC'%BM/XU@LD/|X 4\$L#!0 (M,,"""%D3Z1+0&PO=VJR:V)O;VLN>&ULQ9S=FW8
^_.@TG<%829@28 'GG%R=H39)F(A |C=GK|^!6ZVDDM^NS>O M?
>48._9C">F17DGOQV|U|>7NOZ+_7M75NW5Y+GK7CY<7K;;YWR7M?^L7_) *MO)8-
|NL\$T^;A0V|JRO)KHAQ?N\Z8K-K|<3GK(-/O2#E>Z|N<"9"KB:&)&#WPL MFK8;WC%|?
B88O^;BS8=G^ZZ^+LHN;U99E|T|?ZE|)ZCO&_XE+Z&4,YO#X>
M"O%#|_148_WX6&SR5;W9|_*J.Y1CDY<|8-4^%R_MA%79+K^:N.\$|C_O?(H
MVQY^6R>@I))J/A3BA<;#GAT*,YZY:7,"Z|[^,Y)O3"0L*8:TJ+Y89!\$OK>
MRDGYBB6I>+CC09JP|)IQ)Y8A9P!R=C9(-|R+),@Y@)R?\$'+I^|@?+|J01I 4CK?
(W&26XE2!M MVK20R?KNSHD?AI+S;@+OVG.=
(&6.ZX;K(/7DKEM#?;=&B|GR|GF2>NDZYCVJ
M\$|^ (H00"ARW7B1=P&1,JAM@Q|L.2QTZ:.NYG&0GI12?V2|*.(O^!N;.>.%|!K
M462!ZP4W+(K#F|BYDRF17W1BP<2B=N.U*^JWAW."%8NY/S0<-TR4_EM'AM&)
M%>,%|^*^"V./)^|8P%.9"XE%)S:;J,V(Q^G#.Q;Y0_,5!*YA(+CJQ77YT?@F+G=GZ?;!

M45R,U^)^)4^\$>E%)_ ;+BB^5&Q!91"?6R*\$"?<]9>KZ7BN8A#ZZ1.*;\$XOC1
MXSF^&/GW7);_)C,@:4V)K#.7W?BFJ=#5,XWB0#!/(C02)*+2-I3(FE<6@:
M%UX@\$/EOC/_1<_)C_4Z1,*;\$PCBPL=3Y0VT=D2.&4_TP1;0)MV43A>[7)V:IH-V7=[HM<
MAH1Q+&)E>%5;:/.&I4VV+:HGYC1-5CWE_7^U,B-2QXQZDG'\$&-5EL2GREF75 MED6-
C(GL,.,V!XH<*#&8&=+'C%@?&'.F8R*%S(@5 @,<:FDBJRH8UH_QSL M(LW\$E!?
R<&:&G#(C=@J,(2A%.\$>&F1,;YCB&,%;.1N](D)0%L5+&(Q"CF"!1 MGGH>@W@RF8";B
M\$!]?[.F?U(XOS3?TD8R+M&-0++W!/@2QQ PG((!80#@C(+U C*(!80QE98.
MIX416PAC*BT=6<@@7XLY"J^HJ4C&1!8RB"TT@BGW2C(FLI!;."\$<"Y*;D(DL
M9!);"/&*3OJZ?W;=[LV\$I> M"361@,P3I/X/PES635-_ZY<<73G"82(!F:?
>6*8R2Y@6\$I!%+* Q3.D>E3&1 M@"QB >%PM=S(+20@BUA &%,6D(4\$9!\$+"&/*
K*0@"QB >'@OU+I2\$#6219I MWL)4*AT)R"(6T(UBO^E(
LIR")6T!9Y=XJv;^!E,-.%QD3GH\YS7*/BNG6 MNY>Z.MJ/8R\$%6<0*@J6I+)
I92\$\$VL8)&.7_/BZ?G+M^>=V1,I"";6\$&CF'=9 MMV^*KLCE2K>1@FSJ8S-C:WX_H65,I"#
I#%N@L;Y)QD0*LHD5!\$M3;4)(03:Q M@O :JAR4L9&";.KU(+2&JH8FLI!-
O1X\$,>5QAXTL9!;"/&/*XPX;GM,|Q2:\$ M-S'EP::NX9.:Q!|"H(8""LJ;N?
ZJ2(C01*M%|15\$#AR4Z-V\$D M!_1*Z#P M;*=VPK,Z/>A^MN:[P/G "# M6@HH-!
U5@(:LN@,\$F!3IVEX<|J&|M'^DP38%.G;=@# '1.4Z'B0ITZDP%
M\$%0U\$|QAH),G,8"@BIE@0@.=J/!VR>CAUF3 @K-=\$AK<#FO?WT<9L_%E6^M#
<27M.+Z)BLW4M%W(H_|LG3%M;#RZVS|FLOP-0 CI_|4\$L#!!0 M(,,"""%D:.Z3W:P, %1)
:->&PO7W)E;'.O=VJR:V)O;VLN>&UL M+G)E;'-VTM.&T\$4A>&M("|@7;?>%0&C3)A&V8
%S4,;+D[2K+[(#*E_N'XW+VZ^GQ>;G8W:_K!?,T+=?W]-^ M^70XSL|O/(D)G)
IVZ|OEZ6XZJ|^_|^_F*890H|/L.W:7Y^_//OV^SC_SXF' MVJN'Z_G+X?K'T_R|_N/@Z>?
A|'VYG^=U=_9M?|J;UXO=|.0Q|>UE>GVQ3R|G
M|ZN;BYVIZL;VTU;#XHR*&X_*,F@M/V@+/(R)H.*#"K;#ZHRJ&X_J,F@MOV@
M+H/Z|H.&#!K;#|*@,;)(D> WE'UC@"|H_MC&Z!W5+TC0.^H>D> WE'UC@"| MH^H=
7I'U3L")(|ZJ=P3H'570"-|J=X)H'=201-|Z1Z)X#>R=TL>B=5.1\$
MT#NIW@F@=U*|T#OI'HG@-Y)|4X O9/JG0!Z9|4|_3.JG<&Z)U5|PS0.ZO> M&.:!W=C>|
7IGU3L#|,ZJ=P;HG570#-|J|X9H'=603-|Z)Z%X#>1?4N +V+ MZET >A?5NP#T+JIW
>A=W#|K_7H7U;L_|"ZJ=P'H7530 M"|J-X%H'=502M M|ZIZ5X#>5?6N +VKZET!>E?
5NP+TKJIW!>A=W<,F+VKZET!>E?5NP+TKJIW
M!>C=5.1&T+NIW@V@=U.|&T#OIGHW@-Y-|6X O9OJW0!Z-|6|_?1N|F%|@-Y-M|6X
O9OJW0!Z=|6|_3NJG<'Z-U5|PI0NZO>'.!W5|T|0.^N>G> WEWU|@"| MN^K=7IWH
W0.^N>G> WD/U'@"|A^H| 'H/U7L |ZJ|P#H/530 =!|J-X# MH/=000=|Z%Z#X#>0_4>
+V'BW4 >EOPN0|;PLNV D P2VX9"<#+?@HIT M4-R"RW8"P\$++MP),DMN'0G
"RWX.*=-#<@LMW L!S"R|@|"031?8#)*#!| M@DD0W4>8B
K39YB(#M.'F(@2TZ>8B!;3QYB(&M/GF(@>TP>9B"+3)YF\$)M-< ME&F\$*M-^&|PFVGL_?
4@2M|W;OG;Q.-DA/-F-^2Z9Z>ZCO;**5,LEV'+P= M_-HO-.*;ZT|V5|JW?
O7Y&&Z|=APVT6P|%ZT^/BU<>FVB>IJZ=EO|A#QY&)K? MNJR?.1AYVF-
VI>3NPH+HN3-#LN3/S=XWO?UP_X57SN&TA>_GUU.NI'-7_8.G_?'
M.!.|Y^&2T^7R;_SK&;_6?
^<<&C)'"IDC@|R10^8PD#D*R!PE9(X*,H5Q8EE87)9@@EF"2:9
M)9AHEF"R68Q9|E_36=|'?#/?VY_NL9|W0XO_9.EJ+OY"5!+ 0(4 Q0 (M,,"""%D'04UB@0
+\$ 0 " 0 !D;V-0&UL4\$L! A0#% @ PX((67/-U500 *P(! \$ M (!KP &108U!R;W!S+V-
O&UL4\$L! A0#% @ PX((69E&PO=VJR:W-H965T&UL4\$L! A0#% @ PX((6>W-V"Y/M @
P04 !@ ("!.1 'AL+W=OF*/T# 0#@ & @('(& >&PO=VJR:W-H965T&UL4\$L! A0#% @
PX((6108|W#;!@ A1T !@ M ("!^QP 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0# M% @
PX((64N3N|'G @ R 8 !@ ("!#3\$ 'AL+W=O MHS !X;'"|W;W)K&PO=VJR:W-H965TQ*M:P4
#<, 9 " @>|D !X;"|W;W)K&UL4\$L! A0#% @ PX((6;"DO"(!0 5@T !D M ("!D6H
'AL+W=O&PO=VJR:W-H965T M&UL4\$L! A0# M% @ PX((69*;;OA: P 20< !D ("!MGH
'AL+W=O M&PO=VJR:W-H965T&UL4\$L! A0#% @ PX((6:AA M-6Z_@ (08 !D ("!8(I
'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ PX((643<"K,Y#P "C(!D M ("!+9P
'AL+W=ON_X>RH+ #Z'0 &0 @(&=JP >&PO M=VJR:W-H965T&UL4\$L! A0#% @
PX((62WVGLNC! G0L !D ("! M6KX 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% M @
PX((6;CC,&R? P J@< !D ("!WM('AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @
PX((66!POM9M @ E08 !D M ("!708! 'AL+W=O&PO=VJR M:W-H965T&UL M4\$L! A0#%
@ PX((6550&K4Q*P 0) !D ("!01 ! M 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @
MPX((64N)3??2 @ 08 !D ("! \$,! 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @
PX((67^\$*^2= P 80@ !D M ("!9UD! 'AL+W=O&PO=VJR:W-H M965T&UL4\$L! M A0#%

@ PX((62\$ESV.Z @ L04 !D ("!N&8! 'AL M+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @
PX((M63K0U/\$ P <08 !D ("!PW,! 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @
PX((6:DU54_M" 52(M !D ("!NX ! 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @
PX((65@!)XPZ!0 %1T !D M ("! YT! 'AL+W=O4# #8%P &0 @(%TH@\$ >&PO=VJR:W-
H965T M&UL4\$L! A0# M% @ PX((6?/? K,- P 7@< !D ("!OJH! 'AL+W=O M&PO=VJR:W-
H965T&UL4\$L! A0#% @ PX((690! M@@JL P D!(!D ("!K0! 'AL+W=O&PO=VJR:W-
H965T&UL4\$L! A0#% @ PX((6:!/4PK!0 :B(!D M ("!X! 'AL+W=O&PO M=VJR:W-
H965T&UL4\$L! A0#% @ PX((6>:X>T\$B @ ^ 0 !D ("! M;LH! 'AL+W=O&PO=VJR:W-
H965T&UL4\$L! A0#% M @ PX((6=&LF2+C!0 Y"0 !D ("!,-4! 'AL+W=O&UL4\$L! A0#% @
PX((63IW"TW^ M P B!0 !D ("!I>4! 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @
PX((64U4BL5Z! 11L !D M ("!?!?D! 'AL+W=OZ=D" !="@ &0 @(&V_0\$ >&PO=VJR M:W-
H965T&UL M4\$L! A0#% @ PX((6< #354: P ^PD !D ("!U0," M 'AL+W=O&PO=VJR:W-
H965T&UL4\$L! A0#% @ MPX((67CTNG30" ED8 !D ("!&18" 'AL+W=O&PO=VJR:W-
H965T&C @!X;"IW M;W)K&UL4\$L! A0#% @ PX((64\$G5HW!0 MU2, !D ("!PR8"
'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ PX((6::HKX)' P V@D !D M ("!83,"
'AL+W=O&PO=VJR:W-H M965T&UL4\$L! M A0#% @ PX((61:-@X"A @ T@8 !D ("!2CT"
'AL M+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ PX((M6:A%SH(P)PD !D ("!TH"
'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ PX((69:5(?@X! !!4 M !D ("!3EL"
'AL+W=O&PO=VJR:W-H965T&PO=VJR:W-H965T&PO=VJR:W-H965T&PO=VJR:W-H
M965T&PO=VJR:W-H965TM?*,# #! "P &@ @(%:=@ (M>&PO=VJR:W-H965T@(
>&PO=VJR:W-H965T&PO=VJR:W-H965T&PO=VJR:W-H M965T&PO=VJR:W-
H965T&PO=VJR:W-H965T&PO=VJR:W-H965T&PO=VJR:W-H965T&PO=VJR:W-H
M965T&PO=VJR:W-H965T&PO=VJR:W-H965T&PO=VJR:W-H965T&PO=VJR:W-
H965T&PO=VJR:W-H M965T&PO=VJR:W-H965T&PO=VJR:W-H965T&PO=VJR:W-
H965T&PO=VJR:W-H965T&PO=VJR:W-H M965T&PO=VJR:W-H965T&PO=VJR:W-
H965T&POOB @! ?&PO7W)E;,'O=VJR:V)O;VLN>&UL M+G)E;'-02P\$"% ,4 -
##@@A9+%MF6*@" !1@ \$P M@ \$7\ (6T-O;G1E;G1?5'EP97-=+GAM;%!+!08 A0""% +0D
#P\@(" ! end XML 146 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was
created by staff of the U.S. Securities and Exchange Commission. Data and content
created by government employees within the scope of their employment are not subject
to domestic copyright protection. 17 U.S.C. 105. var Show=
{};Show.LastAR=null;Show.showAR=function(a,r,w)
{if(Show.LastAR)Show.hideAR();var
e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE')
{var ref=((window)?w.document:document).getElementById(r);if(ref)
{e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}}
if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function()
{Show.LastAR.style.display='none'};Show.toggleNext=function(a){var
e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display)
{}else{var d,p;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'}
e.style.display=d;if(a.textContent)
{a.textContent=p+a.textContent.substring(1)}else{a.innerHTML=p+a.innerHTML.substring(1)}}
XML 147 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 150 FilingSummary.xml IDEA: XBRL
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Term Debt
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MEASUREMENTS - Schedule of Balance Sheet Classification and Fair Values of Derivative Instruments and Fair Values of Other Assets and Liabilities (Details),
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because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } }], "auth_ref": ["r44", "r257", "r1099"]], "us-gaap_CashAndCashEquivalentsAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAxis", "presentation": { "http://www.clorox.com/role/FINANCIALINSTRUMENTSANDFAIRVALUEMEASUREMENT": { "lang": { "en-us": { "role": { "terseLabel": "Cash and Cash Equivalents [Axis]", "label": "Cash and Cash Equivalents [Axis]", "documentation": "Information by type of cash and cash equivalent balance." } } }, "auth_ref": ["r257"] }, "us-gaap_CashAndCashEquivalentsFairValueDisclosure": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsFairValueDisclosure", "crdr": "debit", "calculation": { "http://www.clorox.com/role/FINANCIALINSTRUMENTSANDFAIRVALUEMEASUREMENT": { "parentTag": "us-gaap_AssetsFairValueDisclosure", "weight": 1.0, "order": 1.0 } }, "presentation": { "http://www.clorox.com/role/FINANCIALINSTRUMENTSANDFAIRVALUEMEASUREMENT": { "lang": { "en-us": { "role": { "terseLabel": "Cash and cash equivalents, estimated fair value", "label": "Cash and Cash Equivalents, Fair Value Disclosure", "documentation": "Fair value portion of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r1474", "r1475"] }, "us-gaap_CashAndCashEquivalentsRestrictedCashAndCashEquivalentsPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsRestrictedCashAndCashEquivalentsPolicy", "presentation": { "http://www.clorox.com/role/SUMMARYOFSIGNIFICANTACCOUNTINGPOLICIESPolicies": { "lang": { "en-us": { "role": { "terseLabel": "Cash, Cash Equivalents and Restricted Cash", "label": "Cash and Cash Equivalents, Restricted Cash and Cash Equivalents, Policy [Policy Text Block]", "documentation": "Entity's cash and cash equivalents accounting policy with respect to restricted balances. Restrictions may include legally restricted deposits held as compensating balances against short-term borrowing arrangements, contracts entered into with others, or company statements of intention with regard to particular deposits; however, time deposits and short-term certificates of deposit are not generally included in legally restricted deposits." } } }, "auth_ref": ["r45", "r207"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "presentation": { "http://www.clorox.com/role/CONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "lang": { "en-us": { "role": { "periodStartLabel": "Beginning of year", "periodEndLabel": "End of year", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r44", "r170", "r298"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsAbstract", "presentation": { "http://www.clorox.com/role/CONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "lang": {

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earnings per share." } } }, "auth_ref": { "r326", "r337", "r338", "r339" } }, "us-
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equivalents and restricted cash", "label": "Effect of Exchange Rate on Cash, Cash
Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing
Operations", "documentation": "Amount of increase (decrease) from effect of exchange
rate changes on cash and cash equivalents, and cash and cash equivalents restricted to
withdrawal or usage; held in foreign currencies. Excludes amounts for disposal group
and discontinued operations. Cash includes, but is not limited to, currency on hand,
demand deposits with banks or financial institutions, and other accounts with general
characteristics of demand deposits. Cash equivalents include, but are not limited to,
short-term, highly liquid investments that are both readily convertible to known
amounts of cash and so near their maturity that they present insignificant risk of
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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." } } }, "auth_ref": [] },
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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." } } }, "auth_ref": [] },
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assets that can be grouped together because they are similar, either by their nature or by their use in the operations of a company." } } }, "auth_ref": ["r420", "r422", "r423", "r424", "r426", "r427", "r431", "r432", "r1094"] }, "us-gaap_FiniteLivedIntangibleAssetsNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsNet", "crdr": "debit", "calculation": { "http://www.clorox.com/role/GOODWILLTRADEMARKSANDOTHERINTANGIBLEASSETS": { "parentTag": "us-gaap_IntangibleAssetsNetExcludingGoodwill", "weight": 1.0, "order": 1.0 }, "http://www.clorox.com/role/GOODWILLTRADEMARKSANDOTHERINTANGIBLEASSETS": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": { "http://www.clorox.com/role/GOODWILLTRADEMARKSANDOTHERINTANGIBLEASSETS": { "lang": { "en-us": { "role": { "totalLabel": "Net carrying amount", "label": "Finite-Lived Intangible Assets, Net", "documentation": "Amount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r875", "r1357"] }, "us-gaap_FixedIncomeFundsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FixedIncomeFundsMember", "presentation": { "http://www.clorox.com/role/EMPLOYEEBENEFITPLANScheduleofTargetAllocationand": { "lang": { "en-us": { "role": { "terseLabel": "Fixed income", "label": "Fixed Income Funds [Member]", "documentation": "Investment that pools funds from investors to invest in a combination of underlying investments, primarily fixed income investments." } } }, "auth_ref": ["r1411"] }, "clx_FoodProductsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.clorox.com/20240630", "localname": "FoodProductsMember", "presentation": { "http://www.clorox.com/role/SEGMENTREPORTINGScheduleofConcentrationPercentage": { "lang": { "en-us": { "role": { "terseLabel": "Food", "verboseLabel": "Food products", "label": "Food Products [Member]", "documentation": "Food Products [Member]" } } }, "auth_ref": [] }, "clx_ForeignAndOtherCreditLinesMember": { "xbrltype": "domainItemType", "nsuri": "http://www.clorox.com/20240630", "localname": "ForeignAndOtherCreditLinesMember", "presentation": { "http://www.clorox.com/role/DEBTNarrativeDetails": { "lang": { "en-us": { "role": { "terseLabel": "Foreign and Other Credit Lines", "label": "Foreign and Other Credit Lines [Member]", "documentation": "Foreign and Other Credit Lines [Member]" } } }, "auth_ref": [] }, "us-gaap_ForeignCountryMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ForeignCountryMember", "presentation": { "http://www.clorox.com/role/INCOMETAXESScheduleofCarryforwardswithRelatedValuat": { "lang": { "en-us": { "role": { "terseLabel": "Foreign jurisdictions", "label": "Foreign Tax Jurisdiction [Member]", "documentation": "Designated foreign jurisdiction entitled to levy and collect income tax outside country of domicile." } } }, "auth_ref": ["r696", "r697"] }, "us-gaap_ForeignCurrencyTransactionGainLossBeforeTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ForeignCurrencyTransactionGainLossBeforeTax", "crdr": "credit", "calculation": { "http://www.clorox.com/role/OTHERINCOMEEXPENSENETDetails": { "parentTag": "clx_OtherExpenseIncomeNet", "weight": -1.0, "order": 4.0 } }, "presentation": { "http://www.clorox.com/role/OTHERINCOMEEXPENSENETDetails": { "lang": { "en-us": { "role": { "negatedLabel": "Foreign exchange transaction (gains) losses, net", "label": "Gain (Loss), Foreign Currency Transaction, before Tax", "documentation": "Amount, before tax, of realized and unrealized gain (loss) from foreign currency transaction." } } }, "auth_ref": ["r808", "r809", "r810", "r811", "r1050"] }, "us-gaap_ForeignCurrencyTransactionsAndTranslationsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ForeignCurrencyTransactionsAndTranslationsPolicyTextBlock", "presentation": { "http://www.clorox.com/role/SUMMARYOFSIGNIFICANTACCOUNTINGPOLICIESPolicies": { "lang": { "en-us": { "role": { "terseLabel": "Foreign Currency Transactions and Translations", "label": "Foreign Currency Transactions and Translations Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for (1) transactions

denominated in a currency other than the reporting enterprise's functional currency, (2) translating foreign currency financial statements that are incorporated into the financial statements of the reporting enterprise by consolidation, combination, or the equity method of accounting, and (3) remeasurement of the financial statements of a foreign reporting enterprise in a hyperinflationary economy." } } }, "auth_ref": ["r807"] }, "us-gaap_ForeignExchangeContractMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ForeignExchangeContractMember", "presentation": ["http://www.clorox.com/role/FINANCIALINSTRUMENTSANDFAIRVALUEMEASUREMENT", "http://www.clorox.com/role/FINANCIALINSTRUMENTSANDFAIRVALUEMEASUREMENT", "lang": { "en-us": { "role": { "terseLabel": "Foreign exchange derivative contracts", "label": "Foreign Exchange Contract [Member]", "documentation": "Derivative instrument whose primary underlying risk is tied to foreign exchange rates." } } }, "auth_ref": ["r1105", "r1142", "r1161", "r1163"] }, "us-gaap_ForeignExchangeForwardMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ForeignExchangeForwardMember", "presentation": ["http://www.clorox.com/role/FINANCIALINSTRUMENTSANDFAIRVALUEMEASUREMENT", "lang": { "en-us": { "role": { "terseLabel": "Foreign exchange forward contracts", "label": "Foreign Exchange Forward [Member]", "documentation": "Foreign exchange forward traded on an exchange (examples include but are not limited to the International Securities Exchange, Philadelphia Stock Exchange, or the Chicago Mercantile Exchange) for options or future contracts to buy or sell a certain currency at a specified date, at a fixed exercise exchange rate." } } }, "auth_ref": ["r1017", "r1021", "r1027", "r1042", "r1048", "r1071", "r1072", "r1073", "r1192"] }, "us-gaap_ForeignLineOfCreditMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ForeignLineOfCreditMember", "presentation": ["http://www.clorox.com/role/DEBTScheduleofBorrowingCapacityUnderRevolvingCreditA", "lang": { "en-us": { "role": { "terseLabel": "Foreign and other credit lines", "label": "Foreign Line of Credit [Member]", "documentation": "Contractual arrangement with a lender under which borrowings can be made up to a specific amount at any point in time, and under which borrowings outstanding may be either short-term or long-term, depending upon the particulars, outside the reporting entity's home country." } } }, "auth_ref": [] }, "ecd_ForgoneRecoveryDueToDisqualificationOfTaxBenefitsAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToDisqualificationOfTaxBenefitsAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure", "lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery due to Disqualification of Tax Benefits, Amount", "label": "Forgone Recovery due to Disqualification of Tax Benefits, Amount" } } }, "auth_ref": ["r1216", "r1227", "r1237", "r1270"] }, "ecd_ForgoneRecoveryDueToExpenseOfEnforcementAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToExpenseOfEnforcementAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure", "lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery due to Expense of Enforcement, Amount", "label": "Forgone Recovery due to Expense of Enforcement, Amount" } } }, "auth_ref": ["r1216", "r1227", "r1237", "r1270"] }, "ecd_ForgoneRecoveryDueToViolationOfHomeCountryLawAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToViolationOfHomeCountryLawAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure", "lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery due to Violation of Home Country Law, Amount", "label": "Forgone Recovery due to Violation of Home Country Law, Amount" } } }, "auth_ref": ["r1216", "r1227", "r1237", "r1270"] }, "ecd_ForgoneRecoveryExplanationOfImpracticabilityTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryExplanationOfImpracticabilityTextBlock", "presentation": [

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and date, maturing in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r17", "r307", "r513"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo", "crdr": "credit", "presentation": ["http://www.clorox.com/role/DEBTNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "2026", "label": "Long-Term Debt, Maturity, Year Two", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r17", "r307", "r513"] }, "us-gaap_LongTermDebtMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMember", "presentation": ["http://www.clorox.com/role/FINANCIALINSTRUMENTSANDFAIRVALUEMEASUREMENTS", "lang": { "en-us": { "role": { "terseLabel": "Long-term debt", "label": "Long-Term Debt [Member]", "documentation": "Debt arrangement having an initial term longer than one year or beyond the normal operating cycle, if longer." } } }, "auth_ref": [] }, "us-gaap_LongTermDebtNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtNoncurrent", "crdr": "credit", "calculation": { "http://www.clorox.com/role/DEBTScheduleofLongTermDebtDetails": { "parentTag": "us-gaap_LongTermDebt", "weight": 1.0, "order": 1.0 }, "http://www.clorox.com/role/CONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.clorox.com/role/CONSOLIDATEDBALANCESHEETS", "http://www.clorox.com/role/DEBTScheduleofLongTermDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-term debt", "verboseLabel": "Long-term debt", "label": "Long-Term Debt, Excluding Current Maturities", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation." } } }, "auth_ref": ["r265"] }, "us-gaap_LongtermDebtTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeAxis", "presentation": ["http://www.clorox.com/role/DEBTNarrativeDetails", "http://www.clorox.com/role/FINANCIALINSTRUMENTSANDFAIRVALUEMEASUREMENTS", "http://www.clorox.com/role/FINANCIALINSTRUMENTSANDFAIRVALUEMEASUREMENTS"], "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt, Type [Axis]", "label": "Long-Term Debt, Type [Axis]", "documentation": "Information by type of long-term debt." } } }, "auth_ref": ["r36", "r1366", "r1367", "r1368"] }, "us-gaap_LongtermDebtTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeDomain", "presentation": ["http://www.clorox.com/role/DEBTNarrativeDetails", "http://www.clorox.com/role/FINANCIALINSTRUMENTSANDFAIRVALUEMEASUREMENTS", "http://www.clorox.com/role/FINANCIALINSTRUMENTSANDFAIRVALUEMEASUREMENTS"], "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt, Type [Domain]", "label": "Long-Term Debt, Type [Domain]", "documentation": "Type of long-term debt arrangement, such as notes, line of credit, commercial paper, asset-based financing, project financing, letter of credit financing. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the company, if longer." } } }, "auth_ref": ["r36", "r66", "r1366", "r1367", "r1368"] }, "us-gaap_LongtermDebtWeightedAverageInterestRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtWeightedAverageInterestRate", "presentation": ["http://www.clorox.com/role/DEBTNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-term debt, weighted average interest rate, at point in time", "label": "Long-Term Debt, Weighted Average Interest Rate, at Point in Time",

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 machinery and equipment, and other types of furniture and equipment including, but
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sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } }],
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balance sheet date of liabilities incurred (and for which invoices have typically been
received) and payable to vendors for goods and services received that are used in an
entity's business (accounts payable); (b) other payables; and (c) accrued liabilities.
Examples include taxes, interest, rent and utilities. Used to reflect the current portion
of the liabilities (due within one year or within the normal operating cycle if longer).
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Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated depreciation." } } }, "auth_ref": ["r16", "r848"] }, "us-gaap_ScheduleOfRestructuringAndRelatedCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestructuringAndRelatedCostsTable", "presentation": ["http://www.clorox.com/role/RESTRUCTURINGANDRELATEDCOSTSScheduleofAccrualforRestructuringReserveByTypeOfCostTable", "http://www.clorox.com/role/RESTRUCTURINGANDRELATEDCOSTSScheduleofTotalRestructuringCostTable", "lang": { "en-us": { "role": { "terseLabel": "Schedule of Restructuring and Related Costs [Table]", "label": "Restructuring Cost [Table]", "documentation": "Disclosure of information about restructuring cost. Includes, but is not limited to, expected cost, cost incurred, statement of income caption that includes restructuring cost recognized, and amount of restructuring reserve." } } }, "auth_ref": ["r461", "r462", "r463", "r464", "r467", "r468", "r469"] }, "us-gaap_ScheduleOfRestructuringAndRelatedCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestructuringAndRelatedCostsTextBlock", "presentation": ["http://www.clorox.com/role/RESTRUCTURINGANDRELATEDCOSTSTables"] }, "lang": { "en-us": { "role": { "terseLabel": "Schedule of Total Restructuring and Related Implementation Costs, Net", "label": "Restructuring and Related Costs [Table Text Block]", "documentation": "Tabular disclosure of costs incurred for restructuring including, but not limited to, exit and disposal activities, remediation, implementation, integration, asset impairment, and charges against earnings from the write-down of assets." } } }, "auth_ref": ["r64", "r182", "r183"] }, "us-gaap_ScheduleOfRestructuringReserveByTypeOfCostTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestructuringReserveByTypeOfCostTextBlock", "presentation": ["http://www.clorox.com/role/RESTRUCTURINGANDRELATEDCOSTSTables"] }, "lang": { "en-us": { "role": { "terseLabel": "Schedule of Accrual for Restructuring and Related Implementation Costs", "label": "Schedule of Restructuring Reserve by Type of Cost [Table Text Block]", "documentation": "Tabular disclosure of an entity's restructuring reserve that occurred during the period associated with the exit from or disposal of business activities or restructurings for each major type of cost. This element may also include a description of any reversal and other adjustment made during the period to the amount of an accrued liability for restructuring activities. This element may be used to encapsulate the roll forward presentations of an entity's restructuring reserve by type of cost and in total, and explanation of changes that occurred in the period." } } }, "auth_ref": ["r65", "r184"] }, "us-gaap_ScheduleOfRevenuesFromExternalCustomersAndLongLivedAssetsByGeographicalAreaTable": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRevenuesFromExternalCustomersAndLongLivedAssetsByGeographicalAreas", "presentation": ["http://www.clorox.com/role/SEGMENTREPORTINGTables"] }, "lang": { "en-us": { "role": { "terseLabel": "Schedule of Net Sales and Property, Plant and Equipment, Net by Geographic Area", "label": "Schedule of Revenue from External Customers and Long-Lived Assets, by Geographical Areas [Table Text Block]", "documentation": "Tabular disclosure of information concerning material long-lived assets (excluding financial instruments, customer relationships with financial institutions, mortgage and other servicing rights, deferred policy acquisition costs, and deferred taxes assets) located in identified geographic areas and/or the amount of revenue from external customers attributed to that country from which revenue is material. An entity may also provide subtotals of geographic information about groups of countries." } } }, "auth_ref": ["r61", "r151"] }, "us-gaap_ScheduleOfRevenuesFromExternalCustomersAndLongLivedAssetsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRevenuesFromExternalCustomersAndLongLivedAssetsTable", "presentation": ["http://www.clorox.com/role/SEGMENTREPORTINGTables"] }, "lang": { "en-us": { "role": { "terseLabel": "Schedule of Net Sales and Property, Plant and Equipment, Net", "label": "Schedule of Revenue from External Customers and Long-Lived Assets", "documentation": "Tabular disclosure of information concerning material long-lived assets (excluding financial instruments, customer relationships with financial institutions, mortgage and other servicing rights, deferred policy acquisition costs, and deferred taxes assets) located in identified geographic areas and/or the amount of revenue from external customers attributed to that country from which revenue is material. An entity may also provide subtotals of geographic information about groups of countries." } } }, "auth_ref": ["r61", "r151"] } }

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geographical area. Long-lived asset excludes financial instrument, customer
relationship with financial institution, mortgage and other servicing right, deferred
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and total assets for each reportable segment. An entity discloses certain information
on each reportable segment if the amounts (a) are included in the measure of segment
profit or loss reviewed by the chief operating decision maker or (b) are otherwise
regularly provided to the chief operating decision maker, even if not included in that
measure of segment profit or loss." } } }, "auth_ref": ["r58", "r59", "r60"] }, "us-
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average grant date fair value." } } }, "auth_ref": ["r27", "r28", "r197"] }, "us-
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options, including, but not limited to: (a) expected term of share options and similar
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cost, and deferred tax assets." } } }, "auth_ref": ["r341", "r359", "r377", "r1116",
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 data and tables. Reportable segments include those that meet any of the following
 quantitative thresholds a) it's reported revenue, including sales to external customers
 and intersegment sales or transfers is 10 percent or more of the combined revenue,
 internal and external, of all operating segments b) the absolute amount of its reported
 profit or loss is 10 percent or more of the greater, in absolute amount of 1) the
 combined reported profit of all operating segments that did not report a loss or 2) the
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 advertising) are expenses that can be directly linked to the sale of specific products.
 Indirect selling expenses are expenses that cannot be directly linked to the sale of
 specific products, for example telephone expenses, Internet, and postal charges.
 General and administrative expenses include salaries of non-sales personnel, rent,
 utilities, communication, etc." } } }, "auth_ref": ["r158"] }, "us-
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M2ATP4"H/:!>|>|8&9)/UXN7U80?M0A4U0T:9G-'3+I:0-: %|O|C.^E,P% M^,1C|
%\$|.9?;LPFL/UO+@W0HVF5R73JB=:;A0=L9LE;3|LHP3W8*SAPKP%! MVKGX6IO
6J!..V^D)M9:M|EMEZ.3M/7>===)ZS(2M'7D/_-!?\$H-Q?#&#"-|
M|KM!^#7P1U<|G)P%,8|H|. < KDI'"G6WVJU>J_4YX>=V',## 6*[M; &@>|JZ
M|/7!1ZG|H:V#_W1|+>V"1_?V R@M5\$*;?WO6J"B5*[0UO-&8,<
:3)D@Z,A!|"Q%IAW6FVMLL*.VUOG%?| M2!/I->-
^XSSX1X|UXS|/#8P8M+8%|OM|&M/C\$68;1P+EJ=F-"U1TM|:E|/_
M;44!|4;|JRA@9^/B(QM+ ?-)XIT*&FWO;%P,H|NUU^H2N9SAI%I!+NU-(Y=V
ML|U^(+G0I661R|;%F3:67'+Z98X"GJ=?A?>NN37@7>-P|H|K|CQX2CD5,/P MC1\$!?
&.A/7YEO;|ZQ"O.6&VZ^\$TG +&Y|:B+J|&&>G=A&UUX|,N.I|H&
M|38:ZMJ&+W2#>JF23MM VEU0/PE"||H|KZ|/SX?BPOK0N;;A*YT@7BJ-:QLM MRH.S"?
4Z1+F8;?3F15Q&=Y2G|_#N|J&.:0\$?9E4OZM=R\$.<8D_P2,D4_/C9 M&9OP#.1?/:H3@+U
-)V@0)-@%RJ\$-'%T=0'@6320!287:1@&-%(OX9|G3- M8O>:'|Z0V;G.V%/3Q+N|6_8M\$: U|
|GK:LP*M64TLXOUET8E0H|M|7QDC851F8#?
T|9#SF"=)1PNW>C'TL#0|2W@QQ^E:"DKSW 5,C^"Y|&766(1

MD:TH(@J&I_XU+"T(ZQ/KWM/-S=(7S^G:Q!S2J1<(C^)+|(?B/G>JOM MAWNK958+
/6D7<-"ULMQ0SASE:!?GT+4NW5#.'5H%XYM'*924_V%T%11('-/MNZ"-
WFBJJ"G4GG8A'KW15)70TR(F|Q)^4%U%GW8AHCH@JR(!N\JPTHU%8/I M-
0'56"E5R0#|TT,IRX"4.,8CB86X)J"V_L:QT#T@WR9\$>9I:6,()|P-|6|
MA'^:I7_ ^!D_\$8RFSK_R:>W/J7UUTZD^3.*(K2CNMEEQ,-|ZB)!13C%CDSH_4
M86\$X<_V1Z_++G<,)%M:EMWJV(JL+|X-57::QCJT(J?U2)6-HN9U:1IMHSR& M0)H
H_=1|\$Y_6IT/TUMJ39W:|K<==96?)9J+FH;T#,\$6D_Q62)U=EK:1C#+MH,X7SJ-
73YUZZB,|2|7NGI6W4UA!H/<5GJ=2L:3:4&=MO6>I^EW;+TAT'J*MSU*I4|LD1@VI@C2
M4M7|1F>27B>5:B!(2R71.J23ZB_W2M5N=4BA:,|F96*D78>T01W8I\$S9U:Y# MJ%Q|-
BD5(IJ&AXJ8-#[T?'SA9))F:L>W#^C&^!SV??6/(@#.W|XSGW=/E|4 MV'I598KK\$N+:QH8-
==90<)>9*FMH&A@UIUE-PEJK6M0T(&^JLH>LE32U#00_MA#0_,?-'%=SZ&41%Y-
|:50%%2:,T%|!&>I:EW;+"ASAH*SE))4|O KR'- M>@K.4M6ZMA%P0YTU%)QEDF:G#JF
&CDD>@BO,E5KIPYYB1I1B_8"l%3RT#9) M4D_RT\$. E*IBM\$U4U)-"!
@I9*'MLF">AJH90F0!Z^L/X:W7"U,-L?&R:I5 M\ M> ^=\$%F|&!5R/-
IFV>H)Z\$68K<,E2L:8J@GE3YJL5EJ7I5E!M(D-V-3@ (8?E2 M-%FFXNYN=-
K!";GZ\$:2VB8ZO011A3Q.0.-RW71Y|FITQ'\$QV/LR^GF4&_:"
M)MOA1RB49D?,J#CU+Y0|LXON;XT*"->:>K::S| ML)\|,--?
O<)|%#,1T\$X.Q^>QGRBKG"*AO4YP(4A MSK^"+| #IG|, @ _ @ ^/L?<=T &_K|.
(1A)0VR:9V4@|<7T&G+L)2.NM/9#T>)'3 M|C3;O8>
(G+E+GR5R>FN/7CQ6%Q:V|CPDK|T1?BR2,|W6=K.S_1_DSUWZ/"2O MW0-
|)+G|O8|)&OKS?630<3_3."FXVOX9S&Z-?'FFV:'MHTF?B|QZ;9+@P=*L-
GN9!KX?.%4R:%M)Y/\$@VN=JY#YD4MHZ8?K+-AWPMZUM8E|H0:@%^K3- M@6LK-
8ON4&GZ:UO;Y*_ ^@G!*=.\$V_ZN|:%L71O2-&>@JKN;#6_5.MTRMWL@K,|F_O4%|B@J-
O%)1LD\$|B.J.O#(Q MLK-!(84JC+R*:F!V-BB44*F15Q7^~B@ 4:615Q7Z-
BA8|?)&7IDE2CL;:%*2H MT, @K%24;%("HSL@K%2-
K#RDV|@/3;C|0;M.E9|JJW+KAE^*@IN|6CKOVN&GXHRS+O:>O./PD^?>Y|K MC|Z
M@V9=^@|A|[\$]=TH#FD_Z_'M%|Z|L;C3UJ5_\$.XN><3QR#Q@|3,>B0^F
M9&@)E&THQK1UX@|Q^O|B*?7Q9.H%,PZH#.P?YU-\$XF;JJ5UM_7-M,%,5SVCK
MKY>&F7O?&(7QP26."1=OPH_?0,U-DLF&XES;@\$"U.&>W&XQS;:L8M)'-%?G8
MN|K&0*K\$S)HB;|O:|C16 !O, ^#AT|9@|!|J:JKJF\$O; \$EU^'X1-5<100>T
M#;B4@F|!|.F>MM&1J@ "M!?'G7+0+RLEB|*|JQ5|?HQ\MBI2*/*|ND8^75!5E
MEC3NU2W<<,'#81!|.F&_S_IB%FYKWB&3KS
M<5V1K&TDY0X;# +&=XF/Q(CU%|XO++XV(3-NPD"&RYXM0C>A,VS"7_G3V*/WU
M>F59MZ5M?,_0V:.(LFY+VSCFVLA, (^";P&0MXADEYFVZ+1.8W"@4F| #D:| "R
M"4QJ&+,J%<,F,/D*D&P"D_6(&VTEU4JD9G_9#V(K)OOE0Z,X%)\$S1:/YFU
M7U|L4B/|:@QONQ^2Q&U)K(VSPV)|&?A2\$Q2Y'MN"N@^_JYS-T|76+M;WG|9B'
M%T\$4A^F%^?Z3Q9:4Y:-?@|K;EO; &,YM%)7M&@7_S0L?"^M5'/4I=O6+IAH
M:5>6JGF^\$VWK5U(LB;(6Y>HET_L7|X*'\$27|>M::SO/GS,|4O(8WSKQX-M?!1<|Y"-UM
B=%W,H6U,K";(*)4SM T<:2ZI=' G.MJ&8^J\$O(KL^TY-PCEZ MB4\$MV*XFP16-
_5<5S|4D_J*=P%Q3'62G)C\$.O3AI7<@P083Z1H_ZM8TX:*.3 MJL)
<;6,39;+=@Q>U.%#NTPS_/8PBG/H7|U\$0NGQN(-V)>|L=D0,^27RG-LU^
MNIW:QDKJ0QR+-UV"V#F.<%Q/?0A%VSC."7/#?S\$OX9|FZ9^_P1-QUM'L*TXZ MFN-
5==&I/TWBB*YHET4@FTRU./+TT'?P/SB>|YIYL/K:--;J=K4-9AD*WEP* M+E,&=|6-
Z+U:"M9(O&D;-#3\$4;WDT#8N^63B^,99E(3<.8S/>\$QZ@+Z^X""U M6ZTCO:Q"ILI0
M|5R4%M|4-\$6N. MKXI\$X;:VD5#-|565/-0NX!>%|
<\$1|O+T7("*)@9&TH4V@68UD\$4=76FM LI MZ8B!+_&SH>C1+DIT%WK0%%C@
M&VPX|N+HJD@/|6@7)*H'NBK23#NUBA'I@ZZJA*%VD9M,'_DVW"&F#5ZZT8|/
ML|7\$^T48.(D=+US|7#^M4N=PR3UCX(R;H|D-WQ|S^|F|U3B@6972 MT2Y^9=A":
|9XH7|N5>R@?7?3.L(/.I|!2P>RJV\$&|N*5A!YW9X25#^56QA';1 MXMJPO.-|SP|'6\$)A|YS
MR3V@_N_)K|'3|)|@D1=AYG=OR|&X_5"C=456J7%C.DJCN|5J25|H5+ M2AE2U9U4*VH
MV|20B|!%NOA|TX&T<+;CCS.?#|3-SSGI0=/5F3I|D,O,D^%) MPY-
ZF70FK69XTO"D7K:KR1G6BB=APT-X!|4,R8&%WLM4|AB^-|PHR|F9*|EBE8;
M/QI^U,=>-04KM>#'(Q9_=>/X^2Z;84:-C553J6*8T3"C)H:J*4LQS&B841,S
MU=2@U((9OX2NYEZZLVV4DV|B>%%PXMZ&*FFF,7PHN%%/6Q44RGS:DFV"HE4
M4_Q:2ID#)O4B\$TJLNS:IG#%L\$F-V*0BHZMMZDF>22 /'9/U/?H) @<&+0U;ZF;
=DR1BV%+PY:Z&,\$=4U3S:DFV"N%44Z.R8XH#)O4B\$V|O);
MK8MADOJQ255&ERE!,6Q2-IN< E6%/JV8>1MJ>)GJ\$,J-6.5JHPO4|5A6*5F MK%*5
6.J*9J**D=!. W@E?PL|'7MU(U9ZFH*F7H#0|2U,TL-MX0;=W,@Z|)

M56\|52DH\LF\H)U%.1PNR:3.,F4\$|5FLLDX%:96_+9YV&?A]>NS7/|DCW. M_!):T=6-
1J02CR;|96A4=RULTDZ&1G77|2;?|W@:+7.*5|WHM"H;Y(MAD|K MH/--?
L70:1WTODFI\Y.R^PF53# *V73LVLR3 M1!(D@)O9P??^QBDU|3(M|Z|",U2DR+>UBX-
JQ!Y5X42|F%\EI.'Z '"X=E\$WJU^>!EWM(E754ORZ MP*Q=K*5J(NZ6"5WM@@3:\$/3P?
S>O3T(>10DH\$(KAX\$<1Q.#O;@2OE-'\$SQ(UP=39FO M+K<#+P@/_H;8'
X_#&%#S2&;N-|LX.+W^_O;>VWEO_4 MVFK3|^_I>:'Z40)^F|@(|H&=(&A^?=-,|=9N?
S.-+;H)*Q%A (G#+ 'STZOB\$SU;|ZO#KN%PE"
MPI7VCX^~^7YY>G1|WK<.SS|:QOX|^_SS|:9>OH7?
M630&.HD#OV%|WCK;LCJM|=Z^1LM>)HW>?/S?A?^M7').+>W L|>_@|T' ?|D
M_/*;|0LH<#_PSY()/,2VI)Z_1'EJ-|MO+)^A;>1P|^!S8"=H:& NXPVI^"%<
M|+ '=;OZ3S(#L*1^M&F/O907Z_O|6;FOWL?*|L|6|LWVG.'_HDWK;6_L|N^4|
M:F^KO;/W\$"6S2J,HC=&9WJ+.R#.*QX>+T RF#Z>>P|!EGO7==^W X=:W_I) M1VC?
1W/-H>|GS+ODTR",WUC#()RP&(SDV_A@Z-YRIQF'2^-@E. YQA_-(%B+GY44M(1EHG?
V="-8D37C++0XV.|2F)^LD2H M=)^/EPD7Y&?BOAH42@X|\$US H|8XVU-
A|V:"+@F|Y60Z#WFC4=)&,(+3P@% M_X\$'/?2EV?NZ;S|^(_&YA2&#HE!J6!@3NU-
4+27|_8>@65@)SQ+|H6+Y_/) M
F9OKX|5"9NH%*|">)U+I2,K%>.0>5&J&;>E9NR|@&9|"1L;KA8SL+QZU5A+
M&:\$T7ISA4813K6\$83*S,YXB#|. ^M^P7FVNV\$ZD!V%\$PF;H0A-S-
UFY|NWV_PGU4K,V=C*PHM&\$AWFT3%7IK MI|OZWU%|ZX_IZ(W%/!#*1U_;;7G!?!?!?
%07'3FMZ^Q0'>+N|_|TE|G_Y4\$'G M/FG,S^\$7A#&YB|.S_ZO\$H:YAD|?'
MMPST"6X9E4J8;M5BD15-N8U9,<=R?^+9ML@O:@U,J12%\$?@5%;
ML"AA1396H|1|&@;7^)S,O=EI_ \$SH|@-"_F#3#Z|OU_5OB1;11@_&RMA TCQQ7 M&._!
<.,HZH\$P.=VZW.I06<>3J1?,L+9A Q'OY@42X3|<,_=|BSZ_>Y5X+TH&
M2XB&=|^T6*M(5CY6*AXZ3LBC2|G*SROG>;.6F#*=SIMZU,8.,>&S1;C;D|
MVQ|^>1Y>|3>I=FNWWWP|9S||YCNEO87\$VWEX :H4*/|AFK;=
7V|M;I75>W"P%K#|ZX|?;VFTO-MMQD?;99VMW9Z^Z4|:F|K=Z|3RI-V|H50*|@>?<
WN_=VCLQ31-7QU8)|G5>9 M;6|_LUFR|QL>T^KD/,#[6J|:3\$H,PU!';M3YEG|EMM)
|%YCK_9L+QZ|LH^_MO|,+ "L|2XRO!R0#E@!G3:GM>F; G^M*H^5V&')6,&)Z@-
M=NO=,^(2FO5P M^!K DB&P;7%&\$-|^|W'SFZ|"<^_13P
HFK>HJ1+';|WW_ ;Z|1W/T16S#T^ M15C+G\$S#
O'B);@CBP&IOJ0TT0RH#R3L7%96!;QYR)WE*=W.VT&:S#VTXX.7 M>N#4N15Q5B6P?
2N0Q97;BP.*W|FCRW;8U'TO-J Y>3T,M&41V|^9,28_=ED M\$'AOH|71)IW*
(IZ|ZS.9CB*,5I22;M3L# M8I-4<>Z(##R
K!|^|@^+|^_|^@_5W<(U;UI2%UC7SDH=G1K1CK-)!*3E-,%H* MQUV
X|=_;T9M4EG\$IBJ|1#9\DB(|#H7'|P#CH;%_B<(?TAR5(|X2-Y(GX(F M?;JH7H'=-
+K7;MH\$D)R!'5Z|O3U\$O8/OD1IN9+,)|CGT|(/:RV6.?4=3'AQ
M:S"S|#\$\$.89=T2Q7D&FN=L:-+&;=<.|K_ O"#&U@G9Q\$@VH\$?H@0|+A99#A^Z
MOBBMN4P_3KW6H*|J3Z#|K4=G4'Z'-|37|R7|SVEUZ;R>/-Q_P_:49KR6@
M|=+_UE1K3+!-S|>L7,/:T6N=!7?;8*WUUDAD,>A|6%HUM %OX00S?)FX*/E! MX%-
MJ*B)CNXHBDX_Y8NCB3> D+5 VF,742H&'BL@_A5XB1^SD,I1PR@|HM9"
MA63DPL(21#N|C>#*FS&GXJ4YUGS;?F>-02LA/SH6|VR4*?/<.N#R GCFTT|M M6
|ZH_HTFG(;4X1CG;'HI-*D?46GH<5|U\$"OGXT#K#D5-7;QV;6SZ_ |AD6+
M.H5NEGMX|PK7=ZRW;'" ?@F|VO@#|@!7D^7PDVX"OD,GC',+AA M|*H8G#Q1#|;-
+6;;P. A0RY%4D|YD08C;Q1&-S\$8_7S%M@\$G-9&;B|=H;/:!HQ+=V";*U9(|<_J;M6 M7U
W+,H-K8;GVAB**'GQ"MBJ*U4@H=T9-#O%;O;7UO6VR,BF,#G|]* (6BWZ
M7;6W|RW<>_"CMO9W|^Z<91:EFM)T=DK:WH8O"M&W|X*.
&JM)EIKB8E6NYJPY;LZ7\$1CU?M| M*MJ69SWFK6"+H^49|8IB M#.,
|?'FL%WY@P@_#BQ14!)6!F;|XL)) (Q \$ TM0S;EE/G2"D=WDS?/F-"Z^& MUUH^| "U
7;M1J2"?;2 ^@F+ %Z, +<|= %CJ1A<<476=5>4GW+7NWW\$4V M:(F7B#G+<
_)/JA@4HP3@'BV..9TP118 M|#@":V,C2L>D|>LLBD!@XU<*@WPX MY!1^|>6)&;S318'C
W*OK|LP(0/CFJR?0A%9ZFM-%K|7(UVWT6#A@|MGE^ MZ_\$99;'>MK>M|UM|;&R|"
|XH7/P.-Y|M4E8U#3P0*CG;'+KA1 2GI_!NAA-I_8P/,2%!^%AAKX3CXWN;8JZ)3SA*SL(
M0Z|Z5I'H#T|=09(FM=ND\$3>3%'FLK=6+"8?WY?PQ/7|20^QFT>I9M?1.5%
M_ ;U|O_ZN"YG>36.H9(F< M#1@B(R0E%DG2,|DF5I5@V%N1U0RA!DMC>+7"&*
M:9PHR.;F@*':1L7_8C)9H@VAY^HGB|!>YZ8?XX6SCR&43XY&()Y<8U4G|Y<
M&A%YKI.YOEYK|HURFFU@O;U*Z==Z%7J>4D_1F'N>LARMMTQJ'@OI"A"%|_2I
MZ7K5Z=%'N|. (Z0<|17L;H_NO@&S9: 2\$CYR!#,%C<;AF49RE-JPMSN9\$=!@" M
\$<2D+*N0U37|2T<_!\$!GT%\$TLBISCZU9>Y;_&9'I8D#63P @N3|GC9!"L< M4-

3Z,:AU\JPX>F1@L@2^H\HX_YF(WGY4*!&FX#_ =NH!"#K?|7=+""54YP+H3
MWQ64D\$3.FSG2Z+P!%K?A5B_Z|4US;Y%0+L@R/O\$"-M<>V\$|F32>@,V%X^QL+
MU|6I9:RDFOTW|N|6|N*9-1Z9(7>P/4|^+15-PHZ)\$3_(_%F8A^=KFC W4"\$
M@M*|P7|6HB :@V*:YK'0S6/A|.QD25D:D2 =Q^G3(|Z3F-QG4*T/PTLK|21.
MC8^ZC;V==F.|M|V'DNL|:|!\$&0+>3HN7V HR|:3"D3-+*ROH;"X@%4 6;!
M/CIX#L4^VA:|NOX-\$M7<07W??(2E:X78.N)|" |AQJX8|+M!-E^4B*A'
M%95<8|58<#0+7)6TAA,9RI+C*;YQ3AXY)|#H?QOX#MJ5)%EEL<4%/2<=">+ M+-
XU"F6P&)|MRT9L3M:\$6&V(=&G;5%YS<;2E.1N/9G<-J""/L8K N@#Y:YV>
MGC:L4WAG9+5;L/ P2\$9CJ|U+*^3D%B|3P,D)<*J%,WLR7IE3J'7HTOKD@69W
M'0.5X1/G> M5G8+&T2!E|2+MZQ>R/PDO(=-=MQ-
)SN.4P1,V0BMDR:|8|BH|J8",OZB*|0^KHL^?#L|/OA5^OR^.|+|LHZ/I-H|HP8':?Y
MTF&E%D+|Y+1_!%OXS_'AI75|JOGXL_6|/V?'EM+9VN_CZO#3UV/K_1HYNSJ
M^.|PJG6U9BXL.T|=|C^L/N?K|H6XYM9.|6SN|CWWWNM>TT|O:ZY;4OKZSM=,K
MI>=|+1HGE%2C4%UO@_LV>D!O@)RYR^P?(W 8?*V!5JGB?+
(M3S<1,&NT,*U6V*1K*ZEN1>9|H|Y|8AA68V.-L9W:<30??,1 MO7NKO66HP5
#4(J0"R""2UAPYS>^7|JL?B^@F&KZ&"QRF(|@KT/UKC#^E_
M3Q<+)=|OQ\$H%:-5MITKF|+EJOM##9M##|I0|L\$Z8'0?A00LA!|)"*S?|_1MB(FDR21-
)H=&' M42W:8;YC/!4C2TJCJ'T<8W?ZXMG64IT%41(:IVKC|XVIZKJ=%05|QM)5D7(N5?O
M=|!NWQ>=,; %1|TWSBO|_*3T#I.NYN=R^YFE?B*:2->H|9?|/-X
MO'|@M_|DN>NU5'/'K|:|C?N:,GV'PWK|TWK>-JVZH:GAFV@*B*VH+A>;5XE& M:-
;QGXD;SQIP4<-HG*=J:QOV|D|C*A)MICE;5TDH3UFD>B|N|-S5VM)#!@ MC(@7I:I:
<<|C&|N*&J|(|76CLEB&F|:KCD|YK|HCDY88CNCQ%8I*7AJ*V
MMZ4BV37NCZ\$&I(9OBS-|(>91)\$K!_|)P:> MG\$^Y6)+OBA_!04%N3-VW2=?
%Y|ZG"NW ML43.5(:SL*6*|8TVG#2:,V2\$37D4M:,Z<^T9W|A0 U)#YNWTL|%ZJ(+ZR73J
MT6<6SJS/+&:FV'/#:<\$X.D:ZESA1JF_7OG%S##4@-1S1F'.D.FJS"%B V5!8|R@(|_@6:GT)
|V8 M1S.|LTTGBV|+.*-&T)1&4>I<5=O,CC;D0.20*9NC8#+E?E1&D-.XE|JCO3R|
M8A)GAJ+VU(&H|K.GMAARV QRD'V\$9M;YC0|>S-B=XJG;(P |2*(8?-(>EC\$C/M8%(-
E%14T#Q7(:R2B8Q;0Q:|BS"==0HO!??)X<^/PAEO27=*,=Z2D3TE4IOZ
M5=5^|FP60PZ;00X7H>O:|A3SXE'7"N3S'R|-KUWYV:,O)|NA:|FMS>71C
M|%=1|+&_JXH^_F4|CE?/W_@I?9-4W=##X(>CF_'|L"5|3J6|/&P^O:8.XEG
MCK)M/BUTV|:)-.*E/)2 T#;|AN|H0=|!#R=|B#6GS7|: 60R8>';>)2;CO*N
MF1*V02YEN|7SYF,?X,KB|OL;5)T7K?I^(|XT\$U|Z|WMN|37^Y@-/*Z^SZ\$\$ M=-
O(|9NB8N-@#|A"H.3C+X/P_=SC<"|&S:|D#GR4 (0S6UYU087/I!?
@/7EFG*V7(TSFEI%4O0RC0U=B-K\$/?3YAG7?)I\$,:8G2|S""P8#SFUM"- M0-59,|Y""|L;'.L?
B<|!%VKJ|MAM5I=7K6VOB?)A|SKF&YONTE=(@9G|!53&O, M0QX'%-K"
|HWYC<49DX;R/#D(FO&&A MT_2"X >^*4I;W=(%|0_4?=#UZ543SGR|"-
BH+PY,6YW=0_R(OV8C#JU#.190 MV_O=;L-BD<4F8L|O%Z|HUY"Y./|O&2YQW?
VM0@,??@WN*#|U?EP0=73@)<M-O8/PLX9|_B<(1X!|6WRTP+|JB<<-?#
(=I0>T(%&Y>*4=1+|!#UQ|!#1N M3X(SX0^@=E|I?ZR %Q6-&8A;P"X4),|2W^;>|<,
<"|B|0-#XS9K?K39A& MT0MNX.^IQ_#%P> /)*AK_#E@EA8L BI L?
M|K8P,8='L3L12QEPS^7#);B"E_TA>PQL6:|H1.)|+.4\$^T@|9R&XCKYY83-
MYK|2VXGFO|8Q"9CJQF7_10#.OCB':. >0M?RG4N?.^BUG06+R=PSWU)0+A> M7\$?
\$^8^%+S/@S?UPXWK>XNHXMG!(91-"|HJ%KD NHH> >H/P%6P6N2#T4>;>
MPKTTU4@V?P#1Z'%DZR241!9;URZ_D>U6X6(\$LP6"5O((|8H0R,SQ/) 7B-1@ M
LR"OPS37-<0HR'PA=I2P 0: B>Z#HH6H;W"H MZVK,HSOI\$A|=^_|DJ 1
M1!XE1/_X+I=(B^)"B\$|1L45ROE-1(+ ED/0&A8B!2#KP;-)AL7C);BB.E0 MJ%XX<-
R6=3I!;85U%4-&|VT%>,6C&#P)EE& !;S69@D|2KT5%KGBE' HB'4B%IDG(/GS&D=AJ;?
1"E,-3PHL MF3JDK 6(P3)!<-!_Y7;F|8!2W1QE| N|L=0KM
:)FIL"@00%:P'X(/6:0L|42L^#M=&3&T MVIA%UG_,?@#8_!4%MC@PHP#\$I@F|-
&&YPD"07T5|FLWXF0XK 9%P|H9<^JM MAM:1Y#%65U!#L);A?4&I__M)EDFC4
MJ6_)B\$>:(JAAZ8DA'>@3P"/W(=%U0A7X:|+!X8|NF|T1.!R=_T
MZOB;U=ZR/GWOGYX=|_M/WO1.C39|?HTEB_ L8.A/202_1U'=.&|)%LHJCS.
M2+L.0&"!@'AO#8\$\$\$ "OP\$B1V/X M*4)U!@:PQV|H SJ"8_/P \$ (S&&+T"C|G&
EJGM@3C|8#F|AZX#NM(4%NIH MY8):C*:,S|U(B'^PKP\$ @P2-U"W%)W)75H0KD-
:%!#WN.\$PBM:|QSA S*Z(Y|YHZ5@!(JX-1#F;N|!#E&^NF"7.
<(/=86B5248KT|3:@D!|/!%)|+4|NDD|:@8*X0+@C3LY?L.\$L7A
MK*E"Q&G|CVJ@N#WV81LCC!.,95U'&@BVX4|PTL*H6\$Z%J>PH|!R1@Q.)5HJU
M783!77!B^AUP@F4^FE5 M)9E(2*),>+(VE9

#U&UE5@OSZZ^RS8LMH8)L<_.D)71/64I0 F\$^/<#=#=
MY".*I1<9|88ATR14F0(7G|.'KRL81T!.(&9?)0J4(-R|%/X1Y0|%\$T; C%S#, "0Q:F>
M:8CU27)-KFW9XP|EE@,X.!8# OX./FF7N"/FIB9;J1U;9Y:QH=T_7!AFAO MX@:.@!Y_HJ"1-
LY4Q2(B)1Z^3 M64|,;@<@#C(Q,4_-MR#%)G46I18A2!/)JU'U-JL!*(W%0Y:)7.B::1UB;
M'N<1+IA>(E7(%A?8//PDBV'R0@L/7P/5ISGRZT%4/%M.13G*K6QWJZ@"+(<M-
:C*8"2JJ40=@:QP5)6|4@"2&AQZLJZ*92+V9AQ(FHNDH4E%J%AV1>5EJG(4 M1"?
<3&7(0&^R2A.L@ !DY'0,%Z1H;:I94AMBEC,#XP)^SP@L)TYQA7GJSZT6 M&64(4%D-6/
@<3U"%G\$75%B,?1O3\$K+51/H2Y|V><\$IPK1S07GWHS)P? M,^?'M-LJ>?'M-
_GWDt=6,L!;)Z^3%GSHU+FAHDV((>BN>*DK!R1B@D6>C. M" _KC9NP"ZIESC07?
LGI&:"60G4)6,JG*>.@0!4D@YD&>HQ"65026|3L|JL\ M
S2B#|1TKI8.>PD7"FC3#U%HE@^K;|MG",JVC:XE!C%.)A|4GAG55"YAP^H
M23P5!W.WBZ1XPYR_Z|I"/E #8V_M)P"D4YR-PE8BN)AL%>.)L;@\$?JX2D6W EJ
M*Q_AP>"|Z137|P<^0+"HUIN2,K/N/UJHK^\$|=J(QG4#!>1*.^Y:-1_2P:
M9;W|US=88NK8I82QL"RL|!)'%H+A,(+|2D1Y_96;>4(MIWA%R|*EPFOI.OI"
M*A'@+'U9HV!7%\$S1HJ&268\|L\$>E2^9>HY7!_3%Z!).T@%U J|A@ *: AG;\ MBU&+GZ.
|+-PMJ|X&+ 4?/9;XV"3,|M&4 Q|W%P00,..*^GPEXKR_MXF70-|Q*5L'WS8U\$>>)5
\$(HMCX%-YYUI K^OG!PO&7\$+|U@,K!. D9' M&! =N0C&7UA3 CD9CY"SOAJ_!C6 F#_Y
LK)!5(+CY/Z9(|&Z;E5RNO:ER"* M/(^4Z^8L+1.LH1E?
X:G*&OG"X\$W|@VV/48\$"CHH6N'(5HC&)0(!9>LR@0 J M")Z'?H5+|9|R4L73F-SUF)01V?
V@VFZXYRD_(0U1HO^C@POYF|M6-J#<*B8 M<+,O6,CP@X@EQ#+'?8969JX)-5P-
5P<|F"1JL4&9&# \$KU\$|J^_YDUZ
MN="22#A\$*DJ9@0TR8OX2H=D1YQ*%X"1|!.L1BFJ1O,C= Q-&G"4,\$JRFQ63 M4(M(>
B2P_63.RDU&|,2R,1IBC-B<\$N,NYOGET7|!V9>XHI#770F*-6V>9!(M+@EB.GP-
)"Q"FW/XHQ|3<+A1=O8 M"4/=I\$|1TBH+5?
5_WVZE#Q!+R^RN|*X4WN*LN|1W0)&#/#&4(WBX42@@M.YG6)"0UCLO?OQV;.@0:5!D-
+!3A5'SC.,\$LY6A6Z4 MM93&Z2G5.\$.-A&T04C-)5N\$WPKA#0@++|JX|*.*=% M6:V?%GE
1D/OBFU2A|!"N8CC94?Q|7:4UGAQ+D&2MTP%-WU_#E6D9;L'!VH M0_UX_AD|PT
A|_\$M7|X|T192\$A,N 8H SDT"Q)#Z!|& B2<"F9J|.=-'B) MU0DVR0XC
Z|*!8W'E61@+XH9\$#0F; < JE+|W+:8/<8C|S7W:I&WVOEOHWA/ MT
^IGYZ3IF=.DP6498+_XBE7&==_7)I(V4SH;O+)|@#LBP2GEYG+|#)%6?^9Q>
M,5U*P6=0)7|16PP.U\$<'AD8@8|@Z>9WB/)+G>W+/%01#M)*;!7JPH=8()8FAVWU
="7TFKD5NL&FKV+_LF3) B_63@/|@7 M=6MSP-7K2>=\$PA^5/690&B>^&Z=-:/=B)
B"C+(V'3;9CV(9B(678Y|VLL MW'Y15SKD|:QA(5)8>FH_9\$1.?R2(H%HGLBF@-> 8(
D#YGBS_+FP.RQ\$RIVZ MY\$&DJ5G@)F5F;F%+(|5>(1!1HDA-N,6'I XDAGND|@"@
&1|RJ|H#^Q\$#@X M)1F47=|0O/4!ZB_6R52G|@9B*W2T'*SY@O?
CT\$Q#|,D'X@CHA,>A:Q>J>YC0 M)2Z?=-TXB|2)2#HV,;)4>".E2Y3=F*U)A;V(C:E9|3FI
U(DH0.JBY45%\$G(M(6" O!3&B4|G)L|JLM<.0?FX-@.U1> XE8;(-<|! E_N"=|ONQ'?
1K='#2^%T@MNN\1RINTO5A?0K)W-|1B/1!|X+F_@>8TV"DPJ(Z
MVRWK\$|HBT2#F5N5>BY<.;>12|*|D8MX+=Z37?@%92@^O(CSJ+9*C"!S+2A
ML4@=/8IN+PC&:|=)4|4DVL9T!)7J%-)SJR\$?)7@,%4" ?6,<@,UGD0V|VY"; M,M). "K|EF
MZIR"7UYRF G.TYR@%JU#SM, @3|^/LJQC-H00N;1ZJ:B|@:_B%3QS'++LK*I MDD*_-
;+>|CHC|E(A2BW^9?*D21Q;PB":ZM' BC%(34^81CV=P(NY/%ZGXJ
M&@ZILQ7QC+KC0"7 \$?B_@SLNLDN_80P#|<"&A6>L"(1TR2D*<|6*9VO)"OP@
M7G@Y6_)F6JKLN"B"8T>DX4O.L=PB""?5JU=63DJ!#T,/"^XP?|R3Z89U;&^ MB>WH#
|H|JAFRB^.'XX-F>PUTM>8C#V"-|*S|S ,|8#.,|H/V\$D>QNW MK=TN M
G4)'59|6EX0%YEWJA%.H|@%9W6/*=F22K3AH5-%,OK|';@=OJ:Q8\#"%"_FF M5*IEH>
(0F8+)|92XOR&/" LP4\$A3%K*U/\$V*_N9/|ZDG)1.(ZTM:*0U PW1 MGJ91Z+ B1JB!/
^TX2R4Z8W%9A7B MX.1=_17*9;&|2-9KEJ7D)T/HMOY&X4)7#RA@?L.'G?
./PY.UYES=/F>X#EFUC=T<_FD;:HAWL|MZ!0^K!\$&8I' MCK!NZIJKM/*B0+K+_D:5W1
HQI" #2(FW6?)RWRX|Q/V29LO:O&? !H0LROB1%PO\$FAM"BNF
Z0G1H9,D\HR@T4LKJM-!XBXRIN|SSJ2:N_W^XN?|>FK.ENB-|SP_2!
M@R'OF|HTD0+RIOHJ6Q1M'=?)J(K/>J?1QS0|?>?;U;|Q2V_D+3>|>S
MY_N5;DM4JD@#:3J?=>)E?N?^C4N|@F8\$|-LBE66I/>2ATK*6P(-I&@%G%Y7 MY>&*, "D-
#O@KP4-O./ST (GPM,G!KY&H.H:H#%\$9HGH!HGJ@Z5H'/?VI\$ QY
M@)*N(1&WM^|DXMJ3XQ_,Z7KC<|?@T^!3YQT|2EULA+|W@E439?AZ=:3?|M., MI-
H3|@L;UX8T=-ZJ(0U#&J_->SK*ET,|6/?5D5A;FVVB03J3V^!SH_"YOIGH
M))7QGLH&=*P|67Y6*3MX|\$W.&,\$XVS<>CP.J| ^JS&|;N#7K:CF=\$D!2T/;
M"UXQ>:)0D3|6 RD/(J7-1 M_@4Q9Q/Q-&S9&%.W&BP3#X,?-%,UUU

F/^LY!=J2:3=BO/6\$3I(-BV.NTS5Y MLHSH6CTJG1Z|9?41J.IPN2IFPG-
G(IEI\$)0#9C(I!1\|KLD!X0J.NX#\$>C-.!B!&J.J YO82U_!"ZPWC50*S5P M#T/L:B;.IE%W>"-
BBSL!^L3AI\Z.*+3J=&@B3ZUW9-M:/X!O*KU%B#VDMV M?
62!QQS+#!80A:FJ@MB2YY:7_8Q.>V7IY+%7O4R&:A|\$|TH7-) MVJEA|MDI4.!8_ (?Z&
8@+8%U/=Z47Z1W;HECF6E_:%F!*+M!S*2,CWANG7:0 M8%\|)E.81|@V3W9ER'+-
E_9/YG:7;SNM(*J>,\$EA=_OLO-FP!;VP|9 /OP M4'WBC3OE&??
A3ATWF5CCV32PQUC'&G-L90A;\$,=&07@X@P#^P4MG P|(#EQJ M\N5=4U,+!U9TS=(>
|&?&H'4D)?((5I)XHL(716_@R)92EX7|417 YO!M4!37XP/.|+AW.%;V|X|R
BZ.QXJN;FG|P>RN M)=TOMQOJNM"-?L!29ZKO(E\$.JMX*Z1R Q-Y)# M0E?
U2H>/13|Q.9?3LZC=86YZR&_!#;_&-BX%%HJL,6P91R;=3H-(M%X2+3)3
M9L9W"5K/T6_6^9(.1Y-=0CSJXA0;/T&J\$)1+OMK8%;W1YXP)T
M*GB*.W24O2!E!"XA6YM:S4RN*7ZK*QLLR)??8GL<0OITA/L3UZ>^M08R-Q1?".Q6D'
MH2LUB*9V_N6W.^)QV=S8K#MU(48"V+12H=ZRHVP^Q^UA4_!40CK+'EP:DW*
MZ^FQTB|_6NEB|(XR@VB4!_O5C18EMSW=JSF*.1"UJ^7N
M4LZ6%O;>_!:%VX!718!8DI\$WV+Y/=-X&JY>A|ZKF%*|8EKZTN"*(0V?=&9K*
M^B|I#C82X<45S+1XBC>P|23,CY2@U22G1\$D\| QH0GFT|NYG,^UD2|9M,2:?! M(4"U3-
@?R)(X'"_MP39SF3S;%?XPR+KT*0:GP4#?6@,73QF&&4,(CF^7MN MDGW>&9Q?
%&&!M@J;3*7*<^Z2&!B/V%Y/4#Q9QK%0W8LDY\$|!>%5|,2|,9Q9D..@-00A5EA,V+LD'7
M|^_9&MX.4&4J#3*#5:0L75'Y=+(3@AN5-?/E:2:90\$4T08B>CM@,I"LW/%I M-NE>37
"9_DIC?(00P"<>X\$7'?98A!G?EB',8'01|,G8BUSK,;|19|:\$A M)MAI!,<3A?
(VV7Z<.^L*)!/*#%A(0.Q50-GW(.&7&\$Z.>0#8IX0G|+21%! MAJ91\$DK9K-
B1.E(*D2UGJLAMB7QV1A/BB33U H@5IY:IY9/7DNT*- @8N)@ M+CA|LREZ630R!%?
&|V/E/E"JL?8AKZ"4@|RWG.AJS/*7!>04Q19RLYK'E(2!' M,0DF%%5(*B&
(4XIP1*SHD%4|!CU>MD_+)NL!);G&G%":@W>4#?C GD_S|1C" M-UYJKV?
FB5W(D(99AC1+-NO&N>A,I3&VU40C!W(6J89&\$+H4\$Q0&"TUA0F!
M4+%L\$VAMB6AX8'75=HVJJWH|_NWPS#HZO#B|.OQJP=^'7XZ_'9|=Z2M25H3L
MDQ!+'8A|_X5AW=H)Q253|<#|!(3G0?45H<&/5IF) 9)@MP\$H?>,'J#53LY*
M|TQ,+V9E2:4R831#CH&12YV+AHG7D.;B-<^JV430%#@AAF)^)\$|L%B"4Q)B
M:=QZ8@#L,HE+&8?H@"I1@VOF-K:T1.,G F%4C&X5I8N"X/88S17|,858W9I
M;K6:7@A"33Q;J+LL.LB(?GKP8MV8RD'@4&6A1|*1H#0V%(SL)DZ?33,?=4/Y
M4IFTLK*RIE'HI<,<_+2HQCB,W/\$TLA2:5 MD,|PX5X!F4MF=WU(UY^?
4YLYU=\$'T*+HR+K4SVL,YE2>EE285M(LLL0'Y:"C M6R?
R=C1^79%AZDRK0>Q5X8|<=\$@:LTI@P3F1.>|;^H;J/RIQ'\$HR)EJS"BF5 M24*QMU2L-
0C*TJ44XE6,0ULZ?/YR0,S1VN!.WNFYLO4?-5D,W6N^5IN*_|. M8H.RM1-
J1^26L6DG4!!EKG+*R5IYCER,MA> Q:5TU">_*!-T2Z87?GI^7M MF"D7U?
N)5!K5.*|N3RZLRY|C<2+C1@%7G62(K-|N3QC84%/H<<9U9HG">|:| M/UG+?
B1S0U;|9X|=N9+LA3N=NU_8W5O^0A\$ISPK:L|M6'EC @+VL|5,G.1Q4
MQC'YX(OG!@|/\$1J#GG MG8K1SVCG?*,)JC0E^EA4(_TW^'0?
K\$.P0|&RWG|H^OCX|)V^.US.HA?2>YGW M+5(FD>.^'V\$/%^U@.9F:> *L@>)
XB2S18O^DYL=&73C?-.A.#'9S?#C9/B1 MU6(BA2BP@YP"SR0?D&;JXLQP_1.&IWO@-
=+T|,"-)"J"(",7,PA: ^'5PB M:PT(-#+,I;TBM.@#?#MO,#^(8H" Y0R|.
MJXK|H_3L+*"@<:X>P9M) |HS5.V#SGRV|H#RXNAJ&07(<"_?H(R=?0/I,' M?&?|@=/
<=8*'43!\$V7N7|*%"3D77IAT|)J" .A'.K.+P<60DMMTIG?1'Z,6-A-XK"F7*.:
<.M\$DW\$\$>=I&PCG6?PDV4>OGY4,4< @M\$"G|Q1YOL)
MG:V=9>R.1XEDBA2/(2Y5IV|FNO(I!>(@,^8G,5H3BDGH H9HC2#@59&;JZ0A M*F-
FJXIX'(?C#C'^ED7Y.;L1|BE&ZZ7\$P.-DD8ALT|DT*H=0ZZ*:5DSC^1%Y MTD/FAEC#)!
(M'K(HG4K"O"R/Q|YKTS&T\$)/A#F;,ZX;.;P%-*H47,|L)_N(9 MBM+*"U0T"8#L|?'EE^B=.
(XG-%#&<[*T)!U-|TC.I\$R2/Z(8'=:G8|V:8@PE
M3|F|P"2|(A_\$.>Z01G"=S*_ "N7)U5%AL)\KD;Z2"9B* <62<988Q "@:HT M> :CI-2A0=B;B
5H""|YL6P&09GL*P\$ M=QNIH\Z>%, "9HB2:"KJ!+: E#|J7!=@K:&D\$'_O+EX!W.
4IXU0|_N/&X M,UIBP=XA+.L<)253'NOVR8X_"<!*|K+N)
(U&=YIG1N'C/I^A&I91R%4SE4UPI M+G|Y\$H-%BF+|1"@!
YW;J88/|8\$\$4H;DMM8AT|24|<-HCK'B<|LR1UFA3V MYN-6I67?JUUY:QP/;4:T5*ITJD-
SM-@%15,(2 M.^*S_1R&%D>IQ\$"=H)E>W29_&\$)JK=;^0L4LN'I
MW=SJY:|WK;^|GW_.|AW47|)_PH8B8D V9VC|H:-FA/WCX|:"VCY6A(@T3)EY
M3C8)^C&|H*.W*2(+I)|O93@:@WA|.1M(-FO.-?0N@3?QN/" M&VZ#4)M3-%O6H73DQ
|R0QDC0I,H|.=&C9X|H1ESK=Z2B/SK|^""96)H|/P M)W9EZ/+HW=I=/00-AOG?L?
CPZ\$PUA8V\$/Q008@L6|YBZAG3 M4|Z<|O*8S%-09\$?Z@AA\$E3%3=6 4|755KY 6|

{@!Q@NG,6RL*4:"00L)L7 M9#G<2(Z)/E6?&)>^+-2.YGDZ8\$1"-
S%1_)W@,>+''O\|V10JM6\$RB6\K2@"L\ME0)Y6.WN3LELR?P\,0_R%,>/>!A">J;
(+2RB:BI4!;&JR\$E?*\$[6>!X?X5F: MD\$=WG/% A0U2SPNH>L.DB?"0\$3@*"Q@I*
<8!+PK*:\$'LI:BRP5JB^@DXI%)WD M.-6U+>;VV?X MCM*:9(8S='-&(LD\CWJ,H!*D?
\$:*Q@>@H>G.\$YT)E\1L%ZH<,@W\$-E?|N''',MVMAN=,|Y7SF22E)'-I5JX#'(OY)AM#G:
(43+DI+M%A%2^O@Z>4#5NJ59ZR| MUY"ZZ\|V9+=,;BW.T=R(ZO1JF:317+=+G|?
8S:XNUAY.*PZD^(MX;U%@7+L)TA.U^/CHW9;UA>+=0K:F)'SJ3 M&8<)-
NWC6^H\$3%_X_:F7E)ZMB.1.G94H':0@<3?Q_|>K8M?8TGCMBEI-"6-M-
=E,G4L:5YPH=*6%#0J13#TZSR|:?
(>0(FG*E*Z*+DZ=2J,\$5@498V.R*)%*1%/L^C!5%9DYWK!DJ5L@3T)EKJ&X\$?U_
M\BZSH%)C+D4Q=|RFX-X6/5^TKWW1*.-8(876/53%NN|_L|P\,9=K3V1\|LV M&3'7\$7&-
(>>>1 H=FA\$;5 =|1/S9CPB;\,;+2J;G7=M.SLY3'|@2RGF&[5;^4 M63RNU
(GP@/J|T0(Z(1B5 C)EHS?.8#?>\$-M_?>XT*"Q/B#N5@GA+#Z;"_M2 M;
(A.F)&+F@EM(2U2\J;.(WO>_ ^WPG35*7(?>\$=MK>?
^X7KXCHZ.UU=M59PS@ (Q(CA16I286'7:U4_S|N=;AT*>|<58A^!CKUGLWDE&(&D
M5F.T;PQK?0(Y\$!)\$WE=J%8Y0(.:KH1KN5:N&ZR8N\DI\$F.5/TX"\"T3#/,PO"5 MHE)J
>4Q93)89C'3@PEI#O.:^TX@,KXR |\$R-/V;T,1:L9-9!2QL|+;8"B4DSAG&^6(C3JH-
:F9*BYO|-0=!:I:07\G&2/100J
MCER@*UIDK.""Z4&TF22VYCS_G_&V|U06/P@WYVT"#\|0X9+2^A 4EL42.4R
M!3|'*>81,0|G18@,;!?,K|5^ ^ ^,=.03BI J|2*H^P\$,2PN)W<782R(-9#J)I MJ4#:7%)?
FEDUOPXL%V2<^AKR2RV;)?)V*3K**H().4#RSS!A235G\$&"CJ:I0S M-!_6V @)E*IK1M1
MQ0%J"ZPL%"X"1U'H^'7LBM-' ^4\$LCW|.5=>:|OY>2PBL' 91LS.<9|9E^T8 MJ2\|?
U'|"Z*|6&D\$/KPI3I6HK'>*5*|L?#Q6!,M3/|DW9=(O|YJWF22
M%Z(&3B!\A^A=GKSR14M!_@R5:JZ7/3)G+0C?D)\$K/",QRDC\8 R1>K?>H3KE
M@:)T3=)'*13(V"R)5!O20BG::F@B8G*19GJ"J<)^3UA27%\$|V?%77.1WT+2
M0H6:A9(N*K?L=)<;31JJO>U?*D CYV?>\$|>#KJ|"D3TGD\N+\$XU:6*|G)'7;-C
MK%>K+MKT8"A(=&<5/#|&'D>YN"UV\LM*M>8098Q-52YFLU14OR|W6J(ZB.Y
MYHFJMY0'HH4J^WN7HHJ^.\ALM|\$<+S(O|X8R':2S%;@BR'3VKJ|/+|S/L\G?X
MU>I_|U|=GIX=?CK|>GKU'WWW(.&TA1.ZE&KL|WOML7 M(GQ9.F+NZ*XZE|AE6:=9?
|!BX/JDLV7@XL,+|/)?4?&32*1P YE M;/T(RR_\$W_.9CB+YW G?
3\$=@\$WO*VQ#++!K@#U::,W1!:V,^-DD/C0Q|JGK9 MJ\$DT|F)3MJ=OBL!*|(+F0
Q>^4:K7RIX+.H\$M7&H:F(P|#)9!25<+6N1ZLT M2#1WI&.A#P_&_4
Q8=B06EA*0V&8*M(V*#CL<=B,72R9_S-QKT6AP4)O3,&J MF%,I=|H3
4:LYB9;#B@7(7XL7X|'1>LCJ!@#J" MN|HBTX<4)B)+:LC3\&J|E8|5@<&
|@P|*!M338T(Y;-25R>:'=,29PIB:O) M9C:O).Y0'!%2,?
C11|6\$M6CCBPN67@|LC.YC"\$MOB M"*3L+|3<7*KUH=^M+C9%X3Y8S=C8A&&
T54M^6>@L+HM.:1E5?+4CJ6-(4R MT&FB|(#C::6?1XW_ ^)A<, ^ZMEM4 MK%_LET7'=
K;7044 :04O&HG|35*+9:Y4X2|<%|*|:CE%!,4;PA@.P|%V00Y M|?G-
+1|8GQOFMPFK4D'3)G/'%88%9\|)!6(<'?=V; 'V+F/H?46HQ'6#/ M<*<"N:
(<4G;G|5+2DB;'U!%#|(N>W#9_KT9M|P_3U.AI=EBD;L|SLA|9AR)^ M?
|E%W,G'6,P\$R+#YSX;U/PF=O_)F\NYHF(0^GG&D44Y1(L?\$|KDMXF+M|EOV#J|K;
|HUWJES M\$|>W.)QHQU#6P3(LNQU<6L|UN"(|"B G%|>441?P99TD|2CP+T83!53W-+
M!S1|!D6GJ"\"L@2T6>O!&+IW@\"|6G@RS;P8C|B EI^4S*|U#|^4KV?|@_)E@V;
M!3|+^UR-!@-.D_-,3JG.(@BC|R=ILB1'B^_A|=;)BPW_H_F3|7G1\$P:8TL&2 M5?
3ZHS11!\$ _+XJ>Y U'Y,@H|\$4I3-C|V#LI\$|L^3<,T/Q/J+1|6?L%H\"05O
M%H=L(YE=\$FW40LH139.!EYZ,#.1\ KI5N#CB1CPI*Z/\$8A8(16I3MV8GN88R M|N'-
TF2SO)M'D'#|2-9>|8 OTHI1Z^0S@- &\$P.W+;K,U9*B,9W+DGW?*-A M-
CG7&@Y_0J0;!5)\$ \$0L\$^ZPP5-*>X'!W9.G4H/Z\"X6\$>,GQM>8C@U<-
%G%RB7\$)SKW/'EZ&V* MBPL=&<)8M;+\"A^?.D'V>J_ (RN=^TT2D_SF??;8
MW/M@=^,XGD8'[]?W-QLPHR=>/>:|_/M|BJQFAJ\$W15OD!L.\$|L0C&UR*
M4.1BTEN>BY%O,1@K9+653/&|'\$V+5^;6@G95MUV C4RKTZOC;V+ T^5I M_Y_6R>'1U?
EEORSI5?E8KRN:^1+|\$#(D 4R'2\$1RW@Z%|'*@JU0MN&HME2T,Y
MNZ53WALL'F+|/8WJ#E%0D-H*&..F="Z(
MDTFI6ZTAP:YH2,IW!LXRR0)D^F42DH\$WA22OE| MQ%2_9#&6AE1Z) M0X9R"#45O'
M#V+Y|@;-|9(MVREFX9Y-C_I9R>;<,JXJ\$GT!3I:EVAF%6W"?+|/#_C7-XORW/? M-
5#E"GL:HW^1.'2_06|V*_X4/NG_9^|F^,VLFW10U+1|YS34@3(UNBV6^ ^>
M")JB;'9;ED*2NU^_V!504+!51C(\$7_ ^IM|S)T)H\$C*LL@B&3=N'XM5A2&'
MG7M8>RWHM3@'K0\$J?1\$#&!*9)Z+3 1O.W=C=|TF0!2>'>&X70+CQ:?'^2;PKZ

M+>>Q6F!WW)?/TE5].#|HJD;H!5F+?"N/;M_K/LOGY^ZE,:#_ORB!#X+M64_&:M
ZE+B/9,HM,D/#,K\CO,:|PBX\$*D;4,VX5|.B,FYE:8VB-2"0052U>M>Z#!JK*!..?
_LHD<8MVJJJWR|O(U)J*G'*MMS#B^.|JTY89/_0:NT5+7T2!?
MH8,HUZCY=9%ESF@>02D:|Y V 6A=|VG3G4&9X7 %JC3PC0H<0:<0= O(W4 MRL3?
KHH%WTB2|.)B428|'1T#6E6^?D.(:"-)O8 @45?4YRC('X&U+(ZE M;LB@-
BGEX9@)+B3%=&|S\$D P\$ =AKNX'>!: \$W44,-(:NML2|Z;6E_+..@&D M3FMXZA)-
JWOG&U) ?-G?X#|O,|TV|2,1H(-,TJY@#V'>8P\$%7;^"M,#>.MS/.)\$X|+7"J)RF&
5\$0('77&/6|;-N%9%VYQ.57|W?BX4D9>/V MY. +\$1|/-LICH8V#?"N81^6L_?
IF9|9.#KK=9VQF:73\$=>V@+FXX6S;,\$&H MA%1L@,(H
#4!RS=ZYV#98>W1K8MZ33+=/0(T&@)=4|)74KM*^B|+&GL;5)'9 MS#N>8C@|?)(
|8(L,\$CW!O;C7+8|MAPL>L29>LDI<|Y0D6Y-|K@S|STWA@37 MU<=&1!OX',*)
(/4QA*>U>.YJL Q;:&518JV<^^^_;)9T5 \$R. M>^XUY;,:O!I2YF&:"!"/6S|+1^K/HZ\CH
^D|JVCQQK33 Y-FUA1S?5#1A M<5!-62%<'9.#%U:(5&+ V9%&X-%:>:'F.B
M8N3=6Q8!@>7/X":H!=NK^S.)7!TVYC|A@".32X:&LB'W|"&S7/YZ#Q^ZAP_M
MR,O)%9G0B2X!|0 O\$@CKC^1>H MG@_S!K!N1N9!ET\$.0@75PJ/K+|M48"2
M'8B|'3YEX#5Z#U-Q5^QDVAZN(&%1%^7#*'-#;:[LN<+?RC*OEB)>5R@-K#O&
MVN*\$.@,WD%/A_/L\$JG?D/4HF4C|LN#(0U400W,:CM8."#NN;O887,+ #3>UD
MF"|#YBW9" U55VGX4US_="FJ#JIO\$|58@8_#5:C?@T,%K%ZREBA;^,S+1//M_7L|X
ON_O?GJUT|+M8>I,Q#>^IPP8D29AQ|E!<-H2 M\$S!+DJ|2_4SORM&|
<^&V>U30"JN;ACK2*+>|BP\$GED8YF',WZ80KAF^O"87 MY3>:/ \$V0NHWW?|!\$P&:@|W
+6\$N5TB8G,Q,)"!-|T_&L,:=TC0<:4|JJA|Y! MYS>W'97A|JT^|NIO&IW\$&|J7N#L,?
K=&5^A_\$1I*WIK0%#G5AUW"8(DWN2NZ62BDG)&ZCO
M,PR"HSD/|HP|+9/|@%.1D3E'IS)B)3MT.Q21)D.\$J:\$!D./Z0|2HI_G3+ :Q
M3YV2DNL"!08M9@X9',Q|HGF4Q&4P>L3| (UQX|/#W/#\H)(6,4&G/9C@07CP M
I5G&5WZR\$*NHJB8QM/-S+ VL3|4(R(J1,,RD*T=[5>87*QIDMV6VTWN27I
MUBL6XMYCHDU0>J37T64F+>*3_K@ND,TLOA*, \$M,:=KER|HY|H8'_XI9_\$G:
M:NFC9NN|;-*VPBS=?&);+"NA.%4ZC6NB\$;8I6GCFC#7V>:"=DI
MOGVFZDW750&_@('MG!=?Y,&##!A=(#4J%|H5|_C@|Z8MR_?B;9Z!|&FF
MCFZX%\$NRJH|AJ5,^P_2;<&OV>FZE1|IR<->S'.LK-M7VPQ,"'+N&))WIHQJ#22<"NK%
(X&,:=<,T4A5"<.QLD(HJ,E2(')/8B=Q(/4|%E|=?YGI M,|I5)|>:J35Q&WH7, G49.+|:W1=3?
|F*FF-09L#>|1;N0NC+PQ,|_X1J 6 MXOX/Q)U_1FP-
Z52<_ (#P!;\$"OW=PH4U26|;M87N<% +:(U)^LB7(|&_T) M@F2C9(QW|7)AHQ+
(Z,_B.^##)8:*\$!\$'U&;8|,SK "&!/48!;|!<7-EN5J|:
M0Y1@|+HY|Q'JP^+>='MR2;57+Q#D18? M72^!3F>75XZ|S!GO/\$:S%:5PP@W ME10+
('_ \$+YT07WJ#7V:A*8B@W9RD+LI>A08'X@&T& !:T1D6RXC|7N-.T/|L M5=| \$
LT^Z>BL3AN98M+"&@|5FGFK80U)Q34Y?V@IS:%3V? M<-F'CAEX7\$#Y
<.E@C6^4;"\$L4FZ7PCW7?E7D'B+0FISY2=|Z> M\$.
<8Z*)!>00X=|452N)FHGP|JS@|>MW7&|LL%| (WL|Y;Z"MA5(|U,J|'RWP-M"<#)B0_,?
L)0;T*AYC8U-O8\$J*3\$J#\$>(M\$D/6'J5H>5%7KE^?D/;&Q;717 1NHJ89UG6&KRN'2N4,4*
|FGB|05VBMV;_ M\$0A'T B&'E'HR^?
4U8=N\$QT:QF/,W@./ZQFZ"8V" #1,6Q+1U3XEY>ER06-M,4?>6_O;M%+LPN>V
7@05@Z,@(09SQ@M;T;Y*|7X\$@5!T:C_R@2&E,/9GRO@OD+4,*)TJDPAl\$#4_*,
E=HODW/L*3*3MIZBN4ML|X
MY,QJY*Q36#!AQ&B0\$F0@B8XCI|BUN1H\$#LN2"9Q@_A#>3M._*,J,0 (A#F?
M,63(@LTPR)?*2?O"Q2H\$CFI#&^9?VN;KV\$'
_FT/=!1P4DU>CGPIY7TT*&5%..W<0"MI0Y MV^@-#"YKY;P">&L!E 2HKSD(M>
(25SD36W\$!>C#N|W93Q>^|A7AV4T'V9-M8EL0TF)=:".WXOZVA(XSR?
V1&IJW7\$1ON0?KAYFWW,MYTVC@9@+ #Q4T,3'7S
M|\$GJPS/|@|5CAEW@5912Y|ZV%4L.)(@-'3>D-RR\$ _NYEY>G.Q'4^47H\$-F7
KS@Z/296J5. M2R(0:KC<&4P1,!?QOX#L;*T=G@|H+VW+>V.|RIJ;VAM?/^M(SP3K00,0V
I. M6FKDPOA/X:=OX2,RV1E+"Z?XJ(ADOA2"&0#@0N_!=|D,,@
YAF^)'7'G4/C|J1E_EZ|*AK#QX|VAL=,I% MH4-
G&Z;,-3KEU4|+A=BTO&L'H?);^N<<|8)X<-8V"8+'#HNE+R';_8M M2|N3R/C;G=4INIF
'F@|X<#02 ^>S;|4(I=E_Y^N2CEYY8Z\$1)C"+DRP4#B/ M7| ^UYGX#F
AU"0QEJ;|DI'1#,2|X_2S=8S'->?9\$1|FI+QF@D M8IMA"QJ4<081Z7A &C6D#9(2?
@U#G,K-%|CR%&%/8S_3F\$#K?'6J<_N4P_R
M\$>;5,%D^_484;KOCM@NZ;BX5VB;B'*.!|&4BCX4S90&Z&\$8K\$2I-|'?G'C&#
MT+V@S@2J:A(RJ-C86Z(/<%DK^P!=XLK#(9 793N4|V/R/G+,,B19<(2C":K_

M4HW5TK3=DU(/\$S24R>/#?W(M1XJONYC&OS2L=WH N< ?+AE> /V9Z^E,VP:92-
*-.Q+.,4XT!N=ZYD.*43W=>"WY1J5EM1J51U^
M7K"F2U3B.AJ13:!!Q&+R_[G;KL6!*#.Q;2)I=/UWUO1+_6^3,FYt6Z>%.XZ
M>CI14F8Dj6U)XH/,IXK5P'@^<5&CS1SCWQZ_D)%1&\$UWOF%&.*A/05AODGD*
MFO:3L77...)\$*XEP7@D&54Y.M&G;'M/F36C^@OPCO\74Z>K-Z,1"(ZCK'FW1
MX&;4X^4A?M12.S,U4B@E0LL=/(!<088>)A.4O-DN=JP^AQ:4KXHRD\$";D<
MN>+5@J+>%HJA8)BHXC@!K-
'7XOPGEH5H*KE.B\3G)C9#Z\$%\$?)S[3J]'@C7X8I=>P.OE: L"/41\|C<-!IPFA/XH6FXT#
MM R_5) ^4I%RH>V)\$JNO970>@.<8#(JE7@8P@GQ#SH,% .4>58&L'UDV>Z M?R-
J_2@F&8_' +G[?H(#AEG\$4&)H #46GB15I*-D*=-=V(%9(F11!/RVE""6WL.S34#1 8
7GC'8I\$: MP?P\ 0(Q(C4=K-BFRR5*,^ .LU-4@66\$7CVV>+J!'%AEOf\4\$|+JFE*SLK-?!(
MG)F\$#H+G4OC/^<7@'S)!,?K'7GG&Y|@'_2AR>U/+ ^UF8\$@1)\$OD&'1M\$+&L
M(M2R/PR/!|/F(I0JV8_W0!*|G%'Y(IA /H<1R|O&/G=Q M|M0A3#@6.-=
Y919GQ1UO+"VJ"-!>B^M3(NU#?/1YS*-5|ZOQF2|E=.I==51G<.;|S
MC.B&O3N&OQM0Q)\$L^F#F:%)9&:GW4+U\$#HFX|-M%VE4RRD/>MCMT9,'|KF5
MJQ>P_LI.6=\$K1J_ (C ?>.> |9^T+|I_98%)0 BK\$EJ#&:IS(DZA;WKN.D3J-
7N%N++%H)E1#S/4B:'2|#YGJO0X5OI3N3^%05B,!/+ M\$V^RZ=N:V'6G-
7!;V0041@P\372>LLXP>8&| +O|:Y=S7PIFZ|H&B9K7 ME5,L|P
NH2\$=J9*+F\|70A,I1KCUXN/A2+2&\Z90Y==4|3\$%FHJS0G|!RW5_M@A\$;^3-
QBESQFK>8Z \$!AV501*>N47J9H:|'.6)>|.XZ+H-7=?+UPN%,9"PQ7PW|2ND@;D,4
+1*0T M9-ED(TMNC|VIZ<"!(F,)|9Z!:%#+@T: M'|,%\$,LU#5|5DW-
O\$.X.CV/QO%AOA;"P.VYHW?9G1|(\$T'9N/>97"!4@O'! M=,8T?5;6W-P5|CA08F):
L4")^OV|P|1>Y(=Y_" +=74> Y@O|C@XIUU3"\$& MX3)0#<.^HZ99SC(.4Z7..D*RN-
5|'YM=22_6=&Q*2RZPK|FEI: "\$X?/TE6Q M"4I3IKH\$7 L:|F:P|_F)!4>>63%"G9=/4%?
8)#_X25)?8:A Z6 M8H-S16|48-
(338E,2"3X&M56LLHK)DN"=+9DWH)XO)6L.D2"@@R3)H&+Z00PJ8|5 MU6%W+
|&;5J989)^;X8K<'B_UUZ@6&A#,8&'5U"-C<192(!L%9*ODE?"@O"
M.=20ABE2!#6P|(fS0UHP>|-5=Z1*8IP
93D*TP2X.*77).!%>S\$:O\$H|&@9/9=3M%KG+%9/1+CHGG6.;_Z RFSV_> M-
H>B;.&E1Q|:YW)%!O>B?32!#=:;H:82"K/\$X4#O&;Z3V3V;_2<@TISO>.
M)3JNYIYOW4VELT:DF8 GY'4F|)X|_ ^|:F6M+9D^ ^ ^6|<,O>\$1 @ I&M%AG&; M!P-
(Y*A#7)G2_6|G'_OJYR/\$M2WQ_||2E=|I.0)\$H=NI*#+E,US%(OP M6V_>-F&@;B.^
8B6M_FV"\$YD4%;@!V.%XDNS)R|_|+K7_8IR+&NTG*Q4VQ' M6|8\$HF|S
M"NC=%U@#Y""+5V4|NE88')-90&:Z2%W84?!2B'L40U-NF.&:C|
MV8\$O522VW0|K'NHP3#W*8&\$%#=%&3)JOZ!|!\$89P|J0-L L(B@X2(:O<+0?L
M\$(0WVH8!9\$E4+K9K4M>4-E)(3Q:/YBPGN#H*+WS160|@?93.J.GYR'N@VFU5*=_?
H,^!FD)C/UN_FJ>I>W6>2X TFX2@>9@'QQ|>SMKS%D5Q"Q:@VX.L M8-
RE>OP!6J4|N\$JKO#XG1*9+7K>|. *N?PJ;NT;08TJNV|)#A*^O/ H|-4\$ M/B4 (Q@
F7UGT3#Y:|Z?BCJWB6WP7S*/THN.ZE#WY&8R5QU4W@60W\$'81
MIQ:#G"D%TR+N.X&OL1B|FGO3/D*5:T(QFL8.-^ ^P60W#).!|" 2!AA4\$90782N0=X3G/G
WW&.L0MPT=N# M
SE.;7D_W"MAX2)G=F!>8D(=ICN96CPMRJ%#VB=PP@8|UO|I#7#;.%Q4|5@3
M>'.1BXQ18\$1I2E|!#X?;B=4I*/2+;0Q&N|_N>(*:8=_5(9E#00%\$*!L". /!MY"N#K|=2-O_V
I(M%+D3+0/I-HB)@'%UX'DPM4S&.'XCOD4T9;QZ+BX0>OG&B_BP""9(3W\$S|C|
MX%GG"2P"-EG+VB4-EI:|ZW*H9^SQ+/. 'J'&=Y|T(X8<-MQVH2QJHB@;.&10
M\$&U;JNN% \$QGFV&-B44.\$DLG:=,4R&R(|@KSCZ&75YTYH.I-#;.-OT831H
M@7&LBDCR A8QGENJ0>A|8'SD#6_82VBMPU#E>8;EB=%)ZO,S&-(W8ZD=;(8G!HI#-
HJA7#P;P9CS MGPA!WREIHL536;.JC.?6E8'4@)2Y(+)\$L,J"MI^J=|;UO4!|/LFZ.@5:."@
MLQ?%T.\$PAOE*<;Y71)6(0D/2'\$BBDL\$J |L1P!;#C%D9WF9G@,S0UWYU@7R
M#IG)\$OR;CUCN:)EK^J96\$ WY6):V;ZC8|3 /"HCY|>O'4!;&B0QT;0="=# M-
'CWEQ6*XEZSQ/*TOB;2B""<@_LJ??XT3WJ|Q|UMR,099@ M\$LO-
15M#9#050F|M5=VEX;NZ: (-'PZ+538|\$:4I0U!HAI?PD(MSR)1#9DWB M8UJ\$Z.J""MV-
_#8D+0KFIZ)6U=S/2+#W_QS&I32%|HH=21:OWZ2YY76V")X MB""60,AT\$2E|
|ASI^CQ'601W|22"N'K%(67"HAP_XYKS|FJ|KGO=&"P_+ MT5 RI&
E/;.T&XKW;L&|:F!WM_-
Z|KU|N0/WG>OM3,5LE.IP>69\$^C\$+5'L#ZGEF%4N:KN>.;'H.Z'|NE\$7|8HG,ZR#%\OK3
MXOG_6A&O&)M&L,5U);.GG;4@ MN!>K5K2|VTX2;-2&LHEP7LB<,XDTW8IS|P"5<#&6-
8GV%#CR58Y9(T3/Z;D MR(<<_#7P6F(*,%XNT*H,

IKSR).95@099:"AF79ZN.0,3JOJZL4/DPZ"@W'<M.+^?4IO#J_D68G@Z-7WTRGU%-
C@7(3TP8_&I&+&|C TP7|J*|;Z8F14MB\$0' M?4H|Y9-=T:4|)D\RDAA'
V@|ZO\IO405V3VX39F4+U9RE2^|6'8Y#6'_3?W=#FX6U0NU69.:?
6W\49K|_PC"1^V'.W_6K0X5*>48F69 M5C>,@(T&""H6;GZLST'E,;S32'PL1G1
LP9<+C4T3L.B*|A/SU""S.:|;G/V<M^*^Z.'6X.T^?
Y0/3+%RV(TMK453C""USJZU"C803NM(1N+=H#78B'R[5O])-'2 MV6?V;-'#^&
DUJLQHM06ZJZ)Q2&A<=%^_YP-Z'5 MNP*PG|S|T"R/B"XP>R| ML;G9_D)_^^S-16(#|U
MH|HXL;HTWU(U&*&KL",T-V'C_?;W;S-A""V+|9 M2?_1_|8U=
2+YB(5:N|BB9&"4RA3J%*|&.22.)X7WGWXCG1=(N*'.T1SV1 M"3H03#\$.GL:>3:-
!B^2+^WD_ UL #X)L960E#|X^1F|!#0>_FQZ*3"^N90'FV'89ET|;%BIEO>SO&WW
M4075@A*DS@MS&Q'IC|=A%6NT01A|P_1 TJ15%WPIAQ\$T01(5)|PP={3\$/C5
M#;Z^/UTI(A%(P.!L9!9Y|.TQ90X,K6|B4|ZC6'#?QOT434R1BV;18|BHRY*|>5:B
M\$KK6(P^3R.;*J+!X/ZVQ7X(S26F,OK*6S.T|%QZ1 UD6"NV|SKS|%)=FRL|N
MK%WU75:~01&9=#\$D6X(K"P*Q|Q/P:CM4KT6O-MK|W@TZ_O 7=8&!S|5THWQ
MW7TW,K5X>W(.!T_ %8@J#>-.D#^ (UR;""!5#\$*2-/J|G\$-4|V:0 L/P|.N> MZ4|U?
H+R2AQ#1|&V|AH|_&8L:PH*7\$)9)O\$ _PBE=W>.)#B#R|YA^CINS@.Z M &
|%R_*3CO|N|*GH"U-9'K8%Q&)FU|X>^)H:|((%N|=0?A/'R@"&BE2@#\$GK MBB57 I48-
|H|I.6'@_2(U%_LV0Y|4;6D_E86|C/R?|!L!
(<|W1D4QP!;|&7\$#BRN%LF0FGB6W('4.GH*K\$W#;FOSSAG|J?X|!N,-O| M5J6N#|P
/6"&@%>';P^8&.!AW#!.UT'T9\$>N"/Y;!!/4M1^X(U7@3-X#+2W0
M|O\$|T/(>:+DC+W.'@):!U^.|"K>WBE:9"|@|B-F+;!!0Q+Y#%S@0HBS *W+_ MUT4#?
8N&M-*|RK 00-\$,U_AZ+XU MGK)%4@"VB(JA(H.8G@|XR>D+VKXB_I=,/ #DK0M9^G5'?
P8V,L6RU6=:I7YUA MH| 1| SE(E
DB"+MFH:>|3H@+"&N'U^7X5EAHLW:BXMX3QBX(M>XXRFN|7VV ML;D+|TH?
C@.J#T3/<9)\$&3XIBLV&8W/A0Q3-=LB*&@7 M7Z>-VYC\$&F?7H"P|FD^Q"3
%|!T2Y;=3L|HDZB42*^3F|XTCRZH)NIR|+|W MS,6X|&!4)EDHN4?-7B"9_-=+TRSZEG?
|6K5;XAP3KL|_W;O:;X;|3"X=O;/, MA605JY@MFYQ16S6R!>#|?|HW4%7|,4|+MV|_ ^?H|*
T_-QD@+'#54I"2"A; MMTI61(UZ_ ^G="F=LM&?R@P=_ 'G#G>9D?"QH)WXV<'SB|R4H+?
>3V^9/G(:6, MZ>=YI@_ ^AMFPK|7E9M.#-|OZ1LS1Q0.QRR|3W=5Y18R8H/L Z
4WJ>=@Q*@Q M6|J>M"9K1U8_@TG>ZJ9H(ND);Y%E&F*=S,SJ+8=XK@.BUI*L1P?
*PZ8| M)-!)K"0W%&\$K/7&Z:3/P1Q\$4P1D7|A|,9*H:U9S|+4KY,\$1@LK>+_HUG|OA:
ME(8W<.-|N_'FW>O|O|_T,N|ARZ7_33X5.-*06:69448*@(DH;0SX,N0
M:JH&XPMC2<\$%QW/#|30^UC!(_K/QU4|.E4:(@8E4?L?4ZUBF^*MC|*YO=7.Q
M|JBCVC\$'NU_!Z/S4FN8Z|V.(?38R^I"IMD|V_H#9QUSK#MRSUN#SU@?2.@
M^6F'7V,6RUK%Y"/\$5%6?E%P;0H>D_HHB|J|<5;|I"^5?=5-FQ#+;Y\$M/*TH%
M)+6T4@Q|P|8!_ =AH&7A|(9ZTU-3F@B/6I.>J4^5A-
209&#XKJ:Q,>ITG*G2|+"9E%EU8=%B M| 5P5.;,@M2K 6UX|\$=[+?"?.
|HDWD_UL;*>C0@+|JVA.^>S';AH6I7|T 1+
MB/W&="|ZXI|462A@EM+,W^Q@E#|7)V,68>|R3?&"/T M#N9@E|HLBE|S*|JD!7|;
Y1CC%QB87?8YD"<)P 1F*|X20 L|J'/TQO8&)Q M<@2YFTI0VP-*|+|C'IA V"
L5)8%METCTQ@&D6YPCS_@L+SYX.=O'3"@06V(M."Y"21L\$!*H; M4;YGL-
Z<:I861P1^0E|5<_J#>OK(:|*|@40%=M(QJ,@R&750;#|\$|_2"6!^E M#1T'AAPI6KZMU-
ZXP/(';H7(N^|!+@,|"ZKVA%|!R=V|.5K|^MBIE(IKI%>
MF3H>5|5F\$U#W&&K;|H7|NOYC|FR\$+I?D&SA1|RPT|BKL5.LH\$|*>-IG7 MA80%?
U<%7GR.3.'G5#.IG81Q\#+OL!5-/8\$|2IMF-S2WX.'PID3\$@<'6RH
MH"13E2GS4"|XC|D)V;JBLCK\$>)ZMAF##:G?@V/D6<3;?&9+RI9J^=R8#BS4&_M|!
#'8U8Q"JT&ZR5#S@|_?%X= MV#BZ2Y>2#':7;W"CN'4JO#W|5:YXT|_-R)YW=?
U1<13:~KE8(*<65FFJ)1C) M(&;"(Y\$AODS'11L5# 3\$,
<06BJGS96K2G'/P&||JN<6'X.V8QR#/P@JML!9! ML :4!G8#WR,<+<+QR3W""|1|AN",OB1
?J1-AV MMHB;V96>6X-<0LT(H8P1%+A.)%) =^L-9ZO@683Y'KWH#IO&YVF41LCA0/3
M6DYX(T+95X43G')/Y/M^XPPW(XUCF|BFK30P/D.X @=>|#:8+1%/(.Z@ M|4(6X/(KVB:
|+)%#CV1B^SHX.ZJ.KPLIDD;NVXY=>|?3\$|_E1LT#2YF<>^BR MH-
J\$45C&|9L..+>)M_<2EDRYZA;3Y36#10^4EDIU|FKK%Q'*)HBQ**A3P7% M5_?
*|JR@|""DA19"R(WU;LK3;F2,PLOX=OT, =7HF|Y(\$%R009=5TG9|I.(!
M90.H(EV,3_*#U^20YLU9=4K)XH&3|V*R\$K>B|:F"P;/MFHK0/5|'-
"LZKO+#U.MRA."QQ_Q8WQ^B.TX1KVWAY.R6:%N?9^LT0-+P|!1'#0
MBG<\$A"+5"B)B7|CDA\$D>YEK(D?WA?;CNL"PS_98&(KU+1.,70!=IGJ@8L>
MOXOCL3.14#|8I^ %R2|MSXY90*""/_H< (%\$;5@5FF30?B7N%-ET6\$@B/D9 M?

6:)R@Q5YY%-8.4>6:E!0F&=&30(F5R&I=LNE MJ'SF" G|UH4AJZ\$, \$RYFO6A1M3&
<'G|F_) "1(1/W_2H'KL(9TMRB %0>VKJ M4V\$X(CHC'5@|UNPA"=EK5J+0^B9WS*+
@F7-IG;FD54N;-,%7C,I%G8D2+5= ! MG|EG^T|/R8K+K|
P(PI0I:OTT02L,UN^P9QO(@J"R56HHZ=S|KXFM'-E/S"
MQQ_ ^XM/C\$>XAB27>1M+) \$=H^J*GK=&(9!.B=\$TY8EV5\$!)Q8VGD|_><7Y^G
MG:=2ADQG#R?U:='TK46JP|D|1ULZKS/UHFD%T0|)\$3;UVVY(K4U#Y(UV8.ZND
9HH10+UZU61;O"C.)U^J|9GF|6 MSE| #3-68K,Z!#3K/*77?5|CMP8Y1;>=7J
V!8D#82A4\$*\$S@*_>N\$F"SE*@I
MWLF@|D'OO*JR=O9%SC%I'3HYQ^M00:6!=D0H>+O5L@%|,I_/6?/.U\$K-'_9 M
+|\$MF|0*/OR.8<: ^) |E(L%B*,QXH+&=:QN3-5?Q#6
M2MNNZ1%7"BFE&CR8:|NEZ00TZ::P*G\$ACXB5,4\$| #=JXD%*3#U,(A2\$&0K|4
ME,**)8FBN=F|:6|V2#V/ODNH3CS|)\$9/>@ W-XW>:9-7IF.>YL OEM,C/J*ET0| '*&|
JO_,UFUE-?|!% MDRD'/PX.MZFWM@D1=PK%_ @Y<9L.64",N!B2"=ONE4CC
M00@(&X6I>8A:F"/T#&.K%)*'C|+C8CP\$Q>AY>YS|HE-2AAS(7E&M%|CI"%*2S.<%648?
\$^"O&!: ,KCS-HG7:,YH% MI0 ?YN9:99|8W:T-6ZQI(KA9@V6#RNL<-+>-
YSG6T3B.08N5<* "S1EG>;ERK MR4@7B|WC/"I3D6-BU73A1|"N0'U1,^9*_6;R
C'G6VPNASG5N6|5|?G3\$%| MI<|4A+2RBX6T02,C:'L| (= %ETH;F^8_6_D6C1+|?
9X(H= !6A6SM1 ; M%O|!9LPF|T|\$E/-I:|@6=KC8J;DB;8BC& J?0 _/^J(WA4|7|D^P'#D#-
AH% M7Q@\$W|@EJ3- JMOK*V=G'-*DA,!7I>0::D!70-9YB6-!D(TH42) 7,-SI// MV_OD6QT"
MMVT-#EO2(:E /PKCCJE2&GC^ (%+?#.7"/K9A-E%OPX|32V0@=U3LM%FEJP-MY-K-+.
|LZ%|@K2<4^I#37U>ZM6K#I;='E.F9^JR<0&9@?/ACR=4C&|W6UOE
M1G|5*::Z7Z&:/5ZX;_-\$*/9>V,CY*K6(+B#;K%GKL6;)JH1+AAB>*7162
M&9;OH:2U(7DWP^L###W0#KL'\$?XK*)9.7DBH: ^&HF3-G"" TC4@F/59!Z(*)
MTT\$AYMH^<@_MUJM)I^(_2@(|H0-TH3NI*/7SR||V71EK(*I.S)DN3 \$<_T
M#A&2#%QG-V#N1 |=G|!5.,G|N2X1%H)I,G|!YMAS^6007-+,|)CA/L'_T9G M:
(ZS*|R:R(EBJ;L"SF T>%P:GJ8>BKG)R+|^>=0>,'VG\$+W XB>/S\$X#;| M-?2(5
@)\$!8!0DNW'-Z7VVK|Y0\$#&26E;TK;K,6ADL+| #.;03Y/! XH+S|!
M#="1^T'?*J_HKKJ:20VP#_F@L!B%#T\$ M!9O&HD.L?<=,?#<;GRG_C^|ZJBM?>N,
WP(N!00;<|U#@5=A6Q-&5@^/ M%*IR&#IHQ65@&Q5&F)&6%MI(KXA?\$Y!SG)H-
O&?.\$=,O=OZ_.3')J+BQ+^49YB=AJZRDYQN1%R M?DWU)."6P\$37|KB0.FRP>1.WZ
E7;_KC%*8: +<09S(Y(%|F-R6TG2"@E!T\$ M^:VR^)|@36CMD6X2*V:6AN?
NS|Z:GQWD&9(53K*6Y9T+;C;?7=J|P>'8+\$Z0M MD%;;QA*",&S3,-"+0ES!)-
OJ/2V\$X|@WQ(9A(>D'R#=#8(OS/80'ISWZ?X1(R?BX)^IR&.WU1 K++2-;>B|@
MEB1""+E""@ (KM<1B|Z8...B")&.&\$ESUQJNZ>|+6V5.6MI5
MB^T%79B88KHQS,WE:UQ|9|CPXVM?'<"1<5-+;7Z=O8@|,|P+0E40L>M,R^+
MM==)"C4,T7.!/-|LLSIO|1U9'K&.9L\$-EG@H 1NWJ>D#P0|L%-3G';(W*I|
M(92CP%V#?)3DG9T50(0F|6@HRQ_9(Z&2%T8I9|+ XH&_EA-(J<&PZYS"P|; M1K4A0.2T
MX)#+=YA&Z6'N;;00@ (O+'&FVF"-1N)#XE?RA2".&7)Y13_A%9Z6T3*&C8B|8 MJ/8@-
DH9C.&@|N|VTEI|Y|%084-3U.K&)U!|RH"YZ#12 MO^HA0I!8OQ&?N4U/,0R
V,T9@KPS|Z,_2WB9D#+0F8A4D"/E/!_E+(QN-VQ M!<8^|/QA,\$N8H
6KR7@9&46G@M@,H3:<7)NP+7F|'<0D&D87<7 M=G3Y&
8KM4W/F3+#W,R_/V>#PL;F+-UP2HO5\$D/_4!>/N8&4EA "Z!Y@64 MA^+G6;
|)01QD@IX/4K)M:S5N5,>;,KIM/GS/>.38+,HOQ=AHARD4X\$='8W|F M_6AS'+39|
*H45B|'3Q\$@IZLJ.TJG|17)""NRA)D|_?&+;CH^QI4TY'C9 MI|<=R)V(14+.ARV|<%0'!
03-9S^%;2/@ MU+T""XH#)&4"&.CB.0<+DRD0Z7*G/6*U\$*\$/
M,%HWN#E!ER/"|!%J.&;61/2TZ>%RQKC,H@9|,|)\$%G#\$UG-2R:~1W)-L^M"T MJR>9Z,J
4:~@K.~&E);|TQ##'OLD@|!%*(Q3KH|94LG8#(2->SM-|ZZ&)D02.\$&)< M-C3|*^"Q?
Q;BEZOXN(#GS|R_4)H>|D4N;9/5+F'BFS(R|SAY R(QX IBXI
M74DI309)&E^\$9720"JE;88XX: T3P(8"(N*XXL^MORXTW@/C'
MGS(=L0^ZPQ@2_ ^Z_M !!B8@2"@4MMDD!W2
W0SSARTVRT\$|WT8=EY07\$P_(1C7N>.X:?"*TDCU|K1H:AU?+89H
M=MEY+2VD>B0=:9H |*YQ<_8|?'6+(!Q4U_FM(S;AX<+'7/D'G.A&'BZ'_
MA)Y2VB#>GA+|N%('WGCQ|N|^ (S1P%&G.H5-+0#.XW*T>+U:4SECGT>16PN<((M1')W*E3Z'\$&_48S;0#J\$"*DYP4CL,K\$ F?T0|R(|-70702##C/EU-FA B?SQ M-_MUN_-;*68
NI0EAP)6-..A=|1< N'L|L#<.T12HAZ*!! SZRU)*|@L=Z M_=QIX9ZW"JRCQIS47!WJ3?
RA(HCXM^M5CIKRT/K*"Y|,?ZB,KXIJ_()7K= MO<4>1F#95NLH'V)C^V&ULLT#M;0?
*JAW(|=HZ\$@1GAAG.*T #XC-UC.DE_EV_SE@(- M|3P6TC?
G'<1+T5V:VGQ6!R+LWM#Y(I,IYOVR_W|?_ :0LG3, #Y@3YJXO! =,L6PHD'T"!K?

%VQILH9'T\#3ZB4&=*QZL2.,H_1*>LOHD M#_1H*#J_1J! T:'(3)?69[?
U05+#+4XX9X;VOX2URG686"+4\$\$\$YY5P?/>ZF" M9L)T%@K&0[9H!66A8X\$SPWM4Y%<
MC@V9'RQNE^N5*?/=9B@^SA*&91N4Y34JQLG:L! MD:D@IOK*]G:PX;#M9\$3YL\$ZW],-
Y_K*\$6A*99H5:-X\$!#_+LO?>U558 M(I73
@'1>SE0H2\$O:"VV@*2*=SALL:5">85A26I^*F!@81=Q,%<<#MQ\$"V) M)\U|CD200<(M0-
3\$W4(:0UP/<5RBC3PGG=VZKQT12 D:UE&H;26%803"I2
MD#+>N5IQXA%##%OH*D2^&^2I^7#!"KX=L_B!2A?F)%-?@GEU^/9_L^#^=5'
M\FW(=W!VJ7&G;0NO('(&E-GC\$??%E*IL)9D\0+W_UHT\1/O#*.#V5#D.RE); M(9Q?
L:RQ&(9Y]\$"3VVI^;<7^C"5:F-6^0-&G\$&&+0#G!D\$(D15RCDZ>>M(=<
M+!7^>_#HHU#Z=NUL18#IQSX_4+53HYW,!(-\$S1_N,Y1DTo>@1@%*F"MP5L!5_M^:?
4'0-XD\G-#%/C06+IA!@2-/B,OCF_09Y%|WSZ<4U.Z-15ZB&Q&"\$2@NDW##=,/I"-O
M2E%,U;:T*>#"3[|<9&16')9;3'>O%?4%'N8S(X_\$"%%3|V%2=0B%J "\$AUO
M,A_DM*=SW.YP59%R"L9[5%0<|SWX? %1,<8_Z2?C7>S/7I&6%WO=V#%E0AJ%
M15#GD/'D!A=F9(D)'F-)K|H1Y3#"5:CVU-J-?D>Y56A/RAM<">CJ
=#Z_AW3>0SIWY&6^J3SZ|\$6&Q=5VDJIVY8%D;2_%*H& ML0BF-W\$#0!JZO WP.,^P:-
PJ_RR!,>.C?7_V\$CL;1%P4!1EB#KL18'9G7'.@J_#S*!>RF0E)%T
M'P3B!5Z1@'D9_#ALSR|B4QY%0R/E**5|6|O|CVDH"OBX>6;Y'OK\$|E.|>!M
M#4I^PDF\$7?7.S^(|B+AVZ16O&(G|X%,9_.;B.|&J7\$AWIY4QP|2&4VB
MCJT\9%H\$ZZ:LS*;-SAE;%ZD)^V(*M"^V.);03NJ*5FF_TS*?BJ|Y,%\$#\$#; M T6
Y9S&=NT6=O@BS^!EX%D@78#P;JX+7<#%K\$UBE'#\$_SP*8%5O/8'A<"B
M>.!>U36=0B^;?CD|R;-08MAQ==ZPN2_KXQQ|P)Q0'M!'0_A070/N5#*=BP
M;N);EH|GRYR9];=&*X+-TF:":4QF"W_4--^*J7R_-YOY\$(EJ)"G_U(N*_P_M'?
9GD/9IL)2"QZ&1YR7Z4"(-;=TXJ;(4082_|OB-^@N9G&<<@J/BK'"-"\$6O|@L\$W
M,9UXV539GUN6CR(%TE:ZLPN8.DB/:?%-3+#+=7)+?&.PM%!\$?|_Z"/##<";M
M'K8#;\$BZ3_)9V_P)M_*0B;Y M62U8NJ3*@X_S:Y|MU|B?(#<;HKDG\$%&^F-
EHBf+RX_Q/Q:1*U_01F!7H1O
M.R\$P|HEMT);%\$F:8\4(>'^35I0\$G4E@RZSZ9Q=N_H,X8;PYC_0\$N(V"!^:HN
M0551H@3;GWYQN6(|NR*Y8M=V^_O(H;|T+M)N&)BG9PN_41&-15":C=/OED!
MDJJ2\$(PX2.D4Q@6:<[2!&+"^70C>OBLM1_1TN)="_>B%;X'CN.+H#>@TAT MEV_\$IG?
K?)9CV1<925@?"8.RZ&"|^P/X2|W;*2|S2%E3CET_/1:|Z T|W MG NI?;F5/XD?YB:20-
|DN0S\$7H'W)'#T?ISBZP.368_/8A_YG,=^CGKS+!D MFRV|O=HY;.:OL\$T4-
&R|M>!Q=Wd\$IL!_3IC8^C(ML|&CM_'MJCZK1##|R*);.C<6?XJ|*!>-76+&%'|_@/W^?
='|JDG\$.0P;7;PN\$ _G|X
MJ_\$/CU^X>.\$U>|^,V*\$ELVQ8R%\$K;3/_VR3>E>0>A+Z|_K%H<5)|LQWI;*/
MV.QFVA8YJ_CWOLIG3VG>GX=-=DI01:E/>W_|Z&GYAX)T(8FZ'L(|S!HW)/R
M\$N*Nj=DC'P@(8(<9&YKP,-5|75AVL=N3J!'CE_@BW4F.%+M:OH7AUS3_5'MN M,M02V
WV&KJ1Y*LP\$V69&XAI|.DBA!V)F0YO#1V8>R=-<0*\$_.7!T"+G_X_/M4=O=U6<%)3C<\$;
(TT@6?'W,BN+>0A#E.Ow(?+&8#0;|08<"#YU%:|)TZ
M\$W6%153I&|GTS8;)=GT/"N9UY1\^16E7M/.326(8\^FP"%G3&:W>N#NN^/H(
MS^26PQ8Y8M2U'UE_S!O"HC?2Z*D M!5Q.T?&*P(7EH?&_UNYW>^;X|'(\$\$|<*TLBN CN
-4,H1RX|^&7C&Q;QV6D0_MBC.7D1;1.Y51,(EU|HHU3BL0"0,&-BH^@M@%5|P.C_P"5,
^R6?B?1&HUXRJV*^XDCZD#0#\NX%FM/Y.3#G4D|F#.C5;"+'O=^R2=A,@ M\$@;(WJ)"J,I
UN2C-02=1U--(V)"J%R+1|-R=#\$|J<>'3AIY#|1% ^P%,)"A=8 M:4VG MFW5|N"*KJ-
ZC|S|8)3+1Z)BGJ,L&|>E\$B/(-,B4J@U-+)^YD/BC"Y.*=IP
M@61JS@|7#V\$X3YX>Q=Y&UF1,.S?DD!ZH*%I2O"P64>;K_3WNN;+XXI_PS*E
M+'Q%D3Q3|S9'6Y!&\$1C=6
M41W.'U(ZZN:M/11|V*LF!W\$'2'N*AT%8.>^N3|3U6O|SJ^|82<@=\$|<>:!
M+7:SG!N4EO2?V! T: /B-XC4\$RO2XSM/-:0VQ?,0WBU"E"@ \$CW|R2/B3-V- M?
4//X+R!@KR2E2P5S(!\$-BZ0F;MQ:F2W@1|MWGV'2H-O';XJ-I#M1!% == M:*Z.#=(<-
\$""^('C*6(K8D,2=R>K@UZ'7=3OJBS.3/1@)_LPB(5>#Y*'R MUFS(T?S_%8MC6T@-?
8^1NT=IO%E,TD1:66&;H#IMTZ|:3W&9/O:C>.I2LKXM#%B%IOUHB\Y M&L'CLQV23)
|DP=FQ!M\$\$4_F6=1=@M@2H12\$KS"F%PE269?RJ-=P=BV21E6AT%U2"H2X8.T)I?
L^R4%Y M_WJUJ2P_R@T61XN3YW7(=OHEJM:W-R-W1;E>'%#@GN2=S-|)%&.AGA(K'.7
MF(|'RS?%73\$U:HPL(X_#U.O^-5?\$QX=X%^'(XR|6H2^!S%,\$X#:3,0L^+4% M-
|NITSQKYXUSY:F)4_|@J|_ZL: YX_WAI(+!);Z\$#Q0R'(:K@:4A9(LJ M@WF7?
5/'^Y;:%D)NON""V@FHL8,(L,^\$E1NYET-13%+R\$,YJ*2 M-/E(@M67B*(B|S;.:J|
:60J1@S7DW*!L_,VJ|>4!5CX!2EZ-S>;R,W&T
M,28|Z|^;Q3^\$%1DHSBC5AO|Q2(#F7|8K>FR3|-22630#"E@ (Q^2%,^FB\$DEO

MADE:\$<(\$EOPA ?, (I.Q)@!=&AC\$841EMZFYHYCE363X0XA%!:-\$%Y%\HSRY
M\$=JTG@>>HW@|PXR!7AUE) UWALXL:/@4(64"H IQSM1D)HC&ENW)L4XXFUI(
MAKOO!MT_R9B?\$A-Y\$PX-OQ4&D,Z99Q4O"#TZP\$_0FRNT,0#BU"(@2&I2 BSU
M/+:K|\$0?1|62DY0\$S*14#,%,@?2D8'2\$+>FA#ST \$<,2CT(VCS&Q=F;*\$ 44 M/6.&" |#:/-
-JL0*>235G.P@&Y'=GC)Z|3>2+NT&X.U&PT70RY0&|+0!O2 M,@'&,PJI7X,*%)*T)#
<3E\$:-:6' 6M%\$NF^P ?!\$DK=+=#+V1G#I4P(-U4&"H MQ#@
)B+#+V' |G7.J2|YKHJ*GW98U9E#"(!.'G\$?WL@9W"D?_-*T"F%1EIV/ M/?6|O4(
FC1|H8/N#WRHES|+>*IE&IZ<1XI1?<9&9+&(L75QJHYG)906%TTZE
M)"&,I2Y\$Z>S35GYSXH-1UF:5|6N&+ZF:|W"QT|1!=6=#%N&V:Z+:RQ<59?%(
M" T/"IE4P^=*I,MQ9%Q@88<,PL>PF2L"!H"9'+N^6EM;=OO33JN(UFRJ/MK
MBVN%UMF47"M#6S&2|88|*I/:1%LPHH\$2MH|2J@%Y2CFP=39)Q(BK>J-
M0OE|5;GQ79|I?"#@W#C+6YX3<(9 M '68=H|L|K6N|,F867UF;?
XF@N5P==SWNO:9I;!*T|RHW@23@7DV=P83G\$VS
MMN.=-(&IY(@6FS.#TTTK5T&4\$9SQ JP@|)1)#HIY%+G-|T|>HPO!4P-U|EX
M<#R9;0!K#7-T L8U.G*M2P-GT*L*W"-:/D M-W+Q3_1_|H1W?|4,NS2(^UX>Y-
F2^H_4;#S_ (/)|UXR &:=7&49W-Y*QY7T MERT=V"8MLL2@2GWU+I"F90\$)%M |A?
9E8#*#@.0> /,;YX&6L,K1-VG|A!O MR?/) -R...)@%T|| KHQ|H'4-AEB: = B;"5F
"^4DXI="A5^3D'> Q(M(/&O M|X#\$>T#BCKS,'0(D2F>2,UN>|8!@V|*-
X2+9"@^|H/92<\$4.\$^Q9+G@-4YT2 M<5G%4;1*?)-GB6'PLHQ=!,AS1GMP8@|H^!-
#OU.BE8%L|L1PV|9>0G M\$M_MM7|T+Z=8-'R+?@.%I:@@LEV)5D^8"\$:GHSU\$P1-FC>
{Q|R6/|.JN"#S!> MNB#B?O#8&-M*+9UP<|A"(\$F2A|H-OQ|>WR: ME+KA0"(4Y,
|/AVQIQ;R56MHMZ728'PO%"L #C_(E0 |AR;F66>8)D2KXK?& M(YN\$M!6M=|9"!XP:?
NC:,N|U(J'&F083@HEFA;6X Z,)G?:5SV\$+Z-\$T8(Y\$ M5|;%-F""
<8ZC,?"K,"#&UZ<27!9C;9<\$'AF>5 I,JT5,9PJB. 2A,& MN+7/'<6)-R?\$MHG-JDJ
Z3=%%4Q4S,^H"TI-H7U8#|&;>G7L(:3V;#Q'W\$;?
MHY7*^)|R3AO<26'QX=WY&GX3PUKS-NZ|TU1N%+_MSMK6G7RA=;C"ROP<5AD=J-MA
::_6M5E B\$*(@|@-062-IW Y-CID7B(V&7'?9RT&*^%5&#@.^F4;NLG,R M6#H(?
P)251@+U+"AL*UB\$CN8PQP7EB2T3W*T'44+)Y-V6A?-X&DY2/22:X2T MU'Q?
B,G=^A1X%SS!?:;PB|+^>.:2|5,Q8_D,KWK@ MWOTO M+I?
\$&O!LBM|39N"WM+)|\$I"Q*3>.6|9AHDW%+1.4 X'M2RQ9L)-1OB5X0-K(J-MT^9<,
(=UFY:\$6';;C.WT;RZ0@^=&J&1\$*|P.3;K|C;%:NK0YQS?PES7H.SRK M D#GT\$-?
%R3IH=\$F-8&&1+IH+F2,EN+C\$|A%QDI@Y\$ M;JZHRA:M|34.GH|CWPW?)R
7T@!#FSD*4 Q OXS#C1!A_MVJG?TJF%2&VTB+FJ."JY1CMJL:SY/>DI=
.1=9*,,%A',4%,@UD1(QHPX94\$*8CVK_ |#|<8 -H'/\$?LZ M=37)S,YFW|;
'0K@=3G=GHZT@S)U+YNZG_=(GGH/'KWTZI.(2@5)FW_8,,K MN^N|+.8?7?301DRN|
HYCB|RK41HBF*BP\$|O)|/2@|G=US!#D+J-.G94LEU M*J2B5E=5V"|@FG'_##+9.&L-
A3\$|N|-VA3I&PT:GH O(EXA?80NF ?B@0/0&!&RV- MK3>#4Q2,'=--(37B@*A@VQ62L4?
TZ:P!@U:>|=3"N0*|_ =9Q!FMYK8#14 76 M+1;D;H5(@MH&8D'*
(=DMK_|V1@+HP"D'B&+S,: 'A!Q!DZ-CO3G'24BXX1/S MONBV&@H:?'6L|R>F2BM%3U-
"!SD42(=0GKORF8H|;)%%GU|CRVZQQ;MR,O< M(6R1"Z47E,L)/;V!3P%
(H=:S% A'U2@Z)"E;1(.H+SMK#>FVD_""|R&=:6H0
M|\$N||X\$+D1.:MB(E*4H0"GP)U5|2EXR;-LO;\$2!AC|K4#QJ1=T#: ^+*|9)7
M"BQF*:UVD!Y>DU|7NST7H88XFY:|?W,F+9 /XSIP|US.)LSHD,0C#5RKX;@<
MV7ANT9.9@ "V@U6+8_KS>LTU\$U|.C_7+N(VK0I4KMNM88A\$!7TG38KHJ-P700
M|04V""KEA>^?@ P^PIEF;B?,<^WKY|?)VS|KLH")!?"N,%19 8<= /IE,&+P\$ M>"Z3*0
>#+, @3-|@M,ICY_GU|A^#JTUE0)N,DY"SJS|?XA#RG/&&:%\$|+9FY
MK4JHO:AGR!9KF"%CUT1HAME/3'LZ(X%|FXNRF"M6P.8T,,= _07CCLR.UQ'K4 M-H|
\$"X'I?87U.,<45 ,S9GEK,!%K?&^E6;PTSB3+>&;)9>KW|3#JEEXNP MMS.5WDL-
BNN2358^)|P M3E6U|&..MA&FF| \$V%;;U)^0EPE8JYV/'N<8,IT0+U/Y-PG?TZ(9P&%N)|?1
MXPNSHB&Y%L\$':H| ^T+J-^W/7E);J5'^.6=/'CU^PM6;QX|#>W7&|+4V\$^)-M|
OF#GO4T|G|N3(HA5"Y1&,*5+V_ ,(>%Q1?|&_QUE.K@M"V\$!798EA0_#D M+!?
X\$1|P@&%LA9|X+ A8?8T M8@3+ HC89!2A4,'EN/\$G|G M-
NBP>M"=Y_="ZWAL@E\$AB/93'/'|=T 6@SF)O&V"X'BC3(B4"M:9//>TH@
MXN;:&YM(_KUN^C7YVYS'
ML::3AOYVB0Y4=F65|#+C93HB1L."%#|JJO&MR6@6P*91NP6V4Q-XA7K3;7|
2@3TM/69CQ0>Q/FUHXF
M2FC2DH.+T7UP(EH#"S5DR+RS1./R+"V8|"O8=,)7F1_|MH=0^?
|8FLCZN/E2(|.&:I*1D+WE!'8",E\$,_9\$ ^M MM*:=#/-_*K|H(GA8,YGH|Y_?

^L=T'MW6CQFO/#S(VW?O@3S#C'MT\$3&F#<@>1Y+,UC!L;KM6^:+H!N^-H5C*YD%";!
<'9:-G MCA_80*">38S77-CD-3|SZ|BE8M_(*XU%@GFSD;Y|\$=8/:P*^N4*-.# 3585
MX%\$|)%^B75KHYO@OO!BG)H\$V>'I_WPKS4@>+9-,W;DNUW*VG,8@1JJ!V0I82
MAU,8(&TC9,U_1D^F4C^9CG TC07ZBP!V;5\$V//@', \$O1)9#':@+W(DYZ*XJ
MJ%QM<1;:-9FUZ2B6A_);FA:UA#2*47:O_6!,N0#^C.&7M
M"TX'<%%\$0X9L%|8A0C!VJ8U#-JJD18NK|3*U)LJ8MTH)KAR*)"*.BP10FXF M>)
!\$SYZ,K*H,ZAQ\$UL@D8B3SHE-J!4FVSNP#80>DTVQ9\$F=T5/M-TM\$46GU M"
|H^|R*L5:%6PJ EKAM<^>&'9>J9FY\$|GNLSV*8S?.R2+N\$6(Z*UD7:A-
M55U>^37AZZ20WIZW+OYJ"\$3GG?,(?!?#=#?#RG^AG: 'Z@.4.C5<@_Y9H7+
M3|_&6J;4FY&1<=>=F,2UA\|V\$V6.GL,LQ'9RP8W_2:WX- M,E
S@B%X/A"X'ZN@#2PR07P,,!K,'3S=VSU<"CHV/\$G6Y F&0!MQ\$D6>"V2(\$(
M+2MB|*R87JA 'ZC*C #N!-SEQ4W|E|8BZP MX",ZPPN3.B|4W=(K@<=T':!P^*>>
|)Z:=9'X702_8|\$;, %#)"6XK':M>K7 MJ1VH>NY>#+_@GM-|O>)(&TCK|3|Q,0(@CD
G\$AP+F,@?W.|\$(-P X.R&|KV
M@6B5+PA1>W;:/%CE&#V|AO|F*FB;ZDS[|/TTV\$O#+J(K1)4O MMKF;_AE?F\$_(?
A3@|K|8BR1'O?F):/(%/&XD2ME"W.Q^Q@!7X=L(HJ.+ '&\$" M#-N1L;.(#H::|
AUQF+PA7\$5O=9YNH;3S!X|ZSK+R_&NL6W,008T3\$SOU<#|
MFJYP!F9%NV\$*5S\$"_4B3_#ZOH;G%9PIRM55C|;174=PA+XU>9R&\$IK|EU"\$
MI,,Z&8BGE&E?\$5>D^*^G>:1WS;@*ZG4/AD\$; ^D|TQZ)A+VTP#|>%Y|296;:
MI=+7Z&N=-HR:EUN7?|HOY1263C.L933D2MFL41+|"-YTX/302#!02\$+|W;
M=O+6SJ'JFUR:0*2|9(NHB!2NX9#JN.->OX;'R|2+8B (ZD? ^40'ODERHV|*
M_0TSUF%&;1KB>=\$SH;823ROB11LLPL'*D|X0 MU%?;V|/@?
<=9%RZR9FZIK@H0P*|,G0:7GGZ55N7T.AZ L(!.3^ET QOZ6E; MDS?
BR|KSHIGW;|OGQ1>A;;7*S_\$9_8BIT|1>6>;?G5\$V&^/;;0OCJ/(M6UP21A/,'FJ?
|XNO;HVJGI:%AEA#8|R;LS M%|>_ "KF|K.1|H|_+Z_H;|UK&,_U6F^!%T_/J"UKL%?;
NB@&4BW_DZXW+UPD MO(-?
5COSQXP;A;_.0'&6GF^G@85*O'9N2',C50QT!L9VO/G#>#V!(O=C5Z MC,'MP|OU&PX?
(TD7&|0VB41X:699-|6.XZQ8Q"P#1UJ957.?NM'D>08|FI M-7913|+?
7>P+>9DGCQX|C1(|.1,9|>E(|.+01K/7|3B,K%|J4A|*LR;=1%C7 MF
@7C;_>*|'L(|.@:J;'J@P8I^<|HND9>?)%A +&DX_@KN9"T:VEU^5)Y| M(|@|1\$AP2Q|>
?.9*NI2S*^/C=|M3&J>' +YNVGQ6X#/6WPN7>J878#D*Z+G M8\$VZKYG|G|9>"|J-
V!;SFG#Y\$S)@1?#1\$<&Z2-G|/#'L#8B|SF+U8GJO)|E6
MDS.YC:&3Y+^>|WTL(&*)^|>3OWI6,7?U_KFZ7/_5,|8FX2H\$|W0,3WOYX_M?D0/>";|
!S49|H|P?UV3??3@VJL+,CQ=2RF2?ZF8GP33@H|6_MU)-
D)04270SHK9JPY9UIR;XH"Q:S*/!^U6N>=M|NM|G7>K.A->3Z2|XRQT
M62ST<%0+@3LO^(L|>* YB^(4V?A1^ME7#Q8-S49T^=8HK#QJYVJS)Z8Y#|'
MF_W&V4KW-*;^('8N6EY;+DXKA'C6YSP9XPE#O;AQ+;3_8;V4^|)(M_J8G|^F M
P>D6X4#L&F0L+^;'C&?*)U_?2A\$|J%*)!W(U+ W/?':>09!\$;UQ9|4UHL
M%+DK)|#_QA|^'(O=^1J<'M"72' 1>\$T;TA_(M<3 J0"_?
43.EE&)B<(3+,V0|@">|/C%#|YBA'7F9VX49^@(<"T4%>>(|,SP+%Y-;_%|-'A<40D0?
M>&7H+"WZ<@%A Q>R_94#GMV8M|'!*2H+3)P05/N')1_T(A"HKQ(L,D,K)F
M#=/OS*:%UZT&35J;V|/#^? MG7!HZ'X,0W.=,?5X\$62X"6YDK,W7\$LDN"V5C)
|+ #C"13X6M'-? 1EL MU'IBX9@7|ZLM_-
|!3|NO+97NN%!=4M|@L,,IPQT\$!+R3L9;SV%I'|/CED!* M|TX=H&A"0QWX9@"U/W<1?
^+-(|A7K+ #3E3?YI05K9L49RL W8>\$1PTE;"*R M\$J|H_7&;#X8!@QE|!|=|9+|
>VPM*EH=Y^_|JZ2!FA:4_U17:RH-B0Y95L|H MD:KL @S'2=TTD;Q"0ZPNK?
(<1L%E3,_E670LOD>XQ&%&J)R*(4GBSE.U%7&-MK|T\$7%,1YT&_@CQK#6W3GKL5=
FR>^7|&J/&O&O65R*A\$G&52NW8=|H|J
MRL0"A2U(|W+>' ^#6=!54(|,MN=8#;T;|'7_&1_%0VD*2D^HQ|Z&|&TRKN&
MK>O&HSS,P|A0:G)^|%)B|_8X|ZM>?1MOT2G+@_E5#9;J#?AM.M!&J)&S08WSRZ@G
#&AO: "G38@ZD M<0)T.O|\$P'_^)|#V@)7Y\$^#?|)%>%=W2NIT LPI9>(_EL+
_.\$C>@;H(3P6B"1 MKWM|/#,*'(!:N#:P.M53F)3H/Q&U:9\$#TU71_5D7Q@,E-5.)>A
ZZ%E;3OENY M"_F;TC>0RCEB;F"8_->@%
|&?|U<@UN(N88BI7W^'1?:3FK8J1#M"XU(W+## MKZM,KL-70#
FJ9OH|2|Z13);R987B@N%. *9_7WD"?3&+*=6HX4LIL0KSQV'F MQV*#%/DX,G|JEM-
0^%H|AY%T)P5U-DJ=T+X)*I73A*R1Q0|7.(.)-V4XR>> MD-
2L/WF.J:S8N,6V!&_*WSJ\$0(|L|R+|/W^Z.)G|H-F?;B)|P1Z|L|1Z|GC M_>_W9|_|.|H_9N?
_GGT_O#O^|. ^.;V/CKP%L,|/7(7'H>^J>.H|L6:? MZXEI*-O?Y"N0!SQ57A'M9SMC18?

ER..+7V=9SN1=GN Q!D'SO^|(- M/&(2OU1BYMM!6N;Z1HMS+|=7?HG&YADDK?
/TOS^!3X8\$!3 7/T0/ZC\$'%%AZ MEO"/-M8'4;.@\GSWX^?
C/!UKQ_W_>U+;/3>_C@28JGKN'Q@1R>X.[A^0CF!@ MGS@M@L+#UDE.V<*>?
ME_OQ!3T-!OCJ^W.XX^N;"7".LHN;/SKXY)P=Y(MV8 MSO)/>3,OMA9H(R1R!?
\$!N;@C+,'(A?OI>WO!T;:OL'S5P).ZOQ?G_1- M2P7JQE-L@48*.JA(Y2T\$-
(FZAS<%/ESY)@?>:K%Y!G/_A%5G^!/?2AP-7
MJ'^A0(Y!T63!:\$,GYN;J1\$!26T\$2XY;8SPL/!"#Z+H:TEJ M%A5
H<;>B\$2;\$7E186(523<|&|<&)UWL#0WH"!3"(O")J_RCJL-(V%BM^# M?
%\$RR)L@GPAZH4@!T=U!U_5VMB5AU-C_'C.WU&U223L01+/78IB1&3FT*?
MEUMGIWF504DNKY8I!ATR=_!8N-#7%A85OL\7Q2W=3_Z%D_^.!QX;9PA6DN;((MMSBJDFC:F>85!SM!\$)1A9_Z!JOF9RLA290/F^_7.5\$*R7!%;.@LG+S+
MLKG#)#U3QYT66UH5QIH;O_JB836QG"YUWV"/_#CE*20XY))RU4AFY/C68;1L@+-C(?
44S!)3_-H+W+:\$32A>X M4F+5"+4)BQ?S!,M!L;3Y*(EBU-++':3K:#"5J#;CY\$!6-G7(PF2
MAH7B14?@^_-V_SL_ES@!%!BG(L_9\$M!0!B4M!0=JY=BA4I6.L!Y#|C_.Q"1 M(4P@KIE
X!Q!H4FDSC!HT@AK=[F?+K],KK2L/A#|#:J;1OBV8C|=K%HW82? MG%O.!A_R!+@PL-
RHO"*>CVR;MNQV\$U167X^QZJ*6X478ZYR!|F() (=HR;10- MY).JW?3VO!D%U7&(P
|JE'H#G_R*W8Z^+'X#W^5BIV55Y(O9L3G WZN!|RG> M:M&DGO3Z#8ETS1X<'K!_?
O.0V%.P+E) "BR2%KU;K9Q;YN#""\$%H!Y!2R(. M?5@;7PK2T7"=HJ7,-)5CBTK52E?
%QN/I,="T?:4-.CED^H"MO53F=J),3'L M|DIYAVN#IT5^%GA
OGVA#!*KZ#7C171@AY!X> \$^T\$.91-!|M!:-PORZ?P-M3CHW-
/4K/(H&1G,Z!V! (DU!S:C@1.NDS-,5@.=IX!@A%CVT!VQ!H|NB-H MJY.>
(WHU^+>\$>D,%O..%R@L&|G%(C|M<^
MA&N!A,R=V8POWSQ,,0"/K'9.A>,*5!|S6#!>9+-V!%H8:E^9T/X*;D@>:
M/SMZ(X_UDF;%*#[P_IOP,:=KPYEE4DZ>,'M8'V^UL3G_E,R697T"GD>S3"L&MH+?
1S=%5\$+|*IAX:&^=JPI,AQM=D(4JVP>&Z9|_ "F560B=,V"N=^?N!1Q; M+.LZ0PI;RY|
(PA-MA2-SR-5Y|L*!D+8_ '6R2;|HT.FH^?;*/|H(,12H=*_S+BZU%\$#!XTW1-(A!P
M:&*0C+4K^9_?)NX5<2G%=!\$:_P3TQ)#V&|UID+>6)3N-V0>2!Y|#LRP?IE
MB4/D6RR+"<.IH!|@S@:(P3PD?(3/@Y|H&A|RG3,2O=O%Z9L!A=Q(8?D04CH
MP;LF)+Q5PF/=G62GA5NU1!*)\5^UK"EN#CP3W_WV@HBAB@64?)H'?6BRGT@
M0=RE'_*M44WW*UAX_9Q0,S-M'97|-V_EV:+E) L<0/?Z4(+CF^1!_GV;TG
M4YXZFCRXW%2#1TP^0L49.OY0YQF8X:T%"VJ,6&'<0(,:-Y\$V61"D/A|@TPL M
J+!\$OP#;*(=W;@<+-*Y."%C.>'ED8;*1@"O"CH;VPO9|>K(<1#"++SUHB#
MK4VZTH_>O3;^Y<1! MJ774X4KA^6;S4!H@.C3!28JH)LV3UD"R!;3^XA6_>0K1UYF;|!
O>UMM^E,,_67"+G9W32 MBQ'VW<'H1'RLZK,RSP *W7XLRM+3Q7*6
)3/P&-Q*!7U8)R_LM34=6(;MP3I MC;:7#J"Q_ ^2+:=_W;6FQ2?|LI?OWKPI>O?
A^&CG.DOM\$J0^(Y*CDC0H1'LF M2|!\$D\$DT"A4A.-_5Z|,5!^HOMD7O30K;VW!#
<7=|&E#P!\$@;|RCS&1#W>K M@F|3,18?9770,2V|1K^ ^_I_NRGHQ!_?
H)=>'AT|/+XYQ!V>AL6K;6.<,O7!93YK*0. M%W"FY0Q(2Z'!,FHMN"1^J9"2' NN4L:1?
DO|+*>2YN+WY.RY:&UI%BC@-I4N\$43!E9)(J@K.NA#3\$Q+3.(SV.ZAVU;S/\$%G,&W"@|);:
<; @&?X M;1&+Z8=|GE9,?@I:&P5BD/! 968/>#|M7%H/&;I3IN1&TLB"MCN(BW*WG*WB
M"9!%P T #82#RC&\$QZ3P>R02C:%,28(UMY5!7QML M)F^F><#|KN=TA:6&9)<|
1W:;01TN42@EQ0;IRD)+GHH2B/ET+|YVQ5EY_/MF?#LZ:Y9OV?
N/#G^ ^6CV_N#5T8=_SUX>OS_!Z47NTP'WZ8_!3*|G_Z8L/(_OWKS!O7!A^,WA!_OG_S
MRX?9FU->S8|^OZ/#7SX<_HJN;5J^/#HW<|9^!|Y;W2-7AMA(A%-..B;-IN MEK,F%;J?
3"SO_+V2BN+0IR7)D5P+HA21-7'9".^!;.:2U!R2(\$%7YT@;2 M#RJ7_-;U>IL/-|J9
K@&|6IN=_*RH0?S1BW# P<;A@SM/2SX\$ M<*W3Q!H|H3!B\$|@U!O!G-HH)?
AWY|VG_R|GH1X_V'X_?>I23->? M_7;+W*E;_:?/O_FRUSI^?ZS)^_D4O!|8>+A@SX*
S<_9|_/?W3A6!H;@/Y MVY/-HEC:9"AV8'.D'C&:+*^|S|Y|J*.-@BOB9!|=)-!
WV9=|5?)&;M++'BSO MSKO^&PS>*S!XZ*H>D=&C_Q:SAO_BFMP?-# W;;U_\$.?O.N5-
G!\$?R%VRV MX9QS!SS#(' (FSW_%\$7\$7^?H')8|'3RYP3F?O!BHK/V!O_!1&-
!XUS<>S|ZY M'P50!'M!+>,PO3?0!R.H3@\$H*!,GB07&PXR?'_+)/R>7;TFD?FYZ)*9|^G
M35=7(V/P1Y^MU|T=>U#GZ?|2KWJR5?,DCWW/*7..Q_!42"Z!Y:%LE%>SUVG3N
O2FC Z% M!K!K0;|!+:_F2F_YM7F|*2>D)LOY@L4C=50@R=F#GK&53S&?
O!O,*&%SNR%'X M_(_*=|^T%W46X/E|:C^R-6^4GR!05ON"=;Y=R^!|KM)^|GU:??P!|!
I)^/S MS|L5N->BGYWGVA!FP_WU>%76S??=O8P*|BW'_^U5:%?_IH0^XRLNRV'M=U!W7
MQ<|=8_KO|C@"3_ZHTL;-6LY;|_|+CE,F\$+D?8W1/U\$UW^<'_P!|F'V_OG M=RKU?
X;PT=!Y?JAG"#3W:84HZ-T93DP"OI^OSM*F^ ^T+(*O-M!|PW;2-
!A#HEHW"9YN36!4Y+F-K7J?-Q!QR^ Z-RU^PL7.G>FM!F:B=5:#0

M##=@^I:Z0HDX75&UB=JET5BSSUHR,V8!*A-@*4C^BI200#GQ(CD+^&YQF+FM:E
G(6VE1_#96^!N/#X^5ITE%EB*5\$\$,@>3N\$8C:KBUA?)EKH\H<5|Z@>3D:
MN&26SI3ZI75_!YKR55YFS/?^/M|T1'GB@=<&|UU4ML|^G50^,6:0;|
|:|_8\$D,LPMG^="0%&'B#;A(AO=.E%S;+&OD|/B77>729|M)#?S-U*B*'A!/PLL-
AF:B7F9IO6R\$P442FZ@I/X0L(B._'\$@5?CG|3K0X|F*UT;JCW|B0Y.(EY58E<\$JZEUS4=3;|
MGW2|>0^FD)G7:3E L,#QN MTIX|>O1T|X%TY(GQ|+DyD,;,<,0;DPV!%<9SX*V-L6*(!
<='6QQ@B,AAFF MG;0&:-|4CFZ)@^L?YYW*!M;T"2|FGT\$|@,^8IT3,R*8G
MS=PFFDA2?/O*:(M<|U,VB'-ZC^:=-'?'LR+ZK?PY+-W>*0<M|&SLP4R0M@L-
GIO)LVZE(X<7L,"Z+V:_U55T|A\ZN^/<"|(+,7_/MBB7P_|N|)%F.'37C/%^%%5(J&KD2*"
|".@XL:@_77X47U^~*%C|7EDXOX:VX3Q M@P.)|= @WA|WJDH|
|4|/VDG!'RCO!5^V7^_|ZD1H^MJG.@WZ_-M-COX#F?NCM*F+)'TY(#.\$&P!
M6&;KRKG^_.H M|/^2V4|,UO>F^9_Y|G3IR|XX;QMZCEH;=.W?TC77X+8|6M;:-
M!>:)EK/, M?V\$NO6@MJ*)=V4Y?T5N??+|'T I9-RXT2;JQ5T'Z(0:X?ZCSJO_P>6VM;J4
M^#Q^C=8BT1.|=28D/'PC-*9OM!8>'29T1N,V4D3J3W3/U= @9TAHS#:%O|2 ML7\$<>-
X7.)AR2V+7EJOJB\67_T9MA+WGR)D>+GPI6D>_. \$GJ\|MH= _9ZS4M|-H?EM/(@?M)-
;RSO)-|TYL29R;EZ;ER-1\$)Z8P=.0YWS% M^Z6L-)J|W|/(X*-
O!_' +MO.)+7^OX%KF81|)%HDY
M_JPLALS>RO=OKJA_<|M&V+X/MN2_MSG&124!^ZB#;/N\$1|NW);=)T?58 G+\$
M27T<)B9X6W|^/C7(I3AO?3YYH_Q)'U+; %5;(V%'RY5!Q^\$2+(),^\$FO|>
(D3RU|6\$|4@8ED M0YSJ,YD9B7WAR(EJ&,|O@I=V/1|^
MWZ2_N3'W|:9\$"BTH^L&)"MI3::'Y44T|]=71;=|>NUQ|^T5-|;&|S%ZAR+E
M/L;/N|XW?|!*)C/'|^W+|JG=3 M#V:|HAO2U|9\$QYMU5 MUBC!Q\$|6|C%?
%0OG+7U8%4V&/5_)P)E|9C-RD#!^C8)3O%#_P,S,U|Z\$0>_K MA3M0UG@=|
|.\$J|7.N\$N0E|X3D|<5)'?HAMITF_Y=O=*|;XU5NS#959+\$349HASFYQW+ M/"MCQF&
|14#?LT/E|<^L9-"|/=E|Y>;U9GR0U'3-P?^M1*>A
M??|K^%N3|E<|4Q#F/8U*|%+NA75X|^W;NT=O^%3.05E15SERX9'O;/9_S>H MH%/54;
<;P0\$/JM|JM#9#D+O|55!E!!A|2L:RC/UKI=%>&O\,L<(D;E;U+D SQ
MA_7AFX/#'JVN=H|^=V|V4@C4XE71,1SH^A0M/2/8W8FA_|U|!C6%HMNY1. M|,-
TX_|N7|F|U%3.<>";O#ONJ^6=%'4OC97CL)4=YDCMYV7;BL0FO_?!0QU
M>;YW6#I31V<^K?NI|^_W*|MYO%F5|G96|=T%00.MM0|J+*ZG|>S"4GRY!+P
M&7|D6G|/EUS+2Y|U&C^0#WC@K/5|N/.^LS002<(|VE_19B?7ZQX<6@-'#*-D M\$S!
Z/HJCG" "<^:CA.#F_A72^R4NBN!G%#EMLURYW::;RK=?FZ* M4SV7OKS?
=TI>"M|P<>;U7Vfy!GRY0%|<#.R|XK4Q|J|.8J2#?XP+*O0YBY3F M-H@ U-
@_*UFY)1\$T3+T2"-OU+U,4\$)U^+,|MR.B|J7:3Z|S3ON'=L|E1CS4T\$7NS?
S3UDH^J#E6_Z|=|_N<_C!-F%=Q++<@ MUCXOPR|P;|HX-4A4)OH!G#Q;_1PQ0#3
/(Y=FJ*-E/ M,9G%.+^QY8T5|SN2<8Q0W|_&P,KA"P|K"I>Z^22P?|IH(T|I:>%|*(J%HCR_
MAZ+<0U%VY&5N'Q1ENNG\$N?@OFWT|L"83/-|0Y-K."S>S1=MIG8L.FZMX'T6U MQ?
KNW'\$?-%AO/_|HK6&0<|S:V>XQM:-GW?3=IPKE>LXFH|U|HFX3X2S?>Nku
MOFX.D/MS0(LC&#YQ+|R770.9DB4YEW&(^|)?(U8",L(T W>|+!#@,+5=7@(JVM>=Y!9?
^+6)KP4E&:F5_Z==:^
MF786+B|&_NR;>RWR>P_C9K|,'^AA#)DGKDF=_W|NP^SX^A9;OD|OWN3S?1
M\$9A08O|P|'KVW!T8!^_ ^U_?NL_ BS!'3?-0?N*|>WK=_^W-Y<
MM7OP@L&@W>N390>*=/K|;W#J|ENO|:79;?)|77T+.FW6|HZG4&GG>'|H|I MQ5-J)/-
U9K<'VZ03KSI?D+UUCV5 M6-1A;)O?3K,QD//P6=;-_.LD%U|
|!^|1RTJV6WV=O':X/=A|"9,W#4@*&FN,00<:-4T:ID:\$26@J3|>.)|/P";6V0XV_B5\$|/C
M,\$+H>)|MR6CS?&C_/45LC;VB;L"|?=.W*||#%539R?IA0EK5'1|D2|]=\$-|
M@J1D,|2;|&RV%60\$8:890=&DX(\$E|NQ| 3!%.W_4Q_%82JS&1^-.Y^:4Q^D
M"Y|E=^)??O1A(D+|+-G^,R;|6J>|B8A@^>#R|=EOE 9O/I)*(&F4|PQ'^H
M)13GH%*.E#@D> !Q-.#6UP3#B+8\$#Y9%)|J3LUOX48XVQCO?N>-|<=X0J'T
M|Z*+YL2._" LF%A9WB"VTCM2.BFZKJ\$#|. |V#^K? M^YCI*AXN"1A;TC0B5|/.*D#K|
(E\$BINUE|_87=M-IOMXM,.'>1 M2ARH=%P4(-|5DWAROKK=L|0^Y1RS/<0S8W|9H
M&8TM@, EO3@_61C9)KD_+4S4Z=@E_V|/|+|.?'^90"0R8WX #;>?^7BC/!A2- MPIX/0;
PS|AFC\$:V8|/-)WX;3#J<%%&PP#CRPH0O|*0
M!\$4>EI7&F?'Q3/M(SI0Z:5WWB%J1|>2%C|2"IT9.UB-OB@W^>Pj;(4=.(SLP
M#8>9E+FA/!Z;J)>Q2HHE#C1QX"^AR>111|!:. M.Q
%77YYH9Z19*ZBB9)^1E^.+DMPZ7S|O%:1U;F2T"%C>>WO4H1)56N|/2J
M|>>KVH\$:I4E51<|:HRI2K9&Y1M6EFM)X|E4OI)3=.0_H<>IK-5+EP(R53B_F M
LUHK|;P*NO5_QC_NT.79.Q0-."Y|_FPL#TW"|MS:JGG^>1/F_MV!T|YUG|

MZ=F:AFH_\$K7Y8&';OC=6">U%>-FI+E|+N7&NH'Y6)TBH_.*0!4/I"S6=6\$
MIAKWF.B:L;LV;"OK\$VL"TY|+G*4*565U!3-V&!N1O&RK\$J-=7\$\$U;S3|U0;:7)W,+S
MP@I7#T@BF6P@E(-RU2Q9J:D4B|W"Y6'G"^,"):8FOE!"^6QDHRDN,,9N8*
M;_ 'T<8O|;B)27SP22RXTWL?V"/NS&!)CM)R*5W78IOK@90@V<0?";.\$X^E#V
M1A|;BL*|ZR6|N0C>T5;IRN=V9K|B>,3PB.%Y|1|WVN*>N=S&#E7;|_3|&PM8
M/K!X79@ENGG0LRY?B.\$1PR.&Y|5"7%\$WN /!M^42MNIR"5NA^3@XI4X\$&5-V
MKGA*VYW|_YG>&8GL>!K@J|=0!2>/| ^Y;'FJ(EK1N|K(^2Z4>,"Q|6*2B8NR M<@3?
^G5'C8UQV7L|;KRM|IRUK|A(Q%4FO(/5B3YT)|29&#:KN)T_Q/F M%A='1_ "
(1)OEH|H>6|8V="^434L7I%U5|Q:D79-(K|UO|_YH7|VZT|6|=;J;
MD>G=YJ_MK^U\$./I5H|_ZUN|W;KLLW!QNN/FSWV%AYM>=;K/;ZC1O2.NV>|49 MQ/<Z;
I=#-@MMW?M7A,O9#@.\$25L<#HO23.1RGDPP%R)AR1Q87AQ5OOPZS|,I M#|ZYL@-
S&LS3>#:C,B#H;W;|KQ32|ER>W)W=TZ.8X9?
=K'"=DAT75+V"R)-.7D;^9N|38G||UNS.^@,8,+|T68S\$4|AEZG__O|G)W_Q!
^_V1;'9MH<,*)?^,|=;Q@BAY@QM";H@L8 M"R|MV<'WQ-
Q|WS.|HN1MIF.ZY3GC|N)^&J'R(O5ZTBDG"))%S9| \$R>TWP^
MLXOH\$FE|:79_!3#4X:@=|%'SUUX|VDW^U1E|(
M6.Q""VB5M^VFZ|E|8(=ZWK"#CB@9A+5!|_-&(X:|WFKV?86@.+M#M|E#"_S*
M^(SO.1PLW&%B>0MA;79|E#YGV*(03(GG|&"J'0-55?;\$0_ |M&:A8HM5%|9|D
MHM77EO L\$?K#<*8,8;&T)*,1YA/Y05G>_RT-L18#928':C(?J"A!%GNC:|6'
MD0++Q%H\$<0HL@'D|"A@OO_(U09P|S0CC=K"|_CP,7J/S8|2C;|OOJZSI5?T
M%L8>:XK,R4V"J?FP:\$12\$/3IWU/;YR4;AS1NSUH*,9YC&=^A4 =N#Z=Q_K\$ MJ>=
(TV0%"L|LCU'6,VJ5>\$^" ^#Z1@6#L_# SWA|X.?B3PB(2R0J&|!(L5+ M=+7?;LTIYT^QC
2^!SO#C|YL^+1AFM/OU&&3CA>|C NH|%XFE|BB3L5+DV#K M#.=U+WUOXK/JW_!
|.OL)XX,P*(@B?PA^|>|&|%ZR7'@YZ|M%T;Q'H^Y7|E M=>*2/!&#);=8%F0AV_,|@0+9|?
66"ASKO?;G04X4(N*|9L50%C/%CWN-.R.@ M89299TTPQ5F61BPEF_@^6DLFE)E;
<*)AIDB?)>O|(.BX4@RV863|X|)Z(-2 MN;FY*|'<2@8LB)T8=GH"Q(D-
7R7)Q%,@Q=ICN+Y-(+YM.A4;|S|MD) MW&;>J6OL5*P5X@)^K.!: (7/N%ER+LU;
|':^NKD?,>2_WFV>|'X?YIAZ8JDH
MFU0B00003+W(.84SS=HP.TM|Y|2U@;&OP.>OE)+!E@9N;OZKR(R)X#T71-D9
M<>SOR/K97K-R?VF_#F9X^FZI\$>&2KYYK&;/2/%-?I105|4G"BP7NL)'2| ^N
M>K|Y3|UD C|D1ZRF\$/3%&S.|@1T&R12@9+ H0WG6&7PDP0PXQSBX!.Y+2=>#
M75J+|QI62T1#/.V"X(G%(JK# 38+TR&>3.&L*NS"IO7OKW431Y3H_\$4:BR1 M_Q
+>3\$V^(AV5|;P&(U27A=H"7&-Q|1"3.'\$7PF-|ZRV>D@G+-E= &;(:GH
M5O:"N&U+.P4OGA1ZWG=B|H)W,5D0RN# <:SKWL-.A|S?|JTR"@XS8LZ&U(|R
MQ,TP)1|)%%(C?GTx8J|89F7|0(+3O%X5,\$0+"-|A)H*X<;DY|GCB,JS(4_4 M;,*-\$_7@<=
M5?86|;\$;T15|'"N0DW*FA17&9.6CX% ^|1AL@O1>C9M*-|%HT3')T^PJDRLA(& MH?
WIA'|F2SK\$>6<3+8J*3J%A!1^!(35L|K'GG,J':?5Z+I8|UG&U8.%)DIK& M-"&>L+EIA*%A?
D>A!^#VQ/%FR"<6U;#CHF1S U|-E>#U:5MN616(KB80N MQMCAK7@W;"
|OF'TOK=A@|BK"EQSC8/\$R9LN1N/#91%UAH#+0!V5F6,DL/^19
MNW<7,V1@21Z<8FH* YB):U2S-@YKQT|+RELTX#E0UVLA>VI(JML+CS:CH.<
M\$UJHU\$Q6\$Q_."DV)6B*19L#EY_F-D:X\$|4003X'\$5P+V<;X*"VS+G9AV-(M
YPD%H'7|!@,JI886:>^6X+Y,W6LB*^P|*3L'8R-'R@;@:7GUX#;CA.?\$BLFDYK6I?
SIS7|+);P9=VCW2ZU|>| MK|RC);M+?W-7?K&?
+ES/I6*9;I"V<(3I4|A#2XA9KGP@KC&&UE#3NNAZ+N9| M5>1A56GZ_L?
NZ%U|1CW'PC'9##,3^%'R'ZB%K35">@'-O:CLE;;XSM-RYO M|ION0_5=/O3:WC0^?
(J3WU;+"F;;9ZB%P9A?SI<^ ^GEW|GHES3J|FF?PU| M9T#|<7
|&O@6MA|N_.OXYO=Y*_4/A-(?FZ|9V)_20QD|CRU&/\$N#6I(&O.-L M>@/OP+.%?>|
(D=1@?4X'G"9Z*6=O)QK2ZY?I8S(0>C#BWS=_&+;3'(?
+|'.GX|+E,?,ROND#89+/"S|(<_I5/GQ2 M2G5-BZD7-^|3(N5_8O/^K^6*(8FN,S%OJ?^L?
*#!++>RIS"+6:*S&E_UD:|K|3LOQO08\?T25ZE&7(6_O|JV F 0_%3AV#@QA2)J
M!|@PT8>8^#Z 7JZ(!ZL|00;9=-M,U-RH7.A?7/OL6&;FZ47,QD&">;++CX
M0<^QS9F\$:QJE?39W6>4:OB2"&-@GE\$:3.-D?? PSU;OWP>)+_79K4R.,R<1!
M^,D2YL|3X#O&8U!*&)=|>H^V)#;5A"M7TI6K(8HO"Z^LG'3F^%Y9^X6|U&OY
M\$W);4L*1"RL3-GM7Z.L%\$F^|AVN7_/:MU^E?=5HLG(,OC0'Y*[7_J/= '8!8
MW+|KMW(9Y|'UPL3.(::|S2U!|X1W;WU1HU/L(V(?R51G"E1BH|4U=ANY")H4 M9-S*>K
CW?;Z)=+^=|OUC<6 W5Y?=UIQY=S6;>_NMM<^C,G#O_MY82;3=)|@SN.Y4*|?
GCN_1M4HGLDTQM'JK/HS/D-; H|8/- MW0A^1?,-MIN>XY>#Y*<|GSR\$X22X.#|_?'R4X-
LF>|FY>/EY='S.!B@61E> M6IXP399) |@,|RQ|H|+)WWF^XA&

VX,5K*H\$(P=5M,E%K6=%4JN27&61@S") M2:A^T;W2KS!@ "LQ9Y]& 0?;#,O*I
<8GKRKB'9N1*LDKUX8P %F-C MQ6QB2??9YX=ALZ_>?(Q058#5EI2!:
f'X:4/J.SR.CJf"SY)L=#NMEU>E\DGGY;B#=#DK
4\$L%LTG_W+U2CPSGQFEF+G"\$1TSSY!H
M%27199GOVN!3:=51^N"VO0'/+7LXH^XQJL31?
MVC2V:&"U=^fM!9=@&01)A>6R7Y\$ \$+!;MVF51#1F;Df00%FD^W2<+?I/; ?S M?F/
)6<+YZNDESLf @\$.;.%NE\6%M;OJC/L;f,+T%P"+!75'\$VFI M?G*)+%SSR16L4\>;L&-
+8JE.?"N>;MOH2WB,2?@JW0Y2"i>COf<&1U_f?ZQ
M+2fS&Y;'D?;JE),_=PD\%%5"P\ZW7F?P)fGf5Q>DM"^=.\PA P+;H-GIDL_M M;AO\$-
PPXY=>9%+= (61/EGKD!B>Z*] >WK=^ _W-Y MW0CJ8 _NR-
=Q2%T*&R234fCU4B(f:FG913M#8J-8^&2/F =\5!2=8W1DY^@Z.MO%
fK_*3S7,f=^@Y%D^8SFdu65)K#3.fO3=]fKPF LGV042U%X-M=GD\$fwj@T;
MPU4fA^J*S5,ZGKQ+CUf/+UB^fDIHZE _E >AG5Y M\@8>TOfU#GJXAU'L5?,U8Y:R/f*
fVSVWF5=1>?"E\fd3Y8+;D"2.f%M?VE?? M;O;8T)
<3TJKUU>R^>.9\$C/W,.\$Z>WG1K;SEU;E72,9'RIT4T=W\YI5W??* 6 M:@XOWN-
0;.,@K61TfE;:]**\)+MF#(AS'5OKN1B.9Q3(X2@DZ+LM;\1N=#^f M:S5O/Y/.U45*XX1%
f8LFHJ7P?'O!QYH;'!H?/E7455O#QT(-Sf)(B22P-""Z# MV546<0!+\$8R+2&&R2'4PCUF'
U70,8R,X,.)3Q^H&Z VNL/C\$P1-=Z3I9\A M&L+^ Z5AD\$@&,R=53"2MN\$1:GGAfC,;!
)C(\$4>I7Y(V5ZV*Z;??DC:"fW+M M>(^".::A)&9-8:XY+T*R=TF6LV&69-6-?%
6(\$L^\$D%6=&QHH_@W&=S.)=*U M+GWZ)>2>"K\$^D=72@?
8YQB2@%_!)3J(,;LPG;95fA#*PH%U)^M%&fA="7 M%ZHU2>;JM:B27/3EZ+(\$E\7Sf
f74F93^6!XR8F*J6J2DF:F':N>^>&);.4U3=_064+. MNK/\$fPV;7
F2P6/03NG>^W'>fT'^P<-SJEU;_CG6+;K7%7D>NV<#1\$f5fHX MJ"CGHYG2,)TG^J0fTD,
(RfQ'69R"15HX4B.6X)_; &-(S&N7KCD AO(N9>(KE
MK,CEWf_7>CX%%6\$VE^6Z4GUGK%'L+SDEXE)>=J6Q'WQ9J0^>^JY) MVBFOI\$ "N4
""KQ>J=TfZA#6CG21JPH(:Y8?HBHM LZ&+&L""QCSCRUI!^Z MfCUNHI>1#;?
<+2+0W7MRQYR-?>:XA"F>LZ'(R,UR?BV,*fJ=J&-R VU3JQP MR V=?
fLZ,Z+H3*.;@%\$NC4'GE%!\$.A6+@ "\$77%+6J5"J:VJC6SJV&JE?K#8L^ M52(DT6'NKE.?
E@CWL N6.fK=FZ&\$1 f:HY'J)#&GXB)4#DMFJ4/. 2..SX7f' MAY*?
WK^=S+P4<<7Wf;5FA*K7fSB:4J%CF*W=-XO:\U^+W?+_ "0fH;5<;Zf
M0OY^KfO* >AT14U>TX5;+2K%TE547JG-\$KJ*HF.,*L<8UfPF=GfZB@R ETC6B(JS-
f/f,TK:=SCD433f!:@_D
M4312f8D\BD:NBE05='ISY)\$WW%5YI95\$:#>*ACSJf5H#D(=6T:MJ0KMQ;8f2 M H_Y0N-
JQ\$J68\$?1Q"WAE"&<;H2RX^200R^FLJ.2.V J(>;0XZZJM<;,M0\$?1Z+3."XNFZ7B=
M/DQH.@H%.Qf*M5f5Y'.K6M?UNI*\$?'0'8(OTP /=KCFX;V0)<11-Tf!)J#f'f MR
fB*fJ=\$DRP:fJ.6NX@J8 ::PTU8%UH #6JYY:NZM5fTF6TC9f/CS08GE?E M+ "&-
HDE70K<;N" _24)5*O:KK MYY8FU _2ZOB DX90U4* L;4.fXAWZ3^A*/3%F*1GD97
@MAMfB9 Y;%(U:0HN1 M'E0\$O+!H:HQ&fM"G4&,<4HUA/_T_RS/_L1%DL-GW(M)H?
fA#5/PQ(HN!*Wf
M3f*G+\$,&5J\$AUI3BXM)SK'%X;M:f&300)'LE2L@7X4ZS\$^0OEU*^L4+>4%)%
MTG.f')@56R"A6R\$9%f0Q08@Z;:fM!DZ;F6)624f!42)(= C0537'PVCB'HM&fMR
H61C%4JH EU?^f.W<84@ "\$M_8DE1OP M_D:M?Ff1)T6N1CGf-
F0H;R8*fLS+K;\$+R(OR/QfR9?04# #T_ ^/FGAJK4+fE5 MG+0<7T'=@+6=,P^V/
M+&UXP70f\G:f7GKWfHE8P2-03"<1V,6 MX+Q*='1LN^45PNY\$\$_AS#Z^(2(Q5@J.S6
X0?FXGT;\$P@YIU4/f+R-0fQ,L MU*&FZ1K5Y*%5J9J&;f@5RS2'2KU&&VK=^JL.8-67"E-AP
=A2@;9L \$=L(<_M_Z34Y,OUOQL@3fPO@&fRLQ7/RM/"=UVC\$E
+^*#2fL.)HXQNf!=UGCVT,fM0N6PRC6Q7_SR8J5(fEMD5@5?
3FZ+,&E_f7S=4F3*QNO@/RRX_fJHNfTO+8V
M571):62M436f4M\$SUB9=4O5&QMI4E62UFK\$V*.f4;6R^%+_Jf7U\$2E#TAK>I
MRMH&Q-71PBKW(fSCD/CAL8*OZY01%V+BN @20YG(fJ"D\$If=D^ZD'N+<-.*/MRBfU?
K-'D3;?\$Gf9^N>?NE,4PE/fH0H_1T2BB0,)VfJ=?6E\X>&=&=-XV MF*#;@J@Q46W
>EU/\$H0f\$G<4=#WXA(6VDB08AXOEN*(DOHZPXSPW,B8#N.H MGAMRf0f9=5E%?
MHENEZ;OF?4QBJD0V fCF3BV%YDX7YY#?#9=83f4047.^fM:&YA51PQ3X@JRQ61X4-
X@F30UE(T:BGRV=-'0:GTKB JM047K\$X+(-Y-N((fMQ/%B/?L:X(V&KIV;#&)HBM+0fH?
2AD1B,81"/,"P:QB*&Pj)/0V%;-/BTF\$ MRf8;P8BB\$4JX;.RZ/PA"f!>!0RES4E%KAf!85H;<0*.
(E086JX6&E-2CBZ6fE M-%,K"!\4PW41\$;BHB=SN8fIN(AUV%SJf1H+f6J);+AZ9(f.@B2H-
fJ#+@BXL M/% 3.fJLWf@fN&J&\$SFK7N!1fJ!2\$6D1\$BLf-fA26<%OV6U6E-C
MG95>K5>K"GQJf0,W/Y_,B88H&0_&1L1)X8:12/.Z#.Q=ID"F5526*+4RP7

M26C1TE=0;5\3I=+,'7/)'48I&K6:DXE\$Q,1*0ZL;_20@=9B_GDJ5=K)TB(!
MPJG|=TIE48%SWES9P;R!%)DI.U2N|&_J4V1U.4ON'?5'<&@_FB'!\.GI/EH
M^!9IWON4U0,BK%')C/Q1P':P'0T1>"4Q\#T!&1L6);8KE"l%4:KD.G-<16:8
MI.9NAIV"4//A\$5R_XMV0_CR7|N##U6X_M#XF,+T+K<7)JO1HQ%(U0*Q:=\$R:L/27B:
BEAT<*1&'P@|E.>)0YXBCN0/=Q2-6NB0*@BU.^|8TIB25TV'+C0=G?
L;6S1EG%'UW/_G@2_YQBDf@\$MB"RT\$(+DD\$0_M4C1J8=((0:A=0_BK/ZC*!=6":\$(+(D#
(WBXA*ZZH6!O9M\UP#C^N79X\$!Q_M%J7'^J4WW/#C-N^0(F1^>W\$P\JP5.B%+3*
R03/A+9,UQ|VB\$4IXRS"85A&Z_M(@'3|O:6T0X"TYZ-4UX&:)+PF1':
(J\$MRBRU7FVR*AJAA,|,@R%5H2T2,&1O_MGYGJ&|0(JB_7J0PQV*""\$""%P"IDF-E6:[P:-
\$05RHWL1Z631""1I71"92+(L\$-F+%305_M75/4JMQ0&K*j.^<6*Y_=V%Z*GV-
L'8)2*2C5G-Y/|@Y_H.N=?!57|_MB)S*F;D+-2MP.L505HYG^L=RC'68,"":7.ZGD04\$GKD&/
CSPJ.7&&,HA%*MN+F|#<8H&J4BC*&R&ME*0=U<5)\$K66",M!BC)LNUAJZ=FPPZ:
(K2T*O*7TJ9_M:3:T36A#S2K:*)I)30:0J-QK#00@E(I:#0XVJ@54Z.ABL3(FVD1!NRCE\$W
MZD)&H|I5>M*3B8.|UDQ')^HN:4V4%Z-+1HLK"321&0/P8;ZR;2ZLW5B-
M;OMA!W!70'U=DT7:@X1S9-!X%\$T:C&_2\$&I79QH(P964#V'R(@LD,<.MA15
MTY/((X|A26=+20M&%@_\$(8W(K|G1E1=:Z/%!H.\$:R30:1!&HQJ550:F>@_ML:|!);6U.*
)V\$4XL|<1)6|<^853:@2_M6@VAU4U&E>A6^~? \$"FW%UGSH&_M|LC+1HL*'Z+O)!|
<>F'HC2_DQ2/&,"<:,C|D:5=*YB.QX8_2Q(5XR:I_8T_M5+&AFKK"!|_-'RX-
1/CGI:'C6^EXT1-/;"V65PB|\$TW@_MSSV(B)Q_QZ/SL
4PY_;272LC5_-.C)YOH\$1,OD)5NM0TW2-.O+0JE1-0S?,
MBF6:0Z5>HPVU;OU5_!I@L%@4\$+/@A3,LA&Q.X!>_CS3TI-OES_NP'VQ/P"
MF",0GH17QP:=G!Q#%F%|;+&L>6IG/N!Q662?VBU|>K!1)
MYJLEDI.B+T>7);ATOGZ^+FER9>,565)V/%!5U)V>V-FBBXIC:PUJB95*GK&
MVJ1+JM|(6)NJDJQ6,|8F\$%"JCH&!(B8S>| #956;MO^SB"&&5>W#&
M<6C(#^F%AG.0-H<49^Z)MU)W|.Y:<0?H<|D\$)1MD;CU_MN:)(FV^)^OPS|T_=*
<+2%:|@^+51_AX0B5S0P?9N5C7P|2D77\$5#FG(R8PB6-
ME)BFPX*H,5%MP'I=3Q*\$|1)W%'0|^ (2%MI(KV(<+ZM(A"A<)2TO*_%Q*@QW7
M67XN;313&G.3RT;/#NW_%I>O:C22J_VFK13I.(1K1Q:M+46C%QJ0"D*E(-17
M8Q896@J:B4,5Q8D\$U\$CKU(&'2KV1=,JH+^=>|<"WQJX|@M%B:WS?*O"#4.X
M8600&!2-6LCQ17!)6F108?8,-0YLM3'|^J;D&_ME0^O!<|.J931=Tu_!A_0IC+#AFG1-
^| "HY500K=6B
M.|62D7*Z6DY|JX9(V2&T'MGQ,2T:H3;PSD+J/D3Y&8%P|D*RM6*%|/>10\$430Z"77*CI0(
MZW*\$%8U0!T8Z+VD)G7#.8
M65/FA8PRYI(AGL_(|41|T2QB<(QW0,6FU#UK7P:26!2|FH0FJDD(8+%3
*"BG&/LG^D@FJAMU5A>|H!>U\$B(9QST++M|2Q_WP%G/*H9;(-W=?/?|>QK|U_M8_24?#;
<|R72E9I2B;3LT!XF?J-5_%_4<0)R;?CW7GPOHXWAD&80>*;?K&B_M5TUK;+OP-
9^E0H5.8#9(_I9G/@H|JG_PS8Q(0E|1BA4A*M_|A!0T:@E\$ARD_M#F-|WSP80_M|>
@JE/M|"BN/ZFOAP|9*U\$AC1|I-1ET.A7Q|/#(G>|94S,,YDH:_(@)4|.P_M76*,1K8#,-HB*?
Q(;C?#*G/?O|JC#&3|_-'JW-|EJ;V;N&\$?^4\$01J"7T_M-FDIM:CCHf',3E#;8A=,F?O5!
EQ-E?ZRP|(_J4O;'C?6VF\$L)*F|V_32E_M)41S:X9>PB8D'Q#1_&R,)Y=O@VF*)@>*1)-"#R-
2+IR.4-=TZ#-|A.39)D|_%_M9ZJY|X"SF0(SD0VJ&O;#T+2?@J|&Z"/JO"23*(=|D/W!S19W
MUWMTX|W;%15@ND0^*_M^#8/(CP:;MZ;D!=4-09,--\$OK%D_&3<=VX"6JWX&>|WF-
4&*.SN9L.562IFG":(8C,ZIM_M?RS_I'B^D&!24W(8|23XY|!4U,45*?/RVIZ\$?|,GHM|UH/-
ATELD3?CN_.MD-/A|@8I?C+U@ZD|3#?T.LT>Y\$FJ_+'^H8-
%P:E&^?'#H#/LR8M2K+JD"P_MXOE"(EC@P:|3GPL,FW,>K.|(@Z|MUW!-
VW"RRH.SBN|\$|P('A^#|V?_%!QX_M?PZ|PH!'KT#|Z)FR/W?6Y9I_R.+Y""#DDR4QU>O9
2:~4|MH|K*Y6NMCH1_M<*>A,71H/"_@3_R>.:975*E>A=4Q0*;S7J?.BR!W.6C;84/\$;-
+/CCTPM;_M7|B+1XQAX#G3ZRM,JRMK:R=Q-|V|-Q+BG_MY:%/C>|E8P2-O3"
<1V,6)T3'1W;;GF%L#01!|I@,L&|N9U\$MQV*.;M8Y|_-.C#CW3|_+ #C5-
UZ@F#ZU*U31TPZQ8ICE4ZC7:4.O67W7@W|A4_MD#&WX(-8/9\$QUO?4PY|_4FKRY?K?
#3M(S"^_#S&RS%>_#U|&UN,8DX!>Q>7_MEAU,'&-V8;NL>RAE?
F,RV\$5DF"_.7%2I%DOEHB#!E|;HLP:7S|?-U29,K
M&Z_(DK+C^:JB|O3\$MC95=\$EI9*U1-.E2T3/6)EU2|4;&VE259+6:L38JE1M
M;+X40^H%X2LER'C#VU1EL;X-X@Q""*O<@S..0^&Q@I#KF^4_P"|>_X\$^3\$@
M|2%"_!'U*2#ZG;SH.3>-^"/TF0"2LBT2MSY7%&GS+?&7H7_^J30%(/,42LRT
MJ/<=\$HI@Z_LJ^<@52|O.4QD#S>2;)OIE1;D/OQJNP2/I?_ZI
MH2KURX!/>7&)#=_O40#%(8%7=Y!5N/QKH>|YQ(.ID7@10Q,7+V|\$_@K>
MW%>Z:\$&_L<(G9XQ#D\$J0ZMV2ZMW|E)6\$3ZEQ<\$J"TYKOIP'^SW#JJ4Q6%+

M;^D<;OEM..&-87> \V1'9*S;ZXQ!8A"K8 "O"V>+Z03*";-ZG3f8E--0:M_M?
^|=8;..\$&0+2JX|<|J%\$MOJR|R/T8X06M%%.(#ONUY(C,F\$&C|U(**PCX7&?4
,GQ),IVJAN\ZC'3|,WX%-Y#?&WTNE M4LN-DY|X/D=,DJ?B7OW6EJ|RAOI-
QKX'QA!AHELClW#8% 7N0@K>9-%K;-S--J&P=I&8XY=;B8=6.[WX=8_W<=?
I+5'54|+Q#)B_SD MJGV=A4TT|3:QD^NZ,AV|4.RDZQNK^Y 4|>9"/M' 6?
\$|R^%99|F|OFO#?|MNUK, MF_:)Q?6L78Q;"6SC
O|0J0%J|YF7IP793QSHOCNL_ ^N"WLM>:-F%8'JSZ1 M|=R5E7@^L6R?FB\$ZS(MVH?
MK=D:|Y#^XXWK=;B#MBTZ@S:7XE2D|CU;0|.Y/+OI/_MZ|=F| ^7:/^*
MZ/ZC+I"NY|+M\$ _\$MAT1D)B5\$9<7?;#DD/O6_ |VFT.OO7.;PMHKM\$%C4\$B=%6P.
(DT,\$QSJRF:+AI*-4SZ^,|POHUISZL M\$&A, ^|E|P-TD3K.FZ%JE%+T/XR!|_.(#
|'C6U)D1YI%D)?>3;.,)8"#A GP. MW96&|,%P1ABCC"IBSIK|O9FGTY=>
(JIT)B&#YX/O;;F_.!MDS_HNM2H:KOF M?JBIDE)|/BP^|:M42==WRXZP|4V:
(E6KSR<*V"=6OY8F:GZ3M'6<6+V4 M?@
M2YNT;FY|M_ |FK=NO=|WNGR_ |P>NY|.GN7OZO|=W).N!AR.4%:4|OIT%(&KP,
M6FH_ |3R-Y>?9Q0|Q^7GHT7EPCDI2RR_ |ZEK.3I&SA|T_ |MI Y,R1=%|RYJ&/
MJ:|=IPC6%YK0?#3N;87LYPWKI@2U"|2*B':(U;HCX#JD MCO<8 |81@\$SO\$<-
|P|"YTK.DOF\$|*3=(5^ _^K87XW9H(+ "2Y42"YT|'4@V%\$:=G0GD30#_ RZ\$ M,L&
('LJ(CK@"! M*J1VZ)'A0(7G0,9> 8\$)IF-!7"0UE_ 0<#VF%^
M/STC.IW#|2HW2NMD+7C2^ ^))QUX1@B^EX4N_ 2V1_ O_ #')ZGI0)=B08T;Z, M*%=<: #
|_!0,Z#0/JL6W@7Q0N"AV18\$'%Q\$+'702"\$:5A1"T^!K;CV,98J(H\$
M*RHF*SKV,C@N,XJOQUVJLOC" _|, %NLL;8K,?1T9?> ^1'ZNO)6R%,1Z MLG:>W?
FV:|H3PUEOXD>A WN>V>ZRFM- S|D,A=,-87^ZS/L>(:I#0-Z" ?^ M0W'64Q!DP: ^
/|\$TA';K(U*XRM7\$;|=E'|.N:UF @P>G6;O@H *7@<PL>>9PS_*UIFEZ4S>\$CL1|BP-
,SY|@E6 *1V|H M>XX#%Q+<;OTQP>Y2L|OGEM@AV=WIIMSA%MXAF-QN.7Q>?
W%EG(N5>;6Z/?J M^="S9O#/0SAV/OU_ 4\$L#!:0 (, 2""%F'^-0702('6 0 0 8VQX
M+3(P,C0P-C,P+GAS9.U=W7?B.+)_ G|I"-R|W|HRA|F?9WKV.(2DV27 !=(| M_ ;3'& &-
A9KFR3L7W|+DK|E6Y:|CK-F'J8#2*52_ 4HEJ50J_ ?|WYY6%'K'C MFL3^?' + ^YNP\$8=L@,|
>?#YYF-RV/IS|_ 8|??OG|?UJM/Z|'/71#C,T*VOYJ M.UCW|
P|F=X2>4N,OA'GA_ FHHZ&E>W/BK%JM/UBU-EE0'7.O|_#%V<554"SX MU?GTX?
+ #Y;NK2Z,UG;Y|U|HR/GQLZ>|O9ZW+LW?3,P-/KSY.SW|;?#I_>SZ; M7EVA:|U|:Q:5^?
S|RVH>=&Z_ #B?OS|(>V|<7)XSHL_N)|=8XI6.H&NV^ ^G9 M_ 7RR|+SUI|3IZ>G-
T^7;XBS.+TX.SL_ ?, ^-V9%3_RREFG_2)1^GCI64/IR ME/X|U5T<%#>LYT1IPR(>7YCD-
4H|>O9N|NSH"@E9!:0-FW7TVTC)#WSG):W M76,WNP|?<
\$|_INU=6SUMEYZ^(|SN3,"ZO%.7Q|RG||0;KG M.>9TX^%; /D&S_6-
!54V|K|WNF7.33P#;.(PU9%\$@=C/GNXLL-?75|A=ZP:6 MBO"/70"BL)|K-7\$|9
L5Y|H|98RZCL>JG2"N CUBZ!|3;%K2#?HDE#_ %EN?2 M3RWZZ92L? *MM^B?K7,82>
<*S>9I;_ FVX5,KJ+ MS!O"O)EAE=@_ GW3'<(@E,6&G:X>LL>.9V(W/N8S TL'SSR%?>P>=
M 4:"\$@+|Y*"G/T,#V(49BG6W%_ 4G(\$'U_O.)"S!8F\$NHOMV?X;EJ|Z&*.9O_
M#9VW|*EJYZ\$*MEY|OPW=4NTW5#\$V5A65H4G|#LR9Y|VH.OG=\$)HM|C+IY MBS?
6(B|:T JH1EZR?&36Z--.C?C"?S_ OM.?C >W'6W4|_ ;OQF756T*E_)*/|H>P)86 MW
|'G2^=_ KC|M=|MP|?;H!E\$91B=US> MNP1|O!MH*(|76D_KMSOC+YW.L_ |
(P2U:78G19A)%/"W%B1SPFXZ'N0*^6V#.! MSQW!2=*2(G55'BGT:X+VWQJ*7-R
C2>#|C^ _# 'HWG=&X|W|W|P;<=EYL1&2F& M|Q76+\$ 5;(-0FK|<'^OC;
|#:G>|;NWW;:6GVCMI|N"A#UNMNR&(JMWM(2K M)"TI9A_HMLUT@;R|<3 %D!-F
RTBC2+;:"#>(.1N8&4|GG0G#Z/.X%8;W76H M)+3KAW&WWQF71\$Q"0XK4QS12,8(4K9
D"F@V""#V|^O.2)O \$/AG27,7JR 3 M_ ;NSM.ACM1LDY/'#<-C|WOZB=?NWH&?|
K4TH'=2+LO:|3R"4A!;|E?7<*)*3(O4TC%Q#_ #47D&7RL_12U@'|@3 M#
<+1WPR,A|HWC8JX?P/?C|XZ-|VN=MWM=2>EMS&E*\$FQ>Y?&+B"+?+H,-Y|R
MBI%N\$&8WG>N2%I"5E,K|O; =@6H-DB>S LKZ+M22REG8H'/STTPE|E?Y6J_ ;
MIRM,YDZ"H7VK=4=?M=Y#YQ|,/6R'V??E %&B* 5+V*. 'Y0&,/K-&M 7\$FD#Q M-
AH\$)E/D|H YE3HZE&Z>|!&L\$CJ="@\$|<|?7>B *4"/1F0|X4=/Q|U">J_ MH8@^@S360H-
@I\$NLLN;+/RL5O| #7YQ4;)-6J9VX5SM;> _OWAI^@P:8LB(>! MO=OXBS;J=(8E-
3RGKA0#81,/A,*H' 2D\$*.%?@5J33K=8JIX#8.?VN|AIS|F MP61T+UWVH*2
@!0583O/J+48.12GQW;W3;)/_ BZ;QAIU_ J1BZ)3VL&17E6(A M;-#YE/PKI_ 0WY-
JFD^%=W^B_ 5EV#HY7D I=V%GSVHA5;Y"4. _?#WN!|IW,- MNGK;G2C8G|R:4KD+N^N
#/+I-,|@C#MW=&4|Z@P'(|H&+VG|T|6DDA @%0"5J4KA%!P.JH%' M302W3-R0"JP*|*2
"LZ+LM%(30221@TIK=&C|C(@1\$|&K=Q\$(:>CCE0\$GE-7
M*GS!+2'\$+341"95P(Q64*M"5(BCX(92#F9J|;2D\$@DCKC@./N(;L.FFM=TAW|U6SSB

MG<:\$/C0QVUB8S#NN9Z|HVQD/+IYOK|!(S27S(4_NQU:.DC"GG7^03'7-\$W3_M?
1C9UZD^B3X+I3T*>/D3D*.42<1<1XI+|\$/Z&&)|(&\$4AIXW4Q.+PF&H6
M1Y&F5#,\$#XH\^*,!J88@GO|+^*T+=UUZ=#5X!/A:'.0,6L:9DTG_@>|2I?
MF%01!#|.45@|2.?6H\$.ML|>8.*J).%*Q-|:MO2I#FJ044|M20\$7_\$Y)P.,+LUCK|"-
K_S|O'M|>PHAQABVX|N_1)G%4@@<#.|DT'|L&\$5&T\$3YU<,>*VGG&&\$JRQ
M);?/"\$IR%Y|+CBJ7A|9F&,Y&M^;\$*0_Y91N%S:D.J>:=S2E=CYO")A35+Y&MZEWR-
D\$\$<==^A\$X1Y46G_CVI)DA3H*:@C|5QQ+)|O|ZWS>:0/&(YT'QK+:2_ME-
"08B:X7C,P:_9BL>CR3S1BVF2U)C;TLNBH1'6)>)BFI3HA>&%+7%5*CNR(
M)>FA3'.7A\$7H5C,&2A2E:B|X9DNI0;.-1?F+9K'QN|3M!79-NPVBV|)*5EO1
MAZ?)_ (Z0V9-I64HZ<%_I#HC.(>5K|6E#_GG#)FPAO=Y0YPY^FO_WE'5=@5Z_MXN@SO-
*=_3D;N_ML=,E|!?"G%J8'Z>|G|*6YTVJGK0?VE11SXAQ-N4QUE'\$
M>W!..>53>GZ4@9;=%+|;=48'_^Q2XVE)N!_I2)1+.? "HHT7&9IVH@A@Z>Z;H
M8ANZN^RNUKKIT/T/C\$!GH>B\$.USS,MTY%|Z:=C1_P%8+^^(+=^<,1:PAG|=&M:EB9U
9*.J-"4*H%PM%1^60)#<22)C"H&&B955.*CG#"PC(H--UF4R%\$YK!'
M|,4\$.ZL;/%7SR8'W:UM>Z87K;
M!WN&G1%^)-8C_=;:!,J/3%@YFQW|A6006M'7;H,MQT'U8ZK(?=P#|\$&Q(%4:;
MC085)F0,!9PAQAH*>4.<.11Q%U05APRB.(>-U+MTH0(?".JJD'4ZF2E>I&3
M7#|^WR:5A&/=|*#H-!+5YF8I%2E|@H,|"[YF3|HJ&7*JP;A3"U*(!7^X>C:>
MHPJ4!RAVB6T^QP8|\$;W!COG(I->U;:20/_ZYL*FD4*Z^P7/%C#0Q7XE|J#=_MA:FQC|V.
|MCPHYJEKQ7'4A457(I55#1Q.X|WA/X9=07%N\$519Y#N(K)|B1+\$_M1M_CMCZAQ|-
!HXX#H+0Z7>L6C;4?+S'VV-TH@8\$QEE.2KO>-MN_I9_MWG98\$E:C+|.IBUW?
MFS|J(!.#&G^<8QEKJ+!U/+7##^*^SY|IM>F5\$ERTG>J_M*\$G".>^S@F*|
%)W>\$:_:D8AIZX42|&+ZZ<5;/HXYF*(OLMXLPYB_-WX6J%K_MSXFS8LQ6P*L2?
2FF@N|G+Y4;%F@_TTO:U_Y|JCI|!-BC5%|\$_%_MG:DO\$00,'1&_\$.<1H#'^<^P
M/7.'V!DO=0SUB.MV;4!O5Y3WTK9,,R|%)Z?EPSYVWR#&D7|2D>")7PNE;/T-
M<<8;J5C9SR|HZ43KJ4AZF<1!|O_#^%:>@\$.F69#_:.559+DBH1.+Z/MVI
#%N\$59AHP8IC@V|BJX\$W8J1FI1@BN;26-B-KVE8.W?M2)/+"&V&'G2.Q\$_M6W?
PH92BN!VI5J@^3):*88D:|JU,#5:+S/?'U":\BA(H51|PJR!_4>(XM?_MW2:/I@L-@"'"2WQ;
UCCP0!C/0UAF(X5DXQG|SA&)"J1_&|NF+XSY/+!-H_MM,G
/-0U&6(1QH|SWI+%&ZYG5?.,YA.0X7PE>_Y3.#?;_9\$Y!&G*?-LP+9,Q_M%|P6
1&:#BO'*NS4@A1=P6%8,(J3C4:W1RCVU&/0V)B\$3(CBUI8E=)QCQ|\$S
M\$!0A|A:C|'OQJ2J(?@B"U0C:<'L:4#_M.,(/=0C(UF>I_W!%|YE,'L:NZH
M+2^L+9O52G>VL4-"ZG1C_&F619|HEJFR&5&@+=6#C+S223W@C:7.%|,&4=AB
MXQ&|BQ-|@9+8;85?C*H>^M%U':QTRBWIA4)S+R5N?;AGC|B#(0'DYD*\$GC_M-P2|
+?;+%*EN:.FU\$%3TIN'.X>X|H/MV/?_L.6
O|IWQX,2I76I'HB'\$S500RE*4H2%XX6"UZP%QAM<#_MT^X|PY1.W|"GRKD/#|@^U(-
%,Y5*FH@5S.V|@&^\$'\$0<\$;UB_/&_.Y0L,F)MGXMA3CE"AM@QRCGE
MHGW'7N1(===/90HF_&0G!..T,XS#;';?>6T/Q9D.O56..4H5.,+01|(6_L
M/LOI,/|%&L=,48(JY/-WU#8!:AB9FN%M=,?4+1I1?Z>;-I6L,Z.+G@-=2_BY
M+\$FU43B5*J6-U*:%?"+:+/J5LOHW%#!|O.JP'QU-W9>&%<9FQ8+|W>7WJ_O_MN)ZY
@F#>\$-AEP>?N2J/^7\$P+UEU1?36^D(T,X9BDU,H(>HN""
M>;R/B':2WN0+NHF@G|%QY/J06I!@H/'*4T,&@UU)Z@W;.. "A-
Z\$L:'O5#H+Z5%G"T4M<)_H_M-OY<("WD^,A:\$|?3IQ8>XP4?@/&<6>GS.K'03F?@
^INHB7\$C+4)6D0_M:0
MWZR0QDL|5=2|..)MD!CTRV\$,#K%#A|AO2=|DE"7:HF8&46B)8D&4=3B_M\$?
4\$+GWLC76+W4_H>0%\NKW#9.'HZZ5I:|6|Z05.|8NU1HQY8I\$;ZA_B7'\$
MS\$B)Y|:G6Q3QABASC52P4:>G33HW0VTT^3X9P2).:|!9&KI-61\$9""_\$SD_M/D7\$2*
(XS?|VE'X_?78_Z>NU"?=_89_MFW">6=?P3>8Y|1D&|K6|/^TSW3X&JIG>AGZZ<|AF_-
F\$%S<|O#H!'BO.OZ\$74^T%/=J@1\$Y.\SK"MG,?^.:0;?-L!HC?=BKEMNV(V?0_("GIJ?
4LQ6Q02.=K;QOT6/'
M17U*E9+WQ;1H!@SOIW:%"WZUML@68W;7F+DK^"5T\$|L|1D."F|SZ#D:|*FW
M%^H^NV;K5NY^4/U08Y&1E_<23/*:N+K%R/6)Q_*DVIY|,"|3R'T)9NVO1@_M9V
'Q<,4B%&'.8\$U+Q-.OIR4:-34_M-"4S=(ZH>W\$P?W#Y\$_-!;|:-
MM#B*Q&IJ22ZKKNAK0QH_M48R;@EH@FP=7|MUS-
SY5&%5\$VEPM.DFKH5>|1'BSU>=^(-|A'T96M;ZK1>N&UCPK3\$_SL75N
M;:YF5*2V=QG,/*=_%_W(>4\$KIL<2^0+|!-
F_6I5O.A0GL7_ETMHOXT<3G#G*I(+!GX0=U|6&-)Z->F?_GL\$S\$R73O|4G^EBW3&6_M|
<-?L068?BQ<_"R':.L"X285J|)1YSZV'X\$D|H=R4D4)I_37I_K_|%G"CT_M;:0"W"--

-R=Y7(U83280Y0&X3>4D&=INOHD&IPV6T>[V%'^^Q<4QW M9AKTFY(2VFIC-
9'<%QC2R=?[Q]AY-(UP(4V?A\|@524^XD' M)@.\$L>|X(JA|X,O5?O%>WL-
DO=JLHL,"X+,,=..[LQ62)M14!&_!?!F|P#^_.P MZ,Z2&3[876*7018/A=O\$<TW|D M^E?
SBA|P>3TC|'T;1;<.V'-K,P,@,CTO 5A^!'*K"#_/_R_ESJM)6<'D> FJ%
M/GPCS@_XK:VO34^WBOP6NQ&MIQ-8!6SL<9SWHCD1L7H*IKV=4E8|W?A1;"8R M"M;
0-#=#SF!^1|B,SE'^PL8=\$VLFZ8VTWB'GL[*]RUS>%W>LL\$H=^L2&0W>U
MAEF33:62R2FG= U4KVL TGM7SK:|<1SNB:/%/^_\$/1?957K&>I@*8I*|: ^L:> M:==
<,VB@Z/2JJ4E/7+K^DH-%X9|O*7CTEMU=YY>LPV+Z0C8N7F=8PM4=,E:L#
M|SUSCEUO:V\$)|T*Y.C#/3KYL'LMH23J06;8>G?!C0[*]RYUG?^E#Y|}\$GX=/_M)AN:ZX(>
[TJXGB;R&GL)3<)>7|'DK8)V'G#PLEBZXSPA5B71YA"%Q| "L5S MX(Y\$:Z%((7+L3+@8|
!OYR|@?#=#OC+MA7A-IR/2-D?BF7)L.!?YHFFH.N|R MJ-5SL"7,IL)XDM>KPY!AL55T>-
-0T:%#5H2W5Q2*E5&|.G0'#C2Q3>+TB+V@
MWN<^|;#+CK&F4(@N#Z^NSMZ>G=UL|+V^O3B|^%B,:%5J=7K =|ACTX'QGL101K8-
81OB16(|T\$F<&7%LXF!5@CS|C|YZ&# #/_M|XL-B2J5.O3|%O8(YL(.HLT2WW:&^
MIZI*U:|JW2(4'QM+4E(TH
M3%2I:2_93%6F;V+!FO;HSM)GY4(6LDK68=1%T35D/GBRL>,NS?5TZP^GH>YX
M=L\$JH&3M?8<<5)F(TP:"O^PY(9UG#|NSA-W@T5BE34T)2B|>PY7F^8UH'TOW M-|
N30?H<.+?MW%+IF'9YC% [6H1AT&+ +N(@+;|HOF7%+2GDTWKW_EZ^ ^A
MMS/OT|QF-;MAKL>BA?M><7KT)=(6?J\$'S_PV|/:&;R MS_+KE4HTZGK/'-CN*
[HNFW=KE(:/W%KDB077QD.4)>N*/:PXNN-"08")X
M, T+&|Z\$!'!O=,O:WM#C/3QK4XW SAK6C-OPFNF0N'Z6AY592L'VVEI-US1=
M&|@S.Q|R_6&WK*|J98K0IC>L.!@58U,34^:,V|KBIJ1S MU|>
[4GWA6|J:|;V8ZO>H|KUG.J =|1F|*T'ES M1L/0"VY|2NK5=\$J-_%B#>;@ \$KKAA(8%'
M!##U/U>NX(+IX_PW5XI2KQ^+|!O.V#U)>V&NJ6\$VU@08DL00H4|WX,7'H:U|L
MKFUPIVJ\$;?Q\$T^04>|%5R;SPQ:P|=GDJ&,YKX:W=|@1>W+|EL1JX:4FG#|H06??RR|
<((O<(5-MB%BP|O06P(=33N_R2K|P+*D,88.HU/O2I>^ -2H>E#8,B7.O(.KH+Q1<6
M1BI\$*8Q,9^S2F4#6=P4"=; K;HK?&W^M3SV4I0Q-.0(OW-7 +<92O=&(>QPNZR.
M72*H.73^BEDXN697B\$30#;!9YOS\$=SANV"A#6|57TM\$@\$K!*9A
MNMF+/B2(O18)^\$J758+88>;|O=NX&,|_19|4VSMRL&1)=6+%
MKF&EGC@4CJ7EN|Y&1?S7\$5G:NO@A7/!H9ZK;P>N*Q2|%G|;BSOF#MG5D>G^
MN'5PXM;B|@|FY%:'&'#%4+5L,O)O|L1EZW_&E>:6|;"_P)3|G|DY6O;%|\$ M|L%P8|U_T5?
AX64GRI_0U3|)7H^&LURHL\$-_1GD8*IP^|HG:EL|M?HE!>M
#HU|NJQ0/^)%J;KAY/4\$;I=F*W%H\$MF'IZ\$CTH%|I'3:6KRL,K\$ZKI>=:|
MZ1H8.+QV;CBRV\$%69XE|6K:WT!S)_HS1X:J)Q|@ED6>* -|I*6#;&%WR/KH
M7|7B\$@WFOMNK|HAIHWY'|L|HMO/?C5BT5'Q%VP369%82%3'!D:V(TREK
&M0C"MH@+K4P|L/Q6+)L^;\$*4Y8OPO)>N;C
M\$GH4/7W&'JD)0PEB(1|EQ5.*6.T%\$^_VZ\$F?TC/>/DC7-'!0T(#LOA9F,E<@
M4705R9N|1L2R;KEIR-WT5J12DR@|Y>GYXO/P:=>A0GWCJ?2JN5(=N90YN?M^;FKZY
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4H=Z"; M?#UD&OZW|&8)GYJ'9|TW&SPA4;X.6,BW-XZGFQ;|Q)0;9K.BG<7AVJSK+D+L
M=/PP)-85|M05T,N;C<,,?_R.|<)>H^|UI0Q|!11H133@Y|5^/_*Z)/7-O=_
M^34,:=5Z6J'Q\$A28|JMU6: "+2V99E1(U+//|!|*M9>)2C5P)WS3K97N>&./
MT,@,\$.|NF<0YPU@6|QG|C^UY+W_M2(U #!\$::1#(:' MK"-|QMX*F002TZ00*(.4/LH:+. -
C16HW/=G12|0)!1MK:3A|F@ M_N^VO@Y/4P"/H4-F&WH;:'K;CKVD?##=#|
(,1"AY6K42MID\$;0OK|;:IY"72 M5*DZJ"M(?)
(Y=EVTR?.E+TBX6U:A#CZ|U!56E;XXT#V96R3KTH*U|/5.>TTDH M5@?>
|QO@0CH2TJ7JP/DM(-R(R"K9!UZ|UF1N?6M+P|EWCBTGOVX3KTH|?
MG@'C@AV7)3G5'5G"OOP*=>A/+E5D.M|, |B/8,-A>OG "N3 JL,E5I<3O!7
M:S2A_3:6YL>/>74G)%Z@(-,;\$I6:KA\$T>P%L?H\$1)TE'*)3|J2OYWT^!|=|=8
MXI7^QR_#U!+ P04 " #\$\$\$@A9!)->MIU" "|H@(%&-L>"TR,#(T
M,#8S,%|C86PN>&UL;W9&?L2UM7CU\$2E44;):DAJ;JN M*U@L'A*Z*\$!S "JE?OK?R
IB"N6..!1YIA5*4D(.N>+|)"|B?|P_?_J>7C MQ4^?L9N-IY._,S_E?W|T|2-(A|_R|
|OSU^!^_E_12_1N_ ^_7YR^M^>G5-%U^Q,G|IY<=ACGFGWX?SS_|/^
/_UIVOUS_#G|H/8BS,NT^PCP'XM_ M|G+ZZ6LW?O|A_I-@0EU_|?
IONW|STDFC9((8M0&5G(=@90;)3&0)H_*1_|W M_|8USU\$) UJG#(H7"_00!4A?
BF7,)|B'YXJ\$7X|D_ZW^\$<,,?Z+A36:+7_R MAX?Y_-_?++H_||?8G?QK|N_2^",?
G+|;=_0OKZESO?_UTNOLVH|L M_O;FJ|Q?5^DQ_)?_O.W-V?I WX,,)
L,YF&2Z@MFXW^;+3Y|,TUAOICU)W'|M|. WZF|P_36H'P&G.>'_^F66?_Z/?_GH^5T=-

./+/,7R4_WONJ.C|UZ9+J;= M|,N_ING'7^I?_+RY/CLY,W1JX/SPU=GY_3G;X?'YV?
T147J+)F1K(*Y/H|I&_?(.:PD6ZO%C,MS!OZ_>K!%5E#U/AECL.,RRFZ?O/%-
'WWI8LJH&EW_2\O0L2+Q:>CRQF|#^'3 MZ&TW+>/YF^EL-
LK9>FF8|J.9(!9S!MXJ#K)\$*Z06*4CU_2S5P/?
J7.G^_X,5|=OW)8D87LWGW|'B,Y_CQ^M^7;OJQB=CGT_:S MOI0P#:-!>J87M-
X7TXG|_DDHS_R2?L%G,R>X&DU?&\$&_,X.O|R|0',_GH3N MZQ'-V.OX2G|F=-
DTFO>'TWfV.%L/F(B84|60=8^@7(|@|M&060^9|9)JX08_M"XUZ&>45|+NRSD.|P/H
TO*.R5T\$1RLR+2D+ O@/#(0,B?O)>H8_M39|7@?
DAEJR7X/=CBS|'NN'L.82BR|^!PC)_ "Q<'DWR0/XXGX|F|3LMGO(H\$1BHH=%%|/|H)FPP(
MKF"\$)'VQ@BNM3.MHB|BO|C|?33W5+ M^!I2*BED&@B0-B4ONK "WD0%7-LLE-5>Y-
;AUJ. UJ&6^K-3JYU(VZFJV8R| M|8^?PKBK6%Y^"-U|G(VL2MJ1VTQ!&GK"
f(@+9|6DZ@>:6=&)0%-
A'P8!B_#AZ_#"EY48DS;3*J_'LTW06+BBVO/QT)W3|VDY1YAO_MINC7,)
|4&3R97'J|H%!PO'(4\$RCT)|IG|!@|)PBLSE&5EIKGRVAKL-&JR??
M6=@'"|I1%LMX@OGJP/'M19B<8J^GXS_&S.MHVN8KR|Q?'J&|_D%5ML|(|_P
MY64W#^_.+Q:J|H%!1W"64!)@1-6"0K|E3=6!5.IA%DK;UP5XCZ.M0VO_9*?T,
M+&E&|=6=OD@Q<\$)1H\$2G:.(VE_#Y@_263\$<5D"EY:;W|N"^|3;#|&4F+7'.C
M"VG^|_ 'P|O+V9SH0\$8P75S6=*WJ;=/_A%DQ(UQ_HN!FBL_BB::1FP-%#1:
M\$@L,&T8|TM7^|&T?U*J|D">3F=S4_*K|-IKBOV#+O/XX2SL^E%
M'KGDK/.E@&:1C.H'>=6+&DT^;?(|. ^_W)ZC_M_1|VRS
ER>_O3T|_.OA|=G1WPZ/CNG7PX8)|@?<|O;_:|=KAY
M53./O>_.U.37C|Q/R%CJ4\$OFL).Y5|'NA|MOZP0+>XEMOR5'I<#|N%K'=2B@XNV<=
M8O5CLS: Y/N0'^1H:.)X&5\$%8PN1K\$|LGB'H0SJ-/I9&;TO/C2,:^Z,XQN@
M\$)#|@)6!03%I05?="*%YXI7,ALI9?/ YD\$X/8YTKJ#L:XIY,|EJ|#"\$\$E
MFLMH=08978F22|_E_Y&HN^.U2):|=21,%GQU2|@%*(8FPYJ\$@ODLFJ_C8=Y7
M>4Z6/7+C91/Y|'7^N-%+6L:0"S>T^*T#96IB8Q81'#M'<#::I3Z;3|_/TPO_MB,*SP_1
|.9Y_W8I\$SB>:(&LIZ',4|)\$' 4XG_UPXICBW,NG6,58;Y+MJM=_&MDVFW>/?53_0FM
WHH23\$FIU&W@P/%E3A+AK)E4NMKP/=QC_D" @, _+JMI'82_M4;L|0'&\$'I14"D*(('SRS!6
M.\$H.+JF*PP2(0A@0W_D*Y7RTO+57_11=MHD2LX|^F_AXA)'RHNZ69EK
MU0+R0(KC\$*+BX)VTY*8&GE/KV.D>&_/6FAM)_Z|KO|NDMXRZ/TXG*RBDCL|&
M2"BT)|^0>P|1\$12L%Z@%4|;SUE<>;V,8M@+<2>X|37?#RX=Y7,<>+MZ&<3Z:_MO_R?
QO-PL0)N9+41PML/-6L&K0"HJ3ANLAX2\$R%\$%IK@*=1;7@<|",1H|%(M&EXQG(>:?
7H8N@E9|-E!2HXT(*\$HW)D%F0R^L@_MT>I"?B!ZE@B,5*WS?
A_".JBI@HUYT63^V|F8;ZQ<:T_*\$4L#*#@8ETGB5(#T7_MF4_0+KED-*906N?
=;0AQPTN"/Q)U^A16,T:|&8;&3|CPC
|DX<&YX"C611|3V69|'U'#,H|"R8\$E\$%PP4"8ZB)'5|9(2>#_V_MDT00W_"&%
(PU9<+MM;#ME#<-R<;SFSL|BWM(|W&2*B_6?616ZGI#K6Z/10D^_M|JK48V%>"EV::U|
F=(@5JOG&@EDAXWH|;:ET,BLTY10=&)HL_D:|%*88&"M3A>\$PNA%ZPIV?
1P2/&|DV"OSGD'0?1CL93KY?&2EU,6Z!\$'7C7XG(@0I\$1R7
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M|LDJA(\$:YVVD?I_JW7:RVV5*+*|3|Z_H1+KT?X|7I|M)ZDY3E"LB&0FU_2
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MZ53VMEY,*E><;7@/'=@D4FKG-.H6|=W>!#_D#96VS.D@0#:UEV|@2_"X|4&_M
YAUK;;D'01.\$%#98CC#++'CSZI"K '9VFL*L%K6K_ZE^|. =PL8BFYB|#UWTE_M=;
|. =,|OET'V)_W:BZ3AN=.
M"0D0*>JZZW@|6.2*==_(M;8F#98S3^LP"?DHIW@T7/3>I/X7B!#|J_:T6'W_M.6|8(O
SO7O?:WEQ)B2BG;:"1&0UVT64N<52W!;Z2*(?ATOF:^^?T@^43MA_M;SW#S63|ML-
/89ROJL==WVR|-4)?M_A)04Q%@;*AWEID_7).J>D##;//E\#
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0N>/N)*"!AE8ZJ\$AW8-XAN>Y_M|'3|9E/?TU;A:9W&D_*.|&D=
|*CPP+45C"+|JH5|4(3G8'D)/.16U:PWYW" M6X"&Y|OL1(=VD|^N_)TFG|?7UR,1-
28?!%0\$JN7KLC^IDLML2L|^&^>-1MVZ_M7OKUNX?GK^PDY:VFM\$D%ZO,N9/P8NG_6
&ED0G**YP*Z)|@8HP3@X1AX7")D
M|H2+9IW*TH|=,,\$M:&*K?);GO#|6@R#Y/WX|KGNQA01:.3\$F@UKQT|<|W5_MHW@V*
G666>LY2JXUKMI#V\$94EI9"Q7<8LK;\$N_*PW22KKS\$G\$3T6>6:&U?;_M:
1%41*SP!2%3U83DM3+G>;0#8L+_|#B'ZGR>XC|6"4C8XE&K+SG"R^8C;5
M%\$E6;SO+\$#3WIO28%MA#\$H7_J(V3%H20)",N:\$9=KH=5QK-:M|,UCR"W.RE|

MAI2#C:3I2.K?-G/=CKW3R?MS[#Z^PCA?64E:L:@\$O9REXFM#:@8Q,0(DT=;K(("[G/7
N*9:6I'39BS8(H&.=#412)K-O M?:?I25!#BB5:L:.*M)-JZ-
2MC7,\$CDV\$Y6M)5L7;EL<'10,GA\BZRF*P.I7G7 MMX?1#"GP;\$:)-G/?
LHG(XB;Q3=K"*C;RNXF 3G);;Y@:&JLM% '@57;LVQ9+1 M"2=;:ZOO!*0AQ;BM6-
%2"L1I3OI[@/*^OWYSI?=?2._<_L1?2I??C:E2*IYZ" MAI'F'M\WT\YB>|N+KNUF5|
(U1.\$CS|>N/%(C;A- MIKZA=?G481HO9H1^OL"KHMD"^OM@_I>?
#XBB2&W40&9.:R=A0B9EAK(4\$K MM=,ZM\$|06 ?7D,*4/= &EN;C:W5CZ\$#A04YTKI=+
<3);8E&)YY1Y AM=!*6L M.:>9 .DR%YY:.*M:NZOW(OE2I|+(GLC0027|>
|%4:RE5IU'.*IB\$#*S2&10: M 3&'#&BMUZADD:%U9X8G(TIMMF;=FDGI+
I;4_.@F3<6*1I/U4;*VGM/I/#2 M,ATE%|
|UDBVT:WOJ/P)/&HBDR7'MMVZ() ^7Z*N1IE.,KL:?:<"?;HWW&P4 MC5=*"PDHL%
|CK457'7. 4=>Z7)YS|U0@M.\$KAW3PUS,Q^A1&VTVUNIM#\$|'4 M<#>=KK4D-()#*
(PLHDL,'E0M3*;2D%)GVT0/<'N S.HEM1|TB=M)-,P.3W5 M4CO\$W.5 CR8KF?,C02:PI!A
FIQ :9:AIJD BXF"-YEX*JT3_AX%M&'7Z#|\$ M8=I)J\$?27&?
@U1&2FQ2TD1%,|*3PN;5D)!T'R1P-6H0H4NLPZ%% &_9E_H.2
M9EL)|4B:JR3I:T |WF3|43*F6%N09L\$P(KB.52'R>F\G>5738GGK!('MD*ZU MH";C:-
>I1L=Y+K@7X6.2BSAPY^102>L%"R4QSCZT=INV0KD7
M|JB6|AYDVB1Z>S29FS!^,XW'^4CEVK'(NGIOK5#\$D.DG%C40X(")>_LK?5GGW
MAF^;O';M|OO!|I=|E4>O/M;-7?XK=@+-:B|FVK@VD M6R%K+E@*6))K?|IT%|1K,?
/MFF|1QDWT6*OOK-/TUFX^+6;7GXZGL|H|2H M'T?
J|6INH/K%K4GD^N0WS=MB;LH1"3\$0=>6|%Y"3(84LO3*<P";^=|WJOC
MVB%:BW_J#^*^/;.P6YZRU;K1*_UB:6E,WT_&_XV9IN\;^:M+|)|^VZ|;U#R|M|.9A?
+'XE8|TZ74:A 9!0<5LP4G+;?82'0%-JHH6Y=Q:P1|+CR=ADKZ?
(ZV<|H\$C"%&3|)RMC=.2@.)4,\$Y(EW3K0|+UT35(
MPDF(>?::6'1*|>+7A5!;RMF':3>_SEP>D9/%=5(<1-86E'#DI6HA/^=I8#|
ZLZNC+HG=:>OP!|6U_D&9S7QO1Z|V*|Y I3,D-M>6X47B:"+ME-
E9DXUM76GL(2P;9N|BZ)N39DFS24-%6_ATB;4MPN0NGHQ MOE|OT|
(#T5AF0^ZTLZWWK9|&|0.D|O2I:QJ(JAV%KNC|>MH1MR^|I(% "MI.R
MVM;&+;.*0@5&*!HVQ5_@-?U1K&6/X3R:2RKYAPZ*:_&
M=0(F>;:.*7%:@S8:LF*LJ4T9"2:..PKEN8X^:=GZL.-Q1(J;.-G|C2049^|MN=-
X%\$LNSNEZ&|EF4LN0(%@LX)*/+ :CA6YNOYZ&M6%FT|^503M)J\GFW3=3
MNL)FTH^"S|=3+|B+GZO|?3L^K|NY*,U0IM:W<+4"E1!@T|&P>D<2U0EL|O% MX._=I-
O|S4,J)M S9_8@FKZW+VJP>S6%D\66(+W|JRN?;K017 RT\QHGG\$Y&T|P-L-EE|PZ
M8>YKM'YU>=I Z_4*P_>8|U'?^P%\$RU M6A>K(U\$@E2!R6A:7-)S(AH&A2%*&9JW
=_K'"ORZ^X|N@L^Q6R3@EV|X-?|Z#F0%S_+;BZ\$G|SQ%V:)-SUEP!UR8N;L.#
M\$YK,JA69HB^E8VY=F'3;L.-Y|W#_ ^/3<5?S/<:@OBS#68 \$>@ZO|)RBBP%BO
M#NH24&K-0^M'9^=|/N|/#D M|<'IKX?'YT?'|R_>G1T='YZ=_1;^:|HJO
@UDHJ6Y566,%F|6/ *:X;9|'ND M:Q6>:O7FWL/M>|6225?7332006OK8/DZIU:'SVX6!O8
MX= P3R'U|0Z53Z<9K_GN9HG6C|_O|H|NG_1W+|.G|3Q3*CN4VCM4JC71_SP+CE*J52J
MK4BJ_E;::@C29T 3M#\$FA52:UV1L@'L(P=A>*?IL0G|.NEZWU>"CE&PI+'!R
MCWW5UGP;B6Z \$EA7I* MI@+.:P7:U8:|I?>O.'Q=DB'\$ X-
G8+;"O;92+AZZUDIIS(7"4+V-\$<8:=6D M5#L;6,5164X1V#,S<3TZ/#L^/#|+'W
M?'F|T|)2A63|6'F#A^|>#F|D@81|TU;VZL&'N2!?'2000@@:D-1,6/#+2U!)
MRAHTT*|ZL20%S^9VYX3|_|.>>\$^|!LC?RLL'U*|L@*I7@15Z#P\$9@,8):W@WDKK
M6KM%FS;"WD?XMR?);SCA@|_(|ZK;1CQO5J'VZ/9BWTPY:.)B%PS/6F'?V\$
MAIP!%-80JP0M_B'9A|?CR7A&4U@#O66NTBG.L/M<3W:MERF@J'=T:F(41G!(!
M;HZV%HO+UCK3OA+AD|!^/NQ 1,>U"*-Q-/>GIR&WW|+<^S&X;)FR)|=?OIT M,
<9;\$,GI+J:6IDA"E|L.T+T@0-&*V)-SQ>W%T;|!JT#|,>Q2"VXU%QD|5E5 M-
^EK;/MIPMDM8,ESGZ4@6RHEH|J|!2,> VN*2RTYRW3KI> |90|A#WPZ!&
MXFG/FS='KT^NH(RR"3PPKB *5ZN,2 ?|J-J"U)6@"A-%M2_#=1?'(*X |X|: MVTJ@1|?
W|>G)V|/3|W^|?7-P?'YP_.KP_|P|>EL;AWWG-M; >%=-)S8B8EN|. M7|+*X0M-T_9|)_W@V-
V1WLA-&JD|>"A6*6OBYE;:POHLET45Y< P0H)S@OC M2
|I1^;701H|LW,_BI0N/U9I8EZG&_|#YX6B%)UEX5!DG1=;!"UPA1"-\$.5X
M&!K3NF|Q*^R#NB37C'QWVEP\AZ1;WF2Z\ZO7>TV%BWW&!\$A&^-*!5T;@2<\$
M)01RF4R)V>YK52X0#<'7|YU2#872HV'^|>3DU=^/WKPY/SUX=?C;P>G_/B/K
M;PX.R,K-"*&5KD/<|&DY>AZ|H6'-^/M>;PM)QW(>/' MT/VSYL1=7?
8CV_1^7"L1+PZ&MK?1HMC|N1CR/:5:|^|O05@_%=0SX3T!:=
M"F26ZP&D+\$!1?"0%HG(*LK9-VN,Y=?;?C^"QI7Z|SQQ!'W|!%@8#RIQB%\$; M4-

DC.%M(BZQY)3PT;?06[\$.LB\$HDH>R!_C7'"#%EN;JQ8^
MSG.IZ@;+V=C7V41\$;8KV4=!:D9U9_@OL\$P!-:N=B0D&EEJ;=/JO"N1+"UU_M02L_ZFA*
"J4I5)=L,Q)&>Y1R+M761_N(VOK9*^G@WJC|HYUC@9;2-?1S\$7_M\$W<>&
(M|V;4H6N0@A;1.HFA>67(?41E3X7@SON\$&2\$F#*!*:9:C!-(D<&U\$ M"#ZQUME'FVP-
#LNT|AR;#0S|IL)IZ|O9B=&4IN092G "MTR"9S,1V84)HO7%^/Y)=U>7U*OKV MX-
KF:T2#|<@001K-:KZ8:R>|2-*C%JXVFBF|?CN1S(D>|J "|>578/I;VBRM#-
,:#;FOLH%';@0L)2@@@5XB(YA4CR<<\$(A>-V63A8NM;AO:Y!-N?JJ
MZT\$7*;OR(D*NXU7%9'#%"HB^%"=*\$2*W#@WO1S(H\$|83: ^|D>|Q5)NTJ-5ZU
M^SC%Q9'-/2/5T>I H7.'M+;S-='/7Y9!6|V(+,OH"R+D*L1=|I_TFKB)D%_82Y>OCI
M0|APM" 1-YKCAH5@KCI+W=)<#*VPWEDPTM#8K.7@BRO_C,O\$2*|=|PK8#T_9
M0CVA?2N&%E)I1I%EL:(QXDZ*QZ|A2QX)!65(X1B\$VDL_L2\$"%:VSM1|'-&&
M%7_ ^\$(1I**,_^Z^(>OC@_#EVM.?09=RAR>|JC&E2L?1)=HU"F-I>?U7T/G)U,
M#K_4XO.7X|F'97"!.\$SK8|J6DY0*KS7!;\$D02(!@A\$S\$BZ)R|Y|33X+:>>?M MJ11=|K-
X:N++J(278%C-A_:6S@H|_LXU)W!W(_OX78|V%RU%_M08\$BX;|YW31VX+\$N?
JLD+U(D5EH'(JOOWU6-K#YKI7:;DY|MG>;|D0S)'FTM|JN*H<&D-|,CJUANW"%?
I/1@="U)H61_M&2AP2^",LBKE;(IOG:)|#XPA|;CU(OIMIKM'(I_X|UAY+?
FF6&^77|W>*&S^MCMV-Q(|C:F0T;K|K9=U+6N0!&0/CI>56(#(HP8GI-
5!6^%S+SL4|Z+997/V_M;_3O+SL|>-|A5A^J\$GT!"1_UEQ,=T&E_MD'1LP_79>V_M1
YQ"#12+B0/:%SF>IU.-0^_84A6HP>)-YK;=N| #U>B^OIYV|RB|JZ4B#3L| # ME|?
3V7@!;V7,OACTB0FH<,ANFE"|:0A_ ^I@;+X1Q55WE|>\$-Z92G,7'Z%E8S_M-
EWM\$|;|H^|Z:1JM"!1P_.7BXKP|W&2OI^,(#3S(;G:
(./4NBTAD6(3B\$,Z'>J)57T*K8DY6HQ|55-&8C)/14
6+M7|;0IBIG\$|?.Z2#G1Y,ST|3V&/<|OKH^.#XY='!FZ/CL_/3=|6:7DUA?GUP_M=/JW@S?
O#G|/| #A|=WJX^/R;|_|B7-1=N+;/B/-%H|IQ&:<%DC#)K|X^UNX MN*S-_UYA-
Z|;YFLSFW64E^.S6=U;Z|;3JE|/@CC&KWV.Q'&&4OV8++|BE!
ME:R\$\$.!_O9?;9"&GW"EPD@LNLXL_MFXPNUO7QNNG7'4ZO=7?|&!^?55O;_DC
MBBMX%|@ (1>W-DFKA!VDB.):X=X5IWCPC>2U@0XH*MV#";0/<7ACMTG>N#CYJ
M15.1EI++*F;:9*K4^%HY-:KPG/K4CX/
M@NE'0=XW;E1.NGKM7HL40/G,2;XDY)O1*VN53GP_2O+)61B"HMR5-^OISEWE
MU+3: ^FS^|2%/_B:=C\$+0N?8W"L: |U*"E5H)HW50HOU=V<<0#4|_MB9,0XFT
MK'!%_O"8PNYOWNM|X&04H80H(4NA0-6J2(X9!K;\$@#DR+D-K!;LFM%UGX.S#
MM)O/K|I5;IX_8C0ZG9D'\$S5)@P5!_W831T>-|V_AWSZ7IZ+!12V_6Z%4P-
HHK'G'VONA#\$EK|H,= M+232_3C@7'R+%E4S(+4MBKT0!%3R0E2"MDZ+;1BK4/T?
E7E=ZD,,3A>C%>U_M(R+->%&N|F^UH*-.#9HV.S+4.P!|.7GKF|)YV/'@LZ6.C*6|&<@H
/V)7E_7;_M|_F|48C1%^LU!7T,Z8^|<%;(A)\$A6H51F=8-/&Y!&)+.ZU'TNTQ|W|D^+T^.
MSX^.?ST|?GET>;KNX/3@^/SP|_Z_KRY+??CLYO|;J^O>S2AS#E2.'1!|
MV@%HE"74TXPTVC1^-^DPU:61WTW2=)(79|9\$K#LH5O?'ET731LXQ01%J_4PH
M0<6DP'%70&7#-4<*9YO?@MH|J|J;M-7GTQ>C|O|P|D,OZ,W2QT7T>*)D3K
MY""K6BPK(8.%/@'(V3VRC+I6B?|XYZ2/9T7VR|K7'W+/MF)GH+W-/|GO@
MB;QEGC('R>/'";<02|WG"-);:0++K'5(TP#VD%R!'XBU.TG_&6E|AO5|J|!- M1.,93Y|Y;?|
R27V*F?P5D3!><@<6U?O:@|H2_EC/PYM=Y/^,|+V_,X^QZW_M8#
|4Y|D1:*P0&CP.69PREB;1/9>M=Y|WQWUD/+1?AS2|B3|_7VU24>E#EV
MKPGO/S|TLU'A&1W| #PR7|.18PG_#;OB94Z8V+-Q|0|:(>71#9ZCN|GZ;W7
M<3>;KZXI9(%KQ@+P4B01IU (=V"@E0T&4S)1M\$X/WQWU.EPU_X^K+67?X|98
MK72|>D'L|/+3IPMU&FFKVV&?L-8UF;Q_M@|28FWL*
(PIDHBQ&@D2VL+/D%FIG(2DM\$S-B:7_MC59@A:*QQAP@B,0,>I8BLBJ>5/M)T\$-:4.I!4?
NU"5J*I5V):WNAW53=4|) MS|5!8+56A%(T8IZE;CB(:T@|-'FFPCC|9)/WAKE,H\$K4VT
MP(-&J21+Z|#2E?(Q(9ZC-|Z1M2|0'H9W&%QW|RF.
|,R0EN3LK|FDJTD82_3)_165GS9!K%!_0*0!*V4%\$ET"0!BC" M>"5BZZR0)R
-23_NB2%;RF./SGU-B|;B+GM"RPUX|I=SY1Q_?WH%??S0|
MNNSU*N"JO!=UK)RVBGE!)B_5% FIR;C63LRY<(N"ZR"3>F+^|GMN2TUQ6M?6
M27DW6U;E_ZY3:"\$+G1S%FVF1FI&.!^ ^5_26XM-(Y8UCK9EUK0AN";=E9XHHI
MC%9BZ<6Z'\$WfV.%L?OBE7L!44@.HQ\$*O&\$65+\$1@M4)M"T%->8L>0_MS1Z"
M,P2KTBLW=IG^/1J2W+|LEMDCTW+|Y%"O6IZCW'W-T/-YJ)5K3XD_MK8(/Q&|OP|?
%18Y7-34|"NT=DQ"YLC6&(T^V(?/(DJM"^.|>7&2-;UM)LP_M*H\$7'U@\$F1CY95P&"
(%'T(*CRC4;4;8.H|;:7'OF/. ^&+/FAL)&(FF7_?_8_MB-|GBV*!*. ^?|+HJ|>G1@(+H2DP
4^JKDF0\$G:Q<1PT.)-!""S1/CMP\$Z_M!"NY5V|U+|Y^(-G5>9!195ZLAVCJ#65;-
^V*+."3E1Y+9)A.WT|X"E,O8WY8_M++3H4<4_6H8JEJ @N))!."ZIY9BX;9T:M1'

{6GNIFQ::Y.CB=AZWA\$.R0=A M @ (3H:97U5051H]*KJUQAG[DK8_0UM@1'N
>6*LV4@./T;LLE4/^L;O'U3|
MTE.W^2>YJJ64T98(7F8RWSP*XBIS0/9<6V^X=&\$01SY|V|B5YQ_3W)|_CA>? M;?
I9/YA-BJTM*RJM^B<(9_%.PV.5BW(3(X2(X1'H WI-L/S,VE# M4>V51_7BSXA|4V|B-
E"DJ57!!\$+TTD-*2>B4"7?<=V|C6U(5PR>G4D;"VN_M5!H_QE%@++K(?
8UP"!U29!*S2U"!89F/87F!(.XE.^LA@\$.*V7|64FTOMOTE\$!-A430ED?Y0C'-P M(5JPB?-D
M%3;5(C/0K4;:I7D,3!M0!;G0#E!X9:4&0I/ MG+P:(X1N76|E0XA#BI'1|1-1?
@|/%ML\$%E2N"98#<%B_J53@FB%@X298RY& M|IM#;UC<6X=
!;=V>/6UCKCG874+M&1GH5Q4%S|1BFE|N MWA;KD(+N07%O)Z'NG8+?
1W>>EHI(DK#5+&I54((7%\$>FP+QCA3NM6|^-)V0KH
MD(+S09%O>W'VF\$UP=G|R|G_|>3-JV/3LV|^|H_|!K%U(^A,E|G(TG!RE=M?
JROPKSHM5-OJG3X_2_7R MG?7M!.*DG(IJX_KG%@(,B|<78JSH+9K
1_ICZ*BDX4)IGWKXCJ|X|W2WDQS MSMU)M-Z78)O9J|MX7M.D/:H@E@.ZNI'!%KOO-
!;@D908V(:?%P3\$6;ZFEX MJ'.G:96D|VG!?
YP>G6\$OY|A9'A^>'QZ<'A|=WKVEERGOQZ<'AZ^
M/=O>07S|>;O|>10@;>2N_7W!1P'GRET>('EQ|C=B?EU?CBDCX|^Q_ZG)U<MSF?
S,,D46(RRX%PF6O|/%15^|M<9ZF99^PJ@BBBAS;.VE;AQ5|7SP.ONO.=%
MF(W3*!>OHI\$*B.X9E"@9HF/\$^Y1R|H9IU|S |T8 A^2F|#DA0+/IXO/""3FJRC^H.MJO+
<(Z\$>L5F(LG@\$9 M:4.N9'Q MV2\$9KAV|>#STN\$8|. =9"VZ"FR<(QNJHTL'2)R-
!;.*>^).5&#Y#R2.^0R>!0> M/\$.A+2L1/W\$)#WX|%UZVJ_6R2"GL
L9/X;NG|. #R3)*."R3MZ/B9E7O5Z= MX=@Q=I(|UHI|#|S7(YRB-, 6DT77,WH+/(
AL|EMC)|+UL;G7B"#B.S:4J/=Q+=L MP#V>8'Z!\$_IA7GL_T^"6&P7C= /7ILF8+%Y%
|G|^82(Z4TS14+.17F2!B1NTB MM@X/UL4VA,2+?HC2BW3:I?U..YK2R7)W*7TE-
3>9A50GZ9K@W_::HLA:"W+! M@U&.%)RN|>-\$
>9M=,4JJ7WS2U+KPI|LPG>)'TC5|'EEL'2UO51W,VN3|?G7
MWW#^89I7E;.R*ECF.F*S=A3'*7*-2|65%GTTR0:36N|3KP5LPV2('XDY|073
M0|OS)\F>3/ D58D|Q(FHDA_?,>ZU>'FH)\$&BKIL)0" M*)L%N. C*,*
((=IB8FR=|D>LG48XGY,;=&#;.'F31WI;^~9P@ORM'%Z;:L| M|)\$H-
*@D4BT37S.KZCXA6@E.*6&ULL|Y6Q>-|MTG>>(UZPC>_U"JH?7<|K@)
MNMQ1/#_XS|7"+V^|Z>?QC)Y+SO(2+GG,. N30%I9^3!T\$U)Y5S|URO>VWT/M
M\$|WN6|!|FZM&IZ(442-%00GF=5<,O JF1QBTDC8S2*)FC2LT\$*-%|%ZDP,A|
MH:BZ_3;'8Y_-|/L'O:26N\$BX<&SHJ4R4ARW'5M/)X8#3QY4KF9U*P5*>?4
MNDK0>LB&L\$/MI+:>6NX1+;;O-A(>PV9!+KKL&+!8-2CL\$%Y4F@*AU
M+BGIV#KYB|UB*EUC8!-|UAQWF??&HNLYYV#U|.)_/QY)*|BJL+\$S?INBONQ>&7
M>1=(2.-)Z+X>T=S.:B|2^I7.Y'H?S##/|BGZ8S<=IQ(Q*6BF*\$
Q;E5DN9REB2V%9IA++9ENW3|C M!|A#|CB&PN_'X?|8|
S*HHK*SI*10NON00TM6&NM+5B'!E.'3)ZB9X'W>_9
MPR9HA^3J_ ('(NPT7FG'W*G_00L?9;1260BZU-Z|9'VC|!YTMLP65(&)UIO9-MCR-J--
ZK2.CN@+65A4E)#JOGY+^J6HK(N@+DRC!+)(C:M#;3T :DLEHR);;
M"Z>E8%JOCJL5>A<4Q<7:N1! U|IH*HH(+M>#)V>+!":I9:UCB2<@#4E'|X\$M
M+033FBW?131WH3DC2DY<@!;I@++U5E11&;R(Y*2@Y*QYB|BU@ TI.R?0V% MU-
B/O"?ZE:'66\$2PR2\$H7?;@C.90|_9*\$4GGW#|H=\$_K^&I#?)M#"M21|Z%5&YU@G?
ZZ/;57=_Z;O)7-P'>=4-^22GO?UNR^/1*+P7V>\$ \$C*O M!>#)P4%R9\$M60J9BT#;W\$10
'I*U|(F-MU7COH7=S,JN_S^HQF(=DGP?\$RR;BW2LA,Y|+TS:FYA=6+ '
MX6)4D+N:ZPNLR% SOUR*%;=9"L9()K/B;|HBTP#VDT'M !&T|J|OUJSIL+V34K MC7SEQ;?
+-HWT#ZXO76&7:"0CA5P9SS2(%!T9 !? 9Q8A1&^S%MK:V'J3O?D@ MAE0U=D 4|H|
(>^7S*7X*|VY|=>GX;EU>)UF.I\$V"<5.OBQJ:1%'S|S-*<+3|M8B'N96Q|B+DSZ\$%J|\$?
36>?9K.QDO4+RYGXPDM L)%UJ&R(-:%1 MUY;FZ
BH:"%|RYXH4SS=C!;@QU2|=D:|7%WP3:YNK\$.U\$7^P&3Q8|AX@^_# MQ2%-
V/SK*9(@PN2J9L.UKH|I%&|9_9>.)B|ZVDW))!#;E|)4<P49T@O M_3"*SJM2@!-
DJ%9HU46-WJ(+K(8K%\$FM*[WL!W2#6_-6E|S!UENE?^+;X2
M'N3_NKPN2H"B&%9L@)R0)D?6?H@Q1_#,&LEY"6B>8VO^~LZU|N+9GT;|B3/ M?
1|>KEYI;Y|3DL#6Q9V^NZ6<.X^270+=|N2+R^GH
MN:"/P1@)H5BRHS\$RB,QQHE1BF:BKC7)K>/7KO|5ML7-F^HH"" :QGQ0Q"E2@
M*:*."2.#!!^:|\$=D5WU>*Q2J.(9PG|BC_A|LMA9%?
RDX*Z,V9)3O+ICE;ON.ML9IQ;3*P\$BL<)NH=MB@#)<^&X#C8VWW|H6H4T&-NO'05,
(^\$<"8HEP"+(5=&QIJ7KV@6.D|= 3@J7 MK4|L|D5-ASF9TD+-UH'B0\$ \$O.@!&%
M\$|R;J)Y#<^SH\$-?V(#=MY.CA!Y-|\$^2_#%WWM4R|WT.79R.I(I<)92VZA!3?

MA0P.Y>!2V,9!7A0!H#7FYAQ9WDUCZ6R*US-^D)LB-#(M<*5V
M"/(I=5J68K\$!DI+!":V-9!? ^C&5+^6\$/*-!9#?I2@'ZX_NHJ_7DVF(?)?
MI5',1KZ@\$RXP*\$I4F[M8.RUP#UIRZ.F *M51Q6!!N=YA*"LSY'<#!GR-
J9LC7"YKCTKA%')!)?KJ3*EE::S2*#+9\$,<>>B&7N>05A|V-T5W#6NJ8':O=&
M(5!8E26%P;5*/O=@THENS|-^\$XJR%:+4BXV!E0C*> DN1"*R+,:0Z8M\K9X0SYA0=&M
M(GJ/R!0HY3*H%#)\$)FE S@2>7. FJU7(^P%(0W"Q>F3%DS"#@+JV1Z,/=6
M4E1,XI3U)CK%5L\$:"99K+QF/QC>OKW<_DD\$|I+#_X.+VT;#??#9!D\$
2ZAESDM=BQPRMIY|F;+D MK1LVK
EMD"IT1S|<=NSZD%*S*.#AM7H/0D6S@)&1&BBU1U5Q_H+@!)BT@9%!
M1>5;GZ90@F^0RK4QF7J3US,98I>LC%*<@V'OF(5NMLBS"Q;+.9LN.
MAKCENADQKIE,+H+5K.:!AD%0TH,(+J+S+&O7NO?>PVB&HF#I9<;ZJV0CZ3R/
MEF6)V1B=!18,,5M!D!JD92WPZ|Q*!45L7HFT1RW;8Q?C@5!J1Q\$V4;Q;1&GD MQ?
O\$4H:L:O)+!1&B)BL4JR\NI*FM? _<0-C?R>I=07#2C6EC58KA;-J/RVFE(
MV3&AA7+%MBZ3^@BD.@4H|2JH|L(R*RW|5&^I9>"Y7C&6/D.HUS<8B|E\$
M@X*7=&L2>4E_/H6YHW0W48B; M"&/_NC(&H5>!4;C|.2ZQ,#!"XTD1A:=X*BD;'T;+?
H9>|1_>Y|:#3|PS_N M:YC0LLV|!W/DUT-"RUH!#^_9,RL1(NF4FB,E*>
Q%A(JKIRRW)=U|DOU?>AW MS_+RIK@B180B>*P&W4\$TR0-
9^1!2UBG9C9\$/IGQ#+_);/8'9<4+W H"7*U_Z%@!7S=BI)*"AJVXT>OL_/THNQ7|D_>.
<|VC53G|I>V;DW|<'KXX M/#YI?73^|LW|!7>=E.;C;I'7N4PH#9A|:. _8KB8?Z!Q8LTPGM'?
+?VG6:TU_M|WXR_F|RK8OPD4={MD'7&3L;)MQ|BPP=
I=5SS^|C=I:O<(RGN#UW>2*Z/5E M?>RBF<_LI-1/1MK:P+*5P)"|+A6U L?5 MCR?
Q8OQ^P8E18@0M<(JEL:%@UTL*=ED20/QE64>I@FQ|P+ &K T: ^I%;H2
MZ)YLO:9R;IG6>7OD8=Q5FX#+85_=P?!&E9R= (RR;L2%L,YG_9PK6Z0L%F|? MO/6Q?
NZ#-H2@|QEYM+NX>N32';-P)U9& EM\$N.1+|T+91:|&4F#M4+ZH%E0
MO(L:@N|W8ZFW3M.S_.HJA|CNV"C0K M6,M_"PC,(P25,%@GK6/8>*::!^XFF|)T-MK=?
^";I:2-X5^U:5X-1'=&6U, M|4F7L-1Z|3K7=K8(3@=&@:2(Q:9.
(ML=|2#"OQ^#K3N*O\$^CLS"!KZ?=BINU MNJ*R,;1HK.G:L_L; 7-
5|0@O6>E1*R%S/LW.H^#'-B|S3WRL%|Y/MMNQ:U; MC6^Q&T_S.%T-
YR6MMKXV(-9_<|H|"EO.06_;;!/=C&\$4=R3VNY)2)U A&@.@N M:##>2CZT7#
|V;7_5'.BF_AC'Y(N!Q+|HY? &|EBY;81VX@|@7VO4@U1XY>(;=
MYW""Q3P(R1VK:>T*:_|2*ZJK|7W+;+D:-V5Q'7O1%L!-&PO;R|DVE8V/3)F
MT4P09\O1%ATIP!81@JEEY/(\$+*+D.I=>Q,33|G_?<|51_K+/H1TV7 MM?
%M6&_T#|FU1M)|MAV.(YK4V?%T_@^Y68L;E/8EO@W':>2G1@N"+DO>:PT24;-
IO#=&I!Q:7X;M:2A# M2FOY(ZZ%EDQZIF5QWM%TCA?
L6!8IO\DJ6UGHEGM3,O>0A:=9UKF6K|<17'). M*|1.1Z:6_0VG@TWS_Z?
M7AV4048FIP=_OK;X?YZ>';D|/SH^-?5Q.9/TV| M>8@7>
(;OE_G,A'TIU\$52\VKO\6FY^Z7MXY,|@-H|2-GWS#6*5+ZMJ=>T&.JK M5+_DZ\$VQ:9P=?
IEW@13#>!*ZKU?1%_WM9\$|S0*|Y?|VM.,HLH*/5!C8G"|HR M3>%V|B"T-
U8QE>C_C15EC\9Y5+.E4PAG|=SDA9'+XX.A_)R*/PPM2\$4C*, M*3D(Q2:
(2M.DT6Q9NTZMLWL>/82|5D/CU^JUG5VETT'9_-OET.N1U9; M,XT_CS,M)|&-
RA0:"6AG*:RHB>RON-)2)ZFCPIQ9ZYWN-6-R:L>&L7ZDFY#
MVBV!7&V\$C53Q1@GRAU*J(#PB1'0:0%7)9,>,"*WK;|R", "@?="+A|VEYLS;BS
M<&&//GX*XZXR^<^6'T+W'V2B;.*%QM-RU|;3R=:(2^8(&J-|'\$R=I?;|D?R8;'
MNG|.)C408C-"G=)|@NLLTO^R6C2^O+O77K82C96KJXN?*F=U4: #UEJX64#0
MAD&R-%R1C(^<^|8|4FM &=< |5,KU(>8V3;#&|?SHC1*RC*4, NLD&CUG#>MWKYH
YY MA|:W_8BTW4;E>/9L.@L7OW;3RT_'TSG|GI9SB/EF"J|3)DXFUUA?(4V+|9YT
MFX'=4A|+8=&UGVRX+ESMF@%KJ:UA%-ELM2 M)) %%TU;.%@<#SIS6%-
A;/_^4VfV@KX.I=V?G=+/P))V==KJ9CY-2H?5,Z\$I MN;81PA7M@N.0?3W,BB\$3D%
(6EZ6DS\$4%V|P2^P-8UB&A_|Z 4T%N>9QR|7G M|8\89O@?_+_U!+ P04_"
#\$@@A9COVL"98B_@!|X|X \$P &-L>"TR M, #(T,#8S,%|D,BYH=&WLO7MWVSB2-_S_?
@J^V63':.^LZ&I+24|_QW&<;L_D MMK'3|^Q?>R 2DMBA2#4OMC6?_JDI
"1(D3)ERS8I<^?L3&R3(% "H*M3EAZI? M_L_-PC&NN!_8GOOWOW7;G\9W#4|RW9G?
_R<7I^?G?_L^O_+_W=X^'? M?_ID?/#,:.'=T#CU.0NY95S;X=P(Y|SXE^?_M*^8|XK53;
|GR M|=D|-J=WD HO|HOQWU1_VC0=|G\$R&1X<#T>%P:%J'@^|T^!|#>
|!WVQ|I<:=S;/:ZW9;UMMOKC*W)I#<^ M'EF#|6 R-H>346=|W.D>FZ|!@--
WYR&L&=:M|F_MF_#O+^9AN'S|Y|WU|77| M9N(|;<^?O;%=QW8YKOE-
Z#,WP"6Q\$(CT!L;1.>ST#KN|V%0U #7?7J|OZ/
MW|S@A^1#;TWG)O6@Z7B^=J.VO06...@<|3OJ4?CRS_Q9|3J=_AO||X0%_\$6R MAL.

FZDWX.?VS+O:N(SN|+ S.NQWDW&*/MKM:P.IQV".V_E,,7NF_[^=.% M.>
<+=FB|0GGY>!:|0?U.:!G|5E 43>@Y^F1HO"@YGC"W7Y1_M2#UL<3M_IO""|S7N"?
%DOA7>O2MPT#\$7W#W\,%?BU|_F7-F_?K+@H?,P%>&X*X'UZNED!I4_ST|Q_^?4_N,=?
@GMT.&_HL? M*E|^7ZOWRQOQZU>B,\$GGK7Z|1?+OC)LX_|-
E'|WRY,ZPT|+MX)PI7#_YB M8;N'+L-WU|85SM|V.YU7+^C17W)ELR%|_EO8
#Q|WBR\$&5^>,'HCXV_LT/^| MFP+M#J=L83NKMW^|M!<|,|P:|_
|MV#NWUH|R"8(L6|/Q8.!_6|.2X*/T(_7 M8L6@Z-ZA&"H* EAS6:|.>3+R>_G7T^
M^W+Y7_|Y FE|=V%|. +|X_7%Q'KM|/O)SCOB|K/^A*|.5,ZEHQ3;P\$3 M6%5^R@1
Y(3WR%0A"AW|@|"S^|%|LL7QW|MJ_URT>P\$Z"-1=ZQM+WKFR+&|P
M""|""L*+ZXP1S^@;3_Y2|SY6.OC6D|'3BF0UI%((Q%9KC,QWE<<6/J>PNR
M'F%FP9*|.1\$OXX")>N@'|+T#X1?S<9WU3+;,<&X|5Z|5L:AF/#80;/K(@@)O=#
M!NSBP;""^,65FZ'_A',6PF?AD>D4YF%,HS_"QI\$CMHUS-WY161XP|A*8RX5Q M0MN\$F?
A|RN%G^(N|3+<|B%?>|P*P9+"7"!2'V8'Z|IBQ?"H_\$|C@.;9% M%G6RD1<)Y>
AR_9Q8OBBW!GX)8.)^K00"XYNVX'WK9A'VK!QL+ORLR_*7N18
MOD2|CQ(#I|LSU">3NXU(Q2!:+AWZF?DKDB|8T'0BB|/(7|XQ'4C M>|,|7WH^;>1'L#Z-
:N?PGVVC;L*((C %7>-=@V>4|'3N<|QNV 9NNV|+E|9D M%OI5APZ?
AF_|1|J"L%T+R/CVL|MT|T.OZAV|4S-_"F|2|&F.V@/D19G-JR_M2"=|1?
URN;7#6UW1=O<&5G_.P*3Q0Z%G8:L"|JPU,JHASI>_!82'(\$3+PJ-S|S_R4/CNQW|;/9@
M=SH:G2MG99P'000&QHE)<2FT0,V="WF6PW'|TZ1^+:PXS4RGP6A00##MR'S
MSLA|\$2T6Z#. X?'%AOPW|_MZ|_1LJ|:#0|08T.V,%O(/2|^;BL,SUY|O6-<4X*
7_A&Y_+^LW04>=?O MM&C M@AWR.7,|;\$D;@*N+5O"A&Y(*X|F|@T-D2NP<0+@DW,?
U(A'/Y*?S|T'_M7H/9Q|O 4)4'?F,XAPWKPNP\$&3"DHWVP|62'8=5;X+|HUN&2^3)FXEUC=
(@?FMX"MLB\$@6#N+G?@4?RS M90=@\$F\$D92V8@BY*B/ &'F_!6L:PWP\$H1
_7)_F|12;NT'O@,,:|/#^,?3FTG% RJ#?L^|L_!<9|_M9'J0P,A'28(UD4AEUH(#?Y'/
'CPKQ7+>,|=GU)WO*6Z NO%-@9!%09+8|
M|:Z|;)C408+'%S9&V>"_04R<;'|@H2,L3|.#%K &')+""OSI4^B*6\$1PCY.;<=
M!44V0UD"ZJ6U@|@EOPK;X*1X)YQY(0N YEA&Y%"*+% =0WWZ-1)?^SID3SHD.
M&K^U:ZF_)6D3|1'3%_Y?D996*>/D5B_D#KAG)E05"A\H15_\$@"<|"?S!<"P\$ MJ+8;-OXC!
(LI3D;DU6|US*NYS9(IPGTP*%/_U)04&ADX&72!|V.|_J|T2;A M@E= M8
ZXD+)B|BL.CAP"A;(8V@'|,#^Y\$'P.QB0U(!=*|MG(@#HO,JLQZ0&G&>('
7XG*T.A&*N6'Z=H|1S93,1Q MVT87E3_ ^HR>I+S,|2^7|4U"4V|Y&|6)NRV0XU2!O?>Z0
L:6|U0020|L)*^P M"8A#%|!_4I3**4B@/ET&*%|"NGE97/??R3/AZ|KOZ\$T0\$=
3LYG/9R1T|X\$!_9,PB,#CXXS?>
M2BU.80|O.)|P3BWC=S2'4#A;|IY>1\$)ZY!S95"F5=LX,7"|<^SC+^3)-U>=3 M!PP-
D>|X|7QX"%4-?N@KJB|Q|A7-76C<1)?&N87B|&M>(3M7=\$).W^"20GZ
M^5"RV)3^|HU^>:@TXELR;|P|>JTYG/9TCO6+7Q7|D ^C+!6VOPM=J2DWR5,
M<+*6Q.ED_!YAE|3XA&\$)ON>:FLGI(|F?;2C.;+7'ZB|. W_"PMC|O>|53
MCD_6;&O)_ ^VU8B.^95S@B0,G>T08|T'V8DCW/@2W+)V-J,X'O;L3):P%V5-M!R6B|G
V+^G9)Z4PX,|@GG9R&'&H#.6%LZ|C+%|^|YN:6|+KR/UE:GGHFO:YPK
M@@7(L_ T*>6I/2V\$@"-=F)ZW-\$|_6DW)S?I'DA&2;./CBTAC4)25G=@TK8SL
MH/IMK8>41'!D4P!IMT)4+@*6;S/DG!#OBH-DVHLBG"9?
*+%B|3%;D>QX48BQN#L+T)H_2XW@)V-7>L|ZPUQY2WMPG>W|H1
M|:S+.=#\$D#-0DH@XF O_:UWE;('=|AMB1A^2XAX2X^+ZRI%&9CJ|XL1W@<=
M(&WP|.D|NA\$6%Y)&(N:|+K(M1(HO#\$QB,|C%+T+_B_#2
M\$F/'(FY,H6L3P>@|_TS\$F9TL@_HF,PXH'(Y;|)IB1P&|/H2@FN\$.I:|>H8Q M*
|FMR;/XE&-3CFW"">_Z44-*S9&310+Z"4OJ(H|,63.O|_ ^E6B%YR"TS1Q M&
('EIAA=D,VHS11G-YO/^EQG=E%T#|F<|S(H4 QBB%,D_XL|T^0.M" PZ&-MRTVV1-
(8_&)|=("BFL3P7A*X3QCOO-L)GSJ\$98?#|P.>B4_&6.=E/(;F!:_M!V?OSR|?
&V(+Q+47VEOD4?P3JN.85U_7=5>WE-_|/.)|: <G7"UX0>.%P2P
M4R5VGJF7|0L|I1|R^1(F20FD|97PFO@KHQ8C%M)*?D&J)Z#?.\$LDC_EW/\$B
MF#T%SL*|_|/5A<<|2|XB*72|?3 K"Y!0 \$ ML4+^3'S1%S>&|
)>6@#@!%|B0'IL%RP6O5!\$>""PY&|T8"J@+.X?N):TFJ\$U# M|'7!Q(\$5PP072V;
|E\$|KR<|V=>"T.=LX9"UEB0B%Y|G<)>WP.T@/0WZFDT0 M&Z707-+|L*_P,AEWYSAGD
M;NQT2I5276T.?Y MBQ5\$?|\$|\$^M0: GV,V\$<26Y=;!|J'P\$|H&,:>E
|V6P)IOG1L&9,AEB1LA'P0 M5U5;S;H?>00KH<),":Z<^=YU_.?A+
X:|+@SZ>UK#6E*MWYXGFFI4.(C|B@_M^3"DBW'|J3'C0L;\$OX7@DY+6E0.(O:X=:@=
@@+8%K-:F6M=BEP'*+J@4! M+EDK|C#A(+%7%%SE*W(RHH!/(X?
4/6E=SZ>S8RK*4A8;Y5X?=L+34^F(A#Y MC-'@MG\$ICF#07X1E7(+:-</p></div>

%%'MT0^J3A2KJ+D>*/I#ZAR;Z?4L KX>C%;:/5W
M\$;4LG%5\H#D\+/'N:WPZE\GA%0%T#+;I%AD7A/..CZ-/\"XM<.<&D5V:VWH-
M(GMW6;N/XKK;|37W1+-|CL\YN"CM15JT\$MDD#,9QYS0//_Y)B;[DA M(0ODG;&
<*<C_H%,6%6*2>^R>|O'9=,%\$X:AP|=+2X0199X\$8P=-WNSQ:@5?
MYO@E&ZYZ*EN,K/W!*SOFY-5/NJ8#_ ^Z/Q@8EKZ@&I:>+Z/VX.V/_?%=0XUO"-
@EQ.0MZ8<)>C M_TO('L0RJH<"5"/7=)\$R\$!YJP*X\$U
WOVHK;=MYTBM&0"0):INS*DW92GFMQ M'Q1*16.%;Z=@=_CDG
=3N%5IR3L^>H8D)P!'5|3|XU\$>_|6D62PB2"H_-;RG M^NG;M.L?
S<9<)/P>OJL;=4AMS0(U9O/@-.JK./T3;?.;ZBJJ6C7Z\$1>=B MS
%)UXJH^PJ@I\$HAMM\$2V M(YA8%AP.0LR)SX'TF-ZUB/V#T#-XH5.[I<1S^&HGS,..?2-
7.YR|QC\B+)I% M0Z6 "Z|K1.Y)?
^40=HC9QPMLK\B,)NXC^D#_7M:#7\$RZ/!S%%6P^/C&'PTL4_5T\$Z4"1=)/I%6.R//
= \$(JY*LL OC!^ (1,; M%.EY&F*+6PE4R:I+4^KV7U58\>1+*FCDS\PWB?
#K6AFYQZ%;=CF^*+)3GB\J
M:W^)ZXT(.IKJY0_I,J#!*Q*>U+C)+Q1GDM9!KKFBA^292%C#J+511*(@)HT1J9\$
MU@SIM13""Q41:BF8CRE\61Y@M+H8%<\$U_D\$5#<6)H'IDXX-5K!|"\$G.'^R
MPV7LAF\$AR<@Z%+B\H>R)E^7R=40C_ZT0Y(O@1%4<\$6=)(C@P-I\$,OT=S>%
MR:3<)>AX29AA7|GLY.I(ZZVC>N:D|3JA_?F5#:>"P64%Y/7HX,MA)QX@>RS
MDK=B.JO\&>EP.\$+9*A""5>3:Z?A_B+9*5X M9T% 4M+OX\UIH+^JZH?
8+=NT1>WX9"=IKJ*U.TK0)P63JY7O-Q0?*"^M" M@)IS
ZP7673.G:6QX(@:QF#MY\$!\8*7|0!V+#+V\FFX|M%6RU:~P4)WD*"YQA M"
G'%0U^@J6G=A(4/.G0\G\DS9:Q,^9R!6?B!U\$#\$\$G!D,-(F?R^D%C:&
M;Z|E|(2\)/>)06CEN8IP5XGJ!C,4.!OM2'I%I4.1618SYXB|2T>WUX6\FPBY M-
(^L=F":39PLJC*M9X#U*-(Q+|&GF MVZD9=L4,A3M)-R(F'
X\NVI!CM|4U@HH'Y%W49|-3;8#98MM*_X2LA^DKT9 M\J6*TBTE\$DX^*@R2U
&7*K@=>M|Y&P0*|+D(UE2.!)W9Z TK%3A=S+% KR@
M0C=B,-0@7#+E0MGQW1A|EM2*DI=^5FA;P5.9^M_Q\<9%0")VCF0@C|%#H)>
MUALSK6!.>+I%XURK= EDR1CP.036/'2+\$DY\$&-^79FO:=J-1Z'@67^2RY*"J
M,1|7%F\;OWO7L\$6^V\|L|8%|E3J L9/ (=HZZ\X'?K2,,PEY%VWBQ>I)!U%= M%TM1B|
+P6Q7|EW\$7|BP)T;\$L&H(EA)9P+X8LEU!OW9VXN4:F Y+M@M?2J=A
MC.84&Z;MM_(>L!B8=AU+!:R E,#+04M#|2%R'\$RHF7_OQ==1>),P#@F!S&>N M=X"
SYI<|+H1H7YD\RH"*A+8/7L/-/#)*\$Z<=6))#|A!'3G)%&D71=@_LJ*
M|Y|2|O%4?|Y&ONS8&403;\$@I(04N:C*U%W"9;5D\$G&O)A=QJ;;264FJ4:O*
M#)Y/XGM1>D7|J|T1:9++M)=, 5<\$V!E'ZTCA=R(j>V#8H_W8=UGU;GVFOL|
M9XR46*_E&E;!QY%|S_DS>J&M02*K_#VI0X@8-J(BA9M>VUTW2'IY>'3|F5B
M"0&741%Q4U-H:>V|0R_-D17|J0AMZA ZOTR.-A1&A#R.C#CDS&YV)FJD;.&
M2F@0A|PV.1Y)WE\+S8.%^ET2_Q5|3.2 |>IL\$3S);RYQ:&4UER6)T5#>(R
MVAFE:T7HA,V|Y\$M|)GKJBHA=I2NHW<|5J(J1'7S1\':==074.Q=QN8%,FQM MD|T((RA-
0E!TV>DW|VM8Q,RRIXA_B+D@?QABL"#P3)OF("0UT_'X,U#H9X3
MZ@HC*2!_ ^0E,M<;33TE#B,;D!.6L AWQ8:*R,5/'6&@H\$707MF^YZ(:E>3 MRB>6Z
4N(I\$IMPIDQ'.I-1=Y%*;O<578(6XA0A:23B+;8U|D4!&I7WE(6DH M"D@H""37#;?
42=.G%,UYUB5EFX"TRUX1&G+2!QA+1\$5NW(9SB=1\!K%5=)@ M?
=/0:Y'.5C9AW9+F|/5:FSWI_6I7EO2DV>&4TRF+VND?:O(AFKBM%;0(R>% M.CV5-Z"?
G&F?1|2S\$=_0PB"R1TC&-7MX*>HX2R.V(RK\$1X:R0Y|2(1Z0@% M6";G.DYDP?
AP3@I+H' F-#P"%PFSGH\$|JB0@L^N#;3/?%LD_M'851=W6W\$F M-RBF (K AJ\$DPF5C
MBEKFK\$"D,@\$G#\$;V;53'4*Z2,2"V=IPTJ(T\MYCFR|"R=\$*+JZ9Y^(*ONS).)M*ECFZ%R
MJS_-E@4,><9DW;X?/U%O|18J1'I7W(E A'IXS;EKG,X);()=()E|S43\$N|P M_-
'<<.DAMR.&*9C;4Q&,H1H#RN/#JQ.@""W\$J*E%:8X?+,8DOW7.K01|^,SQ
M)F0;Z,00'U3+UP4<.U#Y|>KA#-##JY05TRH@*:*H>R#Q\$CCR?R(NBA;I=:9F
M(Z>I9|3UTG9-'CKA9*8/B>GPS;17+% ?MNX?:H=H)J|3|81I8,-'0|X\$&
MXD5637PVF|C106)PLJ#JR5?:@CE@>ZZ!:07S*^GLDL|=6B45|" 8V+AV+6B: M+VP:
(HBM<5%:@L' W|P6@E4+V,0.;>K<<6#%P!X;#N_%1,('J*P)<\HWY MH7',LXQC-L|B?
7S=|JAN*|EFJ|N^6AP2Z2R=U.DTV^>S;Y|+|L+X^M' MX^NWL^|GE^=?OUS4317|
<*<D,&RF1:Y|J^H UU4H DF<6)"O*7*OB Y\$Z4MU M21!_9KNVJS=WTFC^%^W1(T?
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M3%H:)=56(,YYJ=X>)P*0++0HI9L1FM;M'/YSK;NNU,^?X^I:<80W60A|HL1E MS@H"
(M*+A*=JH--'E.=O=KO+N:N M>N|G6+V@%OF/MT/787R.! =BCI5M(ZW MQ5^%OCZZ?

S#R>79!T/j"+4JV1)4G5F8/T0WQ&'+@+J5_W@')L'28:NWMDNC
MTT00TNO/Z35(!Y/XD.;*#82> 4YZN\O^B^2 M8YNN@KWM&%V0AC=U?
JRWO,\$'WZW96FO]-8G==RWZX\N.?Y*I5^!;(A@YUEBA M57J/9WFW6P8=
<;D1^TU>W!KNEQH1)KVB>&Q8/V49:~D94?TY4J MSQ)@GCZ=QW>'I1..4@F-LQ\O-
#OXGW=U4D5?%& GR\ZW+5*.6&@BPAJOVYYM M&3C?U/(I1K6(D+__+Q\H?
JBZ19>I59--?Z>*(VYX1C<#>WQ3UOM0:\$VOE7
M=6V^GU*3OWW\+C7YJZ9JF'O(N?'IO=O?OP<75T\-'@Q>5V0CGV;|K|:|K#<4 M%
|E;I*~@6<9CN<7MP=+RKZ\$*_T|_)4*VT''W>W''3(I J3L\$ MOOYAJ'%|T-
^|3_>), 4&M7(02VH?*L9^1M%J1'4:64|G>7=L\1|S;!'2?H M2Q(VLL8DUN>)1**?\$(DJ?
=!4GXW=5W/> >D(;Z/9>T#V5 MW^*>-!J43YH2D9R|H\L?5*QT)RM_)JFUH|T?
L24;K7^* W+GL0M_L(:|3= M.KD S-UW;94|94K;!N- |67ZX%:S#VL\$NLW^YV|W^+X
MK^..#O)V=(JRO;:(T/Z)X_L4=|S&GA>=|W;FK7R0+I^*NJ+!..G*KK1RX;C|
ME;YZCKM;()I-KM;-I"QMTp@2\|N3JT\&W9H|KG9YWK0\$G7TI\$3= M0C2WQCO5=U-
6=D-SS?DK21YNPUAFP.P/D1|_~PCO(1-9:>@G6?@!0G3!KO;_F#J%1Z6S5-%3S7D?
4KR5M@7S+_|(!=J7JY+? MM;S H5OPM|J# GLD:T3TZ@6TVKH
R1:~K1S6JDRUD>>SQX5!KV>UQW>|Y+!7 MK%#LQ#TG5MCO/>XW>
|SO>SRL;NG\$AL?VA,>DG|HP6L-I#WUB%6=1|GV/FX!+
M_>)9|1FT>;HA;T/>^C_5D+^3S7D?7CRKM5\+|6R-5VR_2A= M\$|Y_E-
|A(29/WW9'R@VV78N|X=O#|E;M!4|FSD%KM^PW;LMGM\$K3E+VVJ.2
MQ4|WZJ^_2DTY1<)N^VB(-,/>X2?^C/K,|*BLNJCN)V\$+?TQ/|OV-Y=MOH1 MG47#U
"JG|!%!?6GIC_@L=O;DJD-XIMQTZ>;0#~T6Y6C|L S2JQ"#C >"06SL M+(L=K:EQ-
>X@LH|J..JJ##&+"WU:<:~/8I*E;YO8#QS>\$-VK%_-UAI;-B\O
MVUKT.3!"OW*,H&I%F\U,(K%IS!;1D_D/OU22U|9*YFK6LG8 M^%?6K!>=?1&?
PO2ZV)ZOZZV@;5PDK=\$OHL4"&|+~R*K@K-9@|S/;!5|1770G
MW/&NJ1.NSTT/GG%LNAU!"95O77|H;5YSBY:Z\((OY@L?)V5(3H34Z\3FEO2 M!7XAYM;
(1-YUCZK)Q)6H>ZNI2?F;(C9?8V+D|~#07G|O9?LRR'7.JP85@*ODU MI9.GJ;&;Y#&
|O@5?:/_BO@|??4'_Y"@+6PE_A2M-|V5J5/Z-\$S8,)AY9@P
M#~V3_SJ39H\$DO4KUNJ@&=9Z4 M*~#?ZJJ*NK;JT\|R)BMC('30T:NT?FFA?
0CL|C;R+!|~Y>+~#6" M-"J|\$3DAJM+8|O#Z+E#~|LW5A_/#A|S|2=^9P|Q@"&E|M@WT=:
|@,W#"_)%,E38E2<;AR?HT4+ZV"@-ICCH,\$Q#6 X M6\$?D)H_F6C>E|=X*-
\$H;|6/^L=;|ZL?MT?#W;3L.FZ/>COK##~|JMR;4J|1H;GT\$#|~|+T.;P MIO9:8ZC;UEG;/M
E>ZCGX>;N1XCC>J#+^JW.8%2F1UC36+QD8_%GP\$H%-ZA; MX|
|.66GWU*P)QK7"B/WGVFE\|T|8"AM >.5UKV*9OW6#?KM36>FIO2C/.L:\$!38X<9Z-
M\>J:~A%KI%M7V% &;7A*Q&65D-E(|Q-!R#SQ/NH_?<3T1|Q@~|GP
L_#PEX|98YUVP5H-#K>P?; ME*%|EF@;25AQ_HJD|;)7=|@M1Z'C>=
H1O=P3QM|FG#~OM;G=7N8OA|O(I M_?QOI;.<1NW>EMFBYTDGF%-
FW>ZP+'=5T^0@-5XK|)OC7) MMYTLO73 K?)\$*4|+-00J+3"WK_9D.OYI78OP#&GRP|
(7K? ".#T":Y+;)9/;>R8U!>V#6MW1MM7 MZ|"YSS:7OJ&*Y3/9>^2DTJ?
R>C|K;RU3GQSZ^XX|)%MUM+&0RDJUS5S|HXJJSK+F M(#HSWCHZ4Z5->
<##I062WOT|&&..I*S0"NUQT6AC/HCJ+?(2#X%Y+6%,&:&
MY0\$Q@~|UF#~\$Z<7&.5AIW/;P==BT@UA;"_VX(D^&-Q.A_Q2(#K&FMX6Q4I@
M8E@'\$5|'NE|POJ@>)L?~Q6+36M DA F340AK#SS3IFJ+UW8XSU8V:1\$E@""V
M&T0^E3+!8F4@679<(U@_L2&E3BX6C0
.1"R&H:\$R3.>OY"ES|SU&02<&U^|~\$+XGRZ*<>BZ%-D327VUBQ!^0=5; M|@TH?
WJA*8S|55M\$NJ.R A+?08 G6':QP\$!3AYNR *0L-D5|98|?X9T#+A9 MP>>"+GT?
&!M/K>!%VUX80)<:~@7B&|D7?|0OVC!TR&PG|_PX'%P@_C4E?K&|D@*W7:P5
MJ"1VZ7M6A'5_7=>|~\$D< LI5^XNV|R'S"*V2P-*U.8LO 4QK7"T=SZ'A07.8
M/_QIYGG6M>TX+0..580#JGYH|6OAR)85<6V?CKN6*+"(9)6'?TM4X(MM@0/0
MMMXX"BX(B\$^!09U0<\$HV'D-V(LJ=H.S#?19K7ZG|*~|JO*/|!%BHNCNNV"4'
MG%1O||>WCFY.Z?_N|H%EWJ|+'+04>K8A5A6PLX_0FSS?%~|1UOFACCNC,+~) MC*IA
|.;NV_FK')7N#ZE:1N#_QZX;>K;KP/#2 MK+"42|U RV@DQ\7YNI M-
@?:MR)'XY8(-J8L4PXM:I)EZAYW:Z3+|WGNP11V&4NW|FRQ2SVUH^UY#N"4
MW|+;3PSM\$KE>Z;7(0-?~|; (WY?|8/|@T6_/8!M)3\$#<;+V3VJG#J9>O=L9U
M|FP;6^BQL+B=Q@QZ*-INR,L|Y.G"<;70/4;M.I=5W<<36Z=+Y|
|6^^KU;ZDS7DSG*%*#>U-/|25\$|W>'FQ/ CDXZF M@Y"NE|U|)I?T%Z/W71U#C&W-
Z*MQ7 QW4X|SITJT3% MWPP=>PASZ-N=&'9!;B;Q?SW+C?
B\$|V3WNYNXW1E)3>Z|-76ZS!8X&|+QI M_!4!':8V|*6"H"T=YK:?"JY(BWLH?JL=5/'~.8?
*G@)B2 AH,A@H>*N"?FM* MCH1==~#W79,%4.T'T(WQ(HV2SX>P\8LD3 XDF8

MCJ2AU'PO1_FG(/[M%CO^NDUO[O4;V=@7P\1^9,+))J2[Q*"X\$;A"J5K!*|<4: M&
('S:2X&!')-UQPJ(5G<0?00R"!VDI+DX!:P[?P5S,4"WF.(Y#[T\$%X-IJ#
M*!MNP\$S)J@E#ZK!M^*#M6?E-&O Y5ZH64U\XD9%QL>,TB<12R&_DD/_%6@E!
M/K=I+J|S|I-7ZZBQPXW+.Q39-;1_V%|P!'4G=IE>DQ7M^HTQ 14HN&OFVO_6
MI^IHE|W0E("W&/+-E>> L9EP/;Z"5W2RK|O+C@R' YM|J>03>JSC1U)\#EP M=ZY#<>-
\$WAB WX=2>C=*54"JRY3SX^Z@;D-0PV#8=CI 0C="023H M)OO/Q/W6-
VTS|WEJG^/+9=.(/VR/::=QV(6UZBNSN.G)H6\2T9(A/0MO!| MGQ@|I.1&D?F,X.+Y==*73
9ZOX2>T6WB8:(-U2UWNGX!'09|XEC M^:BC2)S?H @?RCN33^4;Y/9&MSE8@HV78!*
|^-I1>H9-%Z#|\$/K
M4%_KYF/F8\$A9%.*BEFX3:L(39*7GY;&0MT&7#A/M0.;P#6_%^6%F=%W>X/TC
M\7XG^WK6W|O_G=[MCN/_S0PB7-><-|/7P"VZEQLJCJ>Z%"\$WKBN%,80_J#_MY?
V|*BK<+1TT5,&|5&;GR?PTS+6\HEW#X/:KK&EYK^MW4;-F M+,TAW=Q.^D
8ES@\$5PD-2FG^H>M#_YCK<<5XDA%RDL3?HXJAT">DTM"#5|P MP&IV#^2;8""?
>SX8T?;-AM+U=5)W74V304TRVL4I=0<[N%/I5&!Y_PT;|UW MK6GKM:.E;W/IK?)T*>
|L|I0@G|KMG4|GS5WR M*NJ29R |I54R>W=\$|U>=@|C1B,^|I24@6^N6;S(-#LL\$>F
M.4W0|9.&95-5;5|VYUAR_!8S1ZU!;.<.Y8* M868BJK"7"|L-
6L9G&Y.MCDBC7V#F5.*Q#O|X?;/%Z+;BY%G8-,PEC>,"DO\$!!
M|5P@8#1E>C;&|68VPB.#)|9-C;+^%HN4QZ\$\$//*AVL%Q&.)#+<#(G;(KSZ>H
M9C|JIB77=.4YD03J2,B27N-
4U^V4|0)9\$|L&^#.M3*G^9Y%9+2UZVV4NU479|H/OMR:7P_N_CQZ?
*B@LF,6V\$24|!|.4517"+|PY5;0%%B5\$N6522 MS|' LHT!*DH8!0
M\$=HP9#>PBH.U0<|>GU^<^?OWV7MFL>F2(CMJ#07|W>8|!>|CE4,6_|X|&59S4
M\6UOY'AH:H?|B"G3(FJCW|;M9:.VDD?*|H|S*AM2;?@BZH8?9<\$3\$DZ;=>D
MM()\$^IB8RCLC4XD<0,VH5+;X|JW+?3|T*I-)NC>|ME2"ZQ&1R1'^IU;)&.E|
MHKGQ+^XXZ(:5#(@#)Y=ZC+7KER%\$^GKS=XJL2|LI?=:A U&&U;6&NK|3|D*#DC
M=*62(0WG|@WG#ON|/>3|LYHV|I-Z(K?:
M\$;4YLAE2(_1"30UMW|WD_J&2ZDG"46MTO=-1@^>VH<>M|F"|SQOZO\$VJ'(#'
M,S.L>KT|. +GW=&L&>Q"JXY1|11;,>)FRD;8|. "2V10|;.'D16EYT>#2H?N2
MIMI2?|SJC|OWLCCN19U|)U0;F7BF,M\$?W<|*KZ-,E#U#U26B|G+;0&XK"+DM
M&^EZ_+LC^:# BSPX_(-<(SMJ#TO,*.>B#^JKPWX|1TXG+. XP(M?C8/N;R;G M/-<
BQM@<0,L?GAZ-<#B!EA<97^AYAY!=Q^C|@W?|CO?#L?;MAVK |VV:1G
M#2KN">U!HF(_MZ;?:0#%-;=WGRN@N#>|8QJ2@?BGF|-Z(Y63)6VYGG;*L|-M3-
QKH,05W9JMTWP5W)GJF"L-CKA4;*1Z8M!M|8=[^2AX?AMZY|MQ|=C0YVU-M-
3CB@WYG_+K.I_-^;LMP5.MMJ8XQ53?|<).EJFV6J-OJ#/:16F@X=|Y=|P| MWD.^;:S<)&:
(-81%>|G9N'VMDU'5-".VL^=Z1|5?V>>MYT;:Q;L0.|&SRW5 M>3#NE'?
2*IA*:W;EBKM2'6/E(7M<;,9.> \$UR=&ZQ-PCTU#?\$*_@-|B"ERMX M/|GME
#DMZ|Q GK9:G!Q&VMNO;"ZOGC|X76E_19FCH|XU!4|U=.:IW<*TZ=LQ3|I-
X">X8=D@V3+46K7?"62-\$L?<|"S6-? M8?==|L|1H0(|?9,VW|I M4=7M;
\$GK.!ANK?;TJ2JZF0CG!4W|4|Z=&|P#05_M,Q^6--76"/V|-A*K>KW,?#9,(Q&-1&R"
|ST_B2A|OJH*LB)N|T:3=>%^0&A MY6|PO?ACZEIHK?SV4|QNUWN^7CES;=-
I=ZZ<>9!D+GL\$|0|;XSY2|X)S^.,O|#"|;7SSW|I>3DF_'1=L\$YL<(&)^|I"0<+OK
XP)2@7!;XY=-|Q|2"OT*D1>@808X^TC'#.C847@#S8 M,'CHK(#?%DOFT^U>FM05-
@\$QC,+B5XI*S?|ZR|1'F2B8XN-7J.UCD1>_CC)Q=NV_Y|Z:S)+-^.'\$ MY^SG(90"7-|RYJYM
I1Y7|:AT|;"?_XT'F5.)"#B5+5>_ITLM4G7X"2;I M7>_RO 4&,ED|TKLK;.>9@?
_4ZNHYQ<.C,"<+2*;N|O\$=53J0=;(->EBF>9OVOGLH6JY)M;&UU08(2PWE
MX;@|KJR|A3_ZMZ0ZK/1>WJUI107/L'W8FP)3000,Q.P>A|B=TZR902W, 3|6
MS@2;YCW.MN=_7S;L,R@>_L71(\$Q31KYX>_I;Y^(+VF"QA^>\$RU\$-5!7Q3D,
MBYL^9P&M-S)P*W"OF=?%.COD&.+7(M">DCOK>@/YG)04/Y(1B1;AM.>'C-N:N^G%Y|
IN=QO_EW^=2FBXLX&QXO,V@9 M2P:RR1P'T|W3,;"A4?NE%UY(LN|L&_-\$'-0|I
(|XHG91|Z/?US"QGI6_JP< M|YK|!C!|-&7ZS0/'F|D|Z(I W;?4IA_@_=\$& Y_0W6/,59=
%CEC2&/Z=3-WT
M%@O/0FBQ""QOK7/(@*9@*LTA)!3A*@CT6HZ^1HS!|7=4\$|%K7I#M,O\$G5UB15
MN|LY/5C2MWA|W=MWKTG5/FE&MQ9H"95VZ1JRV4/GT"2FE1MDZIM4K7/,.F4
MO^IN:SSL5#;\$4YF\$5Y.J;5*UJ51M9^L+6^7@W>Q/>Z3JJUKMO9X=|G;)F';
M)&SW(9%T5%TSHTG8|K;K^!|0|V\$.K\$K03<'1TSTJ.GOV-F'ZF'G1NN0F6UIN
MKCCFF\$|9CEZUC&.1MNP>K>4M;?=NB4@?WG=Q>)%V,STWB!9+NJ2*7P+&'U|
M\$M\$OQ'W4*F8E9:8N|)G%L7+0PJ,) X%J|UI MP?P)ZFG)=MURA)_L*:=/_
CG"RN;C'GU.):Y@/D&.L+G.V>0(FQQADR-L|JG!^U|5S\$D\$MHP@6BZQ|.R6<)>T5FYS

MB0"A,X1KM"EQ3S"31\Q/\$A9>3ZQ=QO<@XTNU3IFSG/(&O:/CBN7H:MBUK":M-
PM[1]>NH\D:-EG#)FO89 WW+VO8) Z:Q&&3.-SK%\$A1XK![U*ML7*^>Z9<[
M3[HJ@O/0N01MR/F:%PU%FPV,?\$2B7;@LT=W?4 E5@(4X#%)+/_XIL MGPL0!:BD'^V+-
G4V;FDZ&M69Q0.0#88J#GYBI@2-N=,@*"X*[,I+_L+62! M;WI*7&,79:1I: OA!-
BJ&:P\$DUNIPX;2QYX^"+^=AJYIL VR(K6YDJ='J?8 MA-E=80?H[O&[P BB26!;-FA;
(!THY7CF;7C4#6")\".>>S,X,116A*[9T^5Z ML%4.J2G<)>>CBN_1KT.-
+#0,2\$"15MAMFBK\$(^FP0PO_\$FZ*Z5-XILCV M6PO;Q<(4A-0QM+
[0]WD8PON<^:\$<^./SQ=)YA1'1R"7%P6&1U_!0;TEEJ80 MI1LP\$4Z/R5QX4+^VS06
"7D)QP:7A65WY=XA.++=5"0\K)AR1:_\$C,2#
MD/9;:GW(:HJ:\$X@)K7\ 81_%S2@SZU(JG:J?#%TO%6'#/T#O%O_.S:=!:: MF(L/OR/
3#')2TR_P\$&8R\$MO*VR!M23A/!<(T_T)*A\$317F)-Z< MWQW7*+_I?S+R9?3IY-
/QK>O%^>7YU^_&"=?/AB?SO_IQ_F\|O_J:Z"R)>]MS\QE,X)QQ*E_.\$7,*
A4ZP[XP%D%=E"\$%\$C0*H6(1%(?T4VP3=!:YN^/4&Q M#3/
@EA<6K)2C@*'RD'Q)P2'"2 3H1L2[JL=O.0R#V>!T(^8)1KAGZLA,@TR(E@%JN:)MS?
NBZ46.);^& MPH_&EH01@;*40%WC=|!1<,ZT)-
(E_6%\$)H'&@\$U\$|<2NF.T0+N+:#N=>%!H. MGPG@\$ZR!5":JG&E\$J@^/K/C\UAC!.\$^F
A00\$-D5Y^+;=\$F9-B2R+:#6_7 M%!:=\$=@>E>D_ JLPD5:/MRINKW;,>,B,N0%,U!=H
M)BM/?_D<4?R\$>/0JU\$CY0"QYVV*.^Q=\$_Q1XVB!1H_^.2[W1IY@F:Q9 M9?
0I:VL%&CKNM_O=X4X+-UNNJ^K&FJ)C7>.-1>E?%LKZ@VU+0;ZV
M7!JEUZM1&N5KG"<[61?RJTAYIXBS;DHY\$)W5'?,,@J8PIZT36=V##0@LW4KZ+
(>8L*Z3STDN?7R%X =_F M4^|H/%700"4_?.
[8?)KB4;H#_OT"IM%)6:*0A_F!MA\$0'ZD,P^7U-6"CJ
M^0M:S"EH+#BW79MMV*BFDDIYNEVBDNI-%51|BN*67VW01KM'.P%2^%'F&F*
ME"P(*.5D*#=#NFG[ST^4VM%)*H;W [V,9):D1|@R2Z VK=;K3B'GE:.*WYIO4 M:I<<-
BC|@CJ> ZHRA^V"ZS 5.4/JJ6UOU0*CXD M8M#YCI^F+DHV|^C(A|B-
7!\$,V>::X;"613\9/SIX7I4I(4#28!\$*/@N3./H&A3.+5(E+QZ!OI MX_N(!"^.#-
FCCY"/&P9[*\$B9Y;R5JJ:D1<|A22_@*K\$X13A3+^1=5*M1I:WGP
M:9SZG%TIML2S@@KV>J)'_!.*Q20G#H1HB\,CY SUW/:1(FX|FR"B0C;VK27
M@O'CN7&L\$.#;!MOQ%"UR5Y7>?D%!.!RPD/ZP8'IZ/I%+5:B).4BXB F6.01C MS-
KXC::Q'4U1JDI(DWAMJ% M:JPI+G"-69!XQ|++WOD^A1XQOCC(0K-(?
TAY2BGJV^ZFK^.)Y\$P=%)RQQ> M7&0+(67XQ*&#(V/T!_L'@FML)F@A@N4J-
::Z"6YR=.NVLZ=R;80 LZB.F2Q5 MI;+7I1\$18*.R(8P@70.J7>2U;>0.2HKI4H*#?
"W+++/>6(O->BR!EU6 X15@RYKT&4-NNS9 &0: M=%F#+FO090VZK%[HLD_@(:Z-
73_ =DIE31!FX>PVB;&>(L@WC&OGJ"5D)\<-#FL/2.ASQZ0:.[YX2'"9PR0(Y^J8FP\$?|Y M-
WM<+6|<,C>KLN#?8W02)J!_0!3W5A5P^S|+8\$ZA#9!5NA"61[%JI&9Z6@
M@>I9U\05D;6%?43" J& 5 M@UGHO"E@5U,G,L,
(VY?"5Q240Z*2!"A*8"EC=&^"2!082H5XT?&)|(<=8-E!
M@SE(XMQS"+^9H\$D0"0=30"&S,0GF9E"06*4&QHX\$KBID/[FA7D3(LF7Y"#+3
M"SMQ:K!(-6MH:"HHS6=55 SJCR%H#J"(KS7VM0BX)/"N6I?.62(U_9XB>
M1O=)G&#MD"!Q!#U):%2B2I>B/0!_HD0R,<#A,8Q"RLKG|B+
N%?!|\$ZOH'54M##G(1K)2&[TWP5L<5E50SL.N<_.G)GI16_*|@ MV! AF@@-
!.H^/7(ESI98I;:>%)UDP:%"O|_M^+!K1#0*+IQ)^V"!"(TKU<6EPBP|*E
&L%@6<*;9<)<LM<37">(7BZ+6-" MU2<1F0G48JX\$72*6F&9*!!7URT(N"!==
<5W2,U7JU'DWC3 GT-)@H"IE(%@& M"T"A+2:RWKA3H MJ4=HBF-PV\$K;,\$_06ZU?
Z,[9HJKX:S;SIH%R=>S_ =|!2; M>S^[NGJH|@66F+3Q7!5E?5.G*^&=94=A42,O""*K>,-
B:2<(<"#|< E&W1QMYR#T4,7X7#VI1J.|&6+(M3'TX62HQT64P&
(@)7L"@JH*IQ:GRC&)UXB2PJ=(K%4PLJ(8HE0:I,<_.%4>> M67%I1JEID/"!:)R<-
TZBV!!PCP:"LC@TLHHYB7DBKE^P^|AQO"W</1@P!Q?<&1|P:&UGCM6P%#|JNB,"?
267\$*7<1G=0D> M*;7NYT.[3]JYV!WNNI;4*6@BU'#6W4%RN9SU""!%_(R,JG-
WSS/5P9S&2;:
M1>Z[,IR1KW-.#GOWH41947H&E'S_ OW_WY!R)T+;;.6N*+G&E'N\$|/GL>=9J
M"W5>U9W+5R??2LG_7EZ_>|8= _7GL_4SV+;"W15=MNKVC|O6WR!B)^>)\$5+
M:@=_2GHN9+.BF*|AU#T:F%84K'7Z1A^7,)(AI'9S.<".D"Y@ 4350=LU_C,
M?..POX;!S2LD)MZX7583#CYF)BN\$R;^BU9HQQLR;J&GG%7>;*
MA*QC+X!+99,F'\$P465OEOH)%V)B!G1P7T8*B_5ARR!BT@3"@ (BXE04V9<\$^4F9.M!&6S
_2MB M?HC5O@|.U0NGB+=BHB63|;VF3+>%R2(NW\$.?527LWM0.6Z&G|A!9AMD> M^
&Q*3U&&7KF..4XK(@HA0+8DOWM5(X?.4E6;2D_";6Y\$@DBQ(IR_ ;7;C*V5 MI,O^@
K3R=9BB42E,X;PB\$C901S3)GM1&(-IE*X33;8H:3LU7O:&|&!;4<6* MKWY%8@LHVH

V>%VE!V6I&R_LY&R%23LEL9.\$J4UWL*J0D,M\$ P=UR%-ZI82[D'DW:G9X!K2\$;\$.20E@A
)CWEIRGI!%"JW+V!9WFB&C(A?@2 M&"T(F2S7IR 2,"^(
)SAH7O!,98X;X0!["AP@00!B140IZ6O(&R\$M]3Z/B*=
M"+)00&9M6DG;R5R\$9[0LA_'EQQ6>KFLI/%@CGU;JH16560_SC+4 M6/23-
22[VE*B+7DQX*X-.QFYA#_BEJ8;+#X!9D2/HJ6JL!4&HZYD@=;@^'BS M/U*N9-
J3DW#;0X'D[7M&WCY(!31D=>+;4HY@VW.0(!=>VM*1U77#-YB?570
M;^ZAJ0*;>4+;P&"1%"H'9@A!4S.MFTET43TN]!5.*EJ)P8PO6K_!;6'6 M?
&9PBFRAOPU+=1HGBR096IY/[SU,F!%H'ZB_JN=+)OUKU='TGB/IRCJTV+7 M 8%'3H"
[LDXL#&39CBCPJ&7B2J'_O7+KK'JL'#^ST#CXFGG&M_\$%UYG%J(F M+-9"?HBZ)""
[&KGR/K"V!8'!Z:8^J6*^C*3C3 M<!I#C[N59"#]PB7DG=NH,%
<[WJ\$=]2(35'"0MH4YGP=B)>YCB!>[O9-I\$ MP_'P;GJ^L;(OF_-JAT6U-51-7&H-
17U_A'Y*R,/_J]L@,90!>I5N!PE,2 MY8%=%*0N:(D* 2^[H5Z'HJ3PCUYR4K?BQ)[G&B?1+
K"3![@02P=H(3[5]O*F MALI-S[=D@)]J&SB>*H27Q_#-H=B\$&+ X7-K?
IRM_HZ2DVM_IW(76IXSRL_MQ-VEKCM24M?
9*!5&;R@^O".!;18M65[KKF6N!IU:EIGZK!KWG6(" ;NH4E#+ MO-MEJNJ
S!A\$"X1A_)L'&ZLLI&NXQ+T,9?6TA"0;0&NJ_\$!#;6>G@D0A-)U
M>8%"[9H(6U"Z%L43NNWC'25&ANWC!;YCX>N"-#J9G3+N=T MU!X^H1?
^<(<P[W+_95?^]!\$S700Q,U[HZ:FO??Q=6:P^?)^?V6YW.+4T 'Y]S]P.-CIEX;)^45[=B
MA'HFQ&O#1)JRT.EH69#S8I2DY!=O7<-31N:-C1[9C0]KM;UJ'NF>A^R@-/F
M4L.J<(PW@1G)(HX/TA!^V.Z5F%'.Y08T[0H]= \$Z8A4KON+WXJZ+XV#@;O
M,RC[;>YXY6Q@322A.JIL591EUJ=PI?=[;WJC9FNJN36-T%1U9P9WC&\$V._/O M.//;:'0U._
T,K/M->JF9QXK&MEYHJW9C_ UT?!K?(T.0]BJ<;.#MTV+>_I4
MVKOM=IM(X4[H>4MZJ:'GEM">ACUW&LQJR+G3,_=A@X//C9Q'#7?NU%8?5ROV M?
<_27D\7NU9='I2XJHG_A7!!*2[CL'ZWGT"]I?6M^-5M:K%5=6>V!;HW._-8._\$ M1?
*:G6EVIMF99F=V;/IOFPYN=N;1 JI:XL[W68UU[V'Z)W/*_A"MS[36KUA-
MPG:9HT&ZNBTL,LI+37D_P:B^!AR'X3.&MXM*%I0].&I@U-JT?3ASZ?GD.I
MM/4J<>7OK,I2S)EKJHJ%U@Z&_I_G?>9[TJ;:@C?H;-M]:Y?\$J?8M_D8HGJE0
MC([O5^6J\$8I&*9.*'K'JRN+T0A%(Q1)Q3=UFWPZ\$8L&K%X=F)Q-&S.BIVM MK9&+
I=A^@FV\$)3\$+O/E5/'@1(2HUY10QN^WQ_*F76T!&MX?46G[
((U*=SJ9YA"B._1I92,IQ=^KY)J<^AU2PD,^8XZR,">R2N@%*#YLP M06;#HI?
<%!'_SX>O2+0)M4D\$;L%?3"9!*\$%+:V+R5P2_ML-5"WLVFER." ^I M7/K>C8U=
(8W07N"CLJHHZ_.MF(E+:AL?X6/+O+4T>1;/H9X%^&*^39-)/I" M&WA+?1A^ZUW9;
I4@K\9/C%5^7G|E^"IQD3SEUCP2S>-LYNV&+I+CW;;E M9>X4!1\$X4="!04XV?
A)GUW'/3%A9MAUU0[E)GGQ."(&TWA'Y/'(T]P[R_(EL(D. 9&-8-
>&I2^'OYQ>0;:0/B.HKUH@BR00L M._&NN&1.'QC80<,9/?Y+*'8#R]?'
J;W+\$JKA1UH<15F*+< GIA& MM"!%=YC+9VRJ*S8R*)P53F/J!L;&0MFP; %*I\$E[H+<I
M;10G4V!?!%U#;8U,=/T(XZ[SR:V(YH6T;:=R'V,)R2ZJ-(A6C@<_&Y%CP9SSP]!
M^R.8B,L\$R\88O/\$%;);!J#4PP[O.)3GLN-%6=^T\$SYK;^U7DIE@UHXG C"N)PXT/3-
&1&A_YGO '[HQ7V[MO#.^8PO4ANKM@V_TZ]]>TZIG<-O#D,NG(F3Y-IG2^UP.<
WUC#_KT'=%_2 MEA^\$>5,G^YEK;Q8TGF!%EX=-I+LR=9)+SQ#[!;F+_"T8_2AY8= MJ
//2ID]<@;Q'E-SH*,5NW>#S3EEM@JFG1-Q/#;@KW"0V""(0^TYI@R/^\$7
M^)^28(IAY)@=C@3^-!*[W\$=I_@1Q43B#/A?;\$8Q)8;&KQ+;A40CYN!U8\$;L@5^@/-
I(+C\$=L\$B(WM7=:BW@ZSI M@FWJ>3(+XNP9=I' CC*19-
=Z8,H<'K.MO[^P8>%C:S+IC8!UF\F(S-X634 M&1HWN!F:##@_SOHOIA;@_N'C7ZL=?
KL8?3C].N7R_.OOYUJ.3T_N[BS5#U^ MZ(8F?P(F^V*!^@YT(3(^('_8&F>:"7Y'V?
&R90%S^^ MGUT8)^^_K@T/H_^?9I?'I_*?M6,HM!X6D1/*;Y+3SH_UPY3\OL2C67#
M^R0^#!Q1=\$'JRP1HQ>/_IOE\#WX2^0C_ZW_G05U)@Y+"M&(@_<0.<[P]>G
M<:)'9U^X6HI@!Y#J)P_ISW<_)^(PN="%%T,D#@Y,0-4WNAYLRLXYX6K&L*>
M^)^P%GHAF5X0IG<#)L5F67<<[D6CDQ&E BS@PN@!.//*@*63%0](E%BSNBLY@ MV)
(@I"/I1%SFF(0>Q;S\$HV(J^*5-<[%)3GVP@XSO*-S\5-F._":&*%&=%Q-
M,>*A#C\1+TRY^Q'O3C-X(S#X\$5NPAB:&H?BD%FK!WUYA_'K.#\D1! X;
MKM'>I3ITGG_-?"LQ(I6PTM?L:]KT4#N,I.R@C'!0SA8WD5OB!12',627C4<+[B']?A\$0J-
I.!&2 M1#B^-:/O>#CW+ PPVEP(CVNX"1-,=B" _DLCJTB-30C'FB"3)JW.8+1U8N6
MJE8<;*7IL,-54? UO=%Q('OR,;!I30HK9AES=22;0H;V?P\$@B+(QC*(4I M
@XJOA&F9JWB'Q0QU_7%-47JEFR%0_M+%P\ZG'T7'\$5AI/4J!N[7/"]^U=@ MF\$=!(
W+A#>\$U(.S1\IM"0.:RB376&H!IB.HJ?;K+Q,?UP%H@5#WKM
M8ZP1M.X\7=M6.):K0+,->J;!_N4(7V6:AMI4_S'ZDE7OC5\ MP5WD&_) 3\!"7
6VD*\$/B28]5;JC;JH#4WN:==MXT38L3M9\$FS<:BUWE43B*9I)N:7W)W6 MM!]

M="C^H@M>0Y32LD/G17RSS3"?+=!\$E DA"[A-)SCP/:9&@-AZFJ5\$.I':.8J MXL-F?
(^B3T0&/K?0=8I/_D=V!20_0H'XM|S|MF""EJQ\$XX*(Q2F^081|2
M,^I9)67@-"ZVB.S!HE2*09AQP&!)S@GC^ZX^"FVXP"2)1SP D\H?T1B&1A2
M&38IURGE8H)F2H80TK'V3K(%H)^TC;I(A7H#XD;)Z>N6_?Q)X0WFPBTYGI)
MORU1#V3 @:##R)3<4UEUY)@.HF\$|_B=N7*CH2R"KX:>Q;KJ*APB?BQ..P(A M,F0 I?
HAP12DCB!.0=OU|\$G^L42I%-?+V|4#P1K.X0@ "\$F_\$IY\$WI>*5D? M<'F+#!
9@Y78Z'0SEQ0" HQ5ZQ'=>.Q-8%*L)QU/6=L3NJDSSU/.L-\$|I3SA^MIQ'/'#?
SP4|&".MGVT;=9"*&F;"TB2DC=UR8I^K?4Z-+*>D,OR@;,%|4C-|E. M-%S|M=S-O-
A642@+?N<>|AL|"4(>1,|29LV=R5@SKX4LWHY0),8P9OXM@.G
M:2PG8, A7SQA1,G(<(S&RK<:H3M@>+ **V44V6EU%WS!YS_I&@<>*3V @:)
MYHRD%MV8'D(&4E:-AL=-J1A-"<6V6E8=WVX#:DBP0A'5Q3(M/S_-:%VW#|AP\$
MA3ZR<*XMK8R,HESVA5P>/:1<%A(U7|?5DJ@I92>).DP3=0 TT|ER:+ZCWU-W
MY63"YR=<-TW3?MV5AQ%U!X||\$@>?SU!;P';:9@"|N%=H^/1BG.MBP7W*2RW
M9\$L1|J! C6 YD8Z+47)HW!F(A*H><|^8!^?V^D 5R9H)6+|J X|^|(F/:2
M:>!/P@BC""0N"06H\4G8=OX%Y\$#S>LK[C,*+*7&)F,M;WU%RR/ ^+|^+U2
MZ/(@,RDG(9|H|A4|T4>HH Q;JFFM?2>>B>& GPKNP/I8:P8L |W2P2PT V|C&ZH62V;
M%23PS|P|2M-M""SX-N76X4#)M'(#|0DGI7^:E ?>&D-MBX5W%X#IQ_%WZ
ME.\$3@6L,2:F>!"=7,,QHO"(&3R2,U?PMT15N,:(R^GYV>?;G|/##_&^<7%
MCL|/QLGIZ=7 MYY|/+NN'^L434,">\$#HDW1H9,HNLf;K8E(E^HGFY7(HD(09%*QC*
'U;N&|Z MT%Z!6^8,,SZF;M(JCIV5-Q!%|C@=W%^" 22,U3!S>RG)4R<14T
G#:6>0!M+E%|WQ@#B|*B**2&1E|T M""C#%K|/;P%-8,5TSUA 8?
%'GZTPXY007B8+,|&?CJ^N2GHJ5!==5DD1E|R9 MG^)W|&TDEFTB(<@@B>
(@LT8&#W12?,-8)9C |J+;E=5,KY:+2QW3EM YQ7 MD2OC, _D T)*T2PRKMW>W?
0N8VR@"++H|I MA1L;<95U0V9|U|/ _|>A_*2-9|9VUF>=9US;8@PFR'6Q_+S0|H(@| M="'
|N|H;LA@/A85<:VC^J=)3J&E/%J&G9P\$@"""M|X2)*|1?4|?'YE|VMN)>'W
MDPBCA:=4TR+D<>#Z08>Q\$ _CA Y@*9NCY;\$_I?F>>^:\$.='EV7|(\$+>B_WLZ1;
M,:R16Z'.UN_)V;H/;.K+96&PU+<1=0E&8.:>*\$\$_F2,L2-L5%Z\$5^(+@'5\$
M"^4^^(3'LU*#"1X#G79|* _L4U<|!KL"UY\$574RK\$D:\$2-VI(30KBD0@YY_H+0
M%:!&D"E1C<%S9YY,&%J(M/6GAITYK.%P(D\$O/#O<<\$<6* SE2@5G|,E7'EE M|1"FA,X
QRPCV/,8'F_1&J(%I<2B)15"2BZRX;<.E3W,Q'5>F|*(|LJ&*F=" MH(?TS#
(72A2H!8\$P(/ZBAHL&UD*\$+4 _\$AX"PT(65YX#,U-05@S8:O<|-85\$ MOD!
<,\$A2GL"J(DZ+=*+XIPANTMOPAD SQSME"/G&/-&\$578|E|*A*\$ \$Q4 MBX@5:2D&4H
<\$9&EFQ#5^34#|7 M KR&|5;\$R4
|Y|ZU^G(&%QTS\$EVD%,%G/1|I2N_D9B\$S+\$E,@=GNQ*TJBCJK
MXCVYB8O)"K.LK50*WB59%.P1PY(S*0LXL^ ^LU4.O:5_*^F?1-
1X@N&LGUQTAT60&3P_ ^4#K\$)CUA>U9|ARV(9X'2*BTF M,M_%C+A514-OR_2Z8L
*KF2;RS.RQ\$N>:KMX_T-6&/A&7/I5@==@A5A130/ MD"\$B%|DTAO_%
|*IO'S*S#C56YWEF\$'7'ABK&X8F7-RM9^X*NZ:CH&9,A.,HU M)Z<;WA/T>9B^>Y-
400,C1\,4)AYESJYPWCON#1YP5QZFWV;)C|>>#!PZ\$K/+ M9HB%F*H(E+!8M>
(^U\$*GQ\$#0?|E+?(|:JE4 _J_=X^U^NNY)W24@\$X%MK1H
MD)F3Q<#|!>="=|S|/%+^%5T"#FC*PCTHO(-R%:CC)*G1_2=07"16S|U-NO6%Y M=%%
L\$"!H,@+8D"<=/29KGB)2/7;H,HU@|I<2XR(CP_&)BHM"Q2()!D4,"@ MJ>T'H60(<8TGE-
<,RZ D#>\$QTLC&DM6"0.;Q4|7DBWY!GJR:/+A _@-WJ9/ MH>:N)(C)9+Y/'27Q>|*:&?
I(6""5#NY8MZZK|):T.-*3T/8|3H!7| M*#X0*\$G'0)6|E|V6)I7I(<1;.0|6|6-PHW*
MXH,L)A=?",O<_LW0728+T|\$|+0>H9S^H&GL0DY4^1A1)C VDK12QG'Z+USE MW*IA9
M1I1.|1,O!A|/KV6:6H,|JCJ9Z%DB(Y(O\$09YG,W01TEJS4H/"TK M|;
(=))E0GSLB=B0ETXMMC/62'^KFB#Q;
M2>%JN&2\$(FG\$|RB;!NK61_*64">R6#38H)'O"N+(4J)!;|/(^HDT0;IXU"
M1K7TV&"KU\$XQ7T;?@C N&ZF2WNN CN4T#N,U6.!4Y?TNN"B&=W238?R\$.4G
MHB3Q39|0A-P2E>I&^7=BCDUJ-|;<"X;>.C5%CI>YJE3I44PD:|F>.UHSZ%+
'B_LG9YFSTD)# M&JXGJ^'U&^+KAD8E|P1O-
@.2*^%PSOA6'\$ZCK\$L:._|_2#W+L\$\$.%0H1KB8K7 M90A'EYD2,Q*W5|)%BG?@,;:#P\$
X%C@/K9ZHPMG+;7S/0YS!|Z*V|1^?+|2; MF%0_4.Q@BQP_ |FM%I(>FI*H%JD-
#QWAY!%Z*4R7**I='2|S;Q=|7)Z BF3RN M_A;(JSLZZPC8>6Q>"8|19J-YV?\$U=-U1*)"-5-
"ELXMS736CMZDY#?|B%7E MZ*21AT&J4P#U,Z!GUG9#Q;FDCT,45F!W7M
*Y+\$AH_#/8JBV|HS-V?KJ\$NX9R2V++|W)A3|XM6^89+F/!2Z6Z8O\1.)9^|S71Y5\$3Y9:
+L3LI@H*,55'#? M@%QKBXAFVTF(3K99,O."+N:5 Y>XR4FD>;*VCZN@71':R M|
(CC5(EZ8*EMN\$O #L>CT;>-U/T+"Y#>|MCF&|EXBTY|6H;TK%M")E=|J:* MY7 8Y

QNR?+.=|L*A"8WUO!2?^:BU|='MYU_L(MOD0NQ5_:'&7#<|O*A.W4O/TX-
!\$S5B#E+M=&U\$N|I",H%/.,1P*\$D2I&.3&@2_M25_#Z8/4W4I&592-
8SS:N/A+1%;%?:VTK&GE'CJF|KN*Q(#IJY@X&1DM68@_M"MK_)!VZ%|D+%
|!"!_,.G;P<2^@6>SXQ@S2|V+HEK4QM*N^E6G45Z;X\,MN M?YPVD
EO="MZ),_RW>127@JNF4:\$.IXT2&*G M/C,?V+3?
594BA!|j%7"R!CH2H+.,>_C7AP#:.NQ'Z=@'_YAARB=MQ7QEK/7@';
MPG*O(CVVK<:S7J;P+>+|P1^CL?^T@L">D!C":RRSM&ZE-9>N@%AVNZC_H\$*
M2BILL,3\$6A?-V/|@Y|&0M3SS=HN5K_GRA?381=YFP/1,*,J*VKHON/'L3F?!_M4DT#TM?
F9)P(SC8RMKUIC%A%0F,.0#Z0QMDJ|'-Q-D\$_\$"-5.3>Q%530'V'(
MQ>A4.,YA>Y*+AN+AM(DEUJJUZ1+!M**MC=-G*I*UKA"H+XR-I4G@3!8'#553
M5<5|UMN91FY>CC!.MV.(*Y"!+9J8K("?-9Q4|D,B3F\$U\$-M8X!\EDML?
64I9XQ7L:=%BTB_|1+C)+T2\|@2R9!, "8-W?Y*./Q/R>H8#Z_>L|
MR|S(#6@:|!'7::6_F>NHH#A.N*%U/9/57R>KV,K3#70/!(F:)K"X5JJ1D&|) M8Z|64>
(O::D@Q8!,0E"*U&Y57IU5D5!EIO.XT5MY.UVW0651D53B4.X%S\$N\$
MJ&6=2HR#)KI3V&9H/9M",S5&+;W,DB*K@ZKK;C|%(F:8E.,R'W5KA&67=QLO
M16YCW5@|@|V#GP.P"XQBR&X&"L+4^RS(^@ (H8_OPG.%8!5E8%,6I10B*B>H#J
M5>F1PT|*NV!X2PR|8|B=VGO\$&-XPA1A.*M0)9TK_\$,FY.,#T-T3D#&,%%WD&MB-
Z=,D<_E2"#J\$<=PPMEE0=:G 0!-#5A=H(T.&J0!@|S+P5|=H29!:=|J>>IP M+AP)LN DQC
_V89460FM'RJJ(8|F3'S#H4C1_1_81E1WBUV(!B=|6WC-#F<_M<|I*MK:ZA.*I?
XD++\$GOR|Q|5'RM7-Q@I#R|*G8MAHF|Y1'"40=ZU3J_YB!_
MIMI+*VQ<2QB:"+B7,#GX*>Z11HO-4;9)(>ZV\9F4Y#0-,1&8_2J,^&G:L|QJZT70-
MM/|@BH40DH >EE;VS794/0MPEUA3D&/EU5+((*|.Q);6&Q=*J/.,?|H'2INIF;_M1D&
<@(^!=|V9UK(YV*I7UNNV\$!+F;H.D3_%)J+|=UP'><@F*+T2'.A%"R-8#_M1D|V|1K:L>?
|HIYY=%L#CF3N^GP M'? BYIYCD>NA=2O3"M Q;!,Q58R?7+((&=<*78;ILW=
('=6(OG>3:5=&,Z=X5_M";L8:%%L#7_:T* PSB@ (8(!(!2-
@A=^EPA9+"P*;LF&#/VTJ1>.Y&C:FX2 MIT7@?QJR@#YF*!F54K_PV.
M)11\$FT(:22HRJTL|C7<1B1)&,%&9K MU01%):@J_3<|
|>!!V9Q!/"#F)JF>H,U%C:ID'EHUJZ15Q-T|MD&-/+;U:BB7_M"B_|:Z&4KO+3|J=-R?
Y7UAG)6^_1=;+-|_H>_LN?F;P|/6*.\$XU_|V!4H
MA3_T2M*BB@(*;,Q,N/NY!"8X.UD|'=9?R.347\$2U1U>U#+B&F4&H1
M=+|.8Y5@_FC!.J&93IXSI.BQ|TD2RDN.*0HZ6UA;OZC|;R3FR:54%7'A9E MX|567>
(S+P=)|0*Y\$45PB<)/-5_K;R^ZY2U9'"8\$Y,H5-X|5HK_.#;U0TQ MMH!#(10F)IB8?D'0-
G<),2J_#H^D.Y*5M)J;YB*QRY&A13_2BB^+(AAX6R9)
M7,|2/*IP3>>Z;A7W2L6\$XSA#3%45SKV*81HJU^K84|XF%&WC#MU8E<64N2PJ
MH|)KFJ-V1N'E7=@9^ZY|3RBI8'VF\$.L0I93+(89UV7#|/FX'!7|0O42UV84
M3O\$7|WV!ZMXWI=#=*+X>5=?+4,7VFKR.;C7GV+,4>YUJ.QE*!DD_9BPD#J6
M9+VA37G<|2LILA^K|BL2B_,V6U,/##7LYUN_032^4|XF!:@2^\$QUI9JR9S+E MFU#S/|@6
4NT0@LV(Q\$*=M-Y))E,S:#C(MH#*'/_TSG9_N\$-IHxz|0%&OY!^
M2B9U: ^75'G&XY!QM>84"2KH-QS5R&RY^?Y|OU_C*|?C2|?OQS^=G+RS?AX
M_N7DR^GYR2?C|JG)Q8_O|2QU|7JN6\$YRMT1&+F183V:BT_%8X.S/'XAM3TA(
MSV|F|@044*_M_H?5\$/7C&D|?-A3P8_M2-C+Y#H+K,@04QL_+M"MW"EQ_G\$>7'W8K&|
HA8_6@*7328O/|@2:NJH#7/'#-R5.M5_7&\$J<5U\$BOYL4.GR8*T
A\$H+_:9^/2!5W^OG1&A15@|I@B9_*K&ULR3_M;EN(.\$MGJ:Z)A,K!U!\$%W^(BALE=\$V:"
MH20C>2WM66G/)":G9U@^>GC2*.O";62&3E)'6\$GGKB9,5IXR'>8'XK|&U.Z MPC-
_XETVU7T/C)KT9ED>5T MJ3|DK"()=KJ.J)8DZVVA3^BO4ERLN>)Z@&F!_M\6S*|M-
D8=NN1.5.,A^36?X_JMZ|26TDZQ?^*@K>OG?L" JS+^49(G!5V5WS MV%5U7=4S,7|J
(5!2J"TD1DLM_>G?C3RY\$1THR^(3T#6WGRY?3HHJP9H=,+>'T.&|DWD3)?J@|LB|G)SR
M7@F/|@GUD&,O\$#|/_&'(?JX' PEI?(A./|/\$-O|XX(Z4B|)|A4TB MBV=OOMDS)^_+"|
(^8E'\$DE==HVDH(#2!GWNV7QL/0H;ST'#XT.T3'C&CX_B_M|Z8BTE'FT13A0M*X^++?
2%TW0022&!.HSJO/|@F&I+9^3Y\$4>6JHU|EO|T MS*XM|P&5N9^%K4&T2_K'U-*8L?
0WFOY,7@=X'|YCH(1!W47|/#>%;+73|V M&UV48WO(*?3IPS,FB'V,/BAJZ"J?T!AEY"
|;+&KA+=MT3INP.-G/ZB93_-&-B_M5#SB#^C0X-^H3J:OVN|E0B&B\$6
MQ%X;2Z(CD70>>:3|_RDH:Y&,%HX#IW^%3).D|/20:/)%|:'|3W|^NB>QY|
M_|AY7+OS26BAVBZ:H3:(;7P!+;8X,F*FVS9."#^1#:P2_|O MG|'RR5#?
+W635DH_^AR_.VIM\$('\$5,) (5N%?QTJJ\$J5*W77AO|K_I/%UQ7X
MzM/BYU:I=:J)7Y5K21_ONQ6M0X8&+U,MUK^>:/./U%M1LK;_6)B,@)"5A!
M%/ZCU"B%UA^-(+JL*C7_VJ?X9;56:0YV DAPK4*'U@IRF3_'Z+ (^>|/:?X8
MP#C::|YS_";I3.T|'A|4^?R:~;|".I.(Y7V4^ ^=L7%?+FQ(H'M*3@>_I4D(<

M8J>_AM5'P69MNTV-DJLE/+J,;<^FKWL^ ^J60^Y5IO^I9V&IQ@,"PC?_6 ?L MV7"CE[Y)
(I+G4;1N J(AHJHEV>,I*,M)>O.NW" MYZUC.K3%OA?1;8,CU"TE!2:_VS)(DSZ|<@2-
6.P_+,C-WDT"V4^WS MH;Z-CEBJZU3DP9U,4FSF723Y#D\DB?
YRI,WD^1^W^,&JEQINY03YK;Q:2, M|(8D>:0WM&S|<5A79)#)\$2J_>DD8EP!25-^T
GJOMVB-ZOMX/\$9@094L-%,XL&:+%F>=ACA=+#S|_P+,_^M M*39;ULK5S)&D"?G0(Z Y
G)\$RNRZ6M92S\$E1TB..&6.Z+0W3#|X%\$>0U?>) MVKZM;3/7CK>9PW_&
(@JUKHJ8W<1VBY<7M1TT7FU5ZBGZ|"WSU>N5|LHHA"9) &SZ|,R*CV&ABPN8|O^.#
<42P9;NOT32/_HQ+AV0U30(: M15XM-ITSNMY0U
B)_*H;L&@:QBTF_N#@3G_F3H@F+N/*P51B1.J(H)94@"^S ML)6XPQB?
2NHM3#..:'&PH|31_C-#^9LH(6,3CDY-G2P=" @:ZN0P|N&>X|JUM^(CMD/OCD^<|U?
^#-(GC.HGEYU@((*WL'6:."5<%YRLK6-'\$,/P#2-5F^JF M3KR*8 ^\$0QC|H2?
TC&UKBL|_%AL?TGE335P@_'LAVO!|P\$0ZJA>OIR;&93&2L M<%!ZMA-PG E*'ERM%
I9<%|BYD^GG3G9/8.YD<;D98P\$@#P;@0A9CS@P0|W/Q|*!;_|_%F;*KJ9C*WK|D9"E/QD?
T>*G4|_4"TXI+A MFGN5I/#((V#Q@-LR3|JD_!@4;U3'%;DH\$8PHE%8E&.@?;
(<^MCL0BW6K5+ MOX"_5#%6|"
9015;&^I(##HM)M4_999\$O?|XRVK)\$%4GG5C;'.18VC_:E&/E_K M#@!J;C.<906K
MK|UN/-@|=S.(6|'V@DD3LT2&VDS5=>=>(36D|'85"NWU"K^E/MG*4.?
I=CF283<>YC5&D9.MQN5G5Y.+&JD@=V(|35K4>V3;NGM^P2ZEP&O8O
M'2P>HV38JM/H5H7:|!-Z?:_E|_E9^|SMT%PYP-X|X1G?LHV+5;8M M6'MG8/_GM
\$%9IUUC5KRV8\$=6D|2J^>#U36J|H!875U(N^ST<|_ONOI^
J14ZS0|N\$9T|Q|TGDNOGWUBSX!::GX6\$ _W0L7 MBE%|XYU6\$62.^=EX2_,'HL^)^90I:
<_E@ (AWP|JLG/5S"U@V6K@OM#B8"X!4,6 M4KIX("|U@P/XN?W/K3(AE?
S9W2Z<6PUQ3/X8ZA_96B1L.M9(IZP,2L?Q65*) M!"2C;HL8&U,_?%:B
3XH/G\$PO3&H(S&N?;SY%V_?P9W\$1\$;L/! [TRP,Y(7 |1F| |S9?|?M'7A^!VA|NZ?/9
M9U"#CA//?A_0G3D|36A%-70.TBJOF7CL=!,|\$.%5%"(\$U+BJ#%X.Y(YN'PL MTW+HX92J3;
<0C+DM?6AOY,|85>P !K0;5L||=| !R=Z#Z0+IP|OC8Z^!-;E M)S 0 BN
IEE6._PW11|L9FAU?&0;7| ME,% "1Z'CLZ*&VA-E">Q%-3S,,,)I7GH.Z8^=1>+,)|1F %=
|S,S MR2H)9\$WPPKQH-JC8\$T0/KZ>""M|H-YKGBJ>DW!/?6)9_ \$TX2?N>*|I.-\$6"6
M|4C4P,(-/1_.L |(I07B|_1TT|W|K)H_74<%|E' Y7H% M|?Y)^: QD,| |X515*I#ZF|I.N3ET-
|LTWODMMH|P3?27?)GA5G8AB|, @3U7T0HZ\$| MUDU>(^J|^X\$//?
G"57K48T">%AJ4.0HI%BB'H&WP!J%B.^GIB"B_ |YH6FKZ M&)0K>E^P("
*F+8K63RA<;X8B M/\$'"K0?H|H|D|R|WY4, ^(&NX^|L%.6T;W;
_DCA3^\$ZP.AB9<>^ZS=JU6JE MRFN|LA1P-#J59B^G HY:I=;-J>SBB&^5<&|GTQB
QS(_L+FSZ|::|/C^J01 M*_NOIDPN(?
@/MOZY"8K*0+^>+"%39_>;M|*BY3|/||L7!4Y#%SO8*C3X|XM ME01Z)-_1-
(>4;0?;L/4;BOG.*|)\$|1=7KMS;+J(LLM|6WQ|/N25K+Q_*|\$ M;J|,_%*V26)=_FG4+,K?
WAP6 M_!^)^AP@>.A(\$@|1/+0D'B0>I+Y(A8=TQ00YHJ8I4;-)4.883.Z!|ETJ7|6A
MR(U_*)"9AXACM/;XS=#%="K|'">SL=-W"?4 M*?|B^/1Z|-. '1V_HVNK(-7BI7\$=2(3X-
HGD2>XHH9BF97Q-1S-)+(Q5%CX0U MTDCEM C.25S+|97;*|>W"-
Q;||S&YA9P.,+M7VT#|FS|3|AS7YMP&|VY2Q,\$ MC56RSQT;S%(O'C86Q\$%W7X/CC*=@=?;
(6'YN)A%QGH8?G(F\$7&6B*B0CK1(-M6&Q@T)X->%
(Y*H%|KHZ.HWZBW*O5;ZS@K)>2M@ENMIN :5S%=PNW|5<=S
MT^.^2FZ)W!*Y)7)+;^ Z-TUN%U9 M|>!7QOS\$;/>5&2_87WPU^_D=Y?!H|W?
RXN7LZOJXE(\$<&|HF-RW|2:&YL,;_5LJ=*K7KQ
MAH'ZJ')O_D8|69(LH\$W%| =7|9^56WMPK"L7_@DOX7?4BLWNJ#VV1|!3JU.F\$J-MT!\$
M/6)?+'ABO3/P)=8C|F?C/>(&O)5-K==HE*D5V93&^?+N-,%/:S<)/PTRO,-|
M-/W"+8%/(@;Q^,P|Q#GER-KAQ9_AK<*M\$|;_
<;ZYY:*4QM9Q0|OV9K1H|(#LYI4;6U*)HKC>?Z+!\$;0&7|RRV0+)|0N-NZ||NAEG|>=,9S
M|_6GBD;#N*&5!'V.PEX1|HY1HA>^S-16|RC_0+/,;8M<@4E7EQ"XXY;#C M\$'5|_4?
4@E" T*:0F9(|Z@FW!R@IG(FR-*#J%A7|)#5:0X\$|4&?;|J NTO_ F MGO4>;W,\$_
_3;ZN'#50>VT;|>X>_8"Q=?8/@G;AA&_1F1JG|K3Y%>@!2F%FBB M!2!U2EI!BJ#97|@-
::%|\$JR=NF"- \$V@EFHCRKK_ MFS-4?RFD(+ #1I9G;&6? MF|2'4_5|_B/1:6K^8Q50,-
)GM(RYKUSL^K?XBV=+-18^%.M<^!P; "YK;XN6T MW7,?^JW YCIW&|NU&&X>7-?
8+_AQ=51|ZKP6MQ:|!\$K.B\$CX^&NON(&&-7,0P\$7P%1O#6U,|!|Q/'N>;_=
MQ>DC"Q*#B&/1JY'+0IYDS1"(I4. YY\$^J 7\$+9'LOPT4)V1YP!;5)1;:'.+ M|?
&5,=S'LL46|YNHO_ IPQ9V3K0Z;Y P(< MP6P*;J^+37H%A'|")BA?^2JC*!)?
_UA|VC5_3Y3J>.\$ 2/WNZ-0=^VM XRO+ MY/T@Z9J?XJW@DGL?(_'3:
(6|_B:=YP(&@)'\$\$;XG""J/-YY&!MI&| DO,WJ|AGSZVRE0T0|4MI3M//M MSSOQ)E,M8O!

MRIEM@S7D3,M"^(#FNV//\$[8WN8-A/C8"-8_/D#|T38-;W;"JZ*9__+)AD|ED
M\$WOG\D;2"YPTIFI7\$W0Z<74|PM-=86E\$A/(@ MU*ZVE|?
54QO"L9F.!TD|(XLA\$#T#87<)QLE,'F=B3YVPX7C"U.38NJUZ|(M%?
HOMBHWB2JD(I64IM?|+7(WN0(DL"616K3P5K#M\K-EZ|'5J">54(#YUPGD/MOJ;-)
GNIO\$@K|MA4+<7R5IB|QJ,Y 71EQHQR,'OFL\$,L00/:00^>2_P_N8.!0\$"1P\$+JDGO+@
M@R?1M*0ISD(X@J.!,'^0&:YMC|F(-/+>"\$P=V!N1D"\X8FVN@("I+;NAD MO5,
0PFN6PT,>%U0>F+H5M18(5)>)E.-Q|?5=0@X\FY,2'RT,W'H26.@J_ MIY|JN&'P@?
CK2>T,F>J7K@FM@TA>|S|-RQ-@<'Y+P',|G.'?@K;P<.^K MX\$0F\$BWQ40XV!;-
?|!%=F1SOH9@)7Y-@O|AQ%NT!+UP#._8AN@(4JL+.ZS1|
MS)^\$%K42P>;!5NM.*,\$U,>H&?F:P9W0V;6O\$&&Z|Y+D|ASY|X8+.#J(LJZ
M9/(!*EDG3U29|YZHDGL.8%#XW!*7D-A|HU9(O4^;CN"C\$P24#=#Y|B4T>"
MH5OD|M(O7|C-7" B981<>ZKPU %S'E9H?R-M.|D,YZ7QX+BB|1D *O;H)P=5|^&!B'%?
+?L75XHQU>H/\$4(?TF 7?,Y)|\$.) MIL(X5L'L). 'SB/\$JT;.0'A#|A0NZ?V!|,6EOA/)B|*&|'-Y&>-
;!X#^R.703 ME E9XERFB'%Y.;Z)G^CLA<^B|(A|P\$J')8UU\$;B.+2LP"C//?Q*,DG7>TUY1
MN|M)F<_.Q!#/GA M^%9KYD^U(XXDUP1(+H*TH0H*).)9|3VZIX* _<-'^5\$^QL!?
5S|E^3Q MP@AOG NHBO K1>RX' C&FOH#H.;j>VQ
U="/%_)\$(!B#8/1&##A&G%7A_NL MX>&*,|13L0&*)-QX^#CX7YSATQ2D!0 1H;URC
Z^,((EAI%|@X4W4>UI M)!9%=N,S!A9-
;OB.P@P7C'P(+T:D33Q|AAH&QU!6^:ZU>!H@SW("X/FH"W^X
M'#\$R)S4U\$.05Y3F1IYO>*C5(5M;W62P>Z?^;PT/&-A0&/ CIO&ONG,Q#V#9 M#4;|K
X*IXP7+|T+3J?%F/XZ0P.'WF:\$"K_O/DP0HF=?W/6#Q#G P_&|80 MCR/A#
(8R/Y_@B9O<2B\$Q;^%P=)|/?&IG*OJ-|)#)4(AK.J*4@")Y-J@)PTA |M8(15CPYX"L_'G""H=O
EYHVP!4)3<"F6_A+)=5J(NP8)22*HSOT;2T-H1M(9 M8C%^#.N3D
*K4!7/\$T%^|1L1T_=#_GOZMO4,4--'SFO;I#":VKI,*5|>?HXR1VB*"58;S04&Q8;#'^1XJKU
MZ51_Y@3"7<49W6(-)D"&."R8:^VJ)JO6!YM\$QV THE'N!QA_QNJ/A6&(+ "D
MH7@FWOYSY/PW>G**?L&2Y#1N9+ZJ(G8QQ7W%DY4@!6MO^5G1Q9L@O\$CDB.-=
MPH<>JL @HNHY#//L+1J|3OYX|.R(#J,GP+VX&#V,JL?Y1!P1@L_&;!YWN'3
MO<4|^BJ7WW5HX,DXUF%HS)D!|C5EPB<,@A|&DC..C?GTN,|6|L8D;QV?<
@T.Q:#*01;G98;S0H;S|B^CQ#0_Y!;Z>V7RST*)4G1UR?4U?PLR MSV)1A< &,8-2E>|!
(L&#E0 |% #|S\$U9?1KX+#5%>U!|=<>CK,*,1,*4&K,5(M2DL422 %?
9WYIPA/I')JBA(P"\$FBL^LNR&2AN0P8P#V,WDARP0\$F\$
MS>BY_8%YW|SSI%/%L'&JJ%Q'!1DKA^NB|(|R|Y((1\$=(904\$\$@E&TVE4)3-
MUP+BD1<(+DRNXN|LP7I"78Z+;|CO> M%0T_%J1G!N+N"|S%D5,!|?7C|=(>;C0T-&2|
ICQYB@/) &J4B.FFE:F""N MD8STG|3|_J\$)\$ DH4SB/N=&|D=2/A/Q@'|;!=51PZ3+?
M@SCP;\$-Q>/.6/P>M,YUB^X2*)_H@7,|GR*#*\$<4L'3%@F"A2_!86/L8R
M%K#|E7+2|=#)+P!|HG2-
Y|'8F.N(16YP.XH=P7U>P+)=+)'B!6!4GRG!)\$<+ #K7GC+1HA@EC;CP1"9D_EAX5Z#R,\$/!
<1B#5(|(D| M#9K<@%B 42)I?TB*.WA3RB2)!WBY>1#.;V7A7/\$S_ HM18P9F
M|_B=QL9,%#2B#C*P'8#'39890\E&_8:=L%^;HX1B#Q;TW=B*1X7^1QP%3T>
M(3LJ%);K'B0EU"ZAP_&QS-+%O1N": H|L!&V5:#29QYYCN=)SIU|+!;|^')E
M51(/:/AV;KN1J+ D?I=S^2%W904|L0*B/TZ!HHPBSO\$=;A,P"D(\\S8>U"V
M'G/E>1|M|IB#N^'TYX+/QDQ5LPV-Z6/'MV4*-H27EVOK0XRV* MA'DUQF.O)&2&B8%S?
IO^;KP4-2R>5>7S+3 M!|=G#'/0F=G(Q-#S2**.2YJ'DVP&AT%JN-.HU^~*|CH4B|>
(@H/O%HI"4\$TF5B&>#@B;0+ M9TI<*HES. <=I3%ZP,_"7TKPH|@;B&X'3ZY!
'M3|J4|*|I3A^&^&^NJD;C|; MH*.)B^&^RLK=>M M3&\$-I2R'OQSA+|C-^'|GQU:@#SOF(K
M,#6%EK+L?E/ MO'A+.?S|6-G^IW28C;M,U*"|!D3QN^)|@%\$#7=!5+(Q9|H|RIR|5;GW>
L.#1W3S_0OROW M_|KYJ7R|O1O<7=W"Q_S*V|MOIZ!+0J6>5C8%!)\$;/4
M34"C*3=O(*4IT>T>_4K&?3;^7=CMTA.M8XXE|.H*WAGXB#=L^FD(-Y>EPX0
MP@2SI'4'N6CPD6K'BI(7='OP|XA6)U*|B5V*;()L17+UL+R%/RW1^?1F-H(M-
YI1@RS>A@^5|@CU69AL|X=)'1(?73K|A#4-I@PH|X7|7%|A?&.V*LNLF
MYAB;H@>D&AS4ID4:GLUB"\D9U1116%1C+L;5L!%EI' IP""LOYE|-(3U/"%;;T% U'1=\$
KFK(L%<.GD#Y|#<,7SV2 M1!M)-O9|/^/"PQ;/-1/,@>&433Y;DR;;BD;|?;8'/Q=>'M6+6|M&!
(VQ_ZL.% M<8;DV5IR#0M:CS'%PHC, DQ\$UO!U!U@7|C?,((B'0Y#1Y1VO)C(#XN^B|UM
!%>_(0)KZ#!HQU0/US=/Y_1!+OV)&C.UYBQ%4?I=CD6W^;KO@V7=R*Q!G8
MZZ^V.F78&>1POF>ISUT)9!*E7|U::U24\$!GE)7H\$97?(Y0>A8TH5HCP#50. MA#!KL.
I@"7WQ/HF8S/MVQ4R_#Z|:9H<&?QWKF.;/1%AD"P@J/C|60+P^|E
M0(>B.O9UI6;FS3<17*YU#^ U|*|^_Y25"3J2GJ;O2'BL MH)+#C0%?;^NV^)|E?_JP'#9
U,>I.FIY.&KU7!RUMG34-G;4?*_L*WAEUS%_\$GT2\$)9IC@|FPVP;*Q%HTLJ;UBN

HE!F"D8M1: !<#@)=T[5 MT208W35!!P.'= 4YDV* %Q\|L@FQ'DNE" LTA8G!#R>&LP8
MB;QFD@,MPIT?*3B+?60MCKVR'Y5= _7/J(.|H#(1NXQ\$T.MZ&\$?9|\$,+T''Z
M2):PT)3SQ<5@9JVD8;@=P< %=&KGBU!QH\$6^=,!^(!;&D=!D|E*|)(0 0F*D
M8=DLMCTR8JW.&5\$%QSS&C>6D> GO"P>[J>+L&K%S#|PN|*DU"-T'@_F|3E"
M*G^ (Q4|_*A|>K@:W7SXF)Q|D80H&ASF!:@QF\$Z+AY.. ^%B<'V2;X8+Y'3|G-,
MT:52QO|M/_D|!|W5A7.8 /OV7-<_EY=@7PQQ09198(;|E\|C+^Q3FWZN(H
M8Q)FK;|J#ZX0DG7<%Q5'JB|G"FU7W!=8ZDTY+ %DH8LA*""D>,T|JH_"W:(2Y
MHMP3&F+7Z00.\$PA ^EMQNR!5@#1@"X0;|3O.H^)SB=0E?E|4\$POD?\$OSXRT
M67CF)UI*1=S(^1E*4?&^1,Z0)%UR;|C6*F%#U!.\$%G&W/\$ 4ID:9#"3/CEHW* M|6|)
|U1@UEEJ2V\$(T^_3ZP*RIA?B|_9@4F'M5?
BM("F/=;PRFJS&7GCY8K5<^P9Q6K*,|/TF>=5+'NLOT|)BUZSI')TP^:7(!K8SRPS4OM&
M2ZDHCYA(%|DX>!WVAIGOO%,|D\$-QL7|FB,*SK##*JEHX=E&GR,Q!BV/1%3|P M=9)>*
|:59!^\$ "Q#1>O _FB< LN!)9-/;=&/9\$!, ^8.J
M+HK|\$LN#DB/_1;ATX>4CU.7%, _61:&ULX'P:/_447ZNB|TD>'_NQ'.R"#/2 MPU\$"!B)
(W#E95,+M/|O _^@-"N=B/C&#RVSB2G!"G9>BS4J-&K=|4 _|TM.=P MLF#DI2+021&T?
9J#!I^ _A|N8"2V%(9JR,=>:P2 _|OGP%48%2|7^HF;0;|Z'-< M+N/"0?
T13L5#Z'G|: _%_05ZE660A:|DV _% _S'RS>N)O _"GA|U:E6ZLE?E6M
M)' ^ ^|%;=6J77|:V|U2=:&E|>; #NZ#|*C5)(54IWO:PJ-5 |G|9=5I^|X86? M(WN/B;(+6V7-
2@51>DN/B!=T.0'T7|&4B' _QKAC*!,2R")|8FA.XJEHD \$Z MAU)72|WG)|29"X*%-
O.:AL/_HHM'^_H43|@SN>|X8>)# Z<<,(O*OD|'U1H
MK18V+EF0V".>|AT)|@Y8/(\$S^*%H># ^#EH.+E|C?U"F*SB"H+YH%?"3K/"G*
MP;L%J&+6QJL-DC4RM05 _Q95U+._S@Q&RZH/YDOC,|J*6%|@2B10W=F6+*JC07
MWP"O\$OT"8ZT,%&|&T|)LOW390SC8E(HRX/%N)8QC _M;J5;\$)GA'YP;+."K^U
M&K7@6MSQ(;;UPU%PX(7A4#0RLOPW"&GA^N(DDE#.HRG"YX*?UF OV/\$6UA5&
M2N|3"@7VC|<6U6Q@H+0@BR\$7S+=4\$R&;C@JZ\$QCL2))/_+,>|HV%|5P(9:Q M>(>
|!|@0E7"|#KA'^ @ 9A&MH'A0Q\$7W;XQ@%R#S7R(=ONG<*R-5)|_J8|< M?
#&'40^Y%UI)=!71F@J_76\$D7|_ \$*:.61<;4'|.AD:4.35<#02V*ME& H0W/ M+ _%'8<=J-
C"=,+H0BFA2O@H/_/."#F0UGHG&B>X|K004MT
M(/P%;3R|G\$+Q>I"M2<2|5W+ ^#C _|OL'LTS0Y30KCJ1B!@C(H8|40U
M,+PZ#ZOZQSUXQ(SQ67+KX_F9/,>;QQV R<2G87/\$A12L>' _MJ&9;+9%"<8+%
M1?"B(LL|WMUC _M|+V%LCTVR(+SBTDG+HI"ZAE!DF1|5
MFX|*^|> ^69Y/&3N:X0I6AH?-_,57*_,|5**|S8E43PX>R%T&Y3|08-> M/2=VX.H?
% _%Q9JKQ|N@|T\$LRUE=^RQ|JWRQ2PT%3D'B\$,":S ZGNVEBAG'Q
M/= &QPR| %CZ+M'40;7\$ _7&))1R' <';1VA0'IJ)24SA|9Q+I";08/%"(:+VD) ML>;
<|/=7RWA|+78JGWA)W_1?-K(BT4|P2441,8;P86(|I4ISW|!00%RB66D MP3,3|>
|>X'U|KB _-||"(3DN|4+;W|T)EIDH%|5L _%H-%HLE6%MV>2P| ^C=:S(N7 M:??GF!9?
U*SX3=@;|S7-|K?SN(|02@H;O)! =J|9.P3))K _@PC;|VC
MAAOW"HXXR43VIM.4(3^(2^<#|>3TR+G;BL.VA?7%|,8@ _H^K62@9H!-P'N"/
MC^9|Y>82CEQ _X'A*1P.2A0R>;3;(V|JVM*OR(GW4^*=4R)OV8 CU(:/D>
M|CA"LIRLHSGP4P|R:QVVKTY?Z|MZS3P;|8GUC>EKKY5MMHA+I0<4;(3M(*: MFYY-;
(|_S.QXU-H>1+9C\$|@A#?&| "S4+'AY68EK"XW!#W%N(YW%N5C<338= M55=CG;?
AG _#-S^;"(R4 _!OH-'|@9VSTV&>J)%A)7-X3*_8\$,FYPX?P8(I0^
M"!0|YW)3478+&OJ>\$E51C9@ ^<|_.K)B/0S2(ORKO|LIXVS*+>ZK2;WA/*"I
M'0UE1.QTOKF1V%ML+ZDRH|F/T-F\$5W3:(ML&F=EO(O^:6+;/-?#6U\$, #&O MS"?-
+MJ\$^?+Y>6P+PHL>;7@XS+W|4.?YLO:6U(0=FQ"4C>Z6-KHKRTYW6Q|R
MMVHG>LB| _=EK _=S/7N7Q:Q;CU58>QZO=>I&/5P|4%WQ _|WC _?9Z|'1SK3P^
MP1_8SOD1CU%O|C _O;N^ ^/>XOTS%C|P"GVMV4VW^?RCV'T;|E4;5?X.|%PFV
MVK6L18*M7J7>JF:O1S*7),:|0ZJ|: # %E*%;!Y02K7IOO9H/6:@ '8(C94S?O?& M&;|
|/?;N:YA ^<7;?J(K _^RRT%&I4>&N%#M05? _V%\$!7KK4W:D3N _ABP%));N
M1A)6\$D@XO+(W6>J7,7V7.TTJ+|K+&1 M/E4-
YQ^EB|;007O.Q;JSBY_8CS)8U|JM:TKG\$'#'?^ONY K<3 M|Y)LW458U
M\$,=\$3^|;2>%3F< E>G.O36|ZH5GNA7@(_!JE?*|?:6X?JL|70\$2M,15V@Z@&
(;J|H3&H1%0!\$;7& _M%DB+J 70-\$O|7JM9\$,B<0^A@H-%J'-
Y)UG%SS|')8EV?-.L4>P14BQGD%:I MWVUL'5M+!FK1G;|3A|
<;+9T*'NU2O|/86GY*>!00'FM4;BIX= >U;QR8J0G MO9|/YG#5!NG*F A,WMAAC6CPN;-
=:TT4'-) ^5T =/T.J3*P"D7JBC31=S>XL|OK|&6 K&HH|HSA
MEV5^4W43B7AO^I*#6K|3%T)9CVJ*|WQE TNCW6WYAV|1>SK01LU7%D
M4;=>JW^6^#I!?*W1|KO'5Z-H^_JWHWXPV^!>U'C(" +FN@900#::J|;S-A:" M-

*USM1"PQ2330C 3_N(^&*KY,QBX>L=VD7#VSFJD6):OG"SB
M>_)I/!9CQH05I63;0N043YY,EVG5DO%T2002#W!)5IB;P"D-/I*[\$+:G M!/
<>J&L6<#1+_!;M3A%<"S1L%G T2KU&WDU@)->ZWKRWHCYRLJ0C2W;GZNL
MN.K;88NVEQ;EGSH/K?5MD3YXX.-W8M1-#{8CR"5QOA A^75/2,;:-]=6+9QI
MIMKOMRZ;.:G>6*8948=FE;_@F<&;N+&75W9R.I(>@9/TMMA)S6ZIWJZ^C^W.L7D.,83;
KG9K8 6PD70&2S)+!;
M+Y<@FW0/"XB15.9#"HSTJJ5^IRA.HH3(WK5X&HC4L%JN*&+D'().+6)B6""
M#!P43P/S5HMH"=P2QU\J5Y>M:72ESIV**U1U"NAA'WJ51D)"(HHOHB'2Z#Z;R
M@5QAV&L0(=>3E3:2U6MA)YN"F-\$2/'M4GF IRW!<.
MX\OZ/8K6(/UEK=;OT.CN7#;FWX\$9;:7/QV1DL6821 7W5*_OGU:V3'XG9)M M)-
ML9L8EL T>MS6WUK.2;8H%(DV>1JPBVP#SROUFID-+92QJ=PLUQFS%6>B
MVBQ/&S:-3YCBJ^O)O.F=Y=@7X\2WXX
MP.Q'1,A*WZL^KPSI&@'_UX2J0"E60Z6(;50KHJ3W7"+_U)'?S0?Y6:I"
I3K0"5UCM6YIX%6I_MTDN\$I%<V8F0S0H4Z\$N2"4VR T^H=YG\$_JEC/YL=N+I+;
(3ZB_@<3^J6,_MFR6X OMML@6W'N\$LLS92D_O?I^P 558E?
K,N.GG*);G.JYJXGM@_R3%G5@> M/\$=S/NZL-D/^/O0OSI=
(1=29@/G(4XYGZ_.H6G,BW)?6@RXL+CSID-FWXI)
MK#OWH<@0SGZTWZSI32\TRIT0MP^D?R.4_AW,JFR6:QW9^>M\$X=4I)+QHIFJC
MW.H6)2M4PBMG>/4."!>AU>M=F+FZW'8!L*ID#VSBV<="-(LL%E6#JM5N7W0
MK6YM'Q3GF\$P";'OI(#> U80\VCVA.X&3\$LTJH_1.H(D4?&
ME#O+A1MB\$J=E4@J@BC&OKJHFB=-91'%SZ(S\7*M!GB@J
M7MK,4%WJA7U^U35WXF,VAD.Q?=7P)^H0%AP6_J39?NZ9HE%(0>F=T67&/TO
M+A=Y18=+>HP6.JUNEJSUQSV1JUAMHKK5&N=4;?99/^+?7I%CR:V_PHSX-F+
MHU7<'@1X%+F!TCEIS6[UR0Y=_.7?)IG:VD[BS5_=WC_?? M;Z\3S?
7RN,3_/'CYNH4;G_JES=_WCX>?/IS=WC[;INE-LI^/?-DA?;P:KI MCI>Z"^@;I4#
(TX2)9&M@URDLZ=U?*L_%#EB',GMAG88Z<JBE_Y?/FN[,#/7I M4C?IWO2CSW%QA42?
\$XK\$'_OK@8=>K)M-1 2PHL2#Q9HJ.FF
CBGH51YJ<I;LWSOC=ZI%WW_30=FDI4W6QT*_0 MP=JM6SUND6V4>A-/!4I_?L?>
GW\Z6M5HCEI;6&I!P\$7/U)/><'=LTXI\8\TT-'1D36[OWX27U+ M\$NIM#_D49;*\$Q-
@>3>7J8:Q3ZAOV=;<_L&I"(FE9C LI/-C)4QJ"IL#<^>R4S\$;713,U\$
MNY')\$A+)2OPPD*A7P4Y6X-G-UF)!E2\$?
\$"CH2CJGM#5*_1/J@"2OEJL+GS/6F@4.M'1"1TE/EJL:BK7N0&DWK009
MCHS<(M*_BD=:I7ZCT;+\$M-(X4'7OWIU?ADTIE'. G)8S!//Y5
MT.B4^NU.3A)D#UD;BRK^JHK_.ZIDXQB9A,(H-LNU7(R3R6PD\J*"_#PZUY
ML&P*E6TT\$+)6[P+I-?+JK'GX657;-E(P\ID"Y5'B@8)1@JBR,(3-CQ(2K.#6W+JN4
M@8,M+)1-^:VV0=SMR\$(IPZ:S:V(34%3EZ Y=M!LKNDW!4VCU_.JU0.%=TZ
M)I)*H^JFL.C2WPS;^#_?A,-<>8H?)ZSC'/6;:5K M670+=NJ59KN;6\?49EX=4QO=K_?
RZ(:AVCCFBO.TS79'#B8/#K7N\7P+5-/M9_13FIR6%?8V8F B!>.T%3
"U#N@2EIGQ:R_^_5,-C M2="MD=!:GHDRP@66 Y"ZP[8-Z4!;JE?B-
SM8TJ=_N;7WV*^=>%A\$C:R1L6HPTJX"1(M;).WF.KCP7 M5^/6?
&:6+;^C425W3GRD*^*=Z!5Y*8I(9%AD4Q.R0TJBE(UT&CCCJV*VC MSLHB?;#93-
4UA;W-F.G ?3%L(JR[">:)\V0=8)5T.B&D\CO;#0@LJPP2AJE M?F%L\$@F8?
8K;#0'3+/4I6^OG AJQC4!A; HB=E>WNZZ\$!="3NH)\M8:83S'
M16/+GJKN/TKZFWMI>M,+S7(OO,^36 P3RBP[U:Y M6]_:%BC
N*R3."9_L*T9+.>JK,P,%04^F-QX2#K#Q&
<9%SZTLGR22UD_(S0I)74)2PCB9HS;/"RVF[X%ZJHNM9 RF M.DRA+;FPQA<>_./P1OJI<I
<.:1U0YSL2YR<^Y7I\WB\I2)@D#NKAJ7=>/>Z.
MS+8^=:RL:VR<\$2NM*F"E,/,SL\$D_F99VJMN&-+P/9A
I4F0U31I8:NNMCW/2,NTB#!),\TH)4SPA*RJ=0LA:8IF%*TRB%H\$42HX
MPS)'2U.#6AVT/>30Q9/\$2!HYF@8CW5*_V2Y*9>4YV*<I;6PWZ;GK?G.>W1RS MO?
P)R8A427&98X\T"KE3JN6D^%U^<
ZIDJ\$D0^68\>5H=HXI:C/RN#N6GE\NK_ZG]_OOU_?'S\O_]?MU[K?%9N_M?
MMT_V9D'M\$T7H^+V5SKOYDJ&K@YU0W=U)CLLG6V')=Y'&1.'#0MNH\S4=RQ3
ME_V59'.9G/HK6=,IL[\$GIX,Z8W:2L5\$#?I\@WKZ\$NH3ZYGV4UD.I#G9U45)'
MU^@YOP\W+)0M9XW#7W565?;^I6;-I93OPY:3)X794LF_"YJ\+Z^4;F-I=:Z
M3YXJ%Q\$KF5+)TV"E"5@YQ:KZP@O=P6@K^(&SA&Y2^IH9'M,VUKRRK/%7,X-M!
(D>.(4&IC;@I/D>DF?#JN4*B)#+56'I\CVL5?S+:2^*E3ZM-Q2/US
M0:PDB:\$JB^IE&%K\$I;!U_/%RB2-7UD/:H*8CZ?=<^@-;(Y!TNGAY9.JY-7

ME%|VJSH1Y*V1Z-LCKU-%Y/5J>74+EBVKMH3'=|M\OG"9/07"#V7QTP&E.A#B
M">AP#62(IF-GY*|J5\O-|M%L:0DA08JG-/!4)TP=&H=8X|\$#.=|DBC#CCL|M25Q9-|
IE/J-Q@EETDB|;N:N!HO3K^2'W-Q@RHH2EZY\$1/6JX'DZL^/8)C MF"CK)#;-Z.
DW:*4>TNP|%.V;@ "6+H"E*#W-|LR8.))SNX(8KV=|:I+^O"YS M*
(X*Z>O;IR1E)=,1F,%G#;GT!W59(=>E4O-6*Z_H;|%.Z(|0H,8J)MW%|1*|M+A21
&MGYFB7(>%MRKBCE.4WSRQ/WQS|TM2-?Y1<&T?+=+|9UB1T9F-I5=#| "M&-
"R|K5"^U9 J&ZMEPM(5U7:VHF:I7ZM4%T\E%CY09JJMO.#M/BM+W|!QSA;
M;BBMU1EX|L2R@?A:.A.G|DZM%;N|9(79-GCK%;;1"->P/^GV'J^:\$4-'IB=
M!)N|X*WC>|O:YPYPA=|2WH,#/)P.SL9_?O/==QP6 "95UA=WL*|P\$P9MM
M7V|_B|M^WK@09C6>M2N_!|DBDY|I%BV8H4+"I0W*1(95#|\$X/((8\$B'9"@;
MZ=5R*PR14>8BHF?|)%/-MT%,O&GKV|4D=S'Q&#|,RM|. =UZER_HRL9FIO4|_Y
MG6K<<#F%L)HC:|_6(.WMP&3.SES,C8<&E8 MM=>HECO-
6KG97LPY7|KMPJH3'<4:*__T3,8%-|Q*J5?K38ISPE|:G^EO.W_|M9;9NFBW
4JIZLUROULK=ZF+0?*,7R(RLS5^@7L6*G'JCW*T#ZR0<^_LDBYC?MZ^E65N
G,P9W>&'&^Q;FNDR9RJOGG|"+L+;FK2J+|*R+!LY27BDZ).W#A|U M(L'C'(H|K!4W&+5
!-1URYT4QFI,JU5-QNE*SW77-IB!\$1Y)K<(A\$&
MRGC<7|V:%QJMR@I5!)/>VV1D3^>FH2GPHQT.H=3YI_,5>%#36&J;<*B91G)
MX22T3XL;08K!;1-/0.#-M=LK(_TA"36>K55ZM>W|P,LC=|B F:-"X,, '@^MVRW*^_
&#IV|L/F'8QO|HWELNM,U4Q|/?>6BZK*@N;(3C7N8>.O(?1+I9J&EQ
MIXQAEFTZIWRZW&KURN|58(KR3J)%%^:_BVGOU6KG96,Q.#D*K>PL2G;|M^B%/|
MU9F CX2SN10F*67JB4T:/THO9GC1M:79H7@FI5|L04 '\$GX+|\$3!|)%HI+X
MD36=V6S"3 =DLV(R5_E@6(|S411U2O|FGU+:@1> OR6TU_2I1B715U&:|0*^
MIT"S.^;>CY_4MR0VPYA_:S%2D)|L_=32 @MB.G=0:A>ZC=|BX|0WB&49|O6
M9J/2:15<9O/JSRMXF/7&O9|RAQVW4GS&!DP3T,[6I5R0V1*XB SL'I5;9?7A
M)RA+4.TVC|4.5\$UL|9!7BZD"31\$^0JL;^|; 1:9E&)A3HP.Q;>:X|O#@<(+Y MAVY:-
G#.K:|!%\$@?A)|FV'!%VDO!8(V+3P-GR+2+TICL')DN"\$L+>|B<5)F M"QB|3BY.-?
HR8KKRE7|UT%_-*_F5=)|J/GH@9K;|P)B
M%|RWW+*ZI*6=:ZS1/X"U8MW"\$2#^X/;>=.2%AEK|1
MV,#4D@('&8_AJ/M8IY57VG<.U#R0DR0Y6'+PGONVY<+!=6KFUML^&_BP'\$Q&
MRBZW2U9JY|(|U:PVZUUZG6,J-NL|G^%YM9B!|;A59NHS
MNQC:3/UUH8|A#2|5XU5|=Q#+46P"#.?H-;_5*S=T^9=SE^QN9SN).WMU?_=X
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MJH6LGS>ZS4R_6+:H5J79Z19N38U&O6!KZE2JW4|!UM2N5-N-@JVIB'AJ5KJH
M;':?_9IJU4JSV2O8HCJ5>B,00+4:R<_(NJ8>".W5:Q*1LSG#JHZ@QJ|)/F?*<
MQITK+ZO5%ZY+|7;P.:|\$|=64/Y5^N@*,S8)4I2VR<\$5S=VD3^XP;?L|H6W?IDW;
M7H>B8|(^_39)N-N#);-NTKMAN;XYS2FZCXY1H<,K?O9TN)CGZ)GS(O:P@>3N4
MF_BA45B_ML1"J*6P\$ |?|\$C#=#|G^X1B_7=H"3%+B|_8K/4=C;B,U<9<9L7@NH M:.*JK?
@YZ?YF*.|\$|>*CF?|\$S8M:W46Y9I\$|665(-IY9FI|K*GGS=P!MO&*UKW MM&U'M3-
^H3O9!C?I.U6<'80DYQT|YVT|PF+3_=?R6RZW?^B&JHY8I&J>T44 MW-?
RSH#;4L/?2=SL)))?^*=^?4/=*Z=|KTS'6O7#Y1E5|^G:^4&LF#7&9^;
M"|EMTD%3<>C00'5)HY0X6A0Y=|=MA "M!QV23Q"D4CM(|9!"S3VHQTRID8U
MEG6ID7PI^?(L^+)|92+ZD|J;5AN1+R9>GPY?9^K>T4O9O.1"8@ETN='+H3M7
MD9A3>EQYP'F)R|5:|7)MV9HRXF_A(*!R+V\$6S5%C4RH.J3C2*(|VGA7'HF|H
ME/JM//HV2NXX\$@K/E?LR,5_G4\$%PG,+6E?%K5L=G"|7G2K+=0_%|U>;Q@VV-=1R/L?
<(-LNV'CYW@@+|=ZC8Y?E%2 M1U)'4D=21U)'4D=21U*GJ+Y-?4U'Z0WG>C8:I7Z|DU-
^@P2,9.=^+&H5IC7>LONL9,C3=T-Q8&|2H??EN%C =F4PG\$2H345|2N!|_W M|W3-
1@;H04 J88:97ZC4IS<5Q1M(F7^'GZGETR7"F/&"1U)'4D=4Z8.MD* ME-;8-
X'.2C)BVJ5^L|\$XNSI|:9&\$A&1821U)'4D=21U)G=.C3B939!M+I%,0
M2^0,TD%B411S@^|LAXIH|62.I(ZDCJ2.I(ZDCJ2.I(ZDCJ2.@=S/-?5J/S0 M3_|?#G)
<<5.08MY)E;M49M+FA;*6+(8@DC>J^F.FH*\$=DRQMY-"&I M(ZE3K
S=^H95P/M3|Q|H|QTP:./XP<)|P#?FN*">"4CDD"|RHB|WZR_WJZ
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MDCJ2.I(ZDCJY%X D=P@*M%<@"/8.L*-XDATUGA07.F\$)E9*/X|, (MT\$@VP93V+BDP0S-
M>JF?,#I2GG >-686R|9RQ4RCU*|OD|TM,5,|&|F^9.CT=DAIEOJ=5D'Z*\$BX M;
J7Y!F5L&0+I23BA<=. M?;_DQ5"P:BGA=%GBI&@XD2)?4D=2Y_E?YOJXUXQ|+\$LYY-
7G>A5)Y6;UDD4 M9%|40S5'3%\$=Q1HK__1,IC2J9:5>K=N-;M\$F>18AJXIN!E' MJ"LR^6|_-
U;KB,=*2_@:4!|:.*CPP/=^3!LO'V Y?7B*M#@RVK\$4_0)JTJF.V-
MK2IDL!KJRWD!|L:Z^YWR TGJ MT=[|"NW-K:U|!X:YILK|1X;4P|*THS0@F+'&&Q<("2

M!168\$-;>.AEL/RGNQY4'O*T')0[TL-F\$F8[^PI0/A#GHZ*;\#&3#2IE\Q-)
M'4D=21U)'4D=21U)'4F=TZ).IO2POD*3C27I86187T7MZENRI'ON6/N_?A) M?
4MR@+ #08+\$3I6QS6S342)XN,G4R\73:C,-6;I1#);>=PZ'IK\3T4ADREM21U)'4D=21U)'4I
M-C4NX=[--1MADS'VU;:FU[K#NY? 0YQEW4M^Y^?+28XK]=,Y? J!-0>(QFI
MQ%.W&'B2'6_D52=ZU1ETO*%LI8LACH.E"C\F.BK*\$=G/IAY-2.I(ZA2KK+BQ
M9D3*0/O3<|PI,UTPJ:P\$WA'U7A0=>W6O%)GNJL:E(Y) N\J(N\^LO|ZNJ.I M|)'9+_J(/<"
I6-I/-K*>3;H+#+>=*,L-ZI?|V73(EV*0HD-21U)'4D=21U)'4 MD=0IJ@FZ)N!W
NT4RV0!7H&65&170Z:S@SKG3&%RLJ4F0'KP)U_5HOF10E
M#|@D=21UBG9:M1@_F2MS'AE00,3Y1H@WB@|_@';!+)M,(6-2QK3T*F5^HWJ
MX4^D)&9V6S:6*V;JI7X|A|/%O\$C,%LI\$;2^:W;H<4,*%071004B\=%UZ29_W-
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M3+@|U|G*C?::!MIVVJ5^K9'7B(O#SU:6.-
PZ_M%.CG|D|);DX8Y|SW5Q2|S.WFHS|PFKDSW|G3_K;\$YQHVPV9K=6ZK?+O?JBA2GA
M=R**Y.T;%W+ "T7!6*|U&_V%E5X?GB48#P.*|*YIA'V|B"(*2S;YR.<#0Y/
M'XJU@T&Q6>HW\$MJHY@S%/-!X|B4%=\Q5F&J;L%Q9.B"S4B1U)'4D=IDTGB-;30>IM|L
MSMN4L#AZ6*P)IZQ&10?LH%Y18'%2V9"K&BF,HL.4E0\&\$.>CHM-09=F\$40:8
MD=21U)'4D=21U)'4D=21U#DMZF1R>=7PDW*OX)'6F^)\$4 M#| ^M@L8#LRG-
=B5\$ZBMJPH+G^W>Z9B,#_M "A%0#A/2J|7ZSDG#@IR8K5#>M,#Z5?
AXF1|+.RIP4>FU|O#6#O 09UEKA|_Y^7*2XTK-1K9O=R,!521 K8ED|!)/S6+@27;
MEU>=Z%5GT.F&LI4N:/@057|YTX|EUOMY-"&I(ZE3K!3=YI)!E@><|MYKE?J=
MH@S:DF"3HD!21U)'4D=21U)'4D=29|I58H>P0-L%LD#/("N*M|EA8BBO0F5E MRLR
=:C!7%Z9%"4/V"1U)'4*=EJU&#^9F_JQU,W4E9*2=*;DCJ5-
(ZN00P=I&.3>JM<1DM\$(V.3I|7I&|2EZUDXRT MPR|07B6ODLF6EYU\$+?
U%!6TZ8HKJ*-98^=:G,J51+2OU:KV9=|JENM^("9%\ M-Q*&1\$8F2%8KK>Q30(MV:/-
:UH.P/#?H9\$S'9N:KKW7,=53=R5DC*V|*GJ_J.DO|F7IC>|T"SW M0MPM*22%16_@|SM-
B66HJ2JVJ&JZNY'5:7A_X@>PZ*|DKW/A;TS):6TJFN24@ZLYG&@:;G6W:8|_V1\$@/15-M-
T)|LK,Z!_P%9_4)VTMX|COA7GBNXD89/=5.J=|NMYHY=-H|?@?&K92BYVF
M%ELXBM^Q%EM45)A^V6D'I<|+GE| %XYH:|W0C=UQ=@|S_338FU(_/M\$6^)/M@L&!:;|V:
MY4A@|0FNM1MGP1'#_AS6>YVNUNPUA|U1 M:|BM|CK56F?
4;3;9_V/(10&CB>V_PDQ|9A=#|,-_7:AC>,-+U7A5WQIT\$>A2X M@-\$Y>LUO|;:^7Q"?
|X<7/W|*C< M?U6N!H^_*U^_W_|<0H8A M@0CK--29PR|H0WSVL|ITD^Y/_H<%U)
(ZCE12%S!0Q8HZ/4JK78-@2!2XL2# M!48JL-9/BY^W>I5ZJY|X5:52R_AYH|_J
(MEBZK5"HUNUH>?(Z)6WVI-EN01 M)4/^AZFVHS!3_Q4H4B%3)\$&N## ?Z66G0|-K%(-
5=U4X.8&-C;GZ8)^|!- MB?
WL1"_53J3,Z3W15V^<|ZO78Z\NZS5RR_-./^*" + #FHA9.0!1I:T#YHQ&|PQ
M|SG2+NAR9^V6|K836|N%Y=6S6V%EV:| #AV+3
M;5;Z4&S2&QXHEIKNU7+LK/= @6V/= _6XY3E(XM(8AG:W#H<4I5Y<@/TV0K|E*
M7PUR+()JGU_\$PGRTP3YFN3KU2!OE/K-3E% GE-1E'8;)'6M7A&93,@ZD@W
MF&)&C#F:| W_JG.1)G9% @Z(UI3ANV)QM|8R#^O,R_OT.MHU_A!58%!?,UF M
%R=D*BHIJ:H4SQG_VOSH48GV%-H|I9|E"KP=X-1YH.I#2+\$2=(%3;#J&XO9 MB4=K|\$C
I+2#-P4,5E|UBM*2@)F?S;EIH|I V#J6V=)%M#:/
)=+6%V4^*7U/GY=+DELCRI;S=OR\$+L M"S/96\$^J ZA72WU8D!R@<%J
65##^0\$&.S4W>Q(PA0=,KMYQ9IC403N?EEN< M6B%JC3\$+2|P^LMVE13|8=" QV4*H
6QQQ7=SV;S95|2&|YUIYRPN"C:|V9 M68YJ?(/MF=U9+OP;:Z*;M/N_2.Q;ZIN(OWN3?_R(
DP|*V?Q(0-#&?FU2M. M>E\$%PM82/SMO2\$5|OHSU-
Z9=_5L*PEJS6#\$AX3;Z<%MB7UP.+BUB@:W?0^N M+:21!0!&
(4+)8:YK4"6R,IHH|O.VIH:TW_-,\$;!S-&&WXW>,2#Z+Z;=,==G MTFN//5F/
1&=@:E=>;:KZ@;|LY;\$D=BRKC!Y5Q)<^SOKSPE3Z:5_)S?I+_ %6
M/+RM#T;L&V_ =HN'MS\$|ZOUF6|JH;1EEQ;55C4|7^1*9M=+^S/DE@&GP68-+!
I57/K^+*\$ M2/\$@LD;Y;RUA&K6B29@SRQT(33(<8J>+%G6*K;H,*&_K+|1JC%!"=)%I!?
M6 MYAC4"XET/_:|"/X\$"ET"!+KRZ9.%|^I%LZ,EGO9S)K\$C/#4DGDx83RL.'3+A
M:1\$W.\$6K)K/V#|_!GUVZ:\$?^B2 R(#M@E5GPM-Z1\$Y/\$K|@6=3655'2VRH>
M6M+F"69"2|O4ETDGIxB6!86^S_SY|B|;K-0+ #L.2;3
:A|:S"EC6_.%F:YEZ|NH7AG,S#\$NL|@X\$1HE,4ZMU\$|8P"C#WT>/F+2Q
ME,S\$C&GH)37(*4!EMLB4O9>ZGMF_O"#S6;JKBF,!V<2*KCR+-M MS)R@E\$>9YUA
;2V(YU=,B|#GP-0H*\$KI2XFLAJT*94+;D4!IM^[TIA!J@;0^ MO ^"TP|:AG'+?0(E!1L>?
S9E_Z7BXVBG*G|3|'0!/:V. M|.6/ T+;^?
(I%T4|G)QQ>\$ET9MY^_,_/0/(IM#L7UOC"@WJP/Y|_@8@!(\$_) M#U47\$1#K.|+J)S|@?

OP'V-5()V TGV/>[YB;(9&J52U:49(\$U'X*(I(!:A\$X MM22?7T*FD)#)5?WG
9YZ(0)&9^;EWT9:)ON>_J<9C19(SIZ GGW01)3Y%C6P
M\$Y8=!1^J2U)7(:;\$6PJR6>#NGA;XLB+%G;OMVIA%+QH+3!H?UV4&J5^H49
MBK;OWLP'P,+ =ZG&7A_3CEPZ@/W&66Y,&#Q2I H(I"II>0>;6KLUTS5=;K5+
M_78OKZ\A=!0Z G?M7*&VQE#(K5H,.GTIA>:Y5Z(>R?A\$\$_^6RK7M,_TD\$D\#
MB6OLC.V\$'H[KZN:5-[J.VI2_.!4OH=.D]0 XH=M+QS/34/57AY\$BL\HQ'S
M5^I,=U6#919J_,1\$)L\$>K%#H4G\$JHM_ID#4;_172;@>X;,>&^8TJ>C#_?
P*H1)&0*")DU=NEVD*EA6OWI M")M/1ZDUCW8;!#;&C&F._\U'.90T!E=QFM!LB3^PR-
FF9JX@OA9I^@WPD_JA*FV\QY
MRN!:9Q+L&%SYS;+;SRF9ICLS0WW'A;+E6#RMJ\XI'"%;IA:BV-?W1+Y:=E0"
M\$76"J.O*,'D;&ZDN%OO(?VCQU#:9ATY8*B=PV1M":'B02AMP4\$.I@(*T@_M&#J#(ID@
_1ASF(9VJ*(G'-(=,OGWE,I\$=Y(6O.1T/'6_89EF9U%H9TX!/GP.
MAL1;SN)9;M/S)Y>LV'2\7RG5NHGC'&5I7%'C9K4L;:-48.'RMT"'1"65L#G, MF5\FL#3-
FT4)07AG\$ZMOEOLF\X4+E &Z#EW%#H@F3[(.E-03Y1ND3L@VJ<_&M._F=C@|=6-
'>Q36VY6MW\$>BG6 =8PZ M?
6C9MO4*+^\$\$2;RZXWBJ.6*P%0ZULI5=;0J1Q'LKZ+*YX.X4+2M.0NDP^;S;
M0ZDKH73"4,K@R:>:4@IC "<,EJO=(VEJ<_CD69FNNTM>><(^39I\#H^U1K^4
MF6>^J)K#-K.#SM;KV\$&A\E?+!O\#D.-^?&5-IY;YB\$3*H+RZLE?O*4,190%S
M/E"J22@=&91V4=F\DN+F*DG#@J348^=MAWAAXV0:&4\P_ =M&S=
M2;15U\$GBJ>19E++=TU%#);N"3@,5;'9; *I(0N6P2CH-5+K%@,HY.=#^,0IU
M^2(I2L3&L1:636>&I\H#C+D+C^4B5N\7R\X1I*)_8_ \I MQQ\HG<1H01QFDTGGJ7C
63'.+A?@I*JE?F/1XY;(.7KD+%H^2&GED-OE&(Y MXD56ZXMI+<8)-
:ARP\$T1/)L==I!+?'*NNJ>O=1OMW*PI0_?9T#B\I:|I+5+B MK5'J=UK;Q;
(EWDX\$;UOVM4B)MR;(M^XV?2UVCK0^=Y\$_L7_WX24_1D0%;\AR#^0>3*)*
I&)IS;""MD(N<1^)RGA,L< M3R)V@L;4N8&I=MXU\$A*O!
<3K3HR>/EK8X1'QD>+BW41'IQ482I^_1:3N"*4JH7W;
MKO=Q(C='P^GP>,63QVY>#:XE: L+VIU83X>&+|PJP+>1PYS#G2+W#")/5ZE-
MJ(,6):_W\8SZA'G0\ASHXHFk-5;>F2KG!.TN86I-EG/.#G:S6BOU&^U%
M/2!+0X\>2HWJGJ%\$+5,7HS422D1%V\;?=?*A3@|;X F7?NJF)0Q'SZM!?'1F,X-
AB:AJ"CNV+!>% =WD23A_%3D>ZW17 M=DZ>H5_NO)-VVUN7K!5MMS+KS-
/4C&OL3Q\3#P"l.Y9X3HE-%ZI;|.OX+N" MV8T2Z<5YM1SS55(@050J\Q;K0"30BX(&"?
0T#5-2 +U7ZB<4!UUI?616' C M;H45WUCO)%9,%#%9F-X1=F\I
I'!V\$%+F"0FSG&J\J+*BN74,6YZO%@|>:XV' M-/HE?J=K3N:2'04#QUK-
6X:=&!R1K5:\$'B<05\GG67R<&!'MQ*9R5FDWY^3 M"3C7S1;\$BJ:3*
T8W4TLCT&1N'07#GZ#9^G^G_!5#&V1*PHU9?^@B,K&#\$,:>5-IEIU';WK=+
|,F')GN7!# M'9CF70;J6))D&@OI\K*HPL?Q*?>S\^N&>S7NFTX+DSR\I;-IFA@I6*?OI
MJFONQ,=8Y(=|R^KX4_4(:S!2=QS^_NGVX>E:=|Y>K^|O'^^^^WUX.GF
M6OEZ>S>XN\H=?%<>G^" #'S=W3X\%@D_RJSQ-F#^TZ"|_D#|>6-6Z M@QT=X/8&
<+E3QD98#_3RC %) ^ D*!"IVU(^++Y.'VI8<+JX!5/5?@:X"RG3 MA>6*3S#I
OYY0#PJM8HBM.V=-X7|C!9CNG%|^D5U.=^&S!_.!4%J"+GT\$
M^NIC4%Z@64!%=3V;M.L_?|_01O(27GIY_#P*BJ4"X>!OEZP12:1Q6;;
V\QL'>R.F6H8\PHSGT&G M:2@Y7+AJ9EN:1^9@68&E_V(N!;Y@(OPP(GEG?M-
!W/B7@ETS ;OP>0+7.XYB M,U?5#6:#_ 'G&\$<|VNV)YKL%<^_5A-#\$_\ARFC
QO"!JH)+9@-RS8W+(RP<,M MD%0:7JAPB8I7V=YS&<282^N|=%=E<_
I5^Y\$|W6+F;J\;IS@0"O)KP/N\1 M LP>|1:)C/@4OQ:TS%-<^C\KYV*@CLSBAIEX\HO
#_TY0_!/:|Y;UW35!M%140:&0?T'A'3A0XA&XG:N M#13GIKGCaw>0
>\$!#+: '&3K8&;1FL,30-<7IDS&N:D1R;F_P.'3=XX+O@@ M+K;_)FI>X1,#N^"-
O>YAC9>&8S@#J7I!Q_3CH\$XT68TJH#FISJ\JDIY9B9(M.D0J L,!18@#%E>R B#.;YH^,
<5;B&?!"7" _H I"H?_J@|5I1O@|' #1V#_ M_WHZL"4(Q/D"CX<_1ZPF\$<3Q9KI)DT1/>
MU)I<5..?MY8P;!W!68>&98#HANXZ7\$&KC)PD)B.PVQ%'P77+TZFX&Z"O8M
M7!ZUS^M|=N:6\Z>G/<>8OXP+P)Z\|J\LB2R7E_9(6HOA|>B*PX+%3K_-M7.)-
@:4UDK%3BQ8"?WNVU2G<;>R1_@GRCW&/'NHB&|Y-)!*N@VWU!<*J_E M?I8L\14LOG
4BF+*B\,<EI3TGP>N:(KQ!3!Q3?.\$439"?|40UA.0_8K%=L
MKT\2E46^\$9+N7_!T7;.@V6:"MLQ&*60HUA#,8)4K#AK18XR&7&0(IQ M;T|I
#KHESK/90@'N1CL637:C5?=-LR14(VR53809L&PP!Y4"6 X!RYL/8 M7\,S@\$2
6D/#;P&0A&A-!_#8RAAV>@7,ID"-/&6E*185R@PWPR&I*A0LO82
MK+;>HOE8*F5+&|Y9Q0ZL;B9ZXP2;@H?VR2^&J^VPNR.1@6R"@3N X@:.CP
MM1;,%;P8,M7FAXAP>Q#?*!.<+P&8-(2;GAAV^

M\$YDK"ZUL9B"HW@03H1P8J::j3Bj# GD-#Q6?G\$M]*.2j/4< *O:(U^0^BK"
M"7140\$PP4<&^BYE|N,>H/A15R"\\N;%&O TL\$|M:7V/2DH6J07.82S4'!&3<^
M@X4E/T'+1_XT5.<8LL7G & 00#B6FG07:(.1Y0AS03S?O^&?@"M'T|D|6E%^ MMU|9"
I/+O@426R6:|Q'SX@4\ HSOTL/ & ^"B/NB.A"\\:A,!#4V7#=#LGX)6040U)1)(+ A|J((O
I9*IH(ERRC\$%CP|\$ZPH)'8 M)1Y+'Y'W!\$ _3::%0_W,P/CPP<"
(WCV|&8,18W)9*>Ji8NC*TK%^ ^T04/2E@% M=V3P/F@48-=SO--H'B;^0X+%QSNCH
MPADE&U:(O:/,TE>.37H/R'SHVK7>IAVZ+JUVF+X2ZT<|_ \$F MJJ:|ENTFERRAD33A
M;MN|6G3FZR!"P_7|I7Q)S9H+4F07.3M::S;<&SR1(ZJ=B0)XC' M6A&B*^: OXQ'AP8HE-
>)#OKC50W<7=(##VB4@!\$K%\$!DX*90*JYP,>D+KC7X M:Y6%&'5Z-^K6?(\$|6_2'''/)&(-
/_EOIQQEW\A4@N0L.Q3GU\ (T4--B>P70! M;P35Y5?=?!G% @PU_K=|_/H^?
+W|>O|O,%V^JXM7? *B|'"#M(+''') +5H+ICSZ5#U?W^,D?-J%G/?'PLY'V\|.G
MC3|8Z'^Z|SA0%).J4|G/ICS!ZBM&7-AW#+/>FBYX53KPY8!TW^KCT7KO")67 MOQ-
EA?:"Q%6P&_000A\7M""*N",*WY)CTWCA^|Z"JV6Q|QWS|^5Q=CU\7|>
MLEE\$#J/HK2C7;_9.MAX?*6*_8R_ ^?"QJ)?@KJ!;8#7 EO-&'G|K&/X+LX?
M;157>H&K%KI2J%_ |VH|VXV=L|!D*KI#'_>@OI'9 DO ;VDR\$ %""|2@4?YA! MLT+HX!
(##.((:"2BB?0M1HTP &%;+_R0*6NVQ5+V6F0:=#7FN;E170R*HT*D
M5\$)ER+"+RXQ/I'.6;LL8+UE!;M@CHJ@R,N!/.J<5)ZS)*1E+Y!%?;|:(H'O*
M%QRH2.I=,L(@TLQAE_Y?/J-U8JCOE|D)<*4??8ZS#VJ\$N3Q+THA:Z\$|>KU* MIH!/?
2\$J)L2#A2JI /P_+7|>;5>;C7;B5|5*+?'S9;>JU2J-=G/EK=84=*0L M(%E1:1M@OVD!7?
725C>MM,'*-DU?W"0HC2-U_0>=4.F|<*7-ROW=(I'^|>" M2;)FFZJ6+
/_4F|4LNU)N<|VL:5PKC52"V-.1:_ZV,6&TP'RQI=:IZ-C69# M.1V-
" _JR4;E8K1A:S=VL!61KL|JP&+QFSAY)PUG'Q\$#?Z=0|&|><"^Y;N|\$: MQG@7L;8.^
LOP'P6T^0Y|D _R14R@|U-(\$/|?>X>9=';>2L TOG-QB-!OI3 M|TMW-VO!9IR+6NL,%
4&=3TPA#-QQ+D O|<;L'4V 'Z|NINU=).LM7/6\$U?J M3'%
@5<5:CFFGC _!D0FEO\$XZ|V0MS6JIW\G&,4%IZ|*) MRK\$ \$O|^N#W6*2"8F.
&81>92>L|\$REH2*5UK MS6H6?-6<5E-2;K-7CB|!*I?PN=/:*!0V6'U M;1%W1YY4|?
E>7#6::39O)Q-S4,WC+ ^KX0L5@P&PU;Q<.|2V0R8!63_ NH M3-5W;JDRQ+Q S&K\$?
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(R@/W:\$ \$89&HX5<#A(>YCL0/DFE?
Q+FV|D_3QSH%DB._8F|Z'CSU*_DBKPDIDJ+S&MQ^'|9LRDO%F1
MU\$FW**_Z\$:%HR**|,\$RG4W_8&X^?K:A*TCXJ4^O_9^ _F|/&MKWAKZ+R>|^| M217F,
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M,_2);9#VL;AM\;JA16LS;1Z|".0>V0BIC4-5DR|U9YS&3|\$BDLE|&,U*&;J JO?|:PB\F
MQ"2R"IRJO%1SJ#T"&2Y*WJF5\$L60QX4ZG(XRF\$E@"YI LJZ(PAN9H^1/%RPH
MOU51_3M@ (E#7U R\$./9)R!8*>N?"?L)62OW?IS)IR9^+;V?SQO+F,6KRL'&_+M6MT|LKI
U%>A@;F-1JJM8U"8&506\$) MT'*(E!H'NS!FH'(\$:US|OB)7Q%M#-XUYB9;)4D!*<
I8=7/M*_GG(VZ.%T:U\$G&-11%_GGH\$M5@_KSPX(|SLE8VPD'IA8U< M-P3;J42Y=V-J7IT-
BGQ)|%./="!4D++1=@ULI!O3XMT|NW8| M^>JYIV18R(2-1|7|%-JYW,O+?:1|E0IQER-
V0=(SU|T5M+X&9)Z^J%\$?7 M6MCXRFM/9=JKA??
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%Z_ (^O6:MP3&L-6AJEHW?FV#;L>&/ED-1J%6@F M3NT'M&"I298O!
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M,AIWEUSF)#X69QZ""_%9PBN/I?8:|AFN P\X3N'J'-(>A&|,|DJ(/_31\$X|L
MW'67#02;=GA|8;|+XH,&+:8H"<;AT#X1*UX|AL(91D((C'&%|Y|_O_+7I63
M@J+D5R)0&J@)PAY-2>HX&_6;.>Q!;D(X=0+U\$=\$B"WP18,O"C >E!.MXOKRK
M^-9P^5*4")5M_1(-H'|Z:H*L2C85+5^B)5K"U(|9PE-HB/N*)B/^%E%F!&T MC
0X!ZR&\$ \$U6+X3C"PF8'JTS6@7Q;-YI2PU9|%"7'Z#/)C/&H90P<"|H*"BD M*#"HJ<(
+'5;X?.5|H4KFDK?A)W9/= M%&JV(5P3 MU0(C_T"8(:72C?0:X=1XW)0SAZQ
GU8:\$RGA2S(TP)^41|@UQ/ M_F1/*W@=LATF9=<*G
4AK_\$ (4|JB6X|4'7IV@I"5P7"K>=%UO>^|XB6";ZF M8I6M,"_2"M,H6V'VTPK3-+;"M-)Q+
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L;5|:E(BV%OA.=4V1RQQA+R'O5\$R|M M?

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I< WDL9XF.W;4 *U /IG:\$WI-=+NAFO!J(M!+5R4^G@*>GNM\$L#&J@M8#(%^O?
\$1%BXLOFI_D_YQ(7IQ.64#4X^OI8DJWHC ML.SZAUX-
I3<"R_JA:'UR06#,C/I FD:2@E>FNU,04JO6U\2I\A*TD7?XJ>Q0YNTH#1P3%=ZH1&*9I)-0T
(U O*" +QT4H6#Y=ZF8 MBQM1""SKN?80D_X2\56:4/)(*93.?C%_Y
2B&DZ\ R59%&4D*\$'^@-U9D\$ER5 MZ#D)1MOO%H,?7D^^(5DX-
I@H400F"9B7)@=5PJ@YEX;D\OBH+[W)9+PHDXC
MD"W(2J)PJ5#1"S3()H\7<^BT&4A_7)5FJK N1EFY'08K&Z+%)10C/-RT:E%# M
C<^T^Z9_Y?HR?%G!5,X?A/Z88Y#5#'*IX\$"G<.,I<401ZO'&*CIEI<^894M1R'E
MMM/MO6. @<&IO\$=2KYIJ, I@1?3YZ_D_0F"-4 M@&(:1/!;?,0 55USY'7NY(.%1I+S-
S\$H(E)5,BAF4544_\$OF!'I3>-J6N+*\$ MHZIL"V(L6^*0NEA-JH1& M9 *(I EY9\@H\$,\$&V/
(YGC *V MOPH GZF 5!<+O>R,Q4@"N%IXIDAXO+Y@=MC>"">-
?:6\$==4H7^D0.1;6N556J0\W+XI:BS3QRIP\U8N7"_\$(*M+Z7UA#ISJW(%6SY#QZ1UEF>
G!"/XACEL+W/A;#@I/B M4IH :((7:Z-WFS9OP I(?;93<:*2"%J,(JY)&>E\$^/4!X@4%%QXKE?
Q'/(5IE M<7-A@V+AT=\$I-TQ#K>QX3>U'+(9-11IT&M*OD\XQW8I6" _X19-+/T\O1%&#!
MM4DJU,>3*\$F)3\NA,%&T#) _=PPO)@?ZUX Z,<-BQF%Z,6^&I3NO!PWSF3*:U
MA'\$5186KUA=L<>(5+\$HQD7M(!:>R3VCJX'@MI,"C4,&0P4?0<%*E)J"YJ.^ (M)A(Q434;
I57JIA4G3&U,OP3\ZH0YJ(>"R'/6EH"# "WEO\JZ\4@74L05GP\I1
M>FASNOJXY.CXXXP>1!U+Q,D1ZXR9?9*N(.)I<5Q23%P&T35_@&E^; MNP
^ WPBGOXF_7JXB@XRD.BU9CT4L4K>C((5\T\ \$23A<4(DLHQH\ C0NT'\$ M&&"Z)6X'5.
(Q1?)E"4T+U)"TRO+;/930M,REM" TUU0\H.ET6*>8K@U3%'XE M30-R&>.
6F\$4\XYD@E\$KQ@*ALKU*,5RM25I ?'E5>NS)D\$IJ@>GZ88S-(_MS8XI<
+Z8'#I_X\OT0@:>+*\$ (7*"B+IT)\I6C2?4TLG4AA&ED44G-MTOAC\$
M.)F(G!@;+>G:-9//69DC.IKRXFI1ZL/B5G>(4:=0&%6;J<-7&C'EF/K3I?G+
MA>Q0YT\6#;N;GZ_0?JZ08X^Q. 1H_3UX&WM=I-B"&-?8B/&'1B;N2?ID_. MPJD/I^
6UGI2919E87JA".F5')(ML3BL#\9PZ%D&C_T?6RE71-;.<6M)'2
M//JH3U)DR*!;E%;"Z_\$MGTWWJA(-MD^41(8C?F4; 081PCP1U!+LQ,HDW M/6-EZ^
-0D35@)+B>?X/8Y+<1R+'1S_O>P\='IG>7./I:FL2.
M!=9X7LD@J>.G(-O^/+DQ/H\BJO=972:&S^LFUCST4G>I Z@\$BBO&J C"_@7L
M*Q,/HD:\$IL&)Y'1T\$'I3'O&.\$W4:\$^GGBI"(R&:&I P300+/OI3)?\YIN+O MF^?
OHFI+R@!@X3 VG&PJVI.S9BO8NI9I'? M(XM*DD-M.R&/9T1;IB1\(*&&48=/5
M'2IGIF@=4N_K6PR/Z@XUJY;V_#706^'ZQPYJ+ M3*I=9!6@L&DWD P:_H?6?
H;JSR#G5MB+M%\+SH<.@J^_UQ\$%4N6?+<=SX=*&G ML8Q:&(6VKUP*'33P&45:ZJ-
DR6#!K+E(_FF/T'1,LJPI
M+CQT_4)U^+8PH15?"OPP7I9/I;*2%&3R52N/5%WQL(K5(OC8T!DR+*7PN>>U
MPC2%-U!A>WU,K.PST.,=<=)*XX9L)*T\$LXVI>"R?9W,!C12/1>21U73;J_): MR\2,-
IWOIC6\$"JI8O80ZBFU=-ZQX]*0![PI@XK=2HD\J83@R'UN9-W2C\ MQHL P/G#L#;
<" +B_!'FG6L&SX%X C(4?@='&(J3A(A/+B4LF' M4!(\$F)>LV-RD+/58BTQC<5D;R9<5(:
(ZLL7ZYLXO+B30F=9*+%A^I@KPW7H M7\$GMA;/ DVL-I':B2S
B)ZGWCR,UL@S@*)G. "6_NBX VZ1F C(MI/\$*IPU MC9*\$>(9S8.3I@KDC76,2A<*84?
5>2MABIY;"_8"W3 CL7%D5O&U<5+Y'.KYB M"<104;I^9JBO-L-
Z3JSJE@/3D"U)RAYM#RK?/ISLF\$9KVU#PJK,J67/J;7* MG-I^R^LMJ8IYL;*I?
8S@H\%='3_>*%7"/7@S MCKH6N9^Q7:+T'6OS\$4\$;>I Q0&9LI>.,
JB:L6H/1R">Q3NFHV)/F9(5'QBCE MR'CJ"!?'AD^GE.#BCJ+6/Z/J506 4U3*A\WFO\I\54\$?
51B3IJ*PNATUWT09 M2I7:(9\3,_6C(+7@\$\$/6SK^!&\$C MIXO+= (7":!*5L\PP6H1YU &0-
2C3C-+B\$ _#9>BR?.^41N8 '#R8D;0E,U"#@ ME9YJC#-
U6HRF+B6,J#TY^GOPC0?;F?'.D0&W =61-E%P3S+:RDV5?
4I&ULS<8KUNRSW!3\$B,5>V#.@12!;/S4
M>+RA,J3=.LJR67\$"UDT4YSABE1.U^HIMD<"3L\ MIWL65\$ (A>IOR>:
!>@K7L;!0A2+'JF3FLFT9H=T.\$D^2C?HAI0Q!QA^\$; MVPH41K I-) ^!Y.W, !HL4HQALC
M\$04HT4BF^E>=I@TW _I+YI:KJ948N+ M3'V+U6,FG7_+B1#FJ/5?
ZXSP5:.*0EI4CT\$",O-@@P,*@!)91#V6?KQ, MA*N\!E;5S?
Q".N4\Q\MU2)H#Z+B7E\ \$H+U)*!/-IPT1,-FI"CV2P7EROF MIFX3)5IX
39UT3CW!\$(U7OK*X,O;S)G48'>D1\GMR1.>&#O>J(5EERK=0_<
M\7=^BI&>:Y^<>2XOOI\$HJL*IZB#400GA? TR#)SCQ>PHS5IS\7,HDA_R-Y\$
M4!2SB:ASB9HEL;?B% L4,6+08Z9OS\$\$>2.IA\Q.7\BBOA &G9B+PO)O6-*4U

M\$3_(INPX37,B\$Q8=ON86C/TQ"=QSL)_ET*K4^M49,9,JC%2?^=QDI04\$U1D
M1HV:VUA(X^PI*V#*BH'2TV5D;%>_ID0VQFH1VO%9TL;EGT"5OEFCA68[2J
MWX=8P;GJH2QD476QJP @QFY94 M\$^Q)O\$M: SX:M\2VI;<@N'@ENJ?7%J<93+B|
(FXQ.\$9QGH)J@\$H62,47E+SQ*MINI-*U'H,A)A<0=2H_150D@_!\$ZJ(011Y3G14?
R8F)2;N0|-*ZCHNPDx3I% MW2=:D:XB>F 2QG.>?!4;3/C#ER%I 2|N!!A<@T9<|HA8-
0^!SV;>(YTNTM#8 M6PY#G)FA*DX4_:%ZBK7H2 C66-
PD7ONFJS0%=S6"^T#0#)Q=181UCZ6!!FBH M)WZ\%!MG72B_[UTV7_?_5.;=F
MK6(U:HT6;0#^T:QH\9C9\$ _HPZ@X)(;>B!:"8!CMGJ*O|(I\$W9AI2UFS|O|H
MN_|"%Y1O5?V3LWKKV==1\$4J4JR(=7;))%<>B%|*#X/DRT)YG9H*RQ?."?D7
M4S>Q0=I%\$!#!FMM8Q8E/E^<-HSQO'D5P1_J#WZ5AVS|_4_&>QS<^XQ7Y|V|91^CTVF
MZUNRXUM2T_DBD,WUL)->2*RSW&Q*<:A|0;)C)(.2Z'#UXFF)7R1|6/%'W;V
M.81+\$|2*IE-665V|;\$;5|2V*2TDN08W2,0&)PR,!LIHT\$I>K4OV=C"5\$8Q"1 MB^%;;J
^|3XA,XQ%=^+Q)0! 6"=RO.Q\$B- U6BH(O)R6/AX&#_ D5/H#-C|
M1KP8_ODI>JU6|6'@|6_L_!=|V36=|HQ^XMO/CKPJ)IF^N;#F5QA1FG=8GK<:A
M%CK2&,L!|NQ?J91ER/MVCC/OR_=JP6:/3WDD"N=#A;%'Y9Z,1XK*>1ICQ%ME M)EI7
VX=)WI/&&D5; ;4"G?7P)+(UHOUA\$A97P(ACT)%>\$|@H*H:FR7M76
M1*TJ*I8M.ISCU34E|_J+%(FVRR+1_12)=HQ%HMUTSXB\$|&&=HIFJ..8 SM_MBI
@)."YR2 ;&^13;'R\$G /I03OM!!%D"5"DM:E2S*6C>+\$80)>@T_*XH M%LEA
%0^CA)|&H:!'?!S@IGDN 8I<#;L:\$Q.FK5\$*"K^E+3|V%L.P4M&4%G78
MBW_QJ:QOO.C5XXV4 4_*|+OK,@62Y=)5U86\$(V-82|S51"5Z4&>H8C?^B%' M12TJF?
#QWPL0|#EF'>4W|7XTA),(IN!C4^7CG-F(S"NGV_-<(<)2H7+> 6 \$F M_%7,..!8KPPC"VJ)?
#LO>XH|D3=8|I9-GH4|OEG&WX&Q?E1OJ|:7P>|!-%(MW2<|>'(MT8X063'1@4)QIB%1-
MOX00JD|VU<\$)|UC^-(M&*)!_31E!;6)(J&96ZO 48L"1-H%'KH8;)/ (7U5I
M*_\$C)EF|7M3K2M6>W.K!=E*Y;CG,4YP&C@YPQH|M2P,KY2!H9H M6E7CS.7(
MIA^*KJ9>C2@A2%|6,*|Y6;QN6@>6/S;Z3<4P(-H"(0""XPDJ1ZC99ZD5E@+-
H*!;\$#9;XL7B& MYJC+EG;J&IT|K;Y> ^TB<(1C8^XQJUS!(7WI?A2MA9K&MM00S6;8O-;
MSI"Z|=^+|^?VCF:TB^NC00KD"S74KB &G9A|M>Z,L&AFBS>98%P)*&KCVB)S
M0S)X<,CAU2I3&=XQ|U60(\$BT6LW*X0;E3=!\$#3^+U MF 1MBN:*69G8F*6.
|IVH1A=50J)P|QORNW_L5?4R4Z+Y'D% 1; SQXPDU1?(8 M\$SCZ7G2=I*)A7@7*?H'%?
+JV\4H%8IF*O_@D24P0-9(>*U%(H=,P/U%!GA M_P0?>B!R2C9;00,"YPC
6=XK%)'U,CEQ@X.8XVZ\$0;K\$2X2HR/:5J M/AF2%WE3-1|5%+V+V6(@)\$XY'6+?
#=B>C_8BD%-=")?^P8HD)D#3CT04\$&N MPC<1%H_\$WAS\$|KCPXY^C*FQ:(^>
(1_P&4K80Q,%MM('F.O6,Z6N8:58_1YK MJ8W-Q?%FLBD;WS-5?A_Y%J3D7\$|
(+3WE()M938,699&.W ? 1C2Q+PB=\$'SL M&% *.O<2F9;+Q" ZB.,\$-%F!|M1
5=|Y55:5PAC;9@1<\$ W\$,E)RO&<==: 3 MBB\$.U\$5K|,-=UW>;-%^NA-T_H=/
EZJ&|YFO1N^%|;,%!0L?09X'Q1D4(ES M,>|O|GG'_E@>*@ \$C*0+C8|?
>C=Y'45E70UD4D|H M.16^?'L"2R":VLU_'P^XJE>
(YD\$EPH7NJ2C%0Y4|I%PBT4S(92#CX16\$?+#\$
MKC&!X+9279KPJA+J;>W34!2#5^P_)15(^A/4QZ*)H,'J<6 "/7)B)PZ6;7.L
M;L3;AH'5R_"5EK|_I(&<:Q_ ;O!9% M&>4ZM41X*;T.JGL4 M5X'=>QA^M"|Y^!
3)L\$!ZLM48/SM=XE-2-;_P=\$>C_'N9^.#W/5:\$7A6H@ MFS1=B/>LHA+XK,I3C7O^Z*\$?
|N|SX;C>SE!QOC!'PM"|7DWN/WQ'DZJ2J|X MK?55E%NO2;;>W7D+X,-
NJ_ ;^@W4YQT(/H7Q 9T>?M#Z!SS\$3822)7""PY2+L M_ :A|3^0OP#N9VI1A&\$??
EWUO|OT|8I&I4K4HVQ0K@WJR_@3K(Q@|W,P0*M-V MW2554Z@OH?)WL7|N"BF
D06G\$|HJ+\$!6E_A97U&\$B:97+8-'YHRKR6W; /*@X M%#4K';Y*;SI6,3PQ?
Y,CJ<|X/XTL&D-0W/C7R,CA^Y*&5Y0WX?BZBF|J;>|F
M5:T+JD2RQ^)=#@W9XC51<2:48&X)8-1W C|3LLK*[1V|3B*1< W|Y=@GF#D
MBRH'R6Q+P0S1SK5J64=7R@/,>84|L,* MK&"N1L_\$7/QC5-@GOUDHDPUQ5!>U)R)
(#58KBK=HG5^RCDT'=2: #.=JPB6:R MHLM))9LX/M)2\$MZ*F|6(=BN ! M?
3<1X4:05\$^6.MX(0E)5H5)8Q9'EJD\$F-E|A2,Z0LX@;(SP.Z58D6PI\$,:!> ME,DC/GK09A;-
RM1!"G:@SSJ7(H"7'\$XF+B<&3\$ 0J(6T688|D,WV)MYN M&2Q2RK?&6OG6.*T!_9Q|U;
(BH;MDMC%%Q8+0|P#CBWU|G8Y#(DG6|7V:1NE
M7B32D\$S2OFI%^&AK))^4=^/8,W'Y|E3!-(5| MLYF;48HNGPBG|8DL_!X|H/#L>-
BT48=3G)9R//Z,O2C"\$-I/(YPB7.|K8@ MVIAM(G%69*V&_) +B>7Y*O\$="D|_1D
=E94U,):X#,6!>K8|&H%?H *OTQ|_AH|_MC5O|UK_:@HM7ZW5N^.
M>JT6^|HZH|\$X.2B1M=F+;U1S AT"ZRZ|P|OJ?:7\$M\$.5IV#5VKBXGXW.",
M&"ZNO5D/^>GRS|N;N|N|W|<7&"@87#SY0(C"0/KXX_ ;RZN+V|MDT"L#N-Q-
MD^|JC0-S^|T"^|JUOE&|D,E=00@|JH :E?

PK<'8Q2Q:5\$!J120M>BLJ_'"^>K,J+R+N%.PP?D^D(M*UHC8H)5\J_0+P|,K0T
Y%+AO..TN!0AKZ-\$V#U!U2L'_|R?FES6??=-|FW| MH8)/&"S8+^O<7CBAF.*\$LB_J|T
089%8UX/G/*&+V@KLY|1R-@R\ 2-'6TQ MEI>P%/CC,:1/HP#,6#OP|
F(78V/:Q\$SZR;>:;!E(Y+L1%04I">4|CY-5,9? M1U4J%6'-
D<"6WH,IX=HOVTL+M&OX)%J(G&\$-\$ _KXA1J.E!;S)^6J5|+EI X M\$4,|-\$
(N^@KD|NL6""U7WNAJB=|M=5"E>Q1_D61%O|
M^K:5D)N5&^D,Z_+BX&+H0L*_UFJ*R|T,C=6+N.MQ-
OV|E163Z.33M0R|>\$W.#Z_/)&='S^ M6'CN+=S&M?_5^0N=-Q+(++R>W-F_3#?
5@IMJ&% 2XX!26'&<3='=JUBN<\$"
M>^6|90#W0|5+>H|'"^\$O|Y)E"JHIE,K&2=:4^_3G81J,I&R|AUY-<%@Z_B%MI
MH7|DE6"W6 A&^\$@285L+XAA,(<-@GF|P*\$MTN7GW/X3|?&9+;DBL;Q9|%?2
M)!&ES4QZ""%3AU<|8V6 AXV_P8?GZ|BNK%1>\$VC/1RS_F;T(V ?YC|_F0&#
MX>F#X|*.Z4N_Q9^.:3R"5_V\$|E+2E|R/T<9OFJ-9_E""|_6+Y9_+D*?_IG M|O?=?
K56|QC_5*06C;|/>U2|5^WV6FL?|4|&E|>G ">|?|L:9Y\$2IN(D6:>|_B5H;CC6>5 M'!
Q|.#_6W;TWEYIL8S^)?G_^2#V,F I28"PV%\$!)6Z;|%AR'^P;8N|?0LW
M\$#N1FI7K7/9Q)/^A|E_LSO4=DP-R.%O.9=JTS6BT.=U_07C"<0(C;Q&1^=\$|_ MFO6\$|
<'K'G=S2_BG|+>U6:2FSI\$Y+C'QW<>07_@>+WG70%T3+,@%|XI2A88Z MD4: ^\$S&*B5?
(-\$;G:CWCR*OXCAGC9XMT|6T*HN#/S0JYGXX7VI#W;!"MC5*T*;,F"9,RHB=BZ|
M3A%)7'\$|WV#(L!C.6_QLH=X"E|LJBKMU4_..LF97-OIT@*N;CNYT^*S6_
M!73BN0#|4;S|%)GF0|TG.KUY#"C>,VPK'!;+O!@3%4^:FXSO*>2K/2CWN|VR1JXLBJP
M!WV!W;,(O,%E1N+%D;TMTE_;/A8XY,>1_VU46|W>IOROP=:6ZT:\$X+U|
M*EM>NE|MU/NY4MSIO^|UFL4DRV%1#??.2,B;+|W!|Q63S|H^/W%4&7"^D>HTO
M+!^)Z5&%KUK2.ZFP.,R|V-|?ONE\$U?2'MP0)CLP5BOK.,HZ#HH|=N+7M|P MV8"FR
,8=75#>E!E7!L*:5T&5XR58:YFSS!7|_S?'R|N M!G=W@/_V:KCLG(YAIO5714#|4_B@_5
*&I686G.@6 M7=Z|MX*G _|. M>P)Q7I5|PI#=\$^:K|=EW8BNL:|B>O,&,:)H51OS<-
(ECWDS5Z&C(_8*.EQNF>02|"U/V0?);621M|R-4'^P< M B7SA!('/A6L(%A@/^QR,<
M\$XUP@_C/,8=5":DG;|Q\$O!5?A.?C\$|J>0JCC@M?;\$&F""%(62|A&H T?%OZ|
M|PA7Y//|08CU,9|3B"*1MT8|PJ|.2>4C%?I+@7.;UJHJ-ZNM*)R"FK^?(AH, M;WF;VP|
F1"Z2S;5<2#9"!Q",DVC|*QD|?YR=1,P 1-QLY0H<7P"|N>|S M219@PAJ CF@JQO9.FT
Z^45QV""@@"Y?0K|Z8AG40)8F("10TIDZQ".?)W-0
MTR&E4PAJ?/23VD^7<+|J-6YEG?'Z|,9CB)CB_@% "\$@6)8X%(GUB8!945,E MP6:KI?@;
|!M700-C8#<)N-0YY,=!%M\$|L>S|6VI0V36U|"0+G"59O*#VR5FCGVQ-
C>,E!;9".|E83;K(#D.X_5AC|JLE>3IYVX%1F3*=5M. M,>PNY;N_(_NSL;&N
_MC#W4\$|S*6_KA=%T3=5XC-.JD33-'#49HUV"\$=I-& MJ"GW'BSGV.+|M|BDZT-:\$2HW
ZO8B"(TP:T,>2N.Q5&|WV2R8N,V8(FQMZ8'.TT_;;&|.3KSB9|UIS
M55GR=#NYPU>2|SI'L8O"4IC'<8,4|IC=TRB98R^C-'GCM%WZ|79H-BIU3WL
M0/Q>!=Q1-CO?LME,!H7L|=QQ'8J(HQ\$HH70/1-JM'*|14|_Q?K5NHSAN|V,R
M^Q!;TH|6:-D'M=QYH3W;F M>40|Y*OHYJ|HF8J("Z0_#0P1L|)!&=O'P
MH=Q)E!7*D5A;&5\$IRSMPHZ-0 *PN_5@"B:AD#I:H1YXI6\$TC+6-C"W!V&N5R
M)BH:C3|.,)P+!VD,2^-PM;\$SF2#TN=RP^3%TED'@C1PY;IA,VF(+,OK'5I"1
M/Q8ND.8%LKT MD_&O_L&.J^0S|HL?W|U_;9W_/KB|LCY?7@VNSFG,ULWU
MEYO!MZV"RGTC\$G;_6)"P5W.FMN_CC+|Q|_AW<^|(?|!5%GDB!'9@JT|8@;: M>O!F2Y
0(*!H.,_3C@JD)!\$?\$/#N|OSS>SDF0(7WA|OE-+W\$7.|EQPRDC0F7 M P3YA%V
M2E'6&%/@<#_&500|\$><(N*XXR5XOT^6G!0@=@R'ILZ,N:@7M4/AU68@FQ)DYF^
SO)|*57C1SUDX2."SNIE,!(|6XV(&,*N MA*MO!,^VG_B^Q!N,BZ@B&#@8"|UJ=5R:-
QJ("\$WKNQB@Y06/K,9|48N3J= MX%W/PI2|P?Z4%.#J?) ?
NV_XB5^%&_G@SY)RDO<;I7K=^7%Q KRM.'4ZR^)^ ME"-W53#(,(X,52M:V2J:
(46F|&44/CH0IV4&LJIDQ'7^/9HRO@P<|7X36N* MG;-XG>S#!2GGC+'4)ZH\$>/#
(,,"R(S0CUM|N:6,Y:"2%2L0XVK:RB'@D_ (4Z-D)7%4|N,3H(6#*Q"?85;9@&C68B'.A\$C1=
M_0BP&9_!2OPCH'X#2Y5P>7XT2>I^:8-X#AD<|9+*C58I(XM|<=@*:8V>!9DZ M
&+2@>#M.*B|)+O2,*MY|F,/C|_AZ|/=11|AZOTZDS'C/W YYG M<^6"#1|HP8%G/
Y%>/0_A/N?JX*COJ&"PZR:HPE",#A,_8QQJ66A*9@W:2
M;XT;DAK/6&,'>"35294#:=&IU63#)T^";!\$(GHC|I7;:U%6|8SH4?A33?8N";:
|A*&*C|X.NJ^/N& JJ^H8#JYN+V|N;' M^=V/&_0;!U>?K)N+KX.|BT_6^?7MW7:SE/K=
(ZGL_ZAFH*E)C3X8R^FU;|WD M.!51|9<(VMA4AX+|
%|G#V@LQ,"X|QA(+*XH_S;TQ(|N2.G_H;|_N: D
M,Q(G|.#G^!P=67M.XXNB:GOU_*@(5ST:Q|!%1U(F03XP#-5I_7 D^<>^*8'GX

M:!!^P^D8_>;0/W&'WGL?-W ") [RGJ?T OE4@%+?K/;#-/K\$#.\$N^/%5U;T?>
MC(.8.8)BC:AEHUE5AJ+,5U%/G%-)K!/?1*5("ZVTNQ?OPWR8=W0--D.E<-JX(:T>5_,JE/>>
MB*&MD7 D<%^B=C>(%^_2)KDU)DCJ(6=3@E MN?
M^|CY.) C+>!!K7MOOH|BY;V44JR.*+5K|U:|^2,##|&+|=8I5S6|Y=V76L5 L9?
E0SOG|0VZ?SVYH|T|04.&&V\$LEY?.,^&H1K/X-EN\$6.5=E>^
M7|9W;\$,NB4';A9%+K^SV>(5>7G_C1^JUDS,@&T;P_"C/Q^R!S3R:L5B ##_2
MR4BYF+*H-\$)F/Z=>+|K/V;J%0EGG 4CZ#/(%56|A!7|>BV^U-UQ(W ML6|1?
VR6.Y|7|XXG=|Y+.YL24;|RA\$FWL|<_Y_M|-0"XE&D>,GEL4O;BPS; M=?#R+^:+F??
\$V*E,>E*6L|0#,E43|*K@H5T^K|R>+"5|9+)QGI&F/F14W|!@|0W#WBTA|["SV
MOR2QC5&T#? PVY-8HU:@>5WFQ/=|5B3A292_S'3P5UV\$4^S)O!)AM+/(4*-N M;
(5YR5GW+Z8.U|@X)9^6?%J(7;HS/FT8&|)> 9^ ^TF.3%X#3T|N3#|I#SIP9
MBK4<\$N%0%>#()^K0C<#P\$%|/&<7G?G,": "BP@L-%R)M ZAX?
6!3:X3+T?.QA_FOI<#R\H"K||0U::!^\$Z;#|,D>.<^_MUWG
M;SE*.;PPY<|H@0VMOV0|E2NJ85",F*IL("OM1QUA_<|HAQ "MX!;\$,P?|6 M2)|J.Z>?
%T@^6<(<@@,0AQSHM%5DY./"\$YMWC>@^ZUC@;AQ LOL45RZ^!_;Q MZ>YI
7|D9YLP8OOD+(E3_HYL>2>DGNRPVIGY1|T.X=//N|C/E?C'*7X8+FDOR0": M;#RU_?
N-PSW?>M%XHAEW#4N(\$S6Q1+>(#JY#;R@HTA=|ZW26L_1D#9TAC,>S M)QD>&IV|
<=K(HY77D\$;_B"&719#&2P>7#D|QXDPB,4GI.>KW2)MDG4OA|QF-
&3DLXRZM||=8"5P 7.+!T-E;IXT- M^CKO|U#-X"^SJ)7OC6.+SDRI(K"XDN%L25
M|0(CSWOBR@R->FL'>9>3?K-/^NT7,^FWO|M)OZ|D@&|G|P#?
2_RZL_+|JNKF|N+VXKUM7%W3:3>?F#M^|N4_L1<|_OD,, - M.^H>84N?W)O#Q#|*;(5S
FR \$;VJ4<-?S)E7G6XOV|76|U=|H6;>IK5NH|KI M-
XHIGZI7.;UN8;,>"US4&^KIZK_=Z8>9M|L.TW545-)TK|"SSA("2V=>|Y
MXT3KWM:58MLY-'L|B;T-/=OKKHMT6Y3.ET3U!6GJBH74|(|.C*E(HMD|L6NW M#Q4_<-
/DA\$,>(%BRTV&STX8DYY;L!.Y9N|_S2OIGLU-&V^H82/W&?K3F-E@S
M#MPDP68LX#OM,-/O,^#4'N'LG9TH#3C%;_(0!^|X=KE8S,##VD3OK=K)6;V; M\$X|O-
|H@8T7':|_PK&)MVPO'6I_>"U_X6W %_N7Y/Q'<1V!HO?S,F>,A|;PR
M#8_TTOW.#W0C83=.SIX=S=_IF+ #JV4|'GK)*A+ST4L151<%T(34FZ|8,ZNXPZ-
+3U>V6B#?LE=BEC;+J|TJT3:<*5M\$S'=-M%
|O2MV"%|=DGSDJ*Z9#FG1R/VDV16Z/9KP^K^4EP0*X|#@OKAJ!Y3<3>.3GK M-(NRT
XZ4%F2US-DZ+;DA?//#/KQT,AK1Z;>|A"IZ,KA7D|Q23\$KB6/O=""
M=;KM#"LSU#+A;9XVJX:D/Z)YXP/ #*B_7ZF;>56&ZT|LUH@U37S9.SDKPXN'
M|5#GU4:9+=UY1?3R"(:.T-YI?|1H;|TE?
MJEGFUXM54^^C3*'DRY(O"U789KZLHUM4<'G0'OC2T.B06NGYF6'#O,>K7?PM-
;Z_DY030A MQ7'%L",;O|2OSK|YOL%2.).&TAQS%DZ|L?5H;|82A|2\$GO5@SW!FT&+A>|<
MK&J9/5FH.XNYT/FK|?S\$C01X_.Q^->^9|<37(42 (K|3QL1^S?62)N4U|<+
M?'WSY*R9%#Z)7_P#J_PU&M+J_KF@DIW|5!Z\$E<8XLRI8L!\$RT.RI:N&=C&S? M?|*N
;H\$/CO'GLW\$'*08XWT&>^0S0O@8+VP|^!S=*7|@FTS@#?AG9OLN/#F0
M'0HSYZAESNX1 |:(&F;V\$_,#H@;'Q6E-/4K'D3=?>"Y"S"#-+|1E5*P%7@?1-
,70NJB<@0|0-U:-W6!PD ML6P%*GL7DK@BFP#:TLR7+|X7F(K9VHAET&T=?/:S|
(J.:E83FH4S4D=X*3. MFZTCV,=|?UPZ,USL*RT6S47.S:+)N7MRUJOGC/^6"?
@=WG^KZ!ONX0WGG-10
M9N,WW^HW>S2%7_I|A8!%V=B33ML;QLIMHNV)Y|_M|^>.+_"#^YR?CKVPE/Q
M!/A8Q%*I5E8S=|V+8E+46TM&\$N6K&TU*D1+;6+:OPNK3MUZ>?VP@EA'7|S
M.#9O\$CYB|F6T=M+YVS\$&-LV*R&L,=.HG9RT#E'H|NWKAC=-:S\$;5+
M8RTI!%V.G4RU!_1F<>|G0|X|41<=,ZF0_C3;W7TE;;Y147G4SH8#*A|+1
MU|= @K%&G3-G508,^CX+C*EWP5BIU0PWHH>73RK;OP^AG*)C^>DA_M?:S!UF7
M^=PF^+>\$V|73S1K|J,OCV;"?5KG MB%GLUX*Y;H,YWW,V?IW<..U_(IY,VE+EFL5Y-
#\$\$J1DK*F2=WD;C2W
M75|+O#PZU)PKW%|IM^T**261+!;!5%"L:JG0H1SOR*Y@S^;CU!E+^YL0|W7
M8/SG,@B1^CY|_J;M8/|&?K)30X;JG1R+;EK7-(V)+"ALB37JGHF+&SKD?DQ M81
3%G" (T-IUVIC?NIV<%4|HW+Q+\$3+F%;_#\$R75,ZR"6|_MZ1S>).KC+K3WF&X(Y|
(EY)3*";W8GHU\$|1^?A|.*2+)OQX\$N4FN!W\$7=*EE M!%8P \$G '-=%;U_6?WGU.<&.B'UR
W+8IP;1ZR&81X(==;-OXOQBX|_F>^I M?=:B?:Y#|C83;*K18'2=;W-&!^6#HE!2#!P|O+
EJ=>K0"4%.M.YHM!8J, M:A2R|*WP.B"07Y,D|D)X81DPLV(FZ3E,3-4K)5*V08#JR^7^KQ?
6X;VXNYV*|04_F+ #UDUL_*)9@|,RA4MGB%=\$F"L*0_D,O24*Y0G--<6CL(9/ M()
<78/IQW!5V3V(;Q>RYY|OP4:DGSC2%TKFS%!'2EASM6L' OPEV!/8"TB0
M:HU+D3QH+|U&M=9J%P*LTJ^VNVKVPBP%YJY9K*-16WIDV(/SG6U%O_|F=A!QTI

M@HY4/7E0=)X;OC1\$= /,'7@QVS3;"?[,!FX!*A3_L5F,U>K7BYT->UJ;W4. M@6E!Z7,
(ZFL'\$:P\$3M8-266ZUQW1QN\$OT._>,F!3;S;.,%5GERL;,N9,'IC
M>7(Y3^X2%^226[*F*ODP3N_(I+G!N3A*;;YYKLOAD,?A,5>RU/IU%7^9= W1
MGN!S#CX*;G+C;+JJZQ"V9P=W-"@*_T,4S:E3W0ZYL%A@:V=P!B6W%-
RS!%RSX8>I'75!0!&PJ+UW!/OP9NCZ\$ZM^2>DGO>!O,9S"D6-DY+,-1NR4.15&?Z-
8\$K8ZAWU/19XP3T5JH1;SV M7'UF)LR=F8,KK\L-7?16*&A#;JWS*:A94M#KIJ-
/8S/IZ!624&OFX(VM)P^MGX+;)04=&P7EQ(K:T!^<1D))4NF8 V-
IV\$XEA1P'A11&'IT#H8^W71?6+.O" MRA#09JVP?5U8OU?
6A97<I Z:YH%I75B_7I:%E*DN,7MFGWDR)T2?G@04A
6LJP)% "UJ&IKK;5FQ;2WE; MJO^76-3 M4_WK3//D,WTR%D3JRW?"D+G7D\ D-
1_R\I\VM1,/IN P<1-'Y 6_)8Q^5-0JO MG+ RUDD53EAEZ<(K)ZR,Y5.%\$U;G)*QC(ZQ\3&-
C&55&2DK24&(JG\ E1 E
MW10KD#*6RA0NDJE0#HVPLHGD'8LCQJ'(8Y>5V&6^=XO)A,V(LAL8&_X@VN-
MEK\W-&3%?KPW%G66;>93N-(F&\$GCNI==)P#=_Q\Z8^F=L &HQ%BEL,!18-O
ML@A=3+BJCV08BHE\X5
M'U;742MO+\$\$48HAY3/%:C/0JC5==/E3@R1RV,,FGJ\;N5.K4BT&P+NY>|A1J
M+7FOY,5">#\$L,ER2%PO!PRY9L63%DA6)%;?OHJH7@ZY=|F+)BR4O\$B\NWY-5
M|Y^;'DQ9(7B1>+|_J%)<2+OFTY-.23VDPV6|ZQ1J\$,=YH!/MC M?
+^<2L'D?|+D>MG3HLWDC,^R|/#EB-_@2O!|?I3Y)H/S8YD)<=<=,S?|<%KO M
3\7/CBSL8E(&ND-/HUI;VV#3S0UL!%|S(M63_,>KW;:,^I 1W/V"@,K'N)
MSNSSFCPK|*QPRJR/+ R9;XDQU'\N\X4/+ #P?AQG\$&17K<>J,IM:C'5@+GSTX
MWC*8/5F..YHMQ_"81R><.BX|RC#*6CP,"<0*V#WF1N ICN?+UAM?CJ:V>P|'
MP;@N#0|<\$@^=>\$L?'OK7T09QG5BPYB |64_,|@E(K+HZ>YISU-5R#L&O!OX|P^?
9UE"4J5:M6:L*R|D5@/ENX4KX5.3@3JYP(>?JLEC6J'(M&\$F\$DY!QE7(|FK+Q\$LME/SO-?
^PK+ '5\Z8; 'PZPT2 (6!C<(4?=P5,^SKS1 MSTBM@(?#@#L6|+S07|*3|-2_UF|61\W:&
(N'+YD?'T(IOWGU "V7/,K=(5
M^?:8P7I_!B1@/!RM#!^7QV+9="YT320V(B\$!0L5%285Y0*Y=93*0GH0BQ'ID
M/j4+)JLYCT&^3|"K07833121H!4OYG^M5^&T_FGX?;_JS>,?ZI5Z^:OI#VJ
M7NTTN|D>E?|H=K-<5+FHPUU4J|GV41L*)=86UR_F\KG#;|BX0TO'VPNF'B|
M10%'K'T.>;S&N?=??"(L_0_>95-|T U?@&8@HTTF=F=,;A:=?NJMS;R!)=Y&G
MC,\$Y"X-7\$PHE6#,,>QP?<)*E!5;CR\$F;+J_\$^'N#&'_E,|S7ATO%#;:X
MVL40#&O#H&_=&1;#;E("U\$;
M,C&35W685\$6K5!4EE|UM+DO!M=B5<=9&CBM'<90<|YHXKC3.2B(^>B(N1&T4
M:9QUCD95O!G |H58YFN-8V:"Y3A>E,EK+X!FFI-61PEK\$RLC5V|1378'T!|
M0TDNA9"+EIS;:,DX\$P'A,-FBB05+ GHM!'3%C#YG'PR)HC \$2F(Y+&+9,F^MA7)JUD
Y|4MR*?:S)* 7AD!F953LX%>|H\$0RUM 6K|,Z51) M|6=+L'4#&VQ MU&|381TN+9-GT)
|?G*Z"6"WL5L;O/9AGY)0: ^, @E(4;_OD MK-XJ*O=?4LMA4303UW03_5G.X8E!;TR"DK1
M3SV|T)Z|#+/;R^-*/9P7I&8V(!?931&#,42^="MFCC(-MKU)O|Q>|I27+F5X|I
<|OHL|2R5BZWZ MR5FG5R_YM>37DE\+Y=<-
TPMV8SZW&F0^=QHE0Y<,73+T2S)T,>8S @*TBRK(M*;FWY-Z2>|=2QUG-Y|;)6;=^_
HV#QH\$OVW1&/?/6IU!"H9-R)N6KX\$K)9 MR
G>AFPR7+&Z/PJR/8K.VX!M1VA#^1%PNUU80U;(E|A2_/|8AE.'QL3|)% ML.N#A>_,K#I?
5|489/7|84OKFMIBOQ;,#1C' D=T:7'(Y|X/V5/5N@A"6"F"R=LFZA+O
M")B|CIR|9/2,.*^VM@N^M"MX\TCFSVP;_"6J?'@<.9>LB8R)YT5N^Q_PV7=
M/9HF'K7Z!|K;J<^88;WM6A%
<7/QZ/WM+W|3UX"%IO00<)FF|SWRK_Y834HS8H@>W%L& M_|3T256#U ZGCC|>-
PFF8L'K|'M&\$V7F8.Q8-M%=@ 0*RMZU?=>H%&-E1DNP MJ%R@5)|90Q|NG@^6"\$*?V7-
B!7A|P 1.T)&%T.-Q6FZ\$=9KLC!_ZU\+T_&5&LF'&Q8+XTYA8S.\$,YJB3|
M_=*0E\$>V:MJ,EKZ/^V%"A^\$7|FU_+|_6=)(%&U-S*?@I3N2@U) L:F%|77.
M|9'O,6!Y;^Z,K DPG>?#2>!<#SH M"^5SA10&-G!U)K@K VY9/@;_C;"H"IM PM|JT?
8'&K54:B|C'F<37TNH"MGC@L*G# XT)E#?:OM+,, M8!^,/I#CA'0_X;K+?6*F'OR||"9@
?.I2F!9Y%E?M.*\IR% T7((8Y-(D1 M-.WF\$8Z@^6@CD8I+|9;AR)MKY*Y10D4(#YP2@R<,-
W\VK|J%APJD;1&0.#* M^>C*\$2'ZP\^FIMC+L|61=>>>)L|4:
|5JC<=A|HR<:=6KK0WC,S)/XNA5: ^V" MAGH4_*C=S0?
I'|L.C,V&!1%)9\$=8YYRZ#V@FQB8\$&_G|Q!'OZ3 W2>X-2#" MA>.>E2.M|=7<;M5N
M81SSV=/M7PA?L>2%DA>2O+ AXY#&"YFGR|?;A4V7+_FDY),|Z.:C|R+K
MSM|056XJ;GKN56)_\XBI_(FB|)%H6 |+#^SM|E/' MOL!7\$;W)U|>-WYRUDN^(0/162?
S>L3J1EN'1&@D746"PB!!;JC>VBQX"M-S M;FFW#F|D625G/<_TS,Y9|?

PV9LE8)6.14L;:5&^=F:T0L_?YB/+1Y2M#=#IJ M/P'^C"?HN\$M*/=I/=Z5
M7K'EN*BLIOJK%|I=YU_A9UHMCCP
MSOXEJMP_1@,S:8.F<9B1Z>CV3DK6>*DJGK%B%LM@D1S&;+R\$90^=F1,^1966
M@I(.N.#>O,T1#W:\$U;E8-HYIU>J=@02L!WNV9*I>W/5[RJ7I!=\QYENB66L
M^(M/YY^M.0NGWABH&!0Z_1(>ZK")-?&|N>5I3_ "L)U@\$U;K:BX7OV;IEE\$| M@?
H15\$C#TI&IG0DH=N#W/Y?C>|ZQCJOV+2O(Y8-
HJBZ75A\$AWV';O&601B@^Z;#ND/XULWW_"2Z#|YB_UJFO\$&'4@^,R46Z%
MJE&5,,>.\$'8^G5^G4Z=|9BY'U^M4|.DMI!'#|N+%_04*NO?3PIF@DV\X2
M7N^TS>'UJ@5J\$4U@_*EB;Z-|E"*3^I4+SHND_H_U^LWT0\$4W1*UP1'1?
4P#SF4B:BNZCC&\$P!\$-AT#+#%M6+LQ/&+JD-01W=!
<:LE3X|T@|&S3P6L4/=2K^>=>@(T>:(|KK1C&|AK>LL+Y
ME8U;7!EP\$36.\$*|=Z)U!V@O!LFYOL\$"HED;7W|02_["N^*5>D@OWT8+WWL
M'(CNJ00W5%OUIWB06V"*=, ""O#@G|M-3C%N2B/BD42\$'*4/VQ5D-IS MU#GJD5H?
#G^6|V7|1U(+G|Y4E+OTY256F*^F#%J5,9^)'!500*45W4+M4?> M"Y\$8%_5V|N\$2-
|'9!55L-GIF,?75D7H(=;LK_NA(&DM>IK-DW&|=+/2E.(/B|M.P VF5CX1)_!
M:US.%DH>*P<,JM+Y"?EH!>1G(ZY&.R""&S\$5.&;AS; G
MUPM|N,X=;OE2C8_H!L2GR09|T1D8&9BVQ2|2&%|H&U;D)O/;&K&E_V5<;-3
M@|L@|RRLN6+B\OKSZG"@0EBQ("SDXR#XP4ZL/K^>#AL|+N|M<:O?
&O9|6&OUN_6ZMU1K|5B_UNO@VX|P&M8\$YOM5S>8S8G\$R8AT6/#=?D*+ M: ^".X3?
^DHV_.C:%E!P6?((CGWD|J.IDCW*WOEF-8KN#4/P.WO/O7!Z?/CXI|U|7+P|?
+KY=WEQ6TRD5%RW663=[A7PS| M2^PD)5C-=WU8A))B^XO3L!;|. +@XY@<"-H,Z\$=
|Q'Z#,\$EP:-6O;"GW+:M;V MU'#=[U=[V%BKG68WUZ/2?|JN%KBH_L|:K3-5N|JD#V@_
M4PLH*HH,3: ^O=,O-|?|NBKCRB;8LJ|N=!:*U;\$X9*6WRTJ;JB!36"D?
N'^WB>#^M<;SIW6408.Y* &==>8&W/NA M<.).,?.>&).E*:#!
(.PRA/V5MR|MTB@7XMQN>(F"YHVN42XM(/I^3N6R&S61 M<:|H:
|_D#;)|NJTM&C.*|0TM>?\$|H\$?H%U/;P2DI&;+PO;E'5YQ59+W9*;DI
ML@QK).A4!^[X%L_TNSQ2\$UWU0'BUB^KU/P#CMR20C7(P'X%@DWP|9Y/AOB8G
M'Y|@^ ^0|8_9F7%IE&ZTR=52;'7V\$>,_92U*:8OLSQ7+<+,+AYVQK+>VOS;=Y
MC8GBTLK;6C;1^263E^F\$W*N|0NT4U>|66EP'12P;O%U^8L&>X_ZAF.>OR/I:
MB^91SNTKZ@Q>\$6OGRT49*UJVC*KW:&1NJY=7#!S8;;UUJ;J2XTJ.>V;*JE".
MHSQ6IYT3B.R@IF,FZRP-\$P|7=_YG+,ILU#,59>ZS"K->RUN&^8D-PW5EEKU6
MLLRRUTJ667ZZ^'BWL8325+W('V9XQ?;|_%JV&^GGA_RH3Y^3X5*1|=?*XK
M3|9AS#P<4;7J,W&LEMH5|R;!8*M*XYKS7!6%?S.M3R7CV/42^A%#2>U"\$ZL
M'17;*O8R_6'PD51.K|E!&6?@Z?8JTRN |MK5\$+COC?V'_RH,W>|!GCWPV
MQL+^>Y_QL4Q5*VTW5_U>Z,R|<|6A|H@?DX1MGYRUBIB^MT%)9%A)Y^3,4;JD
M%=3&!VC*NO;FT2NJHUL4)PS<8FC56&Q36D+|HWDVE*S (AD@;:|;E?9V
MO%)L2*RVDJW2_Z;R|G8_HX7VSIYJU7;2=GRCW7LNA:<*2, #;|!/*B&>LD,| M-
5X4XFG/=BE:B-O!,1V/-?A537A,,P;W;"1",_W2#<#6)DF?M-/M2,K3'|MF(EN5VS!!!-
EZ8H1W2SJ@ |0XF1S9SGGZAD?0U8E|613 M98U4LK+S^M
ZB;JU|A:=1,V.^4|;-WT:OF&0*[K)"IHG"0NJE5V\$|6=1%MV
M\$AU3AN:6N8|G@W0+&#@AV'&NG_V09G_5|,O@0X;+SQ1XRT@514SW5,|X=EC_
M|%EUH?|4|SN5GL#+D3A1Z<%(9&MNN:YN<|NNS@XZ9^|J>NU)L'B5)8,< **K< >>
A*;B;":0.|H0'FL_ZXV*DG| M|9)ZYWFDCH-N^|DHY:NJE7H-"KZ|6P7?1@5OZ,?
+K^#S+72|@J>HCYT+7JX_61O71K)6>@?'D|TN"
M|A:2H/0,=GFA&R:@;+K0#EYHLMJK| P.3+0W=RO;J9BR4X1HS|?0|:(=W-;.
M!M&^6NI6>@8;KB2_B "OL9U71)2>P9'01NM9M%%'W|U?U+3T_4,#J:_VD2X
MVP^4/G+*S>72YFI?|;-K)V>-2JN7%X9SEV/'M|>WRZ)Y)UQ_=LP04CCB^);&;64 M-
7X|\$*.-!CW)5.WH|6H5/'*S(HOZZ5D'\$%E1."X355C15P*^(W7,HBRN/
M=SOGA@OIUMO/L;>?;!%?/7Z\$VG4L"JYEV\$S^(?U3FU*O_CW*|0.J_FUH|":^Z;?
12,|^%D#N MS4;QY-|=;ECVU'5@,2NR!TV|0+DSN>DGO?|B%|#):S9;&7?|7X'% M?
@ET+K\$|QT5WDXU=%@15Z|OOC1@;|J:=*I%G"\$:5!YZEL_&C,T1^@O^#C^K MF|W)?
KT"V:_U'/9|OMK)MY7CBEBU"XC:BCFUD88&%PXT MGI_7NHR=%FMW&UV|
_RFKJ,3VRD|J(E^9|XB';,9(#D=|M*48"MG-|+7|. ME1H8C=8|H6O,|&Z/^,+=N:>4&F&
|X9V;|(-|A^2#SEDXPE=*5(&/@?_/M MO9,(N.,>OC7ZAE|L1TW^KK8,&U>Q%|.T?
U,1T&F)7U9+)>J8X@LNSA*"3! MPMYP.!X=#S|ESP_@L,C2B;H(-
SKA>V|"\$V\$T'X+^"YS0XEC-W9|X\$C.P*2
MLAUZP<@.IM:0A8^,N092&O&Q5O@'TMR\$K4/W+,F*CC@Z>3|6>U_G_9\$!|I%_M
=FSZ|D\$?P?|A1T1L0KDH',O,-U+\$ZLHS&".N\$U|-&(SYM-Y"Z@BCF)%:2|< M\$=)B-

MV.SXSC&!G! 7=RLO\$#W>ZDP/Q-JJ4='78DB%)IMJ* @J>YI%)Q'A^7"!O M2H.RKNP
^EO/ GQ32] 5^G?@MY&SL&>7[K!OMY-?<9,>KV_NU10MH4JFDH
M6K4]+NL*GGOWR&8/I!N!9!J8U@<69M(XV/P+=&AB6@!(I VZT/>6)U."GLIK
MY!5!Y^H0&_O=L"^Z^?DOS1-D0 &WO? D@6TQ::*4Y^<@O!+6)6Q>UB@#C+
MT4;R971;K=0!8Y%8P3B2;!2UXQL?"I YGW?=N!Y).%PMV!6'_,=|+7T!#;U!L!3KR?| \$#_-
(QS;| 3_N7,E_/TCDYMQ?PE_I M;V*XU4:".Y@(+GU8@/6.=LY_.Y" ?:/^! 9!G_\$Y2(9?
C!;8(X9#Z>UP574 M3R>V>[CJ\$9H
H^>/P.%5FZ!%F^_DU%.=38UOSUD.V(:NET\$)F<>;K%S&^M\$<
MB5^O#.JHJ+B4).AFSGL@8DY+MF6\,C,9FHX#X;,A^!T/JC.C))JFT+1=Z9'
MJLS7B/G(;CJT">X!S#R!IAKNR("-G/F3D@QM\$#.D^&+\$N&O!="WXR#B*PK
M_(|4*IO_M\$FMI!P@G'NS4!YEW#NV!YOXJFJ)M563<19F#>5HFW,B?T^?
M_1;7(G4WPR(7I M%YI#VT_S+|;K]=G#3-Y"H9=+!GR+#+@)M'F'#-
BN!1\$#OJ).O,^>#S^ZFBLL M5#=#^,C0N_S:FTP[F_"+D5#8E';I6'4),HKX[8YML]2MXE
M-|B&DLPG;-IGF8=OH#F 6;+64UM3&+;|9HVT#DY M2W;&4NI*+|>5>5N?
84\$"YLKR%_5O<1,W|#I80*:[Z)Z<&6H+>1HNEA]6"<"J
MM151=0NU+Y(;Z1E|CNV)JIF7J)/LT+2!OK\$!90=\$MF_,?|8^'PT;_VQNW
M^JUA?|0>|FK|;JW>'?5;+?;_=6S#%=#^.'I'?'L|.ASZS?YY2*=P'>_9H/P6H
M.G6]!"IPY<)6SSK]1 ^O(LU<5'=U?7=AU>M5*U|YR34*HZ^./13E(Y^<8#3S
M@J7/DH4DV((DZW?&@U#|!#I9+R^YOOO|XL;Z>CGX>/GU|N|RXC9AM*R6O^A|
M%KT-GIRS.(9V\$P'H:/NZ0WXW;*EOA+4QM\$00'&ISJJ!I+#NX>.T*"6NIM&5_
MM2R]=C-W+4NCVNDWBBH;Z32[A=6R%+BH?EG+4M:RO.5:EC_@&D#;:\$6=V(|# ML"
|>\$)9'.J%BN2P5OK+,K9>Y|4T1Y-'LUP=:!8K0|@2=72LRNV(FKZB#K2;U
MHTB8EQ4K)5>|8"3W65S5*G+8%F&DNW6+^:+F??\$F#5D+ILXH;9CRR*4M=I#
MGMQ?'G 1>9LZ2CN(;MS).2.G+#?9CP3+=|. (L=M.1M|+PI+G%I;8OS+5P;W9 M*0P;
(^8|/3TV?-_N*(?#@|UNX@S!SJN=)*LS3F8RY:U/9,C_665MHF23@8C?PE&|=.\$%|SBG)
<_<\$1SC
M>J+N@S0LBX4/Y!8WB+#GWBBW|O(W_A:L.DI5E5;=5AXGG=UZ;Z2+4RL|!Z)|
M2|/MI3S6+)2!PRJ3L*FE7;+;_H*R| #'U(/ M0CDMK62<8LS)?(S3
L;)'=HJR_VW+D1,%'0<&|;?|CUE3;%|). B!AK,7"&/'SAF#VSF+3@ZWPUH--|*U@N-M%IX?
BGD@8@WJH8-U(&|&EV^=&HCK&%>?)NC*|;ND4; ;A|D^M'E_G!U%D;
MGP0M?;?|T&41DJD&3=QMKY\$M:>MH|&=F!?'*"+|CPC36LS6>.#/!@AW@H 6
MJA//.70Q*;X8X_)O#|BAP/@9=&TS8F"&)6P3I0.1*" MCW;.LPG"4U9DR6B,&E+F@^"
(!OP|O&R|Q-D2(/S&1*|;.\$)5Z-PZ%B2N1JX=; MX-#P^ \$"7A9OCS@LZBZ8T8 *0;V*>
7!PUJ?Y&/YV='C"&20_5HX/@TO^6;_ M7=H^#;J5(P9K W?EQPE83SC.^M(+
(XG*L:9B._UJP3"IOK^,O)TJ?"6|Z' M-3O *I)=WN:1K7|95\$AQ35-
1HKP+>EVLOD(BKZ|"2HZ7O@*4E'39/3D+0!BX M*)X59_@KFGA)!/LGPQN=,Y\$BPK<
'NP|4J(=ODI1JL<@6 <,EFNAU?%T?@D M%N/(4?+.7.-C'#>\$*CQ\$3#+!8X=L\$93A;C&(M
LM|JR#%8 M=06?PAQ;)HET|JC*OO9-&T,>-5(Y\$A!VE.KUK%IJA^T17'^8CLC!179Y+ "
ME?ZU='P^:VVQ!&UA!RQO&0;)3^0R\$G VXiYOO5@SY8\$Q0E_!1.* MSI"!*U|@C"%^2O
+_)0MY@UY(S9&<-ITW<!/F^1\$-5EQ93*#L;6KF9RV3>*?R_J=K3!K25B09BZT)"MLB!.C
WDOF825P!)1LCX(LXM68L;X3W/=A#|T\$HW U7^UI%7FJ.*KILE|JK
MPX\$UDN.>4_L)^9ZUN5SZ*"|C4:B!5'P*5W0!'!8Q?!A78@CRD;IU3P M#N&;_CV7248#
QHICW 2&X'M*LA>PYR0.0NGWMB"Z_6U%D4:7.-,6\$(^5JW/ MJE%&DZ,5@ZX@P|)GI-
GHY;| G04<9|CG*Y@A)>|8)%C|I3@|QTA&/4A.GE
M#)=AS&ZA(3O2R#N=H!H>VH\$3**|!?'| M/E|>#;|. +P=?
K%|>UBN@KKQ@E^6M|LU|Z/S/YA- 'ZI^UM*LZ-JOL+FYR M@3/BB>FVRC+VYG-
O|(1/%=48S@-8(^XM00>J^7!2@7*X#^H_GGN08=22\DG ME#@ "WAP?
L42I,X|.TXG.DZ9U@GJ|OX?CLVB%*)Y7" 0KSS\$N1+TQ |.:(-D MS\$!NY_*@K>|T7'!%Z
YP@YDI:VX_X25'M"3T,'A:W /B=|!V@MM%B3<,'A
MZZ.B2=WBZ3QXV+P^HR&N)C0W19>!9()DBH8W"\$-%7_\$P0ZP"WLF?0JB+3(P
M8JN*:#"@-0|)=7(' #Q:%CCPH.U38H"FTQ&.&>A\$>OKX2C\$88(8!.2!FSW?N MJ4-
_BVCHPYMP2"9W|. &.UNN);G.UNBP '[XR|SZ<7D_P G|G8|!/+MUS<#<^ M@|E-/|>-
_C=ZV9'J:.(3DW"YR1&O6A%M*D>,T"&X)ZSM'QASSC74>,77X2,*
MN4E@_ ;7TY'P#;RA&CZB)V^=@X=OWGO71LWUJ\$K| #HT\23W0W%#|RW"+|SZQ0
M_R"E0!:1+287#|P\$.#H@HVC0QKM (MXR&>Q!./U6ZZ2VHGNEP=\$2Q!-
?"+1|0THV,DI1A/N\$3SQ9?#P!D|MH|T RPP MQ5O5"5R2;!"CV6U&L?8V%&7ED-
HNEGCGY%N:(L)|<7S/) MM\1"*P@+K;5RKMI_=X9JMK<(>Z(J/7N7-8VWR?N;2,9GM+'N.
<-5?6!'9KK+*2TG6H M'@T|JE(|7I-

(50BRV1CLH_3SH=N&'4S7:=_CJSWY!+2,EE\UG8C7G%"/\$S9_M=V
WK*,:TD\KIN?,TZVB@7G8N_-D,+5.SCIM0!\$!69K&.ZU:@\E, MNV*?
+;#XTN5U!OI7*/J.V41J&FGDX_\$\ONG\$BY:X^+^>.8JQ>M,YM1.TJ"BO\HD>,6G&
MYAM2W6^G3D6\IG?+F 5DP:QZ\7V4G(AN+EC.Q#'D'=.=1D))
MH_T+^/_8CGKM:J1JK(#I4I31@\$M^SX<:8PV\$7NJ"(XAI-F4N%2*PI+/UAH
MY\WANNE/3L!!07/N;<,(JWVE@+S;8>|,H(J/HS.X96\$XXU6H DU2K8L"739I\345J
MW,SHGYQU5\V,4I(>>+L;5MW:SZH-1R:5S,06R\!NLI2%6^;=Z\8LEX\86> M&
(S\(!'"6MOI@%L%\$;)0VFN\7<*IF56)) YEDCY0)YGI28E9ZPCPP5'TD
MXV7KGI8B8!5#N4CJ(Y+6_08\$R!8!'G1;M<6W'\$T?X\IC@4G007+J#T6@Y7U)R
M@Q38N:Z_+DEO(2N;P;H\M43-U9%0&"\4I*M+*D#;O>B6?:6F%OME&R-+/?
XDT9>T<);W?J>5'"V_UJO\#I*^/HO\<>_J/6/>@YT>;UIG_#>:
(H\$G"49,*56K9\%8L\#_9T1_CP/+_IA_M'VU&6/A,&WY+A\8L#RW_H37>'
J_H1C15)I000"_3;#P=_FB+HFJ0C1NX5\&_M((<4'R#F0D@?_R-#?
^;.&C69V\$#@3.!Y9J;SG\&_F>R.F:9^<46UJX\<2_IPJ&5#
MW\7>J*534LOA44L_"_CF+A50%Q10B2=>-U-
>%M*M+/B!1,/K\5PYJ4+N\8!!_\$NV>JULEPCQ\8OM&KF24"7;E6QW8&R7A^M>M-
E2:9+8F\IDOD330MC>ZX50_"U05>_.\40!8GYG/KFM\H@A-JGZ
MM8!&^_KQ,T\IC:~W3*7Q>ZC@K6;>2NXFXUJMY&ODCGM48U.M='M%U;BW&H7
M5G?=>.6+6E^!7TPU\8.ZDL"@6RL;W#\9U);L;_D/M\$T;@0LA*_46N:\$8;9
MXD7D+@M7VD"HC5#O_UG!RU@-C;^>>OMG'OUVT,3K\HWG^ (E^F^R\KJL\2\K
M_L;_X,J\7^/QV\$8-5\$V.+S-HLY#:7!8=;&YXYWB9;?+NNJ2!5\-"SZSN>\$E
M&:JS\$X\YS)07B#I=6% MMVV LX?[,E7SU;4M(RRK\8^K9R*4H^B\>@E\2PTNV9!0A-
QJU/0BK\$9)6\$=\$6#D3_@G*_MVD="H-\$\4OVFN1.")1AC_5M)F5\;EF?^UQ5M\$!%U-(@V
^]-+=DMY+=GL\N_M+QBP3+
(;#BO)VP%:\EO);T?;_N,^C9PA\$YR@LZ!\EN&U\,C&7\$0A,Z"L'_N+>4ZDU33%2I=;5&>G3
IS9.NJ+PVDB,SAZR>\$5XHB\J>9FF)
MX3HN7)D5/K(90'<..YX&^+A\TX;64\V1LN^CUI;%10_BU9T1^OX1LLPD7C7
MU\$+L_N;_T*C'A>V'B<'@5)H?-519_L;Q_M,M8#CD*&(Z!!E*
(3C*!;..&2CYW\T2W18>%_29SVLF\N#9,A\$ITC_WI"2,
MOFA,W3T^S)730I9\7GC&%\!:=!2P;^-_9G/%A0R2G,4D)U\8&+>E/C^59V0
MO\JUJ=9&VJ9)S05.S@PS_O*/@4N1S"^Z%V,RFA9J\$S\$S\$2R\F3K9Y9W5;@TPS
M1BN@Y!Q2LSKMNOZ.7GN*\$^_CK1AEK#B!;TIQ_WS\$13+2,)\#Q+F\8\NWJM)
MJJ2+RM7HEGYUB"9_@M\$!UR!0QE4-%DJ>.QH+-R\?(N;0C7BY/#_M.>+WZS
MOGN>KUZ,%_+;14L180GGW-#PL7-4D%?P8Z%/<_5A5MC5C0&86K_YN'03!2&)
I70?'K/X\JK6Y<1X30&=BDFF'@C;_MV0Q>B"/*5A\<617;J?
%E,.&3X\&I-18S9VLJ1\KI*FQ5A_5%+ILA6M4H+MSUZDV9;_>KZ\L*J_M-
ZK6Y\NKP=7YY>"K=7EU>W?SX\O%U=VM;_CZ9'T>7-Y8?PR^_KBPOET;_G<
M7/"_O3OG1;.&JQ-WF7\1:B*A3J)RL&BO<=KD>I^>.PCE;UM';250:AC/+!IE
MV>UIB#P_WC"(*H_M>12(IJ*J/18Y#+&QA^+.\2"*8./*)!F3/R<>;!RH_M4;-
D;_V7Z#\!2\EC?LO\$C,B9X\$+;+;1H\9#THW,0-Z\Q*!I'0&9H@W(2&HOQ_MSQ0S!_KBVF
!9""&V1#C1Q8%5\&'<[0E(MAX1K=%0E?3IDIB= \FR^6+F_M/3\$TGN?VDQ6P&7
AD+!)Q@)V1XI!_B9*)\BH#@ZF).":V>%J;%-H%ST'-5'Z(S5F/(A<:X\$6_\YD_#&*P1P=-4'Z6
M_!MP'PNX5=PZ\JCHDVJH,/S647\$HM35%P)S\!NYKQUX%*@C>"U#7"@OBQ-
IWC8>GW4HA5R#G(\JZ=+V_L\;Y\PEGAFH!*UN_,R0'?SKZ6'_M3^&"-
PF/&FD0M1^_'PI++_.\$C9NE8:I5D+W\$B0%*"S@D'<MF-@^J!_D@2K/N.->D_-
G.@LCT)5E^*QGYC\7\Z\$Q)'UWS.4/#/0+-_(E^XX2,1/4=^&+TQ/^;Q#)K-@I\ZS+=9?^,V
MK3\ID2%C!MUE:5/'8&"G:A\2"*-_%Y,%1HHH_AJW45B"ED19,K0#)XLT%C(V
M"CH.XR8CO'SL!,"0TEP\$>Z\B8C\=G,???_9?@I?>[X3J3QM>5,'?A_-'WZ
M<&P7\I7B:V)0N"ZEG14U\>MW>'32G9\!XX-U/80G_M/) _X_L\=J<,A9+OLVEZT6?
\$;F\$Y+;\$_;IO#3V?\$_^*3/\$L@3/M(SZ3YP?IA_MV/'_S\Z\I-R>.9.G#7T7\3N\61=@T""%SSX\I
(E\O5X\UJN\ZR>W;WKPT!B:UN_M(=&2L,OSZ=IS,B40*(4DE\$!*Y,QNC0%=IO*
<:YX+;%*HBT;..5#A7(I^H@I;_MS\$O\1KV,RSFS=BNW",6M^+FX\;TU)AG>?-L_M-
Q03D5Y.W\ELX?'-R\$?0(R'Y\$5YTUE!CWG2V=;2I/9,91P#!P\OHA\^FO.?
K=D\Y:LO&,41^;KHJ<;>:M&G\IT\,##ZB%/S5!Q*S(2_M\DWX#A^J2L\;@O\N\J
M:I%2KV(&U6\,V@/IQM35Q97\$%36F7K_HN\IQ3(-FN\VI7+/8RL'R7#:L9L7=
MG"5;:SKUS4*K\RJJ+=\A*J*1G45\69#4R@+BXHNR=KQ0X^L_Q%Y%^@GJB6+
M6Y CZ%."I,3WO'49+5^F:1HRK(L8%U_V"KFGBX@XI\P+"K,*)1W4X-
3@*C^XPAQH1O\C*9)7=(_\$;VV%PO*_M7HMC RJ:\$NR4493!0P?-N.VA,)Z\FH397/

AFW,)4FSW MI=Q<705"L"7S:H6D85;R6CQ@|K4*OY>Q3*>*@EW3X:L@F%K#J#<1VA|
DBZ MB%(@%H!E|F8X!41\$SBF(2 F1W!F|&1 1\$2&FXNK552JN7HJX^K GV-;!MHKA
M*KDR=9(<^E?DY)#?(!DF2V2U#&KR%*1I>!H_JUDV1,??*G(4I'EN9)E_DR"
M#+)L"|_ \$462IR/)LR7(%VN2+/7*DR4ULG^FC:%90_)X)^JHCWEZ@VJ=VZ"Z
MTZA"K_.3M_9GEI5L-K^U>8EO8IL2+H6A_-O8_GSA^A9><^41FR)_W?G|H|W=#+>QM;
|%' ,@ MET'Z+8GCT'#1|1;WN8TC)/G22|P|/MUL;;VI?|NZO|V_NKK|J= =>/3|H_
M_ ^WV_NE1NH|_K^VY00NN_?/ZZ^ ^WVF^WUX^_?HJEWVXB5C_Q|1>IF_T+M;2
M'^B71F,7X^E\$;|7H=H5-RB=AS6Q5X9.KZ(!?(M^BY="9TYM^V>1+N!5;:)(("
MD/T<|M)PV.SVVK A1H6,R?'%&|_I^LS7L"&D1KNO-X4 7UK?<\$-1+?=#M2S>F
M;J_8DA|C3/UVL4|QYSNF|LXGB6TV+L|EU6T&;Y3ML5S=J7>*M/HMB)) *K,&G M'6JQN-
;E5J2+RN5G:H^+Q;Q3&_R|DX_V>25V*HGN>D)?M*>Y IS"G/QESA
MF(Y)" ^;K|>U7*Y;_DI=[U|K|FLH|@|<"9|<|O|I|=#\$M7@U.#\$S6X>E7MX9^\$
MW*%P('YP.2:FAYYMRWF%CW,0&OX%?)C82YR+-G<=|J|-3>|/T-EG,=#Y13M
M7"&YW+VA0N" _4-?|/|_9SOH|;AZ6K1_0D?5:W9S#(OCH\$?,7W;:'+_EV/0)_M/J
Q^M#>CNC>N?>&E0?C(BRSRC'@>P>G/%|3Q6>+!PH87GD_-Q8=8EI*JJWBRD|<-
M'/A,2E;IF:G4C&Y08F3|#: @VM<|4'W.JNX8D'B6%%K%HR@_MQ29?
(Z153P079Y@%\$!W(A)GVQGI'H/CB>@\$P|_EG,@Y6
M5B,'H.6@KR"?4@GY6PD!^W&J-M28%=@EQ_L&:DF^?F|+A'FZ^7PXV_S
M5|=YOL2=@?T;YRKM> 8UKC87I8K9JQU5V.HHIKL*"LPG'S")>Y#@GD+QL-FL
MW5G.+Z=NS1,9'=B|"Z|_9**)Y42,IF|&|?|G>,'WA)C2F.Z14\$4&8BB
MCJ%05\$L4=3)"\$HQH"YE0/V^@DXMH9/9#D|, ^H!J3+@B(5Z'|T0'?5FO,@
M*U,C7I05(A|+W^'&7A5D27VF69>N,2EN,R5U72H"5@0L)&#_B^68#AX**";D M;-
N%"4K2E;4?)2D <\$\$/0" |I:W#A0! *P)6!)PGA>% HGC8HJ*XO+?HM)1, MW0,_TH|G-
|DF|VC>XN-GO;X,7S|)5+557L0D9KE3(D37%VV#|)#WOMO4LT"D
MIQ^XZ;:M"!>RYC>XM(* M5|;>O9*T-RMXT5S
\$!"1#3|2||*WK6IB<'1|,IA" _Y^AS|IS2: ^W|1VC|8C_M\$T3R5#,#&+D?
7&AO+|8\$;E@L//<';:|G;|-54|)%FHM'Z^0)3EPZ8*1'R"5BZ MR| /X#*\$V._-QR;^&(9,P3T+
_B8==:E#_L9H&32_I2^~O7,-T<# 0_PUK_L MC>F|_N_#?1V_Q=?
FWAD:@6: ^>P1\$D+9M&U|88@IA;:M(A|>M;_|+3VQO_M4WL"H*SW\$|&P==>;";
B^!E>_M66/J+2A^ M|BU<#^"BC>%*> (P-0|1!Q|@(%\$S;:R*KWW%QL>:OH4F5!-0=;&
<|)2VMM-? M@TU|'0 |V8J83OL|+SV4('7(R_H@/XL#TE-F|S_Z)@\$^%L192U/99"|U6MN
MV%MXRE>|,3(X7A#MC;RH7ILNJ;":67BH|@ZR3|_VYA=K%E%H|&TCPU+|U76G
M;Y9MKR?PU?6YH|<;HTZKEQPIHJG@F#)J>JW^C"|2?R73VQ^A'A#-
@S=RK/C52=9PTBAO ?0'K08^4A'T0(M,_EJ&*PC:5J2F,P.#55+V(8&@Q"0%K
M0S5C.A(0.0&3" |C?L/D.3,UG'+N!XPL/8;/%;OPM64_!L*_X_|5VY;..P;B
M>;62C1%V!WY=@\$S3D%M.43P;G9G/|&4KZ30&!4LC8<-@)B6!12SG"UPO&,8C
M(1H*4&U_B|,BP|_? *B6PPP1^)^2+@^#66\$"NP^EXK_ |@ZDQ;:;#27<|: W| MK79_,C
_|G_M#M@K67+M!'PGD;Y, ^<|HPL_MUNXTM9_8H|>@,%B3;?3S8K\$M M!H;ND|/!"P_XE|
|TU^7IF?"S<1_@@=|LMW)GVM4&XRN8%W)|#H(OV/"\$Z"
M!08T>DN0B0|/_|C|KMT|W#_ =W?|Z>W|S= _MXH?WZ^_7WZ_NGV|M'|?K^,_SZ
MVV|W3|_ =WC|1E02#GZTN9E; >|D>"|Z7,QH486-VUCVG-J4--+N;:UEHE'
M*|FU7RDS6/\$QXKQ:GNL@Q)@|%% U8&U#(2|_#_@<&1CFCCZK)*UA=[M('7EB
MAN0??|6+.5UK,O;:20',%%Z"#RTF\$|)*.DPFWM*TO|C>;7PR**LV=H_'_KO% M?#.9!5E*#
7#+))%CC@RE?)_@-J+|H+AS#G3*=U@;J_0?DR*@64"/5|+^@ MW0!W;:"
0\$#6YM'YO|W|+9!R+ADT1N8SF"?/J#?.EF |HVXR!|. % MD3RJK&LBH?
+3%Z0!%80AQH:U:CIP8D&O|*Z)A.TZV|VN-J#0*UW,A2=,E : M%HTDRBB-N?|8AJT6%LG;
6MT|HRO)-|XSPMX!C1D,EM,C:(2E147+'3<+.8# MV|!(4Q-N!PR|7V@WP-
O@5LKH|=X%/H+-|Z|E:E+P;J"C)0S9|9@V14>%EZ#EA?Z%"1W@_M|EP8|".G>UP-
";:|94P5|2E@ "P_M\$3"5W;J7WC\$BU\$ _L'U??UUSM&USM3C>|Z<@:K|_:0Q-LC?
0V&D';:M(E=,6 M|!D7:P4|AKYH\$T*=|EY<5-DO3<48X|D\$40@T|L72"HF2FR
"#X>5BVFA_OT M;:B-J7NRWH|T=#VZEJW|TUS
NH;|YBWQ=NT|@<|:R.1CCZ&C_ \$|3=\$+O/316_MM_<=C_CZ7>X-
#T5@&%Y:#T|>.)CP(%3HP@WU4&7!A(HK)+|YL!-|&KT>2PG_M2*KAJMD:*^IK/3/Y%#
|!"@70)_L4BEU;<%;:70&R(!1ZB_8!)0#N/#(ES\$M^." M?
@64A>O"2&7JXA6|-1_OUA@;:4G,P83%6POGXHHRK>"39I*B%5NLD|JD.6Q_M9.*'M;+
(Z'4%U2(K%*WLQ|-D-.6<"_OFCX0" |C&#*A_2'1/-08#>;CEA;8X_MWN6X@?;.1PQXJ\$#-
|0BL;: #Z|*GT;T;8(#5@@6PZ0,W7A2IW-2@!M\$#3WG|_M-L-?|7K8H)3-
IOLVM68S0AG9RK!B_G:YX3P)Y6G5=.5KAYW4,7T9|?79FOQI M.4!<*WWI-P_I<&;G8D/-

P/.5(JH9T@;#>[!H?IA6DY@,IGA_Z_U3!L^H>*MQ%U*=<|H&E%&73:*JNX9V?QEQ@+&
<3N9\BQ>=4?Q_6P8.R2#Q|QL0L4L9_17 MAV.ACL>VD^YAZK(Y2|20DBNWD1K>B3,%X
28"&H^DX=9%&3Q#DMX'?"&->X M=J;7*|,"69=/NS
|O9C.5|C6_D)BBWNIKU>7=D9N)ELC_Q2MYH;|!@\$YGB-M;|G&OW'^
:YA2&^+|>YTTU4(>="|#6V*MC MWR\$|+:E\$Q(94RBB.F| "X/_|'?8#:
((P#\$))@4XMTB|W'-|XTL2|)^;"PO>3'PL"#T=W M" R_OI0X=*CKD_6V3|0."R>_99X4\$&!|
0*LGR|XCO(A%D3;-W@Q5T^O| B M(" '*_2&8L'0FWW,#\$|>WKY9T^ EBL.*W1B*M-
;Z%G/LN_8R2+|E+4U_|/>Q M|_H589*D-
U/A;1WUK7V+|O7C2;|;"ERS\$HJG|>FC,8|)5IOYGO/L8^Q?4" M4 &VECYMU:3PLZ|_2
J>26@?;J*CA>W* AFG\$K*=_ OL3)(WC6@_18J*1?A M24<2:M.4Q9_? \$T*8%;*2K*&
9N*")'2RE7N3VMOL)N!UE"W'=-+H_3Y3R5_ M(J,#CJ#K LPL)SJ*F8\$"X&X>ON
FD=G,FIB3=^;0>=|@S_";ZZ'4F|S@+E!# M;ON:36LUM\$M#Y|WY:EIV)
GQ^3;V%|6908Q'0NT0HDDQ<'5OH9U_3-@Q|8 M4|Y_@.T-9S6ZE0(U1YTSR#^|(SZ L-
)K'D|@@_7+P4#;!70V+0OJ&KB+@_0 MTW.0L#B-"|XM;_GL.E'G3X JU!
(-88^"DDTYJ)|@0ABN=&#(JZW"HWN'B1@Z MPJ7S9K'@+EB1:'AY6(1&A;
IR7N%80&8&, #>3%6O@?+W#>U FUTC#@*|#% M:O%C80+FE\$8K^73*L VA7X3,%|;
|CH_V%1T+K07 CO\$PA%|J-<*E2MK"M83DO\$*K 'R%U#(Z+:%;DS+H3K?+!8|L\$'W
M6QX5T,8BR1XJ5&N:N8BV!B0S/|:9":AIKX@OY(2>^VJ% C S!8MOTBA?S%5UZ
M^'0/G7|T?7U*0; 4L)A6&#T*';>+:JD|Z'H)Y|=:%H!>!/QC%D5AQP,ST+)W MF!?
V|<6U<|??27/ SNE|Y6S M;_LN"<&E!>|+#"2DD3YSOT(FS#P.'TCSN7F1_'Y&/3ZA-6&N?
3IOE!W1 W!F M(" &D0|3'0\$WT"3G%LT'YH|86R D?J+^D>D""/@8 AA:&* H;0=8@^*_
AI# MF"|<^GHDCY6 ITP0S^9CQA?>0XE|C@LSL;S)N@;=9LJ?B(|_@7#0G!98X=ZL4V-
MOXF\$ZV4"1=&%@+V\$RY|7O"FO7ZG*J_5&=YVY8_#>-F'*)*HD+\$Z|.*AJ6NP*
M.A&^TJ<_S&|HHWF^P\$%CU.8XWXL'>*8\$|_0;Q1!&D:RR&|)A!Q(V0S)128,! M>+!"
<:T|=#LS1@*&#/?@3(!Y6U0CV3/(-B-XBH>>* _XNQD|BL62P| M;!U!HFVX:M?
Y)J%41PL;7;1.4 DE*EQ;_9W0IBMCPDT;_ ">8U#2XK9G32K MP6'V%% CRR|
I2#,7Z"W^|8S\$^'HOD:)=)FX0_X5>;69484;#RIZ-'5.BK1\$: M;ROCCN\$1PU(|H2WS5@ZD-
4;_(:G>C%3#_U(N|AP\$%/UBGO3?.FCRD/UH*9V
M^|V\$XUX_|9"+_|+H'#>R4WPCIE#WT@8TR9(6#^_F>P|_
MPZ>N#%+N(W'X,QL4|O:4Q,1@)Q;)M;_#|'9V|:|XDL8=-\$4#Q'JW(FWJ=P?#
M7T(7W;=PU_K0;13@Q/QXL.VGHCOAN^2|>+7*7+V(C^_Q^_K|U'Q9;D0FU\$&
M)J(1E|2_2@LYY|MUU;!'?P|8(XG.\$6BJ;?HA5;+PQ:&_00F<^.?D|X->T^CTN#^U
MFFWN|VF/:K>;G9ZQ|U\$91=.D* P|S-4(|G_ID55F15Q);OSFFU-\$KO28*D:S
M&_L7/=NW;/_IJ?;<|+M|:XK 9RFF|L(0=')UZVT1N'YUZ> 1H:JDUMF?F)9 MW
_.%|OS@VO'L=#_8WKO/(L(\$PG+EWK>@V9%%|'L&\$OHI0H#G3NE&E:"%0_X
M1YH_GH%X S;|"K9E/WKQUY"@*@;J?@Y0YYJK0GL.M#|AM%L&V+N-D3#NKAAX
M'.L#Q< /H+&XF.*3@>E>8V0DXT|5_RZ/Z:'BWT=5SV>96,>*T:4KVRG^O;WQ
M3R_\$(S0,57%Q8<#^O"37N*1?-#H|N(E9|0'P+P+5DU6S#L'H#\$,9D|S795V
M/7P@)T@_IA|BRLG1E=7\$|6;Z<;R+19\$<"2J|4#Y6=DC|99">
MG5*D;%=G5;;KV#DMO(66+Y1C5WZ,4?1|^"OQ?4(>6+JL|_R5 !M)%@P;ZLD2
M7?!=|@!XGY>SDBR<&6>^>B|IGA;WGE9% MTHCB\$1,VW8E5ND941^_
"6|@87&7+&UA M,QF"A37XH+-6);"% L,NO11F+2!7ANO",JD!B.BT;=>@33*/&1|-LPN'E5
ME6 W#EO90/P>/9|^P@9|V05>=#V+ %) >O\$E^>|T:ZPUTLL!/2X)&X5(^YO#0
M0B(>6./;)1OC-*MB#;5,L M-&SJTF#?*-YK(|87(\$+CI<.BMK' 7EJ(:U5--
BR4CN*Z;4)DLAY&)(%S* M2H1>_|-8U7RV/4^H7' 8DY'@?
O+3^2.F*9\$P+SJL0JWYJ"9N!'=MYJKQ-|/_MA=5JG18+2(Y'YK!M.'JLC=X;%HVUP3S|_D!
(K\$VGW>P;NIBPG2&,BG|+VJ/2 MO^>^*BB7"075\$Q!)E|"F4TRG-C|_YM\$%
(46ULEF12G5BDG)/%@+X"D|H_F^6<M>T=(T%65T+U23T^*OU>_^:S E?
W;EY|'DPL#C=|_5Q*@|5UEW_'O2W=VN?1H
M01<2|(>U_8^MZ93FYQHZE|TIGG92U%D^G7S'O.F>#YNX"U|\$=_R;/O=9UT. M.
(Y>000682^9CU79+N|^*^K6%?D8Z9&'HIP#Z1K+S2\$5:TTNM+?)W^R8LC|;D
M6"QKNXS:6"51'BV NR72=RQ%>3VQCIRNV.1KQ
+B?|5&|T=3#+9X0B|!%0!'2.1)2(64B#R\$-@)!\$10D>_";BYKZ">|>YG A5-2KH M-
5BW>BR@;_0*-PG:0%|DW0>;<2CV-+25AYC6^&EK\$#9B1=L4|CA
ME%%7%NI!0WCWXIA**U5:Z:F\$#HJU8%-@3M4UV?1114**A&20PSP2PL|4P|J8
M=%MAZ>TN#203J>0=X?X#G*A?..!QC=Z/C(D<%|;W&>HZ
5QC|WPAI+@OEZJGXKBV\$L#Z&=?;FB,KED741^|1ZQJ7Y08 M9=@=|)I16*90/42Y
*3(2J;#D('CU1B5 M5E#J\$AER4LFM(D.RU1>CG7V)'CDP&2=@=, \$*EUA5!|37X&E

MG"C:#19#(K"<@/W,8DIF\0,3"2)*5,\$Y57!.O)CB\1OT2PO.,#AV)3E%EHHL M92'+?
10"EEB\I/F/IT%*9"CRNRCG&RUP5+#H'BW;C^D%*62>CGRSC900YI>|D
M+;,\$99MA4H(M|L.>:JM:3;0S'=9YFED((58F3",.JN-JSN=KIS3
M'JW3NOUFNRVJ<%)G(*QPD CX05\UI=PFFW(.-(->#89EJ3M%. P&2="FZWU5B
M"TG5K1"1*L)4SR),^0K\$(!|7>0KJ@.2 2FB1&&M4J'@*Z* QJD!TM:.(=13M"
M:6<@@G:&C=% '2G*L/4;@?|4|%Z).\$A4"10U5|JNYRX,YE|A1>U9GJH^AY9#
M9R!M:BI3|@^HC<.0(VBZK<:H+4002D4"B@3V5:M*D\$!;7/264JBR- T.G4K\$ M#S38|
(/\$:*E(D|(R)-JBVO|+XOB\$1S0ZR U)8DP43\$|9W/I"/,3,|Z."%
M(BEOL?)XG42R8&>E.+M(175U#> 1N02^+D4UBFJ.(6CS4DT7J\$9P>(_R\$.^U MZ?
|T/8M&QI24MR5RY<^3DHTA%A MW>8BG;Z(0N ')YUS,'BOP9(QOMP2>F_Z+-
:/=MHS4X5C""=;<_XM*_6L%| MSG|AVVDGTZ6' X>62?Z0%SG;T-Q((?|DAS
M2ZU3%4H^?D=KIA@.10%-5OK.2J|"/3<1.V39 M?#/?D:'X'*6XUQ*1:2-/('Y"?
%T17R@W9A?BVXW1H'3S&|D"BZHNS&;Y.D;L MBK#+&Z1=;2+8(Q S)(4'9U?
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<<@ \$N^LT#"|U:F/8NC<(0D0@ECPZMD+(/|R%E"|HGH(Y1Q;|Q6
M5)H| #DRXD'KWU4/*KQ EJ*+J2GBPO-1C!=8)RCJ!|A212= M:@B^G+U7E5|)\$@)S(6TZW-
P-I(|J:F?*NR80B 5PU-XJ&(GHSB/2X|:ZNC)_# M@LC4G.)|)\$XML"|?
T)M|#+9:N+Z%UUS1\$# 'KE80Q5N\$6Q6X,(|1:ZUO,L>=:
MRR#|ED1T3(BTT= 'WL_K|C3;P7=IMQTI|VLX8;@XQ_N_+JM?|PGPF EV./F'|>
MFC,8|)5IOYGO/NY>/#0;K6VT=2^WEX_WCYJ M'V|D=65;US1F.:M\$IX+!A3EEC,0;=3-
!;S/VQV^|)* M9.MZ7X4|9H4|GH,;A|3DG(Z|YL9+#WXWY2V=?UNHD%=
MH7=SO==9|S0JV!00G)-%?&Y>GC9^W_"!93C1F-.,762,"CJM"PU=(|O>M6KU
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6#3" _13R>*W/0;XQHL);^BR2X.@?MD_6>9D%UBW 350B&"L\$XEJ#A
M,8)!8V24%RXJYJ+&E'6N9)4E?'GD-&R,J*L6Q5C408)R!2OM+OY8AG0*IBL
MZ+,R9PXC97YWH@O+,KW|,8%+KVGK'PZ-#%L@.?Y<_|76<,8J6|C18K*U>EM@
+"|A5FT|6;JN.79? M"389P!;?VM^*X\$KO9)06_=WQR 2WE+T_ZV|"80,+:!51N#3Z:-
M0WY|(21(UQ|GOY(IUQPV, C#KLJ^RS&O:%!MNQ(-ADFMCO%YAI/;<<:|Z<
M;^&#P"&31LO |UQ ^V=|#"?.?PV@6_3EOJ3+A6Q&"SP80 @ |.:MO9D>>7&QKP9_HMI
M>3.+V, +|0:XPLSU',ML:D^Q5|"V\$|B/*="*.R%D2A>W&+;,%|H+7SR%|^=
MA+P'V;PS71)<4#K|_*2?X98PC|9GD,;J>(0?6+;M-F2ZP<^FQ);H!<35DN; MF)
|WCK^_FO:2|/ &GC#K4.(^OT2X|K3?AG@2?7/?/?^);>:/|PB#TC-E3|'= M!%I9VB'K,@70"
(|^VIGR)O"K:3E?7=^'B?#&CR6SD^Y"|1GNNM#>7JS)"R#0 M1U2YSP|0 AW^|S-
TSY8P%GFY",PW@5Q?,*V,F3, _R'F';S0A?AOV%D'C&K8 MXF=D!VQSUY"W?,VE7K
M++O4V7 8:S" T6>L>|-@XNZ"MK;1 A>6)R A'MB0<8ZIV|INS,#OW?V7:%(3
M^T&DAFH?9=^*0-|^8&_*SLY9SM| 5H!H74&D%4T55+568Q2|N4F0Y%WW
M74.DWX7CR|7T.)YV6L5##2!CN5. _BI+C- -=T|M4:.BEA<8"9#HEQ0# =W|Q
M<8&_W|C>PJ4EL7\$EZ-5B982)M# AE/UI4WQ1MM30Q4L-6#^,(FSQY<8%\$OPX
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M?ST^/=S|US|>OGZ^_?|X'|KM _?|W=/_)ET^0WDU^:/GLY|J5ZTLMEGZ|6:
M@H+D@^UD@|)\$SY5U>|)%IU21CN MUR3AK*,>.=^|ZS5NC<\$_.TF30RKZ5T7;AN48 @|
(D!VMO)+V\$M*-Z;|A |1QW40#QL@ Z:0B@!6|G3F!#0Y"8&T,=P2=6Q&8(K S)|#A
M80BLC036.WAEPR/%CLCO5'EPM|8FAD\$GC5>,I?|VIL_9@?VK@A)='#-^I6
MDN|:Y\$K|BCV6+|HH@OWS":PZXNRD/=;P|%NZ9-
|0)B%X'+96H#8"@DLCR"0Z%=CXI"9 MQ?Y6&(L)={HB5,#30Q)"?@VY2-
#7^*B(OUIA1D"DD5!#L*W.B<|3R_:A6.1A M=SOR\$#, _X*_L*"=>N&':: (R,5C*^_J-
4+C7ELU;4=(,1|WH983QYJ.A;F.D MJ_) *BH|J1\$<%I5)?K%3"3#;,:8^22HJ;ZD|
|814*D=, _<;H:R1S?>0B)D'E MRA@9#"6G@P>.^WO3|3TF,|'8=
MP7RBJ_H>^'9UT_F#RZ9897;@DJ4|7.1#01,J|"(<1-J!KE>ZKI, D(YBZ M6<6O!(-
);PEHJ:"@)".4,HIM"\$=2NS'JR5+04| 1035T158QB"9|A_N%^=F>
M.T|&5/#/6|3TLO;5VR9# =|PDJFV2P9(+.8)Z;NC1=,"2OV-4EK>3 U"?+JR5 M@^JJ)*?
9Dj%F"H8>|V(=;MV)PDX"!2RI6%I2XTPQAPV,"QLDK2/%?NJ

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WPFU3F/4*VWT'@%J&5JE+8.DR#IR#S'J^K5&#=# @J%>MQ@|;HD^?
U7.:!5!VG83S:MDPA: M9Q5M>H+,I#.)D>D:QXW8|@SD"851X5:"Y7O>(B#"035LC
1DDBHAR<6:,LI@
MB\$:1(2(M24%)1M:4R6MY",=4NUS\$B0KZK&9JTIF\$WF1ICR=+33+\$I2:IH"19
M.3I'V3QR4+_1X?:U5|&\$T@&KI-9YJJP1P^!9-8I[R0FRDOKHL;&%AS-EZFO* M%=1:#
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+@,>EU\$:.NF0R>4|K&?B48F|HV2(P-E%2Y".ID:NA)G>&)4N6*2@)CG4 MCG^|O1-
S9BNHW1,'G ++B!DT)5=3A6WDI:..?&%^3-&,JE8<:SSPY:1MR!K3FAA M_LSPD/T;9?
%J5N/D677V.1A3|N6E'-&AQ5W,I"F3|:!"@^0\$E(AZ=GL!:M@8 M"2@ H/
DE2W2RTCF%XVB'E;1J)JL5<%2,2U11"#67J|J^K|5C5:L/3L M!&7>/U5>P#PE#^Y9N-
H7,*Y9"3^K&J*"AU;#_W>F8/[9>'Z%H+|RB.PI#"^ M7|&NNS0N[?Q8OH\$'P#4W/ZH?=
_E@A*.(0G?Q: ^| \$CL4\$^CW1=EE@?%2%V M:&7^V/#JE).
<"E=2LJ^\$4G|R|H7|D_K)HV"%OJH/LISJ_N%1UFV..D-199V5
MZUBU4#J%8|AT5'BOQZM0HCQTTB'E^{|?-,3T5:OMZL"F(,IX=E-@|N@9)<.
M!149H9)4Y,HC92@'4E17)-45Z7A.0C'1U/U68Z2W2I?V4(U#) ?;"<|J=|*N
M+::7N@*/K<|)XM)OI<#W8E_-,;X"/B?AU|FK+ MF1(GN+H|1\$1|MZEGH4-
/CQK7FX,J/&#A+H/<@UY8S';S:&|JW?G3.SE%-X1 MO! -)D-@L)H|"T_
)N|X,\$;:1IMHG3/Y9^,,>3,9J)@/=<>| PV7),,;ST MX9V^K|\$6\$S^P@J5'FMHC(=J|&Q!-
QZX2&@X"GV7:0"^\!:=E^,S5|82<^>G7\$
MARXO/CPR<9|=,BG\$!|:EX9| ^"0*;4\$A,7F!WR&,"BN4\$KH8GJL3T"BZS|Y- MB?
|QCHQ6"C2V3E49,|Q?SF%Z\$ _89N;#E+"D|&7:0A5HPH>%T/-:' <'4&!KC MX:0|'K2&_5:
|/QD8!OF_-G8RRT+<(&1CN_OTU\$4W3|W6KM7E/I^|82;,F@ M|K;LN0W7_!OO'F%OR!-
<^|D&^1,3-,FR6-R?0ZB+|\$9Q\$02PMX6N M 9KW MMT_!|?7W^|O|7Q^U;|??
M<=_7'^_U3| MR'1IDX?9?|/U@3\$#,9G/!.X?\$^|A1N?|Z'
X2ROHHP0G6#E1K#M!%86=M<^_0J^N.7J>4Q;|| MRG+H^M";?MG<+TZZ%A4&|.=?
WJQ|'(U'#;|K3XZ3|(3@O#%|-=V\$|;|Y^3W MW4&SKQOE?
Y|MU/L2=4;U.Y%SSCJV7F,F+R,8ZY-
M0*P1|SA6R3#7R0_OH.=|HY>@:_V4|ALJU(|%:B'M9I MV&S(R!H%9=3-|@,'|HR8'36FM8
BU/H MQH6XC+7" C=QJC/J7U|4""<@^7| MF;ES5;N#8QK>X:(G=,GB:F2/F=Z#UL%-|V;-
|D#407)CV6.B|_K/W05#4K7 M3U|X/O>|F>DB|K@)GIPT,D%A^W|GZ5E))K)
|'FD9V^OW5^SH23H9C\$5_B1 M3);>%5C\$O_U! X"F6&H,\$P=!7<=W/\$(^H+@Q#
:_^^P,M0%4X\$/&Q?"| KFDU|6"UA,TH.Z)/_C"Y M3ZM@M56HZ8)X+,.Z-:@B?
8T%JO\$O@_U<1;:|/.)MAJV;,5X7!;S&*|U:WV*.8?=A,JFW)*9PDT9T;Y# MJ0'7;:
<=>R^|H:UUC?U;(,;7T%6N=|)I=CCYA_7IHSF.*5;:_^9|S|2
M01SD@.>M#=#M>Z_05K598<;|H6/%GRY_8KK_TR,,,^2-Q?(KV|X22SHWK!W|"
MF>MSPG&'.B?X>*@G@X|?GQYN_NORT_7C|6?MYN&W;|?WC|= /=P_WVK>OU_>/
M^X4?L_?P7|J7(BSX#AB4^TIH?*>TML7-(6|)-TWO_-JWP9ZN_^+SPRE,-U(
M>W4#%KEK+A8>W\$OO@*VE@;G((D&"|I3|Z:U65Z.I2MJ=@ZP C:YO-LSR |Z# M?
WUL:D_AG|A%YU;@QT> KWGV3"?07DW/^!COTUQ*8"|T+H..ZQ,R':VK M%F%(,H;^I?
8%TU\$,(8IKQAZUW0,<(N!|%#+O#M5_)C10RF!ER U)|1SXNN
MH6H"?L^X.Q!.K/W4=\$8,R\$W1L8&\$YNHZ?/7"Y?38EDT9D"786|^L;+>3("'
M^W%FKS S^_F&B6|P/V8'BP/UJTLMJ;9=OX:T%E1^|E-\$)?\$V6<;&/'+)>
MDX4ELPPZO?|H&M&#C;,"T)"A:%KIPFZN" M4>2L.%DL/1""|#:GVL?5Q;ARICY%|5-V"\$)
|PZU;#7>-SN5B11"P8;"9|GO1 M=6|G5*|KO>RY%MO(O|A,C809"S?)MP\$@@2*ZQ'?
%%2,%L Y@ F8-JS.E-@6 MNM90\$6+
-4.R9=>3'PN+|AIXH4X%=&F3Z07NYXQ85+GRPKRA*6=4Q-8S81/M?E|3R|46:>S:
|4KLX:MIV;AR7USO5|0?=RNO!GM>NO'(W 39@"D?X;IW5:P M-
Q.2<)|.F|OYPG;?"1A(WJLU(2DK88-H#|VD|RQ3#(#*"LY3A8 G_GL5S,:.) M3QK6T ^H(
B3)ZDLL))UW+W5BF0P-8 X2 B"9+/.H0/.93E3K|@/'|,\$=M_D M3;_!|;C98BIRH0R;85;?|'_:
(V^DUQX*2V:I^:|T7678J P;E6%SEADV*)AI M+K?G3I<3L()|!0/%F-=?4<|ZMSY1?
Q|UF:OL|GEMTR0,=Q>0B*%(M29%2DI0&PDAIH\$A)D=(YD|)0&"D-&Z.#1W<=
(<"K8M6N^1AX)+:-!P'H:#&G M<|NQ_, S6;X6ZX_G|Q6J7MV>1\$6HH|H);DG4<"K,0-
+|3BK(TCV.CGB@J0-M(%&-
|.H(\$KV_UR\$)%R5Z8V043.&K36>S4^SS=^(3TYN|4"\$Z):_ \$=A>L:|!>
MSI3)|*HYZ/NBS+-VJP.8EZ2Q|H&K2M0=(Z*|8>T6|Q1?8:3Z&-|B0K1>X.D M*P|C.0?|H-D-
3'OSH)XK-;/F?+8^J<+SKP_9BR/Z7F-4OI9:T9V0NTV#HJ0S MHB1Q>CB>.
(IR8RE*D@I0B|)R4)*H4Y)V:P#6BB@OSBF/2;+H1Y@%22>|JEQU M'OZLM&#:PQ1?

J!O!*S;Y^O"^-#T15ZSfD_GG\$!-:E"\$< 7++CB.YO'+8&+4/ MT#_YM 5NA(9F*
(*K(<%EJ.V'(f@VEG#B4(CA%<'(17(9V?T""HX75I2>X M6A2fN#')%PJ(18K*, '3I8?
Q410)8"PG\$C,ZZ)\$OYC>PGGV;I;/(#^)-+'^5
M@VS:JD9ZVH*E,FIFK!8KS:7fFT" MZYOG3@B9^@@@VFG3^P\$9W&PV."S<=N\8G
MX'91;&09XFF_D76X9C'=AT*#RR#E_09G-\$:=Y!\$CS:M?D E&U=GO+.,J2IVF MZ=A^E"";
(X&1j8;TB.D007=V\>83,<_;(XNE-WG!=I-1CCX"\$,L(W+Q/GN\$
M.!I,|=DSYYB2f,YF/F%YPMA<JJ?.ROA@0GfH&6(6026D(M_3-KA BS>H;Q(Y7C KR:=EC-
@L9\$3B98AXBR@&ASTNLEK"HL),LFA,\$AROY86LZB1>67_N\$%;
<(*4;>P:>V!/0(RQ,N4P+PfoZ+ ML#SW<"5I4KM_Yf#;
fW26#/K!YE>_HMXfHHQM6*,J=L8.6Z2;f;A'&*79;>O M!=J6)C25?46+VJSSW?GSBS/8?
T;D=PV<<:PX&O2/fEj@3f>;M#44(IC.Y N&-
M\$CNF*/3!:FOVMD4GD^M5!,1.\$I.KZ&0>M"2*QYX6+7CTWC0RT,*\6SE8;)4X M953?
_S)J7\+.,?USG\$O.Y+NI=|* MPY/.3Jf|=;&^LVT%|Z>4XO43U\$F7%ZNUFLR\T.-.+
fX<%T5!T:f|<f7IW\U@_M?5QVfH68RKN\$G//H MX%Q9F63^7#LPUVXSV?*51R!U5G+29
Z:T12LOPMf2DfYS>_P,;?A?N>3BVf MOJC#TVB4&GPF')8'E9U*<+fQ:C6'U=.!N1/=f0\$/0)
TDf64SDTfJO:6(Df; M2F?fAW8?Yf<
PRP)H#9X'QXFS09W6BD,^ ^STX<f6fHERIMfHf19*UUI5N4SLU M.)f11N?3B-
M9(+)"Af*#3XI5_P9H8).8&'Z;U?&&7;RVX1U5GRG1<6%4H=.
MI^_fFf|>fQ>K5!LNHf|>;?X&X*@TfJNZM,Q\$3KZ HEHVR&8&%R 68%;&8:6Kf&
M,K%>?UfL^,U#f|*T2\$+6%&0_LG;#;*,DE&3VPfP9HO;&OS9YfUMEB.;6MBOVN!
M9V(WO.CM8>X#MSVN%K9LW4B,N(@/DO.V<(f;#TQf|_fJ_f|,RD>5-LFBF.C8Vf MxfFNb 5
Q@%^-:VN_-1WA&E&2'636@M2T7N#':8KT<;:f)EK#fD38CH//75T?f8VNVJM?A+f-M?%
f#f|P+6%_" M7?fBG=5S\$D9&fW/U%/Y35_-Z_fWKf2W4OOXf0 ?ZK7V6fD)Gf|fE;MVH>;*fON
M(V^Q=K1K3^D6WfD(f,R5ZA=7%N*fI?M>8\$0WfBVfKU/%'K914G&*#-M,.60+
M8&%VL_=L>SF'*=!.MK03;;7:S!K=YD_OEB97N8ZN:E!Y!Z4;JO?MfAW&fF14#
M7Z#BEK4LIWf| ^N\$.-SUW" LZ?^QfJ9?F69^6=H4L2VH3TfZCBfOWP#75: ^A=J
MOW01SW3fXDOTf;)#Z"?4 =HfJ.!?OY:QfR=G(OT_(S%/0*V3'>P+fI;C6Q/Z MB?
HC3GI&fG6R4fB\$'B+#+?1GX 7=V@_"JBS8X)X5E>JT6(6CC!;2';TG2fH(
MfJU"UL)22()O5F<2=(1;^+#+>P?O0G1>O"N(LfY=3-f|@,Af|fRIW5B2G;_,3(N
M6GUfG5%4-3f)D*fJf^6V7 /M&f\$LfNXfT=4.:3?BfF6fM1f>W9f;H#%JfV=1 M:%-
(UGR=:B@,A.7\$9^)Pf3_&5\$?,2f5S)*9VAK&N6HK
MA;W8fLIPH#8#K_*C@>UfDV>2LO'f|<^@HfJBNKX*:Z5N+"E8J3fFCACM
MQH@ZR_5?).E@NR>f%-9MU/Wf| ^fAS&'-
+ZHD5)+KB;83B*fJR@"LLN;K8%2f94DC9;>=@-U7A--M0fHfE
MO\$8MV4^S#;QW)%CfUfJ.G9fJH" T)+U9-KH@ZSOBB(S_M"8A)D(BLVBES,H! ?RE-f8f|
8Y2E^K+BfJXfJfKfD)8MF4Z,L6=U3Q+^fF6\$K1)DE
M,% "2SBfA:fICNP=/:f2f|f\$f_fI(fWK*54?;5X>RK4*O#Q+ fH:MN" ^VK%J<#
MZWY.GMf;5SO<+Z6fD!76!'A3K"BMGTUZ*/VDL>R7WM23%'VA@2F%Q9:L5V*_L^)*@f1M
D M^2 DX&^41!LUV6#"?Y)@S0QBA?0<3f4T;6-Lf|M?>R8.<"W;?J>N,,T%fJ;M MM
#TOC@fT7_ ^B3(RBfWfI=P/4Y5f2AP\$0W^ (YKB:#?/W:TCW*W#CSB
M9(OP)f1K88ALVHOF;YQU8\$)A; 6\$|f#+Q'UV*, ^3&Lf15EJR\$_) *P'H@PF%
M,+U\$R&)fLMGfXU/?F5;@!H/C+Bf73/<LS(?&&fHP0>34 %M+!N\$TP'7AG M\$K.R?
7"+%R&2 AY #..@FM'2ME!ZfEAI8<8M/2EX 17V M^66-:\$H-M"AA.#JL-HC;
f|<+>X.# ^6Lf+HZ\$Lf6GHNE!#6@YETKLXXG:3->7Z99K&fA1>.EZ'-M#(-
>>W&2>f!&*R2'WTG,EOGf3+Q;fCPAQY7K>D"L24S14KJ-2D8/9&>,TB<
MMLBGY_12f9PX%|@4K%0"TH@!QG;"Q;>A!7R"UPQ^#fS@'T M+&E6Y0,2Vf-
H=* &3Y)fTBAL>DfJfH, YO= /PG",%)ZQ79Lf+8OC#fRBONf|=(' MG0AS3Lf8<fQS "5Y"9?
DE%=V;Q!7*OLB'M/>QP1:QBf;A9RZC_fJZ'STfJ
MG4&3DTN804+IRZ%7>#EHf|\$6GR0';_DZ0NKK2YP4+L+OJO:ZfJfV.K^V>KQF
M.&7fVN>H-C8R?XV5Q\$ZOKGXV*<5fI#fI(3%,D^CfAW?6 <*/0f4SE:6?f12'PR
MZKVf538,425Yc-PO.O*(GNM&&,PT3,YR?3_Q\$47*.6N_fE+L9Z#A#M4_:B"Yc|7P/4:(Z-
5D#P.(ZIREH;J\$V#R.Q6/R&f|%)
M^(RPfD2G8%7LHY>XKF"Y6.8W5f5B966XF^<;7(;+Lf;Sf3H(T5(U9Z7f7+;;f|
M";WfV#;M3%\$ZP_LXf2fJfQ+;#>@HMU58@KQ*!7.f|&+1Pf;C1"9\$QCT4H=KC-?
MC15+W8Nf#NB)G%EO,,#S:W:)>=C+(- Mf90?L P0)/7QGx\$;O_->^@/5MCFPIWZ
91Lf,49fZ,ZO;P\$|X HC0N&fG0K0P M-J)BL?G)7*-%;\$YA:/2)TXRT
Z<9#;HG3M<9&+PTHW_,UfE2'V%<*<Lf9TD' MMD%0(8P-
O=G'J+>%Zf-4@2L*#.N5A,%N(9^/W1B28&MfJBSD&'6(9f-^2"\$(*

MJ75\$0WI2:3[MMF,3>7<[C";V[XNWMHF>R>78(^:?ES33^JTW\QW"YEUG(A!
MR|H: ^K15DX)%WS||W6KM?E-!?'JX^: +3|>/MY^UFX??OMW>/UX_W3W<:J^ ^
M7M|_:A|N&-#(I"-OL;:0&)%N:ZB#'EX%1G^) *R>1\$E8 QJ&D(R@MIS|TJ\X M4I
RNI)Y5_"YLZ|2H@GZ7*O!EC|ABO 3I-5I-SPKMWSDB_ MPLN!1WI&N\GI/5(F9^1 U
5S1OH=_D_|H&>T=Z=G%,D9\$3@)).V9(<|K0&>&+;+UAI WC1+Q^Z8 TESPB|JF.JBPN;j:
[#PI<|A#988=|M|/.#)YJ!@H5* MV5\$I.|+ (%C\$I.|, ^MRCFZ5-VE!%2#S\$@?
Z+1D&86)JL@UL*#+94&R?Q|P2YA9?,HF^<8PJY7^4.:O=42TC!;:A-(KGGKW(TL\$T(
MF1\$/LR?*2T\$E|)+"/DAT^#G<18Z|TUOMQJBPN#NR5%-VEUQ3J* HBDB@S!D0
M|L,>RY8+?;,\$E73TSQW9|?DZ0P,18UWM#=#,&9+&Y"A>OR"6T7+E+,>74S>X M#(?
&!5X'JSBV+F"3^"D(TL37"7XI,%>UU>,NQ68RP05=F2"6_J-MI/HV^D_M)9)|>B?
*Y2B5D: ^WNC0CO|GBI'&42&PY4,?Y0R|&C^6T<#QLZYR6|89\$GUG'
MO%B62YCD4AWW^W9)PZ+TV&^,N@, ^9|JP)]*;H&V:'7LD@G9W)X)*T^9*,Z\$+ M-
WF*4;B7649798DF/.1.>)|>9H.JS+F_ @L.A9I@E?DR8C3?H^UWKP(2T|,
MK(6%0XT2NL(.|E&73UH; (=;@\$Q6J2.WR+C1KAEF=KY:|I.UWC=@LFWC|OB|K
ML'|#!=Z|@+0*AK |5: ?V4/#S/1U086HS>A&.0S8.'?UJ*8F,Z42?B+_:M*L
MM3/M.453'\$LK\$I/?+9@Z0+7JUP=EO@DIM\$D5H R'0<;SX8P |!M(H)2K@__ M3L/B*
L)AM\$3-|/?%YX+3YQ3Y\$|@RA2)B*'5:VT: *N9V@ (KA<=#.X@.+(!
M>20P82HP4GS&#\$N36*R\1R(D?9-H6PAS'JDUV|
M2M%GM4I@!G\$1R*EHT|1NL0\$HY|GPM# GTV?<@):HB:U:*EMU0HU|B|..-|H)
MW=U_V3#-|;TWJ%AY/CSL.^Y<,B\$?G0SF>E,8%\$!%: +<;(X!7BGZ0EI0*4)F| M3CCQF60;
|EO4G:A19),(\$>8*7JM|PP(OE>M4G*I.OA9H59N@J(HY3"G*BML< M;:=U.|TOK@<|
(:KTL.)K8>Q^836QC:Z3(5|Y!-/C,|6XB16K.*XT_Z^&LSG M:"S%EP"->/X*..9CQOG-
J38X%K!6?(9@F^LI4V1CCCCHBPFL,%F6(|D48Y8Z MI/U^!NF0W|YU'|QO698K/?
#!61F9W(7IL@H2@V2%F'T+:HB8U!K5^|ZKQOP(MO,HW^SL01\$PM/>XR|HS
L|T,FT..)I_J#D@O_HD|8F_V,3=*@^6V#KM"Y8AJYC#Z|N|0DNNZG+X1 L-Y^EXK
I@ZDQ M:#27<|: W|K79_C_|G| = T9U9I=-= &S=V%IA(57:@A?N> MD>NG2G| M=,L|J
P)U3VS77WJF+\$ M:67@V/3D@D+Z0= <5X4J|6Q9D/CIPF@?
++HT"Z,*D!>:0X(+:F53HR|N.@\$= M#'0DY+5:IT5Y4:5JTW2'37U0|JHT4@Y*W|VON58%
<|(-7N1B1/7LZ=|/_U8JX?2:U1TV5OY%SY2K!G-+''72B++ 860.<--WR>!GS_
MD*U(B7@WZ5:L0%AMH,P^UA|K0"6Z32WJV0=DV!QCM2 MTG6@U?))@\$4VYZ QZ9M,
(U|NB*K|R.KE#-?8635P5@B15:*K,Z+K(8')BL, MT2O?
B>G09%58UYW1_U1*UWWREGZ@,2|I=#QX=FT'/^C9KNP?3|UK^Q5=86S
M%A7)W4C/C, ^OUT4>RE|A,: "2CXX=ZLEYI-\$%XVM\$I52^-@|F"C9>EWAIL!G M
H^,F+3||*#G: H>|L.CE)CU8?CPU_XPP2(8I06K(*P^PE1F, MK8DV)@Z960%MW1*MN-
-!|9K=*/BM)M"#>FRT^0<66!S-'Q 8Z25*5J0W+X: MTFR&PA,F^^0Z2>&@F^VZ0
ZOH7@"+_%QC9:FDY+(M0+3E^B 2.Y:U5 M3X/XT-YN3W@>7H-2.D2*WA_"Y6;I>
<290#^MP1)9!)-(#*YY,G|P;:P-UD#I M=LK*WT-9!'5BG://S"%Q"@BPT%'6&)O0 MQ-
70N4|((D*EY|JV2#| ^6U9\$^Q=86981_!L)7MOIAD>N8S1&21%4>/T9#
|P|P0+*4T"5LD"C|G|*KJY|3)N|NHJO@(U@0T@X#D55\DU M9#JH4H;1\$0_%
<^*C#>P|F52O|%%|)?&3(>QX^XC4L9M8/KW|_%<+F|TQHB6
M@I)_D00YV!'XYD!%O?P83LN;0+B%*<5/P97IO7> O41%A64W:_1LG+:.NX) M-
QK\$Z"B#J1IX\$2A?||*E \$|UA/%4!2@9&5"&1"!|@+IRY#>DR."H(@R,D:3# MJRI7JV2F_H"
(.OUG^A-BVZ1!WZ<8=8#%V0HT3 |HS(OZ)(4I'D
M@97VW"39;35&@|+UOA1)*D4)+F|C%A^DFR#|9SLN%@IDN1TZ\$TMO-|;+,2.
M\|77R)Y7+4'\$U|K38*;TYR)DB+'30@UQ#WEC, M=G-HX.HE\$K-9\$C9MSK7P
_,\$>C\$.CLR13|*7%:TCE+HA'Z^+1)F/7WC!|0OSF
M!3X!"|2|8=|VJL06";Z/9PU)G3L, \$+5.0CX#|&*&'S#D^>1KA &Z:NU-B
M:V!Z.|H'GQ#MW@V(UOV8V>S^/4@\$53M?0FWV,:TQNTJH5 MP4^++;2+%"
|76MYAC8(W+(V61\$GS?\$.N^V(\$HYVH.:@:6|L3^|I=(Y;|J@'+MBQ?
-86\$^D|LQ0.7/2W,&4|PR|3?SW4Z_05K5;/EV'1GB|, M67@R?^QL|=+5.2U>NGJRQ00K|:
(|7?_46-F3Q=N9Q7V5-|+|\$.!3C#?//?5 MP@Z*(I62Z(V1V=QC5&";_HU1C
MF+1'U:HQS/| ^|+DGGK|VL+DGGK9KC |_&^ESI-8!93T8M@YHOJ88@|&3*
MDKF6^|Y?H|'E9,1Q=TY|*#G|OA!8@-0#S?JX5FOJ"LT(W0^92|C)H-R'KM&P
MBB/7,6I@;:Z"F4^'.5S8<8:@@"DY, #.2!/8!)L9R=PM&O"E@*F 6RC78!YB| MQJA?
L#K^|= /ZN9IQ-724Q|_JN-PYEUI>)%Q2L!:=!4QC<:=Y 5V'SCNH'2(
M<3KR#A)BG,,R4)#))Y|W@,R@,>J4CTI7D)\$,OD\$YQZ0P48#I2,Q!\$&FEB8^ M" T+
(4!KCN"=5\$ \$L.RN|@F6+Y M(F|M^1\$IH HB*452^ ^E#14C*
) +2%4DIDCI7DLJG@!8A*3S7\$M"V_@@D5;_5&.G)J#"U MYQ(6BA2VY|CR_6A;?

E[.AMS1.><:>)9Q+KA2QMA"%D&U+J+2LC3F2,TAZ36GBR&*-IUEF.7NS4HT+@/JA16
3? M>(C9*N#6._) ?U[6=|X(*2HVBR"DAZUX"IR *(145T 6P46?YT':+1E/&.-0 MG|#@ZQ,?
5A\$AKE>A#4,4*D0'&PH:|WL|F&(BC(599:):BY"FP.KZ"S+!VN/V>U/#FK^6,_&P=3!6
MSU^8|W/B!+22/CX\3\$ 4%K#)|E1|_ U87?ZI!T|Q|"[PNE#P^@DXOHW2O_C^ M:" &/-
T,V XO/|)JN4L?GQC:QQ|Q|2A+FT*"7RP1VR+S%B%8IPEEB.&\$=Y| M?|2F2X*EX=|LK-
@)0':.1.9W!#5_#,.QS*W2[X5*7S].7LAT:9.'&=NP3P2>
M2=8%L>%_?"#4:V>Z2JOE5X4>5+4J-,QTX3IT5V\$S;DU84>?9U\9T(525Z(WO
MNX/FP"A6+7E'|>-^KRM?069):|6|=+6|\$GUF4U=5HL^H2O3OH(6!Q*#Q6[XJ
MIJ#25(58"EJ=W_BN7-N+Y!-+9#XD1|(U>\$,-"G:EI.'KK-
4:&0%1=4U6C016N/+ \$R%RXM%^O|QFA0\&Q/ M)?E42;/8M?
D#V/R">H7:_"J)N5V;CY68|2/O_CEX;U2\G0H>J):R|@,S|>|?|EWJN#6-
JOD.7,.C*!/XR;#5&G:&HIA\$J-\$A1|WE3MWCM
MKQ1U8QYX1U&WHFY%W7*JJZ6H6V^,>JV*A_7F"!|<,SKJ=C9C@66KY?YN!N0|
M@0=,+NB&Y(6&C6L8FC4M>9M3"X*;O(#,U@&KO>NS5@!K'A|' "3|JOAA3?N
M'(-J_N_-M#;_5|C40KN+X2G|H"09- M/2;D5"1VRE1;.IOT;V0K9'ZHJT)F3Q.!(4)-%5)*%
(0DJ2&)Z*)J*)*31&\$= M<\$;_4SD=,,"K"!F8,:UP3'+I?
4398AR\$3MG0>D)SOM:7V,7GV/KS:*33:C5&M_::HDT0)#OP5JL3*
|_U0U6Z,!N7EN\$*5G*@J+|?W0Y7>&'6:%2G.'9UCPT!) M.@BKB3J?
|D)2BSJ7@O|B>N23Z9,IAJ00 MQZ??WM(M@1O"@FK?B(8X!2HP!0<%-PP
+!0\$2V|MM5F*R7F8 M|\$<7W9|M?^'Z%J.-3TL?1N2G\$
4>R|54S\$!=L51>;J=@ "93QN1G\OX;U(|B: M63_(|)?
Q'.Y&&NW&B.:S*3_HF!63YB5E^<"8-:6#6;'-M)/NAI>JQ#|J&T M-9L\H^?>
8G_KGG\$|9Y-Q_H7_!6\$^#|?Y3C#@S^Q?^2BJ(U-^8|H|KJ G"K)|\$DAJH(\$T#/2H1>!
M|A24+65_12UB#|YVZ/V|+K3-|NV-6N^,"T/>Q2=67S!T9T3|RY6I%C"96.,
MA+W9|E:KCSXC4E#Q|JF^"O|4CHW1C|4|=#5\$Q(^J9 E)|+*>R|\$|_.^;/SL M'*(-
HHA#C_C\$|!8OM"?AE+P2VUW@1FH3CTSW#3^L@G8O2|P!?'G#EO|N!5|
M*J">2K8H(88*B_M|V)HB!\$&\$AP)*PS)%V&0\$T-Z"T,"RX2>*I,J-PH>@A?B MK1(9)\FF?
C57;D^8#\$"7_GKZQ|(:="G/C%@I>-FLA>"BL.N)/0\$QOOG@Y*. M?#5I=RLH51Y*
D/Z|T&)9B&5,164'9T;#*M=\$UDV4GA)>/F(Z AV-J|4.H@ ML&IDKWQ4X
EKFLM0*>PTQ?,4K8CP)^2GE6YCU.'IO(I6%*U(L,Q')ODIQ6L M,ZEH12RMY&C6(7^;C*
<7HMTY,YOUR/C.3M#@K^M)H'W +A9X!*:W?H'/|*_V M+Q^U-
|.GO@*9:183N)IMOF%^R?7R&?1_K=V|T+|B>U/#9^-S+&S@_@^&ZTW-
M@7&WNS!|WKV%2PMBS2W'FB_G5% '%WAD3V"3S%A|HX; MP!|XA3G7 :/%R|(-
"J+ %&EP7G@ @|E
M/Q: \$+@|L*WU3UAMB"|UY=#APS!GV":.'=3F9+S\$|J;L8@RT\HWV"7:|KTK|?7
MWRY66=!O5O#RXMK(R<)"K;B2=*|QXRBG|C<"NCJAS>1,\$\$.U@9@"V|Y4P) M+*
(5\$|L#MBT"TI40I@SI@85-:N"/U=UXXS-QD->3*2.W<%/|@|N7?
G:GE!YXU7L)THAS"55+AXW+L6U/+|*P+|"|_B(D1;YL=>#|2+E,_?KJ9V#8N-
Y|=+&Z@U1BG *T)@(%C2_1325_JX M3. <_ '&Q|5PL;)"80&L1ZTF^
WF'XU(N;LW@8MC6W=2|P478Y/PM&L8EGC = MQ&3QFC&J#FG)T)M|
|!%44)9E<>01%SRM9MRCZ:,.|5,@'6NM;S#&.!8E|99\$ M,Y,3L8QN=VN!8O^>^>-
%H%N8SN1Q|Q/SSDDJ0*|_ ^,|H|U*;C7!\$8X-8:IDW_ MY PT\$:.!5^/^X>E6:P^;VMW|S<-
OM|K3|?_S=0^TQFQ/(%)3M:V" @8|E5RUS;-F M2N*G|\$|KZ(.*|DY#20*&Q<.)UJ!"G"D|
S)NM_%513+H&V@=|O00?J3HSBY|< M4;'BO|AO#BAIMOM6K:9G?2
R<:V|>NW=K;Q.TE^LI^| ^N>HO=F93|R3-VYJ? MDGQ.LK0R|K!<'3KZLV?.\$Z H M?
7HLW1+D|X7,FZ+<;KO|K=1D5^.\$&@A_1-^%4>=Q-(&2&-:S6|MB>S'MD-;|
MD*4|SUSOS?2F_I:|?AYI&2(D"^9<)XCGG@3A(9|SC\$|Y+(*A+Z) M+SN7>-I+/-
W2O*."ZF5\$40H;|@*"|,9H*.J,N/:=!<|*7EJ|BDH\$=O!')N8 M/OR|= @B>65; P83!;KF!?
K^PQ?Z*:QUS(W,)N -BH%VZ-X@|QH7"SWYB8%_+M8#7_5FD)()<
<.7@T&>SV9>\$086LI?,73">|V3G9Z)5E3>:_,|7&6@D6CUN42! M<:9*M:XEB,H./.*"J-
<8&.*T@CLKS?7&7%@!C:-?+(J%6V)"J:WB^_R=||US ML;%+E+P-E/%YO=1.TS5
M/|L*/0=FH^'2*8XA MT@7E8KPMPCY7VJ, ("G*#--!HM=41^ST)6>\$C|MQX(!+J 8Q>Y
QKK20%%& M^:OG^EP?E-%IC+KE3X>*|DD%=,JSQE=1'IN.+P-
|G,FBCA+BZZQ4T7^:=I@N M9=JV^X:'@6>FF*,7R1+!<%?K>QTM+YILG:#C'_^3?
YM'|14^.)5R-/KEN0L8 M|?N%MK"Q0 V&Z9"_EA;K T-
K>3F!Z3QCPY|MS6PC":GT(:)TQ%-8<%1(-@@Q MS|?
BH&.1SA&JOB&FKIWL;80H^/MNA2")CYGY1P:79%+=W:Y|!.24/ETR|CF,0+!I<8<&L_#*H
M;0|B=(#)MZW6Z7UURK-|*L_N'J#!7%L)FJS4+|VVR@|H_-:/&JAL=>01&GAH6

MU.TT1HTR5"B/:J104I9SIZ/\$D_E9Z7G+>+ MG24\$*+J2'%0)THS/&V\$YF6JNA&'ODH& 4
BY#G"JK*,>YZD-+>Q\1R\DCDG M+S>:,%@Y'+Z^EG+JV^TW1NW^P>,G9-
#Y%4DIDMJS0E QDAI@[*JHA-/#D50H MA*,11"09I0?:I0J\9X\Y9V5X<>_A:AQM/?'&*A
WMH(:SB!Q_XQ02+1(FNC M3W8M&EE.O^%P./,8-6:@C:P,;&
I#T;=^E<;H#T<;@Y\V0EB1J32.*=;%#JD_M7K,;8TR=)J=)R=CT"3Z@,=(^M#^JF)7JG\T?=
#(XAT3&,O)#4:&- M%5!E%?IEFMM!HWFST=_#R!-#5*;A@5T_5=+#\$F*VF,N\JJ-04X?
N0ANHJL\MMT_S,PZIYN\JKNZUVDA=U=U=%4?:5?/H5_7(5W-PI002I=Z^SK-2JV,W*Q!
M#B=UKW,_)W6979-4\5>4JBCUM+IOGG\$W_>Q*95J"C_3CKJQ;LO1:#=H/86-M&SV)\>-
&?EBG%Y\$2JD-W@JM+_8T1KI-/OLD>KH33F,=CGA8CXXH8,>Y!IR M?#'U87-
HX.JEZ3G84MDC\$T0&J7C3(+7P1TXWJG6?ZZITG0I;SL,D7RWRYFL6
M3)JW\$#/#7HPL\FI(IAT;UYO:7T03"XAGOVNPOY;?U*ZUUV3!&|WR->(C_5C^
M"SSX\85L=+W'AM46>86I!2JF (/ &^:NAJUM_B3PC M+W%GJ8-^LVR;WC7&731I%?
*FQBG(XVLOYBN!RV!8"\JHM7"J Q=NFBYAJ+QG
MPZ_F"%@,_(E'('1TNMP76)9*!\$WO#9H=-MPQ#2HGS0I_VI@MJF=P;U'M.@3"?
W@[6;#0W;H9^X7G+|=)+T-EO9Z@RGJR M)RPHFE(TE;"ISF&*F_,Z0%/YCS,532F.J@I-
M0>'H2FL7B<|39W+;\$;3E3#PL MO/+S!JAI^M='ZO;YO?
G8U":LO;!FN\X/VB7==ID767R\Z":,;+Q8?SPU\Z3_MFR3EP,;H_2(>Q(A!+X#_J>P?
@17,^L'T5\^BW@N#W'\5F/TI_ \VT-OZ+Y*\$,2KLB<3>4&;L MM67#WCGXQM@);Z1&1
H%4R-<>JH+?!\\$-W#,G5=RM@"8A@-3H,?L7MA^)^AW!I M"D,_3U_.2Y6
\$PJMOV@0Q:&%L8(*6C6#UB\$4A.+0,J2_UKEX\$=+?\$R3X,=69-M>A0P%QJ+||*F.!!;?
@6F|= \$K43N ITRML^N\?7+U(*2Q:V?Z^R-<|!M54(M
MARO@X3=LEI@4V&V,|F>,*..O&I@|A-X@\$'.JQD@YN^J&N4,H% (QUV^,RARZ M*T=#V2
<BI#N?"',)BT ^L^=9<8FAI-1IU\^EN@&G&D W52\0\\$_=5(5MVMR
MAR,HNE5T*T'\@77\H-/!.D:TB6T6VAX_M&[2\$QO:=B&PY&;#;^9+X&5?478(^:?
E^8,;GMEVF_FNX_T M%-|V*>MI4I;M9.G@B9R=>AJW#||W6KM85.IN\|Y^..U6>
IK^GIM'I<,-8P9D_M^C&QG^E;72;9=N5"V?"M\I38?,^JMUN\MI#R?)\U:"*#\$K0
ME\$F)WGF\T,|F*>=XS"S4H<@\$YP.5GQ96\|P2;|TA)O/D298GG;|8V%Y,/(B^?
>G\W0JZU5JX4I; MNE9JW^W-AFF#Q91H_-L?2\ _RIQ9U%9:*3JM;,*
|TB#EUJJ_-VZ'+|!=>T*!C7 MD\OA9KD)\N)SS\$,60:%!=0-9H6.#_5"6|^S \$)-7J<F+|B\$8
VCU'9P,XPI_MXY0B+)+T-NB*3GJK#"@/VO:*HJ,-R.K^ZMU_5GW4MD\> M^..W(3L%|U/V"
|A<4YLP4D(|D)J@|@@|L.Z>8?%-+.#;FT_>B7JU5Q4TD*ZE,J
M055.NW!OL0T#K%HW.F3305LCL)?T,)+1TRJ@<>!S8"7LUQJEE,N"^FD%9#3
M#+%.2|O4I)91LA#RCMRO"BHGV@<:U^..X&L%C* @KX!-,KXE"J/4R,EG^@9ME2R?
B5@ (P0UPC2685N QB(A=BK"L1"EXN3T#6N&!UOQ1QU?+G"=PY\$W=.N"TFBF<)'(I4U?
U29+U4PWL M-
BVIYLJ(/NR+S#PW6NW&J-.JH4=&064_J)3R\$!LM77F(SQ)3^Z:)'7TW2EY|!%WEX+Q#IA&
<2S!-2E.N?56:FH,;.*3LAY22&HVXZB0*4U7" ME\$"-IE=/AE2\6+|2A|Y5=L.
(RS(X%U,HI:_COFI+OZ9V3SVA4C#-8!^LY)0N M RYN5.ZC=)
1@IB#U^,S6L,Z^_#JZ(7IG:_|Y<"9!^=A W5:&<%4!569=JLQ
M,FIH_-03*05;&>X#E7R:3!O/(E6JI/R(\$0(8+4MUX+CS M)5\$<.&UA3M]*0M:KSJ'%!408L-
(CXD2VM:@_H\YH+EY4">PT1KV#H20RK8\ M-W@5U!SWP5=.#<
S;&,ZJA@)C',A*!,H+K9Y8*MSHRM1\$1^N70-60.TU?WR M!+CKW4JHJ1O-
I=D\$V'GYBU.48+92|=6?SO%RM1'_..W*5=Q(3_S5GK71 M\|C5&
I:Y@|59F=TXD^Q1%*HH\;*)Z@B1S:H\H,^6@%K'BC05;=:/-|F46;
M0RQ3DNR=^7Y3MR|C#M?/(&)/"6%FZ,T^&AP+U|=P)%<>L6%(K^27 M-VL:O\$0PC-
T8OK>UOL46G.8+!7IOUFOON(@/CFP3YM+7W:JN7|C4 M\NYO'GZ\U9ZN_ ^?V4?
MPP^!,IA|3^YF^V>S?+6*(F<_>U2^-1NK/G8%^V=|U
M^-7E/O#;@_M9IM|O=ICVJWF|WVL-"CTK_O#_PU MJ*,/2N_L?%2&:VJGM&MW\$|>=,
(APF,6BHAC"3NJA:V4L#5IN5?/NPO?'3H56J%OEAH\$FG_2TQ/N\6X81AY MD<#JT?
|R\J56C@5Q)7JL;DQ%Q:>C|%*NYKE:&(+0J4RL,.(AM!+Q'3E3OEJ M"T\9RKUKIW9P*00>
(E\$MCTED*C0F,A-!X^JU)OUQF4N<9R'OF8*44D5!R< MNOI@<7!2*_CW11HJ5+'V|+G??
U8)YX*,TW-) NP(I_%CZ+K**Z\4 IF!^V- ME'R!:7J'AQV57"X=;(2@9L_>+
7,;:/92%K5IE\W5:K\$NO?KX5_@Y9JO@| MJG)U6H90?;,&(G*D*Z8%|J*0"FHS^R-
E)SZ3*|Q2L89JZI_TL%&"&J\$|9K3 M^P)JY4B(G7-Q(Y^'DT5<+>)SL8.Z0062
6C,=:RH54^D%1,|H9*3@DS!_F3 MU&J5IT4ZW_B!C3#-I/B*,35YSDUJ*7H!O.EM,
|7EW+@NL/G8N\T1*HMG79C ME.S87GW;HY*..BU\|V4G-*6T-6N5.D@XT0U(A36CJ-4;
(61_59CG*G""ZX M?(HYL\|C3I'PJQR&SMF6EFQGU" MJ*P8C9%1NMU3H3TYM25T;N
J5B9J;W3E ME%1=L-P\$N&44U&2\$F@BDB5.*L(2@J#B|:N"M1.QWN<0 66."U?

U2Q%07:0AR M&LYUE|Z|8=T%Y-2DJNY7:2Y'2@PX%|,7VBSD4X?M%M118ME44&4-
_1| ^NJ&LEYU#MXJ%;|H MA/L.Q>I ^'6"U*H*Q*E I&, &X#U9RBF@#
<".@)92"3"6XBT#=#KJNR0>NHV|4K M&Y3%,5KI|4JBK\$ 5TGK>K:OSH)U",XKV.?
2SG9A.I(?H402J"/&CZ5H(B|RF?W1;7JM|7TE&4 MJ2BS1H1Y\$,
(L8|IVV^)S=RM(HN7MOHD_!5JL|69W+>-S*U>T^ D|9|?WHA MVHT|AS>_:S/+IBT-
5YYKCP1+SZ%=#@.XCH9?S@AL,5@.IC/57LW_O|TW,VX< M1|'*OPI".|U; %6&KQ4.7:WZ*
<+E= /351;?LM>Z9C_MJ@1,CB%\$5J>-CE_?1O M)DCJ)"U"! "620G>'VY9X
(DG\$YF)/#S+ #7T8LQ'0"V*[D_B+;=IY?9Q@RY+| M|9XPH,2=\$MN:6X\$1G>G/##|ZSJ?L*
<2P;3:4-VIX/HP"5NMY10X>.11HG0NB M=I1NF_PS'D?ZT-GHLH=%#(^22>AYU
GLMV2N"| ^=4_ 'X=&?0'B'C: ^|F>U5_MK^7UZ,1|=N!FI\$I
>H'C"H+ZAAV8,"K6!5"8)7!|2\$ ^!% ZD!U%RXOA43_M" X#5IHO7?
HA>19(SHL"5|VB;7C""X2I&4B99*U=G|L'WW!2-RP&S0L6&C MZ,(|C,G\$"V\$
AX_O%0;X%RZ)N|!'S1P|;2PNHN8\$7|!84_7JC|UB9?#UXV M
)\$=FFSE4P""KPGM(/H:F"CY&!##1S3Q-+N-AD)*,SWMN!JG,(UZ-Z,6|&%-MP6J?
C*,7!%2ESHF^Y6= M<_C)-?%6Q6+ ^Y|HP.(4#6"AY,+1,XE|ER|,4LZ56%VFA0
#;6/CT*OGE M4Q(Y:3EL&NRF3YMD1: MEA+*E-
3HZT^OEAG,4*UO=R+5/086QV^ OV| #5|_N M?MX=M>ZDOI5IYW^>=:C%*7=
|W6Y'I7|>5=+?TES!C5|U%|W|XY;8F*1.@,
MMYBVGYES\$EJ.I84.GKIWOUS\$OD)U1IA|0_LC8/8@1K>Q)L0+C_E|;5N&G>_.^|Y M-
H'MT>;3=54|V B|!08890+1RYYZ6QY23Q, ^Y+*2T|)2Y*7SIB7E,.,|+&F| MU.N(:*ES#%
|*,:S5>0L ^@6|GQXU?'CLY8Z/E"P|R_7(H0|H9KI83B-CRN
MJF!_ ;D3A|IRK#/3YXKGS!R3M Z,L>AP3JO.4+ ^@=6KZ@G TE9|AVPS%RL.N9
M!R,I6\$CMT"!1<"(4"P|4I*DT\$XD*<|!XQ/MH| #FXC2.:?YVY8*\$V:>ABV?#@8<)?
8DSBHAVG+AX-AFI(NS5?A MYFO!_ ;!) *N*I;-=W&"._UZ??
D77ZFPPXD?:M&,"JZO8|&&5U"IBE.Z&*82<%&:EW<+)^TM,'W@ ^"1!H%- MYZ /20|/.
:V&L7_M((97-|?7(?|S/4LS/SDDI6|JFFATNPY_4Y|!-SU)>Z:
MC#N1YK90W%6N_V>#K.YW|P>I8 ^|+'#S|PE^ROE?Q:C.I7(M6WE;G56I>M=|
M>4V2:R37E))Q.^@N M*CG5H:4>)0LW_/\$PHAR0.X M"ZP=!K.GF1|Z8:V^76^@+?
<3J=133FXY+L1|_X&F! ^53>E(MTQJN@=,EX-MOKL;+<5?^_|
3CYDR'KJD#>+ _@%V9M9D1JSIJKZD"1_BJXC!WL+P2I,71M4Y MX95MAHYI!7!TW(
5^10\$|0-|X&IK"AP>E^F,K&KB>LM8*8+|0&/^<(!B1%) M'(@W|?|
JN*47:L5Y6|!M0W,|5H?|@:D|?%PTAT/L- ^1^E/!KL_U?|KL.WOGQK+|7GHU6K5@MO?
35^KZD,8F*!H('D/+ ^YN2K-(VLO8JOH(|E M \$WRG| #P NKA7K)=|_)BO>@?
7(|N,9,L8,X;6Q# ^; ^'1%ZSQ"ZP_|=S_HPXQ M@3X^|/CX AL\$ V4E1Q&VT1, ^X+ .1?
A|OU@H4IE49_P:'O/C_ ;4GP2NY_V MOEAX|@L,%N,M4.*Y=LBP!H(9L,*E.2Q
)WY3^,MZAF)"MS|"_|>|2=L !. MK\$|A\$|G"^(|D)PGASPR JN
Q/|@# ^9HS':YN>&24GH(S'8T T?QAH7 M9|W\$A^>SB8"0:9A\$*
(:.\$2_"2IAC,=CH\$<0P@7(62!_.#|04 ML!=K00T+=I\$?(%)&,\$|')W)5F,U>08:U/\$L6+V
Y7'^W0_1X#&ZZUA^EN21 M|S\$WQ)#5U78?
JSXF\$;57K%HM#&Y5|/ &73>\$1LUMG=8LQ90#(OF6G+%S,F:._MCKU?
1YG|G77;L1FZ.|BBZ|K/F;>R3)_IY1AVXA^7QA0&>V78K|.;CRKXNLP" M|;1%^BRJG5R|
|=E3T|<|TPM6%QFD)\$C1P+!L)E.?#@QQ;+TJA"N3^(F0^VB|B="|P@ "N^T)O&G-
Z#816IS;%72?6_6++8|D# M3P+82-#V!8T6LR|6|(WUVN37L)?/PZB-6:J#T((-
BB50<8\$G#W31!MO:3Y&F119>V_\$NMSHP&L+IGJ=B9H8=4
MB/ANNG&ZPT9\$G'.5!M<7%88/VTJ\$<%K978M,8XF>N-04\$SL# *>\$DT9-S6
M.R'2+0'.=+ZPW3=*5R:PV%FKN69-2#EOST_S%?P-2>B?M"T;D2|X3Q8WT3_2D
:C,*M1YC8ZN5^C5'@|)+^NA1: SX_ M/3|>0|A :!H\$(1^YE4QL(
&7AV/? M|B++=)X@>%P5GHO_Z! :F@>Q_=)=&L ME^Z+|10Y S1M1CTD&FH_2Q;%6:
|/EUT\$/_501|W)-JQY|"& ^*_6K+O.L&L6_MTVIQ*1EG@9(?<-)KIQ5R3*R-U21R|@3KZS
!F2@ ^|B^|/E2<*Z?(E(AL+ MGO=W_;;Y?> W_|!C'UU'CSWW^P4(G|AZGW^%|RL D?
O9|BNU|S91QLIF@,
MT1"BKY|P^#_%3SY4:|CS)6IM\$YLO49PB4C|!|?;FL+O_X#JM?;HN6&+|^Y%?
MU%P^=&.7HFR)XRYPK.F,'_MX:|831N^UA|WVY-P=#K1U%|UVJ_ (0>4>E*:5
MUJAF6+66)8-<+4M6NA5SF4:G8D7;MS2#%FNZ)D|3E|RM43DB"P MHE.|DV|@ \$19-
V5.&91?X,64Q=C\$5|GWN5FUMS 2OYR3<.AN')-
\$DE51%*^V/K"2.IV!#84\$(D06|H>FAL7_&@ MC?
K!X2I;7C.LY@S!K| (EI,W8A|L=#'WF+7Y584-=HJ6(TK87+5@LI" I&K43+
MB=6VO6C1!:CX\$BR5! NW9K87+'IUP')6|K+KC8Q=|@ \$SPG=*WC?<*N'J57"

M%K:D<9(=GLH!Z6+^=,S]^#8PA?TE;+M^PN%,& M:+OS&#ZL4^"AIG>+S;|L2,Y440-
PZ M7 \$!) *ZO|' < < 4E= 1@HS< ;> .5XE""5< .X9KEWF56Q:K|H73L"C4K=D*!'Z(J M15|
< ;U7|,U4.:ZV1EG+P+ATRE<-0R<9\$3@AQ; /&'=KB6&*L)OK@|Q.(QUI48
M:S;&N&T2|1@3V'U:NJ./+1H0564|,V?TT=7&A-@/0.M47N@7C V0GH*0D>
MNK@7.H/62-|M;BRA4W?H%-<"|T)G6"QF0"*GFL@IKMOM0P|(M2H@YZP|?4|>
MW&ROZC='?2|,| ^A'QP>45!/?
>Z=L)0X,&WB=0H%=\$&.R| "L.N" I9,7N(#CEMZ95<0=_ \$G&51!RW/E@VXC2)N&8CCEN/+
ME3OY..OJHM0Q#ZTKFEG#|1P|;>63VT458LRW+!4M4"<9 MZJP8JISBOEVU)
[*XKV2HBD!+;M3^'8J|_V0^ANJG-OF5_"3YJ=G|5\$|=X:XZ M\$%AWN#Q^J^^+6O|U%.R
2EZP!2IKV,FX179ID=7) MN0VYU%:ZJ7OEL#72!E6IN70\$%5.R097F5G*GEMQLH'5:
(|U))3 E&S27#;BM MI@PVR'^FIBE52QB6+ ")91&0|E^ (L4K><^F; %/;*"5C;Q:!!Z#G\$W_
TRY)\$K MY#%WJ9*(YM|9R>^= /0H6E@'> /825\$8Z5@|QREJF@H9#UE8NQ\$?"ZL1AC\$)|@
M)? .9&PZKP^ID%H653&\$^)4)NYPO;?;,> X-GC4,DO"RL*30+YF;=M) _? \$I*G
M<@,&. ^QFHM;6BR"!4T0;Y'.0 *GL<#AUO=X@).:P"OQTP3<<"MT'+C14| .7
M: ^W+RZVHF=9+|NSX\$9=X_94R !Q6JX8A#%6Z|H3U=DI(Z|_OSM,56;FP)|@I
MO<5S*F3RF|>ZS\$EN.*8.: 5=%%,RZ|CAF#J@*7113%7NT.&LW'BR\$F')?7\$8
M0^PKZ;07;4H|>A*8N; |C?Y;-.3M0<;B1ENO8X#;P4;%4K(5!;RAS6YR0>9
M024@(SUU40W""*?5(X!+3A0?#P&'9V=)NG,*R(#WIR"LU1H_Q3K(B'C6?W" ^>
M.|>04IEHF)J*+MUZE4-0V6%Z|^\$FO|'<%=?J4"*KDLCBC|03A"QQ*2D2695\$
M%G^PGB!D5>Y XJP54L#X7"ZN JKABH:T*G6LK|EZ|^*Y6K%VM-DKB:A= MW?%XB-
(EHFJ|J*/Y#?/|@B&.G%Y?P(:%62:|@5|/#<*AIJX))":.BI/ 9;->DIK M*<'|BU/SF&
(%RA;6G<&X:S;G+LG2Q2.@PO'^7"M4 ZO _?%*68A&L|D!(\$2R)
MM:9@C;_0; ^'Z(=VA:.*^3Q&'M<7B"4D|X2:B2)9E85F%5,*|D5LFL
MY|ZLNU:F;&;5"D;S26:5S"J9-< ,4%|VLNIC4JA,Q*|/%?PV,L4V7L=S15.|"
M.2S0)/%|Q'|NT5?9)N/C9\$;-T*;WT^LYS#+PO|.) ^ ^S ^H?G<|&\$%' "V>4
M!D_XRB=XTF?;G?Q8HR>H0A3(O('!'F!";|,*KTUL0F\$@'GS-!K^D;T0IH*UM M+'QZE?
SRR;3|A6V|75D.@Q2|Z= /<|)XM)R%Z=|/%#*: ^Z.M/KY89S*Z&P|;N M=-
\$C%'LPXA='WRIM@.BONY_KO79OJ*='^U6DKJ9|G/4I1VGHG :NL1V5_WM6Z M-;?
H# 'O@?V MG|JD#7 _'(WE_*??O_7DM8V?*(5-)+\$Z9M>QSQEA0561FND/08<);\$.05IK
M>NC?NW2)58G5(T=I M|,4JQSGYX;!S<@ED">3"81XB@7QHx-'Q Y!3K=-
Z:/11&#EH|EOA'+9EC"W; M"MX.BS_>I4A-PJ"*QB!L,DAL+UT|YCUF"SZX?N#1P/080;==
|O'CU?@6\$|^B MJ6&A_4YK5*S&;39@2PFWRV%A2S3MUW%+0I-2M
.61%,5T;1/"RT)36JQ:D<2 M3)4\$TSY-L"0P:94 4Q;|N:"37TX\$Z'Z-1|YH%6|+N|
|H_IZ:S3,OR|?SWP_ M1Q2(5LWRHZ+VEDG?_B%A\$&==*K|..@!# '9/420*FJ
_Y4=!'^OE\$62@XBS"- MK#0F7B7SL/"VI@=MBB5.DX1(@?
2E/8&'J9)C4#"72>A"GLBBERPL6;@B24V'
ML/"P8(:39&')PI*%A:4Z'<#"@T|1*N:2A24+2Q86E0!U" LK!;A3L|".1*B
M|&^DLN6\$K+|#@1H92O%2ZVNYC/M""|2V|YLJC6(7PA<9I1'&XT=J-|5P|JUN;
M,4PM#+)O25<;I\$^BVJ;25|N#+^! %UC/8K_51JW-T_W1*U MTR:W?
SQ|N_7|2WY?'MW^^^7K\$WGX=GWW2#|<1)"CYL>=EJNCG%F 3=M4'
MW4LMDACLp=?|F.|8C1+1|7UV-)0RO_(:&|A|_|%-4EXQHx8=S,C\$|*+W|N-
_9F\$|Q#8/^-% MU_BB3&ZM*.F?8&(P<(Q8)(9M9RT!>35|I>RTRY6!(X_O5^2-W674O'4:-
=8 MO. |ZS HX^K2C|A|FAOLT_JB S9@.11"U(QT!5;Z^H)Z6N41>0Z-8MT.?%> M/2?^<-
#\$BR!DS2'#84!6FXJXB^9)B||SX7,BFB;*. '69L#"4U&7"&H_<:\$2L MQL;
|UNR!_K=S=R37WE=/PO=T"=Y|EF8O MW8#GK73-
N=C5/A*2S'I.S,KO>SH9L_:!65/.=:O)K)+9)+.)W1F1U|Y)HW1
M./EK@)OA;O2BY*|*P\$SR5^F;6>G|<1Z L7;3|V|O_A2,2O.-?O'IHV,_6R M-M8:
|AG@\$/|I.14M'7:&Z#FE^<"-'BS'H7
J."+16DDLb9,*X.38/K|W<=*O#DYR9!Q5(KR8/?*"F#|DSSY M+#0@#_PU|OF)%XR-
E^X#KR@_M9L'<6J^M|5\$.P_:O2%?EZ?R8|GEF.28Q(ZIWU%+B|+3;Z.T>AKV3%?F7C-
M\$2|;=\$+|+=I<;F!SD3'X,@:_NC'XYT0TM:A@;BA=) =*#CP%!_ ("6GX;ZV. MA!ZHV)-*+-
_|SM'HGF>;S@?|_R;Y.H;|KKZ8HBA+R?578(7==9PK4NK) MU:84R)?M(3GJ;#E*
|8CEJ%ZG(SE*.4@IQ5.Z0 MD%Y'%1<2(OE-|EMU)L|';^JQ^\$V3_"Y3?(:=P'0_E-8\$#N\$?
B-VP4Z9?_4 MR@7Z%1W1U |2?:"YHOQ2)MW(*#|NUU|VDR|JIO:SIN3\$=
(Q5|K>L04Z|LCT M,T\$+OUMK+UJP,E#A6@ @2+95\$"|?+9B|L#1-X3)2\$BV51
NW.V(O6@8"/P2 M+)4\$"|5P4|+Q|OYL|KON%>&N>PFL:@&+VU 4!"R! M93
DL*H(+&ZC4A"P>E4#UCF<)U|/71C,_T4-(T|0,-;=MDE5D#G?D3|K)_R M")+'0N7I>+Q3|
MOB3O'0V0%Y 5?@OID|NV\$NFF1=!'^5U|JCR;:#C(N |' M2P"9)AH;BXC=

20%:Y0PH)LA,?JY8 LKX\$6;-!QFWBE@"R0=5 =@['K8\T M".RHJJT-
*YAF#,N#5)\$'J=F,LUH*7TEES\$,R;Z,L3C48B2J15O FD !)8ZPB3
MP!)DE039X2>OAXLM36F-^A)/C<230 /X8*\$EKN25!%DE02;0 #X89.+J/\$F0 M51)D
@W@@T\$F[E"BIF?"IX#)DQL8]H%5H^(>7IN%H)+2IU1;- "E&F07.\$
M+@=ID00&7&OCERHOL/S3H+!J+6[AJEV24#*K9%;1/A@.9L7J6Y)7).J*7CU1 M@
<'K_8EKTI>E;Q:8K9&;KIS!]>FUJ#CCA:5 "KYI>SY=^LUL7%"IR6D9F/^]? &-MTF?@3S>
M+2<9)'9&C3 !D<&?Z7!1=?RW'+BHVWU(X<=|X3H8T>5.23"CQ*\$!6<3+3<;1
M>D>76ACP-;6CBH^60^A!8;MOE&YJ.\$1 M;'0,X 3HYH3NV8 _6*QS_4<8I8(Z/KW
<;8WL[TVUGR+PY1MCGJ\$%YA, #/MCOYL<9%\&0*DUC LP,OI" T!8"M3-C&P?<4B M+,1Q
Z!L+Y0AD^,3?0M@!8>#2PO6N"8 _@A?/GWT*&1J- Z%VP!D>R^Y>/:
MN=,K9'T8;R!%1R0(8*ZVL?#I5?+!)I/R%L;Q=F4Y,;3LID^,%;PN=N0 DO/1
MUYI>+3.8H?QM=R(9')\Q6^,OV[#5]_N?MY7V[HV2/VJTU92A]ZE**T^!TN
MUZ.R/^]JZ2Y:%#]=Q^UY[3PW2/HWX87TKM??E^#^Z]C]=?25
MR1EQC>AK38R_4<,,9N0&A'+!QN _ +=6IJP+1#0AF"OLF""8MO@!TPVYC!O
MHDF?;S!MWODW2:'7#J^0,YE\$!Q!4+&HRW><&MF./SF#;M5YH))B>)6X),%G M"KH;?
3)^IFKY:FND[M8.YE7P.9>R5'M\4Y;DL|-*:CKMD9%)/K)HGOK:8>9=\$H]C_D#
<H1;W6J!%!S
MBE0LG\+L:#C,JB6M#X9;/TUD'V8'2V5]/VK65G/MT&FYGK%'+3I6X=TXY<%Z
MF91IDCC:L^GED#DL*VQ36.'7(^E!&K /7:(W!\$!7-MV M7Q\$HPG9& !;_4!_@(@-
K2;% "\$^?L7=\$ _M;2A'5Y6A'-7I !/>I>"3-:ZPF"VPUL:@AEZN.VCL;O!_WB3F70_->LJC<3
M^>>;DEKQ:;O'7-52>LWM@9/_HO6(%4WL(PJ8'LOE4#+(E-'2!34WI:/I>Z
ME&*KGP6V;XO" I5>L^Z6, MCA#FJZ*.R>VED@>G9WJP6L\ M1W 5#>>-
A+!@406.P#/PFDN\GAAK)C:9TV#FFBR&('362D(L-I*F6#41YEZ+ MTZ?-
MERIP&E\$(Z6\$!("T*K\$30+W'SNVE/B>>IJNX_1!0LWB@>^B@J30-!5 M'8A?-N-
!XO=V5K<88!|-&&3?LG/ZFV^(6;<=&P6]SM;JK/V<>:LCIV=Z.?:H
M!>/2F,)@KPSIU7CSD1?6%P_6:8OT650L.4 _L')9'@3?W3I=\$!;3)!1\W^I_
M=7M+/M_>W7IY^D0>OEW?/9(-Q%PJ?EQ9V6SEWU9?68=JHDLU ?=2ST2T.S!
MU\RXVY5;,:>>&4%@-)=#BI>^WXX7I"(>R\$%>:-:JP\ N!)=UC#4*_V1_4
MO#1@MP\$N_-N.5D4RR864:)^ %MU0)F(7EF%L 'I>'K08M@AC0(8HI).BKE
M@;Q2CU7CB2*X_+7"/\$3KG"Z:2U>ZO-%<>J_=&[X?I<01.*5W^+ #WHOFXJOD
M(P1\$S,6P,(<6"6IY00)YC^HK3#&-^<^ EUXS/BFJ: MN,C29A%&PJDXG,
IA3/@WRYI@K@?Q0,4M<@I<+.2O>CZ!3)>>\$!U-OCK]=S
M./4V#:L;PYZ@BP_(%%^TRIU.%ND[K-'2HW>IKJRO7J03'9@P-&4.I?E'6*C!&3D=.'0PA!
0ZYS&-FSI^?\$SD3#QJ^'D,HS/@ MRS)-""3 _?1FC?A?8IJG&FEME3/?
KO;+H"#ZZP06J:MP800+B*TQVF2 MGR-"<^T7U9NW\ZLA9WXV?
M*OZ*ZFFV/V)U9_%W)FB'M,SD,=E:@Q)\,9U%+N1 M+!-LCI9&CZ6-
FWKHC3\AHILF?I3337D<-AC""^I)\H5*F\$Q;+.K'J7RZ3:2 M5IG:T&9\>A,C(=?:#L8%
IC#N?.W3613I,|&>D5%@>D6C(0==C3<:LCMLJZHJ M*IRNIHW?^(AQJ_A@I+?
CX8L\$EB&FW;= ^Y2(@JEK)T,CCI>K)VDVC;5U+-S ME1GO_8>@ PV=ZU2IKV#2#4G+?'
MIBY^3<,<0CGKZ,NI3< M43WN\$.>") I^AWT-W9IDCMD(T,I#FN8L<9J!76#0-
YXE8I9E.1M.<6;/B MA:F*,T.)4PE3(^IZO#"5&P;?(KW-P;=W^7-
)MGSR:!!Z#@%T+@!0).IV M+
(.I3JOU)*OSS76>GZ@W_\X6Z3YN19O.JRR.6./<4F10A(P%JHP2=0CJNS(4
M2**^UCK9(:CO,;U,OGTVS^=T>'3V&?BZ7K7P2&I_2@D51KTTJ _JLIT.&' M\$K 2L,?
7=@X'I) =PG%J^K4'I+G'@9ZH\&+JHO-'@E:/Y*= /RT?B23,;#B M8T#/PHNBG#J(9I
Y3C6<^GM3JA+?=A9\H9Z<+UA=P5Y7\H7DBPKQ1>_D?* \$R M!\EN5U/) %VDF:A/:6-
\$D)I)VG>=+T+IG3.G#\$- X2F*52TPLGXP-3"?&R G/MI?
%6ZX7&5_K\$F\$Q@R=% _I@LS7@*H/CO_QJH2O^3CTWD/31O Y@IMNC\$LOYB
MV+8I85\$YIV% ^@&["H?EPWJ_4GP T(WNQL5\$(3';_<>:LB;I2Z%5>BDJN!+LB?E!6RW#
MK^(MB3P8;T@%,9VNDJH)
M,,RNU76(=GVM<|\$\$U<5V!8A:U7SHX\%/P\LK;./2RBOD"BRHH/MNY55GS07%
M!9J"#\$. /&9HA(<3!%JWM!RVIG6"YIY_M2VY@HW<JUGER2;)00-CFZI(W?P
MZ*=7;K_0/^ JLU6HVUJ'YX'>&BFE^Z8*F^&'%P;+U9A=,MT9,QUWC_7B3(=!
MU77@N0;%?<(FW#NS(|C;#'_HH;W!JF@KP'.XM^Q&BBO8KS&46?'4'00;?T M?
6IY5K*D:HH=T9>)@|>5;3./TE2(#T"ZB2IV50'56.*H7\$&9B:.A.%50:GOK MHG(@M;TR).
(7-32@#SL\ M\$J>[52XIEKKTBJ;URA-A0ZGO'E6I62^HV/51! MNE5EGY;J7N4%91;-
*GME;#<7U:Q-3Y1.UJ'!#,@V?,,_C.VSDC74"LI\$1X M1S1'L/M/,^I18QK0=.5
;XUTSN;14C&LCISC T.W-3IFAFDBY^H>/9L=C(6Q

M5;LX68S*|HUY>D^>.35|6#YVT6ZPHL^"M2QG8HK FM8HC@NP&!B&-
RO5E|K4@(X/4REOA^&L?'T^P(P&\$O8D/+":EY'20?
MX@MJ%QB(8:|)6/62"!%|7N/D<|+6&VKKLO%; "%|0|]=#X-5&237(E47KA=, M7=MR,T,-
Q,"FT|MC'1VYPC624KTX;LAAMH%1M BXUUB 1|A-+KEL\$'N!A^2 MTT0?
@G!O=R(!SQ5^J+3|'7\$Q@^_W4>*(&>SWNL<;5.K^GRP+L#OE'OK@B.&
MC0H\$_(4|1<)B)3'%Q42F+&D#" ;R;K5=|81+YB-'7;Z2DZW2 (XV49X;|H8
M/ZD9JR*RA&2YR:S|=8M6W6_0KBOLN#>MMJ8'ZN&6 +IK:M+JL-|:#619R%)H
M_XG4B3>#|+|5E\$P!OT5YM-KH X'K5%?5KMN7@74&|.??J?'T'J!-7?>J45-
MUI|3+-8;'&VKP<@@V6='D#\$H02IX?P#;%;?#)6;VC|O@|!|/ER0T,NP*%>6)/
MZ58UE|NVJ-L5(|>O>EO/VGWU%:(T58"7P!;UI+@5%)\$TDRF\$ &.VCO5"5O
M':4N%OX=G|NRY=@X7XT?K:OM/A|'+5S?PFNN/(J%S5|HZA3NE|V#V9C2G=4M
MOA@(&P;9M^P<.<04+'J")F'Z5FW'?O,%|NTK0|O_>?6ZEWS_1R|%'COR6+ M +DR|%?
CS4<)>M7ZL;3F76Z3/HMK)3|#38PGN|HNB=HD|L 'K|= ^OVEGR^
MO;O|O6)/"R|OGLD'VZ2H_Z/.RN;O>S+<(1UP"8B0Q|T+|L5(|^|("MTW|6
M|JDT5\$|:K.LQZVX"PPYL>%#%\$H3#%\$)7BEUB&?Y/Y)"0JQ\$G&->\$",@ 0|Z
M@CW2,A=^D\$4Y6),9A9|B:)<, !@&3+@HGRV|?4X W?|H|BH'-SX#"*=5:/S
MP^G4FEAX@4=|P0MR<<+;%L;LJP7|FDX|CU+?G|=;W(9W M_M6V@?AB08>|L=Y?
8(O)|^ZPZV&M+=RTYT;P_UK6S^|JBI\$-E_|O;3B#_V.MUAK%4"|LWW*NW(&I DS).?
L<(|6\$<0Y*1RBMT9|SLHXIV\$.|GUZROZIU3|- MCCL26R,NN;QF9X
UZ1G>9/9VT'Z|10_N\$Y'X_O/PR::RH7+|#:PK; /C6KZB MB6X21^_A2"U/G/=\$B//2H7(6-
I<|GP;2T-&3;./|T>Y'N>^,2>2L_1,,@DO MV@X|Z?V"-NQ(PKOMJ?7<=D73_RA+!Q|. ^!
<%8D-)2C_V,|>J.4I#!(D77\$=R!=AJEX+LO>*VW9E8Z0G@IBEOVL M+(+?
DA"+PL)3D..N|5S4/H|3E%\$N^>.|(1K/"8&Q|>\$6C5,G)7B^CASO2#J MY|H678?"5RJN)?
+9|<_V%>%G^U*K%8H)O;Q3:P4|A55DU<|*J?U.T1O@!QB; M?+!,E?
IL/OX1==R4IO2KHVS(5=|<=5%G3QOQFQZ|J9L?Y!\$9.-D)JHG@:X>\$T!4(Q
M"H2T58|BW.?.2??).E3WFF=@@67"A_;"'/D4_*\$Y(EUGBCO*0%/MM\$9:A|-C
M@PON+3|182,9^D2IA,+KQU2.Y(>F2A6B3(.D\$W_?H?R221&Q6XM;MG)S#R6K
M259|G|64|A1C504E8"#*7,B7LLH%I59*JB554R,ERB2"?6#,IO |((Q|8U ML=_@2|
\$.YWUYH\$OF;K S'9CVW!G|,*>.:Z4:/G+2JED|3D6=;3|1>NX|O>M9A&?
M<1)=PI/A,6TW|/#^2ZRV\$B|?3DG:G@|W9;|NAL'EA,HL+=H|*+X63, M-UJU*&Z"-0P
^GF6&_K)U|\$,ERL(Z|Q@OUGA"(B=5LZ(=5F*OD#:PYH"\$6!2 M^' 7?>/K@|B*V(C?-
S/|@JG,0%Z'*6-0G8|BOX=?|=)7*Y@1"D.)1HFORA(N MGQ|@D:7GMPHO87K1KUB
\$JSMY5GCD(ED%)Q^=6>2#<;XH1:LL|_\$FQG/<+(<
MPZB)%O;AHB!1+2ROM"QD%76,VPA:C|O\$^6V";S&>GSWZC ?7\$Q|L0UCLO MQ+)>?
^&S@O.%(JXO'Z|>#0SL.YVXSPY0T\$S=_K36J+?;V?R"=WSYPN(&.)|.MX|O-
/V6KPSG\$?|!%!PRQVQIU=WN HCR;:O9N5?6H.ULBZM4++,*VB 2(_?8>
MK#;.1*!1;W7QA-0<0I@>\$*0RM;KZHA0.&EYK1=@ "RNOE.V |8X2!UA\$G?P UT
M40=UH5VUXGW\$;9TCI^J.!.H+A.O0'(_587|@ZD-|)QTOX;L-|1^!L!KM/_M5;K
J17<)=XK'3/J,N_YWBAHC:|^_P0K8+IX6|;;%|&-YHNVVF/#A M;EO,Q|O?
_|B|>R+?;Q_NOSH|O?M|M|+K^BH5&O\$#J+F3M^AGRIBQ,,S.F+5.
M2BO/C!*.|033YJW6IK)CHC^X"U8TTU|VW(|U.R#|./3A5M|GDL\$G'QX_|V/
M&&NSH/&ZWK!|V!H%MYO:Y3-Z.*JP?K1&H%;<|WP6Z:(^Z*KP+! 6CCN/=1/6
M)31@M7QW=%D0*=+B5VV+-65/L>@|5F3Z?AI!"TW/&&N;H|^P#L,K
M)YR_@O'K4VKN2SEL^>TF0*_ (W:MA \$Z3|G|2V<14NR-|
MQZ,SUS8OR#=K2AEHV"4;>8>I%\$::SJRQ*B5P>KV8GOX!*>7E=:+&\$6; ?.,'5I7(Z5D*H
MJIVE#Z6D(; G7@\$G@\$C;:ZA:-BEZNXO424\$4*7G4|Q(N1@DK CNQ*4@2Y_F" MF!;
(G"ENW>ARB&KT M+|2"6\$AQP@M5_#.|#6*_B |6C>H4ZB*(=BC0P|%&?5|)M\$FN-
RXHU(P)T0 M|&|K^ZX7VV^<0X|E.*(X> M^8R^2C
@9I\$&M,MM* ".CY2V0"|@M:.*_X_Z#OBA'0\$?_Q,V28>J|C_-.Q::JVHQ;L M?
H8ELP3|!&M|X|>3K: +?%X_.NC"LU6#89?A3-),@KT#+|5I!&_1X.\$A"^2J MBS4S&-
#AP_"1H?N|!(TL.7-T2-M%^0-2|1-XH00PW1*/32._^G"C7B*UG7 MFZB'QAZBU
UW:&X"D\$H3:P&&9AR|C(N?R"V4*,"8|O&HA&A'QU|PGN-Y|@| MQ4K&+7N-4,-#P>.3#
|8+%/0_DC\$%HS|V0X/0B(|&|P9YM_8*^A,1B5C9Y|?<=J#)QD@'-4923|D8J|2(>XAWO;'8'
MI'>;VT0NT%3/J;./Y4Y7^L@B):2(6+9BY6HB'>'M4Z!;SV*FP>RN>N!VA'Z(:@U'_QP,DND.
C*88NT&?VUDG4=8>E M=|=%6-
!0"!:#HA&UGT)7H!^1;N%Q';8Q.?:&N8O(UQ0PJ,R8^+.(+\$FL,F MY|VC+2|ZS|Z. KLX-
>8VDV>K+6WNFM3.O ?4+XL-TUA\$XMF*=|!8#;->4&)3
M9X:#COR'J|B#BPTB1E+SUP_/H&6 |%Q|D3&!O3:25S|Y%=|) B= 9|S8K;:H

M'BT.\$B#2.R?HQ/BS>1C[3;+/U:17N@SO[ZU+)_+B(54[...7PL-26OZMCQ&B%IO
74[[@./& ML_%=B:*XV:B+A:4LMUI8&VSD-7=?:#3L:*F6I8KWEK;1.24QA@;V(!=YOPV
M+5C[%3\|V+D=L|C&3-=?^S_ ^>O!33"B8X=[31+Z3J|F.FJ%-|Z?;9UA?G>A|M
9|Y^2W^,NTL*TW::FK*6=8I=KU&4=0:"1C\$"*3%2@E?<..Q4(NA>PB.ITRYF|H!!LR?-D8
M;R7MTHY#H^F%)\$PM>B7UNVT!QU!7<|T=E?7!+5>TP9ZPP?5*ZV)&X8K;1(N
M/2"X(GW.JFO\$#-9W(" >44#P=#OCI-/^V.B*\$^G+*B9'&)FTQE\$!9Q_==,I
M'WIDEY<1%)YV&JOR_HZ)!FE1#0\$0!6(E@/'WQ
MW#D+7H5G_@D*_TWHPP2I=YNX8Z^9V4S-)^/G9N43)YQ?FFYP&;\D+<95TX!=
M+_1\16Q'GE4L6B|0W3DRSV6_'>&_*=4@?|TY+^N5KB.F^2_.B%1|M_ ^Q(T|M&?
Q'X;\NV_4PF5(2N>_0:PJ_DA!ECQ|:|_BV_WWW6#I,N)%S'P
M"YP\$UIV;JB"PNZU1|V+0/XM#:0G+7+#+<4V'R*+ #LM4;|"T4?2EA*6.;PW%-5 M|"BP|[#-
HJ1<^19 A! +@DY+&)%T0|H|@|@RI#K*3PR:(U451J C<20P +H*&J;=H:A#1B%+7.T8?
1G:DK7WLG8%?\$Y=%5E;&PCV.4G6 MEJQ|UJQ= ;|=5V/NY.(=B\$_-
VBGM!YJ@^J_3W19QF=;2.Z48^6O|2H+ ,D"0+(T)'D0L R0) L@"0+(!P MC)
\$_MGTCCP.E83L&A|JA&C@Q&CG\$5\$C&0>R3PYJO?P, ^V#AY6/VY',HJD M'L%Q
MQ8&>A%R1LB7"(-<76R170J|^D,M(>#9|P>PWP^K7WWI,QD64_D0|&"(C|_M 'X|A
^&>)RV:Q=|E"91O4&R6S'D<)>#T.P"2|NZ9JP1)O4&24A*D \$CP^\$'=
M/9XZ.DC.X6N=M|J3"%FA? M
PM4J7Y33,D\DCD\$,T_ QR/(@^YF3UJ|^3=0|NFZ|)\$GV40'JFKAN!==2^B|
M1H3_5T;)A+ #7COF;16*9U#%3>0'|*U>EWJ*TT\$4"9D|UKD;!@X=X/OF8;!@)F
M3|VG0P'3;XT*6WG2N\ _HJ*?"^KXYQ98S^?HWH?XB)2W\$253T8U'@;MAL?G|
MEC)BNHK V+MW|@?&4 *C@<#8NT?N!<8 F^IV=C6HHR/CV.;ELN;AT7/;7-1G ML*XP
%@;.*PB|Y;8H=#@|+ "FY=SR?%JYOX8I?>=0V AC3)_0=7&KME *,8|.G
M^(#6B'Q05@AAI#P3&|G8AKYU))GPZ6^6#|M@V+| #D19W;@!_XX,L)Z3F_8)Z
M+.WB=|R\$#OW3G)Y*C|KZ6TOY/EVY: D4 ,X&\$#KYV13ZRFXL-06
MF\$D#55\$ _5<1D@|@|HKE|)#(1I54/8L0WTD^DD#Z >(D!|&@0V99D+DYGA/5-2
M|J7D@UI\$,SD3PR&W9D*G|"+S,W7@E^#!-ISO=.(^S N|XX&"=+P4/4EA>3EWK@-
"#T/'/&>@Q2+^,FDDAH@1*"6D@T0CDU@4#5S5D+H MB&J'\$ @-JP:AL_&(-./1V+-
%X;E;6|)(#?4\$ _2,Y2S^ (0#T|^14%7Y=JED"TO8|9FA&%H)2D**T1GI* I)TAU4.(*U!
\$21MRYG/0U|. '@ M,?"H,) &9V#.,YF|)K7KJ#!Ti6.A>/MX/_#"21"BPG_MF-JQ :AYX_H8
MI0QV0/1|*A|KK9&V6|1% ^AGJ#9B|3&J4TEY" J1Q@A':ZSHF7+ 5B MB1YQAV+2M<
'A|^L9RLP;#(Q%L;8LF&KAF=CN:B%YYJPM: +%;P1ZLSPL((=
M/A%KF>Q2/|V"?C.)@ (Q#%00,(X|Q6>(A:YX(I4VU)8K0)%: \$ M(09?: M,-;G),LM5?
1@3="AJ!9|0M;Z1#;VY")XT>KY7%,'A|TL)F<)>GE<|KCD|2.6
M7SDNCROH|!;5U.9D/XLD%|9BYC\$&08_DO'.#>_9(GHI'5;:OIH*5FNP;5|N#=
(=5\$KG000|R#7F#F\$H MJ"/UOM,%8) Y78,9)?9NLC|&DN-7U|XS1=0;9!SZ|'"X<.)Z|
GFDE-RY 24J^N<)>#B#Z'E@-,PW|J:C|*RQH589&RRU@'C1Z0NN-")B
M+7LRQH@)L@|@,R'_ "6%^4PNN7<2IE@L;)K4#F)3^\$>NPZ>3#32PE| (Y3'X2
M_1UGZS(L;B KKG>NM0OHQ|H=K5?+ #&;)#K)V8XS%SNH68PRR,@RR;UF3E!.*
MO!%#-7Y<&E;8|)5A MOQIO/LK_ =88&WMTB?1;5UCB|!"|>F7L_ =>YW|T^W1%4
C;>_W%|T2^WS|< M?W_Z>O<|^1!O_13&E%FD=|-[K8/FOWLJ^2U,OE53RG)%H
MU*HL&BUGXC\$AB\$><>S.P+K;%Z&25P+4F^;0,P1?='00/G=NO;3L|
!:#G107KTTD4(E_DX:'S5%-16|Y6JF_7|6W@NUAV,% =C 7_ ^ M!|4YV|A3+HKL|
KXP!MW#FO|Q|L|^Y|PXM0-!F%:;!|L;|X*21!";!?"|@KL M=>S-5PEPXCL32I7|LFT?-
BGWJXLA^& W?1ID|J2SGX9=T5? MQS)MV&OK0P7%6NQ^CU<2|PV")A?
=S_O#|O=3B_UJTY;2?T|ZU'*H*T.|7V/ M2K& \$PK=DKK?
U71\$Y#44|35_3DO.^\$;K!,V3PORP4**Y99HV+7M=TUTY?Z.&';6^6_Z/A^4&NZIKRK
1&LBSDJHMP2J8^IWTUM9%T&K=N1O|(BX&K/R|!/?-R M1L|0^|Q/6D|NN S#
<#X(O'T"19Y6P;OK<<#3"U!|7FCAD?4CJJUB0S,2ZD3 M4T%T>NL%\$I@2GR
T;H%YT7Q1&N!&!A:PN+WWJGGPXOLT@K%#K#U\$(Q;*XB MF:_ \$)5.:FF2%;|2V;"1Q3
0R%|0S"RE|MM|T3=|P3>' .*|)S_ |=/C;9*0 MSRC@)HH/38"U-FF?4 >%S-
!#AQ*M<|4A5W8\$2:L>83QZIZTHJ|@PGGY|.\$S_ M*NMI1V9_KXF*+%)UO?
D<;U/L|3|4(!CKI90?4C\$D>47L,DRH!5=D9-1!D5'G2!=-TB4'7L|_2ZCS(0YU_H=L16
M*ZU:T%D#7!\$;,@&"9:&@D5P!*TRY-Y\$2P-+"#ZR4!4PX#A=NG*)RUUBP4Y|584E/K*1?
@8FG\$Q+ MXL6U8%^|JK5&0TY<2Q6|-F@1|(M6|=;H7^WD<(F6P|\$BV*^M8K:RJ|!TF*3
MZ8"B<|I8NZ_V9#I@L;".O+)9(CH#T8*+P*@RP54B^K2(%GS2H XDHKDBDV0S
MCV5>:*_*>:\$T:D^YT|-AE=5G%FG+O)LRF%I2/&|:16_3+H/<<#EN/B!P1;L3
MR2V>A\$!5;:M#OL2XS!+A;573!*7>=36^S,*L,0W;@H>4N-"M.@/1ST*S:F

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MAI%E\&AM)44-7ED\I)1\YR/<[CGP*M/_?/@K\O'C=AO;<6FI0\F8XCM5+;*4 M-F?
ON:!"7'E8#_4L1HVGZ^B%JP?
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'QKX0,*:3DTKG/!1(JTY2.,#VIY*IN*EGB;EWOE@D4_J ME27S\K+!/Y_2P\$?2_40DK-
D8L5BKNLCX)5CF_M:MQHY^B>3X8U'U-&JY\$ M5+,1=733NR)U1"2BRE(EE=(Z-
1Z(MS*L,1+M230TK8WA)=E8AJ M-J*.J2W1A1^P2\$152K/4NF+
<)>2G0T=/:1DC;MG)XX8)+KW-L"21/ &J*"X) M-
"Q+_00J(7_\$UO\$YZ;*R('JB8"JHGCRR6D!61!/!"HO4J:L+*.H>IF7|PK?&
MO!/:+TTWN(SO2V59+.-RH:A\J3Z\3Z#++I69+K>W9\I=J00I M\I,;K40\;5"FX|
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C+%B\759@R+2"T*-YCG<:;\$U5Y MTNI!39<&^PH\$/=)G/,&I76'O&@B"SWURO[G;S?
KA9J)S\$@1"V\62.?T-LK M@)I 9T^P6T"H\#JM\$:^1+Z%3\$^CL"6HK"AVE=(X^V=*Z-
0\$.GMR_8I"1P6= MX\3I"R5T3E3^IBAT-("W+.: "9UR@:CS#EM*WJ9I"
<+V52(W_85LBG*<=W6 MB/>|7(KJFD"G9+.TUQH-I4>CF= IV2SMP\8QE-I)'1*
DL'TK9H+'1*-DN' M !VY8341.N4"II\!X*B<1_?
2+)4U:|K+;WMKT\3E.*4UZDFSM)G0*=>CT5=;
M(Z4R/D2)G:;6E2F*7EPT5SHE.O2Z.O2N&@J=/:5DBD*G:Z\$3D.AL R?QJRAP M>@"-
*A^S&|TX<&RL2\K"FY,7=A=/_/I %98VHF/G.XE%|I >.O!"XW1|I#(ONSH+7=
(R8^2\5JW\35E\$YMRQOB\0 M\&"T:V\X<,9B2:%VPK#-@Q=:|!-#6I@56NB2#<
(\^!E/EJAA2\|+B\X<&9 MW2D7^H0\ C .B<,8,Y(LD"=W&BE7V\$UUM3&
(H3\$"#KQ\!G9#(S MO&=XA>5,I-"D)OQ"J.\$Y,"&??+!=WZ?^1S*F4|>C\%U />H'+
;-8OWE2&#| MI/X5V5@40<4_(WX95CPX\5%P)S\NOX9/<+S\77\O"%YC)\P-
Y"M14D(AS'0SE*5!302+,,^6>WEDZGEFT!+>&+5PJ4S.0H)YR/J;@<;OA9UFZMN7&
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M(!B&S7YJ:,KH:;D KO(7%%|V0NVW"_Y.YF\$GH?.,?%<'R &G\R_XAV6C-G< M;Y,
|E|APL|>\$,#QB,@"1BG5,H-9LD>MW1B+D\|JF,., PV#\|%O6 MM@)\$ &
IDCRC0XX|E\9\BOKME,+K)Z^1=>UGS-OE5KS3_"C5^7\I3&.R5 M8;|;SYN<.LR&
<30%NFSJ'9D8=U/%|;W3|= \$5=KD\?;W/V\OGLCWVX?|T|)?
M\WXC'VXB;%'S8QHML"7L'E?'5JJ2ZWG+@3FL":| \$5%;BLUD1LT0X\ W1 K M\U,4+)_?|
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%,MD|EKH\$ _\$<62*)TLNB&GYQO.S1Y_9%V,0*_ LH"R\A9F M%TQU|)=D
MW9\$U*5\$H\Q0Y)R#4K5W'R6V.LKA152B3>LXQN9PGS075C: ^OE,O7+BROE-7
MRT@IK73&Z8U-#4S0/>5!:KP%HB:|?A&V!9-DZDUR5659B(I@"I'?&FFBPBMS
M+PZW2^LTB_.+1/H)D:X*1OI (ETBO9)(UP0C?9,DS=)0_)7A?CK'#RIGXUG/I*0/6-Q
M4A?JF1^9P\$,\$2Q@AM6=Y%Z=RC%Y!=|;9(UUPP(>*^?6%TY0DTB72A2-=<," M,I!
(+^L8O-(.SHSH12,@WZP@H)XL!%,N'PL.9U&'K9&H:;KX) #341!;@E7"=<,N
H^P==T*5T;Z@W*"="S0Y_.7-N400*G"1+0 M.X*#!#2L=;3+PS)(H\$)! I*_CL=?BN C?
G'_SBNHEKJCGLIJWMT8\TQ&.4RK>|X#%T7 MT)60*?
\$8\$J"X2HX\ID#OR@)B\$JZEP545?)2O\RI<&^H@2C_%_&9-*7NEC!8X M4;2
CA:0,1K%)|);2&+MHG-ZB\$:S8BPK8=<|9VK|81F/3U\DMQR8.;#JJ6TUDBWB M4%-
+D229LRK,J0AGSKYD3LF*S,J 9>#W#@68 ;OY|\$I|1" B-OU/!0AT3+OH
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>;J>/6,11X=ZQPX2W!0;@^#%NS=(,33<@Y,)3@FLM<5T6>A#H&)%;0BSP"ONN B8+V>
MQ*O\$:XEX%5SQJM>7>&VD| ^+&P\$". %L8<*@NY|!|@FM:|0;|74-JSRC2MMP#
M,L%GBKT#FC!)D#4=9(*\J=UFAX9AA+B0Z-"7 7SN\$%DV15XC^WUD#9)OKC M9\$;-
T*;WT^_TA3HA|;|X\OSV)PN5M&|'"R9./? :;^YSO,WZX6:U|Y/_S
MV^_4??:,Q0P)=>U1PW_"43W\RS\;|N3'VCK!6RFLWP+>&W@A;=4AHO5N&>^)
M\RI@DBP_\$V\79&\$;3L ^H_)K<4<'J|P:\$79/Q&GL-
I&KAA^'POKU"B+5N^V!RA=D6;MX33FHW)&MNHQLW?+),K|_Z|C|=?00-MX/TSC?
3!V@ (U&14> R,@&;>,VFPQ?7@S_S=.AKXNRC5&X\$09S8<78G-\$OE

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RKGX%T2+)>GA(:Q2IU50^ .5-992_0S?/?@6X MMLL:|2|4XINGB : "A_ .3A%@@&Q
85@%B/Z6?=PFE,\$F(5A%@5-9'S4,;<)XA
MEP:PHIY/N5BO^>T>AC;*18A8S;%2OYA!1AS\$+G(*A'G*<;XEA!;0:S;J0#\$
MAI%R(R|X/)|V!NE)<(M40MN.?A(55HO M^?.P/9|3!(H/" ,1KQ|Q-8'A' WY9HK#-
:K#;*5=;PDW DEH\$2REPP1(5JO3, M-
1\$LRA|=6:S<82>D&F^Y\$^D@J>7IBS0M\DEK|9@|/TPCN_2._% ^VEO^#=2S')"
(VIY@4EF."%+ M43M#-A5LMK 3/O^EIMT W1)5
M;1.^5+_OU,9.!@|&@.3)@_='*^K_9OD3V_5#+RUW;|"/< A4I>9UD'QXN9/2
M|_WV_73|6_DX?K|T|_ (T_?KN! ?KFZ>O|W>/NRL58X>1>VO5UEX,|ZC6:NQM M?
4%FKFWZY,7P+#+?TF>LI> ".6|T+| #G1)Z|6,"/N|T,|?V8MR&*9XLF%|78WJ#^ .G-0_GJ3FV
SR*V4WD_@6| M:Q@D&E'2*P/7=|7U8QSZV)?#7|7F0/F\$7:1A!6>,\$O@,QR1N&/B62:-
N'2Q# MB\$3905%KD%TR7L!;J\$|9WPYX!NM(30R6EAJE6VYT|0!|1*..'?'&3YC28N>9%
ME'#Y%Y'65T3:/|CSUPB<*F&QZO:N>&7CYQO3GGV!8TS#3FHEV|W|J|&FH'4N
M"/H=V1S0#+D@L\$P+"D|YH4FCER6KP\$,=E|C.LXN%X4&46_\$|>>+.YU:RRK8+
M|.SAJGDT_N@Y-\$!T!109|G-KWXC+5C|X6T0|9'CP_7-T^=K2!|2;L^|MQ,BS
M1^,K6!>85S>TS>1%|*3, !Y"*/R9XSTADEEL;7@VYHDK HN N|?|!K2,.90LC+>
(3LB*D_BT MA< (PRG|\$GI(.|9A'7H3P\$2TB)|Q'I? FED ZC9Y2)X!TM&+=C%X+J@**%LL
M)SZMV1G/!7NG'X+H"=8G9\$9OS8UG|E-+4*T>(C?2611%=:NG\$SYR5V_(05I
M890L|SK|+OA&F!&.(V:\$FLTV|TAOZC+.-83,TCT=2EI=-R48=-IA%H+Q+/G
MSJ,3)H>A+|YT?+@>KGAA2?L,V,8;^WUL@&(^H?X2P0#F-*|: GB\$-L<-B_|
ML34%!@.NBB&.(G IFRENI5-"#=QJ4|3U M=XNN:S|Y3!\$-2_+%MV158+O,
|T<>|3X<6E,88Y7AOUJO/EH&ZUO)|!S;*W8 M-K&S25|HS>D|T?C-
7|>P|\$.P0@Y/:%B81=8V>HIQ@|0WW7V'G|Q^?V_ O M'|=W3^3VG_#S?1.G2B1-AVZF%
<8F/|HW8%>\$73W>"06+=<%%&,|Q31PDF@\$2 M>FJ!# ?9L-*S4;YU+;9?9|H_+V-
VK8H%C|X_!T:D0:8AK>S6Q8%?^B=(W MDI=HH*DL=-4|OR_
<4PB"R0=:D'0ZSR|3OUA-!H9V\$%DO\# 0G@|+Q(Y> M'7V|E*C9(V4|)#2/-
YX;VS(WKK=PF86#+XZLDN58-X:F;_86!(!+!U@ "Z#JPI M?;!VK&A_&\$FZ*,!;9'&#|?
_AIDORK#8%<-|6|X";S"9X-W0D3SZ'(+D=N%" M8X%-@V|O;L#%)*)8+DAY-
|0>MD;PJ|CUWR#_|V"N3WZ_P%02P,\$% @ MQ(((61KK)WK6L@ QTL(!0 !C;@M,C R-#
V,S!;9&5F+GAM;.:R|6U=; M2Y(N^MZ_8ITZKR=JY?W28W?O@;&|BKUM| 96U>XG1N3-
5I>0:\$EX+?>O/Y\$ "MS\$T"">64A.SJ+A=@K/EEQ#_ ^5K'HUIP|&_87_E?WEESR(
MP|0;?/ZWO_Q^ ^A|<7 |GO_+O_R/P?@ |XY_O#+VV&|/,^#R2 |HXR3G'IY MHS?
Y|LOD2_|E^|V1|WM?|9=/?9R4X>@/%MU/O|9?*+8\$+=-K- MWX|^U4DGC9(10M
&5'0>T,H\$DIG_8@|*!_|??Y7KGD*2AC0.B900%B@?RE M^E(L8S8*R;_SK|V^ ^_.N|_
^D7Z6/|K_WX MX21^R><(O<%X@H-X^P|Z?)|_X=WT>A?K_Z2?G7<^|?Q|_|&\$:
<3!7T|!)^ MF?L;|3NX^36H/P).XN-_7.< O+O_+++U>2PU\$<#?OY.)=?KK_|?C@,=+>
M8)KZIW_>OT|OV*_3XBGG\$#Y=F_|2_CWOF%/|_|LHE|GH;Y9<0>D*Y_ ^M
MG;_KRIB^\$)!10-P9Z*=Y4"G>\$..L3U|=|?/@|0+708G#1\$ _NRF>(?GV&LI
MX\$_SH%MW|T>' +T MX>#MWNF|MR>G|.?'=X>G)T?
O3TZ/|0_WWXX^O'UW?/+N_ Q^G7K^4#?7C^A@NUD(?G/21ZD?+4;W4#H#^ .|7^K7
MO7#X77E|#+D_>G9Y1@^(UZ/^+6*)|M?
=DV\$R,5YHBT' Y93A*>40&\$_W5=" X5WH)QCG|VU|FHM|^|A8\$*L M?M>?/!>U?RY?
M&,">^Z|(W^,8_/+|8#NC;|=Z?O?%9"3DFD01X4Q_49C*H M6')@5?
\$F,66R+UT18Q:@ACQYXD1_@CV!C-&+ #3\$ -63#71GJ" ZLK;MB5U-
=&B8@V6T%.5F""*7*CB-7AI\$FA"J+T. M!KE|O52X9WYNG@G+"+L#!A"
<|^'@9#*,_PXM4K/1"Q2H(O;:T_T4'7DNL
M^\$3VF1M76A|+CT" TU/PL4_ZQVALH9|A2LH|5S595|5Y*4R%B_Q/VTL%@"R|Z M\$^Q?
@T.%*(-/8'PRH&22@)D7"\$5%*T0V+OC&:G|2T"Y0H)W\$.WCSC_.\$UI?3 M.OP-
>H/XVM4T6>FL%H^SF=0/%@(|G&068?B5>".MW:|9B/9!0(TD/%CS8M5 M-
7|ZRCB^"V;|DU7V|0U,*ZX8B\$*HJ25H'3T\$&+A8#.F%'B13K4^ ^>>"V07|
MMY'T8PK(E<^"&"/+ _LU,G|T^9)'==&C_*7:2%_SP2_.S_,U4"9LE"\$4\$-K1 MH65\$ F
MY?'D&EM(1MN0_@@G/=G%/(|SOA VS;G+B3,A&K/D*3RI0(QF|GL!;TJ%X B7 M=6?
+;/_5_QYF)S1&H'VOP*T\$2+XFA|67D7OH|0FSLC5K|C#;(%_7SKE""/XJ!K
MUVZWL9&3+TB(CBXG-3|?EW\$F5\$*KI;GZ|LJK (O&&W(OCB;M,/D6Y|X3^9
M;3XUT|1ZO*DKC&<^ZL1X|L"Y0CK|)%3GX.A"P8G1QSLA46E-D+IC=YD<;'73@
M9WT:#4MO|F\$X'I^9K*PJ@D&.2!Y?
0K(*=5&@DS5>%5HDXXW9&0I'\$J1D%>0>M0ZR*X=ILC

MS373@5OUMO>UE_(@C<^0SK*470(R?#*M5\$?P*)D+*R46NW8W*[I]_O#=#YL'+
M9/Q8V69597_L#8:CJ65|9>W>+/X|B>=M;WQEI/8Q_/X|I=B>=,NU"8?>W%_ "F/>L-
TG./P|Y6B_X|IRWRF;%%M"@-<52\$|HB%D6JF4HBBG?;4ND2MZS7M-
K.WBA&/&>|>ROC8_/4'AW?M\$?M?LMY*L)/?1SLQ0D=-)-
>'N^=#R|DS,3!0_D08"95H)PY<_5Z|G:5*#@-BA(>MEDD|JK5=-&F|R::I/V8#
|Y+|EP|FKH8E@/W0'NQ:5407="1J0K7=>F"F>M-^##+GOS'4E|1F1PY?
#U08##=#,O:BR2#4=WL:D|F68SH06P4:.H!GSH(I)MX\$5VM),OCTQY#*ZU\$;|
(KMTD3V>:F4&?E2/+/|T!>4?H&Y5E)-O@L"W#-.R2UA MNH!WO/3(?/-.|+TB.V7-?
3@_-\$%E6T,,,CJP<5VZ40_'2('->@5&63DZ3-9#|MI=#R%PYDSS8MXN,F2-LS?
2(BO6%C_2|X M^\$P|I=W?ZUBCR3|X7MU@RLI.4\$;M0PNU/+G!,&S M9EIG(R/-
K6E60K@UZY M:.J%*ZN(L50!\$*CPJRUZ733
M|PC'HAG9<5W/|.Z+98)I5@P(60TBY!:.|I@R0ET(F-.V69J&CA#|U#A|INUL6
MWGO@INX#KE&_PU7EW+|JY3N(ZQ+|16 LA M(I/3SL=8),C\$|B!>C?)?
2F*80HGXA0XY^)>>_TM(|#&>OM(DCJ_/+|& M(HN+|:.(Q")LO21@P6&V(-
#3|DRM&RA4_SFKOWT/4Y_N")?A"9@WK6J=M_|
|0(H2EH"3XZU|K3PJ%"R2D2^662=7XFI2-DYR MVL?QE|W!|'|J!..K|NOQ?
|98|5*C|R:~%H-W%\$KF8YF"-TSJX(OM;9_AVG|_M;K-6M|-=1!8?O|*G|:Z|>
<#&83\$D:/K,*|I3A/?A_G\$B@E'<0',F/|DL: M0P(0SBQ CX4>|B/1H|WT&|:?
5X#7=C%ABB0._)P)X#|V8|UL2J(X_9+WSFLZ MYK^GA3E'92|.+G'4P_YO)/@QG:RU-#:/?
Q|0%/KE_>%HU\$O#T=|%Q6B(|L4G73IL",&8Z+C#6Y2-5,QS!_) \$IND|8|**Z_V7?_T9M|
MV;|<3X;G!+-
W3BL|*B>T|&AOYPN|Y|>|3ZO<_3|=+Z/N&WJH2VU|7&.F3P8,C_W+T>C"M8RY,J2Q2F|
<.:!2DN"~*0%& Q)6>3%0::|UU8|N"/ M1L/NM-
?|W8+|Z3N3|BVP|0TR'H*RF5:>5"R@?)\$0")DK3Q9(6&V/H:VGPT
M/QJ)&NFEBOK_.0^~\$|RE36 @QG<-L|3)EHL,*G|I-<"95"B%B4\$ "QX|6*|
M_|/3Z'XT1G6DM|8U|8>7589'Y6|Y?9Z6>(TGH^EX@/;/|.Y|'M3N-WOCH@;
M32LVZZ_E|5GR+|A|;E,6SI->5W:3:SO:QX/"PG^(H|FWVK5>2W.JY'EBRJ+KHO'
M5@:VIF*SM@)L5)QV|Z%|=QYZ^W*P6#1B8I"2,*"R13I?G8/ M1*)_M^SULT8
MGD>U=3RI@M5;+H_|%G90?EV2A|OK;O-(RI5W*XS+6|;<|@%1-
8|3%R=8)|8U1YYD&|MO MG&74T0%CWESV^05:~#:&|?^+@_&(T_'KE3ET7&RDGF0VR
|H70 GD\$ "RY,LR0 M'U4L)U.@==>|A8"MW_5LKM)AU_KHH'#G
SDK,U#EH)W5KE;U10;"F&O770DE M*|IT466UMY?50E&&7J8 M_Y9JY6"(\$3 Q"
<\$G&35*KO1"\$ \$8|O RQ"(S=NSJWE/#G M7+UZB>0ZO#KGBK(Q9@1+)|@:Y)/252|F
"\$4X1(\$YR->@P(6NSK70WS("Z_3J M7#)2YMH|KBA&IT./MP=_?G9P>G/Y^_.|H M_=
|Q;^|JS<'>F|H/#@|?G;3HX+|D U8NIEAE08V*(|JZFW|?_0&^|5_|.1+
MSI45MUU;W_;&-9=|.^:EK:N(I%M?6=F3/O:.D9M2|%*|H*YRJ\$F MI@ (Z62<'!!
((2JACB\$ "6%"3S'+7M8*|=&E:VJ3C15G)Z|>_ =TMSJP)A?"O A MGG|O&%D
=D>%/"^\$O)GBGFUDT;Q*>NCP!8Q6\$C#O; <8^4UNTP|1=1O-.VWSLC3|G"@W?
7(I).AQ_+XA1*\$5"#U8G#|K* M>E|5&C!%,QM#|N&A4S7S_LNA/33(I00\$;;49@=E*T_
NWZ| M%#@&X#J-M%KC-F&=-5;HX75;01|<6U\$R@P|JL@F':T@RI5,PX.,'\$!SEKG,'LI
M'DZ|>:V\$><8JVBQ?EE%#USRY^H8VV/+FVPGV|^%P,GO?O6G6:404.1;PH=:A
M%YX!BT= &7(HK&CC6UE7P7OADV FU=7_%+FZU%U#*ZH:=O=P|WW"W|QMGG;U
M&| ^N||=FG() "@3?7VS0@)O62V =RJGDI1*K4N*7PCU)W47 MVEH|TGT'I_E34|+?
#T>Y|WEP U4XD?CL=X6!|U7J+)|#_|KG|XC/>MX&^#PNM
M@V_WCO8/CC/V>_ ^=T^|7PT\$|:HY&'WK_==E+5V_SS3#N+(*26;0NI H&'GH M6\$??
RD(O,HLVZ(=|33L=D|FY?)|M>:|6ENDI*4X.M>|7UL=S4?|S^%H:D76
M3AU7QR4.TH<>AEY_.EZSJP*;Q9_<<>7-"T7P"DMR8I&E.(Y@M4J@\$OF?Z&R\$ MJ+07-
N?ZFKVZ_/2K*|GA4:9H#(|B#+EG2:CJF640(C%KE.6BM+Z8_K,D9RWO MS*9*D-E>0L
MP:TM*FA8!:/DISM9%&KDIP74&"&)&)PE-J(|%:P0*YBPCK NM0A+(@I2BU*
MZIP'66|7<+2G)V0|QE|'|FDIR;#3"QQ!!<50#K=.D2BY?
H8R,E.487|9Q'\$*%6SQLM84:@M\$8(Z.7 MJ-C6-VQ?
9TE.MWQ91@W;5D)3C(A2Z@#"!@^J1K|0R@ (Q>^93U\$;ZUC&472O)
M64K|+4MREM'=YDIR_C\$<_9/^;A|O>A/L'^;)&<^"ISLV!80DEVI^2*7F5&'@IZ
MI8\$<'NZ81Q-2H&'% ^+^R>:%|M=UL*+K|_WI-?PV*8_>OT^)|P|2|\$RF3B1
M|!R%F,G#SG1&4G_T:Y(8S;Y.X?S*W 7-?IO6N7=VG,4^K>|HJ|.F8;\$HHV>9|4?
1MG6R=4|2'^RM0%;7ZKY#CH+HOZ3MG0F0VI M.!LDZ%A+P1+YE2@-!
|*ZL1A&MC|OW4Y^!;@_F=N*N2_E0,.^LLO6RY/\$KUXW MFTA,RI!@DJ?
C(3"\$4\$|+:PH3&HW,"XWP?LFS?

Q)PU5L/+]+BW+G&ZVOFEBG#S^ZE=M3RWF%9:Z#L*VQ8-)
>D\$)K<&!4_DVU0^ZUOX|Q#RS|+1 M1^DO'!&Q1(:ZS-&|M\$!QJ*AH,F!H|K9M&X<_/_
L="WOS*,*H=AU |6-NH8 M9B>9@XR1G
XF+#BE(DAR1JQ+V;/XLVQT&XL\$EN+T9LI&E^'6%A7=+0+[9]GH M=K*H4?
7=2RBP10S63DAGI08Z?04H|FJ%FJF#9#+G2"Y1%)WFL3?-W.TH&|T\$ M<9?
1_)K*1KE7GB=N@>LX8:ZW35X!5*0, 37GA>W0)SEU9>-+J6:|F&#
|C2A>.5C:YB\$;4YD;*1A0U>28S'+0&?JYG+MURAW.1.Y2LR|8XVO
M8V#5_G^|>7>|=WJZM_^-&TRG>NK35LY?+@RU4;R|'E^!+|1Z.#01GE_|HD M)E;*W%
(0S)*"P0N0ITSF#4X2?X;LXED8DVTKK5;|!RF5?>P.9|_Y928G+@J MM\$#!:C\$ I@#(A;#G
ZU2(2'UHURG|*SK@Q<4QX|W\$*:"7Q;I5')|<|K,P'I14I&>+*G6 M'64W0)!GG/O-
|&.9T3?;1NQ_"|6*GF#|Y_=1P|DI32L,UF50BI;)24EP&DW4
M/'F+|AE3=>8'K|_5:2CT82N)=>;3RN,#X>#48Z7HQ\$Y2>_ ^O""ZTWG';(Z(M :R-
)3FM5<&B^2#>65L4,+ 'UTWSYV'9&N6WL2R;B+P*#LQ9|,&_ /CJYG|:
M#6/:5S')3GO)0,,=9I-9('8ZA@91?KSIY6/:X|GX,\$ ^&Y?MJZM|_S:5N@0W>G#+F\$@S
:PK M?*)0ELB3 "S1\$9DD'4D^2F"FL"QI\$)Y3>&\$|81/4B'?S6%MSD%+54+18:X2
M0E0"739.R-!ZT.ZK")\LPX.EPB?+"Q:PBR=D%SSU-,H'V=DQ,I M'=PUBLPP.
(_9Q,19M_6|)=^%L9?AD*94_74G|8M%WX!7/@7;M)2P"KJ/PR9/
MMJ*4|>5J7(P>*^A@|43).LFHL !+C(PV3?X?|;T)>"PEFE LYH|O1*V#(,M5 MC*Z)"N(O@-
>5"OPJ\$PO^%T'!,A9L+|E++E E3X *8RN&J"SX: M0W|8QT0)
(BG>.D/_BO)YJX0ZFXA|'26E)|_ ^O3A/_; MG=P^/_|@<.,JP_ ^#P MMT_ '1| |=|WU|>
<)>E@0|=9FR+|/!&B9*3RXN+?B^/WO<&U|FVSR.10QHNCNPT&6D;1F("&"#N M9
95LJ(UD,/FF3!(VY| "M% M*7WJ'8|0=|?N/? 37F7S;0W7%6*#:W |R"N
MK9E%8"SC,"ZBU/86XO,NX0K"?ZB^%237H2*M0%:T-;7O:66D)CA<%0B>Y<1J M_%PL-
QWTPJ8E2,X5/J2' K44!(+ M+&0C;5|(%7|&<=<=>NCX+?26Q#UO(K(L(_RCX1-^JZ?
L:>^=0;IK,L M9#162"A,2U!H-+@4:251" _IGQ|_ NG|'N'O^T=OCU^|V'O|_W;
M_-.3TY/:XMK3X03|QWE,GFZ<7-8X' |2<=>|32Y;..B"KOCI7Z|RNO'UYT*MK M1"M'S-
8JLD;AMGM Z@/W*IAQ'GW-M_Q')B*BXB"-)|LNQ +D8CN(RI)3;7@Q
MS2NE%L&U|E9YK9.C|_5,57 57!!9%65,:UKFW-0A"M1Q>|KOKF|OBQC.A;EY-
_*V_KK+@Q|9DG=#3W8AZ?#/OI MIH(RUG%&=#
(+@P&4X9PV39\$(JB\$/-4K'(CYCB2_RG&TK45U*)<..Y+GYPF;C M.?-H(4B>0#\$MP;7
()%=9G+)A?3|L|!Y-=9TKYD.CD)JQ=,'?B&8;_/7W!|.
M9Z)>8|S)K@GOI4Z"|DLG0\$GTX)VVH(L1P6'TFK4^4!; M4N4:V%AK7.=2^< M%EU=K?
X:TV&>W-SOD\$)Q72(4|D6MOXAB,3 Y\$ 866*H_0+'RA./V 5%MY1B
M!Y,RC_#OKSKEIF1+D1R,4094Y A\$00#1:CH\$E:|MNM87"/H1W-26&NG@YL,I
M_=X#\$=RTR5X 6\$=NZEQ0FW%1FZIPV*7|_I KY@,LQ4J+M-5E)&M9:=I(0S>
M+\$9ADY;EM;7I=9,C&=&WG\$_(O)FV7|D^_,BFX3I+ M#T+6D>8ELE|H0OZ4,M(E1
RI=3>'.5#6;V8T4M:PO:0;^JO3@2|ULNW!^07V M1M6>NG%|7XSRE|HS?
LTWMN^LZ@F20\$E6*.#&,^)DU."L
MCZ""10*\$HT35NN"|BW6LGW6=I^8VKNX.@F=/V.YW5W@FC8FN9 E:5|;B=)1
MS'(!S9"|GPBL%VR8N4?>S&.+K%?AJ/%:T"ZKIE9!:=:;
MJF::B6VM=3/%6LR|3'9G!"C+-7A1+!@G)9GROHB0N|PVMJ|N00CD690,LHST
MDKH8(20G(5MN>10BHVO=MO35ULTLP995ZF:64M@P@X\$)I=BPI*!R64TLM:XTR+ ?
@8FEU;AP@&HE|A_ MK02)H29>)7G42I
GXK.%@):!D"QXISWCB|W|VEYBK|B8|(87RXA|C8')E'70 MB@E D1,HXP*MTT7(W.=L9;
(RMC9@7D%@|J0^Q_P='G/#YC M3|@<+:JY'5W|J #!*82"+&K0;5G,%8X=UOY+)-
U!NYF'9+18TD7C7E7(W>Y.S+@1;3;ISX.)CA(|_|KLC>M95WI!G W
M.%;.8*Q|/(VR%O>>NW?GN;>6FQ%6>Q4TZ"@#J\$R'K#=90?31<,U%2+9UJO-Y
M5.TR%G.? =141I7TJF4Q>3#*JEE0P!2\$Q |Z%(C,)(K6;_ "BV-:5JVC,D?F9
MBH;JV)8TQ=PEO?E6'>FK/EE2|U|HW6J3R&|N,H'SSH%-B9;&R8)|>/^JNQ?L
M%M;FTQ4MZ?#0B&BLE@|B0FKIP^XB;@L +&CS,4"|#:3PVBND6ILZ)>-D2A MP'@;
2WPF"19J+1S!U/(B,|62|>5>9+,A*R M^C|'YQ>CX==|M|PT;&EMX
X22P)4\$*PNGLY|SU\$%SWEI?G_ |24#K=VR;JW#8 ME?P|B'. ^N>SUTVUD/EI? DL.9.
(UW"|DK9-+|)K%0LHHDK4V6^XCV#WUKR#A M#C:#CQB_D(4_ ^G9WI3?
0D)."TO|8&U.QLGNPA@=&5^N!*4#RM ZO/4\$G-UC M0BO9=Q#R/!F6R1|XRK7YP?
67=ZXF3XN)KH%RH06R.MS)6T5>82T+2'1BEFA9
MX2A0Y.:JZA<%MWN4Z48O'41*|JSK)UUN30H8W@("T8H66)F M07#;Q
'E'"B|1XX6,G|,!:4Z%097T6H2|L%@V@HSC|_?9C)1Y.0*Q)RF339|
M|<93P&>.A0<52F|MFCR%9Q=)T4CZCYFA._-=?QL-Q^SVJ@I<29!FMI;/B0# MGD L%7-

ILK0N*A=9%6\$|CVB)VM G+-E1 !H(7HR7YY?3\N6W^6*48^~J\$4>^
MZ.>IV.F/A^.)KW GOY|F+.E\$+I+;TZ*:&I+9F)X<71^V.-DSJRK'EKGI85
MHVCW\$.4NLZXVV&>G\$7&3\$)RXEDH9'QI0_Z<,*;.. "LAVJQ3|YY)3^'9.1(U
M\$ _XZ>FH_E2@^Q-%57|!NTN.//K|3K/?3BUE?,KLH)0M/'&2;|LJ2",@%N3Y>
M*UV0;"F^MG#WA|4GLT71,EEE(2M60-%K|L%A ",DON2|CKSYJ+S7E|Q>AB,O
M3F8OHXIM268_-?KBPTT?5?(FOO8FWZZOYTZ3)C*9Y*V38,BIH%U7&G#H(EB)
M@6=MIB|%FX?<7(/ZNI?LCSL:JX\$>=I<=?#HS2?.U4&-U
M.JZ@UZTBHJY.2*JEK_3.@O(Q PKIP<5RARAT"4Z)IH/:WD&T@8&.JU'N8OZHB_03=!
MM\$4*7K1")M!;2+*0P1'1@&=!00FFN%"X|&YM#M,K*DYWOA H>2/8|.)N#"U8-
;*0B6OLUAP@H2|F## M6"2)>&:-
M#XH,KJ=J)8;.G!"D358RR>L3|Z\$UK|X(KBVB!MM(N/-E=%%54'Z MS|OOI*
|Y_7|T#UC*,NM2+(A2+Q='="E>"M IY|,-MI+;8/AP.JG"91|O>A/L3^>RI-
|DIF*!\$D*U#9G|! P9VHI|;F%RP_*,WXZ.WO|CX,.T^.|M^|~|AW_|Y.|MP|='TW|
I=W00*QQ^..WCSX=W>R|XCTH|&WVFC\$?'@YF RG M\$P/_Z/7|+R_GZ|3.RN4?ZQ-
6HW*1FV?=?* 8A% 0;-I&,EJHSR!!ZVU):^.#F0T\$4%: MOS+&D)-K?
0_C24";#_:OH/%Y2<:5)=|%@.T*RW4<8!\$P755/W 6RX8J(U17U M: KLJE+N7/69.^-*3"
LES5NPZO;Q2!6\$|U|H=W#T9V00>6+UAQTK/%EA-O8 MI_U;QOZDSI+|1^|W!
I=W?:Q#3D_W\$|RWM7.KA&"S|A4R||I\$Q*B?L4V?^|/@- M9/M?+O!A6VDU#%)-(0TOQ_G+
I:CQ8%'&") (500EBQ)T*\$D#G\$ YA=DQRQ=1 MW/V/?;4*6T\$ZC=^T#|V2QY-
O->^MK*.V0D0'6&I@D|.Z@K8)9.0EI2R,-V\$! M13WXV->JJ%6DTS
_5*\$3;875X?|7IH"FKIVTS.ZY\$1,80Q,*H96IVF+ MUH@02@DYN))QL5YH|
(@|)@M|=VNNS'_Z+G@IC63;|!6=C>AF>N8"F);Q4);6 M^R8E+E*PBXX4'Z)#;A/*88+3 ;B-
->97#):F!;*Z8=)F,6&J6V54J? MXZ*L4^?+R+4#1_3H8CH)=/#YQONZ/FV8S58*0L|X1:>-
-1(P|MK.LA/:"-+M;CYS8S:4|9WA|?3T<-I& R%WD|?'XXNA@0L'PX'UAN;
V#WFFRY,E0K-T&MH@:O(X,<(L6S'N=6@D"& M|)=(#ISP+1O'6I10SIB/SBARS(NO"<
MT;0^(TLN+\$O954KU/I+=T?0*\$NZ@B.8&U3|&OCHP>J6WH33 M?R=YGTG.BPZNQG?
H5%&2|K%@?9T*56Q0R1MINGK5%P*X.RQIKX|.6@%^#UF, M<##NXW5)Z*?+4?
R"X|P78ZT&J64AWRL\$QV?9;U=|*!5+1IC48"W6D#15LA8 MT
=L/4/|!3|WATA=Z:;#=#H+?ST)41;ED;GK.3P/*\$0(3"\$)ID03F8)MW-;|O
M46QK\$1HI,^5S'/USC(T';IX4.??.Z%?H6Y8VWI#QM<;#;5;CV0@\$W*FD| M&%R+('H?
>?I5_+S\$*!@CJ4A>I:)4 A=#!"6B-;E#+9UG|;E\$*ZK
MC*YS3LVOM&NNJ&TIP%M"IM,H+Q9!GIVE-<:@Z%PU_@*B_LUI+MKDDE7KXLTE
M(6X^_=6>+;U*:T#A_P9N+=@#_ "YN|?(I |JOE| =S-5 9V2H/E*=,AUM"
M|WHWA8XB@S%>TJF1 SA7/'"9)6(P-C6_M|TUM'NF.G';6;>,ZCI@VZW9?7/5
MO+!0Q|.!+M:|T04^LR|D68F2@I5%V=89HX<8UA| "Z%QOPX92;UP: ^NI@Z25LOB/T/T7"
K@KX\$V,M-LJ;F)WC>?S+P(KG:|FB>>=CT# M-B/3-?<5@Q"@C!.DI3HA+6I3?)3*-
N|.MSBZ=05HFG-E?D"FJ4)F)2,W\$8QY
M8E&/S&IGE6,JDUFM4@#E:%MP3CJ(7NH8BV)%M\$X^+0%O|T&8M@09KD=1Z|V_
M9UKAB\#M*/"R)-3-!%TZ4_WB%&NFMVV@FS1:2X608YTLJE4\$S+* 45\$Y^B_W
M>8V6P|8\$6::694NH:QW!%50A!:\$C&"T2*%HP>#T=2)HY!AZ23*W;XVP^N-*I
MTIX+K"PC|0Z|WIF)I)N83XO"TC|A/TS3B>Z3_2Y@\$W%"R&E*J:U#?X\$G-WF
M12L|K/<(NIH8& I'5(*<:6DXJ#J9+11?@\$F6"IE!::!D..U? M@W&,*SQLC46.:QG5N"
/9.I7D)TFHQ>'1.@KS'XR)R.=.*KQMV.;VO+BK&9
MT_MGD=Y\$;8&_0A%)BQ!1>%9|T9,KS6^O3A75HAO+Z.0;2DV7";J0=NPY)YK M|_
'5|7\$|3M-.G9W2,D6OL+2^G|;-|>VE"+)"?'L916U!P'\$1N#_CVQVH?L7(
MXTOTM@5TMY@:|T+K2>\$,I"G8!>&|T:QK?7R;)EU+6. M^+;*5K)
<)|0CH5"TI0.MEX-.PB6;-!?X.|Z|E-*>BV|O('_U5W4|>CD"&B\$X M4V#J:|NR-CV@U
A.,HN<"?16YO(@1GE03%IZ#UU'.H5*5^0"|T|^+(UM&M|V/=K%M&
M=>LPI^J%^RQD HG"TOFO.: 7'I+6\$;VR49C6/0.RX6;2:T#MH M|'(T\$U,80%
(1DV,^!LOG!945%/J7T%*7=P&,R"EM!&3-Z -IP|QR09'86J
M@.,E%|!3LXOU:=Y&Q3|C.G2O|V6\$V|CI_9L|F>31U=B\$O_-X;C#_V!GF\$
M_7\$=#GOY<7&5VAC? WY|7G%NA ^J2.IS1SN'XUG1F=IK"@G=0D\$|T K4/P/A;GK73;
MA|9|QM.(MBI UR8|VE
%ZZT<>W|9YXG>A3|=,SK.>V\$|&6&|Y#T8KK|FU67@3T)PT;*K*#K,8+0!.=
M|EG40DI7(B1/-H32WH/3!>D=*2*^-%.1|HV,A>'5@\$#0TGCCC(IN8;'<L97#;|L
M%=E6|WLWHIXN2E?FK^%|BO|1BKY/5*|_LB|N:+0_/+|8Y2|U6OXU7_WP7;U1 M,JX?
^FYP>3X=3#4NWI9 R4:76>W!@CT2M,?22@K)\$/7N@10,RO=(8NAJMM|. *WLI
ML3Y6K|N* 52?1M63/1P.(HZ_W-)W_PN./N_JPJ4E15J2@\$KF<5M|V7(H#Q^BE#TGK

M++.@G[;.)>S0I*AE.+7JI*E%+4MS1L>%XRFLD2+!*X-,1107*9>9@F\$.!M2F-
JWKMS"OHVROIV5+Z902_KDKJ!2#!>*7T2REJD9+J%TAY301LCBEU)YL M?S(357\$)G+
<(UGBFDE'XI%38KI5]&_LW'(!NP30A@OU9V.BM\$,.)\$:D.9E88 M/
00)13M:V>_@LJX!;CQW"->M_J:2K&#HV!.8"A:)YC3%HHO 117 D@"!KBV M06F?
LQ!=C;W>="QN!;Y' Q5TT"2J)V_76"MMK HM\$J
M1L9;W\;B>0'X\$XL#%:RCK^!;=V!&W3,G?DQ*T=JGP?7*,CZ-H?)P6\&5U. MSX?
O!\$C))>" OK3@O(E@B!,0\$E,2!<-Z;)U0XPY4%:=>Y_[%74)=:N)H(V
M*5T;6"B>+/@0\$%A&5ZK8\$+S!;Y_)D#ZO MZSFE?
W/5#8=\$P7,@2YQ'3J8S[7].H0:A9\$BR>!NT;DR/63@V%<)<6;?#QC+N
MP\$YXB.FF&J8"J#J*5LY&M)F Y>H:>X8"*XA!/?60PG\$N,Z\$%R4!)F0\$YH7,R
MVW@MCM*B8ZF6) M0FO,&8Q23BG-N+*MC8-'(-;O)K30SL/?
E5QP6YL9Z5(3!>0'.5421,TSVI1\L:UM_O42X9GC?ET\6\$;.
MC3.65^=1/>A.Z:";GDM[@T1(">'E*(^58IJQMY?Y(WXC9?GK0TMG;ZSW&@I' M
8H9!*P9&IYT"O5J;WHX4'MF.NIE3U^_(!&<!.UBKUQAO)9Q(:96\12W"!6
M6KKH91UJZ4#9(B!DR\9JW).B)*I%D29^?0?@2BKBWW-.XK!*]-7D\$_RQ60* ME\1J
JSRDIB*&71\$!EH!;UP.@G?A#KS,?P0U&FD M@L:W<8_SUV'_:!WM.L+#8CN0
)\Y.GTF6Y9ZZ_3H4.P=7+;! OD>8Z_?FWR;>G\B12ZM M.E!R!;7*<[P;UN)J!
(,/>U\K8OX'Z/8EW=MH)? .4F(?>H-!5&;0/A1R?%4B"T27VK.0(SB& 6R45GBO W>M M"
!7G8=D5(Z")K#OH#SD+UX=:7#BZ*=-8 %!753'/8-M0?4P332Y CY75T\$6U
MS',X>1#*9),AHN2@(A8(.7! X1EMI#FFYIUK-T.3YRIH-L*29:3?;!S^?CC*
MO<^#O4\$ZFGS)HRN0%?!-8?)*4D9#!A>.S%'6GT0WM)7)AHOR,WFBV1(GGO.
M!JIGFFIEV)%(./?JH?GYW2B\K#_"2_JK;/\$=)9\$;3%M!>H2@Q +G8\N!6=|
M8;*T3J, @+#+IV-&')O75J\BU<3;T'T3 +Y.<|K|F\$7!.TXN'>3PYQDD^&MS\$ M/3|,<3#^A-
^NC23BMI>>V!U"+1KCX%UM/5@\$;NFJO;Q(Z|ZE'_RZ5=^|K#N0
MIZ&MK!;^OAQ,S@JW)CH9H3!60"67
9/(D)4JS'ORJ77KIFOSL+ON6C25=-.C\2=Z7D6"^ ^W0\$KK.=.3SO7UC")(W\$%A)\$87-
E>TB\=1>110#N M.GM6U4D'88O?2\$KC>J,|CX|&
!_ZL\0\N>^,O5Q>5ZTK.I\$^%MC\Z\$;\$&:PR9 M3V0LD=&-
H41,6M%FV9@TSX+;#.*TE7T""7|@Z\S)\$KI#,>VVJC2\T!-0>D@P^2YX17>NPREPPN\&&
M-K*>VJRX"[OX]>6(MCXRPP'K#=\$8^7!%..3I57:Q454;FP%C%';LBFR:-S5? M#-
ENT*,#+3SFBF\YI@1K%L\IVW]=K3HUFKY-2Q%K3NIF,IW@!HM4#)BOAU1"M!+#+44F
M%U0R1>O6S;..?1K0H&@D\HFD;-+|X;,>-A>'M\!S_1CA=|%|@_&#P>+XV6
M94N4UCH2I86;5D89P)@4\ER<2%WT2GDQX,W8U:WJ.NJZL3#XFWG2
MVAO#M6<@&=8. DR#UTZ S\H8@2EST;J1VTMP_K@L>XFB.LA*+(Y.BHZ*9%* MR0Y,J
.,%-G^F+D#K7P3T!^?7LJKJ(\$6R!.B\0D\H=|O"&R-"D_,_6| MJ \$RI^F! "-0!FRCVN
6=@_KC\JRERNL@|3'AQG%D1_QS\HY?F;X6@T_&,Z M>O2" _F;R\FQ>^I?
2J(SU+NZ&3V# MB\|G\$C\F(Q?HHN :HA#5**,-
S2LT\O7ER"7W|.%)|H\$|VA_D(=X\BC;4R@T2J MD^|NMT,L\YZI&4Q6N-
ECJK3U6U%\$ _AE=+Q(\$ _AE MI+HM3>!G|#Y4UCOM'0(9RV2GHR"CH0N/R74>
|F|Z^;'S';WA5U*K\ WA5U& MONML |H(KA^U+^Q2.ENT'^A+!+
!6OK!1\RB\!LG)GE\$N9K*,4X\$@DA1)2)EU MMX7GVI
<7MA,>+"/GM7=QY\$Q-.WD=Q)E7_UISK;NILN^((C&EN
M&2=!!7*V0Q%TE&*H1!;P;S(?;L7/OZ'X,OJ@M^.WM.UO:2.+\$\$TQ&F5+5E=
M3F;@Q49%<*S+5HU;G_OZ8Z8TD#L:VX*R\U=Q)+=4+M(G_UTSF(=UF%T N31 M
/H\$*/W2K,&1)G\H!^* W\$ON86L'.Z9:-B*IEI>^S:SBS73F8VU1L/+DIC M.
(D,6^PH6|^DO*L=976Q=U!+L,2UX!AU4UV<;-FVNA\8M*=I@..(L.D2%*F+*"|%A
2;7P8+,_6.ITZ#@U08WN' M=IQXH:0|KM(HHD\$4G4C_06"VFM9G.&(L:P9VEB9_E-?
MO7:PF|?)?HS73>G>|P8XB/0+>Z,1#CY?_66K-'L7F!JGZ3L76Z,T_X=930J_ MLSV'DK-1
70J"\$J&.NDS6C"1S\$P3!/.B>57G4X"ZJ"NZ2F5R'U-BJ"\$7/W@ M7?=>
|T\$|956LUE9:1XGA6M/_|72_2*70\G+>EE* &=U:4RGHO"I@;:8|VS/
MP4D&):\$KRK,;5#O#T\H!MH_EQ&,M(>6V3\$!; |"..PUA*5PN-1'B!H-=% M
IY\0JLT!"W("Q1@..V@#\$82RH,?>CV]=^N<1C-=;^,?-<^#D,@9I95 B.R M
!5KCT2CZF5#\$X/O,CF|9A>PSB,I72VU#B,903>0;SSNMWVW5/O&IAWMG;4
M%A""8J!0.W#266 F.2>P.Y;|HN9"V8'6-!&T&N;C#_:DR2:#CM@R64.AN(MU2&T=98?
2|EY\H1(N 9/8GLN*ZW7S6BBE|F|2,,PR|TW|X=?SC8>W/PX>#T MX-W)
(9++7|NIOCO*|NO'KASD6 YTHOC%?A _XZ/RC_JLP>1H=%R;*=TR"-&@
MM5\$!V1V2&&1JN#PQ\$#&|K7SGK4NRWX:TC^ 7'^7L\$^2'\$:W-L\$9#+1"N>X<"P-
8;MFBCP^&Z%+ Q MMFB!,6GC(2KKR=&2!KPE8ZEVKD2C3\$&UT+V&|6;)G/C&!DFRC-

P;UR#_UL?T MYG)?O#[7HT/Q#YO) MKO'-@JL"L6\$Y^F.01^,008OP|>|7-
8B?.,V#.F2>:XPF>"A"U*&E/("/(M7"
M=VX9+/2P#80DVEN*W8BVL>ZOD7PG^M%%E?/I-W4 ?O^XUH<-VD M6&@/L
M'X5^|S-6Y&<91ED|6<@&75 #CC9')%1,?-FU=B!\$S'K6S'%A5K(VO
MC3R\$|QC=89Z<6X=OW>P?'?| |V/N|C^_V3GX_ M?C?|>8-PY\$J/6SE4V6ZQS3JJC'T?
IT^YY9^PKL:DZPVA5'T+H@D9F|1/2"6| M=9\$+|N""5H.2^4-@;_1W|E_G-MX|9Q|1-
UDH|@^/>>.,H/
MBZ)9*H@|@8VUWJ!BMJ2@'TA3RGG)QX:\$+LGK6|&E(F^NILH*V'R9/&TJ|@Q3J
MI^%H*M')=YS?OWC;&U=Z\$N*,?A"4#LJL5H"YF8JKYJJ>;A>'75 JQD ZR9\ M=4UJ?;W?
<2G;4BP'6Y@'51)"J-T,932,?*|28FIJR"Z":R/56UWRI|DR-KP/ M'99C\A;|2D; . 9W?
0*Y.|O%CO-<|R|@.S*KEP*Z<<.ZF<;G MD:HS=76Y&RT\$FFNR\$ O7H'1D=/KSVDPVK%-
!9)!3%T0+R|G%K<9M|.ZBUC):Z MI-3|X.)R,IY*%@^?OG/6
K=ZWP9T38N0OET78XW'I.#P5IYXY4\$D|1QJ?BHV(- (V^RJM+E/6/|!OJ+HA|WE
MUKCD;|X?CY, OXA^1D=L:Z MHOESA03+/.|UG|'=R:5A|A%,7ZO?
W|>Y>QS_4LV,2AW9WFEJ3&"F)OO-TO M@39P;Y",H@VRCH|0(+/*@*C'TMJ^
",JWVCQC+2;LR)T^\$\$^XM MO3|?+%<6?:(-6-0".A_(O|5.@Z2|U9KL8I9B
6(L^=CU&0M=:FZX'K\$W-BO^
M5YZ|O|S|DS_PX@:-3%QY;0*D4,C("=H2&I6A1((/AMY!Q<-3KO|^%J:\$BRD|;"HW
MN|OX|(?.:6V\$&,'N:?:A=ZVR3SNC?|Y/<5,B5P;I2&I6& ;N@#!<0.1B|S0
ML:AUZO*_I_"|9I^@N;P|F|K^F/0U>G'-^T6P=38|;3ZN34U0:Z7%N?1HI():
MYJD|@=\$GFZWE#K)!!TIB!.=B <8C4X0V6M|Z<|A^>CP|5VT3|%A&|EUD Z^Z M/KW|D|
|P>?O &^&J<2D2J13D|A9|XVCA,#HT'-)*%TD2RZU;D'|)*!-=*)N MI;O9|;8:"+Z#%.#=
1@/D67EB_&+_DG2 CDU9C@:R\$D)JKB+QU.>| |#O\$ MAT8B|Z('YXV5_0!6Q'J=3M-
"M2>.QE#OUTE:O\$2G>&%%V=9S..= V2\$:M!|V
M! |&P>!:JOD#K3D166G3ZI%5O3<>Y|GXS;>/^)_#T?
2ZY_2XS(DF4!LM1KID..SC'7@*+=3E=Z&YD&3)R.WN+J9!AC(<84G'+*TM)VE7;/N\$O;
MSKIE5=-74W*YSCZYTWS\$D#DM\$@8%QA(HA=D!TJ+!F"(CYUP6UT\$)W3T,Z|>3 M.E?
J#AV:7|+=^EY3))CW!4N&\$@B8DB+24L'BPR-L-P6J1LS M81.:7;"
5L;O8YW;UCJ_1O4BJ#JR9&8CVHRQLKK&GJ' "N+NHGGY;'16&1\$|
MBX3.UVHTKLBE|TI\$KKHE?3<=3';,5TD>,9T6!<'EI%R!|J_&DP|4A|X|4; M9S2&1%Z|K?
VX%Y!4+0|EZ"!8R<&)F%R@_1.Q|5"SQRAVX9!;?4;./M>W::ON.;H(KL|2
MK;,Q;2K5NIK.GJ3-B@+O)+DZ#Q|W6<=(7F|D%T8%;R#D>JTPDXO#!=>Z=#N5
M>|1@K7Q8 DYMZZTFIY%-^EIV?2WB 1TJLNA6.EF&;L|67^B-|6?|ZP,HE
M9E2)CK_H<&8ZS"40EZO5%P4.K3B0I7Y+WOZID?ZOE1SP|6*O7%UY;.(#3.W
MB*6X1|Q<2=PC0G)"UP%<&ESB#"1+)"@LQ:74@B@SG_XC\$&5UL7=PHERU2^D-
M/O|.I_NF|Q)+M&2A8N1UF|X0I!:TOJY=*J48&+KH^01B%TP)U>3|&-5^Z;J MOB;|H
Z,B1GP-F,;FBHIY2^PI2|OI=_|L;1F,D2!3G7MAR3MV*/PF+/R M\$K4L|>=M|&>\$VMA;?
Y,DDC_Z6L3_Y|O?>!,H@_"WB"/L%~/MI9/+BXNKCK#C>|!O&C|:9J6AE=-16(=Q%D^V,V-
@K%""9QF57V1PP\$H@UF|2 MK*S"X2;DWT&4Z7J|XH<|^#SY'?TR_YV?U7H.>
MMD\$V=1P&'8MD+&D-&:U!Q0.=EJUS3 N#VV2YUHBUC\$SO=O8KE^|N>S"J\$5_0(Y4A
6"RX\$-DCSEFRXQ(K7OWO@CH3M*IL7X: M-IRJ|H>|O7(OI=
|5H^O;IXQDXVOOKUDQI/9KSSXD 5H6P@R%|\$H\$0TTH= MXI&OEQ!=RK9A Y/94;
|W&/UD6FU-UPS2692+=@2,H,3P4'TM TJDH=EK0>X
MS|VR>LG05,J=7EG|C<3R83@>'PWND#=/SH2P0G(?H#|)'G|FMS|X6V._*)EW
M5F7=W87\$;.:V@0|MY=[PBL#5|E4R64#I%MH)^>I7SOA1F7N:\$.|)2__OZ=BQ
MZUE_6<5@A\$>@E=3)7Z6V*|<1=/&I&-1%XB(|#IH!>KW\$V9Q>.BC,O ?O9C6G MPS?
Y,=:@|PKO9S^T9M|Z0U._|CHK_DCG99?QF=%YN"E(AM)F'KWRB\$XIQT8 MSZ-
W3LDHFE|T>QG4UTNT=>JH84'0?:OK|H|=GUR&_1QQ|DY_|#?T^K6'R7!|V67OO%?
M,ZTPHKXTB<3F"|."\$T?1=JGHI MV|0/*Z@3*IO*.1:1WPA/6 M:#,WK6-|,V"|7K*TDNV,R-
Y*=20'@SC*TVY'-_H=4#O#|O|F|!>+V<7-M-9)!5XH+\$+D-
H%+V=.HZ!@R=U_1WHA%1@LO|H37J_6.)3R##"O">;JF|G^%R)L'T|1*"X46?
#H+6U)CBRMH.E@U#X)XQU#DD7C|W|VDM=+AH82
MGJ'XE.:SOPV'Z8|>OW^+K)I+9|+\$0%X|!R89&4/*G#29|BN6\$,NG'2Q=>WM;"2O7_\$-
)#Q#|2NW|+^%,_7 |EVJO+USV:|W+M_|&?|_|MYMNZT<21M|E|F/ M&9P/%W-A.YW57I-
IY|BN_J>OM' (V/Q+)|K-)*BO=3S|ZFB)DKA%8'/34M=J MIRS;XH>(#T \$XG1ZEF?
S+Y=+.=&R%.|E@B+Z\$G@MS^|NI0R)(W=>.LPSSYX MCY|\$HVEK"|740>>8?
TI?;9^=XJ*|+87LZ|6B;#6_?|'5|,L|K#&'577|2 WM_G0Q_#F79CG|HA^&Y9S^L/5.'|1N|,?=
<|ZN,IH/K?|!H;+AX'K|_|GZAGX|XNC%*5U|G?|H^

M3N;KXAM^6I,*SV^LM/G#U|_O:W%WGE0;D63%, =500)UU807\$Q"3X'-XYXJ
MG6C>5X9-5S?^3/IF?-VE&>D\$*+M@>5JV/WI8H7Y_X_Z/P^IN+^9I.B;?G
M3\ET?..7^D77WKA>&2.\$D&#H"@?E@P'Z?P_%%T-+HDOU=COKG|PW|K0H-*3M
M|A!5CMY/=0=L+VUW!VMQ4&/5)ZA@;)H(E;QQ.@+3JH"JF/L BVJ@|9M(<0^)K8.0S|
3,2^0\$6F)IW4'N:%HO|.'1B+OD'W|M8?
T5ES7HM,2O|3JM=V0UPJN5OC53XC46(O=UKL2YB?YJGC^'OT^<8B;2:(!+MYT%9XR
69Z!P+XQ0@^_8@X,B-3WE MZL///_35#Q_Z.X;5V1+SASGMO|/E'H!A)@8Z;66AT\$H1"
M|L.PU;R-K*2=|G|NAV*?!*BK3|XE(MR|8O/.7|V1'0E"4\$W(8H,B@XX6B23
M8)AB"J662N|2.|3#1_6.+(RL\9MY4*T%/940P:>OB^7Z|T.I,%XNLL FMK
MJ:57BE:B2\$HRRE"*U+&TCB%N!3)V4*" +IF|W|-Q;XCT:M-X&=>%,|@*KT^O|M/9
_+W#?0&F/T6-/B8|('!\$PH|"1C.6:X5VGO_GB\$_!4R-W2SNO4NAIM5"(
M|D0_'@^&"+IQ8Y|+QG"+<)|4?X7H^|RP%<6F0NI0>6"9!R2D/@R@\$/((06)-MOJJD=K
E|O^\$|?W%)@I8-)=>CV?VRYOM|?>K+_|CADOZD*_*?|_.'3#9BZ|
M2B\$+6FGM|"+KZ5\$#S,A5L?@RBM&^;LANQGM_8ZZ*3#Z^M6*=S%>|%S=@';
MR6@8!/0PID0/C=|JF|JZF|Q#_/M+.*Y_ID)FG/95G3SAU"TEENH8UC_;G
MX|8CULGDJ#5\$2STH6|^Y|EZM9\$ OYR2@\$;+X#A\$5@M6I.(\$+3 @>%Q9YA1B M:T/V
3CCFST=%7D?9?;40D^+Z:TRZ|243+==8@\$Y>@=&00;(E>T3Y5\$! MWCH'^
\$XSXT@3|%"SQ/D|?<;8MB|*6Z.TLRCS"IXD"9S4(+.TZAK&S/1DB+
MAO'FN2D/0_K)C>2|M="PB=P^2V/H*Y|47O\Q6|367\$%_V4M|!B?; M>
#,@UO&^ZMY;Z.>IX|UP|K#..|7JXMR5UGBZ*3G8S%4|=VLC^&S VBP<
MDPJ=;IW%OPNN0YN_S?G37!D="#.\$XX5G(7TB6;A@"2I#<%P0*N4C,\$Z;)Y>
M>Z#S9Z"UTTR->QQ_0Y33P2I^\$Y;+|YNBE|KV&_Y\$.Z':S.3)-E)N0F@<;K
M6M)"_J3)BG.C71"MSZ"!\$.?G4S=UW^D2U4|7'8ZHMZOU|%M8XX>RBUR"*9O+
M"|ZDVDA(*_L2L@I!<.|T|*V?H@>@N_G)54W+75XFJY=J_FN?|G|7^?S?X*_MI|7YV-
SWM-S@%/F.QM<4/VLE>(4:="R&:R%E;%|"/P5H)|1B6D+.;*1&TE(4M*Q:-FR'%U
M^NC&CB&2'|31S"6;DJC(#!'|E&I81GK|2V??HTLHI"MB_F/H|/'(WMV.EC MB+#
I=_J@W_X|+/-5%Q*=8F8U\$'XB-C03
M>X=CH8ZC7|^NJ"@YU8H*0J(M@J*%0TB&0^0IDW^4';>M&_9OP_\$SVI=|R|OA
ML*|/,%U.-MX|52>+X1#H3+>AR&21F,Y S3(:@L6@BU M<8)2F47ZEI:I=:K=F"1XQ&
(U6)<62V CW*.*PS M63=)>RC!>*TYAF!;Y^3_B&
+1^HE4\$#P7>@P;7=>S%&ACMBH233AJ=(+K_5
MN@Z5(%!9*^V"|JEFW=@E08OA_Q^^CDWN?_9X@T|ZN_9_W?HR>VFS"TZ"-|\$_@
M)HA"T(JM0O)P4(%440G4LDYC'B=?XT=@1TV%J(?+8EG2|1B44?)=U-4&3T
MH'QR\$&4F-C-A%&|9Z^-?#B(Z:"@V%W2\$R>4'(DHB0M!9(Z,J)S_*V9IJ9@T
MS|X6W_J1X"?8Y4|07H='P',4V|@5M_C\$HP3,"?)T<..@UOXZEOLD>%%>M'X-
MOA?,3Z#H?45|5_=[#R2_X?A>+;1@/(E/#UB|TA5;KG8_@9*#?TO|,<2A"|QC
M71C/YDE@7Q5TS2.X>Z\$"<:R|P\$|TIA1(>3HHI1,IAM<=/(=X\$
MHU71O<|3Y5OIS0!7*99./TC_%GK2Z1#E#&#|JX>>BQ"Y,5"*B9IH3RZT-J@
MOP7A^!6|CTP|N/N;EFN7C|M71|Z)\$SQE15=92IN2)>LA%FT@96LT'69%J&Y@B#;:6\$Y|A
O|Q MZ_C)TNS@B5<,UZELUX0KP2=M?(+)"*.#!C,X5V.57DIA"|THH75:^3U0CE_?
M+63RGD8T?\$3H:\$.|CQ MO|F85Y-C4=@!BP20TR@@ZE0#,%_1#:#|4IR+
|UTMG5U|H|0CIA/71PK|?? M_OI'_H|?'5^|JOW|91%F|^/|N|^; M
1;OPW*Y|5R>/A1DCP_-;>U9JX4V&BV^&5RSF*|G|RH(O,\$;3PI2AJRCD\$!^
M02*34=3G)G(:R*_HDKD@5?-XROUH|C=;_WD|W1*KJPALVGSW*GH!A4(.3NZ
M4#EW/D=D5K;N:MJ.9*S1W(WT?
=P",PY='LYX,398@6&L_C>'4:OF\$.;VIGK^|OPNFL+);S6?@|U!>^BT1> MQ04//
M(5M.UC1DA<&V!8Q+2|1B3UH_8PSM^U"%2H1NI9=%/I@VS8BN|7V;I
M7|/Y:C\$!_C|+'V=?0GS'^!A|F"^5>4| M?-3/H?+6,NUP#;Q*:7D63G|=+-._YHM%_-
JRI(7?_OX.R' 7-/99FIW-|9 M;%U^"6"=MU9R95S|/)<=L1V:+,VF2|*Z)
|_P"Z|Y_68;UQC#Z4JS>A/VJS M\$5+(V_IVL)J16?YV?08-
EYODOI,%;H.Z<(T)=.A9S)\$IS7P(J8(FE%?:TL MUW0!|PW|#J?
6QN;+1T*:9^>IH|B<+?))-DEY3.45"|6NHX@()=@4=H2M,WQ M|H2IK3?7G1|)|+K?
7UP-H_45S._A|HFWLV|O_Y\$|V#|SWF>K5*|FM*|&H M@L)I@ZA
USEFR@@%OC!+NG)1^L)5*('33|R,3^%7EN*LF%LOD(CGJ5ZS'PA M?^HR8O"=
|KU77|XL|0L=-37ZU6"SIQ+H"O-D.?/W|-|_H|Y|^BG0C
M"FZ58#4IT'10935,':AK^0VK|4U.M_)(0KT^|YB:S(L'5XTW9*" 60E*TD)'G9(W;Y5|X|:?
^%\$K?0U |00X;-*M+ M.!_UJMUH/_L_N6_|?B)
<|%:*ZKS),A#4X5#D#E"2BXR@=Q8'UH_63V"Z>AI MT\$7X|!;-&P9U?

WO[ZM/;%@';>W[0WL'870 V"K3^<[H\$5"6=_SE/"/):Q4JV M^JDR?0TK_!!/9U_!"?Y+KC
FA: ^5=D29^B3!P%ECP<:2M7-22=6Z7HPE/N>
M*#M_XD48*=N0ZJB"Q.O(L8U%S%T"\$I,7B27!9>O2@&\$ (QPKD=N;3[;:GHYJF
M\$OC=>8FOO\AJ^K+8OG\0ZF2O?P;>1.&T-8F\YP!73C6FC@-P3\$)*3(>4DY9 MLM:M+-
H@/U3 N">UGLKB=BKN\%;!"/9KY/I8+/+JP_(3+O^:)5R\2O\H-B/3 MX>(U?9=5=
(I'MUG!84+7A^#0'1H?C #3I3,Y/ZXPE\\$E6S,:+7E&G&N0F2Q?
MS4(JOG4JUY1H_\$A< >=A\1"']=V#OAS\W#^WS+I\AP=_H\GZQ_B\<;RJOY@DO MFVW:
((1OY.H5F6NC%5L\TH.Q411R.TS+K;N<;HKMO\$Y\$/H?C&"XGHTSCT/
M\SR.\$XW3B:QX*,HD4*#16#3GP+Q&INE7P5N75>V*!5D2K(OB>F2@X6J%^. -V
M^(AU^9>_H5F)U*ZJ%\$\$,+G4\@/%U#\$5Y#VF4E@ (7!>GFK_L\I8+L\$.0:U??N MH*
_Y\0YRG/2XWT8/2N!\@PC)<:=52J+UD\8NN)X)A1HJ MIXL?L*M)&D\K,CY\15Q?
O'SKF'GQK #7CHY0+23XH KHP+EP.<4D6V?*\@'W
MIZ?;6*KLT*!\@C^4B(>;5KR3#3^\$4/Q3Z3CY+-U\J>I\H\\$C9 U+4??Z2OG) 2
M.).LH/;.^!9D>QS53\^!QHKIT.2@HMJAODH+K^HA^O5C\Z\OF MVQNAF,T,9 P:;%\$L:/>
<,"@HOG4O98NL;#RK M,OQ0/N(<_QU./_Q9O\DZR9J3-XD99&
!5*J9)HHQ"\$8\$EY(O!F^-9MB:KS7L M4W\AG160,.NC0\AO7 K-
S#/\ZW/>Y;TV\$OH=XGA>A#CG+.%?Q7?;!I6>)'=+IWDY.Q)*+9:6\HI<"\$XNC5\I
M##F98"+?@Q_W?.RSI\$D+% =QEBV^>.?C\XW.&'HU).!1XHZS"7V9_S3+JH-4?X7O-
CKEFD'%66!V(-S&5FF@:(7 T MD)EA)A;,H?G<JWO!F-UC\MS//D\\$TK:8;{(
'U?L.O5K+3\$E0ZV"/!86UUE MA^!J/5Q*VG-K"F>I==?@>Z <*L.N@8YO^S(-9-TAA+
%UD4@=Q=@G9+=I@5U MF/RU)J\G Y\I'R'U<8LBH2M\$.O\$L&E+02O*S>% ">?VW-
"V;Q@961"/)()C(? M!HBI/P\N\$C *C\JZ7,#H6@?G1"
(_FG'P/\@FO@I6E>9^=K4#&=TT.*>IA\3\! MRAWR\$S9ST>>?UHOTK^O\(\$)>?
OH8EF>CIE/Z33VAMDOGL@)=00>>2P+/B("'+ MJ3?DI?,9^=XJ*\V4Q57\WFKU(Z^W9V
M6JMM-X6V=6S6\$K_6,_@O?(_K&AIX1H_MZ9^;!,@'7S?I@)JY"_B.+XRN0 M:
I8'D72*1D\VAH/"8N@6C!EJVK-T&F6YW5VK1;N=01@;M!;Y?;G0;!/D%
M,4)D3M1KH1;>R EH,\E(RK7.LET"+ZQ?/&N/-K2CJB/@B;CN5\VM:GS)!??
MZ_H6\HPTFJ(2F3<&^U!;-Y"<\H0 V/ HI*" + CI1.N.5P\".I07WX\&MVW M9NKH8,'?
PG1AK>X"JL\OQ70@5S\=HJ\W9*JF=1'HX2O\JKP%HP*#A0G=|+ M\F,+;YC;
I8UEDR(U+A,:=^9"8,\$7:?[HF/'8V7Q3PH=,GU'C8A@J*2@M9
MT+DHK,HL%%K^<^/;+H=S_!LH<;JL\01,=G@-N-W\$24 /VR;E_WUV/NKV J5
MS:;%\$#REH XJ4"TY8"JJ;.)37T01HM\ID#L@,.(^VCVOL)U\$H0?0^<&XE_=83Z MKZ>+?
_!YB_X1UC>>/M*3EE#\$M&U/:AB)!\$O!*M7>O*E)"Y+ZD>C72 ^SXU MUU2\H,;
<'^I.L#\&N?TQ;K.7E_=V09DQ0OMHH!4B\!5TK0-ZA38.NO/(:>S M.\0V?
=J05\XMEZ\$P!>G'.>=L*!CG_-7%Q6KL=
M_SLL\XF2FP&A"\$402A6EAXC)0JP\CDW01(UEL<2/-JS6LW*+&T,N8MODU1.=#(>[;:
I*-.@\$CF@T0D% MVCB2!"JY\91UWWP_KR\&DV+'>REV\AJ=>
)_::LV65Y'D6\!5BA*FC%W4 MG:2NDQ^SSUODYKU\H>EN'Y_!O\OVG5Y_??
7C_QV^OWK=H/3WDH?)!G* M4AJEQVP2L5\7\GZ5W,3L\|=7^N3YETTXZ?
7WZ\ _R1_A>O_6J\J9K\|S=AI*UD M @1>))\|S'>Z\|=Y#M*(JB6=T'YCON;RT&4:.*=L,%C)-
R.S\|X;?A\I3R57YQS^99)X1F%T M#AR0<|KCG,JUTX\$%9H*E^ZU.*6J\JW\I
<*A'80:=2O4>.=TX M(=,">0ZR%'(R) M1*(&.9^J *>107>1I2"<>-8Z\> >|\\$SM(:
M\P;::2BF5_DD96ORZ6\Q=SO#@>?YDM,=\$ _OX::O7.6\OM2RX\|C08@QUX8X M-@MF-
/WF5BAN^XS\81_ |C+G36TD-XVBKY?KD8Y7/QC+D.FF3BP+'6_8E7(+@ M/(:B A?
1HG:W)Q%O/WGHI\XX=>AWUR?.#Q_X/\&*DCGJG MI,-#*_>E\;I_H8(K+'>?B=)?
3O\=IDOG9DLG G@5M3,UE0S6VL7(8LYBAB-
M+SME<3VBN1\^+=+Q:>B^Q+UK(K*CMP%R/HO^\$HC (C,!""?S\A\!2PQ!LV\IE
MBMY@+BV4=_-#CU\Y3Y;9(9XH\HOZ+QO)OLJ7#2C/78-79^NOB^7L?S"?(/:;
M*9_!ZL\KZTER%+SQ\$ "3G-FD1<_ /ANAV7,T%;OG-@EFSITRWE5SV
I'^WE&\$=_F1^ZB!>&CTJ#*9\F%POZ*|Q.JVM\|OH_MZ-
^N3Z)7(B)R6HBO#829!,^+A&R#-3KEV/X9M\|=7EA^""+T'JUT'0U9O?T;
MEVE&:SDIW.F2).++M 0HA&*U313&9C,6M*WAV##T@ 7I, M?6JZFO^%LR\?UYA?
_87+!4W?_A+6..08;8\W*E\$B83\$AW\VA:2O#,0?U6
ME+FPQ4L91.M>!",O\65#3(A"/4H;IESNY4UVM>+/BW4X?3=?+V?SU2R=KS%Q
MATX9"^B9 ^55\1'H?/#16UXT%S=&VT\DF^RRKI>|<6BR-)SF-:<-
^&WV\#_"!4GI#N6(K"4^
MOI9X>RUO_YSMMS\Y0NC+LDL3"X%=+86E\$P10.8>2O8973 2E>G!XA;@GR>%
M1U=[P_%G=Y(IB?Q'\$@'.0J(JM2')W2,%<>R\9;:/LH*7W;&= BT

M)=QSN#CF>>W\N_EJO3S;9/AM6A!_AHN1CNN_G,CH!\E&M_76J.*=(Z9:TY MO!_<8E1@*2!\^V@VV*W%O6R@2=!FRP8Y7)!Z\Y7N\$*?19-6Z M+,\$P0SXA.D.JR@5B-)))+H0KZR83Z&JH\95M-G6Q;=MSAXN@#3>\$3*6IJMJ-K MU\7J.A,CT%5L@\$O%#9;BN&I==\VLM;WLG"F09LON>'+,O)9U;K*XWM2=O*QE
M2A_K&D!*4TB2JS6BKA8!\^@3>9@;2!)MBR">+>'GJ\HHC "MO9%)N\#Y8UT2G_*YSXHE
M796RA4%/CL0. OL19Q?FP=4XWQ.F2E2Z.#"N\IE8.CH!K;H'30K@QVA2Y3^'\^ M+AA>F-
5#65M8\N1XZ2#@O\Q6YRU\;5LX'8M+D8..!/@)&L_W02;WB=HO%%6
MMV37C<!\^855+Y6QATY.CD4\Y8&_Y,U=NS(?YE6MS(E4=!|NL*1:AK\$?:@B4)4\$)7_R0;
M"#8PU%%QEE6G^_R%M?M?
^:U5O(6V7;J.W5G3A\U:AWF>3;_ =D34%P#\$G"S"8R\|E\$RR9H=-\$[55J'QA^<_A.K0?
CRJ*/_MSCJT0+H'VD4GXUW=1H\|R"PPTOR::;&W>BOAPY&)XH):-(2ODE!AJBVO"T3)
M+1A=) 8ZY7&LD^> (U,.PX\AHN_ BWI\$?BB?PNE5FWN9A"V&&> 9R?FK(RX=
M"PC>E)!#C,D)UBG#="T",|S4W5-*BI81|M(/\$4_JC+_|\@UVH93E_|\ZO\|C>2|M6I^/R'S|=
|U;K\|R5%)H\$<'DVM_>P|15"LPR924(!CV)Y9/82F48L"NNAL\$PI
MFM<>^|S\$L8(_1!>11LJ"\7OP9#G@?PM)^|Z'*LJS_NWQNX6NF(P:TA>T J*
M,70'^D#")\$N?">%9:1T*_D&O_BP,,#W@?HXE@&9.^RH?^74^;
M\BXT!A\UHD=2A1FL0V.\|=CSM\$9EW' MXWJ64Y%1@OIM_MM5J=?;L<=?
\$GIC7FS|C\QD|"\$:.\$D7D;J7BN/0H*@\HX*DT\IKC,G|&-.9^OO'S?%RA|1<5?@
2D%%HA&^".XF?7EL6|3+AC@H3;8T9'C7!5Y:C4F@U<+5_MBI
6;L3ZA(S%@O=&EY)"2;YYFXR1UO:R*Z9_FEZ#B\NN\|)>Q)R\$9!XDLO%4
MUA&B81JP:...T4*[P23]0/;"VE\TQ!= (TG(K<^W%ZZRV9442A;;J).QF42H+6
MJA*X\$WV"%6Z'7\$?/5+QK.VER9.BPYCD+N)EUW\SVU#I;B4N;X@&%T+L.DB M#"@A:
I(8G66%8Y?@=,|%/9LM,4V:M)O_/_%:8\H?%:J^|M8HN/*==|?%>R',*
M"G*6)3E.W^1B(C'K9TG|R9/B_LG%8Y=4?3:.)N1>1):.+9=0 M7", \$9C-
P5E26BF5I7NJCOV5IO_KH(9GTT\|D18JRU(J(6#G&()0?0C\$F5 MK\$Q<|Y3?
_7SKHP=QX.'ZZ"&Z.);ZTEW6|%(??:@^>A!-QB@T?8J.CX6_D86@_MLD!@.N6:WF_@1J=
O0R!ZD17^JCCY.V0U3;IWGC3=@HORD8 @B%@1E+*.? MC*P/' 8XYE "BZ+DUN;C5B
3=.*|Z_AN7\|<|%=2C<^Q33>?WBXO!WG<'?U|/ M@OFX.#W|=;&L?
_-\$%J2YMP9*2;6G2AFR:1JW?S\XZE)SH+R2TYSHXQ_M7908TN7-
O9/V8|B4;J4&6Z_">V^\$ MMB!*G9MMM(*8K(7\$N%>6%3.[N|B. E&V5*"A)0X MW0V8+
0MZ@0B*S/=;UK*XW&\$=U_W\$>V|*9!_@AMY\$'/:O?^>)SPN"!2<YC|NR>\$C?C-
I7!'F/|@6KR'J MY\$%)IR_85D @U@>0H(2?3|ILZ|6_-;9L;N:>'#|&Q|NS)=ZNF=@BA6BU-
KX& MT'02H.@D@^BBA:2L+*F\$-I/K)K\$RE^V|32W<3?V'N>;X>,RR ZE5=(|"XZ#
M"IH\#+01&&E4&,ME:5|3,8%U'Z94BRZ7LEA^"_ .+J9^CU&H|_*C%&L-6/B\$
MJK4\$&NE% C7HD7I,
@6./63)U#%Y1D+5PVD5GDAV|N=AD>#NH6FMRM!VBV@YTO>T*!-|
|>FNYT5|D4V|F5P(EP4C&6I M#>@D ^U:4VLL\$>N\$A^)-*+
I@9!KQ/H^:K7TLZHEW1EY:C;IXG<J(G.U\N\$;C?)1T=;('"
M*LD\$4:H,P5M"Q1,KZ7C>WY|D=9!|D|/;DTIX>1^;;S|&Y=I1G_|Q#MRH9P1
MH%B=2*J"!;>*KXV|HTUU_\$/U^6.ZWG9*Z/=-4_CT#F<-PHCQ%6!";J3>JJ MZ\>8@CH7
I@2R:DLR%Z>3,>)EP*L@^>S@R;4C+%\$*.4)53610^F2+I0HV\$0 M(RW4YRBD*!9)
E/914|V=:7_5Y->G?,R'LUS|H|@P>62SFLM@V6,<|LU7: M4I+DM04GB&E!D!88?
R1C8F3(1W0P|?>P.F4J)5|^\+1DO"29Q(P>A)&D,L/K
MP10R9\$\$.@\$)5PNT1W!.^WH1H>\$AGC G0.&&SN9(!_N,B%S:/-A)^1)D/M
M/90@R,6P*H!CX|C7I*=N7I4U^G0&JU MCHHP08!0!D\$)6R!\$7D=7T\$FM+;J4CZ?
SW\$N=X0B;>G)J',3AH|F)?YG5CK'Q M;*>B!M3,6*D0#'.10
_GP%4|H@U66T8^0^@ZYZW\;EZVY?3NVFY\;9GYMV* MK7A0(CC-H,Z5K-7/Y:;
(7#WV|&LE&<|^\,F|G+Z6"!|^_T|+A(/8V?-V>KL<0 M2F*8E :C7,TE5
*"P@#&!V%M4AYOMV@^5N|VWNC /5-6"Z_E_/|:/7OV?KK1SRE5>2ZA',AGIXN_EVSF->
CDG@O#)*B\$&1P*"=SH%#4ZND=;Y_|=CV:LDM>&^K|M*S82 M|53J4|".53=:BME|*A
MP4+O\\$: ^%=B-XIY=X'6J+WT\$VF%*11LIA#|GZW#ZVV*UN@GPH|HG:> MZ|HQ-)
(U'ZV"Z)"%S\$SA)J3,1>M\$T0_?-57?HI?L&|:.*5<_RW9RFR MD)A%-
MGE>#N*=G!EWF.#C:7+(1)KK_-/9_%_8UI_7EQ#NSCX\$SHZXV4\$G6MY
M7HD&@J356AV2-<4(+G:Y3._|@/\$NT5:27|066V,#Z?UB?3\N%B67SLKZGFH!
M|>#!*QO!IV#(:8@\$=Y=|Z'&J-A->!W?HRD|=:;^NEC.UM_/<#L#3EY
M9.IO\$VO|>8'H?0 4.JJ4H|.Q|=OL=B0_B>'44-P=8YK87>'J7"D(?Y62XP)
<<&25..##,TC&H,\$%PI:9VT>W\$=2ZZ>:O(G7Q1)G7^8_8JISX3RKMD^A,DS!<&|",98

M[4M@3,G6T>EM.'X2O>|MXAX;_B+_I2YUM<+U:JL=M'H55^ME2.L3G55M%4\$L
M174<)U?DDK#(2(1237!D*GG;^B@8!G\$B#ZJ_-0GQ|U1/AT-D>X#16R7|B13)-M;W|
(->70\$K=0,2HT>4@K%68*J>>O1X@_&9\E756Y4U1_N!|&"M7>S@F|S&1FURDY%O%-
EM!5.T8X;C3^3O/TFP* @| |=;8>KH?YWW7 M-M->"JDTH"NRMH\$SX,G|
ZDQDK0B%IUW,)X&? !S8\$|_C30TI"K8'_#18TF(M3^B|M,\$F
2D*11ZE"!|!IGN^|JV6F!W7NW3^N?N3?PH3IH'0&A CQU.7IC\$ M,&?RY6JSN20%Q,(1M-
9T2 G)O'=#|3F%W3V&M|AHC@G|XL'0E4V MU9ETF.2"M?>J3L%(9_NV1S3/-
"T'D+P=Y;1-^P4O3M|W_|IN&_WKY|_?;| MVU_??=|_|'U/'R'8?^'3RT!W^K%
|UW@.!'|^H@/.7"A?S:YS3%^LZ8NB7V;K6 MQ9TM|9I(%H.O3U^@/.;
|GR.9=HFT3A:122(G+6WKU^V=@+6;CWKWXU;7G|>Z M&(FH"@^<29 UCU|Q7|U:9R
)\$HVW/EK7O.WV\$(|C%7VY|S|HTQ;ZV4JY: ? M<3U;:GYD7=/5-
+FDN0U&>V"|+D6HVL0^9L@F;,\$QT+G4>B|5=B2"V#:7/;+
MYAKH|#YR%|5E:'X'7)URU^| |=)CY0*>PAJ3%((AABMC%!,CF2#80 7 MA"-
16HJ8R#P0K3-8QB7#(IEK8W)AB*Q|/)S6'B|_+%;KY17 'X|&'T|+RPQ|
M|L14#|J|C@Z4XPH|DE->DD&-ENLD6J<|/P'F^&Y3&QW??B'MK*."2T_RJ\$6
M26ZV3W3TR9;_-NL,IULU% @C<.5)V|HHG(35C74^52R3/S0AYD@8ZS/JZB^IB M?
^R":Q0CY-#|*%KH|5\$J|""T|D;(#7P<2W);&Y"O&%#9*XC2,S!6L:QM#MFT
MCM*-2X9!1DA?+@R1=>/ZQ|N|HLC|0WYQ9NFN;6LC\$!>W&A8F&,A(0\$,M;S>
M:PB2)|#*.NM|%%KL4M*ZTX<=VG!XJEX6/87:O)7\$&I?SS=-O.'T\$90|26|_
MQ9HR|B0GX|EQT*@"HK91QEV;B.|^B3^!_CN)M_OO_ ^G/O7RU6/Y6_UF5>#WP
M4!4T@M?9I"0Q42"J%BB|R_3?V3QH?2|J: >FX6Y+YZZ9"7^"# B^VS"|11
M|JM|*9@8NZMV"&TV4,K8Y|!%U"#|37A0\$ "2FO!J35!9,! "UU=EJ9%A:AV8.
M1IQ!YN@A>#-\$&1VK/&_G_++XZ_ ^Z^(GGJK|XS;66KS_O &E|>THL9?
(^E1IWC*1F:?)G/_ @?S M>US_@X12OYOG-V;*F1FQ^RT|16=LF<0=9*9)"(3?)
M.5EG+0=5:5Z|:|T|:03|(+F@G6/XA|J8^?W|A((^'D/G5FZ^Z;Q6HGH-U MSXI^7-
FF^IS^)|OL|LZ3"@R2UAY4X+2LD#TY|CXF%:5,89>F41TA_DRDG)(V M^YV@MU.ZFJN-
|T)8DF*3G2PT=!.|G%S2T0H'(6/S#N4S1M=|+L9R):XUT MB//<%<--O*O7W|J|^_
T|9T,#&=XUKI(\$,83O|42X".9BBP(R=#ZDF-S WI7 M<#|Q?
1HKID_5Z2V@KU(Z^W;V&49R|=T|73V9>-SG\$A#OB=J42_SVE8D(OA4 M'#"%
(GGCE%?|3;2'\$#X;/C73T;\$2NZ|'X5S|N.==;<(17W_K/S"8%W00F%T2S|<5|JB)
| #Q&&3F+X#FG M;91S@L"\$AI)M<%X;G=H_!\$TOD5TEHUAQL;R<5#(:8>C4E"\$-
\$;H@ (6U3N<_MXD3V(9S9+Y%|B%XFGL@N1?0A, MT/I+04 AP6B+()
(U+R(-2K;LJ'G,B^R#- M|Y;(/D0#8^8L|X+K.2>R#|+;KLG+3Q'ZF*30W+K:60E,M
A*60^>N9I\$ \$36C MZA-
EXZ:#\$|+9_."A2&RGD@B.SD_27B%8\$4.H(*60'YO!).U3UE(3H|N2R+|
M4W7<()%)|B((Z)++?NF)_P'|AIBS.1|Y>MJG/QAK#"LB8^'E&E?
9K'3CXO3TU_J^1/A.)>Y9OQA19V3 MA^AB !&M9|Z46\$S_"NE=D\$|U@6L?+VL\$G?4_M
CUW;>XD%PB)!FBBAE4205| MHJ|,6K26,RY9ZP*_'6!-@4/M-?PHJ?93SRAGU2=<_C5+6,-
)UG7*H.HP=*I M2<9C0G!>&BCHN"R<>|F|>|J#@)X|YZJDE'B?9O|@ MI(T0C
|T_69=?;Q<&=&=#<1/5/&/%DI(17WUF=A.0NGEQD2)U+Q+ (:T,H1 M1.XS!&48K9Z6K1-
=Z+|U6|L.XI>?93S|WQO)8,VL D^S|O,KO.(E-,"E5? M/\$L=%"\$X>.,B.)
(*2<;P6@I7NZIG+95--7R:EM_H(|\$. (+V_94VUV6V?8LNQRC M=+9OJ MIR;
GRDC>ZOX+D_=&&|56F%\$YA5D63O+.U8'B<8(5L7)4||EM;=A@:_5;5|
M#_XUS):U+RI^*!O#;=-2^R9KG/;&;U<-9+AK8JBRXMS*)Q9|:+3PG28J?%\$
MM%/8B^.|"S?5W2@O>UL1GR2IN3.3>92H3N,>XXB%Q|9:=VJ:4=H M4^!3'VT_?
K|OK:I1&+5Y*3C|B.NSY?S#_ ;2;+42(4NZ80+91'6:6G1!@PP^ M\$-04!?'9_!
|P/W3/F51.%';2,)#/%3 @&6-(\$U\$M;*Z3H6"\"H?&8RZ=3_N)IP M&HC?8?
G@6""4>M78>LC:;+FNZIR-!&FM9\$S485G|?9GMV)XQIQHH
M:Y1WZHO)E,LP7UU,7%K|2E*M?W0B%6;/4X*D%(&-Z"&@|A!S4D;K7!W|_L;5
M_0"?;:U;J6V4U^AKP+>>DS;X3S=O'UYT!DC&%H&*!?'I(L^V@&=&XX|
M&LY'/_X>1_R,6=A-L>;17V_U?8M3!@4/(%R,H!)J|#4\$|9VR,C(6)>|?'-GA MF:*)!;YJ-
>.G=5B?KS5#\$;Z:8+WT51|68%B+-,6XA&""B(&RY"+ M3AT|AH-
|'NSJH;EQTK@NKY@;49/5^|4;6Z;->T1#!X|8<4Z.PZ5@!!JBS"O
MF!!6J^+ZFPR/@)P"Q;H08\$=3M8WV.CPV_W%>|O9JGK<4\$VVIASW<=;_S4*< MG9(*
<76B?;9T(D_4A&%: ^C. *Q+F5V6<61.N"BOU1/Q="CJS?#G?PT!7<
M@'YCFVG|F+9D;|=4Q|S6R3\$1\$P-6(JM&4ULGKK8!/@+3WMI>9R|^V'1G609
MI,^Y@,VEU':#()\$ 29J4SN|)L'D)QX| O*Y4+"O|J;7?VFSC_X|6W|H?H#
MF2>OASF;_J.N%HM;GC=8W59&@1FY%Y*3Q?4J|V3DO ITA\$*C\$'R@N\$& 6#

M\$C59E#)PG?MGYQ^\8Y(7,EMC'5@NZ_-O"O7%(-W3'C&14FL=8G+\$7=,&L*9
M_3HF#='+Q#LFB4S""0Y!6Y*7TEF!\$W5B>Y%:1\0B2^NRA6/NF#1(I\MU3\JB
M@5&GO.Z ZSEW3\JDMYW'O3Y\Z&.2HA!_9\$:\X)N^KY+PA?H+1\0,S.V_W\$Q
MO8Y)7;@P1-83Z9B4!"O:.\0\AU(%D/EFHC2C:(_U=U2Q\H\$;QZ=^&KW
RE7KG+9/H%Y^L0D>C(!LPV@&.2 M; !>)QS\K.T(!9C-
EC.%AXK61094M\DO\IR98GT_Y_C\AJZK#B#)R.'(K7PD4?K5+|.ZR-
L\7/79H#0QBVR@I0NW603U%3U4U M1"F@.,EKK4<"EU("N\LR\BL:>XPC+
!(EWUU'/P;)8AZM=*!8@|!))."GL_%&|\&5&T.S8EE5=SOU&X;9E/6!"2FX\ MERI *K8F-
/@,SAH.QNO !./,C-"8H-/BID#Q40@XY\$0_&'NFOTT>M *95\QI M.4&(0@IA!
<%GY8!GKZR+*10\0MU,K^6|;.)5L6AL/^()H*U/>>Y\$U%Z!B'6 M(?
(U02GXH"\$\$(79SU1K(TJK^PSV)>-L(AV7&OM3\;#MN;Q;<_%_-;JKXHVV<"
M\TI8V_V3.V>G/5\$ \$HZ:BN1B5B+E PD1>0HV6A>P<1)49)E8D%_W\!P\%2W\I
MD",W\$HJO,X\$ "8FWG6\!J'@PKUF!^&=[W),\LEXHV1"\33T7CVGBEN0+.BP8E MA"
<+/\>PDM':@C&9MYX<<,RL;C.TOU\JA-C)EUM NNYR*-DAONZ8?/47H
MH^8G"IT\$9PA.\EK*Y26XI\$7\1=?^8T8T\|T#*EH7;@P1-83245C,GF,2@\$Y
M*G0\&I&!\#DQ!IV7A*(5 |EN_-AYW*MH@'3=(11NBH"D,|,IAE)D!M2QRD=9
M<+@\$@")FRC%P&X3K/&SFFX7W\|L*FK:D8?B!6*XBYH#LAL\?4N&42!!BR/G\$MG
M,8W0HG\B |%:^TSM-#!*;N /HY:4U\$YQ:!\EVA_*TSGHHA" &\$TQ6%Q,_5NS
M36W^57^"/%D'HQP@;,_^<,"NJ7M+D-AC2L*HO.U\Z@,\8H!%8RLJQ9\$JQ-
MGO/I^X'>OKI9ZPV3\OU\|V#^@?2FWBMJI=W+"6K7B'-F40NE\2PF%-ZN1
M)Z)F1D1N^ |HB^; ,XROE^7KPY6\9G^O,!7H; M\C^S JF*!!4Y66."
|'R4+!>2#YK2/T:W&|;G0;\$.>ANE2_+|N&^T>>8GG%Q%
M9I4\$FX2O35(+1,0\$&67,"JV0NO^%N\O6Y\ZW)^MME,*VR.0)SP636*)4!+R MZET&VA?
D9Y+;X"+IT/+2\QUG,|;GP:<&>KFW.?)HT?Z-8-XOUO^%Z^O\;\$5;A
M*@2^*#^&^=%03<|H"7CD ^+^+IG\G05%RCY@M\$9YPJE8>6K'Y%OR-/@*PXS3G7
MJ"1CK'^.Z\|S\8(R7,3@P(K R*.F8\X%IX\$'STS)5G#^DB_P),\LER\PI"\3 MSQ? H+.PZ.C
SX:\$ELD_8DR"T5B\$S\$;T+KX\9CS\09I?K=|@2\$:&#,TO NN MYYPQ,\$AON|:
(GR+T45O7)"=1\$N\$5QPBU%3&9HY;<6V<4BRQ%,EB/F@Q/RQ?H
MPH4ALIY(O@#FF*15'@P+) D1MH@*5 M.;TMUT%C)D9_7DC:-U1_QWR/G98R28,\Z,
(H4L3%:??4?
M2EU>L2Q)GR*P6*/#*A1P7!@HDFZB(F5PHG7Z:^IW\;|6YR'K%X%KCZQR3ZRK.46-
T(;#5V3JRHC5Y MFY@Y.)L4Y."*\3ZPZ\OWS3QXC(Y+1=97\A"L)M>"T=WEO7#
&7(T#@NRUC;X M\$8'G.,;I#F M=XO1#=' F.&877 |YQC=
(+WM&I=YBM#')\$5TC/FH\3#!R)&*I:9TJ5"GK03C
MDT6G^A\7TXO1=>"\$%E\)\$979\$#F6"2?8|>UV3P*EE@&)D.-HJB7L9+/\%G'
M#6)T0Q0TA1A=3DPY40I8(0J0T\TAY(3D>6NF4S(7GUX M\^|5>KVVW0^BH
M8;|J._SK\$K&:\$ \$VP5F3F(9F_9 "D!-|J M(7K9F-UOCR)!IM_;CG0I7\93U* MJ?
\$>IR(|O/"\$E=\$U,VTC46YVSDXS//ML>,_M?.O"WB>VUQR1;F/9)
|2TSH&Y":WT<#\$|@;B4H..KL+K04XQT1MH\$S"++.7KN M/Z6EE;\9L/?
VBI=,OT,6>HP1CE?,9K<^V\1/9\$ \$+U, M/*;'4?
N\$7D&*M9",2PZA5HS0L6RC0UJ@;YUQ?,PQO4&:W\%/|P-C-JG=P=<MSSFF-TAO._?I?
8+01R6%3XY,|0A9%L*GLH1(S(="DQ\Y)'GUF_LQQ#3Z\.% M ;*>2\$PO%*Y%)-
>SONB#"CZ\;_1+5LB5CYK%YNT2CCNF-TC'#6)Z0Q0TA9@> MB\%F(PKX:\$(-ED?PF0M
8RS/FEO5VP\XHC>/FSJHH1RC|>=IS?S=^\$TU1?
M<6;S+W<|Y*M92#RFI)36P'6M)G1&@A>!/F)RDC/'-K^R:0M5C+52.\$^7MH\$
M=#Y.4/"93RTB"KBQ=E_3&L\02U*"8%!5|F.M?=!X@I!+)*9.&V1F%'F&|T
M1\3X.OX;'H\|C@%"<8ISMMH(74!'S:CQ,@JQQ@5EY885GB2-AT0.B<(*"-;
M#/(HD)7!1%|HI2C\|VY\$V6:&EA0HBE6T649>DR@BY(VT7|;(C)D>=4<+&#
V2^O7GHE>!M)GM2 M\PTN<5G'EW*(6CM@(:D<2/JY|*_::K:<*>R'25GP#;5_8)/GG0&H-
PTXXXN@ MG>C |J% :9G !Q?(E\<2/0;K2_ \Z#XKF)| #T2N/<|TQLR8),|?,-RTXAH# M"F
F%U"UH;CG@8&EFY35ITN;N?P-UW/RQZ8&L.;YO7\OE!)K?%O,OGW'Y
M\7(2S<44&EF2-"X%R,+2^@Q*" \$H8")D'\$|!\$)@_YKO.4;WLC\$FR9YQ\T('K
M\FM48JS)&MAD4ZVSBBDKSBI0_7O:R\J;OD(F:(=5O:R4R;,I'M'YXR6\WNY
M^2^E\$KYO)K+TRL-|Y.,ZY\8.6>RH^:K6!^%*;;#D2JHE&\$1PAK4U7K8ZE,3' MF
MZ\Q5GI Q\1&XK)Y)P4Q\J-0R3YZC0X-!MVXK=L3YJD,XLV=>| |0>CCHJ
1.0EI(6<7:BV<@;BJX:FR0V^%\$^%9J#IP84ALIY(MOFH2=|JFH@#"#
(Z\;T64L'5W\SM>*VL|B?,E7?;*.&^2K#E'0%)\5BU!2V<0! M5?*@;!KPS-<'>N5*1QY
2G;W9DL209%>2\I&\RO0_YIK7H3X-ZOOE MGJ2SPQ\W&\1\$'3PI:*PIM30&9MJPQ-

HP75LPG&[_9-GWG|^&Y87/CV1+V-M\$H-
!%/>OB/E2.*M,=R1#Y,Y|/7>Y>""8.!S%B%QZ|B8 MD(Z@O9GJ:U>^.!HY&M
M0OZ5)!=.ZP)6G|GGQE#6Y!H%|H;R%N9@9';L!%E(!%QI1IE1;Y8=EW+_87
M.C;2ZUU^ZICU9_#|@NN7YUNB\$^?;\$^;Y=G;:U9\MRD60'_L%M/?%TSGBW51<
MHX:\$DI(JR9KID66=H^7H*X,<,%B#C"YP69|!6):D@F%U2VI1FVA|DD>T*4.1
MUKB@?/3-4_>.."0^A#/[A<2'Z&4J(?&|ZWK|_6K'OPEK_+)8SG"UB?!(Y7V1
M7D(2F8,*+)'|;PQD\$S!H9|W4_9|+|X5W'|'S01QY|'9OHZL.3S5;8%V|S^|'"MK%-
(_5Y0AXFI=U/GHJ5U>!--RLC.TA7N:C^2;YSL'B&\$'R6-M"=%96QH38SN2|;W(1JH;-)?
S*+&ECQA.WZ|6M/0+A+7O1"FQ^J>J1O,+0M"R M?
A4L>F="&6&|_6U4/PLK&LM_E"RMS5GHF2Z"20'6|\$B+YJPV:Q#@_A>"*ZFT
M:QWQ.>:4SGVLT@8:Z!"|N3<_9!|=DW<XK0QTSI5'2\$U5(<"%%X M,IV4H!O.-!
#1>6JLMIRW+HP_A|3.+EP8(NN)I'1J'J))@5JP M"1?!
(_/@6&8F"V92|M|P:1>D4PV5|?T.X+.1F':W3+:F|A7)YH)J|-S@,|3 MUK#|D@?
G\$+PM+'E+&P<|9P|_#O)Y|*NEINZ|&\$>+N=Z>_:(YG,^WSYNP)AS
MA_6O8;;OW@B.,J0|AS'XAU2%Z.<:0JJ6S MW6?)),F24;-
(&@GZE!L(W067H3^V7M"E(=Q)\$|0J|=#5NE&P'8"IAU;W4 MN7NX|_FZ&)4L*%(F5UD
YCJM0S@)P4H)V>C(<^%9QM:1L^_J?;AR!_5C%)& MAR:LOKZ:Y_J?M_H-OLKG-
;LT(NW%2%"*+77NW*:CE<,A!93 "FSE5YXS;%_MH=9#"*<4;:NDVD?OHF9Z:?
@2L7UJ|.O%/*|N!HZYS,)IH0B3<:"|2Q"4+V!L MT3SE9+AXS/7;|9..7?
L=Y#E,Z1T1@DU*._8-D|>_M@%*&3DR1#&BMC0R>DZ_0^HX9!/#8.=.?^*-4T|T">X64
M>P1&Z!-./NKB>#WF>I(^&I7';C|9/7Q?+=6U)^F|_%Z|6U6._@*EX M+#++
C%7F* @8N\$(N(1:%VOHI6SM3CI2,04E*S4T M8QDHZ1""1P?
2,ZDR>EM4_|&4TX':WMD|'7_>PO'6AT5FU#R98BX2,<"|Q"D MBJ
8H7,57>;MSVX,F'GU;|W|YLI5W =GI?'03T,&^N/31^'ZFZJ:M'Y<(PT,5CMH9,
M*:8N|HPWQ0&KX|V"4#%BZZ:2\$^#6(T^UTZ/6 "WUI-2| ^9|GZ|5& OSB9G:2
MK/\$@ (OC-"#;#Z+Z/CH%%S1!#BM*WCN,_&=|2ZBC(N^CS)Y:Z)>=EL(^=7Z
M;XW|N+FWW_@|M/7L+RJW2!3756CT\$OCR49D&KR2&22/-D6E4Y"MLQZ&(7P6 M-
&JOJ_'J:)*47@C.P/"40.5:&F:4!OHB6JV18_/^+|=<9|_/9=U QW:5MW?
MQ7L'7,^YSF:0WG9NG?X\$H8|99|-X9*EFT+H060U!9/"1CD^!|J|J6-H!K8V4 M8ZBSZ<*%
(;*>2)U-8%+4#LUDP|?65TX4\%|5B\XZE":X|%|J;)ZLXP9U-D,4 M-
\$KUPY41|>%&GZH3'U00+CG(6==72J| "Y*2%"8)+@W/MG|7NJW0IEKIL\$|&
M;P^MW\$N>A04-GH^X_>W|SI_?/O'AX^?W|W_Q_NP7C;UI*|JA4>_9%|UQX,M
|VHDN#-8E|KGY;:0I6/L|6_KHGCD|=9>0!BC=&F@CD/0 MQF9;|J<,|11
MYB@!5AAQG!\$8L6&A8)IUH7Q9.C_@%@RF|C92K:CJ4I?Y%XQQRUH
MQF^D^8=)6.|LW@23<3+\$14F)-X(" #B9SA"WYWM_0%/\$VA#Y0E.?
9!>387|B6|R7^(Q, #B#DZ\$:0B A.TD%0YXJF0 M1\$FI\U!>5/|3'UPTVB?
#NC=,MJ(O0^+6.^0.Q W5_:H<5GF0!CZ0+C':4V< MD9((RIFBC@?N:|_:?P;2"PC|CU7?
MEE4E'T/_L6GFX+BM_Q'NH.%F7G_+PZ M|'A'L%ZCUYM(#J6AILJ,>&"2>*%3H8'1VM?
C#F;Y@481)USK4H""|+5O&>R M9)>66QL"=80B)"(9Q2EKBKYP=!)?
P.,U|YR!2>LS&':D(?@N1QNY|@ (8_A MEC5_F.3H-NF8|P?*>|1^/1NDW<|I?JE5'T*IZ(4;?
@JM4RK\$>;85Q-+EZ M.,R|H4LNU5+-<717N80Q6&5+>>P^R0_:CHU/4C)<^% M^|
|A|Y5R6(ENU;|H<|P!T\$SG#&_4|400:8<4!#%FYS(.HD;'/=/_KIKT_T
MI.H5;E73M_O(MHT9FN J>+)S2\$+=,D MIUAX_*@E5C\$@(EJ'+C\$3L7JFY@"488|
|ZNAI^U)#!2'W\$H?/<%N#1?HTG:R1 M;7)%7E#*I"-.4=S,&|D)OG"-
XB|^:JLTK6H@Z".0|UQ%TY:/;':LG)X' M@49C
1%Q0EDLZUXNM4))D>2H|M89|GP3HJ)6@|YBS?,L)!+Y4J4Q&8G2|=5
MR"9+@T;^E3^S.GN4|IO(|S*L*O"<:+007|5QJ/RQ0W;(HB)N%*7UWPL5RZ
MQ14M<46XS)!!IA"Li. +"C||"ZZKL |2J?RF?1SE-%_T.M%F MIFD,Q%+<4JT5
2H3+3/S@N;@U&R@:*V'OM:%=5%.A7|G@+EPV219I/5H=EX MIX+CV-*@OX!&N!;
|H.A>\$|0(*2O;J*G GD>_5H5UE=(0Y8S;=|+TA|H M=B330B*A_0C&8X90;I4"X|R7O5^G?
B%78X>.PZ22|B:D(6!*_*C0 MK|(-!*NK>\$EW^|5DI"YQ9!GI/6^!#W(NG|?| ^|2%*X"A
8D=Z:4H6D"P|6|?ML&G\$O/'33)T=EM(), M/+>(27M&G(|_6,Q2HE/\$.*|=5SR-Z 7X(<,K=Z-
OH|BFL1+:VT6G_:BF76X M/D9)O-<&8S>-
FZJEW+/:T;#6&=D&WTIHX=JGPVD|S^NT3%+ETQ3955V1#&.
M|9B"1%QFF;"4+8N61Q|H|=MX!.\$L|>|X(?=P|V%N-+^>SF|RVQZ<_UINB@<
MW;A5C7#;BNOJONGD%Y3
MW;_W|OY&:4KQ:3J9E2;D)0&|69|#M2"#|X1R5CI/XV^^5\$E((TWF203J1&5C
M.X3E#*VGBMAWS:%SO|HEYX@/WZYA-"L">/L59E>IL&ID"QF-5(?BEC\$AB!7*

M\$6>80;:UCL7:-";[D9RA*500^:XAF.[YEH.'4NC'H'VN?K_DP+533A,6:2YI
M2%R^A%=\$TU3GX;0SM!4^E#*KNW83CWA1U>C!8S?PC7XT1@%GLJ6
MMIXM8KRWN'T_ ^0J3L-H--ZN>-:"\4HG@;EC.3U5)'5A./;2H\$D-%'IDS-\$GQXE<^?
4S||DE%%:?:>|+_\$B(??\$#"'|T M@=GM4F2XG99H #4Q7@IU%6|>1B^- "-ZA|P|*IY;Q90@
Q+\$\$04DPS->/YGN;MSAE9ZTM3_IY,9+|8)DZZET\$@FLSAJ6Y<)71Z(B26I1;-!@|
ZRYJ1|8+V; M5C7Q||&-"FGJAW;_ G|O<&W^5UIG<;|G.G|T@O.P1F*QNO*09|B!
#*C5WC M4W(QBE"|>+L1L#.TEOH*V6,VG;/5Z^9^TC+ B-
"A9|=L8K|KD|547&8\$*R=2/=HMG->CW/I4|61^CEIXL8E|+L.OTXG5O|"U/<8-5
M4HN.F2+1VD*GBC-U+|-"J9*9F61U=6+1%O#.T\$;Z4LX>0ZJ0<+Z>I3!; MC|2|H-
X|:T(YS_+OU_&P)2Q5)(VA)G5W=XXU2F&"BLTG4)CYH@NL,3:>Z
M.O;83.=\$.>O.\$M08%Y2"-|*4+B"Y;+'F1M%1"HL+DE3XFPH|<=!.N5Y-KHV MV?
E^)&=H%Q5\$OL<2|("4M8_|ZW0?N@|BVF>&ZI%>MLTD^ ^_2SW7U"!#N%S6 M2C
T#\$Y%:4/N(&@.R?4>-'ZL11!|H.^ (8>B):>.(CA3G:\$0F8!;0ZVUD62'

K=6/LE)8IQD@CE&J. ?TN*T+/6)9!-M.5_U M@M7NO?@B29QJ*+P53U.;P?= .UM,\$S-
^5IZF5HIYD[3E&RKVK7@1 ATL 4;G0
M.7""/E;)NRQC7,?,1,RULV0OG:>IGL;;""<@GB8NA714:F)-B9:|#02=[7+E
M(0;NH@VP|06|)IZF5@)OP-/41EH|S0E." :41)U0@#"!^*,RR2XDEX#:>1V
M6=%KX&DZ6F\$=I-,S3Y,0UJQFXQ(&MI0G8EU\$OU/2K'@P-&ZWLWX-/ \$W'*JJ+ M=
: @:3(^I^CQ!8|F;E6BE@;%,Z2I2 EXRJ|LIZ@3Q-QRJLJY1Z*#G_?./G M#S=H*V*
(P"Q1NE3 R|"(MV5|YMQ|;Q1%N+5|EL<0SBE,Z2#/L&0'6"|H-K>64*T+|\$Y.Q*
<@"";24BXM,57M MKF|#*?RY|*17?;<1:VUNHW&"R6AR==?J0.HL&>".DCCZ L(03|,FW
3K?% Z M

X35KL)+<*KIW; ^"JU++ ^-8/K#1HE |4:>(T_L! / M'&-<@8\$N
M.1N6A";*#%W2>_9NUUE%/E>.4M+ #Z.%NB-KZ\$X+B\$H%0C\$+ JE M6?E-
61(=!KE"8;C+FV0 MA|HFO7514(5XY0"Y9?9:%E NZ&?8|%Q;2E)\$98\$ MW|AE9X4@I6
M1|5(|#0:2TCCK) <+Z""^BCTSA6%08K; ^_#7K+ONTJIX1;(^ @2+FOFZ1&DV
M+Z|16YAM\$H)2,QL<*P7|\$MTBEA2Q22K"G6*)>683;,)2'AS@-;NOCM1ZN.3X
M+ #NOC3(&R3-QK%RDD|@3^Y0YVEMPH+/1B==O%O WDZ+U; M2QLM|&
ESW#DW;4600E0|'7 *(.1G#\$, ^-OR^7&):X0;&W*ET; 7@#M92=|
MMB,L/\$(9%1.9I8/G.H+Y;?8YS;Z/PHH"5CHJ4HZ9>"C7T3+7!'BH5&!A6PY
M^F0U&MCO&_L,O) J8JT8U#_ 4|)W:T0;W|L)J(H-Z@| "&;Y#?7<=[2|ADH K
M;@M/|@XL|,F8Q,-*48>1E<|E8&,0JO F129VT>7U: ?Z)%_4!*;R/7?@|1F6-1 M2AV)40&
(H+0DZ'&"PG-@P4|O|_-=915SP>'X+QPP0EBH)QAN5M_@"4 M87,\$=?2TW7"@@H!
|..OW=C|GB*P|&DZ62-; PN" 4"DQ (\$ (E4N*4/+BM/A M792!|Q2S5O#|#X Y_W7\$?
00T=|#BE|@ (F5!|5%:% Z+XM%\$X1&;M"R+|*/M MO:?
T21F2AR*&.E;H|Y>\$0>CG/J7%9QBG.2P)|G&%6|R61CP+_ %S8>Z^+E>-W
M_.TO:7HU@ ^NOHW Q2| '5U"*#W2U|444B5ZNW6YS8IF^)|QK)MT2PB@6M MBFIO\$-
O;N;X|G#|)/3=A7|)|@| M8JK|)07&R|@E6B.BPDGDM.Q:CGZ,C;M1V|9D0|B" 4V5LAC2
M:6U%5(|OU^|G0TB;_|&H"IF=PX"&3Z|4TE1T|ZD|P))!P|V\$04%1B-4(V6
M|H4E3ALE(6-\$8FM4N@VL^B>2/(-JOH5P;Y;A3&|PUKBI|_/.S;J*!&Y%+>TL;
M7*5DD;A@P_)C"6@D=T^M_4 OMJ^OVG|1-7&EY N%?P_7C#!NZ5!# M)+4> MDC2?
H,_-DBI7 KHD\$18R-&G31SXB//A*L002*0Z&M3,S|8_C7KLZLTA|^# M|OY'&-
_ \$TFH071| %|_ CTNJDPJ9" I*D,&B+EA'KLR-;">N"P(FG1AYY2 N'N<@+JU7QN'N1IS2)
<.)JYW';8YPDR5E#%1* M/9SL|3S-|&B:BHYN\$0=F0U|M.>G\$'^Z^#^8Q5+J|
MD?/M|_FZO|U">L|*+ M\$._X?&36Z7CVJ"LE\$#;WSGD8C;#R=6JL>>;V_OO_ZWY6|+6'?
82E-0U/H#8HVFOJ.P2|"S8AHVQ3NU-ZM|8PS/AWM"CA>QM2WQ(K#W4&/^>
M9LM./).0EE.8|Z+(0Z.W M*;T;S5+_WWC+GO!_< \$J&U)U*7
U! =KB5(IZ7PR5BZE=3>WR;ZW;#GJ?& ^MY7^PEKR6+| 4Z(=)"T?Q1L8SZN|!-O|N84/
^WHV^ @UQ>C,>U_I M|><.|HX^):'|HUNGV1^|777D"
|6S)RYGfu+|JE.)"/;SD1^G|Y.; ^LNW|I' MAT6#;_6^VX9R-;#NY;+;ZfV>J1 MI6GZ#6X
D|J(|X|Q^#ZZ7RL|I7%/" :2'K-O'\$?C1&*>> ^C*8?2-T|3H=EOGH
M.3H;Y42R="|-87:3XH.QWO9B2VU&'MS"GM#E3I|H|A+LH|BV&/N#\$?M= O8/
M|)*U|+Q|>N@6L6H|?W<2V-J<&B4|DF5A-(H.:?>I>H|+V^ZY,|K|V_Y.FQ
M:K>K9_2V)T_RO*0|TQ|L|7D|Q KN,JD++H@096%A,\$3ZQ(D-B9'L58:8DE*F
M22"|"H^\$O5@UUQ-'#Z|_T|3Y|NX;1K.!_BY'|59KWX43N#O)2E=5,-@>3BP=B MHO6?
RP|A_0__7_4\$|L#!|0 (-,2""%G;AL6#YC<_)HZ 3-8VQX M+3(P,C0P-

C,P7V)"DH3\$*G2(B)-1\$I(D1% MI(F(5"4D @)*\$0\$!1044 6E&I D"H8,"(KV7!*67A!
(&TG[#=-?=|X|HYS= M/6?W@S_W|WDF|'#'Z',!WR=3"%&!@8!>0C|'0?HFH1YWP4
M*RM \$0 =H#)E@|@@,X8#C|L^0'FPW/@|%S@O|!|WT2, 88&1@.?._WP<3"
M=#A8F9F96-A8V=@.#W8.+@YV=DYV-C9.;DY.KB/08./@X>4^PG-X?OB0P|L/
M|X)^C|"SL1_Y?SSH30_.V#!^(")X03 R, Q,|;P-@D*TL#A/9_V4R R,3 M,PLK9!
(G%W1!%1|D/A,3(V0L"S/D&D,\$|'^ F9|)%X+B:\$;N@|2VV\$P%"9R-3
M/K#+7"A0%K|:3Y!50_TPBH-31%1,7.+D*3EY!44-32UMG7.ZQA=-3,W,+2Y= ML|
W<'1RONY^O^.NIY>W3V!0<\$AHV*/T4|C8N.>/8|/37N5G|Y^DW6O|Q/
M^06%GXN*OU545E77?*"M:VEM: ^H|/KY:V|P:'AD=&Q|H>?_MO87%I>86X
MM;VS2|H#|P|. 6(F|C^: R/?O%#?C%":|#, =N@7 V/HX07|S"S'U5@%C&S9
M;@4(GC@:R2YT(>5#>3.'C/I5@O#MA_V<(K(:N)/\$0|?^X|G_-/<>B_E|Y|G|X
M|M|^30!'F|B@Q6/B|^E?)Y0|6|ZOG?|!&=^:L;:|WVY^FAC-) M8ZONG|
|D#|1|^O"1"UOQ>L>_O14|?*-I4:GJX@#F8UU5EF7X,|F@AZ:3SKSE
MF*DB\$)UAVUH<)\$-N)^67^/=|='ONTD,1%>P<+SB%-7A\$SND^*N#FZK)|H^# MVS|@
!;M|8 Q#KTCTFZ7CG@:F#|V8F6:7|DW6+|@@ V?Q@,|E>9 M=+@MH&U;K5>Q3AVE YX?
UI?=DK+V;|Q%* H&!?"-\$E"^M>LWB;0!PXFGLS|_M9"?AK">4;
:GW8<_O#B0FNL6XU!,+ISV'V@(:#54^D|AGU5S';FJ8<"C<|

BY?+6U0BMBC< MNV"9|.Q.|L**1ZR87?#=#D&/R>Z>>J-@ZH_B(OQ.
(7.:TAW|TDU1O?)UQ)U_) M"3W:H|I=I/_T\$1H|99< ^8_Q_-1"I-"VA&PK2=K_
7"THP(!S/W11:O#9VH MW",-A|R|Q:|=|3QZUL#WH8)#6'I->G^3A|>Y(IP7N
'=_QCX_|W!FX.>^P"3 M_0&\$^J4&50<>0KQ482*XZW&/GE|A6/5%R+\$&Y3FAB5-
E<;I@#|&')X H:Z M.HM:"M(Y_049.FA|&T8'I
/W'1,==V89/=2: @F|UA)R+8>|;JU< (SP|:U MLO5T2D(W!|S|L:F^I&
|CKC1P\$TS*B:%OUA&&"N|:'S|:- O*=1M.O=^R/CA&4
MAD!QLF%8W#P=>\$;KS&O|Y|QB-JG)84?-_@.|1KD2?NPOF<=WAVD.OK:+HP.0
M2:WHV_WKE.ZB)NW0;>^JB0U;|S.0XH7HYDL3*R6E\$_(NS)81FD0?8?M#OU;
MI84S9&|;|%+ O=A/2|2|92D:|9K|H|@|=Z|(UA+<"C?M)%Q8|TL?%W;KR-JHWM M-
+C*%WY0^Y?4A*|!*5!87095|CYTE/=V=WOL!M<>@R|'S?1<#6>PH/A

N?O"Q.MO M8KK'K=BK>OQC@|Y+JL|SV,KTD5BO!+_L3WF,#PR=V?)>T
&WC|CR6H^.3M" M7^E HW1C#5>;TZ570|7=&;X.V\$A"V&^ASJN?
YR_I\$Y>&L4(30QW@|7DM B;Q
M=DWJA>K'*7Q='#@*\$+D|O^2|='+'9394.'/E9K#!5EQ_ |5UT.6A0,GXZU7P-
MY_S&S>.|K,=2|PMSBN|"6%2U1)732.NO|;+0Y0K:#|BMELJ UX_/MN)S|6EU M#74;E?
ZC"Q8WT.O<:'R9TASO"Y5ZKOLU;MK5!"JE43HR7?SND,.. \$L<^G|H0
M39B*:4Q^DA8QZPWJOBP:M80<'^"!C5BS0W_Y-0+B,7>WJ|!%95,<=|KC:4@Z
MX(W9=PUMH@.|V_GH%?CYH|H4C4V*2"MN5LR'8B:YH6F|5W'3,Y>|!|Q:%|K
M#Z|)!SIO|;Y|P(G5%5=5.,F@|/S"%66_K0WR%.B,_S-=O
M%>E"!|@NH4;=@,&W|5F;:R|!%7HV,MHN:P|NQ%?>+1&^|
|7QR48H8UY: ^\$5|0D&AXD_="TZJ\$|K;G_|
M8^++CRI1|#B24&L947Z>17@_#6HIYG0@.ALE2&N:%<82H;)&&'!7N*EW_|? M7)?
K|+NBK0I8BM4F^3=\$?'&V7/D-| MKOE#E>GS|J=:/W7G|BWIGURF|6C^|_|.)>S|Q8">-
UI0EFY0&_KTZE?Q M0H;L;JA^<;D=Y;MEQO/58??SI&O6DE9.J"V!|G|JWL|JK TG!|@)
M(@-. M",92A%KMJ7%TX-8TO G%. 1H\$.E/_B|4_6CYF5^1T|^Q032N/NM7S_VRR_P
M,G/<.19KX|64",4C#|T|W BCYC0J3B/EJ.^0"J(=UL_ ^3!_5|3_-5.%%VD,\$ M-?
M+P1H:7VDSFW8|V0G|R|LX:"@#I=P|N)?D+;R|JHDT=WG:WM?E0:>P4,N;
MO'K(MSU3O)?- Q'>Z.:Z'(*)ZA'H8CTZ<#>""
<|6'^3BTHL|H1XEM)W_*:%O2TB_W4N|R*\$2;,\$ / U?&C|?H+1!4LY MU=9-
^U76/"L"SS(=:@;3+!O2Q?|_HXKWWK8%/CO|J6 |B^!B"IS>>9Z&6&> M1 \$%"Y
7002>'4IG(*83YIKW)SBA@M M|ZN|O2':H W%;IWGYD-NK3"|^9|4=0)|4Z_+ #_4"E);# S-
I0-CNK-TP\$09 M)8)N)M*!+45:+W9W#P^C.EEAIN%QL"UK#1B9#4K^I?Q<|F(E!|94W*.
(NLSU M401|+>.LB?;MB_-QWT<|NM+=?U/M1|/3|^JWO*BVXO"V;6>Q4WU|V:.Q=V
M8(3@O76K>5|!|?#(7K;-&.YO%?R8?/^&S5_ZZ_34J|21JC1^!|ZB|'|\$:Z+E7 M.83_Y&8Z
_IOOEA#P<#D2_6@)1%NXW^J^|+0QLB|_|@ BB9+,#C9?@V>1KX+ RW|:OR|JQ
MZ!1N.1EN|H>O).|_44ZF+/1NWDE(|F|9-XU4 WX<766/"K\$F(1X8P,ZTQ
M_ ^"CINOY;|2?7/?*W7)W|_ ;7,P9DY/+. %BOU:5@G5|,DJ*|+ #661EZ,Z<>_.
M+)U911VO'L(|XP@X+P>+6QD/A;0S+"XTF^)UI"(1*;*3XJT@+XU|= %SF|/8"SU M:/=|U

"BXA1V+DG;YJ;A.:')X:2 "BF9+I9_\$3H,8Y?2R7)D!=0(&@)0/VSD M
;S-.A8E6T&\$QP3G&|KWB#L?2PEH%,^|IW_U@|Z=!V)WD|)*,"P-.?ZC^LE
M\$*QOK^80K0""|@7)A(1YL^:Q'5B<|/%:"XW-9R(2JU/MAN^/CZG0>OQ&%V(O
MB(0|C7G)V%TO-'O@G^>KE7U|0#F8BZLD?%)R*0, @>=@3KEA.G>V|NS?LH>
M&K\$Q|WDQ|@K00R23)1U:FLA*&'ARM!W&1M\$F8*+N@+5\$RW:>5"L%3,E*2XF"Q3>4'
(.PV8Q@=IMV!G_&V497/*|@.IG3>*WRSC9>?S+ MG> \$F6+9;HH=0|_A#?"YU548
I+Y+A(82;JX1|S-|?CJH'Q=N2EW3O5.-DABG_C6,H2;XK44/(^@K:"H=H=/U M 5M1-
I8|W2YRH7'&(-BN;%(1%|H5_F>@+'HC1QN9)5Q1C==%Q\$ "K#H_KOOLH1;|B|=|V-!
|NZ/:NL,W>D\H\$2J9MTE5J*9"+?H_#T-YY:A*%
MY&BH1G_S0FR:G!5,3S'W,..!&*D!>0\$PE2BILF\8A2@S% MO|_=:|>"YD@F?
\$EAM!FAO:%.W:>=V!" M*1,
<)>E:TH"MR6GI|V:;C59N'@F|UEJHL&H|A/FTA:M.#.@+N6UN;|_RYK5B
ME+DPB"56T'C91AIED%9UA+ZUGV0#, YO%U(Z&|VH8Z>|TBS%9LOH M\$9.
|N|TY(09RB@E*E'(2RL'F>EM"(=X^,P|KG3S>V0;G|=MAUKN1E:FUY_#S M)1-|?'N
M53CV6|SYBKBL XNS%*L#,Q|H.Q:2Z;C81Q%EHW"%14 1B2#"6|H,^W-F.2X
MMCQ4Z;9OG!69H3K<7HS;|W8O(|QZMYFMCZ,U C9E;?9V6G@@L.L%1*NN5%S
M=S\$|73>'=DO\$|G_1&\$|W<. S|9/LUK@5*1VHX=-NX=H=>PR&&7+\$|;4@0+V<
M#C2;X=EEFC"U&.|H&H|SR_C4=-3T|S6S\$(|!|-O7Z5*7@WC<^Y2;Y|LE3|@
M'4<0KD'@JA,X-TL1Q#0U"D4H|8#E|;|&Y(|,56'F7|%^ (Z?D6=96H0|H2F
MFR)|H|VE3M74|/%? \$F@61"|"C<01U_MZFW3Q&.\$2L;|>W7Y_6LIE|L?
8/X'/8O>RP@>+RPAF*UEEAVJ59UZ.>(|O&CL M8G_JK?F\$W@N3Q@21I, <%PZ(RBH23
^V=4V_-CD_"K7|?8&#|R4 MY/'-#=#X MTGBRJ*5?|DVV9R'67\$J-"72
^G|ZRL'E74""NRWS8U|_G7K5MOM_0|E|'9KB M)YP5JN|/AO+5!*OAL566+RCO%5U9/&-
-/J+_:A9RKJ&"Z^ &0|EI*?7(|E M> 9013|&@_XTSEX(G= =2@IWID'&82OSVB
*1'W#_E67E>"OAKLA_)4;W|U M\$C;N^/LXQ:=WGO#60L;Y_3V|G68
M;=C+1V;)>|/YB<;7(|Q"A*L497"=+(&T(7Y)QKFLP_#8%BI_U5M,W,\$P(;)* M?L|H|J7LRS!
|BB#*26S\$I..2W_YGIMU+|?O1-XVR#|^[X?4C-8N8=T^B>%H
MG:O5M+I\$;B6K*)^?/7U|YIKTID:G=*B|SH3;)D/(K*'QB_@Q*"0("BWR)|@
M;_:!62Q2AG|@*QLZAF.XUY;_|GQ%#;P
M\$S+6F6('XN:YK|/#&/4F.Q,RV/LYE=0U5S,SRZ"C"9Y*"|*Q(?&8D|60KXUAB M<;;2-
9(.5"0-0>_ =YSVPK;_3"-R5#P3\$U=KOE@XC,H^R1JU3NIC6,P8_6OG#
M|+N;./&496%YPK9^4A@W2|/#QG|A|OWPS6|LVKYK@QD%(SVD+Q| MKY89IE\$_
M^8F0VB|5;G6>-9,| ^&|YR_"JN,UV%P9BPU%GT#|J@\$GG,-W M0@6CE5RZ9(DF#;J?
B\$D5%1!*_&8A6,+T%=D|^KXVE_>+UT>L-MH/ :HFT8\$F M:U"Q)@I2(
X^!|\$_0YFPDK;'WJ2Z|Y2Z5:?.CWTAL;|J?9EC,B1=:W@>GBE+ M?&_%N-,&
|PW0^E%:TZFSDX+)|35*|@|+_L,L;|&_#H1S"TL_KNPMN"J=^" M5^O*XW|3>A"X|6?DR!
<,Q|3E|>+GLT(I(NKSK&4\$=U(1430NR.GNU^^CRG/#
M+K8!V^S_K#X9;S9JL_3)B#|ICS9M|JH0R.U|^>A4|:%7*UA%;6O&E+4SM M;W-
X^U3NDGY|6:"O\$"8DRR'|+"5@9|K#\$>%>%RSL??B|TQEQ+\$AKJ.GUO-6C)!4!I8@"?
M^YRM0HW;#;L,QU:&O<4-|H36|F=;SXP)H+S|Q+^;;KC#(8K_#>5#_0)RD,^# MUJ1,T-
|=CV%9%9GXG?Q8K5|N?)?L6FASRBOOVXK3=)Q'YCI@&I8#.ZW;ZM3
MX6FK%=NT/9^2|89UY7V/OS-UE3.%. _|L 2%,.KD?C.3MXD>.9NZ%=P|Z99EY
MFP@Y+|J-QPAO+U*\$F&BGP-R2RNE+,QO_BKSDF| MEP*:_|>.Q|TN9|3D0
H3#S7LN)P=4)L6M&-L;|*1^M|H.6'NJLJ?W33&*O7W IG+20NN-HZ-VZ'WO|(W%H
MZAS&MZJL9KQQ:2!6).+O)YC%/M(;.I ^BH3H'T+7D9:W2V5U
MW%XD7Z8#OU8;H=+&O(>LMCT:-' I997_U|LM8|K^AS_F|O8@0'5_&D?#'|W@
MIV@2M=>|XY-.|5TG:A9|QTE%\$|,"WR)?|DNE2E|JRWCF5\$SHA?QRYJHR1?6:<
MNOJ|YL4&6|R=LTS*I;HSO|H|YD|H-U|H1W9H .OC+2IR1(86D(59E@1H-U'
MW^^+|O"G|)-I/'&@'AX6&U*\$VSQ",1NJ?_.@HBYIS5"6'%|N#P14W=LSK3|
M3OHU2;LNQB?"YZF08H^BHJ8E:BB"FS2.B/E-"=!G>0WI6L*.U;Z|:%U?'JZ
MW%@WNT_HA+O%-0A|W%!Z'>X|5ZASDOC*39+OQDT)X
M21DY%,GMT0QV\$PIA)*UE.D)P4)SOH3;J=_>H4DLFQSI34>K=Z=
(+)JKT\$BU5B|(X+HH|^2*IT03Y2@2X63>,&U|_-Q_K8ROX'76-_.@WW_"#Z10/Y!2H'LA11
TP2%8O05PQQ;K\$|:"J10))C?W#?VY9M|X/K;GH M8B65VA,W/&O4BCW'.&DQJ02&J0-
7HW.7'V&Y00--TPAPE|A,O<^M#7U1-C M@F>|OY7%1?
4#G|DE<71..T^_8,P"J.ENKQPI|L82+\$ =2=(R%PE0\$+W|C3?7 MY+
(('W%DIZ|9|66|HN|56+L)S_'1KASO5"UQF|H4|D&DC @9!_A|E1)(*4% M?
81=2!|:9U|:M;8N2|Y|LW.?U|8XRS.#?5 F#(HORC1L+G<.M<-\$Y^:%%4 MB360WF.B&

{QH8EF6NC4.S%X\$D5^.#+A,YCI_N?_A08\G7=K,?UO M>H+TAOIC)QWH*B%KT8'1V6?
H'6XMK!?!-SD YXJHZ1G<#(8LR; E"F16"U M1E12.U7/5UW-)L+I%%LMIGT3-(333!#C-
;1&BC\$=R/6N.I@D>R/%AN!>&/"4 M:%L.XS+|E@_M-
!@<4>!D&KV0@;M%%=DD^8(8PL.5L'6D"1F!'*\$ M3K|+D1T42%M/X"+0RJQ"%!
(;HIDWWD@F98/A MGR9!!!|>2O|AFL.WY>VE-;E(O7.LON&/>A/S4H=>-
M8A7HUO6O^TSD\$8_AD MZ%4H(2*A2E"C25",1@O(90\$9\$ZZBB-?)6?
B#WZ:1BSKS0<5%"DR N/FZFRL4 M;SAJ\$
6C9F/G7L+Y=QJNKDP'8YYSL.5J6&K=6G#MENW:/N/VPSWJW(V:1Q=>
ME*J_IP.LQ12AX49N=+-\$/9=6.7-&15C?U2&DA?^1Z"/5@U;-6L9VPG#.;,5=
MO(!2ADUBPZXP|AI4Q!;G>U0Y00">H/|V990:D2VYYJN*FXWAQU&YO?._&J0
M5@^0/=WU4-RN:&YTHD=UPN_&=^8+WTWOK.V&T^,V|Q:|F8F+LGUG_Y 8|M44-
\$H@GF??LN":2W="""|7T04(598GP"AS!_;GUSPK%|5@KNE1,%+|^,W)@1
M(?;V9Y>47"B|L"J|1@|>"7V1O +;0L/Q8<<7I/B1HA2!:%*,GB*#K0BP%.A M:
|OY88(X6I+W\$4*S^\$AP=:3I!|QD+BLX;DAL=O3Q_.;XP-@.E @^?XM%C M?32N.;
(&!3VB7)#97-Z9Y|HM?V%6ZTU1Q71'8^G77JY(VAAF2.;537:0X@'Y MY#3@KUREK&I?
6+K|;D:RV3=>'^12Q!|J^&3\$.!)BZ*1!\$ >5|!|T/=A3 M74PD2C;;W9*(B U^EAAXW:U-
K*/M|J4@=2G?K>0\$WZ|'S(YSFQ3^'%NB*(4_M@<;#0^Q;>Q-
1BO!!-9'Z&=4P|S|T_2%1H'5<_H"&HP3W;9_3T4:GOGCA'B
M|V(L!>\$|I3J4;M'MZ|&;C/J/80HM<:MYP&=>|TRX.;\$@)^7;P*_&(-MZ?
(|&+:7.5QTB'|SEQ+J*\$(AY).ARALI9(1VNT2J'7CEJQ5L|J=B/|JK&L/ M;|X"4G-7/O%IG^
'NZ'K5Z YHI&>T%D@|1U-D?8;+:VO6K+B9@B:2%6CF*N^ M'VFZX<^NL?J7CKY"JO'30G
M>.4G1K500XN:*C^:M-7USY;08<|00=&M5:(CZ1|U(W9N?A/JYE"C|^'E 6^/
M#!H3#+X9Y2T;J2E3'\$"OG6X">SI@70=BK/*;>L3B'|-D->'S|_08N4DT>!(3
MCD)V@VA|UM/R/2-ZOO-AQ<%P|DF?6R1JPM_M4J|PFP<|T*Z +M\$?|MH?L0D
MK@G3"P>UN6A<>K>@4,I0WWTDP!+N5GZ%VMU(AY+?U6';FZ|WV|6D' D=_) "<M?
LH\$D%D_IMA5#+>4!S"+F32N?2D41%"BWV;JUN7:\$JWCT/B4YU<1NU:2JS6L M1LNQ|
|G1QO9@_E2DSVCM;K)#R).\$3M(|PN50&300^4&=0XU!W49JQWBAH+,K
M^;2CR9|>L&=E<_='|8_/PCU/N56W%M8>
(0SR.TT1HB;H'R_Z6;BL/:H;5(2A2S2Y%H6=|_P8%NP=+'Q8**|A3|0(VN2^6DM M=(
.;Y<#9ZS\$ DAUPGIV0O|8A83@(!E\$|:I@3.N-;*L,I4BW/M+"_L|7Q=|
(NH&U/2U01H\$U|7\$5?***S./T?_8 M,^RC3H5XV)|W?
O,"8*K5I\$#\$M%F_WLH/"C4W%+JZ^F"B>[?]<,Q1 M4X;7*LIE.V|N'27#|
|YP<\$;=HOEN=Q|H*&B2"T1MC8JY5O|-ZZ,S?T9.64 MXYH915";)\$A 4P0|27H\$_U8LQW)
(2*#S|A^KLIE.,<%5W033 OR"YTI|WX_|M%NR1=K?L."EH:-HH-|'U-?
H#0,ZD*CI4Z.U@>0&8;%7Q?0C*|P@#!)=\$-174ET-'0C8?)\$GNVN#5)2/W4L:D
MQRAET)/5L;|@FQ6Q'>K4|7 MC B%;66F38TI/OH_O)1WGX;
|)CR(CN2KY3Y|3.RR*2LC)RVI9)\(3=P(|8LI M6(4U-
>)P|_!*-1NVY46*E!D=D'>FYL+7F\$1H&9.CB|P4"2A0S")RK#>=>@;;#(|^T>TWJL#
<SB5X%;;%18PB.;_+ MNTKZ"J;O!)!;LLV0\$SX^?
\$"FVI2BC.X6S4=M_V4:N1V1#B>\$+JXKY2(5(8?M MIL-85U8\$|?
#XZ^M)!6|7WIXW5M|L85'H@/T|/_V;P2W0!\$G".?1C=;|@>A M?LSLWD|'O'L?
BUW'=S9INQT?N9G|X7O)'N|Y:;+=\$3F>/5 M7|G.1_|H8CA'C8.|PP5GH >4V")57"R?
\$AT3#<56'4<<\$C^9#ZRPKFR-*#<8 M>60=3W;|'\$YI8CV3N*|3DUK/\$4YEH&71
N">;UXNVKW*M=\$I0^'WO2E5?" MOE"CV!8QJZ5/Q9V'59|IR2"4!A1W2@#%Q6>\$>)|P#
(/3\$(*X0#/*4&|5=*U M4:S7)LM2|6/>MF2&M9RV.V.FQ^G
T|3+Z2/BEW\$/I+UJ2H|S|K@+*-V7U*+| M'&V&\$Q|VK9|/?/G?2>-
@ (5X9=:B+#\$8|\$_'%68GT0GZ462-ZFOFMV:<|P<\$ M)V|NF/T 1040'Z,Z';
UHY2C'_#63P|>C6H=R,7K M&Q>|=UV?^A3;;FM<75=KXH^|&R|B,YW-(&U@|:-
P/;_'B;Zj%;*KO=C*-YRLUFB)#-D,WJ^O;\$Q5=57|/8\$A9IV!7=0>G MJ*F?
7H.=1WOSOO_|J'#|<)O:4T9|7NT',=-.;\$|C/(ACQ0-8>I0#|ZQ347-0:0>Q981PW-
|ZN;GAK+YV!,U#O|:TAORPE<4|>|X#O062#!6#OAUP5@&I HL'Q#
|3>62:**Y&IK89Q|S! M+26P=/_G2|XT9C|9ECX'OQ_G-|R/KD(%1N-V_F_H"9G:T0|Z,"D-
9Z|O"HB MN-AU>4+2G.L\$8@;FM=1F;>3O|Z?I^|Q?*R^N&\$:X@0!/_T"-0U+8%/Y\$6H1@
MJ4'3HN9G|V_|_6L;Z^5Y;Q7E.^OXG&3NV35F_#FX4%MVL3=NA|-N<*U
MHX1%G%7Q!/?|Z>(%L5@|QIWZHH&?TX>)W=;V8OHMV1S|S+1QN=C.1|+X3|UJ4 M>?
\$9:2<&\$6"L|H=V&OO#B|=C%N9N/*Q1|?47EXK
M/.DAB6+5KVV:_97|C;|/4VGT0|RXB;3FGEF.|+D(^CF" J"Y\$!0X400.>PW
MBD5A1Z'|Y5/K"M=V=H8RN|3;..9XM3|A?'|>S1.J&&Q_"3DK"GY1LQAF2/B M.F

B[SDUOU!)TE)=>,OJ:SWO1UCTDAWDO\MMJ39G:X\T2H)9DRZ\$#4R1EVYO M\F;%K-,
S88VO5|*W;,>/:VF'E0|^E#U3^K^G.IZ\DMAY
M>DOMW\85R^R'CW8Q"C1IANGN,YDZ":^(_PHOD_Y2?(O%0W&F%7-;M3#\8\$=
MMB\A5/Y^O4.N+W/_U=S_U=R!R+)|#3U^KD20898G7#YI"TMKJVMQN8+|.!
M9V#|&:=4CXZ=N>%S0!'U?/GOKR=&VW&"*'^S HH%E 5=,Z2('M+M?2_"^>?
+5TO&^2_#@ "SGF+4K\LECFE WR0,2DX>%7.LZBVFEM@U37K MX|@ (W87^D).|-
WDMNP3*9EJ^WPZ7C<-MR_SJPWEOJ0#')CEIB#,&TB*94#* M*D*0QM%*UIX\$|
|X1EOKSQJ\$_I-|+:D88X|C%>:=|:7(G(1HJF M)J!4?&<)(-:/4:>=D9K\$_
%6);WW&KWXUY5OWEH|_7|;ZTV<(_ASCZ/-7<| M:M;V/ OR<&4SP
+T2J"9;6+|Q\$"5|2BL(2VJXOQMSWTZ!J6|?X)I2,N|P7
MT+B1X;YT#E/P.9>W%ZHD5612*'%OK?7PK:4_%|64@'Y6SXL_28S-#Z6^+7/Z MZ?
GP5M@ZR:.*|2<_%%PCX/8CX)&|'A8'05_RFCTQ?'Z3(M)*|B061J'\$P"|HA>&_F;|
<48TYX!+Z|Y21!+0*3"*O&():PYT+ M/*^<=5M;90M?
VLU5'K?;4@|8_"XA9C|&|DX|8.5W+SX> MH*A!TP2AFX|8&J*FZ\$!U4MRZ"?
FACZ@%.G^J'?T1O.#||L8E0FWXG0P=ZTQO M3T%D|_W"|&ID4ZV_^H.
_F/3S@+|;R|8V"%4JYG54-G?JA|5M<|L MN7O.*I@E|7|3=|9@EF:7M?
|EST2P)\$%L_|^X3E:"|S29+2C;PS>/A'/O-1 M#PB|6;R 5#DW|%,L_N&|YD3)Y)R6H;Q;|
;8(*\$.L:~?AJ(^M%O)?=P)69/)(HC>.0W*6
M4+B9TT%!N1B*Q+=5Z1,C;^2(L.>8\$W;U(POG+R0R7K0YY63&)ZN"M|A|UWW7
M2HCAD,&O1;ZX2)PW0Q>"E,<#MV:(XX|GV94.XJPE>!)5|X;NUAR4V9;_VO(
MYAC8YYJTC"B?8:Q.|6NJ.ZUNVF_%_91|:~?Y(HHR-T=%GFF4FP\DCB-V+A(N M1F.EC>
|JN!KEL56G):!|M6U@Z\$AE?\$B:F30V^T!28XX(\$:ZAZ)&=|>6&K|
MP47)Y2Q#-1#01Q\$2;)(P)V AT7Q'!|UQ1|C|&AWP|6?S?~?EH0V=F9.E2N0'* MU-
|@B3"9>IAJ.8SPN21X52%%A\$S*ZT/&Q\$R;)/UK\$S_B MIWSO3YJ'X\$OFM,M(\$N
>T%JXN1A3KU8(RK5>1R5|&I TKKN2YG?T?7I^_6T= MOV-)C&82|CA|^_
\$&!-(|J\$5*)O/(?P_SKH"47K'.T/6E#?A##;D277.LM7 M|ST#5YI6M\$I:)(.Z|Y,X|869=S|
|>_>D#ZO2?8U\$6+85J4(A|X8N9F0<79 MM9(PG;|H%9:~?
5N:AYN.D3^8H7YJ|!ZM/2<2Sj:EF*;76+;|VF<1"*#/: M54\$%1PH?
YX!UW\$.D>BTX3LBT2,D;D*T9_%(UK3MOPJ*WJOV+BO++=SF*P9R%
M.D:IUCNWH)#H8P4AJ,M'\$ZZI@DJHR #"/|;U(# B41CCG|;U@QW;5IZ7|2 M#/:|!!!W-
C;.<9AWL6R+;SEL8.22=F4X@|4 0\$YW|GG?KPV1G,PV,2;|3Q
M1^~S_YJ<;'N7G_YE3NQ"J:7Z5VZE6|8;|TW+T&5\$0=I24(%Z1-4CE.T64-A
M4!'*CH/S&TK3?C>*#O_JPR?Y7OS^;|;|*(6)*1=.9*T;@Q*F=JH1S#R>_Z<^F
MD=Q)5M3T>G&R,*K/4 QTG^~6ULCA AUZKD|>A|X(697=JF;=SW_X>WWZ|8Z8 M|!
(D>W%PBH@_C8.?B":I4ALHJF076D>CQ(@FMZ_-<&_?,Z1VKK-F|^2LSBGG
M|GKD3|^0'R~L."Q;9HSS7/M7#BWC5J|=83S0VVWB!8QQM*K1ZD?Y? Q%*,
MW\$ _FD|*"L"?+4TX4A>TQ7H420/\$!AZ+!V7A 2;|3C:6?)A>FZD#8?%;9?=37
M:%19MGSHM.H)09<9HQ/I8=.|1TH_1?&6^4(X^P1>I4V1K"%;H)O/PKWT^A)A
M7S,3@WV35.YZRQ*ZL"|,KOY2GFS|Y1#XUT>D|5LWN?F)U@_NA?>9%*G#[5XI
MT/:^/AS?-ZY'ON960YV=R">(_&#Z/9_.ZW;G;|L(|X8R_\$0%D"L22HWJ/>
MH|LC,&4;'B'5*0@~*+Q4W,X?S?-Z_HCX*_@':>9F3-SQ3V7;SW1>|F-J(03 M+J|/4|!6-
'@R=&V3|PF%R?=D|_!DV4@#QNT\$%8OXP96L=57'SL;Q39@()/3H>G2KC+ZP
MGVNHSU7LRHU.-Y7*9=LRGNM;MX+|.0/=)>:E1M\$@PEHD9Q-G>8*.D_PDUKQ'
MK_|K~|0D*3)OT+~?TAJYU?ZPUNB);-".K+"6Z'^ (MU%OT,WW@B238U%'
M0&TTP;_I8\$O2P-W&56O3)!|/RFR>MB(:%_K*#I=7;~Q|ON#2SG#_N)+ (5=
ML"6'8(X8Q||;5|3'M:'Y|*_VNX:5M%V G78SC|!80E#XYX>;(AOMOWD_-?
MGJP%=9/++\$+K_@((@C/_%1E9E(!SS?&(HAM8B%R?,\$PLB5@@,(#;?&H|+7|?%
M,\$S^Z\$9Z?NG8P4R4B5_RUBIN*CEMSB|S,B2^P@1XY+G>AWMOV8\$MU^Y0EC0K
MKQO6|'-IEAA.3WI?>=?BRV)J2|+6=MN=746(%C6<3&4(J%)5J1YO.(Z"8;B,\$G!?
7\$SL#I'A8_~B6|#=|H:E?;A?FV+RS'= M?08G|EXV V:~4YX)/POJ)--
L*LGGT6.LJE3E&DP;E!;,%;KI!>\$V37C.?C\$ M/ E.5)Z@F,=NV_53;".^7~:
M;H!85_~G|%8,'6_+Y\$*1U8=K%AZ|PJ|A%DE%>U|/#W+9)VK7)G;~8<1JD
MSMDSZFY|!J2\$53.G|>E;UA"*8>6=%+Y)4B;D8@5J|&#Z,WDR;|%FH%Z|H%LJ M@R;
<.,Z|4X7/%=1GE/4CZ(:%XV%ZMS,Y(Y MH%,BQGS" #, 3I
\$*;E|'63&85/=1Z|5D&^,XT:0I=S4|NS:X)#50J+PERL MLW14UKZO#-U7SR1#6MV:D@-
>N M4U|@JORE3&A)ISCSOU|&U):-'ML>|2T^N.G(2S|<5#@%OS<+*G@V|4(= MK5)T'%
%T*TH(C,19A3>C3E:-!CL7#&HFR%74)|@<;R;~MWL M)3=BP^..H5 >|2-
H7/Z\$SC:\$..3;JQPI?66<,J=4>ZY)H97,IQ;_-I25WMB@_6<%XY0M;., &0 MC?

0HR_6JY%*K9L8'U-U4_TVR8W8H-2E(/C2O('00;84)^7P14*T#QVXB0!O MJ8*GV)
/2@:J/C=WS!>OB;\$_&M1.P/U,R,H_/%/^3;)_*ISHVCK(H@*YC%H MORDZ?
VBGP_1L"7O/-4J.^AL/?SCCZNS;)AOK89B()5G=NR)\$;/#/^&@E200 MAI:KLT*MO_9=
_AIJ8! 5EUX04H2J0XFG >PQ?F:%,W:GAD5J7A4_E9&,^*M^K/_,C/7KU?&+.Q"!
(301P=*@()X1(N_,%)LY,X@!8%K"&S53GDGMJNDH+R! MF M^B!TIG?047*>
(96Z2Q1N/P@, M=!CY?4Y5Y9.>@QA?MTS:F.+?G *E(3K@Q:NO)(K8A6CWDOW!X;,>
(SKPD@O! M'9V.-@Y/X./O=%7MS>>"%2-RQJ9Q"@U4E-.L!#^-&SS189_AO-(L.&JV
MD-.T"1ZS:M^<*2K&O+;B0\$|<=V9W*\$1>.)4_*5/U!U)34CC(Q7\DY_!
M68)U#K0TK7!0#A/E44&(2,Q?*K8K/ZR)%O YCK ="OC==+[-)KKK^9D&CBF4 MSX%"
(f&(f1)-&3_+IRYU!EV(-!"&R5JN3#I1W,;J M;Y&+?<,@(<2_*%,
(SC_16L^S6D0Q"H6E\$@DACU(FRT17>Q?99W M)?04VR9<1\HIS82W+CJA7Y*"1
MR&)O&V.C"R@,04R'/OZ_%!+ P04 " #\$_@A9#(106TC_0 N8Q, % M &L>"TR,#
(T,#8S,%JL86(N>&ULY+U!;^0XDB_Z_WX*WE!@;#=@3NOJF"T<
MN%RN7E!4EPW;-7,&C8L\$G!9VTI)74KK*^ ^DO24F92F>FDE12O))C_H_X
MIW_ZM_++PO_SX?8S^%B0U1/+;W!1,E0S"KYE!2.H'QGX:U'^/7M!X&.);EZ4
M3Q#^AWKMHGA^+;.'QOIXCA=TCW6_+?^<^(D?!3Z!&(<1#\$B20A3!%/I.A!W"
M<.)!B!^SASV!H4AQX\$0Q#0F'@!AB*-SWHIYS'CA,3SW?5H,LL_N?Y7\PJA@0
MXN65^N>__18U!_O77;J^ ^>D!+I=_*LJ'7SW\7_MGOZI??S!SO!??6T
MFZ;IK^JWZT>K;-^#8ECWU_ S^<^!LB>\$,SRJD8YD02JL,^5^N'G@J!;H7Z4 M+W#P"?
DOV#T&Y8^@*S!Q_2JHC_!QS!T,1%DMVRSB0?WZ!O3!G,OU5/O%K MSA!DW-
ZP,BOH78W*^C/;"FX5Z/5K!_LWW^JLJ?G)>M^!E@ROG_895ENC2JY
M3"67;B2Y_.=#Q'X!@7U+_-:!O%!@3HG!Q1:/0YA^L<;NO=0;'J&>V1.9KGY
MH"YS.M>WNR9U,NO3:Y90UVG)K;)#1?_!_&VOJN
#0L^+ZV=6"I6=/WQF0MM^SA#.EEF=L>H& MOXJDM\$ZD44DF')_4:_!P7+ MX=>
ICC5%?SSQGPP0J0^L!))5Q:HDS9XH&)+V0,/C?ZQ9_4O)2_50OVZ8MHSB
M!EVQ61K!IE5%6-G8_/8N<,=RIGH&Z_)B!&Y31,_HJA:@K!Q5(+?4;TJ
MQ1/@CX!/_ ^<@J@79XF@H8BB? M/04Z"9!-F*X&/PH:C"BN VG%_E?;Q"R/N.<*XCE*8)(1
XJ81#WPW)"A9"/,?%[IZ;!PC)JNN MSX[VXA-?
7F2FAT8BJJ>1ID?)3#>U_ ("6KCRDY6>@XPDT3&U^V!UUN@FP9@I
M770;.).TTD@F9M5/IP'U5E.=.-HXG75_ VM5U6K ^ ^*62<&S)1.'DJN<%\$_L
M/U;_7J5K_7J.:FS%Z51UQ9!XL6^'!D,1BSU8!"& M&.+0#Z'C!BD-4IS&\$3>QJZ9@R-
_C*CFD@CJ= S%PNF%*_D?F@G7P MW/(-!"LH&KZ+O/JSF<*
<9#KUU.E[3Y*9LGTS/VM^@6_8-!R#GR7/O!A?2!;! M36^"?I:L@RS_I6=);MB?Q\$*
<=\$E!+.GL2%F?5Z%._%,:?3TIKW&YPRY;*5X+*
M^O6^1'DEAI1:Z*.X!BV+2FQ"!^ (L_D\$@!O=%X'D<<3>&G(4(!@C%\$#./P!+
M(X1#A#TW-%'R!K0GUMVWEY_/R!_@IOSV_N_@?O;R!WYQ?W5!=?!LR4L0F:
M>CIV(HS,5&?+!%!<@#X;8,.'^\$-R A0K%i7@" LZ383RK.JK!&00-5\$8X88
MJV">6_/UFG\NH=[5CY]9+A>N+\$7!S%Q(:6=>'_(V"8I0** G0_5-801VS)CJD0.@Z2J-\$S
8J2\$ZBJ#@ M0*\$@B0))U:8N&);+VL(_0&;F53XL,Z2/O*V?HER^^+JUQ\RKDZEJ!E>UB!
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(AWY)CBSZ%.69S7!G+W(MXUTMOHL,+IEY5;&Z:GO_YT!%66?
HUB17L&VMR!31(TM@5>C:5!S\$>Q3#E MPGXB\$>;849)B')LKY^=EQDK!@HSI
MNRFAQ(I7>-E!J"H7:S*4NS1"QY'*0N\%-(XNIL F#,-%?' &@Y "T+9V##Q!EH MV;"GC
SEMJIW=*G.JF(.H7BK34Q?-U,MMVD5I&>N!ZF7I# (M:0@18A&.(08SCD+?2Q,=U;
S!L2+7!\$ "S^B!_4EOP>^*/KRD3Q+(-\$VLM@T M\$@XROV?E58S!Z:%X^56\TRPZ!9?
-6ML=:9;5=%" ;KT%I0'P'\$D^LF2*?)@Z@0NIZY,4,2!(D-'MT"@N)EYI M!X^L9\$@2--
M9QR&JM!_CI/9 C_-MU1H-F<\$R9B!??@D7"SMRN-XF'6//@FF MMSOV:8-
TU;ROES^_*_5JD+6DH*MTSHP4S&4)YL<@:N@\$P6I M1XB?\$_C!8U.O0^*/+=U!VC?
3C@32"@<400VFREAOP,VWY^47!3\$4!G35Q3VPC M \$ Y!>5:;5!J4Z!_3KZ>0?=U(-
K3\$U:2H6JL?@&=CP#H'Y#2^ ^>'V&XU0 MX&K!<71R_7(&UJ*!3C8@A0-
=/9VA/>9%4M;RBK.6%IU7^PIH(L_9NS'%'(@AS'@YS\$H;R7%=N51P.8I YW72?B(=9*
M>#*D.!\$=KN@V<1;9FC+@JYSJ7S":H'C!G8B;S4!Y!@@8L%8ZQ867\$C:P) M8/I7LA,!-
^Y.U@!_!>Q(Z0?N!U&6VV"!D1(O909,>VH';HN_ND=XV00B
M=+TT36..8\$IQ(-2KET*48 IYR-(X#3V4HL":TV,_#U.K6O+(Z&K)9%Q7RX", M=Q?_>G/"!
!U,.XO>D0/ 6 _-G !GM)Z1S96IXA!,\$EY! D)S^\$@.\$B&
M(3+RCQP9:N2U:+M!K_E53J4J/70_JZ@N(LSC*\$DO)&&4PL!S"4S!F\$/*_9_1
M/PZ"U#&Z'34B/Z,JV!S*+2A77;&<2*&>&M>I4Z&HID&>XO1V2Z,QT SOTX=
M);NM6U4SXO->KHX"9N>.=PHH!E65DR>H^^-X-*"RX7!_ ^Z2 CW>8 !&(?(</p></div>

M%8H'I5!85I'X&^6.4\$.ISY&)XCE,:O*8X98.(\$5E&O<_)">IK CMO&I4|\$\$ M@N@Z+&Q-
UVJ2^A'9|'6B'R(T=[+Y\$8'W)0?>V/S_MS! *YJI7+ #CXANOX&.R65J_!G,NGJ/'?MV
M|1Y|WCR|Z;Y\$TOE|J\$'_EQ4|B(O; U,5,+ %46P|1S7|CBF#&2,L1
MM#7RU\$7#2W0\$-./<-J6?GCUG223V7+3%,YYR7C^>YWDF M:|(B88UYR/-8PA!TG 3!
((X81+'K0I*XS"\$^QN+|;|++MG<|2Q(M0?"2IV3YH M 66|'7->
|,P6^X8WL,4 _FB(BR!Y2EC=H"0|-NZ?8 ?+OY6QQY M9!15\?165V+
QA3YPNIK+NR1|27VC"(0KDI0%W7)=Q)T2QIQ02=HC(
MO*NDRTA4E;K518%FU<=!8(-7CBUQS991&^(@:9ZM\$S%-D _'I=8/-;A_ ;BX MLGTHV
D@.R;30+38P5=G"PT|QGP_#NSHL^/./9=/S\OBE;\$[5KYDA-T|H|)
M\$)2HW//%AJ_F6>SS;?S9)\% _S=M#ON"4LQ")R\$PHI3! (F_8<)|R\$D8>AY! MD4.-
_-\$%VV)I8BW5E_9OS#;C1=X;?LS_.;F0.^(-S^R9@I3.0051UW%;W!>
MEC)XO*G^O2ZO(2|L/AS!V_BP8A<>2V<42TS->C2Q"^3;\$XGET4?|C)Z*_XN MR-
+_9K)>;4YE'H1BYB,C2_ '\$7?@I9HGK"U7HIR\$,O,B!;2(+PV\$00#YU.2%&
M'5=TB\$ZL|H9TP3,K024I |J2|C|G.;#BO(?*WJ|_7;^'=6VZ-C%2YC-XV@ M#A3Y,|!F0*6#
<6#^&G+A56'B|;|KPHQTG.|1K1|F&/OT/_W?DZIXBY8@L<
M\$HY<5RB0R.\$RZB2\$&'D!|'R>T|@%+J;|I+U3)"LFRV9L|Y1X^NXI"E4|J93('
M4F8*YJ0.*I*U|^VAT@?G';NH*#9^&#XJ?;|L=%+9&F|LT;&G)U2^*D_PA5"*
M67V!RO*5%^4W5-)JDZ|BD=2),7YXXC-&E^CRD"ULJ1:9*=N1Z9&1B|
M!GHOQ8K' #-5|MS0F2%O^J6\$9;|R.^E|871DZ F.!
MFG@\$BC.5C)R;/8QX'#F8.ZD7FK5>J\$^L7Y9|P(\$QN)8U7 #4,N.8:A 9T9ZWN=
86':Z!HT:9)S|
M^3W+5>AQ=U7=%;*0#J2/6;6N@UT=NMO^SV(IJ%4+)PT#G|G8R,05!@|B*<2.
MGT!.8R=(?4Y=%XWH|F&+/ZVE>'(WD(VC2+9|VXXSR5J&#)68M0G2TV^SXCWV
MGGY?^(|R*S6EAN2R!%O,#H3|@)9A>ZK1-H26M*8UMF95J+;|?MKK8|_TCN6
M5<|%A9;_E<7JN5K'&,GN3()DEJ|8O5XWC/R"GEB;8A2GPOYS8A|ZQ\$EA0\$-Q
MS,0.@=R-4A:CT\$'4R-D^DH_) _>|_5T"Q!23=D;E:8W'6=)=-CYZAMVP,<.. ML-
/\$MN4'&|G%O&ZPTZ#;|8*=-.S(NCE9SJYY<|XA(BJ9=%4-Z!)&! B3+|D MC&12-
PE@ZL@X-BZ,0R|5|7&,JN,G/4-UI,=5B#@,EYY6L0*" MF=X8*|JY-
9ICLMFJ.7.0SKR598Z)NU,_YN@+YG&66RXL%=;|%|1<*1VQ/GDN M4(K=
(^4#Z'(7P\#U*\$0H99"\$#'%&0Y2FL4XZARY!HP4|KD|M""^U-ES#*WD* M\$ SOY?
O4FX2):P|6'&Q<1Y9QT8_5M(W/N+C-TW\$R"N8T\$7H@L%-KF-F"/\$V\$
MZ@=|&KTWMJH%6QWCIEAFY'5SN|0F>_J<:?'0@:#5!@NV/%CF+@A|V**W#@V M*H-
UB-#\$=DM'UK@BWT%@|)\$P4&^*;*;0UQ3/0T 1_M'|.|+;|A2RO|H?HP2 'ZL
(\$Z|!F4G!'Y(%>^E51V0^D=69B|B2WYAJDDJ(G5U_CVK%B&)O)BG%+HT2F#
M.84W:F&J<*29 MRO!<|=X@&1PP)@!KY""##FAF)PU#Z8=.&|I#S7?
B,|1NZ|1A^NZXD|=61#& M:"7OE52<|?6S?F;%H#%?6C::^UX|J'6*L M
F:F1CO2S=6U(@Y:ZF!-WMYI1EM22|>:X_1F/=|HB _VH*/_XL1URJ1;^*IF
M3|4"N|Z/J*NZ&|=9?(P?>F6P&*'+C/GF0(F*2Y+*J5>-|RUWY4LE%.B?TCSN;/&!2H|XH8
M?G|L^F:GE?^&LEP&-5_GFY|H8?4"Q8%#9'E;+Y*-SSSN0>Q@!*-\$_!>3B+/
MR'X^2G'BC>^.U?6R<9P)"|J+'@6E;)1(-|= %TAU23!;'C^&IM|U91U?^5X,%FSI^FN-
:2^X|1FSF+3UAW70|W1="J^|8FR?4%;*
M:T.V_LM&RW>MZH@8PHL)=!Q*8!"D""+N81B'8> EV.<|38P.VOJT)U897<5# M)\$-
VLE+=6S/P.T.2@|)\$>=B>#JGG\$G@8JP|V,90L5H |07!;9V|#RO.>PLTA MV3F/CQAB9-
XO>Y!QBUEB1E|4=YT_GVLISC.)B B!CR(=!C#C\$. (Y@&L4. M99Z#4VS63\$N'ZN1FB.
(|K)DPS._5 DY/>UB'PTQO|" Q3^B!D=2VLGFU;Z;
MRFL"PTX>K|'+YO>DORT1_;"JQ%FGZNJ;)J'KAC@*(4^9*|T79@\$80(|H/(H M2CW?TSN.
|!|^XD40">I?UNV1_OC=Y6DRF;U<20MTQ\$8T0MXCH/Z|XVF"CKMA M-
!38Z";QL#P#X9|7IKM=O PP_U|P(&G#/6!S_-M7Q=?|Q9!@C'##8&8|T@8.?(B(2WS;
L|QC3(2JU*9>!DHF@_1MHE;F|GY.;S;DR4U6RN-D%W|Q@U%>Y;KH\$"6+-7|&-U3?%?
&N)#C||MH| MJEBE615|_TO3?68-'9T*X"-F>|3P5J7|JW!9VY OD^PW=|B>Y;|PU|MP(
M^+>RJ*I%Y+LQ8SZ%||%|&! :P=03&CYRN9|F.\$ZXATWT^C&"4Y|P) U 9,J) MO I\$3W)7-
-/U1R'36X@V@3!;FH&VZ&? 47>WG+5%=32 CY*;M8EK2O|VT6N M_9ZYTT)M1>NZTC*
<2991/"=UH+5&:M4|==JX<>AQU'B0H>X7|QB' Z3.(RA M%WH1E8'==--
)V9.B1G,6ZVQ.!"-":\$575655RKC1+.1L@>MPY8A^G;9AQT; MD"A9
|L>SHZS@:9M)KPZ+M6L;TSMWR927|!?!*OOED0%95*Z%3Z;J4FXO@ M4E8&SPHJSA0
?'\$JEN|5D;.%BI?VQ_D44;_UF4:H 75DG|7Q0Q<@VI"!6 M?0.0RIG|DOT'COFJ TX?
S8%FOZ.6J4JF)YZO0,QODGQ-) |M<3_@05P>ZV9OB#C+U8T:I:@\$YOCFNUN@C
MW9M-X.3|H;T|7-|X"0)D<<@4Y6|W81"C\$,"*:=Q&'D))|Z9@W,_G:F-X(XJ

MZ,@:CH/H*/IZCQ=9D.#=D?<"8)\CDAER^-Y@,J/LJA47>|GD<>|= "O|#Z M E6/-
V4AJZ|2#Z|?WE*7A;V&>+E%(D3JT./P0P2!U(H@)PM 1_,LR!VU6-=,UO4!H#JK?-
I8#);^DWD)X'030^A MGR4C(M_1O-L&'&GDHP\!"2EC @/*OB, ?DK2X9,<+4ZF5|H1*
(,U=\$TQ!R MA"@,HA3#%+\$(4AP%84Q=Q.+8Q#8P9V\$VLV'C*/L9'L"K+:5S?
2W7B.4SB17 M9.,QF5T/O<|5VWB QNLE2U=V^WM WK"2%^63S+Q000%
(J&^MZ55XL/\$|3R("Y,)^Z|W"R1V"IW\$VNU._+(J"Q:5'#0 MX!|Q<(/S,6V-K,Z-GOY|+3-
5./1?K<|,U"=@1Z_G73^)^E1\$5|2I50"7L)|%@@ MS=7D%K,J3&N;_DP;JBL3YPC3?
4|' * & "KD'^C&D&^XZL"=5P';@LJ5R3^1F M7B5K!|H=M6HV'&*5*L|NJP33-3?
KODM(45#GOT/HS?J|OVBj.KJ|Z9P#G4" M|,E3D1E?0.AW5C|6=&-
<:99|/O#ZQ&ITJYQ00UJ_ MMQ,AB8>5ER5AS130'CF%|6?3|_
_0ZZ2:26 'G+UJT@&AJM5-.03HV,D;SNE MB^-2LW@STOY4KN)%2IV0|JB%
<>QX|H"9PB3E/G2"R,?,29F,;!&8%E/0(3|Q& MY>'PN:4*
<\$,6\$ \$'7M&"2)HS8Y9QQ*FQ*/PUETF< <<(8=!S&8Q|Y#G*(R57S M)#":7S3?
RUI73INV;IDFS|IV)=65+ MLG^XJ|D.5#0EZV-5|HJX*#LOXV;4|4V6|
(:.\$MOK>G=,O%\$6SMX!9S-OAL3I MVS:#SXTS;&Y9591|S?.'(8>!'U"(N)_ " M%\$?
<"ZD3)9%K8L|C+^S&?I4P<8716N1ZYB1=YPP!H.&C2|KHTN_X5N-Z2UP1P>,7;
MA|5LP9^*B/R-Q-T8*<6 S4+7_QELIXUAY|EN9N)VJUVP|= &ER&0%_2JM,%? M6?;P6#-
Z_L)*|,NF6Q=+4BH7|ZS|LE=|#1V\$K\$QDYI"H,H(!"C\$,.)Q|'
M,8M:M1OVHS|Q,J@908L59T'X|H\$)CCJ|?K3H6.F\$SI@%*TST+\$"6E| FIGF
M"2#9L5K&8 0*|HH.F!|"N3!"&#V%#P8,|K(2^7|)2N+7&5|+|551E,3Z)'5OFD#/7(08#T-
(8- ML4WMA1V)YRG3>DQ46Y>;A|C,>SMY1-B=:|9CSYM|UJ|R*A-/MGX%-5S&*MFA MZ;-
!^Q&-4:;|5E0BH/!=>35+;|J-44GZDUB(/8HGY3.^+.YJ R\$|7NL3%ZS M=3-
W(T.HBES^M?IK5C_V JW:IS:YS|55?OF=L*JZYJH8A:H)=/|P4#+Q^TTA M|YO%VY\$F,|I
ET:""LY8 '\$F/BQ,R2, JYSSRCW.79)9C:Y);| %Y4/X""
MMS6!1E2!G'JBQ|Z@_4#39>,J3I4H^B;DV ID|9|IE9W(X7Q*0R6),SK "TC82>/AXOGYFR
M?"O:/">B_+=+9*|JS/?B|Q6_V"K93Q&_4^9U&H7)R<6B;DK@E 5=D76U0>Q' M*(J#!
(G%,LL9!BFH8\AX4D<8V'L,;%6*ZMA,A,OO#YAT%'6KRHX, P*K0G MM-EJW"OOB*X4
X+KEU"|"T\|XLHDC@3 J9GA8<3'7_8'F"|3>P_Y6=/6^WX|S>|_INB0=RNA5WF;<|.Y%
M%V(;)|FLE1S|C@, #AH4|&\$.>>@&L4>/9+B*F*W)3U%(0E^Z\$EOS95JB"/6-
:7UI+!K8&P5F;-GT WAKB
M:F^.;#Z+7F4X8W6>4W\$|+U=H:5JZ:&"\$>W0EJBZ;NC(3E*%2\$,|6|U.!RC-
MV|WTN,@|W4PU7C\$WWG|Q.3)W|X65KX.FW.\$1)MYR3"P=\$|F/VW5V1#9;COT2 M-
QW1Z8R|XQ*,OT&AIW-\$#PN6M|LU'CZA/9H!RHC?"I*ECWD%ZK|\$WF|+Y&8
M8Z)R;7.J_K544RXX6B)QG.-9DW^|.0E|\$B*?7U|\$L# XPE,7%|6+T,;XQZ*<4 6N7(3TWO#
MWFP_AHA:ZS)MUN6.H/H;J?&|RTHH|48\$@#8'M*40W=1W_/-!-*J|L?@>\$*% M?
S^S1EH906=L GK3*K>O*"MP*#WKE>;C @93X#G=1@|2R/\$4@6YBE!3_(F
MX|#@0\$AON5G?CS6E-EL\$ _B"2S=^8| <1_ (#-^R.R.&Z|%WR7,BSU(VO^O,H;
M2<3(K&I->T6J|V/!.5%ZDZU#"@@@1!RK%L%RZO3N.00-<4TQI@B/D+81Q M@@@O=S?
DTADS4:I|M@^ WI4EK218|_ ^S|*CX#Z5PRVSY/1%YOQYL/3;--JN,+ M_-QQ|HOT1K7H*C9
R|YZW|CZY89)>WN);_LJ?|3F9E58|L!|JV2M33J*1D|
M7="^L^7HOX;JZ7_3>AU1ML|2R|P79^\$(60TQ>)D0CC\$#HN@BQ/JN^+TXB.C
M@FRZA*,<.*>S8Z-)5FIP4P0IXE47".V;&Y/=HH*JGW;; RDR/Z<(T0=L64^&M
MIO)HD'V')|Y|,/:G|QB|V|S)T.JN>BPHM?RN+U?/%MODGT|@CER5!&#"8!\$C&
MGZ4NE,%GD+D4>5Y 7!R9U3(;IC>Q#NFH T4>;-,?50;@&'YZ:L,B*F::XB1 MS*-W|
<2T%6M|A-J|D;%ZHN_\$L6J^_B(6Y>&AOGC,'V|R*O|+6E|E=ZNGA9E
M6|7Y/5Z*4^/Y|Q(O_U:V.Z!NP(KIP%/?MW=QNVTA;&G5WXCGL?H+UV&PKXH
M=UZ4X'RY!&WDL IHEV;^VA,K-7Z_O'1-8SV0:-GL)PHL)D.,975V"X9D,;2 M+;*/PJSVQX"
(;VV.H4?'5AZZ>T++Y8=5E>6LJL3|2/6Y9"0(!;++Z0P|7P,
M8|=/P|3WW%BOVLB|A2=>>FTE'442=#1-*PEM S*|Z"R(;;@S"0<41EHKQPG ME
+:_F_FVCH|A=DM|K/_L9%QLX3(");Y|@%.C'Z.4,X6ZKF,+.H0)9%M2JW MFN
\$U'4YAAY/0A@X+H4XC,2YWL64Q91B|AGM>R/YF-KBO|BX_OKE_@|OD1?
+XZ_W#U^>K^ZO+,-YV).9Z&^H,2!H;|BU#W:7' M)KA16-
|H|L"&*|N5S"U!8RN,=R07|;VG@;53L#OB<.,9>R4NBCNV9*26WDTD
M!S4(K|SW|@R!E2@7.V5+&+24C8,L|H|_*|JLAF*F&LM\$:'|2&11IVG|PXX
MVY%Y2)S^J7CPN1/:FN*='B2;^LP?7C>/M-UP5.>\$R_|>"7OE*I?%2%4=9Q5< MS"V
L3868D#"8IYN*TS4*" M_%"8_4;5!-|DME&1K26 M0'BU1.7GK*K?|"/5|2|Q:("I?<-72
)GYG>.QV6^KC9:45@0Q|P3|9)VJ5J
MR36NK|3!4>=K+G%,L*T.\$TW>V)MZ,;/KS5#9_7=2C|\$(=\$MIY E,8P MB!F!*\$DH9*&#

<>HPeM#(V+ \B:6)E_C)[45/Z"5J8;X,L,/99F%F0V^BCJ'VM,+I<9W&T/RFDQ4 |H=D8>?
3L@DYX_%>56N6"9"G)1Y'4FV,AE"=8%)J\$? MQPF!"64A#+B30DQC\,;QRA(F,-%V/
Z0(OPQ\$JS\TZ^JB 2M#Y \54MO56E MF 2:-N8F%?RUD97V_%O'3-C3I_D0(&U7?
5;,@&VN+#JU3>2VYX;7X_LW'YI M(S#V..K-
WK=59_FJJE9/S0'MJU1X:\$E47F_ ^L+|\#H.RO+9V;77??=\$?\$BTD*(S=29?
@BB'V<0A9S'"1AY\$<1.JVLELV&IXXT:(D+E26I M
J&P+)92MCQW>NKN1YH1,S6YOU!RCWOP51F)&_X/-S1M&LVKJ95B0"D'N)5I M5,!'
I7JR9RJA/,T,3%8QV3*[HUP@>1KPC]=#GHBN>576/:P!%66=_8^RT"Y6
M98VRI;*1_2/4&T/EP@G")(T"!EGJ^S"(?0I3-T:0B+TD
M3"/"Q:YB4);#\$EM:NNCD4AI\MLX V3"F(C;J-6N-KT>ZT<&7@5W^O51;H=2||"?
I%39M3@# ^5X;5"9K6Z014CZ\7YM#C0232,,9C1;
MKF05I#LF%+>*HK\3I8KRJ@LN2'I1ZMF>5SS2U3*EFV5V)N5^Z@)NEG\$+\$E9
MQ'S(O9C"@ '@/E7G1I/L,C::A:Z@/I(8_T#'8E%OJL:BZ(I1,RJ-/XQ<_6C[;
MW'MD\$S=,KB4K/,WK=I()XXY3RNK@HPX6K"P9595IO^99+0LA?2GRRZ?G9?'*
MV,=,;/IB,Y,AK'69X96POQ=>Y+,0\$0PI*HX3@1?\$/%B!\HLP33DJ4=2K<9> M8QF86'-
V++5:EBU_.I[\$W];,F>O3T7.@=5:8%%GCPT\$#JF(' M*'YD13L@.((=2V#-
TOGH<34QE\$:V_Z20CC/VQW^O|@SRT;_,6^#FP\YIK^!\O^,BPU"1#(PVC;U:
(RV@'D_ ^!16\$ _@RNY ZK\N7%\$*S23\$D8AZ:>R3L91F9^ ^TWO\S4G M9Z#/2I?JY)
X2%KJ+QH%|5Z.R/GZF_ "'E-%F8;Z757J.I_ @)G +. '+)?N H#1 M4NWC\GA*B^42B6. H-
\$<50U.JC\DL LGH=2-4 OODE(8^#R\$*&0)3)GO^4&* M_?UV@_H,J?_O_E\EG'?
3RLZ0WR_ ^TOY|@3Y8?D^YTCN3\,17(?S-B|[V7L M@49X=0.1%A|T\L,6 *0 !("'
(#%H4_K6'O_ -I*|/W^_T0_(-SRWVMY8=@-J/
M@LLOX:6KBM=^,O)&*U|_2\$B*7LG@,*,D;W, ^GE5U/*9\ZU*W-=A|8^+C?*S
MY!7[H2=MP.WV8_(JFU_OOQ1_C^/POV;4_'0BB%V@ZK%MF"A#Z<1JE,D(U4*<
M!SR\$4@^2)!%!'!PL/.S'?1CS%TIW)-&N9RFXM"VW_CYJ1_YQFUGC2E,14P*1@U^"#,A:
MJ=N.DA&0H%(F!_'NS#A|@-@K@LOBRA,N2_0 M<'R6!+&N^)T((S/_9=;1_V1&.AYK,=
(9;;='/VJC;W2;WFVY(E>#SNK|_FM M,&|JSCN_-I?
C|HNNW|70LZ\W8IX>53N@,GM1S2QELIV1E*UI=K=@"4X02|T M>.,@+X|X3ZC-
D'*9Q|&-7X|91K7RV\$;0GUK"*&|F|W3|@_U#8,V1OBED"O!Q
MNW!"V,Q6KQ%BQRO8GPR=OFDY(80CG2=VH30R,4>,"6!WFHXXFS\$Z4M2^A3IV
M"/5+[\$|O"B?Y#;,:9*|J*LK>SY1WH%KXC(0DHB%DF,0PB!) 'V+-^+/0SHIXP
M<=)\$+|1%8F^+\$.KA'KSU)J>BXY|Z/6X^AO.60:5|FT9MZF|I7P=:1,M_?9:
M^BHZL_CA@7;R.BK6.L(C5.L+3JR>3OX|IB1QZTO*:O 4U.<=.V|ZPE3*+U!VG5ZX4
|JPRMO\A;%""*/PG-|2A(2?=X_9B)1UD.*JM++D2
MC&9D0+OKC3;3C<2JZ_)S5X7=Z=@2^7|Z9M>@=0TCNKVI+=M3
^OJ4Y?,UY'0&MM<0=(S=ST|KC0NRUM=X9&XK|G=&F\$^ZG54Z|I%?
B1+1X=: %Q|9"9>P8IHFV!L&E*|I%Q6|=7NZK&8K MMA&S;7.M*\$|2-
G9(*&M!SWN)S!S="/3H;ACSX-/CUF27>:\$R,IHKT?8#). (L
MY'J^V%F=P(!=QV8QHA"QW,H26,:1=RH|)!2A.OS"8'JR%HMC(/8Z.W.*U(
M;+8^|8J;6I)SUH<)>EBT1X6UM&X/TYEUZ1X5|^WJ/?|"R\$VU*%GVD%|^)ZJ= MIOBG-
+S;|Y0Q|'^<^=2&CB(B%'/H0>1&'0J0QVCJ4-^H\|0L:DWV(;T#&EJ
M^H;RAC@@@9DYE+=PT-U|+;:ANP2T0'5G0TIUB(I80T-9V/\$1JWDU90^B=K5GG
MG7'K6V;M,7;|S\$|5BVL|B:E5|=7'?LBC/3I;VSYPGY7CI %BEB,, \$YAG'J.
MV+H#C%CL;HX|<@/G,1C1G5_QC(RL5X07U)HMO)'(ZJG%>; R4QC-!S)O;_E M:4^_8UT
S(3)D-\$S59\$*7.>'SS'&BN143"PIF=%LS*J_3@7KK7(Z>;R1F9#| MTEO-L>4+JZ_Y|?
J^X)X7.6H#'3.%M\$.W?! MS|+Z|^|GJ@AJP8%@X RH9#9KP.^E,W_1
MIR%Q|U9Y'WSA)|HL;|A/K9%\$V1MZALFO@Y9<=- Y.*W3PDB2_+&T1B49,0
M!B2*4|K\$8J9L;-&4X^0G=^PW94&6DAM3'X,9CKHN_ZG0;T*V*J7TK\$ "NH3&
MCAE5QOP,M/Q,4S% '%X<)2J9H\$'^WFBGZP P533\$8Q58?B5N&EI=5+2BT+CF'
MS/FEMU"1|P!1% MP%>Y9KD\|3TE+!=),P4|H X';C"85,P|\$ \$KF!|@2=K|I|#\|)T;-1P"X'BK
MA8-OCKS#Y9R1>GUT\$X:@U,RW3\$J6+9O&5BKM|7Q=);U;.&'D4IEZ\$,3RCI>D
M#DQQ'\$/J"QT1>|3|J6-TO3N"B8DU;%.+@6: ",V\$4\$U/K;12L>NIC:K, %4K' M3>||US2?
V>;HK*UNT6-J KON%&QLW3&/86'>Z^<30-JYF3YE+(M%.8>N7B). MTX2E'" +933?
P:0@1H@2Z/G.|0"HRRD^NR_F/=(EEC*#YX?)|+ZT.E^<|HJ M+
)3UN+|8:ZFQH*C59'3_E64#%,_7Z(G1M&%/+"^7J!EQHLRS|#OJ!;KM+7Y
M(^ZZB1=AZ/G2@858*K0+1I %H>,'A.(HL;D0|KT)E8F+0>@8>\$,;)@_#1?Z M62TZX
TKE@D@,715'T-C1&:E#BSZJ3Z6X1E9L>-TF(RR:0R\$'LBET1EEMDP: M
Y'Z>30FKXVA)/!2/?BW?/O6;5(O2|P,7\$@PWX(X80Q_Z+8,KCU(T=-_*Q

MD;=^:_2I59L*=)/\$P!^2G&'YX6T@-&_7QHIGJ*:T)3._1=LG@:V;LZVQYITM MVR?
6S@W9WH=&_ZE5\|P)Q0.IL%MG5FWM!Y",G@&Y*)E!'\$/L>P|TPH2P((F) M^(!J|EA:EH?
X,D=)&6\$!NT;:=3H.UAN.#!VN.[#3-O).A:"T|JV2/JCZ(* M6;J2AT0RYH!=!^1N5VF
X+N<9,./3UNS=Z11T972W;-;|D+RU>LDFVF+K^+ MO2='RXM551=/8GV?LA=&F?
^V'UH8|5"BY|>,(&2.*G4/R#/Y0\$8)(,WNF!MJ1Z)V1T5O4| M/>!OMX 9*(Z,94,5HZ
J_|C%CO;:>9X+/88P M#+@LF>B(4U?B)\$X0!2\$+N)9WR08S,|0T2-J|J0AZD4.V?"G?
F|8|GT*_GIZ M?"Y4S32U@E+|"|Q:3L|> 'GBJ81#|T?XYB6:V 9VM*.Q36)DW3-
L":#MOW#;& M'*Q9 0 MG|=^&\$8^3TSTX'&24WNC"&%+F54C"QWU>H5+LZIH)R_+|E?
K7N'RYUW;/2!/? MV^2NJM6;M:RKCO+B1U55D\$R_-BVK\6)'-= K-|L?UAEU:-
NJU"#&=+3E'9Q M'WE\$ER1!1Q-(HF=
_59P;D^SZ8MJ27|H\$)Q52^D#|1%87&;QY8FVHOQ;EWZIR M<=:43?
Q4WHK0>*Q|D;ZY,&4H<#SH^RZ%02@.Z@F.\$:1>\$OLN=D(_JH6K4%S
M8ITC"HX==#YFI2G21@Y:S^3(+)P'9(X8<(@I5\$* QP';5| M"EG"4L|C41@\$V\$0/#!&;6
%L?&K/:Y|:V_C4|@%/M3EN)\$>2ID/8R9+|L F^
M|RCBB5"GB8,XXN(8&YODZ5K#S3Q1=U;\$0/'-48AY(MN|
M^A2'R"STWA9RHX+N9|5.;P.RA8?9SG/XO6 M.V;:"F79XHKP\GQ%,S%+YW6M4D|\$V>
|3\$CV(7X?;\$|8(-AFDJ*X|2#V+|"6%, M4!*FA"=4+W9^F,S\$&|G5Q;=:T%(&/=)
TM9;ST=@&E|)H0WM|Y'R:V|?/7\$ MVK-P*T;^|1%|_"H&:-
:L^,MFJ1X9=I9%JB=:MSPUGQY9%;D73\$ Q"M,H2"#R
M0P|&+DY@&C,&F9<\$HMOZA%N8J2,C#4873QD="'">43%+&\$4GS7D,|@-_%FD
MQ+N%1VC\$1-@+A/@|RXM2=4)L_(!+ZB//=0(\$D1M*T|Z-/(P@9'+>!KB,,&>
M41C@6P(3|UZRP:|TGA;+I2QHU;E5#5?0#BIZR^@462W9E9L(4AZ'C19"C*(%! M@&*
(,PPHC0F&+|<;6VX4QZ|A&6SS?#SI?(9)TL_O>M?)&I<-|BZ39I0_-AFH |EF|FG.
MEILV&5S|3+;|B(P,_I=;L,J%(M\$P8"+|W0;.1@BAI*(<.+Z@6=VVS,3 MYX-
?'+7L@!=Q>&)V|VY)E7OR/ #3I39|MQO&-(7H=|U1 ;|HVTL(@7I6HJ(M@TI/F#WU
#N|@)+ (8E| O%-@*TE@)|HGS1B8=RIVT@=F)G^R%^@&E=?EG:P#
M1O^"EBO6'1L7R\$UBC|4^3%)?|2@)3#R/0\>A.(H31HEOU+M!|@^;\$|Z_6NU\$U
MWHUG5((72=VV"^@&HL8>(!LXG>(\$O3%9P4:#H|B8>,)FL3|0!(0'0MU@
MC(UB8:UQ-K'FZ2<|-E8,'K1VJHVV@W?-G3;%T;#PA+U9U#1+WV-N# W/G6D9-M-
D*K02OTZ+2-;OY&"<)2'T9)3L-A4!=H0G##A.|JVREV+YDN4/%R6C6?
T)\$578L:V(EP8N8PAS&(3\$@8\$;1Q"%
MU(>1\$|81T3|WNA0.TAM8AVVI@V((@YX2|U,70T#IJ>2K,%@IG8V"#1T04=X
M@N+S6B);TAG#M&;5"UIBOUW|>B^9K6|&Z.*^I,*\$NOS^G)5*=7P4)UV=U7KH
MW8D7Z(88D-3TEN5!;.8=7H@T1S1:?.4.%4+KV^DUY78NW5=TRL@1AV|6|HU@C=
M++&#|ZRJHZ)TRVDH|^VQN_L%I% Y6%C!&B'UZ_5K)SETR,K&1*_|F|.561
MON>X4D4!%D&'IY1\$;GNC 0)P#9|H9#1KGO1>(A\$%.CK\$5S%B:/QFDI|0F
M_6>S'70\$K'K;ZK1@F2UWF=3
.
M*#E.\$BI,/93%,O11# M|GH>=MW49UY@%B!B#|Y1<1T=@-/|IJ>H|4%AH2'NJE;
|X2J)Z0E+7N\$V*P: M54_PM|H3|ZT1IR"9L:>;@ M_\$F6G#V77>-
L=++8AJ>CD1*;G8P&A1IW-MH_Y'RGHT&1MLY'PT^:KZO+M_ZY?
S|^5M#JG_4IWWCE-1?6@=>G|C&HY+SF K+:|HKVJ2CJO##Q.QQ"X/CR MLB"|V?
K2D|O|8?5B04/,42ONT)BS+;DC0O77W+%1_8&(63UM%K*L!75XTU> MF8I5S?)J'D>?
5|@+TFY M|/=COPE@@-(0|H'F8!)RBC#W42*=_OK)^1/S:Z0QS!/^>|R#0052)'W^5=5(
M&1(GQ3,@IMZ(O6,1|H>LQT6G|FFBZ76ZR#GQOF?P&2_3/0"@|V6_B+ALE M"3XM-
F^9!U!;|6_FYG;>!C/S0+_3LF8FLJ?&(XH!;UB9%30C+1.RJ.>7HOX;
MJV7.ST.>_0^C;WHJA%|@AMBG,(@##,6IA 1/X\$TCD@:I7|DFO7Q/(V=&2,/MKVKV5
'|#A#|@ U# %4 *5U3Y&V)X.W)D_J1BN#D|N(C|2,?);.6*D@V".KI M+WNHF.FG(U4D?
QN\$PUX=R2THZXDV1#L6D);@FN74UR^ZVQ 7)|F^P+>FHZ
M44;4CU(:\$A@C>;GF^0\$'/(@CZ,HIDF(7-?H4/C7&@G-V5^N5VMBBC"^S|^6:(0^IP!.*,
<2,!M 3J|EC* |\$^NXZ@&H> M:XR9T/K"MQN#&CJL.THJ95.E:5:FJ?
OFT&H>1*.:|ZT=)|J&>5;G&@9+)X(!D- MFJU#B#D#|QX|1@.T<|@8/|+(8)X!QY\$.*_JT++
|H)Z,/|>4Y?'*|Q@O2EFJ M98FJ*N,9:7*F\$2|N'89=|!%F, #
33V8,DI@&J\$TY9XXE'"CP'VKW\$UL MU4@6*O!ST|H%U!NG
5B25|O<>&K1W!C0_?;!S&ZJSIJ_Q8KML%;OIO|*)L.^TD M1788Y6W>>. IH!U
M)VQH\$B)CN|WC^B|JOZE*5;_N,CD_6K3WKB);UF! B=V*5%+HT|NP90-M:H8D3
*0V;K_E.6" QDKO"%Z!K81;L,HF_@"ZP'\$YBC8"@G0)SSO|XQ(#L7 M|>8CF =&2J|6%
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MX6VQ7(JI1+ZXB!T7\$8=@&:<"\$.#.C!)8@0CZA\$<1L2C/C\$*M9E=A(DU4L<%M/%"B5-
4C""ZW\Z/M;::(>>P?=SL_?D.EJW=I*!VO>;F!^DFNT(?ZA"MN.
MGR#;-6Y/X&1LR\$/%Q\$N/PCC^R%[8LE#!%&U08UOH)HXC<>[U(BC\XL(@I3%
M8HK\$?|CO>G&""7,IXTJ\$X>|=3QH'S,=,,:.33\$IYZ>N'Q'JFL6/6\$505#?)NP
*8R;O.D@J+>!6L;%,;?;@J1'O@L0 MGJ3NDK;\UH)0CE.<.2)%&X+=!|3|5|?
IUIJYV0M0_=Z&KU:WC*Z::F^"A=52 MYD% \$H)J1L^5.-J;*?NL,67&"G)"4"TIU"DX
MG%4!3PCO6X4I):EQ"EY8\5DE:|B"Q?(P"%5K_-M|=J 8H_X/A'V'PY@@,,0 M(H=Y,/80#Z/
<[%K=">L1W9RAW&J*M72::MY=.5L%7;V#A^@%WF)-"C"
(.@RCR88)2!C'Q2)@&E!&>F*@40_I3AY\T M9,>'.IO"B1*:NH2X LG8:?
RV\$ _JE#N.21F\$*>\$T+VLP.YOZBGE" MD,PTI(Y/N6%EW?
JBVG9!MPS:4J0C@;"DL4VISZJZ1T+S5H>/'<8\(.#W_#G| MF%7D/GMB]%.APA7_@I:?
ENA!-Q1@8(B)|>|O7VZN@"2|+"IHW"D.FNB7_AV. M:J"D'PXP!,GQ0 !+;)AI!|, @P!^2%TMA
!K2C@H &!IWMJM_#>'ZE_XZCX^, M!|R^N#JOZS+#JUHECAHF1\|Z |M01@8(3T&<%U
5HF#E3A1G\$ _B>=.W|(ED#+DV'XKPG2 M>E;#1/B9Z0?+T)F""YJ#8"M>T(#RO &#YI#L1
R.&.*\$+-:F-F/5E.M;(!HY MH8,|&!*"A9X)0IC@Q(4.<<(TH9P\$-#
(Y@NR2F/B4T93UO% @69?&|.23.40|? M_YOX;OROJJ2\$:0>6/4#Y\$8L2|HL-3BA?&(1A"-
,D89_3SW5P2AE'T>*YR>"K M45G/_==;Y2;[SB>|TQ+2AN52FN#5<|':7TR0UVT2:|<|
|".6,XGWRWF0S
M4WB;P/R9P'L%W)OIN_)L6E@G)6ENH\XKRI65TV!&T1"H8V8T\$P.384RESK*
M0P2ZU.>(|JX3(J.RFOO)3*S0[U98O66:|+47\$;WE=|J<9DNPHZ>,M8:B|0(
MPS)9R_7:2V3F5*\A07*#H/B:DC%Q\$J?AK*<19D;/3'ULF-;W(&.:;#A|TON(9B)W3VC
M9^!O#)5_G;U?)63_MY4K;U|+!5LAKS16CZXO\6_-;"Q\67NR'OBL.#V'B(Q@XH0=1\$G%
(DC!T.:R3 MU(W-_G_-F3!9O:/B@*6|1G:DVAQG!)R:-M"D\$!G:1RTO0#%S!M;L@#X_FP@0
M&?^E6+)H/HV&PY9I9<| O&;7:(!V3++Q(YU:K?JWHJ#?LN5R\$|SCI%Y\$4)I(MYPZ'
4LY3!+"H.ND"7%0R&ELY'=6O=WSQ*!-!5,&P"U26KZHKH&H M(W_-
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E>P|IJU?>X'WLJISU;4B1X%#*4\AH:'T8>((XM!-88ABQ)B?.#XS
M*L*A37EB37"!GK;:+578=-4R,B9E1A)|'R/*4LO@0&2CV@@G\$/G,A|'G^"AB-MR/-
X8F;|38+EN"Z'LZ.IJ4VG0,A0MW9PR(#<|3_Z64F*C0ERDHR%MZ5RM>G. MJX!-
X=A1Q\8#C%/.%U*>O&ZMNZSZ^[T8YV/QA+)|@1/*7(0=F)(DA0%R9?XG MDNF,Q WB!
MKS*C_Y "MJ15PGS*0H(&D#?YHJ|L&-POAHJ&=O4_ELO;+TL'X(VM/K0SZ#B-
^9G54GM<|Z;<7R\F0/'2+AS4Y>Y M"73"U(>|!\$WL0.V\$?>Y&*8|2%!\$C6^@8P8GU7D-
>NF":BI!G +7>J TC9DKM M*(O)Z>LLF+F:JJ:6LO'5-S<>M| |3:I-!;6D7(Z2FU5_Z
K_5D5HOS?24\66-MXKB?@98#!=,V M#T<|0IK|5(R\$MN50T2,ZKS?%"(@=5XK9VZ,#
OM|7A7'H|H|_C6K'|N?;|Z MJZO\|CMAE=|C|J\$F#*JK7|=PB5
H:82@D|C2ZX)3F*38@Q%S/R@-9P_F9N)JG#;|U2>|&7EOB:.U|3+IQ|
M0CPM\$|'FDYMO7/Y5G1&WB?6ZSW2
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<(!CSE4!P)/\$B3V D|C_AI&:G&:8Z|1|Q\%"J>I JCD,J\$'D" MH*U:(CW65*OR<4>
(|@:Z7M|:(W3U'WZK;J6+%C7I7IRVM6"1VB^A_|2@^&MYM%\V4QGD.5W,7Z9O2@?
QI>B22MHO*#GM\$LS4*2%(5TM4C?\$8>P+^S3"&:) M+&>!W0CZ;N1C'+H.TO,J&-
=6&|L.#D#>Y-Q!M":G4:#2'|T%(0QAI&|0NID6+%D1U>6O,|'= ;8N!:=T!/6QF/Q!1Q^)E
MI6*=R'>4FC4=;19%.U+\$3M6.?7ULL%Q57_,|F3341H8B%F.%EP|&G %31=_(O/78F4
CCD)C,S39(_T)I93K " =V:8TR<_?\$ MK@YK4X#U?
%4_%J7RP40QQR1Q\$YAX0ED%2^&@P?Y M^|?H)W@,7FOM H\2,O8_M2JBCEP
V3&;JN**L%R;:|+ZKJT!?(H|>Q(;:;|@M|W)8SD5S? MAV<'@7\$NNI%
(&#GHC@LXX(|;>'DV|HMQ ?K>-HVGS7009=GB8SN|G|**H.6- M*ASZ2?RL6L1<5AL*
(QAY"8.!GR"(NY"EW.7((|C+5Z* U2F?J6HJ4+&L*@_MH0P4;W5.(S1L|JR)KGA47.,T-
H+3TNH@8KYXOW&GA%_V9@QPZ|.LB"U!.O6 MHJ|H(S.BBOSAGI5/'QFN?
Y<|O| (Z8|4M>VZL\$1D3T21@H>55+LO:R;IEBR3Q M(B^4)D**\$ Q<0B&.'
(=%KFAAUR')+ %1FM08+B9>SN9E\$|=AJ7?*FAPALV4O MV8&2'R
9.@,M2Z^3E#X|279;B56C>)@WV^H4F'92L\$X:S+RQSOER>?F=D96|MW|M-7L0!Y|U?
8IF9YVA,::;,%HNP9HVV!#7;Z,S", "PCK INYD:. "2V1=M; M5|A1?
7.&!YZM<8Z.>/W..5K/CS,'KG)2*L^\$O\$U_>BKRU@.QU39CUV>Q\6C(
MXN@X37P_A|X*90@2HA"QD, H<&B\$ L=O0F)B&YS.TM1VOVPsia(H.9=Y--*M
M*PO1@^)YTS:UJ!|9.=ZY:V%>|.R,>=\$VTS8|WD##W-H)^Z;'PGI*+M=3LM>G
MVV/GKEB#T)+MHL%AF8U9.P|^-.JL3CRJ251;UE5ERLB+:O\0?R#E2_LPZNL M#73-

91A!K[^TXW)?"00Y"!-"8WYN%*IVCQ,K\$!M4+/
M"2E78H'+;GQ;"DU>LN:)*KI^I^F"R((8,\$YJG1JLQ-
-9KM^IS\XU78TA.ESKU7RH<>KM4Y9G-?LL M=EYZ)=9F_I")3ZE-
J'DJRCK!|5>VUQ|>6R|_U8L ARY24A=B&-&8.#Z'DQ0 MG\$#N8Y|P+V5I8A0.,
(f+Z;U)D9F"&H>EGHJ:"\$S)=6P_Q4_8-0DU EXIBIN
MJ'3\$/F^MITGP94|G02+)04UCH=95=1),+U54J<-9NYH:BJ,T10&2E4(_U.^
MV=|U_4P#0TP=|E0!D)TU|3A4U'4>5\$;=&P>@N"XIF2|&8:8DAP8;'8M%4T
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C,X9R9@GFC|)GRG:&X?Y3JR,VQK?U"0+ M<9A0\$G'(.4E@D,0,8NIYT\$V8XW
<>GYJ5"QNUHIOYW=WE_=WX'_JLQLY_VJV M-|R|099>|F.40!2YTA.:|I@2==
\$8X2CQ.,D-\$O#'_ \$J|S.,97M1I6GFZO& MW(3EX":MZ?:>A=GTJJM9+9%VR^JLN?
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P6X+C9#=>CL<\$L|0P
M#Y*9=8D>\$ _;M8CWZ_+AE>RV#!J3)4K)'64N;XP!E(F>X#)+JX.A<2)L.|1E^,
F32CUR%JM)S-6|/?RU?:D G2YP3| MO!1<- (RQ=\$9R%E310I|UOD6L#RU'A(.70BY@'
RJTI+ |A/E%(X2XSR., MC(PNZ|":Z|GK8Y!.. *.>WK0-
CID.;7#9(@|: ^N!GR<\$O9^!+|ZG=#WQJQCK5 M1&A+ ^E6+Y*RZU@2\$MWK7Z-
VYLY^+O#D^RGS|^O4JEU>P3>SLYCC9)/HM0C|Q MF.,R&\$>5=#_78W*VL
W.3'K)FORK0#ZR|/O M;|+L(PDWO=3?(V7:8&Y9RE.?)03Z;N##
(*8Q3!;W@\$D8>)\$O_A|0IYW; MRYs^(|JLQ_ZX>66-&_D?8U(-',@_T#3-[C\$6UZI
!SWDP"!Q(X@)1<*RX-C%F(8); _OG)+CB4| '2GPFC'30F_3 MS|;\$V\H4FXDVO_18.XDI_-
:V\$6/" MXPLJ2(_C(HU1'.(D@)CZ6!PB/5G0!3%QT""QYXNC9. CTQH*+(Q5-Q7)Q|JV*VY|(-
(V?@Z|TL%3&/((3!9-|)| ^E?HW'4(C3!D02S;Q JM@CPW@5\$@5\$R2
M1\$Z0&N4|/#Q&;>BM>DUZ'|HV|11|\$3%=EV,'!5\$E,@&"\$,C@NF|7E/T!JY@5_ M7.C=):
|QSMA%C>N-: ^M"G!)5 M|0A#%"<,A@\$6U@).A:5MN,H-J\$^|I-<40=;R H\$7/<<
MUV>@XT1Y&|!|K|--S9UQ0@0K"D/\$|HS:Y,1L.RJES&#F!=?
O*=H8);*L:;PNO@=|V)Y.8K0*N M+3#Z=7*MC6F^J7S,R-^SO"KR"ZDA7W_/R&/V@/+?
42VT;N?H(C%&:>R*+2.B M,\$A#^XH3J0/#)&"<8^+04'O?T*
W^>5=RP%H6#@#^1.@X<*@DYT&>,=W LN0 M&)JEQ| 840M*W16|_H9*
M=E,L,*ZH"GW90DJZ+@)\$2K">R%4RMJWK\$':1W>LF=9-BI_N,K%4>M)+84/K^TO-
X6.DH!& M7I@Z,(ZP|I9|2B&.O1BF81)RGW\$ _3(RRNT;R;,%&V"[_*!E2Q1U;+D"/M;|
MHS^;)EM%,CNDV/K;)K-CYZ.F0%U,PW4!|S#;LU3^4S%>;8/C%/S'ZF^.&>Y^J6I??
64FR2GZ0FL5.W 411RL>"SW*G2B PF(* M8,*8(Z/,*?+B*/0=K?9-
|RC#Q(K8I*K6"ZOJMA/H>Q34&O,!:&KK'WM:#36| MQ8):/<' ^00MJG3
U/TA|K3\$2_\$,5U#IABFP7U#J%E1-*.33)X>A-@-O)1CZA07>CA;(N*|JEFT-80D&9|1U^G
M3M,8|/2TOSU,S!3U27",J^EP5\$J;U1P.\$YN_CL-1P?=6<#C^UJF^@5W0804Q
M|BRJ%;BRU&GKP7Q(I>%L0-C1Q;224D*DSA\$D&/. |!=!283,NM*;4)_1#|#/|
M85Z!'D/M<=101YB!;7J|MPSAZ5<,1T\$ZX;!N(*SUX|D.|7_\$=1+@_C'?|7&\$ (8|%?
X(TC2""*70*12UV>4N(B;GA&WD=F8CWR M|A9T|!L64BM|8Q>FT.+S#AZ4JUYN,S/?
9&|F|Y;|!^F>|(|%0S3PY^@UV^ MNLE*MGDF&Q+*VK%I+Y&93S9#@NX>|@:?:-
ENT55DO?D??LZ?54QO>DK(D3OPH MA'\$:Q5#8_PBFb'/(
<=)X#MIY&I%^N^,||2;&GI+;I=L8?7V4G"F"VMEHS% M|)R#S|M(?%2;_F(?
VV6SNYXLZR6@V)T""^3P ^9M4H.,KFRFJ|I.H7|8|8Y
M*YG@=\$3G%+-1)UXP;>;GFIM>.0FPX6=,@Q5#|(:7WK2XF:U-4|@F;,TR#H|1
MW5H,2+B-'&&D/KYZ?EQDK/V6YK.QV4Q08)7HJ08+WV5.6|RH
M^G&+V,&>'Z0)D&|1G)C M,8!^(\$SN*41R\$A*3,RD74I3WWZ;OD-O&\$\$/#><
MG(&VG3JH%3/BWXH=0|_9&U|_6WH*U S-ZPZPE@=PTP'6W:#F.Z|E;@K'CK%N/;
X)3/01NX+JQ<.C1W&<0PCG,H&&DD\$ \$|CD/F(
MHY@B0KE04B1|F)R1.C\$OCRU+\$8_*CL,\$2T|_V(/_3#<,-HNL5*'F63I"|H2<
MOO6C)/:C|'CL"6|0S+ '_ULB>.(3(3|VZ:7Q.%ZNRE.F#."9!A+DO|"0.#!PF MEG9\$"8P2G"
(G|HB7&+6PV\$|FZO"0EFCG4#-L\$;?&;UU?+J9NMW+>I-YsML M25IL'3,HDJT6,ON)S-
M*9E#0G98RPT^/R\$!DXK!0,GI7BU/"5|'TJT|%^:7(
M+Y^>E|4K8Q^SDA\$Q5=4MR_(FJDK?%=+U|0
PE8>IXWQ3L|NV%MC5;'4!|7M<69|OQ1|+\$+DYDF%<\$ \$:8A#.*8\$9<@YH7AR*0/"^S-&
/2*Z(L_L40>6Q7 M;UNM7W\$/?BM1+B9S=,*'C2G3|%F|VT08.K;ZZ2&' X|S57THA%
M/.WGDMA@|KU23"P".Y|Y8I.*^=7ZK0P(/O^>50N21J|K(091BF(8\$)3 U,41

MO&&\$@P3QT.%.:9;HTZM,:4E)\$OIHB7XG2\$9(=2D:FG:FN%QVR@,:/1LADJ
MH7%B&=VW/XAOPeW/9JS9/MEWV. ?L> ^TOQ^79A/MV*N@X.W?.RO"^^?IH^
M6J('W:OT@P,-'@&60TD82,K0W[,VV.&T>R_2N(N(JU1PAI^0!?
NYID6^I/Q75O2M=6S,=\$?O"4:KI4 MU)!5;FM_05 LHJJ!PM @91F)Z;ID\$EFYB&12
"9)Tl:Z72X??RIDYUCGS2L M?V1I^F)75HBN8> GJ9RJ.IDOU_/E_47?
JZ._R3UU<_5Q66,N2I
MKIX_K AC+973Y7SE8J&K.QL>R5F*1\$#2/(=9%,80Q0)!\$N,4"AH%"14ACG%A
M<^HTHJXC'UE=X4H5I=1-MU%>_P)(0WC7M!U5'5RY-3W%>_"-:'Q1EZ'G0-I MT=84J
\$)MHJ#K>K="VJOU|KKAfX|;3=\$N#YI-\$;'U!L1QWB:3DSE,3KD^V0@ MXXMTBLEN>7G-
R\I?|HH%M2INO'Q<681D!^?(*[O;H!U_*KF2XZ:#|LBS9 M(E%@\$ VCN.QL(.S#LO,QL
W+!HUTC93 O.(&YP#AD\$:>4VIV6& @=>T>O44%MOWIX4 OW6JY^O0KG4*V
M*:@&9'@&R7)K<(O/ 5#&/7*P-Q;TJV!R(GS;OWS^=/.-U|SZP6=YG&J3P C.D6
MHZ.QCGN#K;0+H UN!?!KROHM? MJW+I5'J>MJU(%-U%L^/&V7;#K=EJ4T?
##8\$77J@O_?L#YZO+);MD;*XNPXL^ M6<;63#?+\$4*80D)P#E%_8DB*
(((\$!%G.6!R+V*YP;WH;IEMXJ/*=MA?0QWF; M!ZD8-=3/O^.%7)
(HDI|N7|ZO:~F?:TN7|QH?@>'ZYFV_6CN^V9D &A04=DC7 MVZE01O|899JLKIHM
(M%\$\$81*B"-[G>#%\$BPTN4PBP619\$2\$K#,J(CDJ(21IX5.'E@H@8"6 V>I
MAI"8N>&S#+5SDAL;M:P+W8K"G\|;H@GC|3_ \$G|Q5'S=D?S!00MZ|H^E(^/MI1S'S|?
RE3I(Y^VW8:I;7MXQ2V2X%W!(T@1!E*>ZP5P"119BQ#C-4):95G&9 MBQUY5&X4
9TFX\$!?!-JR-[HELL/C>#R|I;WFX#*O))J',CP7^OD<+=;+;U!-VV M4-
U|*8<\$)Q"&D@5#5|EL,|SP1F M!0UD1"-PF& VR^|,XYK#TARVS>|LO6DG&|PMNPN?
@"K):\$@8HS#BA8S|4H9@ M3A,*61P).??\$-,GPI >O2#D!2JTGZ(M|=8#2.
(N3B.8PCI(0HB0G\$\$=Y!%/Y M&:4D2C+!K79ESH?'I1UX*|0+(F:Q)?
EVVLVAG;R+7OMGH\$3ZBY*3?(4*A|1 M,FFV&SH;M!XFK'IJ3|U?3P8KJ3\X2+BA-
"@Z97+I"A (FE|11)H=NEE,6 MIB+"5@T(7)1XDR/9"4VS<3XV1N?L)9|>2KP
)P&U;V%Z|B*^>IJZJ#!MD|S M0-KK>GK.LOP6|L|\$/6V%Z1|M|6^0%SDJPA"F28HAHF\$*
<WHAS:M^|;9|S|T/L=(QQ6PP0NT6|P> MLV%H#;MWSW1+U6|JOEB1'KW(/KM:%W_?/=
I?5IRMJL>E5<7IP9M"N(-#T7# M\$PF48+
I2198V%.:C1X>|5|LM1OYOTWU6DTZ;)53607A)TZ643UH4#^9>OA"
MUSQJ4C>95%-/J7;DPP1123G,,(BA2@H:"013:\$HDJ @21#CA-DE3Q^1 M-'KB0B<7;,%
2;;|PES|Y.; M3|W@-H|;5I1:'8*WE%5Z"WBI*5)F!.*6Y\$ &!.B%2FQ", ^Q7*5'5\$1QSA
M+=,7AP4ZLA:OLRX?N@Q"S|A.0.K\$GQ8E%7YL^\$H?"@7\$C_+A*.3.)J;-P_8 M.
WR3JY*O+H2TRWU'3JQ%HT; R^1OR9M9Z&OYN8&. MG^"65YHQZ>-L99C.Y;&
<9:QHH"((+4|CC*8TQ3!(L>%?%"<2B|@,XL?D3/R M'-Y* 4N^
KQC8GCB54,JJNE%6;E8X*KW4|NFT|<-!OX'F"Q&_\$/@HIL2%B
MNP"M4\#_(15GD;V,2F3#ND3INZ.Y5.7.Q.\$5VO.KI8_YE6YU-L1"l6?W_+ MW/,EG7/-
&M#R8|,\$POSU' HJ54 2|T::A/1B J=X!'X.YE?2I MJ>|T&
>J0_4IHQI9%6VWB|TD2H,H2PL8 M%U\$4907D*L@32("4MI%F?
4Z%S>2NK8>_J|H9H)P*+P |!82
X%H|&LZ2@:,:%H?;/|85M3XW.Y9%^V<^|7+G_ (=RB.|Y3A M(@DY)\$D10\03#(N41##-
\$>5Y)%B>!Z9G<*9"Q|XUI/,|Q%AH6<8?32&85 'T=+@ C18VU4+N.)F?8Z|E|O1
MH3,_ ^'+-.|8XE8|[G_/5PX=U MO2H?>75;+N;T>?ME+BPY_"UA-
EOC0>>G49,UZ|G9(WL MIUKI8-T3JXNR+7K"G4+K|*K4(P9V3JND7L-WO6_G5_
Z@&OY"|<|Q#CY;AFM8+IFCO MUQ50A)XR9 =J@#|JOA&J\$PN;-
|2+32|X3XWQ##\$<6*^>>L)DRU1#4_JK4|;- MW&+
MIJQNE*,7Q9|_ =|R<5|-1.Q+FB:\$<@0(1!E"8,:\$=:1E9J6G
M@.J\$|L\$EC)C/#=|BPI|OL|^6_2<_<|MO|+-4YX>H;_|=Z7O&.C7FI|V*81&_ ^MQ-%WCS:*
"8U VZ=4"SB'(2))S! MF.8I1!%FD#"10)Y&>^FC<=9>DUCO'IF&I^1/'G+(ZJ:-?6KP>R?
6X_F%@|&^0E4+R=/&K?:0| 6Q M#H|P^_P_E16?WR^;L42?
|RHLO5)=8X|G2|6|V.PBRDAZEO TS'@4PA2E7-6' M;_FQP-
G,SOK%SHZN1HMJ#B000(=BI!'HZ772'\$U(=?H' 0-/WL=&
MJ3>QP&27>_C|@C'BCOY,KB4TC0AU^G_]|>>Z7G,V8QAC6N0!)\$*("H\$@3D*
MD70V\$@-&(!8U8^R@!ITYC#/,.*S2K,81ZF\$4RC.
(B*B\$=!8M0Y|/#C1QZ|VR0@)QS2RS2D,_,L 9^>8"Ci98OEOQ@_H9Y-7.5))=+M7-^+3?(F7
M=(X7MV6M|_HVJ|J\$@RO)<3L,R\$|J2B(0(82%X N-,A")A>8 9LF*5,! Z|G#;
MJ*!.4S=*\$@X+DQ6L.YYFLZ9OE.Q&K0>|.DH+"SV040A(G):D@H+\$/;X*FSN
M=4X|K+AF*&Y^_|SL;93-DC@BG,F5>I&F B(<)|JHE#X&,A4@\$41P'A77CK0%Y
MHR_57^S&6B_%A|\$R|P+GV^~:~.C%>7>=X%|4S|)O!IOR+EE^ITWTE\Y7")S@F'*TUS&

4D\$?P93% 6 M95\$B(I\$9A0 &LD:>^3OIF|U| ^2R4R-CVC/IMN-YSVKK8H-
K)\$P3I/SB(A; MFMUVHUM%.ICJ#"V5|OS4X"/*2J?2J1RU?. _U. 'KN;EN@;JR9JAW?
8DL8& M"0%R/EBON'2K3;;ZA?RL7(>WIZ9J-H9J;/F(?I^G9/&7B& YDX)UZPF09 M>
(;F|#/P3&|QI-QNMS7N\,|> =F- %BJ&4|RC;:*^|Z0,1#B%\$&"!(-%&.,H M0TE<%+=
(#0@;?0P2\$N09->,QE!L1='H%6E3N1TB|GG|24M"YCF|KSZ MOUK.
Y^7THNO&VHPI/.EBB+ _J%IJ?EI;2R\ /J+T?9YW(UZU??C;W_K=8R8=L?L55_4WA|CQ>
MROA8=RN2*R"2,YY GL=RI5 _D#.9)A""-69 &(4|H@&P*1I:/MIHU|(M\$KGL|
MD|8'W!OK\$OP""K0BT':UWR)WU8;W9Q.5F MD|UDSO>0"^V72F,F M\$SVL>%ABS!
MJLE.5*C|88(Y+ *604IXCI*()#1*;19,KUAB|P<0,Z<|>3'|-\$7TTU3/OXFR M>;^%\KT3
M6MK'W8K7SCW;)|A|U\$!4IB@G(8"5%
(IY7%D*!\$P)RD.L10=FZ2V|/6*%|B>E/|-4ZNYC^D;C_X=:D4Q(M+S28XBRB387&*8"!11
MC,@PF?*(1TDHJ-5|=TS0R)/25NR%(I72@EO"1-M(^0A0IC'R^>;1L=;RSN9 MX'+8H>-
@L; 'P\$3\$31|+ #QN|'P">N/W?(-GT.9CCCCG 4AA@D6'***\$%A0 M\$< XY2))@C
,DM!MJ#8")ANB &MYK@.SA<-V0-H;Z3H0@18UQNA|:8/W4=<^
M_I5&VTOCCH^RG>LF3@!MLW\$^E97@^BA+-2"Y^ODT;V?^+D%G5B2,Y#SED),(
M0;1Z.>>,8DCSB(5ABA,"|L<|-%U=CASM?;'U0?H4Y;|3COSPZ5PQD1(
M&0|+&"Y"PJS!!8YI3"+49Q'***V"R(CJY'74'SG.?. '2=|4%33AS|75<*?8 M1^ ^WVM?
=T|HA_54@|J76?5KEI^T6_RHO9J|)>MH,4KCPZN?;4;V M6I#)_S/-WIDE08
#!'E<9|;#%3*YZHB2'&6;L3';>BL2*3L|!AY'G%Y6;7F-K M7FH7,&E!0)
(A@3C(*@U@444)"E,9L|H-7|PC37_|3,O"9IH7D00W>4A_)(8@LFTD./NIL'KCF
M5\$JNDM2,4_\$'.>G;?|0G69MC|A2E-(QS 5D@%+|!3&">Y0D,PB+((Q%DG&!' M2C@3^2-
| ^! ?D9R_4Z\$ZH/?##&>%LN!|)U|9" MHKIYK+=).J)|MJ|40DB1MK5|O/*++;<|
(IH='|R3#UPOYZM?0*G1|4|H|K;> MX0'|VQM1=#(2N3=B|TZ8|08U0"MZ
ML:&@>VZRH1ME+!|)=NZMSN|J*3^+YK33DW;Z|@WG'N=D+P+
<&PSREK2>"/.MDCQ)18AHR\$).8\$(QQ@B)F)8 M1#B%
(D8DY@SE,8H<^*Y<(#F;Q|HO;F;|8QW;^?|
L:UDBZZ4DMAO#ETR>N|SMHVG|MW>' +SF2|N5RO'G2!GFZAEJ0HYVF:0!XQ
M(4=A0B!;XQ22((CBHJ!4.BPGLIL78D9W3!O&DXU8J_YR)T R'9#GFFX|+C=6 M_||U-
:-9O.FLZZO|G)E=OHE>7@IY'9Z7@X8>I7DY?/7\$Q3K7ZT?"JQMQR=B| M*;'F
M0#D@_ |YNJ1X4AW4?23/O>L3F88=XOKEV/NR\$I>#W1@\$/X=FP90>|1LWIO|Z7
M/_Z/O+%U&)1M_<21QTTRM(=-Z4;CB;O.JV?|QA>ZR?;?;=#LR;|BTB1%(@G
M,\$KS0C\$78|7K*I)_922+,EXD8>!2@G94XLAC|<7GJ;-O>VW== "F96U'8<1C-MXA;OX-B-
W\$XTK!K9+|MBM>+|ET^=M-1SQ=-Q>:|2I'32_-&U1;=O|-7W|;B M3WC.NA9=
|7;Y9+| (.6HX.1F!;4.F1D+2|H-ASM|H|9>A6R31'@Y MC*B'3L0V@ (S6HMA(B5?
N76P#U.FFQE9/<|U2*JO5';|>/W*RN|//^% @^XOER M%L4TI#D+ (^ B4W N@)(/? M&|FV-
2M'D#+=NA_7|HDNU;)+HT3N;:K69H&>1X3 >,46Z5*GA, MT,A#MIG2YANY;;QP
98#5&)V2)F-6! VVPW9QO2MR'9BOP#7/EG43MGE:<0>
M%3|D#UE|.Z8/7G|N1R&O03EKF7)^ ^> <'8_7|H|K18M*57Z8/HU_ ;DZ0-BEO M7|2+E?
_X_OG0P|H-ZS_N5.X68%3%*AWK8AE8# #ARS7S7&_SE=GY0A|OZPR"R;F |TY=.;KB
MKT2*.=4+.4ZW.9D&KB0UZHETI;N^/CS@Z|H7LR**;R1D);@B6D!4I 4L>)+
ME).8%T3.%32U8Z'9%S+VAG0CQ983Y0_89L|S7!/MW-P+;>"4K0Y|)<>-|49(M(
10ON++?;D_2X=0SS@*;"LB M!#'/XA\$'D%"EF&7 M->YFXW|;"T/B_T#;>U 7-
'PY%RLQ4_J>%S!V75*SL|Q'BK|YZ@.N MJF=15BH716>RQG*Y2#.Y6 P(D9Z)A
DDB5H|D%(\$8D0\$|L3&QV5-+(+4DFO MC6#0E^R4|'L<+3-_X@4#.|?A;+ZU=
<%;G315FO*UON+*MGCQ?|JM30!YPO% %;348AT'+ "MP;W;B=|TN_>"9;=L>#V\$?
BK/*9<+R|F2|^K37/>9L'*%*<|R*.85*@\$**\$ M%Y!D20:S-J#*\$E#@G)C)JO#;L8^RVRD
BD6M'(MZ'^.P#+L'#P9;WEPN6_G MZ;Q(8X,M"(C.-|R-\$<@) #M>GF'3AHARCMPY'7/-
L.HOJ&1.7.IXE-/O1M_|M18;MXOVSHNX|UIV^ ^_HB2B(L8VP8;+Z;%.L6
RW@YB1(H8XRBP"K#/46;L MXY96-:|UNP"==JKZ0E5I2_5UHS;0U|'7)M/R#;:|+A;2|LPL?
SW1?HI1RY?/<\$3>WORT42123((&)R\$/59C.& M.;4,9B(+19RG19+%
@|PB)RQSR0ZJ>!)7O&@Y(O99+RN. M%|K@|UYJ5(-WPD,X'YCC\$*\$E3E#*K+(?#8D9V-
DJHITSU(S"9.9'SC;?S%=KN|=/4 MA|WR-.*/")ET8 |;NCM^3UQM-
TP9G|^NY|B|7S)F'SEM4Z!NJD|DYI4?E8(M)I(P*6""N!RHN%!L3!+LAZVZ_|;U-
6Z@D%T^HAFS|@;H7KRP9,,5E/SNN%J?+W|@4F? ML! ;59G8
MBQYY4'>4Q@NEC<7)BB5^|P|/%P;U|LWID?Y 1TWU9J8239CU, M0U0\$ 4*P2)
(4HB17)>XAA3&A"\$4L31%F-ML&1R6-?+=*Q7S)&7C? \$00H/2|T MKYL"TE;C9|<-
A>,8FN|T|>\$'&;@A|!<5ZM^&DP9XV'(|+F73/X;2YN|L.IV^P M7|BTE#^WN%H|WU58.FU-
>-L2|M5W9?^"61&A."<|A+B@L1S|+ (XBD,HLHBD M!4HQ2HP|&UI)'MD9=\$ (5M5Q'5?

4DY1JW:K""O229C2 [Q"*P5H,: "GR 78 MP'97@A>7C06: ^7)F-/#<5C-
>0;1:UC@!,: "JL7O>9(L:)S/I:QJW!/@2&^AI MMIUEE5O?9O-^V51>I5G"B@2, I
(!"\$KVN3;/ * LQZK#68CL. D,I+Y"U/4B M0?V+:V&;&:9FD9=WI,Z/PJQ!|>YV3Y:ZY?.\$
MU*KG8D.:O%B4?ZH-F9F(BC0MDACF*<\$0A32"19@0&=%5J0Y#3,:OJ_G.ZN
M92#2:13LI(*QI ZJUD0LV@BT"LU.HG0!%?(<#@EB_6%WP!#N#@#P: SX,HC'&IA MU!FP6
5/AH8.A\$NGGC!9@&1H2C|D,KW%WH|=Y?YOB9_YW2EB*B;Y+PU7BR> M6Y?
ZH5RKUCUJ4?:\Z7'8=3\,G^:JG>MUHK=:VM*\W8&V<07N:@T6G.GCJ.HXNM/+F
MCF:%IN>JO_&GLE+ER+|MYUW"-:68)T\$1PY2(")2\$)C3 M5*Y&* "LBEJ'4L!7GV9J!/-
\$VNH%&.:?#7K|H:U>D UE()<|H'MZGA3)4+2;
M^EX""\$&GV@7HE-.I'CWUP\$8_H!1TJ&T^#VKSZ6PRR-VFK;A|S,Q>4%I8 (Z
M|_F3331>8.A/*'X>.'&CQ:M_K.4DUIL!-.:3W0->WCSIZLKK4K>1YNP_ ^?S^M0?Y^ ^4-
:=,|_E8|>?<0K_@G/*|5"Y;.<1\$5*0P!57I2*"I,@01'E<1 %. MHS@G,WDW*4?
OR>C1+!N_T#?.V"UT&D#'|*N@<8?TUZ5: PDDGG<@\$(OY\OEVKV('BA
M4SK_VWPF>5:HC(@8)BFF\$#\$\$.PB*/\$E^BM6^X8NCF6(6_K |1" M9%72/Q|*A;R_:G3?
K|Z#R^N/X/O=S8? _^,O-EX|7WH|_|^11V'V|^#J_WV
M^>YOEg7+IKB:S49CH&4W8_0+?!2;9>O^Q^"NM#765|6Sj=AI:Z MP=BKbK:|
MWW&7@3YPME|P&W'-5VVF50?575?W@|B6R_0XH3@5*(SDSNR%^FT4.MO-
1642QT/R;|WI5;'8S/Z29U3"EH&3@;PFL8 MV_H'S3+|J.&E\$.H#4|>|
<(#7PB1'TWV%:892IXVL|*#8"WXL;_?0"D8ZL#;? M5PGZO-1M>/6?9P%/XR@O"\$S3-(*H8
06)*0)&DN5_|XPT%DM| %H*GT/<"7 M;574U-O50CAT+S>%\$V=Y2(3\$KQ!)I%
(6/HT'W1%#6&22IXFLBO3F00)7*&(|A((&D*Z(+ '@8VK7&|HG;.:VPOZ|J
MCA\7.E6B;.:@5YP\$Z+8;G_-Z(9VV M>XSV2
-27Z|CTFDH;|LH&=QN7RVO)+3=TSYRQ4|T7^IM_K6*-ZV8'WK&R#ZS_M)Q|D*WW|6
M2U|5J_FCXAH2F|VSS1^V%2%M: @DA49+1E, @D6\$02GD!E?3'<: @|74SW-*5;
MB9YT7G2TD+\$60IY'G&(LCB!1885229B.4L)#PNKIB#'18T|>#K!H%*SP?F, M^
.8F(7/VHFXH>#)L5@* MG|39N &SZX_CXA-A7.CLV ^/XX;'A_XHG2|K>OW8Y-CH0+V|
(*JEA_S MY?TU7W6)&KW3|)W|NRX*:WHAR|M4.#;#1<23(D8P1SR03BC((,9R_1-E|G7F
MA"111, CA|I#|:E64+03JM=2Y_) 'C? ("S5S>VWLM=@|S, (|HSP;PF|X'WUIQ_M/'UIF|T-
NVSNS00?F*/7C6-R88V)_VAD6J,H_FUTTXJ\$\$.5-D|N+5|Y69=08!;=\$;J'|S>P6074)FJ?
4_1Y68_MVZOP5@CF*-ZUD;7\$4IT<*)G?YO4?S7Y/QD+\$SY#G\$0,HB@-(>8DA8B2**%I
MEB:Y54G&83\$CKS9?" 5*JMLNV1&,S'SR^9;:N5 'HOW:5@_9Y*UK|4\$A\$S>M M'C)TOV?
UX-5N_2FRZS6/9R^*4=P(WYKNSG-8E8D.,MRR#)40!3F"EC3Q<-
|*;'G6@4M)A*>!: @7KIB9VXW88.B\$C8Y30 N(A MSB BI(
%Q@1&>8#"2(1I0"VK0|R:YU83,BY<9M|. &P1V3F_|Z6BY%V #QF|= M2SI_WL_(1D|
<%C6I+|0R.Q=EVAVDW.|N6^;EP:V^TW36_(R';ZS;U|X-
1=Y@Z: _HKGRR|E77_9-.N(BAA%64 A#U5B/\$LO)#'E, "-IG&>"I06V;(!B M(G;D07N8|?
D"*#W_.Z7)+V=U03%"U004RC=>MJ=(GJ|R:/^QL=S;^8V1T(G/ M7VR
V#|_L;K|U<|_KMcy5LXT| YW_7L;W.U;0YC&12@*&.ETT21-(!'R3Y05-"\$)1T6>O.*1A>L|
M|WXX|49>U^1G#_80X(V<.,C2*O|G#A)>8OKUC@U: ?|8#@I?PCG@4L"/(OF|
MOR.|9E7(4)*\$81C#3'6(1D'.89Y@!K,0\$X8B.87B8K8R:T&V^W"K"-V^V9CF
M|@"B\$=KN&E)C'J6#:. P|NW-MM/-3K:1N3|N<(>J@9>:|^.=8Z\$9U;V.I%7G|
M,5,&^CW;IF,8OZ8LGW6^*/7N+3V\$EQQ66C^T4M7W|J^MR>?7XM"B??.?X MKSB5T-
::8'*/=G)3-7NSW#!0SGB1YUDLE_|%AE.(4A)!PK, ("A8\$:10S3J/(MO+&7= _U&WS%H-
:U4EDW&*F|*"O%O|Y;K0'KU&Z(V^75?W;) "1VC>X_&748E M/7|WPT!AN5+T"K|'Z*28|K
MX&;9XS5^W==ET^WK55^;VTQR| WX^E\$AX12@-6#JN-U&K2LH7=23VB6?|HZ
M@ (V&^F 7,|/2)^P!-AID+SN_C2?&=4.MK%9WO'K|R,GJ3C|C|N>|G@642;5.J*A^@))Z
91<|+N2;%OB M=A CTSV-,RVWW9=01M_9&>VPJ3!@E+>-@4,R)E|<#YBYOT?
NMBYS DR|BSO| M4Y|VU_ (/337!BVZ|&|)ON?(N1\$%B*),0\$T7FD- @@\$60DCP1JLF-;
<&8C?R1 M|!04WM8 @1?BK4N_K#_U/3T;#2G^V%.AU:AR_8XA-PK-NB,4_NJBK*1/7>#D
M LV!2B6GO|@YH: XY_QQ_?B%+^|7#S?B;O|(|+9/6>?EQ|P_?|I4?Z|_O|. M:)\$F+*,,)C3)
(2;C&T0(M@CA\$4Q10<) I"D65BN24P)'=BE*&, ::>=6K^ ^91RS>(/.D@Y4#'^>_6U+
M^:*)KBM|)O/N(V_ ^|)(O>6-'X;50=LQ;A,":C57'OB'OE^NO#QI^NG#YRGZ-O
ME/^8,_FL^A8_JWS\$#XH^>|F:)0D-<21=0A*GN6H=A2%)1 J#0"" .6(SSPHHR
M|(B0/2)EVI\$Z;:K> M #UQN6-9D6HN=UTJ_B|YO/GR_NJG2DS@,|93'D9Y"-8U?N%
(H0YYP44'&58 MA#A-D!7'13%!(X_,39.%N9J\$| #G"HFF.HGM|J+!VOJSEFD=.U=-
QO2&9J\$*%:9_3(>BF30T|8'9^<.FI6E?)&AE>BPR.F&5K_JB8V*F+2TZ8>Q>
M5=&IZ|U|8I-;,<>+7G^| |S@LT2N8)(|"&"0<=6X/D/214J/27\$D"A1ABA6A
M|>F,*4NYDR13+;8J7_"^:0JP/3:U&|NFD)H-|1& LAOY&P5_O_5E|Z#?@ \$S=

MVA586NW),YA*G=116\$*QZS=L;_>U':(JLNZ7__2\$V\75?
%QS>|*&89Q"0*0B:.*+!2LBQKNSMDM,=/'(:ZX+'C;"H\$ITU9-BT?
^1W^J7AHU40NUS%RK=[T5F@32.100.92Q,,L2G\$0 MB** &59UT07&,,D?\$L"DD:"I"\$-
N<.*PDV;,:=81G[A\$52[,JU:JIOYG _=? ME WY?T,Y;KDWZ8B_X?0\IQN:"">T^PKT;I\$@2Y-
H.N1ZU?+MIS>7"[8>1.P6-0< MICE2K15(
3\$CL7)Q""%'Y/U&\$ID5F=J+/'[1J\$B94F5>7"TKI%>I\GKS^B%+
M7(>JUKAHV7FJ0YDEF^39%R7\3:Z):!1N>
V\F)57CX>=6+>471ZLZ)S5>MZ)1UM)Q:\4\O\I2\|@(?7AS?FV7:QX&#FS M4-=""'?_V=|
EH.[]]-?!\#9HDJ?8[+,".24.003-W(ZOABR=FU5)=M5;/:XO
M?:Q^|X"7+>V(+E.L/R^;XX2=/F &U&DCSF&2\|@+E2:+PZIRGJ)8"A7
MG'D4H"ODPHY1\W89C,4G=A\NRKR5VU*X?V+,-P>>ROZCK@E=S\|E5&-LGU\1 M-
(E(*VGOEI"J,5FM(!JC#_2^V%(1\%(7W@!KU5BO\|79KKS;|<_!DC76Z_3&
MKC6:@F>1R)4_@ULMV5 M,,6)2R,/_-
Y(M*W>W\/\$XL3%U5*!TQ93(!T.6@X9XO.0Y<7SIS\|@.63>P<.5 M@O>Z#;:-
UN9MN9C3Y^W)>QP6(LA5UC8)9!";(-1Q+%*8)C@-PI @89>E<\$S0 M^%N)
I0Z^;3KV463,1IX/>ZTW UM3+T C%/S>_CY*9L(I"SV-S*-B)AV@IXS= M':?5K5:Z?/M?
U6HZ\$3\OM-VG8\F'@\$2./0R49:-&@E7T\I7E
M:EF:\$H&=@F!X6JTWFY4#AGN.67(T\$:GS@|#SYVL 82!8XBQH55UX<73Q\|-
#TS+GT!A&%,ZFJ> M93PZ8C\ZR)?@>B+9T\A\XR:R|
/7C1.85EK5XKP_!6OUI7\7;=MV;KW M+,>H0%S_) @RB,*,P"(3\J\B6,) &%FU/G(0?:80Y
^<+9>:"+&5@%532/_ M\H(N%\JXU)\9 :SV1 >"3R\;Y#EKS1XT+E\1,,:O&
<772(=IV5Q@F%'?#P M6IYD)OD52I2L(#EI/RH,RH9P\^(B&B>YQ@2G"*(
M8A\#HI!S/8U(D\$5YSFB:AS\GA |S0%PNVQ=YR"D4S MW^(#E#/*F5\|A(-FR-
BG>_GN;3YM*\$^*YP!\$U?Z'S;|(/US@:WV6?>?9D+ M7J^>%|S-9T\DM!'\$6:BZA1RP*
<"%KF@L!!Y7 0H3#(SIJ8#SQXYFMA(T_S MVC5^>)R>:9+=F-P(-IV\?|)(L_2T\QSRs^S,-
JN>R((0/98\MW3)8>=D35 M?OI7L4O;PWXK?
EMN)6.I.V7K"^^DD7:|5QYO*Q7,OEY"U7)8*JY.BN MO/J)'U5MH\ W0J?
2="1=@8P1HK0!;.,U1XWQG2L8WTH#?E3&@ MM<9R(V\TK\|L^E+
|HC.4QHF:;0Q3I^F@HK3P'8Z.L&L%-!YN"#B97)?S MF;*--(Q/8\D0L+;JQN;(Y;2* OT-
L#R^_3JQF-,=%|HQ_.0LFO\:-Q%_L5-(W_(2H3YE_S2G--?L\,E=E_T786;P&; MF*4H8IFB-
USC!1@TTNI+|VB0T\?^|DF3??\$'#>A_|82\$!T TRPD\|V1W6@|3"|4: #>_:9L,/H%--JH
M5X\|8JGV1\^:P>M;I&)/K\KN7SVFBSF_-BQ*M9Q,*"IBF',0I2&4&D M*
<0BHY#@A&4!20E/C=I;'7SZR\$.^D0<:@4!+-!O;AZ\$8'L5G&V@W7FUL,QZB
M@S8,1.+ROF8KR;HI8<\$+E1+P_8%S-5@O M&9NK?2"V+*6UN^?Y5^>RAHO=/?+1_1H
6L:TJHWU*&NS=/O.F#5.L))8K3 MD!"E7J\#J8ZD4AS%G/"2)5>L@|QJ.|)8Z"DJNI?ZU4!
MMURV6G%5MOUAP+M6O5\N#C-M\(^F7H7-T@G="8DN\?
1\|:77X!2IO#P*JN>G)|T_2#;NH'WLW;N\H: M"@<"/,78+/=X0//*QG-=/7\?E?
2/#ZH=_;+A2^,B\$C1G!8RR@\$%5B0'S-,YBCP9D\|E+#=DZ9:
M%+|W*#9"+WQ3MITRS).O."IF4O=PRMA=CW#R>C,|E_,CK
MRR7|=8TU'22OMP7*@B8RSE#U6)E:7.|KU?7 M=| M:KTET&;N8#SX\!Q\$3P_P0A'M+
|>JC-2ER0T&3^|40BD3L8-F%W7X_@4 M7XF@|1\OR&)^WU0/XCCE 2MB&)!04:05.
<21\$F\$>4I(K,G39?X?84K MP\|6\|D)M1M"N?://U"4|EANQ;3A"^\U\J7?-Y5^>.:|.S0K=1S9,
<)2Q+(:<
MA00B%DAD41%!B7@>Q'DLXH2UR%X M#8_47#MI) ^/*I<:>:C0\|S=RX9X0LC\|O/
MYMAV?|MJ,&96\5%S1TNJW9?XRCFU1R\$XG5)_%9'?
JV6\$J>^\$1^4.\NVY"XXFSF4D=&S)1\#9TFU*X_+J:WY5?ET\SE?BRP\|E6%EG
M*BI'4ZC =JJ\WNN_FC;I+H?KV,^AE_:C#16+*.*&*TK"?&0\$@.Y|BBLTH
MGL32>J>:/Y/G3U8):&%LOS\|0YC;'Q:(JYV0!?'V+G\|5S/ZRKBNM"@FMI5?.7 M&0HD<9!
7&!(XA"\$<(\%0D,58!"XTS\$R"HT,1\$ZLFOX@.L'P#H_-T@56S M-+7;@IN*0CFGKE=@6:|
\$YXSRY6-":R&2QO/8%FN;380M>(I+F(L#/.UBC\$1 M.>TRQ@*\$O76,S;WVG&*50.%=*?
|CE(L2T-<:)9@M3Z)Y2\|\$+E5@(|B+HIPD M\$3:B_H_|A#O1-
FSKRU8_GP.#W/'KO1V,EQ8!/:LWSB\|VYPC\|8_Z3ZW5RJ(N*J^EMUM60WXNH?J^?+/V70
MA6NU7+1/2_T0\|<%^VN\|6M\|+|0BK/U;R#S\|JK?*CB\|&C\|21G<5M-9>KY\|Q_M7
&I8:^OEEHMZD?;>CR3A<@U.#CNFI^|H.K&.10QANIE_BZ>7*|_/SCF^E5?GF>_'+^Q.
M2RE/*DRVVO(+67\|YOG)\D'9\|5H\|X\$A;_|<^>'UFY\|Y/7\?JD2?"|K32LS
M=1FO9W\$J\$",DAEF4H=PT=G/28&2OW>BDQOE#HY4<MV=OVBFRGESJP\$LHO_-
!^X4'K9AY#N8%_.GP<'5(|1\JB>2-JH"+9I5;ER?YD\$3?/
=714W>+;NP<.EN=|K_*W!5\|_2OY)*|KU?_53XQ\|F(#H;3;

M+N,IRNQ^8G<@Q_0S7#_(%;_Z3<4X\|D-1\|C8RMCNYLS2,THR\$"4Q3+B!*M"
(4%XQSF89S&%-'*BLPJ\|O4\|A1;>6K?CJH_!|*TJ%T%#:X\|Z(&U'D672F3&|
M9KMYHX\!FY\|XW>_D_7/7QZGGSK28>L\|QLC?>58&8L=|K<,ELX\|M+*K\|@'W\!^
MX\|J)T95>YTAAW_A"#:@/9;VJW_,E?7C\$U1_M&A(5*4\|SB#\|U#E\!\$4?2PX@(
M\|CS.PTCPB%.C1F*615CE\|SV_M+FW@,H\|1X+-+2H\|_R.SB00<,:!^(|VR>-
EE4YV\|B\|Y9SN=VUD<-J7NEB996*M\|OVI7-9E\|46\|OD\!M9T)BY20)"L01\!\$*Y0*>8;
(UIN>BXY#.P)C>\|UU%#@M<>*F_80_M\|Z\F\|JF%,JHSOIAS1M",TC\|L*+VM,U?_
_E4\|7E8\|7?#43)(G2H@@"P("M\$=*F"UU<4R;10,RY!E
M11P7%&*Q\!#QE\$*2X\|025H@X3<(HX:%#C;A'2,\|N\$G\|E9,U'K\|#GD5:1T.+V0;Z49H\|AH_
MP2/*40TS50!(H%R,4,R'\.8%\$:\$M8<>/O*TN*E@<:@>8DTGLX#
(^>NIAD_%"S.C3Q\|H\|I72JA5R\|VOJ??K7RLY8VUZ@_U:_MENS/^6(ORP,>96\$2092"*
(PR2\$F609YRK,@'G&8A:%-5Q1@5\$"\$LU\|@HS"/*4<%PJ0HB\!U\!D8%4AQ6MGTFNBUEER:
!:-N?JTH=1\$0%0+!)V6P+D_MXVB9S?Q>,+
:)WY2J8F.6F,\|U=)8VR;\|G\|N)Q)\|_23YNY.Y*=OAP,J_-0QAD7\$!;!5\!D2">Q\|RJLA<1L
ME\|HPU&Z0-@3A+S/5_(_04W9Y&J\!Q4PZ\|D\|9NSL\|3UYOG^"\|Z7\|0C/8;J\|M5
ME)4JE&R_QXA21E,D::FG\|3\|QO6*BUL*[C^?O)NCEGUIK?Y)@H=
!\|G2Z\|GT\|OG\|25MRR!=%W\|SU#3U.\|08\|)(MGXOI:B;2\$&D(<9:%5)NZHVHZ\|D?_B>\|YK1
M*79C)7B-%S*6%\|9TCJ.^,:PZLV\|#SOGWF^#\|3+G9:NYJAD\|V"Y+J;\|Z#&H#
M+L#6A)=\$<)T5\|JDDIT#;5WKQ\|R7B3""7NO:6Z0_"O\|G\|W+3_MM?#?#?
H\|O\|&+C1A*&1):@&\$91)B>_N,AA(>=G2',>!\#G\|AC2Q:N\!@+G\|D;_|\|A
M0:T(U1\|JWZS\|9F"9^:#QX'\$EK6LL&\|3HM?=).L32/65I-1W*(\|/ZZ0)D*
MGKH5E"4@!\|I\|V3\|!BV\|*;UM#L%4ZO\$?J7M9SB\|67\|CBIU\|2I:N
M;EZKO;:/_Y8SZ(XRX5JYE=@6D\!\$\$(%*%*%U+&'19&*0%)R0T76B?AK8N\|V;
M.O.+JG2W2;/:@Z%55QPD9)H+4\$O^MM8J\|VHQ7+US)=S>FT_'>26F^O_A&B;
M\|QQ,A\|K;MD*/4V\$L\|*VV\|S@-;_<::R38O_#1W\|G\|P\|2W\$8K_CE_7#1^
MX\|6%.PPM+G05/Q*=%^:FG9GA\$,<1Q:H'69;(.%:U)(LQ4YN\|M-C"-(E3JT)!2_DCSS"M-
H"V&Q*K=N.">J\|D%*?RJNKCZ;%>|\#4+=4=\$S6Z2_MZ\!K-%%GL\$J7"J"=S';J-
PQ2J&&\|M?T.L(A:?(UU;ZL&O(S2\|;#K8^P#_MX;L;ZX8\$G2U9Y"F*:4IA5FL,<|\|
G.VRRW4^O"R3-2\|*ZOY_5SM8U)-HH+9_MW\|>U9@,K*_!4\|1_S
MVQZLBJP;=|37\|+TNQ%9JE2LNYRNNJ@+J^0.UC5OKB?R\|TM>UV")E6>NGQ\|H
MN5#W- E#3-HC59)_KU?/BT8AK)\|W=_D\|37;+5..K^4I?T_ZIZ077\|;3/;-
M40D>?/,#0>/+ZR>+0^J\|V0_I#E\|@G\|)ZRTM=T&19*:QSV\|C^|\|O;J\|C1E5V<5
M".:NS_SC33S@.Z66B5-7K\$%J<\$T=UG398+>L2(?MKGL4O<5B^W52E=T>I9
ML;>H#A:*S^Y)>=T\|^R6MX?\$"2YX&,\$"X405+24PSW(\$LSR*TPB' B5&'2@L
M9(X\|X%H+C3+STH;\|LM+H#2PY\$R01\|LQ6*9Y3LQNN7_M1R!
LC#4TYK#1.*DZPP+";7%C;W.I_1E8_\|NXP)\|6EA1ZYT^7->SWB>%%\$0_M"ABQ6+H&(D)
(HD#ZAY#\$._\|&WR<<3EU.V6JOV.VHY*F/E<\|9?*\|@|\|23M\|@-+^6_MZWJ-%S?
5YZ6H^#_6\|NEJ8U1_K%E&TC0)&8P#5;!\|MQO=!(1/Y2%#\|T?MX-6.9;)=3IZF\|2-
#7E\|I'N=J@?%.3EL1QK*J\|>:RS_M<\$DHUP.Y7\|G(LWR),T(LUH/F_H>>1\|OTTNU"A?-
;YKNX)FOP\$89RTI34U3-_M\!OD86-D->U.8QBA\|M33>5\|FJJ=AIRU-&&,%'+?5;6KO^=-
VE3IFWE\|WJ*,7.N\|/S(E;BH9&#R5-5\|<"6" MHP\|PFL79YV5+=KA+A7A;+N;TN?
EU2U24HSSA12X@R7(&\$\|^W8>;G>BRDKT*FKWD\|OT++;D=@HO?J\|R+D"C,OB\|=TKC\|
MPVG/4L;#>.\|9D11\|KE-GR1BY9)_XU1U07_^N.9WY=5/E5W#;\|354I1R_EB
M3O.)XM'CNO_6TU_IPI@:Z\|R\|5IM=&_YK3X7ULE2-N->|\|\$1<;\|SC)XAL\|J^M<@#
*3/+1LYT?>_MC7_1W-\|A=K=047DJQ1&H\|H#^DZN\$6>FT&C()Z:RX_+96
MW_"*SW">1S3',20L(A\|E_8%%*M=J(D%9%K(HS3.K99JAW)%=BHX/E\|J_23TN
MP)^M)@"W?;KS5A<@%|\|00\$!\|Y7R9ZK^>#5_M"35,,7;+\$0;4\$Y\|YZ+!\|NU/\|@_M?=3@=4J
CHRD4P-\|Z\|H<"\|&P+/\|J2RA,)3F&0J==+0QQ**W7#&\|G9'7B\|^MK\|S7-
ZD4OR7\|UM*"8X9CB%*9)+2Y06D?0R:0%C9,\$I20-L\|2*TN>(H)'=M2BL6;.0Z'P\$=1-
MNEJNYJOG#UO5<"\|4+L?/_^#\|LT@P@A,2PS0,J\$KUY#/\|\$(YHSGC89B%W(B-
M\|B\$D8=K(Q.T007NS4\|@Q9HWD3J,R_#8\|&*MW:"T-M2JJ=2@,4Z=I0X_<;+V
M4H,&\|7M,#5_H6CQ>W<^7'^7@K>>K9I=@5I"\|^B:%HLDA8@)&7R+- (4D08\$<
M8W'.B171T0\$98Y^2J%+E1RVVJ\|BK65I(8+';X\|TVB\|\$=<(\|ZVT4YN_#@7;
M1VWQ5H2\|+V'B0NNC)NX74Q^_U#%_I0^8+/AV_M-QTE\$;-I%\$
N0@81HZHOL8@@37/*"T0)S>TX*T%TCQW_MFHT2?^-(G;\|GMC_M\$
UCV1&@L8QM#Z#R?-'R;S_\|UJ/<0X-;(WW%0";BITV(+8\$8R\|MKW?GG7!_MH
O/-5_M,J%|\|JN6!>)RR7\|H+J_8IF64==WGYU64-AOBWGH6\|!(LRY7ZPTK1A26H^W0I
MKZ6":'\|IEOE\|K0M0*DW#0IN^1(O%'>?%-H=1%Q26JTYFX51B_D5_J)_D5%\$

M%\$%,51JI".J?RU?;[52 M1\$;*C^B%L2+NMJUC=7\I9FNZB:"VBR#Z2NE)O5/KHBN
5S_43YE_;C6_NNPLMZT?APS9^F8J N MC3YA-
&4LA@P"TA,2CF">9!\$L"\$Y9!*4B3ZVJ<,S\$CI_QI>,FVC%>KK;JM!1R M2A=+MV:
(J)D\X^3G;/JR=|G"-VJ 2Y7JVI.UBN\124GB%O<|%EYS^FW\23 M:S(4.JD7L@-
BU^%8WNU8A#NO%200?"G=5!OGJ>X>2\9ELO Y:E>NG;=^>(LPQ
MCU(.XR1\$'\$4P")@&(&8%BAG- DXB(_901_DC>YN^F"KCH?-TGEC4;N);V6
MB)LYH1%QM-Q\|0NA?8&P&Q"^^H-C\|9K\OE+2^O>7GY
MXUXS&^I>9HOG6SOG%OGK)QXSLD^1TJ%BNKR6_W5ID2_Y+EMU@-+'.F71%\$;#
M\|L,S/' :NPB\R5IGIAC8\9:..?>O9D&>B&10:SSDUO<3Q35^6-#^5"WE\$K2L+5
MAW6YXEO>@NUYL&""I#CB,(LSE05*!2QHP"&A :*)7-^0V*K4T%CRV*?
J=S7Y=9E\$98N0X8Q9Q# ME*,YD+1E(D(H1 7!1%H)N<:4KJW!#11Q&:T\6O6?
5K)H#M\|MV_&"#KH<.@#3"C=1LT4N*5.P_: M'6Z"Z'5T^S7,J\ZMWC_5_*/\ANG^8?
EC63?H,V(G+F>&GC'W^I-O3WT? MY\O\|R!5
%^O;S^K5M/U7()@2H9D@.,IA8L_("PW7\$|AX#F4,:?5:;URXM&3
M+5?;3.R05@SO<"^+O6OKX-KKZSOP|>KVYMO=Y^M?SZLH/6/SP"\4 M=N-
XO\ZTSSTZSF:"N;TCU9^_^@: ".02GJE+|;OILT_H\|FK^Z_FAWC|>5FO
M*ITL6F\|)=0WXM-|B9=TCA>WO!)E\|C2X63_O_UOFS'UI>VIL%.QDC\$:A &/
M(2L8AB@I*,2)# 58E(0YXVF8Y(5;V<_8JH_MG'HE,E="<+K2@<76*M"S2OZX
MGM\O=>X"KG43TX:7:WM%N=2YU^U>X6LI_WAON6?'B MK6WM4%=M5_8\4_2^2N\?
6FLN>DUV)BFGFNI%>" (&EW05RKIFNJ%"'\|*FTR# MG\|1?
@;QQ7X&;ID>/)TY>TZ'/4N@5LJ)\ M'@X.=K+DQUSI+>IP'?
E)=LH(#_ %S\|/^&F^PHOO#|CB1*K#^EDFW_@_UG/I
MK/EW7JF>S; >Z"?;W)M=;7:"J9OB,QR&G(2Y@C*BJ,\DI+.*4PP+(@0+&ZM
M>*G&5GCL*%| = T.M&Z \Y2SSL,=^:V8.^"V\| \NCB-O/'RZ U@V^UR_C%C\W
MV=Y5)2\|L23TW)YVJQ/%#J?CXMBIZ3/R>"\$=?*>-CJSMMLOE\$X.^EJ4\|EUVUB
M^,9E_#ZG*|\Z;18"5(01XR\$|<)1#&>XFD,1)"*.0)D66I6EDUW+BH)217?!6
MIDOKB<.XF/G+LZVUO*=3 Z\|H% MW@C55*&^J5K/4%|2Z2HJSMIFZ4%"BIAE!(HD#R
2/(,%)2GD<1|B/ ZCJ+ Z MTO&CULCCW6#|M>FUV+:EJ%4WA\$Y9T&GKV,7>T\|LS71-
/_49LU\63O0R'=;)/ M\|+RME;TH-?%ZV2>0^VMFKT\|W<|B?|+S28=;|YZ\|RA;"N\|
(I!+B7F32\|&L5I M7A !LURZ6Q3&#*K\6BAR%!89\$DF(K/8)3\|@;V87V1
(MTZF7\|RG,S#R<1R3L M7)QJZR^J>JV(_Y=SY>|KMM(GR!! M6!"2)#JYB"2
A8,99#3,*9A*-) "&+\$%#,@8.Q6UDPHZL>:<6|=0&1ZZGFRU MW.+9,_/T^L?87G,N;
|V.W)VF;|F*RZL\$P8-
<%8=NW,R;JD3JOQRZKZO&1W\|6"FR:MO\|QK9,^@99@GHN\|8-.P#SC/&;NC?
55BWJ=O9RV7S
M'W.VELN.83NM\|LL/F^243\|HSJ,GRQP^;T,\7/W*%_:3Z3;5%N1&_U4T3MQNB
M>+8X^|R|^BFC>/FJ\|55TT6WK1MYWM_YH"3D192G,*&);F^/9\$=Q)#Q*,T)
M8:&@1@0:YZDQ\|M:D4@R6 \JEFKAE5RQ;[52)%6_UT^<1"WTR46X6/O6_F<|K
M9\|R(TU\|/!:\|H5VR\$JM&FY3T.DE/O/H--,IDT?|HURUHPE9P)L'EM,|1;
M^'\$&X'\|BE/!!&0AESGCX9-.'^0#T R(/3\|.??+|HSY5P^MBU_4 73FB^%\$ _DY MRK5>'?|K&*
@^+CF-W15ROA,OJBL"'\|.#.",%C F8081)8K7.TAA4>12#B8) M+9CIA'&&'B//&\$KR_|\|H
_U*UQTJ6_E *6#NK<|!^?1\,!%Z=A-"HQ38%C5I MO30;|5:S?P=|?
#_NX.NPGCSK@S:>%R8"W&UB. (|@|JU4SA :Z\|J>*UG%,|H>ZX8Q# =DHO_E;_5J3E7*
<4\YN%-D+((Y5E&8);\$ M 401X9"0-(;9G#\89WG(
|NBM_/T&3L;K5>1H#),RF57>="5C8!&X1Y\|SF\| M;%S>B-
FIP(0X6\|XS+SK?;!#)+J07H-.OJ>UHR4BGZHis!EXC-,MQT>;5>NB< M
=U0:YUS'NN517Z6TR**(A9#(C""*,0Y) QC&,2,RS@ZBT@2S)YT MKW%:Y6
M9E\|QB#2;4;@KTR(#H<=1WFM'4:LNRX3?SY?*|:GA^LQQY87V?8:QD\$N.%\$,1
M1BE\$*!R&1(&D**X""(L3/S_Q\|0L//K1ZGN M1^>OJYY@!_A=>5VJ M%)25-%
^|XCK9^1G&\$:DP06& M#>6N7.&%KF38: KF36"#=WC3ER^TW'3BL
PGSWU)9NYD0NCMW,X+Q;H0\|UJ M,/-+TY9+^EX=4>ZRUK\|4=-
UPY^W\|@29)Z\|VKC:3>C\|T.UZ25^/= =BWQ0NN M-
X;|HG\|H\$GY,U2;1S9.NZ2W5KL!4A2\$8H,&YV8.|@>V4LV4M4 7'5R+T 3=UGL&EK";;
E.QY(ELMCJ0C8:)Z MJER_%KN\|\$MQML;L=&3N+7=;Q,'3<6?
6.I=TFJAL:0QNGED^<;K/4S=07&Z2. MC\|SQ8S/9Q_425S%|8>2\5F.180R\$L\$"X1@B'
6PH&JS4Z"L;\$E&?"XM)%SLO4?WWC3LB;NE.< MF?D'>L,9WFA?
>/*YH=>_JHAMN9A3.2??5B6\|+E>7K'Q233)M&RD8/W#D,=_JM
;IRCTX;G42A5.;.)1NI!#/0JF9>W&*.VK 3& TP.T?@-4(W1BL@7 JI#&7 M,EF-C;7A_?

(;^YMJMIG;MK 5<18\$86\$091AC\$L!)+K8\Q5'P<:T-!HDJY, MW-B9;SWA_P+:3FI*OG-
_VA/HF84*_C"QW(8_!PY/O>5&6D6?\$/8&NLB=6DT; MWN6Z5/@AGQ7!|DBNGY?
W)5:159V\OW&U<+!FTZ0,C=3*T+8I,4_SE\$ JIV.(@H3!O @1 M9\$R.WY2EC""C+3
KJ2,/VTX/B-O6QE6G25OQJ@|2+4I=S=\$<'M.C860WQCL5 M-IV?-TJT992ZIL:E9-
4<*./S|E\$?-45J1MA|N|J*O^4?_B G^2_K9YG\$<99)%@\$<4:.) MRM#&BY5M*!|&BKD^V1
MH17<9N'3>"#:^=P.OT:3_T=NS;'C2-K@W^%\$;OO;D^\$,,,\$+>#OO)|4M|W%L
MMZ6PU3-{UA|J<)}4X4RIJ2)9MS:|? "2KJ+JP !|D/'?.N"VKB,Q\6)E(9"8R MO0|_|/8F9,>-
|X2?A8)1OL8G"4AC8@OG)BT>8X66FUBKE?|X=8|6G|=,?\$
MMTSL7NK*_#NT)MLUDF.|HA_9|9.<|5OM;|=|FO2;%%5H/5O@A=Y@5*6^;+Z
MSXT;!CVR=X*U@I;5|?-S52+RN H0P|C';> Y|0&,HQ1D?AK+(5LXI&%;.*Y5 MW;,
KS;_O(Y|66C9L:|ZH'|_|%|SR#PT\$ \$J-^J%|!ZD%"HVNE9R>%LIB'J(-M=*)XJ)-
%W|;.^PMPV8'JB5ZKF0GNW^B><|4Y9,"|_COAMQ|M|S;|>|I=3U
M_E8\$3|F@'NJE|*Y_NC>JHVG_1&_6LF\$,>Q:_5?>/I9H|:NPT%#YFX>*(6\$3 M^A|/%?
_|@JLEY=PUMT!))=@Y6BZ'JGZP!%5MW\$-_D.YIOLF^D^#5JOA3_:5LW MLN|2:SLP*5O?
S>OIS(>|!%=ZLCN_LA^R+^Q,8.A;-'SMGHNZW9X,&5M<;B%
M7>I%D@7FXDG9LZYY^;|K CST|K|L7QG9W|_JYFBST=LY\$ T-P>+':,6@G)X M^%J*I-
V1K1O!4@NFA#H&SOS=^734|E10?_5I\$&4IS0'<91)QR:B(\$|(-R@C
M24I0SB#*5AOV('5"|Z|VF:B6Z)S-W2\$:V/Y*| MOMC||?E;F":X^#C+?4H3\$'6C*3'(\$DI
S"@,?\$ (X%L>_ ;ZS"Y7+(#;F)3:: M|;:)|AK&E78|L"3%*|D4<;U5Y3E|_?H?J-
E6XQ7|YN&D42E=A8U.\$UDV/#0J_MZ%\$8:/S34|M1'0YQ_|A1XV_5;,>7|I=M:AG",.
(!1,*@L0# A<@CQ@\$29*% M\$4IX%*#0K@65-@|S%|I,>B)U9+T=4|Z
JRL/O^P^896|MW D!>L9B9EC-+,D\ MB\$|H*F6,B?
-.4OH,,E_*TIS)>82_'LXC'+19%|1V'^G|P^OO MJ*)MV=)|@)OAM|RB/D*B|I5H+B_N-
U>+H=)?_ \$TLW;P79ZK=I(-Y7HM7\$ZY MZBI+*4-QQ!)PO1_7UA)E NG,
EQ%F09#Z+,K"3QYY)OJ4J+|B.NF/\$D-YYD MQUAR A<.RG5T/+^7% CJ606?B^L9=XS!|-
NAJ..A"6JO.#4C5|)VU9>)|#F3V ME- RIKKI.@|45|Y.|"OOJ;C|#=NEIK3G_/ %NMKV?
C+IEMU2?S+ASVW7/RF; M\$^8#;XD\GFX>Q ^L^O;*W'(2T(#%,ATU-@%X"8:?"N M;?|=?
VB?Y3!U23!'.GR6S*)*? \$G80RV^'^E;A|N=N-00?TW(|FFKJG_>,UZ0 MHED1'W.?
XOR\$LGX=YIP!'% \$D |Y)GX2:FT4#KM,=H?|3K=_ &9#W.OI_<>ELZPKKS-
^<2'!AEUL7@&.O6_M)R|'SQ08) M&=1EF8.);%|:04:&|VYY^ZD"K>_*NI 1@IL?
C2Q/%#OA|T7=K'P6A@@G.0@R ML?O#*.<@HSX&?I9R#F\$S6;
|Q"H5P3\$|!\$|AYA7IV;_ \$78V;:WN*=&)M#IQ@ZLIAN>%K4J#J%
M|=#NNEW|I%>JVZ^ZS:VNZ%W75V<,Z*4EW=3K=K"&O+B M-
7LFS2RH#=#)Z|G)F_,RL8|_,E3=@1|7^_Z|JA5NSV#:(|@8TYSD. 5! MSL7I4PY1S!-\$0
SC!*8PBC-FU#_9*7=SF|DAK^J&F3?@=BG7TNW|U(QOO=5;_M,@R,+?V"S&-J_UXT
MC^_\$GE\$*\$MTP:7'23Z(@@8#D@3#6\$87M)8H4X22\$.46<&GF>6E072_3(P1K&
M44(=P'0#A8YA,(T5*O*>5_.09|#!+CCP>A:|7|67|E%>B'4X1=M*?&?10QV: M"P<0#6
XCB&:/+QP'6|7_'@N6M-5?|RTYYQJ2;'ZPB
M1K|4&X^6ZS6J|DG.|U'_G_"U:Q8|_*>|3,/2BNGEMKN"VH&(*APP\$%*V*&C%
M/%%LVXQJ*5E_@M):EZ_LK0MIG;^<^|L_8W|(?;WQWHEB^6B+ U""8)@#1. M \$Y8
'P6HB!FF!;LU;=I(A^S|V3UH|<%6|ZCY\$NU,0%^D6U,_M+U4ZD&|'FG
M57R@40QZ3XI#PTG|EJ|;Y|: &2S'4;A*SGR%\$NJX5\$W&;C#|_)?(/0^V,< M6_-!P-.0<34
V)*+90?_3H|J;.#OQ.7LS-|'#9\$-3A|UO|WX^;C1H8OEE7! MZE4;IZC. 5)A!& F1"1,
(4^#1+DH#A+ BH6<>647I: ^C6E6D^5,|K;3WE;|2C4!).5V+9L(=KV0A8_4
M=0|L/U3W"ZU?/\$&K;L316_#GJ*_>:7Q'VN =/+!8U|K3C Z;S)WYQ/0>4/MF
M.)_9<|=|Z|: +D|N&%,|H_7'S/PQ5|_|+%8LB&N*|:3\$. (A2 C,011%"0L MS2/& VS;
(4J7B9FMFO@^):=D;21U/- (YL:'T#H>=%7J.'JY|B1|3|">IY>2 MJ>0S=%K29N'-
^C"9@C36IJ(XRF"|B*4_OS#,,B&T6)O M=S/=4\$-HJWF&8^LN-
L%00|CAS\$*=CYNKX|V_FI?K|Q6MK^D_ZBXQKZF&)QZ=
MNR:L;8^BHM.U5H&FEKR7E6^BJ&9*=U9*A^4%%X2R4J|3ZRVF3"/"#)5H|&F
M!_KY^H_1334?N=|(2TY,G)'HF63+<3^259|E<<8S'V3,9P!R&@"4YAO\$F"0X
MRZ*8(Z+7M/1G%=%\$|:S:|:;LJ4PP|9B;5"WPLP*I\$8#Y&=F>N;:|@)Y/V/_PK
MIA|0^QG9GS|LU|84P*H|A0S+6-#K,I9Z|+GN;:8A*;W'6G^A-*=-X|H6 M N;:"9LF3-
IS>|GE>U_9TH^(!?!MY*AT|;EL(Z=&>SB*S|W,+WHD/OA3LKU8
ME/*GE/Y\$K/2GYM,N8GO|K.+OW43'WPN\$U42UE<_2V*?"R0L8| '\$G(<1R&@ MG)*
(\$)_&
5DUI2R@UPHZGJ% C=*C;4=,H3.S1@ZHMIG7^ACOA.73T=D('INIY+&X,|PXNR"5JZ%=9?
2C M|5P7/FX10\$;KML4*1N2?JDL!4M4TG|9RX5O^F6W8=|3N#B K%J|X\$D"DB F M

.81!GD80H!B/Z8!S"A.M"O&S\$C/K,5+5D^[!%0?#+#J-R.=L!G&M)4?WHX1;|#)E=?
A=LN|CIO^2M-LN|F\$|V;#SS+0YA1'LX"7%11CH2BS!9<+
M\$ED)^BI|8[?"PI=V/Y5=4.@H:-3??J*K#.&(QE\$ 6)BF(8I!WG 0I!EF!,_M)RF#T*Q,?
TYVM?102I7_ ^Z)NNP=WN305SZZ7NFZK|+TG+XW?PEO=5E6| | M 4Z,J;G:784|/V-
WN5NP!E" _1257'5;_, ^ZP&H#N|(JJ'4V|+4(VF=TP^FL| M_ U.*-5!M/^ZKK=/46|T9RUS
H/IWY|8TV8("M(M|*ZLFUW+I_%VLP#2CG;.,3E==+-9/+# MO68)DM,
|D>_R+/U(^/=;)FOO/Q3?V H1'&8L0P!#>,) . \$(9S\$@.(H#',*(
M1D;CVG4)S|P)B*|Y;M_X>00Q/5,|!PYF=O.@??>.B:NNW| =*FAWZ48R,D|+
M;AW19^BZ/4KVS1HKZX QUCM;ZWDS>T%9L;H6:U&YWHE@%*\$|2ELOYS'\$& MH# +
(\R81HH"QB,./29EB-YM/+,&K^CY4EB>KI_+/VX.MG*>
M97TD(RJ>.:15/_&6Q;|+!VS|!575BQK/)|=VBRU=Y;EW=5CQ
MBYJL2|GHN\OS^7F21WZ< YH\$4.RDU >PG,,I22HP".0?KSYU|+9NN M|>&Z1.
(D_HQ>|'^VGH.\$YT&&4"0;(40+*D>6YIQ@P*(89QGU8S|(I&XA.0#% MZA+0&5BN/-
,U6_ZUS/.P:1I->U%|-.>T*>HN30!)X6P96).UA|61-V6K0C M\$W7F8Y;IRZ8D_IQ^?
JZ86%\$&*|20GOK+|>;V0(I^MZ0@79R5>W| M(G@P3A)>A\$8ST^<2%<-TW05
9O!1M*5UE3&|2&_9M)>N^\$>Y*^T'|13|!#T0> MBPVK7F3SU7|MBV?IHW;?XR##:1B3
2);'.*,>A70\$@9EM?"W|CNP,)E%#/\$?&<(S2HF900^1#_ZCSB//1K.)\5S7%
MO|LJ1(0)0CA(4IH+,Q@Y,4ACF@<< 8B_ .1IFCX:M#NK,'1_>D5&5LAMS
M6S,/268,B|UUX31/EC@":5*NY-2HTR\$CBXPO/27Y_ -*7U'J64:0GH+"8,CH
MR<S2&D>F!S(-WA.LA'=-&AT02Y7)Z)S9)8|"%T0|NC| M<^GSEDK+UN*W#|QX5F@M7
MKNE3L9\$UQ,(D?&,W/V29(*OORG5!7N|9C^97
M(<0_5T&0,D21#WB>"E<@#P.0(QP!1##/*>-!8.8*V+\$QM!*W3"G_!S4_7L^0 MH=
I;@:UI%6:'T-!FM/O<>1U'8S!>>2U;WM?NOY(-3S'HTKY,0LB5|,%C8EG;-M-
FH(4LU;37+7AZRJBA'UF:W8[?U_WWSV?OGXZ=WM'S=|6|^W|N;3U|NKKQ/_->& M|2R,
(-4S6K;!96:K%&&OY4/9J?8?.E:/2_>UUDLDQ4,KHE&-%>MH6Q' MC36L%G%UB^&:-
%NT_LR;.:6YW:A_42&%%>&4^%R8')SE!\$"8^ #CF(-I3|
MQ9&)9VS:I81SI.>.IRBR7J7HREFD%S^+75H\$4 S3UK,T|&)F9FM,E^_+/-IHB M?
*%3|VIX67D=LBVWW8"L.5F?|K^F_>U9<\$PA&H&KF:J92|(!,ND|
R3|/82.TJV6)\$>|F4BPTL1XD7 MJT7,6_U|9J3|QJJ76WY35?)NHZ;_2X|D(->
|KD(^LN,|_WOJ=P;:#OLI#'=+R9NGF',TL<\$!ZNN>5H\$%FN@9R+NL)>>T7/VCNV^V|'
M1%A;<;XB*4QQFH4@Y'D\$(\$X@P""W 0QS@F*QD;(4FGJVIPC-OC,29E/??!87 M?
0|WJK06+NZ>Y)6G)?5WU)7+H<^|DDRBSNY8|*>|G)'V|^/?FTQ3-RS6E
MXLW7=V7=H/7_5SR_*RE;I4FSGJ=;1O?I!P!;EQCW8EOH^VDAM=NKPLF-4-S)%E%|N.
M>5FTX=U,C4_;/9_75&S035\$7FX5X01_OC"0*+
M|HSG!3S<\$T<^:7LSNGZ|WE#Y'UFD*UP|5:S3|!S9;|T/K (A|X?TG"04,<@8@ M%0>!#
8<9\$D.A?T*,Y92PVN/KB&TNG!P%L2)UR&U0-4S@|Z!;K,.,X347VZ&
M"*&VUW%'Q_I97&SW\$!H9_?)=6@N?(O< (-CN^,F#UN6,Y)'1K=K=LO;LTTM
M8Q0/F^+?LL'4KVC=|A1GK+F7=XSXB:\$L#PG,< 9X\$\$+9V24#.(V\$4Y00\$F+H
M^X%O-'?=DH^9373/E8RP=7QY>|9D5|B.-4_Q9EK=: (F|GME9_%\$S0V0(IO=5
M,3939>,T<%R5-EIRL6QMXS2HCHH;)>RYG9^8^/CVCH)AG%O^<=.(KV4A5F|+
M"3YNJ"PI*|JV+KXQ>O.#K+=RN/A094F_%^OU*O_3#-,X!SRBB7^40_R3@*
M@QA%,4V8|\$=-;T49F8V>'MVV@(DK|CQZI%'5#V85G!/-IXFD0|3% /AXJ<"
M^(@#',5A#%?:Q R=Y6U>4*0N*L.\$,+\$,0|8S8',#8SGB&|3LD'
U9|N0^K+SM^R@.9K+9;F,>3W+N|?-MP|?-!UDF<|MOMTU-Q<(-^N?F6|W0FW|U+|??
*UK_5FT:.1RXJOZGJO6|,4TB M,+/#*EO6-EE4
53SX7>/4P|&\$15QM2>&H3<'CGQJD*HGWRV M|NX?4>/)8>92/K%?
T/XNXY^,=DBY_DA-^_Q5FMFS1M^"PH8H3.*T* MFNRI+E;E-
!F88>G3|,4L>E\$+ETZ|T_HB:TXS7W"|A2@@,0_1AD#&(N3)0W| M!"A>|6YUAG^8-VY,
|'8^ZZPZ-C1"VGQ)ZY0WD/3'G2,GL M2:\$'GMI/, "=OEM?XUA/UW KUGS%
|Y87Z6Q*WSS<6=9!;:M*L-#>N|!|/KJ MJMTTITU3;+;B*0K-@ EW|X)5A(F>1HP*CS:@,I
ML5@%<1J\$!/N QTPFV#D'&<<9"F C|.(@)YG_ZX+QNTUK-C%PE;9#WVY+5U
M47(@VWJP5QS(>!@5/)|9L|M8ZMDL-|8F29)NNO%(5&Y.4+E_1@JOI9'6U)'
M!N8R047MB+;XA^9" T'S;:7_5#<;VL4"#V_-|HY5|'^JPPBA6;+"=OTE(C4Q&^B.G_K!G?
KG|O.%OA* P1"R+A ?DY@'\$2BR,< M2|7;8FD"5M%TI/5-K6*9|H(9)|A#%, '1,TJ M\$+?
0&%9^=,3;+F;-ZW\$15U|+@B=Y<%CLH2^PJP(/#8K+%G7H0W!4R&'PZ,*) MFBY2-
=B@/I?K|8>RDK|DMCGCWMJEU_9,>?HAI,UW@MR;8YCD&>*)|'3*"8 M0,C/V)10-
8&TU.TR\$Z=QY|?_!Z-"TPC2&FC4N^J8D.* M9SEGOKT7M8))3!C*
Q!&:01@1E.0YSX\$&8(!A2CQ<|YT:/4YC|F*-JJQYIL MM,/7Y??V-I_NX&@:|G6A-

FHQ AI'G1_Y05J|F|P9Q'-&C(.FLO-K(NO\$PP=.Y|DQ_M6_|6|_M#M'Q9'!U5Q_JRX&)&5
RTU|3@&8(5AC*.W>/5|&\$ MF6'%PZ8M\$'8O-S^(NK_|&36LOOBH3N DH##*(P "AD'D
:Y'0%:> M@BB &?>#&&*QG_MWJEJS@*)4VH9WQGCR| MS^:UZ+D2RZ'L<.)?_!->
W6|3;+M|7Q|PY<^C?!.AFFP=HPI;|CPJ< M ./E*8)3%C=WMOY6-YN'J|W)
(L/KC3#K^UI#L|HFX5G=L#^UG4G.KA>KZ^
M5MK)O|6%LP>EMOK^F3FZESVU68\$U,WX.,75_
MB)W;=W!_M:V)N^5M1=R@WF5W^9'3B\$*\$4Q \$<@H-A3G(>49!'M\$8QI#0T#>*_
MS9HR,+/MVMV%1|U=>_54H?;*0=69K%-N'LMM+7XVK54VOEO/=9L313-#==1,
MX+,#,:RN;_E^9O3UPT.ECGMW5?D|1DX|MV(9_M2@+"*>!Y(H?|)!3@,(Y C&
(_XR0C86HT|.=MQ)C9=NX(>|@|E)4|TE-/O8N\ M9=MC\L_V|ER=R&4-Y#JQ*E;,>IFM8-
+4JZ?Z3LOH|7Q8W,>P9=|M+;.=V1<1XHT/^4N^J,M1@46YL4RH*CHK%|!-
X@2|G,7"%T"&"#\$"<09TG&
M4)0GL4|EV>ME9ZXL4ZT2NG(RPU1I*S6FB*H85(\$>YV|>_M6P%_M5=;,+9>MZ.OK#?
W"JF^%L#Q?RK6|S|=3@E,\$0N)GXE>)P S&!?>*99F\$=^
M2F.C5D|G2NZU5LX_GJJ1;TM1>+6@:-G8Z#Y.>#KD1WC0EV|JMJ*K874_7
M^S*&@'G'I8O"N>JH=)|0LAV3+@|U!'TA-V"MRU4-HR.23FM; &VQMDM8SE MMG?
1UNORNZS#6J4TH#D-.<@P\$R?._+ \$!%I \$Q#ST":50Q)/4(I-JPL,R"=,= M76|'V'""-
_)5SP8XA|G**NRX|%2SJ%=|7'DG@-'G)VP <&0YC\$@O:DML0#FT
M+E9K3!LWDW|MBXJ|=|5>P\CG#;1(P0.0A O+(!YDP,2!"848Q2?,L0W:3_M9BX3MS
SADX%>BZD|UD:SO:|NVTFSFC@:2>?7&_SK1),TWI=5OX!SU(KEXW_M(7\$ _9\$9??L?
S930(O\EH&7U SDV5,5C!THV1%4W#VR!"PK;)Y"K\$-YA' 'H M8RK^@%"GM?E"V/O
MA34EXM75|XNZJ0HL|8'><|=-X#;S:X'^ (KX"8N\$C@O%9L(<\$L(!2K(0Y*&? M,TA1
_M:=@S|CAS/&=W|L.6;'M;R;:>.:+5&%Q6
M/7UKJYXVWH.:44!E.=24.1ASOOYQ>.:30%3C7&'|/A7'GF)9EMM*|9WH/&K? 75-
>_KX3-"=NE|^ M%RGSHFQ!_T%|?>6T>;'^R_LMNR_5I3M78%;_M_E\$WLG&_I4+
| ^C|I|= /C6Y-MMNFZ,^_#3M>SX_00R;/_3N6D)+IKR.*T^P=>6US8STB|"-T1S?
(N<&TFSO-MFP=#HUIK6S"L2JV-B2U6:6T+P| #0VGH-V^3MTU/17@"|WM!VK,8#VQ
YH3J) MXH33* 0%X<#F,0)0&&.0, Y2H(PCE)&S+*W9VG-GK|=45:10S*D;9K&/0^8
M;A|7"0RFB=S7"+S30L BC7M1-F=YW/.4%D|D7A3Y.)-|^1&7?9G;-J&"U\$03(H|)#\$1^1@
_N>SA&2\$0XS@/?P8SXUN3ECP,+/Z M*|<.X*,VORXZ*X|CJV<19D;.,S%*<|'4:.(?M67
NMTNT1=G!=\$|N\$5X/6E@P MG.&>L^JIV*C5E9A7LU8SLF'9S9,
VH&,'SHEX.M\$R6TLQ\$ MW%=(7:8=NCS:0AL%348%LXJ,G%YQL?#J\$##&?<
X|^T|B|J|973.VKV*3_0+| M?.Q+7X/R?LMDIX'|H^4JI PAB!B@+/4!Q\$B<>GC((O#!&
M\$@|N|L|H|44W=\$MH#O=PVV7,"S-^10\R6/(4D8-'<)" &' MQ.&\$9(#0-
1;OFOK_"S29RIK^S|3?V1|E|NL5"S',XL@'(4RH,"\$_,3|M4/AJ%,\$
1@R&1I=J)W\$SO|,6&SIMD| #5=.&60LS0H1-L @(" <1 M 6D&,W&*S(1E"L)O|?
E,EMC.^3&7W,C|&95JQ,_Z_=QB3M HVT,_,/R#MDW"5>IW7/XIZ12C/0YCY,N_.
619#O(\$41"A!|+,DHB;A:&.2) M-
6TV1UYN7K&8^F&.)X#%420V;1R"#/L10.)9'J1^RK'68+R3JQNI|F|W|. ^'? M;HJ-C%
(T;3&RRD\VI?=N75;E#S/=>PU-QAEG.,@ 3WT\$H!_'--4F",JL&(1 M#E-H-
(#='AJ+N>FLZ5.Y;1MUI_H GSLT>B|. Q|H|V0MM9E%FBRPL8TZ*9@C
M_1Z|44MTTFQ#HW2Z0_9I'Q5@O&ZJM1&IYWK'3XU=Y+W. ?Z7R;)WE<"CJO, M--
G,|.54:M?5+GY>#LM,|JNE%DSAGA+A=>|VY"57M):M1;X|M;| M5I7;YT*>|_NBHQ2%-
_E)+M,I'8 (IR+|Q P/R7"?Q;:56H4|M0E/+.B#>N1 M.CX|Q8C8RE%=%
|P@^XDM^VN)J|7I>U85WU!7P-3|2O6I3|:WQ+MQIO+WQ|OV M#M!^7WK|Y!QOP
M5:/OFQ_/JJ'JAZWLXM/_H@M)?A Z^J&H"5K+T'1|+|21(2|Q2H.Q2MZ>)0_
MP*DMN2W?A6| \$87F\$3>,4H|F|UQZ+9O|W|,7GF*JS9W(IE6%ZAE^+S|27\$=_
M9T_L:2C.UN7:DJTW|EL|# M':N\$ _CPI7^*|P&)=RI&(5Y|B1?D=2SVY?PE\$;ELCI='^V
MV 'KK"##,|;Y#TV|=2-;.)+N*O&^,?S!EXQS677A9R!*L!QS'T& TA2#F/D!
MCJ*41:G1O5|S|@L>N>Y1|2#|_#U7;0W<83^8P>|?CY!0'_ ,FJ|J@PE=,\$Y=
ME^H_ (EMI%K);4#,XEME>U|?Z?7J.S'POQ:"7N8-C@H3S6S=:Q_H
MGHT),.=OUABM8NXDI(;27=-_U#<_R/I!Z-KGYTI.IONR?7JJ7N0MQ|K9W..U
MV2!+|Y5G-F*O1RON)|#7TM\$GZZT*<|8=K#ZSY|+;35L<#-@V| \$4LT+WLK,P+
MK)DALL14=HPZQM7Q+\$M|G*S| (PMRBSE0|E
_/:P)JY@9)IJ*U|8IY<;!&U&Q.C5ZK1STP^M=3U M|DEU):C_K!D|I'=AP(((\$^CZ(0|8
#"D&*\$8IR&,4LYSF.6)&-0N:=!<|HOR? M2/;,>9(SF>N_J9OB25Y?ESO2-
6FVJ"K0VKL3-.399#>6^7C6W;ESS,&_C=# MZ^91'FCDCE>;SHO2?
9W&QQ=7+|E%F'7X8A8ZL^B(|_ZP,DKUK4XI.E", '\$^T M'HA/*P8

MNSJ)SYIGM*H+N(VFISHA:%F(+/-J-XW 3GSHX>-&&#I6-UV\Q"<1)BSD(\$?" M@\$.:Y!%*
_1C@E+6<P\HV*;T>(S6R-7Y,6VMW2-C3&HVCIV5-7&)B9Q-/Q M>
/(.HT(F\KDJT\TCM6R\KH;01^6\I_L_8*75\7/K2B,,7NJ^ ZZ9"t%GY 0\2 MW(!D.-0Z'/**(
C_)*(D2H>H\$F>CS&3HSJW)W&-R1\;/VA UO^9R#24^1 M^0AOIL,V G!.*@WB M+(@#"
NX\(\$PS4&&Y-PK%*0L3V-QPM)2U%\$JRP1F.XI7_5\|27OT-KP!3KKQ
MVHG26P5NS06W"... "#8AGGMJU84#NR.""4=XQSYLV86^G81Y.'JT\XM#DB8H
M(O*JGO"+418"C&\$ 6,PH"Z(PC7*S/O1CU&96TW\FYUH0-VX\XJ2WC;J3'8S
M)>W%/IH7/(-+K"6BJR\TH\26\4.O(_91)WJMA\RI\97PJFR\;+\$_8\^7-C^?B
M5>N\$&"4X\#D\$2<1R \$/F Q22&!,C^-XD3LN\I_,\8(S7\&;R.MLJ_*CK MMY88A6E1YB
,L PCQ""0YRA'VF8\RHVLZ%^C-G2EIR1KZ'A<@T00^ MW ENZ'^TA+V.LNKUWM'V?
NFHGY_,>Z"Z,GIR@FY0&U9-T1/I"-1\,Q?^GX-(3;'H\GYD5'_3G_1&+GM%2^%L9H%
<0&SA8\$W"6M\!6PIS.P?M,WMN MJZ\JK\BHNTK*77UF58.*C9K\6GIU^X+6I?Q1OJ"-
>D&R"(HRW'2"J"^('KX; M1ZZ="R\!7+J)RR_F&KH 8>@Z.EEOQO'MM\NF;L0737P3=:9
|R\!B"7BP)PD M8E,*(08H\$9M2\$%,JMGF M:#J^?<#WFXYO-WQS,X00G^+
_J3CVX>ZC.I^\$29VZ>ZO;S.^W>X\N\C?;DCY MYQO?;@>=U?AV2U)V4:5VD-
@MO_E!'F6_,3E&\;S#M6AG_RNIG0 ^F4?F9R MJ+PL1L_\$)DZW\8?'*5,)HDD.<@2Y&
<6B3.HSD/\$I#I'), ^1"%B4DD:@8> MY\YS*XZELK..9Z^2AJ7\>RWW<"
(8NE)_>FS/E_+DJQW7ZO=F,; Y7JA>W.R- M7Y-A0G\WAGIVV\&*XLV\4V\&_ND-
6+GR\EQV'VFOGKSZO\=/M\$.3MW(7Z;^ ME!N'\<\$S NXHZ#
<'AXL&"F>\$^#"X."X*SEAAZ_6&U?TLG3@G"\$&&
M@E2.D8)9D@\$411G@89**TOY,V\!,OVO%X@0NBC3C.YYY_KIN>LH!
G\A1G!!RW\$FYD,S,2 M'3VO)WCE"9+%MX)NT=H;E=EH-
<2X6%;M'\XLN5B+AW&1AFT<+GS2\MZYC/-A M5(LI?)#78\
T^M>7_4>ZKG>J\AM>WGTY@>K2%'+ZZ,?-)\V-0%44?+8(6# MU_3-(,^1A E/@@HR\$!
<,YS"B/A N@-QQQ?F9--,JT&+'@?=-^%B,&EXF MG^|=Z9W(?
@/\<#5.0DB'PJ^3H=QWK;%D>-S%?>R)(K@A"+\$8Y!G-)0SHQ+0,ZH#Y(H#>
(XB5D>&W7\.*(PLQ\$9 MT/_^MA0-
;Y\$>8Z)G*29):F8*C(0T5O2S@CC2Y./U%U75L^(=ZN+Y#)K,J:[K M-JOPP#;DY9.
<+SHB_(YFPQ\GM+"+)\|2W.\H3)_\ZP.\$\OZ06S5#?N\^,;H.#>(+TZA79)
<7>Y%49)=7FP',D\$^>4W&+INSE &N;\9EG?,L0E M:P/*QDBH?
FS\K72WKE8P\|. \$!ARD:@F\4\ /:/ MJ(AZ\|63C'?^|>GNHSQNU8605S?5-
R+XN!*ZD=E,^|;\$\Y*VHXF08P+9I7N M\I\|D8NG^<9&&Z?X+G\2_%\^/9<;6=-
WR_M"\GOT8S C=|>I+DSR(&8L GE, M4CF%&.465MW\V\;|;-VTX'-D\2;QN=!\Q\SS={S
MT Y={H"2#00&?,S2'-!HCP\$&0EE="DF(_DQ,H#D->L)LF2G7T8IOK#V5"*LG
MKT'(TLD-\$;9/Q;K\$N84*EL3'!.NW/+QZ1D5E>3G=|6S<^ ##/ &0
M913D&"4@RE\$8XP!\&B5ZW5->,S6S#_O;%^ ^A+.GW8BW W=&VN4+FX"7HF,;W M@-
;SNTX\\$,6TK%2U\5>*S;|YTY>U9\5I>Y>@)060DS5C>!G;'H\K M8 \8>H-\7^I
/'W9R^'ZEN4\$Q488\G?"ORR:#TA2;EIDOWULV%.\B%E\$SUY\ZOZA>+M*I@
M%#L\T^<,\$3-\@D,|^('2%=E1>,TEJVP\$!'[*2 ZV'D)3\STTE\,O#IOBW
M.DYV;ES\GI%*U%4Q\|C-HEG-QP=;LZ9G?*EF,0WN>/""4,\|?3D9ZEFR
MUC7V,#PF.GDS>A9G,;2M#-.0.^5DI?Q=>3V'WHY#3^J5FP72,YID"(2Y2"# M,0604 ;R-
\$<43\+\$<|00D9QLQ%;\M1.\K>GO2\$63OG(=.S9HZ, #-2MAA8 MS-VY*)VSV3OG*2T\?
^>BR,"X_8H-'C1ANGYX:&ZJ2D;EKY\W83VV05F MUM!AUSE!N%+>CB?
(EQM6;NN#.Y5/Y58W.C2.RN5LMQ-S#35)19&"?" +LEKE
MP,^ONE@:_*)@PTSXY0\;1BW\$FA^?GJORF\H\V;67*Q'7!%/FZH MG!A\KOAZ=
|57#X:^X8U'NG8:7OZZM\HL0-\7,7@='T0-NS M<_|6Q\X00, 4A38J\KKZ\VO=P9@?5\|+
+.:7:B9!,S(S1F|=1>|(C)-I.%=MF&D+6132TW_B\$8R,UR_M=:68?
Z^*IF&;6\X_L\6L/K@OOR\94_OKMBYD2UTY#V*5D#R,\CP2\BK):1Y
M""*.4A""J",8\B)BUM=6W.O;+B,F+"HI\BVN\A2RGV8A^V>8F2,S0/5,D7M\
MK,Q0S\;5US'BE9Q\|2O2"DEF9-56SXZ:0.3.!EG\X,C^F-%>U/98P7)H=^P6 M,8\0\;-DN@*
(6\PN'MJH\$ZLXP2B#!((\$4@A@\$B4@3U\$ \$LH@SE0AQC*E64\9Q M,C.
/\;LI6\T4;Z_W'=M7; MIWZ&UBZJAU3\$NAY,VL)/(\$C\$IQ\9ZV9Z\I8.WRJ\JMVL,=#
|X\:@)Z)UKM;<6) M7Y;R;6I5U\!^AB:O F9B^E'/BU M8=Z+<-(=S?JZC/I
(Q&;DX<7",I<%&,9>-#X\Q\#EO)NT^0=Z\$2\F71:5LXCG M/LD\PRD\T/2494
MDYQ5"I&?)CD'D;#N 81EQ=)*4 I3!A)XBQ\$6I%\$.)SYTX\AJ0W1\1+W8\3 M.=IT-I>T_?:
6Q9\$*5^KWJK(\$72.%.BN4A0G3'L5;\K7<="."Y7#@G>=>I-B
M2>T1!AV_+%\$TR)W.BJ;\MZ_:A\4;OBZ_""^^^+DFA@B'?"%Z2V^^\?R\BA&F
M9/K+GE\^C""@=AB.*(IR3", "< M<2#6I8

G*0JS*K:8.#7)1AG2GSL=O.>F4Q\$RY\$=IU2JKE5@I%&JF(5J3L/6" MOC-
")AP'J#7MD=|OWZO|SLS.KZET;4_?V95:UJX55WPIQ>GI7CI14Z D^KJLN
M9#;3S4OB.@Q+71+.KMC^U(++E=J/B/JT'[L8M5T/^ZL&J
MME|179!5\$F18MA4#"60(P"3V 0[C\$'##?YQP'/\$.YTR|EA'IGK>L>->KCS%C;N-V
H\$1|NR&>U%MV@K M6 |W:|M%\$S#?
O+|T_|RIR6|W7U4W=%\$|J0/8':QY+NN|)JKF9ZZPULZGH(IR5 MW-
W*RKQ_|MG;L^*UO.AO|K@7-[P7>-BF"/4@,3|ZK0UJJG05HZ!%H'% '43
M<8>.@|%SYMDf<9)O.WFIFR&|K&1G^/9ZI3KIRXLB|2#A|;K|+B.8*^Y':8Q# M!H(8SA
;+1JR@:M+V>;S;D;V8<=\$|K*(&-70UX;JWXAMQ<===QV\#?+?=V/'D|Hf9%43^'|
"^.ECFD&5 U MRNC8@S*2T;%8=+&CKW PXS.A%4F=N^2UP"V525^6/DPHSE&,>!YZ-
(B0_R M6!ADDL:0!%F4(1U<7J\$OLP.F2 \$.DI>T5\$O9//A#3-L'7T*|W#VD2IS:SH
MCICJQ-R1FZ\$AU|\$LKAMQ#2B|30.N8Q/-MXZ|5%S9^GO:/V\$JD8XS.+|?MR0
M+J*7)3'.XQR!,\$<\$P"@* &9Y#J(P)0G*XR01SVN6WYPF,.,.=D2|ENJ5S.>=
MKQ:01>6R:S=5L-@R DQ+2H7 MI1UQ(|XQ(0NLM\$@T|A MR7.6 /'0%#X4C+S;5+\$
8D%QLIR%E|DUTK^%FHSDZX*U>0L^@|BNX:7000B7^
M>MOP|HB;.=4M3|J|;KGR.K:6|JGA%BI7\$^G<,+7LH#JG0!|-KW.|NIU3|5XV M\$-M/SA-
?:?F_UE^Y1|4#;V0@DZ@C9S<8##VP59CR(P#|J@O|^Q'*<9Q0D(
MLBP*TU184K..QG9LS'PN^5|>2|K;TS8SD);@ZAG\$^2\$S,X =|YNRJ;X|97Z M<|=+C.W;
YP9D|^S<-&4?VSI*)1>W;.*.|=G\$U2S:\$;I4|;MU600K*(>: MRSD+'S?'T\$WK2"H!<6F/N'
C2O7!R4=AQB^%23C;T%+U%%DYB>J^>%(NT!^?
M|CX.9I2HJ'0MOA5T*TYIH|B8|3+4\$-JNM>'8PLMU.M00|U7C0YW/V|D1|I-
MW50RV%%N/F|NJO)!O-6^QS^)<.K|'08015@.YX!HD\$&HIPF>9|["3KN_*PS,|/E0_)
|N#.,1=1TM%6/DEIT0|81^G#; MU7K&3*LI*U8WFT:
<2#X4:U:|0PU|**N7529'JQ*&0\$"#\$\$"&,H#\$/X XX@P%
ME(8PUE+D,^O/K+LM14^1|J;>H|H#I!Q774@IF\$,PDA";96|(.?(&BJ>;!50 M_&6O=^?
66T35+@C3:|>ECUG.!RKK6NBKG/?-J1@|>^|L;P|B2GF+>IG_@ M9C\$\$.T|"
*61FD68:JG6Y=)S:QFDK#WBO*44<;G =/;)JW 8*:&M@B8CQ"Z
M*)RK,4+G"2T|2NBBP\$?CA"X_83/N1.C%1AUDT?HS4YW|@^R0V;GP|4ICW.\$
M0R#3|P!&J0^R!"8@2%D(-:9IE;?
ZDTW&BU5/W|N.M7@U1VQXWM#?"X35I/=K%G%PHQA%JNN
MDD@HO6M|7'#:_8O|;BRR3| MU'N9_%TQ1#D.A4/)..(^I"#+/)S\$&|JPSSB,,F-
^N*,\$909WG;DY:73/7%U M+J2_9KV3OZ7Q4CAF?
%40#U3HNN8#\$SI2X0,3X|ZHCJZ/0X2FK1|Z..T(P^QB&&2A\$\$\$8)|D%\$:YL+2 MP4
V*\$PRD@19'M+5-U;AO@<<9(@3EXJ_6, SELNZXE0SS
3.H8*VS)QY0W8N/)Z1F3)A>I/W|YY=7UIQ (-!5T6E!|27
MK1PUA^2H/-1B"TNV"8*XR8F>H+)L. M&Q?
U*!=VX>/F|>AWC+.J8E25LLN(=/VAK(2.|/W-WQ<5(^)U#5N3K7P_R6CF M8Y C7YJ5!/|V
/&6)CZJ<|)H-5SW):!F>U-SU+7U%_FR6HUM6(C+\$|_6Y(|:=9;';|(-NOG_P;M?|>|?
=,3F4I9MOIRZH.9I',07*D2"VU;*+!;G M"#T;D|:QS:X+98L'S;%QQF|1S^Z.P+U_2-
J_EYNU_3CTS,BS0T7;J6|+RT^ M(OVA58Q"/TOB".!
<5@|+&15YE,8@H0B%*.5YS(U.LG9LS!X0WS/E->A'/HJQ
MF|KX73+F%8HSC_6LJ0|6QCZCY700C9|/C:YI7'T K&RX|NLK8!5/7LN4M^-* M?7#4&;
<(M4_!Q5D0WHJ)A|8?57X=>XSD|*W MN^K=05|A|JV-EH@F"0E@!H)
MECW:090&H8@CG\$>0|J2)\$06>=M1HG,G7UH6 M!H7APXR*;T@+3R-
|K?4+)*W\$X|R#9?JR6QVT3M,,FWR-|J@7 F:OWK\$5?
MB_7ZOD+2';FN*EE!HL9SF4U0&UMC9IT7I+V.MC|;30^;RY"LI"@602;-
%Z_7*""OHW.0&U'8=J M//|9ZVYZZ8\$"VQ3=X,D.EX|R8SWK?ZKFC7QT6-LC9"EW75-
3AF.JN-RPR3 MD\$PDMU)H+0*+*;;)N\$,%-WK.TCF7.<|?4_ONP_Y#^I7CKJ MCI^Q6OH
=RJJ&:Q@2*,@B+|"G^\$#F.0AR,(P #G/4A@%:99PHZ(IE|S-O?%+
MBMZWEF27|U4U#2|,5;C&9V^%,V3P|M!;7ABD"P Q8/WVG|M&?7PBS?|7,>L M=|W-
&%(OJF/8:SEV>+R8_497QQ"7K"U|7)D!U*-CS1PT|(\$SRR)BE5921+,AA M#B +(@CF';:0
(2U.?,0XQ-|H+-T)K;K?,?.2<#D!ZULZ1V&;&Z|+8,W=& M2\$,Z1S9EC-*B)D)#Y\$.-
UWG\$_/#T>;MF@8_C0)B.:UH^XQ^6*, 'W?/2F<=G MUD5)U9-
D0?|J)^TXT#|8G9/^|EG(@>!FVGA!9N^K). _HN'-.!L3SKDU%SO4 M7!!J>
(ZY|%;AF*;|WF7X#W#??>8#"5)DD>^Y|X/-.0H!QG+&4A0EO\$H""F4
M:"44SY.861/53:5&7I"@@J1|O|C//1VPVE2FJF=\$E#=-)'49NB=>5X89_W MC@@LW?
LG(#';,?.?M)1P^FVO|"4=M-+=%W0|<0|L2&U3K,%=S@8!N@U(7#7 M:T%/4G<=J!?!J*
GVL7NTU.Z*.S|SE?%-R1+.,_?I7|S!(G_HQSXA(LSHA|' M-\$H WE DR3V(\$QB9@7L\$C^-

I.@|Y*J5EG>9A+?F.W&-&!S B(I39PFN)DB M=C(K8BH-YJB*|;
(LSJ94'Q%8>\$CU.0&/9U2?_2=#K8CI/Y@S6-)Y0#LNE&I M\!5) I|B+ 4IC\$(
"12[8\$@H&E.212F(?)B2*>H3.S-K94O2=%5HV,|^B:
M:>\$YD/14T8'H9OK82=U2|#YJ2&VLDA=D/-CZ*YK?I+
MA5U|L(+5M|5GUH|GVE;%YJ&^*|<%=E7R"8!CC&&@9P|C@'\$>00P3!F@>G>U>
<^I_?70%YY+;?>U^Z_L_1J(":@:T"/OPTZIV JN5QU M,=H%TE2GS)IU?
3f:H4|;07=WC|N^QH(=1)J5CP*<(!:+" Q@|/C|4>\$ MTHCR4'A#1E9W
B^S>TTM9|: #RZVQU?6K%D',U ?K6HMX^!>OY?W2|?97ZZ\ M/7/H_@^UH7GSZGC-
ADE=^/,K3E9>J;Y5,A.##:.?O*2=C7ME/Z\WM.LVNS>Q MAEJGO=Y|.O;:
|Y,M;HTUU43XSA.-0*P6L|_EBPVBG M;?'BRR2\C^W3L|*S/^5E!;0FV[6:TM-|:-
^WH6_\$W/5A5J/4|-IMT;-X0'6W MXRE!/\$XSD)", 9BGX@S&DDRQY8GF;_R\NQ|?
ZI+8'L!=A_ =BW!UW(Q|WYW+@8 MYNZG=D"MUUV;ADG6CO3%
MBU);ENI&*?,N'5TS%P;J2LPE6G 1<=|?G<,>/7YMX3F_5S.Z\$R;8A/?>|Y|HQ,_T; M?
75Q_^.E-SJK V8+|1OX7L:L_K1NERWH4SPN:YIV&|6'8E,T3\$V|KZ<4*D"
MK|NYN;78U:NF^+>BUL72_H>AZEY|I=@J26#\$\$,Y!@J\$/H)\0D,;<9:Q,* ^ M#0.|3
3^9C9PQ-ZD)I9<%L|8SS BB9V=V6H6YBW9ZE=GA=.^>.J*CA@+LK M3S+F*
<|<&=.)T#BRD|9<+&H")T)U;-VF+F=GN'XK2_||6*|_'S1F182%<0!X
M2(5)PI0!E/(8A&&0^3ZB"4Z-.HX<49C9V/3T)MPD.P9%SZY,\$M7,8IA):6P&
MSDKB2,&/UU|4=<^*=ZB4YS|H.WU2*#3K4F>;AW:*XKXJ)X@#Q*(4@1B%&\$#" M?
8#|5!S%(PI3AE)"B9\$|,\$YN9D7|>;ZR|T7TS&/H_CHJ:\$|JTH M|U,RW?93-
!|3V0C(46(+3X+4\$?QX(*364|9%DD|Y4;-&%.%S: ^&YB'NYVD0 M9X#"7-X.S1#(&\$M
EB+F^|0/\$#+2ZC%B,^MT2|J=DG>UFY\W9;JC%H)Y0N.8 MDP2D>1"*8Q*C D&"
8LPCB(2H""+5FT/QB|-JHE<3PDK(WFK^RAV*A!N1BM M92SX2D;_).#SP!C"/O|);A:@-
B3 MU8;PIOW:+8.?WO;C"A&SS:23S"^M9K:\$|2:#6A2R7A;066GJ"*F%BTTO"WU<
M/JKQC-F&0UFQ>M|-0ZEEC5;U7,IZ!KRV=9N<6\$,'M_*2A,NC:0AP"C\$(D4\AHCS)0|3:
ML G|)@GB|G6|Y?4>CL>|F)7L=EEX|4#|U=?|N1M|: C?OB%M3IGZ&D;>6
M0&J.P+5=W<|:OHXOR)SCBH8XQR&- 6=!!F!\$X YQH!S&(9Q1!F-0|C_S&)
MN0NT=O&LM5)"(DB;V;D3J.C9K&FRFMF?@|#=E:IB<&=%SHOBR"*<(+^H=I|7
M|%!31SZY|%"33U09)?66M>SZV^H6,LKTQ_*ZC?Q;+-BS,|SC!GP<>@+KR>%
M(N,\$\$|0CAF(DSE*8^XL,+.G Z,P6H*4N:WFZD!_J&?|X67D/D@7|F,ML;T/_MQOP,
|3,4CF8BK)_HRWWW06K-ZH\$^ FFI&A"-834RZQ^9|Q/443;&>35'3I MN?
#\$^IX++Y|B*WOMPJYGZ(L3&6CW!_G@4@SX6?1F%>4S%/T1:T3%MBG,G
M7'>|Y,L#CVUMVW'B,H@9IG&,9"<|JIB=PFA5 MBBQ(@?Z0/SN-H|P1%
F^L4|ZF(:V=&?RU\$>\$746Q_D4O3=THT?\$'_>JQQYT M=1GBZ%i3?
^:635Y784K2/,Q|85X9%N85"=|9\$0;""*0L@'0(\$FX6,33D8;/0 M8\$|,=4R>>D5A'\$P|*S\$'0
XO\$IRZL+G#|&X,0P>7 K20F*W.?YSZ&Y?N:T%S MN1I?;QE+X|,UW%\$-
!#|NR'HKDZBR^6?;D(+173^*NTJZ\AV+9*FYWE#9V099 M.IVK|',Q)YB R,|RF<,@(|

<3,I@6Y8&IFG|"G>^4|2\JJ!P7K M::LF|X9VR|5|T#1F"Z-K:.'ZQF**O2MOQZ WY'#?,^?
*V|^*N|VKV#JT/(Y MA,V5.73!TK(VTB&
(1X;3Y=K6UY5DN91R%/N|Y|W%@E62YU'\$,@0"RD(HQ2# M/!%N&V4|RPG-
6)1APRM)YVC-;/MVK1_*S=1CW!A@>M;,\$0QF|JHCVA_<=H!T MA)U>&|HDC;NK06

XH620AQS&R/6!92N|B.-5#X39/J27B M;.>D(:TW/A6=\$/OR&>C40^85GC?"\$6A>
|M&/CU1L|@4OB'(VH#YBB99'F+N M ZA"KCCD,48
A9#A|)3_).:T:C14HSJW)+6U7MO*,>9.?TRSC\1H7;.\$Q;9|TZY;-DM47N;LFG7
M^EZ(A^MG1H32,OK7Z0;2_K61(H'E!TD\A7AE!GA45,H8\$HO3\$T><2R,HL|
M,KI=LUL^TM^@G5\$2AI"&+/5!%O!\$6\$>:"SLIK&.>R"8\$+(N|3XUJK;1)SWUD
MZ1B1^C':Z>/R-:I&.N=06=|/\$QYC|*CK2)|QL&9\$Q(\$>%
M0>8KF/MA5&'F8#H\$;|4)=4%G,4W4(R=";=:GL5(_W/>|O\$M,1GF0!B"@* 8PS@A
B1|"&J7(C|(X3V.C%-MED@MZN*H*|5Y6 MH4IF;#W9L|B9>K N\$#;,"Z#X0T8Z3S8>4:-
Z80OW(D|2_-G-=+)QW6B|^ MZ?0^=M^(|/4UQ;NJ**M3M|AX).44Y#31#;I(PE F?
B;CT*2|22*,3*:Z>6" MJ9EM3'L\N\(+>|AO|HX+2-
'SY*Q+G;DYB;VV501LTU+8VUF049N8?<<'M|" M5CR^S1UL*|F08%MQM+/I#G#-
F5HP^0DU+.Z<4GO>TVT9LWK/XV*.Z MY6=|!W,..SVS-A4/*VNU
^*@[U5/V9T!TA#/D5T9H|2HN= 0^= *Z#QB.QVP M\$;M(3TR66=R+1;Y_%/7*9Y!'.<| 3B
\$D%.\$/8CP/PH1T\$0)%%B-,|L-)F9 M79L|4579XTRWE=)V# 3<
8D/06>+KJ9|MI(;3\$(<4PH9U,/3Q)9>,3AF*#' MPO'/SUM2/&'LF+%P^,;!--%5D&*2)CX&

8UX2/ %HF\R M#U@/B'.C?S6?MC,2?Y0;JO(JO)F@_:#:W_8*I&+R\$I3& H3\$< Y02 +
M>0+2) _B@ "<8!5HUC>-D9M|^YIN@!E2\$W^+S3?QHPH?7(>)+,>4^*
M.X|+|LQLQAD,|6S\$=&3,;(*BY|4\$/471^|K2=+C-CPOE2,//\$%E4P|<%=3H
M"Y^V3"PM?CMPV_""%1H?;VAU_2IV!1R_G%3?&.=M>B_E\$@|2|J,HV|J-OM#-4+!-
H\$UB'G !HO "< M8"0<*1H Y", (BP6#T,YZ3DV G#*\$G\$T9(DLCT,"0*0120!
M84+|%,&\$PYRL-DRSV;Q|:'2|+|V1#6S."/BZM?H
M3A?;KNSV2'PWE;CXHP4PYYY<+'ZUG'&AR6K%SYI6V6VK;=H?5M|W/"*_6LK
MWJ>:7RDK8=>E5,Y|224*4<3R) 4XAD0<=/T89+(W%@S"+,|X36)H5(YJ0'MN
M:_4_O|Y|OKZ_OW|W_YB6@^G#I^?;S02*F8WJF!#?)&_/1CL|JDK^XZ|E|WCE
M|5F::7*E!1;:K;T*2|+O7Z_9==<*(F<*?^A^,96(>\$)
M3GD.B(QW0Y(AD/LP!#\$A&.,D9A'AMBW@+E*?6|,?F<1QB,(0
MZ36MTJ(VLPUI27HFE,%FN-X::;)7*%@9C&, 3#/?D(YBK3-4IKVH'JNA"14 MW.N!I9J| ?-
<2FTNGTW#6C3XNBII5+)GSG0%G=>SJRI9 M/#R3J|/(_??2|3U3)T
Y068ZC:,WN&7J|,+3ETS=+&UG&N^JDC!&:WF+|7TA MJ|N+9ENO6_|KMBXV,H-3?V+
+9=)G?;WC*Y@GB1!A'.0RQGI,58IEHP"/L M\XPF6>CG)K;0AHF9C5_/4GLCG,Z94C-
&5'6.3!#2CALS.VD%NIYAG!M*,TOX M&L4!|Q+ /4=7WO|/W?
LWMXTKZ<)?!56WZM9,E7\$N?X DN/4HZ09R-AZPVI*[UXU#PEOSPH11OK|
(,^\$I8)A')2P"RE M""*1"5B6,H:4\$Q*5,4H3F6X?2N|&,OO#|'\$C2|5D7'4K:U-,61QC
HNXS#3+ MB/J81CR!7 J4I,HK"V)/\$#PH;N2EFA;G4G5LB5&_XPMO>0A79N3;%B7|@.+
MK1L4'\$_JW,M!)#I2&VM#3K@K+6_:_ZK|_/MO57VPSF5-9"N:8(WRI2N/OYA=C|/^8?
H3S690XEVS|EZ|F M>L#4HG!(O=IF_I%"/_E>_CD +|_*/SNR9|J29J=|HUD3NZ5?
UW6M7F>33?'F M>7))>
|9Z_3>I^5U35G:W6:_69*\$)76X7ZUJ%I!7|@|PW0F^|!";IL\XD1A"E M60YI*57+/?
R'3.D1GM\$=H|VIP#>S?|:?:!1 MZ+"4@+|YZ4ZQ|!;6G7:&8F:G'|@K>% "7-UQ:|.R(0|\$5R-
|>K,ZD;C44>"^| M9|!QW9SDJE|OTXI_\$|N'FCQ|JQB9F|STE\$4YIS2!!8F4YXN+%)815?
|I2|ZB M,L6YL,IGZ94RLCOKBG-*W^ ^|TM|S|3/8S=VXV&KM-JOLZ?,%:H".U#_VON
M_K\$GF=A6YFUGJ|W%E_:_3^BOT,QJVMW2-_@LS\$F)|C7?:9 4X:S(L0I&2"QB
MG8N10I+%%\$I!\$).%1-2NF:&G_)&G;:>Y4L.K?Z"5^7BV>H';QZ>YV.V" Z.G
M29WR;4IE|P-LUY;CP>KF',|C9S28J\$^5\$PC!FU;927^E#E9.T)QO9^4VS&4, M|/?
D1|-5|>|T?-NUDD M\$8DUX%O&<|V,BA@=_/C?ST%FYTT"
N%|KMK8KRG>&|'|+M::W'W M,"L|N>D MO0J=^X#IYWC4RXV4.XXAE:EV%
M.218<)ACA&DL8YPP)_<8"K3+&?%@|S./08&PLU%|H6WJ7%F,|V|18=:6PW"
MN4P'ND^76_U<:/TUC8B7CR<+>/L44P0ZPHLRA62SCDD/GJK,#H*0K;Z:6_Q+)E/CCBJV
M30%=@\$7?'LKKW0%62R(!/DP&I5/'|:B0>J?@AH?6-2G7&Y?^-%WW8:=,W/4V
M^D4|JK_|XGN<#FZ>G>27J=O1/M3Y|>-SGS|W=*(46Z|WQQ)UL#P|)?-MX^>:'
M6I=8T+FX6;AWMFXF3UI0CF.:0ED44BWB(ZE6HW\$\$61IS31"8TX(X'22,I.C8
M)PZMVKMYURI^=9#)VBI_!7;JZQ.*G0&|ENC@S|T-H&.\$*W?86_=_|O#B)WB4
M;I^LUWZ*|DRC4YFOY;FO#OYSN5F);|LY;RN7)&\$< ME7\$! "
<6Z_#BBL!2E@&41E4AY_H)%UH'_B|%'=M@|:?:AYDOCAP/R"TORN&DE)%=0\$>FX1|JR
M"ZY.XV(7&5ULK9MW.#!4"=R%,, \$"D5Z+ D41IV5,&@+TFOGR^|U_L=ML%(S/
M;OYK_7S|=|U7MXLOF|?'VG"XKM;+>S|_OZROG^9T_J^Z=>(64|JQR)\$GX_7#
M0VV.6|%O-5\$1|3O|XWM2U4TEB8ZP6SYAD_8/KMNF4I_%T|>-TVEM FD?CXI
M:3&)2793VQ7D_LD^(KYNTW|<:-^BCT1.^%>5H+|XV'Y_?^H\$50/POC>H;C*
MF<3%>|J_ =3J^M|NO;Z(|U_|P_>|T0QC-VIN|V=9B22.A |,PH1\$0125A"8 M|CR+!
<^%2+'M.N#\$^&-OWC02 6E% D%JS>^T K_,#8'(KUM*FJI)-|D*^B< M+I<-
ZU/P#;|D+@3%<1NDQ6,K#6AQEUEHOZBXT%*_A86;Q4YKBQY|>M87I^Z: M;
(W1HW)WG=%WF8=:;9K9+'3==M-OLUK.*\$|1H5D,XU0JOT(+ # \$N""""QEQG%)
MBB@M8FN_FGNEK67T3|O6)")|B_K06O
MUGN2/IH448E9"D6!2HAXFD!*E"^BDL=IDA092YUJ9\$;2Q4%& M^6FH\$X<>D-UFRT|
NYM#|2-4_*51_%>@.>^N0//86O5-D0|X|;'@)R-8M(3Y ME;D6A|3'T&|: EU* 9&6W&>S
QSLEK=R7|2S1&QOJL_5P_?UA^4HJ:=Z0SC
M+!>\$Z/,HW4D,R0A2FI10QI*F18)13IVZ\$_.+&|D'&^%ZGZ85K|OP&@7-GUJ%
MIC>O8W+ 'YVOC4<*FXN|D) W%D/K.P,Q6G0+VQ:Q@ (KPX_X".SN|FRNT>:|
MOE_6!|6*LRPNXS@F&12"J<4BHP4DC*:0,A\$G&4YB5N|(S.|=^FBGT1)||^9?
A.YEJ"&;YBNK18_<\$4&G=_T;EREL09(E%:PC0A>=L|
M,&5Z#TAR(DF*XU+,GER;\$URDD|L4>*F9|6QX%|\$64=*.NU+ M|;)72LU.B-
*|Y%F,90NZ=4.!B2%W;AUPX|L:X#*H+2.MJM'Y?K?XGU9|&6#XOJOP6?Y3'+>2\$S MF"2Z
!OA!)8<<5@P01&-6"&04P'V:)|J.O2KMY@(PO<.T6*Z5^UR#>J>"FR,= M|YG9.=F?

XDDXGKZ1SA//#J:.;ST M>'L.ZL%'A_NE=Q]?H.=RH\FT4XL843TL\LF\FQJ:G&@W,&
<8R5@0QB%) (PY1 MS@I8HB*F40B8QFA:>K4: '-WLA>N!7K&+\$.0&09DX8SW#J;
2#5K(I@VQE M@UJ:Z>?;ZKF'E'9VA@H:;Z1-&Q;:F7X4^%G>YC?:FZ+)5L:;H?F*<{2.(>D
MR!*(*60\C2"5&2<\$%RPB*8NT_JDE+%#JO;%JN\$(XV*W4R^V%:W^;LM6=Z:
M.P91<:J)@:;J:1F33M!>;U!_R_Z+WR\@_CTS\&3\$O_V&=5E_!Z\TI=CC^F""^6HL/U7?!:Q=K
R:;Z.O<-9B8SLX;HF-Z._^AW'._KS>|6M\NY+)^;/J^V\$60?;>..M&+QJB: CTB9\M3?
9/O.YA.E^V<|'\$ (1)?!XRJ"?Y^>RMDR5_#RG?38(>O#9H
ML\KMFY7D%""%|4"&E4!_N!00%R2%B\$=1O)*RS\$NG^%.Z1:T2;1J178+W%=P1
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M6^Y_O=YTW60Z@L5V8^D28UTWDY0LJ(5MVXF\|3/48Y_HG"W!|H:;|\$R!W3.
MP:;|H+-7^A!SK=?SE@EXVX|HLUK'OE/+V._JR_M="5B8S:75+.92%"7.8;J7
M)=3=7B'&/(\$2)41DA&1Y9C49'>6./4-WFNC@<4?656O".|J31A/R_-JX<%K9
M8SM\;#428H\3?_6G=PW&|_Z@+TBX.VX8+D0@XT"FM)F*E?JA9ROOQ!7Y9
M;M;FIU!|W7;%5>N9|3!%|N M?
SCSYGE_27MV8W+E&T|.VX6NPS55N89JX_X;6=P|Z2%6?YB|^MM%LTWY3Z&+ M|
6_5NLN\B_U:=F^M1\$GX;G9QSIYA|"O8|3.<.|>X|0|XGY%|?V^X;|ME_SO:CI_K-S_^V6M-
9SE%*6(1BFD M,8XAXC&'.&<1S;LX3CA+8UP(EZ_I"1DC?|>V\$L&?
6B9HA3JFS9R"QN|;U59GU|IC32_G=TK"L.ZFQ|27\$|_O4D_6HIMFF<;,ILCS+O->K4FYK1|
M)HHHR4SSXS(B*J15_Z%E*G5>@2Q9)G1W\$I?I."!O|)W_:8?'-KNE21L_R|T&
M_MD\$0U#;3=^+D>\$&RQ:5;+&MF@ (SP@792=E:%8HP:D34L>96?Z\$8>4Y6WN
M^YN|K_GO)J7!|"KSX)M:L U199HIS%*)XC)!N91*B"*(J\$X!"\$BVB!
M="\$G9UO29I3)MB,=3.IN0|K?JX7.O/T*QKA8;P=M&
MY|O%;Z1:;.*+ZN|7V|GT/=+;NOIN>YS.69%+@0L)4R\$2Y(QH11V)8(OE@9.8
M9*40#HR^8;6SFH47_|J-?2WF%>;1JE;JX^\$?5_3!%\$,AX03(^O76J\$5"HR2
M5X8&K;LGV"EZ!;2JX!>M|*_@;@&VMUZ!G<9@K_*K!|/|>/1UGHUWV#KQ,W(*M7L-
#V1/C|A0V62@<'J!NQ#S"Z&Z?."ZJV1<=H5?KYYL?)L^RM!%|+,TR^,X
MI@DD>1I#5\$8<4HX3R-.\$QYBS/"|\$)G8^)^V#TW*E&)-C*-\$0.=G|M+";|7XT0
MECH>|KH9:>T8ABS|J1A0MS;1J?IA'Y2>'7"2:3QDSG9"#E|G'CU^\$NK)J4_&
M@UC*N|7ZCW^5CW1YS_4|U3H|XG4:_6|68*R'*<409KENOUXA|K4)01UOSD
M2<2M^XU:21Q|OW^G@UY7+;=:Z+R#|XT>:K%J%+\$/-R0'(K@N/CN-U_,U=
M%YI6!?!F&CLPZO@\$/E%3O??A,Y..ODF|7(/%6XZ;_':Q5H9|)B)ZXQVZ<MR4(:)
|_ZT8K;C2,E&*|_95FTN10W/Y26U4JLSJ13;/_^J.Z8F.7*ST8B85!D M,H|>|M^6*Z\$36N>G-
:)H';QR==I%,Q0JMYM7Z^%S_6;Y1E?WGRC=@-/G;:SPN&#!U?
M|_32R|J7BGDSC%ABV>|!)H'1S9LX(PC^U%H!HU: K."+(0E!;6(H;4X1MP
MZ2\$9<1S(+R|1!^/J)MVQ|)WX+N;+)QTEM3YN)N.D(\$F>0%Y(75#'\$XBIB"&6
M.:;%**+3*M;/_1YGOIAN|_L2=%/VIV@4DP+-QY|?|O8'FTHO_/> MI% *0|?
PH6|S(R1C\$F2(2A)&4,DE0^@LLBAI E#DHN,NA4?>&LR=F#2R&SH
M3UQ=@3>ZEFYB"LP<78A6"2XE5\$HU5/E@JY;>)|J=0>IVUUMHC6Y@IUQ+W,I
M|J\$|D+<>TWJG2^\$ZEP7#S@Q_|#95ML>5R,N2_GZ);|<8J+""J:CURF./65GV&@
M,X#7>"|AM_|'=O^5;:"QY@0#P%6W'FVTJM/)1K%^P|Z_US|?>'?AS!"NZ|M%7#A-
GEH6_|T"VT=-;|XZ-8SZ\$\$.!\$S#'.9Z_|*J3&HD"PX)0QDA/"RG2V MUHUD^|B-L*<
N:=2/N,#'V+BO4;)4SMQ\$)8<@9:8=7OKT,CX.9B.14DV|U|M)1SLI9M"DH!@V"?LA
3%+U?G0G"U)R|D<8K)<%'MCNFDXUO=XAM@; MNA(/QEN:'HL)4B0)
(_|EA2BG\$J(<4PAU|VEHU63%PB!>6SL9+|*PXT3+>X;|P&|KC>"SG#\$F\$4M4X(P81'\$B(6;
(6Q2F*G?)C3LL9^4O4 M2'U!@5,9R?|L-^<@L_,> 8!P|Q,M!@=4-U>@D1HP#;:?
K%")+V>D3)OJTF_J M47++P.6^|GKJF%|^*2>=J<_TF7Y+%2V|>7
^!Z<_QCN|>I<;|AP0Z,SXB9^*RXW|CC
M8^*!ZWT_MPM=SM\$4F7ZN5G_MZSOB69'ALI0LAQGE_J*DR"%E:009Y;1D2*0\$
M.WYSSPL;_W:|X6>P4^#8/@|=4=MB|8H=' MU,3?WV&CCS_"%O?X3>D/U4+UX-
7Z/6'FQ/5W|J-ZW#R^6=;UN|J??"6 M/*F_K)|G<9S0G.HV&2J\$ABC+.21QDL"
<94G|L8S*)>9XB|!"1Y|R6A5|/F, M,D"VVEP!NE4\$L%83-R_@!#!+!\$UTUZY<4 H1C2(%
<%S_."VC+&)YSO/4|0AY M+(B|3H'-<<"(A-
DYU;\$@<7.RVQ>NT0_|W|UPK2I@IPMX._3B.7M>'P@">6(G MT9-Z9A|07G|JKS'V/?
712V8OH%_72@+E4#U<2#S3^H^T96XHI.JP?SP>AL MN^Q3VHG@%,NA"1--(, Q9
B%\$,B9(EY28M24A=7?I\$V8^_HLV^";^9FNFT5 M AV-
W#S29;C;N:C)T'3S67NUP(%>)U\$|V_,U5(X@:(U!4*P";?+=)G4VP6!
M|:7|"S.H|U|PTT9Y!YW!8;*B?Q)5@>)2>3K!(&&1A'E29"@O M\$6+
(J>W/&3GC|P4;J4!LQ3IO^YY&)Q,E\$5FA/P\$91)\$*.TN>\$H@340*LR+.\$ M4;>(.P^7L'E6

A9;XQ?:K7SQGAC/DXB^+.1&="W#E@5;E\ID2I\7I3#VQ M+|Y|N9V\I=?
VZ8-Y|#+,I3*G-J>0<(H%2M2J.4BC*/\$48Y5G\$G6*UDU)&
MJE^=CHKS05"W&7H.;OY>;'-;K.S8^X(M0R)Q@2:E*=E3#HE>|U|.2'|+W9/
MTVPYBJX?:F\$VTG67VDK%.OL81J?FAM<21I^F64FRGA.GWK+4
RYT:CDF<=DCB(F:"RQ@JCX8@RC(!2YJ4.,=% M(J-8)+S,|0*14;#T"DFV:))^-
'7,+ "H_KOG1-L3U"!? .I0;G|RZ'V|EL- M.FM)QT19.VSLLV6#8^27,AL"*Z>|62>
|>Y)G|<.:9+(/6R:QN&JW;C>Y\$'|>+ M5:6NO* YI^6|8NK|J:E>LFN^?
%H+-GY.'FQ)/08'&ODKTLH'IS4OY3|;+4RR M GU9%|(W.96HULJ?O&\$:HW^,%|!?-VSGB
O|4Z@2BX| VVXMZ8WCTR6@VK WM M4FK8W^2WL+MFRN-O3&_T=^))?? KXR_4SW-
A2I06-/IQ6:^K_S: 5|*?1+U^ MUMD;.EM_M|J<,9Q0+E5<5+(L@B@A&:0XYS
MBHPE45Z4'&U;0MBM!D.I9C5M M#OM!N'F5#V*U^@_041?PCKYF#I&.HFYKRV
/R&XY.BGH7KZJBW-7Q2NP4|) MWE7S"FP5O3*Y7RI" T9?<#&|{.:^0^,7:-
\$<3*U)U|FAP7RY-| ^ON_FFM2, M RTAFQZ|R4I77^/%JNG9>+|K| #1?
YK1G\$G,\$P(%EIE:E\$8\$EA'E,\$|3*(F* M!,5NE\$9.TD>.\$|8RP7H)^/)1-
J9ARID:|8%N)U%7=-/DOJG|7#?I7%"VW;P;
M"3O73;T&H58/X^(:1J>6K5R!VP6K#8/)+^| \$|I.OAMZD+6OI**RQ_ T7/Q5_- M""\$W!SW
"K9IZ")|XLU\$#UB.-QE|!@E4VW*|67|UGJ;.*;6UU\$1H04LLPO!
M5*8E)!&1L\$QBG)=9(E+B1+C4(VO|<|WC&A>RDQZPSJ4#G_617@A0G(_UCNI= MP%
|PB"4OQ|:-5?;2D?2ZI2_)@^6OYRX)50T\DFH1:@*?|2/JW|6ZV^=L*F|
MJL_87B3U(+H3NZ|T*X2-.O*,WR"!9E4D-D\$5*.HBPA)U(D*,|B*2Z,78+I M.K)
|N7YSIWG&A. KT_:CTSI9)X/M/|V7!CGA'TYO2/0JCR18 /6WTOA@;;^|
M9J|TRQDG=\$/(@VH9_TPA+6-|DSB(F:<|M3JT'E8U-C!GQ:L)W,K
M6@\$C""W_046D%E&?\$&< SXO#%P#_D&S0L5|9T7-&W-VCP4;PW?('='1^@C
M)W.G8I&ZS2|)\$&"=YDL8PCXA.(9\$)I""*+81QC-;&SDA:I57;7H*21)|.1Y-' MN!>4_OD:U-
00(8P1/9Q_Z0B"0W_C4&!XMBP^#TJ@|L,V|O7U\$>Z|?|K6P#9F M"3|M;K|+|
P(^DTUE|TS'!=W&|8,M'H1L'?Q3K.WE/?GS2N_++O?6ZV1'6 M?
O!^^8D8#K'M>D7BDN1\$.2Q:L@2B4BTV<5PF\$!.92\$((+POI\$HT\$TFL*;P=8
M5TWPR|PTXJZ,NO_A%KN\$>AIV@U+@'5K41F
M14)E*F*D6:H*G=)N>N#++7%_D6LU_.FY^-^PV:6
MDYPQF4+L|22'FL,|)\$25F2RUSB;4|5_26|YB?%>^1-W;M/5;-=NMK)
MOW2|^S20OE07_KB_=8Z_I;K79_=?AE\$+L+OU(L@|V30|J0,BD2|L28XZG'R" 3BL=D._T
EO%P%.:S*| #53?|D MM/.C6/9|&G;^.:0*,W?S5B/"Z4SQ?|DXH*FA/+::EC+X,JB-
JZ0N'\^0'6RX> M=-.:T'7|VH(X|BD0E)HQ02E#
(5..4<4D8YE'G*XA@GHHB<%BZGA(SLLK1(MJ&4"+?0*:+%>ON@D0':.YE*SW;R(L?
C>S6)W8JD>DT(12)T2,2U15(^11X10 M?=>Z34DNJMG-
8JVF|Q_+^6:Q)O7S^VJN7OV9*'-&XR*!6:RCC!*7L\$P2#&6) MBC3-
1:H7JYMIHW|8S|:S(TXRU08-VLZSX0N|'|:6&|V"(|JZ,U"7*.AOJN ==H%M-Y7M MWGN"L6
1DE-26D"49+BB& 8(5Y\$D)!1Q#*7SZ*#F.GT|4;@5:EI@*H40IT MM-
HW|:'8>@^&O|U7=V14W3S"*(#Z5%/Y0A*N<,I9@ZEKI'PA.E\$.Y3U4L,JG M3KW5G?R-
5(N5|@X1*K;G!&%&".Q*H>G2=|>YA*90,)8RE,FBS!.W E,'Z1Y|
MH8X.K"-9KZ8WBSWY|JC4^FKUO_|7G\$?_H Q_+ZZ%.HN|HHI95@&W#H":U6
MI3VL';6X:@9383(MLYC#E,=J)4,PAZ0LU3|EEPDI:2JO(QWA@\$276>+%
:25WZ:%@#7YX@ (D'GW#.6M#F&1LG:RH>QW M=JS-NJ*FNBC1H)4-?FFEAW6F-
G:&%S|A|2U;?WL^7 M?_ ^GX|'"^V|IR|^"Z7SE2E;-|N|;
(9>U5FO&"2^ED!321%.JH2*'&,413%"9
M)BRF."9.)0+A5!MYA6H^54TFGEC|JJG56C74K-*OP4&-T?)\$ \$M| "K |3^|SH-S05>ZGP%
MJ-%.:|!L O|H)P@Z<|1L9|F|H|V4)?4/T)?JH|+*?)J1X|4:83|02'F&*L ME^ \$EM20BO)\$)H3D-
'8JWW41/K)|_O3Y|M/-Y_M_78%/"ZX_WH/KC^ _S?_ |M>OOHYN|U?
@XIV|FS|UPM7.8XZ%EIM/?\$&D=,BC=-A:88RF"CX@!/)F3J(G
M|5<^H+ST2%YC!.0|VCP^F&!P? MTB#;AGLU@=83=|3=7=JEM|T|E,|H#R4;=(E
(Y)J>2EUVO02EX&IQ45TT4" M0GG9S|NUHEHG;@/+ =QM0QO^QDIL:S(J5YGI884J()SW')
()\$YA3*/9()YFA*> M!LDZM|/'X^C%(PU|+Q'H;8S|?G%J/MZTX
@!G2>>B/BDZBK);_8|D^Z= +| MTO2@^_5@I0R4PKHL;H|=C?(1G.7EFJ|LG=T
V08&3J.YU03|ETL-F*E&>|N M?J@ :T'F;S>KM5IAURL5W.KDMP|JTM6LW.XU8QL-
/K.L,7J91;D=GI/4#1D'G M9O&>#|3.+4X!LYM;'-ACUJ^R^
)5O'GJ<;,\$=8&7@75)YY@GJTV|=78%T3+AY)_9>93VQ"=\$J@6JGD^-
)R!G@2HX%\$4D*0|@DCR N*L(#""DB3-J2@S M%KDD 1XVSS/_8/ \$>4HCJ(H@TD:%L
:P0'04GWF4=84LAP(B%*<|WT,RO55|5Y=_ M_/ZE@U80E.P"H0?#

!>PIWDQ!@+!VX\$7PSTEN->B4%F_IX5,F)C;:^A1[F]_MU?
XU=O=MC=!,33V&ZOZN28DO_,.4?E"XN;>#DL-PU87OM0^8%7A-M;NC)JPE?
&G6JB0#H&O<&KK8MKBW;RIVY?>R4@8:0 M%RC):CEG@F;PJ:X,,4?JO6+";'C:JY !T+!
IDOHL\LC,18-10"RN\VL.= M&W.RIG
#1G5:P0U=&NJ82%/1&R;Z+GGT#)\$8<9%G,\$XC10W464!\$K6!@QE5<
MGK\$102R?/9DM_RIK4ENN@RVEN(S)+W6P?JD-! ?_W+04_3;DB/E>40%0+716 MI?
!LR"6=+*N&%..DZAD&"8\$4XCB4BUZ8I; /%:1TX(%B5J;Y9>! 5J?
MGEFF+&&+Y!K(='+8;-H!XNGL;IR.6(O M%/'AOVW>W)GD;GXH%NA4<+^,IVR"#.D-?
IW.JJ=R30BJ2B0\A-9HC\ZNKTI MBJ
D2#*24)DA)PKA08DC^PHCQ_1Z=^2U&D3*SBL\$M=-'VC18"<;=(1?-;V
M/610WK0<4L;F!%)6=IX^9I6HM-D<_BJ2%6U!U3ZFK!JBj^/S066I?L)5V!5JOG*V#0
UH#H%489YO)!X01MJ2/3_/ELQ#OJEHP\|S#IL5ONG',YVX749"K>4I@IB6>B<_0BJJH6IE
MCV04952DF5V2TW@JCN\$C=N7,IKLGV&BU#:/N8KD0K>*;S4\4YU\>K.R"-
MIW5%E@NP(-IE,25!;8_*=_.YT0-H!;3:10RU:A(SH?F_!S"-
MPL!H#)3*0.D,MTJ#G=9@KS;8Z@U;Q;M=&.16P"@/WEF76(SXV)PZ\KSRX_-K
MU:/BCMWL@MO9U9E/AF#W2+?,Y&ZSF%??*RX6_&^X8\7P_7I&K\UA?H!&?
M0G\#H3\$3IF):\$3@7K0P&E,2;V_MA>'5T@T>MTF"J6C>D?OY\G-0JY7U_S?IQ=
H@Z'%*43MT^4HMO>I*VZ M"3OJ_5XNUXNEI>JV#X3^61W(?
K=);&=Z8)82"TN\TY1.C3EIFE*/42_3E/HN M=9\Z)L/AB\X_^\:I:P?-
"/%7T7*QJ6PK8*H6AT=ZJ\WNK>5N1= MNV=XO5ALR/RS>%K6ZQDE*!-
)EL,H*Q!\$.6,0QZ*\$5)0,XXA%U*!+SSD!8Y\^ MM")!(Q,T0NU\BIS\$I\A\#4<5?
>S4BGAB)JEGC\$SDYX&3M1/K,Z783Z;W.
M;_7;C9:W)/_/\<):DS+H,|Q|!:F8L9@AKNOQRIRF\$)5<_810!G-*!2H(GO+8
M:0EL+7GDR:C>@|)MF6N/F=U:=Q0DW";KBX7N3HLKSIV-#[3TM9<[Z?K7&8Z7BV#W
=RS\$EZ<@MPNU+03*T-9=;?XJ!95#;L!66P;
MB9W08W;S/T2G\5AE#I*X6K"-6COG);7)OS0_VK.S?>9,?397\$!,=/5-7=FI-
EUNUJNUF@|Z M9GVQ;O>XK/6/U4(W6C=AXTX468-UJ2@"G(W?
W,2<[3?):Z\GY,Y,10T:HC#'5N=A80I24!<1ES&%\$,U8SE&
MF%M7L)_J&5\24NO_S#.T6R?I5,_%KP1%JP>-?J!K^@8H3^#W>M:0X"QY HI
MMH",,:I4J\$^E 00VG,%VD>OGGQC4"REHF?0JCJF*G4GK;(9N*!<52K,[7I
MRWJ|=97L%+1F0F*4<@)I2HB*!4@)"1B,.8 MIC+-(J44RDE2:#,<<1RG8>;QD\EPV-
K/+)STB*A5#(-Q@F"DNM\JO()>@8 M#V/R0+13*=:QXPIH0X"VY' 7\|R<(0%UA?
^W(TUK?_QDAIRO\|P6)-9\%^7Y/; M!:=>D%=5:&#)G-)2K-
)MU,VWZN8'FV_TEN>6AG^7F5*8ISREVXI9P56!D7Z\|0.PB2M+/M!
(&4#NW/29;EYXKTG+;_794L' M_ |M.;#5)V";75\H GE&9_&3.CI?<%|Z+>|O/&G?
#_JCOY0VRT5\$\$R%+F;:Z M@R-#"<0T\$Y#06,9,Y!\$1R(G^O5?/R\775;FYX&N4U\$S3KP
MJ4M_ZM,>|0-/L>[(DTZH\$R:|G#VG+O&L|&O3H2JQNJ8K4WPXDQ&318DE+#.L
MI@PI*,2"Y9!\$;BT1PP5E3D72)V2,/'4Z\$AVK\4|_83>-+C32;3IUA(\$_M^("'
MSJH>8T)5V9V0,&U1W7D3CVKH>B\UC\$>9Z6>I MQ/RWG%NF|;)E DL(P@HXF*
M13%FD/!(\-(O.O.4XH0X\5H|+VKL.'0G&&PEV\|RKKGA9!J!4',/OT<(|
M!VT+%/76>%S1MQ#EH\%&T.7R'9ZG=AOM=T%T,W"JOV9\$/#?_W5>8I7F2)U%9
M0(%SKN9UDD":ZR\KBA.<(I%+MWEM+7GL*6_Y:T66\$VF=47FW60,QTH":TCM
MIOXH0+EY@@Y&'26N&K?P#/YL_S=HY9ZW^:%J":SE3EM+X K'42V\|P#N\7UM
M>YKWU8J1N2Y.N%EP0WB6Y#1!:2EACHFN\H05-%Y!(NX9(6,:9\$@JZ/3/B\$C
M^XMMZYU&;E,^HR0|\$;KU(M3O\$T+9\3;JO4QVJOT;LLFK_N_LH)/5_Z9U:T# M'+SV\$B:|
I4PO^,T\BYMR/-G*4,%%ED.*242(JIK G&1 M0)
IF911CE&61TZ:3EQ9CKI&5H/_03>TV35)EB?IYX6N,W>0>7=R'.U?4COVG'F(HYE#I
W*;%W\|R MKYX-FL?RHC3KYL>38.J?|UJJ6Y/-EHD<(XESF*=1 1'E&.),\$X&*).)"E@5)
M"MOBVZF5'WFB_O,EW_"6(Q@|5V)^OFKB\|1JOZ/XV1^5FT<;50QJ/1X:QG8 MFM.:?O?
CZ+X)|G?+/_\$+XE3D;=0\$U#_R@H(\$)5;D6^=%C'U:9UK45WNIHM\|#"3#'^/+ #74|
MD#;V=@0.YZ/8&FO_P;G<:+_PI'Q87QUOSD\O7;C9/YO7\|N\YIX,J1RJQ6
MYWR>^<^|DJK9OM4CUBNO=TO-Z3OC"4Y9FI8P0H1&Q\$!*2>9\|D("X0R'CDV
M9AQ!R;'IF(E@M&3P9R/0,=5@E=CMV/YVG |>E,'L/7,UT_Q50E3#XJ_EQ5_M2Q>|/%RH=
(DL|QU2K<0U6V_(?/ZL>?S^6+U=?A%\$S\$RFV\|O.#,HN8XY\|R'JP M(=#J9_@+P??5AQ^
5D\@ZUVVZP\$^ZU9)_R&\V_'@L|QG-8/M1\$HEWWP\I-%
M=A(TV5:SC_G=_6B0^_WBN)907_DF0\;Q;E:UV)=-7DAQPV\5YUY*\$N81U*WI4(1+
(E@:B\$I<(8\$R;8|^;/_BYZ M:=EPZ'.!46|>H&-/P#JL'A.|
I*78TT61IR5DNHR*V,J9V\$3KRO+I9K:M"2J_C1&I M/O12>+>DM\$+1\|FL>&ANWZ?

F^C_/@"C0J*U#4)YY:XO#4

)&=@T7T/2)G5?9GUZLJOTFWG0\+!Y^8].G(ACKVLD,2I-C8-M&(P.I5?8Q.0G-H8?
4YU8W>592,IYL.MJCMO%6_)4KRH9I2FE+(DTQP?D3;#HWFx(-BV7YIY4#D/
62*0L'AO!XXTWUJC%TI M2S/'I#/U6CMMEJ9;I92Z>'=L.IH*\$)Z6*S(W+2-
0%RT;F@X;EKJ;?2-X6TVR M7)@MO):-BZ0"9I%(85F6\$B*:(TAT?GMXB=V)N\5-
C9!_14/O[<)EY MHFKG*<,'RLV!;/5I^L)>@9U*H*L3V"EUU?9,"\$[N?1\$NH4B__928E@S!
(J". M2,(O&VV\$TI!MS_'XF?>(E HQU5B1J',1)1FA604AS!E"0T0U\$>8YZZ."Y?
M1<;>^_SITX>[?I]W<@#W]Z#3Q^N/WX)>,#9AW&,AU R+DYLL\I=OC
MRU7@E(M0MDI Q7-FGQLJS0FD!EM.AI,UXJLG\IY:/>M^0M4>>,Y5GK"NZV?93
MV.ZBQ#@2O\$2P+. (4(N6*8,E5>"5R%5 5>491;7%:BUQ9">TU6&7%-#5PF0& MV*?
#VR'8IWE&P<4Q5AJ\$Q*-4P/+MLJX<"(Z17R%!""R<2@R<[.ZI.+;9I("'
M!:">SNO4(C=Z,NB*OSN<.:?5RH7YD39IN:2XNE*4)2JB\$A>#*228)@S1!!>1Y
M%!:74<%1O:9GP53HN?/X:UTJNF#K??%|VUE=3<<2WJC+!=^#8F
M;FX^56G2A>E0EVFXSWS!";4@['I^6HA3W".N(AIQW&/UW:L@AUR014OG)D
MVQ.\$DC(N*,NP)@ 7\$)&20%KD!;***Q&G!)8T/I%S2>Y 4%ZL/935;HJA:4*?
=27'J"2JIA)XLQ+S&Z M&W)>-\$[H].C5F^??R;^7]=LY6:VN?U2K65Y@C.
(A5'.L%JADQAB@1#,8Y)* M%L>(8Q8F2_)
(JMC>O;+3\$GT&1AU@I%/%S1FGD6_.J@K/UD>D8Z#D?GX8#+F!B
MY5D(1L^O/);DZ19GH7\$/MOR_!!DR!;HM35NXW0_*+OU:LWXS01B2ZV+VA\$ M=7
90Q)G,4P13ADM4B&YTX&KK>"1W8YZK7";(M3B%GID. X.#N0,_D7ZR6@
MPF1@735DP?,R?CE-C73\IH
<.J2Z/O_N#!BEH;:QXWI2E)6X").*'+K!^"LPM@)FWNINM/EO@_-;I%B
MH0F%|H4Q2P#T0H8N5Z_+;%>C2<*7 33&CV+.*?"S!#,# #G\$-\$,C>1(/L6^"
M;^;B3KX@2ONXT><&=I*P<*SNB=)CO_G,<9++A'-(8EU@3J"5/(RBR3,D,8
M86;%;W:1%B,[K*U.NH_) \$05FHY?^4Z,9N-NL5WKGOUH.!(,>3T.S^.,UFY^
GENZ7BI_IL?M\U5G>*E\M. M,V"M?
JN7JH4LBS)99DA"@44.\$2W5BH%E!#*.6<%*RN,"S!;+-9D/GV8=#^IT M"79"K-^A
X'V)R8G8!@^6KK,.,+>Y<2#K"AAI%YEG?IQSF9E^ASE.YCH=TIRW MIN<(YL1-
DOVPG%>X>WS2^UCNU#+,OS:MM6_.DI4.LS&OVSLZGJ_%;?FKKR3GX4^67K3:W+
M,;!L:V)2(!%*(0LJH^IC'60)Q')=0\ (3%),I%Q)#+JOJLD)&GJR&!50NY\F> M_+OGT;);
@?!P&V^>IKOO(@=-"W00O6\GSD7HX/FOEQP#M_@-X\$UG>1RH7>K
MI^2IEH3DGOQH=^FV*3HB*=)2(\$C',408?43E2I0S_(L35E*)\$ZCF5H TZ7M
M=+;2Z_);=Z5;OJU;R6!-?GA57=K!9S>[@T/B&.COQ.OYOD-&;!-+!BCP;>3 MT8%|@)W,2?
V!\$PPO?8;/S7Y^XNNB%DS?P+|NE\$T|3@CU,GTC*W%'YI6#66FI
MVXAKJ:ZS\U6(\$YPE/(4M1 5&L?J*IX!"S(DIC-,& M1RX?E@ 8^6QI;Q'ZW"+T-
AQ"=NX|@-V.>|VM0+"3. *7X8!5@3SL2F3^L<:I\$P60CQ(CS^/_/
HJL.WJU^W'W\SA86?;SY-XI?Q.)A_>U.WE>/XC!%?I"IN>9D4&FDVP>_):MOI^?+O|W?
XAE&M"8_SI(!8JO4L(BB'N"@I+&4B", (L%LBI!LA+BY\$15ZL3X)LM66#5J|@+4+P30
MI)Z!W7EWS17A M7-I%L 3R:7XZ3.K4+H+H5>[;##/E/^3O3=G91\$51,5<,*)
(D\62\$I(I%E#* M/!-1FJ2B3-U6EJ<%C;ZP_+)6KA|2+?>@-
T2(OK^S+,I3'@D5C):96G\77*V_ M2UY"E\$A<9)0SE#IUX+D<(YI3%YVK>=@WPV/Q?
08A.Q\N=UN3M;(@T8@: O^ M0*?=-;\$.CK3WKS0^M34"WVF_IJ-V'?X;^P>
<|W| #5'MG1Z@V^D\MEUQS47P1 MI?>*B=67Y9RW6QZQ3 GB7,
4\$0)11BC\$'.N,#)RHWL<1U93UT;8R!/8; 3I M2.&I7O*-CK-62K1#CO\$05OV3.#0";E-
92P9W\$AC90 D'6^E B_>@9AR\$PR\$! M.R LGNG8_? \$RLRV-
+,O3WMHB.FRMBV-.22CE&1NU>-.XJ>*5AY-G#+7 MC90!VO0&>VS5 V0-%J+M%>;3I6
4SITJ2IM7I3ZC2U MER-LN?M!\$;I W\$WXM*7C7L +9C.1EOIP2-2OSA-,D03"3)8)(E!AB
MDD6ZP5C*\$M3))A-(5J? \$"<_XUZ.UO@9?FE^ZTEX|!S&I4;[N843^:I7QBFH MN%*-
DIPMF&\$RM9_UH2+EYA\$/9.ZI:Z2.\$!;ZFA_,2;N*G|B!>X)SP M+G|C>'30.!2E7J|?
2+7XL%RMWIESN_MO)O-TAI*"H|DH82HS"E&A>VC\$:01Y MF:0"T0*52,X6XD&?|-
U;MM*P\$VTU>-O5J0Y0"ZR5X?_T%X,(D>|11_H|C43<'G1?*Q'+D:9K)N)FVD\$|
M\$<=;/1M5|I_K8X&K;_I03=,CNPVD<"9RF40QC+D.3DNI\$UZ9_F@ @QLI,IE@Z
M!:=NXD<.3=M.5^;M?CJ,P+83@NPTUW MI;HBV-
(Q91+^42,=QNA4[87.J%:9|L)G|:7MAP*R/%*V7D\$7PJ)^FFH|#'Y>*+>.A|@4564E&P!&8)5
MQWF880R12-2B&*=(11)PJO|I*&CU#H95KPAK3PM.5)N(<1';>(8CA;LZ@%0,^ MBR?-
S|MXN%(-ZI>WFNLEEBX+NP)|8)1BJ_-.1%'(H/G|B".R9F8#&+ W&," MB*\$;/),K-
T|/=9WM0 FG4|J1.5JK\A_..886L)IYQ-&,G10W3QV2=R

M=W08A3'&T>Y0.8F64J=-4G2#XBAKT?'V2YACFDVR>_)CU^U:L%IWKEA|WFL; MO5?V?
1'K=:/2Z1_5^INZ7A?(-;?EK6IBYG%J4@*QA.(BU23M2<8\$I)2&+,X M3T6&(DFIPV;
/*\$I.LRW?T<*;B;4 [%S5M/C>P\$I3;NAJS,)MHI>@:VJX//A M-G-
'6?"WTA8TZH*.OJ\$9:@+#&)2T)I1NK!C\$QC6T|0VH84\$RGJZ77RJETRL MM!9"#??
M>L'?B>|BOGS22LR89\$619 +&6/T'8<'T=G4"8T32-"MHA*AT3*AP
M4F#L!1YYJM1'T\$S|NE7 K/7X7H4+\$Z>&\$+;=)AH/-^=3T!<)5WJ_ "+;:@,|= M%-
J9H'AYXI4E%&,E90V)?|V\$+4MP!H.Y;.,?QW4L:Z#VH@|W<|7Z2WE)|INV1
MU'^U/+D9PEDNRA@6ZO|@HG\$&*8L3R&D:\$|3+'!,K#G!;@:-O+'7\$ RT?|!3P MY!@>A-
!VORD<,&Z.Y3),/:6| P-ML4T(&|BG28|XX\WG"SO*.HY"/F=J9 \$M#-R^ MLR?U/S2_?
ZY>9)3CZ;2E/4XT_2=U|^+E/QQI,B+^DP9TF?=/7^!)HB:E,.S|
MMPNV?|3JBVR*Z9>.:LFVC5@=W3Z*9CZM9)M.TRLH\$D@S%\$&59_2E.4AB)*.-4
MHHC+TJ5^P5ZTT|1RKVK8*6(*&MR;/1TPM/M,CH.,V|S<@|H82)RPZZQ.|!H M>4W:(|^
Y&|.YH?B(L,7/"U%F3,@1ZQE|B,\$*:J0KU2;NZ5_U)L.G|8)F.TE M>_+=V|7-#
|T&N)/ZVF9A(XB*\$D%<(O438CB.&,H99Q=4 M8XRG^=BY:.*^S7;O_B%NK|OK
MIW."&VMT;K.Y9UN:UG?;."4IXS^'<6I91M3|_8M@QG|<|4S\$RC@R<;>=E%M
MDD|TEFN;UK":.8123F*,4IB76GY LA30O)51?F"PI4(XB@IUHUL^*&MG|HWL\$
MUSO1H,VA<3S1ZX'+SE'^' <'P>|MWTL%7X;L=^4'3LH@/&GQ\$ M#SYA|T_E 1JE8?
^L!.*|XIH*K-OR|FZ?W7S7YMJ_3S#;|8@5KM-X|U(T,@*BP5?S1BFJ-
"5BH1P|7F6)89EGB,8Q5DJN: T9V2;.&>Y=;.= MVR-'SFU:|B3I^KBW|V6|_ "P)7;<8-
EA8KD|XF2GWP;%5D3_|8*76H=;SN_& MG7;Y_=-BS=_/R8/-A^O|W2-_L;10
MH*7"N\$L;."^Y%_5@M|J%2SFQP|YO?/DC"6NTV78;|GUJ#_!^P8?-Z#CG5S>V4
M8GP_DWJ&G&1*#9NTG5L65U|((OGF>??C?U:BUDE(SQ|T"M+UCVHUR^,XES3)
MH(OY!%%.2TA3RF\$IXTCDA&1HZK0_9"=VY|G;.(3W+KZLMI7:V 8"*D0AWZ-
F"OBR'85S>.,3R)G!|1HIVY|LE_Y MY,P"EN'3+YM!/,5%5,JRS|HTH|M%MMSVZMA|6YC:
(?N_U|.;>!8G),4\$9C\$J ME=.:1!-
)2Q)!G",=)4622YT|ABIW,5|6KEC@&))5Z6\$4EX%!Q#DD8!8#2X M-CL=#CN9FQ|F2H^
T8F;X:"\$TNIT|8G;E UF_G9+7Z2!Y%F|Q?I,I9QQ"\$0NJ5C6/O5K,D MYHE(B_N/+|TS:
M^G(!9*,\$J(S6(7+879Z%G3^;|MJ1_|Z| "NI4HU9%L-5QLIQX#|Q&395WT>
M<2+D',^VM%)P*:%2J^V"M%6L34%QJ*W59P?L 3;.|9>F=N)7XY1J*|B%V@R
M;7/QRR\$|ZC\$>8\$CWX_"O"U|/GO;.+;7GW_|.:ZHK)MY^6SQ|8FO;8_'^449V M04JX4-
+U%-DJH-9_|5|J5ADMP%L#G_T9^0 FPV?EX>|P|RN62 0,HNRM|3I" M'QAZLJ-T.Q.
|1^J6=P0|)_0Q9_H|/HOUIE|<+?8U'S.2J>6:"CM@A@M-7XJ* M2 J=O|F)6'+)4ZV
MA:Y19=L.95LN=|V/8(BCLD\$HQCLI.R_ZM0_*!D&Q."<|L/AZA5V-M:|&K|
MEM3ULXI/_R8U|VR|1HQ@\$E,)*95JX9/*')8|2R 6';=%E&<1PA!_W<2D!@/;V|S7
M"K<+KA-P-Z1)-K-<&QS>-?*,W0NSY'H^8==P?.JODMMDV|L)EA9W7GVO-/W%
M4),%Y*=-Z ;@9ZYP;RNHOJ55P^#QR;0*: UTFB8*&BD.G|0>K#IGT%A+'8\@1C/6/OF?
I<;|= ?+S|X MIUYV_7;UM*X|<^_DG>KZ%>|VIANXTB^8?
K.IYESS!"_X|L?;QZ=Z^;TA\$FX3 M,ASB:9Z+&*%&3M=O/% MO2M-7Z.W2R5!?-L,-
N3TFUZO(RRA*8QU" TJ(X%3B-)>1@&F.&40)81#KK0^9)ZA, MLQQE#+O5'XP"L5?M01?
DI0&9'8"L.^?^,C<@^3\$V(-LY|%'<|:U_?O;U| ME3Z?=@:;,\$Y(>UNGO:P='3V--R
\$|ZC6_JC: JW.%;@AJ^Z=RSKV|H|IR_
MI,U>OM8;.+NBj^M=>^O5=I=7E|3&,^7L18(+ "DDNI:9:%|!\$N?).L202Q5A(
MYE1(.9ZJXR|LFV.->24=_=* (C)?D?TJ
M#JZ;S>-.16A'_|X)E38A(%/Z"B'HCH93|)%IN5)&|_R(;&5|B7Y?@-N%)G|9
MUL|J3IUARF168@E3+ A\$!5?AN:0EC%:%B)P)+\$JG&+T|^.@|H8TH4UZIPD\$W M1WN
0E:4B6E<':-(?;D(3B!_T@)&."DB%+,2\$^862/OBX!4K-RQR;%;.6*|*
MAXO=)|V75M>CB%;*E5Y@A7/%H0/Y#P/AH4W9TRZJ6#.GF-FTM9U>O9IWK)-M-
VQ|5W|1|?>*7."E9(BSC&7\$,L\$0<0RH7Z*AU-A-LR)J^2;N|4PP|:_|Y#H|!"03;BH
M|20;O.|OVZV&?!+U^EFGTZRO%UR7HYLV6A^JA=
=MEP)>"X_S%M+69.U.'R))64)D2*& M:1QI;AH5X9:24,AI@C-GAZPC!\$1
M2;6@+DJUODX+ G%&&!12ED(RJ|;8I6V2SGDQ(T|(|@Y*->BP5,CVSYQI0>@
M_ED8SFRWF;BWV\$@%K=CA|_R7E?
_W98@W|>\$"IU74|LQ)TDOV1YFB*J50\$ \$+&/%,!00% MSB M(@*+N"BD3_5/HL+6)
|D*' _MHOJ..KMY?|Q0R;W!SD%SM&4Y<:G2|L!YV M;V,BZ;T#L"
|DV"O"U#*M*D.1_0P(X)G|R#'|_/:?JIB?|(XU9|X>AQMLY# M3N:"?
8WM.F;O,=S=|1_J5=K4XOJA%B8_O3,G//?+FQ|KL>"|7^N3GB;3<|:9 M7L()#BE-
*4011I"6.88\$TSRB6##&K,YHO*2/|+ ;^3I311@--FJ 'ZI%N!9 MD'KUJ|V+
<0=WV\$&/'IF;AVY5_3NA5Z_%|X)&GWV?S-'UFV^|9@ (VGOI49'T M<|/A\$75RU-

Z(!'A)JS\$G<|7>YG9|M?|@|L|ZG9"BK@7_C50+G=%YM_@BUNMY M(U<:?:
F2Q6IM^NV3U|?U|^?=-"OX@NI^3=I:4!4!.)@0FNA(>98Q
(M)8<|(&E%VOI4JRFC|:>F|\$.%0JN=LGHP=O7AWLVP|^5T|@NB|#^S70-C^M&_ \$J2
<(!?L0#Q35!X>FYR,23M9D'Y?@|'0_.N\$'|_18W9.?S2I\$9XDU665S M)5"3#W|>SN?
OFX+K6W|UZ"=N.>#D/MS-T%..VG&\$4#18>YZ;HFM.H'8YC.:N|^W|:IJZ?
EBLQ_JY>;H|L% MFV|TP:|ZK3)S72TV@K=LF|N%V83N-%Z><4IX@E
&>:1:3R4%@12E\$I81RBG- M>!S%W(,=0*5/!R-!R|ZS%DQYUL+Q|R<|SOI.YH((1IM>J
MB\$80\$5Y+.(<9BG\X1A27.K#5|D6.G,+)O@NM^LDL);E;KZM'4M7|=":F9_M
JV38Z7_TIO,&RBY>0|RD9R16!#(>%I E!_IL@78;LO1EC4W#X, ^GC|R;I3>L!C")3))\$?
63UV M\$OE>X, ^11'X\$@'42^?&=[A2+>M)QW\$^/"Y^8N)%3_MCB2D"_%'Q(MATE'49
R4?A!T&2H|1W_N6ASJ#2)B.YD7ZR\$^MRV6=!9\$I=% M'&50%I+I3C5J\$80*0L4BF.
<(8U928GM,T2-G|/#PFLU|ZL:\$B^A6(1KI#_?40 M3,.'#(&,_=(VZ10TU3KEU;NKR:
<|DB6|P/_JP@\$!|!P,|@('0Y|"PKF?C MO^_NR7;Y+4SH;NG;7.Z|?
U|7WXEN|;7ZM)Q7|'G_4<|5JDC@J(2E*-02-\$DE
M)*R(882S!.GZVK1PXI\$+_VKT|*M8/56KM;UQH/;L@)HHR.#CG?
7!.SRBBX.>5,TVO2ZRV>|8?1#J ME^*:JM>?L/6,1"1-
)1&0X!O!5*C@HR2\$0A3C5"*>, #7'K4,1^%COR%>W?"|
M4+2(2\$;\$QC%,>='#KM'%E+5TM &_.N#/K4(NH8LK?|QS(@P>@8Y+G &"GL|
M0>B+A5R'G"Y|C3V(&KR'<.=NCW:E\$|A|:0%W\$18*06L8AEF&(-/, S0L,
M92HICU.1X|BJY/EHY)%=9R0+GN'GT.Q^=WB1,6Z^KA43D//UK/(74/@JT%7G>)*_MQA/;
Z4|K9ASU6>C:Z%X3W^
M1.KULW|HBY7Z'&G6RUVL5\$8Q(5\$F85&P1"W&>0)QJ1;C.8|2GN-4K-
NDHR@_OLM'6;UY5G_|S9UM>*5-MT<"<4WV#?OP-6W"W
7M5|,MT*O'DV90)=5UR*|9|M,/:
|S*_U@#RK||J.Q_6W|@:.*\$<^%VR|40|2X.E@>C2G=F!MGJ+Z'=L_Q>7.MH"O-(*)N?<
_N&!6H|F|,9'LV/H**FVQ39_R0NALFHXS0_B7|L|_5N^IKF?? M=GQK=Q@2C
004:Q9E%44G";E!|;LN:_CB"TI|3OH@'!OE_734OU6?%PNVE|O^2T1
M)DPMPV\$>9TB3RR)8\$LDAS|BCQG#LK3FMW22/-DYVE89DQN|4|?|RR0F>!P1
M62'K<+P6&B_?L|4=5-=J*Z-T@6V?_) "G*"S>-8+31|EYZI6<8^\$S-!0&; M
S6K|:8_37,Q|^11FM, G@3>|: +E3G8ZPK5%AW=T7CTT|>?MXN8'\$ZO5G=RU M"
HJ3^RK%%VL|(1!G21K!:(TX1+@H("\$9ABDC"<|1B@OAM|ZAI(3;HY%NNJ
M;LX#V@6|5FH%_H6W|#UFSOUP, G|3_5 C0&F|V5?16O(-7X&\$_4;COWM9^3
MVX>DIWJZ>3*=EJ#;::_96G'U:HY:QC(EP*%+V,52:6,|Z6WD-MX))LR0XF2X<9RGC'?
0)+N_T|/O39\$|KYPT|E9K|,HL_LLRTA>F_RJ*C|MGBX
M7:S73N):^8L_5NO%PINUA9U_: ZYK_6S|= _UWRE?LUO%V^_U_Q?=:N4L:VM
M|QQ_Y+G|HIM.NM!?'Y4YO56(^SG^(E5GHZ-2!YK"J4A'7OP2I3?'I^KGIRKHR
M%ZJ|?:4/5KX+3;>D+W(HQ/:%OM|;3(6ZFQ,9#_"J60AH/.KXO,5.ET|WX6P
M'%3V73J67Z1R(Z5@ZUW#|GOR0S,B?A;:^FI>-319QA%,<\$YBG5R?
E8|RBB""+"&"G+%&\$A?|D&AAS:<|U'YL(D|5/"_NKD67T4ZS?+Y5_FPSZC>5+\$DF'(&\$K5
M8H_%D#":P#R)"I*F)).9%;NKB|"Q_:!2_ZIM(QY7^'|N5K|938^LIBE25F4D-
-8.0I*8UC2/(9Q5)0|RW.\$4JNL\$1MA M(SN(DZ7,7GM%08C9N8)0.+CND7M
<\$E|WG;@MBS<_5%A_YRO7J|6U6NJ'+/W(G^0X&GK7-DR4/*U>WSZ2|DA)M210
M@G3-G8@S|:)%9.:/RD0BD8|7HIT/M/A+Y:99A@ZP%,LIWG%<_JHQHNE9HM-
M'|>A'W\$X|8FOE^'_L;R?E|'^N!5E:584N,0P*PF&*\$48EBF3,*.<%RD3A434
M|Y|;B8|9K|*?|SC43N"1SO3@38|5RPD|8U^%ZP7U9-[NM@|:(A25Z4N,|S
MM^P%3O#K8S!<(O)1E1'+Q;:N;"X)A^LQ)U8U|O(G1|3|&)32AF+BE04D\$K=:U
*"HDH,IC3.),8 MYR3E5I-4)^9S1O^AB7;6S79WK%&8^G6|O%V;I"M2-RV?
UI;^)_2TZ'=7OFY% MV#?LZG:AVGOS=TLTRT#S#|JF0<>UOK;MY|@UK0B?
<;YK3*B9_V4F|V42C(-I M-
V&Y?"709Q*H3WM-TY#SVS/V_8|4RN_T=8%L9CS5BYS\$B)=YI.O|+B\$B40%)
MC!.=_LQ36;*,XLC%|)\F-75.39^6F|\$=@,?.9H81VLWL|?J,*.+ 3GQG2W5>
MLD#&9H#0K/;BO, O5=|BB0#S++^(|3-"ZJRE_O9.?62Y??Z5+9)2EA\$CD)5E
M"A\$N,XBC.(-E2C%1OATJ(RM;AP;\$VN|^<|K@(-!V&&?"/ZF8!1D(|;!WF M_|#UGN3(?
\$8='GMA4G2)E?Y(PYREA0D)|X@1F)/|_#T*^5&=FZE0)4@*V-T
M=5&&|E=_|*9BDFX"HSEO|.X5Z:|WT1(!LMU62_JX-5|I=J,^PA_9=JG_M=DW M-
M7O|9D>&"61;9'Q*64)/(39_RVXC.6T7_SU1G0Z S_XKM-|3|WL6E^^7&Y MUM|'.G
MQ;|M-OS/Y6JEK,25VK/6MWJO: R)'F6GMHK'JM_K2(@X2XH(ID(BB(1R&VF6
M%3"B21PC1 6S:_SM1WYB3?_M^OK|?UQ|^G0!;KY=OO_P^?

+;_T.+K^!|JKMY|^@,00WS<.-H\$1Z3MK,1T^+G9C8X/XTCL.>DN_?;|M3&1*_'(9%P6F
/%?OK=94.S33D^JFN&;7@S--D#Z04IB640)1MFF>0<)+#J"1)GB4ES1*WJ
(23I*:^0>@1_I_HTSBXF|&9<2S9/8F49R^"M@)NQ:.A<@,L7AY6OI&IR|<)W*STO9K
:SI.\$9B|@/'?P8?7FV2?<(U3?Q+TZ
M=YC#ZU=1+3=|D6\$1(QUI2C+M0;"\$0Q+A%!91EN92B+)TC;P=+#ZQ%K;HP<>
M#\$\$|L P|^5+99@4=|^5|B&B4J&|J>2CE&-'LPS.C1/2+NNPG":O_"B KS_X0%?CS;LGN0-
7#1DAUDM893Q&HB-'#XS6|CC)+O|2;I#|G;G7;43U.=JJ9U!TYW6U6QS\$=
LHO8#AO8/U%<|N
M.YG<^|B|D,G>LOK+YF=6|65T,GK'Q1BP>"|>F;W<'6>T;^M.?.*S>FESK_CX\$DL>\$2@Y!
(KFY%"(~?M@|M'_GSMEK=B.J^OI9-9J?SR/?3*TRL=9^5(ULME<-JJ&M_^\$B*KWWB|@
2PYH8-M#@0W5;22?X*1I.=E|4IY'EAVMO3G|Z+U4Z\$M/NU^)-
AW>&Y.%Z92E:D/3J9;W)"KGO>6QLCH&M#*<1T|Z!'BNN9W3"56PG;WI(I@&?
^NACLWG60TSW>O|S_EYV?WKUZZZ6E1
M%'E!1*);IQ&VLNF\$/.RA+&@A101+:CN(K+9DI6=EWW4BL5V=&R_H=Z\$>M;*_|3?|OL-
J7;+FYW,=ABE@6|X1(&,E8'484,)!0J@_CJ2RCN(@C|G08&0^3
MN[%M8)H\$'KL3R6BAW:SNLQR0BUW1YND;*N=SR*!_@@X9%//E.63X MP|ZF:
|E5J_T0!|>WE>;:KO|IS&5RFB*=2UTP|*/ZDNOR"F.,>="V;:\$0)23_M6,<.!4Q9%#',.(
(|*BT'FQ,K-7J"U,ZJ|/FM8Z/C%&SD9|0,-0P>)'1=Z M*(|@^MJCS|Q%T_-2,Q;45HP
)HPQ|6%B;FLS J|@CYFC;:AZ=6U;KJIV56>W6_MR/?8LQ;:#T42|&@ZM'\$Y)N?
Y>,A8\$=VT_X5T@=O8#LGBU|SEV(+SM7@9\$.=9_MHY>AS_EM&|)O:QU|RRPVX?/?
N^OA;^=8S_7JFX&PG#5_M-,3>|V620'N<@3UKH.-MHCS0\$"@%|A5&L3*KQQ"M)=^0Y
U_8SA- &@'9/U M|> *_=3&!/I%*&I.L@|(SKM-&\$4\$C++
(|D5A\$);82YRX6|H#"Q&9K1P|H@E|I M&@|!L3;|HT1ULR5N4GH,K#|A2;
)J2_7GWDD_0GQ#F?0G_J@I^_QN%SQ?5;*M+A_&42QAQA,!\$4|36!+.
((XH*8DD&45.NO9|^8D5K2/F&-|I_8'EANXMF,.6_MW=*9(|_@N
BA|L_GB|^|I(QX5|&"/_X|S7;J3_?%U3L4ODY9UG."8=9KK8N_MA%,)2|XHE(*@."&XI-
BIZFJ_UL0*U|L-T*).I_Q|XR9G1(&0L)-(|U!<%90
M"\$":>L0I5E5UT+DEWIL|XAO7W&ZW3?ZV@VZ6V092DJ92RR2-D|AIY-P).A,K|
|O'RA3LW)/M8|5T|U0GP=5F?005:O>_*ZZ.?I_/M?G71RY:7>M"2QT2"4|#::7T N-
PT7A/L=7R|Z^8VG_I0K8?'Q0P6.?QXU1F M;CH^*.IAO_'AC_OJN1F|VDZYU%,L|Y,L/S9M-
1IE84|F@,'*(A_(ANU|M"P MR),XQH036,1Z?|^S!!*>EY!%ZGA:
<'4^E<(N23|,0RZ*X)78WZ-I#;3&--HC M_.^/I=;4W+A:@U'PVQJ-
N2!UM2TGA_YV;7M;|D#"^CCKSELVQF&-\$ AP IF MIT8Q,I,Y"P'I'=1_5@R|6ZS-@Z63O-
)P"@J6)\$ED55VD#7%B1VCE@=>NG"QOW95XN"-X|/8+MQ
MJ|JU@W+8EDT"D)NYZK#IT;|+0>@8^"I%Z'QL8^WS,X1GX)H"&P6^GZ^>FNXTPXJ)
(&95" M'QBUP8PC2-, \$0R'B!,L4L=AM))4#Y-?>72,M!V7'9NU>H!JYP9.#)6;6T;
M5#_GIG,\$Z|8'#!_U'8%J#;P'AS,VQ_6'Z*#QK\$CEO*-1#_A_HBMA_^THVI
ME27L&@M9(RSA,H<9FFL0|(DAV66"!CQ(HO*O&1,\$I>|=QNB3B;-'PU^+;;|I
M69G\$=.5T#4I;P&<;G0X+BFN8^D4;KZ;_ZYL="Z#C(>#!T47D8%*K"Y(SQ| #M
M03@,9CL|Z|N@BVR-(J6_VG4(8R&<4Q%#G-(IQ!_DC*4REX%+B/,D*)Q_%
MBNK4^6,=#SK0W>?B_P\$-'Y767;8VIF-X\$BYV8T@('ET^'(0.EBS+QN;_?I
MRK!H"+^W4@9:'W6MB|.0)2I*SC_LDY1_E"U_M4ZX+|*#4\$L&95\$9FL1:W^G|IQBYF%
((O*WW"C3X=<&>_)^|X-6VZ:4;/E_2 MY VZ59ZS,.Y+U;^Y91|*9EU2&*%^0%V>RYGX1?
G&N M&5^(4S@L)'H#T;(@9&8+IH4\$|1K"|JNGV|/5:COIR)|*Z|EIZN/UU?K'^J?
MF^H04D99>IH"TTAFT7\$ \$L\$2Y3F4)4UD6B*<%|3%F3U):6('=D|7.V>;EAV MI-T?|#=L?
PN MULM-I=,=\$#^RV8K|B+|T+Y1|M'|8V(E?9&T?M'|9D|)5\$:=2W2(I:32&8P M-
:ZD+\$M8XHS (IE=0J#;_=:9S@?8|MY\$IC)QLW(|J;X)M;M?+?
^H"=895E*&?;9#R*KZD#F+TQN#J8?|FVC|3TNC/# MW-|HE)|?
@&;|LIR':ZX\$FF&X/A>UH5ZG961T_I?DN OUWD_+(MCSJ-'SS*3 M. B
P6<0C^/JE68.!X'R|)(SA,,N/M=:?EFLH|B,H?M(6-L|:Z_):4E2T0\$
M19Y%RAT>*^W535YD|=QGI'A0GVR?P^UJ! MJ53|QV;UP_RA&;QX>5N)=OJ
SHINE+YI#?4B(|BM9-DLX3MLNVP7|K;-'*07;|JS?#?GKF_)SM%*< M:U+F5/-
^63|LZJ7^|5J^?:P50W6|X*+D69HR9:WB%*\$\$<4@+)&-"*XX@4/\$NB
M/'Q5MZ<3&R|C%>X60.N6*NWR^U0E5)|@B.WLSRS N=FC'4O|&PK-%7C.U@7H
M,6:VAY:U"|#&R;)9J-\$P!;)|8_GS;L%&P_72HHU?T;_?"=B63=3U@3_0"H|MI(3V|!GC
#18<3-O#OC:V;-I4',S8;|^|^| #K"LD^VX#F+.1 M7RHU1+-
<,E<6HQ,R/O\$YNZUN'8B7(!6F& D<;<)?R| \$K/:T"? M0"<2:&0R&19MVD5?

++"7" QA#EQ&-*>?>18>Q.IT Z-7"SW3 G-|"S<M9RXEOL:|&^;U4KMR7^2
MBB|83O(D\$O1*BBA\$"<:0(((A0W%*DC)*|R)RZPWCRIK\$FU7#AK|3>-"%:L20
M_HC.S|8XVRW*N MN;QZ,JV7\$4.O9Q :NP=P2DL99E 7/ 4DSC#DCBY>*
<(37TY).SE|1=R+|QZ M4I_\$O|X0A9#:T;S8"^QL2,Y)\$|@|G"0SJ|*?;\$:E*I |O)^"WT" FC7?
Z8)_MV;A#VE5J^M6O5IL_10%\$S2.1YWE*8"(+!%:%)"F1021H)AF3'#)B4/)H2-Y
M#T_\$H|)P1Q?L"#O>A=BB::?=(<'Q4G9|:JNFD?19N !'D IG!AS%#F05;*G. M:B0+=)^0U
M.TK?>0>ER;Y;(%I(C&4)9:G.0H@(!FE!!QEFA8|SE&"G>YB)^%RQL2YCNM= M|S/#-Z2:
<=#G_+L>=A#=#V@R5E(6.I(\$OTZ/H4L?)""",8I261>2YCRN3/=0L^QZ|A
M+"5|;3WCG/;66;1?7_S^|:Q|<5N8F|U|P_HS8,*T0
MBFESY;.0I<1E690PE;KD,18\$E@*I0P9&5%"2%D69V?1L|&7_R?2|JV_4E8C-M)7*;KBZX?
3&V%Z#QGD.F,98V?-&MFGXV' U,93V5>U30^I7TSX)M\$X%|6-P
M&2AG|U|VMF+V,4+W2|E'K>-W3F@'H_:J>*PW |VQ-#?!00NH|DIJD2<\$E5A2
MF/(40Q05!.(("YC\$&3B>!PV_AV MW|*006|9RP?
H,3)!@H'" (%.!BZ49_7N/2!YZ:|!+.\$|35H/"V-ZPMWZ5@>)
M%"WU.U'|\$)|V">8I(30HQ(B1!:(9!K!;L\$4EF6;JW|D1&:QVX#|T0G-LS/
M6#|1>=6T/PN'X:X=G M Z85|+_:B89(&IS, 98J^?&G!6|2V?|J|X\$,K?X+L"
|YXGHHZ,BS2G MO,1,0E9DN3K"127\$ F\$8E-?L|34P;*I-IN2OUS/:.< MLU/T@# XQM(Z!'I-
'IZ=)|3UH 46-F*&JZ(8I#9WJ82-Z\$?J(C:P>|TS|.7Z_ MO,|P>/NT_TB; '&IS.A?@|YDW|YXP-/
K")5#-!?:\Z85S?PR#C*-YJ;_\$^Q+.D>/ M;07_ |XV>|ZUS|C6C"R:P2(L8P01+ E"
(TB3\$L\$XHUB(5):)<#J_SL#SQ+M1
M1Q3|V%|Q0WHQ&M|A;UG_OX::=W2O>RV+VG9|TNQE&_F?<:4YP_-|WDQE^
M:9/N+V=(CZUT_,ZK":PN-5DS.^|W|7);&PXO=>_|Q<.+CMTES621%QSR&.<0
M|13I_ %4.1U M)>@Y'4WI@ZFP3A.<"A)E,\$DEAHBP#)* (B=HI&GZ4X^6UU1|_I M=|_R
#H6O.K3S|_H>TT=\$!S7.^IQN'C<3UO*&NQR^AR|F6^F+<4_O):V?7"Z
M5N=M5|!GGWB_5 _J)HE62W*\$A<1USV!!4|@|SIF F/%2094|R;!,1":=K\$8(
MIB8V+%W'6SUM5T>8>_1#M|*_>PKL+,X

JM_ ^T5LKZ7B35/?PC+%=KS2R MXZJ^ &NQU:=I9:G=
|/4;|+.5+ _FV_ &RWL<&D+UI>/|(%3)\$|U7N-R*T9=<16
MI*Z7NX_<#+Q!9UL^,;Z!S/M47,Y|2>&^N4E,#6Y<7E@'X5ZAIP: M5+
|@19%|ABFDF\$40132',49E(AAQ*0LLKQ8_! 5W;@FA T3=K\$+??+V#G-# MWB|7|
QH;BEAX8#PS QK&>A|KRT/X\$W+Q2_A4|3LQ Z<*7:&Z*LDC-D!<2IO MS/)H|+M=HJ?
7EIGHAOG1=FIW3W.9T%T1,GY?>^VI& ERHL87,P|3G|ZLOEEW=7EY_ U9?O-
H^ _SAR|UW?4_ /OEI|_ @,|?+K_ NV#^9M|/:(?X,.V9A88W|=:=Y M
G_87&8\$@M.^OGMR6/T*O)WA#5/5/0J-@;)NOW5GJ^L>)>7: L'O<0N|6_3M9
MB4|J34\$)^|=I3Q.P03WS/SNF|H_ B0K/2U|@7G"1"%R*#,BE ,H=<_S%*LW
M)0N6E7F1YU8|@%V(3FS##3E0-?2_6L R#=<)M_-V>0HT""^;%0=@QP+H|7#1 M_!JT;
(":4"RM|93@.5G8_!YF1=7:4?;*C62|UF0UV%ZYM-YV=#C|EI?W5- M5|O;Y@:|_
|HE1PGA,8ZAB"B#2/T+DHS&D&&|B0M& DU(F>(C8FMZ7Z>2Q?M
MW.RX"#8L.)PCSV%F<0/(B(3C87L0!/:|0|_E5'T. M#8<#=\$!4/_*
(|%Q.R%:BCMT&#ZWQ'SG7DMAGAUQ:9|QLVN"|45|C:Y;A;6
MZ<4C\$QNBEL*E*_12G&'K,D(2-T/2\$@F6AW>"|2.N1"W8K|>:'_|+/%Z\$8SO
MG8>7Z|RB 2>8|H|LI_|LOE_ NS)H>I7;2IC0SZ_Z++-,5BD5,1Y%DD8 M)Z2
*,4DHXC'A9<)\$3C'-LNV5;T)M865H. .E8,/\$9S4+06'\$!H(YE_M"! M,?
NMRP;_WMY8(C6QL6=?5_8/2?MTQ8ZM>_%*WU3-
|3O>7.+&D")@',SYV,X=G*9RRQB%X4=1YRJ|4|&0-R>EB M)OLE_(S/|^MJ-X9%J5P;G='
|RL=.*Z_B?IQM5VN;S|J.=M^GLVX%07IKYO: M|.&O%T4>9X@H|RV360P1)E+9)5I
ALHH2;_1)*XV*4P;\$ULLGZK-G6M^V|U M/
\$(6#M1^*&9=*5+%AXZ9MPL5J#W8F?,YD?;S<|U^3-)7!V'ILM|U5Y-M3P"
MK9%=%^%NYIA^Z.O9-^%L_<("(|@P|F)J5IL9%LB7YC3PZIY3VJLVK|W4GYHB MU?
KR<7NWJ31;BZ2@.!. "M.FHB2AAR2F""6"\$EHB&N4N%G28W,26<4<J:O>L0|O%1'R^|/S1
HC/F_7VKEX0 M2K,H4>8)UD)46>SJ&Y;-O6)WP|C. MT)V_ MC?=:;=N:;>=-+Z7?U
>UL|9X9(NI4R5*(M+>\$,\$TA\$2F%<8'CF-\$TB2/D
M9@K#,CBY96R:XVP;_4!_HR)PJUD8XU6%?DEY&I5(Y%|D:0Y1@3-(,H9@AG"6
M)S27TLV;?:U7Y!47^+E>AF5\$|4@=@QZCF|Q>-WU%&QXUBEI#=?-3+B-U(EH
M4BRU;0P8+9@&X=#N)7B70,'@0W6("8BMNFRL5R|6&|76Z?/MR+ZG:Y
MOOVMVORYO=,LD?73@O.4X|1@,)\$6W-D:6@@VDJZ@5&H.B?MC;D7/KSF(0 M+(7K--
OVX|Y CZ+GVNY=;|6GYX_ &Y^W39_+W3?5.JV(P^5 %*U.2/= @P=3?

J.PI%IX+F<+BYWS)^9J@W=657<ID?FIZ(8HP(*A#\$
M&5.GM5RDZB?"H:1(\$L8\$2!T&:XZ3.D)R'C.6-4?6GL&*CO;\$0X-U/Q:/11 MKR)Z3SN
MRHGX3"O=1D#TX'1&;68>T: *4RN T,L;^^V@E_ ^\$!6Y-59.CXG6K1O;:VM M"-
LN:!!FQG H*\$YFGRO9\$2PE53_EF,4Y)I&@S#:OWYKJQ+:FXP"2A@7 6QY,
MSUK+"ADW&(?-SF3@.)H9P\(%Z)@ +1>@8Z-D M'QXE#P9X140:) L@YI?N
M;X=DZOMAPLC7&Z)\,?^"/AD/'Z)+ .I&|7B|?USI+O2G^D8_2[U_ ^*2FTGU?%RPIRBR*
M)!0T*B\$J9_DHA(6G!7JP\$@1*8NN(?^~R|2D@\$Q:*<_S7OPW/O;D\EX[G36H
M=JRKM^9_LJK4|2^Z8\$F)X3J(*>0+M7..YG|_G@.> M7K33/W@?Q_KU-
IQ>O*A3N@#4,!RV ?\D0_::A62MYDGC34T Z^%4JBF(A"IB M:)O\FS[^_['UM9:SAT).+
(L<")1F& M<29SB%*4PS)#&/*"|@ (CGD?"Z;+BM029V-OLVYS#CH5CBREF>M=V>|_AS?
H MMHT<+|P(P/_5.(IVU".I\$|&?E^OE_>/(F4H3UE2PB1AB>|DD_LRA)R7.8|
M0S&5TJL_Y?RL3YTKW%6X_=@1OP#W#>F9RBI/BG?\$>.|>3QY1J|9*:>
M/+W:QKU(YD|L GP^|_KG*JWP?A.O7=;ASOA_CY(/Q<2K!S\$GX.Q_<743FCB
M1XH;W1'J\$ [4]LR?YB"IS'S M8.65&IOY@W:ZTIF(-?
WL8G.AV0S9^*.S.Z|E|W63@Z^|;9;G)&.02ST;2/O= M!.\$(RA3+LDRD(\$EAQ*AM.DNC042,
(YH3).#\$@72UN,T9M7303%?:NCP MAT-TQ?M*JNO*Y!QQ'C WE3JHG*=8
M4%|TT# #11H<4&TT<::HF>N?DGJ29WDFBK|A4|OP0P|WUSCX=ZGZZS9?YMNO^
M>;5^2U::S?A^)Y3_BM(XCR1%D*G_*A|) H 2EBBSPA*>2HRCR*GXU9D#)POC
M7@_':N|VV"VJ97?NQ;;L9?!YX#UO<4-"%>(Z|M%JB-MD-
Z3GZKWRU:0G/^3M)VX7+V^72KO?D8==K.-R MS;|6&_ |89E=_6-|H0J9T3T>+U|58I
G/6,H9C!,|TTX4\$M(9(?6|8_Z_%F@HZ Z+&GU/*'J+?Z9_NR,K|7,6SPID76S^"U M:+Y|B6:?
(!G";0|30VE?;7>Y)#Z5>Y-*U3-=|H6_8J^_S6G:W*;Y38_8J_ M<00Y^:
|O2'VG_Z?/V.H(*,PV4V^KL;X5U' |0'#S_1>^3NT+7 A=Q7) \$EC33_M05&C M(4YU#D-
\$YX+"5BU.68'(2KB4_1FNH%,&."Q)ZXT;=JOYKYN^/(YC"O
MQ,X3GAUHM|VBP5C_?|C>P'V+(F(QKU%|_L/V%3Y^WL#P?%+I"/('G6?WF
MH#"^|*7#+NY>4WC)N3F%D16*DA_|WCO.)85G%YHZQWM"R@&WOSXQ::_DP<<
MPV8K.!)NYF@(A_GJ":TE|2HG/+_Z;-6\$UH+VBPGM'_+M=*L.UZM5U|:54L0) M4V?
>2!8%1#&-(;MWW%).\$X\$9@1SMP:W_>6GSE5MFKL:BK|=;) ^A::RFXV5T
MO)=S\$<^C8^TQ*48TJGVVW,S|:8^)^7C|F57;2MA#7;=|S#VT?+F^
M%2OR;|O5|K.XIZ*R"%6^?&1"3|Y0_IH4^*,AYM_!|S T^|)#A&!'|HH(|4<..\$
M^4Z),!#|.WADMN#<*6;|<;>3GYEEYH@:A>WB++\$HK+2&U|42(@DAF&)" ,%
M9#PJTxBPHA31I+/6.DXF3OU3WX|RTAEK.TSMHF SX.1X23)BHKF|-6&JKV\$
MYG6&J>VX^)^F'J+V\$:N3PM(E/(W7|L>2BS6OW^L&\$)6>6_NL&D3*).<2%S"A
M2:XC_3DL1:&|HS \$G.6E%'FU!)AF-|S|GJ_/F3'R3Z=2VG6DH/MILG|NMNL M%
(Z.6>SG|+0T4.%0I4P7ZO_@ZBV3|H>;2_77(?+'TR)X?I@H,2BB&.>49' F!/=0"MGL,22
MP2*6_,Z++"MRTN6)#)N+, QYY(NXV9..F0OPH-DQUU*B8\C|:|F?H^)^2%!/H
MA9P_@LT\$|J|7U*3B*N;:>5>SM83<, L45V+%H_G4POF96V!TR2V:%W^|>7.G
MOKLF(TU|A?7.N56_H\$T^&|AU0AK@)|J3_\$74V^6|29:6C=NZ56|/2*EMV5+41JL?
X\$OUQTKHU:C8_BG\$VOQ;/T9)O30D&7DPJ2Z-#AW7+//;
MAC>7IW3_NL=MDUM)&%/FT@AFFN'<*I^K(JO5D_Z+,NKJ4Z0I' |0CTQZ:008K M4?
|*IX+HM8R7%P<2-Q|:-MOUY:|&7XWM;|MYN*A\$FS9|LTVE49_5RX&|L7V
M;L,W|VMF<"RO"|@R|H|9GR86|U|H0C36^ ^2|:ZLZZ5,*N5|L>G_RUZ|4P MU?3I
W_>*>#K1W;7XM>71G<"U)P*_JO_-NJ#JHY>/7(%^J/Z>JA5UYLM6"WQ
MEQHK)6|H*.,N^O:H+PV_,(O|HXGIH;#2/&E?2XM2;7XTV2X7X)ZP.^405T|' MK*AK-
9F:F;SK^5?9H+FKX'2FH+IY%".TW@B|R4|!0/D6?93N%4|^Q4|CRL
MEJ)J"P(5Y=N*W!M_:A&7.)> MEC+H"E5;VJU?|JH? SNZ--("3?X#20.7ZYT4^J,:W
M>&3D=(/F.QF5B'%>1)+Q/4(F_@2+'("R3+/'<%*ZUN&X|O|/7J|BH|_3U
M.126ZNDMH*-&6LOFW|M_\$JU|OOCK=-T?UJWCGW)3|HK;+LRUH*@>B-J.OY!|
M8>::1H1E:900*-,B@8A&")91&L&T3!E*=)%:(FP4ZA2:B56J3Q)HFD|#8\$^B M,JQ;
(61UTRYG;.V5|)PL0VJFGNVIF/K77KU.+CN+@IT3JE.OLY|SC|H\$S|V MJO_J-/E.N<+|
|>5M)8SRFDEJHOZL%KM3*!7MQ3-(TY15,*2,0)1J32OE!F#
M":8DB@B1++,*Q|N3GE@Q=|R AANP8Z<=&2AJ8#@ "FB7|:(XCON<#9M.AY|B
M;H!Y)#TX(F3FVW.E?BZZ^|#:|F5\$8=QS&/E|R08ZE%H4,J|Q AC7&2EO<|SG.CD?D^/
M+#!T'=OW#")DX_^,E|O5!_(0V=\$/&I9IE"|T8ND9_:%AX9|H1&<^Z^X7_1^Q M_?
@H5M_) |UN|-DHI)+014/HX>XIH2B\$F*(2MX2C&6+&76OL_A|A,KH"((M-\$5@2-
KOPD=P_.^CC)/.3"^>A9QR1T-Z7&">IG|_@*K&38W!;H(-_|A#
MLVWPIQGN;^(#G_*+|UW|OYBHMSICYXMNI%G(E*4\$PT32#"(|YIFF20IE5)! ,M;=
|DI%+H_ %^A;AXX:>%#DW*)|+X&P"_.-\$_-/.PDTY1T2J.^+32^=G?| M*383

MT+RMMTTIP;=E_8^W3V_%FMW=D^H?)BY&8HKR@G/(F'':41PS2\$C.(>8XRO,L
M1<1MH-(Y@M-[T7OR0,-,').@41K.VT.20LSDZV-R+N!?'B68H:JK3!';MZR
M>40A#RKB;9_S;&[=#1FX6C\;NM/XH=8Q:T;.%T5J&TYY A.6JG-S)C L8Y9"
MD0B;BJOKPLQXDC4W_UHUPTKXWQ^;JFC*Y[B6>C1KH1P"\$>48
MYG&60.12"6F1)K!@E+,XYAC'3A?STI_YL5EI&0.LY0R0'0>U:9H?
YP'2S08_J_/HQLGJGW=;#F|=P=Jp%K8=B5"X(EA?1N:N@QT)V)%2
MV+\$(K^EF\AEH[U'Q1(6)"LP@03F%J\$ \$EEF90EG@C""%E-^JGW7|F>K.JDE
MIX|LS8FU<2RW70.8GF-A9UV\70S&)V-:F%T_VC_=2Y^=KSZJA1\5ZJ73'
M/S0R" M:ZAZ+'U>;/_>=2K\$4.\$NS".8HTC//=&V%+!+(!*ETC,F<":O.:C;\$ M)M|JG_7B-
TU(#76;JJ/NN-FI8"@TW#1R!!#^ ^=T#\$H;JCY&ZG5ROP>\$/ID) M/O2,IX*+|7)3?
=EL17=G700XRE*20\$H)@4B/?505/B'2C?!9#B:TN^WF^V=OIGI<.L8"J?OKA
\$,./69&>U#JY@O#0:SLH|MB^8^2O MN\GOHF++6M>4?7DTNQQ-RH)SOJ!;U3M^
F'E+, (ECGA:9\$4,2%N(IM#F)3P7O@R4U&R,JZ?JL;V| \$ M=?|>T*;PQ61&?A,/:3?
:_FU:49#5E=KW1KP1GUAS#C;B,0L@SQG'*4\$HAO MJ908G:@F"66ZB!UJ&+P-
R7EGPSN <# JWN59JRJTKVH7U_5!M^+Z MS|7:F>Z6#|>R&4|_M1OY67|F?
RWO'^|7\$<,XS3.A|M@T@PCA\$A*&\$*0TI2@C M12%CJHW6F?+&\$^R>%| #IF-%Q?
F'8Z0T_-5W;#;\$?VY5|N\$ _LDTF!0W#CJVY1!WM&:K_ ^7|<0L_/&1N+@&-MY"<&-%P0>
M>5XGA0R6P'5(8>;,K),B'J9NCI"!?'IP_ |#;/.FK8XDD M(BF"\$2(.HIP5&=&
<0A(7(N,L1TC*L8-03M">_JJ(P18GX&QPU!. (6FKWA.@ MXZ;TQP>>Z/^_2P!|QI,.
JG9<33GLY P0DXTW.47WE0>:G(C_B3<8CB"@6D.1"P\$S(.&44B22SJB
M9K^CS3M254^ZS4%30'JNK_Z&KJ:WI+&\$R|7)ZM6M|JO-X^V=^B|H/ZF_/0_D
MR71UEYL*:(>_4|N_.68NX*_@|HKIV:Z,W\$JPK?E;ET'\H#00-UWJJ:|706D;
M;_ACTRY?'=%A946|_I3^ ^WE3W.KZVZ^| GICN/"_!2GE\HOHET,%M M^'4.G-
!:/#C;46R8|?Z9Z|PGW0UJD|34!9!:_|D:70F#ZK7K!FOIKU&61|!| M1_%=3T#0EUD*OJ1-
=6,H+;(XS2!;J)|-ZQ^0MJ!DUF9LDP9X|3:|H|B9)|T MP/T|I(3!|C500,3>|,V|J6UX%@R!
MLDP@"0W|7 M";/_@ZV2B_-8^N*VOUE|!%M=SP_Q#+V|NMX)?J>\$YNA?GC>^4,
|3HB+##%Y3IS:D,S,_|0;6T|8(A/_;=-P| ^;(-4+I.Y9&K NP^YJTDC4? 5HVL&|(
M|_DTGF^E|DSKR9TBIXO&^%/6 A%F=EK/Y,G|57"7:|_ =8!B M)
(UAICP6W2*'ZO+C!"8%93C%*2\$%LPN+^S,Q>7S_Q9Z_\$K)K6|_MB<.Y^*=>
L|\$DZEN)!JE\$)4,PS)1KX/BHBAIG.811Z'.M^~?@6SXGL M^\$/J>+PF.9V>^JY.<"X| 6VX
^EXB,>?1\$.:A:"SV%P1HPZ3RS|TQPWAP5W M.6>>6A?C\$IKW""CC;Y|POQ|0):KL#V50
NMGZL-BY-R+Q _"%4GQ(7TO.V,?\$ MY:#+B<|OM7;NF)9/VN?|KJ|+|LV@
M|461Q3(F60&3,.DARK(.TBP6D)4EI3A.LB3!+|JV'10#B9*0\&Q6Y%G3|_TL1
ME45,=4|G2B#B\$8>\$D0A&619)*3!#J5-|KF =;?^GY=KDSUKYFN#KA \$U,M;
MG7BCQW7K4=U/8JLGH_K.=^_DP?&O_!K6 F<-UVACU3X!E7H&,+|/D*67(_ M&HI@5?
C^G,OK_KC=_KK|KA=XH';ZJ MZT<=H4\$*M3G1?U
MB<|QNMGL;S;LH|SN0)Z_.Y@4'D=KL,MZU;P!|ZD9\$G MP8XAL_-H2@#M;P@F
M!=+OK'2MR(O|90%90_T\$W!\$8IB#A-24HAD|SYNF8_R*S-"6*Q^0|SFMYXF-K&"
M7GUY=_WY|BY_|_?'>=Y3J D)V6AI+;35?;VS SLV-'%_RA*0-#.J#*VD@8 M;*+K
*F9Q|N>%_IPUJO%,Y|MZ(0Z0HG|KJZO&#ZU)6%/:;Y=_?Y1Z\$Y3'|67 M9I\$)GA&?7-
1U;T+DB.?^ M4^+B9A(:3OH3G0TS#V#SH6N-2BG00MFM%IE@+VHO,\$(U07.E?
R|_:?P3G MH/.<|Sj>Ej=;^N.F^ET)6FW)PN\$-R8%,|E@C5I*;|<7^5V|HPQV,XU=O#:&:
I(008U;:|UYZKBWAE39:W|^ ^#&Z"SC1,TD_6Y
ML>/BE;O>.\$%UO@>.VW*>=DSM<_5VR32|_JH7ES@M"N7X,%E0B!CAD,2B@!&2 MB,
<|+2+F-&'|D,3\$3DY'T*B1H|TYA,/2I(P2TM%:1.6;(+9Y6I90ZGU(8%|_
M/2G@@@5*>_N2HIL"R|ZE@FR6CTH:P?U*',9#H|D,HT!3,*O%:'<+|L>2ZN;XZNHGP_9F#
MO@^|!%LYA2+Y&E^>@8)UH!!V6AF>'FU(|70>|F|@Y2A@\$KDG\$j\$RRUW)SYMN|@G.00
M&OM1"=0?_:_|;E-MNTEABT@9G#2-(R@)2B!.*R@S2** (PEI*4"4M229PLCQ75
MB/MA1V&=08F.*#.9_B6/-!|>^>42HS02+(499"5* 8XBA",EX+!/"\$NL|KE|&9CZX-2;26/8
M WO^S/G Q\$#>_#S^ EHN3>V!;?4#+_CS@<6IX70S/?H70^BYW*X"@.H?11P M:F|
(WV\$/JY(!?@^|U;WC9M0:9)@-G|6S1L@J6>CPC>4#W7_!;?
PLU|WZYLXPXSUYTNE|+6."7^BG5H|Z(H&IB*^!()6^ M+C=|DHD3BK6NX%FNE@LV.O.
M<-,+_3X JG+-ZHY=0YXI>7?U<;O)'A
M7E\$4*X62V#S6!TBTW&EX,PDDP0*2H|Y>@P\$'KV6G2VX.\$;H?@!OU#KN>|XE
M5W|W=EFK|^SEFG|3M?HFLC03F>R'6&T>M|J:T.37S6K)GO;6(BT2D1:L@G+
M,\$0<19#(+(|X1XC%*,Z\$L.HE/8;)B?>^EM&FSK&VC;P.|:::QUIZ^R-^?DM M;PXDW;8|_
Q#!'PUC?MN>-| #V6|<_MM?|UR\$|5'\$6:.T1KUAP9101?JGBVW MZV4WO^9_ _L@O??
3W(SI%_,F^45?9NW?%.^|*?.Q0'O%6#P'|@OOI6?;_,18*

MW|W1J_E%UU1>|S|4M^IHYEV6OC;)STZZ6K|<;DF:Z9Y49|%#^5+%+&DY(6 M&
(1;1L(80YIDJL=0|2<|(@RR85+)S=[TD|HA%!/U.<@S?=25|KF>QX4'K8 M,>\$6<7'
U2|L,@U::GM!TQE!=5QH;OPOS'#ML;K7|".%W|Y'C7G"(PI(' M, Z\$9XW%N
/R,B#CL8)W,58|D MI=|)&,XC1*&@DD*48 Q+6J:0X C+&\$M:
<*=.:S|VIO926S)FFZY:|L|)Z3|P MVAF>Z4%S,T(=;5.CVXU8-?6ZW1|V89B.+P-
MOUG0U/01R(3+3/=A8N|S|!% M'-HAC0HN2FX)T#N
M1;+.LH;JD;4G/&^)K#,@!Q6R|BOX|AW^)FZ7|5;/P_I"|L4B366"B3I=)\$DA M((I%
BF.",1)Q%#|(B%SJX%(IPA,;|3:'KM|FD 3=6TM_*3894/(.F;8CL*
MZ=\$|^+@D(YH&OUAPYE|Q|4Y;|!%|XG/N%U|7^HIS39KVX=W4ICS+"JY.ZTE:
M)DJS,@)+1@J8QGG!(Z*VXL*J.|V)|2=6K&<4|2|OC@%Q_L)GI'ANVO2,F,<0
MKZ/OVOKJ9:2H?K7_|W MFR^;|5>Q^2(V^F|XWI_=V=A!|XN,OE%|M|?
ZZVY.|MN=|<5^/7#-?BB_O=L M/.W'S6:|WFPM|^#SR_Q;CZ"@N-
D11SP"M|^S%GQ@\$U=KM&XWX_M_/S*LRBJ MM8"=RMH_X|N^?
Z@\$;XK>U.|KT56_W6^|J?*>C>F7-"|0%|7DF>00D4B=PW,D
MH"@2RN.2E31QZE%E0W1BO>^ST)1K|VB|AN@M(+0-R(<%QC7|OJ=^7;TFQ"|
M#3P>879|>8,%U2U(SAQ"MP?A,&#N|*SOA+C'^I&LKJNKM:S\$?SVJK>%J*^|?
M;^|)!68A|_|+MYB\$ _Y?^MVM3U5Y/2O)#JL(-UT)TH-8=(8@Y+%&%8)
4I&=:L)W&/?;6GC@+ MR%|J,|/=%+DKEH2-
0%|^!7)6NB.L|U*Q_LJS*M01D5ZJS|&/C\$N%
M^;XE6Z\$VX4|*|=6NP75|?|TV6ELH99>09I)ZV^H8<(OU<4*/EM_>AI(7/WJ-GO%L&'<:
<-(K_5K ME|@ "WK3<|(^E|4%A, 9+%;D7R5OQ0644|DJ3FMXQ-ATXX??=#S_O: +SD2PK
M/8I&6\$?7CC|^L2^MZ9CQ1GK*GDYH-QR |H9684ARB^C9>*\$=XV::8\$|L<@
M4%AL6"*_@-B)-><+A0T+|2P(=N:CGKE?C_56J6OU3O.ZWE;FP/QM6?^C00+)
MLS)!))8P2S&#J,A+B\$OE K, "9'B%#%BU?70DM|\$2ME1|_| (TW?,37L#&QV MNW-,-
R4=0""5J<6HH9*I_L#+5YD|OL1#_(-+|+|+0|I2;7|..FZG5"|H|: M*)" "(Z|4'O.<*M
E*|N,@S37!*1Q\$3E;AU(G#F8V"Y|58Z*5@#:-@%OYN*. M|_|)^#E5K%WXZK!SW^&9
KJXB,MV0.|HZ5G|84WW*/NF6\$\$S6(?T<_5?NC6X) MS_FNZ+8+N>?6?!?KY::ZM%G?
ZNXHIAV0*0A4*J@SY&J41WD4O7|4G|E3\$J5)
MEY(A|Z*,8P|S)\$TABB6"981RB),BB:CD)&'4+FK@S|3TL0/#%M|_|?U^FFY)
MEZ8JN>/M;P#|FD?>@'^1;\$(%(|,0DTE_9)+YXO@>9%DB04P237|?59Q"\$5 M(H.P'?
63YG,@:;PGSX.6V)XS|KGID:OE:#NMDKNDA M|LOWFLHL."6&C0-G('?,<^'9TLO&="=
|/0!NYDI_3OPL87*T?'K?U)UUYWZD& M*Y*2E81#1K,
<(IY%D&1\$7VS%+"|B"*6%DWL_0&NVJ-L%:(A? \$,>6-IN&|CL M_/9 (+A9XP'Y)SC86X@8R
_?HC2KKVTA|DNOVN81-YVNJZTR(K=Z!_E-;&XK M|G"W9&359E,04>2X3=\$PY
M&09G6'>#B>RFM6|26JNIE31#"JH6Z"FG^M=>,8?7GD4EK<3KE-'NP|Y=?|!\$
MM7W29^2MVL D_-?CTO2T:??>+J(@RQ!(!
<1PAB*3N|I#%&);JK\$|205@>86WX|Y=>|@<'8::4 XW-1V\$(D)MEM+0<-UZ!VD-G=O
M7A01CW3EM7K,OJ5T MFG8R%:
<3VYI^A|JGY1>;B|9EW|I,K^IEDK1A2L=Y*9.|2SLC|E_|(U#ORL-R2E6;S0B?
3ZTD)D|YHF1K04 -=)N-SWNO M4|_|."IF|85KFB|^@98FC7):0EVFI3FHT@H1\$
M',8BR6*!\$DFH4P|P|JHS&NYGO#PSVFU;5<.08T&!"|RN% C@H>&XV|3E69I<|M|_|
(RV@M:|_|=Y|R*UDO:TA.VR|)3R/F|OA\$N^|_|NR?E^M-M=P^7;4|V1>8
M92)#E\$!YTE;Z<;S4?!"|+,QISK5|W9KU5BZ^:_O<-3XZ9'#8 6QY- ^'E=SS=#X!|UQ5?
K078 MO/?|!OY?GH/5,13PO&HO?:@SJP7%><^M|A HV
MVB)P7G|9)#|CB\$)\$"P1+|7|PSA#|*|TE(KGMK?|A|E-?"B"|E?(1Z1',B<|
M*5)UVLZ5Q10|@Z7("HA*G-\$DY91+8|H8,DY^KZ0135*7>|F;HZ 8MFWCQ7_|MTM)R=
<0|T@6."&B?"C|.4+|K?D>|G6|O3|LS<#- _Y*9;MU_|JR_41_XE'NY MB?;?E%NB7YS.M#?M
BU+38X|.K'=ZU\$|\$X5:X'|9|+8Q11C_VH|4Y)C4PX8@
M@, #NAZ/3L@9KB'A&+J| "DV/KS59D,B|_|O!DZ&/N#L: ^-FS#_O'|>FFR2)7+ M*=IHS?
ME)9AZ_9U-9ED91|F,80I3F+"L\$HH|8YA8ZT)U;1 M7O6C8@<8?DP.=8|CL&?)?F-S1?
C|MCXA;FZ:|@:9AU|@BIV|QS AAIZS=P)C MZ>10>*(QX(RXKCB;I^(|:M^_
+5W"O6GL|V8@WU.0ECP2%DF>E M,K_*\$)&/?D9S|K9EY5Y;Y|NU\$K&;8X*A&*<
MJBG|35,80,PNFAH(!S?| M|X3_O4CVO" A"F0*,U;| "M>Y(| "6(M'?|7Z_ GZS-
CMOTV.A8!GED) 0,ZYV MQ)1FD\$8R@41R(=3Q1.#3 |6FH_!O|2_1A%X(|7XH6G_#119
M=!%Y%G^@UC?F-2"/V|M-I:_% P;B-+HH4'R!|KC|_|*N'W4NA|E/^#^/_\$ _M_T>
<1W|3'P3Z*V8N=M4/Z=_,3W&"+I(HOBBCHOUW>E\$FBEZ2=MN'K?JP+GF
MYE;XW*H7>GS4@|_|#N|3*9=&5(7N_1|@W=(W-J^:JEAST?
N|BZ1);""&\$,49&F\$"O5@1R7E*4QDH0Z5>-,P>0, M4_9!CW|'WV62|VQGA5|H|F'

M:'OY*\K0W^J9|Y.^,6=+."6D@:SD)"S.:I&G!/FE59^4EGMPY7T;I_NX5#O-M_?
9#56T4V4K';M3""U?D=I'BN(A%B6!);5/.95\$H-|/.8!;S M,TDQ);)7C; MD9LZP-TRT
W)):N>PAMVP)X?H!FRC\U88'D^6A,6(<=0MA,X?VAF I@Z-ZF| MPCT6R||6 +
(7M1|28FF>)J)UK%1XG-I/0T@>&@8M= MZNF\$+9@QT7 8NVG:0.5;|M1W3> M4FXG(
ZJNMV>#M:IS53.U/L2AJOU6|+2G'R_\$V|I2?7@,|9=R"0I\$ECB#&6 M\$-
\$D@;2,8T@H1UDA65R43C%H;TXF-C-M)5&UXP(LUV!|)P!M> &U9J8&ZCM1
M+VN3#&N9%#/'^=A9H5F0=?19CG1SZXJVFKMCTQ<,O-E|SW!|WYZ|@6<'OKWG
M|W53+QL IQ,BX+%N-) #3=8NSY..UN|:YP671|M@3#6<|SLH5R#:Y;-)JE|P: MD>
%EN;COFHZW08CRSJWMO-I|/F3.FHL0%:3B_.GPV"7-D% M>HGND:1Y7LVH2-
L;V548&H|B!,\$KD8P|6J|K?% #@6^ JSN&QBC6^4;2L3 MP_.B;|4|??
F\$K!H+%0EK;@/(I@A\$D"\$2TY+&-\$(!(%I6D1RR3E;E\$P&I(3 MF|C_\$,O:;IT^@R@'D-
R*79D|4"JA|ZK68*5;!.L"*<5QQ?J\$VSU:!*M=&A, M2"F8T?-G3X+Z3_+@/|3
ZCW81L)"H^L:|J);L&>@%Y'7/("=&=|P\$3)LY2)U ML!B5%=&9 U(N0!Q&GYR>|C;
|UTH|CF40?-K4|5LA-Y50Y|(5J>NE7#;=AMH?
MWY"_%BQ"+,),PD+762#*2XCU3XGNF1|S%#/D='X=P|S4EW^:-<">I?>|62F^ M?
M&F2&?Y4,.)CML_Y| #- (QZ'W9&:2Z4W4Q5_#1_*DWFK-?+CJ\$#|C;_44Q M&,Z*A8
ID&T;Q)|"LH@H3"-)XEB*2\$BG)KECF)DZW&>FH&XU)?!FW43V MI%
XJ_.6^FTWA:H^/0(U//QVQG N4-V,X8ZK?A=0X|(IY^QB8/ZLSE)5+@(: MZF'L;|1#P!7(*
(YB95:C&*TET8QR)KC9F*KM9IA6L9 +|AD,DX* 3G1|88(MX1"+.(5)+J,B31'#,?;?
OV;4=,E3|YER_@,0Z76*DE,ZY\$ \$WYO#8J M#<4+,"RT|X#JXS(%'D7|@LBK#)T^+NBI|=
(G/NT=W%|NQ2=E"|(Z)*HWK2-2 MS?EFMA+A(6*6 !|)MJO-
/A#|J%:49#1(:6(CH8D:|WC9H^QF#H;|LK,#P2|P,P |Z-V#_DI|6:Z|S%4S;D|=-G|O=-
|4Y'3/;:&3TD-Q7K|B M# R!K(X7"|.HS\$@O;11H|;R-%WW#V19=>6MS^E|^*N|)?
UML^%_+E>K!D^HQU?,6OBK':|D%?-OT>ZT-7)OAL|Z|U*'5Y78IZEWI\$T=I428Y@C\$B
M7(HVE=M"/M6%CF :N=|9D6+#+|I/7 MS;".CAM G|;S1!8KG|!>QCW3\$U2':/22"#Y;'
K%);'Z"7IFG\$2H%Z,>|/ M# POAC\$J8898!'76-<0%SF"21R2/U#&-
%DZ!W-.D)K8W1|H0^A^!@ "SLS!A M8""S)+X(C._\$.-4!:8#0Z_9A/'O8L7@B5;&
'B+)MH)_?-P^5J+|0SL;YS| % MJ3ZJX|:"E+IK#LM@R22%B"
<2\$|1GD)9EKG2="YQ1Y^M4'TXFOV|5WR(|MH# = M#E/K^|BI<7*^L#U2O-
XQ!|JN|G|M^+H FC&@.9NR(-T)FLG*T>VX>.5B=">H
MSI>BNRWG.P>^W|^|:34J&4K*I&P*2-=@8 I) EFL!:%4DJ1|Y01M|GO!S0F
M|CQV%\$_VDLV&.LFN-VJ+;GO';J| ^TU?76?&'X-I9J)&0N5F?/5K3=G,=\$"K8 M_/=#"C//?
#|IXN<<|J,?'='9=:DMAC|+7*|?-_3X>/6=UR;C^&_6|X8<2EH
MAF#,"QUJY0*6,DM@4D28|8+|\$!74J.OK#S-3G\$GVV;^9|JQ|ZU,\$?|S?W9.G5
M:=47=SM|,|>:CL<;?R#|&J".1"!DHU-?5N9O:#H2M*,-2|>NZ9G4LEG?WHCJ M7M=-
ZH89&|&(^._F(E<*C|EV%B M|R; 6 E^D %C|Y2OK_.PJ72K3CURJME| %HC)HN
L@Q%G3.E CF 9%P(*JEP; M7J:"1\$|Z?X3&Q\$J_HVA&GGF|X?0V'H9HP1V4V-
763T|A|2!',\$#BG,O+^? M%/%PVS|IT7%5(KNZDZZSPE+4"R1E'"6EA%\$9F=
(XIG11EQ#GG-.(QG)8K\$6 MMT3Y\$3>;+5E91SA/TK3ZJN+FJWI
V3YM0S|">='=BUK5OJST/?D4E1Q&T#F6. M
V1|@4F/X@7XK=K4IU'PKC(9\$B|PK*43G|4RL3;K:&A MDZ^.*F#!U\$U\$4'P9KD&?+-
:D:KW6|?RUJ|OV6GV;\$#<5+HCIRM* @2%X OS) M@*6E0Q*%JAD|2F/>8M A,0^J/ <|
GQHVMC;_H==1<&BY3'&<|2 J-"*2N*
MDQ1BG0^>LOS'\$A,2NXUX/\$YF8I4|W;)_L_M+TZ3?(ZOR!'|V^CH>#C>%W2/1
M=DCK2 9LD#\$H4JC6%|>)S-O48E#0@W85PY|.-W?^P|L9RK|59*W|)A* M=;2-
>|I#5)0,4BHX9\$@**0M&9&1U0^=#?&(%?_LY@X|D9_KWNCQ_EN|/=M
MPY39K9N;|LMV@OW84LP-9J>/G|_AOK'9H8Z_'P1%V|H:C">\$;Y\$^!|(PC M1|H|?
2|_G78D_3DX/&;2GUSRU8?2GQ/69BK|V37U!8&>""|B2VMH0MNEO?:A_C|Y>L5T-
17F_JQ.IU0Y"#^L+\$.)KF; M51P2&OP1M+6VE80#8|S4|ZW_Q/C>;1H>=18EM1*LTT:
| #WMVXM<;/E4^&-? MP|2Z-B;|LE(Z?60*:=| ^|3_2^FF&EP|_/2R;1-"VV:
<0K\$PCK.|*TP2B-,0 M3ZZ%4J8DE4F>IKE;G_Y0G\$UL_ ;D=
(Q#T3..U),@E6LGKW#OPNZX|2H(N|D: M0Q^^^U0R
/L.@QZ4N+>E_KINC9E@U*:#=^PG=PS4X@*F 03C:|YI:'A|)@E M\$)S_B'ZRO>CR?O_
M.IG6I3T.GGD-GDD8%D!:1HZ"PN,8A1|)C%_35BMA0|9F'28X?P-6*P".MEFU
M>|+/-Q+VMODQ@0+G#.9PQBQ#")6,H@%H3"E"!-4(B:E4U+I2P(3J_V>G)MF
M'^!@|A=CI/3VCVE";H\$G1(CD#X>+ #^K|IT2|J6NG?RAS40F9QF7!&H(PHATA'A=7VK;
""GS^"8|8X>WM M|NNZ7E_RO|???|!W|;:=
(&Q#A2>>GSI2>'M;F80I=0A=U^8\$R_ ^6&^;/G/? M1?5CR809^^<0-SP%A478;

*CE%#:P "(JB) XM\$8G6P+3B,ICISIG*F26Y@%0R@7">\$)0I
ME44ZDV6@Z+8TMV#X'HTV/'E(:D;@>)'V'K#Z0C>\$T5,|I^SL
M&00K3J|R79M@MYVJ2E|CZSY057\|D3,T+FNQ0GF M><102B"B
D&\$ \$PQ+'>PE)Q@(2G.8B_L#JCJ|?Z?P43I97?^,E=U;:V%'C-T^
M*DKP\$=0/J;S2..VCHIX>G7W\XYX5Q/OH=SO^=9%&,J*\$"=WG\$.0I=-N/4\$P
MCCG*8D:RJ!2+K7V)TB\$))|7TK4AB#2W_8J0CT-BIXSB!W33Q6:U12RU@>|J
M24(5)1X2F+>0JZ2
!|6|IS|9^MIXGS&6|X@E68)|@SJDZ8>#H)/7;R|UITT_FDXUUTZUI7XHC;&FS_% MZH?
XO%EO|^I%D0DJ"13D),@ \$HBQ-89EB=:ZD,D(T+9(AI8'F,5JP,_%6HO0G
M"S:"T09=NWU@/LS<:/O@V,9>X|^DVV|W^MU0/,^>|/|:F>|&B6MH7(.|7L4AGE-5-
'@/V!D^0"Y;0L(2FR%*",*"S+ M'\$&"LDQDLL@%5^LOM6K<)-KUOVJM!OU"; M-
=26WNX\$ #KZJ|@T'S<"FW3C|9URTL7,PR6G?%8%03J(MV7E=/\$ LY.JH1@R\$|H1| 0 M?
&_IF8/OAT(=AMV/?9W/W|X6"U%U|I^|>OG_X3O/NWRZLOX./5E\LO|ZZ^:|^ M?
KO^|=OE9I?M>1@YVUTY&:ZNFW%#N!U4)D!+>J)(NZ6)(1#6LH(M(IX*94"*"+!
(UFD\$5\$%?LSOH77#J6|LOW?(Y#N^3"*A=%|Z?|_W7U; M<|LZMN;|^15XF*F=5!E|2!
D@9FJ4^6=-TYD|BIQ/N%8M2_7J+;V'^K49N,G|S_XC,"6D::R8",6Y&7|(T0&-X?
NTH|S:51>3Z/@ MEE'|"V@9J|SO#+/+H@AW(376B"+'XZO44UZ<'6^M-
GA"83J?;L48O6PFAFC M9(|#TY8Y,2-WPVO:L|7VK;|FO"6,BPD(H MB#AE\$,SOCA3%"
(B"U(4A"%&6SOM9J*9+>'U?8SV&:8^|:P+0.CINA 6^8 MY>GM2=,#AEM%-|
|H4)V,BWQ7ESKW_&>Y08J\$^"|1H<|:|@C<:(=ZNCP\$M MOY!M?^&U/5B'8\$!6S|Q;&%
|HQ_L:|Z 9,JK|:=UZQR1-E.(19 9#\$6=)"IG% MG,|R08B(9\$J|&A6/T!LZJGPPE/J|:J?
B,06>\$ESNI990P647C00*+N (.6AP M^=-
YFAH=17<+|+N|^UA^E7AN1VKR88KPZZC";+7X::MH&:6-4&EC|JZK^|X=% M^<=?
OOWE'7N"ZDLB22&6)(\$T01E4\$B3 M2U5+4S7_>3J?JP>)BQ-DIQE"1C&F!LMP+
|F@LQ@<^ MKPUE6&C2^M2N:8-2\$| |#S7Y,W9.=:WFP'G> ==H|#SOH:XI(P|P
H%6(MLL M=0\$^'UGY|W9-.2S#N1.|OFS_.1*|/1=CT'XI%_K^GN%PN>C_TCPJ>3F7|5\$|
MX7&N%)(%C N#\$2 5@P0C C.\$,2I3QWFM0Q,M|GTHU/9L,7B<;>HU\$&W,I
MCSN0KW2!|CB2?N|7>G3|K/2H^19HJ4 KUNM<>7Q.LYMK(E;_"NWT#L
L|/C@99<;\$K,6#-|;M'4?Y@_ZS|LP4|MR|&/ M/29 KDI3%J)? 4?
V:_K#N54XY2*0I8Y|F'F./\$S N3,),"3B-&X>S7/X|P'6Z-7XQZO5_X%F(CVCX|L_WG|8Z>5>
(T>U:|6LB|"GHOF|*?XS8%RFS-?B(45% MAE.6(NT):R<8%|G4|Q&2L* THDJPB\$K/)IRP#
|>:M,2LU'8DPOH3EF*WB5S M(ZDW2)'|+1+"\$4*Y@1)2!&+(8<,0\$S2I\$H M<"
(*R2G@Y2&3EVMZ=;A!TT9+DT;OVD6|3.=AY7E9@6#J, #/H#V7WA*M00S>
M=TGO;9*.2A:(NARE,ZJA."KNRSU__' (-+%P|/X63TH,S&RNF9V.?UA
MZ^HO;5041*4XCN(DA3EG&<2\$ \$4@8QOK7%/&4*LSJV6E@%@.6CF|*QYN
U%|5XQ|:J|^F?E'I MFHXI0IRMI*ILM/B'|>_*6&5=|?
TLV_%DYMQL:P"#.B7KV:V|T|4J685LK: MV!=?S\$5S;UR4-E9M7J0_5,>W=X+?
5: #XM)^2.T++CB|: +2KL)HAV0-?SR;|F MN :I6_0+I=W7)\$M21&,_Z_N" PBC&|DW=PO56
M?|,M|0LP=QV5=E@UA6VGFP9&DV1< M;X"?|U-Q#^1"&_WY8@G^M6*S:??%D"|@K?
=DS<1D@-WC_B|DI|YHW59JQ.NI< MYT\$?|*_EE-GH|=UJ*I7F5X4| # XH|ZCM?_G?
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%4=WNK+XPK_4S?U)-)U?SI3Z&+J74 MW|+JG?|QIKQ=_)Q/DB026#(&4VDJXTF"
(2\$"0Q\$E.UFI+KTTVUX DGM9TQZ">QL!|Q\$ZAC4K9^N;8'^86,"NMXY
MRK9V\$*K=JBX?|7?|^% (NA%*R^J#9:@%0;@H#0+L...*&:(Y@YRCQ/B5&##
M/\$)X'\$M!8H&%4P.I.F!-Z>%UUW'Y0%?E.7BYW1^5UE?T|S%IRVND##&#SRR
MJ2>|DX-:W6X/897EMZ=:VL|9S=82UH_&X#BL+|%=VD#G?|.!\$<|XMT5V/(4
M|WC2/^!TS9:KDLV^Z+VVF+/9.WT9^*Q,F>TD4IQ&F4A@9%-W"NFC.IS<%AE%
M48J(C'.GB8*=5 :V!PU=T!(VG:B.E0|=RCD><0DBLM^NWBLM^%Z3=<3:Z|;; M/?
@21/Q^9B>:O *AQP5KR,D.)RGG"14\$IL),_58\$02)3!2EEDJ@TRY&D7D,-
#M,:^DIB:7J.+^C0 MC-OE(I"?
O:G)GH!:K+@>TUXF+\$E#@*&FGK006G<(0C'1=Z9B>#PR(@|BPYC
MZ/9U64X2B3)>%#\$D:99!+!+MI^1,PD3F%)YJG+B5\$5T#N8'-B|@TC+_4WV
M(S2S|5W=XW>IU|QF?2*SW+&)|@/LT\$>Q.)CW0=/'^*OPDC|#:.|(WH=VMIS=^,
M<=H:3UR:(7H;|^|+T^AL<3U1VD"|4WGHV>K8#"LT-93|&+=E/4V;95/9|V3G M|VTE9J,
<97&F(!&,09.WT-X)9S"AJ.28ADIO|'H)|,T=&YV:|C71-8<|6 M!/?
H./3J|="S|&H^&*MXV"0_35*A^O|,9&K>/+Y@="=KSPKUY MY:,PF|8GL*EL;0>CV*
(W;=++Z;R:"GL\$3/)8)DB0%,;: ?D+,BU1?Z:P1EE/1P|RE:|OPGOV1*^ M!J!92|(9?
W4!UH+4U_I7T; >0^_G;@#W8?G/T?K=8Q&"-7WWH1VJW?OK>H+X MM5J:B3 &(?</p></div>

3J2MTNOJGE@#5.U9@0(O;QW)I=JHUN2.(YS MH7
\$"8I2DULFD\$M.88H*)6)>Y#B*3AUT,19J_*D7@F)!!2TH\$00@U0;0:B M&.81XIO+?
>MR@Y_QS+TOUAMT0)WFJ7US)EEQ\R98=>+4LF5A.D\$H+?>VC\$ EJ\^X@?IA"#*5HZC
25RH MU//8Z_-T#5PIO"U9<>.0NDQ+>|S73M;U'\$TZ&U'=R=BK%G;JWB FS8 H; M!D-
VV8105#CS> (O8QO%T!6VQO0&>&GOYL+'1<5F?RT7JT?MA1L\$ DW8HOK, M-
0LK)1MNM+>^:03:9%"XS)E*LPB*%\$401TR|Q83GD!093;4'QDCD%7 |E:&! MS>#
|C_|HJ>WVX^T?7Z_ S0=P^?605|>W'Z|OP>|_?/MX??7-O\P-/4|FL41
ME>H&1O.0,V:B54VS(%M|L"&O1K*K&EE'JP%,8BZPO4@GL;V\$V(092WIPLQ
MS'O|&HF; TV@%E,PO>,9=MF4'3"#XAN4QOFFE\$811F&
M.&,*DEP@R!62&9,9UU;3QT:>P,O YG%="&0|O,>6#5#6G;+&"USI+Y&YO|_M
M#&:JHM,Z"=6 WY@)S=M#FM<8!ZI%@3 =6+R6V'&J0H@E=+.S(RV,GXG=9LI>
M0%NV+M)RN8?UZS9I5NO8\=-.L:0\$6!S.HIG(OJ40.H|*4Q#?'*D:L CH+9 M?
UB4A9IJ,|FDB91H!3"&8>(9PG\$F G(A36;|I"Z7. 55 ?T7XMS%PGTX/S/4200 M?
TF"E0R/L%/0G1;"|D^*NUY4??_LS|XWP+SKOYZH;/IG>U"6I3#5E*%0%)\$021B
MVS4L((U)#F.>IBF3)"F\$7TAS\$#:'#G3N3?WN|_#MC"/0|XCMB03MXQO^7=(9
M8ZYVWU3|V&L8(G,_TO(%2-N'U.Y@6?P@3)XYJ1|2T<=S_\$&IG=JX|6\$ZUI?%(M3|,?
AO)2|YZI/I+J#-R+-B%"D.D/5U A Z\$H|>7,6KVA:4Y9,Q|)=K&-K;DDGUP,I UI"VJO<+
ZDM_MV_KU6TJNV8&6GUWUC=2DY:V3X%U9|AR""WG;J'-2:C;ILL>_ =TTFE;A8IM*+|3%
8'?7!|7,6.AQRWW&2 M8V/W.2MA#WJ?^|I^9D,).7G_0|KJIM2'>7E5SN^J+_)F?
O6OY=/ESU)6UTOS MIS^KK|5,++7INEW.3.CNPZ)\|Z.4?R|;5#<'8Q&(U-
"N|_3'5*JYM(-2FAD\$ MK)P;_%#PA4VE
=!OXNLV,%FC|ML/_IQ6"GQ5Q:P>Q*IO4'7WY;,HOL'E?|?0 M-
V#|B;AK5KJ9HE#+U&VESK!"O@5#XRY.0,2_P+KM #36E!H3*>3&,H:B/XK1
M#*RLUIZ&?FV_&YI^FW:\$Y^^,3U4^-1M34:7R),JA+\$PW6RX+2+*,0BH31@6E M"/E---
I'9&#+V9_\$UB5TTIA?7L_6Y:>U7C=K,Z56_0|3*:HIG_G-+WH &
MPT6P0+>EO21&O1UU"?GR-M3YV9,|03Y-&3J,IB'^FC9RDY6\$YS@(E\$R
MASR*),0499#&)B(4XP11IC 1J7?7J1OMP6M"+,8C*\$V0#BX*N*_L!|Q"=E M.D??
RKHJ!;.+29JG%(;(MOB8Y!?!1PS=E'%"|K@8,-W5T-%LXOJ#G\$3^=
M&X1UNZ&V"+734=ZOU"84\$R M^CI0,P)F/<"|/?3G>#L81"N>=X9&(9;)B|49>;HPE=%
<60?F GR85D*|)=;| M^&Q0LRUJUP!1&7^5A+IMN!,>|P|BK9"=FXG_&_K9EW>LNC?
L/H_QMW|P6:V M*^S7M)JD2'#\$>0+C1)AY+!AK1R+5_|=86B"4)5GFU6YPF-3 |L-
0K'O%S0|; MM/5NT-0|8|@=&G.S(&'TX&'JO VO@'9?#;A"#:UPH"^->5N|?L%-
H2|X\$T2XR)O:#VO|:-VO%|;X"%KO@!\$?DOIHB.\$CJ';"P, M\$4"0C(W""M|OAJ7BHV
MLWVJYIRNP)L:9^:M2>K|)=\$WKJ6683.&T1MH+>AJN7D-YUH#0|.ZSJ0^8|/M
M#J|M|\$7M@1AN@67WF15OKU00V;:N2Q"|/:0Z SDV05D;U14:0JDOG;=|:/B/ ME'|?
7'7J(O)N)L7W0_U)-!\$)IPK,"(A4AB/.X@)0D.8RP%*I 4E+F9'H|: Q= MMM)0?18_M(3=|TH?
TDZWJ0LDLZ=WX2^NUSCI(P+U&B=|Z)VCC9,^(M3V..EC M'^U=FRI70M_5-
OS98W68J:S-(E^B-.TB&>1\$+?0\$R:=4TCF 6%32*.\$|Y
M=QK1YD9N^'I40QP|HVZG)GD7GW;IS.T:\$DX3?MOTL!(&*)1P\$S)<@6D7L;%+
M2QT\$WU-4ZO)4OYU^J^_RU;|LG-%ZOE,XE^K:6GZOJOE9|6|7|B)RN-818)# M%0L*L9
LC@A,4|2U\$N(R:E7RV%"|G|RRR;)D!EIQPIZH=-,^!&TX;=-O|
MP;32RP:LUG)7|13*,Q\$HIJ%BSH|5',1SACXR!S()#B1'-4P^"CAI7GP>K9O MU15?;A
=KMF#>K|XT/? "<|1HB@I8";V/@DP?HZ3BG,(R%5G/-,...|>|/V\$ MAKZ3|);('P7P%
&WVO:WOW!/W3E9@)"; W_M|+^!XE4MV2!;N(.D!FY *H M;F%WZYV.?+|?
QJW;UM:C%S=XBQ.10S07!_D/\$DA+C(!*5<4TESD29P+G" R M69K">
|>=>Y"2U|9=TW, M&QO &O FE6UG#Y8#;/"C\$?|T3E'R5-C;OLWB!|I M-G"+5+TU\$79#-
MS^/2I9H U|F,ZH_ BHN"^-W|/\$3DA=7 I1K03|=E.K|&Y5 MEMI43#+\$2\$0HTD&8
@80>)Z3>\$G|Q-4_M:'9KU*75='ZW@4?^W1WY6K!-RY)"G=O&|&WF+IJ|HGXF:-
_%("8H)UX/1AXFQ^S%.4-2>WHQ3 MWM:_UJ N5+N:R_=LJ284\$<|B.
(\$X3A#\$(HL@PTD*"XXX1CB*)<.^E0;/*(Q5 M9U 3!9HJ,&3|JPR>ZZ7;J 21UC-
^Z2MHK_J"O<*%<5%WP_(VCUQ;L%6A?9<'^ M#X9KMWQJW7248)H2'L%0\$C#1<|^R&?
SA+.=QYYF^H8P?^B6+ M|LF_JDJ5/U0UB7/'&!(\$9BS5AZH@'-*8\$<@5C94^65\$F
MB,_N=J Y|"9O"8,|0|DW/G%<8ZZ!B*!Z|(TX,0OP%|H;EG|=#;(H0,M#R+""
ML|#!X@?'*8X<*!6P6Y\$PAW1GO,8E+ZK|UPS&?V9JO#>J(BDJ-4ZGNUM+B M
A60<8/G3J(XY5DJH(I4I"NA\$?)2-8G_V-#U7-:@ZL&W2S\$S\$'KQ.Q,U|IF MZ79 *P2<|N
I>:BY#ZYDQYTF\$X:F,G=D00L^_MLECUPMM^ZJEDM?-DEYHVWLG1M3L#9S/IN?
X)5QJF,BR3GD"2)OD'D6\$!&8@*36&&|@Y'D M0C2K?#4_ ^S D|>XE:'?"JMZ|_Z)EM?
M>O,J%|SO?C3>),&U2/I*|2?88|@_M@75X|5,\$7_+|_D,P0/+,=X\$P4,,|/17IW-U4|20!!^8L-

?93H8JK(IW,YE MQ&EB1M/F)(=8_P_R)&8PI3E+9)2FD?2:P7",X,!A*T/>SH^Q#("6
X.0:7CH M6?9^5(N.OFI W7CZJ*>JQ=|I=90UE%=ZC-RXWJBC\#M>J.MS_M.5M.69ZD^:
MR4DUR*BAJ7&I'HZ%8KL?'C+Z:FF"AN@S:%OPW7ZA+0>!0/&B|@+Z|HCM:-!
MV!\7;1N9WN'3O0#F6L3;NMC!5)'71^9LMOAI[NS7:OEQ+DR|EWJJOZO|^6)3V
M=&RJMG9>,F&"J C'\$B:88-5D4019C!B..45O?B6?-^S>|H.@D@U' ZZ|V/JGMW8DR.M?
S.Z3Y'7L M,K|3Z!GD>MN+M.89K)FN4X(MW^!-R_E;4WG<.*OMM(8|SS|RGG!!9YY!?!LA
M!6ZF1^!9.79__R?BGN@K|?3"CR8\$O+9|)HJE0'&"PC@5#.(D8I 0F<(8TSRE<59\$J?
0*&OAR,/"U2G_# MIV&RVAL=ADUOH|+,D'GNIFC=|C1^SGM"2,GOS?T7V46?.\$<|?
=/ANR_J/?GH M!;JH="'_HZ,CM3N"<%QSA&,86,2@\$Q23AD27S,6: ^+>0Y!|I.IFDX;3EO?
=?_V|;ZVK <%=?GZ%(!:00;C*2#_&Q MQR/U4,R>&4E|WN(?FNJ=R5F#
(>A+V.JA3M|MS)CRY2|_*MYUUV|EN5?DP MR9,HI20A,)9!+&,,LB33,"4X@A%5,12.G4
C,GTP*:NI0Q931JHMOJ|M-BT< MFWE&7H7K|1X6>8WKWB|0LEZD
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_IO|FHB|J%WMXG&DWXK<:=NGD|: Y|_6@XL*9'LU#9|5W'4473?=&AG)JR+,_MU|H,
J|CNA6^TT MU*UR&J"E)D,1O!'10|Y@T;,'*8Z;,_^RL@EV08_=_>S8I/F@"I:%1+4+8(&/
M^IPN-K #5|_\$.&52^Z8WRJ00ONG|@6J?-\$@I-_M&)%S|6H?|4NOYOI240.L
M3"B2E,48PTA@!C'). "0X%3 K>!Q'3/&<>56/G4>,@8W91JB+/9 ?&|D:5) W M:|%*|O;"/
6S|JR:&FRCQ8%I*=_W4H(M,3V+WL|TE7*SOZ__B^)|9|?3JOR/^
MK:QG7:)0W;'G\$6+D)_5%G9C5'!|9|,%AD9KYR,OTCQ46< MLXQ!SDD,,8L)9(C&,%-
%K0|D_N@3>21MD"BH!&A*BL42MS:_\$^4OUJ.)Z;_T\$|ANR6=GC|X"CU4PZ&/^!F_2A^C9
&9_6-1OEM52^W-M!V(2A2<|3R"44*%|C%\$ M"DF!K%6,J;8-
A*9./D8GE:\$.8D/,LTNS6S'=9B&8N)X&PEE2YVWC)\$F7>Z!/? ML.4:Z-
+V%X_N=X^RU9S\$;S>=VX?|K_|7|^4&5K"^R4SG=R;LL*HF9L*00FOD M4%&S TF&M N
SD&+J+U<@XZ7SR:@^ BWK:3X/3Y?G&YKVK)3!GA%2M-EV357*D4
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M!?:,ECNR#A!/?ZY8I4&#M)%1(VK=@KX,I1WY| EGOZXUN_6FWOH_=,OX3-VJ M7AO?-
/4I@PG&B|@S'J10^.|65|,|HYNX5W(U MLY@<=>7&|XPVLZJ=-O90RC(;Z_7^MBPL*T;+
UR 0P;P/(1T #XBAYRDI@+ MV?%GBGDH8^|T;9_G>P)J-AO)/S^4/.5LK;
3(JOG+-9>_&O+N?RTV)^9|.& M==F-Y6(214K2B-B(A,H@SM(\$ZGL|@4G!I2C22%'N!"
1AIT1C4|+7MVAW#((MUAS:FC+#8U-P4'/9;#_/_0I(3U|C-;HVG>3|K-
H+2<'L@N@J%\$+=:|W&|SNZI<2*U-B M|XMU=VB?+K|:U)|XIKOVRE
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M%_P|;|L!W5NI?VIK 0'_4@W+G|8)K+99T"K/_T(IA=R\$Rj.)?:#548XBS/
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M9|)AT#5ULXS,U\$Z"-K.K|K1CE.1!HA*@H"2<((
MQ#&GD!A|I21/8BH%33&G_F.PH'RL0N|)U;|OAY2Q80H5VS63C/RK>O8HRJ2_M%2R5*
(-4GYH0XTQ!\$L49)&#**4|DQ47J.TLJC**|QSY=U9.>PNO(|?@Y56J_M8^,9M7;
<:,B2E|/"!MXV4-BY'*7PT+N%KMT?+9W@D7?P|:MJ9_,HFA+VE0G M%S21".,4X@@)B
N105;@""*("59\$(J+8#T"AB|KPR1-SX|QTH;?4>T|Z=;<M|6
MW|3,7I|^*U9D|J M4HKL F*_8^/"^~3WR;X\$6LJ@ (0T;?>TQ7ZYCZ"TR,#(T,#8S
M,%|P&ULW+U;5UM)LB|ZOGY%G3ZO)|KR?NFQUMI#!MG%:0QLP-U=YT4C
MKUBKA>0M"9?=O_Y\$2EP\$2%A(.9G3;K+!BSFC(SX,C(B,B|_>^>78|>^9JF
ML^%D_%|_HG|F?_HEC<,D#L=7_6G3Y?OP?SI?_WW?_S'?_Y?/|X=W|R^\$D MW%RG|?
R7@VER|Q1_>6,X_S+_'ZY>^3Z3^7|TO9R,WSY/I+;_K3Y_G| MRU|^?6//|X|S<_?
UY,KWZE1""[W|D|IN/_|MV>?_X(M/4VOMKXM_O?_H M;+CN@_A8^NL_/AY?
A,_IVL%P)N|<2@OF W_,EO|+@2W'S!|1_2|B_E|T_G1X|>&4:3Z>3;G|D M^M?
RS|>G/ZM?XZ\$+GYQ_OU+^J|_S8;77T;HF>?IRG_UY_"Z!L4@1+%27G;_M_|W|O5|?
7OIEFF:(E,4BC_\$'M|J>7O): M*W>1K'M%S2W?-'D_#H0Z/'T,GT M|C='Sj?
1XJ>#F(:#@PFBO.=G|ZD+|T'4TL24.6B:.. @2#%@O'4@6:&8V4<'< MX_46@F=
(|8+_LQ3^?#7Y^BL^>?"A/+%@AL+3CQ|W9(KN|)%IM^\$N|;_#R:5G M1@I@F>
F<):"MXR"BM((8ICUV>|%)|NK;'E.|*LW>-/PRF<8T18UQ|SHW#<|D
M^QBKMY_X|8N;XH,@?!Z.XMUOY^GDNH:LYL,*G%N*!^'L^!&OR*;NI|XVO'DK1/#N(J(*1:
|2=#B)=PO(!C680N/) M^&!!*\$G V2S14HJ>J>"5-
J2*@GCTVJWP(+J+A_UYV1\$P7\$|=>#8LC+|5G;|P*!:J|*-B+@YV0
M_GFZ&A8FC.W"R\$T@X&H?)%%78@O\$7R/|T,+D9SZ??#R8Q#9PWG_7N
\$E'8'/GP\$GJ05)K MA2;X7Z85@/\$B\$5OAQ'0=)_7XW G87+|O1Q'9-|S#9:3J5A-RXY#Z+\$

A@|F MT@&,SA84LLY:XG7-L)D/1B1!";;O\Z'HX3'5A/#9?!

M0;!&@!'H/ON42D37!Y9LCCR'"@!9|^KM0E:DZ^C8EZE=0L8!?GDZO9S\,1YH

MJ*G05%80-?,@0J+@RU|W/#B[5#1X4AF#89V"1.+L_%T>C:=

M?!V.0QJ8;)WRU@&W'OUM2CEX]*= &"NI2,JK9.L!X\G;MT-'AZ.'0YZ5 MV-

IV*+RL89K<@FI%,PE1H0\$M).H!^04XS110FF.4@>4H||-5|^V'0 Z'./< MF74MB|Q/K&

{43? MX5CF7BQL6?P7*=Q,\$;J4^#F'NQL&7Q7TY=24*Z^'|M)Z-

!2\$QHAO:ML8Z7X(D&M'LUF)A MEK)T).XE^T>OVT|P'8Y;|LZ\CFSSZ_K?

PV8VOTB+@*B@+F3_*%FU9='T5NKXD M\$! TTZP,M\SM=[6Y|JW;8:##,C:Q7-

\$Q|JET84M I^Q3"N16':F CJ>O':|=*G.1Q_W868G MT'",Y+.\MB_ '(KA9C8@5AD),E+OT

67\$MPB&@(GN+7F1(2:X|B_ =NWPT;G M8Y 56-L)B!R+6G(CN'7=.CF|G99 R>-(X4D

5.H'87C#@VG; %/0V.M MME'\$&LAX|+M-'YT./NC.P\$#BZNW6CT|F8V"*?90M-

%G1Q%)4=Y,8W0@T;J M\$=7H6/-@N! U|K >O70|'0X KDO(SN!@_YUFE|AD?

=A.OEC_OE@8>.'EV^&BP^')6HQM&1|'(4H-W&(MG^C-YVFE,'|D;L:.",\$|#2*!M+3

@2")QI';.U2N|79|3YW=NAH\|1

MRTIL{4B"}|OOA^&)^/>|/TY/IP02)">K85YZEC6#G'D\$6*!NG! K34YDF0# MW\^V^#\$.

VX&EPQ'/RFSNQ(ES|3F-1G?Z4"9>B@|24F|U"*LY>\$T=,...|D>5V\$.A\H'-7)G8" 0C=ZY)//

G_O/B,;)N=WLO+.7FYX1GX MQ(CD@8(3(H.@R!?

DDP3.5.8^!D:=K@")EVC8KB:P|V':FSNB,\$Q>TA'3_ '= MJ_-

"21J'=)F^S= _AA_|Y2!KW01026#8>^94)V,@#2%R3H5Y+)O8+B&Y-RG80

MZG!TM!FFMXRD'JXH+HRJ8CY%;WT43H'5WI0&'!;,4P%,DMJKY(7>4|,|>MUV

MB.AP,'1WYG5\$?SS42+_ 'G|P&249%!"K-FG%< A\$"C%06DK?91*[M93J?

3H\NCPZ>7|Z_K%W>71Z

M|C;K;I+/7M\$A493+Y.U9||I7,%@\$;T|&I=N:\$L8W@&\$4\$N2|;BWLW: 7F<" M7|

(R06=22*(4X>X'#^GI^7L9?7JR|K)U>4TW*_M4L|(;DCV_|\$I9:@<2X3:"(P^43B_ ;I=QFD

MU((XP4W2^UUU/WEA.|VEFD3_3JSLYA%^<'IR<7H=-B|H|I>7.*?'_LGEQ>G

M|_N|Y.CDP|7.QSI/WODE5Z2KR%|SR/_9@97SGT9E!C0=5I48BZZS|VC|;11

M2L;!1Y2|"-2#5V@EDD"HL8QR|6)V678SOQ#Y|7N6NRJ-YK.|GSQLKQ^0LJN: MN'OL>?

J:QC?I/>ZB@|EX|?#VYFOA M>-.K&0X|H|H2>-9&NBHB36&@Q0"P9YB JN2 V.(

(I+5)FB,F*VHZR=!IU-M@JD|B71_?3BUS2=#V>XLKL5""')5|DY 1M=4 MM-/LTG|

|,GI#F#E'(6 '!Q&|!^B<3>:?"G,N5|,9"2YX\$ 'AK8;'KRH8(.\$ MF\$T.@6>*S*MN9|

4#N=0)NUJ&OQOP-@.AS.ODQF;H1G|,V7D|D\$'-QP?XQE^..K|I^(!F:X5Q#+(P

9>)^M5\$14H73):S-)SIVN|<

MCJ2VTX2T20"^A'#TV|A.8X797DE|MZ"\$UY.\$|Q'1|X:\$">C=SX/(7)U7CX

MKQ1/TOQNG8';ST8+1Q1|YN)G.W7" T^)^8.%/=..2H;D|)4;N48&@-< M0W1:,Q,BR>RE!

(:=\$%N'|';HS:*X|9DVAU\$EU#+_..CZBQM.RSH./KOI59H-M7\$*_R(A8S)"2F|QSZ16+;|/!&

(5?*"92P'TG@V|M)>WT6&W4Z-N?XQTXJQ>E

MM6EV;VHH3J7*2/XBM0QMU0PN"53OG% J?+1.O=01:;> |B,26FJXVB14|F%R

MBQ@IHUBG||EH+N@>|D:U*5XZF>*|_# J"!G= 2A?|R?-|%- \$P1&_WWC*,45?

M'#RT^Q56(MIJ?5KL|JK&|+O0.CV?HFW&_K6V!P8=,^=0)M1RH0.NDT:7/8*

M*#=:ZZ@L<|7C;AM(:;FW;||XVX_I'="AR|N*LHT&,E#\$Q>@=&(@I\$ "GF>(1

MP*3,1(7\$K'VIT|@N<'EX>T0-9YM\$R(ZL|8!"05O@0;WVYO/IT_,G1^ACH! M8SI-

I2^S;:UFKB1R"|0=\$P\$OK5">1&=H;57S:B);;G+;),2:%50'U-.C!0Y"

M9L\$PQ<"P4,)Z)4'<9PN\$6\$<=5UJ|./O;Y2UU"?WS1#T*@9W0\$_ UW72,X)Z=

MI>FBD06>(Y8DH@SC8)W=6@|?YTK|7^C39((G1VO'6#:1\$M++7;:Q\$P5MG=

MN3Q=QSLW&X;:H(AT'C^H&)\$SC#-4CD;:\$M*)9)C\$D|QA| "P(:3=!KXZ,?P"<

MUS.|@Z@Y'(YNYBD.I%=!T\$ @6BU >#Q4G4+WD7JM4V#<&E8|1KF!E':S|X\$

M.;LP00/8^7L:7GU&NGM?T|H=WT>Q%U

9A7A_5R%8@>G'|_.^|_U3RZ_.M8_.L%O^X|7LE?- MV+JG-U@^|L/%5*HDNS^_3_/R0")|,)-

K7.|G-)X-O|Y>X|Q#51\$?N2,&>+(\$ MA&

(.C|2D5"Z:&%"_..57;P7|EB14#|Y9P\$SF;,H\$Q71(M*9A(%=! (J?4L"45K M*|K7!N;:TF%-

XN%*>/UK.-Z|DW-QF| ^&+64M)PEY=^F^G94Y!BBT1T'BLX40 M|KEG4E

LB(4J1IZA8P6>&P=<4Y.|JSS)VN5_E4AO|Z|12Y2V(>N.0_S|9(K6

MQW@Y@""|OYRZ|7G*8S<;#;:PV4?A| (57'MP(E'+ "&@1/#J0KCB01(-2C'*N/1.N=D9-3?K;

M/12ZOB<:14/'=|)9^<%B88M/E6'1TS0?3A>' ^\$JN_FR-0C"\$1)%CQL_|M>

>M%OYW748|R2|#N1VK%G.W5+PNV4GE|5|W9#XE (1 M46L"D93;QT

I6)YU:34J+75>JNK5PI67T*ZZ?DL?MTW9=QOZ6RW76L=#D@JR

MRQ%\$IAJL867AWM(L|1 2M?7TGB2WJ(| NWJLNV \$?| "<@:|?P7R"GW?

X?'8'@JV1235,V=BWWKG?<.SGH7_56|U_N MV|CQ|;J7|F|0&C| "L;WP|\$;AZ\$;H4LS?

-0%5'/\$E\$5G)6B>02RN9YV50)F6_M*3E)=*S=ZF(:NJI4H<_N5RESR7T(
3@M@UEIQ+T3@@?~52!&:J=#I5N.QQ1T
MYDJM#A+6EJ#0QONX.G%A+ZF^'.=|OPBEMC.<.:9,BH965)JF%!0DI!!!2WJ*SV
M/<%.0MJ%SCZ270N2?=C<.:R4\$&HYJ/&O_O^Y&7YUHT7OCOF!FTZ_HI7V-S>Z M20.2-
1.->A>&|"O.+B<#!=K DYJ""KVSG:\$.8%+.T%*#=V375I= !BYRDD M7 JZ!"62MAKI?
WMQJSJ M V1GWG8 %V?3I,4-XVVJ^MV|QB,>#8R4D3E&0'\$NT*^D!)RT9?RT,\$ES&86R
ME>&R!5GMAH?JHZBV)#H KL?\$4VJX)662/9-L\$90 *[(:!TCB5FN<^T(Y.L!
MTU@PISY@=N=N|+99I)ES2=?R^7I7,\$>S'.OMQ>ER+,HT)'@0%C1H. @,8#/
M*H*S5CCE)'6|MC/^\$CU=,&BJ^%?5F-X!W7+;TF=|=9S<+)V70H/3_D59V'7 MP,M
\$C>TS)A"ZTPR!4Z8",@ZFEA,AIA4&4\$O\$M0%DZ<*A.JQO0,8*I,;_AB. M1FC,\$V4"JQ
IY2"BI&BT40T!*^&)I%JHVCCEM=^_N@AE3!1DL,;/EEH&74Q?3 MM9O^LWAV
QD|R:3T3_4ZX!%*4/GQZ(')D' 9@EGSQ,Y=VRKPT4.[8'3L)=| MV-2!3;XPHX^0Z>.K(?
KP2Y8L/#539M"Q !I7=,L-M)(@6T6-5MY|5INMV41+ MNUWB:QX/-9C=%=#
<4C|9AUL,;VJKD#,&J"VULTP2|#XHT\$:ABY|9|IIV#^VU MA+3;T|TV7/9B

PLJ1_D 55NK1(M)= M9_3PEUDZ/M,R%3,YZ0F-LG;|8UO:;E,IU|SE<0B^)!
<*W',F"@GHY3D|EJ45O'8HY0D)G8'/7D)JGG"W,YLI@)+'+M<:|'GV_BT83*|IE
)|MK1422IP/J MX#RC+)&BLAN-OSVEJ-T3KB\$,511"
M:R#5"V%R,YI/SMSW9AN&,+U!.IYQ;Y \$949H"4FFXB)89)B0N5@#-B2O MJ;&U;/%7D-
=NM+R2_#&T5D1BPUG#(T1,; M2\$Y&-("S|<2T&REN#E456-
+!#*W9!3;F**5)0((1(*FR"\$N4.0B9NT%2|1V M@%'7=18 +HAU.S)|"Y\$#2;CJ|LTO3Y,?
KX2^O+!!^H(ZF*E|LD&H!"\$E"IM5%K88#6M'B-82TEG[*4&7;;|1= !O;!!EQ94/\$< E4@-
N%R^~P%7UY603Y&|I ('MRR+Z\$CRG8C\$(B"(\$*47(3-1NH?
X#DCIC4C4'L)I"Z8#J6J% ^X((VTI<)7(Y3 M\$*7WO"Y*LGJ8#)1Z+'6SO59>7VI-
UO'0I%;,|8)67H.QP?C|L>3\$ _|J- M0UF*9E8BX@TH47K'JQ#!L!0A^4QDB)3B?
F@@#KZ!G'93 -X\$1H6\$T0'J|P*' MLL5#61&"TG<:1"R356DB\$%-|ISC*B-|4AM6>|I"-
I1*|":HJB:(#H#J|>^|B M2+'F/<@DF4@8O&L"Q=3*G^N,9G9+1=RUYP|L_K<_9B=P<0
M4S3J9+Q"O _VQ8#*DT=7/%#!P9BLP K#A6-&"% ^|T.(I#6VGGC2"E;T8W0&@ M|&)<9-
^4R^DA.@\$|LL0,;R590V,%H(*KH"8,A601PV>)0|4..O1^D^U:XA M_3%5;7=#:P1,E871
7B=|H|D;CE.|&^#5" ^F^F94&E>BXSD,P_G \$D|."(-*E,-I*B==?)CJMKN2-
8(O"H+HP/PNIPF-[N9?E|P;+E- MEEK8H-
L@?!8@6.EVJ1T!GY@#0JFTUB3A3>V&+9MH,;NS6"-0JL+X3K2^7=D\$
M6_5131D=4L(L_%_Z|@EBP3*=P0CDF)H|E^~|:G5+0;?&H(2WLRNP/1RX_#|62* M=#_=?
=&>F8|XKLTyr=)E3&KQ4?ETCA/ JD.EJS&ZDWIEIP|* M:./@I\$Z@"QURIZ4-
F6JT3\$,VYUYE+36M'Q.M00A4H|4&RA:\$V@&=|Z.8|: #<
M1RJG2IMO@KY+0KX:I24HJY7A0C"E:E|?_XBF=N'WUG> ^XOE)^L|O)SA|#G- MA|&-
'J|AOP;#CO_<9+?A%Y;PEJV'&3\$D;2_6&8\$A!\$)3)81G N)*1V|2;7W
M|ENT'GYDX"\ITN7AL7SO+=-/L|JMM\$6;1 O'=X&"@#3ND W'O"J=0I5F|*
MLAUE;5_05\$;:RO<|5<33_90O|J6LY=|_-//;C^*|5!3,3(M)4J1+G|S:" M)4D""9RBIZ-
10=>^AGZ9HK;OA=X49'N)HZ/(@.IK-;G E+L807!+(&K6('?:2 M#S-=%Q(JVE,N5DMMDI-
V_=#+8!J|S%T%%"KD^(%Q8V0\$PW9.:|M\$*P4_&M5|JAQGX 3,8%ECG*M
M45=7KRH|@9RV|XC>#EMI":*+F+HIYGTR".E@,025K%\$E(2T!\$H:3BQ17IO: M\$?|-
I+1|1_366-I! %W\$T>J93K/AEJ.'RSV/(%+D)!%+2R|/'=4*.T;F,6V MD9ZVKY+>&E&
|BJ(#L%J3"+)G|W_H?3XL'|^T?_?GXXN M?|S/^#AU<,PK|F*?
4#|2_ZS^LER*#J1D@27<\$YD&6GI2X,;@SH*-T1\$BT:%EM"00/
M+ZEWYG<'CK5|ZI<<*=EFD_&B/NW;<#;/(H7((BMJU.)G"PX\$@T@;ZR*1*AD
M&|LCZPCJ")9VD/0FT.S-|@Y@Z,D:#B?7;C@>!*>39E*!)Z),<+82+%<1)*Y\$
M6NF5JOYK6DM(1S"SOZ GM;G>B5X)*S|"QW3MTW3_0N8|9@'.RG)1%_Q8R5U9
M\$4LV466J|S/B&@7-!5\$NJD3VX'+'= Q&RJ&;A?CA'.|W"@J&U4I%N+@\$LU0
MDEHU8TD97|LMV8L\$M7O36Q|^|;C? 2@|K0ZZ746PB0A73G)C\$PB*AJ!7@@)/
MTFDK:O=&M#YX*_X:M:\$FX70@45Q=6\$OUXN2>TX\$.FH).+
MT=/,C:AMZ&PDIMTKV_K8JVX41I@/W/@.396B=8A&,2@Z(\$,1(M'PVRL?99MBUQ|=|4-
G"N-2*5#L!M?2;|5|&=GKRW@KPRUZ'=2#,3;C6B2E M)D5*6.V.G" 1T^X5;7U05>-
|!W!THX>XPE^A%_.!H(PDE4VX((+Z#CX6!)D M,@1!>ES2&IF)"|U1T))6R8B!H-P9W
"*H)LLAG0|3|N^C|?- ZSGNA?>3 MZ1|N&@37)O3CP=
M0%^E\$C'"HE%2.L"C/) >EB,E!):%'R@%)P9;"V0X|+9@\$R:F5%1@Z1VLF= M#V|O-
UCVECC:D>,=L.^VZH&C+2>:A0#9^N* Y01.*J1*R-"8.BM-S+VND9_
MHL:B96^)K^I2Z@#R#H=?AS&-XVS@| B/R41 BS\$A9V0 ZYB'Y#+).20QJCL' M|R|O-

SCVEAC:C=^=:*WVM'G.;O>(T./A/.E5X(BFVWR2GY.;G0@C<|SF!,M>@(BJ0P^6
:*^Q@9%=&0VNGIM6AOMSCB+8'.BK3WQ?EEQ4R,_[F9+7087TXVM)8LC%2//(GE4,
380&\$\X1RF WGZ2)-OPY#6MJ5YRE,KL:+IRP[*TJB=.9,M15%-H9(A
D9Q#G+P@B;7*P^H+#A.;5;Y_&6FZ-3Z&C1B@BC;TNKJ'_I933Y MGM*R_G/DQKTPQY-
NT4;HNDP?'.C J\$>?#=#0B"9 *R9KBV.Y<%(YEH|EHC|+ M|_|^;>T6B+P%\$A0B?,>Q=%
<&DQ5)GEK HZ/4\$0L-AJ.U;3*5GF;BLJ45L/2*M.
PE_ ^Y@VH'U'7!O'H66%JJU%Y!ETZ*4RVWU_/_D#IAD7@?J0*(I 2*K")8E M@QJ76\$>\$==
[4]GRVH6L[X/U;W'I4%U,G'*9'JHM7+|=UB!'I6WB&2BEZ/T1 MF<\$:W%:V&0-&L:9-
XJYQ^1L![5_B^N,6D+I!,(JW19:KAPQ5H 2&BT\$E228
MT@W&&>JH2HZD4L;WDO_&IQ2="J/>|L.N/ZX#|Q0M(KAW)Vf1(6LC2P!E9
MBF8(9%5:-J,H%>M.5^|T*TW^+ZY8Z JES+?
P89"UU1*C9G_@U;WK37@EOVL'XA6)YKU4V MGFA@BC 0,@GPW\$J@Q-J@LRL=MIM*
&ZR<<*VKZ_BHKT(:|>N2*(>PYD=\$; M!2\$D=+58MN"L*--7"(^XRW2N/B!@&
|HZDK):#32/V0/_X%|I%1Q MJPD7@MM*|/_L.BGPC^ ^ ^?YJ56?:G.;JY,D5Z);A|OP\$CO++&
MHT>3RMP+EQA8Z2+PK"UW1B?&:SNOKZ>R,YIK/P0|*P)J5EP="""OY)1%I@ES
M@8%/N72:+&T\$K#(E6(2JGKF<5>V2H%=F\34&H*;EO#F1|S5,|P!<'ET,EUO=
M<1B.\$K+O(5/LI86LQ|W70*6_UK|?!M3(HR#KFTMA>2XU;G M5H',7(9K%&N=A|,-
G2UJV_1|_3M,7:HNP /!=NU;NG"3H#&3A:/O R?B#&XX+GT_ '=Q|?P|M!\$(E3
MYS102R4(1A.:2QJ_ HEP1S|BP3V^1UV9EU:.HW;IU69W9#FX#H1,Y0;S9#KE|_<<-I6<(!
MFE57N*V)22*|(:X6|+KA 3KD@1|VSEF^RT(Z1S ?INGP*S+L;SHH:4K(IME YR
4#ZI,|*&E6:(M8;|R M+DJ+X')V7K M+(A7O++=>J|.@*U)077
TU_DMI>\$.&3EDK6W)OL@<14-9P:|
M)l@L6Yl:~)14@!N&9X9S&'MK08W\$M%L^U1DLUA5:)X|U,CHJ#)*ZT0#8\$K5HAP!O))"V
M=[EV8=9NE':M/|@;8;*Z\$#L*UEX(I7H=N: ^%Q5?|EI#F-|@^X;.#T?+6*P6 MV7C+
K@4+ A3;&+)"3#|N Y9|Y-JWU7N1FG7FI"|J\$5BK"|U^Z)|QAV7%9X/ MKS|/3S.:V8N-
A^N|6|AWM,L'4@5FB2"091F"J2TRDP0"5K<.<2' ^6<_.J77Z MKWAGU|J1505:HP+HI-
MQ?|>:|O;0HM':RH?K& T@DW2W16*1J%+HPL"WA-3 M&A18&UC4+#!?
OE|R&XJZU/7LSL|(AH78BOV/|1,;183X2FPPX0FEIC<7!4)W!
MBOB"Q8T;G_8Q>5?|*VVS^_MO=S!%PNF%-1|*1|9*"VXID0"UTDM@L,FX M5F0T(|1.^
ZXE):2G"TI6R|X-|^9IM|F8V"">TJY?=?0N_E_ ^>XL"RJ+)4 M#HBFN\$H:3RPJN1^2)
(M&D7UYRCN0F6N+IP?JH_ ?/T MY?8X,.T7GR?3^66:7A|F/Q|\$HIQQ\$O\$3|)
>|W"H3CJU=N_9BJ3KH9C<&NKI ZX> ^>W200^XYMJ^M)WN48
M/0%G\$|(KAW)9Q#E0:9*1ECKFJAMR+U+4;GY\$2X"K(ORN@NWIF*.:HBX&R340
M*='|LHF#T|0,7D+/*PGK7*A^NOZ8K'8S'=J'W5YB:M^Z*XE'#X;"RAY"5?YL
M9LCL+AES(#@A4ND UD0)PE.*3#0..\$W2FA2\$8\$^JH;F?|W^S>V6|;T1W-Y
M*!VP|+9G9LEVTY:2"(R'"\$(I#899!ME)|=|MXH|5KAK8GKIV_|O>6,V)+0.M!)3|.:

*_% M+OOG/T|"O9U=LLK6):L'#J44?)F\$*XOB(279DY8Y)?AC9:*7F=96XV^[PG9|
ML,9V2H=ATHR_NW,L'%T4MXP9H-
(@Y)+%@O=@L|V>F0/#O#72+LC@|XN;KY\639Z6FSPP68 MH#DDSZ-
\$|R485UM3;TE:N^&|QJR))@33_7OA+N9|YH:EL^)(4-R*"7YU<
MW*T"KX4"99UF6G*!&Z@RKIZ0T/(TEB;\$_*SH>=P(R*Q6BRQ4D|A551\$56
MB_S6+!|/>0.61V6U(Z'^JAY2D7+16=O IR|. -|I-QQYKYUW%T2|SBNB3^7
M1LBCR>QFFN|9QWQINJ|SF8EK2T.E)X% TP\$H90U-K@FXD |T-SNY4*C|O6; MB;
(#T'T8^K M&Y|;T-6^G_QV2'G:2KJV+HYMO'BT|>/O?/?3|H?"TX.7L_=-|N>P=')Q^
M.KD|.OEP=GI='#4WV5VXY8/KC# <9-L*:#&N?30,JS>M@CFF24K M968@7"A);|I:9"Y+
|I&Q3;63Q#93LZ|_>^=FP|EI/EM5_-X;P:#_PE&+A
M9Z^ ^1!:-&Y6,+%PO3PQW!9.B=+5&R|4FO|AY9C8&J:6NS8E|Z&UY2%0=1#W5
M9F|FP&YJN<.CO_4O+HAN/YWW3|_WSC_TBVKHO?MT<732O|A%N_W@@16TVFM(
MKJ3-ULX/*3E&CP:-K 3H|B5+%@(.1H0TF6PI3^I9)3&))70U7/^7TGB_K;:
MZE/O+R|74_ %@@#@QL'-%|:6Y7_S6) MP>#W=_WSWB7:2W_ =00NN_G:-2=R;B*FDW_K?
\$#,(8/0=IM|1 M4I_&-|;:-SI"/W<%4-YZ2IT\$+Z0"04(NHU|T<,YH|"02E6H'R+>A:U|-=OO;
MT^G1.\$_3_|E!^2R>OP|6EBKT7#0!RYTKV7L1F>\$2R\$R"33P*5MT9?05Y|>JG
MZAAZJH2:\$E0W|<_%H.SX|V/?NL=G;Q|^;DH'ALYZ7N_B!+SZN@LK9
MGMQ*.F>1%'\$3YC?39:#U/(U*M=&:4@+NKM.XVIHKB|*PG*7@0BCNP5 M0(B:E#
U>U|L,W(7.=C57 M,_AZWG^A8?EU4|D=G?RM?
W)Y>G|4OSCI7^Z@SIX|H((">XFD2BKK;J#)|W4W M0%IHx90'G95-F3H*Q2V'_0#?
I*P@Q\$9@OM1< M6;J-H32N@9D353:WUX?3T|.I'Q|>7Y|W#_L?>^5|O4!><<

M7O[61Z<)U<*'HW?'=[%17\G#^15#Z^@T79=2B7\|F\$RB7\,1R/\$S!%2/[X:
ME@%B_%::PY2P;4KH4Z(V9.2!88'*,!0G:(&U&&'M6.RKR*P'TUWE8O>|A(
MD9(UJO>:P[53]-2BW;BK VVRG MB|/>|HVB(\$X.12?GG_J'QT>|=T?'1Y>
|I7!M|= @*2N_UY=-WWIQDMM=WM_#
M0!HK"2FMY7EBL;14Z94<(_#26"JQJ6H5'N0.:^JF^;5ZL;2S(I%G-PR!B2
MBM42P40>06L58LY6:EM|TO6.I8BS:LQY#U5B6\ASV|JQL/^NUUO;Z6LE:R<_7G)NE@|L
M(#)|YKR"/)C>&1|DZ',P@;+F+':.F1H;?V|@926\$Z7VE_ ^S?*@*+.^F\$EAX
M4/L90||>44\$YO\$O6)46Q:!"W5LW?@R;J&((4!G2. H3A'FO:-" _D)O"LA%2U M\$WY^3-
6^"F3S&QZ0'9*E3H0_QJH0"KT5@CH)P&7'H"0)2=7V8+<@JUW%4ADO
M3Y5;,:%T4^'GP%1;7|C MS|1:D,J71OM<@5%:@G(^V"BI3'Z;+J6|O'N??JRO>=_*
4VS\$((EB"J+DH>, M!W1B!(BT+A%C@W6J|F);5E9O@H05GJS-
"Z;:BFQAHAR<+DKI^B>ED.|#HYY
M|^2RWR|:X.#TX|>CRUW5V"L>7LO:VF\$IE>RPTLMW.+|#SL&BPN
JCIO8D)X(P\$EVT6V9C*ELFK"-R|H/_A98_>A&_<..F:CQ/JR5H
M/,M2YB\$@<8M9|7YS_6\$%QK2.ADE(Z+@TY'TY"%0C1U@7(TBL0\$8|)(ZZF&*+G6RUK
M^|<4|M6CLM V'0_X7WY)6""2XLUY'T'&)61AE@Z*V^OI> MHJA=M;:&'|) _JA8J.
|T#|CN5J;K|@GZ|%Z3(OB0:P)".:)'=E.%P C^O+|B>1 MJ|=TOD1/N^V+JD.H M.|>9!
<7)X>_/6WT^|/_OE%252|_V7"J?G#ZE1V/0# MTBH=-HNY%9\G(T3DK*0DS;^?
3.8K426?M'-2_6&L# U|'B"\$A>1!D")C35 MCNR_3-'>54UKG|XNX"6\$CM|S0VN-
IMR;NY;YZ M|3#SK-BI\$?%T4_F<|_"IO?,3|'POSG"3_18H|_?/=K%J-SRH@A+:AL1:A>|N
M.D8CI?2GO_CL5CPC:12*,Z.9XF@"P4-"00L&PF2A|+>:L-KVX29;|HYT|N2Y M*VGJTD<;F
:E2|*GD19|XGAD!UX\,IN\$JYV?O)&8EHNY: ^#@V6R1*HSOIAI9 M& KOT!LMT;*S_LE%
|_+H|^2DW^_4(NR%|H6R;K8AMI9Y4Z3|_#LW6>#"Y_I+& ML|<-/(4S:*H2!
<8Z/*H4*QTBW8; DB*\$^&!;,:=Z98HJ->Y/2D7@|KNGW|; M;'5K_G%JW%R\36#-A9-DRN-
2.?"MH M6"Q [%94L5!9&O0&.8,\$2<<..T)X|DXJVKKL9WKUB;FT!D
MULPS|&\$QV5.:|I\$X-|@|9Z)|=7S?U|%8 >21^I@9VWB2"-BZJ9&6N|UR|X_
M=KH|6|WM*F7<&XBI5L-|VZ%|;4JCCMKB<<9LL&@VLS)8STA@7#F5;1FM5|^&
M>R,YU;K@KVTH9RVQ@F2@5G@|1Y.! M=RHBK/K%&6U|HU?8F>MFNXZV!B8S?| M?
2703;W1_WAV?|H0_|.#83W1Y>|.F=K'U-!D_R8O'KY%|1&3M7;F-|UF^97%JGJ\$U|U_
MW;LT3GFXOC)."R83Q3<#I65T>|TMIZ_D4C6'M6V/T6 MDNRF6KOH?
RBY6>?|L|/SDL&U2|SIZ2-J!)E>)*M69"E=%0&?IR^3Z6(-PAV6
MDL|^>A/+D&&*8HT9#;4;K\$D|6JXR%;5#N9MHV?NR|,ESUU;JXMF8YV
M2.^@1(AWZP.XX5%5>@!N0V;U_G^+B-^9F|Z_7TX=GFEAV8|O@J5R9R-|WAH ME0G-
QA'P5'"(*5_J=2)"U^YR|":|N_VM_|YZU#OHN&_/B|<2!F-9HTG#5JK@\$!)*%-
'P7K+K,|I\$)%7;,%IE\$ MR_|=CA|=R5JR8*GG;.(5I9|9X+KB|J
R6B|<|^|;7R1'=\$E57#PO+UQ#<9W_M56-L,P7K;KC/3@KE52|XL|>ZY?4_(O)
|4.B!NPO!PR5BEP/'I(Z,/G+\$PQ M@BOOU<8'?#UYP??EGP;A)\$@.*X-
4N0<1,@&U^P21*:=9FD6-WXVXR3G1S MV1|/YL-KM.=F_R6UT=D)8&6*J-
B@&'&@I8|99D-MT;GVD?>8@G;SYQN"SAY,|@!\$RN#/4L>&?
Y7\$W*|N5\$|K15/O82CY*&O_?;DO M|E);8KS4P)PM|=6HP69-
0#+|A/<#*QZY>0>|&X%/_Z3P>_!-@|L-ZWA'ZJ MES/1-@;&@1-2-AW7X&UV0'!+!
B/6FL|_@NQZ/XR4!6A?M_JBT%=C8J73/A#97"KLIWGO*2\$*EN4UH1"!W:.'>E *4F>
M>6%<_R5#<1L;3GUDT"N+NN|@*'K+VXX+1OF='HW?_T'T_&5XM|L|PMJZ,X
MM|M&T;H02UUQTF7N@O)&L|<*D%#<%|ZFMGI#:PC*UPJW|VW+8L|@X@?EG6
MO*QG?KH48DU;.(T_ZGL|0J*YXA.UX+)|V4I36^|)V#.D%&K0,E>+
M)P5*E+XL)|JC:E|CUJ-^*YS;GPRG+0FW|!>7|=T^N4VF0Y!|Y0*GA;%Y+Z+
M\$934%N&C_Q5|23ZA'(RB#HR46I\$D&?&U^T'M0.9V46GRDR&U;7FU|)+WK|^,
M)M|3NDNG?|9NU|:DDE(E26EE\$Q6:'UGB4C*SAMH4>'A2(H6R_|!|:|#SL|R
MHU&;KQW06OWQU^%T,BZFK1LME/CXBDQSQ'@RAAI"@->&U
M5=,F6K8#T<|VMU&%|QU
T'GZFL8WZ3WRK;32*WPH_|!S6P^N2|)W8_W!Q7*!|"WXVBRB+BOJ/Z'-2I# MI'3,
4LU#+*"37|HJ|2Z\$C<3E&OH5UMNO|M|/;SW3A|2:2Z(FO*|*?;9K MO+
(AZ@24%#WN+0&#%BED-"E\$LMPR5CVZO(&6|=#U|JUM5-!|Q#T?C)-PZOQ
M)P!|XZ+;T<+83W?*M03@Y8#)\$UQJWB"-JNP'I1"6T):H9*H3+L3.QV M&S9|BG>1G8=
EAF@Z|JR\$9RNA@AFT!!A\$NTR;*+YW+/43P?H8= XB5D;A M9FJV@|G/=AE1B?L=P-
%)^F.%1^B.XY=A.?YB_-T=B5C;0S*07,P!6CH#9Q\$
M??,L\$PV9VMK94*^E<3O_6P7"XU*J@-(7#>"9?W",GKCP2:/|D12(\$4X'TN
M\$|:M=-8\$*5+MV8A;\$|==%O+|=E70C&PZ+JG!=(,A5HXCX1|:46X|R9|@J

MRM'KUMPZ38B+M:~A;D78=F#[62X7FI)SUSI=5GF_#97YW7I^#>KIEJWG.9K
MO!@S-~)/(Q#HCZGJ;&W7:~!OK)-/76%T4U,='OT-=^~IY:~S_NG!MWOF'?MG2O7>?
+HY.^A>~:ZBM'EMC=O>KR:~UVWLX"XOA6CRM\3O%FE\$[S MX^??IXZNIV<96KQ T2
I9+E1F2US\3FE^>+6)
I+QISHH8G\$2DTXT5(I'M+~,EN>8MX@TI_9AQW'4#=#U^,'OI_KGO4LT MR?
ZZL)~^_HP*VOD'A-4:%?(-@8>~I8#AVT^~HIT_CFI_F-&QTA&!Y0*0@WFL4,
MF=@\$@J12@6TUV" B(2PEJFMKBFWHJJ=T;YI^~.CT:Y^FR@~;B32O^>XZ+YH7@ MLD
6.)~!(LC!"TJT,2ID6OL(>@5Y+8~9J8VAS9JMKJ"ZJ9'.^V4&^0&:9>@?
MJDx.;_NC'9Q>7.YN4V\QT"JMW%Y'>K6F;BOIXHM;_~\$4OK8>~H?SE<5@#^~(
M/<+*X!L!OF1B2JF4S58A"&MOXZV)JZ?~
KORD<:PDD;OA,O1NL<=6C=Z\CL>UV;TV@:K-NJR^U+@22UR^OY-E,OZ9WWR_O.64F
MRVPE,* 5EY(*!P296HX* #-!~\V,=9D% MT)P2R3I:~FJH!"^04TI+W;~JDF2HS7[!W)6;)DG-
9*F"N3,ID/((QB4.R)"69 MM>"F.=7T,FUM#~.H@Y7-
&JBB9+JI=L~.3~_ZYY>_EY\$1EV@~ETG%9Z7Y^CY* M:
(N'5E!)KR6J\DH+;~,EPDN8\Y\1FA/M@0RLJ;ZF MJ9\TIZL^G)X>_OWH^/CRO'?
8_~I@~^L%~OK;\$7ZH #X16~IT^SNM2L\B23IF<~&LN(!B/+.#RC(6;KH~7"4%
(IX>T%*&WV1-#4XF80AFZ*"U%?~IK)"#8'-&F-35XF)K*H7AOX M>C+;C4ZT<9F)-
@ID"Z[3:U9WT/P16J%~H,!)~M;~CVY+7;"[8-4-
:56#?~JUMMDQHNSWN^~J8A^=#~.)/SC_U#X^/>N^~.CH~N\H66
M?,7#*~JA_NRZE;J;FLQI+R\IZ17_8L_FX4\$XRF('MXV@~,NOIP&U>_D3?"ZFC)T9
\$L&78:H,7\$""2R87 ME,1=QJLW~IN'WD\ID@S:&PJH MC>~!C/(\$~)XE#N-
K2JB)Y9B.+~#%?;7;~E!JL:3I#<'Q4OY\$'6\$\$2G/ #.G~!7*B*X-FIB!)A4<4~4'/6~1-7+LN::~-
MJRF6;~Y3BR!H#8-^PX,JG%~;D%CI+%M,IUXQ2~;~P99!NB_8Y(5-Q(T'ZY*~! MI'W24AJ3JQ?
C_IBJ?171X@TGDW%8&H";#3.IA3"!~*B!Z,0DS\$K0(18FXL)AT
M%C)4K\|C8EK9VS\O~*R'FJDAH14#C~|%)~7,~!&9~RL"@~(M=&
<\$12R,8Y2DWT6FS3G&R7=JCR1^~I7B5_M;HMG2@~/_G=&;ZYM%EMUBEY7FP-
/T.8UGPZH641S/)D\W6>~!>Z-PYX)GAH'P M4:~'-&1@0XI3E-
#O)FDL8JKJ4=O3FFV\QLV'7'A@ZY7:L~I/59D<%~|S=AL#);U)\$=E~?BWT\XPWG6)C(%@1
~V)~SJ#M#=#S~M+~F1,J~F~):F5~>~X\RSND49#JPF>YY_N~H:HGEGHD1S.+Y;69>2C"3CP:C
M0\$@NP-CNRF5Z%CH~|DCU9GE;TM;~.5TK0&Y\$7-TTI!~=^~!~IHAU)_Z0T(_GP MJ7?>~
~GL\XO5>7#Z~>~1Y7YF~*M?42LA6!>X~!&'D~J3*&HB?D(3:7Q7 M67YV;PV?
W2R=^M'P;EF4_O#NE0\$*.5HF~I(#?5,03'#PR5*P2K\HN;76U*Y7 MVXO@=@~;-S2'OV2SF-
Y-J_5G20G=(R#ZZ-V_5A7V3CX_99B90M)ZH~L39=%\$D%'8#8 MG\$XFL_0+4
2281U27FB?R#HU\RO7=VQAX0?M59O@KD=~,47~|D4/3Y>AL^, M6*XR9!MXZ0@?P?
@@@="E4F"\$RU3~>G<~#*>U>M56_3TU6=P(Q!~?6W/7?&5XM5 MW6V*~Q~|J:J=?
W^R1.L,N@_~\$E@GQ^?G\$@_&6#Q=)4AV) A?>Q~.~F2VF~I)9 M%6G-
BJ@#*%PZT6FKI852C.0T^K\$RN')%<~;9D"(3"TI:~!~JZE&
(~C!"RLU(L~/~^~ID_~&~;6>E<(\$!%#H!"MBCTZ"3IR+E*K+JT_9>IFCO M_0W#K~
(C)L=IC#"~I1:~?7DS;*(BC'@)N*~J2DUH EQ(\$GE"B+Q')6^R;@~!R2U
M:XM7Q,>S:0T51=&!X^U1)O\$.MW/(-F^\$#~!~R+DJ6.W D^+,SR&?
NN=J_MGNP>97GOW)K MI:UTT_~B-
GB:~+N8U/R1TJD"S4@D4U1I%+R08(SVJ+VJCB=Z&5#OA8A,M~I13: MW~|/PZG-
H_05W9.K=#)S~|=/T_~">~!A3~E.L~ELF_~L#~V/0(E%5\$FG2%%1T&P5**A-
H)D(@I+4Z*R>E>#%RFJ MI~?N9J1~I.LG78;E27_O:T>@VXZ.TG0N3J_~'P7RGB1AU.GC9#=
(0QKU;HI;EH MH3I#<>N4&YU\$8~JN\F):=C/J87*S5FQ3_)UR4!Y6?N:~^ESO:WAIN
M&A<&~|>F7Q55IR3U9LF,VN~E>_NOH6/4&L^&~"\$ED7#T7#JQE%DB.D8B23.AK
M#S.INX*6W9>W0/R;~"
HJC,%~|E~>KJ;_N5/@UUTBRLBD:#GNMVKD#>~&EIM3*9MR&V9G7S,K9>~.IA^*WA9N>_F
MCF:IG_5EI0)!0@#/~T D+TCH~TZ.H/S?B98KV20#~\Z/YGLKA4F(R752DKK~H
MSTEZFGVDI6\$J+~')6N43~HR%C&#J?S&=.DM5\$*O~!#R.SZ~|@Y4+~|=!QFJB8.-"
MZ*826F~HRIX_~H~>~?OZ,*A,&7B2LVGB!(M~|+~VU=~/KJ*"~"9T=~,L4YP"Y^~C
M9Z49GU;692%\$~I4J(%~|C91~|&<32=?AS,4P/O)~|X5:78Z7J;DW^~I^S"+~|QV> MM-
~^WYOH~U8:1YN4#~!B?;~(#+4PCD\$O1(T_~EYD~O=Q;JWAJTM3V MV(\$Z&%K51JU)K
ONP,JXA;+R=PD-Q/3_9?QK-A^&4GJ/Q~|>~5VN=)Y(41)Q ME2!0ZM_~&RF
~!2VPU"UL9O&W+L%&S~;~?BM#RL~|=S-4~|E' M&)>V3.L*B87DS!
<_G4=9ULHXV)PU!&=CDB8XI6J?~?00VVZ8L7G-BS!3J'U M)8_7.2Z8IFG;C>+R7F?
P3%5BA~|*\$#C~!~!3A%DK*1NL":N^U~|%;GM1@N;QVAS M^8~|ZLFP8BV\$DKJD)3#. M
PBF#)@D)2C%G)9&,\$VK5_QL2=M6J#;~_+>H2J;~;\$>?^Q~|CT~|~I_7?~JD_~H MH~O~L.G1?

>%B%&/2VI-9KU/-PXUK&*<^'RW92ZWI&7F(2E 5!B(MQ'INLI7
5Y^RJ@|INO.AU>#:= \$|JB0_OTCCEX7RED7MIH1F06"FPH;6>9+>VV70#*)&4E&2CJVL
I+<J'80T*E=<)+FMVM?EI(MZ2J\$KH+BU("G')@_098K2>GKL%O6<@T M#"O+.YG,?
T_SAP/H:4:QD8Q*;2'94N7\$|YK55:TS.8AG*&W*G0&EXD%QG\$O4Z-%U.WEBKQ(6KLW M
BW LYJ<.@6_DNZ|\$F&YK1H5A'*C7/1"V"NS)-+48'3^&T.2@2FC92A.2VZ
M%8GM7A6/1SKRZU3L%PMRM_H%;J45-*YY.&K\$LI+*#RW!+10R6:%:R#-C3?=
MAL*M0&G ?4:976K=O-6ZZ\HGYV7:P^XJ9J8_J\$:CF2U(K-5=)ET5 M4)VG+Y-
IN<6|QQ0AI2Z/6E"R-!\$UV91.?@Z|YAR#D3<<"E3.^ZV0QG_WSWO?
SY'GDYF:Z8JTO):9D#3W&= MPCL"7MH B47N-9-
4Y.HY'Z\GL^5^+4UBLBEA=0B/I9O2US2^2;/WR-L^'C;3
ML1L=W,SFZ,%/,%QG,D_'5,3KU<6DGO/O^(4VNINI+YV%PH|XTN6=M-J46FAD#
ME+*,ID/FX(/D:*50H6(F#DV5QM1H=6TW+ZE68W;JN@|:C5^&OBQ=_|HZ?N+
MHP|G1^</#GHGE|V#@|/BXEA9Z?'1V5FV(F;3A=3#_3W U'.UF5N|VHAM59 M88F5K-
)>""6F&|N'E# 4_V MY787/(OE>|@%VBDL2%D<-&4ANXN@%!:0>:INY|'5|P-2):O;PCK
MJ;AWX%S+ O\X' ^O;ZYO">?9!"JH@)!9:88=-!CW_|/WIMU-) M/AHPU7XO!;S@ZE|JR2MR
G4;B2O95'%^_8V4;6P\;DNYM=-T|SE=#8:2(B.>
MC(PYL@6!GM"?/SK!N%%"4L'5>1U>/(Z MR \$!E*O"7PDMK?
%JLQG43PG^YI=.\$UYH)OBM^==!C&#;%Y&LRJWDN'FWKWO2=B9XVGK5_*V0::7<
|L9GB|Q|FN M0Z;_J2MKON%I/?4)8|7+M;L@A2!N6M+3=5.||=XPAZG DJR#0Z;RVU"+-
;)9G|;K-:OY>6R,JYR|7(3 M0VUXK7&3X|S|+&_!;#U8>'52\$C="6@3&0P*EO(/@B&?T6=
(88IAP M9@-H;?1ET|9,3 >MH*8&%J7+C6=H>9G|5.F |W\$TUA;F8AUQY_SP9>:-/O?
MR|SM03P|Q^4,3W_#V?PBN44J>_7"G"1.?_GE8KF2%?|?;>Q_NG^8Y+YK1-%=!/N2?
I=V|*7KT/_YB= M?;Y*X|H/OM29L.4CL6!5,%X6_%W?
^>L^/^+'96GJ"5>>N2@9!!7I<9&>/\$B! M)!^IZ@8|ZU5L|?;T(W|:7HQIC=)H\$-!|_"/-
+&IQ'L| (K_D0= MDGG^|GQ997AB&7)ER2*7WCA0*4EP10JPF)*SR0J#K0-
2@PBB&8D(62M/%E>Q(;8N|WN8FFD|_*8%_M8",9=8"VFU>IKM^<L'AP?L|L|LZ3LB|6F-
1DWVB!@'44><2BA&#!:|>|SF9C MZJ9MS>A"3:4X<1NV|7.X|_E|&E=X|TZ6YZO6?
HJKV:YG4.Q<'UW*#ZU_+J M)'D6G">7-
*_79P4OR27E#'*0TG@Z.N(FSMA67|Y9R)W|6B#^VPJGNS;J+BZ|JO: ^22T9T)VUN):5L6
MCE^2FGW11M7|Z|;5Z.ODOY-)9,3(PYZU)KWWB|DM3K*O"?V'QP@|T7.67& MHQ
8/7A!9U7**4!N) @KC2J.|(DL9:/="KQ1>SU&G1)M6)946#RN3F8;3%R=;9|0W(FA9OS:&P
M*=2VE\$|4'MQ3ARMB=MYNOKET9>OR|6W"SO|LOI.?G|)H>N"15%\$2B2AAA(JROE
M%03N),1(|BB+/K'0NH7W\$7*F+0<:&TVMY-!L.HLFW/ZN-O'B)P5M+9 2I4I
MG*X',CJ5MLQZJYE7JO4(H =(F;|9VPHM>|_!S#ZN"AG?Q)#B4-7OWR50^73 MQ?
L,Z|&OEP<3OA07HJ4+49DEZ|1APQPQBUE7EU6;|KOO-B5NVM*T##
M)8A=43;&C&#IW:WCT!!5Y=KH.\$|4"7ZQ#.;2WP;WD9
M%LW|7).1,BMMZ^Y\$THJ|>""#H6\$XI QS&C:|X?GVN@X3V8)_K\$/|UU>=J
M7,Q2>;!"QY|UX3|&*61S/ON-HPY?|^ERW%OS6_.O WGSPT;O.H;-8-)+N
M(PM:U+6""B%(5U<-:"42_|G&|D#+0+%;P9UJHXWFK2O,1VHND9;#>:QR2S MV?
B@P'!19|GE1(HS.2A9V%37%MJT-|0-|/G;?
YQX2R1L"K0MQ=)G:/3V|&.+J68#OZ!!JEOR|7YU^OJ@)(9LE#(+M(U4\$R^F!\$ 9XK%@*9
MVD6:QM=|((F|*KF+!1!UO|Z0GYS'H|XWKUXOOA-!G)|7 M;_WH|_-XB2,|J-
M7=JTESP&S8.IJ0Z-FQ1;0NG=|3T:95MF,B^K;F|1\$K M'= @)X|/E(L.?F KH) E-
!^(%2D"K).B2@F2>H|;M;SW|.=FT%ZA+4_|X@U& M6?W;M
!W^*7JV"ZD(9|83GDJ!"4<0E")%='L,QX9@:-;+W*=4M2?_6;1QU MB_U#8.
(VC(/EIUR/@B_.5^0_K7|4P2B4(J\$JY,'965M_10&3-;QI!|N%U! MRE|:T?Q2:(ZTH:
|0F!S>&TAC|X=O\$;NI#EQ?>|>)K?+L|NOZ=7XUYMB3K'
M4E?"6^ (DSX#%DX|3G8\$|UB;6(OZZ<3/G| JV;K MBTT|UZKIQ 4CE2=A9(!%5 @>7%(-
)V3>VG(FQ ;>&0-2/G5XP9;0FPQG;P|
M>&5^_O)#+V@=NE8'KKV;7_WU\$U|G561BK(F^/J8A@;>L-DLXE5-)2J76)>%;
MDOJK>Y.|P7Z?;!@.=W!|WG^5(<+O,UG33#_V,+|UXMEGGV:7TQFB=^/ESA? M74Q>
(W&M?W>Z9L6""_VN=*_SE=G5<1U&=O!NY="S*>SOXWIS^<+N;5/VW M?
#/|O^>S=*\$^|MF|Dj;JV 5E(<|H@|XIEG?G>|31 M|7|URZS-W>Q(8(/PNNM|YZNE.9W_-
=BN79?ZR"3BT<>Y^G-#;/LE&"15V/5
MV&S^S;_7WVS)A(FJRM+SQFFY8R!"2)1/,U4X|'BS/(U@DOV)5#H|R
M14.N8W%&D2X^2VZ4\$0&L M8(%48\$)PRI>ZBP4Q1:E%L6.&&?
Y;E;|ZAI5Y0R!0*=5.38:X6.HX^1L#9*D M.GW8|MI08TIB.0JNGW :?KFJG\$%BW:
J9PB/>U.(JZ3OK9;F!PA"L=|U='5 MH=|QN& R".GIOZ.6(-ZG5N7L|O2WE&G?

\$+VPT87|9Q'\$*%6:AI,=>H6@M\$8
M(R/>%=NZS^V95^4,@L#@JPA\N@-8\$.K.8H144H=0-C@R26V\$5#*C%|YE/4
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M=E&\$|JG+Y#="MA|?E4Y?QCL?PW_=E+ #H|P|.W^>R\$9|%2YADLK^O@1"0/
MP4IR8|DSY,5ZK6W8P!7;A89?/5*P).BVJ\93<(!/"@#SOK@C(.38%A"26I%MA,;
M@Q0ADS<5R:52B!F"S&32,DG_T:Y(,)F(,%HH^=9)=OAY'WB_
:ETT|K_061OBT*GB'6;U09 MG=B0BK-!@HZUZ"PY#B@-!VTD%L,T1MYZ\|(Y\$X|./A71?
VV>&A=A#A^PD)
MZN*&VT3<58;XF3R|9H\$AA/JX65.8T&ADWFB%_3;?/>TJ|MXQO!>);J^S%^0)
M3S2!+I_5F.|HQ;&W/W_|\^7./'6BB0M? E/'"2 B*>S)RZV1.FQD\$#+9H7X3
M\$5+#OV*AJX_H6"+_0.9H0/GH &/14-#DP%'E;%JO'_AOH>N.B)ZJT'4(5CHP
MM_=4\$.889B>9@XR1G! F+#BE(DAR3JQ+V;/XWT+7'@V@+4 |3:'K\$(1U<.^VM+8?
33DAGI89%.(1%7\$B2(&A M),BR3M,S2"XQLV0)B3FD L>|*C!
|/-40M==GOZ6,NT;HI=WF!<9LZ=C6"Z) M63H;|DVDZ*9X?2'QH51,XO/K|!U\$ 0&%
|H.D4=O !M:(*D|(T8J"SGDFKGG
M"3!P5Y<_EBQ8R%JU#E+|RH6N@Z#3LM!UB!P|P.P^8 _Z&.MM!6!20%!2:4!! M_
&I1N8U&4|_ ^PC^6^C:D3W1*|8ZN(8#TDP?|K=,/SAQ&>F0T0,Z5Y)C,1=@2<-LGR;>1?L-
JG4V3C" _^>+PP|Q|<' + M_|-@H5CG|8@@;@QL8W2A8=_G2V1+LALCENN=|W_,SU?
G>+H&VX^,BL|. ?2(= M7
3+H%!*|)%\$72%B*3DP*K5H7!&|'"UZ|V/(SWRV/YF69_ ^|YR:M^_L4+9'+B MJF BTFHF'U,
9\$*#84Z'6B3"0^L9X8_1,ZV&:XZ2VZJF2@Z>&0?.,O:D67"
M:&^T!L>5J.\$V|A&2V6YUUDZ2H7-&|\$(? (6=:4+63^69@&BR ?K%TZ7VZJ)4Q MS(-
FM3G%)U>GD3.P7I14I*>7N060LD<)>ZA)/P|6^&9RVD,'\$>9:7WT,U|XP M_OO'@N?
DE"..!M(92MB"R8EP6DT4?.D+-HG|*%|/|A+(&PCL\$4K|O6K2ZY| M"PS)"*T0N
AU0WNFZR))!3.;2.#61.M:)T^>HFG;|,F^7ZCM1-\$!M-8UU6|7 M|V6.Y|LE.96'?WW-
|O4QB=D<\$0-
8&SDHS>L('1;)9_7*v*" \$CZVWG3Q\$2Y6M>W;\$|,EQJK#H|>,S>=@J%3(|'-894-
*!\$G7>KTH(40ETV3@A0^L-SL|;#4\$)8/'5D-\$
MT<'C>RN+|69QH_XB:.YYB@FTKZO6HB<|HB8\$&;G,9N8.!LWI7J3G"XMN2UD
M_GC>DMAVGF^8, I,VX0 MT25PMA'PHB6W&UKTVP/F8SZE/_KT6Y|G)9ZNT_!??O-9??-
K2O720;XZ7I(| M!F,-:>Q,|P%#HB)|@30Y)1_0\$=
<.:@VD0@5T5\$3<\$VGA2ZD|G/9:/<%8D+EV M+'DAHY-+<*3,@1L;56;:(|9V37;-
TX39=W%H&HE@'ZQ='4%LS9&&P|)RKHE
MDCD(6GBH&XJ52!I#;/T6/M,|X""Q#\H# #I!|=WE RXI/1@K@+A+Q,=;-|L0E
MBTE\$G|T)9L5_LJ#SA(8(_F 8=PKU|=DC,6A/I4_#H"C53WO^X7:3A0=0.O!1%24"5/@
IC*X6*!AI#_|".B1)\$ M4KQUI<A|&|&HZ;|F(|_O'_Y|O_W9P|;/UT=N#MR^/WO|V M_L.
|WSX<_+Y|JF6##VV01AE*>J,4R7O|7O53'91R\$..20'<=|T|9>Z.C@9@5 MDL|2@C:_3\$-
^6N*E=E:|<|M4 M!_.^LJQEPTL|K:5DYN,Q,RJ|Y+.-'R)E6|H1"Q!TOOA'_)WS
5LNSDP\X_Y37
M7D(T)J#!0@:=S*!*5D1^R."9,\$CZ4F':J\$J7/O4&8.AWUV#YZ0NGA44S|2UV MY64/
+BRZ06RHJVI|U#KP361S56!X%E.K;>Q4;C:|P)2^T@|'NBWN+3@W
ML0W&2>0F24+D/WWIQ\$+? M1F2+%OSKP%>Y7^U=&^)&*<Y^5LD4ZRD-
%8(:\$P+4&AT> 266 R:D&?ZU31 MK<>;\$QMP"=&H8_"6O ^ZEK-J0#K75?
CCY3'|O;>';OH>'PS<'QX:N7|SX>?VPP@V#0QS>(8&Y_G\$:Q MS |Y=;8|CV?G:-A|,\$|?
|FG=IG_0Z8O72QQ^Q+&8U"IS."""Z"XX1"4JY%N
MRUV05HG4>ES)QL3MJML>^*):K74TKQ'_BU^?.*E<3-J#E551N|C
ETR&"WE44\$,Y%5<48&T*8VVOFDP!5/9K3D4489N)*M:|(&D/=<%/ \$0--TQ M-
T>25@=>SF,|G0VZ%L :GM90P?\$_EO\$IW4J#.|:ZU'S'3;JS,:! :T|@R1
M1|_0NBR:8Z@PH,K I%/\$)(S@H+ N-9US&|(HO7NO&?:NC-(|(:=X;(8.I*
MTW4C2=VH6HL:/N;EMUG,JX^+TW15TA_K|CV00!@,H SG=.E\$HJ,9G5*4CD5|
MPN+;Y'NZA,DVXER,Q-L.%,_7A#C.?-H(4B>0#\$M:KT*@Y0,-W2_0AAI;5H
M*AT|VR:N?"EUT39&9D(F\$C|7|6+Y6SY=K/>=7Y|J|E!1>")U\$J39G0 ET8-W
MVH(N1@2'T6O6^@W<@*RNYD(W!%OKB4P*LZJWUT6Z%_RZ/ 7Y|E=MEE(H(8C\$P.1
IV*)H?8;/(/>/?\$572|0;O82M.-K!(_B3FU)?^+6KLJ+' M_) 2Z1D2Y\$|X?
Z6E>CW^Z5+OT'G.=ZQ0=:3EYOY'58D+R0I21+B%B2*T'QCQ
MRK0@:B3H17NN3VX'K9>8'WWYBK-EM06N7(8+:3XT:!.Z)H|6F=
|V4Y"O:'N9F;^1HWA|@_|C M92K2F.A*EJ!5+85)A|_V"M)& GE^UY'5!S&7+ M:EDL-
Z^&;N.:!>:JE9)U(QQ>Z|E\$K|6\$V=#6.:D4D5=/9""4*7M=,BB>+R M?

G3/M+5\$QB?/HF209:Q5,%"2\$Y"MMSR*\$1&UWK<^2|82S0\$3:04\$@V15F^&
MP#UOKIRBEB(\$2#H*(+/&T1MFZ9&14MJ4? \$0U:C7QEB'G+FJ*!D%A8,AYB%PZ M@-
G#P8\8:DY8(MG,@LOEGRT\$M R\$9,\$H1G?K_ZUP\Y#Q+YQB'G(?SO \$@/
M!3|3UD\$K)@!%3J",\07%R%SG|.5R=(5_,|.0|2|(8AYR%<|P|ZU3Q3|RY M/\$=@,0LA
F0DMB@4EJY621 YS|\$\$+*RTGGGW\$"VIJEW@4|3OG> G|V|_D)* M.9.:CLZ0FK9<@Q?
%@B\$|H:3U1811W99=0M5=9.I',INVDU!OJ+L|S(??Z>GK
MQ?) /7*83\$S1*FQD8(PPHE@HXCAXX%LU3X5\$V'W+V!\$G=VE%:8N QD.THD\$|Q
M=1*CE#K6|9C>D&864H(C\$Q.8X\$47(Z4WK5/X|'1\$9)V%?0&(!K\$|:V1|W4|
MX.3C&2|/1G@5/~/R4UZ=,"9\CI:7G+:N2CQ <JA(C,M92(CZC%NJ=D%'1UF" M,?&S#=
<|T#R71/D3+ MM"G^,1'4A/O#4>004#3/GZK==SSN,^:L"|"6Q|LKC"X\$%@@R(
B=HG8|*--|M==G6S|AH===[?|:.&<'W'9^OPGL9*3|Z|_?OAV^-W'XX./|X|/+|J|W-O|&'
M+W,:|SG@PQND"K<|2J.L.O:Y:,WXULNQ.BE22\$1E0;O, M0=5XF0LZD!B.YUF45:U'E*S
5E3-TFV0>S;#V2^3XZ MINZA!E\$VW)\5T=PYXZ2'R>X""1)ZO;MXJ)4I(M+,:Y?
H4)\OG+22YK+I8 M"X1|!.1H@&DIG"9^A>99NWO(V @|YKE@IQ6_>WJ0*MS)2E,V9X*
|EPH4O:#@ MBXU@)#VP>)MK+;-'X.2X M+9\$%#SH70@\$KLL*I \$;GM%72E-BZ*F? \$T-#
|O(Q5*)_RNU*-K|!|=9(E4SSK M!*3Z\$!3W"E"Y! QCD2%P&43K(/6#Q/0;!AJ"ACNICB:|H-
YOV'=^|/OS M_ V;@|?!"VI"?|_?QR| YWN|4^1WMK(MIC7=,^BD(?X-2_/OK|_1?KV>3K|
MO^>S|5R=G6;OCD-' ZVV|P:U6MIX|WL/?O|>ZWN@)1=>UG1<76(M2HT6"07!
M&98%%T(U\|*X"5WM.F(>_+:+|C"4-IEL&213=Q461D=/S(!SH|L7|ZQEL|T&6Y=6"
<7&"TP&.2H)RO\$P1 M0\$Z1EXXKY6SK.)0&*3-W*K #*NZ|8N358-Q.C(-7
E!*R0GO#%P'B%GV@3QV"AJ)8V!I-KWVPBNZ!\$RPI'@2*W+H'9 MF+AID|EC
VX<&74!OQHN.B<5>?L>)6%<88|N4=;DZJ"-X M&*%EB9D%PVWRS MY .D3)N"AM:++?
C?"9#F%Q74))AUM^FKVM\$"OC,
ML?"@0LFMO<#Z)DV/3T^!|D)H@.3ZT%>O;G>Y2JL|BIHT%&2FY&)5=YD!=%'
MPS47(=G6)7I/4|5+E_(4:WM1-,SV'Y;+E9T&O3DIS)TD@R+4,RX+E4P*7-
MUKJ@6&@|FN-QBCH-,VPI_TWA-5P87;R!|S&>?SE?SPAXE8F.,+M8&I&_GN:U
MR,:IX,MB>3;|W_7/'SS^B5(HO:57(24T=8\$Y*>_BZ&FPQDD=6=.:|=;"K%>V= M!C?: '82
4|:K;|DPNXD,F82<@:|C;|VM|0N5:0Q|S|9E&D-\$ MU(&:
<6,|^ ^O9'.=D*)R^7ZQF:_UOM7SU8O#K|NIO^N4L\$S\$+>LD&'|B28%+ MAM/01;-2
|_:2H?-D;@=J<^DG&,0;FZ#MZ:V(GQN@|H|0|?+>3: 8 ?5 %7Y0J>H=(J@50904D?
MP*7L(0I=@E,BN^8+>9X@Z=F!<1M@:JX;"&EGD%WH|!+*V0"K84D"ST^D5Q|
M3Z82E&"*X4+|_96&#>P\$'/ZN/4N+W=KX?2,MQL9I1R2%+P8"*QNU:M|U>B9
M4"*CB/1@2&+;WM(DSZD0'2E\$R9Y')Q-PX>JCH!0\$2|_-
M7,2H42G&6BNXMN4JDQ9H#H+%UN4J0V34 ?ANE0|J|2|/1T *EBP.CA8\5Q\$8
M>J>L5B:%U@|O'M|=59Y|'JO_-D@*9J=
MG9.D3H0E|T_J^M8KL@N%5W7|LH\$BO17!"8>WDW|WCIAZ^!NZ3|_O@XZ&3.U!
MS=2M|!|(82XOXH'A=:/I N,|J*)Y|:"#KW,>>0%4P8+C/A43E BR=|FM\$56RZ_U|T|7Q;G|I-
%J=-P_YR=GFY?_#\$J M.0V*12;'KD;%)5??0;?BJ X?^50WC;|!O;IG*
|CGBE>=YGZD\$#E^F(RNB76 M*\$_.IMK29.\$-V@ZS1+ MQJ|TDXWW|_|DX!.\$N"
|!'_8V9+;F|L2.XM|RG|Y|)M7|CWQZ M.K_N);...5'K(3A>9Y|F"
<%F#2ID|G6)B%\$ _878|O\$3PV|!82W:;@:0(9>4DI"^-V\$#(MSYVXM1&\$R'O
MPJF)A4R&=5|.U_S&TZND'L8H+2=DQKI/(41.Y&L.%9M>B:B+-!L(^IZ/GC8P
MTT;8NW)L0H&OEF?K1O#%Z2RM#|'1.JUMF)(3H9(Q,*D8XH:F9T@C0B@EY.!*
MQLT&3|)7W+ #MZ'?7=MW#W|Y+@=GNGD C#G>'DJV?Z M.I^6O/HU6BU"V?
NQN>.@/+AQCI@ M4HPRD0G@M5B1?ND!&=(' #KE63"*MRZ'N8>./A(K6PKV
9ALR^6.@'|+?"'1& M2>*#SXG>T42>>S0(A3MK3/+.QM8YDJ00|@,26POQ_5
_XNC62+A8E_WQ#)=G M3?%P|.4KSL;KVHTZ7R@P*XKV#\$IDGL|'"SAG-"%R)
(+RU*.|7YNU(^Y/7|G^/%1ZSO\U4*Z8_Y|O\$)E:?!|V7|
MC*M|\$&.M|JEE/S^J55K*J4|7EDJD9<;_AT0(3" (I442F(-MON|CD%4UVJ#@T:RJ(1S=
MT:HZG-|<"-=ON2==I)2_X/+?*YRG=V>?|_).T5@?A:";\$|B>B6+)ZD>#30 M3?
H)6155XXD='3-K(#,6,FL&-38NHARHN+1(^)MF9'%DM_,ON4|7WT1!RHQ
MTL5F&B2/6!W|!"|6|;8B2F.(3|&VGK@XC, (^W_-VV'JXU+2YW#IX|HXTXOO
MO^._%LN7|HBZ2*!A\$4H:2|>+H>X|-76L,BK0W.>B#1U"M;ZE TGLI4JU/5KN
M|*@>3W3H(-Z<&_QRU6C/#%3Z"@R&.,EJ)(#. %<|<)>DE8C V-9|6L0694V|U
M'A\$VPR"ZLPP|@.FUB74UC:..P4,?Q@R|6@=)U;(/P|>D1)04KB|*M\$Z*W:>@: M8+L+?
=%0 AT@:,"%O,|_1.\$"=1P!%\$?CE)7%"G-(2:;9=2|OZ:LHV=/92 M*-,38|R=\$">N.R-
*!3()8RY2!\$ MJ4%\$YJRG:QG=)L7(N|+1M6IL@)+%1"+K7X_>.>|)HN.!^BLT188>\$@R
MM9Z7U%=<9U2!/Q73&<+|#M!S;Z|U*CP5HY#TKY!%K.D=|(D,\$I+V%2|)\$%*J

M8EI;=H^0,ZTIMT],M9))!;!ZA&W7CAA3.L64(JE?=>8Y=P6\B9'L8*4C-J\ MYBMU-
Z&KEY#@5/;:=@+J&W07VUO#X8A*D\|N#: ^>EH%0? \$F62L,EL*,QU.> MHJG;%W-
+%&P.L^\$BZ1MB-Q:S_C2J582,/A+G(J^C5[S'.M"0 D1T7!%FKMU
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<71(7)ZCN>V+=+F(*09)W+DB7BZ))E|=)*;.Y.+W7MKFFVXRR
M/GI.QH\&CR"G#M%'%^CNF60VS!3+R-&J&TC0K"J K (PF9^.\Y;YU->HF=/71
M8;) Y.TLHSY7@V|>^|Y@4?@.7|;7.O^|+!\$?!F6%00F;#* DNZV..X00N0=K M1
B6%R'#6.U!>R|5?S)(H"U=74L,|,82*[BT\$'B(4&3"\$E04GC4?LJHV3=M) MB?
X03.V0IATBK|J|CCO)('#)N)?=<@X^N'HT+<)>KLW^R4EBEZA;5U: *_OF*8= MA) =TK1#Q-
4W\$N^/U)NDM&&6W+N<01E+CHG!<@,RH7.'4+9:#[A?].T Z&R M:YIV@-PZ@.6=1&'=
(\R460 \$I7D>\$A:1_3*1F%:9T'Z>GI%_I3S^|0"72 H_Y:TT)SC_5 M\4T7EBXRP95 T-
G5@L28P#DD&GN1T%^QA,MN#RQ%V++_(9 M?=#%_IZ_S|PRVR^ ^GTVSTL\71W,T?
SKU|UVNB5C|=|%*:@NUE@55O>?S|6B=%9&DOD>RYW;BZ
!NFB=92CX'BN#GZ3W691K;@_,O8FR;|C> M<|JW^: ^SXS_SZ;?| ^V) ^|GEU@LFEG(2
&)"!,DQ|T F!%TDOC,K.I#UFL3:@ MN%N=VAA9
RJ0&XOYV8'ZGQF7QW\N3EP6D6,N\$%T=YR'IK4%)&L1S'HI67+F"=%^=%")|Q9R:'KN5
MU&XK|H M#|V#!|DO\OEZ<+T^L"87G%("VKV<2P#/L\$Z|/\$K7F73M\|;43JM
M| ^,T#M8K,|3O/1WB;'9>.ETG0IAZ|Y=I" LJ!02:CH7,C=33Z|Y*Z;2K YX3 M>
(>*=>KA@S|FTMV-H|SI@SB:Q\67?(Q_71|X19|G,CL|*4XYE9R!N)|NR NO
M1A*"EL8;9W1TMPL2|Q| V("6;FV\$W>(+DXBJGT4^COS|5F' '49).GGJW^S
M\N3=|N7B"YWG,|&%_HV+'Q|67H|5_=##^?F7|5|9Q?R\$|3J4T1HHT6A0104(
M|5\$7H'TDH*R1#U|K@<9J3=FN;M(G*/0/X=&#/#*9?KMET>B^;3F+(TB01H-1-
M/"J")BT!Z|S8T&98\$3S+L8=Z.W6GAD=|&U%;7U|GA5V(=?H31@9)|MF(-
_K'(Y/WTS*_DDZ1"8=Q:|DL1!@Y9T?HQ@I!>AT.7*HO5NU\$WHV@A|HMEA M;S31=
"W!|;!(E5LC0'-5)WUZ_4@6@^N.%|'|Q+ #6%N;-X**?_90&<3B9AIF M|E64|YO.
M(,%NT+HSA,O/NG6'%8:1:08ID|SRAX?0/G;+6# '5(Y@FC|A=LW1DD_F:M M.T-
D,7FHECYGOI81GMYW%KJ!0I@H(-DZ)QZ#A^"EA*)|G5A:4!FW :Z>^IYI
M2R!;0JJ_>367WU9YPX6 MU.A"|"H#T0%HW6".6VA^!) <26
KK8!KFU0VN8W0\7NUZGB\KPG^\$ M98UU)CD"#M.U;-EJ4VON!63'LY;&>FF:=[\$/)W-
G=?;S5UY^ ^DF(.I&I6QUH MS4%%KP&|H""")DK+Z,QMH|UX2\IF=9Z&QLW=
|39|M+HX(D)-6T^Y)U:W7 M|=SEU0EI=F|D)C V9N(1+^"R#1-1AF|
<:%YA^B31\$UKL.T:6UE-'\$T:3V> MKL8\320WA-
O%^N*8Q.YIQV:F!0P.J>#+!G3\$^_DPY^ ^K9VU M+|@TXFX'2NG5|-
LLD2UQ6|<:KV*HCAPVF)D%R2VL7@0FZ|H6, >=-6 M_D|LUS>36Y^ABU>' +XX;
L.VZ|V;:'! ">.)H1U.%5#F?WU'LA+ZK8PDC SH,2
M9%.'8"S8^E,MBHO8.E1X/R4|FU3TJ4=S^JSS&GJHR);%.K%<. NZ#IA6/%GP
M(="E(6M0DQ^;:6M=4GT/&=-K(_8ZUM".K.|"4WBSFG^C3OM2C'-._Z2M#F.C)8@U
R)%F\|9>B,5SNHV-ZO.PDW\$5C3G>(ELOJ\$,Y
MQ(AT?:)DH*3, @)Q.X63F.DK'K&Q=>'P_)=,B9G<)/P&9+=C= 6@^YOELL7R|
M.,M7>PJXLW6|\$R,FQ%1GCQ3B2;6ME')*:<:5;?T<|L;D# MG/RL<->7APG+2E2U,JR>
%EMO.42\$KHF#8\$W?H9VT'+W>'D MQBX5*
|G@MDZEUZ76A#%1E|LGB)IGM"GY8EN;+0_1TI/L,ES&CT)F2X9/G(RX
MT(Y5|I3ZVEUK2?+WZ61T(G('5DHQS=BK|_P|?B4E,Q0PZH@+E60%\$8J|QEEEM8\XJ-
D#;HT1,FZC=.^C:'.3S=U3^CH4 MXJJRO#JGNCQG83'\$PCS8.JB:?.&\$&*!0=NW!CN:??
KE|L |V\$:IDWG3H"|1N+H M'G.:R?
4YWRZ^79V37W6@I4CNLY(@34THHE40)*\1&:V|!%TXGX9O |F\$:IDWP M3@|"|1N*8&'8?
|K?%Z;GC"72IZ,L=VCW"MR.7N<'*U>|SY MJS YB*Q&A|UTX
1!|PJG.#;:G1@7*3W\$MG:5|:-0V8+1'8#EELJ|.LREAI3<
MY8R&>.*0%'&HG5S\$S\$""7@U2D9MZ8|L-9'B&H)_AL(^|
|WC\$>A#+99(A8*X@C%@@@YL"K_+;)*4D9#|A>ET=%XE80WM*O3#1>D//!-XF:
M/_4|_<%D>XDN1F)O!QKH9|WYD\$ _>J*_>#W!0KIH5\$|C MUA"|&31@94|H:~%|!-
OQNP/8O%Q|^9*7<8:G|_ %K'4B4F,Z2M*|8+Y^IC0

=K)VX/'\$C|_2\$=^/LOIX%M>XJ>|GF>5 M5V+@7=U4401JZ:H|LF|^0|3T%!5LHXF:
<+T|H-R|>ME4.D|J=LJJT_YQ\$E\$3@< TK5DQF6%I&R- M &ZT,JH8&4+KCK/-
J>O)F1\|8+, ^.+SO: M3KP,D2LD1TJ;ZDT)#0&UAR2#SY)G1-
MG2!;EBW='JTCW1|AUG61|C FA3P7)|H8LURV)GCZN0RMD/(*,<5XW/#| #|S
M+H_7)QH;PS7GH%D6.=5, U>.P\$^ZV(\$ILO%ZO%#@#I/:7\O^-?LR_G

M7UXLELO%G[6+#+_2GYQ]/[&>19L F=JA)6>!/!2)6) S/"6>;QXD&T+>9 MF_ZL:@-
 '\$T]GT#OAUGFC\$H>"1H-BA=%=)0_.BRB[09?[/?D_3:&U&72>5=?
MUNSM#!I7L/^0:VL1X?TN\+E %P77\$(6H1BLI7J_0@%26(Y=U^|P^,D\$?IG S
M>#VKRKX11=0,@,UW%5PMA%Z4F_!;HL+^O_1EL,!A ^[DH#54@3<45&.]0
M7\$YD'K':XF5"UEX+(IH04=K;2H/"671U@)!/= ?L>H@.710=I68S6>)FC&N%P
MSV&EP1"Y;[+28 BK.WC0[HE^JZQWVCL\$[P]G-
T551HRB]!LGIU50N9K+=4H\$@DA1)2)GUN*T+ M'<^1'B3CC>=(#V!X]X,(.5/KR7?
OXMGB80#=#U:PR15Y D-J"*TZ;2BI", '5 M53-.D=|H|K06;SF"\$2>H+3MO(?-
(.PC3"ZOYS_ :7*VN]K_ (#BBL068<1)4 M(!T%\$'J'>OFD6 *9M<\$;_ =^?
4_JR'O!VNY"Z!QG#POHKR-D=60)HJ'[H|(E M*|+)+#S8J.AXT;D6XU5WF)\$_P1SID5#60
2=@XR|FR>4|.H.%>FSSQJXKNMO MC\$Z_!|IR<.)#C-XKS1J_|/YO|ZE+>0|@.R""SD'VP X
5\$PELO[Z7P=)YCI# MTj;:CN.B-(83B[&%)MM^#<,\$(Z+'TF2|BZ|'_ (ZVNLTVN1XAEI?1-
9EH,E MDR\$'KW5,6)09=^C"FT%#I_ :ZO:I=U&\$[?G<'FT>'1,2HBV(^@U91T(40\$1Q&
M!H|NHM&6JO'V\$O;<'S'WIM2!H% A^_ \$=0R33'>9NC+YQ')DF\$!_09 'EM8"0
MZ%W'8'FVUNDTLJX:.'H|ZTH[?"T)=<[0,-5-.)R|HD8UQL@VO)UU<=M|AWB[F|?
(<2%:A2,% 8+52WV9Z M22UR\$"B953R&T'Q' ?V4|.2(M8?-EAQOB)P1*T7NU,+|40 8-R"E
M\$D(:B:SY>S-.IRJ|+KQF|F-*##7DHM>C/:J&|OZT4U;:%:DNF?=0#|UOU
M,@0#FQ38#6=[|V;Z/>L\$4BGHO"l@;28M;YB'X"2#DM 5Y5G&TCJ L.72CKW. MT-
|'O\$|OF1K"Z^|0>JA|V56V MFVR9&L+H#L#R^*
(C@9A95@F,R*1|8YUE;U3MN#4QR,R+;#Y\$|KEMF1HD|T%;
MIH8POP,D76X>N:F5+P_BG:W+102\$H!@HU Z<=!:82"H&3(-4EMP<1LI
F">=&|G_,Q@B8>%C** MX=-. IW"Z>&NOR31<'K^2RAUTR23@+|N+V8L.<^=\$@GW@*
|=FC+W";8M8;%3 M9^8 &?4;U7IW_+?##V^.#EX|VH68==WLPP5";,|@Y1JN'?T2#J
MM./!&D61[GS7W6B"2<'P("PH5]-S2I*U7YB#(Hl-WJ#US<>F/4W5+B51?|^H
MN_D1PZOQX-D<3|^%T|FGM1S?YK.3&) 7SC+\$8\$)=|WK6G8!A07FM4Q&9_,\$
MKC;^LFFU56,,W"O|:L_JBE E MTRFD,< R,|(:2Z;\$)L6_#W_#M_:4B"AIO-
0N3*@+_GPG'^./>;@- MP%V(GDDZVD86U>W/G;9(8<1G<2<&=J";K/F!HRYLZB8,""-
*G6A,H.@&((V MT7M+SK\$5;&2?8J""&6V;V,@*H\$0FE77C1H<>)(O+)=;M;NUB
7<^<@37_W&R M|^?|JYSY6JM()1"4L|H06P*,3|YCDC"Y^/|_T@?G.)J|:|H_)X?O9N^:&N
M5|C<^>T9%|K7R51\$D?/OM>^L'4R/\$;_|'X"JD<*D)L1O)<6A.'>)>UF,\$AN|B+|@
M!H#H=|?@>>B|)\|L-I+IHB&#)P;(A_SU?!D_X^HZXG7|2)?Y2RTP)FT|1\$57 M2\$5IP-
NBUUN#T"A34&TT6.4)U&Q,T#10:B/SQ=@^F-B1^NT4TX0SU6R>5ZO+
M1+5)UD;Z1L!,473+F 44B:AG*# Q;|)23Q@Z|W_R=#@8272+9GSLP*.Z5^5>
M)Q81R1>P41'YGM2N-+5=)C\$0;L2M?>M9[M]3A%\$Q>.M'V@1A#"Q(KENH-S M4=
|L.:?/_#S|&KY?)FW>T|6CGYT PKC&X,G=% R4YP%\%*D.<"6DD;6=I/9
M.1M|68<6S9;278S)YHEQ;^&@/+>6">U&O &DBMJS.1
MT%"W&EOL|:Y=JQGY*.T3)6>T+-[FSNM>3L]=';@|'+W|>/SAC|V/
MWQY_/'C|ZO7!T8>_ 'ISYX_#WPX./?WPX7/^|0<1YIZ|K\$(UN=|P=(|4599=M
ME'4!SU7C;QV6]!IGR|_CZ7G^/6,-2E|_ "HRR4)V68H Q>@:F50) BDJ(%TE M9'&
(8J.Q>|M|]^ZC2):S;VN.7C@F7A@;7-1PAR6'5(5"+W7T(! #*6"C+6|_
MGODG\$J8QP??|FM>X&JV6@?11-\$L%420L2XB4HR. M4Y0#:4JR-
A<7;CMNN|>0\$|2U-VR.XC|=@|)0|H|W|*7K0\$^U%BX&|*PNXVXN M95N*Y6
+J|4G"2'4;2XR&D:.1 DQM4|;:T+7M*|J"H2'0-9**AT@|?UBN1;-
MV8_#W7/*R^AL8#DF;Q&L9++6/2@@|IR1#L"\$)+5(NL?76C@'D=8*|9MA8|\$=0
M'6#P)5FQWV?S3Q_R5SID3A=,>_AXJ+QA=0,DRRS5AAT%+A@&*45'CX0RV;;N
MQ1Q(XK18' TJMR/O(JM UC>>\$I^_/O|PDHCY_?Y. Y=/UBU(LTX%X5IGG MR.+
!8(2#E!+;CUJS7UK%V\$SRJ8>63B*===\$CWAZZ8C=?=|5QW6FFR3PC4H
M'1F|;Q.ZR\%=!8)17%TT-;M"8,(.3Y;8B0AT#87%P|8?%H_07|;+7F&+|4 MV|S;Q 0Q+
<=,YU')0TB|0)0N<%:B#:SUV)5'R.D\$9^U!|!#<=I1(!^ Z7N)| MA7&=%:-_97T3D6M?,&-
=D\$RLR5Z#L|E"#@QYTIYC:#T-X1XRI|7VNZ)W)7' M?<'DQ_W)1G!FP>52>
|UDS7HY3J>(P1GM,F|>0'.'B&GUS_
MH1L8;".V17,>3HR\$EXLO7Q9I=O;|ZCC7JK1VZM5,Q.JR<-47GI0'66IVM7;7
M...|)">S,|85S9_*|P|YQJGG.N_ ^GHS&W6> F,NK%;@W2'H4HHVR+I*4X+.* MP.A*6-
*P1FO;#"#-3/C'C27H@E+9@^|1@.JY-=)L<|5*S6JXL^10AB5J%X0/Y M
=9ID'0_K1I8H1|PLB.C)QZ4|SB>|@X?S<| M?
7V^WDMVU2,AO"|"",@^Q%IA0=RH9:2>&*%\$BRG=GB-X_RJX^S|^&H|X3X!H MP=
(.'5KQEQ7YGR8K?Z|?JE-B5P:I2&I6/LI7(#@N('16;H6-2Z=97)8_1, MO;*B782E&=>
|0M#5U:K1ABE2VE7J#|)I1Q%T *?+";Z'?Y'>GG_Z<:"K|:PQJ1))6^="YU <)>01&RM8E

MH721++G4>J31HP3UJA=Y7I_&.4&0N@ 43?7&IX^25: ^"&_ |D"6/#(RX306
MR'69AN8J(F)=|O8P-;WDV!MCJ1'I.P#2#ZORUC\$BUCX(38S1GNY##+4Q0A*S
M)#K%"RO*;M3P/Z2&Z'Y2>LE!-890"19W@)^C>?A=_[58KGMUB9!3N0TE\$S7(SA95Y\$' <
TBH?@2VOC:2") MTX[7:FF1CRF;_J%W?;B;LOBX(O8Q#9@X:>?
BZLI%8R'&%)ORRA(+I@N_ ^|B< MU@(:%3;#(+JS##N Z?\$24_Z"RWI?15.8TR)A4&
L'4)A=H#)\$#"FR,@YE!6- M4-KQ\$PU= VQWH=|ZF\O@0X05)> GETN ?
U1Y2"8JP5+AA+H(\$j*2*Q)'BPR M-;)R6V3KX7?WT;\$1DNQS>"UWYG*2+FY/%89\$3R+=
I?BR&X(I^\$0!_I%-\$K MZ;D;8T'O74HF7G.RLX2?@.P6I.X-!_S?+980EV<_8CW1^.,OI#(!
I&UZ<\$(M<'GM@_B0M1*FF-:.)N\0T1=4MI'LHB6;.\#)S_NM+^K%&=..>P%)U9(H1EYP
ML)*#\$S&Y0/^G8^05MG>IV @HCD\03MRN#N,W+#?"C=9QTA.0B2K305K(.3:
M69#)JN-":UWDJ\$C|Q;O:5<.;/0F9+AD^=R5|KQJ|M5|VL->3!/=+*+\$2XKI9AF
MI-5Y_AV_DY3H?K,)694B93QNG|@YKHIK)""(!47A51HW*AV<;MO|PE\$VTI| ML5<1-
!R?;Q+;##/79Y3B|HS)E<0|(B0G=%W1JL\$ESD"R1*S%4EQ*+6!VH=|MG3_9-
|OV%|&D;+MBW\$7'|VS^Z8_Y|+\$+',R>Y1\$NV'D;BF.\$(06D)'./2J5*" MB.W?OSM\$;
0F_QP,I=WXX&=&|,!?EPD)H,Q\$F2J0Z0M.1<.90 >HI:E M_2+N.V1,^|#M*-C'8+
(%ER>VBU|D,_J@OV4V?O\|HD9?IG-5|_/YGF)IU5M M?CS_ ^07THL/RIX-
>K1:WS\$I#G")575>+%T|6)6-@K%""9QF5WV2&Z4Y\$=2FM;
<2_F\$(6'6BG:U7|YL<<1F% =W?SK|_X*""NM 7+N MN1*7Q: OUZOEXO>;L:~)1%?
64X!3B76@?:+C><6!1=0L6NZ4;1W5'DAB+S5Q MHZF|90+I\$WY7&OFG.M?*M;/,*H14!
CEB*%8++@0 V2/.6;+C\$BMAPEN16@0 M+=VCOYZ-9#6Q3_F03C|
(;7;Q^Q_-9"?;9..K32N9|>1Z*P|^9 -: %CHB%|'=
M'B|RKPF|0,X57W|/#V;SN#7|WOW%1|MF)\$%9(|@;4 M)BVH""T\$;VN>
27SSJJLO^NM>X"H7DK<6AOU+60P^6MV|9771_F8S|XN G'O MRH,O-MV>Y=GL?|?
BD%=&)&|2-=Z,H%Z* M6E|A%/(J-MH-QKDY_O'B1/^18JYMG99;3V9GGV?SXS_SZ;?
|.UD\$GU;@I2(4IC: >00G-;C.?1.Z=D%;U;K|8CM9>\$8AO-N |Y3:XO|W9KKSZ>
MAW_E>':N+)(S_'T|NK6J*?TIV=IE?|MK^_7ZQF%VM|OLRJ_:H5)JQ+M@.O M59'\$?
B>PMH(3;|+M1!DD)_0D+AN\$@8M78JA-
>!40T=EY|F9+!K:>XZ!0L1G2GE\$>83=&3ZSICN9QF==# M<+==
|OC_3W0VU3|)XQ_#&8N|&>N=^2C8#TK!)!S1@=Q=5@+|M%NG/V>GH5&J17DB30Q;
M<0Y,,K(7E77@I,^07;&&O&OI8NLZK_LIV0PVSR9VWX#=#7<#FFOZU>_Q3;^QU
MZ^Q|;9T|_"N>GJ?9_-/5V4^T+;5|F4'1;.:3:GGQ1"MEB' (-?+6NED ^S6I1|79Q7>37|_
->SG'!5?7/BV8T_M77J;SPYQ:;<_7.UGM^WHY.IY5^Y^Q3'5|EUK3""!1Q!>UQ5S# \$#\$
M,K!&BVBTB_EVCJK#W;LWOO0J3O7B^Z4L/N33-4Q6GV=?7WPGNWSQ)7|DY.2+
M!S&N_#%|X?F|EW4-88<\$7F-.9M45RA8 2\$R"3YA-LZY(F_WO(PR)'.!F :45N<&UCP!
U))82T|D7@>,-'Y6 MXV<'27W(^-DA(N@ 3@^&LP^,I95(*Z@ A5%
>|K&5**/%K%F6^ ^KWB7&8_3 MC)P=).L-9SP.87P'^E|(FQ. .%>V&\$"ES>7O!X
M,,*;M"+!|@.8?->U'V*6+_-|J4P*N=1>BXQ,9#6D^_LBP+G70&3;-!.. ^U\$ MZR:##=M1W?-
R/A/(VBFX&|0X>PWX+YV&6|TGO-7SGV03;J2*'WJ=N?5WUQJX M?'^D|FJ|
9SBT=_(CLO5:\$|G(R|OK!>U.D6 N<0AJ%J57W@&+ZP!K:(SEFXI M+-
O,F3GFB|KZ^ ^|H8#J-+A8+|GDOG59\$5Y(0=,NBR*#J(TPHY+0:|IA"J:72 MVS1
;0%5)_8FM8O:,Y8)MA9Z!Z|^-^T_SQ>K#|:G2P7BZNJP":VN+NE>*F%_"
MA(PRE")UO&T4AT|0OH^0\$7'56M6WQRD?+|<>P7.5W F84>A(CE>MS*^+|WSQ
M"7@J9%S:>9U:MT\$^0.JX<5D#)?!*-GM(?;32|JNQF;_/PVSY-GROIG2U?\$R+ MS*7TP#
(QH)S2\$+ARP\$-(0:*Q*JDM+JR'OZ\$S..RCO'ES279PD%R?MK|H_O_|I M/Z>X(*(^??
|+=O^+YVG*X|"J%+\$@R=0Z=++XVK3'P,1=N?0RBM!|#M1UEX^W9 M'OJ>&D
S/>'MIM3N|K>Q3VFL,AWBFD<|%.RV(7#< M4VT(A#P\$PN;JZ@F+KV9?+E;+M<3XU8H-
-%H&QR&RVC,B%2=6 @-BARO+G\$)L MI4@|0DXG.&L|@H?
@=J!&.@77U5CR)*+E.FN0B4M0.C((MD0@>U0^E5*0MZZ2 M?82<<7/+XX)K'XWT!*|?
OM|0VV|A:,WO+3F<9+&*8@XLIHVL"YZ@M:+Z3*=SRL_177GN<|Z&KDZNR19 >ADK;32
=+>UCD|H)K5-7/W<'E5 MIL:SD#Z1| %RPQ;I#<%%P0*N4C,\$Z;%YQN@-
YG>"N&3;FOU%4!QA|'A:|^M2
MI3H'_ET|YFSV8F>2;00,CUP|;7M1")8BF3%>=&NR!:'WP|DC@N%>#RIV1 M2V|K0-
8GBU7T|JAA6_*-G(|G N+3B3ZB>H<"Q*"&G% SS3@O;.C>W""WWC MAA?' N1@&N|
C;7^YMDLUW^<_??%|&LX7|_I5I^&Q!.6|6(EYJ-4BRZ|'0TBK=^53UX2D'S24|' M<-
N::;\$K1-W34QB*" (J51&>M9V1PME!H\$PI\$;266D)2(K6_\$ \$QTML)/6=QDM
ML(L*.H#30QWNP5@ZH8V"P|Q=XJ4FR:T7)"|Z;*(0K;NXCv|T0(|Z7K+T0*| M"+X#_-
SJ:J=?_BR!\$L3"<35//W|4?HZ:5Y MJS&2FJF@ SC5S?*KV^7"):=:+DR4;XN@2%
0DN\$0>OQX/?1,A7|V|@'(D:8""6 U.2'2E!Q|\$7Q3O'L|UI, #|3\$5?8-E' MM_?

Y0!!CJRP<7W^7O9R/ONIEW-S)N5UK\ON/@<2N1\$9W..B8)-F9 M#G0T&P""U,\$^D:YI?
2O.?|P+<2|JOEF"-N3M=63-='<:9B\N(TK)|>%,J
MY^C|UIG|Q:0JE&"\UAQ#,*UKHW^FH(FQ"/H_:|E!OLIH8OH#_BD,TN#^|H
MW)5D=CQ%3N>ZT'6^/K&1M=(N:)IUZU#_-@WCWG>':/3!U->PNW@A'G@L7)U
M5>>SMKE)\$#X:Q 11")*054C1*Bj0*Bj!6M:%R<>I-OB9L'\$#_(8P:J^&+HZ>
M^|FZISYG8M%27X@%!D|*)\<1)G)=I@PBC,5HFU?W|/.%P<98>JHX-3 M|!+JZ0-
4@J.H"D& 54H|HTF)(IK&%=9?T\$WP&,
M7LV^XG+U^2&C2!*E2IEBU^1)4#XJ<(E|0)4<->44/! M=P"C#?A+(O 3|Y#0U>U
.8%7S))H,&F>G2V^=29RAJ.E>=YZ %CL(F@PD:PH|@YP M2CG<"@I"!?DG-<6A",U?
PNZ2T<&LC^.G?0Y51P<7 MT=?;3!A|5?8^@./U.*V5R,Z4 BF&%V4DLGA=N7<(&3D-
X|U?M@FA? M67<F%JC@HLZ6_!M^%+
|9:1#E#&#|JX>SBQ"Y,5"*B9IH3RZT#IPND7"N!F> MUB Y1+Y=)'36|
|RNG@JO#^>)\$SQE11=V2NL&+NLA%FT@96LT';MDNT %97F'V6ZA!!=@D_-^
2%249'(F9PKE:K>"F%+71OAM9M& ^0 M,FYV|U_=#L(N*|':?^"K8!%8H@)=#
UZQ0,1&|S&*|D|H)+9UOW6F|)VKA) MG-;H&D(?S6#6=, \$FP_/'OW_,WK#Z|>_ ^/L|?
-79^ _|>>S=|>?S@|JRL+ MGK YXX|7'|:+"EZ'Q6(=5>Z_ N&+VNPE:\$5JPVM|D3@X:|Y?
D(.9V! MJA\$""@7:_ NH8N?S_ V7GXC#D|KZ/-OC\Y|,R7|RFx8|0DW&;@;:%;0|!"TA6
M)U"8\$0+7%C@F(1V/,6G|)"=LRZ_J"3D'J'0^G'Q'ALN+:?
KW=+:MBGR!NDI<@TA!">&%D|?'FM|+ERV^:N07DP"@TEJ^ MW=U;=!
|_>+.6,F0=A00M% \$ _BUH+X0(83\$4R%Z1J7JSX,#4|@6D85V@_P7< MH61-
W8)*THK9.J31GH|&1L |WQ5#RR M" _>..,O3R_)U7\$SG>1)-.M>A^W.!X|< MH= 6-
X>+;F2|_ Q&^33|??#|H|F6=S/MSEJ?+5+W,VM*P7\$U0.&T0%>BZ2DX9 MH< 79DG/+DI?
N I%:H&"7WS-R%4)|3'14JPC(X0PG:HV/N*,P|I&-;\$0Y44+&7E.UKAM|K*?/W7DRH;V@#E
:|UXYY?4+Z_ (?W.Q6JX" MG;NSCYIT^8+|YQ7MY>+
GL,0W|7SZ+Y>K9;#;|2K85%MIG22HC\$V:2B?27AAQCB Q:B,0Z4M;
M3|L|G.I3*JG8!8.WC^\$CZ|<##V!WCM|C_7LW6>:Y6)|L!>O"DX_K/05FH>Y|
M"@DI<\$^)W_841X#T';+'S<7UC.G#-'R2H|P;:KXB6.MI2C9>W!;:W+D)0-7 M7
0I2R\$+ #EXUGPAZ;-7CI@E|AO1!^CU)1+^<7RQ6GVZRC(K'J-%#,D& TLZ
M+V3\$(H|@Z|/68.M8K@'9XZ8Y>|;T81H^35!/R|<.ROT#QD.*5B2N'\$,O"#> M.2;Z6*:M;
H: ^""JQ|V:=@W|0_1|2HA^<8/'"GWO2^+TOS LEA.N J)V=>I\$
M'6FBB%URMA*4J*+/PG)K1D/R'6K'3>-VB.##|'E*R-W8ZOM/B*M-;C(G+'5+ M5YW#3-
&!*R1AIB,@*ZB4-X6GL1V+&^2.FS_N\$+L':K3/9KG?SYZ|/VO1"/? M!S7(_FY#8J,L|N|
(&O_1;ZE08|;9@D6.H 2/X%G((U5T<7,F6W>JO43!4<| MK3:UG|F&7!>
()Y|5IK:\$NP0^>B|22X++U@.Q=J-PY)+& _=&Q|Z&SNV).Z|+| M_CRL|.-H?U-
J8^#5W|CKYMEM+7).PK.=*D"3A2A!<|^=S13=|;P?Y?4'I_ ^8S_/RS>(I+KY.\$YTWQ|./Z
M'ES_|J^ ^B|OD6=|M27/!B&,(?5HJ|^56J8)LKJOL(7MX|!^!|GN0F?*K;+9\$33Y&LN 0.
M(B3'G58IB=;GXC9TG070,?/B60&NZ3Y16DCP0170@7/A
M&ZK'4V@&"WR|F"3\$07Y+,WX=S?%/H=_)%NK\$^T?OD MD|
!HO8,5*2?.2\$E<"990>VU|ZV|^FNJQBU<.C(>&RNI |A5+M:G?@SIWQ|6 M8;8,J,6
M&!T9>LT5U0GXZMJ:>|CZ!SDDM0F-V)LH%"P|(0!9'9T-
#&RNH\$@O>Q|,3#CQ(D1@Q)&+=TQ@L.!X,,*U85,.3)|'Z M5?V71(U;W-/R;>?
BD;N/G_P&+ ^HF=\$WY1W.|#_A_,V7^IO+2=: MF\$+N*I/@5,G@F?=
|>|W)X#=_ KZMH.6?+.0.4D"GH+JTCP_SRL|T%E:X MF74DG>04A\$LHMGJCM4K8A>#(_
QY&2"B?P;#WPM=NEDMD3QE@+??0Y7.&R ME03'E(#W%U^ ^G./E2+;:*.!7LS)??
+XL63^P)':O+VM6-GLXJ.4UG(ZG90Q M#DJ.=&IEG|'5)SECO6 V.);:;T%H4EL|>;GEY?
|MJ=>|LBON17%6"&1@AB! M=5FNJ=D=:4#3|Q+7J.Z|6MQ|D.WZO5V5R^ZB|9N'U*#"
|B" O/6,-_WX:26F M_+GA=))|8EQ0/%*|5: \$G;M|B53'.ELFI L^M7YP?92@<2 U/
X>+9,Z1"E= M;:|5?5U-;#M^<6B2GUB4@RE*-9R3I+U\$=R;(4'Z|+AG#P)|*T7ACQ.T7@|
ML4=\$V4%JZ1EFFK^>SM&\$IRX@E,.N6%:KPRCXY4F"+3XZ*ZITNG4N|)= \$C?;@
MV@08|E1.SWB;)&E-*.@AKVM7F:@|?+& D'14*,D:NV0 M-
2%|O.A@2%3=6Z5^3!7WC>L)+^0Y"(I_7\$|+#!BDFX-^*:RB_UC!(DO'0^MX ML4,?&-
Q)'9TAZW8(M(|%95S%DQ"1,|I.G(* D,|LA1!'@PG4;DL82P3M#|'"@9(=3-
EUL;:0HUMNCG*\$|DA;5W3VA<>=U-(KRB8JE:A4 M#. M.A)+J(|LH!@,T5NM> A#-
_HCGND\$)N7:O: J)U4T/-XM1|%&,_GG|_, M9W6JW;RLF:W|D-
I5F#SZ|0/4E&S/SC!5)*#*8(27P'(AR/&@P1,*H3"MN#;1 ME|)|G6_3 6T_)|7Z|N8,='EZ
&#|90%CEX@(.88A/1&B6&?R+9>FG>LRI%= MM/SXR|3.
AY|U=B&Z,WY>"T2(J5\$%PO(K"L/Y-&YF.B'4+B4RFDGQ"_.CL<^
MOZN'AGW4WTQXG;DGMW)|SS|/%ZOI_ZPU,|&%T|V83-W-7J>:"|HWZPP6C7J|

L7"AJQ(J5(+CE%AZ1B M9(JD2>F.#GX@I.@C55RR!3!+7+&2_\$/CJ=#!#_R9763C?
5%JX)TS#E79WE3 M&\$ 7*SA?@\$@VJ>1\$5Y9YI*Z_,GC)UB^0' M!
[8X.L"\$)7F8]8%6(A:12(X-SQ9%75K+^4N%2/O!&^'D,%?'I.L_#M/+
M_E_;G2MA%FNN4?Z@V=UCL9T]?T=GM==TZOYI:2'Z> YA)*!VWN:"6F8K\$TI M-7=7&
A.J%!NLS:U"OI2K:WDH1!%AD',FO0/%6*@N MFJ)[7'-GD7)A(40A<\$(
M(5.4IX+*X!G]4LGBDZ)S7);6)5#W4S)>J-U"OX\F_82=@>0N2^V_#R9O;C ML2-
J36;D/#"1B!>G/\$23)0BE4\$B;'1-#OF4^3-EXT?8 D:I &9U!f.UB.DO3 M+^"VEZD*2'(S"
6NYZ6L,E>#(*T1=?.1(I1AWS)O\$/0> "P(Z3/OCIV\N M93+?1/('9YA?
SRR^G)#+G\$C3C"I15]9V6J=KK(7F2 M,0:V37OS_A1T]5ZQKX-T)
5T<%QMP^E#+46L8)3.&X)/(L*)-W N 86C0C) M)XS-EZ@?0.YX[MBQT#0?1]4G@N+
fZUKH"@@^6'(G3.WB>M%D'L3.YfWUS&"#U?K:63>_C=686!^H4L]N,]8]I#+-
=UG'5>|KNP.GA] MY.'?/\$!FK8D0!LJDH2,'U\$0'UU-
>K:YQPM6!YTR9R.4]6Z3I!)=NV7#>_ =G MJ^&7;/*)-4(&+2Q@] "3&G.JX%J] 8/;%ZY#;7I>
fTCB>GS@03!f-Y#7660>8 MO.DO;,%=K866#C7\$]9CM(A2%B,2B\$"ZYG&4RL?
4+R&X4CN?U'0>/^JKAY+1 MY2V>;KHGU_)SQ\$M!92%I4]/HI8"+2D-
A00:K<f';G&K;OV%?25H]KQ5AQ%O M!R?8HR?T30;?
XB+5)A^NF1%6,J!_%*B=Y1"SX2104X<%%0K:6Y<\$fDKCR'6G
M]6&RRZUZJ,XZP.0CI_2]W+<62!VD-5)R!X9A&P4<*^TM8(;+5K] >;M1.'+= MZN!X'%!?
fY\$O^2.L+A;KWKAY^=DXPRS?ES2:MJQ..N3;fB;f!&,+D3JVR0
MWDMPB3E0,OC+43PHC%?<%L<,-CXMANP=NR'\$J]?%O<_S#KDH+T7'K@ROFZ5
M(ENSRH&DXU]SF:R.PQ:H/\$Y?5QF779"QW22\DKIX#J^;^WH=?;f!G^OR6_M_?/O^(?
fGJTW)2H!.) P=MZWH592A2<f8!-T:1_1T5VF&6=NY.Z[A 'X] M6VR0;:[*\$X+L?V%8?/C/?"
(L+fO11!A,-f6]#*XD#C\$H&fEC.MPNXSP;4C,PG*2!V8]Y;Y8VS>?I3(<1MO
M^L3FSLHf,72^G%L)M*1V8F:2-: ^"O%0 A2@V6<(<)N-0%Y+UJ4\$6H%9HFBWA-*Y.SISf
<f-RN-XZZA]1.:NZKN MA*#YK-!W7C,9"C&F&2]B)TW%6UW8%T?R6> M\$%(G7 =1HUA
KD)4*;/+5WB7%4E,9-\$^TZ]H6@;=X-M=WC<254=3 YXF*|_
M9WGS7(#Y]NBO_KL<_U5E22*%U=H%HE&:f"3DXY2F^TRA1M>YDV8O0<1?@
M]@'.)DKLX+!fJ%HI9).E# JT"U@=YP@1;7V]LLDQI4(OPVYfVZU\$>f"=N\$=# M6PM%=
(fG!UZ^fL68RPD&SAXKUWE3()/RD(AQS=K)1#9D&M
&CS9*NA4(7AI0/HLBBF" MMZFM26I(Uf^G4"PWW4="KH M6^?
M:R64\$D:;4+YFH,AI#4%)L-S&&\$V29'-CX&_fQY:>\$+BSJDX\$@^O]?(J>
M6T;^3%%UEGf"3K85\$Z#W,9A@=f!#%C7V^Z32\$0)W5M2I "'=A4]9"3K.04IN
M0&E/?&A("N/KHA:Q,G' .#H#R<f7!719T ' .L&LA);."0;8;S!8!?" M9)#TRZA2--
P/N6.Pf^>13J"XO]L. (^3)'G\$2)&5=R&3E]LR\$!L&&+D=@9&+
MF^Q;^)O'T\$Z0=U.BNG@Z>->?A]EM<fREI]#E8D#fK' HY)#3JZS)7U.0RZ
M7+7SIXXQ(=A\$9;T>?;f-H]14 EA;*)Y257 <;, @0D)8!&M>TK7_)G!C?& MQ-
=.*NBS/^K]AS?/_f]_OOG]Q=fHfV?_Y^O/OS7C :@%f.OTXRSO'R+B>?
M2!MOPS2OYN]7_3O3-STNf]K5&-OKA!5]f00(fC4\$'7S>f]f^V*]P^f&)ZfD MR3A?
MR.%1-=JL(;,<f!96Ff*I))U3KP>YRB0P^ZY_//G^>Sf7?O-)
XGT"Yf6]SC^:)fDIAM\$UJ9(. *&DIG)&E MHI05BYX3-fYUMNM!8D8^?%JH^M?
PV4/N_0'H#_P<<3\$If'+K<@&C90'E1()@ M6 V-D_#D'fKB6N_EO9>0fH"SCY(?A]X>\$Nf-
K)&;?(f_VEU4;J'<#GL:#Q!;9S^D>>D"E) MYK,#7@+Q%\$L"SXJ#G"S/D>PAL6-
&fE=T]>4)fOF!'8+XO?1Q*D'fCUS>f_5L Mf.5T]BREBf]7Z]UJ;U:?
<\$&RH6_A+,E!ASR8B]7IE%_JZ3D?L@IS;) ^E@2NK@UGY/fEIO
MJ+R4665M/JO;f.MP2B+CWF@/(NM8RT5J.IDQ8%)0;ZL=,TW!S]fT+@0&PX'
MMf.)9DKI &&W>-A\$6fX&Xf);."HX4)QB(RH),>C6.>-
P+.%R6V",8M"EVPT9%,+CK2L3UU9D+T)JS(+A0fV_,NQ MAYf' RCL?B'NH97>
f=A\$6;+fTLUY?fHL5Q]_f':\$:@YEN@A!6U \$33 "6M! M>Y.#fEH:W_fBW(ZRfF_?
8#Q/Q:Z:B#>_(&5_f@_ZV>f!(5=5]LQ_XGY(fY=
M*^\$JNYB"Lf]YU""23K&*TM>M"E@.,fH#FF^>OGJU6BVf6*T?A^:71S]f="&_*A_#MW?
Sf_.5f]9^PRf,E\$67, M"\$60P:DH/41,%F*=_6B"+J+Y_Nf=R.O>BSP)f!=f.9#2.L#CW93HQ
<;f\$Y(M0JISGAA#B\$IfL&35D?XN%2.C:RB%WTGB'23]O?'S!f1?3>7Z_"HM5
MFUE;CYC@;UCF"WQ77Q.7RVF9IK46-f]LISH9#Q:f:;%8ID\$EQB_ZH4;f1_+C M1>7V](-
Y84C&J/H M)(EYfS0)W"1@f7BFG1)TF)#fJ MR7^;f! HPf4,-UM9J-R<,F;%QH*43)3/&L?
FFf5^0-f]DDA]fWEWU-C, M!LL"*f]#1%^) 17 B(E@69? f8;fF%?+f]Q3>#S1T9;f]91?
H'QC=GLS041>'K MLP]GS]Z]fO7Z'^_?GKUf_ f]Gf]fLWKf?OS#Pf<f]K4-^W f&-
RO3.PJ)NXfZN M)fTNLTH,,P2@4=%8;fD'fQ3fC07V>>D9-
2Mf^,^1,NAfNM9:FO+VJV_\$U9 M?f]RS<5JN0JS3%_f6UA.Tf]1Q)9F@L\$BE4D-fS.

UF1,=F='GK),MK0/=G0@< MN02A!5YN'T#:#*.B#N)5NY\6Z,BB<;PJYUVS!/?+"O?
X_8P!P9?O%LL:CEO.LY M&),L1 PN\$(N:.*5"S5;37'FA4.<|HLW6Z!-OZ?
R")^:.\$JK1T,6E\$M^4.R*^!M%IL:UPP*2 M?
%M0AMGZW\$DR*\$99;KEDS<_0)H2/FTP9!*_'5VC'#4^_/7M_!N+YFS_>GKU^
M_ ^S#JS>OW_!^!|/7!5N_+MOST5JU)^S#3JM_H^MJMX,'9|M)&KO"*(@IGH("4 M72*T^
0Q108&4XD!M56I^4"31RDZ.&6R?:S:N,EWO^>&U_';HM.2\@TZE/NWP
"%D\$@3/09:BB\BM"Q&'X&/DZIWI
M877!K!O:QOW@_(P!POEWO'4N_!V7*H!-53!RZ6MJC##E%:A"(9!G48&W\$:5@
MW#C6^K'N06*ZO*Z/B);K7U-E-8!^MXAN3S35+,-E94-\$TSE5"@P R.8I\$LG M17
^_8@RIX@Z8-"M!YW=2\B\FFXLCI W%M\HJP!;8>X"4<1.-W:&NA<)&Q%TZ_S9YL?G*M=G
M.9NNEB_GB!?'S&6Z.1!3!2;ZUW^PEKUSEGR:4D?8Q8(08_:\$LV"&4V_N%5C M>">)L!?
7CILP!_9W0RML1"PN%ZO)NRK/M>?;==(F%P6.L0Q*N 3!>09%!2ZB M1>VVV^)
(GWKCM*._?_3CI?OK"D6_344/B_27?_URN.A(IG(HF&!"ZOI'C1"L MB*#1!D^,ZZBW2H5N
Y@OW?X#E'5;W7M(;M09")7P/Z:SZ>>+SU?=RIG)PID_M;D7M#4VU-[0.-
K28HXC1^_VJ6GZA)^_&=2U!Z.T>0OYC6SK?X1O-PD76&0F
MPD.+:%>JNXL9@F;!RA2!P5Q:*/(FEXYS1313_-!RZR N^N6M^-"E^/MU#V;"
M&*4G%SQPBW7>>|TLIVY@,LEL" C;YUS/YSJD;.M+A+U1!;I*:/!JD;F6<I3
M^J^\$|TTIU!7JTWPO_1_,\$V1>,^4S6!TXA0":0E1O/3)N4U:Q"Q;CZ\$:D)W. M,Z^_
D=G*;!K#Y"E8S%T!4#BNG%40C=" @3,K@G%?5,Y*RT" T9X!\$?PW9EHO,, M<>?6<1
DGI!-? W3!W!)OYPO_D_!FH2O1(1D1/C/H+23(+G14*VP1J=&|G8Q3XAY64LT;
!Q9+L^X2)-B?=>)X4Z7)!E8='59 ML!7@F7'?(ELERB:EU+!DNB.D^(#PO=MBKK(-
!RW/#^~KPEJHFE\.)!Y
ME8KR8'0VH*P@SXUY!RB\$8"07%44WP>Z!'(S;!RJ!_/A8.ABOFU;_F_UD:S_
M!\$58X5'ID%L?M^'Y2 MYM063D_@ZKFZC&"^&O>XVW>S!Y!F2!6?WGCNB:9 MA-
V,^*W@!Y!R_(!.@0ZP?UW\CHNOTTU1 MZ!TUO)!/OI*%XZ6Q+!?WWLT_?SY?
KEI/5_~%JW>8YA!GZ_1SBCH!ZXAS5S@H MK2.XLI!IJ)W/\$C6?+O:8,QL!V!GJAQ!
(&1HVPLEV?'R_EB!UOU!_)#K!\$
M>GGR'\$AG.0J(JM2<(#K&BF/9#M8S=!0.MS.KI_H>WC&.:K"U095S.300U6RY
M6ERL2WW6HOH_?JS31SWK!4!PKB?B1#L:8(HE%IMH(\$>O"!A@5V&R48SOE
M>ZP)!0-SNIWM_?W:/AJZGK0-[JC9%S2"15(P!*.N@F0!P^0C"6RR!R2>IT MS'*
(9#C_ ^!6_)PR>|K04+T5W!950MNR/=V10EWP44GR'OB!OJSSS^1HHX'<>0CN-
HH;6(\$!AL,<*FXP5(ZR+-#I6%R*"3DF?A+LNZ72K>&(&V5U2V3>^_
!M&O:>VK/X431U*DC< MW.WPL7K*!-[#IRG\$BE/??5/>%U>(<.'(*4G-Q;E:3S&JU
USF6Y"V'8Z? MVCMT#WH^%9C_N%BVD4#)D16?&%B&%,.I4L!IQJ \$1R>,%P9/XRST
SL3^WA MMQ-MGPK>;UQ:VX@%%J&L!H+VD@0HH:N/E0T\$&QCJJ#C+:B?
!IGBG!H#:B_Z M/A7(W!S-9"A@R,5)2)!L6F4*;7VB*RSPH'A(-
L7;==R'X7G7S5CBJ3TW'D53 M)XC\$;8R1>93&^ @ "BZCK&/\$&"C*0)5!21A!;:H
!D;=>GA^:B!UO>C!Y%9N M7<89FN!MG.=0@APR!R:B:BX^S!IG0.
MTW!D9"%LS7J\$60,HP2GT(942K&R!R?=QBMKM_-JJ@009^?HCIW6)WNT:I;JT
MY>7(P?Z^87\$!VQE!3M84!,>072TT)7!LFZ#11>|4:5WV! @Y MO>P,&PTL=|JGLU
M4_MV<-I#!QT JHK8F_ (^G%_00Y%)V&*8_9Z1?'X1JY
"@C6D"!W'3^Y"X+A35X>#V7!:VAV" A*",URU M6O2&|/6?
B*D7^!7/YU^J!#8<;1C2C!LO> "#7H!"J NUH% L2!3RF?;?'!H
M%F2-!|T.+ "UUD@!UP;Q_5'&DT')LE!D)9/*DM5*L0R>A J.)^9+MM\$,MP&S M#0N!
!%SJ):08\$R\$=&C!_ \$YTT2\$;JP"+LI?#CX*@ 'Y3&XD,4RJCC5/^/ZS^_ M"HZMZ09WTE0'>-
M*HC!2OG76\,T_V5Q&DV@,|TBQGH!H005RNX/R#&213B2G M@!BM=W.VH7S^367;P(!
(N0%QK>D M T1SG,X9I9S MH;L#LX;D!1%?C*'+S0>(2+\$U\$!STCK6^XF
7AY_C@J">2N-= "G_07WR_)K M&870D6S:FKHD3,GJ!S 'P7&?
\$5&8=0!D)7OP,2ZX#X#5KMW40^NX YQ?>_(- M/*]-MC#7#
(SU\$C+69B&'BFXADT'DHIS,CM&/0X5IMXG!KH^(DX>"K!4EH/MN!C7-
NQ1<*Q@JS!AY0N H*) ;B(6K.--?;77!|I?S_I+O_2Y7;V59 MRQB;
*84V8YW"9Q,B9W_Y3XO70^1! MV5CH)*N#*
!5QX,JDB:A#,I% !LQ6:WA;W"!3BH<"!+O;6_ \$ _+5!W+*Y\$ "20.NU7U!NDMKM!;7O+KP-
_M\$&!1"Q6NSJ!B+LZ M)M,*3=& YZ"S9*88+43H9B+=;D^!D
!"X_I"\$P9%UWPO:|HGZ<9TW?|9<7GR^ M6@_U!=",*|P=0FM>^M)
@Z*@@@;3&&N,Q=;,)YI?<=|!_-<9E MJ!4P;4\$R_8!Y *J:%,)05:1R.-9!>#B!N M'OQW)!I?
F?!J;1+2!ZN5-:R>5\$/*^:G!/'G\$!7W!^MV^!JHN.N@.\$^@J: MH@EG,D3GZ(Y7PB-
K7<)Q!+9.?KG!P;=,1!#Y:UC2)DB?6,|2XH)B/5M"W4,E M(:2@

(V4Q:L8U.UH:=@4!ONMK*KG@=*=&Y7^X#H+V)>EZF0B8\N2BD9)!.3 M*)DI(.49(1?I-
J!.>03.*I+|K8RKY|G6_1N7GN Z*F9URW_^-:J'EA4P5@' MP9NU A6\$R#@(\$)/CW-J<6K?
Z'(^|K+10@BN.OZTKJ/J.V.J>?)^=T8T\&0 M^208T)5GG
1:~+5R|L&NC3:R/8%@|>&%T*2F4Y)O/MCD2;UM95,^; KJVJ'T M|)(AFG
HHW30KG"NTX\$/L+;5H;5|/*#O@UK#P |MX1>H>V_SC"(*;5-|1L^@5!(D&Y7
A6BRYZC2|9JGH|J\$|>WC|9Z7,03X)'4P M0H:M725K+E:M'+I "O%I%U>*
PQZ/2G(UU1Q!!N| M\$-(;%+9U0|K K?C|VNIF9^N-L>WOYN?G+^>+^H>3Q\$3&R"(PKO-
FJHQB@8*K MS.CX""GP;FH)'N6DRZK/?
=#8S*=II_A3C@;N2N'UQ;K7061H6+09800%5%!U MNC9=34RF9&+
(FIENLE\$/=\$EZ(^*S.&90^8|&TG7|8SE|ZOPJ+-R,U#Q; > MI;~7O!=A-
+1.@\$ADUK(OO3@(C(ZPPJC\$|WE'(YTF>|)P8G6/?=K)P<I(?+MI+JJKRATH?
#D8D%BO61CS?'RAA^|/N&BS0E\$4Q*.*@3X8#"UQWW1D#4E6') MF"-
%Q!~*W;BG=Q01VIO)\$:Y('A/FPBCY@M/+ 'NO>FBI.>Y%QPNKH@B3R;90K;
MIXOU)_RP|A256 |+<5G0%;BJ|RHQDT)*46@=.G:<&:\$-F3K1,N-^;X2V,'H2 MEG77F?
1,89%; P|T12IF=%T|S"!9*|SUFES-YE/P1HDY^JL@{|M=R#H|)@3"
MV:P/6|EN')>:4T%T>??|8K\$UW&'3TD MI0Y3=P|A1#NCO_-P@AR=RRY#F!XL9F#
_~5;:L)<% EM7:M8-(DE,0@6+;BDC7 |YVRZ:4#9 MC;4GDPX>!. 'C&.1.
<#N=!//*#DWUN)52NP|J'920BTR)X!.8\$R2@&NO<+"G", 7*>@XQN00D
M)A.3T#GZ;OK,6C#GE+A|_H PKN78#BA@Y*!D41*D3%\$R1!Y< M;!UG-
\$_. \$GQ(V@P|C;VMAKXXSCNYO9|E/*T_ ">'7)*6;6)5+,S%*4R14,O:5H'F6HRS>S'NRC'00Z|
|YBWV%= M T* _WP^6XOF(IS7<9-BXJU 5G0!;IBDZU9*|-G5|2 4TI+ #RU@<!)!X|+ING
MG=AL"/)6TWZ/A+@G8)0/W^ /B8A/@I!9.T1@4M*)ZD,"YP-";JEP'3E#.|A+
MW7'9|.V<9K|&.33B3MDHS_ |H8KKZ_ FI&;KI89X+?K#|AXL.G,+M2Z|>/BW4)
MV"N2T'2VG*+;/L5KQ2IC59?|@_ M'BZ=> "R>C&Q-K?|SX+@\$VL|HUCR&|1D_SD2&E)%5
MOPZ\$C1H4B1&|Q0*6BU2-H8ACS7UN-9&AV1XTXRT)QUMP=0>OXAHA,)N!LZ*R
M5"Q+T|PMI!7Q'3A/;3|WY_ =1;T=>#27E%_M3.<^~.2(6ZXX^45=/#|EK^UV:A;_ 01"P*%
:RVD\LZ M+|!6|.10 HNBY-97^|V\$='E-'Q\$?|J;*Z@!Q>^=@?K^>'(BH U>H0-
'H';26GVQELH1M;12\$@.!E 2|V9C|+\$I'NQKEV9.U'K&A;>K8QP4*2= M3N?EWN*Y;-
-9R&Y)^Z5D-AVF-X7#)2(GO3%|_>*28*GP!RDX"HS+HWPW0Q WYV|+ANS
M_C)V>!C:GK@IWO;6A??>"&U!E%J18K2"F*R%Q+A7EG-FY.D8XCXYQ87|S\$Y^(
M&1Z"M%-O4=Y>.+ =Z#=#9>_ LZ1ZYW_ =Q4M,+H6:'0.M2"-I4BN?<^8ZW>YL9(
MA=*GTS/6741PHC'FR(G4#N|XRD|9#<4W"4;94H*\$E#BY(I@L!"TL&&UEIO-;
M2WDZ^9_M^3|1%&T/AM/A(; 3BO|R.=Y?BR|55ZN|,SA!#I R*8/W2H#0+(O" M&4_B=,
|Q'9D_T1O|+W42#(GGOU2R^=>B,S437|R&J).);V#8%@!@5BSA4\$)
MWTTI4&OF3S1=_9E M?2-!|WR?;'K^+V7|Z&X:7|_ ^-W-Y
R5^>)>SF"5#ERMG_L>O0_!%+K?B&2Z+=!J|"HI MH(!189!.Q=(Z|_ \$D&YQW
L&C#82F\$J.Q Y>3 7N%=8"|%K4N HWT|H:D)5U;Q3U\$&SEX+- (6
MG3B/W;QM_ /|4VIP/<0R.K/M3100.Q9J1R,|2&|!);KH/31WX@0B&^>^)-*+Y@ M-
ZN|_ GIMSKN@=K0VYUT@=-K|/5N)9E-?;(4G)&*/;VOLQ5= /(A+10+!)G3_7NNUIBEB?
>F9*=\$:"8(J=%!0F.%0|49T;|@I*A?89_ M0'Y.M"#L-"RM-
9Z>>*/DW2Y2845@HMH|KB:%&%0C?# E\$A.U3WSJ9L!57_W M+!'=E>P.C|;1-
<1S67ZQX6RB9;,"<0Z:I3HW<|V|4%MP@LZE(\$A"|%:A MS9TZIR.3?~*!|VV'IR)YA<3.6XE_
N/W+O6YL,1"! G)A@@"A#((2MD"(MW %W=#=HBR|ETQFO_ '=' Y&/A>Y4NA.>1WUF&?
9\$?3&M"TOBQ58-4*B9L5(A M&.8B14).@*N:1QNLMHBSBH!&O?IWX>9\$O?*.C+H?
7>Z\$S"<=H^_4RLR#\$L%I M!D4;5Z>:4\$@G2:_V|*|KV^|+G3DC^~ZJ_)SH*)3%,2H-1
MKO8#* %!80#C@| V*8^WMZ<|L:B^O|>GCJR|6|7NA-N_UG/6|J&0|L51..2A
M.%DGFEA"A.P:7)8|RQ!#TJH/V|^9MQ.JZ\$_J@6P8H#6,N9N.SWCSX9|G|UZI|M?
O|FC|_S_U-G2)R|/ONP_V",1S^NP?:O8P^7U M8(&Z&\$0PAY "KG>&> @A1Z!K*
B6N1;J|3"+QRDZY#1_ JGF^6\$W_9ZV4-^7# M(F3|!;_ 7M+7;+YT1>8VC>?
X;+G\$U7*BG%%H1 2&K-Y6\$2%XOD\$D9)IK3|:1 MMSAI=_W><9|U&B+BY@DWJ|/R!|
(TQGO|^7RS>S5VNO:'T83Z2,07FNP;/J M|V0262Q>@"^HZ7C-1MG6NYWN)63?SY>KB?-
~2JTE,&Y)8%8;B\$XH0,E\$C;7J\$EJWVF|+V|AI MV@&|-
HAR.CBW*,XD1W#V_(*^>Y;^T|%,SF>J"KLRK=^PT_-Y\$+Z1_&0P7I\$Q
M>4MFE6J;BPH6F. ^<&><9*PQ|G8@;|S@84#H#:6B+J|T+T56F7A).KT,9_|
MU:=YOGF@,^V=JL|_C@RJ%O4E|*X.|;N:J-MR+QU|_6A(V;JQH0<^W5T@G:
MKHB_9)"|3B2EK6|V/TZS1123;QFCKD0(&C/Z "G4SRBDQ"S#RAR--FTCGFV
M(&LKD)F31%L;E72!LW=8\$S)I=;&8SCY6MX!L)08NR>^\$R#39"OFAX+@BG|2X
MK+C#'%WK'1MWJ=@*1?8\$472@P#MPQ-Z|RJ5WS\$L,8;T|WNN>?(X)|H)J.U M8!-

=ZRJY1*:/!L\$IW%PJ7IKVCG(F3E8P#="JS#1R*=JG369N%<,H5[K8I*[_WPI?+?I(3
M@|3A7RM>+ #L_1S=G,JIV+^=,JDSZ6X|))9"DYQ&6;K|ZWY MK\$8AW(6%C.ZKC?
AZXV_M_|#S9#4-'C?.9JP&CT/77_-"SK0SN?+BP5>&X+, M7C%G+.3D,RC2
7B&%D0H107'I(JM)^P|0LZA|M=E=F5U_0T;2|W.|.U6T|D% MR?-%URLU?|C1%".B>(-!
<|V;#)"9PI%*=D+2)Z%.A;|17V|W;+KM MHQU)>QV\$"1M.7R(I*IS?877BG37&Z@)86"U#
(%%&1D+U5N6HBO:V^3C'7Y T M+N*,A8S|-=E\$3?
V@|CWI;1T+T;JP#U/2Z:*PD"^47/5J.X,HJOQR\!1^BR1\$ MZ|HAK0@:_1_5S7_0V5%D_-R|B-
QE)Z5_?K/W=(>L%W|60:)+ "I@K2L;B2@AE MH-/O_9+&?1=^?1KH:9^4/>
%"=*,2\$J^4YFXB98 <%D#@5+CC&&J/) Q|X# M%(W|\$CHNYEHJ5F@?5
MR*9:L;KQ=1|R0.YC#C9&*%+725:6N K1 >>6#! =F7;K MJWD|RL:-3XX&E<
VE!K78RWO>+K)|_W(>Z2D|)8&2CVLA2%|6)KM0PC,|?D
MADAC16@|HGT7^L8|&L=&9G,-=H7/C6_|\$%_2:|.P2)*=(KOS44.LRTL|U:L%3 M,@;%4'?
XXY2-&|^,CI_1W7DD_6,ZFR_6G9+7U85;E;A>BYTI%F6I9WDVI8ZC M)|%SQX
5Z:PJPH7FPS=&8'/+EPZ"^#U\$|O^LEQ-T|1HJ*DV|:6 M^H; G_1G<@%NG,02%*-#0&
(J'FY>N#A-\$|B\$ Q-GHVS;R1BPLQT%A;? MUS,P7L_I3V/"D;6@07'5?0/LZ+*I OF*3
M@|G|:V@/5Q8H|0@.J*02PA0.,@7*"0^1! M
B|1&.|XIC|_G0+4&^!_&Z:Y%H=;1W%W32>&0K&Y8K67R8:ZJ|TX(3P.:^U0 M#%Y3T8._?
+C^"R\$|"?M#MS5/V?YQ|C5J^+P-V7C?+R_B,MIGH;%%>3Y)6+ M.;@'D;'N|(|.O)
<5U8F.CH+.M<:1|M3UX,|VAY? VEGY%Z@JS0TR>MR2D|=
M%':IJ_/S^7_ "+6F%I+IHC;+O<#+?Q+3Z^:7#?-W/F3BC(/%)2WPMS@+
MYRLRT+6KO/&:4UI<8)X8ELA848'-1H+268%#)2%ZKT.PT7C;:I@Y@-Q^D|J'
MG;#T=^)0G7SPC-AGNEUHIPI3K>+<0*|989<&V.%+4D+V;J0X !RQYVGTA-4 MJ|)?
OU#|!"FL_O?|XCR_^OR%I'E6"J8:.M)?>1=6.'&J)&5,=3UIDAUU*CC
M!:Q7F&6URMPZ@;H?I>..83DR0%MJK1DVAV|>?D>RF*7I^73|X?_
RF^_&WT.=|_ ^D03|@3.G*GP4E6VR-\$@:B9!&39>^MD3J+U*=F
M|'X32+L@|/:1>6Q|=G"W;|R_46|N)P(681)S(,K-3!A"3KY"QH(5"\$Z))J MOE?V\$'K|S4H-
#=HF&CP1M-XNYUU?=U/Z%ZN2IN%\8DVV*>L @4M./\$>RU2_9
M<,ZXUD45IEK70|:|@N|^/-O<9%(|L,5CK/M?
7VYK;,408+(@\$X)\$;B<.%08C%\$1>'P.5T>"CD2"K;^:3C_G4SD_(R|H7W=T@4A=EFC\$/./@2
"1MWV'%KD(ZONQ/Q\$%|/:V+R@OY:/,>K M@9N?OX3IHE8TUBI\$"F95|E|:VDYBA
0EB.4HA09,,BB-PFJO1CALMZ%|W\$'+
M8YZ|S35|(HBFWWQ.E\$U7RW>D;"+WT|1FOJR|Q>31:U#91A(U.4Y?H<;4:A.X3;X0P@#
(Y4,DD|,62,||M MHC!2*-6Z*6P?.D>>-3TF/@|26;X/,<8Y MCUSSUD^)VU.W'02?R
/9P>KIOH?CQ|V|Z|QO3NU_CZD|%Y._3\$,D8: ^%|XY*"
M/:YYJ.J'0X5PA\$*#K'11S"DHC%,9+.%J*6#XK,I27N90^M88,!@"Q|"?U/N
M2/N:YU*LCE+5<8AUK7S09'(N<9#&:!69+AA;R/:BK|^BP5V0'CP/3!<:6(^|_
:_0=;1Q0F8?:_*^+J.V9Z'Q>)|F2_ ^\$Q9Y.?&J M!"N5@82";%|:).&2@V*3LLFIP)5TO|BG#Z-
@Y GF@R'PB'KI#7W7+|)|+Z>S
MVG6S7C%VPR&.:)Z=LX:1.YS)_Q:2|AQI\$&)140:4TA>^#^ZV^:Z1YY8?%W&M
M==%!=+S%F5|34HNOZZZ#=-6-,%|D&1:O#4@S'K,DJDS6X0'B25RM#Z*YGG%
M_2@=><9Y#W?RH?KK\$:609F|7|UK,S|_4)-6\$8T2&Y(!S'I"LM,\$F(/-9%
MX'>8P1DMM19GYC|2FS,%|G#(N1PCGR<66J M0U_81)21 D'AHHG%NC1XU)-
S:@U&*/@:|!|H(BH=>|HGG/)@AL%P3\$#J|2Z MWYJ\$XV(6SC)C>//Y)?=3,FZAQ A(VEW^?
>9;_K&@|&B22Z|8VV1@13F* @G0D M/GA|7PQ19B|13T,-:Z9DG\$K\$T; T>
|R|V|Z|A;C'R;:LL!E8,!M|>Q\$|B|!# MX@5T+(6K3-:|0RWK>
(2L<6L)1L#7@9HYM(1@&+C564M**).4IFN;82"3|0E< MR R*E12X(-
)#W|UC;H>@1\$|2K|#LZK|Z1T(S=S+2H=0C:"T_F+QI.H7 "2 ME 0ALU7H?<|_
QPAL3UV_+84#/&T=J|U^LK4W.*\$P|PLN5M_?GH=9G:|99V:N
M0|S+N1UA|K\$6)EZ/0V*2IZ3_1XL,E#"EUGHYL,Z1Q6E\$7VZ|*O|J=|LG)5V^
M7AV,C_03N<=05F^WZ@V>:|*Z9K\$7"V(/+ZNZ7)+%)#20;6VC<4:;|. "2+\$D
MQ|3GV+KV:60BNGS6:@7-8575,0HOH^N(0:Y7<1642"*+2,85_FCM68F,F3)D
MIO8V.5T^9QT':NKHRML73LN/SW&V8Q%HH!40JGK80V0V#0=VC+GP(UGO+6C
MIQ@|73YVN@Q5R<&7|P:_%08_ |XMN/1E8BH12G^YW?
L\$^H,*"T.PA/'ZMH7;/#T3"#;|B%"@,%GQR\$:(OT83D
MDRUNN'OP/I+ZG9YP2"#:4@|H01G=|&>U%D94QU#G.@Y2|W6N.4%,JL3H4K!F
MP|J,7: ^|4:86-+1OE)OW;?/8?%|7IY_JA\$(!2-WL|UMVA)V^*+&
M70C|LGB\$IH.H.=.:G#"WWC');+CM7=G>B53SQE;'TM#-!TL.4X|7?S|_.7
MET6;DUQBIAA7@'&RCKMGAU^WWX\$N81(Z!!0G>

(5WH=*R#0XN0#\$_LEAL_F)8ZBQ#!Z>H%Q04 MJ2<)&)+U-I.?+>V0H.YP;\LIH+J=4L>?
47&0(#8R>#;+?I_Z_W73TDZW?I\$ B
MPP\R2\$9RR5K9.FF_@#/)@DS;Z&@)V_E7X=\$(\$9(^3I3D%>S@="#;8WE%U<-W3!
M\Y(X%+1U*)A6X_U7D&Q)B-Z4D'OUK)MGG#KTK'=13QO/^FR6CY&1^C\$TXJ;5
M_6>Z^00.SRLU=X71?'+&I\|V.2, X5PA"26R#SI%!TX51^5+=<0F&=@M106
MGDWF;4+'FZ??(VDWT'RZEY.GGV;+B=6J>A*7>9%G@*H&"4\$RQ-X)HFS&C2:
MUF4+#Q(S+HI::7L;\$.TL^EXQJ#HQA?SSV\$ZFZABR940!K+2&I0@H(I^J6Q
MHJX!;IE@ZYE%OR"IOSSMKOAMX+2G%CH_U0.IK#_P<I3%Q*)VGFL)*45!@K(*MHJ-
X)C-7N_DI<I%Z4^2C!4(J'U5?I\|MFOID>1LXK7OL"=T6U8;;8NAHH!//D-MAZ"R<1"S=Q
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E#C!%!<&0E4T2KPS;KO^_H_XAL;^#TT2_G0%@8OPY;AV"
MM_#_VGO39J=R9%WX^_M?*=_FX;X-P8R.JCY6_PTR*"#,_0("M2T_M2LJ@M0?Z(U17&?
S/U^I?T;\NYO=3V6QA/FK8K9A#(H!MQL3R#+0CA+6*YDD_M);3+;\$;S
^U0X!C4YJ556)D'I^>KW?/_CA&F%4S!^_S9M_89KEQVGTHPVAU;
MK\|MIL;|J8+=A=E03)\$-7\$SN)P7UZLO\|5D!/?FZA;A.L9&\$M\$.IB*3L@9_M8U&DPG\$?
G!9NM!RY1Y+4S<SKKR&TU53C216L*YXJ,CJY)B_M\$)R(D,33I
ID#HN5O/_GXJ6RU^;C9/*RP_*1(4_M2(ZO:2&15KDWLJ.J.J%\$!4?
EVT3I#7:'(Q_T_#F8(4WP)I-OL#C.0A+N,'Y_M!\$.YF!P;K6I'9)2"9,LQIR5?
NZZ38Y&BDR4Y,Q@=3= F:U'^+O)++Y=Q:J+ MF(WD(8&1%I61H!ZA7C'IC:%"
(.)UK+'**K(@&>6^35C_U04H7^MHC3EV&C4J#3H'P_M_IBT2JHM#TZPH-)
(@C#)Q198TU)(;L1R0*Y|VSR>/16SGT_M\$;C!>_U(YM|H,#9P6N^>VZ5Q+EB9/%
(A),299<@YYI&1S@C%G2Y/R-W2-&8* MCD>)^2CX;VT;3N_"TFJF^+N(O;L?>'&S,91R?
@^_A4_MM!_SY!|_YZ9/_6SORBI/D7>4P|V?6F1I),F*FE9#)H(VX%;ST=N,#P^S'(K
MH,"6X-_"9\$.EQS\$N'%|F(IG%+E\$(A)"P)Y*&3:F2T?+\$L?::<,(A8DQ4+5M
ME,+LM/=Q0N"23"Q,)HE|QWQZK!>|@|5P_M@B>|AG,N-
=C7FN%^=AIN/8%;!&OY%\$S^*U76/SYKW^*J^O%;/GPK;^%78#&X!&LVEPM14FD
M@Q,Y&8\$0I9G!Q5,4QYY3(VE' |GY|*;9%!,;)I|F/^EHT\$I"CIV5,,5!^?B
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L+QF3TAGI\$57.Y"SZW!L4I|JE4CKBX*0J'?PM-M(7==O|Y:9URUXC@MB3&JT?
\$9|BN':KZ?T;.+O|+=E_)!>?/LVG?C|G_N;:OK-M%?
S6N\G7R0V5EI>Y#;ZB8"XF2DSV,GADDJ!(_Y*4%7O'(O/_|MWBYR8M/W?V|.@U;
(\$I:7_Q",="<1Q9GRYLE,@O_NX@W='|C4^OFI?F);A9(GEQ^O+^<|N;|B" M)V()9HCEFHO
I;O=C|&JWO;>)>@UX.>XUUJ>_MS@7JW7!\$B^(LE(8A\$F>!>5@1&_74)!64!
(MJ*WT8;M=DKH4&Q'Z9R'SP3@T_MR:9-
30J*8W2*.91D<(BS;.)&V5,,|I*|.PQ%#2H9=LE2.|0I'>#U#E"Z0V0_M9|TJZ>;
<=NR|'3U;:HJ6X&TQ/I<(=U; ;NXTXHP9**G'D9151\$>%HZ)>@(
M,5NCW#|>/J89&2P&N#C8|WE"L/KI>HT2*HP14I+ KN\2|@2K8\$HWG#B*1.X
MM\$M_NR1U|QEF'8U'X= DFS;KD,3DM1_2,9?C,%PY."C:3B/@@5;)"E7\OM-MDJ6E?
>HXG_I2YPBEU^XGN2GCMEEFK^:SU6+BKM>U36%2F(TU)JRQA0L.ROLL
MIT8@RXA'@BNMC'%4T"Z%G3M|K#6:'(I?P%5^|4_./,UH#8Z8%9!7-D6<1+#J?!)(TR_I
M#5XP5;KF9B?|ZB8TG\X0*HJ2D|3I|=)5|3ZN?H?=.)=1^>TZ7LP?9_&|F(57
MUSG+8(K^);DT<'V1GF@4.(<%F^#_JG;:;\$MS|MY,JQT%*^0Z-4KAI4FU4';
MCH|P;3_6LRG#1&_RHB=^|NOYLO533V('1HXK(!U98<+^_,R1\$(|MQAY(0SB-MEH;:#
(;MS.<|>8MUW;6HTH8O6B8R,1NB5DV|FYG|J|NSO%_AEC,ES,'J0
M2!|\$20U0:6\$N"4V0^Y786K;Z_6./|+H'0T;|' MA9N/1L_7WE|_09|FO/#-
|WYPT|G5&LY+)GF*4=!LLN2F-"XBXY-&F\$?JC=3< M|/&-TGT2UGWZ5H.*Q?
JMAV.GK;|L%#4K>OKIAR.?9A*^K=HIZLOKP"YJ|=45_M_FR33G|_7DQF+^TT%Q3|_"7&
(26UJH@Y4EKY:=5;(4W=>1J)|@PIJ6%5T(1S_M+_ " *=:&<*2D*6S@)I-4^=>*1P
X1.4>),BDIMS'ATCZP7S1- MO0^KAJ6I|&L_2-W1|HLH\Y8BQ6"312.P9B+E_D6\$?-
;A^Y;QTW|S3U/O_M!7VW-/4^.#3)HDV(2^3W;8IX))V*B'-
ED,\$ZYX(X@>\$/&AZ1HL\$B;@5#<,US2_9A?*";P+WNKS3U\$OPHD*;>!ZP&
M^/ADRW|TUXU|/8?KOKV*M_WJ@U12XH28|^0F&|V8R%!;.%!\$X\$\$/9R&Z@@S*V
ME"58B(FCPM0>#7?X+8@#71\$,4R\$#\$I_0/+*8"12"LMH(*7SY5)MBX?)&WE(;
ML=_*HJ0D|5Y|L;K^;VS)OUL,X!U82PD)-8UY@P1ODM+.(F6P2R
M'<1JC7_EV7&0D;.@;J;|_)?8Z+|Q;?_*B;J'X?%+KB<'U/JQS-2|=YIA1
MGB|KN29XH@29'.71V@?LN616ENZ:<\$BFUC(=*C!O_\$A;GK/5/?1_LQ3^W=
MYUI>8N\#_XXAL!|RVSP*V|H5&JYLD?GH@HO%&T|=*6K=TKI-4+0|I(UNF,|F
M>EL^J.=A\$M:I)".6&1|"/F)M@)I)*=E*I|3X_FAQ6-S/46L6|BV3:X>#6&C_M'6UQO<-

L'GL>%NI^QR%Y^7X-%%;#@*+*3XL8<03 METI76ROEGC2_-\$V'056TX/(889PW=K+
(#7SCA|2VU|=MZQH4PLCC=-)19\$K
MG?/\$P>XA!"6"E=!. "RI+%PT^7MK6W)JG"^<4Q;')ZI?6&5YZ)HB61"*A:>XT M+O\6<*)
M;B7"7L#\$\$#%/YL2\<0BE2\$S#SPH^_60YYI5@A1G1B4I: KM&GBP^*+3Q8;!'S
M\|92T)=B,#\$!)KM1U"&=+),,ZG4^#OE5M%:#1Z=F)'#86OY)GX_I4?N-"N<M!4:%
(348)^->:*BBH@IQ3"F1CHS_G5\NVRM1I9.3,L"P#7J!\V9U<7"SI8W
M,EW;UPV1X8\N&8_!\$.^1YORFYZ)!-@J#7/!<"A&R@VQ\NW*W@*W&E\$YM6A:"
ML\$GK\GZ"3URXZ_E.UVC?)1MH1:@(T2\$)TT9<.!;@DK(8"DDB<1)0DZXD1Z6-MN-
5(4\7MM3#(C1JGV\T427,9*;&:(N<0)U\$@DU-EC.:*.8P=(^,'1H_W+E4(
M(#7A7>H#6I,>^C?7N>["NDOO\F9VEUAX0R7&2\F3(OL4UEE,N%H@J!>2AQ.
MX.Q\|E=K5_?QO>X#L3G^6)^O\0LL_-I>9"WCVJ#W!52!O%&N-DONIQO#\$.
ML*Z(0Y9;ZJS"D="1*JSU%|:U*_SXS!P#Q2:MT#OCY\$&0=OE^/O-K.V4%ZS%:
M\$PW,+1H)/W"*K,T5D@W'E"K!DOJ\?#P@9&LAHE'(T_&R5_);!JCZ,9WG07YR:0+-
%#-8^V\$@D=X^S!'E"%LF8\$M+/Y\<M+G5K4.53D/G\$6#?AL.H\YP>3?;"H!0@G%-
P1G:>@|=PJT46/\$4Z.Y%KXTA5/
MV2\B>&NV;HLL'XYX\$T3OK>S+P"PS(22D0H*U|. #*:5FD2#HA_!QN9P_|*N%55J*4I6*">
M(T58#KQXFSTT_1&-J<(&\$)H\+/U'116MHF'5L%J:~3!KX.ZWHI8?#<):JR,2_MBD;\$!2A-
4Z'@*&-"N!A!;Z7?!Y_+T'>KI=D'AR;9M"F6EF_B\$4N.*%G7 ML6?7KU-+LQ8\|M33I|@-4
JL%0SPUWF&9@|88-GT#R\OJ.UUM|U5N3Y>.Y=O_->YABL%|
M67DLK3:YWZ;+9>6#LDAC%E\$@7!-N@E_G*/=0;#JM!:0&D^JPGE,5)ORBB^+J
M:K'VOWYYJYMA:N_M_O779S'F_>(K='M.*|^P.491PLSD!X>:>|J6/4<>^:LDL7OYB>?
9&O!|5|_M30|G6IN+|58S/6@KIM4*&";.I\$|(1)T|E=B\$L1#:.|_%S6X\4OK4#|01W
MMQ.@W":|H|=GOYNPW>;&O:8R8Q(00BWR">54W1,0%I)@J01%E_-L#O!K9^1M)M?
P4Y.USDE1CTJ^WQ/9:NMAPK_53B-(\$_.4D0E<(Q(.5|HYF|0)7D2.M-;W63J%?8)D58|.OM|
>V*R&:J8P<@Z(1'/R7K66(\$L%4DK(QGV)\T?#9E,
M<_>@|U|\$1S+E'+NNYTRN^2S7:YFG\W'U(W:LH-*,9*Y.S^Y=&S-H\4_M0HUVYU+'&\$)
F%*X;&N:D\$Z4(B-H+I'G:-"ETQ*;3=\$,Q@9')\$)Y":X-L;<
MFB(A)8B5."D9PU_MSHNS:EB*9A_&K!=J2,\$2\$-%X0C0I)/"M-*U"?8ABF_M9:4,I'2#KO-
/T>P%?;<4S3XX,-FF3388I<)3@B/2C.1G?88A|07-/XA<1%+2_MXF7MSBI%LQ?.75,T^RB|
?(!%,T^8#7_QR=;N\$^VLH\FQ(+*J7I-/?,MX2'V6WF4FJ3>PRZQ-G&BK2
H8I5|+&#,'(T2*>((85I%?X(V67V;^%:.UNU%_M@%X|>_N@T22U'K6\$Y4QH3I1\$.L_QP
V8"MK!~3U&)Y_,23L_?F'7WCU|*Z<3_ME"77T7@TR:|7|/ZMO>-
;^AO@2)74B2.G3>YO0,\$,23PBG\$+\$06!A?AO%G;+MUUKT8WSF%<*JW:HIB|7D?|<(?
DBY:..PR5XV-^9VFT5'Y@*C(5C#5,:=E\$P1|MM|"2@FD2QC|0=XK76J64\7E8!JE&:7A?
Z^5|7-V6+O|M.E|,7UTO=Y.UM?X-2E|-(8M4W9|K/V2_MN"1
FPXE'TEV05E8D2XAN*1I%V)2)(V?|+9=MM8*_H|/R0(8G6/-L|4JW|7
M_XJK^T5IE_8N562>'CM3LUD^6:QLF6&RC-Z#DU1A57(K+'&P_G//9*\$8#!: MG8"
|DS9(2DL9W)P8(:5|*LUFUE@N"756(T4MZ,+2:.M%HA8@V4*BA+R5V9-M<58-
RZSI@UD#|J@=D?YH1:J:CA'@D11%#%1%J1PMO2+__//K.D%_M?;?,FCXX-
_FFVSI+7K/(0!><1(=R\7'F.2=:
(P7FF.&SDV(+>>\$Z63%XA&HBP"7Y4X;_FB+|*)!9TP>L!OC8_M.V4CF92:I-
Z#9XWK\$R#?P1;Q_M2W|D|3W>E%K?>\$PW0:B7,M'K<&#Q-%@W&GGL-
ON/B|E|2#|Z14(/UG=*|*F1)54\$C&2_M?<L&5!\$2BB\$P)3R(1(Q?L)CD:F<0VI1#?Z79,
9;_GK#L.3-1W6.3-/7AO?_MZ|*9&(5T'/%_0!5SJ%
(\$L!CI(PG%*52;C|GD/-48TD4YT(31T2'N: ^C
MQ(^5M|+U|H*!7U|2%DA26/'C'<(NYS_P&U"FE")\$H-3,S%F-2W|+F/D*9U#
M+M:0|= \$2(XQM@L3?>%7UW8Q_0E_4=F4S#%+(\$:8|_IKX)_F?W&CY+%BO:7E
M&SWV.ZI"*|2"O1#\$P_I\$#AM8G&|'EX\$E!QG3'AIE"|M+S0;"R:;@|WH#;)*
MP)4*P|EI#-6(X\$BBU+ #DBS<%^T5CP7U8-2P6W>S!FS_;\$|HS5A21_D"OELLN
|,3;)|X^QW&NQS)RC"%(/Y|U). M6>,V=SZQTG@5-1^?3PW'@GOAW#46W\$?
I#9#GF/!B8C9BC1T8R>MJY#(@P|U" M.#HLK()JGO_5"*L/(PK\$@ON_U0_?>P<9@|>Y?E-
"BH)|_3=,@FSP\$;Z9_@OO_M)8F"%2;C+Q(+L+\$46%JCX8|?!K6@OA!:823<(C'0)!6GJ-
@=9+&6.S,^_UZ_MSCP6/,1^*X|2_|H|>'5VQ>KU6+BKE=90Q?SCVNUWWJK/LVGTS?
SQ9|V\$2Z= M3R(1,%ZTSE,CZ|L6Q?!+CS&UUF)9.H>|AWCG\$,GM18ZG;LF1D&J
A\$6#U|Z6_ML<2&_9D"SJY?T%,"A\$B6"XK&QS%C42CVDM(&(UD8Z8E|\$%|,SIYK'6YY5=
MK_91WT|_"CT_>5|8M9N'^@^-OU8C*[NO@2_Q7MXC(R+CF3"J6<^?9I)&S
MH(7(*|D"AUS8"QB5L#K_I02|?/^O|E|,92:L4#=#@@+VT\$
MF|M|9)1(B)DD!%9.29..8N+6S|4-TM=AVW"JUV?4*=U'"EDPQ4|(%%3,

MJKTBN42+=T1;!H>_MCA?+Y?77;^NLF\O8UC-7R]7DZ\@)VCP+DK\4:N=3>Y>7K>*<(^C*7=:/K1 M;VV<*L"#G/NV"L2W]#41@_B-S37VO%_*6"_D%R@J(E!/"B&:&X# [+V@PD>C MXS XAJ3BVH2H3%"EHQN_:/R_#ZN&Q?_J8-: M=V57U? W6F\$.!)9@'#PPY4 I*8"&F&(DCH71H)*SB_ [UP\AK_ [Z/T\LAS3\$C9
MDB*H@_MMCMHA;HU'6L(/@4?"C1/8%7!"^>O\$ WOOHT#\OP]8#?"O=V 9.ZN" MI D9)VU.XG'(!\$)1E%*1((CB8>2FU.<:_O_"Q%%A:H^&.X*'-\$.;J8THX>SS M\# IAY5'6\$4<@C-\$C\V\X_ #["?RJ/4)/7V.RK>SE[9J<I.N\GLZIE'XNXR M1ISWG N!B.C%&+1DR%_+JF"12V:PCFK\7)42,SF'K)>E#M(ZI/CW^0J>#M M? 9/.D,RO9ZM/=A40HZ!)>LN180%. 'F)R@%,41HXE\$REFP8 MOZ!\D:FT5C?AO=*(K'<&>Y3?1PJ0<!\Y^1@ R;HW)E2N)*MZ+YS0S:ZTRW:~RRHJS
MJMA:V\$>_NU672+K#3"ICS\$R,(S"JGK7><%J]>>/XY+V@ M\UA#K@<.3;+IKD@0#9XRA4+0-KJEI8(BJP;QZ"0RV&0O.@=:(JK=6ES{1?) (1_"Q%%A:H^&.P*OREBJ4ZXX MKY//Y4<\$TCCF+B9!"9L\;IT ?O+Y9 /L=*_H\0D\6Z=!\V^N5S"O)RZ\$|_"MZN+/. /T>_YC/5E^6ESB)I&2 I94\$19P*4"B7'%F9,*\$>6V\IT?V\$KFU0/-@ M\$AVDZ7B(- AK3VCOA7'CGXL_Y)2>...LJ&"A!@8YCKCGO!:+>|_#_CW7QU_O' M2=I:7+&)XK6]_,KQ>7.: <:!\R#E!#YJ3P/R DX/CB!NV\$@VEL\?E)-)U%:_MBS@VP-7>")XM52??XZ514A+- \$PH\$FWPE)4A;BI\$)@5I/E".T!;J"J)VH*OZ\ MJ- H7P7.D:I\D&I"UG>8I+R^&Q\$6T"6Y_ET+;_*+E1R*T;8SLBD7:1H9B8\PT MHB*IR\IV=LG1M)#I\$8TPH\3UO-O'#)#EH.I1! MK \$R;IG&)C*H/\$D)DX28X+FN3WY0&&FV>C0F8')3DL\8G<*TUIPH!#\S&P M: (!4;R8_OEX#.;1)!+NV2DLN7+IYS65)\$5K#\,ZNBT=(F M5KK(IF&IZ@:#QF%482P:8->.%\$"#1.*84:0D<:_D@G.I%(JT)902SCC<^~M) MN6TD96.(/54 AR;9M%ET'-9\$?J*#K*,&: !.8;N5%@FGC9\$J*\$)*/_H_JY3; M7CAW3;GMH_0&R'-.%J<@UDEO2=8;RVYUD;,_.(CDP81 PU_95R6X(?!5)N M^X#5 !^!\^=!\5JRS_&8R,(YXT/ S&0F*5LF(:>(LM=LO=[3\AIJ.B*\$H-4F\ M>Q?Y4]?ZO\CP&=JK>&F(%%ABL&IOOFE3\9")V""- Y:18NG#^\$7;NDC:FO-B M,&4.DK(X?DVR\I/E3\)(NN(C\$K8&P7G0QSY4<)A M(<\AB;\$L-TNB=H\1W:?=S=: 'U,UB? 647BTD,=O7&3A;K#FECA72/\$F+T..YP MU=1XM6^)P\I_E_9%015H<1'FGO" HY)0(H;"7_KPG>*^R577Z!\ R/_Y_7_7\$^&^VVE.D-SXN2BU M- N7F"UP+6)K1PNRBMXBQH)BA1I_X_GNM?1*V&NSM18N#>UHQC"HR\$"X1VY;K M?!:6#T:A(5<.8C#*0&VT1\9+E)2*HDB]>\$GKH=M+M2ZT&=8\AS@BZ;7*O MRN1?_? P<_?5BL@*509_/_GXL.<^%EAA'1+RAB',).SOU\$@DA)+.&4)CI^,GY MNP6LZ\4^U4Y5"J"6'XX\F=!\W A1UIN04* P+2Z(1(:8B##,UQ,OG CCMT38 M)5W=1W>UJ'<4-E5YMWT;_ QEOECE6KUO9\ C(2"RPA%_+\$(L=(M) IA"Q<2C4"8X^91T'<_*G9^L^R;N%=(F&6TW>7H^2_!*,D6&4X\/*(PXTQ%9 M\$S5B\I,>HE&)&CU\W_*ADN\%>JHJLQJ\$18.;U#J)XC8Y(C&-+3'(NX0QS ? MG> <3@DD!9FEH\$=M2P\^THDEZCQ84E:C#6P]=V&4ES_O?OJW25R 4%]\^OHO? MXW3MD+\$&C#X!;K(^PL75YR2:)(WEG/M8;5HG0F73?)SBE3A\7:[MD_=L? X^+S%U#_ [7,.L"]YMD4,DP9, M\$RR0X2P@1ISRC@MO6>GX>3\ZQZ\I%2A8'K<&6+FK\$C=CAE*"D23>(Q\I R*S7) M1M N64/CW/ZAE.+YR\I/L/H_0&R',RPZ+&% [03^Q"CP4^QZM\ \$GZ*W^:+W#GR/H?;*.!%U(A*G2MQ:PSW0\41CB;Q^V25(YE\H\$ YYN- @54WL"AJFP6+W_"\NF_?+6+_IQ<@IQ67&"% ML\./1)A/DYA1#.#8IV"0:N7*/Y_9+U/M5R+#+<3\I2\$@-\$FJV\G<5MT)*H7\$ M-!B3*= <_QB;G4QJ\$,2PY2YU4M'36Q"&9&B/5(8KR#_OO^>)6_)LG;!9\$5-I(6'XA!\@H0SJ8E'MR M>9G=)T9V"@!\H!;^Z\H/V+]\<-[10\]0HHMC(MWMNO<*%|\-(?ZC\$*&TP, M1I;DHC9&,62-LTC*0+PW:MN33V/L&.G '4VEQ*(SDNKM_(IG7_.*>RJ\ P M- ^+R\60"QX@K8Y%EUB+\UW<>N?%DZ(L6Q\|MH]>#_U"D,V+ MZJ\4V6+77<77HH\$2XEU0IXYF7/J85*.8*1%P-HG"P=MZ=+5>\2I&],JS:7J M*-6WR*(\:(4C&78;H@ P\GXBTS,XX\$Y\+CY(53I4,=>\1IS;@!\\$O*#KHC M\-"E3:\H\W3\TP&0<& +4":Q\$]\WAT7T\C =A3G'+_ M*;X!"KV_SL3_D&Z\I%DQ&[\CM%B)+/32A% (LA9PI%C,D:GJ#>X\I"N' MW=(TMA\=B?=\%.4W0*-G"KJOJ\$@N- =7:>VP0ABD@3C"H2&*X0@3#8==6EM#2 M+Q7VR=.82Z<,E8H!S- %\H0>UX\BEZT,QD.MFT.7O^E\K% MID<0:H3H_]\BJ&SM_@ "9EJ(1SFZN8\;^@@<SI M%QXH^>7/S1->F"U&:IJ\$X"@%GS,51416PJK6<"# RA8D\=)Y3D>(V6CF01_N M\|*X?. Y8E;WK<(\Y\)-)6\$|C?1\=- (Y*% X)N)1 G=WN&W\|C%)^U29A\$ M/2OA6M_ ^\59J 8X\$^+RH\HOC\$^U\X&9!%24H\$H)OR@1:8RDB-&"X7W"IO_\$FW? L\$;J4:S+CFRW3<)\$J\9NO9 MM6/X)IPZQX U+ZNYVN#/KY?QRWP:-

J(S3K@EBL!)S41^5T>1\$J0C&B0)(9K(MGA9#W
/ZXV\$K'OYEP!Z@J,OT=B,"6;D".Q@N4!.,,Y,# MOY0A:FT(-B:A.Y61WS)TY6?P1<
>JK\$&3+N#CXY"TD.GN4D41:A)QCUY?02KA'MKL_&#\RT<2]@R+4=8
M2>>B(!Z+XNF'Y_TPL!<#^CX,I-'Y1/LU4^7W3TKZV|3*\$72FC+I\$6%P"^!
MYG@U7ZZ6=PK:3 MS| GC"EF5;UD"SGZX6(5U#0":?<9.=+F:J0AD8WE>I1@S
MEM*;/CN7Q*8&)C)\$_#6\$|2=5LC8)!%-@K%I%"JM7<|)R@I5OKHOP\$J?5S,M
^S#N|Z2I""4%#8A1S7,03J"C L6D9 XA|. <4%K:J-X046.\$A:XIPTNRZ'0 M*?V|.?
O|O+\$.67)1|61-2(A'D/*Z|^CY!0G#DP*7SX%M(-<=5LLG3S<6!JI M:MAWH)+
(ZQ|^>AVRU;E<10A?N+_+@.ABE'8_7*S:68,4@3N+V\$ \$:F%,SK MI_>|L0N^;!.SB=!50:
|T*P\$S&+CJ?9LV&GP1_@U3BN'UR|<7E|;Y@'F #3WF MRPW)Y>4-R8VG>/>V\1"EY#
(EJ&;B'V59TL)13:P2|WWMWL|T#O=4P_?@?N MPK|_
OD|"G(5+K75B%'LDB39@1P2.G),*[MH2#%>-J2.E=Z4.8C41;AMO%RH-
M3!-91?:1;FBU9/EM_G23G|?S*^_09^OS9?+#[|;OWXI\$X|)HX"P1'.9#B.72ZVHRD+1/(0
BGM@3A2U,K&M_M@T/6 #6QOVH|^OG5;/*,;R/J|L)_G8=+^: ?XVHUC7+_/_9S_4L"
M%WA/A0H;N00&)8?+.R@|".2-3R(G#%-9VM=12/2Z35O'YW\$%@*M>%NX>O>2F
M'. GLT7NJITC);<'BL?:?OUF)XNLM5=?|. (JYC(=2=L\$ZT+Z;.,02QI!FPB"C
MB(*5H@T)I6ND;)>D\$Y?TV7*I@/K;L0|W1'#AXG2=!8?;:-
/AQOCSC5.TPH3CK|YS6+3C5TQ+V&!G@D5PFD3\$4Z|^AH-!@DN6
M'|3!H6OT|B|H*Z:1\PN(%,>B 9?.XR7V^G^NX2CY(ZZ^S;.|>WYYZ1BEUB@, MZ\3D/
M!D;4V/_96+D83 O.EWQAT\$JP;T|XY1%(:G7:.^4V;/ZZ)A6N|5-X
MW;^7PCXLLJ\$BD@DI*&6+MZ|JTV?Q?\$.C1^BW@?UHHY:U!1LF<*6*+P+|/%|1R
M,7|WGUUV|FWR/X79J'&LP8P4*6N?R;* 80Q)%& N>B(I:%|XVT.;OPZWYC' M6\$@U0,+?
(GS93S9%*|H-XQJU67CQ->OR?|>_?QD|\$4ICCKR5&G%L|\$TE@<"9
M|BH8'5G|AU=Y.I&NW,.413&I@&^??X"NGUIE|E/|#5?W6|F89(#12F!6,PU
MDZ+\$R&B?7V=X;H2C2BB@_X)1K!-50GYTB|F_P8Q1W_C MIT:M6MQGFF/7(DY8Q!@3.
(@X@SB%_U%S2H!+(CL/6Q9YU*+>\$>7!\$7 W)3* M(!DPS%"QA*R.%FFG
TDR6E6|IM59|3+NPX".08S|J+R%LVYO>29E.&'\$\$ (09 M_, US\$AC%U%20>><L=
(Z7Z@PVNBG;J+<2_\$>Y4|ZZ/^%KCTJ\$@(|Q;.>F9A M,>4B(53
<9UO&IH0*D,B+*323JJS*706"|B|9<_Z;+EVY:L=O;LH9|O@+I%6
M^7;@M\$=@(:79,%3\$|2WILM+@#;H>|8+K YES_IHKC;X3XIY16LME02C(",(
MS)Q'1HF\$O,DN,,L5?YK(=6YESXX&>X"F&BM|QIA6-L,W\$2Z!F\$:D36#(<)P\$
M6%8BF&BQ|HER*P<%&%.C;JRW CM9>@%9(I)P3'H+H '3C M9<^!.7NHQEHPI:
|=|J\$!HUGPP1*-A,P/|@GR.E|E%JI%, "P_1*&W>/16BL M/DR!J|_%;?%D-
L:Y/EPHEHC+&7N4" C4&LJ)TX|AG0E2V_H9
MNI|>1^BW=J&Q;.:2SR>SJKG<%EXD3"_M>I'#:.,84<3A)1Y;5Q7LA =8?CX0&H
MS4!|/#SS(KJJC/+'Q1RLFN7ZF-OD0MX5;.,6!@T'9I+*P<;H0,C1\$S
M\$,3*#HCO_D)ER|8^H5T6)D)+^U53HC|Y|^NY6>*R\$|A(9"3_KRC<6AE< M76\$B,A
3E|=&/|Y,K7@6+(#|19|1W>KMY-5C#61G1#N?5">&1#8KD.8OZ9 MT"@8N+8R
1=8VN5^_V38RK>!,2U)LA@XA'HAV\$7F'SV0&,KZ%L'K_R MACNPS57&?KW=G6|
'3!LMF MYR00WRU_)=>D)S%S,'D)#D^KE U_@2B2,ZXBZ|^X/5'W6HP"9338@! ?G
M8.ET'7CPG"9D2'XTR<%2<3%1X+8W5B8E(RW?K;'E|@8C>*+@M DJ9X4TZ8A
M&,O@F/2"@K(BZ,DY*Q'EQFHLL-%R_)X99|7!H!<#^G8PZ-'_0Z4#|OKL|, M:
S#>6R54&|>X,<40ZV=JLI (F5|K(32?!6B/;\$"[TJVMY!#"5NZ1OK/L/
MB|Q|7WB;^HAW1AV/ZG" #5S;3_HXND,, "9S+@)3P%G&,LX<7%;
(|GB+1S|**KTQ'DGN9(|H1F2H),B%Q+R7RC)J.^!|9!1DE,[U MY3\$?J+?JN&|Q!+(H!??
<(|X%Z MJX|ITZB.-8X9;QA2-H?QJ&(@-VQ6D00#G>7>L2|ICTW\$P\$;:W0=HK(E"E?L:
M|40;%-QD.*(B|=P7A2\$;HD(>QX!MD"S)3A>#8:ZR7CVO1HNIG<9+=I3J&-!@
M|.VNDX01T2ED_3I3S#FD=8*IL.1|7E_6ERZ1=99MK7I!WJ>M50_|T"E PV5 M=&
I6|Q"U'.*N,TY1()FOZ&@FOEH|=/,N_>ME9|@._7UJH/"I6|&C"%Y7PZ M">LIK)_VKU<;
<|PG+B@B-%=*I(COYE!P6.9F XLR\$YE@&ZX+9_06|"0&&W M5P\$%-T>1S0IRP=-
D,4L.DMMNK!*9|*7*\$ M@ALXFS9U(F=7MV|A|;_#2&FN3.I3@IU6DH"<@3U72T&,(#J
J@H?2CM\$:8DR MQV#|M(9|_84WP)M7|6W.4PDOI_-C/93,0S8JT-&&EK/>
(B9;>0)OE(=29P-M3Y_EI:4PCG<(4||#-PIWRBB|)"78|;_?W14IPHY*K"C887S=SHJ
L45|^;06N5P/.T=+A3G%!/T|Q+5+H88592UE,#(07DN5:#EE%@3E8 M#ER3Q)
(+>O36YKVK_9Z,1D=BWJ?\$.Q|BI|1%7!WL?59SN-2|NN+@_'^>IG M;@.T@E_G|K/?
|K8,?|?|_#W.KQ;VY>)?|&=(HRJ80-%&;6J6\$DUC5UUS/)(M)
:2>L4"XM%'Y!*WR\$8A7/(N.%&ZA=%851X
MP9,*I#>'BS:&"LP|&"7!PN%!"|#+KTK@J.D9R=I\$MG4LZ3.(F:LD,8|2S9\6G

M@["RF^*N(M/I'F"GZWMYT*W?*GZ\$E.U#;(&">09=8R9@P/LE.IV0-^BIT"
M5*.5"1DP+PU';4|=+,F'4|B-B\$:0TNN(!&9P2<(2U.*81D8JP6V"BY(ND?.U
M4X!ZGHQ"P,Y+;|EFXM?|&HS7GY= WRIX7X,MZC<>Q\$NXIR3@(S7?OW+;"%S
M:O;M-"ER|\$\^~P|!U59+@S5;.DZ'G2WE^B-8|N M)A%0Q
I(G\O^~.2(T2M1J1H0/RI:~/!PK:~6*!>W:DX*:CLDW06\X_4//IT.
M^9X"TX3_A0O|XQ++*S"#7.%&S>FB#MDD%2,&T|@|4>.YG:Y5|A;!.SKD%
M&O|T>ZLS&.P&^/K(3BL6?H4CNA#)BAR B90R5@6CBP1Q%5B6-"K(AQA,28 MG?
+4W3RK,+8/*WV?OCT^MV+B|> ?7SOZ>)?%Y|>O/_\XM7%VP_O/O_OK#TT
M8@&?:R^A"|E.-PU|/UI@P|7"SI:P&8'8RSN'E_?8.H|C4DKD%T0L!Z3@'B"| M4PH;\$:
(O;P7MEVE0W;2|8;./V>PPKY,OGU(-JWE'O25^V/^F'R|_@JW:**= ME@%,D|S1\$*R1W#6;
(">UMY%|3TR76JN|/EK|0"S(AT?%UD93?-/W:|VA%19 M:7)Z/*_3ST?Y<M3^5B_O
O7.9;D?-@!@8G4YX8'-4*K00"F^2#9E'0+@|9>WVT;N&/T7:E|11? M/_K|JR(D9?;@9_L6?
=A\$N)E_A?O';9 DFR/)Z\$0_ ;0UL|HWG0FRW)A_N=:/L7 M>MI'1PM?
*J2|M2_:BP5PY.JFT_S+G_=9.7M7@W,N:G\$K.0|>OWINOM@X|" M|=4Q1!SLIX%?.?
&P8CZOYO|VW4%|W#;~^I6)AV1+<^|WM4?/2N,RURZX^+
M=70"F8_KV2Y'P7_75^K6*STA PZHN0X\FGZV^9K:V+^?399+=,%^_GLPCG MR?
OGC+|+M'#/|_*BZTV2M|1ZQ8S/0\$'|JBY#B_@|+ZF=|7|9E|'LXUK|8 M/6(!\$?^8?
9OD02_CG@)?_B?(F(^|7*)?|@%KF1_*M+WZ%|7HR M9I7+|W%H;==&
(UA|A,^N%E|GXC=|HDN&@J;_,|^4KNP/N&+J*?
744(Z"|G87)|TFXWB3T#PJR5|U+V7|=3X_I(#:2VDZO9?K ML..OPR+;-F UA';H?-Y-
0V\$J.|=3/L7S3\$>V<=CU|TL=UI%>Y52'*Q3YW!L
MG|73QVAC.BOKT_WUQA>ZH%^^/:@\$T|A=(N=WZG|T.R\$X8B#JFZ_#FO97GR#
MS_O)YF'|U9?5|O.+3Y|'H<7A|I7-V#|A/3JKOK8|L^WT@|,|S|/#|>|VX"XT
M,*,=ED??|Y|HI07H_CX+B^G/J_17R|FJTEVX/FK|5-("'
M9*_|+/S'Q<076%_W0W4"IX'0VK)MX#(|W "K'ZSJ_C&3A;_L-/K M!L&;,3
M1@T\$U':KHS)8CU?VSS_~LUI3Z=67V=5'/VS;_S|T)^CJOMBZ*:25!_VWL^4\$
MM'BOL.LW8 |LLL>2#|S2W/.9(JF:7.BS8X^O!DJ&K8|-7V5E3:BCML.6/*' *|VX
JSUQB(*^:~. MX(URK^BZADX4N_LK--:1BG^L%M.+N/BZ_) N%@'|@*Y/(L6?8:A3M=P0?
5DSU_M@SA+5<)!^WBD:CFD?4VD+=-O!9*+R6JPI?IHJ&H)HT>"|D@!E5'Y=#V-!#M!
MLM\$0YM|6<7A>|ZXQJ^6'JL/I@\$HJ_9^/AL#LSW#5LL-|0?;8<4TL0&NY0+E
M9<=Q@4WPT7#5LC^/V0BW*:AS?!B|76V*KL7/ABR6J;G|5O49@N|TP++Y.9K;@3OATQ'
VPQWZ_*KUS^~318EH7HR8+V@_M_#%(==&\$T#|=GTC6 &(|H:J%XT_!HRG&F@"E@O%
MX(!;|*|N6HW"OUZLGY^~5"+I^>A%8NX'A"X0:O|4_?Q|7/S|D)Y|ZQD3CC.F
MNWQ@P'+=C'K|F>%AUJT#5O/%|'GX4K=IY;.-|:XO.URD4_CP1&C;~5PVNO
MWN>=E/|7+*|6*^|P_LKV-C7G?;\$^SDN |GBDIG/#=DZ|H7,EK@KZ*08.7&U3
M.|8RZ**FVEO>U=5J,ZG!;SX>#U4M%GPL6MM541F?6X%F=OIS.5F6R;#8.6BU M4/%
VWNG>BJC|WGUGX|+_V%QL5R|7JXF7^W- |JR1=M%FT^%LN#"FKG
'P_7_TKWTW4L515L"X?J!;+G!8 M'E|:983?P*#S6;R=:8FLMQU#5@M;'XOB?
M6TA=MOU_%B_OI'?G\$?89ZS-%_X MM6D|=+/M|YUJ0>Y""=18H.P_V,RGZ|5_""|;?
XUOKKILOK_ CD&|GL_5B|L M7I(!7?39(U@QO|S;+>3-/;\$Z2_LCY=Q%M-D;ADP5\$?
K|>;+TF'KGIMBO*P_MC4WM;"/PVZ_?KGV5LM^~6"GH|_I^FFVG1M821-OS|U4@@*
M7,+;M/6V"%CX'OUTV\$X@-N7K.JRCAJ("|B\$>^&G^#_7D|7=OE)F4~|QF4X@_M-
^7ZZJ_#5K./GX?*P/H|C_?F/Y8/.0Z43?|J/V!=@W*& MY_K<#5(MX-H#A8\$?
D1_09|CZ|@F|B;+WX.3AW9/F(|F)|J>|YQ
MAK4=R=/I4_\$F';JX=4HBV3UPO>RKO5#,^^FE,G0?X|P_3O>CU,PL:SK^9Z) MUT_R
9'>%X'CZ5CU2FOW!&6'\$O|*53SE2?-7?N)?^8G|L_G_OIBO|^~#E|?C MD;JE4>U;'5LG6QN
Z?1.K#)+X^EP|8|UK>J>=YE|;5"NKE;KVJ&SY>P?%A;O MY^NO7V_15LO5|)-WAP7+|Y-
W?1?BQ*8|?Y:34MM%V+S NIK /8L,TQQ^?F| M?|7<6KSS""2W#EK3LNL(XCYEU+|E;|I:
(S&66B'M#_OIHI&4/JX6|0'ZNF8 MJ=;3\$5CM4\$AM+|W_K'Z^~^,1EEG\$
E|M&Z^:9=AMV|NC@E; &=DGZ|_M/3!M0_-
L;)'\$WO|PT^OP(+Z|&VQ"L^G4'J%=OM:/3'OK<~T/|K|7H6
MWN2F\$Q_2W21^7|RRX*^^+|^*_%CF6'F97+V;AH/ORU4H0("C/|K&TN^'|HR<
MLBMS)5^OWLXV|C^5|E|P-CXUZ+;\$>7|5|O8-(YFRV!U5Z;+V""5|^MMO(=MY@%=?\$?
|C3I_|5J|F\$9>ARMWG9VD1?+VDSC0|S>"|:11FQ|\$?K?;L_@>M:|N,&AS(?
C5#MT|@4RMTRTMJ-W(VV97.GGH|7+MAB6 M?MG:LY-7|IQ&OTJA@V'!K|XV3YBO?
C_<7CMU4OM|(#(0)=SE8GU(>)AW#>S M,FOM|.CUML#CL.RLK|H9HR+WQ?
SZV|OE|OK@HCN&|>:|7OL/GI81|5WU""^Y
MXUJX\$|04B00&K69Q'KN|'M91|;4XOYBO|+3\$|VG8U6KDG+TFMNJB_H(O?"K

M:SN=_0QH)Z\$04-
N&K%8/Y7B\|FBF=DY5#KF#A.M;8Z&M<=>8UA9)CK>9\$"6.Y15@M; MZ9VHQ3?
4G2/7*PPR9%|H*CJ>3[7D]7/?|CI|8TJX7KS|:9SVB2!,!%F6PK= MGI^J5R?
D2+B/4V7M: ^.^3;>8?R_4A\OD+.:G+? I: K0J=9/L|ZEZ)4: JMT= MH\KF\|?5V|G?OZUD
^|TP?J51HIAO5NM36\|#,G|UA(|_E0)|2:|AT=H<.: M#
<*>;S|YYAOG5QG0NWZC\$|XM>9|Z*J^Y1?YAJ24N1EI?V|_1">J6'%<|E5=|
M55MW/;6+=Y/EJF"H> >HG>|LR9UU4\$&U 7R^LPQNV;AJR\$|9"BTYL_:KIKKG
M_W;S+P_@H;\$|(-F2*ZNCLBI">KU\$5|9^N|PSW--E_ORM9)=NK40FW^X07*Z
M6M|^SCVDV|N!&(K#JR|ZJEN|3RQO(GFUJ|&Z\$S>G2MZ.T0F/EGPP3R;?
M1IKW8#CZYJO2EMPD#::ISF>_@^&R\$>RWN/2+R3H,4RA/I?#PG4|LR0'27675
MSZ4PR7+9*"="F6?"&=%5;|6)LM9R|G:96?\$|7+/|XQ9JO6#6W,VZ/"OOWU"?
UNM/;Y'P_7VU\$+;==_J*M?>317"> MH|_Q=_3-'^0?G%W&____^W|02P,\$%_@
Q((62=>6R>T+P_:R! !X M !F>3(T8VQX97@Q.6EN73K4U@DT0\$ IP-@#+GUH|>W?
L%\$*1D MOY\$H7|U4O9((8K|Z|W-U|W?S9E%|_JUE4MUR: ?S9OD|/CT+/FE,I?
Y2LGG3=X4^GOWGN^^ MD=^_ ^X8'^6Y29>000|OR59)G?
TJGZ2/GJB3LV>/3|/I6?;LT>3)4SUY=/KD MR>GQ|/'35/?1X^_HN_2|_*ENED7^J|?+?
+R.*XQ@>= /3I?-BZL|: ^./3XZ/ M_P5/_?|=I.J:&@T0U^6'^4=_DU;GXA'469&
TVJHD6SY_2./8O3;7D7QO| MH3E213XKGZ>T5FUH|'PQ2U31T-H6;J;5^+?E|*ND-
FGO#S*"7:H*.P2)A_:!9^=/%U^&-R?3YDY=L&|(*V*RC\$ _IC^_YV^P"=' M4|7(B_7S_WB?
+W2=_*2ODG?50I7_:I561_5VN3VP3K_MWY^@F/A7Z_L.1T? MORCR4KMS.SG%8;VJS+
(R1&C)VZK(T_4GGP7-OU&30KOG)Y7)M#FB=11J6>OG M|H<765XO"
I5^GI<|&_|2I^S|LV?CQR?/0&|_D5"3N8\$M*8Z9%+|HLH'/GHV?
M/G|T|>|C|J_.M7C_R|F|CT%291FQPN>GRP_)2?<*X74;%%,M8UXT<+'HG7_(Q3HY
MI.V3ZY2|!_/R|>|G|H|H4&|Z?^?|=UQ;^_.!O?N35GGM);DO5&8|?4|9ZHK M^?
GTQKMH6S|X68\$ _|H"X4U=MSH|(?T^G,+ON0K#I_#X+U^? M/7EQ>FS_.3T;:
(8_@#_OG/9|XW_*/|HBF|K#+KS|O""|C^&@EPWLSSM\$Y4 MF247#?U7F:S>1OG?I
KY!ROA?|0E9R4|>:>GVN@RI5GAZ_>#_7 MR2N:0/6!S+T%4=B:/SAY;7)/R*?
^K|@M|TGG"XG|^_J57?RM_*F3NIV0E(W M5V9-%(V/_OSQ?G^3/M:PN=I_ZCI
M"JN"3Z5N(((+=54G2U/_|TG>) T=X*1=TTT>);4N"O@&*L,LU"7_-\$TJ>H*. MVM<&F
M(1\$@WK9L)|1;QR#&VJY/%745%NFGF#=#HLMTWIG:U%2+A*S(M*C8-8)=J63=
MLBKZJ<0.9#3QDD>,YLMK|"NB+UX1HYG+WSKK+VA;ZCTB^YO1#U|P>|/GBC8V
MJY:P(F%|4S+|JRM|LV5*\$VP%QV=JQ#|+?2NV" 7=_#7>R;Y92',>'C#JD4Y%"#
MD#:)R&WT%0@NRXU.F|K4(|_IXFJ<:/^G%LJC66HLHR|M,+S7|!^X|FD)1_(7^MZ_A6_I>
|E3|5I5R8Y\$V@SW'RLN8|T-8UG>ZB,G2|+6|>1-,9C_,A4-T*|N!8
M.U<|<F%5GRTX3/"S8Q6Q(&(:V3(K_4|_IQBHG&J:%I2GM.S\$V%Y|_I5KIN
MP._HE8ME94AO:4 WEC>KTC|"WMU,IWG-(U;@YZ-D7A49N"68>D1JXWTXR4\$2
MW(MC'3Z|3Y!%|XW/_UJUB:)+;W2|!\$UB2;01B2YKHAP6V|07:WHJJW@_5GD%
MB99,K8(!4F/|F)K+(K|O8+PI/'R2^:B+4F'9FEB|&T@">U\$UFO7%(E>D
MOXK(9F&SH'^ (CS)U%00APDU^'.T315L1)UHB3C-
AG8IQ&|T/<&3Y(M@JBEI4C.5XZ")"\$B|HCU>530(.SO6P^Q@_M(S"Y*W
J^CU\$@8M)"ETXBW""Q_N-+YXH0S|H)+?Z(;2
M+V2.@9|VTZ/D|56AACBFS*!+8M7C3I4DU8M|5#BTF3*_8D5='|PNJ=G)UQ
M9(W5V3^=^#D>T%(P'_J^RGYK:VA-N%'\$8&3>AW(U/F;:H(Y@J316_1T3|WO
M2F=+57=3HST|W;JHXVDH:F^UDME1"#2\$O^3-
IWTIN1@#T3>ZY_O=@SRI.7^W#GHE@H6W#>W^MS&5RT53I9=BV M?=BKGWX-
OHF|W2Q2(E;:K!;|G1+/S,&#H9Y")HO:2E*V-77+IG:/>Z6JAHJ*
MJTR|S>>+H^P=9(9J:YKL4R(54(%_%E|R4*7+-N>D:2.##L2-:@ARV/5YNJ
MGECEMI6R&T9CB")Z)/#8&O\$|6EABH'GW|/2_6K(&63FE)V644O3V2/?>NKDQ|F99
MU:P;/6>?%5W@#31.P&3P61R'KZA)715\$7|!+X)'_SGW;:EF^@AD?'FDI|J1; M/9?
|S_>O'IS?H&|_.EU|O;=SZ_.7_SW?G%IU|1&|2Q|2!_M:7(FQ.=')
|>AO0TO|>7X|J1G=UN>CDIY&RQ8X#/@F.|\$ _VIW|1=!U\$/GTPU MCH=
(ZHYV1NJ.3D>|XZIYI=Y7NCDY174(6+JN|VO=ZFXC:"ZF7C'%ATLA!* M9_PN|J814_U"LI
<)>PU*"SU|!|*ZE;3@YGCP^
M.DG|C2IH0H?|MP|W4C>|POHU&^B2'4=Y6*91X|RM75=J9MM=J(FHM>P-L3O
M^3U:Q|EN#/S_>*F5.\$|5'U%#-W1&H)|8LCQ\$|I36BE|^1_'08=Q.|^QZ70_M_=;|Y'
@,":YZ_1,"*V^D&_0G1:N"-M(Z7^+R<>|0I|/1.@|#R)4R-2|:M)S_"A?
E|D>ZE/VIT'BW6Q&AS=3E3,|M>|15KFH,|XB6EGE7T W|5))K OYF3
MZ@S9.57;2|^R9Y*6/A'KC_*3U,.CX>|4_|<)/LC6@-(J'HP?# M:|I

(RH_C:MXDPE:1|EM>,F|H->Q&8!%H^6(=Y,KYN&-E7 (P=7+ |DDE3KE2
M:W8M&Y77.EE4I5|S%Y6-+!,%Z(4V,UW2Y=,?! "XRL8P6:Q@'HG'P@-H/= U
MN|H;D|N|Q>;M>|2MJYVLB8K(Z=|T-'TX4VQ'I(E)VP5LOE28|(CIDDA5KV@A
M('Y'|+/E4BNCK/<3/L,%F|NE(M? M(ZY%Q|^BFW,C|:P|KP|8#++"X=C8#6?
\$UIT_! *L*;E,X572@7|8PT!\$^NT=6Z
M8M7L&8\$4%&O+ '.SS@6:5KNT?"LFEK:\$,A3C!6H6|>5+ ^:5(<5.%;J^4|
|AQPO^LR2QY"Y7+@=0XP"LKBYL8IT< MY&,|'EF^6^C>|_Y:0L;0O?1,@9C^(9@@?
9.;I%30_ ("0+7"9B:/+M>|9%2M5-MM#Z |,.?@JYKI%+,>)_%,(1HD@Q,,844|
1<=*&/BSS6K8&%N\$G& #4)|URID-M=&4O->1JH6-M3/W=3|TAL>'F-Q6;7|0-
7Z8IL|P9A(<3GK%;XDI8UC620(>N8|1H0S^\$N M0*U)0'^PHXG6\$,F?
<""',GVJ2C"Z#4#HIBXB===|W:=6;7.WV05N|53>NG(-GGTZ^=|L2&:%#L:&W-T=T
M.87ME9@K^@.J;Z=YW-|L+ OHXDYS+1 M#03Z@% F1C+P-%BKH%N=J0T^-
"43J\$PETX/L(BDST50C3_97<)=U|T;4@>O M#7!0^BY&9PJOIE-BRR,FQSP%9B!Q"NO/-
<&IR*!J9T7+-72_(8|"?F9F<5MV/"W:#\$>E MCY8J9SC@E3*9=PT#)F!G?:66UB>.@> *?
Z@4|72%F"F>9HOA5_(AM"?R.! M4_D)/J 1/A6-
L,=,^MN|8|)OBWW@T@.0(*=&D^MK1;/C0P|-W@: VT|+ \$-
DW_DTHCOWG@(&.9;P58F0F79 M-
(|H+6S2>W8VDKT*7P"0T(5W!G*U1&X,GJY%=>D/VJ20D,2D)>0)|=|E!&%Q M|
?)OJS@I*VK(0&CG+K-@EN/-H2BTJO(V#&<=MM|/-
-3Q=|TS*:H%\$#H|AOT,,P%)%GBC>P7P\$2"O|N/1|Q? MR,UV #J6.*MP=G%TS_KGD3X_|
|G@@=*T+ |\$.ZC'^UZ?8^SSF!'3'L9G5:L M5GG6T@MY1MH1|P\$(2=0%6\$1|
'WNWZH|@\$\$/E'>X;P)^QP* _O:7S'H"3J?
MB92WH4#PY((5V;P459Z86|TZZ^AS(AT>CN/:X^@#Y|XT?|&' DR55@DRV"V
M)O&W8&6,Y&B12-5*4I<1+ED5#Z=|RZ>&Q|E7B86UGTUR^MSM-A?
^U*F_|.T5;9XBJR63E|@Y?5% _U1=E=WL*)<5|7*AH"1"JP9TJUUH&V_NJ|JS+=
MWST^LM9Z|=%(/FNW78?D*X<1?/?." '@==D:7\$9K+D06K!DJ"!5'!8>B3_\$I MA,
(7L,DBJ7-F|GJ0'-Z0?V@|JZ^^^4.>3'2/*AA"+LM)P<^L..QD)HT76RU M!,ZLIR+*='2P8QN:
(RVG1B'Z=.68^;6O\AF|3D\$|U> *%<+(=,-ZBZH"8G"?1;Y6|+1 M(/I2I^?
07H0;)3|8&"0GL>SONK:|J#J*#&MF(61CH:|>07FX>+>GG_?XK+|I M,9N-N7B-E"
|5NLNF!=W""07U@35ZYV&7XO^JN=(|CZJHD=+^/O96=PO+D+* M4M.9\$F-
2_42F4.8D25WL^J9*&T!\$MS4K7J*8!R?4Y1
M30I.-2(|K5U:!)>GM.GM\$M&|L|*BFATN%VUJ-,K^>7|*+LRN#@V&|9TLOA:D
M/9.!0^-7X-S"6=4^H&-QGW6X3|-U.%36 M5WB6J N7
2#J#:M^20X^LFG+4;I!L,S9| #'8%1'9 M;-;|%@M=\$N;PF9("C50Y'(0N=(27\$GK*-.?
H,J@50<-")C3CFWA--TULH4@ M?5T4RUIM(-NOKBR,K/40J2I',+O MT|+UGPXD?X?
(25+RX2OS%^02U:1|_V8.Q2..I:(%:8>04VAZ1@|5OX%0_YGC\$
M::POIO&E;)93=NVEO.C/W9_(WYUI<\$|V5!;A/8*XWN_Q<%PWX&
>@_SCR8NJ/V9"8I4&IH5@)Z.:7M:|SP|N/(Y M:P&9YG0\$J;
(PW!M/*3GH\$G1%&T624N|8=|?|&:^V*6RXT&>!T,S0XN0AZYX|
M2'ES%NI22SW.QJ@CGJBKF6^S|O6'7 |X;FJE"2?8449V5UK8K&QO+|J__
MT|GOB&X,F_"E..35@D?PL2NXE-N03&BP M,H:HFT,LHUYQF0_JV5F1C|YE|>X(Z3M?
L7E.VZPH&W4S/J./K0%#HZ@4JC. M>'!L6F";>X+W0K)M/%S-DJ|5E?
E+2Y3|T5F|G>#N(.,.08,VXS&HR|&6W%WM
M%NVK%S|PLHAW7C87=X3OY2Y.@C0BCMZYNM0X/M>5Y,*(U6Y->A%2J<4WNNMX
M;5"!75UIKW1O)&3OE@^C+G9>=R4 DU-| ^8_3OY.O&J%0'+3/ZAX5|V\$1*QV
MAX0"GU_!N^GBHB5V<6&+0M\$&!:\$P*!\$<|LKR(/\$5# J#2H+A@/IX0N""^5)P*
MR,V'ZHCUI*XP|=W-0)8C*D|&|HOW|^)USMR;?@.'U;|B@C6W16K?N@N&/7L-M2*>F'|
|HB,>_94-U@W!N>M&|!|2_PST3S|B|D|Q.I7ZXBS>XBS>|<@6-6_"-M"SE"D@VZ_?
X,7A^;CCIXD>Z=(^B6R|&*YF#KT"?*LNXQ#|K6S%?6'>?C|D7=
MB/W;P"UH*Z5DXM%@7^| #0:Z&7|);"S-|62&&6CY><5D@!L%.&""@F+=_"|K6*|(-H**M|
MH1=?G|5BLT.QH>-DT)MDHWZ)I6Y_V)LZE"8#XC+VXVLDS& MFOH MY"|RX<-
IW?)IM:.)BU'/DCF|_?!Q5C1)S?Q-.T3ZPUG=+O?|0;|I+WPI_GWN MW5;DI-
GC)0UR425EZ9=-NG:=2&IQ5>QTD6UY&C6P|G=|LE)V:C:1B*1DY<<
MZ/%L/\$HXYX5;%*5TA@(3\$-00)RG9E!QGJ\$'AXIY"=>.5K?J!<=[AD4;U!&I=
MYC|54@)X=')DUN/C:|H 63R0**?E40WBRR3-66X-CV|156MQ=0"2X(|5J
ML5,H/1"_6%)SSM.Z!S\$;FBOJL@->V""=|,;\$6AKZ?K2V(|XJ*:KC(-3
M*QODJ)=%WKAG'#EN4&->(_Z!VNY&9_17B1,Q>CDNA1?GM(E<%?CSI%U/4&V7
MWC|S:O\$@)F^=0KS'Q)8FN)X4<>300.)^R;)P!Y(7,6" MZZMZ G@XTUL^TU@.ES0,|5+

>3H&I53B+*N5>O,W/49Y20^#1P 5N#:1^K4
MAU%25EYN7)^%>B5ML\FY2E\N5C'BXK/(KE%2;O\,JH5W7 MC83>1I(Z3IG<M-
2R(#'%4H/2(*YBX6QQ?:"I.Z2IX0/RR:....5N MQW1B;:G:9EX9+H>MN%UTO^-+HJ-
Y24N;X5U3HYSJSIY@MBI@L%*-DM;?TB!E MBE(HVR>U:@O\$LSAC/-,1AW+A\,ZT\,B
M:TT*@"4>SB*V\:/H! K+/AP(+H=HPM1-WK16>OKU0R=T M."-KU!2V%R0\SC:
I9^9T&O90S%JR5"NS3J+"6C9# 4ZN^P?DY%R\$@@,/4L@N M+PHRT8R
,\$+5*^1PL>"V(&: *^8*I<+H,?X^U\$F4'5LO=; M]=.0%^?1-@/WQOD@=6KHL+@YI_)
(3I\$#A MOC)'2,_.N_/NP8&(G-?6#15^"T*TGPR5(%BF!97;>M 5\$D3H|U>Z\$YC-\$!>
MK/T+D\$UWJ!MDL_D6=,/D3920XT&N(#QEI,Z4Z|83C|*K|C9"C6JXT6"C8X>Z M:-
K/UE0|!"T#&0<(FG3NQ(U;J:QP<'Y)EL4; MQ\DO 776?5\E37,'OR:L",!70?L_R-;DZ,-
+6:SD9SG0BE*JP<"XM&|?N==.R024:CR*V'T&U&*6UI661%P+NN;8
MK"3(N*"MS4TX#"D:#^1R>|B64O+P =4'W>A"+2W%2(HJDTJ\$'+4=B! \$F-25 MF4B1?
#0DD0+12*57BH6K=F6A(:+?? M(YJSO1:^2!GZ:F|DZ-/Q*6_#/V/"TVN_ ^ _=
BK|G|TJ*O\0N4EJHH*^CEJ M.6R+*|J'XVLPK6P;KH9AFJ.HD2-RNIF-
I#W%OM1OM\MSG C3:|<|3K#.?LEC M*-E##:5A:C1U#SX@6L20RB%7|LH)&A\$(
=B"DV"%TA)9;:(>#15:IX92ST\23I!EEA MRZ\$-?7/;L,FP; VV?>\$+A \$LH#^P/E&L- HIV2.-
VOUU)0:~6K|O*(S)(@W MM2_HC,+6!F&TYJHRE_7(%76N3.COPLNT5:O\$@J-
I^F_!1M"EA|W='SZ6B|/<M+&J_0FX|RHG<>&RNBR4-Q/U_0CFL^%T^|7BBN0|'
UCM7E5\$LNJN6%.1!X;X MZB7 7KGT_\$7A-2|M8%,6Q1%!NU9*', JRB& Z!E?SI
K|D7NZ|=446LR?J4D MX 9NYFJ_||W2"|F5%O(T;OREJ^&! C>*CU_5;E-G^Z=L6Z%-VN6?
E<"MFO M|TSFU\1#"O:F!9)2#-T,+=&VB3+7.VOZGT!^XS4@LOYDDFSK"QQ*G
MXFGY9+,1RVU1^=EZ=TXLUMBE4RF;<4:+R&E\$8&\$6=MKE
M1H0HZX/0;O+4^)^OG"*XR&MB?AGK.:Z;7|OXI.:+E/KBRL\$U8'L>L:<4V=1| M
X=>&WU'HHV)U)*.7V1IM_KO3/I?IG;^B_-KZYP>|ZSZ|1Q86_WE_B:>Q?
MRO3/*P0/I-5H|RC.B5D5J6MI'G'W6+I!|C;9>M&QGDKDTIBMT&Z37M%Z80
M(ADXMY5V|=-RPORF97|LK|+)|@91.'9YK--B-)KHGK21|4>IS-^E|:"?))S/=
MWMK'E|GHNSTV*RIUBH:F4/-<:=|QHZEVI_DI:&.7-; YEV*#S|)3+-_8L
=HCDW04U.>>> M80!O^8*2X%
<7MK#6.:Z+92|OG3\O.BM)U#G"D'A=GKXX!V9(LG)|>3OT0F+ M\$6K*"
ACN="E,&#DJ\$C,0W7'0U2\P B 9; D"%W;B M^&9=MR&ZI:7V97#BE9MC-
'.CR7S0^K*&^ZTRO2_CQW^URF#0T#&0O|UC B(/ MI-J?&%Y|P-
(|A+T/O!Q5T7M5Z+E"D_9E0S<:A@.V<2W-W;OJ8KY.GBU5/2"l
M6WK=TPQ5MJ,QX!O/98S;/:UHFKT*CAMN MD<&*CJ%_F70XL.>A(:|OC(|OZ">7KW-
X11\K MZ"J851G\$6*NE4+;/R.LF|+A(5*|KIZ)-Y-S;Y\$=4=?ZA4.DEKM!;*V8Z#>BL
M'ONFM%T=5I+ UZ-K>|7SZ3J|=|*<:.*RK5U+\$>%|SN4%MBY|)%M%^4=|O\!"
M0HD_ |A%UR|ZMJF+E|66?4VHV:W/V2O>%U_N(GP_W!;RAA%FN.1F^SXR4:;>9
MN3B0YD)30MVBK|@O?>Z"?7=\$XF|):(:Z75@,IOA.7RM6-L(F?MMYT;1;3#B M5?
<-3;BBM43&2JN@@3D|XSH#GM-^2|0QO8\$5XE*/C _LE#8?!+272F"F=/K& M|F\$&
I-6R7LQUE6YQ+KCND8WMO. #77WG-LV'NYSZUW;|K9T&#A'R:/\$
MUG*.K@ZG|HOT\C7LI7*^!H6Z0"PL6L\$'Q\$//M?0I\$E63)V<9BTJ0MUT9Q(GJ
MEFA>N\$:_Y7AW+&LQ9ZLDX,|T%|W;?|4%CM)KVY.<'X-L&N'16'ZJP*XAH*
M=7HTR/<CFL;<89)X%#" ,YXSFO/CQE:?!Z'GX#S=?;Q*HN.P#AU^\$|J|O>2Z^4T?Q M3;
(W.A3\$A|/%TS7SP\$Q:@@S\$^CZ9V+:KG@|B(GU42|YWF<2L|67|3/4@K,&& MG|,M%
<45+S;:_YF%TB#.76H5G0/_EIA%>!K>O9&RC(1N>TI\$S4RW-Y|LAYU
MO|SFCBS;FB31>D*QZ\,N:."+6DO+W&ZGK YZ+O)DZRFR1T.+ "=051#Q=OB-F
MW!ZWN^L,*|!-&VST/>NGM#|=|U+UU6P<&3V_CQ'I9IZI@|ZI?KVDW=QNQ\NF*
MX2|COA1B|SC#CY_--2_'%LJ)&)MJ\$GFL6.R7-O"#;FN7 P;NPVMM(/H0A
M<1/NU0EX\$B|UGUUI6ZV8@FJ|@-) \$MMXH7'347>#.SN(O9N6|2VC<I,QG;K'Q
M;Q7R:2M(\$<=V2)F?V|:- F-GZ24FCS3@ (2XN6E36(09G&5FBJ|U21MHY_0\$R
M|AY'BA|M7:3H;>Q\$>VN=:/?MPKR/D)65(37;M-FN(/PH^1M|@Q^=6DPQL<\$
M&B/#CR5I>M0Q-\$+H>V?P72(GG?BY_ ^9>!,8|A|Y?H7%XO2:V1WWKNM<\$:)L
MK^:YGEI_V?9:HB! '6|0#|=QID>J- _K5%WE3RBE96?2 QZ.CBE6MU8;'F
M*.:^7#MOGHP7GG9CXMWA|>Z(I\$4)F1=&R!*8N&'; 5D*V6A|.*5>,|1|+(H M=
6//@7@9/(8*"MH|CZA&"(0@Y3" _C M.|5YA^H@:UD+NK;(<0|%%K?L"L=!G56
MH.:~517"^_S_#=4\$.F|&@?SIP2J|B)EUQ%X3LK1EO#U; ML^=G?
1|2|:##=9:SQQK9P|0*O=:N%2=-8W(U@H+\$TW;XYT?YRI|(:;?>=,=SR
M|B.Y|Y^I6&S(V&Y*#8#,(IBRV' Z3K.)6|6NQ|P: MEI?@9QQMAUP@TN0XW<0A,K9-
P^N.G15|B8;(^=X8(JYKU587|GV|_%"POT.ML'\$X7K@|5O(R91/_Y-FC,S:OHJJ;(TLJ

M.0A^E/#"V.I+N;7E'97|E!H(#671,+9Q?*=KM%'WMRW6XE:S|R\$U)'Z9AW:6>@8
M%B>C\/(5YR>Y7/I>KJ@K:I8YI&Q#.;ANYO281;6>;40L)?'YX:U@XE%Q-"M
M5FO9ENWB:7N'NAV4D#_P0J|'L?AI8|2 L.")CAI\N:D#'WI(=OAH@;)R^[NQ1N-
+!6+C+*B60*VV%.6LX M%>>[M**H9_\$48TOP;-@-VH993TZ/%B0C'7+X(51Y
MOT*5TI(VI%HLK7O MJ@9TR|Q,L|^E+V\$|^*(9D&!PD%A:0=8X'D05V2OPHOL-
:C|L."^|XFJ%5ANQD|N8>9 MXD!;>XC(EU@+WT2JN/A7
^3(@G|^E5BQPU.);,%+F@W2O&|FQ4MDNV3U7 |CD)SS,5==19-!OX2)9-5JF|!LJ
M+EHK_6Z*);.9B?+@>H2\$+6G4)0NV5-OB/DQ?6"F6_QXPSN'+_KZ5-M\$?
U..61|M3DQQ@YT,A|GGL;RYM17^+=+G\$VXO"2,!*2/B?X%5G/VAIF#J"Q
MD;8KF\$P!P+MC=_D2.R)6@|J\$5S.1SWR@;N(H(.DZYH=80(X+,&|:KZVG!Z@^
MO4I2S!9R|3(S*->'R8*K WL43=(|Q%:(OO*/K=>_-E-K?<6_7G%Z|+YQAD\$PJV.=GA>
(M+3U;JS1:7TGN8E4),>.R|RZI.** M,E%^HOM<-RQ5)!TM8+1ZZN^72=1_VQNB?
C)^|L@6; ZG=M|(^1S=6IS|A0M4 M3-DDW*A=\$,B0"%UECKBQ9-I>.^A(I->|
|1^EOJ|HY>A|=0APM_,R4?W)&_W_T MA|+.
DDC^R4O6Z%FP):EKF7Q.)YSEZ=R6W7QAD??"53_XRER")5^E|OOL;|FY|>OF/Y.+U3_?
T2_G%D_7OZ2_-?+ M|^_WUUB3;6R|VQL5S|TJ Q|R|!4+-S)\$#&92HB.&+%HCG*[AQ?
8V,(JFN M2BU-+\$Y04|,(F1K??_%ND:G#9W@!;T0*M9IA|9(6_\$1>835IC;KY^T07A
M|PLW&HV8>B|AEJ<X&T93ZMLD^E,'8),*|U+.=ZHF= M3)\$#(E:GU_)F,I:)*.-50./MWGL
RY:|D+C:*U3=H, Y_D2(W4(+0|L851 M(BD'=HQ'PE)'|ZV'5#CV:<&@WQ&AH MI.
(&0|.9>L,C""O6Z5L!|B%X2!T3'*50U3MTTP&%F#G7>SRHSTYQ(9&O
M4O|\$UPZT8XSB%! Z(E<_CE.8 -U"@?-"9L;,@O;&R44.S;HSZ\$-[CON%U\$JY
M\$RJJ|MJ227.4*Q=?C*-A:<% AP|GLB";HBG8 >/Z&3P=,HW&A05Y3|J)*G# M
4A.:BT0311YP&^C0;8P5)1%N"-L;=(9A*X^67>N'Q)>IS+BP;CU0FL9A!Q M
:U_,9ZU=H1N%P\$T4)M&24F;=U":0|0EEV,AUT";4VM4Q|A_>(W/32+348
10%>W6COQO4|K%N";."^> @_MJD.7T:&X9A_&)CTR97^109L?|LB@B%-SSL|N&
|&^B0JZ=NN>EYMT&\$#1_3P4 M>MHJU "/%H|I^%9;TVY@YI7C4 V276R|G
B;W=\$!':^(QHT@4S*V'9AKJU5% MG-\$7\$G"TAX"+(S?OE.CIWRD?. C.>^<13PXZ&0B1-
T>J=.55G;|QM?VT>[WX M#CD|)4WP:|JR/T+1'7F4'&A)U;Q.KS&_:?4YJ@/-K-
G|S19EIR%VZ=>W|I#W;R95MJ9_YLVB M^|/_5!+P04 " #\$_@A9AO_MS!(* #YV0 &P
&9Y,C1C;'AE>#(Q MU=;5;A;^OK|"2V=[Z0PQ)*6%!LH;D2^A-X,
MZ:6|^V7GQ%9B#;+DD64@_/HK./AT='>D#D;|=_K|7(!^FG\$16:^(J'I@%)\$R8&Y\$=
DOM2J^70:LEXJ-@@U*2Q MU|@G/Z2Z8;#(8GQP&I)2QXO|5Z_?K^NWZ_MO|<|V?
|_L'AF|?|O=YAX/L0-.C;_G_J6^96|_1/8D>UX"S@6AFK=P:E3: ^PY=SKR%ZI|2%B?-C|
|3N+;\$*^T3MR)2,0 MO^TD():0A7KC|Z8L =JFD>DKV|&
|7BP)3#F;#C5M4;MAWG|R'K,8-Q?P\$ M#3U.Q|7H215053.UX1
GM#G^XRA@2G0Y1_/=.|I'A90;5#4P?C!.=9>A06N#IY>VS_P7K|M/'MYSZLO=Y<4-
DW|>M6WR"B1/9-
MYX|NX>3;I6#MG8|BP:6_#!_SJ@'|)%4L"YFLFA07^L_"EBJ4"^X|Y^\$OS ML|H_0)
(/)"_9|"\?;-P9X9FP0W2%R8EL0|H-UN+47!1TU?BF55@^\#Y7'
MBJY&FKQO5;5I^3EB|>'1^22=)0,4E|GY!)\$V@=?FYYEK)HU*-DZQ*HR@*Z'
M1E7K|)^EJ2:@5N",|>RL3"\$7O6=M%*I:WQE1Z**#8E,0L-^%|L7D
MYH1FXK/:%%7F9U0C7UF5|&5C #ZQBJ?8.:(S;=29RNC,YEBROKGW|J7FEU-9
M)_3E>TC)B#T3%PXZ;=|H4T!R+CIDNWO'|_5'\$3PBG0|AY1'N'HO'F*X@R
M;NG.6:KTRO>'C?K!44+.%0W%ZX>BXXSH/&:-8VF2F1.&^37P|J#OHH6C4 M9CX5-
A!G^65/5"%75"BSF9|0:"WV,VJ0*QK4 JZI'YH!+\$@3K1A:0"4!O&1^ MR ;@6)Q.RV@-
V3Y/E8SI*S-L14S3_*6F('L_ L7^6HJ&|C(<\$):0(QA1M*
M3I,D52|ANA*!7!2=3V:D8LPQR3&/D??DM*|,=M&82|9J!@X) XPXR=D|ISIN"!37W-N\$|");
<8<;9;.#1ED<^>7>|+T.(IZ3";!<|) MY6F%C%/2|4|1QBG|3"0.:DVIN7"3-
E4)S@MD,ZWI77|M04 M!'E%5/D,."YK5<|4V5C MET@G1+(LB;:UH|MM|F9EZ'R8?
NBE&^56G|(PVH MF7B|+8%U?MC\$W>|2KCF(L2-\$+15?GIF%\$|00\$IA=X(T?M
M'4|_10"J3+.9"_|!K:/ 6AS/%S4G\$^,(BD";:|J?;.*|S:A?'-A?GSB0+7 MH6^:/|/ CHM=5?(
:9(|X^71T?(ZQAGB"GL)|H@!^6I_8(!SR?C4,7)N:FXYG|N<(I:B- M=GIB!E7/V|PQ);
(73P|+|=1.|VG44^E:D"Z'GC*6_)!%A>5:(J=DQ;1|B5P
M&"8,7I%N(#QR%N)VK^*+73EV3H">|YJWHJG68_T8=&T#624U-I8U@D;C3
MJJPJZA0YM(19Z,X1L\$!\$O5+?/TY)P6>VZ=C>GPVMX:HCl<5*MU1'54K4?E
MG+*E_9O"3R=I*\$H+SHZ?8O>4.|M94K63|GD'J6EBV7"K+^E::=YFMW2)XGJ M)H"-
\$K/M36^!7B)YH^_908ZGUK?SM:"K">CGZ\$:%Q##@-9ZBL)-#?KF_B;P
M.V,3;FTZV1ZFN:MFFKO*|.V9:9G?4QU(J?;!89P,+#'

=JA*,@YL:JPUE^C1)\G4H/,@3UWZ74IN<(JR@_9-">5YI(U" ML4&Q*
<"&.)BPVU_-N)1,%+H,,SDUG%4B1H1!5I4U-B6\S-O.@848N&SD+Y&25C\K=-BWR\@-J:
M"OJ0&D!6,/K#11F:X:.6"+7:_R17=A?CT&@1>I"KHSB;2S4,G(. *FDYDS-9 MX6_-"RLZ?
U0Y/&1CP)ZJ@1G\F8"?@/>7UZ%S4Q...%<,%'.T?RIE!AMHM4? MF3)\.5/VJ%NR?495E
:P6KZ?340/)F#,@7/+ZIGCSF3XD@(E!R6G*&T"?]* M&+>G=0).M H+3I8;P#&I23D?
DA_,&C;H5\;C&A8W^P(>IF3H0JFV\65\H5L MX1"L<3^9BSKCID5CUR-R\F!\$(
I.2=Y\DFE"0\D#TN(4LL6KQRRR6Q+//!-8 M8Q;,4LXP"YE\003IFGR4\$K4(M:C<#.\$:39]?
@#95ZRR?A:E*!.H&UE76Z5R-M0F2^F%K:R'5-I@QY;PA@6B\JSJ-5M
MJN\I+&J:?!E7Q\$LN4#'-DI!<,WN,@YO9=*T,7=)I7^)D"D6G0*LO90@1#<@I
M9^2TEP:029-9P\AG\$=B#^H?\$GO_3:4%5@V
<*WR2'VSWJ@<;W\% ^!5U3J7X56JZ,L7AXWZP5\$R(=7H2\$6"&E4T
M\,4AKD66_@MU0J\$J1U.UM:N*DP66)FU&%7+%@0,?6W3;D\&0_KU!\$_ ^1-02P,\$% @
Q(((61J5-MA8Z-P \$PT !X !F>3(T8VQX97@R,V-O;G-E;G109FEN9&5P92YH=&W5
M5VUO&CD0_GZ_8@YT:2.Q"*=B2=VW,-8>IMT\%(62WWK2_GEGQ*BOU-
T6GP\5X^M_W+)>.N?IKW^|=OWOLI+?!:.\$)@^',PQOKX0L8>8%,!%G M\$ 2!UXK#.
E.@?!LSY.DA1V0MU*H-4UUI=!7D<,+ \$5A*T(R>&8;P7XR2,HN=LX"/=42=N
M=P(G)LV@\$W\H\KS.1@85\AH^0D2/S ^FX\Q;78/SU=Q1B) MJ"2V+4Y?
I"JSS7M1+2NE3^I^W.QU&O8VTX-TRO4LUV\G\MEFC(N"..N<<<)3
M1@J,X;&8#F;*YM/8/S+!J;*ZS!R_'"\$064M1@+BG\@MDYZ=A\|S"P8YONQA%3
M<,%YA793:|7U\^R2@E_%S1CA<2<.U2D4#AG@I0T(X(S^)?P<: M
XZX\O\U7_NZ3B6F!G#77M\8C\N;GO#7>5U?S7A"RP!2M\W.38]?;H9\#N
MZ3Y*SNW" T#|02P,\$% @-Q(((6>CV7:JV\|P YB4 !X !F>3(T8VQX
M97@S,3% C97)T:69I8V%T:6\N;RYH=&WM6FUO&S<2_GZ_@F?C4@>09*TDOT1V
M#.3<%#"N:(#413\6U)*KY9F\W))JOOV?(U9LE)4J3)JHQ_B!KE\A#.?A
M,T.*U\DO\,UU+KFX^,/ M\|W.Q5GEKZ9*^R8=+O_.@JB-|>9*3W&L^@?OT8UF\JX'4/?
R'A0BN\$E=#50-M0*G"HY>/OLVU&I?#X/-1U#WOGQIM\/"X&-ZNJ*6=|4+IV?"
|>U5(QWZ24_-> M%+S\KN5XZ=I.6I5%0:??^D# :@X3':?3I-GJT*N7=9/.LFZ
M2W_2F13AD?8;>7/H\OW\W0\WMV_N\H\JM-=B@L!^+6US/RP?|YN_W\KYU4V
M^|L=&&QUX*|?%E2EX.R\|+(66+99*2^8PGW/_XOCL\NK\!VF^VO@.(1NV\$|A|
M(Z^3SMRKKS_Z^K0DW#E#O%X\RWCU#BY>_ ^8.44)(BAE*,U42S'&
MZ@EA:^(E#\$PH#7(01N"J1#AGK"Z\K24\0%8"*0J\Y*S-DU4(=<930++,%*!(M;Z+"1B#
(77(C;AB#!%)ED-M+2;I?Q\,2I:I\$E\$G-"VCW
(@ (8YFN)*NR@PDP\|V""E6FNA;0"22MA+0%%"JK-M9ZP"\$ C#A&VMER!M\.&>#
(UU(!0L;I%\$K2\$-9!K-)PSG@CTI=SG+M)FZ.6RM-M""OG+<=
G%Y&NV%E:P5\;F\AK7/%H"#@P/@_5JT7AQ?H*+*]=K"DLB\$1,MEBD\ACC>,6YE0
P0H\$9:4F29!\$Q'6KF#-|+L"7IY**I
MHQ*!:ZP)409CO"%)/AQ;+4H/Z>|=OMWH40YDFPQ4DR\HK90-/J:*=(\$5*R-M#JH^%
I2Z2HE6ZEY_%Z3>Y?@:35T38T*U\;G-%*A.VOJT="<6M(@=4K!!"
MDBA)4^TH:X=UZD**#Q1JG(1!V/B&3A4'XM:-W1-P.X/-H&|-
Z5MX'M_,MP;YE@:\$R4(O=R9DA/KA-M@\$E38T4P(-2XOW1^|K"Q+%&<:>S;*BE41R*.
(CJ+'B5-62?|ZP3@|(UI&O-MY83K.I:Q5QF&2I--4&@W):*<5&#|S'2\7%
I\$1E0C(X@6!=+U9&I_6X+|DDC-M?"\$MJ0\|/KZ78J-YA1\69C,3L"?
@CP9XEA@4!X3!AEIC>#=#A0EO\|@(+5NQ-M^F\$2G6-2=/:\$AA6DNX6K85Q'N_I!2Z7
I%OI?(V5\HJ-+!E2#Z\Y(-X9C-M(R;#Z42Y?@|U,EJ5<|>H4(@?PRJ0(F2/,!-L^85@|2-
T<53^1;GSU%G>>X-MLSMD)CN|<*2Y6"NM)7T1FZ|B=@4!'3U1Q:D
/=I\$TW8\51)8:9+Z8B,UE?R\LG2L^\$*>#K5J.'&='T-|)\$@*;
M/4\|PMC">%R@HY,+PMN)UJ;"11=#H5H*Y8*#G6"JPO-Y,4G&D2S=8#N^==
M!AS>#HNR?69!+"W@0-8N!)+ "B7D#N59,EJJ<&#V1E#%+/FX_-FU#G*HM)E)
MM\$YS\$SF3KP\$:/PB\Y<1GY,J=OU=N^6GZ\$_1^(RA\|C^@\$AF9OZC'<>7&O
M+EOA&L#G../#5K:1'V\$92\N&4YI73@|G7ZZ0\$2O-9T-5!M-"IZMU\7078\$)H
M%859,^|A!+%Y>4V@TXU7!3R"X,5\Y*:Y\$Y\O=ALZUUTDN1\9W.WD^QL^Y#:
MBV\G_-'PE\K38'(T&S/C*EZ^/NH?/?G)?-BK'EFR#D!:@D\G)\|+UX=3F/T7
MQP.LP_"Y\|F/Z-DG-7'S-S2X+J6ROJ6EP1:A#)Q8.^1AY>?5WFK2_-*+./QM#
MBWLW7WM.;G.N8NU\FRN9L;>/,JW\:(&|BW7UDSM-BSDX#1RRPEG\|D/,3JT>5
M<>'N6\$|8H(C:I^8SWK\$|#_-|_5!+ M-P04-"#\$\$\$@A9E0TM@F@'!S)0-'@
&9Y,C1C:'AE>#Q,F-EU;:6-C-A+^WE-!)KAM%K=*Z^DPVP37>!7(&VV*,7
MCP=:'%F\2*)*4G;<7W-/D/);'+?
9:FZ;#2X?'\$L<#F57%U\WN^(IDS8E55ZDEJ0G)1JGJ\X59&

!%=UN*W5EZIG5XJR+@_!D?C5
MV%LID;':=:U_0Y5S/Q7YIOM@/@UR,C)I=7B@!\$5JIV=&*:-/_%8GIZSL)#E-
E1RR@*!1C'^=G!;W9*775S8G"QX=J\$Z:W\^UU..!J#500&F#H^>[GQ7%GI<
M#8//.U'WO'IJ"F.'N_WP=|XMW4R6NI@-OIG1)3GQ TW%!U/*ZIN.DY7K.K(Z
MBX).TXP&H.\$QVGTZ11Z"EW1W.?D@+UZ=Y?KD?;B..D=K+OT%YU)\$1ZR?Y,W
M5~\^W%R_O|YZ>W/JXP|;W:FE4H!MZ#,#PI/UNW_3^.\SF;_
.'G3@NB.^ MIXFNQ+<|4^9FI&CJB-2LFR3|+GTKW:/!^=/5);?->50MR&W00R?Y/K26_N
MU>F\$J|=|84B3|H0?" M9.(F)W\$%B|T=V*RL935#O,Y>9+P.GEV\OI4.44)
(RIFXK4L8=T6GPSL%8S!D\$5(?CE8))\$ MIBM\$G0&TC('(@0XFNU*NZXR(DST&GITE1:-
@DX@:26D':!0VV(F:@"!; 3AG/!GE2Z7&2%F;HY;"V-M?-68B#) M+Z/=L+*S@CXW-
V;#VA<+P*-G!|";M6B|VAT<)*?GKH586U@PB9@LTW@,<;P6 MTE) #!"@1P5Q9-4!H-
"NYS%6:P\$@3*)|K/2+BV;:J"/J=6:(D*GMB8EA==. MJ \$IB@"J"
(=W=VDNJS&)MV"M#TT!B>10=I/C/7H=NB;!*C|1\UU914AR_H%
M4|L*DB.RV)9'#Y2M#91A(/S/KXAP77-4Q9>QT?/"+-!O5S>U)|RSA><^"
M\$+4XPA>2X)|CJ|Y.96->WP73I0C\$HN18NHUC84"T-=\$NT"*D*(JZ.'B>TFG MJY1LJ9
!>&WN78*GT|(U-VI0*VQQIM J|(%=,W)::6DU.Z!CA1"21,6:&L=9 M.ZQ3%U)\H%#C"
9A|OLZU1*(3YM",O/#K6#\$,ONC1ZPE5DL@?!L1"X*#!-01)Q|>'B|B
8G0\$P;I8JHY,XI=;|)@T(A?2Q'5X MJN=[*3&:5-AA8;8S-7L"-GB
%XE!|8PPV%)K#.\F3'B+WU: H>5!+'X\$H7(= M8-*TL0R&E:3|@-;2.
(W?"8*72Z%HM|:Y&RHWMO2)0.J077WT%O#L1&C<#I1 MK9I#08Y6Y=(M*A3FQI
2(7L\$>:C9?:9/0M%>U1Q3WYSB=/4>|E|NR.7|C. M+AQI+M9*9TE?
S*:K>%TR&2/N(TJ5C2IX89I\$)>R=8OJ(+R RK+4WA/|0:X8 M&=0?W*XT| M*JH!J4+-
CZL= KL?G2Y%^:S3.#|NNJ=)PDO'Z_QNXSU<0|-\$3 M5YP:T.---&'4TW
2IO4%QNI*V+WL,N#Y|; X MVV<6Q-(!#BAP(9-43LQ;R'5BLM35Q:03XHQ9R7%
H&I;^J2R+LR,T#K-3>1, MN09H /!)RHE/R)5;?|1X?|D)|N='U'0(62%N|;<;PY-
5N|^@%YKVO=IL.QOTSOK;F N|9-&V'W1' ?# MU;)|ZLW.X<^|7|.%!2>2|6GA!77?
B6C_YT="!|O_H425OR\$;KFI">ZXBK7E(GW
M"TI;L5:YFS.Q'U;I"E\$|AB3OW0.JC0L_D@WC4>^\$-FX&+0\$66*"|")'0%GC MMW?
9=GEFZS6C|C->>MH/EZW^"U!+P04 " #S\$@@A9D83(3KT\$ #G%P M'@
&9Y,C1C;'AE>#;R8V5R=&EF:6-A=&EO;F|F+FAT;>58;5/C-A#^WE^Q M#=#;|F+&#G1>2.
(\$9FH,9|CIW'2|M?>PHEAQK<"2?I!#27|^5; <"@2-W!1K* MAPRVM*MG=Y|I)&N0FFEY-
\$@9H4< #7|V?7@GX|F4"0.Q8L0P"C/-Q02^4*8O MP/?+64.9+Q2?I 8:0;,%7Z2ZX)>D&#?
<9.RH|C/8+YX'^VZ1P5C2Q=&|DO@ M|+&#D|A)PX3UPFZKU0K:|5|2IOB4|I-\$N*;O|
(:FN+TPD;:1<8.:U,N_)39 M|:-6H|YIYZ8_Y|2D41@\$O|3&YQWD!N8-
^,BY8%4+8L*!|KE(^Y@::C56|ZY'&F%JF_G6HC4='!9ZC|3|U.>!#TFX'GVL@#HB'A&0XND
F,4RY MUA;U31CG#F^%PH,Y|^ W+BB!_VG3+'Q G#(|&1ARS0:|5Z>8#),2
T:"G"FX\$*J9|@4=K= CW\ M7, =BK4YH13%TL|88J+F 3+0|0#F'_2^6\$W?
WIQ6< SW7"00OW|R_=7|G)0 M;|9L'FQ-"KI",LNPM#\$2(K-\$7Y)?
L:|SKIC=1ERQK|NZ2|###(3M7;KGVH;D M:|N3L:5X6?;K;-LF^/8-7/8;
|8N0H,)8(GATF609HAF!06' @1V9HSUDE2%!AY0|UU;"<-8L M*W@D48C=FOJ6&
(&5@U)Y"L%=E6Z:-^V8,|%|8T4XF6*/DHY*IW350O:9B+% M7A'2P)A9#;
<1ZM0FLW@'E&&W4: :3MQF5.XFF^Q)VY" <=UA%)_5P)O,M"GV MXFZQ%<.&
1BK/%4\$8ZDH4SX&DI%:IPT\$|O-T
;=>3KT;=A|E=M|!+F|C8C2VW6&M6;NEH%\$COX*PTL|B#U8|
M;N>F2,OS;ZK|S'BST^KTM?M=.60M^5'F8NO#M(VQ\$M0WBE@V@)%YA,'9HQNG
M8('VMRGN|RQI8 -|D.T'/TR#EQ!-EY-O?CW<^M9^PAQL1RML>72O,JA75;+K M+>C:-
_K_OI*08Q_ZD;H^QV;T\$CGYWLNGN^S9=Z?P#2|Z;MT|YU*|H|O(L808
M5'=NHZ|9Z4|YP;4)&2,M9^9^DPVN45=^BXOV?7?!_P|02P,\$% @ Q((M60+P>TZO%P
CJP !X !F>3(T8VQX97@Y-W1H96-L;W)O>&-O;7!A;BYH
M=&WM7>MSVS:V_W|_"MYTMK70R*Y?:1(GFQG7<;J9VSPFR6|3SL0"4EH*((%
M2"G:OW|/P?(BVE:6+&4:932Q0?P'.ZW<>?#0KYNGC1S,IDL?|^A_#PZB
M)SHNYS(KHMA(4<@D*JW*IM\$OB;3OHH,#=|:ESE=&36=%=')TZ&*5#
|V|WGT/7|_1#T|Y-%8)ZO'CQ*UB%3R|SLJN1M/XA/XY4%R?';_WLGX M^3!W=-|T|NCL?
WCN|=__?IW3MP+9S;%|EBE7OT6OKWZZ>/WDV8N?
8/P7O_QXM>9|UCG?"QM=P)9.@ "E\$ED2OI2V00X8_[CPW>B'2Z-D;
MHMO|MY_&+W0"SD?2Q,=GXV0A4|XFKR43&A5K(VB0>QH7&29QLE-
|N*%IOYW)Z+G(Q%22 M4'XB%S+5.7W&/7BIY|G,K"B4SO#+7!6%E)&>1

5<^*,6)L\$O3Y0!XFEC\00> M\A)&K\ 3Y2);17MX\K??W#\Y.7KHJ?CY9\LT3V2L#4WHO
3R&SSKSN,PMYL; MWTW'1*CA_013-@HD<,H(= &A0S440* K.1RHCR8Y-!G.P
H1\VP7_ ^ M=1"DQEVN"AO9F3!RIE,8H(T*!EYGC)/%#.@^RN=JG@%,GD*6QX-
ELM4+,>7402K"*LV%RM8KT@XT3XQ>AX5,!="OW=HR<,>[7\;)D. M
UBY4;2B5,\$5W0TN/93V1A%)X+ M*NQ29TD9%^V3?JP_C'Y1Q2P"?LM!U-:
7LBFTZ(1^%,D/^S^K WY2A:6L,"M
M@8SHV7P3GL1,+^CX5W).N%8V;"HEA,)0C63L;16&)+VVJ!(@8MBT.3IRCT*KS1E
M"H0P,B74_L_P=(5;.QW01&X2C5=T#9+M-VW>16!*#2=>08IG(IO*+V #O?CM
MS=40=@K3_HV,2Z,*!??'50\TI-4\$)0G.R?!)^N;J<@@4A2T>@:.\$"NUSD.0@\$
M,4YQXTY+V-@:F!(#U;;A^E\ODOW@9QGPT67+#T;7=?LE@S66YZ+=EVP+.M/I(ND?
QC.Q_%JWN5VR&93M7S\$H@_8 ML1R.9WGO\$(-
L=QY?)'.5@8W/@NIV2N"D4=/^0ZX3\JD8# JD"K?3"37.X1BSB@YV(' ^=; 30>-0Z2\GE
MJ6P59\QTV3 =+!5=9*N <=.S+8MS?WJ+2O HD",@GU'7CF\$EB5LSDCZ"A 2I
M<|@F*BE%RF9")N%@I@N\NLS41(V;XLO M2J" T&QLTBB<6RB^YN;\PGS216;
MF0G)UD33>(OV*O&%X\Z-GJFQ8L)G'6O5DES AKJC+L\V^?;;LWL/M>GP==WF
M^H\DRH,A"UC:-1Z,E\$Q?;(+@FCT+PLZ&YY:7)M>0#D_AWC\%0CQOUL%;Q,\$_4N+?
O'A_"GO(-7*IS=8F MB/L0WVK\EN_S\+YK#/T?;M(1.J+99X=WD1:#\LN*O7OV@NY5_
0G0S_97.* M&2UG#F7-C)2,FTI4QA-09Z!/5U* AE)S,,A1*X#5D*-%3DH0+TM05:#V4K;"
M3T&RPUFY,*@L0-. 7PAF/H\$H@9E&|1"YXK-,@JX=:XDWDA14=TT>G%X?;95
M&B*;T<|H6"5!O3T7&:C^NG=|2L\ D5@|YT1T! HN@93%,ZT^>"G*N6>L(9
MB!!Z\CD!SN"^K*6@^:N<>#BJ+A%CJ\ R6+|D0\8: W\F_)US,94'8R/%NP-R
MR,Y%NA0K>^<39V!2?V,1."D4<8"3H\9-76!@J#%\$L4I7!J
MZS>#4>1OIXTWC'PU@R\152DCF3FVI#6?"Z%+8U?
MP9MDJS8_S7EDN'7=1\OI;KA?:_H=7<8<4?^LZ-;VR!@U.P%<4"! "CB';TO(5
M;%!0[M; /OWYG"4Y@0@63PG)4N3:PQF@,P8C \VE*SB\>%%-5*-I,G!6NJGGZ
MEF*_*,!8ND-!)AK5\LTPE2;.:0B&YAA\N,F!)S=OWFR,15*9R8P"%W30B'
M.5&I.Y&C&U>7G\ "_W3'Q;="G:&0@:EBX."@NI2U)T+ ^'GVL"?1X,V
G2PZ9S.&:0Z)G.R(=2?DYH#1#S-GG!R4K.CZY%1SUS3HU \$V(426\$R_L\L9 \$
M6:S;.&6NF3M\$40B5S1UXCZ+D&HMSQSP\YME44S P=J&,(AF+'&OR.0K\I5\$4
MHT).TQ_VG6@SD:HHV;'NJP\LU\LA9\$.J1(5E3\Y8R\|P(E\+77*A/H(V&
M\$)CZUV#B4F>'IP^0#NW->T M32RPE;L!)G^*1KZP.A-CBH
K"C@@@Y7R7:A#?'7P(V>'CG'EKVXT8S=ROA!
MNBI+GT"^5L90)7PI_6" I,%A*8PK6>C(7=L*|1T-PY=JDRR MR^:GWPU-?
W@DK\$|1WN3&J.8?|@;=5%T\T_F;K&Y"!%_OL8*CC!=14U4=:\^ M"P)3'@|&=EDFR|
|SOW-AY;.:!7 G MO\A.\$N+T73'3NW\$.?
^4PZ@K@9(4HDL?!TG;QPZ!GVMRVLA4+D2%"F&|I?O8
M@>_DI?)BT%PK/<"P%"5N!LL#\$5HMU?\$3J M# 'RHN%J+QCAP^C)I+()/YV;%.^).
<2ZDP?P3|=Z',6%6L30H0J,_0-&PZ,7M MYU#2/ 4VV#^,+A:\$6EZ\$E)SB0"JWVG
K+K6DQ&+,KQ7U_-5: ^FO/)J-L:)WC4_:R<"! M\$J*RC266!ZEYL+-
#>97\UEW;X9A06XH2_E5M\HZ%PD2 (&?V GO\$..H@%/
1G3H@_2M5W#B_5".LN<54NW;.6K M;Y=OW"8XFG<5F3\$#/9N**=
9&5W"OIBTLJ\G%B"402 I:A(%LIBXC=(<+16
M+1^A/5\$O8@9M03GO>'U#SK6SV#;/X:E+*A<+K1(?FDIT.2XJC&S;!.RUY5F7 ME\|P?*
(|<>C@3W.7H\|,+?EOL^G7XV\|U@B+3\|8XITFZ/16+"|.DW\1.M
MXF(<5DJEX*1%W5C:~1WJ%FVKRYNN3N M\$+?/F^|&ZX<#U\|/"\$R_"0S6LM7:-
A/XB/K249?O4@|E,VW()K/2(9JX3
M&#.Y1UBL/F(O3:>R%LYEDP)/P5(^ARX%VFT)5S<<4S*A-I4. @N"M609M&J;
M=VM>J^_Y0U*Z=M^>,L2G*87&J'(*9N2FZN80\,9- MFWM^M \$|JX,,2,14& M?
(*B8;23J)-F-ML.9HLV<+X2\$ \$VP>OEY0\|8AFPA+|9@?R1TGG\$V3R!"<?\$(M6:EJ T3#%-
K\T#1LNM+%M_EH&!Z, H5B)(H Y#+\)E*5('W',6MYQG:A*J
M7I\$Q0,33=B1;%NRCFO.9>VY)%GB*3WY(06M,^0X.I;|\$=*N\ C_J5X-U8T.'.N\.>*X\$&
M>QZ,(2J1,T?H\$.P..UK7-!G8Y\|D#Y.A^<2EQ8TMLU<%|D^OL&1=HAF13? MGK05ME7-
GJJ:B\|9@Y3T%K%|9 YZ2S?'KD\|9X:EIG.JTK@MY\4\|0TGNH8 M>X;:N++>:27?-
|1E/V9@Z+1|H9\$9H FU8XYL;.:J\IMR.@FE6R\8MWW6+9%^
M8X>00(JJCYM%J)=\$%3QLH73*0-6*P ?\$ET<5PXZ:2"3BLR.B#ZGBJ<,M/EC= M)\
(UT*25K;9CKYIW\$ V+1O'.^P"N7U;.1E:EM\T4D"IS%6_(V*6^KZO#IBI M"N)O*?|ONS-
+TP9J/U#C.C%%F\ @4W2\|D8\ S A7F0&42Q"^W=|H%>,R.7 &5 MQH^B:A\|31%\GS-
:~Z278"E.OY;\$O %=I M>7"RKFT9Q&%8:)/YZT&J6IN*PXXIUX!P;Y=2J D\6YD7A-

HC+E6234Q7!4"; MNLER') #-7!"1FU*#Y@P29X_@*%O M8A>\$'OC-H,;
I(1OH2'EX&A\BSL^;K')MVR\VFH5=F-I/+MFI#7U-QF11FK M"+\$U'I'U(^C=I6L=H/(Z@B|
&WCV*U,JR: FV7/GT#K6)>@QTMMH"NK@HCJXTYP(90)VS6/D MQ;M\+TV,2).
IU^|E8W&C9N:XC|IT30_I(JI^,,S_ MQ!EMZLRY@01IL845;@ M-:U)^F?F,)E\ZG*J05*VEA|
(;HBC 90""|K&*94XY+ VXE W.Y&4Z*0@T(* MN>8\$?=FTK?
IS#)JYJ@3:H0JH=IH..KH*VICNX4:V;6SW75\^~KZ.W+76VYR MVVQL&VR>H,Z;|1R8^>|
+1S0LZ,YZK|>BD.H%VM'RR|=K;XQ_VQ+|WR6NO ML0EOS*K>9W/6?)^~RH*_Q##QB
_R_\$|9J|"FLK+DGM,;GH% U|2L:W:A|)3L M:GLY69,Y'8TN*5N">K9SVO5-
TE)ZQ488N".|65%P>D;15C_CZ@;9<80Z,;1@@P\$!/YJ80C6 MAE
2|3+0*4=2X0E&8*9Q." D7H#(*HM::F\$M57# '<#N&NP6MU<8Z*RWF\$|7" MS@ZX/I5R-
ZQ/Y6@,O&OSMFOSMFOS-FCY|46U>1N8R7V#>|<'7_|<M_|^VN=U6@::UM-
A0QVBQ1+\$>#UJ/|>RQ>*67Q7:VP;M&/%-2BN@U!>1;G, M#1DHRZ%C3NV(%B(-
S<&\$)B5=%*GC2&7./ED%(74TZY+U-RDU6^[T1P/^*+\$W MB*XK%X1>?%R|JT?-
I:M>W04"^W32,'HV;.%R8%>|&=KS/M+^~HXP&2X6&Z;Y|9'A MLSVQ?Z,--
WUE(!=D|"M6<\$=7Y5)A^W0KA-H|5:KBG;J;43|X^ P9C1| #'|C M?J#L9.T
:ZQ46*YYT=UY0/M4CSCG&C\$XV|I6=Z .5XNPXX"E?-A
M,PHNQ/OKR|>^*/D|N/8J5&F.QWE;4;#>;,~<2+ FL"#)2:%6+?6U29(IY;+| M=9BCCWV'?
2MM<|VV>K^U;_N_,WJE,(RN|)QG|06^|? 4T7,WLC4YXI(?2!M|V+|I6J#X!)5473\$|KE8
B#U=|W MW5\$U,9L_|.SM3>Y63K;|3;+1E4U"6)2ME2*AM5W(&U34:L^:Q4;UBZEY-JJ
MX|(N,~<3=L:Z*4'M|W?N^D(T@|'NKZ =DH?UG7>K#U GKBB8X.%)N:Q04S
M@'|Y^EK|O<5(U^2+?ZD:==>O;; IO)^C7|6|1_ ;P19E,!*OL7*-A>N%?*M
MMV/8,D_ J^W"|-\$\$(GG^|Y@PPFB5*C%6DN\$J6;-/D|N4#ANL%\$5D>/,@9G
M1%|K/8080(4-C.!4DL<\$=M"RTS5PAXBT7GA^VSX|KO@ME!'7=|P9Z+35"_|
M39L@8FAWC?#;>|0&"IL+9|J|EXT|KVP U^EM9WM75AB 8W1^SOKT(S%_67.O3
MM|':@HMNY:885N^E+679K@?3Q_1@VH;(-|2+;>OUW_5D^N1RX4-WRK!Z,WV6
M1>GPSH?^H)AZ_=S0IOJ_*/RK?QPXL//I6"3(T8VOX97@Y.3)R96-O;F-I;&EA=&EO
M;BYH=&WM'6EOVSCV^_X*;KIM\$;!VK<-7DBD0I.EN@#8IVG1FY|. "ENB86UGT
MZ\$CB_?7|'B4Y|B%?L2/)Y@S@.A9%000@|<|P<#Y>-YGU/|XM_ .5ZODD|#" M
7.#8GF,!LPFH<=>_*'S?Q?I%J-6UV*XMOCR,: M!NPIJ%*'W|NG\$F!XVA-N
(!XT" T=:;_C)>2QY9PA?'ZIB|_|.GU1X=<&=T M^OZ.#YA/M@C^2X&U'U?
|:GK5WWF|5|4T.?_8P F0"S_?(RP:\$\$_ #G=9@I6F M(QY73WW>Y0'I=&KZ)*RS%*>/1"E*X)
#\$_|T'W|2R"&|L^7TL\$"7C(O)T+<M_>N*7'ZY_7|;W)Y^_7;Q*R-*1;0KL,2J+O"LYE7!>
=.039 M:??+ES,;^T*&C4^Y*".1+9Y,JTY@=4(I2|#@V+Z"(I8:!!%B8 K0GL9.#8^-2D M?
D0V+//&NV:V\$3T2;MN\ZL|HCQ7C;MK"|3,>E_ Z\$;NCYA+L\$ M.G= W?VQ^8ZIL
#!.J)WM%+3=6E1++"|I#ZL,MZ MPF-@D2PQ8"2@3VP5DY1)H"PIVQIAZZ0,Y/W'-
VWA_|_E(HQ(U..Z<07@|_|
M|HW6K)_MC/CX=\$TF*"522K0NXKJAE\$@ID5*B%R'>K+>4\$LTH41ERZ14I?&'; M!
GY|DVC/4/H|21-I6VZ:7ZSA,20*7<)3|K/VKD-MGQ<7WP@/V,#?S21OL|98 :BL25ZC-
F?-37)JY^LG.6O|0|'?>CK2<=<|Y>G M%Y@O!8UV?3-+7*" (9<|9U*PW%(L*SB(M/PZM%
|%)\$|.P4/'2YQAE1Y@>\$|0V9 MZ|_M1"_Z7)*4|
ZBZWT|C1=D561=6VR:07FSNFZQ.PEZ_BNP AQ\$2L.HZ4B MUS;)M99#-UH%|
|: +UKHJN.O+RD@5J6M#X|5=|4ZCQ\ P9HF+ 'E?/GZ+1*O;E/
M4|UE34GV2J@ZAJ%\$2HG4-D6JU3*52.WM0L(7YOMR\$8&H502UBC |4_< *Q+A
M\$C892V9NOB*_!.Q+EDGT"WC0HFA%DHV%11=4|/P16>1KM;R"LXBK6669:6D
MT""9A?W?T,#|:Z4E#1)F4^S=L-8+'LYD)B'RHN6IGA1
M%%XTZTO<9IYY|M9SJ'P3Z(LISXS69|S_)0 DGEXIB"|O#*?FFU3*^YB M0SZ'?
Y8&E|U)0U*&L;V3L'+ TY+\$?E-/L%\$-%|1BPZY %U""|L,'3\$"_UK"
M)1FS(\$LRY;4\$&8L!E4ZK7=!#AHJ|+V:O43':2Z80%7O+S%Y3+ZKV|B@QSU=?"F3C@|I?
I<^3N=YB'|C9Z+=QT M_|%>*=1H|=()DH*E@TJ)#D.)C(ZZETLID5*BE|T0V=:5\$F6E%
D@,<@-J2&O M>9AJ^8|'"@Q|LN6##-&7GI2*,A')=N|:S U.J|%OVU:TZ0O|YY<\$@?;|UC'?
FCU ML2/L%T|C00(7S'*\$'T#G+@N(Z,\$3/_2H:S'B,4N MUG <669|_#\$D2MBS-
>HR#S(H4-@*C 8#\$ XX< ^|Q_-B93R M^D0V@K&Q(QZ\$7CRF P|W)@*E H| #R\$7'@G=T
|!Q(@A2!9+(F4AE|T(ZM') MW)-S|JXT.F=1"HF/#D&NV6%\$6R87-MXH#
E.>_>M'6M=0;BT^LQ)(|D0 U M64IF| 6.F@\$4@"ZF1.>D(D&2@R|_EK,VXZ;|F,JB)Y
:592|6#T GXT.&1 M?E IGB@N24/\$ZJ1&KKZA)E'RBXT(:|/PFV/# 0-+4"5!G,)!&H-@TI5"(|
MB M|H\$Z(E.IBF2X\$>00E&|@E0#QH8XC+&P!.(K0LUB,IQP?V2I<|!#4T69 MB
% '%4X0DCJ,1 >F8%O@L|2 &KE;#% ^7 0U XA!38,,#L |& Y.';P.J *4_ M3+@M8C\$7'K3IBC!
(T<1C(+(@Q??,105|MCMCA!\$9CPT!/:DQ,=.?VZ,9B"C1 M%3@:6H

IKH3^G'X!K*23B"51S!45#!6S:3K8-*S+@<%)H.:1;1!RX(:FC(8 ME=!/?:T.>(""
@V_5.8NR?12!&K*QZ9(>H?;\$: ^R@ZC.P!C^*6.5XL#H<6 MNS#)@4?
P+3H6@:H0W:@UW\H?=:W6>(LD!@&[!@/0CAL64L.YB!3^-R)!#-UV* M:FQ6G5%DI&T.
'D,5;#+@D?&(GZD^HI*,Z!..WWP'Z1;THX0)U"ELCCN&T4 M*B0"CU6,TA8D^?T".
_XNW0LGVO9EKGVP,*PW%[+,+Q_L4F8L'C/YFLEZX>C MS!B.968"NSMNUYHG(!KU6B?
UJ;^-NHR^;2H Q@H"8.@UFW'+6*G2*H.*:DA-!&0BQC_R2@^%4X& MLH7,\$OTH-
P!G71WG/EW@*W+\$X6,*ULAXW6YYQS,M:/(NIG'Q5?I\$\$\$S0DN12R MY_QFRH-
49&:"WLC"5">R"B !+) M,Y'&8&!V?-?.(D'2?NAQ^(:M*!^)
(_Y992X2QD&Q!' +_8*B1CGA,A1U^ (O.9 MF5J2T&\$V4UO);F!
(/YFGI@1LTQRU0A!|W.K+6*3S5M(4A-F1:4S1 M,IU6Q3#%V86?6*;8O,FY4A0U-QR
IU:0+BXHO%4U>C9G0%9=.:3C,K'UYU=H MUO=.,&&2_DE4-<
Z\$Z<^ ^\X SX/:MV(2CX597Z>DJ=1SKRCU0M!%G:[4A>|NE+ M5356A8)+!JRJ;JRJ&F?
22E4U7H5\$JHJQJFJR;Z\$NU2.JH8OYBQH0OSYM('96/^VN#KX<;WOQ;0V%
MN)"AC&1M*:+NXK+!Q4EA@2ZK*(>%G*AY%4?VZGIV#=*HMJH9RK\$*C;:-'W#
MF7!%HH/1!V,@\(\IZ*Y!Q4)+SHFBQ#A<(\H:NV>.Y!T753NNY>7M5\$^,SG
MK3Q#KF:|S5":>N+4WL51.;/HF57D"H6Y0 M"Q,KR\NRZ9"SPW)NOMIV\$,D:
!-9EH!>CFVT"FX3;Y:<6M!;3#<(F&G(8X@; M>O"JL*K5UKFAML-
!BB6G\$!UDS(RUJC4EQ585HPM*6_U2K.S88G4LNZXS:U, M0,8-
_*\TCS0/IEEB?.=4U@W0)5P^TK>|? 1:BS.L&|;SFQYJ+UX47LH|
M!UUY56Q&RMD)AR6*1,_DR)NNYQ%P9-P?G>+=8?)VI_5RS18AW+B1D M2
7R#\$P,CAT:&5C;&JR;WAC;VUP86YY+FAT;>U| M67;/2);N^_T5N-
73/5(\$K18E|ZZI")6LZM:\$R_:55+T\322!)(DV"+ "P2&;_M^GNVW+!H<2T":Z(;ML2D,CEY-
G/=|Y=UJOLNV^76B7?_9!O_ ^3)!; (FY6 M.J^CN-
2JUDG45&F^B/Z>Z.I3|.2)/'5:K# =ENEC6T='AT=/H|T7Y*;U6_/LZ
MK3!/G1GGVS_S0|_L.WWDVUF1;+|H-DF0HS3YKV_25R|GS|5T|BS6V|;B?XZ??
0/OPO/4E5O,OU?WZS2_,E2XP1>OSA;UV|N MTJ1>OIX>'O|Q&WKNNV_G15|!#UTIXF?
_*8|B1!H_POE+KS_43E:6+_'4,2|'E M-_R6^7U<9\$7Y^@^'|+;_V3N5JEV>;U?UZE*UU%
|_5-=%&L5/Z?DTKEU9-* ME^F<'ZS2?^O74YPI_?-&%@/C9&FNS>*F1|BBJ|^>1:?
O/EQ|^\$=T^N"CR?O M_SGZ*5^>G7YX_S8Z^?L_ =LS^!/^?G%V>75R!?
!8_>3/_G%V^M/5^=_.8,Y7 MYQ=GL(BKZ..|D_?#4U^I<@ \$T.2OJNEB)?@F?
&H6%3U2Z0QH\$E|5GW7<(%643&/KI8Z.H65%)!|PJS6*M|< M1.Z3-PH>
JF3PLC9!CY3K&D(2|^*!OGO!GXY12J?PO_C2PHFD,"3-VF|A"E5
M:W@>)UTULTK_W.#L:#XPY^JYX9Y*D|HQ'E:5K4=%W|*P|;J;SKOBNV|FNDR
MFCZEFW?L+PG^7.I2SS;J8^%6U; GE8X+ ^'D-1XFC5KK&7|B|.4T|WS3O^@3
MV.-8KVOZ%0Q6WJ25A!^MX2L5+*TIV\$.NUQ80:0JWGC86SGL&^Q.M1?U4M7X MVR:?
-W;;S0!7"EZ" _|&/X6"Z- G\$GL+*8>+V@-9-N2Y@6V'O^2:@SI3HN2Y+
M&"6&|W1>*20POB%R :)%)631K? L6K19|4>#W2U@-C&|?0|):K;-BHV&7D(K3
MG#Z|TBK'+|\$_^|S>2:Z<-?N/(=1='0)UZQ,ZTUT\$M<^_JL*MK;A)^%K|_M
MP6%+N",R'%7)5^5Z.GAJQ/SZ=,BT7=2SFA%RE;*E+=G/YR_/|Z_#^WGV='1Q._2'
MZ?;/#-WW_+HZ/'-6>/O/SW>I 0\$44E|!#7RS1*?@GL4QT6#IMYC3>Z;|VA_
MIF^(.D#@1|.B^/1)ZS42\$!QKN0\$|EKE;B4M(A#D#^R/6#^*U+M-9PRK_2H\$F M
PO.11|56:=Q"ER_QB|,7|RI@-J6*IM'M/|H!' ^?:6 AXX85,E^%01<@0WCX MK* @J6"N8U*
9|33@29_7M|VB|8&_ ^>/O!+\$?;26Q?T|Z;)|RJ@B<=1)<5 M\$ "VH#_RW:A+EJFZ
NO!G5O6;B-Y.G!|TB!M0" ^"63.1N:-(B>PD?E'1|1VY| ME_HYNB>C)-5X/T#%
=).*TO,2+K(WE&U_9H&T@-|HC7>0702C+4"=;.%&ZC
MQK=7.#*K7YO(G01^%B^0_Q3KS)WG6I^QB_..U7X69WZ39ADJCL030,VK&IP<
M&0_Q\$|6|6"=-B=^O1!%:K=*ZUIH6@(|+|\$NK)4TOT1GL;FD9@/>P;%IK0^WL
M\$JWJY0'IHNT|*O5U|8F6'2|5OM_L2/TE@%:+6BM9#_ (=|S!H:%1TG<1|V-(. MHO-
YZ_=+>".O:D-/R0!!#>WY?38#|H|' @87F3SM3AS0'Y1M)0|H|!|3P%7GNS
MU#GL#7ZB6FJBZLG@;%JWPM"+)7|WVGUO5^L"!|.NI&K*Z_0:MQ_.Z!E3|S:
M89=27"!&0|V/-5XF69)"6M#D_'G!AA#M50E+HX'S.' ^#+-1NE.2)|C|90|
MA2J3<E6DLLIBP.XZZ>H5Q;9:\$CG3W|X M|O+-EQ/&&AV, ^>))IN3|!L.C_>2;WC?
7QA^A3_?K1O'5"?100|:\$|%^E^|.SPC_A7G:*8L?JHH;/S54*&J(J/^DZNE990V(>?
QT7JQDY M_:X+5(BC=7\$#+|K*:E0)BJ8&&9B3JMB0ENHVX^MS5CZP|,Z6L"22_)<
MRQ*-SQG?3"S_W,-?R;Y|!#YHQOT;?_C2?MAL*TGQO126#EH;Z1'1|ATX1R4 M);
(TB*!=%0!7|_(<6:9|TJ'E;7@&Q;|S*J!9_@)#KF7<57|CFY9Z_>F.A M,HF6L*F@
D_8V8J^4'&=ROZ!-D->=>=X8N%!M;Y WN0K5%|"V4-T#7; ^"_09U
M"Y;=X7S\$<(@J<)+ ^ ^GC?T9,+E.6?WX2WLOT|(\$?P4)K'64;-T'|R9IG&I%>#

MOM_\$Y,B"%_&8@&P5E:J?)J:H"Y'IOX""#Y6J!CB#L\$W2JTJ,P2<)1Z36FAO M&'>?
8"UXHQ)SU;WC0U)IVE,>COP; N)*!FQ;6FK>C?"R)TXW66 M" HV/= @XJ7.Z*;695/!Q03U-
|-'_01@N<|/I%0?AX_#\$H'_RX/U_.S>4U M?0IT^TXF@'E+Q,FA>T7-8)^!8!Z:/,/_ORS-
R&08LB@D:U%+V+,%=|CWM/?2ZT'B|@?QK6|1 5S4I%WURAN MD4J\$)(HSO\$
5WGHEQ.A9+PW'I>)IRWS,5(.M+YGS+N*8Q|1%A9&O|. *1POL5&+4.3)F
M59&'AY0."NRQF(3/&LE9<4#,"9A:H7,\$P@ M69;410H,6EQ&X2KQ|VIG.Y
0C_'45QTT>H5X55S/H>ZB#\MBPS4ITH"Y&N<
ML<@,UE9@4;>LU:DKI!CAS2M3*Z%:VS|1.3W3M).P,2@#R*E4-(LE2RAO6V|O MK0'?
U\$94JHXY:VJ,;+/TG4@D%FZPZ!,3)_S\H6GSTAQX#/Q+556S6AL5K)B# M (6%QZ"
|D,I+82"^R6K:"R"0N&|8EUHO*3<.99?=:^1PNJH|.0:AHHEN\K9X1+R-
K3!00X'25JKG50))E;HH%V#P_%OOI5HO@1\DH M&=PAV"!K?
2#;@5E'6;H23@&?"T9E':G%UFAL7Y,"TZ%JT\9=1-66+T(X8GE; M"XN9&G\(\$X#PZ8)!V?
VT0(J:-8F868%R:,^,_.4C_72'NN|:-\$N|8"\$ (V'C
MGW>Z6FF83@V/8*0)9UW<=@8%"/=T|EE2DYY%"\$6"R5/(0="(OH:>!W+ \$#9
MP&JV(E5|DV>5F'|MG#!|MR:X*I^QW)>= @.1,|E\$?4HA.R9|4*HW8%T"+;
M|7P1TM)|=O+0?;_%"?&EU-%W/LQO\$PT|?+<&EE7W+K|SNV/DS= MOV2H|O"
'PC_:B_3+F^4OXU*_G8.OLFNOV&D7K M5J0=3WB47I@|LY7#OV\$/) H:|14#7VQ\$DD
B34900"TB304*CORDWT85> M-
)EB<30|P%36)|>P&WO/6"C:'Z7T(^=H!B.VELHHTJ4ZON9^I,;.)&T|VY8
M:) 'HT80_A9W7NL02B0M|K?,&ZC)|_3JY7/21:0B8">HYOF64HTD-(V+= 'YT
MM0)O@7BR8DU_1|9UZE<:N'RL 4.MF|W!*69A(M>|R3+4,*L8JWF*'+.F5 /F
M)NE#Z(M/5J!H@'95TARPE* \$ZZ>VV:J46YAH3.2&Y8%UG"|269KAZ@L*6'6 ME ?
1LU(=X6H>|&-KDY@D)FXN%0ME22^49<|B.),PTQ@VCK "6EJDS&("C'Z
M)&DZ\D/CIF@EM;F2&7'O5D;-)\$ \$'V^+Y'.5|H,P5F4D15I'0YLCP,W^M9|
MCCG"47%9A00\$ =!|3-J |J1:=.1X*+-#I@,M3G64=&O9ZF-"Z.8D_31G6|M+
|.5|>|!'0_;N>H40:%|Z2T8N3>J#(R:, M|@V H>E|H5AW9K|I%'TLG0!V2#;J-
;*_F0W7D3|Z\$Z&S*"8/B!\$LG,6PW%3X M<_)Z8#I#%J5 KVFY|HZ!F*0-LG,N0:6|=W*
(IKG++>YY*D-7)?O(<=AZ9H M*B|FB.:!R
UXV480;L6_ACO&K|F6GQ9KL4C<:A|D!OGWL_FPM 2|W.5-Q3 MBJT&*1A#D-
J\$P5VV75N+3',PJ%4>:_)^|H;:&HK!4"8*3 >(>"7H^|">4P/ MMY,|R.|*7)WX>"@\$RW-
,+*4;*R\$ _X*6)\$VXPBX,LTYG6N8.2<%'UMGS8.@26
MEL|3GKRSN6^3@8LS(H)S8%73F1M6/|OQADFY#E1SE'@CZ01YU#,-FX6I68
MO%;;_&6;H9T4W19\$D|I2|"-+W,LHY2-#L+ MZC%|NC?S M:.)#E,:^7ZCR;9>9QL)H7-
AR+/G%\$&98K|MT3|/D@I%W%B=X(AA M')P%Z:4)VWOJ^1:J.^?G *8VJ)!RU*
(V<9OGOV:-'=SBFB/5A07JVJM2 EN MO_2R|Q(E-)\$ZCHVLB&E?/\$&PU&PUGC_R=&M
M.UB7*N'\$P)D\$;3\$!^F:I*69(F:(U&02|I3K9E|Q4(%3>6HGYQP.Q+_'GX|9R M?N_-
OM=V#>;CMC|U/DPQ_S\$;KK/ZEB.K|'THCO,&>A!L:'|BPY7=H5BU9Q1 M%)/|VU4.)T
M.VNWSR|.+T_&13CW1 MC0GJO>X2TG57=Y|AS8-'&+/#&Y>@A6?T6Y!|5;AQ/
M=X).MC/CY4=2CE"5^_%^AX2|5,;98B8J@0_T\$TQFK8I1.D-3MDK)T@L^U, MD?
%B>^_A,3 DF|(4+\$VROLL>OQNZ?4I="TB;|? !J^Q/?WCZX@W"(IWI8T29
MJ,W('H!6B.3F4ZVOH(X/#G>#/6YGA@4Z/L=#L-WT"M#E!1C95|XF(8#,U&HZ8.|Q:?
M>L)A5+3BS20 *NU'|S,"LQ5ZVF5A=[2=@5|?L'L|!#<\$(VX+|:ALD OQA@6>
M!\$,X|S;6585E2|5B< B#BZB#4B?*"@>Q.M>@(|8<2PTG8_A+.YY._3_5.
MT^8^HZ^9"F?*AO%NJ#|48\$%:!'6&A."0W*O|",KI*4 M7P-
;M<@8I3/(:Z1\$*A|7U#!EG!7DT+(PD&|+3B^G1- B3F58\$/C#"K9O(
ME(%SP|BC/|4)10I5U9.XP/G_0""+HD@0& VQ1;D|V28DTOR0NHEF@CHHN1|(
MGOL6(C?%,LI1#P>,22 M3_Y!):T719; MINV.33EPP-(^EAK6Y@-
#|K.!*/(:YL%:Q536|!BPG0LXBQSDY"#KI2OV<);
ME2UL3Q+!D6QYMTM2J0G<*,\Q4:OD="|6/O-T7F|,^+GMM+7OEZB8E90X!L.
M!@&;/C\$0E.3>#8 =3' AOH);_VZP:B>Y@/:5SGABO0\$%OR6|
Z""Z7/\$@)CN|YWL|Z6ME+,KT.HAK MGH%OC3+.Z.|25"5(F/A>#\63&-M%>AL?
1.D)G.JU=G(7@4K:)UOJ!=BI7#,P M#VCK*^3B|H;*/@UJ.ZA4FTT<"I1.:|V_1Q?
78X@25|N;|R6&WV6JHI(8) M2S&-CU"
|19I2RY&AAC06+KMQ/>D;M8.5*3XFFK4IXXTI!_N0=?SSU83|9E
MFD53OU|@^LFZ|3DL|+XA(#(2Y6R^|A4:#CRM7:415*P:@3ESPU|BBJW^7?|
M)M>|_3W" NP!A@N|N1-!|%M34T)R3H>6_MZSPS_NM^U|IXQ".&'FQ5GJH| MC)
|AFN!0*=^+A^_%V1U)A7'0W|>TEIHM=O.U-*?JQTJ|26G%^%&(/Y_\$H M|B+?
PG;OUV@!:AB5";9T|3LL-J)C-/B,75FAPX>1<'+J1,;SW8V@Y|HMY_!' M^

&>\$,SOJl7W>UIj:991X0RZM^8-!BK/0R>V!GN-"Y5F^B8\$O?<";B5YK
M.KIH3-7Z%J;/CA!ZT3,FjW?9/!B?*>Nj*H>DK\$GB&C%N@01EC04:HQ5!48"
MBF6'N(W@7B,TS)N5@A4Q!6^W/6B!;N.P7ELRJ WA<6<
MYX+*+LEMG1Y5R,C^[MOY=&/N%!R")UX/9C.*<|9(,C;F\$FA.@-A9\$?MY
M1%>"N>.%3E>SjPX886Z4#CGR"1@5D%OZ9WU16Y&=T3O4C"Q\$N7GM?7),>G%
MT'/7R*8,!R%S3-Y@| "J%Z\KG MYISREV5ZH7>9+WP_HG-X3M?V8U/&2VY)RF;-G3P@<-
:I+%WDKl'9J.M??5./ M6JmZT<|#+Jl.3l^=1>?GYP_A7V.9_NF'jU<7Yl_ = '7^X?
WEUX2|+VR5.I(+MCN4QT9#K>)P^XX%RINHQC<8'IB2IDFZ0@4HWD2EA|T&-Y?@
M'\$.@:K^INNl(Z(DWEj|S^Q"IG|V@_0KV_X)P9K2^WV="?YW_BB\$Z=T
M6/#C@R\$V4EDVX1^L?X;B G(RT?73)E#7RF;CM\$M=O*0QQ=WD!O_,(AA9!PN
M722Kl U#""^:6#4l:7!3(!/%UY)FT""l J:-F?H))DBUL9P,|7#:%6/#6lY0
M!34%82X6F.Q!;A?QYBX0*C)J\$H>NAG5@HIBUAK6&R"-G_+Z;/E3-<#.UQ7LF3>9.H2/I
M(V8Z4NDQ,5D2TE\$6Y'&V&6X_Yl=A5QF6&R/78!EJL93.SZE+7A>/1'RQ=O|
M.'^9D_=ST_39-4@V:?.@|7YM|CT#0(KOL0T.P2O4U|I'M;&C9E?_I7&.--Y7l
MEJBX3DU: ^+NDU6#W>%QSN|>T>|(NL MMR7+|;|l.Hl!=U:=7\$O.R#M|ZMO?|0E+AU.
(N);6Al+2D6_95- M0Z5204TDTB&"*F%/:-.AQ+6LX3+E)l=)#|6T#A%|l;lR|?L&Z6=|
MA0K?AH(UE|FU+4Z'@Q79X_3A_ (7;UC^RR^96;.)D! MFP=X8Tl|@|C;X-\$RH5"TB'7@.
|N\$#0B\$-5A3.\$|".G> CA_6(W +7@4:--.4 MM)A\$X19"99))7%G@?
B\$LS@6'Q|3GLS%="QQME!B#@Z/>U33CF7&\$^0)B?G> MGI*|!ZC=S8KBTR>MUY2
+36l|/-|2F&=F<3>BQFP>^Y<'-<-M1L@9P!9!^0" M P-
@8T1^:Pj+%&1C;'FIJM!XV'KB!JlV%*# UM8KT(YS*O29ENK+T|ORJ@ W(
MT0ZA;&8Pl#+-MHFWA*3UH?l;9' HV\$O;=9YF:54/'NJU2C/2XI&XEYLU&@0U M-
U)6=^A?V#=-RG_Ol%H; MT|OCK?G:;HV*:D!BG33DF(254IZ,
!X99YQYSY!2_TX1E%'H|IV+X>|<093\$ MT'<8+KUU8M-V7,
l.Q,T8M@JEN|Y9WHEMT=X1V8B 3|H7_CFP0?).\$.S=J;JE,72L KV M-
3Zl+1KH8&'A.#70,V,@L"=|A/JG%X7L\$125-)MRPE:Z71<+B(#8! M
HK@+8Ej%AWIVS&GK_3&% 3ZK0+?V14#,CGK>@ M=MNHR9G(jL=EAKL86QQ?
LUYGE(?=7/F!l%/:VKKMEHP6=%YACT.O6#B.Q- M-VDWV)E= |P8!J*X\$V<-YT-
TW!DSEYP#|l=3:C!,@W,CZ7=3\$G,WV*,F2NT3 MKY0)>/E87C7E,l3l:-
F0@;3B9QG91W%|l^S?D071*'BQY*FBW^5=8(^J!&6IKPM! M|ZW"
<&RB+ZMM|RO:1N_!K&l;LG|N*=#)G(M2!JlJT54+NEC0Z.l8"l2N)J M'B0l4!J7B8(
lY9M)TA_06SS0W10Q)T#@#ZFQ?B^RS*% B\$W(<5YDPA8'0X M?
8Q|lZ0UM,&,3Q*TH>\$l51-*,_L :.O,5X71@N0)\1+LWGA7!@-YBU*MEQ%>
MLAC+A02.F'+ "Q%El?TC|N0D9
MLIYBlAR5F'\$K;C!^5NL,Z;V3QEX:4461(9.BSQGGT:_#X7\FPAOB9^T4!!#
M%\U)#QRO)4%N(9;M#S |V|H 4Z#7CB'\$M(OR=7Q:l5#&QD_06?RC'>^|l(13
MC2&,*31K00=|0*)+GY3G^&)+L-/@GL>2IP)@9.Q-1X_6K@+lT
M=6:RM3WF'XL.^lO6+#X_.GCVX0\$(-QT-X4ZI6.Y=LUJ#4;Z !K9& 5|5H ?1
MK0M.N"\$4*4STPQ:"@C*9!D|l|P9|0M)VC>*(P97_5O!^N8EL'FZHGP^GWSZ(-MC?
TPG#SJS=QH1UY>0DVHNA+XPKK0K*5l=1OH!_UX=E& Cl| O2)!\$7@H2-D-
M4FXl:9%8CX4|<=+">P*|W&U'ZD9Z-"NAHF>QC*BHN#&\$l|D UV<4C)57+J
MP@LX.X!FPQ*=3>3Y-Y@SE01GT-lF)#!4;^W<=I+2QE?<l%:/%8(A^9HZ68.M M#!6#KT
0?Tl@MP9L-.16j:2)>!Z0DKTB0|G)HOZQF2@J85 H!6;N|3&S^ZB-
MDR_GNl...O#K7l@QZ R/>3F2\$5T.9L-O=::P7T9@QJ*WN(Ol?A"l+Vl4#Q%Q
MC*\$O;F\$9=M64@<.<>N9SX%Z\$/ZP98LXOPTGE!"O;KO&|FVQ8!WA_="D6WZF
MI6M^5(5#>K6GO%|l4WB#4897*^27Z#TG% +/M;B!TXER6C(!%SHD;0'>G7
MW78/N1JfIX2F9S"LOWB2;B| ^XGJl@E**@Q25EX|00?M);lTQ!ZN\V7F2R^
M9@l|8490CP'R*%RUYUZ')-Hl7.SWl_ =E)OKA'CF0>4@1N_DEY4TYA"l&|C&@C9-LH1?
LM:.*-9OS(O^Y41G?+OM0,"K-C%^S|4XO+*T3 ME,R+-l'T _&DRF8!UAV&+806PH67|

\$%_Mz|RjMARZjZB|_3%|UKWB|W,@/P_-/@^K8-lTEGA'/D!_3>K0Y?5UY2!_FC"D MW&-
-55O5.B|l>|?C:&H9(./24UO=[9FP*:/_V*X0G_YF7L:6ZALV/970CR,J)+%|^lO0=&P,<"?
4UF?;l;.. ML%l8"V!R;!@X,'6VU1JE"0P_Y M)HP|<=42|G|lE|+XH5F:*MK4Jl
^&E99+;E# 'OX0R|//l.5TATU_-TZ2=L. M)=!(KQ+=-L;G MV\4;l;%lVE)EP/Y NBcAl
l7/9P|RBj'G TYT5X-8(,%|LNF_ %Z\ZlPl Q M4KHB6J^JE/+MO2-+'5G*G\$Ul!).E\$O^,
l\$@8?!CRFG7:+IN|&,FX0(9FZ\$6<l M7L>ESCBj7ZO/NNH\$5V8T6AWHjXQ1Z*|A4MY+
<@U)2Z;&_+! C7=<^OUH\$96 M'HZH=U%=R_-+A!Q)U0&-
BL>3>>#8M23DP9:"B+OHV1BKZJ+1J;)FFR/^Z2

M::!"49:RCHQNN7XE_L7V5KA092..!"03|>03MY?;AI^TO<7^>=27N[RQ0
M\$MZF"WSGD<--JNZZHF#1FRZ(X'5(F1R4.PA^YJA2\$=P-0|O7U*!NJT/"HIK
M190F@T#"U"1^7|ZVK2|LD%JXLA-)HM+5HY.C6&EM>3U<.)GIA<)"8")9
M(505^GPF[?|7 V\$.-(5#1Z \$-MN9&M+M@I"L&+>Y:NV>|)2"10+6I<5A2PV
M|\$.RJFVD" RF#>@W4(&|<+M@1(Q.IPDL(678&,IT8_L71_Z:F?9EF6F/Q"-
MMV2O(&IW26KT*;&G)BXXJ-1 Z"F5
W_6,1EE'/%,;+LEH[R0E^G|+F/!E7Q:W7PSH^*P(D7^ M7X, ^M1"A.JAPU62F%'#-F?
S1MB,,;ZQ&9@,TS)|9('M:IN'_"@9W'15," M@Y8.E:M5DZ-
36>0D6:|A>X4S8DBH%9|ZMO:/*H=12JF<21DDKJG(714JDSV) M#O|:K&PMRHTT*D?
I%|F6D9AE<&&S*L<)>%M8ZE,M%(2HH.QL7W#B1IE6%E^\$ MAQO0\$#RDTW;=
K*O3&L_9W81Y="B M"##*32Y08"/P,M):R5|1|V6EZEK;"XE#E\$- M=YV-TKG72
55);R2E7C0>*@'S%F.T7N9YB\$|P*NJT6&:5DSN|A|Z*,QIZM:H M) 8NV7PA-4EC"&_Y)F9?
IR6<:-"/S^LR.U#SH:'|?;:'\$&I_%_FSJ'Y<12
M+;:9S_1V#SM<|@:0%JZVD!KK'PRP38S'&5D(.ZEJ)*
M8'UMMJ|OB;;9DIV:&81V;K;Q0GQW'*K^C.15L1-5\$7:/;- (H#\$LC9SCUH@< MX&F&D|"?
8XTY'J8 "C;0@AR8F(G7"KL!S^|DY)@?*6Z|RUM0|5Y2KUWS.G.
MIT,O";Y5D2DE5Q/CR1@ "9U0OCG(39A302!LQ_NZLG_)|- *MYM\$AISC>U" MZ!;3;
M,G"8&9B9"55D\$|AVKH|L)."X|DK9(DI1RY|_ATR;UV:?E=FWR;,TK!,Q+I&
M;Y8B*P)!X#;,|1C9OOV?T6NL=4NNU5ED;L-ZFH5)5B9^B8QLNN3>0|PO,/"8K M(6?
ST;9(G/L.*><6+;7|.^B_(K)E%0-'BF"XWNS'|%LU?*4|+A8.V
M67FT5TB+\$A|!86F7A8ES"HN8|W224EZ
:5&_9AN;AH%DX9#+HS2IJ5%Q|F5G\$PA%0U ICSC)&)T)2@#;?*RW1+9>P0.
I^<*G>4HX7TO@>|T M\$)ABWXJ88Y|1K*I\$D'MONHIL(9V3HO96@SW3
MQE!;WZRY;:7,VNZK:S&*Z_@*M_7|,*|@/CD%@4U0,4'0XY#FU*Q*BH9L6OR#
M"%8P=)WSW|VI7EJ>\$|)"-R%W%>4"82Y^ZJA>6;/D/L">1M._LV4>|FHK_6TE MI-
477.>Z3&!)|T|KNT,T76IOUFFS2LIK-
;N^P;DU2BNOGKVV|'|BX/#X|>!O:8E6ECK6R4+&#KJ,|^UHX9;\$ M|&(B9X|-.
(Z5U"%WUN\$0BG&EB5^+L"XX@;*W|@ V<6 I5O7X_K_/L)O'<80>
MMYSWZV#|Y61C|+GXXCD'NX;V0?OH;Z?RT0EC8#>U1+XWID_.N|I>D'1&B| M1T'4J&-
R//PZ2@'MP&UCYKA7|7=|XO8;T|=)4>Z.);X4X^GCY64VWU4,. M0H%#Z9Q.MY?
DUCC+@/OWZM?7^%#-J-|HLULV5(L,M%U//|1%16%7+ NL_M=,N7 MQ>^4W|OE|_OY,
I%JA4DR_\$DOG,1ASWQ6%@TR =%^J4X0F'06.*K) M;^,...>7|^15|&1%|
0DLX5QZXMJN41D2&"LO*|=+<,&0=#LM>H/QZOO(C|
MK6D<(42PC(Y;TYVTY|>S|W>7%)|7|WE:KG3BR||OF, =+4_SWE,75YHY9!=O
MOB/F!6.\$BYBK5,0V-FT4WL/3|PP#LH;0U^9Z6+7.'O8P6-O\$A/N|'HGD@JW
M#*3G'/ZZRJUS>3QU7\$@K2,-^0C,7=Z4RY=Z,U>|+54JP3QN4V79-0>_OY,PJ
M5D20Z*JRA4@.'C71R&UKBVEGV>E<4)K|^B6:P6>|6_B/|JT(50:S OBRDCN6
MJB4+VYMN1?_N,KH-|W3+4 E.*NR.CJ3Q-==W MYW-|_P("O*3X'ING6#^"6DP?
|'"30="7Z'T3S,U(W8"V M(8HQ6M:P|!S=7VN%D-
\$&^?;NR0YB='MMUTT+21*@-5P&Y#17"NVX%M-E^Y| M2/3PP*1O-
TGR(JP'|Z_%_)6&S,Q66|=V)W0/|8,^N0==IN,|5FCUSTV6FT
M\$H,8PTA9054HRJC*OK_9!RABD6CBSFP6:S'%2JLR7O:A(9&QO6%3%W5K+48U
MPKU%7AUG%V 7FSB4*.\$DR;|X(EY')V7U9NK\$?%%|8'< %I7H'M24R.+KP7M%.3%6?P=
<,-:<73TD4CW|>7|B M4H*!)??"7|E|3-N'|"<.)|(L(M+^%"F\$6M:F#;U7O&|TI@RU,-O?
O3^UR,2B+ MP>ZDE|(@=8>HL#%+POXW;:0K1)":2)JTS7WS\$K=_6?
QB/%SJY79QJ_Q|KA09*UU|CCS/_%
M1N|B'@Y+V\$=GM7UDJA;BL@T0^DZ';L793,|4L5R?;.S:VUZTO64K|(B*:. MG3C;.EK:(-
W R6^>S(NF?-@>C"?K|0NQ?);,|U,O7D*J\$QAP66JA!1QV06MB M=F?
0/^IM0VCU2.*U/0Q*H8 !62?R&BA5T1Y'4&Y,XKZ/|Y8E!
(_XF#RWX;OD#PH>)07BQ\$0Y\$'F|<51>Y\$ _NU;2) F%>AVM%
M<\$68R(6("O<|YJ_ ^WM_%WWNZ1'I%SG\$*|Y>%SW8F)J/>L9#)\$"L"1E'6&TY(
M7@.K(&,
(_S|@\$UZ%8M3Y,A&ANW<=;M6R5NA^<<7!&LYBJ8"\$T!YV7I*QG)7TBQ|9J<<(5I1V&YL
M@5/O38'Z^SQ&/@|2+6OP^HM:1HFX5C|;E\$6%V7'4E:V/LHSA <=;
;^&^%L0MFV|1PN|S@\$^>P M>J=N'MEE\$11#"9RKN-.EX ?
^H!.T83@CP1>;_D.2;F0%QB65"R"8J(,6,M|2 M>%D((@8F*)5-
MANI1|,MPR"^Q!#4;!KXH=<|)|:_PM:31C=P)2N(@>XA"|M^ M3=+|UN^ 4AN85E>/EU-
L#\$1;9C.KFUQC.4;,+3XD<48,*^EKA.|00SYZ"9/F MV.J5UR2;/B|5.2N8'NHYO9/&*.6YTL-

!KS6;O#)KSW:3.=U(!-R\$%+##\$"\$0J M.\SQI=E&RO3")!JXU VUE:G69/6F]=V^*
/Y@OG"/)D'V("8.\$D(2% M3F:[75N'GJT(5L=/6 Q=^A/[DJ,9H0WK+UYXS4-
FCJG3&VYQ0R2/IB_.!K,V M*3Z5L;JQ#6T>,+**1PIUB(.PHQ M;0.<7;%*8[.?!HSF(W#6
J)M<5]9CHFHOJZ=8\$G6@[YYEDIZ9NRMZ>G<8JK\$(3_6/I>4BF#9I
M&YIV.4T+|K7"?ATW) CRTI)O&OJ!T'V2&5;Y5!78PO[9CZBJDK7|H M OQ|B
MU(EM"V|#JVTV#9MG(?;^9.N|P|G9|C44')&F\$+/_GFAQ.@L|YQKQ@&@&#|&M
MV#@CWHIZ8->"FW20R*TX"TI+65>\H;Z_H|GG2/BV?XKKPFBR_VVC%>8YA.=
M_OHUBN-A3EL&3WW"B#LUY5">F4118 M_4D*ERNZ*IMJ!*DI+JTD#5"=Q)G1
MZ6Y7N*Q76,Q""E/C8FSRE-B|;DBWP'>8>(NN!_V*6=U6XL|3**X,Z7R-@QD
M7YT3I!77?W)FG@15X_984|5;UW2!\$4N%0*|A;STX=
M4:'PQ0YK8P!%Q&6VQ6|XUX5WD,K".RL;9;+|-;?("#ST(M@=S,3=6%V'7FR?
M+6%.V7/C3!+Y1!#I=Q7QQNK,7,N5VA2UD3;6=900 I?9LGHU\OH%77-1Z&0I
MZ@ECDY%8X8Q+N6FE>;NNG_X>4YL-/G-Q^?!9C (O%/M_5Y| ME.!FI:U<^/"CQ-
S\$!A7&5%#MH_ *|A|9CK\$8X_|L7F&|6)LC7_L65P=7.V
M_ '\$FXI<,TN:D2U!9**H/|6;CNR*88 ^^^)FR\$"1N#3|C?_=Z7Y?Q||/?SJ_=G MEY?
1W_|Z=G'VX8=)'THA>A*(;!/ONG#YHW0X28S!GC1H00|B_@DOH|@S8B'\$ MBA.=L^(7I
^\$L^^^NM9=/KNP|6'?T2G'W|>|/ +^G|IT! ?VDT1KD<1?|/_?|
M+_+_N^6Q^^_9(ZWX_O_|;DZFQ7SGOT!WEU?O6.3W+D@NG/LR+9
MP!+_>I5|_|!4\$! A0#% @ PX((6=-<|N_@&@\$-AH,! M (!&-L>"TR,#
(T,#8S,"YH=&U02P\$""%,4 " #\$\$\$@A9A_C4 M%T\$B !SE@\$ \$ @ \$.&P\$ 8VOX+3(P,C0P-
C,P+GAS9%!+ M 0(4 Q0 (-,2""D\$DUZVG4(+RB @ 4 " 7T| 0!C M; '@M,C R-# V,S!?
8V%L+GAM;%!+ 0(4 Q0 (-,2""%F_-:P)EB(" 'S@ M'@ 3 " 4R 0!C; '@M,C R-# V,S! ?9#
(N:'1M4\$L! A0# M% @ Q(((61KK)WK6L@ QTL(!0 (-!\$Z,# &-L>"TR M,#
(T,#8S,%|D968N>&UL4\$L! A0#% @ Q(((6=N&Q8/F-P FCH !, M (-!&U8\$ &-L>"TR,#
(T,#8S,%|G,2YJ<&=02P\$""%,4 M" #\$\$\$@A9#(106TC_0 N8Q,% @ \$RC@0
8VOX+3(P,C0P-M-C,P7VQA8BYX;6Q02P\$""%,4 " #\$\$\$@A9_4024PS 0!F90X % M @
&LC08 8VOX+3(P,C0P-C,P7W!R92YX;6Q02P\$""%,4 " # \$ M@@A9)UY;)[00 !K(\$ '@ @
\$JP0< 9GDR-&-L>&5X,3EI M;G-I9&5R=')A9&EN9W N:'1M4\$L! A0#% @ Q(((68;_I#(Q"
67| M|P!F>3(T8VOX97@R,V-O;G-E;G109FEN9&5P92YH=&U02P\$""%,4 " # \$
M@@A9Z/9=KW8' #F)0 '@ @ \$N_P< 9GDR-&-L>&5X,S\$Q M8V5R=&EF:6-
A=&EO;F|N:'1M4\$L! A0#% @ Q(((694-+8)H|P #,Q,F-E " M 80." !F>3(T8VOX97@S,F-
E&5X M.3=T:&5C;&|R;WAC;VUP86XN:'1M4\$L! A0#% @ Q(((67|Z)Z@#0 M|+!X (!:"L(
&9Y,C1C;'AE>#DY,G)E8V|N8VEL:6%T M:6|N+FAT;5!+ 0(4 Q0 (-,2""%EV,A")\$#< #MK 0
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~~CLOROX COMPANYDE31-05957601221 BroadwayOaklandCA94612-1888(510)271-7000Common Stock - \$1.00 par valueCLXNYSEYesNoYesYesLarge Accelerated~~
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~~Portions of the registrant's definitive proxy statement for the 2024~~
~~Annual Meeting of Stockholders (the "Proxy Statement"), to be filed within 120 days~~
~~after June 30, 2024, are incorporated by reference into Part III, Items 10 through 14 of~~
~~this Annual Report on Form 10-K.falsefalsefalse<div style="margin-~~
~~bottom:8pt;margin-top:8pt"><span style="color:#000000;font-family:'Times New~~
~~Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">On June 7, 2024,~~
~~Angela Hilt, EVP - Chief Legal Officer, entered into a trading plan designed to satisfy~~

the affirmative defense of Rule 10b5-1(c) under the Exchange Act. The plan provides for sales of up to 1,733 shares of the Company's common stock. The plan also provides for the sale of up to 25% of shares of restricted stock units and performance units vesting during the duration of the plan, excluding any shares withheld by the Company to satisfy income tax withholding remittance obligations. Ms. Hilt's plan begins on September 6, 2024 and ends June 6, 2025 or when all of the shares have been sold.

June 7, 2024Angela HiltEVP – Chief Legal Officertrue1733June 6, 2025true42Ernst & Young LLPSan Francisco, CaliforniaErnst & Young LLPSan Francisco, California70930000007389000000710700000040450000004481000000456200000030424000000000-1710000000004450000000900000009000000010600000024000000800000003700000045000000-14000000-22000000100000000-146000000-5000000-12000000338000000-1400000067000000630000000147000000538000000120000001200000090000000618001.001.005000000050000000000001.001.007500000007500000001307414611307414611155000000-4930000003280000002200000001640000001680000004920000003880000005751000013960000007961000-546000000181000000592000000462000000900000047100000067000000670000003.4836000000-2000000075000000524000190000002500000015200025000000131000000130741000113460000007589000-47900000017300000072900000014900000012000000161000000-14000000-140000004.7258800000058800000017000000170000007300000073000000-30000000-26000000100000000668000440000001310000001307410001245000000583000000-12460000006921000-4930000001680000003880000002800000001200000029200000033800000033800000031000000-1300000060000000381000160000001310000001307410001288000000250000000-11860000006540000-15500000016400000049200000029200000016100000047100000023500000023600000100000000-1490000005000000-23800000000-171000000000445000000000114000000-26000000-38000000-19000000340000001300000084000000-55000000-5800000018000000-250000001000000-16000000-140000000157000000-4700000001000000-1000000-1470000001520000003500000069500000011580000007860000002120000002280000020000000-5000000-22000000-175000000-223000000-229000000-45000000-18800000023700000000140500000000108500000000250000005950000005830000005655000000-753000000-689000000-260000000-6000000-161000000182000000-13800000036800000018600000032400000020700000036800000018600000010200000

OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations and Basis of Presentation

The Company is principally engaged in the production, marketing and sale of consumer products through mass retailers, grocery outlets, warehouse clubs, dollar stores, home hardware centers, drug, pet and military stores, third-party and owned e-commerce channels, and distributors. The consolidated financial statements include the statements of the Company and its wholly owned and controlled subsidiaries. All significant intercompany transactions and accounts were eliminated in consolidation.

Use of Estimates

The preparation of these consolidated financial statements in conformity with generally accepted accounting principles in the United States of

America (U.S. GAAP) requires management to reach opinions as to estimates and assumptions that affect reported amounts and related disclosures. Specific areas requiring the application of management's estimates and judgments include, among others, assumptions pertaining to accruals for consumer and trade promotion programs, future cash flows associated with impairment testing of goodwill and other long-lived assets, uncertain tax positions, tax valuation allowances, the valuation of the Venture Agreement terminal obligation, stock-based compensation, retirement income plans and legal, environmental and insurance matters. Actual results could materially differ from estimates and assumptions made.

Cash, Cash Equivalents and Restricted Cash

Cash equivalents consist of highly liquid interest-bearing accounts, time deposits held by financial institutions and money market funds with an initial maturity at purchase of 90 days or less. The fair value of cash and cash equivalents approximates the carrying amount.

The Company's cash position includes amounts held by foreign subsidiaries and, as a result, the repatriation of certain cash balances from some of the Company's foreign subsidiaries could result in additional withholding tax costs in certain foreign jurisdictions. However, these cash balances are generally available without legal restriction to fund local business operations. In addition, a portion of the Company's cash balance is held in U.S. dollars by foreign subsidiaries whose functional currency is their local currency. Such U.S. dollar balances are reported on the foreign subsidiaries' books in their functional currency, and the impact on such balances from foreign currency exchange rate differences is recorded in Other (income) expense, net.

As of June 30, 2024, 2023, 2022 and 2021, the Company had \$5, \$1, \$3 and \$5 of restricted cash, respectively, which was included in Prepaid expenses and other current assets and Other assets.

Inventories

The Company values its inventories using both the First-In, First-Out (FIFO) and the Last-In, First-Out (LIFO) methods. The FIFO inventory is stated at the lower of cost or net realizable value, which includes any costs to sell or dispose. In addition, appropriate consideration is given to obsolescence, excessive inventory levels, product deterioration and other factors in evaluating net realizable value. The LIFO inventory is stated at the lower of cost or market.

Property, Plant and Equipment and Finite-Lived Intangible Assets

Property, plant and equipment and finite-lived intangible assets are stated at cost. Depreciation and amortization expense are primarily calculated by the straight-line method using the estimated useful lives or lives determined by reference to the related lease contract in the case of leasehold improvements. The table below provides estimated useful lives of property, plant and equipment by asset classification.

Estimated Useful Lives		
Buildings and leasehold improvements	5 - 40 years	
Land improvements	10 - 30 years	
Machinery and equipment	3 - 15 years	
Computer equipment	3 - 5 years	
Capitalized software costs	3 - 7 years	

Finite-lived intangible assets are amortized over their estimated useful lives, which range from 7 to 30 years.

Property, plant and equipment and finite-lived intangible assets are reviewed for impairment whenever events or changes in circumstances occur that indicate that the carrying amount of an asset (or asset group) may not be fully recoverable. The risk of impairment is initially assessed based on an estimate of the undiscounted cash flows at the lowest level for which identifiable cash flows exist. Impairment occurs when the carrying value of the asset (or asset group) exceeds the estimated future undiscounted cash flows generated by the asset (or asset group). When impairment is indicated, an impairment charge is recorded for the difference between the carrying value of the asset (or asset group) and its estimated fair market value. Depending on the asset, estimated fair market value may be determined either by use of a discounted cash flow model or by reference to estimated selling values of assets in similar condition.

Capitalization of Software Costs

The Company capitalizes certain qualifying costs incurred in the acquisition and development of software for internal use, including the costs of the software, materials, consultants, interest and payroll and payroll-related costs for employees during the application development stage. Internal and external costs incurred during the preliminary project stage and post implementation-operation stage, mainly training and maintenance costs, are expensed as incurred. Once the application is substantially complete and ready for its intended use, qualifying costs are amortized on a straight-line basis over the software's estimated useful life. Capitalized internal use software is included in Property, plant and equipment. Capitalized software as a service is included in Prepaid expenses and other current assets or Other assets and is amortized using the straight-line method over the term of the hosting arrangement which is typically no greater than 10 years.

Impairment Review of Goodwill and Indefinite-Lived Intangible Assets

The Company tests its goodwill, trademarks with indefinite lives and other indefinite-lived intangible assets annually for impairment in the fiscal fourth quarter unless there are indications during a different interim period that these assets may have become impaired.

With respect to goodwill, the Company has the option to first assess qualitative factors, such as the maturity and stability of the reporting unit, the magnitude of the excess fair value over carrying value from a previous period's impairment testing, other reporting unit specific operating results, microeconomic and macroeconomic factors, as well as new events and circumstances impacting the operations at the reporting unit level. The Company operates through strategic business units (SBUs) that are organized into the Company's operating segments. Reporting units for goodwill impairment testing purposes were identified as the Company's individual operating segments. If the result of a qualitative test indicates that it is more likely than not that a reporting unit is impaired, a quantitative test is performed. In the quantitative test, the Company compares the estimated fair value of the reporting unit to its carrying value. If the estimated fair value of any reporting unit is less than its carrying value, an impairment charge is recorded for the difference between the carrying value and the fair value of the reporting unit.

To determine the fair value of a reporting unit as part of its quantitative test, the Company uses the discounted cash flow (DCF) method under the income approach, as it believes that this approach is the most reliable indicator of the fair value of its businesses and the fair value of its future earnings and cash flows. Under this approach, which requires significant judgments, the Company estimates the future cash flows of each reporting unit and discounts these cash flows at a rate of return that reflects their relative risk. The cash flows used in the DCF method are consistent with those the Company uses in its internal planning, which gives consideration to actual business trends experienced, and the broader business strategy for the long term. The other key estimates and factors used in the DCF method include, but are not limited to, net sales and expense growth rates,

commodity prices, foreign exchange rates, inflation and a terminal growth rate. Changes in such estimates or the application of alternative assumptions could produce different results.

For trademarks and other intangible assets with indefinite lives, the Company has the option to first assess qualitative factors, such as the maturity and stability of the trademark or other intangible asset, the magnitude of the excess fair value over carrying value from a previous period's impairment testing, other specific operating results, as well as new events and circumstances impacting the significant inputs used to determine the fair value of the intangible asset. If the result of a qualitative test indicates that it is more likely than not that the asset is impaired, a quantitative test is performed. When a quantitative test is performed, the estimated fair value of an asset is compared to its carrying value. If the carrying value of such asset exceeds its estimated fair value, an impairment charge is recorded for the difference between the carrying value and the estimated fair value. The Company uses the DCF method under the relief from royalty income approach to estimate the fair value of its trademarks and other intangible assets with indefinite lives. This approach requires significant judgments in determining the royalty rates and the assets' estimated cash flows, as well as the appropriate discount and foreign exchange rates applied to those cash flows to determine fair value. Changes in such estimates or the use of alternative assumptions could produce different results.

Leases

The Company determines whether an arrangement contains a lease at inception by determining if the contract conveys the right to control the use of identified property, plant or equipment for a period of time in exchange for consideration and other facts and circumstances. Right-of-use (ROU) assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets are calculated based on the lease liability adjusted for any lease payments paid to the lessor at or before the commencement date and initial direct costs incurred by the Company and excludes any lease incentives received from the lessor. The Company reviews ROU assets for impairment consistent with the approach applied for its other long-lived assets. Lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. The lease term may include an option to extend or terminate the lease when it is reasonably certain that the Company will exercise that option as of the commencement date of the lease, and is reviewed in subsequent periods if a triggering event occurs. As the Company's leases typically do not contain a readily determinable implicit rate, the Company determines the present value of the lease liability using its incremental borrowing rate at the lease commencement date based on the lease term and the currency of the lease on a collateralized basis. Variable lease payments are the portion of lease payments that are not fixed over the lease term. Variable lease payments are expensed as incurred, and include certain non-lease components, such as maintenance and other services provided by the lessor, and other charges included in the lease, as applicable. The Company elected to combine lease and non-lease components as a single lease component and to exclude short-term leases, defined as leases with an initial term of 12 months or less, from its consolidated balance sheet.

Restructuring Liabilities

The Company incurs restructuring costs in connection with workforce reductions; consolidation or closure of a facility; sale or termination of a line of business; and other actions. Such costs include employee termination benefits (one-time arrangements and benefits attributable to prior service), termination of contractual obligations, noncash asset charges and other direct incremental costs.

The Company

records employee termination liabilities once they are both probable and estimable for severance provided under the Company's existing severance policy. Employee termination liabilities outside of the Company's existing severance policy are recognized at the time relevant employees are notified, unless the employees will be retained to render service beyond a minimum retention period for transition purposes, in which case the liability is recognized ratably over the future service period. Other costs associated with a restructuring plan or exit or disposal activities, such as consulting and professional fees, facility exit costs, employee relocation, outplacement costs, accelerated depreciation or asset impairments associated with a restructuring plan, are recognized in the period in which the liability is incurred or the asset is impaired.

Stock-based Compensation

The Company grants various nonqualified stock-based compensation awards to eligible employees, including stock options, restricted stock awards and performance shares.

For stock options, the Company estimates the fair value of each award on the date of grant using the Black-Scholes valuation model, which requires management to make estimates regarding expected option life, stock price volatility and other assumptions. Groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. The Company estimates stock option forfeitures based on historical data for each employee grouping. The total number of stock options expected to vest is adjusted by actual and estimated forfeitures. Changes to the actual and estimated forfeitures will result in a cumulative adjustment in the period of change. Compensation expense is recorded by amortizing the grant date fair values on a straight-line basis over the requisite service period, adjusted for estimated forfeitures.

For restricted stock awards, the fair value of each grant issued is estimated on the date of grant based on the current market price of the stock. Forfeitures are estimated based on historical data. The total number of restricted stock awards expected to vest is adjusted by actual and estimated forfeitures. Changes to the actual and estimated forfeitures will result in a cumulative adjustment in the period of change. Compensation expense is recorded by amortizing the grant date fair values on a straight-line basis over the requisite service period, adjusted for estimated forfeitures.

The Company's performance shares provide for the issuance of common stock to certain managerial staff and executive management if the Company achieves specified performance targets. The number of shares issued is dependent upon the achievement of specified performance targets. The performance period is three years and the payout determination is made at the end of the three-year performance period. Performance shares receive dividends earned during the vesting period upon vesting. The fair value of each grant issued is estimated on the date of grant based on the current market price of the stock. The total amount of compensation expense recognized reflects estimated forfeiture rates and management's assessment of the probability that performance goals will be achieved. A cumulative adjustment is recognized to compensation expense in the current period to reflect any changes in the probability of achievement of performance goals.

Cash flows resulting from tax deductions in excess of the cumulative compensation cost recognized for stock-based payment arrangements (excess tax benefits) are classified as operating cash inflows.

Employee Benefits

The Company accounts for its retirement income and retirement health care plans using actuarial methods. These methods use an attribution approach that generally spreads “plan events” over the service lives or expected lifetime (for frozen plans) of plan participants. Examples of plan events are plan amendments and changes in actuarial assumptions such as the expected return on plan assets, discount rate, rate of compensation increase and certain employee-related factors, such as retirement age and mortality. The principle underlying the attribution approach is that employees render service over their employment period on a relatively “smooth” basis and, therefore, the statements of earnings effects of retirement income and retirement health care plans are recognized in the same pattern. One of the principal assumptions used in the net periodic benefit cost calculation is the expected return on plan assets. The expected return on plan assets may result in recognized expense or income that differs from the actual returns of those plan assets in any given year. Over time, however, the goal is for the expected long-term returns to approximate the actual returns and, therefore, the expectation is that the pattern of income and expense recognition should closely match the pattern of the services provided by the participants. The Company uses a market-related value method for calculating plan assets for purposes of determining the amortization of actuarial gains and losses. The differences between actual and expected returns are recognized in the net periodic benefit cost calculation over the average remaining service period or expected lifetime (for frozen plans) of the plan participants using the corridor approach. Under this approach, only actuarial gains (losses) that exceed 5% of the greater of the projected benefit obligation or the market-related value of assets are amortized to the Company’s net periodic benefit cost. In developing its expected return on plan assets, the Company considers the long-term actual returns relative to the mix of investments that comprise its plan assets and also develops estimates of future investment returns by considering external sources.

The Company recognizes an actuarial-based obligation at the onset of disability for certain benefits provided to individuals after employment, but before retirement, that includes medical, dental, vision, life and other benefits.

Environmental Costs

The Company is involved in certain environmental remediation and ongoing compliance activities. Accruals for environmental matters are recorded on a site-by-site basis when it is probable that a liability has been incurred and based upon a reasonable estimate of the liability. The Company’s accruals reflect the anticipated participation of other potentially responsible parties in those instances where it is probable that such parties are legally responsible and financially capable of paying their respective shares of the relevant costs. These accruals are adjusted periodically as assessment and remediation efforts progress or as additional technical or legal information becomes available. Actual costs to be incurred at identified sites in future periods may vary from the estimates, given the inherent uncertainties in evaluating environmental conditions. The accrual for environmental matters is included in Accounts payable and accrued liabilities and Other liabilities in the Company’s consolidated balance sheets on an undiscounted basis due to uncertainty regarding the timing of future payments.

Revenue Recognition

The Company's revenue is primarily generated from the sale of finished product to customers. Revenue is recognized at the point in time when performance obligations under the terms of customer contracts are satisfied, which is when ownership, risks and rewards transfer, and can be on the date of shipment or the date of receipt by the customer, depending upon the particular customer arrangement.

Shipping and handling activities are accounted for as contract fulfillment costs and included within Cost of products sold. After the completion of the performance obligation, there is an unconditional right to consideration as outlined in the contract. A right is considered unconditional if nothing other than the passage of time is required before payment of that consideration is due. The Company typically collects its customer receivables within two months. All performance obligations under the terms of contracts with customers have an original duration of one year or less.

The Company has trade promotion programs, which primarily include shelf price reductions, in-store merchandising and consumer coupons. The costs of such activities, defined as variable consideration under Accounting Standards Codification 606, "Revenue from Contracts with Customers," are netted against sales and recorded when the related sales take place. Accruals for trade promotion programs are established based on the Company's best estimate of the amounts necessary to settle existing and future obligations for products sold as of the balance sheet date. Amounts accrued for trade promotions are based on various factors such as contractual terms and sales volumes, and also incorporate estimates that include customer participation rates, the rate at which customers will achieve program performance criteria, product availability and historical consumer redemption rates.

The Company provides an allowance for doubtful accounts based on its historical experience and ongoing assessment of its customers' credit risk and aging. Customer receivables are presented net of an allowance for doubtful accounts of \$5 and \$3 as of June 30, 2024 and 2023, respectively. Receivables, net, include non-customer receivables of \$39 and \$14 as of June 30, 2024 and 2023, respectively, and related allowance of \$3 as of both June 30, 2024 and 2023.

Cost of Products Sold

Cost of products sold represents the costs directly related to the manufacture and distribution of the Company's products and primarily includes raw materials, packaging, contract manufacturing fees, shipping and handling, warehousing, package design, depreciation, amortization, direct and indirect labor and operating costs for the Company's manufacturing and distribution facilities, including salary, benefit costs and incentive compensation, and royalties and other charges related to the Company's Glad Venture Agreement (See Note 11).

Costs associated with developing and designing new packaging, including design, artwork, films and labeling, are expensed as incurred and included within Cost of products sold.

Selling and Administrative Expenses

Selling and administrative expenses represent costs incurred by the Company in generating revenues and managing the business and include market research, commissions and certain administrative expenses. Administrative expenses include salary, benefits, incentive compensation, professional fees and services and other operating costs (such as software and licensing costs) associated with the Company's non-manufacturing, non-research and development operations.

Advertising and Research and Development Costs

The Company expenses advertising and research and development costs in the period incurred.

Income Taxes

The Company uses the asset and liability method to account for income taxes. Deferred tax assets and liabilities are recognized for the anticipated future tax consequences attributable to differences between financial

statement amounts and their respective

tax basis.

Management reviews the Company's deferred tax assets to determine whether their value can be realized based upon available evidence. A valuation allowance is established when management believes that it is more likely than not that some portion of its deferred tax assets will not be realized. Changes in valuation allowances from period to period are included in the Company's income tax provision in the period of change. In addition to valuation allowances, the Company provides for uncertain tax positions when such tax positions do not meet certain recognition thresholds or measurement standards. Amounts for uncertain tax positions are adjusted in quarters when new information becomes available or when positions are effectively settled.

Per U.S. GAAP, foreign withholding taxes are provided on unremitted foreign earnings that are not indefinitely reinvested at the time the earnings are generated. The Company regularly reviews and assesses whether there are any changes to its indefinite reinvestment assertion and determined that none of the undistributed earnings of its foreign subsidiaries are indefinitely reinvested. As a result, the Company is providing foreign withholding taxes on the undistributed earnings of all foreign subsidiaries where applicable.

The Company accounts for the tax on global intangible low-taxed income (GILTI) as a period cost.

Foreign Currency Transactions and Translation

Local currencies are the functional currencies for substantially all of the Company's foreign operations. When the transactional currency is different than the functional currency, transaction gains and losses are included as a component of Other (income) expense, net. In addition, certain assets and liabilities denominated in currencies other than a foreign subsidiary's functional currency are reported on the subsidiary's books in its functional currency, with the impact from

exchange rate differences recorded in Other (income) expense, net. Assets and liabilities of foreign operations are translated into U.S. dollars using the exchange rates in effect at the balance sheet date, while income and expenses are translated at the respective average monthly exchange rates during the year.

Gains and losses on foreign currency translations are reported as a component of Other comprehensive (loss) income. The income tax effect of currency translation adjustments is recorded as a component of deferred taxes with an offset to Other comprehensive (loss) income where appropriate.

Effective July 1, 2018, under the requirements of U.S. GAAP, Argentina was designated as a highly inflationary economy, since it has experienced cumulative inflation of approximately 100 percent or more over a three-year period. As a result, beginning July 1, 2018, the U.S. dollar replaced the Argentine peso as the functional currency of the Company's subsidiaries in Argentina (collectively, "Clorox Argentina"). Consequently, gains and losses from non-U.S. dollar denominated monetary assets and liabilities for Clorox Argentina prior to divestment were recognized in Other (income) expense, net in the consolidated statements of earnings.

Derivative Instruments

The Company's use of derivative instruments, principally exchange-traded futures and options contracts, and over-the-counter swaps and forward contracts, is limited to non-trading purposes and is designed to partially manage exposure to changes in commodity prices, foreign currencies and interest rates. The Company's contracts are hedges for transactions with notional amounts and periods consistent with the related exposures and do not constitute investments independent of these exposures.

The changes in the fair value (i.e., gains or losses) of a derivative instrument are recorded as either assets or liabilities in the consolidated balance sheets with an offset to Net earnings or Other comprehensive (loss) income depending on whether, for accounting purposes, it has been designated and qualifies as an accounting hedge and, if so, on the type of hedging relationship. The criteria used to determine if hedge accounting treatment is appropriate are: (a) formal designation and documentation of the hedging relationship, the risk management objective and hedging strategy at hedge inception; (b) eligibility of hedged items, transactions and corresponding hedging instrument; and (c) effectiveness of the hedging relationship both at inception of the hedge and on an ongoing basis in achieving the hedging objectives. For those derivative instruments designated and qualifying as hedging instruments, the Company must designate the hedging instrument either as a fair value hedge or as a cash flow hedge. The Company designates its commodity futures, options and swaps contracts for forecasted purchases of raw materials, foreign currency forward contracts for forecasted purchases of inventory and interest rate contracts for forecasted interest payments as cash flow hedges. During the fiscal years ended June 30, 2024, 2023 and 2022, the Company had no hedging instruments designated as fair value hedges.

For derivative instruments designated and qualifying as cash flow hedges, gains or losses are reported as a component of Other comprehensive (loss) income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. From time to time, the Company may have contracts not designated as hedges for accounting purposes, for which it recognizes changes in the fair value in the consolidated statements of

earnings in the current period. Cash flows from hedging activities are classified as operating activities in the consolidated statements of cash flows.

Recently Issued Accounting Standards

Recently Issued Accounting Standards Not Yet Adopted

In December 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures." These amendments primarily require enhanced disclosures and disaggregation of income tax information by jurisdiction in the annual income tax reconciliation and quantitative and qualitative disclosures regarding income taxes paid. These amendments are to be applied prospectively, with the option to apply the standard retrospectively, for annual periods beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact that the adoption of this guidance will have on the Company's disclosures.

In November 2023, the FASB issued ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." These amendments primarily require enhanced disclosures about significant segment expenses regularly provided to the chief operating decision maker and included within each reported measure of segment profit or loss. The ASU also requires all annual disclosures currently required by Topic 280 to be included in interim periods. These amendments are to be applied retrospectively for all periods presented in the financial statements and are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the impact that the adoption of this guidance will have on the Company's disclosures.

Recently Adopted Accounting Standards

In September 2022, the FASB issued ASU No. 2022-04, "Liabilities – Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations." These amendments require disclosure of the key terms of outstanding supplier finance programs and a rollforward of the related obligations. These amendments are effective for fiscal years beginning after December 15, 2022, except for the amendment on rollforward information, which is effective for fiscal years beginning after December 15, 2023. The Company adopted the standard as of July 1, 2023. The adoption relates to disclosures only and does not have an impact on the consolidated financial statements, results of operations, or cash flows.

Nature of Operations and Basis of Presentation

The Company is principally engaged in the production, marketing and sale of consumer products through mass retailers, grocery outlets, warehouse clubs, dollar stores, home hardware centers, drug, pet and military stores, third-party and owned e-commerce channels, and distributors. The consolidated financial statements include the statements of the Company and its wholly owned and controlled subsidiaries. All significant intercompany transactions and accounts were eliminated in consolidation.

Use of Estimates

The preparation of these consolidated financial statements in conformity with generally accepted accounting principles in the United States of America (U.S. GAAP) requires management to reach opinions as to estimates and assumptions that affect reported amounts and related disclosures. Specific areas requiring the application of management's estimates and judgments include, among others, assumptions pertaining to accruals for consumer and trade promotion programs, future cash flows associated with impairment testing of goodwill and other long-lived assets, uncertain tax positions, tax valuation allowances, the valuation of the Venture Agreement terminal obligation, stock-based compensation, retirement income plans and legal, environmental and insurance matters. Actual results could materially differ from estimates and assumptions made.

Cash, Cash Equivalents and Restricted Cash

Cash equivalents consist of highly liquid interest-bearing accounts, time deposits held by financial institutions and money market funds with an initial maturity at purchase of 90 days or less. The fair value of cash and cash equivalents approximates the carrying amount. The Company's cash position includes amounts held by foreign subsidiaries and, as a result, the repatriation of certain cash balances from some of the Company's foreign subsidiaries could result in additional withholding tax costs in certain foreign jurisdictions. However, these cash balances are generally available without legal restriction to fund local business operations. In addition, a portion of the Company's cash balance is held in U.S. dollars by foreign subsidiaries whose functional currency is their local currency. Such U.S. dollar balances are reported on the foreign subsidiaries' books in their functional currency, and the impact on such balances from foreign currency exchange rate differences is recorded in Other (income) expense.

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Inventories

The Company values its inventories using both the First-In, First-Out (FIFO) and the Last-In, First-Out (LIFO) methods. The FIFO inventory is stated at the lower of cost or net realizable value, which includes any costs to sell or dispose. In addition, appropriate consideration is given to obsolescence, excessive inventory levels, product deterioration and other factors in evaluating net realizable value. The LIFO inventory is stated at the lower of cost or market.

Property, Plant and Equipment and Finite-Lived Intangible Assets

Property, plant and equipment and finite-lived intangible assets are stated at cost. Depreciation and amortization expense are primarily calculated by the straight-line method using the estimated useful lives or lives determined by reference to the related lease contract in the case of leasehold improvements. The table below provides estimated useful lives of property, plant and equipment by asset classification.

Estimated Useful Lives		
Buildings and leasehold improvements		
5 - 40 years		
Land improvements		
10 - 30 years		
Machinery and equipment		
3 - 15 years		
Computer equipment		
3 - 5 years		
Capitalized software costs		
3 - 7 years		

Finite-lived intangible assets are amortized over their estimated useful lives, which range from 7 to 30 years.

Property, plant and equipment and finite-lived intangible assets are reviewed for impairment whenever events or changes in circumstances occur that indicate that the carrying amount of an asset (or asset group) may not be fully recoverable. The risk of impairment is initially assessed based on an estimate of the undiscounted cash flows at the lowest level for which identifiable cash flows exist. Impairment occurs when the carrying value of the asset (or asset group) exceeds the estimated future undiscounted cash flows generated by the asset (or asset group). When impairment is indicated, an impairment charge is recorded for the difference between the carrying value of the asset (or asset group) and its estimated fair market value. Depending on the asset, estimated fair market value may be determined either by use of a discounted cash flow model or by reference to estimated selling values of assets in similar condition.

The table below provides estimated useful lives of property, plant and equipment by asset classification.

Estimated	Useful Lives	
Buildings and leasehold improvements		
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Machinery and equipment		
3 - 15 years		
Computer equipment		
3 - 5 years		
Capitalized software costs		
3 - 7 years		

The components of property, plant and equipment, net, consisted of the following as of June 30:

2024	2023								

Land and improvements					
		\$	174		
		\$	168		
Buildings					
		816			
		810			
Machinery and equipment					
		2,398			
		2,355			
Capitalized software costs					
		413			
		400			

	Computer equipment	137	131	198	186	Total	4,136	4,050	(2,821)	Less: Accumulated depreciation and amortization	(2,705)	Property, plant and equipment, net	\$

1,315	\$		

P5YP40YP10YP30YP3YP15YP3YP5YP3YP7YP7YP30Y

Capitalization of Software Costs

The Company capitalizes certain qualifying costs incurred in the acquisition and development of software for internal use, including the costs of the software, materials, consultants, interest and payroll and payroll-related costs for employees during the application development stage. Internal and external costs incurred during the preliminary project stage and post implementation-operation stage, mainly training and maintenance costs, are expensed as incurred. Once the application is substantially complete and ready for its intended use, qualifying costs are amortized on a straight-line basis over the software's estimated useful life. Capitalized internal use software is included in Property, plant and equipment. Capitalized software as a service is included in Prepaid expenses and other current assets or Other assets and is amortized using the straight-line method over the term of the hosting arrangement which is typically no greater than 10 years.

P10Y

Impairment Review of Goodwill and Indefinite-Lived Intangible Assets

The Company tests its goodwill, trademarks with indefinite lives and other indefinite-lived intangible assets annually for impairment in the fiscal fourth quarter unless there are indications during a different interim period that these assets may have become impaired.

With respect to goodwill, the Company has the option to first assess qualitative factors, such as the maturity and stability of the reporting unit, the magnitude of the excess fair value over carrying value from a previous period's impairment testing, other reporting unit specific operating results, microeconomic and macroeconomic factors, as well as new events and circumstances impacting the operations at the reporting unit level. The Company operates through strategic business units (SBUs) that are organized into the Company's operating segments. Reporting units for goodwill impairment testing purposes were identified as the Company's individual operating segments. If the result of a qualitative test indicates that it is more likely than not that a reporting unit is impaired, a quantitative test is performed. In the quantitative test, the Company compares the estimated fair value of the reporting unit to its carrying value. If the estimated fair value of any reporting unit is less than its carrying value, an impairment charge is recorded for the difference between the carrying value and the fair value of the reporting unit.

To determine the fair value of a reporting unit as part of its quantitative test, the Company uses the discounted cash flow (DCF) method under the income approach, as it believes that this approach is the most reliable indicator of the fair value of its businesses and the fair value of its future earnings and cash flows. Under this approach, which requires significant judgments, the Company estimates the future cash flows of each reporting unit and discounts these cash flows at a rate of return that reflects their relative risk. The cash flows used in the DCF method are consistent with those the Company uses in its internal planning, which gives consideration to actual business trends experienced, and the broader business strategy for the long term. The other key estimates and factors used in the DCF method include, but are not limited to, net sales and expense growth rates,

commodity prices, foreign exchange rates, inflation and a terminal growth rate. Changes in such estimates or the application of alternative assumptions could produce different results.

For trademarks and other intangible assets with indefinite lives, the Company has the option to first assess qualitative factors, such as the maturity and stability of the trademark or other intangible asset, the magnitude of the excess fair value over carrying value from a previous period's impairment testing, other specific operating results, as well as new events and circumstances impacting the significant inputs used to determine the fair value of the intangible asset. If the result of a qualitative test indicates that it is more likely than not that the asset is impaired, a quantitative test is performed. When a quantitative test is performed, the estimated fair value of an asset is compared to its carrying value. If the carrying value of such asset exceeds its estimated fair value, an impairment charge is recorded for the difference between the carrying value and the estimated fair value. The Company uses the DCF method under the relief from royalty income approach to estimate the fair value of its trademarks and other intangible assets with indefinite lives. This approach requires significant judgments in determining the royalty rates and the assets' estimated cash flows, as well as the appropriate discount and foreign exchange rates applied to those cash flows to determine fair value. Changes in such estimates or the use of alternative assumptions could produce different results.

Leases

The Company determines whether an arrangement contains a lease at inception by determining if the contract conveys the right to control the use of identified property, plant or equipment for a period of time in exchange for consideration and other facts and circumstances. Right-of-use (ROU) assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets are calculated based on the lease liability adjusted for any lease payments paid to the lessor at or before the commencement date and initial direct costs incurred by the Company and excludes any lease incentives received from the lessor. The Company reviews ROU assets for impairment consistent with the approach applied for its other long-lived assets. Lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. The lease term may include an option to extend or terminate the lease when it is reasonably certain that the Company will exercise that option as of the commencement date of the lease, and is reviewed in subsequent periods if a triggering event occurs. As the Company's leases typically do not contain a readily determinable implicit rate, the Company determines the present value of the lease liability using its incremental borrowing rate at the lease commencement date based on the lease term and the currency of the lease on a collateralized basis. Variable lease payments are the portion of lease payments that are not fixed over the lease term. Variable lease payments are expensed as incurred, and include certain non-lease components, such as

maintenance and other services provided by the lessor, and other charges included in the lease, as applicable. The Company elected to combine lease and non-lease components as a single lease component and to exclude short-term leases, defined as leases with an initial term of 12 months or less, from its consolidated balance sheet.

Restructuring Liabilities

The Company incurs restructuring costs in connection with workforce reductions; consolidation or closure of a facility; sale or termination of a line of business; and other actions. Such costs include employee termination benefits (one-time arrangements and benefits attributable to prior service), termination of contractual obligations, noncash asset charges and other direct incremental costs.

The Company records employee termination liabilities once they are both probable and estimable for severance provided under the Company's existing severance policy. Employee termination liabilities outside of the Company's existing severance policy are recognized at the time relevant employees are notified, unless the employees will be retained to render service beyond a minimum retention period for transition purposes, in which case the liability is recognized ratably over the future service period. Other costs associated with a restructuring plan or exit or disposal activities, such as consulting and professional fees, facility exit costs, employee relocation, outplacement costs, accelerated depreciation or asset impairments associated with a restructuring plan, are recognized in the period in which the liability is incurred or the asset is impaired.

Stock-based Compensation

The Company grants various nonqualified stock-based compensation awards to eligible employees, including stock options, restricted stock awards and performance shares.

For stock options, the Company estimates the fair value of each award on the date of grant using the Black-Scholes valuation model, which requires management to make estimates regarding expected option life, stock price volatility and other assumptions. Groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. The Company estimates stock option forfeitures based on historical data for each employee grouping. The total number of stock options expected to vest is adjusted by actual and estimated forfeitures. Changes to the actual and estimated forfeitures will result in a cumulative adjustment in the period of change. Compensation expense is recorded by amortizing the grant date fair values on a straight-line basis over the requisite service period, adjusted for estimated forfeitures.

For restricted stock awards, the fair value of each grant issued is estimated on the date of grant based on the current market price of the stock. Forfeitures are estimated based on historical data. The total number of restricted stock awards expected to vest is adjusted by actual and estimated forfeitures. Changes to the actual and estimated forfeitures will result in a cumulative adjustment in the period of change. Compensation expense is recorded by amortizing the grant date fair values on a straight-line basis over the requisite service period, adjusted for estimated forfeitures.

The Company's performance shares provide for the issuance of common stock to certain managerial staff and executive management if the Company achieves specified performance targets. The number of shares issued is dependent upon the achievement of specified performance targets. The performance period is three years and the payout determination is made at the end of the three-year performance period. Performance shares receive dividends earned during the vesting period upon vesting. The fair value of each grant issued is estimated on the date of grant based on the current market price of the stock. The total amount of compensation expense recognized reflects estimated forfeiture rates and management's assessment of the probability that performance goals will be achieved. A cumulative adjustment is recognized to compensation expense in the current period to reflect any changes in the probability of achievement of performance goals.

Cash flows resulting from tax deductions in excess of the cumulative compensation cost recognized for stock-based payment arrangements (excess tax benefits) are classified as operating cash inflows.

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Employee Benefits

The Company accounts for its retirement income and retirement health care plans using actuarial methods

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These methods use an attribution approach that generally spreads "plan events" over the service lives or expected lifetime (for frozen plans) of plan participants. Examples of plan events are plan amendments and changes in actuarial assumptions such as the expected return on plan assets, discount rate, rate of compensation increase and certain employee-related factors, such as retirement age and mortality. The principle underlying the attribution approach is that employees render service over their employment period on a relatively "smooth" basis and, therefore, the statements of earnings effects of retirement income and retirement health care plans are recognized in the same pattern. One of the principal assumptions used in the net periodic benefit cost calculation is the expected return on plan assets. The expected return on plan assets may result in recognized expense or income that differs from the actual returns of those plan assets in any given year. Over time, however, the goal is for the expected long-term returns to approximate the actual returns and, therefore, the expectation is that the pattern of income and expense recognition should closely match the pattern of the services provided by the participants. The Company uses a market-related value method for calculating plan assets for purposes of determining the amortization of actuarial gains and losses. The differences between actual and expected returns are recognized in the net periodic benefit cost calculation over the average remaining service period or expected lifetime (for frozen plans) of the plan participants using the corridor approach. Under this approach, only actuarial gains (losses) that exceed 5% of the greater of the projected benefit obligation or the market-related value of assets are amortized to the Company's net periodic benefit cost. In developing its expected return on plan assets, the Company considers the long-term actual returns relative to the mix of investments that comprise its plan assets and also develops estimates of future investment returns by considering external sources.

The Company recognizes an actuarial-based obligation at the onset of disability for certain benefits provided to individuals after employment, but before retirement, that includes medical, dental, vision, life and other benefits.

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Environmental Costs

The Company is involved in certain environmental remediation and ongoing compliance activities. Accruals for environmental matters are recorded on a site-by-site basis when it is probable that a liability has been incurred and based upon a reasonable estimate of the liability. The Company's accruals reflect the anticipated participation of other potentially responsible parties in those instances where it is probable that such parties are legally responsible and financially capable of paying their respective shares of the relevant costs. These accruals are adjusted periodically as assessment and remediation efforts progress or as additional technical or legal information becomes available. Actual costs to be incurred at identified sites in future periods may vary from the estimates, given the inherent uncertainties in evaluating environmental conditions. The accrual for environmental matters is included in Accounts payable and accrued liabilities and Other liabilities in the Company's consolidated balance sheets on an undiscounted basis due to uncertainty regarding the timing of future payments.

Revenue Recognition

The Company's revenue is primarily generated from the sale of finished product to customers. Revenue is recognized at the point in time when performance obligations under the terms of customer contracts are satisfied, which is when ownership, risks and rewards transfer, and can be on the date of shipment or the date of receipt by the customer, depending upon the particular customer arrangement. Shipping and handling activities are accounted for as contract fulfillment costs and included within Cost of products sold. After the completion of the performance obligation, there is an unconditional right to consideration as outlined in the contract. A right is considered unconditional if nothing other than the passage of time is required before payment of that consideration is due. The Company typically collects its customer receivables within two months. All performance obligations under the terms of contracts with customers have an original duration of one year or less.

The Company has trade promotion programs, which primarily include shelf price reductions, in-store merchandising and consumer coupons. The costs of such activities, defined as variable consideration under Accounting Standards Codification 606, "Revenue from Contracts with Customers," are netted against sales and recorded when the related sales take place. Accruals for trade promotion programs are established based on the Company's best estimate of the amounts necessary to settle existing and future obligations for products sold as of the balance sheet date. Amounts accrued for trade promotions are based on various factors such as contractual terms and sales volumes, and also incorporate estimates that include customer participation rates, the rate at which customers will achieve program performance criteria, product availability and historical consumer redemption rates.

The Company provides an allowance for doubtful accounts based on its historical experience and ongoing assessment of its customers' credit risk and aging.

Cost of Products Sold

Cost of products sold represents the costs directly related to the manufacture and distribution of the Company's products and primarily

includes raw materials, packaging, contract manufacturing fees, shipping and handling, warehousing, package design, depreciation, amortization, direct and indirect labor and operating costs for the Company's manufacturing and distribution facilities, including salary, benefit costs and incentive compensation, and royalties and other charges related to the Company's Glad Venture Agreement (See Note 11).

Costs associated with developing and designing new packaging, including design, artwork, films and labeling, are expensed as incurred and included within Cost of products sold.

one year or less

Selling and Administrative Expenses

Selling and administrative expenses represent costs incurred by the Company in generating revenues and managing the business and include market research, commissions and certain administrative expenses. Administrative expenses include salary, benefits, incentive compensation, professional fees and services and other operating costs (such as software and licensing costs) associated with the Company's non-manufacturing, non-research and development operations.

Advertising and Research and Development Costs

The Company expenses advertising and research and development costs in the period incurred.

Income Taxes

The Company uses the asset and liability method to account for income taxes. Deferred tax assets and liabilities are recognized for the anticipated future tax consequences attributable to differences between financial statement amounts and their respective

tax basis.

Management reviews the Company's deferred tax assets to determine whether their value can be realized based upon available evidence. A valuation allowance is established when management believes that it is more likely than not that some portion of its deferred tax assets will not be realized. Changes in valuation allowances from period to period are included in the Company's income tax provision in the period of change. In addition to valuation allowances, the Company provides for uncertain tax positions when such tax positions do not meet certain recognition thresholds or measurement standards. Amounts for uncertain tax positions are adjusted in quarters when new information becomes available or when positions are effectively settled.

Per U.S. GAAP, foreign withholding taxes are provided on unremitted foreign earnings that are not indefinitely reinvested at the time the earnings are generated. The Company regularly reviews and assesses whether there are any changes to its indefinite reinvestment assertion and determined that none of the undistributed earnings of its foreign subsidiaries are indefinitely reinvested. As a result, the Company is providing foreign withholding taxes on the undistributed earnings of all foreign subsidiaries where applicable.

The Company accounts for the tax on global intangible low-taxed income (GILTI) as a period cost.

Foreign Currency Transactions and Translation

Local currencies are the functional currencies for substantially all of the Company's foreign operations. When the transactional currency is different than the functional currency, transaction gains and losses are included as a component of Other (income) expense, net. In addition, certain assets and liabilities denominated in currencies other than a foreign subsidiary's functional currency are reported on the subsidiary's books in its functional currency, with the impact from exchange rate differences recorded in Other (income) expense, net. Assets and liabilities of foreign operations are translated into U.S. dollars using the exchange rates in effect at the balance sheet date, while income and expenses are translated at the respective average monthly exchange rates during the year.

Gains and losses on foreign currency translations are reported as a component of Other comprehensive (loss) income. The income tax effect of currency translation adjustments is recorded as a component of deferred taxes with an offset to Other comprehensive (loss) income where appropriate.

Effective July 1, 2018, under the requirements of U.S. GAAP, Argentina was designated as a highly inflationary economy, since it has experienced cumulative inflation of approximately 100 percent or more over a three-year period. As a result, beginning July 1, 2018, the U.S. dollar replaced the Argentine peso as the functional currency of the Company's subsidiaries in Argentina (collectively, "Clorox Argentina"). Consequently, gains and losses from non-U.S. dollar denominated monetary assets and liabilities for Clorox Argentina prior to divestment were recognized in Other (income) expense, net in the consolidated statements of earnings.

Derivative Instruments

The Company's use of derivative instruments, principally exchange-traded futures and options contracts, and over-the-counter swaps and forward contracts, is limited to non-trading purposes and is designed to partially manage exposure to changes in commodity prices, foreign currencies and interest rates. The Company's contracts are hedges for transactions with notional amounts and periods consistent with the related exposures and do not constitute investments independent of these exposures.

The changes in the fair value (i.e., gains or losses) of a derivative instrument are recorded as either assets or liabilities in the consolidated balance sheets with an offset to Net earnings or Other comprehensive (loss) income depending on whether, for accounting purposes, it has been designated and qualifies as an accounting hedge and, if so, on the type of hedging relationship. The criteria used to determine if hedge accounting treatment is appropriate are: (a) formal designation and documentation of the hedging relationship, the risk management objective and hedging strategy at hedge inception; (b) eligibility of hedged items, transactions and corresponding hedging instrument; and (c) effectiveness of the hedging relationship both at inception of the hedge and on an ongoing basis in achieving the hedging objectives. For those derivative instruments designated and qualifying as hedging instruments, the Company must designate the hedging instrument either as a fair value hedge or as a cash flow hedge. The Company designates its commodity futures, options and swaps contracts for forecasted purchases of raw materials, foreign currency forward contracts for forecasted purchases of inventory and interest rate

contracts for forecasted interest payments as cash flow hedges. During the fiscal years ended June 30, 2024, 2023 and 2022, the Company had no hedging instruments designated as fair value hedges.

For derivative instruments designated and qualifying as cash flow hedges, gains or losses are reported as a component of Other comprehensive (loss) income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. From time to time, the Company may have contracts not designated as hedges for accounting purposes, for which it recognizes changes in the fair value in the consolidated statements of earnings in the current period. Cash flows from hedging activities are classified as operating activities in the consolidated statements of cash flows.

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Recently Issued Accounting Standards

Recently Issued Accounting Standards Not Yet Adopted

In December 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures." These amendments primarily require enhanced disclosures and disaggregation of income tax information by jurisdiction in the annual income tax reconciliation and quantitative and qualitative disclosures regarding income taxes paid. These amendments are to be applied prospectively, with the option to apply the standard retrospectively, for annual periods beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact that the adoption of this guidance will have on the Company's disclosures.

In November 2023, the FASB issued ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." These amendments primarily require enhanced disclosures about significant segment expenses regularly provided to the chief operating decision maker and included within each reported measure of segment profit or loss. The ASU also requires all annual disclosures currently required by Topic 280 to be included in interim periods. These amendments are to be applied retrospectively for all periods presented in the financial statements and are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the impact that the adoption of this guidance will have on the Company's disclosures.

Recently Adopted Accounting Standards

In September 2022, the FASB issued ASU No. 2022-04, "Liabilities - Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations." These amendments require disclosure of the key terms of outstanding supplier finance programs and a rollforward of the related obligations. These amendments are effective for fiscal years beginning after December 15, 2022, except for the amendment on rollforward information, which is effective for fiscal years beginning after December 15, 2023. The Company adopted the standard as of July 1, 2023. The adoption relates to disclosures only and does not have an impact on the consolidated financial statements, results of operations, or cash flows.

DIVESTITURE OF ARGENTINA BUSINESS

weight:400;line-height:120%">On March 20, 2024, the Company completed the sale of its Argentina business, which consisted of two production plants in Argentina as well as the rights to the Company's brands in Argentina, Uruguay and Paraguay, to Apex Capital and an investment group. The transaction is in support of the Company's IGNITE strategy and the commitment to evolve the Company's portfolio to increase focus on its core business to drive more consistent, profitable growth.</div><div style="margin-bottom:8pt;margin-top:8pt">The transaction was executed pursuant to a stock purchase agreement, which covered all the outstanding stock of the Clorox Argentina S.A. and Clorox Uruguay S.A. As a result of the transaction, the Company recorded a pre-tax loss of \$240 during the third quarter of fiscal year 2024, primarily due to the one-time noncash impact of the release of the cumulative translation adjustment losses of \$223 related to these entities that had previously been recorded in Accumulated other comprehensive net (loss) income. </div><div style="margin-bottom:8pt;margin-top:8pt">The major classes of assets and liabilities of the Argentina business divested as of March 20, 2024 were as follows:</div><div style="margin-bottom:8pt;margin-top:8pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:79.016%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.784%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"><div style="text-align:center">Divestiture</div></td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:top"><div>Working capital, net</div></td><td style="background-color:#b6b6b6;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">\$</td><td style="background-color:#b6b6b6;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">31</td><td style="background-color:#b6b6b6;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"><div>Property, plant and equipment, net</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">18</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>(1)</div></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">16</td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div><span

[illegible]

Net sales

	\$	<tr><th></th><th></th><th></th></tr> <tr><td>Working capital, net</td><td>\$</td><td></td></tr> <tr><td>Property, plant and equipment, net</td><td>\$</td><td></td></tr>				Working capital, net	\$		Property, plant and equipment, net	\$	
Working capital, net	\$										
Property, plant and equipment, net	\$										

18

Goodwill		
(1)		
		16
Other assets		
		3
Other liabilities		
		(3)
Net assets divested		
\$		
		65

(1)

The following table presents net sales of the Argentina business, which includes the financial results up to March 20, 2024, the date of sale, for fiscal years ended:

	<td style="width: 0.1%"></td> <td style="width: 0.1%"></td> <td style="width: 0.1%"></td>			

[illegible]

incurred incremental costs, net of insurance recoveries, of approximately \$29 in fiscal year 2024 as a result of the cyberattack. The Company recognized insurance recoveries of \$30 in the fourth quarter of fiscal year 2024. The following table summarizes the recognition of costs, net of insurance recoveries, as reflected in the consolidated statements of earnings and comprehensive income for the fiscal year ended June 30:

	Fiscal Year Ended June 30, 2024	Fiscal Year Ended June 30, 2023	Fiscal Year Ended June 30, 2022	Fiscal Year Ended June 30, 2021
Costs of products sold	\$17	\$12	\$12	\$12
Selling and administrative expenses				
Total	\$17	\$12	\$12	\$12

29

The costs incurred relate primarily to third-party consulting services, including IT recovery and forensic experts and other professional services incurred to investigate and remediate the attack, as well as incremental operating costs incurred from the resulting disruption to the Company's business operations. The Company does not expect to incur significant costs related to the cyberattack in future periods. The timing of recognizing further insurance recoveries may differ from the timing of recognizing the associated expenses.

The following table summarizes the recognition of costs, net of insurance recoveries, as reflected in the consolidated statements of earnings and comprehensive income for the fiscal year ended June 30:

	2024	2023	2022	2021	2020	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009	2008	2007	2006	2005	2004	2003	2002	2001	2000	1999	1998	1997	1996	1995	1994	1993	1992	1991	1990	1989	1988	1987	1986	1985	1984	1983	1982	1981	1980	1979	1978	1977	1976	1975	1974	1973	1972	1971	1970	1969	1968	1967	1966	1965	1964	1963	1962	1961	1960	1959	1958	1957	1956	1955	1954	1953	1952	1951	1950	1949	1948	1947	1946	1945	1944	1943	1942	1941	1940	1939	1938	1937	1936	1935	1934	1933	1932	1931	1930	1929	1928	1927	1926	1925	1924	1923	1922	1921	1920	1919	1918	1917	1916	1915	1914	1913	1912	1911	1910	1909	1908	1907	1906	1905	1904	1903	1902	1901	1900	1899	1898	1897	1896	1895	1894	1893	1892	1891	1890	1889	1888	1887	1886	1885	1884	1883	1882	1881	1880	1879	1878	1877	1876	1875	1874	1873	1872	1871	1870	1869	1868	1867	1866	1865	1864	1863	1862	1861	1860	1859	1858	1857	1856	1855	1854	1853	1852	1851	1850	1849	1848	1847	1846	1845	1844	1843	1842	1841	1840	1839	1838	1837	1836	1835	1834	1833	1832	1831	1830	1829	1828	1827	1826	1825	1824	1823	1822	1821	1820	1819	1818	1817	1816	1815	1814	1813	1812	1811	1810	1809	1808	1807	1806	1805	1804	1803	1802	1801	1800	1799	1798	1797	1796	1795	1794	1793	1792	1791	1790	1789	1788	1787	1786	1785	1784	1783	1782	1781	1780	1779	1778	1777	1776	1775	1774	1773	1772	1771	1770	1769	1768	1767	1766	1765	1764	1763	1762	1761	1760	1759	1758	1757	1756	1755	1754	1753	1752	1751	1750	1749	1748	1747	1746	1745	1744	1743	1742	1741	1740	1739	1738	1737	1736	1735	1734	1733	1732	1731	1730	1729	1728	1727	1726	1725	1724	1723	1722	1721	1720	1719	1718	1717	1716	1715	1714	1713	1712	1711	1710	1709	1708	1707	1706	1705	1704	1703	1702	1701	1700	1699	1698	1697	1696	1695	1694	1693	1692	1691	1690	1689	1688	1687	1686	1685	1684	1683	1682	1681	1680	1679	1678	1677	1676	1675	1674	1673	1672	1671	1670	1669	1668	1667	1666	1665	1664	1663	1662	1661	1660	1659	1658	1657	1656	1655	1654	1653	1652	1651	1650	1649	1648	1647	1646	1645	1644	1643	1642	1641	1640	1639	1638	1637	1636	1635	1634

Total

170000001200000029000000SUPPLY CHAIN FINANCING PROGRAM

The Company has arranged for a global financial institution to offer a voluntary supply chain finance (SCF) program for the benefit of the Company's suppliers. The Company's current payment terms do not exceed 120 days in keeping with industry standards. The SCF program enables suppliers to directly contract with the financial institution to receive payment from the financial institution prior to the payment terms between the Company and the supplier by selling the Company's payables to the financial institution. Participation in the program is at the sole discretion of the supplier and the Company has no economic interest in a supplier's decision to enter into the agreement and has no direct financial relationship with the financial institution, as it relates to the SCF program. Once a supplier elects to participate in the SCF program and reaches an agreement with the financial institution, the supplier elects which individual Company invoices to sell to the financial institution. The terms of the Company's payment obligations are not impacted by a supplier's participation in the program and as such, the SCF program has no direct impact on the Company's balance sheets, cash flows or liquidity. The Company has not pledged any assets as security or provided guarantees under the SCF program.

All outstanding amounts related to suppliers participating in the SCF program are recorded within Accounts payable and accrued liabilities in the consolidated balance sheets and the associated June 30, 2024 and 2023, the amount due to suppliers participating in the SCF program and included in

Accounts payable and accrued liabilities	was \$205 and \$220,

respectively.

RESTRUCTURING AND RELATED COSTS

Beginning in the first quarter of fiscal year 2023, the Company recognized costs related to a plan that involves streamlining its operating model to meet its objectives of driving growth and productivity. The streamlined operating model is expected to enhance the Company's ability to respond more quickly to changing consumer behaviors and innovate faster. The implementation of this new model was completed in fiscal year 2024.

The Company incurred \$32 and \$60 of costs in fiscal year 2024 and 2023, respectively. Costs incurred are expected to be settled primarily in cash.

The total restructuring and related implementation costs, net associated with the Company's streamlined operating model plan as reflected in the consolidated statements of earnings and comprehensive income for the fiscal years ended June 30 were:

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

2024		
2023		
Finished goods		
\$	556	
\$		
	595	
Raw materials and packaging		
	172	
		182
Work in process		
	9	
		8
LIFO allowances		
		(98)

(87)	Total inventories, net	639	698
Non-current inventories, net		(1)	2
Total current inventories, net		2	637
\$		\$	696

[illegible]

Work in process	9	
LIFO allowances	(98)	
Total inventories, net	639	
Non-current inventories, net	(1)	
2		
2		
Total current inventories, net		

#000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#b6b6b6;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">637 </td><td style="background-color:#b6b6b6;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td style="background-color:#b6b6b6;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#b6b6b6;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">696 </td><td style="background-color:#b6b6b6;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:6pt;padding-left:18pt;text-indent:-18pt">(1)Non-current inventories, net is recorded in Other assets.</div>5560000005950000001720000001820000009000000800000098000000870000000
PLANT AND EQUIPMENT, NET<div style="margin-bottom:8pt;margin-top:8pt">The components of property, plant and equipment, net, consisted of the following as of June 30:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:top;bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:73.240%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.363%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.364%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom">Land and improvements</td><td style="background-color:#b6b6b6;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#b6b6b6;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">174 </td><td style="background-color:#b6b6b6;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td style="background-color:#b6b6b6;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span

[illegible]

Construction in progress		
	198	
	186	
Total		
	4,136	
	4,050	
Less: Accumulated depreciation and amortization		
	(2,821)	
	(2,705)	
Property, plant and equipment, net		
	\$	
	1,315	
	\$	
	1,345	

Depreciation and amortization expense related to property, plant and equipment, net, was \$206, \$206 and \$193 in fiscal years 2024, 2023 and 2022, respectively, of which \$10, \$10 and \$8 were related to amortization of capitalized software, respectively.

Noncash capital expenditures were \$5, \$9 and \$6 for fiscal years, 2024, 2023 and 2022, respectively. There were no significant asset retirement obligations recorded and included in Buildings above for both fiscal years 2024 and 2023.

TRADEMARKS AND OTHER INTANGIBLE ASSETS

Fiscal Year	Goodwill	Health and Wellness	Household	Lifestyle	International
2024	\$17,400,000	\$16,800,000	\$16,000,000	\$10,000,000	\$23,980,000
2023	\$16,800,000	\$16,000,000	\$10,000,000	\$23,550,000	\$41,300,000
2022	\$16,000,000	\$10,000,000	\$23,550,000	\$41,300,000	\$17,400,000

The changes in the carrying amount of goodwill by reportable segment and Corporate and Other for the fiscal years ended June 30, 2024 and 2023 were as follows:

	Goodwill	Health and Wellness	Household	Lifestyle	International
Balance at beginning of period	\$17,400,000	\$16,800,000	\$16,000,000	\$10,000,000	\$23,980,000
Acquisitions	\$5,000,000	\$9,000,000	\$6,000,000	\$5,000,000	\$8,000,000
Dispositions	\$(10,000,000)	\$(10,000,000)	\$(10,000,000)	\$(10,000,000)	\$(10,000,000)
Impairment losses	\$(10,000,000)	\$(10,000,000)	\$(10,000,000)	\$(10,000,000)	\$(10,000,000)
Other changes	\$10,000,000	\$10,000,000	\$10,000,000	\$10,000,000	\$10,000,000
Balance at end of period	\$16,800,000	\$16,000,000	\$10,000,000	\$23,550,000	\$41,300,000

Corporate and Other

(1)
Total
Balance as of June 30, 2022
\$
323
\$
85
\$
244
\$
600
\$
306

[illegible]

[illegible]

[illegible]

[illegible]

	576				
\$	—				
(1)	Reflects goodwill related to the Better Health VMS reporting unit, which was previously included within the Health and Wellness reportable segment prior to the segment changes effective in the fourth quarter of fiscal year 2023.				
(2)	Reflects goodwill related to the divestiture of the Argentina business. See Note 2 for additional information.				
The changes in the carrying amount of trademarks and other intangible assets for the fiscal years ended June 30, 2024 and 2023 were as follows:					
	2024	2023	Change	% Change	
Trademarks	\$11.6	\$11.6	\$0.1	0.1%	
Other intangible assets	\$11.6	\$11.6	\$0.1	0.1%	
Total	\$23.3	\$23.3	\$0.2	0.5%	

As of June 30, 2024		
As of June 30, 2023		
Gross carrying amount		
Accumulated amortization / Impairments		
Net carrying amount		
Gross carrying amount		
Accumulated amortization / Impairments		
Net carrying amount		
Trademarks with indefinite lives		
(1)		
\$		
493		
\$		
\$ —		

[illegible]

89	40	49
Other intangible assets with finite lives		
578		
435		
143		
410		
169		
Total		
\$		

1,154	\$			473	\$			681	\$	1,162	\$			450	\$			712

(1) As of June 30, 2023 reflects changes to the useful lives of certain Better Health VMS and International indefinite-lived trademarks to finite-lived effective April 1, 2023.

Amortization expense relating to the Company's intangible assets was \$29, \$30 and \$31 for the years ended June 30, 2024, 2023 and 2022, respectively. Estimated amortization expense for these intangible assets is \$28, \$28, \$29, \$28 and \$11 for fiscal years 2025, 2026, 2027, 2028 and 2029, respectively.

Fiscal Year 2023 Impairments

During the third quarter of fiscal year 2023, management made a decision to narrow the focus on core brands and streamline investment levels in the Better Health VMS business. As a result, revisions were made to the internal financial projections and operational plans of the Better Health VMS business reflecting the Company's current estimates regarding the future financial performance of these operations and macroeconomic factors. The revised estimated future cash flows reflected lower sales growth expectations and lower investment levels. These revisions were considered a triggering event requiring interim impairment assessments to be performed as part of the preparation of the quarterly financial statements on the global indefinite-lived trademarks, other long-term assets and the Better Health VMS reporting unit.

Based on the outcome of these assessments, the following pre-tax, noncash impairment charges were recorded during fiscal year 2023:

	Goodwill	Other Intangible Assets	Other Long-Term Assets	Total
Better Health VMS reporting unit	\$29	\$30	\$31	\$90
International reporting unit	\$28	\$28	\$29	\$85
Total	\$57	\$58	\$60	\$175

Goodwill

[illegible]

12	\$
445	\$

In connection with recognizing these impairment charges, the Company recognized tax benefits related to the impairments of
\$83
due to the partial tax deductibility of these charges.

To determine the estimated fair values of the global indefinite-lived trademarks related to the Better Health VMS business, the Company used the DCF method under the relief from royalty income approach. This approach requires significant judgments in determining the royalty rates and the assets' estimated cash flows as well as the appropriate discount rates applied to those cash flows to determine fair value. A
s a result of the interim impairment test, the Company concluded that the carrying value of the global indefinite-lived trademarks exceeded their estimated fair value, and recorded
impairment charges
of \$139. In addition, the useful lives of the impaired trademarks, with a remaining net carrying value of \$28 as of March 31, 2023, were changed from indefinite to finite beginning on April 1, 2023, which reflects the remaining expected useful lives of the trademarks based on the most recent financial and operational plans. The weighted-average estimated useful life of these trademarks is 20 years.

After adjusting the carrying values of the global indefinite-lived trademarks and concluding that the carrying amounts of the other long-lived assets were recoverable, the Co
mpany completed a quantitative impairment test for goodwill and recorded a goodwill impairment charge of \$306 in the Better Health VMS reporting unit. To determine the fair value of the Better Health VMS reporting unit, the Company used a DCF method under the income approach. In accordance with this approach, the Company estimated the future cash flows of the Better Health VMS reporting unit and discounted these cash flows at a rate of return that reflects its relative risk. The other key estimates and factors used in the DCF method include, but are not limited to, net sales and expense growth rates and a terminal growth rate. The decrease in projected cash flows due to the revisions
adversely impacted key assumptions

used in determining the fair value of the

Better Health

VMS reporting unit and assets contained therein, primarily projected net sales. There is no remaining goodwill associated with the impaired reporting unit.

No other significant impairments were identified as a result of the Company's impairment reviews during fiscal years 2024, 2023 and 2022.

The changes in the carrying amount of goodwill by reportable segment and Corporate and Other for the fiscal years ended June 30, 2024 and 2023 were as follows:

	2024	2023	2022	2021	2020	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009	2008	2007	2006	2005	2004	2003	2002	2001	2000	1999	1998	1997	1996	1995	1994	1993	1992	1991	1990	1989	1988	1987	1986	1985	1984	1983	1982	1981	1980	1979	1978	1977	1976	1975	1974	1973	1972	1971	1970	1969	1968	1967	1966	1965	1964	1963	1962	1961	1960	1959	1958	1957	1956	1955	1954	1953	1952	1951	1950	1949	1948	1947	1946	1945	1944	1943	1942	1941	1940	1939	1938	1937	1936	1935	1934	1933	1932	1931	1930	1929	1928	1927	1926	1925	1924	1923	1922	1921	1920	1919	1918	1917	1916	1915	1914	1913	1912	1911	1910	1909	1908	1907	1906	1905	1904	1903	1902	1901	1900	1899	1898	1897	1896	1895	1894	1893	1892	1891	1890	1889	1888	1887	1886	1885	1884	1883	1882	1881	1880	1879	1878	1877	1876	1875	1874	1873	1872	1871	1870	1869	1868	1867	1866	1865	1864	1863	1862	1861	1860	1859	1858	1857	1856	1855	1854	1853	1852	1851	1850	1849	1848	1847	1846	1845	1844	1843	1842	1841	1840	1839	1838	1837	1836	1835	1834	1833	1832	1831	1830	1829	1828	1827	1826	1825	1824	1823	1822	1821	1820	1819	1818	1817	1816	1815	1814	1813	1812	1811	1810	1809	1808	1807	1806	1805	1804	1803	1802	1801	1800	1799	1798	1797	1796	1795	1794	1793	1792	1791	1790	1789	1788	1787	1786	1785	1784	1783	1782	1781	1780	1779	1778	1777	1776	1775	1774	1773	1772	1771	1770	1769	1768	1767	1766	1765	1764	1763	1762	1761	1760	1759	1758	1757	1756	1755	1754	1753	1752	1751	1750	1749	1748	1747	1746	1745	1744	1743	1742	1741	1740	1739	1738	1737	1736	1735	1734	1733	1732	1731	1730	1729	1728	1727	1726	1725	1724	1723	1722	1721	1720	1719	1718	1717	1716	1715	1714	1713	1712	1711	1710	1709	1708	1707	1706	1705	1704	1703	1702	1701	1700	1699	1698	1697	1696	1695	1694	1693	1692	1691	1690	1689	1688	1687	1686	1685	1684	1683	1682	1681	1680	1679	1678	1677	1676	1675	1674	1673	1672	1671	1670	1669	1668	1667	1666	1665	1664	1663	1662	1661	1660	1659	1658	1657	1656	1655	1654	1653	1652	1651	1650	1649	1648	1647	1646	1645	1644	1643	1642	1641	1640	1639	1638	1637	1636	1635	1634	1633	1632	1631	1630	1629	1628	1627	1626	1625	1624	1623	1622	1621	1620	1619	1618	1617	1616	1615	1614	1613	1612	1611	1610	1609	1608	1607	1606	1605	1604	1603	1602	1601	1600	1599	1598	1597	1596	1595	1594	1593	1592	1591	1590	1589	1588	1587	1586	1585	1584	1583	1582	1581	1580	1579	1578	1577	1576	1575	1574	1573	1572	1571	1570	1569	1568	1567	1566	1565	1564	1563	1562	1561	1560	1559	1558	1557	1556	1555	1554	1553	1552	1551	1550	1549	1548	1547	1546	1545	1544	1543	1542	1541	1540	1539	1538	1537	1536	1535	1534	1533	1532	1531	1530	1529	1528	1527	1526	1525	1524	1523	1522	1521	1520	1519	1518	1517	1516	1515	1514	1513	1512	1511	1510	1509	1508	1507	1506	1505	1504	1503	1502	1501	1500	1499	1498	1497	1496	1495	1494	1493	1492	1491	1490	1489	1488	1487	1486	1485	1484	1483	1482	1481	1480	1479	1478	1477	1476	1475	1474	1473	1472	1471	1470	1469	1468	1467	1466	1465	1464	1463	1462	1461	1460	1459	1458	1457	1456	1455	1454	1453	1452	1451	1450	1449	1448	1447	1446	1445	1444	1443	1442	1441	1440	1439	1438	1437	1436	1435	1434	1433	1432	1431	1430	1429	1428	1427	1426	1425	1424	1423	1422	1421	1420	1419	1418	1417	1416	1415	1414	1413	1412	1411	1410	1409	1408	1407	1406	1405	1404	1403	1402	1401	1400	1399	1398	1397	1396	1395	1394	1393	1392	1391	1390	1389	1388	1387	1386	1385	1384	1383	1382	1381	1380	1379	1378	1377	1376	1375	1374	1373	1372	1371	1370	1369	1368	1367	1366	1365	1364	1363	1362	1361	1360	1359	1358	1357	1356	1355	1354	1353	1352	1351	1350	1349	1348	1347	1346	1345	1344	1343	1342	1341	1340	1339	1338	1337	1336	1335	1334	1333	1332	1331	1330	1329	1328	1327	1326	1325	1324	1323	1322	1321	1320	1319	1318	1317	1316	1315	1314	1313	1312	1311	1310	1309	1308	1307	1306	1305	1304	1303	1302	1301	1300	1299	1298	1297	1296	1295	1294	1293	1292	1291	1290	1289	1288	1287	1286	1285	1284	1283	1282	1281	1280	1279	1278	1277	1276	1275	1274	1273	1272	1271	1270	1269	1268	1267	1266	1265	1264	1263	1262	1261	1260	1259	1258	1257	1256	1255	1254	1253	1252	1251	1250	1249	1248	1247	1246	1245	1244	1243	1242	1241	1240	1239	1238	1237	1236	1235	1234	1233	1232	1231	1230	1229	1228	1227	1226	1225	1224	1223	1222	1221	1220	1219	1218	1217	1216	1215	1214	1213	1212	1211	1210	1209	1208	1207	1206	1205	1204	1203	1202	1201	1200	1199	1198	1197	1196	1195	1194	1193	1192	1191	1190	1189	1188	1187	1186	1185	1184	1183	1182	1181	1180	1179	1178	1177	1176	1175	1174	1173	1172	1171	1170	1169	1168	1167	1166	1165	1164	1163	1162	1161	1160	1159	1158	1157	1156	1155	1154	1153	1152	1151	1150	1149	1148	1147	1146	1145	1144	1143	1142	1141	1140	1139	1138	1137	1136	1135	1134	1133	1132	1131	1130	1129	1128	1127	1126	1125	1124	1123	1122	1121	1120	1119	1118	1117	1116	1115	1114	1113	1112	1111	1110	1109	1108	1107	1106	1105	1104	1103	1102	1101	1100	1099	1098	1097	1096	1095	1094	1093	1092	1091	1090	1089	1088	1087	1086	1085	1084	1083	1082	1081	1080	1079	1078	1077	1076	1075	1074	1073	1072	1071	1070	1069	1068	1067	1066	1065	1064	1063	1062	1061	1060	1059	1058	1057	1056	1055	1054	1053	1052	1051	1050	1049	1048	1047	1046	1045	1044	1043	1042	1041	1040	1039	1038	1037	1036	1035	1034	1033	1032	1031	1030	1029	1028	1027	1026	1025	1024	1023	1022	1021	1020	1019	1018	1017	1016	1015	1014	1013	1012	1011	1010	1009	1008	1007	1006	1005	1004	1003	1002	1001	1000	999	998	997	996	995	994	993	992	991	990	989	988	987	986	985	984	983	982	981	980	979	978	977	976	975	974	973	972	971	970	969	968	967	966	965	964	963	962	961	960	959	958	957	956	955	954	953	952	951	950	949	948	947	946	945	944	943	942	941	940	939	938	937	936	935	934	933	932	931	930	929	928	927	926	925	924	923	922	921	920	919	918	917	916	915	914	913	912	911	910	909	908	907	906	905	904	903	902	901	900	899	898	897	896	895	894	893	892	891	890	889	888	887	886	885	884	883	882	881	880	879	878	877	876	875	874	873	872	871	870	869	868	867	866	865	864	863	862	861	860	859	858	857	856	855	854	853	852	851	850	849	848	847	846	845	844	843	842	841	840	839	838	837	836	835	834	833	832	831	830	829	828	827	826	825	824	823	822	821	820	819	818	817	816	815	814	813	812	811	810	809	808	807	806	805	804	803	802	801	800	799	798	797	796	795	794	793	792	791	790	789	788	787	786	785	784	783	782	781	780	779	778	777	776	775	774	773	772	771	770	769	768	767	766	765	764	763	762	761	760	759	758	757	756	755	754	753	752	751	750	749	748	747	746	745	744	743	742	741	740	739	738	737	736	735	734	733	732	731	730	729	728	727	726	725	724	723	722	721	720	719	718	717	716	715	714	713	712	711	710	709	708	707	706	705	704	703	702	701	700	699	698	697	696	695	694	693	692	691	690	689	688	687	686	685	684	683	682	681	680	679	678	677	676	675	674	673	672	671	670	669	668	667	666	665	664	663	662	661	660	659	658	657	656	655	654	653	652	651	650	649	648	647	646	645	644	643	642	641	640	639	638	637	636	635	634	633	632	631	630	629	628	627	6

(1)		
Total		
Balance as of June 30, 2022		
\$		
323		
\$		
85		
\$		
244		
\$		
600		
\$		
306		

[illegible]

[illegible]

[illegible]

[illegible]

1,228

Reflects goodwill related to the Better Health VMS reporting unit, which was previously included within the Health and Wellness reportable segment prior to the segment changes effective in the fourth quarter of fiscal year 2023.

(2) Reflects goodwill related to the divestiture of the Argentina business. See Note 2 for additional information.

The changes in the carrying amount of trademarks and other intangible assets for the fiscal years ended June 30, 2024 and 2023 were as follows:

	2024	2023	2022	2021	2020	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009	2008	2007	2006	2005	2004	2003	2002	2001	2000	1999	1998	1997	1996	1995	1994	1993	1992	1991	1990	1989	1988	1987	1986	1985	1984	1983	1982	1981	1980	1979	1978	1977	1976	1975	1974	1973	1972	1971	1970	1969	1968	1967	1966	1965	1964	1963	1962	1961	1960	1959	1958	1957	1956	1955	1954	1953	1952	1951	1950	1949	1948	1947	1946	1945	1944	1943	1942	1941	1940	1939	1938	1937	1936	1935	1934	1933	1932	1931	1930	1929	1928	1927	1926	1925	1924	1923	1922	1921	1920	1919	1918	1917	1916	1915	1914	1913	1912	1911	1910	1909	1908	1907	1906	1905	1904	1903	1902	1901	1900	1899	1898	1897	1896	1895	1894	1893	1892	1891	1890	1889	1888	1887	1886	1885	1884	1883	1882	1881	1880	1879	1878	1877	1876	1875	1874	1873	1872	1871	1870	1869	1868	1867	1866	1865	1864	1863	1862	1861	1860	1859	1858	1857	1856	1855	1854	1853	1852	1851	1850	1849	1848	1847	1846	1845	1844	1843	1842	1841	1840	1839	1838	1837	1836	1835	1834	1833	1832	1831	1830	1829	1828	1827	1826	1825	1824	1823	1822	1821	1820	1819	1818	1817	1816	1815	1814	1813	1812	1811	1810	1809	1808	1807	1806	1805	1804	1803	1802	1801	1800	1799	1798	1797	1796	1795	1794	1793	1792	1791	1790	1789	1788	1787	1786	1785	1784	1783	1782	1781	1780	1779	1778	1777	1776	1775	1774	1773	1772	1771	1770	1769	1768	1767	1766	1765	1764	1763	1762	1761	1760	1759	1758	1757	1756	1755	1754	1753	1752	1751	1750	1749	1748	1747	1746	1745	1744	1743	1742	1741	1740	1739	1738	1737	1736	1735	1734	1733	1732	1731	1730	1729	1728	1727	1726	1725	1724	1723	1722	1721	1720	1719	1718	1717	1716	1715	1714	1713	1712	1711	1710	1709	1708	1707	1706	1705	1704	1703	1702	1701	1700	1699	1698	1697	1696	1695	1694	1693	1692	1691	1690	1689	1688	1687	1686	1685	1684	1683	1682	1681	1680	1679	1678	1677	1676	1675	1674	1673	1672	1671	1670	1669	1668	1667	1666	1665	1664	1663	1662	1661	1660	1659	1658	1657	1656	1655	1654	1653	1652	1651	1650	1649	1648	1647	1646	1645	1644	1643	1642	1641	1640	1639	1638	1637	1636	1635	1634	163

As of June 30, 2023														
Gross carrying amount														
Accumulated amortization / Impairments														
Net carrying amount														
Gross carrying amount														
Accumulated amortization / Impairments														
Net carrying amount														
(1) Trademarks with indefinite lives														
\$														
493														
\$														
—														
\$														

493

494

494

Trademarks with finite lives

(1)

83

38

45

89

		40
		49
Other intangible assets with finite lives		
		578
		435
		143
		579
		410
		169
Total		
\$		
		1,154

[illegible]

lived trademarks to finite-lived effective April 1, 2023.

Based on the outcome of these assessments, the following pre-tax, noncash impairment charges were recorded during fiscal year 2023:

Better Health VMS reporting unit	Impairment Charges	\$	306
International reporting unit	Goodwill	\$	—
Total		\$	306

[illegible]

[illegible]

25	23	Other	165	196	Total	\$	1,486		\$	1,659
Accounts payable and accrued liabilities consisted of the following as of June 30:										
			2024							
			2023							

Accounts payable	\$	950			
Compensation and employee benefit costs		1,021			
Trade and sales promotion costs		156			
Dividends		23			

Other	
165	196
Total	
\$	1,486
\$	1,659

950000000102100000019000000026200000015600000015700000025000000230

Short-term borrowings

Notes and loans payable are borrowings that mature in less than one year, primarily consisting of U.S. commercial paper issued by the Company and borrowings under the Company's revolving credit agreements. Notes and loans payable were \$4 and \$50 as of June 30, 2024 and 2023, respectively.

The weighted average interest rates incurred on average outstanding notes and loans payable during the fiscal years ended June 30, 2024, 2023 and 2022, including fees associated with the Company's revolving credit agreements, were 4.77%, 3.48% and 0.54% respectively.

Long-term borrowings

Long-term debt, carried at face value net of unamortized discounts, premiums and debt issuance costs, included the following as of June 30:

[illegible]

495 </td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">495 </td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:18pt">1.80%, \$500 due May 2030</div></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">495 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">494 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding-left:18pt">4.60%, \$600 due May 2032</div></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">594 </td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">593 </td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,481 </td><td style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,477 </td><td style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding-left:18pt">Less: Current maturities of long-term debt</td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-	

family: 'Times New Roman', sans-serif; font-size: 10pt; font-weight: 400; line-height: 100%		
Long-term debt		
\$	2,481	
\$	2,477	

In May 2022, the Company issued \$1,100 in senior notes, which included \$500 of senior notes with an annual fixed interest rate of 4.40%, payable semi-annually in May and November, final maturity in May 2029 that carry an effective rate of 3.89% (May 2029 senior notes), which includes the impact from the settlement of interest rate contracts in May 2022, and \$600 of senior notes with an annual fixed rate of 4.60%, payable semi-annually in May and November, final maturity in May 2032 that carry an effective rate of 3.25% (May 2032 senior notes), which includes the impact from the settlement of interest rate contracts in May 2022. The notes rank equally with all of the Company's existing senior indebtedness. Proceeds from the senior notes were used to redeem prior to maturity \$600 of senior notes with an annual fixed interest rate of 3.05% due in September 2022 and \$500 of senior notes with an annual fixed interest rate of 3.50% due in December 2024, which were redeemed in June 2022 prior to their maturities, and for general corporate purposes. In connection with the redemption prior to maturity of the \$500 of senior notes due in December 2024, the Company recorded a loss on the early extinguishment of debt of \$13, which is included in Interest expense in the Consolidated Statements of Earnings, representing the difference paid in cash between the redemption price and the carrying amount of the debt extinguished of \$5 and the accelerated amortization of losses on settlement of interest rate contracts and issuance costs associated with the debt extinguished of \$8.

In November 2021, \$300 of the Company's senior notes with annual fixed interest rate of 3.80% became due and were repaid using commercial paper borrowings.

The weighted average interest rates incurred on average outstanding long-term debt during the fiscal years ended June 30, 2024, 2023 and 2022, were 3.25%, 3.25% and 3.25%, respectively. The weighted average effective interest rates on long-term debt balances as of both June 30, 2024 and 2023 were 3.25% and 3.25%, respectively.

Long-term debt maturities as of June 30, 2024, were \$0 in fiscal years 2025 through 2027, \$900 in fiscal year 2028, \$500 in

fiscal year 2029 and \$1,100 thereafter.

Credit arrangements

As of June 30, 2023, the Company maintained a \$1,200 revolving credit agreement (the Credit Agreement) that matures in March 2027. There were no borrowings under the Credit Agreement as of June 30, 2024 and June 30, 2023, respectively, and the Company believes that borrowings under the Credit Agreement will continue to be available for general corporate purposes. The Credit Agreement includes certain restrictive covenants and limitations consistent with the previous agreement, with which the Company was in compliance as of June 30, 2024 and June 30, 2023.

The Company's borrowing capacity under the revolving credit agreements and other financing arrangements as of June 30 was as follows:

	2024	2023
Revolving credit facility	\$	1,200
	\$	1,200
Foreign and other credit lines	34	

[illegible]

[illegible]

494

4.60%, \$600 due May 2032			594		593	
Total			2,481		2,477	
Less: Current maturities of long-term debt			—		—	
Long-term debt			\$		2,481	
\$			\$		\$	

[illegible]

Total

\$	1,234				\$	1,235

120000000012000000003400000035000000123400000012350000003400000090

LIABILITIES

Other liabilities consisted of the following as of June 30:

	2024	2023
Venture Agreement terminal obligation, net	510	

495			
Employee benefit obligations	263	259	
Taxes	25		
Environmental liabilities	24		
Other	26		
Total	\$		

848

Venture Agreement

The Company has an agreement with The Procter & Gamble Company (P&G) for the Company's Glad bags and wraps business. In connection with this agreement, P&G provides research and development (R&D) support to the Glad business. As of June 30, 2024 and 2023, P&G had a 20% interest in the venture. The Company pays a royalty to P&G for its interest in the profits, losses and cash flows, as contractually defined, of the Glad business, which is included in Cost of products sold. In December 2017, the Company and P&G extended the term of the agreement and the related R&D support provided by P&G. The term will expire in January 2026, unless the parties agree, on or prior to January 31, 2025, to further extend the term of the agreement for another seven years or agree to take some other relevant action. The agreement can be terminated under certain circumstances, including at P&G's option upon a change in control of the Company or, at either party's option, upon the sale of the Glad business by the Company.

Upon termination of the agreement, the Company is required to purchase P&G's 20% interest for cash at fair value as established by predetermined valuation procedures. As of June 30, 2024, the estimated fair value of P&G's interest in the venture was \$531, of which \$510 has been recognized and is reflected in Other liabilities as noted in the table above. The estimated fair value of P&G's interest in the venture was \$527 as of June 30, 2023. The difference between the estimated fair value and the amount recognized, and any future changes in the fair value of P&G's interest, is charged to Cost of products sold in accordance with the effective interest method over the remaining life of the agreement. Following termination, the Glad business will retain the exclusive core intellectual property licenses contributed by P&G on a royalty-free basis for the licensed products marketed.

Other liabilities consisted of the following as of June 30:

2024

2023		
Venture Agreement terminal obligation, net	\$	510
	\$	495
Employee benefit obligations	263	259
Taxes	25	
Environmental liabilities	24	24

Other		26	28	28
Total			\$	848
			\$	825

510000000495000000263000000259000000250000001900000024000000240000

INSTRUMENTS AND FAIR VALUE MEASUREMENTS

Financial Risk Management and Derivative Instruments

The Company is exposed to certain commodity, foreign currency and interest rate risks related to its ongoing business operations and uses derivative instruments to mitigate its exposure to these risks.

Commodity Price Risk Management

The Company may use commodity futures, options and swap contracts to limit the impact of price volatility on a portion of its forecasted raw material requirements. These commodity derivatives may be exchange traded or over-the-counter contracts and generally have original contractual maturities of less than 2 years. Commodity purchase and option contracts are measured at fair value using market quotations obtained from the Chicago Board of Trade commodity futures exchange and commodity derivative dealers.

As of June 30, 2024, the notional amount of commodity derivatives was \$38, of which \$27 related to soybean oil futures used for the food business and \$11 related to jet fuel swaps used

for the grilling business. As of June 30, 2023, the notional amount of commodity derivatives was \$41, of which \$29 related to soybean oil futures and \$12 related to jet fuel swaps.

Foreign Currency Risk Management

The Company may also enter into certain over-the-counter derivative contracts to manage a portion of the Company's forecasted foreign currency exposure associated with the purchase of inventory. These foreign currency contracts generally have original contractual maturities of less than 2 years. The foreign exchange contracts are measured at fair value using information quoted by foreign exchange dealers.

The notional amounts of outstanding foreign currency forward contracts used by the Company's subsidiaries to hedge forecasted purchases of inventory were \$29 and \$51 as of June 30, 2024 and 2023, respectively.

Interest Rate Risk Management

The Company may enter into over-the-counter interest rate contracts to fix a portion of the benchmark interest rate prior to the anticipated issuance of fixed rate debt. These interest rate contracts generally have original contractual maturities of less than 3 years. The interest rate contracts are measured at fair value using information quoted by bond dealers.

The Company held no interest rate contracts as of both June 30, 2024 and 2023.

During fiscal year 2022, the Company entered into an additional \$650 of interest rate contracts. All contracts represented interest rate swap lock agreements to manage the exposure to interest rate volatility associated with future interest payments on forecasted debt issuance, and were terminated in May 2022 upon issuance of \$1,100 in senior notes (See Note 10). These contracts resulted in a \$114 gain recorded in Other comprehensive (loss) income, comprised of \$25 attributable to the May 2029 senior notes and \$89 attributable to the May 2032 senior notes, which is being amortized into Interest expense in the consolidated statements of earnings over the 7-year and 10-year term of the notes.

Commodity, Foreign Exchange and Interest Rate Derivatives

The Company designates its commodity forward, futures and options contracts for forecasted purchases of raw materials, foreign currency forward contracts for forecasted purchases of inventory, and interest rate contracts for forecasted interest payments as cash flow hedges.

The effects of derivative instruments designated as hedging instruments on Other comprehensive (loss) income and Net earnings were as follows during the fiscal years ended June 30:

[illegible]

	—	
	1	
	Interest rate derivative contracts	
	—	
	89	
Total		
\$		
(8)		
\$		
(6)		
\$		
(107)		

[illegible]

\$		
23		
Foreign exchange derivative contracts		
Cost of products sold		
—		
1		
Interest rate derivative contracts		
Interest expense		
13		
13		
(9)		
Total		
\$		
7		

\$	19	
\$	14	

The estimated amount of the existing net gain (loss) in Accumulated other comprehensive net (loss) income as of June 30, 2024 that is expected to be reclassified into Net earnings within the next twelve months is \$8.

Counterparty Risk Management and Derivative Contract Requirements

The Company utilizes a variety of financial institutions as counterparties for over-the-counter derivative instruments. The Company enters into agreements governing the use of over-the-counter derivative instruments and sets internal limits on the aggregate over-the-counter derivative instrument positions held with each counterparty. Certain terms of these agreements require the Company or the counterparty to post collateral when the fair value of the derivative instruments exceeds contractually defined counterparty liability position limits. Of the over-the-counter derivative instruments in liability positions, \$0 and \$1 contained such terms as of June 30, 2024 and 2023, respectively. As of both June 30, 2024 and 2023, neither the Company nor any counterparty was required to post any collateral as no counterparty liability position limits were exceeded.

Certain terms of the agreements governing the Company's over-the-counter derivative instruments require the Company's credit ratings, as assigned by Standard & Poor's and Moody's to the Company and its counterparties, to remain at a level equal to or better than the minimum of an investment grade credit rating. If the Company's credit ratings were to fall below investment grade, the counterparties to the derivative instruments could request full collateralization on derivative instruments in net liability positions. As of both June 30, 2024 and 2023, the Company and each of its counterparties had been assigned investment grade ratings by both Standard & Poor's and Moody's.

Certain of the Company's exchange-traded futures and options contracts used for commodity price risk management include requirements for the Company to post collateral in the form of a cash margin account held by the Company's broker for trades conducted on that exchange. As of June 30, 2024 and 2023, the Company maintained required cash margin balances

related to exchange-traded futures and options contracts of \$3 and \$0, respectively, which are classified as Prepaid expenses and other current assets on the consolidated balance sheets.

Trust Assets

The Company holds interests in mutual funds and cash equivalents as part of trust assets related to its nonqualified deferred compensation plans. The participants in the nonqualified deferred compensation plans, who are the Company's current and former employees, may select among certain mutual funds in which their compensation deferrals are invested in accordance with the terms of the plans and within the confines of the trusts, which hold the marketable securities. The trusts represent variable interest entities for which the Company is considered the primary beneficiary, and, therefore, trust assets are consolidated and included in Other assets in the consolidated balance sheets. The gains and losses on the trust assets are recorded in Other (income) expense, net in the consolidated statements of earnings. The interests in mutual funds are measured at fair value using quoted market prices. The Company has designated these marketable securities as trading investments.

As of June 30, 2024, the balance of the trust assets related to the Company's nonqualified deferred compensation plans increased by \$25 as compared to June 30, 2023.

Fair Value of Financial Instruments

Financial assets and liabilities measured at fair value on a recurring basis in the consolidated balance sheets are required to be classified and disclosed in one of the following three categories of the fair value hierarchy:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs reflecting the reporting entity's own assumptions.

As of June 30, 2024 and 2023, the Company's financial assets and liabilities that were measured at fair value on a recurring basis during the period included derivative financial instruments, which were classified as either Level 1 or Level 2, and trust assets to fund the Company's nonqualified deferred compensation plans, which were classified as Level 1.

All of the Company's derivative instruments qualify for hedge accounting. The following table provides information about the balance sheet classification and the fair values of the Company's derivative instruments:

[illegible]

[illegible]

[illegible]

[illegible]

purchase futures contracts		
Accounts payable and accrued liabilities		
1		
\$		
2		
\$		
2		
\$		
—		
—		
Commodity purchase swaps contracts		
Accounts payable and accrued liabilities		
2		
—		
—		

[illegible]

[illegible]

Estimated			Fair			Value		
Assets								
Interest-bearing investments, including money market funds								
Cash and cash equivalents								
(1)								
1								
\$								
95								
95								
243								

[illegible]

[illegible]

[illegible]

	(3)	Long-term debt	2,481	2,341	2,477	2,327	\$	2,485	2,345

2,527		
2,377		

(1) Cash and cash equivalents are composed of time deposits and other interest-bearing investments, including money market funds with original maturity dates of 90 days or less. Cash and cash equivalents are recorded at cost, which approximates fair value.

(2) Notes and loans payable are composed of outstanding U.S. commercial paper balances and/or amounts drawn on the Company's credit agreements, all of which are recorded at cost, which approximates fair value.

(3) Long-term debt is recorded at cost. The fair value of Long-term debt was determined using secondary market prices quoted by corporate bond dealers, and is classified as Level 2.

Furthermore, impairment charges of \$445 were record during fiscal year 2023, of which \$306 and \$139 related to goodwill and certain indefinite-lived trademarks, respectively. These adjustments were included as noncash charges in the consolidated statements of earnings. The nonrecurring fair values utilized included unobservable Level 3 inputs based on management's best estimates and assumptions. See Note 8 for additional information.

The effects of derivative instruments designated as hedging instruments

on Other comprehensive (loss) income and Net earnings were as follows during the fiscal years ended June 30:														
			Gains (losses) recognized in Other comprehensive (loss) income											
			2024			2023			2022			Commodity purchase derivative contracts		
			\$			(8)			\$			(6)		
						</								

Foreign exchange derivative contracts			—	—			1				
Interest rate derivative contracts			—	—			89				
Total			\$			(8)			(6)		
\$			\$			\$			\$		

#000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">107 </td><td style="border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>-8000000-60000000170000000010000000089000000-8000000-6000000107000000<div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:32.721%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:26.279%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.345%"></td><td style="width:0.1%"></td><td style="width:11.345%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.345%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.346%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Location of gains (losses) reclassified from Accumulated other comprehensive net (loss) income into Net earnings</div></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Gains (losses) reclassified from Accumulated other comprehensive net (loss) income and recognized in Net earnings</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom">Commodity purchase derivative contracts</td><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom">Cost of products sold</td><td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(6)</td><td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-

	5		
	\$	23	
Foreign exchange derivative contracts	Cost of products sold		
—			
1			
Interest rate derivative contracts	Interest expense	13	
(9)	Total		

60000005000000230000000100000001300000013000000-
 90000007000000190000001400000080000000010000003000000025000000

Fair Value of Financial Instruments

Financial assets and liabilities measured at fair value on a recurring basis in the consolidated balance sheets are required to be classified and disclosed in one of the following three categories of the fair value hierarchy:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs reflecting the reporting entity's own assumptions.

As of June 30, 2024 and 2023, the Company's financial assets and liabilities that were measured at fair value on a recurring basis during the period included derivative financial instruments, which were classified as either Level 1 or Level 2, and trust assets to fund the Company's nonqualified deferred compensation plans, which were classified as Level 1. The following table provides information about the balance sheet classification and the fair values of the Company's derivative instruments:

	2024	2023
Level 1	\$0.0	\$0.0
Level 2	\$26.97	\$0.1
Level 3	\$0.0	\$22.88

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#b6b6b6;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1</td><td style="background-color:#b6b6b6;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table><div style="margin-bottom:8pt;margin-top:8pt">The following table provides information about the balance sheet classification and the fair values of the Company's other assets and liabilities for which disclosure of fair value is required:</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.561%"><tr><td style="width:1.0%"></td><td style="width:27.093%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:22.982%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.857%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.563%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.710%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.710%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.715%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Balance sheet classification</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair value
hierarchy
level</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Carrying
Amount</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Estimated
Fair
Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Carrying
Amount</td><td colspan="3" style="padding:0 1pt"></td></tr></table></div></div>

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align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">243 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#c0c0c0;padding:2px 1pt;text-align:left;vertical-align:bottom">Time deposits</td><td colspan="3" style="background-color:#c0c0c0;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Cash and cash equivalents(1)</div></td><td colspan="3" style="background-color:#c0c0c0;padding:0 1pt"></td><td colspan="3" style="background-color:#c0c0c0;padding:2px 1pt;text-align:center;vertical-align:bottom">2</td><td colspan="3" style="background-color:#c0c0c0;padding:0 1pt"></td><td colspan="2" style="background-color:#c0c0c0;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#c0c0c0;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#c0c0c0;padding:0 1pt"></td><td colspan="2" style="background-color:#c0c0c0;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#c0c0c0;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#c0c0c0;padding:0 1pt"></td><td colspan="2" style="background-color:#c0c0c0;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#c0c0c0;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Trust assets for nonqualified deferred compensation plans</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Other assets</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">1</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-

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2,345			
2,527			
2,377			

(1) Cash and cash equivalents are composed of time deposits and other interest-bearing investments, including money market funds with original maturity dates of 90 days or less. Cash and cash equivalents are recorded at cost, which approximates fair value.

(2) Notes and loans payable are composed of outstanding U.S. commercial paper balances and/or amounts drawn on the Company's credit agreements, all of which are recorded at cost, which approximates fair value.

(3) Long-term debt is recorded at cost. The fair value of Long-term debt was determined using secondary market prices quoted by corporate bond dealers, and is classified as Level 2.

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CONTINGENCIES, GUARANTEES AND COMMITMENTS

Contingencies

The Company is involved in certain environmental matters, including response actions at various locations. The Company had recorded liabilities totaling \$28 as of both June 30, 2024 and 2023 for its share of aggregate future remediation costs related to these matters.

One matter, which accounted for \$12 of the recorded liability as of both June 30, 2024 and 2023 relates to environmental costs associated with one of the Company's former operations at a site located in Alameda County, California. In November 2016, at the request of regulators and with the assistance of environmental consultants, the Company submitted a Feasibility Study that evaluated various options for managing groundwater at the site and included estimates of the related costs. Following further discussions with the regulators in 2017, the Company recorded an undiscounted liability for costs estimated to be incurred over a 30-year period, based on one of the options in the Feasibility Study related to groundwater. In September 2021, as a result of an additional study and further discussions with regulators, the Company submitted a Soil Vapor Intrusion Report to the regulators. In January 2023, the regulators issued a new order directing the Company and the current property owner to conduct a Remedial Investigation and then prepare a Feasibility Study to evaluate and remediate impacts to soil, groundwater, soil vapor and indoor air. While the Company believes its latest estimates of remediation costs (including any related to soil, groundwater, soil vapor and indoor air impacts) are reasonable, the ultimate remediation requirements are not yet finalized and the regulators could require the Company to implement remediation actions for a longer period or take additional actions, which could include estimated undiscounted costs in the aggregate of up to approximately \$28 over an estimated 30-year period, or require the Company to take different actions and incur additional costs.

Another matter in Dickinson County, Michigan, at the site of one of the Company's former operations for which the Company is jointly and severally liable, accounted for \$10 of the recorded liability as of both June 30, 2024 and 2023. This amount reflects the Company's agreement to be liable for 24.3% of the aggregate remediation and associated costs for this matter pursuant to a cost-sharing agreement with a third party. If the third party is unable to pay its share of the response and remediation obligations, the Company may be responsible for such obligations. With the assistance of environmental consultants, the Company maintains an undiscounted liability representing its current best estimate of its share of the capital expenditures, maintenance and other costs that may be incurred over an estimated 30-year remediation period. Although it is

reasonably possible that the Company's exposure may exceed the amount recorded for the Dickinson County matter, any amount of such additional exposures, or range of exposures, is not estimable at this time.

The Company's estimated losses related to these matters are sensitive to a variety of uncertain factors, including the efficacy of any remediation efforts, changes in any remediation requirements and the future availability of alternative clean-up technologies. The Company is subject to various legal proceedings, claims and other loss contingencies, including, without limitation, loss contingencies relating to contractual arrangements (including costs connected to the transition and unwinding of certain supply and manufacturing relationships), product liability, patents and trademarks, advertising, labor and employment, environmental, health and safety and other matters. With respect to these proceedings, claims and other loss contingencies, while considerable uncertainty exists, in the opinion of management at this time, the ultimate disposition of these matters, to the extent not previously provided for, will not have a material adverse effect, either individually or in the aggregate, on the

Company's consolidated financial statements taken as a whole.

Guarantees

In conjunction with divestitures and other transactions, the Company may provide typical indemnifications (e.g., indemnifications for representations and warranties and retention of previously existing environmental, tax and employee liabilities) that have terms that vary in duration and in the potential amount of the total obligation and, in many circumstances, are not explicitly defined. The Company has not made, nor does it believe that it is probable that it will make, any material payments relating to its indemnifications, and believes that any reasonably possible payments would not have a material adverse effect, either individually or in the aggregate, on the Company's consolidated financial statements taken as a whole.

The Company had not recorded any material liabilities on the aforementioned guarantees as of both June 30, 2024 and 2023.

The Company was a party to letters of credit of \$18 and \$14 as of June 30, 2024 and 2023, respectively, primarily related to one of its insurance carriers, of which \$0 had been drawn upon.

Commitments

The Company is a party to certain purchase obligations, which are defined as purchase agreements that are enforceable and legally binding and that contain specified or determinable significant terms, including quantity, price and the approximate timing of the transaction. For purchase obligations subject to variable price and/or quantity provisions, an estimate of the price and/or quantity must be made. Examples of the Company's purchase obligations include contracts to purchase raw materials, commitments to contract manufacturers, commitments for information technology and related services, advertising contracts, capital expenditure agreements, software acquisition and license commitments and service contracts. The Company enters into purchase obligations based on expectations of future business needs. Many of these purchase obligations are flexible to allow for changes in the Company's business and related requirements. As of June 30, 2024, the Company's purchase obligations by purchase date were approximately as follows:

			Year	
			Purchase	Obligations
			2025	\$

0;text-align:right;vertical-align:bottom">181 </td><td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">128 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81 </td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom">2029</td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27 </td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">45 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#b6b6b6;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td style="background-color:#b6b6b6;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">505 </td><td style="background-color:#b6b6b6;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>280000000280000000120000000120000000P30Y280000000P30Y1000000001000000000.

of June 30, 2024, the Company's purchase obligations by purchase date were approximately as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:86.436%"></td><td style="width:0.1%">

	Year	Purchase Obligations
2025	\$	181
2026	128	
2027	81	
2028	43	
2029	27	
Total		
		45

\$</td><td style="background-color: #b6b6b6; border-bottom: 1pt solid #000; border-top: 1pt solid #000; padding: 2px 0; text-align: right; vertical-align: bottom;">505</td></tr></table>181000000128000000081000000430000002700000045000000505000000LEASE<div style="margin-bottom: 8pt; margin-top: 8pt;">The Company leases various property, plant and equipment, including office, warehousing, manufacturing and research and development facilities and equipment. These leases have remaining lease terms of up to 33 years, inclusive of renewal or termination options that the Company is reasonably certain to exercise. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.</div><div style="margin-bottom: 8pt; margin-top: 8pt;">Supplemental balance sheet information related to the Company's leases as of June 30 was as follows:<table style="border-collapse: collapse; display: inline-table; margin-bottom: 5pt; vertical-align: text-bottom; width: 99.269%"><tr><td style="width: 1.0%"></td><td style="width: 24.378%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 31.742%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 19.371%"></td><td style="width: 0.1%"></td><td style="width: 0.1%"></td><td style="width: 0.536%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 19.373%"></td><td style="width: 0.1%"></td></tr><tr><td colspan="3" style="padding: 0 1pt">Balance sheet classification</td><td colspan="3" style="padding: 2px 1pt; text-align: center; vertical-align: bottom;">2024</td><td colspan="3" style="padding: 0 1pt"></td><td colspan="3" style="padding: 2px 1pt; text-align: center; vertical-align: bottom;">2023</td></tr><tr><td colspan="3" style="padding: 2px 1pt; text-align: left; vertical-align: bottom;">Operating leases</td><td colspan="3" style="background-color: #b6b6b6; border-top: 1pt solid #000; padding: 0 1pt"></td><td colspan="3" style="background-color: #b6b6b6; border-top: 1pt solid #000; padding: 0 1pt"></td><td colspan="3" style="background-color: #b6b6b6; border-top: 1pt solid #000; padding: 0 1pt"></td><td colspan="3" style="background-color: #b6b6b6; border-top: 1pt solid #000; padding: 0 1pt"></td></tr><tr><td colspan="3" style="padding: 2px 1pt; text-align: left; vertical-align: bottom;">Right-of-use assets</td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt; text-align: left; vertical-align: middle;">Operating lease right-of-use assets</td><td style="background-color: #ffffff; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom;">\$</td><td style="background-color: #ffffff; padding: 2px 0; text-align: right; vertical-align: bottom;"><span style="color: #000000; font-family: 'Times New Roman', sans-

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family: 'Times New Roman', sans-serif; font-size: 10pt; font-weight: 400; line-height: 100%">\$</td><td style="background-color: #b6b6b6; border-top: 1pt solid #000; padding: 2px 0; text-align: right; vertical-align: bottom">418</td><td style="background-color: #b6b6b6; border-top: 1pt solid #000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #b6b6b6; padding: 0 1pt"></td><td style="background-color: #b6b6b6; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom">\$</td><td style="background-color: #b6b6b6; border-top: 1pt solid #000; padding: 2px 0; text-align: right; vertical-align: bottom">397</td><td style="background-color: #b6b6b6; border-top: 1pt solid #000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td></tr><tr style="height: 15pt"><td colspan="3" style="background-color: #ffffff; padding: 0 1pt"></td><td colspan="3" style="background-color: #ffffff; padding: 0 1pt"></td><td colspan="3" style="background-color: #ffffff; border-top: 1pt solid #000; padding: 0 1pt"></td><td colspan="3" style="background-color: #ffffff; padding: 0 1pt"></td><td colspan="3" style="background-color: #ffffff; border-top: 1pt solid #000; padding: 0 1pt"></td></tr><tr><td colspan="3" style="background-color: #b6b6b6; padding: 2px 1pt; text-align: left; vertical-align: middle">Finance leases</td><td colspan="3" style="background-color: #b6b6b6; padding: 0 1pt"></td><td colspan="3" style="background-color: #b6b6b6; padding: 0 1pt"></td><td colspan="3" style="background-color: #b6b6b6; padding: 0 1pt"></td><td colspan="3" style="background-color: #b6b6b6; padding: 0 1pt"></td></tr><tr><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt; text-align: left; vertical-align: middle">Right-of-use assets</td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt; text-align: left; vertical-align: middle">Other assets</td><td style="background-color: #ffffff; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom">\$</td><td style="background-color: #ffffff; padding: 2px 0; text-align: right; vertical-align: bottom">33</td><td style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 0 1pt"></td><td style="background-color: #ffffff; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom">\$</td><td style="background-color: #ffffff; padding: 2px 0; text-align: right; vertical-align: bottom">29</td><td style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td></tr><tr><td colspan="3" style="background-color: #b6b6b6; padding: 2px 1pt; text-align: left; vertical-align: middle">Current lease liabilities</td><td colspan="3" style="background-color: #b6b6b6; padding: 2px 1pt; text-align: left; vertical-align: middle">Accounts payable and accrued liabilities</td></tr></table>

[illegible]

Components of lease cost were as follows for the fiscal years ended June 30:

	2024	2023
Operating lease cost	\$	97
		89
Finance lease cost:		
Amortization of right-of-use assets		

\$				
11				
\$				
9				
Interest on lease liabilities				
1				
\$				
1				
\$				
Total finance lease cost				
\$				
12				
\$				
10				
\$				
Variable lease cost				
\$				
\$				

	\$94			
	87			
	Short term lease cost			
\$				
3				
0				
\$				
4				
Supplemental cash flow information and noncash activity related to the Company's leases were as follows during fiscal years ended June 30:				
(in millions)				
2024	2023	2022	2021	2020
Cash paid for amounts included in the measurement of lease liabilities:				

Operating cash flows from operating leases, net			97			
Operating cash flows from finance leases			1			
Financing cash flows from finance leases			11			
Right-of-use assets obtained in exchange for lease obligations:			8			
Operating leases			\$			

[illegible]

[illegible]

14		
2026	94	12
2027	84	7
2028	69	2
2029	56	1
Thereafter		

61		
—		
Total lease payments	461	
\$		
\$		
36		
Less: Imputed interest	43	
2		
Total lease liabilities		
\$		
418		

bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#b6b6b6;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">34</td><td style="background-color:#b6b6b6;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:8pt;margin-top:8pt">Operating and finance lease payments presented in the table above exclude \$2 and \$3, respectively, of minimum lease payments signed but not yet commenced as of June 30, 2024.</div><div style="margin-bottom:8pt;margin-top:8pt">On December 14, 2023, the Company completed an asset sale-leaseback transaction on a warehouse in Fairfield, California. The Company received proceeds of \$19, net of selling costs. The asset had a carrying value of \$3 and the transaction resulted in a \$16 gain, which was recognized in Other (income) expense, net in the Health and Wellness segment. The leaseback is accounted for as an operating lease. The term of the lease is 8 years with options to extend the lease for two 5 year periods.</div><div style="margin-bottom:8pt;margin-top:8pt">On May 25, 2022, the Company completed an asset sale-leaseback transaction on a plant in Ontario, Canada. The Company received proceeds of \$16, net of selling costs. The asset had a carrying value of \$2, and the transaction resulted in a \$14 gain, which was recognized in Other (income) expense, net, in Corporate and Other. The leaseback is accounted for as an operating lease. The term of the lease at inception date is 10 years, with the option to terminate the lease at 7 years.</div>LEASES<div style="margin-bottom:8pt;margin-top:8pt">The Company leases various property, plant and equipment, including office, warehousing, manufacturing and research and development facilities and equipment. These leases have remaining lease terms of up to 33 years, inclusive of renewal or termination options that the Company is reasonably certain to exercise. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.</div><div style="margin-bottom:8pt;margin-top:8pt">Supplemental balance sheet information related to the Company's leases as of June 30 was as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:99.269%"><tr><td style="width:1.0%"></td><td style="width:24.378%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:31.742%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.371%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.373%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Balance sheet classification</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr></table></div>

Operating leases		
Right-of-use assets		
Operating lease right-of-use assets		
\$		
360		
\$		
346		
Current lease liabilities		
Current operating lease liabilities		
\$		
84		
\$		
87		
Non-current lease liabilities		

[illegible]

33		
29		
Current lease liabilities		
Accounts payable and accrued liabilities		
\$		
13		
9		
Non-current lease liabilities		
Other liabilities		
21		
21		

Total finance lease liabilities

\$	34	\$	30

Components of lease cost were as follows for the fiscal years ended June 30:

	2024	2023
Operating lease cost	97	

89			
Finance lease cost:			
Amortization of right-of-use assets			
			\$
11			
			\$
9			
Interest on lease liabilities			
1			
1			
Total finance lease cost			
			\$
12			

	\$	
Variable lease cost		\$
94		
	\$	
87		
Short term lease cost		\$
		3
	\$	
		4

Supplemental cash flow information and noncash activity related to the Company's leases were as follows during fiscal years ended June 30:

	Fiscal year ended June 30,	Fiscal year ended June 30,
	2018	2017
Cash flows from operating activities	\$ 1,000	\$ 1,000
"Noncash" activity	\$ 1,000	\$ 1,000
Total cash flows	<u>\$ 2,000</u>	<u>\$ 2,000</u>

[illegible]

[illegible]

Weighted-average remaining lease term:		
Operating leases		
5 years		
Finance leases		
3 years		
Weighted-average discount rate:		
Operating leases		
3.6		
%		
Finance leases		
5.1		
%		

Maturities of lease liabilities by fiscal year for the Company's leases as of June 30, 2024 were as follows:

			Year				Operating leases		

Finance leases		
2025		
\$	97	
14		
2026		
	94	
12		
2027		
	84	
7		
2028		
	69	

	2	
2029		56
1		
Thereafter		61
		—
Total lease payments		
\$		
461		
\$		
36		
Less: Imputed interest		
		43

[illegible]

[illegible]

			\$	87	
Non-current lease liabilities					
		Long-term operating lease liabilities			
			334		
		Total operating lease liabilities			
			\$	418	
\$					
		Finance leases			

[illegible]

[illegible]

[illegible]

	1		
Total finance lease cost			
\$			
12			
\$			
10			
Variable lease cost			
\$			
94			
\$			
87			
Short term lease cost			
\$			
3			

Supplemental cash flow information and noncash activity related to the Company's leases were as follows during fiscal years ended June 30:

	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases, net	\$97	\$88
Operating cash flows from finance leases		

[illegible]

Weighted-average remaining lease term and discount rate for the Company's leases were as follows as of fiscal year ended June 30:			
2024	Weighted-average remaining lease term:	5 years	Finance leases
		3 years	Operating leases
	Weighted-average discount rate:	3.6	
		%	
	Finance leases	5.1	
		%	
Maturities of lease liabilities by fiscal year for the Company's leases as			

[illegible]

			7	
			2028	
			69	
			2	
			2029	
			56	
			1	
			Thereafter	
			61	
			—	
			Total lease payments	
			\$	
			461	

[illegible]

Operating leases		
Finance leases		
2025		
\$	97	
\$	14	
2026		
	94	
12		
2027		
	84	
7		
2028		

[illegible]

[illegible]

[illegible]

Net	unrealized gains (losses)	on derivatives			
Pension and postretirement benefit adjustments					
Accumulated other comprehensive net income					
Balance June 30, 2021					
\$					
(403)					
\$					
21					
\$					
(164)					
\$					
(546)					
Other comprehensive (loss) income before reclassifications					
(45)					

[illegible]

[illegible]

	(479)	
Other comprehensive (loss) income before reclassifications	1	
	(6)	
	1	
	(4)	
Amounts reclassified from Accumulated other comprehensive net (loss) income	—	
	(19)	
	6	
	(13)	

weight:400;line-height:100%">Income tax benefit (expense)</td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2</td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3</td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2)</td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3</td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net current period other comprehensive (loss) income </td><td colspan="2" style="background-color:#ffffff;border-top:0.5pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3</td><td style="background-color:#ffffff;border-top:0.5pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:0.5pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(22)</td><td style="background-color:#ffffff;border-top:0.5pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:0.5pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5</td><td style="background-color:#ffffff;border-top:0.5pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:0.5pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(14)</td><td style="background-color:#ffffff;border-top:0.5pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance June 30, 2023</td><td colspan="2" style="background-color:#b6b6b6;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(445)</td><td style="background-color:#b6b6b6;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-

99	(147)	(493)	Other comprehensive (loss) income before reclassifications	(16)	(8)	17	(7)	Amounts reclassified from Accumulated other comprehensive net (loss) income	(1) (2)	223

[illegible]

top:0.5pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;border-top:0.5pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">338 </td><td style="background-color:#b6b6b6;border-top:0.5pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance June 30, 2024</td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(239)</td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(1)</td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(155)</td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:6pt;margin-top:8pt;padding-left:18pt;text-indent:-18pt">(1)<span

Includes the release of currency translation adjustment from the Argentina business divestiture. See Note 2 for additional details.

(2)

Includes recognition of pension settlement charge reclassified into Net earnings (losses). See Note 20 for additional details

Dividends per share paid to Clorox stockholders during the fiscal years ended June 30 were as follows:

	2024	2023	2022
Dividends per share paid	\$4.80	\$4.72	\$4.72

[illegible]

[illegible]

15 </td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Income tax benefit (expense) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net current period other comprehensive (loss) income </td><td colspan="2" style="background-color:#b6b6b6;border-top:0.5pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(45) </td><td style="background-color:#b6b6b6;border-top:0.5pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;border-top:0.5pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#b6b6b6;border-top:0.5pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;border-top:0.5pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12 </td><td style="background-color:#b6b6b6;border-top:0.5pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;border-top:0.5pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-

[illegible]

Amounts reclassified from Accumulated other comprehensive net (loss) income		
—		
(19)		
6		
(13)		
Income tax benefit (expense)		
2		
3		
(2)		
3		
Net current period other comprehensive (loss) income		
3		

[illegible]

[illegible]

	(45)	
Net current period other comprehensive (loss) income	206	
		(14)
		146
		338
Balance June 30, 2024	\$	(239)
		\$
		85

(1) Includes the release of currency translation adjustment from the Argentina business divestiture. See Note 2 for additional details.

(2) Includes recognition of pension settlement charge reclassified into Net earnings (losses). See Note 20 for additional details.

-40300000021000000-164000000-546000000-45000000107000000100000063000000014000000-15000000-10000000-70000004000000-3000000-450000001000000001200000067000000-448000000121000000-152000000-4790000001000000-60000001000000-4000000019000000-600000013000000-2000000-30000002000000-30000003000000-220000005000000-14000000-44500000099000000-147000000-493000000-16000000-800000017000000-7000000-2230000007000000-174000000-3900000001000000-10000004500000045000000206000000-14000000146000000338000000-23900000085000000-1000000-155000000NET EARNINGS PER SHARE (EPS)

The following is the reconciliation of the weighted average number of shares outstanding (in thousands) used to calculate basic net EPS to those used to calculate diluted net EPS for the fiscal years ended June 30:

	2015	2014	2013	2012	2011	2010	2009	2008	2007	2006	2005	2004	2003	2002	2001	2000	1999	1998	1997	1996	1995	1994	1993	1992	1991	1990	1989	1988	1987	1986	1985	1984	1983	1982	1981	1980	1979	1978	1977	1976	1975	1974	1973	1972	1971	1970	1969	1968	1967	1966	1965	1964	1963	1962	1961	1960	1959	1958	1957	1956	1955	1954	1953	1952	1951	1950	1949	1948	1947	1946	1945	1944	1943	1942	1941	1940	1939	1938	1937	1936	1935	1934	1933	1932	1931	1930	1929	1928	1927	1926	1925	1924	1923	1922	1921	1920	1919	1918	1917	1916	1915	1914	1913	1912	1911	1910	1909	1908	1907	1906	1905	1904	1903	1902	1901	1900	1899	1898	1897	1896	1895	1894	1893	1892	1891	1890	1889	1888	1887	1886	1885	1884	1883	1882	1881	1880	1879	1878	1877	1876	1875	1874	1873	1872	1871	1870	1869	1868	1867	1866	1865	1864	1863	1862	1861	1860	1859	1858	1857	1856	1855	1854	1853	1852	1851	1850	1849	1848	1847	1846	1845	1844	1843	1842	1841	1840	1839	1838	1837	1836	1835	1834	1833	1832	1831	1830	1829	1828	1827	1826	1825	1824	1823	1822	1821	1820	1819	1818	1817	1816	1815	1814	1813	1812	1811	1810	1809	1808	1807	1806	1805	1804	1803	1802	1801	1800	1799	1798	1797	1796	1795	1794	1793	1792	1791	1790	1789	1788	1787	1786	1785	1784	1783	1782	1781	1780	1779	1778	1777	1776	1775	1774	1773	1772	1771	1770	1769	1768	1767	1766	1765	1764	1763	1762	1761	1760	1759	1758	1757	1756	1755	1754	1753	1752	1751	1750	1749	1748	1747	1746	1745	1744	1743	1742	1741	1740	1739	1738	1737	1736	1735	1734	1733	1732	1731	1730	1729	1728	1727	1726	1725	1724	1723	1722	1721	1720	1719	1718	1717	1716	1715	1714	1713	1712	1711	1710	1709	1708	1707	1706	1705	1704	1703	1702	1701	1700	1699	1698	1697	1696	1695	1694	1693	1692	1691	1690	1689	1688	1687	1686	1685	1684	1683	1682	1681	1680	1679	1678	1677

[illegible]

[illegible]

Basic		
124,174		
123,589		
123,113		
Dilutive effect of stock options and other		
630		
592		
793		
Diluted		
124,804		
124,181		
123,906		

[illegible]

[illegible]

17				\$	12	

Cash received during fiscal years 2024, 2023 and 2022 from stock options exercised under all stock-based payment arrangements was \$23, \$52 and \$35, respectively. The Company issues shares for stock-based compensation plans from treasury stock. The Company may repurchase stock under its Evergreen Program to offset the estimated impact of dilution related to stock-based awards.

Details regarding the valuation and accounting for stock options, restricted stock awards, performance shares and deferred stock units for non-employee directors follow.

Stock Options

There were no stock option awards granted during the fiscal year 2024. The fair value of each stock option award granted during fiscal years 2023 and 2022 was estimated on the date of grant using the Black-Scholes valuation model and assumptions noted in the following table:

			2023						2022		
Expected life			5.3								

#000000;padding:2px 1pt;text-align:left;vertical-align:bottom"> 5.4 years </td></tr><tr><td colspan="3">Weighted-average expected life</td><td colspan="3"></td><td colspan="3">5.3 years</td><td colspan="3"></td><td colspan="3">5.4 years</td></tr><tr><td colspan="3">Expected volatility</td><td colspan="3"></td><td colspan="3"> 24.2% </td><td colspan="3"></td><td colspan="3"> 21.7% to 25.0% </td></tr><tr><td colspan="3">Weighted-average volatility</td><td colspan="3"></td><td colspan="3">24.2%</td><td colspan="3"></td><td colspan="3">21.8%</td></tr><tr><td colspan="3">Risk-free interest rate</td><td colspan="3"></td><td colspan="3"> 3.7% </td><td colspan="3"></td><td colspan="3"> 0.9% to 2.1% </td></tr><tr><td colspan="3">Weighted-average risk-free interest rate</td><td colspan="3"></td><td colspan="3">3.7%</td><td colspan="3"></td><td colspan="3">3.7%</td></tr></table>

weight:400;line-height:100%">0.9%</td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom">Dividend yield</td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">3.4%</div></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">2.9% to 3.7%</div></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted-average dividend yield</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">3.4%</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2.9%</td></tr></table></div><div style="margin-bottom:8pt;margin-top:8pt">The expected life of the stock options is based on historical exercise patterns. The expected volatility is based on implied volatility from publicly traded options on the Company's stock at the date of grant, historical implied volatility of the Company's publicly traded options and other factors. The risk-free interest rate is based on the implied yield on a U.S. Treasury zero-coupon issue with a remaining term equal to the expected term of the option. The dividend yield is based on the projected annual dividend payment per share, divided by the stock price at the date of grant.</div><div style="margin-bottom:8pt;margin-top:8pt">Details of the Company's stock option activities are summarized below:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:45.829%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.624%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
Shares
(In thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-

Average
Exercise
Price
per Share</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:700;line-

Average	Remaining	Contractual	Life
			Options outstanding as of June 30, 2023
Aggregate	Intrinsic	Value	
			4,075
			\$
			147
			5 years
			\$
			69
			Granted
			—
			Exercised
			(234)

104		Canceled		(51)		170		Options outstanding as of June 30, 2024		3,790		150		4 years		\$		16											

Options vested as of June 30, 2024	3,052	\$
	148	\$
4 years		\$
		\$
	16	

The weighted-average fair value per share of each option granted during fiscal years 2023 and 2022, estimated at the grant date using the Black-Scholes option pricing model, was \$26.95 and \$22.26, respectively. The total intrinsic value of options exercised in fiscal years 2024, 2023 and 2022 was \$12, \$27 and \$18, respectively.

Stock option awards outstanding as of June 30, 2024, have been granted at prices that are equal to the market value of the stock on the date of grant. Stock option grants generally vest over 4 years and expire no later than 10 years after the grant date. The Company recognizes compensation expense on a straight-line basis over the vesting period. Awards to employees eligible for retirement prior to the award becoming full vested are amortized to compensation expense from the grant date through the date that the employee is no longer required to provide service to earn the award. As of June 30, 2024, there was \$5 of total unrecognized compensation cost related to non-vested options, which is expected to be recognized over a remaining weighted-average vesting period of 2 years, subject to forfeiture changes.

Restricted Stock Awards

The fair value of restricted stock awards is estimated on the date of grant based on the market price of the stock and is amortized to compensation expense on a straight-line basis over the related vesting periods, which are generally 3 to 4 years. Awards to employees eligible for retirement prior to the award becoming fully vested are amortized to compensation expense from the grant date through the date that the employee is no longer required to provide service to earn the award. The total

number of restricted stock awards expected to vest is adjusted by actual and estimated forfeitures. Restricted stock awards receive dividend distributions earned during the vesting period upon vesting.

As of June 30, 2024, there was \$41 of total unrecognized compensation cost related to non-vested restricted stock awards, which is expected to be recognized over a remaining weighted-average vesting period of 2 years. The total fair value of the shares that vested in each of the fiscal years 2024, 2023 and 2022 was \$28, \$22 and \$20, respectively. The weighted-average grant-date fair value of awards granted was \$138.51, \$143.20 and \$157.50 per share for fiscal years 2024, 2023 and 2022, respectively.

A summary of the status of the Company's restricted stock awards is presented below:

	Number of Shares (In thousands)	Weighted-Average Grant Date Fair Value per Share
Restricted stock awards as of June 30, 2023	544	\$
Granted	405	155
	139	

Vested		
(173)		
162		
Forfeited		
(55)		
142		
Restricted stock awards as of June 30, 2024		
721		
145		

Performance Shares

The fair value of performance shares is estimated on the date of grant based on the market price of the stock and is amortized to compensation expense on a straight line basis over the related vesting periods, which are generally 3 years. Awards to employees eligible for retirement prior to the award becoming fully vested are amortized to compensation expense from the grant date through the date that the employee is no longer required to provide service to earn the award.

As of June 30, 2024, there was \$15 in unrecognized compensation cost related to non-vested performance shares that is expected to be recognized over a remaining weighted-average performance period of 1 year. The weighted-average grant-date fair value of

awards granted was \$140.39, \$141.90 and \$162.46 per share for fiscal years 2024, 2023 and 2022, respectively.

A summary of the status of the Company's performance share awards is presented below:

	Number of Shares (In thousands)	Weighted-Average Grant Date Fair Value per Share
Performance share awards as of June 30, 2023	368	\$
	158	\$
Granted	176	\$
	140	\$
Distributed	(39)	

[illegible]

[illegible]

[illegible]

Total compensation costs
\$74
73
\$52
\$18
\$17
\$

[illegible]

21.7% to 25.0%		
Weighted-average volatility		
24.2%		
21.8%		
Risk-free interest rate		
3.7%		
0.9% to 2.1%		
Weighted-average risk-free interest rate		
3.7%		
0.9%		
Dividend yield		
3.4%		
2.9% to 3.7%		
Weighted-average dividend yield		
3.4%		
2.9%		

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%>Details of the Company's stock option activities are summarized below:

			Number of Shares						Weighted Average						Average Remaining						Aggregate Intrinsic						Options outstanding as of June 30, 2023			4,075				\$			147			5 years			\$					

[illegible]

[illegible]

height:120%">A summary of the status of the Company's restricted stock awards is presented below:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:72.692%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.639%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
Shares
(In thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average
Grant Date
Fair Value
per Share</td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Restricted stock awards as of June 30, 2023</div></td><td colspan="3" style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">544</td><td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">155</td><td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="3" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">405</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">139</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="3" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(173)</td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="3" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">162</td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>

54400015540500013917300016255000142721000145P3Y15000000P1Y140.3914																																																		
A summary of the status of the Company's performance share awards is presented below:																																																		
<table><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td colspan="3"></td><td colspan="9">Number of Shares (In thousands)</td></tr><tr><td colspan="3"></td><td colspan="9">Weighted-Average Grant Date Fair Value per Share</td></tr></table>																														Number of Shares (In thousands)												Weighted-Average Grant Date Fair Value per Share								
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Performance share awards as of June 30, 2023																																																		
368																																																		

	\$	158		Granted	176		\$	140		Distributed	(39)		\$	189		Forfeited	(22)		\$	177		Performance share awards as of June 30, 2024	

[illegible]

[illegible]

16

Foreign exchange transaction (gains) losses, net		
(1)	25	
13		
3		
Income from equity investees		
(5)		
(4)		
(6)		
Interest income		
(23)		
(16)		

[illegible]

	(9)	Total	\$	24	\$	80	\$	37	\$

(1)

Foreign exchange losses are primarily related to the Company's operations in Argentina, prior to the divestiture.

(2)

Restructuring costs related to the Company's streamlined operating model plan (see Note 5).

The major components of Other (income) expense, net, for the fiscal years ended June 30 were:

	2024	2023	2022
Amortization of trademarks and other intangible assets	\$	29	\$
			30
			31

Trust investment (gains) losses, net		
(20)		
(14)		
(21)		
Net periodic benefit cost		
14		
16		
16		
Foreign exchange transaction (gains) losses, net		
(1)		
25		
13		

[illegible]

[illegible]

[illegible]

2024			2023			2022			Current			Federal			\$			132			\$			153			\$			71			State			18		33		

17		
Foreign		
56		
40		
43		
Total current		
\$		
206		
\$		
226		
\$		
131		
Deferred		
Federal		

	\$	(99)			\$	(120)		\$	6	
State			(5)							
			(28)					(2)		
Foreign			4							
			(1)					1		

Total	(100)	(149)	5
\$	106		77
			136
Income taxes paid, net of refunds, were \$347 and \$73 for the fiscal year ended June 30, 2024 and 2023, respectively. The increase in payments in the current period was primarily driven by income tax payments for fiscal years 2023 and 2024 that were previously deferred as a result of tax relief provided by the IRS due to winter storms in California.			

The components of Earnings before income taxes, by tax jurisdiction, consisted of the following for the fiscal years ended June 30:

	United States	\$	311	\$	154	\$	483	\$	87
Foreign									

[illegible]

2023			2022		
Statutory federal tax rate					
21.0		%			
21.0		%			
21.0		%			
State taxes (net of federal tax benefits)					
2.5					
1.6					
1.9					
Foreign tax rate differential					
7.7					

[illegible]

[illegible]

	(2.7)	(0.8)	
Other differences	(2.4)	(0.6)	
Effective tax rate	26.5	%	32.4
		>%	
			22.4

The Inflation Reduction Act (the “Act”) was signed into law on August 16, 2022. The Act introduced a new 15% corporate minimum tax for certain large corporations, effective at the beginning of the Company’s fiscal 2024 and it enacted a 1% excise tax on the value of share repurchases, net of new share issuances, after December 31, 2022. These provisions, as well as other corporate tax changes included in the Act, have not had a material impact on the Company’s consolidated financial statements and are not expected to have a material impact on the Company’s financial statements in the foreseeable future.

Per U.S. GAAP, foreign withholding taxes are provided on unremitted foreign earnings that are not indefinitely reinvested at the time the earnings are generated. The Company regularly reviews and assesses whether there are any changes to its indefinite reinvestment assertion. None of the undistributed earnings of its foreign subsidiaries were indefinitely reinvested. As a result, the Company is providing foreign withholding taxes on the undistributed earnings of all foreign subsidiaries where applicable. These withholding taxes had no significant impact on the Company’s consolidated results.

The components of net deferred tax assets (liabilities) as of June 30 are shown below:

	2024	2023	Change	% Change
Deferred tax assets	\$109	\$109	\$0	0%
Compensation and benefit programs	\$109	\$109	\$0	0%
Total	\$109	\$109	\$0	0%

123

Loss and tax credit carryforwards	153	94	94	111	104	33	46	43

Operating and finance lease liabilities

Accruals and reserves

Capitalized research and development

34			
Inventory costs	29		
	32		
Other	33		
	34		
Subtotal			
511			
467			
Valuation allowance			
(115)			
(59)			

color:#b6b6b6;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total deferred tax assets</td><td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">396 </td><td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">408 </td><td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred tax liabilities</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:18pt">Property, plant and equipment and intangible assets</div></td><td style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#b6b6b6;padding:2px 0;text-align:right;vertical-align:bottom">(84)</td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#b6b6b6;padding:2px 0;text-align:right;vertical-align:bottom">(157)</td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Lease right-of-use assets</td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(100)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New

Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%")>(96)</td>
<td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(36)</td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(36)</td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total deferred tax liabilities</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(220)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(289)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Net deferred tax assets (liabilities)</td><td colspan="2" style="background-color:#b6b6b6;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#b6b6b6;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">176</td><td style="background-color:#b6b6b6;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#b6b6b6;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">119</td><td style="background-color:#b6b6b6;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="12" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span

The net deferred tax assets and liabilities included in the consolidated balance sheet at June 30 were as follows:		
Net deferred tax assets (1)		
\$	198	
\$	147	
Net deferred tax liabilities		
(22)		
(28)		
Net deferred tax assets (liabilities)		
\$		
\$	176	
\$		

119

			2024						2023		
			2022						2021		
			2020						2019		
			2018						2017		
			2016						2015		
			2014						2013		
			2012						2011		
			2010						2009		
			2008						2007		
			2006						2005		
			2004						2003		
			2002						2001		
			2000						1999		
			1998						1997		
			1996						1995		
			1994						1993		
			1992						1991		
			1990						1989		
			1988						1987		
			1986						1985		
			1984						1983		
			1982						1981		
			1980						1979		
			1978						1977		
			1976						1975		
			1974						1973		
			1972						1971		
			1970						1969		
			1968						1967		
			1966						1965		
			1964						1963		
			1962						1961		
			1960						1959		
			1958						1957		
			1956						1955		
			1954						1953		
			1952						1951		
			1950						1949		
			1948						1947		
			1946						1945		
			1944						1943		
			1942						1941		
			1940						1939		
			1938						1937		
			1936						1935		
			1934						1933		
			1932						1931		
			1930						1929		
			1928						1927		
			1926						1925		
			1924						1923		
			1922						1921		
			1920						1919		
			1918						1917		
			1916						1915		
			1914						1913		
			1912						1911		
			1910						1909		
			1908						1907		
			1906						1905		
			1904						1903		
			1902						1901		
			1900						1899		
			1898						1897		
			1896						1895		
			1894						1893		
			1892						1891		
			1890						1889		
			1888						1887		
			1886						1885		
			1884						1883		
			1882						1881		
			1880						1879		
			1878						1877		
			1876						1875		
			1874						1873		
			1872						1871		
			1870						1869		
			1868						1867		
			1866						1865		
			1864						1863		
			1862						1861		

(52)		
\$	(42)	
Net increase/(decrease) for U.S. capital loss carryforwards		
(46)		
—		
—		
Net decrease/(increase) for other foreign deferred tax assets		
(2)		
(1)		
(1)		
Net decrease/(increase) for foreign and U.S. net operating loss carryforwards and tax credits		
(8)		

				(6)						(9)										
Valuation allowance at end of year			\$			(115)						(59)						(52)		

The Company's carryforwards for capital losses, net operating losses, and tax credits, with related valuation allowances were as follows as of June 30:

[illegible]

2029		
Net operating losses		
U.S. jurisdictions		
6		
(5)		
1		
2030-2042		
U.S. jurisdictions (with no expiration)		
9		
(8)		

1		
N/A		
Foreign jurisdictions		
18		13pt
(16)		2
2		2025-2044
Foreign jurisdictions (with no expiration)		
8		8
—		8
8		N/A
Total net operating losses		

[illegible]

U.S. jurisdictions (with no expiration)	2	—	2	2	N/A
Foreign jurisdictions	30		(30)		2026
Foreign jurisdictions (with no expiration)	4		(3)		

1	
N/A	
Total income tax credits	
66	
(33)	
33	
Total carryforwards	
\$	
153	

[illegible]

[illegible]

		(4)
		—
		2030–2042
	U.S. jurisdictions (with no expiration)	
		6
		(5)
		1
		N/A
	Foreign jurisdictions	
		21
		(16)
		5
		2024–

Foreign jurisdictions (with no expiration)		
9	(1)	N/A
Total net operating losses		
40	(26)	14
Income tax credits		

[illegible]

[illegible]

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">94 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(54)</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">40</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr></table></div><div style="margin-bottom:8pt;margin-top:8pt">The Company files income tax returns in the U.S. federal and various state, local and foreign jurisdictions. The federal statute of limitations has expired for all tax years through June 30, 2015. Various income tax returns in state and foreign jurisdictions are currently in the process of examination.</div><div style="margin-bottom:8pt;margin-top:8pt">The Company recognizes interest and penalties related to uncertain tax positions as a component of income tax expense. As of June 30, 2024 and 2023, the total balance of accrued interest and penalties related to uncertain tax positions was \$3 and \$2, respectively. Interest and penalties related to uncertain tax positions included in income tax expense resulted in an expense of \$1 in fiscal year 2024 and a net benefit of \$0 in both fiscal years 2023 and 2022.</div><div style="margin-bottom:8pt;margin-top:8pt">The following is a reconciliation of the beginning and ending amounts of the Company's gross unrecognized tax benefits:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.841%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.765%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.765%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.769%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span

2023		
2022		
Unrecognized tax benefits at beginning of year		
\$		
17		
\$		
17		
\$		
21		
Gross increases – tax positions in prior periods		
—		
1		
—		
Gross decreases – tax positions in prior periods		
(4)		

	(3)	(7)
Gross increases - current period tax positions	9	
		2
4		
Gross decreases - current period tax positions	—	
—		
Lapse of applicable statute of limitations	—	

	(1)	
Settlements	—	
Unrecognized tax benefits at end of year	\$	22
	\$	17
Included in the balance of unrecognized tax benefits as of June 30, 2024, 2023 and 2022, were potential benefits of \$15, \$14 and \$14, respectively, which if recognized, would affect the effective tax rate.		
Unrecognized tax benefits are not expected to significantly increase or decrease within		

The provision for income taxes, by tax jurisdiction, consisted of the following for the fiscal years ended June 30:

Fiscal Year	Total Income Tax Expense	State Income Tax Expense	Federal Income Tax Expense
2024	\$132	\$71	\$61
2023	\$153	\$81	\$72
2022	\$132	\$71	\$61
Current	\$132	\$71	\$61

18				33				17			
			Foreign						56		
									40		
									43		
			Total current						206		
									226		
									131		

Deferred	Federal	
\$		
(99)		
\$		
(120)		
6		
State		
(5)		
(28)		
(2)		
Foreign		
4		

	(1)	Total	(100)	(149)	5	\$	106	\$	77	\$

[illegible]

483			
Foreign			
87			
84			
124			
Total			
\$			
398			
\$			
238			
\$			
607			

311000000154000000483000000870000008400000012400000039800000023800

A reconciliation of the statutory federal income tax rate to the Company's effective tax rate on operations follows for the fiscal years ended June 30:

[illegible]

[illegible]

	(1.7)	
Loss on divestiture	10.5	—
International legal entity reorganization	(6.1)	
VMS goodwill impairment	8.6	

	—	
Federal research and development credits	(1.2)	
	(2.7)	
		(0.8)
Other differences	(2.4)	
		(0.6)
		(0.2)
Effective tax rate	26.5	%

height:100%">32.4 </td><td style="background-color:#b6b6b6;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22.4 </td><td style="background-color:#b6b6b6;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table></div>0.2100.2100.2100.0250.0160.0190.0770.0860.031-0.003-0.018-0.0090.0520.0230.0170.10500-0.0610000.08600.0120.0270.008-0.024-0.006-0.0020.2650.3240.2240<div style="margin-bottom:8pt;margin-top:8pt">The components of net deferred tax assets (liabilities) as of June 30 are shown below:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:72.730%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.621%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred tax assets</td><td colspan="3" style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="3" style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Compensation and benefit programs</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">109 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">123 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-

color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:18pt">Loss and tax credit carryforwards</div></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">153 </td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">94 </td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Operating and finance lease liabilities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">111 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">104 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Accruals and reserves</td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33 </td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">46 </td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Capitalized research and development</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom"><span

Inventory costs			29	32	33	34
Other			33	34	34	34
Subtotal			511	467	467	467
Valuation allowance			(115)	(59)	(59)	(59)
Total deferred tax assets						

[illegible]

Other			(36)	(36)
Total deferred tax liabilities			(220)	(220)
Net deferred tax assets (liabilities)			\$	176
				119
The net deferred tax assets and liabilities included in the consolidated balance sheet at June 30 were as follows:				

[illegible]

[illegible]

	(42)	
Net increase/(decrease) for U.S. capital loss carryforwards	(46)	
Net decrease/(increase) for other foreign deferred tax assets	(2)	
	(1)	
Net decrease/(increase) for foreign and U.S. net operating loss carryforwards and tax credits	(8)	
	(6)	

[illegible]

[illegible]

Net operating losses		
U.S. jurisdictions		
		6
		(5)
		1
		2030-2042
U.S. jurisdictions (with no expiration)		
		9
		(8)
		1
		N/A

Foreign jurisdictions			18	(16)	(16)
Foreign jurisdictions (with no expiration)			8	8	8
Total net operating losses			41	(29)	

[illegible]

—		2			N/A		
Foreign jurisdictions			30		(30)		
—					2026		
Foreign jurisdictions (with no expiration)			4		(3)		
			1				
1							

	N/A				
Total income tax credits	66	(33)	33	33	33
Total carryforwards	\$	153	\$	\$	(108)

[illegible]

Capital losses in U.S. jurisdictions		
—		
N/A		
Net operating losses		
U.S. jurisdictions		
4		
(4)		
—		

[illegible]

[illegible]

[illegible]

[illegible]

(54)

40														
2024			Carryforwards			Valuation Allowances			Net Carryforwards			Fiscal Year Expiring		
2024			Carryforwards			Valuation Allowances			Net Carryforwards			Fiscal Year Expiring		

The Company's carryforwards for capital losses, net operating losses, and tax credits, with related valuation allowances were as follows as of June 30:

40														
2024			Carryforwards			Valuation Allowances			Net Carryforwards			Fiscal Year Expiring		

The Company's carryforwards for capital losses, net operating losses, and tax credits, with related valuation allowances were as follows as of June 30:

40														
2024			Carryforwards			Valuation Allowances			Net Carryforwards			Fiscal Year Expiring		

The Company's carryforwards for capital losses, net operating losses, and tax credits, with related valuation allowances were as follows as of June 30:

40														
2024			Carryforwards			Valuation Allowances			Net Carryforwards			Fiscal Year Expiring		

The Company's carryforwards for capital losses, net operating losses, and tax credits, with related valuation allowances were as follows as of June 30:

40														
2024														

[illegible]

(5)	
1	
2030-2042	
U.S. jurisdictions (with no expiration)	9
(8)	
1	
N/A	
Foreign jurisdictions	18
(16)	
2	
2025-	

2044

Foreign jurisdictions (with no expiration)		
8	—	
N/A		
Total net operating losses		
41	(29)	
12	12	
Income tax credits		

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

1		
N/A		
Foreign jurisdictions		
21		
		(16)
		5
2024-2040		
Foreign jurisdictions (with no expiration)		
		9
		(1)
8		
N/A		
Total net operating losses		
		40

[illegible]

[illegible]

[illegible]

[illegible]

1			
Gross decreases - tax positions in prior periods (4)			
Gross increases - current period tax positions 9			
2 4			
Gross decreases - current period tax positions —			

Lapse of applicable statute of limitations

(1)

Settlements

Unrecognized tax benefits at end of year

\$

22

17

1700000001700000002100000001000000004000000030000000700000009000000020000

BENEFIT PLANS

Retirement Income Plans

In the second quarter of fiscal year 2024, the Company settled plan benefits of its previously frozen domestic qualified pension plan (the Plan), following the Company's Board of Directors' approval of a resolution to terminate the Plan in May 2022. The settlement occurred through a combination of an annuity contract purchase with a third-party insurance provider and lump sum payouts. These payments were made using Plan assets. The third-party insurance provider assumed the obligation to pay future pension benefits and provide administrative services, and started making direct payments to participants in January 2024. In conjunction with this settlement, a one-time noncash charge, net of curtailment gain, of \$171 before taxes (\$130 after tax) was recorded in the Company's consolidated statements of earnings and comprehensive income primarily as a result of accelerating the recognition of actuarial losses previously included in Accumulated other comprehensive net (loss) income that would have been recognized in future periods. Following settlement, remaining excess plan assets of \$19 was contributed to the Company's domestic defined contribution plan during 2024.

The Company continues to maintain various other retirement income plans for eligible domestic and international employees.

Retirement Health Care Plans

The remaining domestic retirement income plans are frozen.

The Company contributed \$14, \$14 and \$15 to its domestic retirement income plans during fiscal years 2024, 2023 and 2022, respectively. The Company's funding policy is to contribute amounts sufficient to meet benefit payments.

The Company provides certain health care benefits for employees who meet age, participation and length of service requirements at retirement. The plans pay stated percentages of covered expenses after annual deductibles have been met or stated reimbursements up to a specified dollar subsidy amount. Benefits paid take into consideration payments by Medicare for the domestic plan. The plans are funded as claims are paid, and the Company has the right to modify or terminate certain plans.

Benefit Obligation and Funded Status

Summarized information for the Company's retirement income and retirement health care plans as of and for the fiscal years ended June 30 is as follows:

	2024	2023	Change in benefit obligations:	Benefit obligation as of beginning of year
Retirement				
Income				
Health Care				
2024				
2023				

Change in benefit obligations:

Benefit obligation as of beginning of year

[illegible]

[illegible]

[illegible]

	(2)
Translation and other adjustments	
(2)	
—	
—	
—	
Benefit obligation as of end of year	
\$	
	123
	\$
	476
	\$
	19

[illegible]

plan assets		(13)		—		—		Employer contributions		15		15		2		2		2		Plan settlement		(312)		—		—	

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

color:#b6b6b6;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(26)</td><td style="background-color:#b6b6b6;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:8pt;margin-top:8pt">For the retirement income plans, the benefit obligation is the projected benefit obligation (PBO). For the retirement health care plan, the benefit obligation is the accumulated benefit obligation (ABO).</div><div style="margin-bottom:8pt;margin-top:8pt">The ABO for all retirement income plans was \$105, \$474 and \$512 as of June 30, 2024, 2023 and 2022, respectively.</div><div style="margin-bottom:8pt;margin-top:8pt">Retirement income plans with ABO or PBO in excess of plan assets as of June 30 were as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:50.654%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.326%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.133%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.326%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.331%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">ABO Exceeds the Fair Value of Plan Assets</td><td colspan="6" style="padding:2px 1pt;text-align:center;vertical-align:bottom">PBO Exceeds the Fair Value of Plan Assets</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom">Projected benefit obligation</td><td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">105</td><td

[illegible]

Net Periodic Benefit Cost

The net cost of the retirement income and health care plans for the fiscal years ended June 30 included the following components:

	2024	2023	2022
Retirement Income			
Retirement Health Care			

[illegible]

\$	—	
Interest cost		
12		
18		
15		
1		
1		
1		
1		
Expected return on plan assets		
(2)		
(10)		
(15)		

[illegible]

[illegible]

[illegible]

\$

			Retirement Income								
			Retirement Health Care								
Net actuarial loss (gain)											
\$											
20											
\$											
(14)											
Prior service benefit											

Net deferred income tax (assets) liabilities

(5)

4

Accumulated other comprehensive loss (income)

\$

15

(14)

Retirement Income

			Retirement		
			Health Care		
			Net actuarial loss (gain) as of beginning of year		
			\$		
			213		
			\$		
			(14)		
			Amortization, curtailment and settlement during the year		
			(182)		
			2		
			Loss (gain) during the year		
			(11)		
			(2)		
			Net actuarial loss (gain) as of end of year		

20

(14)

The Company uses the straight-line amortization method for unrecognized prior service costs and benefits.

Assumptions

Weighted-average assumptions used to estimate the actuarial present value of benefit obligations were as follows as of June 30:

	2024	2023
Retirement Income	2024	2023
Retirement Health Care	2024	2023

2023		
Discount rate		
5.52		
%		
4.37		
%		
5.38		
%		
5.10		
%		
Rate of compensation increase		
3.23		
%		
3.62		
%		
n/a		
n/a		

Interest crediting rate	5.40	%
	2.67	%
	n/a	
n/a	n/a	

Weighted-average assumptions used to estimate the retirement income and retirement health care costs were as follows as of June 30:

	Retirement Income														
2024						2023						2022			
Discount rate															

	4.63				
%					
	3.72				
%					
	2.56				
%					
Rate of compensation increase					
	3.20				
%					
	3.09				
%					
	3.02				
%					
Expected return on plan assets					
	3.39				
%					
	2.67				

[illegible]

[illegible]

	\$	2	2026	14	2	2	2027	13	2	2	2028	13	2	2	2029	12	2	2

[illegible]

Cash equivalents

	Total
21	100

The target asset allocation was determined based on the optimal balance between risk and return and, at times, was adjusted to achieve the plan's overall investment objective to generate sufficient resources to pay current and projected plan obligations over the life of the domestic retirement income plan.

The following table sets forth the retirement income plans' assets carried at fair value as of June 30:

<!-- Empty cell -->	<!-- Empty cell -->	<!-- Empty cell -->

[illegible]

	\$	6		\$	
		289			
			International equity funds		
			16		
			15		
			Domestic equity funds		
			—		
			—		
			Short-term investment fund		
			—		
			1		
			Real estate fund		

2		
Other		
1		
—		
Total common collect trust measured at net asset value		
\$		
25		
\$		
307		
\$		
25		

weight:400;line-height:100%">\$</td><td style="background-color:#b3b3b3;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">381</td><td style="background-color:#b3b3b3;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:8pt;margin-top:8pt">Common collective trust funds are not publicly traded and were valued at a net asset value unit price determined by the portfolio's sponsor based on the fair value of underlying assets held by the common collective trust fund on June 30, 2024 and 2023.</div><div style="margin-bottom:8pt;margin-top:8pt">The common collective trusts are invested in various trusts that attempt to achieve their investment objectives by investing primarily in other collective investment funds that have characteristics consistent with each trust's overall investment objective and strategy.</div><div style="margin-bottom:8pt;margin-top:8pt">Defined Contribution Plans</div><div style="margin-bottom:8pt;margin-top:8pt">The Company has various defined contribution plans for eligible domestic and international employees. The aggregate cost of the domestic defined contribution plans was \$63, \$64 and \$58 in fiscal years 2024, 2023 and 2022, respectively. The aggregate cost of the international defined contribution plans was \$5, \$6 and \$6 for the fiscal years ended June 30, 2024, 2023 and 2022, respectively.</div>17100000013000000019000000140000001400000015000000<div style="margin-bottom:8pt;margin-top:8pt">Summarized information for the Company's retirement income and retirement health care plans as of and for the fiscal years ended June 30 is as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.999%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.326%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.326%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.326%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.333%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Retirement
Income</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Retirement
Health Care</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span

2023			2024			2023		
Change in benefit obligations:								
Benefit obligation as of beginning of year			\$			476		
						\$		
						513		
						\$		
						26		
						\$		
						28		

[illegible]

		(2)					(1)					
Plan amendments			—								—	
						—					(4)	
						—					(4)	
						—					(4)	
						—					(4)	
						—					(4)	
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						—					(4)	
						—					(4)	
						—					(4)	
						—					(4)	
						—					(4)	
						—					(4)	
						—					(4)	
						—					(4)	
						—					(4)	

[illegible]

Benefit obligation as of end of year		
\$	123	
\$	476	
\$	19	
\$	26	
Change in plan assets:		
Fair value of assets as of beginning of year		
\$	381	

[illegible]

	15		2		2		2		Plan settlement	(312)			—		—		—		Benefits paid	(26)		(45)		(2)

	(2)	
Transfer to domestic defined contribution plan	(19)	
Fair value of plan assets as of end of year		

25				381			—				—																																										
Accrued benefit cost, net funded status															\$			(98)									\$			(95)									\$			(19)											

align:left;vertical-align:bottom">\$</td>
<td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(26)</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
</div>476000000513000000260000002800000010000001000000001200000018000000400000003120000000002600000045000000200000020000002000000000123000000471300000000001500000015000000200000020000000312000000000260000004500000020190000000000-1000000-10000000002500000038100000000-98000000-95000000-19000000-26000000<div style="text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:46.694%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.400%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.400%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.400%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.401%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom">Amount recognized in the balance sheets consists of:</td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Pension benefit assets</td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">7</td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">24</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">—</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-

	\$	
	—	
Current accrued benefit liability	(12)	
	(13)	
	(2)	
	(2)	
	(2)	
	(2)	
	(93)	
	(106)	
	(17)	
	(24)	
Accrued benefit cost,		
net	\$	

PBO Exceeds the Fair Value of Plan Assets		
2024	2023	2024
2023	2023	2023
Projected benefit obligation	\$	105
\$	119	
\$	108	
\$	121	
Accumulated benefit obligation		

104

	Fair value of plan assets	—		2		2
				2		2

105

The net cost of the retirement income and health care plans for the fiscal years ended June 30 included the following components:

		1.0%		36.473%		0.1%		1.0%		8.695%		0.1%		0.530%		0.1%		1.0%		8.695%		0.1%		0.530%		0.1%		1.0%		8.695%		0.1%		0.530%		0.1%		1.0%

Retirement Income			Retirement Health Care		
2024			2023		
2022			2024		
2023			2022		
Service cost			1		
1			1		
\$			\$		
1			1		
\$			\$		
1			1		

[illegible]

	1	Expected return on plan assets	(2)		(10)		(15)		—		—		—		Amortization of unrecognized items	3		8		9

	(2)	(2)	(2)	(1)	(6)	—	—	—	—	—	—	—	Settlement loss recognized	179

[illegible]

color:#b3b3b3;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b3b3b3;padding:0 1pt"></td><td style="background-color:#b3b3b3;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#b3b3b3;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1)</td><td style="background-color:#b3b3b3;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b3b3b3;padding:0 1pt"></td><td style="background-color:#b3b3b3;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#b3b3b3;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1)</td><td style="background-color:#b3b3b3;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b3b3b3;padding:0 1pt"></td><td style="background-color:#b3b3b3;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#b3b3b3;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">—</td><td style="background-color:#b3b3b3;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>10000001000000100000000001200000018000000150000001000000100000010003000000-8000000-90000002000000200000010000006000000000000-1790000000-70000000001870000001700000017000000-1000000-10000000<div style="margin-bottom:8pt;margin-top:8pt">Items not yet recognized as a component of postretirement expense as of June 30, 2024 consisted of:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:72.438%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.765%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.767%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Retirement
Income</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Retirement
Health Care</td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom">Net actuarial loss (gain)</td><td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span

[illegible]

family: 'Times New Roman', sans-serif; font-size: 10pt; font-weight: 400; line-height: 100%;> \$</td><td style="background-color: #ffffff; border-bottom: 1pt solid #000; border-top: 1pt solid #000; padding: 2px 0; text-align: right; vertical-align: bottom"> (14)</td><td style="background-color: #ffffff; border-bottom: 1pt solid #000; border-top: 1pt solid #000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td></tr></table></div> 20000000140000000-40000005000000-400000015000000-14000000<div style="margin-bottom: 8pt; margin-top: 8pt"> Net actuarial loss (gain) recorded in Accumulated other comprehensive net (loss) income for the fiscal year ended June 30, 2024 included the following:<table style="border-collapse: collapse; display: inline-table; margin-bottom: 5pt; vertical-align: text-bottom; width: 99.707%"><tr><td style="width: 1.0%"></td><td style="width: 72.360%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 11.803%"></td><td style="width: 0.1%"></td><td style="width: 0.1%"></td><td style="width: 0.533%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 11.804%"></td><td style="width: 0.1%"></td></tr><tr><td colspan="3" style="padding: 0 1pt"></td><td colspan="3" style="padding: 2px 1pt; text-align: center; vertical-align: bottom"> Retirement
Income</td><td colspan="3" style="padding: 0 1pt"></td><td colspan="3" style="padding: 2px 1pt; text-align: center; vertical-align: bottom"> Retirement
Health Care</td></tr><tr><td colspan="3" style="background-color: #b6b6b6; padding: 2px 1pt; text-align: left; vertical-align: bottom"> Net actuarial loss (gain) as of beginning of year</td><td style="background-color: #b6b6b6; border-top: 1pt solid #000000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom"> \$</td><td style="background-color: #b6b6b6; border-top: 1pt solid #000000; padding: 2px 0; text-align: right; vertical-align: bottom"> 213</td><td style="background-color: #b6b6b6; border-top: 1pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #b6b6b6; padding: 0 1pt"></td><td style="background-color: #b6b6b6; border-top: 1pt solid #000000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom"> \$</td><td style="background-color: #b6b6b6; border-top: 1pt solid #000000; padding: 2px 0; text-align: right; vertical-align: bottom"> (14)</td><td style="background-color: #b6b6b6; border-top: 1pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td></tr><tr><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt; text-align: left; vertical-align: bottom"><div> Amortization, curtailment and settlement during the year</div></td><td colspan="2" style="background-color: #ffffff; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom"> (182)</td><td style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 0 1pt"></td><td colspan="2" style="background-color: #ffffff; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom"><span style="color: #000000; font-family: 'Times New Roman', sans-

2	Loss (gain) during the year			(11)																				
(2)			20	200000014000000182000000-2000000110000002000000-200000014000000																				
Weighted-average assumptions used to estimate the actuarial present value of benefit obligations were as follows as of June 30:																								
<table border="1" style="border-collapse: collapse; display: inline-table; margin-bottom: 5pt; vertical-align: bottom;"> <tr> <td style="width: 1.0%;"></td> <td style="width: 46.694%;"></td> <td style="width: 0.1%;"></td> <td style="width: 1.0%;"></td> <td style="width: 11.400%;"></td> <td style="width: 0.1%;"></td> <td style="width: 0.1%;"></td> <td style="width: 0.535%;"></td> <td style="width: 0.1%;"></td> <td style="width: 1.0%;"></td> <td style="width: 11.400%;"></td> <td style="width: 0.1%;"></td> <td style="width: 0.1%;"></td> <td style="width: 0.535%;"></td> <td style="width: 0.1%;"></td> <td style="width: 1.0%;"></td> <td style="width: 11.401%;"></td> <td style="width: 0.1%;"></td> </tr> </table>																								
			 																					

Retirement Income											
Retirement Health Care			2024			2023			2024		
2023			2024			2023			2023		
Discount rate			5.52		%					4.37	
					%					5.38	
					%					5.10	
Rate of compensation increase											

align:right;vertical-align:bottom">3.23 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.62 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">n/a</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">n/a</td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest crediting rate</td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.40 </td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.67 </td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:right;vertical-align:bottom">n/a</td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:right;vertical-align:bottom">n/a</td></tr></table></div><div style="margin-bottom:8pt;margin-top:8pt">Weighted-average assumptions used to estimate the retirement income and retirement health care costs were as follows as of June 30:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Retirement

Income			2024		
			2023		
			2022		
Discount rate			4.63		%
			3.72		%
			2.56		%
Rate of compensation increase			3.20		%
			3.09		%
			3.02		%

Expected return on plan assets			3.39	%
2.67			%	
3.00			%	
Interest crediting rate			2.69	%
2.69			%	
2.57			%	
Retirement Health Care				
			2024	
			2023	

2022		
Discount rate		
5.10		
%		
4.65		
%		
2.61		
%		

0.05520.04370.05380.05100.03230.03620.05400.02670.04630.03720.02560.0320

Expected benefit payments for the Company's retirement income and retirement health care plans as of June 30, 2024, were as follows:						
Retirement			Income			
Retirement			Health Care			
2025						
\$						

	weight:400;line-height:100%">15			
	\$	2		
	2026			
	14			
	2			
	2027			
	13			
	2			
	2028			
	13			
	2			
	2029			
	12			

[illegible]

[illegible]

family:'Times New Roman',sans-serif;font-size:9pt;font-weight:700;line-height:100%">2023</td></tr><tr><td colspan="3" style="background-color:#b3b3b3;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash equivalents — Level 1</td><td colspan="3" style="background-color:#b3b3b3;padding:0 1pt"></td><td style="background-color:#b3b3b3;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#b3b3b3;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#b3b3b3;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#b3b3b3;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#b3b3b3;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">74 </td><td style="background-color:#b3b3b3;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total assets in the fair value hierarchy</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#b3b3b3;padding:2px 1pt;text-align:left;vertical-align:bottom">Common collective trusts measured at net asset value</td><td colspan="3" style="background-color:#b3b3b3;padding:0 1pt"></td><td colspan="3" style="background-color:#b3b3b3;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Bond funds</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">6 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"></td></tr></table>

			289
International equity funds			16
			15
Domestic equity funds			
			—
Short-term investment fund			
			—
			1
Real estate fund			
			2
			2

Other		
1		
—		
Total common collect trust measured at net asset value		
\$		
25		
\$		
307		
Total assets at fair value		
\$		
25		
\$		
381		

0.800.790.200.2111074000000074000000600000002890000001600000015000000

REPORTING

The Company operates through strategic business units (SBUs) that are organized into the Company's operating segments. Operating segments with shared economic and qualitative characteristics are aggregated into four reportable segments: Health and Wellness, Household, Lifestyle and International. Operating segments not aggregated into a reportable segment are reflected in Corporate and Other. The four reportable segments consist of the following:

• **Health and Wellness** consists of cleaning, disinfecting and professional products marketed and sold in the United States.

• **Household** consists of bags and wraps, cat litter and grilling products marketed and sold in the United States.

• **Lifestyle** consists of food, water filtration and natural personal care products marketed and sold in the United States.

• **International** consists of products sold outside the United States. Products within this segment include laundry additives; home care products; bags and wraps; cat litter; water filtration products; professional cleaning and disinfecting products; natural personal care products; food; grilling products and digestive health products marketed primarily under the Clorox, Glad, Poett, Brita, Burt's Bees, Pine-Sol, Ever Clean, Clorinda, Chux and Fresh Step Brands.

Corporate and Other includes certain non-allocated administrative costs, various other non-operating income and expenses, as well as the results of the Better Health VMS business. Assets in Corporate and Other include cash and cash equivalents, prepaid expenses and other current assets, property and equipment, operating lease right-of-use assets, other long-term assets and deferred taxes, as well as the assets related to the Better Health VMS business.

The principle measure of segment profitability used by management is segment adjusted earnings (losses) before interest and income taxes (segment adjusted EBIT). Segment adjusted EBIT is defined as earnings (losses) before income taxes excluding

weight:400;line-height:120%">interest income, interest expense and other significant items that are nonrecurring or unusual (such as the pension settlement charge, incremental costs, net of insurance recoveries, relating to the cyberattack, asset impairments, charges related to the streamlined operating model, charges related to the digital capabilities and productivity enhancements investment, significant losses/(gains) related to acquisitions / divestitures and other nonrecurring or unusual items impacting comparability).

Management uses this measure to assess the operating results and performance of its segments, perform analytical comparisons, identify strategies to improve performance and allocate resources to each segment as it removes the impact of the items that management believes do not directly reflect the performance of each segment's underlying operations.

The tables below present reportable segment information and a reconciliation of the segment information to the Company's consolidated net sales and earnings (losses) before income taxes, with amounts that are not allocated to the reportable segments reflected in Corporate and Other.

	Net sales	Interest income	Interest expense	Other	Corporate and Other	Total
2024	\$2,485	\$1,000	\$1,000	\$1,000	\$1,000	\$5,485
2023	\$2,485	\$1,000	\$1,000	\$1,000	\$1,000	\$5,485
2022	\$2,485	\$1,000	\$1,000	\$1,000	\$1,000	\$5,485

Health and Wellness

\$

2,485

[illegible]

International			
1,162			
1,181			
1,180			
Reportable segment total	6,872		
	7,149		
6,844			
Corporate and Other			
221			
240			
263			

Total	7,093		\$	7,389		7,107	7,107

			2022		
Health and Wellness			\$		
			719		
			\$		
			594		
			\$		
			381		
Household			260		
			308		
			234		
Lifestyle			253		

[illegible]

		(358)
		(223)
Total	\$	1,045
	\$	917
	\$	769
Interest income		23
		16
		5

Interest expense			(90)	(90)
Loss on divestiture			(1)	(240)
—			—	—
Pension settlement charge			(2)	(171)
—			—	—

1pt;text-align:right;vertical-align:bottom">—</td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Cyberattack costs, net of insurance recoveries(3)</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(29)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">—</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">—</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>VMS impairment(4)</div></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">—</td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(445)</td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">—</td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Streamlined operating model(5)</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(32)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"></td></tr></table>

align:bottom">(60)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">—</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Digital capabilities and productivity enhancements investment(6)</div></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(108)</td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(100)</td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(61)</td><td style="background-color:#b6b6b6;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Earnings (losses) before income taxes</td><td style="background-color:#ffffff;border-bottom:1.5pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:1.5pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">398</td><td style="background-color:#ffffff;border-bottom:1.5pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1.5pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:1.5pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">238</td><td style="background-color:#ffffff;border-bottom:1.5pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1.5pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-

height:100%></td><td style="background-color:#ffffff;border-bottom:1.5pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">607 </td><td style="background-color:#ffffff;border-bottom:1.5pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:6pt;margin-top:6pt;padding-left:18pt;text-indent:-18pt">(1)Represents the loss on divestiture of the Argentina business corresponding to International. See Note 2 for additional details.</div><div style="margin-bottom:6pt;margin-top:6pt;padding-left:18pt;text-indent:-18pt">(2)Represents costs related to the settlement of the domestic qualified pension plan corresponding to Corporate and Other. See Note 20 for additional details.</div><div style="margin-bottom:6pt;margin-top:6pt;padding-left:18pt;text-indent:-18pt">(3)Represents incremental costs, net of insurance recoveries, related to the cyberattack. See Note 3 for additional details relating to the cyberattack. All insurance recoveries are recorded in Corporate and Other. For informational purposes, the following table provides the approximate cyberattack costs, net of insurance recoveries, corresponding to the Company's reportable segments as a percentage of total net costs:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:96.491%"><tr><td style="width:1.0%"></td><td style="width:79.506%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.294%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:middle">Health and Wellness</td><td colspan="2" style="background-color:#b6b6b6;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">30 </td><td style="background-color:#b6b6b6;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New

[illegible]

[illegible]

[illegible]

11	Corporate and Other	91	73	80
Total	100	%	100	%

Represents expenses related to the Company's digital capabilities and productivity enhancements investment corresponding to Corporate and Other.

[illegible]

—			
—			
(5)			
—			
(5)			
2023			
—			
(4)			

	(1)	2022	—
	(2)	2022	—
	(3)	2022	—
	(4)	2022	—
	(5)	2022	—
	(6)	2022	—
Total assets		2024	

[illegible]

2024	47	84	36	21	24	2023	51	97	29

[illegible]

[illegible]

2022			
57			
67			
24			
47			
29			
224			
Significant noncash charges included in earnings (losses) before interest and income taxes:			
Stock-based compensation			
2024			
14			
11			
8			
6			

[illegible]

8

6

3

21

52

All intersegment sales are eliminated and are not included in the Company's reportable net sales.

Net sales to the Company's largest customer, Walmart Stores, Inc. and its affiliates, were 25%, 26% and 25% of consolidated net sales for each of the fiscal years ended June 30, 2024, 2023 and 2022, respectively, and occurred across all of the Company's reportable segments. No other customers accounted for 10% or more of the Company's consolidated net sales in any of these fiscal years.

The following table provides Net sales as a percentage of the Company's consolidated net sales, disaggregated by operating segment, for the fiscal years ended June 30:

	2024	2023	2022
Operating Segment A	11.61%	11.62%	11.63%
Operating Segment B	11.61%	11.62%	11.63%
Operating Segment C	11.61%	11.62%	11.63%
Operating Segment D	11.61%	11.62%	11.63%
Operating Segment E	11.61%	11.62%	11.63%
Operating Segment F	11.61%	11.62%	11.63%
Operating Segment G	11.61%	11.62%	11.63%
Operating Segment H	11.61%	11.62%	11.63%
Operating Segment I	11.61%	11.62%	11.63%
Operating Segment J	11.61%	11.62%	11.63%
Operating Segment K	11.61%	11.62%	11.63%
Operating Segment L	11.61%	11.62%	11.63%
Operating Segment M	11.61%	11.62%	11.63%
Operating Segment N	11.61%	11.62%	11.63%
Operating Segment O	11.61%	11.62%	11.63%
Operating Segment P	11.61%	11.62%	11.63%
Operating Segment Q	11.61%	11.62%	11.63%
Operating Segment R	11.61%	11.62%	11.63%
Operating Segment S	11.61%	11.62%	11.63%
Operating Segment T	11.61%	11.62%	11.63%
Operating Segment U	11.61%	11.62%	11.63%
Operating Segment V	11.61%	11.62%	11.63%
Operating Segment W	11.61%	11.62%	11.63%
Operating Segment X	11.61%	11.62%	11.63%
Operating Segment Y	11.61%	11.62%	11.63%
Operating Segment Z	11.61%	11.62%	11.63%

2023		
2022		
Cleaning		
30		
%		
<td colspan="2" style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30		
%		
<td colspan="2" style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">29		
%		
Professional Products		
<td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5		
%		
<td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5		
%		
<td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4		
%		

[illegible]

	12		
%	Cat Litter	9	%
%		9	%
%		8	%
%	Grilling	8	%
%		7	%
%		8	%
	Household		

[illegible]

[illegible]

[illegible]

Total

100		
100		
100		
100		

The Company's products are marketed and sold globally. The following table provides the Company's global product lines, which were sold in the U.S. and International, that accounted for 10% or more of consolidated net sales for the fiscal years ended June 30:

[illegible]

[illegible]

[illegible]

2023			6,237		1,152
			7,389		
2022			5,951		
			1,156		
			7,107		
Property, plant and equipment, net			2024		1,188
			127		

		1,315
		2023
		1,192
		153
		1,345

The Company operates through strategic business units (SBUs) that are organized into the Company's operating segments. Operating segments with shared economic and qualitative characteristics are aggregated into four reportable segments: Health and Wellness, Household, Lifestyle and International. Operating segments not aggregated into a reportable segment are reflected in Corporate and Other. The four reportable segments consist of the following:

- Health and Wellness consists of cleaning, disinfecting and professional products marketed and sold in the United States.
- Household consists of bags and wraps, cat litter and grilling products marketed and sold in the United States.
- Lifestyle consists of food, water filtration and natural personal

care products marketed and sold in the United States.

•

International

consists of products sold outside the United States. Products within this segment include laundry additives; home care products; bags and wraps; cat litter; water-filtration products; professional cleaning and disinfecting products; natural personal care products; food; grilling products and digestive health products marketed primarily under the Clorox, Glad, Poett, Brita, Burt's Bees, Pine-Sol, Ever Clean, Clorinda, Chux and Fresh Step Brands.

Corporate and Other includes certain non-allocated administrative costs, various other non-operating income and expenses, as well as the results of the Better Health VMS business. Assets in Corporate and Other include cash and cash equivalents, prepaid expenses and other current assets, property and equipment, operating lease right-of-use assets, other long-term assets and deferred taxes, as well as the assets related to the Better Health VMS business.

The principle measure of segment profitability used by management is segment adjusted earnings (losses) before interest and income taxes (segment adjusted EBIT). Segment adjusted EBIT is defined as earnings (losses) before income taxes excluding

interest income, interest expense and other significant items that are nonrecurring or unusual (such as the pension settlement charge, incremental costs, net of insurance recoveries, relating to the cyberattack, asset impairments, charges related to the streamlined operating model, charges related to the digital capabilities and productivity enhancements investment, significant losses/(gains) related to acquisitions / divestitures and other nonrecurring or unusual items impacting comparability).

Management uses this measure to assess the operating results and performance of its segments, perform analytical comparisons, identify strategies to improve performance and allocate resources to each segment as it removes the impact of the items that management believes do not directly reflect the performance of each segment's underlying operations.

4

The tables below present reportable segment information and a reconciliation of the segment information to the Company's consolidated net sales and earnings (losses) before income taxes, with amounts that are not allocated to the reportable segments reflected in Corporate and Other.

Net Sales		
Fiscal year		
2024		
2023		
2022		
Health and Wellness		
\$	2,485	
\$	2,532	
\$	2,427	
Household		
	1,950	

2,098		
1,984		
Lifestyle		
1,275		
1,338		
1,253		
International		
1,162		
1,181		
1,180		
Reportable segment total		
6,872		
7,149		

6,844	Corporate and Other	221	240
263	Total	\$7,093	\$7,389
\$7,107			

[illegible]

381		
Household		
260		
308		
234		
Lifestyle		
253		
284		
280		
International		
122		
89		
97		

Reportable segment total			1,354	1,275			992			Corporate and Other			(309)			(358)			(223)			Total			\$			1,045			917		

[illegible]

		—		
			—	
Pension settlement charge (2)			(171)	
			—	
—				
Cyberattack costs, net of insurance recoveries (3)			(29)	
—				
VMS impairment (4)			—	

[illegible]

	Earnings (losses) before income taxes	\$	398							
(1)	Represents the loss on divestiture of the Argentina business corresponding to International.									
(2)	Represents costs related to the settlement of the domestic qualified pension plan corresponding to Corporate and Other.									
(3)	Represents incremental costs, net of insurance recoveries, related to the cyberattack.									

All insurance recoveries are recorded in Corporate and Other. For informational purposes, the following table provides the approximate cyberattack costs, net of insurance recoveries, corresponding to the

[illegible]

[illegible]

Lifestyle		—		4		2	
International		4		16		11	
Corporate and Other		91		73		80	
Total							

[illegible]

Lifestyle			
International			
Corporate	and Other		
Total Company			
(Income) Loss from equity investees included in Other (income) expense, net			
2024			
—			
—			
—			
—			
(5)			

[illegible]

	(6)	Total assets	2024	1,124	1,088	1,110	1,327	1,102	5,751	2023

1,184			
1,082			
1,091			
1,410			
1,178			
5,945			
Capital expenditures			
2024			
47			
84			
36			
21			
24			

			212
			2023
			51
			97
			29
			24
			27
			228
			2022
			61
			112

[illegible]

59	78	25	46	28	236	2022	57	67	24	47	29	224	Significant noncash charges included in

earnings (losses) before interest and income taxes:		
Stock-based compensation		
2024		
14		
11		
8		
6		
35		
74		
2023		
14		
10		
10		

[illegible]

3090000000-3580000000-
2230000000104500000091700000076900000023000000160000005000000900000009000
240000000000-
171000000002900000000044500000003200000060000000010800000010000000006100
style="margin-bottom:8pt;margin-top:8pt"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:120%">The following table provides Net sales as a percentage of the Company's
consolidated net sales, disaggregated by operating segment, for the fiscal years ended
June 30:<table style="border-collapse:collapse;display:inline-table;margin-
bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%">
</td><td style="width:58.549%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%">
</td><td style="width:1.0%"></td><td style="width:11.619%"></td><td
style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%">
</td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%">
</td><td style="width:0.530%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%">
</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3"
style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-
align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:9pt;font-weight:700;line-height:100%">2024
</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3"
style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-
weight:700;line-height:100%">2023</td><td colspan="3" style="padding:0
1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-
align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:9pt;font-weight:700;line-height:100%">2022</td></tr><tr><td
colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-
align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">Cleaning</td><td
colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2"
style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">30 </td><td style="background-color:#b6b6b6;border-top:1pt
solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">%</td><td colspan="3" style="background-
color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-
color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">30 </td>
<td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 1pt
2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">%</td><td colspan="3" style="background-
color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-
color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">29 </td>
<td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 1pt
2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">%</td></tr><tr><td colspan="3" style="background-
color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

[illegible]

[illegible]

[illegible]

[illegible]

			%		
			4		
			%		
Lifestyle					
			18		
			18		
			%		
			18		
			%		
			16		
			%		
			16		

	%		
	17		
	%		
Corporate and Other			
	3		
	%		
	3		
	%		
Total			
	100		
	%		

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">100 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table></div><div style="margin-bottom:8pt;margin-top:8pt">The Company's products are marketed and sold globally. The following table provides the Company's global product lines, which were sold in the U.S. and International, that accounted for 10% or more of consolidated net sales for the fiscal years ended June 30:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:59.280%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.622%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#b6b6b6;padding:2px 1pt;text-align:left;vertical-align:bottom">Cleaning products</td><td colspan="2" style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43 </td><td style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#b6b6b6;padding:0 1pt"></td><td colspan="2" style="background-color:#b6b6b6;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">

[illegible]

weight:400;line-height:100%">Cat litter products</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table></div>0.300.300.290.050.050.040.350.350.330.110.120.120.090.090.080.080.070.080.21

[illegible]

[illegible]

\$43 as of the fiscal years ended June 30, 2024 and 2023, respectively. The Company has no ongoing capital commitments, loan requirements, guarantees or any other types of arrangements under the terms of its agreements that would require any future cash contributions or disbursements arising out of an equity investment.

Transactions with the Company's equity investees typically represent payments for contract manufacturing and purchases of raw materials. Payments to related parties, including equity investees, for such transactions during the fiscal years ended June 30, 2024, 2023 and 2022 were \$77, \$87 and \$117, respectively. Receipts from and ending accounts receivable and payable balances related to the Company's related parties were not significant during or as of the end of each of the fiscal years presented.

0.5045000000430000007700000087000000117000000SUBSEQUENT EVENT
On July 24, 2024, the Company entered into a definitive agreement to sell the Better Health VMS business. The transaction is expected to close in the first quarter of fiscal year 2025 and is expected to result in a loss on sale. The results of the Better Health VMS business are included within Corporate and Other in the fiscal year 2024 consolidated financial statements. The closing of the transaction is subject to customary closing conditions, including regulatory approval."